



Part

2

Management and Corporate Governance

2.1 INFORMATION ON SECURITIES AND SHAREHOLDERS

2.1.1 Registered and Paid-Up Capital as of 31 December 2014

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

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

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

2.1.2 Ten Major Shareholders as of 17 March 2015

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

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

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

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

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

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

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

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

Remarks (1) No private placement (PP) has been made during 2008-2014.

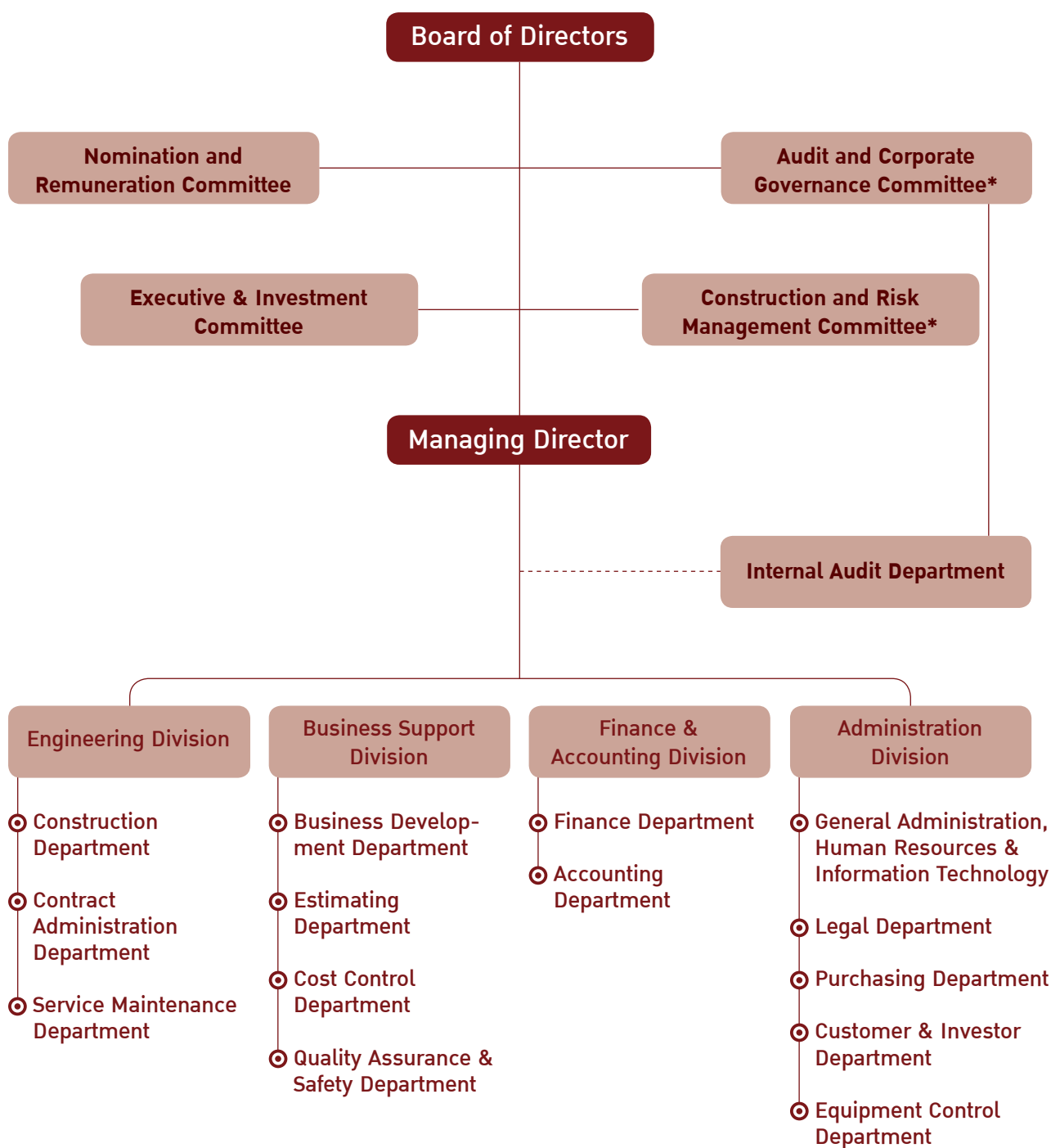
(2) The warrants had expired on 16 June 2014.

