

Ref : MDO 028/2010

18 March, 2010

Subject: Invitation for the Annual General Meeting of Shareholders FY 2010

To: The Shareholders

- Attachments:
1. Copy of the Minutes of the Annual General Meeting of Shareholders FY 2009
  2. Director's Annual Report for the year 2009 in CD form  
(Please see remark \* at the end of this invitation letter)
  3. Brief Profiles of Directors who will retire by rotation and Independent Directors (as Proxy)
  4. Proxy Form B
  5. The Company's Articles of Association in relation to the AGM
  6. Identification Documents of shareholders and proxies
  7. Map of the Meeting place and Business returned envelope

The Board of Directors of United Securities Public Company Limited has resolved to hold the Annual General Meeting of Shareholders FY 2010 on Friday, 23 April, 2010 at 9.00 hrs. at Conference Room, 8th Floor, Thanapoom Tower (the Company's head office building), 1550 New Phetchaburi Road, Makkasan, Ratchthewi, Bangkok 10400 to consider the following agenda:

**Agenda 1 To Certify the Minutes of the Annual General Meeting of Shareholders FY 2009 (Attachment 1)**

Opinion of the Board : The Board recommends that minutes of the Annual General Meeting of Shareholders FY 2009 held on 24 April, 2009 was recorded correctly and should be certified.

**Agenda 2 To Acknowledge and Approve the Directors' Annual Report, the audited balance sheet and Income statements including the auditor's report ending 31 December, 2009. (Attachment 2)**

Opinion of the Board : The Board recommends that the Company's performance be acknowledged and that the Directors' Annual Report and the Company's audited balance sheet and income statements including the auditor's report ending 31 December, 2009 which was audited by the external auditor and approved by Audit Committee be approved. The significant summary is as follows:

(unit : million Baht)	<u>Consolidated</u>	<u>Separated</u>
Total Assets	1,262.54	1,254.23
Total Liabilities	298.49	297.49
Total Revenue	246.95	248.36

Net Profit(loss)	1.37	(5.79)
Net Profit(loss) per share	0.01	( 0.03)

**Agenda 3 To Approve no Dividend Payment for FY 2009**

Opinion of the Board : The Board recommends that no dividend should be paid as in the year 2009, the Company had operated a net loss of 5.79 million baht which is in compliance to the Company's dividend payment policy which states that dividend payment will be made approximately 75 percent from the Company's net profit of the fiscal year, As the Company had a net loss, there could not be any dividend payment while in 2008, the Company had a net loss of 69.15 million baht and no dividend was paid.

**Agenda 4 To Approve the Election of Directors to Replace those Retired by Rotation**

The Company's Articles of Association No. 15 states that at each AGM, one-third of Directors who was in the position the longest should be the one who retired by rotation. Since there are altogether 9 members of the Board of Directors, there will be 3 members who should be retired by rotation. The Directors who are due for retirement are 1. Mr. Sirawat Wanglee, 2. Mr. Tatsuya Konoshita and 3. Mr. Jeremy Liau. (The criteria on Nomination of Directors and Executives was stated in the Annual Report FY 2009, on pageXX under the topic of Nomination of Directors and Executives)

Opinion of the Board : The Board recommends that all three Directors be re-elected as Directors of the Board for another term as they all possess sound knowledge, ability and related experiences which are beneficial to the Company's operations and have been carrying out their duties very well during the past years with us. (Please see the qualifications of each Director, position to be appointed and other details in attachment 3).

**Agenda 5 To Approve the Appointment of Auditor and Determine the Auditing Fee for FY 2010**

Opinion of the Board : The Board recommends that Ernst & Young Office Limited be appointed as the Company's auditor for FY 2010 which will be the 11th consecutive year. The auditing team for FY 2010 is as follows: Ms. Pimjai Manitkajohnkit CPA no. 4521 (being the first time to sign in the Company's FS) or Mr. Sophon Permsirivallop CPA no. 3182 (has signed in the FS during 2006-2009) or Miss Vissuta Jariyathanakorn CPA no. 3853 (has never signed in the FS), one of the members be empowered to audit, do and sign in verification of the Company's financial statements. In case no one from the above CPAs can carry out the duty, Ernst & Young Office is eligible to appoint other CPA from their Office to carry out the duty in replacement. The auditing fee is proposed to be Baht 850,000 (Baht: Eight Hundred and Fifty Thousand only), exclusive of other non-audit service which was decreased for 20,000 Baht (Baht : Twenty thousand only) from the year 2009.

Moreover, in 2010 the Company's subsidiary company will also use the same auditing firm and team to be its auditor as well. The auditing fee and certification of the subsidiary company's financial statements is 235,000 Baht (Baht: Two Hundred Thirty-five Thousand only), exclusive of other non-audit service which was 15,000 Baht lower than the year 2009. Consequently, the total auditing fee and certification of the Company and its subsidiary company's financial statements is 1,085,000 (Baht: One

Million Eighty-five Thousand only), exclusive of other out-of-pocket expenses in which in FY2009, it was a total of 5,703 baht.

