



ASSET BRIGHT

ASSET BRIGHT PUBLIC COMPANY LIMITED
บริษัท แอสเซท ไบรท์ จำกัด (มหาชน)



**ANNUAL
REPORT**

2016

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Message from Board of Directors

Generally effected by unrecovery of world economy especially in European countries and Asia countries such as China, overall of Thai economy in 2016 was slowdown and export in 2016 was quite stable compare to the year before. However, total aggregate economy should be driven by public sector mainly while employment rate and private investment were not increased to fuel Thai economy. Thus, domestic consumers' purchasing power would be slow down and these such reasons would effect the Company's performance, particularly in real estate business that was impacted directly to economy slowdown. Demand of housing would decrease and moreover, financial institutes made more cautious to provide lending mortgage loans, so the Company's sales in real estates declined. Furthermore, demand of renting office space in Thailand did not highly increase. In the fourth quarter of 2016, the Company was on the period of renovation for Condominium project of ABOVE in Sukhumvit Soi 39 and renovated ABC World located on Ramkhamhang 30 Rd. as the building for retail and office space for rent. Therefore, the Company's total revenues from real estates business was declined.

In part of e-Commerce, the Company provides the service of converting credit card points from 5 banks such as KTC, BBL, TBANK, ICBC and Kbank to change to abc points that should use to pay for products and services on our website, www.abcpoint.com, or can use to pay for utility expenses on ABC Payment developed as the Application on mobile phone to enhance more comfortable to users to pay all utility expenses by abc points, instead of cash payment. This new application was developed completely since the fourth quarter of 2016, onwards.

Moreover, the Company was appointed by Tencent from China to become a service provider for acquiring Thai merchants to accept payment of their products for Chinese tourists by WeChat Pay. This should make more income to merchants because it would increase more spending from Chinese tourists that is the highest number of tourists in Thailand.

On behalf of Asset Bright Public Company Limited, I would like to convey my appreciation to the shareholders, customers, financial institutions, members of the press and business partners for their support to make us move forward potentially and I would also like to thank the Board of Directors, executives and all staff for all their dedication and hope to have your strong support continuous by next years and look forward to future collaboration.



(Mrs. Linjong Singkornbuth)

Chairman of the Board of Directors

1. Business overview and policies

Asset Bright Public Company Limited, previously known as Bangkok Nylon Public Company Limited, was registered and incorporated as joint venture between a group of Thai investors and a Japanese company in 1964. The group of Thai investors included Sahapat International Public Company Limited, Mitr Siam International Limited Company and Thai Torae Synthetic Limited Company.

The company first started producing and distributing socks for sale domestically and abroad in 1967. During the initial phase, production was much dependant on the Japanese contribution, relying on them for training led by their technical experts and supplies of modern machinery and raw material for production. However, once the company further developed and grew more self reliant, the role and share of ownership of the Japanese investor reduced.

The company sustained continued operating losses since 2012 due to rising expenses and production cost; such as increased minimum wage to 300 baht, higher raw material, production and logistics cost. Despite rising expenses, the company had little scope to adjust prices due to competition both from oversea and smaller domestic producers that offered cheaper products. Furthermore, as our major local buyers were also affected by slower economic conditions the company's sales did not meet targets. As a result, production was running below full capacity and increasing unit cost further. In December 25, 2012 the company temporarily stopped production and ceased hiring of all employees in January 31, 2013. The company however, continued production and sales of goods that were ordered in advance.

On September 26, 2013 the company had a restructure of its major shareholders. The original 11 major shareholders sold their collectively ownership of 68.75 percent on the big lot board to Mr. Porameth Rungrongtanin at price of 19.40 baht per share, as shown in the table below.

List of major Shareholders prior to big lot sales			List of major Shareholders after big lot sales		
Name - Surname	Number of Shares	Share of ownership	Name - Surname	Number of Shares	Percentage
1. Bangkok Tokyo Socks Company Limited	2,909,000	22.09%	1. Bangkok Tokyo Socks Company Limited	-	-
2. Mr. Supoj Srirojnan	1,575,499	11.96%	2. Mr. Supoj Srirojnan	-	-
3. Sahapat Interholding Public Company Limited	1,462,500	11.10%	3. Sahapat Interholding Public Company Limited	-	-
4. Mr. Samrong Manoonphol	1,015,433	7.71%	4. Mr. Samrong Manoonphol	-	-
5. Chokwatana Company Limited	492,226	3.74%	5. Chokwatana Company Limited	-	-
6. Mr. Ratanapong Srirojnan	374,773	2.85%	6. Mr. Ratanapong Srirojnan	-	-
7. Sahapatanaphan Company Limited	366,049	2.78%	7. Sahapatanaphan Company Limited	-	-
8. Mr. Chalerm Srirojnan	311,079	2.36%	8. Mr. Chalerm Srirojnan	-	-
9. Mrs. Supaphon Srirojnan	189,566	1.44%	9. Mrs. Supaphon Srirojnan	-	-

List of major Shareholders prior to big lot sales			List of major Shareholders after big lot sales		
Name - Surname	Number of Shares	Share of ownership	Name - Surname	Number of Shares	Percentage
10. Mr. Aekapong Srirojnanan	174,933	1.33%	10. Mr. Aekapong Srirojnanan	-	-
11. Watsadaramai Company Limited	159,999	1.21%	11. Watsadaramai Company Limited	-	-
			12. Mr. Porameth Rungrongtanin	9,031,057	68.57%
Total	9,031,057	68.57%		9,031,057	68.57%

To comply with regulations on mergers and acquisition as stipulated in the Notification of the Capital Market Supervisory Board (CMSB) No. ThorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeover, Mr. Porameth Rungrongtanin made a mandatory tender offer for the remaining shares from other shareholders during October 1 to November 5, 2013. This changed the structure of shareholding as well as the controlling interest of the company as shown in detail in the “Shares and Shareholding” section.

Later the company decided to sell its 18 percent holdings of Sahanum Textile Company Limited, a previous subsidiary. The decision was made owing to factors including the lack of related operations, to enhance liquidity of Bangkok Nylon and to limit relations with previous shareholders.

Bangkok Nylon Public Company Limited changed its name to **Asset Bright Public Company Limited** on December 17, 2013 to recognize changed business operations. The stock symbols were effectively changed accordingly from BNC to ABC, as of December 24, 2013. The company also adjusted the par value of its shares from 1 baht per share to 0.1 baht in August 22, 2014.

The company has changed the business of the Company from the apparel and textile business is real estate and E-Commerce To stabilize the company. The company bought condominium units remaining in the “Nawatara River Life” is located at soi Prasertmanukij 33 Prasertmanukij road, district Khlong Khum, Khet Bhueng Khum, Bangkok has 19 units, representing a total area of approximately 869.88 Sq.m for 29.28 million baht at the end of the year 2013. Then, the Company already sold out all units in 2015 and the company had invested in Baan Sathorn Chapraya Located on soi Charoen Nakhon 15A, district khlong Ton Sai, Khet khlong Sarn, Bangkok. The Company invested in 9 units total area of approximately 2,258 Sq.m at a price of about 105 million baht in 2014. Currently, the company sold and transferred ownership titles to the customer by 6 units and there are 3 units left.

