

Message from the Board of Directors

The Board of Directors would like to report that the Company's operating results for the past year, which is satisfactory according to projection. The Company had net profit of Baht 401.98 million, or 108.67% increased from that of 2001, equivalent to Baht 0.81 earning per share in 2002. Return on Equity (ROE) was 15.24%.

In order to support its business growth in the long run, the Company has always been focusing on strengthening its management system basis. It determines to pursue the corporate goal of being "The Most Trusted Finance Company", with the vision of being the "Friendly Financial Partner". In addition, the Company has strived for its business mission to "be a professional financial service provider who fulfills and satisfies customers' needs, making favorable return to shareholders, and treating all staff as valuable assets." Such goal, vision and mission, together with strategic plans and policy – in support of each other – altogether is a dynamic force that drives the Company towards projected achievement. In mid 2002, the Company had cleared all its accumulated loss, resulting in Baht 191.11 accumulated profit at the end of 2002 and enabling the Company to award its shareholders with returns and profits in terms of dividend, as to the Board's determination.

The Board of Directors recognizes the importance of good corporate governance represented by quality, ethics, and transparency, which make it possible for investors, shareholders and the public to keep track of the Company's business. To achieve this, the Company has put guideline of Total Quality Management system (TQM) together with principle of Corporate Governance of the Stock Exchange of Thailand, into effect. In early 2001, the Company was the first Thai financial institution to be awarded ISO 9001:2000 Certificate for the overall systems of its organization, which includes design and development system. In 2003, the Company, looking forward to progressive development, has been assessed for credit rating and for corporate governance rating by TRIS Rating Co., Ltd. and by Thai Rating and Information Service Co., Ltd. respectively.

In 2003, the Company endeavors to abide by corporate governance as well as practices under philosophy of TQM, for continuous self-development and service development which is a key means of making profits to shareholders. It has put various risk management systems into practice to ensure appropriate and efficient decision making, by keeping on a framework of risk management system development laid out since 2002, in the fields of management, monitoring against concentration of loan and investment, liquidity risk management, credit rating implementation, market and operational risks management, as well as upgrading its database system used as a risk assessing tool.

Expected to grow expansively, hire-purchase is the core business of the Company in the year 2003. In order to expand into this business, especially the motorcycle hire-purchase trade in 14 provinces of the South, the Company has entered into a joint venture with Ban Suzuki Co., Ltd. and Suzuki Motor Corporation (Japan) in establishing Siam Bansu Leasing (2002) Co., Ltd. Not only does such joint venture benefits the Company in form of return on investment, but also in terms of expertise including steady expansion of its hire-purchase business.

Income from corporate lending, individual lending and investment income are anticipated to be main sources of the Company's income in 2003.

Realizing that human resource development and corporate development are indivisible, the Company keeps on applying Balanced Scorecard, KPIs system as a management tool for implementation of single-minded strategy toward its success. At the same time, development plans on information technology

human resource shall be continuously carried out in order to optimize its staff's potentiality as compatible with evolving business and competition, as well as to fortify quality service and to serve its customers' needs.

With regard to corporate governance, the Board of Directors recognized good corporate governance practices under the principles of honesty, independence and avoiding conflict of interest, including protecting shareholders' interests, all characterized by accurate and well-timed disclosure of information. The Board of Directors has assigned the Audit Committee to review the Company's quarter, half-year and annual reports of financial statements before they were proposed to the Board of Directors; to ensure accuracy and completeness in accordance with generally accepted accounting principles.

Apart from observing honest and ethical business practices including good corporate governance which contribute to both the development to the corporate and national development as well, the Company has assigned a sum of budget for social contribution and promotion of good health among youths through the project sponsoring self-supporting activities for lunch for young students.

As a final point, the Board of Directors trusts that the applicable systematic quality management and determined ethics and governance in business practices shall ensure the Company's growth and profitability in the long run. This enables the Company to serve the needs of its customers, shareholders, management and employees. The Board of Directors would like to thank all interested parties for the support and confidence, and wish every of them success and joyfulness in all respects.

(Mr. Kavi Ansvananda)
Chairman

Report of the Audit Committee

To The shareholders

Audit Committee of the Siam Industrial Credit Company Limited, appointed by the Board of Directors since April 27, 1999, currently consists of 3 independent directors qualified under the Stock Exchange of Thailand's requirement and a secretary, namely:-

- | | |
|-----------------------------|----------------------------------|
| 1. Mr. Thamnu Thammongkol | Chairman of the Audit Committee |
| 2. Mr. Somsakdi Sirichanya | Audit Committee Member |
| 3. Dr. Sunti Tirapat | Audit Committee Member |
| Mr. Somsak Charoonsubvatana | Secretary to the Audit Committee |

In the fiscal year 2002, the Committee held 10 scheduled meetings and another 6 special ones. Where there were relevant agendas, the Management and external auditors were invited to such Audit Committee meeting, and the decision of which shall be reported to the Board of Directors. Major activities of the Committee were as follows:-

- 1 Approval and Review of plan and performances of Audit Division
 - 1.1 The Committee reviewed, with due recommendations and comments, the annual plans of departments under Audit Division i.e. the Internal Audit Department and Risk Management and Lending Review Department.
 - 1.2 The Committee reviewed performance of Internal Audit Department and Risk Management Department and Lending Review Department and considered that the Company's internal control system in general was satisfactory with no significant mistake. Audited units were well-cooperative and conducted corrective action as suggested. In managing risks, the Risk Management and Lending Review Department was able to comment on particular credit approvals as planned, including able to review the lending as required by the Bank of Thailand.
- 2 Review of Financial Reports
 - 2.1 The Committee has monitored and reviewed quarterly, half year, and annual report of financial statements before they were proposed to the Board of Directors; to ensure accuracy, completeness and adequacy of the disclosed statements according to general accounting practice.
 - 2.2 The Committee reviewed audit report of the Bank of Thailand, ISO 9001:2000 surveillance audit report of Bureau Veritas (Thailand) Co., Ltd. (BVQI), as well as followed up corrective action of relevant activities.
- 3 Meeting with the Company's Management

The Committee recognized the significance of information technology system of the Company, and consequently arranged meetings with IT Division for a discussion of IT risk management.
- 4 Good Governance
 - 4.1 Realizing that good governance is an important part of the Company, the Committee met and discussed with the officers from the Corporate Governance Development Center of the Stock Exchange of Thailand.

4.2 The Committee has taken into account transparent information disclosure both to its shareholders and the public. In 2002, the Company was awarded from the Securities and Exchange Commission the Disclosure Award 2002 for good and complete information disclosure of listed companies.

4.3 The Committee encouraged the Company to be assessed its corporate governance rating by the Thai Rating and Information Service Co., Ltd. (TRIS).

5 Meeting with External Auditor

The Committee arranged meetings with Senior Vice President of Account and Finance Division, Senior Vice President of Audit Division, and external auditors, to discuss and exchange opinion on preparation of financial statements to be in line with standard accounting practice, to ensure sufficient information disclosure and adequate internal control system.

Selection of External Auditor

The Committee recommended the re-appointment of Ernst & Young Office Limited as the Company's auditor for the fiscal year ended December 31, 2003, in consideration of reliability, ability and punctuality in giving advice, service, audit report and statement review, as well as continuity of auditing practice and proper audit fee. The re-appointment would be reported to the Board of Directors and proposed to the Shareholders Meeting.

(Mr. Thamnu Thammongkol)
Chairman of the Audit Committee

Financial Data of the Company

	Unit : Million Baht		
	2002	2001	2000
Total Assets	0,307.26	19,135.42	16,571.08
Total Loans & Receivables	16,228.33	13,198.41	12,182.78
Total Borrowings	16,468.94	15,880.31	13,564.55
Total Liabilities	17,374.33	16,791.63	14,532.25
Shareholders' Equity	2,932.93	2,343.78	2,038.83
Registered Capital	3,345.00	3,345.00	3,000.00
Paid-up Capital	2,497.65	2,447.00	2,447.00
Total Income	1,507.60	1,239.47	964.69
Interest & Dividend Income	1,186.41	1,130.83	891.40
Non-Interest Income	321.19	108.64	73.29
Total Expenses	1,105.62	1,046.83	844.85
Bad Debts and Doubtful Accounts	85.00	105.17	-
Expenses on Borrowings	653.21	661.10	592.36
Operating Expenses	367.41	280.56	252.49
Net Profit (Loss)	401.98	192.64	119.85
Earning per share (Baht)	0.81	0.39	0.25
Book Value per Share (Baht)	5.87	4.79	4.17
Dividend per share (Baht)	-	-	-
Financial Ratio			
Net Profit (Loss) Margin (%)		15.54	12.42
Return on Assets (%)	2.04	1.08	0.79
Return on Equity (%)	15.24	8.79	7.14
Risk Asset Ratio (%)	17.29	17.14	17.19
Number of Staff	228	193	173
Assets Quality			
Non-Performing Loans	,870.15	,116.84	1,482.43
Accrued Interest	127.38	115.17	151.48
NPL per Total Loans, Receivables (%)	11.52	8.39	12.02

- In 2002 the Company was splitting its shares on a 1 to 2 basis, and changing of par value from Baht 10 to Baht 5

SICCO SOCIAL CONTRIBUTION POLICY

SICCO has consistently adhered to its policy of paying attention to Thai Society with Establishment “Luncheon Providing Project for Educational Support”

The Siam Industrial Credit Public Company Limited has realized that **“School Free Lunch Project”** for the needy pupils with the poor families in the rural areas is such a worthy project for Thai people to give their hands for helping. Then SICCO has jointly contributed its significant participation in social projects or activities are highlighted below:

1. Participating in “School Lunch Providing” to the poor and needy 298 pupils at Huay Pak School, Suan Phueng, sub-district, Suan Phueng District, Ratchburi Province including to the poor villagers on August 31, 2002
2. Jointly giving cash donation altogether with educational tools, stationeries, slippers, preserved or dry foods and Construction equipments to construct a small building for kindergarten, completed in February 2003
3. Jointly devoting blood donation to the Thai Red Cross Society.

