

Part 2 Management and corporate governance

Shareholding Structure And Dividend Transactions

1. Securities and Shareholder Information

1.1 The Registered Capital and Paid-up Capital

(1) Common Stock

As on December 31, 2015 the company had registered capital of Bt2,100,000,000 (4,200,000,000 ordinary shares with 0.50 Baht per value) with issued and paid-up share capital of Bt2,100,000,000 (4,200,000,000 ordinary shares).

After the initial public offering, the company has paid-up capital 2,100,000,000 Baht (4,200,000,000 ordinary shares with 0.50 Baht per value).

(2) Preference share

-None-

1.2 Shareholders Structure

At the closing date of registrar book dated on December 30, 2015, 10 major shareholders are as follows:

Number	Name – Surname	Number of Shares (Shares)	% of Shareholding
1.	Mr. Tanongsak Manotamraksa	1,200,000,000	28.571
2.	Mr. Boonyong Sawatyanon	330,000,000	7.857
3.	Mr. Pongsak Sawatyanon	317,250,000	7.554
4.	Mr. Yongsil Rungchiwa	233,281,100	5.554
5.	Mr. Peera Neerapitak	112,500,000	2.679
6.	Mr. Prayod Suksrikan	95,000,000	2.262
7.	Thai NVDR co.,ltd	69,026,613	1.644
8.	Mr. Piruj Neerapitak	67,500,000	4.607
9.	Miss Supawan Sawatyanon	63,303,000	1.507
10.	Mr. Sompong Chonkadeedumrongkul	46,153,100	1.099

1.3 The issuance of other securities

- None-

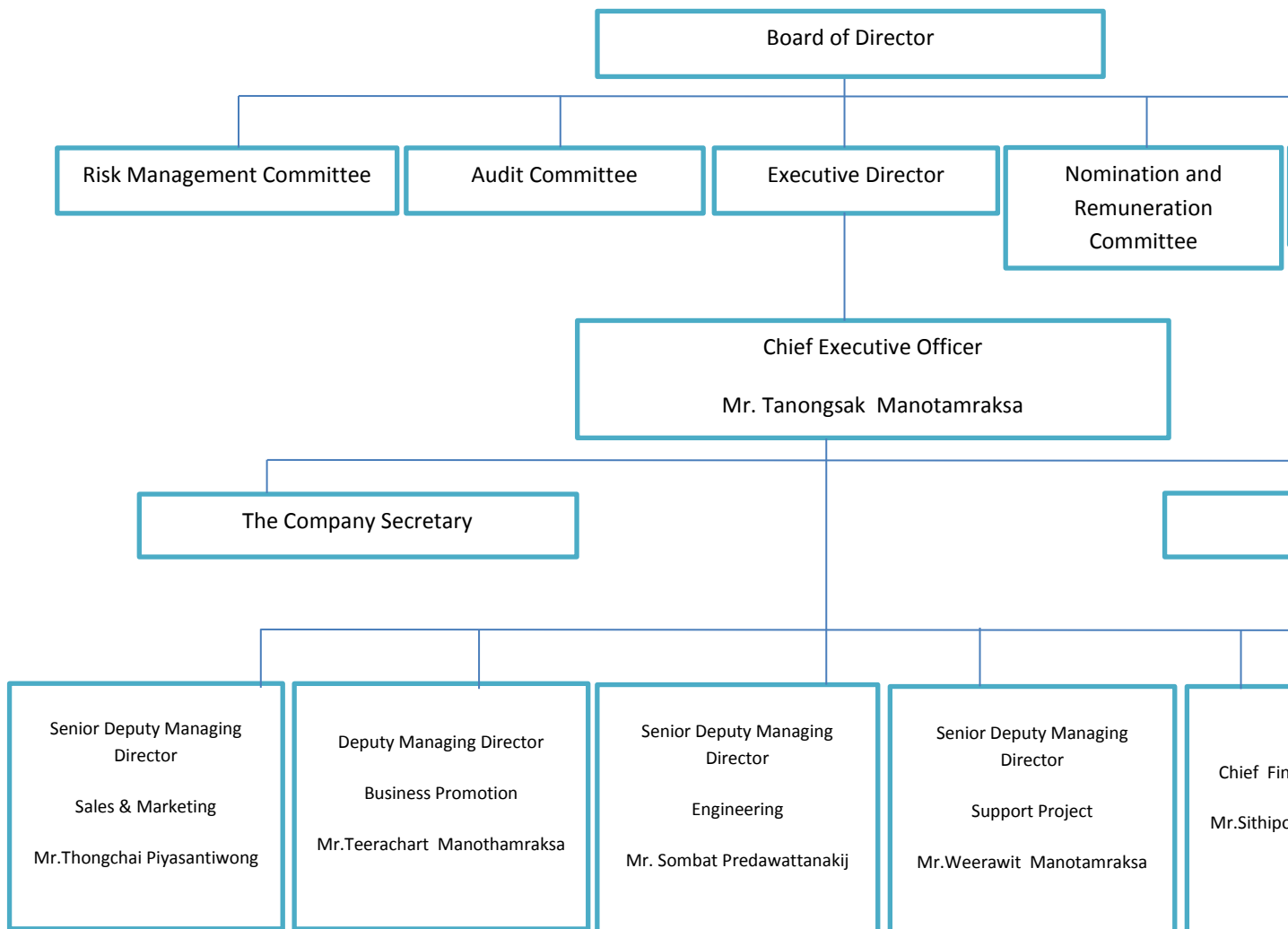
1.4 Dividend Payment Policy

The dividend policy of J.S.P. Property Public Company Limited is ,to pay dividend at the rate of not more than 40% of net profit of the Company's separate financial statement after all deductions as required by law or by the Company (if any). However, Dividends are subject to change without notice base on the results of operations, financial statement, liquidity, the need of operate capital for working, investment plans, the future growth, market conditions and other factors as appropriate to operation and management of the company. It's under the condition as the company must have enough cash for the business and the operation will be most benefit to shareholders by follows the appropriate agreement of the Board of Directors and shareholders.

As of memorandum of association was approve the payment of dividend will be presented for approval at the Annual General Meeting except for the interim dividend. The Board of Directors are authorized to pay an interim dividend, then reported to the General Meeting in the next meeting

No.	Date	Dividend per Share	resolutions
1.	31 March 2015	0.10 Baht	As of memorandum of associate no. 2/2015 on March 2,2015
2.	8 September 2015	0.08 Baht	As of memorandum of associate no. 5/2015 on August 10,2015

Organization Structure



Corporate governance

The Board of Directors, J.S.P. property plc. recognize the importance of management according to good corporate governance and social responsibility by firmly believe that having a good management system is transparent and audited. Internal control systems are adequate and appropriate, coupled with respect for the rights and the equitable treatment of shareholders and responsibility to stakeholders, as factors that will lead to progress, stability, and sustainability.

1. Corporate governance policy

Board of Directors meeting No. 7/2558 (2015) 2558, November 12, performing a manual update corporate governance policy by additional policies and practices covering all 5 categories, consisting of 1) right of shareholders 2) shareholders' rights to equitable treatment of shareholders 3) role of stakeholders 4) disclosure and transparency 5) the responsibility of the Board of Directors for Directors, management and all employees of the company and its subsidiaries as operational guidelines. As follows:

- 1. Director, The management and all employees are committed to the implementation of the principles of corporate governance, Business ethics, Ethics Committee in the company's operations.*
- 2. The Director's ethics and business conducted, the management and the employees are considered a discipline that every employee must abide strictly. Any Violation will be disciplined in the practice.*
- 3. Director, The management and all employees must act with responsibility, careful and lawful regulations of the company, including the related announcement.*
- 4. The company's internal control system and risk management system is appropriate to ensure that the accounting system and financial reporting is correct and reliable.*
- 5. Treat employees with fairness, awareness, promotion and cultivation of virtue ethics, coupled with the development of the potential of continued personnel.*
- 6. Complete the management structure of the company to define the roles, duties and responsibilities of the Board of Directors and Executives clearly*
- 7. Complete the disclosure information to communicate with important and timely to provide shareholders and other stakeholders of the company cover all receive equally significant information by providing a communication channel with the appropriate company*
- 8. Manage conflict of interest matters and items associated with the best interests of the company.*
- 9. Combating corruption and does not infringe the intellectual property rights as well as the respect of human rights principle.*
- 10. Complete the business with social responsibility, community and the environment, including all stakeholders, which leads to sustainable development.*

In addition, there is a review of ethics and conduct of the directors. Company executives and employees s. J.S.P. Property public company limited and subsidiaries (Code of Conduct) by adding a header to report violations or non-compliance with the code of conduct "How to submit a complaint or information, in violation of or non-compliance with the code of conduct and measures to protect and mitigate damage to report. Those complaints or who cooperate in reporting violations or non-compliance with the code of conduct". This guide has been published corporate governance policy and code of conduct and ethics in business operations on the company's Web site (www.jsp.co.th), so that third parties are informed and communicate through internal company Intranet system so that the Committee, Executives and employees of the company acknowledge and properly implemented, including as part of the operating manual, new employees assigned to everyone by the way leadership executive education employees must understand the code of ethics and conduct, operates with a signed contract.

Code of conduct of management and employees is considered a discipline that all employees maintain and strictly abide if employees who violate or do not comply will be considered disciplinary penalty.

Director, Management and all employees, including employees in the subsidiary is obliged to follow, and encourage other people to follow a code of ethics. The following action is unethical.

1. Non-compliance with the code of conduct.
2. Introduction Promote or encourage others not to follow a code of ethics.
3. Ignore, neglect. When found in violation of or non-compliance with the code of conduct. In the case that they knew or should have known because it is related to the work under its responsibility.
4. Do not cooperate or obstruct the investigation. Find out the facts of the investigation, claiming there has been a breach or non-compliance with the code of conduct.
5. An equitable action on others because there is no reporting or non-compliance with the code of conduct.

Action in such unethical procedures considered and punished according to the regulations of the human resources department. In addition, if there is misconduct of such legality, is punishable by law with.

In the past year 2558, Director, Executives and employees of the company and its subsidiaries Compliance policy guide to good governance by the Code of ethics and conduct, operates, including related policies. Details are as follows:

Section 1: Rights of Shareholders

The company provides important shareholder rights policy, therefore, encourage and facilitate all shareholders. All stakeholders, including shareholders, institutional category, get all the fundamental rights as an investor in the company and the owner of the securities be treated equally in the buy, sell, or transfer any securities which independently. To receive a share of the profits from the company's shareholders meetings, proposed agenda in advance, nominated for election as directors comments questioning the decision to proceed or not to proceed in matters that have no material impact on the company, such as election of Directors. The remuneration Committee Appointment of Auditors and audit the configuration approval, other transactions that affect the direction of the company's business operations, including the company's data was received correctly and equally timely, sufficient for decision making in every story.

In addition, the company's policy is to define the structure of the shareholding is not a pyramid or a cross between the group in order to protect dominance from the management or controlling and management, as well as a lack of transparency and efficiency.

In the year 2558 company held by the shareholders meeting, regulatory compliance is to facilitate and encourage shareholders to everyone. All stakeholders, including shareholders, as institutional investors attended a meeting of the company and several equally entitled, as follows:

1.1 Right to receive share certificates and rights in the sale or transfer of the shares

The appointment of the company's securities depository company (Thailand) co., Ltd. acts as Registrar for the shareholders for the implementation of the company's securities Registrar

1.2 Right to propose the agenda in advance. Nominate for appointment as directors, and questions about the company.

Define clear criteria in the proposed agenda for the shareholders ' meeting and election to nominate a Director for at least 1 month in advance before the end of the account to allow minority shareholders to participate in the selection of Directors and corporate governance qualified. To maximize the benefits of the shareholders all stakeholders By applying such criteria is published on the company's Web site (www.jsp.co.th).

Moreover, Corporate Governance Committee will scrutinize and propose to the Board of Directors ' meeting to consider the case of the agenda in the notice of meeting will inform the company that the agenda is set by the shareholders. In the case of section Board of Directors, rejecting the offer to shareholders, the company will clarify the agenda is packed, the reason, aware of the shareholders ' meeting.

Consider a person who has been nominated as Director. The Board nomination and remuneration

Committee will scrutinize and propose appropriate qualification per meeting of the Board of Directors for consideration.

For the annual general meeting 2559 of shareholders, the company has introduced such criteria is published on the company's Web site (www.jsp.co.th) in the investor relations section under the heading information for shareholders/shareholders ' meeting and the news published in the website of the stock exchange since November 16 – December 30 2558 so that minority shareholders have a chance to nominate Director. And this whole meeting agenda Ask in advance about the agenda or any other question, the company will allow shareholders to submit questions in advance by defining the method documented in the meeting invitation, and published on the website of the company (www.jsp.co.th) in the investor relations section under the heading information for shareholders/shareholders ' meeting.

1.3 Right to attend shareholders ' meetings

The company's policy is as follows:

1.3.1 Company's notice of meeting, along with shipping information, according to the agenda, with enough details to decide. Identify the purpose and the reasons for the opinion of the Committee including statement of those stocks. To the shareholders and institutional investors have complete information in advance of the date of the shareholders ' meeting not less than 14 days.

The annual general meeting of shareholders on April 24 2558, the company shipped 2558 invitation to shareholders in advance of no less than 14 days before the meeting.

1.3.2 Facilitate shareholders who cannot attend the meeting manually. Shareholders can illegally to someone, or at least one independent Director to attend the meeting and vote on. By proposing to use the proxy, the company shipped along with the meeting invitation.

Shareholders ' meetings in the past year, the company proposed a list of independent Director/Audit Committee member, 2 guests as the proxies from the shareholders.

1.3.3 Policy to facilitate the meeting of shareholders, meeting with sufficient size to accommodate the number of shareholders. Convenient travel, not far is the barrier to attend. Convince the disable, Security and emergency response will be attached to the map shareholders meeting in the meeting, including the date, time, select with the appropriate.

In 2558 and 2559, Company's annual shareholders meeting held at Grand Ballroom, 6th floor Best Western plus Grand Howard 50 charoenrat road. Bangkok Bangkok 10120 bang Kho Laem district due to transportation obstacle is not far to travel to attend meetings. Facilities and security ready for emergencies. Can attach a map to shareholders to consult detailed directions by general meeting and published on the website of the company (www.jsp.co.th) in the investor relations section under the heading information for shareholders/shareholders ' meeting?

1.3.4 Shareholder's opportunity to submit questions in advance of the meeting date by defined criteria which How to submit a question in advance and clearly inform the shareholders together with the invitation to deliver the company should publish such rules and procedures on the company's website (www.jsp.co.th).

The annual general meeting of shareholders in 2558, the company notifies shareholders to send questions in advance of the meeting to allow shareholders to receive the maximum benefit from the meeting, as well as to maintain the benefits of the shareholders fully. If you have any questions related to the agenda of the annual general shareholders ' meeting on the agenda which can submit questions at E-Mail: ir@jsp.co.th , vutita_s@jsp.co.th or by postal mail sent to Mr. Chawalit TarrkhunDet (Company Secretary) J.S.P. property public company limited, no. 43 54 SOI Rama II road, kwaeng samaedam bangkhuntien, Bangkok 10150 or fax: 02-894-8890 prior to the date of the shareholders ' meeting mentioned by specifying name, address, telephone number, that can be contacted.

1.3.5 Add channels to get information and news of shareholders by publishing via the company's website (www.jsp.co.th). Invitation to the shareholders ' meeting and the documents required to be published before the date of the meeting in advance. Not less than 21 days, so that shareholders can download meeting agenda information easily and thoroughly and have the time to study the

information in advance before receiving adequate information on the actual document format from the company.

Shareholders' meetings in the past year, the company published an invitation to the shareholders' meeting and the documents required in the company's Web site (www.jsp.co.th) in the investor relations section under the heading information for shareholders/shareholders' meeting of more than 30 days before the date of the meeting.

1.3.6 Before the start of the shareholders' meeting, the company will notify the shareholders to aware of how to use the right to vote and the right to comment on any questions, including those at the meeting according to the agenda during the meeting. Chairman of the meeting should allocate appropriate time to allow shareholders to have equal rights in the comments, and ask questions and doubts in a meeting.

In the annual general meeting of shareholders 2558, the company has notified quorum on the number of meeting participant, directors and executives attended the meeting including directors who cannot attend this meeting, the Auditors recommend that persons witness in vote counting that as a mediator, and the President has an opportunity to shareholders to volunteer witness in scoring with. Then be alerted to the corporate governance policies of the company care about the rights of shareholders fairly and equally, that the company has been operating in this meeting. As follows:

- Opportunity for shareholders to propose agenda and/or to nominate persons to be elected as directors by the company to the shareholders via the stock exchange of Thailand and the country announced on site of the company since December 17 2557 – January 31 2558, it appears that there are no shareholders to propose the agenda for and/or to nominate persons to be elected as directors.
- Opportunity for shareholders who cannot attend the meeting may, as an independent Director and Audit Committee member instead proxies for shareholders. Brief information is available, which, as noted in the notice of the annual general shareholders' meeting.
- Opportunity for shareholders to submit questions on various issues related to the agenda in advance by sending questions to the Secretary of the company and investor relations in order to be able to answer questions to all shareholders.

And be informed of the details in the Conference practice. As follows:

- Voting in a meeting held by the company's articles of Association, and 42 of the public limited companies Act section 102 paragraph 33 section Assembly 2, 4, 5, and art. 34, vote on various agenda items of shareholders have the votes equal to the number of shares and proxies. By giving one share equals one vote, voting is done by disclosure.
- Shareholders can vote to agree, disagree or abstain in each agenda, voting for shareholder disagree or abstain vote asking the hand up and down on the marked card confirm ballot along with signing the card. The staff will count the votes and recorded with BARCODE system, along with the confirmation card will store only the vote that is not seen by or vote it immediately. Section, you agree that shareholders, voting and signing the card, without lifting the hand, and officials will retain the ballot with the see after the meeting, which will be completed with the officers standing waiting for the exit gate card.
- The votes will be counted only shareholders who vote disagree or abstain vote only. From such a vote is subtracted from the total votes of the shareholders who attended the meeting. The remainder of the score is considered to be a vote on the agenda with particular consideration of such a vote, regardless of the voting at the shareholders' intent by proxy the proxy form with. And the shareholders, directors or proxy, then the independent directors. The company will continue to agree with voting. Disagree or abstain from voting, according to the wishes of the shareholders listed in the proxy.
- The vote counting in each agenda will be counted from the vote of the shareholders attending the meeting and entitled to vote may vote by shareholders, and the number of votes on each agenda item. Because there may be some out of the shareholders' meeting.
- In the case of shareholders or their proxies would be back before the meeting ends, send all the remaining ballot officials point to register votes deducted from base in a meeting.

- In the case of registered shareholders to attend the meeting after the meeting has started. Shareholders have the right to vote, according to the agenda that hasn't been considered by the company to count the votes of shareholders attending the meeting during the meeting a quorum. Since the agenda has to vote to save the report in the next meeting.
- Card damaged, include a card with the vote more than 1 channel or the case has been struck down in the ballot with no sign that struck areas supervisory or case that has split the vote (voting to split the only CUSTODIAN only.) Damaged cards will be treated as a case of voting such as void.
- When you have finished processing the score then announce the meeting's acknowledge immediately to collect the completed score. by divided vote agree with disagree and vote and damaged cards (if any) by representing the percentage of shareholders ' resolutions must be used.
- The meeting will continue the meeting agenda set forth in the notice of meeting will be presenting information and opportunity for shareholders to offer any comments or questions in a particular agenda. If questions or issues that are to be proposed, not about a particular agenda, proposals or questions at the end of the meeting.

Also, let the shareholders are aware of how the voting agenda, such as in any agenda, any vote by majority vote which is not less than two-thirds of the total votes of shareholders attending the meeting, etc. By disclosed in the invitation to the shareholders ' meeting, and during the meeting.

1.3.7 The company's Board of Directors, including the company's Secretary, and the Committee should attend the meeting of shareholders at all times to answer questions and listen to the opinions of shareholders. Senior management should all attend shareholders ' meetings to answer questions. The annual shareholders ' meeting 2558, Board of directors Chairman, committees to all executives and Company Secretary attend meetings by unison. There are directors who did not attend the meeting number 1 person (position, Audit Committee member), because it is urgent to go to missions abroad. The company has informed our shareholders as it appears in the report, the annual general meeting of shareholders 2558.

1.3.8 Voting in the general meeting of shareholders, voting cards, use confirmed in agenda and bar code system used in the vote counting to ensure speedy, as well as a neutral agent has come to witness in vote counting and disclosed in the report of the meeting of shareholders with voting disagree and vote on every agenda item must have voting. The annual general meeting of shareholders 2558, the company said complying with competently.

1.3.9 Company shown the results of the general meeting of shareholders to the public, aware of the results of the voting on each of the agenda SET through the Portal of the stock exchange of Thailand and countries published on the website of the company later finished the meeting.

Later completed the annual shareholders ' meeting 2558, the resolutions of the meeting, the company has shareholders SET to receive via Portal of the stock exchange of Thailand by the country displays the results agree with. Disagree with both abstentions and voted in this past meeting, there are no cards and voting results, published in the company's Web site (www.jsp.co.th) in the investor relations section under press room/news from the stock exchange of Thailand.

1.3.10 Meeting notes, save, and save the integrity issues, questions and comments on the report to the important meeting so shareholders can examine. The company will have to save video images to retain the reference to meetings. In addition, the company Report of the shareholders ' meeting are published in the website of the company to the shareholders meeting has been considered, including sending it to the stock exchange of Thailand within 14 days from the date of the shareholders ' meeting.

The company has delivered a list of annual shareholders ' meeting, 2558 to the stock exchange of Thailand on May 8 2558 within 14 days, but the day of the meeting and published on the company's Web site (www.jsp.co.th) in the investor relations section under the shareholders '

meeting/Conference reports to the shareholders meeting, which considered such record integrity. There are questions and issues of critical comments to shareholders can be monitored and recorded video images by meeting published on the company's website (www.jsp.co.th) in the investor relations section under the topic and presentation activities.

1.4 Right of shareholders regarding dividends and share of profits of the company

In 2015, the company announced the suspension of dividend payment for the year 2014 and announced 2 payments of interim dividend as follows;

- 1st interim dividend payment: The names of shareholders who are eligible to dividend payment shall be recorded on March 17, 2015 (Record date) and collected pursuant to Section 225 of the Securities and Exchange Commission (SEC) by the closing of the register book to suspend the transfer of shares on March 18, 2015, and the date of dividend payment shall be on March 31, 2015. Dividend payment per share was 0.10 baht /share for a total dividend of 420 million Baht.
- 2nd interim dividend payment: The names of shareholders who are eligible to dividend payment shall be recorded on August 24, 2015 (Record date) and collected pursuant to Section 225 of the Securities and Exchange Commission (SEC) by the closing of the register book to suspend the transfer of shares on August 25, 2015, and the date of dividend payment shall be on September 8, 2015. Dividend payment per share was 0.08 baht /share for a total dividend of 336 million Baht.