In 2016, the Company purchased and transferred entire an apartment building with 41 units and total usable area of 18,420 sq. meters located on Soi Sukhumvit 39, Sukhumvit Rd., Klongton Sub-district, Klongtoie District, Bangkok owned by Orchid View Co., Ltd. With total costs of THB705 million, the Company has completed renovation and now, it is on sales.

Moreover, the Company invested in 30-year leasehold of a 5-storey building, the Plaza, and a 7-storey car park building on 8-rai land with total usable area of 37,400 sq meters sited Ramkhamhang 30 Rd., Huamark Sub-district, Bangkok District, Bangkok. The Company plans to operate mixed use rental space with retails such as restaurants, discount stores, exhibition and office for rent. The Company paid THB60 million within 3 years for leasing payment and other payment will be monthly installments, so total leasing costs would be THB1,683 million. Currently, the Company has already competed renovation and on process of renting business.

For the next real estate business, the Company is on study a 36-storey condominium project on Rattanathibet Rd. that should be ensure it is worthy for investment. On November 8, 2016, the Company's Board of Directors approved the Company to set up a subsidiary, ABC Estate Co., Ltd., with total capital of THB1 million for operation of real estate business.

In e-Commerce Business, the Company has developed a website to sell products and services via the Company's website which is www.abcpoint.com. By embarking on a sale of goods as well as consumer electronics, mobile phones and services such as hotel, restaurant and tourist. The Company has brands such as lady bags, watches from abroad to sell through the website since 2014.

In the third quarter of 2016, the Company developed application platform named ABC Payment to pay for more than 100 utility services such as water, electricity, telephone bills and credit card loans etc. by using abc points converted from banks' credit card points such as KTC, BBL, ICBC, Kbank, and Thanachart. Currently, customers can pay utility services on application via mobile phone, iPad for both IOS and Android as well as computer. In the future, the Company plans to develop e-Wallet to settle products and services by mobile phones to respond new lifestyle. Thus, the Company signed the contract of e-payment agency with Tenpay Payment Technology Co., Ltd. from China since the fourth quarter of 2016. The Company will become an agency to acquire Thai merchants which accept their payment by WeChat Pay as e-Wallet that serves only Chinese tourists or Chinese businessmen in Thailand.

At the present, the Company has already liquidated ABC Innovation Co., Ltd., a subsidiary, by submitting to the Commerce Ministry on April 21, 2016 because we cannot seek suitable management team to run IT business that we planned for.

1.1 Policies in Business Operations

1) Corporate Objectives

The Company's policy is to operate as two separate types of property. This is our core business. It will focus on generating revenue from land sales and rental apartment buildings to create a certain income, such as rental properties, department store, office for rent in addition, the company will have a secondary income from business e-business focused on generating revenue from the sale of goods. And services via the company's website and bill payment service through applications and computer applications on mobile phones as well as the agency to acquire merchants for WeChat Pay. Details of the project are as follows:

1.1) Real Estate

Composing of 2 groups categorized according to type of real estate as follows.

- **Resale or leasing of condominiums units**

The company purchases condominium units in ideal locations with potential profit making that are offered for big lot sale below market value. Once purchased the company may offer the property for immediate resale or decorate before resale or lease the property. This operation aims to create returns and profits within the period of 1- 2 years. Currently, the company has invested into 2 projects as follows.

- 1) Nawatara River Life Condominium is situated at soi Prasertmanukij 33 Prasertmanukij road, district Khlong Khum, Khet Bhueng Khum, Bangkok. The company has invested in 19 units of a combined area of 870 square meters valued at approximately 29 million baht. All units were sold out in 2015.
- 2) Sathorn Chapraya Condominium, situated at soi Chareon Nakhon 1 5 A, district Khlong Ton Sai, Khet Khlong Sarn, Bangkok. The company invested in 9 units of a combined area of 2,258 square meters, valued at 105 million baht. As of December 31, 2016 there remained 3 units available for sale.
- 3) ABOVE 39, a condominium project, on land area of 1-0-66 rai is located on 122 Soi Promjit, Sukhumvit Rd., Klongton-Nuer Sub-district, Wattana District, Bangkok. Presently, the Company has developed 100% complete and on sales. Its strengths are location sited in downtown near BTS station, big shopping malls, hospital, schools, and university. It is very convenient to access to Sukhumvit Rd. and New Petchburi Rd.,

- Developing Building for Mixed Use Business

The Company has a plan to acquire a large building to develop as mixed use purpose such as renting for retails, restaurants, and office space. This business is focused on location that should make revenues from rental and services. So, it would take about 3-6 months for renovation and then will generate regular income to compensate uncertainty of sales. Nowadays, the Company operates leasing business for office space and retails on ABC World with total usable area of 37,400 sq. meters located on Ramkhamhang 30.

The Company developed ABC World, a 5-storey building with total usable area of 37,400 sq. meters, on Ramkhamhang Rd. as mixed use purpose. As a new project implemented in the fourth quarter of 2016, ABC World is low risk, even a new business, because demand for office space and retail space are high due to mix use concept. Compare to other real estate projects, ABC World would be another successful project to generate long-term income from lease. The advantage of this project is its convenient location and all purposes used in office, retails, seminar, banquet within one building.

ABC World is decorated on modern style with white, silver, and black tone. The services provided are fiber optic high internet, ISP telephone system, wifi hotspot on common area and 650 car parking lots in a 7-storey car building including CCTV for security in the building and car park. Its transportation can easily access to many routes such as Rama 9, Ramkhamhang, Lat Prao, Pattanakarn, Srinakarin, and Ekamai-Ramintra. Moreover, subway MRT in Orange line will be passed the frontage of building in near future.

1.2) E-Commerce

Today more transactions are happening on-line through various business applications. This advance in technology has allowed consumers to make purchases around the clock. The company, therefore, has opened its own online store that sells a variety of products and brands. The store can be accessed via the company website at www.abcpoint.com.

The company conducts its business products and services via the company's website is available by abcpoint.com. The payment by abcpoint can be converted from the credit card points from banks participating and redeemed to purchase goods and services. Currently, the online shopping will be affected by the economic downturn and competition from more advanced but the trend of Internet transactions that would result in an increase of the company's revenue in the future.

