
**Opinion of the Company on the Tender Offer for Securities
(Form 250-2)**

of



SICCO Securities Public Company Limited

the Offeror



The Siam Commercial Bank Public Company Limited

Shareholders' Advisor



Trinity Securities Company Limited

- TRANSLATION -

The English Translation of the Company's Opinion has been prepared solely for the convenience of foreign shareholders of SICCO Securities Public Company Limited and should not be relied upon as the definitive and official document. The Thai language version of the Company's Opinion is the definitive and official document and shall prevail in all aspects in the event of any inconsistency with this English Translation.

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Opinion of the Company on the Tender Offer for Securities

October 12, 2011

Dear Securities Holders

SICCO Securities Public Company Limited

On September 27, 2011, SICCO Securities Public Company Limited (hereinafter called "the Company") received a copy of the statement of a tender offer for the Company's securities from The Siam Commercial Bank Public Company Limited ("the Offeror"). Additionally, the Company received an amended Tender Offer Form of Form 247-4 and an amendment of addition of the information contained in a tender offer (Form 247-6-kor) on October 11, 2011, with details as follows:-

Type of securities	Number of shares to be tendered		% of shares to be tendered		Tender Offer Price (Baht)	Value of Tender Offer (Baht)
	Shares/Units	Voting Rights	Of total issued and paid-up shares	Of total voting rights of the Company		
Ordinary shares	637,215,030	637,215,030	100	100	1.46	930,333,943.80
Preferred shares		-	-	-	-	-
Warrants		-	-		-	-
Convertible debentures		-	-		-	-
Other securities (if any)		-	-		-	-
			Total	100		930,333,943.80

The Offeror offer price for the ordinary shares is Baht 1.46 (one point four six) per share. The Offeree is subject to pay the tender offer agent fee at the rate of 0.25% of the offer price and the value added tax ("VAT") of 7% of the tender offer agent fee. Therefore, the net offer price to be received by the Offeree will be Baht 1.4560945 (one point four five six zero nine four five) per share.

The Tender Offer period totals 45 business days from 9:30 a.m. to 4:30 p.m. on every business day from September 28, 2011 to November 30, 2011 inclusive. Such Tender Offer period is the final period which will not be extended unless such conditions arise as stated

- The Offeror may reduce the offer price or extend the Tender Offer period if any event or action causing a severe damage to the financial status or assets of the Company, occurs during the Tender Offer period.
- The Offeror may change the offer or extend the Tender Offer period to compete with another offeror who has submitted a tender offer for securities of the Company during the Tender Offer period.

The Company has considered the tender offer proposal by paying due regards for the securities holders' interest and would like to express our opinion as follows :

1. The Company's status in terms of past and projected operational performance together with the assumptions applied

Company Overview

SICCO Securities Public Company Limited (the Company), registration no. 0107542000038, was established on 28 October 1998 upon the separation of finance and securities businesses of the Siam Industrial Credit Public Company Limited. With a registered and paid-up capital of Baht 170,000,000, the Company commenced its operations on 4 January 1999.

Presently, the Company's registered and paid-up capital amounts to Baht 637,215,030. Its major shareholder is the Siam Industrial Credit PLC, which holds a stake accounting for 70.06% of the Company's paid-up capital. The Company has obtained business licences from the Ministry of Finance and the Office of Securities and Exchange Commission to undertake securities businesses as follows: .

1. Securities Brokerage
2. Derivatives Brokerage
3. Selling Agent
4. Underwriting Service
5. Securities Trading
6. Investment Advisory
7. Securities Borrowing and Lending

The Company undertakes its businesses under the supervision of the Office of the Securities and Exchange Commission and of the Stock Exchange of Thailand. The head office is located at 130-132, 1st-2nd Floors, Sindhorn Tower 2 and 12th Floor, Sindhorn Tower 3, Wireless Road, Lumpini, Patumwan, Bangkok 10330, telephone no. 0-2627-3100, facsimile no. 0-2263-2043, and website: <http://www.sseclick.com>. It has 12 branch offices in total, 3 of which are in Bangkok Metropolis and the other 9 in the provinces, namely:-

Branch Office in Metropolitan

Branch	Location	Tel./Fax.
Silom Branch	126-126/1-2, 3 rd Floor, Silom Road, Suriyawong, Bangrak, Bangkok 10500	Tel. 0-2634-0077 Fax. 0-2267-2770
Vorawat Building Branch	849, 19 th Floor, Room 1903, Vorawat Building, Silom Road, Silom, Bangrak, Bangkok 10500	Tel. 0-2635-2080 Fax. 0-2635-2067
Sukhumvit 39 Branch	177/12 Soi Sukhumvit 39, Sukhumvit Road, Khlong Tan Nua, Khlong Toei, Bangkok 10110	Tel. 02-662-1955 Fax. 02-662-1805

Branch Office in Region

Branch	Location	Tel./Fax.
Mee Chok Plaza Branch	206/25 Moo 6, Mee Chok Plaza, Tambon Faham, Amphoe Mueang, Chiang Mai 50000	Tel. 0-5323-0244 Fax. 0-5323-0240
Phichit Branch	117-119 Rachkasemuthis Road, Tambon Nai Mueang, Amphoe Mueang, Phichit 66000	Tel. 0-5665-0815 Fax. 0-5665-0775
Nakhon Sawan Branch	4/65 Suchada Road, Tambon Paknumpo, Amphoe Mueang, Nakhon Sawan 60000	Tel. 0-5631-4460 Fax. 0-5631-4466
Khon Kaen Branch	71/6 Klang Mueang Road, Tambon Nai Mueang, Amphoe Mueang, Khon Kaen 40000	Tel. 0-4333-4850 Fax. 0-4333-4865
Surin Branch	114 Tesaban 3 Road, Tambon Nai Mueang, Amphoe Mueang, Surin 32000	Tel. 0-4453-9111 Fax. 0-4453-9473
Udon Thani Branch	139 Markaeng Road, Tambon Markaeng, Amphoe Mueang, Udon Thani 41000	Tel. 0-4232-6382 Fax. 0-4232-5982
Surat Thani Branch	452/119-120 Taradmai Road, Tambon Tarad, Amphoe Mueang, Surat Thani 84000	Tel. 0-7721-4294 Fax. 0-7721-4288
Krabi Branch	368/7 Utarakit Road, Tambon Paknam, Amphoe Mueang, Krabi 81000	Tel. 0-7562-3099 Fax. 0-7562-3147
Trang Branch	59/11 Huayyod Road, Tambon Tubtieng, Amphoe Mueang, Trang 92000	Tel. 0-7522-3260 Fax. 0-7522-3266

On 15 March 2002, the Company established a subsidiary named SICCO Advisory Co., Ltd. as its subsidiary, which had obtained permission from the Office of Securities and Exchange Commission to render financial advisory services. At present, the Company holds a stake equal to 99.99% of the subsidiary's paid-up capital. The subsidiary now has a registered and paid-up capital of Baht 20,000,000. Its office is located at 130-132, 12th Floor, Sindhorn Tower 3, Wireless Road, Lumpini, Patumwan, Bangkok 10330, telephone no. 0-2627-3866 and facsimile no. 0-2267-3867.

Nature of Business

SICCO Securities Public Company Limited (abbreviation: SSEC), is the SET member company no. 5, with SICCO Advisory Company Limited as its subsidiary. The Company is authorized by the Ministry of Finance and the Office of Securities and Exchange Commission to undertake securities business as follows:-

1. Securities Brokerage Business

The Company's main income is from securities brokerage, by embracing the concept of rendering services with ethical code of conduct, accuracy and swiftness through modern information technology system. Prompt news and information as well as efficient investment consultation are provided for retail, institutional and foreign investors. Clients can place their trading orders via 2 channels, which are through the Company's investor contacts, and through the internet on their own.

As for opening of securities trading accounts, options available to the clients are as follows:-

1) Account traded on a cash basis

- 1.1) Cash Account: Clients can trade securities within the limit approved according to their statement, by depositing a cash guarantee for the amount of 15% of the approved limit as stipulated by the Stock Exchange of Thailand. Settlement of securities traded must be made within 3 working days after trading transaction, through the automated transfer system (ATS).

In addition, the Company offers, upon the clients' opening of cash accounts, a special securities trading service under the Easy Wealth Builder program, where clients can hedge their risks by exercising a monthly securities-savings plan based on the principle of dollar cost averaging. Investors do not need to make a mandatory 15% cash guarantee, and the settlement can be made by monthly installments of equal amount via the ATS.

- 1.2) Cash Balance Account: Clients can trade securities for the amount of cash deposited with the Company as a settlement guarantee for securities they bought. When a client sell securities, the amount received will be kept in the account to support further consideration regarding his/her purchasing power. The amount is entitled to interest at the rate stated by the Company.

2) Credit Balance Account

Clients can increase their securities buying capacity through a loan for trading, by placing cash and/or securities as settlement guarantee at the minimum rate of 50% or not lower than the rate specified by the Stock Exchange of Thailand. Moreover, the Company also acts as an intermediary for clients wishing to borrow from the Thailand Securities Finance Corporation (TSFC) for securities trading through the Company's account.

Securities Trading Volume

	30 Jun. 2011	2010	2009	2008
Stock Exchange (M. Baht)	3,236,707*	6,188,253*	3,856,510*	3,981,230
The Company (M. Baht)	87,117*	183,257*	128,952*	119,597
Market Share (%)	1.35*	1.48*	1.49*	1.50
Market Rank	25*	24*	26*	25
The Company's Trading Volume by Types (M. Baht)				
● Type of Clients*				
– Retail Clients	81,303	175,057	122,325	112,728
– Institutional and Foreign Clients	5,813	8,197	6,469	6,552
● Type of Accounts (through investor contacts only)				
– Cash Accounts	40,491	84,871	76,052	75,556
– Credit Balance Accounts	5,940	10,423	6,339	14,414

	30 Jun. 2011	2010	2009	2008
● Type of Ordering Channels				
– Investor Contacts	47,476	98,239	82,391	91,111
– The Internet	39,758	85,405	46,585	28,486

* Excluding the Company's investment portfolio

2. Derivatives Trading Business

As of 30 June 2011, the Company provided 6 types of derivatives trading services as follows:-

2.1 Futures Contract, with SET50 index as the underlying asset, or the so-called SET50 INDEX FUTURES. Buyers and sellers have obligations to fulfill the contracts.

2.2 Stock Futures Contract, guards the investors' investment portfolio against risks while presenting an opportunity for dividend benefits, thus offering higher yields than the average market return. The Derivatives Exchange has designated big-cap high-liquidity ordinary stocks listed on SET 50 Index as underlying assets. At present, there are 30 stocks announced as underlying assets.

2.3 Gold Futures Contract, offers an alternative of investment via gold, using gold bullion with a purity of 96.5% weighing either 50 or 10 Baht as underlying assets. The advantage lies in that this kind of contract can be sold prior to buying and vice versa, and requires less investment than the actual purchase of gold. Therefore, the investors can trade for profits when the gold prices either rise or fall. Gold futures contract thus becomes an interesting alternative to make profit and hedge risks on investment portfolio. Recently, the night session for gold contract trading has been launched, in service from 19.30-22.30 hrs.

2.4 Interest Rate Futures Contract, a tool for making profits from the movement of underlying interest rates. Being a tool for managing risks associated with interest rates, it bears less cost than other tools. The first underlying asset issued is standard hypothetical delivery bond under the 5-year Thai government bond with 5% coupon (5Y Gov Bond Futures), trading of which commenced on October 18, 2010. Subsequently, more underlying assets have been launched, i.e. the 3-month Bangkok inter-bank off rate (3M BIBOR Futures) and the 6-month Thai Baht fix rate (6M THBFIX Futures), which were first traded on November 29, 2010.

2.5 Silver Futures Contract, uses silver bullion with the international trading standard purity of 99.99% as the underlying asset. Contract size is equal to silver bullion weighing 100 ounces or about 3.1 kilograms worth approximately 100,000 Baht. Settlement is made by cash in place of actual asset delivery. The service has been commenced since 20 June 2011, with an additional night trading session from 19.30-22.30 hrs.

2.6 Options Contract or SET 50 Index Options Contract, where buyers are entitled to buy or sell and the sellers are obliged to fulfill the contracts.

Derivatives Trading Volume

	30 Jun. 11	2010	2009	2008
Derivatives Market (contracts)	1,844,338	9,038,872	6,150,636	4,297,240
The Company (contracts)	45,023	66,044	114,705	149,303
Market Share (%)	0.61	0.73	1.86	3.47
Market Rank	28	33	19	9
Derivatives Trading Volume (Contracts)				
1. Futures				
- SET 50 Index Futures	22,645	30,354	105,602	148,917
- Stock Futures	18,020	25,697	2,439	316
- Gold Futures	4,290	9,469	5,722	0
- Interest Rate Futures	0	0	0	0
- Silver Futures	11	0	0	0
2. Options				
- SET 50 Index Options	57	524	942	70

3. Mutual Fund Selling Agent

The Company renders service of selling agent for unit trusts of mutual funds as an investment alternative for investors wishing to invest in mutual funds. There are numerous funds available, such as Money Market Fund, Fixed Income Fund, Equity Fund, Retirement Mutual Fund and Foreign Investment Fund. Investors can also seek advices from the Company's experienced and proficient officers who have earned investment planning certificates from the Office of Securities and Exchange Commission. As at 30 June 2011, the Company was the Mutual Fund Selling Agent for 18 asset management companies.

Net Asset Value

	30 Jun. 11	2010	2009	2008
Fund Size* (M. Baht)	1,875,300	1,868,510	1,676,301	1,358,674
The Company (M. Baht)	4,657	5,235	5,281	4,789
Market Share	0.24	0.28	0.32	0.35

* Excluding Mutual Funds in the liquidation process

Source: The Association of Investment Management Companies

4. Securities Underwriting Business

Well-equipped with strong customer base, business partnership and expert team, the Company provides securities underwriting business for securities issuers who wish to offer their securities, debt instruments and equity instrument for sale to general investors.

5. Securities Trading Business

The Company has a policy to invest in securities and derivatives, both in short-term and long-term. In making an investment decision, the Investment Committee takes into account the stability of issuers, safety of investment fund, reasonable return rate, other business relationships or benefits, adequate liquidity and different risks. Monthly investment reports are submitted to the Executive Committee, who will subsequently propose them to the Board of Directors. Investment policy will be reviewed annually. With regard to loss limitation, it is determined in compliance with the investment policy approved by the Board of Directors.

6. Investment Advisory Business

The Company undertakes investment advisory business, rendering advisory services to general or specific investors. Services include advices on securities selection, reports on investment trend in the SET, and analysis for securities that well match and suit clients' investment plan. It attaches great importance on the appropriateness and best interest of the clients.

7. Securities Borrowing and Lending Business

The Company acts an intermediary and agent for all types of investors. Securities borrowers for short-selling can utilize this in diversifying their investment portfolio or making profit in the downtrend market. Likewise, securities lenders can gain from this transaction by earning fees from lending the securities in their holding and receiving collateral of value greater than the loaned securities, while maintaining the right to any other benefits such as dividend, rights issue subscription, etc. In this regard, the Company shall act as the contractual party for borrowers and lenders, provided that the securities eligible for transaction must be classified as securities in SET 50 and TDEX or ENGY.

8. Financial Advisory Business

SICCO Advisory Company Limited (SAC), a subsidiary established on March 15 2002, conducts financial advisory business with the support of competent and experienced staffs granted financial advisor licenses from the Office of Securities and Exchange Commission. Services available include the issuance and sale of securities via public offerings (IPO, PO) or private placement (PP), the listing of securities on the Stock Exchange of Thailand or the Market for Alternative Investment (MAI), the preparation of a tender offer, the debt restructuring plan, the capital restructuring plan, the merger and acquisition, and such financial advisory services as project feasibility analysis, securities valuation and etc.

In 2010, SAC's main income was from being an independent financial advisor to give opinions on connected transactions, performing securities valuation, and being a financial advisor for preparation of tender offers.

Management and Shareholders

- Name of Director as of 7 October 2011

Name	Position	
	SICCO Securities Plc.	SICCO Advisory Co., Ltd.
Mr.Pises Sethsathira	Chairman Chairman of the Executive Director	-
Mr. Yothin Pibulkasetkij	Audit Committee Chairman	-
Mr. Apichai Anukularmphai	Audit Committee Member	-
Mr. Nophadol Yingchatchaval	Audit Committee Member	-
Mr. Siripong Sutharoj	Executive Director Chief Executive Officer and President	Chairman Chairman of the Executive Director
Mr. Chakkris Uthayophas	Executive Director Senior Deputy President	Executive Director Managing Director

- List of top 10 Shareholders as of closing date 21 September 2011.