The company discloses its dividend payment policy together with reasons and supporting information. In case of no dividend payment, clear reasons and supporting information will be given (Details on the topic: The dividend policy of the company and subsidiaries)

In addition, the company offers shareholders to receive dividend payments by transferring money into bank accounts (In case of dividend payments) to facilitate the shareholders to receive payment on time as well as prevent problems with lost or damaged checks.

1.5 Right of shareholders regarding remuneration for the company's directors

The company has the policy that allows the company's Board of Directors themselves to screen and nominate directors and consider their remunerations. The remunerations shall be competitive to the ones of a similar type of industry, and of the same size of business, and also consider from growth of the business and profit of the company. The remunerations are in the form of monthly commission and meeting allowances, they must be presented to the meeting of shareholders annually. This is in accordance with Article 34 of "the company directors' remuneration and compensation depending on the agreement of shareholders' meeting. Directors are entitled to receive remuneration from the company in terms of fees, bonus, pension or other ways. The foregoing resolutions shall remain in effect indefinitely until shareholders' meeting resolves otherwise.

The foregoing paragraph shall not affect the rights of employees. Any directors being the company's employee shall receive the director's remuneration in addition to his salary as employee including compensation and benefits as an officer or employee of the company. Compensation in the first paragraph and second paragraph shall not be inconsistent with the qualification of independent directors as required by law with the Securities and Exchange Commission to determine. "

Details of the remuneration for directors shall appears in "Remuneration of Directors and Executives"

1.6 The shareholders' right to obtain the adequate information on the company

The company discloses the information through various channels, namely, the Stock Exchange of Thailand (SET) portal and the company's website (www.jsp.co.th) in the Investor Relations section.

The company published its financial statements of each period, also conducted shareholders and investors' meeting at least once a quarter in Opportunity Day event to discuss financial results and provide an opportunity for shareholders, investors, analysts to inquiry the data. In 2015, the company has conducted Opportunity Day event 4 times on following dates;

On March 24, 2015

Opportunity day Q4/2014

On June 4, 2015

Opportunity day Q1/2015

On August 11, 2015

Opportunity day Q2/2015

On November 17, 2015

Opportunity day Q3/2015

1.7 The appointment of a certified auditor and the approval of the audit fee

Audit committee selects and sets auditor fee to propose to Board of Directors and shareholder's meeting. The proposed auditors have been under the Audit Committee's consideration on basis of qualification, quality, efficiency, not related to or concerned to the company, and appropriate remuneration.

Section 2 : Equitable Treatment of Shareholders

The company has a policy to support and emphasize equal and fair treatment of the shareholders to protect the fundamental rights of the shareholders including major and minor shareholders, institutions, and foreign shareholders. Hence, the company has established a policy of equitable and fair treatment to shareholders in compliance with the law and regulations.

2.1 The company facilitates foreign shareholders by posting all information including the shareholder meeting's invitation notice, proxy and annual shareholder meeting report in Thai and English

2.2 The company sets clear guidelines in advance to propose the meeting agenda item, nominate persons to assume the post of a director and send queries relating to the company at least one month in advance prior to the end of the accounting period. The company resolved to allow minority shareholders to participate in overseeing the company and propose the names of individuals to be elected as directors for best interests of shareholders. For such purposes, the company has publicized guidelines on the website of the company (www.jsp.co.th) to inform the shareholders and the general public.

The company's independent directors will consider and screen the proposed agenda items before submitting them to the Board of Directors. The agenda items approved by the Board of Directors shall be included in the next meeting's agenda. For the proposed agenda items that have not been approved by the Board of the Directors, the company will notify the shareholders, along with the reasons and explanations for the rejections, at the company's website.

The candidates must meet all the qualifications laid down by the company and give their consent to the candidacies. The Nominating and Remuneration Committee will then proceed according to the procedures to nominate, screen and select the proposed candidates to be submitted to the Board of Directors for further consideration.

2.3 The company notifies shareholder's meeting and its agenda on the Company's website at least 30 days prior to the meeting

2.4 The meeting will be conducted according to the agenda order notified in the meeting invitation notice without adding any agenda items which have not been notified in the meeting invitation notice.

2.5 The company treats its shareholders equally by placing emphasis on equality of both major and small shareholders and both Thai and foreign shareholders.

2.6 The company promotes the use of voting tickets for electing directors by allowing the shareholders to exercise their rights to elect directors individually.

2.7 The company disseminates the policy of the use of insider information to all directors, executives and employees of the company for acknowledgement and strict compliance to prevent directors and executives of the company from trading the company's internal information to outsiders.

Ethics on Treatment of Insider Information

1. The company has established a policy for protection of insider information in writing and informed everyone in the company. All directors and executives are required to report holdings of securities laws and are responsible for delivering the report to the Board of Directors.

2. Directors, executives and employees of the company and its subsidiaries are required to maintain confidentiality of information within the company and subsidiaries.
3. Directors, executives and employees of the company and its subsidiaries shall not expose confidential information of the company and its subsidiaries to disclose or seek benefits for themselves or for the benefit of any other person, whether directly or indirectly. Also, whether they receive compensation or not.
4. Directors, executives and employees (including their spouse and minor children) of the company and its subsidiaries are prohibited from buying and selling of the company's securities by using inside/ confidential information of the company and its subsidiaries that may cause damage to the company and its subsidiaries, whether directly or indirectly. Those who violate the regulations will be considered a serious breach.
5. Directors, executives and employees (including their spouse and minor children) of the company and its subsidiaries are prohibited from buying and selling of the company's securities during the period of one month prior to disclosure of financial statements to the public. Such prohibition covers the period prohibiting trading (Blackout Period) (24 hours after the disclosure of financial statements).
6. Directors, executives and employees of the company and its subsidiaries who know essential inside information that has influence on securities price must not buy or sell the company's securities for one month prior to the disclosure of financial statement to the public and they shall not disclose such essential information to other people.

The Company Secretary will provide a written notice to directors and executives as well as the departments, which had acknowledged inside information, during a month before the closing date of financial statements, requiring them not to disclose the information to external persons or unrelated persons. Furthermore, they are prohibited from selling or buying the Company's securities in the duration of one month before the financial statements are disclosed to the public. Such prohibition covers the period prohibiting trading (Blackout Period) (24 hours after the disclosure of financial statements).

This is to follow up the implementation of such measures. Directors and executives are required to submit report on changes of securities holding to the Board of Directors acknowledged

2.8 Directors and executives including the executive level position in accounting or finance or equivalent level manager are required to submit securities holding report including those of their spouses and minor children, as well as related persons. The submission and report shall be conducted in accordance with Section 59 of the Securities and Exchange Act of 2535 (as amended).

2.9 Directors and executives including the executive level position in accounting or finance or equivalent level manager are required to submit the list of their first securities holding and report on changes of securities holding including those of their spouses and minor children, as well as related persons. The submission and report shall be conducted and submitted within 30 days from the date of appointment to the position of a director or executive and within 3 working days from the date of buying, selling, transferring or receiving the transfer of the securities.

Ethics on Conflict of Interest

The Board of Directors is aware of the importance of conflict of interest prevention and has thus adopted the following policy and guidelines:

1. Directors and executives including their respective related persons are required to report their holding of the company's securities, and that the Company Secretary submit a summary report on the said securities holding and changes in securities holding in the company to the Chairman of the Audit Committee within 7 days from the date of receiving the report.
2. Director, executive and employee are required to disclose upon arising of any situation believable as a cause for conflict of interest.
3. Avoid making transactions with directors that may cause a conflict of interest with the company. In case of emergency, the transaction must be proposed to Audit Committee for

consideration prior to approval from the Executive Committee or Board of Directors (Depending on case), in accordance with the principles of corporate governance and ensure compliance with the rules of the Stock Exchange of Thailand and Commission on Securities and the Stock Exchange.

4. Directors and executives who have a significant interest in a manner are prohibited to give an opinion freely and abstain from taking part in the meeting agenda. The directors and executives are required to inform the stakeholders before the agenda, the minutes of meeting should be recorded
5. The company has clearly disclosed the structure of shareholders with most updated information in annual meeting. The structure must be transparent without cross-shareholding with major shareholders to avoid conflicts of interest to either party
6. The company complies with the policy on conflict of interest and business ethics, whereby directors, executives and all employees as well as employees in the subsidiaries are required to strictly comply with such policy. The company provides information to better understand the practices of employees throughout the company.

The Board of Directors' meeting No. 1/2015 held on February 24, 2015, approved company guidelines regarding on "Report on the interest of directors and executives", to guide the directors and executives of the company and its subsidiaries. The Company Secretary has submitted a summary report on the said securities holding and changes in securities holding in the company to the Chairman of the Audit Committee within 7 days.

Section 3 : Roles of Stakeholders

In order to create standardization of the operation, it is essential that the company provides and encourages all employees and management personnel to perform as follows:

3.1 Treatment of under human rights

The company has a policy to treat each other under human rights. It is the ethics and code of business conduct by directors, executives and employees including employees in subsidiaries that must be strictly adhered to by all parties. It is as part of the discipline of work, which must take into account human dignity, freedom and equality of individuals. The company does not do and promote of human rights violations. The company and its subsidiaries are not related to the organizations or individuals that violate human rights, in all cases, the company has complied with the basic principles of human rights.

3.1.1 The company does not employ child labor by law (according to. Labour Protection Act B.E. 2541 means a person aged under 18 years old).

3.1.2 The company shall pay wages and offer rights and benefits to an employee that they have under the law properly and fairly. The wage must not be less than the minimum wage required by law including compensation and benefits under any law.

3.1.3 The company shall not require an employee to work longer than the legal limit, including overtime and work on holidays

3.1.4 A contract of employment shall expire upon the completion of the period specified in the contract of employment. In dismissal, the company must follow dismissal procedure in accordance with labor laws. The company must not terminate contract without justification unless there is a proof of evidence indicated clearly that the termination was therefore unlawful.

3.1.5 Promoting respect of and adherence to human rights on the basis of equal human dignity and without any discrimination or privileged treatment of any particular person on grounds of differences in race, nationality, religion, gender, color, and economic status.

3.1.6 Treating all shareholders on a fair and equitable basis, and shall not take any action in a manner, which could pose a conflict of interest with the company

3.1.7 The company offers all employees with equal rights in the workplace under the rules, regulations, notifications and statements of the company.

3.1.8 Executives and employees shall be prohibited from committing sexual abuse, harassment or nuisance against an employee or outsider

3.1.9 The company is committed to support and promote the fundamental human rights and designated as part of the company's policies.

3.1.10 The company adheres strictly to human rights and offers better understanding of human rights to employees to perform as part of the operation and does not support activities that violate human rights.

3.1.11 The company considers personal data of employees as confidential and does not send or distribute personal information to third parties or disclose personal information without the consent of the owner.

3.1.12 The company and its subsidiaries are not related to the organizations or individuals that violate human rights

3.1.13 The company is compliance with laws and regulations relating to occupational health and safety regulations to create a working environment that is safe by providing safety. Professional services are available to serve, monitor and supervise the company to follow the laws correctly and completely including the Occupational Health and Safety Committee in the work environment. In addition, the company's policy is to promote and develop the potential and skills of all staff from all departments since it realizes that people are an organization's most valuable resources. The development of quality personnel will enhance the company's development with sustainable growth. It plans to provide training to employees throughout the year, sets minimum hours of training for each employee, and promotes learning by allowing employees to work undertaken by various organizations.

3.2 Rule of laws

3.2.1 Abide by the law

The Company operates in a transparent manner, respects and complies with the relevant laws, including Limited Public Company Act B.E.2535 (1992), Securities and Exchange Act BE 2535 (1992), Securities and Exchange Commission Thailand and Stock Exchange of Thailand's announcement and regulations, Revenue Code, Law Building, Environmental law, Safety laws, Health and environment at work, and etc. The company monitors various entities relating to its duties and responsibilities or hires external experts to pursue acting that will enhance regulatory compliance, specifically the law. In 2015, the company has hired 3 private companies to monitor environmental quality during construction phase of 3 projects including Tulip Square project Om Noi (Grand Tulip and Tulip Lite Condominium), Sum Peng 2 Condominium project (Sathorn – Kanlapaphruek), and Miami condominium project to report on the implementation of preventive measures and impact on the environment by measuring air quality, volume, vibrancy, and effluent from such projects in the past year. The results of the projects regarding construction phase's environmental quality are qualified by the EIA.

The company provides Safety Manager to be compliance with laws and regulations relating to occupational health and safety regulations to create a working environment that is safe by providing safety. The company has conducted following in 2015;

- Prepare action plan on safety, health and environment in the workplace
- Review and follow-up on new law that related to workplace.
- Check the operation of heavy machinery as required by law.
- Conduct environmental measurements required by law.
- Conduct risk assessment process to prepare and achieve security.
- Appoint Committee on Safety, Health and Environment at Work
- Conduct basic firefighting and fire evacuation drills in 2015
- Check works and projects that potentially pose risks and dangers and report the accident to the employer.

To hire a contractor, the company shall select the contractor with Professional Safety Officer legally and officially as well as stated the conditions in the employment contract.

The company shall provide training to related employees at all times when the new law has adopted, modified or repealed of laws or regulations. The company also offers additional education to employees such as seminars provided by the legal department and liaison official. The lecturer is highly qualified personnel from within or outside the organization, such as law on registration of condominiums. Throughout the years, the company operates the business with regard to the rule of law, transparency, honesty and accountability and to give priority to those who are affected or all parties involved.

3.2.2 Respect for intellectual property and copyright

Company adheres to and respects the intellectual property and copyright by setting policy and practices regarding in guide to Corporate Governance, Ethics and the Code of Business Conduct

- The company must not take any actions that violate the intellectual property rights of others or competitors
- Executives, managers, and employees must not seek a competitor's trade secrets or specifications of competitors by unlawful ways e.g. illegal theft, espionage or violation of an agreement not to disclose information of a competitor, whether from customers or other parties.

It also includes trade secrets of the company, for example, a business plan and technical innovation, which company's employees have a duty to keep it confidential. It must not be distributed to third parties, whether they are competitors or not. It is a discipline that every employee must be strictly observed. If the information is disclosed and caused damage to the company, punishment as regulated by the company will be implemented.

The company recognizes the importance of intellectual property and copyright. The company only allows employees to use the software defined and installed by the company. The programs are copyrighted and legally prohibited from installing or downloading copyrighted music, movies, games, and etc. that are not legitimate. The Information Technology department is responsible for oversight and checking individuals' computers regularly. Internal Audit is also responsible to conduct a random check again so that employees understand the importance of such matters. If the infringement is found, staff shall be warned and fixed the issues immediately. If the company has been damaged by the infringement, the person will be disciplined and punished by the law.

3.3 Transparency

The company conducts business with adherence to transparency and to disclose information to the stakeholders under the legal framework, regulations and procedures of the company to prevent trade secrets leaked to competitors. It is defined in the policies of Ethics and Code of Business Conduct as follows;

3.3.1 Executives and employees need to prepare a report on the financial condition, results of operations and business to illustrate the financial position and results of operations of the company with accurate accounting standards and reliability

3.3.2 Executives and employees must comply with the procurement/ contracting according to the company's policies strictly with transparency, clear, and fair to all parties.

3.3.3 In the event that a partner company's executives, salesman, or shareholder are a relative or a person living under the same roof with the executives and employees of the company. Executives or employees of the company must notify a supervisor immediately in writing and are inevitable to involve in the transaction purchased

3.3.4 Executives and employees must comply with the manual of the company regarding operation of the power distribution strictly

3.3.5 Executives and employees associated with the procurement/ contracting as well as relatives and residents under the same roof shall avoid the activities including eating or playing sports with

partner companies. If a case is inevitable, there should be more than 1 representatives of the company join and must issue a notice to the supervisor before.

3.4 Justice and morality

The company is committed to justice and morality with stakeholders to build a good relationship in business continuously. It also does not discriminate against any persons or treat unfairly using personal judgment or relationships. It shall provide equal opportunities without discrimination of race, nationality, religion, or gender. This is defined in the policies of Ethics and ethics in business as follows;

3.4.1 Executives and employees must ensure fairness and do not discriminate against those with vested interests in the business. They should follow the principles and policies of the Company.

3.4.2 Executives shall manage discreetly to create trust and respect to shareholders in deciding whether to take any actions that they are acts with fairness and for best interest of all shareholders

3.4.3 Executives and employees must ensure fairness and shall not discriminate in terms of employment, including recruitment, the remuneration and benefits from employment, promotion, rotation, evaluation, training, regulatory compliance, ceases of employment, returned staff, as well as participate in social and recreational activities and so on.

3.4.4 Executives and employees must provide service that exceeds customers' expectations as well as provide customers with integrity and fairness without exploited or defrauded customers

3.4.5 Executives and employees must comply with the terms of trade with suppliers/ creditors with integrity and fairness. If they cannot fulfill the conditions, they shall notify to the suppliers/ creditors together with seeking for solutions.

3.5 Responsibilities to stakeholders

The company has classified stakeholders into 2 groups as follows;

1. Primary Stakeholders are involved closely with the business directly, receive benefit, or impact on the business, including shareholders, customers, partners, employees, contractors, suppliers, employees and their families, creditors, competitors, investors, communities and the environment
2. Second Stakeholder are involved with the business indirectly, receive indirect benefit and effects of the business, such as government agencies

Channels of contacting, meeting, or hearing the demand or expectations of each stakeholder group

- Customer survey after moving in
- Conduct an event to meet customers who have not transferred ownership, listen to problems and customer requirements
- Participate in meetings of shareholders/ investors/ analysts in all activities organized by both company held and outside organizations to discuss the results of operations, answer the questions, and listen to the expectations of all participants.
- Conduct Company Visit for shareholders/ investors/ analysts to introduce company and let them get to know the company more by visiting various projects, having opportunities for questions and answers, and opening for comments and opinions
- Send a delegation to meet with the community surrounding the project regularly especially the area that could be affected by the construction activities to inquire about a problem or listen to demand for the company to improve
- Regularly hold a meeting with all projects' contractors in weekly basis to inquire about a problem at work so companies can take action or provide assistance in a timely manner
- Hold a meeting between executives and employees to contribute and create morale, also announce company's statement, desired goals, and what to expect from every employees
- Create a communication channel to shareholders, employees, customers, and investors to submit comments to the company. Various channels include the company's website, E-mail

to Investor Relations, Or e-mail sent directly to the Company Secretary and Audit committee, and etc.

Company information gathered from these tools and channels can be used as a guide to improve operations and respond to the needs of all stakeholders appropriately. This will enable sustainable business growth.

Once the company has already received information, demand, and the expectations from stakeholders, the company then sets the policy and guidelines regarding of various stakeholder groups.

Policies and practices to shareholders

The company realizes that the shareholders are the owners of the business and that the company has a duty to create value for the shareholders in the long-term. The company therefore requires its employees to perform their duties based on the following guidelines;

- To perform their fiduciary duties and make decisions carefully for the equal benefit of each shareholder and the shareholders as a whole
- To oversee that the operations are in order so as to ensure that the company has good financial standing and operating results and to present the company's reports on its overall situation, operating results, financial and accounting standing and other reports regularly and accurately
- To report to the shareholders on the future trends of the company, both positive and negative based on projections, with the relevant supporting information and reasoning
- Not to seek any benefit for themselves or other persons by using the company's information which has not been publicly disclosed and not to take any action in a manner which may give rise to conflicts of interest
- The company shall treat each shareholder equally at a shareholders' meeting
- The company shall allow minority shareholders to propose agenda of the General Meeting of Shareholders and nominate candidates for election as a Director in a reasonable time
- The company shall provide information and clarify details about the shareholders' meeting including the agenda for the shareholders to decide in advance sufficiently
- The company shall provide easy access to the channel for the minority shareholders in connection with the Independent Complaints/ suggestion stories

Policies and practices to customers

The Company focuses on the development of real estate and intends to create, present and manage its products and services to its customers at a high standard. Accordingly, the following policies have been put in place:

- To supply and develop products and services which respond to customers' needs
- To control products' quality to meet the requirements of the Consumer Protection Act or other relevant laws
- To deliver products and services of a high quality and under fair conditions
- To provide correct and sufficient information in respect of products and services such that customers will be able to make informed decisions, and not to exaggerate in advertisements or communications with customers in such a way that customers may be misled in relation to the quality, quantity or conditions of products and services provided
- To establish a procedure allowing customers to register complaints, such that the Company can resolve problems for customers in a timely manner and use such information to improve or develop its products and services in the future
- To maintain customer confidentiality and not disclose or misuse such information
- To provide agency responsible for providing consultation solution, listening to complaints and offering proposals, including after-sales service to facilitate customers effectively

The company focuses on products' quality to better meet the needs of customers as much as possible. The company concerns in all the production process from selecting location process, exploring the area surrounding the project in all aspects such as social survey, the community, the utility, and the environment, to consider and decide on the form of the project and product. This also helps to suit the customers in each area. The company cares about the customers' quality of life. The project is designed to ease the road traffic as possible. In case the project is a commercial building, the local roads will be extra wide at approximately 18-20 meters in order to facilitate trade and transport, including Sum Peng 2 Condominium project that the company accommodates transportation and accessible entrance, also featured with good environment by providing a green space project. The company cares customers with service quality in all processes.

- To create contracts standardized by Land Allocation Committee and Office of the Consumer Protection Board. Detail of material, a document detailing the allocation, map project, after sale insurance, and etc. must be specified clearly to protect the the customer from being taken advantages and breach of contract. If the customer fails to comply with the agreement, the company will give customers a chance to postpone the duration. The consultation agency will enhance and seek for solution altogether with customer. If the company fails to fulfill the promise, the company shall let customers know in advance to conclude the solutions that meet customer satisfaction and benefit.
- To let customers check defects prior transferring ownership to rectify the defects may have until the customer are satisfied and transferred the ownership
- The company has guaranteed for building structure of a commercial building and townhouse with five-year warranty and one-year warranty for fixtures or fittings which are key components of the building after the transfer of ownership. It also guarantees the structure of the building components and equipment that are property of real estate for five-year warranty and other fittings within two years from the date of registration of the building in accordance with the law.
- After the transfer of ownership, the company's member relations need to arrange a meeting with the client to receive comments and create a good relationship between the customer and the company by establishing JSP Family Club for all project members to do activities such as Follow Father's trail @ Hua Hin, movie premiers, workshop for garden lovers, and etc.
- To open for customers' complaints/ opinion as well as share news, information, and promotion of company through fb.com/ jspfamilyclub, www.jsp.co.th.
- To offer after sales service to customers after the ownership transfer regarding utilities, security, cleaning, including complaints

Policies and practices to employees

The company is aware that its employees are the most valuable asset of the company and are crucial to achieve the company's goals. The company has therefore set up the following policy of fair treatment with respect to opportunities, remuneration, appointment, and transfer and capacity enhancement;

1. To treat each employee with respect for their honor, dignity and right of privacy
It shall provide equal opportunities without discrimination of race, nationality, religion, or gender and shall not support child labor and human trafficking
2. To keep the working environment safe for employees' lives and property

Safety, Health and Environment at work.

