



SEAMICO CAPITAL



2020 ANNUAL REPORT

SEAMICO CAPITAL PUBLIC COMPANY LIMITED



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Message from CEO

Since beginning of 2020, the COVID-19 outbreak has become one of the biggest threats to mankind, the global economy and financial markets. The lockdowns and numerous measures to combat the spread of COVID-19 pandemic have hindered the economic activities and business operations around the world. Thailand's GDP 2020 is expected to contract as much as 7%, on the back of a global economic downturn, sharp decline in international tourist arrivals, plunge in private investment levels, and rising household and public debt.

Thai stock market saw heavy fluctuations in 2020 from the peak of SET index at 1,604.43 points in January and the bottom at 969.08 points in March. The SET index subsequently rallied especially in the last two months of the year to close at 1,449.35 points, a decrease by 8.26% from the end of 2019, yet underperformed developed markets such as the US, EU, Japan and China of which the market indices closed positively in 2020. Meanwhile, the heavy market fluctuation pushed forward the average daily market trading volume (excluding proprietary trading) to Baht 61.4 billion in 2020, increasing by 33% yoy, mainly driven by retail investors.

The securities business of Krungthai ZMICO Securities Co., Ltd., our joint venture with Krungthai Bank, is among a few industries that delivered an outstanding performance this year where its equity market share boosted up to 2.43% and its market ranking climbed up to the 16th. Not only did Krungthai ZMICO's brokerage revenue increased from the growing market share and soaring market volume, Krungthai ZMICO was able to expand its fee income and other non-brokerage revenue while continuing its cost control to sustain future profitability. Krungthai ZMICO will continue to expand the synergy with Seamico group and Krungthai Bank in providing financial products and services to serve the investment need and wealth management to our clients.

The planned full launch of other group businesses namely the investment, asset management, and digital asset businesses this year were slowed down by the gloomy market condition and investor's demand led by the COVID-19 pandemic. We are closely monitoring the current investment portfolio and asset management business in order to promptly execute the right strategies under this dynamic condition, and at the same time be cautious in making new investments to minimize the downside risk.

Our digital asset management operated by SE Digital Co., Ltd., our subsidiary, has been in constant contact with the Securities and Exchange Commission with an aim to launch the first regulated digital token in Thailand. SE Digital has completed the key system development and is now ready for digital asset account opening for ICO or initial coin offering. The recent establishment and investment in the digital asset exchange, brokerage and ICO portal businesses by the Stock Exchange of Thailand and several major banks have affirmed the promising outlook of this innovative financial business. As one of the first mover in Thailand, we believe our digital asset business will stimulate growth and performance of the group in the very near future.

2021 will surely be another challenging year with the prevailing COVID-19 outbreak and its global economic effects. The recovery is contingent upon the effectiveness of vaccination that will cause a rebound in Thai tourism and exports, engine by the public sector investment and spending. For Seamico group, after returning the securities and derivatives business licenses to the Securities and Exchange Commission in December 2020, we now operates as a holding company of a robust portfolio of disruptive and complete financial solutions with an aim to generate extraordinary return to all stakeholders in the future. We would like to thank all shareholders, customers, business alliances, management and staff for your continuing trusts and supports.



Wanchak Buranasiri
Chief Executive Officer

Report of the Board of Directors' Responsibilities for Financial Statements

Seamico Capital Public Company Limited and its subsidiaries

The Board of Directors is responsible for the financial statements and the consolidated financial statements of the Company and its subsidiaries, which are reported in conformity with the generally accepted accounting principles of Thailand. These financial statements were prepared based on appropriate accounting policy with consistency, with adequate disclosures provided in the notes to the financial statements.

The Board of Directors has appointed an Audit and Risk Management Committee, which comprises of Independent Directors, to oversee the sufficiency and credibility of financial reports and evaluating the effectiveness of internal control and internal audit functions to ensure accurate, complete, adequate financial information and timeliness and prevention of frauds or any significant irregularities.

The Committee has expressed its opinions with regard to the stated matters in the Report of Audit and Risk Management Committee, which is presented in the annual report.

The Board of Directors is of the opinion that the internal control system of the Company is adequate and appropriate, and thus provides an assurance that the financial statements and consolidated financial statements of the Company and its subsidiaries including financial information for the year ended 31st December 2020 are reasonably reliable.



Wanchak Buranasiri
Chief Executive Officer

Audit and Risk Management Committee Report

Seamico Capital Public Company Limited

The Board of Directors of Seamico Capital Public Company Limited appointed an Audit and Risk Management Committee, which comprises of 4 independent directors as follows:-

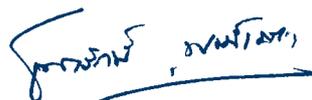
1. Mr. Peter Emil Romhild* Chairman
2. Mr. Tanasak Wahawisan** Member
3. Mr. Thanarak Phongphatar Member
4. Mr. Kittichai Raktakanit*** Member

The Committee has the important responsibility to review the Company's financial reports in order to ensure their accuracy and that they comply with accounting standards and the sufficiency of disclosure, to review the appropriateness and effectiveness of the internal control and audit systems, to review the transparency of management and their compliance with the Company's policies and all applicable laws and regulations, as well as to provide advice concerning the appointment of the Company's auditor and the proposed audit fee.

The Audit and Risk Management Committee held 7 meetings with the management, the head of Accounting and Finance department, the head of Compliance and Internal Audit department and the Company's external auditor to review the quarterly and annual financial statements for 2020 and the disclosure of financial reports and notes to the financial reports, regular discussions and recommendations concerning problems that might result in a violation of the applicable laws and regulations, as well as the sufficiency of the internal control system. Based upon the information provided to us, the Audit and Risk Management Committee is unaware of any instance which would lead us to believe that the financial reports have not been prepared in accordance with established accounting standards and fairly presented in all material respects. Connected transactions is undertaken with careful consideration of appropriateness and benefit to the Company. Furthermore, the Committee is of the opinion that the internal audit function, control system and risk management are satisfactory. We are unaware that significant laws and regulations have not been complied with in all material respects.

For 2021, the Audit and Risk Management Committee has proposed to the Board of Directors that Miss Ratana Jala, Miss Somjai Khunapasut, Miss Rachada Yongsawadvanich and Miss Wanwilai Phetsang of EY OFFICE LIMITED be nominated as the Company's auditors at the annual general meeting of shareholders.

On behalf of the Audit and Risk Management Committee,



(Mr. Thanarak Phongphatar)

Chairman, Audit and Risk Management Committee

* Mr. Peter Emil Romhild has resigned from his position as Independent Director, Chairman of the Audit and Risk Management Committee and Member of the Nomination and Compensation Committee on August 11, 2020

** Mr. Tanasak Wahawisan (Independent Director), a member of the Audit and Risk Management Committee, was appointed as the Chairman of the Audit and Risk Management Committee on August 11, 2020 and resigned from his position as an independent director and the Chairman of the Audit and Risk Management Committee on February 10, 2021

*** Mr. Kittichai Raktakanit was appointed as an independent director and a member of the Audit and Risk Management Committee on August 11, 2020

Board of Directors (as of 31st December 2020)



Mr. Suthep Wongvorazathe*

- Authorized Director
- Chairman
- Chairman of Investment Committee
- Chairman of Nominating and Compensation Committee



Mr. Wanchak Buranasiri

- Authorized Director
- Chief Executive Officer
- Member of Investment Committee



Mr. Chaipatr Srivisarvacha*

- Authorized Director
- Vice Chairman
- Member of Investment Committee



Mr. Jesadavat Priebjriwat

- Authorized Director
- Member of Corporate Governance Committee



Asst. Prof. Pimol Srivikorn*

- Director
- Member of Investment Committee
- Chairman of Corporate Governance Committee



Dr. Tanasak Wahawisan*

- Independent Director
- Chairman of Audit and Risk Management Committee
- Member of Nominating and Compensation Committee

* Currently, they have resigned from the Company.



Mr. Supachai Wongvorazathe*

- Director
- Member of Investment Committee



Mr. Thanarak Phongphatar

- Independent Director
- Member of Audit and Risk Management Committee
- Member of Nominating and Compensation Committee



Mr. Kittichai Raktakanit

- Independent Director
- Member of Audit and Risk Management Committee
- Member of Corporate Governance Committee



Mr. Stephane De Baets

- Director



Mr. Arthit Suriyabhivadh

- Director
- Member of Audit and Risk Management Committee

* Currently, they have resigned from the Company.

General Information

Name	Seamico Capital Public Company Limited (Formerly known as Seamico Securities Public Company Limited)
Address	287 Liberty Square Building 18 th Floor, Silom Road, Bangrak, Bangkok 10500
Type of Business	Investment in other potential businesses
Registration No	0107537002460
Website	www.seamico.com .
Telephone	+66 2 624 6399
Fax	+66 2 624 6398
Paid-up shares	1,653,736,926 shares
Par value	Baht 0.50 each
Type of shares	Ordinary share

JURISTIC PERSONS IN WHICH THE COMPANY HOLDS SHARES EQUAL TO OR IN EXCESS OF 10%

Company Name	Address	Type of Business	Type of Share	No. of Issued Shares	No. of Shares Held	Investment Value (million baht)	Shareholding Percentage
Subsidiaries							
Innotech Asset Management Company Limited	19 th Floor, 287 Liberty Square Building, Silom Road, Bangrak, Bangkok 10500	Mutual Fund, Private Fund, Provident fund management and REIT manager	Ordinary	13,524,000	13,524,000	275.85	100.00
Lumpini Asset Management Company Limited	19 th Floor, 287 Liberty Square Building, Silom Road, Bangrak, Bangkok 10500	Purchasing or taking transfer of non-performing assets of financial institution	Ordinary	2,500,000	2,500,000	25.00	100.00
SE Digital Company Limited	Room no. 204, 205, 210 Habito Mall, 2 nd Floor, No. 1 On Nut Road, Soi Rim Khlong Phra Khanong, Phra Khanong Nuea, Wattana, Bangkok 10110	Digital Asset	Ordinary	4,750,000	4,750,000	475.00	100.00
Associates							
Krungthai ZMICO Securities Company Limited	16 th Floor, 287 Liberty Square Building, Silom Road, Bangrak, Bangkok 10500	Securities	Ordinary	259,127,200	128,801,600	1,244.10	49.71
Scentimental (Thailand) Company Limited	28 th Floor, 1126/2 Vanit Building II, New Petchburi Road, Makkasan, Ratchathewi, Bangkok 10400	Import, export, retail and wholesale perfume and cosmetics	Ordinary	1,000,000	260,000	26.00	26.00
Absolute Yoga Company Limited	5 th Floor, 496-502 Amarin Plaza Building, Room no. S 01.4, Ploenjit Road, Lumpini, Pathumwan, Bangkok 10330	Yoga Studio, food and hotel business	Ordinary	6,000,000	1,800,000	217.80	30.00
Other company							
Crystal Sealed Professional Car Coating Company Limited	No. 2232, New Phetchaburi Road, Bang Kapi, Huai Khwang, Bangkok 10310	Repair and maintenance of engine systems and automotive parts	Ordinary	272,920	32,750	37.80	12.00

THE REFERENCES

(a) Share Registrar

Thailand Securities Depository Company Limited
93 Ratchadaphisek Road, Dindaeng, Dindaeng, Bangkok 10400, Thailand
Tel: +66 2 009 9000 Fax: +66 2 009 9991

(b) Auditor

- Dr. Suphamit Techamontrikul Certified Public Accountant (Thailand) No. 3356 and/or
- Dr. Kiatniyom Kuntisook Certified Public Accountant (Thailand) No. 4800 and/or
- Mrs. Nisakorn Songmanee Certified Public Accountant (Thailand) No. 5035 and/or
- Mr. Wonlop Vilaivaravit Certified Public Accountant (Thailand) No. 6797

Deloitte Touche Tohmatsu Jaiyos Audit Company Limited
AIA Sathorn Tower, 23rd - 27th Floor
11/1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120
Telephone: +66 2 034 0000 Fax: +66 2 034 0100

(c) Banks

- Krungthai Bank Public Company Limited
- The Siam Commercial Bank Public Company Limited
- RHB Bank Berhad

(d) Legal Advisor

- Siam Premier International Law Office Limited
26th Floor of the Offices at Central World,
No. 999/9 Rama I Road, Khwaeng Pathumwan, Khet Pathumwan, Bangkok 10330
Telephone: +66 2 646 1888 Fax: +66 2 646 1919
- Patanasith Law Office
578/8 Soi Po-pun, Asoke-Dindaeng Road, Dindaeng, Bangkok 10310
Telephone: +66 2 641 9875 Fax: 66 2 641 8267
- Atit Law Company Limited
109/102 Ladprao Soi 18, Ladprao Road, Jompol, Chatujak, Bangkok 10900
Telephone: +66 2512 4720 Fax: +66 2512 4921
- ES Counsel Company Limited
2034/78, 17 Fl., Italthai Tower, New Petchburi Road, Bangkapi, Huaykwang, Bangkok 10310
Telephone: +66 2716 1717-8 Fax: +66 2716-1719

- CMT Counsellor Company Limited
75 Soi Pungmee 11, Sukhumvit Road, Bangchak, Phra Khanong, Bangkok 10260
Telephone: +66 81836 7236
- Baker & McKenzie Limited
25th Floor, Abdulrahim Place, 990 Rama IV Road, Bangkok 10500
Tel: +66 2666 2824 Fax: +66 2666 2924

Summarize of Financial Information

(Unit : Million Baht)

	2020	2019 ⁽¹⁾	2018 ⁽¹⁾
Total Assets	2,956.68	2,954.19	2,772.87
Paid-up Share Capital	826.87	826.87	653.87
Total Shareholders' Equity	2,569.47	2,580.78	2,052.70
Total Revenues	141.10	190.68	(98.95)
Net Profit (Loss)	(16.62)	81.33	(195.84)
PROFITABILITY RATIO			
Gross Profit Margin (%)	80.91	97.93	100.99
Net Profit Margin (%)	(23.10)	40.17	398.68
Return on Equity (%)	(0.65)	3.35	(8.83)
Return on Investment (%)	4.27	2.70	(4.61)
EFFICIENCY RATIO			
Return on Total Assets (%)	(0.57)	2.81	(6.29)
Asset Turnover (Times)	0.05	0.07	(0.03)
FINANCIAL POLICY RATIO			
Liquid Assets to Borrowing (Times)	5.99	7.19	1.40
Earning Assets to Borrowing (Times)	16.43	18.54	4.92
Liquid Assets to Total Assets (%)	33.91	36.21	26.58
Earning Assets to Total Assets (%)	92.95	93.37	93.74
Debt to Equity (Times)	0.15	0.14	0.35
OTHERS RATIO			
Investment in Securities to Total Asset (%)	82.04	78.43	80.71
Net Capital Rule (NCR) (%)	N/A**	N/A*	N/A*
PER SHARE			
Book Value (Baht) ***	1.55	1.62	1.57
Earning (Loss) Per Share (Baht) ***	(0.01)	0.05	(0.12)
Par Value (Baht)	0.50	0.50	0.50

* Since May 1, 2009, The Company has been approved to temporarily cease its operation on securities and derivatives business from the Office of the Securities and Exchange Commission, therefore the Company is not required to maintain its net liquid capital.

** Since December 8, 2020, The Company successfully returned the securities business licenses due to the Office of the Securities and Exchange Commission. Therefore the Company is not required to maintain its net liquid capital.

*** Calculated from weighted average number of ordinary shares.

⁽¹⁾ The Company calculated the financial ratio according to the presentation of the financial statements for the year ended December 31, 2020 and the new business model of the Company.

Business Policy & Overview

Seamico Capital Public Company Limited, formerly known as Seamico Securities Public Company Limited, the Company registered to change the Company's name on 17th December 2020 in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2020 held on 16th December 2020, which approved to change the Company's name from "Seamico Securities Public Company Limited" to "Seamico Capital Public Company Limited". This is to be consistent with the current business operations and the resolution of the Board of Directors meeting to return the securities business license to the Securities and Exchange Commission because the Company currently invest in other potential businesses that do not require such licenses. The Securities and Exchange Commission has issued a letter approving the Company to return the securities business license on 8th December 2020.

Currently, the Company invest in various interesting businesses both in Thailand and overseas to aim for a return on investment, including long-term, moderate and short-term liquidity management investments. The Company still operate securities brokerage, securities dealing, financial advisory and securities underwriting businesses through Krungthai Zmico Securities Co., Ltd. (formerly known as KT ZMICO Securities Co., Ltd.) which is a joint venture between the Company and Krungthai Bank Plc. Krungthai Zmico Securities Co., Ltd. has a license to operate securities and derivatives business from the Ministry of Finance and the Securities and Exchange Commission.

Besides, the Company has invested in many potential businesses in Thailand and overseas to generate additional revenues.

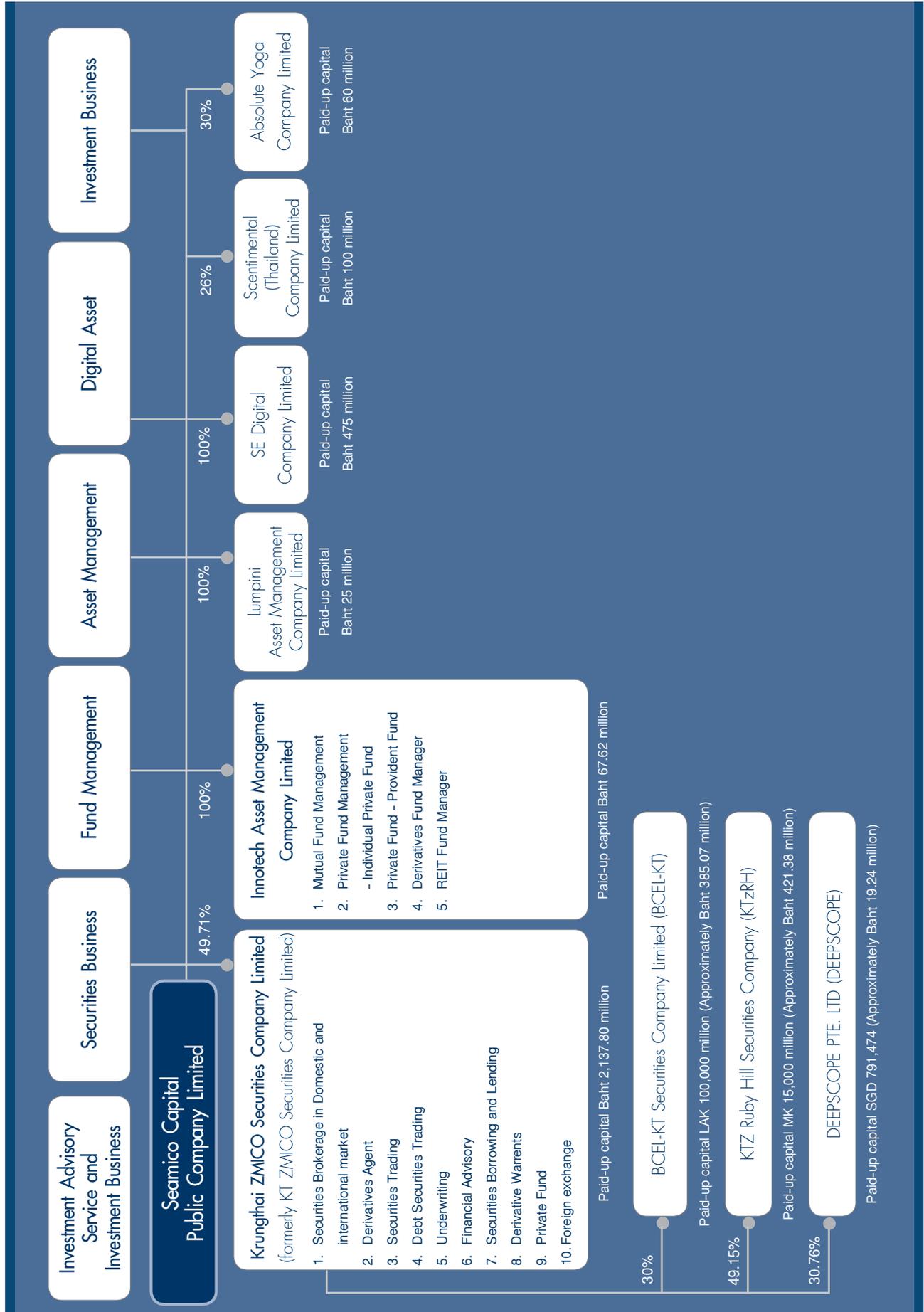
- Securities Business in CLMV consist of
 - Laos through accompanying Krungthai Zmico with Banque Pour Le Commerce Exterieur Lao Public to establish BCEL-KT Securities Company Limited (BCEL-KT); 30% of Krungthai Zmico holding.
 - Myanmar through accompanying Krungthai Zmico with Ruby Hill Finance Company to establish KTZ Ruby Hill Securities (KTzRH); 49.15% of Krungthai Zmico holding. However, On January 2, 2020, Krungthai Zmico entered into the share sale agreement of KTZ Ruby Hill Securities Co., Ltd. and it is currently under the process of legal execution.
- Asset management business by holding 100% of Innotech Asset Management Company Limited. The business operations are mutual fund, private fund management and provident fund management. On 4th December 2019, the company was granted an approval to operate as REIT manager by the Office of the Securities and Exchange Commission.
- Investment in Lumpini Asset Management Company Limited by holding 100%. The business operations are purchasing, taking transfer, and managing of non-performing assets (NPA) of financial institution for the purpose of asset management, development and disposals.

- Investment in SE Digital Co., Ltd. by holding 100%. On 7th October 2019, SE Digital has obtained an approval by the Office of the Securities and Exchange Commission to operate as an ICO portal, to provide digital token advisory and underwriting service through Initial Coin Offering (ICO). ICO is a fund raising process that uses Blockchain technology to assign rights and benefits of investment with Smart Contract.
- Other Potential Business
 - Scentimental (Thailand) Co., Ltd., the company holds exclusive rights of developing, marketing, selling and distribution of celebrities' perfumes both in Thailand and international markets. They are also a distributor of global leading fragrance brands, cosmetics and skincare products. Currently, the Company's shareholding in Scentimental is 26%.
 - Absolute Yoga Co., Ltd., the holding company operates in health and wellness business under "Absolute You" brand. Currently, the Company's shareholding in Absolute Yoga is 30%. Having more than 14 years of track record, Absolute Yoga operates the leading yoga, pilates and cycling studios with 10 branches in Thailand and 4 branches in Singapore. Moreover, Absolute Yoga operates Absolute Sanctuary and Yoga Center, a boutique wellness resort in Koh Samui, a healthy food delivery business called Absolute Fit Food, and franchise and management service with respect to products and services of the group.
 - DEEPSCOPE PTE. LTD., registered in Singapore with 30.76% of Krungthai ZMICO's shareholding, conducts web hosting and online service business.

Business Overview

Business operations of the Company Subsidiaries and Associated Companies are as follows:

- 1) Investment Business under Seamico Capital Public Company Limited and Krungthai Zmico Securities Company Limited.
- 2) Securities Business under Krungthai Zmico Securities Company Limited, BCEL-KT Securities Company Limited and KTZ Ruby Hill Securities Company Limited.
- 3) Fund Management Business by Innotech Asset Management Company Limited.
- 4) Asset Management Business by Lumpini Asset Management Company Limited.
- 5) Digital Asset Business by SE Digital Company Limited.



Nature of Business

Consolidated Revenue Structure

	2020*		2019*		2018*	
	Million Baht	%	Million Baht	%	Million Baht	%
Fees and Services Income	29.98	21.25	19.35	10.15	4.45	(2.63)
Interest incomes	2.11	1.50	2.78	1.46	9.98	(5.89)
Gain (loss) on investment	14.95	10.60	63.75	33.43	(149.76)	88.43
Dividend incomes	12.78	9.06	8.79	4.61	10.44	(6.16)
Share of profit (loss) from investment in associates	69.18	49.03	(11.77)	(6.17)	(49.83)	29.42
Gain on transfer of business to an associated company	-	-	0.02	0.01	0.06	(0.04)
Other income	12.10	8.56	107.76	56.51	5.30	(3.13)
Total revenues	141.10	100.00	190.68	100.00	(169.36)	100.00

* Consolidated revenue structure have been presented in the consolidated statement of comprehensive income for the year ended December 31,2020 including share of profit (loss) from investment in associates.

TYPES OF BUSINESS

1) Investment Business

Seamico Capital Public Company Limited has invested in many potential businesses in Thailand and overseas to generate additional revenues which can be divided into long-term investment, medium-term investment and short-term investment for liquidity management.

2) Securities Business

Provide securities business under Krungthai Zmico Securities “Krungthai Zmico” (formerly : KT ZMICO Securities Co., Ltd.) since May 1, 2009. Krungthai Zmico was granted license by the Ministry of Finance and the Securities and Exchange Commission of Thailand (SEC) to engage in business activities related to the securities industry. As at December 31, 2020, Krungthai Zmico has 11 branches, with 2 branches in Bangkok and 9 branches in upcountry.

Krungthai Zmico has expanded its securities business to Laos through BCEL-KT Securities (BCEL-KT). BCEL-KT, a joint venture between BCEL Bank and Krungthai Zmico

In December 2015, Krungthai Zmico has expanded its securities business to Myanmar through KTZ Ruby Hill Securities company Limited (“KTzRH”), a joint venture between Myanmar Ruby Hill Finance Company and Krungthai Zmico.

In July 2018, Krungthai Zmico invested in a leading FinTech Startup Company called Deepscope Pte. Ltd. (formerly known as Setscope Pte. Ltd.). Deepscope was one of the top ten teams out of 400 teams from Startup boot camp Fintech Asia Competition around Asia and Oceania. Krungthai Zmico held 30.76% (registered capital SGD\$791,474) of the shares with total investment of 18.25 million Baht.

3) Fund Management Business

Innotech Asset Management Co., Ltd. provides fund management services for clients both public and individual.

4) Asset Management Business

The core business of the asset management company is to acquire non-performing assets including their collaterals from financial institutions for the purposes of managing or reselling.

5) Digital Asset Business

The main objectives are to conduct the digital asset business as a digital asset broker, digital asset dealers, and the provider of ICO portal.

1. Investment Business

The Company has invested in many potential businesses in Thailand and overseas to generate additional revenues which can be divided into long-term investment, medium-term investment, and short-term investment for liquidity management. Regarding the securities business, the Company has operated through its associated company namely “Krungthai Zmico Securities Company Limited” (formerly: KT ZMICO Securities Company Limited). Besides, the Company has also invested in various businesses as follows.

- Expand fund management and securities businesses into neighboring countries to capture the surging capital inflows into CLMV. The Company expanded its securities business to Laos under BCEL-KT, a joint venture between Krungthai Zmico and BCEL. As of December 31, 2010, Krungthai Zmico held 30% of share capital (1 million registered shares, paid-up 30%, par at 100,000 kip) total investment Baht 115.52 million. BCEL-KT is one of the first two securities companies in Laos. In addition, in 2015, Krungthai Zmico expanded its securities business to Myanmar through KTZ Ruby Hill Securities company Limited (“KTzRH”) holding by the portion of 49.15%, total investment cost of Baht 204.67 million. The KTzRH started operating in March 2016.
- Increase returns by seeking opportunities to co-invest in high growth potential businesses. The Company has created an investment committee comprising of committee members who have extensive knowledge in joint venture, to scrutinize and to impose investment policies through investment division which searches for business opportunities and possibility of co-investment aiming to get the highest return with the lowest risk.

2. Securities Business

After the merger, Krungthai Zmico securities business can be divided into the following categories:

- **Securities Brokerage**

Krungthai Zmico provides a comprehensive range of quality services to local and foreign clients both individual and institutional investors by highly experienced marketing officers and research teams giving investment advices on both fundamental and technical basis.

The types of services offered include:

1. Cash Accounts and Cash Balance Accounts
2. Credit Balance Accounts

In 2020, Krungthai Zmico has further developed its WealthMe application to enable investors to open various types of trading accounts including cash balance account, cash account (T+2) and TFEX account. This mobile application eliminates the need for the applicant to submit additional supporting documents in paper and help to ease the problem of long approval time.

Under Banker to Broker project, Krungthai Bank introduced a policy to utilize the paperless WealthMe application to open securities brokerage account, based on e-KYC “Electronic Know Your Customer” services, which aimed to make the application fast and convenient for KTB clients.

Krungthai Zmico continually provides loan for clients which contribute to the increasing of Krungthai Zmico’s trading volume. This business of providing loans to clients has been financed by KTB, a major shareholder.

Krungthai Zmico manages risks by reviewing credit lines in accordance with Risk Management’s policy. Krungthai Zmico has a high level of quality control made possible by closely monitoring clients’ trading transactions, limiting investment proportions and reviewing whether the clients should be called for more collateral. In case of a default payment, the operation services department will follow up so that payments are made in full.

Krungthai Zmico has established a policy regarding to the opening of new accounts based on “Know Your Customer” principle. This involves gathering adequate information required from an applicant in terms of investment objective, investment risk knowledge, experience and investment history. In order to assess whether to approve a credit line, a client’s financial status as well as settlement ability is examined in order to prevent or limit any loss that might occur. Krungthai Zmico has delegated employees with the authority to approve loans subjected to a credit line’s risk level. Krungthai Zmico has also established a procedure to review credit lines on a regular basis to keep track of a client’s trading and settlement history and to ensure that client data is kept up to date.

- **Derivatives Agent Business**

As Krungthai Zmico emphasizes on expanding its investor base in the derivatives market, “Derivatives Department” was formed to educate investors. It provides variety of training courses related to derivatives instruments to its clients, employees and general investors and also regularly takes part as an educator in seminar events and conferences organized by TFEX.

- **Securities Borrowing and Lending**

Krungthai Zmico offers Securities Borrowing and Lending (SBL) services for investors to be able to expand their investment alternatives and to hedge their portfolio risks during market fluctuations. Krungthai Zmico serves as a principal for securities listed in the SET100 Index.

- **Securities Trading**

Krungthai Zmico engages in proprietary trading with the objective of generating additional income for the company by investing in securities with good returns. Krungthai Zmico defines its policy in compliance with the SEC regulations, which cover important policies as follows:

- Policy concerning authorized persons for securities dealing.
- Policy on risk management.
- Policy on preventing conflicts of interest.
- Policy on compliance.
- Policy on proper capital allocation to each security types
- Policy on the investment objectives and expected return targets compared with benchmark returns.

In 2020, investments in securities were classified into 2 categories:

- 1) Investments in equity securities listed in Thailand and Offshore
- 2) Investments in debt securities with good returns such as government bonds and corporate bonds with investment grade and investment period as per approved by the Management Committee.

- **Underwriting Business**

Krungthai Zmico carries out underwriting business both in the form of serving as a financial advisor and subsequently adopts the role of underwriter, or joining financial institutions and other securities companies in offering a variety of securities products. These products includes government bonds, state enterprise bonds, common shares, preferred shares, debentures and convertible debentures. Krungthai Zmico actively engages in the underwriting business and has extensive experience in the role of lead and co-underwriter, underwriter and selling agent.

- **Financial Advisory Business**

Krungthai Zmico offers a number of financial advisory services, including issuing equity instruments through initial public offerings, private placements, convertible debentures, rights issues and debentures with warrants, new listings on the SET and the MAI, mergers and acquisitions services, firm valuation, source of fund providing, business restructuring and other financial advisory services.

Krungthai Zmico is a member of Oaklins, the world's leading international M&A network with over 40 member firms worldwide, to broaden investment banking business.

Krungthai Zmico expanded its business to Laos through BCEL-KT Securities (BCEL-KT), a joint venture between BCEL bank and Krungthai Zmico. It acts as the financial advisor to BCEL-KT and an underwriter of EDL Generation, the first initial public offering in Laos.

- **Wealth Advisor**

Krungthai Zmico established wealth advisory services to serve clients in terms of wealth creation, wealth accumulation, wealth preservation and wealth distribution according to their financial objectives, status and expected return with an acceptable risk. Krungthai Zmico provides one stop service to fulfill clients' financial goals through variety of financial products such as Equities, Fixed Income, Derivatives and Offshore Investments to ensure a diversified portfolio, via either direct investments or mutual funds. Krungthai Zmico acts as a selling agent for 17 Asset Management Companies and provides services for both omnibus and segregate account. Moreover, Krungthai Zmico continues to act as a participating dealer in ETF Fund.

- **Private Fund**

In 2012, Krungthai Zmico was approved by the Securities and Exchange Commission to operate in private fund business. Krungthai Zmico also receives cooperation and supports from KTB, a major shareholder.

- **International Market Securities Trading**

Krungthai Zmico provides International Market securities trading (offshore) services with the objective to seek a better return than investing in the domestic market and to diversify risks. In 2019, Krungthai Zmico also introduced KTZ Inter Trade program where investors can trade offshore stocks real-time and gain access up to 30 markets in 24 countries across 4 continents including North America, Europe, Asia and Australia. Furthermore, Krungthai Zmico Securities joined hands with Viet Capital Securities Joint Stock Company (VCSC), one of the leading Vietnamese brokers, to offer "V-PRO" an online trading program for Vietnam stock.

In addition to Krungthai Zmico's efficient trading systems, Krungthai Zmico also ensures the reliability and efficiency in the international settlements by appointing highly reputable global institutions as agent. This is to assure Krungthai Zmico's clients of the settlement capabilities that is on par with international practice for offshore trading.

- **Derivative Warrants and Derivatives**

In 2020, Krungthai Zmico did not issue derivative warrant. However, it launched short-term structured notes which are Equity Linked Note (ELN), Principal Protected Note (PPN), and Reverse Equity Linked Note (R-ELN) as new investment products to offer to institutions and high-net-worth investors.

- **Foreign Exchange Business**

In September 2018, Krungthai Zmico was granted license by the Ministry of Finance to be an authorized foreign exchange which could operate only for the clients who invest in securities and/or derivatives through Krungthai Zmico as a broker.

INDUSTRY OUTLOOK AND COMPETITION

Overall capital market in 2020 and 2021 outlook

The SET Index fluctuated heavily in 2020 owing to the impact of COVID-19. The index peaked at 1,604.43 points and bottomed out at 969.08 points before ultimately closing the year at 1,449.35 points, down by 8.26% YoY. The market return stood at 4.82%, in line with the returns in other TIPs markets (Indonesia and the Philippines) but underperforming developed markets in North Asia, Europe and the US, which mostly moved in positive territory. Meanwhile, the average daily turnover increased by 28.98% to 68,607 million Baht from 53,192 million Baht in 2019. Overall, trading in 2020 was very volatile, with the SET falling sharply in the first quarter of 2020 following the emergence of COVID-19 in Wuhan, China, which then spread rapidly throughout Asia, Europe and North America. The pandemic forced governments in major countries to impose nationwide lockdowns for three to four weeks, resulting in a global economic recession. The SET Index was able to rebound in the second quarter after global central banks cut policy interest rates and announced huge liquidity injections to boost economies. Another index rebound took place in November 2020 due to the development of effective COVID-19 vaccines, restoring confidence that the global economy would enter a new upcycle in the next one or two years. Nevertheless, foreign investors remained net sellers in the Thai equity market at USD 8,287 million in 2020, far surpassing the net selling of USD 1,496 million in 2019.

Looking toward 2021, we expect the SET to improve in line with the projected growth of the Thai economy at +2.5% (versus -6.5% in 2020). In addition, foreign investors are likely to increase the weighting of the Thai equity market (note that foreign investors have reduced their holdings of Thai equities since 2017) due to the easing of concerns over COVID-19 amid the deployment of vaccines, which should bolster global economic activities and enable the tourism and service sectors to return to normal in the second half of 2021. Meanwhile, the primary downside risks include potential domestic political protests and a rise in US-China tensions.

The average daily turnover of the SET in 2020 stood at 68,607 million Baht, up by 28.98% from 53,192 million Baht in 2019. In 2021, the daily turnover is expected to exceed the 2020 level on the back of the internal and external factors mentioned above.

Market capitalization and market turnover

	Average market Capitalization (million Baht)	Growth YoY (%)	Total market turnover (million Baht)	Growth YoY (%)	Average daily market turnover (million Baht)	Total market turnover/ Average market capitalization (times)
2008	5,422,512	-8%	3,981,230	-7%	16,118	0.73
2009	4,684,108	-14%	4,428,979	11%	18,226	0.95
2010	6,901,687	47%	7,033,947	59%	29,066	1.02
2011	8,429,008	22%	7,191,481	2%	29,473	0.85
2012	10,102,932	20%	7,914,567	10%	32,304	0.78
2013	12,790,231	27%	12,330,669	56%	50,329	0.96
2014	13,401,318	5%	11,139,291	-10%	45,466	0.83
2015	14,125,607	5%	10,765,470	-3%	44,302	0.76
2016	14,129,420	0%	12,816,259	19%	52,526	0.91
2017	16,281,028	15%	12,227,748	-5%	50,114	0.75
2018	17,667,957	9%	14,130,078	16%	57,674	0.80
2019	17,170,570	-3%	12,978,854	-8%	53,192	0.76
2020	14,717,616	-14%	16,671,479	28%	68,607	1.13

Source: Stock Exchange of Thailand (SET), the Securities and Exchange Commission (SEC), Krungthai Zmic

Total turnover of the SET and MAI

In 2020, funding activities through capital markets declined in comparison to 2019, with 27 initial public offerings (IPOs) during the year (15 in the SET and 12 in the MAI) versus 30 IPOs in 2019 (13 in the SET and 17 in the MAI). The firms with large market capitalization listing to the SET in 2020 included SCGP. There should be an increase in funding activities through the capital markets in 2021, due mainly to the expected improvement in the Thai macro economy and more robust global economic growth following the easing of the COVID-19 situation.

The investor mix in the SET in 2020 differed from the previous year. The proportion of retail investors rose to 44% of the total turnover compared to 34% in 2019, while the proportion of foreign investors fell to 36% from 41%. The share of brokerage firms' portfolios shrank to 11% in 2020 from 14% in 2019, but that of domestic institutional investors remained unchanged at 10-11%. Finally, internet trading in 2020 accounted for 34% of the total trading volume, up from 26% in 2018.

Key market statistics

	2020	2019	2018
SET Index	1,449.35	1,579.84	1,563.88
Total Market Turnover (million Baht)	16,671,479	12,978,854	14,130,075
SET	16,362,357	12,802,091	13,820,220
MAI	309,121	176,763	309,858
Average Daily Market Turnover (million Baht)	68,607	53,192	57,674
SET	67,335	52,468	56,409
MAI	1,272	724	1,265
Average Daily Market Turnover (exclude proprietary trading) (million Baht)	61,376	45,987	50,593
Average Daily Market Turnover of proprietary trading (million Baht)	7,231	7,205	7,081
Number of newly listed companies (IPOs)	27	30	19
SET	15	13	8
MAI	12	17	11
Internet Trading Value (million Baht)	5,734,373	3,407,756	3,998,249
Internet Trading/total market turnover (%)	34%	26%	28%
No. of brokerage firms offering internet trading	33	33	33
Investor breakdown by types			
Retail Investors	44%	34%	41%
Domestic Institutional Investors	10%	11%	11%
Proprietary Trading	10%	14%	12%
Foreign Investors	36%	41%	36%
Total	100%	100%	100%

Source: Stock Exchange of Thailand (SET), the Securities and Exchange Commission (SEC), Krungthai Zmico

Provision of product or services

1. Source of Fund

Majority of the Company's source of fund comes from shareholders' equity. However, the Board of Directors' approved to issue bill of exchange at a maximum of Baht 1,500 million for additional funding.

Krungthai Zmico was granted a revolving line of credit of 3,000 million Baht from KTB. In addition, the Board of Directors also gave an approval to issue bill of exchange at a maximum of 4,000 million Baht and corporate bond at maximum of 3,000 million Baht. Krungthai Zmico incorporates asset, liability and capital market risk factors in order to appropriately allocate capital in a way that is most beneficial to shareholders.

2. Financing Fund from Persons related to Management or Major Shareholders

The Company has no fund provided by persons related to Management or major shareholders.

3. Net Capital Rule (NCR)

The Company is not required to maintain Net Liquid Capital and NCR due to the Company returned the securities business licenses to the Securities and Exchange Commission.

For Krungthai Zmico, its policy is to keep its NCR well above Securities and Exchange Commission's requirements. The SEC requires all securities companies to maintain the shareholders' equity at a minimum of 100 million Baht, along with maintaining a minimum net liquid capital of 25 million Baht in addition to the 7% net capital ratio. As at the 31 December 2020, Krungthai Zmico had Net Liquid Capital of 779 million Baht with NCR ratio at 14% and total shareholders' equity of 2,457 million Baht.

3. Fund Management Business

Products or Services

Currently, Innotech Asset Management Company Limited operates fund management business. In which the company is licensed to operate in 5 fund categories, as follows

1. Mutual fund management

Innotech Asset Management Company Limited received a license to operate mutual fund management business under the Securities and Exchange Act on 8 January 2007, license No. 0009/2006, which started operating mutual fund management business on 10 May 2007.

2. Private fund management

Innotech Asset Management Company Limited is licensed to operate private fund management business (Private Fund) under the Securities and Exchange Act on 14 August 2007, License No. 0008/2007, beginning a private fund management business, on December 3, 2007.

3. Provident fund management

Innotech Asset Management Company Limited is licensed to operate private fund management business. (Provident fund) under the Securities and Exchange Act of 22 February 2010, license No. 0001/2555. Provident fund management business was started on February 22, 2010. Currently, the company does not have a provident fund client under management.

4. Derivatives fund management

Innotech Asset Management Company Limited is licensed to operate securities business in the category of derivatives fund manager. Under the Derivatives Act on 13 July 2007, license number 0009/2007, at present, the company has not yet started operating such business.

5. Real Estate Investment Trust (REIT) Manager

On 4 December 2019, Innotech Asset Management Company Limited is licensed by the Office of the Securities and Exchange Commission to be a REIT Manager, with a 5-year license period from 4 December 2019 to 3 December 2024 (renewed every 5 years).

Overall business

Currently, the company has 4 mutual funds under management as follows

Mutual Fund	AUM as end of 2020 (Baht)
1. Equity Pro Long Term Equity Fund (EP-LTF)	14,179,342.90
2. Innotech Equity Retirement Fund (I-EQRMF)	4,424,868.53
3. Innotech Sustainable Thai Equity Systematic Fund (I-SEQS)	17,081,684.27
4. Innotech Trigger Fund Episode 2 (I-TEP2)	10,211,829.56
Total	45,897,725.26

In addition to mutual funds, the company has 6 private funds under management as of December 31, 2020, total net asset value 305,734,663.76 Baht.

The company plans to expand its mutual fund management business in 2021 by focusing on issuing and offering mutual funds with an investment policy that differs from the general investment policy of competitors in the industry. To meet the needs of customers, which is the target group of the company by increasing issuance of foreign investment funds (FIFs) and trigger funds.

For the private fund management business, the company is in the process of expanding its business. While the provident fund management business the company has no plans to expand the business. And for being the manager of derivatives funds. The company plans to start the business in 2021 onwards, with plans to use derivatives to design new and differentiated investment policies to offer clients.

As for the real estate investment trust business (REIT manager), the company expects to have a real estate investment trust in which the company acts as a manager from 2021 onwards.

In the year 2020, it is the year that Innotech Asset Management Co., Ltd. has significantly increased transactions and business operations Summarized as follows;

Fund amount and Net Asset Value (NAV) by comparison at the end of the year

Mutual Fund	Year End 2020	Year End 2019	Change
No. of funds	4	2	+2
Total NAV	45,897,725.26	23,981,597.79	+91.39%
Private Fund	Year End 2020	Year End 2019	Change
No. of funds	6	-	+6
Total NAV	305,734,663.76	-	+100%

In addition, in 2020, Innotech Asset Management Co., Ltd. has also issued and offered for sale of Trigger Funds, Innotech Fund. Trigger fund EP1 (I-TEP1) which can achieve target return. That is, the net asset value per unit (NAV per unit) at the level of 10.5565 baht per unit in just 10 working days.

Market and Competition

For mutual fund management business and manage personal funds These are two businesses that Innotech Asset Management Co., Ltd. has issued and offered for sale of funds. There is a market condition and competition. Briefly summarized as follows;

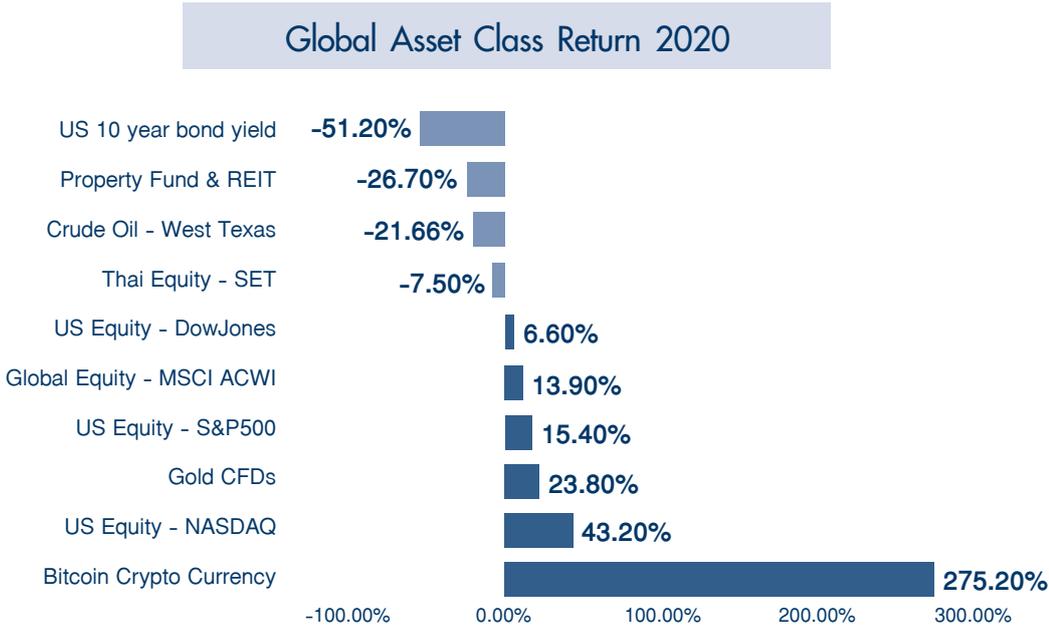
Mutual Fund

The Thai mutual fund industry has a net asset value as of December 31, 2020, equal to 5,037,786.16 million baht, with Fixed Income Fund still being the highest asset class. The total net asset value was 2,323,880.96 million baht, or 46.13%, followed by Equity Fund, with total net asset value of 1,450,036.06 million baht or 28.78% and followed by structural mutual funds. foundation (Infrastructure Fund) has a total net asset value of 402,280.45 million baht, respectively.

