

REPORT OF THE INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

**TO THE SHAREHOLDERS AND BOARD OF DIRECTORS
COUNTRY GROUP HOLDINGS PUBLIC COMPANY LIMITED**

Opinion

We have audited the consolidated financial statements of Country Group Holdings Public Company Limited and its subsidiaries (the “Group”) and the separate financial statements of Country Group Holdings Public Company Limited (the “Company”), which comprise the consolidated and separate statements of financial position as at December 31, 2017, and the related consolidated and separate statements of profit or loss and other comprehensive income, changes in shareholders’ equity and cash flows for the year then ended, and notes 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 Country Group Holdings Public Company Limited and its subsidiaries and of Country Group Holdings Public Company Limited as at December 31, 2017, 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.

Key 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	Key Audit Procedures
<p>Revenue recognition - Brokerage fee of subsidiary</p> <p>Brokerage fees are fees from securities business and derivatives business which have terms and conditions to charge the fees based on trading volume. Key audit matter is whether the brokerage fees are occurrence and have been completely and accurately recognized in accordance with Thai Financial Reporting Standards.</p> <p>The accounting policies of revenue recognition, the details of brokerage fees and operating segment information were disclosed in Note 3.1, Note 29 and Note 43 to the financial statements respectively.</p>	<p>Our audit procedures were as follows:</p> <ul style="list-style-type: none"> • Understand the revenue recognition process and related internal control procedures • Review the design and implementation of the internal control procedures • Perform the operating effectiveness testing over the internal control procedures around revenue recognition process including related information and technology system • Perform substantive testing as follows: <ul style="list-style-type: none"> - Examine the trading volume information of securities and derivative of the customers and brokerage fees rates, recalculate the brokerage fees and examine the related supporting documents of those revenues whether the brokerage fees are occurrence and have been completely and accurately recognized - Perform substantive analytical procedures relating to the brokerage fees.

<p>Impairment of investment</p> <p>Investments consist of investments in trading securities, investments in available for sale securities, general investments and investments in subsidiary and associated companies. The Group's managements have to consider the impairment indicators and estimate the impairment provision of those investments. The consideration is depended on the management judgement and key assumptions. Therefore, the key audit matter is whether the valuation of investment and the impairment have been recognized in accordance with Thai Financial Reporting Standards.</p> <p>The accounting policies of investments in debt and equity securities and investments in subsidiary and associated companies and the details of investments in debt and equity securities and investments in subsidiary and associated companies were disclosed in Note 3.6, Note 3.9, Note 6, Note 10 and Note 11 to the financial statements respectively.</p>	<p>Our audit procedures were as follows:</p> <ul style="list-style-type: none"> • Understand the impairment consideration process and related internal control procedures • Review the design and implementation of the internal control procedures • Perform the operating effectiveness testing over the internal control procedures around impairment consideration process • Perform substantive testing as follows: <ul style="list-style-type: none"> - Examine the supporting documents in relation to the management consideration of impairment indicators for investment - Assess the appropriateness of valuation model and key assumptions the management used in the estimation of the impairment provision for investment.
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Other Information

Management is responsible for the other information. The other information comprises information in the annual report, which is expected to be made available to us after the date of this auditors' 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 Group.

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 Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company'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 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 auditor's 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.

BANGKOK
February 28, 2018

Wonlop Vilaivaravit
Certified Public Accountant (Thailand)
Registration No. 6797
DELOITTE TOUCHE TOHMATSU JAIYOS AUDIT CO., LTD.

COUNTRY GROUP HOLDINGS PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2017

Unit : Baht

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		2017	2016	2017	2016
ASSETS					
CURRENT ASSETS					
Cash and cash equivalents	5	1,236,650,168	1,480,778,898	241,714,556	226,550,837
Current investments	6.1	3,125,103,946	1,972,029,814	1,383,717,909	618,482,445
Trade and other current receivables	7	67,507,410	112,669,546	209,828,885	191,375,112
Receivables from Clearing House and broker - dealers	8	440,349,433	866,529,737	-	-
Securities business receivables	9	722,323,919	452,024,236	-	-
Total Current Assets		5,591,934,876	4,884,032,231	1,835,261,350	1,036,408,394
NON-CURRENT ASSETS					
Investment held as available for sale	6.2	1,131,327,322	259,261,232	985,963,682	99,131,417
Investments in associates	10	1,677,881,395	2,356,418,849	1,502,449,120	2,297,727,528
Investment in subsidiaries	11	-	-	3,488,422,524	3,488,249,978
Other long-term investments	6.3	5,488,750	5,488,750	-	-
Property, premises and equipment	12	101,276,414	125,416,567	13,935,504	17,718,278
Intangible assets	13	106,603,085	104,479,469	-	-
Deferred tax assets	14	98,674,661	103,731,849	-	150,437
Other non-current assets	15	90,541,722	86,382,153	1,442,882	1,442,882
Total Non-Current Assets		3,211,793,349	3,041,178,869	5,992,213,712	5,904,420,520
TOTAL ASSETS		8,803,728,225	7,925,211,100	7,827,475,062	6,940,828,914

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

..... Director

(Khun Tommy Taechaubol) (Khun Veeraphat Phetcharakupt)

COUNTRY GROUP HOLDINGS PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION (CONTINUED)

AS AT DECEMBER 31, 2017

Unit : Baht

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		2017	2016	2017	2016
LIABILITIES AND SHAREHOLDERS' EQUITY					
CURRENT LIABILITIES					
Trade and other current payables	16	114,722,321	88,023,860	113,303,195	19,843,245
Payables to Clearing House and broker-dealers	17	-	44,607,750	-	-
Securities business payables	18	1,255,813,366	1,747,949,290	-	-
Debts issued and borrowings	19	144,215,456	-	-	-
Short-term loan from related company	20	-	-	5,000,000	400,000,000
Current income tax payable		262,800	6,898,662	-	1,032,660
Total Current Liabilities		1,515,013,943	1,887,479,562	118,303,195	420,875,905
NON-CURRENT LIABILITIES					
Debentures	21	1,079,800,000	-	1,079,800,000	-
Provisions for employee benefits	22	17,472,190	12,930,291	1,586,097	375,911
Deferred tax liabilities	14	-	-	4,234,728	-
Other non-current liabilities		1,819,018	3,313,503	-	-
Total Non-Current Liabilities		1,099,091,208	16,243,794	1,085,620,825	375,911
TOTAL LIABILITIES		2,614,105,151	1,903,723,356	1,203,924,020	421,251,816
SHAREHOLDERS' EQUITY					
SHARE CAPITAL					
Authorized share capital	23				
6,075,927,916 ordinary shares of Baht 1 each		6,075,927,916	6,075,927,916	6,075,927,916	6,075,927,916
Issued and paid share capital					
4,336,768,278 ordinary shares of Baht 1 each, fully paid		4,336,768,278	4,336,768,278	4,336,768,278	4,336,768,278
Ordinary shares held by subsidiary		(9,850)	(9,850)	-	-
Share premium	24	668,977,138	668,977,138	1,421,639,782	1,421,639,782
Other component of shareholders' equity	6.5	32,878,735	(21,779,738)	97,660,549	(301,019)
Retained earnings					
Appropriated					
Statutory reserve	28	144,519,183	137,020,743	53,343,832	48,093,144
Unappropriated		987,126,368	880,636,165	714,138,601	713,376,913
EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT		6,170,259,852	6,001,612,736	6,623,551,042	6,519,577,098
NON-CONTROLLING INTERESTS		19,363,222	19,875,008	-	-
TOTAL SHAREHOLDERS' EQUITY		6,189,623,074	6,021,487,744	6,623,551,042	6,519,577,098
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		8,803,728,225	7,925,211,100	7,827,475,062	6,940,828,914

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

..... Director

(Khun Tommy Taechaubol) (Khun Veeraphat Phetcharaku)

COUNTRY GROUP HOLDINGS PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2017

Unit : Baht

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		2017	2016	2017	2016
REVENUES					
Brokerage fees	29	214,219,937	541,614,653	-	-
Fees and services income	30	52,131,088	79,064,695	-	-
Interest on margin loans		14,274,809	34,881,568	-	-
Interest and dividend income	31	59,513,311	77,461,729	217,770,955	296,806,085
Gain on investments and derivatives	32	220,746,723	167,152,484	77,120,831	97,222,992
Income from the partial transfer of retail securities business	33	-	306,002,957	-	-
Gain on classified investments in associated to investment held as available for sale	10	21,612,253	-	-	-
Other income	34	24,945,596	15,713,518	504,072	55,021
Total revenues		607,443,717	1,221,891,604	295,395,858	394,084,098
EXPENSES					
Employee benefits expenses		345,806,059	542,371,846	69,484,941	40,009,063
Fee and service expenses		67,106,054	109,397,514	31,300,315	11,712,296
Finance costs		11,624,630	11,268,766	15,633,870	1,345,753
Bad debt and doubtful accounts		10,952,493	12,503,674	-	-
Other expenses	37	192,075,267	255,776,625	72,767,632	30,093,280
Total expenses		627,564,503	931,318,425	189,186,758	83,160,392
Share of profit from investments in associated companies	2.3.3	243,063,723	134,744,849	-	-
INCOME BEFORE INCOME TAX		222,942,937	425,318,028	106,209,100	310,923,706
INCOME TAX (EXPENSES)	39	11,688,395	(33,248,282)	20,105,228	(10,223,450)
NET INCOME FOR THE YEARS		234,631,332	392,069,746	126,314,328	300,700,256

..... Director
(Khun Tommy Taechaubol) (Khun Veeraphat Phetcharakupt)

COUNTRY GROUP HOLDINGS PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2017

Unit : Baht

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		2017	2016	2017	2016
OTHER COMPREHENSIVE INCOME					
Components of other comprehensive income that will not be reclassified to profit or loss					
Gains on remeasurements of defined benefit plans		-	13,047,695	-	-
Share of other comprehensive income of associates		-	608,593	-	-
Income tax relating to compenets of other comprehensive income that will not be reclassified to profit or loss	39	-	(2,609,539)	-	-
		-	11,046,749	-	-
Components of other comprehensive income that will be reclassified to profit or loss					
Gains on re-measuring investments held as available for sale		101,379,466	36,233,531	122,075,686	29,853,879
Adjustment surplus (deficit) on re-measuring investments held as available for sale disposed during the years		(310,828)	(43,666,681)	376,274	(43,582,181)
Share of other comprehensive loss of associates		(21,851,442)	(14,128,748)	-	-
Income tax relating to components of other comprehensive income that will be reclassified to profit or loss	39	(24,556,881)	1,486,630	(24,490,392)	2,745,660
		54,660,315	(20,075,268)	97,961,568	(10,982,642)
Total other comprehensive income (loss) for the years - net of tax		54,660,315	(9,028,519)	97,961,568	(10,982,642)
TOTAL COMPREHENSIVE INCOME FOR THE YEARS		289,291,647	383,041,227	224,275,896	289,717,614
PROFIT ATTRIBUTABLE TO					
Owners of parent		234,315,235	391,333,066	126,314,328	300,700,256
Non-controlling interests		316,097	736,680	-	-
NET PROFIT FOR THE YEARS		234,631,332	392,069,746	126,314,328	300,700,256
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO					
Owners of parent		288,973,708	382,230,120	224,275,896	289,717,614
Non-controlling interest		317,939	811,107	-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEARS		289,291,647	383,041,227	224,275,896	289,717,614
EARNINGS PER SHARE					
Basic earnings per share	40 Baht	0.0540	0.0902	0.0291	0.0693
Diluted earnings per share	40 Baht	0.0540	0.0902	0.0291	0.0693

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

..... Director

(Khun Tommy Taechaubol) (Khun Veeraphat Phetcharakupt)

COUNTRY GROUP HOLDINGS PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (CONTINUED)

FOR THE YEAR ENDED DECEMBER 31, 2017

									Unit : Baht
Notes	CONSOLIDATED FINANCIAL STATEMENTS								
	Owners of the Company						Non-	Total	
	Issued and paid-up share capital	Premium on share capital	Other component of shareholders' equity Surplus on re-measuring investments	Share of loss on other comprehensive income of associated companies	Retained earnings Appropriated statutory reserve	Unappropriated	Total owners of the parent	controlling interests	shareholders' equity
Balance as at January 1, 2017	4,336,758,428	668,977,138	(7,684,946)	(14,094,792)	137,020,743	880,636,165	6,001,612,736	19,875,008	6,021,487,744
<u>Change in shareholders' equity during the year</u>									
Changes in non-controlling interests from									
additional purchases of share of subsidiary	-	-	-	-	-	11,692	11,692	(193,682)	(181,990)
Dividends paid	27	-	-	-	-	(120,301,952)	(120,301,952)	(672,375)	(120,974,327)
Statutory reserve	-	-	-	-	7,498,440	(7,534,772)	(36,332)	36,332	-
Total comprehensive income	-	-	76,509,915	(21,851,442)	-	234,315,235	288,973,708	317,939	289,291,647
Balance as at December 31, 2017	<u>4,336,758,428</u>	<u>668,977,138</u>	<u>68,824,969</u>	<u>(35,946,234)</u>	<u>144,519,183</u>	<u>987,126,368</u>	<u>6,170,259,852</u>	<u>19,363,222</u>	<u>6,189,623,074</u>

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

..... Director

(Khun Tommy Taechaubol)

(Khun Veeraphat Phetcharakupt)

COUNTRY GROUP HOLDINGS PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2017

Unit : Baht

Notes	CONSOLIDATED FINANCIAL STATEMENTS									
	Owners of the Company							Non-controlling interests	Total shareholders' equity	
	Issued and paid-up share capital	Premium on share capital	Other component of shareholders' equity		Appropriated statutory reserve	Retained earnings				Total owners of the parent
			Deficit on re-measuring investments	Share of loss on other comprehensive income of associated companies		Unappropriated	Total			
Balance as at January 1, 2016	4,336,758,428	668,977,138	(1,703,300)	-	117,530,063	697,317,879	5,818,880,208	20,542,728	5,839,422,936	
Change in shareholders' equity during the year										
Changes in non-controlling interests	-	-	-	-	-	24,973	24,973	(101,283)	(76,310)	
Dividends paid	27	-	-	-	-	(199,491,270)	(199,491,270)	(1,408,839)	(200,900,109)	
Statutory reserve	-	-	-	-	19,490,680	(19,521,975)	(31,295)	31,295	-	
Total comprehensive income	-	-	(5,981,646)	(14,094,792)	-	402,306,558	382,230,120	811,107	383,041,227	
Balance as at December 31, 2016		4,336,758,428	668,977,138	(7,684,946)	(14,094,792)	137,020,743	880,636,165	6,001,612,736	19,875,008	6,021,487,744

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

..... Director

(Khun Tommy Taechaubol) (Khun Veeraphat Phetcharakupt)

COUNTRY GROUP HOLDINGS PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2017

Unit : Baht

	Notes	SEPARATE FINANCIAL STATEMENTS				
		Issued and paid-up share capital	Premium on share capital	Other component of shareholders' equity Surplus (deficit) on re-measuring investments	Retained earnings Appropriated statutory reserve Unappropriated	Total shareholders' equity
Balance as at January 1, 2016		4,336,768,278	1,421,639,782	10,681,623	33,058,131	6,429,350,754
<u>Change in shareholders' equity during the year</u>						
Dividends paid	27	-	-	-	-	(199,491,270)
Statutory reserve		-	-	-	15,035,013	(15,035,013)
Total comprehensive income		-	-	(10,982,642)	-	300,700,256
Balance as at December 31, 2016		<u>4,336,768,278</u>	<u>1,421,639,782</u>	<u>(301,019)</u>	<u>48,093,144</u>	<u>6,519,577,098</u>
Balance as at January 1, 2017		4,336,768,278	1,421,639,782	(301,019)	48,093,144	6,519,577,098
<u>Change in shareholders' equity during the year</u>						
Dividends paid	27	-	-	-	-	(120,301,952)
Statutory reserve		-	-	-	5,250,688	(5,250,688)
Total comprehensive income		-	-	97,961,568	-	126,314,328
Balance as at December 31, 2017		<u>4,336,768,278</u>	<u>1,421,639,782</u>	<u>97,660,549</u>	<u>53,343,832</u>	<u>6,623,551,042</u>

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

..... Director

(Khun Tommy Taechaubol) (Khun Veeraphat Phetcharakupt)

COUNTRY GROUP HOLDINGS PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2017