In 2015, the company has appointed a Committee of Safety, Health and Environment at Work according to ministerial regulations to set standards for the management of Safety, Health and Environment at Work Act 2549, dated May 16, 2006. It determines that any place with fifty or more employees, the employer shall provide Committee of Safety, Health and Environment at Work based on activity at the workplace. The company employs 192 employees, hence consisting of 11 Committee of Safety, Health and Environment at Work. They comprise the employer or representative of the

employer as board chairman, representatives of the 4 supervisors and representatives of the 5 operational employees as committees, the security staff as committee, and secretary. Representatives for the command selected by the employer. The selection of operational representative is as announced by the Department of Labour Protection and Welfare under the rules and procedures for the election of employee representatives. In the past year, Committee of Safety, Health and Environment at Work has conducted in the following;

- To consider policies and programs for safety in the workplace including security outside work to prevent and reduce incidents of injuries, illness or the occurrence of nuisance caused by the work or not safe for work

Policies regarding of Safety, Health and Environment at Work

- To be central for all organizations who are interested in security
- To be an association of security, health, and environment in the work of the employees and the management
- To transfer security policies to the employees
- To lead to goals and establishment of security
- To set responsibilities for the achievement of various activities such as the security plan, accident investigation, schedule for checking working conditions, and other matters as required by law
- To help organizations to free from accidents and occupational diseases
- To inspect safety of the working area by Committee of Safety, Health and Environment at Work and bring the results into account. To identify those involved in the working area both business and contractors to determine the approach to prevention
- To advise on how and order to fix the working conditions that may cause dangerous or accidents at work in each project
- To provide training in safety, health and environment for all employees at all levels in order to have a better understanding about the roles and responsibilities regard to safety
- To create fire prevention plan and train basic firefighting and fire drills for the year 2015

The company reported the accident statistics in the report of the work performance of the Security Manager according to the Ministry of Labour regarding safety at work of employees on a quarterly basis.

Accident and Injuries Statistics from the year 2015

Employee injuries (People)							
Number of all employees (People)	Total	Died	Infirm	Some dismemberment	Less than 3 days off work	More than 3 days off work	No day off
232	-	-	-	-	-	-	-

3. The appointment, transfer, reward and punishment of any employee shall be done based on good faith and the knowledge, capacity and suitability of such employees

The company allows employees to transfer and change to different agencies upon employee requests. It also depends on the new agency consideration and appropriation or basic knowledge of the employee as well as the behavior and past work history. To punish employees who commit disciplinary offenses, the company will start with reminder/ warning and provide opportunities for employees to improve. There must be clear evidence that the employee is guilty to be punished. In case of unfair treatment, there is also a channel for staff complaints. (Center@jsp.co.th)

4. To prioritize knowledge and capacity enhancements of employees by offering them continuous improvement programs which include training, seminars and workshops

The company promotes and supports any personnel who has potential to work more efficiently. The training budget is allocated to all agencies and human resources development also plan for human resource development for all agencies. In addition, the agency will send employee to training and

other organization visit, it also provides ongoing training within the organization. In 2015, there are various training courses as follows;

- Training of Sales and Marketing. The lecturers are experts from within the organization to develop working capabilities
- Super Manger program educates people about the people and work management as well as Control and supervision of work and people so that both junior and senior staffs can acheive the goals
- Super Sale Program provides knowledge, customer analysis, customers behavior, sales process, sales techniques, and negotiation techniques so that marketing teams shall understand consumer behavior and can reach more customers
- Chinese Language course for sales and marketing as well as personnel who is interest to add language skills. This enhances capability of employees to be able to communicate with customers in more diverse languages and ready for the AEC in the future
- Training of Engineering regarding Engineering Operations Manual and test. The qualified personnel, those who acheive set points, shall receive certificates. Those who fail will improve further.
- Effective Communication Skill for Supervisor training. The lecturers are experts from outside to encourage employees at all levels with the knowledge and understanding of communication and utilize the skills to good use in their work and personal life including social peers
- Training Course on "Enterprise Risk Management". The lecturers are expert speakers from outside. Participants are department manager level and above to have a better understanding about the risks of the organization, risk assessment, and risk reduction management
- Directors and senior executives attended the seminar and exchanged views on matters organized by the Stock Exchange of Thailand, Securities and Exchange Commission and IOD, Investors Association Thailand e.g. SD Talk: The Road towards Corporate Sustainability, Risk Oversight: High Priority Roles of the Board ", the roles of directors and management, Thailand CG Forum: Governance as driving force for business sustainability and so on.

In 2015, employee trainings are as follows;

The level of staff	The average training hours per person.	Objectives of training
Executive	44 hours	Develop new knowledge and skills
Staff Manager / Manager	18 hours	Develop new knowledge and skills to further utilize in the unit
Operations Officer	25 hours	Have a better understanding of the work and utilize knowledge to take back to work.

In 2016, the company will plan the training of operation officers and manager more since in 2015, the company is in the expansion period and in the process of selection and recruitment of staff. The trainings of staff at the levels, hence, are just a few.

5. To provide fair remuneration to employees based on market conditions, business competition, nature of business, operating results and the company's financial standing. The remuneration must be comparable companies in the same industry
The company has policies and practices regarding employee remuneration and benefits under proper consideration by paying employees, such as salaries, bonuses, annual salary adjustment rate and promotion that must be in line with the performance of employees

each year and regardless of the performance of the company. Each employee's evaluation assessed by supervisors will be notified to employee's knowledge so that the employee has an opportunity to clarify and evaluate the results presented to the Executive Board for reviewing and scrutinizing again. This contributes fairness for all employees. Apart from remuneration in the short term, the company also offers benefits to employees in the long term including the establishment of the fund and an annual health check to all employees. The 5S activity enhances working environment to be safe, hygiene and sanitation. The company has established a welfare committee to oversee employees' welfare, conduct various activities for employees to meet and result in unity of organizations such as the New Year 2015, and etc.

6. To avoid any unfair action that may affect the employment stability of employees and to provide each employee with opportunities to give suggestions or raise complaints with respect to their work including Whistleblower Policy and to devise viable solutions thereafter so as to benefit each party and establish good relationships in the work place

Protection policies and ensure fairness to employees who report information or provide clues about corruption, or non-compliance with laws and regulations as well as articles of Association Ethics and Company (Whistle blower Policy).

Personnel who has the right to appeal

1. Employees who witnesses the actions that common law, rules and code of conduct and business ethics of the company.
2. Employees who were harassed, threatened, and treated disciplinary action, such as suspended for the job, reducing the position or be discriminated in ways that are not related to employment conditions caused by their complaints or provide information that will assist in the investigation, or gather the fact for the recipient of the complaint including the prosecution or any cooperation to a court or government agency.

Personnel who receives complaints

1. Commanders at all levels in their trust
2. Employee's supervisor
3. Employee's deputy supervisor
4. Company Secretary
5. Directors

How to complain

Complain against any the recipient of the complaint by the following methods;

1. Verbal complaints directly or in writing
2. Through E-Mail Address of recipient of the complaints center@jsp.co.th (Company secretary and Audit committee are the recipients)
3. Through letter to the recipient of the complaint
4. In the case that the complainant chooses not to reveal the name. The complainant must provide details of fact or sufficient proof of evidence that the actions violate laws and regulations, code of conduct, and business ethics of the company.

The complaints are considered confidential and the complainant can appeal to more than one channels. He/ she do not necessarily reveal the identity of the complainant. If the complainants revealed themselves to the company, the results could be carried out more details about the complaint or provide information.

The process after the complaints received

1. Gather facts
 - Recipient of the complaint will investigate and gather facts or designate individuals or entities who have been appointed to the investigation
 - Recipient of the complaint or delegates can invite any employee to provide information or request any documents related to the investigation
2. Process and filter data

Recipients of the complaints will be process and filter the data to consider steps and how to handle the matter by;

- Manual operation or assign others to take action on their behalf if that is their power to act
- Report to the person who is authorized to conduct on related matters to further process and filter the data

3. Set implementation measures

If the complaint is found to be true, the company will proceed as follows;

- In case of complaints about the company that violate laws, regulation, or code of conduct in running business, the company will ask opinion and determine the guidelines for the correct authority to perform the operation in the company. In case the matter will affect the image of the company or related to senior executives, this will be proposed to the Board of Directors for consideration
- In case of complaints cause damage to any personnel, the company will propose solutions to mitigate the damage of victim's right and fair
- Determine how to punish the offender as defined by the rules of the staff or discipline of the company, or legal action, as appropriate

4. Report

The recipient is responsible for reporting complaints to the complainant if the claimant discloses their identity

Measures to protect the personnel who provides information or clues

1. The complainant including those who cooperate in the investigation chose not to reveal themselves if that disclosure would cause any damage or unsafe. But if the disclosure will enable the company to report their progress, state the facts, or mitigate damages easily and more quickly
2. The company will not disclose the name, last name, address or any other information that could identify the complainant or who cooperated in the investigation, then conducted an investigation
3. The complaint will be confidential and disclosed as necessary with regard to safety and damage of reporters, sources of the information, and involved parties. The responsible person must keep secret and not disclosed to others. Violators will be punished
4. If the complainants including those who cooperate in the investigation seem that they may not be safe or may be suffering damage, the company may request Measures to protect the complaint or those who cooperate in the investigation without their request. If that is prone to damage or insecurity

1. Avoid any actions that are not justified that could affect the stability in the work of the staff. Respect and protect the rights of personal not to be violated. Promote and respect the rights of employees to express their opinions.

The company provides communication channels from the bottom up and from all levels of employees to senior executives through various channels, such as

- Box feedback
 - Site Visit by senior executives and hold a meeting with those involved to get feedback and make recommendations to fix the problem regularly
2. Provide a way to share important information so that the employees have a better understanding of the business operations of the company and receive news and benefits thoroughly.

The company offers channels to disclose key information to employees as follows;

1. Publicize news, information, and other significant events via Intranet system e.g. press releases, the history of the company, the vision and mission, executives,

organization structures, business ethics and code of conduct in business operations of the company and its subsidiaries, details of the company's projects, necessary form paperwork and so on.

2. Company Website (Www.jsp.co.th), which provides complete information of the company and accessible to everyone
3. The company's staff E-Mail by sending news and information and privilege directly to staff

Policies and practices to Company's Business Partners and Contractual Parties

The company treats its business partners and contracting parties equally, especially those which the company deems to be instrumental to the success of the company's business, such that all parties may mutually benefit, under the following practice;

The company intends to supply its products and services efficiently under the following principles

- To compete based on equal information obtained
- To put in place guidelines in relation to assessment and selection of business partners and contractual parties
- To prepare contracts that are fair to both parties
- To set up a management and monitoring system to ensure compliance with the conditions of the contracts and to prevent any irregularity at each step of the supply chain
- To make payment to business partners and contractual parties on time and on the basis of the agreed conditions of payment
 - The Company is focused on developing and maintaining sustainable relationships with its business partners and contracting parties by having clear objectives on the quality of products and services rendered, based on both monetary value and mutual trust
 - To prohibit executives and employees from directly or indirectly receiving any personal benefit from the Company's business partners and contracting counterparts
 - Not to use the information obtained from any procurement process for personal benefit or to benefit other persons
 - To treat contractors as business partners by supporting and promoting the common issues that arise in order to resolve the issue properly. This will lead to the creation of quality jobs

In 2015, the company has formed a working group to set the standard of building materials composing of personnel from Support Engineering Department, Architect Department, Sales and Marketing Department, After Sales service Department, Project Development Department, Accounting Department, Financial Department, and Procurement Department to review and determine the materials to be used as a standard in projects as well as select key material suppliers by allowing all suppliers to offer products to compete. The working group shall consider both quality and price, also decide based on best quality, price, and after-sales service to become the partners of the company.

In the process of selecting the main contractor, the company has set guidelines and qualification of contractors clearly. It will provide the bidding fairly including an assessment of the contractor during the work so that it can be taken into consideration along with the work. For the main contractor of the company, the company will support and discuss on issues occurred regularly. It will also provide the progress report and problems during work on weekly basis. The executives will participate to fix the problem in time, also evaluate each contractor's work to improve development of contractor personnel and work more efficiently as a business grows along with the company.

Policies and practices to Creditors

The company operates its business under the following principles as part of its assurance to creditors;

- To strictly comply with the conditions stipulated under contracts or as agreed
- The company will inform its creditors in advance to jointly consider a solution in the event it is unable to comply with the agreed conditions.

Policies and practices to Creditors

The company operates its business with the goal of achieving long term sustainability, and to become a leading company in the real estate industry based on fair and equal competition by adhering to the following practice;

- To compete with other real estate development companies within the framework of healthy competition
- Not to seek the confidential information of its competitors by fraudulent or inappropriate methods in order to benefit the company's business operations
- Not damage the reputation of its competitors
- Not to take any action which infringes the intellectual property rights of the Company's competitors or other persons

Policies and practices to Government and government agencies

Company has prioritized compliance with laws, regulations, rules issued by the government authorities. In particular, the company will avoid any action which may result in the relevant government authorities or officials taking action against the Company and it will focus on building good relationships with them in an appropriate and permitted manner, such as having discussions in public places as well as greetings on special occasions and festivals. The company's practice on this matter is as follows:

- To be as accurate as possible when contacting government officials or authorities
- To be aware of the fact that the laws, regulations or rules of each government authority may contain different conditions, processes or procedures with which the company shall acknowledge and strictly comply with
- To support the government policy by taking public interests into account and manage projects that benefit to the public both project from the Government and the company itself

Anti-corruption Policy

J.S.P. Property Public Company Limited has ideology and conviction that the company shall be able to develop and become sustainable organization if the company operate business with integrity and fairness as well as abide to laws and Code of Business Ethics that are transparent and accountable and be responsible for society and all groups of beneficiaries according to Good Governance.

To ensure that the company's business operation sets the responsibilities and requirements for proper operation to prevent corrupt all business activities of the company that may risk in corruption deliberately, the company has established "Anti-Corruption Policy" in writing for using as the guidelines that all directors, executives, and employees have to strictly comply with.

Definition of Anti-corruption Policy

Corruption means any types of bribery such as an offer, promise, guarantee, inquire, or acquisition on money, asset, or other inappropriate benefits from the government officers, government sectors, private sectors, or responsible person either in direct or indirect action so that such person could proceed or disregard his/her function in order to acquire, retain the business, recommend specific company to the entity, or achieve any improper benefits in business transaction. Exception shall be applied in case of laws, regulation, statement, standard, custom, or business traditions enable to do so.

Anti-corruption Policy

All directors, executives, and employees of the company are prohibited from performing any action or accepting or providing any support, fraud and corruption in all kinds directly or indirectly to related individuals or organizations including offering, promising, soliciting, demanding, giving or accepting bribes, or having any behavior implying to fraud or corruption and shall encourage all related organizations, customers, trading partners, contractors, and sub-contractors, to comply with the same practices. In addition, there should be verification on practices in order to be consistent with policies, rules and regulations, provisions, terms, announcements, laws, and business changes.

Duties and responsibilities

1. The board of directors shall establish and govern policies to have an efficient system promoting anti-corruption in order to ensure that all company's personnel realize and emphasize on anti-corruption
2. The Audit committee shall verify Accounting and Financial System, System Audit Report, internal controls, and fraud and corruption risk assessment in order to ensure that such system shall have minimal fraud and corruption risk that may affect to financial status and company's operation as well as to ensure that such systems are based on international standards with conciseness, appropriateness, modernity, and efficiency
3. President, executives, and managers are responsible to establish the system and support Anti-corruption Policy to communicate to employees and stakeholders. They also need to review the appropriateness of the systems and measures to comply with changing business and regulatory requirements of the law
4. Director of the Audit has a duty and responsibility to monitor and review the work that is accurate and meets policy, guidelines, rules and legal requirements of the regulatory authorities to ensure that control systems are suitable and sufficient for prevention the potential corrupt risk, and report to the Audit Committee.

Practices

1. All directors, executives, and employees of the company shall comply with Anti-Corruption Policy, Code of Business Ethics, as well as other practices defined by the company both directly and indirectly
2. Company's employees shall not neglect or ignore any action classified as fraud and corruption related to the company and shall inform such fraud or corruption to the superiors or responsible persons or Audit Committee as well as give cooperation in investigating all facts. In the event of any inquiry, employees shall consult with their superiors or Department of Human resource Management and Organizational Development via communication channels of the company.
3. The company shall give fair treatment and protect employees who deny or inform any fraud or corruption related to the company and such employees shall be protected without any punishment, unfair transfer or persecution.
4. Any person who commits any fraud or corruption related to the company shall be punished disciplinarily by the company according to company's work rules and may be punished by laws in the event that such action is illegal
5. The company recognizes the importance of the dissemination of knowledge and understanding to others who have duties related to the company or potential effects on the company with subject to compliance with anti-corruption policies
6. The company is committed to create and maintain a corporate culture that adheres to the corruption is unacceptable both transactions with government and the private sector

Operational Provisions

1. This Anti-Corruption Policy shall cover the process of human resource management commenced from recruitment to personnel selection, promotion, training and development, performance evaluation, and rewards. All superiors in all levels shall communicate and make understanding with their subordinates to comply with these practices and control this compliance to be performed efficiently.
2. Any action performed upon Anti-Corruption Policy shall be under provisions defined in Code of Business Ethics, Director Code of Conduct, Executive and Employee Code of Conduct, Good Corporate Governance Policy, Internal Controls and Risk Management, No Gift Policy, and other work regulations defined by the company.
3. For clarity in the implementation of any matters that has high corruption risk, directors, executives and employees at all levels must treat with caution in the following;

- 3.1 Gifts, entertainment, and expenses
- 3.2 To give or receive gifts and reception as defined in the Code of Conduct.
Donations to charity or grant
To give or receive donations or grants funding must be transparent and legitimated.
It is necessary to ensure that donations or grant shall not be used as an excuse for bribery
- 3.3 Business relationships and procurement with government sector.
Do not give or receive bribes in business of any kinds with respect to the operations of the company as well as dealings with the government must be transparent, honest, and conducted in accordance with the law.

In 2015, the company has operated as following:

1. To provide an effective internal control system. The Audit Committee has added the audit plan of Internal Audit Department to be more comprehensive and concentrated, such as increasing the frequency of inspections in important system e.g. the purchase of land, hiring a contractor, and etc., and has evaluated the internal controls of the company in 2015 during Annual Meeting of the Board of Directors No. 3/2016 held on February 29, 2016.
2. To improve the internal system within the organization that may be vulnerable to fraud, such as the establishment of a working group to set standard of building materials used in construction, which enable significant procuring decision composing of personnel from Support Engineering Department, Architect Department, Sales and Marketing Department, After Sales service Department, Project Development Department, Accounting Department, Financial Department, and Procurement Department to review suitable quality and price of material
3. To provide training and seminar on anti-corruption. The supervisory board governance invited guest speakers with expertise from outside to educate executives and employees at all levels to achieve a better understanding of corruption on January 23, 2016.
4. To set protection and fairness policy to employees who report or provide clues about fraud or non-compliance with laws, regulations, business ethics, and code of conduct in the business of the company and its subsidiaries. (Whistleblower Policy) Also, the company provides various channels for complaints and measures to protect the complainant concretely.
5. To review the manual regarding good corporate governance and business ethics of the company and its subsidiaries. The company has added additional guidelines on anti-corruption under the code of conduct for directors, executives and employees of the company and its subsidiaries abide. Failure to follow the code of conduct constitutes a disciplinary offense.
6. The company is in the process of self-assessment based on measures against corruption of Thai Institute of Directors with total of 71 topics

Policies and practices to Society

The company is aware of its place in society and is keen to promote sustainable growth in relation to society and the environment. The company, in accordance with its corporate social responsibility policy, has continuously undertaken the following, in line with its business operations

- To operate its business with the goal of protecting the environment and to strictly comply with applicable environmental laws and rules
- To have a clear corporate social responsibility (CSR) policy to be complied with by everyone within the company
- To encourage the company's employees to be conscious of and responsible to the environment and society
- To respect traditions, customs and cultures of each area in which the Company has business operations

- To participate in activities, either organized by itself or in cooperation with the public, private and community sectors to help improve society, the quality of life in the community and the environment in areas where the company's business operations are located
- To cooperate with the communities and the activities they partake in areas where the Company's business operations are located, where appropriate
- To respond efficiently and in a timely manner to any incident which is caused by the Company's business operations and which affects the community and environment by fully cooperating with the relevant authorities and agencies
 - o To develop companies' projects to pass the approval of the EIA, such as Tulip Square project Om Noi (Grand Tulip and Tulip Lite Condominium), Sum Peng 2 Condominium project (Sathorn – Kanlapaphruek), and Miami condominium project after approval, the company has complied with the regulations strictly and has hired a private company with expertise to ensure compliance with preventive measures and the impact on the environment and measures to monitor environmental quality. The measurements of air quality, volume, vibrancy, and effluent from such projects in the past year. The results of the projects regarding construction phase's environmental quality are qualified by the EIA. During pre-construction phase, the company will explore neighbors who might be affected by the construction. The safety officer's will develop plan to fix and prevent
- The company has a policy to encourage employees to use resources economically and efficiently by assigning the Human Resources Department to offer various campaigns in various forms so that employees have a conscience and common economic use of energy resources, including recycling, as well as climbing stairs instead of using the first floor elevators. The senior executives have acted as a deterrent to employees on a regular basis. Employees follow willingly. Other campaigns are the use of a two-page paper, turn off the power and air when not in use, use water carefully and offer sufficient drinking water machines to employees to reduce the use of plastic bottles for drinking water
 - o The wastewater treatment before discharge into the public as well as the rehabilitation of water e.g. Sum Peng 2 Condominium project (Sathorn – Kanlapaphruek), as floating turbine was installed to increase oxygen into the water

In addition, stakeholders can ask for details, notify of complaints, misconduct or violations of law, the accuracy of financial reporting, internal control deficiencies or falsification of business ethics through independent directors or the Audit Committee of the company. The information and complaints will be protected and kept confidential independent director or audit committee for further verifying the information, finding solutions (if any), and reporting to the Board of directors. (Disclosed in the Company's website www.jsp.co.th. in Investor Relations under good governance).

Section 4 Disclosure and Transparency

The company has a policy to disclose the information to the investors and all groups of stakeholders on an equally basis by disclosing accurate, complete and transparent information in a timely manner. The policies and practices include information on various related entities as follows;

- The Board ensures that it discloses financial information and other information in relation to the business and operating results of the Company in a correct, complete, regular, timely fashion, reflecting the Company's actual financial and operating standing and business outlook.

The Board of Directors Meeting No. 7/2015 held on November 12, 2015 to consider the disclosure policy of the company to provide a guideline to follow;

Disclosure Policy of the Company

Disclosure the information of the company is based on fairness, transparency, accountability, good corporate governance principles to all stakeholders clearly and accurately.

