

## Attachment No.5 - New Corporate Governance Policy 2014

**Focus**

*(Translation)*

FOCUS DEVELOPMENT AND CONSTRUCTION PUBLIC COMPANY LIMITED

NEW CORPORATE GOVERNANCE POLICY 2014

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(Translation)

**PART I - INTRODUCTION****CHAPTER I MESSAGE FROM THE CHAIRMAN OF THE BOARD OF DIRECTORS**

Focus Development and Construction Public Company Limited 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 Corporate Governance Policy 2004.

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 improve the Corporate Governance Policy 2004 and include new policies to be in line with the Principles on Good Corporate Governance 2012 of the Stock of Exchange of Thailand and the Guidelines on Corporate Social Responsibility of the Stock of Exchange of Thailand 2012, in particular, the Policy on Anti-Fraud and Corruption.

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

- Signature -



(Mr. Anucha Sihanatkathakul)  
Chairman of the Board of Directors  
13 August 2014

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(Translation)

## CHAPTER 2 VISION, MISSION AND VALUE OF THE COMPANY

### VISION

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

### MISSION

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

### VALUE

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



**Focus***(Translation)***PART II - CORPORATE GOVERNANCE POLICY****CHAPTER I POLICY ON SHAREHOLDERS' RIGHTS AND EQUITABLE TREATMENT TO SHAREHOLDERS**

Shareholders have the right of ownership by controlling the Company through the appointment of the Board of Directors to act on their behalf and have the right to make decisions on any significant changes of the Company. The Board of Directors realizes and takes into account the shareholders' rights in business operations of the Company and supports and encourages shareholders to exercise their full rights and shall not do any acts to violate or dilute shareholders' rights. The Board of Directors shall monitor shareholders' meetings in strict compliance with relevant laws and regulations, taking into account the shareholders' rights and shall omit any acts which could limit the exercise of shareholders' rights, including minority shareholders and institutional shareholders in Thailand and abroad. Therefore, the Company's guidelines on this policy are as follows:

**1.1 Shareholders' Meeting****1.1.1 Prior to the Shareholders' Meeting**

(1) Shareholders shall receive a notice of shareholders' meeting and all supporting documents not less than 21 days in advance in order for shareholders to have enough time to study the information in advance prior to the shareholders' meeting.

(2) A notice of shareholders' meeting and all supporting documents shall be prepared in Thai and English languages with complete and correct information and details in connection with the date, time and place of the shareholders' meeting, agenda and Board of Directors' opinion.

(3) All shareholders shall have equitable access to the news and information, in particular, the information on shareholders' meetings and supporting documents publicized by the Company through the online news of the Stock Exchange of Thailand or the SET and/or the Company's website [www.focus-pcl.com](http://www.focus-pcl.com) prior to the shareholders' meeting date.

(4) The Company gives shareholders a chance to propose an agenda for consideration of a shareholders' meeting according to the rules and procedures publicized by the Company through the online news of the SET and/or the Company's website [www.focus-pcl.com](http://www.focus-pcl.com).

(5) The Company gives shareholders a chance to propose the name of new director(s) for consideration of a shareholders' meeting according to the rules and procedures publicized by the Company through the online news of the SET and/or the Company's website [www.focus-pcl.com](http://www.focus-pcl.com).

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(6) Any shareholders, who are unable to attend a shareholders' meeting in person, may appoint any persons or independent directors of the Company to be their proxies.

(7) Shareholders may send their questions in advance to the Company prior to the shareholders' meeting date by post mail or telefax or email to the Company Secretary as convenient as follows:

Company Secretary  
Focus Development and Construction Public Company Limited  
9<sup>th</sup> Floor, Alma Link Building, No. 25 Soi Chidlom, Ploenchit Road,  
Kwaeng Lumpini, Khet Pathumwan, Bangkok 10330  
Tel. (662) 650 3105-9 ext. 400, Fax (662) 650 3065-6  
Email Address: [CompanySecretary@focus-pcl.com](mailto:CompanySecretary@focus-pcl.com)

**1.1.2 Shareholders' Meeting Date**

(1) The Company shall use the computer or modern technology to register shareholders who attend a shareholders' meeting and count the votes for convenience and speed and accuracy of the information.

(2) The Company shall provide ballots to shareholders to exercise their voting rights for all agenda items.

