



Focus

FOCUS DEVELOPMENT AND CONSTRUCTION
PUBLIC COMPANY LIMITED



DEVELOPMENT
ENGINEERING
CONSTRUCTION
INVESTMENT



2015 ANNUAL REPORT



Focus

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Remarks: Investors may study more information of the Company from its Annual Registration Statement (Form 56-1) posted on the website www.set.or.th or the Company's website www.focus-pcl.com



VISION & MISSION

VISION

To be professional in construction and property development businesses with the participation of all stakeholders and with the responsibilities to community, society and environment in order to develop the Company for sustainable growth.

MISSION

1. Develop the Company's working systems and personnel in order to be professional in construction and property development businesses
2. Support and encourage the rights and duties of all relevant stakeholders in participating in business operations of the Company
3. Support and encourage the Company's personnel to be responsible to community, society and environment

VALUE

- F** = Focus on Customers' Satisfaction
O = Outperform the Market as Professional
C = Corporate Social Responsibility for Community, Society and Environment
U = Understand the Roles and Participation of All Stakeholders
S = Sustainable Development for Sustainable Growth of the Company



Message from the Chairman



Mr. Anucha Sihanatkathakul
Chairman of the Board

Even though it was expected that Thai economy in 2015 could be expanded by 3%, increased from only 0.7% in 2014, the Thai economy was still affected by the global economic recession resulting in the trade and investment recession. Coupled with the problems of the export value reduction, drought issue, low prices of agricultural products and high level of household debts which reduce the purchasing power of the people with psychological effect on investment of both domestic and foreign investors.

For the construction industry, the Construction Institute of Thailand, Ministry of Industry evaluated that the overall Thai construction industry in 2015 will grow by 9-10% due to the fact that the Government has urged to drive the government budget while the new construction projects of the private sector was seriously impacted by the economic recession in 2015 which can be seen from the slowdown of new projects and the Company was unavoidably affected thereby, coupled with the high competition in the construction industry. However, it is expected that the overall construction industry in 2016 would improve and grow more than 10% because of the Government's driving of the mega projects and lower oil prices which could result in no price increase of construction materials costs, especially steel bar.

The economic recession in the previous year also affected the property market because of the uncertainty of the economic situation and the reduction of purchasing power and more strictness of commercial banks in granting credit facilities.

Even though the risk factors from external factors regarding the economic vulnerability, fluctuation of money value and oil prices, there is a good sign of Thai economy due to the Government's measurement in stimulating the economy.

The Company's Board of Directors has adjusted the strategic direction to meet the current business environment. Concentration has been given to projects with quality and improvement of service to gain more confidence from our existing and new customers. In addition, we continue to emphasize in managing our direct costs and cash flow in order to grow with quality. We have been very careful in mitigating our risks under the current volatile economic situation and managing our business to meet our company's objectives. This also includes the improvement of the Company's corporate governance policy and guidelines in order to enhance the confidence to all stakeholders, including to support the CSR in Process activities to be in line with our commitment and our responsibility to our stakeholders, community, society and environment.

On behalf of the Board of Directors, I would like to thank our shareholders, customers, business partners and those who have given us their continued support. I also would like to thank all of our management and staff for their dedication and hard working. Finally, I am confident that the Company has potential to expand and continue to grow further with continued support and cooperation from all parties concerned.

Report of the Audit and Corporate Governance Committee to Shareholders

To Shareholders of Focus Development and Construction Public Company Limited

The Company's Audit and Corporate Governance Committee comprises three independent directors as follows:

- | | |
|--|--|
| 1. Mr. Phasunsook Ayanaputra | Chairman of Audit and Corporate Governance Committee |
| 2. Mr. Pol.Maj.Gen. Sunthorn Boonruang | Audit and Corporate Governance Committee |
| 3. Mr. Thomas C. Thompson | Audit and Corporate Governance Committee |

The term of appointment is two years from 1 May 2016 to 30 April 2018.

The Audit and Corporate Governance Committee are full of knowledge, abilities, specialized experiences and possess the qualifications as required by the Stock Exchange of Thailand and have independence in performing their duties.

In 2015, the Audit and Corporate Governance Committee arranged four meetings with the Company's auditors, provided that, three meetings with the participation of the Company's Management and one meeting only with the Company's auditors without the Company's Management. The Audit and Corporate Governance Committee submitted the results of each meeting to the Board of Directors, the substance of which can be summarized as follows:

- Reviewing the 2015 quarterly and annual financial statements which have been reviewed and audited by certified public accountants prior to submitting to the Board of Directors and disclosing to shareholders and general public and consulting with the auditors. The key issues commented by the auditors will be discussed and improved in order to be in line with the laws and accounting standards and will be sufficiently disclosed to shareholders and general public.
- Reviewing the disclosure of related party transactions and issues that may cause the conflict of interest
- Reviewing the appropriateness of the internal control system of the Company and giving advice on the sufficient internal and assets control
- Considering, suggesting and advising on the annual audit plan proposed by the internal audit department
- Reviewing the operations and suggestions of the internal audit department
- Reviewing the performance of the auditors during the past year and giving advice on the appointment of auditors and their remuneration

The Auditor and Corporate Governance Committee has concluded that the Company's financial statements which have been reviewed and audited by the certified public accountants are prepared in accordance with the generally accepted accounting principles, and the financial information has been sufficiently disclosed without nothing to believe that the said financial statements are significantly incorrect. In addition, the Audit and Corporate Governance Committee also agreed with the appointment of the certified public accounts of PV Audit Co., Ltd. as the Company's auditors for the year 2016 with the remuneration of 800,000 Baht per year.



(Mr. Phasunsook Ayanaputra)
Chairman of Audit and Corporate Governance Committee

Board of Directors



01



02



03



04



05



06



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08



09

01 Mr. Anucha Sihanatkathakul
Chairman of the Board of
Directors (Authorized Director)

02 Mr. Jeremy Lechemere King
Vice Chairman of the Board of
Directors (Authorized Director)

03 Mr. Michael de Santiesteban
Director

04 Mr. Phasunsook Ayanaputra
Director and Chairman of the Audit
and Corporate Governance
Committee and the Chairman
of the Nomination and
Remuneration Committee

05 Mr. Nontawat Thongmee
Director and Managing
Director (Authorized Director)

06 Pol.Maj.Gen. Sunthorn Boonruang
Director and the Audit and
Corporate Governance Committee
and the Nomination and
Remuneration Committee

07 Mr. Thomas C. Thompson
Director and the Audit and
Corporate Governance
Committee and the Nomination
and Remuneration Committee

08 Mr. Patrick Michael Davenport
Director

09 Mr. Tanakorn Leelasiri
Director

Audit and Corporate Governance Committee



01



02



03

01 Mr. Phasunsook Ayanaputral
Chairman of the Audit and
Corporate Governance Committee

02 Mr. Thomas C. Thompson
Director of the Audit and
Corporate Governance Committee

03 Pol.Maj.Gen. Sunthorn Boonruang
Director of the Audit and Corporate
Governance Committee

Construction and Risk Management Committee



01

01 Mr. Anucha Sihanatkathakul
Executive Chairman



02



03

02 Mr. Nontawat Thongmee
Managing Director

03 Mr. Tanakorn Leelasiri
Assistant Managing Director
Administration Division



04

**04 Mrs. Wilaiporn
Siripoorikan**
Assistant Managing
Director
Finance & Accounting
Division

DEVELOPMENT / ENGINEERING / CONSTRUCTION / INVESTMENT









Part **1**
Business
Operations



1.1 Business Policy and Overview

Focus Development and Construction Public Company Limited operates construction business since 1989 in various types of construction, e.g. office buildings, condominiums, hotels, resorts, etc. In 2012, we have expanded our business to the property development with “Focus on Saladaeng” as our first development project and Focus Ploenchit as our second development project.

1.1.1 Vision, Mission and Value of the Company

In order to develop the Company for sustainable growth, the Board of Directors’ Meeting No. 3/2014, held on 13 August 2014 has approved the new Vision, Mission and Value of the Company and the New Corporate Governance Policy 2014 in order to improve the Corporate Governance Policy 2004 and include new policies to be in line with the Principles on Good Corporate Governance 2012 of the Stock of Exchange of Thailand and the Guidelines on Corporate Social Responsibility of the Stock of Exchange of Thailand 2012, in particular, the Policy on Anti-Fraud and Corruption, Non-Violation of Intellectual Property, Non-Violation of Human Rights, etc.

We do hope that the New Corporate Governance Policy 2014 would be the important mechanism to help develop the Company for sustainable growth with its continuing responsibilities to community, society and environment.

Vision

To be professional in construction and property development businesses with the participation of all stakeholders and with the responsibilities to community, society and environment in order to develop the Company for sustainable growth.

Mission

1. Develop the Company’s working systems and personnel in order to be professional in construction and property development businesses
2. Support and encourage the rights and duties of all relevant stakeholders in participating in business operations of the Company
3. Support and encourage the Company’s personnel to be responsible to community, society and environment

Value

- F = Focus on Customers’ Satisfaction
- O = Outperform the Market as Professional
- C = Corporate Social Responsibility for Community, Society and Environment
- U = Understand the Roles and Participation of All Stakeholders
- S = Sustainable Development for Sustainable Growth of the Company

1.1.2 Significant Changes and Development

1989

Focus Development and Construction Public Co., Ltd. was established on 30 March 1989 under the name of “Pasuput Co., Ltd.” operating general construction projects for both public and private sectors.

2002-2004

On 4 November 2002, the Company was converted into a public limited Company and was listed in the Stock Exchange of Thailand on 5 October 2004 under the registered securities name of “FOCUS”.

2008

5 November 2008 at the extraordinary general meeting of shareholders agreed to change the Company’s name from Focus Engineering and Construction Public Co., Ltd. to Focus Development and Construction Public Co., Ltd. by registering the change of the Company’s name with the Ministry of Commerce on 19 November 2008.

2009

April: The extraordinary general meeting of shareholders agreed and approved to take the exceeded value of the stocks’ price to cover the existing loss with the amount of 31,145,372 Baht., and the remaining loss was 52,973,155 Baht on 23 April 2009.

May: The meeting of board of directors on May 29 2009 agreed to set the offer for sale and the right offering warrant date for the existing shareholders and the ESOP warrant date for directors and employees as the detail listed below;

1. Right Offering Warrant for the existing shareholders:

- Offer for sale date 16 June 2009
- Initial right exercising date 31 July 2009
- Final right exercising date 15 June 2014

2. ESOP Warrant for directors and employees:-

- Offer for sale date 16 June 2009
- Initial right exercising date 31 July 2010
- Final right exercising date 15 June 2014

June: The Company provided the right offering warrant for the existing shareholders with the total of 62,499,638 units, and the remaining of them was 362 units. However, the Company will process cancellation for those remaining units and provide the ESOP warrant for directors and employees with the total of 12,500,000 units.

July: On 3 July 2009, the Company’s right offering warrants with the total of 62,499,638 units were approved by the Securities and Exchange Commission to begin trading in the Market for Alternative investment or MAI.

August: The Company signed a construction contract with Bangkok Mass Transit System Public Company Limited to construct the station building in the area of Bangkok Metropolitan Region: Red Line Project covered from Bang Sue district to Taling Chan district in cooperated with Unique Engineering and Construction Public Co., Ltd. with the value of 482.36 Million Baht.

October:

- 12 October 2009, the Extraordinary General Meeting of Shareholders No. 1/2009, held on 12 October 2009 (EGM No.1/2009) passed a resolution to make a change of the share price for the private placement of 200,000,000 shares from 3 Baht per share to 2 Baht per share.
- The EGM No.1/2009 also passed a resolution to change Article 14 of the Company's Articles of Association on the number of directors from 5-11 directors to 5-12 directors and appointed two new directors, i.e. Mr. Tanakorn Leelasiri and Mr. Tanavich Jindapradis who were registered with the Ministry of Commerce on 26 October 2009.

December: The Company was approved by the ISO 9001: 2008 from United Registrar of System (Thailand) Co., Ltd. (URS).

In addition, the Company entered into construction contract amendments No. 7-26 of the Private Residence Bangkok with the value of 42.63 Million Baht.

2010

January: The Company signed a construction contract with Department of Rural Roads under the project of building a bridge across Klong Luang canal at Meuang district, Samutsakhon with the value of 55.70 Million Baht.

May: The Company worked on the 14-storey condominium project in cooperated with Wilailuck Development Co., Ltd. with the value of 49.37 Million Baht.

July: The Company signed a design contract and constructed the apartment for the athletes at National Tennis Development Center with the value of 20 Million Baht.

September: The Company obtained the contract of swimming pool construction under the Rayong Marriott Resort & Spa project in cooperated with Puphatara Co., Ltd. with the value of 36.38 Million Baht.

October:

- The Company signed a construction contract of building the rice godown and building component in cooperated with Pathum Rice Mill and Granary Public Co., Ltd. with the value of 34.24 Million Baht.
- The Company held the grand opening for the first project of the property development business under the name of "Focus on Saladaeng Condominium" at Dusitthani Hotel.

In addition, the Company entered into another amendment to construction agreement of the Private Residence Bangkok with the value of 17.12 Million Baht.

2011

February: The Company signed a construction contract of the 8-storey residential building and 2-storey basement under the Collezio (Sathorn-Pipat) project with the value of 84 Million Baht. On July, the Company also signed a construction contract of the architecture project with the value of 49.80 Million Baht. Therefore, the total value turned out as 133.80 Million Baht in cooperated with Major Development Public Co., Ltd.

May: The Company signed a construction contract of the structure and the system project at Thaksina Business Administration School in cooperated with M.P. Education Co., Ltd. with the value of 202.10 Million Baht.

August: The Company signed a construction contract of structure and architecture project under the Equinox (Phahol-Vibha) project, which is 42-storey residential building in cooperated with Major Development Public Co., Ltd. with the value of 578 Million Baht.

December: The Company agreed to sign the agreement to buy of Sukhumvit Soi 2 land, Khlongtun, Prakanhong district, Bangkok as of the total area of 345 square wah with the value of 180 Million Baht for the future development of the real estate business.

2012

March: The Company signed a construction contract of the structure, architecture, and engineering system project for the 8-storey residential building and one basement under the project “The Nest” in cooperated with The Nest Property Co., Ltd. with the value of 103, 50 Million Baht.

June:

- The Company signed a construction contract of the structure, architecture, and sanitary system project for the food and beverage production plant, Nakhonpathom in cooperated with General Beverage Co., Ltd. with the value of 125 Million Baht.
- The Company signed a construction contract of the structure, architecture, and electrical, water supply, and air-conditioning system project for Kanyarat Lakeview Condominium which is 14-storey building, Khonkan in cooperated with Kanyarat Property Co., Ltd. with the value of 302.50 Million Baht.
- The Company signed a construction contract of the structure, architecture, and electrical, water supply, and sanitary system, and road project for the car showroom, repair and maintenance building which is located in Rama II Rd., Bangkok in cooperated with Siam Nissan Rod Dee Rama II Co., Ltd. with the value of 51.36 Million Baht.

October: Both directors and employees brought the right offering warrant to be using in buying the common stock with the total of 579,000 stocks with is valued 3 Baht per stock the Ministry of Commerce on 7 November 2012. Such capital stocks started to be trading in MAI on 12 November 2012.

December: The Company signed a construction contract of the structure, architecture, and engineering system project for the W District Trunc C, Prakanong in cooperation with Centerland Co., Ltd. with the value of 83.50 Million Baht.

2013

January:

- The Company signed a construction contract of the structure, architecture, and building components system project for the H2O Condominium, Pakchong district, Nakornratchasima in cooperated with Puphatara Kaoyai Co., Ltd. with the value of 136 Million Baht.
- Both directors and employees brought the right offering warrant to buy altogether of 192,000 common stocks with 3 Baht per stock. Also, the Company registered for the increasing capital from 125,579,000 Baht to 125,771,000 Baht with the Ministry of Commerce on 6 February 2013. Such capital stocks started to be trading in MAI Stock Market of the Securities Exchange of Thailand on 8 February 2013.

February: The Company signed a construction contract of the mill and silo (Package 1) under the Rice Complex project, Thukfah, Chaiyo district, Ang Thong in cooperated with Siam Par Boilrice Co., Ltd. with the value of 97.50 Million Baht.

April: Both directors and employees brought the right offering warrant to be using in buying the common stock with the total of 949,000 stocks which is valued 3 Baht per stocks. Also, the Company registered for the increasing capital from 125,771,000 Baht to 126,720,000 Baht with the Ministry of Commerce on 8 May 2013. Such capital stocks started to be trading in MAI Stock Market of the Securities Exchange of Thailand on 13 May 2013.

May:

- The Company signed a construction contract of the multi-residential building, Sucre Khaoyai Building A and B, Pakchong, Nakornratchasima in cooperated with Sucre Asset Co., Ltd. with the value of 173.91 Million Baht.
- The Company signed a construction contract of the mill and silo (Package 2) under the Rice Complex project, Lhuckfah, Siyo district, Ang Thong in cooperated with Siam Par Boilrice Co., Ltd. with the value of 87.28 Million Baht.

June: The Company signed a construction contract of the structure, architecture, and building components system project for 3-storey office building on Ploenchit Rd., Bangkok in cooperated with Proud Group Holding Co., Ltd. with the value of 36.95 Million Baht.

July: The Company signed a construction contract of the Villa Work Phase No.3 for four units and this is under the Phupatara project, Khaoyai, Nakornratchasima in cooperated with Phupatara Khaoyai Co., Ltd. with the value of 18.28 Million Baht.

August: The Company signed a construction contract of the structure, architecture, and building components system project for ten houses under the V Huahin project, Huahin district, Prachuap Khiri Khan in cooperated with V Huahin Co., Ltd. with the value of 42.36 Million Baht.

November: The Company signed a construction contract with On-nuch Construction Co., Ltd. for the structure and sanitary system works of 6-storey hotel building called "Splendid Resort Hotel", Amphur Pakchong, Changwad Nakornratchasima with the value of 33.50 Million Baht.

2014

January: The Company signed a construction contract of structural and architectural works for The Phyll Project, Soi Sukhumvit 54, Sukhumvit Road, Bangkok with Saranrat Development Co., Ltd. with the value of 290 Million Baht.

April: The Company signed a construction contract with Le Votel Khao Yai Co., Ltd. for structural and architectural works of DusitD2 Hotel, Khao Yai, Tambol Moosi, Amphur Pakchong, Changwad Nakornratchsima with the value of 177 Million Baht.

May: The Company signed a construction contract with On-nuch Construction Co., Ltd. for the architectural and electrical and air-conditioning works for a 6-storey hotel, Gudkla-Parnsuek Road, Tambol Moosi, Amphur Pakchong, Changwad Nakornratchsima with the value of 66.5 Million Baht.

June: The unexercised warrants to buy ordinary shares of the existing shareholders or RO Warrants in the amount of 62,499,958 units (from the total 62,500,000 units) and the unexercised warrants to buy ordinary shares of the directors and staff or ESOP Warrants in the amount of 10,780,000 units (from the total 12,500,000 units) had expired since 16 June 2014. The paid-up capital of the Company as of 19 June 2014 is 126,720,042 Baht.

July: The CSR Task Force chaired by the Managing Director was set up with all department heads of the Company acting as members of the task force. The key function of this task force is to develop and follow up CSR in Process activities of the Company.

August: The Board of Directors' Meeting No.3/2014, held on 13 August 2014 approved the Vision, Mission, Value of the Company and the new Corporate Governance Policy 2014 with 11 Chapters, including new CG policies, e.g. the Anti-Fraud and Corruption Policy, Non-Violation of Intellectual Property Policy and the Non-Violation of Human Rights Policy, etc.

2015

February: In order to be comply with the Good Corporate Governance Principles, the Board of Directors of the Company has determined another role of the Audit Committee to supervise and monitor the business of the Company and has resolved that the name of the Audit Committee be changed to be the "Audit and Corporate Governance Committee". The Board also determined another role of the Construction Committee to manage the risks of the Company, and has resolved that the name of the Construction Committee be changed to be the "Construction and Risk Management Committee".

April: The Company has been awarded the construction works (structure, architect and system) of Issara Collection Sathorn with the value of 290 Million Baht which is a high-end condo project and located in Soi Nang Lin Chee 4, Nang Lin Chee Road, Kwaeng Chongnonsee, Khet Yananwa, Bangkok. Charn Issara Vibhapol Company Limited is the project owner. The construction is expected to be completed on 30 November 2016 under the contract.

May: The construction of Focus Ploenchit which is located in Sukhumvit Soi 2, Kwaeng Klongtoey, Khet Klongtoey, Bangkok, has been completed and the ownership has gradually been transferred to customers.

In addition, in 2015, the Management of the Company has reviewed, developed and improved the system and working format of various sections of the Company in order to enhance the efficiency, including, to be prepared for new projects when the economic improves in 2016. The Authority Table of the Company has also been reviewed and improved as appropriate and to be in line with the current situation.

1.2 Nature of the Business Operations

1.2.1 Business Overview

The Company itself is considered a medium construction company operating general construction projects, including private and public sector projects. Our construction is diversified in various types of construction works, for example, factories, office buildings, residential buildings, condominiums, hotels, schools, hospitals, infrastructure, etc. However, the Company mainly focuses on potential and credible customers or those who are in a good financial position. The Company acts as the main contractor and subcontractor. Furthermore, the Company also cooperates with other specialized contractors in joint bidding or joint working as a joint venture or consortium for a high value project. With the track records from its past experiences, the Company is able to expand to construction works with higher value.

Since 2012 we have expanded our business to the property development with “Focus on Saladaeng” as our first development project and Focus Ploenchit as our second development project.

1.2.2 Revenue Structure of the Company

The revenue structure of the Company during the year 2013-2015

Product Line/Business Group	Year 2015		Year 2014		Year 2013 (Restated)	
	Revenue	%	Revenue	%	Revenue	%
1. Revenue from Construction	228.55	45.84	532.63	97.01	1,077.85	96.74
2. Revenue from Property Development	261.39	52.42	-	-	22.90	2.06
3. Other Income	8.68	1.74	16.40	2.99	13.40	1.20
รวม	498.62	100.00	549.03	100.00	1,114.15	100.00

1.2.3 Business Goal

The Company supports all projects of public sector, private sector, and state enterprises by considering those customers who are qualified and credible or have a good financial condition. The Company accepts to work on many kinds of businesses such as condominium, factory, office building, hotel, education institution, car showroom, repair and maintenance building, department store, and silo.