For the year 2020, the net asset value of the mutual fund industry dropped 6.53% from the end of 2019, with a total net asset value decrease of 351,921.27 million baht, led by a decrease in the mutual fund’s net asset value. Fixed Income Fund of 269,498.06 million baht or a decrease of 10.39%, followed by a decrease in the net asset value of Mixed Funds, which is 65,795.43 million baht or a 6.86% decrease. Down 45,749.76 million baht or down 3.07%.

As for the market share at the end of 2020, it was found that asset management companies which are subsidiary of commercial bank, has a consistently high market share, led by Kasikorn Asset Management Co., Ltd. 22.07%, SCB Asset Management 18.70%, Bualuang Asset Management, 14.94%, Krungthai Asset Management 12.39%, and Krungsri Asset Management 7.67%, which is a subsidiary of commercial banks has a combined market share of 91.32%.

Investment Returns In 2020, cryptocurrencies: Bitcoin, US Equities, Gold and Global Equities offer outstanding returns. While Thai stocks, oil prices, property funds And the US 10-year bond yields negative returns as follows:



Source: Bloomberg

Private Fund

As of December 31, 2020, the private fund industry has a total net asset value of 1,993,220.71 million baht, with a total of 3,691 private funds, an increase of 867,435.94 million baht from the end of 2019 or an increase of 77.05%. The total net asset value increased significantly. As a result of an additional asset management company, AIA Asset Management (Thailand) Co., Ltd., which has a total net asset value of mutual funds under management at an amount of 864,269.35 million baht. AIA Fund Management (Thailand) Co., Ltd., the total net asset value of the private fund industry is still a slight increase of approximately 3,166.60 million baht or an increase of 0.16% from the end of 2019.

Market share of private funds AIA Asset Management (Thailand) Co., Ltd. has the highest market share of 43.36%, followed by SCB Asset Management Co., Ltd. 25.41% and Kasikorn Asset Management Co., Ltd. 8.51%, respectively.

4. Asset Management Business

Lumpini Asset Management Co., Ltd. is an asset management complied with the Emergency Decree on Asset Management Company B.E. 2541 and amendment. The company main businesses are as follows:

1. Managing of non-performing loans transferred from the other financial institutions

The Company focuses on debt restructuring in order to help the honest debtors to return to the performing status despite the fact that some cases were already taken to court.

2. Disposal of non-performing asset

The company acquires non-performing assets by bidding for them from other financial institutions. The company aims to provide debt restructuring services to turn non-performing asset back to performing status within short period of time which will benefit the overall economy. When bidding for non-performing assets, the company takes into account the winning bid possibility, profit from investment, likelihood of debt repayment, source of funding, liquidity of the company, and collateral value.

Main products and services of the company are as follows:

1. Debt restructuring process which is a voluntary agreement between debtors and creditors to determine new debt terms and conditions including new repayment terms.
2. Non performing asset's management

In the event that the settlement cannot be reached, the company can dispose those non-performing assets including its collateral in the market. Before the disposal, the company can provide funding to complete the unfinished projects to improve its quality of assets. The company also has an extensive network and distribution channels to enhance the possibility of selling those assets.

5. Digital Asset Business

SE Digital Co., Ltd. has the main objective to conduct the digital asset business as a digital asset broker, digital asset dealers, and the provider of ICO portal.

Risk Factors

1. Company's Investment Risk

In the past, the Company has invested in Innotech Asset Management Company Limited (formerly known as Solaris Asset Management Company Limited), Lumpini Asset Management Limited, SE Digital Company Limited (A digital asset company, operates as ICO portal), Krungthai ZMICO Securities Company Limited (A securities company, jointly invested with Krungthai Bank Public Company Limited), Sentimental (Thailand) Company Limited (The company's business focus on trading, import and export, distribution and supply of cosmetics, perfumes, fragrances), and Absolute Yoga Company Limited (The company's business focus on yoga studio, health, and lifestyle).

In 2020, the Company had a significant development in many areas that helped the Company in reducing risks from the holding of distressed assets. Firstly, Innotech Asset Management Company Limited has been resumed its business in managing mutual fund and private fund. Secondly, SE Digital Company Limited has been granted a license from Securities and Exchange Commission (SEC) to be able to operate as ICO Portal in 2019, and currently in the process of submitting an application for a digital token offering to the public with the SEC. In addition, SE Digital is currently developing an account opening and digital token subscription system through an online platform to be more reliable and convenient for customers as the foundation of SE Digital's technology in operating digital asset business and serving customers via digital channels, which is the future trend of Thailand's economic and social infrastructure.

In conclusion, the Company met most of its strategic objectives in 2020, despite the encounter of COVID-19 pandemic situation impacted on Thailand's economy, and the Company group's business operation. Also, there were changes in rules and regulations to be appropriately in line with the new normal, which was a factor that catalyzed the business disruption faster than expected and inevitably affected the Company's strategic direction in the past year. However, the Company has adapted and continued to seek out suitable business opportunities, and keep up with high degree of uncertainty in economic and social situation in order to ensure that the Company can continue to grow sustainably.

2. Policies, Laws, and Regulations related Risk

The Company group has operated in 5 core businesses; 1. Investment business 2. Securities business 3. Fund management business 4. Asset management business and 5. Digital asset business. All five of the Company group's core businesses have to be under its own laws, regulations, and are under supervision of specific regulatory agencies such as the Securities and Exchange Commission (SEC) and The Stock Exchange of Thailand (SET). Relevant laws and regulations are constantly changing to strengthen stability, transparency, and fairness of the financial industry, the Company's group is therefore exposed to laws and regulations related risk which is necessary for the Company's group to keep updating, and strictly follow such changes.

However, the Company's group is fully aware of the risk, and has been monitored for changes of laws and regulations from the news, official website of the relevant parties, and also communicate and provide training to employees regularly. In addition, the Company group has the Compliance and Internal Audit Department to monitor and assess the risk on a regular basis. The Company is confident that the risks from changes in policies, regulations and related laws are very well under control.

3. Competitive Risk

The Company group operates a complete cycle of securities and digital assets businesses including securities business, fund management business, asset management business, and digital asset business. Today, the business is becoming more and more competitive, especially after the change of trading fee regulation. As a result, securities companies in the industry are more competitive in price. Also, the transformation into the digital age where technology is applied to provide greater convenience and access to financial transactions. These changes have made consumers' awareness to compare each company's service and technological innovation. The Company foresaw the changes and impacts that will occur in the industry. Therefore, there were service adaptation and technology adoption in the Company group which including investment in SE Digital Company Limited, which operates in a digital asset business as a provider of digital token offering platform known as ICO portal.

4. Business Risk

As the Company operates its core business by investing in other businesses (Holding Company), the Company's cash flow comes from dividend income from its subsidiaries and associated companies. Therefore, there is a risk that businesses' results of subsidiaries and associated companies do not meet expectation due to various factors whether it is from the Company's specific risk or industry and economic conditions that may affect business and unable to pay dividends to the Company. However, the Company has set a standard policy to be applied to its affiliates in order to ensure that the business alignment and reduce the risk that may arise from unforeseen events.

4.1 Securities Business

Securities business has main income from service & brokerage fee that is directly affected by the external factors beyond the Company's control such as economic condition, political situation, the money flow in the financial market and capital market both local and overseas, investor confidence, etc. The Company is aware of the risk from the various uncontrollable factors. The Company's investment in securities business is therefore a joint venture to strengthen the Company's group, and expand revenue generating channels to be even more diversity.

4.2 Fund Management Business

Fund management business has main income from management which is a proportion of net asset under management. The risk that affected the asset value mainly comes from market risk such as changes in the stock market index, stock prices, interest rates, exchange rates which is also caused by changes in the economic conditions, money and capital markets, issuer's performance, and terms and conditions for the return of securities. Thus, apart from general business risks, the market risk will affect the net asset value under management and the Company's performance.

4.3 Asset Management Business

Asset management business has main income from managing non-performing loan and asset (NPL and NPA), then sell in the market. There are major risk factors in conducting asset management business apart from general business risk such as asset quality, risk from changes in price of collateral assets or hold for sale asset.

4.4 Digital Asset Business

Digital asset business operates as a digital token offering platform (ICO Portal), the Company provides digital asset services which is using blockchain technology to store electronic data set which has major risk in information technology. In addition to general business risks, it is necessary to have sufficient information technology and cyber security for cyber threats and data lost prevention.

5. Risk from the impact of COVID-19 pandemic situation

The impact of the COVID-19 situation can be classified as the impact on the Company group's service-related operations. The impact would be higher as the COVID-19 pandemic situation is worsen, a higher rate of infection could lead to strict pandemic control measure from government authorities such as facility closure, and limitation in various service sectors. However, the Company has a small proportion investment in the service sector compared to financial and investment sectors which can provide services via online system and various digital platforms. Also, the Company group has business continuity plan (BCP) in emergency situations for employees to work remotely (Work from Home), in most operating systems. As a result, the impact COVID-19 pandemic situation on the Company group's business operations in the financial and investment sectors is considered to be very low.

6. Human Resource Risk

For the Company group's business, human resource is an important factor in doing business, as there are businesses in many areas that require expertise in a specific area, such as technology, investment banking, investment advisor, etc. If the Company group loses employees in those areas, it may affect business operations and the Company group's business results. The Company group realizes the risks and impacts on the possibility may have occurred. Therefore, a succession policy and plan has been formulated in order to have someone fulfill the role and responsibility to carry on the task. In addition, the Company group pays great attention to the human resource management system such as organize seminars and promote knowledge enhancement of employees at all levels, clear compensation and benefits policy in order to create incentives for joint development of the Company group to move towards their goals. Also, the Company focuses on building corporate culture, good relationship among employees, and promoting team work. The Company group is confident that the mentioned policies will help the employees in the organization to work happily, harmoniously, and jointly develop and grow together as one with the Company.

7. Short-Term Bill of Exchange Risks

1. Credit Risk

Credit risk refers to the issuer facing risk of not receiving the interest and principal amount by a certain date, irrespective of when it is. When the bearer has defaulted on the bill of exchange payment and declares bankruptcy, the issuer and other preferential creditors have rights that extend beyond those of the shareholders. However, the Company is focusing on investing in bills of exchange that contain a pledge of collateral in order to prevent bearer defaults.

2. Price Risk

The price of B/E varies depending upon many factors, such as interest rates, the policies of the Bank of Thailand, overall economic conditions, the inflation rate, the due date of the bill of exchange, and excess or deficient demand for bills of exchange. When a bearer sells a bill of exchange before the maturity date, they may get less cash than the face value due to volatile market conditions. Therefore, the Company is willing to hold the bill of exchange until the maturity date so it can receive the expected return and mitigate risks from secondary market pricing.

3. Liquidity Risk

A bearer that wishes to sell short-term bills of exchange in the secondary market before the maturity date may be unable to do so at that time at the expected price due to a lack of liquidity. However, they may be able to sell it to a commercial bank, a securities company or another financial institution that has a full license to undertake debt instruments. Apart from this, a bearer may not sell short-term bills of exchange to individuals except for financial institutions or institutional investors as set forth in clauses 4 and 6 of the SEC notification at Gor Jor 4/2017 "The Definition of The Institutional Investors, Ultra High Net Worth and High Net Worth Investors" dated February 8, 2017, except in cases of inheritance transfer.

4. Solvency Risk

Solvency risk, as it pertains to short-term bills of exchange, refers to the issuer lacking the cash flow to pay a debt on the due date. This may occur if they are unable to sell a newly issued bill of exchange in order to use it to pay off a previous bill of exchange. The Company, as the issuer of debt instruments, is exposed to all of the abovementioned risks, which necessitates the possession of sufficient cash reserves or trading securities that can be converted into cash rapidly.

Nevertheless, the financial statement has shown that the Company has cash and cash equivalents, as well as financial ratios, which represent sufficiency of the Company's liquidity to repay its debt. Therefore, the Company is confident that short-term debt repayment is at a manageable level.

Shareholders and Dividend Policy

MAJOR SHAREHOLDERS (as at 30th December 2020)

Name	No. of Shares Held	% of Paid-up Capital
1. ELEVATED RETURNS LLC	346,000,000	20.922
2. MR. SUTHEP WONGVORAZATHE	100,000,000	6.047
3. UBS AG SINGAPORE BRANCH	62,269,800	3.765
4. ER MERRY WAY LP	60,000,000	3.628
5. CHINA TONGHAI SECURITIES LIMITED A/C CLIENT	49,783,654	3.010
6. MR. WACHIRA THAYANARAPORN	36,000,000	2.177
7. THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED, SINGAPORE BRANCH	33,450,567	2.023
8. MR. PIMOL SRIVIKORN	31,373,300	1.897
9. Mr. CHAIYUTH PITAKTEERATHAM	28,343,300	1.714
10. UOB KAY HIAN PRIVATE LIMITED	24,816,276	1.501
OTHER	881,700,029	53.316
TOTAL	1,653,736,926	100.000

Major Shareholder Group

No major shareholder group has significant influence over the Company's policy and management.

Dividend Policy

The dividend payment will be considered on the basis of the Company's profitability and liquidity and approval from the shareholders' meeting.

For dividend payment policy of subsidiaries, it depends on each company's Board of Directors and must be approved by the shareholders' meeting of that company.

Management Structure (as of 31st December 2020)

1. BOARD OF DIRECTORS

Name	Position
1. Mr. Suthep Wongvorazathe*	<ul style="list-style-type: none"> Authorized Director Chairman Chairman of Investment Committee Chairman of Nominating and Compensation Committee
2. Mr. Wanchak Buranasiri	<ul style="list-style-type: none"> Authorized Director Chief Executive Officer Member of Investment Committee
3. Mr. Chaipatr Srivisarvacha*	<ul style="list-style-type: none"> Authorized Director Vice Chairman Member of Investment Committee
4. Mr. Jesadavat Priebjivat	<ul style="list-style-type: none"> Authorized Director Member of Corporate Governance Committee
5. Asst. Prof. Pimol Srivikorn**	<ul style="list-style-type: none"> Director Member of Investment Committee Chairman of Corporate Governance Committee
6. Dr. Tanasak Wahawisan**	<ul style="list-style-type: none"> Independent Director Chairman of Audit and Risk Management Committee Member of Nominating and Compensation Committee
7. Mr. Thanarak Phongphatar	<ul style="list-style-type: none"> Independent Director Member of Audit and Risk Management Committee Member of Nominating and Compensation Committee
8. Mr. Supachai Wongvorazathe*	<ul style="list-style-type: none"> Non-authorized Director Member of Investment Committee
9. Mr. Kittichai Raktakanit	<ul style="list-style-type: none"> Independent Director Member of Audit and Risk Management Committee Member of Corporate Governance Committee
10. Mr. Stephane De Baets	<ul style="list-style-type: none"> Director
11. Mr. Arthit Suriyabhivadh	<ul style="list-style-type: none"> Independent Director Member of Audit and Risk Management Committee
Mrs. Pornpilas Harnchanpanich	<ul style="list-style-type: none"> Company Secretary Secretary to the Board of Directors

* Mr. Suthep Wongvorazathe, Mr. Chaipatr Srivisarvacha, and Mr. Supachai Wongvorazathe resigned from the Company, effective on 9th February 2021. (The Company has appointed Mr. Rathian Srimongkol as an Authorized Director and Chairman replacing Mr. Suthep Wongvorazathe and appointed Mr. Pinit Puapan as an Authorized Director replacing Mr. Chaipatr Srivisarvacha.)

** Dr. Tanasak Wahawisan and Asst. Prof. Pimol Srivikorn resigned from the Company, effective on 10th February 2021.

SCOPE OF DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board of Directors shall perform their duties and carry on the business of the Company in accordance with the laws, the Company's objectives and the Articles of Association as well as the resolutions of shareholders' meetings, and shall also be authorized to engage in any activities as prescribed in the Memorandum or those related thereto.

The Board of Directors may assign one or more persons to carry out any activities on behalf of the Board of Directors. No authorization shall entitle the grantee to consider and approve transactions that may cause a conflict of interest between the grantee or any related person or interested person.

Directors Authorization and Limitation thereof

Mr. Suthep Wongvorazathe, Mr. Chaipatr Srivisarvacha, Mr. Jesadavat Priebjrivat, Mr. Wanchak Buranasiri, any two of these four directors signing together with the Company's seal being affixed.

ATTENDANCE RECORD IN 2020

In 2020, the Board of Directors met 9 times. Details of the attendance are as follows:

Name	Meeting Attended
1. Mr. Suthep Wongvorazathe	9/9
2. Mr. Wanchak Buranasiri*	2/2
3. Mr. Chaipatr Srivisarvacha	9/9
4. Mr. Jesadavat Priebjrivat	8/9
5. Asst. Prof. Pimol Srivikorn	7/9
6. Dr. Tanasak Wahawisan	9/9
7. Mr. Thanarak Phongphatar	8/9
8. Mr. Supachai Wongvorazathe	9/9
9. Mr. Kittichai Raktakanit	8/9
10. Mr. Stephane De Baets**	3/3
11. Mr. Arthit Suriyabhivadh***	0/0
Mrs. Pornpilas Harnchanpanich	Secretary

* Mr. Wanchak Buranasiri has been appointed as an Authorized Director and Chief Executive Officer by resolution of the Board of Directors Meeting No. 7/2020 on 25th August 2020. The appointment has been approved by the SEC on 9th September 2020 and registered with the registrar of the Ministry of Commerce on 11th September 2020.

** Mr. Stephane De Baets has been appointed as a Non-authorized Director by resolution of the Annual General Meeting of Shareholders for 2020 on 21st July 2020. The appointment has been approved by the SEC on 6th August 2020 and registered with the registrar of the Ministry of Commerce on 19th August 2020.

*** Mr. Arthit Suriyabhivadh has been appoint as an Independent Director by resolution of the Extraordinary General Meeting of Shareholders No. 1/2020 on 16th December 2020 and registered with the registrar of the Ministry of Commerce on 17th December 2020.

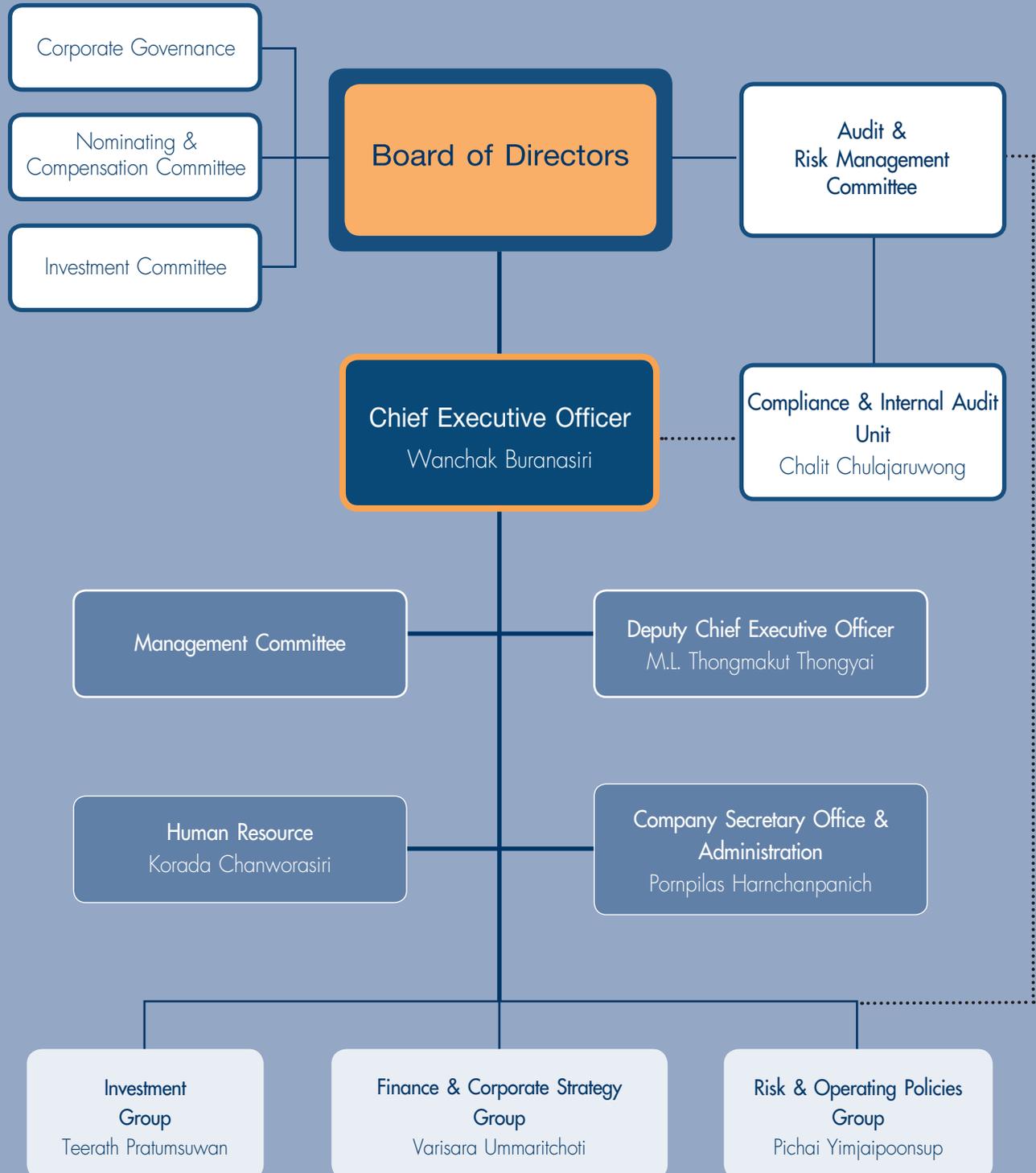
2. MANAGEMENT

1. Mr. Wanchak Buranasiri	<ul style="list-style-type: none">• Authorized Director• Chief Executive Officer• Member of Investment Committee
2. M.L. Thongmakut Thongyai	<ul style="list-style-type: none">• Deputy Chief Executive Officer
3. Mr. Pichai Yimjaipoonsup	<ul style="list-style-type: none">• Chief of Risk and Operating Policies Group
4. Mr. Chalit Chulajaruwong	<ul style="list-style-type: none">• Executive Vice President, Compliance and Internal Audit Unit• Secretary to the Audit and Risk Management Committee
5. Ms. Varisara Ummaritchoti	<ul style="list-style-type: none">• Chief Financial Officer• Executive Vice President, Finance and Corporate Strategy
6. Mr. Teerath Pratumswan	<ul style="list-style-type: none">• Executive Vice President, Investment Group• Secretary to Investment Committee

3. COMPANY SECRETARY

Mrs. Pornpilas Harnchanpanich has been appointed as the Company Secretary by resolution of the Board of Directors Meeting No. 5/2015 dated 9th November 2015.

ORGANIZATION CHART



Directors, Management and Company Secretary Profiles (as of 31st December 2020)

Mr. Suthep Wongvorazathe (resigned)	
Position	<ul style="list-style-type: none"> • Authorized Director • Chairman of the Board • Chairman of Investment Committee • Chairman of Nominating and Compensation Committee
Age	72 Years
Date of Appointment	20 September 2013
Education	MBA, University of Wisconsin, U.S.A. (1971)
Training	<ul style="list-style-type: none"> • Director Accreditation Program (DAP) (2005) • Corporate Governance for Capital Market Intermediaries (CGI) (2016)
% of Shareholding	6.047%
Relationship with Management	Mr. Supachai Wongvorazathe's Father
Experience	
Company Group	
8 October 2013 - 8 February 2021	<ul style="list-style-type: none"> • Chairman of the Board, Seamico Capital Plc.
8 November 2013 - 8 February 2021	<ul style="list-style-type: none"> • Chairman of Investment Committee, Seamico Capital Plc.
12 February 2014 - 8 February 2021	<ul style="list-style-type: none"> • Chairman of Nominating and Compensation Committee, Seamico Capital Plc.
14 May 2014 - 8 February 2021	<ul style="list-style-type: none"> • Executive Chairman, Krungthai Zmico Securities Co., Ltd.
22 August 2014 - 8 February 2021	<ul style="list-style-type: none"> • Authorized Director, Krungthai Zmico Securities Co., Ltd.
26 February 2014 - 21 August 2014	<ul style="list-style-type: none"> • Non-authorized Director, Krungthai Zmico Securities Co., Ltd.
3 December 2018 - 8 February 2021	<ul style="list-style-type: none"> • Chairman, Authorized Director, SE Digital Co., Ltd.
23 July 2020 - 8 February 2021	<ul style="list-style-type: none"> • Chairman, Authorized Director, Lumpini Asset Management Co., Ltd.
Other Listed Companies in the SET	
February 2007 - Present	<ul style="list-style-type: none"> • Chairman, Khonburi Sugar Plc.
October 2012 - Present	<ul style="list-style-type: none"> • Chairman of Audit Committee, Independent Director, The Bangchak Corporation Plc.
15 June 2015 - Present	<ul style="list-style-type: none"> • Chairman, Executive Chairman, M.K. Real Estate Development Plc.
Other Companies	
14 December 2018 - Present	<ul style="list-style-type: none"> • Director, CPD Assets Co., Ltd.
31 August 2017 - Present	<ul style="list-style-type: none"> • Director, HSH-Siam Chaophraya Holdings Co., Ltd.
8 August 2017 - Present	<ul style="list-style-type: none"> • Director, The Mall Group
24 June 2015 - Present	<ul style="list-style-type: none"> • Director, Banthat Thong Co., Ltd.
2011 - Present	<ul style="list-style-type: none"> • Authorized Director, New Corp Co., Ltd.
2009 - Present	<ul style="list-style-type: none"> • Authorized Director, Asia Kangnam Co., Ltd.
Other Past Experience	
March 2003 - April 2016	<ul style="list-style-type: none"> • Chairman of Audit Committee and Independent Director, Chumporn Palm Oil Industry Plc.
2010 - 2011	<ul style="list-style-type: none"> • Chairman of Executive Board, Export-Import Bank of Thailand
2009 - 2011	<ul style="list-style-type: none"> • Director, The Board of Investment of Thailand
2007 - 2010	<ul style="list-style-type: none"> • Chairman, Pacific Assets Plc.

Mr. Wanchak Buranasiri

Position	<ul style="list-style-type: none"> • Authorized Director • Chief Executive Officer • Member of Investment Committee
Age	56 Years
Date of Appointment	11 September 2020
Education	Master of Engineering, Imperial College of Science Technology and Medicine, University of London, U.K. (1988)
Training	<ul style="list-style-type: none"> • Director Certification Program (DCP) (2007) • TLCA CFO Professional Development Programme (TLCA CFO CPD) 2019 • TLCA CFO Professional Development Programme (TLCA CFO CPD) No. 2/2019 “Automation & RPA (Robot Process Automation) for Accounting” • TLCA CFO Professional Development Programme (TLCA CFO CPD) No. 4/2019 “How important are intangible assets impairments?” and “How important of Employee Benefit Actuarial Valuation”
% of Shareholding	0.272%
Relationship with Management	None

Experience
Company Group

11 September 2020 - Present	<ul style="list-style-type: none"> • Authorized Director, Seamico Capital Plc. • Chief Executive Officer, Seamico Capital Plc. • Member of Investment Committee, Seamico Capital Plc.
1 October 2020 - Present	<ul style="list-style-type: none"> • Authorized Director, Krungthai Zmico Securities Plc.
16 October 2020 - Present	<ul style="list-style-type: none"> • Authorized Director, Innotech Asset Management Co., Ltd.
10 September 2020 - Present	<ul style="list-style-type: none"> • Authorized Director, Lumpini Asset Management Co., Ltd
14 September 2020 - Present	<ul style="list-style-type: none"> • Authorized Director, SE Digital Co., Ltd.

Other Listed Companies in the SET

22 November 1995 - Present	<ul style="list-style-type: none"> • Director, Sansiri Plc.
15 December 2016 - Present	<ul style="list-style-type: none"> • Member of Risk Management Committee, Sansiri Plc.
9 August 1994 - Present	<ul style="list-style-type: none"> • Member of Executive Committee, Sansiri Plc.
20 July 2018 - Present	<ul style="list-style-type: none"> • Member of Investment Committee, Sansiri Plc.

Other Companies

November 2020 - Present	<ul style="list-style-type: none"> • Director, BTS Sansiri Holding Twenty Three Limited
November 2020 - Present	<ul style="list-style-type: none"> • Director, BTS Sansiri Holding Seventeen Limited
November 2020 - Present	<ul style="list-style-type: none"> • Director, BTS Sansiri Holding Fourteen Limited
November 2020 - Present	<ul style="list-style-type: none"> • Director, BTS Sansiri Holding Twelve Limited
November 2020 - Present	<ul style="list-style-type: none"> • Director, BTS Sansiri Holding Eleven Limited
November 2020 - Present	<ul style="list-style-type: none"> • Director, BTS Sansiri Holding Six Limited
November 2020 - Present	<ul style="list-style-type: none"> • Director, BTS Sansiri Holding Five Limited
November 2020 - Present	<ul style="list-style-type: none"> • Director, BTS Sansiri Holding Three Limited
November 2020 - Present	<ul style="list-style-type: none"> • Director, BTS Sansiri Holding Two Limited
October 2020 - Present	<ul style="list-style-type: none"> • Director, Siripat Twelve Co., Ltd.
August 2020 - Present	<ul style="list-style-type: none"> • Director, Siripat Eleven Co., Ltd.
March 2020 - Present	<ul style="list-style-type: none"> • Director, Siripat Eight Co., Ltd.

March 2020 - Present	• Director, Siripat Nine Co., Ltd.
March 2020 - Present	• Director, Siripat Ten Co., Ltd.
December 2019 - Present	• Director, Siripat Seven Co., Ltd.
June 2019 - Present	• Director, Siripat Six Co., Ltd.
January 2019 - Present	• Director, Siri Smart Five Co., Ltd
December 2018 - Present	• Director, Siripat Five Co., Ltd.
July 2018 - Present	• Director, Siri Smart Four Co., Ltd.
June 2018 - Present	• Director, Siri Smart Three Co., Ltd.
June 2017 - Present	• Director, Siri Smart One Co., Ltd.
May 2017 - Present	• Director, Siri Ventures Co., Ltd.
April 2017 - Present	• Director, Paranat Co., Ltd.
February 2017 - Present	• Director, Jirapas Realty Co., Ltd.
January 2016- Present	• Director, Siriwattana Holding Ltd.
September 2009 - Present	• Director, NED Management Co., Ltd.
March 2008 - Present	• Director, Plus Property Space Co., Ltd.
August 2006 - Present	• Director, Papanan Ltd.
January 2006 - Present	• Director, Red Lotus Properties Ltd.
December 2003 - Present	• Director, Arnawat Ltd.
December 2003 - Present	• Director, Piwattana Ltd.
September 2002 - Present	• Director, S.U.N. Management Co., Ltd.
August 2002 - Present	• Director, Sansiri China Co., Ltd.
July 2000 - Present	• Director, QT Lifestyle Ltd.
July 1998 - Present	• Director, Plus Property Co., Ltd.
April 1990 - Present	• Director, Chananchai Ltd.

Other Past Experience

1 July 2017 - 25 August 2020	• Chief Financial Officer, Sansiri Plc.
1 March 2010 - 30 June 2017	• Chief Operating Officer, Sansiri Plc.
December 2003 - November 2020	• Director, Satit pattana Personnel Center Ltd.
December 2018 - December 2019	• Director, Siripat Four Co., Ltd.
February 2018 - June 2018	• Director, Siripat One Co., Ltd.
June 2009 - May 2017	• Director, Touch Property Co., Ltd.
August 2016 - October 2016	• Director, BTS Sansiri Holding Twenty Ltd.
March 2016 - August 2016	• Director, BTS Sansiri Holding Fifteen Ltd.
July 2006 - June 2016	• Pacific Challenge Holdings Co., Ltd.

Mr. Chaipatr Srivisarvacha (resigned)

Position	<ul style="list-style-type: none"> • Authorized Director • Vice Chairman • Member of Investment Committee
Age	61 Years
Date of Appointment	18 April 2007
Education	<ul style="list-style-type: none"> • MBA (Finance), Illinois Benedictine College (1984) • Bachelor of Science (Metallurgy), Lehigh University (1981)
Training	<ul style="list-style-type: none"> • Director Certification Program (DCP) (2003) • Corporate Governance for Capital Market Intermediaries (CGI) (2015) • Advanced Audit Committee Program (2017) • National Directors Conference 2018 (IOD) • A Lunch Talk & Conversation (TDRI) • Innovation Finance for Future Growth (Bank of Thailand) • CEO Networking 2018 (SET) • Successful Formulation and Execution of Strategy (SFE) 33/2020
% of Shareholding	1.219%
Relationship with Management	None
Experience	
Company Group	
22 May 2007 - 8 February 2021	• Authorized Director, Seamico Capital Plc.
28 May 2007 - 8 February 2021	• Vice Chairman, Seamico Capital Plc.
28 May 2007 - 10 September 2020	• Chief Executive Officer, Seamico Capital Plc.
25 June 2007 - 8 November 2013	• Executive Chairman, Seamico Capital Plc.
8 June 2013 - 8 February 2021	• Member of Investment Committee, Seamico Capital Plc.
1 October 2020 - 8 February 2021	• Non-authorized Director, Krungthai Zmico Securities Co., Ltd.
1 May 2009 - 31 July 2019	• Chief Executive Officer, Krungthai Zmico Securities Co., Ltd.
29 November 2011 - 8 February 2021	• Authorized Director, Innotech Asset Management Co., Ltd.
11 September 2020 - 8 February 2021	• Chief Executive Officer, Lumpini Asset Management Co., Ltd.
27 March 2017 - 8 February 2021	• Authorized Director, Absolute Yoga Co., Ltd.
12 October 2018 - 8 February 2021	• Authorized Director, SE Digital Co., Ltd.
16 May 2019 - 8 February 2021	• Authorized Director, Scentsimental (Thailand) Co., Ltd.
Other Listed Companies in the SET	
8 July 2020 - Present	• Chairman of the Board of Director, Precious Shipping Plc.
14 March 2011 - Present	• Independent Director, Precious Shipping Plc.
10 August 2019 - Present	• Non-authorized Director, JKN Global Media Plc.
Other Companies	None
Other Past Experience	
20 March 2017 - 9 September 2020	• Executive Chairman, Innoconnect Social Enterprise Co., Ltd.
28 December 2015 - 7 August 2020	• Chairman of the Board of Directors, Thaifoods Group Plc.
23 May 2016 - 18 March 2019	• Non-authorized Director, TSFC Securities Plc.
September 2018 - February 2019	• Chairman, Audit Committee, The Stock Exchange of Thailand
28 May 2015 - 27 May 2019	• Governor, The Stock Exchange of Thailand
28 May 2012 - 27 May 2014	• Governor, The Stock Exchange of Thailand
19 June 2013 - 27 May 2014	• Member of Audit Committee, The Stock Exchange of Thailand

20 June 2012 - 19 June 2013	• Director, Thailand Futures Exchange Plc.
1 January 2013 - 19 June 2013	• Chairman Derivatives Investor Protection Fund Committee
August 2009 - June 2018	• Thailand Futures Exchange Plc.
2003 - 16 May 2013	• Chairman of the Board, Executive Chairman, Thanh Cong Securities J.S.C
8 September 2010 - 3 November 2011	• Independent Director and Audit Committee Member, Brooker Group Plc.
31 January 2011 - 3 November 2011	• Independent Director and Chairman of Audit Committee Dhanarak Asset Development Co., Ltd.
2001 - 2007	• Chairman, DAD SPV Co., Ltd.
1999 - 2003	• Independent Director and Audit Committee Member, Thanachart Bank Plc.
1999	• Independent Director, Pacific Assets Plc.
1995 - 1999	• Director and Executive Director, Krung Thai Bank Plc.
	• Director & Head of Thailand Investment Banking, Salomon Smith Barney

Mr. Jesadavat Priebjivat

Position	• Authorized Director
	• Member of Corporate Governance Committee
Age	63 Years
Date of Appointment	10 May 2013
Education	• MBA, New York University, U.S.A. (1984)
	• MEA, George Washington University, U.S.A. (1980)
Training	• Role of the Chairman Program (ROCP) V. 2 (2011)
	• Corporate Good Governance for the Director & Executives of Enterprise & Public Organization V. 4 (2010)
	• Director Certification Program (DCP) V. 115 (2009)
	• Audit Committee Program (ACP) V. 1 (2009)
	• Change Management for Top Executive Program (GRID Thailand) (2009)
	• Corporate Governance for Capital Market Intermediaries (CGI) (2016)
% of Shareholding	0%
Relationship with Management	None
Experience	
Company Group	
6 February 2019 - Present	• Authorized Director, Seamico Capital Plc.
28 November 2018 - 5 February 2019	• Non-authorized Director, Seamico Capital Plc.
1 February 2017 - 27 November 2018	• Member of Audit and Risk Management Committee, Seamico Capital Plc.
28 May 2013 - 27 November 2018	• Independent Director, Seamico Capital Plc.
20 September 2013 - Present	• Member of Corporate Governance Committee, Seamico Capital Plc.
3 December 2018 - 30 September 2020	• Chief Executive Officer, Authorized Director, SE Digital Co., Ltd.
Other Listed Companies in the SET	
June 2010 - Present	• Chairman, Gratitude Infinite Plc.
May 2008 - Present	• Chairman of Audit Committee, Sansiri Plc.
Other Past Experience	
June 2010 - 2012	• Chief Financial Officer, CAT Telecom Plc.

Assistant Professor Pimol Srivikorn (resigned)

Position	<ul style="list-style-type: none"> • Non-authorized Director • Chairman of Corporate Governance Committee • Member of Investment Committee
Age	56 Years
Date of Appointment	20 September 2013
Education	MBA, University of California at Los Angeles John E. Anderson, U.S.A. (1989)
Training	-
% of Shareholding	1.897%
Relationship with Management	None

Experience

Company Group	
8 October 2013 - 9 February 2021	<ul style="list-style-type: none"> • Non-authorized Director, Seamico Capital Plc. • Chairman of Corporate Governance Committee, Seamico Capital Plc.
8 November 2013 - 9 February 2021	<ul style="list-style-type: none"> • Member of Investment Committee, Seamico Capital Plc.
March 2017 - 14 February 2021	<ul style="list-style-type: none"> • Authorized Director, Absolute Yoga Co., Ltd.

Other Listed Companies in the SET

May 1993 - Present	<ul style="list-style-type: none"> • Chairman, TCM Corporation Public Company Limited
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Other Companies

January 1989 - Present	<ul style="list-style-type: none"> • Owner and Executive Director, President Hotel and Tower Company (Intercontinental Hotel Bangkok)
March 2007 - Present	<ul style="list-style-type: none"> • President, Taekwondo Association of Thailand
January 2012 - Present	<ul style="list-style-type: none"> • Executive Director, Srivikorn Group Holding Co., Ltd.
March 2015 - Present	<ul style="list-style-type: none"> • Chief Executive Officer, Scomadi Thailand Co., Ltd.

Other Past Experience

January 2013 - 3 May 2016	<ul style="list-style-type: none"> • Independent Director and Chairman of Audit Committee, Nok Airlines Plc.
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Dr. Tanasak Wahawisan (resigned)

Position	<ul style="list-style-type: none"> Independent Director Chairman of Audit and Risk Management Committee
Age	62 Years
Date of Appointment	28 April 2014
Education	<ul style="list-style-type: none"> Graduate School of International Studies, University of Denver, Ph.D. International Studies (1986-1988) Graduate School of International Studies, University of Denver, M.A. International Studies (1985-1986) Department of Political Science, The Ohio State University, M.A. Political Science (1980-1981) Faculty of Political Science, Chulalongkorn University B.A. Political Science (International Relations) (1976-1979)
Training	<ul style="list-style-type: none"> Directors Certification Program Corporate Governance for Capital Market Intermediaries (CGI) (2015)
% of Shareholding	0%
Relationship with Management	None
Experience	
Company Group	
25 August 2014 - 9 February 2021	<ul style="list-style-type: none"> Independent Director, Seamico Capital Plc.
11 August 2020 - 9 February 2021	<ul style="list-style-type: none"> Chairman of Audit and Risk Management Committee, Seamico Capital Plc.
28 August 2014 - 10 August 2020	<ul style="list-style-type: none"> Member of Audit and Risk Management Committee, Seamico Capital Plc.
Other Listed Companies in the SET	None
Other Companies	
2017 - Present	<ul style="list-style-type: none"> Chairman, Automation and Technology Service Co., Ltd.
2011 - Present	<ul style="list-style-type: none"> Director, PHM International Co., Ltd.
2000 - Present	<ul style="list-style-type: none"> Director and General Manager, Apollo (Thailand) Co., Ltd.
2006 - Present	<ul style="list-style-type: none"> Founding Member and Lecturer, Institute of Diplomacy and International Studies, Rangsit University
Other Past Experience	
16 April 2014 - 1 June 2019	<ul style="list-style-type: none"> Independent Director and Member of Audit Committee, Advance Finance Plc.

Mr. Thanarak Phongphatar

Position	<ul style="list-style-type: none"> Independent Director Member of Audit and Risk Management Committee
Age	64 Years
Date of Appointment	22 February 2019
Education	<ul style="list-style-type: none"> The Georgia Institute of Technology, Atlanta, USA (1982) Engineering, Chulalongkorn University (1979)
Training	<ul style="list-style-type: none"> Director Certification Program (DCP) V.248 (2017) The Executive Program in Energy Literacy for a Sustainable Future, Thailand Energy Academy (2014) The Programme of Senior Executives on Justice Administration Batch 10th (2006)
% of Shareholding	0%
Relationship with Management	None
Experience	
Company Group	
8 March 2019 - Present	<ul style="list-style-type: none"> Independent Director, Seamico Capital Plc. Member of Audit and Risk Management Committee, Seamico Capital Plc.
Other Listed Companies in the SET	
2012 - Present	<ul style="list-style-type: none"> Independent Director, Advanced Information Technology Plc.
Other Companies	
2018 - Present	<ul style="list-style-type: none"> Chairman, The Global Language of Business, the Federation of Thai Industries
2018 - Present	<ul style="list-style-type: none"> Vice Chairman, The Federation of Thai Industries
September 1987 - Present	<ul style="list-style-type: none"> Managing Director, The Southern Palm (1978) Co., Ltd.
September 1993 - Present	<ul style="list-style-type: none"> Executive Director, The Southern Palm Oil Industry (1993) Co., Ltd.
Other Past Experience	
2015 - 2017	<ul style="list-style-type: none"> Director of Walailak University Council, Walailak University
2014 - 2015	<ul style="list-style-type: none"> Vice Chairman, Chulalongkorn University Engineering Alumni
2012 - 2015	<ul style="list-style-type: none"> Chairman of Business Council, IMT-GT

Mr. Supachai Wongvorazathe (resigned)

Position	<ul style="list-style-type: none"> • Non-authorized Director • Member of Investment Committee
Age	46 Years
Date of Appointment	27 April 2017
Education	<ul style="list-style-type: none"> • Charter, CFA Institute, CFA Charterholder (2002) • Thunderbird, School of Global Management, Master of International Management, Arizona, USA(1999 - 2000) • Chulalongkorn University, Bachelor of Business Administration (1993 - 1997)
Training	-
% of Shareholding	0%
Relationship with Management	Mr. Suthep Wongvorazathe's son
Experience	
Company Group	
16 May 2017 - 8 February 2021	<ul style="list-style-type: none"> • Non-authorized Director, Seamico Capital Plc. • Member of Investment Committee, Seamico Capital Plc.
3 December 2018 - Present	<ul style="list-style-type: none"> • Authorized Director, SE Digital Co., Ltd.
3 April 2019 - Present	<ul style="list-style-type: none"> • Non-authorized Director, Crystal Sealed Professional Car Coating Ltd.
Other Listed Companies in the SET	None
Other Companies	
9 May 2018 - Present	<ul style="list-style-type: none"> • Director, Tenharu (Thailand) Company Limited
16 March 2017 - Present	<ul style="list-style-type: none"> • Director, Menya Itto (Thailand) Company Limited
13 August 2013 - Present	<ul style="list-style-type: none"> • Director, Suchi Ichi (Thailand) Company Limited
8 August 2013 - Present	<ul style="list-style-type: none"> • Director, Gastrotheque Company Limited
Other Past Experience	
April 2008 - 1 August 2018	<ul style="list-style-type: none"> • Senior Vice President, Optasia Capital Co., Ltd.
May 2004 - April 2008	<ul style="list-style-type: none"> • Director, Grant Thornton Specialist Advisory Services Ltd
June 2002 - April 2004	<ul style="list-style-type: none"> • Vice President, Cerberus Thailand LLC
November 2000 - May 2002	<ul style="list-style-type: none"> • Assistant Manager, Prime Partners Asset Management Pte. Ltd (Singapore)
June 2000 - September 2000	<ul style="list-style-type: none"> • Associate Intern, Merrill Lynch (Singapore) Pte. Ltd

Mr. Kittichai Raktakanit

Position	<ul style="list-style-type: none"> Independent Director Member of Audit and Risk Management Committee Member of Corporate Governance Committee
Age	60 Years
Date of Appointment	26 April 2019
Education	Bachelor of Business Administration, Indiana State University U.S.A. (1980)
Training	<ul style="list-style-type: none"> Director Certification Program (2003) Audit Committee Program (2005) The National Defence College (The Joint State-Private Sector Course 26)
% of Shareholding	0%
Relationship with Management	None
Experience	
Company Group	
17 May 2019 - Present	<ul style="list-style-type: none"> Independent Director, Seamico Capital Plc.
11 August 2019 - Present	<ul style="list-style-type: none"> Member of Audit and Risk Management Committee, Seamico Capital Plc.
4 December 2019 - Present	<ul style="list-style-type: none"> Member of Corporate Governance Committee, Seamico Capital Plc.
Other Listed Companies in the SET	
2017 - Present	<ul style="list-style-type: none"> Director and Audit Committee (Independent Director) Inoue Rubber (Thailand) Plc.
2015 - Present	<ul style="list-style-type: none"> Director and Audit Committee (Independent Director), Sansiri Plc.
Other Companies	
2017 - Present	<ul style="list-style-type: none"> Director, Loxley Property Development Co., Ltd.
2016 - Present	<ul style="list-style-type: none"> Chairman, Loxley System Integrator Co., Ltd.
2016 - Present	<ul style="list-style-type: none"> Director, Loxley Evolution Technology Co., Ltd.
2011 - Present	<ul style="list-style-type: none"> Director and Chairman of Executive Board, L-Elevator Co., Ltd.
2000 - Present	<ul style="list-style-type: none"> Director, Filatex Planner Co., Ltd.
Other Past Experience	
2010 - 2020	<ul style="list-style-type: none"> Executive Vice President, Loxley Plc.
1997 - 2020	<ul style="list-style-type: none"> Director, Thai Filatex Plc.
2015 - 2016	<ul style="list-style-type: none"> Director & Executive Director, Mainstay Property Solutions Co., Ltd.
2013 - 2014	<ul style="list-style-type: none"> Director, Cholkij Sakol Co., Ltd.
2012 - 2017	<ul style="list-style-type: none"> President, L Green Solution Co., Ltd.
2011 - 2016	<ul style="list-style-type: none"> Director, Department of Public works and Town & Country Planning

Mr. Stephane De Baets

Position	• Non-Authorized Director
Age	• 51 Years
Date of Appointment	• 21 July 2019
Education	• MBA, Finance and Marketing, Solvay Business School (1992)
Training	• -
% of Shareholding	• 24.847%
Relationship with Management	• None

Experience

Company Group	
19 August 2020 - Present	• Non-Authorized Director, Seamico Capital Plc.
Other Listed Companies in the SET	• None

Other Companies

June 2014 - Present	• President, Elevated Returns LLC.
June 2014 - Present	• President, Chefs Club

Other Past Experience

April 2008 - June 2014	• Managing Partner, OptAsia Capital Co., Ltd.
2003 - 2008	• Director, Grant Thornton (Thailand) Co., Ltd.