(3) Before proceeding the meeting to consider various matters listed in the agenda, shareholders shall receive an explanation concerning the rules and procedures on voting and counting the votes.

(4) The Company shall not add or change any meeting agenda other than those specified in the notice of shareholders' meeting and shall not change any significant information without giving an advance notice to shareholders.

(5) The Company's Board of Directors and management shall attend every shareholders' meeting and shall give shareholders a chance to ask questions, to give their opinion and to receive an explanation from directors and management in relevant agenda.

(6) The Company shall support and encourage an independent party to observe the counting of the votes in a shareholders' meeting and shall disclose the name of such person to the shareholders' meeting and record his/her name in the Minutes of the meeting.

(7) The counting of votes and disclosure of the votes in each agenda shall be conducted in a transparent and auditable manner.



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### 1.1.3 After the Shareholders' Meeting

(1) The resolutions of the shareholders' meeting and results of the votes in each agenda shall be reported by the Company through the online news of the SET not later than 9.00 a.m. of the working day following the shareholders' meeting date.

(2) The Minutes of shareholders' meeting shall specify an explanation to shareholders on the voting rules and procedures, the questions asked by shareholders, explanation of directors or management and the results of the votes in each agenda of the shareholders who agree, disagree and abstain from voting and shall record the names of directors and management who are absent from the meeting.

(3) The Minutes and video of the shareholders' meeting shall be publicized on the Company's website [www.focus-pcl.com](http://www.focus-pcl.com) within 14 days after the shareholders' meeting with the notification of this matter to shareholders through the online news of the SET.

### 1.2 Protection on Insider Trading of the Company

The Company has the policy to prohibit directors, management and staff of the Company to use significant internal information of the Company which has not yet been disclosed to the public, either for the benefits of their own or any other persons. Therefore, the Company's guidelines on this policy are as follows:

1.2.1 Directors and management are required to give a report to the SEC Office with a copy to the Company on the holding of the Company's securities of their own, their spouses and their children who have not reached the legal age according to Section 59 of the Securities and Securities Exchange B.E. 2535 and relevant announcements.

1.2.2 Directors and management are required to give a report to the SEC Office with a copy to the Company on any changes of the holding of the Company's securities of their own, their spouses and their children who have not reached the legal age according to Section 59 of the Securities and Securities Exchange B.E. 2535 and relevant announcements.

1.2.3 The Company prohibits its directors, management and staff who know the internal information to disclose such information to any third parties or any persons who are not in charge and also to abstain from trading the Company's securities during one month before the Company's disclosing its financial statements or significant information concerning the Company's operations to the public.

1.2.4 The Company shall disclose its business operations and significant news and information which shall give an impact to the price of the securities and to the financial statements within 45 days from the end of each quarter and 60 days from the end of the accounting period.

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## CHAPTER 2 POLICY ON THE ROLES OF STAKEHOLDERS

Stakeholders who are involved with the Company's business operations mean shareholders, staff, customers, creditors, business partners, competitors, community, society and environment.

The Company has the policy to treat each of these stakeholders according to their rights as specified by laws and agreements. The Company shall support and encourage the participation of all stakeholders to develop the Company for sustainable growth of the Company and shall disclose sufficiently the important news and information to stakeholders. Therefore, the Company's guidelines on this policy are as follows:

### 2.1 Responsibilities to Shareholders

2.1.1 The Company shall carry out the business according to the laws, objectives, Articles of Association, resolutions of the shareholders' meetings and Board meetings.

2.1.2 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.

2.1.3 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.

2.1.4 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](http://www.focus-pcl.com).

### 2.2 Responsibilities to Customers

2.2.1 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.

2.2.2 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.

2.2.3 The Company shall not take any advantage from customers or gain too much profits and shall determine fair trade terms.

2.2.4 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.



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2.2.5 The Company shall listen to opinion or suggestion of customers on a regular basis in order to improve its service.

2.2.6 The Company shall give a service warranty under specified conditions.

2.2.7 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.

### **2.3 Responsibilities to Business Partners**

2.3.1 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.

2.3.2 The negotiation on procurement shall be conducted in a transparent and auditable manner by comparing the quality and price.

2.3.3 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.

### **2.4 Responsibilities to Creditors**

2.4.1 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.