In addition, the company adds the service payment of utilities since December 2015. Presently, there are more 100 items to settle such as water, telephone, express way, insurance, credit card loans, leasing loans, mortgage loans and other utilities that can pay by abcpoint. The points can be redeemed from participating credit card

companies such as KTC, BBL, ICBC, KBANK, TBANK and on process for many banks and non-banks in order to pay for the service through a variety of applications and computer applications. On mobile phones this is an important transaction for payment of goods and services will grow in the future. Since all transactions can be convenient and quickly. The Company plans to expand more sources of point conversion in both banks and non-bank to increase customer base for the whole country this year.

2) **Vision**

Build corporate stability and mitigate risk created by concentration in a single business line By dividing operations into 2 type follow.

1. Real Estate business which focuses on creating added value for the project respond better quality of life. Create livable communities. Return and reintegration benefits

2. E-commerce focused on product quality and service standards create a new modern system. To meet the demands of consumers.

3) **Mission**

To become a leading e-commerce business by creating a modern IT this will enhance our capacity in meeting customers' needs by using the system in exchange for goods and services covered in the daily lives of consumers' society.

In terms of property development, the company's mission is to develop residential and holiday housing that optimizes customers' benefits. In doing so, we take in consideration environmental impacts and help foster prosperous and strong communities.

1.2 Changes and significant developments

1) **Changes to share capital**

Year 2013

Significant resolutions at the extraordinary general meeting of shareholders no. 1/2013 on December 11, 2013 are as follows.

- (1) Reduction of registered share capital from 1 6 3 .0 0 million baht to 1 3 1 .7 0 million baht by cancellation of unissued shares. Previously, the company increased registered capital from 100 million baht to 163 million baht (6.30 million shares at 10 baht per share) in which 3.17 million shares were issued and paid. The reduction of registered capital was achieved by cancellation of

the remaining 3.13 million shares unissued. The change of registered shares and cancellation of unissued shares was registered with the Ministry of Commerce on December 13, 2013.

- (2) Reduction of par value from 10 baht per share (ten baht) to 1.00 baht (one baht). The change of number of shares and par value was registered at the Ministry on December 16, 2013.
- (3) Increase of registered capital from 131.70 million baht to 210.00 million baht through issuance of 78.30 million common shares at 1 baht per share.
- (4) Allocation of common shares by private placement of 78.30 million shares. The conditions for sale was that selling price had to be above 90% of market value, calculated based on the average price of 7 consecutive days prior to the date the board approves sale. The placement can be done in single or multiple lots, as deemed most beneficial for the company considering money and capital market conditions. However, due to political and economical circumstances at the time, the company could not agree on a suitable offer and decided not proceed with private placement of the 78.30 million shares.

Year 2014

Significant resolutions at the extraordinary general meeting of shareholders no. 1/2014 on August 11, 2014 are as follows

- (1) Reduction of registered capital from 210 million baht to 131.70 million baht by cancellation of unissued common shares. The cancellation of unissued shares was later registered with the Ministry of Commerce on August 18, 2014.
- (2) Reduction of common shares par value from 1 baht (one baht) per share to 0.10 baht (ten satang) per share. The change of number of shares and par value was later registered with the Ministry of Commerce on August 19, 2014.
- (3) Increase of registered capital in the amount of 197.55 million baht, and increasing total registered capital from 131.70 million baht to 329.25 million baht. The increase of capital will be raised through new issuance of 1,975.50 million common shares at 0.10 baht each. The issuance will occur via the following methods.
 - Allocation by rights offering of 1,317 million shares.
 - Conversion of shares by warrants issuance (ABC-W1) of 658.50 million shares.
- (4) Allocation of one for one rights offering to existing shareholders of 1,317 million shares at subscription price of 0.10 baht share.

- (5) Offer of warrants (ABC-W1), at zero sale price, to existing shareholders that have exercised rights offering. One warrant will be issued for every 2 new issued shares.

The company registered the increase of capital with the Department of business development, Ministry of Commerce on September 26, 2014. From the transaction the company received funds of 131,700,000 baht or after expense of 131,525,250 baht.

Year 2015

Significant resolutions at the Annual general meeting of shareholders no. 52/2015 on April 23, 2015 are as follows.

- (1) Approved the reduction of registered capital from Baht 329,250,000 to Baht 329,249,992.90 by canceling ordinary shares that not issued of 7.10 Baht. The canceling ordinary shares was later registered with the Ministry of Commerce on April 29, 2015.

- (2) Approved the increasing of the Company's registered capital of Baht 852,537,983.80 from the existing registered capital of Baht 329,249,992.90 to Baht 1,181,787,976.70 by divided into ordinary shares of 11,817,879,767.00 shares with a par value of Baht 0.10 per share by the issuance new ordinary shares of 8,525,379,838 shares with a par value of Baht 0.10 per share.

2.1 Allocation of new ordinary shares of not exceeding 5,268,000,000 shares with a par value of Baht 0.10 per share to the existing shareholders proportionally (Rights Offering) in the ratio of 1 existing share for 2 new ordinary shares at the offering price of Baht 0.10 per share.

2.2 Allocation of new ordinary shares of not exceeding 1,756,000,000 shares with a par value of Baht 0.10 per share to be reserved for the exercise of Warrants to Purchase the Newly Issued Ordinary Shares of Asset Bright Public Company Limited No.2 (ABC-W2) that allocate to the existing shareholders who subscribe for new ordinary shares.

2.3 Allocation of new ordinary shares of not exceeding 1,501,379,838 shares with a par value of Baht 0.10 per share to be reserved for the adjustment of exercise price and exercise ration under the Warrants to Purchase the Newly Issued Ordinary Shares of Asset Bright Public Company Limited No.1 (ABC-W1)

Significant resolutions at the Extraordinary General Meeting of Shareholders no. 1/2015 on December 24, 2015 are as follows.

- (1) Approval the Company to acquire on Entire Business Transfer or EBT from Orchid View Co.,Ltd. "ORCHIDVIEW" and it has operated as rental apartment business for 41 rooms with total usable area of 18,420

sq. meters located on Soi Sukhumvit 39 with total amount of THB650 Million payable to shareholders of Orchid View Co.,Ltd. to exchange all existing ordinary shares of Orchid View Co.,Ltd by the Company's newly issued ordinary shares with worth of THB483,975,000 at the date of business transfer and the other THB166,025,000 will be paid to Orchid View Co.,Ltd's creditors after entire business transfer.

(2) Approved the reduction of registered capital from Baht 139.20 to Baht1,181,787,976.70 to Baht 1,181,787,837.50 by canceling ordinary shares that not issued. The canceling ordinary shares was later registered with the Ministry of Commerce on December 25, 2015.

(3) Approved the increase of the Company's Capital by THB64,530,000 from THB1,181,787,837.50 to THB1,246,317,837.50 by issuing new 645,300,000 ordinary share with par value of THB0.10 per share. The canceling ordinary shares was later registered with the Ministry of Commerce on January 4, 2016.