Definition of "Important Information"

Important Information means any information relating to the business operations of the company. If that is revealed inappropriately, it could have a significant impact on the ability of the business of the company or the Securities Exchange or influence the investment decisions as follows;

1. Financial Statements along with significant changes on accounting policies
2. Information relating to the merger and acquisition or disposal of subsidiaries, associates may have affected the structure of the company
3. Information on the acquisition or disposition of securities or investment value significantly
4. To pay or not to pay dividends
5. Information about the forecast conditions, direction of business including future performance of the company and its subsidiaries include the operating results.
6. Key policies and strategy of the business
7. Other information that affects the price of securities and investment decisions

A person who has the right to disclose information which has not been made public

1. Chief Executive Officer
2. Vice President assigned by the President
3. Chief Financial Officer (If assigned by the Chief Executive Officer)
4. The person designated by the parties under 1,2,3 (specific topics assigned only)

Standards of Disclosure

1. Disclosure of information that has not been publicly disclosed shall be accurate, timely and carefully conducted to ensure that its shareholders and investors have been adequately and equitably and easy to access to the information. The use of the channel and time disclosed can be via the company's website as appropriate.
2. Disclosure of possible directions of the business including future performance of the company. The disclosure shall be with caution and describes the conditions of assumptions that were applied in the forecasting.
3. Disclosure of sensitive information that is disclosed to the public should be clear and completely disclosed without confusion. To provide more information about the information that has been revealed, the information must be clear, consistent, not dispute that can cause errors in the original data.
4. Disclosure of other non-essentials will be facts and not be intended to provide users with information about its financial position and stock performance in a wrong way
5. The disclosure that could cause company impact on business or competition should be take extra precautions, e.g. information about the cost and secret competitiveness

Time to disclose of important information

Time to disclose important information shall be in accordance with the rules prescribed by the various agencies involved

In case important information was not disclosed to the public, the disclosure Must be authorized by the Chief Executive or who has been assigned by the Chief Executive.

Actions to take when questioning the policy

If you have questions about disclosure, consult with supervisors, Investor Relations, or Company Secretary

Failure to comply with this disclosure policy is offended and breaches the code of conduct of the business of the company.

- The Board oversees the strict compliance with laws, rules and regulations in relation to transparency, disclosure and dissemination of information, both in the Thai and English language on the Company's website, through mass media and the channels of the SET for

the information of shareholders and other relevant persons. The Board will also revise and amend the dissemination of information in line with the requirements prescribed by the SET and the Office of the SEC.

The company provides a variety of communication channels as follows;

1. Via the news system of the Stock Exchange of Thailand, such as annual reports. Report on the Company's financial information, the establishment of a subsidiary. More importantly, the Board of Directors and etc.
 2. Securities and Exchange Commission, such as notification of shareholdings and changes in the shareholdings of directors and management
 3. Various publications
 4. The company's investor relations department
 5. Company Website www.jsp.co.th
 6. Company Visit.
 7. Analyst Meeting
 8. The press conference for the media
- The company assigns investor relations officers to contact investors and shareholders. The company regularly holds meetings to analyze the company's performance and disseminate information such as financial and general information to shareholders, securities analysts, credit rating companies and relevant authorities through various channels such as reports submitted to the SET and the Office of the SEC as well as the Company's website. In addition, the Company also regularly discloses information both in the Thai and English language on the company's website for its shareholders' information. The information on the Company's website is regularly updated and contains the company's vision, mission statement, financial statements, public relations news, annual reports and information on the shareholding structure of the company, its executives and majority shareholders. The investors shall contact to request company's information from various channels including company's website www.jsp.co.th or E-Mail Address : ir@jsp.co.th / chavalit@jsp.co.th or call 02-897-8888 โทร 330 / 333 / 632
 - The company focuses on the generation of financial reports which accurately and correctly represent the financial and operating standing of the company, based on accounting information in accordance with general acceptable accounting principles
 - In recent years, the company has disclosed financial information and Management Discussion and Analysis to describe the changes that happen to the financial position and operating results of the Company's financial statements for the year 2015. The statements have been audited and certified by the office EY Company with no history of any quarterly and annual financial reporting delay as well as amendment of financial statements. According to external oversight, the company has published a financial report on the company's website under Investor Relations, and has joined Opportunity Day every quarter to clarify the operating results for shareholders, investors, analysts.

Board of Directors arranges the report of the Board of Directors of the Financial Report presented in Annual Report 2015. Board of Directors is responsible for the financial statements of the company and its subsidiaries including the financial information shown in the annual statement. (56-1) and Annual Report (Form 56-2). The financial statements have been prepared in accordance with International Financial Reporting Standards that has been considered the appropriate accounting policies and consistent judgments carefully along with best estimate of the preparation. This also includes disclosures of suitable important information in the notes of the financial statements. In addition, the Board of Directors has appointed the Audit Committee who is responsible for the quality of the financial statements and assesses the effectiveness of internal controls to provide assurance that accounting records are accurate, complete, adequate, timely, and without fraud or abnormal operation significantly.

The company will disclose information with regard to each director and their respective roles and duties, the various committees and information such as the number of meetings held, the attendance records of each director in the past year and the remuneration of directors and key executives in the company's annual report (Form 56-2) and annual registration statement (Form 56-1). Under the management structure.

- Board of Directors defines the rules on conflicts of interest of directors and executives by those mentioned must report on their interests or individuals involved. The stakeholders involved in the management of the affairs of the company or its subsidiaries under Section 89/14 of the Securities Exchange Act of 2535, as amended by the Securities and Exchange Act (No. 4) BE 2551. The company then implements the requirements regarding of the connected transaction that might pose a conflict of interest and could lead to a conflict of interests in the company and subsidiaries

Board of Directors set guidelines for reporting on the conflict of interest of the directors and executive of the company, effective on February 24, 2015

Purposes

1. To provide the company with information to further implement regarding of the connected transaction that may pose a conflict of interest and could lead to a conflict of interests in the company and its subsidiaries
2. To offer a tool to the company to monitor the functioning of the directors, executives, or related parties involved in the management of the affairs of the company or its subsidiaries to comply with the duties and responsibilities with careful and integrity (Fiduciary Duties), which must decide without any interest, whether direct or indirect, in the decision.

1. Reporting

- (1) The first report

- (A) provide a report within 30 days from the date of the rules regarding interests of the directors and executives are enforced, or;

- (B) within 15 days from the date of appointment to the position of a director or executive. In

the case of appointment after the date of setting rules regarding interests of the directors and executives are enforced

- (2) Submitting a report regarding changes of interests should be within 15 days after directors or executives acknowledge of the changes. In case of emergency that the report is not submitted within the range, those shall request to extend the report to Board of Directors or Chairman of the Audit Committee and their representatives not less than 7 days before the end of such period.

2. Submit report on the interests of directors and executive to The Audit Committee through the Company Secretary.

3. Company Secretary shall deliver a report on the interest of the company to Boards of Directors and Chairman of the Audit Committee within 7 days from the date the Company Secretary has received the report

4. Keep reports on interests at the filing of the company.

The Board of Directors Meeting No. 7/2015 held on November 12, 2015 has been reviewed and revised policies to prevent conflicts of interest.

Policies to prevent conflict of interest

1. Directors and Executives must report to their stakeholders and parties involved stakeholders, which are related to the management of the Affairs of the company or its subsidiaries by the Company Secretary the Company Secretary and a report will be sent to the Chairman of the Audit Committee within 7 working days from the date of receipt of the report.

2. Directors and executives must inform the company about the relationship or a linked list in the

acts that may pose conflicts of interest.

3. Avoid items that are associated with the Director that may cause a conflict of interest with the company. In cases where the transaction is required to be connected list, presentation to the Audit Committee for consideration and comment before approval Committee or the Board of Directors of the company (as the case may be) in accordance with the principles of good corporate governance and the supervision of compliance on the basis that the stock exchange of Thailand and the Office of the Securities and Exchange Commission defined.

4. Define the stakeholders significantly in a way that might make a list of such directors or executives could not comment freely. Keep abstain from participating in the meeting to consider agenda item and to inform stakeholders, at least before the agenda, and noted in the report of the meeting.

5. Shareholders structure and clear transparent. There is no cross shareholding with major shareholders to not cause conflict of interest granted to one party and disclose the shareholder structure of the company and its subsidiaries in the annual report.

6. Management and staff must abide by the articles of Association of the company and the company's business ethics, it is important to strictly adhere to practices that the company is trustworthy and trust of all stakeholders and provide understanding, dissemination of information on the practices of employees throughout the company.

-Report of the securities And executives of both direct and indirect

The company assigned to the Committee And executives report stock holding, and report changes in securities, which count against those involved in accordance with article 258 and section 59 of the Securities and Exchange Act b.e. 2535 within 3 working days from the date of the change. Per the Office of the Securities and Exchange Commission, and the report said stock trading company Secretary.

The company reported securities holdings, and the change of Directors and executives of securities directly or indirectly 2558 per annual Board of Directors meeting on February 29 2559 acknowledge as follows:

Report of the Executive Director of the Securities and related people as of December 31 2558.

Name	No. of Shares			
	On 1 Jan 2558	Bought in2558	Sold in 2558	On 31 Dec 2558
Mr. Anuwat Maytheewibulwut	-	-	-	-
Mr. Atsadang Sresuphornpun	-	-	-	-
Mr. Tanongsak Manotamraksa	1,200,000,000	-	-	1,200,000,000
Mr. Preecha Tivananthakorn	-	-	-	-
Pol. Col. Kosone Ninbodee	-	-	-	-
Mr. Tawatchai Sudtikipisan	-	-	-	-

Mr. Peera Neerapitak	112,500,000	-	-	112,500,000
Mr. Yongsil Rungchiwa	242,750,000	10,342,600	19,976,500	233,281,100
Mr. Weerawit Manotamraksa	60,000,000	-	45,000,000	15,000,000
Mr. Thongchai Piyasantiwong	-	-	-	-
Mr. Sombat Predawatanakij	-	-	-	-
Mr. Teerachart Manotamraksa	60,000,000	-	60,000,000	-
Mr. Rangsan Wangpaitoon	-	-	-	-
Mr. Sithipon Ratanaporn	-	-	-	-
Mr. Manote Mongkoltananot	780,000	-	200,000	580,000

Section 5 Board Responsibilities

Board of Directors plays an important role in determining policy, vision, strategy, goals, business direction to best interests of the company and is accountable to the shareholders. Board of Directors must act with honesty, carefully consider fairness all stakeholders under the corporate governance principles (Good Corporate Governance), as well as track and monitor the performance of the management company's goals accomplish under the scope of the laws, regulations, objectives, resolutions of the Board of Directors ' meeting of the company and resolutions of the shareholders ' meeting.

5.1 Structure of Board of Director

(1) Composition of the Board of Directors

- The Board of Directors the Board of Directors defines the structure, comprising a variety of properties in both the level of education, age, experience, professional skills, talents that are beneficial to the company with integrity and ethics that is trusted as a generally accepted.*

The current Board of Directors consists of nine people.

Executive Directors, 4 people

I independent directors 5 people.

The number of independent directors must not less than one-third of all directors and independent directors is a person which qualified by the capital market supervisory board and announced by the stock exchange of Thailand. All directors are resident in the country, Thailand.

- The Board of Directors selected an independent Director as Chairman of the Board of Directors, the Chairman of the company. Do not position the President or Chief Executive Officer.*
- Chairman of the Board of Directors must be individuals who have the knowledge, ability and experience and appropriate qualifications. Chairman of the Board of Directors is responsible for the leadership of the Board of Directors and is responsible as Chairman of the Board of Directors ' meetings and shareholders ' meetings. Chairman of the Board of Directors must responsible for management in accordance with the guidelines and policies of the Board of Directors.*

- *Directors responsible to set company vision, mission, goals, strategies, business plans and budgets, overseeing the company's Board of management, administration, policy defined efficiency and effectiveness under the framework of the law. The purpose of Association Resolutions of the Board of Directors ' meeting and resolutions of the shareholders ' meeting with honest responsibility carefully according to the principles in order to increase the economic value and the highest maximum stability to the shareholders (by defining the roles and responsibilities of the Director, in writing, in the Charter of the Board of Directors)*

- *Each Director can act independently and to exercise discretion in considering the decision in question can be set, comment or objection in case there is a conflict of opinion in matters that affect the interests of the shareholders or other stakeholders without a group of people under the influence of any.*

(2) Qualifications

- *Qualifications of Directors*

1. *The Director must be a person who has the knowledge, ability and integrity also ethics in business and have sufficient time to devote the knowledge, ability and duty to the company.*

2. *Is qualified and is not prohibited by law, and the law on public limited companies, as well as other relevant characteristics that reflect the lack of suits to earn trust, public administration as shareholders, as defined in section 89/3 Securities Act (No. 4) b.e. 2551.*

3. *The Committee shall not operate a business of the same nature which is a competition with the business of the company or partnership in the ordinary partnership or no partnership limited liability partnership, or as a Director of a private company or another company that do business of the same nature which competition with the business of the company, whether their benefits or for the benefit of others, unless notice to the shareholders ' meeting held prior to the appointment of the.*

4. *The directors of the company should not be a Director in other listed companies exceeding 5 companies. Director in the company, the company shall not impede the performance of the duties of Directors in the company, and must comply with the guidelines in the Office of the Securities and Exchange Commission and the stock exchange of Thailand designated countries.*

- *Qualifications of independent directors of the company in accordance with the regulations of the capital market supervisory board. As follows:*

1. *Shareholders must not exceed one percent of the total number of shares with voting rights for all of the company, the subsidiary company and associated companies or entities that may have a conflict. This included all of those involved with the independent directors.*

2. *The Executive Director is not or has never been management participation, employees receive annual salaries or controller of the company, its parent company, subsidiaries, Subsidiary in the same sequence, or the legal entity that may be conflicts unless such are out of reach of not less than 2 years before the date of appointment as independent Director.*

3. *No a person who has blood relation or by legally registered as father, mother, spouse, Sons and brothers, including the sons of spouses of executives, major shareholders have the power or the person susceptible to the Executive authority or control of the company or a subsidiary.*

4. *Does not have, or ever had a business relationship with the company, its parent company, subsidiaries, associated companies or entities that may have a conflict. In a manner that might inhibit their independent judgment, including not or has never been a major shareholders. Directors, executives or those who have a business relationship with the company, its parent company, subsidiaries, Or entities that may be associates in the conflict, except of such characteristics is not less than 2 years prior to the date that has been appointed as independent Director.*

5. In accordance with paragraph one of the business relations include trade report that act as usual to business (lease or rental of real estate). The list of assets or services or providing or receiving financial assistance or loans with collateral, assets, liabilities, or other circumstance, the margin is likewise, which as a result, the applicant or partners have a debt to pay another one since 3 percent of net tangible assets of the applicant or since then but twenty-million baht or the amount is lower than such indebtedness shall be calculated according to the method of calculation of the value. According to the announcement, the Stock Exchange Board on the Thailand country information and the disclosure of listed companies operating in related, but shall in consideration of such debt that occurred during 1 year before the date on which the business relationship with the same person.

6. Not or has never been as auditors of the company, its parent company, subsidiaries, or entities that may be associates in the conflict and not as major shareholders. Director, non-executive independent Director or managing partners of the Office of audit, the auditor of the company, its parent company, subsidiaries, or entities that may be associates in the conflict are affiliated with, unless it is of not less than 2 years prior to the date that has been appointed as independent Director.

7. Never been any professional service providers, including serving as a legal advisor or financial advisor, which receives over 2 million per year from the company, its parent company, subsidiaries, associated companies or entities that may have a conflict. In the case of a legal entity are professional service providers, including the major shareholder. Director, non-executive independent Director or the managing partner of the professional service provider, unless such are out of reach of not less than 2 years prior to the date that has been appointed as independent Director.

8. The Committee shall not be appointed to represent the directors, major shareholders or shareholders who are associated with the major shareholders of the company.

9. There is no any other characteristics that make it impossible to give an opinion independently about the operations of the company. But if, the capital market supervisory board has announced changes to the qualification of independent Director. Independent Director of the company must meet that has changed with the announcement in all respects.

10. After he or she has been appointed as independent Director that resembles one of the paragraph is met. 1. up to 8, independent directors may then be assigned by the Board of Directors, decide to conduct the business of the company, its parent company, subsidiaries, Subsidiary in the same sequence, or the legal entity that may be conflicting with a decision in the form of a cognitive faculty (collective decision).

(3) The tenure of committees

Tenure of Board committees includes Board of Directors, the Executive Committee, the Audit Committee, the Board nomination and remuneration Committee, risk management Committee, Corporate governance. The Board of Directors are defined in the policy guide of good corporate governance and the Board of Directors of each of the Charter clearly sets (appear in the header 9.2 committees).

The Board of Directors, independent directors are given tenure continued up to nine years from the date of the appointment of independent directors, for the first time. In cases of independent directors appointed by it to the next position, the Committee should consider reasonably necessary.

(4) The Nominating Committee (details appear in the header 9.3 nomination and senior

management)

The Nominating Committee of the Board to act through a nomination and remuneration Committee which consists of two independent directors of the Board nomination and remuneration Committee 4 details are sufficient to the decision of the Board of Directors and/or shareholders. In the nomination, it will give priority to the person having knowledge from a variety of professions have the skills, experience and talents that are beneficial to the company also have a good work history and leadership, vision, ethics, as well as a good attitude to the organization. Be able to devote enough time to the beneficial action of the company's business. It will also take into consideration the appropriate qualifications and comply with the composition and structure of the Committee according to the company's business strategy. There must be a transparent recruitment process for confidence to the shareholders.

(5) The Company Secretary

The Board of Directors ' meeting No. 1/January 24 2557 (2014), there are resolutions of the appointment to assign Mr. Chawalit Tarathikhundet to works as the Company Secretary, which is possess the appropriate qualifications and experience to position it (disclosure in the history topic directors and executives, according to Appendix 1) with the features and scope of responsibilities. As follows:

- *Qualification of the Company Secretary*

- 1. Knowledgeable and understand the business of the company, including the roles and responsibilities related to the job duties of the Committee include the Company Secretary, the duties of the company, and have knowledge of relevant laws and regulations, as well as education and track news and information to develop consistently.*
- 2. The duties and regulations of the company law Board resolutions. Resolutions of the shareholders ' meeting with a careful, responsible, committed to integrity Dedication and support of the company's operations to achieve the objectives under the principles of good corporate governance and business ethics.*
- 3. Adherence to honesty, ethics, regardless of all stakeholders and not take any other action which would cause adverse effect on the company's image and reputation.*
- 4. Not intended for private benefit from the business opportunities of the company, including the company's confidentiality as well.*
- 5. Have a great relationship, ability to liaise with departments and agencies, both internal/external*

- *The scope and authority of the Company Secretary*

Company Secretary, acting administrative activities of the Board of Directors and of the Board of Directors, administrative practices are in accordance with the articles of Association of the company as well as the laws and regulations related to the scope of duties and responsibilities as follows:

- 1. the preparation and storage of the following documents:*

A) Committee registration.

B) Board of Directors meeting Report of the meeting of the Board of Directors And the annual report of the company.

C) Notice of meeting of shareholders and shareholders ' meeting.

- 2. Keeping stakeholders report that report by the Committee, also send a copy of the report to the Chairman of the Board of Directors and Chairman of the Audit Committee within 7*

working days from the date the company receives the report.

3. The system must preserve documents and evidence related to the display of the following information, including the preservation of such documents and evidence, are accurate, complete, and can be monitored for a period of not less than 5 years from the date of such documentation or information.

To preserve documents and evidence above, means, including by computer systems, storage, or any other system that can be retrieved without changing the text.

1. Supporting the shareholders ' meeting

2. Financial statements and lists) about the financial position and results of operations of the company, or any other report that must be disclosed under section 57 or section 58, section 56, section 199 of Act the Securities and Exchange Commission.

3. Company's opinion who make a tender offer to purchase shares of the company from shareholders as the General.

4. Item of information about company established to jointly publish the shareholders or the general public as defined by the capital market supervisory board.

5. Take action with caution, responsibility and honesty, including legal compliance based on The articles of Association of the company objectives, Board resolutions, resolutions of the shareholders ' meeting and any action not inconsistent with the benefit of the company significantly.

6. Need to act with responsibility and caution, like a person with common sense, as it is a business, it should be done under the same circumstances, by follows:

1. The decision making with the good faith belief that it is reasonable and to the best interests of the company is important.

2. Decisions on action with Foundation of Trust and good faith is sufficient.

3. The decision must take without any hidden benefit both directly or indirectly.

In the case of the Corporate Secretary position may not act, The Board of Directors must take the appointment of a new company Secretary within 90 days from the date of the original ones from the Corporate Secretary position or may not act.

5.2 Responsibility of the Board of Directors – Roles and responsibilities

In the governance of the company, in addition to conducting business according to law, the purpose and mandate of the company, including the resolutions of the shareholders ' meeting. The Committee also determines the roles and responsibilities of the Board of Directors with the details as they appear in the definition of scope of duties and responsibilities of the Board of Directors.

5.3 Responsibilities of the Board of Directors. -Board of Directors meeting

The Company's Board of Directors meeting the criteria as follows:

(1) The Board of Directors set up meeting at least once a quarter per year and additional meetings as deemed necessary and appropriate by notice at least 7 days in advance, and the Committee will need to have the attend the meeting not less than half of the Committee members present shall form a quorum.

(2) There is a clear agenda defined in advance by the Chairman of the Board of Directors and the Managing Director should consider sharing it Committee meeting agenda, and has to be clearly defined agenda. The Company Secretary is responsible to receive the Conference documents prior to the meeting a sufficient time for study and consider the subject to comment and vote.

(3) The Board of directors received adequate information, completeness and timely all this every time. Director, the Company Secretary can be contacted directly, independently. The Company Secretary is responsible to the Board of directors provide consultation on matters related to compliance with laws and regulations.

(4) The Chairman of the Board of Directors is obliged to allocate sufficient time, management will propose a document, discussion and information sufficient for the Board to discuss important issues. Open opportunities and encourage each Committee to comment before the summary comments at the meeting.

(5) The Committee encourages non-executive directors the opportunity to meeting among themselves as necessary to debate various issues about address management in management with no interest and should notify the Chief Executive Officer are aware of the results of the meeting.

(6) The Board encourages the Chief Executive Officer and President, invited senior executives attend the Board meetings to provide information technology and various details as more workers and to have the opportunity to directly get to know senior management for consideration using the succession plan.

(7) In order to considering the various agenda items, Committee in which stakeholders in matters that are not considered. Voting rights must not be in the positive outcome at the meeting.

(8) Meetings every time must notes and keep from the Committee with the Board of Directors and those involved can verify.

(9) Location of the meeting must located in the municipality of the company's head office or branch office or any other place as the Board of Directors of the company will be assigned.

(10) The Board of Directors must meet at least once every 3 months and not less than six times per year by meeting more as appropriate.

5.4 Responsibilities of the Board of Directors. – A Director's self-evaluation

The Board of Directors determines policy to the Board of Directors and the Board committees have a self-evaluation of individual faculty and individual, once a year in order to improve the effectiveness in the performance of the duties, continuously improved to evaluate the performance of the Board of Directors, The Audit Committee, Management Committee the risk management Committee, The Board nomination and remuneration Committee, Corporate governance the Board of Directors is divided into the dash board and the results of this assessment, both the Board of Directors and the Board committees have a criteria to evaluate the same guidelines according to a sample of evaluation's platform of the Board of Directors of the stock exchange.

The company is in the process of the evaluation of the Committee by the Company Secretary and Secretary of the Board of Directors as a dispatcher to estimate their own directors also collect the Evaluation Committee from everyone present at the meeting of the Board of Directors and the Board committees to consider and evaluate the results of the update operation which self assessment by the Board of Directors and the Board committees in recent years, 2558-level "good to excellent". A self-evaluation of the Board of Directors the Board list, the evaluation criteria are divided into 1) structure and properties of the Board. 2) the meeting of the Board of Directors 3) roles and responsibilities of the Board. 4) other matter such as the relationship between the Board of Directors with the Management Committee of their own development.

