

Focus

FOCUS DEVELOPMENT AND CONSTRUCTION
PUBLIC COMPANY LIMITED

 **ANNUAL
REPORT
2016**



CONTENTS

OA	Vision, Mission and Value of the Company
OB	Message from the Chairman of the Board of Directors
OC	Report of the Audit and Corporate Governance Committee to Shareholders
OD	Board of Directors
OE	Audit and Corporate Governance Committee
OE	Construction and Risk Management Committee
01	Part 1 Business Operations
02	1.1 Business Policy and Overview
08	1.2 Nature of Business Operations
09	1.3 Risk Factors
13	1.4 Assets for Business Operations
14	1.5 Legal Disputes
15	1.6 General Information and Other Significant Information
17	Part 2 Management and Corporate Governance
18	2.1 Information on Securities and Shareholders
20	2.2 Management Structure
31	2.3 Corporate Governance
32	2.4 Corporate Social Responsibility
37	2.5 Internal Control and Risk Management
38	2.6 Connected Transactions
40	Part 3 Financial Position and Operational Results
41	3.1 Financial Highlights
48	3.2 Management Discussion and Analysis
59	3.3 Report and Consolidated Financial Statements
111	Attachment 1 Details of Directors, Management, Controllers and Company Secretary
117	Attachment 2 Shareholding Information of Directors, Management, Controllers and Company Secretary
118	Attachment 3 Details of Affiliated Company
119	Attachment 4 Details of Head of Internal Audit (Outsource)
120	Attachment 5 Whistle Blowing Policy on Fraud and Corruption

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

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



VISION
&
MISSION

Message from the Chairman




Mr. Anucha Sihanatkathakul
Chairman of the Board

The Research Report of Krung Thai Bank identifies that Thai overall economy has expanded from 2.8% in 2015 to approximately 3.2% in 2016 which is mostly due to the tourism industry and the stimulus from the government investment projects. It is expected that Thai economy in 2017 would continuously expand at the similar rate of 2016 based on the main driving force from the government investment projects, especially, the 5-year plan of the infrastructure investments during 2016-2020 with the total value of 5.5 trillion Baht, consisting of the energy investment plan of 2.5 trillion Baht value, Digital Economy Support Project of 0.5 trillion Baht value and the transport projects of 2.5 trillion Baht.

For the construction industry, Construction Institute of Thailand evaluated that the overall picture of construction in 2017 will expand by 4-5% from 2016 due to the government investments as from 2014.

For the property development business, Kasikorn Research Center identifies that Year 2017 must be a challenging year of the property developers in selling their residential projects. It is expected that the interest in 2017 is likely to increase and the property developers would also consider launching their new promotion as a decision-making factor in buying residences in 2017 which would expectedly result in expanding the unsold inventory of residences in 2016 by 4-8%.

In 2016, the Company has adjusted its business strategies by joint venturing with Wheig S.A.S. from France in order to expand its business in the waste management business as well, e.g. recycling business, Refuse Derived Fuel or RDF and electricity generating from waste, etc. as per details which the Company has already informed the investors through the Stock Exchange of Thailand. This new business is being progressed according the plan determined by the Company.

In addition, the Company continues 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 according to the resolution of the Board of Directors' Meeting No. 1/2016, held on 26 February 2016.

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 2014, the Audit and Corporate Governance Committee held 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 their report of every meeting to the Board of Directors, the substance of which can be summarized as follows:

- 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 2015 with the remuneration of 850,000 Baht per year.



(Mr. Phasunsook Ayanaputra)

Chairman of Audit and Corporate Governance Committee

BOARD OF DIRECTORS



01 Mr. Anucha Sihanatkathakul

Chairman of the Board of Directors (Authorized Director)



02



03



04



05



06



07



08

02 Mr. Jeremy Lechemere King

Vice Chairman of the Board of Directors

03 Mr. Phasunsook Ayanaputra

Director and Chairman of the Audit and Corporate Governance Committee and the Chairman of the Nomination and Remuneration Committee

04 Mr. Nontawat Thongmee

Director and Managing Director (Authorized Director)

05 Pol.Maj.Gen. Sunthorn Boonruang

Director and the Audit and Corporate Governance Committee and the Nomination and Remuneration Committee

06 Mr. Thomas C. Thompson

Director and the Audit and Corporate Governance Committee and the Nomination and Remuneration Committee

07 Mr. Patrick Michael Davenport

Director

08 Mr. Tanakorn Leelasiri

Director (Authorized Director)

Audit and Corporate Governance Committee



01

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



02

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



03

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

Construction and Risk Management Committee



01

01 Mr. Anucha Sihanatkathakul
Executive Chairman



02

02 Mr. Nontawat Thongmee
Managing Director



03

03 Mr. Tanakorn Leelasiri
Assistant Managing Director
Administration Division



04

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



FOCUS PLOENCHIT (CONDOMINIUM)



PHUPHATARA KHAOYAI



THE PHYLL



SUCRE KHAOYAI



Part 1
Business Operations

1.1 Business Policy and Overview

Focus Development and Construction Public Company Limited operates the construction business since 1989 in various types of construction, e.g. office buildings, condominiums, hotels, resorts, etc. In 2010, the Company has expanded the business to the property development with “Focus on Saladaeng” as the first development project, the construction of which has been completed in 2011, and “Focus Ploenchit” as the second development project, the construction of which has been completed in 2015.

Later on in 2016, the Company has adjusted its business strategies by joint venturing with Wheig S.A.S. from France in order to expand its business to invest in the waste management business as well, e.g. recycling business, Refuse Derived Fuel or RDF and electricity generating from waste, etc. This new business is being progressed according to the plan determined by the Company.

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 and the Code of Conduct for Directors, Management and Staff of the Company* 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 and the Code of Conduct for Directors, Management and Staff of the Company* 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
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- S** = Sustainable Development for Sustainable Growth of the Company

* Amended by the resolution of the Board of Directors’ Meeting of the Company No.1/2017, held on 27 February 2017

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 Nakornratchasima 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 Nakornratchasima 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.

2016

On 5 October 2016, the Company has entered into a joint venture with Wheig S.A.S. from France to set up a joint venture company, called as "Focus Wheig Corporation Limited" with the registered capital of 15 Million Baht, divided into 1,500,000 shares with a par value of 10 Baht each. The Company has 60% share while Wheig S.A.S. has 40% share, whereby the shareholders agree to jointly control this newly established company. Focus Wheig Corporation Limited will be a holding company to invest in the waste management business, e.g. recycling business, Refuse Derived Fuel or RDF and electricity generating from waste, etc.

On 18 October 2016, Focus Wheig Corporation Limited has started to invest in the waste management business by purchasing 99.99% ordinary shares of Focus Wheig Bangna Limited for 49,998 shares with a par value of 100.- Baht each, totally 4,999,800.- Baht.

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 2014-2016

Product Line/Business Group	Year 2016		Year 2015		Year 2013 (Restated)	
	Revenue	%	Revenue	%	Revenue	%
1. Revenue from Construction	152.77	46.52	228.55	45.84	532.63	97.01
2. Revenue from Property Development	165.93	50.23	261.38	52.42	-	-
3. Other Income	11.64	3.52	8.68	1.74	16.41	2.99
Total	330.34	100.00	498.61	100.00	549.04	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

Even though Thai economy in 2016 has expanded by 3.2% approximately, compared to the year 2015, there is the fierce competition in the construction industry and property development business with the high risks, coupled with the fact that financial institutions are rather stricter in providing residential financing. Therefore, the sales of Focus Ploenchit Condominium Project was not in line with the target as determined by the Company.

However, the Company has determined the business plan and carefully adjusted itself to various factors by diversifying the risks in accepting construction works from the government and private sectors in various types of construction, e.g. residential building, shopping malls, manufacturing plants, office buildings, hotels, resorts, etc. For the property development business, the Company will carefully study the location, reasonable costs 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 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

In the year 2016, the Company still has the accumulated loss of 45.5 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 15 March 2016, 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	192	428
Machinery and Equipment	71,900	63,343	8,557
Furniture and Office Equipment	13,455	11,705	1,750
Vehicles	9,571	8,011	1,560
Copy Rights of Software	4,571	1,209	3,193
Total	99,948	84,460	15,488

1.5 Legal Disputes

As at 31 December 2016, 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 126,720,042 divided into 126,720,042 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

The background of the entire page is a photograph of architectural blueprints spread on a table. Various drafting tools are visible, including a large orange hard hat in the upper left, a pair of compasses, a ruler, and a hand-drawn sketch of a building facade. A person's hands are visible, one holding a pen and the other pointing at the drawing. A semi-transparent green rectangle is centered over the image, containing the section header text.

Part 2

Management and
Corporation
Governance

2.1 Information on Securities and Shareholders

2.1.1 Registered and Paid-Up Capital as of 31 December 2016

Registered Capital : 126,720,042 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 Top Ten Major Shareholders as of 15 March 2017

No.	List of Shareholders	No. of Shares	Shareholding (%)
1.	Mrs. Naparat Sihanatkathakul	43,385,800	34.24
2.	Mr. Jakkrapon Thongcharoen	8,772,200	6.92
3.	Miss Taweeporn Kiratiadisai	5,861,100	4.63
4.	Mr. Kiat Srijomkwan	3,100,000	2.45
5.	Mr. Prachuab lamrum	2,465,500	1.95
6.	Government Savings Bank by Siam Knight Fund Management Securities Co., Ltd.	2,146,700	1.69
7.	Mrs. Mallika Limanondharak	2,028,500	1.6
8.	Mr. Saratpong Benchachinaporn	1,842,300	1.45
9.	Mr. Paisit Tuchinda	1,220,000	0.96
10.	Mr. Kongkiat Boonya-arak	1,196,500	0.94

Remarks: (1) Mrs. Naparat Sihanatkathakul is the 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:

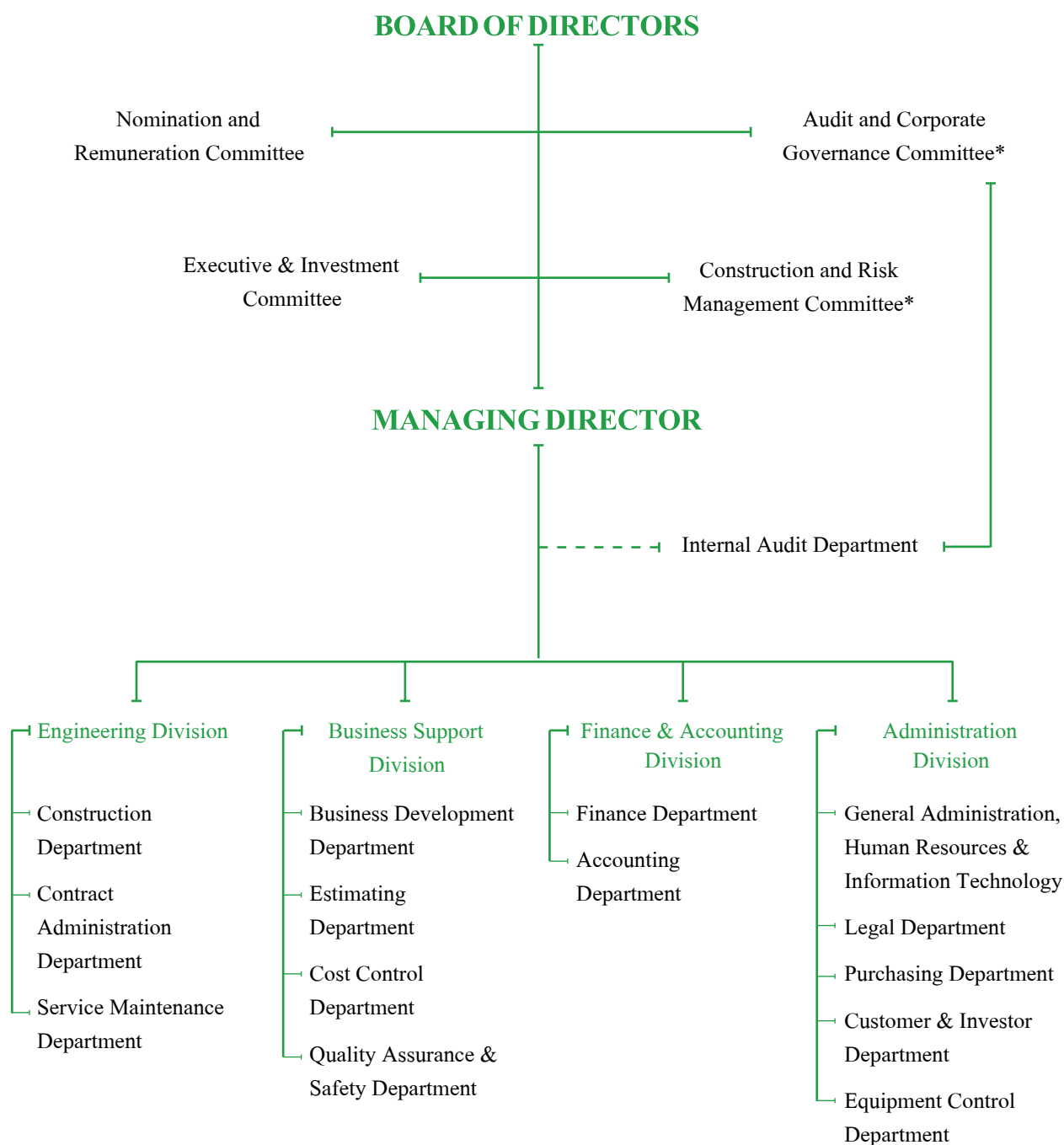
Registration Date	Changes on the Paid-Up Capital	Exercise to Convert Warrants into Ordinary Shares
7 November 2012	From 125,000,000 Baht to 125,579,000 Baht	Directors and employees exercised to convert warrants into 579,000 ordinary shares
6 February 2013	From 125,579,000 Baht to 125,771,000 Baht	Directors 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 45.5 Million Baht as at 31 December 2016, 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 2016, the Company's Board of Directors consists of 8 directors whose meeting attendance records in 2016 are as follows:

ชื่อ-นามสกุล			ตำแหน่ง	จำนวนครั้งที่เข้าร่วมประชุม
1.	Mr. Anucha	Sihanatkathakul	Chairman of the Board of Directors	5/5
2.	Mr. Jeremy Lechemere	King	Vice Chairman of the Board of Directors	4/5
3.	Mr. Phasunsook	Ayanaputra	Director	5/5
4.	Mr. Nontawat	Thongmee	Director and Managing Director	5/5
5.	Pol.Maj.Gen.Sunthorn	Boonruang	Director	5/5
6.	Mr. Thomas C.	Thompson	Director	0/5
7.	Mr. Patrick Michael	Davenport	Director	5/5
8.	Mr. Tanakorn	Leelasiri	Director	5/5

- 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 2016 on 22 April 2016 passed the resolution for an re-election of the following 2 directors who retired by rotation as directors for another term of appointment:
 - Mr. Anucha Sihanatkathakul
 - Mr. Patrick Michael Davenport

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.

3. 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 2016, the Company's Audit and Corporate Governance Committee consists of 3 members whose meeting attendance records in 2016 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	0/4

Term of the Audit and Corporate Governance Committee

The term of the Audit and Corporate Governance Committee is 2 years from 1 May 2016 to 30 April 2018, 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 4 independent directors from the total 8 directors which is more than 1/3 of the total number of directors. The independent directors are as follows:

1. Mr. Phasunsook Ayanaputra
2. Pol. Maj. Gen Sunthorn Bungruang
3. Mr. Thomas C. Thompson
4. 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 2016, the Company's Nomination and Remuneration Committee consists of 3 members whose meeting attendance records in 2016 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 which was re-elected by the Board of Directors' Meeting No.1/2017, held on 27 February 2017 for another 3 years term from 9 May 2017 to 8 May 2020.

