

SEAMICO SECURITIES PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY

BALANCE SHEETS

AS AT DECEMBER 31, 2008 AND 2007

BAHT

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		2008	2007	2008	2007
ASSETS					
Cash and cash equivalents	5	534,637,239	716,849,356	491,611,728	703,445,233
Investments in debt and equity securities - net	6.1	662,931,081	351,538,428	662,931,081	300,377,437
Investments in subsidiary and associated companies	7	395,514,266	-	489,931,923	110,200,000
Receivable from Clearing House	8	171,101,586	38,087,915	171,101,586	38,087,915
Securities and derivatives business receivables and accrued interest receivables - net	9	945,902,359	2,273,252,109	945,902,359	2,273,252,109
Building improvements and equipment - net	11	64,133,702	100,096,858	58,496,393	89,591,338
Intangible assets - net	12	19,591,998	21,014,876	17,522,005	19,251,914
Deferred tax assets	13	65,631,368	17,898,505	65,631,368	17,898,505
Other assets	14	101,034,537	93,572,929	97,866,770	67,503,312
Total assets		2,960,478,136	3,612,310,976	3,000,995,213	3,619,607,763

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

SEAMICO SECURITIES PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY

BALANCE SHEETS (CONTINUED)

AS AT DECEMBER 31, 2008 AND 2007

BAHT

	Notes	CONSOLIDATED		SEPARATE	
		2008	2007	2008	2007
LIABILITIES AND SHAREHOLDERS' EQUITY					
LIABILITIES					
Convertible borrowings	15	-	5,000,000	-	-
Payable to Clearing House		-	155,630,445	-	155,630,445
Securities and derivatives					
business payables		360,242,272	569,862,865	360,242,272	569,862,865
Accrued corporate income tax		-	14,288,956	-	14,288,956
Accrued expenses		58,107,893	63,646,024	57,922,090	61,592,303
Deferred tax liabilities	13	553,329	1,534,078	553,329	1,534,078
Other liabilities	18	15,234,062	25,390,925	14,410,814	21,857,434
Total liabilities		<u>434,137,556</u>	<u>835,353,293</u>	<u>433,128,505</u>	<u>824,766,081</u>
SHAREHOLDERS' EQUITY					
Share capital	19				
Authorized share capital					
1,083,833,521 ordinary shares of					
Baht 1 each		<u>1,083,833,521</u>	<u>1,083,833,521</u>	<u>1,083,833,521</u>	<u>1,083,833,521</u>
Issued and paid-up share capital					
833,758,869 ordinary shares of					
Baht 1 each					
(2007 : 833,704,064 ordinary shares of					
Baht 1 each)		833,758,869	833,704,064	833,758,869	833,704,064
Premium on share capital	23.2	1,116,138,100	1,116,138,100	1,116,138,100	1,116,138,100
Premium on share capital					
- Treasury stock	20	15,518,880	15,518,880	15,518,880	15,518,880

SEAMICO SECURITIES PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY

BALANCE SHEETS (CONTINUED)

AS AT DECEMBER 31, 2008 AND 2007

BAHT

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		2008	2007	2008	2007
LIABILITIES AND SHAREHOLDERS' EQUITY					
(CONTINUED)					
Revaluation surplus (deficit) in investments	6.6	(4,317,395)	3,474,963	(3,670,622)	3,579,514
Retained earnings					
Appropriated					
Statutory reserve	23.3	108,383,352	108,383,352	108,383,352	108,383,352
Treasury stock	23.4	19,396,580	-	19,396,580	-
Unappropriated		456,858,774	691,483,757	497,738,129	717,517,772
<u>Less</u> Treasury stock	20	(19,396,580)	-	(19,396,580)	-
Total equity attributable to Company's shareholders		2,526,340,580	2,768,703,116	2,567,866,708	2,794,841,682
Minority interest-equity attributable to minority		-	8,254,567	-	-
TOTAL SHAREHOLDERS' EQUITY		<u>2,526,340,580</u>	<u>2,776,957,683</u>	<u>2,567,866,708</u>	<u>2,794,841,682</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		<u>2,960,478,136</u>	<u>3,612,310,976</u>	<u>3,000,995,213</u>	<u>3,619,607,763</u>