Recently, SICCO committed to support Social Contribution Projects on the concept of “School Free Lunch Project” for educational support to needy schoolchildren in community and society. Since believed that education is the key to a brighter future for the country, then set sponsorship approximately one million bath to support social projects or activities to improve children’s education and moral character.

The first selected project is **“Fish Feeding: Giant Gouramy or Lacepede Project”** requested by **Ban Huay Pak School at Suan Phueng District, Ratchburi Province.** The criteria for allocating sponsorship is the consideration and evaluation the project participants’ need, intention, and eagerness towards a brighter future. SICCO gave cash donation as its capital to invest in **“Fish Feeding: Giant Gouramy or Lacepede Project”** to support **“School free lunch project”** of Ban Huay Pak School and also provided necessary information to the project and kept watching and evaluating from time to time to ensure that our supported project can achieve its goal and learn how to be self-reliance in the future.

Corporate Governance

The Board of Directors is well-aware of its duty and responsibility as guided by the Code of Best Practices for directors of listed companies. Corporate emphasis is taken on good management system in accordance with Total Quality Management (TQM), in order to ensure confidence for shareholders, investors, and all related parties. The Company has stated policy and principle of corporate governance in its Company Manual, which involves major practices as follows:-

1. The Board of Directors is obliged to report significant full and accurate details of the Company, clearly and timely, to shareholders, investors, governing authorities, and public.
2. Ensure to shareholders and related parties of their rights, by seeing that such rights are protected and treated well on an equal basis.
3. Avoid conflicts of interest, by setting policies and procedures that prevent the Company's executives and related parties from making use of inside information for their own benefits.
4. Constitute in its Company and Personnel Manuals the code of business ethics, in view to promote conscience, ethics, and righteous conduct among its staff.
5. As the Company abides by the total quality system which is represented in good corporate governance, internal control and internal audit, it consequently has established appropriate procedures for internal control and audit which include auditing, review and follow-up of its Management System, Risk Management System, and Quality Management System. In addition, the Company also examines its operation to ensure compliance with rules, regulations, standards, working procedures, or other governing practices, for its continuous development.

Internal Information Control

The Company has been strictly conforming to the Stock Exchange of Thailand notification concerning the disclosure of executives' securities holding. Close supervision, on inside information control, quality management, and management transparency, is put into practice. Code of ethics and morality are included in the Company Manual and employed as the business basis for all staff. Management and employees are to keep any information regarding the Company or customers confidential, and not to exploit the information obtained under their duty in the manner that can cause damages to the Company or its customers. Failure to abide by the code of ethics carries a penalty of employment suspension or termination.

Internal Control

Opinion of the Board of Directors toward adequacy and suitability of the Company's internal control.

The Board of Directors, in its 2/2003 meeting on February 25, 2003 in which all the independent directors and audit committee, had considered information given by the Management in relation to the Company's internal control system in 5 areas, namely, 1) Organizational Control and Environment, 2) Risk Management, 3) Management Control, 4) Information Technology and Communication Systems, and 5) Monitoring System, as specified in the Assessment Form of the Office of the Securities and Exchange Commission. The Board concluded that the Company had adequate internal control on transaction with major shareholders, directors, executives, and related parties (items 3.3 to 3.7 of Part 3 of the Assessment

Form). Besides, the Company had been certified international quality standard ISO 9001:2000 from the Bureau Veritas (Thailand) (BVQI), under regular surveillance audits on a 6-month basis. Apart from that, the Company was also assessed by the Thai Rating and Information Service Co., Ltd. (TRIS) for its corporate governance rating. These two compliments affirms the above assessment of the Board.

Connected Transactions or Related Transactions

Details as per item 32 of the notes to financial statements.

Comment of Independent Directors Toward Connected Transactions

Independent directors had reviewed the connected transactions stated in the notes of financial statements, and confirmed that such transactions the Company had with connected parties, in terms of amount and type of the transactions, were done under normal business practice at the market price. Besides, the Company had consistently followed obligations and conditions stated in its prospectuses and memorandums of securities offering, concerning connected transactions between the Company and parties of potential conflicts under fair value and normal business condition. Such connected transactions were also considered and approved by the Company's independent directors and external auditors.

Measures or Process of Approving Connected Transactions

In case the Company or its subsidiary is engaged in a connected transaction, or involves in an acquisition or a disposition of assets under the relevant SET's notifications; the Company must comply with concerning rules and procedures. In addition, the Company also complies with notification of the Bank of Thailand no. Sor Nor Sor (21) Wor 148/2002 dated August 2, 2002 regarding "Loan to or Investment in Business of Related Interests, and Loan to Shareholders of a Finance Company, or a Finance and Securities Company, and a Credit Foncier Company", which requires a unanimous approval of the Company's Board of Directors for either any business transaction done with a party of related interests or a loan granted to its shareholder. Such unanimous resolution shall exclude those directors having related interests.

The Company has adopted a policy on having its independent directors and external auditors to review and approve connected transactions, in order to protect individual investors, as well as to ensure fair business and standard practice between the Company and its interested parties. The connected transactions that requires no approval from the shareholders meeting shall be approved by the Board of Directors, excluding vote from directors having related interests.

Policy or Trend of Future Connected Transaction

The Company and its subsidiary have no policy encouraging related parties to execute any connected transactions. If there is one, however, such transaction will be under usual business practice, like other transaction with a third party.

Management

Management Structure

The Company's management structure, on a strategy and policy level, comprises of 3 committees namely the Board of Directors, the Audit Committee, and the Compensation Committee. Apart from those, sub-committees are assigned for specific tasks; such as Credit Committee, Debt Restructuring Committee, Collection Committee, Treasury Committee, Information Technology Committee, and Management Committee, etc.

The Board of Directors

The Company's Board of Directors consists of directors, at the minimum number of 5 persons, elected under the Company's Articles of Association. Duties and responsibilities of the Board of Directors are as follows:-

1. To direct the Company's business as set forth in its Articles of Association, and as provided by law, rules, and regulation of governing authorities.
2. To discharge their duties honestly and justly, with accountability to shareholders by preserving rights and interests of all shareholders on an equitable basis. Directors shall not corruptly take advantage of the directorship for their own interests.
3. To determine or approve Corporate Goal, Vision, Mission, Strategic Direction, Plan and Aim, as well as significant policies as guidelines for business operation. This includes review or amendment thereof as appropriate to circumstance and business situation.
4. Review and follow up operating results to ensure observance of Corporate Goal, Vision, Mission, Strategic Direction, Plan and Aim, including significant policies and regulations set forth by the Board of Directors.
5. To elect, according to its Articles of Association, one director as Chairman of the Board, who shall be responsible for keeping the balance among committees i.e. executive directors, directors representing major shareholders, directors representing individual shareholders, independent directors, etc. The Chairman's responsibility involves to encourage every director to participate in the Board freely and actively, together with to undertake to a decision making for the Board of Directors' resolution on its business operation.
6. To elect qualified directors under regulations of the Stock Exchange of Thailand as the Audit Committee, Remuneration Committee, and other necessary sub-committees.
7. According to the Company's Articles of Association, to appoint the President as the Board of Directors' Representative to manage, full time, the Company's operation.
8. To review, follow up and ensure that the Company has proceeded an adequate and appropriate corporate governance system, regular internal audit, as well as has implemented corporate governance policy and risk management system, approved by the Board of Directors.
9. In accordance with the Company's Articles of Association, to report to the shareholders standardized operating results and financial statements for each fiscal year, in well time as well as in an accurate, complete, transparent, and fair manner.

The Company's Board of Directors consists of representatives of major shareholder group, independent directors, and executives, making a total of 9 directors. In 2002, the Board of Directors had

held 14 meetings in total, which are 12 regular meetings, done on a monthly basis, and 2 extraordinary meetings. Details are as follows:-

No.	Name	Position	General	Extraordinary
1.	Mr. Kavi Ansvananda	Chairman, and Independent Director	12	1
2.	Mr. Thamnu Thammongkol	Director, Chairman of the Audit Committee, and Independent Director	12	2
3.	Mr. Somsakdi Sirichanya	Director, Audit Committee Member, and Independent Director	12	2
4.	Dr. Sunti Tirapat	Director, Audit Committee Member, and Independent Director	12	2
5.	Mr. Somchai Sanyalaksiri	Director	7	2
6.	Mr. Silpajai Kharuhatana	Director	10	2
7.	Mrs. Somana Siksamat	Director	10	2
8.	Mr. Chanin Roonsamrarn	Director, and President	12	2
*9.	Mr. Wichet Warakul	Director, and Senior Executive Vice President	8	2

Note : Mr. Wichet Warakul was appointed a Director in late April 2002.

Directors authorized are Mr. Chanin Roonsamrarn, Mr. Wichet Warakul, Mr. Silpajai Kharuhatana, Mrs. Somana Siksamat, or Mr. Somsakdi Sirichanya. Two of these five directors shall enter into a bond on the Company's behalf by jointly signing their names together with the Company seal.

These authorized directors shall appoint a person to act on their behalf by jointly signing their names together with the Company seal.

Secretary to the Board of Directors is Mr. Ugrit Xuto.

Audit Committee

The Audit Committee consists of 3 independent directors being representative of the Company in following up and review of the Company's business operation, quality system practice, and corporate governance practice which is a part of quality system. Their responsibility includes recommendation as necessary for improvement of operation and quality system, in order to ensure suitability, adequacy, and efficiency of both the operating and quality systems.