Name	No. of Shares	% of paid-up capital
The Siam Industrial Credit Public Company Limited	446,457,860	70.06
UOB KAY HIAN PRIVATE LIMITED	62,000,000	9.73
Mr. Anon Khunwisarn	12,632,102	1.98
Mr. Wisan Khunwisarn	12,500,000	1.96
Mr. Praklongchai Pitichaichan	11,239,600	1.76
Body of Persons Chunsilapavas by Mrs.Suksan Chunsilapavas	4,642,000	0.73
Thai NVDR Company Limited	3,935,800	0.62
Mr. Paiboon Tangtrongsak	3,165,500	0.50
Mr. Sithichai Santiyanon	2,565,000	0.40
Mr. Atdayut Duangpanyasawang	2,220,800	0.35
Total	561,358,662	88.10

Income Structure

Income	Acquired by	June 30, 2011		December 31, 2010		December 31, 2009		December 31, 2008	
		Million Baht	%	Million Baht	%	Million Baht	%	Million Baht	%
1. Securities business income									
1.1 Brokerage fees from									
- securities business	Company	160.93	79.48	336.92	82.85	289.65	78.38	279.08	68.11
- derivative business	Company	9.86	4.87	15.86	3.90	33.66	9.11	45.11	11.01
Total fees		170.79	84.35	352.78	86.75	323.31	87.49	324.19	79.12
1.2 Fees and service income	Company	-	-	8.96	2.20	7.52	2.04	22.24	5.43
	SAC	7.32	3.62	6.07	1.49	1.62	0.44	6.82	1.67
	SSECAM	-	-	-	-	-	-	5.50	1.34
Total fees and services income		7.32	3.62	15.03	3.70	9.14	2.47	34.56	8.44
1.3 Gain (loss)									
- on trading in securities	Company	1.67	0.82	1.32	0.32	1.26	0.34	(15.81)	(3.86)
	SAC	-	-	-	-	-	-	0.11	0.03
- on trading in derivative business	Company	0.07	0.03	(0.01)	0.00	(0.05)	(0.01)	-	-
Total Gain (loss) on trading in securities		1.74	0.86	1.31	0.32	1.21	0.33	(15.70)	(3.83)
1.4 Interest and dividend	Company	3.86	1.91	6.11	1.50	7.33	1.98	11.06	2.70
	SAC	0.17	0.08	0.22	0.05	0.31	0.08	0.18	0.04
	SSECAM	-	-	-	-	-	-	(0.24)	(0.06)
Total interest and dividend		4.03	1.99	6.33	1.56	7.64	2.07	11.00	2.68
1.5 Interest on margin loans	Company	17.69	8.74	31.18	7.67	27.99	7.57	52.49	12.81
Total securities business income		201.57	99.56	406.63	99.99	369.29	99.93	406.54	99.22
2. Other income									
2.1 Gain (loss) on disposal of fixed assets	Company	0.42	0.21	(0.45)	(0.11)	(0.06)	(0.01)	2.14	0.52
	SAC	-	-	-	-	-	-	(0.03)	(0.01)
	SSECAM	0.06	0.03	-	-	-	-	-	-
Total Gain (loss) on disposal of fixed assets		0.48	0.24	(0.45)	(0.11)	(0.06)	(0.01)	2.11	0.51
2.2 Other income	Company	0.42	0.21	0.48	0.12	0.30	0.08	1.42	0.35
	SAC	-	-	-	-	-	-	(0.08)	(0.02)
	SSECAM	-	-	-	-	-	-	(0.24)	(0.06)
Total other income		0.42	0.21	0.48	0.12	0.30	0.08	1.10	0.27
Total other income		0.90	0.44	0.03	0.01	0.24	0.07	3.21	0.78
Total Income		202.47	100.00	406.66	100.00	369.53	100.00	409.75	100.00

Financial and operating results for the past.

Balance Sheet	June 30, 2011		December 31, 2010		December 31, 2009		December 31, 2008	
	Baht	%	Baht	%	Baht	%	Baht	%
ASSETS								
Cash and cash equivalents	95,722,192	6.69	215,816,052	15.39	215,135,152	17.63	179,805,900	16.71
Deposits at financial institutions	2,600,000	0.18	2,615,840	0.19	2,631,680	0.22	2,637,723	0.25
Investments								
Short-term investments - net	226,654,839	15.83	237,123,777	16.91	170,227,628	13.95	165,260,927	15.36
Long-term investments - net	8,288,750	0.58	8,288,750	0.59	8,288,750	0.68	-	-
Investments - net	234,943,589	16.41	245,412,527	17.50	178,516,378	14.63	165,260,927	15.36
Receivables from Clearing House	266,420,278	18.61	16,928	0.00	16,137,068	1.32	57,630,515	5.36
Securities business receivables	795,757,860	55.59	909,572,621	64.85	773,543,762	63.39	618,218,261	57.47
Accrued interest receivables	2,919,784	0.20	3,060,641	0.22	1,923,313	0.16	2,357,112	0.22
Total Securities business receivables	798,677,644	55.79	912,633,262	65.06	775,467,075	63.54	620,575,373	57.69
Allowance for doubtful accounts	(72,833,978)	(5.09)	(76,442,361)	(5.45)	(86,809,401)	(7.11)	(92,167,948)	(8.57)
Securities business receivables and derivatives business receivables - net	725,843,666	50.70	836,190,901	59.61	688,657,674	56.43	528,407,425	49.12
Leasehold improvements and equipment - net	34,248,856	2.39	32,820,735	2.34	39,526,783	3.24	54,246,376	5.04
Intangible assets - net	14,400,572	1.01	15,986,954	1.15	34,766,382	2.85	38,513,782	3.58
Deposits	10,981,305	0.77	12,016,581	0.86	11,796,387	0.97	14,085,050	1.31
Clearing Fund	21,470,617	1.50	20,655,943	1.47	18,811,327	1.54	17,761,002	1.65
Other assets	24,960,471	1.74	18,931,911	1.35	14,395,995	1.18	17,418,599	1.62
TOTAL ASSETS	1,431,591,546	100.00	1,400,464,372	100.00	1,220,374,826	100.00	1,075,767,299	100.00

Balance Sheet (continuous) (Unit : Baht)	June 30, 2011		December 31, 2010		December 31, 2009		December 31, 2008	
	Baht	%	Baht	%	Baht	%	Baht	%
LIABILITIES AND OWNERS' EQUITY LIABILITIES								
Payable to Clearing House	-	-	90,689,338	6.47	18,900,630	1.55	4,640,069	0.43
Securities and derivatives business payables - net	439,196,482	30.68	295,057,428	21.04	243,572,075	19.96	142,440,358	13.24
Accrued commission to employees	16,999,242	1.19	29,529,990	2.11	17,662,135	1.45	10,545,080	0.98
Corporate income tax payable	7,264,667	0.51	17,012,999	1.21	3,312,491	0.27	152,169	0.01
Provisions for post - employment benefits	10,296,349	0.72	6,741,464	0.48	2,321,000	0.19	-	-
Other liabilities	17,755,271	1.24	28,936,911	2.07	20,299,696	1.66	19,462,412	1.81
TOTAL LIABILITIES	491,512,011	34.33	467,968,130	33.42	306,068,027	25.08	177,240,088	16.48
OWNERS' EQUITY								
Issued and paid-up share capital	637,215,030	44.51	637,215,030	45.43	637,215,030	52.21	637,215,030	59.23
Additional paid-in capital	221,435,041	15.47	221,435,041	15.79	221,435,041	18.14	221,435,041	20.58
Retained earnings								
Appropriated Legal reserve	20,965,554	1.46	21,223,409	1.51	19,321,641	1.58	18,056,289	1.68
Unappropriated	60,463,910	4.22	50,716,583	3.62	33,157,443	2.72	13,127,926	1.22
NON-CONTROLLING INTERESTS	-	-	1,906,179	0.14	3,177,644	0.26	8,692,925	0.81
TOTAL OWNERS' EQUITY	940,079,535	65.67	932,496,242	66.48	914,306,799	74.92	898,527,211	83.52
TOTAL LIABILITIES AND OWNERS' EQUITY	1,431,591,546	100.00	1,400,464,372	100.00	1,220,374,826	100.00	1,075,767,299	100.00

Income Statement	June 30, 2011		December 31, 2010		December 31, 2009		December 31, 2008	
	Baht	%	Baht	%	Baht	%	Baht	%
INCOME								
Brokerage fees from securities business	160,931,740	79.49	336,917,947	82.85	289,652,514	78.38	279,076,073	68.11
Brokerage fees from derivatives business	9,859,996	4.87	15,855,612	3.90	33,656,222	9.11	45,114,863	11.01
Fees and services income	7,320,000	3.62	15,026,926	3.70	9,148,345	2.48	34,559,763	8.43
Gain (loss) on securities	1,671,945	0.83	1,323,496	0.33	1,254,740	0.34	(15,704,012)	(3.83)
Gain (loss) on derivatives	73,090	0.04	(5,871)	0.00	(48,500)	(0.01)	3,000	0.00
Interest and dividend	4,027,682	1.99	6,333,398	1.56	7,637,509	2.07	11,001,708	2.68
Interest on margin loans	17,685,132	8.73	31,180,702	7.67	27,993,339	7.58	52,486,339	12.81
Gain (loss) on disposal of fixed assets	475,245	0.23	(448,967)	(0.11)	(55,873)	(0.02)	2,109,917	0.51
Other income	421,608	0.21	478,730	0.12	297,420	0.08	1,106,632	0.27
TOTAL INCOME	202,466,438	100.00	406,661,973	100.00	369,535,716	100.00	409,754,283	100.00
EXPENSES								
Financial costs	1,745,658	0.86	2,827,372	0.70	2,600,139	0.70	7,211,645	1.76
Fee and service expenses	13,790,216	6.81	29,884,021	7.35	27,012,776	7.31	30,205,958	7.37
Bad debt and doubtful accounts (reversal)	(3,236,131)	(1.60)	(9,779,447)	(2.40)	(5,358,547)	(1.45)	67,512,078	16.48
Operating expenses								
Personnel expenses	104,984,124	51.85	184,194,071	45.29	171,608,795	46.44	184,876,797	45.12
Premises and equipment expenses	37,370,336	18.46	76,784,693	18.88	82,164,628	22.23	95,402,612	23.28
Taxed and duties	827,998	0.41	1,378,475	0.34	1,344,205	0.36	2,200,100	0.54
Directors' remuneration	1,361,164	0.67	37,868,974	9.31	38,299,999	10.36	33,166,273	8.09
Entertainment expense	3,426,433	1.69	6,330,524	1.56	6,030,878	1.63	8,251,916	2.01
Other expenses	6,351,430	3.14	19,460,223	4.79	14,812,157	4.01	15,293,226	3.73
TOTAL EXPENSES	166,621,228	82.30	348,948,906	85.81	338,515,030	91.61	444,120,605	108.39
Income (loss) before income tax expenses	35,845,210	17.70	57,713,067	14.19	31,020,686	8.39	(34,366,322)	(8.39)
Income tax expenses	(7,264,667)	(3.59)	(17,812,347)	(4.38)	(3,985,423)	(1.08)	(152,169)	(0.04)
Income (loss) before minority interests	28,580,543	14.12	39,900,720	9.81	27,035,263	7.32	(34,518,491)	(8.42)
Loss from discontinued operation	-	-	(2,594,826)	(0.64)	(11,255,675)	(3.05)	-	-
Minority Interests	(25,380)	(0.01)	(1,271,465)	(0.31)	(5,515,281)	(1.49)	(6,570,059)	(1.60)
NET PROFIT (LOSS)	28,580,543	14.12	38,577,359	9.49	21,294,869	5.76	(27,948,432)	(6.82)
EARNING (LOSS) PER SHARE	0.045		0.061		0.033		(0.044)	

Cash Flow Statement	June 30, 2011	December 31, 2010	December 31, 2009	December 31, 2008
(Unit : Baht)				
Cash flows from operating activities	(91,741,963)	29,967,233	48,755,493	201,952,002
Cash flows from investing activities	(7,354,647)	(10,169,882)	(13,426,241)	(13,326,781)
Cash flows from financing activities	(20,997,250)	(19,116,451)	0	(114,706,238)
Net increase (decrease) in cash and cash equivalents	(120,093,860)	680,900	35,329,252	73,918,983
Cash and cash equivalents B/F	215,816,052	215,135,152	179,805,900	105,886,917
Cash and cash equivalents C/F	95,722,192	215,816,052	215,135,152	179,805,900

Explanation and Analysis of Financial Status and Business Operations

Overall Securities Business

At 30 June 2011, The SET Index closed at 1,041.48 points, rising by 244.17 points or by 30.62% when compared to 797.31 points closing at 30 June 2010. The collective SET-MAI market capitalization over first-half of 2011 amounted to Baht 3,666,143 million, a 44.91% increase from Baht 2,530,019 million of the same period last year. The collective average daily trading turnover throughout first-half of 2011 was Baht 30,808 million, improving by 43.69% from Baht 21,441 million of the same period last year.

(a) Analysis of 2011 operating results ended 30 June 2011 in comparison to that of the same period last year

According to the Company's 2011 operating results ended 30 June 2011, the Company and its subsidiary had net profit of Baht 28.61 million, equal to Baht 0.045 earnings per share or increased by 554.51% when compared to a net loss of Baht 6.29 million at the same period last year. Total income was Baht 202.47 million, increasing by Baht 54.92 million or 37.23% from Baht 147.54 million in the previous year.

- Income from securities brokerage fees was Baht 156.49 million, growing by Baht 42.87 million or by 37.74% from last year's Baht 113.61 million as the SET trading turnover expanded by 44.91%, resulting in the Company's higher securities trading turnover.
- Income from futures brokerage fees was registered at Baht 9.86 million, improving by Baht 1.67 million or 20.44% from Baht 8.19 million last year because the Company's futures trading volume increased by 65.86%.
- Income from fees and services was Baht 7.32 million, improving by Baht 5.47 million or 295.68% when compared to Baht 1.85 million last year due to the surge of financial advisory income.
- Interest income on margin loan amounted to Baht 17.69 million, rising by Baht 3.98 million or 29.08% when compared to Baht 13.70 million in the previous year owing to a rise of average margin loan amount.

- Total expenses of the Company and its subsidiary increased by Baht 12.32 million or 7.98% from Baht 154.30 million last year to Baht 166.62 million.
- Fee and service expenses was Baht 13.79 million, going up by Baht 1.70 million or 14.07% when compared to Baht 12.09 million last year. The expenses consisted of fees payable to the SET, TSD and TFEX, all of which varied according to securities trading volume, fees payable to commercial banks in relation to ATS services and business license fees, etc.
- Operating expenses was Baht 154.32 million, up by Baht 8.22 million or 5.63% when compared to Baht 146.10 million in the previous year. This was caused mostly by the increase of personnel expenses in line with securities trading volume, as well as by the staff pension reserve made according to Thai Accounting Standard no. 19 on Employee Benefits that required the amortization of future employment remuneration.

(b) Financial Status

Total Assets

As at 30 June 2011, the consolidated financial statements showed total assets of the Company and its subsidiary of Baht 1,431.59 million, increasing by Baht 31.13 million or 2.22% from the total assets of Baht 1,400.46 million registered at 31 December 2010.

- Net investment in debt instruments and equities was Baht 234.94 million, down by Baht 10.47 million or 4.27% from Baht 245.41 million investment balance at 2010 year-end, owing to less investment in money market funds that carried low risks and high cash liquidity.
- Net securities business and derivatives business receivables of the Company amounted to Baht 725.84 million, diminishing by Baht 110.35 million or 13.20% from 2010 year-end sum of Baht 836.19 million, which changed in response to securities trading transactions throughout the last 3 business days before the end of accounting period.
- Securities business and derivatives business receivables consisted of Baht 186.72 million receivables on cash accounts, Baht 536.21 million receivables on credit balance accounts, and Baht 72.83 million receivables of other types. Cash account receivables dropped by Baht 129.64 million or 40.98% from Baht 316.36 million at ending 2010. Credit balance receivables grew by Baht 19.43 million or 3.76% from Baht 516.77 million at ending 2010. In any case, guarantees placed for these receivables were of higher value than that of the total loan amount, and there was no outstanding balance.
- Net premises and equipment was Baht 34.25 million, increasing by Baht 1.43 million or 4.35% from net amount of Baht 32.82 million as at 31 December 2010.

Total Liabilities

As at 30 June 2011, the Company had total liabilities of Baht 491.51 million, an increase of Baht 23.54 million or 5.03% when compared to Baht 467.97 million as at 31 December 2010.

- Securities business and derivatives business payables was Baht 439.20 million, rising by Baht 144.14 million or 48.85% from Baht 295.06 million at 2010 year-end. The increase corresponded to clients' securities trading activities during the last 3 business days before the end of accounting period.
- Accrued commission to employees amounted to Baht 17.00 million, falling by Baht 12.53 million or 42.43% from Baht 29.53 million at ending 2010.
- Corporate income tax payables was Baht 7.26 million, decreasing by Baht 9.75 million or 57.30% from Baht 17.01 million at ending 2010.
- Post-employment benefit obligations was Baht 10.30 million, increasing by Baht 3.55 million or 52.73% from Baht 6.74 million at 2010 year-end.

Sources of Funds

As at 30 June 2011, the Company's sources of fund included liabilities of Baht 491.51 million and shareholders' equity of Baht 940.08 million, with the debt to equity ratio equal to 0.52 times. The Company's total liabilities were mostly securities business payables and derivatives business payables from securities trading by the Company's clients. These payables amounted to Baht 439.20 million. The Company had no loan-related obligations. In addition, it had been granted from financial institutions some short-term credit lines available for business operations.

The Company had sufficient working capital for undertaking its business. Its capital was managed for the purpose of sustaining the Company's capacity for business continuity in order to generate returns to the shareholders and to maintain an appropriate capital structure.

