

PPSGROUP
PROJECT PLANNING SERVICE
PUBLIC COMPANY LIMITED

2016 ANNUAL REPORT

English Version

PROJECT PLANNING SERVICE PCL.



ISO 9001 CERTIFIED

OUR STORY



1987
Established
"Project Planning Service Co., Ltd.
(PPS)"



1987-1990
Grand China Hotel Project
"The deepest structure
in Thailand at that time"



1990
Established
"PPS Design Co., Ltd.
(PPSD)."



1990-1995
Baiyoke Tower II Project
"The tallest building
in Thailand at that time"



1997
Received Certified
ISO 9002:1994



1997-2002
MRTA
Initial System Project
"The first subway in Thailand"



2001-2010
The New Head Office
of Bank of Thailand Project
"The full service for
project management"



2001-2006
Suvarnabhumi Airport Project
"World Class Airport"



2005
Received Certified
ISO 9001:2008



2012
Being on the listing of the Market
for Alternative Investment (mai)
and changed the company's name to be
Project Planning Service Public Company Limited.



2012-2015
Central Westgate
"The Best Super
Regional Mall in
Southeast Asia"



2014
Signatory Company of
Thailand's Private Sector
Collective Action Coalition
Against Corruption's
Declaration of Intent



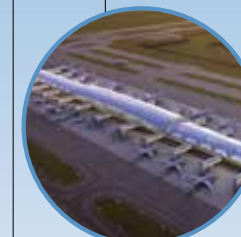
2015-2017
ICONSIAM
"The Tallest Building
in Thailand"



2015
Certified Company of
Thailand's Private Sector
Collective Action Coalition
Against Corruption (CAC)



2015-2019
Langsuan Village
"The New Luxurious
Mixed Used Development
in Central Bangkok"



2016-2021
Suvarnabhumi Airport
Development Project Phase 2
"World Class Airport"

swan & maclaren
Thailand

2013
Be the partner with
Swan & Maclaren Group Pte, Ltd.
(Singapore) to establish
"Swan & Maclaren (Thailand)
Company Limited"



Established
"PPS Information Consultant
Company Limited (PIC)"



Established
Ensemble Equity Pte, Ltd.
Juristic person in Singapore



2016
Received
"Total Innovation Management Award 2016"
in Thai Listed Firms Innovation project
from The Stock Exchange of Thailand,
Market for Alternative Investment (mai),
The National Innovation Agency (NIA)
and The College of Management,
Mahidol University

TRUSTWORTHY PROJECT MANAGER

www.pps.co.th

TABLE OF CONTENTS

VISION MISSION VALUE STRATEGY LONG TERM GOALS.....	2
STRATEGY	3
THE COMPANY'S HIGHLIGHTS	4
OUR PROUDLY ACHIEVED AWARDS 2016	5
MESSAGE FROM THE CHAIRMAN	7
MESSAGE FROM THE MANAGING DIRECTOR	8
BOARD OF DIRECTORS	10
EXECUTIVE PROFILE	15
ORGANIZATION CHART	24
NATURE OF BUSINESSES	26
SHAREHOLDING STRUCTURE	28
- SUBSIDIARY COMPANIES.....	28
- VENTURE CAPITAL.....	29
- JOINT-VENTURE	29
OPERATING RESULTS 2016 AND TARGETS 2017.....	30
REVENUE STRUCTURE	46
RISK AND RISK MANAGEMENT	47
MARKET SENTIMENT AND COMPETITION	51
MAJOR SHAREHOLDERS	52
MANAGEMENT STRUCTURE	53
BOARD OF DIRECTOR	54
AUDIT COMMITTEE	56
NOMINATION AND REMUNERATION COMMITTEE ..	57
CORPORATE GOVERNANCE AND SOCIAL RESPONSIBILITY COMMITTEE.....	58
EXECUTIVE COMMITTEE	59
RISK MANAGEMENT COMMITTEE	60
MANAGEMENT TEAM.....	61
COMMITTEES IN 2016.....	62
SUMMARY TABLE OF THE GENERAL APPROVAL AUTHORITY	63
DIRECTORS AND THE EXECUTIVES	64

MEETING ATTENDANCE OF VARIOUS COMMITTEE MEMBERS (NUMBER OF TIMES)	68
COMPENSATIONS FOR MEMBERS OF THE BOARD OF DIRECTORS AND THE COMPARISON OF COMPENSATIONS BETWEEN VARIOUS COMMITTEES BETWEEN 2014 TO 2016	69
REPORT OF CHANGES IN SECURITIES HOLDINGS OF THE COMPANY'S BOARD OF DIRECTORS AND HIGH- LEVEL EXECUTIVES	73
PPS SUSTAINABILITY	74
ETHICAL CODE AND REGULATIONS	99
THE COMPANY'S SECURITIES	101
INVESTMENT	101
DIVIDEND PAYMENT POLICY AND HISTORY OF DIVIDEND PAYMENT IN THE ACCOUNTING YEARS 2014 - 2016	102
INTERNAL DATA CONTROL	103
PERSONNEL	104
- THE NUMBER OF COMPANY'S PERSONNEL (EXCLUDING EXECUTIVES)	104
- TOTAL SALARY & ALLOWANCE OF PERSONNEL	104
- SIGNIFICANT LABOUR DISPUTES IN THE LAST 3 YEARS.....	104
ADMINISTRATION AND HUMAN RESOURCE DEVELOPMENT	105
INTERNAL AUDIT	107
INVESTMENT IN SUBSIDIARIES AND JOINT-VENTURE	109
RELATED TRANSACTIONS OF PPS AT THE END OF THE YEAR (ENDED DECEMBER 31, 2016)	110

LEGAL DISPUTE	112
OBLIGATIONS FOR ISSUING SHARES	112
INFORMATION CONCERNING BONDS OR BILLS	112
RISK MANAGEMENT COMMITTEE REPORT	118
INDEPENDENT AUDITOR'S REPORT	119
TATEMENTS OF FINANCIAL POSITION	122
STATEMENTS OF COMPREHENSIVE INCOME.....	124
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (CONSOLIDATED FINANCIAL STATEMENTS)	126
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (SEPARATE FINANCIAL STATEMENTS)	127
STATEMENTS OF CASH FLOWS	128
NOTES TO FINANCIAL STATEMENTS	131
3 -YEAR SUMMARY OF FINANCIAL CONDITION AND RESULT OF OPERATIONS	176
MANAGEMENT DISCUSSION AND ANALYSIS	183
TAX POLICY	190
AUDIT FEE	191
GENERAL INFORMATION OF THE COMPANY AND OTHER REFERENCED PERSONS	192
CONTENTS SUMMARY ACCORDING TO FORM 56-2 IN 2016	194

Vision Mission Value Strategy Long term goals

Vision

We strive to be the leader in consulting business and related businesses in AEC
via good governance with continuous upgrading standards
by innovation to ensure sustainable business practice.



Prasong Tharachai
Chairman

Mission

1. We differentiate our services by
 - 1.1 Enhance innovation to all operating processes
 - 1.2 Develop innovation serving current business's needs and to generate new future business
 - 1.3 Develop our own internal database system and knowledge management
2. Develop our organization to ensure sustainable growth by
 - 2.1 Human resource development
 - 2.2 Internal processes development
3. Maintain successive revenue growth from variety sources of income under controllable risk level
4. Maintain practical profitability under professional ethics and ensure stakeholders' benefit

Value

- "PPS" Never let up and working as a team
- "PPS" Care for stakeholders' benefit
- "PPS" Knowledgeable, international standards practice, trustworthy with professional ethics
- "PPS" Always coordinate and work with others proactively
- "PPS" Trustworthy Project Manager

Strategy

1. We will strive to be the leader of our industry by fully utilization of information technology throughout our process and also increase our ability to work in process via ISO 9000 quality management system. We will fully develop our knowledge management system so our knowledge is fully maintained, researched and analysed. We will strive to be the leader of our industry.
2. We will develop and expand potential of our personnel to be able to work in more sectors i.e. industry, public sector and AEC markets.
3. We will clearly demonstrate our staff career path so our people could achieve their personal goals.

Long term goals

Create good quality engineer A good model for professional development And support social development of good engineers To promote the values of a professional engineer to be honored It is recognized and honored

1. Enterprise Knowledge Engineering consists of personnel with integrity
2. The revenue side, sustainability and growth that is appropriate to the risk and economic volatility
3. Have the ability to do business in the ASEAN countries
4. A good governance throughout the business processes for the sustainability of society

Note : Approved by the Board of Director's Meeting No. 4/2016 held on November 12, 2016

The Company's Highlights



Our Proudly Achieved Awards 2016



- Excellent Innovative Organization Award of TIM Forum “Innovative Organization to Sustainability in SET”
- Excellent CG Scoring 2016 / 5 Star CG Scoring
- Thailand Sustainability Investment 2016 Award of SET Sustainability Awards 2016 by Stock Exchange of Thailand
- EIT – CSR Awards 2016 (Honorable mention) by Engineering Institute of Thailand
- The company has been received innovation research and development fund from advance training and development of innovation program from National Innovation Agency, SET, mai and Thailand Management Association
- The company has been evaluating Annual General Meeting (AGM) of shareholders for the year 2016, the full score of 100 points by Thai Investor Association



Message from the Chairman

In the year 2016, the construction industry is slowing down due to global market slow down including China. Total revenue of the company has been affected from such slow down, however the company could still make profit even though it has not reach the goal.

In 2016, I am delighted to inform you that the Project Planning Service PLC (PPS) has received Thailand Sustainability Investment Award 2015 as part of the SET Awards 2014 program and also received Board of The Year Award 2015 for MAI group from the Thai Institute of Directors. Apart from these two awards, PPS has now been rated as a five star company for its good governance practice. All of these has been achieved through the cooperation of all of PPS staff under the governorship of the board of directors and the company management.

However, the board of directors shall maintain its course towards business practices in 2016 by adhering to the sustainable development together with good governance practices and good values which are in line with the business strategy of the company continuing on from 2015. The company strategy is being geared to the direction of Thailand infrastructure development, the AEC development and the company's internal information technology development. The board of directors shall oversee the business practices of PPS both internally and internationally to ensure that they are fair and transparent so that they are sustainably moving forward which ultimately bring prosperity to the business, the society, the country and all of the stakeholders.

The declaration of intent of PPS to join the Collective Action Coalition Against Corruption in the year 2015 through the audit during the course of the year has now been accredited. PPS will receive the certificate from the Collective Action Coalition Against Corruption on 29 February 2016.

All of the past and future success has been ignited from the commitment internal to the company and moving outward toward society. The commitment of all of PPS personnel together with the supports of all stakeholders coupled with the well being of all staff has sprung out their families, stakeholders and society. We all realize the importance of business sustainability which needs to be developed continuously with the society and environment in the same fashion will ultimately brings prosperity to the country including the asean community which we are a part of.

As the representative of the board of directors, I would like to extend my gratitude to the shareholders, customers, management, staff including the media and all stakeholders who have been providing supports to PPS towards its continuing success. We are committed that we will move forward with favorable results through good governance to ensure sustainable development of the company and all of its stakeholders.

Prasong Tharachai
Chairman

Message from the Managing Director



Thailand political situation in year 2016 was more stable than the year 2015 leading to stronger economic stability of the country under government's policies on commitment and encouragement of Thailand's economic development into new sustainable economic structure. The government first package of economic stimulation measurement was investment on basic infrastructure which generating more monetary liquidity of the economic system including of private sectors' consumption and investment. Such economic stimulation measurements is driving construction sector and related construction industries to early stage of growth resulting to the Company's positive trending.

Overview of the Company's operating results in year 2016 was in good expansion compare to year 2015. Total revenue of the Company in 2016 is 319.10 million Baht significantly increasing from the 2015 which was at 238.93 million Baht which is 33.56% increase from last year. The profit of 2016 is 32.18 million Baht significantly increasing from the 2015 which was at 3.39 million Baht which is 849.26% increase from last year. The increasing of revenue and profit were the results that PPS has been awarded of a mega project for Supervision services of construction project for the second phase of Suvarnabhumi International airport. Furthermore, many projects of the Company were in full growth period.

The government sector's portion of our revenue in 2016 is increasing as planned since early of the year however we will not drop down our strength in the private sector's market. Furthermore, we are in penetration into new markets and new potential customers as business partner to ensure our secured revenue. In 2016, we have successfully expanded into factory sector and data center projects.

The AEC market was unsuccessful in 2016. The project in Vientiane; Lao PDR obtained since late of 2015 was cancelled from customer's decision. Our effort to obtain other projects in Lao PDR throughout year 2016 was unsuccessful. For Cambodia market, we have only engineering design work from a subsidiary company without expansion to higher revenue from construction management services. There is uncertainty on initiation of projects in Myanmar market from obstacle of local legal and regulations. Therefore, revenue portion from AEC market in 2016 was not significant portion.

As per market segment, the total revenue in 2016 came from local market for 300.13 million Baht which could divided into private sector for 230.17 million Baht (72.13% of total revenue) and public sector for 69.96 million Baht (21.92% of total revenue) while the revenue from foreign market is 6.79 million Baht which is 2.13% of total revenue.

For the year 2017, we have developed growth strategies as follows:

1. Local Market

We consider the local market as the main market of the business. In 2017 we see the public sector growth is the main drive of the local market especially the government's policy of infrastructure investments. We still moving forward on private sector market from both existing and new customers and alliances. We see more confidence of new investment of private sector resulting from government's continuous economic stimulation measurements. We target our total revenue on 2017 on 15% growth from previous year.

2. Foreign Market

The revenue from AEC market in 2016 is under target as our attempt on expansion into construction management services in AEC market was unsuccessful. However, we see opportunity from our successive design works in Cambodia and engineering design work and construction management services in Vietnam market under alliance with Swan & McLaren Group Pte.Ltd. (SWAN) from Singapore.

3. Design Work

PPS Design Co.,Ltd. (PPSD), our subsidiary company and Swan & McLaren (Thailand) Co.,Ltd., our joint company are alliance by submission of co-proposal on design work. Swan & McLaren (Thailand) Co.,Ltd has obtained design work of large scale project which will significantly recognized of revenue in early of 2017.

4. Improving Competitiveness Through Innovation and IT

Our IT utilization policy is now moving forward. We see IT utilization as our enhancement of our people and process competitiveness throughout 2016. The company has been investing in development of innovation and IT technology together with PPS Information Consultant Company Limited (PIC). We are targeting that all of our projects and our internal process to be fully utilized on our innovation and IT in 2017. Our competitiveness enhancement not only generate Company's sustainable business for long term but also provide opportunities for PIC to roll out this innovation and IT tools to related construction businesses.

In the year 2016, I am very pleased to inform that PPS has received an award in the Thailand Sustainable Investment 2016 as part of SET Sustainability Awards 2016, received Excellent Innovative Organization Award of TIM Forum "Innovative Organization to Sustainability in SET" and has been rated five stars for good governance. These awards are the results of our commitment towards sustainable development which we will continuing on without hesitation.

In conclusion, I strongly believe that we will successfully grow in 2017 continuing from 2016. Our developed strategy and mission are in implementation which will provide us on a course of the Company's prosper sustainably together with our society and our country.

Tat Thongpakdi
Board of Director

Board of Directors



Mr. Prasong Tharachai

Chairman of the Board of Directors, Authorized Director and Chairman of the Executive



Mr. Tat Thongpakdi

Board of Director, Authorized Director, Executive Committee and Managing Director



Dr. Phongthon Tharachai

Board of Director, Authorized Director, Chairman of the Corporate Governance and Social Responsibility Committee, Risk Management Committee, Vice Chairman of the Executive Committee, Executive Committee and Deputy Managing Director



Dr. Theerathon Tharachai

Board of Director, Executive Committee and Deputy Managing Director of Finance and Organization Management



Pol. Lt. Gen. Dr. Nukool Jeamanukoolkit

Board of Director, Independent Director, Non-Executive Director and Chairman of the Audit Committee



Mrs. Vipavee Boonyaprasit

Board of Director, Independent Director, Non-Executive Director, Audit Committee, Chairman of the Nomination and Remuneration Committee and The Corporate Governance and Social Responsibility Committee



นายเชนทร์ เบนญกุล

Board of Director, Independent Director, Non-Executive Director and Audit Committee, The Nomination and Remuneration Committee



Mr. Prasong Tharachai

Position in the Company Chairman of the Board of Directors, Authorized Director and Chairman of the Executive Committee

Age 71 years

Academic Degree

- Ph.D. Honorary Doctorate of Engineering, Faculty of Engineering, Ramkhamhaeng University
- Master Degree, Master of Engineering, Asian Institute of Technology (AIT)
- Bachelor Degree, Bachelor of Engineering, Major in Civil Engineering, Faculty of Engineering, Chulalongkorn University

Training

- Director Accreditation Program (DAP) Class 91/2011 Thai Institute of Directors
- Role of the Chairman Program (RCP) Class 34/2014 Thai Institute of Directors
- Chairman Forum R-CF 1/2014 Thai Institute of Directors

Work Experience

- 2011 – 2015 Vice President of Council of Engineer
- 2008 - 2010 President of The Engineering Institute of Thailand Under H.M. The King's Patronage
- 2004 - 2006 Secretary of Council of Engineer
- 2003 - 2004 Secretary of The Engineering Institute of Thailand Under H.M. The King's Patronage
- 1987 - Present Chairman of Project Planning Service Public Company Limited
- 1987 - Present Chairman of PPS Design Company Limited
- 1976 - 1987 Vice President of Southeast Asia Technology Company Limited
- 1973 - 1976 Project Manager of Pramuan Pattanakan Company Limited
- 1971 - 1973 Project Manager of Wattana Engineering Consultants Company Limited
- 1968 - 1969 Field Engineer of Pramuan Pattanakan Company Limited

Directorships in the Company

- June 2nd, 2012 – April 17th, 2013 Chairman of Project Planning Service Public Company Limited (First Term)
- April 17th, 2013 – April 22nd, 2016 Chairman of Project Planning Service Public Company Limited (Second Term)
- April 22nd, 2016 – Present Chairman of Project Planning Service Public Company Limited (Third Term)
- Date of Appointment April 22nd, 2016

Number of year tenure as director 30 years

Directorships in other listed company - None -

Directorships in other company

- 1987 – Present Chairman of PPS Design Company Limited

Other Current Positions

- 2016 – Present Vice Chairman – Executive Committee of "FOUNDATION FOR THE WELFARE OF NEEDY SCHOOLCHILDREN UNDER ROYAL PATRONAGE OF HER MAJESTY THE QUEEN"
- 2014 – 2016 Vice President of "FOUNDATION FOR THE WELFARE OF NEEDY SCHOOLCHILDREN UNDER ROYAL PATRONAGE OF HER MAJESTY THE QUEEN"
- 2010 – Present Consultant of The Engineering Institute of Thailand Under H.M. The King's Patronage
- 1997 – Present Consultant of Thai Electrical & Mechanical Contractors Association Under H.M. The King's Patronage

Criminal history for the past 10 years - None -

Shareholding

72,973,560 Shares (15.20%)¹
62,893,560 Shares (13.10%)²

Family Relationship between Company's Director(s) and Executives :

Father of Mr. Phongthon Tharachai and Mr. Theerathon Tharachai

Note

(1) Held by the Directors includes the spouse, minor children and partnership referred to Section 258.

(2) Held by the Directors



Mr. Tat Thongpakdi

Position in the Company

Board of Director, Authorized Director, Executive Committee and Managing Director

Age 53 years

Academic Degree

- Master of Engineering Administration, Major in Construction Management, George Washington University, Washington DC, USA
- Bachelor of Engineering, Major in Civil Engineering, Faculty of Engineering, Chulalongkorn University

Training

- Director Accreditation Program (DAP) Class 100/2013 Thai Institute of Directors
- Financial Instruments for Directors (FID) Class 3/2013
- Successful Formulation and Execution of strategy (SFE) Class 24/2015 Thai Institute of Directors
- Enhancing Thailand Competitiveness (2015) Thai Listed Companies Association

Work Experience

- 2013 – Present Board of Director of Project Planning Service Public Company Limited
- 2013 - Present Managing Director of Project Planning Service Public Company Limited
- 2012 – Present Executive Committee of Project Planning Service Public Company Limited
- 1998 - 2011 Project Director of Project Planning Service Company Limited
- 1988 - 1998 Project Manager of Project Planning Service Company Limited
- 1986 - 1987 Assistant Project Manager of David Allen Company, Washington D.C., USA
- 1984 - 1985 Cost Engineer of Thai Konoike Construction Company Limited

Directorships in the Company

- April 17th, 2013 – April 22nd, 2016 Board of Director (First Term)
- April 22nd, 2016 – Present Board of Director (Second Term)
- Date of Appointment April 22nd, 2016

Number of year tenure as director 4 years

Directorships in other listed company - None -

Directorships in other company

- 2015 – Present Director of PPS Design Co.,Ltd.

Other Current Positions

- 2015 – Present Director of The Consulting Engineers Association of Thailand

Criminal history for the past 10 years - None -

Shareholding

6,851,875 Shares (1.42%)¹
6,851,875 Shares (1.42%)²

Family Relationship between Company's Director(s) and Executives : None



Dr. Phongthon Tharachai

Position in the Company

Board of Director, Authorized Director, Chairman of the Corporate Governance and Social Responsibility Committee, Risk Management Committee, Vice Chairman of the Executive Committee, Executive Committee and Deputy Managing Director

Age 41 years

Academic Degree

- Ph.D. Doctor of Engineering (Civil) Kyoto University, Japan
- Master Degree, Master of Science (Civil Engineering) University of Illinois at Urbana-Champaign, USA
- Bachelor Degree, Bachelor of Laws (Honors), Chulalongkorn University
- Bachelor Degree, Bachelor of Engineering, Major in Civil Engineering, Faculty of Engineering, Chulalongkorn University

Training

- Training Program – Advance Potentiality Development of Innovation for Entrepreneurs by Institute of National Innovation, SET, mai and TMA
- Future Entrepreneurs Forum (FEF) Class 1
- Director Accreditation Program (DAP) Class 91/2011 Thai Institute of Directors
- Executive Development Program (EDP) Class 5/2010 Thai Listed Company Association (TLCA)
- Future Entrepreneurs Forum (FEF) Class 1 Market for Alternative Investment (MAI)
- Anti-Corruption Seminar Class 2/2013 Thai Institute of Directors Association
- Anti-Corruption for Executive Program Class 11/2014 (ACEP 1) Thai Institute of Directors Association
- CSR Report Class 8/2014 The Stock Exchange of Thailand (SET)
- Preliminary CSR for Corporate Sustainability Class 8/2014 The Stock Exchange of Thailand (SET)
- Thai Intelligent Investor Program 2014 Thai Investors Academy
- Corporate Sustainability Advisory Program 2014 The Stock Exchange of Thailand (SET)

Work Experience

- 2016 – Present Director – Ensemble Equity Pte.,Ltd.
- 2014 – Present Vice Chairman of the Executive Committee of Project Planning Service Public Company Limited
- 2013 - Present Deputy Managing Director of Project Planning Service Public Company Limited
- 2013 - Present Managing Director of PPS Information Consultant Company Limited
- 2013 – Present Chairman of the Executive Committee of Swan & Maclaren (Thailand) Company Limited
- 2012 – 2013 Assistant Managing Director of Finance and Administration Department of Project Planning Service Public Company Limited
- 2011 – Present Board of Director of Project Planning Service Public Company Limited
- 2011 – Present Executive Committee of Project Planning Service Public Company Limited
- 2010 – Present Director of Ahead Advisory Company Limited
- 2004 - 2011 Director of Romano Gatland (Asia-Pacific) Company Limited
- 2003 – Present Director of Phongtheerathon Company Limited
- 2003 - 2011 Project Manager of Project Planning Service Company Limited
- 1998 - 2000 Civil Engineer of Project Planning Service Company Limited
- 1997 Civil Engineer (Designing) of Siam Innovation Engineering Consultant Company Limited

Directorships in the Company

- June 2nd, 2012 – April 9th, 2014 Board of Director (First Term)
- April 9th, 2014 - Present Board of Director (Second Term)
- Date of Appointment April 9th, 2014

Number of year tenure as director 5 years

Directorships in other listed company - None -

Directorships in other company

- 2016 – Present Director – Ensemble Equity Pte.,Ltd.
- 2013 – Present Managing Director of PPS Information Consultant Company Limited
- 2003 – Present Director of Phongtheerathon Company Limited
- 2010 - Present Director of Ahead Advisory Company Limited

Other Current Positions

- 2016 – Present Cultural Ambassador, Embassy of The Republic of Korea
- 2014 – Present Steering Committee / Public Relations and Spokesperson The Engineering Institute of Thailand Under H.M. The King’s Patronage

Criminal history for the past 10 years - None -

Shareholding

- 65,358,235 Shares (13.61%)¹
- 65,358,235 Shares (13.61%)²



Dr. Theerathon Tharachai

Position in the Company

Board of Director, Executive Committee and Deputy Managing Director of Finance and Organization Management

Age 40 years

Academic Degree

- Ph.D. Civil Engineer/Construction Management / University of Michigan
- M.S.E. in Construction Engineer and Management / University of Michigan
- Executive MBA / Sasin of Chulalongkorn University
- Bachelor Degree, Bachelor of Engineering, Major in Civil Engineering, Faculty of Engineering, Chulalongkorn University

Training

- Leadership Succession Program Class 7 Institute of Research and Development for Public Enterprises
- Director Certification Program (DCP) Class 101/2008 Thai Institute of Directors
- Director Accreditation Program (DAP) Class 68/2008 Thai Institute of Directors
- Executive Development Program (EDP) Class 4/2009 Thai Listed Company Association (TLCA)
- Strategic CFO in Capital Markets Program (2015) The Stock Exchange of Thailand (SET)
- Enhancing Thailand Competitiveness (2015) Thai Listed Company Association (TLCA)
- CFO in the new financial world (2015) Securities and Exchange Commission, Thailand (SEC)

Work Experience

- 2016 – Present Director of Project Planning Service Public Company Limited
- 2016 – Present Assistant Managing Director of Finance and Organization Management of Project Planning Service Public Company Limited
- 2016 – Present Director of Ensemble Equity Pte.,Ltd.
- 2014 – Present Director of PPS Design Co.,Ltd.
- 2012 – Present Executive Committee of Project Planning Service Public Company Limited
- 2010 - Present Director of Ahead Advisory Company Limited
- 2007 – Present Independent Director and Audit Committee Member, Builder Smart Public Company Limited
- 2005 - 2013 Director of Property Perfect Public Company Limited
- 1997 - 1998 Civil Engineer of Thai Obayashi Corporation Limited

Directorships in the Company

- April 24th, 2015 – Present Board of Director (First Term)
- Date of Appointment April 24th, 2015

Number of year tenure as director 2 years

Directorships in other listed company

- 2007 – Present Independent Director and Audit Committee Member of Builder Smart Public Company Limited

Directorships in other company

- 2016 – Present Director of Ensemble Equity Pte.,Ltd.
- 2014 – Present Director of PPS Design Company Limited
- 2010 - Present Director of Ahead Advisory Company Limited

Other Current Positions -None-

Criminal history for the past 10 years - None -

Shareholding

- 60,131,875 Shares (12.52%)¹
- 60,131,875 Shares (12.52%)²

Family Relationship between Company’s Director(s) and Executives :

Son of Mr.Prasong Tharachai



Pol. Lt. Gen. Dr. Nukool Jeamanukoolkit

Position in the Company

Board of Director, Independent Director, Non-Executive Director and Chairman of the Audit Committee

Age 71 years

Academic Degree

- Bachelor Degree of Medicine, Siriraj Hospital, Mahidol University
- Management, Institute of Police Administration, Class 14

Training

- Director Accreditation Program (DAP) Class 94/2012

Work Experience

- 2014 – Present Co-director of the Heart Center and Director of the Medicine Center of Chaophya Hospital Public Company Limited
- 2012 – Present Independent Director, Chairman of the Audit Committee of Project Planning Service Public Company Limited
- 2011 – 2013 Director of Hospital, Chaophya Hospital Public Company Limited
- 2008 – 2013 Director of Personnel/Administration, Research and Academic Affairs of Chaophya Hospital Public Company Limited

Directorships in the Company

- June 2nd, 2012 – 2015 Board of Director, Independent Director and Non-Executive Director (First Term)
- April 24th, 2015 – Present Board of Director, Independent Director and Non-Executive Director (Second Term)
- Date of Appointment April 24th, 2015

Number of year tenure as director 5 years

Directorships in other listed company - None -

Directorships in other com - None -

Other Current Positions

- 2014 Advisory Committee of Thai Atherosclerosis Society
- 2014 Central Committee of Thai Hypertension Society
- 2014 President of The Heart Foundation of Thailand ,Police General Hospital

Criminal history for the past 10 years - None -

Shareholdings - None -

Family Relationship among Directors and Executives - None -



Mrs. Vipavee Boonyaprasit

Position in the Company

Board of Director, Independent Director, Non-Executive Director, Audit Committee, Chairman of the Nomination and Remuneration Committee and The Corporate Governance and Social Responsibility Committee

Age 64 years

Academic Degree

- Bachelor Degree, Bachelor of Accountancy, Faculty of Commerce and Accountancy, Chulalongkorn University
- Bachelor Degree, Bachelor of Business Administration, Major in General Management, Sukhothai Thammathirat Open University

Training

- Director Accreditation Program (DAP) Class 91/2011 Thai Institute of Directors
- Role of the Compensation Committee 17/2013
- Anti-Corruption Seminar 2/2013 Thai Institute of Directors
- Governance as a driving force for business sustainability (2015) The Stock Exchange of Thailand (SET)
- Anti-Corruption: The Practical guide (2015) Thai Institute of Directors

Work Experience

- 2015 – Present The Corporate Governance and Social Responsibility Committee of Project Planning Service Public Company Limited
- 2013 – Present Chairman of the Nomination and Remuneration Committee of Project Planning Service Public Company Limited
- 2012 – Present Independent Director and Audit Committee of Project Planning Service Public Company Limited
- 1998 – 2010 Audit Partner of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited
- 1986 – 1998 Vice President, Provident Fund of Dhana Siam Finance Public Company Limited
- 1975 – 1985 Audit Manager of Jaiyos Advisory Company Limited

Directorships in the Company

- June 2nd, 2012 – April 9th, 2014 Board of Director, Independent Director, Non-Executive Director (First Term)
- April 9th, 2014 – Present Board of Director, Independent Director, Non-Executive Director (Second Term)
- Date of Appointment April 9th, 2014

Number of year tenure as director 5 years

Directorships in other listed company - None -

Directorships in other com - None -

Other Current Positions

- 2012 – Present Committee Member (Committee of Draft Regulation) Federation of Accounting Professions

Criminal history for the past 10 years - None -

Shareholdings - None -

Family Relationship among Directors and Executives - None -



Mr. Kachen Benjakul

Position in the Company

Board of Director, Independent Director, Non-Executive Director and Audit Committee, The Nomination and Remuneration Committee

Age 40 years

Academic Degree

- Bachelor of Engineering, Major in Industrial Engineering, Faculty of Engineering, Chulalongkorn University
- Master of Liberal Arts, Major in Economics and Finance, Faculty of Economics, Chulalongkorn University

Training

- Director Accreditation Program (DAP) Class 56/2006 Thai Institute of Directors Association

Work Experience

- 2013 – Present The Nomination and Remuneration Committee of Project Planning Service Public Company Limited
- 2012 – Present Independent Director and Audit Committee of Project Planning Service Public Company Limited
- 2009 – Present Audit Committee of Se-Education Public Company Limited
- 2008 – Present Human Resources Advisor of Plearn Patt Company Limited
- 2005 – Present Independent Director of Se-Education Public Company Limited

Directorships in the Company

- June 2nd, 2012 – April 9th, 2014 Board of Director, Independent Director and Non-Executive Director (First Term)
- April 9th, 2014 – Present Board of Director, Independent Director and Non-Executive Director (Second Term)
- Date of Appointment April 9th, 2014

Number of year tenure as director 5 years

Directorships in other company

- 2009 – Present Audit Committee of Se-Education Public Company Limited
- 2005 – Present Independent Director of Se-Education Public Company Limited

Directorships in other company - None -

Other Current Positions

- 2008 – Present Human Resources Advisor, Plearn Patt Company Limited

Criminal history for the past 10 years - None -

Shareholdings - None -

Family Relationship among Directors and Executives - None -

Executive Profile



Mr. Prasong Tharachai

Chairman of the Board of Directors, Authorized Director and Chairman of the Executive Committee



Mr. Tat Thongpakdi

Board of Director, Authorized Director, Executive Committee and Managing Director



Dr. Phongthon Tharachai

Board of Director, Authorized Director, Chairman of the Corporate Governance and Social Responsibility Committee, Risk Management Committee, Vice Chairman of the Executive Committee, Executive Committee and Deputy Managing Director



Dr. Theerathon Tharachai

Board of Director, Executive Committee and Deputy Managing Director of Finance and Organization Management



Mr. Maitri Wongpaisert

Executive Committee and Deputy Managing Director of Project Department



Mr. Nopparat Narin

Executive Committee and Assistant Managing Director of Business Development Department



Mr. Voradaj Piemsuwan

Executive Committee and Company Secretary



Miss Woraporn Pukpinyo

Executive Committee, The Nomination and Remuneration Committee, The Corporate Governance and Social Responsibility Committee, Assistant Managing Director of Finance and Administration Department, and Director of Accounting and Purchasing Department



Mrs. Wanichthanan Vijacksungsithi

Executive Committee, The Corporate Governance and Social Responsibility Committee, Assistant Managing Director of Operation and Business Development, Project Director, Director of Human Resources and Organization Development Department



Mr. Eakkamol Lertchunhakiat

The Corporate Governance and Social Responsibility Committee and Project Director



SENIOR DIRECTORS AND SENIOR MANAGEMENT

Mr. Prasong Tharachai

Mr. Prasong Tharachai

Position in the Company

Chairman of the Board of Directors, Authorized Director and Chairman of the Executive Committee

Age 71 years

Academic Degree

- Ph.D. Honorary Doctorate of Engineering, Faculty of Engineering, Ramkhamhaeng University
- Master Degree, Master of Engineering, Asian Institute of Technology (AIT)
- Bachelor Degree, Bachelor of Engineering, Major in Civil Engineering, Faculty of Engineering, Chulalongkorn University

Training

- Director Accreditation Program (DAP) Class 91/2011 Thai Institute of Directors
- Role of the Chairman Program (RCP) Class 34/2014 Thai Institute of Directors
- Chairman Forum R-CF 1/2014 Thai Institute of Directors

Work Experience

- 2011 – 2015 Vice President of Council of Engineer
- 2008 - 2010 President of The Engineering Institute of Thailand Under H.M. The King's Patronage
- 2004 - 2006 Secretary of Council of Engineer
- 2003 - 2004 Secretary of The Engineering Institute of Thailand Under H.M. The King's Patronage
- 1987 - Present Chairman of Project Planning Service Public Company Limited
- 1987 - Present Chairman of PPS Design Company Limited
- 1976 - 1987 Vice President of Southeast Asia Technology Company Limited
- 1973 - 1976 Project Manager of Pramuan Pattanakan Company Limited
- 1971 - 1973 Project Manager of Wattana Engineering Consultants Company Limited
- 1968 - 1969 Field Engineer of Pramuan Pattanakan Company Limited

Directorships in the Company

- June 2nd, 2012 – April 17th, 2013 Chairman of Project Planning Service Public Company Limited (First Term)
- April 17th, 2013 – April 22nd, 2016 Chairman of Project Planning Service Public Company Limited (Second Term)
- April 22nd, 2016 – Present Chairman of Project Planning Service Public Company Limited (Third Term)
- Date of Appointment April 22nd, 2016

Number of year tenure as director 30 years

Directorships in other listed company - None -

Directorships in other company

- 1987 – Present Chairman of PPS Design Company Limited

Other Current Positions

- 2016 – Present Vice Chairman – Executive Committee of "FOUNDATION FOR THE WELFARE OF NEEDY SCHOOLCHILDREN UNDER ROYAL PATRONAGE OF HER MAJESTY THE QUEEN"
- 2014 – 2016 Vice President of "FOUNDATION FOR THE WELFARE OF NEEDY SCHOOLCHILDREN UNDER ROYAL PATRONAGE OF HER MAJESTY THE QUEEN"
- 2010 – Present Consultant of The Engineering Institute of Thailand Under H.M. The King's Patronage
- 1997 – Present Consultant of Thai Electrical & Mechanical Contractors Association Under H.M. The King's Patronage

Criminal history for the past 10 years - None -

Shareholding 72,973,560 Shares (15.20%)¹
62,893,560 Shares (13.10%)²

Family Relationship between Company's Director(s) and Executives :

Father of Mr. Phongthon Tharachai and Mr. Theerathon Tharachai

Note

(1) Held by the Directors includes the spouse, minor children and partnership referred to Section 258.

(2) Held by the Directors



SENIOR DIRECTORS AND SENIOR MANAGEMENT

Right to Left

Dr. Phongthon Tharachai

Mr. Tat Thongpakdi and Dr. Theerathon Tharachai

Mr. Tat Thongpakdi

Position in the Company

Board of Director, Authorized Director, Executive Committee and Managing Director

Age 53 years

Academic Degree

- Master of Engineering Administration, Major in Construction Management, George Washington University, Washington DC, USA
- Bachelor of Engineering, Major in Civil Engineering, Faculty of Engineering, Chulalongkorn University

Training

- Director Accreditation Program (DAP) Class 100/2013 Thai Institute of Directors
- Financial Instruments for Directors (FID) Class 3/2013
- Successful Formulation and Execution of strategy (SFE) Class 24/2015 Thai Institute of Directors
- Enhancing Thailand Competitiveness (2015) Thai Listed Companies Association

Work Experience

- 2013 – Present Board of Director of Project Planning Service Public Company Limited
- 2013 - Present Managing Director of Project Planning Service Public Company Limited
- 2012 – Present Executive Committee of Project Planning Service Public Company Limited
- 1998 - 2011 Project Director of Project Planning Service Company Limited
- 1988 - 1998 Project Manager of Project Planning Service Company Limited
- 1986 - 1987 Assistant Project Manager of David Allen Company, Washington D.C., USA
- 1984 - 1985 Cost Engineer of Thai Konoike Construction Company Limited

Directorships in the Company

- April 17th, 2013 – April 22nd, 2016 Board of Director (First Term)
- April 22nd, 2016 – Present Board of Director (Second Term)
- Date of Appointment April 22nd, 2016

Number of year tenure as director 4 years

Directorships in other listed company

- None -

Directorships in other company

- 2015 – Present Director of PPS Design Co.,Ltd.

Other Current Positions

- 2015 – Present Director of The Consulting Engineers Association of Thailand

Criminal history for the past 10 years

- None -

Shareholding

- 6,851,875 Shares (1.42%)¹
- 6,851,875 Shares (1.42%)²

Family Relationship between Company's Director(s) and Executives :

None

Dr. Phongthon Tharachai

Position in the Company

Board of Director, Authorized Director, Chairman of the Corporate Governance and Social Responsibility Committee, Risk Management Committee, Vice Chairman of the Executive Committee, Executive Committee and Deputy Managing Director

Age 41 years

Academic Degree

- Ph.D. Doctor of Engineering (Civil) Kyoto University, Japan
- Master Degree, Master of Science (Civil Engineering) University of Illinois at Urbana-Champaign, USA
- Bachelor Degree, Bachelor of Laws (Honors), Chulalongkorn University
- Bachelor Degree, Bachelor of Engineering, Major in Civil Engineering, Faculty of Engineering, Chulalongkorn University

Training

- Training Program – Advance Potentiality Development of Innovation for Entrepreneurs by Institute of National Innovation, SET, mai and TMA
- Future Entrepreneurs Forum (FEF) Class 1
- Director Accreditation Program (DAP) Class 91/2011 Thai Institute of Directors
- Executive Development Program (EDP) Class 5/2010 Thai Listed Company Association (TLCA)
- Future Entrepreneurs Forum (FEF) Class 1 Market for Alternative Investment (MAI)
- Anti-Corruption Seminar Class 2/2013 Thai Institute of Directors Association
- Anti-Corruption for Executive Program Class 11/2014 (ACEP 1) Thai Institute of Directors Association
- CSR Report Class 8/2014 The Stock Exchange of Thailand (SET)
- Preliminary CSR for Corporate Sustainability Class 8/2014 The Stock Exchange of Thailand (SET)
- Thai Intelligent Investor Program 2014 Thai Investors Academy
- Corporate Sustainability Advisory Program 2014 The Stock Exchange of Thailand (SET)

Work Experience

- 2016 – Present Director – Ensemble Equity Pte.,Ltd.
- 2014 – Present Vice Chairman of the Executive Committee of Project Planning Service Public Company Limited
- 2013 – Present Deputy Managing Director of Project Planning Service Public Company Limited
- 2013 – Present Managing Director of PPS Information Consultant Company Limited
- 2013 – Present Chairman of the Executive Committee of Swan & Maclaren (Thailand) Company Limited
- 2012 – 2013 Assistant Managing Director of Finance and Administration Department of Project Planning Service Public Company Limited
- 2011 – Present Board of Director of Project Planning Service Public Company Limited
- 2011 – Present Executive Committee of Project Planning Service Public Company Limited
- 2010 – Present Director of Ahead Advisory Company Limited
- 2004 - 2011 Director of Romano Gatland (Asia-Pacific) Company Limited
- 2003 – Present Director of Phongtheerathon Company Limited
- 2003 - 2011 Project Manager of Project Planning Service Company Limited
- 1998 - 2000 Civil Engineer of Project Planning Service Company Limited
- 1997 Civil Engineer (Designing) of Siam Innovation Engineering Consultant Company Limited

Directorships in the Company

- June 2nd, 2012 – April 9th, 2014 Board of Director (First Term)
- April 9th, 2014 - Present Board of Director (Second Term)
- Date of Appointment April 9th, 2014

Number of year tenure as director 5 years

Directorships in other listed company

- None -

Directorships in other company

- 2016 – Present Director – Ensemble Equity Pte.,Ltd.
- 2013 – Present Managing Director of PPS Information Consultant Company Limited
- 2003 – Present Director of Phongtheerathon Company Limited
- 2010 - Present Director of Ahead Advisory Company Limited

Other Current Positions

- 2016 – Present Cultural Ambassador, Embassy of The Republic of Korea
- 2014 – Present Steering Committee / Public Relations and Spokesperson The Engineering Institute of Thailand Under H.M. The King's Patronage

Criminal history for the past 10 years

- None -

Shareholding

- 65,358,235 Shares (13.61%)¹
- 65,358,235 Shares (13.61%)²

Family Relationship between Company's Director(s) and Executives :

Son of Mr.Prasong Tharachai

Dr. Theerathon Tharachai

Position in the Company

Board of Director, Executive Committee and Deputy Managing Director of Finance and Organization Management

Age 40 years

Academic Degree

- Ph.D. Civil Engineer/Construction Management / University of Michigan
- M.S.E. in Construction Engineer and Management / University of Michigan
- Executive MBA / Sasin of Chulalongkorn University
- Bachelor Degree, Bachelor of Engineering, Major in Civil Engineering, Faculty of Engineering, Chulalongkorn University

Training

- Leadership Succession Program Class 7 Institute of Research and Development for Public Enterprises
- Director Certification Program (DCP) Class 101/2008 Thai Institute of Directors
- Director Accreditation Program (DAP) Class 68/2008 Thai Institute of Directors
- Executive Development Program (EDP) Class 4/2009 Thai Listed Company Association (TLCA)
- Strategic CFO in Capital Markets Program (2015) The Stock Exchange of Thailand (SET)
- Enhancing Thailand Competitiveness (2015) Thai Listed Company Association (TLCA)
- CFO in the new financial world (2015) Securities and Exchange Commission, Thailand (SEC)

Work Experience

- 2016 – Present Director of Project Planning Service Public Company Limited
- 2016 – Present Assistant Managing Director of Finance and Organization Management of Project Planning Service Public Company Limited
- 2016 – Present Director of Ensemble Equity Pte.,Ltd.
- 2014 – Present Director of PPS Design Co.,Ltd.
- 2012 – Present Executive Committee of Project Planning Service Public Company Limited
- 2010 - Present Director of Ahead Advisory Company Limited
- 2007 – Present Independent Director and Audit Committee Member, Builder Smart Public Company Limited
- 2005 - 2013 Director of Property Perfect Public Company Limited
- 1997 - 1998 Civil Engineer of Thai Obayashi Corporation Limited

Directorships in the Company

- April 24th, 2015 – Present Board of Director (First Term)
- Date of Appointment April 24th, 2015

Number of year tenure as director 2 years

Directorships in other listed company

- 2007 – Present Independent Director and Audit Committee Member of Builder Smart Public Company Limited

Directorships in other company

- 2016 – Present Director of Ensemble Equity Pte.,Ltd.
- 2014 – Present Director of PPS Design Company Limited
- 2010 - Present Director of Ahead Advisory Company Limited

Other Current Positions

-None-

Criminal history for the past 10 years

- None -

Shareholding

- 60,131,875 Shares (12.52%)¹
- 60,131,875 Shares (12.52%)²

Family Relationship between Company's Director(s) and Executives :

Son of Mr.Prasong Tharachai



Mr. Maitri Wongpaisert

Position in the Company

Executive Committee and Deputy Managing Director of Project Department

Age 65 years

Academic Degree

- Bachelor Degree, Bachelor of Engineering, Major in Civil Engineering, Faculty of Engineering, Chulalongkorn University

Training - None -

Work Experience

- 2016 - Present
Executive Committee and Assistant Managing Director of Project Department of Project Planning Service Public Company Limited
- 1990 – 2015
Project Director of Project Planning Service Public Company Limited
- 1980 – 1990
Structural Engineer of Asian Engineering Consultant Co.,Ltd.
- 1979 – 1980
Supervision Engineer of Metropolitan Engineering Consultant Co.,Ltd.
- 1978 – 1979
Site Engineer of Sino-Thai Engineering and Construction Co.,Ltd.
- 1975 – 1979
Design and Estimation Structural Engineer of Metropolitan Engineering Consultant Co.,Ltd.
- 1974 – 1975
Design and Estimation Engineer of Thai Engineering Consultant Co.,Ltd.