(4) Approval the allocation of the newly issued ordinary shares to private placement allot new 645,300,000 ordinary shares at par value of THB0.10 per share to offer Orchid View Co., Ltd.'s shareholders at price of price of THB0.75 per share or total value of THB483,975,000 as a return to swap Orchid View Co.,Ltd.'s all ordinary shares, instead of cash payment. The conversion ratio of share swap is equal to 1 share of "ORCHIDVIEW" to 12,906 shares of the Company.

Year 2016

Significant resolutions at the Extraordinary General Meeting of shareholders no. 1/2016 on June 15, 2016 are as follows.

- (1) Approved to acquire entire business transfer of Orchid View Co., Ltd. by changing settlement from paying THB650 million of which THB166 million would be paid in cash and the other would be paid by issuing new 645.30 million ordinary shares with par value of THB0.10 per share with offering price of THB0.75 per share to swap all 50,000 shares of Orchid View Co., Ltd. with par value of THB100 per share. This conversion ratio would be 1 ordinary share of Orchid View to new 12,906 ordinary shares of the Company to become paying THB705 in cash, instead. This entire business transfer will transfer all Orchid View's assets and liabilities and the Company will acquire its 25-story apartment located on Sukhumvit 39 Rd., to develop as condominium for sales further.
- (2) Approved the decrease of the Company's capital by THB64.53 million from THB1,246,317,837.50 to THB1,181,787,837.50 by canceling 645.30 million unissued ordinary shares with par value of THB0.10 per share.

2) Asset Bright Public Company limited warrants no. 1 (ABC-W1)

On September 11, 2014 Asset Bright offered warrant no. 1 (ABC-W1) of amount not exceeding 658,500,000 warrants to shareholders. Warrants were offered at zero sale price to existing shareholders that have exercised rights offering at an issuance ratio of 1 warrant for 2 new issued shares. The company set the record date on December 27, 2014 and listed eligible shareholders in accordance to section 225 of the Securities and Exchange act B.E. 2535 by book closing on the August 28, 2014.

The company later registered a total of 658,499,929 warrants and cancelled the remaining 71. The warrants registered were non-tradable, had a maturity of 5 years (counting from September 11, 2014) and was exercisable on the last working day of every June and December in 3 years time after the issuance of the warrant. Given the foregoing conditions, the first exercise date would be on December 29, 2017 and the last exercise date on September 10, 2019. The conversion rate of the warrant is one warrant to one share at the exercise price of 1.50 baht per share. The conversion rate and price, however, may change according to terms and conditions of the warrant.

As of December 31, 2016, there were ABC-W1 that were not exercised in the amount 658,499,929 warrants.

3) Asset Bright Public Company limited warrants no. 2 (ABC-W2)

On June 28, 2015 Asset Bright offered warrant no. 2 (ABC-W2) of amount not exceeding 1,756,000,000 warrants to shareholders. Warrants were offered at zero sale price to existing shareholders that have exercised rights offering at an issuance ratio of 2 warrant for 3 new issued shares at the offering price of Baht 1.50 per share. The terms of warrant are 5 years from the date of issuance. The company set the record date on May 19, 2015 and listed eligible shareholders in accordance to section 225 of the Securities and Exchange act B.E. 2535 by book closing on the May 20, 2015.

The company later registered a total of 1,755,998,608 warrants and cancelled the remaining 1,392. The warrants registered were non-tradable, had a maturity of 5 years (counting from June 28, 2015) and was exercisable on the last working day of every June and December in the 3rd year onwards after the issuance of the warrant. Given the foregoing conditions, the first exercise date would be on June 29, 2018 and the last exercise date on June 5, 2020. The conversion rate of the warrant is one warrant to one share at the exercise price of 1.50 baht per share. The conversion rate and price, however, may change according to terms and conditions of the warrant.

As of December 31, 2016, there were ABC-W2 that were not exercised in the amount 1,755,998,608 warrants.

4) Significant Developments

4.1 On February 16, 2016, The Board of Directors Meeting No. 1/2016 has approved the acquisition of leasing the Plaza with worth of THB1,683 million for 30 years. Its net present value of this project was THB83.86 million and IRR was 15%.

4.2 On March 3, 2016, The Board of Directors Meeting No.3/2016 has approved the Company's investment to improve ABOVE39 (previously named Orchid View) on Sukhumvit 39 by THB60 million.

4.3 On June 15, 2016, The Extraordinary General Meeting No. 1/2016 has approved the Company to issue and offering debenture of THB800 million, not exceeding, for the Company's expansion, working capital and/or refinancing debts with tenor of not exceeding 2 years from issuing date and interest rate on market situation on the date of issuing and offering. The debenture will be offered to private placement and/or institute investors for one time subscription or multiple subscriptions.

4.4 On June 29, 2016, The Extraordinary General Meeting No.2/2016 has approved the Company to acquire the 30-year lease of a 5-storey building, the Plaza, and a 7-storey car park building sited on 8 rais with total usable area of 37,400 sq. meters on Ramkhamhang 30 Rd., Huamark Sub-district, Bangkok District, Bangkok. With worth of THB1,683 million, the Company plans to operate one-stop service of pet shopping mall and renting for office spaces and retails.

4.5 On October 5, 2016, the Board of Directors' Meeting No. 12/2016 approved the Company removed its head office from no. 2, the Royal Place 1, unit no. 2, G fl., Soi Mahadleklung 1, Ratchadamri Rd., Lumpinee Sub-district, Patumwan District, Bangkok to our second branch where is on no. 390, Ramkhamhang Rd., Huamark Sub-district, Bangkok District, Bangkok and canceled the second branch as changing to new head office, instead. The reasons to remove head office are supporting the Company business expansion that requires more working space and easier servicing rental space management that is generating income to the Company.

4.6 On November 8, 2016, the Board of Directors' Meeting No. 13/2016 approved the Company to set up the subsidiary, ABC Estate Co., Ltd., by holding 99.99% of total capital that would be paid by THB1 million using our working capital. This subsidiary would service real estate business sector and is expected to receive dividend as a return. This transaction is not related transaction defied by the Capital Market Committee's report no. TJ21/2008 and it is not required to submit Information Memorandum of Asset Acquisition determined by the Capital Market Committee's report no. TJ20/2008.

1.3 The shareholding structure of the Group.

As of December 31, 2016, the Shareholding structure of the Group as follow:

**Asset Bright Public Company Limited
 (ABC)
 Authorized Capital 1,181,787,837.50 Baht
 Paid-up Capital 790,200,000.00 Baht**

2. Nature of Business Activities

2.1 Revenue structure

In 2014-2016 the Company had a change of revenue structure.