Unit : Baht

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		2017	2016	2017	2016
CASH FLOWS FROM OPERATING ACTIVITIES					
Income before income tax		222,942,937	425,318,028	106,209,100	310,923,706
Adjustments					
Depreciation and amortization		27,113,064	40,092,062	4,003,916	1,653,024
Bad debt and doubtful accounts		10,952,493	12,503,674	-	-
Unrealized (gain) loss on re-measuring investments		598,308	4,986,863	5,922,208	(3,884,281)
Loss from impairment on general investments		-	15,000,000	-	-
(Gain) loss on disposal and written off equipment and intangible assets		(2,366,262)	13,622,617	-	-
Share of profit from investment for using equity method		(243,063,723)	(134,744,849)	-	-
Gain on classified investments in associated to investment held as available for sale		(21,612,253)	-	-	-
Employee benefits expense		5,401,899	17,172,459	1,210,186	375,911
Finance costs		11,624,630	11,268,766	15,633,870	1,345,753
Interest and dividends income		(73,788,120)	(112,343,297)	(217,770,955)	(296,806,085)
Gain (loss) from operating activities before changes in operating assets and liabilities		(62,197,027)	292,876,323	(84,791,675)	13,608,028
(Increase) decrease in operating assets					
Deposits at financial institutions		-	15,070,000	-	-
Trade and other current receivables		56,162,203	73,764,925	(19,850,037)	(21,997,716)
Receivables from Clearing House and broker - dealers		426,180,304	(819,933,269)	-	-
Securities business receivables		(281,252,176)	776,662,429	-	-
Trading investments		(1,231,565,501)	(1,064,303,016)	(828,166,233)	(90,380,331)
Other non-current assets		(4,159,569)	14,960,024	-	(1,442,882)
Increase (decrease) in operating liabilities					
Trade and other current payables		21,156,152	(33,264,931)	78,045,105	9,104,585
Payables to Clearing House and broker - dealers		(44,607,750)	(190,825,049)	-	-
Securities business payables		(493,697,132)	1,074,371,102	-	-
Provisions for employee benefits		(860,000)	(40,409,393)	-	-
Other non-current liabilities		(1,494,485)	2,285,935	-	-
Cash received (paid) from operating activities		(1,616,334,981)	101,255,080	(854,762,840)	(91,108,316)
Cash received from interest		28,504,712	60,792,639	2,532,988	851,371
Cash paid for interest		(6,866,864)	(10,058,586)	-	(30,685)
Cash paid for corporate tax		(13,035,300)	(29,683,803)	(1,282,866)	(9,265,972)
Net cash flows provided by (used in) operating activities		(1,607,732,433)	122,305,330	(853,512,718)	(99,553,602)

..... Director

(Khun Tommy Taechaubol) (Khun Veeraphat Phetcharakupt)

COUNTRY GROUP HOLDINGS PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENT OF CASH FLOWS (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2017

Unit : Baht

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		2017	2016	2017	2016
CASH FLOWS FROM INVESTING ACTIVITIES					
Cash paid for purchases of investment held as available for sale		(398,941,799)	(1,579,587,232)	(351,833,414)	(807,253,023)
Cash received from sales of investment held as available for sale		491,485,225	1,802,866,197	426,057,146	1,143,845,903
Cash received from bill of exchange		60,000,000	-	40,000,000	-
Cash paid for purchase of investments in associates		(24,600,979)	(188,476,494)	(24,600,979)	(541,785,923)
Cash paid for purchase of investments in subsidiary		-	-	-	(25,000,000)
Cash paid for purchase of share of subsidiary from non-controlling interests		(181,990)	(76,310)	(172,546)	(90,061)
Cash received from dividend of investments in associates		104,311,696	59,243,055	104,311,696	56,983,055
Cash received from dividend of investment in subsidiaries		-	-	97,728,944	200,586,573
Cash received from dividend of investments in securities		30,436,143	36,532,512	12,908,684	31,721,897
Cash paid for purchases of premises and equipment and intangible assets		(12,577,332)	(71,731,966)	(221,142)	(18,389,538)
Cash received from sales of premises and equipment and intangible assets		9,847,067	28,885,470	-	-
Net cash flows provided by investing activities		259,778,031	87,655,232	304,178,389	40,618,883
CASH FLOWS FROM FINANCING ACTIVITIES					
Cash received from short-term loan from related company		-	-	-	420,000,000
Cash paid for short-term loan from related company		-	-	(395,000,000)	(20,000,000)
Cash received from debentures	21	1,079,800,000	-	1,079,800,000	-
Cash received from debts issued and borrowings	19	145,000,000	-	-	-
Cash paid for dividends	27	(120,974,328)	(200,900,109)	(120,301,952)	(199,491,270)
Net cash flows provided by (used in) financing activities		1,103,825,672	(200,900,109)	564,498,048	200,508,730
Net increase (decrease) in cash and cash equivalents		(244,128,730)	9,060,453	15,163,719	141,574,011
Cash and cash equivalents as at January 1,		1,480,778,898	1,471,718,445	226,550,837	84,976,826
Cash and cash equivalents as at December 31,	5	1,236,650,168	1,480,778,898	241,714,556	226,550,837

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

..... Director

(Khun Tommy Taechaubol) (Khun Veeraphat Phetcharakupt)

COUNTRY GROUP HOLDINGS PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2017

NOTE	CONTENT	PAGE
1.	General information	1
2.	Basis for preparation and presentation of the financial statements	2
3.	Significant accounting policies	5
4.	Supplementary disclosures of cash flow information	15
5.	Cash and cash equivalents	16
6.	Investments	16
7.	Trade and other current receivables	21
8.	Receivables from Clearing House and broker-dealers	21
9.	Securities business receivables	21
10.	Investments in associates	23
11.	Investments in subsidiaries	24
12.	Property, premises and equipment	25
13.	Intangible assets	27
14.	Deferred tax assets/liabilities	28
15.	Other non-current assets	30
16.	Trade and other current payables	30
17.	Payable to Clearing House and broker-dealers	31
18.	Securities business payables	31
19.	Debts issued and borrowings	31
20.	Short-term loan from related company	31
21.	Debentures	32
22.	Provisions for employee benefits	32
23.	Share capital	34
24.	Share Premium	39
25.	Warrant granted under the employee stock ownership program	40
26.	Capital management	40
27.	Dividends paid	40
28.	Statutory reserve	41
29.	Brokerage fees	41
30.	Fees and services income	41
31.	Interest and dividend income	42
32.	Gain on investments and derivatives	42
33.	Income from the partial transfer of retail securities business	42
34.	Other income	43
35.	Key management benefit expenses	43
36.	Directors' remuneration	43
37.	Other expenses	44
38.	Provident fund	44
39.	Income tax	44
40.	Basic and diluted earnings per share	46
41.	Commitments and contingent liabilities	46
42.	Related party transactions	47
43.	Operating segment information	50
44.	Risk management	51
45.	Events after the reporting period	59
46.	Approval of the financial statements	59

..... Director

(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

COUNTRY GROUP HOLDINGS PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2017

1. GENERAL INFORMATION

1.1 The Company's general information

Country Group Holdings Public Company Limited (the "Company") was registered as a Public Limited Company under Thai laws on May 15, 2014. The registered office is located at 132, Sindhorn Tower 1, 9th Floor, Wireless Road, Lumpini, Pathumwan, Bangkok 10330. And as at May 4, 2016, the Company has changed its registered office to 132, Sindhorn Tower 3, 20th Floor, Wireless Road, Lumpini, Pathumwan, Bangkok 10330.

The Company has extensive transactions and relationships with the related company. Accordingly, the financial statements may not necessarily be indicative of the conditions that would have existed or the results of operations that would have occurred had the Company operated without such affiliations.

1.2 General information of Country Group Securities Public Company Limited

Country Group Securities Public Company Limited (the "subsidiary"), is incorporated in Thailand since 1993. The subsidiary converted the status to be a Public Limited Company in accordance with the Public Limited Companies Act on February 17, 1994. The head office is located at 132, Sindhorn Tower 1, 2nd Floor, Wireless Road, Lumpini, Pathumwan, Bangkok 10330. And as at May 4, 2016, the subsidiary has changed its registered office to 132, Sindhorn Tower 3, 20th Floor, Wireless Road, Lumpini, Pathumwan, Bangkok 10330.

As at December 31, 2017 and 2016, the subsidiary has 7 branches and 15 branches, respectively.

On October 22, 2008, the Ministry of Finance had approved the securities business license type Kor No. Lor Kor-0002-01 and cancelled the old securities business licenses No. 51/2517 and No. 18/2547. The securities business license type Kor is the license that undertakes securities business in various categories consisting of

1. Securities Brokerage
2. Securities Trading
3. Securities Underwriting
4. Investment Advisory Service
5. Mutual Fund Management
6. Private Fund Management
7. Securities Borrowing and Lending
8. Venture Capital Management.

..... Director
(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

The subsidiary was granted a license No. 0007/2551 on August 13, 2008 to undertake the derivatives agent from the Office of the Securities and Exchange Commission which has been effective since July 31, 2008.

The subsidiary was granted a license on July 12, 2010 to undertake the securities borrowing and lending business as the Principal from the Office of the Securities and Exchange Commission.

The Office of the Securities and Exchange Commission has approved the subsidiary to act as the financial advisory from March 21, 2017 to March 20, 2022.

The Company was granted a license on June 8, 2017 to undertake the private fund (except provident fund) from the Office of the Securities and Exchange Commission.

The mutual fund management and the venture capital management shall be commenced only after the subsidiary is granted the approval from the Office of the Securities and Exchange Commission.

2. BASIS FOR PREPARATION AND PRESENTATION OF THE FINANCIAL STATEMENTS

- 2.1 Country Group Holdings Public Company Limited and its subsidiaries (the “Group”) 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 (Revised 2016) “Presentation of Financial Statements”, which was effective for financial periods beginning on or after January 1, 2017 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 Statements (No.2) B.E. 2559” dated October 11, 2016.

The additional information is disclosed in accordance with the regulations of the Office of the Securities and Exchange Commission. No. Sor Tor. 22/2559, dated June 2, 2016, regarding “The Form of Financial Statements for Securities Companies (No.2)”, which is effective for the financial statements for the accounting periods beginning on or after January 1, 2017 onwards. The financial statements for the year ended December 31, 2016 have been reclassified accordingly.

The statements of financial position as at December 31, 2016 have been reclassified to conform to the classification used in the statements of financial position as at December 31, 2017 as follows:

..... Director
(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

	Consolidated Financial Statements	Separate Financial Statements	Previous classification	New classification
	Baht	Baht		
Deposits with restriction	54,240,000	-	Deposits at financial institution	Current investments
Accrued corporate income tax	6,898,662	1,032,660	Trade and other payables	Current income tax payable

The statements of profit or loss and other comprehensive income for the year ended December 31, 2016 have been reclassified to conform to the classification used in the statements of profit or loss and other comprehensive income for the year ended December 31, 2017 as follows:

	Consolidated Financial Statements	Separate Financial Statements	Previous classification	New classification
	Baht	Baht		
Gain on investments	168,147,614	97,141,992	Gain on investments	Gain on investment and derivatives
Gain (loss) on derivatives	(995,130)	81,000	Gain on derivatives	Gain (loss) on investment and derivatives
Personnel expenses	530,321,846	34,424,063	Personnel expenses	Employee benefit expenses
Directors' remuneration	12,050,000	5,585,000	Directors' remuneration	Employee benefit expenses
Property, plant and equipment expenses	132,830,613	6,781,801	Property, plant and equipment expenses	Other expenses

In addition, the brief particulars in the financial statements for the years ended December 31, 2017 and 2016 have been changed to conform to the Department of Business Development, dated October 11, 2016 that have been significant changed as follows:

Financial statement	Previous brief particulars	New brief particulars
The statements of financial position	Employee benefit obligations	Provisions for employee benefits

..... Director

(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

- 2.3 The consolidated financial statements include the financial statements of Country Group Holdings Public Company Limited and its subsidiaries, which the subsidiaries detailed as following:

Company's name	Nature of business	Country of incorporation	Percentage of Shareholding		Assets as a percentage to the consolidated total assets		Revenues as a percentage to the consolidated total revenues	
			As at		As at		For the years ended	
			December 31, 2017	December 31, 2016	December 31, 2017	December 31, 2016	December 31, 2017	December 31, 2016
			Percent	Percent	Percent	Percent	Percent	Percent
<u>Subsidiaries</u>								
Country Group Securities								
Public Company Limited	Securities business	Thailand	99.3	99.3	51.4	62.1	61.6	81.6
Genki Capital Co., Ltd.	Energy	Thailand	100.0	100.0	0.0	0.0	-	-
Genki Power One Co., Ltd.	Energy	Thailand	100.0	100.0	0.0	0.0	-	-

- 2.3.1 Material balances and transactions between the Company and its subsidiaries have been eliminated from the consolidated financial statements.
- 2.3.2 The financial statements of the subsidiaries for the year ended December 31, 2017 included in the consolidated financial statements were audited.
- 2.3.3 Share of profit (loss) from investments for using equity method expressed as a percentage of total revenues of the Company and its subsidiaries presented in the consolidated financial statements for the years ended December 31, 2017 and 2016 as follows:

	CONSOLIDATED FINANCIAL STATEMENTS			
	2017		2016	
	Share of profit (loss) from investment for using equity method	Percentage of total revenues (loss)	Share of profit (loss) from investment for using equity method	Percentage of total revenues (loss)
	Baht	Percent	Baht	Percent
MFC Asset Management Public Company Limited	35,536,213	4.2	46,515,290	3.4
Padaeng Industry Public Company Limited	227,750,312	26.8	112,431,558	8.3
Country Group Development Public Company Limited	(20,222,802) ⁽¹⁾	(2.4)	(24,201,999)	(1.8)
Total	243,063,723		134,744,849	

- (1) The Company realized share of profit (loss) from investments for using equity method for the year ended December 31, 2017 from such company until September 21, 2017 which is the date of transferring investments from investment in associate to investment held as available for sale. (see Note 10)

..... Director

(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

2.4 Thai Financial Reporting Standards affecting the presentation and disclosure in the current year financial statements

During the year, the Group has adopted the revised and new financial reporting standards issued by the Federation of Accounting Professions which become effective for fiscal years beginning on or after January 1, 2017. 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.

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

The Federation of Accounting Professions has issued the Notification regarding 56 Thai Financial Reporting Standards (TFRSs) that will be effective for the financial statements for the period beginning on or after January 1, 2018 onwards, which has been announced in the Royal Gazette on September 26, 2017. 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 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 significant impact on the financial statements of the Group in the period of initial application.

3. SIGNIFICANT ACCOUNTING POLICIES

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

Significant accounting policies adopted by the Company and its subsidiaries are summarized below:

3.1 Revenue recognition

Brokerage fees

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

Fees and services income

Fees income is recognized on an accrual basis and services income is recognized on the basis of percentage of completion, as specified in the service agreement.

..... Director
(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

Gain (loss) on investments and derivatives

Gain (loss) on investments and derivatives are recognized as income or expenses on trading date.

Interest on margin loans

Interest is recognized on an accrual basis, but where there is uncertainty as to the collectability of loans and interest, the subsidiary stops using an accrual basis.

In the following cases, collectability of loans and interest is held to be uncertain.

- 1) Loans which are not fully collateralized.
- 2) Installment loans with repayments scheduled less frequently than every 3 months and for which principal or interest is overdue by more than 3 months.
- 3) Installment loans with repayments scheduled over than every 3 months, unless there is clear evidence and a high degree of certainty that full repayment will be received.
- 4) Problem financial institution.
- 5) Other receivables from which interest payment is overdue for 3 months or more.

These conditions are based on the guidelines stipulated by the Office of the Securities and Exchange Commission.

Interest and dividend on investments

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

3.2 Expenses recognition

Expenses are recognized on an accrual basis.

Operating leases

Lease in which substantially all the risks and rewards of ownership of assets remain with the lessor, payments made under operating leases are recognized in the statements of profit or loss and other comprehensive income on a straight - line basis over the term of the lease. Lease incentives received are recognized in the statements of profit or loss and other comprehensive income as an integral part of the total lease payments made. Contingent rentals are charged to the statements of profit or loss and other comprehensive income in the accounting period in which they are incurred.

..... Director
(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

3.3 Recognition and amortization of customer deposits

Money which customers have placed with the subsidiary in cash accounts, cash balance and credit balance for securities trading and derivatives trading is recorded as the asset and liability of the subsidiary. As at the statement of financial position date, the subsidiary writes these amounts off from both assets and liabilities and presents only assets and liabilities which belong to the subsidiary.

3.4 Cash and cash equivalents

Cash and cash equivalents include cash on hand, current deposit accounts, saving deposit accounts, time deposit with maturities not later than 3 months from acquisition date, and without commitments, call notes receivables and term promissory notes with maturities within 3 months from acquisition date. This accords with the Notification issued by the Office of the Securities and Exchange Commission.

3.5 Deposits at financial institutions

Deposits at financial institutions include fixed deposit accounts, promissory notes with maturities over 3 months from acquisition date, deposit used as collateral and certificate of deposit with maturities within 3 months from acquisition date which the Company and its subsidiaries intends to hold to roll over it.

3.6 Investments

Investments in marketable securities held for trading are stated at fair value, with any resultant gain or loss on re-measuring investments recognized in the statements of profit or loss and other comprehensive income.

Investments in debt securities that the Company and its subsidiaries intends and is able to hold to maturity are stated at amortized cost less impairment losses. The difference between the acquisition cost and redemption value of such debt securities is amortized using the effective interest rate method over the period to maturity.

Investments in debt securities and marketable equity securities other than those securities held for trading or intended to be held to maturity, are classified as being available-for-sale investments and are stated at fair value, with any resultant gain or loss on re-measuring investments being recognized as other component of owners' equity in owners' equity. The exception is impairment losses, which is recognized in the statements of profit or loss and other comprehensive income. When these investments are disposed, the cumulative gain or loss previously recognized directly in other component of owners' equity in owners' equity is recognized in the statements of profit or loss and other comprehensive income. Where these investments are interest-bearing, interest calculated using the effective interest method is recognized in the statements of profit or loss and other comprehensive income.

..... Director
(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

Investments in equity securities which are not marketable are stated at cost, net allowance for impairment (if any).