Directorships in the Company - None -

Number of year tenure as director - None -

Directorships in other listed company - None –

Directorships in other Company - None -

Other Current Positions - None -

Criminal history for the past 10 years - None –

Shareholding

- 250,000 Shares (0.05%)¹
- 250,000 Shares (0.05%)²



Mr. Nopparat Narin

Position in the Company

Executive Committee and Assistant Managing Director of Business Development Department

Age 50 years

Academic Degree

- Master of Engineering, Major in Civil Engineering, Faculty of Engineering, King Mongkut's Institute of Technology
- Master of Business Administration, MBA (Finance), Ramkhamhaeng University
- Bachelor of Engineering (Honors), Major in Civil Engineering, Faculty of Engineering, King Mongkut's Institute of Technology

Training

- Mini Master in HR Management, Faculty of Economics, Chulalongkorn University

Work Experience

- 2012 - Present
Executive Committee of Project Planning Service Public Company Limited
- 2012 - Present
Assistant Managing Director of Business Development Department of Project Planning Service Public Company Limited
- 2010 - Present
Project Manager/Project Director/Project Advisor of Project Planning Service Public Company Limited

Directorships in the Company - None -

Number of year tenure as director - None -

Directorships in other listed company - None –

Directorships in other Company - None -

Other Current Positions - None -

Criminal history for the past 10 years - None –

Shareholding

- 131,875 Shares (0.027%)¹
- 131,875 Shares (0.027%)²



Mr. Voradaj Piemsuwan

Position in the Company

Executive Committee and Company Secretary

Age 57 years

Academic Degree

- Master Degree , Master of Business Administration, MBA, National Institute of Development Administration
- Bachelor Degree, Bachelor of Engineering, Major in Electrical Engineering, King Mongkut's Institute of Technology Ladkrabang

Training

- Training Program – Advance Potentiality Development of Innovation for Entrepreneurs by Institute of National Innovation, SET, mai and TMA
- Company Secretary Program Class 42/2011 THAI INSTITUTE OF DIRECTORS (IOD)
- Workshop on Guidelines for Preparation of Good Corporate Governance Report, for Listed Companies in Year 2013
- Corporate Sustainability Advisory Program By SET (2014)
- Assess the level of sustainable development by ThaiPAT Institute (2014)
- IOD Training Courses Anti – Corruption : The Practical Guide (ACPG) 15/2014

Work Experience

- 2013 – Present
Executive Committee of Project Planning Service Public Company Limited
- 2012 – Present
Company Secretary of Project Planning Service Public Company Limited
- 1990 – Present
Project Director of Project Planning Service Public Company Limited
- 1984 – 1990
Electrical Engineer of Southeast Asia Technology Company Limited
- 1983 – 1984
Electrical Engineer of Sirikit Electric Limited Partnership

Directorships in the Company - None –

Number of year tenure as director - None -

Directorships in other listed company - None –

Directorships in other company - None -

Other Current Positions - None -

Criminal history for the past 10 years - None –

Shareholding

- 6,776,035 Shares (1.41%)¹
- 6,776,035 Shares (1.41%)²



Miss Woraporn Pukpinyo

Position in the Company

Executive Committee, The Nomination and Remuneration Committee, The Corporate Governance and Social Responsibility Committee, Assistant Managing Director of Finance and Administration Department ,and Director of Accounting and Purchasing Department

Age 49 years

Academic Degree

- Bachelor Degree, Bachelor of Accounting, Department of Accounting, Faculty of Business Administration, RamkhamhaengUniversity
- Audit Certificate Program, Faculty of Commerce and Accountancy, Thammasat University

Training - None -

Work Experience

- 2015 – Present
Executive Committee of Project Planning Service Public Company Limited
- 2015 – Present
Assistant Managing Director of Finance and Administration Department of Project Planning Service Public Company Limited
- 2011 - Present
Director of Accounting Department of Project Planning Service Public Company Limited
- 1992 – 2011
Partner of DIA International Auditing Company Limited

Directorships in the Company - None –

Number of year tenure as director - None -

Directorships in other listed company - None –

Directorships in other company - None -

Other Current Positions - None -

Criminal history for the past 10 years - None –

Shareholding

- 131,875 Shares (0.027%)¹
- 131,875 Shares (0.027%)²



Position in The Company

Executive Committee, The Corporate Governance and Social Responsibility Committee, Assistant Managing Director of Operation and Business Development, Project Director, Director of Human Resources and Organization Development Department

Age 39 years

Academic Degree

- M.S.E. (Civil Engineering) University of Michigan at Ann Arbor, USA
- Bachelor Degree, Bachelor of Engineering , Major in Civil Engineering , Faculty of Engineering , Chulalongkorn University

Training

- Professional Development Program "Introduction to Mediation", The Chartered Institute of Arbitrators Association (CIArb)
- International Construction Contracts and Dispute Analysis Training Courses
- International Arbitration Seminar, International Chamber of Commerce

Work Experience

- | | |
|--|---|
| <ul style="list-style-type: none"> • 2015 – 2016 | Executive Committee, Assistant Managing Director of Operation Department and Business Development of Project Planning Service PCL |
| <ul style="list-style-type: none"> • 2015 – Present | The Corporate Governance and Social Responsibility Committee |
| <ul style="list-style-type: none"> • 2013 – Present | Project Director of Project Planning Service Public Company Limited |
| <ul style="list-style-type: none"> • 2002 – 2012 | Project Manager of TEAM Consulting Engineering and Management Company Limited |

Directorships in the Company - None -

Number of year tenure as director - None -

Directorships in other listed company - None -

Directorships in other company - None -

Other Current Positions - None -

Criminal history for the past 10 years - None -

Shareholding

- 131,875 Shares (0.027%)¹
- 131,875 Shares (0.027%)²



Position in the Company

The Corporate Governance and Social Responsibility Committee and Project Director

Age 45 years

Academic Degree

- Bachelor Degree, Bachelor of Engineering, Major in Civil Engineering, Faculty of Engineering, Chiangmai University

Training

Training - None -

Work Experience

- | | |
|--|--|
| <ul style="list-style-type: none"> • 2014 – Present • 1995 - Present | <p>The Corporate Governance and Social Responsibility Committee</p> <p>Project Director of Project Planning Service Public Company Limited</p> |
|--|--|

Directorships in the Company - None -

Number of year tenure as director - None -

Directorships in other listed company - None -

Directorships in other company

- 2013 – Present Director of PPS Information Consultant Company Limited

Other Current Positions - None -

Other Current Positions - None -

Criminal history for the past 10 years - None -

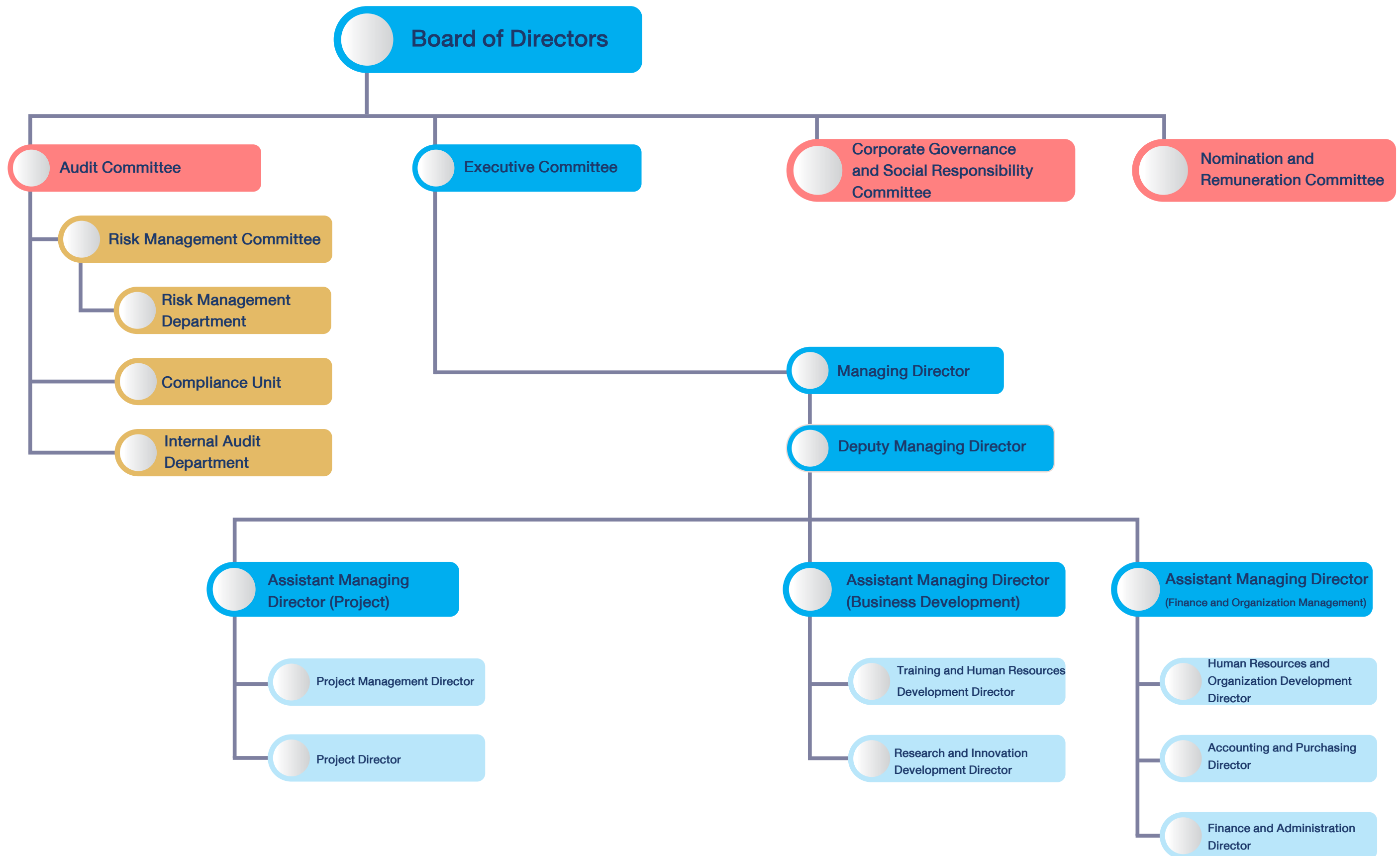
Criminal history for the past 10 years - None -

Shareholding

- | | | |
|----------|--------|----------------------|
| • 55,946 | Shares | (0.01%) ¹ |
| • 55,946 | Shares | (0.01%) ² |



Organization Chart



Nature of Businesses

Established in 1987 by Mr.Prasong Tharachai and Mr.Somphant Hongchintakul, Project Planning Service PLC (PPS) was the first engineering consulting company with the certification of quality standard ISO 9002 from the Engineering Institute of Thailand under His Majesty the King’s Patronage and EAQA (Environmental Accredited Quality Assessment) Institute in the UK since March 1999. From January 2005 to present, the company has been improving and developing the quality system until being certified with the quality standard ISO 9001:2000 from BVQI. Currently, the Company has been offering a numerous of services in management and construction supervision of construction works such as building and Infrastructure, structural & architectural works, civil works, utilities system (electrical and communication systems, air conditioning and ventilation systems, sanitary and fire protection system), landscape, interior decoration including particular projects that need conversant skill for both private and public sectors. To reach clients expectation and gain trustworthiness, the company has applied ISO system to all projects and assigns the trained employee to perform internal audit along with the follow-up of BVQI for every six months. With over 29 years of management and construction supervision of construction experienced, the company has executed more than 200 domestic and cross-border projects for both private and public sectors as below:

Public Sector Projects and Public Enterprise Sector

- The Second Stage Expressway
- Sirat-Outer Ring Road Expressway
- Water-Pipeline Project of the Metropolitan Waterworks Authority
- MRTA : Blue Line Extension Project
- Sirindhorn Hospital, Bangkok
- King Chulalongkorn Memorial Hospital, Thai Red Cross Society
- Mass Rapid Transit Authority of Thailand
(Underground Transportation Project)
- Supreme Court of Thailand Building
- Communication Authority of Thailand (CAT)
- Building New Tobacco Factory Project
- Second Bangkok International Airport -Suvarnabhumi Airport Standing Buddha at Wat Thip – Kanchanaburi
- The Bank of Thailand New Headquarters Building

Private Sector

- | | |
|---|---|
| • Grand Hyatt Erawan Hotel | • Jewelry Trade Center |
| • Central Plaza Changwattana | • Makro Stores, Nakhonnakok, Nakon-In |
| • Baiyoke Tower 2 | • Gaysorn Plaza |
| • Central Westgate | • Thanya Shopping Park |
| • Headquarters of Bank of Ayudhya PCL. | • World Trade Center |
| • Information Center of Krungthai Bank PCL. | • Toyota Sukhapiban 3 |
| • G Tower | • Central World |
| • Information Center of Bangkok Bank Public | • MegaBangna |
| • Company Limited | • The Grand Rama 9 Project |
| • U-Place Project | • TESCO Lotus Store, Lumlukka, Khon kaen, Surat thani |
| • Thana City Project | • Centara Grand Hotel |
| • Icon Siam C2 | • The Park Chidlom condominium |

- | | |
|---|--|
| • Thairath TV Project | • Central Festival Chiangmai |
| • Central Plaza Rama 9 | • Banyan Tree Resort & Spa , Koh Samui |
| • The Paseo Town Project | • Various branches of TESCO Lotus |
| • Terminal 21 | • The Renaissance Hotel, Phuket |
| • I Condo Salaya | • The Street Ratchada |
| • Amway New Head Office | • NEO Factory, Pathumthani |
| • RHYTHM Condominium | • Langsuan Village |
| • Pullman Phuket Arcadia Naithon Beach Resort | • Homepro Rama 3 and Rama 9 |
| | • Langsuan Parkview |

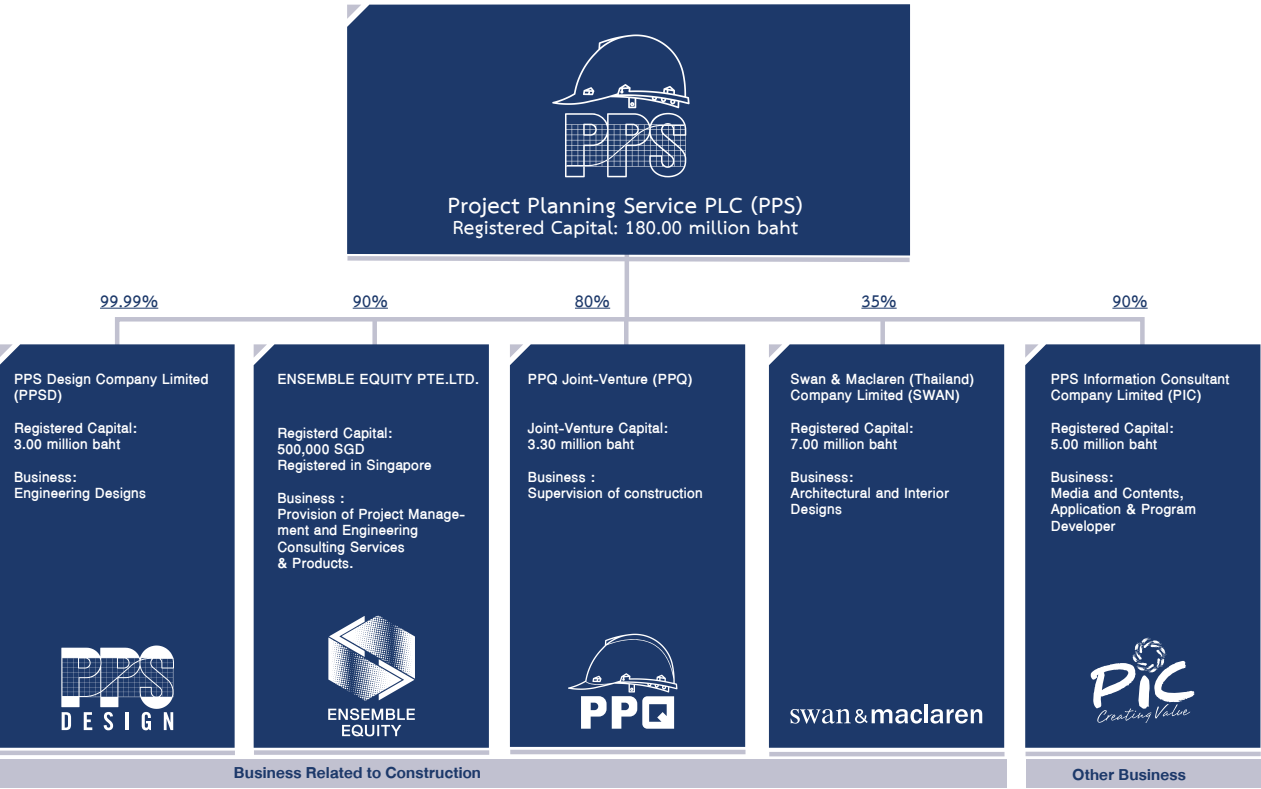
International Sector

- Hongsa Power Plant Project (Laos, PDR)
- Vientiane Hospital (Laos, PDR)
- Central Plaza I-City (Malaysia)

In order to grow the organization sustainably, develop the company effectively and successfully gain the business opportunities in the future, the company has become a Public Company and fundraised in MAI stock market since 2012. After fundraising in 2012, Project planning Service PLC has grown steadily both in the main business and other businesses in subsidiary and joint-venture companies. These have been in accordance with the plan to develop the Company’s capabilities beyond merely offering services of engineering advices and management of construction projects. At the moment, we have been able to offer services in various Via subsidiaries and companies in various machine aspects including;

- **PPS Design Company Limited** offers services in structural designs work and system building works.
- **Swan & Maclaren (Thailand) Company Limited** offers services in architectural and interior designs. This is a joint-venture with Swan & Maclaren LLP, Singapore which is one of the oldest companies that offer services in architectural designs in Singapore.
- **PPS Information Consultant Company Limited** offers services in information technology in particular the media and advertising media including create its own program to facilitate construction supervision
- **Ensemble Equity Pte.,Ltd.** (registered in Singapore) offers Provision of Project Management and Engineering Consulting Services & Products.

Shareholding Structure



Subsidiary Companies

PPS Design Company Limited (PPSD) was founded on 31 July 1990. The headquarters is located at No.381/6 Third Floor, Rama IX 58 (Soi 7 Seri 7), Rama IX Road, Suan Luang, Bangkok 10250. PPSD provides services including engineering design and construction design. At present, the registered capital is 3.00 million baht (three million baht). This is divided into 30,000 common shares. Each unit has a value of 100 baht. The Company holds 29,998 units amounting to 99.99 percent of all registered capital. There are 5 members of the Board of Directors in PPSD;

No.	Full name Position	Full name Position
1.	Mr. Prasong Tharachai	Chairman of the Board Directors
2.	Mr. Tat Thongpakdi	Director
3.	Mr. Songpol Charuvisit	Director
4.	Mr. Theerathon Tharachai	Director
5.	Mr. Thanin Sribenjarat	Director

PPS Information Consultant Company Limited (PIC) was founded on 4 January 2013. The headquarters is located at No.77, Rama IX 58 (Soi 7 Seri 7), Rama IX Road, Suan Luang, Bangkok 10250. PIC offers services and leads the business in media and content services related to information technology. PIC is a result of an observation that IT system was rarely used in the administration of construction projects. Systems were developed and tested internally within the PPS before expanding the services outside. This is one of the revenue channels of the Company. At present, the registered capital of PIC is 5 million baht. This is divided into 500,000 common shares. Each unit has a value of 10 baht. The Company holds 450,000 shares amounting to 90 percent of the registered capital of PIC. There are two members in the Board of Directors;

No.	Full name Position	Full name Position
1.	Mr.Phongthon Tharachai	Chairman of the Board of Directors
2.	Mr.Eakkamol Lertchunhakit	Deputy Chairman of the Board of Directors

ENSEMBLE EQUITY PTE. LTD. (EE) was founded on 18 November 2015 registered in Singapore. The headquarters is located at 10 Anson Road, #31-01 International Plaza, Singapore 079903. EE offers provision of Project Management and Engineering Consulting Services & Products. The registered capital of is 500,000 SGD. This is divided into 500,000 common shares. Each unit has a value of 1 SGD. The Company holds 450,000 shares amounting to 90 percent of the registered capital of EE. There are three members in the Board of Directors;

No.	Full name Position	Full name Position
1.	Mr.Phongthon Tharachai	Director
2.	Mr.Theerathon Tharachai	Director
3.	Mr. Harry Tan	Director

Venture Capital

Swan & Maclaren (Thailand) Company Limited was registered as a Company on 9 April 2013 by a process of joint-venture between three parties namely Swan & Maclaren LLP (Singapore) at 49%, Project Planning Service PLC at 35% and Contec Trading Company Limited at 16%. Nature of the business is the provision of architectural and interior designs. The aim of business expansion is to accommodate architectural and engineering design projects for domestic market and the ASEAN Economic Community (AEC). The company's registered capital is 7 million baht. Project Planning Service PLC has paid 2,449,980 baht for the registered capital (two million four hundred and forty-nine thousand nine hundred and eighty baht) amounting to 31.25 percent of the total registered capital. Swan & Maclaren (Thailand) Company Limited is not relating to or is in a relationship with the major shareholder, members of the board of directors or the executive members of the Company and subsidiary companies. There are six members in the Board of Directors;

No.	Full name Position	Full name Position
1.	Mr. Phongthon Tharachai	Director
2.	Mr. Lim Chai Boon	Director
3.	Miss Surassawadee Jirangboonkool	Director
4.	Mr. Tanin Sribenjarat	Director
5.	Mr. Somchai Malapaitoonthip	Director
6.	Mr. Khunyas Boonperm	Director

Joint-venture

PPQ Joint-venture was founded on 16 March 2009 by a process of a joint-venture between the three parties namely, PPS PLC, PTF Service Company Limited and Cubic Engineers and Architects Company Limited at 80%, 15% and 5% respectively. PPQ aims to participate in a bid to win the contract to supervise the construction of the Supreme Court Building overseen by the Office of the Judiciary. At present, the joint-venture capital is 3.30 million baht. The Company invests 2.64 million baht. This retains the Company's share in the investment at 80 percent. PTF Service Company Limited and Cubic Engineers and Architects Company Limited are not related to or are in any relationship with the major shareholder, members of the Board of Directors or the Executive members of the Company and subsidiary companies.

At present, the Supreme Court project has begun its construction since December 2012. It is estimated that the project is to be completed in 2018.

Operating Results 2016 and Targets 2017

Thailand political situation in year 2016 was more stable than the year 2015. The government stimulated economic system by investment on basic infrastructure which generating more monetary liquidity of the economic system. Such economic stimulation measurements is driving construction sector and related construction industries to early stage of growth resulting to the Company's positive trending. The Company's Projects on progress the year 2016 were:

Building Works

- New Supreme Court Office
- Thairath TV Building 17 (TV & Sound Studio and Office)
- Thairath Building 9 and Building 1 Renovation
- The Makro Singburi
- Various projects of Tesco Lotus
- HomePro Rama 9
- Serm Thai Complex Expansion – Maharakam
- Central Pattaya Renovation
- Central Chaengwattana Food Destination Renovation
- Central Westgate – Tunnel Work
- Rhythm Condominium Sukhumvit 36-38
- Rhythm Condominium Sukhumvit 42
- The Magnolia Waterfront Residences Condominium (Iconsiam C1)
- The Mandarin Oriental Superlux Residences Condominium (Iconsiam C2)
- Langsuan Village
- Aspire Wutthakas
- Langsuan Parkview
- Central Embassy
- The Bangkok Residence
- Bangkok Midtown Hotel
- Chulalongkorn Hospital Development Project (Project Management)
- Neo Factory – Klong 13 Pathumthani
- INET Data Center (IDC 3), Saraburi
- Line Village Bangkok at Square 1

Infrastructure Projects

- Suvarnabhumi Airport Development Project Phase 2
- MRT Blue Line Project
- Srirat - Outer Ring Road Project
- Srirat Expressway Stage 3/5 Renovation

Special Project

- Standing Buddha at Wat Thip; Kanchanaburi

The Company's operating results in year 2016 was in good expansion compare to year 2015. Total revenue of the Company in 2016 is 319.10 million Baht significantly increasing from the 2015 which was at 238.93 million Baht which is 33.56% increase from last year. The profit of 2016 is 32.18 million Baht significantly increasing from the 2015 which was at 3.39 million Baht which is 849.26% increase from last year. The increasing of revenue and profit were the results that PPS has been awarded of a mega project for Supervision services of construction project for the second phase of Suvarnabhumi International airport. Furthermore, many projects of the Company were in full growth period.

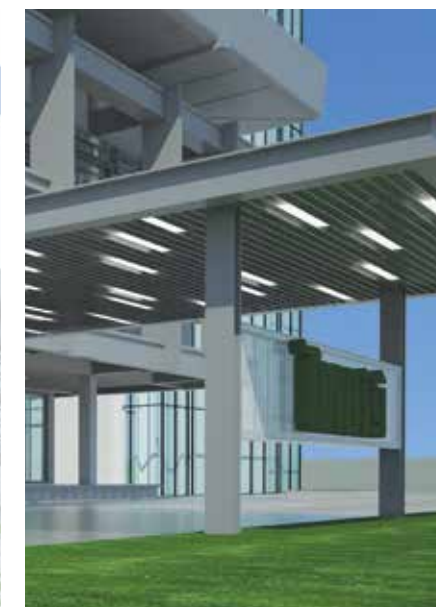
Building Works



New Supreme Court Office



Thairath TV Building



Building Works



Various projects of Tesco Lotus



HomePro Rama 9



Building Works



Rhythm Condominium Sukhumvit



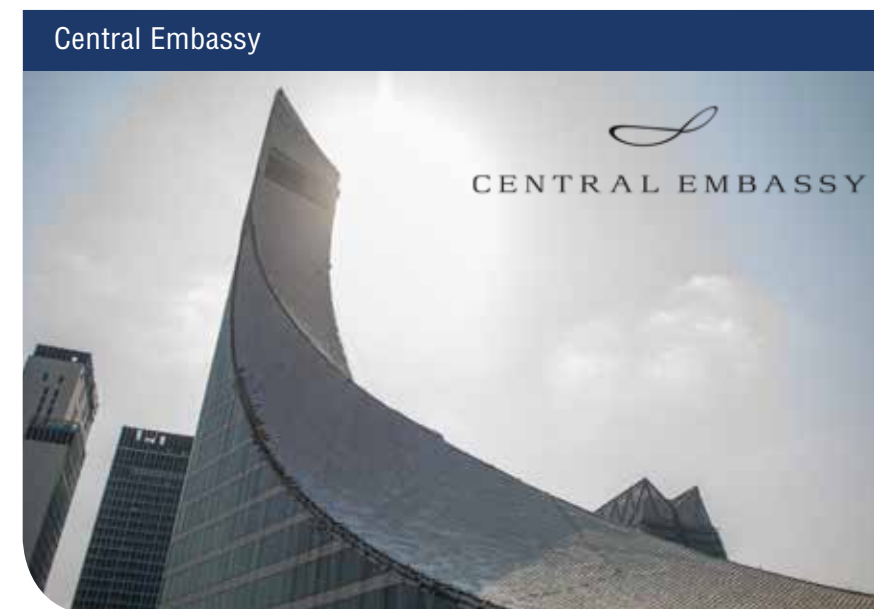
โครงการอาคารชุดพักอาศัย สุขุมวิท 42 (RHYTHM)



Building Works



Building Works



Building Works



Bangkok Midtown Hotel

Building Works



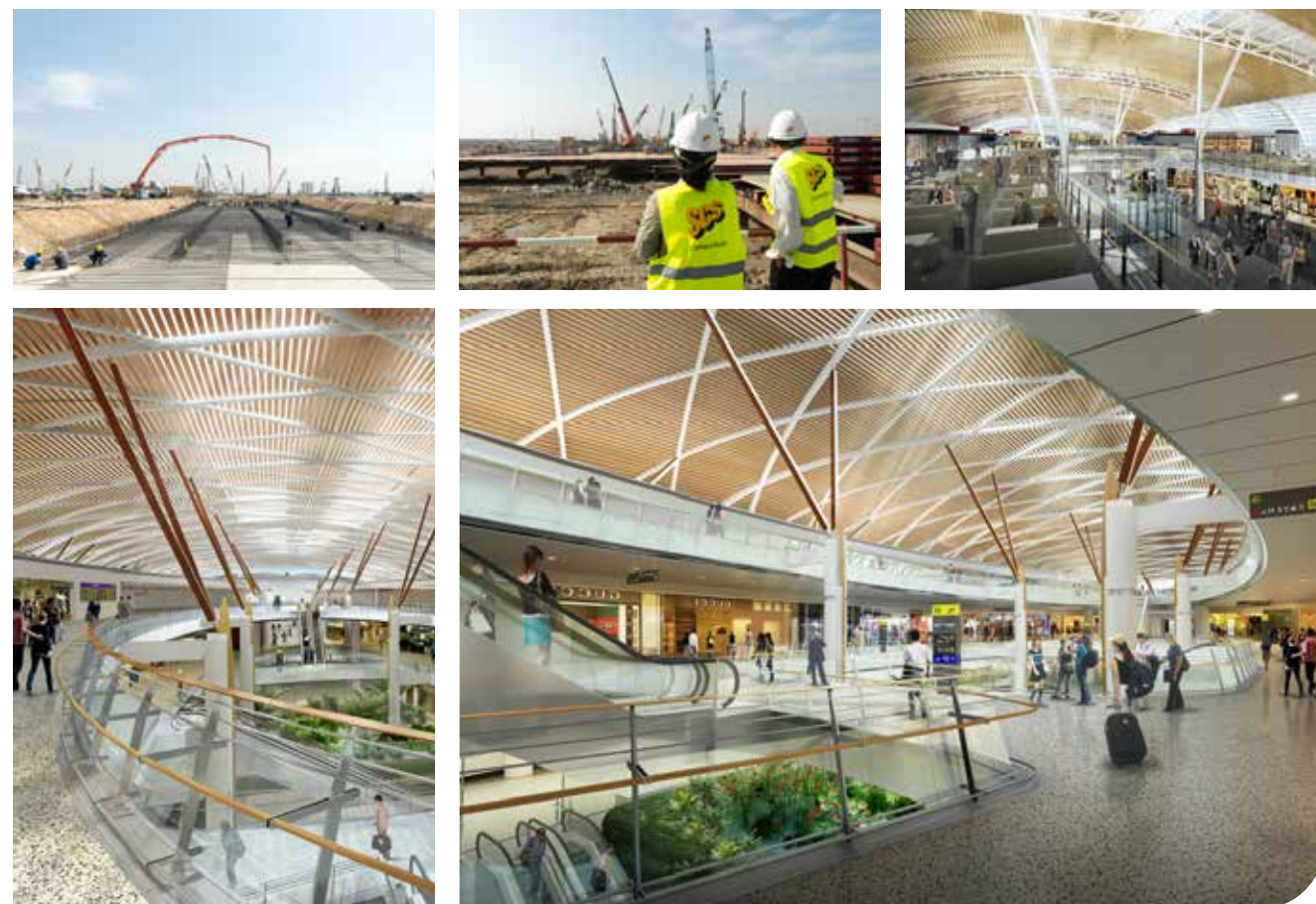
INET Data Center (IDC 3), Saraburi



INET
Always by your side



Infrastructure Projects



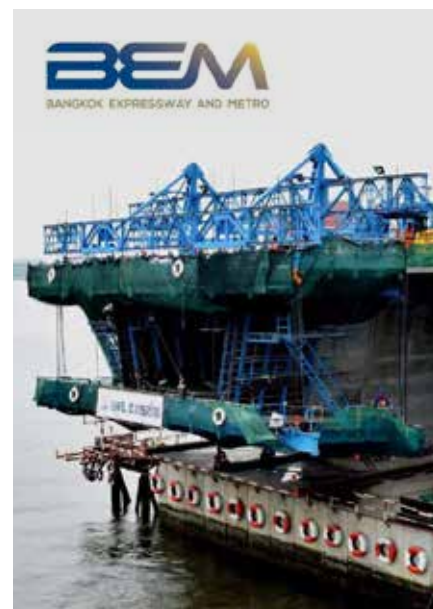
Infrastructure Projects



Infrastructure Projects



Srirat - Outer Ring Road Project



Special Project



Standing Buddha at Wat Thip; Kanchanaburi



As per market segment, the total revenue in 2016 came from local market for 300.13 million Baht which could divided into private sector for 230.17 million Baht (72.13% of total revenue) and public sector for 69.96 million Baht (21.92% of total revenue) while the revenue from foreign market is 6.79 million Baht which is 2.13% of total revenue.

Return on equity is significantly increased from year 2015 as the net profit is increased by 28.79 million Baht (849.26%).

At the end of December 2016, there are 39 projects in hand with a backlog value of 553 million Baht.

Further to the above results, the company still maintain our course in increasing our competitiveness including operation standard to differentiate our service values and also intensely train our staff to ensure that their skills are competitive which is the main value of the company.

The company still moves forward towards Information Technology competitiveness. Google cloud software has been utilized throughout the company as one integrated cloud system to ensure better communication and access to information efficiently including sharing of organization knowledge to serve the needs of clients. The company has been investing in development of innovation and IT technology together with PPS Information Consultant Company Limited (PIC). We are targeting that all of our projects and our internal process to be fully utilized on our innovation and IT in 2017. The development of our own ProjectLive is being moved forward to be used in all projects to differentiate our operations from competitors and enhancing our efficiency in managing and supervising construction projects.

We are proud to inform that PPS has received an award of TIM Forum “Innovative Organization to Sustainability in SET”.

The company still maintain its course in continually developing our human resource skills to serve our expanding business. Our human resource plan has been developed in line with our business plan. Our human resource development calls for various trainings including in-house training by our experienced staffs and outside experienced trainers, public training, on the job training, self learning via e-learning and coaching. Competency skills were benchmarked to ensure specialty skills needed for organizational development and business development towards the business goals of moving towards AEC market. Our training unit is certified by the Council of Engineers to be part of the Continuing Professional Development (CPD) program so the trainees are awarded with CPD points as per the Council of Engineers’ regulations.

The company targets training hours required for all staff at 40 training hours per year in 2016. This target has been achieved with the following training programs:

1. Professional ethics for professionals and managers
2. Project and construction management for condominium projects including facade works
3. Soil protection system for deep excavation including fire / life safety practice in construction project
4. ProjectLive practice in construction projects
5. English conversation skills training and self image development
6. Anti-corruption workshop under the policy “Operational Transparency with Good Governance and Anti-Corruption)



7. Environmental conservation and best utilization of resources training
8. ISO 9000; On the job training at project sites
9. Stakeholder duties and responsibilities towards information disclosure and human rights
10. Good governance, disclosure, stakeholders and board of directors responsibilities

Apart from the above, succession plans were developed to ensure that project managers are well groomed from the company’s resources and be in line with business growth.

The Company’s implementation of the Anti-Corruptions in 2016
were.

1. PPS has been certified by the Private Sector Collective Action Coalition against Corruption (CAC) in the preventive corruption measures on January 22, 2016.
2. PPS has revised the anti-corruption policy (Revision 1/2016) and published on the company’s website.
3. PPS has arranged anti-corruption training regularly in order to provide all employees with the knowledge and understanding about the anti-corruption policy and good practices.



The operating results from the company’s subsidiaries and joint ventures for the year 2016 are reported as follows:

PPS Design Co.,Ltd. has engineering design works on hand for both local and foreign projects including design work of two projects in Cambodia. It is expected the market will expand in the year 2017 resulting from the domestic economic uptrend with the relax of fee competition. It is also expected that PPSD will expand the revenue from construction management works for small projects.



Swan & Maclaren Thailand Co.,Ltd. operating target for 2017 is focusing to architectural and interior design work of projects in AEC country market (Vietnam, Myanmar and Cambodia) and local market from foreigner’s investment.

swan & maclaren
MASTERPLAN · ARCHITECTURE · LANDSCAPE · INTERIORS

PPS Information Consultant Co.,Ltd. (PIC) is continuing their course on media business and information technology. PIC grew from internal support to PPS with the initiative of utilizing information technology to the underutilized construction business. PIC also supports PPS in all of their training programs and also develops the training media

and become a content provider via internet channels and cable TV. PIC's revenue comes from media services for PPS and other media channels including TV - ThaiRath TV, Radio - Changmuns FM 106 and internet channels. This also exposes better image and professional identity of PPS to general public.



PIC also supports PPS in ProjectLive cloud service software created to service the need for an online tool for construction management and supervision. ProjectLive features construction management workflows of the following tasks: Inspection and Testing Checklist (ITC), Defect Work, Non-Conforming Report (NCR), Safety Improvement Request (SIR), Documents, Dashboard.

Operating results of PIC in 2016 is better performed compared to 2015 resulting from provision of more various services and products.



Ensemble Equity Pte.Ltd. (EE) was founded on 18 November 2015 by registration in Singapore. The registered capital has been increased to be 500,000 SGD in 2016. EE offers Provision of Project Management and Engineering Consulting Services & Products. At the present, EE is still has not generated any revenue.

Target for 2017

In the year 2017, the company targets to expand and increase competitiveness including seeking opportunities from the main business and subsidiaries via joint venturing. Our growth strategies as follows:

1. Local Market

We consider the local market as the main market of the business. In 2017 we see the public sector growth is the main drive of the local market especially the government's policy of infrastructure investments. We still moving forward on private sector market from both existing and new customers and alliances. We see more confidence of new investment of private sector resulting from government's continuous economic stimulation measurements. We target our total revenue on 2017 on 15% growth from previous year.

2. Foreign Market

The revenue from AEC market in 2016 is under target as our attempt on expansion into construction management services in AEC market was unsuccessful. However, we see opportunity from our successive design works in Cambodia and engineering design work and construction management services in Vietnam market under alliance with Swan & McLaren Group Pte.Ltd. (SWAN) from Singapore.

3. Design Work

PPS Design Co.,Ltd. (PPSD), our subsidiary company and Swan & McLaren (Thailand) Co.,Ltd., our joint company are alliance by submission of co-proposal on design work. Swan & McLaren (Thailand) Co.,Ltd has obtained design work of large scale project which will significantly recognized of revenue in early of 2017.

4. Improving Competitiveness Through Innovation and IT

Our IT utilization policy is now moving forward. We see IT utilization as our enhancement of our people and process competitiveness throughout 2016. The company has been investing in development of innovation and IT technology together with PPS Information Consultant Company Limited (PIC). We are targeting that all of our projects and our internal process to be fully utilized on our innovation and IT in 2017. Our competitiveness enhancement not only generate Company's sustainable business for long term but also provide opportunities for PIC to roll out this innovation and IT tools to related construction businesses.

Apart from revenue targets, the company also has a policy of increasing business competitiveness and improving operation competitiveness by continuously develop ISO 9000 management system, internal IT system workflow and operation applications including database and training together with knowledge management to ensure differentiation from competitors and optimize net profit margin from previous year.

The company will also ensure transparency throughout our business processes including care of stakeholder rights relating to all of our business. This will ensure sustainable growth of the company, the profession, the society and the country as a whole.

Revenue Structure

Project Planning Service Public Company Limited and Subsidiary Companies

Type of Revenue (according to project type)	2014		2015		2016	
	MB	%	MB	%	MB	%
Revenue from Services	263.65	98.82%	234.22	98.03%	306.92	96.18%
Revenue from Construction Supervision	258.32	97.98%	219.13	93.56%	301.68	98.29%
Office Buildings	23.95	9.27%	22.73	10.37%	24.72	8.19%
Retail Areas	89.05	34.47%	69.10	31.53%	93.70	31.06%
Residential Buildings	60.51	23.42%	61.73	28.17%	85.27	28.27%
Multi-purpose Building (Mix Use)*	35.31	13.67%	17.95	8.19%	6.95	2.30%
Hotels	-	0.00%	4.19	1.91%	12.68	4.20%
Hospital	12.22	4.73%	11.22	5.12%	19.39	6.43%
Factory		0.00%	-	0.00%	2.41	0.80%
Infrastructures	15.17	5.87%	19.14	8.73%	42.62	14.13%
Others**	22.11	8.56%	13.07	5.96%	13.94	4.62%
Revenue from Design	5.33	2.02%	2.99	1.28%	5.24	1.71%
Revenue from Concerts	-	-	12.10	5.17%	-	0.00%
Revenue from Sales	-	-	-	-	-	-
Other Revenues	3.16	1.18%	4.71	1.97%	12.18	3.82%
Total	266.81	100.00%	238.93	100.00%	319.10	100.00%

* Multi-purpose Building (Mix Use) : Retail Areas, Office Buildings, Hotels

** Others : Distribution Center/ Data Center/ Temple Measure / Showroom

Risk and Risk Management

Project Planning Service Public Company Limited or PPS recognizes the importance of risk management. Because the ever-changing internal and external factors could affect the company performance, the company have established the board of risk management since 2012 to be responsible for corporate risk management. The major function of the board of risk management is to prepare, monitor, and continuously evaluate the risk management plan. In the current situation, the board has summarized the risk issues into 4 main categories including business risk, management risk, financial risk, and social environmental and corruption risk as explained in the following

1. Business Risk

1.1 Risks associated with continuity and certainty of revenue

Our major revenue streams are from the service revenue associated with construction project management, in which they are project-based by nature. Therefore, the revenue streams is dependent with the contractual agreement, resulting in the possible discontinuity and uncertainty of revenue which may be caused by the delay and variation order in each project. The discontinuity of revenue may be caused by the gap between each project. Generally, this risk depends on the overall market condition.

Our risk management plan for this risk is by carefully selecting to engage in projects in which they can provide the continuity and growth of revenue. We mitigate this risk by continuously engaging in new projects of existing customers. Besides, we aim to build the partnership with new clients, expand to AEC, broaden the scope of service; in some cases beyond the core activities.

1.2 Risks from business competition

The business of construction project management and supervision is very competitive. There is low entry barrier given that the business is not capital incentive. However, the business requires the professional license to enter. There are a few new entrants to the business. Also, the existing players have expanding to support the growing opportunities in the market in the last few years. Therefore, when there are slowdowns in the market, the competition gets intense and the price can be aggressive.

Despite the growing competition which gives more choices to the clients and more pressure on fee structure, we believe reputation, experience, and acceptance on professionals are still the most important factors that clients use in selecting the construction project manager. Therefore, we still be able to manage the higher risk in this regards.

Nevertheless, we are fully aware of the risk from growing competition. It is our policy to create additional competitive advantage. We aim to make our differentiation more concrete and noticeable. For example, we have developed “ProjectLive” which is the program the company have developed to be used internally to enhance construction project management activities. In addition, we have followed our quality policy to continue to improve the efficiency of our operation. These are to ensure that we can maintain our existing clients and attract new clients from positive referral.

1.3 Risks associated with revenue from major clients

In the past, we have a relative few groups of clients, resulting in limited portfolio. However, in the last few years, we have managed this risk better by expanding the client base to the new groups and also in AEC. We will maintain this policy the ensure our client portfolio is well balanced among different types of business. This is to mitigate the risk in case there could be any situation that could negatively impact any particular sector of our clients.

1.4 Risks associated with uncontrollable external factors

In the past, we have a relative few groups of clients, resulting in limited portfolio. However, in the last few years, we have managed this risk better by expanding the client base to the new groups and also in AEC. We will maintain this policy to ensure our client portfolio is well balanced among different types of business. This is to mitigate the risk in case there could be any situation that could negatively impact any particular sector of our clients.

2. Management Risk

2.1 Risks associated with the lack of required staffs

Because our business is the service business, human resource is the most important resource of the company. Therefore, it is crucial to retain and continuously develop our human resource. To sustain the growth of the company, the all human resource management processes are very important; from the selection of new staffs, the development of existing staffs, and the development of new management team to continue the work from the old management.

The main reason for the higher risk in this concern is due to the growth of construction related businesses in general. The growth in the sector creates pressure in finding and maintaining the quality staffs.

We manage this risk by developing the human resource policy that continuously support the demand of human resource in each department and skillset which vary depending on the work and corporate strategy. The human resource planning is closely monitored on the monthly basis. The long term continuous human resource development plan has been laid out. We also try to increase overall compensation and other benefits for our valuable staffs to maintain high morale and retain most important staffs.