In order to expand the Company’s revenue and not to rely only on the construction business, the Company has expanded its business to property development.

However, the Company aims to develop its professionalism in construction and property development businesses on an ongoing basis in order to reduce the risks and variations of income derived only from the construction business.

1.3 Risk Factors

1.3.1 Business Operational Risk

1.3.1.1 Economic and Political Uncertainty

The Fiscal Policy Office, Ministry of Finance reported that Thai economy 2015 grows by 2.8% due to the government expenditure which is continuously expanded, coupled with the measurement to stimulate the economy which has been conducted continuously during the fourth quarter of 2015. The private consumption tends to be gradually recovered from the previous year. For Thai economy 2015, it is expected to be expanded by 3.7% due to the Village Fund and Community Project, totally 79,556 funds of 500,000 Baht each under the budget of 35 Billion Baht

For the property business, the research department of Colliers International (Thailand) indicated that in 2015 the condominium market was relatively recessed. There are less new projects compared to 2014 due to economic recession, especially more than 6,000 units have been launched or reduced by 30% compared to 2014. In 2016, it is expected that the number of new launching projects will be similar as 2015 subject to Thai economy during the second half of the year. The measures of reduction of transfer fee and mortgage fee will help stimulate the property business market in 2016.

The condo price open for sale in Bangkok is relatively adjusted higher every year and every quarter, and there will be more condominium with the price of 200,000 Baht per square meter. Therefore, the overall price is still adjusted higher.

In 2016, it is expected that there will be office space for rent of approximately 200,000 square meters while the unit rate of grade A buildings in the Central Bangkok District (CBD) will increase higher up to more than 900 Baht per square meter

The Company's strategies in construction business is to diversify in various types of construction, e.g. residential buildings, shopping malls, manufacturing plants, office buildings, hotels, resorts, etc. For the property development business, the Company will carefully study the location, reasonable cost of land and customer segmentation for a new project in order to achieve the sales target.

1.3.1.2 Competitive Risk

If the investment projects of the public sector are delayed in withdrawing the expense budget, it will affect the large construction companies being hired by the government to change and work for the public sector instead. This will result in fiercer competition in the market because projects of the private sector do not compete only with the price but also the reliability of the construction company and price.

However, there are a lot of construction entrepreneurs, resulting to the high competition and the risk of earning revenue. In the meantime, when the project is awarded, the construction management could be a risk factor of achieving the targets set in the contract, which results from various factors. However, the Company has established the guidelines to reduce such risks by setting up a function to be responsible for new construction projects which will participate in auctions or negotiations, which will help the Company to have the stable performance and revenue, including the follow-up of the cost control in accordance with the plan set by the Company

1.3.1.3 Property Development Risk

For the overall picture of the property business in 2015, large and small scale property developers have faced various risk factors, including labour costs and material costs which could be increased.

In 2016, the risk factors which would give an impact to the property business still include the problem of labor shortage and key personnel of the project, such as engineers and architects which results from the expansion of public utility infrastructure investment regarding to transportation, contractors and labors are required in high level and the construction and materials costs are expected to be higher adjusted according to the higher demand in the market.

The risk management in the property development which will directly affect the business operation of the Company is as follows:

- (1) Risk of land acquisition: The Company will purchase potential land for development at a reasonable price. For the development of residential condominium project, the Company will choose the location situated in the city center by focusing mainly on the BTS sky train line and MRT line. The Company has reduced the risk by creating a network for searching potential locations.
- (2) Risk of changes in laws and regulations concerning property development business: The Company operates the property business for residential purpose under the relevant laws and regulations. Therefore, the risk issues will include limitation of land utilization in constructing some types of building, setback distance of buildings, land border disputes with neighbors, problems of complaints during the construction, etc. the Company has an approach to reduce such risks by inspecting and examining legal limitations and regulations of relevant government agencies relating to the land utilization before purchasing any land for development. The Company will consider what limitation affects the plan of land development and study the feasibility of the project.
- (3) Risk from being unable to achieve sales target of condominium unit: The Company will establish the size and quantity of unit required development in each project to meet the demand of the target customers. The estimated sales derive from the sale and the marketing and the Company also intimately follows up the market situation. However, if the economic situation does not support, it may affect the sales which will not be in accordance with the estimation and will not reach the break-even point, possibly causing an impact to the financial position of the Company. The Company has reduced the risk from the remain stock of condominium units by establishing the marketing strategy and promoting sales focusing on the target customers and also controlling expenses effectively.

1.3.2 Management and Operational Risk

1.3.2.1 Accepting New Projects Risk and Contract Compliance Risk

Most revenue of the Company derives from the construction works awarded by both government and private sectors as the main contractors and sub-contractors as the case maybe. However, the quantity of accepted projects depends on the economic conditions, competition, price and so on. Therefore, the estimation for new projects accepted by the Company cannot be expected since each project takes time for the auction process, including the complex of contractor selection process. Therefore, performance of the Company will vary on the timing of awarding new projects. The company's recognised revenue will depend on the value of the project award duration of construction of the project, and procedures of the construction, including the construction site hand-over of project owner and the modification of the project design. The Company has established the measure to reduce such risks by assigning a function to be responsible for providing new construction projects and the Construction and Risk Management Committee shall be responsible for planning, making a decision and solving the problems throughout the operation period under the construction contracts.

1.3.2.2 Risk of Construction Material Price Variations

If the prices of construction materials increase in 2016 following the higher demand in the market, it would directly affect the cost of projects. The Company has preventive measures and approaches, including special supervision, by collecting purchase orders from several projects before placing an order in a large quantity for bargaining power, providing partial deposit for pre-ordering materials, and setting fixed prices, etc. The Company begins to consider such risk at the stage of proposing a new project. The price calculation will depend on the risk of construction material price variations. In addition, the Company also enhances the efficiency of the procurement section in order to provide reliable suppliers who can offer us appropriate terms of payment.

1.3.2.3 Risk of Labor Shortage

The daily minimum wage adjustment to 300 Baht all over the country since 1 January 2013 for 2 years from 2014 to 2015 does not classify the age group and occupation group. Therefore, the workers tend to change their workplaces for higher wages, resulting in the labor shortage, especially skilled labors, and higher labors wages and higher sub-contractors labor costs. However, the Company has the approach to reduce the risk of labor shortage by increasing the proportion of subcontractor employment to be sufficient to the existing work quantity and preparing the legal Thai and alien manpower, including developing existing labors efficiently and adapting the construction plan with the owners to be in line with the possibility of the projects and construction methods by using machineries and finished work pieces, as well as new techniques in order to decrease the production process and save the labor cost.

1.3.2.4 Risk of Relying on Experienced Engineers and Architects

Construction business requires knowledge and capability of personnel, especially at the level of project directors, project managers, engineers and architects who have the ability of controlling work and managing the projects to achieve the target. Lack of qualified engineers and architects causes an impact to the ability of accepting works and performance of the Company in the future. As a result, the Company has the policy of personnel's quality management and development by providing appropriate remuneration and welfare, including supporting personnel to participating in additional trainings in order to retain these personnel with the Company.

1.3.3 Financial Risk

1.3.3.1 Risk of Non – Payment under Construction Contracts

The Company has the risk of non- payment under construction contracts in case the owners have some financial difficulties or lack of liquidity. The Company is aware of such risk so we consider accepting only construction projects from competent or reliable owners with good financial position.

1.3.3.2 Working Risk of Capital

As being a construction and property development company, we must have sufficient working capital for purchasing construction materials and wage payment. Such working capital derives from the working capital of the Company and the support of financial institutes. In addition, the Company has negotiated on the strict terms of payment with any owners before entering into an agreement of each project, such as, requesting for the advance payment at the rate of 10-15% of the contract value, offering appropriate credit term, etc., including the efficient tracking and collection of revenue so that the Company will not lack of its liquidity.

1.3.4 Investors Risk

1.3.4.1 Risk of Dividend Payment

Even though the Company has the comprehensive income of 3.93 Million Baht in the year 2015, the Company still has the accumulated loss of 47.42 Million Baht. The Company is not in the position to pay any dividends to shareholders as per the Company's dividend policy until the Company has a profit after clearing all the accumulated loss as required by law.

1.3.4.2 Risk of Having a Major Shareholder

As of 17 March 2015, Mrs. Naparat Sihanatkathakul is a major shareholder of the Company holding 34.24% of the total shares of the Company. She has the right under the law to object or disagree with any matters to be proposed for shareholders' resolutions, especially, the matters which require the votes of not less than $\frac{3}{4}$ of the votes of shareholders who attend the meeting and have the right to vote.

1.4 Assets for Business Operations

Head Office of the Company

The Company has leased an office space to be used as its head office for business operations on 9th Floor, Alma Link Building, No. 25 Soi Chidlom, Ploenchit Road, Kwaeng Lumpini, Khet Pathumwan, Bangkok 10330 from B. Grimm Alma Link Building Co., Ltd. and B. Grimm Alma Link Building Services Co., Ltd. as per the following details:

Floor	Area	Leased Term	Rental Rate for buildings and services
9	545 square meters	15 August 2014 – 14 August 2017	359,700 Baht/Month

Other Assets

Apart from the Company's Head Office, the Company also has other assets for the business operations as per the following details:

(Unit : Thousand Baht)

Details	Cost Price	Accumulated Depreciation	Book Value
Buildings	620	68	552
Machinery and Equipment	71,904	59,995	11,909
Furniture and Office Equipment	13,447	10,318	3,129
Vehicles	9,572	7,634	1,938
Copy Rights of Software	4,402	707	3,695
Total	99,945	78,722	21,223

The Company has entered into the financial lease agreements for purchasing vehicles and machinery by monthly instalment payment, totaling 36 months and 48 months. As of 31 December 2015, the remaining monthly instalment payments for vehicles and machinery are as follows:

Machinery Instalment Payment

- 1 car x 1 instalment x 128,478.38 Baht per month (and 188,398.38 Baht for the final instalment payment)
- 1 car x 6 instalments x 96,371.79 Baht per month (and 131,371.79 Baht for the final instalment payment)

Vehicle Instalment Payment

- 1 cars x 5 instalments x 36,040 Baht per month
- 1 car x 12 instalments x 8,804 Baht per month

1.5 Legal Disputes

As at 31 December 2015, the Company has no legal disputes which would give rise to significant impact on the business operations and assets of the Company by more than 5 percent of the shareholders' equity.

1.6 General Information and Other Important Information

Company's Name	: Focus Development and Construction Public Company Limited
Subsidiaries	: - None -
Registration Number	: 0107545000331 (formerly, 40854500706)
Head Office	: 25 Almalink Building, 9th Floor, Soi Chidlom, Kwaeng Lumpini, Khet Pathumwan, Bangkok 10330 Tel: 0-2650-3105-9, 0-2650-3063-4 Fax: 0-2650-3065-6 Email: info@focus-pcl.com Website: www.focus-pcl.com
Type of Business	: Construction and Property Development
Registered Capital	: www.focus-pcl.com
Registered Capital	: THB 400,000,000 divided into 400,000,000 ordinary shares with a par value of 1 Baht each
Paid-Up Capital	: 126,720,042 Baht divided into 126,720,042 ordinary shares with a par value of 1 Baht each
Listed on the MAI	: 5 October 2004
Securities Registrar	: Thailand Security Depository Company Limited. 93 Ratchadaphisek Road, Dindaeng, Bangkok 10400 Tel. (662) 009-9000 Fax (662) 009-9991
Auditor	: Mr. Udom Thanuratpong : CPA Registration No. 8501 PV Audit Company Limited 100/19, 14th Floor, Wong Wanich B Building Rama IX Road, Kwaeng Huay Kwang, Khet Huay Kwang, Bangkok 10310 Tel: 0-2645-0080 Fax: 0-2645-0020 www.pvaudit.co.th
Membership	: Listed Companies Association
Legal Consultant	: - None -

Remarks: For more information, please see the Annual Registration Statement (Form 56-1) of the Company posted in the website www.sec.or.th or the Company's website www.focus-pcl.com



Part **2**
Management and
Corporate
Governance



2.1 Information on Securities and Shareholders

2.1.1 Registered and Paid-Up Capital as of 31 December 2015

Registered Capital : 400,000,000 Baht divided into 400,000,000 ordinary shares with a par value of 1 Baht each.

Paid-Up Capital: 126,720,042 Baht divided into 126,720,042 ordinary shares with a par value of 1 Baht each.

Since the Company has no other types of shares apart from the said ordinary shares, all shareholders shall have the equal voting rights of one share one vote.

2.1.2 Ten Major Shareholders as of 17 March 2015

No.	List of Shareholders	No. of Shares	Shareholding (%)
1.	Mrs. Naparat Sihanatkathakul	43,385,800	34.24
2.	Mr. Arkom Kijvanitparsert	3,700,200	2.92
3.	Thai NVDR Co., Ltd.	3,111,400	2.46
4.	Mr. Jakrapol Thongcharoen	3,000,000	2.37
5.	Mr. Sinchoke Piriyothaisakul	2,835,000	2.24
6.	Mr. Prachuab Iamrum	2,710,000	2.14
7.	Mr. Charnchai Thongcharoen	2,410,000	1.90
8.	Mr. Apidej Sukumsawad	2,224,500	1.76
9.	Mrs. Supan Suramethakul	2,125,000	1.68
10.	Mr. Saratpong Benjachinaporn	1,196,500	0.94

Remarks: (1) Mrs. Naparat Sihanatkathakul is a sister of Mr. Anucha Sihanatkathakul who is the Chairman of the Board and Executive Chairman of the Company

(2) Mrs. Naparat Sihanatkathakul does not participate in the management of the Company.

2.1.3 Registered Capital Increase from 125,000,000 Baht to 400,000,000 Baht

According to the resolutions of the Extraordinary General Meeting of Shareholders No.1/2008, held on 5 November 2008, the registered capital of the Company was increased from 125,000,000 Baht to 400,000,000 Baht by issuing 275,000,000 new ordinary shares with a par value of 1 Baht each in order to reserve for the conversion of warrants issued to shareholders, directors and employees and for the private placement as follows:

- (1) 62,500,000 shares for the Right Offering to shareholders (RO)
- (2) 12,500,000 shares for Employee Stock Option Plan for directors and employees of the Company (ESOP)
- (3) 200,000,000 shares for private placement (PP)

The registration of the changes on the Company's paid-up capital due to the exercise to convert warrants into ordinary shares during 2008-2014 is as follows:

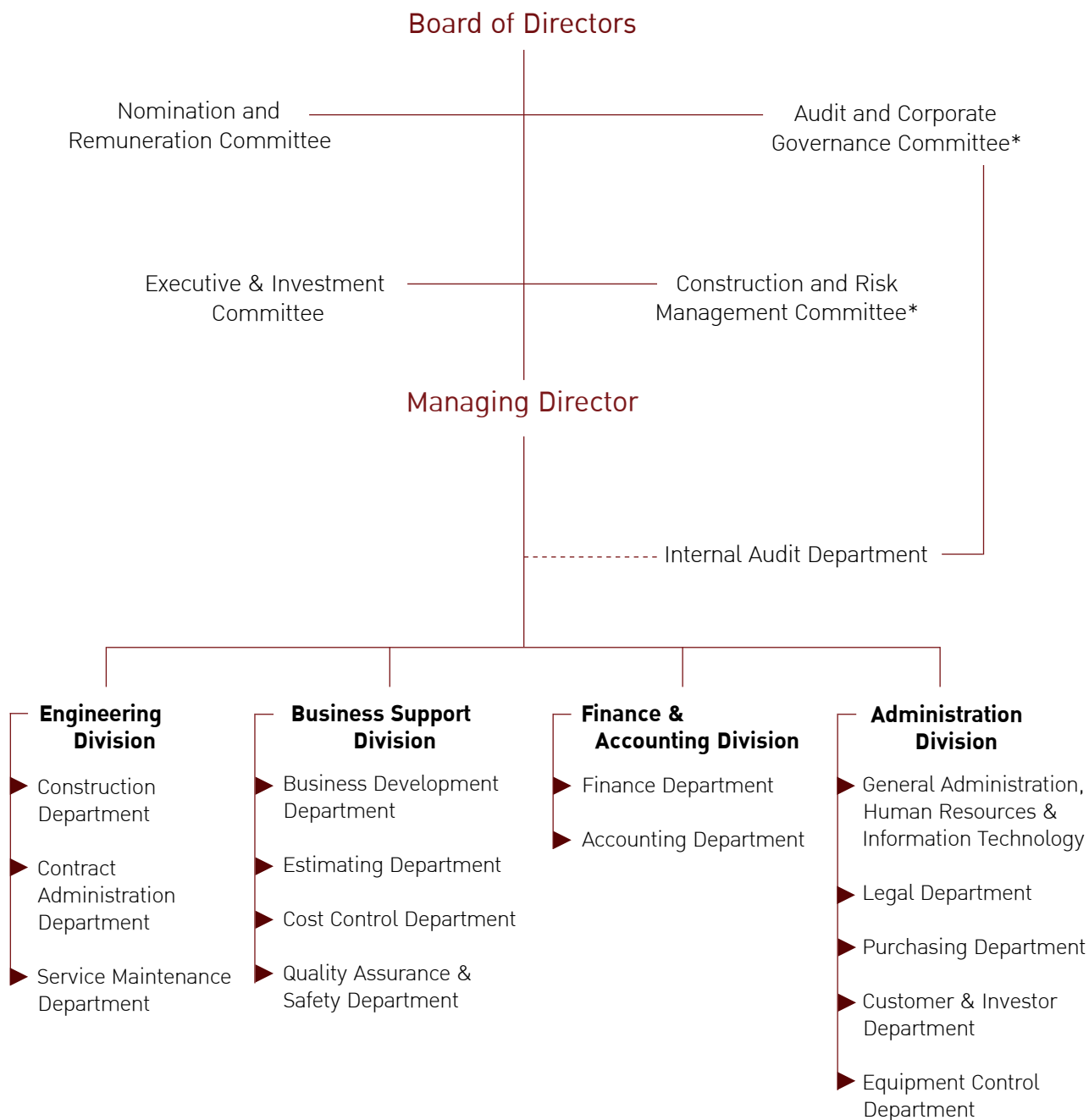
Registration Date	Changes on the Paid-Up Capital	Exercise to Convert Warrants into Ordinary Shares
7 November 2012	From 125,000,000 Baht to 125,579,000 Baht	Directors and employees exercised to convert warrants into 579,000 ordinary shares
6 February 2013	From 125,579,000 Baht to 125,771,000 Baht	Directors and employees exercised to convert warrants into another 192,000 ordinary shares
8 May 2013	From 125,771,000 Baht to 126,720,000 Baht	Directors and employees exercised to convert warrants into another 949,000 ordinary shares
19 June 2014	From 126,720,000 to 126,720,042 Baht	Shareholders exercised to convert warrants into 42 ordinary shares

Remarks : (1) No private placement (PP) has been made during 2008-2014.
(2) The warrants had expired on 16 June 2014.
(3) The current paid-up capital of the Company is 126,720,042 Baht divided into 126,720,042 ordinary shares with a par value of 1 Baht each.

2.1.4 Dividend Payment Policy

The Company has a policy to pay dividend to shareholders at the rate not less than 40 percent of the net profit after tax with an approval from the shareholders' meeting. However, the Company has the accumulated loss of 47.42 Million Baht as at 31 December 2015, no dividend can then be paid to shareholders as specified by law.

2.2 Management Structure



* Remarks: The name change was approved by the Board of Directors' Meeting No.1/2015, held on 26 February 2015.

2.2.1 Structure of Company Directors and Sub-Committees

The structure of company directors consists of the Board of Directors, the Audit and Corporate Governance Committee, the Nomination and Remuneration Committee, the Executive & Investment Committee, and the Construction and Risk Management Committee as follows:

2.2.1.1 The Board of Directors

As of 31 December 2015, the Company's Board of Directors consists of 9 directors whose meeting attendance records in 2015 are as follows:

Name - Surname		Position	Attendance
1. Mr. Anucha	Sihanatkathakul	Chairman of the Board of Directors	4/4
2. Mr. Jeremy Lechemere	King	Vice Chairman of the Board of Directors	4/4
3. Mr. Michael	de Santiesteban	Director	1/4
4. Mr. Phasunsook	Ayanaputra	Director	4/4
5. Mr. Nontawat	Thongmee	Director and Managing Director	4/4
6. Pol.Maj.Gen.Sunthorn	Boonruang	Director	4/4
7. Mr. Thomas C.	Thompson	Director	2/4
8. Mr. Patrick Michael	Davenport	Director	4/4
9. Mr. Tanakorn	Leelasiri	Director	4/4

- Notes :
- Authorized directors who can sign to bind the Company include Mr. Anucha Sihanatkathakul, Mr. Nontawat Thongmee, Mr. Jeremy Lechemere King, any two of these three directors can sign with the Company's seal affixed.
 - The Annual General Meeting of Shareholders for the year 2015 on 20 April 2015 passed the resolution for an re-election of the following 3 directors who retired by rotation as directors for another term of appointment:
 - Mr. Jeremy Lechemere King
 - Mr. Phasunsook Ayanaputra
 - Mr. Tanakorn Leelasiri

Roles and Responsibilities of Board of Directors

- Director must perform the duties in accordance with laws, objectives, and regulations of the Company, including resolutions of Shareholders' Meetings.
- Director must not be one of the shareholders in partnerships or one of the Boards members of private companies, which conduct similar business and compete with the Company except that director has informed in Shareholders' Meeting before appointment.
- Director must inform the Company immediately in case that director has any interests in the contract done with the Company or in case that director holds increasing or decreasing number of shares or debentures of the Company or subsidiaries.

4. Board of Directors has the power to delegate the authorities to or appoint certain number of directors to be directors in certain committee in order to perform one or more duties. However, the Board of Directors may empower authorized directors to act on behalf of the Company to perform any duties for the Company except the following duties which could be done after the approval from Shareholders' Meeting.
 - (1) Anything that could be done after the approval from Shareholders' Meeting according to laws.
 - (2) Transactions that director has conflict of interest and those are in the scope of laws or regulations of Securities and Exchange Commission that requires the approval from Shareholders' Meeting.