The above audit members do not have any relationship or conflict of interest whatsoever, with the Company and its subsidiary company and or its management, major shareholders and their related persons. Besides, the Audit Committee's opinion on the appointment of Ernst & Young Office Limited to be the Company's auditor was that it is the company which is acceptable internationally and its past performances have been done with full discretion and efficiency while auditing fee is reasonable.

#### **Agenda 6 To Approve the Remunerations of Board of Directors and Audit Committee for FY 2010**

As the Company has no Remunerations Committee, the remunerations of the Board of Directors and Audit Committee has not been determined by such committee. However, remunerations which normally consist of meeting fees and annual bonus have been carefully determined by the Board of Directors' meeting significantly in relation with the Company's performance before gaining final approval from the shareholders.

Opinion of the Board : The Board recommends that the Meeting approve the proposed meeting fee as follows:

Meeting fee: is the same rate as the year 2009

The Chairman of the Board gets Baht 25,000 and other Director gets Baht 20,000 per month each.

The Chairman of the Audit Committee gets Baht 20,000 and the Audit Committee member gets Baht 15,000 per month each. Audit Committee will receive meeting fee from both positions.

Bonus for FY 2009:

The Board recommends that the shareholders approve no bonus payment to the Board of Directors and Audit Committee as the Company had operated a net loss while in FY2008, the Company also paid no bonus to the Board and Audit Committee as it had a net loss of 69.15 m.

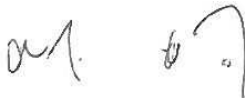
(Please note that the duties and responsibilities of the Board of Directors and Audit Committee were already stated in the Annual Report FY 2009, on page XX under the topic of Management Structure)

#### **Agenda 7 Other Business (if any)**

In addition, the record date to determine the shareholders' entitlement to participate in the AGM is set to be on 1 April, 2010 and the list of shareholders is to be gathered according to Section 225 of the Securities & Exchange Act by closing the shareholders' registration book on 2 April, 2010.

The shareholders are cordially invited to attend the Meeting on the abovementioned time and venue. Those who cannot attend the Meeting themselves, please grant the proxy by filling up the attached form and send it to the Secretary to the Board at least 1 day prior to the Meeting date either by hand or via attached business envelope.

Yours sincerely,



Mr. Mitsuji Konoshita

Chairman of the Board of Directors

Remark \* : If the shareholders request to have the hard copy of the Company's Annual Report FY 2009, please feel free to call the Executive Office tel. no. 02 207 0038 ext. 593, 597 or come to the Company's office, 5<sup>th</sup> floor, Thanapoom Tower., 1550 New Petchburi Rd., Rajathevee, Bangkok 10400 during office hours from 9 April, 2010 onwards.

Document for Agenda 1 : To Certify the Minutes of the Annual General Meeting of Shareholders FY 2009 held on 24 April, 2009

Minutes of Annual General Meeting of Shareholders for the year 2009  
of  
United Securities Public Company Limited

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**Date, Time and Place**

The Meeting was held on Friday, 24 April, 2009 at 10.00 a.m., at the Conference room 8<sup>th</sup> Floor, Thanapoom Tower, New Petchburi Rd., Makkasan, Rajthewi, Bangkok.

**Present Directors :**

- |                                  |  |
|----------------------------------|--|
| 1. Mr. Mitsuji Konoshita         | Chairman of the Board                              |
| 2. Mr. Chokechai Tanpoonsinthana | Independent Director / Chairman of Audit Committee |
| 3. Mr. Vikit Kachonnarongvanich  | Independent Director / Audit Committee member      |
| 4. Mr. Vorapol Socratyanurak     | Independent Director / Audit Committee member      |
| 5. Mr. Sirawat Wanglee           | Independent Director / Audit Committee member      |
| 6. Mr. Tatsuya Konoshita         | Director / Chairman of the Executive Board         |
| 7. Mr. Jeremy Liao               | Director / Executive Director / Managing Director  |
| 8. Mr. Yothin Viriyenawat        | Director / Executive Director – Thai Marketing     |
| 9. Ms. Tippranee Chatmanop       | Director / Executive Director - Business Support   |

**Absent Director :**

-none-

Executive Directors (Management Level)

- |                             |  |
|-----------------------------|--|
| 1. Mr. Choakdee Chinthamitr | Executive Vice President – Marketing 2 |
| 2. Mrs. Paleerat Numnonda   | Vice President – Operations Department |

**Head of Accounting & Finance**

Ms. Srisunan Kongtragoolpitug	Vice President – Accounting & Finance Department
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**Independent Auditor**

- |                                 |
|---------------------------------|
| 1. Ms. Pimjai Manitkachonkit    |
| 2. Ms. Kerdsiri Kanjanaprakasit |

### Preliminary Proceedings

Mr. Mitsuji Konoshita presided as the Chairman of the Meeting. The Chairman welcomed all the shareholders and asked the Secretary to introduce the members of the Board of Directors, Audit Committee, Executive Directors, the highest executive of the Company, Vice President of Accounting & Finance and the representatives from the Company's independent auditor whose names are all listed above. Moreover, Ms. Pimjai Manitkachonkit, the representative from the independent auditor, was assigned to be the witness for the vote counting.