2.2 Risks associated with unprofessional conduct by others

Our business are performed in tandem with other parties working to achieve the common goals. Other parties include clients, designers/ consultants/ specialists, contractors and suppliers. We see risks to project success caused by unprofessional conducts from one or several of these parties that could impact project success. We foresee this risk so it is our normal practice to review and evaluate all contractors and suppliers before engaging them into any project. Apart from this, we will also proactively and continuously review their project execution performance as part of our service to the clients to ensure that their performance are conforming to their plans. Any non-conformances or potential problems will be notified with follow up in writing. Furthermore, we also promote project risk management in all projects to ensure that risk elements are identified and mitigated.

2.3 Risks associated with unprofessional conduct by our own staffs

Despite our company's professional recruitment process and continuously training, mistakes could still happen from our staff professional conduct which could affect our business and reputation. We have continuously mitigating this risk by stressing the importance of the detail work procedures via training and lastly insure the business against the unprofessional conduct by having Professional Indemnity Insurance (PII) so that we have always have the financial resources when required.

2.4 Risks associated with investing with others

To expand our business beyond the main scope of the company, in some cases, the company invest with other parties that have expertise. We have partnered with Swan & Maclaren LLP to develop our architectural design business, and we have invested in Builk Asia to capture the opportunity in construction e-commerce. As part of our strategy, we have always been set out to be the minority shareholders at first and try to increase our stakes based on growth and success of each business. This strategy will provide us with less financial risk exposure while maintain opportunities of expansion.

3. Financial Risk

3.1 Risks due to delay of payments or contract defaults

Even though all of our service contracts has payment scheduled stipulated as part of the contract, we could still see payments being delayed by clients for various reasons which could result in mismatching between actual and budgeted revenue. As part of our business practice to prevent the delay of payments and contract defaults, we always screen our clients altogether with performing our project at our best to ensure project success and client satisfaction. Besides, we have our financial department to monitor and manage our payment collection and mitigate this risk directly.

3.2 Risks from investments

We have invested our excess capital to ensure it is utilized effectively. Therefore, there could be financial risk involved associated with each investment. Financial risk of this category is managed, our conservative investment policy. Our investment policy of this excess capital is to ensure that our operating cash flow and investment cash flow in our business are not affected. The investment is being reported to the executive committee on the monthly basis.

4. Risks associated with society, environment, and corruption

4.1 Risks associated with society and environment

Our main activities does not create any negative impact to society and environment. At most, the impact could be caused by the contractors involved in the project. Therefore, to mitigate the risk, it is our policy to select partners that have good social and environmental responsible policy. We also require the contractors to provide the safety plan that also covers environmental impact.

4.2 Risks associated with corruption malpractice

Despite the low risk from internal fraud, we still see risks associated with corruption malpractice at project level. The malpractice may involve conspiracy with contracts or suppliers, or any other corruption activities that may existing during construction process. These malpractice is crucial to our reputation. We do not tolerate any of this risk. Therefore, we have set our anti-corruption policy along with our operational policy. Our management closely monitor our operation to ensure transparency throughout operating process. Furthermore, PPS has set up a whistleblower line directly to the company's board of director at whistleblow@pps.co.th

5. Innovation Risk

The Company realize to importance of internal innovation development in order to differentiate our products and services from competitors in the same business. Discovery and initiation of our innovation has started from year 2015 and consecutively performing up to present. This year, the Company has participated to the innovation competency supporting program arranged by MAI and national innovation competition project by NAI targeting to enhance our innovation such as Project Live. To manage the risk from duplication to our innovation from others, we have registered the patent of our innovation to the department of intellectual property and limit accessibility to the innovation for our staff only.

Market Sentiment and Competition

Engineering consultant business on design and project management which is the main business of the company is closely related to the property development and infrastructure development business. Thus, the analysis of these two businesses must be done to reflect the company's business as a whole.

In 2016 Thai economy grew by approximately 3.2% slowly improving from last year. Investment is expanding at a higher growth especially public sector projects. Government spending is increasing referring to the fiscal spending and injecting money into the economy. However, private investment is slowing down. According to Economic and Social Development Board data, the first nine months see expansion of the country's construction business of 7.9% while public sector expanded by 15% and private sector expanded by 1.5 %.

Property development sector in 2016 has been decelerating after the government's stimulus packages to the sector had been ended leading to negative sentiment to the construction industry and engineering consultant business. However the better political stability and economic uptrend create positive sentiment to property development sector. High growth sector has been condominium which is comparatively sees more growth than horizontal residential segment. The company still sees this as a continuing trend since the high land cost and more development of public transportation in the capital. Land cost in Bangkok increased by 7.9% and the cost of residential condominium increased by 8.2%. For other segment, the company sees consecutive growth for office for rent segment especially nearing mass transit stations however the growth outside of Bangkok Metropolitan is weak especially when the agricultural economy is weak at present and factoring in the government's delay in developing railway projects.

Wholesale and Retail business is successive growing in line with household spending growth and accelerating growth rate of foreign tourist from 5.5% in 2016 which is growing into 2017. Therefore the major firm in the wholesale and retail business are continuing to expand their branches to retain their competitiveness and serving such higher demand.

In 2016 and continuing on to 2017, the company sees more growth in hospital and healthcare service business which require additional construction facilities both domestic and regional countries.

For public sector projects which saw high growth in 2016 from the government policy of spending and investments, the trend should continue in 2017. More project tender invitations are expected for infrastructure projects. The company sees more than 20 projects rolling from both directly from the government and public enterprises such as motor way projects, mass rapid transit lines, railway lines, airports and including special economic zones. However, there are risks from delays of such projects internally from the government processes and also from the clarity of public private participation scheme and difficulties on expropriation of project lands. So, there are opportunities that could also associated with risks which needs to be carefully managed.

Another factor that will benefit construction business sector is the AEC investments both inbound and outbound. The company sees Thai investors investing in AEC countries and also foreign investors investing in Thailand due to AEC opportunities. Strategic locations are towns and cities at border crossings to Myanmar, Lao and Cambodia. The company sees this trend as growing in 2017.

In an overall picture, the engineering consultant business should grow in 2017 due to political stability, government investments, private sector confidence, better balance of demand and supply in property development sector, low interest rates and low construction material costs. However, fee competition are still seen and there are business pressure from lack of staff due to competition in increasing wages which could put more pressure the business operators as a whole.

However, PPS will continue to move the business forward cautiously with sustainable growth and continuously monitoring the market sentiment and competition so the company could adjust its strategy accordingly and manage the risks associated efficiently.

Major Shareholders

List of major shareholders as at December 31, 2016 were as follows:

No.	Shareholders	No. of shares	% of total shares
1	Mr. Phongthon Tharachai	65,358,235	13.616
2	Mr. Prasong Tharachai	62,893,560	13.103
3	Mr. Theerathon Tharachai	60,131,875	12.527
4	Mr. Somphant Hongchintakul	36,000,000	7.500
5	Mrs. Rewadee Tharachai	10,080,000	2.100
6	Mr. Tat Thongpakdi	6,851,875	1.427
7	Mr. Voradaj Piemsuwan	6,776,035	1.412
8	Miss Sopis Phusanakom	5,000,000	1.042
9	Mr. Chai Manopas	4,880,000	1.017
10	Mr. Surapol Tankaprasert	4,030,000	0.840
11	Other shareholders	217,998,402	45.42
Total paid-up capital		479,999,982	100.000
Thai Investors		479,135,970	99.82
Foreign Investors		864,012	0.18

Remark

1. Foreign Limit

The company had imposed limitations on the number of shares which could be held by the foreigners at 49% of fully paid-up capital as at December 31, 2016, the company declared that 0.18% of fully paid-up capital shares were held by the foreigners.

2. There were 22 shareholders who held more than 0.5% of total shares as at December 31, 2016

Management Structure

The Company's management structure comprised the Board of Directors, five Sub-Committees and the Management Team as follows:

1. The Board of Directors
2. The Audit Committee
3. The Nomination and Remuneration Committee
4. The Corporate Governance and Social Responsibility Committee
5. The Executive Committee
6. The Risk Management Committee
7. The Management Team

Board of Director

In 2016, the Board of Directors comprised executive and non-executive directors as follows:

No.	Name	Position	Director	Date of Appointment
1	Mr. Prasong Tharachai	Chairman	Executive Director and Authorized Director	April 22nd, 2016 Third Term
2	Mr. Tat Thongpakdi	Director	Executive Director and Authorized Director	April 22nd, 2016 Third Term
3	Mr. Phongthon Tharachai	Director	Executive Director and Authorized Director	April 9th, 2014 Second Term
4	Mr.Theerathon Tharachai	Director	Executive Director	April 24th, 2015 First Term
5	Pol.Lt.Gen.Nukool Jeamanukoolkit	Independent Director	Non-executive Director	April 24th, 2015 Second Term
6	Mrs. Vipavee Boonyaprasit	Independent Director	Non-executive Director	April 9th, 2014 Second Term
7	Mr. Kachen Benjakul	Independent Director	Non-executive Director	April 9th, 2014 Second Term

Mr. Voradej Piemsuwan is appointed as the Secretary to the Board of Directors and the Company Secretary

Authorized Directors

Mr. Prasong Tharachai or Mr. Phongthon Tharachai or Mr. Tat Thongpakdi is authorized to sign jointly on behalf of the Company.

Limitation to the Board of Directors’ Authorization : - None

Scope of Duties and Responsibilities of the Company’s Board of Directors

1. Work in accordance with the law, purposes and regulations of the Company as well as resolutions of shareholders’ meetings and approvals of shareholders in meetings on matters including the connected items and the purchase and sales of important properties according to the regulations of the Stock Exchange of Thailand or as specified by any other organization.
2. Approve the business policies, purposes, operation plans, business strategies and annual budgets.
3. Appoint personnel who are qualified with no prohibited properties as specified in the Public Company Act 1992 and the legislation on securities and the Stock Exchange of Thailand as well as announcements, rules and/or regulations related to positions of the members of the Board of Directors in case there is a vacancy due to any other reason apart from a retirement on rotation.
4. Appoint the Executive Committee as well as determine the scope of duties and responsibilities of the Executive Committee.
5. Appoint Independent Committee and the Audit Committee by considering the qualifications and prohibited properties of Independent Committee and Audit Committee following the legislation on securities and the Stock Exchange of Thailand as well as announcements, rules and/or regulations related to the Stock Exchange of Thailand. Nominations are to be submitted to the shareholders’ meeting for final approval and appointment the nominated persons as members of the Independent Committee and the Audit Committee.
6. Consider, determine and amend the names of members of the Board of Directors whose authority binds the Company.
7. Appoint any other person to operate the businesses of the Company under the supervision of the Board of Directors or grant power of attorney to authorize that person and/or within the timeframe deemed appropriate by the Board of Directors. The Board of Directors may cancel, revoke, alter or change such authority at any time.
8. Approve of a receipt or a sale of security unless such transaction needs an approval from the shareholders’ meeting. Such approval is to be in accordance with the announcement, rules and/or regulations related to the Stock Exchange of Thailand.
9. Approve a connected transaction unless such transaction needs an approval from the shareholders’ meeting. Such approval is to be in accordance with the announcement, rules and/or regulations related to the Stock Exchange of Thailand.
10. Approve interim dividend payments to shareholders when the Company has made enough profits and report the payment of dividends to the shareholders in the next shareholders’ meeting.

The allocation of duties and responsibilities of the Company’s Board of Directors is not a grant of authority or part of the authority that allows the Company’s Board of Directors or those with the power of attorney from the Company’s Board of Directors to approve any matter that involves any person in conflict (including themselves) (according to the definitions in the announcement by the Securities and Exchange Commission). This applies for the Company and its subsidiary companies.

The Company Secretary

The Board appointed Mr.Voradej Piemsuwan as the company secretary responsible for organizing the meetings of the Board, committees and shareholders. The company secretary is also in charge of preparing the minutes of the Board’s meetings, the minutes of shareholders’ meetings, and Annual Report as well as filing documents as stipulated by law. He is deemed by the Board to be appropriate because he is knowledgeable in managing corporate secretarial work, having served as director of the corporate secretary office, which supports the corporate secretarial work involving compliance with laws, rules, regulations and the PPS Corporate Governance Policy. The Company constantly supports the company secretary to undergo training in the Company Secretary Program Class 42 / 2011 by Thailand Institute of Directors (IOD) has been appointed as Company Secretary since 2555 to act. according to the provisions of Article 89/15 of the Act on Public Limited companies Act 2535.

Scope of Duties and Responsibilities of the Company Secretary

1. Produce and keep the following documents
 - (a) Registration of Members of the Board of Directors
 - (b) Board Meeting invitations, Board Meeting Reports and the Company’s Annual Reports.
 - (c) Shareholders’ meeting invitations and shareholders’ meeting reports.
2. Keep stakeholder reports that have been submitted by members of the Board of Directors or the Executive committee and send copies of the reports to the Chairman of the Board of Directors and the Chairman of the Audit Committee within seven days from the date that the Company receives the reports.
3. Systematically keep the following documents and evidence that is related to the display of information. The secretary is to ensure the accurate and complete storage of documents or evidence mentioned.
 - Such documents and evidence need to be accountable for at least 5 years from the dates that such documents or information were made. The storage of the aforementioned documents and evidence is to include digital storage or any other type of storage in which a document or an evidence may be recalled without any alteration to the statement in the document or evidence.
 - (a) Provision of information to support the resolution of a shareholders’ meeting.
 - (b) Financial statements and reports on the financial status and the performance of the Company or any other report that needs to be reveal following articles 56, 57, 58 or 199 of the Act on Securities and the Stock Exchange of Thailand.
 - (c) The Company’s opinions when there are requests for Company’s share purchase from the shareholders in an ordinary circumstance.
 - (d) Provision of information or any other report on the business that the Company has produced to disseminate among the shareholders or the general public as determined by the Capital Market Supervisory Board.
4. Be responsible for any other task following orders and announcements of the Capital Market Supervisory Board.
5. The secretary is to work with responsibilities, care and integrity. One is to comply with the law, purposes, the Company’s regulations, the resolutions of the Board of Directors as well as resolutions of shareholders. One is not to act in any way that significantly obstruct or conflict the Company’s interests.
6. Work with responsibilities and care as a wise man who is in charge of a business would do under the same circumstances by
 - (a) Decide and act with honest belief and rationality that such a decision or an act is mainly for the best interest of the Company.
 - (b) Decide and act on the basis of information that is honestly believed to be enough.
 - (c) Decide and act in a way that one is not at stake directly or indirectly with the matter.

In case the Company’s secretary is retired from the position or cannot work, the Board of Directors is to appoint a new secretary for the Company within ninety days from the date of the previous secretary’s retirement or inability to work.

Audit Committee

In 2016, the Audit Committee comprised the following persons;

No.	Name	Position
1	Pol.Lt.Gen.Nukool Jeamanukoolkit	Chairman of the Audit Committee,Independent Director, Non-Executive Director
2	Mrs. Vipavee Boonyaprasit	Audit Committee,Independent Director, Non-Executive Director
3	Mr. Kachen Benjakul	Audit Committee,Independent Director, Non-Executive Director

Remarks : 1. Mrs. Vipavee Boonyaprasit was a member of the audit committee with knowledge and expertise on Accounting and Finance
2. Mr. Kachen Benjakul was a member of the Non-Executive Director with knowledge and experience on Engineering
3. Mr. Anupan Wananukul was the secretary of the Audit Committee.

Scope of the Duties and Responsibilities of the Audit Committee

1. Review for the Company and its subsidiaries. Report financial matters accurately and in an open manner. The committee is to coordinate with the auditor and the responsible executive members to produce financial reports quarterly and annually. The audit committee may suggest the auditor to review or check any item that is deemed necessary and important during the Company's period of audition.
2. Review for the Company and its subsidiaries with regards to suitable and efficient Internal Control system and Internal Audit System. The audit committee is to consider the independence of the Internal Audit Office as well as to approve the appointment, transfer or dismissal of the head of internal audit office or any other unit under jurisdiction with regards to internal audition.
3. Review the work of the Company and its subsidiary companies to make sure that it is in compliance with the legislation on securities and the Stock Exchange of Thailand, regulations of the Stock Exchange of Thailand and other legislation related to the Company's businesses.
4. Propose the appointment and dismissal of the external auditor for the selection and appointment will be considered for selection an independent person to perform the duties of the Company and its subsidiary companies auditor and also propose the remuneration of the external auditor with regard to reliability, resource adequacy, the audit of the office accounting and effectiveness of external auditor's performance, as well as attending meetings with the Company's external auditor, without the attendance of management, at least once a year.
5. Consider connected items/transactions or any item that suggests a conflict of interest to comply with the legislation and the regulations of the Stock Exchange of Thailand. This is to ensure that such items are reasonable and are for the best interest of the Company.
6. Produce reports of the audit committees which are to be revealed in the Company's annual reports. Such reports are to be signed by the Chairman of the Audit Committee. A report should comprise the following information;
 - a) Opinions on the accuracy, completeness and credibility of the production and revelation of information in the financial reports of the Company and its subsidiary companies.
 - b) Opinions on the sufficiency of the internal audit system of the Company and its subsidiary companies.
 - c) Opinions on the compliance with the legislation on securities and the Stock Exchange of Thailand, the regulations of the Stock Exchange of Thailand or legislation related to the businesses of the Company and its subsidiary companies.
 - d) Opinions on the suitability of the auditors of the Company and its subsidiary companies.
 - e) Opinions on certain items/transactions that may result in conflict of interests.
 - f) The number of Audit Committee meetings and the attendance of each member of the Audit Committee.
 - g) General opinions or observations that the Audit Committee has received from working according to the Charter.
7. Review on the policy on financial management and risk management, a review on the compliance with the business ethics of the executive members, a review with the Company's executives on important reports that are to be publicized following the legislation including the report and analysis of the executives (MD&A).
8. The Audit Committee is to work for any other assigned task from the Company's Board of Directors that has been agreed.

The three members of the Company's Audit Committee are from the independent board members who are qualified according to article 16 of the Announcement No. Tor Jor. 28/2008 by Capital Market Supervisory Board.

Nomination and Remuneration Committee

In 2016, the Nomination and Remuneration Committee comprised the following persons;

No.	Name	Position
1	Mrs. Vipavee Boonyaprasit	Chairman of the Nomination and Remuneration Committee
2	Mr. Kachen Benjakul	Nomination and Remuneration Committee
3	Miss Woraporn Pukpinyo	Nomination and Remuneration Committee

Remarks : 1. Numbers 1 and 2 were independent committee members

2. Miss Woraporn Pukpinyo was the secretary of the Nomination and Remuneration Committee.

Scope of duties and responsibilities of the Nomination and Remuneration Committee.

Duties and Responsibilities with regards to the Nomination Process

1. The committee is to determine policy, criteria and method of recruitment, selection and nomination of the Company's Board of Directors and the Nomination Committee as assigned by the Company's Board of Directors and submit the nominations to the Company's Board of Directors for approval to replace the positions of the Company's Board of Directors/ Nomination Committee that are vacant regardless of the reason for vacancy.
2. Carefully verify the nominated person for qualifications according to the legislation and regulations of related organizations.
3. Contact persons who have qualifications corresponding to the determined criteria in order to be confident that such persons are prepared to become members of the Company's Board of Directors should they be appointed from shareholders.
4. The nomination committee may be assigned to nominate high-level executives especially the managing director or the chairman of the executive personnel.

Duties and Responsibilities with regards to the Remuneration

1. The committee is to consider the forms and criteria of appropriate remuneration in terms of pays for the Company's Board of Directors and Managing Director to ensure the appropriate forms and criteria of remuneration.
2. Consider the criteria of performance assessment of the Managing Director and present them to the Company's Board of Directors for approval.
3. Consider and determine annual pays for the Company's Board of Directors and the Managing Director. The pays for the Company's Board of Directors are to be entered as an agenda for the approval from the AGM of shareholders.
4. Consider conditions and details of the sales of new securities or share warrants for members of the Board of Directors and employees (if any).
5. Work for any other duties assigned by the Company's Board of Directors.

In order to facilitate the efficient work of the Remuneration Committee, the Remuneration Committee is to act in the following ways;

1. In following the scope of duties and authority, the Remuneration Committee is to invite the managing department or the supervisors to attend meetings to explain or to submit relevant documents.
2. The Nomination and Remuneration Committee may ask for professional opinions from external experts or advisors from the Company's expenses.

Corporate Governance and Social Responsibility Committee

In 2016, the Corporate Governance and Social Responsibility Committee comprised the following persons;

No.	Name	Position
1	Mr. Phongthon Tharachai	Chairman of the Committee
2	Mrs. Vipavee Boonyaprasit	Committee Member
3	Mr. Eakkamol Lertchunhakit	Committee Member
4	Mrs. Wanichthanan Vijacksungsithi	Committee Member

Duties and responsibilities of the Corporate Governance and Social Responsibility Committee

Duties and Responsibilities with regards to the Corporate Governance (CG)

1. Establish strategies and the Company's good practices of good corporate governance.
2. Verify and advise best practices to the Company's Board of Directors about good corporate governance in order to ensure that the Company's good corporate governance will comply with the regulations of Ministry of Finance and the Stock Exchange of Thailand, including the practices followed by international standard.
3. Revise the Terms of Ethics and Code of Conduct for Directors and Employees to be sufficient, up-to-date and conform to the Company's code of conduct.
4. Promote the Company's policies and the Company's good practices to boost the good corporate governance of the Company.
5. Report the Company's corporate governance performance to the Company's Board of Directors periodically.
6. Appoint working groups to support the operation as deemed appropriate.

Duties and Responsibilities with regards to the Social Responsibility (SR)

1. Consider to comment strategies and policies of social and environmental responsibility.
2. Consider social and environmental responsibility's activities to propose the Company's Board of Directors for further approval.
3. Consider social responsibility's work plan and annual budget to propose the Company's Board of Directors for further approval.
4. Consider and track the progress of social responsibility activities including evaluation of the achievement and quality of activities.
5. Promote the Company's policies and the Company's good practices to boost the social responsibility of the Company.
6. Report the Company's social responsibility performance to the Company's Board of Directors periodically.
7. Appoint working groups to support the operation as deemed appropriate.

Executive Committee

In 2016, the Executive Committee has a list of the following;

No.	Name	Position
1	Mr. Prasong Tharachai	Chairman of the Committee
2	Mr. Phongthon Tharachai	Vice Chairman of the Committee
3	Mr. Tat Thongpakdi	Executive Committee
4	Mr. Nopparat Narin	Executive Committee
5	Mr. Theerathon Tharachai	Executive Committee
6	Mr. Maitri Wongpaisert	Executive Committee
7	Mr. Voradaj Piemsuwan	Executive Committee
8	Miss Woraporn Pukpinyo	Executive Committee
9	Mrs. Wanichthanan Vijacksungsithi	Executive Committee

Miss Runghana Srichuai was the secretary of the Executive Committee.

Remarks : 1. Miss Woraporn Pukpinyo and Mrs.Wanichthanan Vijacksungsithi Full term on February 23rd, 2016

2. Mr. Maitri Wongpaisert at Inauguration on February 23rd, 2016

Scope of Duties and Responsibilities of the Executive Committee.

1. Produce and present business policies, targets, operational plans, business strategies and annual budgets of the Company to the Company's Board of Directors for approval.
2. Determine business plans, the administrative authority and the Company's budgets to seek approval from the Company's Board of Directors.
3. Supervise the conduct of businesses of the Company to comply with business policies, targets, operational plans, business strategies and budgets approved by the Board of Directors to ensure that they are efficient and facilitating businesses.
4. The Executive Committee is authorized to approve loans or application for a loan from a financial institution as well as to pay or to dispense money for ordinary transactions of the Company's businesses for instance investment and other expenses under the budget determined following the Summary Table of General Approval Authority announced (the latest version of Summary Table of General Approval Authority has been valid since June 9th, 2012).
5. Determine the structure of the organization and the administration that are efficient covering the recruitment, training, employment and termination of employment of the Company's employees at the level of executive members or high-level executives. The managing director may be assigned to be the authorized person signing an employment contract.
6. Monitor, supervise and approve on matters related to the Company's operations. The committee may appoint or assign any one person or a group of persons to act on behalf of the Executive Committee as deemed appropriate. The Executive Committee may revoke, change or alter such authority.
7. Act as assigned by the Company's Board of Directors.
8. The Executive Committee is to report to the Company's Board of Directors immediately should there be an incident of corruption or a suspicion of corruption, violation of a law and an abnormal act causing significant damage to the Company's reputation and the financial status.

With regards to the above provision of authority to the Executive Committee, an item/matter that the Executive Committee or an individual (in the Committee) may be in conflict, may have stakes in or may have any other conflict of interests with the Company or its subsidiary companies. Should that incident arises, the concerned member(s) of the Executive Committee will not have the right to vote on that matter. The approval of an item that may result in a conflict of interests as mentioned above is to follow the announcement of the Stock Exchange of Thailand on the regulations, method and revelations of related items of the registered companies.

Risk Management Committee

In 2015, members of the Risk Management Committee were as follows;

No.	Name	Position
1	Mr. Prawat Kitipongpairoj	Chairman of the Committee
2	Mr. Phongthon Tharachai	Committee Member
3	Mr. Nopparat Narin	Committee Member
4	Mr. Kamon Wiriachok	Committee Member
5	Miss Voraporn Pukpinyo	Committee Member

Scope of Duties and Responsibilities of the Risk Management Committee

1. Monitor and supervise the development and participate in the annual analysis of the strategies of the organization's risk managements.
2. Develop and screen the risk levels deemed acceptable by the organization and screen for the acceptable deviations of the risks.
3. Provide directions and monitoring methods to the head of risk management personnel.
4. Assess significant risks and report to the Company's Board of Directors.
5. Assess the Company's risk reports.
6. Review the risk management plans of Headquarters and the project that occurred compared with the plans every quarter.

Management Team

In 2016, the Management team as defined in the announcement of the Securities and Exchange Commission (SEC), comprised the following persons;

1. On January 1st, 2016 to February 23rd, 2016 Contains:

No.	Name	Position
1	Mr. Tat Thongpakdi	Managing Director
2	Mr. Phongthon Tharachai	Deputy Managing Director of Operation and Business Development
3	Mr. Theerathon Tharachai	Deputy Managing Director of Finance and Administration
4	Miss Woraporn Pukpinyo	Assistant Managing Director of Finance and Administration
5	Mrs.Wanichthanan Vijacksungsithi	Assistant Managing Director of Operation and Business Development

2. On February 23rd, 2016 to December 31th, 2016 Contains:

No.	Name	Position
1	Mr. Tat Thongpakdi	Managing Director
2	Mr. Phongthon Tharachai	Deputy Managing Director
3	Mr. Theerathon Tharachai	Assistant Managing Director of Finance and Organization Management
4	Mr. Maitri Wongpaisert	Assistant Managing Director of Projects
5	Mr. Nopparat Narin	Assistant Managing Director of Business Development
6	Miss Woraporn Pukpinyo	Director of Accounting

Scope of Duties and Responsibilities of Managing Director

1. The Managing Director is authorized to supervise the Company's management to comply with the policies determined by the Board of Directors or the Executive Committee and to report the outcomes to the Company's Board of Directors or the Executive Committee respectively.
2. Consider the allocation of annual budget produced by the Management team to submit to the Executive Committee for approval as well as monitor the disbursements of annual budget of each agency.
3. Evaluate the Company's performance regularly to prevent risks from internal and external factors.
4. The Managing Director is authorized to issue orders, rules, announcement and memoranda to ensure that the operations comply with the policies of the Company's Board of Directors or the Executive Committee or for the best interests of the Company.
5. The Managing Director is authorized to approve the purchases and expenses related to normal operations of the Company. The Managing Director is to ensure that expenses in operation, administration and investment are within and according to the budget approved by the Company's Board of Directors or the Executive Committee following the Summary Table of General Approval Authority announced (the latest version of Summary Table of General Approval Authority has been valid since November 7th, 2012).
6. Consider the issue of binding the Company's right(s) and property with an individual, company, shop or a financial institution and submit to the Executive Committee for approval.
7. Consider the Company's profits and losses, interim dividend payments or annual dividend payments and submit to the Company's Board of Directors for approval.
8. Act to support the Company's operations as authorized by the Company's Board of Directors in compliance with the policies issued by the Board of Directors.

The Managing Director is under the jurisdiction of and directly accountable to the Executive Committee.

The Managing Director is to act according to the ways and policies determined by the Executive Committee.

The Managing Director has no authority to act in any way related to the item or issue that the Managing Director or an individual may have conflict with, have stakes in or have a conflict of interest in any other way related to the Company or its subsidiary companies (if any) following the rules and regulations issued by the Capital Market Supervisory Board or any other related organization.

The Company's Board of Directors is authorized to change and amend the scope of duties and authority of the Managing Director as deemed necessary or appropriate.

Committees in 2016

(1 January 2016- 31 December 2016)

Name	Committee						
	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Executive Committee	Risk Management Committee	Corporate Governance and Social Responsibility Committee	Entered during the term
1. Mr. Prasong Tharachai	✓			✓			
2. Mr. Tat Thongpakdi	✓			✓			
3. Mr. Phongthon Tharachai	✓			✓	✓	✓	
4. Pol.Lt.Gen. Nukool Jeamanukoolkit	✓	✓					
5. Mrs. Vipavee Boonyaprasit	✓	✓	✓			✓	
6. Mr. Kachen Benjakul	✓	✓	✓				
7. Mr. Theerathon Tharachai	✓			✓			
8. Mr. Maitri Wongpaisert				✓			✓
9. Mr. Nopparat Narin				✓	✓		✓
10. Mr. Voradaj Piemsuwan				✓			
11. Mr. Prawat Kitipongpairaj					✓		
12. Mr. Kamon Wiriyachok					✓		
13. Miss Woraporn Pukpinyo			✓	✓	✓		
14. Mr. Eakkamol Lertchunhakiat						✓	
15. Mrs. Wanichthanan Vijacksungsithi				✓		✓	

Remarks

1. Mr. Maitri Wongpaisert and Mr. Nopparat Narin as Executive Committee appointed at PPS's Board of Directors' Meeting No. 1/2016 on February 23, 2016

Directors/Committee Members who retire/resign during the year

1. Miss Woraporn Pukpinyo and Mrs. Wanichthanan Vijacksungsithi have vacated Executive Committee position on February 23, 2016

Summary Table of the General Approval Authority

Position	Approval Authority (Baht per item/project)		
	Agreement for a service	Investment	General Expenses
Board of Director		Over 20,000,000	
Executive Committee	Over 50,000,000	2,000,000 – 20,000,000	Over 2,000,000
Managing Director	2,000,000 – 50,000,000	Not more than 2,000,000	100,000 – 2,000,000
Deputy Managing Director	Not more than 2,000,000	---	20,000 – 100,000
Assistant to the Managing Director on	---	---	20,000 – 100,000
Finances and Administration	---	---	20,000
Assistant to the Managing Director			

Remark :

The latest version of the Summary Table for General Approval Authority has been in effect since 7 November 2012.

Directors and the Executives

Persons who are appointed as members of the Board of Directors and the Executives of the Company are those who are qualified in accordance with article 68 of the Public Company Act 1992 and the Announcement of the Capital Market Supervisory Board No. Tor.Jor.28/2551 on the request and the permission to sell new shares dated 15 December 2008. The qualified persons must not be of forbidden character according to the Announcement of the Capital Market Supervisory Board on the Regulations related to the executives of a Company issuing securities. All members of the Board of Directors and executives must not have any record of violating law within the last 10 years before the date of submitting the request. All persons must not have a record of bankruptcy, violation of rules, regulations, announcements, orders, resolutions of the Board of Directors or the agreement on security registration with the Stock Exchange of Thailand and the circular notice at the Stock Exchange of Thailand as well as a dispute or a case that has not been fully judged or solved.

Components and the Recruitment of the Board of Directors

1. The Company comprises at least 5 members in the Board of Directors. At least half of the directors reside in the kingdom and they are to qualify with the regulations determined by law.
2. Members of the Board of Directors are to be elected in a shareholders' meeting through the following regulations and procedure;
 - 2.1 Each shareholder is to have the number of votes equals to the number of shares one holds.
 - 2.2 Each shareholder is to use all the votes that one possesses to elect one or more than one person as member(s) of the Board of Directors. However, it is not possible to divide the votes unequally to different candidates.
 - 2.3 Those candidates who receive the number of votes in descending order are to become the members of the Board of Directors as the number of the Board allows or as the number of vacancy of the Board of Directors to be elected at that time. In case the votes are equal and the number of the members to be elected at that particular time has been reached, the chair man is to provide a final vote on the matter.
3. At a shareholders' AGM, at least 1/3 of the members of the Board of Directors are to stand down. If the number of the members cannot be divided into three groups, the number of those standing down has to be closest to 1/3. Those members of the Board of Directors may be reinstated into their positions as members of the Board of Directors should the meeting votes them back. Members of the Board of Directors who are to stand down in the first and second year after the Company's registration are to be selected randomly. Afterwards, those members who have been in the positions the longest are to stand down.
4. Any member of the Board of Directors wishes to resign is to submit the resignation to the Company. The resignation takes effect from the date the resignation reaches the Company.
5. In case there is a vacancy in the Board of Directors that is not due to the termly retirement, the Board of Directors is to select a person who is qualified and is not of forbidden character according to the law to become a member of the Board of Director in the next meeting of the Board of Directors. Unless the remaining term of that Board member is less than two months, the person replacing the Board member may be in the position for the remaining term only. The resolution of the Board of Directors in appointing a person replacing a Board member needs to comprise at least ¾ of the votes of the remaining Board members.
6. A shareholders' meeting may vote to ask any Board member to stand down before his/her term ends with at least ¾ of the votes of shareholders who attend the meeting and are eligible to vote with the accumulated shares of those who vote for a member standing down at least half the number of shares held by shareholders who attend the meeting and are eligible to vote.
7. A member of the Board of Directors may or may not be a shareholder of the Company.
8. One board member is to be selected as the Chairman of the Board of Directors. One or more other member (s) may be selected as vice chairman and managing director should the Board deem appropriate. The vice chairman has the duties according to the regulations in businesses assigned by the Chairman of the Board of Directors.
9. The Board is to be selected Secretary to the board of directors from a board member or not.
10. In case of vacancy of the Nomination and Remuneration Committee, the board of director will consider a qualified person according to the requirement and propose at the next Annual General Meeting of Shareholders.

Components and the Recruitment of the Audit Committee

Members of the Audit Committee of the Company are to be appointed by the Board of Directors to the positions of the Company's Board of Directors. They are to be qualified according to the legislation on securities and the Stock Exchange of Thailand as well as announcement, regulations and/or rules of the Stock Exchange of Thailand. The Audit Committee comprises at least three members. One member in the Audit Committee is to have good knowledge in Accounting and Finance. The term of a member of the Audit Committee is three years from the date of appointment. When the term lapses and the shareholders' meeting has not appoint a new Audit Committee, the incumbent Audit Committee is to continue working until the Company's Board of Directors or the shareholders' meeting appoints a new committee to replace the incumbent Committee whose term has lapsed and/or whose members' terms have lapsed as members of the Board of Directors. Members of the Audit Committee that have been selected must be independent members and are qualified to be members of the Audit Committee.

Qualifications of an Independent Member

The Company defined the independent directors of the company referred to the Securities and Exchange Commission (SEC) definition. The details as follows.

1. Holds shares of not more than 1 percent of the total number of shares that may be counted as votes of the Company, the Main Company, subsidiary Companies, joint-companies, large shareholders or those who are authorized to control the Company. The number of shares held by an independent member is to include the shares held by those related to that particular independent member.
2. An independent member is not and has never been a member of the Board that has the authority to supervise the businesses, employees, personnel, salaried consultants or those who have the authority to control the Company, the Main Company, subsidiary companies, joint-companies, same-level subsidiary companies, large shareholders or of those who have the authority to control the Company unless the member has been out of such position for at least 2 years prior to the date of submitting a request to the Office. Such forbidden character does not include the case where an independent member had been a civil servant or a consultant of a government agency who is a large shareholder or the authorized entity that controls the Company.
3. An independent member is not to have a blood relationship or legal relationship as a parent, spouse, sibling and child including a spouse of a child of an executive, large shareholder, an individual with the authority to control or the person who is about to be nominated as an executive or the individual with the authority to control the Company or its subsidiary companies.
4. An independent member does not have and has never had a business relationship with the Company, the Main Company, a subsidiary company, joint-company, a large shareholder or an individual with the authority to control the Company in a way that may obstruct the use of one's independent thoughts. An independent member is not and has never been a significant shareholder or an individual with the authority to control under a person who has a business relationship with the Company, the Main Company, a subsidiary company, a joint-company, a large shareholder or a person with the authority to control the Company unless the member has left that position for at least 2 years prior to the date of submission of the request to the Office.
5. An independent member is not and has never been an auditor of the Company, the Main Company, a subsidiary company, a joint-company, a large shareholder or an individual with the authority to control the Company. An independent member must not be a significant shareholder, an individual with the authority to control or a partner of the auditing office which auditor(s) of the Company, the Main Company, a subsidiary company, a joint-company, a large shareholder or an individual with the authority to control the Company works for unless the member has left that position for at least 2 years prior to the date of submission of the request to the Office.
6. An independent member is not and has never been a provider of any professional service including the service of legal consultancy or financial consultancy receiving a service fee of more than 2 million baht a year from the Company, the Main Company, a subsidiary company, a joint-company, a large shareholder or an individual with the authority to control the Company. An independent must not be a significant shareholder, an individual with the authority to control or a partner of a provider of a professional service unless the member has left that position for at least 2 years prior to the date of submission of the request to the Office.
7. An independent member is not a member appointed to represent the Company's Board of Directors, a large shareholder or a shareholder who is related to a large shareholder.

8. An independent member does not operate a business that is of similar type and significantly competing with the business of the Company or a subsidiary company. An independent member must not be a significant partner in a partnership or a committee member who participates in the management, an employee, a personnel, a regularly paid consultant or a shareholder with more than 1 percent of the total shares eligible to vote of another Company that operates in a similar type and significantly competing with the business of the Company or a subsidiary company.
9. There is no other quality that prevents one from giving an independent opinion on the Company's operations.
10. An independent member with the above qualifications may be assigned by the Company's Board of Directors to decide in the operations of the Company, the Main Company, a subsidiary company, a joint-company, a subsidiary company of the same level, a large shareholder or an individual with the authority to control in the form of collective decision.

Components and the Recruitment of the Executive Committee

Components and the Recruitment of the Executive Committee (old version): In effect until February 23, 2016 details are as follows:

The Executive Committee comprises not more than 7 members. They need to be members of the Company's Board of Directors or the high-level executives of the Company. Individuals in the following positions are to be automatically considered as members of the Company's Board of Directors by their positions;

1. Managing Director
2. Deputy Managing Director of Operation and Business Development
3. Deputy Managing Director of Financial and Administration
4. Assistant Managing Director of Operation and Business Development
5. Assistant Managing Director of Financial and Administration

However, the Board of Directors Eligible nominate as Directors. According to the agreed maximum of two members, deemed appropriate by the Executive Committee, appoint a term of 2 years each term.

Components and the Recruitment of the Executive Committee (new version) : Resolutions approved at the meeting of the Board of Directors 1/2016 on February 23, 2016 when the details are as follows:

The Executive Committee comprises not more than 7 members. They need to be members of the Company's Board of Directors or the high-level executives of the Company. Individuals in the following positions are to be automatically considered as members of the Company's Board of Directors by their positions;

1. Managing Director
2. Deputy Managing Director
3. Assistant Managing Director of Projects
4. Assistant Managing Director of Financial and Organization Management
5. Assistant Managing Director of Business Development

However, the Board of Directors Eligible nominate as Directors. According to the agreed maximum of two members, deemed appropriate by the Executive Committee, appoint a term of 2 years each term.

Components and the Recruitment of Risk Management Committee Members

The Risk Management Committee comprises of not more than 5 members. According to the Department consists of representatives from the followings : the management, financial , accounting, Project Department at least 1 per person and must be appointed by the Board of Directors the Board of Directors shall elect one of its members to be Chairman of the risk management. The risk management committee has been appointed and a 2 year tenure together no more than 2 each.

Components and the Recruitment of Corporate Governance and Social Responsibility Committee

The Corporate Governance and Social Responsibility Committee is appointed by Board of Directors, comprised of nine members. At least one member must be independent Directors and another one member must be Board of Directors. The Corporate Governance and Social Responsibility Committee's term is 3 years and may be re-appointed.

Components and the Recruitment of the Managing Director

The Managing Director is nominated by the Executive Committee by selecting from the members of the Executive Committee. The selection is to be submitted to the Company's Board of Directors for approval and appointment of the nominated person as the Managing Director. The Managing Director's term is 4 years. There is a term limit of 2 consecutive terms

Meeting Attendance of Various Committee Members (Number of Times)

(1 January -31 December 2016)

Name	Committee					
	Board of Directors	Audit Committee	Nomination And Remuneration Committee	The Corporate Governance and Social Responsibility Committee	Executive Committee	Risk Management Committee
1. Mr. Prasong Tharachai	3/4				11/12	
2. Mr. Tat Thongpakdi	4/4				11/12	
3. Mr. Phongthon Tharachai	4/4			2/2	12/12	4/4
4. Pol.Lt.Gen. Nukool Jeamanukoolkit	4/4	4/4				
5. Mrs. Vipavee Boonyaprasit	4/4	4/4	2/2	2/2		
6. Mr. Kachen Benjakul	4/4	4/4	2/2			
7. Mr. Theerathon Tharachai	4/4				12/12	
8. Mr. Maitri Wongpaisert					10/10	
9. Mr. Nopparat Narin					9/10	4/4
10. Mr. Voradaj Piemsuwan					12/12	
11. Mr. Prawat Kitipongpairaj						4/4
12. Mr. Kamon Wiriachok						3/4
13. Miss Woraporn Pukpinyo			2/2		2/2	4/4
14. Mrs. Wanichthanan Vijacksungsithi				2/2	2/2	
15. . Eakkamol Lertchunhakiat				1/2		

Remarks

1. Mr. Maitri Wongpaisert and Mr. Nopparat Narin as Executive Committee appointed at PPS's Board of Directors' Meeting No. 1/2016 on February 23, 2016

Directors/Committee Members who retire/resign during the year

1. Miss Woraporn Pukpinyo and Mrs. Wanichthanan Vijacksungsithi have vacated Executive Committee position on February 23, 2016

Compensations for members of the Board of Directors and the Comparison of compensations between various committees between 2014 to 2016

The director remuneration policy (Board of Director, Independent Director, Executive Director and Non-Executive Director) has been clearly and transparently. The remuneration in the line with other companies of same nature of business and sufficient to maintain the effective directors and approved by shareholders. Directors who were assigned to Audit Committee, Nomination & Remuneration Committee and Corporate Governance & Social Responsibility Committee will receive remuneration commensurate with more duties and responsibilities assigned.

Remuneration Description

1. Monetary Remuneration

Shareholders' AGM 2016 held on April 22, 2016 has approved compensations for the Company's Board of Directors within the budget of 2.00 million baht with the following details;

Meeting Allowances

Position	Meeting Allowance (per meeting)
Chairman of the Board of Directors	15,000 Baht
Vice Chairman of the Board of Directors	13,000 Baht
Directors	10,000 Baht
Chairman of the Audit Committee	15,000 Baht
Audit Committee Member	10,000 Baht
Nomination & Remuneration Committee	10,000 Baht
Corporate Governance & Social Responsibility Committee	10,000 Baht

Special Compensations (Bonuses) Special Compensations depend on the performance of the Company. However, there is a limit of not more than 2% of the net profits before tax. The Chairman of the Board of Directors is to allocate these special compensations to each director and member of committees as deemed appropriate.

2. Salary and other remuneration

- None -

Summary of the Director's Compensations 2016

Name	Position	Meeting Allowances					Special Compensations (Bonuses) 2016	Total
		Board of Directors	Audit Committee	Nomination & Remuneration Committee	Corporate Governance & Social Responsibility Committee			
1. Mr.Prasong Tharachai	Chairman, Chairman of the Executive Board	45,000	-	-	-		100,000	145,000
2. Mr.Tat Thongpakdi	Director, Executive Board Member, Managing Director	40,000	-	-	-		100,000	140,000
3. Mr.Phongthon Tharachai	Director, Executive Board Member, Chairman of the Corporate Governance and Social Responsibility Committee, Vice Managing Director	40,000	-	-	-		100,000	140,000
4. Mr. Theerathon Tharachai	Director, Executive Board Member, Assistance Managing Director of Finance and Administration Department	40,000	-	-	-		100,000	140,000
5. Pol.Lt.Gen.Nukool Jeamanukoolkit	Director, Chairman of Independent Director	40,000	60,000	-	-		144,000	244,000
6. Mrs.Vipavee Boonyaprasit	Director, Audit Committee, Chairman of Nomination and Remuneration Committee, Corporate Governance and Social Responsibility Committee	40,000	40,000	20,000	20,000		128,000	248,000
7. Mr.Kachen Benjakul	Director, Audit Committee, Nomination and Remuneration Committee	40,000	40,000	20,000	-		128,000	228,000
Total		285,000	140,000	40,000	20,000		800,000	1,285,000

(unit : baht)

Summary of the Company's Compensations 2014-2016

Name	2014				2015				2016			
	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Corporate Governance & Social Responsibility Committee		
1. Mr.Prasong Tharachai	100,000	-	-	70,000	-	-	145,000	-	-	-	-	-
2. Mr.Somphant Hongchintakul	80,000	-	-	-	-	-	-	-	-	-	-	-
3. Mr.Tat Thongpakdi	80,000	-	-	50,000	-	-	140,000	-	-	-	-	-
4. Mr.Phongthon Tharachai	80,000	-	-	50,000	-	-	140,000	-	-	-	-	-
5. Mr. Theerathon Tharachai	-	-	-	40,000	-	-	140,000	-	-	-	-	-
6. Pol.Lt.Gen.Nukool Jeamanukoolkit	140,000	60,000		60,000	60,000	-	184,000	60,000	-	-	-	-
7. Mrs.Vipavee Boonyaprasit	110,000	40,000	20,000	55,000	40,000	20,000	168,000	40,000	20,000	20,000	20,000	20,000
8. Mr.Kachen Benjakul	110,000	40,000	20,000	55,000	40,000	20,000	168,000	40,000	20,000	20,000	-	-
Total	700,000	140,000	40,000	380,000	140,000	40,000	1,085,000	140,000	40,000	40,000	20,000	20,000
Total Amount												

(unit : baht)

Comparison of compensations between various committees between 2014 -2016

The director remuneration policy has been clearly and transparently.