The fair value of marketable security is based on the latest bid price of the last working day of the year as quoted on the Stock Exchange of Thailand. The fair value of unit trusts of closed - end fund is determined from their net asset value. The fair value of debentures is calculated by using the latest bid yield as quoted by the Thai Bond Market Association.

The weighted average method is used for computation of the cost of investments in securities. The first in-first out method is used for computation of the cost of investments in derivatives.

Impairment

Loss on impairment (if any) of investments is recognized in the statements of profit or loss and other comprehensive income when the carrying amount exceeds its recoverable value.

3.7 Receivables and payables from/to Clearing House and broker-dealers

Net balances of receivable and payable incurred from settlement of securities and derivatives trading each day through Thailand Securities Depository Co., Ltd., and net balances of receivable and payable included from settlement of foreign securities trading each day through foreign securities companies, are presented as net balance receivables or payables from/to Clearing House in accordance with the Notification of the Office of the Securities and Exchange Commission No. SorTor. 22/2559 regarding “The Forms of Financial Statements for Securities Companies (No.2)” dated June 2, 2016.

3.8 Securities and derivatives business receivables

Securities and derivatives business receivables are the net balance after deducting allowance for doubtful accounts.

Securities business receivables comprise 3 categories which are receivables from securities businesses of cash accounts, margin loans and other receivables. Receivables from securities businesses of cash accounts are the receivables that were derived from cash settlements within 3 working days for equity securities business receivables and agreed payment for debt securities business receivables, after the securities purchasing date. Margin loans 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 securities and derivatives receivables of cash accounts and securities and derivatives receivables which are the subject of legal proceedings, are undergoing restructuring or are settling in installments.

..... Director
(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

The allowance for doubtful accounts is based on the 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. KorThor. 33/2543 and KorThor. 5/2544 dated August 25, 2000 and February 15, 2001, respectively. Such assessment takes into consideration various factors including the risks involved and the value of collateral. Allowance is made for the estimated losses that might be incurred where the debts are not fully secured and/or there exists a possibility that principal and interest cannot be recovered in full.

Such debt classifications and provisions are in accordance with guidelines by the Office of the Securities and Exchange Commission as follows:

- a) Assets classified as bad debt are to satisfy the following criteria:
 - 1) Loans balances which the Company and its subsidiaries has already made every effort to collect, but which remain unpaid and which the Company and its subsidiaries has already written off in accordance with tax law.
 - 2) Loans balances which the Company and its subsidiaries 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 over than every 3 months, unless there is clear evidence and a high degree of certainty that full repayment will be received.
- c) Sub-standard debt is defined as the collateralized portion of loans which meet the criteria in b).

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

..... Director
(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

3.9 Investments in subsidiary and associated companies

Investments in associated companies is accounted for in the consolidated financial statements using the equity method.

Investment in subsidiaries and associated companies is accounted for in the separate financial statements using the cost method less allowance for impairment loss (if any).

An associate is an entity over which the Company and its subsidiaries has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

Any excess of the cost of acquisition over the carrying amount of the identifiable assets, liabilities and contingent liabilities of an associated company recognized at the date of acquisition is recognized as goodwill, which is included within the carrying amount of the investment.

Loss on impairment (if any) of investments in subsidiaries and associated companies is recognized in the statements of profit or loss and other comprehensive income.

3.10 Property, premises and equipment

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

Depreciation is charged to the statements of profit or loss and other comprehensive income on a straight-line basis over the estimated useful lives of each part of an item from the date that premises and equipment are available to use.

The estimated useful lives are as follows:

Premises	20 years
Premises/leasehold improvement	5 years
Furniture and office equipment	3 - 5 years
Vehicles	5 years

Leased assets

Leases in terms of which the Company and its subsidiaries assumes substantial the risk and rewards of ownership other than legal title are classified as finance leases. Leased asset acquired by way of finance leases is capitalized at the lower of its fair value and the present value of the minimum lease payments at the inception of the lease, less accumulated depreciation and impairment losses (if any). Lease payments are apportioned between the finance charges and reduction of the lease liability. Finance charges are charged directly to the statements of profit or loss and other comprehensive income.

..... Director
(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

Impairment

Premises and equipment are tested for impairment when indicators of impairment are identified.

Gain and loss on disposals are determined by comparing proceeds with carrying amount and are included in the statements of profit or loss and other comprehensive income.

3.11 Intangible assets

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

Amortization is charged to the statements of profit or loss and other comprehensive income on a straight-line basis over the estimated useful lives of an item from the date that intangible assets with definite useful life are available for use.

The estimated useful lives are as follows:

Using derivatives business fee	1 - 5 years
Computer software	5 years

Some computer software have an indefinite useful life when there are no foreseeable limit to the period over which the assets are expected to generate net cash inflows for the Company.

Intangible assets with indefinite useful life are tested for impairment when indicators of impairment are identified, and allowance for impairment is recognized (if any).

3.12 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, the Company and its subsidiaries' management anticipates the sale is highly probable and the assets are available for immediate sale in its present condition.

Assets held for sale consist of immovable properties which is stated at the lower of cost amount or fair value after deducting costs of sales.

3.13 Leasehold right

Leasehold right is stated at cost less accumulated amortization and allowance for impairment (if any).

Amortization is charged to the statements of profit or loss and other comprehensive income on a straight-line basis over the period of the lease term.

..... Director
(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

3.14 Investment property

Investment property is stated at cost less accumulated depreciation and allowance for impairment (if any).

3.15 Securities business payables

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

3.16 Derivatives liabilities

Derivative warrants are recorded as liabilities items and the changes in fair value are recorded in the statements of profit or loss and other comprehensive income. The fair value of derivative warrants is based on the latest offer price of the last working day of the year as quoted on the Stock Exchange of Thailand.

3.17 Borrowings

Borrowings are recognized initially at fair value of proceeds received. Borrowings are subsequently stated at amortized cost using the effective yield method any difference between proceeds and the redemption value is recognized in the statements of profit or loss and other comprehensive income over the period of borrowings.

3.18 Provision for liabilities

The Company and its subsidiaries recognizes provision as liabilities in the financial statements when the amount of the liability can be reliably estimated and as commitments when it is likely that loss of resources which are of economic benefit to the Company and its subsidiaries will result from settlement of such commitments.

3.19 Financial instruments

Financial instruments carried in the statement of financial position include cash and cash equivalents, current investments, trade and other current receivables, receivables from Clearing House, securities business receivables, investment held as available for sale, other long-term investments, trade and other current payables, payables to Clearing House and broker-dealers, debts issued and borrowings, short-term loan from related company, debentures, securities business payables. The particular recognition methods adopted are disclosed in the individual policy statements associated with each item.

3.20 Employee benefits

3.20.1 Provident fund

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

..... Director
(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

3.20.2 Employee benefits obligation

The Company and its subsidiaries calculated the post-employment benefits obligation under the Thai Labor Protection Act 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 which calculates the post-employment benefit obligation based on yield rate of government bond.

The expenses for the defined post-employment benefits plan are recognized as personnel expenses in the statement of profit or loss and other comprehensive income.

Actuarial gains on defined post-employment benefits are recognized in other comprehensive income (loss).

3.21 Income tax

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

Current tax

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

Deferred tax

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

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

At each reporting date, the Company and its subsidiaries reviews and reduces the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

The Company and its subsidiaries records deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

..... Director
(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

3.22 Basic and diluted earnings per share

Basic earnings per share is determined by dividing net income attributable to owners of the Company for the year by the weighted average number of ordinary shares held by outside parties outstanding during the year. And diluted earnings per share was calculated based on the weighted average number of ordinary shares on the assumption that all dilutive potential ordinary shares have been converted to ordinary shares.

3.23 Foreign currency transactions

Transactions during the year denominated in foreign currencies are translated into Baht at rates of exchange on transaction dates. Monetary assets and liabilities in foreign currencies at the date of the financial statements are converted at the reference exchange rates established by the Bank of Thailand at that date. Gains or losses on exchange arising on translation and settlement is recognized as income or expense in the statements of profit or loss and other comprehensive income.

3.24 Fair value measurements

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

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.

..... Director
(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

3.25 Use of accounting estimates

The preparation of financial statements in conformity with generally accepted accounting principles also requires the Company and its subsidiaries' 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 year. Although these estimates are based on management's reasonable consideration of current events, actual results may differ from these estimates. Accounting estimates are as follows:

Fair value measurements and valuation processes

Some of the Company and its subsidiaries' assets and liabilities are measured at fair value for financial reporting purposes. The Company and its subsidiaries' 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 and its subsidiaries uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Company and its subsidiaries engages third party qualified valuers to perform the valuation. The Company and its subsidiaries' management works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model and reports the valuation committee's findings to the board of directors of the Company and its subsidiaries every quarter to explain cause of fluctuations in the fair value of the assets and liabilities.

Information about valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed in Note 44.6.

4. SUPPLEMENTARY DISCLOSURES OF CASH FLOW INFORMATION

Non-cash items are as follows:

During the years ended December 31, 2017 and 2016, the Company and its subsidiaries recognized gain on re-measuring investments held as available for sale and adjustment (surplus) deficit on re-measuring investments held as available for sale disposed during the years - net of tax, which were presented as addition (deduction) from other component of shareholders' equity amounting to approximately Baht 54.66 million and Baht (20.07) million, respectively in the consolidated financial statements and approximately Baht 97.96 million and Baht (10.98) million, respectively in the separate financial statements.

During the year, the Company transferred the investments from investments in associated to investments held as available for sale which occurred the gain on classified investments amounting to Baht 21.61 million in statements of profit or loss and other comprehensive income for the year ended December 31, 2017. (see Note 10)

..... Director
(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

5. CASH AND CASH EQUIVALENTS

Cash and cash equivalents as at December 31, 2017 and 2016 consisted of the following:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2017	2016	2017	2016
	Baht	Baht	Baht	Baht
Cash, short-term deposits and promissory notes with maturities not later than 3 months from acquisition date	1,509,327,486	2,148,222,315	241,714,556	226,550,837
(Less) Deposits for customers' account*	(272,677,318)	(667,443,417)	-	-
Total	<u>1,236,650,168</u>	<u>1,480,778,898</u>	<u>241,714,556</u>	<u>226,550,837</u>

(* Deposit accounts for the customers were not shown as assets and liabilities in the financial statements according to the Notification of the Office of the Securities and Exchange Commission.)

6. INVESTMENTS

6.1 Current investments as at December 31, 2017 and 2016 consisted of the following:

	CONSOLIDATED FINANCIAL STATEMENTS			
	As at December 31, 2017		As at December 31, 2016	
	Cost/ Amortized cost	Fair value	Cost/ Amortized cost	Fair value
	Baht	Baht	Baht	Baht
Trading investments				
Equity securities:				
Unit trusts	46,514,885	46,396,440	170,113,497	170,476,822
Listed securities	1,124,103,845	1,108,533,194	400,158,782	393,190,356
(Less) Allowance for revaluation	(15,689,096)	-	(6,605,101)	-
Total Equity securities	<u>1,154,929,634</u>	<u>1,154,929,634</u>	<u>563,667,178</u>	<u>563,667,178</u>
Debt instruments:				
Bond	9,946,577	9,946,577	111,378,988	109,503,888
Debentures	1,880,953,008	1,891,272,385	1,154,341,875	1,151,647,429
Add (Less) Allowance for revaluation	10,319,377	-	(4,569,546)	-
Total debt instruments	<u>1,901,218,962</u>	<u>1,901,218,962</u>	<u>1,261,151,317</u>	<u>1,261,151,317</u>
Total trading investments	<u>3,056,148,596</u>	<u>3,056,148,596</u>	<u>1,824,818,495</u>	<u>1,824,818,495</u>
Investment held as available for sale				
Equity securities:				
Listed securities	16,927,666	14,715,350	34,510,000	33,440,000
(Less) Allowance for revaluation	(2,212,316)	-	(1,070,000)	-
Total investments held as available for sale	<u>14,715,350</u>	<u>14,715,350</u>	<u>33,440,000</u>	<u>33,440,000</u>

..... Director
 (Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

CONSOLIDATED FINANCIAL STATEMENTS		
	As at December 31, 2017	As at December 31, 2016
	Cost/ Amortized cost Baht	Cost/ Amortized cost Baht
Investments with held-to-maturity		
Debt instruments:		
Bill of exchange	139,000,000	199,000,000
(Less) Unearned discount	-	(468,681)
Allowance for loss on impairment	(139,000,000)	(139,000,000)
Total debts instruments	-	59,531,319
Deposits in financial instruments:		
Fixed deposit	200,231,033	1,025
Deposits with restriction	54,010,000	54,240,000
(Less) Deposits in customers' account*	(200,001,033)	(1,250)
Total deposits in financial instruments	54,240,000	54,240,000
Total investments with held-to-maturity	54,240,000	113,771,319
Total	3,125,103,946	1,972,029,814

* Deposit accounts for the customers were not shown as assets and liabilities in the financial statements according to the Notification of the Office of the Securities and Exchange Commission.

The above investments excluded customer's securities which were deposited with the subsidiary for customers' securities brokerage purpose.

As at December 31, 2017 and 2016, the subsidiary had investments in debt instruments amounting to Baht 139.0 million which the subsidiary has fully provided allowance for loss on impairment.

..... Director

(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

SEPARATE FINANCIAL STATEMENTS				
	As at December 31, 2017		As at December 31, 2016	
	Cost/ Amortized cost	Fair value	Cost/ Amortized cost	Fair value
	Baht	Baht	Baht	Baht
Trading investments				
Equity securities:				
Unit trusts	46,514,885	46,396,440	170,113,497	170,476,822
Listed securities	314,522,446	298,378,543	381,856,115	374,883,356
(Less) Allowance for revaluation	(16,262,348)	-	(6,609,434)	-
Total Equity securities	344,774,983	344,774,983	545,360,178	545,360,178
Debt instruments:				
Bond	9,946,577	9,946,577	-	-
Debentures	1,009,875,808	1,014,280,999	-	-
Add Allowance for revaluation	4,405,191	-	-	-
Total debt instruments	1,024,227,576	1,024,227,576	-	-
Total trading investments	1,369,002,559	1,369,002,559	545,360,178	545,360,178
Investment held as available for sale				
Equity securities:				
Listed securities	16,927,666	14,715,350	34,510,000	33,440,000
(Less) Allowance for revaluation	(2,212,316)	-	(1,070,000)	-
Total Investment held as available for sale	14,715,350	14,715,350	33,440,000	33,440,000
Investment with held-to-maturity				
Debt instruments:				
Bill of exchange	-		40,000,000	
(Less) Unearned discount	-		(317,733)	
Total Investment with - held - to - maturity	-		39,682,267	
Total	1,383,717,909		618,482,445	

6.2 Investment held as available for sale as at December 31, 2017 and 2016 consisted of the following:

CONSOLIDATED FINANCIAL STATEMENTS				
	As at December 31, 2017		As at December 31, 2016	
	Cost/ Amortized cost	Fair value	Cost/ Amortized cost	Fair value
	Baht	Baht	Baht	Baht
Investment held as available for sale				
Equity securities:				
Unit trusts	67,419,360	69,353,641	135,479,329	135,424,042
Listed securities	948,202,320	1,061,973,681	132,002,980	123,837,190
Add (Less) Allowance for revaluation	115,705,642	-	(8,221,077)	-
Total	1,131,327,322	1,131,327,322	259,261,232	259,261,232

..... Director

(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

SEPARATE FINANCIAL STATEMENTS

	As at December 31, 2017		As at December 31, 2016	
	Cost/ Amortized cost	Fair value	Cost/ Amortized cost	Fair value
	Baht	Baht	Baht	Baht
Investment held as available for sale				
Equity securities:				
Unit trusts	-	-	67,417,047	67,403,227
Listed securities	861,675,679	985,963,682	31,020,644	31,728,190
<u>Add</u> Allowance for revaluation	124,288,003	-	693,726	-
Total	985,963,682	985,963,682	99,131,417	99,131,417

6.3 Other long-term investments as at December 31, 2017 and 2016 consisted of the following;

	CONSOLIDATED FINANCIAL STATEMENTS	
	2017	2016
	Cost	Cost
	Baht	Baht
General investments		
Unit trusts	47,318,514	47,318,514
(Less) Allowance for loss on impairment	(41,829,764)	(41,829,764)
Total	5,488,750	5,488,750

6.4 Investments in debt instruments by remaining period

	CONSOLIDATED FINANCIAL STATEMENT			
	As at December 31, 2017			
	Less than 1 year	1 - 5 years	Over 5 years	Total
	Baht	Baht	Baht	Baht
Fixed deposits	200,231,033	-	-	200,231,033
Deposits with restriction	54,010,000	-	-	54,010,000
(Less) Deposits in customers' account*	(200,001,033)	-	-	(200,001,033)
Total	54,240,000	-	-	54,240,000

	CONSOLIDATED FINANCIAL STATEMENT			
	As at December 31, 2016			
	Less than 1 year	1 - 5 years	Over 5 years	Total
	Baht	Baht	Baht	Baht
Bill of Exchange	59,531,319	-	-	59,531,319
Fixed deposit	1,025	-	-	1,025
Deposits with restriction	54,240,000	-	-	54,240,000
(Less) Deposits in customers' account*	(1,025)	-	-	(1,025)
Total	113,771,319	-	-	113,771,319

* Deposit accounts for customer were not shown as assets and liabilities in the financial statements according to the Notification of the Office of the Securities and Exchange Commission.