Then the Chairman announced that the Meeting would be conducted in English and assigned the Secretary and Mr. Somyod Sutheerapornchai to do the translation and the quorum as well as the voting method would be announced in Thai so that everybody would be able to understand and follow properly. Moreover, agenda 2 would also be conducted in Thai for more convenience. During the agenda, questions or suggestions were also welcome.

### Quorum Announcement

The Secretary announced that there were 17 shareholders attended in person with the amount of 100,064 Shares or equals to 0.06% of total issued shares and 15 attended by proxies with the amount of 132,866,544 shares or equals to 78.70% which gave the total of 32 shareholders, representing 132,966,608 shares or equals to 78.76% of the total issued shares of the Company which were more than one third of the total issued shares of the Company of 168,816,704 shares. A quorum was thus constituted according to Section 31 of the Articles of Association which states that "In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of issued shares of the company".

### Voting Method Announcement

The Secretary went on to announce the voting method as follows:

In each of the agenda, the resolution could be passed by a majority vote of the shareholders except agenda 6 to consider and approve the Directors' remunerations, which should gain at least two-third of all the votes from the shareholders present in the Meeting by using 1 share 1 vote system in every agenda. Therefore, toward the end of each agenda, the Chairman will ask the shareholders to cast their vote by raising their hands for only those who would like to disapprove and abstain vote. Then the staff would approach and ask them to fill in the voting card and had the vote recorded. However, the voting method for agenda 4 which was the election of Directors to replace those retired by rotation, besides the hand-raising for the case of disapprove and abstain voting like other agenda, the shareholders were requested to use the voting sheet for every vote cast – approve, disapprove or abstain, and those sheets would be kept for record.

The vote casting specified by the grantor for the proxy to cast their votes as disapproved or abstained votes shall be notified by the proxy by a hand-raising including the marking of voting choice in agenda 4 as well, otherwise, such disapprove or abstain votes shall be void and that such voting shall be considered as an approve vote for that agenda.

If there is no hand raised, that means that the shareholders agree or approve for the proposed matters. In compiling the voting result, the disapprove and abstain votes were deducted from the approve votes. The voting result would be announced to the Meeting after each agenda. However, if there has been no disapprove or abstain vote at all, the voting result for the agenda will be announced to pass by a unanimous vote without mentioning the number of votes again as they will probably be equal to the amount of quorum announced earlier.

In addition, the Secretary informed that one of the Company's Directors, Mr. Tatsuya Konoshita, who presently holds 156,700 of the Company's shares under the Thai NVDR Co., Ltd., shall have no right to vote in any of the agenda in this Meeting. After all shareholders understood the voting method, the Chairman then declared the Meeting duly convened to consider the agenda as follows:

**Agenda 1 To Certify the Minutes of the Annual General Meeting of Shareholders FY2008**

The Chairman proposed to the Meeting to certify the Minutes of the Annual General Meeting of Shareholders FY2008, held on 23 April, 2008 in which the Board of Directors viewed that it was correct, a copy of which was sent to the shareholders together with the notice of this Meeting.

**Resolved** It was resolved that the said Minutes be certified.

The above resolution was certified with a unanimous vote as follows:

Approve 132,966,608 votes ( 100 %)      Not Approve -none-      Abstain -none-

**Agenda 2 To Acknowledge and Approve the directors' Annual Report , the audited balance sheet and income statement including the auditor's report ending 31 December, 2008**

The Chairman asked Miss Tippranee, Executive Director - Business Support Division taking care of Finance & Accounting Department to report the Company's performance for FY2008. In addition, the Chairman told the Meeting that there was also a representative from the Company's independent auditor, Ernst & Young Office Ltd., present in the Meeting to answer questions or to provide more information if needed.

Miss Tippranee reported that the Total Assets as at 31 December, 2008 was 1,429,538,887 Baht , net investments totaled 694,288,549 baht and total net securities and derivatives business receivables was 546,704,664 baht. The Company's total revenues posted a slight decline from Bt272.7m to Bt263.7m or 3.3%yoy lower than the preceding year due largely to a decrease of brokerage income from Bt171.9m to Bt145.4m or a decline of 15.4%. Such a decline was attributable to a declining market share from 0.82% to 0.75%, and a shrinking market turnover of SET which fell from Bt17,436m to Bt16,118m, which was 7.6% thinner than

a year earlier while the total expenses was 347,059,343 baht jumped from Bt255.1m, or a sharp 36.1% higher than the preceding year due to the increase in bad debt from Bt4.1m to Bt96.1m

Therefore, the Company had a net loss of 76,409,483 baht or a net loss per share of 0.45 baht for consolidated financial statement and a net loss of 69,152,082 baht for separated financial statement. Consequently, the Retained earnings was Bt41.78m compared to the retained earnings of Bt130m in the year 2007.

A shareholder asked about the bad debt which had increased considerably to Bt 96m that it had incurred from how many debtors and whether they were big customers and how did the Company do with the collection of debts.