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 2016, 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;

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 8 members as of 31 December 2016 and the Company has paid the monetary remuneration to directors, the Audit and Corporate Governance Committee and the Nomination and Remuneration Committee in 2016 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	75,000	-	-	-
2. Mr. Jeremy Lechemere King	Vice Chairman	48,000	-	-	-
3. Mr. Phasunsook Ayanaputra	Director and Chairman of the Audit and Corporate Governance Committee and Chairman of the Nomination and Remuneration Committee	60,000	60,000	15,000	-
4. Mr. Nontawat Thongmee	Director and Managing	60,000	-	-	-
5. Pol MajGen.Sunthorn Boonruang	Director and Audit and Corporate Governance Committee and Nomination and Remuneration Committee	60,000	48,000	12,000	-
6. Mr. Thomas C. Thompson	Director and Audit and Corporate Governance Committee and Nomination and Remuneration Committee	-	-	-	-
7. Mr. Patrick M. Davenport	Director	60,000	-	-	-
8. Mr.Tanakorn Leelasiri	Director	60,000	-	-	-
9. Mr. Michael de Santiesteban	Director	12,000			
Total		435,000	108,000	27,000	-

Management's Remuneration

In 2016, the remuneration and benefits after retirement of the Company's Management is 10,576,559 Baht.

2.2.3 Personnel

As of 31 December 2015, the Company has 90 employees as follows:

Description	Regular	Contract Employees	Total
Engineers	18	-	18
Architects	4	-	4
Head Office	34	-	34
Field	34	-	34
Total	90	-	90

Note : As of 31 December 2016, the Company has 147 daily paid workers

During the past 3 years, the Company has no any significant labor disputes. The total remuneration for 2014, 2015 and 2016 provided to the employees was in the amount of 67.02 Million Baht, 61.70 Million Baht and 47.7 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 and the Code of Conduct for Directors, Management and Staff of the Company* 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 and the Code of Conduct for Directors, Management and Staff of the Company* covers policies and guidelines of 11 Chapters as follows:

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

*Amended by the resolution of the Board of Directors' Meeting of the Company No.1/2017, held on 27 February 2017

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 2016

The Annual General Meeting for the Year 2016, held on 22 April 2016 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.

2.3 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 e.g. shareholders, customers, suppliers, creditors, staff, 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 develop and follow up the CSR in Process activities of the Company.



Samples of the Company's CSR in Process Activities in 2014

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 works 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 2016, 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 2016 so as to independently make inquiries on the audit plan and other matters found during the audit.

The Board of Directors' Meeting No. 1/2017, held on 27 February 2017 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

As of 31 December 2016, the Company has the connected transactions with the following 5 related parties:

Persons who may have conflict of interest	Relationship	Type/Size of Transactions	Necessity and Reasonableness of the Transactions
1. Mr. Jeremy Lechmere King	Focus's Director	The Director has purchased and accepted the ownership transfer of the condominium unit of "Focus Ploenchit Project" (Focus is the project owner) for 2 units at the price of 4,786,014.- Baht and 7,719,084.- Baht.	Price and conditions are the same as general customers.
2. Mr. Anucha Sihanatkathakul	Focus's Authorized Director	Focus borrowed a short term loan from the Director in the amount of 7.40 Million Baht by issuing a promissory note on demand without collateral security. The money was utilized as working capital in the company's business and interest payment of 46,352.74 Baht. As of 31 December 2016, Focus has no more debt obligation as aforesaid because the loan has been repaid in full.	The interest was charged at the same rate of the company's project finance with domestic commercial banks (MLR Rate)
3. Data in Motion Co., Ltd.	Mr. Anucha Sihanatkathakul is an Authorized Director of Focus and Data in Motion Co., Ltd.	Focus purchased a software program at the amount of 9,150.- Baht.	Price and conditions are better than other suppliers.

Persons who may have conflict of interest	Relationship	Type/Size of Transactions	Necessity and Reasonableness of the Transactions
4. Focus Wheig Corporation Limited (“Joint Venture”)	Mr. Anucha Sihanatkathakul and Mr. Nontawat Thongmee are the Authorized Directors of Focus and Focus Wheig Corporation Limited. The company is jointly controlled by Focus and the co-investor from France (Wheig S.A.S.)	As of 5 October 2016, Focus Wheig Corporation Limited has been registered as a juristic person with the registered capital of 15 Million Baht. Focus has jointly invested in the shareholding with the voting right of 60% of the registered capital. As of 31 December 2016, Focus has advanced an amount of 83,780.- Baht	The objective is to conduct the business on the integrated waste management and energy from waste business
5. Focus Wheig Bangna Limited (“Joint Venture’s Subsidiary”)	Mr. Nontawat Thongmee is an Authorized Director of Focus and Focus Wheig Bangna Limited.	On 18 October 2016, Focus Wheig Corporation Limited has purchased 99.99% ordinary shares of 5 Million Baht, totally 49,998 shares at the purchase cost of 1 Baht in total. As of 31 December 2016, Focus has advanced an amount of 5,675.- Baht and earned an amount of 1,200,000.- Baht as the administration fees.	The objective is to conduct the business on the integrated waste management and energy from waste business

Remarks: “Focus” means Focus Development and Construction Public Company Limited

The background of the page is a collage of financial-related images. At the top, there are US dollar bills, including a one-dollar bill and a five-dollar bill. Below the bills, there is a line graph with several data points labeled with numbers: 1372.45, 1881.56, 1922.86, 1172.33, 952.91, and 662.25. At the bottom, there is a close-up of a calculator with various buttons labeled: MRC, M-, M+, TAX-, TAX+, %, ÷, ×, -, and =. The calculator is orange and black. The overall theme is finance and accounting.

Part 3

Financial Position and Operational Results

3.1 Financial Highlights

(Unit : Million Baht)

Financial Information	2016	2015	2014
Total Assets	407.08	494.15	731.37
Total Liabilities	271.02	358.44	599.59
Total Shareholders' Equity	136.06	135.71	131.78
Paid-up capital	126.72	126.72	126.72
Revenue from Construction	152.77	228.55	532.63
Revenue from Property Development	165.93	261.38	-
Total Revenues	330.34	498.61	549.04
Net Profit (loss) for the year	0.12	3.31	(33.14)
Basic Net Profit (loss) Per Share (Baht)	0.001	0.03	(0.26)
Financial Ratio			
Liquidity Ratio (times)	1.43	1.77	1.67
ROE (%)	0.09	2.47	(22.67)
ROA (%)	2.28	3.11	(4.55)
Debt to Equity Ratio (times)	1.99	2.64	4.55
Total Asset Turnover (times)	0.73	0.81	0.80
Gross margin (%)	21.92	16.94	1.92
Net Profit (loss) Ratio (%)	0.04	0.66	(6.04)
Dividend Payout Ratio (%)	-	-	-
Book Value Per Share (Baht)	1.07	1.07	1.04

2016 Financial Statements shown are based on the equity method.

3.1.1 Financial position and performance

Financial statement

Auditing summary

- Auditor of the Company's Financial Statements
- For year ended on 31 December 2016 and 2015, Mr. Udom Thanuratpong, CPA Registration No. 8501 of PV Audit Co., Ltd.
- For year ended on 31 December 2014, Mr. Prawit Viwanthananut, CPA Registration No. 4917 of PV Audit Co., Ltd.
- These auditors commented 'no condition' on the certified auditor's reports

3.1.2 Summary of statement of financial position, comprehensive profit and loss statement, cash flow statement, and financial ratio; comparative summary for a period of 3 years

STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2016, 2015 AND 2014

Description	F/S in which the equity method is applied		Separate financial statements					
	2016		2016		2015		2014	
	Thousand Baht	%	Thousand Baht	%	Thousand Baht	%	Thousand Baht	%
ASSETS								
CURRENT ASSETS								
Cash and cash equivalents	16,466	4.04	16,466	4.03	7,929	1.60	9,361	1.28
Trade and other receivables	17,211	4.23	17,211	4.21	21,096	4.27	63,717	8.71
Work in progress	3,902	0.96	3,902	0.95	728	0.15	-	-
Unbilled receivables	26,463	6.50	26,463	6.48	19,917	4.03	72,634	9.93
Cost of property development	231,791	56.94	231,791	56.72	322,865	65.34	396,273	54.18
Other current assets	8,632	2.12	8,632	2.11	7,220	1.46	8,588	1.17
Total Current Assets	304,465	74.79	304,465	74.51	379,755	76.85	550,573	75.28
NON-CURRENT ASSETS								
Restricted bank deposits	6,773	1.66	6,773	1.66	12,393	2.51	26,802	3.66
Investment in joint venture	7,434	1.83	9,000	2.20	-	-	-	-
Building and equipment	12,296	3.02	12,296	3.01	17,528	3.55	23,070	3.15
Intangible assets	3,193	0.78	3,193	0.78	3,695	0.75	3,702	0.51
Deferred tax assets	12,359	3.04	12,359	3.02	13,553	2.74	16,956	2.32
Other non-current assets	60,561	14.88	60,561	14.82	67,224	13.60	110,264	15.08
Total Non-current assets	102,616	25.21	104,182	25.49	114,393	23.15	180,794	24.72
TOTAL ASSETS	407,081	100.00	408,647	100.00	494,148	100.00	731,367	100.00

Description	F/S in which the equity method is applied		Separate financial statements					
	2016		2016		2015		2014	
	Thousand Baht	%	Thousand Baht	%	Thousand Baht	%	Thousand Baht	%
LIABILITIES AND SHAREHOLDERS' EQUITY								
CURRENT LIABILITIES								
Bank overdrafts and short-term loans from financial institutions	17,263	4.24	17,263	4.22	18,616	3.77	29,782	4.07
Trade and other payables	42,089	10.34	42,089	10.30	89,192	18.05	119,901	16.39
Current portion of liabilities	30,943	7.60	30,943	7.57	1,289	0.26	3,151	0.43
Short-term loans from other person	29,762	7.31	29,762	7.28	-	-	-	-
Estimated cost	28,721	7.06	28,721	7.03	39,388	7.97	60,675	8.30
Retention payables	19,260	4.73	19,260	4.71	23,379	4.73	30,867	4.22
Advances received	42,813	10.52	42,813	10.48	40,032	8.10	69,753	9.54
Other current liabilities	1,948	0.48	1,948	0.48	2,906	0.59	15,993	2.19
Total Current Liabilities	212,799	52.27	212,799	52.07	214,802	43.47	330,122	45.14
NON-CURRENT LIABILITIES								
Long-term loans from financial institutions	50,000	12.28	50,000	12.24	136,767	27.68	262,400	35.88
Long-term loans liabilities under finance lease	-	-	-	-	-	-	1,287	0.18
Employee benefit obligations	8,223	2.02	8,223	2.01	6,869	1.39	5,777	0.79
Total non-current Liabilities	58,223	14.30	58,223	14.25	143,636	29.07	269,464	36.84
Total Liabilities	271,022	66.58	271,022	66.32	358,438	72.54	599,586	81.98
SHAREHOLDERS' EQUITY								
Authorized share capital : 126,720,042 ordinary shares in 2016 and 400,000,000 ordinary shares in 2014-2015, Baht 1 par value	126,720		126,720		400,000		400,000	
Issued and paid-up share capital : 126,720,042 ordinary shares, fully paid-up	126,720	31.13	126,720	31.01	126,720	25.64	126,720	17.33
Premium on shares	56,413	13.86	56,413	13.80	56,413	11.42	56,413	7.71
Deficit	(47,074)	(11.56)	(45,508)	(11.14)	(47,423)	(9.60)	(51,352)	(7.02)
Total Shareholders' Equity	136,059	33.42	137,625	33.68	135,710	27.46	131,781	18.02
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	407,081	100.00	408,647	100.00	494,148	100.00	731,367	100.00

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED DECEMBER 31, 2016, 2015 AND 2014

Description	F/S in which the equity method is applied		Separate financial statements					
	2016		2016		2015		2014	
	Thousand Baht	%	Thousand Baht	%	Thousand Baht	%	Thousand Baht	%
Revenue								
Revenue from construction	152,773	46.25	152,773	46.25	228,551	45.84	532,633	97.01
Revenue from property development	165,927	50.23	165,927	50.23	261,385	52.42	-	-
Other income	11,638	3.52	11,638	3.52	8,677	1.74	16,407	2.99
Total revenue	330,338	100.00	330,338	100.00	498,613	100.00	549,040	100.00
Cost								
Cost of construction	151,206	45.77	151,206	45.77	249,595	50.06	522,423	95.15
Cost of sales	97,647	29.56	97,647	29.56	157,352	31.56	-	-
Total cost	248,853	75.33	248,853	75.33	406,947	81.62	522,423	95.15
Gross profit	81,485	24.67	81,485	24.67	91,666	18.38	26,617	4.85
Selling expenses	13,566	4.11	13,566	4.11	17,107	3.43	-	-
Administrative expenses	56,097	16.98	56,097	16.98	55,497	11.13	57,987	10.56
Share of loss from investment in joint venture	1,566	0.47	-	-	-	-	-	-
Profit (loss) before finance cost and income tax	10,256	3.10	11,822	3.58	19,062	3.82	(31,370)	(5.71)
Finance cost	8,995	2.72	8,995	2.72	12,506	2.51	9,735	1.77
Tax income (expense)	(1,137)	(0.34)	(1,137)	(0.34)	(3,248)	(0.65)	7,963	1.45
Profit (loss) for the year	124	0.04	1,690	0.51	3,308	0.66	(33,142)	(6.04)
Other comprehensive income								
Items that will never be reclassified to profit or loss								
Defined benefit plan actuarial gain	282	0.09	282	0.09	776	0.16	-	-
Income tax relating to defined benefit plan actuarial gain	(56)	(0.02)	(56)	(0.02)	(155)	(0.03)	-	-
Other comprehensive income for the year-net of tax	226	0.07	226	0.07	621	0.13	-	-
Other comprehensive income (loss)	350	0.11	1,916	0.58	3,929	0.79	(33,142)	(6.04)
Earnings (loss) per share								
Basic earnings (loss) per share	0.001		0.01		0.03		(0.26)	
Weighted average number of ordinary shares (Shares)	126,720,042		126,720,042		126,720,042		126,720,025	

STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2016, 2015 AND 2014

Description	F/S in which the equity method is			
	applied	Separate financial statements		
	2016	2016	2015	2014
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit (loss) before income tax	1,261	2,827	6,556	(41,105)
Adjustments to reconcile profit (loss) before income tax to net cash				
Provided by (used in) operating activities				
Depreciation and amortization	5,906	5,906	7,177	9,317
Provision incurred from employee benefit obligations	1,637	1,637	1,943	1,304
Reversal estimate cost overrun	-	-	-	(17)
Reversal of doubtful debts	(4,430)	(4,430)	(33)	-
(Gain) loss on disposal of and written-off assets	83	83	209	(2,182)
Interest income	(111)	(111)	(271)	(612)
Interest expenses	8,995	8,995	12,507	9,735
Share of loss from investment in joint venture	1,566	-	-	-
Profit (loss) from operating activities before change in operating assets and liabilities	14,907	14,907	28,088	(23,560)
Change in operating assets (increase) decrease				
Trade and other receivables	2,988	2,988	42,560	27,260
Work in progress	(3,174)	(3,174)	(727)	4,415
Unbilled receivables	(6,546)	(6,546)	52,717	36,840
Cost of property development	91,074	91,074	75,933	(149,240)
Other current assets	(1,412)	(1,412)	1,368	3,002
Restricted bank deposits	5,620	5,620	14,409	(2,335)
Other non-current assets	17,798	17,798	21,558	(886)
Change in operating Liabilities increase (decrease)				
Trade and other payables	(46,977)	(46,977)	(30,851)	7,761
Estimated cost	(10,667)	(10,667)	(21,288)	(17,798)
Retention payables	(4,119)	(4,119)	(7,488)	(15,348)
Advances received	2,781	2,781	(29,722)	6,501
Other current liabilities	(958)	(958)	(13,086)	7,149
Payment of employee benefit obligations	-	-		(885)