2.4.2 The Company shall disclose its complete and correct financial position to creditors in good faith.

### **2.5 Responsibilities to Trade Competitors**

2.5.1 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.

2.5.2 The Company shall not seek for any confidential information of competitors which is not in good faith or not in a proper manner.

2.5.3 The Company shall not ruin the reputation of the trade competitors with an unfair trade competition.

2.5.4 The Company shall not tackle the trade competitors or make them lose their trade opportunity in an unfair manner.

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### 2.6 Responsibilities to Community, Society and Environment

2.6.1 The Company shall carry out the business with the responsibilities to community, society and environment.

2.6.2 The Company shall support and encourage the conservation and optimization of the use of natural resource and energy in the work process.

2.6.3 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.

2.6.4 The Company shall strictly comply with the laws on natural resource and environment and all other relevant laws.

### 2.7 Responsibilities to Staff

2.7.1 The Company shall provide reasonable and fair remuneration to staff, based on their knowledge, competency, experience, responsibility and performance.

2.7.2 The Company shall take care of the working environment for the safety of life and property of the staff.

2.7.3 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.

2.7.4 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.

2.7.5 The Company shall strictly comply with the labour laws and regulations and all other relevant laws.

2.7.6 The Company shall listen to the opinion and suggestion of staff of all levels on an equal basis.

2.7.7 The Company shall treat staff in a polite manner and shall respect the human dignity.

2.7.8 The Company shall provide staff complaint system in order to provide fairness to all staff.

**Focus***(Translation)***CHAPTER 3 POLICY ON DISCLOSURE OF INFORMATION AND TRANSPARENCY**

The Company shall disclose its financial information and significant information concerning the business operations in a correct and timely manner according to the generally accepted accounting standards through the online news of the SET and the Company's website [www.focus-pcl.com](http://www.focus-pcl.com) under the following guidelines:

3.1 The information disclosed to investors must be correct and would not cause any misleading and would be sufficient for decision making of investors.

3.2 The Company shall report the corporate governance policy, risk management and important issues in carrying out the Company's business together with the compliance of such policy in the Annual Report (Form 56-2) which will be publicized on the Company's website [www.focus-pcl.com](http://www.focus-pcl.com).

3.3 The Company shall provide the Management Discussion and Analysis or MD&A in supporting the disclosure of quarterly financial statements for investors' information and better understanding on any changes of the Company's financial position and business operations in each quarter.

3.4 The Company shall disclose the remuneration of directors and auditors in the Annual Registration Form (Form 56-1) and the Annual Report (Form 56-2) which will be publicized through the online news of the SET and the Company's website [www.focus-pcl.com](http://www.focus-pcl.com).

3.5 The Company shall disclose the roles and duties of the Board of Directors and committees, number of meetings and number of the meetings each director attended in the previous year and their opinion in the Annual Registration Form (Form 56-1) and the Annual Report (Form 56-2) which will be publicized through the online news of the SET and the Company's website [www.focus-pcl.com](http://www.focus-pcl.com).



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(Translation)

## CHAPTER 4 POLICY ON THE RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board of Directors shall be independent in making decisions for the highest benefits of shareholders. There will be the clear separation of responsibilities between the Board of Directors and the management in order to comply with the laws and code of conduct. The Board of Directors shall consist of the persons who have a wide range of experiences and competency which are useful to the Company, including their dedication of time and efforts in performing their duties in order to strengthen the Board of Directors.

All directors well understand their duties and responsibilities and the nature of the Company's business and are prepared to express their opinion independently and always develop themselves. Directors shall perform their duties in good faith and with care and due diligence, taking into account the highest benefits of the Company and fairness to all shareholders.

Therefore, the Company's directors' powers and duties are as follows:

### 4.1 Scope of Powers and Duties of the Company's Board of Directors

4.1.1 Directors shall perform their duties according to the laws, the Company's objectives, Articles of Association and resolutions of shareholders' meetings.

4.1.2 Directors shall not be partners or directors in any business which compete with the Company's business, unless the shareholders' meeting has been notified of this matter before appointing such directors.

4.1.3 A director shall inform the Company without delay in case he or she has an interest in any contract made with the Company or in case he or she holds securities of the Company and make any changes thereto.