(3) The current paid-up capital of the Company is 126,720,042 Baht divided into 126,720,042 ordinary shares with a par value of 1 Baht each.

2.1.4 Dividend Payment Policy

The Company has a policy to pay dividend to shareholders at the rate not less than 40 percent of the net profit after tax with an approval from the shareholders' meeting. However, the Company has the accumulated loss of 51.35 Million Baht as at 31 December 2014, no dividend can then be paid to shareholders as required by law.

2.2 Management Structure



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

2.2.1 Structure of Company Directors and Sub-Committees

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

2.2.1.1 The Board of Directors

As of 31 December 2014, the Company's Board of Directors consists of 9 directors whose meeting attendance records in 2014 are as follows

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

- Notes :
- Authorized directors who can sign to bind the Company include Mr. Anucha Sihanatkathakul, Mr. Nontawat Thongmee, Mr. Jeremy Lechemere King, any two of these three directors can sign with the Company's seal affixed.
 - The Annual General Meeting of Shareholders for the year 2014 on 29 April 2014 passed the resolution for an re-election of the following 4 directors who retired by rotation as directors for another term of appointment:
 - Mr. Anucha Sihanatkathakul
 - Mr. Nontawat Thongmee
 - Pol.Maj.Gen. Sunthorn Boonruang
 - Mr. Thomas C. Thompson

Roles and Responsibilities of Board of Directors

- Director must perform the duties in accordance with laws, objectives, and regulations of the Company, including resolutions of Shareholders' Meetings.
- Director must not be one of the shareholders in partnerships or one of the Boards members of private companies, which conduct similar business and compete with the Company except that director has informed in Shareholders' Meeting before appointment.

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

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

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

2.2.1.2 Audit and Corporate Governance Committee

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

As of 31 December 2014, the Company's Audit and Corporate Governance Committee consists of 3 members whose meeting attendance records in 2014 are as follows:

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

Term of the Audit and Corporate Governance Committee

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

Roles and Responsibilities of Audit and Corporate Governance Committee

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

9. To support and follow up that the Company has effective risk management system.
10. To improve the Charter of the Audit and Corporate Governance Committee and present it to the Board of Directors for approvals.
11. To propose and review the Corporate Governance Policy of the Company annually and make recommendations for consideration of the Board;
12. To make recommendations on the best practice of the corporate governance for consideration of the Board;
13. To oversee the compliance with relevant laws and regulations of the Company; and
14. To perform any other matters as assigned by the Board of Directors with the Audit and Corporate Governance Committee's concensus under the Company's Articles of Association and laws.

Independent Directors

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

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

Qualifications of Independent Directors

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

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

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

2.2.1.3 Nomination and Remuneration Committee

As of 31 December 2014, the Company's Nomination and Remuneration Committee consists of 3 members whose meeting attendance records in 2014 are as follows:

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

Qualifications and Constituents of Nomination and Remuneration Committees

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

Term of the Nomination and Remuneration Committee

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

Scope of Authority and Responsibilities of Nomination and Remuneration Committees

1. Providing the guideline and reviewing any method of remuneration payment, including the annual bonus and the meeting allowance, whether it is monetary or not, any fringe benefits provided to any committee, managing director, chief executive officer and any sets of subcommittees appointed by the Board of Committees and offering it to the Board of Committees for consideration.
2. Determining the criteria for assessing the performance of the Chairman, managing director for purpose of setting their remuneration before offering to the Board of Committees for annual consideration.
3. Considering any conditions if there are any securities (or share subscription warrant) offered to any committee and officer, including considering the appropriateness and giving the resolution if any committee or officer is allocated the securities more than 5% of total allocated securities, provided no any member of the Nomination and Remuneration Committees shall be allocated the securities more than 5% and then they are entitled to pass any resolution.

