

**SEAMICO SECURITIES PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY  
CONDENSED NOTES TO THE FINANCIAL STATEMENTS  
FOR THE THREE-MONTH AND THE NINE-MONTH PERIODS ENDED SEPTEMBER 30, 2014  
“UNAUDITED”**

**1. GENERAL INFORMATION AND THE OPERATIONS OF THE COMPANY**

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 18<sup>th</sup> 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

Solaris Asset Management Co., Ltd., a subsidiary, operates its business in Thailand and has been granted permission to manage mutual fund, private fund and provident fund.

As at September 30, 2014 and December 31, 2013, the Company has one head office.

On May 1, 2009, the Company transferred its business and margin loan accounts to KT 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 onward.

Moreover, the Company was granted by The Stock Exchange of Thailand to extend the recommencing its securities brokerage business operation to December 31, 2015 according to the letter No. BorSorChor.05/2557 dated June 25, 2014.

Currently, the major businesses of the Company are related to investment and securities businesses which shall not compete with KT ZMICO Securities Co., Ltd.

## 2. BASIS FOR PREPARATION OF THE INTERIM FINANCIAL STATEMENTS

- 2.1 The Company prepares its interim financial statements in conformity with Thai Accounting Standard No. 34 (Revised 2009) “Interim Financial Reporting”, and practices generally accepted in Thailand, and also the Notification of the Office of the Securities and Exchange Commission (“SEC”) No. SorTor/Kor/Nor. 53/2553, dated December 15, 2010, regarding “The Form of Financial Statements for Securities Companies”.
- 2.2 The consolidated and separate statement of financial position as at December 31, 2013, presented herein for comparison, has been derived from the financial statements for the year then ended which were audited.

Additionally, the consolidated and separate statements of comprehensive income for the three-month and nine-month periods ended September 30, 2013, and the consolidated and separate statements of changes in owners’ equity and cash flows for the nine-month period ended September 30, 2013 were reviewed by auditor.

The consolidated financial statements for the three-month and nine-month periods ended September 30, 2014 and 2013 include the accounts of the Company and Solaris Asset Management Co., Ltd., which the Company has a holding of 100% and 78.33%, respectively in its equity. Significant transactions and balances between the Company and the subsidiary have been eliminated.

Additionally, the consolidated financial statements for the three-month and nine-month periods ended September 30, 2014 and 2013 also included interest in an associated company’s equity which is determined from the financial statements of KT ZMICO Securities Co., Ltd.

The consolidated financial statements for the three-month and nine-month periods ended September 30, 2014 included interest in an associated company’s equity which is determined from the financial statements of Beacon Offshore Limited.

- 2.3 Certain financial information which is normally included in financial statements prepared in accordance with generally accepted accounting principles, but which is not required for interim reporting purposes, has been omitted. In addition, the interim financial statements should be read in conjunction with the audited financial statements for the year ended December 31, 2013.

The results of operations for the three-month and the nine-month periods ended September 30, 2014 are not necessarily indicative of the operation result anticipated for the full year.

- 2.4 The preparation of financial statements in conformity with Thai Financial Reporting Standards 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 revenue and expense during the reporting period. Although these estimates are based on management’s reasonable consideration of current events, actual results may differ from these estimates.

### 3. NEW THAI FINANCIAL REPORTING STANDARDS

Summary of new Thai Financial Reporting Standards that became effective in the current accounting year and those that will become effective in the future.

#### 3.1 Adoption of new and revised Thai Financial Reporting Standards

Since January 1, 2014, the Company and its subsidiaries has adopted the new and revised Thai Financial Reporting Standards issued by the Federation of Accounting Professions, which are effective for the financial statements for the accounting periods beginning on or after January 1, 2014 onwards, in the preparation of interim financial statements as follows:

##### **Thai Accounting Standard (TAS)**

TAS 1 (Revised 2012)	Presentation of Financial Statements
TAS 7 (Revised 2012)	Statement of Cash Flows
TAS 12 (Revised 2012)	Income Taxes
TAS 17 (Revised 2012)	Leases
TAS 18 (Revised 2012)	Revenue
TAS 19 (Revised 2012)	Employee Benefits
TAS 21 (Revised 2012)	The Effects of Changes in Foreign Exchange Rates
TAS 24 (Revised 2012)	Related Party Disclosures
TAS 28 (Revised 2012)	Investments in Associates
TAS 31 (Revised 2012)	Interests in Joint Ventures
TAS 34 (Revised 2012)	Interim Financial Reporting
TAS 36 (Revised 2012)	Impairment of Assets
TAS 38 (Revised 2012)	Intangible Assets

##### **The Financial Reporting Standard (TFRS)**

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

##### **Thai Accounting Standard Interpretation (TSI)**

TSI 15	Operating Leases - Incentives
TSI 27	Evaluating the Substance of Transactions Involving the Legal Form of a Lease
TSI 29	Disclosure - Service Concession Arrangements
TSI 32	Intangible Assets - Web Site Costs

##### **Thai Financial Reporting Interpretations (TFRI)**

TFRI 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRI 4	Determining Whether an Arrangement Contains a Lease
TFRI 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
TFRI 7	Applying the Restatement Approach under IAS 29 Financial Reporting in Hyperinflationary Economies
TFRI 10	Interim Financial Reporting and Impairment
TFRI 12	Service Concession Arrangements
TFRI 13	Customer Loyalty Programmes
TFRI 17	Distributions of Non-cash Assets to Owners
TFRI 18	Transfer of Assets From Customers

##### **Guideline on accounting**

Guideline on accounting regarding stock dividend

Such TFRSs have no significant impact on the Company and its subsidiary's financial statements

The Federation of Accounting Professions issued the Notification regarding the Conceptual Framework for Financial Reporting (Revised 2014), which is announced in the Royal Gazette and effective from October 15, 2014, onwards.

The Company's management will adopt the Conceptual Framework for Financial Reporting (Revised 2014) in the preparation of the Company's financial statements when it becomes effective. The Company's management has assessed the effects of such Conceptual Framework for Financial Reporting and believes that it will not have any significant impact on the financial statements for the period in which it is initially applied.

### 3.2 New and revised Thai Financial Reporting Standards issued but not yet effective

TFRS which is effective for the financial statements for the periods beginning on or after January 1, 2016:

**The Financial Reporting Standard (TFRS)**  
TFRS 4 Insurance contract

The Company and its subsidiary's management will adopt the TFRSs relevant to the Company and its subsidiaries in the preparation of the Company and its subsidiary's financial statements when they become effective. The Company and its subsidiary's management have assessed the effects of these TFRSs and believe that they will not have any significant impact on the financial statements for the period in which they are initially applied.

## 4. SIGNIFICANT ACCOUNTING POLICIES

The interim financial statements have been prepared based on the basis, accounting policies and method of computation consistent with those used in the annual financial statements for the year ended December 31, 2013.