Mr. Arthit Suriyabhivadh

Position	• Independent Director
Age	• 45 Years
Education	• University of Denver (Denver, United State), Daniels College of Business, • Master of Business Administration (MBA), Year 2000-2002 (Major: Finance) • Faculty of Commerce and Accountancy, Chulalongkorn University • Year 1995-1999 (Major: Accounting & Costing)
Training	• None
% of Shareholding	• 0%
Relationship with Management	• None

Company Group

17 December 2020 - Present	• Independent Director, Seamico Capital Plc.
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Other Listed Companies in the SET

Other Companies	• None
October 2002 - Present	• Financial & Accounting Manager, Thai World Import & Export Co., Ltd.

Other Past Experience

Internship 2002 - 6 months	• Corporate Finance, Hidelberg Co., Ltd, Atlanta, United State
1997 - 1999	• Auditor Assistant, Ernst & Young Co., Ltd.

M.L. Thongmakut Thongyai

Position	<ul style="list-style-type: none"> Deputy Chief Executive Officer
Age	52 Year
Date of Appointment	7 May 2018
Education	<ul style="list-style-type: none"> Master of Business Administration, The American University, Washington D.C, U.S.A (1992-1994) Bachelor of Design in Industrial Design The University of South Australia, Adelaide, Australia (1987-1991)
Training	<ul style="list-style-type: none"> Corporate Governance for Capital Market Intermediaries (CGI) 13/2016 (English Program) on June 22 - 23, 2016
% of Shareholding	0.121%
Relationship with Management	-
Experience	
7 May 2018 - Present	<ul style="list-style-type: none"> Deputy Chief Executive Officer, Seamico Capital Plc.
2 August 2019 - Present	<ul style="list-style-type: none"> Chief Executive Officer, Krungthai Zmico Securities Co., Ltd.
30 May 2018 - Present	<ul style="list-style-type: none"> Authorized Director, Krungthai Zmico Securities Co., Ltd..
1 June 2018 - 31 July 2019	<ul style="list-style-type: none"> Managing Director, Krungthai Zmico Securities Co., Ltd.
Other Listed Companies in the SET	None
Other Companies	None
Other Past Experience	
May 2017 - May 2020	<ul style="list-style-type: none"> Board of Directors, TSFC Securities Plc.
March 2015 - January 2018	<ul style="list-style-type: none"> Board of Directors, ASCO
January 2010 - January 2018	<ul style="list-style-type: none"> Chief Executive Officer, SCB Securities Co., Ltd.
2004 - 2010	<ul style="list-style-type: none"> Head of Equities: Managing Director, Citicorp Securities Thailand
1999 - 2004	<ul style="list-style-type: none"> SVP Head of Sales - Trading, CLSA Securities Thailand
1995 - 1999	<ul style="list-style-type: none"> AVP, Institutional Equities Sales, Securities One PLC. (KGI)

Mr. Pichai Yimjaipoonsup

Position	<ul style="list-style-type: none"> Chief of Risk & Operating Policies
Age	56 years
Education	Bachelor degree - Accounting, Thammasart University
Training	<ul style="list-style-type: none"> Corporate Governance for Capital Market Intermediaries (CGI) (2015) Enterprise Risk Management Expert in Financial and Securities Law Chief Transformation Officer Course Credit Risk Management Basel II, RAROC Anti-Money Laundering Law
% of Shareholding	0%
Relationship with Management	None
Company Group	
1 January 2019 - Present	<ul style="list-style-type: none"> Chief of Risk & Operating Policies, Seamico Capital Plc.
6 July 2017 - Present	<ul style="list-style-type: none"> Authorized Director, Innotech Asset Management Co., Ltd.
23 July 2020 - Present	<ul style="list-style-type: none"> Authorized Director, Lumpini Asset Management Co., Ltd.
Other Listed Companies in the SET	None
Other Companies	None
Other Past Experience	
November 2012 - July 2017	<ul style="list-style-type: none"> Non-authorized Director, Innotech Asset Management Co., Ltd.
July 2016 - December 2018	<ul style="list-style-type: none"> Chief of Operation Officer, Krungthai Zmico Securities Co., Ltd.
July 2011 - June 2016	<ul style="list-style-type: none"> Executive Director Risk Management, Krungthai Zmico Securities Co., Ltd.
May 2009 - June 2011	<ul style="list-style-type: none"> Vice President Compliance and Internal Audit, Krungthai Zmico Securities Co., Ltd.
July 1999 - April 2009	<ul style="list-style-type: none"> Vice President Compliance and Internal Audit, Seamico Capital Plc.
July 1997 - June 1999	<ul style="list-style-type: none"> Assistant Vice President, Information Department, BankThai PCL.
April 1996 - June 1997	<ul style="list-style-type: none"> Head of Internal Audit, Bangkok Finance Co., Ltd.
December 1994 - March 1996	<ul style="list-style-type: none"> Senior Vice President, Compliance Department, Deutsche Morgan Grenfell (Thailand) Co., Ltd.

Mr. Chalit Chulajaruwong

Position	<ul style="list-style-type: none"> Executive Vice President, Compliance and Internal Audit Unit
Age	57 Years
Education	Master of Accounting (Financial Accounting) Chulalongkorn University
Training	<ul style="list-style-type: none"> ASCO Compliance Training Program Knowledge of Operational Supervision Compliance Officer for Debt Instruments Operation Supervision for Securities Brokerage and Derivatives Broker Anti-Money Laundering and Counter-Terrorism Financing
% of Shareholding	0%
Relationship with Management	None
Experience	
Company Group	
December 2018 - Present	<ul style="list-style-type: none"> Executive Vice President, Compliance and Internal Audit Unit, Seamico Capital Plc.
Other Listed Companies in the SET	None
Other Companies	None
Other Past Experience	
October 2013 - November 2018	<ul style="list-style-type: none"> Executive Vice President Compliance and Internal Audit Line, Asia Wealth Securities Co., Ltd.
October 2004 - October 2013	<ul style="list-style-type: none"> Executive Vice President Compliance Department, Country Group Securities Plc.
May1992 - April 2004	<ul style="list-style-type: none"> Assistant Director, Asset Management Supervision Department, Securities and Exchange Commission
April 1988 - May 1992	<ul style="list-style-type: none"> Inspector Financial Institutions Development Fund Department, Bank of Thailand

Miss Varisara Ummaritchoti

Position	<ul style="list-style-type: none"> • Chief Financial Officer • Executive Vice President, Finance and Corporate Strategy
Age	39 Years
Education	<ul style="list-style-type: none"> • CFA Charterholder (September 2010) • CPA (October 2006) • Master degree in International Finance, University of Westminster (September 2007) • Bachelor Degree in Accounting, Chulalongkorn University (April 2003)
Training	<ul style="list-style-type: none"> • Director Certification Program (DCP) (2019) • Fund Manager (January 2018) • SET Strategic CFO (July 2019)
% of Shareholding	0%
Relationship with Management	None
Experience	
Company Group	
July 2018 - Present	<ul style="list-style-type: none"> • Chief Financial Officer, Seamico Capital Plc.
January 2020 - Present	<ul style="list-style-type: none"> • Executive Vice President, Finance and Corporate Strategy, Seamico Capital Plc.
May 2018 - December 2019	<ul style="list-style-type: none"> • Senior Vice President, Finance and Corporate Strategy, Seamico Capital Plc.
October 2018 - Present	<ul style="list-style-type: none"> • Authorized Director, SE Digital Co., Ltd.
November 2019 - Present	<ul style="list-style-type: none"> • Authorized Director, Lumpini Asset Management Co., Ltd.
Other Listed Companies in the SET	
October 2009 - September 2012	<ul style="list-style-type: none"> • Senior Manager, Corporate Finance and Strategy, Indorama Ventures Plc.
Other Past Experience	
April 2013 - April 2018	<ul style="list-style-type: none"> • Vice President, Corporate Strategy, SCB Securities Co., Ltd.
August 2007 - September 2009	<ul style="list-style-type: none"> • Senior Consultant, PricewaterhouseCoopers FAS Ltd.
July 2003 - August 2006	<ul style="list-style-type: none"> • Auditor, PricewaterhouseCoopers ABAS Ltd.

Mr. Teerath Pratumsuwan

Position	<ul style="list-style-type: none"> • Executive Vice President, Investment Group
Age	53 Years
Education	MBA (Finance), The City University of New York
Training	<ul style="list-style-type: none"> • Fund Manager • Anti-Money Laundering and Counter-Terrorism Financing
% of Shareholding	0%
Relationship with Management	None
Experience	
Company Group	<ul style="list-style-type: none"> • Executive Vice President, Investment Group, Seamico Capital Plc.
April 2020 - Present	
Other Listed Companies in the SET	None
Other Companies	None
Other Past Experience	
August 2011 - April 2020	<ul style="list-style-type: none"> • Executive Vice President, UOB Asset Management (Thailand) Co., Ltd.
June 2008 - August 2011	<ul style="list-style-type: none"> • Assistant Director, Export-Import Bank of Thailand
March 1995 - June 2008	<ul style="list-style-type: none"> • Assistant Managing Director, Finansia Plc.
October 1998 - March 1995	<ul style="list-style-type: none"> • Assistant Manager, The Siam Cement Pcl.

Mrs. Pornpilas Harnchanpanich

Position	<ul style="list-style-type: none"> • Company Secretary • Secretary to the Board of Directors • Vice President, Company Secretary Office
Age	55 Years
Education	<ul style="list-style-type: none"> • Bachelor of Arts, Kasetsart University (1986)
Training	<ul style="list-style-type: none"> • Company Secretary Program (CSP# 2/2002) (IOD) (2002) • Corporate Secretary Development Program (Course 10 Days) (Faculty of Commerce and Accountancy, Chulalongkorn University and Thai Listed Companies Association) (2003) • Corporate Secretary Development Program (Course 3 Days) (Thai Listed Companies Association and the SET) (2007) • Fundamental Practice for Corporate Secretary (FPCS 18) (Course 4 Days) (Thai Listed Companies Association) (2008) • Board Reporting (BRP #3/2010) (IOD) (2010) • Effective Minutes Taking (EMT #17/2010) (IOD) (2010) • Fundamental Practice for Corporate Secretary (FPCS 23) (Course 4 Days) (Thai Listed Companies Association) (2011) • Advanced for Corporate Secretaries (Course 4 Days) (Company Secretary Association, Thai Listed Companies Association, the SET, the SEC) (2015) • Company Reporting Program (CRP#16/2016) (IOD) (2016) • CSR for Corporate Sustainability (P01) (#9/2016) (the SET) (2016) • IOD Open House 1/2018 (Thai Institute of Directors) (2018) • Exploring the Future of Sustainable Business "MEGATRENDS"(2018) • Enhancing Good Corporate Governance based on CGR Scorecard, Thai Institute of Directors (2018, 2019)
% of Shareholding	0%
Relationship with Management	None
Experience	
Company Group	
January 2016 - Present	<ul style="list-style-type: none"> • Company Secretary and Secretary to the Board of Directors Seamico Capital Plc.
July 2014 - Present	<ul style="list-style-type: none"> • Vice President, Company Secretary Office, Seamico Capital Plc.
2001 - June 2014	<ul style="list-style-type: none"> • Assistant Vice President, Office of the Board of Directors Seamico Capital Plc.
Other Listed Companies in the SET	<ul style="list-style-type: none"> • None

Details of Directors of Subsidiaries and Associated Companies (as of 31 December 2020)
Subsidiary Company

Company Name	Innotech Asset Management Company Limited (Previous name: Solaris Asset Management Company Limited)
Location	287 Liberty Square 19 th Floor, Silom Road, Bangrak Bangkok 10500
Type of Business	Asset Management
Date of Establishment	28 th June 2006

Director	Position
1. Mrs. Pannee Sathavarodom	Chairman
2. Mr. Assanee Subvanich	Director
3. Mr. Peter John Emblin	Director
4. Mr. Wanchak Buranasiri	Authorized Director
5. Mr. Chaipatr Srivisarvacha	Authorized Director
6. Mrs. Vipa Patanavanichkul	Authorized Director
7. Mr. Pichai Yimjaipoonsup	Authorized Director
8. Mr. Surashate Sriwattanakulwong	Authorized Director

Subsidiary Company

Company Name	Lumpini Asset Management Company Limited
Location	287 Liberty Square 19 th Floor, Silom Road, Bangrak Bangkok 10500
Type of Business	Purchasing or accepting transfer of any non-performing assets including their collaterals from financial institutions for the purposes of managing or reselling and other relevant businesses as prescribed by the Law
Date of Establishment	1 st December 2015

Director	Position
1. Mr. Suthep Wongvorazathe	Chairman, Authorized Director
2. Mr. Chaipatr Srivisarvacha	CEO, Authorized Director
3. Mr. Wanchak Buranasiri	Authorized Director
4. Mr. Pichai Yimjaipoonsup	Authorized Director
5. Mr. Surashate Sriwattanakulwong	Authorized Director
6. Ms. Varisara Ummaritchoti	Authorized Director

Subsidiary Company

Company Name	SE Digital Company Limited
Location	Room 204, 205, 210 Habito Mall, 2nd Floor, No. 1 On Nut Road, Soi Rim Khlong Phra Khanong, Phra Khanong Nuea, Wattana, Bangkok 10110
Type of Business	To conduct digital asset business as a digital asset broker and dealer, and ICO portal, authorized by related authorities
Date of Establishment	12 th October 2018

Director	Position
1. Mr. Suthep Wongvorazathe	Chairman, Authorized Director
2. Mr. Wanchak Buranasiri	Authorized Director
3. Mr. Chaipatr Srivisarvacha	Authorized Director
4. Mr. Att Tongyai Asavanund	Authorized Director
5. Mr. Supachai Wongvorazathe	Authorized Director
6. Miss Varisara Ummaritchoti	Authorized Director

Associated Company

Company Name	Krungthai Zmico Securities Company Limited
Location	287 Liberty Square 16 th Floor, Silom Road, Bangrak Bangkok 10500
Type of Business	Securities Business and Derivatives Business
Date of Establishment	30 th May 2000

Director	Position
1. Mr. Kraithip Krairiksh	Independent Director, Chairman of the Board
2. Mr. Suthep Wongvorazathe	Authorized Director, Executive Chairman
3. Mr. Vinit Samritpricha	Independent Director, Chairman of Audit Committee
4. Mr. Chaipatr Srivisarvacha	Director
5. M.L. Thongmakut Thongyai	Authorized Director, Chief Executive Officer
6. Mr. Poonpat Sripleng	Authorized Director
7. Mr. Werapong Suppasedsak	Authorized Director
8. Mr. Rawin Boonyanusasna	Authorized Director
9. Mr. Therdchai Wiroonpanich	Director, Audit Committee Member
10. Mrs. Oranut Siraprapa	Independent Director, Audit Committee Member
11. Mr. Wanchak Buranasiri	Authorized Director

Associated Company

Company Name	Scentimental (Thailand) Co., Ltd.
Location	26/51 Orakarn Building 14 th Floor, Soi Chidlom, Ploen Chit Road, Lumpini Sub-district, Patumwan District, Bangkok
Type of Business	Selling and distributing perfumes
Date of Establishment	29 th July 2016

Director	Position
1. Mr. Boonkiet Chokwatana	Authorized Director
2. Mr. Niphon Raksriaksorn	Authorized Director
3. Mr. Chaipatr Srivisarvacha	Authorized Director
4. Mr. Nattapat Petchratanaporn	Authorized Director
5. Mr. Danai Deerojanawong	Authorized Director

Associated Company

Company Name	Absolute Yoga Co., Ltd.
Location	5 th Floor, 496-502 Amarin Plaza Building, Room no. S 01.4, Ploenjit Road, Lumpini, Pathumwan, Bangkok 10330
Type of Business	Yoga Studio, Hotel and Food
Date of Establishment	4 th June 2002

Director	Position
1. Ms. Benjaporn Karoonkornsakul	Authorized Director
2. Ms. Chittima Karoonkornsakul	Authorized Director
3. Ms. Orawan Karoonkornsakul	Authorized Director
4. Ms. Janathip Bhokavanij	Authorized Director
5. Mr. Chaipatr Srivisarvacha	Authorized Director
6. Mr. Pimol Srivikorn	Authorized Director

Associated Company

Company Name	Crystal Sealed Professional Car Coating Ltd.
Location	2232 New Petchburi Rd, Bangkok, Huaykwang, Bangkok Thailand 10310
Type of Business	Provide full car coating service and also has franchisees in Lao and Cambodia
Date of Establishment	29 th June 2007

Director	Position
1. Mr. Chinnapol Jongprasert	Authorized Director
2. Mrs. Thirarat Jongprasert	Authorized Director
3. Ms. Chatkaew Teeradechakul	Non-Authorized Director
4. Mr. Supachai Wongvorazathe	Non-Authorized Director

4. REMUNERATION FOR DIRECTORS AND MANAGEMENT IN 2020

1. Monetary Remuneration

Directors

Name	Responsibilities	Remuneration	
		Directors' Fee	Bonus*
1. Mr. Suthep Wongvorazathe	<ul style="list-style-type: none"> • Authorized Director • Chairman • Chairman of Investment Committee • Chairman of Nominating and Compensation Committee 	1,195,000	596,907
2. Mr. Wanchak Buranasiri**	<ul style="list-style-type: none"> • Authorized Director • Chief Executive Officer • Member of Investment Committee 	-	-
3. Mr. Chaipatr Srivisarvacha**	<ul style="list-style-type: none"> • Authorized Director • Vice Chairman • Member of Investment Committee 	-	-
4. Mr. Jesadavat Priebjrivat	<ul style="list-style-type: none"> • Authorized Director • Member of Corporate Governance Committee 	122,500	86,528
5. Asst. Prof. Pimol Srivikorn	<ul style="list-style-type: none"> • Director • Member of Investment Committee • Chairman of Corporate Governance Committee 	610,000	390,697
6. Dr. Tanasak Wahawisan	<ul style="list-style-type: none"> • Independent Director • Chairman of Audit and Risk Management Committee • Member of Nominating and Compensation Committee 	690,000	429,710
7. Mr. Thanarak Phongphatar	<ul style="list-style-type: none"> • Independent Director • Member of Audit and Risk Management Committee • Member of Nominating and Compensation Committee 	650,000	379,550
8. Mr. Supachai Wongvorazathe	<ul style="list-style-type: none"> • Director • Member of Investment Committee 	660,000	412,990
9. Mr. Kittichai Raktakanit	<ul style="list-style-type: none"> • Independent Director • Member of Audit and Risk Management Committee • Member of Corporate Governance Committee 	555,000	357,257
10. Mr. Stephane De Baets***	<ul style="list-style-type: none"> • Director 	158,333	111,205
11. Mr. Arthit Suriyabhivadh***	<ul style="list-style-type: none"> • Independent Director • Member of Audit and Risk Management Committee 	-	8,703
Two directors resigned during the year 2020 (2 persons).		1,037,500	548,120
Total		5,678,333	3,321,667

Note : * Director bonus approved by the Annual General Meeting of Shareholders for 2020 and paid in 2021.

** Two executive directors are not entitled to directors' remuneration.

*** Directors have been appointed during the year 2020.

Directors' remuneration from subsidiaries as a director (as of 31st December 2020)

Innotech Asset Management Company Limited

Name	Responsibilities	Remuneration (Baht)
1. Mr. Wanchak Buranasiri	• Authorized Director	5,000
2. Mr. Chaipatr Srivisarvacha	• Authorized Director	55,000

Lumpini Asset Management Company Limited

Name	Responsibilities	Remuneration (Baht)
1. Mr. Suthep Wongvorazathe	• Authorized Director • Chairman	22,000
2. Mr. Wanchak Buranasiri	• Authorized Director	5,000
3. Mr. Chaipatr Srivisarvacha	• Authorized Director	30,000

SE Digital Company Limited

Name	Responsibilities	Remuneration (Baht)
1. Mr. Suthep Wongvorazathe	• Authorized Director • Chairman	420,000
2. Mr. Wanchak Buranasiri	• Authorized Director	10,000
3. Mr. Chaipatr Srivisarvacha	• Authorized Director	60,000
4. Mr. Supachai Wongvorazathe	• Authorized Director	180,000

Executive Directors and Management

Amount (Persons)	Type of Remuneration	Remuneration (Baht)
7	Salary and Bonus	37,744,413

2. Other Remuneration

For 2020, the Company contributed Baht 1,174,664.28 for the management to the Company's provident fund.

3. Remuneration of directors and management

Director Remuneration

All director remuneration is presented clearly, transparently, and the amount is appropriate with each one's responsibility. The total amount did not exceed the approved amount set by the shareholders' meeting.

Principal

The Compensation Committee had proposed the directors' remuneration which had been thoroughly considered numerous factors and references from the similar industries including the future business expansions.

The Annual General Meeting of Shareholders for the year 2020 dated 21st July 2020 approved directors' remuneration which comprised of the retainer fee, attendance fee and the annual director bonus for the year 2020 in total at the amount not exceed Baht 9,000,000. Details are as following.

- Retainer Fee
 - Chairman of the Board : 2 times of other Board members
 - Other Board members : Baht 25,000 per month
- Attendance Fee

Committee	Chairman (Baht/Time)	Member (Baht/Time)
Board of Directors Meeting	30,000	20,000
Audit and Risk Management Committee Meeting	30,000	25,000
Other Committee Meeting	25,000	20,000

- Directors' Bonus
The Board of Directors will consider the allocation with the criteria as in the past.
- Other Fee
-None-

Management Remuneration

The remuneration of management is set according to the regulations and policies of the Board of Directors and is approved by the Company's Compensation Committee based on the Company's performance, return on equity and industry standards.

The remuneration for the Chief Executive Officer is comparable to the industry, his experience, duties and scope of responsibilities including his performance. The Compensation Committee is responsible for approving the compensation for the Chief Executive Officer.

The remuneration for the Chief Executive Officer is through salaries, bonus (bonus payment will be depended on the results of operations of the Company and the executive performance) and contribution to a provident fund.

The Chief Executive Officer is not entitled to receive remuneration as a director. His long-term compensation is up to the discretion of the Board of Directors.

Remuneration in 2020

See details in "REMUNERATION FOR DIRECTORS AND MANAGEMENT".

Corporate Governance

1. Corporate Governance Policy

The Company and its Board of Directors realizes the importance of Good Corporate Governance is committed to conducting all its business in compliance with the good corporate governance principles and guidelines set by the Stock Exchange of Thailand (SET).

In 2020, the Company received a “Very Good Grade” from the Thai IOD survey of good governance.

Currently, the Company has developed operational procedures in many parts, such as increasing channels for proposing opinions of minority shareholders before the shareholders’ meeting, including dissemination of information about the shareholders’ meeting more faster after the meeting in order to have better standards and in accordance with the guidelines for assessment of good corporate governance of the World Bank for Economic Cooperation and Development (OECD).

Some of the key aspects of the Company’s corporate governance principles are as follows:

1. Rights of Shareholders

The right to obtain information

All shareholders shall receive notice and details of meetings together with the Board of Directors’ opinion on such matters not less than 14 days prior to the meeting date, and also receive notice of the AGM, with details provided on our website not less than 30 days prior to the meeting date, and the Company will publicize the AGM’s minutes on its website within 14 days after the meeting date. This will ensure that shareholders have timely and sufficient information regarding the issues to be decided at meetings.

Voting rights

All shareholders have the right to attend shareholders’ meetings and vote in accordance with the Articles of Association of the Company. The Company also provides a proxy form for shareholders who cannot attend meetings to appoint an independent director as a grantee in which the shareholder can specify their vote for each matter on the meeting’s agenda.

For the election of the Company’s directors, each candidate is introduced one by one, and shareholders vote for each individual.

A legal advisor from a law office will be invited to attend the meeting in order to inspect voting and observe the transparency meeting.

The rights to express opinions and ask questions

Shareholders are given the opportunity to express their opinions and ask questions at the meetings and the Company attempts to supply shareholders with sufficient information prior to the meeting.

The rights to be treated equally

All shareholders rights and benefits shall be treated equally.

The Company has a policy to support and facilitate the shareholders, including institutional investors, to attend the general meetings of shareholders by selecting the meeting venues where the mass transit system are available and sufficient for the shareholders to conveniently commute to attend the meetings.

2. Equitable Treatment of Shareholders

In 2020, the Company website was adjusted to allow shareholders to propose additional agenda items and nominate qualified directors prior to the AGM meeting.

The Company has published the notice of the shareholders' meeting and other meeting documents, both in Thai and English, on the Company's website at least 30 days in advance of the meeting to facilitate the shareholders to access and download the documents in advance.

For shareholders who are unable to attend the meeting, the Company facilitates by sending a proxy form together with the meeting invitation letter to allow shareholders to exercise their voting rights. Besides, the Company has proposed at least one independent director to be an alternative proxy. For foreign shareholders, the Company has sent the meeting invitation letter and meeting documents, including the proxy form in English as well.

For voting in the shareholders' meeting, the Company gives the shareholders the right to vote in the form of one share per one vote, which the Company encourages the shareholders to vote by using a voting card for transparency and accountability.

The minutes of the shareholders' meetings are disclosed on the Company's website and presented at the next meeting to be certified.

Policies regarding the Keeping of Confidential information and the prevention of the use of inside information have been implemented. Directors and senior executive are required to report their shareholding of the Company to the Board of Directors regularly. And the Company applies silent periods ahead of any announcements in line with SET guidelines

3. Roles of Stakeholders

The Company realizes that the growth and success of the Company is derived from the support of all its stakeholders. The Company, therefore, as a general practice serves all stakeholders, as follows:

3.1 Shareholders

Accurate and timely disclosure of all material matters are made through appropriate channels, such as the Regular Set Information Management System (RSIMS), the Company's website, newspapers, press releases, letters, etc.

3.2 Clients

“Customer satisfaction” is a major concern of the Company. To this end, focus is made on the development of services and the creation of additional approved and licensed financial and investment instruments. A code of ethics is implemented; any claim or suggestion from clients is put into action immediately.

3.3 Employees

Employees are key to the Company’s growth. Appropriate remuneration competitive to other companies in the same industry is provided and reviewed regularly. The Company remunerates staff in the form of salary and bonus based on their performance for both the short and long term. The Company may ask shareholders to approve an Employee Stock Ownership Plan (ESOP) (if any) to create motivation and sense of participation in the ownership of the Company.

The Company provides orientation programs and a corporate manual for new employees outlining its policies, focusing on its rules and regulations and associated disciplines. It also covers benefits and welfare, leave obligation, group medical & hospitalization insurance scheme, group life & accident insurance plan and provident fund.

Besides, the Company has set policies and guidelines regarding safety and hygiene in the workplace. The Company has joined and organized such plans, such as joining the fire escape plan of the building every year, providing emergency plans for offsite operations in the event of a serious incident, providing security for employees working in the building, etc.

In 2020, no employees get accidents or illness resulting from operations.

Focus on the capability of employees is provided by in-house training and external seminars to increase their knowledge, ability and efficiency to enable them to cope with dynamic changes in rules, products and technology. The average number of hours of training for executives and employees per year is not less than 60 hours.

The Company also promotes activities to harmonize and sustain good relationships among employees such as an Annual Blessing Ceremony, recreation activities, sports days and awareness of health and hygiene.

The Board has set a policy not to involve human rights violations. The Company adheres to human rights management based on the human dignity principle. The Company will not issue any rules and regulations discriminate against people of different nationalities, religions, or ethnic backgrounds, and not violate the rights of children and women. Support the development of the employees’ potential without violating labor rights and not violating sexual rights.

The Company provides a channel for all groups of interested parties to contact/complaint on issues that may be a problem with the board directly through the Company’s website or the regulatory department of the Company which will be the recipient of those reports or complaints and conducting investigations and reports to regulatory agencies and/or report to the Board of Directors to have a mechanism to protect the informant and the whistleblower and to keep the information confidential. This will be known only to the assigned group to build confidence for the complainants. In particular, complaints from employees will be specially protected.

3.4 Governance office, Government, Public Corporate

The Company adheres to the rules and regulations of the finance sector, the SET and the SEC and gives them its full co-operation when the need arises. The Company also adheres to the rules and regulations of other government organizations which have a bearing on its business and role in the community, such as the Revenue Department, Bank of Thailand, Ministry of Finance, Labor Department and Ministry of Commerce.

It also supports organizations, such as the Thai Institute of Directors Association (IOD), where the Company's directors have joined its seminars and undertaken training conducted by the Institute. The Company also is an active and cooperative member of ASCO.

In 2013, the Company instituted a policy on anti-corruption across the entire organization from the Board level down. It is prohibited to offer or receive any benefit in exchange for doing, or avoiding from doing, one's duties or undertaking any unethical conduct aimed at gaining personal benefit, or for entering into inappropriate business activities.

The Company has a process for assessing the risk of corruption with the involvement of personnel of each department to obtain various information and opinions, monitoring and evaluation of compliance with the anti-corruption policy consistently. The auditor or the internal auditor independently review the results of the evaluation to the Audit Committee and report to the Board of Directors, respectively. The Company has trained and rehearsed with the employees to provide knowledge about the Company's anti-corruption policies and practices.

The Company has guidelines for supervision to prevent and monitor the risk of corruption, including the announcement of an anti-corruption policy to the Company's personnel and outsiders and training understanding in all communication channels. The Company has set regulation guidelines, penalties, and channels for receiving complaints in case of fraud.

The Company has guidelines for monitoring and evaluating the implementation of the anti-corruption policy, with the Internal Audit Department examining the internal control system, risk management, and corporate governance. The Internal Audit Department will report significant audit results along with recommendations to the Audit Committee. The Company will review the operational results to ensure that the measures designed and sufficiently effective.

Procedures for the continuing appropriate training of directors, managers and employees so that they clearly understand the Company's program, know the Company's expectations and the sanctions procedure in the event of a violation are in place.

Employees are trained both internally and externally and are provided with secure and accessible channels through which they are able to raise concerns and report violations ("whistle blowing") in confidence. Employees are encouraged to seek guidance or discuss issues about this program.

3.5 Society, Community, Environment

The Company is fully aware of the role of social responsibility, community, and environment. The Board has set out policies and practices guideline for participating in society, community, and environment as an opportunity. Including acting as a citizen of society when the government issued legislation announced for implementation, the Company has followed up and implemented and has set a policy for the Company to be a part of helping to raise the standards of securities companies and financial institutions in Thailand.

For community development activities, the Company participates in supporting various activities which are related to continuous community development, such as supporting budgets for schools in other provinces to promote quality Thai education, supporting for charitable sports competitions, organizing activities of Thod-pha-pa, supporting donations to the foundation and various hospitals for medical expenses and purchase equipment. Besides, the Company also emphasizes to the promotion and support of Buddhism continuously by providing opportunities for personnel at all levels, including directors, executives, and staff, as well as business partners and interested parties, to participate in both internal and external religious activities as appropriate.

For the environment conservancy, the Company supports for using resources efficiently and various activities which do not destroy the environment and nature. The Company uses paperless technology to reduce the amount of paper out of daily operations by using electronic-mail and modern communication tools to help to reduce the amount of waste paper and recyclable parts. It also helps to reduce the storage of documents in the office as well. The Company has encouraged the staff to raise awareness about the environment and use technology for increasing work efficiency and cost savings.

3.6 Creditors, Suppliers, Competitors

For the business operation, the Company is aware of the good relationship with its creditors, trading partners, and competitors. The Company has treated the business conditions with the contracted parties fairly according to the rules and norms of best practice in competition as well as comply with the requirements of various laws and regulations strictly related. Such as the practice of creditors, the Company has the policy to create debt that is not higher than financial status and results of operations of the Company to be able to support providing sufficient collateral for debt insurance efficient and effective management for the Company able to pay the debt. The Company has adhered to agreements or conditions and has no policy to conceal the financial status of the Company. The Company will select partners who have good products, good services, to be accepted and no record of a violation of business ethics or corruption, having a clear criterion, no discrimination and having a good financial status to create fairness for partners.

The Company has policies and guidelines regarding non-infringement of intellectual property or copyright. The Company will not support the procurement of goods and services from people who commit intellectual property or copyright infringement. When the work of third parties used in the Company, it must be verified that there is no infringement of intellectual property rights or copyrights of

others. For the policies on computer systems, the Company will regularly check the usage program on the computer system of the employees to prevent the use of the program that violates copyrights and is not related to work.

In 2020, there was no case where the Company violating labor laws, employment, consumer competition, the environment, or being handled by regulatory agencies due to the information has not been announced within a specified period.

Besides, the Board of Directors also provides a channel for all groups of interested parties to contact/complaint on issues that may be a problem directly to the Company through the following channels.

Corporate Governance Committee

E-mail: Zmico_CG@seamico.co.th
Fax: +66 2 624 6398
Mail: Corporate Governance Committee
Seamico Capital Public Company Limited
287 Liberty Square 18th Floor, Silom Road
Bangrak, Bangkok 10500, Thailand

Company Secretary Office

E-mail: Zmico_CompanySecretary@seamico.co.th
Fax: +66 2 624 6398
Mail: Company Secretary Office
Seamico Capital Public Company Limited
287 Liberty Square 18th Floor, Silom Road
Bangrak, Bangkok 10500, Thailand

The Company Secretary Office will conduct an investigation to conclude the said incident, and report to the management and/or the Board of Directors to consider and take further action for the said complaint.

The Company has a process for dealing with complaints that employees may be wrongdoing by allowing employees to consult or report the incident directly to the Compliance and Internal Audit Department in the case that employees see or suspect any action that may be a violation of the operating rules or practices that may be unlawful. The Compliance and Internal Audit Department will conduct an investigation to summarize the said incident and report it to the management and/or the Board of Directors to consider amending or taking legal action for such offenses.

The Company has guidelines for preventing employees or whistleblowers by keeping the information of the complainant confidential. This will be known only to the assigned group, in order to build confidence for the complainants.

4. Disclosure and Transparency

Disclosure policy

The Board of Directors implements and directs the Company's policies by monitoring and supervising its operations to maximize economic value and long-term shareholders' wealth. The Company treats all fairly.

Sufficient information shall be disclosed to all concerned persons and shall comply with the laws and regulations of all regulating units.

The Company policy requires that all important related transaction must be approved by Board of Directors.

The Company policy regarding conflict of interest requires directors and executives to report their interests at the first appointment and every change for the purpose of monitoring the interest of the Company's director, executive and related person in relation to the management of the Company and the subsidiary.

In addition, the Company has follows the principles of Good Corporate Governance as outlined by the Thai IOD.

The Company is aware of the rights of shareholders and investors in having the right to know the ownership structure of the business they invest in and their rights in comparison to the major shareholders. Therefore revealing the structure of shareholders by showing the major shareholders and the proportion of minority shareholders as well as direct and indirect shareholding information of directors as follows;

Directors and Management's Securities Holding

The Change in directors and management's securities holding

Director / Management	31 Dec. 19	No. of Shares Held		31 Dec. 20	% of Shareholdings
		Increased during 2020	Decreased during 2020		
1. Mr. Suthep Wongvorazathe	100,000,000	-	-	100,000,000	6.047
Spouse and Minor Child	-	-	-	-	-
2. Mr. Wanchak Buranasiri	4,500,000	-	-	4,500,000	0.272
Spouse and Minor Child	-	-	-	-	-
3. Mr. Chaipatr Srivisarvacha	18,891,000	-	-	18,891,000	1.142
Spouse and Minor Child	-	-	-	-	-
4. Asst. Prof. Pimol Srivikorn	31,373,300	-	-	31,373,300	1.897
Spouse and Minor Child	-	-	-	-	-
5. Mr. Jesadavat Priebjrivat	-	-	-	-	-
Spouse and Minor Child	-	-	-	-	-
6. Dr. Tanasak Wahawisan	-	-	-	-	-
Spouse and Minor Child	-	-	-	-	-
7. Mr. Supachai Wongvorazathe	-	-	-	-	-
Spouse and Minor Child	-	-	-	-	-

Director / Management	31 Dec. 19	No. of Shares Held		31 Dec. 20	% of Shareholdings
		Increased during 2020	Decreased during 2020		
8. Mr. Thanarak Phongphatar	-	-	-	-	-
Spouse and Minor Child	-	-	-	-	-
9. Mr. Kittichai Raktakanit	-	-	-	-	-
Spouse and Minor Child	-	-	-	-	-
10. Mr. Stephane De Baets	410,910,000	-	-	410,910,000	24.847
Spouse and Minor Child	-	-	-	-	-
11. Mr. Arthit Suriyabhivadh	-	-	-	-	-
Spouse and Minor Child	-	-	-	-	-
12. M.L. Thongmakut Thongyai	2,000,000	-	-	2,000,000	0.121
Spouse and Minor Child	-	-	-	-	-
13. Mr. Chalit Chulajaruwong	-	-	-	-	-
Spouse and Minor Child	-	-	-	-	-
14. Mr. Pichai Yimjaipoonsup	-	-	-	-	-
Spouse and Minor Child	-	-	-	-	-
15. Ms. Varisara Ummaritchoti	-	-	-	-	-
Spouse and Minor Child	-	-	-	-	-

The structure of the Company's business groups has been disclosed under the section BUSINESS OVERVIEW and on the website.

In 2020, the Company's directors participated in various training courses. Details are shown in the section Directors Training.

Directors' reporting

The Board of Directors is responsible for the accuracy, completeness and transparency of the Company's financial reports and non-financial reports that are disclosed to shareholders and investors.

The Board of Directors has appointed an Audit and Risk Management Committee to review the sufficiency, credibility and objectivity of financial reporting and to review the adequacy and effectiveness of internal controls and compliance with Laws and the Company's policies, as well as to consider and advise on the appointment of external auditors and their audit fees.

The Board of Directors is of the opinion that the Company has prepared its financial reports in accordance with normally accepted accounting standards. Sufficient information is disclosed, and no transaction has been found that might materially affect the reports. The internal audit and control system is appropriate and effective, and applicable laws and regulations have been complied with.

Annual Board Assessment

In order to comply with the principles of good corporate governance, the Board of Directors of the Company, by the proposal of the Corporate Governance Committee, organized a self-assessment at least once a year for the committee to jointly consider the work and improve it. The above evaluation form has a comprehensive evaluation topics of structure and characteristics of the board, roles and responsibilities of the board, board meetings, the board's performance of duties, relationship with management and self-development of directors and executive development. In the assessment process, each committee member must complete the self-assessment form and then take the evaluation form of each director to find the average and summarize the evaluation results for each topic which has the evaluation criteria as follows:

- 3.60 - 4.00 = Strongly agree or there has been complete implementation of the matter
- 3.20 - 3.59 = Mostly agree or there has been progressive implementation of the matter
- 2.80 - 3.19 = Agree to a limited extent or there has been initial implementation of the matter
- 0.00 - 2.79 = Strongly disagree or there has been no implementation of the matter

As for the assessment results of all directors in the year 2020, it appears that all of the above topics are in a highest level, “Strongly agree or there has been complete implementation of the matter”.

Board of Directors meetings

According to the Company's articles of association, Board of Directors' meetings are to be held at least once every three months with the schedule of meetings delivered to all directors in advance. However, other meetings may also be held when appropriate. The Company Secretary will inform all board members of the date, time and venue of any meeting and send documents for the meeting to all directors in advance.

During each meeting, the directors may raise any additional matter for consideration, and each director may also freely present his or her opinion. The minutes of each meeting shall be presented to the Board of Directors to be certified and kept for future reference.

Reports of securities holdings in the Company and the directors' attendance records have been presented to Board of Director meetings since 2001.

The attendance record of Directors for 2020 are shown in the section “ATTENDANCE RECORD IN 2020”

Investor relations

The Board of Directors works to ensure transparency in the disclosure of timely and accurate material information regarding financial information or any significant information, which might affect the Company's share price. The channels for disseminating information are through the Regular SET Information Management System (RSIMS), the Company's website, Press Releases, etc.

Apart from this, any investor can check the Company's information via phone or Company's website about Investor Relationship or recommendation of analyst. The details are as follows;

Seamico Capital Public Company Limited
287 Liberty Square Building 18th Floor,
Silom Road, Bangrak, Bangkok 10500, Thailand
Telephone: +66 2 624 6399 Fax: +66 2 624 6398
www.seamico.com

5. Board Responsibilities

Leadership and vision

The Board of Directors consists of directors who have adequate education, capability and experience to provide benefit to the Company. The Board of Directors participates in developing the vision, strategy, goals and plans of the Company. The Board of Directors monitors the members of management by:

- The Board of Directors will determine the Company's vision, strategy, goals and business plans. The Board has reviewed and approved the said matter in the fiscal year 2020.
- Explicitly segregating duties between each committee and management.
- Establishing an Audit and Risk Management Committee composed solely of independent directors and outside directors to oversee the Company's financial reports and internal controls.
- Setting a Compliance and Internal Audit report directly to the Audit Committee.
- Setting up an authorization level appropriate for internal control and risk management.

The Board of Directors has the power to oversee:

- The Company's Management acts in accordance with its objectives, the Articles of Association, resolutions of Shareholders' Meeting as prescribed in Public Company Act, B.E. 2535.
- Business goals and policies
- Any transaction or any act which may have material effect on the financial position, obligation on liabilities, and reputation of the Company, e.g. borrowing money from financial institution.
- Any connected transaction between the Company, its subsidiaries, or affiliated companies and connected persons that does not require approval from a Shareholders' Meeting.
- Internal control systems and efficient internal audit procedures.
- Financial and other information reporting to shareholders and other concerned parties.
- Nominate and define scope of duties and responsibility of Sub-Committees.
- Nominate and change authorized signatories who can bind the Company.
- The policies, business strategies, business plan, and annual budget for the Company.
- Results of the work and business performance of the Company quarterly and annually.
- Any contract that is not the normal business of the Company, or any material contract of a normal business nature.
- The principles of good corporate governance.
- Amend or change the scope of authorities and responsibility of the Board as mentioned above.

Director Training

The Company has a Directors' handbook for new directors to introduce the Company's business, services, structure, and management team.

Directors will continuously receive information by attending seminars arranged by organizations such as the IOD, SET and SEC in order to remain up to date and keep abreast with new business development. The Company shall encourage and facilitate training for directors regularly.

The Company has supported directors to have a training course or attend a seminar at least once a year.

In 2020, the directors attended the training course and seminars as follows;

Director's Name	Course	Institution Name
Mr. Chaipatr Srivisarvacha	Successful Formulation and Execution of Strategy (SFE) 33/2020	IOD

At present, the Company is aware of the effectiveness of the Board of Directors' duties. The Company prepared a schedule of the board meetings and relevant agenda in advance each year for each director to plan their attendance. The Board of Directors will receive documents for the meeting at least 5 working days in advance. In the previous year, Non-executive directors have a meeting among themselves without the management.

For the performance of directors during the past period, the Company's Board of Directors work well in which most of the directors have a proportion of attendance at the Board of Directors meeting of not less than 75% of the entire meeting. The Company may consider a minimum quorum while the directors vote at the meeting that there should be at least two-thirds of the total number of directors.