4.1.4 The Board of Directors of the Company shall have the powers to appoint the Management Committee and other committees in order to conduct on any matters. The Board of Directors shall have the powers to determine the authorized directors who can sign to bind the Company. However, the following actions require a prior approval from a shareholders' meeting:

- (1) the matters required by laws to be approved by a shareholders' meeting
- (2) the transactions which a director has an interest are required by laws or the SET's regulations to be approved by a shareholders' meeting. However, the important matters which require an approval of a Board meeting and a shareholders' meeting with not less than three-fourths of the total votes of shareholders attending the meeting who have the right to vote, including the capital increase, capital reduction, issuance of debenture, sale or transfer of the Company's business whether in whole or in substantial part to any other person, purchase or transfer of business of any other company to the Company, amendment to the Memorandum and Articles of Association, etc. However, any director or person who has conflict of interest or has an interest in any matter shall have no right to approve such matter.

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The Board of Directors shall provide various committees to study and screen the work as necessary in case the neutrality is required in decision making and determining policies, roles, responsibilities, work process, for example, the proceedings of meetings and reporting to the Board of Directors. At present, the Board of Directors has appointed the following four committees:

- (1) Audit Committee
- (2) Nomination and Remuneration Committee
- (3) Investment Committee
- (4) Construction Management Committee

### 4.2 Scope of Powers and Duties of the Audit Committee

4.2.1 Review financial reports for accuracy and sufficiency.

4.2.2 Review the internal control system and the internal audit for appropriateness and effectiveness.

4.2.3 Consider the independence of the internal audit unit and give opinion in appointing, transferring or terminating the head of the internal control unit.

4.2.4 Review the Company's compliance with the laws on securities and securities exchange, the SET's regulations and other laws relating to the Company's business.

4.2.5 Select and propose for an appointment of independent persons to be the Company's auditors and propose their remuneration and attend meetings with auditors without the management at least once a year.

4.2.6 Consider related party transactions or conflict of interest transactions to be in compliance with the laws and regulations of the SET in order to ensure that such transactions are reasonable for the highest benefits of the Company.

4.2.7 Prepare the Audit Committee Report signed by the Chairman of the Audit Committee which shall be disclosed in the Annual Report of the Company and contain at least the following contents:

(a) Opinion on the accuracy, completeness, trustworthiness of the financial report of the Company

(b) Opinion on the sufficiency of the internal control of the Company

(c) Opinion on the compliance with the law on securities and securities exchange, the SET's regulations or other laws relating the Company's business

(d) Opinion on the appropriateness of auditors

(e) Opinion on conflict of interest transactions

(f) Number of Audit Committee Meetings and attendance of each audit committee

(g) Overall opinion or observation of the Audit Committee received from performing their duties under the Charter

(h) Other transactions which shareholders or general investors should know subject to the scope of duties and responsibilities assigned by the Board of Directors



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4.2.8 In performing the duties, if the Audit Committee find or doubt that the following transactions or actions could give a significant impact to the Company's financial position and business operations, the Audit Committee shall report such matter to the Company's Board of Directors for correction within the period of time they may think fit:

- (a) Conflict of interest transactions
- (b) Fraud or irregularity or key mistakes in the internal control system
- (c) Violation of the law on securities and securities exchange, the SET's regulations relating to the Company's business. If the Company's Board of Directors or the management fails to make any corrections thereto within the specified period of time, the Audit Committee may report such transaction to the SEC Office or the SET.

4.2.9 Support and follow up for the Company to have the efficient risk management system.

4.2.10 Improve and develop the Charter of the Audit Committee and proposed the same for a Board approval.

4.2.11 Perform any other duties as assigned by the Company with the concurrence of the Audit Committee.

### 4.3 Scope of Powers and Duties of the Nomination and Remuneration Committee

4.3.1 Propose and review the guidelines on the payment method of remuneration, the annual bonus and the meeting fee both in cash and non-cash, including various welfares of directors, managing director, senior management and committee members for consideration of the Board of Directors.

4.3.2 Determine the rules on performance appraisal of the Chairman of the Board and the Managing Director before presenting to the Board of Directors for consideration on a yearly basis.

4.3.3 Consider the conditions of an offering of new securities (or warrants for purchase of shares) to directors and staff and consider the appropriateness and concurrence in case of allocation of securities in excess of 5% of the total securities to any directors or staff. Provided, however, that the Nomination and Remuneration Committee shall have the right to give concurrence only in case no members in the Nomination and Remuneration Committee are allocated of securities in excess of such 5%.