..... Director
(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

	SEPARATE FINANCIAL STATEMENT			
	As at December 31, 2016			
	Less than 1 year	1 - 5 years	Over 5 years	Total
	Baht	Baht	Baht	Baht
Bill of Exchange	39,682,267	-	-	39,682,267

- 6.5 Unrealized gain (loss) on re-measuring investment held as available for sale recognized in other component of owners' equity in owners' equity

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2017	2016	2017	2016
	Baht	Baht	Baht	Baht
Balance at beginning of the years	(21,779,738)	(1,703,300)	(301,019)	10,681,623
Change in the years				
- From re-measuring of investments	101,379,466	36,233,531	122,075,686	29,853,879
- Adjustments relating to the disposal of surplus (deficit) on re-measuring investments disposed during the year*	(310,828)	(43,666,681)	376,274	(43,582,181)
- Share of profit (loss) on other comprehensive income of associated companies	(21,851,442)	(14,128,748)	-	-
- Income tax relating to components of other comprehensive income (loss)	(24,556,881)	1,486,630	(24,490,392)	2,745,660
Non-controlling interests	(1,842)	(1,170)	-	-
Balance at end of the years	32,878,735	(21,779,738)	97,660,549	(301,019)

(* The above transactions were previously recognized gain from re-measuring of investments in other comprehensive income in the prior years. Such investments were sold and recognized as gain or loss on investments in the statements of profit or loss and other comprehensive income for the years ended December 31, 2017 and 2016.)

- 6.6 The subsidiary company has investments in companies that have financial position and performance problems as follows:

	CONSOLIDATED FINANCIAL STATEMENT					
	As at December 31, 2017			As at December 31, 2016		
	Cost	Fair value	Allowance for loss on impairment	Cost	Fair value	Allowance for loss on impairment
	Baht	Baht	Baht	Baht	Baht	Baht
Ordinary shares	41,829,764	-	41,829,764	41,829,764	-	41,829,764

..... Director
 (Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

7. TRADE AND OTHER CURRENT RECEIVABLES

Trade and other current receivables as at December 31, 2017 and 2016 consisted of the following:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2017	2016	2017	2016
	Baht	Baht	Baht	Baht
Guarantee for securities receivables	64,942	45,085,384	41,533,349	58,852,457
Receivable from sales of securities and derivatives	8,921,147	-	158,413,735	109,036,677
Prepaid expenses	5,327,554	5,260,517	751,735	762,414
Accrued income	44,125,356	31,000,749	3,668,566	56,020
Deposit receivable	1,224,109	4,424,951	-	-
Others	7,844,302	26,897,945	5,461,500	22,667,544
Total	67,507,410	112,669,546	209,828,885	191,375,112

8. RECEIVABLES FROM CLEARING HOUSE AND BROKER-DEALERS

Receivables from clearing house and broker-dealers as at December 31, 2017 and 2016 consisted of the following:

	CONSOLIDATED FINANCIAL STATEMENTS	
	2017	2016
	Baht	Baht
Receivables from Clearing House	488,200,069	798,602,090
Receivables from foreign securities companies	-	76,020,814
(Less) Receivables from Clearing House for the customers*	(47,850,636)	(7,826,652)
Receivables from foreign securities companies for the customers*	-	(266,515)
Total	440,349,433	866,529,737

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

9. SECURITIES BUSINESS RECEIVABLES

Securities business receivables as at December 31, 2017 and 2016 consisted of the following:

	CONSOLIDATED FINANCIAL STATEMENTS	
	2017	2016
	Baht	Baht
<u>Securities business receivables</u>		
Customers' cash accounts	266,183,271	251,670,199
Margin loans	362,788,094	137,592,990
Guarantee deposit receivables	71,880,000	30,336,000
Other receivables		
- Receivables under litigation	396,739,119	396,739,119
- Past due and other receivables	513,182	513,182
Total securities business receivables	1,098,103,666	816,851,490
(Less) Allowance for doubtful account	(375,779,747)	(364,827,254)
Total	722,323,919	452,024,236

..... Director

(Mr. Tommy Taechaubol)

(Mr. Veeraphat Phetcharakupt)

Customers' cash accounts are classified as normal receivables

As at December 31, 2017 and 2016, the subsidiary have ceased to recognize the interest income from securities approximately Baht 397.2 million for consolidated financial statements of which the allowance for doubtful accounts was fully set up for doubtful status in accordance with the Notification of the Office of the Securities and Exchange Commission No. Kor Thor. 33/2543, regarding "The accounting preparation for sub-standard receivables of securities companies" dated August 25, 2000, which is updated by the Notification No. Kor Thor. 5/2544 dated February 15, 2001.

The subsidiary have classified securities business receivables including related accrued interest receivables according with the Notification of the Office of the Securities and Exchange Commission regarding "The accounting preparation for sub-standard receivables of securities company". Securities business receivables were classified as follows:

Unit : Million Baht

CONSOLIDATED FINANCIAL STATEMENTS					
	As at December 31, 2017		As at December 31, 2016		
	Securities business receivables and accrued interest receivables	Allowance for doubtful accounts	Securities business receivables	Securities business receivables and accrued interest receivables	Securities business receivables
Normal debts	700.9	-	700.9	419.6	419.6
Substandard debts	21.5	-	21.5	32.4	32.4
Doubtful of loss debts	375.7	(375.7)	-	364.8	(364.8)
Total	1,098.1	(375.7)	722.4	816.8	(364.8)
					452.0

ALLOWANCE FOR DOUBTFUL ACCOUNTS

Allowance for doubtful accounts as at December 31, 2017 and 2016 were as follows:

	CONSOLIDATED FINANCIAL STATEMENTS	
	2017	2016
	Baht	Baht
Balance at beginning of the years	364,827,254	352,323,580
Add Doubtful Accounts	10,952,493	12,503,674
Balance at ending of the years	375,779,747	364,827,254

..... Director
 (Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

10. INVESTMENTS IN ASSOCIATES

As at December 31, 2017 and 2016, the Company and its subsidiaries had investment in associated companies for using equity method presented in the consolidated financial statements as follows:

Company's name	Nature of Business	Country of incorporation	Unit : Million Baht					
			Shareholding (percentage)		Equity method		Cost method	
			2017	2016	2017	2016	2017	2016
MFC Asset Management Public Company Limited	Mutual fund	Thailand	24.98	24.71	527.7	532.1	675.0	648.9
Padaeng Industry Public Company Limited	Zinc mine and a zinc smelter	Thailand	24.99	24.99	1,150.2	978.9	827.4	827.4
Country Group Development Public Company Limited	Property development	Thailand	8.23 ⁽¹⁾	9.35 ⁽¹⁾	-	845.4	-	821.4
Total					<u>1,677.9</u>	<u>2,356.4</u>	<u>1,502.4</u>	<u>2,297.7</u>

Company's name	Unit : Million Baht	
	Dividends	
	2017	2016
MFC Asset Management Public Company Limited	47.8	49.3
Padaeng Industry Public Company Limited	56.5	9.9
Total	<u>104.3</u>	<u>59.2</u>

Details financial information summarized from the audited financial statements of the associated companies were as follows:

The statements of financial position as at December 31, 2017 and 2016 were as follows:

Company's name	Paid-up share capital		Total assets		Unit : Million Baht	
	Total liabilities		2017	2016	2017	2016
	2017	2016				
MFC Asset Management Public Company Limited	125.5	120.1	1,514.0	1,616.8	251.8	277.9
Padaeng Industry Public Company Limited	2,260.0	2,260.0	7,030.5	5,592.5	2,227.9	1,575.5
Country Group Development Public Company Limited	8,266.1 ⁽¹⁾	7,336.3	16,782.3 ⁽¹⁾	12,667.3	10,868.2 ⁽¹⁾	6,694.3

..... Director
 (Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

The statements of profit or loss and other comprehensive income for the years ended December 31, 2017 and 2016 were as follows:

Company's name	Total revenues		Net income		Unit : Million Baht Total comprehensive income	
	2017	2016	2017	2016	2017	2016
MFC Asset Management Public Company Limited	908.6	918.0	142.7	187.5	69.7	195.5
Padaeng Industry Public Company Limited	6,332.5	5,148.5	911.0	477.8	911.0	480.2
Country Group Development Public Company Limited	1,107.6 ⁽¹⁾	590.1	(193.4) ⁽¹⁾	(355.8)	(264.3) ⁽¹⁾	(543.5)

⁽¹⁾ As at December 31, 2016, the Company has investment in Country Group Development Public Company Limited less than 20 percent, but the Company has significant influence because the Company has the representative in the board of directors of such company. Therefore, the Company classified such investment as investment in associated in accordance with TAS 28 (Revised 2016) Investments in Associates and Joint Ventures. On September 21, 2017, the representative of the Company resigned from directors of such company, which caused to the Company has no significant influence. Then, the Company transferred the investments from investments in associated to investments held as available for sale which the Company already recorded gain on classified investments amounting to Baht 21.61 million in statements of profit or loss and other comprehensive income.

11. INVESTMENT IN SUBSIDIARIES

The Company has investment in subsidiaries which are accounted for under the cost method in the separate financial statements as at December 31, 2017 and 2016 as follows:

Company's name	Percentage of Shareholding (%)		Paid-up share capital		Unit : Million Baht Cost method	
	2017	2016	2017	2016	2017	2016
Country Group Securities Public Company Limited	99.3	99.3	2,589.7	2,589.7	3,463.4	3,463.2
Genki Capital Co., Ltd.	100.0	100.0	25.0	25.0	25.0	25.0
Total					3,488.4	3,488.2

Company's name	Unit : Million Baht Dividends	
	2017	2016
Country Group Securities Public Company Limited	97.7	200.6

..... Director
 (Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

12. PROPERTY, PREMISES AND EQUIPMENT

Property, premises and equipment as at December 31, 2017 and 2016 consisted of the following:

	CONSOLIDATED FINANCIAL STATEMENTS				
	Balance as at December 31, 2016	Additions	Decreases	Transfer in/ (Transfer out)	Balance as at December 31, 2017
	Baht	Baht	Baht	Baht	Baht
Cost :					
Property	30,293,000	-	-	-	30,293,000
Premises	19,572,300	-	-	-	19,572,300
Premises/leasehold improvement	120,454,634	3,199,140	(32,652,349)	-	91,001,425
Furniture and office equipment	199,757,616	4,116,268	(26,910,682)	-	176,963,202
Vehicles	21,224,038	-	(4,928,000)	-	16,296,038
Total cost	391,301,588	7,315,408	(64,491,031)	-	334,125,965
Accumulated depreciation :					
Premises	(17,194,491)	(343,950)	-	-	(17,538,441)
Premises/leasehold improvement	(59,264,021)	(15,206,693)	29,080,396	-	(45,390,318)
Furniture and office equipment	(166,926,941)	(11,562,421)	25,153,990	-	(153,335,372)
Vehicles	(21,224,027)	-	4,927,998	-	(16,296,029)
Total accumulated depreciation	(264,609,480)	(27,113,064)	59,162,384	-	(232,560,160)
Leasehold improvement during construction	-	980,000	-	-	980,000
Allowance for impairment	(1,275,541)	-	6,150	-	(1,269,391)
Total	125,416,567				101,276,414

	CONSOLIDATED FINANCIAL STATEMENTS				
	Balance as at December 31, 2015	Additions	Decreases	Transfer in/ (Transfer out)	Balance as at December 31, 2016
	Baht	Baht	Baht	Baht	Baht
Cost :					
Property	30,293,000	-	-	-	30,293,000
Premises	19,572,300	-	-	-	19,572,300
Premises/leasehold improvement	271,599,033	38,096,621	(200,997,108)	11,756,088	120,454,634
Furniture and office equipment	359,347,124	18,541,046	(178,130,554)	-	199,757,616
Vehicles	21,256,000	-	(31,962)	-	21,224,038
Total cost	702,067,457	56,637,667	(379,159,624)	11,756,088	391,301,588
Accumulated depreciation :					
Premises	(16,849,598)	(344,893)	-	-	(17,194,491)
Premises/leasehold improvement	(204,185,119)	(23,642,038)	168,563,136	-	(59,264,021)
Furniture and office equipment	(319,398,021)	(15,201,978)	167,673,058	-	(166,926,941)
Vehicles	(20,625,722)	(630,267)	31,962	-	(21,224,027)
Total accumulated depreciation	(561,058,460)	(39,819,176)	336,268,156	-	(264,609,480)
Leasehold improvement during construction	572,450	11,183,638	-	(11,756,088)	-
Allowance for impairment	(1,351,409)	-	75,868	-	(1,275,541)
Total	140,230,038				125,416,567

Depreciation for the years ended December 31,

2017	Baht	27,113,064
2016	Baht	39,819,176

..... Director
(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

As at December 31, 2017 and 2016, the subsidiary certain premises and equipment items have been fully depreciated but are still in use. The original cost, before deducting accumulated depreciation, of those premises and equipment amounted to totaling approximately Baht 173.5 million and approximately Baht 206.5 million, respectively, in consolidated financial statements.

	SEPARATE FINANCIAL STATEMENTS				
	Balance as at December 31, 2016	Additions	Decreases	Transfer in/ (Transfer out)	Balance as at December 31, 2017
	Baht	Baht	Baht	Baht	Baht
Cost :					
Premises/leasehold improvement	12,985,889	-	-	-	12,985,889
Furniture and office equipment	6,477,910	221,142	-	-	6,699,052
Total cost	19,463,799	221,142	-	-	19,684,941
Accumulated depreciation :					
Premises/leasehold improvement	(895,953)	(2,598,569)	-	-	(3,494,522)
Furniture and office equipment	(849,568)	(1,405,347)	-	-	(2,254,915)
Total accumulated depreciation	(1,745,521)	(4,003,916)	-	-	(5,749,437)
Total	17,718,278				13,935,504

	SEPARATE FINANCIAL STATEMENTS				
	Balance as at December 31, 2015	Additions	Decreases	Transfer in/ (Transfer out)	Balance as at December 31, 2016
	Baht	Baht	Baht	Baht	Baht
Cost :					
Premises/leasehold improvement	20,009	1,209,792	-	11,756,088	12,985,889
Furniture and office equipment	481,802	5,996,108	-	-	6,477,910
Total cost	501,811	7,205,900	-	11,756,088	19,463,799
Accumulated depreciation :					
Premises/leasehold improvement	(3,526)	(892,427)	-	-	(895,953)
Furniture and office equipment	(88,971)	(760,597)	-	-	(849,568)
Total accumulated depreciation	(92,497)	(1,653,024)	-	-	(1,745,521)
Work in proceed	572,450	11,183,638	-	(11,756,088)	-
Total	981,764				17,718,278

Depreciation for the years ended December 31,

2017	Baht	4,003,916
2016	Baht	1,653,024

..... Director
 (Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

13. INTANGIBLE ASSETS

Intangible assets as at December 31, 2017 and 2016 consisted of the following:

CONSOLIDATED FINANCIAL STATEMENT						
	Useful life	Balance as at December 31, 2016	Additions	Disposals	Transfer in/ (Transfer out)	Balance as at December 31, 2017
		Baht	Baht	Baht	Baht	Baht
Cost:						
Using derivatives business fee	1 - 5 years	1,541,350	-	-	-	1,541,350
Computer software	5 years and indefinite useful life	110,798,722	3,902,536	(2,542,419)	399,145	112,557,984
Securities license	-	2,657,500	-	-	-	2,657,500
Derivative business membership	-	15,945,000	-	-	-	15,945,000
Total cost		130,942,572	3,902,536	(2,542,419)	399,145	132,701,834
Accumulated amortization:						
Using derivatives business fee	1 - 5 years	(1,541,346)	-	-	-	(1,541,346)
Computer software	5 years	(26,719,658)	-	390,577	-	(26,329,081)
Securities license	-	-	-	-	-	-
Derivative business membership	-	-	-	-	-	-
Total accumulated amortization		(28,261,004)	-	390,577	-	(27,870,427)
Computer software in process		4,026,196	372,922	-	(399,145)	3,999,973
Allowance for impairment		(2,228,295)	-	-	-	(2,228,295)
Intangible assets		104,479,469				106,603,085

CONSOLIDATED FINANCIAL STATEMENT						
	Useful life	Balance as at December 31, 2015	Additions	Disposals	Transfer in/ (Transfer out)	Balance as at December 31, 2016
		Baht	Baht	Baht	Baht	Baht
Cost:						
Using derivatives business fee	1 - 5 years	1,541,350	-	-	-	1,541,350
Computer software	5 years and indefinite useful life	107,860,829	1,423,533	(378,780)	1,893,140	110,798,722
Securities license	-	2,657,500	-	-	-	2,657,500
Derivative business membership	-	15,945,000	-	-	-	15,945,000
Total cost		128,004,679	1,423,533	(378,780)	1,893,140	130,942,572
Accumulated amortization:						
Using derivatives business fee	1 - 5 years	(1,541,346)	-	-	-	(1,541,346)
Computer software	5 years	(26,719,658)	-	-	-	(26,719,658)
Securities license	-	-	-	-	-	-
Derivative business membership	-	-	-	-	-	-
Total accumulated amortization		(28,261,004)	-	-	-	(28,261,004)
Computer software in process		4,893,144	1,048,662	(22,470)	(1,893,140)	4,026,196
Allowance for impairment		(2,228,295)	-	-	-	(2,228,295)
Intangible assets		102,408,524				104,479,469

Amortization for the years ended December 31,

2017	Baht	-
2016	Baht	-

Intangible assets of the subsidiary have an indefinite useful life such as derivative business membership, securities license and computer software when there is no foreseeable limit to the period over which the assets are expected to generate net cash inflows for the entity.