The Company considers the guidelines to be following the criteria by determining that each director will hold no more than 5 boards of listed companies so that the directors can perform their duties efficiently, unless the Board of Directors has considered each case individually, as well as to consider guidelines for the position of independent directors clearly in the corporate governance policy of the Company that the term should be no more than 9 years.

Board Diversity

The structure of the board shall consist of directors with various qualifications, skills, experience, gender and expertise that are useful to the company, and at least one non-executive director must have prior working experience in the securities business.

Board self-assessment is conducted yearly, to allow all members of the board to consider the board's performance and solve any problems they may have. A benchmark of the board's performance should be systematically set in advance.

Conflict of interest

The Company guards against conflicts of interest, as follows:

- Determines prices and conditions equivalent to the fair value applied to other parties.
- Complies with SET, BOT and SEC regulations.
- Discloses connected transactions in its Financial Statements, Annual Reports (in the Audit and Risk management committee report) and Forms for Annual Information (Form 56-1) for shareholders.
- Implements written compliance policies to ensure that management or related parties do not benefit from inside information which are regulated by the Compliance and Internal Audit functions.

Code of ethics

The Company has set up a business ethics policy and/or code of ethics which requires the Company’s directors must strictly abide by the business ethics and/or ethics handbook, and the Company has guidelines for supporting such practices, such as encouraging the directors’ disclosure of directorship in other companies, disclosure of actions that may cause conflicts of interest, etc. The Company supports the practice of business ethics and/or the code of ethics to the management and employees of the Company and will provide a follow-up on such matters as well.

The Board of Directors self-evaluated the performance at least once a year for the committee to jointly consider the work and problems for further improvement.

The Board of Directors performs their duties in accordance with the law, the Company’s objectives and Articles of Association, as well as by resolutions of the shareholders’ meetings. The code of ethics is stated in the compliance manual provided to management and employees for acknowledgement and agreement to practice at the time they join the Company. The penalty for failing to comply with the code of ethics is also specified in the manual.

• **The balance of power for non-executive directors**

The Company has specified a variety of policies in the board structure that the Company will appoint directors by considering the skills, experiences, and specific talents that are beneficial to the Company and at least one non-executive director will have experience in the securities business.

The Composition of the Board of Directors

- Executive Director 2 persons
 - Non-Executive Director 9 persons
- Consisting of:
- Independent Director 4 persons
 - Outside Director 5 persons

• **Chairman’ Responsibilities**

1. To monitor and administer the other sub-committees to achieve their objectives as plans.
2. To preside over the Board of Directors meetings and shareholder meetings.

- **The Appointment of Audit and Risk Management Committee**

To be as transparent as possible, the Company has appointed a specific committee, the Audit Committee, to oversee financial reporting, the internal control system and corporate governance to comply with the Company's policy, nominate a person, who is independent, to be in charge as an auditor of the Company, as well as to consider dismissal of the auditor and propose a remuneration of the auditor to the Board of Directors of the Company. The Audit and Risk Management Committee receives information directly from the Compliance and Internal Audit Department. Meetings are held at least once every three months or on any urgent occasion.

- **Aggregation or segregation of positions**

The Chairman has no relationship with the management. The Chairman is not the same person as the Chief Executive Officer in order to segregate duties for directing the Company's policies and day-to-day management.

- **Committees**

Various committees have been established, such as:

- Investment Committee
- Audit and Risk Management Committee
- Nominating and Compensation Committee
- Corporate Governance Committee

These assist the Board of Directors in overseeing matters assigned by the Board of Directors. The composition of the Audit and Risk Management Committee and Nominating and Compensation Committee is composed of independent directors in order to maintain independence and transparency.

- **Control system and internal audit**

Details of the Company's control system and internal audit system are summarized, as follows:

In relation to operational controls

The Company applies internal control and audit systems throughout the organization by discriminately reviewing each department's revenue from operations and control departments. The Company has documented the scope of responsibilities for each function comprising operation, audit and authorization to ensure a proper check and balance system and calls for regular financial reports to relevant management.

In relation to internal audits

The Company has established a Compliance and Internal Audit Department. Its main duty is to consider and review the implementation of the Company's policy, financial transactions and compliance to relevant laws and regulations and the Anti-Money Laundering Control Act. The Company has also contracted an outside audit firm to conduct independent reviews and assessments of the IT security control environment as defined by the SEC. All significant issues are duly rectified and reported to the Audit & Risk Management Committee.

In order to have independent management, the Company's Board of Directors assigned the head of the Compliance and Internal Audit Department as the secretary of the Audit & Risk Management Committee. In addition, the Compliance and Internal Audit Department hold meetings to report its findings directly to the Audit and Risk Management Committee without the participation of management.

In relation to risk management

The Company established a Risk Management Committee for the purpose of determining the policies and scope of authority for risk management and to develop a practical and effective risk management system to maintain an acceptable level of risk exposure by assigning a Risk Management Office to develop and maintain the risk management system. This was accomplished by co-ordination with executives in all business functions to identify, measure and assess risks as well as review and monitor the results of risk identification and report the related risk information to the Risk Management and Audit & Risk Management Committees. There will be a revision of the policies, procedures and measures in regard to risk management every two years. The Compliance and Internal Audit department monitors and audits all business activities for strict adherence to the Company's risk management policy and reports discrepancies in practices to the Audit and Risk Management Committee.

The Board of Directors is committed to conducting its business in compliance with the good corporate governance principles and guidelines set by the Stock Exchange of Thailand (SET). The Company is determined to apply good corporate governance as its guiding principle in conducting business for the efficiency of its management and sustainable business development. In 2006, the Company implemented the Principle of Good Corporate Governance and published a handbook for all directors and staff to ensure that all policies are strictly adhered too. The essentials of the Company's corporate governance practices are as follows:

The Principles of Corporate Governance of Seamico Capital Public Company Limited

1. Philosophy of Work of the Company

Seamico Capital Public Company Limited relies on 4 principles of Good Corporate Governance, namely: Responsibility & Accountability, Honesty & Integrity, Transparency, and Creation of long-term value to all persons sharing in joint-benefits (stakeholders). To achieve Good Corporate Governance, 3 necessary factors must exist - Professionalism, Good Internal Control Systems, Transparency and Fiduciary Duties towards all stakeholders, which includes Shareholders, Customers and Employees

2. Policies Concerning the Board of Directors

The members of the Board of Directors shall strictly comply with the codes of conduct of a director in compliance with all laws, for the benefits of all stakeholders and with honesty and with no interest in the business either directly or indirectly causing a conflict of interest.

3. Structure of Board of Directors

The Board of Directors comprises of Executive and Non-Executive Directors, appropriately appointed and balanced, to appointed sub-committees to take charge of particular matters in supervising defined roles, for example,

- The Investment Committee
- The Audit & Risk Management Committee
- The Corporate Governance Committee
- The Nominating and Compensation Committee

The Nominating and Compensation Committee shall be responsible for nominating qualified persons from various fields to become a director replacing retired directors by rotation or for any other reason, and propose to the Board of Directors and/or the Meeting of the Shareholders, for resolution of such appointment. At every annual general meeting, at least one-third of the directors shall retire, and a retiring director is eligible for re-election. The term of a sub-committee shall be in compliance with the office term of the director of the Company and the specific duties and responsibilities of the said sub-committee.

The Company gives appropriate remuneration to the Board of Directors of the Company comparable to industry standards. Information on remuneration is clearly disclosed in the annual report.

4. Duties and responsibilities of the Board of Directors

The Board of Directors has the duty to determine the vision, mission and business policies of the company to comply with its corporate governance principles and practices in accordance with the guidelines of the SET, BOT and SEC by the appointment of a suitable person to the Management who can carry out his work independently from any shareholder and has the skills in business management and administration.

The Board of Director manages conflict of interest with care, fairness and transparency with the full disclosure of information. In the case where any director has an interest in the matter, such director shall not attend the meeting or cast a vote on that matter.

The Board of Directors has set up an independent Compliance and Internal Audit Department and a Risk Management Office. The Audit & Risk Management Committee is also entrusted to evaluate the efficiency of the internal control and risk management systems and reporting regularly to the Board of Directors.

The Board of Directors is aware of its duty to ensure that all shareholders, both major and minor, in accordance with their rights and equitability, receive correct, complete, transparent information and news.

Performance of the Board of Directors

The Board of Directors shall convene at least 4 times a year. The consideration of agenda shall rely on the fair treatment of all shareholders and interested persons. Sub-committees shall be obliged to hold meetings as per the duty entrusted to them.

At a meeting of the Board of Directors, at least one half of the total number of directors present shall form a quorum.

In 2020, all directors attended at least two-thirds of total number of board meetings held during the year. The Company has a policy that each director should attend at least 75%.

The Board of Directors shall report the operational results together with a report of the auditors and the Audit & Risk Management Committee in the annual report and shall prepare the disclosure of information under the relevant laws and regulations.

The Board of Directors shall hold a Shareholders' Meeting, the Annual General Meeting, within 4 months after the yearend. The Board of Directors may at any time call an Extraordinary Meeting of Shareholders. The Company shall deliver the notice to shareholders and agenda of all meetings with the clear opinion of the Board of Directors in each agenda at least 14 days prior to the date of the Meeting.

The Company has appointed a Company Secretary who is educated and trained in company secretarial practices as shown in "DIRECTORS AND MANAGEMENT PROFILES"

5. Duties and Responsibilities of the Management

The Executive Management shall have responsibilities assigned to them by the Board of Directors with the aim to be the most efficient in conducting their duties with honesty and in compliance with the vision, mission and corporate value as determined by the Board of Directors, and shall report the operational results regularly to the Board of Directors.

6. Policy on Conflict of Interest

The Company provides a Compliance Manual which specifies the Company's rules. Executives and Employees must sign their acknowledgement of these rules and strictly follow them for the transparent and fair treatment of the related persons in every group, such as:

The Board of Directors has appropriately considered a conflict of interest, related items or connected items as well as has disclosed information to the public on the items likely to have a conflict of interest.

The Company has a policy to supervise the use of inside information of every department and regulate the trading of securities by directors and employees.

7. Policy on Internal Control and Risk Management System

The Company has a policy to provide an internal control system that is efficient enough for the acceptable risk level by determining the measures and internal control procedures in line with the work environment and encourage a balance between the flexibility in performing work and the sufficiency of efficient internal control as well as uphold the Risk Management Policy as directed by The Board of Directors. Executives and employees are responsible for assessing, monitoring, and promoting the efficient risk management system and structure.

8. Policy on Accounting and Financial Transactions

The Company provides accounting and financial reports that are correct, timely and accountable. They shall be complete documents, which make available for distribution appropriate and timely information. The accounting and financial reports are prepared based on appropriate and consistent accounting policies, and in line with generally accepted accounting principles, including the sufficient disclosure of significant information.

9. Policy on the Trading of Securities

The Board of Directors and Executive Management shall have the duty to report their securities holding in compliance with the rules and regulations of the Securities Exchange of Thailand and the Securities and Exchange Commission. The Company also prohibits relevant persons who have known or may know any inside information from trading in related shares if the relevant information has not been disclosed to the public, including prohibiting the directors, Management Department and employees who are participating in the preparation, or having known the significant internal information, from selling or purchasing of the Company shares at certain times. Any individuals found violating the restrictions shall be subjected to disciplinary action and/or the law, as the case may be.

10. Policy on the Social Responsibility

The Company has a social responsibility and contributes to social development by allocating certain amounts of its annual budget to support social activities such as Education, Public Benefits, or relief works for victims of natural disasters.

2. Sub-Committee

1. Investment Committee

	Name	Position	Meeting Attended in 2020
1.	Mr. Suthep Wongvorazathe	Chairman	9/9
2.	Mr. Wanchak Buranasiri	Director	4/4
3.	Mr. Chaipatr Srivisarvacha	Director	9/9
4.	Asst. Prof. Pimol Srivikorn	Director	6/9
5.	Mr. Peter J. Emblin	Director	9/9
6.	Mr. Supachai Wongvorazathe	Director	9/9
	Mr. Teerath Pratumswan	Secretary	

Scope of Duties and Responsibilities of the Investment Committee

- The Investment Committee shall be responsible for reviewing and approving investments and their subsequent divestment.
- The Investment Committee will establish the investment criteria for all the Company's investment and such criteria will be approved by the Board of Directors.

2. Audit and Risk Management Committee

Name	Position	Meeting Attended in 2020
1. Mr. Peter Emil Romhild*	Chairman	4/7
2. Dr. Tanasak Wahawisan**	Director	7/7
3. Mr. Thanarak Phongphatar	Director	5/7
4. Mr. Kittichai Raktakanit***	Director	3/7
Mr. Chalit Chulajaruwong	Secretary	

The members of Audit and Risk Management Committee have knowledge of accounting and experience in auditing financial statements.

* Mr. Peter Emil Romhild has resigned from his position as Independent Director, Chairman of the Audit and Risk Management Committee and Member of the Nomination and Compensation Committee on August 11, 2020

** Dr. Tanasak Wahawisan (Independent Director), a member of the Audit and Risk Management Committee, was appointed as the Chairman of the Audit and Risk Management Committee on August 11, 2020.

*** Mr. Kittichai Raktakanit was appointed as an independent director and a member of the Audit and Risk Management Committee on August 11, 2020

Scope of Duties and Responsibilities of the Audit and Risk Management Committee

1. Review the sufficiency, credibility and objectivity of the financial reporting by coordinating with the external auditors and management responsible for preparing the quarterly and yearly financial reports. The Audit and Risk Management Committee may suggest issues or matters to be included for review or audit by the external auditors during its audit of the company.
2. Review the adequacy and effectiveness of the internal control systems and internal audit functions by coordinating with the external and internal auditors.
3. Review and approve audit plans, budgets and manpower of Compliance and Internal Audit Department.
4. Consider and review independent and auditing results of Compliance and Internal Audit Department.
5. Participate on the appointment, dismissal, resignation and evaluation of head of Compliance and Internal Audit Department.
6. Review the adequacy and effectiveness of the risk management control system by coordinating with Risk Management Committee and Risk Management Office.
7. Review compliance with the Securities and Exchange Acts, Regulations of the SET, and any other relevant laws.
8. Consider and advise the appointment of the external auditors including the audit fee by considering the creditability, the adequacy of its resources, the firm's audit engagements, and the experience of its supervisory and professional staff.

9. Consider compliance with all connected transaction disclosures or the conflict of interests disclosures.
10. Take care of any other matters assigned to it by the Board of Directors, such as reviewing the company's financial and risk management policies, reviewing compliance with the Code of Corporate Conduct of the management, and reviewing with the company's management, all important reports which must be disclosed to the public according to the law. (e. g. Management Discussion and Analysis (MD&A), etc.).
11. Report the activities of the Audit and Risk Management Committee in the Company's annual report, which must be signed by the chairman of the Audit and Risk Management Committee. The following information should be included in the report:
 - Comments on the Company's financial reporting process and the disclosure of its financial information, which must be correct, sufficient, and credible.
 - Comments on the adequacy of the Company's internal control systems.
 - Statements on whether the Company's auditor is suitable for re-appointment.
 - Comments on compliance with the Securities and Exchange Acts, Regulations of the SET, and any other relevant laws.
 - Other statements that shareholders and general investors deem to be considered under the scope of the functions and responsibilities assigned to them by the board.
12. Review Charter of Audit and Risk Management Committee at least once a year.
13. Perform self-assessment at least once a year and report the results to the Board of Directors.
14. Take all necessary actions to insure that the Board of Directors / Executive Management have evaluated, addressed and are monitoring the material risk associated with the Company's operations.

3. Nominating and Compensation Committee

	Name	Position	Meeting Attended in 2020
1.	Mr. Suthep Wongvorazathe	Chairman	5/5
2.	Dr. Tanasak Wahawisan	Director	2/2
3.	Mr. Thanarak Phongphatar	Director	2/2
	Mr. Wanchak Buranasiri	Secretary	

Scope of Duties and Responsibilities of the Nominating and Compensation Committee

Nominating Committee

- To propose the suitable person to be director of the Company and take responsibility in setting criteria of selecting the most suitable candidate.

Compensation Committee

- To consider, make decisions and submit the remuneration of Top management as specified below for the Board and/or Shareholders' meeting approval.
 - Board of Directors' Remuneration
 - Senior Management Compensation
 - Senior Management Contracts
 - Overall remuneration increase
- To consider, comment, and evaluate ESOP Schemes for employees and Directors. The final ESOP Schemes (if any) must be submitted to Board of Directors and/or Shareholders' meeting for approval.

4. Corporate Governance Committee

Name	Position	Meeting Attended in 2020
1. Asst. Prof. Pimol Srivikorn	Chairman	2/2
2. Mr. Jesadavat Priebjriwat	Director	2/2
3. Mr. Kittichai Raktakanit	Director	2/2
Mr. Chalit Chulajaruwong	Secretary	

Scope of Duties and Responsibilities of the Corporate Governance and Nominating Committee

1. Review operational guidelines and Corporate Governance to ensure consistency and compatibility with the company's business.
2. Review and evaluate the practical results of Corporate Governance at least once a year.
3. Report to the Board of Directors on matters related to Corporate Governance and suggest improvements, where appropriate.
4. Propose the director evaluation process to the Board of Directors as well as evaluate and follow up on the improvement as evaluation results.

3. Director Selection

1. Independent Director

Selection of Independent Director

In the selection of an independent director, the Nominating Committee shall use the same criteria as in the selection of other directors, but the independent director's qualifications shall not conflict with the below definition.

Definition of Independent Director of the Company

The definition of the Company's Independent Directors is equal to the minimum regulations of the SEC and SET as follows:

1. Holding not more than 1% of the shares with voting rights of the company, parent company, subsidiary company, associated company or any juristic person with possible conflicts of interest, which shall be inclusive of the shares held by related persons.
2. Being a director who does not take part in the management of the company, parent company, subsidiary company, associated company or any juristic person with possible conflicts of interest. (Present and the past 2 years before appointed)

Not being an employee, staff member or advisor who receives a regular salary from the company, parent company, subsidiary company, associated company or any juristic person with possible conflicts of interest. (Present and the past 2 years before appointed)
3. Not being a relative or by a legal register, a father, mother, spouse, brother, sister or child including the spouse of such child, with director, management, major shareholder, controlling person of the company or the person who is going to be proposed as the management or the controller of the company or subsidiary company.
4. Not being professional advisor or having business relationship with the company, parent company, subsidiary company, associated company or any juristic person with possible conflicts of interest (present and the past 2 years before appointed). Details are as follow:
 - Professional advisor
 - Auditor - not allowed in all cases.
 - Other advisors (ex; legal advisor, financial advisor, appraiser) - not allowed for case(s) with value of transactions > 2 million Baht per year.
 - Business relationship
 - Scope - cover normal business transaction, rental or lease of immovable property transaction, asset or service transaction, and financial assistance transaction.
 - Value of transactions - not exceeding 20 million Baht or 3% of Net Tangible Assets, whichever is lower (including transactions undertaken with the same person over the last year).
 - For existing independent director, any case deemed to be necessary and appropriate and not be a regular case, the board of directors with unanimous resolution may exempt the transaction which exceeds the above value. In such case, the company will disclose such transaction in its registration statement, Form 56-1 and annual report. If an ID is to be re-appointed for another term, such relationship must also be disclosed in the notice of meetings.
5. Being a director whom is not appointed as a representative to safeguard interests of the company's directors, majority shareholders or shareholders who are related to the company's majority shareholders.
6. Being capable of performing duties, giving opinions with independence.
7. An ID who satisfies qualification specified in 1 to 6 above may be empowered by the board to make decision in normal business operation provided that the decision process is in form of collective decision.

2. Director Selection

Nominated potential directors shall be considered by the Nominating Committee. The Nominating Committee shall evaluate the suitability of each candidate based on the criteria and suitable qualifications that the committee has set up and shall propose the said person to a meeting of the Board of Directors and/or shareholders for consideration in accordance with the Company's Articles of Association.

Director qualifications as specified by the Principles of Corporate Governance of the Company and Securities and Exchange Act

The Company's director must have the full qualifications and must not have any prohibited characteristics for being a member of a Board in accordance with Section 103 of the Securities and Exchange Act B.E. 2535 and any notifications announced in accordance with the same Section.

The Board of Directors shall strictly comply with the codes of conduct of directors in compliance with the law for the benefits of the stakeholders with honesty and with no interest in the business either directly or indirectly, as well as prevent conflict of interest.

At least half of the directors shall be residents of the Kingdom of Thailand.

The Criteria and procedure to elect directors at the shareholders meeting in accordance with the Company's Articles of Association shall be as follows:

- a) Each shareholder shall have one vote for each share held;
- b) Each shareholder shall exercise all votes applicable under (a) in voting for one or more persons to be a director provided that a vote shall not be divisible;
- c) Candidates who have the most votes shall be elected to the Board of Directors according to the number of directors required; in case votes for two or more candidates are equal, the Chairman shall have the deciding vote.

Therefore, all shareholders have the right to select a director by attending shareholders' meetings and voting in accordance with the Company's Articles of Association.

The Company realizes the importance of Good Corporate Governance and realizes that the growth and success of the Company are derived from the support of all groups of stakeholders. The Company ensures that all shareholders are treated equally concerning the rights and benefits they deserve. Shareholders can propose additional agenda items and nominate candidates for Company director through the Company's website before the AGM.

However, the Company does not determine its policy that each director may not hold more than a few board positions in the listed companies but considering the number of attending the meeting instead.

The Company has the non-listed subsidiary companies, namely Innotech Asset Management Co., Ltd. (formerly known as Solaris Asset Management Co., Ltd.), Lumpini Asset Management Co., Ltd., and SE Digital Co., Ltd., which the Company sent its directors or representatives joining as a director of the company.

In case of holding a director position at another company of the Chief Executive Officer, the Managing Director, the Company has set a policy that can do if not against the law announced by the regulatory organization, including not causing conflicts of interest with the Company, and not cause a decrease in operational efficiency.

4. Subsidiaries and Associates Supervision

The Company holds shares in subsidiary and associated companies as follows;

1) Innotech Asset Management Co., Ltd. (Subsidiary Company)

	Name	Shareholding (%)
1.	Seamico Capital Plc.	99.99
2.	Other Shareholders	0.01

2) Lumpini Asset Management Co., Ltd. (Subsidiary Company)

	Name	Shareholding (%)
1.	Seamico Capital Plc.	99.99
2.	Other Shareholders	0.01

3) SE Digital Co., Ltd. (Subsidiary Company)

	Name	Shareholding (%)
1.	Seamico Capital Plc.	99.99
2.	Other Shareholders	00.01

4) Krungthai Zmico Securities Co., Ltd. (Associated Company)

	Name	Shareholding (%)
1.	Krungthai Bank Plc.	50.00
2.	Seamico Capital Plc.	49.71
3.	Other Shareholders	0.29

5) Scentimental (Thailand) Co., Ltd. (Associated Company)

	Name	Shareholding (%)
1.	Seamico Capital Plc.	26.00
2.	Vitayasithi Co., Ltd.	40.00
3.	Mr. Niphon Raksriaksorn	7.70
4.	Mr. Charin Saksirisilp	3.00
5.	Mr. Robert Man Fai Li	1.50
6.	Betterway (Thailand) Co., Ltd.	21.80

6) Absolute Yoga Co., Ltd. (Associated Company)

	Name	Shareholding (%)
1.	Ms. Benjaporn Karoonkornsakul	40.00
2.	Seamico Capital Plc.	30.00
3.	Ms. Chittima Karoonkornsakul	20.00
4.	Ms. Orawan Karoonkornsakul	5.00
5.	Ms. Anchalee Karoonkornsakul	2.50
6.	Ms. Ratana Karoonkornsakul	2.50

7) Crystal Sealed Professional Car Coating Ltd. (Associated Company)

	Name	Shareholding (%)
1.	Mr. Chinnapol Jongprasert	34.43
2.	Mrs. Thirarat Jongprasert	34.43
3.	Mr. Watun Sawasdichainunta	6.38
4.	Ms. Supatraporn Chuengern	6.38
5.	Ms. Chorpaga Teeradechakul	6.38
6.	Seamico Capital Plc.	12.00

The Company has rules for new directors, or the management in subsidiary and associated companies, who are legally authorized to act on behalf of the Company who must be appointed by the Board of Directors. The Board of Directors must consider the person who has the appropriate qualifications and no prohibiting characteristics as specified in Securities and Exchange Act. In the case the Board of directors will appoint a person to be an independent director or Audit and Risk Management Committee director or any other sub committees the Company will do this within comp the Act. Furthermore, the directors and the managers of subsidiary and associated companies must be granted approval by the office of the Securities and Exchanges and/or the Bank of Thailand too.

The Company determines the powers and duties of directors and management who are legally authorized to act on behalf of the Company, its subsidiary or associated companies, in controlling or participating in any important policy relating to the business operations. The company will comply with the effective internal control system by determining operating procedures, delegation of approvals to prevent the directors or the management engaging in any act which may cause damage to any subsidiary and associated companies.

The Company has the mechanisms for controlling subsidiary and associated companies regarding the disclose of their financial position and results of operations, Disclosure of information and other acts of listed companies concerning connected transactions, Disclosure of information and other acts of listed companies concerning the acquisition and disposition of assets, or any important transactions, is consistent with the criteria of the Company. Some subsidiary and associated companies are securities companies. They have duty to disclose information as specified by law and the Company, subsidiary and associated companies have the staff to coordinate disclosure. Furthermore, Each Company has an Audit and Risk Management

Committee or independent compliance officer to supervise or give opinions in order to comply with relevant laws. The person who is appointed to be a director of a subsidiary and/or associated companies has a duty to operate transparently the business for the best interest of these companies.

The Company has determined suitable internal control systems for subsidiaries companies and mechanisms to supervise its such as

1. In Shareholder meetings, the Company on behalf of the major shareholders has the right to vote on important agenda items such as increase or reductions of capital, Dissolution of subsidiary company etc.
2. In management terms, the Company determines the representative who is assigned as the director or the management of subsidiaries companies and who has the duty to report the results of operations including any problems, ensuring the Board of Directors' meets at least every quarter or in the case of emergency. The Company will have a meeting for acknowledgement and approval or rectification of any problems.

The Company has entered into an agreement with Krungthai Bank Plc. to manage KTZ (Currently, the name changed to Krungthai Zmico Securities Co., Ltd.), an associated company. This agreement follows the transfer by the Company of its operating assets and major staff to Krungthai Zmico to protect the business from higher competition as a result of liberalization of the securities business. The Company has temporarily ceased its operation of its securities and derivative business to act in accordance with the agreement between the Company and KTB and both parties can appoint their representatives to be directors and management.

In 2020, the Board of directors had the role to supervise the operations of the Company in accordance with all laws and regulations. The Company did not fail to comply with the law.

5. Supervision on Using Inside Information

The Company has formulated policies and measures as specified in its Compliance Manual, as well as other Company procedures and other relevant rules to prevent the Company, its management and employees from using inside information arising from their duties for their own interests.

The various preventive policies and measures relating to inside information are as follows:

1. In reference to the Company's organization, each department is clearly divided according to its particular function. A secure entry system is used by all departments dealing with important and confidential information, such as Investment Banking, Research, Securities Trading, Debt Trading, Finance & Account, Risk Management, Operation and Information Technology.
2. Rules preventing conflicts of interest specify that employees shall perform their tasks in accordance with the Company's code and standard practices so as to avoid a probable conflict of interest, which can be monitored, as follows:
 - 2.1 According to Employee Trading Regulations, all employees shall open a trading account only with the Company. For transparency, fairness and appropriate compliance and internal control purposes, they shall disclose trading information of related persons who have a trading account with the Company or other brokers.

- 2.2 In reference to Prohibited Trading in the Company's Securities regulation, Directors, Executive Management and Related Officers are prohibited from buying/selling securities of the Company using inside information arising from their duties which may significantly affect the price of the Company's securities from the end of an accounting period until the day after the announcement of financial statements to the public. Also, they must report changes in securities holding during Company Board meetings or disclose and certify that there is no conflict of interest when they consider transactions.
 - 2.3 With respect to the monitoring of disclosure of the Company's conflicts of interest by management and marketing officers, marketing officers who have a conflict of interest are to disclose such information prior to soliciting or persuading customers to trade in such securities. Also, the Company must provide a disclaimer in its research papers to comply with SEC regulations.
 - 2.4 Management and all officers of the company and its subsidiaries are prohibited from subscribing to securities in which the Company is the underwriter during the specified underwriting period.
3. A Watch List, Restricted List and Research List shall be prepared as a tool to review compliance among employees, the management, or the investment committee who are in possession of inside information arising from their duties. Before such information is disclosed to the public, these persons are not allowed to trade securities on the predetermined lists for a certain period, either for themselves, for others, or on behalf of the Company.

In May 2009, the Company transferred its securities and derivative businesses, including its assets and key staff to Krungthai Zmico according to the plan to develop the securities business between the Company and Krungthai Bank Plc. The Company obtained permission from the Securities and Exchange Commission Office (SEC) and the Stock Exchange of Thailand (SET) to temporarily cease its securities and derivative businesses. As a result the company re-organized its organizational structure according to the new structure in order to have proper and efficient business management. As a result, the Good Corporate Governance, Internal control and the Measurement of the prevention of the use of inside information were adjusted accordingly. Under the new structure, the company has continuously maintained its major principals of good corporate governance.

The Compliance and Internal Audit department will report directly to the Audit Committee and shall exert its influence to ensure that the above policies and measures are carried out. In case the management or employees act in violation of the applicable policies and measures, they shall be subject to disciplinary action.

6. Auditor’s Remuneration

1. Audit Fee

The Company and its subsidiaries paid audit fee to Deloitte Touche Tohmatsu Jaiyos Audit Company Limited for the year 2020, details are as follows;

Company	Audit Fee 2020 (Baht)
Seamico Capital Public Company Limited	1,140,000
Innotech Asset Management Co., Ltd.	455,000
SE Digital Company Limited	370,000
Lumpini Asset Management Company Limited	150,000

2. Non-audit fee

-None-

7. Applying the Principles of Good Corporate Governance for Listed Companies 2017

The Company and its Board of Directors realizes the importance of Good Corporate Governance is committed to conducting all its business in compliance with the good corporate governance principles and guidelines set by the Stock Exchange of Thailand (SET).

In 2020, the Company received a “Very Good Grade” from the Thai IOD survey of good governance.

Currently, the Company has developed operational procedures in many parts, such as increasing channels for proposing opinions of minority shareholders before the shareholders’ meeting, including dissemination of information about the shareholders’ meeting more faster after the meeting in order to have better standards and in accordance with the guidelines for assessment of good corporate governance of the World Bank for Economic Cooperation and Development (OECD).

For the part that has not been implemented, the Company will use it as a guideline for further adjustment to be suitable for the Company.

Item that has not been practiced	Reason
1. The Chairman of the Board is an independent director.	Chairman of the Board has no relationship with the management and is not the same person as the Chief Executive Officer, in order to separate the duties of policy formulation, supervision and routine management.
2. The Board of Directors should set a policy to limit the number of years in the position of independent directors to not more than 9 years.	The Company does not specify the number of years in the position of independent directors because the Company is confident that the directors of the Company are persons who have knowledge and ability and has experience in holding a director position for a long time, including independence from major shareholders and able to perform duties well.

8. Other Corporate Governance

The Company as a securities company has complied with the laws and regulations and good corporate governance practices which improve its standards as follows;

- 1) The Company applied for membership of the Compliance Club membership of the Association of Securities Company. The objective of this club is to promote the coordination of compliance officers to share information, knowledge, and review Rules and Regulations. Seminar are held between the members to increase the understanding of their work and to buildup good relationships between the member and Regulators.
- 2) The Company organizes for Compliance officers to take part in compliance seminars and courses which is in compliance with the SEC's regulation and take refresher course every 2 years after their first appointment.

Corporate Social Responsibilities

Seamico Capital Public Company Limited was highly focused on corporate social responsibility throughout the year. The Company was engaged in developing local communities as well as showing great concerns for global environmental through CSR campaigns. Apart from providing a complete range of securities services to support customers in their everyday life and business, we also help strengthen local communities and the nation with various activities including supporting the economy, education, environment, society etc.

In 2013, the Company instituted a policy on anti-corruption across the entire organization from the Board level down. It is prohibited to offer or receive any benefit in exchange for doing, or avoiding from doing, one's duties or undertaking any unethical conduct aimed at gaining personal benefit, or for entering into inappropriate business activities. The Company ensures all employees participate in risk assessment procedures to ensure that risk is managed within the company guidelines.

The policies include a policy of zero tolerance of bribery to all employees and the public in every channel, training programs, regulation, a sanctions procedure and "Whistle-Blowing" channels. The anti-corruption program is reviewed to ensure that it is well-designed and effective.

Procedures for the continuing appropriate training of directors, managers and employees so that they clearly understand the Company's program, know the Company's expectations and the sanctions procedure in the event of a violation are in place.

Employees are trained both internally and externally and are provided with secure and accessible channels through which they are able to raise concerns and report violations ("whistle blowing") in confidence. Employees are encouraged to seek guidance or discuss issues about this program.

Besides, the Company has set a policy not to involve human rights violations. The Company adheres to human rights of equality based on human dignity. The Company does not issue any rules and regulations, discriminate against people of different nationalities, religions, or ethnic backgrounds, does not violate the rights of children and women, promoting the full development of the employees' potential without violating labor rights and not violating sexual rights.

The Company is aware of the role of social responsibility, community, and environment, the Board of Directors has set the policy and guideline for the Company to participate as an opportunity. Including acting as a citizen of society, when the government issued legislation announced for implementation, the Company has followed up and implemented and set a policy for the Company to be a part of helping to raise the standards of securities companies and financial institutions in Thailand.

For community development activities, the Company participates in supporting various activities which are related to continuous community development, such as supporting budgets for schools in other provinces to promote quality Thai education, supporting for charitable sports competitions, organizing activities of Thod-pha-pa, supporting donations to the foundation and various hospitals for medical expenses and purchase equipment. Besides, the Company also emphasizes to the promotion and support of Buddhism continuously by providing opportunities for

Ruammitr Wittaya at Buriram province is a school that will be developed according to the guidelines of the project for a period of 3 years starting from the year 2019 onwards. The activities that had been done in 2020 divided as following;

1. Educational development by training under the topic of Agricultural management, fund accounting and relevant topics.
2. Career development and income by establish agricultural plot to get more income and get rid of poor from school.
3. Establish a deposit and load fund for student and community member such as student business fund, parents' occupational fund.
4. Health development by organizing training for teachers and students to prepare and act in the COVID 19 pandemic situation.
5. Environmental development, planting trees, increasing green space in school and community.
6. Strengthen the community to play a role and participate in the school with a meeting for community leader, school leader and students area involved in designing and developing school and community together.
7. Strengthen school and students to play a role in community development such as helping the elderly in the community and planted trees in school to increase green space.
8. Anti-corruption and increase the role of students to promote democracy.
9. Others activities by having Ruammitr Wittaya as a learning center of people in the community such as study visit on Ruampattana school project guideline, a study visit to the school's agricultural activities, etc.



Ruammitr Wittaya School, Buriram Province.

New Year Party and Children's Day at Nonthaburi Special Education Center

The company sponsored food and beverage in New Year party and Children's day at Nonthaburi Special Education Center in order to promote a good relationship between Teachers, Parents and Students with intellectual disabilities. And promote this Special Education Center to be a source for exchanging opinions in providing services to the disabled with intellectual disabilities.



New Year Party and Children's Day at Nonthaburi Special Education Center 10 Jan 2020

Promotion and development of the quality of life of the disabled

To strengthen the network capacity of the disabled and caregiver to have a career, to have a stable income and able to be self-reliant and live a fair life in society. The company has joined with the Social Innovation Foundation by supporting fund to build a career for the disabled. To promote this project, in the year 2020 the company has supported people with disabilities in various careers in many provinces, such as buying garbage in Chiangmai, Weaving in Chiangmai, cock fighting, raising chickens for commercial in Chiangmai, free range chicken farming in Chiangrai, producing leather and sell sushi

Medical promotion to Ramathidobi Foundation

From COVID 19 pandemic situation that happening all over the world and has widely impacted with everyone. The company had donated money to Ramathidobi Foundation to support the prevention and help stoping the COVID 19 pandemic in term of medical personnel, medical equipment and inpatient room, to cope with future situations both short term and long term.

Religion

The company has made merit in the Royal Kathin ceremony with Krung Thai Bank Public Company Limited, Department of Labour Protection and Welfare, etc.

Encourage exercise sport

To provide our employees with a high quality of life, healthy lifestyle and fulfilling careers, Employees are encouraged to take part of any course of education to support their duty. Besides, the company promotes physical activities and sports among the employee. Sports can also use as a tool for healthy development and social development.



Broker Badminton Championship 2020

Internal Control and Risk Management



For 2020, the Audit and Risk Management Committee held 7 meetings with the management, in which 4 meetings were convened with the Chief Accountant the head of Accounting and Finance department, the head of Compliance and Internal Audit department, and the Company's external auditor including concerning management officers to review the annual financial statements for 2020 and the disclosure of financial reports and notes to the financial reports, including regular discussions and recommendations concerning problems that might result in a violation of the applicable laws and regulations, as well as the sufficiency of the internal control system. For the other 3 meetings, it was considered on the ZMICO Group Risk Management Plan, Compliance and Internal Audit's Plan 2020 for ZMICO Group, established and reviewed policies, work procedures and practices and the subsidiary's connected transactions.

Based upon the information provided to us, the Audit and Risk Management Committee is of the opinion that the internal audit function, control system and risk management are satisfactory. We are unaware that significant laws and regulations have not been complied with in all material respects.

The Board of Directors is of the opinion that there is sufficiency and satisfaction in internal control system which could obtained reasonable assurance that the separate and consolidated financial statement of the company included the financial information stated in Annual Report for the year ended December 31, 2020 had presented fairly in all material respect, the financial position of the Company and its subsidiary.

Related Parties and Connected Transactions

Related party and connected transactions of the Company mainly were the purchase/sale of goods or services transactions associated with the Company's businesses. The pricing and fee charged to related parties were the arm's length price applied in the normal course of business as disclosed in the table are as follow :-

1. Purchase / Sale of goods or services

Connected Party / Relationship	Description	Value (Baht Million)			Price / Fee	Notes
		2020	2019	2018		
1) Innotech Asset Management Co., Ltd. (Seamico's current subsidiary) Related by way of common director are Mr. Wanchak Buranasiri and Mr. Chaipatr Srivisarvacha Related by way of the company's representative as common director is Mr. Pichai Yimjaipoonsup	<ul style="list-style-type: none"> - Other receivables - Accrued management fee for private fund - Interest income from Bill of Exchange - Service fee income - Rental income - Other income - Management fee for private fund 	- 0.01 - 5.16 0.88 0.84 0.05	0.01 - - 4.73 0.80 0.55 -	- - 4.23 - - - -	<ul style="list-style-type: none"> - Actual outstanding value of receivables - Actual outstanding value of payables - At the rate determined under the contract - At the rate determined under the contract of Baht 430,000 per month - At the rate determined under the contract of Baht 73,125 per month - At the actual rate - At the rate determined under the contract 1.00% of net asset value 	The Company holds 100%
2) Lumpini Asset Management Co., Ltd. (Seamico's current subsidiary) Related by way of common director are Mr. Suthep Wongvorazathe, Mr. Wanchak Buranasiri and Mr. Chaipatr Srivisarvacha Related by way of the company's representative as common director are Mr. Pichai Yimjaipoonsup and Ms. Varisara Ummaritchoi	<ul style="list-style-type: none"> - Rental income 	-	0.11	0.26	<ul style="list-style-type: none"> - At the rate determined under the contract Baht 22,050 per month and Baht 7,605 per month since February 1, 2019 and Cancelled the contract since December 31, 2020 onwards 	The Company holds 100%

1. Purchase / Sale of goods or services (continued)

Connected Party / Relationship	Description	Value (Baht Million)			Price / Fee	Notes
		2020	2019	2018		
3) SE Digital Co., Ltd. (Seamico's current subsidiary) Related by way of common director are Mr. Suthep Wongvorazathe, Mr. Wanchak Buranasiri, Mr. Chaipatr Srivisarvacha and Mr. Supachai Wongvorazathe Related by way of the company's representative as common director is Ms. Varisara Ummaritchoit	- Service fee income	5.64	5.17	-	- At the rate determined under the contract of Baht 470,000 per month	The Company holds 100%
	- Rental income	-	0.48	-	- At the rate determined under the contract of Baht 80,145 per month	
	- Other income	-	0.03	-	- At the actual rate	
4) Krungthai Zmico Securities Co., Ltd. (Seamico's current associated) Related by way of common director are Mr. Suthep Wongvorazathe, Mr. Wanchak Buranasiri and Mr. Chaipatr Srivisarvacha Related by way of the company's representative as common director is M.L. Thongmakut Thongyai	- Cash balance for securities trading	35.77	5.15	4.99	- Actual cash deposit	The Company holds 49.71%
	- Other receivables	-	5.32	-	- Actual outstanding value of receivables	
	- Accrued management fee for private fund	-	-	0.10	- Actual outstanding value of payables	
	- Other payables	0.94	0.32	0.18	- Actual outstanding value of payables	
	- Interest income from Bill of Exchange	-	0.34	-	- At the rate determined under the contract	
	- Research fee income	2.25	3.00	3.00	- At the rate determined under the contract Baht 250,000 per month and cancelled the contract since October 1, 2020 onward	
	- Other income	-	2.25	-	- At the rate determined under the contract	
	- Service expenses	0.81	0.62	2.17	- At the rate determined under the contract at rate of Baht 48,000 per month since July 2018 and at rate of Baht 68,000 per month since April 2020 onwards	
	- Other fee expenses	0.60	1.31	1.80	- At the rate determined under the contract	
	- Management fee for private fund	-	0.88	0.64	- At the rate determined under the contract 1.00-1.25% of net asset value per year	

1. Purchase / Sale of goods or services (continued)

Connected Party / Relationship	Description	Value (Baht Million)			Price / Fee	Notes
		2020	2019	2018		
5) Scenitmental (Thailand) Co., Ltd. (Seamico's current associated) Related by way of common director is Mr. Chaipatr Srivisarvacha	- Interest income from Bill of Exchange	-	5.00	6.30	- At the rate determined under the contract	The Company holds 26% since October 28, 2019 onwards
6) Related between Innotech Asset Management Co., Ltd. and Krungthai Zmico Securities Co., Ltd. (Seamico's current subsidiary and associated)	- Service fee expenses	0.35	0.54	0.80	- At the rate determined under the contract of Baht 66,600 per month at rate of Baht 43,000 per month since February 2019 and at rate of Baht 25,000 per month since April 2020 onwards	
7) Related between SE Digital Co., Ltd. and Krungthai Zmico Securities Co., Ltd. (Seamico's current subsidiary and associated)	- Service fee expenses	0.27	0.55	-	- At the rate determined under the contract of Baht 50,000 per month at rate of Baht 20,000 per month since April 2020 and Cancelled the contract since September 30, 2020 onwards	

2. Purchase / Sale assets and investments

Connected Party / Relationship	Description	Value (Baht Million)			Price / Fee	Notes
		2020	2019	2018		
1) Innotech Asset Management Co., Ltd. (Seamico's current subsidiary) Related by way of common director are Mr. Wanchak Buranasiri and Mr. Chaipatr Srivisarvacha Related by way of the company's representative as common director is Mr. Pichai Yimjaipoonsup	- Investment in common shares	72.17	63.79	55.52	- Investment portion 100%	
	- Payment for additional ordinary shares	-	-	82.80	- 8 million shares 10.35 baht per share	
	- Share subscription paid in advance	-	-	20.00	- At investment value	
	- Investment in Bill of exchange	-	-	160.00	- At investment value	
	- Withdrawal from Bill of exchange	-	-	240.00	- At investment value	
	- Investment in private fund	10.97	-	-	- At investment value	
2) Lumpini Asset Management Co., Ltd. (Seamico's current subsidiary) Related by way of common director is Mr. Suthep Wongvorazathe, Mr. Wanchak Buranasiri and Mr. Chaipatr Srivisarvacha Related by way of the company's representative as common director are Mr. Pichai Yimjaipoonsup and Ms. Varisara Ummaritchoti	- Investment in common shares	25.00	25.00	25.00	- Investment portion at 100%	

2. Purchase / Sale assets and investments (continued)

Connected Party / Relationship	Description	Value (Baht Million)			Price / Fee	Notes
		2020	2019	2018		
3) SE Digital Co., Ltd. (Seamico's current subsidiary) Related by way of common director are Mr. Suthep Wongvorazathe, Mr. Wanchak Buranasiri, Mr. Chaipatr Srivisarvacha and Mr. Supachai Wongvorazathe Related by way of the company's representative as common director is Ms.Varisara Ummarichoti	<ul style="list-style-type: none"> - Investment in common shares - Short-term loan - Accrued interest expenses from short-term loan - Interest expenses from short-term loan 	475.00	475.00	25.00	<ul style="list-style-type: none"> - Investment portion at 100% - Actual outstanding value - At the rate determined under the contract 3.5% per year - At the rate determined under the contract 3.5% per year 	The company started investment since October 12, 2018
4) Krungthai Zmico Securities Co., Ltd. (Seamico's current associated) Related by way of common director are Mr. Suthep Wongvorazathe, Mr. Wanchak Buranasiri and Mr. Chaipatr Srivisarvacha Related by way of the company's representative as common director is M.L. Thongmakut Thongyai	<ul style="list-style-type: none"> - Investment in common shares - Investment value in private fund - Investment in private fund - Withdrawal from private fund - Investment in Bill of exchange - Withdrawal from Bill of exchange 	1,244.10	1,244.10	1,244.10	<ul style="list-style-type: none"> - Investment portion at 49.71% - At net asset value of the fund - At investment value - At investment value - At investment value - At investment value 	

2. Purchase / Sale assets and investments (continued)

Connected Party / Relationship	Description	Value (Baht Million)			Price / Fee	Notes
		2020	2019	2018		
5) Sentimental (Thailand) Co., Ltd. (Seamico's current associated) Related by way of common director is Mr. Chaipat Srivisarvacha	<ul style="list-style-type: none"> - Investment in common shares - Investment value in debt securities - Bill of exchange - Investment in Bill of exchange - Withdrawal from Bill of exchange 	26.00	26.00	13.80	<ul style="list-style-type: none"> - Investment portion at 26% since October 28, 2019 onwards - At investment value 	
6) Absolute Yoga Co., Ltd. (Seamico's current associated) Related by way of common director are Mr. Chaipat Srivisarvacha and Asst. Prof. Pimol Srivikorn	<ul style="list-style-type: none"> - Investment in common shares 	217.80	217.80	217.80	<ul style="list-style-type: none"> - Investment portion at 30 % 	
7) Thai Food Group Plc. Related by way of common director is Mr. Chaipat Srivisarvacha	<ul style="list-style-type: none"> - Investment in common shares and warrants 	-	88.87	107.76	<ul style="list-style-type: none"> - At investment value 	
8) Crystal Sealed Professional Car Coating Co., Ltd. Related by way of common director is Mr. Supachai Wongvorazathe	<ul style="list-style-type: none"> - Investment in common shares 	37.80	37.80	-	<ul style="list-style-type: none"> - At investment value 	

3. Lending

Connected Party / Relationship	Description	Value (Baht Million)			Price / Fee	Notes
		2020	2019	2018		
1) Innotech Asset Management Co., Ltd. (Seamico's current subsidiary) Related by way of common director is Mr. Wanchak Buranasiri and Mr. Chaipatr Srivisarvacha Related by way of the company's representative as common director is Mr. Pichai Yimjaipoonsup	<ul style="list-style-type: none"> - Short-term loans - Accrued interest - Interest income from short-term loans 	-	19.00	19.00	<ul style="list-style-type: none"> - Actual outstanding value - At the rate determined under the contract 5% per year - At the rate determined under the contract 5% per year 	

4. Management contracts or agreements to provide assistance

Connected Party / Relationship	Description	Value (Baht Million)			Price / Fee	Notes
		2020	2019	2018		
	- No transaction -					

Audit Committee's opinion with regard to related parties and connected transaction as of December 31, 2020

Related Parties and Connected Transaction	Audit Committee's Opinion
1. Purchase / Sale of goods or services	The transactions are reasonable at market rate or fair value.
2. Purchase or Sale of assets and investment	The transactions are reasonable and don't causes lose of benefits.
3. Lending	The transactions are impartial and don't causes transfer of benefits.
4. Management contracts or agreements to provide assistance	- No transaction -

Policy and Related Parties and Connected Transactions in the Future

The Company's policy relating to connected transactions is to follow the guidelines in accordance with the Securities and Exchange Commission. Any connected transactions shall be considered in terms of transparency, fairness and benefit to the company.