4.3.4 Report the work progress and performance to the Board of Directors after the meeting of the Nomination and Remuneration Committee in the previous year to shareholders in the Annual Report of the Company and in the Annual General Meeting of Shareholders.

4.3.5 Consider reviewing the Charter of the Nomination and Remuneration Committee for a Board approval.

4.3.6 Perform any other duties as assigned by the Company's Board of Directors.

The Nomination and Remuneration Committee may request the Management, department heads or relevant staff to give opinion, attend the meeting or provide any relevant information as they may think fit.



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4.3.7 Determine the rules and policy in nominating the board members and committee members of the Company.

4.3.8 Consider nominating directors and committee members from appropriate persons for an approval of the Company's Board of Directors and/or shareholders' meeting as the case may be.

4.3.9 Consider nominating an appropriate person to be the Executive Chairman and the Managing Director in case of vacancy occurring therein.

### 4.4 Scope of Powers and Duties of the Investment Committee

4.4.1 Determine the investment guidelines and strategies

4.4.2 Consider and approve an investment in instruments or securities of each type according to the Company's investment procedures

4.4.3 Consider and select instruments or securities to invest according to the Company's investment procedures

4.4.4 Consider the acquisition or disposition of large size or high value assets which give an impact to the Company's financial position

4.4.5 Prepare an investment situation report

4.4.6 Perform any other duties as assigned by the Board of Directors

4.4.7 Invest in short term securities or trading portfolio

4.4.8 Invest in long term investment portfolio or for sale

4.4.9 Invest in large size or high value assets

### 4.5 Scope of Powers and Duties of the Construction Management Committee

The Construction Management Committee has been authorized by the Board of Directors to have the powers to act on behalf of the Company as specified in the Authority Table as follows:

4.5.1 Having the power to manage and administer the Company's business according to the Company's objectives, Articles of Association, resolutions of shareholders' meetings and Board of Directors in all respects

4.5.2 Having the power to approve general affairs, for example, a procurement of vehicles, construction machinery and equipment, etc.

4.5.3 Having the power to approve construction projects

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(Translation)

4.5.4 Change of organization structure

4.5.5 Management and operation, issuance, change or cancellation of orders

4.5.6 Determine a business plan, management powers, annual operating budget and expense budget and carry out the business plan and strategies to be in line with the business policies and guidelines as approved by the Company

4.5.7 Perform any other duties as assigned by the Board of Directors

4.5.8 The Management Committee may not approve or be involved or participate in business operations, do business or conduct any transactions in which they or any persons may have an interest or conflict of interest with the Company

### 4.6 Scope of Powers and Duties of the Managing Director

The Managing Director shall have the power to manage and control the carrying out of the Company's normal course of business and approve any regular transactions listed in the Authority Table as approved by the Board of Directors. In addition, the Managing Director shall have the power to carry out any matters as assigned by the Board of Directors, and to assign any other person as he or she may think fit to handle and carry out any matters as necessary and appropriate in his/her discretion. However, the Managing Director or a person so authorized by the Managing Director may not approve or be involved in or do business or conduct any transactions in which they or any persons may have an interest or conflict of interest with the Company.

## **Focus**

*(Translation)*

### **CHAPTER 5 POLICY ON HUMAN RESOURCE MANAGEMENT**

Directors and management well realize that our staff are the most valuable assets of the Company and are the key factors to bring success and sustainable growth to the Company. Therefore, the Company's guidelines on this policy are as follows:

(1) Directors and management shall administer the staff remuneration in a fair and equitable manner, taking into account their knowledge, competency, experience, responsibility and performance.

(2) Directors and management shall set up the human resource management system in order to speed up and streamline the business.

(3) Directors and management shall support and encourage the staff to educate themselves for additional knowledge to develop themselves on a regular basis to enhance the efficiency and effectiveness.

(4) Directors and management shall support and encourage staff to have good quality of life at work with safety and good health.



**Focus***(Translation)***CHAPTER 6 POLICY ON ACCOUNTING AND FINANCE**

- (1) The accounting and finance shall be recorded accurately, correctly and auditably.
- (2) The accounting and finance records shall be supported by sufficient documents as complete and correct records.
- (3) Accounting staff shall comply with relevant laws and regulations in order to have correct and complete accounting and finance records.