## 5. CASH AND CASH EQUIVALENTS

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	As at	As at	As at	As at
	September 30,	December 31,	September 30,	December 31,
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Cash, short-term deposits and promissory notes				
with original maturity less than 3 months	296,400,942	557,105,908	57,905,099	535,066,025
<u>Less</u> Cash deposits held for customers*	<u>(232,023,087)</u>	<u>(19,094,117)</u>	<u>(12,915,347)</u>	<u>(14,710,339)</u>
Total cash and cash equivalents	<u>64,377,855</u>	<u>538,011,791</u>	<u>44,989,752</u>	<u>520,355,686</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 September 30, 2014 and December 31, 2013, the Company had deposits at financial institutions and promissory notes held for customers in the consolidated statements of financial position in amounting to Baht 232.02 million and Baht 19.09 million, respectively, and the separate statements of financial position in amounting to Baht 12.92 million and Baht 14.71 million, respectively, which the Company must return to the customers at call.

As at September 30, 2014 and December 31, 2013, the securities business cash customers of 528 accounts and 565 accounts, respectively, which were transferred to KT ZMICO Securities Co., Ltd. (see Note 23) have not yet returned the open account agreements for securities trading to KT ZMICO Securities Co., Ltd. Such customers have deposits for securities trading of Baht 5.09 million and Baht 6.88 million, respectively, and shares with the values of Baht 168.82 million and Baht 131.12 million, respectively. However, when the customers have returned the open account agreements for securities trading to KT ZMICO Securities Co., Ltd., the assets of these customers will be returned to KT ZMICO Securities Co., Ltd.

## 6. DEPOSIT AT FINANCIAL INSTITUTIONS

As at September 30, 2014 the Company has fixed deposit amounting Baht 50 million which has been secured as collateral for bank guarantee issued for performance bid bond to one bidding project (see Note 20.11).

## 7. SECURITIES BUSINESS RECEIVABLES - NET

The Company has securities business receivables as follows:

	CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS	
	As at September 30, 2014 Baht	As at December 31, 2013 Baht
Securities business receivables	35,021,024	54,432,819
Other receivables		
Receivables under litigation	62,654,566	263,597,908
Instalment receivables	-	7,091
Other receivables	-	406,073
Total securities business receivables	97,675,590	318,443,891
<u>Less</u> Allowance for doubtful accounts (see Note 8)	(58,607,306)	(259,963,812)
Total	39,068,284	58,480,079

The Company has classified securities business receivables in accordance with the Notification of the Office of the Securities and Exchange Commission on the non-performing receivables No. Kor Thor. 33/2543 dated August 25, 2000, which is updated by the Notification No. Kor Thor. 5/2544 dated February 15, 2001 as follows:

CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS					
As at September 30, 2014			As at December 31, 2013		
Securities business receivables and accrued interest receivables Baht	Allowance for doubtful accounts set up by the Company Baht	Securities Business receivables and accrued interest receivables - net Baht	Securities business receivables and accrued interest receivables Baht	Allowance for doubtful accounts set up by the Company Baht	Securities business receivables and accrued interest receivables - net Baht
Normal debts	35,021,024	35,021,024	54,432,819	-	54,432,819
Substandard debts	4,047,260	4,047,260	4,047,260	-	4,047,260
Doubtful debts	<u>58,607,306</u>	<u>-</u>	<u>259,963,812</u>	<u>(259,963,812)</u>	<u>-</u>
Total	<u>97,675,590</u>	<u>39,068,284</u>	<u>318,443,891</u>	<u>(259,963,812)</u>	<u>58,480,079</u>

The substandard and doubtful debts (securities business receivables and accrued interest receivables) are classified by aging as follows:

CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS	
As at September 30, 2014 Baht	As at December 31, 2013 Baht
Over 3 years	<u>62,654,566</u>
Total	<u>264,011,072</u>

## 8. ALLOWANCE FOR DOUBTFUL ACCOUNTS

CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS	
As at September 30, 2014 Baht	As at December 31, 2013 Baht
Beginning balances of the period	259,963,812
<u>Less</u> Bad debts written-off	<u>(201,356,506)</u>
Ending balances of the period (see Note 7)	<u>58,607,306</u>

During the nine-month period ended September 30, 2014, the Company wrote off Baht 201.36 million of securities business receivables from cash balance and credit balance (Margin loans) customers, together with the related allowance for doubtful accounts because the court judged that the debtors were bankrupt or the litigations were ended.

## 9. INVESTMENTS - NET

9.1 The Company has investments in debt and equity securities classified by investment type as follows:

	CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS			
	As at September 30, 2014		As at December 31, 2013	
	Cost/ Book value	Fair value	Cost/ Book value	Fair value
	Baht	Baht	Baht	Baht
<u>Trading securities</u>				
Equity securities - List securities	40,981,926	41,558,852	28,716,807	28,298,907
Debt securities - Government bond	-	-	47,979,545	47,973,685
Debt securities - Corporate bond	25,501,026	25,958,985	15,324,888	15,175,881
Debt securities - Bill of exchange	457,530,961	461,186,233	118,679,844	118,914,104
Mutual fund	49,958,166	51,207,944	95,015,754	95,706,946
Total	573,972,079	579,912,014	305,716,838	306,069,523
<u>Add</u> Revaluation adjustments	5,939,935	-	352,685	-
Total trading securities - net	579,912,014	579,912,014	306,069,523	306,069,523
<u>Available-for-sale securities</u>				
Mutual fund	-	-	10,000,000	9,035,842
<u>Less</u> Revaluation adjustments	-	-	(964,158)	-
Total available-for-sale securities - net	-	-	9,035,842	9,035,842
<u>General investments</u>				
Ordinary shares	156,517,201	92,675,780	156,517,201	94,747,127
Preference shares	125,000	125,000	125,000	125,000
Total	156,642,201	92,800,780	156,642,201	94,872,127
<u>Less</u> Allowance for impairment	(63,841,421)	-	(61,770,074)	-
Total general investments - net	92,800,780	92,800,780	94,872,127	94,872,127
Total investments - net	672,712,794	672,712,794	409,977,492	409,977,492

9.2 Gain (loss) on investments

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	For the three-month periods ended September 30,		For the three-month periods ended September 30,	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Unrealized gain (loss) on re-measuring trading investments	820,646	(1,873,970)	820,646	(1,873,970)
Gain on sale of trading investments	11,598,828	742,305	11,598,828	742,305
Total	12,419,474	(1,131,665)	12,419,474	(1,131,665)

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	For the nine-month periods ended September 30,		For the nine-month periods ended September 30,	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Unrealized gain (loss) on re-measuring trading investments	5,587,251	(3,649,180)	5,587,251	(3,649,180)
Gain on sale of trading investments	23,103,486	11,652,426	23,103,486	11,652,426
Total	28,690,737	8,003,246	28,690,737	8,003,246

### 9.3 Interest and dividend from investments in debt and equity securities

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	For the three-month periods ended September 30,		For the three-month periods ended September 30,	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Interest	332,707	47,753	332,707	47,753
Dividend	199,800	140,610	199,800	77,260,170
Total	532,507	188,363	532,507	77,307,923

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	For the nine-month periods ended September 30,		For the nine-month periods ended September 30,	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Interest	931,918	72,734	931,918	72,734
Dividend	1,415,736	606,205	65,682,036	154,971,325
Total	2,347,654	678,939	66,613,954	155,044,059

### 9.4 Surplus (deficit) on re-measuring available-for-sale investments recognized in owners' equity

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	As at September 30,	As at December 31,	As at September 30,	As at December 31,
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Beginning balance of the period	(771,327)	-	(771,327)	-
Changes during the period				
- from re-measuring of investments	-	(964,158)	-	(964,158)
- from sales of investments	964,158	-	964,158	-
- from deferred tax adjustment	(192,831)	192,831	(192,831)	192,831
Ending balance of the period	-	(771,327)	-	(771,327)