Description	F/S in which the equity method is applied			
	Separate financial statements			
	2016	2016	2015	2014
Cash generated (paid) from operations	61,315	61,315	133,471	(117,124)
Interest received	116	116	331	621
Income tax refund	-	-	33,662	23,375
Income tax paid	(5,812)	(5,812)	(12,147)	(17,202)
Net cash provided by (used in) operating activities	55,619	55,619	155,317	(110,330)
CASH FLOWS FROM INVESTING ACTIVITIES				
Payments for investments in joint venture	(9,000)	(9,000)	-	-
Purchase of equipment	(256)	(256)	(1,329)	(3,266)
Disposal of equipment	-	-	124	2,523
Purchase of intangible asset	-	-	(632)	(3,238)
Net cash provided by (used in) investing activities	(9,256)	(9,256)	(1,837)	(3,981)
CASH FLOWS FROM FINANCING ACTIVITIES				
Increase (decrease) in bank overdrafts	(18,616)	(18,616)	6,213	9,802
Increase (decrease) in short-term loans from financial institutions	17,263	17,263	(17,379)	10,399
Proceeds from short-term loans from related person	7,400	7,400	-	-
Repayment of short-term loans from related person	(7,400)	(7,400)	-	-
Proceeds from short-term loans from other person	30,000	30,000	-	-
Proceed from long-term loans from financial institutions	50,000	50,000	69,900	110,100
Repayment of long-term loans from financial institutions	(105,825)	(105,825)	(195,533)	-
Repayment of liabilities under finance lease	(1,289)	(1,289)	(3,150)	(2,990)
Interest paid	(9,359)	(9,359)	(14,963)	(9,382)
Net cash provided by (used in) financing activities	(37,826)	(37,826)	(154,912)	117,929
Net increase (decrease) in cash and cash equivalents	8,537	8,537	(1,432)	3,618
Cash and cash equivalents at beginning of year	7,929	7,929	9,361	5,743
Cash and cash equivalents at end of year	16,466	16,466	7,929	9,361

Financial Ratio

Item	2016	2015	2014
Liquidity Ratio			
Liquidity ratio (times)	1.43	1.77	1.67
Quick liquidity ratio (times)	0.16	0.14	0.22
Receivable turnover ratio (times)	17.88	12.08	7.01
Average collection period (days)	20	30	52
Payable turnover ratio (times)	4.00	4.25	4.98
Payment period (days)	91	86	73
Profitability Ratio			
Gross profit (loss) margin (%) – construction business	1.03	(9.21)	1.92
Gross profit margin (%) - property development business	41.15	39.80	-
Other profit margin (%)	3.52	1.74	2.99
Net profit margin (%)	0.04	0.66	(6.04)
Return on Equity ratio (%)	0.09	2.47	(22.67)
Efficiency Ratio			
Return on Assets ratio (%)	2.28	3.11	(4.55)
Return on permanent capital (%)	37.07	49.22	(63.79)
Assets turnover ratio (times)	0.73	0.81	0.80
Financial Policy Ratio			
Debt to Equity ratio (times)	1.99	2.64	4.55
Interest coverage ratio (times)	7.83	14.39	(8.57)
Dividend payout ratio (%)	0.00	0.00	0.00

3.2 Explanation and analysis of financial position and performance

3.2.1 Overview of the past performance

In term of Thailand's economy in 2016, as the country was still under the both domestic and foreign influences, therefore, its restoration was continuing on a slow pace; amidst the government's continuous stimulation measures, and clearer aspect of telecommunication and transportation network and various major rail's routes. There were fierce competitions in construction industry, where large contractors enjoyed government's investment project. For the Company, however, as it is a medium sized contractor, as majority of its contracts came from private sector; therefore, the Company had to face fierce competitions from many other medium sized contractors. Therefore, before engage into any contracts, the Company had to consider its capability and capacity, appropriate rate of compensation, and competent, respectable client with solid financial status, in order to decrease financial risk. For the overview of property development market, the market saw shrinkage in both demand and supply. This was accompanied by the fact that financial institutions imposed stricter regulation on giving out loan for residence. As a result, sales of Focus Ploenchit Project haven't met the given target.

Besides its construction business and property development business, in 2016, the Company also added another branch of business into its portfolio, namely, investment in waste disposal service and waste energy production business. In this aspect, the Company had engaged into a joint venture and found Focus Wheig Corporation Company Limited ("a joint venture"). This company was incorporated as a juristic person in Thailand on 5 October 2016. It is a joint venture between Focus and French co-investor (Wheig SAS), where the Company holds the joint venture's equity and respective right at 60 percent of the registered capital.

Later, on 18 October 2016, Focus Wheig Corporation Co., Ltd. had bought ordinary shares of Whieg (Thailand) Company Limited and registered the company's name change as 'Focus Wheig Bangna Limited' ("a joint venture's subsidiary"). This company operates in waste management services and waste energy production business.

In 2016, the Company's income from construction business was 152.77 million Baht, which was 75.78 million Baht decreased from last year. The cost of construction business was 151.20 million Baht and operation's gross profit was 1.57 million Baht; which is accounted for 1.03 percent of the gross profits. This was because some of its construction projects were delayed and had to be extended; as a result, the projects' cost had increased, especially the cost of labor and other overhead costs. Therefore, the Company adjusted its construction budget, based on estimated expectable expenses. Moreover, the total value and amount of remaining constructions were decreased, compared to the previous year; as a result, the Company's recognized income was decreased, too.

The Company's income from property development business, that is, from transferring title deed over condominiums to its customers, was 165.93 million Baht; which was 95.45 million Baht decreased from last year, or 36.52 percent from the previous year. In this business, the Company's cost of sales was 97.65 million Baht and sales' expense was 13.57 million Baht. Its profit was 54.71 million Baht, or 32.97 percent.

The Company's administrative expense was 56.10 million Baht, an increase of 0.60 million Baht from the previous year. Majority of this expense was comprised of employee's salary and welfare, office's rents and services, cost of depreciation and etc.

In 2016, the Company recorded loss from the joint venture at 1.57 million Baht, or 0.47 percent of its total income.

Moreover, the Company's financial cost was 9.00 million Baht, which was 3.51 million Baht decreased, or 28.06 percent decreased, from the previous year. This was the influence of loan interest for construction of Focus Ploenchit Condominium, which was already finished.

The Company's income tax expense was 1.14 million Baht and, as a result, its asset of deferred income tax was decreased from the previous year.

Pertaining to Separate Financial Statement, the Company's net profit was 1.69 million Baht, other comprehensive profit was 0.23 million Baht; which was profit from actuarial calculation of employee welfare project. Therefore, its comprehensive profit was 1.92 million Baht.

Pertaining to the Company's Financial Statement in which the equity method is applied, the Company's net profit of this year was 0.12 million Baht.

From the forecasting of the Office of Industrial Economics and the Real Estate Information Center, it was estimated that in 2017, there will be positive factors which were results of government's economy stimulation measures; expansion of private investment and existence of real demand for residence. Therefore, the overall aspect of market in 2017 tends to be in positive direction.

3.2.2 Income

The Company's income from both construction business and property development business was, as follow:

(unit: million Baht)

Source of Income	2016		2015		Change	
Construction business	152.77	46.25%	228.55	45.84%	(75.78)	(33.16%)
Property development business	165.93	50.23%	261.38	52.42%	(95.45)	(36.52%)
Other incomes	11.64	3.52%	8.68	1.74%	2.96	34.10%
Total	330.34	100.00%	498.61	100.00%	(168.27)	(33.75%)

Construction Business The Company is categorized as medium sized construction contractor and provides general construction contract services and construction engineering service, such as, designing, structure's construction and architecture, construction engineering and environmental engineering; for examples, construction of office, department store, hotel, resort, hospital, residence, education institution, student dormitory, factory, mill and silo, bridge, pipe work and waste water treatment system, rail work, train station and other public utility project.

The Company's income depends on type and amount of contracted works that the Company had engaged into in each period of time. The Company's policy opens for both private and government contracted work and focuses on considering work that present appropriate compensation and work from competent, respectable client, who has solid financial status.

In term of income perceiving, the Company perceives income base on the stage of construction's completion, which is an estimation of the amount of job that was done. Meanwhile, the job that was done but hasn't been delivered,

or the job that was done but its bill wasn't yet delivered to the customer, the Company will express this job as value of the job that was done but hasn't yet been collected. General construction time of both government and private works is approximately around 1-2 years or more, depending on the total value of each individual project. The Company's ratios of income from its construction business of 2016 and 2015 were 46.25 and 45.84 percent of its total income respectively.

Majority of the Company's income in 2016 came from a construction project that continued over from 2015, namely, a construction project of 7-floor residence building with 2 underground floors project, called, Issara Collection Sathorn; the project is located on Nang Lin Chee Road of Bangkok. The Company's income from construction contractor business was 152.77 million Baht, an increase of 75.78 million Baht or 33.16 percent, compared to its income of previous year, which was 228.55 million Baht.

Property Development Business In 2016, the Company transferred title deeds of "Focus Ploenchit" condominium project to its customers, which was accounted for total income of 165.93 million Baht; an increase of 95.45 million Baht or 36.52 percent, compared to the previous year, which was 261.38 million Baht. As a result, the Company's ratios of income from its property development business of 2016 and 2015 were 50.23 and 52.42 percent of its total income, respectively.

As of 31 December 2016, the Company's total value of potential purchase and sale agreements that had been engaged into were, as follow:

(unit: million Baht)

Project	Project's units	Project's total sales	Total value of engaged purchase and sales agreement	Percentage of total sales
Focus On Saladaeng	62	287.76	287.76	100.00
Focus Ploenchit	132	830.00	467.96	56.38

3.2.3 Expenses

The Company's expense was comprised of cost of construction works, cost of property development's sales, administrative expense, financial cost and income tax expense.

Cost of construction was comprised of cost of construction materials, cost of sub-contractors, and labor for construction, as well as other overhead costs and etc.

Cost of property development's sales was comprised of cost of land's acquisition, cost of land development, cost of designing, cost of public utility's construction, and other direct costs of the project, as well as paid interest for loan, in order to pursuit project's development, before the project is completed.

For the year 2016 and 2015, the Company's costs, pertaining to each type of business are as follows:

(unit: million Baht)

Items	2016				2015				Change	
	Construction Business		Property Development Business		Construction Business		Property Development Business		Construction Business	Property Development Business
Income	152.77	100%	165.93	100%	228.55	100%	261.38	100%	(75.78)	(95.45)
Cost	151.20	98.97%	97.65	58.85%	249.59	109.20%	157.35	60.20%	(98.39)	(59.70)
Sales' expense	-	-	13.57	8.18%	-	-	17.10	6.55%	-	(3.53)
profit (loss)	1.57	1.03%	54.71	32.97%	(21.04)	(9.20)%	86.93	33.25%	22.61	(32.22)

Cost of Construction Business: In 2016, the Company's income had increased from the previous years for 75.78 million Baht. As a result, the cost of construction had decreased, in accordance with its income perceiving. However, as some of its construction projects were delayed and had to be extended; as a result, the project's expenses and overhead costs had increased and the Company had to adjust its construction budget, based on estimated potential expenses of near-complete projects in 2017. Therefore, the company's cost of construction ratio had increased from 109.20 percent in 2015, to 98.97 percent in 2016.

Cost of property development business: In 2016, the Company's income had increased from the previous years, for 95.45 million Baht, or 36.52 percent. This was because in 2015, the Company had gradually transferred majority of its title deeds to its customers. The Company's cost of sales ratio in 2016 was 58.85 percent and sales' expense ratio was 8.18 percent. Also, difference in cost of sales was due to different area, and different price of each unit.

Administrative Cost

(unit: million Baht)

Items	2016	2015	Change
Administrative cost	56.10	55.50	0.60 1.08%

In 2016, the Company's administrative cost was 56.10 million Baht which is comprised of executive's compensation, employee's salary and welfare, office's rents and services, cost of public utilities, professional fees, cost of depreciation and etc. It was slightly increased from the previous year, which was 55.50 million Baht.

Financial Cost

(unit: million Baht)

Items	2016	2015	Change
Financial cost	9.00	12.51	(3.51) (28.06%)

In 2016, the Company's financial cost was 9.00 million Baht, which was an decrease of 3.51 million Baht or 28.06 percent, in comparison of the previous year, which was 12.51 million Baht. This was partly generated by borrowing from financial institutions, as budget for the additional construction, after the completion of Focus Ploenchit Condominium Project; and it was accounted for 6.21 million Baht of the amount. The rest came from interest of short term loan, from issuing of bill of exchange to other entity, from credit loan for project by using of promissory note discount, and from bank's overdraft.

Tax income (expense)

(unit: million Baht)

Items	2016	2015
Deferred income tax		
Deductible temporary difference	(1.14)	(3.24)

In 2016, the Company's tax income was 1.14 million Baht and it was created from deductible temporary difference of deferred income tax. Therefore, the Company's deferred income tax as of 31 December 2016 was 12.36 million Baht.

Corporate Income Tax Reduction

A Royal Decree, pertaining to the virtue of the Revenue Code, on the subject of tax revenue reduction No. 577 B.E. 2557 dated 3 November 2014, had extended the period for corporate income tax reduction at 20 percent of net profit for the accounting period which starts on or after 1 January 2015 but not later than 31 December 2015.

An Amendment Act of the Revenue Code (No. 42) B.E. 2559, which was in effect since 5 March 2017, reduced the corporate income tax reduction rate from 30 percent to 20 percent of net profit for the accounting period which starts on or after 1 January 2017 onwards.

The Company's corporate income tax as of 31 December 2016 and 2015, was calculated under the given tax rate from Revenue Department, and calculated from the Company's accounting profits, after they had been adjusted under some conditions, in accordance with the Revenue Code.

3.2.4 Net Profit (Loss)

(unit: million Baht)

Items	2016	%	2015	%	Change	
Total income	330.34	100	498.61	100	(168.27)	(33.75%)
Total cost	(248.85)	(75.33)	(406.94)	(81.61)	(158.09)	(38.85%)
Sales' cost	(13.57)	(4.11)	(17.10)	(3.43)	(3.53)	(20.64%)
Administrative cost	(56.10)	(16.98)	(55.50)	(11.13)	0.60	1.08%
Profit (loss) before share of loss from investment in a joint venture	11.82	3.58	19.07	3.82	(7.25)	(38.02%)
Share of loss from investment in a joint venture	(1.57)	(0.47)	-	-	1.57	100%
Financial cost	(9.00)	(2.72)	(12.51)	(2.51)	(3.51)	(28.06%)
Tax income (expense)	(1.13)	(0.34)	(3.24)	(0.65)	(2.11)	(64.92%)
Net profit (loss) of the year	0.12	0.04	3.31	0.66	(3.19)	(96.37%)
Net profit (loss) per share (Baht)	0.001		0.03		(0.029)	

Note: In 2016, the data of the Company's financial statement which shows the investment based on the equity method.

The Company's net profit for year ended 31 December 2016, in accordance with separate financial statement, was 1.69 million Baht; and the Company had perceived share of loss from a joint venture was 1.57 million Baht. As a result, the Company's financial statement which shows the investment based on the equity method for year ended on 31 December 2016 was 0.12 million Baht or 0.04 percent of its total income, compared to the same accounting period of 2015. The Company's net profit was 3.31 million Baht or 0.66 percent of its total income. The Company's net profit had decreased for 3.19 Baht, which was accounted for 96.37 percent. The underlying causes of such vital change were:

1. The Company's income from construction business had decreased for 75.78 million Baht, while its income from property development had decreased for 95.45 million Baht. In total, the Company's main income had decreased for 171.23 million Baht.