The remuneration in the line with other companies of same nature of business and sufficient to maintain the effective directors.

Remuneration Description

The Company pays compensations to executives in the form of salaries, consultancy pays, bonuses and various welfare for instance allowances, provident fund and telephone allowances. Senior engineers who are the project consultants, consultants or project directors will receive additional compensations in the rates based on the professional service rates (in respective positions) indicated in the contracts agreed with the project owners.

Compensations	2014		2015		2016	
	Number (Persons)	Amount (Million Baht)	Number (Persons)	Amount (Million Baht)	Number (Persons)	Amount (Million Baht)
Salaries, Bonuses and Welfare Compensations (Excluding compensations as the Company's Board of Directors)	8	30.28	7	25.44	7	24.17
Total	8	30.28	7	25.44	7	24.17

Remark : In 2016, Remuneration for Management Team in this instance refers the SEC definition for 6 directors and including the Chairman of the Executive Board.

Report of Changes in Securities Holdings of the Company's Board of Directors and High-level Executives

No.	Name	Characteristics of Shareholdings	Position	Ordinary Shares (Shares)		Increase/ (Decrease) during financial year
				As at 30 December 2015	As at 30 December 2016	
1	Mr.Prasong Tharachai	Direct	Chairman of the BOD	52,411,300	62,893,560	10,482,260
	Indirect (Spouse)			8,400,000	10,080,000	1,680,000
2	Mr.Tat Thongpakdi	Direct	Board of Director / Executive	5,687,601	6,851,875	1,164,274
3	Mr.Phongthon Tharachai	Direct	Board of Director / Executive	54,442,901	65,358,235	10,915,334
4	Mr.Theerathon Tharachai	Direct	Board of Director / Executive	50,087,601	60,131,875	10,044,274
5	Pol.Lt.Gen. NukoolUeamanukoolkit	-	Independent Director	-	-	-
6	Mrs.Vipavee Boonyaprasit	-	Independent Director	-	-	-
7	Mr.Kachen Benjakul	-	Independent Director	-	-	-
8.	Mr.Maitri Wongpaisert	Direct	Executive	-	250,000	250,000
9.	Mr.Nopparat Narin	Direct	Executive	87,601	131,875	44,274
10.	Mrs. Wanichthanan Vijacksungsithi	Direct	Executive	87,601	131,875	44,274
11.	Miss Woraporn Pukpinyo	Direct	Executive	87,601	131,875	44,274

Remarks : Mrs. Wanichthanan Vijacksungsithi has ended her term as executive director on 23 February 2016

PPS Sustainability

Project Planning Service PLC or the Company and the Company’s Board of Directors are firmly determined to develop the organization for sustainable growth not only to increase profit in business but also to strengthen the organization in other ways to grow strongly and sustainably together with community, society and environment in the future.

The Board of Directors considers that this point is another vital key driver to conduct the business. Therefore, the Board of Directors established the Corporate Governance and Social Responsibility Committee to support the Company’s Board of Directors’ administration in formulating a policy, strategies, work plan and annual budget to propose the Company’s Board of Directors for further approval including tracking the progress of social and environmental responsibility activities to report the Company’s Board of Directors.

The Company has separated the results of operations into the following 10 main topics based on the framework of sustainable development. The details are as follows.

PPS Sustainability

- 1. Corporate Governance
- 2. Business operation with fairness
- 3. Anti-Corruption
- 4. Respect for Human Rights
- 5. Fair Treatment to Labor
- 6. Responsibility to customers and consumers
- 7. Responsibility to customers and consumers
- 8. Environmental Operation
- 9. Innovation and Distribution of Innovation
- 10. Making the Report

1. Corporate Governance

The Board of Directors always emphasizes and expect to raise the Company corporate governance to international level because it can increase efficiency and effectiveness in the administration and can lead to fair practice of all parties.

In 2016, the Board of Directors has developed numerous things about the Company corporate governance as follows.

- 1. Anti-Corruption (Detailed in Topic 3 – Anti-Corruption)
 - 1.1 The Company has provides all required documents to get certified by the Private Sector Collective Action Coalition against Corruption (CAC) in the preventive corruption measures on September 18, 2015 and get certified on January 22, 2016.
 - 1.2 The Company has arranged anti-corruption training regularly in order to provide all employees with the knowledge and understanding about the anti-corruption policy and good practices.
 - 1.3 The Company has revised anti-corruption policy which had been approved by the Board of Directors’ meeting #3/2016 dated August 10, 2016 and be announced for implementation details as posted on the Company’s website.
- 2. Revised the term of protection to staff who inform any clues of corruptions or misconducting to legal, Company’s rules & ethics (Whistleblower Policy) and had been approved by the Board of Directors’ meeting #3/2016 dated August 10, 2016 and be announced for implementation details as posted on the Company’s website.
- 3. Revised the Terms of Ethics and Code of Conduct for Directors and Employees (Revision 1/2016) to conduct in line with national and international standard be sufficient, up-to-date and conform to the Company’s code of conduct The newest version of the Terms of Ethics and Code of Conduct for

Directors and Employees was approved by the Board of Directors meeting No.1/2017 on February 22, 2017 and was published on the Company’s website.

- 4. Received Excellent Innovative Organization Award of TIM Forum “Innovative Organization to Sustainability in SET”
- 5. Received Thailand Sustainability Investment 2015 Award from the Stock Exchange of Thailand
- 6. Received Excellent CG Scoring (5 Stars) from the result of Corporate Governance Report 2016 survey by IOD
- 7. Received Full Score (100 Points) from the result of the quality evaluation of the Company’s 2015 Annual General Meeting of Shareholder survey by Thai Investors Association.
- 8. Received EIT – CSR Awards 2016 (Honorable mention) by Engineering Institute of Thailand
- 9. Received Best IR by a mai from IR Magazine Awards Southeast Asia 2016

Besides the good corporate governance practices, there are 5 more sections that the Company has been performed.

Section 1 – Rights of Shareholders

As the owners, the shareholders are entitled to dictate the Company's direction or decide on matters of significant impacts. The Company respects the rights and equality of each shareholder and adheres to the principle of fairness as indicated in the Company’s regulations and other relevant legislation. Basic rights of shareholders that are upheld equally include the right to grant the power of attorney for other persons to attend the meetings and vote on their behalves, the right to add meeting agenda, the right to nominate a person to become a board member, the right to vote in elections or impeach board members individually, the right to vote for the appointment and remuneration of auditors, the right to vote in various businesses of the Company, the right to receive dividends, the right to provide opinions and ask questions in shareholders’ meetings, the right to receive information in a sufficient and timely manner. The Company also facilitates to shareholders to attend the meeting and vote.

The Company supervises the compliance with such policy as well as other regulations determined by law closely to protect rights of shareholders.

1.1 Shareholders’ Meeting

Before the Meeting, the Company schedules an annual general meeting of shareholders (AGM) within four months of the annual closing date of its accounting books. In 2016, the Company decided to call the shareholders’ meeting on April 22, 2016 from 10.00-12.00 at Ballroom, 3rd floor, The Grand Fourwings Convention Hotel Bangkok 333 Srinakarin Road Huamark, Bangkok 10240, Thailand. The call for meeting was issued as written invitation letters indicating the venue, date, time, the meeting agenda and the points to be proposed in the meeting together with appropriate details and reasons. Points were clearly marked as points for acknowledgement, for approval or for consideration. Opinions of the board members on such issues were included. The invitations were then sent to shareholders and the registrar for their acknowledgement. Each invitation had the Power of Attorney form attached for any shareholder who cannot attend the meeting. Invitations were sent by registered post at least 7 days in advance prior to the meeting date. The meeting details were announced in newspaper(s) for three consecutive days at least 14 days in advance prior to the meeting date following The Company’s regulations or the legislation. The Company had set a target for sending out complete shareholders’ meeting invitations at least 21 days in advance as well as publicizing the meeting details on the Company’s website at least 30 days in advance in order to allow the shareholders enough time to prepare themselves for the meeting. The Company regards the shareholders’ meetings highly so the Company has set a policy to make the convenience of the shareholders and investors in attending meetings. The management and the share registrar of the Company were responsible for the organization of a shareholders’ meeting, sending out invitations, preparing the venue that was convenient and select date and time that are appropriate, providing information with regards to the meeting, facilitating the meeting as well as preparing information that was sufficiently

revealed to assist the decision-making of shareholders in meetings. The chairman of the board allocated timings that were proper and encouraged shareholders to have an equal opportunity to provide opinions and ask questions at the meeting following the meeting's regulations. The Board of Directors ensured that the meeting proceeds according to the order of the agenda and did not add an item without notifying shareholders in advance.

On the Meeting Day, the Company took into account the convenience of the shareholders in attending meetings. Hence the Company opted for Ballroom, 3rd floor, The Grand Fourwings Convention Hotel Bangkok 333 Srinakarin Road Huamark, Bangkok 10240. The Company had prepared to conduct the meeting in a smooth and appropriate manner. Such preparations included the preparation of the venue that was conveniently reached with appropriate numbers of receptionists and registration personnel, the use of Barcode system in registration and counting of the votes. The shareholders could register for the meeting 1 hour in advance prior to the meeting. The ballots were sufficiently prepared for all shareholders in accordance with the agenda of the meeting.

The AGM Meeting in 2016 Started, all 7 members of the Company's Board of Directors, the Company's secretary and the Company's auditor took their seats to begin the meeting. And also, Law Office Limited was invited to attend the meeting as an observer to ensure that the meeting complied with the law and the Company's regulations. Moreover, all members of the Board of Directors and committees especially the chairman of the Board of Directors and the chairmen of committees as well as the Company's high-level executives all attended the meeting to answer questions from shareholders. The chairman informed the meeting that the Company's secretary was assigned to call the number of shareholders who attended the meeting both in person and with proxies. The secretary informed the shareholders of their rights according to the regulations of the Company. After explaining the Company's rules on the method of voting by using different ballots for each minute of the meeting in particular and vote counting for individual agenda items, the chairman clearly addressed how to vote on each agenda item. These were in order to ensure that the shareholders could vote in a transparent and accountable manner.

During the Meeting, The chairman ensures that the meeting proceeds according to the order of the agenda and does not add an item without notifying shareholders in advance. Each minute is given appropriate time for discussion and voting. Accurate information of the auditor is given accurately and sufficiently to shareholders to reflect the independence of the auditor. Once information has been provided for each item, the chairman gives the floor to all attendants to express opinions or recommendations and ask questions, giving adequate time for debate. The chairman and the management are to address and answer all questions clearly and precisely, treating all questions with due respect. In order for the Company's meeting to be accountable, the Company had arranged for the recording of the meeting including questions from the shareholders and answers as well as vote results for each minute in written form with breakdowns of those shareholders who agreed, disagreed and abstained. The minutes of the meeting must be completely and accurately recorded.

After the shareholders' meeting, the Company duly submitted the summary of resolutions made to SET and the SET Board before the Stock Exchange opened its next round of trade. It also duly submitted the report of the shareholders' meeting with minutes, voting records, and every question raised by shareholders to SET and the SET Board within 14 days after the meeting. Moreover, the Company sent the annual report and copies of balance sheets and revenue accounts that had been audited by the auditor and approved by the shareholders' meeting as well as copies of the shareholders' meeting reports related to the approval of balance sheets, the allocation of profits and the division of dividends to the Public Company Registrar. For balance sheets, the Company would publicize for the general public in newspaper at least 1 day within 1 month from the date that the shareholders' meeting approved of it.

Moreover, the report of the shareholders' AGMs and extraordinary meetings are accessible through the Company's website.

1.2 Responsibilities to the Shareholders

The Company's Board of Directors have duty to ensure that the executives and employees have integrity and responsibility on their jobs which create the confidence and acceptance to large and small shareholders that the Company concern the basic lawful rights and maximize their profit.

Moreover, shareholders need to be able to exercise the right to look after their interests be it voicing opinions and suggestions and voting to decide on significant changes including the election of the Board of Directors and the remuneration of the Board of Directors members and the committees, the allocation of profits and the payment of dividends as well as appointment and remunerations of auditor(s) at the shareholders' meeting. The Company is to reveal the information that is truthful, accurate, complete and accountable. For the Board of Directors remuneration, the Board of Directors has to propose it to the shareholders for approval every year and attach the Board of Directors remuneration policy for the shareholders consideration as well.

Section 2 – Equitable Treatment of Shareholders

The Company treats all shareholders fairly regardless of different shareholding proportions, foreign or Thai shareholders by conducting the guideline for equitable treatment of shareholders. The rights of equal treatment that shareholders could expect to receive from the Company described as follows;

To enable minor shareholders to earnestly take part in business, the Company has defined the criteria and consideration process for entitling them to propose meeting agenda items and/or nominate directors in advance including the selection of qualified directors to perform their duties efficiently in the best interests of the Company and all stakeholders alike. The proposal of meeting agenda items and the nomination of directors by shareholders could be done through www.pps.co.th since October 25, 2016 to December 30, 2016. However, no shareholder proposed a meeting agenda item or director nominee.

To maintain the rights of shareholders who cannot attend the AGM 2015 in person, the Company had sent types a, b, and c. of the Power of Attorney forms in accordance with the Notification of the Department of Business Development, Ministry of Commerce on the Determination of Forms of Power of Attorney (5th version) 2007. The types include the ordinary form and the form in which a shareholder may determine the direction of the votes. A shareholder could grant the power of attorney to any one individual or a member of the Audit Committee approved by the Company for voting on behalf of shareholders. The Company will be responsible for attaching revenue stamps on power of attorney forms of shareholders.

With regards to the election of the Board of Directors agenda, a shareholder could exercise the right to elect a member of the Board of Directors individually. The amount of votes for a shareholder equals to the number of shares owned by the shareholder; in other words, one share equals to one vote.

On the day of the shareholders' AGM 2016, the Company proceeded according to the Company's policy that requires all members of the Board of Directors to attend the meeting. On that day, 7 out of 7 members of the Board of Directors which is equivalent to 100% of the Company's Board of Directors attended the meeting. Once the meeting commenced, the Company's secretary explained the procedure of voting and counting the votes to shareholders following the regulations of the Company with regards to voting namely each share equals one vote and the open/transparent voting procedure. The Company had prepared ballots to shareholders for every minute/agenda. With regards to the appointment of members of the Board of Directors, the Company provided the opportunity for shareholders to exercise the right to consider the committee appointment individually.

The meeting proceeded according to the order of the agenda and did not add an item without notifying shareholders in advance. The regulations of the Company were strictly upheld. The chairman of the Board of Directors presided over the meeting and provided opportunities for shareholders to voice their opinions and give suggestions to the meeting with sufficient and appropriate amount of time before voting in each minute of the meeting. Shareholders voted using ballots that the Company prepared for shareholders. Once shareholders had voted, the Company would immediately arranged for vote counting. The Company allowed the shareholders to become the staff who count,

observe and verify the accuracy of the votes. Thus, the voting and counting procedures were proceeded with accuracy, transparency and a speedy manner. The Company has also kept the voted ballots as evidence for future examination as well as questions, answers, opinions in the meeting and the record of the meeting resolutions including approved, disapproved and abstained votes in each minute/agenda in writing.

14 Days after the meeting, the Company publicized the report of the shareholders' AGM on www.pps.or.th. The Company has kept the report of the meeting at the Company's headquarters to enable all parties to check.

With regards to the supervision of internal data of the Company, the Company has determined the policy which is implemented on the Company's executives and employees. The Company's executives and employees are forbidden to use the Company's internal information for personal benefits. Details on this topic can be found in the document on the use of internal information. In 2016, there was no evidence that the members of the Board of Directors, executives or the Company's employees bought and sold the Company's asset eccentrically before the financial statements publication.

The Company has determined the guidelines on conflict of interests in the Regulations on Business Ethics and Code of Ethics for the Board of Directors, executives and employees of the Company. Members of the Board of Directors, executives and employees are not to act in any way that may cause a conflict of interest against the Company. In 2016, there was no evidence that the Board of Directors, executives and employees of the Company had acted in any way which caused a conflict of interest against the Company.

Section 3 - Roles of stakeholders

The Company's businesses involve working together with several stakeholders. The Company has managed the interests with great care and has attempted to maintain fairness for all parties by strictly complying with related legislation in order to protect the rights of stakeholders.

3.1 Respect of Rights of Other Stakeholder

The Company is committed in justice and being ethical to treat all shareholders fairly despite different shareholding proportions and thus different voting proportions. The fundamental rights of the shareholders are conserved regardless of their gender, age, origin, nationality, religious belief, physical impairment, or political inclinations. The Company is fully aware of the responsibility to society and community and regards this as the main task. Thus, the Company seeks to create projects and activities that are beneficial to the development of society and community by creating policies and guidelines for all parties of stakeholders and also reporting the Company's performance to shareholders as follows;

1. **For Shareholders** - The Company is committed to operate profitable businesses leading to sustainable growth in order to compete in the long-term while allocating appropriate amount of profits to shareholders. Moreover, the Company also provides accurate, comprehensive, transparent, timely and equal information to shareholders.
2. **For Employees** - All employees - wherever they work - must be treated without prejudice. Furthermore, the Company uses the performance assessment system (KPI) to assess the performance of employees. The results of the assessment are used to plan the trainings and support for further education of employees as well as to consider paying suitable compensations. The Company has also established a provident fund as well as other welfare benefits for employees and provided a safe work environment and good sanitation in workplaces. (Detailed in Topic 5 – Fair Treatment to Labor Page 91-93)
3. **For Clients** - The Company pays attention and takes customers' satisfaction seriously especially for services. In 2016, the Company asked customers to evaluate their satisfaction with regards to the Company's services. The results of the evaluation amounted to the average score of 84%. The Company provides guarantee for clients with the registered capital of 180 million baht to further increase the confidence of clients. (Detailed in Topic 6 – Responsibility to customers and consumers Page 93)

4. **For Business partners** - As business partners are vital to the quality of the Company products and services, the Company strictly complies with values procurement processes, contracts and the law. (Detailed in Topic 2.2 – Performing to promote the social responsibility in trading partners Page 89)
5. **For Competitors** - The Company sticks to the principles of good conduct in the framework of competition without using unfair methods to destroy competitors. To be fair competition, the quality of the work is the most essential factor to defeat the competitors. (Detailed in Topic 2.1 – Fair Competition Page 89)
6. **For Creditors** - The Company complies with the contracts and relevant legislation to pay debts to creditors who lend to the Company. (Detailed in Topic 2.2 – Performing to promote the social responsibility in trading partners Page 89)
7. **For intellectual property and the copyrights** – The Company respects the right in property, intellectual property and the copyrights of others. (Detailed in Topic 2.3 – Respect the right in other's property Page 89-90)
8. **For human rights** – The Company puts an emphasis on fair treatment based on ethics and code of conduct including the respect of human rights. (Detailed in Topic 4 – Respect for Human Rights Page 91)
9. **For society** - The Company has emphasized on community and society accountability. (Detailed in Topic 7 – Society and Community Development Page 93-95)
10. **For community** - The Company values the well-being of communities by supporting activities in communities to assist society based on appropriate times and opportunities. (Detailed in Topic 7 – Society and Community Development Page 93-95)
11. **For resource and environment** - The Company has an environmental management policy and disciplinary practices for business operations focusing on using resources efficiently. (Page 95)

3.2 Complaint Center

To increase the efficiency in the treatment of all stakeholders, the Company provides various channels allowing stakeholders easily to fill a complaint.

3.2.1 Clients and the general public may raise a complaint or provide opinions for the Company in accordance with the Regulation on the Procedure of Receiving and Considering Complaints 2009 through the following levels;

Post	Project Planning Service PLC, 381/6 Soi Rama IX 58 (Soi 7 Seri 7), Rama IX Road, Suan Luang, Bangkok, 10250.
Website	http://www.pps.co.th
Tel.	0 2718-2785-9
Fax.	0 2300-5545-6

Employees may raise a complaint or provide a suggestion or an opinion to the Company's Board of Directors and executives directly through the internal E-mail system of the Company.

3.2.2 If there are any complaints to the Company's staff, please inform to the CG & Social Responsibility Committee via Email : cgcommittee@pps.co.th

3.2.3 If there are any complaints to the Company's director(s) or Managing Director, please inform to the Audit Committee via Email : Whistleblow@pps.co.th

3.3 Direct Communication Channels to the Company's Board of Directors

Stakeholders who wish to contact the Company's Board of Directors directly (bypassing the Company's executives) may do so through email: whistleblow@pps.co.th. However the Company's Board of Directors has delegated to the Audit Committees, which all are the Independent Directors as to recipients of the reports or complaints and examine them and report to the Board of Directors. The Company has determined the policy or guidelines to protect

whistleblowers as well as the policy with regards to the confidentiality of information related to a case of whistle blowing.

The Company will investigate the case which has been raised and complained and will seek a solution.

3.4 Communication channels

The Company's Board of Directors has assigned the management to ensure that the Company has channels of communication and publicisation of information that are accurate, comprehensive and timely to investors, the press and other groups of stakeholders utilising various media platforms for instance, press releases, newspapers, radio, television, meetings and press conferences as well as website and e-mail which allow the Company to receive-send data and information quickly and accurately. There is an Investor Relations Department/Unit which is responsible for such matters.

3.5 Investor Relations

The Company has established an Investor Relations Department/Unit to be responsible for the provision of services and dissemination of the Company's news and information that are of benefits to all groups of stakeholders including employees, shareholders, clients, trading partners, creditors and analysts equally, justly and comprehensively using diverse communication activities.

Contact details for the Investor Relations Department/Unit

Address : Project Planning Service PLC.
381/6 Soi Rama IX 58 (Soi 7 Seri 7) Rama IX Road
Suan Luang, Bangkok 10250
Email : ir@pps.co.th
Website : www.pps.co.th
Telephone : 0 2718-2785-9
FAX : 0 2300-5545-6

Section 4 – Publication of Information and Transparency

The Company provides confidence to investors by publicizing important information of the Company accurately, comprehensively, timely, transparently and equally. Such information include financial information and performances/operating results. Other relevant information is kept and under the rules, regulations as well as the Company's guidelines to prevent leakages of the Company's confidential information to trading competitors following the regulations of the Securities and Exchange Commission (SEC) and the regulations of the Stock Exchange of Thailand (SET). Apart from publicizing information through the Annual Information Form (Form 56-1) and the Annual Report (56-2), most information is publicized through the website of the Stock Exchange of Thailand and the Company's website allowing shareholders, clients, analysts, investors and those interested parties to access credible information with ease and equality. Investors can learn more about the issuing of additional securities from the annual registration statement (Form 56-1) of companies listed on www.set.or.th or the Company website www.pps.co.th

The Company specifies agencies and individuals who coordinate and provide information for shareholders, prospective investors and the Stock Exchange of Thailand. The Company also provides opportunities for meeting sessions that involve explanations, questions and answers from the Company's executives.

4.1 Financial Reports

The Company's Board of Directors is responsible for the overall financial reports of the Company as well as the information proposed to shareholders in annual reports. The Board of Directors is to supervise the quality of the financial reports covering the overall financial statements of the Company. The financial statements are to be

produced in accordance with the generally accepted accounting standards. There are auditing processes by credible and independent auditors. The Board of Directors is to use appropriate accounting policies and to comply with them regularly. The Board of Directors is to ensure that the overall financial reports of the Company are correct and accurate with sufficient, credible and rational publication of important information.

The Company's Board of Directors provides for the Audit Committee which inspects all departments of the Company in regular intervals in order to ensure correct and comprehensive information recording. The departments work according to the standards and integrity following the policies determined by the Company and not to act in a way that breaches any relevant legislation.

The Company's Board of Directors has appointed three independent board members as the Audit Committee which conducts; reviews to ensure that the Company has financial reports which are correct, clear and timely; reviews to ensure that the Company has appropriate and efficient internal supervisory systems and internal audit system; as well as considers the compliance with various legislations and the Company's regulations; considers the publication of information to ensure its accuracy, clarity, transparency and timely manner in accordance with the regulations of listed companies. In case there are items that are connected to or items that may amount to a conflict of interests, the Company is going to propose to the Audit Committee to consider their appropriateness and rationality before proceeding.

4.2 Risk Management

The Company's Board of Directors has provided for the Risk Management Committee which considers and proposes risk management policies, plans, risk assessment and performances according to pre-determined plans to the Board of Directors. The Risk Management Committee's works cover all departments in the Company and cover all risk factors that are associated with the vision, objective, business strategies, finances, production, anti-corruption assessment and other aspects of operations. The Risk Management Committee also considers possibilities of occurrence and the severity level of the impact, determines measures to correct and clear responsible individuals and determines measures of reporting and assessing results to ensure that the risk management system works efficiently.

4.3 Internal Control System

The company's Board of Directors provides for the internal control system that covers all aspects including finances, performance compliance with the relevant legislation, rules and regulations including corporate governance to prevent, reduce and monitor risk of anti-corruption. The Board of Directors provides for regular check and balance mechanisms that are sufficiently efficient in protecting and maintaining invested capitals of shareholders and the Company's assets. The Board of Directors provides for the determination of approving authority hierarchy and the responsibilities of executives and employees which inherently conduct inspections and create balances. The Board of Directors determines work regulations in written form and internal audit department that is independent. The Company hires Info Associate Co., Ltd. to be the internal auditor. The Info Associate Co., Ltd is directly accountable to the Audit Committee which inspects the work of various departments both the business and support departments according to the regulations.

4.4 Transactions of Members of the Board of Directors or Executives

1. The Company's policy states that members of the Board of Directors are to reveal their share transactions and Company's asset possession.
2. The Company's policy states that members of the Board of Directors are to report their state of being stakeholder to the Audit Committee.
3. The Company's policy states that the important internal reports are to be considered and approved by the Committee.

4.5 Meetings with analysts, investors and the media

The company has participated in the event “Opportunity Day” organized by the Stock Exchange of Thailand which aims to facilitate investor relations activities of the listed companies. An Opportunity Day makes it convenient for analysts, investors, and the media to find out about the business and operations of listed companies – and for listed firms to communicate with these key audiences. In 2016, the Company has participated in the event 2 times as follow:

- | | |
|-----------------|-------------------|
| 1 st | March 28, 2016 |
| 2 nd | September 7, 2016 |

Section 5 – Board Responsibilities

To maximize the benefit of company and shareholders, the Board of Directors is responsible for the operations of the Company and is truly independent from the management. Responsibilities are divided clearly between the Board of Directors and the management team. The Board of Directors sets the executive management policy and supervises to ensure that various systems and operations of the Company proceed according to correct policies, legislation and ethics. The executives has duty to make business profit and have to perform its duties with responsibilities with faithfulness, fairness and equity for all stakeholders.

The Board of Directors has duty to review and approve the policies on good corporate governance, the Terms of Ethics and Code of Conduct for Directors and Employees, vision, mission, value, and the Company’s strategies before implementation. The Board of Directors supports and promotes good practices and monitor the performance result. Moreover, The Company established the compliant unit to do the duty. The Company has publicized the name lists, profiles and roles of both the Board of Directors and other five committees such as the executive committee, the Audit Committee and the nomination and remuneration committee, the Corporate Governance and Social Responsibility Committee, the Risk Management Committee. In 2016 Annual Report and on www.pps.co.th. Moreover, the Board of Directors supports the chairman of committees to reveal the number of meetings, the number of meetings that each member attended in the previous year and the publication of opinions on their work in the annual report.

In addition to that, the Company has publicized the process of determination and appropriateness of compensations in the 2016 Annual Report on the compensations for the members of the Board of Directors and executives. The numbers of times that the board members and other committee members attended meetings are included and the details shown in the Meeting Attendance of Various Committee Members Table. The compensations of various committee members show in the Comparison of Compensations of various committee members between 2014 and 2016 Table.

The Company’s Board of Directors is responsible for the accuracy and completeness of the financial statements of the Company and to ensure that the financial statements are transparent. The Board of Directors also response to provide the publication of sufficient important information in the remarks accompanying financial statements as well as financial information in Annual Reports. Such financial statements are produced in accordance with the general accounting standards and are examined by auditors that have been certified by the Securities and Exchange Commission. The Company’s Board of Directors has appointed 3 members as the Audit Committee who involves in the independent members but not be executives. The Audit Committee have to both review quarterly financial reports and annual financial statements and also ensure that the financial statement are accurate and completely comply with the generally accepted accounting principles before submitting to the Company’s Board of Directors for further consideration.

The Company’s accounting department is responsible for publicizing connected transaction information and transactions that result in conflict of interests following article 89/12 in the Act on Securities and Stock Exchange of Thailand (Fourth Version) 2008 and the Notification of the Capital Market Supervisory Board TorJor. 21/2551 on the Regulations on the connected transactions and the Notification of the Stock Exchange of Thailand Commission on the publication of information and conduct of listed companies with regards to connected transactions 2003. These are to be submitted to the Audit Committee for consideration and opinions.

The Company’s Board of Directors emphasizes the publication of information that is transparent, accurate, comprehensive and timely be it the financial information or other important information that may affect the share prices. The Company disseminates various news and information to investors and shareholders through various channels and media for instance through electronic media system of the Stock Exchange of Thailand and through www.pps.co.th. Moreover, the Company’s Board of Directors produces the report on responsibilities of the Board of Directors on financial reports and reports produced by the Audit Committee to be publicized together with reports of the auditors. These are to be publicized in annual reports regularly every year.

The dissemination of information of the Company to investors both shareholders and prospective shareholders falls under the discretion and authority of the chairman of the Board of Directors, managing director and deputy managing director. An investor may contact the investor relations department of the Company at tel. 02-7182785-9 or www.pps.co.th

5.1 Terms

Terms of the Company’s Board of Directors are according to the Public Company Act 1992. The term of office for Independent Directors is 3 years and they may be in the same position for not more than 3 terms consecutively.

5.2 Remuneration for the Committees

The Company sets appropriate remuneration for members of the Committees clearly and transparently at rates comparable to other top companies in the same industries. Remuneration for the Committees is high enough to keep the qualified the Committees to work with the Company. Moreover, the Company proposed this rate for approval in the Shareholders’ Meeting before using. Remuneration for the Audit Committee s and the nomination and remuneration committees is set by the Board of Directors, based on their responsibilities and performance. The Remuneration for the Committees (As an executive director or non-executive Directors)

1. Monetary compensation.
 - 1.1 Attendance fee
 - 1.2 Gratuity (bonuses) based on the operating results of businesses
2. Monthly Remuneration and other remunerations
 - None -

The Nomination and Remuneration Committee proposes the approach and method in determining meeting allowances, hospitality allowances, bonuses and pensions as well as other financial benefits for the Board of Directors. The proposal to seek opinions and suggestions from the Company’s Board of Directors meeting is submitted to the shareholders meeting for approval every year. These exclude inherent rights according to the Company’s regulations.

5.3 Various Committees

The Company’s Board of Directors appoints each committee members from qualified individuals. Each committee works as assigned by the Board of Directors. Each committee has the authority to summon the executives to attend the meeting, clarify or produce reports. The Board of Directors approves the charter of each committee.

At present, the Company’s Board of Directors has appointed 5 committees.

1. **Executive Committee** comprises executive committee members of not more than 7 persons. Each member is either the Company’s Board of Directors member or a high-level executive of the Company. An individual in one of the following positions is a member of the Company’s executive committee by default.
 - 1.1 Managing Director
 - 1.2 Deputy Managing Director
 - 1.3 Assistant to the Managing Director on Projects

1.4 Assistant to the Managing Director on Financial and Organization Management

1.5 Assistant to the Managing Director on Business Development

The term for executive committee members from this appointment is 2 years. Board of Directors members may propose no more than 2 other persons as deemed appropriate to the Company's Board of Directors to appoint them as executive committee members.

2. **The Audit Committee** comprises at least 3 independent board members and at least 1 audit committee member needs to have sufficient knowledge and experience to review the credibility of financial statements. The term for each audit committee member is 3 years. Once the term has expired, the committee member may be reinstated but limited not more than 3 consecutive terms.
3. **The Nomination and Remuneration Committee** comprises mostly of independent members. There are at least 3 members in this Committee. The term for each member is 3 years. Once the term has expired, the committee member may be reinstated.
4. **The Risk Management Committee** comprises of risk management committee members not more than 5 persons. Each member has to be the representatives of management department or accounting or finance department or project department (at least 1 person per 1 department). The term for risk management committee members from this appointment is 2 years but limited not more than 2 consecutive terms.
5. **The Corporate Governance and Social Responsibility Committee** comprises of five members in total. The term for the Corporate Governance and Social Responsibility Committee from this appointment is 3 years. Once the term has expired, the committee member may be reinstated.

5.4 Meetings of the Board of Directors

The Company's Board of Directors meet at least every 3 months to work as assigned and to acknowledge performance of the Company. In a meeting, members must be allowed to voice their opinions and discretion independently. The quorum of the vote in a Board of Directors meeting is at least 2/3 of the total number of Board members. Board members are to attend every meeting unless there is a reason of necessity that is force majeure. Such a reason needs to be informed to the Secretary of the Company's Board of Directors in advance. The Company publicizes the attendance of each member of the Board of Directors in the annual report. The Company arranges for the Secretary of the Company's Board of Directors to produce the meeting schedule for the year in advance in order for all members to acknowledge the schedule well in advance. The Secretary of the Board of Directors is to send meeting invitations to all Board members to confirm the date, time, venue and meeting agenda at least 7 days in advance. The Secretary of the Board of Directors collects supporting documents from the management to send to the Board of Directors in advance. Such documents form information that is sufficient for the decision-making and the use of independent discretion of the Board members. The Secretary of the Board of Directors is to record meeting minutes to produce meeting report with complete and comprehensive content within 14 days after the date of the meeting to submit it to the Chairman of the Board of Directors to sign. Good storage that allows for convenient search and access as well as confidentiality must be in place.

5.5 Meetings of Board of Directors who are not Executives

The Company's Board of Directors may meet without directors who are executives as deemed necessary. This is to allow non-executive directors to discuss various issues of interest regarding the management without the attendance/interference of the management. Thus the discussion is conducted freely. The meeting is held at least once a year complying with the principles of good corporate governance. In 2016, the meeting was held on 12 November 2016.

5.6 Meeting of Independent Board Members

The Company's Board of Directors arranges for independent board members to meet among themselves to allow them to discuss various issues freely and independently. The meeting is held at least once a year complying with the principles of good corporate governance. In 2016, the meeting was held on 12 November 2016.

5.7 Reporting of Information

1. The Board of Directors is responsible for the reporting of financial information and general information to shareholders and general investors in an accurate, truthful, comprehensive and transparent manner. Information comes with rational explanations and quantitative supporting evidence both in terms of policies and performances, future trends as well as successes and obstacles of the business.
2. The Board of Directors understands and supports the compliance with the professional standards of auditors.
3. The Company's Board of Directors has produced a report on the responsibilities of the Board of Directors on the provision and publication of financial reports of the business and has publicized it alongside the financial statements and reports of auditors. It covers;
 - 3.1 Legal regulations assigns the Board of Directors with the duty to produce financial statements to show the financial status and the performance in the previous year that are accurate/true and rational.
 - 3.2 The responsibilities of the Company's Board of Directors in the provision of correct, comprehensive and sufficient accounting information to be able to maintain the Company's assets and to realize weaknesses to prevent corruption or abnormalities.
 - 3.3 Confirmation that the Company has adhered to the generally accepted accounting standards. The Company uses appropriate accounting policies and constantly adheres to them. The Company has carefully considered the rationality and appropriateness in producing financial statements of the Company.

5.8 Nomination and Succession Plan for Top Executive Positions

The Company has put in place a proper and transparent nomination process for key management positions at every level. The succession plan for top executives is carried out by the Nomination and Remuneration Committee and considered by the Board of Directors.

The Company nomination process for top executive commences with the process of recruiting candidates who possess both talent and integrity. Young talents are the focus of recruitment, so that they can be groomed to become leaders in the future. Qualified employees will undergo a high potential assessment and pursue development courses following individual career development plan. These talents will be assigned challenging tasks, and their positions will be rotated periodically in order to further develop their leadership skills and all-round knowledge in every area of the Company business. The plan is implemented at every level of employment to ensure that staff members are ready to fill any positions that become vacant.

5.9 Self-assessment of the Board of Directors

The performance appraisal of the Board of Directors consists of self-assessment, group assessment (as a whole) and subcommittees and carries out on an annual basis at least once a year. The assessment results are reviewed in order to consider about their performance, problems and obstacles and find ways to continue to improve the performance. The performance evaluation form of the committees and subcommittees uses the SET guideline but adapts for the Company business characteristics.

In 2016, the Secretary of the Company disseminated self-assessment forms of the Board of Directors. It was comprises 6 major topics as 1) The structure and qualifications of Board of Directors, 2) Roles, Duties and Responsibilities of the Board of Directors, 3) Directors' Meetings, 4) The Conduct of Directors, 5) The Relationship with the Management and 6) Self-development of the Directors

The score of the self-assessment of all members of the Board of Directors is divided into 4 = Very Good, 3 = Good, 2 = Moderate, 1 = Fair, 0 = Poor, the assessment result of the committees is shown below;

1. The assessment result of the Board of Directors as a whole was 3.63 out of 4 (Very Good)
2. The self-assessment result of the Board of Directors was 3.70 out of 4 (Very Good)
3. The assessment result of the Audit Committee was 3.83 out of 4 (Very Good)
4. The self-assessment result of the Nomination and Remuneration Committee was 3.83 out of 4 (Very Good)
5. The self-assessment result of the Corporate Governance and Social Responsibility Committee was 3.67 out of 4 (Very Good)
6. The self-assessment result of the Executive Committee was 2.33 out of 4 (Fair)
7. The self-assessment result of the Risk Management Committee was 3.83 out of 4 (Very Good)

The performance appraisal of the Board of Directors carries out on an annual basis at least once a year. The assessment results are reviewed in order to consider about their performance, problems and obstacles and find ways to continue to improve the performance. The performance evaluation form of the committees and subcommittees uses the SET guideline but adapts for the Company business characteristics.

5.10 Orientation for new member(s) of the Committees

The Company's Board of Directors provides for an orientation for new member(s) of the Board of Directors before taking up the position as a director. This is in order for a new director to acknowledge the expectations of the Company on their roles, duties and responsibilities as well as the policies and guidelines in supervising the businesses of the Company and construct knowledge and understanding in the businesses and various aspects of operation of the Company, including any other relevant information to the new member(s) of the Board of Directors to prepare new member(s) for the job of being director(s).

In 2016, There was no orientation as there was no new member of the Company's Board of Directors. However to update all BOD's member on Anti-corruption, Company's governance, Company's products & services and the situation of construction market, the Company had arrange the communication activity for directors on 9 May 2016.

5.11 Policy with regards to members of the Board of Directors and High-level Executives taking up positions in other Companies

The Company's Board of Directors has issued a policy that limits the number of listed companies and non-listed companies in which each member of the Board of Directors may take up positions to not more than 3 places. For a managing director, the number of companies which one may take up a position as a Board or Committee member is limited to not more than 3 places. In 2016, there was no issue of non-compliance with this policy.

5.12 Development of Members of the Board of Directors and High-level Executives

The Company encourages the Company's Board of Directors and high-level executives to attend the seminars on curricula that are of benefits to their work and to regularly exchange their opinions with the Board of Directors and high-level executives of various other organizations. The curricula that directors should attend include those of Thai Institute of Directors (IOD) for instance Directors Certification Programme (DCP), Directors Accreditation Programme (DAP), Audit Committee Programme (ACP) and Executive Development Programme (EDP). The knowledge and experience gained from these curricula and programmes should be applied to Company development. So far, Board members who attended various curricula include

Mr.Prasong Tharachai

- Directors Accreditation Program (DAP) 91/2011, Thai Institute of Directors (IOD)
- Role of the Chairman Program (RCP) 34/2014, Thai Institute of Directors (IOD)

- Chairman Forum R-CF 1/2014, Thai Institute of Directors (IOD)

Pol.Lt.Gen.Dr.Nukool Jeamanukoolkit

- Directors Accreditation Program (DAP) 94/2012, Thai Institute of Directors (IOD)

Mr.Tat Thongpakdi

- Directors Accreditation Program (DAP) 100/2013, Thai Institute of Directors (IOD)
- Financial Instruments for Directors (FID) 3/2013, Market for Alternative Investment (MAI)
- Successful Formulation and Execution of strategy (SFE) 24/2015, Thai institute of Directors (IOD)
- Enhancing Thailand Competitiveness (2015), Thai Listed Companies Association (TLCA)

Mrs.Vipavee Boonyaprasit

- Directors Accreditation Program (DAP) 91/2011, Thai Institute of Directors (IOD)
- Anti-Corruption Seminar 2/2013, Thai Institute of Directors (IOD)
- Governance as a driving force for business sustainability (2015), The Stock Exchange of Thailand (SET)
- Anti-Corruption The Practical guide 2015, Thai institute of Directors (IOD)

Mr.Phongthon Tharachai

- Training Program – Advance Potentiality Development of Innovation for Entrepreneurs by Institute of National Innovation, SET, mai and TMA
- Directors Accreditation Program (DAP) 91/2011, Thai Institute of Directors (IOD)
- Executive Development Program (EDP) 5/2010, Thai Listed Company Association (TLCA)
- Future Entrepreneurs Forum (FEF) 1, Market for Alternative Investment (MAI)
- Anti-Corruption For Executive Program 11/2014 (ACEP 11), Thai Institute of Directors (IOD)
- Anti-Corruption Seminar 2/2013, Thai Institute of Directors (IOD)
- CSR Report 8/2014, The Stock Exchange of Thailand (SET)
- Preliminary CSR for Corporate Sustainability 8/2014, The Stock Exchange of Thailand (SET)
- Thai Intelligent Investor Program 2014, Thai Investors Academy
- Corporate Sustainability Advisory Program 2014, The Stock Exchange of Thailand (SET)

Mr.Theerathon Tharachai

- Leadership Succession Program Class 7 Institute of Research and Development for Public Enterprises
- Directors Certification Program (DCP) 101/2008, Thai Institute of Directors (IOD)
- Directors Accreditation Program (DAP) 68/2008, Thai Institute of Directors (IOD)
- Executive Development Program (EDP) 4/2009, Thai Listed Company Association (TLCA)
- Financial Instruments for Directors (FID) 3/2013, Market for Alternative Investment (MAI)
- Strategic CFO in Capital Markets Program (2015), The Stock Exchange of Thailand (SET)
- Enhancing Thailand Competitiveness (2015), Thai Listed Companies Association (TLCA)
- CFO in the new financial world (2015), Securities and Exchange Commission (SEC)

Every the Company's committee has attended the seminars and training courses which Thai Institute of Directors (IOD) created. The percentage of attending committees is 100%.

In 2016, Board members who attended various programs include

1. Mr.Phongthon Tharachai
 - Training Program – Advance Potentiality Development of Innovation for Entrepreneurs by Institute of National Innovation, SET, mai and TMA
2. Mr.Theerathon Tharachai
 - Leadership Succession Program Class 7 Institute of Research and Development for Public Enterprises

5.13 The Policy Implementation

The Company committees not only emphasize on the fair practices but also ensure that the Company practices are conducted in line with the Company polished policies. Moreover, the Company assigns training department to adjust some training courses by combining and adding the Company polished policies into the Company training courses. Also, the Company established compliant unit to be responsible for operating and monitoring the Company performance.

The Company published policies which are parts of training courses are described as follows;

1. Good Corporate Governance Policy
2. The Terms of Ethics and Code of Conduct for Directors and Employees
3. Anti-Corruption Policy
4. Respect for Human Rights
5. Friendly Environmental Operation
6. Using Resources Efficiently

5.14 Scope of Authority of the Chairman of the Board of Directors

The Company arranges for the Chairman of the Board of Directors has authority as follow:

1. Sets Board meeting agenda in consultation with the President & CEO and oversees to ensure Board members receive accurate, complete, timely, and clear information prior to the meeting to assist in their decision making process.
2. Provides leadership and direction to the Board of Directors and chairs meetings of the Board.
 - 2.1 Conducts a Board meeting according to the agendas, the Company's Articles of Association, and applicable laws.
 - 2.2 Encourages and allocates sufficient time to each Board member to discuss and express their free and frank opinion with due circumspection and concern for all stakeholders.
 - 2.3 Sums up the Board meeting resolutions and the actions to take clearly.
 - 2.4 Sets up a Board meeting without the presence of the Executive Director.
 - 2.5 In case of an equality of votes, the Chairman shall have a casting vote.
3. Chairs meetings of shareholders according to the agendas, the Company's Articles of Association, and relevant laws by allocating time appropriately along with providing opportunities for shareholders to express their opinions equitably and ensuring that shareholders' inquiries are responded to appropriately and transparently.
4. Supports and be a role model in compliance with the principles of good corporate governance and the Company Code of Conduct
5. Fosters a positive working relationship between the Board of Directors and the Management and supports the performance of the duties of the President & CEO and the Management in accordance with the Company's policy.
6. Oversees to ensure the transparent disclosure of information and management in the event of conflicts of interest.
7. Oversees to ensure the Board of Directors has appropriate structure and composition.
8. Oversees that the Board of Directors as a whole, Sub-committee members, and each individual director perform their duties effectively and efficiently.
9. Oversees to ensure the performance assessment of the Board of Directors as a whole and self-assessment of directors, Chairman, and Sub-committee members. The assessment results are reviewed to find ways to improve their performance and enhance the knowledge and capabilities of the directors and Sub-committee members.