A self-evaluation of the Board of Directors, individuals evaluation criteria are divided into 1) structure and properties of the Board. 2. the meeting of the Board of Directors) 3) roles and responsibilities of the Board.

5.5 Responsibilities of the Board of Directors. -Director and Executive development

The Board of Directors of the company's policy is to promote and facilitate training and educating system applies to the Director of corporate governance of the company, such Director, Executive Member of the Audit Committee to provide updates and continuous operations in the event of a change or appoint a new Director. Management will provide useful information and documents. The performance of the duties of the Director continued, including a guide and business practices of the company's new directors.

In 2558, there are various courses and seminars, such as the joint knowledge about good governance, Combating corruption and human resources in the year 2559. Training programs for directors and executives, according to the development plan to replace the position (Succession

Planning).

Development plan to replace the position (Succession Planning)

The company has developed a plan of action to replace the position with the objective to prepare the manpower side, both quality and quantity to establish continuity in management and appropriate selection of personnel, and prepare the appropriate position as primary position (Key Jobs) of the company, including the top management, or as a position is important in management structure or business operations of the company, or as a position that requires specialized skills. In-depth expertise or difficult to substitute such as a Managing Director, Chief Financial Officer Vice President of engineering, Vice President Sales and marketing, cable Architect Director Vice President-accounting, Finance Manager, information technology, etc. The master plan for a substitute position as follows:

1. Position the replacement plan for the position, is divided into three levels

1.1 Replacement plan position for senior management positions, the next President come down two levels. Substitution plan must position in every position.

1.2 Replacement plan position for executive level managers and department managers. Initially, only the main departments include accounting, finance, information technology Department, Division, Department, position in the construction control principle. All this is at the discretion of the senior management in each Division, Department, position, at least 1.

1.3 Replacement plan for employees operating level, only the primary position. All this is at the discretion of the senior management in each Division using rotation position.

2. The selection criteria of management should be considered as a substitute position

2.1 life in the company not less than 2 years old and the average performance level was very good

(A) At least 2 years of continuous assessment operations, such as in the recent two years.

2.2 Has the potential and ability to learn new tasks or responsibilities and workload of the job than the current values.

2.3 Organizational attitude

2.4 Matric Graduation

2.5 Not less than Bachelor's degree

3. Replacement plan process consists of 5 phases:

3.1 The top management of each presentation the main position cable (Define Key Positions) and the appropriate people for consideration and selection, human resources, the Committee proposed that the Executive selection in February of every year.

3.2 Criteria to consider selecting executives (Success Factors and Determine Required Skill Sets of Key Positions) by identifying the knowledge, skills and attributes required of an individual to each position in the main job.

3.3 Evaluation and selection of executives that have been considered for a substitute position (Selection and Assessment Readiness) and evaluate the readiness level in development, including identifying strengths and what they want more development.

3.4 Individual development planning (Individual Career Development Plan), the plan developed by the individual capability of the Executive considered to prepare in a higher position Completed within March next year.

3.5 Continue development to track and assess after development (Continuous Monitoring and Assessment Readiness Post) by comparing the success of the management development plan to develop individual abilities, on a regular basis and report at the end of the year, completed within the month of January next year.

4. When the Executive Board considers the selection and consider individual development plans, presentations, Board of management or the Board nomination and remuneration Committee to consider and approve a development plan to replace the position, as well as weaving, the Board report progress results continuous improvement or at least once a year.

In recent years, most of the company's employees is on average age 1-2 years because of the company's expanded operations after registration in the securities market. When the end of the year

2557, human resources has initiated steps to arrange a substitute plan for some positions, and then include steps to ensure that the annual performance evaluation of the Board presented 2558 Division in February, 2559.

5.6 Responsibilities of the Board of Directors -Internal control

The Board of Directors, the company has provided the internal control system that covers all aspects of both financial and operating in accordance with the laws, regulations and the relevant regulations and provide the checks and balances mechanism that is powerful enough to protect your property care. Provide the defining stage of authorities and responsibilities of management and staff who have checks and balances. Define the procedures in writing the internal audit department is independent. Inspect the operations of all units in accordance with the regulations, including the effectiveness and adequacy of the internal control of the various agencies. In the company and the Board of Directors meeting February 29 2559 (2016), provide assessment of the internal control of the company for the year 2558 to track updates and edit internal control system more efficient.

5.7 Responsibility of the Board of Directors -Internal information

The Board of Directors recognizes the importance of good corporate governance and transparency and to prevent the exploitation of the company from the company's internal data that has not been publicly disclosed. The company has defined the company's data use policy as it appears on the internal information policy.

5.8 Responsibilities of the Board of Directors -Annual report

The Board of Directors is responsible for the preparation of the company's financial reports and financial information appearing in the annual report. Financial reporting is prepared in accordance with the generally accepted using the appropriate account policies and practices regularly and carefully in these judgments do require disclosure of sufficient information in the notes to the financial statements. Delegated by the Board of Directors, the Audit Committee shall be an administrator about the quality of financial reporting, and to make recommendations to the Board of Directors.

The structure of the Board of Directors

As of December 31 2558, directors structure contains all 6 series include the Board of Directors the Board of Directors, the Audit Committee. Management Committee the risk management Committee, Corporate governance the Board of Directors and the Board nomination and remuneration Committee in which the person who has been appointed as Director must be qualified. Also consider the knowledge including experience working with property element has a scope of authority and responsibility, as follows.

The Board of Directors.

As of December 31 2558, the Board of Directors consists of 9 people as follows:

<i>Name</i>	<i>Position</i>
<i>Mr. Anuwat Maytheewibulwut</i>	<i>Chairman of the Board/ Independent Director</i>
<i>Mr. Atsadang Sresuphornpun</i>	<i>Vice Chairman/ Independent Director/ Chairman of the Audit Committee/ Chairman of the Nomination, Remuneration</i>
<i>Mr. Tanongsak</i>	<i>Chairman of Executive Committee/ Chief Executive officer/ Director</i>

<i>Manotamraksa</i>	
<i>Mr. Peera Neerapitak</i>	<i>Director/ Executive Director / Risk management Committee/ Chairman of the Corporate Governance/ Nomination, Remuneration committee</i>
<i>Mr. Yongsil Rungchiwa</i>	<i>Director/ Executive Director</i>
<i>Mr. Weerawit Manotamraksa</i>	<i>Director / Executive Director / Nomination and Remuneration Committee.</i>
<i>Mr. Preecha Tivananthakorn</i>	<i>Independent Director / Audit Committee / Chairman of Risk Management Committee / Nomination and Remuneration Committee.</i>
<i>Pol. Col. Kosone Ninbodee</i>	<i>Independent Director / Audit Committee</i>
<i>Mr. Tawatchai Sudtikipisan</i>	<i>Independent Director / Audit Committee</i>

Note: 1) History of directors and executives are listed in attachment 1.

2) Mr. Chawalit Tarathikhundet , secretarial duties.

Authorized signatory

Authorized to bind the applicant company is Mr. Tanongasak Manotamraksa, Mr. Wirawit Manothamraksa and Mr. Yong RungChiwa addressing the conscience for the intrepid, Two-thirds of Directors thereof together and seal company.

Board of Directors meeting 7/2558 (2015), reviewed edit November 12, when the Charter of the Board of Directors to determine property boundaries, composition, duties and responsibilities of the Conference so that more clarity and completeness.

Composition and appointment of the Board of Directors

1. The shareholders ' meeting determines the number of Directors to be available, but must be not less than 5. Directors not less one half of the directors must be resident in the Kingdom.
2. Independent Director not less than one-third of all directors, and must not be less than 3 people.
3. Select a Board of Directors, an independent Director as Chairman of the Board of Directors, the Chairman of the company. Do not position the President or Chief Executive Officer.
4. Election of the Board of Directors in accordance with the articles of Association and related legal requirements which it needs to be transparent and clear.
5. Nomination of Directors to action through the Board's nomination and remuneration Committee which the details are enough to decide by the Board of Directors and/or shareholders.

Qualification of Board of Directors

1. The Director must be a person who has the knowledge, ability and integrity, ethics in business and have sufficient time to devote the knowledge, ability and duty to the company.
2. Is qualified and is not prohibited by law, based on the law on public limited companies, as well as other relevant characteristics that reflect the lack of suits to earn trust, public administration as shareholders, as defined in section 89/3 Securities Act (No. 4) b.e. 2551.
3. The Committee shall not operate a business of the same nature and of the city, is a competition with the business of the company or partnership in the ordinary partnership or no partnership limited liability partnership, or as a Director of a private company or another company, a business of the same nature and of the city, is a competition with the business of the company, whether their benefits or for the benefit of others, unless notice to the shareholders ' meeting held prior to the appointment.
4. Director can be appointed as Director in another company, but this is such a Director must not

impede the performance of the duties of Directors in the company, and must comply with the guidelines in the Office of the Securities and Exchange Commission (sec) and the stock exchange of Thailand designated countries.

Tenure

- 1. The annual general meeting of the company, leaving the position as the number 1/3 is. If the number of Directors that is divided into 3 parts are not synchronized, the number nearest to one-third of the Board of Directors, which retired by rotation may be elected again. The directors to retire from Office in the first and second years after the registration of the company shall be made. In every subsequent year, the Executive Director is in the position as long as the issuer.*
- 2. In the case of other causes because of the vacancy by rotation and remain on the agenda of not less than two months, the Board of Directors, the election of Directors to replace the next Board of Directors meeting. People such as directors of the company which is located in the only remaining agenda of his Directors.*
- 3. Director retiring when*
 - A. Retired*
 - B. Resignation*
 - C. Death*
 - D. Disqualified or prohibited by law or the articles of Association of the company.*
 - E. Represents the lack of suits to earn trust, public administration is, according to the Board of Directors, shareholders, the Securities and Exchange Commission.*
 - F. The shareholders ' meeting resolution*
 - G. The Court's order.*
- 4. Directors who resigned prior to the end of tenure to submit resignation to the company books. Resignation to take effect from the date of resignation and the company to reach the books shall notify the Registrar of their resignation, the law on public limited companies.*
- 5. Independent Director with continuous tenure does not exceed 9 years from the date of the appointment of independent directors, for the first time. In cases of independent directors appointed by it to the next position, The Committee should consider reasonably necessary.*

Powers, duties and responsibilities

- 1. Define vision, mission, goals, strategies, guidelines, policies, plans and budgets of the company governance, control and administration of the Executive Committee, as company policy.*
- 2. Follow-up to operations in accordance with the work plan and budget, including continuous review policies, plans and budgets regularly.*
- 3. The shareholders ' meeting is the annual general meeting of shareholders within 4 months from the end of each fiscal year of the company.*
- 4. A balance sheet and profit and loss of the company at the end of each fiscal year of the company shall be proposed to the shareholders ' meeting to consider and approve.*
- 5. Encourage the preparation of corporate governance policy, the code of business conduct and ethics that is written to the directors, executives and employees to use as guidelines for business conduct and monitor compliance very seriously.*
- 6. An adequate internal controls to ensure that transactions have been approved by the authority also review and correct accounting, as well as systems that can prevent the property of a company to use it.*
- 7. Determine the risk management policy, covering the entire enterprise and governance to be effective, risk management by management as a compliance, and shall be reported to the Board regularly.*
- 8. Acknowledges the importance of the audit reports to the Audit Committee or the internal audit department, including consulting and Audit Department of the company and has a duty to define guidelines for improvement.*
- 9. Any transaction that may have a conflict of interest must be considered carefully. There are clear guidelines, and to the interests of the company and the shareholders, stakeholders do not participate*

in decision making and procedural compliance, operations and information disclosure of the list, there may be a conflict of interest, incorrect.

10. Provide a clear action guidelines with whistle-blowing or those wishing to stakeholders through the Website, or report directly to the company by the whistle-blowing channels may require independent directors through the Audit Committee of the company, or to order a data validation process the company and report to the Board.

11. Consider the suitability of the person to submit to a Committee in the management of the company, is subject to policies of the company, including transactions, is required by law and the guidelines of the Securities and exchange law, State agencies, including the Declaration and the relevant specification.

12. The reporting responsibilities of the Board the company financial reports which disclosure in the company's annual report (form 56-2) and annual information statement (form 56-1)

13. Consider the management structure of the Executive Board the appointment of the Managing Director and Board of Directors, as appropriate.

14. Responsible to the shareholders by consistently. It is operated by maintaining the interests of shareholders. Have to disclose information to investors as the standard.

15. Acting with caution, responsibility, honesty, and safeguards the interests of the company and in accordance with the law, the company's objectives and mandate, as well as the resolutions of the shareholders ' meeting.

16. Promote training and educating those who are involved in the company's corporate governance system include directors, member of the Audit Committee, the other executive committees, the Corporate Secretary to provide operational updates continuously by training and educating the company internally, or may use the services of external institutions.

17. Consider the development plans and substitute the position of senior management and employees in sensitive positions in the management structure (Succession Plan), so that a continuous business operation in the long term.

18. Approval of the Charter of the Board of Directors and Board committees.

19. Consideration and approval of the parties with respect to the company or other appropriate action is to provide maximum benefits to the company.

20. Invites competent management, executives and employees of related companies to clarify the comment, came to attend the meeting or send documents by relevance that is necessary.

21. Consult an expert or advisor of the company (if any) or hire consultants or external experts, in case necessary, the cost of the company.

22. Company Secretary, appoint or remove

23. Performance evaluation of the Board of Directors (As a Whole) and evaluate their own performance (Self-assessment) to evaluate the performance of the committees on a regular basis at least once a year.

24. The Board of Directors holdings, one or several directors or committees or any other person operating one of the Board of Directors under the control of the Board or the authority to make such a competent person and/or within the period that the Board considers appropriate, which the Board of Directors may revoke or change the authorized person or the authority, when it deems appropriate.

25. Unless the authority to take the following actions will be performed only if approved by the shareholders ' meeting before all. If there are conflicts of interest with the company or a subsidiary of any other Committee which stakeholders, or have a conflict of interest, it does not have the right to vote on such matter.

- Subject to the law, the approval of the shareholders ' meeting.*

- Make a list of the stakeholders Committee and contained in the law, Securities Commission or stock exchange of Thailand stated that countries must receive approval from the shareholders ' meeting.*

26. The following matters must be approved by the Board of Directors at the meeting by a vote of majority of the directors attending the meeting and the shareholders ' meeting by a vote of not less

than 3/4 of the votes of all the shareholders at the meeting and entitled to vote.

- The sale or transfer of all or part of the company's business critical.
- Business transfer or purchase of another company or private company to under the company.
- To make a correction or termination of a contract to rent all or part of the company's business critical. Assign someone to handle the business of the company or merger with another person with the purpose of profit and loss will break together.
- Amendment of the memorandum of association or articles of Association.
- Capital increase, capital reduction, debentures merging company.
- Any other defined under the provisions of the law on securities and/or requirements of the stock exchange of Thailand, the country must get approval from a meeting of the Board of Directors and the shareholders ' meeting by a vote above.

The meeting

1. The agenda

In the Board meeting, the Chairman of the Board of Directors of the company or person to which the Chairman of the Board of Directors delegate set a date, time, venue and agenda by sending a notice of meeting with sufficient documentation to the directors in advance of no less than 7 days before the date of the meeting, except in case it is needed urgently to preserve the rights or benefits of the company shall notify the meeting by another method and schedule for the meeting, it was faster than the need to prepare a written report to the Conference.

The Conference will place the region in which your company's headquarters or branch office or any other place as the Board of Directors of the company will be assigned.

2. The frequency of the meeting

The Board of Directors must meet at least once every 3 months and not less than six times per year by meeting more as appropriate.

3. Voting

Resolutions of the meeting of the Board of Directors of the company directors who attend the meeting. One of the directors of the company has one vote in the vote. Although, Directors who have interest in the story, consider does not have the right to express opinions and to vote on such matter. If the votes are equal, the Chairman of the meeting shall vote more as a casting vote except one vote voting law requires otherwise.

Quorum.

Attendees at the meeting of the Board of Directors of the Board of Directors meeting must be not less than one half of the number of Directors, all members present shall form a quorum. In the event that the President is not in the meeting or is unable to act, if there is a Vice Chairman of the Board, as Vice Chairman of the Board President. If there is no Director or Vice President, the Meeting of the Board of Directors has to select one of the directors of the company as the Chairman of the meeting.

The Audit Committee.

As of December 31 2558, Audit Committee comprises four directors as follows:

Name	Position
Mr. Atsadang Sresuphornpun	Chairman of the Audit Committee / Independent Director
Mr. Preechaa Tivananthakorn	Audit Committee / Independent Director
Pol. Col. Kosone Ninbodee	Audit Committee / Independent Director
Mr. Tawatchai Sudtikipisan	Audit Committee / Independent Director

Note: * Mr. Preechaa Tivananthakorn with the knowledge and experience of finance and accounting.

Mr. Chawalit Tarathkhundet acts as Secretary of the Audit Committee

At the extraordinary general meeting of shareholders No. 3/2556 (2013) passed December 24 2556, defined scope of duties and responsibilities of the Audit Committee the Audit Committee meeting No. 1/2559 on March 29 2559(2016) review the Audit Committee Charter and amendments. The scope of duties and responsibilities as follows:

- Ensure that the company is notified and various complaints about reporting in the financial statements is inappropriate or other issues. By making sure that informants have independent review process and have taken the appropriate track.*
- In case of necessity, The Audit Committee can request advice from external consultants or professional about monitoring operations by the company as responsible for the costs according to the regulations of the company.*

Element

The Audit Committee must be composed of at least three directors, each Director must be a person of independent directors and the qualified law on securities and stock market, including regulations and/or regulations of the Office of the Securities and Exchange Commission and the stock exchange of Thailand country can use their discretion and can be read independently, and a basic understanding of the financial statements, which are needed in the functioning of the Audit Committee. At least 1 person of the Audit Committee must have accounting expertise or financial management related requirements of the stock exchange of Thailand. The Audit Committee can communicate directly with the external auditor, the internal auditor and the management of the company. The Audit Committee shall appoint one person as the Chairman of the Audit Committee.

The meeting

The Audit Committee must be held at least four times a year or more if necessary by the Chairman of the Audit Committee has the duty Conference. Acting as the Chairman of the meeting shall approve the agenda as well as to report on the results of the meeting to the Board of Directors regularly.

Tenure

The Audit Committee has time length each term for 3 years. The Audit Committee, which was retired by rotation, another may be appointed in cases where the Audit Committee that vacated by rotation, the Board of Directors, appoint a person qualified as a member of the Audit Committee the Audit Committee is to provide the amount as determined by the Board of Directors, the Audit Committee instead can remain in position only for the remaining tenure of the Audit Committee, which their replacement.

Voting rights

The Audit Committee is assigned to 1 person 1 vote by voice, if any man of the Audit Committee, stakeholders in matters considered, The Audit Committee does not consider those comments must be together.

Duties of Audit Committee

- 1. Review the company's financial reporting is accurate and sufficient by coordination with the external auditor and the management responsible for the preparation of financial reports according to law of the stock exchange of Thailand and the Thailand government agency define relevant.*
- 2. Review the company's internal control system and internal audit including risk management and effectiveness and independence of the internal audit function, as well as to appoint the Chief of the internal audit unit or any other unit responsible for internal auditing.*
- 3. Review the company's compliance with the law on securities and the stock exchange. The terms of the stock exchange of Thailand and the countries the laws related to the company's business.*
- 4. Consider to select a person who is nominated to serve as independent auditors of the company and determine the remuneration of such a person, including a meeting with the external auditor without management attended the meeting at least once a year.*
- 5. Consider related items or items that may have a conflict of interest in accordance with the laws and regulations of the stock exchange of Thailand. This is to ensure that such transactions are*

reasonable and for the maximum benefit to the company.

6. Report of the Audit Committee to disclose in the annual report of the company which reports must be signed by the Chairman of the Audit Committee, and must contain at least the following:

- Opinion on the accuracy, completeness and reliability of the financial report of the company.*
- Opinion on the adequacy of the internal control system of the company.*
- Opinion on the compliance of the law on securities and the stock exchange. Stock terms of Thailand or other laws relevant to the business of the company.*
- Opinion on the appropriateness of the auditor.*
- Opinion on the transaction with conflict of interest*
- The number of Audit Committee meetings and the attendance of each Member of the Audit Committee.*
- Comments or remarks that the Audit Committee receives from the duty based on the Charter*
- List of other shareholders and investors should know under the scope of duties and responsibilities assigned by the Board of Directors.*

7. Carry out any other duties assigned by the Board of Directors with the approval of the Audit Committee.

8. In the case of found or suspect items or actions which may have a significant impact on the financial position and results of operations of the company, such as one conflict of interest or corruption, or there is something wrong in the internal control system, violation of the law on securities and the stock exchange, Stock terms of Thailand, etc. The Audit Committee reports to the Board of Directors to rectify within a time period in which the Audit Committee deems appropriate. If the company's Board of directors or the Executive does not continue to be revised in time, as the Audit Committee deems appropriate. One member of the Audit Committee may report that there is a list of such actions or the Office of the Securities and Exchange Commission or the stock exchange of Thailand.

9. Company is notified and various complaints about reporting in the financial statements is inappropriate or other issues by making sure that informants have independent review process and have taken the appropriate track.

10. In case of necessity, the Audit Committee can request advice from external consultants or professional about monitoring operations by the company as responsible for the costs according to the regulations of the company.

The Executive Committee

As at December 31 2558, the Executive Committee composed of 4 Directors as follows:

<i>Name</i>	<i>Position</i>
<i>Mr. Tanongsak Manotamraksa</i>	<i>Chairman of the Executive Director Committee</i>
<i>Mr. Peera Neerapitak</i>	<i>Executive Director</i>
<i>Mr. Yongsil Rungchiwa</i>	<i>Executive Director</i>
<i>Mr. Weerawit Manotamraksa</i>	<i>Executive Director</i>

Note: Mr. Chawalit Tarathikhundet acts as Secretary to the Executive Committee.

Board of Directors meeting no.7/2558 on 12 November 2558(2015), been approved the Charter of the Board of Executive Directors to use as guidelines in the performance of the duties legally, consistent with the principles of good corporate governance.