9.5 The Company has general investments in companies that have financial position and performance problems as follows:

	CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS					
	As at September 30, 2014			As at December 31, 2013		
	Cost/ Book value	Fair value	Allowance for loss on impairment	Cost/ Book value	Fair value	Allowance for loss on impairment
	Baht	Baht	Baht	Baht	Baht	Baht
Ordinary shares	7,808	866	6,942	7,808	866	6,942
	<u>7,808</u>	<u>866</u>	<u>6,942</u>	<u>7,808</u>	<u>866</u>	<u>6,942</u>

## 10. INVESTMENTS IN SUBSIDIARY AND ASSOCIATED COMPANIES - NET

The Company's investments in its subsidiary 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	CONSOLIDATED FINANCIAL STATEMENTS								
			Paid-up capital		% of voting right		Cost method		Equity method		
			As at September 30, 2014	As at December 31, 2013	As at September 30, 2014	As at December 31, 2013	As at September 30, 2014	As at December 31, 2013	As at September 30, 2014	As at December 31, 2013	
			Million Baht	Million Baht	%	%	Million Baht	Million Baht	Million Baht	Million Baht	
<b>Associate</b>											
KT ZMICO Securities Co., Ltd.	Securities business	Ordinary share	2,138	2,138	49.60	49.60	1,237.5	1,237.5	1,394.9	1,358.9	
Beacon offshore Ltd.											
		Sale equipment for marine & offshore industries	Ordinary share	105	-	19.05	-	60.0	-	55.0	-
Total-net								<u>1,297.5</u>	<u>1,237.5</u>	<u>1,449.9</u>	<u>1,358.9</u>

SEPARATE FINANCIAL STATEMENTS

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	September 30, 2014	December 31, 2013	September 30, 2014	December 31, 2013	September 30, 2014	December 31, 2013	September 30, 2014	December 31, 2013
			Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht
<b>Subsidiary</b>											
Solaris Asset Management Co., Ltd	Mutual, private and provident fund	Ordinary share	125.4	115.5	100.00	78.33	173.0	156.4	35.4	23.9	
<u>Less Allowance for impairment</u>							(137.6)	(136.3)	-	-	
							<u>35.4</u>	<u>20.1</u>	<u>35.4</u>	<u>23.9</u>	
<b>Associate</b>											
KT ZMICO Securities Co., Ltd.	Securities business	Ordinary share	2,138	2,138	49.60	49.60	1,237.5	1,237.5	1,394.9	1,358.9	
Becon offshore Ltd	Sale equipment for marine & offshore industries		105	-	19.05	-	60.0	-	55.0	-	
							<u>1,297.5</u>	<u>1,237.5</u>	<u>1,449.9</u>	<u>1,358.9</u>	
Total-net							<u>1,332.9</u>	<u>1,257.6</u>	<u>1,485.3</u>	<u>1,382.8</u>	

Summarized financial information in respect of an associated company is set out below:

	<b>As at September 30, 2014 Million Baht</b>	<b>As at December 31, 2013 Million Baht</b>
Total assets	9,168.7	6,546.3
Total liabilities	(6,534.8)	(4,134.7)
Net assets	<u>2,633.9</u>	<u>2,411.6</u>

	<b>For the three-month periods ended September 30,</b>	
	<b>2014 Million Baht</b>	<b>2013 Million Baht</b>
Total revenue	605.9	455.3
Net income for the period	87.0	68.3
Net other comprehensive loss for the period	(1.7)	(0.5)
Dividend received from an associated company	-	77.2

	<b>For the nine-month periods ended September 30,</b>	
	<b>2014 Million Baht</b>	<b>2013 Million Baht</b>
Total revenue	1,481.6	1,735.9
Net income for the period	178.4	303.3
Net other comprehensive loss for the period	(5.1)	(0.4)
Dividend received from an associated company	64.3	154.4

On October 16, 2012, the extraordinary shareholders' meeting of the subsidiary company has passed a special resolution to increase its share capital of Baht 10,000,000, from Baht 182,000,000 to Baht 192,000,000 by issuing additional 1,000,000 ordinary shares with the par value of Baht 10 per share and will be sold to the existing shareholders at the par value, in order to be used as working capital and expand its business. In addition, such meeting passed a resolution to call for the first payment at Baht 10 per share of 250,000 shares, totally Baht 2,500,000. The subsidiary company already received cash for such increased share capital and registered the increase in authorized share capital and issued and paid-up share capital with the Registrar of Partnerships and Companies on October 19, 2012.

On December 18, 2012, the Board of Directors' meeting of the subsidiary company has passed a resolution to call for the remaining payment from shareholders at Baht 10 per share of 750,000 shares, totally Baht 7,500,000. The subsidiary company already received cash of such increased share capital on January 15, 2013 and registered the capital increased with the Registrar of Partnerships and Companies on January 22, 2013.

On February 18, 2013, the extraordinary shareholders' meeting of the subsidiary company has passed a resolution to approve the decreasing the subsidiary's authorized and paid-up capital from Baht 192,000,000 to Baht 105,600,000 and the par value of share from Baht 10 per share to Baht 5.50 per share for decrease of retained deficit of the subsidiary. Additionally, the meeting had a resolution to approve the amendment of the subsidiary's Memorandum of Association to reflect the decrease of the subsidiary's authorized and paid up capital. Consequently, the subsidiary company registered the decrease of authorized and paid-up share capital and amendment of the subsidiary's Memorandum of Association with the Ministry of Commerce on April 2, 2013.

On June 20, 2013, the extraordinary shareholders' meeting of the subsidiary company has passed a special resolution to increase its share capital of Baht 9,900,000, from Baht 105,600,000 to Baht 115,500,000 by issuing additional 1,800,000 ordinary shares with the par value of Baht 5.5 per share and will be sold to the existing shareholders at the par value, in order to be used as working capital and expand its business. The subsidiary company already received cash for such increased share capital on June 25, 2013 and registered the increase in authorized share capital and issued and paid-up share capital with the Registrar of Partnerships and Companies on July 1, 2013.

On January 29, 2014, the extraordinary shareholders' meeting of the subsidiary company has passed a special resolution to increase its share capital of Baht 9,900,000, from Baht 115,500,000 to Baht 125,400,000 by issuing additional 1,800,000 ordinary shares with the par value of Baht 5.5 per share and will be sold to the existing shareholders at the par value, in order to be used as working capital and expand its business. The subsidiary company already received cash for such increased share capital on March 6, 2014 and registered the increase in authorized share capital and issued and paid-up share capital with the Registrar of Partnerships and Companies on March 11, 2014.

On February 27, 2014 the Board of Directors' meeting has passed a resolution to approve the Company entered into the agreement with Evolution Capital Public Company Limited to purchase shares in Solaris Asset Management Co., Ltd., the subsidiary, totally 4,550,000 shares at Baht 1.48317 per share, total amount Baht 6,748,423.50. With the condition that within the period of 2 years from the payment date, if the Company can sell all of its shares in Solaris Asset Management Co., Ltd. to the third party at the higher purchase price per share after the deduction of any applicable taxes and necessary and reasonable expenses (if any) than the price per share received from Evolution Capital Public Company Limited. The Company will pay the difference arising on shares of 4,550,000 shares to Evolution Capital Public Company Limited. On February 28, 2014 the Company purchased such shares from Evolution Capital Public Company Limited already with difference loss arising from the purchase of Baht 5,563,540 million. Consequently, this increases a holding of the Company in subsidiary to 100%.