4. Reporting any progress and performance to the Board of Committees all the times after holding the Nomination and Remuneration Committees' meeting and reporting the performance of the last year to the shareholders through the Company's annual report and the annual ordinary shareholder meeting.
5. Reviewing the Charter of the Nomination and Remuneration Committees and offering it to the Board of Committees for the approval for purpose of proper adjustment and update.
6. Performing of any other duties assigned by the Board of Committees; According to the duty performance under the scope of their power and authority, the Nomination and Remuneration Committees are able to invite the Management Division, heads of any working units or relevant officers to give their opinion, related and necessary information in the meeting. Besides, for performing the duties under the scope of their power and authority specified herein, the Nomination and Remuneration Committees can ask for any advice from the independent consultants or other specialists if, in their opinion, it is necessary and proper to do so. However, the Company shall be responsible for all expenses.
7. Determining criteria and policy in nominating director of the Board and Director in other committee of Company.
8. Considering appropriate person to propose to be member of Board of Directors and/ or propose to Shareholder to appointment.
9. Considering appropriate person to propose to be Executive Chairman Managing Director in case vacancy.

2.2.1.4 Executive & Investment Committee

As of 31 December 2014, the Company's Executive & Investment Committee consists of 5 members as follows:

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

Executive & Investment Committee's Responsibility

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

Scope of Executive & Investment Committee

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

2.2.1.5 Construction and Risk Management Committee

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

As of 31 December 2014, the Company's Construction and Risk Management Committee consists of 4 members as follows:

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

Roles and Responsibilities of Construction and Risk Management Committee

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

1. To operate and manage the Company's operation in accordance with the objectives, rules, and resolutions undertaken at Shareholders Meeting and Management Committee Meeting in all cases.
2. To examine and authorize general operations of the Company, for example, purchase of vehicles, sales of properties, and to approve of purchase of disposable office stationary, equipment with the value not exceeding 5 Million Baht.
3. To authorize the approval of project operations with the value not exceeding 700 Million Baht Baht such as construction contracts including approval of projects, purchase of construction materials, and hire of sub-contractors not exceeding 20 Million Baht.
4. To set organization, management and Construction and Risk Management Committee structure to cover all details of selection, training, recruitment, and lay off of engineers and other employees of the Company.
5. To prepare, propose, and recommend business directions and strategies of the Company to Board of Directors for approval.
6. To set business plans and management authority, to approve annual budget and expenditure for business operation, to implement business plans and strategies in accordance with the policies and business directions approved by Board of Directors.

7. Executive Committee does not have authority to approve or to involve in or to undertake any businesses or transactions that the executive committee member or other persons may have any conflicts, interests, or conflicts of interests with the Company.
8. To propose and review the risk management policies and procedures for consideration of the Board;
9. To oversee the implementation of the risk management policies and procedures;
10. To make recommendations concerning the risk factors and mitigation measures to the Company's business for consideration of the Board;
11. To perform any other duties as assigned by the Board of Directors.

Roles and Responsibilities of the Managing Director

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

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

Company Secretary

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

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

2.2.2 Remuneration of Directors and Management

2.2.2.1 Monetary Remuneration

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

The Company's directors consists of 9 members and the Company has paid the monetary remuneration to directors, the Audit and Corporate Governance Committee and the Nomination and Remuneration Committee in 2014 as follows:

Name-Surname	Position	Board of Directors Meeting Fee	Audit and Corporate Governance Committee Meeting Fee	Nomination and Remuneration Committee Meeting Fee	Directors Bonus
1. Mr.Anucha Sihanatkathakul	Chairman of the Board	60,000	-	-	100,000
2. Mr. Jeremy Lechemere King	Vice Chairman	24,000	-	-	100,000
3. Mr. Michael de Santiesteban	Director	24,000	-	-	25,000
4. Mr. Phasunsook Ayanaputra	Director and Chairman of the Audit and Corporate Governance Committee and Chairman of the Nomination and Remuneration Committee	48,000	60,000	15,000	100,000
5. Mr. Nontawat Thongmee	Director and Managing Director	48,000	-	-	100,000
6. Pol MajGen.Sunthorn Boonruang	Director and Audit and Corporate Governance Committee and Nomination and Remuneration Committee	48,000	48,000	12,000	100,000
7. Mr. Thomas C. Thompson	Director and Audit and Corporate Governance Committee and Nomination and Remuneration Committee	48,000	36,000	-	100,000
8. Mr. Patrick M. Davenport	Director	48,000	-	-	100,000
9. Mr.Tanakorn Leelasiri	Director	36,000	-	-	100,000
Total		384,000	144,000	27,000	825,000

Management's Remuneration

In 2014, the remuneration and benefits after retirement of the Company's Management is 8,876,947 Baht.