Elements

- 1. The Executive Committee has been appointed by the Board of directors to appoint one member of the Executive Committee to be as Chairman of the Board of Executive Directors.*
- 2. The Executive Committee consists of at least three directors, which is composed of a number of Directors of the company and may include the company's management and/or other third parties.*
- 3. The Executive Committee must have the knowledge, ability and appropriate experience to understand the qualifications, duties and responsibilities, including their characteristics must not be prohibited by law.*
- 4. The Executive Director should be someone who can devote the time and enough reviews in practice as a member of the Executive Board.*

Tenure

- 1. The Executive Committee has one year/each time from the date of appointment, and when a consensus agenda. If the Board of Directors has not yet passed a new set of management committees, the old Committee duties has to take the responsible until the Board of Directors will appoint a new Board of Directors, the Executive Committee also set instead of the original series, all the agenda down. The appointment should do within two months from the date of the original series Executive Committee agenda. Executive Director who retired by rotation may able to be appointed again.*
- 2. In cases where the Executive Director vacancy caused by other reason than the agenda and remain on the agenda of not less than two months. The Board of Directors appoint of the Executive Director to replace and in the next meeting of the Board of Directors, a person who act as a member of the Executive Board which will act only remaining agenda of his previous Executive Committee.*
- 3. The Executive Director retiring position when*
 - 1) Retired*
 - 2) Resigning.*
 - 3) Death*
 - 4) Lack of suitability to be entrusted with the management. There is a public undertaking which according to the Board of Directors, shareholders, the Securities and Exchange Commission.*
 - 5) Board of Directors has resolved to retired.*
- 4. The Executive Director who resigned prior to the end of the term, notify the company in advance of 1 month with a reason.*

The operation power

- 1. Approve spending the money to invest the preparation of financial transactions with financial institutions to open accounts, loans, mortgage, guarantee, pledge or any other operations, including trading, registration of ownership of land to the company's normal business transactions under the authority limits as set forth in the operational manual for the subject authority of the company.*

The action is subject to the announcement of the stock exchange of Thailand, The Board of Directors of the Securities and The capital market supervisory board or any other law in matters related.

2. The Committee has the authority to appoint one or more persons work directed by one side or the rear, as well as several governing compensation.
3. The mandate and functions of the Chief Executive. And / or management of the company as it sees fit. When the operation to be reported to the Board
4. Has the authority to invite the executives or employees of related companies to clarify the comment, came to attend the meeting or send documents by relevance that is necessary.
5. Counsel, experts or consultants of the company (if any) or hire consultants or external experts. In such cases, the required cost of the company.
6. Established any other regulations as it deems appropriate.

Duties and responsibilities

1. Established the company policies, goals and business strategy of the company's annual work plan and get approval from the Board of Directors.
2. Define the business plan, annual budget and management powers of the company to obtain approval from the Board of Directors.
3. Responsible for the management of the company in accordance with the direction of the company's business policy goals.
4. Responsible for the operations of the company in accordance with the law, the articles of Association of the company objectives, resolutions of the shareholders ' meeting., resolutions of the Board of Directors, as well as the relevant procedures.
5. Set up the organizational structure and defines the duties of the position (Organization Chart). Revised (if any) then report to the Board of Directors.
6. Review of the revised Charter, the Executive Committee and presented to the Board of Directors for approval.
7. Perform other duties assigned by the Board of Directors.

The Delegation of duties and responsibilities of the Executive Committee will not have a delegation or mandate that makes it possible for the Executive Committee range, or those authorized by the Executive Board to approve their entry or a person who may have a conflict (as defined in the Supervisory Board securities and Exchange Commission) Stakeholders, or there may be a conflict of interest with the company and/or any other subsidiaries unless the approval is that the transaction which is subject to policies and guidelines that the Board of Directors for approval on hold which is in accordance with the law on securities and stock exchange regulations, notices and instructions, or the requirements of the stock exchange of Thailand, the Office of the Securities and Exchange Commission, the capital market supervisory board or any other law in matters related.

The meeting

1. The agenda

Appoint the date, time, venue and agenda in advance, then the Secretary notice of meeting of the Board of Executive Directors to the Executive Director not less than seven days prior to the meeting unless it is necessary and urgent in order to maintain the benefits of meeting shall notify the company by other means and set more quickly and must prepare a written report to the Conference.

2. The number of times of the meeting

The Executive Committee will have to up the Conference as it deems appropriate, but must not be less than 12 times per year.

3. Attendees

In the Executive Committee meeting, the Executive Committee must be not less than one half of the total number of all the Executive Committee a quorum and may to invite someone like the President, President Managing Director, Executive Vice President Managing Director,

Assistant Manager Head of Division, and/or other relevant person to attend meetings as appropriate.

4. Voting

Resolutions of the meeting of the Board of Executive Directors shall count due to the attendee in the meetings of the Committee, each Executive Committee has one vote for person, the Chairman of the meeting may vote for decisive voice. Executive Director, stakeholders in regard to consider it must not be present in the meeting and did not have the right to comment and vote on such matter.

Approval to proceed as well as a delegation from the Managing Director is to act in order to make the list as mentioned above. It must not look to enter into action items. The Managing Director or the representative of the Managing Director responsible for their entry into the person who may have a conflict Stakeholders, or there may be a conflict of interest with the company or its subsidiaries to any other, which approved an action to perform list, in such a manner must be proposed to the meeting of the Board of Directors and/or the shareholders meeting for consideration and approval. It reviewed by the Audit Committee, according to the company's articles of Association and by the Securities and Exchange Commission and/or the stock exchange of Thailand defines the country. The risk management Committee

As of December 31 2558, risk management committee consists of five persons as follows:

<i>รายชื่อกรรมการ</i>	<i>ตำแหน่ง</i>
Mr. Preecha Tivananthakorn	<i>Chairman of Risk Management Committee</i>
Mr. Peera Neerapitak	<i>Risk Management Committee</i>
Mr. Thongchai Piyasantiwong	<i>Risk Management Committee</i>
Mr. Sithipon Ratanaporn	<i>Risk Management Committee</i>
Mr. Rangsan Wangpaitoon	<i>Risk Management Committee</i>

Note: Mr. Chawalit Tarathikhundet acts as Secretary to the risk management committee. At the extraordinary general meeting of shareholders No. 3/2556 passed December 24 2556(2013), defined scope of duties and responsibilities of the risk management committee, which covers the composition, qualifications, tenure, scope of duties of the risk management committee. The risk management committee's meeting No. 4/2558 November 12 2558(2015), reviewing such Charter and still in force, because there is complete.

1. The elements of the risk management Committee

The risk management committee consists of at least three people by members of the risk management committee members do not need a company directorship.

Moreover, the risk management committee elected one member as Chairman of the risk management committee and the appointment of the Secretary of the Board of Directors of risk management to assist in the implementation of the risk management Committee about the appointment meeting and prepare an agenda delivered speeches and record meeting minutes

2. The qualifications of the members of the risk management Committee

The risk management Committee must be a person who is qualified As follows:

(1) Have the knowledge, ability and integrity, ethics in business and have sufficient time to devote the knowledge, ability and duty to the company.

(2) Qualified and not prohibited by the law on public limited companies, and other related laws.

(3) A person who is not the doing the familiar business and the same conditions as the race of a company or partnership, or other legal entity in which the Director has determined the same

conditions is a competition with the company whether their benefits or others unless it has informed the Board of Directors ' meeting held prior to the appointment.

(4) Risk management committee consisting of financial experts or Accounting or risk management, at least 1 person

3. The appointment of tenure

The Board of Directors of the company appoint a person who is qualified as specified in section 3 above to position the risk management committee which each term of 3 years and in accordance with the tenure of Directors (in case the risk management company directorship with). The risk management committee who retired by the rotation may appointed as a member of the risk management Committee again.

In that case that the Director of risk management maturity tenure or tenure or not, may not be appointed until the agenda, which has resulted in the number of risk management committee has lower than three so the The Board of Directors should assign new risk management committee immediately or within 3 months from the date the number of members does not fully to ensure continuity in the performance of the duties of the risk management committee, which the new committee will be position only the remaining agenda of the past Executive Committee.

4. Duties and Responsibilities

1. Review nature of risk that companies are experiencing or are expected to occur and affect the company (Risk of Identification), including policy and provide comments on risk management from both inside and outside the Organization, covering at least 4 reasons as follows:

- 1) Financial Risk*
- 2) Operational Risk*
- 3) Strategic Risk*
- 4) Compliance Risk*

2. Define the strategic structure and the resources that are used in enterprise risk management, consistent with the risk management policy as well as the company's business strategy and direction.

3. Determine the amount or type of activity according to the risk to the compliance situation of each type of risk to the Board of Directors for approval.

4. Policy review as well as the strategy and governance practices to ensure that the risk management strategies have been implemented appropriately.

5. Power to appoint a working group to assess and monitor risks throughout the organization.

6. Perform any other duties as assigned by the Board of Directors.

5. The meeting

1. The meeting of the risk management committee set up by the risk management Committee Chairman as it deems appropriate but at least one meeting every 3-month period.

2. Meeting of the risk management committee appointment, the Chairman or the person who has been entrusted with notice of meeting agenda and meeting documents in every Member of the risk management Committee of not less than 3 days in advance before the date of the meeting to provide the risk management committee has time to study the information sufficiently unless urgent need to maintain rights or benefits of the company to be able to tell by the way other meeting dates for the meeting or sooner.

3. The risk management committee meetings set up when the company plans to invest in new projects and must be approved by the Board of Directors. The investment plan should be considered from a risk management committee to identify risks that may arise and to provide comments to the Board of Directors of the company in the next meeting.

6. The quorum and voting

1. In the Risk management committee meeting, the risk management Committee must have come at least one half of the total members present shall form a quorum. In that case, the Chairman of the risk management Committee is not in a meeting or is unable to act. The risk management committee authorized to select one of the committee to acts as the Chairman of the meeting.

2. The diagnosis of the meeting is regarded as a decisive majority votes.

3. The risk management committee has one vote for each person unless the risk management committee, which is involved in any risk there is no right to vote on such matter. In case of equal votes, the Chairman of the meeting shall have one vote for decisive voice.

4. The Chairman of the risk management Committee must report on the results of the Audit Committee meeting to consider in the company's Board of Directors acknowledged every quarter. Risk management in operations management, it will be responsible for the formulation of policies and to identify and assess risks. The level of risk, according to the criteria defined and there are measures in place to manage the risk at an acceptable level including follow-up and reporting of the risks covered by the State to review the adequacy and effectiveness of risk management measures that are important for continuous to ensure that risk management will be timely. Risk management coordinator, management and support in operations according to the policy then reports the major risk to stock exchange Board of Directors on a regular basis to provide executives acknowledge the risk status of the Organization and have been reported to perform risk management, the risk management committee and the Audit Committee every month, and create a culture of risk management to give executives and employees in the Organization continuously.

Corporate Governance Committee

As of December 31 2558, Corporate Governance Committee composed of three directors, as follows:

<i>รายชื่อกรรมการ</i>	<i>ตำแหน่ง</i>
Mr. Peera Neerapitak	<i>Chairman of the Supervisory Board Corporate Governance committee</i>
Mr. Teerachart Manotamraksa	<i>Corporate Governance committee</i>
Mr. Sithipon Ratanaporn	<i>Corporate Governance Committee</i>

Note: Mr. Chawalit Tarathikhundet Acts as Secretary to the corporate governance Committee.

Scope of authority of the Board of Directors and corporate governance

- 1. Ensure that the company's operations and compliance with corporate governance policies.*
- 2. Consider approval plan activities promoting good corporate governance with the objective to maintain and develop standards of good corporate governance and create a culture of good corporate governance organization using communications to the Committee, Executives and employees about corporate governance consistently.*
- 3. Operates and activities on responsibilities for the environment and society.*
- 4. Review the company's corporate governance regulations, The Board of Directors and the Board committees ethics and code of conduct for employees, as appropriate to the current business of the company and are consistent with the guidelines of the stock exchange of Thailand, The Office of the Securities and Exchange Commission and of the capital market supervisory board.*
- 5. Report on corporate governance in the annual report.*
- 6. Consider approval to publish press releases and the company's corporate governance and disclosure policy of the company to the public at large, including updates to published data governance to the company's website.*

The Board nomination and remuneration Committee

As of December 31 2558, Board nomination and remuneration Committee consists of four directors as follows:

<i>Name</i>	<i>Position</i>
Mr. Atsadang Sresuphornpun	<i>Chairman of Nomination and Remuneration Committee</i>
Mr. Preecha Tivananthakorn	<i>Nomination and Remuneration Committee</i>
Mr. Peera Neerapitak	<i>Nomination and Remuneration Committee</i>
Mr. Weerawit Manotamraksa	<i>Nomination and Remuneration Committee</i>

Note: Mr. Sitthiphon Ratnaphon acts as Secretary of nomination and remuneration Committee According to the Board of Directors No. 12/2557 on October 30 2557, defined scope of duties and responsibilities of the nomination and remuneration Committee.

1. The composition of the Board nomination and remuneration Committee.

1. Board nomination and remuneration committee appointed by the Board of Directors and the Board of management consists of at least 3 people, one half of the total number of Directors all Directors shall be independent directors.

2. The Chairman of the Audit Committee position on the Chairman of the nomination and remuneration Committee

2. Tenure

1) Nomination and remuneration Committee for each term is 3 years.

2) Nomination and remuneration Committee may be appointed back into longer tenure as The Board of Directors deems appropriate.

3) In addition to any text 3.1, the nomination and remuneration Committee will be ousted when

3.1) Resigned

3.2) Board of Directors has resolved to retired.

4) Board of Directors has the authority to appoint a nomination and remuneration Committee for the benefit in the implementation of the objectives, or to replace the nomination and remuneration Committee at retirement, according to a person who retired in no. 3.1 or 3.2 has been appointed as a member of nomination and remuneration committee substitute no. 3 to live only for the remaining tenure of the nomination and remuneration Committee.

3. The scope of duties and responsibilities

The Board nomination and remuneration Committee Duties as assigned by the Board of Directors with the scope of duties and responsibilities as follows:

3.1 Nomination

1. Define the criteria for nomination and the policy to the Board of Directors and other committees to consider the appropriateness of the amount by the structure and composition of the Board of Directors for approval of the shareholders ' meeting (if any).

2. Consider the nomination, selection and offer the appropriate Board of Directors based on person, position and a vacancy position and/or the added.

3. Consider the nomination and selection of the company's executives, especially the Managing Director or Chief Executive Officer.

4. Any other operating about recruiting duties assigned by the Board.

3.2 The remuneration

1. Preparation of guidelines and policy on the remuneration of the Board of Directors, committees, and executives to the Board of Directors and/or approval of the shareholders' meeting (if any case).

2. Define the required compensation and appropriate financial and the money of the dwelling, the Board of Directors of the company individually by the remuneration Committee of the Board and the company's management to consider appropriate obligations, responsibility, results and comparison with companies in similar businesses and benefits expected to be obtained from the Director. The company's management and to the Board of Directors to consider the offer and presented to the Board for approval.

3. The responsibility of the Board of Directors and has a duty to provide a statement of Director's remuneration committees and senior management in the company's shareholders' meeting.

4. Policy report of reason to set the remuneration of Directors and executives of the stock exchange requirements as disclosed in the annual (56-1) and the annual report of the company.

5. Carry out any other duties related to the remuneration of assigned by the Board. Management committee and the various departments are required to report, or presentation of the data and related documentation to the Board nomination and remuneration Committee to support the operation of the Board nomination and remuneration Committee for achieve the assigned duties.

4. The report

The Board nomination and remuneration Committee Report to the Board of Directors.

5. The meeting

1. The Board of nomination and remuneration Committee Arrange a meeting or as appropriate at least once a year and has the authority to call a meeting as required by the quorum consists of the nomination and remuneration Committee which not less than one half of all Directors.

2. All directors should attend meetings whenever necessary exception may not attend meetings should inform the Chairman of the nomination and remuneration Committee in advance.

3. The Chairman of the nomination and remuneration Committee as the Chairman of the meeting, in the case of the Chairman of the nomination and remuneration Committee not in that meeting or not may act, the nomination and remuneration Committee select meeting of the nomination and remuneration Committee to be the Chairman of the meeting.

4. The resolution of the nomination and remuneration Committee take the action by the majority, in the case that the nomination and remuneration Committee who has benefit, there will not consider participating in opinion and there is no voting rights on that subject.

5. Delivery invitation to give the nomination and remuneration Committee, delivered prior to the meeting, except in case of urgent need or notifies meeting dates for the meeting, or by other means, it is faster, the Secretary of nomination and remuneration Committee is a meeting recording.

6. The Board nomination and remuneration Committee Can invite those involved to clarify attendance facts provided to the meeting for The Board nomination and remuneration Committee to accept.

6. The Secretary to the nomination and remuneration Committee

6.1 Human resources manager or other appropriate person acts as Secretary to the Board nomination and remuneration Committee.

6.2 The nomination and remuneration Committee may assign additional staff to coordinate as appropriate.

7. Consultant

The Board nomination and remuneration Committee may seek opinion from experts or professional consultants external to the cost of the company, but will have to report to the Board of Directors.

Managing Director

Mr. Thanongasak Manothamraksa, Managing Director by the Board of Directors ' meeting No. 1/2557 on January 24 2557(2014) determined the scope of duties and responsibilities of Managing Director.

Duties of the Managing Director

- 1. Management and oversight activities related to the General Administration of the company to be in compliance with the regulation and the policy objectives of the company.*
- 2. Take any action based on the resolutions of the meeting of the Board of Directors and/or resolutions of the shareholders ' meeting of the company.*
- 3. Has the authority to appoint, hire release migration, termination of employment Determine the pay rate, lump sum Awards raises compensation salary bonus for all employees of the company.*
- 4. Has the power to approve various items in accordance with the operating manual, the power company's operation.*
- 5. The power to command the publish regulations, operational policies, and the interests of the company and to maintain discipline within the organization.*
- 6. Act and show their company to a third party in a related and beneficial to the company.*
- 7. Approve the appointment of various advisory services required for the operation.*
- 8. Other duties as assigned by the Board of Directors periodically.*

Nomination and appointment of Directors and senior management

Nomination of Directors

The Nominating Committee of the Board to act through a nomination and remuneration Committee process which consists of two independent directors of the Board nomination and remuneration Committee 4 details are sufficient to the decision of the Board of Directors and/or shareholders. In the nomination, it will give priority to the person having knowledge from a variety of professions, skills, experience and talents that are beneficial to the company. Have a good work history and leadership, foresight, vision, ethics, as well as a good attitude to the organization. Be able to devote enough time to the beneficial action of the company's business. It will also take into consideration the appropriate qualifications and comply with the composition and structure of the Committee according to the company's business strategy. There must be a transparent recruitment process. Confidence to the shareholders In addition, consider selecting this property according to section 68 of the public limited companies act 2535 (1992) Supervisory Board and by the Securities and Exchange Commission and/or related laws, and then apply a list proposed to the shareholders ' meeting appointment.

In the year 2558, Board of nomination and remuneration Committee proposed the name of the person to be elected as directors of the company is equal to the number of Directors of the agenda and proposed to the Board of Directors for approval, and then proposed to the shareholders ' meeting is set according to the following guidelines.

- 1. Shareholders have equal to one vote for each one.*
- 2. In the election of the Board of Directors voting method may be used to make for the vote have been nominated individually, or multiple people at the same time, however, the shareholders ' meeting is deemed appropriate, but vote to any resolution or each*

shareholder will exercise the votes of all the contained text as 1 vote.

3. The persons receiving the highest votes in descending order are elected as a Director of the Board of Directors shall have a casting vote at that meeting. If the person elected in descending order of votes equal number of directors to be appointed or elected on that occasion, the chairperson has the final vote.

In addition, the annual general meeting of all times, 1/3 of the number of Directors may resign, as the number of direct number closest to 1/3 Directors of the proportion. The resigning directors may be elected to the position again. The directors to retire in the first and second years following the registration of the Company shall be determined by drawing lots, who is out. In subsequent years, the directors who were in office the longest shall retire from office. Directors who retire by rotation may be re-elected. If vacated by any other reason than the rotation, the directors may elect a person who is qualified and is not prohibited by article 68 of Act b.e. 2535 public and/or related laws as a replacement in the next meeting of the Board of Directors, unless the Committee's agenda has less than two months, the replacement shall be of Director only for the remaining tenure of the Director, which must have been their agent and the resolution of the Board of directors by a vote of not less than 3/4 of the remaining directors.

Independent Nomination of Directors

The company has defined definition of "independent Director", in accordance with good corporate governance principles and practices of the Office of the Securities and Exchange Commission. To build confidence in investors and maintain the balance of good management by the Board of Directors meeting 3/2559 (2016), approved to correct "definition of independent Director" of the company, concentrated over the announcement of the capital market supervisory board.

The company has designated the "independent director" means not a director of the company, a subsidiary, a joint company, as a director of the independent management and shareholder with power control and who have no business relationship with the company.

The board of directors will discuss basic properties of individuals who became a director independence. By considering the properties and the prohibition of the act Public Co., Ltd. Securities and exchange law Notice of the office of the Securities and Exchange Commission. Declared capital market supervisory board. Declare set including announced regulations and / or regulation.

Furthermore, the Board will consider an independent panel of experts, work experience and the appropriateness of other combinations will then be proposed to the shareholders' meeting to appoint a director to the company's policy of appointment of at least one third of the directors of the Company. At least three people the properties are as follows:

1. Hold no more than 0.5 percent of the shares with voting rights of the company, its subsidiaries, affiliates, and shareholders, major. Or Controlling Shareholders of the Company shall be inclusive of the shares held by related persons of the independent director with
2. Is or was a director, an employee, a consultant on staff salaries. Or Controlling Shareholders of the Company, its subsidiaries, affiliates, subsidiaries, parent company, the same order. Its major shareholders Or Controlling Shareholders of the Company. Unless it is clear from the foregoing relationship not less than two years
3. Prior to his appointment as an independent director, the prohibition does not include cases where the independent director used to be a public servant. Or consultant of a government which is a major shareholder. Or Controlling Shareholders of the Company
4. A person who is related by blood or legal registration. In as father, mother, spouse, siblings, spouses and children, including the children of executives, major shareholders. Controlling Shareholders Or the person who will be nominated as executive or controlling persons of the Company or its subsidiaries

5. Has or has had a business relationship with the company, its subsidiaries, affiliates, shareholders, major. Or Controlling Shareholders of the Company. In a manner that may impede their independent judgment. Including being or having been a shareholder has. Or who has control of a business relationship with the company, its subsidiaries, affiliates, shareholders, major. Or Controlling Shareholders of the Company. Unless it is clear from the foregoing relationship not less than two years prior to his appointment as an independent director. Such business relationships the transaction is usually done for commercial operations. Rental or lease of real estate Concerning assets or services or giving or receiving financial assistance. By receiving loans or guarantees to assets pledged as collateral for liabilities. As well as other similar circumstances As a result, the Company has an ongoing obligation to pay to the other party. Since three percent of the net tangible assets of the Company, or from twenty million baht. Whichever is lower than the calculation of such indebtedness, according to the method of calculating the value of the transaction was announced by the Capital Market Supervisory Board concerning rules on the transactions, considering it to be a burden. Such debt the total debt incurred during the year prior to a business relationship with the person.
6. Not being or having been an auditor of the company, its subsidiaries, affiliates, shareholders, major. Or Controlling Shareholders of the Company. And a significant shareholder. Controlling Shareholders Or partners of the audit firm The auditor of the company, its subsidiaries, affiliates, shareholders, major. Or Controlling Shareholders of the Company are attached. Unless it is clear from the foregoing relationship not less than two years before being appointed as an Independent Director
7. Not being or have been a professional services which include serving as a legal advisor or financial advisor. Which has been charged over two million baht per year from the company, its subsidiaries, affiliates, shareholders, major. Or Controlling Shareholders of the Company. And a significant shareholder. Controlling Shareholders Or partner of the service provider firm. Unless it is clear from the foregoing relationship not less than two years prior to his appointment as an independent director
8. Not being a director appointed as a representative of the Company's directors. Its major shareholders Or shareholders who are related to the major shareholders
9. Do not operate the same nature and in competition with the business of the Company or its subsidiaries. Or partnerships that were in partnership. Or a director, an employee, consultant, employee salary. Or holding more than one per cent of the shares with voting rights of the company. The business of the same nature and in competition with the business of the Company or its subsidiaries
10. There is no any other way that makes it impossible to provide an independent opinion about the company.