As at December 31, 2017 and 2016, the subsidiary certain intangible assets have been fully amortized but are still in use. The original cost, before deducting accumulated amortization, of those intangible assets amounted to totaling approximately Baht 11.3 million.

..... Director
(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

14. DEFERRED TAX ASSETS/ LIABILITIES

Deferred tax assets/liabilities as at December 31, 2017 and 2016 were as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2017	2016	2017	2016
	Baht	Baht	Baht	Baht
Deferred tax assets	124,566,504	103,731,849	21,657,115	150,437
Deferred tax liabilities	(25,891,843)	-	(25,891,843)	-
Deferred tax assets (liabilities) - net	98,674,661	103,731,849	(4,234,728)	150,437

Movements in Deferred tax assets/liabilities during the years were as follows:

	CONSOLIDATED FINANCIAL STATEMENTS			
	Balance as at January 1, 2017	Items as recognized into Income or Loss	Items as recognized into Other Comprehensive Income (loss)	Balance as at December 31, 2017
	Baht	Baht	Baht	Baht
<i>Deferred tax assets</i>				
Temporary differences				
Allowance for doubtful accounts	68,300,912	2,190,499	-	70,491,411
Allowance for impairment on investments	30,800,000	-	-	30,800,000
Loss carry forward income tax	-	21,300,577	-	21,300,577
Provisions for employee benefits	2,586,058	908,380	-	3,494,438
Surplus (deficit) on re-measuring investments	1,858,216	(4,899,081)	(24,556,882)	(27,597,747)
Others	186,663	(681)	-	185,982
Total	103,731,849	19,499,694	(24,556,882)	98,674,661

	CONSOLIDATED FINANCIAL STATEMENT			
	Balance as at January 1, 2016	Items as recognized into Income or Loss	Items as recognized into Other Comprehensive Income (loss)	Balance as at December 31, 2016
	Baht	Baht	Baht	Baht
<i>Deferred tax assets</i>				
Temporary differences				
Allowance for doubtful accounts	65,800,177	2,500,735	-	68,300,912
Allowance for impairment on investments	27,800,000	3,000,000	-	30,800,000
Provisions for employee benefits	9,842,984	(4,647,387)	(2,609,539)	2,586,058
Surplus (deficit) on re-measuring investments	3,041,991	-	(1,183,775)	1,858,216
Others	226,663	(40,000)	-	186,663
Total	106,711,815	813,348	(3,793,314)	103,731,849

..... Director
(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

SEPARATE FINANCIAL STATEMENT				
	Balance as at January 1, 2017	Items as recognized into Income or Loss	Items as recognized into Other Comprehensive Income (loss)	Balance as at December 31, 2017
	Baht	Baht	Baht	Baht
<i>Deferred tax assets</i>				
Temporary differences				
Loss carry forward income tax	-	21,300,578	-	21,300,578
Provisions for employee benefits	75,182	242,037	-	317,219
Surplus (deficit) on re-measuring investments	75,255	-	(75,255)	-
Others	-	39,318	-	39,318
Total	150,437	21,581,933	(75,255)	21,657,115
<i>Deferred tax liabilities</i>				
Temporary differences				
Deficit on re-measuring investments	-	(1,476,705)	(24,415,138)	(25,891,843)
Total	-	(1,476,705)	(24,415,138)	(25,891,843)
Total	150,437			(4,234,728)

SEPARATE FINANCIAL STATEMENT				
	Balance as at January 1, 2016	Items as recognized into Income or Loss	Items as recognized into Other Comprehensive Income (loss)	Balance as at December 31, 2016
	Baht	Baht	Baht	Baht
<i>Deferred tax assets</i>				
Temporary differences				
Provisions for employee benefits	-	75,182	-	75,182
Surplus on re-measuring investments	-	-	75,255	75,255
Total	-	75,182	75,255	150,437
<i>Deferred tax liabilities</i>				
Temporary differences				
Surplus (deficit) on re-measuring investments	(2,655,447)	-	2,655,447	-
Total	(2,655,447)	-	2,655,447	-
Total	(2,655,447)			150,437

The Company and its subsidiaries used a tax rate of 20% for calculation of deferred tax for the years ended December 31, 2017 and 2016.

..... Director
 (Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

15. OTHER NON-CURRENT ASSETS

Other non-current assets as at December 31, 2017 and 2016 consisted of the following:

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	2017	2016	2017	2016
	Baht	Baht	Baht	Baht
Clearing fund	57,436,612	53,492,476	-	-
Advance receivables	90,477	103,669	-	-
Investment property - net	24,066,779	24,066,779	-	-
Deposits	8,625,701	8,374,577	1,442,882	1,442,882
Accrued income	-	22,500	-	-
Others	322,153	322,152	-	-
Total	90,541,722	86,382,153	1,442,882	1,442,882

As at December 31, 2017 and 2016, such investment property - net is mortgaged as collateral for credit facility from a local financial institution.

16. TRADE AND OTHER CURRENT PAYABLES

Trade and other current payables as at December 31, 2017 and 2016 were as follows:

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	2017	2016	2017	2016
	Baht	Baht	Baht	Baht
Trade payables	6,777,026	3,213,811	2,476,656	521,200
Securities payable	1,529,424	-	73,895,782	7,003,662
Accrued bonuses	35,276,686	28,291,656	12,808,070	7,068,800
Accrued marketing incentive	873,570	1,629,109	-	-
Accrued profit sharing from branches/ marketing teams management	34,543,213	25,198,756	-	-
Withholding tax and specific business tax payable	3,785,042	4,396,958	1,460,722	1,537,754
Value-added-tax payable	2,460,706	1,545,473	-	-
Other payables	5,516,795	2,927,769	1,342,453	63,200
Accrued other expenses	23,959,859	20,820,328	21,319,512	3,648,629
Total	114,722,321	88,023,860	113,303,195	19,843,245

..... Director
 (Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

17. PAYABLES TO CLEARING HOUSE AND BROKER-DEALERS

Payables to Clearing House and broker-dealers as at December 31, 2017 and 2016 consisted of the following;

	CONSOLIDATED FINANCIAL STATEMENTS	
	2017	2016
	Baht	Baht
Payables from foreign securities brokers	-	44,607,750

18. SECURITIES BUSINESS PAYABLES

Securities business payables as at December 31, 2017 and 2016 consisted of the following;

	CONSOLIDATED FINANCIAL STATEMENTS	
	2017	2016
	Baht	Baht
Payables under cash accounts	1,206,643,110	1,727,730,990
Payables under securities borrowing and lending business	49,170,256	20,218,300
Total	1,255,813,366	1,747,949,290

19. DEBTS ISSUED AND BORROWINGS

Debts issued and borrowings as at December 31, 2017 consisted of the following: (As at December 31, 2016 : nil)

	CONSOLIDATED FINANCIAL STATEMENT			
	As at December 31, 2017			
	Interest rate per annum (percent)	Remaining periods to maturity		
		Within 1 year Baht	1 - 5 years Baht	Total Baht
Debts issued and borrowings				
Bill of exchange	3.2 - 3.5	144,215,456	-	144,215,456
Total		144,215,456	-	144,215,456

20. SHORT-TERM LOAN FROM RELATED COMPANY

As at December 31, 2017 and 2016, short-term loan from related company in the separate financial statements was a loan from subsidiary company amounting to Baht 5 million and 400 million, respectively due at call, carrying interest rate at 3.0% per annum and no collateral.

..... Director
(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

21. DEBENTURES

On December 1, 2017, the Company issued Baht 1,079.80 million unsubordinated and unsecured debentures in registered name form and unsecured debentures with debenture holder's representative, which had the objective to increase the Company investment. Debenture was fully repayable on June 1, 2020, which bear interest at the fixed rate of 6.25% per annum. Interest payment term which be paid every three-month on March 1, June 1, September 1, and December 1 of each year through the terms of debenture.

These debenture was registered with the Thai Bond Market Association and the Stock Exchange of Thailand on December 1, 2017.

22. PROVISIONS FOR EMPLOYEE BENEFITS

The Company and its subsidiaries operates post-employment benefits plan under the Thai Labor Protection Act, which were considered as unfunded defined benefit plans.

Provisions for employee benefits as at December 31, 2017 and 2016 were as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2017	2016	2017	2016
	Baht	Baht	Baht	Baht
Post-employment benefit obligations	17,472,190	12,930,291	1,586,097	375,911
Total	17,472,190	12,930,291	1,586,097	375,911

Amounts recognized in the statement of profit or loss and other comprehensive income for post-employment benefits for the years ended December 31, 2017 and 2016 were as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2017	2016	2017	2016
	Baht	Baht	Baht	Baht
Current service cost	4,985,963	15,606,519	1,197,066	373,123
Interest cost	415,936	1,565,940	13,120	2,788
Employee transferred	-	(26,111,459)	-	-
Components of employee benefit costs recognized in profit or loss	5,401,899	(8,939,000)	1,210,186	375,911
Actuarial gain of company and its subsidiaries	-	(13,047,695)	-	-
Actuarial gain of associated companies	-	(608,593)	-	-
Components of employee benefit costs recognized in other comprehensive income	-	(13,656,288)	-	-
Total	5,401,899	(22,595,288)	1,210,186	375,911

..... Director

(Mr. Tommy Taechaubol)

(Mr. Veeraphat Phetcharakupt)

Movements in the present value of the post-employment benefits obligation for the years ended December 31, 2017 and 2016 were as follows:

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	2017	2016	2017	2016
	Baht	Baht	Baht	Baht
Beginning balance of employee benefits obligation	12,930,291	49,214,920	375,911	-
Current service cost	4,985,963	15,606,519	1,197,066	373,123
Interest cost	415,936	1,565,940	13,120	2,788
Employee transferred	-	(26,111,459)	-	-
Actuarial gains on defined post-employment benefits plan	-	(13,047,695)	-	-
(Less) Employee benefits paid during the years	(860,000)	(14,297,934)	-	-
Balance at end of the years	17,472,190	12,930,291	1,586,097	375,911

The principle actuarial assumptions used to calculate the obligation under the defined benefits plan as at December 31, 2017 and 2016 were as follows:

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	2017	2016	2017	2016
	(% p.a.)	(% p.a.)	(% p.a.)	(% p.a.)
Financial assumptions				
Discount rate	3.0 - 3.5	3.0 - 3.5	3.5	3.5
Employee turnover	0 - 24.0	0 - 24.0	0 - 20.0	0 - 20.0
	Subject to the range of age of employees	Subject to the range of age of employees	Subject to the range of age of employees	Subject to the range of age of employees
Expected rate of salary increase	0 - 5.0	0 - 5.0	0 - 5.0	0 - 5.0

Significant actuarial assumptions for the determination of the Provisions for employee benefits are discount rate, expected salary increase rate and mortality 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.

Impact on the Provisions for employee benefits increases (decreases) as at December 31, 2017 and 2016 were as follows:

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	2017	2016	2017	2016
	Baht	Baht	Baht	Baht
Discount rate - increase by 1%	(1,719,427)	(1,327,709)	(132,964)	(62,496)
Discount rate - decrease by 1%	1,994,453	1,540,395	162,033	76,915
Salary increase rate - increase by 1%	2,140,618	1,507,969	176,134	75,638
Salary increase rate - decrease by 1%	(1,871,275)	(1,327,023)	(147,413)	(62,723)
Life expectancy - increase by 1 year	142,078	107,975	10,558	4,653
Life expectancy - decrease by 1 year	(140,779)	(107,016)	(10,421)	(4,588)

..... Director

(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

The sensitivity analysis presented above may not be representative of the actual change in the Provisions for employee benefits 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 Provisions for employee benefits have 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.

23. SHARE CAPITAL

Country Group Holdings Public Company Limited was established under the business restructuring plan of the Country Group Securities in order to engage in the business of investment and to hold the shares of the Country Group Securities. The Company had made a tender offer for all the securities of the Country Group Securities by exchanging them for the securities of the same type of the Company, with the exchange rate of 1 ordinary share of the Country Group Securities per 1 ordinary share of the Company.

On May 6, 2014, the Statutory Meeting passed a resolution to have the Company's authorized capital 10,000 shares at the par value of Baht 1.00 per share and initially pay for paid-up share capital in the amount of Baht 10,000. On May 15, 2014, the Company registered the authorized capital at the department of Business Development of the Ministry of Commerce. As the result, the Company's authorized and issued and paid-up share capital were 10,000 shares at the par value of Baht 1.00 per share, amounting in total to Baht 10,000.

On June 12, 2014, the Extraordinary General Shareholders' Meeting No. 1/2014 passed resolutions to approve the following:

1. Approval of the business restructuring plan, and other related actions and making a tender offer for all the securities of Country Group Securities according to the business restructuring plan. And also, the Board of Director or Executive Committee or the person authorized by the Board of Director or Executive Committee are authorized to take any actions in order to complete the business restructuring plan.
2. Approval the issuance of the warrants to buy ordinary shares of the Company to the existing shareholders by the proportion of the amount of shares held by each shareholder in accordance with the business restructuring plan which are the shareholders who have exchanged their shares in process of a tender offer for all the securities of Country Group Securities. The Company will issue the warrants in the amount not exceeding 863,247,828 units to the existing shareholders whose names appear in the share register book as the date which will be specified by the Board of Directors and/or the Executive Committee or the person authorized by the Board of Director or the Executive Committee and that specify date should be the day after the end of tender offer period and the Company has registered the increase of paid-up share capital with the Ministry of Commerce. The Company will issue the proportion of 3 swapped ordinary shares per 1 unit of warrant, free of charge, and fraction will be rounded down. In exercising the right of the warrants, 1 unit of warrant is eligible for buying 1 ordinary share of the Company at the exercise price Baht 1.80 per share.

..... Director
(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

3. Approval the increase in the authorized share capital of the Company Baht 4,052,991,312 from the existing authorized share capital of Baht 10,000 to Baht 4,053,001,312 by issuing 4,052,991,312 shares, at the par value of Baht 1.00 per share to reserve for the tender offer and the exercise of the warrants to buy ordinary shares of the Company in accordance with CGH-ESOP 1 and for the exercise of warrants that are issued to existing shareholders of the Company in accordance with the business restructuring plan.
4. Approval to allocate new ordinary shares of the Company accordance with the resolution of the meeting to increase the authorized share capital of the Company Baht 4,052,991,312 by issuing of 4,052,991,312 new ordinary shares at the par value of Baht 1.00 per share as follows:
 - 4.1 To allocate not exceeding 2,589,743,484 new ordinary shares for payment share subscription to the shareholders of Country Group Securities in the proportion of 1 new ordinary share of the Company at the par value of Baht 1.00 per share to 1 share of Country Group Securities at the par value of Baht 1.00 per share without paying cash.
 - 4.2 To allocate not exceeding 600,000,000 new ordinary shares at the par value of Baht 1.00 per share, in order to reserve for the exercise of the warrants that are issued and offered to directors, managements, employees and/or advisors of the Company and Country Group Securities at the exercise price Baht 1.80 per share in accordance with CGH-ESOP1.
 - 4.3 To allocate not exceeding 863,247,828 new ordinary shares at the par value of Baht 1.00 per share, in order to reserve for the exercise of the warrants that are issued to existing shareholders of the Company by the proportion in the amount of shares held by each shareholder at the exercise price Baht 1.80 per share.

On October 17, 2014, the Office of The Securities and Exchange Commission allow the Company to make a tender offer for all the securities of the Country Group Securities.

On December 25, 2014, the Company reported that as a result of the tender offer, the Company had acquired 2,566,219,121 shares or 99.1% of the total number of paid up shares of Country Group Securities by exchanging them for the securities of the same type of the Company. As a result, the Company is the major shareholder of the Country Group Securities. In addition, the ordinary shares of the Company is the securities listed on the Stock Exchange in place of the ordinary shares of the Country Group Securities which is simultaneously delisted from being the securities listed on the Stock Exchange on January 8, 2015.

On January 6, 2015, the Company allocated warrants of the Company (CGH-W1) 855,408,275 units to the existing shareholders whose names were in the share registration book from December 30, 2014 to January 5, 2015, and the warrants have been listed on the Stock Exchange since February 13, 2015. Trading commencement is on February 16, 2015.

..... Director
(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

On January 8, 2015, the ordinary shares of the Company were the securities listed on the Stock Exchange in place of the ordinary shares of the Country Group Securities which were simultaneously delisted from being the securities listed on the Stock Exchange.

On March 11, 2015, the Extraordinary General Meeting of Shareholders No. 1/2015 passed resolutions to approve the following:

1. Approve the decrease of the registered capital of the Company by the amount of Baht 31,363,916 from the existing registered capital of Baht 4,053,001,312 to Baht 4,021,637,396 by canceling the unissued shares by the amount of 31,363,916 shares, at the par value of Baht 1.00 per share, which are shown as following detail;
 - 1.1 The remaining shares from allocation for the payment to the shareholders of the Country Group Securities in tender offer at the amount of 23,524,363 shares.
 - 1.2 The remaining shares from allocation to reserve for the rights to exercise the warrants that are issued to the existing shareholders of the Company at the amount of 7,839,553 shares.
2. Approval the increase in the registered capital of the Company, by issuing the amount of Baht 2,566,229,121 from the existing registered capital of Baht 4,021,637,396 to Baht 6,587,866,517 by issuing of 2,566,229,121 newly ordinary shares, at the par value of Baht 1.00 per share to accommodate the allocation of newly issued ordinary shares to the shareholders proportionate to their shareholding (Right offering) and specific person and/or institution investor and/or other investors (Private Placement).