Duties and Responsibilities of the Audit Committee

The Audit Company reports to the Board of Directors. Scope, duties and responsibilities of the Audit Committee are set forth by the Board of Directors, as follows:-

- ?? To oversee that the Company's financial reporting process and the disclosure of its financial information are accurate, sufficient and credible; by coordinating with external auditor and the management responsible for preparing the quarterly and yearly financial reports.
- ?? To ensure that the Company has suitable and efficient internal control system; by co-reviewing with external auditors and the management on the adequacy of the Company's internal control system.
- ?? To prevent the Company from engaging in any conflicts of interest; by reviewing transactions between the Company and its connected persons or subsidiary companies.
- ?? To supervise the Company to follow relevant regulations and law.
- ?? To review the findings of any internal investigation into matters where there is suspected fraud or irregularities, or a significant failure of internal control system; and to report such findings to the Board of Directors.
- ?? To commission and review the findings of investigation into matters where there is infringement of any laws or regulations of the Stock Exchange of Thailand, which have or are likely to have a material impact on the Company's operating results and financial status.
- ?? To discharge other duties as set forth or specially assigned by the Board of Directors, such as reviewing financial and risk management policies, reviewing and proposing to the Board of Directors the Code of Corporate Conducts, reviewing, with the Company's management, all important reports that must be disclosed to public according to laws (i.e. Management Discussion and Analysis in the annual report, etc.)

The Audit Committee consists of 3 independent directors. In 2002, the Committee held 10 meetings, 6 of which were regular meetings (done on a bi-monthly basis), the other 4 were extraordinary meetings. Details are as follows:-

No.	Name	Position	Regular meeting	Extraordinary meeting
1	Mr. Thamnu Thammongkol	Chairman of the Audit Committee	6	4
2	Mr. Somsakdi Sirichanya	Audit Committee Member	6	4
3	Dr. Sunti Tirapat	Audit Committee Member	6	4

Secretary to the Audit Committee is Mr. Somsak Charoonsuvatana, Senior Vice President, Audit Division.

Compensation Committee

The Board of Directors has established a Compensation Committee, consisting of 4 independent directors, to recommend remuneration for the Board of Directors and senior management from the position of Executive Vice President up to the President. The Compensation Committee is responsible for considering remuneration as appropriate to individual responsibility and achievement, in view that remuneration is one of the management tools for business competitiveness and employee quality performance. Such remuneration shall be subsequently proposed, by the Compensation Committee, the Board of Directors for approval.

Remuneration for the directors shall be reported to the Shareholders Meeting every year.

The first 4 top management of the Company from the President successively

No.	Name	Position
1	Mr. Chanin Roonsamrarn	President
2	Mr. Wichet Warakul	Senior Executive Vice President, and acting Lending Group
3	Mr. Ugrit Xuto	First Executive Vice President, Secretary to the Board of Directors, and Company Secretary
4	Mrs. Kornrat Kosakarn	First Executive Vice President, Treasury and Funding Group
5	Mr. Anurit Wong-udom	Executive Vice President, Hire Purchase Group

Directors Nomination and Selection

The Board of Directors has stated corporate governance policy and principles concerning nomination and selection of directors as follows:-

- ?? According to its Articles of Association, the Company shall have at least 5 directors, without any limitation regarding maximum number. The appropriate number of such shall be determined by shareholders, in Shareholders Meeting.
- ?? All shareholders have equal right to nominate to the Shareholders Meeting a person they consider qualified and competent as a candidate for the Company's director. In pursuant to law, such election is under the discretion of shareholders, and the elected candidate must be approved by the Bank of Thailand.
- ?? Appointment of a director in replacement of any vacancy during the term of office, is a legal discretion of directors. All directors have equal right to nominate a person they consider qualified and competent as a candidate for the vacant directorship. The appointed director must also be approved by the Bank of Thailand.
- ?? As the Company is of small size and nomination of replacement director is rare, the Board of Directors may authorize any director(s) or person(s) to consider the qualifications of nominees for director or CEO, and to make recommendations thereon to the Board of Directors for approval.

Director appointment by the Shareholders Meeting is done under following rules and conditions:-

- 1) Each shareholder has votes of one share for one vote.
- 2) Each shareholder shall exercise all his/her votes as mentioned in (1) to elect one or several persons as directors, allotment of his votes to any such person is not allowed.
- 3) The person who receives the highest votes in descending order of the votes shall be elected as directors at the number equal to the number of directors to be elected at that time. under descending order of highest votes; if two persons tie for last number of director who shall be elected, the chairman of the meeting is entitled for a casting vote.

Directors assigned by the Siam Commercial Bank Public Company Limited, a major shareholder, are Mr. Somchai Sanyalaksiri, Mr. Silpajai Kharuhatana, and Mrs. Somana Siksamat.

Management Remuneration

Remuneration in Cash

The Company paid remunerations to Directors and Executives for the year ended December 31, 2002 as follows:-

Group	Number	Description	Amount (Baht)
Directors	9	Director Fees	1,690,000
Executives	5	Salaries and Bonus	16,078,190

No.	Name	Remuneration (Baht)		PERIOD
		Board of Directors	Audit Committee	
	Mr. Kavi Ansvananda	300,000.00	-	Jan-Dec' 02
	Mr. Thamnu Thammongkol	,	,	Jan-Dec'
	Mr Somsakdi Sirichanya	,	,	Jan-Dec'
	Dr. Sunti Tirapat	,	,	Jan-Dec'
	Mr Somchai Sanyalaksiri	120,000.00	-	Jan-Dec' 02
	Mr. Silpajai Kharuhatana	120,000.00	-	Jan-Dec' 02
	Mrs. Somana Siksamat	120,000.00	-	Jan-Dec' 02
	Mr. Chanin Roonsamrarn	240,000.00	-	Jan-Dec' 02
9	Mr. Wichet Warakul	80,000.00	-	May-Dec' 02

Other Remuneration

(1) Remuneration as the Company's provident fund contributions paid to executives
During 2002, the Company paid Baht 965,172 for 5 executives' provident fund accounts.

(2) Remuneration as securities under ESOP Warrant Project offered to directors and/or employees of the Company and/or its subsidiary

The Company's Extraordinary Shareholders Meeting no. 1/2001 on June 28, 2001 had approved the issuance of 10,000,000 units of warrants to purchase new ordinary shares of the Company, offered to

directors and/or employees of the Company and/or its subsidiary (ESOP Warrants), under the 3-year project. Criteria of allocation are as follows:-

- (a) Working potentiality of the employee
- (b) Past performance
- (c) Working efficiency
- (d) Present position

Qualifications of directors and employees entitled to the allotment of warrants will be -

- (a) Being a director and or an employee of the Company and or its subsidiary
- (b) It is not necessary that every director and/or employee receives the same proportion of warrants, since it will depend upon their working potentiality, past performance, working efficiency and their present position.
- (c) Being a director and/or employee of the Company and/or its subsidiary on the date of the allotment.

On April 25, 2002, the 1/2002 Annual General Shareholders Meeting resolved to approve the share split at the ratio of 1 existing share to 2 new shares, to approve the change in par value of share from Baht 10 each to Baht 5 each, and to approve the increase, as relating to share split, in number of units of warrant to purchase new ordinary share of the Company offered to director and/or employee of the Company and/or its subsidiary (ESOP Warrant). Such increase in number and adjustment of exercise price shall be applied to warrants either previously issued or to be issued in the future under this 3-year project.

Details of increased number, ordinary shares reserved for exercise, and exercise price of ESOP warrants already issued and to be issued under 3-year project are as follows:-

Securities	Amount		Amount of ordinary shares reserved for conversion		Exercise price per unit (Baht/share)		Exercise ratio	
	Previous	New	Previous	New	Previous	New	Previous	New
ESOP - W#1	3,500,000	7,000,000	3,500,000	7,000,000	10	5	1:1	1:1
ESOP - W#2	3,500,000	7,000,000	3,500,000	7,000,000	10	5	1:1	1:1
ESOP - W#3	3,000,000	6,000,000	3,000,000	6,000,000	10	5	1:1	1:1
Total	10,000,000	20,000,000	10,000,000	20,000,000				

Other details of such warrants remain the same.

List of directors entitled to the allotment of warrants issued under -year project is as follows -

List of directors of the Siam Industrial Credit Public Company Limited entitled to the allotment of warrants

No	Name	Position	Number of Warrants (Unit)			
			No.1 (2001)	No.2 (2002)	No.3 (2003)	Total
	Mr. Kavi Ansvananda	Chairman	175,000	175,000	150,000	500,000
	Mr. Thamnu Thammongkol	Director, Chairman of the Audit Committee	87,500	87,500	75,000	250,000
	Mr. Somsakdi Sirichanya	Director, Audit Committee Member	87,500	87,500	75,000	250,000
	Dr. Sunti Tirapat	Director, Audit Committee Member	87,500	87,500	75,000	250,000
	Mr. Somchai Sanyalaksiri	Director	87,500	87,500	75,000	250,000
	Mr. Silpajai Kharuharatana	Director	87,500	87,500	75,000	250,000
	Mrs. Somana Siksamat	Director	87,500	87,500	75,000	250,000
	Mr. Chanin Roonsamrarn	President	87,500	87,500	75,000	250,000
Total			787,500	787,500	675,000	2,250,000

List of the executives of the Siam Industrial Credit Public Company Limited entitled to the allotment of warrants:

No.	Name	Position	Number of warrants (Unit)			
			No.1 (2001)	No.2 (2002)	No.3 (2003)	Total
	Mr. Chanin Roonsamrarn	President	962,500	962,500	825,000	2,750,000
	Mr. Wichet Warakul	Senior Executive Vice President	385,000	385,000	330,000	1,100,000
	Mr. Ugrit Xuto	First Executive Vice President	385,000	385,000	330,000	1,100,000
	Mrs. Kornrat Kosakarn	First Executive Vice President	385,000	385,000	330,000	1,100,000
Total			2,117,500	2,117,500	1,815,000	6,050,000

List of the directors of SICCO Securities Public Company Limited entitled to the allotment of warrants

No.	Name	Position	Number of Warrants (Unit)			
			No.1 (2001)	No.2 (2002)	No.3 (2003)	Total
	Mr. Siripong Sutharoj	Director	385,000	385,000	330,000	1,100,000
	Mr. Chakkris Uthayophas	Director	280,000	280,000	240,000	800,000
Total			665,000	665,000	570,000	1,900,000

Risk Factors

The Company has operated a financial institution business, which involves major risks as follow:

1. Credit Risk
2. Market Risk
3. Liquidity Risk
4. Operation Risk
5. Securities Business Risk of the Subsidiary

By well realizing the foregoing risks, the Company has formed policies, regulations along with guidelines and procedures for risk management in written, known as the Company's procedures, for implementation by employees of all levels. This aims at the right and strict operations, while promoting a self-awareness concept in managing risks within employees' divisions.