In addition, the independent directors to review at least one must be a person with knowledge and experience in accounting, finance or enough to serve on the review of the reliability of financial statements.

Recruitment of Executive level

The Board of Directors shall consider and approve the hiring or appointment of persons to be appointed as Managing Director. The Board of Directors shall consider the qualifications, knowledge and experience as business-related. The benefits to the business of the company vision, integrity and ethics, as well as, work on transparency, etc. In addition, the person must not be prohibited by section 68 of Act b.e. 2535 public and/or related laws.

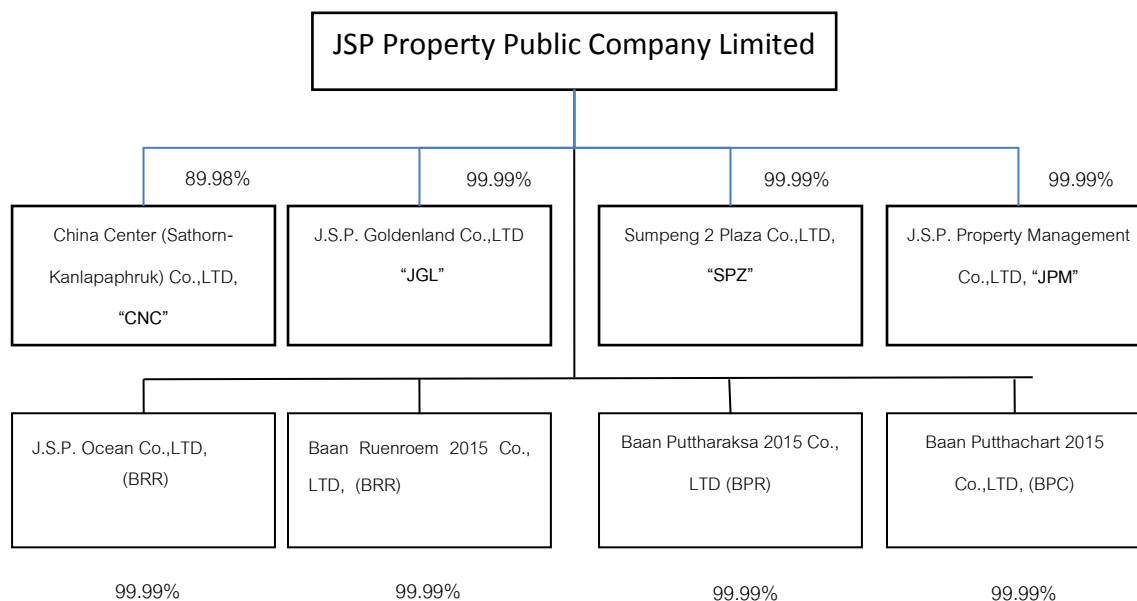
Hiring and filling in the position to position, migration, including transfers and transfer across the company, and employees are (in addition to probation or dismissal) for the employee, the other sequence according to the operating manual for the subject authority.

Overseeing the operations of its subsidiaries and associated companies.

According to the structure of JSP Property PCL, there are 8 subsidiary companies including;

- 1) J.S.P. Goldenland Co.,LTD
- 2) China Center (Sathorn-Kanlapaphruk) Co.,LTD,
- 3) Sumpeng 2 Plaza Co.,LTD,
- 4) J.S.P. Property Management Co.,LTD,
- 5) Baan Ruenroem 2015 Co., LTD,
- 6) Baan Puttharaksa 2015 Co., LTD,
- 7) Baan Putthachart 2015 Co.,LTD,
- 8) J.S.P. Ocean Co.,LTD,

By having a shareholding in a subsidiary company as shown below;



For governance mechanism of the subsidiary companies' 8 Board of Directors, the management team of the company and its subsidiary companies is the same group. The company can take care of the management and operations of subsidiary responsibility. In addition, the company and its subsidiaries have operations guidelines. Job management Disclosure of financial position and results of operations transactions between the company and related parties, acquisition or disposal of property, or any other important transaction of the company and its subsidiaries are the same criteria that apply to both the company and its subsidiaries.

Internal information policy of the company

The Board of Directors recognizes the importance of good corporate governance and transparency and to prevent the exploitation of the company from using the information within the company that have not been publicly disclosed. By resolution of the Board of Directors Meeting No. 1/2557 dated January 24, 2557 has set a policy on the use of inside information, the Company and the Board of Directors Meeting No. 13/2557 dated December 12, 2557 to review the amendments are as follows;

1. Director, management executives, and employees of the company and its subsidiaries are required to maintain the confidentiality of the inside information, and/or the company and its subsidiaries.
2. Director, management executives, and employees of the company and its subsidiaries are prohibited to disclose or exploit confidential and/or information within the company and its subsidiaries for themselves or to the benefit of any other person, whether directly or indirectly and whether to receive any return or not.
3. Director, management executives, and employees of the company and its subsidiaries shall not make transaction of buying, selling, or transferring any securities of the company by

using a confidential and/or information within the company and its subsidiaries and/or any other loan/and or using the confidential information within the company and its subsidiaries that may cause damage to the company and its subsidiaries, whether directly or indirectly. This requirement, including the spouse and underage children of the directors, executives, employees of the company and its subsidiaries. Any violations of such regulations will be considered a serious offence.

4. Prohibiting directors, executives, employees (including spouses and children) of the company and subsidiaries who received inside information, to purchase or sell securities of the company within 30 days before the disclosure of quarterly and annual financial statements. Such prohibition is covering Blackout Period (24 hours after the disclosure of financial statements).
5. Prohibiting directors, executives, employees who have access to inside information of the company and subsidiaries that may affect the trading price of the company, to trade in securities of the company for a period of at least one month prior to the disclosure of such information to the public and should wait at least 24 hours after the disclosure of such information to the public. This includes a ban on disclosing that information to others as well.
6. Prohibiting directors, executives, employees of the company and subsidiaries to disclose the information with the outside parties or any other person which does not act to prevent the use of inside information.
7. Educate executive directors, including executive-level positions in accounting or finance manager level and above or equivalent about the obligation to prepare and submit a report of their securities in the company together with spouse and underage children's as known in the office of the Securities and Exchange Commission, pursuant to article 59, and penalties Act, the Securities and Exchange Commission, b.e. 2535 (including amendments).
8. Directors and executives including those who hold management positions in accounting and finance manager at a comparable level or equivalent (as defined by the office of SET) to prepare a report and submit the report to the securities issued by the company as well as their spouse's and children's at the first appointed as a director or executive (by definition of the office of SET) and when the time of change. The submission needs to be done to the SET Office within 30 days from the date of appointment to the position of a director or executive. Or report any change of shareholdings within 3 business days from the date of purchase, sell or transfer of such securities.

The company has set the disciplinary penalties when the time of violation as follows;

1st violation: Written warning or salaries cutting

2nd violation: Suspended from job or fired

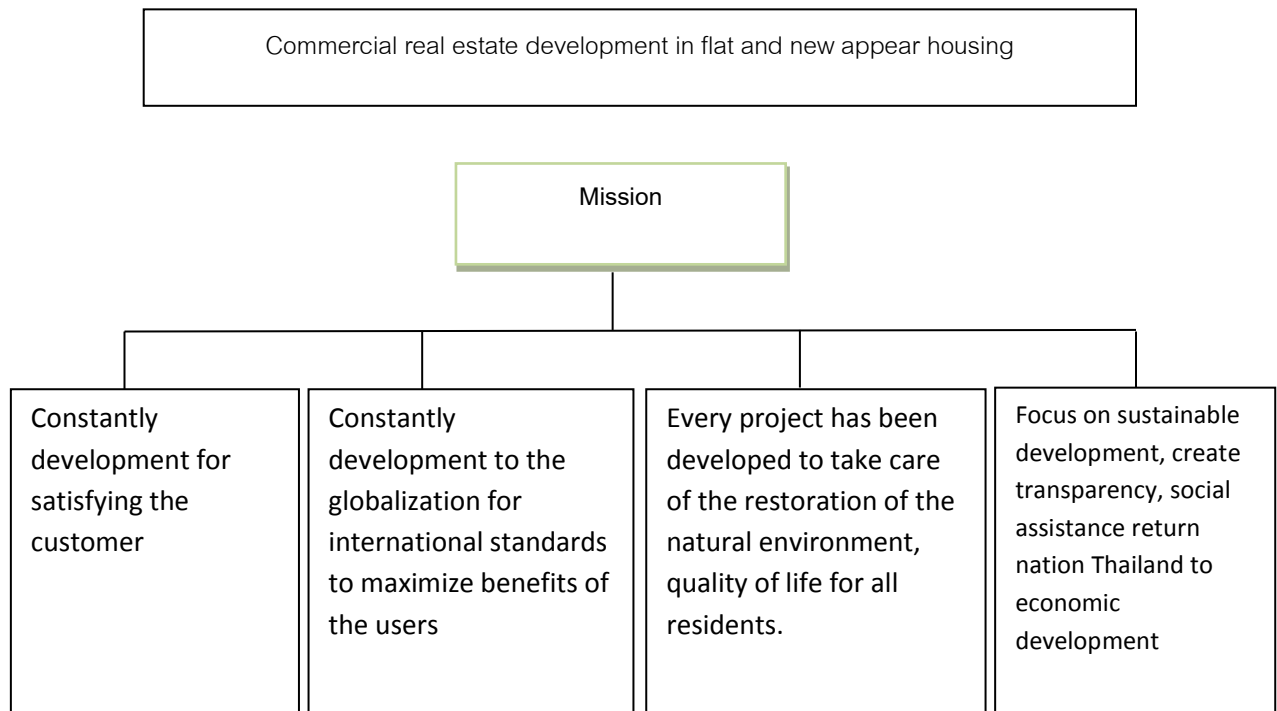
To follow up the implementation of such measures, The Board of Directors and Management must report changes in their shareholdings to the Board of Directors for an acknowledgement.

Audit Fee

In fiscal 2557 and 2558, the company and its subsidiaries have to pay compensation to the company's Auditor Office limited as follows:

Compensation	B.E. 2557	B.E. 2558
Audit Fee	2,340,000	2,605,000
Financial Statement Revision Fee	960,000	895,000
Non-Audit Fee	-	-
Total	3,300,000	3,500,000

10. Corporate Social Responsibility ๔



Social Responsibility Policy

The company is committed to conducting business under the corporate governance and ethical, along with caring for the environment and society. There is a strong sense of social responsibility; the company has truly defined the best practices guidelines of the stock exchange of Thailand. As well as the importance of community, society and the environment in the company's business operations, and to consider the impact that may occur, with regard to those stakeholders involved both inside and outside the Organization, from employees, customers, shareholders, communities, as well as broader society to lead business development and sustainable success.

The implementation of Corporate Social Responsibility

In late 2557, the Company entered into a listed company in the Stock Exchange of Thailand. The operations of the company would affect a large number of stakeholders; the company has a policy to be developed in the process of responsibility to create products and services. The focus is on the process of social and environmental responsibility (CSR in Process) by improving and developing innovations. To add value and meet the needs of customers in all segments, including innovative modern construction. Environmentally friendly Reducing waste impacts the environment. Reduce noise, dust and traffic problems on the construction site, quality control management system, and developed in-house construction. Manufacturing quality Improve product quality and environmental friendliness, such as electrical equipment are standard. And energy efficiency within the home the residential care quality, so people in society to live together happily which leads to true sustainability.

The Company classified its stakeholders into two groups;

1. **Primary Stakeholders** is a group of people who are involved in close cooperation with business is a direct beneficiary, or direct impact from the business include: shareholders, customers, contractors, Suppliers, partners, employees and their families, employees, creditors, competitors, investors, communities, society and the environment.
2. **Second Stakeholder** is a group of people who are involved with the business, as an indirect benefit or indirect impact from government agencies, such as the business of the public sector.

Channel to find needs or expectations from each stakeholder group

- Customer surveys after the transfer of property ownership
- Meeting activities for the non-transfer customers to listen to the customer's needs or problems
- Gathering events for the shareholders/investors/analysts in all the activities organized by the company or held outside the organization itself to announcing the results of operation and fully answered, including listening to the expectations from the participants, all parties.
- "Company Visit" events for the shareholders/investors/analysts to know more about the company by visiting various sites/projects with the opportunities to ask questions and comments to the fullest.
- Send representatives to meet the community around the project regularly. Especially the areas that may be affected by the activity that caused the construction to query or issue that the company take corrective actions update.
- Meeting with all project contractors regularly weekly to query problems in running the company to take corrective action or to assist with the situation.
- Meeting between senior management and staff to make the gift, and encouragement of birth by announcing what the company progress, desired goals and what to expect from all employees.
- Communication channels for shareholders, employees, customers, investors to submit their opinions through various channels; company's Web site, e-mail to investor relations or email is sent directly to the Corporate Secretary and member of the Audit Committee, etc.

Information we collect from these channels and tools will be used as guidelines to improve operations and respond to the needs of stakeholders properly which will make sustainable business growth.

Currently, the company has set guidelines for corporate social responsibility to cover the topics below.

- **Corporate governance**

The company has to comply with the principles of good corporate governance, which is consistent with the principles of good corporate governance for listed companies, the securities of 2555 unveiling a year, including the rights of shareholders. The equitable treatment of shareholders, the rights of stakeholders, disclosure and transparency, responsibility of the Board of Directors. In the year under review the Board of Directors of 2558 update Guide corporate governance policy and code of conduct, ethics in business, and additional improvements in the policy to ensure its completeness, there are clear guidelines covering all aspects such as improving corporate governance policy exchange. Consider the policy to prevent conflict of interest policy and protection, fairness to employees that provide you with information or clues about a fraud or non-compliance with the law. Company regulations and code of business conduct of the company and its subsidiaries (Whistleblower Policy) of the company's disclosure policies.

- **Fair Business**

The company and its subsidiaries to conduct business by complying with the competition framework that, in good faith and fairness under the framework of the law and ethics of the company and the rules of equal competition of obtaining a fair return for both parties. To conduct business with trading partners must not bring corruption into the company's reputation, or in conflict with the law. The principle of operation is as follows;

- Offer a price comparison with the original vendor. Evaluating new vendors.
- Do not violate human rights. No child labour employment.
- Do not consent to receive or acquire property or any other benefits which are beyond the terms of trade or the trade conditions.
- Build relationships Good cooperation and joint product development with contractors to enhance the efficiency of business operations and sharing in the long term.
- Confidentiality of information partners. Not used to benefit themselves or by those involved.
- The company and its subsidiaries will not take any action that relates to intellectual property infringement, including encouraging executives. Employee use of company assets and resources efficiently. Use of goods and services that are properly licensed, and does not support product or action that violates intellectual property rights.

- The company and its subsidiaries stand against the unfair competition by the company and its subsidiaries will not be executed in the following stories, including the pricing to eliminate competitors by pricing the real estate company will come from considering market conditions. The purchase cost as well as the needs of other related or perhaps a product pricing based on cost and expenses in order to be able to compete/purchasing policies of the company have been supplying. A clear procedure to achieve fairness, such as determining the construction cost or standard price.
- The company has assigned channels for complaint that did not receive a fair complaint said that the company. Sales offices as well as through a page on the company's website, etc.

Anti-Corruption

JSP Property Public Company Limited has ideology in the business with integrity, in pursuance of the social responsibility of all stakeholders, and according to the principles of good corporate governance and business ethics, as well as policies and practices towards different groups of stakeholders of the company.

To ensure that the company's policy is to assign responsibility, practices and requirements for appropriate action, to prevent corruption, with all of the company's business activities and to make the decisions and actions that may include business risks, corruption has been considered very carefully and follow the Board of Directors has approved 1/2558 (2015) "Anti-corruption policy," written as a guideline in business operations and enterprise sustainable development.

Policy against Corruption

The company is prohibiting directors, executives or employees of the company to conduct court action or accept corruption in any form, either directly or indirectly. It covers businesses in all countries and all agencies involved and to review the implementation of the policy against corruption regularly. As well as, review the guidelines and requirements for operators to comply with changes in business, regulatory and legal requirements.

Terms of operations

1. Anti-corruption policy, this covers human resources management process, from recruitment to recruitment or promotion, training, employee performance evaluation and rewards given by superiors at all levels understand the communications staff to use in business activities. That is the responsibility and supervision practices to ensure efficiency.
2. Any business operation will be using the anti-corruption policy guidelines as defined as the code of business conduct, guide to the good governance. Policies and practices toward stakeholders groups, including regulations and guide the performance of the company involved, as well as any other practices, the company will set up further.
3. For clarity on in high risk with the occurrence of corruption. Company directors, executives and employees at all levels must comply with caution in the following matters:
 - 3.1 Gift, Entertainment and expense.
To provide gifts or entertainment given in accordance with the code of business conduct
 - 3.2 Charitable donation or financial support
To give or receive financial support or donations must be conducted transparently and legally. Must ensure that the donation of money or support. Not be used as an excuse to bribe
 - 3.3 Business relationship and Government procurement.
Forbidden to give or receive bribes in the business operations of all kinds about the operations of the company and a contact with the Government must be honest and transparency must be performed in accordance with applicable law.

In 2558 company has operations in the following.

1. Provide an effective internal control system. The Audit Committee has more of an audit plan of the internal audit department's audit, are more concentrated, such as the strong increase in the frequency of checks in the system that are important, such as purchasing land for the employment contractor. A related transaction, etc., and assessment of the internal control of the company for the year 2558 in Board of Directors meeting February 29 when 2559 (2016) 3/2559.
2. To improve the system within the organization that may be vulnerable to fraud, such as the establishment of a working group to consider the materials used in construction, with a decision on the procurement of material significance in the tribunal, comprising architects, engineering, procurement support, financial accounting, Sales and Marketing, Project Development Management so that the company supplies standard and reasonable price.

3. Hold seminars regarding combating corruption by the good corporate governance Committee by invited speakers with expertise from external knowledge to ensure the company's executives and employees at all levels have the same awareness and understanding. Conducted January 23, 2559
4. Define the protection policy, and fair to employees that provide you with information or clues about a fraud or non-compliance with the law. Company regulations and code of business conduct of the company and its subsidiaries (Whistleblower Policy) by channel complaints through various channels, and have measures in place to protect the concrete complaints.
5. Review corporate governance policy and code of ethics in the business operation of the company and its subsidiaries by additional practice about combating corruption as part of a code of ethics. To the directors, the management team and all employees of the company and its subsidiaries operating; non-compliance with the code of conduct was unveiling disciplinary.
6. The company is in the process of implementing their own evaluation criteria about anti-corruption of Thailand from Thai Institute of Directors 71 articles.

Respect for human rights and fair labor practices.

1. The company treats employees equally and fairly. No exceptions, national origin, race, religion, gender, nor languages. Do not support child labor and human trafficking.
2. Employees' health care are in concerns of the company. The company provides health check every year.



3. In 2558, the company has appointed a Committee of Safety, Health and Environment at Work Place (Safety Committee.), according to the regulations. Set standards for the management and security management. Safety, Health and Environment at Work Place 2549, dated May 16, 2549. It has been performed in following;

- Define policy and security plans in the works, including the addition of security to prevent and reduce the injury accident. Accident or illness troubling annoyed due to work or not to work in safety.
- Check the working area for security by Security Director. The Safety Committee Occupational health and the working environment. And bring the results into account. And to identify those involved in the work area both business and contractors to determine the approach to prevention.
- Introduce how to work to resolve the issues and conditions that can cause hazard or accident at work in each project.
- Provide training in safety, health and environment for all employees at all levels in order to have a better understanding about the roles and responsibilities in security
- Planning and fire prevention. Basic fire training and fire drills for the year 2558
- Basic fire training





- Fire evacuation drills





4. To appoint and migration, including reward and punish employees to act in good faith and is based on knowledge, ability and appropriate.
 - in the event that an employee has a complaint, the Company and its subsidiaries, procedures and actions regarding the grievances of the employees clearly. The Company will seek to end quickly and fairly. To limit the problem to the extent not extend out to a wide audience.
5. Give priority to the development of employee competency are developed consistently, such as training seminars, training and opportunities to all employees. The plan is defined by the training staff in each level.
6. Policies and practices regarding the remuneration and benefits of employees in an appropriate manner by considering the remuneration of employees, such as salary, annual bonus salary adjustment rate by the scroll position must correspond with the performance of your employees each year, and regardless of the performance of the company, there is also a benefit to employees include the establishment of a provident fund. The annual health check 5s activities to maintain working environment, safe and hygienic sanitary. In addition, the company has established a Welfare Committee in the establishment to serve with great care the welfare activities, employees have the opportunity to meet the Rabbinic unity resulted in the Organization, such as the annual new year 2558, etc.
7. Provide a channel for complaints. Violations of improper conduct by the Code of Conduct. Suggestions or complaints about the work. The employee is protected from being bullied. Or have been convicted of a complaint (Whistleblower Policy) and determine how to fix it. To provide benefits to all parties and establish a good relationship of collaboration.

8. The Company provides a communication channel from the bottom up. Employees from all levels to senior management in multiple channels, such as the feedback / Site Visit by senior management. And held a meeting with those involved in order to get feedback and to constantly recommend solutions.
9. The company has to disclose important information, such as news publishing employees. Important information/Intranet systems through the company's Web site (www.jsp.co.th), which is the company's news and information can be accessed by everyone/private E-Mail to all employees and tell them the news. To communicate the benefits to the employee directly.

Responsibility to consumers

Company needs to focus on products in the production process to meet the needs of customers, the most since the location selection process. Explore the area around the project has in all aspects, such as public utilities, social popularity surveys, the community and the environment is to consider when deciding which model projects and products to suit the customers in each area. Companies pay close attention to the subject of customer's quality of life is very important in every design project area roads, most porridge. The project is a commercial building, extra wide streets area, approx. 18-20 meters to make it easy to trade and freight transportation include projects, projects that are part of Sam Pheng 2 condominium will consider transportation and secure access. Again, all with an emphasis on the environment by providing the entire green space project. The company attention to customer care with quality service at every step. Under the following Code of Conduct;

- A commitment to supply product development and service to meet the needs of our customers
- Quality control of products to meet the requirements of the Consumer Protection Act or other relevant laws
- Delivering products and quality service. Under fair conditions
- Providing information about the products and services that are accurate enough to provide customers with sufficient information to make decisions. By no later than the fact either in advertising or in any other communication channel with customers, causing customers to feel misled about the quality or quantity of any conditions of goods or services
- A process that can provide customers informed of service issue or inappropriate. The Company will not prevent the issue to their customers quickly and bring that information to improve or develop products and services to the next level.