On March 23, 2015 The Company has registered the decrease in registered capital in the amount of Baht 31,363,916 and the increase in the registered capital in the amount of Baht 2,566,229,121 at the Department of Business Development of the Ministry of Commerce, making the registered capital of the Company to 6,587,866,517 shares at the par value of Baht 1.00 per share, amounting in total to Baht 6,587,866,517.

3. Approval the allocation of the newly issued ordinary shares of the Company by issuing of 2,566,229,121 newly issued ordinary shares at the par value of Baht 1.00 per share to the existing shareholders proportionate to their shareholding (Right Offering), in the ratio of 1 existing ordinary share per 1 new ordinary share, at the offering price Baht 1.30 per share. The existing shareholders shall not subscribe in excess of their allocated shares and in the case where there are remaining shares from the allocation as abovementioned, the Company will allocate and offer the shares remaining to specific person and/or Institution Investor and/or other investors (Private Placement) at the price which will not be lower than Baht 1.66. The offering period shall be done within 12 months after the date that the Extraordinary General Meeting of Shareholders No.1/2015 resolves to issue and offer the newly ordinary shares. It shall be whether single or sequential allocation depends on the suitability of money market and capital market.

..... Director
(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

On April 29, 2015, The Annual General Shareholders' Meeting for the year 2015 passed resolutions to approve the following:

1. Approval the ESOP warrants program CGH-ESOP1 and issuance and offering of warrants to purchase the ordinary shares of the Company to the directors, executives, employees and/or advisors of the Company and/or the Country Group Securities under ESOP warrants program CGH-ESOP1. The details of warrants are as in Note. 24.
2. Approval an issuance of warrants to buy ordinary shares of the Company No.2 (CGH-W2) to allocate to the existing shareholders of the Company. The Company will issue the warrants in the amount not exceeding 427,704,853 units to the existing shareholders of the Company whose name are in the share register book on the record date, determined by the Company's Board of Directors. The record date shall be the day after the accomplishment of the issuance and offering of newly issued shares to existing shareholders proportionate to their shareholding (Right Offering) and the amendment of the Company's registered capital with the Ministry of Commerce. The Company will issue the warrants to the existing shareholders in the ratio of 12 existing shares per 1 unit of warrant, free of charge, and fraction thereof will be rounded down. 1 unit of warrant has the right to purchase 1 new ordinary share with the exercise price of Baht 1.60.
3. Approval the decrease of the registered capital of the Company in the amount of Baht 2,566,229,121 from the existing registered capital of Baht 6,587,866,517 to Baht 4,021,637,396 by canceling the unissued shares of the Company at the amount of 2,566,229,121 shares, at the par value of Baht 1.00 per share. According to Section 136 of the Public Limited Companies Act B.E. 2535 (as amended) states that the Company will be entitled to increase its registered capital only after all of its shares have been issued and the corresponding payment of shares has been made, or in case of some shares still remain unissued, those shares must be reserved for the convertible debentures or warrants. As such, since the Company has already registered the increase of capital according to the resolution of the Extraordinary General Meeting of Shareholders No.1/2015 at the Ministry of Commerce, the registered capital of the Company will be Baht 6,587,866,517 divided into 6,587,866,517 shares, for which 2,566,229,121 shares are unissued and not for accommodating the convertible debentures or warrants (these shares are for the offer for sale of RO). The Company is unable to proceed to increase its registered capital in the amount of Baht 427,704,853 immediately as it is not in compliance with Section 136 of the Public Limited Companies Act B.E. 2535 (as amended) but the Company must proceed to reduce its registered capital by canceling the unissued shares prior to doing so.
4. Approval the increase of the registered capital of the Company to accommodate the newly issued ordinary shares according to the resolutions of the Extraordinary General Meeting of Shareholders No. 1/2015 with the amount of Baht 2,566,229,121 and the exercise of warrants (CGH-W2) offered to the existing shareholders with the amount of Baht 427,704,453, which total is Baht 2,993,933,974. Therefore, the company shall increase its registered capital from Baht 4,021,637,396 to Baht 7,015,571,370, by issuing 2,993,933,974 newly issued ordinary shares at the par value of Baht 1.00 per share.

..... Director
(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

5. Approval the allocation of the newly issued ordinary shares of the Company in the amount not exceeding 2,993,933,974 newly issued ordinary shares at the par value of Baht 1.00 per share by allocating in the amount not exceed 2,566,229,121 newly issued ordinary shares to the existing shareholders proportionate to their shareholding (Right Offering). Besides, in the case which there are remaining shares from the allocation, the Company will allocate and offer the shares remaining to specific person and/or Institution Investor and/or other investors (Private Placement). The details of the abovementioned was approved by the Extraordinary General Meeting of Shareholders No. 1/2015 on March 11, 2015 and the allocation of the newly issued ordinary shares in the amount not exceeding 427,704,853 newly issued ordinary shares to accommodate the exercise of warrants (CGH-W2) offered to the existing shareholders proportionate to their shareholding

Moreover, On April 29, 2015, The Annual General Shareholders' Meeting for the year 2015 passed a resolution to approve the allocation of 2,566,229,121 newly issued ordinary shares at the par value of Baht 1.00 per share to the existing shareholders proportionate to their shareholding (Right Offering), in the ratio of 1 existing ordinary share per 1 new ordinary share, at the offering price Baht 1.30 per share. Due to the offered price of new ordinary share is lower than 90 percent of the market price per share of the Company's ordinary shares (weighted average market price per share of the Company's ordinary share during a period of 7 consecutive business days prior to the first day that the SET post an XR sign is Baht 1.616 per share), therefore, the Company has to adjust the exercise ratio and exercise price for the warrants CGH-W1 to comply with the condition for the right adjustment. The new exercise ratio is 1 unit of warrant to purchase 1.108 ordinary shares at the exercise price of Baht 1.624 per share to be effective on May 7, 2015 onwards

The last day for the subscription of the newly issued ordinary shares of the Company is on May 28, 2015. The existing shareholder subscribed for new ordinary shares in the amount of 1,770,539,157 shares at the offering price of Baht 1.30 per share, totalling Baht 2,301,700,904. The Company has already registered the increase in paid up capital from Baht 2,566,229,121 to Baht 4,336,768,278 with the Ministry of Commerce on June 9, 2015. The newly issued ordinary shares of the Company were listed on the Stock Exchange and start trading on June 24, 2015.

On July 15, 2015, the Company has allocated the warrants to purchase the newly issued ordinary shares of the Company no.2 (CGH-W2) in the amount of 361,367,269 units to the existing shareholders of the Company whose name appeared on the date for closing of the Company's share registration on July 8, 2015. The Stock Exchange has approved such warrants to purchase the newly issued ordinary shares of the Company as listed securities and trading date started on August 24, 2015.

On April 29, 2016, the Annual General Shareholders' Meeting for the year 2016 passed resolutions to approve the following:

1. The decrease of Company's registered capital from the existing registered capital of Baht 7,015,571,370 to Baht 5,553,543,822 by eliminating the unsubscribed ordinary shares in total of 1,462,027,548 shares with the par value of Baht 1.

..... Director
(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

2. For issuing and offering the newly ordinary share in total of 92,384,094 shares, with the par value of Baht 1, in order to issue in accommodation to exercise of the warrant to purchase the ordinary share of the Company (CGH-W1).
3. For issuing and offering of the newly ordinary shares of the Company under General Mandate, in amount of 430,000,000 shares with the par value Baht 1 by issuing and offering the ordinary share for Private Placement. The meeting granted the Board of Directors empower to define the condition and details related to the offering share such as person who will be allotment, offering price, number of issuing and offering ordinary shares such as determine the purpose, offering price and conditions in order to maintain the best benefit of the Company regarding to the right and fair treatment of the shareholders. In this regards, to authorize the Board of Directors and/or the authorized person who appointing by Board of Directors empower to perform and empower to consider and execute on any related documentation and authorized to conduct the necessary and appropriated relevant to the offering the newly share, including to provide information and submitting the evidence to related agency. Additional, to perform any transaction as approved by the meeting with the votes more than three-fourths of the total number of votes of the shareholders.
4. The increase of the Company's registered capital from the existing registered capital of Baht 5,553,543,822 to Baht 6,075,927,916 by issuing 522,384,094 newly issued ordinary shares with a par value of Baht 1 per share.

The weighted average number of ordinary shares for the years ended December 31, 2017 and 2016, is calculated as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2017	2016	2017	2016
	Shares	Shares	Shares	Shares
Number of ordinary shares outstanding as at January 1,	4,336,758,428	4,336,758,428	4,336,768,278	4,336,768,278
Weighted average number of increased (decreased) shares during the years	-	-	-	-
Weighted average number of ordinary shares for the years	<u>4,336,758,428</u>	<u>4,336,758,428</u>	<u>4,336,768,278</u>	<u>4,336,768,278</u>

24. SHARE PREMIUM

The premium on share capital 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 ("premium on share capital"). Premium on share capital is not available for dividend distribution.

..... Director

(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

25. WARRANT GRANTED UNDER THE EMPLOYEE STOCK OWNERSHIP PROGRAM

On April 29, 2015, The Annual General Shareholders' Meeting for the year 2015 passed a resolution to approve the ESOP warrants program CGH-ESOP1 an issuance and offering of warrants to purchase ordinary shares of the Company to the directors, executives, employees and/or advisors of the Company and/or the Country Group Securities under ESOP warrants program CGH-ESOP1. The warrants is specified the name of the holder and non-transferable in the amount not exceeding 600,000,000 units, free of charge, with the period of warrants not more than 3 years from the date of issuance of offering of the warrants, 1 units of warrant is entitled to buy 1 ordinary share. The exercise price is Baht 1.80 per share. The warrant holder can exercise the rights to purchase the ordinary shares of the Company after 6 months since the issuance date of the warrants. The warrant holders can exercise the right to purchase ordinary shares of the Company every 6 months of the last working day of March and September until the last exercise date. In addition, these warrants are not registered to be traded on the Stock Exchange but the new share capital from exercised warrants will be registered to be traded on the Stock Exchange.

On April 29, 2016, the Annual General Shareholders' Meeting for the year 2016 passed resolutions to approve the cancellation of the warrants to purchase the Company's ordinary shares to director, executives, employees and/or the advisors of the Company and its Subsidiaries (CGH-ESOP 1).

26. CAPITAL MANAGEMENT

The Company and its subsidiaries' objectives in managing capital are to safeguard the Company and its subsidiaries' ability to continue as a going concern in order to provide returns for shareholder and benefits for other stakeholders and to maintain an optimal capital structure.

27. DIVIDENDS PAID

On April 26, 2016, the Annual General Shareholders' Meeting for the year 2016 of the subsidiary company passed resolutions to approve the profit allocation as the statutory reserve to the amount of Baht 85,225,676 and approve the dividend payment for the year 2015 at the rate of Baht 0.238 per share, totaling Baht 616,358,949. The subsidiary company had already made an interim dividend payment on August 26, 2015 at the rate of Baht 0.16 per share to the shareholders. Therefore, the remaining dividend payment for the year 2015 is Baht 0.078 per share, totaling Baht 201,981,656. Such dividend was already paid on May 19, 2016.

On April 29, 2016, the Annual General Shareholders' Meeting for the year 2016 of the Company passed a resolution to approve the profit allocation as the statutory reserve to the amount of Baht 33,058,131 and approve the dividend payment for the year 2015 at the rate of Baht 0.046 per share, totaling Baht 199,491,270. Such dividend was already paid on May 25, 2016.

..... Director
(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

On April 26, 2017, the Annual General Shareholders' Meeting for the year 2017 of the subsidiary company passed resolutions to approve the profit allocation as the statutory reserve to the amount of Baht 89,712,393 and approve the dividend payment for the year 2016 at the rate of Baht 0.038 per share, totaling Baht 98,401,320. Such dividend was already paid on May 19, 2017.

On April 27, 2017, the Annual General Shareholders' Meeting for the year 2017 of the Company passed a resolution to approve the profit allocation as the statutory reserve to the amount of Baht 15,035,013 and approve the dividend payment for the year 2016 at the rate of Baht 0.02774 per share, totaling Baht 120,301,952. Such dividend was already paid on May 25, 2017.

28. STATUTORY RESERVE

The Company is required to set aside a statutory reserve at least 5% of its net income after deducting accumulated deficit brought forward (if any) until the reserve reaches 10% of the authorized share capital according to the Public Limited Companies Act B.E. 2535, section 116. The statutory reserve could not be used for dividend payment.

29. BROKERAGE FEES

Brokerage fees for the years ended December 31, 2017 and 2016 consisted of the following:

	CONSOLIDATED FINANCIAL STATEMENTS	
	2017	2016
	Baht	Baht
Brokerage fees from securities business	205,854,982	522,060,309
Brokerage fees from derivatives business	8,364,955	19,554,344
Total	214,219,937	541,614,653

30. FEES AND SERVICES INCOME

Fees and services income for the years ended December 31, 2017 and 2016 consisted of the following:

	CONSOLIDATED FINANCIAL STATEMENTS	
	2017	2016
	Baht	Baht
Underwriting fee	20,808,360	7,734,262
Financial advisory fee	28,198,094	59,752,150
Investment advisory fee	308,110	281,252
Others	2,816,524	11,297,031
Total	52,131,088	79,064,695

..... Director
(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

31. INTEREST AND DIVIDEND INCOME

Interest and dividend income for the years ended December 31, 2017 and 2016 consisted of the following:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2017	2016	2017	2016
	Baht	Baht	Baht	Baht
Interest income	29,097,468	40,899,612	2,841,929	7,484,955
Dividend income	30,415,843	36,562,117	214,929,026	289,321,130
Total	59,513,311	77,461,729	217,770,955	296,806,085

32. GAIN ON INVESTMENTS AND DERIVATIVES

Gain on investments and derivatives for the years ended December 31, 2017 and 2016 consisted of the following:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2017	2016	2017	2016
	Baht	Baht	Baht	Baht
Gain (loss) on investments				
Unrealized gain (loss) on re-measuring trading investments	800,047	(4,867,914)	(4,523,853)	3,803,280
Gain on sale of trading investments	284,434,638	155,980,421	68,482,573	62,845,193
Gain on sale of investment held as available for sale	3,607,448	32,035,107	200,527	30,574,519
Loss from impairment on general investments	-	(15,000,000)	-	-
Total gain on investments	288,842,133	168,147,614	64,159,247	97,222,992
Gain (loss) on derivatives				
Gain (loss) on derivatives	(68,095,410)	(995,130)	12,961,584	-
Total	220,746,723	167,152,484	77,120,831	97,222,992

33. INCOME FROM THE PARTIAL TRANSFER OF RETAIL SECURITIES BUSINESS

On May 16, 2016, the Board of Directors' Meeting No. 4/2016 of the subsidiary company had passed a resolution to approve the partial transfer of retail securities business of the subsidiary company by entering into the Asset Purchase Agreement dated May 16, 2016 with a securities company, to transfer its retail securities business which resulted in the transfer of the employment of certain marketing officers and related fixed assets and lease contracts relevant to the business transferred of the subsidiary company. And on August 8, 2016, both parties has already executed according to the Agreement. The subsidiary company had already transferred some of its branch offices, assets, lease contracts and employees in relation to its retail securities business of those branches to such securities company. The subsidiary company received income from transfer of such business of Baht 306.0 million in the third quarter of 2016.

..... Director
 (Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

34. OTHER INCOME

Other income for the years ended December 31, 2017 and 2016 consisted of the following:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2017	2016	2017	2016
	Baht	Baht	Baht	Baht
Gain on disposal assets	2,366,262	-	-	-
Income from the overdue payment charge	74,204	249,857	-	-
Others	22,505,130	15,463,661	504,072	55,021
Total	<u>24,945,596</u>	<u>15,713,518</u>	<u>504,072</u>	<u>55,021</u>

35. KEY MANAGEMENT BENEFIT EXPENSES

Benefits payable to management of the Company both monetary and non-monetary were presented as part of “Employee benefits expenses”.

Management benefit expenses for the years ended December 31, 2017 and 2016 consisted of the following:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2017	2016	2017	2016
	Baht	Baht	Baht	Baht
Short term employee benefits	68,223,702	79,605,692	33,562,113	19,747,856
Post-employment benefits	1,687,029	878,054	1,159,989	217,736
Total	<u>69,910,731</u>	<u>80,483,746</u>	<u>34,722,102</u>	<u>19,965,592</u>

36. DIRECTORS’ REMUNERATION

Directors’ remuneration represents the benefits paid to the Company and its subsidiaries’ 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 was approved by the ordinary shareholders’ meeting of the Company and its subsidiaries.