(unit: thousand baht)

Products	Producers	2016 Revenue	%	2015 Revenue	%	2014 Revenue	%
- Sell Property	Asset Bright Pcl.	29,248	52.04	42,651	70.73	31,435	52.01
- E-commerce	Asset Bright Pcl.	5,927	10.54	8,528	14.14	25,243	41.76
-Events	Asset Bright Pcl.	-	-	7,818	12.96	-	-
-Rent & Service	Asset Bright Pcl.	11,899	21.17	-	-	-	-
-Other revenue	Asset Bright Pcl.	9,133	16.25	1,306	2.17	3,764	6.23
		56,207	100	60,303	100.00	60,442	100.00

2.2 Type of Product and Services

1) Real Estate Business

1.1 Sathorn Chaopraya Condominium

The company purchased a total of 9 units valued in total of 104.66 million baht. The condominium is a 37 floor building built on a property of 3 rai 1 ngarn and 31 square wa and has a separate car park building. It is located near the banks of the Chaopraya river and Krung Thonburi BTS station (700 meters). The purchased units were 1 bedroom fully furnished units. This included furnished bedrooms, kitchen and living room as well as window curtains, air conditioner and hot water heaters. The rooms are 85 square meters in area except for the Penthouse which varied between 234 to 331 square meters, and is priced at 48,000-65,000 baht/square meter. Amenities available include swimming pool, fitness facility and security system of CCTV, key entry cards and 24 hour watch by security officers. The condominium is also conveniently located for travelling and shopping.

Availability of property	Number (rooms)	Area (sq m)
Rooms sold and transferred	6	1,264
Rooms available for sale	3	994
Total	9	2,258

As of December 31, 2016 the company had 3 remaining units that were available for sale.

1.2 ABOVE 39

The Company acquired a 25-storey apartment with 41 units on land area of 1-0-66 rais located on no. 122, Soi Promjit, Sukhumvit Rd., Klongton Nurn Sub-district, Wattana District, Bangkok. With worth of THB705 million, this business is renting apartment in long term contract and most customers are foreigners, especially Japanese businessmen working in Sukhumvit zone because its location is on Sukhumvit 39 Rd. and it takes about 800 meters away from Sukhumvit Rd., and near Prompong BTS, shopping malls such as Emquartier and Emporium as well as Samitivej Hospital.

The Company expanded to develop real estate business by changing this apartment business to condominium for sales under the project of “ABOVE SUKHUMVIT 39” with the concept of ABOVE EVERYTHING and beyond expectation. This luxury condominium project with total value of THB2,500 million is sited on the best location in town, Sukhumvit Rd. Its advantage is privacy modern-style room with only 2 units per floor and total car parking lots are 140 lots. Punctiliously and functionally decorated units with perfect smart home system installed or intelligent home are targeted to foreigners and investors.

Presently, the project has completed by 90% and officially sells by selling agency.

Information of Apartment acquired by the Company

Type and Number of Units:	41 residential units, total usable areas of 18,420 sq. meters.
Location:	122 Soi Promjit, Sukhumvit Rd., Klongton Nuar Sub-district, Wattana District, Bangkok

1.3 ABC World

The Company leased a 30-year plaza building with 5 floors and total usable areas of 37,400 sq. meters located on Ramkhamhang 30 Rd., Huamark Sub-district, Bangkok District, Bangkok to operate office and retail rental including exhibition. With total costs of THB1,683 million, the Company would pay for leasing fee by THB60 million payable in 3 years and monthly rents for 30 years. This project is named ABC World.

As the Company's head office sited, ABC World is the large and modern rental office in town. With total usable areas of 37,400 sq. meters and total car parking of 600 lots with key card system, ABC World is very convenient to access because its location is on Ramkhamhang Rd. that can route to Rama 9, Ramkhamhang, Latprao, Srinakarin and Pattanakarn. The building can respond to all purpose business with started rent by THB400 per sq. meter.

Information of the Building leased by the Company

Type and Number of Units:	The Plaza with 5 storeys on land areas of 8 rais Total usable areas of 37,400 sq. meters
Location:	390 Ramkhamhang Rd., Huamark Sub-district, Bangkok District, Bangkok

2) E-commerce business

2.1 abc shopping: The company has operated an e-commerce business with innovation that customers could buy products and services in our website, www.abcpoint.com, by points, instead of cash, converted from points in banks' credit cards. With convenient and fast shopping, the Company developed abc shopping application for ios and android system to serve new life-style online shopping. Due to the innovation of points, customers can convert points from credit cards or transfer from other abc member and abc points does not have any expiration date.

The company plans to further expand its e-business and e-commerce segments to take advantage of the growing trend in this sector. In fact, statistic shows that growth of this segment will multiply due to more use of

internet tablets and smart phones for online connections. Moreover, our abc points as innovation of point conversion from credit card points would be boomed for e-commerce business in the future.

The digital age of communications has enabled faster delivery of services as well as increase of marketing schemes and spending applications on the internet. Smartphone & Tablet have become a critical part of everyday life of consumers of this age as consumer can easily search, compare prices and conveniently make purchases in just a few minutes. At the same time, businesses can also reach customers more quickly and as a result, online sales and purchases will continue to grow in future.

As online businesses grow, so are customers' credit card points collections. These points, however, are often not used because total collections are not sufficient to retrieve benefits. abcpoint has, therefore, developed an innovative way to purchase online goods and services by using not only cash and points from credits but also transferred points from different credit cards and other abcpoint members. This gives customers to unique advantage and the flexibility to purchase products and services online that better meets their needs. The details of how abcpoint works are as follows.

Applying for membership (1) Customers can subscribe for membership with abcpoint at www.abcpoint.com. Subscription and membership fees are free of charge and once application is completed, abcpoint will send out a membership card to customers.

(2) Customers can subscribe for membership with abcpoint at various events. Location and news of events are available on the website at www.abcpoint.com. Subscription and membership fees are free of charge and customers will receive their membership card at the event.

Membership abcpoint membership cards can be used to purchase products and services at events held by abcpoint.

Collecting Points (1) Customers can collect point from bank credit cards and other membership points that have an agreement with abcpoint. Currently, customers may retrieve abcpoints from their Bangkok Bank, KTC credit cards, ICBC, Kasikorn Bank, and Thanachart Bank

In the case of KTC credit card holders, customers can directly transfer the points online via the abcpoint website.

As for credit card holders of Bangkok Bank, ICBC, Kasikorn Bank, and Thanachart Bank, customers will need to call the bank's call center to order a transfer to abcpoint. This is an offline system that takes 3 working days to complete. Once the transfer is completed, abcpoint will add points accordingly.

abcpoint will alert customers via e-mail and SMS when transfer of points is completed.

- (2) Transfers between abc members can be completed via www.abcpoint.com.
- (3) Purchase of points can be done via www.abcpoint.com at a rate of 1 point = 1 baht.
- (4) abcpoint gives the privilege of non-expiring points so customers can experience the full benefits of shopping with abc.
- (5) To transfer points to other abcpoint members, customer will have to transfer points from credit card to their own abcpoint account, and then transfer their abcpoints to another member.