As at September 30, 2014 and December 31, 2013, the paid-up share capital of the subsidiary is Baht 125.4 million and Baht 115.5 million, respectively, consisting of 22,800,000 ordinary shares and 21,000,000 ordinary shares, respectively, of Baht 5.5 per share. As at September 30, 2014, the subsidiary's shares are held by the Company 100% (As at December 31, 2013, the subsidiary's shares are held by the Company and Evolution Capital Public Company Limited 78.33% and 21.67%, respectively).

On March 21, 2014 the Company entered into an investment agreement to purchase 2 million ordinary shares of Beacon Offshore Ltd., the share has par value of Baht 10 per share, totally in amount of Baht 60 million, which is 19.05% of total shares. Beacon is provides sale and service of safety and survival equipment for the marine and offshore industries.

## 11. DEFERRED INCOME TAX - NET

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	As at	As at	As at	As at
	September 30,	December 31,	September 30,	December 31,
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
<b>Deferred tax assets</b>				
Allowance for doubtful accounts	216,610	1,602,758	216,610	1,602,758
Allowance for impairment of investments	32,378,201	32,378,201	32,378,201	32,378,201
Unrealized loss on re-measuring trading investments	147,060	155,401	147,060	155,401
Unrealized loss on re-measuring available-for-sale investments	-	192,831	-	192,831
Other assets	10,357	28,357	10,357	28,357
Unrealized gain on transfer of business to an associated company	22,770,260	23,113,579	-	-
	<u>55,522,488</u>	<u>57,471,127</u>	<u>32,752,228</u>	<u>34,357,548</u>
<b>Deferred tax liabilities</b>				
Unrealized gain on re-measuring trading investments	1,335,047	225,938	1,335,047	225,938
Amortization of derivative license	507,055	432,055	507,055	432,055
	<u>1,842,102</u>	<u>657,993</u>	<u>1,842,102</u>	<u>657,993</u>
Deferred tax assets - net	<u>53,680,386</u>	<u>56,813,134</u>	<u>30,910,126</u>	<u>33,699,555</u>

The movements of deferred income tax are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS			
	As at	Items as	Items as	As at
	January 1,	recognized in	recognized in other	September 30,
	2014	profit or loss	Comprehensive	2014
	(see Note 18)	Income		
	Baht	Baht	Baht	Baht
<b>Deferred tax assets</b>				
Allowance for doubtful accounts	1,602,758	(1,386,148)	-	216,610
Allowance for impairment of investments	32,378,201	-	-	32,378,201
Unrealized loss on re-measuring trading investments	155,401	(8,341)	-	147,060
Unrealized loss on re-measuring available-for-sale investments	192,831	-	(192,831)	-
Other assets	28,357	(18,000)	-	10,357
Unrealized gain on transfer of business to an associated company	23,113,579	(343,319)	-	22,770,260
	<u>57,471,127</u>	<u>(1,755,808)</u>	<u>(192,831)</u>	<u>55,522,488</u>
<b>Deferred tax liabilities</b>				
Unrealized gain on re-measuring trading investments	225,938	1,109,109	-	1,335,047
Amortization of derivative license	432,055	75,000	-	507,055
	<u>657,993</u>	<u>1,184,109</u>	<u>-</u>	<u>1,842,102</u>
Deferred tax assets - net	<u>56,813,134</u>	<u>(2,939,917)</u>	<u>(192,831)</u>	<u>53,680,386</u>

	CONSOLIDATED FINANCIAL STATEMENTS			
	As at	Items as	Items as	As at
	January 1,	recognized in	recognized in other	September 30,
	2013	profit or loss	Comprehensive	2013
	(see Note 18)	Income		
	Baht	Baht	Baht	Baht
<b>Deferred tax assets</b>				
Allowance for doubtful accounts	1,602,758	-	-	1,602,758
Allowance for impairment of investments	33,519,195	(422,961)	-	33,096,234
Unrealized loss on re-measuring trading investments	-	436,105	-	436,105
Unrealized loss on re-measuring available-for-sale investments	-	-	132,079	132,079
Cumulative tax loss	1,006,077	-	-	1,006,077
Other assets	28,357	-	-	28,357
Unrealized gain on transfer of business to an associated company	24,296,470	(896,719)	-	23,399,751
	<u>60,452,857</u>	<u>(883,575)</u>	<u>132,079</u>	<u>59,701,361</u>
<b>Deferred tax liabilities</b>				
Unrealized gain on re-measuring trading investments	411,875	(293,731)	-	118,144
Amortization of derivative license	332,055	75,000	-	407,055
	<u>743,930</u>	<u>(218,731)</u>	<u>-</u>	<u>525,199</u>
Deferred tax assets - net	<u>59,708,927</u>	<u>(664,844)</u>	<u>132,079</u>	<u>59,176,162</u>

	SEPARATE FINANCIAL STATEMENTS			
	As at January 1, 2014	Items as recognized in profit or loss (see Note 18)	Items as recognized in other comprehensive income	As at September 30, 2014
	Baht	Baht	Baht	Baht
<b>Deferred tax assets</b>				
Allowance for doubtful accounts	1,602,758	(1,386,148)	-	216,610
Allowance for impairment of investments	32,378,201	-	-	32,378,201
Unrealized loss on re-measuring trading investments	155,401	(8,341)	-	147,060
Unrealized loss on re-measuring available-for-sale investment	192,831	-	(192,831)	-
Other assets	28,357	(18,000)	-	10,357
	<u>34,357,548</u>	<u>(1,412,489)</u>	<u>(192,831)</u>	<u>32,752,228</u>
<b>Deferred tax liabilities</b>				
Unrealized gain on re-measuring trading investments	225,938	1,109,109	-	1,335,047
Amortization of derivative license	432,055	75,000	-	507,055
	<u>657,993</u>	<u>1,184,109</u>	<u>-</u>	<u>1,842,102</u>
Deferred tax assets - net	<u>33,699,555</u>	<u>(2,596,598)</u>	<u>(192,831)</u>	<u>30,910,126</u>

	SEPARATE FINANCIAL STATEMENTS			
	As at January 1, 2013	Items as recognized in profit or loss (see Note 18)	Items as recognized in other comprehensive income	As at September 30, 2013
	Baht	Baht	Baht	Baht
<b>Deferred tax assets</b>				
Allowance for doubtful accounts	1,602,758	-	-	1,602,758
Allowance for impairment of investments	33,519,195	(422,961)	-	33,096,234
Unrealized loss on re-measuring trading investments	-	436,105	-	436,105
Unrealized loss on re-measuring available-for-sale investments	-	-	132,079	132,079
Cumulative tax loss	1,006,077	-	-	1,006,077
Other assets	28,357	-	-	28,357
	<u>36,156,387</u>	<u>13,144</u>	<u>132,079</u>	<u>36,301,610</u>
<b>Deferred tax liabilities</b>				
Unrealized gain on re-measuring trading investments	411,875	(293,731)	-	118,144
Amortization of derivative license	332,055	75,000	-	407,055
	<u>743,930</u>	<u>(218,731)</u>	<u>-</u>	<u>525,199</u>
Deferred tax assets - net	<u>35,412,457</u>	<u>231,875</u>	<u>132,079</u>	<u>35,776,411</u>