5.15 Remuneration for the Board and the Top Executives

The Company sets appropriate remuneration for members of the Board and the Top Executives clearly and transparently at rates comparable to other top companies in the same industries. Remuneration for the Board and the Top Executives is high enough to keep the qualified the Board and the Top Executives to work with The Company.

1. Remuneration Rules
 - 1.1 Short term remuneration consists of salary, consulting compensation, bonuses and other welfares such as daily allowance and phone allowance. For senior consulting engineers, they will get extra remuneration based on the shown rate in contract agreement.
 - 1.2 Long-term remuneration comprises of provident fund, retirement compensation, the Employee Joint Investment Program (EJIP).
2. Remuneration Consideration Payment
 - 2.1 Managing Director Remuneration: The nomination and remuneration committees will use performance evaluation results which is assessed by the Company's Board of Directors for remuneration consideration. The chairman of the board of director will inform managing director and the board of director performance evaluation results.
 - 2.2 Top Executive Remuneration: The committees assign managing director to evaluate top executive performance including considering top executive remuneration based on the rules
 - 2.3 Executive Director Remuneration: The executive directors do not get paid as the committees but get paid as employees and executives.

5.16 Independent Directors

An independent director shall neither be nor have ever been a director with management authority and a large Shareholder of the Company. There not have and never had a business relationship with the Company, the Main Company, a subsidiary company, joint-company, a large shareholder or the legal entity which could result in conflicts, which might affect the interests of the company and/or shareholders.

Currently, there are 3 independent directors of the Company, number of people: Pol. Lt. Gen. Dr.Nukool Jeamanukoolkit, Mrs.Vipavee Boonyaprasit, Mr.Kachen Benjakul. Qualified in accordance with the definition of independent. (Qualifications) of the Company, which are equivalent to the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand.

5.17 Communications with the Executives

The Company's Board of Directors encourages high-level executives of the Company to meet with the Company's Board of Directors. The executives are to present information related to the agenda under their responsibilities to the Board of Directors in order to make the directors aware of the information and opinions of executives directly responsible for the work. At the same time, the executives also have an opportunity to learn and understand viewpoints of the Company's Board of Directors.

The Company's Board of Directors encourages meetings and exchange of opinions between directors and high-level executives in other opportunities apart from the Board of Directors meetings so that the Board members are able to build relationship with the Company's high-level executives.

5.18 Non-Executive Director with experience in related business

Mr. Kachen Benjakul acquired the bachelor degree at Chulalongkorn University in Faculty of Engineering. Currently, he is independent director and Board of Director and experiences in related engineering business. Therefore, he is able to raise the Company business operation effectively.

5.19 The Company's Strategy into practice.

The Board of Directors has to monitoring compliance with the company's strategy on a quarterly by setting the agenda for report and monitor on the Company's Board of Director Meeting.

5.20 Independence of the Company's Board of Directors and High-Level Executives from the external Auditor.

The Company has determined the Company's Board of Directors and High-Level Executives must be independent from the external auditors, must ever be a partner or employee of the external auditors company during 2 years. In 2015, The Company has adopted stringently and there was no evidence that the Board of Directors and executives had acted in any way which caused a conflict of interest against the Company.

6 The Secretary of the Company

The Company's Board of Directors has created a position of a Secretary of the Company. Mr.Voradaj Piemsuwan has been appointed the Secretary of the Board of Directors and the Secretary of the Company in order to manage the Company to the highest efficiency in accordance with the principles of good corporate governance with the following main duties and responsibilities;

1. Provide suggestions and support the work of the Company's Board of Directors with regards to legal issues and related rules and regulations.
2. Ensure that the Company operates according to the principles of good corporate governance as well as monitor to ensure that policies and suggestions of the Board of Directors are being practically implemented.
3. Be responsible in the production and storage of important documents.
4. Ensure that the Company and the Company's Board of Directors as well as the management comply with the related legislation and various rules and regulations.
5. Communicate with shareholders and look after shareholders in an appropriate manner.
6. Communicate with the relevant supervisory organizations.

Apparently, Mr.Voradaj Piemsuwan already took a "Company Secretary Program Class" 42/2011 of Thai Institute of Directors (IOD), which is specific class for the company secretary training.

2. Business operation with fairness

Project Planning Service PLC or PPS is one of the leading engineering professional services firm in Thailand providing engineering services, architectural services, and other works related to construction with over 20 years of experience. With a team of professional engineers, PPS has completed a plenty of famous projects and built the strong customer trustworthiness and good relationship for more than 29 years. Moreover, PPS has fairly supported and created level of playing field for all parties with honesty. In order to clearly understanding, PPS has separated the operation of fairness into the following three main topics.

2.1 Fair Competition

PPS has a policy for fair practice and competitor responsibility by competing under the reasonable rules and applying anti-corruption policy to avoid discrediting competitors. PPS has always focused on competitive value, service satisfactory and excellent project quality to meet customer expectations more than price competition. However, in case of project cost is a key element for competition, PPS has always purposed the reasonable bid price.

Guidelines in Practice

1. Compete in business with fairness and honesty to achieve competitor information legally under morality and ethics in the practice.

2. Focus on the fair bid price which is reasonable for the quality of workmanship and customer expectations.
3. Perform strictly good practices based on contract agreement.
4. Deliver qualitative services and products that meet the customer expectations with competitive prices.

Actions in 2016

Submitted the project proposals with reasonable fees and costs under the terms and conditions of project owners.

However, since PPS has established the organization and run the business, there has been no one claiming about bidding transparency of PPS.

2.2 Performing to promote the social responsibility in trading partners

Partners are another essential key driver to help business grow sustainably along with good economic, social and environment. To operate the business into the right path, PPS has provided clear guidance on the definition of the word "partner" as a person, group or entity doing business with the company including business partners, vendors, service providers and creditors. Also, PPS has a policy to be complied with the partner agreements, partner contracts and conditions strictly and fairly.

Guidelines in Practice

1. Perform based on the obligations, commitment, terms in the contracts or agreements firmly. If PPS cannot fulfill any of them, PPS has to inform partners as soon as possible to find the best solutions together.
2. Treat partners equally and fairly including not to ask for or accept any corrupted assets from partners.
3. Establish the policies regarding any gifts and entertainment expenses from partners.
4. Create the terms of partner selection to clarify the qualifications and capabilities to join the businesses together such as
 - 4.1 According to PPS intention in operating the business without corruption, partners have to have honesty and morality for doing business.
 - 4.2 Partners have to have working experiences with creditability by mostly achieving the taking over certificates from clients.
 - 4.3 PPS has created the trustworthy vendor list for the partner selections to operate the business together.

Actions in 2016

PPS has strictly performed based on the above guidelines, especially in the obligation of the contracts and contract payment. Furthermore, in 2016, PPS has no any complaints from partners.

2.3 Respect the right in other's property

PPS respects the right in property, intellectual property and the copyrights of others. Also, PPS has clearly shown the intention of this topic by setting up the guidelines in practice as follows:

Guidelines in Practice

1. Establish the Terms of Ethics and Code of Conduct for Directors and Employees.
2. Respect and act followed by the laws related to intellectual property and copyright.
3. Set the campaign for employees to use resource and property with legal copyright and do not support products that are intellectual property right infringement.
4. Strongly support and promote the use of legitimate products. For example, all computer programs used in PPS is a licensed and legitimate program.

Actions in 2016

1. Provide trainings about understanding of the intellectual property law and copyright.
2. Announce to all employees that do not use the illegitimate software in PPS. The announcement has publicized since October 7, 2010.

3 Anti-corruption

PPS considers that anti-corruption is another vital key driver to conduct the businesses and develop quality of projects. Therefore, PPS creates an anti-corruption policy under slogan “Perform Transparently, Good Corporate Governance, Anti-Corruption”

To ensure that anti-corruption policy is consistent with the business operation, PPS has done anti-corruption risk assessment to get the results of analysis before creating an anti-corruption policy.

Currently, PPS has announced its intention in this matter clearly. Not only publicizing an anti-corruption policy through the company's website www.pps.co.th., but also cooperating with other outside organizations to be a part of the Private Sector Collective Action Coalition against Corruption (CAC) and the Thai Institute of Directors (IOD). As a result, PPS has set the guidelines in practice as follows:

Guidelines in Practice

1. The board of directors, executives, and employees have to follow the PPS anti-corruption policy.
2. The board of directors have duties and responsibilities to set guidelines on governance and oversight not only to prevent and monitor the risk of corruption but also support the anticorruption policy effectively.
3. The audit committee is responsible for directing, controlling and monitoring the internal audit system to monitor and evaluate the implementation of the anti-corruption policy. Furthermore, the audit committee has to consider and follow the risk of corruption in order to ensure that the policy is sufficient, up-to-date, and conform to international standard. Also, the policy will be evaluated and revised at least every quarter.
4. All employees will be trained by PPS regularly to provide the knowledge and understanding about the anti-corruption policy and good practices. PPS has arranged anti-corruption training to be a part of the orientation of all new employees.
5. Due to the requirement of employees strictly following the PPS anti-corruption policy. If employees witness any corruption activities, they must notify the supervisor or the responsible person for the matter, or inform the supervisor via the available communication channel.

Actions in 2016

1. PPS has been certified by the Private Sector Collective Action Coalition against Corruption (CAC) in the preventive corruption measures on January 22, 2016.
2. PPS has revised the anti-corruption policy (Revision 1/2016) and published on the company's website.
3. PPS has arranged anti-corruption training regularly in order to provide all employees with the knowledge and understanding about the anti-corruption policy and good practices.

4. Respect for Human Rights

PPS has placed importance towards the respect for human rights and considered it as the main policy in the permanency of business operation. PPS realizes that employees are an important factor which creates quality products for PPS. Therefore, PPS puts an emphasis on fair treatment based on ethics and code of conduct including the respect of human rights. For example, PPS always keeps the personal employee information to be secret such as biography, health records, working experience records, and etc. Moreover, PPS has never disclosed the personal employee information without the consent of the employees.

Guidelines in Practice

1. Do not support any activities which are related to disrespect for human rights or corruption.
2. Train and communicate to all employees to acknowledge them human rights policy.
3. Emphasize every employee to respect human rights of other people and ensure that they will perform towards others based on culture, race, gender, religion, education, age, marital status, sexual orientation, identity and / or gender expression, physical and mental disabilities including exotic ideas and working style.
4. Create appropriate and safe communication channel for all stakeholder groups to receive complaints when they see the clue on illegal action or ethical offense of any employees or board of directors.
5. Determine a whistleblower policy to protect employees and stakeholders who informed PPS when there is corruption activity or an illegal action. The details of whistleblower policy include management procedure, case investigation, good record-keeping and penalties for offenders.

Actions in 2016

1. PPS has followed the guidelines in practice strictly.
2. PPS provides suitable and safe communication channel for all employees and stakeholders to file complaints or freely express their opinions.

However, throughout the year 2016, PPS has not been complained about human rights violations.

5. Fair Treatment to Labor

PPS has placed importance to fair treatment to employees and to respect individuality and human dignity according to international human right standard, ethics and code of conduct to create the growth to organization.

5.1 Respect the right in the work according to the rule of human rights

PPS has a working policy which is stated clearly that PPS will not force people who do not want to work and not use child labor and respect the right and freedom of employees.

Guidelines in Practice

1. Follow the fair treatment rules of PPS strictly in terms of hiring new employees, fair treatment to current employees, getting promoted, salary increment and bonus. PPS will evaluate and consider fairly and frankly without prejudice and without limiting age, race, nationality, color, religion, background, or personal opinion.
2. Create appropriate and safe communication channel for all stakeholder groups to receive complaints in case they are treated unfairly ,inequitably, or when they notify the clue on the thing that can be illegal and to have correcting measure and protecting measure of notifying employee that is systematic and fair.
3. Regularly, arrange several effective trainings for all employees to develop and increase their working skill and their potential.

Actions in 2016

1. PPS has followed the guidelines in practice strictly.
2. PPS provides suitable and safe communication channel for all employees and stakeholders to file complaints or freely express their opinions.
3. PPS has established PPS Training Center for the purpose of training PPS employees and outsiders to achieve the training goal.

5.2 Give social protection and work condition of employees

Besides respecting the right in the work, PPS always cares about fair working condition, receive remuneration, and social welfare in accordance with the law including special welfares subsidized by PPS such as provident fund.

Guidelines in Practice

1. Distribute employee handbook and train all employees to acknowledge the fair employment conditions, benefits, suitable remuneration according to the potential and performance in a form of salary, leave, compensation, bonus, welfare including special welfares subsidized by PPS such as provident fund, the Employee Joint Investment Program (EJIP), retirement compensation, social security, health insurance
2. Stipulate a remuneration and welfare policy of employees clearly and transparently. Moreover, comparing to the same business level, PPS offers suitable and competitive compensation, and benefits which is sufficient enough to retain qualified employees.
 - 2.1 Short-term compensation comprises of salary and bonus which is based on the ability of individual employee and PPS's profit in each year, other benefits such as daily allowance, phone allowance, health insurance, social security.
 - 2.2 Long-term compensation comprises of provident fund, retirement compensation, the Employee Joint Investment Program.

Actions in 2016

1. PPS has provided provident fund for all employees since August 2004 until now, which is the fund that PPS has been continuously providing for 12 years.
2. PPS has provided the Employee Joint Investment Program (EJIP) since April 2014, which was 3 years in operation.
3. PPS has provided health insurance for all employees.

5.3 Protection of health and safety at work

According to PPS business characteristics, most of employees have to work in construction site to monitor and supervise the project quality. Therefore, there is a high risk of being harmed. PPS seriously recognizes the importance of this matter, so PPS has created guidelines concerning health protection and safety at work.

Guidelines in Practice

1. Provide additional life and health insurance to every employee besides social security and other benefits as required by law.
2. Determine the safety measures, safety plan and health, environment management of PPS office, and construction sites.
3. Provide personal safety equipment to protect employees and visitors coming to work in the construction area such as helmets, safety shoes.
4. Train PPS staffs regularly about regulation, practices and safety health and environmental management measures especially during the pre-construction phase to reduce the risk of damage and accidents.

Actions in 2016

In 2016, PPS staffs have followed guidelines in practice firmly so PPS had no accidents at work and work interruption.

6. Responsibility to customers and consumers

As professional service provider, PPS has used the principle and follow the policy to respond customers, who are directly received the service from PPS, with their most satisfaction. This will help customers to be confident that they will receive the service with good quality, fair price and delivery of project on time. This is the main goal of PPS for running the business. Also, PPS realized the safety that would affects communities, society, environment, and an action that would violate or cause customers to lose a right.

Guidelines in Practice

1. Respond to the customer policies appropriately.
2. Execute the tasks followed by scope of works, the terms and agreements which are made with the customers correctly.
3. Pay attention to fair service and improving customer responsiveness.

Actions in 2016

PPS has done the annual satisfaction survey among customers to assess PPS's operation in various aspects. The average score of all customers was 84%. The information from the survey will be compared year by year and used to improve PPS ability to effectively answer to the demands of customers.

7. Society and Community Development

As being professional in the design and constructive supervision and project management for business operation, the board of directors has emphasized on community and society accountability including supporting and engaging activities related to community and society development. Additionally, PPS also focuses on dissemination of knowledge, expertise and innovation to community and society in order to upgrade the engineering profession.

Guidelines in Practice

1. Develop employee capability and personnel skills.
2. Promote and support positive attitudes in the engineering profession.
3. Be a role model of good engineer; "White Engineer Project".
4. Create cooperation networks among other organizations.

Actions in 2016

1. PPS realizes how importance of human resource development is, so PPS has created several activities to be another way to improve and increases potential and working skills of all employees:
 - 1.1 "Project Live Challenge" – The project in combination of PPS's staff performance on utilization of PPS's owned developing innovation called "Project Live".
 - 1.2 "Undergraduate Scholarships Endowment Project (2 continuous years)" - The project purpose is to give educational opportunities to employees for further study and improvement of their capabilities.
 - 1.3 "Upgraded License for Professional Practice Award" – The project purpose is to encourage engineer/architect in the organization to develop their knowledge and working skills by upgrading their License for Professional Practice.
 - 1.4 "Value Employee Project" – The project purpose is to promote and create a good culture and good attitude within PPS about performing good actions in order to be a role model for PPS, supervisors, colleagues and other employees.
 - 1.5 "Walk – run for the king 84 years at Anantamahidol hospital Lopburi" - The project purposes are to create a unity within the organization, a positive attitude, and encourage employees to challenge their ability.
 - 1.6 "Children are Good Engineers in the future Project (Year)" – This project was formed by the Company's employees and the budget fully supported by high-level executive. The project purpose is to demonstrate success depictions trying to inspire engineers as "Good Engineers" to be distributed outside of the Company as the creation of a "Network of Good Engineers", like a sustained cyclical. This project also provides an opportunity of PPS's employees have the opportunity to learn to help society.

2. PPS believes that the dissemination of engineering knowledge and being a great engineer will help raising the engineering profession. Then, PPS has created numerous activities to fulfill this goal such as:
 - 2.1 Disseminate knowledge to project participants by working with PPS. With this activity, project participants such as customers, designers, contractors or subcontractors have seen right examples of good practice from PPS employee performance such as qualified person, well organized working procedure, and facilitated work with innovation.
 - 2.2 Disseminate knowledge to the community by creating an opportunity for the community to participate in the projects such as construction site visit for students.
 - 2.3 Changmuns on Community I at NangLerng. Further to Nang Lerng Community often has fire accident, PPS provides the knowledge to prevent the situation. The villagers, therefore, can be able to help themselves in a crisis situation.
 - 2.3.1 At The first “Changmuns on Community” at NangLerng. PPS provided knowledge to the community about how to prevent and correct fire situations so that they can help themselves during occurring of crisis situations.
 - 2.3.2 The second “Changmuns on Community” in the National Engineering 2016 at Queen Sirikit National Convention Center. Was conducted by organizing activities through the exhibition “King with workman”. There was speech about new innovations of residence on 4.0 era and provided opportunities for the audiences to consult and solve the engineering problems.
 - 2.3.3 The third “Changmuns on Community” at Wieng Pa Pao was a safety campaign for residences and dormitory. To provide knowledge to society by “white engineers project” by how acquiring suitable engineers via reputed universities advertisement
 - 2.4 Disseminate knowledge to the society through the white engineer project. Thus, people are able to see how good engineers should be. "Network of Good Engineers" be used as the PR channel to various universities.
 - 2.5 Community development is supported by the project owners funding. PPS offers support for the construction management. For development of public areas such as the hydronic farm sa well as entertainment equipment at Ban Nong Muang School, Satuk District, Buriram Province, building new toilets at Phayakkhaphumphisai school, Mahasarakham province, renovating public assets for Kangkhor district, Chaiyaphoom province, renovating toilets and giving sport equipment for Ban Nhong Sam Khao School, Kangkhor district, Chaiyaphoom province, renovating libraries and toilets for Ban Nhong Chang School, Beung Sam Phan district, Phetchaboon province, renovating classrooms and toilets for Ban Sra Si Leum nursery, Chatulat district, Chaiyaphoom province, etc.
 - 2.6 2.6 Furthermore PPS has helped society by supporting iCare Thailand foundation. While being a part of society to encourage all needy candidates by donating to King Chulalongkorn Memorial Hospital for its smooth operation.

8. Environmental Operation.

PPS has an environmental management policy and disciplinary practices for business operations focusing on using resources efficiently. Moreover, PPS has procedures for environmental risk assessment and environmental risk management in the business operation.

Guidelines in Practice

1. Train PPS staffs regularly about safety health and environmental management measures and how to use resources efficiently in order to acknowledge them and foster PPS culture.
2. Advise customers and designers about energy saving and friendly environmental building design and management (Green Building).

3. Set the campaign for employees to use resource efficiently and environmentally friendly by saving water and energy and also setting up Big Cleaning Day event.
4. Control the contractors to comply with safety health and environment requirements (SHE) and strictly follow the law and regulations. For example,
 - 4.1 Must have a strong, solid fence with at least 2 meters of height around the construction site.
 - 4.2 Must install canvas or other suitable materials around the construction site to protect and block falling debris, dust diffusion.
 - 4.3 Must have required equipment and facilities for cleaning wheels and body of vehicle before leaving the construction site. Moreover, the contractors have to maintain the cleanliness of public streets and adjacent sidewalks around the construction site.
 - 4.4 Must prevent noise and light in construction site in order not to disturb adjacent community.
 - 4.5 Must control and get rid of waste from the construction site appropriately.
 - 4.6 Must prepare safety equipment for staff and construction workers such as helmets, safety shoes and safety belt when working at height, etc.
 - 4.7 Must have safety officer to monitor and check construction performance in terms of safety, health and environment at least every week. If there are items that do not comply with contract or specification, safety officer have to inform owner and find the solution to correct them.

Actions in 2016

As guidelines in practice are part of PPS professional service standard, PPS has definitely implemented them to head quarter office and all construction projects. PPS has continued to improve efficiency of safety, health and environment management and has followed the laws and regulations including emphasizing on using resources efficiently to strengthen PPS capability sustainability.

9. Innovation and Distribution of Innovation

PPS has developed its own information technology systems and innovation to use in the business. Moreover, PPS has distributed and shared innovation to the community, society and public for free.

Guidelines in Practice

1. Apply information technology systems to use in a full range of business operation.
2. Create and develop its own information technology systems focusing on the part related to the management and constructive supervision of projects.
3. Distribute innovation back to the community and society.

Actions in 2016

1. PPS has applied the information technology system to the business for information sharing among construction sites and head quarter office. It helps to speed up the working process and be able to serve the customer needs faster.
2. PPS had continuously developed “ProjectLive Program” to develop and increase the capacity of the Company. These program has been applied in construction management projects to make a difference in the same industry. These programs enable the communication of project participants to be more convenient. Moreover, these programs are used in project management meeting to reduce redundant tasks, help to save time, and can be used as references and follow the project progress through the Application on the Smart Phone.
3. PPS has Animation "Knowledge with Lung Pee" which one of the company’s portfolio dissemination of knowledge, innovation and outstanding due creativity combining technology and innovation, the company invented to make it easier to understand and to attract young people to get involved.

4. PPS has generates radio program under the name “Changmuns” to broadcast on FM 106 MHz every Sunday at 14:00 to 15:00. This radio program is edutainment radio program containing various topics from different professional expertise. At the end of program, DJ will let the audiences to phone in to ask questions, and DJ will provide the clear answers, direct to the point, and easy to understand.
5. Upgrade “Project Live” application by addition of features and registered patent to the Department of Intellectual Property.
6. Develop “Project Live” application on both iOS and Android platform as “Site Walk” name opened for general users targeting for the Company’s new business in the future.
7. Develop new intranet for communication between the Company’s various project sites to head office call “My PPS” as the Company’s centralized information system.
8. Utilize inspection to defect works function in Project Live as a new business for handover process of condominium.
9. The company has been received innovation research and development fund from advance training and development of innovation program from National Innovation Agency, SET, mai and Thailand Management Association
10. Establish “Innovation Research and Development” department to develop any innovations which enhance the Company’s efficiency, transparency and differentiation.
11. Join “National Innovation Competition” project to acquire tax saving measurement.

10. Making the Sustainability Report

In order to clearly present PPS social responsibility information, PPS has prepared a sustainability report which is separated from the annual report. A sustainability report will disclose all social responsibility activity detail. However, all contents in a sustainability report have been developed to cover the index according to the Global Reporting Initiative (GRI) G4 (Generation 4), which is provided for sustainability reporting and is the most universally accepted indicator of sustainability report for now.

Ethical Code and Regulations

“Engineering Profession” is a profession that requires personnel with integrity, ethics and good knowledge and abilities in engineering. Engineers are to work with impartiality and integrity. The aim of these ethical code and regulations is for them to be adhered to at work for fairness and appropriateness.

Acting within the ethical code is the foundation of the building of trust and credibility which are essential for the provision of engineering services. Any act of the Company’s employees that does not conform to the Ethical Code and Regulations determined by the Company will be regarded as an act against the profession and the Company. The person committed the act will receive disciplinary punishment.

1. Obligations to the Profession

- 1.1 The Company’s engineers are to cooperate to support engineering profession by exchanging news, knowledge and experience with other engineers as well as students. Engineers are to support events and works of various engineering associations and academic institutions as well as the publication of engineering knowledge and information to the general public.
- 1.2 The Company’s engineers are not to advertise their performance/work in a way that is considered boasting. Engineers are to refrain from any act that will bring the engineering profession into disrepute.
- 1.3 The Company’s engineers are not to act beyond the scope of their knowledge and abilities.
- 1.4 The Company’s engineers are not to accept jobs in name only. They are to strictly adhere to their professional codes and principles.
- 1.5 The Company’s engineers are not to use their profession, knowledge and abilities illegally.
- 1.6 The Company’s engineers are to comply with the Ethical Code of their profession according to the professional association and all relevant legislation.

2. Obligations to the Public

- 2.1 The Company’s engineers are to support the dissemination of engineering knowledge and to discourage the dissemination of knowledge that is not true or beyond the truth or unjust especially on engineering matters.
- 2.2 The Company’s engineers are to be careful on matters that are related to life safety, health of workers and the general public which may be affected by the works under their responsibilities.

3. Obligations to the Employers

- 3.1 The Company’s employees are to honest/loyal to their employers.
- 3.2 The Company’s employees are to reveal their statuses to the employers before accepting the jobs in case they are assigned to do a task that may result in a conflict of interest.
- 3.3 In case a Company’s engineer is responsible for the technical sufficiency of an engineering work, if the opinion of an engineer is in conflict with superior personnel, the engineer is to clearly indicate their opinions of the consequences that may result from any change in writing.
- 3.4 In case an employee agrees that employing an expert to the job would be beneficial to their employers, the employee is to recommend the employer to employ that expert and the employee is to fully cooperate.
- 3.5 The Company’s employees are not to reveal information about the business or technical procedure of the employers without permission from the employers.
- 3.6 The Company’s employees are not to accept financial compensation or any other form of compensation from more than one employer for one service unless permitted by all relevant parties.

- 3.7 In a job that one is responsible for, an employee must not receive any compensation in the form of commission or compensation from a seller of materials or tools or from any other person apart from his/her employer.
- 3.8 The Company's employee must not have stakes as contractor or joint-venture party in the bidding process that one is responsible for or is related to unless permitted by the employer.
- 3.9 The Company's employee is to inform their employer immediately of any business that one has stakes in and may be a competitor or may affect the business of the employer.

4. Obligations to fellow professionals

- 4.1 The Company's employees are not to regard others' works as their own and to respect works of other people.
- 4.2 The Company's employees are not to act in a way that damages the reputation, progress or professional conduct of others.
- 4.3 The Company's employees are to refrain from criticizing the Company's works in public unless it is part of the job.
- 4.4 The Company's employees are not to interfere works of employees from any other company when they know that the other company has agreed to the particular job/project unless the employer has cancelled the contract with that company in writing.
- 4.5 The Company's employees are not to compete with other companies by cutting the fees of the Company lower than the prices proposed by other companies especially when they have acknowledged the hiring fees of those parties.

5. Obligations to Shareholders

- 5.1 The Company is to treat all shareholders equally.
- 5.2 The Company is to reveal the available information in compliance with the policy on information revelation to all shareholders. The Company is to comply with the law, rules and relevant regulations.
- 5.3 The Company is to provide an opportunity for all shareholders to acknowledge or take part in important business decision-making of the Company.

The Company's Board of Directors and executives have ensured that employees in all departments of the Company strictly apply and comply the approved Ethical Code. Apart from the aforementioned Ethical Code on Good Corporate Governance, the Company and all employees also adhere to the ethical code determined by the Council of Engineers and Architect Council of Thailand which are the organizations that supervise engineers and architects in Thailand.

The Company's Securities

The company has a registered capital of 180,000,000 Baht (720 million ordinary shares with 0.25 Baht par value) and paid up capital of 119,999,973 Baht (as at 31 December 2016))

Investment

The investment of Project Planning Service public company limited in other companies as of 31 December 2015, the Company has invested in other companies by holding 10% or more of the company's outstanding shares.

Venture Capital Name	Location	Businesses Type	Number of Outstanding share (Unit : Share)	Number of shareholding	Percentage of shareholding	Share Type
PPS Design Co.,Ltd.	Bangkok	Engineering Design	30,000	29,998	99.99%	Ordinary share
Swan & Maclaren (Thailand) Co., Ltd.	Bangkok	Architectural and Interior Design	700,000	245,000	35%	Ordinary share
PPS Information Consultant Co.,Ltd.	Bangkok	Media, Content and IT services	500,000	450,000	90%	Ordinary share
Ensemble Equity Pte.Ltd.	Singapore	Project management and Engineering Consulting services	500,000	450,000	90%	Ordinary share

Joint-Venture Name	Location	Businesses Type	Joint-Venture Capital (Baht)	The Company investment (Baht)	Percentage of Investment
PPQ Joint-Venture	Bangkok	Supervision of construction of the Supreme Court Building	3,300,000	2,640,000	80%

Dividend Payment Policy and History of Dividend Payment in the Accounting Years 2014 - 2016

The Company has a policy to pay dividends annually to shareholders at least 40 percent of the net profits after all types of reserve deductions required by law considering the Company's specific financial statement(s). However, dividend payment also depends on cash flows, investment plans, legal requirements, necessity and appropriateness of various factors in the future. The Company needs to make sure that such dividend payment is not to affect day-to-day running of the Company in any significant way. A resolution of the Company's board members approving the payment of dividends is to be submitted to a shareholders' meeting for approval. Also, the Company's board of directors is authorized to consider paying dividends in the interim if such payment is deemed appropriate and does not affect the operations of the Company. In any case, the report of such payment is to be prepared and reported to the next shareholders' meeting.

History of Dividend Payment in the Accounting Years 2014 - 2016

รายการ	รอบผลการดำเนินงานปี		
	2014	2015	2016 (proposed)
Net profit - parent company	16.27	4.23	32.87
Dividend pay out	12.00	22.24	28.31
The rate of dividend (%)	78.59	554.75	90.68

Remark : /1.- The rate of dividend = Dividends / Net profit

Internal Data Control

The Company's policy on Internal Data Use is as follows;

1. The Company's Board of Directors determines the policy and guidelines with regards to the supervision of Internal Data Use by; having measures to prevent the members of the Board of Directors, executives and employees of the Company buying and selling securities using internal data in accordance with the regulations of the Office of Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET); by informing the Board of Directors, executives and all employees so that they are aware and comply with the policy and guidelines that forbade the Board of Directors, executives and employees to use internal data that has not been publicized to purchase, sell, transfer or receive the transfer of the Company's shares within the period of one month prior to the publication of financial statements and all personnel of the Company should wait at least 24 hours after the publication.
2. The Company has a policy and measures to prevent the Board of Directors and executives benefiting from important information that may have an impact on investment. The Company is to inform every resolution of a meeting of Company's Board of Directors to the Stock Exchange of Thailand immediately before the opening of the next trading round of the Stock Exchange of Thailand. The Board of Directors and the executives are to report on their holdings of securities every time there is a purchase or sale of securities within 3 working days to the SEC Office.

Personnel

The number of Company's personnel (Excluding Executives)

Between 2014 and 2016 and as of December 30th, 2016, the Company had personnel in various positions with details as follows;

Position	Number of Personnel (Persons)		
	As of 31 December 2016		
	2014	2015	2016
Project Directors	13	17	16
Project Managers	30	30	40
Civil Engineers	40	40	57
Mechanical Engineers	22	24	25
Electrical Engineers	28	29	32
Architects	11	10	14
Technicians	47	33	37
Accounting and Finance Staff	9	9	9
The Secretary's office and administrative staff	49	40	53
Housekeeping Staff and Drivers	8	8	7
Total	256	240	290

Total Salary & Allowance of Personnel

The Company pays compensations to personnel in the forms of salaries, bonuses and various welfare payments for instance allowances and provident fund.

(unit: million baht)

Compensation	2014	2015	2016
Salary, Bonus and Welfare	172.70	158.25	184.82
Total	172.70	158.25	184.82

Significant labour disputes in the last 3 years

The Company has had no significant labour dispute in the last 3 years.

Administration and Human Resource Development

Project Planning Service PLC has emphasized of the potential development of human resources as the great drive for the Company's businesses to succeed. The Company regularly develops the quality of human resources all the level. The Company has the Training Center, "PPS Training Center" It's the main unit for Human resource development, the company has been approved by the Council of Engineers as a professional engineering organization that utilizes a continuous development (Continuing Professional Development) As a result, in 2016 the Company provided the training to internal staff and external personnel 2,274 unit. Which the PDU can be issued the Certificate and Professional Development Unit (PDU) can be utilized to obtain the next level engineers.

The company plans to develop in line with the business And development organization to grow effectively By providing staff development programs in many forms, such as internal training (In-house Training) Which will be speakers from inside and outside the lecture Training with outside agencies (Public Training) The Workshop (On the Job Training) The self-learning (E-Learning) Coaching (Coaching) Including the preparation of individual development plans (Individual Development Plan) which can be categorized as four levels of training courses based on career path planning as following.

Level 1 :

Basic Training (0-1 year of working experience) focusing to new staff on understanding to role & responsibility of site supervision works including of professional ethics.

Level 2 :

Intermediate Training (1-3 years of working experience) focusing to medium level staff on upgrading of capability on site supervision works such as shop drawing review, material review, contractors' payment check and variation work consideration.

Level 3 :

Intermediate Training (4-6 years of working experience) focusing to senior staff of project manager who shall stepping up as management level staff such as construction contract management courses.

Level 4 :

Continuous Training (more than 6 years of working experience) focusing to specific issues in details to enhance staff's skill as various specialist such as Fire Life Safety, Concrete for High Rise Building etc.

In addition, the Company has procedures promote the human resource (Succession Plan) to knowledge, ability and potential for advancement, specially personnel to be Project Manager position, The process beginning from the recruitment, selection, development and retention.

The Company believes that the aforementioned development of human resources will not only achieve the Company's determined mission but will also increase the competency of the Company against other companies. The Company will be adjust the human resource development plan to advanced with accordance and changing business environment for PPS Sustainability.

In advance of PPS Training Center, in year 2016 we provide training coursed to external organization such as Siam Kobota Co.,Ltd. (course – Management and Supervision of Construction Work) and Thai Shimizu Co.,Ltd. (course – Construction Contract Management).

Internal Audit

In the Audit Committee's meeting 4/2016 on November 12, 2016 which was attended by all three member of the Audit Committee, the responses of the evaluation form on the sufficiency and appropriateness of the Internal Audit of the Company were approved in year 2016. The results of the assessment of the Internal Audit were satisfactory and may be summarized following the assessment of sufficiency of the Internal Audit covered to following components.

Part 1 : The organization and environment of control

- 1.1 Organization perform full commitment to value of honesty
- 1.2 Directors are independent to the management and perform directing and development • Management provides appropriate line of command, reporting and authorization to facilitate company's achievement to objectives under Board of Directors' directing.
- 1.3 Organization performs full effort to persuade, develop and retain competent staffs.
- 1.4 Organization arranges staffs who be responsible to internal control to achieve objectives.

Part 2 : Risk Assessment

- 2.1 Organization clearly set up objectives in order to define and assess various risks concerning to Company's objectives.
- 2.2 Organization defines and analyzes all type of risks which may be affected to achievement of objectives though out the organization.
- 2.3 Organization consider to possibility of corruption in the risk assessment process.
- 2.4 Organization is capable of define and evaluate to any changes affecting to internal control.

Part 3 : Operation Control

- 3.1 Organization has controlling measures of reduction to risks of failure from objective achievement to acceptable level.
- 3.2 Organization selects and develops general control activities using technology system supporting to objective achievement.
- 3.3 Organization provides control activities though policies which practically defined expectation and implementations.

Part 4 : Information and data communication system

- 4.1 Organization provides qualified concerning data to support objective achievement.
- 4.2 Organization performs internal communication including of objectives and responsibilities to essential internal control.
- 4.3 Organization performs external communication on any issues which may affect to internal control.

Part 5 : Follow up System

- 5.1 Organization follows up and evaluates to effectiveness of internal control to ensure that the internal controls are complete and appropriate.
- 5.2 Organization evaluates and coincidently communicates deficiencies of internal control to responsible persons including of management executives and directors.

Summary of the Assessment of internal control systems following the opinions of Internal Auditor

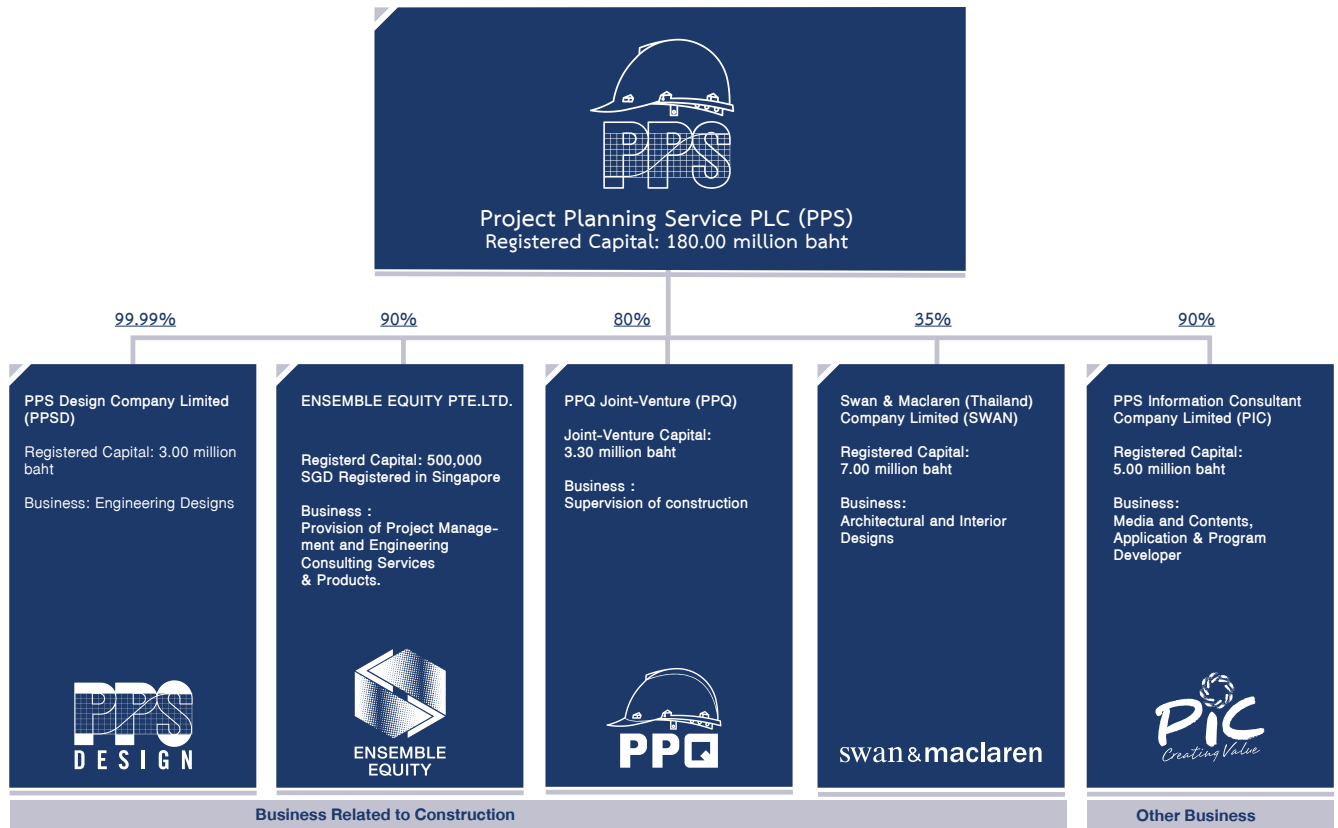
The Company has employed “Info Associate Co., Ltd.” to be the Internal Audit for the assessment of Company’s internal control systems as well as assess and monitor the implementation following suggestions of the Internal Auditor. Info Associate Co., Ltd. assigned Mr. Wirote Sathapanikkoon as lead auditor to coordinate and direct to the Company’s assessment. The assessments and reviews are quarterly conducted. With regards to the latest assessment of the internal control systems, the internal audit’s report states that there is no significant deficiency in the internal control systems.

Moreover, the Company has established an internal audit office and assigned Mr. Anupan Wananukul, the secretary of the Audit Committee who is a Company’s employee to coordinate and direct the internal auditing procedures of Info Associate Co., Ltd. The Internal Audit office is directly accountable to the Audit Committee and is independent from the executives.

The Audit Committee has reviewed the sufficiency, appropriateness and efficiency of the internal control system by supervising, providing suggestions and supporting the independent work of Internal Audit office, reviewing the reports on the audit results in year 2016 including of monitoring the improvement and correction following recommendations and suggestions stated in the internal auditor’s report to ensure the efficiency and effectiveness of the work. The Committee is of the opinion that the internal control systems of the Company and subsidiary companies are sufficient and appropriate in preventing and reducing possible risks. No significant deficiency has been found.

The company gives priority arrangement of internal control system in both management and operational level, in an efficient and effective. Specifically, the internal control system of risk management, the company has appointed risk management committee, setting up a risk management strategy of the company for the year. Audit assessment, Review and track the solution or take any action to prevent or reduce the risk of the organization according to the opinion of the Board of Directors, The Audit Committee and the internal auditor.

Investment in Subsidiaries and Joint-Venture



Related transactions of PPS

at the end of the year (ended December 31, 2016)

Individual/Juristic Person which may be in conflict of interest	Relationship	Type of Item/Transaction/Dealing			Outstanding in B/S (Baht)		Profit & Loss Statement (Baht)		Explanation from the executive(s) on the necessity and rationality of such connection
					as at 31 Dec 2015	as at 31 Dec 2016	2015	2016	
1. Phong Theerathon Co., Ltd	Business owned by the Company's large share- holders	The Company rents building space on the							
	and the Company's Board of Directors	fourth floor as training room and rents							
	Directors of Pong Theerathon are;	building space on the first floor as office			15,241	10,855	884,142	851,139	The fee is similar to the fee that the Company used to pay
	1. Mrs.Rewadee Tharachai								to other organization (EIT Association) but this venue is more conven-
	2. Mr.Phongthon Tharachai	A deposit in advance.			120,000	120,000			ient as it is located it is also close to the Company's head office
2. PPQ Joint-venture	3. Mr.Theerathon Tharachai								.
	Joint-Venture	Joint-venture hired as a project advisor			2,657,589	2,920,075	6,102,370	6,102,370	The Company has agreed in a memorandum to be the advisor for the
	The Company Joint Venture ratio 80%								Supreme Court project
									together with two other joint-venture companies. Fees are calculated
		The Company's Overtime Charge			-	-	-	321,600	according to regular prices.
		The Company leases the office space for PPQ			2,000	2,000	24,000	24,000	Same unit rate which PPQ has charged contractor
									The Company allows the use of the Company's office as the office of
		The Company provides normal administrative services			33,200	35,000	199,200	210,000	the joint-venture.
									The staff of company provides normal administrative services, and
									Calculated from 5% of the staff's salary
3. Builk Asia Co.,Ltd	Joint-stock Company. The company invests								The company recognizes that BULK 's business, is able to help and
	Ordinary shares 10%								support the Company's operation and expect to opportunity of
	Mr.Theerathon Tharachai, who is a director								dramatic growth in IT business. Thus, the Company has jointed the
	of company, is one of the BULK Committee.								design software business with BULK
	In April 2016, the Company has sold	The Company has hired Builk Asia					510,019	-	Fees as agreed.
	all investment in BULK Asia.	on information technology system services							
		The Company lends convertible loans to Builk Asia			9,000,000	-			Loan Contract, The Interest rate 6 % (interest payment)
		Accrued interest received			1,080,000	-	540,000	41,311	The interest rate is 1% at the end of each year
		Other Debtor - Received cheque by advance			90,000	-			The Company's received all outstanding loan payment from Builk Asia
									on 29 January 2016.

Legal Dispute

At present, the Company and subsidiary companies have no legal dispute that may cause damage to the Company more than 5% of the stockholders' equity and result in a negative consequence with regard to the Company's businesses in any significant way.

Obligations for Issuing Shares

Issuance of other securities.