Promotions

Customers may subscribe for abcpoint newsletters, so they can stay informed of latest promotions and events. In addition, customers may also follow news on various membership benefits, new products and services on the first page of our website.

Making a purchase

- (1) To make a purchase, click here <http://www.abcpoint.com/web/how-to-buy/>
- (2) In case where abcpoint delivers incorrectly or sends faulty products, customers may return or exchange the product by contacting our staff at <http://www.abcpoint.com/web/support-service/>. Our staff will respond to you as soon as possible.
- (3) For every purchase order, abcpoint will send out a confirmation of purchase via email and SMS, summarizing the customer's order. This is to ensure customers are aware of the status of their order each time they make a purchase.
- (4) If customers need to adjust personal details such as mailing address or telephone number or recipient of their current order, customers can alert our staff and they will get in touch as soon as possible.
- (5) If customers need to change details of their account for future orders, customers can make direct changes in their abcpoint account online by following the instructions.
- (6) For payment on www.abcpoint.com, all products and services could be paid by abcpoints. If abcpoints are not enough to settle, customers can select credit card or debit card to pay remaining balance. Once, payment is settled by points, the system will send a notification to confirm transactions completed via e-mail and SMS.

Payment of purchase order Points are used in the purchasing products or services on www.abcpoint.com. Once a payment has been completed and our system has deducted points for the purchase, abcpoint will send a confirmation to customer via email and SMS.

Delivery of goods (1) Customers may pick up goods or services from abcpoint events, where the latest news of abcpoint events can be found at www.abcpoint.com

(2) abcpoint can make deliver to anywhere in Thailand. abcpoint works with Kerry, a large logistics company and has also its own delivery team in order to ensure best service for its customers.

Returns and Refunds (1) Customers can reach us via Call Center at 02-732-9001-4 (Monday-Friday between 08.30 -17.30)

(2) The company would be glad to replace faulty products, to do so customers must get in touch with abcpoint within 1 week of receiving the product. After this period customers will not be allowed to make an exchange. Customers must also hold on to the receipt to use as evidence in the exchange.

(3) Customers will receive an email to notify that abcpoint is in the process of replacing their goods and will alert customer of the new order tracking number.

2.2 ABC Payment : e-payment service developed on application of “abc payment” for website and mobile phone serves for paying bills of utilities online by using abc points. Users can download application of abc payment free and this application would scan bar code or QR code of invoice bills that would be served new lifestyle to make payment easier.

The Company developed this application for ios and android and joined with True Money to become an outsource of bill payment for utilities on website and mobile phones since late of 2016. The bills that could be settled are as follow:

- 1) On website : 40 bills
 - Website: payment.abcpoint.com
- 2) On mobile application : 71 bills
 - Mobile APP: “abcPayment”
 - (1) bills for all True group
 - (2) bills for utilities
 - (3) insurance
 - (4) bank credit card bills and loans

- (5) leasing bills
- (6) mortgage loans
- (7) Others (products)

How to pay bills on website

1. Select Menu “Payment” and then find any bill payment want to settle
2. Click “Pay with website” to settle
3. Fill “Customer Code”, or “Telephone Number” or “Invoice Number”
4. Click “OK”
5. Verify information before push “Confirm Payment”
6. Verify amount paid before click “Confirm”
7. Fill in OTP code that delivers to your mobile phone and then click “Confirm”
8. The system will display “Payment Complete”
9. The system will send an e-mail “Confirm Payment”

How to pay bills on mobile phones (Support IOS and Android)

1. Open application of “ABC Payment”
2. Find menu “Scan Bill” and click “True Online”
3. Select menu “Scan Bar Code/QR Code” or fill reference number
4. Fill “Customer Code”, or “Telephone Number” or “Invoice Number” and then “OK”
5. Verify information before push “Confirm”
6. Verify amount paid before click “OK”
7. Fill in OTP code that delivers to your mobile phone and then click “Confirm”
8. The system will display “Payment Complete”
9. The system will send an e-mail “Confirm Payment”

Customers can cancel transactions if

1. Customers can cancel transactions on the date of proceeding transactions only except 123 Service because the biller does not allow customers cancel.
2. In any cases, customers cannot cancel any transactions after next day of transactions completed
3. Customers can call to the Call Center at 02-732-9001-4 (Monday – Friday at 8.30 am. - 17.30 pm.
4. Customers will receive e-mail “On Process”

2.3 ABC e-Auction : The Company co-operates with owners of real estates in Thailand, real estate brokers and banks to accumulate pieces of real estates for sales online. With confident, transparency, fast and security, the Company developed online auction system named ABC e-Auction to serve businessmen and investors who would like to buy real estates.

1) Registration on e-Auction system

- Investors who would like to auction on e-Auction have to become abcpoint member first and then fill in form required. The Company will consider on qualification given.
- Applicants have to pay deposit of THB1 million per an asset auctioned payable to “Asset Bright Public Co., Ltd.” by cashier check only and send to the Company at 390 Ramkhamhang Rd., Huamark Sub-district, Bangkok District, Bangkok (delivery to the Company at least 7 days before auction day).
- Call Center Number : 02-732-9001-4 on official hours between 8.30 am.-17.30 pm. (Monday – Firday)
- In case applicants missing auction, the Company will return cashier check of deposit within next 3 official days.
- In case of winning auction, the Company will take deposit to settle as a part of total cost.

2) **Auction**

- Applicants will propose offering price on internet at the date of auction and the requirement of system to support e-Auction should be required minimum criteria as following:
- CPU is equivalent Intel Pentium 4 and speed 1.5 GHz or higher
- RAM 1024 MB or higher
- OS : Microsoft Windows XP or higher
- Web browser : Microsoft Internet Explorer 7, Firefox 2.5, Chrome 19, Safari 5.1 or higher
- High speed internet

2.4 WeChat Pay : WeChat is application of instant message that is very popular in China like Line, Messenger, Whatapp. WeChat Pay is e-wallet that support Chinese tourists to shopping in Thai merchants and this wallet should eliminate any rule of bringing number of money to Thailand. WeChat Pay is secured and easy with low costs to install because it is required only QR code or bar code for settlement. Chinese tourists are familiar with this system to use their mobile phones to pay for products and services as they usually do in China.

As other channel to settle payment, WeChat Pay will target only Chinese tourists as the highest number of foreign tourists in Thailand. The Company acquired King Power International to accept WeChat Pay to pay for products such as clothes, watches, fragrance, ornamentation, instant food etc. in free tax stores since November 2016.

1) Steps using WeChat Pay

- Customers select their products and services
- Customers open WeChat Pay and scan QR code
- Customers fill in amount paid or scan QR code of products in case of POS. System will settle payment automatically.
- Customers and merchants will receive message to confirm payment.