## 12. OTHER ASSETS

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	As at September 30, 2014 Baht	As at December 31, 2013 Baht	As at September 30, 2014 Baht	As at December 31, 2013 Baht
Accrued interest income	544,934	2,520,635	498,448	2,505,118
Prepaid insurance	390,495	641,797	246,352	106,194
Prepaid repair and maintenance	459,112	143,468	17,373	-
Other deposits	1,145,228	540,977	786,878	194,627
Fund management fee and service income receivables	5,860,626	1,386,357	-	-
Corporate income tax claim receivable	1,507,025	972,377	297,521	297,494
Value-added-tax receivable	3,067,182	3,932,317	-	-
Others	2,257,206	835,684	1,658,561	524,034
Total	<u>15,231,808</u>	<u>10,973,612</u>	<u>3,505,133</u>	<u>3,627,467</u>

## 13. DIVIDEND

On April 28, 2014, the ordinary shareholders' meeting of the year 2014 has passed the resolution to approve the dividend payment for the operation for the year ended December 31, 2013 to the shareholders at the rate of Baht 0.09 per share equalling to Baht 117.67 million. The dividend was paid on May 12, 2014.

On May 10, 2013, the ordinary shareholders' meeting of the year 2013 has passed the resolution to approve the dividend payment for the operation for the year ended December 31, 2012 to the shareholders at the rate of Baht 0.06 per share equalling to Baht 61.34 million. The dividend was paid on May 22, 2013.

## 14. FEE AND SERVICE INCOME

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	For the three-month periods ended September 30,		For the three-month periods ended September 30,	
	2014 Baht	2013 Baht	2014 Baht	2013 Baht
Private fund management				
mutual fund management and				
provident fund management	16,522,362	3,337,129	-	-
Total	<u>16,522,362</u>	<u>3,337,129</u>	<u>-</u>	<u>-</u>

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	For the nine-month periods ended September 30,		For the nine-month periods ended September 30,	
	2014 Baht	2013 Baht	2014 Baht	2013 Baht
Private fund management				
mutual fund management and				
provident fund management	32,620,644	9,925,537	-	-
Total	<u>32,620,644</u>	<u>9,925,537</u>	<u>-</u>	<u>-</u>

## 15. FEE AND SERVICE EXPENSES

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	For the three-month periods ended September 30,		For the three-month periods ended September 30,	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Fees for private fund, mutual fund and derivative licenses	126,028	126,028	-	-
Others	6,138,931	1,305,756	145,119	125,570
Total	<u>6,264,959</u>	<u>1,431,784</u>	<u>145,119</u>	<u>125,570</u>

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	For the nine-month periods ended September 30,		For the nine-month periods ended September 30,	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Fees for private fund, mutual fund and derivative licenses	373,973	373,973	-	-
Others	12,096,962	4,692,191	419,249	531,831
Total	<u>12,470,935</u>	<u>5,066,164</u>	<u>419,249</u>	<u>531,831</u>

## 16. DIRECTORS AND MANAGERMENTS' 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 2014 was approved by the ordinary shareholders' meetings of the Company and its subsidiary which were held on April 28, 2014 and April 1, 2014, respectively. Directors' remuneration for the year 2013 was approved by the ordinary shareholders' meetings of the Company and its subsidiary which were held on May 10, 2013 and April 12, 2013, respectively.

## 17. IMPAIRMENT LOSS FROM SECURITIES (REVERSAL)

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	For the three-month periods ended September 30,		For the three-month periods ended September 30,	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Impairment loss from equity securities (reversal)	(647,949)	(669,327)	(647,949)	(669,327)
Impairment loss from investment in subsidiary (reversal)	-	-	(3,092,247)	5,051,266
Total	<u>(647,949)</u>	<u>(669,327)</u>	<u>(3,740,196)</u>	<u>4,381,939</u>



	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	For the nine-month periods ended		For the nine-month periods ended	
	September 30,		September 30,	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Impairment loss from equity securities (reversal)	2,071,348	(2,114,818)	2,071,348	(2,114,818)
Impairment loss from investment in subsidiary	-	-	1,397,910	13,458,451
Total	<u>2,071,348</u>	<u>(2,114,818)</u>	<u>3,469,258</u>	<u>11,343,633</u>

## 18. CORPORATE INCOME TAX

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	For the three-month periods ended		For the three-month periods ended	
	September 30,		September 30,	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Income tax - expense	<u>(1,578,145)</u>	<u>(345,807)</u>	<u>(1,575,277)</u>	<u>(73,167)</u>
Total	<u>(1,578,145)</u>	<u>(345,807)</u>	<u>(1,575,277)</u>	<u>(73,167)</u>

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	For the nine-month periods ended		For the nine-month periods ended	
	September 30,		September 30,	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Income tax - income (expense) (see Note 11)	<u>(2,939,917)</u>	<u>(664,844)</u>	<u>(2,596,598)</u>	<u>231,875</u>
Total	<u>(2,939,917)</u>	<u>(664,844)</u>	<u>(2,596,598)</u>	<u>231,875</u>

Reconciliation of income tax and the results of the accounting profit (loss) multiplied by the income tax rate are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	For the three-month periods ended September 30,		For the three-month periods ended September 30,	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Income before tax	58,469,489	26,205,089	9,082,803	67,363,166
Tax rate	20%	20%	20%	20%
The result of the account profit multiplied by the income tax rate - expenses	(11,693,898)	(5,241,017)	(1,816,561)	(13,472,633)
Tax effect of the non-deductible income and expense	9,846,189	7,670,073	(28,280)	16,174,329
Effect of the temporary difference not recognized as deferred tax assets	699,162	(1,278,765)	699,162	(1,278,765)
Effect of loss carried forward not recognized as deferred tax assets	956,550	(1,496,098)	956,550	(1,496,098)
Written-off allowance for doubtful accounts	(1,386,148)	-	(1,386,148)	-
Income tax - expense	<u>(1,578,145)</u>	<u>(345,807)</u>	<u>(1,575,277)</u>	<u>(73,167)</u>

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	For the nine-month periods ended September 30,		For the nine-month periods ended September 30,	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Income before tax	107,110,316	130,416,847	70,687,864	129,838,971
Tax rate	20%	20%	20%	20%
The result of the account profit multiplied by the income tax rate - expenses	(21,422,063)	(26,083,369)	(14,137,573)	(25,967,794)
Tax effect of the non-deductible income and expense	19,710,415	30,831,982	12,769,244	31,613,126
Effect of the temporary difference not recognized as deferred tax assets	(631,335)	(2,751,808)	(631,335)	(2,751,808)
Effect of loss carried forward not recognized as deferred tax assets	789,214	(2,661,649)	789,214	(2,661,649)
Written-off allowance for doubtful accounts	(1,386,148)	-	(1,386,148)	-
Income tax - income (expenses) (see Note 11)	<u>(2,939,917)</u>	<u>(664,844)</u>	<u>(2,596,598)</u>	<u>231,875</u>

According to the Royal Decree No. 555 B.E. 2555 issued under the Revenue Code regarding the corporate income tax rate reduction effective on December 27, 2012, the corporate income tax rates were reduced from 30% to 23% of net income for an accounting period beginning on or after January 1, 2012 and 20% of net income for two consecutive accounting period beginning on or after January 1, 2013 and according to the Royal Decree No. 577 B.E. 2557 issued under the Revenue Code regarding the corporate income tax rate reduction effective on November 11, 2014, the corporate income tax rates were reduced from 30% to 20% of net income for an accounting period beginning on or after January 1, 2015, up to December 31, 2015.