2. In 2016, the Company invested 9 million Baht in a joint venture, and recorded the share of loss from investment in a joint venture at 1.57 million Baht. As a result, the Company's value of investment in a joint venture had increased to 7.43 million Baht.

3.2.5 Financial position

In terms of the Company's 2016 financial position, compared to 2015, there were several vital changes, as follows:

(unit: million Baht)

Items	2016		2015		Change	
Cost of property development	231.79	56.94%	322.86	65.34%	(91.07)	(28.21%)
Total current assets	304.46	74.79%	379.75	76.85%	(75.29)	(19.83%)
Investment in a joint venture	7.44	1.83%	-	-	7.44	100.00%
Total non-current assets	102.62	25.21%	114.39	23.15%	(11.77)	(10.29%)
Total assets	407.08	100.00%	494.14	100.00%	(87.06)	(17.62%)

1. Assets Analysis

The Company's total assets, as of 31 December 2016, was 407.08 million Baht, an decrease of 87.06 million Baht or 17.62 percent, compared to its total assets in 2015, which was 494.14 million Baht. Of that amount, the Company's total assets were comprised of 304.46 million Baht of current assets, which were 74.79 percent of total assets, and 102.62 million Baht of non-current assets, which were 25.21 percent of total assets. Vital changes were, as follow:

1. Cost of property development was 231.79 million Bath, which was decreased for 91.07 million Baht or 28.21 percent, compared to 2015, which was 322.86 million Baht. This was because the Company had finished its construction of Focus Ploenchit Condominium Project, as well as transferred the title deeds in the project to its customers, since May 2015.

2. Investment in a joint venture, "Focus Wheig Corporation Company Limited"; where the Company held the shares and ratio of voting right, which were accounted for 60 percent of the 15 million Baht registered capital, or 9 million Baht. In 2016, the Company recorded share of loss for such investment at 1.57 million Baht, and as a result, its total investment in a joint venture was decreased to 7.44 million Baht.

3. Liabilities of retention were 29.15 million Baht, which was decreased for 17.18 million Baht or 37.08 percent, compared to 2015, which was 46.33 million Baht. This was because the Company's customers had deducted from such retention, at the rate of 5-10 percent of the construction project's value that the Company charged on any on-going construction projects. Also, the Company will reacquire such retention once it had completed the project, or every 3 months; pertaining to the given agreement in the contract.

Also, as the Company was a sub-contractor of another joint venture, namely, NVPSKG Co., Ltd.; therefore, it had setup full amount of retention at 13.31 million Baht, since 2003, for its project on designing and construction of waste water collection and management system for Samut Prakarn Province. In 2016, the Company had partly re-acquired such retention, for the amount of 5.32 million Baht. The remaining amount will be collectable from the joint venture.

In 2009, the Company had setup a doubtful debt account for another debtor, for the total amount of 6.23 million Baht. This was because that debtor had failed to make the payment for his check, as a result of the Company's claim against damage from delayed construction project. In 2016, the Company, as it was accompanied by officer of the legal execution department, attempted to seize the defendant's assets. However, as the defendant has no asset left for seizure, such debt was hence set as bad debt.

4. Withholding tax was 35.16 million Baht; of such amount, 5.81 million Baht was withholding tax of 2016, 12.15 was withholding tax of 2015, and 17.20 million Baht was withholding tax of 2014.

2. Liabilities' Analysis

(unit: million Baht)

Items	2016		2015		Change	
Account payable and other payable	42.09	10.34%	89.19	18.05%	(47.10)	(52.81%)
Current portion of long-term loan	30.94	7.60%	1.29	0.26%	29.65	2,298.45%
Short-term loan from other entity	29.76	7.31%	-	-	29.76	100%
Total current liabilities	212.80	52.27%	214.80	43.47%	(2.00)	(0.93%)
Long-term loan from financial institutions	50.00	12.28%	136.77	27.68%	(86.77)	(63.44%)
Total non-current liabilities	58.22	14.30%	143.63	29.07%	(85.41)	(59.46%)
Total liabilities	271.02	66.58%	358.44	72.54%	(87.42)	(24.39%)

At the end of 2016, the Company's total liabilities was 271.02 million Baht, which was 87.42 million Baht decreased from 2015, or 24.39 percent decreased, compared to total liabilities of the previous year, which was 358.44 million Baht. Of that amount, 212.80 million Baht was of current liabilities, and 58.22 million Baht was of non-current asset. Important details were as follows:

2.1 Account payable and other payable was 42.09 million Baht, which was 47.10 million Baht decreased, or 52.81 percent decreased, compared to 2015, which was 89.19 million Baht. This was due to decrease of construction projects, hence, orders for construction materials and contractor works were decreased accordingly. Average collection periods of 2016 and 2015 were 91 and 86 days respectively.

2.2 Loan from financial institutions, for construction of Focus Ploenchit Project, was 80.94 million Baht. Of that amount, 30.94 million Baht was accounted for current portion of long-term loan, and collection due of the remaining 50 million Baht was longer than one year. The amount was decreased for 57.12 million Baht, or 41.37 percent, compared to 2015, which was 138.06 million Baht. This was because the Company had transferred title deeds in the project to its customer, and hence made some payment to the financial institutions.

Details on long-term loan from financial institutions

Amount (million Baht)	Term	Annual interest rate	Payment conditions
180	June 2012 - February 2017	MLR – 1.25	Once the title deed of the condominium was transferred, and
50	June 2016 - June 2019	MLR – 1.00	Monthly payment of interest

Guarantee for such loan were land and current structure, or future structure, of the project.

2.3 Short-term loan from other entity was 29.76 million Baht. In 2016, the Company had issued bill of exchange, for the amount of 30 million Baht, with the term of shorter than 270 days, at the interest rate of less than 6.75 percent per annum, with no guarantee.

3. Shareholders Equity Analysis

By the end of 2016 and 2015, the Company's issued and paid-up share capital, share premium and shareholder equity were, as follow:

(unit: million Baht)				
Items	2016	2015	Change	
Registered capital	126.72	400.00	(273.28)	(68.32%)
Issued and paid-up capital	126,720,042	126,720,042	-	-
Share premium (Baht)	56,413,239	56,413,239	-	-
Accumulated deficit	(47.07)	(47.42)	(0.35)	(0.74%)
Total shareholder equity	136.06	135.71	0.35	0.26%

As of 31 December 2016, the Company's shareholder equity was 136.06 million Baht, an increase of 0.35 million Baht, or 0.26 percent, compared to its shareholder equity, for year ended of 2015, which was 135.71 million Baht. This was because in 2016, the Company's net profits from operation was 0.12 million Baht, with another 0.23 million Baht in other comprehensive profits. Therefore, the Company's accumulated deficit was decreased from 47.42 million Baht to 47.07 million Baht.

4. Cash Flow Analysis

(unit: million Baht)

Items	2016	2015
Profit (loss) before income tax	1.26	6.56
Profit (loss) from operation before any changes in operating assets and liabilities	14.91	28.09
Net cash flow from operating activities	55.62	155.32
Net cash flow spent on investment activities	(9.25)	(1.84)
Net cash flow spent on financing activities	(37.83)	(154.91)
Net increase (decrease) in cash and cash equivalents	8.54	(1.43)
Cash and cash equivalents at beginning of year	7.93	9.36
Cash and cash equivalents at end of year	16.46	7.93

The Company's cash flow statement revealed change in cash flow from operating activities, investment activities and financing activities, on the end of accounting period, where the Company's cash and cash equivalent, as of 31 December 2016, were 16.46 million Baht; an increase of 8.53 million Baht or 107.57 percent, compared to the previous year, which was 7.93 million Baht. The Company's operating profits, before any changes in operating assets and liabilities, as of 31 December 2016, were 14.91 million Baht; in which the details are as follows:

4.1 Net cash flow from operating activities was 55.62 million Baht; mostly came from transferring of title deeds of the Company's Focus Ploenchit Project to its customers.

4.2 Net cash flow spent on investment activities was 9.25 million Baht; which was an investment into a joint venture, 'Focus Wheig Corporation Company Limited', a company operates in waste management services and waste energy production business.

4.3 Net cash flow spent on financing activities was 37.83 million Baht; where the Company spent on payment of long-term debt to financial institutions, for the amount of 105.82 million Baht. However, in 2016, the Company borrowed another 50.00 million Baht from such institution, as well as made a short-term loan from other entity, for the amount of 30 million Baht. In 2016, the Company paid interest of 9.36 million Baht in total (not including paid interest on loan for construction's budget, which was considered as capital expenditure.

5. Key Financial Ratios Analysis

In 2016, details of the Company's important financial ratios were, as follow:

5.1 The Company's liquidity ratio of 2016 was 1.43 times, a slight decrease from 2015, which was 1.77 times. However, such liquidity ratio was essentially no different from the previous years. This was a result of shorter collection period for account receivable, from 30 days to 20 days; as well as receiving of money from transferring condominium's title deed to its customer. As a result, the Company was able to payback both short term and long term liabilities, as well as paid their respective interests to the financial institutions, within the given time period. Therefore, the Company acquired good credit and continuous loan from financial institutions.

5.2 The Company's profitability ratio; in this aspect, the Company's gross profits from construction business was 1.03 percent, which was a result of some construction projects that were not going as plan; still, the Company acquired extension to these projects. As a result, underlying expenses of these projects had increased accordingly. Therefore, the Company engages construction business simultaneously with property development business, as a mean for distribution of risk of doing just one business. In 2016, the Company earned profits after sales' expenses from its property development business at the rate of 32.97 percent. This was almost identical to the previous year, which was 33.25 percent.

5.3 Debt to equity ratio was 1.99 times. This was because in 2016, the Company had gradually payback some of its long-term debt to financial institutions. And as a result, ratio of its total debts to equity was decreased from 2.64 to 1.99 times.

6. Current Liabilities and Contingencies

As of 31 December 2016, the Company's current liabilities and contingencies were, as follow:

6.1 The Company has a letter of guarantee, which was issued by a domestic commercial bank. The letter was concerned the Company's general liabilities under commercial contract, which was a typical manner of this business. The balance of such letter of guarantee, as of 31 December 2016, was 101.72 million Baht.

6.2 Contractual liabilities were, as follow:

6.2.1 Liability to pay for its office's rents and services. Such contract will end on 14 August 2017, and for the amount of 2.83 million Baht. There are also rents for land lease, which is used as storage for its construction machinery and equipment. The lease will end on 30 April 2018, and for the amount of 0.45 million Baht.

6.2.2 Payment per construction contract, for the amount of 25.74 million Baht, and another contract for a property development project, for the amount of 10.32 million Baht.

Major factors and influences that may affect the Company's operation or financial position in the future

Factors of Industry Condition

Because construction business is a kind of servicing business; therefore, an influential factor that will affect the Company's performance in the future are demand of its customer or client. In turn, their demand will be subjected to investment policy of government and private sector, which is another factor that influences amount of construction work. However, the Company's other important factor for its business is competency of its director, executive and staff; in term of their ability to seek for new construction job for the company. Also, the amount of work and value of the project that the Company is engaged into must be conformed to its working capital. The Company's sources of working capital are its own capital and loan from commercial bank and other financial institution. Moreover, the Company will have to control costs of construction contract, such as, cost of construction material, transport, labor, and administrative cost, as well as other financial costs, at an appropriate level.

Although property development business presents good rate of return, however, there are several more factors that influence the Company's operation; in term of its ability to acquire land of high potential at the right price, at a good location; as well as its designing and pricing, all of which have to be in line with demands of the Company's targeted customers, too.

Change of Major Shareholders

Though the Company was found since 1989, where the Company had faced the change of its major shareholder, namely, Mrs. Napat Sihanatkathakul group had become its major shareholders. And though the Company had changed its executives and administrative policies, and engaged into construction business since 2000; the Company still has no policy to focus its construction business in any particular industry. As a result, the Company enjoyed quite uncertain income for the last couple years.

And since 2010, the Company had engaged into property development business as another option. Its first project, under the name of "Focus on Saladaeng", was well accepted. The Company initiated its second project, under the name "Focus Ploenchit", which is located on Sukhumvit Soi 2; and it had transferred title deeds in this project to its customers since May 2015. Moreover, in 2016, the Company had expanded and invested in waste disposal service and waste energy production business, where, after all this time, it was, and it is, warmly supported by its major shareholders.

Disclosure of Auditors' Remuneration

Audit Fee

The Company and its subsidiaries paid the following audit fee(s) to:

- The Company's auditor, during the previous accounting period, for the total amount of _____0_____ Baht
- The office which employed such auditor, other person or business that was related to the auditor and the office which employed such auditor, during the previous accounting period, for the total amount of 800,000.- Baht

Non-Audit Fee

- The Company and its subsidiaries paid the non-audit fee for other services, namely, none, to:
- The Company's auditor, during the previous accounting period, for the total amount of _____0_____ Baht.
- The Company also has to pay its auditor, in a near future, pertaining to finished services, during the previous accounting period, for the total amount of _____0_____ Baht
- The office which employed such auditor, other person or business that was related to the auditor and the office which employed such auditor, during the previous accounting period, for the total amount of _____0_____ Baht. The Company also has to pay them, in a near future, pertaining to finished services, during the previous accounting period, for the total amount of _____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 the 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 2016 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 Shareholders of Focus Development and Construction Public Company Limited

Opinion

I have audited the financial statements in which the equity method is applied and separate financial statements of Focus Development and Construction Public Company Limited (“the Company”), which comprise statement of financial position in which the equity method is applied and separate statement of financial position as at December 31, 2016, and statement of comprehensive income in which the equity method is applied and separate statement of comprehensive income, statement of changes in shareholders’ equity in which the equity method is applied and separate statement of changes in shareholders’ equity and statement of cash flows in which the equity method is applied and separate statement of cash flows for the year then ended, and notes to the financial statements including a summary of significant accounting policies.

In my opinion, the accompanying financial statements in which the equity method is applied and separate financial statements present fairly, in all material respect, the financial position in which the equity method is applied and separate financial position of Focus Development and Construction Public Company Limited as at December 31, 2016, and financial performance in which the equity method is applied and separate financial performance and cash flows in which the equity method is applied and separate cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements in which the Equity Method is Applied and Separate Financial Statements section of my report. I am independent of the Company in accordance with the Federation of Accounting Professions under the Royal Patronage of his Majesty the King’s Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to my audit of the financial statements in which the equity method is applied and separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key Audit Matters

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the financial statements in which the equity method is applied and separate financial statements of the current period. These matters were addressed in the context of my audit of the financial statements in which the equity method is applied and separate financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

Recognition of Revenue from Construction Contracts

As described in Note 3 to the financial statements, accounting policies of recognition of revenue from construction contracts, the Company recognised revenue from construction contracts and construction cost based on the stage of completion by reference to surveys of work performed, which revenue from construction contracts are significant amounts to the financial statements. Moreover, the process of measurement, the determination of appropriate timing of recognition, and the expected losses are areas requiring management to exercise significant judgment to assess the stage of completion and review estimated cost regularly from assessing the value of the contract to be changed and the expected losses until the construction was performed completely and accurately as contract, I have identified revenue from construction contracts, construction cost and estimation of expected losses from construction contracts to be areas significantly impacting the financial statements.