Additionally, in order to efficiently manage a particular risk, the Company has assigned sub-committees for each specific risk. At present, the Company has various risk-related committees, including Credit Committee, Debt Restructuring Committee, Collection Committee, Treasury Committee, Information Technology Committee, etc.

1. Credit Risk

1.1 Lending Risk

Lending risk take places when debtors fail to fulfill the promised payments or contractual obligations. In order to avoid such a risk, the Company has thoroughly evaluated each debtor's creditworthiness and has set up a risk management division, or Credit Committee, for expressing opinions regarding a lending risk complementing every loan approval. This Committee approves loans by assessing each debtor's business trend, debt service capability, financial stability, and project feasibility. Such an assessment will help formulating an appropriate interest rate, together with the right collateral as well as suitable terms and conditions in the loan contract, in accordance with each debtor's risks.

The Company has also set up Credit Rating System (rating each debtor's credit) in order to monitor all debtors' risks by outlining guidelines for treating debtors from each category of credit ratings. Credit rating review and adjustment have been constantly done to reflect changing environments.

1.2 Shrinking Loan Risk

The Company has encountered a more intense competition, not only from commercial banks but also finance companies. Meanwhile, lending rates for commercial and industrial loans are in downturn, in line with the market trend. The Company has therefore shifted its lending strategy to focus instead on automobile hire purchases, as the domestic automobile industry is still posting a high growth. The Company has aimed to limit its non performing loans for automobile hire purchases at no more than 1.5% of

total credits. In addition, the Company has also adjusted its lending strategy to focus more on loans to small- and medium-enterprise (SME) businesses. The lending objectives will be achieved by the Company's outstanding services of both high flexibility and speed with friendly financial advisor teams, as reflected in the Company's vision of "Friendly Financial Partner" – the Company's unique advantage over other commercial banks.

1.3 Loan Concentration Risk

The Company has managed to evaluate the concentration of loans in terms of individuals, groups and the entire lending portfolio. The Company has attempted to diversify its loans to different businesses or industrial sectors and not to put too much weight on any one of those (The Company has disclosed its loan breakdown in Notes to Financial Statements number 8.3). Additionally, the Company has set position limit or the limit of any obligations to debtors not only as individual but also as group companies which will include related and subsidiary companies. The Company has also limit amount of loans to, or amount of investments in business of, or amount of obligations to, or any amount of payment obligations to, any individual to be proportionate to the Company's capital fund. Other limitations include amount of lending to such business sector or industrial sector to be proportionate to total lending portfolio, setting up lending to borrowing ratio and loan to collateral ratio and etc.

Although the Company is currently expanding its hire purchase portfolio, loans for this sector have been capped at no more than 50% of total credits in a bid to limit risks. The Company also implements risk-diversification strategy by diversifying its client base to customers from many walks of life.

1.4 Non Performing Loan Risk

After loan approval, the Company has planned to assess the quality of an individual debtor at least once a year. The frequency of such a credit review depends on an individual debtor's quality. The Company has classified its debtors according to their risks, and then the Company's independent unit will make appropriate provisions. Normally, the Company will make provisions for doubtful debts at a higher level than that required by the Bank of Thailand, in order to serve a possible increase in non performing loans in the future.

Even with the thorough and careful credit analysis, the Company may experience non performing loan problems resulting from uncontrollable economic factors. Since the onset of economic crisis in 1997, the Company has taken steps to restructure debts on the continual basis and in various ways in a bid to minimize damages to the Company, such as asset foreclosure, terms extension or conditions change and etc.

However, the already-restructured debts may again turn into the re-entry non performing loans. To cope with this problem, the Company has imposed stringent measures to closely watch and continuously evaluate debtors' credits. Details of debt restructuring have been disclosed in Notes to Financial Statements number 8.7.

2. Market Risk

2.1 Interest Rate Risk

Changes in market interest rate have directly affected the Company's assets and liabilities, as well as its net interest margin income. To evaluate the impact of interest rate risk on interest income, the Company has provided various kinds of reporting systems, such as reports of net liquidity position and interest rate outlook. The Treasury Committee will then study and consider such reports on the weekly basis.

Regarding asset and liability management, the Company has charged its Loans and Receivables based on the floating market rates, such as Minimum Loan Rate (MLR) and Minimum Overdraft Rate (MOR), while Deposits' rates are mainly fixed. Due to such fixed deposit rates, the Company is able to more accurately project interest expenses for any periods of time. The Company has also exercised interest rate swaps with commercial banks, as part of interest rate risk management.

As of December 31, 2002, the Company's financial statement showed Net Loans of Baht 16,228.33 million. Amount of loans that relies on floating interest rates was Baht 5,778 million, equivalent to 36% of the Company's total loan amount. From this high ratio, it is expected that the volatility of interest rate will have no considerable effect on the Company's interest income.

Total Borrowings and Deposits of the Company as of December 31, 2002 were Baht 16,468.94 million. Out of this amount, Baht 16,241 million or 98.62% of its financial debts was imposed on fixed interest rate.

2.2 Price Risk

As of December 2002, the Company and consolidated net investment in securities were Baht 4,551.34 million and Baht 4,251.97 million, respectively. The Company has diversified its investment portfolio into government bonds, debt instruments issued by the government and the private sectors, and equity instruments. The major principles of investment include the analyses of risk and return, issuers' debt-service capabilities, trading liquidity of instruments in the secondary market, and fundamentals of equity issuers.

The Company has recorded investment value by implementing mark-to-market method in order to reflect the true value of securities being invested, as well as the true status of investment portfolio as a whole. Furthermore, the Company also sets up the risk limit for the securities investment by limiting losses from securities investment at no more than the pre-determined ratio. There is also a limit on other investments, both in terms of individuals and the whole, to be proportionate to total capital. Limitations are also been placed on securities investment, to be proportionate to those securities' registered capital. The initiative is aimed to prevent the concentration of investment in any single security.

3. Liquidity Risk

The Treasury Committee has been assigned to follow up, review and evaluate liquidity status on the weekly basis. This way, cash inflows and cash outflows have been assessed on both short-term and long-term bases, and for different periods of time. The

Committee has also implemented the sensitivity analysis for evaluating asset value changes under different interest rate levels.

Currently, the Company is in the process of developing Early Warning System as one of the emergency plans when the liquidity crisis occurs. This system will be a helping tool for warning the emergence of abnormality in liquidity condition at different levels, or the so-called Trigger Point.

The Company also has a concern on the matching fund problem – the problem of matching the source and use of funds at the right time. The Company has therefore raised funds through issuing transferable debt instruments in a bid to encourage more savings for 1-3 year period, and hence helps matching with the use of funds for hire purchase credits.

As of December 31, 2002, the Company's long-term Borrowings and Deposits were Baht 4,529 million, accounting for 27.5% of total borrowings and deposits.

The Company has relied on funds from money markets and large depositors, which may affect the Company's liquidity when the condition of the money market changes or the interest market substantially fluctuates. To avoid such a risk, the Company has limited its proportion of retail depositors at no less than 50% of total deposits.

4. Operation Risk

The Company has realized the importance of operation risks, consisting risks from errors in working and operation systems within the organization, as well as strategic risks, as formerly experienced in 1997's financial institution crisis. The Company has managed operation risks by setting up not only policies and operation guidelines in written, but also strict governance systems. The Audit Division has independence in auditing and directly reports to the Audit Committee, which comprises independent committees who are experts in audit and financial works. Fore-mentioned measures will help governing the entire company, covering the aspects of strategic risks and internal operations, in independent and transparent ways.

The Company has also placed the importance on the principle of good corporate governance by abiding by Total Quality Management System (TQM) and the Stock Exchange of Thailand's guidelines, as included in the Company's manuals. Such manuals cover business ethics for the Committee, the management team, and employees, together with the rights of related stakeholders.

5. Securities Business Risk of the Subsidiary

Income of the Company's subsidiary – SICCO Securities Pcl. – is mainly from brokerage fees, which depends entirely on market situation and investors' confidence. If the stock market is sluggish and the trading volume is low, the subsidiary's brokerage fee income and earnings will be squeezed.

In 2002, the Stock Exchange of Thailand's securities trading volume improved. Meanwhile, stock brokers have decided to charge brokerage fees at the fixed rate of 0.25% for three years, leading to less price competition and a turnaround to profits. (In 2001, a liberal brokerage fee policy caused the subsidiary to incur operating losses.) However, an improved stock trading volume and a recovery in the securities business had lured more brokerage firms, the number of which was increased from 27 in 2001 to 36 in 2002. This development led to competition for the market share by the former brokerage firms. As a consequence, former brokers had to maintain their own market

share by emphasizing more on the quality of securities analysis researches while generating more income from other services such as financial advisor and underwriting services. In 2002, the subsidiary's market share for securities trading was 2.40%.

Operating Results

Operating results for the year ended December 31, 2002 were shown in the Company's financial statement and the consolidated statement under the equity method. The Company had net profit of Baht 401.98 million, which was Baht 209.34 million increased from Baht 192.64 million net profit last year, or equivalent to 108.67% increased.

Interest and Dividend Income

Interest and dividend income of Company was Baht 1,186.41 million, equal to 4.92% or Baht 55.58 million increased from that of the same period last year. This was a result of continuous business expansion, as targeted. In 2002, interest income from loans was Baht 551.87 million, interest income from hire-purchase business rose by Baht 92.26 million to be Baht 350.19 million, 35.77% increased from last year. Besides, it was a result of the Company strategic adjustment of its portfolio management, which earned Baht 284.35 million income from investment, Baht 27.68 million or 10.78% increased from the previous year. Average return on investment in 2002 ranged around 7-8% p.a.