Mr. Jeremy responded that the debts were incurred by about 9 debtors which were medium-size customers. The Company had negotiated with those debtors of which some debts were paid back and some more collaterals deposited and the Company always gets in touch with those debtors.

The same shareholder continued to ask whether the bad debts will exist forever.

Mr. Yothin answered that the Company is asking for more collateral and if it is successful, then the bad debt allowance should be cleared.

The shareholder suspected that in considering margin loan, the Company may not be sufficiently aware of the risk factor.

Mr. Yothin explained that the bad debts currently occurred was caused by the impact from the stock market and global economic crisis which every broker firm was affected more or less dependant on which securities. As for the Company, we had improved by improving the criteria in setting up the marginable securities list allowed to trade on Credit Balance system.

The same shareholder also commented that the Company's brokerage fees income as well as the price of the Company's share have been declining subsequently, how could the Board of Directors solve the problem?

Mr. Yothin responded that currently the Company has expanded its business to other types of business such as derivatives and Bill of Exchange trading. Moreover, the Company may also expand its marketing team which will help increase its volume.

When there was no other question, the Chairman recommended that the directors' annual report, the audited balance sheet and income statement including the auditor's report as of 31 December, 2008 be acknowledged and approved.

**Resolved** It was resolved that the Directors' Report, the audited balance sheet and income statement including the auditor's report for the year ended 31 December, 2008 be acknowledged and approved.

The above resolution was approved with a majority vote as follows:

Approve 132,972,108 votes ( 99.97 %) Not Approve 41,000 votes (0.03%) Abstain -none-

**Remark** : In this agenda there were 5 additional shareholders attending the meeting total 46,500 votes.

**Agenda 3 To Approve no Dividend Payment for FY2008**

The Chairman stated that as the year 2008, the Company and its subsidiary had a net loss of Bt76.41m and a net loss of Bt69.15m for separated financial statement, it is the opinion of the Board of Directors to recommend the shareholders to approve no dividend payment. This is to comply with the Company's dividend payment policy which states that dividend payment will be made approximately 75 percent from the Company's net profit of the fiscal year. Since the Company had a net loss, the dividend cannot be paid while in 2007 when the Company had a net profit of Bt15.05 m, dividend was paid at 0.07 baht per share which equaled to approximately 75 percent from the net profit of the fiscal year.

Therefore, the Chairman asked the Meeting to approve no dividend payment for the year 2008 as proposed.

**Resolved** It was resolved that no dividend payment for the year 2008 be approved as proposed.

The above resolution was approved with a unanimous vote as follows:

Approve 133,013,108 votes ( 100 %) Not Approve -none- Abstain -none-

**Agenda 4 To Approve the Election of Directors to Replace those Retired by Rotation.**

The Chairman informed the Meeting that under the Articles of Association of the Company Section 15, one-third or nearest to one-third of the directors, who have held the office longest, must retire by rotation at every annual general meeting of shareholders. As for this year, there were altogether 9 members of the Board, there would be 3 directors retired by rotation as follows :

1. Mr. Chokechai Tanpoonsinthana in the position of Independent Director and Chairman of the Audit Committee
2. Mr. Vikit Kachonnarongvanich in the position of Independent Director and Audit Committee member
3. Mr. Mitsuji Konoshita in the position of Chairman of the Board of Directors

The Chairman proposed the shareholders to re-elect all three directors to be the directors in the same position of the Company for another term. The brief profile of each person had

already been attached in the invitation letter. For this agenda, each individual person was voted one by one by using voting sheets.

**Resolved** It was resolved that all 3 directors who were retired by rotation be re-elected as directors in the same position for another term.

The above resolution was approved with a majority vote as follows:

1. Mr. Chokechai Tanpoonsinthana in the position of Independent Director and Chairman of the Audit Committee

Approve 132,972,108 votes ( 99.97 %) Not Approve 41,000 votes (0.03%) Abstain -none-

2. Mr. Vikit Kachonnarongvanich in the position of Independent Director and Audit Committee member

Approve 132,972,108 votes ( 99.97 %) Not Approve 41,000 votes (0.03%) Abstain -none-

3. Mr. Mitsuji Konoshita in the position of Chairman of the Board of Directors

Approve 132,972,108 votes ( 99.97 %) Not Approve 41,000 votes (0.03%) Abstain -none-

#### **Agenda 5 To Approve the Appointment of Auditor and Determine the Auditing Fee for FY2009**

The Chairman proposed the Meeting to consider and approve the appointment of Ernst & Young Office Limited as the independent auditor of the Company for the year 2009 which will be the 10<sup>th</sup> year of using their services. There were 4 audit members proposed as follows:

Mr. Sophon Permsirivallop CPA no. 3182 (who has signed his name in the Company's financial statements for 3 years since 2006) or Miss Sumalee Reewarabandith CPA no. 3970 or Miss Vissuta Jariyathanakorn CPA no. 3853, or Mrs.Nongluk Poomnoi CPA no. 4172 (the latter three persons have never signed their names in the Company's financial statements) one of the four members be empowered to audit, do and sign in verification of the Company's financial statements. In case no one from the above CPAs can carry out the duty, Ernst & Young Office is eligible to appoint other CPA from their Office to carry out the duty in replacement. The Board also recommended the shareholders to approve the auditing fee of Baht 870,000 (Baht eight hundred seventy thousand) per annum exclusive of other expenses. The said fee is the same as last year exclusive of other non-audit service.