I examined recognition of revenue from construction contracts and construction cost and expected losses by assessing the appropriateness of and testing the internal controls related to the approach used by the management to monitor and consider the reasonableness of the evaluation of stage of completion, the estimation of construction project costs and the expected losses on construction projects. I also tested the effectiveness of internal controls related to revenue recognition, procurement and recording of construction costs. I determined the reasonableness of the evaluation of stage of completion, the estimation of construction costs and the expected losses on construction projects by inquiring with the management, performing an analytical review of the stage of completion estimated by engineers and the stage of completion determined through a comparison of construction costs incurred throughout the year end to the total estimated construction costs, sampling reading construction contracts and report on the progress of construction, performing an analytical review of gross profit margin to detect possible irregularities and attendance to the existing site visit observation at the year end.

Valuation of Deferred Tax Assets

As described in Notes 3 and 12 to the financial statements, accounting policies of income tax and deferred tax, the Company recognised deferred tax assets for the temporary differences to the extent that it is probable that future taxable profit will be sufficient to allow utilisation of the temporary differences. As a result, it is necessary to use significant

management judgment and estimation of future performance, and may relate to the management decision of the events in the future in order to support the recognition of such transactions. Therefore, I have identified this matter to be area significantly impacting the financial statements because it requires the reasonableness of the management judgment in the estimation based on assumptions in respect of the future events.

I evaluated the reasonableness of assumptions used in the estimation inclusive of Company's future performance to consider whether it is sufficient to utilize temporary differences for tax deductions by considering the probability of property development and condominium sale plan in the future based on the evidences of the Company's future performance the evidences of as reading minutes and other related documents, etc.

Valuation of Investment in Joint Venture and Acquisition of Joint Venture

As described in Notes 3 and 9 to the financial statements, accounting policies of business combination, joint arrangement and investment in joint venture, the Company recognized investment in joint venture by using the equity method. However, on October 18, 2016, Focus Wheig Corporation Limited ("the joint venture") purchased ordinary shares of Focus Wheig Bangna Limited ("the subsidiary of joint venture"). As at December 31, 2016, the joint venture provisionally recorded the acquisition using a best estimate of the value of identifiable assets acquired and liabilities assumed, determined by applying the acquisition method. The joint venture is in the process of consideration fair value of its subsidiary. The joint venture will complete the recording of the acquisition within 2017 which may impact to the share of losses from investment in joint venture and the valuation of investment in joint venture of the Company. Therefore, I have focused on this business acquisition because it is significant area to the financial statements in which the equity method is applied as a whole. In addition, the management needed to exercise substantial judgment to determine the assumptions used as a basis of provisional recognition of the business acquisition. Therefore, there may be a risk with respect to the recognition and measurement of identifiable assets acquired and liabilities assumed including the initial difference on the business acquisition.

I reviewed the terms and conditions of the Share Transfer Agreement of the joint venture and inquired with management as to the nature and objectives of the acquisition in order to assess whether the acquisition meets the definition of a business combination under Thai Financial Reporting Standard 3 (Revised 2015) Business Combinations. I checked the value of the business acquisition against supporting documents and related payments to assess whether it reflected the fair value of the consideration transferred and did not include the acquisition-related costs, I tested the calculation and considered the reasonableness for the initial difference on the business acquisition which is impact to interest in joint venture of the Company and reviewed the disclosures related to the business combination in the notes to financial statements.

Other Information

Management is responsible for the other information. The other information comprises information including in annual report but does not include the financial statements in which the equity method is applied and separate financial statements and my auditor's report thereon, which is expected to be made available to me after that date.

My opinion on the financial statements in which the equity method is applied and separate financial statements does not cover the other information and I do not and will not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements in which the equity method is applied and separate financial statements, my responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit, or otherwise appears to materially misstated.

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance to make correction the misstatement.

Responsibilities of Management and Those Charged with Governance for the Financial Statements in which the Equity Method is Applied and Separate Financial Statements

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

In preparing the financial statements in which the equity method is applied and separate financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements in which the Equity Method is Applied and Separate Financial Statements

My objectives are to obtain reasonable assurance about whether the financial statements in which the equity method is applied and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements in which the equity method is applied and separate financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements in which the equity method is applied and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements in which the equity method is applied and separate financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements in which the equity method is applied and separate financial statements, including the disclosures, and whether the financial statements in which the equity method is applied and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group of entities to express an opinion on the financial statements in which the equity method is applied and separate financial statements. I am responsible for the direction, supervision and performance of the group of entities audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements in which the equity method is applied and separate financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner responsible for the audit resulting in this auditor's report is Udom Thanuratpong.



Udom Thanuratpong
Certified Public Accountant
Registration Number 8501

PV Audit Co., Ltd.
Bangkok, February 27, 2017

STATEMENTS OF FINANCIAL POSITION

FOCUS DEVELOPMENT AND CONSTRUCTION PUBLIC COMPANY LIMITED

AS AT DECEMBER 31, 2016

		Baht		
	Note	Financial statements in which the equity method is applied	Separate financial statements	
		2016	2016	2015
ASSETS	3			
CURRENT ASSETS				
Cash and cash equivalents	5	16,466,215	16,466,215	7,928,992
Trade and other receivables	4, 6	17,210,794	17,210,794	21,096,162
Work in progress		3,901,724	3,901,724	727,470
Unbilled receivables	20	26,462,957	26,462,957	19,916,792
Cost of property development	7	231,790,720	231,790,720	322,864,784
Other current assets	4	8,632,233	8,632,233	7,220,416
Total Current Assets		304,464,643	304,464,643	379,754,616
NON-CURRENT ASSETS				
Restricted bank deposits	8	6,773,191	6,773,191	12,393,267
Investment in joint venture	9	7,433,915	8,999,980	-
Building and equipment	10	12,295,934	12,295,934	17,527,452
Intangible assets	11	3,193,322	3,193,322	3,695,268
Deferred tax assets	12	12,359,382	12,359,382	13,553,097
Other non-current assets	13	60,561,074	60,561,074	67,224,028
Total Non-current Assets		102,616,818	104,182,883	114,393,112
TOTAL ASSETS		407,081,461	408,647,526	494,147,728

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

STATEMENTS OF FINANCIAL POSITION

FOCUS DEVELOPMENT AND CONSTRUCTION PUBLIC COMPANY LIMITED

AS AT DECEMBER 31, 2016

		Baht		
	Note	Financial statements in which the equity method is applied	Separate financial statements	
		2016	2016	2015
LIABILITIES AND SHAREHOLDERS' EQUITY	3			
CURRENT LIABILITIES				
Bank overdrafts and short-term loans from financial institutions	14	17,262,500	17,262,500	18,615,661
Trade and other payables	15	42,088,820	42,088,820	89,192,446
Current portion of liabilities	16	30,942,900	30,942,900	1,289,165
Short-term loans from other person	17	29,762,094	29,762,094	-
Estimated cost		28,720,516	28,720,516	39,387,821
Retention payables		19,260,507	19,260,507	23,379,425
Advances received	4	42,813,000	42,813,000	40,031,756
Other current liabilities		1,948,418	1,948,418	2,906,164
Total Current Liabilities		212,798,755	212,798,755	214,802,438
NON-CURRENT LIABILITIES				
Long-term loans from financial institutions	18	50,000,000	50,000,000	136,766,974
Employee benefit obligations	19	8,223,528	8,223,528	6,868,590
Total Non-current Liabilities		58,223,528	58,223,528	143,635,564
Total Liabilities		271,022,283	271,022,283	358,438,002
SHAREHOLDERS' EQUITY				
Share capital				
Authorized share capital:	21			
126,720,042 ordinary shares in 2016 and				
400,000,000 ordinary shares in 2015, Baht 1 par value		126,720,042	126,720,042	400,000,000
Issued and paid-up share capital:				
126,720,042 ordinary shares, fully paid-up		126,720,042	126,720,042	126,720,042
Premium on shares	22	56,413,239	56,413,239	56,413,239
Deficit		(47,074,103)	(45,508,038)	(47,423,555)
Total Shareholders' Equity		136,059,178	137,625,243	135,709,726
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		407,081,461	408,647,526	494,147,728

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

STATEMENTS OF COMPREHENSIVE INCOME

FOCUS DEVELOPMENT AND CONSTRUCTION PUBLIC COMPANY LIMITED FOR THE YEAR ENDED DECEMBER 31, 2016

		Baht		
	Note	Financial statements in which the equity method is applied	Separate financial statements	
		2016	2016	2015
	3			
Revenue from sales and services	4	318,699,623	318,699,623	489,936,097
Cost of sales and services	23	(248,852,597)	(248,852,597)	(406,946,763)
Gross profit		69,847,026	69,847,026	82,989,334
Other income	4	11,638,149	11,638,149	8,677,111
Selling expenses		(13,565,526)	(13,565,526)	(17,106,614)
Administrative expenses	4, 23	(56,096,571)	(56,096,571)	(55,497,508)
Finance cost	4, 24	(8,995,518)	(8,995,518)	(12,506,610)
Share of loss from investment in joint venture	9	(1,566,065)	-	-
Profit before income tax		1,261,495	2,827,560	6,555,713
Tax expense	25	(1,137,381)	(1,137,381)	(3,248,053)
Profit for the year		124,114	1,690,179	3,307,660
Other comprehensive income				
Items that will never be reclassified to profit or loss				
Defined benefit plan actuarial gain		281,672	281,672	776,553
Income tax relating to defined benefit plan actuarial gain	25	(56,334)	(56,334)	(155,311)
Other comprehensive income for the year - net of tax		225,338	225,338	621,242
Total comprehensive income		349,452	1,915,517	3,928,902
Earnings per share				
Basic earnings per share	3	0.001	0.01	0.03
Weighted average number of ordinary shares (Shares)	3	126,720,042	126,720,042	126,720,042

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

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

FOCUS DEVELOPMENT AND CONSTRUCTION PUBLIC COMPANY LIMITED

FOR THE YEAR ENDED DECEMBER 31, 2016

Baht

	Financial statements in which the equity method is applied		
	Issued and paid-up share capital	Premium on shares	Deficit
Beginning balance as at January 1, 2016	126,720,042	56,413,239	(47,423,555)
Changes in shareholders' equity			
Profit for the year	-	-	124,114
Other comprehensive income for the year	-	-	225,338
Balance as at December 31, 2016	126,720,042	56,413,239	(47,074,103)
			135,709,726
			124,114
			225,338
			136,059,178

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

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

FOCUS DEVELOPMENT AND CONSTRUCTION PUBLIC COMPANY LIMITED FOR THE YEAR ENDED DECEMBER 31, 2016

	Baht			
	Separate financial statements			
	Issued and paid-up share capital	Premium on shares	Deficit	Total
Beginning balance as at January 1, 2015	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
Changes in shareholders' equity				
Profit for the year	-	-	1,690,179	1,690,179
Other comprehensive income for the year	-	-	225,338	225,338
Balance as at December 31, 2016	126,720,042	56,413,239	(45,508,038)	137,625,243

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

STATEMENTS OF CASH FLOWS

FOCUS DEVELOPMENT AND CONSTRUCTION PUBLIC COMPANY LIMITED FOR THE YEAR ENDED DECEMBER 31, 2016

	Baht		
	Financial statements		
	in which the equity		
	method is applied		
		Separate	
		financial statements	
	2016	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before income tax	1,261,495	2,827,560	6,555,713
Adjustments to reconcile profit before income tax to net cash provided by (used in) operating activities			
Depreciation and amortization	5,906,082	5,906,082	7,177,287
Provision incurred from employee benefit obligations	1,636,610	1,636,610	1,943,005
Reversal of doubtful debts	(4,430,291)	(4,430,291)	(32,710)
Loss on disposal of and written-off assets	83,127	83,127	209,595
Interest income	(111,089)	(111,089)	(271,064)
Interest expenses	8,995,518	8,995,518	12,506,610
Share of loss from investment in joint venture	1,566,065	-	-
Profit from operating activities before change in operating assets and liabilities	14,907,517	14,907,517	28,088,436
Change in operating assets (increase) decrease			
Trade and other receivables	2,988,012	2,988,012	42,560,402
Work in progress	(3,174,254)	(3,174,254)	(727,470)
Unbilled receivables	(6,546,165)	(6,546,165)	52,717,226
Cost of property development	91,074,064	91,074,064	75,933,400
Other current assets	(1,411,817)	(1,411,817)	1,367,546
Restricted bank deposits	5,620,076	5,620,076	14,408,644
Other non-current assets	17,798,009	17,798,009	21,557,712
Change in operating liabilities increase (decrease)			
Trade and other payables	(46,977,331)	(46,977,331)	(30,851,076)
Estimated cost	(10,667,305)	(10,667,305)	(21,287,601)
Retention payables	(4,118,918)	(4,118,918)	(7,487,637)
Advances received	2,781,244	2,781,244	(29,721,745)
Other current liabilities	(957,746)	(957,746)	(13,086,490)
Cash generated from operations	61,315,386	61,315,386	133,471,347

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

STATEMENTS OF CASH FLOWS

FOCUS DEVELOPMENT AND CONSTRUCTION PUBLIC COMPANY LIMITED FOR THE YEAR ENDED DECEMBER 31, 2016

	Baht		
	Financial statements in which the equity method is applied		Separate financial statements
	2016	2016	2015
Interest received	115,641	115,641	331,053
Income tax refund	-	-	33,662,355
Income tax paid	(5,811,960)	(5,811,960)	(12,147,465)
Net cash provided by operating activities	55,619,067	55,619,067	155,317,289
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for investment in joint venture	(8,999,980)	(8,999,980)	-
Purchase of equipment	(255,745)	(255,745)	(1,329,124)
Disposal of equipment	-	-	124,299
Purchase of intangible asset	-	-	(632,542)
Net cash used in investing activities	(9,255,725)	(9,255,725)	(1,837,367)
CASH FLOWS FROM FINANCING ACTIVITIES			
Increase (decrease) in bank overdrafts	(18,615,661)	(18,615,661)	6,213,221
Increase (decrease) in short-term loans from financial institutions	17,262,500	17,262,500	(17,379,288)
Proceeds from short-term loans from related person	7,400,000	7,400,000	-
Repayment of short-term loans from related person	(7,400,000)	(7,400,000)	-
Proceeds from short-term loans from other person	30,000,000	30,000,000	-
Proceed from long-term loans from financial institutions	50,000,000	50,000,000	69,900,000
Repayment of long-term loans from financial institutions	(105,825,000)	(105,825,000)	(195,533,026)
Repayment of liabilities under finance lease	(1,289,165)	(1,289,165)	(3,149,618)
Interest paid	(9,358,793)	(9,358,793)	(14,963,415)
Net cash used in financing activities	(37,826,119)	(37,826,119)	(154,912,126)
Net increase (decrease) in cash and cash equivalents	8,537,223	8,537,223	(1,432,204)
Cash and cash equivalents at beginning of year	7,928,992	7,928,992	9,361,196
Cash and cash equivalents at end of year	16,466,215	16,466,215	7,928,992

Supplement information:

In year 2015

- 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.

NOTES TO THE FINANCIAL STATEMENTS

FOCUS DEVELOPMENT AND CONSTRUCTION PUBLIC COMPANY LIMITED **FOR THE YEAR ENDED DECEMBER 31, 2016**

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.

BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS IN WHICH THE EQUITY METHOD IS APPLIED

The financial statements in which the equity method is applied consisted of the financial statements of Focus Development and Construction Public Company Limited and the interest in joint venture which included interest in the subsidiary of joint venture as follows:

Name of entity	Located in	Business type	Percentage
			of holding (%)
			December 31, 2016
Joint venture			
Focus Wheig Corporation Limited	Thailand	jointly investment in integrated waste management business and waste to energy business solutions	60.00

On September 12, 2016, the Company entered into Joint Venture Agreement with Wheig S.A.S., which was incorporated in France to jointly set up and invest in a joint venture namely “Focus Wheig Corporation Limited” (“the joint venture”) which was incorporated in Thailand on October 5, 2016 (see Note 9).