## 19. RELATED PARTY TRANSACTIONS

The Company and its subsidiary 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:

Balances with related parties as at September 30, 2014 and December 31, 2013 are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	As at September 30, 2014 Baht	As at December 31, 2013 Baht	As at September 30, 2014 Baht	As at December 31, 2013 Baht
<b>Subsidiary</b>				
Solaris Asset Management Co., Ltd.				
Investment in subsidiary - net (see Note 10)	-	-	35,394,803	20,144,290
Investment in mutual fund managed by subsidiary	51,207,944	100,717,285	51,207,944	100,717,285
Investment in private fund managed by subsidiary	58,543,239	96,314,342	58,543,239	96,314,342
Accrued private fund management fee expenses	-	-	40,605	43,616
Other payables	-	-	-	96,479
<b>Associate</b>				
KT ZMICO Securities Co., Ltd.				
Investment in associate (see Note 10)	1,394,903,969	1,358,857,228	1,237,504,700	1,237,504,700
Other payables	497,334	606,748	497,334	606,748
Beacon Offshore Co.,Ltd.				
Investment in associate (see Note 10)	54,954,572	-	60,000,000	-
Investment in Bill of Exchange	17,137,534	-	17,137,534	-
<b>Related company</b>				
<b>Under common directors</b>				
Thanh Cong Securities Company J.S.C.				
Investment in ordinary shares - net	92,186,164	94,257,511	92,186,164	94,257,511
Other receivables	29,705	-	29,705	-

Significant transactions with related parties for the three-month periods ended September 30, 2014 and 2013 are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS		Pricing policy
	For the three-month periods ended September 30,		For the three-month periods ended September 30,		
	2014 Baht	2013 Baht	2014 Baht	2013 Baht	
<b>Subsidiary</b>					
Solaris Asset Management Co., Ltd.					
Withdrawal mutual fund managed by subsidiary	41,324,340	-	41,324,340	-	Investment value
Withdrawal private fund manage by subsidiary	55,000,000	112,788,848	55,000,000	112,788,848	Investment value
Service income	-	-	-	521,000	At the rate determined under the contract of Baht 521,000 per month (See note no.20.5)
Rental expense	-	-	-	229,365	At the rate determined under the contract from April to July 2013 of Baht 105,315 per month. Subsequently from August 2013 onwards, the rate is adjusted to Baht 62,025 per month. (See note no.20.6)
Private fund management fee	-	-	130,409	82,634	At the rate determined under the contract at 0.2% of net asset value per year
<b>Associate</b>					
KT ZMICO Securities Co., Ltd.					
Service expenses	1,462,500	450,000	1,462,500	450,000	At the rate determined under the contract of Baht 440,000 per month. Subsequently from June 2014, the rate is adjusted to Baht 487,500 per month. (see Note 20.1)
Research paper	750,000	1,250,000	750,000	1,250,000	At the rate determined under the contract (see Note 20.7)
Beacon Offshore Ltd.					
Interest received from Bill of exchange	1,525,479	-	1,525,479	-	At the rate determined under the contract
Withdrawal from bill of exchange	64,000,000	-	64,000,000	-	Investment value
<b>Related company</b>					
<b>Under common directors</b>					
Quam Securities Company Limited					
Consulting fee	-	1,165,227	-	1,165,227	At the rate determined under the contract

	CONSOLIDATED		SEPARATE		Pricing policy
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS		
	For the three-month		For the three-month		
	periods ended		periods ended		
	September 30,		September 30,		
	2014	2013	2014	2013	
	Baht	Baht	Baht	Baht	
<b>Related with subsidiary and associate</b>					
Selling agent fee expense	256,326	146,940	256,326	146,940	At the rate determined under the contract
Service fee expenses	199,800	75,000	199,800	75,000	At the rate determined under the agreement of Baht 295,000 per month since April 2013 - May 2014 Baht 25,000 per month and since June 2014 Baht 66,600 per month
Private fund management fee income	323,985	-	323,985	-	At the rate determined under the contract at 0.5% of net asset value per year

Significant transactions with related parties for the nine-month periods ended September 30, 2014 and 2013 are as follows:

	CONSOLIDATED		SEPARATE		Pricing policy
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS		
	For the nine-month		For the nine-month		
	periods ended		periods ended		
	September 30,		September 30,		
	2014	2013	2014	2013	
	Baht	Baht	Baht	Baht	
<b>Subsidiary</b>					
Solaris Asset Management Co., Ltd.					
Withdrawal mutual fund managed by subsidiary	82,255,012	-	82,255,012	-	Investment value
Withdrawal private fund manage by subsidiary	55,000,000	293,688,848	55,000,000	293,688,848	Investment value
Investment in mutual fund managed by subsidiary	31,197,425	10,000,000	31,197,425	10,000,000	Investment value
Investment in ordinary shares of subsidiary	-	-	9,900,000	17,400,000	2014 : 1.8 million shares at Baht 5.50 per shares 2013 : 0.75 million shares at Baht 10 per share
Service income	-	-	-	2,084,000	At the rate determined under the contract of Baht 521,000 per month (see Note 20.5)
Rental expense	-	-	124,050	545,310	At the rate determined under the contract April - July 2013 of Baht 105,315 per month (see Note 20.6)
Private fund management fee	-	-	376,753	452,033	At the rate determined under the contract at 0.2% of net asset value per year

	CONSOLIDATED FINANCIAL STATEMENTS For the nine-month periods ended September 30, 2014		SEPARATE FINANCIAL STATEMENTS For the nine-month periods ended September 30, 2013		Pricing policy
	Baht	Baht	Baht	Baht	
<b>Associates</b>					
KT ZMICO Securities Co., Ltd.					
Service expenses	4,150,000	1,350,000	4,150,000	1,350,000	At the rate determined under the contract (see Note 20.1)
Rental expenses	-	148,509	-	148,509	At the rate determined under the contract of Baht 49,503 per month and cancelled since April 2013(see Note 20.2)
Research paper	2,250,000	1,250,000	2,250,000	1,250,000	At the rate determined under the contract of Baht 250,000 per month (see Note 20.7)
Beacon Offshore Ltd.					
Interest received from Bill of exchange	4,188,493	-	4,188,493	-	At the rate determined under the contract
Withdrawal from Bill of exchange	64,000,000	-	64,000,000	-	Investment value
<b>Related companies</b>					
<b>Under common directors</b>					
Quam Securities Company Limited					
Consulting fee	-	2,685,658	-	2,685,658	At the rate determined under the contract.
Evolution Capital Plc.					
Purchase interest in subsidiary	6,748,424	-	6,748,424	-	4.55 million share at Baht 1.48317 per share
<b>Related with subsidiary and associate</b>					
Selling agent fee expense	731,746	409,487	731,746	409,487	At the rate determined under the agreement
Service fee expenses	391,400	1,035,000	391,400	1,035,000	At the rate determined under the agreement of Baht 295,000 per month since April 2013 - May 2014 Baht 25,000 per month since June 2014 Baht 66,600 per month
Private fund management fee income	844,634	-	844,634	-	At the rate determined under the contract at 0.5% of net asset value per year