2.2.2.2 Other Remuneration

Objectives Allocation of ESOP Warrant

The Company was approved by the Extraordinary General Meeting of shareholders no. 1/2008 to allocate the warrant to its directors, executives and employees for 12,500,000 units with the offering price of 0 Baht per unit, at the exercise price of 3.00 Baht per unit. The warrants shall be valid for 5 years from the issuing and offering date.

Objectives

Providing the opportunity to any directors, executives and employees to jointly own the Company, motivating, and rewarding their performance and benefits provided to the Company by them.

Qualification of Company's directors and employees who were to be allocated Warrants

1. Any directors and/or regular employees of the Company, excluding any contract employees.
2. Any exception other than clause 1, shall be offered to the Management Team and/or the Remuneration Committees for consideration as the special case.
3. Number of warrants allocated to each of the Company's committees and/or officers under the Management Team

Determination do not have to be equal, however it depends on:

- Position
- Work experience
- Working performance and potential
- Benefits contributed to the Company

Details of Warrant to purchase ordinary shares of the Company to directors and employees;

- Offering Date of Warrants 16 June 2009
- The First Exercise Date 31 July 2010
- The Final Exercise Date 15 June 2014

- Offering Period :
- At the end of the 1st year, the accumulated conversion rights amount not to exceed 20%.
 - At the end of the 2nd year, the accumulated conversion rights amount not to exceed 40%.
 - At the end of the 3rd year, the accumulated conversion rights amount not to exceed 60%.
 - At the end of the 4th year, the accumulated conversion rights amount not to exceed 80%.
 - At the end of the 5th year, the accumulated conversion rights amount not to exceed 100%.

Number of Warrants Allocated to Directors and Management on 2 October 2008

Name - surname		Position	Number of Warrants Allocated
Mr. Anucha	Sihanatkathakul	Chairman of the Board	2,080,000
Mr. Jeremy	Lechemere King	Vice Chairman	2,080,000
Mr. Nontawat	Thongmee	Managing Director	1,080,000
Pol.Maj. Gen. Sunthorn	Boonruang	Director	480,000
Lt.Gen. Thavalaya	Prapapant	Director	480,000
Mr. Pornsanong	Tuchinda	Director	480,000
Mr. Phasunsook	Ayanaputra	Director	480,000
Mr. Michael De	Santiesteban	Director	280,000
Mr. Thomas C.	Thompson	Director	280,000
Mr. Patrick M.	Davenport	Director	280,000
Mr. Tanakorn	Leelasiri	Assistant Managing Director of Administration Division	800,000
Mrs. Wilaiporn	Siripoorikan	Assistant Managing Director Finance and Accounting Division	800,000

- Notes:
1. Two executives, namely Mr. Anucha Sihanatkathakul (Chairman of the Board) and Mr. Nontawat Thongmee (Managing Director) are allocated the warrants as directors.
 2. Mr. Tanakorn Leelasiri was appointed and registered with the Ministry of Commerce as a director on 26 October 2009 after being allocated the warrants as management.
 3. As of 8 May 2013, the Company has the paid-up capital at 126,720,000 Baht since the directors and employees exercised their rights to convert their ESOP Warrants into ordinary shares.
 4. As of 19 June 2014, the Company has the paid-up capital at 126,720,042 Baht since the existing shareholders exercised their rights to convert their RO Warrants into 42 shares in total.
 5. Both ESOP Warrants and RO Warrants had expired since 16 June 2014.

2.2.3 Personnel

As of 31 December 2014, the Company has 150 employees as follows:

Description	Regular Employee (persons)	Contract Employees (persons)	Total (persons)
Engineers	35	-	35
Architects	4	-	4
Head Office	40	-	40
Field	69	2	71
Total	148	2	150

Note: As of 31 December 2014, the Company has 442 daily paid workers

During the past 3 years, the Company has no any significant labor disputes. The total remuneration for 2012, 2013 and 2014 provided to the employees was in the amount of 65.72 Million Baht, 78.26 Million Baht and 67.02 Million Baht respectively. The said remuneration consists of salary, overtime, bonus and other remuneration.