Adoption of New and Revised Thai Financial Reporting Standards

FAP has issued Notifications, mandating the use of new and revised Thai Accounting Standards (“TAS”), Thai Financial Reporting Standards (“TFRS”), Thai Standard Interpretations (“TSIC”), Thai Financial Reporting Interpretations (“TFRIC”) and accounting guidance (“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/IFRS/TSIC/IFRIC/AG	Topic
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 Assets
TAS 37 (revised 2015)	Provisions, Contingent Liabilities and Contingent Assets
TAS 38 (revised 2015)	Intangible Assets
TAS 40 (revised 2015)	Investment Property
TAS 41	Agriculture
TFRS 2 (revised 2015)	Share-based Payment
TFRS 3 (revised 2015)	Business Combinations
TFRS 4 (revised 2015)	Insurance Contracts
TFRS 5 (revised 2015)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 6 (revised 2015)	Exploration for and Evaluation of Mineral Resources
TFRS 8 (revised 2015)	Operating Segments
TFRS 10 (revised 2015)	Consolidated Financial Statements
TFRS 11 (revised 2015)	Joint Arrangements
TFRS 12 (revised 2015)	Disclosure of Interests in Other Entities
TFRS 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

TAS/TFRS/TSIC/TFRIC/AG	Topic
TFRIC 1 (revised 2015)	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRIC 4 (revised 2015)	Determining whether an Arrangement contains a Lease
TFRIC 5 (revised 2015)	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
TFRIC 7 (revised 2015)	Applying the Restatement Approach under TAS 29 (revised 2015) Financial Reporting in Hyperinflationary Economies
TFRIC 10 (revised 2015)	Interim Financial Reporting and Impairment
TFRIC 12 (revised 2015)	Service Concession Arrangements
TFRIC 13 (revised 2015)	Customer Loyalty Programmes
TFRIC 14 (revised 2015)	TAS 19 (revised 2015) - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction
TFRIC 15 (revised 2015)	Agreements for the Construction of Real Estate
TFRIC 17 (revised 2015)	Distributions of Non - cash Assets to Owners
TFRIC 18 (revised 2015)	Transfers of Assets from Customers
TFRIC 20 (revised 2015)	Stripping Costs in the Production Phase of a Surface Mine
TFRIC 21	Levies

Accounting guidance for the measurement and recognition of bearer plant

Accounting guidance for insurance business to designation of financial instruments at fair value through profit or loss

During the year, the Company has adopted new and revised TFRS which are effective for the accounting period beginning on or after January 1, 2016. These TFRSs 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 TFRSs does not have any significant impact on the financial statements of the Company.

New and revised Thai Financial Reporting Standards not yet effective

During the year 2016, FAP has issued Notifications, mandating the use of new and revised TAS, TFRS, TSIC, TFRIC and AG which are effective for the financial statements for the period beginning on or after January 1, 2017 as follows:

TAS/TFRS/TSIC/TFRIC/AG	Topic
TAS 1 (revised 2016)	Presentation of Financial Statements
TAS 2 (revised 2016)	Inventories
TAS 7 (revised 2016)	Statement of Cash Flows
TAS 8 (revised 2016)	Accounting Policies, Changes in Accounting Estimates and Errors
TAS 10 (revised 2016)	Events after the Reporting Period

TAS/TFRS/TSIC/TFRIC/AG	Topic
TAS 11 (revised 2016)	Construction Contracts
TAS 12 (revised 2016)	Income Taxes
TAS 16 (revised 2016)	Property, Plant and Equipment
TAS 17 (revised 2016)	Leases
TAS 18 (revised 2016)	Revenue
TAS 19 (revised 2016)	Employee Benefits
TAS 20 (revised 2016)	Accounting for Government Grants and Disclosure of Government Assistance
TAS 21 (revised 2016)	The Effects of Changes in Foreign Exchange Rates
TAS 23 (revised 2016)	Borrowing Costs
TAS 24 (revised 2016)	Related Party Disclosures
TAS 26 (revised 2016)	Accounting and Reporting by Retirement Benefit Plans
TAS 27 (revised 2016)	Separate Financial Statements
TAS 28 (revised 2016)	Investments in Associates and Joint Ventures
TAS 29 (revised 2016)	Financial Reporting in Hyperinflationary Economies
TAS 33 (revised 2016)	Earnings per Share
TAS 34 (revised 2016)	Interim Financial Reporting
TAS 36 (revised 2016)	Impairment of Asset
TAS 37 (revised 2016)	Provisions, Contingent Liabilities and Contingent Assets
TAS 38 (revised 2016)	Intangible Assets
TAS 40 (revised 2016)	Investment Property
TAS 41 (revised 2016)	Agriculture
TAS 104 (revised 2016)	Accounting for Troubled Debt Restructuring
TAS 105 (revised 2016)	Accounting for Investments in Debt and Equity Securities
TAS 107 (revised 2016)	Financial Instruments: Disclosure and Presentation
TFRS 2 (revised 2016)	Share-based Payment
TFRS 3 (revised 2016)	Business Combinations
TFRS 4 (revised 2016)	Insurance Contracts
TFRS 5 (revised 2016)	Non-current Assets Held for Sale and Discontinued Operations
TFRS 6 (revised 2016)	Exploration for and Evaluation of Mineral Resources
TFRS 8 (revised 2016)	Operating Segments
TFRS 10 (revised 2016)	Consolidated Financial Statements
TFRS 11 (revised 2016)	Joint Arrangements

TAS/IFRS/TSIC/IFRIC/AG	Topic
IFRS 12 (revised 2016)	Disclosure of Interests in Other Entities
IFRS 13 (revised 2016)	Fair Value Measurement
TSIC 10 (revised 2016)	Government Assistance - No specific Relation to Operating Activities
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IFRIC 4 (revised 2016)	Determining whether an Arrangement contains a Lease
IFRIC 5 (revised 2016)	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
IFRIC 7 (revised 2016)	Applying the Restatement Approach under TAS 29 (revised 2016) Financial Reporting in Hyperinflationary Economies
IFRIC 10 (revised 2016)	Interim Financial Reporting and Impairment
IFRIC 12 (revised 2016)	Service Concession Arrangements
IFRIC 13 (revised 2016)	Customer Loyalty Programmes
IFRIC 14 (revised 2016)	TAS 19 (revised 2016) - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction
IFRIC 15 (revised 2016)	Agreements for the Construction of Real Estate
IFRIC 17 (revised 2016)	Distributions of Non-cash Assets to Owners
IFRIC 18 (revised 2016)	Transfers of Assets from Customers
IFRIC 20 (revised 2016)	Stripping Costs in the Production Phase of a Surface Mine
IFRIC 21 (revised 2016)	Levies

Accounting guidance for the derecognition of financial assets and financial liabilities

The management of the Company is assessing the impacts of these IFRS 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 (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 incurs.

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.

Joint arrangement

Investment in joint arrangement is classified as either joint operations or joint ventures depending on the contractual rights and obligations each investor. The Company has assessed the nature of its joint arrangement and determined it to be joint venture. The Company recognizes investment in joint venture by using the equity method.

Under the equity method of accounting, interest in joint venture is initially recognized at cost and adjusted thereafter to recognize the Company's share of the post-acquisition profits or losses and movements in other comprehensive income. When the Company's share of losses in a joint venture equals or exceeds its interest in the joint venture (which includes any long-term interest that, in substance, form part of the Company's net investment in the joint venture), the Company does not recognize further losses, unless it has incurred obligations or made payments on behalf of the joint venture.

Unrealized gains on transactions between the Company and its joint venture are eliminated to the extent of the Company's interest in the joint venture. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of the joint venture have been changed where necessary to ensure consistency with the policies adopted by the Company.

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 assets

Intangible assets are stated at cost less accumulated amortization and allowance for impairment (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.

Business combination

The joint venture applies the acquisition method for all business combinations when control is transferred to the joint venture other than those with entities under common control.

The joint venture controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The acquisition date is the date on which control is transferred to the acquirer. Judgment is applied in determining the acquisition date and determining whether control is transferred from one party to another

Goodwill is measured as the fair value of the consideration transferred including the recognised amount of any non-controlling interest in the acquiree, less the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed, all measured as of the acquisition date. If the fair value of the identifiable assets

acquired and liabilities exceeds the fair value of the consideration transferred, the excess is immediately recognised as gain in profit or loss.

Consideration transferred includes the fair values of the assets transferred, liabilities incurred by the joint venture to the previous owners of the acquiree, and equity interests issued by the joint venture. Consideration transferred also includes the fair value of any contingent consideration.

A contingent liability of the acquiree is assumed in a business combination only if such a liability represents a present obligation and arises from a past event, and its fair value can be measured reliably.

The joint venture measures any non-controlling interest (NCI) at its proportionate interest in the identifiable net assets of the acquiree.

Transaction costs that the joint venture incurs in connection with a business combination, such as legal fees, and other professional and consulting fees are expensed as incurred.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the joint venture reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or addition assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date.

Goodwill is carried at cost less any allowance for impairment. Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

Subsidiary of joint venture

Subsidiary is entity controlled by the joint venture. The joint venture controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the joint venture.

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 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 per share

Basic earnings per share is calculated by dividing profit for the year by the weighted average number of ordinary shares outstanding during the year.

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 related party transactions for the years ended December 31, 2016 and 2015 were as follows:

	Baht	
	Financial statements	
	in which the equity	
	method is applied and	
	Separate financial statements	Separate financial statements
	2016	2015
Revenue from sales		
Director	12,505,098	-
Management fee income		
Focus Wheig Bangna Limited	1,200,000	-
Directors' remuneration		
Directors	570,000	543,000
Interest expense		
Directors	46,353	-
Miscellaneous expense		
Data In Motion Co., Ltd.	9,150	-

The significant balances with related parties as at December 31, 2016 and 2015 were as follows:

	Baht	
	Financial statements	
	in which the equity	
	method is applied and	
	Separate financial statements	Separate financial statements
	2016	2015
Other receivable		
Focus Wheig Bangna Limited	1,284,000	-
Advances payment		
Focus Wheig Corporation Limited	83,780	-
Focus Wheig Bangna Limited	5,675	-
Deposits and unearned revenues		
Directors	-	2,475,435

Short-term loans from related person

Movements of short-term loans from related person in the financial statements in which the equity method is applied and separate financial statements for the year ended December 31, 2016 were as follows:

	Baht
Beginning balance	-
Increase	7,400,000
Decrease	(7,400,000)
Ending balance	-

The Company has short-term loans from director by issuing promissory notes, due at call, with the interest rate of commercial bank referred to minimum loan rate (MLR) per annum, without collateral.

Key management personnel compensation

Key management personnel compensation for the years ended December 31, 2016 and 2015 consisted of:

	Baht	
	Financial statements in which the equity method is applied and Separate financial statements	Separate financial statements
	2016	2015
Short-term benefits	9,814,202	9,658,309
Post-employment benefits	762,357	561,820
Total key management personnel compensation	10,576,559	10,220,129

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
Focus Wheig Corporation Limited	Thailand	Joint venture	Jointly control by the Company
Focus Wheig Bangna Limited	Thailand	Subsidiary of joint venture	Power to control and shareholding by the joint venture
Data In Motion Co., Ltd.	Thailand	Related company	Common director

Bases of measurement for inter company revenues and expenses

	Pricing Policy
Revenue from sales	Same price and condition as normal business
Management fee income	Stipulate in the agreement
Interest expense	Referred to the interest rate of commercial bank
Miscellaneous expense	Same price and condition as normal business

5. CASH AND CASH EQUIVALENTS

Cash and cash equivalents as at December 31, 2016 and 2015 consisted of:

	Baht	
	Financial statements in which the equity method is applied and Separate financial statements	Separate financial statements
	2016	2015
Cash on hand	254,189	424,448
Cash at bank	16,212,026	7,504,544
Total	16,466,215	7,928,992

6. TRADE AND OTHER RECEIVABLES

Trade and other receivables as at December 31, 2016 and 2015 consisted of:

	Baht	
	Financial statements	
	in which the equity	
	method is applied and	Separate
	Separate financial statements	financial statements
	2016	2015
Trade accounts receivable	16,365,333	19,292,947
Less Allowance for doubtful accounts	(886,557)	-
Trade accounts receivable - net	15,478,776	19,292,947
Other receivables - related party	1,284,000	-
Other receivables - other parties	448,018	1,803,215
Total other receivables	1,732,018	1,803,215
Trade and other receivables - net	17,210,794	21,096,162

As at December 31, 2016 and 2015, the Company had outstanding balances of trade accounts receivable aged by number of months as follows:

	Baht	
	Financial statements	
	in which the equity	
	method is applied and	Separate
	Separate financial statements	financial statements
	2016	2015
Less than or equal to 3 months	11,952,174	18,705,192
More than 3 to 6 months	2,313,269	587,755
Over 12 months	2,099,890	-
Total	16,365,333	19,292,947

Movement of allowance for doubtful accounts for the year ended December 31, 2016 were as follows:

	Baht
	Financial statements
	in which the equity
	method is applied and
	Separate financial statements
Beginning balance	-
Add Doubtful accounts	886,557
Ending balance	886,557

7. COST OF PROPERTY DEVELOPMENT

Cost of property development as at December 31, 2016 and 2015 were as follows:

	Baht		
	Financial statements in which the equity method is applied and Separate financial statements		
	Focus on Saladaeng	Focus Ploenchit	Total
Cost			
As at January 1, 2015	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
Purchase/transfer in	12,989	6,559,651	6,572,640
Cost of sales	(4,508,230)	(93,138,474)	(97,646,704)
As at December 31, 2016	-	231,790,720	231,790,720
Net book value as at December 31, 2015	4,495,241	318,369,543	322,864,784
Net book value as at December 31, 2016	-	231,790,720	231,790,720

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 230 million and letter of guarantee facilities in the amount of Baht 25 million (see Notes 14 and 18).

8. RESTRICTED BANK DEPOSITS

Restricted bank deposits the financial statements in which the equity method is applied and separate financial statements as at December 31, 2016 in the amount of Baht 6.77 million (year 2015 in separate financial statements: Baht 12.39 million), were pledged as collateral for credit lines from financial institutions as follows (see Notes 14 and 18):

- 1) Bank overdraft facilities in the amount of Baht 3 million.
- 2) Projects' facilities of promissory notes in the amount of Baht 58.00 million (year 2015: Baht 23.00 million).
- 3) Letter of guarantee facilities in the amount of Baht 149.50 million (year 2015: Baht 203.75 million).

9. INVESTMENT IN JOINT VENTURE

Investment in joint venture as at December 31, 2016 consisted of:

Company	Paid-up share capital (Baht)	Percentage of holding (%)	Baht	
			Financial statements in which the equity method is applied	Separate financial statements Cost
Focus Wheig Corporation Limited	15,000,000	60.00	7,433,915	8,999,980

On September 12, 2016, the Company entered into Joint Venture Agreement with Wheig S.A.S., which was incorporated in France to jointly set up and invest in a joint venture namely "Focus Wheig Corporation Limited" ("the joint venture") which was incorporated in Thailand on October 5, 2016. The joint venture operates on the investment business in the integrated waste management business and waste to energy business solutions with registered capital in the amount of Baht 15 million divided into 1,500,000 ordinary shares at par value Baht 10 each, which will be subscribed with the initial paid-up share capital amount of Baht 10.50 million, and the Company will jointly invest in 60% shareholding of the registered capital and voting right of this joint venture in the investment amount of Baht 9 million. At the present, the Company has subscribed paid-up share capital fully amount and jointly control with Wheig S.A.S. in this joint venture and any decision in the joint venture's activities shall be approved by the unanimous of the Company and Wheig S.A.S.