Maintenance of Net Capital Ratio (NCR)

Under the notification of the Office of Securities and Exchange Commission no. KorThor.18/2549 on Maintenance of Net Capital Ratio, a securities company must maintain a net capital ratio at the end of any working day at not less than Baht 15 million and not less than 7% of general liabilities.

As the Company has the derivatives trading license in the category of derivatives brokerage under the law on derivatives trading, it must maintain its net capital ratio at the end of any working day at not less than Baht 25 million and not less than 7% of its general liabilities and pledged assets.

As at 30 June 2011, the Company maintained its net capital ratio at Baht 772.50 million, equal to 163.03% of the general liabilities and pledged assets. (As at 31 December 2010, the Company's net capital ratio was Baht 763.70 million, equal to 166.78% of the general liabilities and pledged assets.)

(c) Major Factors Influencing Future Operations or Financial Status

Factors affecting the Company's operations and financial status in the future included Thailand's economic conditions and political stability, globally-interconnected foreign economies that influence investor confidence in stock market investment, interest rate trend, oil price and etc. Besides, liberalization of securities brokerage fees may intensify the competition in securities business, which can consequently affect the Company's securities brokerage income.

Due to the abovementioned issues, the Company recognizes the need for clear policies and business plan and therefore plans to expand its customer base via marketing and human resources strategies. To reduce its reliance on securities brokerage income, the Company has also increase its fee-based businesses, by expanding its private banking activity, financial advisory services, derivatives agent services and etc.

2. Opinion on the accuracy of the Company's information shown in the tender offer statement

Board of Directors of the Company have the opinion that the Company's information presents in the tender offer (Form 247-4) dated 27 September 2011 and the additional amendment dated 11 October 2011 is materially accurate and complete.

3. Any relationship or agreement between the Company's directors, whether on their own behalf or in capacity as the Company's directors or as the Offeror's representatives, and the Offeror, including the shareholding by the Company's directors in the Offeror's juristic entity and any contract or agreement made or to be made between them in various matters (such as management, etc.)**3.1 Relationship between the Company's directors and the Offeror**

As at 7 October 2011, the Company's directors have related to the Offeror as follow :-

Name	Position in SICCO Securities Plc.	Relationship with the Offeror
Mr.Pises Sethsathira	Chairman Chairman of the Executive Director	Executive Vice President of Banking Finance 1 and Capital Market Division
Mr. Yothin Pibulkasetkij	Audit Committee Chairman	-
Mr. Apichai Anukularmphai	Audit Committee Member	-
Mr. Nophadol Yingchatchaval	Audit Committee Member	-
Mr. Siripong Sutharoj	Executive Director Chief Executive Officer and President	-
Mr. Chakkris Uthayophas	Executive Director Senior Deputy President	-

3.2 Shareholding by the Company's directors in the Offeror

As at 7 September 2011, the Company's directors have holding share in the Offeror as follow:-

Name	Position in SICCO Securities Plc.	Share in SCB / %
Mr.Pises Sethsathira	Chairman Chairman of the Executive Director	-
Mr. Yothin Pibulkasetkij	Audit Committee Chairman	-
Mr. Apichai Anukularmphai	Audit Committee Member	-
Mr. Nophadol Yingchatchaval	Audit Committee Member	-
Mr. Siripong Sutharoj	Executive Director Chief Executive Officer and President	-
Mr. Chakkris Uthayophas	Executive Director Senior Deputy President	370 shares / 0%

3.3 Agreements, contracts or related party transaction with the Offeror

- None -

4. Opinion of Board of Directors of the Company to the shareholders

The Company held a special Board of Directors' Meeting no. 7/2554 on 12 October 2011 to consider the Tender Offer. There were 4 directors attending the meeting, namely.

No.	Name	Position
1.	Mr. Yothin Pibulkasetkij	Audit Committee Chairman
2.	Mr. Apichai Anukularmphai	Audit Committee Member
3.	Mr. Nophadol Yingchatchaval	Audit Committee Member
4.	Mr. Chakkris Uthayophas	Executive Director, and Senior Deputy President

4.1 Reasons to accept and/or reject the Tender Offer

The Company's Board of Directors considered the Tender Offer and the opinion of Trinity Securities Co., Ltd., the Independent Financial Advisor ("IFA") that was appointed the advisor to the shareholders of the Company. The Board of Directors agreed with the IFA that **the Company's shareholders should reject the Tender Offer** based on the reasons provided below:-

1) The signing of Share Sale and Purchase Agreement by the major shareholder

On 29 September 2011, the Siam Industrial Credit PCL (“SICCO”), the Company’s major shareholder, had entered into a conditional Share Sale and Purchase Agreement (“SSPA”) with CIMB Securities International Pte Ltd (“CSI”) in order to dispose of all SICCO’s stake in the Company, amounting to 446,457,860 shares or 70.06% of total paid up shares, to CSI at the price of Baht 1.72 per share. However, the share sale and price settlement are subject to the fulfillment of conditions precedent under the SSPA, such as:-

- a) Approvals from relevant authorities, e.g. the Securities and Exchange Commission, the Ministry of Commerce, etc,
- b) Approval from the meeting of shareholders of SICCO for the disposal of shareholding in the Company,
- c) Approval from the meeting of shareholders of the Company for the amendment of its Articles of Association in relation to foreign shareholding limit.

The IFA’s opinions on the fulfillment of the conditions precedent are as follows:-

- a) If the approval seekers (CSI and/or SICCO and/or SEEC, including relevant parties) are qualified and can successfully satisfy the authorities’ requirements, it will obtain all approvals within the period specified by each authority. Nevertheless, the exact period is indeterminable, depending on process and judgment of those authorities.
- b) SICCO’s shareholders are highly likely to approve the sale of the Company’s shares. It is expected that the Tender Offeror, who holds 99.55% of SICCO shares, would approve SICCO to sell the Company’s to CSI. In this regard, the Tender Offeror had, on 11 October 2011, notified to the SET about its consent to the sale of all the Company’s shares held by SICCO to CSI.
- c) SSEC’s shareholders are highly likely to approve the amendment of the Company’s Articles of Association in relation to the foreign shareholding limit. In this regard, it is expected that SICCO, which holds 70.06% of the Company’s shares, will approve the amendment.

If the SSPA between CSI and SICCO is accomplished, CSI must make a tender offer for all the Company’s shares at the price not lower than the highest price of which CSI has acquired the Company’s shares during the period of 90 days. Therefore, CSI must make the tender offer at the price not lower than Baht 1.72 per share. In case the Company’s shareholders reject this Tender Offer, there is a possibility that they will be offered the tender offer by CSI at a price higher than the Tender Offer Price hereunder.

However, if the conditions precedents under the SSPA are not fulfilled for whatever reason, CSI may not purchase the Company’s shares from SICCO and is not required to make the tender offer to purchase all the Company’s shares.

2) Market price of the Company's common shares

Trading prices of the Company's common shares on the SET from 30 September 2011, which was the first trading day after SICCO's disclosure of its SSPA with CSI, to 11 October 2011 were as follows:-

Date	Highest (Baht/share)	Lowest (Baht/share)	Trading Value (MB)
30 September 2011	1.70	1.68	70.30
3 October 2011	1.70	1.69	5.63
4 October 2011	1.70	1.70	10.82
5 October 2011	1.70	1.70	6.84
6 October 2011	1.71	1.70	1.34
7 October 2011	1.70	1.70	2.85
10 October 2011	1.71	1.70	8.18
11 October 2011	1.71	1.70	0.63

Trading prices of the Company's shares each day ranged between 1.68-1.71 Baht/share, which was higher than the Tender Offer Price. For this reason, the shareholders should reject this Tender Offer.

The Board of Directors has the opinion that any shareholders who wish to sell the Company's shares should make a comparison between the trading price on the SET and the Tender Offer Price. If the trading price is higher than the Tender Offer Price, it is in the best interest of the shareholders to sell their shares on the SET.

3) Tender Offer Price

The IFA considers that the Tender Offer Price of Baht 1.46 per share is appropriate. The IFA has performed the valuation of the Company's shares based on the Adjusted Book Value Approach. The appropriate price is Baht 1.47 per share, higher than the Tender Offer Price by Baht 0.0069 per share or by 0.47%. Taking other factors into consideration, however, the IFA is of the opinion that the shareholders should reject this Tender Offer.

The Board of Directors agrees with the IFA. Although the Tender Offer Price is appropriate when compared to the price valued by the IFA, both the agreement price under SICCO-CSI SSPA and the current trading price are higher than the Tender Offer Price and the appraised appropriate price. Therefore, the shareholders should reject this Tender Offer.

In case the conditions precedent under SICCO-CSI SSPA are not fulfilled, either whether CSI or the Company is not granted approvals from the authorities, or the meetings of shareholders of SICCO and of the Company do not approve the transactions pertinent to the conditions precedent; it will result in the termination of SSPA. Should this takes place, CSI is not required to make a tender offer for the Company's share at the price not lower than Baht 1.72 per share. In addition, the market price of the

Company's shares may go below its current level and the shareholders who reject this Tender Offer are at risk of being unable to sell their shares at a price higher than Baht 1.46 per share.

For the benefit of the shareholders, the Board of Directors would like to advise the shareholders to keep up with the resolutions concerning the SSPA conditions precedent by the meetings of shareholders of SICCO and SSEC, which are to be held on 14 November 2011. The shareholders can also acquire SSEC information disclosed to the SET at www.set.or.th for further consideration and decision on the acceptance or rejection of the Tender Offer.

Nonetheless, the above opinion of the Board of Directors is only a factor for consideration. The shareholders should also take into account the opinion of the IFA. The final decision rests on the discretion of each shareholder.

4.2 Opinions and reasons of the individual directors and the number of shares held by them (only in case where the opinion in 4.1 is not unanimous)

- None –

4.3 Benefits or impacts from the plans and policies indicated in the Tender Offer and the viability of such plans and policies

The Tender Offeror has various plans for business operations, depending on the success of the Tender Offer, related factors as well as the maintaining of the Company's status as a listed company. The plans can be summarized as follows:-

- 1) Sale of all the Company's shares held by the Tender Offeror and by SICCO to interested investors, or disposal of all the Company's shares by any other means as the Tender Offeror deems appropriate.
- 2) Merger of the Company and a company within the group of the Tender Offeror.
- 3) Entire business transfer of the Company operations to a company within the group of the Tender Offeror, followed by business dissolution and liquidation processes.

Benefits or impacts of each plan are as follows:-

- 1) Sale of all the Company's shares held by the Tender Offeror and by SICCO to interested investors, or disposal of all the Company's shares by any other means as the Tender Offeror deems appropriate.

SICCO, whose 99.55% stake is held by the Tender Offeror, entered into a Share Sales and Purchase Agreement with CSI on 29 September 2011. Subsequently on 11 October 2011, the Tender Offeror informed the SET that the Tender Offeror had consented to the sale of all the Company's shares held by SICCO to CSI. With regard to this, the Board of Directors considered that the Tender Offeror would sell all the Company's shares it held either directly or indirectly, including the shares acquired through this Tender Offer, to CSI if the SSPA conditions precedent are fulfilled.

Being the holding company under CIMB Group Sdn Bhd (“CIMBG”), CSI render securities brokerage, securities underwriting, wealth management and corporate advisory services to business enterprises in Singapore, Hong Kong, Jakarta, Bangkok, London and New York. CIMBG is a subsidiary of CIMB Holding Berhad (“CIMBGH”), the second largest financial service provider in Malaysia.

The Board of Directors has the opinion that CSI’s securities business is of the similar nature to the Company’s. It therefore is likely to continue the Company’s securities business. Meanwhile, the Company’s business policies in the future are fully based on those of CSI, the prospective major shareholder.

If the SSPA between SICCO and CSI cannot be reached, the Tender Offeror may sell the Company’s shares at auction or to any interested investors at a price the Tender Offeror deems appropriate. The Board of Directors has viewed that this is most possible course of action of the 3 options.

- 2) Merger of the Company and a company within the group of the Tender Offeror.

After the merger, the Company’s policies or business plans will be in accordance with policies of its major shareholders at that time. Existing shareholders of the Company may undergo the dilution effect, price dilution or earning-per-share dilution.

- 3) Entire business transfer of the Company operations to a company within the group of the Tender Offeror, followed by business dissolution and liquidation processes.

The case is possible when the Company cannot maintain its status as a listed company due to certain legal requirements or restrictions, or when the Tender Offeror deems it appropriate. Upon the dissolution and liquidation of the Company, the existing shareholders shall receive payments for their respective shares at the amount equal to the book value of the Company at the time of business transfer, less related expenses (if any).

4.4 Additional opinion of the Board of Directors of the Company (only in case of a tender offer for delisting of securities in accordance with the Stock Exchange of Thailand’s requirements)

- None -

As this is not a tender offer for the delisting of securities from the Stock Exchange.

The Company hereby certifies that all the above information is true, complete and correct, and there has been neither any information that may cause a misunderstanding in material aspect among other parties nor any concealment of material information that should have been explicitly revealed.

(Pises Sethsathira)

(Chakkris Uthayophas)

.....

.....

(Mr. Pises Sethsathira)

(Mr. Chakkris Uthayophas)

For SICCO Securities Public Company Limited

The Opinion of Independent Financial Advisor



SICCO Securities Public Company Limited

In relation to

The Tender Offer for the Ordinary Shares of

SICCO Securities Public Company Limited

By



Trinity Securities Company Limited

October 12, 2011

- TRANSLATION -

The English Translation of the Independent Financial Advisor's Opinion has been prepared solely for the convenience of foreign shareholders of SICCO Securities Public Company Limited and should not be relied upon as the definitive and official document. The Thai language version of the Independent Financial Advisor's Opinion is the definitive and official document and shall prevail in all aspects in the event of any inconsistency with this English Translation.

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October 12, 2011

Re: Opinion of the Independent Financial Advisor in relation to the Tender Offer for the Ordinary Shares of SICCO Securities Public Company Limited

To: Shareholders of SICCO Securities Public Company Limited

Since on July 20, 2011, the Siam Commercial Bank Public Company Limited ("the Tender Offeror" or "SCB" or the "Bank") made a tender offer for all ordinary shares of the Siam Industrial Credit Public Company Limited ("SICCO"), for a purpose of delisting SICCO's securities from the Stock Exchange of Thailand (the "SET"), to all other remaining shareholders, which amounted to 366,539,874 shares or 61.35% of SICCO's issued and paid-up shares at the offer price of THB 6.89 per share. The tender offer period for the aforementioned shares was from July 21, 2011 to September 22, 2011. As of September 22, 2011, the Offeror had acquired additional 363,857,542 shares of SICCO, resulting in the increment in shareholding percentage from 38.65% to 99.55% of the total issued and paid-up shares of SICCO.

The Offeror's shareholding percentage in SICCO has increased and crossed a threshold of 50% of the total votes in SICCO, which owned 446,457,860 ordinary shares or 70.06% of the SICCO Securities Public Company Limited (the "Company" or "SSEC")'s issued and paid-up shares as of September 22, 2011. As a result, the Offeror has acquired a significant degree of control of SICCO who is an existing shareholder in the Company (chain principle), and therefore, is required to make a tender offer for all of the Company's securities, in order to comply with the Notification of the Capital Market Supervisory Board No. ThorJor. 12/2554 re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers.

The Company has received the Tender Offer for the Company's securities (the "Tender Offer" or "Form 247-4") from SCB on September 27, 2011, in order to acquire all of the Company's securities, namely all of the Company's 637,215,030 ordinary shares or 100.00% of the Company's issued and paid-up shares at the price of THB 1.46 per share (the "Offer Price"), the acquisition cost of the Company's shares as per the chain principle requirement at the date the Offeror announced its intention to purchase all securities of SICCO. Additionally, the Company received an Amended Tender Offer Form of Form 247-4 and an Amendment of Addition of the Information Contained in a Tender Offer ("Form 247-6-kor") on October 11, 2011.

On September 28, 2011, the Offeror was notified by SICCO that its board of directors meeting issued a resolution to approve SICCO to enter the Share Sale and Purchase Agreement (“SPA”) to sell all of its ordinary shares of the Company, or 446,457,860 shares or 70.06% of the Company’s issued and paid-up shares to CIMB Securities International Pte Ltd (“CSI”) at the price of THB 1.72 per share, and SICCO has entered into the SPA on September 29, 2011. The SPA has conditions which are required to be fulfilled before commencing the transaction as stated in Amended Tender Offer Form 247-4 of SCB. The Advisor believes that such incident is important and may affect shareholders’ decision on whether to accept or reject the Tender Offer. Therefore, the Advisor also incorporated this important incident in making opinion on the Tender Offer by SCB.