2) Acquiring Merchants

The Company signed agreement to be an outsource of acquiring merchants to accept WeChat Pay as one of the biggest e-wallet in China to serve Chinese tourists to spend more in Thailand and serves them to pay easier. This application of e-wallet can use on mobile phone to pay for products and services and merchants are required only QR code to settle payment. If big stores use POS to settle their payment, the Company will integrate system to the merchants and system will automatically settle. The Company will transfer payment to merchants later.

3) Marketing Strategies

The Company manages marketing strategies as follow:

a. Public Relation

The Company will promote advantages of WeChat Pay on media in both newspapers and online media to make merchants realize. This should increase their sales with low costs and very convenient as well as security to settle payment. The Company will promote to do marketing campaign with merchants. Moreover, the Company also advertises to Chinese newspaper to communicate to Chinese customers to know.

b. Marketing Campaign with Merchants

The Company reduce commission for the first group of merchants who join with us to speed up number of merchants acquired.

c. Marketing with WeChat Pay

The Company joined with WeChat in China to promote WeChat Pay in Thailand such as giving free red pocket to Chinese tourists who spend money in Thailand. This should stimulate customers to spend more.

d. Set up Outsourced Agency

The Company hired outsourced agencies to acquire merchants in tourist place all around Thailand. This should make higher number of merchants acquired and should control costs based by success.

2.3 Marketing Schemes and Market Competition

1) Real Estate business

The real estate business is highly competitive due to many existing business operators in the market. The majority of the market share is taken up by large real estate companies that are well known, endowed with expertise and experience and are recognized by consumers. Good marketing strategies of real estate businesses involve selection of location, project design and marketing presentation that attracts customers' attention. In addition, marketing schemes and promotions are also important tools in drawing customers of the target group.

Construction cost and construction period are also important considerations for management. Therefore, it is important to have a network with respectable contractors to ensure successful project completion. Other key factors are strong financial status, use of quality material and good service prior and after sales. When selecting a real estate project to invest the key factors to consider are location, project potential, pricing scheme and short and long run yields on investments.

When Asset Bright invests in property developments, especially the case of condominiums, the company makes a selection based on its sales potential by considering project location and price. The company can make purchases at prices lower than market rate when purchasing multiple units at once. Afterwards, the company may sell or lease the property at market rates.

In addition, the company also makes acquisition of land in residential areas in Bangkok and metropolitan as well as major provinces in Thailand. The company plans to build low rise residential condominiums to target housing needs of the growing community in these areas.

In order to create a constant flow of income and reduce risk from fluctuating sales volume of property, the company is operating leasing business for retails and office space on good location with condensed communication and transportation. Moreover, the Company is planning to develop small local malls in areas around Bangkok. These malls will support larger expansions of residential areas, in which the company will be able to receive constant revenue from renting store space.

1.1) Target customer group

ABOVE Sukhvit 39, the luxury condominium in the downtown, is a project that could draw many interested people such as consumers, investors and foreigners to visit our site. Presently, this project has already completed 100% and ready for customers to move in. Its location is close to Emquartier and Emporium Shopping Malls and near sky train BTS Prompong Station, so the target group should be both high-ended domestic and international customers.

While leasing business in ABC World is required various customer groups in office and retail rental group and restaurants as a mixed use purpose that aggregates all business functions sited in one place to make maximum use.

Target group of ABC World is as follow:

1. Customers who would like to rent office space in any sizes.
2. Customers who would like to rent temporary space like co-working space that rent office or meeting rooms in daily/monthly.
3. Customers in areas of education or edutainment business.
4. Customers who are looking for retail business or arrange exhibitions (G and 1st floor).
5. Customers who would like to do food business and supermarket (G floor).
6. Customers who interest to rent car parking lots.

1.2) Sales and Distribution

In order to increase sale opportunity, the company uses both sales agents of domestic and foreign real estate agents that are experienced in real estate. In doing so, the company does not have fixed expenses from staff hiring and can keep cost under control by allowing it to vary with sales.

1.3) Factors influencing real estate business

Advantage factors to real estate business

- Interest Rate Decrease
- Government policy to subsidy real estate business such as reducing tax, transfer fee or mortgaged fee. This should support only finished projects except some companies promote to give free transfer fee for the whole year.
- Mega projects are invested by public sector but it cannot make effect soon.

- Opening AEC would bring foreign fund to invest more in real estates.
- Decrease of deposit guaranty amount from THB25 million to THB1 million (effective since Nov.1, 2016) would make investors to buy more real estates.

Disadvantage factors to real estate business

- Slowdown economy including lower export and consumption will make customers delay to buy houses.
- Decline of purchasing power and higher daily expenditure including higher household debts.
- Higher costs of vacant land for development
- Lower confidential index
- Drought in agriculture products makes shortages and famers cannot have more working capital. So, economy will be effected directly.

1.4) Overview of real estate market in Bangkok and metropolitan

In the first quarter of 2016, there were new 6,973 units of condominium to open their projects that grew up by 17% from the fourth quarter of 2015. The main reason to grow up is big developers speed up to transfer to their customers before government real estate campaign to reduce fees for ownership transfer ran out. Most projects were located on Sukhumvit Rd., with average sale price of THB100,000 – 150,000 per sq. meter or 42% of all projects. The luxury condominium with price of THB250,000 per sq. meter up could sell well to high-end domestic and foreign customers. There were about 3,393 units of luxury condominium for sales now and sold about 65% in the first quarter of 2016. Thus, developers still developed luxury projects to focus on high-end customers who have high purchasing power even economy slowdown. However, number of developers were lower than last year because some were afraid of economy.

Currently, vacant land lots for developing new projects are very limited in CBD. Developers have to face with seeking land limited and its price would be very high. Presently, land in Sukhumvit Rd., is risen to THB1.5 million per sq. wah and then housing projects have to sell at THB250,000 per sq. meter up and their sales for upper class are not quite high at around 57% because there are many projects with lower price launched slaes around there. However, residential projects in around Lumpinee park, Sathorn, and Silom could make sales by 75%.

For shopping malls and community malls, there were many new projects with total areas of 491,925 sq. meters launched in 2015 and almost 220,000 sq. meter malls would be scheduled to complete in 2016. In 2015,

new shopping malls opened were mostly big malls such as 2 shopping malls by Central Department Store and many community malls. In 2016, most shopping malls opened would be community malls because big malls will plan to open in 2017. So, rental price would be high except shopping malls outside Bangkok. Due to lack of good experience on retail business, many developers of community malls could make their malls popular in the first period and after that less customers to visit. The retail shops had to close their business later. However, the retail market is still attractive to local brand owners and foreigners to open their products and services in Thailand but they concern on strong competition from major competitors that continue to expand their business further.

In 2016, rental price of office space in Bangkok averaged to increase by 6.5%, especially for office grade A and B increased by 8% and 5%, respectively in standard unit as small space without decoration that could give good rent.