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### CHAPTER 7 POLICY ON INTERNAL CONTROL

The Company shall provide the good and efficient internal control under the acceptable risk level as appropriate for each situation with the periodical follow-up in order to improve various measurements to be appropriate with the changing situation and environment. Therefore, the Company's guidelines on this policy are as follows:

- (1) The management and staff shall realize the importance of the internal control.
- (2) Standards, format and internal control method shall be determined as appropriate to the situation that may occur.
- (3) The management and staff shall provide the balance between the streamline of operation and the sufficient level of the internal control and the cost of the internal control must be worth with the benefits to receive.
- (4) Staff of all levels shall realize the importance of every internal control measurement provided by the Company on a regular basis.

**Focus***(Translation)***CHAPTER 8 POLICY ON RELATED PARTY TRANSACTIONS**

The Company shall consider taking an action concerning related party transactions in a correct and transparent manner and the sufficient disclosure shall be made on this matter. Therefore, the Company's guidelines on this policy are as follows:

(1) Directors, management and staff must inform the Company of the relations or related party transactions which may create any conflict of interest with the Company.

(2) Directors, management and staff may conduct any related party transactions only with an approval of a Board meeting in which case no directors or management who have an interest shall participate in approving such transactions and there shall be no extraordinary terms and conditions.

(3) In case there is any related party transaction which is under an approval of the Management, related department must present this matter to the Audit Committee to review the reasonableness of such transaction.

(4) In case there is any related party transaction which requires an approval from the Board meeting or the shareholders' meeting, the related department must present this matter to the Audit Committee to review the reasonableness of such transaction and propose to the Board of Directors and a shareholders' meeting to approve.

(5) The Company shall disclose related party transactions in the Annual Registration Form (Form 56-1) and the Annual Report (Form 56-2) or any other forms of reports as the case may be.

(6) The related party transactions must be reviewed under the audit plan of the internal control unit with a report to the Audit Committee and there must be the measurements on control, audit, monitoring on the random check of the actual and correct transactions to be in compliance with the contracts or policies or conditions as specified therein.





(Translation)

## CHAPTER 9 POLICY ON ANTI-FRAUD AND CORRUPTION

The Company has the Policy on Anti-Fraud and Corruption of all nature. All directors, management and staff shall not take part in or participate in any fraud and corruption, and shall not give and take any bribe or seek any benefits which are against the laws and good morals of all nature whether directly or indirectly, and shall review the compliance of the anti-fraud and corruption policy on a regular basis. Therefore, the Company's guidelines on this policy are as follows:

(1) All directors, management and staff shall comply with the policy on anti-fraud and corruption by not taking part in or participating in any fraud and corruption whether directly or indirectly.

(2) Staff of all levels shall realize that the fraud and corruption is not acceptable as organizational culture of the Company.

(3) Any staff who is involved or takes part in the fraud and corruption must be punished by disciplines and laws.

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

Internal Audit Department

Focus Development and Construction Public Company Limited

9<sup>th</sup> Floor, Alma Link Building, No. 25 Soi Chidlom, Ploenchit Road,

Kwaeng Lumpini, Khet Pathumwan, Bangkok 10330

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

Email Address: [InternalAudit@focus-pcl.com](mailto:InternalAudit@focus-pcl.com)

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

**Focus***(Translation)***CHAPTER 10 POLICY ON NON-VIOLATION OF INTELLECTUAL PROPERTY**

The Company's policy is not to support any actions in violating intellectual property under the following guidelines:

- (1) The results from performing the duties of the management or staff shall be the intellectual property of the Company.
- (2) Staff is not allowed by the Company to use in the Company's business any works or software or computer program which violates the intellectual property.

## **Focus**

*(Translation)*

### **CHAPTER II POLICY ON NON-VIOLATION OF HUMAN RIGHTS**

The Company has the policy on non-violation of human rights that the Company shall not do any acts which is the discrimination against any persons whether because of sex, nationality, religion, status, economic or social position, etc. and shall apply this policy to the employment of work, assignment of work, promotion or transfer of position and determination of remuneration.

The Company opposes any actions seeking benefits from human trading, child labour which is lower than the legal age under the laws and shall not enter into any transactions with any persons who violate the human rights.