The following matters must be approved by the Board of Directors' Meeting and the Shareholders' Meeting with the votes of not less than $\frac{3}{4}$ of the total votes of shareholders who attend and have the right to vote at the meeting. Namely, capital increase, capital reduction, issuance of debentures, sale or transfer of business to other persons whether in whole or in substantial part, purchase or acceptance of transfer of businesses from other companies to the Company, amendment to the Company's Articles of Association or Memorandum of Association, etc.

Provided, however, that any directors or persons who have any interests or conflict of interests in any matters shall not have the right to approve such transactions.

2.2.1.2 Audit and Corporate Governance Committee

(formerly, the Audit Committee; the name change was approved by the Board of Directors' Meeting No.1/2015, held on 26 February 2015)

As of 31 December 2015, the Company's Audit and Corporate Governance Committee consists of 3 members whose meeting attendance records in 2015 are as follows:

Name-Surname			Position	Attendance
1.	Mr. Phasunsook	Ayanaputra	Chairman of the Audit and Corporate Governance Committee	4/4
2.	Pol.Maj.Gen Sunthorn	Boonruang	Audit and Corporate Governance Committee	4/4
3.	Mr. Thomas C.	Thompson	Audit and Corporate Governance Committee	2/4

Term of the Audit and Corporate Governance Committee

The term of the Audit and Corporate Governance Committee is 2 years from 30 April 2014 to 30 April 2016, and must hold meeting at least 4 times a year.

Roles and Responsibilities of Audit and Corporate Governance Committee

1. To review that the Company has accurate and adequate financial reporting.
2. To review that the Company has suitable and efficient internal control system and internal audit system.
3. To determine independence of an internal audit office including agreement of appointment, transfer and dismissal of the chief of the internal audit office or any other unit in charge of internal audit.
4. To review that the Company comply with laws concerning securities and exchange, regulations of the Stock Exchange of Thailand, and other laws related to the Company's business.
5. To consider, select and nominate independent persons to be the Company's auditor, and propose such person's fees, as well as to attend a non-management meeting with the auditor at least once a year.
6. To consider that connected transactions or transactions that may have conflicts of interests are complied with the laws and the regulations of the Stock Exchange of Thailand in order to ensure that they are reasonable and for the best benefit of the Company.
7. To prepare the Report of the Audit and Corporate Governance Committee and have it disclosed in the Company's Annual Report, to which must be signed by the Chairperson of the Audit and Corporate Governance Committee which contains at least the following information:
 - a. An opinion on the accuracy, completeness and reliability of the Company's financial report.
 - b. An opinion on the adequacy of the Company's internal control system.
 - c. An opinion on compliance with the laws concerning securities and exchange, the regulations of the Stock Exchange of Thailand, or other laws related to the Company's business.
 - d. An opinion on the suitability of the auditor.
 - e. An opinion on transactions that may have conflicts of interests.
 - f. The number of the Audit and Corporate Governance Committee Meetings, and its attendance record of each committee member.
 - g. An opinion or overview comment that the Audit and Corporate Governance Committee perceived from its performance under the charter.
 - h. Other transactions that the shareholders and general investors should know under its scope of duties and responsibilities assigned by the Board of Directors.

8. In carrying out the Audit and Corporate Governance Committee's duties, if it found or has any suspects that there are transactions or the following doings which may have a considerable impact on the Company's financial status and performance; it should report them to the Board of Directors in order to correct them within a suitable time frame set by the Audit and Corporate Governance Committee;
 - a. Transactions causing conflicts of interests.
 - b. Fraud or irregularity or have key mistakes in the internal control system
 - c. Breach of laws concerning securities and exchange, regulations of the Stock Exchange of Thailand, and other laws related to the Company's business If the Board of Directors or its executives failed to arrange to have them corrected within due course, any member of the Audit and Corporate Governance Committee may report such transactions or doings to the Securities and Exchange Commission or the Stock Exchange of Thailand.
9. To support and follow up that the Company has effective risk management system.
10. To improve the Charter of the Audit and Corporate Governance Committee and present it to the Board of Directors for approvals.
11. To propose and review the Corporate Governance Policy of the Company annually and make recommendations for consideration of the Board;
12. To make recommendations on the best practice of the corporate governance for consideration of the Board;
13. To oversee the compliance with relevant laws and regulations of the Company; and
14. To perform any other matters as assigned by the Board of Directors with the Audit and Corporate Governance Committee's consensus under the Company's Articles of Association and laws.

Independent Directors

Presently, the Company has 5 independent directors from the total 9 directors which is more than 1/3 of the total number of directors. The independent directors are as follows:

1. Mr. Michael de Santiesteban
2. Mr. Phasunsook Ayanaputra
3. Pol. Maj. Gen Sunthorn Bung Ruang
4. Mr. Thomas C. Thompson
5. Mr. Patrick Michael Davenport

Qualifications of Independent Directors

- (a) holding shares not exceeding one per cent of the total number of shares with voting rights of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director;
- (b) neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the Company, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the date of filing an application with the SEC Office. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the Company;
- (c) not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the Company or its subsidiary company;
- (d) neither having nor used to have a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of filing an application with the SEC Office.

The term 'business relationship' under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or his counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences;

- (e) neither being nor used to be an auditor of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of filing an application with the SEC Office;
- (f) neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of filing an application with the SEC Office;
- (g) not being a director appointed as representative of directors of the Company, major shareholder or shareholder who is related to major shareholder;
- (h) not undertaking any business in the same nature and in competition to the business of the Company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one per cent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary company;
- (i) not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.

2.2.1.3 Nomination and Remuneration Committee

As of 31 December 2015, the Company's Nomination and Remuneration Committee consists of 3 members whose meeting attendance records in 2015 are as follows:

Name-Surname			Position	Attendance
1.	Mr. Phasunsook	Ayanaputra	Chairman of the Nomination and Remuneration Committee	1/1
2.	Pol.Maj.Gen Sunthorn	Bungruang	Nomination and Remuneration Committee	1/1
3.	Mr. Thomas C	Thompson	Nomination and Remuneration Committee	0/1

Qualifications and Constituents of Nomination and Remuneration Committees

1. The members of Nomination and Remuneration Committees shall be the Company's directors who have been appointed by the Company Committees.
2. The number of Nomination and Remuneration Committees shall consist of at least 3 people and consist of no less than half of its total members who are qualified as independent committees, in which the Chairman of Nomination and Remuneration Committees shall also be the independent committee.
3. The Nomination and Remuneration Committees shall be qualified as Non-Executive Directors in order to prevent the conflict of interest and devote themselves for the duty of Nomination and Remuneration committees.
4. The Nomination and Remuneration Committees shall nominate any member of Nomination and Remuneration Committees or any employee to be the secretary of Nomination and Remuneration Committees.

Term of the Nomination and Remuneration Committee

Term of Nomination and Remuneration Committee is 3 years commencing from 9 May 2014 to 9 May 2017

Scope of Authority and Responsibilities of Nomination and Remuneration Committees

1. Providing the guideline and reviewing any method of remuneration payment, including the annual bonus and the meeting allowance, whether it is monetary or not, any fringe benefits provided to any committee, managing director, chief executive officer and any sets of subcommittees appointed by the Board of Committees and offering it to the Board of Committees for consideration.
2. Determining the criteria for assessing the performance of the Chairman, managing director for purpose of setting their remuneration before offering to the Board of Committees for annual consideration.
3. Considering any conditions if there are any securities (or share subscription warrant) offered to any committee and officer, including considering the appropriateness and giving the resolution if any committee or officer is allocated the securities more than 5% of total allocated securities, provided no any member of the Nomination and Remuneration Committees shall be allocated the securities more than 5% and then they are entitled to pass any resolution.
4. Reporting any progress and performance to the Board of Committees all the times after holding the Nomination and Remuneration Committees' meeting and reporting the performance of the last year to the shareholders through the Company's annual report and the annual ordinary shareholder meeting.
5. Reviewing the Charter of the Nomination and Remuneration Committees and offering it to the Board of Committees for the approval for purpose of proper adjustment and update.

6. Performing of any other duties assigned by the Board of Committees; According to the duty performance under the scope of their power and authority, the Nomination and Remuneration Committees are able to invite the Management Division, heads of any working units or relevant officers to give their opinion, related and necessary information in the meeting. Besides, for performing the duties under the scope of their power and authority specified herein, the Nomination and Remuneration Committees can ask for any advice from the independent consultants or other specialists if, in their opinion, it is necessary and proper to do so. However, the Company shall be responsible for all expenses.
7. Determining criteria and policy in nominating director of the Board and Director in other committee of Company.
8. Considering appropriate person to propose to be member of Board of Directors and/ or propose to Shareholder to appointment.
9. Considering appropriate person to propose to be Executive Chairman Managing Director in case vacancy.

2.2.1.4 Executive & Investment Committee

As of 31 December 2015, the Company's Executive & Investment Committee consists of 5 members as follows:

Name-Surname		Position
1.	Mr. Anucha Sihanatkathakul	Chairman of the Executive & Investment Committee
2.	Mr. Jeremy Lechemere King	Vice Chairman of the Executive & Investment Committee
3.	Mr. Nontawat Thongmee	Executive & Investment Committee
4.	Mr. Tanakorn Leelasiri	Executive & Investment Committee
5.	Mrs.Wilaiporn Siripoorikan	Executive & Investment Committee

Executive & Investment Committee's Responsibility

1. Set forth method and strategy on investment.
2. Consider and approve investment on instruments and securities of each type under the Investment Procedure required by Company.
3. Consider and select the instruments and security that are invest able in accordance with the Investment Procedure required by Company.
4. Consider acquisition and distribution of the invest able securities under the Investment Procedure required by Company
5. Handle report on investment situation.
6. Handle other matters as assigned.

Scope of Executive & Investment Committee

1. Make an investment on short-term security or trading portfolio amounted not exceeding 25 Million Baht under amount limit of not exceeding 50 Million Baht.
2. Make an investment on long-term security or stock security amounted not exceeding 25 Million Baht or accounted for 5% of paid-up capital under amount limit of not exceeding 50 Million Baht.
3. Make an investment on large-scale and costly properties under make amount limit of not exceeding 50 Million Baht.

2.2.1.5 Construction and Risk Management Committee

[formerly, the Construction Committee; the name change was approved by the Board of Directors' Meeting No.1/2015, held on 26 February 2015]

As of 31 December 2015, the Company's Construction and Risk Management Committee consists of 4 members as follows:

Name-Surname			Position
1.	Mr. Anucha	Sihanatkathakul	Chairman of the Construction and Risk Management Committee
2.	Mr. Nontawat	Thongmee	Construction and Risk Management Committee
3.	Mr. Tanakorn	Leelasiri	Construction and Risk Management Committee
4.	Mrs. Wilaiporn	Siripoorikan	Construction and Risk Management Committee

Roles and Responsibilities of Construction and Risk Management Committee

Board of Directors delegated the authorities to Construction and Risk Management Committee as an authorized person, to work on behalf of the Company within the scope and conditions as follow;³

1. To operate and manage the Company's operation in accordance with the objectives, rules, and resolutions undertaken at Shareholders Meeting and Management Committee Meeting in all cases.
2. To examine and authorize general operations of the Company, for example, purchase of vehicles, machinery and equipment.
3. To authorize the approval of project operations with the value not exceeding 700 Million Baht, such as construction contracts including approval of projects, purchase of construction materials, and hire of sub-contractors, etc.
4. To set business plans and management authority, to approve annual budget and expenditure for business operation, to implement business plans and strategies in accordance with the policies and business directions approved by Board of Directors.
5. Executive Committee does not have authority to approve or to involve in or to undertake any businesses or transactions that the executive committee member or other persons may have any conflicts, interests, or conflicts of interests with the Company.

6. To propose and review the risk management policies and procedures for consideration of the Board;
7. To oversee the implementation of the risk management policies and procedures;
8. To make recommendations concerning the risk factors and mitigation measures to the Company's business for consideration of the Board;
9. To perform any other duties as assigned by the Board of Directors.

Roles and Responsibilities of the Managing Director

Managing Director has authority as manager to manage and control normal business operation of the Company and has authority to approve normal transactions of the Company. However, the approval of bidding of construction projects must be in accordance with scope of authority under authority table, which is approved by Board of Directors of the Company. Besides, Managing Director also has authorities to perform any duties that are assigned by according to the Company's structure. Managing Director is able to assign other persons who are considered appropriate to undertake necessary and appropriate management or operation duties for Managing Director according to judgment of Managing Director.

However, the Managing Director or any persons authorized by the Managing Director shall have no authority to approve or to involve in or to undertake any businesses or transactions that Managing Director or other persons may have any conflicts, interests, or conflicts of interests with the Company.

Company Secretary

Mr. Sombat Tipyananukul was appointed by the Board of Directors' Meeting No.2/2014, held on 12 May 2014 to act as the Company's Secretary due to his appropriate qualifications and experiences with the following key roles and responsibilities:

- (1) To act as Secretary to the Board of Directors Meetings, Shareholders Meetings, Audit and Corporate Governance Committee Meetings, Nomination and Remuneration Committee Meetings, Construction and Risk Management Committee Meetings and all other committees as may be assigned by the Company;
- (2) To arrange meetings and prepare agenda and documents of the Board of Directors, Shareholders, Audit and Corporate Governance Committee, Nomination and Remuneration Committee, Construction and Risk Management Committee and all other committees as may be assigned by the Company;
- (3) To prepare Minutes of the Board of Directors Meetings, Shareholders' Meetings, Audit and Corporate Governance Committee Meetings, Nomination and Remuneration Committee Meetings, Construction and Risk Management Committee Meetings and all other committees as may be assigned by the Company;
- (4) To ensure that the Company complies with the SEC and SET laws and regulations and all other laws relating the Company's business; and
- (5) To perform any other related duties in accordance with the Company's policies

2.2.2 Remuneration of Directors and Management

2.2.2.1 Monetary Remuneration

Remuneration of the Company's Directors, Audit and Corporate Governance Committee and Remuneration Committee

The Company's directors consists of 9 members as of 31 December 2015 and the Company has paid the monetary remuneration to directors, the Audit and Corporate Governance Committee and the Nomination and Remuneration Committee in 2015 as follows:

Name-Surname	Position	Board of Directors Meeting Fee	Audit and Corporate Governance Committee Meeting Fee	Nomination and Remuneration Committee Meeting Fee	Directors Bonus
1. Mr.Anucha Sihanatkathakul	Chairman of the Board	60,000	-	-	-
2. Mr. Jeremy Lechemere King	Vice Chairman	48,000	-	-	-
3. Mr. Michael de Santiesteban	Director	12,000	-	-	-
4. Mr. Phasunsook Ayanaputra	Director and Chairman of the Audit and Corporate Governance Committee and Chairman of the Nomination and Remuneration Committee	48,000	60,000	15,000	-
5. Mr. Nontawat Thongmee	Director and Managing	48,000	-	-	-
6. Pol MajGen.Sunthorn Boonruang	Director and Audit and Corporate Governance Committee and Nomination and Remuneration Committee	48,000	48,000	12,000	-
7. Mr. Thomas C. Thompson	Director and Audit and Corporate Governance Committee and Nomination and Remuneration Committee	24,000	24,000	-	-
8. Mr. Patrick M. Davenport	Director	48,000	-	-	-
9. Mr.Tanakorn Leelasiri	Director	48,000	-	-	-
Total		384,000	132,000	27,000	-

Management's Remuneration

In 2015, the remuneration and benefits after retirement of the Company's Management is 10,220,129 Baht.

2.2.3 Personnel

As of 31 December 2015, the Company has 105 employees as follows:

Description	Regular Employee (persons)	Contract Employees (persons)	Total (persons)
Engineers	21	-	21
Architects	3	-	3
Head Office	46	-	46
Field	35	-	35
Total	105	-	105

Note : As of 31 December 2015, the Company has 207 daily paid workers

During the past 3 years, the Company has no any significant labor disputes. The total remuneration for 2013, 2014 and 2015 provided to the employees was in the amount of 78.26 Million Baht, 67.02 Million Baht and 61.7 Million Baht respectively. The said remuneration consists of salary, overtime, bonus and other remuneration.

The Company's policy enhances to continuously improve its personnel of all levels regarding the aspects of knowledge and competence, both engineer and any staff of other positions. Moreover, the Management Division is aware that its personnel are deemed as a value and vital resource, so that the Company's policy determines to enhance and support its personnel at all levels to the improvement of knowledge, skill and positive attitude towards their working.

Previously, the Company sent its personnel to attend the training courses in various fields which conform to their function, both inside and outside of the Company, whether they are provided by the public or private agency, such as the project of construction danger acknowledging enhancement and protection measures under the law regarding working safety, project of construction risk management for reducing any loss, and construction planning and period determination project, etc. Accordingly, such projects can increase the competence and effectiveness for their working, decrease any mistakes or trial and error, and enhance any personnel to gain more knowledge, vocational progress and working satisfactoriness leading to the corporate development and achievement of the operative objectives under the state of technology change and fierce business competition.

2.3 Corporate Governance

The Company has realized the importance of the good corporate governance all along since 11 March 2004, the date on which the Board of Directors' Meeting No.2/2004 of the Company had passed a resolution approving the first good corporate governance policy. However, in order to develop the Company for sustainable growth, the Board of Directors' Meeting No. 3/2014, held on 13 August 2014 has approved the new Vision, Mission and Value of the Company and the New Corporate Governance Policy 2014 in order to be in line with the Principles on Good Corporate Governance 2012 of the Stock Exchange of Thailand and the Guidelines on Corporate Social Responsibility of the Stock Exchange of Thailand 2012, in particular, the Policy on Anti-Fraud and Corruption, the Non-Violation of Intellectual Property, the Non-Violation of Human Rights, etc.

The Company's New Corporate Governance Policy 2014 covers policies and guidelines of 11 Chapters as follows:

Chapter 1	Policy on Shareholders' Rights and Equitable Treatment to Shareholders
Chapter 2	Policy on the Roles of Stakeholders
Chapter 3	Policy on Disclosure of Information and Transparency
Chapter 4	Policy on the Responsibilities of the Board of Directors
Chapter 5	Policy on Human Resource Management
Chapter 6	Policy on Accounting and Finance
Chapter 7	Policy on Internal Control
Chapter 8	Policy on Related Party Transactions
Chapter 9	Policy on Anti-Fraud and Corruption
Chapter 10	Policy on Non-Violation of Intellectual Property
Chapter 11	Policy on Non-Violation of Human Rights

* For more details of the Company's New Corporate Governance Policy 2014, please see the Annual Registration Statement (Form 56-1) of the Company on the website www.set.or.th or on the website of the Company www.focus-pcl.com

2.4 Corporate Social Responsibility

2.4.1 Company Policy on Corporate Social Responsibility

According to the new CG Policy of the Company 2014, approved by the Board of Directors' Meeting No.3/2014 on 13 August 2014, the Company has realized the importance of the social responsibility by providing the participation of all related stakeholders, responsibilities to the community, society and environment in the Company's vision, mission and value for sustainable development of the Company.

Stakeholders shall mean shareholders, employees, customers, creditors, suppliers, competitors, community, society and environment. The Company's policy is to treat all stakeholders according to their rights as required by law and agreements. The Company shall encourage and support the participation of all stakeholders for sustainable growth of the Company and shall disclose sufficiently the key information and news to stakeholders. Therefore, the Company's CSR policy and practice for the benefits of our stakeholders is as follows:

2.4.1.1 Responsibilities to Shareholders

- (1) The Company shall carry out the business according to the laws, objectives, Articles of Association, resolutions of the shareholders' meetings and Board meetings.
- (2) The Company shall carry out the business in good faith and in a transparent and fair manner. Any decisions shall be made carefully taking into account the highest benefits of shareholders.
- (3) The Company is committed to creation of the sustainable growth to the Company's business with quality and stability for the long term performance of the Company.
- (4) The Company shall respect the shareholders' rights to receive news and information equally and shall completely and correctly disclose the important information of the Company, both financial and non-financial information in a timely and transparent manner through the online news of the SET and/or the Company's website www.focus-pcl.com.

Our Practice in 2015

The Annual General Meeting for the Year 2015, held on 20 April 2015 was duly convened and the Minutes of the meeting were completely recorded and reported to the shareholders via the online news of the Stock Exchange of Thailand within 14 days from the meeting day as required by law.

2.4.1.2 Responsibilities to Customers

- (1) The Company is committed to develop and provide quality service in order to respond the customers' requirements with the safety and standards at reasonable price and shall hand over the work to customers within a specified period of time for the customers' satisfaction.
- (2) The Company shall strictly comply with the terms and conditions of agreements. If any contract terms cannot be complied with, the parties shall consult with each other to prevent any possible damage which may occur.
- (3) The Company shall not take any advantage from customers or gain too much profits and shall determine fair trade terms.

- (4) The Company shall deal with customers in a polite, speedy and efficient manner with customers' trustworthiness and shall provide customers complaint system to solve customers' problems and improve the quality of service.
- (5) The Company shall listen to opinion or suggestion of customers on a regular basis in order to improve its service.
- (6) The Company shall give a service warranty under specified conditions.
- (7) The Company shall keep confidential information of customers as secret under the terms and conditions of agreement and shall not disclose the same to any third party without prior written consent from the customers.

Our Practice

Eventhough there were some delays in our construction projects due to various factors, an agreement with our customers can be reached to compensate each other for such delays in the ordinary course of business of the construction industry.

2.4.1.3 Responsibilities to Suppliers

- (1) The Company shall strictly comply with agreements and guidelines on procurement. If any contract terms or guidelines cannot be complied with, the parties shall consult with each other to prevent any possible damage which may occur.
- (2) The negotiation on procurement shall be conducted in a transparent and auditable manner by comparing the quality and price.
- (3) The Company shall not demand, receive and give any benefits in return which is not in good faith or not in the ordinary course of business.

Our Practice

There was no complaint on any give or take of any other benefits apart from the ordinary course of business.

2.4.1.4 Responsibilities to Creditors

- (1) The Company shall strictly comply with the conditions of agreements made with creditors in a transparent and equitable manner. If any contract terms cannot be complied with, the parties shall consult with each other to prevent any possible damage which may occur.
- (2) The Company shall disclose its complete and correct financial position to creditors in good faith.