..... Director

(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

37. OTHER EXPENSES

Other expenses for the years ended December 31, 2017 and 2016 consisted of the following:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2017	2016	2017	2016
	Baht	Baht	Baht	Baht
Property, premises and equipment expense	77,590,586	132,830,613	11,424,815	6,781,801
Professional and other fees	27,143,438	17,515,689	12,726,920	1,831,579
Information and communication expenses	18,653,379	24,524,675	180,484	147,015
Advertising and promotion expenses	13,987,212	11,693,587	9,945,065	5,599,068
Entertainment expenses	8,271,516	14,240,696	2,744,971	2,961,238
Gasoline and travelling expenses	4,866,097	10,208,223	1,374,202	1,160,996
Stationery and office supplies	1,843,457	3,348,813	448,979	446,130
Taxes and duties	1,304,678	2,368,396	5,644	31,885
Loss on exchange rate	30,656,390	8,564,979	30,479,697	8,547,501
Loss on sale of assets	-	13,622,617	-	-
Others	7,758,514	16,858,337	3,436,855	2,586,067
Total	<u>192,075,267</u>	<u>255,776,625</u>	<u>72,767,632</u>	<u>30,093,280</u>

38. PROVIDENT FUND

On November 1, 2002 and July 14, 2014, 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 matches the individuals' contributions. At the present, the provident fund is managed by MFC Asset Management Public Company Limited, authorized financial institution in accordance with the Provident Fund Act B.E. 2530 (1987).

For the years ended December 31, 2017 and 2016, the Company and its subsidiaries has contributed approximately Baht 6.48 million and Baht 10.1 million, respectively, to the fund.

39. INCOME TAX

Income tax for the years ended December 31, 2017 and 2016 were as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		Unit : Thousand Baht SEPARATE FINANCIAL STATEMENTS	
	2017	2016	2017	2016
Current income tax for the years	7,811	34,061	-	10,298
Deferred tax	(19,499)	(813)	(20,105)	(75)
Total income tax	<u>(11,688)</u>	<u>33,248</u>	<u>(20,105)</u>	<u>10,223</u>

..... Director

(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

Reconciliation between income tax expenses and the produce of accounting profits for the years ended December 31, 2017 and 2016 and applicable tax rates can be shown as follows:

	CONSOLIDATED FINANCIAL STATEMENTS				SEPARATE FINANCIAL STATEMENTS			
	2017		2016		2017		2016	
	(Thousand Baht)	Rate (%)	(Thousand Baht)	Rate (%)	(Thousand Baht)	Rate (%)	(Thousand Baht)	Rate (%)
Income before income tax	222,943	20	425,318	20	106,209	20	310,924	20
Income tax at the domestic tax rate	44,588		85,064		21,242		62,185	
Deferred tax relating to origination and reversal of temporary differences	(19,499)		(813)		(20,105)		(75)	
Tax effect of income and expenses that are not taxable and not deductible for tax purposes	(36,777)		(51,003)		(21,242)		(51,887)	
Expense (income) corporate income tax as statements of profit or loss and other comprehensive income	(11,688)	(5.24)	33,248	7.82	(20,105)	(18.93)	10,223	3.28

The Company used a tax rate of 20% for calculation of income tax expense for the years ended December 31, 2017 and 2016. Income tax expense is calculated from income before tax, added back transactions which were non-deductible expenses and deducted income or expense exemption under the Revenue Code.

	CONSOLIDATED FINANCIAL STATEMENTS					
	2017			2016		
	Before-tax Amount Baht	Tax (expense) Benefit Baht	Net-of-tax Amount Baht	Before-tax Amount Baht	Tax (expense) Benefit Baht	Net-of-tax Amount Baht
Surplus (deficit) on re-measuring investments	101,068,639	(24,556,881)	76,511,758	(7,433,150)	1,486,630	(5,946,520)
Actuarial gain (loss) on defined post-employment benefit plans	-	-	-	13,047,695	(2,609,539)	10,438,156
Total	101,068,639	(24,556,881)	76,511,758	5,614,545	(1,122,909)	4,491,636

	SEPARATE FINANCIAL STATEMENTS					
	2017			2016		
	Before-tax Amount Baht	Tax (expense) Benefit Baht	Net-of-tax Amount Baht	Before-tax Amount Baht	Tax (expense) Benefit Baht	Net-of-tax Amount Baht
Surplus (deficit) on re-measuring investments	122,451,960	(24,490,392)	97,961,568	(13,728,302)	2,745,660	(10,982,642)
Total	122,451,960	(24,490,392)	97,961,568	(13,728,302)	2,745,660	(10,982,642)

..... Director
(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

40. BASIC AND DILUTED EARNINGS PER SHARE

The calculations of earnings per share for the years ended December 31, 2017 and 2016 were based on the income for the years attributable to ordinary shareholders of the Company and the number of weighted ordinary shares outstanding during the years held by shareholders as follows:

Basic and diluted earnings per share for the years ended December 31, 2017 and 2016, are as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2017	2016	2017	2016
Basic earnings per share				
Income attributable to owners of the Company (Baht)	234,315,235	391,333,066	126,314,328	300,700,256
Weighted average number of ordinary shares (shares)	4,336,758,428	4,336,758,428	4,336,768,278	4,336,768,278
Basic earnings per share (Baht)	<u>0.0540</u>	<u>0.0902</u>	<u>0.0291</u>	<u>0.0693</u>
Diluted earnings per share				
Weighted average number of ordinary shares used in calculation of basic earnings per share (shares)	4,336,758,428	4,336,758,428	4,336,768,278	4,336,768,278
Effect of exercised warrants to purchase ordinary shares	-	-	-	-
Weighted average number of ordinary shares used in the calculation of diluted earnings per share (shares)	4,336,758,428	4,336,758,428	4,336,768,278	4,336,768,278
Diluted earnings per share (Baht)	<u>0.0540</u>	<u>0.0902</u>	<u>0.0291</u>	<u>0.0693</u>

Diluted earnings per share occurred from warrants to purchase ordinary shares described in the condensed notes to the financial statements No. 25.

41. COMMITMENTS AND CONTINGENT LIABILITIES

41.1 As at December 31, 2017 and 2016 the Company and its subsidiaries had operating lease commitments for office building and vehicles as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2017	2016	2017	2016
Not later than 1 year	32.3	50.3	6.1	6.6
Later than 1 year but not later than 5 years	13.8	52.8	1.9	8.0
Total	<u>46.1</u>	<u>103.1</u>	<u>8.0</u>	<u>14.6</u>

The operating lease agreements of the Company and its subsidiaries were recorded as expense in the statements of profit or loss and other comprehensive income for the years ended December 31, 2017 and 2016 as follows:

	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
	2017	2016	2017	2016
Operating lease agreements	33.1	56.1	6.9	4.7

..... Director
 (Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

41.2 As at December 31, 2017 and 2016, the Company and its subsidiaries have the outstanding commitment in respect of benefit paid to employees which the Company had already entered of approximately Baht 2.4 million and approximately Baht 1.0 million, respectively.

42. RELATED PARTY TRANSACTIONS

Related parties are those parties linked to the Group and Company by common shareholders or directors. Transactions with related parties are conducted at the pricing policy based on the normal course of business conditions.

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

Pricing policies

Brokerage fees	At market price which is the same rate as general client
Fees and services income	At agreed price which approximates market value
Expenses	At market price

Significant transactions with related parties for the years ended December 31, 2017 and 2016 were as follows:

	Relationship	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		2017	2016	2017	2016
		Baht	Baht	Baht	Baht
Brokerage fees from securities and derivatives business					
Mutual fund managed by associate	Associate	74,039,866	81,578,666	-	-
Related persons	Related persons	618,847	335,781	-	-
Total		<u>74,658,713</u>	<u>81,914,447</u>	<u>-</u>	<u>-</u>
Ongoing fee					
MFC Asset management Public company Limited	Associate	479,314	377,163	-	-
Fees and services income					
MFC Asset Management Public Company Limited	Associate	411,610	384,152	-	-
Dividend income					
Country Group Securities Public Company Limited	Subsidiary	-	-	97,728,944	200,586,573
MFC Asset Management Public Company Limited	Associate	-	-	47,811,796	49,340,775
Padaeng Industry Public Company Limited	Associate	-	-	56,499,900	4,642,280
Total		<u>-</u>	<u>-</u>	<u>202,040,640</u>	<u>254,569,628</u>
Interest income					
Country Group Securities Public Company Limited	Subsidiary	-	-	189,506	135,574
Related persons	Related persons	466,937	605,091	-	-
Total		<u>466,937</u>	<u>605,091</u>	<u>189,506</u>	<u>135,574</u>
Finance costs					
Country Group Securities Public Company Limited	Subsidiary	-	-	9,902,055	1,345,753
Padaeng Industry Public Company Limited	Associate	1,064,511	-	-	-
Country Group Development Public Company Limited	Related company	306,256	633,466	-	-
Related persons	Related persons	29,215	9,025	-	-
Total		<u>1,399,982</u>	<u>642,491</u>	<u>9,902,055</u>	<u>1,345,753</u>

..... Director
 (Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

	Relationship	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		2017	2016	2017	2016
		Baht	Baht	Baht	Baht
Fee and service expenses					
Country Group Securities Public Company Limited	Subsidiary	-	-	19,535,553	6,702,858
MFC Asset Management Public Company Limited	Associate	1,168,428	715,325	950,792	715,325
Total		<u>1,168,428</u>	<u>715,325</u>	<u>20,486,345</u>	<u>7,418,183</u>
Premises and equipment expenses					
EDP Enterprise Company Limited	Related company	1,365,600	1,333,821	-	-
Other expenses					
Country Group Securities Public Company Limited	Subsidiary	-	-	468,126	373,788
MFC Asset Management Public Company Limited	Associate	226,738	185,308	266,738	185,308
Sing Sian Yee Pao Company Limited	Related company	925,550	925,550	-	-
Total		<u>1,152,288</u>	<u>1,110,858</u>	<u>734,864</u>	<u>559,096</u>
Dividend paid					
Country Group Securities Public Company Limited	Subsidiary	-	-	273	453
MFC Asset Management Public Company Limited	Associate	1,192,820	2,188,527	1,192,820	2,188,527
Padaeng Industry Public Company Limited	Associate	437,967	200,059	437,967	200,059
Country Group Development Public Company Limited	Related company	4,245,934	7,040,843	4,245,934	7,040,843
Related persons	Related persons	7,496,694	9,910,035	7,496,694	9,910,035
Related persons	Directors	<u>22,751,176</u>	<u>37,724,956</u>	<u>22,751,176</u>	<u>37,724,956</u>
Total		<u>36,124,591</u>	<u>57,064,420</u>	<u>36,124,864</u>	<u>57,064,873</u>

Significant balances with related parties as at December 31, 2017 and December 31, 2016 were as follows:

		CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
Relationship		2017	2016	2017	2016
		Baht	Baht	Baht	Baht
Deposits for customers’ account					
Country Group Development Public Company Limited	Related company	5,479	50,125,977	-	-
Related persons	Related persons	13,045,513	117,499	-	-
Total		13,050,992	50,243,476	-	-
Trade and other current receivables					
Country Group Securities Public Company Limited	Subsidiary	-	-	189,562,641	122,803,750
Genki Capital Co., Ltd.	Subsidiary	-	-	311,100	310,500
Genki Power One Co., Ltd.	Indirect subsidiary	-	-	2,640,260	2,639,660
Tech Reform Co., Ltd.	Common director	629,160	797,640	629,160	797,640
Solar Technic Co., Ltd.	Common director	629,160	797,640	629,160	797,640
Total		1,258,320	1,595,280	193,772,321	127,349,190

..... Director
(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

	Relationship	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		2017	2016	2017	2016
		Baht	Baht	Baht	Baht
Securities business receivables					
Related persons	Related persons	19,301,243	2,377,308	-	-
Investments held as available for sale					
Country Group Development Public Company limited	Related company	985,233,060	-	985,233,060	-
Investments in associates					
MFC Asset Management Public Company Limited	Associate	527,722,128	532,091,738	675,007,169	648,905,950
Padaeng Industry Public Company Limited	Associate	1,150,159,267	978,901,856	827,441,950	827,441,950
Country Group Development Public Company Limited	Associate ⁽¹⁾	-	845,425,255	-	821,379,627
Total		<u>1,677,881,395</u>	<u>2,356,418,849</u>	<u>1,502,449,119</u>	<u>2,297,727,527</u>
Investment in subsidiaries					
Country Group Securities Public Company Limited	Subsidiary	-	-	3,463,422,524	3,463,249,978
Genki Capital Co., Ltd.	Subsidiary	-	-	25,000,000	25,000,000
Total		<u>-</u>	<u>-</u>	<u>3,488,422,524</u>	<u>3,488,249,978</u>
Other long-term investments					
Mutual fund managed by associate	Associate	62,192,546	60,850,762	-	-
Other non-current assets					
MFC Asset Management Public Company Limited	Associate	26,857	27,713	-	-
Trade and other current payables					
Country Group Securities Public Company Limited	Subsidiary	-	-	76,010,073	8,318,730
Securities payables					
Padaeng Industry Public Company Limited	Associate	195,963,289	206,497,922	-	-
Debts issued and borrowings					
Padaeng Industry Public Company Limited	Associate	89,616,530	-	-	-
Short-term loan from related company					
Country Group Securities Public Company Limited	Subsidiary	-	-	5,000,000	400,000,000
Accrued expenses					
MFC Asset Management Public Company Limited	Associate	56,753	67,690	56,753	67,690
Sing Sian Yer Pao Company Limited	Related company	74,900	149,800	-	-
Total		<u>131,653</u>	<u>217,490</u>	<u>56,753</u>	<u>67,690</u>
Other current liabilities					
Country Group Securities Public Company Limited	Subsidiary	-	-	841,914	373,788

⁽¹⁾ As at December 31, 2016, the Company has investment in Country Group Development Public Company Limited less than 20 percent, but the Company has significant influence because the Company has the representative in the board of directors of such company. Therefore, the Company classified such investment as investment in associated in accordance with TAS 28 (Revised 2016) Investments in Associates and Joint Ventures. On September 21, 2017, the representative of the Company resigned from directors of such company, which caused to the Company has no significant influence. Then, the Company transferred the investments from investments in associated to investments held as available for sale which the Company already recorded gain on classified investments amounting to Baht 21.61 million in statements of profit or loss and other comprehensive income.

..... Director
 (Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

43. OPERATING SEGMENT INFORMATION

The Company and its subsidiaries discloses operating segments information in accordance with the Thai Financial Reporting Standard No. 8 (Revised 2016) “Operating Segments” and under the same basis as internal management reports presented to the Company’s chief operating decision maker for resources allocation to and performance evaluation of various segments.

The Company and its subsidiaries’ business operations involve 3 principal segments: securities and derivatives brokerage segment, investment banking segment and securities and derivatives trading segment. These operations are carried on in Thailand. Below is the operating segment of the Company and its subsidiaries information for the years ended December 31, 2017 and 2016 were as follows:

Unit : Thousand Baht

CONSOLIDATED FINANCIAL STATEMENTS									
	Securities and derivatives brokerage segment		Investment banking segment		Securities and derivatives trading segment		Other		Total
	2017	2016	2017	2016	2017	2016	2017	2016	2017 2016
Revenues:									
Brokerage fees	214,220	541,590	-	-	-	25	-	-	214,220 541,615
Fees and services income	7,274	11,459	18,813	67,606	25,861	-	183	-	52,131 79,065
Interest on margin loans	14,275	34,881	-	-	-	-	-	-	14,275 34,881
Interest and dividends	-	-	-	-	13,510	7,169	46,003	70,293	59,513 77,462
Gain (loss) on investments and derivatives	3,672	(16,073)	-	-	157,774	85,820	59,301	97,405	220,747 167,152
Income from the partial transfer of retail securities business	-	-	-	-	-	-	-	306,003	- 306,003
Gain on classified investments in associated to investment held as available for sale	-	-	-	-	-	-	21,612	-	21,612 -
Other income	-	-	-	-	-	-	24,946	15,713	24,946 15,713
Share of profit from investments in associated companies	-	-	-	-	-	-	243,064	134,745	243,064 134,745
Total revenues	239,441	571,857	18,813	67,606	197,145	93,014	395,109	624,159	850,508 1,356,636
Expenses									(627,565) (931,318)
Income before income tax									222,943 425,318
Income tax									11,688 (33,248)
Net income for the years									234,631 392,070

Assets classified by segment in consolidated financial statements

Unit : Thousand Baht

Assets by segment	Securities and derivatives brokerage segment	Investment banking segment	Securities and derivatives trading segment	Total segments	Unallocated assets	Total
As at December 31, 2017	1,119,435	24,483	2,148,185	3,292,103	5,508,871	8,800,974
As at December 31, 2016	1,448,635	14,332	1,567,569	3,030,536	4,894,675	7,925,211

..... Director
 (Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

44. RISK MANAGEMENT

44.1 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 were not subject to significant concentration of credit risk. The maximum credit risk exposure is the carrying amount of the financial assets, less provision for losses, as stated in the statements of financial position.

44.2 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 its cash flows.