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

SEAMICO SECURITIES PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY

STATEMENTS OF INCOME

FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007

BAHT

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		2008	2007	2008	2007
REVENUES					
Brokerage fees from securities business		559,648,063	623,106,587	559,648,063	623,106,587
Brokerage fees from derivatives business		68,572,748	25,365,270	68,572,748	25,365,270
Fees and services income	24	13,610,844	49,163,302	13,231,558	26,163,984
Gain (loss) on trading in securities and derivatives	6.3	40,568,240	(10,818,022)	37,947,486	(10,818,542)
Interest and dividend income		74,327,959	62,549,045	72,341,273	55,838,818
Interest on margin loans		107,054,969	94,421,509	107,054,969	94,421,509
Other income		8,130,514	5,997,326	8,430,502	6,248,240
Total revenues		<u>871,913,337</u>	<u>849,785,017</u>	<u>867,226,599</u>	<u>820,325,866</u>
EXPENSES					
Expense on borrowings		23,907,950	18,955,211	23,907,950	18,661,200
Fees and services expenses	25	33,361,032	22,972,780	32,662,256	21,740,120
Bad debts and doubtful accounts	10	242,223,907	94,827	242,223,907	94,827
Share of loss of associated company accounted for under equity method		41,343,961	-	-	-
Loss on impairment of investment in subsidiary	7	-	-	47,573,077	-
Operating expenses					
Personnel expenses		471,102,288	428,508,212	454,119,020	399,898,761
Premises and equipment expenses		145,960,366	150,154,441	141,396,996	142,626,700
Taxes and duties		5,796,342	6,396,786	5,784,947	6,325,852
Directors' remuneration	26	3,213,065	5,015,229	3,063,065	3,500,067
Consulting fee		14,420,039	5,185,465	13,841,729	4,365,327
Communication and information expenses		46,678,434	44,542,552	45,940,039	40,475,388
Restructure expenses		-	27,670,956	-	27,670,956
Other expenses	27	63,029,464	52,666,395	60,991,784	47,786,156
Total operating expenses		<u>750,199,998</u>	<u>720,140,036</u>	<u>725,137,580</u>	<u>672,649,207</u>
Total expenses		<u>1,091,036,848</u>	<u>762,162,854</u>	<u>1,071,504,770</u>	<u>713,145,354</u>

SEAMICO SECURITIES PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY

STATEMENTS OF INCOME (CONTINUED)

FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007

BAHT

	Notes	CONSOLIDATED		SEPARATE		
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS		
		2008	2007	2008	2007	
INCOME (LOSS) BEFORE INCOME TAX						
AND MINORITY INTEREST		(219,123,511)	87,622,163	(204,278,171)	107,180,512	
INCOME TAX - INCOME (EXPENSES)	29	45,565,994	(37,222,829)	45,565,994	(35,126,293)	
INCOME (LOSS) BEFORE MINORITY						
INTEREST		(173,557,517)	50,399,334	(158,712,177)	72,054,219	
MINORITY INTEREST SHARE						
OF INCOME		-	(1,059,000)	-	-	
NET INCOME (LOSS)		(173,557,517)	49,340,334	(158,712,177)	72,054,219	
BASIC EARNINGS (LOSS)						
PER SHARE	BAHT	30	(0.209)	0.062	(0.191)	0.090
DILUTED EARNINGS (LOSS)						
PER SHARE	BAHT	30	(0.209)	0.062	(0.191)	0.090