1. Detailed of the Right offering of the Warrants

Type of offering Security	:	Warrants for rights to purchase ordinary shares of Project Planning Service Public Company Limited No.1 ("Warrant "or "PPS-W1")
Type of Warrant	:	Nominated and transferable
Numbers of Warrant in Issuance and offering	:	Not exceed 240,000,000 (two hundred forty million) units.
Numbers of new ordinary shares to be issued to accommodate the Warrants	:	239,999,946 (two hundred thirty nine million nine hundred ninety nine thousand nine hundred forty six) shares, accounting for ratio at 50% of the paid-up registered capital (par value of THB 0.25 per share)
Offering Method	:	Warrant shall be allocated to the existing shareholders of the Company (Rights Offering) at the ratio of 2 ordinary shares to 1 Warrants.
Offering Price	:	0 THB (Zero THB)
Date of Issuance and offering	:	June 10, 2016
Tenor	:	2 years 6 months from the date of Issuance and Offering of warrants (From June 10, 2016 to December 9, 2018)
First Exercise Date	:	December 31, 2016 (the event that the exercise date occurs on the holiday, the exercise date shall be moved forward to the last business day).
Last Exercise Date/Expiry Date	:	December 9, 2018
Exercise Ratio	:	1 unit of warrant has the right to purchase 1 unit of ordinary share (except for any subsequent adjustments of right of the Warrant)
Exercise Price	:	THB 0.40 (zero point four THB) per one unit of ordinary share (subject to change as per right adjustment conditions)
Exercise Period	:	Warrant holders shall be able to exercise their rights 5 times, which are on December 31, 2016, June 30, 2017, December 31, 2017, June 30, 2018 and December 9, 2018. The last exercise date that Warrant holders can exercise their right ("Last Exercise Date") is 2 years 6 months after the date indicated in the Warrants, which will be on December 9, 2018 (the event that the exercise date occurs on the holiday, the exercise date shall be moved forward to the last business day).
Secondary Market for Warrants	:	Market for Alternative Investment (mai)
Secondary Market for Shares from Exercising Warrants	:	Market for Alternative Investment (mai)

Information concerning bonds or bills

The company has never issued debentures or promissory note.

Report on the Board of Directors' Responsibilities for Financial Statements =

Responsibility for the integrity and objectivity of the financial information presented in this annual report rests with PPS management. The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in Thailand, applying certain estimates and judgments as required. Moreover, PPS maintains an effective internal control structure. It consists, in part, of organizational arrangements with clearly defined lines of responsibility and delegation of authority, and comprehensive systems and control procedures. An important element of the control environment is an ongoing internal audit program. Our system also contains self-monitoring mechanisms, and actions are taken to correct deficiencies. The company's internal control over financial reporting includes those policies and procedures that pertain to the maintenance of record that, in responsible detail, accurately and fairly reflect the transactions and dispositions of the assets of the company.

The audit committee of the board of directors is composed solely of independent, non-management directors, and is responsible for quality control of financial statements and internal audit procedures and risk management system are efficient. The opinion of this audit committee about these mentioned issues is demonstrated in the audit committee report which is included in the annual report.

Management concluded that the company's internal control over financial reporting was effective as of December 31, 2016. Also, the audit committee has audited all financial information and accepted that all financial statement have been prepared in accordance with accounting principles generally accepted in Thailand.



.....
(Mr. Prasong Tharachai)
Chairman of the Board of Directors



.....
(Mr. Tat Thongpakdi)
Managing Director

Report of the Audit Committee

To Shareholder(s)

The Audit Committee has proceeded according to the charter of the Audit Committee conforming to scope of duties and responsibilities assigned by the Board of Directors. To monitor and to review the company's corporate governance and internal control systems are adequate. To benefit all stakeholders equally. In year 2016, the Audit Committee held total of 4 meetings. All members of the Audit Committee had attended every meeting. The Audit Committee proceeded consideration through various agenda which can be summarized as follows;

1. The Accuracy and Credibility of the Financial Reports : The Audit Committee has reviewed the quarter and annual financial statements for year 2016 to ensure that the preparation of financial statements of the Company has been in accordance with the generally accepted accounting standards and the information has been publicized in correct, comprehensive and credible manners. The auditor has given their opinions on financial statements which have been submitted to the Board of Directors and shareholders.
2. Sufficiency of the Internal Control System of the Company : The Audit Committee has reviewed the sufficiency, appropriateness and efficiency of the internal control system by supervising, providing suggestions and supporting the independent work of Internal Audit office, reviewing the reports on the audit results in year 2016 including of monitoring the improvement and correction following recommendations and suggestions stated in the internal auditor's report to ensure the efficiency and effectiveness of the work. The Committee is of the opinion that the internal control systems of the Company and subsidiary companies are sufficient and appropriate in preventing and reducing possible risks. No significant deficiency has been found.
3. Compliance with the law on securities and the Stock Exchange, regulations of the Stock Exchange of Thailand and other legislation related to the businesses of the Company including the compliance with the regulations and obligations that the Company has agreed with external parties : The Audit Committee has reviewed the compliance with the law on securities and the Stock Exchange, regulations of the Stock Exchange of Thailand and other legislation related to the businesses of the Company including the compliance with the regulations and obligations that the Company has agreed with external parties. The Audit Committee has concurred that a significant breach of legislation and regulations as well as obligations that the Company has made with external parties has not been found.
4. Selection of the Auditor : The Audit Committee perform selection of auditor based on competency, experiences, independency, audit team and reasonable remunerations therefore proposed DIA International Auditing Company Limited to as the Board of Directors for appointment as auditor of the Company for year 2016. A meeting was quarterly held between the Audit Committee to the auditor discussed all issues regarding auditing process and solutions of significant issues.
5. Risk Management: The Company's Board of Directors and executives have regarded the risk management as important aspect and carefully performed to it. The Risk Management Committee has also contributed to the consideration and the set-up of risk management systems throughout the organization. There are regular risk monitoring and reviewing processes to ensure that they are up-to-date and correspond to the current situations. Hence, it is believed that the risk management procedures accommodate benefit to the Company and all shareholders.
6. Report that may result in a conflict of interest: The Audit Committee has reviewed and provided opinion on related items or items that result in conflict of interest as well as the data publication of such reports according to the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission.

7. Good Corporate Governance: The Company's Board of Directors and executives regard good corporate governance as important issue to generate confidence among shareholders.
8. Anti-Corruption: The Company's Board of Directors and executives regard anti-corruption after Company's launch of anti-corruption policy in year 2013 which assigned major involvement to the audit committee. The Company has joined to the "Collective Action Coalition Against Corruption in Private Sector" in the year 2014. This is the current Joint Committee of Collective Action Coalition Against Corruption in Private Sector in Thailand had certified the company as a member on January 22, 2016 with intensive implementation and control though out the year 2016.

Overall, the Audit Committee has acted independently within the scope of duties and responsibilities assigned by the Company's Board of Directors and those determined in the Charter of the Audit Committee. Using the knowledge, ability and discretion are sufficiently independent. To benefit all stakeholders equally. The Audit Committee has concurred that the Company has reported its financial information correctly. The Company has operated under the internal control system that is efficient and under an effective risk Management. The Company has complied with the legislation, rules and regulations that are relating to the Company's businesses. There were appropriate publication of related items and operations is in accordance with sufficient good corporate governance, transparency and creditability.


.....
(Pol. Lt. Gen. Nukool Jeamanukoolkit)
Chairman of the Audit Committee

Report of the Nomination and Remuneration Committee

To shareholder(s)

The Nomination and Remuneration Committee was established by resolution 4/2013 of the Company's Board of Directors on 9 November 2013. There are three members in the Nomination and Remuneration Committee, two member from independent directors and one Company's executive namely as following 1. Mrs. Vipavee Boonyaprasit as Chairperson,

2. Mr. Kachen Benjakul as a member and 3. Mrs. Voraporn Chaona as a member and secretary of the Committee. The Nomination and Compensation Committee had performed their duties in compliance with obligations under the Charter of the Nomination and Compensation Committee according to the duties and responsibilities as been assigned by the Board of Directors carefully, fairly and reasonably.

In year 2016, the Nomination Committee and Remuneration Committee had arrange two meetings to implement assigned mission summarized as following.

1. Recruiting qualified persons as nominated Company's directors abide by the Charter, the laws governing public companies, securities law and stock exchange, and good governance. Guide the as well as taking into account the knowledge, skills, experience, leadership, ethics and positive attitude towards the company and ability to devote sufficient time to get enough.
2. Consider Remuneration of Directors and the Managing Director's remuneration by taking into account the results of operations of the Company with comparison to other companies in the same industry or a similar size as well as economic conditions.

Yours sincerely,



Mrs.Vipavee Boonyaprasit
Chairman of the Nomination and Remuneration Committee

Report of the Corporate Governance and Social Responsibility Committee =

Dear shareholders,

The Corporate Governance and Social Responsibility Committee had perform their duties based on the Charter of Corporate Governance and Social Responsibility Committee under the scope of duties and responsibilities assigned by the Board of Directors of the company.

In 2016 The Corporate Governance and Social Responsibility Committee had arranged two meetings for consideration of concerned issues summarized as following.

1. **The appropriateness of the Charter,** The Corporate Governance and Social Responsibility Committee have reviewed and amended the Charter by addition their responsibilities on Anti-corruption issues including of complaint to Company's staff on Anti-corruption.
2. **Preparation of the master plan (Roadmap 2013 - 2017)** sustainable development. The Corporate Governance and Social Responsibility Committee have reviewed and revised the master plan (Roadmap) for sustainable development during year 2013 – 2017 including of assignment to the Company's related departments supporting to implementation of the Roadmap.
3. **3. Sustainable risk management,** The Corporate Governance and Social Responsibility Committee have analyzed to risk factors relating to sustainability and detected three major issues :- quality risk, safety risk and transparency risk throughout the supply chain. The committee have develop practical risk then informed all Company's executives and staff for effective implementation.

According to above action, we expect that the implementation as planned shall assist the Company's successfully sustainable growth together with community, society and environment in the future.

Yours sincerely



Mr.Pongthorn Tharachai

Chairman of the Corporate Governance and Social Responsibility Committee

Risk Management Committee Report

Dear shareholders,

To be competitive and ready to move forward to AEC in 2016 and also be the leader in the consulting business including related businesses, the committee values risk management as the most important tool to achieve those goals while maintain effectiveness and ensuring that all of business opportunities are not lost. PPS has a policy that the main business and all subsidiaries need to go through risk management process via risk management committee review so that the risks are being evaluated with mitigation measures applied according to the risk management policies. The risk management policies are being formulated that all of the risks identified are being managed to an acceptable level without losing business opportunities.

In 2016, risk management committee had four meetings in which the following resolutions could be summarized as follows:

1. **Presentation of KPI and Risk Management plan for 2016** The committee met with all department including all subsidiaries to present, review and discuss risk management plans and their KPI for the 2016 operations.
2. **Risk evaluation and mitigation measures** All of the risk management plans were reviewed, commented and approved. Risk elements were reviewed together with mitigation measures so they are now rest upon acceptable levels. Furthermore the risk management committee and the company management have drafted an Emergency Plan to Manage the Business on Economic Downtrend. This plan will come into effect and be a guideline for the management to execute during the economic downtrends including political complications if any.
3. **Follow up on risk mitigation measures** Quarterly meetings were held to closely follow up the risk mitigation measures with relevant departments to ensure that those measures were being implemented. Comments and feedbacks were collected to improve the process efficiently.
4. **Risk management associated with social and environmental issues** As part of the sustainable business practice, the risk management committee has also informed all of the departments and subsidiaries to also factor in the risks associated with the social and environmental with monitoring and evaluation issues to ensure that those issues are being carefully addressed as risk elements with mitigation measures being implemented.
5. **Risk management associated with anti-corruption practice** The risk management committee has also informed all of the departments and subsidiaries to address the risks associated with anti-corruption practices following the company's policy of anti-corruption which was announced with the Private Sector Collective Action Coalition Against Corruption movement.

From the above report, the risk management committee has successfully implemented risk management practices to satisfy the company board of directors to ensure that all aspects of business risks are foreseen and measures are implemented to alleviate those risks identified. The risk management committee strongly believes that the risk management implementation will ensure sustainable business practices of the company in the longer term.



Mr.Prawat Kitipongpairoj
Chairman of the Risk Management Committee

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of PROJECT PLANNING SERVICE PUBLIC COMPANY LIMITED

Opinion

I have audited the accompanying consolidated and separate financial statements of PROJECT PLANNING SERVICE PUBLIC COMPANY LIMITED AND SUBSIDIARIES (the Group) and of PROJECT PLANNING SERVICE PUBLIC COMPANY LIMITED (the Company), which comprise the consolidated and separate statements of financial position as at December 31, 2016, and the consolidated and separate statements of comprehensive income, consolidated and separate statements of changes in equity and consolidated and separate statements 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 consolidated and separate financial statements present fairly, in all material respects, the financial position of PROJECT PLANNING SERVICE PUBLIC COMPANY LIMITED AND SUBSIDIARIES and of PROJECT PLANNING SERVICE PUBLIC COMPANY LIMITED as at December 31, 2016, and their financial performance and 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 Consolidated and Separate Financial Statements section of my report. I am independent of the Group 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 consolidated 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 consolidated and separate financial statements of the current period. These matters were addressed in the context of my audit of the consolidated and separate financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

Key Audit Matters included Auditing Procedures are as follows:

Recognition of revenues from hire of work contracts on a step of completion (consolidated and separate financial statements)

As stated in notes 4.1.1 to financial statements relating to revenues recognition from services policy, revenues from certain service contracts are recognized by stage of completed work by calculating based on proportion of total actual costs incurred until the reporting date compared with total estimated costs of the contracts. The accuracy and completeness of total estimated costs of the contracts depends on the substantive judgment made by the management for considering the several factors and variables such as the delay of construction contractor, expansion or reduction scope of construction work which is agreed by the employer and contractor. The accuracy of continuing estimated costs until termination of contracts may have impact on the accuracy of revenues recognition by stage of completed work. Accordingly, I have addressed as key audit matter.

I have obtained an assurance relating to recognition of revenues from hire of work contract on a step of completion, by included;

- Obtain an understanding of the design of internal controls relating to engagement of hire of work contracts to be recognized on the step of completion and preparing total estimated costs of the contracts.

- Inquire the management of all significant issues related to the cause and assumptions used in the preparation of costs estimation and the filing of bidding price.
- Select the sample of hire of work contract entered during the year, obtain an understanding and consider any factors having impact the costs incurred which may result in the provisions (if applicable).
- Test the internal control system relating to engagement and preparation of total estimated costs under the contracts.
- Compare the actual cost and the estimated cost, follow up and find out cause for considering the impacts on continuing cost until termination of contracts including check the accuracy of step of completion work for using in revenues recognition.
- Check the accuracy of changes in continuing estimated costs until termination.
- Check evidence of work assignment from customers, receiving of service fee are proper and compliance with the percentage of completed work.
- Check the confirmation letter under the contract value, completion value, and completion and outstanding assignment value.

Other Information

Management is responsible for the other information. The other information comprises information in the annual report of the Group. The annual report of the Group is expected to be made available to me after that date.

My opinion on the 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 consolidated 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 be materially misstated.

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

Responsibilities of Management and Those Charged with Governance for the Consolidated and Separate Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated 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 consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, management is responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

My objectives are to obtain reasonable assurance about whether the consolidated 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.

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 consolidated 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 Group'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 Group'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 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the 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 Group or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group 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 consolidated 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.

D I A International Audit Company Limited



(Ms. Sushaphorn Mangjit)

C.P.A. Thailand

Registration No. 8125

February 22, 2017

TATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2016

Assets	Note	Consolidated financial statements		Separate financial statements	
		2016	2015	2016	2015
Current assets					
Cash and cash equivalents	6	41,969,255	15,831,852	29,889,737	13,282,458
Current investment	7	64,050,515	82,421,271	64,050,515	82,421,271
Trade and other receivables	8	96,532,255	45,770,254	87,572,631	42,609,807
Short loans term to related parties	9	0	0	9,617,444	10,183,444
Total current assets		202,552,025	144,023,377	191,130,327	148,496,980
Non-current assets					
Investments in subsidiaries	10	0	0	15,280,447	0
Investments in associates	11	2,388,703	2,457,464	2,449,980	2,449,980
Investments in joint venture	12	3,766,338	3,387,900	2,640,000	2,640,000
Investment properties	13	460,000	460,000	460,000	460,000
Property, plant and equipment	14	9,345,289	9,868,009	8,097,704	8,721,990
Intangible assets	15	2,783,509	2,928,222	4,159,890	3,265,294
Pledged fixed deposit	16	44,200,887	12,887,621	41,188,897	9,800,610
Long-term loans to related parties	17	0	9,000,000	0	9,000,000
Deferred tax assets	18	5,134,408	4,858,350	7,955,416	7,575,730
Retention		14,548,977	18,365,827	14,548,977	18,365,828
Other non-current assets					
Income tax deducted at source		6,063,732	9,252,181	5,182,900	8,736,013
Deposit - retention		401,156	441,658	351,072	391,574
Total non-current assets		89,092,999	73,907,232	102,315,283	71,407,019
Total assets		291,645,024	217,930,609	293,445,610	219,903,999

TATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2016

(Unit : Baht)					
	Note	Consolidated financial statements		Separate financial statements	
		2016	2015	2016	2015
Liabilities and shareholders' equity					
Current liabilities					
Trade and other payables	20	46,586,974	21,538,650	45,896,659	20,660,476
Current portion of financial lease liabilities	21	0	60,688	0	60,688
Corporate income tax payable		2,520,323	0	2,520,323	0
Total current liabilities		49,107,297	21,599,338	48,416,982	20,721,164
Non-current liabilities					
Financial lease liabilities	21	0	0	0	0
Employee benefit obligations	28.2	25,556,687	23,287,914	25,381,722	23,176,757
Total non-current liabilities		25,556,687	23,287,914	25,381,722	23,176,757
Total liabilities		74,663,984	44,887,252	73,798,704	43,897,921
Shareholders' equity					
Share capital					
Authorized share capital					
400,000,000 common shares of Baht 0.25 each			100,000,000		100,000,000
720,000,000 common shares of Baht 0.25 each	22	180,000,000		180,000,000	
Paid-up share capital					
400,000,000 common shares of Baht 0.25 each			100,000,000		100,000,000
479,999,892 common shares of Baht 0.25 each	22	119,999,973		119,999,973	
Premium on share capital		48,312,106	48,312,106	48,312,106	48,312,106
Prepayment for share subscription	23.2	11,834,567	0	11,834,567	0
Retained earnings					
Appropriated	24	5,150,000	3,500,000	5,150,000	3,500,000
Unappropriated		30,086,586	21,801,085	33,047,003	24,066,050
Other components of shareholders' equity		896,932	127,922	1,303,257	127,922
Total owners of the Company		216,280,164	173,741,113	219,646,906	176,006,078
Non-controlling interests		700,876	(697,756)	0	0
Total shareholders' equity		216,981,040	173,043,357	219,646,906	176,006,078
Total liabilities and shareholders' equity		291,645,024	217,930,609	293,445,610	219,903,999

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED DECEMBER 31, 2016

	Note	(Unit : Baht)			
		Consolidated financial statements		Separate financial statements	
		2016	2015	2016	2015
Services income		306,923,518	234,216,253	293,982,810	218,349,211
Cost of services		(206,236,137)	(172,484,338)	(196,456,450)	(149,376,022)
Gross profit		100,687,381	61,731,915	97,526,360	68,973,189
Other income					
Interest income		1,893,338	898,855	2,016,769	1,076,627
Compensation from the partial termination of the Shareholders Agreement	17	1,968,689	0	1,968,689	0
Gain on sale of investments in associate		3,500,000	0	3,500,000	0
Others		4,814,928	3,808,247	5,433,024	4,404,036
Total other income		12,176,955	4,707,102	12,918,482	5,480,663
Profit before expenses		112,864,336	66,439,017	110,444,842	74,453,852
Administrative expenses		(64,669,460)	(62,194,907)	(61,784,695)	(60,132,046)
Other expenses					
Loss on impairment of investments		0	0	0	(1,399,990)
Doubtful accounts - loans to related parties		0	0	(566,000)	(9,316,556)
Loss on discontinued assets		(866,500)	0	(866,500)	0
Reversed allowance for doubtful accounts (doubtful accounts) - trade accounts receivable		(6,049,724)	1,140,923	(4,776,872)	819,923
Total other expenses		(6,916,224)	1,140,923	(6,209,372)	(9,896,623)
Finance costs		(893)	(7,008)	(772)	(7,008)
Share of profit (loss) on investment in associates and joint venture		309,677	413,053	0	0
Profit before income tax		41,587,436	5,791,078	42,450,003	4,418,175
Income tax expenses	18	(9,682,694)	(3,006,196)	(9,579,066)	(188,940)
Profit for the year		31,904,742	2,784,882	32,870,937	4,229,235
Other comprehensive income :					
Items that may be reclassified subsequently to profit or loss					
Gain (loss) on re-measuring of available for sale investment - net of tax		1,175,335	282,662	1,175,335	282,662
Exchange differences on translation of financial statements in foreign currency - net of tax		(406,325)	0	0	0
Items that may be reclassified subsequently to profit or loss - net		769,010	282,662	1,175,335	282,662
Items that will not be reclassified subsequently to profit or loss - net of tax					
Actuarial gain (loss) - net of tax		0	2,338,740	0	2,232,864
Items that will not be reclassified subsequently to profit or loss-net of tax		0	2,338,740	0	2,232,864
Other comprehensive income for the year		769,010	2,621,402	1,175,335	2,515,526
Total comprehensive income for the year		32,673,752	5,406,284	34,046,272	6,744,761

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED DECEMBER 31, 2016

	Note	(Unit : Baht)			
		Consolidated financial statements		Separate financial statements	
		2016	2015	2016	2015
Profit attributable to :					
Owners of the Company		32,175,485	3,392,173	32,870,937	4,229,235
Non-controlling interests		(270,743)	(607,291)	0	0
Total		31,904,742	2,784,882	32,870,937	4,229,235
Total comprehensive income attributable to :					
Owners of the Company		769,010	2,617,311	1,175,335	2,515,526
Non-controlling interests		0	4,091	0	0
Total		769,010	2,621,402	1,175,335	2,515,526
Total comprehensive income attributable to :					
Owners of the Company		32,944,495	6,009,484	34,046,272	6,744,761
Non-controlling interests		(270,743)	(603,200)	0	0
Total		32,673,752	5,406,284	34,046,272	6,744,761
Earnings per share					
Basic earnings per share - owners of the Company	26.1	0.067	0.007	0.068	0.009
Weighted average number of common shares (share)		479,999,892	479,999,892	479,999,892	479,999,892
Diluted earnings per share - owners of the Company	26.2	0.056	0.007	0.058	0.009
Weighted average number of common shares (share)		570,599,390	479,999,892	570,599,390	479,999,892

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (Consolidated financial statements)
FOR THE YEAR ENDED DECEMBER 31, 2016

Consolidated financial statements											
Note	Paid-up share capital	Premium on share capital	Amount received in advance for ordinary shares	Retained earnings		Unrealized gain (loss) on changes in investment valuation	Translation of financial statements	Total other components of shareholders' equity	Equity attributable to shareholders of the Company	Non-controlling interests	Total shareholders' equity
				Appropriated Legal reserve	Unappropriated						
Balance as at January 1, 2015	100,000,000	48,312,106	0	3,280,000	28,293,804	(154,740)	0	(154,740)	179,731,170	(94,556)	179,636,614
Dividend paid by cash	25.2	0	0	0	0	(11,999,541)	0	0	(11,999,541)	0	(11,999,541)
Legal reserve	24	0	0	0	220,000	(220,000)	0	0	0	0	0
Profit (loss) for the year	0	0	0	0	0	3,392,173	0	0	3,392,173	(607,291)	2,784,882
Other comprehensive income	0	0	0	0	0	2,334,649	282,662	0	2,617,311	4,091	2,621,402
Total comprehensive income for the year	0	0	0	0	0	5,726,822	282,662	0	6,009,484	(603,200)	5,406,284
Balance as at December 31, 2015	100,000,000	48,312,106	0	3,500,000	21,801,085	127,922	0	127,922	173,741,113	(697,756)	173,043,357
Common shares of subsidiaries - non controlling interests											
Dividend paid by ordinary shares	25.1	19,999,973	0	0	0	(19,999,973)	0	0	0	1,669,375	1,669,375
Dividend paid by cash	25.1	0	0	0	0	(2,240,011)	0	0	(2,240,011)	0	(2,240,011)
Ordinary shares exercised											
from warrants	23.2	0	0	11,834,567	0	0	0	0	11,834,567	0	11,834,567
Legal reserve	24	0	0	0	1,650,000	(1,650,000)	0	0	0	0	0
Profit (loss) for the year	0	0	0	0	0	32,175,485	0	0	32,175,485	(270,743)	31,904,742
Other comprehensive income	0	0	0	0	0	0	1,175,335	(406,325)	769,010	0	769,010
Total comprehensive income for the year	0	0	0	0	0	32,175,485	1,175,335	(406,325)	32,944,495	(270,743)	32,673,752
Balance as at December 31, 2016	119,999,973	48,312,106	11,834,567	5,150,000	30,086,586	1,303,257	(406,325)	896,932	216,280,164	700,876	216,981,040

Notes to financial statements are parts of these financial statements.

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (Separate financial statements)
FOR THE YEAR ENDED DECEMBER 31, 2016

Separate financial statements										(Unit : Baht)
Note	Paid-up share capital	Premium on share capital	Amount received in advance for ordinary shares	Retained earnings		Income		Total other components of shareholders' equity	Total shareholders' equity	
				Appropriated Legal reserve	Unappropriated	Unrealized gain (loss) on changes in investment valuation	Other comprehensive			
Balance as at January 1, 2015	100,000,000	48,312,106	0	3,280,000	29,823,492	(154,740)	(154,740)	181,260,858		
Dividend paid by cash	25.2	0	0	0	(11,999,541)	0	0	(11,999,541)		
Legal reserve	24	0	0	0	220,000	(220,000)	0	0	0	
Profit (loss) for the year	0	0	0	0	4,229,235	0	0	4,229,235		
Other comprehensive income	0	0	0	0	2,232,864	282,662	282,662	2,515,526		
Total comprehensive income for the year	0	0	0	0	6,462,099	282,662	282,662	6,744,761		
Balance as at December 31, 2015	100,000,000	48,312,106	0	3,500,000	24,066,050	127,922	127,922	176,006,078		
Dividend paid by ordinary shares	25.1	19,999,973	0	0	(19,999,973)	0	0	0	0	
Dividend paid by cash	25.1	0	0	0	(2,240,011)	0	0	(2,240,011)		
Ordinary shares exercised from warrants	23.2	0	0	11,834,567	0	0	0	11,834,567	0	
Legal reserve	24	0	0	0	1,650,000	(1,650,000)	0	0	0	
Profit (loss) for the year	0	0	0	0	32,870,937	0	0	32,870,937		
Other comprehensive income	0	0	0	0	0	1,175,335	1,175,335	1,175,335		
Total comprehensive income for the year	0	0	0	0	32,870,937	1,175,335	1,175,335	34,046,272		
Balance as at December 31, 2016	119,999,973	48,312,106	11,834,567	5,150,000	33,047,003	1,303,257	1,303,257	219,646,906		

STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2016

	(Unit : Baht)			
	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
Cash flows from operating activities				
Profit before income tax	41,587,436	5,791,078	42,450,003	4,418,175
Adjustment net profit to cash receipt (disbursement)				
from operating activities				
Dividend income	(1,589,750)	(1,009,813)	(1,589,750)	(1,009,813)
(Gain) loss on disposal of current investment	(1,475,027)	(2,044,253)	(1,475,027)	(2,044,253)
(Gain) on sale of investments in associate	(3,500,000)	0	(3,500,000)	0
Compensation from the partial termination of				
the Shareholders Agreement	(1,968,689)	0	(1,968,689)	0
(Gain) loss on sales of assets	(162,926)	0	(162,926)	0
(Gain) on costs of project provisions	0	(2,639,072)	0	(2,639,072)
Loss on impairment of investment in subsidiaries	0	0	0	1,399,990
Loss on discontinued assets	866,500	21,159	866,500	0
Reversed provision for impairment of investment	(500,000)	0	(500,000)	0
Doubtful accounts (reversed allowance				
for doubtful accounts)	6,049,724	(1,140,923)	4,776,872	(819,923)
Doubtful accounts - loans to related parties	0	0	566,000	9,316,556
Depreciation of assets	1,492,125	1,546,519	1,233,381	1,345,369
Amortized intangible assets	396,508	368,087	476,122	317,327
Amortized income tax deducted at source	740,174	1,561,140	700,000	1,121,509
Employee benefit expenses	3,869,269	3,193,678	3,805,461	3,120,942
Interest expenses	893	7,008	772	7,008
Share of (profit) loss on investment in associates				
and joint venture	(309,677)	(413,053)	0	0
Profit from operation before changes in operating				
assets and liabilities	45,496,560	5,241,555	45,678,719	14,533,815

STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2016

	(Unit : Baht)			
	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
(Increase) Decrease in part of operating assets				
Trade and other receivables	(59,490,907)	1,156,395	(52,418,878)	2,136,631
Retention	3,816,851	(3,066,628)	3,816,851	(3,066,628)
Other non-current assets	40,502	(134,213)	40,502	(90,214)
(Increase) Decrease in assets from operation	(55,633,554)	(2,044,446)	(48,561,525)	(1,020,211)
Increase (Decrease) in part of operating liabilities				
Trade and other payables	24,870,419	(5,566,526)	24,982,183	(5,528,282)
Employee benefit provisions	(1,600,496)	(1,094,610)	(1,600,496)	(1,089,735)
Increase (Decrease) in liabilities from operation	23,269,923	(6,661,136)	23,381,687	(6,618,017)
Cash generated (paid) from operation	13,132,929	(3,464,027)	20,498,881	6,895,587
Interest paid	(893)	(7,008)	(772)	(7,008)
Income tax paid	(8,137,102)	(6,463,880)	(7,732,263)	(6,208,721)
Income tax deducted at source received	2,853,113	0	2,853,113	0
Net cash provided by (used in) operating activities	7,848,047	(9,934,915)	15,618,959	679,858
Cash flows from investing activities				
Proceeds from dividend	1,589,750	1,009,813	1,589,750	1,009,813
Payments for current investment acquisition	(139,293,858)	(59,042,238)	(139,293,858)	(59,042,238)
Proceeds from sales of current investment	162,256,681	62,864,951	162,256,681	62,864,951
Payment for investment in subsidiary	0	0	(15,280,447)	0
Proceeds from sales of investments in associates	4,000,000	0	4,000,000	0
Loans to related parties	0	0	0	(10,500,000)
Proceeds from loans from related parties	10,031,311	0	10,031,311	0
Proceeds from the partial termination of the				
Shareholders Agreement	1,968,689	0	1,968,689	0
Pledged fixed deposit	(31,313,266)	(124,264)	(31,388,287)	(96,186)
Proceeds from sales of assets	194,392	0	194,392	0
Payments for property, plant and equipment				
acquisition	(1,196,966)	(2,141,383)	(865,561)	(1,264,133)
Payments for intangible assets acquisition	(744,295)	(716,500)	(1,758,218)	(1,532,188)
Net cash provided by (used in) investing activities	7,492,438	1,850,379	(8,545,548)	(8,559,981)

STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2016

	(Unit : Baht)			
	Consolidated financial statements		Separate financial statements	
	2016	2015	2016	2015
Cash flows from financing activities				
Payments for financial lease liabilities	(60,688)	(121,706)	(60,688)	(121,706)
Proceeds from share capital in subsidiary				
from non-controlling interests	1,669,375	0	0	0
Prepayment for share capital	11,834,567	0	11,834,567	0
Dividend paid	(2,240,011)	(11,999,541)	(2,240,011)	(11,999,541)
Net cash provided by (used in) financing activities	11,203,243	(12,121,247)	9,533,868	(12,121,247)
Net increase (decrease) in cash and cash equivalent	26,543,728	(20,205,783)	16,607,279	(20,001,370)
Exchange difference on translation of financial statemer	(406,325)	0	0	0
Net increase (decrease) in cash and cash equivalent	26,137,403	(20,205,783)	16,607,279	(20,001,370)
Cash and cash equivalents as at January 1	15,831,852	36,037,635	13,282,458	33,283,828
Cash and cash equivalents as at December 31	41,969,255	15,831,852	29,889,737	13,282,458

Supplemental disclosures of cash flows information are detailed in note 31 to financial statements.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2016

1 GENERAL INFORMATION

1.1 Project Planning Service Public Company Limited "The Company" was registered as a company limited on June 25, 1987 and converted to be public company limited on June 5, 2012 which is located at 381/6 Soi Rama IX 58 (Soi 7, Seree 7), Rama IX Road, Suanluang, Bangkok.

1.2 The Company engaged in business of engineering consultation service, construction project consultation and management, and utility system construction project.

2 FINANCIAL STATEMENTS PREPARATION AND PRESENTATION BASIS

2.1 Financial statements preparation basis

The financial statements have been prepared in conformity with Thai Financial Reporting Standards, enunciated under the Accounting Professions Act B.E. 2547 and presented in accordance with the notification of Department of Business Development by Ministry of Commerce dated September 28, 2011 regarding the condensed form should be included in the financial statements B.E. 2554 and the regulations of the Securities and Exchange Commission regarding the preparation and presentation of financial reporting under the Securities and Exchange Act B.E. 2535.

The financial statements have been prepared under the historical cost convention, except as transaction disclosed in related accounting policy.

2.2 Measurement of fair values

A number of the Company and subsidiaries' accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Company and subsidiaries have an established control framework with respect to the measurement of fair values. This includes a valuation term that has overall responsibility for overseeing all significant fair value measurements, including level 3 fair values, and reports directly to CFO.

The valuation team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the valuation term assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of TFRS, including the level in the fair value hierarchy in which such valuation should be classified.

Notes to the financial statements (cont'd)

Notes to the financial statements (cont'd)

When measuring the fair value of an asset or a liability, the Company and subsidiaries use market

observable date as fair as possible. Fair values are categorized into different levels in a fair value hierarchy

based on the inputs used in the valuation techniques as follows :

- Level 1 : quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 : inputs other than quoted prices included in Level 1 that are observable for the asset or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 : inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or liability might be categorized in different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company and subsidiaries recognized transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes :

- Note 4.3.1 and 7 Available-for-sale investments
- Note 13 Investment Property
- Note 34 Financial instruments

2.3 Accounting standards adoption during the year

The Federation of Accounting Professions issued accounting standards, financial reporting standards, standing interpretations committee and financial reporting interpretations committee which are effective for the financial statements beginning on or after January 1, 2016 as detailed below:

Accounting Standards

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

Notes to the financial statements (cont'd)

Accounting Standards (cont'd)

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

Financial Reporting Standards

TFRS 2 (Revised 2015)	Share-Based Payments
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

Standing Interpretations Committee

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

Notes to the financial statements (cont'd)

Financial Reporting Interpretations Committee

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) <i>Financial Reporting in Hyperinflationary Economies</i>
TFRIC 10 (Revised 2015)	Interim Financial Reporting and Impairment
TFRIC 12 (Revised 2015)	Service Concession Arrangements
TFRIC 13 (Revised 2015)	Customer Loyalty Programmers
TFRIC 14 (Revised 2015)	The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction for TAS 19 (Revised 2015) <i>Employee Benefits</i>
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

During the year, the Company has adopted the revised and new financial reporting standards and accounting guidance issued by the Federation of Accounting Professions. From aforementioned adoption, these financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards, with most of the changes directed towards revision of wording and terminology, and

Notes to the financial statements (cont'd)

2.4 Financial Reporting Standards issued and revised which will be effective in the future

The Federation of Accounting Professions has issued the Notifications regarding Thai Financial Reporting Standards (TFRSs), which are effective for the financial statements for the periods beginning on or after January 1, 2017 onwards, as follows:

Thai Accounting Standards (“TAS”)

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 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)	Investment in Associates and Joint Ventures
TAS 29 (Revised 2016)	Financial Reporting in Hyperinflationary Economies

Notes to the financial statements (cont'd)

Thai Accounting Standards (“TAS”) (cont'd)

TAS 33 (Revised 2016)	Earnings Per Share
TAS 34 (Revised 2016)	Interim Financial Reporting
TAS 36 (Revised 2016)	Impairment of Assets
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

Thai Financial Reporting Standards (“TFRS”)

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
TFRS 12 (Revised 2016)	Disclosure of Interests in Other Entities
TFRS 13 (Revised 2016)	Fair Value Measurement

Thai Accounting Standard Interpretations (“TSIC”)

TSIC 10 (Revised 2016)	Government Assistance-No Specific Relation to Operating Activities
TSIC 15 (Revised 2016)	Operating Leases-Incentives
TSIC 25 (Revised 2016)	Income Taxes-Changes in the Tax Status of and Enterprise or its Shareholders

Notes to the financial statements (cont'd)

Thai Accounting Standard Interpretations (“TSIC”) (cont'd)

TSIC 27 (Revised 2016)	Evaluating the Substance of Transactions in the Legal Form of a Lease
TSIC 29 (Revised 2016)	Service Concession Arrangements: Disclosures
TSIC 31 (Revised 2016)	Revenue-Barter Transactions Involving Advertising Services
TSIC 32 (Revised 2016)	Intangible Assets-Web Site Costs

Thai Financial Reporting Standard Interpretations (“TFRIC”)

TFRIC 1 (Revised 2016)	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRIC 4 (Revised 2016)	Determining whether an Arrangement contains a Lease
TFRIC 5 (Revised 2016)	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
TFRIC 7 (Revised 2016)	Applying the Restatement Approach under TAS 29 (Revised 2016) <i>Financial Reporting in Hyperinflationary Economies</i>
TFRIC 10 (Revised 2016)	Interim Financial Reporting and Impairment
TFRIC 12 (Revised 2016)	Service Concession Arrangements
TFRIC 13 (Revised 2016)	Customer Loyalty Programmes
TFRIC 14 (Revised 2016)	The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction, TAS 19 (Revised 2016) <i>Employee Benefits</i>
TFRIC 15 (Revised 2016)	Agreements for the Construction of Real Estate
TFRIC 17 (Revised 2016)	Distributions of Non-cash Assets to Owners
TFRIC 18 (Revised 2016)	Transfers of Assets from Customers
TFRIC 20 (Revised 2016)	Stripping Costs in the Production Phase of a Surface Mine
TFRIC 21 (Revised 2016)	Levies

The Company still has not a plan to adopt such financial reporting standards early application and expected that they will have no material impacts on the financial statements in the year in which they are applied.

Notes to the financial statements (cont'd)

3. CONSOLIDATED FINANCIAL STATEMENTS PREPARATION BASIS

- 3.1 These financial statements have been consolidated by including the financial statements of subsidiaries in which Project Planning Service Public Company Limited has a power to control such company. Balances and transactions between the Company and its subsidiaries have been eliminated from the consolidated on the controllable date.
- 3.2 Investment between Project Planning Service Public Company Limited and its subsidiaries have been eliminated under equity method as if the Company owns 100 per cent shareholding in that subsidiaries, and the interest of other shareholders is shown as "Non-controlling interests".
- 3.3 These consolidated financial statements are prepared with the objective to show the consolidated financial position and the results of operation of Project Planning Service Public Company Limited and its subsidiaries only. The usefulness of these financial statements for other purposes may be limited due to the difference in types of business of those consolidated companies.
- 3.4 The consolidated financial statements consist of the financial statements of Project Planning Service Public Company Limited, a parent company which has shareholding or significantly power to control in subsidiaries, and share of profit (loss) on associates and joint venture as follows:

	Country of incorporation	Currency	Paid-up share capital		Percentage of shareholding by the group		Type of business	Relationship
			2016	2015	2016	2015		
			(Unit : Baht)		Percent	Percent		
PPS Design Co., Ltd.	Thailand	Baht	3,453,720	3,453,720	99.99	99.99	Construction design, planning and controlling	Subsidiary
PPS Information Consultant Co., Ltd.	Thailand	Baht	4,499,990	899,990	89.99	89.99	Computer services and media services	Subsidiary
ENSEMBLE EQUITY PTE., LTD.	Singapore	Singapore Dollar	11,680,447	0	0.00	0.00	Advisory for investment in information technology system and other investment in the Region	Subsidiary

Notes to the financial statements (cont'd)

Country of incorporation	Currency	Paid-up share capital		Percentage of shareholding by the group		Type of business	Relationship
		2016	2015	2016	2015		
		(Unit : Baht)		Percent	Percent		
Swan & Maclaren (Thailand) Co., Ltd.	Baht	2,449,980	2,449,980	35.00	35.00	Architecture design, project inspection, project study and construction direction	Associate
Bulk Asia Co., Ltd.	Baht	0	500,000	0.00	10.00	Advisory related to software online which support the social media included data management of construction industrial clients	Associate has changed the condition of investment in 2016 and sale such investment on April 11, 2016
P P Q Joint Venture Co., Ltd.	Baht	2,640,000	2,640,000	80.00	80.00	Construction design, planning and controlling for building of a public agency	Joint venture

Subsidiaries are entities controlled by the Company. The Group 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 financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Notes to the financial statements (cont'd)

Loss on control

When the Company loses control over a subsidiary, it derecognizes the assets and liabilities of the subsidiary, and any related non-controlling interests and other components of equity. Any resulting gain or loss is recognized in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

Interests in equity

The interests in equity comprise interests in associates and joint ventures.

Associates are those entities in which the Company has significant influence, but not control or joint control, over the financial and operating policies.

P P Q Joint Venture is an entity which was established in accordance with the covenants in construction agreement on March 20, 2009 from the joint operations of Project Planning Services Public Company Limited, TPF Service Company Limited and Engineering and Architecture QBIC Company Limited in proportion of 80%, 15% and 5% respectively.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

4.1 Revenues and Expenses recognition

4.1.1 Revenues from services are recognized as income by reference to the stage of completion which can be estimated reliably. The stage of completion is determined by using the proportion that costs incurred to date bear to estimated total costs of the transaction.

4.1.2 Revenues from services under agreement with undefined service fee are recognized as income when the services are rendered.

4.1.3 Revenues from sales are recognized as income when the goods are delivered and the ownership have been transferred to the buyer.

4.1.4 Revenues and expenses are recognized on an accrual basis.

4.2 Cash and cash equivalents

Cash and cash equivalents are cash on hand and deposit at financial institution which the maturity is less than three months (excluding pledged bank and financial institution deposits).

Notes to the financial statements (cont'd)

4.3 Current investment

4.3.1 Available-for-sale investments are, subsequent to initial recognition, stated at fair value, and changes therein, are recorded to other comprehensive income and cumulative recognized directly in equity.

When these investments are sold, the changes in value are recognized in profit or loss.

4.3.2 Investments indebt securities which held to maturity are stated at amortized cost. Premium/discount on such debt securities value is amortized by using effective interest rate method. Amortization amount is stated as adjustment with interest income.

Fair value of marketable securities is determined as the quoted bid price at the at the reporting date of the Stock Exchange of Thailand.

Impairment loss of investments in debt securities which held to maturity is recorded in statements of comprehensive income when the carrying value of investments is higher than net recoverable value.

The cost of investments is determined by using weighted average method.

4.4 Trade and other receivables

Trade and other receivables are stated at the rights to receive amount less allowance for doubtful accounts.

The Company and subsidiaries provide the allowance for doubtful accounts equal to the expected uncollectible receivable base on historical collection experience or the outstanding is more than 365 days that the allowance for doubtful accounts is provided in full amount.

4.5 Inventories

Inventories comprise computer and accessories, are stated at the lower of cost on a first-in first-out basis or net realizable value whichever is lower. The costs of purchase of inventories comprise the purchase price and expenses directly attributable to the acquisition of goods such as transport less discount and rebates from acquisition of goods.

Net realizable value is the estimated selling price in the ordinary course of business less cost necessary to make the sale and selling expenses.

Notes to the financial statements (co

4.6 Investment in subsidiaries and associate

Investment in subsidiaries and associate in the separate financial statements are stated at cost less provision for impairment (if any).

Investment in associate in the consolidated financial statements is stated by equity method.

4.7 Investment in joint venture

Investment in joint venture is stated at cost less provision for impairment (if any) in separate financial statements and equity method in consolidated financial statements.

4.8 Investment properties

Investment properties are properties held to earn rentals or for capital appreciation or both, are stated at cost less provision for impairment loss.

4.9 Property, plant and equipment

Assets are stated at cost, cost of assets consist of cost of acquisition, dismantlement, removal and restoration less accumulated depreciation and provision for impairment (if any).

Depreciation is determined separately for each significant part of assets.

Building and equipment are depreciated on a straight-line method over the estimated useful lives of the assets as follows :

	Number of years
Building , building improvement	20
Vehicles, office furniture, office equipment, articles, computer	5

4.10 Impairment of Assets

The Company has assessed the impairment of investment properties, investing, land and intangible assets whenever events or changes indicate that the carrying amount of assets exceeds its recoverable value. The impairment loss will be recognized in statements of comprehensive income. The Company will reverse the impairment loss whenever there is no longer impairment or reduction in impairment.

Recoverable value of asset is either the net selling price or value from utilization of that asset, whichever is higher. The impairment will be estimated from each item of assets or each asset unit generating cash flow, whichever is practical.