Moreover, in 2009 the Company's subsidiary company, United Asset Management Co., Ltd. will also use the same auditing firm and team to be its auditor as well. The auditing fee and certification of the subsidiary company's financial statements is 250,000 Baht (Baht: Two Hundred and fifty Thousand only), exclusive of other non-audit service which was 20,000 baht (Twenty thousand Baht) increased from the year 2008. Consequently, the total auditing fee and certification of the Company and its subsidiary company's financial statements is 1,120,000 (One Million One Hundred Twenty Thousand Baht), exclusive of other out-of-pocket expenses in which in 2008, it was a total of 23,141 (twenty-three thousand one hundred and forty-one baht).

The Board of Directors and the Audit Committee viewed that Ernst & Young Office Limited is the company which is acceptable internationally and its past performances were done with full discretion and good quality while auditing fee is reasonable. Moreover, the above audit members do not have any relationship or conflict of interest whatsoever, with the Company and or its management, major shareholders and their related persons.

**Resolved** It was resolved that the appointment of the auditors and their remuneration according to the above details, be approved.

The above resolution was approved with a unanimous vote as follows:

Approve 133,013,108 votes ( 100 %)      Not Approve -none-      Abstain -none-

**Agenda 6 To Approve the Remunerations for the Board of Directors and Audit Committee FY2009**

The Chairman stated that as the Company has no Remunerations Committee, the remunerations of the Board of Directors and Audit Committee has not been determined by such committee. However, remunerations which consist of meeting fees and annual bonus have been carefully determined from the Board of Directors' meeting significantly in relation with the Company's performance before gaining final approval from the shareholders. And the Board recommended the shareholders to approve the proposed meeting fee as follows:

**Monthly Meeting Fee for 2009:** The same rate as the year 2008:

-The Chairman of the Board- Baht 25,000 per month

Other Directors- Baht 20,000 per month each

-The Chairman of the Audit Committee- Baht 20,000 per month

Other Audit Committee members- Baht15,000 per month each

and Audit Committee will receive meeting fee from both positions

**Bonus for FY2008:** The Board recommended that the shareholders approve no bonus payment to the Board of Directors and Audit Committee as the Company had operated a net loss, while in the year 2007, the Company had a net profit of Bt15.05m and had paid a total bonus of 310,000 baht which was equal to two months meeting fee exclusively for non-executive director, and the Audit Committee received the bonus from both positions.

The Chairman then proposed the Meeting to vote to approve the above remunerations.

**Resolved** It was resolved that the proposed remunerations which consist of monthly meeting fees for the year 2009 and no bonus for fiscal year 2008 be approved.

The above resolution was approved with a unanimous vote as follows:

Approve 133,013,108 votes ( 100 %)      Not Approve -none-      Abstain -none-

The Chairman stated that there was no other business to be discussed. As all the agenda had been completed, the Chairman provided more opportunity for the shareholders to ask more questions or give more suggestions.

Another shareholder asked about yesterday's news regarding the analysis from Asia Plus Securities Pcl. which stated that the Company had only Bt 22m cash left to support 1 year loss and the Company had already explained that such analysis was unreliable and based on incomplete information. In addition, in 2008, the Company and its subsidiary had profits from operations worth Bt20m and the separate financial statement worth Bt27m but the loss of Bt76m was due mainly to set the allowance for impairment for Bt96m which was unrealized and non-recurring accounting item. Therefore, he had the following questions:

1. What was the allowance for impairment of Bt96m for?

The Chairman assigned Mr. Jeremy to answer the question. Mr. Jeremy said that it was the loss from the margin loan business.

The shareholder then stated that he had been keeping eyes on the Company's business and found out that recently there used to be orders which he couldn't remember whether selling or buying orders, but was sent out from the Company in which the price was abnormally high. He, therefore, thought that the Company did not monitor the customers' order sending properly. In addition, there was also the case which the Company had involved in the high speculative stocks trading. Therefore, he assumed that when the Company granted margin loan for the customers involving in such stocks, this was the reason of damages causing the Company to set up such allowance as high as Bt 96m and which implied that the Company had a weak control over its margin loan process.

Mr. Yothin explained that the case the shareholder mentioned was the buying of IRPC-F order sent via internet from the Company at the abnormally high price of Bt 370 per share. The Company had contacted the SET and summoned the buyer and seller to negotiate and could settle the transaction at the price of Bt60 per share for 10,000 shares in which the Company had got no damage from such transaction and the case had been settled before the SET changed the related regulations.

2. With reference to the same explanation of the Company yesterday which stated that the Company and its subsidiary still have a very sound capital position by having shareholders' equity as high as Bt955m and are a net cash position, with high liquid asset comprising of cash and cash equivalent worth Bt22m, net investments Bt 694m and net account receivable Bt 547m, the shareholder would like to know the detail of the net investments of Bt694m and whether the total of the account receivable of Bt 547m came from margin loan.