The Company operated only Investment Advisory Service by ceased other types of Securities business. Currently, The Company returned the securities business licenses. For the types of connected transactions are mostly investment in subsidiary and associated companies also providing financial support to subsidiaries, investment in subsidiary companies, use of services from associated companies investment in mutual fund and private fund managed by associated which related to normal business activities. The groups of related parties are disclosed in the "Related Parties and Connected Transactions" table above.

Management Discussion and Analysis

1. Overall operating results for the year ended December 31, 2020

Seamico Capital Public Company Limited (“The Company”) and its subsidiaries incurred the net loss of Baht 16.62 million for the year ended December 31, 2020 comparing with the net profit of Baht 81.33 million last year. The decrease of Baht 97.95 million are mainly from:

Total revenues decreased mainly from fee and service income from ICO portal service fee of SE Digital Co., Ltd. (“SE Digital”), the Company’s subsidiary. The Company had gains on investment of Baht 14.95 million, decreasing by Baht 48.80 million, mainly from loss on equity securities investment impacted by the market fluctuation on the Covid-19 pandemic, whereas the Company recorded gain on sale of equity investment in 2019. However, the Company had the increase in gain on investment in debt securities in this year.

Other income decreased by Baht 95.66 million because last year the Company recorded special income from the transfer of the rights of membership in the Stock Exchange of Thailand to another securities company.

The Company recognized share of profit from associates of Baht 69.18 million in this year, increasing by Baht 80.95 million from last year. The share of profit of Baht 81.73 million was from Krungthai Zmico Securities Co., Ltd. (“Krungthai Zmico”) which the Company has 49.71% shareholding. In 2020, Krungthai Zmico’s total revenue grew due to the increasing brokerage fee on both the soaring market trading value (excluding proprietary trading) driven by the market fluctuation to Baht 61 billion per day or 33% growth y-o-y, and the capability to increase its market share, while its equity trading market rank significantly improved to 16th among 38 brokers this year. In addition, Krungthai Zmico was able to increase the fee and service income, lower financing cost, and strategically control the operating cost. These contributed to Krungthai Zmico’s net profit of Baht 164.41 million in 2020, comparing with last year which had operating loss and impairment loss from investments.

For Absolute Yoga Co., Ltd. which the Company has 30% shareholding was affected by the Covid-19 pandemic that caused the temporary close of studios in the middle of this year and the subsequent social distancing measures, led to the decrease in the studio utilization rate and revenue in 2020 comparing with last year. During the year Absolute Yoga expanded its business to equipment rental and online class, while implemented cost control such as decreasing the studio area, relocating branches, lowering other expenses, and obtaining subsidy for staff hiring and rental discount, which contributed to the operating profit for the year. However, the extraordinary impairment loss from fixed assets from branch closure and relocation during the year had caused the Company shared loss from Absolute Yoga of Baht 8.95 million this year.

For Scentimental (Thailand) Co., Ltd., the other associated company in which the Company has 26% shareholding, had new product launched during the year and strategically expanded online and other distribution channels, but still affected by deteriorated economic condition and the Covid-19 spread. As a result, Scentimental’s total revenue in 2020 dropped, and had the share of loss to the Company of Baht 3.60 million for the year.

Total expenses increased by Baht 43.49 million mainly from the rising of employee benefits expenses on increasing number of employees as well as other operating expenses comparing with 2019 from the group's business expansion to fund management business and ICO portal business that the operations have been fully commenced in 2020 by two subsidiaries.

Fee and service expenses increased by Baht 22.57 million mainly from the consulting fee and fee expenses related to rendering ICO portal service of SE Digital Co., Ltd. However, the Company received debt repayment from the securities business receivable, while Innotech Asset Management Co., Ltd., a subsidiary, partially received debt collection from its investment in bill of exchange, resulting in the reversal of the allowance by Baht 57.91 million that led to the decrease in total expense in this year.

Key factors resulting in the Company performance in 2020

After transferring the securities business to operate by Krungthai Zmico since May 2009, the Company's operating results mainly depend on the performance of Krungthai Zmico. The Company record share of profit on its 49.71% shareholding in Krungthai Zmico. Apart from the securities business, the Company also has business management in private fund and mutual fund which operated by Innotech, ICO Portal Service providing which operated by SE Digital, and investment in other companies and debt and equity securities.

Securities Business

- The SET Index closed at 1,449.35 points as at December 31, 2020 which decreased by 8% from as at December 31, 2019 that closed at 1,579.84 points.
- The combined market capitalisation of the SET and MAI decreased from Baht 16,963 billion as at December 31, 2019 to Baht 16,343 billion as at December 31, 2020, or decreased by 4%.
- Average daily trading volume of the equity market (SET & MAI) increased from Baht 53.19 billion in 2019 to Baht 68.61 billion in 2020, or increased by 29%.
- Average daily trading volume of the derivatives market increased from 428,369 contracts in 2019 to 494,624 contracts in 2020, or increased by 15%.

In 2020, Krungthai Zmico had a market share of 2.43% in the equity market (SET & MAI trading value excluding proprietary trading) and ranked 16th among all securities companies. For derivatives market, Krungthai Zmico achieved 2.04% market share with 16th ranking.

In 2019, Krungthai Zmico gained a market share of 1.88% in the equity market (SET & MAI trading value excluding proprietary trading) and ranked 21st among all securities companies. For derivatives market, Krungthai Zmico obtained 1.54% market share with 20th ranking.

The customer base of Krungthai Zmico increased by 3% from 2019, Krungthai Zmico has continuously expanded its products and investment services offerings and has engaged in customer acquisition through the introduction of new account opening channel (WealthMe Application), together with the branches of Krungthai Bank.

Throughout the year 2020, the company has further developed its WealthMe application to enable investors to open various types of trading accounts (cash balance account, cash account (T+2) and TFEX account. This mobile application eliminates the need for the applicant to submit documents in paper and reduce the problem of long approval time. The company also introduced KTZ Inter Trade program where investors can trade offshore stocks real-time and can access up to 30 markets in 24 countries across 4 continents including North America, Europe, Asia and Australia. Furthermore, Krungthai Zmico joined with Viet Capital Securities Joint Stock Company (VCSC), one of the leading Vietnamese brokers and the company's alliance, to offer "V-PRO" an online trading program for Vietnam stock.

Moreover, the company not only launched short-term structured notes which are Equity Linked Note (ELN) and Principal Protected Note (PPN) as new investment products to offer to institutions and high-net-worth investors but also Reverse Equity Linked Note (RELN) to satisfy investors who desire to receive interest while holding stocks in SET50.

Krungthai Zmico provides security underwriting business ranging from ordinary share, debenture and convertible debenture. For the year ended December 31, 2020, Krungthai Zmico had the aggregated underwriting amount of Baht 8,763 million and recorded underwriting income of Baht 78.58 million, a decrease from the underwriting amount of Baht 7,729 million and underwriting income of Baht 84.99 million in 2019.

Mutual fund and private fund management business

As at December 31, 2020, Innotech, a subsidiary company, had 4 mutual funds and 6 private funds under management with total net asset value of Baht 351.63 million. On December 4, 2019, Innotech was granted an approval to operate as REIT manager.

Currently, Innotech is ready for both operating system and staffs to fully operate in mutual fund and private fund business by focusing on unconventional fund and fully utilize technology and innovations to manage portfolio and analyse the investments.

Digital assets business

SE Digital, a subsidiary company, aims to conduct digital asset business. On October 7, 2019, the company has obtained an approval to operate as an ICO portal by the Office of the Securities and Exchange Commission. Digital asset business has recently attracted investor interests and has high growth rate globally. It also helps expand and create synergy to the Company's current securities business by using Block Chain and Smart Contract technology in capital raising and controlling the conditions of asset investment.

Investment and other businesses

- The Company has an investment in Krungthai Zmico's ordinary shares at Baht 1,244.10 million with 49.71% shareholding.
- The Company has an investment in Scentimental's ordinary shares at Baht 26.00 million with 26.00% shareholding.
- The Company has an investment in Absolute Yoga's ordinary shares at Baht 217.80 million with 30.00% shareholding.

- Lumpini Asset Management Company Limited, a subsidiary company, carries out the business of purchasing or taking transfer and managing of non-performing assets from financial institutions such as commercial bank, business funding or credit fancier and related collateral for the purpose of asset management, development and disposals.
- Furthermore, the Company invests in the ordinary shares of other companies, debt securities in bill of exchange, listed securities and unit trust.

Awards and recognitions

- The Company won an “Excellent” rating for the AGM 2020 assessed by the Thai Investors Association.
- The Company earned a “Very Good” rating for the Corporate Governance 2020 assessed by the Thai Institute of Director (IOD).

2. Operating results

Operating results for the year ended December 31, 2020

(1) Revenues

The Company and its subsidiaries had the total revenues of Baht 71.92 million, decreased by Baht 130.53 million or 64% from last year.

	(Million Baht)			
	2020		2019 ⁽¹⁾	
	Amount	%	Amount	%
Fee and service income	29.98	41.69	19.35	9.56
Interest incomes	2.11	2.93	2.78	1.37
Gains (loss) on investment	14.95	20.79	63.75	31.49
Dividend incomes	12.78	17.77	8.79	4.34
Gain on transfer of business to an associated company	-	-	0.02	0.01
Other incomes	12.10	16.82	107.76	53.23
Total revenues	71.92	100.00	202.45	100.00

⁽¹⁾ The Company have been reclassified to conform to the classification used in the Financial statement for the year ended December 31, 2020

1.1) Fee and Service Income of Baht 29.98 million

Derived from fee and service income from ICO portal service fee of SE Digital of Baht 28.78 million, fee and service income of private funds and mutual funds management of Baht 0.89 million and other fee and service income of Baht 0.31 million.

1.2) Interest incomes of Baht 2.11 million was from deposits at bank and financial institutions and other.

1.3) Gain (loss) on investment of Baht 14.95 million consisted of loss on equity securities trading of Baht 16.27 million and gain on debt securities trading of Baht 31.22 million.

1.4) Dividend incomes of Baht 12.78 million from investment in securities and other investment.

1.5) Other income of Baht 12.10 million came from research fee for providing various research papers of offshore, gain on exchange rate and bad debt recovered.

(2) Expenses

The Company and its subsidiaries had total expenses of Baht 145.99 million, increased by Baht 43.49 million or 42% from last year.

(Million Baht)

	2020		2019 ⁽¹⁾	
	Amount	%	Amount	%
Employee benefits expenses	115.74	79.28	101.57	99.09
Fee and service expenses	24.22	16.59	1.66	1.62
Reversal expected credit	(57.91)	(39.67)	(59.92)	(58.46)
Other expenses	63.94	43.80	59.19	57.75
Total expenses	145.99	100.00	102.50	100.00

⁽¹⁾ The Company have been reclassified to conform to the classification used in the Financial statement for the year ended December 31, 2020

2.1) Employee benefits expenses of Baht 115.74 million

Consisted of personal expense of Baht 104.50 million, increased from last year due to an increasing of headcounts to support the group's business expansion, and Directors' remuneration of Baht 11.24 million.

2.2) Fee and Service Expenses of Baht 24.22 million

Mainly incurred from the consulting fee and fee expenses related to rendering ICO portal service, agent selling fees for unit trusts and mutual fund management of subsidiary.

2.3) Reversal expected credit loss of Baht 57.91 million resulted from the Company received debt repayment from the securities business receivable and partially received debt collection from investment in bill of exchange.

2.4) Other expenses of Baht 63.94 million

Other expenses consisted of premise and equipment expenses of Baht 17.88 million, consulting fee of Baht 14.78 million, communication and information expenses of Baht 5.12 million and other expenses of Baht 26.16 million. Other expenses increased by Baht 4.04 million from last year mainly from an increase in professional fee expenses, publication and marketing expenses and loss on disposal intangible assets.

(3) Finance cost of Baht 4.73 million

Included interest expenses and operating expenses from the Company's issuing bill of exchange for providing working capital and funding.

(4) Impairment loss on fixed asset of Baht 2.09 million resulting from impairment of building improvements and equipment.

(5) Share of profit from investment in associates of Baht 69.18 million consisted of share of profit from Krungthai Zmico of Baht 81.73 million and share of loss from other associated companies of Baht 12.55 million.

(6) Profit Margin

Net profit margin was (23.10) % in 2020, while in 2019 was 40.17%.

(7) Return on Equity

Return on equity was (0.65) % in 2020 which was lowered from 3.35% in 2019.

Operating results for the year ended December 31, 2019

(1) Revenues

In 2019, The Company and its subsidiaries had the total revenues of Baht 202.45 million, increased by Baht 251.57 million or 512% from last year.

(Million Baht)

	2019 ⁽¹⁾		2018 ⁽¹⁾	
	Amount	%	Amount	%
Employee benefits expenses	19.35	9.56	4.45	(9.06)
Interest incomes	2.78	1.37	9.98	(20.32)
Gains (loss) on investment	63.75	31.49	(79.34)	161.52
Dividend incomes	8.79	4.34	10.43	(21.23)
Gain on transfer of business to an associated company	0.02	0.01	0.06	(0.12)
Other incomes	107.76	53.23	5.30	(10.79)
Total revenues	202.45	100.00	(49.12)	100.00

⁽¹⁾ The Company have been reclassified to conform to the classification used in the Financial statement for the year ended December 31, 2020

1.1) Fee and Service Income of Baht 19.35 million

consisted of fee and service income from ICO portal service fee of SE Digital and fee income from private funds and mutual funds management totalling of Baht 18.36 million, a decrease from last year of Baht 24.25 million was from the business suspension, and other fee and service income of Baht 0.99 million.

1.2) Interest incomes of Baht 2.78 million consisted of interest from deposits at bank and financial institutions and investment in debt securities.

1.3) Gain (loss) on investment of Baht 63.75 million consisted of gain on equity securities trading of Baht 41.22 million and gain on debt securities trading of Baht 22.53 million.

1.4) Dividend incomes of Baht 8.79 million derived from investment in securities and other investment.

1.5) Gain on transfer of assets and business to associated company

On May 1, 2009, the Company transferred its business and margin loan accounts to Krungthai Zmico. The Company received returns from the transfer of business in the total amount of Baht 500 million. In 2012, the Company recognized the entire amount of consideration from the transfer of business of Baht 500 million as the associated company was able to generate 3 year cumulative EBITDA from 2009 - 2011 according to the criteria specified in the agreement.

The Company recognized gain on transfer of business as income according to the shareholding percentage of the third parties in Krungthai Zmico. The remaining amount was presented as “unrealized gain on transfer of business to an associated company”. The Company will realize “unrealized gain on transfer of business to an associated company” as income when the Company has lower percentage of shareholding in Krungthai Zmico and when Krungthai Zmico calculated depreciation or sells such transferred assets to the third parties.

In 2019, the Company recognized additional gain on transfer of assets to Krungthai Zmico of Baht 0.02 million.

1.6) Other income of Baht 107.76 million

came from transferred the rights of membership in the Stock Exchange of Thailand to another securities company, research fee for providing various research papers of offshore and bad debt recovered.

(2) Expenses

In 2019, the Company and its subsidiaries had total expenses of Baht 102.50 million, increased by Baht 0.09 million or 1% from last year.

(Million Baht)

	2019 ⁽¹⁾		2018 ⁽¹⁾	
	Amount	%	Amount	%
Employee benefits expenses	101.57	99.09	45.71	56.09
Fee and service expenses	1.66	1.62	1.13	1.39
Reversal expected credit loss	(59.92)	(58.46)	(0.05)	(0.06)
Other expenses	59.19	57.75	34.71	42.58
Total expenses	102.50	100.00	81.50	100.00

⁽¹⁾ The Company have been reclassified to conform to the classification used in the Financial statement for the year ended December 31, 2020

2.1) Employee benefits expenses of Baht 101.57 million

Employee benefits expenses consisted of personal expense of Baht 90.51 million, increased from last year due to an increasing of headcounts to support the group’s business expansion, and Directors’ remuneration of Baht 11.06 million.

2.2) Fee and Service Expenses of Baht 1.66 million

Mainly incurred from agent fees for selling unit trusts and annual license fee for mutual fund management of subsidiary.

2.3) Reversal expected credit loss due to the Company received debt repayment from the securities business receivable.

2.4) Other expenses of Baht 59.19 million

Other expenses consisted of premise and equipment expenses of Baht 13.26 million, consulting fee of Baht 21.18 million, communication and information expenses of Baht 2.65 million and other expenses of Baht 22.10 million. Other expenses increased by Baht 7.88 million from last year mainly from an increase in professional fee expenses and loss on exchange rate.

(3) Finance cost of Baht 9.51 million

Finance cost include interest expenses and operating expenses of bill of exchange for providing working capital and funding.

(4) Share of loss from investment in associates of Baht 11.77 million consisted of share of loss from Krungthai Zmico of Baht 15.57 million and share of gain from other associated companies of Baht 3.80 million.

(5) Profit Margin

Net profit margin was 40.17% in 2019, while it was 398.68% in 2018.

(6) Return on Equity

Return on equity was 3.35% in 2019 which increased from (8.83) % in 2018.

3. Financial position and asset management

1. Component of assets

As at December 31, 2020, the Company and its subsidiaries had total assets of Baht 2,956.68 million by which 33.90% was current assets and 66.10% was non-current assets.

Major components of assets are as follows:

- Cash and Cash Equivalent

Cash and cash equivalents as of December 31, 2020 were Baht 290.63 million, decrease from Baht 415.76 million as of December 31, 2019 or by 30%. (See details in 4.1 Cash Flow).

- Financial Assets

As at December 31, 2020, The Company and its subsidiaries invested in debt securities - bill of exchange of Baht 589.89 million, corporate bond of Baht 3.42 million, equity securities - list securities of Baht 162.81 million, unit trust of Baht 36.42 million and non - listed company investment of Baht 45.87 million.

- Investment in subsidiary companies

Innotech Asset Management Co., Ltd.

As at December 31, 2020, the subsidiary company has issued and paid-up share capital of Baht 67.62 million for 13,524,000 ordinary shares with the par value of Baht 5.00 per share and the shareholding of the Company in subsidiary is 100%.

Lumpini Asset Management Co., Ltd.

As at December 31, 2020, the subsidiary company has issued and paid-up share capital of Baht 25.00 million for 2,500,000 ordinary shares with the par value of Baht 10.00 per share and the shareholding of the Company in subsidiary is 100%.

SE Digital Co., Ltd.

As at December 31, 2020, the subsidiary company has issued and paid-up share capital of Baht 475.00 million for 4,750,000 ordinary shares with the par value of Baht 100.00 per share and the shareholding of the Company in subsidiary is 100%.

- Investment in associates

Krungthai Zmico Securities Co., Ltd.

As at December 31, 2020, the Company had investment in Krungthai Zmico, the shareholding of the Company in associated company is 47.91%, which the investment under cost method and equity method were Baht 1,244.10 million and Baht 1,387.20 million, respectively.

Scentimental (Thailand) Co., Ltd.

As at December 31, 2020, the Company had investment in Scentimental (Thailand) Co., Ltd. which the investment under cost method and equity method were Baht 26.00 million and Baht 11.74 million, respectively.

Absolute Yoga Co., Ltd.

As at December 31, 2020, the Company had investment in Absolute Yoga Co., Ltd, the shareholding of the Company in associated company is 30%, which the investment under cost method and equity method were Baht 217.80 million and Baht 188.28 million, respectively.

- Securities Business Receivables

As at December 31, 2020, Securities Business receivables comprised of business receivables under litigation of Baht 34.37 million with deduction of related allowance for doubtful account of Baht 34.37 million. However, the Company has already reserved full amount of provision for doubtful accounts.

- Building improvements and equipment

Building improvement and equipment as at December 31, 2020 was Baht 30.65 million, increased by Baht 11.56 million from December 31, 2019. The increase was from the purchase of office equipment totalling Baht 16.88 million and recognized in right of use asset of Baht 19.28 million according to new Thai Financial Reporting Standards and including depreciation according to their useful lives of Baht 7.30 million, the disposal of Baht 7.68 million and allowance for impairment on fixed asset of Baht 2.09 million.

- Other assets

Other assets as at December 31, 2020 consisted of current assets of Baht 10.05 million, increased by Baht 4.29 million from as at December 31, 2019 mainly from value-added-tax receivable of Baht 4.30 million and non-current assets of Baht 21.16 million, decreased by Baht 7.89 million from December 31, 2019 mainly from corporate income tax claim receivable.

2. Quality of Assets

In the Financial statement, the Company recorded a revaluation adjustment of assets according to the accounting standards and the SEC's regulations. The major assets can be summarised as follows:

- Financial assets

As at December 31, 2020, the Company had current and non-current financial assets which are investment in debt and equity totalling of Baht 838.41 million or accounted for 28.36% of total assets which the details are as follows :-

	As at December 31, 2020
	Fair value
	Million Baht
<u>Current financial assets</u>	
Investments, fair value through profit or loss	
Equity securities	
Listed securities	39.39
Unit trust	35.05
Total equity securities	<u>74.44</u>
Debt securities	
Bill of exchange	589.89
Unit trust	1.36
Corporate debt securities	3.42
Total debt securities	<u>594.67</u>
Total investments, fair value through profit or loss	<u>669.11</u>
Total current financial assets	<u>669.11</u>
<u>Non - Current financial assets</u>	
Investments, fair value through profit or loss	
Equity securities	
Ordinary shares	45.88
Total equity securities	<u>45.88</u>
Total investments, fair value through profit or loss	<u>45.88</u>
Investments, fair value through other comprehensive income	
Listed securities	<u>123.42</u>
Total investments, fair value through other comprehensive income	<u>123.42</u>
Investments, amortized cost securities	
Bill of exchange	15.40
<u>Less Allowances for expected credit loss</u>	<u>(15.40)</u>
Total investments, amortised cost securities	<u>-</u>
Total non-current financial assets	<u>169.30</u>
Total financial assets	<u>838.41</u>

	As at December 31, 2019	
	Cost / Book value	Fair value
	Million Baht	Million Baht
<u>Current financial assets</u>		
<u>Trading securities</u>		
Equity securities - List securities	35.95	14.15
Debt securities - Corporate bond	3.20	3.20
Debt securities - Bill of exchange	580.35	583.80
Total	619.50	601.15
<u>Less</u> Revaluation adjustments	(18.35)	-
Total trading securities	601.15	601.15
<u>Held to maturity investment</u>		
Deposit at financial institutions	19.00	19.00
Total deposit at financial institutions	19.00	19.00
Total current financial assets	620.15	620.15
<u>Non - current financial assets</u>		
<u>Trading securities</u>		
Debt securities - Bill of exchange	65.13	-
Total	65.13	-
<u>Less</u> Allowance for impairment	(65.13)	-
Total trading securities	-	-
<u>Available-for-sale securities</u>		
Equity securities - List securities	168.56	133.40
<u>Less</u> Revaluation adjustments	(35.16)	-
Total available-for-sale securities	133.40	133.40
<u>General investments</u>		
Ordinary shares	51.60	45.88
Preference shares	0.13	0.13
Total	51.73	46.01
<u>Less</u> Allowance for impairment	(5.72)	-
Total general investments	46.01	46.01
Total non - current financial assets	179.41	179.41
Total financial assets	799.56	799.56

The proportions of investment as at December 31, 2020 are as follows;

Investment in listed securities	20 per cent
Investment in bill of exchange	71 per cent
Investment in non-listed companies	5 per cent
Investment in general investment	4 per cent

- Securities Business Receivables

The Company had total securities receivables as at December 31, 2020 of Baht 34.37 million which are Securities Business receivables under litigation with allowance for doubtful debt of Baht 34.37 million, or accounted for 100% of related loans. The Company's policy is to closely monitor all securities receivables and in cases that any client fails to settle a transaction, will engage in negotiations as the first step. If a settlement with a client cannot be negotiated or if a debtor refuses to settle a debt, legal steps will then be taken.

4. Liquidity and capital adequacy

1. Cash Flow

Cash and cash equivalents as at December 31, 2020 were Baht 290.63 million which decreased from December 31, 2019 of Baht 125.13 million. The summary of cash provided and cash used in various activities are shown in the following table.

(Million Baht)

Activities	December 31, 2020	December 31, 2019
Net cash provided by (used in) operating Activities	(153.11)	(215.43)
Net cash provided by investing Activities	16.95	200.86
Net cash provided by financing Activities	11.03	77.88
Net increase (decrease) in cash and cash Equivalent	(125.13)	63.31

The Company used cash in the activities below to generate income while maintained liquidity.

Operating Activities

In 2020, cash from operating activities decreased by Baht 153.11 million which came from the following transactions.

Cash increased from :-

- Securities business receivables decreased by Baht 8.17 million.
- Other non - current assets decreased by Baht 9.66 million.

Cash decreased from :-

- Operating activities decreased by Baht 134.72 million.
- Account receivables increased by Baht 7.77 million.
- Investment in trading securities increased by Baht 12.08 million.
- Other current assets increased by Baht 3.83 million.
- Liabilities decreased by Baht 12.54 million.

Investing Activities

In 2020, cash from investing activities increased by Baht 16.95 million.

Cash increased from :-

- Sale and capital return investment of Baht 30.19 million.
- Sale of equipment of Baht 0.05 million.
- Interest and dividend from investments in securities of Baht 12.78 million.

Cash decreased from :-

- Purchase in investment of Baht 1.88 million.
- Purchase of equipment of Baht 9.25 million.
- Purchase of intangible assets of Baht 14.94 million.

Financing Activities

In 2020, cash from financing activities increased of Baht 11.03 million due to the decrease from bills of exchange repayment of Baht 14.91 million and payment for liabilities under lease agreements of Baht 3.88 million.

2. Liquidity Ratios

The Company had adequate liquidity as indicated by the liquidity ratios in the table below.

	December 31, 2020	December 31, 2019
Liquid Assets to Total Assets Ratio (%)	33.91	36.21
Net Liquid Capital Ratio (NCR) (%)	N/A	N/A

Since May 1, 2009, the Company was approved to temporarily cease its operation on securities and derivatives business from the Securities and Exchange Commission; therefore, the Company is not required to maintain its net liquid capital.

Since May 2, 2013, the Company was approved to reactivate its investment advisory service according to its existing Securities trading business and Derivative trading business license from the Securities and Exchange Commission by which the Company is required to maintain its net liquid capital as according to the requirement of the Notification SEC No. Kor Thor 4/2561.

However, as at December 31, 2020, the Company is not required to maintain its net liquid capital per those requirements as it was granted by the Office of the Securities and Exchange Commission due to the returning of the Company's securities business licenses which was effective from December 8, 2020 onward.

3. Capital expenditure

See topic "Financial Assets" under 1. Component of Assets. and "Investing Activities" under Liquidity and capital adequacy 1. "Cash Flow".

4. Sources of Capital

Adequacy of Capital Structure

The debt to equity ratio as at December 31, 2020 and 2019 were 0.15 times and 0.14 times, respectively.

Shareholders' equity

As at December 31, 2020, shareholders' equity was Baht 2,569.47 million, decreased by Baht 11.31 million, or 0.44% from as at December 31, 2019 due to net operation loss of Baht 16.62 million, loss on disposal investment in equity designated at fair value through other comprehensive income increased of Baht 33.56 million and increased other components of equity of Baht 38.86 million.

Liabilities

The Company has credit limit for issuing bills of exchange issued to general public of Baht 1,500 million.

5. Liabilities and financial obligations

The Company has other borrowings as follows:

	Interest rate per annum (%)	As at December 31, 2020			
		Residual maturities			
		Within 1 year Million Baht	1 - 5 years Million Baht	Over 5 years Million Baht	Total Million Baht
Other borrowings					
Bill of exchange	3.40 - 3.75	167.31	-	-	167.31
Total other borrowings		167.31	-	-	167.31

	Interest rate per annum (%)	As at December 31, 2019			
		Residual maturities			
		Within 1 year Million Baht	1 - 5 years Million Baht	Over 5 years Million Baht	Total Million Baht
Other borrowings					
Bill of exchange	3.50	148.35	-	-	148.35
Total other borrowings		148.35	-	-	148.35

6. Factors that may have impacts on future performance

In 2021 even though crises, which have been abrupt in both domestic and international, inclined to fade in better direction, Zmico expects Thailand's economy as overall still remained chaotic and volatile which could have been consecutively impacted to trading values and market indices which might lastly affect to not only securities business of Krungthai Zmico but also other securities investment. Nonetheless, the company expands into digital asset industry. Even though digital asset is new, there are positive feedback from investors with higher business growth rate coupled with the issuance of rules and regulations compliance to the business. The company; therefore, firmly believes the expansion of digital asset in the future.

However, the Company has a strategic business plan, investment portfolio adjustment, and management control and monitoring in order to immediately take proactive actions in the changing circumstances. In addition, the Company has risk management procedures which determine the risk levels and actions taken for each triggered level and each business units, to mitigate the risks.

REPORT OF THE INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

TO THE SHAREHOLDERS AND BOARD OF DIRECTORS

SEAMICO CAPITAL PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

(FORMERLY SEAMICO SECURITIES PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES)

Opinion

We have audited the consolidated financial statements of Seamico Capital Public Company Limited and its subsidiaries (the “Group”) and the separate financial statements of Seamico Capital Public Company Limited (the “Company”), which comprise the consolidated and separate statements of financial position as at December 31, 2020, and the related consolidated and separate statements of comprehensive income, changes in shareholders’ equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the financial position of Seamico Capital Public Company Limited and its subsidiaries and of Seamico Capital Public Company Limited as at December 31, 2020, and its financial performance and its cash flows for the year then ended in accordance with Thai Financial Reporting Standards (“TFRSs”).

Basis for Opinion

We conducted our audit in accordance with Thai Standards on Auditing (“TSAs”). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated and Separate Financial Statements section of our report. We are independent of the Group in accordance with the Federation of Accounting Professions’ Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to the audit of the consolidated and separate financial statements, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Audit Matters

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

Key Audit Matters	Audit Responses
<p>Investments in associated companies</p> <p>The Company has investment in associated companies which be quantitatively significant in the Group’s consolidated financial statements and separate financial statements. The Key audit matter is whether the Group recognizes its associated companies portion under the equity method accurately in accordance with Thai Financial Reporting Standards.</p> <p>Accounting policies and detail of financial information revenues were disclosed in Note 4.7 and Note 12 to the financial statements respectively.</p>	<p>Key audit procedures including a collaboration in performing the audit work with the component auditors of associated companies included:</p> <ul style="list-style-type: none"> • Understand the financial information compilation process and related internal control procedures • Collaboratively perform the work in accordance with Thai Standard on Auditing on the work performed from the planning through the conclusion process. • Verify the calculation and record of a share of profit (loss) in an investment in associated companies.

Key Audit Matters	Audit Responses
<p data-bbox="296 315 882 383">Impairment of investment in associated companies</p> <p data-bbox="296 423 882 898">As at December 31, 2020, the Group has investment in associated companies which invested in year 2017, its operation has continued loss. The Group’s managements have considered the impairment indicators and estimated the impairment provision for those investments. The consideration is depended on the management judgement and key assumptions. Therefore, the key audit matter is whether the valuation of such investment and the impairment have been recognized in accordance with Thai Financial Reporting Standards.</p> <p data-bbox="296 938 882 1117">The accounting policies of investments in associated companies and the details of investments in associated companies were disclosed in Note 4.7 and Note 12 to the financial statements respectively.</p>	<p data-bbox="898 315 1294 349">Key audit procedures included:</p> <ul style="list-style-type: none"> <li data-bbox="898 427 1461 573">• Understanding the impairment consideration process and internal control procedures relating to the consideration of impairment of investments in associated companies <li data-bbox="898 595 1461 730">• Reviewing the design and implementation of the internal control procedures relating to the consideration of impairment of investments in associated companies <li data-bbox="898 752 1461 864">• Performing the operating effectiveness testing over the internal control procedures around impairment consideration process <li data-bbox="898 887 1461 920">• Performing substantive testing as follows: <ul style="list-style-type: none"> <li data-bbox="938 938 1461 1084">- Examining the supporting documents in relation to the management consideration of impairment indicators for investments in associated companies <li data-bbox="938 1106 1461 1397">- Examining the supporting documents the Group's management used in assessing the appropriateness of valuation model and basis, key assumptions and information used in the estimation of the impairment provision for investments in associated companies <li data-bbox="938 1420 1461 1520">- Testing the calculation of the impairment provision for investments in associated companies <li data-bbox="938 1543 1461 2013">- Examining the supporting documents that the Company has adopted Accounting Treatment Guidance on “The temporary relief measures for additional accounting alternatives to alleviate the impacts from COVID-19 outbreak”, the Company has elected to apply not to use information relating to the COVID-19 situation that may affect the cash flow forecasts used in testing for impairment of investment in associated companies.

Other Information

Management is responsible for the other information. The other information comprises information in the annual report, but does not include the consolidated and separate financial statements and our auditor's report thereon, which is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated and separate financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and the management of the Company.

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

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

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

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

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

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

As part of an audit in accordance with TSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

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

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

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



Dr. Suphamit Techamontrikul
Certified Public Accountant (Thailand)
Registration No. 3356

BANGKOK
February 22, 2021

DELOITTE TOUCHE TOHMATSU JAIYOS AUDIT CO., LTD.

SEAMICO CAPITAL PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
(FORMERLY SEAMICO SECURITIES PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES)

STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2020

UNIT : BAHT

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		2020	2019	2020	2019
ASSETS					
CURRENT ASSETS					
Cash and cash equivalents	5	290,630,301	415,755,834	196,079,287	289,709,185
Trade and other current receivables	6	32,012,762	24,236,246	-	5,317,439
Short-term loans to related party	7	-	-	-	19,256,967
Other current financial asset	8	669,112,915	620,146,665	645,676,216	597,951,115
Assets classified as held for sale		688,014	688,014	688,014	688,014
Other current assets	9	10,049,708	5,759,041	534,729	696,637
Total Current Assets		1,002,493,700	1,066,585,800	842,978,246	913,619,357
NON-CURRENT ASSETS					
Securities bussiness receivables	10	-	-	-	-
Other non - current financial asset	8	169,295,726	179,408,519	169,295,726	179,408,519
Investments in subsidiaries and associated companies	12	1,587,218,360	1,510,368,386	2,060,065,568	2,051,684,627
Building improvements and equipment	13	30,647,683	11,559,223	12,133,993	5,977,956
Other intangible assets other than goodwill	14	85,729,988	75,395,216	66,200,001	69,520,549
Deferred tax assets	15	60,129,937	72,827,468	37,411,774	50,109,305
Other non - current assets	16	21,160,004	29,045,335	5,997,067	4,492,589
Total Non - Current Assets		1,954,181,698	1,878,604,147	2,351,104,129	2,361,193,545
TOTAL ASSETS		2,956,675,398	2,945,189,947	3,194,082,375	3,274,812,902

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

SEAMICO CAPITAL PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
(FORMERLY SEAMICO SECURITIES PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES)

STATEMENTS OF FINANCIAL POSITION (CONTINUED)

AS AT DECEMBER 31, 2020

UNIT : BAHT

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		2020	2019	2020	2019
LIABILITIES AND SHAREHOLDERS' EQUITY					
CURRENT LIABILITIES					
Trade and other-current payables		793,994	177,949	787,204	174,600
Other borrowings	17	167,311,342	148,349,296	457,311,342	498,349,296
Other current liabilities	18	18,951,464	24,742,156	8,875,100	18,899,886
Total current liabilities		<u>187,056,800</u>	<u>173,269,401</u>	<u>466,973,646</u>	<u>517,423,782</u>
NON - CURRENT LIABILITIES					
Non-current provisions for employee benefit	19	23,007,311	30,899,685	18,774,356	28,404,860
Unrealized gain on transfer of business to an associated company	39	148,205,819	148,205,819	-	-
Other non - current liabilities	20	28,936,267	12,034,875	20,993,631	12,034,875
Total non - current liabilities		<u>200,149,397</u>	<u>191,140,379</u>	<u>39,767,987</u>	<u>40,439,735</u>
TOTAL LIABILITIES		<u>387,206,197</u>	<u>364,409,780</u>	<u>506,741,633</u>	<u>557,863,517</u>
SHAREHOLDERS' EQUITY					
Share capital					
Authorized share capital	21				
2,480,604,926 ordinary shares of Baht 0.50 each		<u>1,240,302,463</u>	<u>1,240,302,463</u>	<u>1,240,302,463</u>	<u>1,240,302,463</u>
Issued and paid-up share capital					
1,653,736,926 ordinary shares of Baht 0.50 each, fully paid		826,868,463	826,868,463	826,868,463	826,868,463
Premium on share capital	24	1,790,506,747	1,790,506,747	1,790,506,747	1,790,506,747
Retained earnings (deficit)					
Appropriated					
Statutory reserve	25	109,956,604	109,956,604	109,956,604	109,956,604
Unappropriated (deficit)					
Difference arising on change of partial interest in a subsidiary		(4,560,072)	(4,560,072)	-	-
Other components of equity		(58,808,591)	(98,723,528)	4,454,352	(26,744,233)
Total shareholders' equity		<u>2,569,469,201</u>	<u>2,580,780,167</u>	<u>2,687,340,742</u>	<u>2,716,949,385</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		<u>2,956,675,398</u>	<u>2,945,189,947</u>	<u>3,194,082,375</u>	<u>3,274,812,902</u>

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

**SEAMICO CAPITAL PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
(FORMERLY SEAMICO SECURITIES PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES)**

**STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2020**

UNIT : BAHT

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		2020	2019	2020	2019
REVENUES					
Fees and service income	26	29,980,168	19,350,506	315,407	986,111
Interest incomes	27	2,114,322	2,781,461	1,813,706	3,198,083
Gains on investment	28	14,947,153	63,748,926	14,798,806	61,058,291
Dividend incomes		12,778,155	8,792,731	12,778,155	8,792,731
Gain on transfer of business to an associated company	39	-	17,548	-	-
Other income	1	12,097,298	107,754,448	23,879,679	118,904,994
Total revenues		71,917,096	202,445,620	53,585,753	192,940,210
EXPENSES					
Employee benefits expenses		115,743,421	101,572,696	52,159,690	59,132,321
Fees and service expenses	30	24,224,993	1,655,892	58,953	908,131
Reversal expected credit loss	31	(57,908,253)	(59,923,726)	(8,174,108)	(20,057,525)
Other expenses	32	63,933,407	59,194,087	26,238,401	29,076,242
Total expenses		145,993,568	102,498,949	70,282,936	69,059,169
PROFIT (LOSS) FROM OPERATION ACTIVITIES		(74,076,472)	99,946,671	(16,697,183)	123,881,041
Finance cost		(4,733,704)	(9,509,511)	(14,031,410)	(10,212,371)
Reversal impairment loss from investment in subsidiaries		-	-	8,380,940	8,271,866
Impairment loss on fixed asset		(2,089,774)	-	-	-
Share of profit (loss) from investment in associates		69,181,149	(11,769,604)	-	-
PROFIT (LOSS) BEFORE INCOME TAX		(11,718,801)	78,667,556	(22,347,653)	121,940,536
INCOME TAX - INCOME (EXPESNES)	34	(4,897,885)	2,663,779	(4,897,885)	2,667,289
PROFIT (LOSS) FOR THE YEARS		(16,616,686)	81,331,335	(27,245,538)	124,607,825

SEAMICO CAPITAL PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
(FORMERLY SEAMICO SECURITIES PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES)
STATEMENTS OF COMPREHENSIVE INCOME (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2020

UNIT : BAHT

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		2020	2019	2020	2019
OTHER COMPREHENSIVE INCOME (LOSS)					
Items that will not be reclassified subsequently to profit or loss					
Gain on investments in equity instruments designated at fair value through other comprehensive income	8.4	38,998,231	-	38,998,231	-
Share of other comprehensive income of associates		18,722,022	-	-	-
Remeasurement of defined benefit obligation		-	(13,214,043)	-	(13,529,982)
Share of gain on remeasurement of defined benefit obligation of an associated company		(1,047,527)	22,186,550	-	-
Income tax relating to items that will not be reclassified subsequently to profit or loss	8.4	(7,799,646)	-	(7,799,646)	-
Items that will be reclassified subsequently to profit or loss					
Share of other comprehensive loss of associates		(10,005,670)	(15,455,362)	-	-
Loss on remeasuring available-for-sale investments		-	(17,338,855)	-	(17,338,855)
Income tax relating to items that may be reclassified subsequently to profit or loss		-	3,467,771	-	3,467,771
Other comprehensive profit (loss) for the period-net of income tax		<u>38,867,410</u>	<u>(20,353,939)</u>	<u>31,198,585</u>	<u>(27,401,066)</u>
TOTAL COMPREHENSIVE INCOME					
FOR THE YEAR		<u><u>22,250,724</u></u>	<u><u>60,977,396</u></u>	<u><u>3,953,047</u></u>	<u><u>97,206,759</u></u>
EARNINGS (LOSS) PER SHARE					
BASIC EARNINGS (LOSS) PER SHARE	BAHT	(0.01)	0.05	(0.02)	0.08
WEIGHTED AVERAGE					
NUMBER OF ORDINARY SHARES	21 SHARES	1,653,736,926	1,588,328,707	1,653,736,926	1,588,328,707

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

**SEAMICO CAPITAL PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
(FORMERLY SEAMICO SECURITIES PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES)
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2020**

UNIT : BAHT

CONSOLIDATED FINANCIAL STATEMENTS

Note	Issued and paid-up share capital	Premium on share capital	Appropriated retained earnings Statutory reserve	Unappropriated retained earnings (deficit)	Gain (loss) on investments in equity instruments designated at fair value through other comprehensive income	Share of other comprehensive income of an associated company	Difference arising on change of partial interest in a subsidiary	Total
Balance as at January 1, 2019	653,868,463	1,496,406,747	108,383,352	(131,998,637)	(12,873,149)	(56,523,933)	(4,560,072)	2,052,702,771
Increase share capital	173,000,000	294,100,000	-	-	-	-	-	467,100,000
Statutory reserve	-	-	1,573,252	(1,573,252)	-	-	-	-
Total comprehensive income (loss)	-	-	-	90,303,842	(13,871,084)	(15,455,362)	-	60,977,396
Balance as at December 31, 2019	826,868,463	1,790,506,747	109,956,604	(43,268,047)	(26,744,233)	(71,979,295)	(4,560,072)	2,580,780,167
Balance as at January 1, 2020	826,868,463	1,790,506,747	109,956,604	(43,268,047)	(26,744,233)	(71,979,295)	(4,560,072)	2,580,780,167
Loss on disposal investment in equity designated at fair value through other comprehensive income	-	-	-	(33,561,690)	-	-	-	(33,561,690)
Total comprehensive income (loss)	-	-	-	(17,664,213)	31,198,585	8,716,352	-	22,250,724
Balance as at December 31, 2020	826,868,463	1,790,506,747	109,956,604	(94,493,950)	4,454,352	(63,262,943)	(4,560,072)	2,569,469,201

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

SEAMICO CAPITAL PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
(FORMERLY SEAMICO SECURITIES PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES)
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2020