Our Practice

The repayment of debts to our financial institutions and creditors has been made within the period of time as agreed by the parties.

2.4.1.5 Responsibilities to Trade Competitors

- (1) The Company shall support the trade competition for the benefits of customers and shall comply with the free and fair trade competition laws and regulations.
- (2) The Company shall not seek for any confidential information of competitors which is not in good faith or not in a proper manner.
- (3) The Company shall not ruin the reputation of the trade competitors with an unfair trade competition.
- (4) The Company shall not tackle the trade competitors or make them lose their trade opportunity in an unfair manner.

Our Practice

The Company complied with the relevant laws and regulations regarding the free and fair trade competition.

2.4.1.6 Responsibilities to Community, Society and Environment

- (1) The Company shall carry out the business with the responsibilities to community, society and environment.
- (2) The Company shall support and encourage the conservation and optimization of the use of natural resource and energy in the work process.
- (3) The Company shall support and encourage the staff of all levels to jointly create and participate in activities or projects for community, society and environment.
- (4) The Company shall strictly comply with the laws on natural resource and environment and all other relevant laws.

Our Practice

The Company conducted CSR in Process activities as part of our responsibilities to the community, society and environment including without limitation to hiring the local sub-contractors and purchasing construction materials from the local suppliers where our construction sites were located in order to promote and support their business in such community.

2.4.1.7 Responsibilities to Staff

- (1) The Company shall provide reasonable and fair remuneration to staff, based on their knowledge, competency, experience, responsibility and performance.
- (2) The Company shall take care of the working environment for the safety of life and property of the staff.
- (3) The Company shall promote, transfer, give a reward or do any act to the staff in good faith, taking into account their knowledge, competency, experience, responsibility and performance.
- (4) The Company shall support and encourage the staff to educate themselves for additional knowledge in order to develop and improve themselves to be competent in knowledge and capability and working experience in order for the better efficiency and effectiveness.
- (5) The Company shall strictly comply with the labour laws and regulations and all other relevant laws.
- (6) The Company shall listen to the opinion and suggestion of staff of all levels on an equal basis.
- (7) The Company shall treat staff in a polite manner and shall respect the human dignity.
- (8) The Company shall provide staff complaint system in order to provide fairness to all staff.

Our Practice

- (1) Apart from the monthly remuneration received by the staff, the Company also provides the following welfares to our staff subject to the specified conditions:
 - the provident fund
 - health insurance
 - life insurance
 - accident insurance
 - per diem for working upcountry and at the construction sites
 - travelling and accommodation allowances, etc.
- (2) The Company provided in-house trainings for our construction workers, sub-contractors, office staff, etc. in order to enhance their knowledge and experiences for the sustainable growth of the Company as part of our CSR in Process activities.

2.4.2 CSR in Process

CSR in Process means the CSR activities inside the organization which relate to the process of business operations which are closely related to stakeholders of the organization. For example, providing staff welfare, staff training, etc. While **CSR after Process** means the CSR activities outside the organization and are not related to the process of business operations. For example, blood donation, book donation, plantation, etc.

The Company has well recognized all along that our business operations must also take into account the stakeholders' participation in parallel with an effort to avoid any acts which may cause any negative impact to the society, community and environment for sustainable growth of the Company. In 2014, the Company, therefore, set up the CSR Task Force to drive mainly the CSR in Process in the Company.

Samples of the Company's CSR in Process Activities are as follows:

Sample 1 - On-the-Job-Training for Construction Workers

The Company provided on-the-job training on brick foundation and plaster work for our construction workers in order to develop unskilled labour to be skilled labour for higher efficiency to the Company's construction work and also for higher income for construction workers which is a win-win situation for a long-term development and sustainability of the Company.



Sample 2 - Tree Cutting Around Construction Project for Better Vision of Road Users and Accident Prevention



Sample 3 - Drain Clearing and Cleaning Around the Construction Project for Better Environment and Better Water Flow



Sample 4 - Clearing Around the Construction Project Site for Better Environment and Prevention of Undesirable Animals

Sample 5 - Safety Standards Training for Construction Workers

Sample 6 - Training on Tax and Accounting for Sub-Contractors



For the sub-contractors who would like to set up a company or would like to understand more on the tax and accounting matters, the Finance and Accounting Department of the Company is prepared to share with them the knowledge on these fields for the purpose of business development and tax and accounting planning.



2.5 Internal Control and Risk Management

2.5.1 Conclusion of the Board's Opinion on the Internal Control

The Board of Directors continuously realizes the significance of the internal control system to prevent and minimize potential risks by assigning the Audit Committee and Corporate Governance Committee comprising 3 independent directors to review the evaluation of the internal control system for the purpose of ensuring that the work performance is efficient and effective, that the Company's resources are used cost efficiently, that the financial reporting is properly controlled to ensure correctness, reliability and timeliness, that it complies with the policy in accordance with the provisions of the laws and regulations of the relevant authorities and agencies, and that the efficiency of the internal control system is regularly reviewed, to ensure the best interest of the shareholders on the basis of fair returns to all stakeholders.

In addition, the Audit and Corporate Governance Committee also has the duty to consider selecting and nominating the auditor, including the audit fee; and consider disclosing the Company's correct and complete information in case of connected transactions and transactions which may have conflict of interest. In 2015, the Audit and Corporate Governance Committee convened 4 meetings, in which the Company's management attended each and every meeting. However, there was one meeting with the auditor without the management's presence for consideration of the financial statements for 2015 so as to independently make inquiries on the audit plan and other matters found during the audit.

The Board of Directors' Meeting No. 1/2015, held on 26 February 2015 has evaluated the adequacy and suitability of the Company's internal control system as per the evaluation report by the Audit and Corporate Governance Committee in various aspects as per the internal control adequacy evaluation form, comprising five elements, namely, organization and environment; risk management; operational control of the management; information technology and communications system; and monitoring system. The Board concluded that the Company's internal control system is adequate and suitable to the business operations without any material fault, which would prevent the Company's assets from misuse or unauthorized use by the Management.

2.5.2 Head of the Internal Audit Department

The appointment, removal or transfer of the Head of the Internal Audit Department must be approved by the Audit and Corporate Governance Committee of the Company. At present, Mrs. Anchana Samohsaman is the Head of the Internal Audit Department of the Company.

2.6 Connected Transactions

There was one related party transaction for the year ended 31 December 2015 in launching Focus Ploenchit Condominium of the Company, whereby the price and conditions were determined in the ordinary course of business as follows:

Name of Person who may have conflict of interests	Relationship	Type/size of Transaction	Necessity and Reasonableness of the Transaction
Mr. Jeremy Lechemere King	Mr. Jeremy Lechemere King is an authorized director of Focus and of Perasia (Thailand) Limited	Mr. Jeremy Lechemere King has received all the rights and duties under the Agreement to Buy and to Sell Condominium Unit of Focus Ploenchit in the amount of 2 units which is a project of Focus at the price of 4,786,014 Baht and 7,561,573 Baht respectively from Perasia (Thailand) Limited	Mr. Jeremy Lechemere King has purchased the condo units from Focus at the same rate of price as other customers.

Remarks : "Focus" means Focus Development and Construction Public Company Limited

Part **3**
Financial Position and
Operating Results



3.1 Financial Highlights

(Unit : Million Baht)

Financial Information	2015	2014	2013*
Total Assets	494.14	731.36	648.18
Total Liabilities	358.44	599.59	483.26
Total Shareholders' Equity	135.71	131.78	164.92
Revenue from Construction	228.55	532.63	1,077.85
Revenue from Property Development	261.39	-	22.90
Total Revenues	498.62	549.03	1,114.15
Net Profit (loss) for the year	3.31	[33.14]	[16.46]
Financial Ratio			
Liquidity Ratio (times)	1.77	1.67	1.46
ROE (%)	2.47	[22.67]	[9.60]
ROA (%)	3.11	[4.54]	[3.57]
Debt to Equity Ratio (times)	2.64	4.55	2.93
Total Asset Turnover (times)	0.81	0.80	1.65
Gross margin (%)	16.94	1.92	3.11
Net Profit (loss) Ratio (%)	0.66	[6.04]	[1.48]
Basic Net Profit (loss) Per Share (Baht)	0.03	[0.26]	[0.13]
Dividend Payout Ratio (%)	-	-	-
Book Value Per Share (Baht)	1.07	1.04	1.30

Structure of Revenues

Structure of revenues for the years ended 2013 to 2015 were as follows

Structure of Revenues Business Category	2015		2014		2013*	
	Amount (MB)	%	Amount (MB)	%	Amount (MB)	%
1. Revenue from Construction	228.55	45.84	532.63	97.01	1,077.85	96.74
2. Revenue from property Development	261.39	52.42	-	-	22.90	2.06
3. Other incomes	8.68	1.74	16.40	2.99	13.40	1.20
Total	498.62	100.00	549.03	100.00	1,114.15	100.00

* Information from the Restated Financial Statements

3.1.1 Financial Statements

Summary of Auditing

Audits of the Company's Financial Statements

- For the year ended 31 December 2015 is Mr.Udom Thanuratpong, CPA Registration No.8501 of PV Audit Co., Ltd.
- For the year ended 31 December 2014 and 2013 was Mr. Prawit Viwanthananut CPA Registration No.4917 of PV Audit Co., Ltd.
- The auditor has expressed his unqualified opinion in his report.

3.1.2 SUMMARY OF STATEMENT OF FINANCIAL POSITION, STATEMENT OF COMPREHENSIVE INCOME, STATEMENT OF CASH FLOWS AND FINANCIAL RATIO AS COMPARED IN 3 YEARS.

STATEMENT OF FINANCIAL POSITION AS AT DECEMBER 31, 2015, 2014 AND 2013

(Unit : Thousand Baht)

DESCRIPTION	2015	2014	2013*
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	7,929	9,361	5,743
Trade and other receivables	21,096	63,717	90,985
Work in progress	728	-	4,415
Unbilled receivables	19,917	72,634	109,474
Cost of property development	322,865	396,273	247,033
Other current assets	7,220	8,588	11,591
Total Current Assets	379,755	550,573	469,241
NON-CURRENT ASSETS			
Restricted bank deposits	12,393	26,802	24,467
Building and equipment	17,528	23,070	29,244
Intangible asset	3,695	3,702	682
Deferred tax assets	13,553	16,956	8,993
Other non-current assets	67,224	110,264	115,550
Total Non-current Assets	114,393	180,794	178,936
TOTAL ASSETS	494,148	731,367	648,177

STATEMENT OF FINANCIAL POSITION
AS AT DECEMBER 31, 2015, 2014 AND 2013

(Unit : Thousand baht)

DESCRIPTION	2015	2014	2013*
LIABILITIES AND SHAREHOLDERS' EQUITY			
CURRENT LIABILITIES			
Bank Overdrafts and short-term loans from financial institutions	18,616	29,782	9,580
Trade and other payables	89,192	119,901	111,786
Current portion of liabilities	1,289	3,151	2,995
Estimated cost	39,388	60,675	78,474
Retention payables	23,379	30,867	46,215
Advances received	40,032	69,753	63,252
Other current liabilities	2,906	15,993	8,861
Total Current Liabilities	214,802	330,122	321,163
NON-CURRENT LIABILITIES			
Long-term loans from financial institutions	136,767	262,400	152,300
Long-term liabilities under finance lease	-	1,287	4,435
Employee benefit obligations	6,869	5,777	5,357
Total Non-current Liabilities	143,636	269,464	162,092
Total Liabilities	358,438	599,586	483,255
SHAREHOLDERS' EQUITY			
Authorized share capital 400 million ordinary shares, Baht 1 par value	400,000	400,000	400,000
Issued and paid-up share capital :			
126,720,042 ordinary shares in 2014-2015 and 126,720,000 ordinary shares in 2013, fully paid-up	126,720	126,720	126,720
Premium on ordinary shares	56,413	56,413	56,413
Deficit	(47,423)	(51,352)	(18,211)
Total Shareholders' Equity	135,710	131,781	164,922
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	494,148	731,367	648,177

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2015, 2014 AND 2013

(Unit : Thousand baht)

DESCRIPTION	2015	2014	2013*
REVENUE FROM SALES AND SERVICES			
Revenue from construction	228,551	532,633	1,077,855
Revenue from sales	261,385	-	22,905
Total revenue	489,936	532,633	1,100,760
COST OF SALES AND SERVICES			
Cost of construction	(249,595)	(522,423)	(1,053,290)
Cost of Sales	(157,352)	-	(13,190)
Total cost	(406,947)	(522,423)	(1,066,480)
Gross profit	82,989	10,210	34,280
Other income	8,677	16,407	13,396
Profit before expense	91,666	26,617	47,676
Selling expenses	(17,107)	-	-
Administrative expenses	(55,497)	(57,987)	(66,528)
Finance cost	(12,506)	(9,735)	(1,484)
Profit (loss) before income tax	6,556	(41,105)	(20,336)
Tax income (expense)	(3,248)	7,963	3,879
Profit (loss) for the year	3,308	(33,142)	(16,457)
Other comprehensive income (loss)			
Item that will never be reclassified to profit or loss	776	-	-
Defined benefit plan actuarial gain			
Income tax relating to defined benefit plan actuarial gain	(155)	-	-
Other comprehensive income for the year-net of tax	621	-	-
Total comprehensive income (loss)	3,929	(33,142)	(16,457)
Earnings (loss) per share			
Basic earnings (loss) per share	0.03	(0.26)	(0.13)
Weighted average number of ordinary shares (Shares)	126,720,042	126,720,025	126,403,112

STATEMENT OF CASH FLOWS
FOR THE YEAR END OF DECEMBER 31, 2015, 2014 and 2013

(Unit : Thousand baht)

DESCRIPTION	2015	2014	2013*
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit (loss) before income tax	6,556	(41,105)	(20,336)
Adjustments to reconcile profit (loss) before income tax to net cash Provided by (used in) operating activities			
Depreciation and amortization	7,177	9,317	10,848
Provision incurred from the employee benefit obligations	1,943	1,304	858
Reversal estimate cost overrun	-	(17)	17
Reversal doubtful debts	(33)	-	-
(Gain) loss on disposal of and written-off assets	209	(2,182)	1,177
Interest income	(271)	(612)	(769)
Interest expenses	12,507	9,735	1,484
Profit (loss) from operating activities before change in operating assets and liabilities	28,088	(23,560)	(6,721)
Change in operating assets (increase) decrease			
Trade and other receivables	42,560	27,260	37,670
Work in progress	(727)	4,415	3,458
Unbilled receivables	52,717	36,840	36,177
Cost of property development	75,933	(149,240)	(21,703)
Other current assets	1,368	3,002	17,026
Restricted bank deposits	14,409	(2,335)	(3,744)
Other non-current assets	21,558	(886)	(16,648)
Change in operating liabilities increase (decrease)			
Trade and other payables	(30,851)	7,761	(68,113)
Estimated cost	(21,288)	(17,798)	25,832
Retention payables	(7,488)	(15,348)	18,137
Advances received	(29,722)	6,501	(17,952)
Other current liabilities	(13,086)	7,149	(3,100)
Payment of employee benefit obligations	-	(885)	-
Cash generated (paid) from operations	133,471	(117,124)	319
Interest received	331	621	755
Income tax refund	33,662	23,375	-
Income tax paid	(12,147)	(17,202)	(19,993)
Net cash provided by (used in) operating activities	155,317	(110,330)	(18,919)

STATEMENT OF CASH FLOWS (Continued)
FOR THE YEAR END OF DECEMBER 31, 2015, 2014 and 2013

(Unit : Thousand baht)

DESCRIPTION	2015	2014	2013*
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of equipment	(1,329)	(3,266)	(11,288)
Disposal of equipment	124	2,523	467
Purchase of intangible asset	(632)	(3,238)	(492)
Net cash used in investing activities	(1,837)	(3,981)	(11,313)
CASH FLOWS FROM FINANCING ACTIVITIES			
Increase in bank overdrafts	6,213	9,802	2,600
Increase (decrease) in short-term loans from financial institutions	(17,379)	10,399	(107,928)
Proceed from long-term loans from financial institutions	69,900	110,100	100,000
Repayment of long-term loans from financial institutions	(195,533)	-	-
Repayment of liabilities under finance lease	(3,150)	(2,990)	(1,631)
Proceed from issued ordinary shares	-	-	3,423
Interest paid	(14,963)	(9,382)	(1,438)
Net cash provided by (used in) financing activities	(154,912)	117,929	(4,974)
Net increase (decrease) in cash and cash equivalents	(1,432)	3,618	(35,206)
Cash and cash equivalents at beginning of year	9,361	5,743	40,949
Cash and cash equivalents at end of year	7,929	9,361	5,743

*Information in the financial statement are restated.

FINANCIAL RATIOS

DESCRIPTION	2015	2014	2013*
LIQUIDITY RATIO			
Liquidity Ratio (Times)	1.77	1.67	1.46
Quick Ratio (Times)	0.14	0.22	0.30
Account Receivable Turnover (Times)	11.55	6.89	10.02
Average Collection Period (Day)	32	53	37
Account Payable Turnover (Times)	3.89	4.41	7.31
Average Payment Period (Day)	94	83	50
PROFITABILITY RATIO			
Gross Profit (loss) (%) – Construction Business	(9.21)	1.92	2.28
Gross Profit (loss) (%) – Property Business	39.80	-	42.41
Other Profit (%)	1.74	2.99	1.20
Net Profit (%)	0.66	(6.04)	(1.48)
Return on Equity (%)	2.47	(22.67)	(9.60)
EFFICIENCY RATIO			
Return of Asset (%)	3.11	(4.54)	(3.57)
Fixed Asset Turnover (%)	41.64	(84.81)	(21.03)
Total Asset Turnover (Times)	0.81	0.80	1.65
FINANCIAL POLICY RATIO			
Debt to Equity Ratio (Times)	2.64	4.55	2.93
Interest Coverage Ratio (Times)	14.39	(8.57)	(11.75)
Dividend Payout Ratio (%)	0.00	0.00	0.00

* Information in the financial statement are restated.

3.2 Management Discussion and Analysis of Financial Position and Operating Results

3.2.1 Overview of the Operating Results

Thai economy's growth in 2015 is approximately 2.8% due to the continuing expansion of the Government expenditure and economic stimulating measurements during the fourth quarter of 2015. The consumption of the private sector tends to be recovered from the previous year gradually. In 2015, the Company received less new projects compared to the previous year because most project awards came from the private sector and the Company focuses on the working capacity, appropriate return and potential employers whom we can trust or have good financial position in order to mitigate financial risks. In 2015, the Company had signed construction contracts, i.e. Issara Collection Sathorn Project, a construction of 7-storey building with 2 underground floors, Nang Lin Chee Road, Bangkok, with the construction value of 290 Million Baht, and the architectural and electrical system works of Multipurpose Building, Splendid Hotel Resort, Koa Yai, Changwad Nakorn Ratchsima, with the construction value of 8.80 Million Baht, etc.

In order to diversity income, the Company also operates the property development business in parallel with the construction business. The Company has built the 8-storey residential building with 1 underground floor, 132 units which is the second condominium project of the Company under the name "Focus Ploenchit Project" on Sukhumvit Road Soi 2, Bangkok whereby the construction has been completed and ready for transfer since May 2015 onwards. However, the property development business in 2015, especially condominium market, was quite on the downside. There were less new projects compared to the year 2014. Nevertheless, if considering the overall condominium projects open for sale in Bangkok, the prices are increasing every year and in each quarter due to higher land price adjustment. The sales of Focus Ploenchit Project has not yet reached the specified target. It is expected that Thai economy in 2015 would improve. Coupled with the measurement of reduction of transfer fees and mortgage fees would help stimulate the real estate market. In addition, the Company has increased the marketing channels, advertising and public relations, opening booths, increasing agencies, etc. which are the keys to stimulate the sales as planned.

In 2015, the Company has an income of 228.55 Million Baht from the construction business or reduced from 532.63 Million in 2014 by 304.08 Million Baht. The construction cost was 249.59 Million Baht with a gross loss of 21.04 Million Baht or a gross loss rate of 9.2% due to the construction delay with higher construction cost, especially higher labour cost, skilled labour shortage, low quality subcontractor, abandonment of work, overhead costs, etc. Therefore, the Company had to adjust the construction cost estimate as per actual costs for the completed projects during 2015 and had to adjust the construction cost as per actual costs for the nearly complete projects in 2016. In addition, the value and number of projects were reduced compared to the previous year resulting in the reducing income realization.

In 2015, the Company has an income from the property development business from the condo unit transfers to customers at 261.39 Million Baht or increased by 100% compared to the previous year in which there was no income from the said business. The selling cost was 157.35 Million Baht and the selling expense was 17.11 Million Baht with a gross margin of 86.93 Million Baht or 33.25%

The Company had the administrative expense of 55.50 Million Baht or reduced from 57.98 Million Baht by 2.48 Million Baht from the previous year or 4.28%. Most expenses included the salary and staff welfare, rents and office service fees, depreciation, etc.

In addition, the Company had the financial cost of 12.51 Million Baht which increased from 9.73 Million Baht by 2.78 Million Baht or 28.57% in the previous year due to the interest paid to financial institutions for the land purchase and construction of Focus Ploenchit Condominium.

The Company has a profit of 3.31 Million Baht from its operations with other comprehensive profit of 0.62 Million Baht which is a profit from the actuarial mathematics principles for staff benefit project. Therefore, the Company has a tax expense of 3.25 Million Baht resulting in the reduction of the deferred income tax asset from the previous year.

It is forecast by the Fiscal Policy Department, Ministry of Finance that the Thai economy in 2016 could be expanded by 3.7%. The research department of Colliers International (Thailand) identified that there will be the similar number of new condominium projects in 2016 as in 2015 subject to Thai economy in the second half of the year. While the Company still focuses on the skill development, both the work quality and staff quality in order to provide standard services and the work can be handed over to customers in time, resulting in the marketing opportunity to new projects of the government and private sectors. The Government also initiated the measurement on the transfer and mortgage fee reduction in order to stimulate the market during 29 October 2015 and 29 April 2016, totally 6 months. In addition, the Company has increased the marketing channels by increasing sales agents both domestically and internationally in order to increase the opportunity to sell condominiums.