Share of loss from investment in joint venture

During the year, the Company recognized share of loss from investment in joint venture for the financial statements in which the equity method is applied in the amount of Baht 1.57 million.

Significant financial information in the consolidated financial statements of joint venture:

Summary of the consolidated financial position as at December 31, 2016

	Baht
Current assets	5,136,997
Non-current assets	9,561,753
Current liabilities	(2,571,451)
Non-current liabilities	(51,604)
Total	12,075,695
Add Share subscription receivable of other joint venturer	314,197
Net assets	12,389,892
Shareholding percentage (%)	60
Carrying amount of interest in joint venture	7,433,915

Summary of comprehensive income for the period from October 5, 2016 to December 31, 2016

	Baht
Income	974
Loss for the period	(2,610,108)

Acquisition of joint venture

Investment in subsidiary of the joint venture presented at cost in the financial statements of the joint venture as at December 31, 2016 consisted of:

	Baht	Percentage of holding	Baht
Subsidiary of joint venture	Paid-up share capital	(%)	Cost
Focus Wheig Bangna Limited	5,000,000	100	5,000,000

On October 18, 2016, Focus Wheig Corporation Limited (“the joint venture”) entered into the Share Transfer Agreement with former shareholders of Wheig (Thailand) Company Limited to purchase of ordinary shares of Wheig (Thailand) Company Limited which was incorporated in Thailand and registered the change of its name to Focus Wheig Bangna Limited (“the subsidiary of joint venture”) which operates on the investment business in the waste management business and waste to energy business solutions with registered capital in the amount of Baht 5 million divided into 50,000 ordinary shares at par value Baht 100 each.

The joint venture will purchase ordinary shares from former shareholders in 99.99% shareholding of the registered of such company in 49,998 shares, at the total acquisition cost of Baht 1.

On October 19, 2016, the Company entered into Amendment to the Joint Venture Agreement with Wheig S.A.S., to agree the payment of pre – operating expenses that had been spent to bring the waste management business in the subsidiary of joint venture in the amount of Baht 40.80 million to Wheig S.A.S. as following :

1. The joint venture will provide a loan to Focus Wheig Bangna Limited (formerly, Wheig (Thailand) Company Limited)
2. Focus Wheig Bangna Limited will pay in 60% of the amount of Baht 13.60 million which is the amount of Baht 8.16 million after the payment of share capital and formation of the joint venture and ;
3. Focus Wheig Bangna Limited will pay in 40% of the amount of Baht 13.60 million which is the amount of Baht 5.44 million upon the successful commissioning of all machines and equipment of the first project.

The estimated value of net assets acquired of subsidiary of the joint venture at the acquisition date consisted of:

	Baht
Cash and cash equivalents	43,747
Other current assets	40,688
Total Assets	84,435
Trade and other payables	(9,645,102)
Other current liabilities	(1,085)
Total Liabilities	(9,646,187)
Net Assets	(9,561,752)
Shareholding percentage (%)	100
The estimated interests of net assets value of subsidiary of joint venture	(9,561,752)
Value of consideration transferred	
Purchase price of subsidiary of joint venture	1
The difference on business acquisition	9,561,753

As at December 31, 2016, the joint venture was still in the process of determining the fair value of the business. In this regard, the fair values of assets acquired and liabilities assumed as at the acquisition date were the estimated values, which might be adjusted in accordance with TFRS 3 (revised 2015) Business Combinations. According to the standard, the joint venture's management is required to make a preliminary assessment of the fair values of businesses acquired as at the acquisition date. During the measurement period, which must not exceed one year from the acquisition date, the joint venture is to retrospectively adjust the provisional amounts recognised at the acquisition date to reflect new information obtained about facts and circumstances that existed as of the acquisition date. In addition, the fair values of the businesses acquired during the period are dependent on the result of evaluation on fair value of identified assets acquired and liabilities assumed and this process is currently not completed. Such discrepancy of Baht 9.56 million is therefore recorded as "intangible asset" under non-current assets in the consolidated statement of financial position of the joint venture.

10. BUILDING AND EQUIPMENT

Building and equipment as at December 31, 2016 and 2015 consisted of:

	Baht				
	Financial statements in which the equity method is applied and Separate financial statements				
	Construction	Machinery and equipment	Furniture and office equipment	Vehicles	Total
Cost					
As at January 1, 2015	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
Purchases/transfer in	-	227,395	28,350	-	255,745
Adjust/transfer out	-	(231,119)	(20,300)	-	(251,419)
Disposals	-	-	-	-	-
As at December 31, 2016	619,952	71,900,207	13,455,455	9,571,455	95,547,069
Accumulated depreciation					
As at January 1, 2015	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
Depreciation	123,990	3,497,949	1,404,831	377,366	5,404,136
Adjust/transfer out	-	(150,419)	(17,872)	-	(168,291)
Disposals	-	-	-	-	-
As at December 31, 2016	191,873	63,342,689	11,705,195	8,011,379	83,251,135
Net book value					
Owned assets	552,069	6,584,754	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
Owned assets	428,079	8,557,519	1,750,260	1,560,076	12,295,934
Assets under finance leases	-	-	-	-	-
As at December 31, 2016	428,079	8,557,519	1,750,260	1,560,076	12,295,934

	Baht	
	Financial statements	
	in which the equity	
	method is applied and	
	Separate financial statements	Separate financial statements
	2016	2015
Depreciation for the years ended December 31		
was included in		
Cost of property development	-	207,183
Cost of construction	1,317,616	2,001,261
Administrative expenses	4,086,520	4,475,474
Total	5,404,136	6,683,918
As at December 31		
the carrying amount before accumulated depreciation		
which have been depreciated and still in use	63,915,819	53,037,451

	Financial statements in which the equity method is applied and		
	Separate financial statements		
	As at December 31, 2016		
	Rental and service rate per month		
	Lessor	Period	(Million Baht)
Office rental and service agreement	Third party	3 years	0.36
Commitments for rental	Third party	3 years	0.03

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.

11. INTANGIBLE ASSETS

Intangible asset as at December 31, 2016 and 2015 consisted of:

	Baht		
	Financial statements in which the equity method is applied and Separate financial statements		
	Computer program		
	Computer program	under installation	Total
Cost			
As at January 1, 2015	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
Purchases/transfer in	-	-	-
Disposals/transfer out	-	-	-
As at December 31, 2016	4,402,350	-	4,402,350
Accumulated amortization			
As at January 1, 2015	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
Amortization	501,946	-	501,946
Disposals/transfer out	-	-	-
As at December 31, 2016	1,209,028	-	1,209,028
Net book value			
As at December 31, 2015	3,695,268	-	3,695,268
As at December 31, 2016	3,193,322	-	3,193,322

Amortization for the years ended December 31, 2016 and 2015 in the amount of Baht 0.50 million and in the amount of Baht 0.49 million, was included in cost of sales and services and administrative expenses.

12. DEFERRED TAX

Deferred tax as at December 31, 2016 and 2015 consisted of:

	Baht	
	Financial statements	
	in which the equity	
	method is applied and	Separate
	Separate financial statements	financial statements
	2016	2015
Deferred tax assets	12,359,382	13,553,097

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

	Baht			
	Financial statements in which the equity method is applied			
	and Separate financial statements			
	At January 1,	Profit	Other comprehensive	At December 31,
	2016	(loss)	loss	2016
Deferred tax assets				
Allowance for doubtful accounts	3,920,574	(2,146,334)	-	1,774,240
Provision	1,373,717	327,322	(56,334)	1,644,705
Cost of property development	1,535,332	(425,925)	-	1,109,407
Tax loss carry forward	6,723,474	1,107,555	-	7,831,030
Total	13,553,097	(1,137,381)	(56,334)	12,359,382

	Baht			
	Separate financial statements			
	At January 1,	Profit	Other comprehensive	At December 31,
	2015	(loss)	loss	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

13. OTHER NON-CURRENT ASSETS

Other non-current assets as at December 31, 2016 and 2015 consisted of:

	Baht	
	Financial statements in which the equity method is applied and Separate financial statements	Separate financial statements
	2016	2015
Guarantee and deposits	2,662,133	2,456,600
Retention receivables	29,151,512	46,329,003
Withholding tax	35,161,722	29,349,762
Others	1,570,351	8,621,532
Total	68,545,717	86,756,897
Less Allowance for doubtful debts	(7,984,643)	(19,532,870)
Net	60,561,074	67,224,028

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, 2016 and 2015 were as follows:

	Baht	
	Financial statements in which the equity method is applied and Separate financial statements	Separate financial statements
	2016	2015
Beginning balance	19,532,870	19,565,580
Less Reversal of doubtful debts	(5,323,095)	(32,710)
Less Written-off bad debt	(6,225,132)	-
Ending balance	7,984,643	19,532,870

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

Bank overdrafts and short-term loans from financial institutions as at December 31, 2016 and 2015 consisted of:

	Baht	
	Financial statements	
	in which the equity	
	method is applied and	
	Separate financial statements	Separate financial statements
	2016	2015
Bank overdrafts	-	18,615,661
Promissory notes - against payment	17,262,500	-
Total	17,262,500	18,615,661

The Company has credit facilities with financial institutions consisted of:

Type	Facilities (Million Baht)		Referred interest rate (% per annum)	
	2016	2015	2016	2015
Bank overdrafts	23.00	23.00	MOR, Fixed deposit	MOR, Fixed deposit
Letter of guarantee	345.30	417.70	-	-
Promissory notes	58.00	23.00	MLR, MOR	MLR, MOR

As at December 31, 2016, the Company has collateral as follows:

Type	Facilities (Million Baht)	Collateral
Bank overdrafts	3.00	Company's fixed deposit (see Note 8).
	15.00	Guarantee by a third party.
	5.00	Mortgaged by Focus Ploenchit project (see Note 7).
Letter of guarantee	185.12	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).
	135.18	No collateral.
Promissory notes	58.00	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.

15. TRADE AND OTHER PAYABLES

Trade and other payables as at December 31, 2016 and 2015 consist of:

	Baht	
	Financial statements	
	in which the equity	
	method is applied and	
	Separate financial statements	Separate financial statements
	2016	2015
Trade accounts payable	39,833,881	84,696,473
Accrued expenses	2,254,939	4,495,974
Total	42,088,820	89,192,446

16. CURRENT PORTION OF LIABILITIES

Current portion of liabilities as at December 31, 2016 and 2015 consisted of:

	Note	Baht	
		Financial statements	
		in which the equity	
		method is applied and	
		Separate financial statements	Separate financial statements
		2016	2015
Loans from financial institutions	18	30,942,900	-
Liabilities under finance lease		-	1,289,165
Total		30,942,900	1,289,165

17. SHORT-TERM LOANS FROM OTHER PERSON

Movements of short-term loans from other person in the financial statements in which the equity method is applied and separate financial statements for the year ended December 31, 2016 were as follows:

	Baht
Beginning balance	-
Increase	30,000,000
Decrease	-
Ending balance	30,000,000
Less Deferred interest	(237,906)
Total	29,762,094

The Company has short-term loans from other person by issuing bill of exchange which has term not more than 270 days, with interest rate charged not exceeding 6.75% per annum and unsecured.

On August 15, 2016, the Board of Directors approved the extension of bill of exchange facility from Baht 30 million to Baht 100 million for working capital of the Company.

18. LOANS FROM FINANCIAL INSTITUTIONS

Loans from financial institutions as at December 31, 2016 and 2015 consisted of:

	Baht	
	Financial statements in which the equity method is applied and Separate financial statements	Separate financial statements
	2016	2015
Loans from financial institutions	80,942,900	136,766,974
Less Current portion	(30,942,900)	-
Long-term loans from financial institutions	50,000,000	136,766,974

The details of loans from financial institutions:

Lenders	Facilities (Million Baht)	Period	Interest rate per annum	Repayment
Bank	180.00	June 2012 - February 2017	MLR-1.25	when transfer right of residential condominium unit and
Bank	50.00	June 2016 - June 2019	MLR-1	interest paid on a monthly basis
Total	230.00			

Movements of loans from financial institutions for the years ended December 31, 2016 and 2015 were as follows:

	Baht	
	Financial statements	
	in which the equity	
	method is applied and	
	Separate financial statements	Separate
		financial statements
	2016	2015
Beginning balance	136,766,974	262,400,000
Increase	50,000,926	69,900,000
Decrease	(105,825,000)	(195,533,026)
Ending balance	80,942,900	136,766,974

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

19. EMPLOYEE BENEFITS

Movement of the present value of employee benefit obligations for the years ended December 31, 2016 and 2015 as follows:

	Baht	
	Financial statements	
	in which the equity	
	method is applied and	
	Separate financial statements	Separate
		financial statements
	2016	2015
Post-employment benefit plan		
Employee benefit obligations as at January 1	6,868,590	5,776,658
included in profit or loss:		
Current service cost	1,481,367	1,657,157
Interest cost	155,243	285,848
included in other comprehensive income :		
Actuarial (gain) loss arising from		
Demographic assumptions changes	-	(1,806,412)
Financial assumptions changes	-	2,187,719
Experience adjustments	(281,672)	(1,157,860)
Benefits transfer to accrued expenses	-	(74,520)
Employee benefit obligations as at December 31	8,223,528	6,868,590

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, 2016 and are summarised below:

	Baht			
	Financial statements in which the equity method is applied and			
	Separate financial statements		Separate financial statements	
	2016		2015	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(506,732)	560,266	(438,673)	485,136
Salary increase rate (1% movement)	492,540	(532,365)	365,327	(392,793)
Turnover rate (10% movement)	(490,161)	439,992	(427,401)	382,382

Employee benefit obligations in the statements of financial position as at December 31, 2016 and 2015 consisted of:

	Baht	
	Financial statements in which the equity method is applied and	
	Separate financial statements	Separate financial statements
	2016	2015
Post-employment benefit plan		
Present value of obligations	8,223,528	6,868,590
Employee benefit obligations - recognised in statements of financial position	8,223,528	6,868,590

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, 2016 and 2015 (expressed as weighted averages) are shown below:

Discount rate	2.40%
Salary increase rate	6.50%
Turnover rate	5 - 52.5%
Disability rate	10.00% of Thai Mortality Ordinary Table
Retirement age	60 years
Mortality rate	Thai Mortality Ordinary Table 2008

20. CONSTRUCTION CONTRACTS

For the years ended December 31, 2016 and 2015, construction contracts were as follows:

	Baht	
	Financial statements	
	in which the equity method	
	is applied and Separate	Separate
	financial statements	financial statements
	2016	2015
Value of contracts	1,642,946,766	2,339,503,948
Costs incurred up to the year	858,778,378	1,378,025,095
Estimated profit recognized up to the year	20,906,354	40,539,356
Costs and estimated profit recognized up to the year	879,684,732	1,418,564,450
Less Amount billed to customers up to the year	(859,625,121)	(1,415,933,557)
Unbilled receivables	26,462,957	19,916,792
Advances received	6,403,346	17,285,899

21. SHARE CAPITAL

The Ordinary General Meeting of Shareholders held on April 22, 2016, a resolution was passed the decreasing in the Company's registered share capital from Baht 400,000,000 to Baht 126,720,042, by deducting 273,279,958 unsold shares, at the par value of Baht 1 each. The Company registered the decrease of its registered share capital with the Ministry of Commerce on April 26, 2016

22. 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.

23. EXPENSES BY NATURE

Significant expenses by nature for the years ended December 31, 2016 and 2015 were as follows:

	Baht	
	Financial statements in which the equity method is applied and Separate financial statements	Separate financial statements
	2016	2015
Salary and employee benefits	72,499,613	99,627,560
Rental and service expense	6,997,109	6,902,609
Depreciation and amortization	5,906,082	7,177,287

24. FINANCE COSTS

Finance costs for the years ended December 31, 2016 and 2015 consisted of:

	Baht	
	Financial statements in which the equity method is applied and Separate financial statements	Separate financial statements
	2016	2015
Interest expenses	8,995,518	15,031,818
Interest capitalised	-	(2,525,208)
Net	8,995,518	12,506,610

25. INCOME TAX

Corporate income tax for the years ended December 31, 2016 and 2015 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. 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.