UNIT : BAHT

	Note	SEPARATE FINANCIAL STATEMENTS							Total shareholders' equity
		Issued and paid-up share capital	Premium on share capital	Appropriated retained earnings Statutory reserve	Unappropriated retained earnings (deficit)	Other components of equity gain (loss) on investments in equity instruments designated at fair value through other comprehensive income	Total		
Balance as at January 1, 2019		653,868,463	1,496,406,747	108,383,352	(93,142,787)	(12,873,149)		2,152,642,626	
Increase share capital	21	173,000,000	294,100,000	-	-	-	-	467,100,000	
Statutory reserve	25	-	-	1,573,252	(1,573,252)	-	-	-	
Total comprehensive income (loss)		-	-	-	111,077,843	(13,871,084)		97,206,759	
Balance as at December 31, 2019		<u>826,868,463</u>	<u>1,790,506,747</u>	<u>109,956,604</u>	<u>16,361,804</u>	<u>(26,744,233)</u>		<u>2,716,949,385</u>	
Balance as at January 1, 2020		826,868,463	1,790,506,747	109,956,604	16,361,804	(26,744,233)		2,716,949,385	
Loss on disposal investment in equity designated at fair value through other comprehensive income		-	-	-	(33,561,690)	-		(33,561,690)	
Total comprehensive income (loss)		-	-	-	(27,245,538)	31,198,585		3,953,047	
Balance as at December 31, 2020		<u>826,868,463</u>	<u>1,790,506,747</u>	<u>109,956,604</u>	<u>(44,445,424)</u>	<u>4,454,352</u>		<u>2,687,340,742</u>	

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

**SEAMICO CAPITAL PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
(FORMERLY SEAMICO SECURITIES PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES)**

**STATEMENTS OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2020**

UNIT : BAHT

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	2020	2019	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES				
Net profit (loss)	(11,718,801)	78,667,556	(22,347,653)	121,940,536
Adjustments on profit (loss) before income tax to be cash received (paid) from operating activities:				
Depreciation and amortization	8,595,916	3,341,221	3,463,063	2,164,123
Reversal of expected credit loss	(57,908,253)	(59,923,726)	(8,174,108)	(20,057,525)
Unrealized (gain) loss on re-measuring fair value	(99,813)	1,269,151	48,534	1,269,151
(Gain) Loss on sale from financial assets	4,750	(25,000,000)	4,750	(25,000,000)
Gain on sale from available-for-sale securities	-	(22,157,414)	-	(22,157,414)
Loss on exchange rate	272,058	-	272,058	-
(Gain) loss on sale and disposal equipment	(918)	27,741	(918)	1
Gain on right-of-use assets	(28,177)	-	-	-
Loss on disposal intangible assets	3,320,548	-	3,320,548	-
Share of (profit) loss from investment in associates	(69,181,149)	11,769,604	-	-
Reversal impairment loss on investment in subsidiary	-	-	(8,380,940)	(8,271,866)
Impairment loss on assets	2,089,774	-	-	-
Finance cost	4,733,704	9,509,511	14,031,410	10,212,371
Interest incomes	(2,114,322)	(2,781,461)	(1,813,706)	(3,198,083)
Dividend incomes	(12,778,155)	(8,792,731)	(12,778,155)	(8,792,731)
Gain on transfer of business to an associated company	-	(17,548)	-	-
Employee benefit expenses	(933,599)	5,939,691	(2,260,504)	3,574,952
Gain (Loss) from operating before changes in operating assets and liabilities	(135,746,437)	(8,148,405)	(34,615,621)	51,683,515
(Increase) decrease in operating assets				
Trade and other current receivables	(7,767,710)	(15,492,055)	5,317,439	3,405,295
Investments designated at fair value through profit or loss	(12,079,472)	(216,010,769)	(60,813,617)	(268,211,050)
Short-term loans to related party	-	-	19,256,967	87,006
Other current assets	(3,830,022)	7,640,508	26,387	22,659,351
Securities business receivables	8,174,108	20,057,525	8,174,108	20,057,525
Other non-current assets	9,664,825	(10,340,647)	287,838	(447,089)
Increase (decrease) in operating liabilities				
Trade and other current payables	616,045	173,977	612,604	78,643
Other current liabilities	(5,791,534)	4,842,732	(19,715,515)	513,579
Employee benefit paid	(7,370,000)	-	(7,370,000)	-
Other non-current liabilities	-	(196,116)	-	(195,935)
Cash paid for operation activities	(154,130,197)	(217,473,250)	(88,839,410)	(170,369,160)
Interest expenses	(522,374)	(8)	(5,548)	-
Interest income	(5,548)	2,549,574	1,949,226	3,280,957
Income tax paid	1,552,069	(509,307)	(558,533)	(477,692)
Net cash used in operating activities	(153,106,050)	(215,432,991)	(87,454,265)	(167,565,895)

SEAMICO CAPITAL PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
(FORMERLY SEAMICO SECURITIES PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES)

STATEMENTS OF CASH FLOWS (CONTINUED)

FOR THE YEAR ENDED DECEMBER 31, 2020

UNIT : BAHT

	Note	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		2020	2019	2020	2019
CASH FLOWS FROM INVESTING ACTIVITIES					
Cash paid for investment in available-for-sale securities		-	(47,320,750)	-	(47,320,750)
Cash received for non-collateralised investments designated at fair value through other comprehensive income		27,606,057	-	27,606,057	-
Cash received from sale of investment in available-for-sale securities		-	92,240,038	-	92,240,038
Cash paid from purchase other non-current financial assets		(1,875,000)	(38,210,880)	(1,875,000)	(38,210,880)
Cash received from sale other non-current financial assets		20,250	210,000,000	20,250	210,000,000
Cash received from capital return from other non-current financial assets		2,562,040	-	2,562,040	-
Cash paid for increase investment in subsidiaries		-	-	-	(470,000,000)
Cash paid for increase investment in associated company		-	(12,200,000)	-	(12,200,000)
Cash received from sale of equipment		50,077	24,396	50,077	-
Cash paid for acquisition of equipment		(9,248,474)	(8,024,291)	(759,592)	(2,044,212)
Cash paid for acquisition of intangible assets		(14,946,658)	(4,535,506)	-	-
Cash received from interest and dividend from investments in securities		12,778,155	8,893,038	12,778,155	8,893,038
Net cash provided by (used in) investing activities		16,946,447	200,866,045	40,381,987	(258,642,766)
CASH FLOWS FROM FINANCING ACTIVITIES					
Cash received from increase share capital		-	467,100,000	-	467,100,000
Cash received from other borrowings		264,909,090	780,777,460	264,909,090	780,777,460
Cash received from borrowings of a subsidiary		-	-	90,000,000	350,000,000
Cash paid for other borrowings		(250,000,000)	(1,170,000,000)	(250,000,000)	(1,170,000,000)
Cash paid for borrowing from a subsidiary		-	-	(150,000,000)	-
Cash paid for liabilities under lease agreements		(3,875,020)	-	(1,466,710)	-
Net cash provided by (used in) financing activities		11,034,070	77,877,460	(46,557,620)	427,877,460
Net increase (decrease) in cash and cash equivalents		(125,125,533)	63,310,514	(93,629,898)	1,668,799
Cash and cash equivalents as at January 1,		415,755,834	352,445,320	289,709,185	288,040,386
Cash and cash equivalents as at December 31,	5	290,630,301	415,755,834	196,079,287	289,709,185
Non-cash items					
Gain (loss) on investment in equity instruments designated at fair value through other comprehensive income - net tax		4,454,352	(26,744,233)	4,454,352	(26,744,233)
Decrease in accrued dividend		-	(38,304)	-	(38,304)

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

**SEAMICO CAPITAL PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
(FORMERLY SEAMICO SECURITIES PUBLIC COMPANY LIMITED)
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2020**

1. GENERAL INFORMATION AND THE OPERATIONS OF THE COMPANY

Seamico Capital Public Company Limited (formerly Seamico Securities Public Company Limited) (the “Company”) is a public limited company incorporated and resident in Thailand. The Company converted the status to be a Public Limited Company in accordance with the Public Limited Companies Act. On August 8, 1994 and was listed on the Stock Exchange of Thailand (“SET”) on March 17, 1995. The address of its registered office is located at 18th Floor, 287 Liberty Square, Silom Road, Bangrak, Bangkok, 10500.

The Company was granted 7 licenses to operate the following securities businesses:

1. Securities Brokerage
2. Securities Trading
3. Investment Advisory Service
4. Securities Underwriting
5. On-line Securities Trading
6. Derivatives Trading
7. Securities Borrowing and Lending

On May 1, 2009, the Company transferred its business and margin loan accounts to Krungthai Zmico Securities Co., Ltd., an associated company, in accordance with a partnership plan to develop securities business with Krung Thai Bank Plc. The Company has temporarily ceased its operation on securities and derivative business since May 1, 2009 until December 31, 2011 which was approved by the Office of the Securities and Exchange Commission as the letter No. SEC.Thor. 701/2552. Subsequently, the Company was granted by the Office of the Securities and Exchange Commission to extend the suspension period for securities and derivative business operation until April 30, 2013 as the letter No. SEC.Thor. 474/2554 dated April 4, 2011. Consequently, the Company applied the approval system work flow of investment advisory service under the existing securities business license to the Office of the Securities and Exchange Commission. The Company was approved to re-operate its Investment Advisory Services According to the letter No. SEC. BorThor. 994/2556 dated on May 2, 2013 starting from May 2, 2013 onwards.

On July 11, 2018, the Company was granted by The Stock Exchange of Thailand to extend the recommencing its securities brokerage business operation to December 31, 2019 according to the letter No. BorSorChor.0002/2561.

The Company has sold the rights of membership in the Stock Exchange of Thailand to another securities company which will be effective from December 2, 2019 onwards.

The Company successfully returned the securities business licenses due to the Office of the Securities and Exchange Commission. This is because the Company has made investment in other businesses that have potential and such securities business licenses are not required which was effective since December 8, 2020 onward.

On December 17, 2020, the Company had registration to change the Company's name from "Seamico Securities Public Company Limited" to be "Seamico Capital Public Company Limited" to make it in line with the current business operation of the Company.

The Company has subsidiaries as follows:

1. Innotech Asset Management Co., Ltd. operates its business in Thailand and has been granted permission to manage mutual fund, private fund, provident fund and REIT manager.
2. Lumpini Asset Management Co., Ltd. operates its business in Thailand. The main objective of the Company is to carry out the business of purchasing or taking transfer and managing of non-performing assets of financial institution which is its commercial bank, business funding or credit foncier license to revoke include related collateral for the purpose of asset management, development and disposals.
3. SE Digital Co., Ltd. operates its business in Thailand. The main objective of the Company is to conduct digital asset business and on October 7, 2019, SE Digital Co., Ltd. has obtained an approval to operate as an ICO portal by the Office of the Securities and Exchange Commission.

Coronavirus Disease 2019 Pandemic

The Coronavirus disease 2019 ("COVID-19") pandemic is continuing to evolve, resulting in an economic slowdown and adversely impacting most businesses and industries. This situation may bring uncertainties and have an impact on the environment in which the group operates. Nevertheless, the Group's management will continue to monitor the ongoing development and regularly assess the financial impact in respect of valuation of assets, provisions and contingent liabilities.

2. BASIS FOR PREPARATION AND PRESENTATION OF THE FINANCIAL STATEMENTS

- 2.1 The Company maintains its accounting records in Thai Baht and prepares its statutory financial statements in the Thai language in conformity with Thai Financial Reporting Standards and accounting practices generally accepted in Thailand.
- 2.2 The Group's financial statements have been prepared in accordance with the Thai Accounting Standard (TAS) No. 1 "Presentation of Financial Statements", which was effective for financial periods beginning on or after January 1, 2019 onward, and the Regulation of The Stock Exchange of Thailand (SET) dated October 2, 2017, regarding the preparation and submission of financial statements and reports for the financial position and results of operations of the listed companies B.E. 2560 and the Notification of the Department of Business Development regarding "The Brief Particulars in the Financial Statement (No.3) B.E. 2562" dated December 26, 2019.

During the year 2020, the Company successfully returned the securities business licenses due to the Office of the Securities and Exchange Commission which was effective since December 8, 2020 onward. This effect to the Company's financial statement format which previously use the form of financial statement for securities companies in accordance with the regulations of the Office of the Securities and Exchange Commission change to the Notification of the Department of Business Development. The consolidated and separate statements of financial position as at December 31, 2019 and the related consolidated and separate statements of comprehensive income for the year ended December 31, 2019 have been reclassified accordingly.

The consolidated and separate statements of financial position as at December 31, 2019 have been reclassified to conform to the classification used in the consolidated and separate statements of financial position as at December 31, 2020 as follows:

	As at December 31, 2019			Unit: Baht
	CONSOLIDATED FINANCIAL STATEMENTS	SEPARATE FINANCIAL STATEMENTS	Previous Classification	New Classification
Trade and other current receivables	26,950	-	Accrued fees and service income from asset management business	Trade and other current receivables
Trade and other current receivables	24,209,296	5,317,439	Other asset	Trade and other current receivables
Other current financial asset	620,146,665	597,951,115	Investment	Other current financial asset
Other current assets	5,759,041	696,637	Other asset	Other current assets
Other non-current financial asset	179,408,519	179,408,519	Investment	Other non-current financial asset
Other non-current assets	29,045,335	4,492,589	Other asset	Other non-current assets
Trade and other-current payables	3,349	-	Accrued fees and service expenses from asset management business	Trade and other-current payables
Trade and other-current payables	174,600	174,600	Other liabilities	Trade and other-current payables
Other current liabilities	24,742,156	18,899,886	Other liabilities	Other current liabilities
Other non-current liabilities	12,034,875	12,034,875	Other liabilities	Other non-current liabilities

The consolidated and separate statements of comprehensive income for the year ended December 31, 2019 have been reclassified to conform to the classification used in the consolidated and separate statements of comprehensive income for the year ended December 31, 2020 as follows:

Unit: Baht

	For the year ended December 31, 2019		Previous Classification	New Classification
	CONSOLIDATED FINANCIAL STATEMENTS	SEPARATE FINANCIAL STATEMENTS		
Interest incomes	2,781,461	3,198,083	Gains (losses) and return on financial instruments	Interest incomes
Gains (loss) on investment	(506,619)	(506,619)	Reversal impairment loss from investments	Gains (loss) on investment
Dividend income	8,792,731	8,792,731	Gains (losses) and return on financial instruments	Dividend income
Reversal expected credit loss	39,866,201	-	Reversal impairment loss from investments	Reversal expected credit loss

2.3 Basis of consolidated financial statements

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

Company's name	Nature of business	Country of incorporation	Percentage of shareholding		Assets as a percentage to the consolidated totals		Revenues as a percentage to the consolidated totals	
			As at December 31, 2020	As at December 31, 2019	As at December 31, 2020	As at December 31, 2019	For the year ended December 31,	
			Percent	Percent	Percent	Percent	2020	2019
Innotech Asset Management Co., Ltd.	Asset Management	Thailand	100	100	3	3	2	1
Lumpini Asset Management Co., Ltd.	Purchasing or taking transfer and managing of non- performing assets of financial institution	Thailand	100	100	1	1	-	-
SE Digital Co., Ltd.	Digital asset	Thailand	100	100	14	15	55	12

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

- (e) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within owners' equity in the consolidated statement of financial position.

2.4 Separate financial statements

The separate financial statements, which present investments in subsidiaries under the cost method.

3. NEW THAI FINANCIAL REPORTING STANDARDS

3.1 Thai Financial Reporting Standards affecting the presentation and disclosure in the current period financial statements

During the year, the Group has adopted the revised and new financial reporting standards and guidelines on accounting issued by the Federation of Accounting Professions which become effective for fiscal years beginning on or after January 1, 2020. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards, with most of the changes directed towards revision of wording and terminology, and provision of interpretations and accounting guidance to users of standards. The adoption of these financial reporting standards does not have any significant impact on the Group's financial statements, except the financial reporting standards:

3.1.1 Group of Financial Instruments Standards

Thai Accounting Standards ("TAS")

TAS 32 Financial Instruments: Presentation

Thai Financial Reporting Standards ("TFRS")

TFRS 7 Financial Instruments: Disclosures

TFRS 9 Financial Instruments

Thai Financial Reporting Standard Interpretations ("TFRIC")

TFRIC 16 Hedges of a Net Investment in a Foreign Operation

TFRIC 19 Extinguishing Financial Liabilities with Equity Instruments

TFRS 9 introduced new requirements for:

- 1) The classification and measurement of financial assets and financial liabilities
- 2) Impairment of financial assets

The Company has applied TFRS 9 in accordance with the transition provisions set out in TFRS 9

1) Classification and measurement of financial assets and liabilities

The date of initial application, the Company has assessed its existing financial assets and financial liabilities in terms of the requirements of TFRS 9 is January 1, 2020. Accordingly, the Company has applied the requirements of TFRS 9 to instruments that continue to be recognized as at January 1, 2020 and has not applied the requirements to instruments that have already been derecognized as at January 1, 2020. Comparative amounts in relation to instruments that continue to be recognized as at January 1, 2020 have not been restated.

Classification and measurement of financial asset

All recognized financial assets that are within the scope of TFRS 9 are required to be measured subsequently at amortized cost or fair value on the basis of the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets, specifically:

- Debt instruments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured subsequently at amortized cost;
- Debt instruments that are held within a business model whose objective is both to collect the contractual cash flows and to sell the debt instruments, and that have contractual cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured subsequently at fair value through other comprehensive income (FVTOCI);
- All other debt investments and equity investments are measured subsequently at fair value through profit or loss (FVTPL).

Despite the a foregoing, the Company may take the following irrevocable election/designation at initial recognition of a financial asset;

- The Group may irrevocably elect to present subsequent changes in fair value of an equity investment that is neither held for trading nor contingent consideration recognized by an acquirer in a business combination in other comprehensive income.
- The Group may irrevocably designate a debt investment that meets the amortized cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

When a debt investment measured at FVTOCI is derecognized, the cumulative gain or loss previously recognized in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment.

When an equity investment designated as measured at FVTOCI is derecognized, the cumulative gain or loss previously recognized in other comprehensive income is subsequently transferred to retained earnings.

Debt instruments that are measured subsequently at amortized cost or at FVTOCI are subject to impairment.

The Group's management reviewed and assessed the Company's existing financial assets as at January 1, 2020 based on the facts and circumstances that existed at that date and concluded that the initial application of TFRS 9 has had impact on the Company's financial assets as regards their classification and measurement as the followings:

- The Group's investments in equity instruments (neither held for trading nor a contingent consideration arising from a business combination) that were previously classified as investments held as available-for-sale and were measured at fair value at each reporting date under TAS 105 "Accounting for Investments in Debt and Equity Securities" have been designated as at FVTOCI. The change in fair value on these equity instruments continues to be accumulated in the investment revaluation reserve;
- There is no change in the measurement of the Company's investments in equity instruments that are held for trading; those instruments were and continue to be measured at FVTPL;
- Investments classified as held-to-maturity under TAS 105 "Accounting for Investments in Debt and Equity Securities" and loans and receivables as they are held within a business model to collect contractual cash flows and interest on the principal amount outstanding, are measured subsequently at amortizing cost.

Classification and measurement of financial liabilities

A significant change introduced by TFRS 9 in the classification and measurement of financial liabilities relates to the accounting for changes in the fair value of a financial liability designated as at FVTPL attributable to changes in the credit risk of the issuer.

Specifically, TFRS 9 requires that the changes in the fair value of the financial liability that is attributable to changes in the credit risk of that liability be presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss, but are instead transferred to retained earnings when the financial liability is derecognized.

The application of TFRS 9 has had no impact on the classification and measurement of the Company's financial liabilities.

2) Impairment of financial assets

In relation to the impairment of financial assets, TFRS 9 requires an expected credit loss model. The expected credit loss model requires the Company and its subsidiaries to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition of the financial assets. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognized.

Specifically, TFRS 9 requires the Company and its subsidiaries to recognize a loss allowance for expected credit losses on:

(1) Debt investments measured subsequently at amortized cost or at FVTOCI

(2) Securities business receivables.

In particular, TFRS 9 requires the Company and its subsidiaries to measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses (ECL) if the credit risk on that financial instrument has increased significantly since initial recognition, or if the financial instrument is a purchased or originated credit-impaired financial asset. However, if the credit risk on a financial instrument has not increased significantly since initial recognition (except for a purchased or originated credit-impaired financial asset), the Company and its subsidiaries are required to measure the loss allowance for that financial instrument at an amount equal to 12-months ECL. TFRS 9 also requires a simplified approach for measuring the loss allowance at an amount equal to lifetime ECL for Securities business receivables in certain circumstances.

Disclosure in relation to the initial application of TFRS 9

The table below shows information relating to financial assets that have been reclassified as a result of transition to TFRS 9.

Unit : Baht

	CONSOLIDATED FINANCIAL STATEMENT		
	Previous book value by TAS105 As at December 31, 2019	Change in book value Reclassification	New book value by TFRS 9 As at January 1, 2020
Financial assets			
Fair value through profit or loss			
Balance - Trading securities (by TAS 105)	601,146,665	-	601,146,665
Add General investment (by TAS 105)	-	46,007,412	46,007,412
Total fair value through profit or loss	601,146,665	46,007,412	647,154,077
Total financial assets	601,146,665	46,007,412	647,154,077

Unit : Baht

	SEPARATE FINANCIAL STATEMENT		
	Previous book value by TAS105 As at December 31, 2019	Change in book value Reclassification	New book value by TFRS 9 As at January 1, 2020
Financial assets			
Fair value through profit or loss			
Balance - Trading securities (by TAS 105)	597,951,115	-	597,951,115
Add General investment (by TAS 105)	-	46,007,412	46,007,412
Total fair value through profit or loss	597,951,115	46,007,412	643,958,527
Total financial assets	597,951,115	46,007,412	643,958,527

3.1.2 Thai Financial Reporting Standards No. 16 “Leases” (“IFRS 16”)

IFRS 16 provides a comprehensive model for the identification of lease arrangements and their treatment in the financial statements of both lessees and lessors. This IFRS superseded the following lease Standards and Interpretations upon its effective date, which are Thai Accounting Standard No.17 “Leases”, Thai Accounting Standard Interpretation No.15 “Operating Lease - Incentives”, Thai Accounting Standard Interpretation No.27 “Evaluating the Substance of Transactions involving the Legal Form of a Lease” and Thai Financial Reporting Standard Interpretation No.4 “Determining whether an Arrangement contains a Lease”.

For lessee accounting, there are significant changes to lease accounting in this IFRS by removing the distinction between operating and finance leases under TAS 17 and requiring a lessee to recognize a right-of-use asset and a lease liability at commencement for all leases, except for short-term- leases and leases of low value assets. However, the lessor accounting treatment continues to require a lessor to classify a lease either as an operating lease or a finance lease, using the same concept as TAS 17.

The Group has applied this financial reporting standards using the cumulative catch-up approach which does not restate the comparatives and recognized the cumulative effect of initially applying IFRS 16 at January 1, 2020.

Impact of the new definition of a lease

The change in definition of a lease mainly relates to the concept of control. IFRS 16 determines whether a contract contains a lease on the basis of whether the customer has the right to control the use of an identified asset for a period of time in exchange for consideration. This is in contrast to the focus on “risk and rewards” in TAS 17 and IFRIC 4.

The Company applies the definition of a lease and related guidance set out in IFRS 16 to all lease contracts entered into or changed on or after January 1, 2020 (whether it is a lessor or a lease in the lease contract). In preparation for the first-time application IFRS 16, the Company has carried out an implementation project. The project has shown that the new definition in IFRS 16 will not significantly change the scope of contracts that meet the definition of a lease for the Company.

Impact on Lessee Accounting

IFRS 16 changes how the Company accounts for lease previously classified as operating leases under TAS 17, which were off balance sheet.

Applying IFRS 16, for all leases (except as noted below), the Company:

- 1) Recognises right-of-use assets and lease liabilities in the consolidated and separate statement of financial position, initially measured at the present value of the future lease payments, with the right-of-use asset adjusted by the amount of any prepaid or accrued lease payments in accordance with IFRS 16.
- 2) Recognises depreciation of right-of-use assets and interest on lease liabilities in the statement of comprehensive income.

- 3) Separates the total amount of cash paid into a principal portion (presented within financing activities) and interest (presented within financing activities) in the statement of cash flows.
- 4) Lease incentives (e.g. rent free period) are recognized as part of the measurement of the right-of-use assets and lease liabilities whereas under TAS 17 they resulted in the recognition of a lease incentive, amortised as a reduction of rental expenses on a straight line basis.
- 5) Under TFRS 16, right-of-use assets are tested for impairment in accordance with TAS 36.

Lease incentives (e.g. rent free period) are recognised as part of the measurement of the right-of-use assets and lease liabilities whereas under TAS 17 they resulted in the recognition of a lease incentive, amortised as a reduction of rental expenses on a straight line basis.

Under TFRS 16, right-of-use assets are tested for impairment in accordance with TAS 36.

For short-term leases (lease term of 12 months or less) and leases of low-value assets, small items, the Company has opted to recognise a lease expense on a straight-line basis as permitted by TFRS 16. This expense is presented within “other expenses” in profit or loss.

The Group has used the following practical expedients when applying the cumulative catch-up approach to leases previously classified as operating leases applying TAS 17.

- The Group has applied a single discount rate to a portfolio of leases with reasonably similar characteristics.
- The Group has elected not to recognise right-of-use assets and lease liabilities to leases for which the lease term end within 12 months of the date of initial application.
- The Group has excluded initial direct costs from the measurement of the right-of-use asset at the date of initial application.
- The Group has used hindsight when determining the lease term when the contract contains options to extend or terminate the lease.

Financial impact of the initial application of TFRS 16

The Group recognized lease liabilities in relation to leases, which had previously been classified as operating leases under the principles of TAS 17. The right-of-use assets were measured at its carrying amount as if TFRS 16 had been applied since the commencement date, but discounted using the lessee’s incremental borrowing rate at the date of initial application. These liabilities were measured at the present value of the remaining lease payments, discounted using the Company’s Group’s incremental borrowing rates. The weight average lessees incremental borrowing rate applied to lease liabilities recognized in the statement of financial position on January 1, 2020 are 3% - 5%.

The following table shows the operating lease commitments disclosed applying TAS 17 at December 31, 2019, discounted using incremental borrowing rate at the date of initial application and the lease liabilities recognized in the statement of financial position at the date of initial application.

Impact recognized as at January 1, 2020:

	CONSOLIDATED FINANCIAL STATEMENTS	Unit : Baht SEPARATE FINANCIAL STATEMENTS
Operating lease commitments disclosed as at December 31, 2019	17,961,699	9,258,831
<u>Less</u> Lease for which the underlying asset is of low value	(281,840)	(119,840)
<u>Less</u> Contracts reassessed as service agreements	(9,988,762)	(5,630,741)
	<u>7,691,097</u>	<u>3,508,250</u>
<u>Less</u> Deferred interest expenses	(3,308,274)	(1,195,399)
Additional lease liabilities from TFRS 16 adoption	4,382,823	2,312,851
Finance lease liabilities as at December 31, 2019	9,373,063	5,290,317
Lease liabilities recognized as at January 1, 2020	<u>13,755,886</u>	<u>7,603,168</u>

The recognized right-of-use assets relate to the following types of assets:

	CONSOLIDATED FINANCIAL STATEMENTS	Unit : Baht SEPARATE FINANCIAL STATEMENTS
As at January 1, 2020		
Building	12,292,497	6,018,384
Vehicles	1,276,277	-
Total right-of-use assets	<u>13,568,774</u>	<u>6,018,384</u>

As at December 31, 2020, the consolidated financial statement presented right-of-use assets included in building improvements and equipment items amounting to Baht 16.19 million (see Note 13) and lease liabilities included in other non-current liabilities amounting to Baht 16.90 million (see Note 20) in the consolidated financial statements.

As at December 31, 2020, the separated financial statement presented right-of-use assets included in building improvements and equipment items amounting to Baht 7.58 million (see Note 13) and lease liabilities included in other non-current liabilities amounting to Baht 8.96 million (see Note 20) in the separate financial statements.

In addition, the Federation of Accounting Professions has announced two Accounting Treatment Guidances, which have been announced in the Royal Gazette on April 22, 2020, detail as follows

Accounting Treatment Guidance on “The temporary relief measures for entities supporting their debtors who effected from the situations that affected Thailand’s economy”

The objective of this accounting treatment guidance is to grant the temporary relief measures for entities helping their debtors who effected from the situations that affected Thailand’s economy with the helping period during January 1, 2020 to December 31, 2021 or until there are any changes from the Bank of Thailand, which require the compliance for such changes. The entities who support their debtors and elect to apply this accounting treatment guidance should be comply with all relief measures specified in this accounting treatment guidance.

The Group has not adopted such accounting treatment guidance.

Accounting Treatment Guidance on “The temporary relief measures for additional accounting alternatives to alleviate the impacts from COVID-19 outbreak”

This accounting treatment guidance is the option for all entities applying Financial Reporting Standards for Publicly Accountable Entities. Since the preparation of financial statements during the period, which COVID-19 situation still be highly uncertainty as at the end of reporting period may cause the entities’ management to use the critical judgment in the estimation or the measurement and recognition of accounting transactions. Objective of this accounting treatment guidance is to alleviate some of the impact of applying certain financial reporting standards, and to provide clarification about accounting treatments during the period of uncertainty relating to this situation. The entities can apply this accounting treatment guidance for the preparation of financial statements with the reporting period ending within the period from January 1, 2020 to December 31, 2020.

The Group has elected to apply the following temporary relief measures

- Not to account for any reduction in lease payments by lessors as a lease modification, with the lease liabilities that come due in each period reduced in proportion to the reduction and depreciation of right-of-use assets and interest on lease liabilities recognised in each period reversed in proportion to the reduction, with any differences then recognised in profit or loss.
- Not to consider the COVID-19 situation as an indication that an asset may be impaired in accordance with TAS 36, Impairment of Assets.
- Not to use information relating to the COVID-19 situation that may affect the cash flow forecasts used in testing impairment of investment in associated companies.

3.2 Thai Financial Reporting Standard No.16 “Leases”

TFRS 16 has been amended for the Rent Concessions related to COVID-19, which is effective from 1 June 2020 with earlier application permitted. The amendment permits lessees, as a practical expedient, not to assess whether rent concessions that occur as a direct consequence of the COVID-19 pandemic and meet specified conditions are lease modifications and, instead, to account for those rent concessions as if they were not lease modifications. In addition, the revised TFRS 16 also added the requirements for the temporary exception arising from interest rate benchmark reform, which an entity shall apply these amendments for annual reporting periods beginning on or after January 1, 2022 with earlier application permitted. This revised TFRS 16 has been announced in the Royal Gazette on January 27, 2021.

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

The Federation of Accounting Professions has issued the Notification regarding Thai Accounting Standards, Thai Financial Reporting Standards, Thai Accounting Standards Interpretation and Thai Financial Reporting Standard Interpretation, which have been announced in the Royal Gazette and will be effective for the financial statements for the period beginning on or after January 1, 2021 onwards. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards, with most of the changes directed towards revisions to references to the Conceptual Framework in TFRSs, except for the revisions of definitions and accounting requirements as follows:

Conceptual Framework for Financial Reporting

The revised Conceptual Framework for Financial Reporting consisted of the revised definitions and recognition criteria of asset and liability as well as new guidance on measurement, derecognition of asset and liability, presentation and disclosure. In addition, this Conceptual Framework for Financial Reporting clearly clarifies management's stewardship of the entity's economic resources, prudence, and measurement uncertainty of financial information.

Definition of Business

The revised Thai Financial Reporting Standard No.3 "Business Combinations" clearly clarifies the definition of business and introduce an optional concentration test. Under the optional concentration test, the acquired set of activities and assets is not a business if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar assets. This revised financial reporting standard requires prospective method for such amendment. Earlier application is permitted.

Definition of Materiality

The revised definition of materiality resulted in the amendment of Thai Accounting Standards No.1 "Presentation of Financial Statements" and Thai Accounting Standards No.8 "Accounting Policies, Changes in Accounting Estimates and Errors", including other financial reporting standards which refer to materiality. This amendment is intended to make the definition of material to comply with the Conceptual Framework which requires prospective method for such amendment. Earlier application is permitted.

The Interest Rate Reform

Due to the interest rate reform, there are the amendments of specific hedge accounting requirements in Thai Financial Reporting Standard No.9 "Financial Instruments" and Thai Financial Reporting Standard No.7 "Financial Instruments: Disclosures".

The Group's management will adopt such TFRSs in the preparation of the Group's financial statements when it becomes effective. The Group's management has assessed the impact of these TFRSs and considered that the adoption of these financial reporting standards does not have any material impact on the financial statements of the Group in the period of initial application.

4. SIGNIFICANT ACCOUNTING POLICIES

4.1 Revenue and expense recognition

4.1.1 Fees and services income

Fee from digital asset business

ICO portal fee income is recognized when the Company has satisfied its performance obligation in providing the promised service to the customer, and recognized based on contractual rate agreed with customers. Accordingly, the revenue is recognized at over time.

Fund management fee income

Management fee is recognized as a performance obligation satisfied over time which is charged at a percentage of the net asset value of the funds, on the basis stipulated in each fund's agreements.

Selling agent fee

Selling agent fee is comprised of commission income from front end fee and back end fee which are recognized on completion of the transaction, and retaining fee income which is recognized when service rendered over the period of time.

Bond representative fee

Bond representative fee is recognized as a performance obligation satisfied over time, and recognized based on contractual rate agreed with customers.

4.1.2 Gain (loss) on trading in securities

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

4.1.3 Interest and dividend on investments in securities

Interest on investments is recognized as income on an accrual basis. Dividend on investments is recognized as income when the dividend is declared.

4.1.4 Expenses

Expenses are recognized on an accrual basis.

4.2 Interest on borrowing

Interest on borrowing is recognized as an expense on an accrual basis based on the effective interest rate.

4.3 Recognition and amortization of customer deposits

Money which customers have placed with the Company in cash accounts and credit balance for securities trading is recorded as the assets and liabilities of the Company for internal control purposes. At the end of reporting period, the Company writes these amounts off from both assets and liabilities and presents only assets and liabilities which belong to the Company.

4.4 Cash and cash equivalents

Cash and cash equivalents include cash on hand, current accounts, saving accounts, time deposit with original maturity not more than 3 months and without commitments, call note receivables and term note receivables with original maturity not more than 3 months.

4.5 Trade and other current receivables

Trade receivables, other receivables are stated at their invoice value less allowance for expected credit losses.

The allowance for expected credit losses has disclosed in Note 4.6.

4.6 Financial instruments

Policies applicable from January 1, 2020

Financial assets and financial liabilities are recognized in the consolidated statement of financial position when the group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

Financial assets

All recognized financial assets are measured subsequently in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

Classification and measurement of financial assets

All recognized financial assets that are within the scope of TFRS 9 are required to be measured subsequently at amortized cost or fair value on the basis of the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets, specifically:

- Debt instruments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured subsequently at amortized cost;
- Debt instruments that are held within a business model whose objective is both to collect the contractual cash flows and to sell the debt instruments, and that have contractual cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured subsequently at fair value through other comprehensive income (FVTOCI);
- All other debt investments and equity investments are measured subsequently at fair value through profit or loss (FVTPL).

Despite the a foregoing, the Company may take the following irrevocable election/designation at initial recognition of a financial asset;

- The Group may irrevocably elect to present subsequent changes in fair value of an equity investment that is neither held for trading nor contingent consideration recognized by an acquirer in a business combination in other comprehensive income
- The Group may irrevocably designate a debt investment that meets the amortized cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch,

When a debt investment measured at FVTOCI is derecognized, the cumulative gain or loss previously recognized in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment. When an equity investment designated as measured at FVTOCI is derecognized, the cumulative gain or loss previously recognized in other comprehensive income is subsequently transferred to retained earnings.

Debt instruments that are measured subsequently at amortized cost or at FVTOCI are subject to impairment. The Group's management reviewed and assessed the Company's existing financial assets as at January 1, 2020 based on the facts and circumstances that existed at that date and concluded that the initial application of TFRS 9 has had impact on the Company's financial assets as regards their classification and measurement as the followings:

- The Group's investments in equity instruments (neither held for trading nor a contingent consideration arising from a business combination) that were previously classified as investments held as available-for-sale and were measured at fair value at each reporting date under TAS 105 "Accounting for Investments in Debt and Equity Securities" have been designated as at FVTOCI. The change in fair value on these equity instruments continues to be accumulated in the investment revaluation reserve;
- There is no change in the measurement of the Group's investments in equity instruments that are held for trading; those instruments were and continue to be measured at FVTPL;
- Investments classified as held-to-maturity under TAS 105 "Accounting for Investments in Debt and Equity Securities" and loans and receivables as they are held within a business model to collect contractual cash flows and interest on the principal amount outstanding, are measured subsequently at amortizing cost.

Classification and measurement of financial liabilities

- A significant change introduced by TFRS 9 in the classification and measurement of financial liabilities relates to the accounting for changes in the fair value of a financial liability designated as at FVTPL attributable to changes in the credit risk of the issuer.

- Specifically, TFRS 9 requires that the changes in the fair value of the financial liability that is attributable to changes in the credit risk of that liability be presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liability's credit risk are not subsequently reclassified to profit or loss, but are instead transferred to retained earnings when the financial liability is derecognized.
- The application of TFRS 9 has had no impact on the classification and measurement of the Group's financial liabilities.

Impairment of financial assets

The Group recognizes a loss allowance for expected credit losses on investments in debt instruments that are measured at amortized cost. The amount of expected credit losses is updated at each reporting period date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group recognizes allowance for lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month ECL. Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

(i) Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognized in profit or loss.

(ii) Measurement and recognition of expected credit losses

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. As for the exposure at default, for financial assets, this is represented by the asset's gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

For financial assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate. For a lease receivable, the cash flows used for determining the expected credit losses is consistent with the cash flows used in measuring the lease receivable in accordance with TFRS 16 “Leases”.

For a financial guarantee contracts, as the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed, the expected loss allowance is the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Company measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Group recognizes an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVTOCI, for which the loss allowance is recognized in other comprehensive income and accumulated in the investment revaluation reserve, and does not reduce the carrying amount of the financial asset in the statement of financial position.

Derecognition of financial assets

The Group derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

On derecognition of a financial asset measured at amortized cost, the difference between the asset’s carrying amount and the sum of the consideration received and receivable is recognized in profit or loss. In addition, on derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is reclassified to profit or loss. In contrast, on derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to retained earnings.

Financial liabilities

All financial liabilities are measured subsequently at amortized cost using the effective interest method.

Policies applicable before January 1, 2020

The allowance for doubtful accounts on securities business receivables is based on management's review and assessment of the status of individual debtor and overall debtors as well as the requirements as stated in the Office of the Securities and Exchange Commission's Notifications No. Kor Thor. 33/2543 and Kor Thor. 5/2544 dated August 25, 2000 and February 15, 2001, respectively. Such assessment takes into consideration various factors including the risks involved and the value of collateral.

The Company has provided an allowance for doubtful debts based on a review of debtor's repayment capability, taking into consideration risk in recovery and value of collateral. An allowance will be set aside for doubtful debts not fully covered by collateral and/or debtors which are expectable not to be recovered in full. Such debt classifications and provisions are in accordance with guidelines of the Office of the Securities and Exchange Commission as follows:

- a) Assets classified as loss are to satisfy the following criteria:
 - 1) Loan balances which the Company has already made every effort to collect, but which remain unpaid and which the Company has already written off in accordance with tax law
 - 2) Loan balances which the Company has forgiven
- b) Doubtful debt is defined as the uncollateralized portion of the value of a debt which meets the following criteria:
 - 1) General loans, problem financial institution loans, and other loans for which the collateral value is less than the loan balance
 - 2) Installment loans with repayments scheduled less frequently than every 3 months and for which principal or interest is overdue by more than 3 months
 - 3) Installment loans with repayments scheduled no less frequently than every 3 months, unless there is clear evidence and a high degree of certainty that full repayment will be received
- c) Substandard debt is defined as the collateralized portion of loans which meet the criteria in b).

Loans classified as loss will be written off when identified. Provision will be set aside for loans classified as doubtful at not less than 100% of the loan balances.

Policies applicable before January 1, 2020

Investments in debt and equity securities

Investments in securities held for trading are determined at fair value. Gain or loss arising from change in value of securities is included in the statements of comprehensive income.

Investments in available-for-sale securities, both held for short-term and long-term investments, are determined at fair value. The change in value of securities is recorded in other components of equity until securities are sold, then, the change shall be included in the profit or loss in statement of comprehensive income.

Investments in debt securities due within one year and expected to be held to maturity are determined at amortized cost.

The premium/discount on debt securities is amortized using the effective rate method with the amortized amount presented as an adjustment to interest income.

Investments in non-marketable equity securities, which the Company holds as general investments, are valued at cost, net of allowance for impairment (if any).

Gains and losses on sale of investments are determined by the weighted average method and recognized in the statements of comprehensive income.

Loss on impairment (if any) of investments in available-for-sale securities and general investments are included in statement of comprehensive income when the carrying amount exceeds its recoverable value.

The fair value of marketable securities is based on the latest bid price of the last working day of the period as quoted on the Stock Exchange of Thailand. The fair value of unit trust is determined from its net asset value. The fair value of debentures is calculated by using the latest bid yield as quoted by the Thai Bond Market Association.

4.7 Investments in subsidiaries and associated companies

Investments in subsidiaries and associated companies are accounted for under the cost method in the separate financial statement net of allowances for impairment (if any).

Investments in subsidiaries and associated companies are accounted for under the equity method in the consolidated financial statements.

4.8 Securities business receivables and allowance for expected credit loss

Securities business receivables comprise three categories which are receivables from securities businesses of cash accounts, loan for securities purchases and other receivables. Receivables from securities businesses of cash accounts are the receivables that were derived from cash settlements within 2 working days and 1 working day, respectively, after the securities purchasing date. Loans for securities purchases are accounts that debtors are granted loans for securities purchasing with collaterals at the rate which is not lower than the rate required by the Stock Exchange of Thailand. Other receivables include overdue receivables from securities and derivatives businesses of cash accounts and restructured or installment receivables.

4.9 Building improvement and equipment

Building improvement and equipment are stated at cost less accumulated depreciation.

Depreciation is calculated by reference to its cost on a straight-line basis over the following estimated useful lives:

Building improvement	5 years
Office equipment	3 - 5 years
Vehicles	5 years
Right-of-use assets	3 - 5 years

Impairment

At the end of reporting period, the Group reviews whether there is an indicator indicating that the assets are impaired. In case there is an indicator, the Group will estimate the recoverable amount of such assets. Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognized as an expense immediately.

Gains and losses on disposals are determined by comparing proceeds with carrying amount of building improvement and equipment. These are included in the statements of comprehensive income.

4.10 Other intangible assets other than goodwill

Intangible assets with definite useful life are stated at cost less accumulated amortization.

Amortization is charged to the statements of comprehensive income on a straight-line basis over its estimated useful life as follow:

Deferred REIT license fees	5 years
Computer software	2 - 5 years

Intangible assets with indefinite useful life consist of other deferred license fees and Digital token which are tested for impairment annually and whenever there is an indication that the intangible assets may be impaired and allowance for impairment is recognized (if any).

4.11 Assets classified as held for sale

Assets are classified as assets held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and the assets are available for immediate sale in its present condition.

Assets held for sale consist of immovable property which is stated at the lower of cost or fair value after deducting cost to sell. Loss on impairment will be recorded as expense in the statements of comprehensive income.

Gain or loss on disposals of assets classified as held for sale is recognized in the statements of comprehensive income at the date of disposal.

4.12 Leases

The Group has applied TFRS 16 using the cumulative catch-up approach and therefore comparative information has not been restated and is presented under TAS 17. The details of accounting policies under both TAS 17 and TFRS 16 are as follows.

Policies applicable from January 1, 2020

The Group as lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Company recognizes a right-of-use asset and corresponding lease liability with respect to all lease arrangements in which it is the lease, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leases assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrowing rate.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Company expects to exercise a purchase option, the related right-of-use is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The Group applies TAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the “Building improvements and equipment” policy.

Variable rents that do not depend on an index or rate are not included in the measurement the lease liability and the right-of-use asset. The related payments are recognized as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line “Other expenses” in profit or loss.

Policies applicable before January 1, 2020

Long-term lease

4.12.1 Operating lease

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

4.12.2 Finance lease

Lease in which substantially all the risks and rewards of ownership other than legal title are transferred to the Group is accounted for as finance lease. At inception, the fair value of the leased assets is recorded together with the obligation. The leased assets are depreciated using term of contract. Interest or financial charge is recognized by effective interest rate method over the term of contracts. Interest or financial charge and depreciation are recognized as expenses in the statements of comprehensive income.

4.13 Non-current provisions for employee benefit

4.13.1 Provident fund

The Group set up a provident fund which is a defined contribution plan. Assets of the provident fund have been separated from assets of the Company and its subsidiaries and managed by the fund manager. The fund has been contributed by the employee and also the Company and its subsidiaries. The contributions for provident fund are recorded as expenses in the statements of comprehensive income for the period they incur.

4.13.2 Post-employment benefits

The Group operate post-employment benefits plans under the Thai Labor Protection Act and the Company's retirement benefits plan. Such employee benefits are calculated based on actuarial assumptions at the end of reporting period using Projected Unit Credit Method, which is estimated based on the present value of expected cash flows of benefits to be paid in the future taken into account the actuarial assumptions, including salaries, turnover rate, mortality rate, years of service and other factors. Discount rate used in calculation of the post-employment benefits obligation is referred from the yield curve of government bond. Gains or losses from changes in estimate are recognized as other comprehensive income in the statements of comprehensive income for the period they incur. Expenses related to employee benefits are recognized in the statements of comprehensive income in order to allocate such costs throughout the service period.

Past service cost related to the plan amendment is recognized as an expense in the income statement when the plan amendment is effective.