Notes to the financial statements (cont'd)

4.11 Intangible assets

Intangible assets with the certain useful lives are stated at cost less accumulated amortization and provision for impairment (if any) which will be amortized on a straight line basis as following :

Computer software	5-10 years
-------------------	------------

4.12 Finance lease assets

The Company and subsidiaries record vehicles under finance lease as assets and liabilities in statements of financial position in an amount equal to the fair value of the leased assets at the inception of the agreements. The present value of the minimum payments under the agreements is calculated using the interest rates stipulated in the agreements. Interest expenses are recorded to each period over the term of the agreements based on the outstanding balance of the liabilities finance lease during each period.

4.13 Income tax expenses

Income tax expenses for the accounting period comprises current tax and deferred tax.

4.13.1 Current tax

The Company and subsidiaries recorded income tax to be paid in each year as expenses in the that period and calculated income tax in conditions as prescribed by the Revenue Code.

4.13.2 Deferred tax

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

Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences and carry forward of unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax is recognized directly to shareholders' equity, except to the extent that it relates to items recognized in other comprehensive income or directly in equity.

Notes to the financial statements (cor

4 Provisions

The Company recognizes a provision when an entity has a present legal or constructive obligation as a result of a past event. It is probable that an outflow of economic benefits resources will be required to settle the obligation and reliable estimate can be made of the amount of the obligation. If some or all the expenditure is required to settle a provision, is expected to be reimbursed when it is virtually certain that reimbursement will be received if the Company settles the obligation. The amount recognized should not exceed the amount of the provision.

5 Accounting estimates

The provisions and assumptions may have a risk of causing an adjustment to the assets in the next financial year related to employee benefit provisions which estimated by the actuary on the actuarial basis and certified by the management at the statements of financial position. It is probable that the provisions may have uncertainty in respect of the nature of project is to be long-term loans as stated in note 4.16.3. Other estimates are further described in the corresponding disclosures.

6 Employee benefits

4.16.1 Provident fund

The Company has established provident fund under the defined contribution plan. The fund's assets are separated entities which are administered by the outsider fund manager. The Company and employees made contribution into such provident fund. The Company's contribution payments to the provident fund were recorded as expenses in statements of comprehensive income in the period in which they are incurred.

4.16.2 Employee Joint Investment Program (EJIP)

Notes to the financial statements (cont'd)

4.16.3 Employee benefits

The Company provides for post-employment benefits, payable to employees under the Thai Labor Law. The present value of employee benefit liabilities recognized in the statements of financial position is estimated on an actuarial basis using Projected Unit Credit Method. The calculation was made by utilizing various assumptions about future events. The Company is responsible for the selection of appropriate assumptions. The assumptions used in determining the net period cost for employee benefits include the discount rate, the rate of salary increment, and employee turnover. Any changes in these assumptions will impact the net periodic cost recorded for employee benefits. On an annual basis, the Company determine the appropriate discount rate, which represents the interest rate that should be used to determine the present value of future cash flows currently expected to be required to settle the employee benefits. In determining the appropriate discount rate, the Company consider the market yield based on Thai government bonds with currency and term similar to the estimated term of benefit obligation.

4.17 Foreign currencies transaction

Transactions in foreign currencies are translated to the respective functional currency ruling the exchange rate at the date of transaction.

Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the foreign exchange rates ruling at that date. Gains or losses on exchange are recognized in profit or loss.

4.18 Earnings per share

Earnings per share as presented in the statements of comprehensive income is the basic earnings per share which is determined by dividing net profit (loss) for the year by the weighted average number of ordinary shares held by shareholders during the year.

4.19 Diluted earnings per share

Diluted earning per share is calculated by dividing profit belonging to the Company's shareholders (excluded other comprehensive income) by the weighted average number of ordinary shares issued during the year and the diluted potential ordinary shares issued for conversion to ordinary shares by assuming that the exercise of warrants to purchase ordinary shares conversion to ordinary shares at the end of the year or the potential ordinary shares issued date.

5. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgments and estimates regarding matters that are inherently uncertain. These judgments and estimates affect reported amounts and disclosures; and actual results could differ from these estimates. Significant judgments and estimates are as follows:

Notes to the financial statements (cont'd)

Leases

In determining whether a lease is to be classified as an operating lease or finance lease, the management is required to use judgment regarding whether significant risk and rewards of ownership of the leased asset has been transferred, taking into consideration terms and conditions of the arrangement.

Allowance for doubtful accounts

In determining an allowance for doubtful accounts, the management needs to make judgment and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the prevailing economic condition.

Impairment of equity investments

The Company and its subsidiaries treat available-for-sale investments as impaired when there has been a significant or prolonged decline in the fair value below their cost or where other objective evidence of impairment exists. The determination of what is "significant" or "prolonged" requires judgment of the management.

Property, plant and equipment/Depreciation

In determining depreciation of plant and equipment, the management is required to make estimates of the useful lives and residual values of the plant and equipment and to review estimate useful lives and residual values when there are any changes.

In addition, the management is required to review property, plant and equipment for impairment on a periodical basis and record impairment losses when it is determined that their recoverable amount is lower than the carrying amount. This requires judgments regarding forecast of future revenues and expenses relating to the assets subject to the review.

Deferred tax assets

Deferred tax assets are recognized for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of estimate future taxable profits.

Notes to the financial statements (cont'd)

6. CASH AND CASH EQUIVALENTS

	Consolidated financial statements (Baht)		Separate financial statements (Baht)	
	2016	2015	2016	2015
Cash on hand	5,131,454	170,000	90,000	155,000
Current accounts	98,738	50,477	39,787	18,477
Savings deposit	35,509,055	15,442,296	28,763,630	13,108,981
Fixed deposit	0	169,079	0	0
Cheque in transit	1,230,008	0	996,320	0
Total	41,969,255	15,831,852	29,889,737	13,282,458

7. CURRENT INVESTMENT

	Consolidated and Separate financial statements (Baht)	
	2016	2015
Investments in bills of exchange	33,727,152	44,600,039
Marketable securities available-for-sale	28,694,291	17,868,584
Add Unrealized gain (loss) on change in investment value	1,629,072	159,903
Net	64,050,515	62,628,526
Bills of exchange	0	20,000,000
Less Deferred interest	0	(207,255)
Net	0	19,792,745
Total	64,050,515	82,421,271

8. TRADE AND OTHER RECEIVABLES

		Consolidated financial statements (Baht)		Separate financial statements (Baht)	
	Note	2016	2015	2016	2015
8.1 Trade accounts receivable					
Related companies	30.1.1	2,920,075	2,657,589	5,071,135	2,702,636
Other companies		50,776,491	33,417,855	44,617,039	31,788,521
Total		53,696,566	36,075,444	49,688,174	34,491,157
Less Allowance for doubtful accounts					
Other receivables - other companies		(2,612,539)	(1,175,288)	(2,612,539)	(1,175,288)
Trade accounts receivable - net		51,084,027	34,900,156	47,075,635	33,315,869
8.2 Unbilled work completetion		37,920,176	6,440,186	35,708,032	4,850,238
Less Allowance for doubtful accounts		(4,612,473)	0	(3,339,622)	0
Unbilled work completetion - net		33,307,703	6,440,186	32,368,410	4,850,238
8.3 Other receivables					
Accrued income		41,588	894,803	41,588	1,197,803
Notes receivable		0	2,138,968	0	2,138,968
Advance payment		2,547,168	284,000	2,672,734	386,579
Prepaid expenses		979,791	794,725	903,486	710,584
Deposit - retention		8,243,602	0	4,152,670	0
Other receivables		328,376	317,416	358,108	9,766
Total other receivables		12,140,525	4,429,912	8,128,586	4,443,700
Total trade and other receivables - net		96,532,255	45,770,254	87,572,631	42,609,807
Trade accounts receivable was separated by aging as follows :					
		Consolidated financial statements (Baht)		Separate financial statements (Baht)	
		2016	2015	2016	2015
In due		35,093,325	25,991,902	31,024,729	25,526,528
During 1 - 90 days		16,348,741	7,745,798	16,408,945	7,660,798
During 91 - 180 days		0	1,239,344	0	205,431
During 181 - 365 days		1,156,100	0	1,156,100	0
Overdue 365 days		1,098,400	1,098,400	1,098,400	1,098,400
		53,696,566	36,075,444	49,688,174	34,491,157

Notes to the financial statements (cont'd)

9. SHORT-TERM LOANS TO RELATED PARTIES

	Note	Consolidated financial statements (Baht)		Separate financial statements (Baht)	
		2016	2015	2016	2015
PPS Design Co., Ltd.	30.1.5	0	0	10,000,000	10,000,000
PPS Information Consultant Co., Ltd.		0	0	9,500,000	9,500,000
Total		0	0	19,500,000	19,500,000
Less Allowance for doubtful accounts					
PPS Design Co., Ltd.		0	0	(3,741,000)	(3,330,000)
PPS Information Consultant Co., Ltd.		0	0	(6,141,556)	(5,986,556)
Total		0	0	(9,882,556)	(9,316,556)
Short-term loans to related parties - net		0	0	9,617,444	10,183,444

As at December 31, 2016 and 2015, the Company has loans to two subsidiaries in the form of promissory notes in the amount of

Baht 19.50 million, which are due at call, at the interest rate fluctuated from the rate of deposit with twelve-month maturity of TMB

Bank Public Company Limited. During the period, the interest rate is ranking from 0.65% to 1%. Such loans have no collaterals.

As at December 31, 2016 and 2015, the Company has estimated allowance for doubtful accounts of loans to related parties for

the amount of Baht 9.88 million and Baht 9.32 million respectively, which estimated from net assets value of subsidiaries at the end

of the period.

Notes to the financial statements (cont'd)

10. INVESTMENTS IN SUBSIDIARIES

	Consolidated financial				Separate financial	
	statements (Baht)				statements (Baht)	
	Percentage of shareholding		Equity method		Cost method	
	2016	2015	2016	2015	2016	2015
PPS Design Co., Ltd.	99.99	99.99	0	0	3,453,720	3,453,720
PPS Information Consultant						
Co., Ltd.	89.99	89.99	0	0	4,499,990	899,990
ENSEMBLE EQUITY PTE., LTD.	90.00	0.00	0	0	11,680,447	0
Total			0	0	19,634,157	4,353,710
Less : Provision for impairment of investment						
PPS Design Co., Ltd.			0	0	(3,453,720)	(3,453,720)
PPS Information Consultant Co., Ltd.			0	0	(899,990)	(899,990)
Total			0	0	(4,353,710)	(4,353,710)
Total investments in subsidiaries - net			0	0	15,280,447	0

On August 11, 2015, at the Board of directors' meeting No.3/2015 passed the approval for establishment an oversea subsidiary in

the amount of USD 400,000 in order to take an opportunity for income raising and services as well as the Company's business supporting. In

2016, the Company has made partially payment in the amount of SGD 450,000 or Baht 11.68 million against investment in ordinary share

of ENSEMBLE EQUITY PTE. LTD. incorporated in Singapore. Such company has completely registered the increase share capital on

December 9, 2016 with the registered share capital amount of SGD 500,000 that the Company has proportion of shareholding at 90%.

The financial statements for the year ended December 31, 2016 of ENSEMBLE EQUITY PTE., LTD. have been taken for preparation

of consolidated financial statements, were audited by the auditor.

On May 12, 2016, at the Board of directors' meeting No. 2/2016, approved to invest the increase share capital of PPS Information

Consultant Co., Ltd. for 360,000 shares of Baht 10 each in order to maintain capital ratio.

As at December 31, 2016 and 2015, the Company has estimated provision for impairment of investment in a subsidiary for the amount

of Baht 4.35 million which estimated from net assets value of subsidiaries at the end of the period.

Notes to the financial statements (cont'd)

Summary financial information of investment in parties under common control in which the Company recorded such investment

by using equity method base on its proportion.		
		(Unit : Baht)
	2016	2015
Percentage owned	80	80
Current assets	4,328,777	4,758,920
Non-current assets	2,444,535	1,814,277
Current liabilities	3,006,974	3,005,296
	2016	2015
Services income	7,351,114	7,387,790
Cost of services	6,565,346	6,574,521
Other income	14,731	9,002
Administrative expenses	315,051	259,987
Income tax expenses	107,010	112,537

Consolidated and Separate

	financial statements (Baht)	
	2016	2015
Cost - land	1,031,800	1,031,800
(Less) Provision for impairment	(571,800)	(571,800)
Total investment properties - net	460,000	460,000

Total investment properties - net

PPQ Joint Venture is established under the joint venture agreement between Project Planning Services Public Company Limited, PTF Services Co., Ltd. and Cubic Engineer and Architect Co., Ltd. on March 20, 2009 in proportionate of 80:15:5 respectively with the objective to engage in business of construction work control services for a public agency.

14. PROPERTY, PLANT AND EQUIPMENT

Notes to the financial statements (cont'd)

Consolidated financial statements (Baht)

	Land	Building	Building improvement	Office equipment	Office furniture	Vehicles	Computer accessories	Construction in progress	Total
Cost :-									
Balance as at January 1, 2015	2,900,000	9,214,852	4,063,511	6,940,245	282,007	7,806,739	934,746	0	32,142,100
Increase	0	0	1,455,079	294,600	147,607	0	244,097	0	2,141,383
Disposal/Write off	0	0	0	0	(28,854)	0	0	0	(28,854)
Balance as at December 31, 2015	2,900,000	9,214,852	5,518,590	7,234,845	400,760	7,806,739	1,178,843	0	34,254,629
Increase	0	0	50,000	436,290	11,250	0	503,331	225,000	1,225,871
Disposal/Write off	0	0	0	0	0	(503,738)	0	(225,000)	(728,738)
Balance as at December 31, 2016	2,900,000	9,214,852	5,568,590	7,671,135	412,010	7,303,001	1,682,174	0	34,751,762
Accumulated depreciation :-									
Balance as at January 1, 2015	0	(9,214,847)	(966,694)	(4,688,735)	(127,698)	(7,593,369)	(256,453)	0	(22,847,796)
Depreciation for the year	0	0	(249,012)	(918,279)	(53,374)	(100,748)	(225,106)	0	(1,546,519)
Disposal/Write off	0	0	0	0	7,695	0	0	0	7,695
Balance as at December 31, 2015	0	(9,214,847)	(1,215,706)	(5,607,014)	(173,377)	(7,694,117)	(481,559)	0	(24,386,620)
Depreciation for the year	0	0	(278,760)	(769,269)	(65,338)	(81,150)	(297,608)	0	(1,492,125)
Disposal/Write off	0	0	0	0	0	472,272	0	0	472,272
Balance as at December 31, 2016	0	(9,214,847)	(1,494,466)	(6,376,283)	(238,715)	(7,302,995)	(779,167)	0	(25,406,473)
Net book value									
Balance as at December 31, 2016	2,900,000	5	4,074,124	1,294,852	173,295	6	903,007	0	9,345,289
Balance as at December 31, 2015	2,900,000	5	4,302,884	1,627,831	227,383	112,622	697,284	0	9,868,009
Depreciation for the year ended December 31, 2016 and 2015 amounted to Baht 1.49 million and Baht 1.55 million respectively.									

As at December 31, 2016 and 2015, the Company's land, building and part of building improvement-net amount of Baht 5.49 million and Baht 5.68 million were used as guarantee against letter of guarantee issued

Notes to the financial statements (cont'd)

Separate financial statements (Baht)

	Land	Building	Building improvement	Office equipment	Office furniture	Vehicles	Computer accessories	Construction in progress	Total
Cost :-									
Balance as at January 1, 2015	2,900,000	9,214,852	4,063,511	5,883,138	272,007	7,806,738	762,669	0	30,902,915
Increase	0	0	950,000	73,471	60,000	0	180,662	0	1,264,133
Balance as at December 31, 2015	2,900,000	9,214,852	5,013,511	5,956,609	332,007	7,806,738	943,331	0	32,167,048
Increase	0	0	50,000	313,920	0	0	276,641	225,000	865,561
Disposal/Write off	0	0	0	0	0	(503,738)	0	(225,000)	(728,738)
Balance as at December 31, 2016	2,900,000	9,214,852	5,063,511	6,270,529	332,007	7,303,000	1,219,972	0	32,303,871
Accumulated depreciation :-									
Balance as at January 1, 2015	0	(9,214,847)	(966,694)	(3,970,853)	(124,783)	(7,593,371)	(229,141)	0	(22,099,689)
Depreciation for the year	0	0	(235,059)	(789,196)	(47,024)	(100,748)	(173,342)	0	(1,345,369)
Balance as at December 31, 2015	0	(9,214,847)	(1,201,753)	(4,760,049)	(171,807)	(7,694,119)	(402,483)	0	(23,445,058)
Depreciation for the year	0	0	(253,438)	(624,328)	(51,445)	(81,150)	(223,020)	0	(1,233,381)
Disposal/Write off	0	0	0	0	0	472,272	0	0	472,272
Balance as at December 31, 2016	0	(9,214,847)	(1,455,191)	(5,384,377)	(223,252)	(7,302,997)	(625,203)	0	(24,206,167)
Net book value									
Balance as at December 31, 2016	2,900,000	5	3,608,320	886,152	108,755	3	594,469	0	8,097,704
Balance as at December 31, 2015	2,900,000	5	3,811,758	1,196,560	160,200	112,619	540,948	0	8,721,990
Depreciation for the year ended December 31, 2016 and 2015 amounted to Baht 1.23 million and Baht 1.35 million respectively.									

As at December 31, 2016 and 2015, the Company's land, building and part of building improvement-net amount of Baht 5.49 million and Baht 5.68 million were used as guarantee against letter of guarantee issued

in bahts as stated in note 19 and 32.4 respectively

Notes to the financial statements (cont'd)

15. INTANGIBLE ASSETS

Cost :-

	Consolidated financial statements (Baht)		Separate financial statements (Baht)	
	Computer software	Development	Computer software	Development
Balance as at January 1, 2015	2,828,847	641,500	1,989,127	641,500
Increase	716,500	0	1,532,188	0
Disposal/Write off	0	0	0	0
Balance as at December 31, 2015	3,545,347	641,500	3,521,315	641,500
Increase	714,295	179,000	1,908,218	104,000
Disposal/Write off	0	(641,500)	0	(641,500)
Balance as at December 31, 2016	4,259,642	179,000	5,429,533	104,000
Accumulated depreciation :-				
Balance as at January 1, 2015	(890,538)	0	(580,194)	0
Amortize for the year	(368,087)	0	(317,327)	0
Balance as at December 31, 2015	(1,258,625)	0	(897,521)	0
Amortize for the year	(396,508)	0	(476,122)	0
Balance as at December 31, 2016	(1,655,133)	0	(1,373,643)	0
Net book value				
Balance as at December 31, 2016	2,604,509	179,000	4,055,890	104,000
Balance as at December 31, 2015	2,286,722	641,500	2,623,794	641,500

The Company and subsidiaries amortized intangible assets for year ended December 31, 2016 and 2015 amount of Baht 0.40 million and Baht 0.37 million respectively (Separate :

Baht 0.48 million and Baht 0.32 million respectively).

Notes to the financial statements (cont'd)

16. PLEDGED FIXED DEPOSIT

	Consolidated financial statements (Baht)		Separate financial statements (Baht)	
	2016	2015	2016	2015
Pledged fixed deposit	44,200,887	12,887,621	41,188,897	9,800,610
Total	44,200,887	12,887,621	41,188,897	9,800,610

As at December 31, 2016, the Company used its fixed deposit to guarantee against goods acquisition facility - oil

coupon amount of Baht 1 million and letter of guarantee for work performance agreement amount of Baht 39.65 million as stated in note 32.1 and 32.4 respectively. Subsidiaries used their fixed deposit to guarantee against bank overdrafts amount of Baht 3.01 million as stated in note 19.

As at December 31, 2015, the Company and subsidiaries used total fixed deposit to guarantee against bank overdrafts amount of Baht 10.50 million (Separate : Baht 7.50 million) and guarantee goods acquisition facility - oil coupon amount of Baht 1 million as stated in note 19 and 32.1 respectively.

17. LONG-TERM LOANS TO RELATED PARTIES

As at December 31, 2015, the Company has loans to related company by entering into agreement amount of Baht 9 million for the period of not exceed 5 years which will be matured in 2018 and charged interest at the rate of 6% per annum. The partial payment is made at the rate of 1% by a lump sum at the end of the year. The remaining is repayable including the repayment of convertible loans or exercise right to convert the increased ordinary share of loaned company. The right of convertible loans to be ordinary shares not exceed 25% of ordinary shares. Such loans are guaranteed in full amount by a director of loaned company. On March 13, 2015, the Company received the mortgaging land of person connected with director for the amount of Baht 6 million as collateral for additional loans.

As at January 29, 2016, the Company has received the repayment of such loans in full including accrued income amount of Baht 10.03 million and compensation from the partial termination of the shareholders agreement amount of Baht 1.97 million recognized as other income in the statement of comprehensive income.

Notes to the financial statements (cont'd)

18. INCOME TAX EXPENSES / DEFERRED TAX

Deferred tax assets and liabilities components comprise the following transaction:

	Consolidated financial statements (Baht)		Separate financial statements (Baht)	
	2016	2015	2016	2015
Deferred tax assets				
Allowance for doubtful accounts				
- Loans to related parties	0	0	1,976,511	1,863,311
Provision for impairment of investment	3,273	103,273	874,015	974,015
Investment properties	114,360	114,360	114,360	114,360
Reserve for long-term employee benefits	5,102,589	4,652,025	5,076,344	4,635,352
Expenses provisions	240,000	18,000	240,000	18,000
Financial lease provisions	0	2,673	0	2,673
Total	5,460,222	4,890,331	8,281,230	7,607,711
Deferred tax liabilities				
Unrealized gain (loss) on available-for-sale				
investment	(325,814)	(31,981)	(325,814)	(31,981)
Total	(325,814)	(31,981)	(325,814)	(31,981)
Total	5,134,408	4,858,350	7,955,416	7,575,730

Income tax expenses for the year ended December 31, 2016 and 2015 are summarized as follows:

	Statements of comprehensive income			
	Consolidated financial statements (Baht)		Separate financial statements (Baht)	
	2016	2015	2016	2015
Current tax :				
Income tax	10,252,585	2,841,635	10,252,585	2,841,635
Deferred tax :				
Deferred tax resulted from temporary				
differences and reversal of temporary				
differences	(569,891)	164,561	(673,519)	(2,652,695)
Income tax expenses presented in				
statements of comprehensive				
income	9,682,694	3,006,196	9,579,066	188,940

Notes to the financial statements (cont'd)

Statements of comprehensive income

	Consolidated financial statements (Baht)		Separate financial statements (Baht)	
	2016	2015	2016	2015
Income tax recognized in other				
comprehensive income				
Income tax related to				
Actuarial gain (loss) on defined				
employee benefit obligations	0	584,685	0	558,216
Income tax related to gain (loss) on				
re-measuring available-for-sale				
investments	293,833	70,666	293,833	70,666
Income tax recognized in other				
comprehensive income	293,833	655,351	293,833	628,882

Reconciliation between income tax expenses and multiply of accounting profit and tax rate used for the year periods ended

December 31, 2016 and 2015 can be presented as follows :

	Consolidated financial statements (Baht)		Separate financial statements (Baht)	
	2016	2015	2016	2015
Accounting profit before income tax	41,587,435	5,791,078	42,450,003	4,418,174
Income tax rate	20%	20%	20%	20%
Accounting profit before income tax				
multiplied tax rate	8,317,487	1,158,216	8,490,001	883,635
Taxable effects for :				
Exempted income	(317,950)	(220,124)	(317,950)	(212,124)
Non-deductible expenses	1,724,483	354,586	1,524,913	211,446
Temporary differences were not				
recorded in prior year	0	(163,985)	0	(694,017)
Taxable loss was not recorded as				
deferred tax assets	0	1,676,552	0	0
Others	(41,326)	200,951	(117,898)	0
Total	1,365,207	1,847,980	1,089,065	(694,695)
Income tax expenses presented				
in statements of income	9,682,694	3,006,196	9,579,066	188,940
Effective income tax rate	23.28%	51.91%	22.57%	4.28%

Notes to the financial statements (cont'd)

19. BANK OVERDRAFTS

As at December 31, 2016 and 2015, the Company and subsidiaries have overdrafts line amount of Baht 8 million and Baht 33.50 million (Separate : Baht 5 million and Baht 30.50 million respectively), guaranteed by land, building and equipment, and pledged fixed deposit as stated in note 14 and 16 respectively.

20. TRADE AND OTHER PAYABLES

	Note	Consolidated financial statements (Baht)		Separate financial statements (Baht)	
		2016	2015	2016	2015
20.1 Trade accounts payable					
Related companies	30.1.10	0	0	461,944	7,661
Others		3,660,597	2,210,862	2,699,234	1,745,697
Total trade accounts payable		3,660,597	2,210,862	3,161,178	1,753,358
20.2 Other payables					
Accrued expenses					
Related companies	30.1.11	10,855	15,241	816,172	453,679
Others		10,183,084	4,001,569	9,593,960	3,698,409
Notes payables		3,435,835	872,574	3,328,683	846,088
Advance received		24,370,628	10,707,594	24,275,628	10,567,857
Others		4,925,975	3,730,810	4,721,038	3,341,085
Total other payables		42,926,377	19,327,788	42,735,481	18,907,118
Total trade and other payables		46,586,974	21,538,650	45,896,659	20,660,476

21. FINANCIAL LEASE LIABILITIES

Details of leased assets under financial lease are as follows :

	Consolidated and Separate	
	financial statements (Baht)	
	2016	2015
Vehicles	0	503,738
Less Accumulated depreciation	0	(391,122)
Net book value	0	112,616

The minimum amount to be paid for the above financial lease as follows :

	Consolidated and Separate	
	financial statements (Baht)	
	2016	2015
Within 1 year	0	61,100
Less Interest payment in the future of financial lease	0	(412)
Present value of financial lease liabilities	0	60,688

Financial lease liabilities excluding interest payment in the future are as follows :

	Consolidated and Separate	
	financial statements (Baht)	
	2016	2015
Financial lease liabilities	0	60,688
Less Current portion of financial lease liabilities	0	(60,688)
Financial lease liabilities - net	0	0

22. SHARE CAPITAL

According to the minutes of shareholders' general meeting for the year 2016 No. 1/2016 held on April 22, 2016,

passed the resolution to increase authorized share capital from Baht 100,000,000 million (400,000,000 million ordinary shares at Baht 0.25 par value) to Baht 180,000,000 million (720,000,000 million ordinary shares at Baht 0.25 par value).

Not exceed 80 million newly issued ordinary shares will be reserved for stock dividend and not exceed 240 million newly

issued ordinary shares will be reserved for the exercising of warrants to purchase ordinary shares of the Company No. 1

"PPS-W1" which the Company has registered the increase share capital with the Department of Business Development,

Ministry of Commerce from Baht 100,000,000 for Baht 180,000,000 on April 27, 2016 and authorized share capital amount

of Baht 119,999,973 on May 19, 2016.

Notes to the financial statements (cont'd)

23. THE EXERCISING OF WARRANTS TO PURCHASE ORDINARY SHARES

23.1 According to the minutes of Annual General Meeting of shareholders for the year 2016 No. 1/2016 held on April 22, 2016, passed the resolution to approve the issuance of warrants to purchase ordinary share No. 1 ("PPS-W1") not exceed 240,000,000 units to the existing shareholders and the minutes of Board of directors' meeting No. 1/2016 held on February 23, 2016 respectively, passed to issue warrants to purchase ordinary shares No. 1 ("PPS-W1") and allocated warrants to purchase 239,999,742 ordinary shares on June 10, 2016, the details are as follows:-

Details		
Type of Warrants	Specified the name of the holder and transferable	
Price per unit	Baht zero	
Tenor	Two years and six-months from the date of issuance and offering of warrants	
Exercise Ratio	1 unit of warrant to purchase 1 ordinary share	
Exercise Price	Baht 0.40 per share	
Exercise Period	Times	Exercise Date
	1	December 31, 2016
	2	June 30, 2017
	3	December 31, 2017
	4	June 30, 2018
	5	December 9, 2018

In the case of the exercise date is the holiday, such exercise date will be postponed to the last business day before such exercise date.

23.2 On December 30, 2016, the Company has received the payment from the exercise under warrants to purchase ordinary shares for 29.59 million rights in the amount of Baht 11.83 million. As at December 31, 2016, the Company has presented such amount as "ordinary shares subscription received in advance. The Company has registered the paid-up of increase share capital from exercise right to purchase ordinary shares of such company with the Ministry of Commerce on January 9, 2017.

24. LEGAL RESERVE

By virtue of the Public Company Limited B.E. 2535, the Company is required to appropriate net profit as a legal reserve at least 5% of annual net profit deducted with deficit brought forward (if any) until the reserve reach an amount of 10% of authorized share capital. Such reserve is not available for dividend distribution.

Notes to the financial statements (cont'd)

25. DIVIDEND PAID

25.1 According to the minutes of Board of directors' meeting No. 1/2016 and the minutes of shareholders' general meeting for the year 2016 held on February 23, 2016 and April 22, 2016 respectively, passed the resolution to pay dividend from the results of operation for the accounting period of 2015 to the shareholders at Baht 0.0556 per share amounting to Baht 22.24 million. The dividend will be paid by stock dividend of Baht 20.00 million (80 million newly issued ordinary shares at Baht 0.25 per value) and cash dividend of Baht 2.24 million. The Company has paid such dividend on May 19, 2016.

25.2 According to the minutes of Board of directors' meeting No. 1/2015 and the minutes of shareholders' general meeting for the year 2015 held on February 25, 2015 and April 24, 2015 respectively, passed the resolution to pay dividend from the results of operation for the accounting period of 2014 to the shareholders at Baht 0.03 each for 400 million shares amounting to Baht 12 million. The Company has paid such dividend on May 19, 2015.

26. EARNINGS PER SHARE

26.1 Basic earnings (loss) per share

Earnings (loss) per share presented in statements of comprehensive income is basic earnings (loss) per share, is calculated by dividing net profit (loss) for the year by the weighted average number of common shares issued and paid-up during the period.

Number of weighted average common shares using for dividing net profit (loss) for the year is calculated by using the number of common shares issued and paid-up for 400,000,000 shares including share dividend payment of 79,999,892 shares by retroactively adjustment the weighted average common shares for the year ended December 31, 2015.

	Consolidated financial statements (Baht)		Separate financial statements (Baht)	
	2015	2015	2015	2015
	Before share dividend	After share dividend	Before share dividend	After share dividend
Profit attributable to owners of the Company	3,392,173	3,392,173	4,229,235	4,229,235
Weighted average number of common shares (share)	400,000,000	479,999,892	400,000,000	479,999,892
Earnings per share (Baht)	0.008	0.007	0.011	0.009

26.2 Diluted earnings per share

Diluted earnings per share is calculated by dividing profit for the period belonging to the Company's shareholders (excluded other comprehensive income) by the weighted average number of ordinary shares issued during the year and the diluted potential ordinary shares issued for conversion to ordinary shares by assuming that the conversion to ordinary shares.

Notes to the financial statements (cont'd)

Diluted earnings per share for the year ended December 31, 2016 and 2015 include the following details:-

	Consolidated financial statements (Baht)		Separate financial statements (Baht)	
	2016	2015	2016	2015
Profit for the year	32,175,484	3,392,173	32,870,938	4,229,235
Weighted average number of common shares (share)				
Assuming the conversion of shares	570,599,390	479,999,892	570,599,390	479,999,892
Earnings per share (Baht)	0.056	0.007	0.058	0.009

27. DIRECTORS' REMUNERATION AND MANAGEMENT BENEFIT EXPENSES

27.1 Directors' remuneration

According to the minutes of shareholders' general meeting for the year 2016 held on April 22, 2016, passed to determine directors' remuneration, meeting allowance and directors' gratuity for the year 2016 not exceed total amount of Baht 2 million.

27.2 Management benefit expenses

Management benefit expenses focus salaries, remunerations and other benefits paid to their directors and in accordance with the definitions of the Office of the Securities and Exchange Commission.

For the year ended December 31, 2016 and 2015, the Company and subsidiaries paid the contribution to provident fund amount of Baht 24.17 million and Baht 23.68 million respectively (Separate : Baht 22.43 million and Baht 21.92 million respectively).

28. EMPLOYEE BENEFITS

28.1 Provident Fund

The Company and employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530 and the Provident Fund Act No. 2 (B.E. 2542). The fund is contributed both by the employees and the Company by deducting the employees' salaries and the Company will pay a contribution. The benefits are entitled to the employees on their resignation in accordance with the fund regulation.

For the year ended December 31, 2016 and 2015, the Company and subsidiaries paid the contribution to provident fund amount of Baht 4.36 million and Baht 4.27 million respectively (Separate : Baht 4.18 million and Baht 4.09 million respectively).

28.2 Employee benefit provisions

Changes in present value of employee benefit obligations plan.

	Statements of financial position (Baht)			
	Consolidated financial statements (Baht)		Separate financial statements (Baht)	
	2016	2015	2016	2015
Employee benefit provisions,				
beginning of the period	23,287,914	24,112,272	23,176,757	23,936,632
Current cost of service and interest	3,869,269	3,193,678	3,805,461	3,120,942
Actuarial gain recognized in statement of comprehensive income	0	(2,923,425)	0	(2,791,081)
Employee benefit expenses	(1,600,496)	(1,094,611)	(1,600,496)	(1,089,736)
Employee benefit provisions,				
end of the period	25,556,687	23,287,914	25,381,722	23,176,757

Expense recognized in statement of comprehensive income comprise current cost of service and interest which are presented in the following line items.

	Consolidated financial statements (Baht)		Separate financial statements (Baht)	
	2016	2015	2016	2015
Cost of service	2,806,467	2,447,060	2,750,220	2,421,893
Administrative expenses	1,062,802	746,618	1,055,241	699,049
	3,869,269	3,193,678	3,805,461	3,120,942

In the first quarter of 2015, the Company and subsidiaries led the actuary to re-estimate employee benefits on an actuarial basis. From re-estimates, the Company and subsidiaries incurred gain on estimates based on actuarial total amount of Baht 2.93 million (Separate : Baht 2.79 million), which was recorded in other comprehensive income in full.

Principal actuarial assumptions at the reporting date (expressed as weighted averages):

	Consolidated financial statements (Baht)		Separate financial statements (Baht)	
	2016	2015	2016	2015
Discount rate	3.62	3.62	3.62	3.62
Future salary increases	5	5	5	5

Notes to the financial statements (cont'd)

Assumptions regarding future mortality are based on published statistics and Thailand Mortality Ordinary Life

table 2008 ("TMO08").

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other

assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Defined benefit obligation as at December 31, 2016

	Consolidated financial statements (Baht)		Separate financial statements (Baht)	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(2,237,068)	2,552,244	(2,200,610)	2,505,908
Future salary growth				
(1% movement)	2,494,109	(2,232,251)	2,448,766	(2,195,799)

Defined benefit obligation as at December 31, 2015

	Consolidated financial statements (Baht)		Separate financial statements (Baht)	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(2,073,515)	2,368,645	(2,049,868)	2,338,393
Future salary growth				
(1% movement)	2,314,765	(2,069,135)	2,285,174	(2,045,501)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

29. EXPENSES ANALYZED BY NATURE

The Company's expenses analyzed by nature for the year ended December 31, 2016 and 2015 are summarized below :

	Consolidated financial statements (Baht)		Separate financial statements (Baht)	
	2016	2015	2016	2015
Salary, wages and other employee				
benefit expenses	206,267,369	180,251,758	197,200,425	171,738,745
Depreciation and amortization				
of intangible assets	1,888,633	1,914,606	1,709,503	1,662,969
Directors' remuneration	1,285,000	560,000	1,285,000	560,000

Notes to the financial statements (cont'd)

30. TRANSACTION WITH RELATED PERSONS AND PARTIES

No.	Persons or parties	Relationship	Type of relation	Pricing policy
1	PPS Design Company	Subsidiary	Rent and other services	At the agreed price
	Limited		Project's consultant	At the agreed price
			Loans to the Company	At the interest rate fluctuated from the rate of deposit with twelve-month maturity of TMB Bank Public Company Limited.
2	PPS Information	Subsidiary	Rent and administrative services	At the agreed price
	Consultant Company		Purchase of goods and services	At the price applicable to other customers
	Limited		Loans to the Company	At the interest rate fluctuated from the rate of deposit with twelve-month maturity of TMB Bank Public Company Limited.
3	Pongtheerathorn	Common directors	Hire of intelligence services	At the price applicable to other customers
	Company Limited	and shareholders	Rent of room for seminar	At the price closed to market price
				At the price applicable to other customers
4	PPQ Joint Venture	Joint ventures	Project's consultant	At the price applicable to other customers
			Rent and other services	At the price closed to market price
5	Builk Asia Co., Ltd.	Associate and	Advertising on web site of Builk	At the price applicable to other customers
		sold investment	Asia Co., Ltd.	
		in full amount	Hire of software development	At the agreed price
		in 2016	Loans to the Company	At the interest rate of 6% with collaterals

Notes to the financial statements (cont'd)

30.1 Transactions and amounts in statements of financial position as at December 31, 2016 and 2015 with related parties are

as follows:

	Consolidated financial statements (Baht)		Separate financial statements (Baht)	
	2016	2015	2016	2015
30.1.1 Trade accounts receivable				
PPS Design Co., Ltd.	0	0	2,151,060	45,047
PPQ Joint Venture	2,920,075	2,657,589	2,920,075	2,657,589
Total	2,920,075	2,657,589	5,071,135	2,702,636
30.1.2 Other receivables - rental receivable				
PPS Design Co., Ltd.	0	0	10,000	0
PPQ Joint Venture	2,000	2,000	2,000	2,000
Total	2,000	2,000	12,000	2,000
30.1.3 Other receivables - other service receivables				
PPS Design Co., Ltd.	0	0	50,000	25,000
PPS Information Consultant				
Co., Ltd.	0	0	18,000	18,000
PPQ Joint Venture	35,000	33,200	35,000	33,200
Total	35,000	33,200	103,000	76,200
30.1.4 Other receivables				
PPS Design Co., Ltd.	0	0	50,627	46,727
PPS Information Consultant				
Co., Ltd.	0	0	74,939	55,852
Bulk Asia Co., Ltd.	0	90,000	0	90,000
Total	0	90,000	125,566	192,579

Notes to the financial statements (cont'd)

	Separate financial statements (Baht)			
	January 1, 2016	Increase	Decrease	December 31, 2016
30.1.5 Short-term loans to related parties				
PPS Design Co., Ltd.	10,000,000	0	0	10,000,000
PPS Information Consultant				
Co., Ltd.	9,500,000	0	0	9,500,000
Total	19,500,000	0	0	19,500,000
Less : Allowance for doubtful accounts- short term loans to related parties				
PPS Design Co., Ltd.	(3,330,000)	(411,000)	0	(3,741,000)
PPS Information Consultant				
Co., Ltd.	(5,986,556)	(155,000)	0	(6,141,556)
Total	(9,316,556)	(566,000)	0	(9,882,556)
	10,183,444	(566,000)	0	9,617,444
30.1.6 Long-term loans to related parties				
Bulk Asia Co., Ltd.	9,000,000	0	(9,000,000)	0
Total	9,000,000	0	(9,000,000)	0
	Consolidated financial statements (Baht)		Separate financial statements (Baht)	
	2016	2015	2016	2015
30.1.7 Intangible assets				
PPS Information Consultant				
Co., Ltd.	0	0	1,800,000	1,500,000
Total	0	0	1,800,000	1,500,000
30.1.8 Deposit				
Pongtheerathorn Co., Ltd.	120,000	120,000	120,000	120,000
Total	120,000	120,000	120,000	120,000

Notes to the financial statements (cont'd)

	Consolidated financial statements (Baht)		Separate financial statements (Baht)	
	2016	2015	2016	2015
30.1.9 Accrued interest income				
Bulk Asia Co., Ltd.	0	1,080,000	0	1,080,000
Total	0	1,080,000	0	1,080,000
30.1.10 Trade accounts payable				
PPS Design Co., Ltd.	0	0	11,944	7,661
PPS Information Consultant				
Co., Ltd.	0	0	450,000	0
Total	0	0	461,944	7,661
30.1.11 Accrued expenses				
PPS Information Consultant				
Co., Ltd.	0	0	805,317	438,438
Pongtheerathorn Co., Ltd.	10,855	15,241	10,855	15,241
Total	10,855	15,241	816,172	453,679

30.2 Transactions and amounts of statements of comprehensive income for the year ended December 31, 2016 and 2015,

with related companies are as follows:

	Consolidated financial statements (Baht)		Separate financial statements (Baht)	
	2016	2015	2016	2015
30.2.1 Consulting income				
PPS Design Co., Ltd.	0	0	3,037,809	665,085
PPQ Joint Venture	6,102,370	6,102,370	6,102,370	6,102,370
Total	6,102,370	6,102,370	9,140,179	6,767,455
30.2.2 Over-time income				
PPS Design Co., Ltd.	0	0	775,809	41,653
PPQ Joint Venture	321,600	0	321,600	0
Total	321,600	0	1,097,409	41,653

Notes to the financial statements (cont'd)

	Consolidated financial statements (Baht)		Separate financial statements (Baht)	
	2016	2015	2016	2015
30.2.3 Rental income and service				
PPS Design Co., Ltd.	0	0	435,000	480,000
PPS Information Consultant				
Co., Ltd.	0	0	216,000	216,000
PPQ Joint Venture	234,000	223,200	234,000	223,200
Total	234,000	223,200	885,000	919,200
30.2.4 Interest income				
PPS Design Co., Ltd.	0	0	80,014	97,548
PPS Information Consultant				
Co., Ltd.	0	0	76,013	117,733
Bulk Asia Co., Ltd.	41,311	540,000	41,311	540,000
Total	41,311	540,000	197,338	755,281
30.2.5 Cost of services				
PPS Design Co., Ltd.	0	0	107,328	411,937
PPS Information Consultant				
Co., Ltd.	0	0	190,500	0
Total	0	0	297,828	411,937
30.2.6 Administrative expenses				
PPS Information Consultant				
Co., Ltd.	0	0	4,472,317	2,950,500
Pongtheerathorn Co., Ltd.	851,139	884,142	851,139	884,142
Bulk Asia Co., Ltd.	0	514,019	0	514,019
Total	851,139	1,398,161	5,323,456	4,348,661

Notes to the financial statements (cont'd)

31. SUPPLEMENTAL DISCLOSURE OF CASH FLOWS INFORMATION

31.1 Cash and cash equivalents

Cash and cash equivalents consist of cash on hand and all type of deposit with the original maturity less than three months and are not subject to restriction on withdrawal.

	Consolidated financial statements (Baht)		Separate financial statements (Baht)	
	2016	2015	2016	2015
Cash on hand	5,131,454	170,000	90,000	155,000
Current accounts	98,738	50,477	39,787	18,477
Savings deposit	35,509,055	15,442,296	28,763,630	13,108,981
Fixed deposit	0	169,079	0	0
Cheque in transit	1,230,008	0	996,320	0
Total	41,969,255	15,831,852	29,889,737	13,282,458

31.2 Non-cash transactions

31.2.1 For the year ended December 31, 2016, the subsidiaries have acquired assets by using credit in the amount of Baht 0.03 million.

31.2.2 For the year ended December 31, 2016, the Company and subsidiaries have acquired intangible assets by using credit in the amount of Baht 0.30 million.

32. COMMITMENT AND CONTINGENT LIABILITIES

32.1 As at December 31, 2016 and 2015, the Company has purchase order facility in the form of oil coupon amount of Baht 1 million, guaranteed by pledged bank deposits as stated in note 16.

32.2 As at December 31, 2016 and 2015, the Company and subsidiaries are liable on payment under operating lease.

	Consolidated financial statements (Baht)		Separate financial statements (Baht)	
	2016	2015	2016	2015
Within 1 year	3,684,021	2,925,829	3,684,021	2,757,304
Over 1 year not exceed 5 years	8,540,763	2,907,725	8,540,763	2,907,725
Total	12,224,784	5,833,554	12,224,784	5,665,029

Notes to the financial statements (cont'd)

32.3 As at December 31, 2016 and 2015, the Company and subsidiaries are liable to pay service fee under service agreement amount of Baht 52.51 million and Baht 4.49 million respectively (Separate : Baht 57.38 million and Baht 3.91 million respectively).

32.4 As at December 31, 2016, the Company has contingent liabilities for bank issuance of letter of guarantee against work contract amounting to Baht 39.65 million guaranteed by part of and pledged fixed deposit in note 16 and has unused letter of guarantee amount of Baht 95 million, guaranteed by property, plant and equipment as stated in note 14. As at December 31, 2015, the Company has contingent liabilities for bank issuance of letter of guarantee against work contract amounting to Baht 3.35 million guaranteed by part of property, plant and equipment in note 14.

33. SEGMENT INFORMATION

The Company and subsidiaries' operations involve virtually in business of engineering advisory, project design and contents relating to technology, and concert exhibition. The Company and subsidiaries engaged their business only in geographical segment in Thailand and overseas but there is result of operation in an oversea not reach 10% of total income, therefore, there is no financial information by segment to be disclosed.

34. DISCLOSURE AND PRESENTATION OF FINANCIAL INSTRUMENTS

34.1 Interest rate risk

Interest rate risk from changes in market interest rate will affect the results of the fluctuation on market rate and financial lease liabilities of which had fixed interest rate.