3.2.2 Revenue

Since 2013, the Company has had the revenue from construction business in parallel with the property development business as follows:

(Unit : Million Baht))

Source of Revenues	2015		2014		2013*	
Construction business	228.55	45.84%	532.63	97.01%	1,077.85	96.74%
Property business	261.39	52.42%	-	0.00%	22.90	2.06%
Other income	8.68	1.74%	16.40	2.99%	13.40	1.20%
Total	498.62	100.00%	549.03	100.00%	1,114.15	100.00%

*Information in the financial statement are restated.

Construction Business

The Company is classified as a medium-size construction company providing general construction and engineering businesses, i.e. design, construction of structural works, architectural works, engineering system works and environmental engineering works, for example, office buildings, shopping centers, hotels, resorts, hospitals, residences, educational institutions, student dormitory, manufacturing plants, rice mill and silo, roads, bridges, pipe jacking and water treatment, railway, railway stations and other public utilities.

The Company's revenue will depend on the type and quantity of the works received during each period of time. The Company's policy is to accept the works from both public and private sectors by considering the reasonable return rate and potential customers with credibility and good financial position.

The revenue recognition – The Company will recognize the income from the construction work progress with reference to the survey of the work done. The construction revenue will be recognized no more than the actual construction cost. The work done which is not handed over and unbilled will show as the work done but unbilled. The construction period for both public and private sectors is approximately 1-2 years or longer depending on the value of each project. The revenue ratio of construction business and total revenue in 2015, 2014 and 2013 were 45.84%, 97.01% and 96.74% respectively.

The Company's revenue from construction business was 228.55 Million Baht or reduced from 532.63 Million Baht or by 57.09% in 2014 by 304.08 Million Baht due to the reducing value and number of projects, resulting in the reducing income recognition. The major income in 2015 mostly derived from the continuing projects from 2014 and were completed in 2015, i.e. the Phyll Community Mall Project, Khet Prakanong, Bangkok; Dusit D2 Hotel, Kao Yai, Changwad Nakorn Ratchsima. The new project awarded in 2015 was Issara Collection Sathorn Project, a construction of 7-storey residential building with 2 underground floors, Nang Lin Chee Road, Bangkok, with the value of 290 Million Baht.

Property Development Business

In 2015, the Company constructed the second condominium which was ready for ownership transfer to customers under the name of "Focus Ploenchit Project" and was transferred ownership to customers at the total value of 261.39 Million Baht or an increase of 100% compared to 2014 the year in which the Company had no income from selling property. This makes the property development revenue ratio in 2015, 2014 and 2013 to be 52.42%, 0% and 2.06% of the total revenue.

As of 31 December 2015, the value of the contract to buy and sell of the Company is as follows:

(Unit : Million Baht)

Project	Total Unit	Total value of project	Value of signing SPA	% of total sold
Focus on Saladaeng	62	287.76	279.41	97.10
Focus Ploenchit	132	800.35	338.03	42.23

3.2.3 Expenses

The Company's expenses consist of the construction cost, property selling cost, administrative cost, financial cost and revenue tax expense.

- The construction cost consists of materials cost, sub-contract cost and construction labour cost and various overhead and expenses, etc.
- The property selling cost consists of the land acquisition cost, land development cost, design cost, public utility cost and costs directly related to the project, including interest paid on the loan for project development prior to project completion.

In 2015 and 2014, the Company's costs in each business are as follows:

(Unit : Million Baht)

Description	2015				2014				Increase (Decrease)	
	Construction		Property		Construction		Property		Construction	Property
Revenue	228.55	100%	261.39	100%	532.63	100%	-	-	(304.08)	261.39
Cost	249.59	109.20%	157.35	60.20%	522.42	98.08%	-	-	(272.83)	157.35
Selling expense	-	-	17.11	6.55%	-	-	-	-	-	17.11
Profit (loss)	(21.04)	(9.20%)	86.93	33.25%	10.21	1.92%	-	-	(31.25)	86.93

Cost of Construction Business: In 2015, the Company's revenue decreased by 304.08 Million Baht from last year which resulted in the reduction of the construction cost and the revenue recognition. However, the Company incurred the expenses on the delayed handover of the works, skilled labour shortage, low quality subcontractors and abandonment of works resulting in higher overhead costs and expenses. Therefore, the Company adjusted the construction cost estimates as per the completed project costs during the year 2015 and also adjusted the construction cost estimates as per the nearly complete project costs in 2016, totally 43 Million Baht. This results in an increase of construction cost from 98.08% in 2014 to 109.20% in 2015.

Cost of Property Development Business: In 2015, the Company earned a higher income of 261.39 Million Baht or 100% from 2014 in which there was no income from the said business. The selling cost ratio in 2015 was 60.20%. The selling expense ratio was 6.55%. The difference of these cost ratios was due to the different selling space and price of each unit.

Administrative Expense

(Unit : Million Baht)

Description	2015	2014	Change	
Administrative expense	55.50	57.98	(2.48)	[4.28]%

In 2015, the Company had an administrative expense of 55.50 Million Baht consisting of management remuneration, salary and staff welfare, rents and office services, public utility expenses, professional fees, depreciation, etc. which decreased by 2.48 Million Baht or 4.28% from 57.98 Million Baht, compared to the year 2014.

FINANCE COST

(Unit : Million Baht)

Description	2015	2014	Change	
Finance Cost	12.51	9.73	2.78	28.57%

In 2015, the Company's finance cost increased by 2.78 Million Baht or 28.57% from 9.73 Million Baht to 12.51 Million Baht. This was because the interest paid on loans from the financial institution for the land purchase for Focus Ploenchit Condominium in the amount of 10.79 Million Baht and the interest on the short term loan from the project finance selling the work done (account receivable) at a discount in form of promissory notes and the overdraft loan.

Income Tax Revenue (Expense)

(Unit : Million Baht)

Description	2015	2014
Deferred tax income		
Movements in temporary differences	(3.25)	7.96

In 2015, the Company has an income tax expense in the amount of 3.25 Million Baht due to the temporary difference of the deferred tax. Because the Company has a profit before tax this year in the amount of 6.56 Million Baht, making the remaining deferred income tax assets as at 31 December 2015 at 13.55 Million Baht.

Income tax reduction

The Royal Decree No.530 B.E.2554 dated 14 December 2011 grants a reduction in the corporate income tax rate from 30% to 23% on net profit for the accounting period beginning on or after 1 January 2012 and will be reduced to 20% on net profit for the two consecutive accounting periods beginning on or after 1 January 2013 onwards.

The Royal Decree No. 577 B.E.2557 dated 3 November 2014 extends the reduction to 20% for the accounting period which begins on or after 1 January 2015, but not later than 31 December 2015.

The corporate income tax for the years ended 31 December 2015 and 2014 was calculated at the rate specified by the Revenue Department from the accounting profit after adjusting certain conditions according to the Revenue Code.

3.2.4 Profit (loss) net

(Unit : Million Baht)

Description	2015	%	2014	%	Increase (Decrease)	
Total revenues	489.94	98.26	532.63	97.01	(42.69)	(8.01)%
Other income	8.68	1.74	16.40	2.99	(7.72)	(47.07)%
Total revenues	498.62	100	549.03	100.00	(50.41)	(9.18)%
Total cost	(406.94)	(81.61)	(522.42)	(95.15)	(115.48)	(22.10)%
Selling expenses	(17.11)	(3.43)	-	-	17.11	100%
Administrative expenses	(55.50)	(11.13)	(57.98)	(10.56)	(2.48)	(4.28)%
Finance cost	(12.51)	(2.51)	(9.73)	(1.77)	2.78	28.57%
Tax income (expense)	(3.25)	(0.65)	7.96	1.44	11.21	140.83%
Profit (loss) for the year	3.31	0.66	(33.14)	(6.04)	36.45	109.98%
Basic earnings (loss) per share	0.03		(0.26)		0.29	

The Company earned a net profit from its operations ended 31 December 2015 at 3.31 Million Baht or 0.66% of the total revenue, compared to the same accounting period of 2014 with a net loss of 33.14 Million Baht or 6.04% of the total revenue. The net profit increased by 36.45 Million Baht or 109.98%. The main reasons of changes are as follows:

1. The Company earned an income of 261.39 Million Baht from the property development business or 100% increased from last year in which there was no income from the said business.
2. The selling cost ratio of the property development business of 60.20% and the selling expense of 6.55% results in the net profit from the said business in the amount of 86.93 Million Baht or 33.25%

3.2.5 Financial Position

The key changes of the financial position of the Company in 2015 compared to 2014 are as follows:

(Unit : Million Baht)

Description	2015		2014		Increase (Decrease)	
Trade and other payables	21.10	4.27%	63.72	8.71%	(42.62)	(66.88)%
Unbilled receivables	19.91	4.03%	72.63	9.93%	(52.72)	(72.59)%
Cost of property development	322.86	65.34%	396.27	54.18%	(73.41)	(18.53)%
Total current assets	379.75	76.85%	550.57	75.28%	(170.82)	(31.03)%
Total non-current assets	114.39	23.15%	180.79	24.72%	(66.40)	(36.73)%
Total assets	494.14	100.00%	731.36	100.00%	(237.22)	(32.44)%

1. Analysis of Assets

The Company's total assets as of 31 December 2015 in the amount of 494.14 Million Baht which decreased by 32.44% or 237.22 Million Baht from 731.36 Million Baht in 2014, divided into 379.75 Million Baht in current assets and 114.39 Million Baht in non-current assets.

In 2015, the Company had the current assets of 379.75 Million Baht or 76.85% of the total assets. The key items of which are as follows:

1.1 Trade and other receivables in an amount of 21.10 Million Baht or 5.56% of the current assets, divided into the trade receivable of 19.30 Million Baht and other receivables of 1.80 Million Baht or decreased by 42.62 Million Baht or 66.88% if compared to 63.72 Million Baht in 2014.

As of 31 December 2015, 2014 and 2013, the Company's outstanding trade receivables categorized by month of payment are as follows:

(Unit : Million Baht)

	2015	2014	2013
Less than or equal to 3 months	18.71	43.73	81.39
More than 3 to 6 months	0.59	1.54	-
More than 6 to 12 months	-	10.88	8.81
Over 12 months	-	5.67	-
Total	19.30	61.82	90.20
Average Collection Period (Day)	32	53	37

In 2015, the Company had outstanding receivables of not more than 6 months at 19.30 Million Baht in total while the edging was reduced from 53 days in 2014 to 32 days. This shows the higher efficiency of the Company in managing the trade receivables.

1.2 The unbilled completed work was the completed work which was not handed over and no invoice was issued which decreased by 52.72 Million or 72.59% from 72.63 Million Baht in 2014 to 19.91 Million Baht in 2015 since most construction works have been completed and handed over to the owners, making the balance of work quantity reduced in both value and number of projects.

1.3 The cost of property development of 322.86 Million Baht decreased by 73.41 Million Baht or 18.53% from 396.27 Million Baht in 2014 since the construction of Focus Ploenchit Condominium Project has been completed and ready to move in and ownership transfer to customers has started since May 2015.

1.4 The key items of the non-current assets of 114.39 Million Baht or 23.15 of the total assets are as follows:

- Deposits at financial institutions as collateral obligations of 12.39 Million Baht which decreased by 14.41 Million Baht or 53.77% from 26.80 Million Baht in 2014 due to the discharge of the attachment of fixed deposit accounts being used as collateral to secure credits from financial institutions.
- Retention receivable of 46.33 Million Baht derived from the customers deducting retention at 5-10% of the construction value collected by the Company for the construction in progress. However, the Company will receive the retention back in every three months as agreed in the contracts.

Nevertheless, the Company as a subcontractor of NVPSKG Joint Venture had reserved the full amount of 13.31 Million Baht retention since 2003 in the Project on Design and Construction of Waste Water Treatment System, Changwad Samutprakarn. It is expected that the Company will receive the retention from the Joint Venture within this year 2016 after the Joint Venture has received the construction amount from the owner as per the Supreme Administrative Court in 2015.

In addition, the Company had reserved the full amount of 6.24 Million Baht bad debt for a debtor in 2009 being unable to make payments under its cheques due to the construction delay. Later on in January 2016, the Company conducted the seize of assets of this debtor but there was no asset to seize. The Company then writes off as a bad debt.

- The withholding tax of 29.35 Million Baht was divided into 12.15 Million Baht in 2015 and 17.20 Million Baht in 2014.

2. Analysis of Liabilities

(Unit : Million Baht)

Description	2015		2014		Increase (Decrease)	
Bank overdrafts and short-term loans from financial institutions	18.62	5.19%	29.78	4.97%	(11.16)	(37.47)%
Trade and other payables	89.19	24.88%	119.90	20.00%	(30.71)	(25.61)%
Advances received	40.03	11.17%	69.75	11.63%	(29.72)	(42.61)%
Other current liabilities	2.91	0.81%	15.99	2.67%	(13.08)	(81.80)%
Total current liabilities	214.80	59.93%	330.12	55.06%	(115.32)	(34.93)%
Long-term loans from financial institutions	136.77	38.16%	262.40	43.76%	(125.63)	(47.88)%
Long-term liabilities under finance lease	-	-	1.29	0.22%	(1.29)	(100)%
Total Non-current Liabilities	143.63	40.07%	269.46	44.94%	(125.83)	(46.70)%
Total Liabilities	358.44	100%	599.58	100%	(241.14)	(40.22)%

As of the end of 2015, the Company's total liabilities decreased from the year 2014 by 241.14 Million Baht or 40.22% from 599.58 Million Baht to 358.44 Million Baht, divided into 214.80 Million Baht current liabilities and 143.63 Million Baht non-current liabilities. The key items are as follows:

2.1 The bank overdrafts and short term loan decreased by 11.16 Million Baht or 37.47% from 29.78 Million Baht in 2014 to 18.62 Million Baht since the Company withdrew only the bank overdraft at the year end.

2.2 Trade account payable and other payable of 89.19 Million Baht which decreased by 30.71 Million Baht or 25.61% from 119.90 Million Baht in 2014 due to the reduction of construction projects, quantity of construction materials and subcontracting accordingly. However, the edging to pay trade account payable is longer than the previous year.

2.3 The received advance payment of 40.03 Million Baht decreased by 29.72 Million Baht or 42.61% from 69.75 Million Baht in 2014 due to the fact that the Company received the construction cost in advance from the owners which was gradually repaid back from the progress payment of each installment and also due to the receipt of booking deposit, signing fee and installments from customers of Focus Ploenchit Project whereby the ownership has already been transferred to certain customers.

2.4 Other current assets of 2.91 Million Baht decreased by 13.08 Million Baht or 81.80% from 15.99 Million Baht in the year 2014 since the Company paid the penalty for delay in handing over a condominium project which was recorded as amortization of 10 Million Baht in the year 2014.

2.5 Long term loan from financial institutions of 136.77 Million Baht decreased by 125.63 Million Baht or 47.88% from 262.40 Million Baht in the year 2014. In 2015, the Company had withdrawn the loan from a domestic commercial bank for the construction of Focus Ploenchit in the amount of 69.90 Million Baht under the long term loan of 335 Million Baht. The Company has started to transfer ownership to customers since May 2015 and gradually repaid the loan to the bank in the total amount of 195.53 Million Baht by repaying the loan for a land purchase of 155 Million Baht and for construction of 40.53 Million Baht.

The details of long term loans from financial institutions:

Facilities (MB)	Period	Interest rate per annum	Loan Objectives
155	June 2012 – December 2016	MLR – 1.25	For land purchase of Focus Ploenchit Project
180	June 2012 – February 2017	MLR – 1.25	For construction of Focus Ploenchit project

The said loan collateral includes the project land and the present and future buildings subject to the condition to repay the loan at 70% of the agreement to buy and to sell and to pay an interest on a monthly basis after the ownership transfer.

3. Analysis of Shareholders' Equity

As at the end of 2015 and 2014, the Company had the issued and paid-up shares, surplus and shareholders' equity as follows:

(Unit : Million Baht)

Description	2015	2014	Increase (Decrease)	
Authorized share capital	400.00	400.00	-	-
Issued and paid-up share capital	126,720,042	126,720,042	-	-
Premium on ordinary shares	56,413,239	56,413,239	-	-
Deficit	(47.42)	(51.35)	3.93	7.65%
Total Shareholders' Equity	135.71	131.78	3.93	2.98%

As at 31 December 2015, the Company had the shareholders' equity at 135.71 Million Baht which increased by 3.93 Million Baht or 2.98%, compared to that of 2014 year end of 131.78 Million Baht since the Company had the net profit from operations at 3.31 Million Baht and other comprehensive profit at 0.62 Million Baht, resulting in the reduction of the accumulated loss from 51.35 Million Baht to 47.42 Million Baht.

4. Analysis of Cash Flow

(Unit : Million Baht)

Description	2015	2014
Net profit (loss) before tax income	6.56	(41.10)
Profit (loss) from operating activities before change in operating assets and liabilities	28.09	(23.56)
Net cash provided (used in) operating activities	155.32	(110.33)
Net cash used in investing activities	(1.84)	(3.98)
Net cash provided by (used in) financing activities	(154.91)	117.93
Cash and cash equivalents at beginning of year	(1.43)	3.62
Cash and cash equivalents at beginning of year	9.36	5.74
Cash and cash equivalents at end of years	7.93	9.36

The cash flow statements show the changing cash flows from the operations activities, investing activities and funding activities at the year end and show the balance of cash and cash equivalent as of 31 December 2015 in the amount of 7.93 Million Baht which decreased by 1.43 Million or 15.28% from 9.36 Million Baht in the previous year. The profit from operations before the change of assets and liabilities as at 31 December 2015 in the amount of 28.09 Million Baht as follows:

4.1 The net cash flow used in the operations activities of 155.32 Million Baht which mostly derived from the condo unit ownership transfers of Focus Ploenchit Project to customers in the amount of 214.75 Million Baht. While the Company had repaid the long term loan to a bank in the amount of 195.53 Million Baht, and the Company received the money from account receivable sooner than last year. In addition, payment of the refund of 33.66 Million Baht withholding tax for the tax in 2013 was made to the Company.

4.2 The net cash flow used in the vesting activities of 1.84 Million Baht came from the construction of the store to keep machinery, construction equipment and materials.

4.3 The net cash flow used in the funding activities of 154.91 Million Baht was mostly to repay the long term loan to a domestic commercial bank in the amount of 195.53 Million Baht. However, during the year 2015, the Company withdrew the loan of 69.90 Million Baht for the construction of Focus Ploenchit Condominium Project and paid the interest of 14.96 Million Baht (not including the interest paid on the loan for construction which was the capital expenditure).

5. Analysis of Key Financial Ratios

In 2015, the Company has the key financial Ratios as follows:

5.1 The Company had the liquidity ratio in 2015 at 1.77 times which is not different from 1.67 times in the year 2014. However, the quick liquidity ratio decreased from the previous year due to the fact that the Company has received payments from the trade account receivable sooner from 53 days to 32 days in the previous year, and the Company received the money from the condo unit ownership transfers from customers, resulting in the good and continuing credit support from financial institutions. However, the edging for payment to the account payable was longer from 83 days in the previous year to 94 days in 2015.

5.2 Profitability Ratio: Since the Company suffered a loss of 9.20% from the construction business due to the construction delay which resulted in higher project costs, the Company then operated the property development business in parallel with the construction business in order to diversify the risks from making a profit in only one business. The Company constructed Focus Ploenchit Condominium Project in 2015 and started the ownership transfers to customers, resulting in the profit from property development business at 33.25% and a net profit ratio in 2015 at 0.66%. This leads to better return on equity ratio compared to 2.47% in the previous year. However, the Company still has an aim to develop the efficiency for better result in operations in order to create better net profit and return on equity.

5.3 Debt to Equity Ratio 2.64 times: Since the Company started to repay the long term loan to financial institutions in the amount of 195.53 Million Baht, the total liabilities ratio then decreased from 4.55 times to 2.64 times and the interest coverage ratio was 14.39 times which was better than the previous year. This was due to the fact that the Company has started to transfer the condo unit ownership and repaid the principal sum of the loan at 70% of the agreement to buy and to sell and paid the monthly interest according to the agreement.

6. Obligations and Contingencies

As of 31 December 2015, the Company's obligations and contingencies are as follows:

6.1 The Company's letter of guarantee issued by domestic commercial banks in relation to the obligations under the contracts in the ordinary course of business with the balance as of 31 December 2015 in the amount of 134.24 Million Baht.

6.2 The obligations of payments under the contracts as follows:

6.2.1 Payments under the office building rent and service agreements which will be ended on 14 August 2017 in the amount of 7.01 Million Baht. The land rental contract for storing construction machinery and equipment will be terminated on 30 April 2018 in the amount of 0.79 Million Baht.

6.2.2 Payments under construction contracts in the amount of 24.89 Million Baht and employment contracts of the property development projects in the amount of 11.31 Million Baht.

6.2.3 Payments under the financial lease for the machinery and vehicles in the amount of 1.31 Million Baht

Major Factors and Influences Possibly Affecting the Future Operations or Financial Position

Factor of Industrial Conditions

Since the construction business is a type of the service businesses, the factor influencing on the operation of the Company in the future is the demand of services of customers or users. This depends on the investment policy of the private sector and the public sector which determines the quantity of construction project. However, the main factor of the Company's operations depends on the capability of directors, executives, and team of supplying new construction projects for the Company. The quantity of work and the value of accepted projects must correspond to the working capital that the Company can afford. The main source of funds of the Company consists of capital of the Company and loans from commercial banks and financial institutes. In addition, the Company also controls the construction costs, such as, construction materials cost, transportation fee, wages, and administrative expenses, including financial cost, to be in the appropriate level.

Although the property development business causes a high return to the Company, there are factors affecting the operation in terms of ability of supplying efficient lands with reasonable prices and meeting the demand of the target customers.

Change of Major Shareholders

Although the Company has been established since 1989, later the group of major shareholders of the Company was changed. The group of Mrs.Napharat Sihanatkathakul became the major shareholder. In addition, the executives and the management policies have been changed as well. The Company has started to operate the construction since 2000. The Company has the policy not to focus only on the construction in any specific industrial sectors only which resulted in the non-recurring income during the past. Since 2010,the Company has also operated the property development business and launched the first project under the name “Focus on Saladaeng” which the Company received a good feedback. The Company then constructed the second project under the name “Focus Ploenchit” located on Sukhumvit Road Soi 2, starting to transfer ownership to customers in May 2015 onwards. Presently, the Company operates the construction business in parallel with the property development business. The Company receives good support from the major shareholders all along.