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

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

2.3 CORPORATE GOVERNANCE

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

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

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

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

2.4 CORPORATE SOCIAL RESPONSIBILITY

2.4.1 Company Policy on Corporate Social Responsibility

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

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

2.4.1.1 Responsibilities to Shareholders

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

Our practice in 2014

The Annual General Meeting for the Year 2014, held on 29 April 2014 was duly convened and the Minutes of the meeting were completely recorded and reported to the shareholders via the online news of the Stock Exchange of Thailand within 14 days from the meeting day as required by law

2.4.1.2 Responsibilities to Customers

- (1) The Company is committed to develop and provide quality service in order to respond the customers' requirements with the safety and standards at reasonable price and shall hand over the work to customers within a specified period of time for the customers' satisfaction.
- (2) The Company shall strictly comply with the terms and conditions of agreements. If any contract terms cannot be complied with, the parties shall consult with each other to prevent any possible damage which may occur.
- (3) The Company shall not take any advantage from customers or gain too much profits and shall determine fair trade terms.
- (4) The Company shall deal with customers in a polite, speedy and efficient manner with customers' trustworthiness and shall provide customers complaint system to solve customers' problems and improve the quality of service.
- (5) The Company shall listen to opinion or suggestion of customers on a regular basis in order to improve its service.

- (6) The Company shall give a service warranty under specified conditions.
- (7) The Company shall keep confidential information of customers as secret under the terms and conditions of agreement and shall not disclose the same to any third party without prior written consent from the customers.

Our Practice in 2014

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

2.4.1.3 Responsibilities to Suppliers

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

Our Practice in 2014

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

2.4.1.4 Responsibilities to Creditors

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

Our Practice in 2014

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

2.4.1.5 Responsibilities to Trade Competitors

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

Our Practice in 2014

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

2.4.1.6 Responsibilities to Community, Society and Environment

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

Our Practice in 2014

The Company conducted CSR in Process activities as part of our responsibilities to the community, society and environment including hiring the local sub-contractors and purchasing construction materials from the local suppliers where our construction sites were located in order to promote and support their business in such community.

2.4.1.7 Responsibilities to Staff

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

Our Practice in 2014

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

2.4.2 CSR in Process

CSR in Process means the CSR activities inside the organization which relate to the process of business operations which are closely related to stakeholders of the organization e.g. shareholders, customers, suppliers, creditors, staff, etc. While CSR after Process means the CSR activities outside the organization and are not related to the process of business operations. For example, blood donation, book donation, plantation, etc.

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

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



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

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



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



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



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



Sample 5 - Safety Standards Training for Construction Workers



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

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

2.5 Internal Control and Risk Management

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

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

In addition, the Audit and Corporate Governance Committee also has the duty to consider selecting and nominating the auditor, including the audit fee; and consider disclosing the Company's correct and complete information in case of connected transactions and transactions which may have conflict of interest. In 2014, the Audit and Corporate Governance Committee convened 4 meetings, in which the Company's management attended each and every meeting. However, there was one meeting with the auditor without the management's presence for consideration of the financial statements for 2014 so as to independently make inquiries on the audit plan and other matters found during the audit.

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

2.5.2 Head of the Internal Audit Department

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

2.6 Connected Transactions

There was one related party transaction for the year end 31 December 2014 in launching Focus Ploenchit Condominium of the Company, whereby the price and conditions were determined in the ordinary course of business as follows:

Name of Person who may have conflict of interests	Relationship	Type/size of Transaction	Necessity and Reasonableness of the Transaction
Perasia (Thailand) Limited	Mr. Jeremy Lechemere King is an authorized director of Focus and of Perasia (Thailand) Limited	Perasia (Thailand) Limited purchased two units of 'Focus Plenchit' condominium which is one of Focus's projects at 6,190,844 Baht and 7,561,573 Baht respectively	Perasia (Thailand) Limited purchased the condo units at the same rate that Focus offered to any other customers.

In addition, there was another related party transaction for the year ended 31 December 2014 which the Company purchased the copyrighted software at the price and under the conditions in the ordinary course of business as follows:

Name of Person who may have conflict of interests	Relationship	Type/size of Transaction	Necessity and Reasonableness of the Transaction
Mr. Anucha Sihanatkathakul	Being an authorized director of Focus and of Data in Motion Co., Ltd.	Focus purchased the copyrighted software, i.e. Microsoft, AutoCAD, Acrobat, altogether 163 sets at 1,963,900 Baht in total	Data in Motion Co., Ltd. sold the copyrighted software to Focus at the market price

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