Trinity Securities Company Limited (the “Advisor”), an approved financial advisor by the Securities and Exchange Commission (the “SEC”), has been appointed by the Company as the independent financial advisor to provide an opinion to its shareholders regarding the tender offer. In preparation of this report, the Advisor has studied the information on the Tender Offeror’s Form 247-4, the Amended Form 247-4, and Form 247-6-kor, information on the SICCO’s disposal of asset via the Electronic Listed Company Information Disclosure (ELCID) system on the SET’s website on September 30, 2011, information on the industry, the interview with the management and relevant parties, the information and documents given by the Company such as the financial statements and business plan and other publicly disclosed information such as annual registration statement (Form 56-1), other statistics data provided on the Company, the Stock Exchange of Thailand (the “SET”) and the SEC’s websites, in order to provide an opinion on the aforementioned Tender Offer. The Advisor does not warrant the accuracy and completeness of all information provided by the Company. The Advisor has based its opinion on the assumptions that all the aforementioned information and documents, as well as the interview with the management and publicly disclosed information employed in the analyses to derive at the opinion in this report are full, complete and correct. This rendered opinion rests on the consideration of the currently perceivable information as of the report preparation date. In rendering this opinion, the Advisor prepared financial projections based on the received information and analyses of current economic conditions, hence, should there be any significant changes or an occurrence of relevant events, they might significantly affect the business operations and financial projections, as well as the shareholders’ decision on the aforementioned Tender Offer.

In rendering this opinion for the shareholders, we have considered the appropriateness of the tender offer price and other relevant factors to accept or reject the tender offer as follows:

The Advisor assessed the appropriate Company’s share value by studying and analyzing information of the Company’s as stated above, and decided to use the company’s share value as determined by the adjusted book value approach of THB 1.47 per share (rounded up from THB 1.4669 per share as calculated) as the appropriate Company’s share value. When compared to the offer price at THB 1.46 per share, it can be seen that the offer price is lower by THB 0.0069 or 0.47%, which is notably close to Offer Price made by the Offeror at THB 1.46 per share. Therefore, the Advisor considers that **the Offer Price is appropriate.** However, when other relevant factors are taken into account, the Advisor **recommends that the Tender Offer should be rejected**, with the factors as detailed below.

1. SICCO has entered the Share Sale and Purchase Agreement (“SPA”) to sell the Company’s shares to CSI at the price of THB 1.72 per share, with conditions precedent, which, **in the case that such conditions are fulfilled, CSI will acquire the Company’s shares from SICCO and as a result, is required to make a tender offer from other remaining shareholders of SSEC at the price of no lower than THB 1.72 per share, which is higher than the Offeror’s Offer Price of THB 1.46 per share by THB 0.26 per share or 17.81% higher**, where the details of the offer price and conditions will be specified in the tender offer form of CSI in the future. The timeframe and other procedures will be according to rules and conditions as prescribed by the relevant law.

The Advisor is convinced that the fulfillment of the aforementioned conditions precedent is possible, by considering the main issues as follows.

- Obtainment of approvals from the relevant governmental authorities and/or regulatory bodies such as the Securities and Exchange Commission and the Ministry of Commerce, for example

If the approval seekers (CSI and/or SICCO and/or SSEC, including relevant parties) have all qualifications as designated in the rules and proceed in accordance to each authority’s rules and procedures, the approval seekers shall obtain the approval as applied to authorities within the timeframe as specified by each authority. In 2006, CSI once before carried out the same process and obtained an approval to become a major shareholder of CIMB-GK Securities (Thailand) Ltd. Presently, the Company is in the process of preparing documents for submission to relevant authorities within this October 2011. However, the time required to approve may significantly differ in each case, and cannot be exactly predetermined, as it depends on procedures and discretion of related authorities’ officers to consider.

- SICCO shall have received an approval from its shareholders’ meeting for the sale of shares in the Company, SSEC shall have received an approval from its shareholders’ meeting for the amendment of its articles of association on the removal of the restriction on foreign shareholding

The Advisor is convinced that SCB, the shareholder of 99.55% of SICCO’s issued and paid-up shares will vote to approve the shares sale (The resolution is required to be approved by at least three-fourths of the votes of the attended shareholders who are eligible to vote). Additionally, it is expected that SICCO, the shareholder of 70.06% of the Company’s issued and paid-up shares will vote to approve to change the foreign shareholding limit (The resolution is required to be approved by majority of the votes of the attended shareholders who are eligible to vote).

2. The shareholders have an alternative of **selling SSEC’s ordinary shares on the Stock Exchange of Thailand (the SET), where the current market price is higher than the Offer Price**. The Advisor has an observation that, from the public disclosure of the SPA onward, the market price on each day has been higher than the Offer Price by SCB.

Therefore, **the Advisor recommends that the shareholders shall reject this Tender Offer, in order to keep open the window of receiving a Tender Offer from CSI at a better price OR selling the shares on the SET.**

In order to protect the interests of the Company's shareholders, the Advisor has a further opinion that the shareholders shall follow the resolutions of SICCO's and SSEC's shareholders' meeting, as planned to be organized on November 14, 2011, in order to incorporate into the decision-making process whether to accept or reject the Tender Offer more precisely. That is, if one of the aforementioned resolutions cannot get approved, which results in unfulfilled conditions precedent or an event which disables CSI to complete the SPA with SICCO, the Company's shareholders can still sell the Company's shares in this Tender Offer until November 30, 2011, the last date of the Tender Offer period by SCB, OR sell the shares on the SET.

Shareholders who are unwilling to wait for a new tender offer, which is without any clarity at present, might consider selling the shares on the SET, where the market price is higher than the Offer Price at THB 1.46 per share.

Lastly, in consideration to accept or reject this Tender Offer, shareholders should also review information, rationales, and opinions in various issues stated herein this report. However, shareholders should use their own discretion in making decisions to accept or reject this Tender Offer.

1. Background

1.1 Background of the Tender Offer

Since on July 20, 2011, the Siam Commercial Bank Public Company Limited made a tender offer for all ordinary shares of the Siam Industrial Credit Public Company Limited, for a purpose of delisting SICCO's securities from the Stock Exchange of Thailand, to all other remaining shareholders, which amounted to 366,539,874 shares or 61.35% of SICCO's issued and paid-up shares at the offer price of THB 6.89 per share. The tender offer period for the aforementioned shares was from July 21, 2011 to September 22, 2011. As of September 22, 2011, the Offeror had acquired additional 363,857,542 shares of SICCO, resulting in the increment in shareholding percentage from 38.65% to 99.55% of the total issued and paid-up shares of SICCO.

The Offeror's shareholding percentage in SICCO has increased and crossed a threshold of 50% of the total votes in SICCO, which owned 446,457,860 ordinary shares or 70.06% of the Company's issued and paid-up shares as of September 22, 2011. As a result, the Offeror has acquired a significant degree of control of SICCO who is an existing shareholder of the Company (chain principle), and therefore, is required to make a tender offer for all of the Company's securities, in order to comply with the Notification of the Capital Market Supervisory Board No. ThorJor. 12/2554 re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers.

The Company has received the Tender Offer for the Company's securities on September 27, 2011, the Amended Form 247-4, and an Amendment of Addition of the Information Contained in a Tender Offer (Form 247-6-kor) on October 11, 2011 from SCB, in order to acquire all of the Company's securities, which has details as follows.

Type of Securities	Ordinary shares
Number of Securities Offered to Purchase	637,215,030 shares
% of Securities Offered to Purchase	100.00% of total issued and paid-up shares
Voting Right	637,215,030 voting rights
Offer Price*	THB 1.46 per share

* The Tender Offerees are subject to the brokerage fee of 0.25% of the offering price and the Value Added Tax ("VAT") of 7% of the brokerage fee, resulting in a net price of THB 1.4560945 for each ordinary share to be received by the Tender Offerees. This offering price is final and may not be amended or changed, during the offering period from September 28, 2011 to November 30, 2011, totaling of 45 business days from 9:30am to 4:30pm, which may not be extended ("Final Period").

The conditions to amend the offer price or extend the offering period are as follows;

- The Offeror may reduce the offer price or extend the Tender Offer period if any event or action causing a severe damage to the financial status or assets of the Company, occurs during the Tender Offer period; or
- The Offeror may change the offer or extend the Tender Offer period to compete with another offeror who has submitted a tender offer for securities of the Company during the Tender Offer period.

The Tender Offeror may cancel the Tender Offer upon the occurrence of one or more of the following events;

- An occurrence of any event or action after the offer document has been submitted to the SEC but within the offer period which causes or may cause serious damage to the status or assets of the Offeree business, and such events or actions do not result from the acts of the Offeror, or any act for which the Offeror is responsible; or
- The taking of any action by the Offeree business after the offer document has been submitted to the SEC but during the offer period which results in a significant decrease in the share value
- An occurrence of any event or action resulting that may impact to the tender offer as per the Notification of the Capital Market Supervisory Board No. ThorJor. 14/2554 re action or exceptions from requirement to make the tender offer for all securities of the Company

The Tender Offeree is able to cancel their acceptance of the Tender Offer at the Tender Offer Agent's office from 9:30 a.m. to 4.30 p.m. on every business day from September 28, 2011 to November 30, 2011, inclusive, totaling of 45 business days.

1.2 Other Important Information

On September 28, 2011, the Offeror was notified by SICCO that its board of directors meeting issued a resolution to approve SICCO to enter the Share Sale and Purchase Agreement to sell all of its ordinary shares of the Company, or 446,457,860 shares or 70.06% of the Company's issued and paid-up shares to CIMB Securities International Pte Ltd at the price of THB 1.72 per share, and SICCO has entered into the SPA on September 29, 2011. The SPA has conditions which are required to be fulfilled before commencing the transaction as stated in Amended Tender Offer Form 247-4 as follows.

The sale of the Company's shares to CSI will be executed when the conditions precedent specified under the SPA have been fulfilled. Such conditions precedent include, but not limited to, the following:

- (a) All necessary approvals from the relevant authorities, such as the Securities and Exchange Commission, the Ministry of Commerce, shall have been obtained;
- (b) SICCO shall have received an approval from its shareholders' meeting for the sale of shares in the Company; and
- (c) The Company shall have received an approval from its shareholders- meeting for the amendment of its articles of association on the removal of the restriction on foreign shareholding

When the parties have fulfilled their conditions precedent, CSI will acquire all ordinary shares of the Company owned by SICCO. Following the successful acquisition of the aforementioned shares, CSI will be required to make a tender offer to purchase all shares of the Company in accordance with the Notification of the Capital Market Supervisory Board No. ThorJor. 12/2554 re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers, whereby the timing and procedures will be in compliance with the relevant laws and regulations.

Nonetheless, since the SPA between SICCO and CSI for the sale and purchase of the Company's shares contains some conditions precedent needed to be fulfilled, there are uncertainties that CSI will not acquire the Company's shares from SICCO should any of the aforementioned conditions precedent be not fulfilled, and thus, CSI might not acquire the Company's shares from SICCO, as well as will not be required to make the tender offer to purchase all shares of the Company from other shareholders.

Nevertheless, the sale of all of the Company's shares held by SICCO as mentioned is an action which falls within the scope that might affect the tender offer of SICCO by SCB, recently ended on September 22, 2011. According to the implication of Notification of the Capital Market Supervisory Board No. ThorJor. 14/2554 re: Actions or Exempt of Actions that May Impact the Tender Offer of the Company, SICCO is required to obtain a written consent from SCB, where SCB has given its consent to SICCO in selling all of its SSEC's shares held by SICCO to CSI, since SCB considered that SCB has to make a tender offer for all of the Company's securities solely due to regulatory compliance without any intention to acquire the Company whatsoever, as well as the price offered by CSI at THB 1.72 per share is higher than the Offer Price by SCB, which would benefit SSEC's shareholders who would enjoy a higher offer should CSI is obligated to make a tender offer for all shares after CSI acquires SSEC's shares from SICCO

1.3 Summarized Information of the Offeror

Siam Commercial Bank PCL was originally established on August 4, 1904. SCB is the leading universal banking group in Thailand, providing a wide array of financial products and services to meet the various needs of its broad range of customers. In addition to core services such as deposit and credit services, the Bank also provides tailored services to meet specific customer needs. Retail services include home loans, personal credit, car hire purchase, credit cards, ATM cards, debit cards, currency exchange facilities, and overseas remittances, as well as investment and bancassurance products. Beyond core services, for corporate and business customers, the Bank offers business cash-management related services, international trade financing, treasury products, debt and capital market products, corporate advisory, investment banking, and other related financial services. The services available from the Bank's subsidiaries and associates for both corporate and retail clients include securities trading, asset management, hire purchase, leasing, and life and general insurance.

Registered and paid-up capital of the Offeror

As of June 30, 2011, the Offeror had a registered capital of THB 70,000 million and paid-up capital of THB 33,991.92 million, divided into 3,393,017,377 ordinary shares with the par value of THB 10 per share and 6,174,821 preferred shares with the par value of THB 10 per share.

List of shareholders of the Offeror

List of top 10 shareholders of the Offeror as of September 7, 2011 is as follows:

Shareholder	Ordinary Shares (Shares)	Preferred Shares (Shares)	Total Shares (Shares)	% of Shares Held
1. Bureau of the Crown Property and Group	805,309,758	-	805,309,758	23.69
2. Vayupak Mutual Fund 1	785,798,200	-	785,798,200	23.12
3. Chase Nominees Limited 42	173,697,800	-	173,697,800	5.11
4. Thai NVDR Company Limited	147,928,515	6,900	147,935,415	4.35
5. HSBC (Singapore) Nominees Pte Limited	129,566,498	-	129,566,498	3.81
6. State Street Bank and Trust Company	121,967,134	-	121,967,134	3.59
7. Nortrust Nominees Ltd.	67,341,487	-	67,341,487	1.98
8. State Street Bank Europe Limited	66,276,900	-	66,276,900	1.95
9. Social Security Office (2)	48,383,207	-	48,383,207	1.42
10. Government of Singapore Investment Corporation C	48,244,000	-	48,244,000	1.42

Source: the Offeror's Form 247-4

Remark: Ministry of Finance held 3,051,786 ordinary shares, 0.09% of total share capital

List of board of directors of the Offeror

List of board of directors of the Offeror as of August 31, 2011 is as follows:

Name	Designation
1. Mr. Anand Panyarachun	Chairman of the Board, Independent Director, and Member of the Corporate Social Responsibility Committee
2. Dr. Vichit Suraphongchai	Director, Chairman of the Executive Committee, and Member of the Corporate Social Responsibility Committee
3. Mr. Maris Samara	Independent Director, and Chairman of the Audit Committee
4. Dr. Chirayu Isarangkun Na Ayuthaya	Director and Chairman of the Corporate Social Responsibility Committee
5. Mr. Chumpol Na Lamlieng	Independent Director and Chairman of the Nomination, Compensation, and Corporate Governance Committee
6. Khunying Jada Wattanasiritham	Independent Director and Member of the Corporate Social Responsibility Committee
7. Mr. Sumate Tanthuanit	Independent Director and Member of the Audit Committee
8. Assoc. Prof. Dr. Kulapatra Sirodom	Independent Director and Member of the Audit Committee
9. M.R. Disnadda Diskul	Director and Member of the Corporate Social Responsibility Committee
10. Professor Vicharn Panich, M.D.	Independent Director and Member of the Corporate Social Responsibility Committee
11. Mr. Aekkamol Keereewat	Independent Director and Member of the Nomination, Compensation, and Corporate Governance Committee
12. Ms. Supa Piyajitti	Director and Member of the Nomination, Compensation, and Corporate Governance Committee
13. Mr. Robert Ralph Parks	Independent Director and Member of the Nomination, Compensation, and Corporate Governance Committee
14. Mr. Thevan Vichitakul	Director and Member of Nomination, Compensation, and Corporate Governance Committee
15. Mrs. Kannikar Chalitaporn	President, Member of the Executive Committee, and Member of the Corporate Social Responsibility Committee
16. Mr. Bodin Asavanich	Director, Member of the Executive Committee, Senior Executive Vice President, and Group General Counsel

Source: the Offeror's Form 247-4

Summary of operating and financial highlights of the Offeror

(Units: THB million, except per share amount)	Audited Financial Statements						Audited Financial Statements	
	For the Year Ended						For the 6 Month Period	
	December 31						Ended June 30	
	2008		2009		2010		2011	
Company	Consolidated	Company	Consolidated	Company	Consolidated	Company	Consolidated	
Total Assets	1,261,987	1,275,133	1,268,083	1,294,047	1,465,949	1,476,764	1,601,167	1,686,270
Total Liabilities	1,137,426	1,147,237	1,131,968	1,153,125	1,316,574	1,321,659	1,436,639	1,510,963
Shareholders' Equity	124,561	127,896	136,116	140,921	149,376	155,105	164,527	175,307
Attributable to Equity Holders of the Bank	124,561	127,205	136,116	140,140	149,376	154,316	164,527	174,206
Attributable to Minority Interests	-	691	-	782	-	789	-	1,101
Ordinary Shares	24,829	24,829	33,920	33,920	33,926	33,926	33,929	33,929
Preferred Share	9,163	9,163	72	72	66	66	63	63
Issued and Paid-up Capital	33,992	33,992	33,992	33,992	33,992	33,992	33,992	33,992
Total Revenue*	81,495	88,472	75,715	81,712	81,544	86,334	51,259	67,037
Total Expenses**	47,460	53,339	44,066	48,180	44,643	47,781	27,939	38,135
Net Income	21,449	21,291	19,436	20,851	23,178	24,328	16,339	21,301
Attributable to Equity Holders of the Bank	21,449	21,414	19,436	20,758	23,178	24,206	16,339	2,1184
Attributable to Minority Interests	-	-123	-	93	-	122	-	117
# of Shares (Million Shares)	3,399	3,399	3,399	3,399	3,399	3,399	3,399	3,399
Basic Earnings Per Share (THB)	9.07	9.03	5.78	6.21	6.82	7.12	4.81	6.23
Diluted Earnings Per Share (THB)	6.32	6.30	5.72	6.11	6.82	7.12	4.81	6.23
Dividend Per Share (THB)	2.00	2.00	2.00	2.00	3.50	3.50	2.00	2.00
Book Value Per Share - Bank Only (THB)	36.64	37.42	40.04	41.23	43.94	45.4	48.40	51.25
Book Value Per Share (THB)	36.64	37.63	40.04	41.46	43.94	45.63	48.40	51.58

Notes: * Total Revenue includes Interest and Dividend Income and Non-Interest Income

** Total Expenses include Interest Expenses and Non-Interest Expenses while excluding allowance for doubtful account and loss from debt restructuring

Shareholders can see the details of the Offeror from Form 56-1 and its financial statements on the website of The Securities and Exchange Commission (www.sec.or.th) or The Stock Exchange of Thailand (www.set.or.th)

Source: the Offeror's Form 247-4

Significant encumbrances as per the notes to financial statements audited by the auditor

As of June 30, 2011, the Offeror had contingent liabilities which were avals to bills of THB 2,458 million, guarantee of loans of THB 364 million, liability under immatured import bills of THB 8,146 million, letters of credit of THB 17,789 million, other guarantees of THB 93,790 million, derivatives of THB 2,564,611 million, unused bank overdraft amount of THB 94,551 million and other contingencies of THB 806 million. It should be noted that these contingent liabilities were originated from normal banking operations.