Remuneration for Auditors

1. Audit Fee

The Company and its subsidiaries paid the following audit fees:

- The Company’s auditor, totaling..0... Baht in the last financial year.
- The Auditor’s Audit firm and individual or firms relating to the Auditor and Audit firm, totaling.....800,000.-..... baht in the last financial year.

2. Non-Audit Fees

Company and its subsidiaries paid for other services, namely: ..None...

- The Company’s Auditor, totaling ...0...Baht in the previous financial year, and future payments arising from agreed, but unfinished services in the past financial year totaling ..0..Baht.
- The Auditor’s Audit firm and individual or firms relating to the Audit and Audit Company, totaling..0... Baht in the last financial year, and future payments arising from agreed but unfinished services in the past financial year totaling..0..Baht.

3.3 Report on Responsibilities of the Board of Directors towards the Financial Report

The Company's Board of Directors realizes the significance of its duties and responsibilities in supervising the Company's business to ensure the good corporate governance in accordance with laws, detailed objectives and the Company's Articles of Association, as well as resolutions of the shareholders meetings with integrity and prudence. The Board of Directors protects the benefits of the Company, shareholders and general investors by ensuring that the Company's financial report contains accurate and full accounting records that reflect the Company's actual financial status and operational results. The Company's Board of Directors establishes the Audit and Corporate Governance Committee comprising independent directors fully qualified in accordance with the requirements of the Stock Exchange of Thailand to review and ensure accuracy and sufficiency of the financial report, including accurate and complete disclosure of connected transactions or transactions with possible conflict of interest, in compliance with the requirements of the Stock Exchange of Thailand and relevant rules and regulations. In this regard, the Audit and Corporate Governance Committee has already reported their performance to the Company's Board of Directors. The Company's Board of Directors is of the opinion that the financial statements for the year 2015 of the Company, which have been reviewed by the Audit and Corporate Governance Committee jointly with the management, and audited by the Company's auditor, reflect accurate financial status and operational results as appropriate in material aspects in accordance with generally accepted accounting principles.



(Mr. Anucha Sihanatkathakul)
Chairman of the Board



(Mr. Nontawat Thongmee)
Managing Director

AUDITOR'S REPORT

To the Board of Directors and Shareholders of Focus Development and Construction Public Company Limited

I have audited the accompanying financial statements of Focus Development and Construction Public Company Limited which comprise the statement of financial position as at December 31, 2015, and the statement of comprehensive income, statement of changes in shareholders' equity and statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with Thai Standards on Auditing. Those standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

Opinion

In my opinion, the financial statements present fairly, in all material respects, the financial position of Focus Development and Construction Public Company Limited as at December 31, 2015, and its financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.



Udom Thanuratpong
Certified Public Accountant
Registration Number 8501

PV Audit Co., Ltd.
Bangkok, February 26, 2016

FOCUS DEVELOPMENT AND CONSTRUCTION PUBLIC COMPANY LIMITED

STATEMENT OF FINANCIAL POSITION

AS AT DECEMBER 31, 2015

	Note	Baht	
		2015	2014
ASSETS	3		
CURRENT ASSETS			
Cash and cash equivalents	5	7,928,992	9,361,196
Trade and other receivables	6	21,096,162	63,716,553
Work in progress		727,470	-
Unbilled receivables	18	19,916,792	72,634,018
Cost of property development	7	322,864,784	396,272,976
Other current assets		7,220,416	8,587,962
Total Current Assets		379,754,616	550,572,705
NON-CURRENT ASSETS			
Restricted bank deposits	8	12,393,267	26,801,911
Building and equipment	9	17,527,452	23,070,030
Intangible asset	4, 10	3,695,268	3,702,204
Deferred tax assets	11	13,553,097	16,956,461
Other non-current assets	12	67,224,028	110,263,920
Total Non-current Assets		114,393,112	180,794,526
TOTAL ASSETS		494,147,728	731,367,231

The accompanying notes are an integral part of these financial statements.

FOCUS DEVELOPMENT AND CONSTRUCTION PUBLIC COMPANY LIMITED

STATEMENT OF FINANCIAL POSITION

AS AT DECEMBER 31, 2015

	Note	Baht	
		2015	2014
LIABILITIES AND SHAREHOLDERS' EQUITY	3		
CURRENT LIABILITIES			
Bank overdrafts and short-term loans from financial institutions	13	18,615,661	29,781,728
Trade and other payables	4, 14	89,192,446	119,900,599
Current portion of liabilities	16	1,289,165	3,151,258
Estimated cost		39,387,821	60,675,422
Retention payables		23,379,425	30,867,062
Advances received	4, 18	40,031,756	69,753,501
Other current liabilities		2,906,164	15,992,654
Total Current Liabilities		214,802,438	330,122,224
NON-CURRENT LIABILITIES			
Long-term loans from financial institutions	15	136,766,974	262,400,000
Long-term liabilities under finance lease	16	-	1,287,525
Employee benefit obligations	17	6,868,590	5,776,658
Total Non-current Liabilities		143,635,564	269,464,183
Total Liabilities		358,438,002	599,586,407
SHAREHOLDERS' EQUITY			
Share capital			
Authorized share capital:			
400,000,000 ordinary shares, Baht 1 par value		400,000,000	400,000,000
Issued and paid-up share capital:			
126,720,042 ordinary shares, fully paid-up	19, 20	126,720,042	126,720,042
Premium on ordinary shares	21	56,413,239	56,413,239
Deficit		(47,423,555)	(51,352,457)
Total Shareholders' Equity		135,709,726	131,780,824
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		494,147,728	731,367,231

The accompanying notes are an integral part of these financial statements.

FOCUS DEVELOPMENT AND CONSTRUCTION PUBLIC COMPANY LIMITED

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED DECEMBER 31, 2015

	Note	Baht	
		2015	2014
	3		
Revenue from sales and services	18	489,936,097	532,632,919
Cost of sales and services	18, 22	(406,946,763)	(522,423,320)
Gross profit		82,989,334	10,209,599
Other income		8,677,111	16,406,859
Selling expenses		(17,106,614)	-
Administrative expenses	4, 22	(55,497,508)	(57,986,713)
Finance cost	23	(12,506,610)	(9,734,790)
Profit (loss) before income tax		6,555,713	(41,105,045)
Tax income (expense)	24	(3,248,053)	7,963,375
Profit (loss) for the year		3,307,660	(33,141,670)
Other comprehensive income (loss)			
Items that will never be reclassified to profit or loss			
Defined benefit plan actuarial gain		776,553	-
Income tax relating to defined benefit plan actuarial gain		(155,311)	-
Other comprehensive income for the year - net of tax		621,242	-
Total comprehensive income (loss)		3,928,902	(33,141,670)
Earnings (loss) per share			
Basic earnings (loss) per share	3	0.03	(0.26)
Weighted average number of ordinary shares (Shares)	3	126,720,042	126,720,025

The accompanying notes are an integral part of these financial statements.

FOCUS DEVELOPMENT AND CONSTRUCTION PUBLIC COMPANY LIMITED **STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY**

FOR THE YEAR ENDED DECEMBER 31, 2015

	Note	Baht			
		Issued and paid-up share capital	Premium on ordinary shares	Deficit	Total
Beginning balance as at January 1, 2014		126,720,000	56,413,155	(18,210,787)	164,922,368
Changes in shareholders' equity					
Increase in ordinary shares	19, 20	42	84	-	126
Loss for the year		-	-	(33,141,670)	(33,141,670)
Balance as at December 31, 2014		126,720,042	56,413,239	(51,352,457)	131,780,824
Changes in shareholders' equity					
Profit for the year		-	-	3,307,660	3,307,660
Other comprehensive income for the year		-	-	621,242	621,242
Balance as at December 31, 2015		126,720,042	56,413,239	(47,423,555)	135,709,726

The accompanying notes are an integral part of these financial statements.

FOCUS DEVELOPMENT AND CONSTRUCTION PUBLIC COMPANY LIMITED

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2015

	Baht	
	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit (loss) before income tax	6,555,713	(41,105,045)
Adjustments to reconcile profit (loss) before income tax to net cash provided by (used in) operating activities		
Depreciation and amortization	7,177,287	9,316,828
Provision incurred from the employee benefit obligations	1,943,005	1,304,223
Reversal estimate cost overrun	-	(16,917)
Reversal doubtful debts	(32,710)	-
(Gain) loss on disposal of and written-off assets	209,595	(2,182,028)
Interest income	(271,064)	(612,126)
Interest expenses	12,506,610	9,734,790
Profit (loss) from operating activities before change in operating assets and liabilities	28,088,436	(23,560,275)
Change in operating assets (increase) decrease		
Trade and other receivables	42,560,402	27,259,885
Work in progress	(727,470)	4,414,668
Unbilled receivables	52,717,226	36,839,685
Cost of property development	75,933,400	(149,239,816)
Other current assets	1,367,546	3,002,831
Restricted bank deposits	14,408,644	(2,334,858)
Other non-current assets	21,557,712	(886,590)
Change in operating liabilities increase (decrease)		
Trade and other payables	(30,851,076)	7,761,535
Estimated cost	(21,287,601)	(17,798,278)
Retention payables	(7,487,637)	(15,348,482)
Advances received	(29,721,745)	6,501,503
Other current liabilities	(13,086,490)	7,148,903
Payment of employee benefit obligations	-	(884,800)

The accompanying notes are an integral part of these financial statements.

FOCUS DEVELOPMENT AND CONSTRUCTION PUBLIC COMPANY LIMITED

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2015

	Baht	
	2015	2014
Cash generated (paid) from operations	133,471,347	(117,124,089)
Interest received	331,053	621,220
Income tax refund	33,662,355	23,375,378
Income tax paid	(12,147,465)	(17,202,296)
Net cash provided by (used in) operating activities	155,317,289	(110,329,787)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of equipment	(1,329,124)	(3,265,645)
Disposal of equipment	124,299	2,523,365
Purchase of intangible asset	(632,542)	(3,238,558)
Net cash used in investing activities	(1,837,367)	(3,980,838)
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in bank overdrafts	6,213,221	9,802,144
Increase (decrease) in short-term loans from financial institutions	(17,379,288)	10,399,065
Proceed from long-term loans from financial institutions	69,900,000	110,100,000
Repayment of long-term loans from financial institutions	(195,533,026)	-
Repayment of liabilities under finance lease	(3,149,618)	(2,990,910)
Proceed from issued ordinary shares	-	126
Interest paid	(14,963,415)	(9,381,807)
Net cash provided by (used in) financing activities	(154,912,126)	117,928,618
Net increase (decrease) in cash and cash equivalents	(1,432,204)	3,617,993
Cash and cash equivalents at beginning of year	9,361,196	5,743,203
Cash and cash equivalents at end of year	7,928,992	9,361,196

Supplement information:

In year 2015

- 1) Cost of property development increased during the year due to interest expenses from loans and depreciation capitalised in the amount of Baht 2.73 million.

In year 2014

- 1) Cost of property development increased during the year due to interest expenses from loans and depreciation capitalised in the amount of Baht 2.53 million.

The accompanying notes are an integral part of these financial statements.

FOCUS DEVELOPMENT AND CONSTRUCTION PUBLIC COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2015

1. GENERAL INFORMATION

Focus Development and Construction Public Company Limited, “the Company” was incorporated in Thailand under the Civil and Commercial Code on March 30, 1989, and was listed in the Market for Alternative Investment (mai) on the Stock Exchange of Thailand on October 5, 2004. The Company engages as a construction contractor and a real estate business.

The registered office of the Company is located at 25, 9th Floor, Alma Link Building, Soi Chidlom, Ploenchit Road, Lumpini, Patumwan, Bangkok.

2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

The accompanying financial statements are prepared in accordance with Thai Financial Reporting Standards (“TFRS”) including related interpretations and guidelines promulgated by the Federation of Accounting Professions (“FAP”) in accordance with generally accepted accounting principles in Thailand.

The presentation of the financial statements has been made in compliance with the stipulations of the Notification of the Department of Business Development dated September 28, 2011, issued under the Accounting Act B.E. 2543.

The accompanying financial statements have been prepared in the Thai language and expressed in Thai Baht. Such financial statements have been prepared for domestic reporting purposes. For the convenience of the readers not conversant with the Thai language, an English version of the financial statements has been provided by translating from the Thai version of the financial statements.

The preparation of the financial statements in accordance with Thai Financial Reporting Standards (“TFRS”) requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying amounts of assets and liabilities that are not readily apparent from other sources. Subsequent actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, and in the period of the revision and future periods, if the revision affects both current and future periods.

Adoption of New Thai Financial Reporting Standards

FAP has issued Notifications, mandating the use of new and revised Conceptual Framework for Financial Reporting (revised 2015), Thai Accounting Standards (“TAS”), TFRS, Thai Standard Interpretations (“TSIC”) and Thai Financial Reporting Interpretations (“TFRIC”) as follows:

- a) Conceptual Framework for Financial Reporting (revised 2015) which is immediately effective for the year 2015.
- b) TAS, TFRS, TSIC and TFRIC which are effective for the financial statements for the period beginning on or after January 1, 2015 as follows:

TAS/TFRS/TSIC/TFRIC	Topic
TAS 1 (revised 2014)	Presentation of Financial Statements
TAS 2 (revised 2014)	Inventories
TAS 7 (revised 2014)	Statement of Cash Flows
TAS 8 (revised 2014)	Accounting Policies, Changes in Accounting Estimates and Errors
TAS 10 (revised 2014)	Events after the Reporting Period
TAS 11 (revised 2014)	Construction Contracts
TAS 12 (revised 2014)	Income Taxes
TAS 16 (revised 2014)	Property, Plant and Equipment
TAS 17 (revised 2014)	Leases
TAS 18 (revised 2014)	Revenue
TAS 19 (revised 2014)	Employee Benefits
TAS 20 (revised 2014)	Accounting for Government Grants and Disclosure of Government Assistance
TAS 21 (revised 2014)	The Effects of Changes in Foreign Exchange Rates
TAS 23 (revised 2014)	Borrowing Costs
TAS 24 (revised 2014)	Related Party Disclosures
TAS 26 (revised 2014)	Accounting and Reporting by Retirement Benefit Plans
TAS 27 (revised 2014)	Separate Financial Statements
TAS 28 (revised 2014)	Investments in Associates and Joint Ventures
TAS 29 (revised 2014)	Financial Reporting in Hyperinflationary Economies
TAS 33 (revised 2014)	Earnings per Share
TAS 34 (revised 2014)	Interim Financial Reporting
TAS 36 (revised 2014)	Impairment of Assets
TAS 37 (revised 2014)	Provisions, Contingent Liabilities and Contingent Assets
TAS 38 (revised 2014)	Intangible Assets
TAS 40 (revised 2014)	Investment Property
TFRS 2 (revised 2014)	Share-based Payment
TFRS 3 (revised 2014)	Business Combinations
TFRS 5 (revised 2014)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 6 (revised 2014)	Exploration for and Evaluation of Mineral Resources
TFRS 8 (revised 2014)	Operating Segments
TFRS 10	Consolidated Financial Statements

TAS/TFRS/TSIC/TFRIC	Topic
TFRS 11	Joint Arrangements
TFRS 12	Disclosure of Interests in Other Entities
TFRS 13	Fair Value Measurement
TSIC 10 (revised 2014)	Government Assistance - No specific Relation to Operating Activities
TSIC 15 (revised 2014)	Operating Leases-Incentives
TSIC 25 (revised 2014)	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders
TSIC 27 (revised 2014)	Evaluating the Substance of Transactions Involving the Legal Form of a Lease
TSIC 29 (revised 2014)	Service Concession Arrangements : Disclosures
TSIC 31 (revised 2014)	Revenue - Barter Transactions Involving Advertising Services
TSIC 32 (revised 2014)	Intangible Assets - Web Site Costs
TFRIC 1 (revised 2014)	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRIC 4 (revised 2014)	Determining whether an Arrangement contains a Lease
TFRIC 5 (revised 2014)	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
TFRIC 7 (revised 2014)	Applying the Restatement Approach under TAS 29 (revised 2014) Financial Reporting in Hyperinflationary Economies
TFRIC 10 (revised 2014)	Interim Financial Reporting and Impairment
TFRIC 12 (revised 2014)	Service Concession Arrangements
TFRIC 13 (revised 2014)	Customer Loyalty Programmes
TFRIC 14	TAS 19 (revised 2014) - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction
TFRIC 15 (revised 2014)	Agreements for the Construction of Real Estate
TFRIC 17 (revised 2014)	Distributions of Non - cash Assets to Owners
TFRIC 18 (revised 2014)	Transfers of Assets from Customers
TFRIC 20	Stripping Costs in the Production Phase of a Surface Mine

During the year, the Company has adopted Conceptual Framework for Financial Reporting (revised 2015), new and revised TFRS which are effective for the accounting period beginning on or after January 1, 2015. These Conceptual Framework for Financial Reporting (revised 2015) and TFRS were aimed at alignment with the corresponding International Financial Reporting Standards, with most of the changes directed towards revision of wording and terminology, and provision of interpretations and accounting guidance to users of standards. The adoption of these Conceptual Framework for Financial Reporting (revised 2015) and TFRS does not have any significant impact on the financial statements of the Company, except TFRS as follows:

TAS 1 (revised 2014) Presentation of financial statements

The key change is that the Company is required to group items presented in “Other Comprehensive Income” on the basis of whether they are potentially reclassifiable to profit or loss subsequently. This standard will only impact the Company presentation of other comprehensive income items in the statement of comprehensive income of the Company.

New and revised Thai Financial Reporting Standards not yet effective

During the year 2015, FAP has issued Notifications, mandating the use of new and revised Thai Accounting Standards (“TAS”), TFRS, Thai Standard Interpretations (“TSIC”), Thai Financial Reporting Interpretations (“TFRIC”) and accounting guidance (“AG”) as follows:

TAS, TFRS, TSIC, TFRIC and AG which are effective for the financial statements for the period beginning on or after January 1, 2016 as follows:

TAS/TFRS/TSIC/TFRIC/AG	Topic
TAS 1 (revised 2015)	Presentation of Financial Statements
TAS 2 (revised 2015)	Inventories
TAS 7 (revised 2015)	Statement of Cash Flows
TAS 8 (revised 2015)	Accounting Policies, Changes in Accounting Estimates and Errors
TAS 10 (revised 2015)	Events after the Reporting Period
TAS 11 (revised 2015)	Construction Contracts
TAS 12 (revised 2015)	Income Taxes
TAS 16 (revised 2015)	Property, Plant and Equipment
TAS 17 (revised 2015)	Leases
TAS 18 (revised 2015)	Revenue
TAS 19 (revised 2015)	Employee Benefits
TAS 20 (revised 2015)	Accounting for Government Grants and Disclosure of Government Assistance
TAS 21 (revised 2015)	The Effects of Changes in Foreign Exchange Rates
TAS 23 (revised 2015)	Borrowing Costs
TAS 24 (revised 2015)	Related Party Disclosures
TAS 26 (revised 2015)	Accounting and Reporting by Retirement Benefit Plans
TAS 27 (revised 2015)	Separate Financial Statements
TAS 28 (revised 2015)	Investments in Associates and Joint Ventures
TAS 29 (revised 2015)	Financial Reporting in Hyperinflationary Economies
TAS 33 (revised 2015)	Earnings per Share
TAS 34 (revised 2015)	Interim Financial Reporting
TAS 36 (revised 2015)	Impairment of Asset
TAS 37 (revised 2015)	Provisions, Contingent Liabilities and Contingent Assets
TAS 38 (revised 2015)	Intangible Assets

TAS/IFRS/TSIC/IFRIC/AG	Topic
TAS 40 (revised 2015)	Investment Property
TAS 41	Agriculture
IFRS 2 (revised 2015)	Share-based Payment
IFRS 3 (revised 2015)	Business Combinations
IFRS 4 (revised 2015)	Insurance Contracts
IFRS 5 (revised 2015)	Non-current Assets Held for Sale and Discontinued Operations
IFRS 6 (revised 2015)	Exploration for and Evaluation of Mineral Resources
IFRS 8 (revised 2015)	Operating Segments
IFRS 10 (revised 2015)	Consolidated Financial Statements
IFRS 11 (revised 2015)	Joint Arrangements
IFRS 12 (revised 2015)	Disclosure of Interests in Other Entities
IFRS 13 (revised 2015)	Fair Value Measurement
TSIC 10 (revised 2015)	Government Assistance - No specific Relation to Operating Activities
TSIC 15 (revised 2015)	Operating Leases-Incentives
TSIC 25 (revised 2015)	Income Taxes-Changes in the Tax Status of an Entity or its Shareholders
TSIC 27 (revised 2015)	Evaluating the Substance of Transactions Involving the Legal Form of a Lease
TSIC 29 (revised 2015)	Service Concession Arrangements : Disclosures
TSIC 31 (revised 2015)	Revenue - Barter Transactions Involving Advertising Services
TSIC 32 (revised 2015)	Intangible Assets-Web Site Costs
IFRIC 1 (revised 2015)	Changes in Existing Decommissioning, Restoration and Similar Liabilities
IFRIC 4 (revised 2015)	Determining whether an Arrangement contains a Lease
IFRIC 5 (revised 2015)	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
IFRIC 7 (revised 2015)	Applying the Restatement Approach under TAS 29 (revised 2015) Financial Reporting in Hyperinflationary Economies
IFRIC 10 (revised 2015)	Interim Financial Reporting and Impairment
IFRIC 12 (revised 2015)	Service Concession Arrangements
IFRIC 13 (revised 2015)	Customer Loyalty Programmes
IFRIC 14 (revised 2015)	TAS 19 (revised 2015) - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction
IFRIC 15 (revised 2015)	Agreements for the Construction of Real Estate
IFRIC 17 (revised 2015)	Distributions of Non-cash Assets to Owners
IFRIC 18 (revised 2015)	Transfers of Assets from Customers
IFRIC 20 (revised 2015)	Stripping Costs in the Production Phase of a Surface Mine
IFRIC 21	Levies

Accounting guidance for the measurement and recognition of bearer plants

The management of the Company is assessing the impacts of these TFRS on the financial statements for the year in which they are initially applied.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The measurement bases used in preparing the financial statements

Other than those disclosed in other outlines in the summary of significant accounting policies and other notes to the financial statements, the financial statements are prepared on the historical cost basis.