According to the Revenue Code Amendment Act (No. 42) B.E. 2559 which is effective from March 5, 2016 onwards, the corporate income tax is reduced from 30 % to 20% of net profit for accounting period beginning on or after January 1, 2016 onwards.

Tax expense for the years ended December 31, 2016 and 2015 consisted of:

	Baht	
	Financial statements	
	in which the equity	
	method is applied and	Separate
	Separate financial statements	financial statements
	2016	2015
Current tax		
Current year	-	-
Deferred tax		
Movements in temporary differences	(1,137,381)	(3,248,053)
Tax expense	(1,137,381)	(3,248,053)

Income tax recognised in other comprehensive income for the years ended December 31, 2016 and 2015 were as follows:

	Baht	
	Financial statements	
	in which the equity	
	method is applied and	Separate
	Separate financial statements	financial statements
	2016	2015
Provisions	(56,334)	(155,311)

Reconciliation of effective tax rate

	2016		2015	
	Tax rate		Tax rate	
	(%)	Baht	(%)	Baht
Profit before income tax		2,827,560		6,555,713
Income tax using the corporate tax rate	20	(565,512)	20	(1,311,143)
Expenses not deductible for tax purposes		(1,097,790)		(2,201,826)
Revenues granted income tax exemption		2,319,597		-
Addition expenses deductible for tax purposes		451,260		42,392
Profit (loss) for the year		(1,107,555)		3,470,577
Current tax	-	-	-	-
Movement in temporary differences		(1,137,381)		(3,248,053)
Tax expense	40	(1,137,381)	50	(3,248,053)

26. COMMITMENTS AND CONTINGENT LIABILITIES

As at December 31, 2016, the Company had commitments and contingent liabilities as follows:

26.1 Letters of guarantee issued by banks of Baht 101.72 million (see Note 14).

26.2 Commitments for payment under the agreements as follows:

26.2.1 Payment under office rental and service agreement (see Note 10) as follows:

Period	Rental and service expense (Thousands Baht)
1 year	3,167
2 - 3 years	112

26.2.2 Payment under construction contract in the amount of Baht 25.74 million.

26.2.3 Payment under property development project in the amount of Baht 10.32 million.

26.2.4 Payment under service agreement in the amount of Baht 0.06 million per month.

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

27. SEGMENT INFORMATION

Operating segment information is reported in a manner consistent manner 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, 2016 and 2015 were classified as follows:

	Baht					
	Construction		Property development		Total	
	2016	2015	2016	2015	2016	2015
Revenues	152,773,062	228,550,623	165,926,561	261,385,474	318,699,623	489,936,097
Cost	(151,205,893)	(249,595,226)	(97,646,704)	(157,351,537)	(248,852,597)	(406,946,763)
Gross profit (loss)	1,567,169	(21,044,603)	68,279,857	104,033,937	69,847,026	82,989,334

	Baht					
	Construction		Property development		Total	
	2016	2015	2016	2015	2016	2015
Assets						
Trade and other receivables	15,926,794	21,096,162	-	-	15,926,794	21,096,162
Work in progress	3,901,724	727,470	-	-	3,901,724	727,470
Unbill receivables	26,462,957	19,916,792	-	-	26,462,957	19,916,792
Cost of property development	-	-	231,790,720	322,864,784	231,790,720	322,864,784
Other non-current assets	58,357,175	66,457,080	2,203,899	766,948	60,561,074	67,224,028
Liabilities						
Trade and other payables	40,569,805	72,889,104	1,519,015	16,303,342	42,088,820	89,192,446
Estimated cost	16,574,672	30,269,849	12,145,844	9,117,972	28,720,516	39,387,821
Advance received	6,403,346	17,285,899	36,409,654	22,745,857	42,813,000	40,031,756
Loans from financial institutions	17,262,500	15,041,856	80,942,900	140,340,778	98,205,400	155,382,635

28. 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.

29. EVENT AFTER THE REPORTING PERIOD

At the Board of Directors' Meeting held on February 27, 2017, the Board approved to propose at the Ordinary General Meeting of Shareholders, in order to approve the increase of the Company's registered capital from the existing registered capital of Baht 126,720,042 to Baht 227,760,073 by issuing new 101,040,031 ordinary shares at the par value of Baht 1 each with details as follows:

1. To allocate up to 63,360,021 newly issued ordinary shares to offer the existing shareholders at the ratio of 2 existing shares to 1 newly issued share at the offering price of Baht 1.20 per share. In the case of remaining shares from exercise rights of the existing shareholders, to be allocated and offered to the Private Placement at the offering price not less than 90 percent of the market price and not less than the offering price to the existing shareholders.
2. To propose the issuing and allocating the Warrants to purchase the Company's Ordinary Shares No. 2 (FOCUS-W2) of up to 31,680,010 units to offer the existing shareholders at the ratio of 1 newly issued share to 0.5 unit of the Warrants (Right Offering) at the offering price of Baht 0 per unit. The Warrants shall have a term of 3 years from the issue date and have the exercise price of Baht 1.80 per ordinary share and the exercise rate of 1 unit of the Warrants right to purchase 1 newly issued share by allocating up to 31,680,010 newly issued ordinary shares to accommodate the exercise of the Warrants with exercise period as follows:
 - The exercise period is determined that the warrant holders may exercise the Warrants on the last working day of March, June, September, and December of each calendar year ("Exercise Date"). In case of the last Exercise Date, the notification period shall not be less than 15 days prior to the last Exercise Date. The last Exercise Date will be not to exceed the date of expiration of the Warrants.
3. To propose the issuing and offering the Warrants of 6,000,000 units to offer the eligible directors, management and employees of the Company as ESOP Project (ESOP-Warrant) at the offering price of Baht 0 per unit. The Warrants shall have a term of 5 years from the issue date and have the exercise price of Baht 1.80 per ordinary share and the exercise rate of 1 unit of the Warrants right to purchase 1 newly issued share by allocating up to 6,000,000 newly issued ordinary shares to accommodate the exercise of the Warrants with exercise period as follows:
 - The exercise period is determined that the first exercise the right to purchase the newly issued shares of the Company at the end of 1 year period from the issuance date of the ESOP-Warrants and the last exercise date is the date of expiration of the Warrants, having the proportion exercise as follows:
 - Within the end of the second year, may exercise the right to purchase the newly issued shares in the proportion of up to 25%.
 - Within the end of the third year, may exercise the right to purchase the newly issued shares in the proportion of up to 50%.
 - Within the end of the fourth year, may exercise the right to purchase the newly issued shares in the proportion of up to 75%.
 - Within the end of the fifth year, may exercise the right to purchase the newly issued shares in the proportion of up to 100%.

The warrants shall be exercised on the last business day of March, June, September and December of each year.

30. APPROVAL OF THE FINANCIAL STATEMENTS

These financial statements were authorised for issue by the Company's Board of Directors on February 27, 2017.

[As at 31 December 2016]

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
1.	Mr. Anucha Sihanakathakul Chairman of the Board (Authorized Director) Appointment Day: 4/11/2002	57	M.B.A (Finance), University of Houston, Texas, U.S.A. B.A. (Accounting & Management), Houston Baptist University, Texas, U.S.A. (Fellow Member), Thai Institute of Directors (IOD) 2/2001 Directors Certification Program (DCP), Thai Institute of Directors (IOD) 4/2000	-	-	2016 – present 2013 – present 2013 – present 2010 – present 2010 – present 2010 – present 2010 – present 2010 – present 2010 – present 2010 – present 2010 – present 2010 – present 2010 – present 2008 – present 2008 – present 2007 – present 2007 – present 2007 – present 2003 – present 2002 – present 1998 – present 1989 – present	Chairman Director Chairman Executive Chairman Director Director Director Director Director Director Director Director Director Director Director Director the Audit Committee Director Director Executive Chairman Director Director Director	Focus Development and Construction Pcl. / Holding Company Rai Arthit Co.,Ltd./Investment Data Technology Co., Ltd. / Consult, Design and Distribute Computer Equipments Data In Motion Co., Ltd. / Distribute Wi Net & Wi Fi Equipments Amata B. Grimm Power Co., Ltd. / Electricity Generating Amata B. Grimm Power 1 Co., Ltd. / Electricity Generating Amata B. Grimm Power 2 Co., Ltd. / Electricity Generating Amata B. Grimm Power 4 Co., Ltd. / Electricity Generating Amata B. Grimm Power 5 Co., Ltd. / Electricity Generating Amata Power (Rayong) Co., Ltd. / Electricity Generating Amata Power B. Grimm (Rayong)1 Co., Ltd. / Electricity Generating Amata Power B. Grimm (Rayong)2 Co., Ltd. / Electricity Generating Amata Water Co., Ltd. / Water & Utilities Amata Asia Ltd./ Investment Amata Corporation Pcl./Industrial Estate Development Amata Summit Reay Built Co.Ltd. / Factories for Lease 888 Property Co.,Ltd./ Investment Focus Development and Construction Pcl. / Construction & Property Development Focus Environmental Co.,Ltd./Construction & Engineering Capital Focus Co., Ltd. / Investment Moon Dance Development Co., Ltd. / Property Development

Work experience during the past 5 years						
No.	Name - Surname Position	Age (years)	Education Background / Training	Percent of Share holding in the company (%)	Family Relationship	Period Position Name of Unit / Company Business Type
2.	Mr. Jeremy Lechemere King Vice Chairman Appointment Day: 22/08/2007	54	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 Chairman and CEO, Knight Asia Co., Ltd. 1996 – present Chief Executive and Managing Director Siam Knight Fund Management Securities Co., Ltd. 2002 – present Director Focus Engineering and Construction Pel. / Construction 2007 – 2008 Executive Director Raimon Land Pel. / Real Estate Development 2002 – 2006 Director Brooker Group Pel. / Research and Real Estate Advisor 2001 – 2006
3.	Mr. Nontawat Thongmee Managing Director (Authorized Director) Appointment Day: 4/11/2002	54	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	-	-	2016 – present Director Focus Wheig Corporation Limited / Holding Company 2004 – present Director and Managing Director Focus Wheig Bangna Limited / Waste Management Company Focus Development and Construction Pel. / 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	80	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 Pel. / Construction
						2002 – present		Focus Development and Construction Pel. / 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	57	Master of Comparative Law University of Iowa, U.S.A. Thai Barrister at Law , BAR Association Bachelor of Law, Chulalongkorn University Directors Accreditation Pro- gram (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 Pel. / Construction / Property Development
						2008 – present		Focus Development and Construction Pel. / Construction / Property Development
						2006 – present		Focus Development and Construction Pel. / 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	51	Bachelor of International Relation with a minor in Asian History, James Madison Col- lege, Michigan State University Director Certification Program (DCP), Thai Institute of Directors (IOD) 123/2009 Certificate of Attendance Cor- porate Governance of Capital Market Intermediaries 9/2015 during 11-12 November 2015 (SEC)	-	-	2016 – present 2014 – present 2008 – present 2006 – present 2004 – present	Director Director Director Director Director Director	Focus Wheel Corporation Limited / Holding Company Focus Wheel Bangna Limited / Waste Management Company Siam Knight Fund Management Securities Co., Ltd. Focus Development and Construction Pel. / Construction / Property Development Rubfla International Limited Knight Asia Co., Ltd.
7.	Mr. Thomas C. Thompson Director Appointment Day: 25/04/2008	65	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 Com- mittee and Nomina- tion and Remunera- tion Committee Director Partner	Focus Development and Construction Pel. / Construction / Property Development Focus Development and Construction Pel. / Construction / Property Development ACH Investment Pte. Ltd

[illegible]

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	Mrs. Wilaiporn Siripoorikan Assistant Managing Director of Finance and Accounting Division	49	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)	-	2016 – present 2005 – present	Director Assistant Managing Director of Finance and Accounting Division	Focus Wheig Bangna Limited / Waste Management Company Focus Development and Construction Pcl. / Construction / Property Development
10.	Mr. Sombat Tipyananukul Company Secretary	58	Master's Degree in Law Chulalongkorn University Bachelor's Degree in Law Chulalongkorn University	-	-	2014 – present 2010 – 2013	Head of Legal Department Lawyer and Legal Advisor	Focus Development and Construction Pcl. /Construction / Property Development -

Attachment 2 – Shareholding Information of Directors, Management, Controllers and Company Secretary*

		As of 31 December 2015	As of 31 December 2016
1	Mr. Anucha Sihanatkathakul	- None -	- None -
2	Mr. Jeremy Lechemere King	- None -	- None -
3	Mr. Nontawat Thongmee	- None -	- None -
4	Pol.Maj.Gen. Sunthorn Boonruang	- None -	- None -
5	Mr. Phasunsook Ayanaputra	- None -	- None -
6	Mr. Patrick Michael Davenport	- None -	- None -
7	Mr. Thomas C. Thompson	- None -	- None -
8	Mr. Tanakorn Leelasiri	300 shares	300 shares
9	Mrs. Wiliaporn Siripoorikarn	300 shares	300 shares
10	Mr. Sombat Tipyananukul	- None -	- None -

* **Remarks :** including their spouses and minor children

Attachment 3 Details of Associated Company

Company Name	: Focus Wheig Corporation Limited
Address	: 25 Alma Link Building, 9th Floor, Soi Chidlom, Ploenchit Road, Kwaeng Lumpini, Khet Pathumwan, Bangkok 10330
Registered Capital	: 15 Million Baht, divided into 1,500,000 shares with a par value of 10 Baht each
Paid-Up Capital	: 10.5 Million Baht (70% of the Registered Capital)
Major Shareholders	: 60% held by Focus Development and Construction Public Company Limited 40% held by Wheig S.A.S., France
Type of Business	: Holding Company
Board of Directors	: Mr. Anucha Sihanatkathakul Mr. Bertrand Mari Joseph Antoine Courcelle Mr. Patrick Michael Davenport Mr. Nontawat Thongmee Mr. Alban Karim Claude Gaston Casimir

Attachment 4 - Details of Head of Internal Audit (Outsource)

Name	: Mrs. Anchana Samohsaman
Age	: 66 Years Old
Adress	: 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	
<i>1977-Present</i>	Certified Public Account
<i>1987-1989</i>	Credit Card Division, Bangkok Bank Public Company Limited
<i>1974-1987</i>	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.

Attachment 5 Whistle Blowing Policy on Fraud and Corruption

Any staff who find any suspicious action which may fall within the scope of fraud and corruption must report such matter to the Company without delay and shall cooperate with the Company for the fact finding or blow the whistle directly to:

Internal Audit Department

Focus Development and Construction Public Company Limited

9th Floor, Alma Link Building, No. 25 Soi Chidlom, Ploenchit Road,

Kwaeng Lumpini, Khet Pathumwan, Bangkok 10330

Tel. (662) 650 3105-9, Fax (662) 650 3065-6

Email Address: InternalAudit@focus-pcl.com

The Company shall keep the whistle blowing as confidential for the safety of life and property of the whistle blower.



Focus

FOCUS DEVELOPMENT AND CONSTRUCTION
PUBLIC COMPANY LIMITED

9TH FL. ALMA LINK BUILDING, 25 SOI CHIDLOM PLOENCHIT,
LUMPINI, PATUMWAN, BANGKOK 10330, THAILAND
TEL: 0-2650-3105-9 :0-2650-3063-4 FAX: 0-2650-3065-6
WWW.FOCUS-PCL.COM