Interest income from loans, most of which was loans to business sector, was Baht 551.87 million, as the most portion of Company's income at 46.5%. Interest income from loans was decreased by 10.44% from that of the last year. Main factor was the high liquidity in the industry, which caused finance industry sector to decrease its lending interest rate several times during the preceding year. In 2002, the average interest rate of the finance industry fell by 7%, when compared to that of the same period last year. At the same time, the indistinctly recovering economic situation and the price-intensive competition among financial institutions in re-finance business had obstructed the Company from its targeted business expansion.

Expenses on Borrowings

Expenses on borrowings of Company was Baht 653.21 million, a decrease of Baht 7.89 million from that of the same period last year, due to the money market and liquidity situations.

Bad Debts, Doubtful Accounts, Recovered Debts

In 2002, the Company provided Baht 218.98 million as expenses on bad debts and doubtful accounts, as required by the Bank of Thailand. Such provision was based on the expansion of lending business. Apart from that, bad debt recovered by Baht 104.20 million, as a result of successful debt restructuring. Upon successful debt collection, reversal of loss on debt restructuring was Baht 29.78 million.

Non-interest Income

The consolidated non-interest income was Baht 538.39 million, or 95.52% increased from the previous year, due to the securities business which were favorable securities market and encouraging brokerage fee adjustment from liberal brokerage fee to fixed brokerage fee at 0.25% of total trading volume.

- ๔๔ The Company's non-interest income was Baht 321.19 million, or 195.64% increased from the previous year due to Baht 153.59 million gain on investment, Baht 98.72 million or threefold increased from last year. It was a result of strategic revision of integrated the Company's profit making.
- ๔๔ The Company had Baht 42.23 million profit gain, under the equity method, from SICCO Securities Public Company Limited, the subsidiary. As of December 31, 2002, the Company had 68.60% of total share issued and sold of SICCO Securities Public Company Limited.
- ๔๔ Fees and service income increased was Baht 35.54 million, 97.19% increased from the previous year.
- ๔๔ Commission income from insurance premium and other income were Baht 38.08 million and Baht 51.75 million, 66.63% and 146.64% increased from the previous year.

Operating Expenses

- ๔๔ In 2002 operating expenses increased by 30.96%, owing to business expansion.

Financial Status

Assets

- ๔๔ As at December 31, 2002 ; total assets of the consolidated statements was Baht 20,582.52 million, increased by Baht 1,030.43 million from the previous year. The Company's statement showed net assets of Baht 20,307. million, increased from Baht 19,135.42 million of ended 2001 by Baht 1,171.84 million. Total loans and receivables increased by 22.96% from Baht 13,198.41 million in 2001 to Baht 16,228.33 million in 2002. Being 74.50% of total assets, loans and accrued interest receivables in 2002 was Baht 15,129.16 million, 21.62% increased from that of last year. Net investment in securities decreased by 20.15% from 5,699.81 million in 2001 to Baht 4,551.34 million in 2002. These were resulted from appropriate and timely profit-making of investment in securities.

The Company concentrates on enhancing its quality lending, and on monitoring its dept restructuring. As at December 31, 2002 : the Company had balance of restructured receivables of Baht 3,165.4 million including Baht 199.9 million of debts restructured during the year. The majority of those restructured debt are reclassified as pass receivable.

- ๔๔ At the end of 2002, total NPL of the Company was Baht 1,870.15 million, this included loans and receivables by Baht 191.5 million which the Company had set 100 percent provisions for and written off in the past. However, in the fourth quarter of the current year, the Company rebooked such amount in the accounts in order to comply with the Bank of Thailand guideline amending the definition of a non-performing loan. The NPL ratio per total loans and receivables was 11.52%.
- ๔๔ As of December 31, 2002, the Company's statement showed outstanding bad debts and doubtful accounts of Baht 1,043.89 million, Baht 382.79 million increased from 2001. The Company's provision amount was made from the expanded loan accounts, in

accordance with the requirement of the Bank of Thailand. Allowance for loss on debt restructuring was Baht 182.66 million, which was Baht 29.78 million decreased from the same period last year. This was Baht 196 million more than allowance required by the Bank of Thailand (details are shown in item 9 of the notes to financial statements)

Source of Fund

The Company's statement of December 31,2002 showed Baht 16,468.94 million borrowings and deposits. 97% of the amount was borrowings and deposits from public, being in line with the policy of maintaining customer base of public borrowings.

As of December 31,2002 the Company had Baht 45 million outstanding balance of subordinated convertible debentures, to be matured in 2005. At 2001 year-end, outstanding balance of subordinated debentures to be matured in 2010 was Baht 153 million, and balance of unsubordinated and unsecured debentures to be matured in 2003 was Baht 546 million.

Shareholders' Equity

☞ The company shareholders' equity amounted to Baht 2,932.93 million, or 25.14% increased. This was for the reason that the Company had for 2002 Baht 401.98 million net profit. As at December 31, 2002, the Company had Baht 191.11 million accumulated profit.

☞ In September 2002, SICCO Securities Public Co., Ltd. – the Company's subsidiary – was listed in the Stock Exchange of Thailand, by offering its ordinary shares to public at the price of Baht 20 each. When compared to the par value of Baht 5 per share, the Company had Baht 106.36 million unrealized gain resulting from the sale of subsidiary's share to public in excess of par value, or equivalent to 752% increased from the same period last year.

☞ As at December 31, 2002, the ratio of capital fund to risk assets as BIS standard was 17.29%.

The capital ratio of the Company as at December 31, 2002 were as follows:-

	Company	Requirement
Tier 1 capital ratio-risk assets	15.71%	4.00%
Total capital ratio-risk assets	17.29%	8.00%
Total capital-issued and paid-up share capital	117.65%	75.00%

At the 2002 year-end, Net Capital Rules (NCR) ratio of SICCO Securities Public Company Limited, the subsidiary, was 663.63%, higher than 7% required by the Securities and Exchange Commission concerning requirement for net capital rule.

Cash Flow

As shown in the Company's statements of cash flows for December 31, 2002, the Company's net cash stood at Baht 59.77 million, or a net increase of only Baht 6.84

million from that at end-2001. This was so because the Company's cash inflows and outflows were relatively equal. Namely, the Company's net cash inflows from investment activities and from financing activities were Baht 1,761.36 million and Baht 42.67 million, respectively, while the Company's net cash outflow from operation activities was Baht 2,861.32 million.

Cash inflow from investment activities mainly came from the sale of long-term investment worth Baht 1,800.58 million, while cash inflow from financing activities was from Baht 42.67 million worth of the conversion of warrants and debentures into common shares. Finance business loans and receivables worth Baht 2,861.32 million primarily constituted cash outflow from operation activities.

Industry Situation and Competition

In 2002, Thailand continued to show signs of an economic recovery, thanks to growth in the domestic demand. Particularly, the private consumption and the private investment had constantly grown, both of which were key driving engines for Thai economic growth last year. Meanwhile, exports had lost their key role as a major driver for economic growth due to world's stagnant economic recovery. This was primarily due to the imminent US-Iraq war as well as unexpectedly low earnings announced by the business sector.

The private consumption in 2002 grew by 3.7% YoY, compared to a rise of 2.7% YoY in 2001. The growth was supported by continued launches of the government-led economic stimulus programs, such as low interest rate policies and policies to facilitate private spendings and other personnel finances, including lendings through credit cards and consumer finances. In addition, the government had initiated many projects aiming at helping low income people, such as people banking project which allowed lendings through the Government Savings Bank, village funds, and lowered fees for housing transferal.

The private investment in 2002 showed a solid growth, particularly that in the real estate sector, as a result of a growing housing demand. This therefore led to an increase in domestic cement sales. As another investment indicator showing continued growth, commercial automobile sales sharply jumped by 47% YoY, compared to a mere 7.5% YoY in 2001, driven by low interest rate policies as well as auto sale promotions. However, growth in the private investment was still only limited to spendings for the domestic consumption, while the growth of spendings in other sectors was still unclear.

The inflation rate for the whole year 2002 was 0.6%. High liquidity in the financial system was still a main problem for Thailand's finance sector. Financial institutions were hesitant to lend, resulting in an overall decrease in loan growth. However, loan growth began to improve in some sectors, such as automobiles, real estates, and consumer finances.

In 2003, key risk factors, particularly those outside ones, are deemed to highly influence Thailand's economic recovery, especially recoveries in the export, investment and tourism sectors. The potential US-Iraq war has unavoidably caused fluctuating oil prices. Therefore, Thai economy in 2003 is projected to grow at a slower pace, as compared to that of 2002, due to a fluctuation in world economy, US economy in particular.

Sluggish economy has slowed credit extensions and hence interest income, as worries of NPLs problem are still vivid. However, the automobile hire purchase business is still promising and making profits in tandem with a solid expansion in automobile sales, supported by low interest environments and governmental policies to facilitate consumer spendings. However, intense competition from finance and leasing companies, both of which place more concentration on an automobile hire purchase business, is a major negative factor which squeezes income from this business as net interest spread becomes narrower. Meanwhile, risks of doing (hire purchase) business are growing as terms and conditions are more relaxing, such as lowering minimum down payments and extending payment periods.

Securities Business

Thai Stock Market in 2002

By all yardsticks, 2002 saw marked improvement in trading performance in the Stock Exchange of Thailand. Average daily turnover increased to Baht 8.3 billion from Baht 6.4 billion in 2001, an increase of 29.77%. SET Index ended the year 17.32% higher at 356.48 points, versus 303.85 points as of the end of 2001.