4.13.3 Unused paid vacation leave

The Group recognize the expected cost of short-term employee benefits in the form of accumulating unused paid vacation leave when the employees render service that increases their entitlement to future paid vacation leave. The expected cost of accumulating unused paid vacation leave is measured as the additional amount that the Company and its subsidiaries expect to pay as a result of the unused entitlement that has accumulated at the end of the reporting period.

4.14 Provisions

The Company and its subsidiaries recognize provisions in the financial statements when the amount of the liability can be reliable estimated and it is current commitment that is probable that loss of resources which are of economic benefit to the Company and its subsidiaries will result from settlement of such commitments.

4.15 Income tax

Income tax comprises current income tax and deferred income tax.

4.15.1 Current income tax

Current income tax is the amount income tax expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

4.15.2 Deferred income tax

Deferred income tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax basis used in the computation of taxable profit (tax base). The Company and its subsidiaries generally recognize deferred tax liabilities for all taxable temporary differences, and deferred tax assets are generally recognized for temporary differences to the extent that it is probable that taxable profits will be available against which those temporary differences can be utilized. The carrying amount of deferred tax assets is reviewed at the reporting date. Deferred tax asset shall be reduced to the extent that utilized taxable profits are decreased. Any such reduction shall be reversed to the extent that it becomes probable that sufficient taxable profit will be available to allow total or part of the asset to be recovered by the Company and its subsidiaries. The Company and its subsidiaries do not recognize deferred tax assets and liabilities for the goodwill.

The Company and its subsidiaries measure deferred tax assets and liabilities at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates that have been enacted or substantively enacted at the end of the reporting period.

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

The Company and its subsidiaries present income tax expenses or income related to profit or loss in the statement of comprehensive income. Current income taxes and deferred taxes related to items recognized directly in other comprehensive income in equity in the same or different period are recognized directly in other comprehensive income.

4.16 Earnings (loss) per share

Basic earnings (loss) per share are determined by dividing net income (loss) for the period by the weighted average number of ordinary shares held by outside parties outstanding during the period.

During the periods, the Company has no potential ordinary share for calculating diluted earnings (loss) per share.

4.17 Foreign currency translation

Foreign currency transactions are translated into Thai Baht using the exchange rates prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currency at the end of reporting period are translated to Thai Baht at the exchange rate prevailing at the end of reporting period. Gain and loss resulting from the settlement of foreign currency transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognized in the statements of comprehensive income.

4.18 Related parties

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the Company, including holding companies, subsidiaries and fellow subsidiaries are related parties of the Company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Company and closed members of family of these individuals and companies associated with these individuals also constitute related parties.

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

4.19 Critical accounting judgments and key source of estimation uncertainty

4.19.1 Use of management's critical judgments in applying accounting policies

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

4.19.2 Key sources of estimation uncertainty

The Group have estimates with the assumptions concerning the future. Although these estimates are based on management's reasonable consideration of current events, actual results may differ from these estimates. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are outlined below.

Fair value measurements and valuation processes

Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. The Company's management has to determine the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of an asset or liability, the Company uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group uses other observable information either directly or indirectly.

Information about valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed in Note 38.2.5.

Impairment of Investments in subsidiaries and associated companies

Determining whether investments in subsidiaries and associated companies is impaired requires an estimation of the value in use of the cash-generating. The value-in-use calculation requires the Company's management to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value where the actual future cash flows are less than expected, an impairment loss may arise.

Calculation of recoverable amount

In the calculation of recoverable amount, the Group's management estimated the future cash flows 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. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

4.20 Fair value measurements

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

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

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

5. CASH AND CASH EQUIVALENTS

Cash and cash equivalents as at December 31, consist of:

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	As at	As at	As at	As at
	December 31, 2020 Baht	December 31, 2019 Baht	December 31, 2020 Baht	December 31, 2019 Baht
Cash, short-term deposits and promissory notes with original maturity less than 3 months	294,889,928	427,917,336	200,323,597	301,820,064
<u>Less</u> Cash deposits held for customers*	<u>(4,259,627)</u>	<u>(12,161,502)</u>	<u>(4,244,310)</u>	<u>(12,110,879)</u>
Total cash and cash equivalents	<u>290,630,301</u>	<u>415,755,834</u>	<u>196,079,287</u>	<u>289,709,185</u>

(* According to the announcement of the SEC, deposit accounts for the customers are not required to present as assets and liabilities in the financial statements)

As at December 31, 2020 and 2019, the Company had deposits at financial institutions held for customers in the consolidated statements of financial position in amounting to Baht 4.26 million and Baht 12.16 million, respectively, and the separate statements of financial position in amounting to Baht 4.24 million and Baht 12.11 million, respectively, which the Company must return to the customers at call.

As at December 31, 2020 and 2019, the securities business customers with outstanding balance of 398 accounts and 425 accounts, respectively, which were transferred to Krungthai Zmico Securities Co., Ltd. (see Note 39), have not yet returned the open account agreements for securities trading to Krungthai Zmico Securities Co., Ltd. Such customers have deposits for securities trading of Baht 4.24 million and Baht 4.28 million, respectively, and shares with the values of Baht 82.31 million and Baht 103.73 million, respectively. However, when the customers have returned the open account agreements for securities trading to Krungthai Zmico Securities Co., Ltd., the assets of these customers will be returned to Krungthai Zmico Securities Co., Ltd.

The Company successfully returned the securities business license to the Securities and Exchange Commission. Therefore, the Company is currently proceeding to enter into a contract in light of transferring and depositing of the remaining assets of existing clients with an assigned securities company.

6. TRADE AND OTHER CURRENT RECEIVABLES

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	As at December 31, 2020 Baht	As at December 31, 2019 Baht	As at December 31, 2020 Baht	As at December 31, 2019 Baht
Trade receivables	31,820,526	24,209,296	-	5,317,439
Accrued fees and service income from asset management business	192,236	26,950	-	-
Total trade and other current receivables	<u>32,012,762</u>	<u>24,236,246</u>	<u>-</u>	<u>5,317,439</u>

7. SHORT-TERM LOANS TO RELATED PARTIES

The Company has short-term loans to a subsidiary which without collateral and the details are as follows:

SEPARATE FINANCIAL STATEMENTS						
As at December 31, 2019						
	Interest Rate Per annum (%)	Contract Date	Maturity Date	Principle Amount Baht	Accrued Interest Baht	Total Baht
Loan	5.00	September 24, 2019	July 16, 2020	19,000,000	256,967	19,256,967
Total				<u>19,000,000</u>	<u>256,967</u>	<u>19,256,967</u>

(The separate financial statements as at December 31, 2020: Nil)

8. FINANCIAL ASSETS

8.1 The Company has other current financial assets which are non-collateralised investments as follows:

	CONSOLIDATED FINANCIAL STATEMENTS As at December 31, 2020 Baht
Investments, fair value through profit or loss	
Equity securities	
Listed securities	39,385,562
Unit trust	35,054,549
Total equity securities	<u>74,440,111</u>
Debt securities	
Bill of exchange	589,893,904
Unit trust	1,362,726
Corporate debt securities	3,416,174
Total debt securities	<u>594,672,804</u>
Total investments, fair value through profit or loss	<u>669,112,915</u>
Total other current financial assets	<u>669,112,915</u>
	Unit : Baht SEPARATE FINANCIAL STATEMENTS As at December 31, 2020 Baht
Investments, fair value through profit or loss	
Equity securities	
Listed securities	39,385,562
Unit trust	15,034,024
Total equity securities	<u>54,419,586</u>
Debt securities	
Bill of exchange	589,893,904
Unit trust	1,362,726
Total debt securities	<u>591,256,630</u>
Total investments, fair value through profit or loss	<u>645,676,216</u>
Total other current financial assets	<u>645,676,216</u>

As at December 31, 2019, The Company has investments in debt and equity securities classified by investment type as follows:

CONSOLIDATED FINANCIAL STATEMENTS As at December 31, 2019		
	Cost/ Book value Baht	Fair value Baht
<u>Trading securities</u>		
Equity securities - Listed securities	35,951,541	14,148,784
Debt securities - Corporate bond	3,195,550	3,195,550
Debt securities - Bill of exchange	580,352,376	583,802,331
Total	<u>619,499,467</u>	<u>601,146,665</u>
<u>Less</u> Revaluation adjustments	(18,352,802)	-
Total trading securities	<u>601,146,665</u>	<u>601,146,665</u>
<u>Held-to-maturity investments</u>		
Deposits at financial institutions	19,000,000	19,000,000
Total held-to-maturity investments	<u>19,000,000</u>	<u>19,000,000</u>
Total investments	<u><u>620,146,665</u></u>	<u><u>620,146,665</u></u>

SEPARATE FINANCIAL STATEMENTS As at December 31, 2019		
	Cost/ Book value Baht	Fair value Baht
<u>Trading securities</u>		
Equity securities - Listed securities	35,951,541	14,148,784
Debt securities - Bill of exchange	580,352,376	583,802,331
Total	<u>616,303,917</u>	<u>597,951,115</u>
<u>Less</u> Revaluation adjustments	(18,352,802)	-
Total trading securities	<u>597,951,115</u>	<u>597,951,115</u>
Total investments	<u><u>597,951,115</u></u>	<u><u>597,951,115</u></u>

8.2 The Company has other non-current financial assets which are non-collateralised investments as follows:

	CONSOLIDATED FINANCIAL STATEMENTS As at December 31, 2020 Baht
1. Investments, fair value through profit or loss	
Equity securities	
Ordinary shares	45,873,311
Total equity securities	<u>45,873,311</u>
Total investments, fair value through profit or loss	<u>45,873,311</u>
2. Investments, fair value through other comprehensive income	
Listed securities	123,422,415
Total investments, fair value through other comprehensive income	<u>123,422,415</u>
3. Investments, amortized cost securities	
Bill of exchange	15,399,654
<u>Less</u> Allowances for expected credit loss	<u>(15,399,654)</u>
Total investments, amortised cost securities	-
Total other non-current financial assets	<u><u>169,295,726</u></u>
	SEPERATE FINANCIAL STATEMENTS As at December 31, 2020 Baht
1. Investments, fair value through profit or loss	
Equity securities	
Ordinary shares	45,873,311
Total equity securities	<u>45,873,311</u>
Total investments, fair value through profit or loss	<u>45,873,311</u>
2. Investments, fair value through other comprehensive income	
Listed securities	123,422,415
Total investments, fair value through other comprehensive income	<u>123,422,415</u>
Total other non-current financial assets	<u><u>169,295,726</u></u>

As at December 31, 2019, The Company has investments in debt and equity securities classified by investment type as follows:

CONSOLIDATED FINANCIAL STATEMENTS As at December 31, 2019		
	Cost/ Book value Baht	Fair value Baht
<u>Trading securities</u>		
Debt securities - Bill of exchange	65,133,799	-
Total	65,133,799	-
<u>Less</u> Allowance for impairment	(65,133,799)	-
Total trading securities	-	-
<u>Available-for-sale securities</u>		
Equity securities - Listed securities	168,559,655	133,401,107
<u>Less</u> Revaluation adjustments	(35,158,548)	-
Total available-for-sale securities	133,401,107	133,401,107
<u>General investments</u>		
Ordinary shares	51,607,203	45,882,412
Preference shares	125,000	125,000
Total	51,732,203	46,007,412
<u>Less</u> Allowance for impairment	(5,724,791)	-
Total general investments	46,007,412	46,007,412
Total investments	179,408,519	179,408,519

SEPARATE FINANCIAL STATEMENTS As at December 31, 2019		
	Cost/ Book value Baht	Fair value Baht
<u>Available-for-sale securities</u>		
Equity securities - Listed securities	168,559,655	133,401,107
<u>Less</u> Revaluation adjustments	(35,158,548)	-
Total available-for-sale securities	133,401,107	133,401,107
<u>General investments</u>		
Ordinary shares	51,607,203	45,882,412
Preference shares	125,000	125,000
Total	51,732,203	46,007,412
<u>Less</u> Allowance for impairment	(5,724,791)	-
Total general investments	46,007,412	46,007,412
Total investments	179,408,519	179,408,519

8.3 Deposit at financial institutions and debt securities classified by remaining periods to maturity

				Unit: Baht
CONSOLIDATED FINANCIAL STATEMENTS				
As at December 31, 2019				
	Within 1 year	1 - 5 years	Over 5 years	Total
Certificate of deposits	19,000,000	-	-	19,000,000
Total	<u>19,000,000</u>	<u>-</u>	<u>-</u>	<u>19,000,000</u>

(The consolidated financial statement and separate financial statements as at December 31, 2020: Nil and the separate financial statements December 31, 2019: Nil)

8.4 Gain (loss) on re-measuring available-for-sale investments recognized in owners' equity

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	As at	As at	As at	As at
	December 31,	December 31,	December 31,	December 31,
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
Beginning balance of the period	(26,744,233)	(12,873,149)	(26,744,233)	(12,873,149)
Changes during the period				
- from re-measuring of investments	38,998,231	(17,338,855)	38,998,231	(17,338,855)
- from deferred tax adjustment	<u>(7,799,646)</u>	<u>3,467,771</u>	<u>(7,799,646)</u>	<u>3,467,771</u>
Ending balance of the period	<u>4,454,352</u>	<u>(26,744,233)</u>	<u>4,454,352</u>	<u>(26,744,233)</u>

8.5 Investment in equity instruments designated at fair value through other comprehensive income was as follow:

					Unit: Baht
CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS					
As at December 31, 2020					
Investments	Reason for use of alternative in presentation as mentioned	Fair value	Dividend received for the year	Retained earnings (deficit) transferred in owner's equity	Reason to transfer
Thai Foods Group Plc.	Intention to held in long-term period	84,700,000	4,868,709	-	-
Charn Issara Development Plc.	Intention to held in long-term period	18,209,250	382,075	-	-
Others	Intention to held in long-term period	20,513,165	1,628,624	-	-
Total		<u>123,422,415</u>	<u>6,879,408</u>	<u>-</u>	

During the year 2020, the Company writes off investments as follows:

Write - off items :	Fair value at write - off date	Dividend received	Retained earning or Retained losses from write - off	Unit : Baht
				Reason to transfer
Yeah1 Group Corporation	8,179,791	-	(41,101,537)	Sold
Other	19,425,427	6,457,207	7,539,847	Sold
Total	27,605,218	6,457,207	(33,561,690)	

9. OTHER CURRENT ASSETS

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	As at	As at	As at	As at
	December 31,	December 31,	December 31,	December 31,
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
Accrued interest income	699,906	230,455	121,447	-
Prepaid insurance	144,027	806,547	144,027	149,160
Prepaid repair and maintenance	345,648	229,687	-	-
Prepaid SET fee	152,846	153,270	152,846	153,270
Prepaid other	1,121,758	801,837	113,493	260,379
Value-added-tax receivable	7,262,796	2,966,746	-	-
Others	322,727	570,499	2,916	133,828
Total	10,049,708	5,759,041	534,729	696,637

10. SECURITIES BUSINESS RECEIVABLES

The Company has securities business receivables as follows:

	Unit : Baht	
	CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS	
	As at	As at
	December 31,	December 31,
	2020	2019
Other receivables		
Receivables under litigation	34,374,206	42,548,314
Total securities business receivables	34,374,206	42,548,314
<u>Less</u> Allowance for expected credit loss	(34,374,206)	(42,548,314)
Total	-	-

Classification of securities business receivables and allowance for expected credit loss was as follow:

Unit : Baht

CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
As at December 31, 2020

	Securities business receivables and accrued interest receivables	Exposure at default for expected credit loss	Allowance for expected credit loss
<u>Securities business receivables</u>			
Performing debts	-	-	-
Under-performing debts	-	-	-
Non-performing debts	34,374,206	34,374,206	34,374,206
Total	34,374,206	34,374,206	34,374,206

Unit : Baht

CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
As at December 31, 2019

	Securities business receivables and accrued interest receivables	Allowance for doubtful account	Securities business receivables and accrued interest receivables
Normal debts	-	-	-
Substandard debts	-	-	-
Doubtful debts	42,548,314	(42,548,314)	-
Total	42,548,314	(42,548,314)	-

11. ALLOWANCE FOR EXPECTED CREDIT LOSS

Allowances for expected credit loss as at December 31, 2020 consisted of the following:

Unit : Baht

	CONSOLIDATED FINANCIAL STATEMENT			
	Allowance for performing	Allowance for under- performing	Allowance for non-performing	Total
<u>Securities business receivables</u>				
Beginning balance	-	-	42,548,314	42,548,314
Change in allowance for ECL during the period	-	-	(8,174,108)	(8,174,108)
Ending balance	-	-	34,374,206	34,374,206
<u>Debt securities are measured at amortized cost</u>				
Beginning balance	-	-	65,133,799	65,133,799
Change in allowance for ECL during the period	-	-	(49,734,145)	(49,734,145)
Ending balance	-	-	15,399,654	15,399,654

Unit : Baht

	SEPARATE FINANCIAL STATEMENT			
	Allowance for performing	Allowance for under-performing	Allowance for non-performing	Total
<u>Securities business receivables</u>				
Beginning balance	-	-	42,548,314	42,548,314
Change in allowance for ECL during the period	-	-	(8,174,108)	(8,174,108)
Ending balance	-	-	34,374,206	34,374,206

Allowances for doubtful accounts as at December 31, 2019 consisted of the following:

Unit: Baht

CONSOLIDATED AND SEPARATE
FINANCIAL STATEMENTS
December 31, 2019

<u>Securities business receivables</u>	
Balances - beginning of the year	62,605,839
<u>Less</u> Reversal of allowances for doubtful accounts during the year	(20,057,525)
Balances - ending of the year	<u>42,548,314</u>

12. INVESTMENTS IN SUBSIDIARIES AND ASSOCIATED COMPANIES

The Company's investments in its subsidiaries and associated companies, which are companies registered under Thai laws and operating in Thailand, are summarized below:

Company name	Type of business	Type of shares	Paid-up capital		% of voting right		Cost method		Equity method		
			As at	As at	As at	As at	As at	As at	As at	As at	
			invested	December 31,	December 31,	December 31,	December 31,	December 31,	December 31,	December 31,	December 31,
			2020	2019	2020	2019	2020	2019	2020	2019	
		Million Baht	Million Baht	%	%	Million Baht	Million Baht	Million Baht	Million Baht		
Associate											
Krungthai Zmico											
Securities Co., Ltd	Securities business	Ordinary share	2,137.8	2,137.8	49.71	49.71	1,244.1	1,244.1	1,387.2	1,297.8	
Scentimental (Thailand) Co., Ltd	Import and whole sale perfume	Export Retail									
Absolute Yoga Co., Ltd	cosmetics	Ordinary share	100.0	100.0	26.00	26.00	26.0	26.0	11.7	15.4	
	Yoga Studio, Food and hotel business	Ordinary share	60.0	60.0	30.00	30.00	217.8	217.8	188.3	197.2	
							<u>1,487.9</u>	<u>1,487.9</u>	<u>1,587.2</u>	<u>1,510.4</u>	

SEPARATE FINANCIAL STATEMENTS

Company name	Type of business	Type of shares invested	Paid-up capital		% of voting right		Cost method		Equity method	
			As at							
			December 31, 2020	December 31, 2019						
			Million Baht	Million Baht	%	%	Million Baht	Million Baht	Million Baht	Million Baht
Subsidiaries										
Innotech Asset Management Co., Ltd.	Mutual, private and provident fund	Ordinary share	67.6	112.7	100.00	100.00	275.8	275.8	72.2	63.8
Lumpini Asset Management Co., Ltd.	Purchasing or taking transfer and managing of non-performing asset of financial institution	Ordinary share	25.0	25.0	100.00	100.00	25.0	25.0	21.9	24.2
SE Digital Co., Ltd.	Digital Assets	Ordinary share	475.0	475.0	100.00	100.00	475.0	475.0	387.1	442.7
<u>Less</u> Allowance for impairment							(203.6)	(212.0)	-	-
							<u>572.2</u>	<u>563.8</u>	<u>481.2</u>	<u>530.7</u>
Associate										
Krungthai ZMICO Securities Co., Ltd.	Securities business	Ordinary share	2,137.8	2,137.8	49.71	49.71	1,244.1	1,244.1	1,387.2	1,297.8
Scentimental (Thailand) Co., Ltd.	Import Export Retail and whole sale perfume and cosmetics	Ordinary share	100.0	100.0	26.00	26.00	26.0	26.0	11.7	15.4
Absolute Yoga Co., Ltd.	Yoga Studio, Food and hotel business	Ordinary share	60.0	60.0	30.0	30.0	217.8	217.8	188.3	197.2
							<u>1,487.9</u>	<u>1,487.9</u>	<u>1,587.2</u>	<u>1,510.4</u>
							<u>2,060.1</u>	<u>2,051.7</u>	<u>2,068.4</u>	<u>2,041.1</u>

Summarized financial information in respect of the associated companies in the financial statements which calculated by the percentage of shareholding are as follows:

	As at December 31, 2020			As at December 31, 2019		
	Million Baht			Million Baht		
	Krungthai Zmico Securities Co., Ltd.	Others	Total	Krungthai Zmico Securities Co., Ltd.	Others	Total
Total assets	4,251.3	168.2	4,419.5	3,075.6	154.8	3,230.4
Total liabilities	(3,067.6)	(122.3)	(3,189.9)	(1,944.4)	(98.7)	(2,043.1)
Net assets	1,183.7	45.9	1,229.6	1,131.2	56.1	1,187.3

	For the year ended As at December 31, 2020			For the year ended As at December 31, 2019		
	Million Baht			Million Baht		
	Krungthai Zmico Securities Co., Ltd.	Others	Total	Krungthai Zmico Securities Co., Ltd.	Others	Total
Total revenue	680.2	144.0	824.2	545.6	184.0	729.6
Share of profit (loss) from investment in associates	81.7	(12.5)	69.2	(15.6)	3.8	(11.8)
Net other comprehensive income(loss) for the period	7.7	-	7.7	6.7	-	6.7

Scenimental (Thailand) Co., Ltd

On October 11, 2019, the Extraordinary Shareholders' Meeting of the associated company has passed a resolution to increase its share capital 600,000 shares, from 400,000 ordinary shares to 1,000,000 ordinary shares with the par value of Baht 100.00 per share. On October 25, 2019, the Company purchased the additional shares of 122,000 ordinary shares with the par value of Baht 100.00 per share, with the additional investment value of Baht 12.20 million. As a result, the shareholding in this associated company has decreased from 34.50% to 26.00% of issued and paid-up share capital of the associated company amounting to Baht 26.00 million.

Innotech Asset Management Co., Ltd

On December 11, 2018, the Extraordinary General Meeting of Shareholders of Innotech Asset Management Co., Ltd. passed the resolution to increase the registered capital of Baht 20.00 million from Baht 205.40 million to Baht 225.40 million with 2,000,000 ordinary shares of Baht 10.00 per share and will be sold to the existing shareholders at the par value to be used as capital and to maintain the capital adequacy of Management Company according to Notification of the Office of the Securities and Exchange Commission. The subsidiary company already received cash for such increased share capital on December 19, 2018 and registered the increase in authorized share capital and issued and paid-up share capital with the Registrar of Partnerships and Companies on January 4, 2019.

On August 16, 2019, the Extraordinary General Meeting of Shareholders of Innotech Asset Management Co., Ltd. passed the resolution to decrease the registered and paid-up capital from Baht 225.40 million to Baht 112.70 million by decreasing par value from Baht 10.00 to Baht 5.00 and to offset the premium on share capital to reduce retained deficits and registered the decrease in authorized share capital and issued and paid-up share capital with the Registrar of Partnerships and Companies on September 26, 2019.

On February 14, 2020, the Extraordinary General Meeting of Shareholders of Innotech Asset Management Co., Ltd. passed the resolution to decrease the registered and paid-up capital from Baht 112.70 million to Baht 67.62 million by decreasing number of authorized share capital from 22,540,000 shares to 13,524,000 shares and to offset the premium on share capital to reduce retained deficits and registered the decrease in authorized share capital and issued and paid-up share capital with the Registrar of Partnerships and Companies on March 30, 2020.

SE Digital Co., Ltd

On August 24, 2018, the Board of Directors' meeting passed the resolution to invest in ordinary shares of SE Digital Co., Ltd. which is the Company's subsidiary company is Baht 25.00 million. Moreover, On March 28, 2019, the ordinary shareholders' meetings of SE Digital Co., Ltd. passed the resolution to increase the registered capital of Baht 450.00 million from Baht 25.00 million to Baht 475.00 million with 4,750,000 ordinary shares of Baht 100.00 per share and will be sold to the existing shareholders at the par value to be used in business operations. The subsidiary company already received cash for such increased share capital on March 28, 2019 and registered the increase in authorized share capital and issued and paid-up share capital with the Registrar of Partnerships and Companies on March 29, 2019.

13. BUILDING IMPROVEMENTS AND EQUIPMENT

CONSOLIDATED FINANCIAL STATEMENTS						
	Balance as at January 1, 2020 as previously stated Baht	Effects of the Initial Adoption of TFRS 16 Baht	Balance as at January 1, 2020 Baht	Increase Baht	Decrease Baht	Balance as at December 31, 2020 Baht
Cost						
Building improvement - in progress	-	-	-	7,626,902	(7,626,902)	-
Building improvement	12,897,405	-	12,897,405	7,794,074	-	20,691,479
Office equipment	10,781,921	-	10,781,921	1,454,400	(67,196)	12,169,125
Vehicles	7,378,000	-	7,378,000	-	-	7,378,000
Right-of-use assets	-	13,568,774	13,568,774	5,714,723	-	19,283,497
Total cost	<u>31,057,326</u>	<u>13,568,774</u>	<u>44,626,100</u>	<u>22,590,099</u>	<u>(7,694,098)</u>	<u>59,522,101</u>
Accumulated depreciation						
Building improvement	(8,068,672)	-	(8,068,672)	(1,399,823)	-	(9,468,495)
Office equipment	(7,934,249)	-	(7,934,249)	(1,332,000)	18,037	(9,248,212)
Vehicles	(3,495,182)	-	(3,495,182)	(1,475,600)	-	(4,970,782)
Right-of-use assets	-	-	-	(3,097,155)	-	(3,097,155)
Total accumulated depreciation	<u>(19,498,103)</u>	<u>-</u>	<u>(19,498,103)</u>	<u>(7,304,578)</u>	<u>18,037</u>	<u>(26,784,644)</u>
Balance before allowance for impairment	11,559,223					32,737,457
Less Allowance for impairment	-					(2,089,774)
Total building improvements and equipment	<u>11,559,223</u>					<u>30,647,683</u>

CONSOLIDATED FINANCIAL STATEMENTS

	Balance as at January 1, 2019 Baht	Increase Baht	Decrease Baht	Balance as at December 31, 2019 Baht
Cost				
Building improvement	7,803,814	5,187,439	(93,848)	12,897,405
Office equipment	7,945,069	2,836,852	-	10,781,921
Vehicles	7,378,000	-	-	7,378,000
Total cost	<u>23,126,883</u>	<u>8,024,291</u>	<u>(93,848)</u>	<u>31,057,326</u>
Accumulated depreciation				
Building improvement	(7,363,058)	(748,921)	43,307	(8,068,672)
Office equipment	(6,997,839)	(936,410)	-	(7,934,249)
Vehicles	(2,019,582)	(1,475,600)	-	(3,495,182)
Total accumulated depreciation	<u>(16,380,479)</u>	<u>(3,160,931)</u>	<u>43,307</u>	<u>(19,498,103)</u>
Total building improvements and equipment	<u>6,746,404</u>			<u>11,559,223</u>
Depreciation for the year ended December 31,				
2020				<u>7,304,578</u>
2019				<u>3,160,931</u>

SEPARATE FINANCIAL STATEMENTS

	Balance as at January 1, 2020 as previously stated Baht	Effects of the Initial Adoption of TFRS 16 Baht	Balance as at January 1, 2020 Baht	Increase Baht	Decrease Baht	Balance as at December 31, 2020 Baht
Cost						
Building improvement	6,281,587	-	6,281,587	218,449	-	6,500,036
Office equipment	2,959,931	-	2,959,931	541,143	(67,196)	3,433,878
Vehicles	7,378,000	-	7,378,000	-	-	7,378,000
Right-of-use assets	-	6,018,384	6,018,384	2,890,283	-	8,908,667
Total cost	<u>16,619,518</u>	<u>6,018,384</u>	<u>22,637,902</u>	<u>3,649,875</u>	<u>(67,196)</u>	<u>26,220,581</u>
Accumulated depreciation						
Building improvement	(4,912,356)	-	(4,912,356)	(411,674)	-	(5,324,030)
Office equipment	(2,234,024)	-	(2,234,024)	(248,784)	18,037	(2,464,771)
Vehicles	(3,495,182)	-	(3,495,182)	(1,475,600)	-	(4,970,782)
Right-of-use assets	-	-	-	(1,327,005)	-	(1,327,005)
Total accumulated depreciation	<u>(10,641,562)</u>	<u>-</u>	<u>(10,641,562)</u>	<u>(3,463,063)</u>	<u>18,037</u>	<u>(14,086,588)</u>
Total building improvements and equipment	<u>5,977,956</u>					<u>12,133,993</u>

SEPARATE FINANCIAL STATEMENTS

	Balance as at January 1, 2019 Baht	Increase Baht	Decrease Baht	Balance as at December 31, 2019 Baht
Cost				
Building improvement	4,937,027	1,344,988	(428)	6,281,587
Office equipment	2,260,707	699,224	-	2,959,931
Vehicles	7,378,000	-	-	7,378,000
Total cost	<u>14,575,734</u>	<u>2,044,212</u>	<u>(428)</u>	<u>16,619,518</u>
Accumulated depreciation				
Building improvement	(4,544,477)	(368,306)	427	(4,912,356)
Office equipment	(1,913,807)	(320,217)	-	(2,234,024)
Vehicles	(2,019,582)	(1,475,600)	-	(3,495,182)
Total accumulated depreciation	<u>(8,477,866)</u>	<u>(2,164,123)</u>	<u>427</u>	<u>(10,641,562)</u>
Total building improvements and equipment	<u>6,097,868</u>			<u>5,977,956</u>
Depreciation for the year ended December 31,				
2020				<u>3,463,063</u>
2019				<u>2,164,123</u>

The Company has adopted TFRS 16 from January 1, 2020, the impact from the adoption of new financial reporting standards on the lease liabilities as at January 1, 2020 has been presented in Note 3.1.2

As at December 31, 2020 and 2019, in the consolidated financial statements, there are certain building improvements and equipment items that have been fully depreciated but are still in use. The original cost, before deducting accumulated depreciation, of those assets amounting to Baht 14.41 million and Baht 13.84 million, respectively.

For the separate financial statements as at December 31, 2020 and 2019, the Company has building improvements and equipment items which have been fully depreciated but are still in use. The original cost before deducting accumulated depreciation, of those assets amounting to Baht 6.58 million and Baht 6.51 million, respectively.

14. OTHER INTANGIBLE ASSETS OTHER THAN GOODWILL

CONSOLIDATED FINANCIAL STATEMENTS						
	Useful lives	Balance as at January 1, 2020	Additions	Amortization	Write-off/ Transfer out	Balance as at December 31, 2020
		Baht	Baht	Baht	Baht	Baht
Deferred license fees						
Mutual fund management	Indefinite*	803,836	-	-	-	803,836
Derivatives business	Indefinite*	3,320,548	-	-	(3,320,548)	-
Private fund management	Indefinite*	464,109	-	-	-	464,109
Asset Management	Indefinite*	100,000	-	-	-	100,000
Trust	5 years	393,863	-	(80,000)	-	313,863
Digital Token	Indefinite**	66,200,000	-	-	-	66,200,000
Computer software	2 - 5 years	2,388,860	6,069,082	(1,211,338)	-	7,246,604
Computer software under installation	-	1,724,000	14,018,681	-	(5,141,105)	10,601,576
Total		75,395,216	20,087,763	(1,291,338)	(8,461,653)	85,729,988

CONSOLIDATED FINANCIAL STATEMENTS						
	Useful lives	Balance as at January 1, 2019	Additions	Amortization	Write-off/ Transfer out	Balance as at December 31, 2019
		Baht	Baht	Baht	Baht	Baht
Deferred license fees						
Mutual fund management	Indefinite*	803,836	-	-	-	803,836
Derivatives business	Indefinite*	3,320,548	-	-	-	3,320,548
Private fund management	Indefinite*	464,109	-	-	-	464,109
Asset Management	Indefinite*	100,000	-	-	-	100,000
REIT License	5 years	-	400,000	(6,137)	-	393,863
Digital Token	Indefinite**	66,200,000	-	-	-	66,200,000
Computer software	5 years	151,507	2,411,506	(174,153)	-	2,388,860
Computer software under installation	-	-	1,724,000	-	-	1,724,000
Total		71,040,000	4,535,506	(180,290)	-	75,395,216

Amortization for the years ended December 31,

2020	1,291,338
2019	180,290

SEPARATE FINANCIAL STATEMENTS

	Useful lives	Balance as at January 1, 2020 Baht	Additions Baht	Amortization Baht	Write-off/ Transfer out Baht	Balance as at December 31, 2020 Baht
Deferred license fees						
Derivatives business	Indefinite*	3,320,548	-	-	(3,320,548)	-
Digital Token	Indefinite**	66,200,000	-	-	-	66,200,000
Computer software	5 years	1	-	-	-	1
Total		<u>69,520,549</u>	<u>-</u>	<u>-</u>	<u>(3,320,548)</u>	<u>66,200,001</u>

SEPARATE FINANCIAL STATEMENTS

	Useful lives	Balance as at January 1, 2019 Baht	Additions Baht	Amortization Baht	Write-off/ Transfer out Baht	Balance as at December 31, 2019 Baht
Deferred license fees						
Derivatives business	Indefinite*	3,320,548	-	-	-	3,320,548
Digital Token	Indefinite**	66,200,000	-	-	-	66,200,000
Computer software	5 years	1	-	-	-	1
Total		<u>69,520,549</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>69,520,549</u>

Amortization of de for the years ended December 31,

2020	<u>-</u>
2019	<u>-</u>

* Deferred license fees have indefinite useful lives as they have no expiring date and they are expected to contribute to the Company and its subsidiaries's net cash inflows indefinitely.

** Digital token has indefinite useful lives and they are expected to contribute to the Company and its subsidiary's net cash flows indefinitely.

As at December 31, 2020 and 2019, for the consolidated financial statements, the original cost before deducting accumulated amortization of computer software items, which have been fully amortized but are still in use is Baht 7.72 million and Baht 7.65 million, respectively. As at December 31, 2020 and 2019, for the separate financial statements, the Company has computer software items which have been fully amortized but are still in use is Baht 0.02 million.

During the year 2020, the Company successfully returned the securities business licenses due to the Office of the Securities and Exchange Commission resulting a write-off expenses of derivative business license amount of Baht 3.32 million.

15. DEFERRED INCOME TAX

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	As at	As at	As at	As at
	December 31, 2020	December 31, 2019	December 31, 2020	December 31, 2019
	Baht	Baht	Baht	Baht
Deferred tax assets				
Allowance for expected credit loss	199,304	199,304	199,304	199,304
Allowance for impairment of investments	40,735,675	45,023,093	40,735,675	45,023,093
Unrealized loss on investments, fair value through profit or loss	3,074,199	4,360,551	3,074,199	4,360,551
Unrealized loss on re-measuring available-for-sale investments	-	6,686,058	-	6,686,058
Other assets	10,357	10,357	10,357	10,357
Unrealized gain on transfer of business to an associated company	22,718,163	22,718,163	-	-
	<u>66,737,698</u>	<u>78,997,526</u>	<u>44,019,535</u>	<u>56,279,363</u>
Deferred tax liabilities				
Unrealized loss on investments, fair value through profit or loss	5,494,173	5,505,948	5,494,173	5,505,948
Unrealized gain on investment, fair value through other comprehensive income	1,113,588	-	1,113,588	-
Amortization of derivative license	-	664,110	-	664,110
	<u>6,607,761</u>	<u>6,170,058</u>	<u>6,607,761</u>	<u>6,170,058</u>
Deferred tax assets	<u>60,129,937</u>	<u>72,827,468</u>	<u>37,411,774</u>	<u>50,109,305</u>

The movements of deferred tax assets and liabilities during the periods are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS			
	As at	Items as	Items as	As at
	January 1, 2020	recognized in profit or loss (see Note 34)	recognized in other comprehensive income	December 31, 2020
	Baht	Baht	Baht	Baht
Deferred tax assets				
Allowance for expected credit loss	199,304	-	-	199,304
Allowance for impairment of investments	45,023,093	(4,287,418)	-	40,735,675
Unrealized loss on investments, fair value through profit or loss	4,360,551	(1,286,352)	-	3,074,199
Unrealized loss on investment, fair value through other comprehensive income	6,686,058	-	(6,686,058)	-
Other assets	10,357	-	-	10,357
Unrealized gain on transfer of business to an associated company	22,718,163	-	-	22,718,163
	<u>78,997,526</u>	<u>(5,573,770)</u>	<u>(6,686,058)</u>	<u>66,737,698</u>
Deferred tax liabilities				
Unrealized gain on investments, fair value through profit or loss	5,505,948	(11,775)	-	5,494,173
Unrealized gain on investment, fair value through other comprehensive income	-	-	1,113,588	1,113,588
Amortization of derivative license	664,110	(664,110)	-	-
	<u>6,170,058</u>	<u>(675,885)</u>	<u>1,113,588</u>	<u>6,607,761</u>
Deferred tax assets	<u>72,827,468</u>	<u>(4,897,885)</u>	<u>(7,799,646)</u>	<u>60,129,937</u>

CONSOLIDATED FINANCIAL STATEMENTS

	As at January 1, 2019	Items as recognized in profit or loss (see Note 34)	Items as recognized in other comprehensive income	As at December 31, 2019
	Baht	Baht	Baht	Baht
Deferred tax assets				
Allowance for expected credit loss	199,304	-	-	199,304
Allowance for impairment of investments	46,576,128	(1,553,035)	-	45,023,093
Unrealized loss on re-measuring trading investments	4,966,206	(605,655)	-	4,360,551
Unrealized loss on re-measuring Available-for-sale investments	3,218,287	-	3,467,771	6,686,058
Other assets	10,357	-	-	10,357
Unrealized gain on transfer of business to an associated company	22,721,673	(3,510)	-	22,718,163
	<u>77,691,955</u>	<u>(2,162,200)</u>	<u>3,467,771</u>	<u>78,997,526</u>
Deferred tax liabilities				
Unrealized gain on re-measuring trading investments	10,331,927	(4,825,979)	-	5,505,948
Amortization of derivative license	664,110	-	-	664,110
	<u>10,996,037</u>	<u>(4,825,979)</u>	<u>-</u>	<u>6,170,058</u>
Deferred tax assets	<u>66,695,918</u>	<u>2,663,779</u>	<u>3,467,771</u>	<u>72,827,468</u>

SEPARATE FINANCIAL STATEMENTS

	As at January 1, 2020	Items as recognized in profit or loss (see Note 34)	Items as recognized in other comprehensive income	As at December 31, 2020
	Baht	Baht	Baht	Baht
Deferred tax assets				
Allowance for expected credit loss	199,304	-	-	199,304
Allowance for impairment of investments	45,023,093	(4,287,418)	-	40,735,675
Unrealized loss on investments, fair value through profit or loss	4,360,551	(1,286,352)	-	3,074,199
Unrealized loss on investment, fair value through other comprehensive income	6,686,058	-	(6,686,058)	-
Other assets	10,357	-	-	10,357
	<u>56,279,363</u>	<u>(5,573,770)</u>	<u>(6,686,058)</u>	<u>44,019,535</u>
Deferred tax liabilities				
Unrealized gain on investments, fair value through profit or loss	5,505,948	(11,775)	-	5,494,173
Unrealized gain on investment, fair value through other comprehensive income	-	-	1,113,588	1,113,588
Amortization of derivative license	664,110	(664,110)	-	-
	<u>6,170,058</u>	<u>(675,885)</u>	<u>1,113,588</u>	<u>6,607,761</u>
Deferred tax assets	<u>50,109,305</u>	<u>(4,897,885)</u>	<u>(7,799,646)</u>	<u>37,411,774</u>

	SEPARATE FINANCIAL STATEMENTS			
	As at January 1, 2019	Items as recognized in profit or loss (see Note 34)	Items as recognized in other comprehensive income	As at December 31, 2019
	Baht	Baht	Baht	Baht
Deferred tax assets				
Allowance for expected credit loss	199,304	-	-	199,304
Allowance for impairment of investments	46,576,128	(1,553,035)	-	45,023,093
Unrealized loss on re-measuring trading investments	4,966,206	(605,655)	-	4,360,551
Unrealized loss on re-measuring available-for-sale investments	3,218,287	-	3,467,771	6,686,058
Other assets	10,357	-	-	10,357
	<u>54,970,282</u>	<u>(2,158,690)</u>	<u>3,467,771</u>	<u>56,279,363</u>
Deferred tax liabilities				
Unrealized gain on re-measuring trading investments	10,331,927	(4,825,979)	-	5,505,948
Amortization of derivative license	664,110	-	-	664,110
	<u>10,996,037</u>	<u>(4,825,979)</u>	<u>-</u>	<u>6,170,058</u>
Deferred tax assets	<u>43,974,245</u>	<u>2,667,289</u>	<u>3,467,771</u>	<u>50,109,305</u>

As at December 31, 2020 and 2019, the Company has unused tax losses carry forward of Baht 71.55 million and Baht 15.28 million, respectively, which will be expired within 5 years.

16. OTHER NON-CURRENT ASSETS

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	As at December 31, 2020 Baht	As at December 31, 2019 Baht	As at December 31, 2020 Baht	As at December 31, 2019 Baht
Other deposits	2,507,110	2,124,733	1,091,019	1,066,944
Corporate income tax claim receivable	3,749,052	12,147,563	3,342,264	3,095,645
Advance payment for legal fee of funds managed by subsidiary	14,429,948	14,443,039	-	-
Others	473,894	330,000	1,563,784	330,000
Total	<u>21,160,004</u>	<u>29,045,335</u>	<u>5,997,067</u>	<u>4,492,589</u>

17. OTHER BORROWINGS

As at December 31, 2020 and 2019, the Company has other borrowings, as follows:

CONSOLIDATED FINANCIAL STATEMENTS					
As at December 31, 2020					
Residual maturities					
Interest rate per annum (%)	Within 1 year Baht	1 - 5 years Baht	Over 5 years Baht	Total Baht	
Other borrowings					
Bill of exchange	3.40 – 3.75	167,311,342	-	-	167,311,342
Total other borrowings		167,311,342	-	-	167,311,342

CONSOLIDATED FINANCIAL STATEMENTS					
As at December 31, 2019					
Residual maturities					
Interest rate per annum (%)	Within 1 year Baht	1 - 5 years Baht	Over 5 years Baht	Total Baht	
Other borrowings					
Bill of exchange	3.50	148,349,296	-	-	148,349,296
Total other borrowings		148,349,296	-	-	148,349,296

SEPARATE FINANCIAL STATEMENTS					
As at December 31, 2020					
Residual maturities					
Interest rate per annum (%)	Within 1 year Baht	1 - 5 years Baht	Over 5 years Baht	Total Baht	
Other borrowings					
Bill of exchange	3.40 – 3.75	167,311,342	-	-	167,311,342
Loan	3.50	290,000,000	-	-	290,000,000
Total other borrowings		457,311,342	-	-	457,311,342

SEPARATE FINANCIAL STATEMENTS					
As at December 31, 2019					
Residual maturities					
Interest rate per annum (%)	Within 1 year Baht	1 - 5 years Baht	Over 5 years Baht	Total Baht	
Other borrowings					
Bill of exchange	3.50	148,349,296	-	-	148,349,296
Loan	3.50	350,000,000	-	-	350,000,000
Total other borrowings		498,349,296	-	-	498,349,296

Movements in other borrowings during the year ended December 31, 2020 and 2019 are summarized below:

	CONSOLIDATED FINANCIAL STATEMENTS	
	As at December 31, 2020 Baht	As at December 31, 2019 Baht
	Beginning balance	148,349,296
Financing cash flow		
Cash received from other borrowings	264,909,090	780,777,460
Cash paid from other borrowings	(250,000,000)	(1,170,000,000)
Non - cash item changes		
Interest expenses	4,052,956	9,509,502
Ending balance of the periods	<u>167,311,342</u>	<u>148,349,296</u>

	SEPARATE FINANCIAL STATEMENTS	
	As at December 31, 2020 Baht	As at December 31, 2019 Baht
	Beginning balance	498,349,296
Financing cash flow		
Cash received from other borrowings	264,909,090	780,777,460
Cash received from other borrowings of Subsidiary	90,000,000	350,000,000
Cash paid from other borrowings	(250,000,000)	(1,170,000,000)
Cash paid from other borrowings of Subsidiary	(150,000,000)	-
Non - cash item changes		
Interest expenses	4,052,956	9,509,502
Ending balance of the periods	<u>457,311,342</u>	<u>498,349,296</u>

18. OTHER CURRENT LIABILITIES

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	As at December 31, 2020 Baht	As at December 31, 2019 Baht	As at December 31, 2020 Baht	As at December 31, 2019 Baht
	Withholding tax payable	1,519,693	2,096,661	377,771
Value-added-tax payable	255,160	505,534	91,103	111,624
Other payables	628,160	2,072,470	154,114	808,850
Accrued expenses	16,535,545	19,610,537	8,239,206	16,908,945
Others	12,906	456,954	12,906	505,523
Total	<u>18,951,464</u>	<u>24,742,156</u>	<u>8,875,100</u>	<u>18,899,886</u>

19. NON-CURRENT PROVISIONS FOR EMPLOYEE BENEFITS

Non-current provisions for employee benefits as at December 31, 2020 and 2019 consists of the following:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	As at December 31, 2020 Baht	As at December 31, 2019 Baht	As at December 31, 2020 Baht	As at December 31, 2019 Baht
Post-employment benefits obligation	23,007,311	29,150,909	18,774,356	27,219,542
Unused paid vacation leave	-	1,748,776	-	1,185,318
	<u>23,007,311</u>	<u>30,899,685</u>	<u>18,774,356</u>	<u>28,404,860</u>

Post-employment benefits obligation

The Company and its subsidiaries operate post-employment benefits plans under the Thai Labor Protection Act and the Company's retirement benefits plan, which are considered as unfunded defined benefit plans.