For the three-month and the nine-month periods ended September 30, 2014 and 2013, compensations paid to key management personnel under TAS 24 (Revised 2009) “Related Party Disclosures” are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS For the three-month periods ended September 30, 2014		SEPARATE FINANCIAL STATEMENTS For the three-month periods ended September 30, 2013	
	Baht	Baht	Baht	Baht
Short-term employee benefits	1,579,118	1,337,960	872,333	712,350
Post-employment benefits	158,970	77,300	144,806	41,482
Total	<u>1,738,088</u>	<u>1,415,260</u>	<u>1,017,139</u>	<u>753,832</u>

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	For the nine-month periods		For the nine-month periods	
	ended September 30,		ended September 30,	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Short-term employee benefits	4,702,855	4,770,680	2,582,500	2,512,050
Post-employment benefits	476,912	231,900	434,420	124,447
Total	<u>5,179,767</u>	<u>5,002,580</u>	<u>3,016,920</u>	<u>2,636,497</u>

## 20. COMMITMENTS

### Transactions with related parties

20.1 On May 28, 2009, the Company entered into the agreement with KT ZMICO Securities Co., Ltd. for management service of accounting, Operating, Information technology including information system development and technical support, Compliance, Human Resource management, General Support and General management. The term of agreement is one year and will be automatically extended one year by payment in amount of Baht 150,000 per month unless either party notifies another party for the cancellation in written at least 30 days before the expiry date of the agreement in each time. Subsequently, on June 1, 2014, the Company made the agreement to change the fee to Baht 197,500 per month from June 1, 2014 to May 31, 2015. The agreement is automatically extended on an annual basis.

On August 1, 2013, the Company entered into agreement with KT ZMICO Securities Company Limited for providing management service of operating and corporate secretary. The term of agreement is one year. The term of agreement is from August 1, 2013 to July 31, 2014. The Company will pay a monthly fee of Baht 290,000.

20.2 On May 1, 2009, the Company entered into the agreement with KT ZMICO Securities Co., Ltd. for rental office at 16th Floor (No. 1601), Liberty Square, for operating business in amount of Baht 49,503 per month. The term of agreement is from May 1, 2009 to January 31, 2010 and the Company has continued the agreement to March 31, 2013. However, the Company already cancels such agreement.

20.3 On October 17, 2012, the Company entered into an agreement with Solaris Asset Management Co., Ltd. which is subsidiary company. The subsidiary will manage the Company's fund for one year. Contract, which will be expired on 17 October 2013, is automatically renewed for another year. Under the agreement, the Company agreed to pay a management fee at rated of 0.2 percent per annum of the net asset value of the fund.

20.4 The Company received the employees transferred from Solaris Asset Management Co., Ltd. which is subsidiary company according to the Employee Transfer Agreements dated March 28, 2013 effective date since April 1, 2013. However, since August 1, 2013 the Company transferred the employees to the subsidiary company according to the Employee Transfer Agreements dated July 31, 2013.

- 20.5 On April 1, 2013, the Company entered into the agreement with Solaris Asset Management Co., Ltd. which is subsidiary company for management service of Compliance, Fund Administration, Fund Operation, Information Technology, Investment, Product Development and Business Administration. The agreement is effective from April 1, 2013 onwards at Baht 521,000 per month unless either party notifies another party for the cancellation. However, on July 1, 2013 the Company cancelled the Management Service Agreement resulting the end of services on July 31, 2013.
- 20.6 On April 1, 2013, the Company entered into the agreement with Solaris Asset Management Co., Ltd. which is subsidiary company for providing rental office at 8th Floor (No. 801A, 807), Liberty Square, in the amount of Baht 105,315 per month. The term of agreement is from April 1, 2013 to January 31, 2016. However, on August 1, 2013 the Company has amended the agreement to reduce the space and the rental fee, the rental fee amounting to Baht 62,500 per month that effective since August 1, 2013 to January 31, 2016. However, on March 1, 2014 the Company cancelled the agreement.
- 20.7 On May 1, 2013, the Company entered into agreement with KT Zmico Securities Company Limited for providing various research papers of offshore. The term of agreement is 2-year 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.
- 20.8 On April 1, 2013, the Company entered into agreement with KT ZMICO Securities Company Limited for management service and investment banking analysis of offshore. The term of agreement is 3 months and will be expired on June 30, 2013. The Company agreed to receive a fee with total amount of Baht 800,800.

Transactions with other business parties

- 20.9 As at September 30, 2014 and December 31, 2013, the subsidiary has the following outstanding rental and service commitments under long-term lease agreements for its office building and equipment.

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	As at	As at	As at	As at
	September 30,	December 31,	September 30,	December 31,
	2014	2013	2014	2013
Within 1 year	4.0	1.9	2.7	0.4
Over 1 year to 5 years	1.1	1.7	0.8	0.2
Total	5.1	3.6	3.5	0.6

Unit: Million Baht



20.10 On April 29, 2014, the Company entered into an fee allocation agreement with Mac Capital Advisors Limited, under which the Company agreed to appoint that company as the agent to introduce its clients to the Company as a financial advisor. The agreement will be expired on December 31, 2016. The Company must pay advisory fees to that company as a percentage of the fee income earned from the introduction of that company.

20.11 Letter of guarantee and commitment

As a September 30, 2014, the Company has fixed deposit amounting Baht 50 million which has been secured as collateral for bank guarantee issued for performance bid bond to one bidding project. (see Note No. 6).

## 21. BUSINESS/GEOGRAPHICAL SEGMENT INFORMATION

Business segment information of the Company and its subsidiary for the three-month and nine-month periods ended September 30, 2014 and 2013 are as follows:

	Unit: Thousand Baht				
	For the three-month periods ended September 30, 2014				
	Securities segment	Assets Management Segment	Investment And others Segment	Elimination of inter-segment revenues	Consolidated Financial Statement
Revenue from external customers	53,263	16,522	9,177	-	78,962
Inter - segment revenues	-	-	-	-	-
Total revenues	53,263	16,522	9,177	-	78,962
Segment income	53,263	2,760	9,177	-	65,200
Unallocated income and expenses :					
Interest and dividend incomes					1,562
Gain on transfer of business to the associated company					14
Other income					887
Servicing and administrative expenses					(9,194)
Income tax - expense					(1,578)
Net profit					56,891

	Unit: Thousand Baht				
	For the three-month periods ended September 30, 2013				
	Securities segment	Assets Management Segment	Investment And others Segment	Elimination of inter-segment revenues	Consolidated Financial Statement
Revenue from external customers	33,878	3,337	(462)	-	36,753
Inter - segment revenues	-	-	-	-	-
Total revenues	33,878	3,337	(462)	-	36,753
Segment income (loss)	33,878	(4,288)	(462)	-	29,128
Unallocated income and expenses :					
Interest and dividend incomes					1,439
Gain on transfer of business to the associated company					1,364
Other income					1,305
Servicing and administrative expenses					(7,031)
Income tax - expense					(346)
Net profit					25,859