Revenues

Revenue excludes value added taxes or other sales taxes and is arrived at after deduction of trade discounts.

Revenues from sale of property

Sales of residential condominium units are recognised as revenue when the construction works are completed and the significant risks and rewards of ownerships have been transferred to the buyer.

Revenues from construction

Contract revenue includes the initial amount agreed in the contract plus any variations in contract work, claims and incentive payments to the extent that it is probable that they will result in revenue and can be measured reliably. As soon as the outcome of a construction contract can be estimated reliably, contract revenue and expenses are recognised in the statement of comprehensive income in proportion to the stage of completion of the contract.

The stage of completion is assessed by reference to surveys of work performed. When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognized only to the extent of contract costs incurred that are likely to be recoverable. An expected loss on a contract is recognized immediately in the statement of comprehensive income.

The completed part of construction, which has not yet been delivered for acceptance or for billing, is recorded as unbilled receivables.

Work in progress

Work in progress is stated at cost less allowance for impairment losses (if any).

Rental income

Rental income under operating leases is recognized in the statement of comprehensive income on a straight-line basis over the term of the lease. Lease incentives granted are recognized as an integral part of the total rental income. Contingent rentals are recognized as income in the accounting period in which they are earned.

Interest income and other income

Interest income is recognized as interest accrues, based on the effective rate method.

Other income is recognized on an accrual basis.

Expenses

Expenses are recognized in the statement of comprehensive income as it accrues.

Operating leases

Payments made under operating leases are recognized in the statement of comprehensive income on a straight-line basis over the term of the lease. Lease incentives received are recognized in the statement of comprehensive income as an integral part of the total lease payments made. Contingent rentals are charged to the statement of comprehensive income in the accounting period in which they are incurred.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

The interest component of finance lease payments is recognized in the statement of comprehensive income using the effective interest rate method.

Employee benefits

Short-term benefits

The Company recognizes salaries, wages, bonus and social security contribution as expenses when incurred.

Post-employment benefits – defined contribution plan

The Company has established a provident fund that is a defined contribution plan. The assets of which are held in a separate trust fund. The provident fund is funded by the contribution from employees and the Company. Contributions to the provident fund are charged to the statement of comprehensive income in the period to which they relate.

Post-employment benefits – defined benefit plan

The employee benefits liabilities for severance payment as the labor law is recognised as a charge to results of operations over the employee's service period. It is calculated by estimating the amount of future benefit earned by employees in return for service provided to the Company in the current and future periods, with such benefit being discounted to determine the present value. The reference point for setting the discount rate is the yield rate of government bonds as at the reporting date. The calculation is performed by actuarial technique using the Projected Unit Credit Method.

When the employee benefits are improved, the portion of the increased benefit relating to past service by employees is recognized in the statement of comprehensive income on a straight-line basis over the average period until the benefits become vested.

When the actuarial assumptions are changed, the Company recognizes all actuarial gains (losses) immediately in other comprehensive income.

Cash and cash equivalents

Cash and cash equivalents are cash on hand, cash at bank and short-term investments with high liquidity net of deposits at bank on obligation and bank deposits with a maturity date over 3 months.

Trade and other receivables

Trade and other receivables are stated at their invoice value less allowance for doubtful accounts.

The Company records allowance for doubtful accounts that is provided for the estimated losses that may be incurred in collection of receivables. The allowance is generally based on collection experiences and analysis of debtor aging.

In determined an allowance for doubtful accounts, the management needs to make judgment for estimated losses for each outstanding debtor. The allowances for doubtful accounts are determined through a combination of analysis of debt aging, collection experience, and taking into account change in the current economic conditions. However, the use of different estimates and assumptions could affect the amounts of allowances for receivable losses and adjustments to the allowances may therefore be required in the future.

Cost of property development

Cost of property development are stated at the lower of cost or net realisable value. Cost of property development is netted of cost of sales. Project costs consisting of acquisition cost of land, development expenses, design fees and construction costs, utilities and direct expenses of the project including interest expense of borrowing for the acquisition of project development before the project is completed.

The details of cost calculation

- Land - Cost of land and development using the average method, calculating based on salable area for each project.
- Construction - Construction cost consists of the cost of construction, public utility costs, calculating based on salable area. The costs of construction of condominiums and borrowing cost capitalised to the project are allocated based on the actual cost incurred.

Net realisable value represents the estimated normal selling price less estimated costs to sell.

Direct selling expenses such as specific business tax and transfer fee are recognized when sale incurses.

The Company recognises loss on diminution in value of projects and loss on impairment (if any) in profit or loss.

In determining the cost of sales of property development, the anticipated total development costs (taking into account actual costs incurred to date) are attributed based on the basis of the salable area.

Cost of project sold estimates these costs based on their business experience and revisit the estimations on a periodical basis or when the actual costs incurred significantly vary from the estimated costs.

Interest cost and other cost on borrowing, for use in the acquisition of land and the construction of the projects, was capitalized as part of the cost of those assets until the projects was completed or when the construction was suspended. The capitalization of interest shall be resumed when the project is re-activated.

Building and equipment

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

Depreciation

Depreciation is computed by the straight-line method based on the estimated useful lives of assets as follows:

	Years
Construction	5
Machinery and equipment	5
Furniture and office equipment	5
Vehicles	5 - 10

Depreciation is included in determining income and no depreciation is provided to construction in progress.

Repairs and maintenance are charged to the statement of comprehensive income during the financial year in which they are incurred. The cost of major renovations is included in the carrying amount of the asset when it is probable that future economic benefits will be more than one period. Major renovations are depreciated over the remaining useful life of the related asset.

Gains and losses on disposals are determined by comparing the proceeds with carrying amount and are included in operating profit.

The direct expenses concerned with the assets include interest paid from the borrowing for the acquisitions of the above assets before completion of the assets are recognized as cost of the assets.

Intangible asset

Intangible asset is stated at cost less accumulated amortization and allowance for decline in value (if any), which is computed by the straight-line method based on the useful lives of asset of 5 years and 10 years.

Impairment of assets

The Company will consider the impairment of assets when there are incidents or changes in the environment which indicate that the book value of the assets is higher than the recoverable amount (the higher of fair value less cost to sell of the particular assets or its value in use). The impairment review, will consider the impairment of an individual asset or a "cash generating unit".

In the case that the book value of the asset is higher than its recoverable amount, the Company will recognize the loss from impairment of the asset in the statement of comprehensive income. The Company then will reverse the loss from impairment of assets previously recognized when there are indications that impairment will discontinue or will diminish by such recording in other income. The loss from the revision, however, must not exceed the book value of the assets (net of depreciation and amortization) as if the Company has never before recognized loss from impairment of assets in the previous year.

Finance lease

Leases which substantially transfer all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the inception of the lease at the lower of the fair value of the leased property or the present value of the minimum lease payments. Each lease payment is allocated to the principal and to the finance charges so as to achieve a constant rate on the finance balance outstanding. The outstanding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost is charged to the statement of comprehensive income over the lease period. The property, plant or equipment acquired under finance lease contract is depreciated over the shorter of the useful life of the asset or the lease term.

Provisions

A provision is recognized in the statement of financial position when the Company has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Significant judgements and estimates are as follows:

Commercial disputes and litigation

The Company has contingent liabilities as a result of commercial disputes and litigation. The Company's management has used judgment to assess of the results of the commercial disputes and litigation and believes that no loss will be occurred. Therefore no provision is recorded as at the statement of financial position date. However, actual results could differ from the estimates.

Estimated construction project costs

The Company estimates costs of construction projects based on details of the construction work, taking into account the volume and value of construction materials to be used in the project, labour costs and other miscellaneous costs to be incurred to completion of service, taking into account the direction of the movement in these costs. Estimates are reviewed regularly or whenever actual costs differ significantly from the figures used in the original estimates.

Provision for losses on construction projects

Management applies judgement in estimating the loss they expect to be realised on each construction project, based on estimates of anticipated costs that take into account the progress of the project and actual costs incurred to date, together with fluctuations in costs of construction materials, labour and the current situation.

Provision for penalty from delay delivery

The Company has provision incurred from delay delivery. The management applied judgement in estimating the penalty based on contract rate and the period of delay project work. The Company has recorded provision for penalty from delay delivery in the financial statements. However, actual results could differ from the estimates.

Income tax

Income tax expense for the year comprises current and deferred tax.

Current and deferred tax are recognised in profit or loss except to the extent that they relate to items recognised directly in shareholders' equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the end of reporting period date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes the amounts used for taxation purposes.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, using tax rates enacted or substantively enacted at the end of reporting period date.

In determining the amount of current and deferred tax, the Company takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Company believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the Company to change their judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax assets and liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Deferred tax assets are reviewed at the end of reporting period date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Basic earnings (loss) per share

Basic earnings (loss) per share for the years ended December 31, 2015 and 2014 is calculated by dividing profit (loss) for the years by the weighted average number of ordinary shares outstanding during the years as follows:

For the years ended December 31, 2015 and 2014

	2015	2014
Profit (loss) for the years (Baht)	3,307,660	(33,141,670)
Weighted average number of ordinary shares (shares)		
Issued ordinary shares at the beginning of the years	126,720,042	126,720,000
Effect of shares issued during the years	-	25
Weighted average number of ordinary shares (shares)	126,720,042	126,720,025
Basic earnings (loss) per share (Baht)	0.03	(0.26)

Diluted earnings (loss) per share

Diluted earnings (loss) per share is calculated by dividing the profit (loss) for the years of ordinary shareholders by the sum of the weighted average number of ordinary shares outstanding during the years plus the weighted average number of shares to be issued for the exercise of all dilutive potential ordinary shares in to ordinary shares, without any consideration. The calculation assumes that the holders will exercise dilutive potential ordinary share into ordinary shares when the exercise price is lower than fair value of ordinary shares.

The Company does not calculate diluted earnings (loss) per share for the year ended December 31, 2014 due to the warrants were expired during the year 2014 and in 2014 the fair value of the Company's ordinary shares was lower than exercise price.

4. TRANSACTIONS AND BALANCES WITH RELATED PARTIES

The Company had transactions with related parties. These parties were related through common shareholders and/or directorships. The significant transactions with related parties as included in the financial statements are determined at the prices in line occurring in the normal course of business based on the market price in general or the price as stipulated in the agreement if no market price exists.

The significant balances of assets, liabilities, and other transactions that occurred with those parties were shown as follows:

The significant related party transactions for the years ended December 31, 2015 and 2014 were as follows:

	Baht	
	2015	2014
Directors' remuneration		
Directors	543,000	579,000
Purchase of intangible asset		
Data In Motion Co., Ltd.	-	1,963,900

The significant balances with related parties as at December 31, 2015 and 2014 were as follows:

	Baht	
	2015	2014
Trade and other payables		
Data In Motion Co., Ltd.	-	591,657
Deposits and unearned revenues		
Perasia (Thailand) Limited	-	2,475,435
Directors	2,475,435	-

Key management personnel compensation

Key management personnel compensation for the years ended December 31, 2015 and 2014 consisted of:

	Baht	
	2015	2014
Short-term benefits	9,658,309	8,794,958
Post-employment benefits	561,820	493,367
Total key management personnel compensation	10,220,129	9,288,325

The Company opened a presale condominium Focus Ploentchit which has a transaction with 1 related person as at December 31, 2015 with the sale amount and price condition as follows:

Thousands Baht		
Value of contract	Advance received	Price condition
12,505	2,475	Same price and condition as normal business

Nature of relationship

Name	Country	Relation	Type of relation
Data In Motion Co., Ltd.	Thailand	Related company	Common director
Perasia (Thailand) Limited	Thailand	Related company	Common director

Bases of measurement for inter company revenues and expenses

Pricing Policy
Purchase of intangible asset
Market price

5. CASH AND CASH EQUIVALENTS

Cash and cash equivalents as at December 31, 2015 and 2014 consisted of:

	Baht	
	2015	2014
Cash on hand	424,448	807,564
Cash at bank	7,504,544	8,553,632
Total	7,928,992	9,361,196

6. TRADE AND OTHER RECEIVABLES

Trade and other receivables as at December 31, 2015 and 2014 consisted of:

	Baht	
	2015	2014
Trade accounts receivable	19,292,947	61,820,802
Other receivables	1,803,215	1,895,751
Total	21,096,162	63,716,553

As at December 31, 2015 and 2014, the Company had outstanding balances of trade accounts receivable aged by number of months as follows:

	Baht	
	2015	2014
Less than or equal to 3 months	18,705,192	43,730,985
More than 3 to 6 months	587,755	1,541,951
More than 6 to 12 months	-	10,877,960
Over 12 months	-	5,669,906
Total	19,292,947	61,820,802

7. COST OF PROPERTY DEVELOPMENT

Cost of property development as at December 31, 2015 and 2014 were as follows:

	Baht		
	Focus on Saladaeng	Focus Ploenchit	Total
Cost			
As at January 1, 2014	4,495,241	242,537,919	247,033,160
Purchase/transfer in	-	149,239,816	149,239,816
Cost of sales	-	-	-
As at December 31, 2014	4,495,241	391,777,735	396,272,976
Purchase/transfer in	-	83,943,345	83,943,345
Cost of sales	-	(157,351,537)	(157,351,537)
As at December 31, 2015	4,495,241	318,369,543	322,864,784
Net book value as at December 31, 2014	4,495,241	391,777,735	396,272,976
Net book value as at December 31, 2015	4,495,241	318,369,543	322,864,784

The Company's land included existing building and to be constructed in the future of project Focus Ploenchit were mortgaged to secure bank overdraft in the amount of Baht 5 million, long-term loans in the amount of Baht 335 million and letter of guarantee facilities in the amount of Baht 25 million (see Notes 13 and 15).

8. RESTRICTED BANK DEPOSITS

Restricted bank deposits as at December 31, 2015 in the amount of Baht 12.39 million (In year 2014: Baht 26.80 million), were pledged as collateral for credit lines from financial institutions as follows (see Notes 13 and 15):

- 1) Bank overdraft facilities in the amount of Baht 3 million.
- 2) Projects' facilities of promissory notes in the amount of Baht 23.00 million (In year 2014: Baht 198.00 million).
- 3) Letter of guarantee facilities in the amount of Baht 203.75 million (In year 2014: Baht 526.84 million).

9. BUILDING AND EQUIPMENT

Building and equipment as at December 31, 2015 and 2014 consisted of:

	Baht				
	Construction	Machinery and equipment	Furniture and office equipment	Vehicles	Total
Cost					
As at January 1, 2014	751,087	76,950,895	14,428,036	11,359,920	103,489,938
Purchases/transfer in	-	1,858,120	1,407,525	-	3,265,645
Adjust/transfer out	-	(1,926,074)	(484,689)	-	(2,410,763)
Disposals	-	(5,040,561)	-	(946,232)	(5,986,793)
As at December 31, 2014	751,087	71,842,380	15,350,872	10,413,688	98,358,027
Purchases/transfer in	619,952	469,151	240,021	-	1,329,124
Adjust/transfer out	(751,087)	(17,600)	(1,950,488)	-	(2,719,175)
Disposals	-	(390,000)	(193,000)	(842,233)	(1,425,233)
As at December 31, 2015	619,952	71,903,931	13,447,405	9,571,455	95,542,743
Accumulated depreciation					
As at January 1, 2014	751,086	56,071,607	9,614,361	7,809,278	74,246,332
Depreciation	-	6,375,230	1,620,415	1,102,241	9,097,886
Adjust/transfer out	-	(1,648,990)	(420,473)	-	(2,069,463)
Disposals	-	(5,040,555)	-	(946,202)	(5,986,757)
As at December 31, 2014	751,086	55,757,292	10,814,303	7,965,317	75,287,998
Depreciation	67,883	4,515,611	1,589,497	510,927	6,683,918
Adjust/transfer out	(751,087)	(11,875)	(1,892,567)	-	(2,655,528)
Disposals	-	(265,870)	(192,996)	(842,231)	(1,301,097)
As at December 31, 2015	67,883	59,995,158	10,318,237	7,634,013	78,015,291
Net book value					
Owned assets	1	10,363,899	4,536,568	930,736	15,831,204
Assets under finance leases	-	5,721,191	-	1,517,635	7,238,826
As at December 31, 2014	1	16,085,090	4,536,568	2,448,371	23,070,030
Owned assets	552,069	6,584,753	3,129,168	741,282	11,007,273
Assets under finance leases	-	5,324,019	-	1,196,160	6,520,179
As at December 31, 2015	552,069	11,908,773	3,129,168	1,937,442	17,527,452

	Baht	
	2015	2014
Depreciation for the years ended December 31		
was included in		
Cost of property development	207,183	297,750
Cost of construction	2,001,261	4,097,334
Administrative expenses	4,475,474	4,702,802
Total	6,683,918	9,097,886
As at December 31		
The carrying amount before accumulated depreciation		
which have been depreciated and still in use	53,037,451	55,818,319

	As at December 31, 2015			
	Rental and service rate per month			
	Lessor	Period	(Million Baht)	Note
Office rental and service agreement	Third party	3 years	0.36	-

During the year 2015, the Company reviewed the estimated useful lives and residual value of the machinery and vehicles because of the change in usage of such assets. Therefore, the Company changed the estimated useful lives and residual value of the machinery and vehicles since January 1, 2015. The effect of such changes in estimated useful lives and residual value resulted to decrease in depreciation expense for the year ended December 31, 2015 in the amount of Baht 1.87 million.

10. INTANGIBLE ASSET

Intangible asset as at December 31, 2015 and 2014 consisted of:

	Baht		
	Computer program	Computer program under installation	Total
Cost			
As at January 1, 2014	821,250	-	821,250
Purchases/transfer in	2,050,100	1,188,458	3,238,558
Disposals/transfer out	-	-	-
As at December 31, 2014	2,871,350	1,188,458	4,059,808
Purchases/transfer in	1,821,000	461,542	2,282,542
Disposals/transfer out	(290,000)	(1,650,000)	(1,940,000)
As at December 31, 2015	4,402,350	-	4,402,350
Accumulated amortization			
As at January 1, 2014	138,662	-	138,662
Amortization	218,942	-	218,942
Disposals/transfer out	-	-	-
As at December 31, 2014	357,604	-	357,604
Amortization	493,369	-	493,369
Disposals/transfer out	(143,891)	-	(143,891)
As at December 31, 2015	707,082	-	707,082
Net book value			
As at December 31, 2014	2,513,746	1,188,458	3,702,204
As at December 31, 2015	3,695,268	-	3,695,268

Amortization for the years ended December 31, 2015 and 2014 in the amount of Baht 0.49 million and in the amount of Baht 0.22 million, was included in cost of sales and services and administrative expenses.

11. DEFERRED TAX

Deferred tax as at December 31, 2015 and 2014 consisted of:

	Baht	
	2015	2014
Deferred tax assets	13,553,097	16,956,461

Movements in deferred tax assets during the years were as follows:

	Baht			
	At January 1, 2015	Profit (loss)	Other comprehensive loss	At December 31, 2015
Deferred tax assets				
Allowance for doubtful accounts	3,927,116	(6,542)	-	3,920,574
Provision	1,155,332	373,696	(155,311)	1,373,717
Cost of property development	1,682,810	(147,478)	-	1,535,332
Tax loss carry forward	10,191,203	(3,467,729)	-	6,723,474
Total	16,956,461	(3,248,053)	(155,311)	13,553,097

	Baht		
	At January 1, 2014	Profit	At December 31, 2014
Deferred tax assets			
Allowance for doubtful accounts	3,927,116	-	3,927,116
Provision	1,074,830	80,502	1,155,332
Cost of property development	-	1,682,810	1,682,810
Tax loss carry forward	3,991,140	6,200,063	10,191,203
Total	8,993,086	7,963,375	16,956,461

12. OTHER NON-CURRENT ASSETS

Other non-current assets as at December 31, 2015 and 2014 consisted of:

	Baht	
	2015	2014
Guarantee and deposit	2,456,600	2,568,500
Retention receivables	46,329,003	70,089,327
Withholding tax	29,349,762	50,864,653
Others	8,621,532	6,307,020
Total	86,756,897	129,829,500
Less Allowance for doubtful debts	(19,532,870)	(19,565,580)
Net	67,224,028	110,263,920

Retention receivables are warranty monies deducted retention by the customers at the rate of 5% - 10% of the contract amount. Retention for the not completed construction project will be returned to the Company after the Company completed the work and upon expiry of the warranty period as stated in the contract.

Movements of allowance for doubtful debts for the years ended December 31, 2015 and 2014 were as follows:

	Baht	
	2015	2014
Balance as at the beginning	19,565,580	19,565,580
Less Reversal doubtful debts	(32,710)	-
Balance as at the end	19,532,870	19,565,580

13. BANK OVERDRAFTS AND SHORT-TERM LOANS FROM FINANCIAL INSTITUTIONS

Bank overdrafts and short-term loans from financial institutions as at December 31, 2015 and 2014 consisted of:

	Baht	
	2015	2014
Bank overdrafts	18,615,661	12,402,440
Promissory notes - against payment	-	17,379,288
Total	18,615,661	29,781,728

The Company has credit facilities with financial institutions consisted of:

Type	Facilities (Million Baht)		Referred interest rate (% per annum)	
	2015	2014	2015	2014
Bank overdrafts	23.00	23.00	MOR, Fixed deposit	MOR, Fixed deposit
Letter of guarantee	417.70	841.62	-	-
Promissory notes	23.00	198.00	MLR, MOR	MLR, MOR
Total	463.70	1,062.62		

As at December 31, 2015, the Company has collateral as follows:

Type	Facilities (Million Baht)	Collateral
Bank overdrafts	3.00	Company's fixed deposit (see Note 8).
	15.00	Personal guarantee by a third party.
	5.00	Mortgaged by Focus Ploenchit project (see Note 7).
Letter of guarantee	257.53	Company's fixed deposit (see Note 8) and/or transferred account receivable rights received from some projects.
	25.00	Mortgaged by Focus Ploenchit project (see Note 7).
	135.17	No collateral.
Promissory notes	23.00	Company's fixed deposit (see Note 8) and/or transferred account receivable rights received from some projects.