Criminal records over the preceding five years of the Offeror and/or of a person authorized to bind the Offeror (in case the Offeror is a juristic person)

- None -

Pending litigation of the Offeror and/or their executive

The Offeror has an unsettled legal dispute which has the potential to negatively impact its assets, as the claimed amount was worth over 5% of net equity according to financial statements for the accounting period ended June 30, 2011:

Opposing Party: Thai Melon Polyester Public Company Limited

On 21 March 2007, Thai Melon Polyester Public Company Limited, as the plaintiff, filed a civil lawsuit against the Thai Asset Management Corporation (TAMC) and The Siam Commercial Bank Public Company Limited, including a number of individual person and juristic persons, collectively as the defendants, on the ground of tort, with a claimed amount of approximately THB 24,500 million. The plaintiff claimed that the Bank transferred the nonperforming assets of the plaintiff to TAMC not in compliance with law.

On 30 May 2008, the Civil Court dismissed this case of the plaintiff. After that, the plaintiff filed an appeal on 10 September 2008. The case was currently under the trial process at the Appellate Court.

In relation to the effect on the Bank, the Bank is of a view that it had not committed any tort as claimed by the plaintiff because the transfer of non-performing assets by the Bank to TAMC was lawfully made pursuant to the provisions of the Emergency Decree of the Thai Asset Management Corporation, B.E. 2544 (2001). If the Appellate Court would concur the judgment of the Civil Court, this legal claim should not have any adverse effect on the Bank.

2. Appropriateness of the Offer Price

The Tender Offeror proposes to purchase all of the Company's remaining 637,215,030 shares; accounting for 100.00% of total paid-up shares at the price of THB 1.46 per share, which is the acquisition cost of the Company's shares as per the chain principle requirement at the date the Offeror announced its intention to purchase all securities of SICCO. In the consideration for the appropriateness of the offering price, the Advisor has conducted the valuation by the following methodologies;

2.1 Book Value Approach

The share value calculated by using the book value approach represents the Company's book value shown in its latest audited or reviewed financial statements, which does not take into consideration the future operating performance as well as the overall economic and industry conditions.

Based on the Company's audited consolidated financial statements as of June 30, 2011, the book value per share is as follows:

Book Value per Share as of June 30, 2011	Unit : THB million
Total Assets	1,431.59
Less : Total Liabilities	491.51
Less : Non-Controlling Interests	-
Owners' (Shareholders') Equity	940.08
Issued and Paid-up Shares (in Million)	637.22
Book Value per share (THB)	1.48

* Par value of THB 1 per share

With the book value approach, the Company is valued at THB 1.48 per share. The Offering Price of THB 1.46 is lower than the book value by THB 0.02 per share, or 1.37% lower.

2.2 Adjusted Book Value Approach

The valuation was carried out by adjusting the book value presented in the Company's financial statements with the market or fair values of assets and liabilities including post-financial statement events as well as the increase/decrease in any contingent liabilities (if any). In this valuation approach, the Advisor referred to the Company's audited consolidated financial statements ended June 30, 2011 and considered important items which may affect the book value as follows.

2.2.1 Securities business receivables and derivatives business receivables

The Company classifies securities business receivables and derivatives business receivables based on the Notification of the Capital Market Supervisory Board on the non-performing receivables. According to the Company's consolidated financial statements ended June 30, 2011, the Company had the doubtful debts of THB 72,833,978, which the Company set the allowance for doubtful accounts for the entire amount of THB 72,833,978. The Company set the allowance for doubtful accounts by considering its securities and derivatives clients both individually and as a whole, as well as the fact that the Company assesses based on the Notification of the Capital Market Supervisory Board No. KorThor. 33/2543 and KorThor. 5/2544 dated August 25, 2000 and February 15, 2001, respectively, which this assessment includes the consideration of risks and the value of the 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.

Since the Company already has an accounting policy to record the securities and derivatives business receivables and set the allowance for doubtful accounts as of the consolidated financial statements

ended June 30, 2011 according to the Notification of the Capital Market Supervisory as mentioned above, hence, the Advisor did not make any further adjustment on the allowance for doubtful accounts from the Company's consolidated financial statements.

2.2.2 Net investment

According to the Company's consolidated financial statements ended June 30, 2011, the Company had net total trading securities amounts to THB 226,654,839, which it has an accounting policy to record the investment by its fair value. As for non-marketable securities of THB 8,228,750 which was the investment in TSFC Securities Public Company Limited ("TSFC") of 828,875 shares at the par value of THB 10 per share, which the Company recorded the corresponding investment at the initial cost.

When considered TSFC's financial statements ended June 30, 2011, its book value of equity is THB 1,152,421,610, or equivalently, THB 11.33 per share.

Therefore, the Advisor considered adjusting upward the net investment figure on the Company's financial statements to reflect the current book value of TSFC for an additional THB 1,106,116.

2.2.3 Employee benefits obligation

As of June 30, 2011, the Company and subsidiary calculated post-employment benefits employing actuarial technique. The Company and subsidiary recognized past service cost as expenses by using straight-line method over 5 years. As of June 30, 2011, the Company still had post-employment benefits obligation which had not yet been recognized as liabilities of THB 6,475,443. Hence, the Advisor used the post-employment benefits obligation of THB 6,475,443 to adjust downward the Company's book value.

2.2.4 Intangible assets

According to the Company's consolidated financial statements ended June 30, 2011, the Company owned net intangible assets amount to THB 14,400,572 with details as follows.

THB 9,753,718 of software, THB 41,700 of investment advisory fee and THB 15,841 of website development cost, which were stated at cost less accumulated amortization. The Advisor considered that the value of aforementioned assets in the consolidated financial statements is already in accordance with the generally accepted accounting standard.

As for other intangible assets, as shown in the financial statements, there were the license fee and TFEX membership fee of THB 3,414,469, which the Company tests for impairment using a fair value method of discounted cash flows on a semi-annual basis and intangible assets under development of THB 1,174,844. (As for the license fee of SSEC Asset Management Securities Co., Ltd., the Company has written off all of such license as stated in the financial statements for the first half of year 2011, as the subsidiary had registered for a dissolution.)

Moreover, there was other intangible asset not stated in the financial statements ended June 30, 2011 as the Company is a member of the Stock Exchange of Thailand, which might benefit from the Stock Exchange of Thailand's privatization plan, as the SET might allot its shares resulted from the

privatization to its members. However, there are uncertainties and insufficient information on the aforementioned privatization, such that the Advisor cannot assess the value of such benefit properly.

To sum up, the Advisor decided not to adjust the Company's intangible assets to the book value of the Company.

2.2.5 Contingent liabilities

In January 2011, the Company was filed a civil lawsuit against, with the claimed amount of THB 3,374,730. Subsequently, on July 19, 2011, the Civil Court rendered judgment dismissing. The management believes that the legal claim should not have any adverse effect on the Company. Therefore, the Company did not record any liability which might occur from such lawsuit in the financial statements ended June 30, 2011. According to the fact and the management's opinion, the Advisor considered not to use the Company's contingent liabilities to adjust the book value.

Details of Adjustment of Book Value	Unit : THB million
Owners' (Shareholders') Equity (Excluding Non-controlling Interest)	940.08
Adjustments	
Less Post-employment Benefits Which Have Not Yet Been Recognized as Liabilities	6.48
Add The Value of the Net Investment Increased from the Adjustment	1.11
Net Book Value, post-adjustment	934.71
Issued and Paid-up Shares (in Million)	637.22
Adjusted Book Value per share (THB)	1.4669

* Par value is THB 1 per share.

Therefore, the share value based on the adjusted book value approach would be THB 1.47 per share (rounded up from the yielded THB 1.4669 per share from the calculation). When comparing the adjusted book value with the Offering Price of THB 1.46, it can be seen that the offer price is lower than the adjusted book value approach by THB 0.0069 per share or 0.47%, which is notably close to the offer price made by the Offeror at THB 1.46 per share.

2.3 **Market Comparable Approach**

In valuation of market comparable approach, the Advisor referred to the latest consolidated financial statements of market comparables ended June 30, 2011. In order to make the data most updated, the cut-off date used for retroactive market data of comparable companies would be September 26, 2011, the last business day before submission of the Tender Offer (Form 247-4) by SCB (September 27, 2011). Market comparable approaches, which the Advisor considered to employ include:

- Price to Book Value Approach,
- Price to Earnings Approach, and

- Enterprise Value to Earnings before Interest, Income Tax, Depreciation, and Amortization Expenses Approach (EV/EBITDA)

Currently, the Company is traded in the Finance sector, Finance and Securities subsector from which the Advisor considers a set of 13 comparables listed companies whose offer the comparable products and services as those of the Company's as follows.

Comparables Companies	Ticker	Year-to-date Market Share ¹
1. Kim Eng Securities (Thailand) Public Company Limited	KEST	11.66%
2. Country Group Securities Public Company Limited	CGS	5.11%
3. Finansia Syrus Securities Public Company Limited	FSS	5.05%
4. Asia Plus Securities Public Company Limited	ASP	4.89%
5. Bualuang Securities Public Company Limited	BLS	4.88%
6. Phatra Capital Public Company Limited	PHATRA	4.81%
7. KGI Securities (Thailand) Public Company Limited	KGI	4.67%
8. Capital Nomura Securities Public Company Limited	CNS	2.56%
9. UOB Kay Hian Securities (Thailand) Public Company Limited	UOBKH	2.46%
10. Globex Holding Management Public Company Limited	GBX	2.36%
11. Trinity Watthana Public Company Limited	TNITY	1.31%
12. United Securities Public Company Limited	US	0.69%
13. OSK Securities (Thailand) Public Company Limited ²	OSK	0.51%

Source: Setsmart

Note: The market share excludes proprietary trading

1 – Year-to-date market share is calculated from the period from January 1, 2011 to September 26, 2011.

2 – BFIT Securities Public Company Limited has changed its name to OSK Securities (Thailand) Public Company Limited after all its securities were acquired by OSK Investment Bank Berhad, which has been effective since September 13, 2011.

Nevertheless, the Advisor did not include trading multiples of Finansia Public Company Limited (“FNS”) and Seamico Securities Public Company Limited (“ZMICO”) into account in assessing the equity value of the Company, since FNS and ZMICO have transferred out their securities brokerage businesses. Finansia Securities Co., Ltd. (“FSL”) which is a subsidiary of FNS has transferred its securities and derivatives brokerage business to Finansia Syrus Securities Public Company Limited. FSL has sought an approval for a temporary cessation of its securities and derivatives brokerage businesses since July 4, 2009. As for ZMICO, it has transferred its assets to KT ZMICO Securities Co., Ltd. since 2009. As a result, market prices of both companies after the aforementioned operations may not reflect the Company's comparable business.

The Advisor determined the Company's equity value market comparable approach by classifying the assessment into two cases as below.

Case I Comparing with the 13 companies operating in a securities business as delineated above

Case II Comparing with companies operating in a securities business with market share of the Company's, where it has market shares of approximately 1.3 – 2% within the last 5 years until present (2007 – 2011) and 2 – 3% within the 5 years prior (2001 – 2006). Therefore, the Advisor believes that comparisons with securities with the size close to the Company's by market share can better reflect the equity value of SSEC. The companies as narrated above comprise of 6 following companies: Capital Nomura Securities Public Company Limited ("CNS"), UOB Kay Hian Securities (Thailand) Public Company Limited ("UOBKH"), Globex Holding Management Public Company Limited ("GBX"), Trinity Watthana Public Company Limited ("TNITY"), United Securities Public Company Limited ("US"), and OSK Securities (Thailand) Public Company Limited ("OSK").

SICCO Securities Public Company Limited's market share from year 2001 to 2011

Year	2001	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011 ¹
Market Share	3.36%	2.40%	2.13%	2.28%	2.05%	2.13%	1.53%	1.50%	1.49%	1.48%	1.34%

Source: Setsmart

Note: The market share excludes proprietary trading

1 – Year-to-date market share is calculated from the period from January 1, 2011 to September 26, 2011.

Nevertheless, it is the Advisor's opinion that Case II can be used to better determine the value of the Company as the size of business in terms of market share is closer to that of the Company's than Case I. However, the Advisor also shows Case I for an illustration purpose as well.

2.3.1 Price to Book Value Approach

The price to book value approach is calculated by multiplying the Company's book value per share with the average price to book value ratio ("P/BV") of the listed comparables operating in a securities business ("Comparables").

Using this method, the Advisor assessed the Company's equity value by multiplying the book value of the Company derived from the audited financial statements as of June 30, 2011 with the average P/BV multiples of the Comparables as described above. Average P/BV multiples are based on historical 1 month, 3 months, 6 months, 9 months, and 12 months retroactive from September 26, 2011 (the last business day before the submission of Form 247-4 by SCB). Average P/BV multiples of the Comparables during the different period intervals can be shown in the table below.

Case I

Interval	Average P/BV of 13 Comparables* (x)	SSEC's Book Value (THB per share)	SSEC's Share Value (THB)
Retroactive 1 month	1.10	1.48	1.62
Retroactive 3 months	1.10	1.48	1.62
Retroactive 6 months	1.09	1.48	1.60
Retroactive 9 months	1.07	1.48	1.58
Retroactive 12 months	1.07	1.48	1.58

Source: Setsmart

* Comprised of ASP, BLS, CGS, CNS, FSS, GBX, KEST, KGI, OSK, PHATRA, TNITY, UOBKH and US

Case II

Interval	Average P/BV of 6 Comparables* (x)	SSEC's Book Value (THB per share)	SSEC's Share Value (THB)
Retroactive 1 month	0.74	1.48	1.09
Retroactive 3 months	0.74	1.48	1.10
Retroactive 6 months	0.72	1.48	1.07
Retroactive 9 months	0.70	1.48	1.03
Retroactive 12 months	0.68	1.48	1.00

Source: Setsmart

* Comprised of CNS, GBX, OSK, TNITY, UOBKH and US

With reference to the Company's financial statements ended June 30, 2011, the Company's book value per share was THB 1.48. By applying the P/BV multiples of the Comparables (Case II), the share value of the Company would range from THB 1.00 – 1.10 per share, which is THB 0.36 – 0.46, or 24.79% – 31.55% lower than the Offer Price.

2.3.2 Price to Earnings Approach

The price to earnings ratio approach is calculated by multiplying the Company's earnings per share with the average price to earnings per share ratio ("P/E") of the listed comparables operating in a securities business. The average P/E ratios of aforementioned companies are based on historical 1 month, 3 months, 6 months, 9 months, and 12 months values retroactive from September 26, 2011 (the last business day before the submission of Form 247-4 by SCB). The P/E multiples during difference period interval can be shown in the table below.

Case I

Interval	Average P/E of 11 Comparables* (x)	SSEC's Earnings per share** (THB per share)	SSEC's Share Value (THB per share)
Retroactive 1 month	7.32	0.11	0.83
Retroactive 3 months	7.76	0.11	0.88
Retroactive 6 months	8.51	0.11	0.97
Retroactive 9 months	9.80	0.11	1.12
Retroactive 12 months ¹	10.12	0.11	1.15

Source: Setsmart

* Comprised of ASP, BLS, CGS, CNS, FSS, GBX, KEST, KGI, PHATRA, TNITY and UOBKH. In this case, OSK and US are not included since their P/E ratios are 55.80x – 84.11x and 18.22x – 78.58x respectively, which significantly deviate from the mean (Outliers)

** Calculated using the last 4 trailing quarter data (from Quarter 3/2010 until Quarter 2/2011).

1 – GBX is not included since its retroactive 12 month P/E ratio is 42.09x, which significantly deviates from the mean (Outlier).