Unit: Thousand Baht

**For the nine-month periods ended September 30, 2014**

	<b>Securities segment</b>	<b>Assets Management Segment</b>	<b>Investment And others Segment</b>	<b>Elimination of inter-segment revenues</b>	<b>Consolidated Financial Statement</b>
Revenue from external customers	102,842	32,621	21,574	-	157,037
Inter - segment revenues	-	-	-	-	-
Total revenues	102,842	32,621	21,574	-	157,037
Segment income (loss)	102,842	(1,236)	21,574	-	123,180
Unallocated income and expenses :					
Interest and dividend incomes					8,723
Gain on transfer of business to the associated company					1,716
Other income					4,075
Servicing and administrative expenses					(30,584)
Income tax - expense					(2,940)
Net profit					104,170

Unit: Thousand Baht

**For the nine-month periods ended September 30, 2013**

	<b>Securities segment</b>	<b>Assets Management Segment</b>	<b>Investment And others Segment</b>	<b>Elimination of inter-segment revenues</b>	<b>Consolidated Financial Statement</b>
Revenue from external customers	150,341	9,926	10,118	-	170,385
Inter - segment revenues	-	-	-	-	-
Total revenues	150,341	9,926	10,118	-	170,385
Segment income (loss)	150,341	(13,286)	10,118	-	147,173
Unallocated income and expenses :					
Interest and dividend incomes					3,196
Gain on transfer of business to the associated company					4,484
Other income					2,144
Servicing and administrative expenses					(26,580)
Income tax - expense					(665)
Net profit					129,752

Assets classified by segment of the Company as at September 30, 2014 and December 31, 2013 were presented as follows:

Unit: Thousand Baht

	<b>Securities segment</b>	<b>Assets Management segment</b>	<b>Investment and others segment</b>	<b>Unallocated assets</b>	<b>Consolidated Financial statement</b>
<b>Assets by segment</b>					
As at September 30, 2014	1,433,972	40,091	727,667	327,081	2,528,811
As at December 31, 2013	1,417,338	22,613	409,977	756,071	2,605,999

## 22. RISK MANAGEMENT

Liquidity risk

### The Company

Under the Notification of the Office of the Securities and Exchange Commission No. Kor Thor. 18/2549 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 Membership”, the Ordinary Membership is required to have owners’ equity at least Baht 100 million for membership operating especially in derivatives business.

However, as at September 30, 2014 and December 31, 2013, 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).

Also, according to the Notification of the Securities and Exchange Commission No. KorKhor. 7/2551, Re: Determination of Paid-Up Registered Capital of Securities Company, the securities company licensed to undertake securities business in the category of securities brokerage, excluding the securities company licensed to undertake securities brokerage of debt securities or investment units, shall have paid-up registered capital of not less than Baht 500 million, effective from January 1, 2012 onwards. The Company has already proceeded accordingly.

Since May 2, 2013, the Company was approved to reactivate its investment advisory service, the Company is required to maintain its net liquid capital at least Baht 0.1 million according to the Notification of the Office of the Securities and Exchange Commission No. SorNor. 20/2545 Regarding “The Notification of Adequacy, Condition, Calculation Method and Reporting of Investment Advisory Company’s Collateral or Liquidated Assets Adequacy”.

However, as at September 30, 2014, the Company has able to maintain its net liquid capital more than the condition.

### Subsidiary

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 subsidiary cannot maintain the capital adequacy over the warning level, the subsidiary has to report to the Office of the Securities and Exchange Commission including the plan to recover its owners’ equity to the warning level.

As at December 31, 2013, the subsidiary’s financial statements showed owners’ equity amounting to Baht 25.72 million, which is less than the specified warning level. The subsidiary has reported to the Office of the Securities and Exchange Commission (“SEC”) on January 31, 2014, regarding the progress of the plan to recover its owners’ equity to the level not lower than Baht 30 million. On January 29, 2014, the Extraordinary shareholders’ meeting of the subsidiary has passed a resolution to increase its share capital of Baht 9.9 million. The subsidiary already received cash for the increased share capital on March 6, 2014 and registered the capital increased with the Registrar of Partnerships and Companies on March 11, 2014.

Additionally, the Company has given a letter of undertaking dated February 5, 2014 to the subsidiary to confirm that it will continue providing the financial support to the Company for the next 12 months from the date of such letter to enable the Company to maintain capital adequacy under the requirement of the Office of the Securities and Exchange Commission.

As at September 30, 2014, the subsidiary’s financial statements showed owners’ equity amounting of Baht 35.39 million, which is in accordance with the SEC’s regulations.

### **23. TRANSFER OF BUSINESS**

On May 1, 2009, the Company transferred its business and margin loan accounts to KT ZMICO Securities Co., Ltd., an associated company, in accordance with a partnership plan to develop securities business with Krung Thai Bank Plc. The Company will receive returns from the transfer of business in the total amount of Baht 500 million by Baht 300 million will be received upfront and the remaining Baht 200 million will be received proportionately over 3 years depending on earnings before interest, tax, depreciation and amortization (“EBITDA”) of KT ZMICO Securities Co., Ltd. for the year 2009 to 2011, and the Company will also receive returns from transfer of margin loan accounts at the value on the transferring date.

During the year ended December 31, 2011, the Company recorded the last portion of gain on transfer of business to an associated company of Baht 70 million and recorded accrued income from an associated company on transfer of business at the same amount. Subsequently, on April 18, 2012, the Company already received such amount of cash. 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 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. The movements of unrealized gain on transfer of business to an associated company in the consolidated financial statements for the three-month periods and the nine-month periods ended September 30, 2014 and 2013 are as follows:

	<b>CONSOLIDATED FINANCIAL STATEMENTS</b>	
	<b>Unrealized gain on transfer of business to an associated company</b>	
	<b>For the three-month periods ended September 30,</b>	
	<b>2014</b>	<b>2013</b>
	<b>Million Baht</b>	<b>Million Baht</b>
Beginning balance of the period	148.48	152.98
<u>Less</u> Recognize additional gain on transfer of business to an associated company because the associated company calculated depreciation and sold part of transferred assets to the third parties	(0.01)	(1.36)
Ending balance of the period	<u>148.47</u>	<u>151.62</u>

	<b>CONSOLIDATED FINANCIAL STATEMENTS</b>	
	<b>Unrealized gain on transfer of business to an associated company</b>	
	<b>For the nine-month periods ended September 30,</b>	
	<b>2014</b>	<b>2013</b>
	<b>Million Baht</b>	<b>Million Baht</b>
Beginning balance of the period	150.18	156.10
<u>Less</u> Recognize additional gain on transfer of business to an associated company because the associated company calculated depreciation and sold part of transferred assets to the third parties	(1.71)	(4.48)
Ending balance of the period	<u>148.47</u>	<u>151.62</u>

As a result of transfer of business, the Company has temporarily ceased its operation on securities and derivative business. 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 reactivate its investment advisory service according to the letter No. SEC. BorThor. 994/2556 dated on May 2, 2013 starting from May 2, 2013 onward (see Note 1).

**24. APPROVAL OF THE INTERIM FINANCIAL STATEMENTS**

These interim financial statements have been approved for issuing by the audit committee and authorized director of the Company on November 13, 2014.