Starting from the low of 305.19 on January 2, SET Index showed a continuing upward trend during 1st half year 2002 with active average daily turnover of Baht 10.9 billion per day. This was a result of a combination of certain positive factors that led to a stronger-than-expected economic and corporate performance, namely low interest rate environment and government fiscal stimulus package that helped offset external demand weaknesses during the period. Also added to this was a return of global players, which had shied away from Asian emerging markets since an outburst of 1997 regional crisis. During 1st half year 2002, foreign investors as a group turned a net buyer of Thai stocks with net add worth Baht 28.09 billion. With such influx of capital inflow, SET Index skyrocketed to hit the high-water mark of 426.45 points, the record level in more than two years, on June 13, 2002.

However, confidence in 3rd quarter 2002 was hurt by fresh accounting scandal of WorldCom, the second largest US long-distance telephone operator, after recent case of Enron. Fear of risk that might emerge a similar 911 incidence on its first anniversary also sent the market worldwide back to bearish mode again. Moreover, Thai stocks also weighed down by weak Baht that prompted foreign investors' selling since 3rd quarter 2002.

While the market saw somewhat rebound in mid-October on improved 3rd quarter earnings and a bigger-than-expected Fed rate cut of 0.50% in early November, however, buying interest was too weak to offset the selling pressure from foreign investors being prompted by continued Baht weakening since 3rd quarter 2002. Also added to this was concern over possible US-Iraq war that kept most investors sidelined, causing thin trading until the end of the year.

SET Statistics

			% Change
SET INDEX			17.32%
HIGH			24.49%
LOW			15.07%
Average Trading Value Million Baht			29.77%
Average PE x			41.87%
Average PBV x			9.68%
Average Dividend Yield %			32.04%
Market Capitalization Billion Baht			23.58%

Source: SET

Competition

Apart from improvement in trading environment in 1st half year 2002, competition among brokers that has become less tough due to a re-imposition of fixed brokerage commission by SEC last year helped turn the bottom line of securities companies into black again after suffering huge losses a year earlier. However, that eventually led to an increase of number of brokers, from 27 to 36, resulting in fiercer competition in other subtle forms. In response to this, research from many local brokerage houses had improved noticeably. Financial advisory and underwriting businesses also made a comeback.

Industry Outlook for 2003

Given a continuation of the government's "dual-track" policy and measures to add quality stocks in the market via corporatising and listing state enterprises with good performance on the exchange, we foresee an uninterrupted recovery in 2003 and increasing attractiveness of the Thai stocks market both in terms of market capitalization and liquidity. Moreover, given such an improving macro environment, will expect to see more corporate firms shifting their focus from short-term cost cutting to long-term targets rethinking and planning about their future business expansion. Against the backdrop, this will translate to more financing needs, hence, demand for financial services in various forms.

As for brokerage business will expect that the industry would enjoy a continuation of fixation of brokerage commission rate for another two more years.

Despite uncertainties about global weaknesses and possible US-led military attack against Iraq during 1st half year 2003, low interest rate environment and sustained improvement of corporate earnings will help prevent the Thai stock market not to slip back into its post-crisis extremely bearish episode again.

Change during the year

The Company's 1/2002 Annual General Shareholders Meeting on April 25, 2002 unanimously resolved to approve stock split from existing 1 to 2 new shares and the change of par value from Baht 10 to Baht 5 each. The meeting also approved the right adjustment of the issued warrants (SICCO-W, SICCO-W2, SICCO-W3, ESOP-Warrant #1) and future warrants to be issued under the 3-year project (ESOP-Warrant #2, ESOP-Warrant #3), to be in line with the Company's stock split this time and in the future, in case the Company increases unit amount of warrants instead of adjusting exercise ratio. Such adjustment is pursuant to notification of the Securities Exchange Commission (SEC) no.NorJor.2/2001 dated December 24, 2001 re "Practical Guidelines on Change of Exercise Condition of Warrant" which covers their exercise prices and exercise ratios.

Details of adjustment of warrants that were already issued and are to be issued are as follows:-

Securities	Unit Amount		Exercise Price per Unit		Exercise Ratio	
	Previous	New	Previous	New	Previous	New
SICCO-W	21,622,768	43,245,536	12	6	1:1	1:1
SICCO-W2	28,376,969	56,753,938	12	6	1:1	1:1
SICCO-W3	24,500,000	49,000,000	10	5	1:1	1:1
ESOP-W #1	3,500,000	7,000,000	10	5	1:1	1:1
ESOP-W #2	3,500,000	7,000,000	10	5	1:1	1:1
ESOP-W #3	3,000,000	6,000,000	10	5	1:1	1:1

Other terms and conditions of the above warrants remain the same.

Regarding ESOP Warrants allocated under shareholders' approval to directors and employees of the Company and of its subsidiary, the adjustment of unit amounts shall be made in accordance with the stock split this time (and future splits, if any). Other terms and conditions not specified here will remain the same.

The meeting also unanimously resolved to authorize the Company's President to proceed in details for accomplishment of right adjustment of those warrants due to the stock split this time and in the future.

Change during the year of subsidiary company

The Annual General Shareholders Meeting no.1/2002 of SICCO Securities Public Company Limited (subsidiary) on March 15, 2002 resolved to allocate for public offering 13 million capital increase shares, par value of Baht 5 each, at the price of Baht 20 per share. Consequently, paid-up capital of SICCO Securities increased from Baht 250 million to Baht 315 million. As a result of such share offering, the Company's stake held in SICCO Securities decreased from 79.99 to 63.49 per cent of total share issued and sold. On September 17, 2002, the ordinary shares of this subsidiary were listed on the Stock Exchange of Thailand, under the trading name as "SSEC".

The 1/2002 Extraordinary Shareholders Meeting of the subsidiary held on October 21, 2002 resolved the issuance and offering to existing shareholders 31,500,000 units of holder-specified warrant to purchase ordinary shares at no price, with the exercise ratio of 1 warrant to 1 ordinary share at the exercise price of Baht 20 each. The meeting also approved SICCO Securities to increase its registered capital from Baht 315 million to Baht 472.5 million, by issuing 31.5 million new ordinary shares reserved for conversion

of warrants to purchase ordinary shares allocated to its existing shareholders. Such warrants were listed on the Stock Exchange of Thailand on January 13, 2002, under trading name "SSEC-W1".

In addition, during the fourth quarter of the current, the Company invested on additional Baht 45.9 million (3.2 million shares) in the subsidiary, increasing its holding from 63.5% to 68.6% as at December 31, 2002. The Company earned goodwill from the purchase of the shares amounting to Baht 16.6 million.

Consolidated Financial Data of the Company and its Subsidiary

	Unit : Million Baht		
	2002	2001	2000
Total Assets	0,582.52	19,552.09	16,788.26
Total Loans & Receivables	16,357.49	13,411.44	12,337.20
Total Borrowings	16,468.94	15,875.37	13,532.94
Total Liabilities	17,471.62	17,149.00	14,684.91
Shareholders' Equity	3,110.90	2,403.09	2,103.35
Registered Capital	3,345.00	3,345.00	3,000.00
Paid-up Capital	2,497.65	2,447.00	2,447.00
Total Income	1,732.71	1,411.68	1,154.84
Interest & Dividend Income	1,194.32	1,136.32	897.10
Non-Interest Income	538.39	275.36	257.74
Total Expenses	1,311.11	1,224.45	1,036.15
Bad Debts and Doubtful Accounts	83.84	102.03	3.67
Expenses on Borrowings	654.67	661.84	592.33
Operating Expenses	572.60	460.58	441.10
Net Profit (Loss)	401.98	192.64	119.85
Earning per share (Baht)	0.81	0.39	0.25
Book Value per Share (Baht)	6.23	4.91	4.30
Dividend per share (Baht)	-	-	-
Financial Ratio			
Net Profit (Loss) Margin (%)		15.01	9.25
Return on Assets (%)	2.00	1.06	0.78
Return on Equity (%)	14.58	8.55	6.86
Risk Asset Ratio (%)	17.29	17.14	17.19
NCR Ratio of Subsidiary (%)	663.63	28.70	184.22
Assets Quality			
Non-Performing Loans	,891.04	,138.02	1,507.61
Accrued Interest Receivables	127.64	115.18	151.52
NPL per Total Loans, Receivables (%)	11.56	8.41	12.07

- In 2002 the Company was splitting its shares on a 1 to 2 basis, and changing of par value from Baht 10 to Baht 5

Type of Business

Finance Business

The Siam Industrial Credit Public Company Limited, registration no. BorMorJor.215 was granted by the Ministry of Finance to undertake finance business as follows:-

1. Business of Finance for Commerce
2. Business of Finance for Development
3. Business of Finance for Disposition and Consumption
4. Business of Finance for Housing
5. Other Business
 - 5.1 Securities Registrar
 - 5.2 Selling Agent

Income Structure

Structure	2002		2001	
	Million Baht	%	Million Baht	%
1. Interest and Dividend Income				
Loans and Deposits	551.87	36.61	616.23	49.72
Hire Purchase Income	350.19	23.23	257.93	20.81
Securities	284.35	18.86	256.67	20.71
Total Interest and Dividend Income	1,186.41	78.70	1,130.83	91.23
2. Non-Interest Income				
Gain on Investment	153.60	10.19	54.87	4.43
Fees and Service Income	35.54	2.36	18.02	1.45
Gain on Exchange	-	-	12.18	0.98
Share of Profit of Subsidiary Companies	42.23	2.80	(20.27)	(1.64)
Commission Income from Insurance	38.08	2.53		
Premium				
Other Income	51.75	3.43	20.98	1.69
Total Non-Interest Income	321.19	21.30	108.64	8.77
Total Income	1,507.60	100.00	1,239.47	100.00

Securities Business

SICCO Securities Public Company Limited, the Company's subsidiary, was granted Securities License No.001/1999 from the Ministry of Finance since January 4, 1999 to undertake the following businesses:-

1. Business of Securities Brokerage, member of the Stock Exchange of Thailand No.5
2. Business of Securities Dealing
3. Business of Securities Underwriting
4. Selling Agent

On 15 March 2002, SICCO Securities Public Company Limited (the subsidiary) set up a company called SICCO Advisory Co., Ltd. to undertake its financial advisory business. The company is intended 100 percent owned by the subsidiary, and has registered capital of Baht 10 million. This company was

established will enhance the dynamism of the business so that it is able to develop and adjust to business competition to meet customer needs and increase business opportunity, and in preparation for the privatization of state enterprises in line with government policy. The company was established pursuant to the Securities Exchange Commission's Notification ref. Thor (Wor) 36/2001, dated 24 October 2001. During the current year, the subsidiary has approval for its investment in this company from the Securities and Exchange Commission. As a result of this transaction, the Company now holds an 68.6 percent indirect interest in the registered equity of such company.