34.2 Credit risk

Credit risk derives from failure by counter parties to discharge their obligations relating in financial loss to the Company and subsidiaries. The Company's management has carefully managed the business and adopted the accounting policy of income recognition on the percentage of work completion and assignment. The management has adopted the policy to deal with creditworthy counterparties by determining the amount of credit line providing and provided allowance for doubtful accounts derived from credit risk.

34.3 Fair value of financial instruments

Financial assets shown in statements of financial position consist of cash on hand and at banks, trade accounts receivables, notes receivable and promissory notes. Financial liabilities shown in statements of financial position consist of bank overdrafts, trade accounts payable and financial lease liabilities.

The book value of financial assets and liabilities in the statements of financial position are close to their estimated fair value.

Notes to the financial statements (cont'd)

35. CAPITAL MANAGEMENT

The objective of capital management of the Company and subsidiaries is to prepare the financial structure to be properly appropriated and preserve the ability to continue their operation as a going concern.

As at December 31, 2016 and 2015, the Company and subsidiaries have debt to equity ratio as summarized below :

	Consolidated financial statements (Baht)		Separate financial statements (Baht)	
	2016	2015	2016	2015
Debt to equity ratio	0.34	0.26	0.34	0.25

36. EVENTS AFTER THE REPORTING PERIOD

On February 22, 2017, the Company's Board of directors' meeting No. 1/2016, passed the resolution to propose to the

Annual General Meeting of the shareholders for the year 2017 as follows :

1. Approved dividend payment to the shareholders in the ratio of Baht 0.05556 per share. Total of dividend payment is not exceed Baht 28,312,616 from year 2016 net profit. The dividend payment is divided to ;

- 1.1 The stock dividend to the shareholders in the ratio of five (5) existing shares per one (1) dividend share, not exceeding in total of 101,917,262 shares with par value of Baht 0.25 each or equivalent to Baht 25,479,315.50 or the rate of 0.05000 per share. In case, any shareholder is holding fraction of shares fewer than 5 shares after the allocation of a stock dividend. The Company will pay a cash dividend instead of paying a stock dividend at the rate of Baht 0.05000 per share.

- 1.2 The cash dividend to the shareholders not exceeding Baht 2,833,300.50 or equivalent to Baht 0.00556 per share.

2. Approved to propose the AGM to approve the right adjustment for the Warrants to purchase newly issued ordinary share Series.1 ("Warrants" or "PPS-W1") due to the stock dividend payment to existing shareholders. Details of the right adjustment for the Warrants are as follows :

In case of Stock Dividend payment to shareholders	Original	Adjust to be
Exercise Price	0.40 Baht per share	0.333 Baht per share
Exercise Ratio	1 unit per 1 share	1 unit per 1.200 share
Outstanding unexercised Warrant	210,413,325 units	
Number of Increasing Capital for Right Adjustment	42,082,665 shares	

Notes to the financial statements (cont'd)

3. Approved to propose the AGM to consider decrease of the registered capital by cancellation of 366 ordinary shares (108 shares from unallocated stock dividend and 258 shares for unallocated warrants regarding to conditions) with a par value of Baht 0.25 per share or Baht 91.50.
4. Approved to propose the AGM to consider increase of the registered capital Baht 35,999,981.75 from Baht 179,999,908.50 to be Baht 215,999,890.25 by issuing newly 143,999,927 shares with a par value of Baht 0.25 per share for :-
 - 4.1 Issue newly 101,917,262 shares with a par value of Baht 0.25 per share for stock dividend
 - 4.2 Issue newly 42,082,665 shares with a par value of Baht 0.25 per share for right adjustment to 210,413,325 units of unexercised Warrants.

37. FINANCIAL STATEMENTS APPROVAL

These financial statements were approved and authorized for issue by the Company's Board of directors on February 22, 2017.

3 -Year summary of financial condition and result of operations

Financial Statements

(A) Auditor and summary of auditor’ s report	
The auditor’s report of the financial statements of the company and its subsidiaries for the year 2014 – 2016	
Audited financial statements	: For the year 2014 ended 31 December 2014
Auditor	: DIA International Auditing Company Limited By Mrs. Wilairat Rotnakarin, certified public accountant , registration no. 3104 who has been granted license from the Office of the Securities and Exchange Commission.
Auditor’ s comment	: Exhibits unqualified opinion that the consolidated financial statement and separate statement of consolidated financial position and separate financial position, consolidated operation results and separate operation results, consolidated cash flow, and separate cash flow present fairly in all material respects and be in accordance with financial reporting standard.
Audited financial statements	: For the year 2015 ended 31 December 2015
Auditor	: DIA International Auditing Company Limited By Mrs. Wilairat Rotnakarin, certified public accountant , registration no. 3104 who has been granted license from the Office of the Securities and Exchange Commission.
Auditor’ s comment	: Exhibits unqualified opinion that the consolidated financial statement and separate statement of consolidated financial position and separate financial position, consolidated operation results and separate operation results, consolidated cash flow, and separate cash flow present fairly in all material respects and be in accordance with financial reporting standard.
Audited financial statements	: For the year 2016 ended 31 December 2016
Auditor	: DIA International Auditing Company Limited By Miss Supaporn Mungjit, certified public accountant , registration no. 8125 who has been granted license from the Office of the Securities and Exchange Commission.
Auditor’ s comment	: Exhibits unqualified opinion that the consolidated financial statement and separate statement of consolidated financial position and separate financial position, consolidated operation results and separate operation results, consolidated cash flow, and separate cash flow present fairly in all material respects and be in accordance with financial reporting standard.

Summary of financial condition and results of operations. (Consolidated)

STATEMENTS OF FINANCIAL POSITION	AUDITED		AUDITED		AUDITED	
	December 31, 2014		December 31, 2015		December 31, 2016	
	million baht	%	million baht	%	million baht	%
Cash and cash equivalents	36.04	15.42%	15.83	7.26%	41.97	14.39%
Current investment	83.85	35.88%	82.42	37.82%	64.05	21.96%
Trade accounts receivable - net	39.52	16.91%	34.90	16.01%	84.39	28.94%
Trade accounts receivable	41.84	17.90%	36.07	16.55%	91.61	31.41%
Allowance for doubtful accounts	(2.32)	(0.99%)	(1.17)	(0.54%)	(7.22)	(2.48%)
Other receivables	6.26	2.68%	10.87	4.99%	12.14	4.16%
Total current assets	165.67	70.90%	144.02	66.09%	202.55	69.45%
Investments in subsidiaries and associate	2.49	1.07%	2.46	1.13%	2.39	0.82%
Investments in joint venture	2.94	1.26%	3.39	1.56%	3.77	1.29%
Investment properties	0.46	0.20%	0.46	0.21%	0.46	0.16%
Property, plant and equipment	9.29	3.98%	9.87	4.53%	9.35	3.21%
Intangible assets	2.58	1.10%	2.93	1.34%	2.78	0.95%
Pledged fixed deposit	12.76	5.46%	12.89	5.91%	44.20	15.16%
Long-term loans to related parties	9.00	3.85%	9.00	4.13%	0.00	0.00%
Deferred tax assets	5.68	2.43%	4.86	2.23%	5.13	1.76%
Retention	15.30	6.55%	18.36	8.42%	14.55	4.99%
Other non-current assets	7.51	3.21%	9.69	4.45%	6.46	2.22%
Total non-current assets	68.01	29.10%	73.91	33.91%	89.09	30.55%
Total assets	233.68	100.00%	217.93	100.00%	291.64	100.00%
Bank overdrafts	0.00	0.00%	0.00	0.00%	0.00	0.00%
Trade and other payables	29.75	12.73%	21.54	9.88%	46.58	15.97%
Current portion of financial lease liabilities	0.12	0.05%	0.06	0.03%	0.00	0.00%
Accrued income tax	0.00	0.00%	0.00	0.00%	2.52	0.86%
Total current liabilities	29.87	12.78%	21.60	9.91%	49.10	16.84%
Financial lease liabilities	0.06	0.03%	0.00	0.00%	0.00	0.00%
Employee benefit provisions	24.11	10.32%	23.28	10.68%	25.56	8.76%
Total non-current liabilities	24.17	10.34%	23.28	10.68%	25.56	8.76%
Total liabilities	54.04	23.13%	44.88	20.59%	74.66	25.60%
Authorized share capital	100.00	42.79%	100.00	45.89%	180.00	61.72%
Issued and paid-up share capital	100.00	42.79%	100.00	45.89%	120.00	41.15%
Premium on share capital	48.31	20.67%	48.31	22.17%	48.31	16.56%
Unrealized gain on changes in investment valuation	0.00	0.00%	0.00	0.00%	11.83	4.06%
Retained earnings						
Appropriated	3.28	1.40%	3.50	1.61%	5.15	1.77%
Unappropriated	28.29	12.11%	21.80	10.00%	30.09	10.32%
Other components of shareholders' equity	(0.15)	(0.06%)	0.13	0.06%	0.90	0.31%
Total owners of the Company	179.73	76.91%	173.74	79.72%	216.28	74.16%
Non-controlling interests	(0.09)	(0.04%)	(0.69)	(0.32%)	0.70	0.24%
Total shareholders' equity	179.64	76.87%	173.05	79.41%	216.98	74.40%
Total liabilities and shareholders' equity	233.68	100.00%	217.93	100.00%	291.64	100.00%

STATEMENTS OF COMPREHENSIVE INCOME	AUDITED		AUDITED		AUDITED	
	December 31, 2014		December 31, 2015		December 31, 2016	
	million baht	%	million baht	%	million baht	%
Services and sales income	263.65	100.00%	234.22	100.00%	306.92	100.00%
Services income	263.65	100.00%	234.22	100.00%	306.92	100.00%
Cost of services and sales	178.20	67.59%	172.48	73.64%	206.24	67.20%
Cost of services	178.20	67.59%	172.48	73.64%	206.24	67.20%
Gross profit	85.45	32.41%	61.74	26.36%	100.68	32.80%
Other income	3.16	1.20%	4.71	2.01%	12.17	3.97%
Profit before expenses	88.61	33.61%	66.45	28.37%	112.85	36.77%
Administrative expenses	65.06	24.68%	62.21	26.56%	64.67	21.07%
Other expenses	1.14	0.43%	(1.14)	(0.49%)	6.91	2.25%
Share of profit (loss) on investment in associate and joint venture	0.60	0.23%	(0.41)	(0.18%)	0.31	0.10%
Profit before finance cost and income tax	23.01	8.73%	5.79	2.47%	41.58	13.55%
Finance costs	0.02	0.01%	0.00	0.00%	0.00	0.00%
Profit before income tax	22.99	8.72%	5.79	2.47%	41.58	13.55%
Income tax expenses	5.40	2.05%	3.01	1.29%	9.68	3.15%
Profit (loss) for the year	17.59	6.67%	2.78	1.19%	31.90	10.39%
Other comprehensive income (expense) - net of tax	(0.02)	(0.01%)	2.62	1.12%	0.77	0.25%
Total comprehensive income for the year	17.57	6.66%	5.40	2.31%	32.67	10.64%
<u>Profit attributable to</u>						
Owners of the Company	17.72	6.72%	3.39	1.45%	32.17	10.48%
Non-controlling interests	(0.13)	(0.05%)	(0.61)	(0.26%)	(0.27)	-0.09%
<u>Total comprehensive income attributable to</u>						
Owners of the Company	17.70	6.71%	6.01	2.57%	32.94	10.73%
Non-controlling interests	(0.13)	(0.05%)	(0.61)	(0.26%)	(0.27)	(0.09%)
Earnings per share # owners of the Company	0.044		0.008		0.067	
Ordinary shares of par (Baht / Shares)	0.25		0.25		0.25	
Issued and paid-up share capital	400.00		400.00		480.00	

STATEMENTS OF CASH FLOWS	AUDITED	AUDITED	AUDITED
	2014	2015	2016
	million baht	million baht	million baht
Profit (loss) before income tax	22.99	5.79	41.58
Adjustment net profit to cash receipt (disbursement)	5.54	(0.55)	3.91
Profit from operation before changes in operating assets and liabilities	28.53	5.24	45.49
Trade and other receivables	12.19	1.16	(59.49)
Retention	(0.89)	(3.07)	3.82
Other non-current assets	1.05	(0.13)	0.04
(Increase) Decrease in assets from operation	12.35	(2.04)	(55.63)
Trade and other payables	8.29	(5.57)	24.87
Employee benefit provisions	(2.61)	(1.09)	(1.60)
Increase (Decrease) in liabilities from operation	5.68	(6.66)	23.27
Cash generated (paid) from operation	46.56	(3.46)	13.13
Interest paid	(0.03)	0.00	0.00
Corporate income tax paid	(8.96)	(6.46)	(8.13)
Income tax deducted at source received	0.00	0.00	2.85
Net cash provided by (used in) operating activities	37.57	(9.92)	7.85
Proceeds from dividend	0.75	1.01	1.59
Payments for current investment acquisition	(101.57)	(59.05)	(139.29)
Proceeds from sales of current investment	88.37	62.86	162.25
Pledged fixed deposit	0.00	0.00	4.00
Payments for investment in subsidiaries and associate	0.00	0.00	10.03
Proceeds from loans from related parties	0.00	0.00	1.96
Proceeds from the partial termination of the Shareholders Agreement	(0.17)	(0.12)	(31.31)
Proceeds from sales of assets	0.02	0.00	0.19
Payments for property, plant and equipment acquisition	(1.10)	(2.14)	(1.19)
Payments for intangible assets acquisition	(1.02)	(0.72)	(0.74)
Net cash provided by (used in) investing activities	(14.72)	1.84	7.49
Payments for financial lease liabilities	(0.12)	(0.13)	(0.06)
Dividend paid	0.00	0.00	11.83
Prepayment for share capital	(16.00)	(12.00)	(2.24)
Proceeds from non-controlling interests	0.00	0.00	1.67
Net cash provided by (used in) financing activities	(16.12)	(12.13)	11.20
Exchange difference on translation of financial statements	0.00	0.00	(0.40)
Net increase (decrease) in cash and cash equivalents	6.73	(20.21)	26.14
Cash and cash equivalents as at January 1	29.31	36.04	15.83
Cash and cash equivalents as at December 31	36.04	15.83	41.97

FINANCIAL RATIOS	Unit	AUDITED		
		2014	2015	2016
Liquidity Ratios				
Liquidity Ratios	Time	5.55	6.67	4.13
Cash Flow Ratio	Time	1.45	-0.39	0.22
Accounts receivable turnover	Time	5.55	6.01	4.81
Average collection period	Day	65	60	75
Accounts payable turnover	Time	6.96	6.73	6.06
Period is payable	Day	52	54	59
Cash cycle	Day	13	6	16
Profitability Ratios				
Margin	%	32.41%	26.36%	32.80%
Operating margin	%	8.73%	2.47%	13.55%
Cash to profitability	%	163.28%	-171.33%	18.88%
Net margin	%	6.64%	1.42%	10.08%
Return on equity	%	9.91%	1.92%	16.50%
Efficiency Ratios				
Return on assets	%	7.77%	1.50%	12.63%
Return on fix assets	%	26.83%	7.48%	41.79%
Asset Turnover	Time	1.17	1.06	1.25
	Time	0.30	0.26	0.34
Financial Policy Ratios	Time	2,149.50	0.00	0.00
Debt to equity shares	Time	2.06	(0.66)	1.86
Interest Coverage Ratio	%	78.59%	554.75%	90.68%
Charge Coverage Ratio (Cash basis)				
Dividend Payout				

Summary of financial condition and results of operations. (Separate Financial Statements)

PROJECT PLANNING SERVICE PUBLIC COMPANY LIMITED

Summary of Financial Position And Performance	AUDITED		AUDITED		AUDITED	
	December 31, 2014		December 31, 2015		December 31, 2016	
	million baht	%	million baht	%	million baht	%
Total assets	234.21	100.00%	219.91	100.00%	293.45	100.00%
Total liabilities	52.95	22.61%	43.90	19.96%	73.80	25.15%
Total shareholders' equity	181.26	77.39%	176.01	80.04%	219.65	74.85%
Total income	256.35	100.00%	218.35	100.00%	293.98	100.00%
Profit (loss) for the year	16.27	6.35%	4.23	1.94%	32.87	11.18%

Financial Ratios		2014	2015	2016
Liquidity Ratios	Time	5.87	7.17	3.95
Debt to equity shares Ratios	Time	0.29	0.25	0.34
Return on assets Ratios	%	7.09%	1.86%	12.81%
Return on equity Ratios	%	8.98%	2.37%	16.62%

PPS Design Co., Ltd. (PPS subsidiary, which holds 99.99% of the share capital.)

Summary of Financial Position And Performance	AUDITED		AUDITED		AUDITED	
	December 31, 2014		December 31, 2015		December 31, 2016	
	million baht	%	million baht	%	million baht	%
Total assets	8.36	100.00%	7.90	100.00%	11.50	100.00%
Total liabilities	8.08	96.65%	11.23	142.15%	13.85	120.43%
Total shareholders' equity	0.28	3.35%	(3.33)	(42.15%)	(2.35)	(20.43%)
Total income	7.59	100.00%	4.48	100.00%	15.30	100.00%
Profit (loss) for the year	(1.42)	(18.71%)	(3.67)	(81.92%)	0.98	6.41%

Financial Ratios		2014	2015	2016
Liquidity Ratios	Time	0.51	0.35	0.54
Debt to equity shares Ratios	Time	28.86	(3.37)	(5.89)
Return on assets Ratios	%	(19.03%)	(45.14%)	10.10%
Return on equity Ratios	%	(144.16%)	240.66%	(34.51%)

PPS Information Consultant Co., Ltd (PPS subsidiary, which holds 90.00% of the share capital.)

Summary of Financial Position And Performance	AUDITED		AUDITED		AUDITED	
	December 31, 2014		December 31, 2015		December 31, 2016	
	million baht	%	million baht	%	million baht	%
Total assets	1.51	100.00%	3.91	100.00%	8.87	100.00%
Total liabilities	2.42	160.27%	9.90	253.20%	9.95	112.18%
Total shareholders' equity	(0.91)	(60.27%)	(5.99)	(153.20%)	(1.08)	(12.18%)
Total income	2.99	100.00%	4.65	100.00%	8.09	100.00%
Profit (loss) for the year	(1.33)	(44.49%)	(5.12)	(110.11%)	0.91	11.25%

Financial Ratios		2014	2015	2016
Liquidity Ratios	Time	0.40	0.25	0.72
Debt to equity shares Ratios	Time	(2.66)	(1.65)	(9.21)
Return on assets Ratios	%	(79.17%)	(188.93%)	14.24%
Return on equity Ratios	%	542.86%	148.41%	(25.71%)

ENSEMBLE EQUITY PTE. LTD. (PPS subsidiary, which holds 90.00% of the share capital.)

Summary of Financial Position And Performance	AUDITED		AUDITED		AUDITED	
	December 31, 2014		December 31, 2015		December 31, 2016	
	million baht	%	million baht	%	million baht	%
Total assets	0.00	0.00%	0.00	0.00%	10.14	100 %
Total liabilities	0.00	0.00%	0.00	0.00%	0.19	1.87%
Total shareholders' equity	0.00	0.00%	0.00	0.00%	9.95	98.13%
Total income	0.00	0.00%	0.00	0.00%	0.00	100%
Profit (loss) for the year	0.00	0.00%	0.00	0.00%	(2.59)	(-100%)

Financial Ratios		2014	2015	2016
Liquidity Ratios	Time	0.00	0.00	53.37
Debt to equity shares Ratios	Time	0.00	0.00	0.02
Return on assets Ratios	%	0.00%	0.00%	(25.54%)
Return on equity Ratios	%	0.00%	0.00%	(26.03%)

Management Discussion and Analysis

Operating result

(A) Overview of the operating result

The company operates an engineering consultancy business to provide consulting service and project construction management service for various construction projects. The service offered is a long-term consultancy service which can be segregated into two categories as below:

1. The fixed-revenue contract (lump sum fixed price contract) where the company realizes the revenue from service providing on a percentage of completion method when a completion can be accurately estimated in accordance to the proportionate cost of service as incurred to the total estimated cost of service. The company bills the invoice on a monthly basis according to the amount in the contract.
2. The monthly-based payment contract where the company realizes the revenue when the service provided is completed and the service fee will be charged on a monthly basis according to the actual number of staffs involved in the project by calculating from the professional service fee for each profession stated in the contract.

Overview of the Company and subsidiary's operating result in year 2016 is significantly expanded comparing to 2015. Total revenue of the company and the subsidiaries in year 2014 to 2016 were 266.81 million Baht in 2014, but dropped to 238.93 million Baht in 2015 and raising up to 319.10 million Baht in 2016 respectively. The increasing of revenue in 2016 were from Supervision services of construction project for the second phase of Suvarnabhumi International airport and many projects were in full growth period. The government sector's portion of our revenue in 2016 is increasing as planned since early of the year however we will not drop down our strength in the private sector's market. Furthermore, we are in penetration into new markets and new potential customers as business partner to ensure our secured revenue. In 2016, we have successfully expanded into factory sector and data center projects.

The AEC market was unsuccessful in 2016. The project in Vientiane; Lao PDR obtained since late of 2015 was cancelled from customer's decision. Our effort to obtain other projects in Lao PDR throughout year 2016 was unsuccessful. For Cambodia market, we have only engineering design work from a subsidiary company without expansion to higher revenue from construction management services. There is uncertainty on initiation of projects in Myanmar market from obstacle of local legal and regulations. Therefore, revenue portion from AEC market in 2016 was not significant portion.

The net profits (attributed to owners of the company) were 17.72 million Baht in 2014 dropped down to 3.39 million Baht in 2015 and raising up to 32.18 million Baht in 2016 respectively. The significant increase of net profit in year 2016 is resulting from revenue.

(B) Analysis of the operating result

Revenue

The company and the subsidiaries have earned the revenue from providing consultancy and project construction management service. The accounting policy of the company to realize the revenue differs according to the 2 contract types as stated in section (A).

For the fiscal year of 2014-2016, the revenues of the company and the subsidiaries were 266.81 million Baht in 2014, 238.92 million Baht in 2015 and 319.10 million Baht in 2016 respectively. The details can be shown as below.

	Year 2014		Year 2015		Year 2016	
	million Baht	%	million Baht	%	million Baht	%
Revenue from service	263.65	98.82%	234.22	98.03%	306.92	96.18%
Other revenue	3.16	1.18%	4.71	1.97%	12.18	3.82%
Total revenue	266.81	100.00%	238.93	100.00%	319.10	100.00%

Revenue from service

For the fiscal year of 2014-2016, the revenue of the company and the subsidiaries were from 263.65 million Baht in 2014 dropped down to 234.22 million Baht in 2015 and increasing up to 306.92 million Baht in 2016 respectively.

In year 2016, the company earned 306.92 million Baht which was increased 72.70 million Baht (31.04%) from previous year by provision of service to 39 consecutive projects (earned 172.14 million Baht) from previous year and 73 new projects commenced in year (earned 127.98 million Baht). Revenue from design works was 5.24 million Baht and revenue from digital & media business earned 1.56 million Baht.

The revenue was increased from Supervision services of construction project for the second phase of Suvarnabhumi International airport and many projects were in fully realized of revenue in year 2016. The government sector's portion of our revenue in 2016 is increasing as planned although some effects from contract amendment under severe price competition in local market.

The revenue of company and the subsidiaries can be categorized into revenue from consecutive projects and new projects in each fiscal year, and the number of projects that were serviced and realized for each fiscal year during 2013-2015 as below

	Year 2014		Year 2015		Year 2016	
	million Baht	%	million Baht	%	million Baht	%
Revenue from consecutive projects	223.46	51	161.87	38	175.45	46
Revenue from new projects	40.09	31	59.74	40	129.91	77
Revenue from event and media	0.00		12.61		1.56	
Total revenue from service	263.65	82	234.22	78	306.92	123

Other revenue

Other sources of revenue from the company and the subsidiaries were interest received, profit from selling of financial investment and other revenue. During fiscal year 2014-2016 the company and the subsidiaries have earned 3.16 million Baht, 4.71 million Baht and 12.18 million Baht respectively as other revenue. Other revenue in year 2016 was mainly earned from 2.02 million Baht of interest received, 1.73 million Baht of profit from selling of financial investment, 1.59 million Baht of dividend received from investment unit fund, 4.00 million Baht from selling of investment in the joint company and 1.97 million Baht from contract amendment in the joint company.

Cost of Services and gross profit margin

Cost of services of the Company and the subsidiaries are comprised of major items such as salary, benefits, personnel expense for directors, project managers, engineers, technical specialists, and project secretaries. The company recorded the cost according to the actual number of staffs in each project in accordance with the consultancy contract. Other service costs are comprised of project management expense and traveling expense for example. Additional consultancy cost are applicable for some projects which the company has to employed external specialists.

For the fiscal year of 2014-2016, the company and the subsidiaries' cost of services were 178.20 million Baht, 178.20 million Baht and 206.24 million Baht or 67.59 % and 73.64 % and 67.19 % of the revenue from service respectively. The increased cost of services in year 2016 was in lower rate of increasing in revenue was mainly caused by effective cost & expenses management.

For the fiscal year of 2014-2016, the company and the subsidiaries have a gross profit margin at 85.46 million Baht, 61.74 million Baht and 100.69 million Baht or 32.41 % , 26.36 % and 32.81 % of the total revenue from selling and service respectively.

Administrative expense

Administrative expense of the company and the subsidiaries were primarily consisted of office personnel, including management, and other management expense such as vehicle and transportation expenses of management and employees, and financial, tax, and legal consultancy fee for example. The company and the subsidiaries' administrative expense during fiscal year 2014-2015 were at 65.06 million Baht and 62.19 million Baht respectively.

For 2016, the administrative expense of the company and the subsidiaries was at 64.67 million Baht, increased of 2.48 million Baht or 3.99 % resulting from effective expenses management.

Other expenses

For the fiscal year of 2014, the company and the subsidiaries have other expenses of provision to doubtful debt for 1.14 million Baht (0.43% of revenue). Provision and record of doubtful debt to 3 customers is conformed to the Company's policy. However in early of year 2015, the Company and the subsidiaries have been partial paid on debts from all of 3 debtors under practically legal performed to protect the Company's benefits. Such expenses of doubtful debts will be reverted after received payments from debtors.

For the fiscal year of 2016, the company and the subsidiaries have other expenses for 6.92 million Baht (2.25 % of revenue) from asset disposal on project developed with a joint company for 0.60 million Baht, provision of doubtful debt for a pending construction project for 4.53 million Baht and provision of doubtful debt for amended contract of design work for 1.09 million Baht.

Net profit and net profit ratio

Fiscal year	2014	2015	2016
Net profit	17.72	3.39	32.18
Net profit ratio	6.64%	1.42%	10.08%
Average shareholder's equity	178.85	176.34	195.02
Return on equity	9.91%	1.92%	16.50%
Dividend payout	12.00	22.24	28.31
Dividend payout ratio	71.77%	554.72%	90.68%

For the fiscal year of 2014-2015, the company and the subsidiaries have a net profit margin (parent company part only) of 17.72 million Baht and 3.39 million Baht respectively or 6.64 % and 1.42 % of the revenue from service respectively.

For the fiscal year of 2016, the company and the subsidiaries have a net profit margin (parent company part only) of 32.18 million Baht or 10.08 % of the revenue from service. The increase of net profit from previous year was caused by effective cost & expenses management and profit from selling of investment in joint company.

Return on shareholder's equity

The company and the subsidiaries' return on equity were 9.91 % and 1.92 % during the fiscal year of 2014-2015. The average return on equity (only for the parent company) were 178.85 million Baht and 173.74 million Baht respectively.

The company and the subsidiaries' return on equity was 16.50 % during the fiscal year of 2016, an extreme increase of 759.78 %. The shareholder's equity (only for the parent company) was 216.28 million Baht. The increment of the shareholder's equity in comparison to 2015 was resulting from increase of net profit of 28.79 million Baht or 849.26 %.

Financial position and assets

The net assets of the company and the subsidiaries were valued at 233.68 million Baht, 217.93 million Baht and 291.64 million Baht on 31 December 2014, 31 December 2015, and 31 December 2016 respectively. Total assets in 2016 were increased by 73.71 million Baht or 33.82 % from the previous year. The examples of assets were 26.14 million Baht in cash and cash equivalent and 49.49 million Baht in account receivables.

Cash and cash equivalent

On 31 December 2014, 31 December 2015 and 31 December 2016, the company and the subsidiaries possessed 36.04 million Baht 15.83 million Baht and 41.97 million Baht of cash and cash equivalent respectively mainly be cash advance and petty cash for project sites (5,000 Baht to 25,000 Baht per project). Remaining parts is bank deposit as saving accounts, current accounts and fixed deposit accounts.

As of 31 December 2016, the company and the subsidiaries possessed 41.97 million Baht of cash and cash equivalent, an increment of 26.14 million Baht or 165.13 % from previous year resulting from effective account receivables collection, advance payment of ordinary shares from exercise of PPS-W1 and increase of investment management.

Account receivables, other receivables, and allowance for doubtful debt

(Unit: Million baht)

Maturity	31 December 2014	31 December 2015	31 December 2016
Not yet due	25.20	25.99	73.01
During 1-90 days	13.86	7.75	16.35
During 91-180 days	0.62	1.24	0
During 181-365 days	0.00	0.00	1.16
Over 365 days	2.17	1.10	1.09
Total	41.85	36.08	91.61
Less allowance for doubtful debt	(2.32)	(1.18)	(7.22)
Net account receivables	39.53	34.90	84.39

The Company's account receivables were coming from the 30-day credit term offered to the customers after the invoice date, however, the company has a collection process from project owners which has a specific monthly schedule such as invoice date and cheque collection date for example, in order to collect the receivables in the scheduled time period.

As of 31 December 2014 and 31 December 2015, the company and the subsidiaries were having 39.53 million Baht and 34.90 million Baht in net account receivables and other receivables, respectively. As of 31 December 2016, the company has 84.39 million Baht in account receivables and other receivables, an increase of 49.49 million Baht was in line with increase of revenue growth.

As of 31 December 2016 the company and the subsidiaries have an increment in net account receivables and other receivables with more than 365 days of 6.04 million Baht of doubtful debt from a pending construction project for 4.53 million Baht and provision of doubtful debt for amended contract of design work for 1.09 million Baht.

Retention

As of 31 December 2014 and 31 December 2015, the company and the subsidiaries have a retention valued at 15.30 million Baht and 18.36 million Baht respectively; this is to comply with the project management contract that requires the retention. The owner of large-scale projects or high-value or government-owned projects would deduct the retention from the invoiced amount for approximately 5-10 percent of the project value. The average warranty period is 1 year from the delivery date.

As of 31 December 2016, the company and the subsidiaries have a retention valued at 14.55 million Baht, decreased from the year earlier, as the company has successfully released back outstanding long period retention money for 5.88 million Baht.

Land, building, and equipment

As of 31 December 2014 and 31 December 2015, the company and the subsidiaries possessed 9.29 million Baht and 9.87 million Baht worth of net land, building and equipment, respectively. This comprised of the land and building of the head office, the decoration, facilities, office furniture, durable foods, and vehicles, etc.

As of 31 December 2016, the company and the subsidiaries possessed 9.35 million Baht worth of net property and equipment. During the year 2016, the company has invested in office furniture and equipments, depreciation according to normal accounting practices, asset disposal on project developed with a joint company for 0.60 million Baht, un utilization of design on office renovation for 0.22 million Baht and selling of one car used for project work.

Fixed deposits with pledged guarantee

As of 31 December 2014 and 31 December 2015, the company and the subsidiaries were having 12.76 million Baht and 12.89 million Baht in fixed deposits with pledged guarantee respectively, a slight increase from return on investment in banking.

As of 31 December 2016, the company and the subsidiaries were having 44.20 million Baht in fixed deposits with pledged guarantee, a significant increase from bank deposit as underlying asset for bank guarantee of performance bond for Suvarnabhumi airport phase 2 project.

Capital source

Liabilities

As of 31 December 2014, 31 December 2015, and 31 December 2016, the company and the subsidiaries were having 54.04 million Baht, 44.88 million Baht and 74.66 million Baht for total liabilities respectively. The increase of total liabilities in year 2016 were from increase of account payables and liabilities from provision of employee's benefits. The company and subsidiaries have no outstanding loan or debts to any banks or financial institutions. Description of major items in the liabilities is listed below

Account payables and other payables

As of 31 December 2014 and 31 December 2015, the company and the subsidiaries were having 29.75 million Baht and 21.54 million Baht in account payables, respectively. The company was having account payables because some project owners would like to hire the overall project management and the company does not have a specialist according to the requirement from project owners, so the company has hired external specialists. Other payables are inclusive of unpaid expenses and unearned revenue for example.

As of 31 December 2016, the company and the subsidiaries were having 46.59 million Baht in account payables and other payables. Account payables amount was 3.66 million Baht and other payable amount was 42.93 million Baht, which was comprised of 10.19 million Baht unpaid expenses, 24.37 million Baht advance payment received (16.45 million Baht from Suvarnabhumi airport phase 2 project), 3.44 million Baht of payable bills and 4.93 million Baht of other payables for example.

Employee benefit liabilities estimation

As of 31 December 2014, 31 December 2015 and 31 December 2016, the company and the subsidiaries were having 24.11 million Baht, 23.28 million Baht and 25.56 million Baht in employee benefits respectively, a net increase of 2.27 million Baht or 9.75 %. The increase of 3.87 million Baht in record of provision but decrease of employee's retirement benefits of 1.60 million Baht.

Shareholder's equity

As of 31 December 2014, 31 December 2015 and 31 December 2016, the company was having 179.73 million Baht, 173.74 million Baht and 216.98 million Baht in shareholder's equity, respectively. The shareholder's equity in 2016 was increased from previous year as a result of capital increase from stock dividend of 19.99 million Baht, advance payment of ordinary shares from exercise of PPS-W1 for 11.83 million Baht, net profit in year 2016 and decrease from dividend payout of 22.24 million Baht.

Capital structure

The company and the subsidiaries have the debt to equity ratio (D/E ratio) of 0.30 times, 0.26 times and 0.34 times at the end of 2014, 2015, and 2016 respectively (calculated from total liabilities divided by the parent's company equity on the same year-end date). The debt to equity ratio in 2016 was increased from previous year as the increasing of the company and the subsidiaries' debts especially account payables, other payables, accrued expenses and the employee benefits.

Liquidity

	Unit	31 December		
		2014	2015	2016
Cash and cash equivalent	million Baht	36.04	15.83	41.97
Current assets	million Baht	165.67	144.02	202.55
Current liabilities	million Baht	29.87	21.60	49.11
Current ratio (Current assets/Current liabilities)	times	5.55	6.67	4.13
Cash flow from operation	million Baht	37.57	(9.93)	7.85

Current ratio at the end of 2016 was 4.13 times, decreased from the year 2015 as increase of current liabilities

were greater than increase of current assets. The company still had high liquidity with increased of current assets for 58.53 million Baht (40.64 %) whilst increased of current liabilities for 27.51 million Baht (127.36 %).

The company and the subsidiaries' cash flow from operation was positive of 7.85 million Baht in 2016, this reflects an efficient collection of account receivables and on due of account payables, management to release of retention and refund of over paid from withholding of company's tax.

Investment expense

The company and the subsidiaries have no significant investment expense in 2016. The investment expense was only buying office stationary and minor office building decoration.

TAX POLICY

Project Planning Service Public Company Limited (PPS) and subsidiaries always recognizes that the role and responsibilities as well behaved “taxpayer” is an essential factor for the Country’s development.

To enhance the PPS’s tax management on correctness, prudence, effectiveness and guidance to disclose tax information in case of tax disputes with government tax departments, PPS places full importance on tax management based on compliance to law, transparency and accountability as risk protection to the Company’s reputation & image and tax penalties as value added to shareholders.

The tax policies have been developed and approved from the Company’s executive committee based on correctness and fully covering under PPS’s good governance.

Implementation of the tax policies are as following.

1. Taxation Operation

1.1 Planning and operation guide on tax

- Tax management to ensure correct operation in compliance to all tax related law and regulations, apply proper tax benefits to maximize shareholders’ equities with good relation to government tax department and retain the Company reputation.
- Tax filing within due date and practically manage tax payment or tax refund to maximize the Company’s cash liquidity.
- Regular review on tax effect from any new tax regulation or new business transactions.
- Manage efficient tax planning by study of tax effect from law and regulations including of consulting to tax specialist to comply all regulations without tax evasion.
- Educate tax knowledge to the Company’s staff by internal knowledge transfer and assignment of staff’s external training to ensure completion and correctness of tax operation approaches of related staff.

1.2 Tax Coordination and consulting to government department

- Assign responsible person on tax coordination and provision of actual information as being requested to tax auditing from tax department officer.
- Specify requirement of tax consulting to ensure correct understanding and practice.

2. Tax disputes with government tax departments

If there is any tax disputes or arguments with tax department which significantly affect to tax amount, responsible person shall inform top management for consideration of proper operational approach prior to any clarification, defend or consent to government tax officer.

Audit Fee

1. Remuneration for review and audit of financial statement. (Audit Fee)

The company and its subsidiaries have paid the remuneration for the audit of financial statements for The accounting period 2015-2016 and the estimated remuneration for 2017 to DIA International Auditing Company Limited as follows:

Unit: Baht

	2015	2016	2017
1. Annual audit fee			
1.1. PPS และงบการเงินรวม	375,000	375,000	410,500
1.2. PPSD	80,000	80,000	80,000
1.3. PIC	50,000	50,000	50,000
1.4 EE	-	-	30,000
2. Review of interim financial statements			
2.1. PPS and consolidated financial statements	225,000	225,000	315,000
2.2. PPSD	90,000	90,000	90,000
2.3. PIC	45,000	45,000	45,000
2.4 EE	-	-	30,000
Total for PPS and consolidated financial statements	600,000	600,000	725,000
Grand total	865,000	865,000	1,050,000

2. Non-Audit Fee

- None -

The independence and credibility of the auditor

The Board of Directors and The Audit Committee has been selected the external auditor based on the qualification as independent auditors and possess professional expertise, knowledge and experience in auditing and appointed the auditors are DIA International Auditing Company Limited included Mrs. Suvimol Kittayakiern, Certified Public Accountant Registration No. 2892 and/or Miss Supaporn Mungjit, Certified Public Accountant Registration No.8125 and/or Miss Somjintana Pholhirunrat, Certified Public Accountant Registration No. 5599 as the auditor of the Company. The auditor did not provide other services to the Company and has no relationship and gain or loss with the Company, its subsidiaries / Directors /Major shareholders or any person related to such person.

All of the three auditors named above are in Certified Public Accountant that has been approved by the Securities and Exchange Commission (SEC) and are not contrary to the rules of the Stock Exchange of Thailand (SET).

General Information of the Company and other Referenced Persons

Other referenced persons

Project Planning Service PLC (PPS)

Contact Address	No. 381/6 Soi Rama IX 58 (Soi 7 Seri 7), Rama IX Road, Suan Luang, Bangkok 10250
Telephone	0 2718 2785-9
Fax	0 2300 5545-6
Website	www.pps.co.th
Type of Business	Provision of engineer consulting services; advice and manage construction projects for project owners for building projects and various utility and infrastructure projects especially those projects that need special expertise in engineering.
Registered Capital	180 million Baht, Each share unit has a par value of 0.25 baht. The total shares amount to 720 million units.
Registration Number	0107555000147

Subsidiary Companies

PPS Design Company Limited (PPSD)

Contact Address	No. 381/6 Soi Rama IX 58 (Soi 7 Seri 7), Rama IX Road, Suan Luang, Bangkok 10250
Telephone	0 2718 2785-9
Fax	0 2300 5545-6
Website	www.pps.co.th
Type of Business	Provision of structural and system designs
Registered Capital	3 million Baht. Each share unit has a par value of 100 Baht. The total number of shares amounts to 30,000 units

Ensemble Equity Pte.Ltd.

Contact Address	10 Anson Road, #31-01 International Plaza, Singapore 079903
Telephone	(+65) 97428370
Website	www.ensembleequity.com
Type of Business	Provision of Project Management and Engineering Consulting Services and Products
Registered Capital	500,000 SGD., Each share unit has a par value of 1 SGD. The total number of shares amount to 500,000 units.

PPS Information Consultant Company Limited (PIC)

Contact Address	No. 381/6 Soi Rama IX 58 (Soi 7 Seri 7), Rama IX Road, Suan Luang, Bangkok 10250
Telephone	0 2718 2785-9
Fax	0 2300 5545-6
Website	www.pps.co.th
Type of Business	Provision of Information Technology regarding the production of media and advertising media.
Registered Capital	5 million Baht. Each share unit has a par value of 10 Baht. The total number of shares amount to 500,000 units.

Joint-stock Company

Swan & Maclaren (Thailand) Company Limited

Contact Address	No. 381/6 Soi Rama IX 58 (Soi 7 Seri 7), Rama IX Road, Suan Luang, Bangkok 10250
Telephone	0 2300 5518
Fax	0 2300 5545-6
Website	www.pps.co.th
Type of Business	Provide architectural design service to accommodate architectural and interior design.
Registered Capital	7 million Baht. Each share unit has a par value of 10 Baht. The total number of shares amount to 700,000 units. Shareholding Proportion 245,000 units or 35 %

Joint-venture

PPQ Joint-venture

Contact Address	No. 381/6 Soi Rama IX 58 (Soi 7 Seri 7), Rama IX Road, Suan Luang, Bangkok 10250
Telephone	0 2718 2785-9
Fax	0 2300 5545-6
Website	www.pps.co.th
Type of Business	Supervise construction project of the Supreme Court Building, Office of the Judiciary
Joint-venture's Capital	3.30 million baht
Joint-venture proportion	2.64 million baht

Securities Register

Contact Address	Thailand Securities Depository Company Limited 4th and 7th floors, Stock Exchange of Thailand 62 Ratchadapisek Road, KlongToei, Bangkok, 10110.
Telephone	0 2229 2000
Fax	0 2359 1259

Auditor

Contact Address	DIA International Auditing Company Limited 316/32, Sukhumvit 22, Rama IV, Klong Tan, Klong Toei, Bangkok 10110
Telephone	0 2259 5300-2, 0 2332 5126-9

Legal Advisor

Contact Address	Thep Legal Office No. 1193 Exim Building, Units 1106-1108, 11th Floor, Phahonyothin Road, Samsennai, Phayathai, Bangkok 10400.
Telephone	0-2278-1679-84
Website	0-2271-2367, 0-2271-2587

Contents Summary According to Form 56-2 in 2016

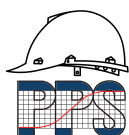
No.	List	Duties
1	Business Policy and Operation	
	1.1 Vision, Mission, Values and Strategies	2
	1.2 Summary of the Company's Performance in 2016 and Targets for 2017	30
	1.3 Structure of share-holding of Companies in the group	28
2	Operation of Key Business Unit	
	2.1 Nature of Businesses	26
	2.2 Policy to divide the operations of companies in the group	27
	2.3 Revenue Structure	46
	2.4 Market and Competitiveness Situation	51
3	Risk Elements and Management of the Risks	47
4	General Information	192
5	Shareholders	52
6	Dividend Payment Policy	102
7	Management	
	7.1 Management Structure	53
	7.2 Board of Directors, Sub-Committees and the Management	54
	7.3 The Nomination of the Directors and the Executives	64
	7.4 Compensations for the Various Committees	69
	7.5 Compensations for Management	72
	7.6 Internal Data Control	103
8	Internal Audit	107
9	PPS Sustainability	
	9.1 Corporate Governance	74
	9.2 Business Operation with fairness	90
	9.3 Anti-Corruption	92
	9.4 Respect for human rights	92
	9.5 Fair treatment to Labor	93
	9.6 Responsibility to Customer and Consumer	94
	9.7 Society and Community Development	95
	9.8 Environmental Operation	96
	9.9 Innovation Distribution of Innovation	97

No.	List	Duties
	9.10 Making the Sustainability Report	98
10	Related Transactions	
	10.1 Related persons, Type of Relationship, and Mutual Disclosures	110
	10.2 Opinions of external committee or independent assessors concerned with clause whether it follows the market price, fair price, or whether the price as being agreed (in case that there is no market price)	114
11	Financial Summary	
	11.1 Summary of Statements of Financial Position	176
	11.2 Financial Ratio	180
	11.3 Audit Fee	191
	11.4 Auditor's Report	119
12	Management Discussion and Analysis (MD&A)	183
13	Factors which may affect Investment Decisions	
	13.1 Legal Disputes	112
	13.2 Obligations for Issuing Shares in the Future	112
	13.3 Information concerning Bonds or Bills	112
14	Message from the Chairman of the Board of Directors	7
15	Report of the Audit Committee	114
16	Investors can learn more about the issuing of additional securities from the annual registration Statement (Form 56-1) of companies listed on www.sec.or.th or www.pps.co.th	80



**TRUSTWORTHY
PROJECT MANAGER**
www.pps.co.th

DOING GREAT by BEING GOOD



PPSGROUP

คุณค่าคู่ควรแก่ การไว้วางใจ
ISO 9001 CERTIFIED

Address : 381/6 Soi Rama IX 58
(Soi 7 Seree 7),
Rama IX Road Suanluang,
Bangkok 10250

Tel. : (662) 718 2785-9, (662) 300 5544
Fax. : (662) 300 5545-6
Email : pps@pps.co.th
Website : www.pps.co.th
Facebook : www.facebook.com/PPSGroup