Case II

Interval	Average P/E of 4 Comparables* (x) ¹	SSEC's Earnings per share** (THB per share)	SSEC's Equity Value (THB per share)
Retroactive 1 month	8.75	0.11	1.00
Retroactive 3 months	9.53	0.11	1.09
Retroactive 6 months	10.84	0.11	1.24
Retroactive 9 months	13.51	0.11	1.54
Retroactive 12 months ¹	13.83	0.11	1.58

Source: Setsmart

* Comprised of CNS, GBX, TNITY, and UOBKH. In this case, OSK and US are not included since their P/E ratios are 55.80x – 84.11x and 18.22x – 78.58x respectively, which significantly deviate from the mean (Outliers)

** Calculated using the last 4 trailing quarter data (from Quarter 3/2010 until Quarter 2/2011).

1 – GBX is not included since its retroactive 12 month P/E ratio is 42.09x, which significantly deviates from the mean (Outlier).

According to the table above, the equity value derived by the P/E ratio approach (Case II) is THB 1.00 – 1.58 per share, the range which covers the Offering Price of THB 1.46 per share.

2.3.3 Enterprise Value to Earnings Before Interest, Taxes, Depreciation and Amortization (EV/EBITDA)

As regards to this approach, the equity value is calculated based on the enterprise value ("EV") that are derived by multiplying the earnings before interest, tax, depreciation, and amortization expenses ("EBITDA") with the EV/EBITDA multiples of the listed comparables operating in a securities business, in order to calculate the share value of the Company.

The calculation of the Company's equity value is as follows:

The Company's share value = [(The average EV/EBITDA of listed comparable companies x the Company's EBITDA per share) – (Market value of the Company's interest bearing debt per share – the Company's cash per share + the Company's non-controlling interest per share)]

where

EV = Market value of equity + Interest bearing debts – Cash + Non-controlling interest (Minority Interest)

Market value of equity = Share price x Total number of paid-up shares

With reference to the Company's consolidated financial statements ended June 30, 2011, its trailing 12-month EBITDA was THB 143 million (From July 1, 2010 to June 30, 2011), while it had no interest bearing debts, and cash of approximately THB 96 million.

Under this method, the Advisor used the average EV/EBITDA multiples from the listed comparable companies operating in a securities business. The calculation in this method shows the share value calculated by multiplying the Company's EBITDA with the average EV/EBITDA multiples of the listed comparable companies within the finance and securities subsector, less the total interest bearing debt and non-controlling interest, and then add the Company's cash. When considering the average EV/EBITDA ratios of the aforementioned companies based on historical 1 month, 3 months, 6 months, 9 months, and 12 months retroactive from September 23, 2011 (the last business day before the submission of Form 247-4 by SCB). The EV/EBITDA during different period interval and the calculations can be laid out as in the table below:

Case I

Interval	Average EV/EBITDA of 12 Comparables* (x)	SSEC's EBITDA (THB/share)**	(Interest Bearing Debt – Cash + Non-controlling Interest) (THB/share)	SSEC's Equity Value (THB/share)
Retroactive 1 month	3.48	0.23	-0.15	0.93
Retroactive 3 months	3.68	0.23	-0.15	0.98
Retroactive 6 months	3.89	0.23	-0.15	1.03
Retroactive 9 months	4.27	0.23	-0.15	1.11
Retroactive 12 months	4.70	0.23	-0.15	1.21

Source: Setsmart

* Comprised of ASP, BLS, CGS, CNS, FSS, GBX, KEST, KGI, PHATRA, TNITY, UOBKH and US. In this case, OSK is not included since it has EV/EBITDA of 13.82x – 18.13x, which deviate significantly from the mean (Outlier).

** Calculated using the last 4 trailing quarter data (from Quarter 3/2010 until Quarter 2/2011)

Case II

Interval	Average EV/EBITDA of 5 Comparables* (x)	SSEC's EBITDA (THB/share)	(Interest Bearing Debt – Cash + Minority Interest) (THB/share)	SSEC's Equity Value (THB/share)
Retroactive 1 month	3.33	0.23	-0.15	0.90
Retroactive 3 months	3.50	0.23	-0.15	0.94
Retroactive 6 months	3.88	0.23	-0.15	1.02
Retroactive 9 months	4.28	0.23	-0.15	1.11
Retroactive 12 months	4.77	0.23	-0.15	1.22

Source: Setsmart

* Comprised of CNS, GBX, TNITY, UOBKH and US. In this case, OSK is not included since it has EV/EBITDA of 13.82x – 18.13x, which deviate significantly from the mean (Outlier).

** Calculated using the last 4 trailing quarter data (from Quarter 3/2010 until Quarter 2/2011)

The average EV/EBITDA multiples (Case II) range from 3.33x – 4.77x, while the Company's EBITDA is approximately THB 143 million, equaling to THB 0.23 per share. Using the approach as shown in the table above, the Company's share value can be obtained at THB 0.90 – 1.22 per share, which is lower than the offer price by THB 0.24 – 0.56 per share, or 16.21% and 38.39% respectively.

2.4 Market Value Approach

This equity valuation approach is based on the volume weighted average closing prices of the Company's shares traded on the SET. The Advisor considered the weighted average of both the closing prices and the volumes for the past one year ended on September 26, 2011, the last business day before SCB submitted Form 247-4, and can be summarized as below.

Interval	Weighted Average Close Price (THB per share)	Average Daily Trading Volume (Share)	% of Average Daily Trading Volume to Total Paid-up Shares
Retroactive 1 month	1.49	1,408	0.24
Retroactive 3 months	1.48	3,632	0.59
Retroactive 6 months	1.34	3,676	0.59
Retroactive 9 months	1.28	2,854	0.46
Retroactive 12 months	1.25	2,352	0.38

Source: Setsmart

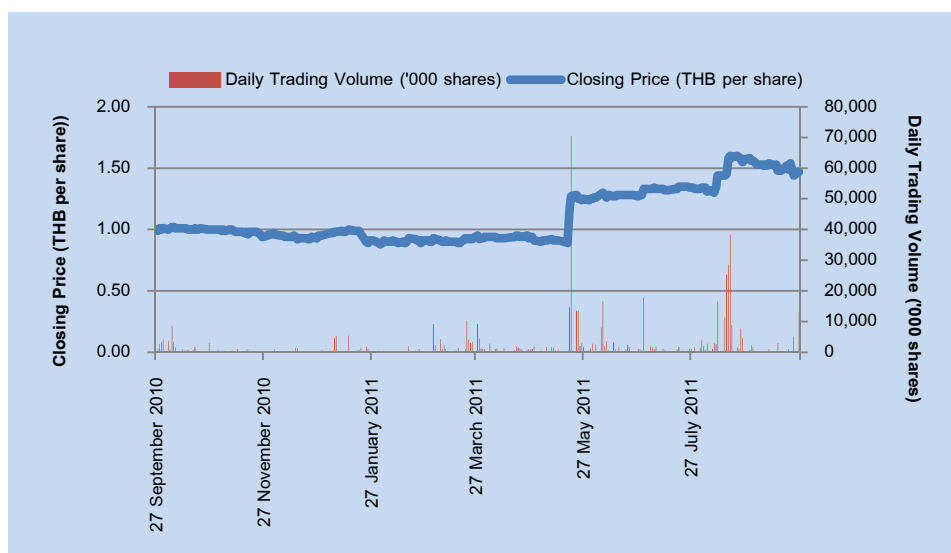


Figure 1 : Trading Information of SSEC from September 27, 2010 to September 26, 2011.

Source : Setsmart

Under the market value approach, the Company's share value can be derived at THB 1.25 – 1.49 per share, which is the range that covers the offer price of THB 1.46 per share.

2.5 Discounted Cash Flow Approach (“DCF”)

Discounted cash flow approach (“DCF”) shows the value of the Company by considering its profitability in the future by using the net free cash flow to firm (“FCFF”) that can be generated in the future, discounted at the appropriate discount rate. This approach is based on various key assumptions that reflect the business fundamentals and the industry trend, without any significant changes in the future. As a result,

the equity value could change otherwise if underlying key assumptions vary sensibly according to altering economic conditions.

Under a going concern basis, the scope of the Advisor's work in this exercise are preparing financial projections under several key assumptions and the current conditions without any significant changes, by referring to the Company's past financial statements, historical performance, industry information, the Company's public information as well as the policy and plans of business operations derived from interviews with the Company's management and relevant officials without considering any changes in operations which may occur under the Offeror (As-is Basis). The Advisor prepared financial projections for SSEC and its subsidiary, SICCO Advisory Co., Ltd. ("SAC") for the next 4 years and 6 months commencing July 2011 until December 2015 by using the Company's audited financial statements ended June 30, 2011 as the base for preparing the projections.

These financial projections are solely prepared for the purpose of valuation in comparison with the Offering Price. However, if various internal and external factors such as economic conditions and the current situation of the Company materially change from the assumptions used in the projections, the equity value obtained by this DCF exercise may also change accordingly. The Advisor cannot warrant the accuracy and completeness of all information provided by the Company and/or the Company's management, which the Advisor's opinion is based on the assumption that the aforementioned information and documents are complete and accurate according to the facts.

Key Assumptions used in Valuation of the Company's share

2.5.1 Revenue Assumptions

1. Brokerage fees from securities business

Key Assumptions of Brokerage fees from securities business

Unit : THB million	<-----Forecasted----->							
	2009	2010	Jan-Jun 2011	Jul-Dec 2011	2012	2013	2014	2015
Average daily securities trading value	18,226	29,066	30,808					
Average daily securities trading value (excluding proprietary trading)	17,777	25,571	27,199	27,199	31,722	31,722	31,722	31,722
SSEC's market share of the securities brokerage business (excluding proprietary trading) (%)	1.49%	1.48%	1.35%	1.42%	1.42%	1.42%	1.42%	1.42%
Average securities brokerage fee rate (%)	0.23%	0.18%	0.18%	0.18%	0.16%	0.16%	0.16%	0.16%
Number of trading days (days)	243	242	119	124	243	243	243	243
Brokerage fees from securities business	290	337	156	173	356	356	356	356

- Projection of average daily securities trading value

The Advisor estimated the average daily securities trading value of the SET and the MAI (excluding proprietary trading) of the latter six months of 2011 equal to THB 27,199 million, by referring to the actual average daily securities trading value of the first six months of 2011, and estimated the value of the average daily securities trading value of 2012 as THB 31,722 million by referring to the compound annual

growth rate (CAGR) of the average daily securities trading value in the past three years (2008 – 2010) of 16.6% and set the aforementioned value throughout the projected years 2012 – 2015.

- Projection of the Company's market share of the securities brokerage business

The Advisor estimated the Company's market share of the securities brokerage business in the latter 6 months of year 2011 to 2015 as a constant rate of 1.42% by referring to the Company's actual securities brokerage market share in 2010 and the first 6 months of 2011. Nevertheless, the aforementioned rate is higher than 1.35%, the Company's current market share. The Advisor consider that the rate assumed reflects the management's policy and target to raise the Company's market share to be higher than at present.

- Projection of the average securities brokerage fee rate

The Advisor estimated the average securities brokerage fee rate in the latter 6 months of the year 2011 as 0.18% of the securities trading value, by referring to the Company's actual average securities brokerage fee rate in 2010 and the first 6 months of 2011. However, the effects from the full liberalization of the securities business in 2012, the Advisor sees that the Company will get affected as well. The assumed average securities brokerage fee rate in 2012 – 2015 of 0.16%, decreased from 2011 by approximately 10%.

According to the aforementioned assumptions, the Brokerage fees from securities business in 2011 to 2015 is THB 330 – 356 million, or 76.3% – 78.5% of the total revenue.

2. Brokerage fees from derivatives business

Key Assumptions of Brokerage fees from derivatives business

Unit : THB million	2009	2010	<-----Forecasted----->					
			Jan-Jun 2011	Jul-Dec 2011	2012	2013	2014	2015
Average daily derivatives trading volume (contracts)	12,771	18,676	30,997	30,997	39,988	39,988	39,988	39,988
SSEC's market share of the derivatives brokerage business (%)	1.86%	0.73%	0.61%	0.67%	0.67%	0.67%	0.67%	0.67%
No. of trading days (days)	243	242	119	124	243	243	243	243
Brokerage fees from derivatives business	34	16	10	12	30	30	30	30

- Projection of average daily derivatives trading volume

The Advisor estimated the average daily derivatives trading volume of the latter six months of 2011 equal to 30,997 contracts, by referring to the actual average daily derivatives trading volume of the first six months of 2011, and the fact that the Stock Exchange of Thailand has been consistently developed new products to trade in the derivatives market. The oil futures are to be traded commencing in the 4th quarter of 2011 which the trading volume is expected to highly increase in 2012 from this year. The Advisor expects the average daily derivatives trading volume in 2012 as 39,988 contracts by referring to the compound annual growth rate (CAGR) of the average daily derivatives trading volume in the past three years (2008 – 2010) of 29.0% and set the aforementioned value throughout the projected years 2012 – 2015.

- Projection of the Company's market share of the derivatives brokerage business

The Advisor estimated the Company's market share of the derivatives brokerage business in the latter 6 months of year 2011 to 2015 as a constant rate of 0.67% by referring to the Company's actual derivatives brokerage market share in 2010 and the first 6 months of 2011. Nevertheless, the aforementioned rate is higher than 0.61%, the Company's current market share. The Advisor consider that the rate assumed reflects the management's policy and target to raise the Company's market share to be higher than at present.

- Projection of the average derivatives brokerage fee rate

The Advisor estimated the Company's average derivatives brokerage fee rate in the latter 6 months of year 2011 to 2015 as THB 230 per contract (i.e. options and futures on SET50 index, common stock, gold price and interest rate) as a constant rate throughout the projected years, by referring to the actual average derivatives brokerage fee rate in 2010 and the first 6 months of 2011.

According to the aforementioned assumptions, the Brokerage fees from derivatives business in the latter 6 months of 2011 to 2015 is THB 22 – 30 million, or 5.2 – 6.5% of the total revenue.

3. Fees and services income

These include mutual fund selling agent fees, revenues from financial advisory from SAC, which consists of financial advisory fees and securities underwriting fees. The Advisor estimated Fees and services income according to the Company's projections, having key assumptions as follows.

- Projection of the mutual funds selling agent fees

The Advisory referred to the Company's projection which expects the size of unit trusts of mutual funds, which the Company is the selling agent in the latter 6 months of 2011, to be close to the size of funds in the first 6 months of 2011, and has the average growth rate in 2012 – 2015 of approximately 6.7%. The Company projected the fees from being the mutual fund selling agent to be close to the fees in the past (2009 – the first 6 months of 2011).

- Projection of the Revenues from financial advisory

The Advisor referred to the Company's projection which expects the revenue from financial advisory fees and securities underwriting fees of SAC's in 2011 – 2015 to be THB 11 – 17 million, or 2.7 – 3.7% of the total revenue. The Revenues from financial advisory in the first 6 months of 2011 was THB 7.3 million.

4. Interest on margin loans

It is the Company's policy to lend to its clients for the purpose of securities purchase while using the purchased securities as collaterals (Credit Balance), which amounts to THB 600 million throughout the projected years 2011 – 2015. The projected interest rate are derived from the current Company's interest rate and from comparables in the industry. The interest on margin loans accounts for 8.7 – 8.8% of the total revenue.

5. Gain (Loss) on Securities Trading

The Advisor projected the profit from securities trading based on the Company's policy in divest its investment in securities, which reduces from THB 227 million as of June 30, 2011 to THB 65 million at year-end 2011 and increases to THB 100 million throughout the projected years 2012 – 2015. The majority of the investment is in the form of unit trusts and the estimated return from securities investment is equal to the Company's actual rate of return in 2010 and the first 6 months of 2011.

6. Interest and dividend income

The Advisor projected the interest income from the average invested amount and the average interest rate as forecasted by the Company, by referring to the Company's actual invested amount and interest rate occurred in 2010 and the first six months of 2011, which resulted in THB 7.8 million of the Company's interest income per annum in 2011 – 2015.

The Advisor projected the rate of return of dividends by referring to the Company's average dividend yield in 2010 and the first six months of 2011, while the amount invested in securities decreases according to the aforementioned policy. The Advisory expect the dividend income in 2011 – 2015 to account for 0.1% of the total revenue.

7. Other revenue

Other revenue consists of profits (loss) from asset sales and other service fees, for instances. The Advisor projected other revenue to be 0.26% of the brokerage fees from securities business, brokerage fees from derivatives business and fees and services income, which is based on the Company's actual average aforementioned ratio in 2010 and the first 6 months of 2011.

Summary of Projected Revenues

Unit : THB million	<-----Forecasted----->							
	2009	2010	Jan-Jun 2011	2011	2012	2013	2014	2015
Brokerage fees from securities business	289.7	336.9	156.5	329.7	356.4	356.4	356.4	356.4
Brokerage fees from derivatives business	33.7	15.9	9.9	21.7	29.9	29.9	29.9	29.9
Fees and services income	9.1	15.0	11.8	19.9	24.8	27.3	28.6	30.2
Interest on margin loans	28.0	31.2	17.7	36.9	40.5	40.5	40.5	40.5
Gain (Loss) on securities trading	1.2	1.3	1.7	2.3	0.7	0.7	0.7	0.7
Interest and dividend income	7.6	6.3	4.0	8.3	8.1	8.2	8.2	8.2
Other revenue	0.2	0.0	0.9	1.4	1.1	1.1	1.1	1.1
Total revenue	369.5	406.7	202.5	420.1	461.4	464.0	465.3	466.9

2.5.2 Assumptions on Costs and Operating Expenses

1. Financial Costs

The Company has the policy of using internal working capital to finance its operations, as opposed to borrowing. Therefore, the borrowing cost is the interest payment on cash collateral of securities business and derivatives business clients. The Advisor projected the financial cost to be constant throughout

the years 2011 – 2015 of THB 3.6 million per annum, based on the estimation of the Company's and compared to the amount of average client's cash deposits and the Company's average actual interest payment in 2010 and the first 6 months of 2011.