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

SEAMICO SECURITIES PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007

BAHT

	CONSOLIDATED FINANCIAL STATEMENTS									
	Issued and paid-up share capital	Premium on share capital	Premium on share capital - Treasury stock	Revaluation surplus (deficit) in investments	Statutory reserve	Appropriated retained earnings for treasury stock	Unappropriated retained earnings	Treasury stock	Minority interest	Total shareholders' equity
Balance as at January 1, 2007	833,558,465	1,116,138,100	-	(1,525,672)	107,835,755	199,992,040	832,411,775	(199,992,040)	58,641,955	2,947,060,378
Increase in revaluation surplus										
in investments	-	-	-	5,000,635	-	-	-	-	-	5,000,635
Net income	-	-	-	-	-	-	49,340,334	-	1,059,000	50,399,334
Adjustment due to the liquidation										
of subsidiary	-	-	-	-	-	-	-	-	(51,446,388)	(51,446,388)
Increase in share capital (Note 19)	145,599	-	-	-	-	-	-	-	-	145,599
Treasury stock (Note 20)	-	-	-	-	-	-	-	199,992,040	-	199,992,040
Increase in premium on share capital due										
to treasury stock (Note 20)	-	-	15,518,880	-	-	-	-	-	-	15,518,880
Appropriation of statutory reserve										
(Note 23.3)	-	-	-	-	547,597	-	(547,597)	-	-	-
Appropriation of treasury stock (Note 23.4)	-	-	-	-	-	(199,992,040)	199,992,040	-	-	-
Dividends (Note 22)	-	-	-	-	-	-	(389,712,795)	-	-	(389,712,795)
Ending balance as at December 31, 2007	833,704,064	1,116,138,100	15,518,880	3,474,963	108,383,352	-	691,483,757	-	8,254,567	2,776,957,683

SEAMICO SECURITIES PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (CONTINUED)
FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007

BAHT

	CONSOLIDATED FINANCIAL STATEMENTS									
	Issued and paid-up share capital	Premium on share capital	Premium on share capital - Treasury stock	Revaluation surplus (deficit) in investments	Statutory reserve	Appropriated retained earnings for treasury stock	Unappropriated retained earnings	Treasury stock	Minority interest	Total shareholders' equity
Balance as at January 1, 2008	833,704,064	1,116,138,100	15,518,880	3,474,963	108,383,352	-	691,483,757	-	8,254,567	2,776,957,683
Decrease in revaluation surplus										
in investments	-	-	-	(7,792,358)	-	-	-	-	-	(7,792,358)
Sale of investment in subsidiary	-	-	-	-	-	-	-	-	(8,254,567)	(8,254,567)
Net loss	-	-	-	-	-	-	(173,557,517)	-	-	(173,557,517)
Increase in share capital (Note 19)	54,805	-	-	-	-	-	-	-	-	54,805
Treasury stock (Note 20)	-	-	-	-	-	-	-	(19,396,580)	-	(19,396,580)
Appropriation of treasury stock (Note 23.4)	-	-	-	-	-	19,396,580	(19,396,580)	-	-	-
Dividends (Note 22)	-	-	-	-	-	-	(41,670,886)	-	-	(41,670,886)
Ending balance as at December 31, 2008	833,758,869	1,116,138,100	15,518,880	(4,317,395)	108,383,352	19,396,580	456,858,774	(19,396,580)	-	2,526,340,580

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

SEAMICO SECURITIES PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (CONTINUED)
FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007

BAHT

	SEPARATE FINANCIAL STATEMENTS								Total shareholders' equity
	Issued and paid-up share capital	Premium on share capital	Premium on share capital - Treasury stock	Revaluation surplus (deficit) in investments	Statutory reserve	Appropriated retained earnings for treasury stock	Unappropriated retained earnings	Treasury stock	
Balance as at January 1, 2007	833,558,465	1,116,138,100	-	(1,491,697)	107,835,755	199,992,040	835,731,905	(199,992,040)	2,891,772,528
Increase in revaluation surplus									
in investments	-	-	-	5,071,211	-	-	-	-	5,071,211
Net income	-	-	-	-	-	-	72,054,219	-	72,054,219
Increase in share capital (Note 19)	145,599	-	-	-	-	-	-	-	145,599
Tresury stock (Note 20)	-	-	-	-	-	-	-	199,992,040	199,992,040
Premium on share capital on sale of treasury stock (Note 20)	-	-	15,518,880	-	-	-	-	-	15,518,880
Appropriation of statutory reserve (Note 23.3)	-	-	-	-	547,597	-	(547,597)	-	-
Appropriation of treasury stock (Note 23.4)	-	-	-	-	-	(199,992,040)	199,992,040	-	-
Dividends (Note 22)	-	-	-	-	-	-	(389,712,795)	-	(389,712,795)
Ending balance as at December 31, 2007	833,704,064	1,116,138,100	15,518,880	3,579,514	108,383,352	-	717,517,772	-	2,794,841,682