Miss Tippranee clarified that the Company's investments were investments in debt and equity securities such as Bill of Exchange approx. Bt323m and Bill of Exchange of private companies aval by bank of Bt370m which gave the total of Bt 693m. The rest was the investment in the common share of TSFC which are having financial and operation problems and it is during rehabilitation process in which the Company had set full allowance of Bt7.4 m.

The shareholder then asked whether the Company will invest in the TSFC which Miss Tippranee said that the Board of Directors has no intention at this moment to make any more investment on TSFC. The shareholder agreed.

As for the account receivables of Bt547m, Miss Tippranee said that it was from receivables from Credit Balance accounts Bt 538m and from Cash accounts Bt65m, from installment receivables Bt39m and receivables subject to legal proceedings Bt2m which were from the former debtors cases happened since 2004, details of which appeared in the annual report.

The shareholder suggested that such recession and declining stock market which adversely impacted globally had resulted in significantly declining of market volume and in future when the liberalization of commission activates, if the company would like to dissolve, the securities license would worth no value anymore. Therefore, we currently see a few incorporation of securities companies. A few years ago, this same shareholder had once suggested the Company to consider merging with NOMURA Securities and he still insisted that with this situation, merging would help the Company save its fixed cost, the redundant branches may be dissolved and the Company's market share will improve. So he asked whether the Board of Directors had ever thought about this.

Mr. Jeremy admitted that the shareholder was correct that all securities companies are facing difficult time. However, as for the Company, it had started to reduce the costs since the first quarter of last year and branches which were not breakeven were dissolved for about 8 branches from the past 3 years. And he viewed that at present, the Company's costs were at its minimum possible. As for the corporation of the Company with other securities companies, the Company has been talking with other companies from time to time but views that at present nobody can give any extra value to the shareholder. However, the Company still opens for the talks.

The shareholder then asked how much roughly are the fixed costs of the Company?

Mr. Jeremy responded that the shareholder may want to know how much is our breakeven volume per day. So he said that in each day the Company has to get about Bt260-270 m volume to breakeven while from the past 3 years, the Company had to do Bt380m per day. However, for last year, the Company did not loss from operation, the loss caused basically from margin loan on Credit Balance and from the investment in TSFC.

The shareholder continued to ask how does the Company monitor its margin loan for Credit Balance.

Mr. Jeremy said that the Company had reviewed all criteria for the customers and the list of the stocks that we will finance. However, in 2009 the Credit Balance business was much smaller than last year and the Company had made all the credit approval process much tighter. He also added that the Company had never had any bad loan within the past 5 years and last year was the first time. Moreover, the amount of loan over the 5 years compared to last year's, the bad debt ratio was only 3% annually.

The shareholder then finally asked if in the future the liberalization of commission fee activates and the securities license are issued for free, with the current capital status of the Company, will it be able to survive?

Mr. Jeremy stated that if all of the securities companies in Thailand are under the same rules and regulations are under identical situation, he believed the Company can survive.

Finally, the Chairman stated that as the A.P.F. holdings Co., Ltd. is also the shareholder of the Company, APF also shares the same result from the Company's operations as other shareholders. However, the Company is trying its best to improve its business. He views that for the past 3 years, Thailand has been facing with political problem and securities business is highly and directly affected by such problem. He, however, believes that such problem will not continue forever and still hopes in the better future of Thailand and Thai people and that the stock market situation will recover through times.

As there was no more question, the Chairman thanked the shareholders for their participations, their precious opinions and advices which will be considered for the Company's future improvement.

The Meeting closed at 11.30 a.m.



(Mr. Mitsuji Konoshita)

Chairman of the Board of Directors

Documents for Agenda 4: To approve the election of directors to replace those retired by rotation

1. Mr. Sirawat Wanglee

Age 38

Nationality Thai

Education - MBA, University of North Carolina at Chapel Hill, North Carolina, USA  
- BBA in Finance, Chulalongkorn University

Special Training Director Accreditation Program, 81/2009  
from The Thai Institute of Directors Association

Present position Independent Director (without power of management)  
and Audit Committee

Position to be appointed Independent Director (without power of management)  
and Audit Committee

Starting Date 4 December, 2008 (total 1 yr. 4 months)

Share holding -none-

Remark: Please see the Definition of Independent Director and its higher in qualification in the 2009 Annual Report on page XX.

**Working Experience**

<u>Working period</u>	<u>Position</u>	<u>Organization</u>
1995 - 1997	Money Market and Foreign Exchange Trader	Nakornthon Bank Pcl.
1997 - 1998	Account Officer – Corporate Banking Dept.	Nakornthon Bank Pcl.
2000	Summer Associate	Wells Fargo HSBC Trade Bank, CA
2001 – Aug 2008	Fiscal Analyst –Energy Sector	State Enterprise Policy Office (SEPO), Ministry of Finance

**Present Position in other organizations**

Listed Organization : -none-

Non-Listed Organization : total 1 company

2008 - Present	Director	Veerawong Co., Ltd.
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Being director in other organizations mentioned above does not have any conflict of interest with the Company/ parent company/ subsidiary company or juristic person which may have conflict at present or in the past 2 years.