2. Fees and services expenses

These include fees or service expenses which the Company pays to service providers related to the securities and derivatives business such as the Stock Exchange of Thailand, Thailand Futures Exchange, Thailand Securities Depository and Thailand Clearing House for example. This can be divided into 1) fixed fees 2) variable fees. The Advisor projected the fixed fees equal to THB 10 million, constant throughout the years 2011 – 2015, based on the Company's actual fixed fees in 2010 and the first 6 months of 2011 (adjusted to be for the full year). As for the main variable fees which are the trading fees, clearing fee, and regulatory fees, which are proportional to the Company's securities and derivatives trading value. The Advisor projected the variable fees based on the Company's rate of fees actually occurred in the first 6 months of 2011. The total fees paid is approximately 7.1 – 7.5% of the total revenue.

3. Personnel Expenses

These can be divided into 1) fixed personnel expenses i.e. employee salaries and benefits, directors' remuneration. The Advisor projected employee salaries of the Company's and its subsidiaries' based on the Company's projections and assumptions on salary increase rate in 2012 – 2015 at 5% per annum according to the Company's policy and projected employee benefits based on the Company's projections according to its manpower and personnel training plan. As for the directors' remuneration, the Advisor used the constant projection of THB 2.39 million per year as of 2010. 2) variable personnel expenses include commission/incentive to marketing officers as a percentage of brokerage fees of each officer. The Advisor projected the marketing officers' variable expenses equal to the Company's actual rate occurred in the first 6 months of 2011 and constant throughout the projections.

4. Operating Expenses

The important expenses include 1) premises and equipment expenses such as rental, repair and maintenance expenses, insurance expenses and office equipment expenses, for example. 2) other expenses. The Advisor projected the premises and equipment expenses and other expenses in years 2011 – 2015 based on the Company's actual 2010 data and adjusted upward based on the inflation rate of 3.55% per annum, referring to the average inflation forecast in 2011 – 2012 by the Bank of Thailand (as of July 22, 2011). 3) Tax, which is specific business tax in this case. The Advisor projected the specific business tax incurred from lending money at the rate of 3.3% of the interests earned by the Company. 4) depreciation and amortization based on the future investment plan of the Company's which invests in office equipments and information system and the Company's present policy on depreciation and amortization.

5. Allowance (Reversal) of bad debt and doubtful accounts

The Company has a policy to set the allowance for doubtful accounts by assessing debtors' status individually, estimating the default risk and collateral value, and set allowance for doubtful accounts when any particular debt does not have enough collateral or there is a chance of partly default. The

Company estimated the reversal of bad debt and doubtful accounts in 2011 – 2013 equal to THB 5.68, 0.68 and 0.01 million respectively, as a result from debt payment from current debt settlement agreements.

Summary of Costs and Operating Expenses

Unit : THB million	<-----Forecasted----->							
	2009	2010	Jan-Jun 2011	Jul-Dec 2011	2012	2013	2014	2015
Financial Costs	2.6	2.8	1.7	3.6	3.6	3.6	3.6	3.6
Fees and services expenses	27.0	29.9	13.8	29.9	34.5	34.5	34.5	34.5
Personnel Expenses	209.9	222.1	106.3	226.7	240.8	246.1	247.5	253.4
Operating Expenses	104.4	104.0	48.0	110.0	112.7	108.7	108.4	107.9
Reversal of of bad debt and doubtful accounts	- 5.4	- 9.8	- 3.2	- 5.7	- 0.7	- 0.0	0	0
Total Costs and Operating Expenses	338.5	348.9	166.6	364.5	390.9	392.8	394.0	399.3

2.5.3 Assumptions on Corporate Income Tax

The rate of corporate income tax in projected years was assumed to be 30%.

2.5.4 Assumptions on Terminal Value

The Advisor considered the Company's terminal value by calculating from the constant growth model, assuming the going concern and the growth of the FCFF at a constant rate of 0%. The FCFF of the years after the projection does not change from the last projected year (2015), which reflects that the Company has significant change in neither its policy nor business plan.

2.5.5 Assumptions on Discount Rate

Since the Company uses its working capital and equity in its operations, presently has no debt, and is without any plan to borrow in the future, therefore, the Advisor considered using cost of equity (K_e) to calculate the present value of the Company's cash flows, in order to reflect the actual cost of shareholders'. The details are as follows.

$$K_e = R_f + \beta \times (R_m - R_f)$$

where R_f = The risk-free rate of 3.83%, based on the yield of 10-year Thai Government Bond as of September 26, 2011

R_m = The market rate of return in the assumption is 15.61%, based on the weekly 10-year average rate of return of the SET index as calculated by Bloomberg as of September 23, 2011

β = The beta coefficient, the measure of the rate of change in the rate of return of the Company's equity with respect to the rate of return of the SET, calculated weekly using the period of the past 2 years by Bloomberg as of September 23, 2011, is equal to 0.56

According to the details outlined above, the calculation would yield the cost of equity (Ke) of 10.43% for the purpose of being used as the discount rate, in order to calculate the present value of the FCFF. The calculation details are as follows.

Valuation of the Company's Share – Base Case

Unit : THB million (unless stated otherwise)

Unit : THB million	<-----Forecasted----->				
	Jul – Dec 2011	2012	2013	2014	2015
Free Cash Flow to Firm	85.12	62.88	55.48	53.06	47.16
Terminal Value					452.27
PV of Free Cash Flow to Firm	81.00	54.19	43.29	37.50	30.18
PV of Terminal Value					289.45
Total PV of Free Cash Flow to Firm and Terminal value	535.61				
(Plus) Cash and Cash Equivalents as of June 30, 2011*	95.72				
Equity Value	631.33				
Total issued and paid-up Shares (million shares)	637.22				
Equity Value per Share (THB per share)	0.99				

* As of June 30, 2011, the Company has no interest bearing debt.

According to this DCF approach, the Advisor derived the share value of THB 631.33 million or THB 0.99 per share, which is lower than the offer price of THB 1.46 by THB 0.47 or 32.14%.

Sensitivity Analysis

In valuing the Company's share, the Advisor also performed a sensitivity analysis by selecting two main factors which may affect the equity value. The Advisor selected two variables used to perform the sensitivity analysis as follows.

- 1) The average daily securities trading value (excluding proprietary trading) in 2012 – 2015, which was adjusted 5% upward/downward from the base case, which the resulting average daily securities trading value ranges from THB 30,136 million to THB 33,309 million.
- 2) Cost of equity (Ke) which was adjusted 0.50% upward/downward from the base case, which the resulting Ke ranges from 9.93 to 10.93 throughout the projected period.

Additionally, the government is currently in the process of considering a policy to reduce the corporate income tax from 30% to 23% in 2012 and 20% from 2013 onward. The Advisor believes that this can affect the Company's equity value in the future, and thus performed an additional sensitivity analysis in the case which the corporate income tax is reduced according to the government's policy to 23% in 2012 and 20% from 2013 onward.

The sensitivity analysis of the equity value of Company (the case where corporate income tax is 30% throughout the projections) can be summarized as in the table below:

Unit : THB million

Equity Value (Corporate Income Tax of 30% Throughout) Unit : THB million	Average daily securities trading value in 2012 - 2015			
	THB 30,136 million (-5%)	THB 31,722 million (Base Case)	THB 33,309 million (+5%)	
Cost of Equity	9.93% (-0.5%)	569.74	654.45	739.16
(Ke)	10.43% (Base Case)	550.74	631.33	711.92
	10.93% (+0.5%)	533.44	610.30	687.15

The sensitivity analysis of the equity value of Company (the case where corporate income tax decreases according to the government's policy) can be summarized as in the table below:

Unit : THB million

Equity Value (Corporate Income Tax Decreases According to the Government's Policy) Unit : THB million	Average daily securities trading value in 2012 - 2015			
	THB 30,136 million (-5%)	THB 31,722 million (Base Case)	THB 33,309 million (+5%)	
Cost of Equity	9.93% (-0.5%)	621.16	716.71	812.26
(Ke)	10.43% (Base Case)	599.42	690.27	781.13
	10.93% (+0.5%)	579.64	666.23	752.83

According to the sensitivity analysis by considering average daily securities trading value and cost of equity (Ke) as above, both cases of constant 30% and decreasing corporate income tax according to the government's policy, it is found that the Company's equity value ranges between THB 533.44 – 812.26 million or THB 0.84 – 1.27 per share, which is lower than the offer price of THB 1.46 by THB 0.19 – 0.62 per share or 12.69% to 42.66%.

3. The Advisor's Opinion on the Reasonableness of the Offer Price

Summary of The Company's share Valuation

Unit : THB per share

Share Valuation Approach	Share Value per Share as Determined by the Advisor	Offer Price	The Estimated Value is Higher (Lower) than the Offer Price By	Reasonableness of the Approach
1. Book Value Approach	1.48	1.46	0.02	X
2. Adjusted Book Value Approach	1.4669	1.46	0.0069	√
3. Market Comparable Approach				
• P/BV Approach	1.00 – 1.10	1.46	(0.36) – (0.46)	X
• P/E Approach	1.00 – 1.58	1.46	(0.46) – 0.12	X
• EV/EBITDA Approach	0.90 – 1.22	1.46	(0.24) – (0.56)	X
4. Market Value Approach	1.25 – 1.49	1.46	(0.21) – 0.03	X
5. DCF Approach				
• Base Case	0.99	1.46	(0.47)	X

Share Valuation Approach	Share Value per Share as Determined by the Advisor	Offer Price	The Estimated Value is Higher (Lower) than the Offer Price By	Reasonableness of the Approach
<ul style="list-style-type: none"> Sensitivity Analysis Including Both Cases of Corporate Income Tax of 30% and Decreasing Corporate Income Tax According to the Government's Policy Included 	0.84 – 1.27	1.46	(0.19) – (0.62)	

The Advisor has opinions on the reasonableness of each methodology as follows:

- 1) Book Value Approach** relies on information as stated on the Company's most recent financial statements, which the accuracy depends on the precision of the information according to the underpinned accounting policy, in order to value the Company's equity. Nonetheless, it might not reflect the true value of some assets or liabilities and any obligations. The Advisor decided **not to use** the share value as determined by the book value approach as the appropriate share value. Moreover, this approach fails to exhibit competitiveness and profitability in the future.
- 2) Adjusted Book Value Approach** is the approach which adjustments on value of assets and liabilities from the book value approach to better reflect their true values by considering to adjust any obligations, fair value or market value of assets and liabilities, which the Advisor believes that this equity valuation approach can reflect the net asset value better than the book value approach, as well as the fact that SCB has the Offeror's policy and management plan to merge the Company's operations or sell the Company's shares to other interested parties in the future. The Advisor views that the company's shareholders should receive the price which reflects the intrinsic value to shareholders. Therefore, the Advisor determines **to use the adjusted book value approach as the appropriate share value.**
- 3) Market Comparable Approach** is the approach that reflects the Company's equity value from investors' perspective on the Company's net asset value by comparing with the average P/BV of comparable companies, or the Company's profitability by comparing with the average P/E and EV/EBITDA of comparable companies. Nonetheless, comparable companies might be affected by different financial structures, accounting policy, and different effective tax rates. Moreover, they are simply analyses from historical ratios, which may not reflect the characteristic of the industry which will be fully liberalized in 2012. Therefore, the Advisor decided **not to use** the share value as determined by the market comparable approach as the appropriate share value.
- 4) Market Value Approach:** The market value approach refers to historical trading information of the Company in the stock exchange market. Theoretically, the market price should reflect the fundamentals of the Company's business operation, market sentiment, stock liquidity and the value expectation from both investors and research analysts. However, the recent Company's market prices, especially after the Offeror made a tender offer of SICCO's shares, have been affected by the

speculation of the Company's tender offer price according to the chain principle, as well as the merger news related to the Company, and thus the market prices in the corresponding period might not reflect the true fundamentals of the Company's business operations. Therefore, the Advisor decided **not to use** the share value as determined by the market value approach as the appropriate share value.

- 5) **Discounted Cash Flow (DCF) Approach** is the equity valuation based on financial projections, which are based on assumptions from historical operations, information from current management interviews, information on the industry and other references, and is a valuation based on an as-is basis without considering any changes in operations which may occur under the Offeror. However, if various internal and external factors such as economic conditions and the current situation of the Company materially change from the assumptions used in the projections, the equity value obtained by this DCF exercise may also change accordingly. The Advisor considered this valuation approach as inappropriate since the Offeror plans to possibly merge the Company's operation with one of the Offeror's affiliates at the price based on market price or book value of the Company at the time of the merger, or divest all shares of the Company held by the Offeror and SICCO to interested investors at the price deemed appropriate by the Offeror or via a public auction where the price will be determined. As a result, this valuation approach, which has the underlying assumption of going concern without significant changes, is not consistent with such plan and policy. Therefore, the Advisor decided **not to use** the share value as determined by the discounted cash flow approach as the appropriate share value.

To summarize, the Advisor decided to use the share value as determined by the adjusted book value approach of THB 1.47 per share (rounded up from THB 1.4669 per share as calculated) as the appropriate share value of the Company. When compared to the offer price at THB 1.46 per share, it can be seen that the offer price is lower by THB 0.0069 or 0.47%, which is notably close to offer price made by the Offeror at THB 1.46 per share. **Therefore, the Advisor considers that the offer price at THB 1.46 per share is appropriate.**

4. **Reasons for Acceptance and/or Rejection of the Tender Offer**

4.1 **Reasons for Rejection of the Tender Offer**

1. **SICCO has entered into the SPA to sell all its SSEC's ordinary shares to CSI at the price of THB 1.72 per share, which is higher than the Offer Price**

On September 29, 2011, SICCO has entered the Share Sale and Purchase Agreement to sell all of its ordinary shares of the Company, or 446,457,860 shares or 70.06% of the Company's issued and paid-up shares to CSI at the price of THB 1.72 per share, which is higher than the Offer Price by 17.8%. **However, there are conditions that** the sale of the Company's shares to CSI can be executed only when all the conditions precedent as specified in the agreement are fulfilled. If succeed, after CSI has purchased the aforementioned shares from SICCO, CSI is further required to make a tender offer for all remaining shares in accordance with the Notification of the Capital Market Supervisory Board No. ThorJor. 12/2554 re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers, **which CSI is required to make a tender offer from other remaining shareholders of SSEC at the price of no lower than THB**

1.72 per share, which CSI purchases the shares from SICCO, where the details of the offer price and conditions will be specified in the tender offer form of CSI in the future. The timeframe and other procedures will be according to rules and conditions as prescribed by the relevant law.

Shareholders should take into consideration the procedures, risks, timeframe, the probability that the SSEC shares purchase between SICCO and CSI will materialize in the future, and other relevant factors to decide whether to accept or reject this Tender Offer. By referring to SICCO's information on disposal of asset via the Electronic Listed Company Information Disclosure (ELCID) system on the SET's website on September 30, 2011, the Advisor evaluated the procedures, risks, timeframe, the probability that the SSEC shares purchase between SICCO and CSI based on similar precedent cases and other publicly disclosed information, and has a remark on the conditions precedent on the SPA for the shareholders consideration as follows.

a) Obtainment of approvals from the relevant governmental authorities and/or regulatory bodies such as the Securities and Exchange Commission and the Ministry of Commerce, for example

The Advisor has an assumption that if the approval seekers (CSI and/or SICCO and/or SSEC, including relevant parties) proceed in accordance to each authority's rules and has all qualifications as designated in the rules and procedures, the approval seekers shall obtain the approval as applied to authorities within the timeframe as specified by each authority. In 2006, CSI once before carried out the same process and obtained an approval to become a major shareholder of CIMB-GK Securities (Thailand) Ltd. Presently, the Company is in the process of preparing documents for submission to relevant authorities within this October 2011.

The Advisor considered main issues needed to be approved by the relevant governmental authorities and/or regulatory bodies as follows.

- The Ministry of Commerce approves CSI a foreign business license

According to the Foreign Business Act B.E. 2542 (1999) section 17, the foreigners shall submit the applications to the Minister or Director-General in accordance with the rules and procedures prescribed in the ministerial regulations. The Cabinet or the Director-General shall approve or give permission, as the case may be, within 60 days of the date of the application. In the case where there is a cause for the Cabinet to be unable to give the approval within the period, it shall be extended as necessary but shall not exceed 60 days from the lapse of the period.

- The SEC approves CSI to be a major shareholder of SSEC

According to rules of the SEC, a securities company is required to apply for approval of person to be a major shareholder, and to submit supporting documents to the SEC. The SEC shall notify the result of examination of the application for approval to the securities company within thirty days from the date of receipt of the correct and complete documents, except in case it is necessary to examine additional facts and the SEC has notified the securities company before the end of such thirty days period, the SEC may extend the consideration period as the additional facts may require.