- Maintain the confidentiality of customer information and by not disclosing or using fraudulent benefits.
- Provide agency responsible for providing feedback on its consultation solution. Complaints and proposals, including after-sales service to facilitate efficiency to the customers
- Contracts standardized by the Commission land and the Office of Consumer Protection (CPB) by requiring detailed construction material clearly. The document is the project insurance after the sale, ensure the customers that the seller will not breach the contract.
- The company has a warranty defect of commercial buildings, townhouse. Part of the structure or fittings and guarantee 5 years equipment is an important component of the building one year after the transfer of ownership and of defect warranty. Part of the structure, equipment and building components, as is real estate. In the period of 5 years and other fittings in the guarantee period of 2 years from the date of registration of the condominium, which according to the law.
- After the transfer of ownership, Member Relations Department of the company will provide customer-facing channels to listen to comments and create a relationship between the customer and the company, and between customers with own Family Club, established for all JSP project membership to participate in various activities, such as Dern Tarm Roy Por at Hua Hin, Prachuapkhiri Khan province, watch movie together, special workshop for garden lovers, etc.
- Open channel for customer complaints / opinion news and information and promotion of the companies through facebook.com/jspfamilyclub, www.jsp.co.th.
- JSP Family Club activities build relationships with customers constantly.



- Activities to meet customers of Sam Pheng 2 project that have been transferred the ownership already but not yet open the shop. This provides an opportunity for customers to identify the problem, give suggestions, comments and find solutions to problems with the company so that they can achieve their business goals.





- The after sales service. There is a management unit after sales customer care after the transfer of ownership in the system utilities, security, cleanliness, including the various complaints received and improvements.

Community and Society Development

- JSP Property PCL, in cooperation with community activities Soi Sathupradit 49 for an event "spinning for Daddy" on December 5 2558 to show loyalty towards the King and create harmonious and good relations in the community.



- Support the completion of construction of overpass pedestrian crossing Kanlapaphruek road which is the neighborhood of the company's project. To contribute for the public benefit the general public in September 2558.

Caring for the environment

The company gives priority to social responsibility and the environment. This reflects in the development of the project which must be allocated so that the lung is a green space for residents. For example, Miami Bangpu project is designed to have more than 60% of green space to demonstrate commitment which shows the intention to do business with social responsibility. Also pay attention in the surrounding area of the project, under the desired goals, the community, society and the environment to sustainably grow in the future.

- JSP Property PCL held tree planting activities to reduce global warming and to honor Her Royal Highness Princess Maha Chakri Sirindhorn celebrating 60 years anniversary under the project cooperation in natural resources and environmental areas to accommodate changes in climatic conditions and preparing for the climate change around the world. The Office of natural resources and environmental management project in Samutprakan province on August 8 2558.



- JSP Property PCL held a commemoration activity under the name "good mother" by collecting garbage in the Chao Phraya River area collaboration park, South Bridge Rama on Saturday, 29 August 2558 which organized as a second year.



Campaign to raise awareness for employees of the Company and its subsidiaries, energy and resource saving. The top management team leads by examples eg. water and electricity saving; turn on – off when the time of usage, turn on-off air conditioner, using the stairs instead of elevators, using 2 pages of paper, use solar cells to generate electricity at a certain instance.



Management Structure

1. Board of Directors

As of December 31, 2015 the Board of Directors of J.S.P. Property Public Company Limited comprised of 9 directors as follows;

Name – Surname		Position
1. Mr. Anuwat	Maytheewibulwut	Chairman of the Board of Director
2. Mr. Tanongsak	Manotamraksa	Chairman of the Executive Committee / Chief Executive Officer
3. Mr. Yongsil	Rungchiwa	Director /Executive Director
4. Mr. Peera	Neerapitak	Director / Executive Director / Chairman of Corporate Governance Committee / Risk Management Committee / Member of Normination and Remuneration Committee
5. Mr. Weerawit	Manotamraksa	Director / Executive Director / Member of Normination and Remuneration Committee
6. Mr. Atsadang	Sresuphornpan	Independent Director / Vice Chairman of the Board of Director / Chairman of Audit Committee / Chairman of Normination and Remuneration Committee
7. Mr. Preecha	Tivananthakorn	Independent Director / Audit Committee / Chairman of the Risk Management Committee / Member of Normination and Remuneration Committee
8. Pol.Col. Kosone	Ninbodee	Independent Director / Audit Committee
9. Mr. Thawatchai	Suthikijpaisan	Independent Director / Audit Committee

Remark: Mr. Chawalit Tharathikuldetch is a Secretary of the Board of Directors.

1) The directors are authorized to sign on behalf of the company.

The directors are authorized to sign on behalf of the company are as follow; Mr. Tanongsak Manotamraksa, Mr. Weerawit Manotamraksa and Mr. Yongsil Rungchiwa. The directors two of three were co-signed and seal of the company.

2) Board of Director Meeting

The company has the Board of Director Meeting in 2013, 2014 and 2015. Total amount 20 Time, 13 Times and 8 Times respective as follows;

Name of Director	No. of Meeting Attended / Total Meeting Attended		
	2013	2014	2015
1. Mr. Anuwat Maytheewibulwut ^{1/}	3/20	13/13	8/8
2. Mr. Tanongsak Manotamraksa ^{1/}	20/20	13/13	8/8
3. Mr. Yongsil Rungchiwa ^{1/}	18/20	12/13	7/8
4. Mr. Peera Neerapitak ^{1/}	4/20	12/13	8/8
5. Mr. Weerawit Manotamraksa ^{1/}	4/20	13/13	8/8
6. Mr. Atsadang Sresuphornpan ^{2/}	0/20	11/13	8/8
7. Mr. Suksan Chirachariyavej ^{3/}	4/20	8/13	3/8
8. Mr. Thawatchai Suthikijpaisan ^{3/}	-	-	5/8
9. Mr. Preecha Tivananthakorn ^{1/}	4/20	13/13	8/8
10. Pol.Col. Kosone Ninbodee ^{1/}	4/20	12/13	7/8

Remark: 1/ The resolution of the extraordinary shareholders' meeting no.2/2013 as of May16, 2013 were appointed to be the Board of Director.

2/ As of memorandum of association No.1/2014 on January 24, 2014 were appointed Mr. Atsadang Sresuphornpan as a Director to replace Mr. Pongsak Sawatyanon who resigned from the Board of Director.

3/ The resolution of the extraordinary shareholders' meeting 2015 as of April 28,2015 were appointed Mr. Thawatchai Suthikijpaisan as a Director to replace Mr.Suksan JiraJirayavate who resigned from the Board of Director.

2. Executive Committee

As of December 31, 2015 the Executive Committee comprised of 4 directors as follows;

Name – Surname	Position
1. Mr. Tanongsak Manotamraksa	Chairman of the Executive Committee/ Chief Executive Officer
2. Mr. Peera Neerapitak	Executive Director
3. Mr. Weerawit Manotamraksa	Executive Director
4. Mr. Yongsil Rungchiwa	Executive Director

Note: Mr. Chawalit Tharathikuldetch is a Secretary of the Executive Committee.

1) Executive Committee Meeting

The company has the Executive Committee in 2014 and 2015. Total amount 39 Times and 30 Times respective as follows;

Name of Director	No.of Meeting Attended / Total Meeting Attended	
	2014	2015
1. Mr. Tanongsak Manotamraksa	39/39	30/30
2. Mr. Peera Neerapitak	38/39	29/30
3. Mr. Weerawit Manotamraksa	38/39	30/30
4. Mr. Yongsil Rungchiwa ^{1/}	35/39	27/30

Remark: 1/ As of memorandum of association No.1/2014 on January 24, 2014 were appointed Mr. Yongsil Rungchiwa as an Executive Director to replace Mr. Pongsak Sawatyanon who resigned from the Executive Director.

3. Audit Committee

As of December 31, 2015 the Audit Committee comprised of 4 directors as follows;

Name – Surname		Position
1. Mr. Atsadang	Sresuphornpan	Chairman of Audit Committee
2. Mr. Preecha	Tivananthakorn	Audit Committee
3. Pol.Col. Kosone	Ninbodee	Audit Committee
4. Mr. Thawatchai	Suthikijpaisan ^{1/}	Audit Committee

Remark: Mr. Chawalit Tharathikuldetch is a Secretary of the Audit Committee.

1) Audit Committee Meeting

The company has the Audit Committee Meeting in 2014 and 2015. Total amount 9 Times and 5 Times respective as follows;

Name of Director	No. of Meeting Attended / Total Meeting Attended	
	2014	2015
1. Mr. Atsadang Sresuphornpan ^{1/}	8/9	5/5
2. Mr. Suksan Chirachariyavej ^{2/}	5/9	1/5
3. Mr. Thawatchai Suthikijpaisan	-	4/5
4. Mr. Preecha Tivananthakorn	9/9	5/5
5. Pol.Col. Kosone Ninbodee	8/9	5/5

Remark: 1/ As of memorandum of association No.1/2014 on January 24, 2014 were appointed Mr. Atsadang Sresuphornpan as a Chairman of the Audit Committee to replace Mr. Suksan Chirachariyavej who resigned from the Chairman of the Audit Committee.

2/ As of memorandum of association No.3/2015 on April 24, 2015 were appointed Mr. Thawatchai Suthikijpaisan as a Chairman of the Audit Committee to replace Mr. Suksan Chirachariyavej who resigned from the Chairman of the Audit Committee.

4. Risk Management Committee

As of December 31, 2015 the Risk Management Committee comprised of 5 directors as follows;

Name – Surname		Position
1. Mr. Preecha	Tivananthakorn	Chairman of the Risk Management Committee
2. Mr. Peera	Neerapitak	Risk Management Committee
3. Mr. Thongchai	Piyasantiwong	Risk Management Committee
4. Mr. Rangsang	Wangpaitoon	Risk Management Committee
5. Mr. Sitthipon	Rattanaporn	Risk Management Committee

Remak: Mr. Chawalit Tharathikuldetch is a Secretary of the Risk Management Committee.

1) Risk Management Committee Meeting

The company has the Risk Management Committee Meeting in 2014 and 2015. Total amount 4 Times and 4 Times respective as follows;

Name of Director	No. of Meeting Attended / Total Meeting Attended	
	2014	2015
1. Mr. Atsadang Sresuphornpan ^{1/}	3/4	1/4
2. Mr. Yongsil Rungchiwa ^{2/}	3/4	-
3. Mr. Preecha Tivananthakorn ^{3/}	4/4	4/4
4. Mr. Peera Neerapitak ^{3/}	3/4	4/4
5. Mr. Thongchai Piyasantiwong	-	3/4
6. Mr. Rangsan Wangpaitoon ^{3/}	4/4	4/4
5. Mr. Sitthipon Rattanaporn	-	3/4

Remark: 1/,2/ As of memorandum of association No.1/2015 on February 24, 2015 were appointed Mr. Atsadang Sresuphornpan as a Chairman of the Risk Management Committee and Mr. Yongsil Rungchiwa as a Risk Management Committee to resigned from the Chairman of the Risk Management Committee and the Risk Management Committee

3/ As of memorandum of association No.1/2015 on February 24, 2015 were appointed Mr. Preecha Tivananthakorn as a Chairman of the Risk Management Committee and were appointed Mr. Peera Neerapitak , Mr. Thongchai Piyasantiwong , Mr. Rangsan Wangpaitoon and Mr. Sitthipon Rattanaporn as a Risk Management Committee

5. Corporate Governance Committee

As of December 31, 2015 the Corporate Government Committee comprised of 3 directors as follows;

Name – Surname		Position
1. Mr. Peera	Neerapitak	Chairman of Corporate Governance Committee
2. Mr. Teerachart	Manothamraksa	Member of Corporate Governance Committee
3. Mr. Sithiporn	Ratanaporn	Member of Corporate Governance Committee

Remark: Mr. Chawalit Tharathikuldetch is a Secretary of the Corporate Governance Committee.

1) Corporate Governance Committee Meeting

The company has the Corporate Governance Committee Meeting in 2014 and 2015. Total amount 1 Time and 2 Time respective as follows;

Name of Director	No. of Meeting Attended / Total Meeting Attended	
	2014	2015
1. Mr. Somyod Thitisuriyarak ^{1/}	1/1	-
2. Mr. Peera Neerapitak ^{1/}	-	2/2
3. Mr. Teerachart Manothamraksa	1/1	2/2

Name of Director	No. of Meeting Attended / Total Meeting Attended	
	2014	2015
4. Miss Pamolrat Jarunrungraj ^{2/}	1/1	-
5. Mr. Sithiporn Ratanaporn ^{2/}	-	2/2

Remark: 1/ As of memorandum of association No.10/2014 on August 29, 2014 were appointed Mr. Peera Neerapitak as the Chairman of Corporate Governance Committee to replace Mr. Somyot Thitisuriyarak who resigned from the company's employees with effect from August 31, 2014.

2/ As of memorandum of association No.12/2014 on October 30, 2014 were appointed Mr. Sithiporn Ratanaporn position: Chief Financial Officer as a member of Corporate Governance Committee and Management Committee with effect from September 1, 2014.

6. Nomination and Remuneration Committee (NRC)

As of December 31, 2015 the Nomination and Remuneration (NRC) comprised of 4 directors as follows;

Name – Surname	Position
1. Mr. Atsadang Sresuphornpan	Chairman of Nomination and Remuneration Committee
2. Mr. Preecha Tivananthakorn	Member of Nomination and Remuneration Committee
3. Mr. Peera Neerapitak	Member of Nomination and Remuneration Committee
4. Mr. Weerawit Manotamraksa	Member of Nomination and Remuneration Committee

Remark: Mr. Sithiporn Ratanaporn is a Secretary of the Nomination and Remuneration Committee (NRC)

1) Nomination and Remuneration Committee Meeting

The company has the Nomination and Remuneration Committee Meeting in 2014 and 2015. Total amount 1 Time and 1 Time respective as follows;

Name of Director	No. of Meetings Attended / Total Meeting Attended Year	
	2014	2015
1. Mr. Atsadang Sresuphornpan ^{1/}	1/1	1/1
2. Mr. Preecha Tivananthakorn ^{1/}	1/1	1/1
3. Mr. Peera Neerapitak ^{1/}	1/1	1/1
4. Mr. Weerawit Manotamraksa ^{1/}	1/1	1/1

Remark: 1/ As of memorandum of association No.12/2014 on October 30,2014 were appointed
Nomination and Remuneration Committee :

1. Mr. Atsadang Sresuphornpan as a Chairman of Nomination and Remuneration Committee

2. Mr. Preecha Tivananthakorn , Mr.Peera Neerapitak , Mr. Weerawit Manatamraksa as a Member of Nomination and Remuneration Committee

7. Executive Team

As of December 31, 2015 the Executive Team comprised of 7 directors as follows;

Name – Surname		Position
1. Mr. Tanongsak	Manotamraksa	Chairman of the Executive Committee / Chief Executive Officer
2. Mr. Peera	Neerapitak	Senior Deputy Managing Director
3. Mr. Thongchai	Piyasantiwong	Senior Deputy Managing Director
4. Mr. Weerawit	Manotamraksa	Deputy Managing Director
5. Mr. Sombat	Predawattanakij	Deputy Managing Director
6. Mr. Teerachart	Manothamraksa	Deputy Managing Director
7. Mr.Sithiporn	Ratanaporn ^{1/}	Chief Financial Officer

Remark: 1/ As of memorandum of association No.12/2014 on October 30, 2014 were appointed Mr. Sithiporn Ratanaporn as a Chief Financial Officer with effect from October 1, 2014 to replace Ms. Pamolrat who resigned from the company's employees with effect from August 31, 2014.

8. The Company Secretary

Name – Surname		Position
Mr. Chawalit	Tharathikuldetch	The Company Secretary

Boards of Director were appointed Mr. Chawalit Tharathikuldetch as a Company Secretary, the main roles and responsibilities in securities act and the Stock Exchange of Thailand include responsible for the supervision and guidance for the Board of directors and Executives in laws and regulations. The Executives must know and practice including responsibility for meeting of the Board of Directors, Sub-Committee and the shareholder's meeting. Coordinating with other divisions in the company to be law-abiding, objective, the company's policy, memorandum of association and agreement of shareholder's meeting. It along with disclosure of information required by the regulatory agencies involved and as well as filing documents as required by law.

The curriculum vitae and information of Secretary Company are provided in Appendix 1.

9. Remuneration of the Board of Directors and Executives

9.1 Remuneration of the Board of Directors

As of 2013 , 2014 and 2015 the company has paid compensation in cash for the Directors total amount 319,000 Baht , 5,540,000 Baht and 3,520,000 Baht respective. That compensation is the Board of Directors meeting's fee and monthly remuneration as follows;

Name	Remuneration of the Board of Directors (Baht)						
	2013	2014			2015		
	Meeting Fee	Meeting Fee	Monthly Remuneration	Rewards for Directors	Meeting Fee	Monthly Remuneration	Rewards for Directors
1. Mr. Anuwat Maytheewibulwut ^{1/}	30,000	780,000	-	500,000	480,000	-	700,000
2. Mr.Tanongsak Manotamraksa	28,000	260,000	-	300,000	160,000	-	400,000
3. Mr. Yongsil Rungchiwa	21,000	260,000	660,000	200,000	140,000	810,000	400,000
4. Mr. Peera Neerapitak ^{1/}	28,000	280,000	660,000	200,000	160,000	-	400,000
5. Mr. weerawit Manotamraksa ^{1/}	28,000	260,000	720,000	200,000	160,000	390,000	400,000
6. Mr. Atsadang Sresuphornpan ^{2/}	-	520,000	-	200,000	400,000	-	500,000
7. Mr. Preecha Tivananthakorn ^{1/}	49,000	480,000	-	200,000	340,000	-	400,000
8. Pol. Col. Kosone Ninbodee ^{1/}	49,000	400,000	-	200,000	240,000	-	400,000
9. Mr. Tawatchai Suthikijpaisan ^{5/}	-	-	-	-	180,000	-	300,000
10. Mr. Suksan Chirachariyavej ^{1/}	58,000	260,000	-	200,000	60,000	-	100,000
11. Mr. Pongsak Sawatyanon ^{4/}	28,000	-	-	-	-	-	-
12. Mr. Teerachart Manotamraksa ^{3/}							
Total	319,000	3,50,000	2,040,000	2,200,000	2,320,000	1,200,000	4,000,000

Remark: 1/ The resolution of the extraordinary shareholders' meeting no.2/2013 on May 16, 2013 were appointed to be the Board of Director.

2/ As of memorandum of association No.1/2014 on January 24, 2014 were appointed Mr. Atsadang Sresuphornpan as a Director to replace Mr. Pongsak Sawatyanont who resigned from the Board of Director.

3/ The resolution of the extraordinary shareholders' meeting no.2/2013 on May 16, 2013 acknowledged the resignation of Mr. Teerachart Manothamraksa who resigned from the Board of Director.

4/ As of memorandum of association No.1/2014 January 24, 2014 acknowledged the resignation of Mr. Phongsak Sawatyanont who resigned from the Board of Director.

5/ The resolution of the extraordinary shareholders' meeting 2015 on April 24, 2015 were appointed Mr. Tawatchai Suthikijpaisan as a Director to replace Mr. Suksan Chirachariyavej

The resolution of the extraordinary shareholders' meeting no.3/2013 Dec 24, 2013 was approved the Directors' remuneration for the year 2014 and the resolution of Extraordinary General Meeting 2015 on April 24, 2015 was the Directors' remuneration for the year 2015 as details below;

Position	Remuneration of the Board of Directors (Baht)			
	2014		2015	
	Meeting Fee	Monthly Remuneration	Meeting Fee	Monthly Remuneration
Chairman of the Board of Director ^{1/}	60,000	-	60,000	-
Vice Chairman of the Board of Director	20,000	-	30,000	-
Director ^{1/}	20,000	-	20,000	-
Chairman of Audit Committee	30,000	-	30,000	-
Audit Committee	20,000	-	20,000	-
Chairman of the Executive Committee ^{2/}	-	80,000	-	100,000
Executive Director ^{2/}	-	60,000	-	70,000
Chairman of the Risk Management Committee ^{3/}	20,000	-	20,000	-
Risk Management Committee ^{3/}	10,000	-	10,000	-
Chairman of Nomination and Remuneration Committee ^{4/}	-	-	20,000	-
Nomination and Remuneration Committee ^{4/}	-	-	10,000	-

Remark: 1/ Directors who are employees of the company eligible to receive the remuneration and pension.

2/ Chairman of the Executive Committee or Executive Committee who are employees of the company will not be eligible to receive monthly compensation from officiate as the Executive Committee.

3/ Chairman of the Risk Management Committee or Risk Management Committee who are employees of the company will not be eligible to receive the meeting fee from officiate as the Risk Management Committee.

4/ Chairman of Nomination and Remuneration Committee Nomination and Remuneration Committee who are employees of the company will not be eligible to receive the meeting fee from officiate as the Nomination and Remuneration Committee.

9.2 Remuneration of the Executives

As of 2013, 2014 and 2015 the company paid compensation for the Executives consisting of salary, bonus, provident fund contribution and social security contribution as follows;

Remuneration of the Executives	2013	2014	2015
1. Salary and bonus	10,845,723.00	15,202,825.13	23,585,986.00
2. Provident fund contribution and Social security contribution	187,452.00	354,660.93	488,910.00
Total	11,033,175.00	15,557,486.06	24,074,896.00

10. Employees

10.1 Number of Employees

As of December 31, 2015 The Company was the total of 232 employees which can be divided into different lines of work as follows;

Division	Employee Amount (Persons)
1.Board of Director	9
2.Executive Secretary	6
3.Secretary	3
4.Information Technology	7
5.Lawyer	2
6.Advisor	1
7.Accounts Payable and Cost	8
8.Customer Service	9
9.Rental Location	3
10.Financial & Investor Relation	5
11.Sales&Marketing	3
12.Engineering	1
13.Government Coordinate	9
14.Purchase	4
15.Planning and Project Development	4
16.Sales Operations	29
17.Sales Management	2
18.Member Relations	4
19.Marketing	10
20.Ownership	10
21.Project 1	17
22.Project 2	10
23.Engineering Support	17
24.Planning and Cost Control	10
25.Architect	12
26.Human Resource	10
27.Sales Executive	20
28.Rental Management Area	6
Total	232

10.2 Employees changing significantly during the past 3 years

In 3 years ago, the company has increased the number of employees that the company has increased project development as follows;

As of December 31, 2013 the number of employees 109 persons

As of December 31, 2014 the number of employees 141 persons

As of December 31, 2015 the number of employees 232 persons

10.3 Employees Compensation

As of 2013, 2014 and 2015 the company set the remuneration of the personnel of the company as the salary, bonus, provident fund contribution and social security contribution as follows;

Employees Compensation	2013	2014	2015
1. Salary and bonus	26,936,438.82	45,229,415.49	73,995,077.00
2. Provident fund contribution and Social security contribution	733,297.31	1,576,281.92	2,471,005.00
Total	27,669,736.13	46,805,697.41	76,466,082.00

10.4 Provident fund

The company has joined the 'Tisco Master Fund' that was registered by Provident Fund Act in 1987 (Including its amendments.) It was under the management of Tisco Asset Management Co., Ltd. on December 31, 2014.