SEAMICO SECURITIES PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (CONTINUED)
FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007

BAHT

SEPARATE FINANCIAL STATEMENTS

	Issued and paid-up share capital	Premium on share capital	Premium on share capital - Treasury stock	Revaluation surplus (deficit) in investments	Statutory reserve	Appropriated retained earnings for treasury stock	Unappropriated retained earnings	Treasury stock	Total shareholders' equity
Balance as at January 1, 2008	833,704,064	1,116,138,100	15,518,880	3,579,514	108,383,352	-	717,517,772	-	2,794,841,682
Decrease in revaluation surplus									
in investments	-	-	-	(7,250,136)	-	-	-	-	(7,250,136)
Net loss	-	-	-	-	-	-	(158,712,177)	-	(158,712,177)
Increase in share capital (Note 19)	54,805	-	-	-	-	-	-	-	54,805
Treasury stock (Note 20)	-	-	-	-	-	-	-	(19,396,580)	(19,396,580)
Appropriation of treasury stock (Note 23.4)	-	-	-	-	-	19,396,580	(19,396,580)	-	-
Dividends (Note 22)	-	-	-	-	-	-	(41,670,886)	-	(41,670,886)
Ending balance as at December 31, 2008	<u>833,758,869</u>	<u>1,116,138,100</u>	<u>15,518,880</u>	<u>(3,670,622)</u>	<u>108,383,352</u>	<u>19,396,580</u>	<u>497,738,129</u>	<u>(19,396,580)</u>	<u>2,567,866,708</u>

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

SEAMICO SECURITIES PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY

STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007

BAHT

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	2008	2007	2008	2007
CASH FLOWS FROM OPERATING ACTIVITIES				
Net income (loss)	(173,557,517)	49,340,334	(158,712,177)	72,054,219
Adjustments to reconcile net income (loss) to net cash from operating activities				
Gain attributable to minority interest	-	1,059,000	-	-
Gain on sale of investment in subsidiary	(1,608,513)	-	-	-
Depreciation and amortization	54,655,894	66,895,421	52,259,342	63,423,786
Bad debt and doubtful accounts	242,223,907	94,827	242,223,907	94,827
Allowance for investment banking receivables	600,000	-	600,000	-
Write-off fee receivables	-	1,793,005	-	1,793,005
Loss on investments in private fund	-	30,641,472	-	30,641,472
Loss (gain) on revaluation of investments in securities	1,005,048	(55,627,460)	1,005,048	(55,627,460)
Loss on impairment of investments in securities	19,452,481	600,468	19,452,481	600,468
Loss on impairment of investment in subsidiary	-	-	47,573,077	-
Gain on disposal of long-term investments	(6,532,377)	-	(5,520,136)	-
Share of loss of associated company accounted for under equity method	41,343,961	-	-	-
Loss on impairment of property foreclosed	90,000	-	90,000	-
Loss (gain) on disposal of equipment	(2,077,790)	6,559,630	(2,077,790)	6,559,630
Loss on disposal of intangible assets	2,314,466	-	2,314,466	-
Interest expense on borrowings	3,435,939	-	3,435,939	-
Income from operating before changes in operating assets and liabilities	181,345,499	101,356,697	202,644,157	119,539,947
(Increase) decrease in operating assets				
Short-term investments	(501,329,719)	414,113,343	(501,329,719)	414,113,343
Receivable from Clearing House	(133,013,671)	550,928,723	(133,013,671)	550,928,723
Securities and derivatives business receivables and accrued interest receivables	1,085,125,843	(622,769,833)	1,085,125,843	(622,769,833)
Deferred tax assets	(46,509,322)	21,035,715	(46,509,322)	19,329,648
Other assets	(31,425,947)	(16,196,581)	(30,540,472)	(9,189,101)

SEAMICO SECURITIES PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY

STATEMENTS OF CASH FLOWS (CONTINUED)

FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007

BAHT

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	2008	2007	2008	2007
CASH FLOWS FROM OPERATING ACTIVITIES (CONTINUED)				
Increase (decrease) in operating liabilities				
Payable to Clearing House	(155,630,445)	155,630,445	(155,630,445)	155,630,445
Securities and derivatives business payables	(209,620,593)	(191,511,609)	(209,620,593)	(191,511,609)
Accrued corporate income tax	(14,288,956)	290,930	(14,288,956)	290,930
Accrued expenses	(3,310,065)	(14,202,001)	(3,670,213)	(13,929,381)
Deferred tax liabilities	553,329	-	553,329	-
Other liabilities	(846,374)	(2,675,325)	(1,491,010)	(717,232)
Net cash provided by operating activities	<u>171,049,579</u>	<u>396,000,504</u>	<u>192,228,928</u>	<u>421,715,880</u>
CASH FLOWS FROM INVESTING ACTIVITIES				
Cash paid for purchasing of investments	(87,136,332)	(903,820,169)	(73,147,600)	(80,740,862)
Proceeds from disposal of investments	253,245,042	892,205,916	186,978,527	-
Cash paid for investment in subsidiary	-	-	-	(75,000,000)
Proceeds from disposal of subsidiary	10,200,000	-	10,200,000	-
Cash paid for investment in associated company	(437,505,000)	-	(437,505,000)	-
Cash paid for acquisition of equipment	(26,246,522)	(21,488,049)	(25,249,743)	(12,709,590)
Proceeds from disposal of equipment	4,313,675	12,978,949	4,268,562	12,978,949
Cash paid for acquisition of intangible assets	(5,683,959)	(10,173,480)	(5,158,579)	(9,170,660)
Cash received from minority interest				
of a subsidiary	-	-	-	50,000,000
Net cash used in investing activities	<u>(288,813,096)</u>	<u>(30,296,833)</u>	<u>(339,613,833)</u>	<u>(114,642,163)</u>

SEAMICO SECURITIES PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY

STATEMENTS OF CASH FLOWS (CONTINUED)

FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007

BAHT

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	2008	2007	2008	2007
CASH FLOWS FROM FINANCING ACTIVITIES				
Borrowings from financial institutions	776,564,061	-	776,564,061	-
Repaid borrowings to financial institutions	(780,000,000)	-	(780,000,000)	-
Dividend payment	(41,670,886)	(389,712,795)	(41,670,886)	(389,712,795)
Cash paid for treasury stock	(19,396,580)	-	(19,396,580)	-
Cash received from treasury stock	-	215,510,920	-	215,510,920
Cash received from increase in share capital	54,805	145,599	54,805	145,599
Cash paid from minority interest of a subsidiary	-	(50,000,000)	-	-
Net cash used in financing activities	<u>(64,448,600)</u>	<u>(224,056,276)</u>	<u>(64,448,600)</u>	<u>(174,056,276)</u>
Net increase (decrease) in cash and cash equivalents	(182,212,117)	141,647,395	(211,833,505)	133,017,441
Cash and cash equivalents as at January 1,	<u>716,849,356</u>	<u>575,201,961</u>	<u>703,445,233</u>	<u>570,427,792</u>
Cash and cash equivalents as at December 31,	<u><u>534,637,239</u></u>	<u><u>716,849,356</u></u>	<u><u>491,611,728</u></u>	<u><u>703,445,233</u></u>

SEAMICO SECURITIES PUBLIC COMPANY LIMITED AND ITS SUBSIDIARY

STATEMENTS OF CASH FLOWS (CONTINUED)

FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007

BAHT

	CONSOLIDATED		SEPARATE	
	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
	2008	2007	2008	2007
Supplementary cash flow information				
Cash paid during the years for:				
Interest expenses	22,201,355	16,477,438	22,201,355	16,195,912
Corporate income tax	40,690,933	15,736,382	40,628,757	15,505,713
Non-cash items				
Decrease (increase) in receivable for equipment	(512,986)	-	(512,986)	-
Increase (decrease) in payable for equipment	(5,955,610)	5,975,726	(5,955,610)	5,975,726
Transfer of investments from long-term to short-term investments	-	109,104,835	-	109,104,835
Transfer of investments from short-term to long-term investments	-	29,882,862	-	29,882,862
Transfer of accrued receivables from liquidation of subsidiary to other assets	-	1,464,607	-	1,000,000
Transfer of minority interest to other liabilities	-	1,446,388	-	-
Decrease (increase) in revaluation surplus in investments	7,792,358	(5,000,635)	7,250,136	(5,071,211)

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