A third party guarantees without charging for compensation from guarantee.

14. TRADE AND OTHER PAYABLES

Trade and other payables as at December 31, 2015 and 2014 consist of:

	Baht	
	2015	2014
Trade accounts payable	84,696,473	106,694,767
Accrued expenses	4,495,974	13,205,832
Total	89,192,446	119,900,599

15. LOANS FROM FINANCIAL INSTITUTIONS

Loans from financial institutions as at December 31, 2015 and 2014 consisted of:

	Baht	
	2015	2014
Loans from financial institutions	136,766,974	262,400,000
Less Current portion	-	-
Long-term loans from financial institutions	136,766,974	262,400,000

The details of loans from financial institutions:

Lenders	Facilities (Million Baht)	Period	Interest rate per annum	Repayment
Bank	155.00	June 2012 - December 2016	MLR-1.25	Payment of principal at 70 percent from sale contract
Bank	180.00	June 2012 - February 2017	MLR-1.25	when transfer right of residential condominium unit and interest paid on a monthly basis
Total	<u>335.00</u>			

Movements of loans from financial institutions for the years ended December 31, 2015 and 2014 were as follows:

	Baht	
	2015	2014
Beginning balance	262,400,000	152,300,000
Increase	69,900,000	110,100,000
Decrease	(195,533,026)	-
Ending balance	136,766,974	262,400,000

The Company mortgaged land together with construction at Focus Ploenchit project as collateral for loans. (see Note 7).

16. LIABILITIES UNDER FINANCE LEASE

Liabilities under finance lease as at December 31, 2015 and 2014 consisted of:

Year	Baht		
	2015		
	Present value	Deferred interest	Minimum lease payment
1	1,289,165	23,138	1,312,303
2-5	-	-	-
Total	1,289,165	23,138	1,312,303

Year	Baht		
	2014		
	Present value	Deferred interest	Minimum lease payment
1	3,151,258	184,900	3,336,158
2-5	1,287,525	24,778	1,312,303
Total	4,438,783	209,678	4,648,461

The Company entered into the finance lease agreements for machineries and vehicles. The payment is on monthly basis in the amount of Baht 0.27 million per month. The current portion of liabilities under the finance lease agreements in the amount of Baht 1.29 million (In year 2014: Baht 3.15 million) was presented under current liabilities.

17. EMPLOYEE BENEFITS

Movement of the present value of employee benefit obligations for the years ended December 31, 2015 and 2014 as follows:

	Baht	
	2015	2014
Post-employment benefit plan		
Employee benefit obligations as at January 1	5,776,658	5,357,235
included in profit or loss:		
Current service cost	1,657,157	1,107,023
Interest cost	285,848	197,200
included in other comprehensive income :		
Actuarial (gain) loss arising from		
Demographic assumptions changes	(1,806,412)	-
Financial assumptions changes	2,187,719	-
Experience adjustments	(1,157,860)	-
Benefits transfer to accrued expenses	(74,520)	-
Benefits paid during the year	-	(884,800)
Employee benefit obligations as at December 31	6,868,590	5,776,658

As at December 31, 2015 the weighted average duration of the liabilities for post-employment benefits is 8.61 years.

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligations as at December 31, 2015 are summarised below:

	Baht	
	Increase	Decrease
Discount rate (1% movement)	(6,429,917)	7,353,726
Salary increase rate (1% movement)	7,261,383	(6,503,263)
Turnover rate (10% movement)	(6,486,208)	7,295,991

Employee benefit obligations in the statements of financial position as at December 31, 2015 and 2014 consisted of:

	Baht	
	2015	2014
Post-employment benefit plan		
Present value of obligations	6,868,590	5,776,658
Employee benefit obligations - recognised in statements of financial position	6,868,590	5,776,658

The Company made defined benefit plan in accordance with severance payment as the labor law which entitled retired employee within work service period in various rates, such as more than 10 years to receive severance payment not less than 300 days or 10 months of the last month salary.

The principal assumptions used in determining provision for retirement benefit on an actuarial basis as at December 31, 2015 and 2014 (expressed as weighted averages) are shown below:

	2015	2014
Discount rate	2.40%	3.681%
Future salary increases	6.50%	5.00%
Turnover rate	5 - 52.5%	22.90%
Disability rate	10.00% of Thai Mortality Ordinary Table	5.00% of Thai Mortality Ordinary Table
Retirement age	60 years	60 years
Mortality rate	Thai Mortality Ordinary Table 2008	Thai Mortality Ordinary Table 2008

18. CONSTRUCTION CONTRACTS

For the years ended December 31, 2015 and 2014, construction contracts were as follows:

	Baht	
	2015	2014
Value of contracts	2,339,503,948	2,854,340,073
Costs incurred up to the year	1,378,025,095	1,932,504,886
Estimated profit recognized up to the year	40,539,356	67,533,665
Costs and estimated profit recognized up to the year	1,418,564,450	2,000,038,551
Less Amount billed to customers up to the year	(1,415,933,557)	(1,952,249,109)
Unbilled receivables	19,916,792	72,634,018
Advances received	17,285,899	24,844,576

19. SHARE CAPITAL

The Company issued 42 ordinary shares offering to exercise of 42 warrants at price of Baht 3 each and the Company registered the change of paid-up share capital with the Ministry of Commerce on June 19, 2014.

20. WARRANTS

As at December 31, 2015 and 2014, there was no outstanding warrants because the warrants were expired during the year 2014.

21. SHARE PREMIUM

Section 51 of the Public Limited Companies Act B.E. 2535 requires companies to set aside share subscriptions received in excess of the par value of the shares issued to a reserve account ("share premium"). Share premium is not available for dividend distribution.

22. EXPENSES BY NATURE

Significant expenses by nature for the years ended December 31, 2015 and 2014 were as follows:

	Baht	
	2015	2014
Salary and employee benefits	99,627,560	128,002,885
Rental and service expense	6,902,609	7,076,314
Depreciation and amortization	7,177,287	9,316,828

23. FINANCE COSTS

Finance costs for the years ended December 31, 2015 and 2014 consisted of:

	Baht	
	2015	2014
Interest expenses	15,031,818	11,963,032
Interest capitalised	(2,525,208)	(2,228,242)
Net	12,506,610	9,734,790

24. INCOME TAX

Corporate income tax for the years ended December 31, 2015 and 2014 was calculated at a rate specified by the Revenue Department on net earnings after adjusting certain conditions according to the Revenue Code. The Company recorded the corporate income tax as expense for the years and recorded the accrued portion as liabilities in the statements of financial position.

Income tax reduction

Royal Decree No. 530 B.E. 2554 dated December 14, 2011 grants a reduction in the corporate income tax rate from 30% to 23% on net profit for the accounting period beginning on or after January 1, 2012, and will be reduced to 20% on net profit for the two consecutive accounting periods beginning on or after January 1, 2013 onwards.

Royal Decree No. 577 B.E. 2557 dated November 3, 2014 extends the reduction to 20% for the accounting period which begins on or after January 1, 2015, but not later than December 31, 2015.

Tax income (expense) for the years ended December 31, 2015 and 2014 consisted of:

	Baht	
	2015	2014
Current tax expense		
Current year	-	-
Deferred tax income		
Movements in temporary differences	(3,248,053)	7,963,375
Tax income (expense)	(3,248,053)	7,963,375

Income tax recognised in other comprehensive income for the years ended December 31, 2015 and 2014 were as follows:

	Baht	
	2015	2014
Provisions	(155,311)	-

Reconciliation of effective tax rate

	2015		2014	
	Tax rate (%)	Baht	Tax rate (%)	Baht
Profit (loss) before income tax		6,555,713		(41,105,045)
Income tax using the corporate tax rate	20	(1,311,143)	20	8,221,009
Expenses not deductible for tax purposes		(2,201,826)		(2,106,838)
Addition expenses deductible for tax purposes		42,392		85,892
Profit (loss) for the years		3,470,577		(6,200,063)
Current tax	-	-	-	-
Movement in temporary differences		(3,248,053)		7,963,375
Tax income (expense)	50	(3,248,053)	19	7,963,375

25. COMMITMENTS AND CONTINGENT LIABILITIES

As at December 31, 2015, the Company had commitments and contingent liabilities as follows:

25.1 Letters of guarantee issued by banks of Baht 134.24 million (see Note 13).

25.2 Commitments for payment under agreement as follows:

25.2.1 Payment under office rental and service agreement (see Note 9) as follows:

Period	Rental and service expense (In Thousands Baht)
1 year	4,652
2 - 3 year	3,146

25.2.2 Payment under construction contract in the amount of Baht 24.89 million.

25.2.3 Payment under property development project in the amount of Baht 11.31 million.

25.2.4 Payment under compensation for sale as specific rate in the contract.

25.3 The Company was sued, for payment of goods in the amount of Baht 1.40 million. The Civil Court ordered the Company to pay in the amount of Baht 0.18 million with interest. The Appeal Court judged according to the Civil Court. On November 5, 2015, the Supreme Court ordered to reject the petition of the Company. As a result, the Company has to pay the debt according to the Appeal Court.

25.4 The Company was sued, for payment of advance in insurance expense and vehicle tax in the amount of Baht 1.35 million with interest. On January 29, 2016, the Civil Court ordered the Company to pay according to compromise agreement in the amount of Baht 1.13 million which is payable in 3 installments of Baht 0.38 million each.

26. SEGMENT INFORMATION

Operating segment information is reported in a manner consistent maker in order to make decisions about the allocation of resources to the segment and assess its performance. The chief operating decision maker has been identified as the directors of the Company.

The Company operates a construction contractor and development of real estate business. The Company operates in a single geographic area-Thailand for the years ended December 31, 2015 and 2014 were classified as follows:

	Baht					
	Construction		Property development		Total	
	2015	2014	2015	2014	2015	2014
Revenues	228,550,623	532,632,919	261,385,474	-	489,936,097	532,632,919
Cost	(249,595,226)	(522,423,320)	(157,351,537)	-	(406,946,763)	(522,423,320)
Gross profit (loss)	(21,044,603)	10,209,599	104,033,937	-	82,989,334	10,209,599
Other income					8,677,111	16,406,859
Selling expenses					(17,106,614)	-
Administrative expenses					(55,497,508)	(57,986,713)
Finance cost					(12,506,610)	(9,734,790)
Profit (loss) before income tax					6,555,713	(41,105,045)
Tax income (expense)					(3,248,053)	7,963,375
Profit (loss) for the year					3,307,660	(33,141,670)
Other comprehensive income (loss)						
Items that will never be reclassified to profit or loss						
Defined benefit plan actuarial gain					776,553	-
Income tax relating to defined benefit plan actuarial gain					(155,311)	-
Other comprehensive income for the year - net of tax					621,242	-
Total comprehensive income (loss)					3,928,902	(33,141,670)

	Baht					
	Construction		Property development		Total	
	2015	2014	2015	2014	2015	2014
Assets						
Trade and other receivables	21,096,162	63,716,553	-	-	21,096,162	63,716,553
Work in progress	727,470	-	-	-	727,470	-
Unbill receivables	19,916,792	72,634,018	-	-	19,916,792	72,634,018
Cost of property development	-	-	322,864,784	396,272,976	322,864,784	396,272,976
Other non-current assets	66,457,080	109,605,033	766,948	658,887	67,224,028	110,263,920
Total assets	170,515,996	334,435,368	323,631,732	396,931,863	494,147,728	731,367,231
Liabilities						
Trade and other payables	72,889,104	88,398,972	16,303,342	31,501,627	89,192,446	119,900,599
Estimated cost	30,269,849	55,824,545	9,117,972	4,850,877	39,387,821	60,675,422
Advance received	17,285,899	24,844,576	22,745,857	44,908,925	40,031,756	69,753,501
Loans from financial institutions	15,041,856	29,781,728	140,340,778	262,400,000	155,382,635	292,181,728
Total liabilities	169,930,053	255,924,978	188,507,949	343,661,429	358,438,002	599,586,407

27. DISCLOSURES OF FINANCIAL INSTRUMENTS

The Company does not speculate or engage in the trading of any derivative financial instruments.

Capital management

The Board of Directors' policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board monitors the return on capital, which the Company defines as result from operating activities divided by total shareholders' equity and also monitors the level of dividends to ordinary shareholders.

Credit risk

Credit risk is the risk arising from failure of customers or counter parties to meet their contractual obligations. Credit risk occurs when the party fails to fulfill the contractual agreement, which may eventually cause financial losses. The Company has determined a risk protection policy through analysis of the customer and counter parties' financial status, and also defines the policy for credit approval and debt collection period.

Credit of the Company is the credit for construction services and trade provided to the customers that is the general customary trading practice.

Interest rate risk

Interest rate risk is the uncertainty in value of financial assets and liabilities or net interest income as a result of the fluctuation of the market interest rate.

Most of the financial assets and liabilities of the Company are floating interest rates, which are based on market rates such as the interest rate for the prime clients of a commercial bank, savings/fixed deposits

interest rate or other benchmark floating rates.

Fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Company applied a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Company measured fair value using valuation techniques that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

- Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities
- Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly
- Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Company determined whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

Most of the financial assets are cash and cash equivalents, trade and other receivables and restricted bank deposits which are short-term credit. Most of the financial liabilities are bank overdrafts, loans from financial institutions, trade and other payables and current portion of liabilities with its interest rates close to the market rate. The carrying amount of the financial assets and financial liabilities are not significantly different from their fair value.

28. APPROVAL OF THE FINANCIAL STATEMENTS

These financial statements were authorised for issue by the Company's Board of Directors on February 26, 2016.

Focus

[illegible]



No.	Name - Surname Position	Age (years)	Education Background / Training	Percent of Share holding in the company (%)	Family Relationship	Work experience during the past 5 years		
						Period	Position	Name of Unit / Company Business Type
2.	Mr. Jeremy Lechemere King Vice Chairman [Authorized Director] Appointment Day: 22/08/2007	53	Law Degree from Nottingham University Certificate of Attendance Corporate Governance of Capital Market Intermediaries 9/2015 during 11-12 November 2015 (SEC)	-	-	2008 – present	Vice Chairman Executive	Focus Development and Construction Pcl. / Construction / Property Development
						1996 – present	Vice Chairman and CEO.	Knight Asia Co., Ltd.
						2002 – present	Chief Executive and Managing Director	Siam Knight Fund Management Securities Co., Ltd.
						2007 – 2008	Director	Focus Engineering and Construction Pcl. / Construction
						2002 – 2006	Executive Director	Raimon Land Pcl. / Real Estate Development
						2001 – 2006	Director	Brooker Group Pcl. / Research and Real Estate Advisor
3.	Mr. Nontawat Thongmee Managing Director [Authorized Director] Appointment Day: 4/11/2002	53	M.B.A., Southeastern University U.S.A. B.B.A., Campbell University U.S.A. Directors Certification Program (DCP), Thai Institute of Directors (IOD) 44/2004	-	-	2004 – present	Director and Managing Director	Focus Development and Construction Pcl. / Construction / Property Development
						2003 – present	Director	Focus Environmental Co., Ltd. / Construction



No.	Name - Surname Position	Age (years)	Education Background / Training	Percent of Share holding in the company (%)	Family Relationship	Work experience during the past 5 years		
						Period	Position	Name of Unit / Company Business Type
4.	Pol.Maj.Gen.Sunthorn Boonruang Director Appointment Day: 4/11/2002	79	Bachelor of Political Science, Royal Police Cadet Academy M.P.A., Indiana University U.S.A. Directors Accreditation Program (DAP), Thai Institute of Directors (IOD) 8/2004 (year 2004)	-	-	2013 – present	Audit and Corporate governance Committee and Nomination and Remuneration Committee Director	Focus Engineering and Construction Pcl. / Construction
						2002 – present		Focus Development and Construction Pcl. / Construction / Property Development
5.	Mr. Phasunsook Ayanaputra Director and Chairman of Audit Committee and Chairman of Nomination and Remuneration Committee Appointment Day: 27/2/2006	56	Master of Law Program (LLM), University of Iowa, U.S.A. Thai Barrister at Law , BAR Association Bachelor of Law, Chulalongkorn University Directors Accreditation Program (DAP), Thai Institute of Directors (IOD) 81/2009 (year 2009)	-	-	2013 – present	Chairman of Audit and Corporate governance Committee Chairman of Nomination and Remuneration Committee Independent Director and Audit Committee Partner	Focus Development and Construction Pcl. / Construction / Property Development
						2008 – present		Focus Development and Construction Pcl. / Construction / Property Development
						2006 – present		Focus Development and Construction Pcl. / Construction / Property Development
						1992 – present		Siam Premier International Law Office Limited



No.	Name - Surname Position	Age (years)	Education Background / Training	Percent of Share holding in the company (%)	Family Relationship	Work experience during the past 5 years		
						Period	Position	Name of Unit / Company Business Type
6.	Mr. Patrick Michael Davenport Director Appointment Day: 3/10/2008	50	Bachelor of International Relation with a minor in Asian History, James Madison College, Michigan State University Director Certification Program (DCPI), Thai Institute of Directors (IOD) 123/2009 Certificate of Attendance Corporate Governance of Capital Market Intermediaries 9/2015 during 11-12 November 2015 (SEC)	-	-	2014 – present 2008 – present 2006 – present 2004 – present	Director Director Director Director	Siam Knight Fund Management Securities Co., Ltd. Focus Development and Construction Pcl. / Construction / Property Development Rubfila International Limited Knight Asia Co., Ltd.
7.	Mr. Thomas C. Thompson Director Appointment Day: 25/04/2008	64	Msc Economics London School of Economics, 1979 BA Economics Columbia University, 1978, USA Directors Accreditation Program (DAP), Thai Institute Of Directors (IOD) 74/2008	-	-	2014 – present 2008 – present 1998 – 2014	Audit and Corporate Governance Committee and Nomination and Remuneration Committee Director Partner	Focus Development and Construction Pcl. / Construction / Property Development Focus Development and Construction Pcl. / Construction / Property Development ACH Investment Pte, Ltd
8.	Mr. Michael de Santiesteban Director Appointment Day: 25/04/2008	51	Master's Public Policy, Minor Statistics, Georgetown University Presidential Scholar Directors Accreditation Program (DAP), Thai Institute Of Directors (IOD) 74/2008	-	-	2008 – present 2007 – present 2004 – 2007	Director Managing Director Senior Advisor Executive Director	Focus Development and Construction Pcl. / Construction / Property Development Bank Julius Baer UBS AG Singapore



No.	Name - Surname Position	Age (years)	Education Background / Training	Percent of Share holding in the company (%)	Family Relation- ship	Work experience during the past 5 years		
						Period	Position	Name of Unit / Company/ Business Type
9.	Mr. Tanakorn Leelasiri Director and Assistant Managing Director of Administration Division Appointment Day: 12/10/2009	56	Master Degree of Sociology, Thammasat University Bachelor Degree of Political Science, Public Administration, Thammasat University Directors Certification Program (DCP), Thai Institute of Directors (IOD) 44/2004 (year 2004) Mini MBA. Certificate, Faculty of Business Administration, Kasetsart University, No.33, 2004	0.0002 (300 shares)	-	2009 – present	Director	Focus Development and Construction PCL. / Construction / Property Development
						2007 – present	Assistant Managing Director of Administration Division, Acting Manager of General Administration, Human Resources and Information Technology Department, Acting of Manager of Equipment Control Department and Acting of Manager of Purchasing Department	Focus Development and Construction PCL. / Construction / Property Development
						2005 – 2007	Director, Assistant Managing Director of Business Support Division, Secretary to the Board of Directors, Acting Manager of General Administration, Human Resources and Information Technology Department	Focus Engineering and Construction PCL. / Construction
						2001 – 2005	Assistant Managing Director of Support Division And Acting Manager of General Administration, Human Resources and Information Technology Department	Focus Engineering and Construction PCL. / Construction



No.	Name - Surname Position	Age (years)	Education Background / Training	Percent of Share holding in the company (%)	Family Relation- ship	Work experience during the past 5 years		
						Period	Position	Name of Unit / Company/ Business Type
10.	Mrs. Wilaiporn Siripoorikan Assistant Managing Director of Finance and Accounting Division	48	M.B.A., Finance, University of the Thai Chamber of Commerce B.B.A., University of the Thai Chamber of Commerce	0.0002 (300 shares)	-	2005 – present	Assistant Managing Director of Finance and Accounting Division	Focus Development and Construction Pcl. / Construction / Property Development
						2002 – 2005	Manager of Finance and Accounting Department	Focus Engineering and Construction Pcl. / Construction
11.	Mr. Sombat Tipyananukul Company Secretary	57	Master's Degree in Law Chulalongkorn University Bachelor's Degree in Law Chulalongkorn University	-	-	2014 – present	Head of Legal Department	Focus Development and Construction Pcl. / Construction / Property Development
						2010 – 2013	Lawyer and Legal Advisor	-
						2003 – 2009	Head of Legal Department	ThaiNamthip Ltd. Manufacturer and distributor of Coke, Fanta, Sprite, etc.

Attachment 2 – Details of Directors of Subsidiaries

- None -



Attachment 3 – Details of Head of Internal Audit (Outsource)

Name	:	Mrs. Anchana Samohsaman
Age	:	65 Years Old
Address	:	999/78 Soi Pibul Uppatam, Suttisarn Road, Kwaeng Samsaen Nok, Khet Huay Kwang, Bangkok
Education	:	Bachelor's Degree in Accounting, Thammasart University Bachelor's Degree in Law, Thammasart University
Experiences	:	1977-Present Certified Public Accountant 1987-1989 Credit Card Division, Bangkok Bank Public Company Limited 1974-1987 Audit Department, Bangkok Bank Public Company Limited (Audit of domestic branch operations)
Training	:	Continuing training program provided by the Federation of Accounting Professions Training on Tax at the Revenue Department Training at the Stock Exchange of Thailand or other regulatory bodies of listed companies
Scope of Work	:	Auditing various projects in terms of documents, performance and internal control under the specified plan Auditing the operations to be in accordance with laws and regulations and company rules.

Focus

FOCUS DEVELOPMENT
AND CONSTRUCTION
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