Income Structure of Subsidiary Company

Business	% of Shareholding	Income Structure	2002		2001	
			Million Baht	%	Million Baht	%
Securities Business SICCO Securities Public Company	68.60	Interest and Dividend	8.35	3.10	5.41	3.55
		Brokerage Fees	237.61	88.34	137.88	90.42
		Fees and Service	4.42	1.64	5.49	3.60
		Gain on Trading in Securities	6.33	2.35	3.16	2.07
		Other Income	2.25	0.84	0.55	0.36
		Total	258.96	96.28	152.49	100.00
Advisory Service SICCO Advisory Co., Ltd.		Interest and Dividend			-	-
		Fees and Service			-	-
		Other Income			-	-
		Total	10.01	3.72	-	-
		TOTAL INCOME			152.49	100.00

General Information

Name and Head Office

The Siam Industrial Credit Public Company Limited
Registration No. BorMorJor.215
103-132 Sindhorn Tower II, 3rd-5th Floors
Wireless Road, Lumpini, Patumwan, Bangkok 10330
Telephone 0-2263-2100, 0-2650-9990 (automatic)
Fax 0-2263-2044, 0-2263-2046
Website <http://www.sicco.co.th>
e-mail it@sicco.co.th

Registered Capital

669,000,000 ordinary shares, par value of Baht 5.00 each, total Baht 3,345,000,000

Issued and Paid-up Capital

As of February 25, 2003 – 499,804,884 ordinary shares, par value of Baht 5.00 each, total Baht 2,449,024,420

Type of Business

The Company is granted Finance Business License for the following:-

6. Business of Finance for Commerce
7. Business of Finance for Development
8. Business of Finance for Disposition and Consumption
9. Business of Finance for Housing
10. Other Business
 - 5.1 Securities Registrar
 - 5.2 Selling Agent

Other Reference Persons

Securities Registrar

Thailand Securities Depository Company Limited
62 The Stock Exchange of Thailand Building, 4th, 6th-7th Floors
Rachadaisek Road, Klongtoey, Bangkok 10110
Telephone 0-2229-2800

External Auditors

Ernst & Young Office Limited
193/136-137 Lake Rachada Office Complex 33rd Floor
New Rachadapisek Road, Klongtoey, Bangkok 10110
Telephone 0-2640-0775, 0-2640-0776

1. Ms. Runnapa Lertsuwankul, CPA License No.3516
2. Mr. Narong Puntawong, CPA License No.3315
3. Mr. Ruth Chaowanagawi, CPA License No.3247

4. Mr. Sophon Permsirivallop, CPA License No.3182

Legal Advisors

Boonsom & Manoch Interlaw Limited

104 Panawongse Building 9th Floor

Surawongse Road, Siphaya, Bangrak, Bangkok 10500

Telephone 0-2267-0188-93, 0-2267-2815-6

Darakara Lawyer & Business Advisor Co., Ltd.

194/16-17 Ladprao Soi 10, Ladyao, Chatuchak

Bangkok 10900

Telephone 0-2512-5197, 0-25134886

Vickery & Worachai Limtied

93/1 Diethelm Tower A 16th Floor, Wireless Road

Lumpini, Patumwan, Bangkok 10330

Telephone 0-251-6141-50, 0-2256-6311-4, 0-2256-6316

Thammasiri Lawyer Company Limited

3300 Chang Tower Zone B 12A Floor, Phaholyothin Road

Ladyao, Chatuchak, Bangkok 10900

Telephone 0-2937-4914-6, 0-2937-4000 ext. 2023

Company's Investment in Other Companies, exceeding 10% of the paid-up capital of such companies

Name	Location	Type of Business	Type of Share	Investment Amount Cost Method (Thousand Baht)	% of Stake
SICCO Securities Public Company Limited (included equity in SICCO Advisory Co., Ltd.)	130-132 Sindhorn Tower II 1 st , 2 nd , 5 th and 6 th Floors, Wireless Road, Lumpini, Patumwan, Bangkok 10330 Tel. 0-2627-3100 (automatic) Fax 0-2263-2043	Securities	Ordinary	245,906	68.60%
Siam Sindhorn Property Company Limited	130-132 Sindhorn Tower III 28 th Floor, Wireless Road, Lumpini, Patumwan, Bangkok 10330 Tel. 0-2263-2500 (20 lines) Fax 0-2256-6655	Real Estate	Ordinary	39,379	10%

Major Shareholders (latest book closing on August 20, 2002)

No.	Name/Surname	Amount	% of total shares sold
1.	The Siam Commercial Bank Public Company Limited	230,883,188	46.54
2.	Thai NVDR Co., Ltd.	39,080,475	7.88
3.	HSBC (Singapore) Nominees Pte., Ltd.	15,000,000	3.02
4.	Ms. Orawan Kunvisal	13,097,474	2.64
5.	Mr. Jatupat Tangkaravakoon	12,636,928	2.55
6.	Somers (U.K.) Limited	11,522,400	2.32
7.	Sripavidh Co., Ltd.	7,543,260	1.52
8.	Mr. Bancha Surojvanichkul	7,500,000	1.51
9.	Thai-Euro Mutual Fund	6,559,800	1.32
10.	Mr. Vichan Choti-udompan	4,210,000	0.85
Total		348,033,525	70.15

*Note: Registered Capital 3,345,000,000 Baht
 Paid-up Capital 2,480,470,950 Baht

Name & Current Position in the Company	Age (year)	Education	No. of securities increased/decreased during 2002	Experience		
				Period	Position	Organization/Company
Mr. Thamnu Thammongkol Audit Committee Chairman, Compensation Committee Member, Independent Director	69	- B.A. (Accountancy), Chulalongkorn University - M A Business & Distributive Education , Michigan State University, USA <u>Training Courses</u> - Duty of the Audit Committee, by SET	Ordinary share: 87,500	2001	- Member of Nomination Committee	Office of the Auditor General of Thailand
				2002	- Lecturer on Internal Audit	5 Governmental Banks, through nationwide TV broadcasting
				Present	- Chairman	Sirimongkol Certified Public Accountant Office Co., Ltd.
					- Chairman of the Audit Committee	The Thai Insurance PCL
					- Chairman, Internal Audit System Development Committee	The Comptroller General's Department, Ministry of Finance
					- Audit Committee Member	Ministry of Public Health
					- Director	Suvarnachad Co., Ltd.
					- Director	Ban Bung Veijakij Co., Ltd.
					- Director	Mongkhon Chaipattana Co., Ltd.
					- Advisor to the Board of Directors	The Institute of Internal Auditor of Thailand

Name & Current Position in the Company	Age (year)	Education	No. of securities increased/decreased during 2002	Experience		
				Period	Position	Organization/Company
Mr. Somsakdi Sirichanya Audit Committee Member, Compensation Committee Member, Independent Director	64	- B.E., Chulalongkorn University	-	1988-1996	- Chief of Building Management Division	Bureau of the Crown Property
				1996-1999	- Chief of Engineering Division	Bureau of the Crown Property

Name & Current Position in the Company	Age (year)	Education	No. of securities increased/decreased during 2002	Experience		
				Period	Position	Organization/Company
Mr. Sunti Tirapat Audit Committee Member, Compensation Committee Member, Independent Director	44	<ul style="list-style-type: none"> - B.A. Accountancy (First Class Honors), Chulalongkorn University - MBA, University of Wisconsin-Madison, USA - M Sc Finance , University of Wisconsin-Madison, USA - Ph.D. (Finance), University of Wisconsin-Madison, USA <u>Training Courses</u> <ul style="list-style-type: none"> - Bond Analytic and Credit Risk Management, by National University of Singapore, Singapore - Risk Management Tools and Strategies, by International Center for Monetary and Banking Studies, Switzerland - Bond Portfolio Management, by Amsterdam Institute of Finance, The Netherlands - Advance Options Workshop, by INSEAD, France - Yield Curve Building, by RISK, Australia 	-	1983-1984 Present	<ul style="list-style-type: none"> - Project & Planning Analyst - Professor, Faculty of Commerce and Accountancy - Vice Chairman, Master of Science in Finance Program, Department of Banking and Finance, Faculty of Commerce and Accountancy 	Office of the National Economic and Social Development Board Chulalongkorn University Chulalongkorn University

Name & Current Position in the Company	Age (year)	Education	No. of securities increased/decreased during 2002	Experience		
				Period	Position	Organization/Company
Mr. Silpajai Kharuhatana Director	58	- B.B.B. (Business Administration), Bangkok University - B A Management , Curry College, Milton, USA - M P A Management and Budgeting , Suffolk University, Mass., USA <u>Training Courses</u> - Changing Nature of Financial Service, by Wharton - Risk Management & Marketing Service, by Wharton - Strategic Leadership (In-house Training) - An Intensive Credit Seminar (In-house Training) - Short & Long Term Lending System, by Bankers Association of Philippines	-	1978-1999	- Senior Vice President, Corporate Department 1	The Siam Commercial Bank PCL
				Present	- Senior Vice President, Corporate Department 2 - Director - Director	The Siam Commercial Bank PCL The Sunflag Co., Ltd. Thai Baroda Industries Co., Ltd.