- CSI and SSEC obtain an approval from other relevant agencies to complete the transaction (if any)

If there are any related regulations by other related agencies beside as mentioned above, the relevant parties are required to apply for approvals as designated by the regulations.

Nevertheless, based on the case of the share purchase of OSK Securities (Thailand) Public Company Limited ("OSK") (Formerly BFIT Securities Public Company Limited) between Bangkok First Investment & Trust Public Co., Ltd. ("BFIT") and OSK Investment Bank Berhad ("OSK Invest"), the process took approximately 4 months from the signing date of the corresponding share sale and purchase agreement on April 1, 2011 to the commencement of the tender offer for all OSK's shares from other shareholders on August 5, 2011.

However, the time required to approve may significantly differ in each case, and cannot be exactly predetermined, as it depends on procedures and discretion of related authorities' officers to consider.

b) SICCO shall have received an approval from its shareholders' meeting for the sale of shares in the Company

SICCO will hold a shareholders' meeting to seek for approval to sell the Company's shares, which **the resolution is required to be approved by at least three-fourths** of the votes of the attended shareholders who are eligible to vote.

The Advisor views that it is highly probable that SICCO's shareholders will approve this particular Company's shares sale, by expecting that SCB, the major shareholder of SICCO who holds 99.55% of SICCO's issued and paid-up shares will vote to approve SICCO to sell the Company's shares to CSI, with an observation from SCB's statement in the Amended Form 247-4 that it has no intention to acquire the Company whatsoever. SCB has to make a tender offer for all of the Company's securities solely due to regulatory compliance, as well as the price offered by CSI at THB 1.72 per share is higher than the Offer Price by SCB, which would benefit SSEC's shareholders who would enjoy a higher offer should CSI is obligated to make a tender offer for all shares after the acquisition all of SICCO's SSEC shares. Moreover, this is in accordance with one of the Offeror's business plans after the acquisition of the Company, as stated in the Tender Offer (Form 247-4), which states that the Offeror will divest all shares of the Company held by the Offeror and SICCO to interested investors at the price deemed appropriate by the Offeror or via a public auction where the price will be determined. On October 7, 2011, the Board of Directors of SICCO issued a resolution to call for a shareholders' meeting to seek for an approval for this particular matter on November 14, 2011.

c) The Company shall have received an approval from its shareholders' meeting for the amendment of its articles of association on the removal of the restriction on foreign shareholding

SSEC will hold a shareholders' meeting to seek for a change in foreign shareholding limit, in order to enable CSI to become a major shareholder without conflicting with the Company's rules. This needs to be **approved by receiving majority of the votes** of attended shareholders who are eligible to vote.

The Advisor views that it is highly probable that the shareholders of SSEC will approve the amendment of the rules on foreign shareholding limit, as it is expected that SICCO, the major shareholder of the Company at 70.06% of the issued and paid-up shares will vote to approve the amendment of the mentioned rule. On October 7, 2011, the Board of Directors of the Company issued a resolution to call for a shareholders' meeting to seek for an approval on such matter on November 14, 2011.

The Company's shareholders are able to receive information regarding to the resolution of the SICCO's shareholders' meeting on approval on the sale of the Company's shares and the resolution of the Company's shareholders' meeting on the amendment of foreign shareholding limit before the end of the Tender Offer by SCB on November 30, 2011, according to the Amendment or Addition of the Information Contained in a Tender Offer (Form 247-6-kor) on October 11, 2011, which SCB has extended the tender offer period from 25 business days to 45 business days, as a result, the Company's shareholders can access and evaluate whether the conditions precedent (b) and (c) are fulfilled or not before the end of the Tender Offer. This, however, still leaves the risk of the condition precedent (a), which the Advisor views that there should be further progress to incorporate into the decision-making process during the Tender Offer period.

In order to protect the interests of the Company's shareholders, the Advisor has a further opinion that the shareholders should follow the resolutions of SICCO's and SSEC's shareholders' meeting, as planned to be organized on November 14, 2011, in order to incorporate into the decision-making process whether to accept or reject the Tender Offer more precisely. That is, if one of the aforementioned resolutions cannot get approved, which results in unfulfilled conditions precedent or an event which disables CSI to complete the SPA with SICCO, the Company's shareholders can still sell the Company's shares in this Tender Offer until November 30, 2011, the last date of the Tender Offer period by SCB, OR sell the shares on the SET. In addition, the condition set by SCB which the shareholders may cancel the acceptance of the Tender Offer until the last date of the Tender Offer gives the shareholders full flexibility in selling the securities.

2. The shareholders have an alternative of selling SSEC's ordinary shares on the Stock Exchange of Thailand (SET), where the current market price is higher than the Offer Price by SCB

The Advisor noticed that, after the announcement of the SPA between SICCO and CSI on September 29, 2011 onward, the Company's share price has been higher than the Offer Price by SCB in this Tender Offer. Hence, the shareholders may consider selling SSEC's shares via the SET's trading system.

Information on the historical trading of the Company's shares – 8 days after the public disclosure of the SPA

Date	Closing Price of the Company's Shares (THB per share)	Trading Volume of the Company's Shares (shares)
September 29, 2011	SP	SP
September 30, 2011	1.69	41,514,600
October 3, 2011	1.69	3,316,200
October 4, 2011	1.70	6,364,700
October 5, 2011	1.70	4,025,800
October 6, 2011	1.70	787,600
October 7, 2011	1.70	1,678,800
October 10, 2011	1.71	4,794,300
October 11, 2011	1.70	371,400

* SP - The Company requested the SET to temporarily suspend trading its securities because the firm is in the process of disclosing the SPA

Summary of the advantages/disadvantages of rejecting the Tender Offer**Advantages of rejecting the Tender Offer**

the shareholders may receive a tender offer from CSI at the price higher than the current Tender Offer. Also, the shareholders has an alternative of selling SSEC's shares via the SET's trading system, where the market price has been higher than the Offer Price after the SPA was announced until the report date.

Disadvantages of rejecting the Tender Offer

Since the SPA of SSEC shares between SICCO and CSI still have several conditions precedent, and thus there are risks of unfulfilled conditions precedent as stated in the SPA of SSEC between SICCO and CSI, causing CSI not to be obligated to make a tender offer for all of SSEC's securities from other shareholders, causing shareholders who reject this Tender Offer an inability to sell the shares at the price of THB 1.46 per share.

4.2 Reasons for Acceptance of the Tender Offer**1. The Offer Price is notably close to the equity value as assessed by the Advisor**

The equity value assessed by the Advisor using the most appropriate approach, the adjusted book value approach, is equal to THB 1.47 (rounded up from THB 1.4669 per share from calculation). When comparing the adjusted book value with the Offering Price of THB 1.46, it can be seen that the offer price is lower than the adjusted book value approach by THB 0.0069 per share or less than 0.47%, which is notably close to the Offer Price at THB 1.46 per share. Therefore, **the Advisor deemed the Offer Price as appropriate.**

Summary of the advantages/disadvantages of accepting the Tender Offer

Advantages of accepting the Tender Offer	The shareholders will receive the share payment at THB 1.46 per share by the timeframe as specified presently.
Disadvantages of accepting the Tender Offer	The shareholders may lose the opportunity to receive a tender offer by CSI at a better price AND/OR opportunity of selling the Company's shares via the SET's trading system at a better price than the Offer Price.

5. Benefits or impact from the Offeror's Policies and administration Plans as disclosed in the Tender Offer Form, the Possibility of such Policies and administration plans

As a result of the SPA of SSEC's shares between SICCO and CSI on September 29, 2011, when the conditions precedent have been completely fulfilled, the Advisor views that SICCO will sell all of its Company's shares which account for 70.06% of the Company's issued and paid-up shares to CSI. SCB or the Offeror might consider to sell all of its SSEC shares additionally obtained from the Tender Offer directly to CSI or via the SET, which is in accordance with the plan which the Offeror disclosed in the Tender Offer dated September 27, 2011 and the Amended Form 247-4 on October 11, 2011. Therefore, the future business operations of SSEC will depend on the policies and plans of business operations of CSI, who will be the new major shareholder. The details of the offer price and conditions will be specified in the tender offer form of CSI in the future. The timeframe and other procedures will be according to rules and conditions as prescribed by the relevant law.

On the other hand, if the conditions precedent are unfulfilled, resulting in CSI's not to purchase the Company's shares from SICCO, and thus CSI is not obligated to make a tender offer to other shareholders, SCB and SICCO still have other plans as specified in the business plan after business takeover in Form 247-4, which are merging the Company with the Offeror's affiliates at the market price or book value of the Company at the date of merger, divesting all shares of the company held by the Offeror and SICCO to interested investors at the price deemed appropriate by the Offeror or at an auctioned price, or transferring the entire business to SCB's affiliates.

Therefore, the shareholders should consider the benefits or effects from the plans of business operations and policies as specified by the Offeror in the Tender Offer, including the possibility of the plans of business operations and policies as follows.

Status of the Company :

At present, the Offeror does not have an intention to delist the Company from the SET during the 12 months period after the end of the Tender Offer period except in the case that the Offeror is required to comply with applicable rules and regulations.

The Advisor considered that the Offeror will not delist the Company from the SET. Nevertheless, if a large number of shareholders accept the Tender Offer, combined with the Company's shares own by SICCO

which account for 70.06% of the Company's issued and paid-up shares (as of September 27, 2011), might cause the shareholders who do not accept this Tender Offer to get affected from the shares liquidity

Nevertheless, in case where significant numbers of minority shareholders accept the Tender Offer, the Company's number of minority shareholders and free float may decrease and affect the share liquidity. Therefore, minority shareholders who reject this Tender Offer may have a risk from share liquidity and may not be able to sell their shares at the desirable time and price. In addition, this might affect the numbers of minority shareholders, and if the free float becomes lower than the SET's requirement for maintaining the listing status, the minimum of 150 minorities and 15% free float, the Company may have a risk relevant to maintain its listing status in the SET. In this case, the Offeror has operation plans as specified in the policies and plans of business operations section in the case that SSEC can no longer maintain its status as a listed company.

Policies and Plans of Business Operations :

Presently, the Offeror may consider the following approaches for the Company in case where the sale and purchase of shares between SICCO and CSI is not executed, which will be beneficial to all related parties. The policy for the Company will be subject to the success of the tender offer to purchase all securities of the Company, circumstances at that time, and other related factors. The preliminary implementation plan for the Company may be based on the following guidelines:

1) In the case that the Company can maintain its status as a listed company on the SET, the Offeror and/or the Company may consider proceeding with the following actions:

- (1.A) Merge the Company, a listed company, with operation of any company in the Offeror's affiliates at a price based on market price or book value of the Company at the time of the merger; or
- (1.B) Divest all shares of the Company held by the Offeror and SICCO to any investor with interest at the price acceptable to the Offeror or via a public auction in which the price will be subject to the auction result; or
- (1.C) Divest all shares of the Company held by the Offeror and SICCO via any other methods as deemed appropriate by the Offeror and/or SICCO.

2) In the case that SSEC can no longer maintain its status as a listed company (due to certain legal requirements or limitations such as maintenance of the minimum number of minority shareholders, or as deemed appropriate by the Offeror), the Offeror and/or SICCO may consider proceeding with the following actions:

- (2.A) Merge SSEC, post delisting from the SET, with operation of any company in the Offeror group at a price based on market price or book value of SSEC at the time of the merger; or

- (2.B) Divest all shares of SSEC held by the Offeror and SICCO to any investor with interest at the price acceptable to the Offeror or via a public auction in which the price will be subject to the auction result; or
- (2.C) Entire business transfer from SSEC to any company in the Offeror's affiliates at the book value of SSEC, then subsequently dissolve and liquidate SSEC; or
- (2.D) Divest all shares of SSEC held by the Offeror and SICCO via any other methods as deemed appropriate by the Offeror and/or SICCO.

During the 12-month period after the end of tender offer, the Offeror will maintain the Company's and its subsidiary's existing dividend policy of no less than of 50 percent of net income each year, considering the economic situation as well as the size and stability of the capital fund. The dividend payment must be approved by a general shareholders meeting.

Related Party Transactions :

At present, the Company's board of directors has a specific policy and procedure regarding the related party transaction for the conformity with rules and regulations of the Bank of Thailand, SET, and the SEC to prevent any conflict of interests arising from the related party transaction between the Company and its subsidiaries, associated companies, related companies and/or persons with conflict of interests.

After the Tender Offer is completed, the Offeror or any person in connection with the Offeror pursuant to Section 258 of the Securities and Exchange Act B.E. 2535 has no intention to materially change the Company's policy regarding the connected transactions. Any current and future related party transaction will be carefully considered and ensured that the terms and conditions of such transactions will be similar to those of arm's length transactions. There should not be any special terms or preference between the Company, its related companies and shareholders. The objective of these policies and procedures is to be in compliance with the rules and regulations of the SET as well as to ensure that all related party transactions are conducted on an arm's length basis.

6. Summary of the Advisor's Opinion

The Advisor use the share value as determined by the adjusted book value approach of THB 1.47 per share (rounded up from THB 1.4669 per share as calculated) as the appropriate share value of the Company. When compared to the offer price at THB 1.46 per share, it can be seen that the offer price is lower by THB 0.0069 or 0.47%, which is notably close to offer price made by the Offeror at THB 1.46 per share. Therefore, the Advisor considers **that the offer price is appropriate.** However, when other relevant factors are taken into account, the Advisor **recommends that the Tender Offer should be rejected,** with the factors as detailed below.

1. On September 29, 2011, SICCO has entered the SPA to sell all of its ordinary shares of the Company to CSI at the price of THB 1.72 per share, However, there are conditions precedent as outlined above. **If the aforementioned conditions precedent are fulfilled, CSI will acquire the Company's shares from SICCO, resulting in an obligation that CSI will be required to make a tender offer from other remaining shareholders of SSEC at the price of at least THB 1.72 per share, the price which is higher**

than the Offer Price of THB 1.46 per share by THB 0.26 per share or 17.81%, where the details of the offer price and conditions will be specified in the tender offer form of CSI in the future. The timeframe and other procedures will be according to rules and conditions as prescribed by the relevant law.

The Advisor is convinced that the fulfillment of the aforementioned conditions precedent is possible, by considering the main issues as follows.

- Obtainment of approvals from the relevant governmental authorities and/or regulatory bodies such as the Securities and Exchange Commission and the Ministry of Commerce, for example

If the approval seekers (CSI and/or SICCO and/or SEEC, including relevant parties) have all qualifications as designated in the rules and already proceed in accordance to each authority's rules and procedures, the approval seekers are expected to obtain the approval as applied to authorities within the timeframe as specified by each authority. In 2006, CSI once before carried out the same process and obtained an approval to become a major shareholder of CIMB-GK Securities (Thailand) Ltd. Presently, the Company is in the process of preparing documents for submission to relevant authorities within this October 2001. However, the time required to approve may significantly differ in each case, and cannot be exactly predetermined, as it depends on procedures and discretion of related authorities' officers to consider.

- SICCO shall have received an approval from its shareholders' meeting for the sale of shares in the Company, SSEC shall have received an approval from its shareholders' meeting for the amendment of its articles of association on the removal of the restriction on foreign shareholding

The Advisor is convinced that SCB, the shareholder of 99.55% of SICCO's issued and paid-up shares will vote to approve the shares sale (The resolution is required to be approved by at least three-fourths of the votes of the attended shareholders who are eligible to vote). Additionally, it is expected that SICCO, the shareholder of 70.06% of the Company's issued and paid-up shares will vote to approve to change the foreign shareholding limit (The resolution is required to be approved by majority of the votes of the attended shareholders who are eligible to vote).

2. The shareholders have an alternative of **selling SSEC's ordinary shares on the Stock Exchange of Thailand (SET), where the current market price is higher than the Offer Price**. The Advisor has an observation that, from the public disclosure of the SPA onward, the market price on each day has been higher than the Offer Price by SCB.

Therefore, with the probability of fulfilled conditions precedent as stated in section 4, the Reasons for Acceptance and/or Rejection of the Tender Offer, **the Advisor recommends that the shareholders shall reject this Tender Offer, in order to keep open the window of receiving a Tender Offer from CSI at a better price OR selling the shares on the SET.**

In order to protect the interests of the Company's shareholders, the Advisor has a further opinion that the shareholders should follow the resolutions of SICCO's and SSEC's shareholders' meeting, as planned to be organized on November 14, 2011, in order to incorporate into the decision-making process whether to accept or reject the Tender Offer more precisely. That is, if one of the aforementioned resolutions cannot get

approved, which results in unfulfilled conditions precedent or an event which disables CSI to complete the SPA with SICCO, the Company's shareholders can still sell the Company's shares in this Tender Offer until November 30, 2011, the last date of the Tender Offer period by SCB, OR sell the shares on the SET.

Shareholders who are unwilling to wait for a new tender offer, which is presently without any clarity, might consider selling the shares on the SET, where the market price is higher than the Offer Price at THB 1.46 per share.

Lastly, in consideration to accept or reject this Tender Offer, shareholders should also review information, rationales, and opinions in various issues stated herein this report. However, shareholders should use their own discretion in making decisions to accept or reject this Tender Offer.

We hereby certify that we have exercised careful consideration in accordance to the professional standards in rendering the above opinion by taking into account the sole benefit for the shareholders.

(Anong Yuvahong)

Ms. Anong Yuvahong
The Advisor
Trinity Securities Company Limited