**Achievement in 2009**

- Carried out the duties and responsibilities of Independent Director and Audit Committee member soundly and consistently
- Giving independent advices on problem solving of the Company's operation.

**Meeting Attendance Record** - 12/12 times of the Board of Directors' Meeting  
12/12 of the Audit Committee Meeting

## 2. Mr. Tatsuya Konoshita

Age 38  
Nationality Japanese  
Education B.A. - Literature, Osaka University, Japan  
Special Training Has not yet participated in any of the IOD courses  
Present position Director (with power of management)  
Position to be appointed Director (with power of management)  
Starting Date 28 March, 2006 (4 yrs. 1 month)  
Share holding 156,700 shares ( 0.09%)

### Working Experience

<u>Working period</u>	<u>Position</u>	<u>Organization</u>
1998-2005	Director	Sanwa Home Service Co., Ltd., Japan
2005-2006	Chairman of the Executive Officer	Bangkok Station Network Co.,Ltd.Thailand

### Present Positions in other organizations

Listed Organization : - none-

Non-Listed Organization : - none-

**Achievement in 2009** - Doing public relations of the Company in Japan, including the introduction of new Japanese clients to the Company  
- Giving useful advices which were useful for the Company's opinions

**Meeting Attendance Record** - 10/12 times of the Board of Directors' Meeting  
- 6/21 times of the Executive Committee Meeting (the absence was due mainly to business trip in Japan)

## 3. Mr. Jeremy Liao

Age 41  
Nationality Singapore  
Education B.BA., Finance, University of Notre Dame,  
Indiana, USA.  
Special Training Director Accreditation Program, 67/2007  
Director Certification Program, 112/2009  
Thai Institution of Directors Association  
Present position Director (with power of management) and  
Managing Director (highest management)  
Position to be appointed Director (with power of management) and  
Managing Director (highest management)  
Starting date 3 March, 2006 (total 4 yrs. 1 month)  
Share holding -none-

## Working Experience

<u>Working period</u>	<u>Position</u>	<u>Organization</u>
1994 -1995	Executive – Corporate Planning	Tanjong Public Limited Company, Malaysia
1995-1995	Investment Analyst	Ong Research Pte. Ltd. Singapore
1995-1997	Financial Analyst	AIA Capital Corporation Ltd., Singapore
1997-1998	Assistants Vice President	
1999-2001	Vice President	
2002-2006	Director – Corporate Advisory / Mergers & Acquisitions	Rabobank International, Singapore

## Present Positions in other organizations

Listed Organization : - none-

Non-Listed Organization : - none-

**Achievement in 2009**

- Carried out the duties and responsibilities of a Director and Managing Director of the Company, supervising and governing the Company's business in all aspects so that the Company's operations were carried out to its utmost efficiency
- Develop and improve the Company's business policy in various aspects such as risk management and good corporate governance, etc.

**Meeting Attendance Record-** 12/12 times of the Board of Directors' Meeting

- 19/21 times of the Executive Committee Meeting

**Remark:** The Selection process of the Company's directors was not done by the Nominating Committee as at present the Company does not have such Committee. However, the Board of Directors has carefully considered various aspects of the qualifications of the Directors and agreed that their qualifications and experiences together with their expertise are appropriate for being directors of the Company. The Board, therefore, recommended that all of the directors be re-elected as the directors of the Company for another term.

## Independent Director's Information

(for Proxy purpose)

1. **Mr. Chokechai Tanpoonsinthana** Age 62 years old

**Address:** No. 1275-81 Songvard Road, Sampanthavong, Bangkok

**Remark:** Mr. Chokechai has no conflict of interest in any of the agenda as he is not the shareholder of the Company. Therefore, he has no right to vote in any of the agenda except voting as a proxy granted to him (if any) and which he has to cast the vote according to the proxy grantor.

2. **Mr. Vikit Kachonnarongvanich** Age 52 years old

**Address:** No. 105/47 Moo Ban Pinklao Garden City, Buddhamonthon Sai 2 Road, Thavee Wattana Bangkok 10170

**Remark:** Mr. Vikit has no conflict of interest in any of the agenda as he is not the shareholder of the Company. Therefore, he has no right to vote in any of the agenda except voting as a proxy granted to him (if any) and which he has to cast the vote according to the proxy grantor.

3. **Mr. Sirawat Wanglee** Age 38 years old

**Address:** No. 230 Sukhumvit 49, Klongton-Nua, Wattana, Bangkok 10110

**Remark:** Mr. Sirawat has no conflict of interest in any of the agenda as he is not the shareholder of the Company. Therefore, he has no right to vote in any of the agenda except voting as a proxy granted to him (if any) and which he has to cast the vote according to the proxy grantor.

**Articles of Association**  
**United Securities Public Company Limited**  
(only the related sections to AGM parts)

**SECTION 15** At every annual general meeting, one-third of directors who has held office longest shall retire. If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire. A director who vacates office may be re-elected.