Name & Current Position in the Company	Age (year)	Education	No. of securities increased/decreased during 2002	Experience		
				Period	Position	Organization/Company
Mr. Somchai Sanyalaksiri Director	47	- B.S. (Economics), Kasetsart University - M.A. (Economics), University of Kansas, USA	-	1994-1999	- Senior Vice President, Treasury Department	The Siam Commercial Bank PCL
				1999-2002	- Senior Vice President and Manager, Capital Market Department	The Siam Commercial Bank PCL
				2002-Nov.2002	- Executive Vice President, Consumer Loan Division	The Siam Commercial Bank PCL
				Nov.2002-Present	- Executive Vice President, Business Product Division	The Siam Commercial Bank PCL
				Present	- Chairman - Director	SCB Training Center Co., Ltd. Mahisorn Co., Ltd.

Name & Current Position in the Company	Age (year)	Education	No. of securities increased/decreased during 2002	Experience		
				Period	Position	Organization/Company
Mrs. Somana Siksamat Director	49	- B.A. (Political Science), Thammasat University - M A Government , Tarleton State University, USA <u>Training Courses</u> - Bank Exec International - Wharton The Changing Nature of The Financial Services Industry and Management - Wharton Risk Management Issues in Banking, Managing The Service Sector - Asia Pacific Bankers Congress - Executive Risk Management - UBS Annual International Banking Seminar	-	1999- Nov.2002	- Senior Vice President, Business Development Department 1	The Siam Commercial Bank PCL
				Nov.2002- Present	- Regional Manager, Bangkok Region	The Siam Commercial Bank PCL

Name & Current Position in the Company	Age (year)	Education	No. of securities increased/decreased during 2002	Experience		
				Period	Position	Organization/Company
Mr. Chanin Roonsamrarn President and Chief Executive Officer	56	<ul style="list-style-type: none"> - M Sc Business Administration , Fort-Hays State University, Kansas, USA <p><u>Training Courses</u></p> <ul style="list-style-type: none"> - The Southeast Asian Executive Leadership Conference, by Harvard University (Graduate School of Education, Programs in Professional Education) - Stanford – National University at Singapore Executive Program (Graduate School of Business, Stanford University) - Directors Certification Program, by Thai Institute of Directors Association - Chairman 2000, by Thai Institute of Directors Association 	-	1984-1995 Present	<ul style="list-style-type: none"> - Managing Director - Chairman, and Chairman of Executive Director - Chairman of Executive Director - Director, Audit Committee Member, and Compensation Committee Member - Director - Advisor 	<p>The Samaggi Insurance PCL SICCO Securities PCL</p> <p>SICCO Advisory Co., Ltd.</p> <p>Thai Reinsurance PCL</p> <p>Association of Finance Companies The Samaggi Insurance PCL</p>

Name & Current Position in the Company	Age (year)	Education	No. of securities increased/decreased during 2002	Experience		
				Period	Position	Organization/Company
Mr. Wichet Warakul Director, Senior Executive Vice President, (Acting) Lending Group	39	- B.Sc. (Engineering), The Prince of Songkhla University - M B A Finance , The University of Arkron, Ohio, USA <u>Training Courses</u> - Directors Certification Program, by Thai Institute of Directors Association - Senior Executive Program, by SASIN - The Bankexec International Program	Ordinary share : 385,000	1996-1998	- Vice President, Corporate Lending Division 2 and Investment Banking Division	The Siam Sanwa Industrial Credit PCL
				1999-2001	- Executive Vice President, Lending Group	The Siam Industrial Credit PCL
				Present	- Director, and Executive Director - Director	SICCO Securities PCL SICCO Advisory Co., Ltd.

Name & Current Position in the Company	Age (year)	Education	No. of securities increased/decreased during 2002	Experience		
				Period	Position	Organization/Company
Mrs. Kornrat Kosakarn First Executive Vice President, Treasury and Funding Group		- M B A Finance , Long Island University, USA <u>Training Courses</u> - Senior Executive Program, by SASIN	-	1993-1998	- Senior Vice President, Treasury and Funding Division	The Siam Sanwa Industrial Credit PCL
				1999-Aug.2001	- Executive Vice President, Treasury and Funding Group	The Siam Industrial Credit PCL

Name & Current Position in the Company	Age (year)	Education	No. of securities increased/decreased during 2002	Experience		
				Period	Position	Organization/Company
Mr. Ugrit Xuto First Executive Vice President, General Administration Group, Company Secretary, Secretary to the Board of Directors	48	- B.Pharm., Chiang Mai University - M B A Finance, Econometric , Katholieke Universiteit Leuven, Belgium Belgium's scholarship - Diploma with distinction in Management for General Managers, Netherlands International Institute for Management, Delft The Netherlands' scholarship) - SASIN Senior Executive Program (SEP'15)	-	1991-1998	- Senior Vice President, General Administration Division	The Siam Sanwa Industrial Credit PCL
				1999-Aug.2001	- Executive Vice President, General Administration Group	The Siam Industrial Credit PCL
				Present	- Director	Felix River Kwai Resort (Kanchanaburi) Co., Ltd.

Name & Current Position in the Company	Age (year)	Education	No. of securities increased/decreased during 2002	Experience		
				Period	Position	Organization/Company
Mr. Anurit Wong-udom Executive Vice President, Hire Purchase Group		- LL.B., Ramkhamhaeng University	-	1994-1999	- Vice President, Hire Purchase Division	Vajiradhanathun Finance Co., Ltd.
				1999-2000	- Vice President, Hire Purchase Division	The Siam Industrial Credit PCL
				2001-2002	- Senior Vice President, Hire Purchase Division	The Siam Industrial Credit PCL
				Present	- Educational Director	Thai Hire Purchase Association

Name & Current Position in the Company	Age (year)	Education	No. of securities increased/decreased during 2002	Experience		
				Period	Position	Organization/Company
Mr. Ekapol Rerngron-asa Senior Vice President, Human Resources and Administration Division		- MPA., Chulalongkorn University - Graduate Diploma in Human Resource Management, Sasin Graduate Institute, of Business Administration of Chulalongkorn University.	-	1993-1997	- Manager, General Administration Department	The Samaggi Insurance PCL

Name & Current Position in the Company	Age (year)	Education	No. of securities increased/decreased during 2002	Experience		
				Period	Position	Organization/Company
Mr. Therawut Somboon Senior Vice President, Corporate Lending Division		- M A Economics , Western Michigan University, USA	-	1997-1998	- Vice President, Loan Restructuring Division	The Siam Sanwa Industrial Credit PCL
		<u>Training Courses</u> - Problem Loan Management, by SCB		1999-2000	- Vice President, Loan Restructuring Division	The Siam Industrial Credit PCL
		- Finance Simulation, by Thammasat University - Corporate Finance 2000, by Paradigm Training Consultant PTY., LTD. - Problem Solving And Decision Making, by Kepner Tregoe - Engineering The Performance System, by Kepner Tregoe		2001-Jun.2001	- Senior Vice President, Loan Restructuring Division	The Siam Industrial Credit PCL

Name & Current Position in the Company	Age (year)	Education	No. of securities increased/decreased during 2002	Experience		
				Period	Position	Organization/Company
Mrs. Chidchom Manibundh Senior Vice President, Funding 1 Division		- M.Sc. (Labour Welfare), Thammasat University	Ordinary share : 66,100	1991-1998	- Vice President, Funding 1 Division	The Siam Sanwa Industrial Credit PCL
				1999-2000	- Vice President, Funding 1 Division	The Siam Industrial Credit PCL

Name & Current Position in the Company	Age (year)	Education	No. of securities increased/decreased during 2002	Experience		
				Period	Position	Organization/Company
Ms. Luckana Bunphotprakarn Senior Vice President, Funding 2 Division		- Bachelor of Finance, Thammasat University - Certified Investment and Securities Analyst CISA	-	1995-1997	- Vice President, Private Investment Department	The Siam Sanwa Industrial Credit PCL
				1998-1998	- Vice President, Funding 2 Division	The Siam Sanwa Industrial Credit PCL
				1999-2000	- Vice President, Funding 2 Division	The Siam Industrial Credit PCL

Name & Current Position in the Company	Age (year)	Education	No. of securities increased/decreased during 2002	Experience		
				Period	Position	Organization/Company
Mr. Sathit Chatkaewsomboon Senior Vice President, Operation Division		- MBA, National Institute of Development Administration	Ordinary share : 23,000	1993-1998	- Vice President, Finance Operation Division	The Siam Sanwa Industrial Credit PCL
				1999-2000	- Vice President, Operating Division	The Siam Industrial Credit PCL

Name & Current Position in the Company	Age (year)	Education	No. of securities increased/decreased during 2002	Experience		
				Period	Position	Organization/Company
Ms. Waraporn Kengsurakarn Senior Vice President, Account and Finance Division		- Bachelor of Accounting, The University of the Thai Chamber of Commerce - MBA (Business Administration), Executive MBA Program, Kasetsart University	Ordinary share : 86,500	1991-1998	- Vice President, Account and Finance Division	The Siam Sanwa Industrial Credit PCL
				1999-2000	- Vice President, Account and Finance Division	The Siam Industrial Credit PCL

Name & Current Position in the Company	Age (year)	Education	No. of securities increased/decreased during 2002	Experience		
				Period	Position	Organization/Company
Mr. Somsak Charoonsuvatant Senior Vice President, Audit Division		- B.B.A. (Accounting), Ramkhamhaeng University - LL.B., Sukhothai Thammathirat University - MBA, Burapha University <u>Training Courses</u> - System Analyst, Computer Training Center, Continuing Education Project, Chulalongkorn University - Certified Professional Internal Auditors (CPTA), The Institute of Internal Auditor of Thailand	Ordinary share : 15,000	1994-1998	- Vice President, Audit & System Division	Nava Finance & Securities PCL
				1998-1999	- Manager, Account Division	Verasu Group Co., Ltd.
				Sept.1999-2001	- Vice President, Audit Division	The Siam Industrial Credit PCL
				Present	- Audit Committee Member	The Institute of Internal Auditor of Thailand