Unit : Million Baht

CONSOLIDATED FINANCIAL STATEMENT									
As at December 31, 2017									
Outstanding balances of net financial instruments									
Repricing or maturity dates									
	Floating rate	Less than 1 year	1-5 years	Over 5 years	Non- performing receivables	No interest	Total	Interest rate (%)	
								Floating rate	Fixed rate
Financial assets									
Cash and cash equivalents	1,160.3	-	-	-	-	76.4	1,236.7	0.10 - 1.60	-
Current investments	-	1,950.0	-	-	-	1,175.1	3,125.1	-	2.50 - 3.60
Trade and other current receivables	-	-	-	-	-	67.5	67.5	67.5	-
Receivables from Clearing House and broker-dealers	-	-	-	-	-	440.3	440.3	-	-
Securities business receivables	362.8	-	-	-	-	359.5	722.3	6.25 - 18.00	-
Investment held as available for sale	-	-	-	-	-	1,131.3	1,131.3	-	-
Other long-term investments	-	-	-	-	-	5.5	5.5	-	-
Financial liabilities									
Trade and other current payables	-	-	-	-	-	114.7	114.7	-	-
Securities business payables	-	-	-	-	-	1,255.8	1,255.8	-	-
Debts issued and borrowings	144.2	-	-	-	-	-	144.2	-	3.20 - 3.50
Debentures	-	-	1,079.8	-	-	-	1,079.8	-	6.25

..... Director

(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

Unit : Million Baht

CONSOLIDATED FINANCIAL STATEMENT									
As at December 31, 2016									
Outstanding balances of net financial instruments									
Repricing or maturity dates									
Floating rate	Less than 1 year	1-5 years	Over 5 years	Non-performing receivables	No interest	Total	Interest rate (%)		
							Floating rate	Fixed rate	
Financial assets									
Cash and cash equivalents	1,316.4	-	-	-	-	164.4	1,480.8	0.05 - 1.10	-
Current investments	-	1,374.9	-	-	-	597.1	1,972.0	-	0.85 - 5.60
Trade and other current receivables	-	-	-	-	-	112.7	112.7	-	-
Receivables from Clearing House and broker-dealers	-	-	-	-	-	866.5	866.5	-	-
Securities business receivables	137.6	-	-	-	-	314.4	452.0	6.25 - 18.00	-
Investment held as available for sale	-	-	-	-	-	259.3	259.3	-	-
Other long-term investments	-	-	-	-	-	5.5	5.5	-	-
Financial liabilities									
Trade and other current payables	-	-	-	-	-	88.0	88.0	-	-
Payables to Clearing House and broker-dealers	-	-	-	-	-	44.6	44.6	-	-
Securities business payables	-	-	-	-	-	1,747.9	1,747.9	-	-

Unit : Million Baht

SEPARATE FINANCIAL STATEMENT									
As at December 31, 2017									
Outstanding balances of net financial instruments									
Repricing or maturity dates									
Floating rate	Less than 1 year	1-5 years	Over 5 years	Non-performing receivables	No interest	Total	Interest rate (%)		
							Floating rate	Fixed rate	
Financial assets									
Cash and cash equivalents	238.8	-	-	-	-	2.9	241.7	0.10	-
Current investments	-	1,024.2	-	-	-	359.5	1,383.7	-	3.0 - 6.50
Trade and other current receivables	-	-	-	-	-	209.8	209.8	-	-
Investment held as available for sale	-	-	-	-	-	986.0	986.0	-	-
Financial liabilities									
Trade and other current payables	-	-	-	-	-	113.3	113.3	-	-
Short-term loan from related company	-	5.0	-	-	-	-	5.0	-	3.0
Debentures	-	-	1,079.8	-	-	-	1,079.8	-	6.25

Unit : Million Baht

SEPARATE FINANCIAL STATEMENT									
As at December 31, 2016									
Outstanding balances of net financial instruments									
Repricing or maturity dates									
Floating rate	Less than 1 year	1-5 years	Over 5 years	Non-performing receivables	No interest	Total	Interest rate (%)		
							Floating Rate	Fixed rate	
Financial assets									
Cash and cash equivalents	223.7	-	-	-	-	2.9	226.6	0.10	-
Current investments	-	39.7	-	-	-	578.8	618.5	-	3.50 - 5.50
Trade and other current receivables	-	-	-	-	-	191.4	191.4	-	-
Investment held as available for sale	-	-	-	-	-	99.1	99.1	-	-
Financial liabilities									
Trade and other current payables	-	-	-	-	-	19.8	19.8	-	-
Short-term loan from related company	-	400.0	-	-	-	-	400.0	-	3.0

..... Director
 (Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

The average yields on the average financial asset balances and the average cost of funds on average financial liabilities for interest bearing financial instruments were presented in the following table:

Unit : Million Baht			
CONSOLIDATED FINANCIAL STATEMENT			
As at December 31, 2017			
	Average balance	Interest income/expenses	Average yield (%)
Financial assets			
Cash and cash equivalents	801.9	11.2	1.4
Investments	1,382.8	16.8	1.2
Securities business receivables	206.5	14.3	6.9
Financial liabilities			
Debts issued and borrowings	117.2	1.6	3.3
Debentures	90.0	5.7	6.4

Unit : Million Baht			
CONSOLIDATED FINANCIAL STATEMENT			
As at December 31, 2016			
	Average balance	Interest income/expenses	Average yield (%)
Financial assets			
Cash and cash equivalents	1,158.9	17.7	2.0
Investments	54.2	0.7	1.2
Securities business receivables	366.5	34.9	9.5
Investments - net	709.6	17.0	6.5

Unit : Million Baht			
SEPARATE FINANCIAL STATEMENT			
As at December 31, 2017			
	Average balance	Interest income/expenses	Average yield (%)
Financial assets			
Cash and cash equivalents	139.8	0.6	0.4
Current investments	127.5	2.0	1.6
Financial liabilities			
Short-term loan from related company	301.3	9.9	3.3
Debentures	90.0	5.7	6.4

Unit : Million Baht			
SEPARATE FINANCIAL STATEMENT			
As at December 31, 2016			
	Average balance	Interest income/expenses	Average yield (%)
Financial assets			
Cash and cash equivalents	154.6	0.4	0.3
Current investments	141.7	6.7	4.7
Financial liabilities			
Short-term loan from related company	293.3	1.4	3.0

..... Director
 (Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

44.3 Liquidity risk

Under the Notification of the Office of the Securities and Exchange Commission No. KorTor 18/2549 regarding “Net Capital Ratio - NCR”, the securities company has to maintain its net capital requirement at the end of the day not less than Baht 15.0 million and not less than 7% of general liabilities.

The subsidiary was granted securities business licenses of derivatives agent under the Derivative Act. The subsidiary has to maintain its net liquid capital at the end of working day at least Baht 25.0 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 “Members” regarding the “Qualification of an Associated Member”, the Associated Member is required to have total owners’ equity of not less than Baht 150.0 million and/or have a financial condition in accordance with the criteria prescribed by an agency in charge of overseeing the business operations of such juristic person under relevant law.

As December 31, 2017 and 2016, the subsidiary has net capital per requirement of approximately Baht 2,165.1 million and approximately Baht 1,842.9 million, respectively or 132.4% and 93.1% of general liabilities and assets held as collateral, respectively.

The periods of time from the statement of financial position date to the maturity dates of financial instruments as of December 31, 2017 and 2016 were as follows:

Unit: Million Baht

CONSOLIDATED FINANCIAL STATEMENT						
As at December 31, 2017						
Outstanding balances of net financial instruments						
	At call	Within 1 year	1-5 years	Over 5 years	No maturity	Non-performing receivables
Financial assets						
Cash and cash equivalents	-	-	-	-	1,236.7	-
Current Investments	-	2,711.3	-	-	413.8	-
Trade and other current receivables	-	67.5	-	-	-	-
Receivables from Clearing House and broker-dealers	-	440.3	-	-	-	-
Securities business receivables	362.8	338.0	-	-	21.5	-
Investment held as available for sale	-	-	-	-	1,131.3	-
Other long-term investments	-	-	-	-	5.5	-
Financial liabilities						
Trade and other current payables	-	114.7	-	-	-	-
Securities business payables	-	1,255.8	-	-	-	-
Debts issued and borrowings	-	144.2	-	-	-	-
Debentures	-	-	1,079.8	-	-	-

..... Director

(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

Unit: Million Baht

CONSOLIDATED FINANCIAL STATEMENT							
As at December 31, 2016							
Outstanding balances of net financial instruments							
	At call	Within 1 year	1-5 years	Over 5 years	No maturity	Non-performing receivables	Total
Financial assets							
Cash and cash equivalents	-	-	-	-	1,480.8	-	1,480.8
Current Investments	-	1,339.0	-	-	633.0	-	1,972.0
Trade and other current receivables	-	112.7	-	-	-	-	112.7
Receivables from Clearing House and broker-dealers	-	866.5	-	-	-	-	866.5
Securities business receivables	130.6	289.0	-	-	32.4	-	452.0
Investment held as available for sale	-	-	-	-	259.3	-	259.3
Other long-term investments	-	-	-	-	5.5	-	5.5
Financial liabilities							
Trade and other current payables	-	88.0	-	-	-	-	88.0
Payables to Clearing House and broker-dealers	-	44.6	-	-	-	-	44.6
Securities business payables	-	1,747.9	-	-	-	-	1,747.9

Unit: Million Baht

SEPARATE FINANCIAL STATEMENT							
As at December 31, 2017							
Outstanding balances of net financial instruments							
	At call	Within 1 year	1-5 years	Over 5 years	No maturity	Non-performing receivables	Total
Financial assets							
Cash and cash equivalents	-	-	-	-	241.7	-	241.7
Current Investments	-	1,024.2	-	-	359.5	-	1,383.7
Trade and other current receivables	-	209.8	-	-	-	-	209.8
Investment held as available for sale	-	-	-	-	986.0	-	986.0
Financial liabilities							
Trade and other current payables	-	113.3	-	-	-	-	113.3
Short-term loan from related company	5.0	-	-	-	-	-	5.0
Debentures	-	-	1,079.8	-	-	-	1,079.8

Unit: Million Baht

SEPARATE FINANCIAL STATEMENT							
As at December 31, 2016							
Outstanding balances of net financial instruments							
	At call	Within 1 year	1-5 years	Over 5 years	No maturity	Non-performing receivables	Total
Financial assets							
Cash and cash equivalents	-	-	-	-	226.6	-	226.6
Current Investments	-	39.7	-	-	578.8	-	618.5
Trade and other current receivables	-	191.4	-	-	-	-	191.4
Other long-term investments	-	-	-	-	99.1	-	99.1
Financial liabilities							
Trade and other current payables	-	19.8	-	-	-	-	19.8
Short-term loan from related company	400.0	-	-	-	-	-	400.0

..... Director
 (Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

44.4 Market risk

The Company and its subsidiaries' exposure to market risk is the risk that volatility on the stock price and derivatives price that will substantially reduce the value of the Company's investments. However, the Company and its subsidiaries manages such risk at acceptable levels through risk management policies, and establishment of proper risk limits and parameters, as well as a market risk monitoring function.

44.5 Foreign exchange risk

As at December 31, 2017 and 2016, the Company and its subsidiaries had financial instruments in foreign currencies as follow;

Unit: Thousand Baht

CONSOLIDATED AND SEPARATE FINANCIAL STATEMENT				
As at December 31, 2017				
	Assets		Liabilities	
	Fair value	Contract value	Fair value	Contract value
Trading investments - derivatives				
Forward contract	151,837	151,837	150,184	151,837
Total	151,837	151,837	150,184	151,837

Unit: Thousand Baht

CONSOLIDATED AND SEPARATE FINANCIAL STATEMENT				
As at December 31, 2016				
	Assets		Liabilities	
	Fair value	Contract value	Fair value	Contract value
Trading investments - derivatives				
Forward contract	12,506	13,651	12,425	13,651
Total	12,506	13,651	12,425	13,651

44.6 Fair value

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

..... Director

(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

44.6.1 Financial assets and financial liabilities measured at fair value

Certain financial assets and financial liabilities of the Company and its subsidiaries were 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: Thousand Baht

CONSOLIDATED FINANCIAL STATEMENTS				
Financial assets/ Financial liabilities	Fair value		Fair value hierarchy	Valuation techniques and key inputs
	As at December 31,			
	2017	2016		
<u>Financial Assets</u>				
Current investments				
<u>Trading investments</u>				
Unit trusts	46,396	170,477	2	Net asset values of the last working day of the reporting period
Listed securities	1,108,533	393,190	1	Latest bid prices of the last working day of the reporting period as quoted on the Stock Exchange of Thailand
<u>Debt instruments</u>				
Bond	9,947	109,504	2	Yield rate rates of the last working day of the reporting period as quoted by the Thai Bond Market Association
Debentures	1,891,272	1,151,647	2	Yield rate rates of the last working day of the reporting period as quoted by the Thai Bond Market Association
<u>Investment held as available for sale</u>				
Listed securities	14,715	33,440	1	Latest bid prices of the last working day of the reporting period as quoted on the Stock Exchange of Thailand
Investment held as available for sale				
<u>Investment held as available for sale</u>				
Unit trusts	69,354	135,424	2	Net asset values of the last working day of the reporting period
Listed securities	1,061,974	123,837	1	Latest bid prices of the last working day of the reporting period as quoted on the Stock Exchange of Thailand

..... Director

(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

Unit: Thousand Baht

SEPARATE FINANCIAL STATEMENTS				
Financial assets/ Financial liabilities	Fair value As at December 31,		Fair value hierarchy	Valuation techniques and key inputs
	2017	2016		
Financial Assets				
Current investments				
<u>Trading investments</u>				
Unit trusts	46,396	170,477	2	Net asset values of the last working day of the reporting period
Listed securities	298,379	374,883	1	Latest bid prices of the last working day of the reporting period as quoted on the Stock Exchange of Thailand
<u>Debt instruments</u>				
Bond	9,947	-	2	Yield rates of the last working day of the reporting period as quoted by the Thai Bond Market Association
Debentures	1,014,281	-	2	Yield rates of the last working day of the reporting period as quoted by the Thai Bond Market Association
<u>Investment held as available for sale</u>				
Listed securities	14,715	33,440	1	Latest bid prices of the last working day of the reporting period as quoted on the Stock Exchange of Thailand
Investment held as available for sale				
<u>Investment held as available for sale</u>				
Unit trusts	-	67,403	2	Net asset values of the last working day of the reporting period
Listed securities	985,964	31,728	1	Latest bid prices of the last working day of the reporting period as quoted on the Stock Exchange of Thailand

44.6.2 Financial assets and financial liabilities not measured at fair value

Fair value of Financial assets and financial liabilities which were not measured at fair value and their fair value hierarchy level classification were summarized as follows:

Unit: Thousand Baht

Financial assets/ Financial liabilities	CONSOLIDATED FINANCIAL STATEMENTS				Fair value hierarchy
	As at December 31, 2017		As at December 31, 2016		
	Carrying Amount	Fair Value	Carrying Amount	Fair Value	
<u>Financial assets</u>					
Cash and cash equivalents	1,236,650	1,236,650	1,480,779	1,480,779	3
Trade and other current receivables	67,507	67,507	112,670	112,670	3
Receivables from Clearing House and broker-dealers	440,349	440,349	866,530	866,530	3
Securities business receivables	722,324	722,324	452,024	452,024	3
Debt securities held-to-maturity	-	-	59,531	59,531	3
Deposits at financial institutions	54,240	54,240	54,240	54,240	3
General Investment					
Unit trusts	-	-	60,851	60,851	3
Listed securities	5,489	5,898	5,489	5,758	3
<u>Financial liabilities</u>					
Trade and other current payables	114,722	114,722	88,024	88,024	3
Payables to Clearing House and broker-dealers	-	-	44,608	44,608	3
Securities business payables	1,255,813	1,255,813	1,747,949	1,747,949	3
Debts issued and borrowings	144,215	144,215	-	-	3
Debentures	1,079,800	1,079,800	-	-	3

..... Director

(Mr. Tommy Taechaubol) (Mr. Veeraphat Phetcharakupt)

Unit: Thousand Baht

Financial assets/ Financial liabilities	SEPARATE FINANCIAL STATEMENTS				Fair value hierarchy
	As at December 31, 2017		As at December 31, 2016		
	Carrying Amount	Fair Value	Carrying Amount	Fair Value	
<u>Financial assets</u>					
Cash and cash equivalents	241,715	241,715	226,551	226,551	3
Trade and other current receivables	209,829	209,829	191,375	191,375	3
Debt securities held-to-maturity	-	-	39,682	39,682	3
<u>Financial liabilities</u>					
Trade and other current payables	113,303	113,303	19,843	19,843	3
Short-term loan from related company	5,000	5,000	400,000	400,000	3
Debentures	1,079,800	1,079,800	-	-	3

The fair values of the financial assets and financial liabilities above, which presented in statement of financial position were considered to approximate their respective carrying value since the fair value were predominantly subject to market interest rate and mature in the short-term except general investment in equity securities which use net asset value of invested company.

45. EVENTS AFTER THE REPORTING PERIOD

45.1 Exercise of Warrant

On January 5, 2018 the Warrant's holder bought ordinary shares for the first time in amount of 122,475 units (CGH-W1) and bought others Company's ordinary shares in amount of 135,697 shares. On January 17, 2018 the Company had increased their capital with The Ministry of Commerce.

45.2 Acquisition of shares in the Company.

On February 2, 2018, the board approved the acquisition of 250,000,000 ordinary shares, totaling 275,000,000 Baht. The Company will have a total of 435,395,500 ordinary shares of such company, or 12.18 percent of its paid-up capital.

46. APPROVAL OF FINANCIAL STATEMENTS

These financial statements were authorized for issue by the Board of Directors of the Company on February 28, 2018.

..... Director

(Mr. Tommy Taechaubol)

(Mr. Veeraphat Phetcharakupt)