**SECTION 18** In case of a vacancy in the board of directors for reasons other than the expiration of the director's term of office, the board of directors shall elect a person who has the qualifications and who possesses no prohibited characteristics under Section 68 of the Public Limited Companies Act B.E.2535 as the substitute director at the next meeting of the board of directors, unless the remaining term of office of the said director is less than two months. The substitute director shall hold office only for the remaining term of office of the director whom he or she replaces.

The resolution of the board of directors under the first paragraph shall be by a vote of not less than three quarters of the number of directors remaining.

**SECTION 19** The shareholder meeting may pass a resolution removing any director from office prior to retirement by rotation, by a vote of not less than three quarters of the number of shareholders attending the meeting who have the right to vote and having the total shares not less than half of the number of shares held by the shareholders attending the meeting and having the right to vote.

**SECTION 29** The board of directors shall call a shareholder meeting which is an annual ordinary general meeting of shareholders within four months of the last day of the fiscal year of the Company.

**SECTION 30** In calling a shareholder meeting, the board of directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the board of directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper at least three days continuously prior to the date of the meeting and for not less than 3 days.

**SECTION 31** In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of issued shares of the company.

At any shareholder meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as defined in the first paragraph, and if such shareholder meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

**SECTION 32** A resolution of the shareholder meeting shall require:

- (1) in an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes, counting one share as one vote, in case of a tie vote, the chairman of the meeting shall cast a final vote to meet the resolution.

**SECTION 33** Secret voting may be done when not less than five shareholders requested with the consent of the meeting.

**SECTION 34** The agenda that should be included in the Annual General Meeting of the Shareholders are as follows:

- (1) To consider the annual report of the Board of Directors concerning the Company's past fiscal year performance
- (2) To consider and approve the financial statement
- (3) To consider the allocation of profit
- (4) To elect Directors to replace those retire by rotation
- (5) To appoint independent auditor
- (6) To consider other businesses

**SECTION 39** Dividends shall not be paid other than out of profits. If the company still has an accumulated loss, no dividends shall be distributed.

Dividends shall be distributed according to the number of shares, with each share receiving an equal amount. Payment of dividends shall be approved by the shareholder meeting.

The board of directors may pay interim dividends to the shareholders from time to time if the board believes that the profits of the company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the shareholders at the next shareholder meeting.

Payment of dividends shall be made within one month of the date of the resolution of the shareholder meeting or of the meeting of the board of directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in the newspaper.

- Remark**
- 1) Referring to Appointment of Director agenda, according to the Public Company Limited Act, section 33 paragraph 2 and section 102, the Director who is the Company's shareholder is not considered to be an interested person. Therefore, the shareholder-Director shall have the right to cast his vote on the appointment of Director agenda.
  - 2) Referring to Determination of Board of Directors' remunerations agenda, even though the Public Company Limited Act does not clearly specify whether the shareholder-Director is the interested person or not, but the Ministry of Commerce has deliberately considered that the said Director is the interested person. Therefore, the shareholder-Director shall not have the right to cast his vote on the determination of the Board of Directors' remunerations agenda.

### Identification Documents of Shareholders and Proxies

The following documents must be presented prior to attending the Shareholders' Meeting (as the case may be):

1. **In the event that the shareholder is an individual person:**
  - 1.1 Attendance in person: A valid official ID card where in a photograph is shown, e.g. personal ID card, driver license, or passport (for foreigners).
  - 1.2 Attendance by proxy:
    - (A) a completed Proxy Form signed by the proxy grantor (the shareholder) and the proxy;
    - (B) a copy of the proxy grantor's ID card as referred to in 1.1 certified correct by the proxy grantor; and
    - (C) an original of the proxy's ID card as referred to in 1.1
2. **In the event that the shareholder is a juristic person:**
  - 2.1 Attendance by an authorized representative of the shareholder:
    - (A) an original of such authorized representative's ID card as referred to in 1.1; and
    - (B) a copy of the Affidavit or Certificate of Incorporation of the shareholder showing the name of such authorized representative as a person having authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified correct by such authorized representative.
  - 2.2 Attendance by proxy:
    - (A) a completed Proxy Form signed by the proxy grantor (the shareholder) and to proxy;
    - (B) a copy of the Affidavit or Certificate of the Incorporation of the shareholder showing that the name of the person who signs in the Proxy Form as the proxy grantor is an authorized representative of the shareholder having authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified correct by such authorized representative; and
    - (C) an original of the proxy's ID card as referred to in 1.1
3. **In the event that the shareholder is non-Thai shareholder or is a juristic person incorporated under a foreign law:**

Paragraph no. 1 and 2 above shall be applied *mutates mutandis* to a non-Thai shareholder or a shareholder which is juristic person incorporated under a foreign law as the case may be under the following conditions:

  - (A) Affidavit or Certificate of Incorporation of such juristic person may be issued by either the governmental authority of the country in where such juristic person is situated or by an officer of such juristic person, provided that such an Affidavit or Certificate of Incorporation must contain the name of the juristic person, the address of the head office of the juristic person, and the name(s)
  - (B) English translation is required to be attached for any original document which is not made in English and such translation must be certified by the authorized representative of such juristic person.