Amounts recognized in the statements of comprehensive income in respect of the post-employment benefits plans are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	For the year ended December 31,		For the year ended December 31,	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Current service cost	922,280	4,449,120	(1,350,060)	2,602,073
Interest cost	304,122	341,428	274,874	339,884
Past service cost	-	20,549	-	-
	<u>1,226,402</u>	<u>4,811,097</u>	<u>(1,075,186)</u>	<u>2,941,957</u>

Movements in the present value of the post-employment benefits obligation are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	For the years ended December 31,		For the years ended December 31,	
	2020 Baht	2019 Baht	2020 Baht	2019 Baht
Beginning balance of post-employment benefits obligation	29,150,909	11,125,769	27,219,542	10,747,603
Current service cost	922,280	4,449,120	(1,350,060)	2,602,073
Interest cost	304,122	341,428	274,874	339,884
Past service cost	-	20,549	-	-
Actuarial (gain) loss in statement of comprehensive income				
- from experience adjustment	-	12,843,971	-	13,183,977
- from changes in demographic assumption	-	567,669	-	541,022
- from changes in financial assumption	-	(197,597)	-	(195,017)
Employee benefit paid during the years	(7,370,000)	-	(7,370,000)	-
Ending balance of post-employment benefits obligation	<u>23,007,311</u>	<u>29,150,909</u>	<u>18,774,356</u>	<u>27,219,542</u>

The principle actuarial assumptions used to calculate the obligation under the post-employment benefits plans as at December 31, 2020 and 2019 are as follows:

CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS (% per annum)		
Financial assumptions	As at December 31, 2020	As at December 31, 2019
Discount rate	1.40 - 1.87	1.40 - 1.87
Employee turnover rate	4.0 - 29.0	4.0 - 29.0
	Subject to range of age of employee	Subject to range of age of employee
Expected rate of salary increase	5.0	5.0

Significant actuarial assumptions for the determination of the defined benefit obligation are expected salary increase rate, mortality rate, and discount rate. The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumption occurring at the end of the reporting period, while holding all other assumptions constant.

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	As at December 31, 2020	As at December 31, 2019	As at December 31, 2020	As at December 31, 2019
Salary incremental rates - 1% increase	1,471,019	1,031,970	1,071,763	865,221
Salary incremental rates - 1% decrease	(1,305,588)	(929,284)	(968,043)	(787,420)
Life expectancy rate - 1% increase	74,291	63,544	56,053	53,756
Life expectancy rate - 1% decrease	(73,923)	(63,244)	(55,814)	(53,515)
Turnover rate - 1% increase	(1,211,885)	(987,114)	(899,603)	(839,695)
Turnover rate - 1% decrease	644,524	431,123	384,699	318,144
Discount rate - 1% increase	(1,147,590)	(937,364)	(853,678)	(798,299)
Discount rate - 1% decrease	1,315,782	1,060,708	958,513	893,139

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the Projected Unit Credit Method at the end of the report period, which is the same as that applied in calculating the post-employment benefit obligations liability recognized in the statement of financial position.

20. OTHER NON – CURRENT LIABILITIES

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS	FINANCIAL STATEMENTS	FINANCIAL STATEMENTS	FINANCIAL STATEMENTS
	As at	As at	As at	As at
	December 31,	December 31,	December 31,	December 31,
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
Other payables	5,526,440	5,526,440	5,526,440	5,526,440
Amounts of capital reduction and dividend not redeemed by shareholders	5,896,122	5,896,124	5,896,122	5,896,124
Liabilities under lease agreement	16,901,394	-	8,958,758	-
Others	612,311	612,311	612,311	612,311
Total	<u>28,936,267</u>	<u>12,034,875</u>	<u>20,993,631</u>	<u>12,034,875</u>

21. SHARE CAPITAL

On December 12, 2018, the Extraordinary General Meeting of shareholders approved the resolutions are as follow:

- 1) Approved the Company's registered capital decrease from the registered capital of Baht 941,964,586 to Baht 653,868,463 by cancelling 576,192,246 authorized but unissued ordinary shares at the par value of Baht 0.50 per share which the Company registered with the Ministry of Commerce on December 25, 2018.
- 2) Approved the Company's registered capital increase from the registered capital of Baht 653,868,463 to Baht 1,240,302,463 by issuing newly ordinary shares not exceeding 1,172,868,000 shares at the par value of Baht 0.50 per share to be offered for sale to a specific investor on the private placement basis and to accommodate the exercise of the warrants to purchase the Company's newly issued ordinary share with the Ministry of Commerce on December 26, 2018.
- 3) Approved the issuance and allocation of not exceeding 346,000,000 newly issued ordinary shares of the Company at the par value of Baht 0.50 per share, at the offering price of Baht 1.35 per share, totaling Baht 467,100,000 to be offered for sale to a specific investor on the private placement basis which the Company already received cash for such share capital increase on March 8, 2019 and registered the increase in authorized share capital and issued and paid-up share capital with the Ministry of Commerce on March 11, 2019.
- 4) Approved the issuance and allocation of the warrants to purchase the Company's newly issue ordinary shares No. 4 (ZMICO-W4) to the Company's existing shareholders in proportion to their existing shareholdings by way of right offering (the "Warrants") in the amount of not exceeding 413,434,000 units free of charge at the ratio of 4 existing ordinary shares to 1 unit of the Warrants (any fraction thereof would be disregarded), for a term of not exceeding 5 years from the issue date of the Warrants, with the exercise ratio of 1 unit to 2 newly issued ordinary shares, and at the exercise price of THB 2.70 per share. The Company had allocated the Warrants on April 18, 2019.

As at December 31, 2020 and 2019, the Company has authorized share capital of Baht 1,240,302,463 and issued and paid-up share capital of Baht 826,868,463.

Weighted average number of ordinary shares as at December 31, 2020 and 2019 are calculated as follows:

	CONSOLIDATED AND SEPARATE FINANCIAL STATEMENT	
	For the year ended December 31,	
	2020	2019
	Shares	Shares
Beginning balance (Baht 0.50 per share)	1,588,328,707	1,307,736,926
Increase during the periods	65,408,219	280,591,781
Weighted average number of ordinary shares	<u>1,653,736,926</u>	<u>1,588,328,707</u>

22. DIVIDEND

On July 21, 2020, the Annual General Meeting of Shareholders of the year 2020 has passed the resolution to omit the dividend payment for the operation for the year ended December 31, 2019.

On April 26, 2019, the Annual General Meeting of Shareholders of the year 2019 has passed the resolution to omit the dividend payment for the operation for the year ended December 31, 2018.

23. CAPITAL MANAGEMENT

The objectives of capital management of the Company and its subsidiaries are to sustain the Company and its subsidiaries's ability to continue as a going concern in order to generate returns to the shareholders and benefits for other stakeholders and also to maintain an optimal capital structure.

In addition, the Company and its subsidiaries have to maintain their net liquid capital and equity to meet the requirements of the Office of the Securities and Exchange Commission.

However, since May 2, 2013, the Company was approved to reactivate its investment advisory service, the Company is required to maintain its net liquid capital according to the Notification of the Securities and Exchange Commission No. Kor Thor. 4/2561 regarding "Ongoing capital adequacy of some specific intermediaries".

As at December 31, 2020, the Company is not required to maintain its net liquid capital and equity per those requirements due to the Company successfully returned the securities business licenses to The Office of the Securities and Exchange commission. However, the Subsidiary is able to maintain its net liquid capital more than the required condition.

As at December 31, 2019, the Company and the Subsidiary are able to maintain its net liquid capital more than the required condition.

24. PREMIUM ON SHARE CAPITAL

The share premium account is set up under the provisions of Section 51 of the Public Companies Act. B.E. 2535, which requires companies to set aside share subscription monies received in excess of the par value of the shares issued to a reserve account ("share premium"). Share premium is not available for dividend distribution.

25. STATUTORY RESERVE

Under the Public Limited Company Act. B.E. 2535, section 116, the Company is required to set aside as a statutory reserve at least 5% of its net profit after accumulated deficit brought forward (if any) until the reserve is not less than 10% of the registered capital. The statutory reserve is not available for dividend distribution.

As at December 31, 2020 and 2019, the Company has statutory reserve at the rate of 8.87 percent of authorized share capital.

26. FEE AND SERVICE INCOME

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	For the year ended		For the year ended	
	December 31,		December 31,	
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
Private fund management, mutual fund management and provident fund management	885,464	369,895	-	-
Digital asset business	28,779,297	17,994,500	-	-
Others	315,407	986,111	315,407	986,111
Total	29,980,168	19,350,506	315,407	986,111

27. INTEREST INCOMES

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	For the year ended		For the year ended	
	December 31,		December 31,	
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
Deposit at financial institutions	1,433,700	2,276,170	1,217,436	1,443,232
Other	680,622	505,291	596,270	1,754,851
Total	2,114,322	2,781,461	1,813,706	3,198,083

28. GAIN ON INVESTMENT

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	For the year ended		For the year ended	
	December 31,		December 31,	
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
Gains (Loss) on investment in equity securities	(16,273,409)	41,215,921	(16,273,409)	41,215,921
Gains on investment in debt securities	31,220,562	22,533,005	31,072,215	19,842,370
Total	14,947,153	63,748,926	14,798,806	61,058,291

29. DIRECTORS' REMUNERATION

Directors represent the benefits paid to the Company's directors in accordance with Section 90 of the Public Limited Companies Act, exclusive of salaries and related benefits payable to directors who hold executive position. Directors' remuneration for the year 2020 and 2019, were approved from the ordinary shareholders' meetings of the Company and its subsidiaries as follows:

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	For the year ended		For the year ended	
	December 31,		December 31,	
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
Directors' remuneration	11,247,301	11,058,334	9,000,000	9,000,000
	<u>11,247,301</u>	<u>11,058,334</u>	<u>9,000,000</u>	<u>9,000,000</u>

30. FEE AND SERVICE EXPENSES

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	For the year ended		For the year ended	
	December 31,		December 31,	
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
Fees for private fund and mutual fund licenses	1,074,900	25,000	-	-
Fund management fee	188,665	43,911	-	-
Fee from digital asset business	22,779,297	-	-	-
Others	182,131	1,586,981	58,953	908,131
Total	<u>24,224,993</u>	<u>1,655,892</u>	<u>58,953</u>	<u>908,131</u>

31. REVERSAL EXPECTED CREDIT LOSS

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	For the year ended		For the year ended	
	December 31,		December 31,	
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
Investment in debt securities at amortized cost	49,734,145	39,866,201	-	-
Securities business receivables	8,174,108	20,057,525	8,174,108	20,057,525
Total	<u>57,908,253</u>	<u>59,923,726</u>	<u>8,174,108</u>	<u>20,057,525</u>

32. OTHER EXPENSES

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	For the year ended		For the year ended	
	December 31,		December 31,	
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
Premises and equipment expenses	17,880,548	13,257,110	7,753,484	7,954,294
Consulting fee	14,781,432	21,177,498	2,376,663	4,661,455
Communication and information expenses	5,116,830	2,649,030	1,799,532	1,207,640
Entertainment expenses	249,682	305,709	15,686	146,757
Publication and marketing expenses	4,209,563	1,063,576	60,776	36,808
Traveling expenses	1,682,306	1,654,802	1,050,889	1,238,796
SET fee	1,322,637	3,385,360	1,322,637	3,385,360
Stationery and office supply	742,359	740,577	489,243	349,276
Taxation	1,489,371	1,410,415	1,405,400	1,242,973
Loss (gain) on exchange rate	-	1,448,236	-	1,448,236
Loss on disposal intangible assets	3,320,548	-	3,320,548	-
Meeting and conference	1,071,021	1,798,497	1,058,162	1,337,600
Professional fee	9,100,334	6,778,620	4,761,840	3,427,780
Others	2,966,776	3,524,657	823,541	2,639,267
Total	<u>63,933,407</u>	<u>59,194,087</u>	<u>26,238,401</u>	<u>29,076,242</u>

33. PROVIDENT FUND

The Company and its subsidiaries set up a provident fund for those employees who elected to participate. The contributions from the employees are deducted from their monthly salaries, and the Company and its subsidiaries match the individuals' contributions. The provident fund are managed by TMB Asset Management Public Company Limited. Subsequently, SCB Asset Management Public Company Limited since July 2020.

For the year ended December 31, 2020 and 2019, the Company has contributed Baht 2.19 million and Baht 1.90 million, respectively, to the fund and the subsidiaries has contributed Baht 0.57 million and Baht 0.34 million, respectively.

34. INCOME TAX

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	For the year ended		For the year ended	
	December 31,		December 31,	
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
Income tax - income (expenses) (see note 15)	(4,897,885)	2,663,779	(4,897,885)	2,667,289
Total	<u>(4,897,885)</u>	<u>2,663,779</u>	<u>(4,897,885)</u>	<u>2,667,289</u>

Reconciliation of income tax and the results of the accounting profit (loss) multiplied by the income tax rate are as follows:

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	For the year ended		For the year ended	
	December 31,		December 31,	
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
Profit (loss) before tax	(11,718,801)	78,667,556	(22,347,653)	121,940,536
Tax rate	20%	20%	20%	20%
The result of the account profit (loss) multiplied by the income tax rate - income (expenses)	2,343,760	(15,733,511)	4,469,531	(24,388,107)
Tax effect of the non-deductible income and expense	9,894,577	(8,526,794)	7,768,806	131,312
Effect of the temporary difference not recognized as deferred tax assets	(2,826,206)	(714,975)	(2,826,206)	(714,975)
Use of tax loss carry forward (unused tax)	(14,310,016)	27,639,059	(14,310,016)	27,639,059
Income tax – income (expenses) (see note 15)	(4,897,885)	2,663,779	(4,897,885)	2,667,289

35. RELATED PARTY TRANSACTIONS

The Company and its subsidiaries have significant business transactions with related persons and companies that related by way of common shareholders and/or common directors. The Company's management believes that the pricing policy the Company charged to related parties were the arm's length price applied in the normal course of business. These transactions can be summarized as follows:

35.1 Balances with related parties as at December 31, 2020 and 2019 are as follows:

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	As at	As at	As at	As at
	December 31,	December 31,	December 31,	December 31,
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
Subsidiaries				
Innotech Asset Management Co., Ltd.				
Investment in a subsidiaries (see Note 12)	-	-	72,170,047	63,789,107
Investment in private fund managed by a subsidiary	10,971,744	-	10,971,744	-
Short-term loans	-	-	-	19,000,000
Accrued interest	-	-	-	256,967
Other receivables	-	-	2,916	8,807
Accrued private fund management fee expense	-	-	9,767	-
Lumpini Asset Management Co., Ltd.				
Investment in subsidiaries (see Note 12)	-	-	25,000,000	25,000,000
SE Digital Co., Ltd.				
Investment in subsidiaries (see Note 12)	-	-	475,000,000	475,000,000
Short-term loan	-	-	290,000,000	350,000,000
Accrued interest expense	-	-	500,548	702,869

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	As at	As at	As at	As at
	December 31, 2020 Baht	December 31, 2019 Baht	December 31, 2020 Baht	December 31, 2019 Baht
Associates				
Krungthai Zmico Securities Co., Ltd.				
Investment in associate (see Note 12)	1,387,198,077	1,297,802,506	1,244,095,520	1,244,095,520
Cash balance for securities trading	35,766,475	5,151,455	35,766,475	5,151,455
Other receivables	-	5,317,439	-	5,317,439
Other payables	941,317	323,553	941,317	323,553
Scentimental (Thailand) Co., Ltd.				
Investment in associate (see Note 12)	11,742,332	15,340,486	26,000,000	26,000,000
Absolute Yoga Co., Ltd.				
Investment in associate (see Note 12)	188,277,951	197,225,394	217,800,000	217,800,000
Related companies				
Under common directors				
Thai Foods Group Plc.				
Investment in ordinary shares	-	88,868,494	-	88,868,494
Crystal Sealed Professional Car Coating Co., Ltd.				
Investment in ordinary shares	37,800,000	37,800,000	37,800,000	37,800,000

35.2 Significant transactions with related parties for the year ended December 31, 2020 and 2019 are as follows:

	CONSOLIDATED		SEPARATE		Pricing policy
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS		
	For the year ended		For the year ended		
	December 31,		December 31,		
	2020	2019	2020	2019	
	Baht	Baht	Baht	Baht	
Subsidiaries					
Innotech Asset Management Co., Ltd.					
Interest income from short-term loans	-	-	596,270	949,296	At the rate determined under the contract 5% per year
Service fee income	-	-	5,160,000	4,730,000	At the rate determined under the contract of Baht 430,000 per month (see Note 35.3.4)
Rental income	-	-	877,500	804,375	At the rate determined under the contract of Baht 73,125 per month (see Note 35.3.5)
Other income	-	-	836,666	545,802	At the actual rate
Management fee of private fund	-	-	50,100	-	At the rate determined under the contract (see Note 35.3.7)
Lumpini Asset Management Co., Ltd.					
Rental income	-	-	-	105,705	At the rate determined under the contract of Baht 7,605 per month and cancelled the contract since December 31, 2019 onward
SE Digital Co., Ltd.					
Service fee income	-	-	5,640,000	5,170,000	At the rate determined under the contract of Baht 470,000 per month (see Note 35.3.6)
Rental income	-	-	-	480,870	At the rate determined under the contract of Baht 80,145 per month
Other income	-	-	-	28,104	At the actual rate
Interest expense from short-term loan	-	-	9,689,888	702,869	At the rate determined under the contract 3.5% per year

	CONSOLIDATED		SEPARATE		Pricing policy
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS		
	For the year ended		For the year ended		
	December 31,		December 31,		
	2020	2019	2020	2019	
	Baht	Baht	Baht	Baht	
Associates					
Krungthai Zmico Securities Co., Ltd.					
Interest received from Bill of exchange	-	341,880	-	341,880	At the rate determined under the contract
Investment in Bill of exchange	-	199,658,120	-	199,658,120	Investment value
Withdrawal from Bill of exchange	-	199,658,120	-	199,658,120	Investment value
Research fee	2,250,000	3,000,000	2,250,000	3,000,000	At the rate determined under the contract of Baht 250,000 per month and cancelled the contract since October 1, 2020 onward (see Note 35.3.2)
Service expenses	808,920	616,320	808,920	616,320	At the rate determined under the contract (see Note 35.3.1)
Other fee expenses	596,955	1,305,645	596,955	1,305,645	At the rate determined under the contract
Management fee of private fund	-	878,583	-	878,583	At the rate determined under the contract (see Note 35.3.3)
Withdrawal private fund manage by associates	-	110,045,620	-	110,045,620	Investment value
Scentimental (Thailand) Co., Ltd.					
Interest received from Bill of exchange	-	4,998,923	-	4,998,923	At the rate determined under the contract
Investment in Bill of exchange	-	76,277,564	-	76,277,564	Investment value
Withdrawal from Bill of exchange	-	128,508,077	-	128,508,077	Investment value
Related with subsidiaries and associate					
Service fee expenses	624,000	1,089,600	-	-	At the rate determined under the contract

For the year ended December 31, 2020 and 2019, compensations paid to key management personnel under TAS 24 (Revised 2019) “Related Party Disclosures” are as follows:

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	For the year ended		For the year ended	
	December 31,		December 31,	
	2020	2019	2020	2019
	Baht	Baht	Baht	Baht
Short-term employee benefits	24,729,300	18,643,619	9,749,950	7,344,619
Post-employment benefits	2,613,977	2,432,813	1,285,321	1,050,834
Total	<u>27,343,277</u>	<u>21,076,432</u>	<u>11,035,271</u>	<u>8,395,453</u>

35.3 Significant agreements with related parties

35.3.1 On June 1, 2018, the Company entered into the agreement with Krungthai ZMICO Securities Co., Ltd. for management service of providing human resourcing, technology and management service of operation. The term of agreement is one year effectively from July 2, 2018 to June 30, 2019. The agreement is automatically extended on an annual basis unless either party notifies another party for the cancellation in written before the expiry date of the agreement in each time by payment a monthly fee in amount of Baht 48,000.

On April 1, 2020, the Company made the agreement to change the scope of agreement for consulting human resourcing, technology, management service of operations and legal jobs. The term of agreement is one year effectively from April 1, 2020 to March 31, 2021. The agreement is automatically extended on an annual basis unless either party notifies another party for the cancellation in written at least 120 days before the expiry date of the agreement in each time by payment a monthly fee in amount of Baht 68,000.

- 35.3.2 On May 1, 2013, the Company entered into agreement with Krungthai ZMICO Securities Co., Ltd. for providing various research papers of offshore. The term of agreement is 2 years and will be expired on April 30, 2015. The agreement is automatically extended for one year each, unless by earlier mutual termination. The Company receives a monthly fee of Baht 250,000. However, the Company agreed to cancel agreement since October 1, 2020 onward.
- 35.3.3 On March 21, 2018, the Company entered into an agreement with Krungthai Zmico Securities Co., Ltd. which is associated company. The associated company will manage the Company's fund for two years. Contract, which will be renew for one year each unless either the Company notifies for the cancellation in written. Under the agreement, the Company agreed to pay a management fee at rated of 1.00 - 1.25 percent per annum of the net asset value of the fund.
- 35.3.4 On February 1, 2019, the Company entered into agreement with Innotech Asset Management Co., Ltd. which is subsidiary company for providing service of compliance and internal audit, risk management and accounting. The Company will receive a monthly fee of Baht 430,000 with the term of the agreement of is one year from February 1, 2019 to January 31, 2020. The agreement is automatically extended on an annual basis unless either party notifies another party for the cancellation in written at least 120 days before the expiry date of the agreement in each time.
- 35.3.5 On February 1, 2019, the Company entered into the agreement with Innotech Asset Management Co., Ltd. which is subsidiary company for office rental which the term of agreement is from February 1, 2019 to January 31, 2022. The Company will receive a monthly fee of Baht 73,125.
- 35.3.6 On February 1, 2019, the Company entered into agreement with SE Digital Co., Ltd. which is subsidiary company for providing service of compliance and internal audit, risk management, accounting and corporate administration. The Company will receive a monthly fee of Baht 470,000 with the term of the agreement of is one year from February 1, 2019 to January 31, 2020. The agreement is automatically extended on an annual basis unless either party notifies another party for the cancellation in written at least 120 days before the expiry date of the agreement in each time.

35.3.7 On July 7, 2020, the Company entered into an agreement with Innotech Asset Management Co., Ltd. which is a subsidiary company. The subsidiary will manage the Company's fund for two year. Contract, which will be renew for one year each unless either the Company notifies for the cancellation in written. Under the agreement, the Company agreed to pay a management fee at rated of 1.00 percent per annum of the net asset value of the fund.

36. COMMITMENTS WITH NON-RELATED PARTIES

As at December 31, 2020 and 2019, the Company and its subsidiaries have commitments under long-term lease agreements for Office equipment and other commitments are as follows: (As at December 31, 2019 including long-term lease agreements for its office building and vehicle)

	CONSOLIDATED		(Unit: Thousand Baht) SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	As at	As at	As at	As at
	December 31, 2020	December 31, 2019	December 31, 2020	December 31, 2019
Within 1 year	3,680	7,788	2,744	4,428
Over 1 year to 5 years	1,763	10,174	263	4,831
Total	<u>5,443</u>	<u>17,962</u>	<u>3,007</u>	<u>9,259</u>

37. BUSINESS/GEOGRAPHICAL SEGMENT INFORMATION

Business segment information of the Company and its subsidiaries for year ended December 31, 2020 and 2019 are as follows:

	(Unit: Thousand Baht) For the year ended December 31, 2020				
	Securities segment	Fund asset Management segment	Digital assets business segment	Investment and other segments	Consolidated Financial statement
Revenue from external customers	81,727	885	28,779	17,610	129,001
Total revenues	<u>81,727</u>	<u>885</u>	<u>28,779</u>	<u>17,610</u>	<u>129,001</u>
Segment income (loss)	81,727	(41,747)	(64,752)	17,610	(7,162)
Unallocated income and expenses:					
Gain on transfer of business to the associated company					-
Other income					12,097
Servicing and administrative expenses					(16,654)
Income tax - expenses					<u>(4,898)</u>
Net loss					<u>(16,617)</u>

(Unit: Thousand Baht)

For the year ended December 31, 2019					
	Securities segment	Fund asset Management segment	Digital assets business segment	Investment and other segments	Consolidated Financial statement
Revenue from external customers	(15,567)	370	17,995	80,106	82,904
Total revenues	(15,567)	370	17,995	80,106	82,904
Segment income (loss)	(15,567)	(32,875)	(35,268)	80,106	(3,604)
Unallocated income and expenses:					
Gain on transfer of business to the associated company					18
Other income					107,754
Servicing and administrative expenses					(25,501)
Income tax - income					2,664
Net profit					81,331

Assets classified by segment of the Company as at December 31, 2020 and 2019 were presented as follows:

(Unit: Thousand Baht)							
	Securities segment	Fund assets Management segment	Digital assets business segment	Investment and other segments	Assets Management segment	Unallocated assets	Consolidated Financial statement
Assets by segment							
As at December 31, 2020	1,387,198	77,773	114,022	1,014,992	22,173	340,517	2,956,675
As at December 31, 2019	1,297,803	86,270	97,760	989,925	24,260	449,172	2,945,190

38. RISK MANAGEMENT

38.1 Liquidity risk

The Company

Under the Notification of the Office of the Securities and Exchange Commission No. Kor Thor. 35/2560 regarding “Net Liquid Capital Ratio-NCR”, securities company is required to maintain its net liquid capital at the end of working day not less than Baht 15 million and not less than 7% of general liabilities.

The Company was granted securities business licenses of derivatives agent under the Derivative Act. The Company has to maintain its net liquid capital at the end of working day at least Baht 25 million and at least 7% of general liabilities and assets held as collateral except in case the Company discontinued its derivatives agent business and notified to the Office of the Securities and Exchange Commission, the Company has to maintain its net liquid capital as mentioned in the above paragraph.

Additionally, in accordance with the regulation of Thailand Clearing House Co., Ltd. (“TCH”) chapter 300 “Ordinary Members” regarding the “Qualification of Ordinary Membership”, the Ordinary Membership is required to have owners’ equity at least Baht 500 million for membership operating especially in derivatives business.

As at December 31, 2019, the Company is not required to maintain its net liquid capital and equity per those requirements as it was granted by the Office of the Securities and Exchange Commission to temporarily cease its operation on securities and derivative businesses (see Note 1).

Since May 2, 2013, the Company was approved to reactivate its investment advisory service, the Company is required to maintain its net liquid capital according to the Notification of the Securities and Exchange Commission No. Kor Thor. 4/2561 regarding “Ongoing capital adequacy of some specific intermediaries”.

As at December 31, 2019, the Company is able to maintain its net liquid capital more than the condition.

However, as at December 31, 2020, the Company is not required to maintain its net liquid capital and equity per those requirements as it was granted by the Office of the Securities and Exchange Commission due to the Company returned the securities business licenses which was effective since December 8, 2020 onward.

Subsidiaries

Under the Notification of the Office of the Securities and Exchange Commission No. KorNor. 20/2552, regarding “The Capital Adequacy of Management Company”, the asset management company has to maintain owners’ equity at least Baht 20 million for mutual fund management business, at least Baht 20 million for private fund management business with provident fund and at least Baht 10 million for private fund management business without provident fund management. Under the Notification of the Office of the Securities and Exchange Commission No. ThorNor. 42/2552, regarding “The Responsibility Insurance of Management Company and the Notification for Capital Adequacy of Management Company”, the warning level at Baht 30 million for mutual fund management business, the warning level at Baht 30 million for private fund management business with provident fund and the warning level at Baht 15 million for private fund management business without provident fund management. In case the Company cannot maintain the capital adequacy over the warning level, the Company has to report to the Office of the Securities and Exchange Commission including the plan to recover its owners’ equity to the warning level.

On January 17, 2018, the Securities and Exchange Commission issued the Notification of the Office of the Securities and Exchange Commission No. KorThor. 3/2561, regarding “The Capital Adequacy of mutual fund management, private fund management, securities brokerage and securities trading, securities underwriting and derivatives fund management” which effective on April 1, 2018. The subsidiary has to maintain the 3 parts of its capital in order to comply with this notification.

1. Owner’s equity: The Company has to maintain its equity at least Baht 20 million.
2. Liquid capital: The Company has to maintain its liquid capital at least the average 3 months per year of business operation expenses.
3. Professional Indemnity Insurance: At least either 0.01 percent of net asset value or the amount of an insurance coverage is required.

As at December 31, 2020 and 2019, the subsidiary is able to maintain the capital adequacy which is in accordance with the SEC's regulations.

The periods of time from the end of reporting period to the maturity dates of financial instruments as of December 31, 2020 and 2019 are as follows:

(Unit: Million Baht)

CONSOLIDATED FINANCIAL STATEMENTS

As at December 31, 2020

Outstanding balances of net financial instruments

	At call	Within 1 year	1 - 5 years	Over 5 years	Not limit	Non- performing receivables	Total
Financial assets							
Cash and cash equivalents	290	-	-	-	-	-	290
Securities business receivables	-	-	-	-	-	34	34
Other current financial asset	-	593	-	-	76	-	669
Other non -current financial asset	-	-	-	-	169	-	169
Total	290	593	-	-	245	34	1,162
Financial liabilities							
Other borrowing	-	167	-	-	-	-	167
Total	-	167	-	-	-	-	167

(Unit: Million Baht)

CONSOLIDATED FINANCIAL STATEMENTS

As at December 31, 2019

Outstanding balances of net financial instruments

	At call	Within 1 year	1 - 5 years	Over 5 years	Not limit	Non- performing receivables	Total
Financial assets							
Cash and cash equivalents	416	-	-	-	-	-	416
Securities business receivables	-	-	-	-	-	43	43
Other current financial asset	-	603	3	-	14	-	620
Other non -current financial asset	-	-	-	-	180	-	180
Total	416	603	3	-	194	43	1,259
Financial liabilities							
Other borrowing	-	148	-	-	-	-	148
Total	-	148	-	-	-	-	148

(Unit: Million Baht)

SEPARATE FINANCIAL STATEMENTS

As at December 31, 2020

Outstanding balances of net financial instruments

	At call	Within 1 year	1 - 5 years	Over 5 years	Not limit	Non- performing receivables	Total
Financial assets							
Cash and cash equivalents	196	-	-	-	-	-	196
Securities business receivables	-	-	-	-	-	34	34
Other current financial asset	-	590	-	-	56	-	646
Other non -current financial asset	-	-	-	-	169	-	169
Total	196	590	-	-	225	34	1,045
Financial liabilities							
Other borrowing	-	457	-	-	-	-	457
Total	-	457	-	-	-	-	457

(Unit: Million Baht)

SEPARATE FINANCIAL STATEMENTS

As at December 31, 2019

Outstanding balances of net financial instruments

	At call	Within 1 year	1 - 5 years	Over 5 years	Not limit	Non- performing receivables	Total
Financial assets							
Cash and cash equivalents	290	-	-	-	-	-	290
Securities business receivables	-	-	-	-	-	43	43
Other current financial asset	-	583	-	-	14	-	597
Other non-current financial asset	-	-	-	-	180	-	180
Loan	-	19	-	-	-	-	19
Total	290	602	-	-	194	43	1,129
Financial liabilities							
Other borrowing	-	498	-	-	-	-	498
Total	-	498	-	-	-	-	498

38.2 Significant financial instruments risk

As at December 31, 2020 and 2019, the Company and its subsidiaries have not speculated in or engaged in trading of any off-financial position financial derivatives instruments.

38.2.1 Interest rate risk

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates and it will affect the operation results of the Company and its subsidiaries and their cash flows:

(Unit : Million Baht)

CONSOLIDATED FINANCIAL STATEMENTS

As at December 31, 2020

Outstanding balances of net financial instruments

reprising or maturity dates

	Floating interest rate	At call	Within 1 year	1-5 years	Over 5 years	Non- performing receivables	No interest	Total	Interest rate (Percent)	
									Floating rate	Fixed rate
Financial assets										
Cash and cash equivalents	231	-	-	-	-	-	59	290	0.10 - 1.10	-
Securities business receivables	-	-	-	-	-	34	-	34	-	-
Other current financial asset	-	-	593	-	-	-	76	669	-	4.00 - 12.00
Other non-current financial asset	-	-	-	-	-	-	169	169	-	-
Total	231	-	593	-	-	34	304	1,162		
Financial liabilities										
Other borrowing	-	-	167	-	-	-	-	167	-	3.40 - 3.75
Total	-	-	167	-	-	-	-	167		

(Unit : Million Baht)

CONSOLIDATED FINANCIAL STATEMENTS
As at December 31, 2019
Outstanding balances of net financial instruments
repricing or maturity dates

	Floating interest rate	At call	Within			Over 5 years	Non- performing receivables	No interest	Total	Interest rate (Percent)	
			1 year	1-5 years	5 years					Floating rate	Fixed rate
Financial assets											
Cash and cash equivalents	369	-	-	-	-	-	47	416	0.375 - 1.20	-	
Securities business receivables	-	-	-	-	-	-	43	43	-	-	
Other current financial asset	-	-	603	-	-	-	14	617	-	1.60 - 12.00	
Other non -current financial asset	-	-	-	3	-	-	180	183	-	4.00	
Total	369	-	603	3	-	43	241	1,259			
Financial liabilities											
Other borrowing	-	-	148	-	-	-	-	148	-	3.50	
Total	-	-	148	-	-	-	-	148			

(Unit : Million Baht)

SEPARATE FINANCIAL STATEMENTS
As at December 31, 2020
Outstanding balances of net financial instruments
repricing or maturity dates

	Floating interest rate	At call	Within			Over 5 years	Non- performing receivables	No interest	Total	Interest rate (Percent)	
			1 year	1-5 years	5 years					Floating rate	Fixed rate
Financial assets											
Cash and cash equivalents	147	-	-	-	-	-	49	196	0.10 - 1.10	-	
Securities business receivables	-	-	-	-	-	-	34	34	-	-	
Other current financial asset	-	-	590	-	-	-	56	646	-	6.75 - 12.00	
Other non -current financial asset	-	-	-	-	-	-	169	169	-	-	
Total	147	-	590	-	-	34	274	1,045			
Financial liabilities											
Other borrowing	-	-	457	-	-	-	-	457	-	3.40 - 3.75	
Total	-	-	457	-	-	-	-	457			

(Unit : Million Baht)

SEPARATE FINANCIAL STATEMENTS
As at December 31, 2019
Outstanding balances of net financial instruments
repricing or maturity dates

	Floating interest rate	At call	Within			Non- performing receivables	No interest	Total	Interest rate (Percent)	
			1 year	1-5 years	Over 5 years				Floating rate	Fixed rate
Financial assets										
Cash and cash equivalents	258	-	-	-	-	-	32	290	0.375-1.20	-
Securities business receivables	-	-	-	-	-	43	-	43	-	-
Other current financial asset	-	-	583	-	-	-	14	597	-	6.35-9.00
Other non-current financial asset	-	-	-	-	-	-	180	180	-	-
Loan	-	-	19	-	-	-	-	19	-	5.00
Total	258	-	602	-	-	43	226	1,129		
Financial liabilities										
Other borrowing	-	-	498	-	-	-	-	498	-	3.50
Total	-	-	498	-	-	-	-	498		

The average yield on average financial asset and liabilities asset balances for interests bearing financial instruments are presented in the following table:

(Unit : Baht)

CONSOLIDATED FINANCIAL STATEMENTS

As at December 31, 2020

Financial Instruments	Average balance	Interest income / Interest expense	Average yield (Percent)
Financial assets			
Cash and cash equivalents	394,201,235	1,433,700	0.36
Investment in debt securities	493,680,317	32,178,113	6.52
Investment, amortized cost securities	9,500,000	154,030	1.62
Financial liabilities			
Other borrowing	105,833,333	3,680,647	3.48

(Unit : Baht)

CONSOLIDATED FINANCIAL STATEMENTS

As at December 31, 2019

Financial Instruments	Average balance	Interest income / Interest expense	Average yield (Percent)
Financial assets			
Cash and cash equivalents	449,457,357	2,276,170	0.51
Investment in debt securities	487,149,380	25,468,761	5.23
Held-to-maturity investment	22,636,837	356,437	1.57
Financial liabilities			
Other borrowing	248,333,333	8,900,053	3.58

(Unit : Baht)

SEPARATE FINANCIAL STATEMENTS

As at December 31, 2020

Financial Instruments	Average balance	Interest income / Interest expense	Average yield (Percent)
Financial assets			
Cash and cash equivalents	231,944,232	1,217,436	0.52
Investment in debt securities	446,498,463	32,178,113	7.21
Loan	11,166,667	596,270	5.34
Financial liabilities			
Other borrowing	375,833,333	13,370,536	3.56

(Unit : Baht)

SEPARATE FINANCIAL STATEMENTS

As at December 31, 2019

Financial Instruments	Average balance	Interest income / Interest expense	Average yield (Percent)
Financial assets			
Cash and cash equivalents	214,713,239	1,443,233	0.67
Investment in debt securities	233,936,787	23,335,529	9.98
Loan	35,027,397	1,750,666	5.00
Financial liabilities			
Other borrowing	277,500,000	9,602,922	3.46

38.2.2 Credit risk

Credit risk is the risk that the party to a financial instrument will fail to fulfill an obligation causing the Company and its subsidiaries to incur a financial loss. The financial assets of the Company and its subsidiaries are not subject to significant concentration of credit risk. The maximum credit risk exposure is the carrying amount of the financial instrument, less provision for losses, as stated in the statements of financial position.

38.2.3 Foreign exchange risk

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

The Company expects that there may be an effect from changes in exchange rates resulting from a portion of assets in foreign currencies which are not hedged.

As at December 31, 2020, the Company had unhedged foreign currency - denominated assets as follows:

Asset	Foreign currency	Amount (Unit: thousand)	Exchange rate (Baht per foreign exchange rate) as at December 31, 2020
Ordinary shares	Lao People's Democratic Republic LAK	8,325,774	0.003215
Ordinary shares	United States USD	211	29.7749

38.2.4 Market situation risk

The Company's exposure to market situation risk is the risk that volatility on the Stock Exchange of Thailand and The Thailand Futures Exchange will substantially reduce the value of the Company's investments. However, the Company manages such risk at acceptable levels through risk management policies as well as a risk monitoring function.

38.2.5 Fair value

The fair value disclosures, considerable judgement is necessarily required in estimation of fair value. Accordingly, the estimated fair value presented here in is not necessarily indicative of the amount that could be realized in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value. The following methods and assumptions were used by the Company in estimating fair values of financial instruments.

38.2.5.1 Certain financial assets and financial liabilities of the Company and subsidiaries are measured at fair value at the end of reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined.

(Unit : Baht)

Financial assets/ Financial liabilities	Fair value		Fair value hierarchy	Valuation techniques and key inputs
	December 31, 2020	December 31, 2019		
CONSOLIDATED FINANCIAL STATEMENTS				
<u>Financial Assets</u>				
Non - Collateralised Investment				
Fair value through profit or loss				
Listed securities	39,385,562	14,148,784	1	Latest bid prices of the last working day of the reporting period as quoted on the Stock Exchange of Thailand and foreign stock exchange
Ordinary shares	45,873,311	46,007,412	2	Net asset value of the last working day of the reporting period and cost
Debt securities - Bill of exchange	589,893,904	583,802,331	2	Discount cash flow by future cash flows are estimated based on forward interest rate at the end of the reporting period
Unit trust securities	36,381,275	-	2	Net asset value of the last working day of the reporting period
Debt securities - Corporate bond	3,416,174	3,195,550	2	Discount cash flow by future cash flows are estimated based on forward interest rate at the end of the reporting period
Fair value through other comprehensive income				
Listed securities	123,422,415	133,401,107	1	Latest bid prices of the last working day of the reporting period as quoted on the Stock Exchange of Thailand and foreign stock exchange
Amortized cost				
Certificate of deposits	-	19,000,000	2	Discount cash flow by future cash flows are estimated based on forward interest rate at the end of the reporting period
<u>Financial liabilities</u>				
Other borrowing	167,311,342	148,349,296	2	Discount cash flow by future cash flows are estimated based on forward interest rate at the end of the reporting period

(Unit : Baht)

Financial assets/ Financial liabilities	SEPARATE FINANCIAL STATEMENTS			Valuation techniques and key inputs
	Fair value		Fair value hierarchy	
	December 31, 2020	December 31, 2019		
<u>Financial Assets</u>				
Non - Collateralised Investment				
Fair value through profit or loss				
Listed securities	39,385,562	14,148,784	1	Latest bid prices of the last working day of the reporting period as quoted on the Stock Exchange of Thailand and foreign stock exchange
Ordinary shares	45,873,311	46,007,412	2	Net asset value of the last working day of the reporting period and cost
Debt securities - Bill of exchange	589,893,904	583,802,331	2	Discount cash flow by future cash flows are estimated based on forward interest rate at the end of the reporting period
Unit trust securities	16,396,750	-	2	Net asset value of the last working day of the reporting period
Fair value through other comprehensive income				
Listed securities	123,422,415	133,401,107	1	Latest bid prices of the last working day of the reporting period as quoted on the Stock Exchange of Thailand and foreign stock exchange
<u>Financial liabilities</u>				
Other borrowing	457,311,342	498,349,296	2	Discount cash flow by future cash flows are estimated based on forward interest rate at the end of the reporting period

38.2.5.2 Financial instruments not measured at fair value

Fair value of financial instruments which are not measured at fair value and their fair value hierarchy level classification is summarized as follows:

(Unit : Baht)

	CONSOLIDATED FINANCIAL STATEMENTS			Valuation techniques and key inputs
	As at December 31, 2020		Fair value hierarchy	
	Carrying Amount Baht	Fair Value Baht		
<u>Financial assets</u>				
Cash and cash equivalents	290,630,301	290,630,301	3	Net present value of expected cash inflow

(Unit : Baht)

	CONSOLIDATED FINANCIAL STATEMENTS			Valuation techniques and key inputs
	As at December 31, 2019		Fair value hierarchy	
	Carrying Amount Baht	Fair Value Baht		
<u>Financial assets</u>				
Cash and cash equivalents	415,755,834	415,755,834	3	Net present value of expected cash inflow
Held to-maturity investments	19,000,000	19,000,000	3	Net present value of expected cash inflow
General investment Equity securities	46,007,412	46,007,412	3	Net asset value of invested company
<u>Financial liabilities</u>				
Other Borrowing Bill of Exchange	148,349,296	148,349,296	3	Net present value of expected cash outflow

(Unit : Baht)

	SEPARATE FINANCIAL STATEMENTS			
	As at December 31, 2020		Fair value hierarchy	Valuation techniques and key inputs
	Carrying Amount	Fair Value		
	Baht	Baht		
<u>Financial assets</u>				
Cash and cash equivalents	196,079,287	196,079,287	3	Net present value of expected cash inflow

(Unit : Baht)

	SEPARATE FINANCIAL STATEMENTS			
	As at December 31, 2019		Fair value hierarchy	Valuation techniques and key inputs
	Carrying Amount	Fair Value		
	Baht	Baht		
<u>Financial assets</u>				
Cash and cash equivalents	289,709,185	289,709,185	3	Net present value of expected cash inflow
General investment	46,007,412	46,007,412	3	Net asset value of invested company
Equity securities				
Loan	19,000,000	19,000,000	3	Net present value of expected cash inflow
<u>Financial liabilities</u>				
Other Borrowings				
Bill of exchange	148,349,296	148,349,296	3	Net present value of expected cash outflow
Loan	350,000,000	350,000,000	3	Net present value of expected cash outflow

39. TRANSFER OF BUSINESS

On May 1, 2009, the Company transferred its business and margin loan accounts to Krungthai Zmico Securities Co., Ltd., an associated company, in accordance with a partnership plan to develop securities business with Krung Thai Bank Plc.. The Company received returns from the transfer of business in the total amount of Baht 500 million. At the end of year 2011, the Company recognized the entire amount of consideration from the transfer of business of Baht 500 million as the associated company was able to generate 3-year cumulative EBITDA from 2009 - 2011 according to the criteria specified in the agreement.

The Company recognized such gain on transfer of business to an associated company as income in the consolidated financial statements according to the shareholding percentage of the third parties in the associated company. The remaining amount was presented as “unrealized gain on transfer of business to an associated company”. The Company will realize such “unrealized gain on transfer of business to an associated company” as an income when the Company has lower percentage of shareholding in the associated company and when the associated company calculates depreciation or sells such transferred assets to the third parties.

For the year ended December 31, 2019, the Company recognized additional gain on transfer of business to the associated company of Baht 0.02 million.

As at December 31, 2020 and 2019, the remaining amount unrealized gain on transfer of business to an associated company were Baht 148.20 million.

40. LITIGATIONS

On March 18, 2019, the Company and an associated company have been jointly sued for the infringement in one financial service.

On November 20, 2019, the Company, an associated company and a third party have been jointly sued from seven prosecutors for the infringement in the same case mentioned above.

At the present, the cases are under the consideration of the Civil Court. The Company's management and lawyer have considered and believed that the Company has sufficient evidence to refute the allegations for both cases.

On March 17, 2020, the Company, an associated company and third party 30 persons have been jointly sued from the same seven prosecutors above in criminal case which is currently in the process of preliminary hearing.

41. APPROVAL OF FINANCIAL STATEMENTS

These financial statements have been approved for issuing by the audit committee and authorized director of the Company on February 22, 2021.



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