Even, the number of rental spaces has increased, occupancy rate was also rapidly grew to 91.8% now. In 2016, number of occupied leasing office space would be reached to 180,000 sq meters anticipated, a bit lower than the prior year. However, the rate of unoccupied rental office spaces declined to 0.8% per year while demand of advanced rental space was still high.

Thus, there are some developers plan to take their land bank to develop for office buildings that would make number of office space increase to 1 million sq. meters. But only 0.463 million sq. meters would be completed in 2019. So, the occupancy rate and rental price will be high in the next 12 months.

1.5) Overview of regional real estate market

The expansion of the urban and to extend prosperity to regions are all factors contributing to investment in retail business increased. Headline inflation is low and oil prices have dropped to the impact on consumption and private investment into the ASEAN Economic Community (AEC), and the growth of border trade as well as various marketing strategies and increasing sales through online channels to stimulate consumer spending at a certain level.

2) E-commerce business

2.1) Target customers group-e-commerce

- (1) Group of people aged 20 years old and over who is holders of credit card that issued by banks or non-banks.
- (2) General public who lived in Bangkok, metropolitan and provincial which are required to pay for utilities every month such as water supply, electricity charge, telephone bill, credit card loan and bank loans etc.

(3) Working People who favorites to purchase secondhand Brand Name Products that imported from overseas such as handbags, watches etc.

(4) New generation customer group who prefers to shopping online.

Target customers group-WeChat Pay

(1) Hotels and tourism businesses that are popular to Chinese tourists such as Bangkok, Chiangmai, Pattaya and Phuket

(2) Restaurants preferred by Chinese tourists located on Ratchadapisek Rd. etc.

(3) Entertainments are popular to Chinese tourists

(4) Supermarket, Convenient Store, Cosmetic Shops, Drug Stores etc.

2.2) Marketing Strategy

The Company divided marketing strategy as follows.

(1) The Social Media Online Platform Strategy

Currently, the Smartphone market is growing rapidly both IOS and Android operating system. Thailand is one of countries that are not less awake according to online world. Since Facebook users as much as 8-10 million people as well as the popularity of owning various mobile phone and Smartphone increasing continuously by number of more versions and the price is not very high. All of these are factors which show that a lot of consumers in Thailand are entering Digital Lifestyle. Beginning an online world as a part of life. When the online market became market that marketers need to pay attention seriously. The important thing is to recognize a Marketing Tools to reach Consumers in the right way.

The marketing to make product brand scramble the area in digital world efficiently consists of strategies as follows.

(1.1) Facebook Page

At this time, no one would dare to deny social networks such as Facebook.com because it became one of the main activities of current online users. A lot of people can connect and exchange information and news since message, pictures and video including Facebook Live to update the stories from people in their network of friends. In addition, Facebook also can create pages of person, product brand and business, etc. to make Facebook users can link themselves with such page which is able to receive information or join activities that happen on the page. It is not surprising that many businesses create their own page on Facebook to be a channels for Facebook users to make contact and interaction with the brand as well as the public relations and sales create opportunities through activities in their pages. In addition, some business owners also applied the Page to become products

catalogs of themselves for Customers choose to view and purchase orders via online immediately; <https://www.facebook.com/abcpoint.th> is a channel where customers can follow the Company's products, various marketing activities and information about Point.

(1.2) Twitter Account

Twitter become one of dominant social network in the past year as well as Facebook. Although there may not be many users as Facebook or various capabilities are quite different but with the simplicity of the message only 140 characters makes Twitter is a network that fits in dissemination various news that are outstanding with "fresh" and "new" and the telling rapidly become one of the news sources which mainstream media such as television and print media to refer frequently. In the past, many businesses applied Twitter as a channel to announce the special sale price, sale of a limited number and privileges, etc. It is make group of online people follow up for products continuously so become one of channels to bring Consumers to online shopping finally at www.twitter.com/abcpoint.th.

(1.3) Viral Video

News in the form of animation or video clips that became increasingly popular because new generation phone can play and forward more easily as well as speed of internet makes downloading various video files faster than formerly. This means that the ability to access video information of Consumers is became increasingly. It is not surprising which the video clips that are of interesting or liking of some people will sent forward quickly via online social networks. If marketers can create video ads which was cool and interesting, so many people on an online world willing to act as such video promoters immediately. The Company also provides information on YouTube.

(1.4) Mobile Application

Growth of Smartphone and other Mobile Device such as Tablet which was being watched by global businessman because it shows the behavior in the online world is changing of Consumers. In addition, the operating system of mobile devices are not just users to access via Web Browser only but also open to create various application to serve the needs of various applications in almost all activities of life, such as note-taking, reading news, play games and view map etc. Mobile Application is what many brands jump into create Brand Application of themselves for various mobile devices users access to information and services on their own with a new experience that in addition to general Web Browser usability such as movies round checking and purchase tickets instantly via App of SF Cinema. So it can be said that Mobile Application is one of the Brand Experience Creation as well as getting a new model service for Consumers that cannot overlooked.

(1.5) Email Subscription

Email usability is still one in the online information's reception and communication even with increasing use of online social networks but if you consider both channels are also differences and strengths/weaknesses of different ways. Email will have an advantage in data transmission with more content and direct access to those interested by Subscription as seen on popular websites often provide information service and special promotions via Email in order not to miss special events in each day. For marketing tool according to above, it can be seen that something maybe are not a new thing that just have to invent it but the consumer behavior in online world is currently being develop and change continuously. Therefore, it is necessary to make various tools to apply and change according circumstances change.

(2) The integrated market communication Strategy

Use an effective media and comply with the objectives to create Product Awareness by focused on the media which use not too high budget and reach the desired goal, the marketing promotion to build a member, try to emphasized the brand to create a Brand Awareness, promotions planning together with the merchants, Product Owners to stimulate sales to reach the target.

(2.1) ADVERTISING

Use an effective advertising media to reach the target audience, Use of media in many forms, with an emphasis on public relations to the target audience to recognize abcpoint, ABC Payment, WeChat Pay increase to generate rapid acceptance with advertising media plans; POP Leaflet distributed to the target group by various location whether it's Expo Exhibition, universities and other with a lot of walking.

- Create Brand Awareness for those who see it and appeals to those who do not know because if see a lot of times, they will absorb and aware this brand.
- In order to create a more familiar in brand because when it is found, it will feel more familiar and try to use if finally.

(2.2) Public Relations / Event Marketing

- Public relations about content format and services to the target audience.
- Generating for Consumers to aware of value of payment and cost of getting media to provide Competitiveness reduced.

(2.3) Sales Promotion

- Trying to create an incentive to subscribe abcpoint or pay free utility bills via ABC Payment Application.

- Create a relationship with the target audience and create a duplicate buying with Brand Loyalty in the long run.
- Opportunity for the target audience with chance to join the sweepstakes or win a prizes. The prize that will distribute has not very high value or supported by Product Owner Company. For example, the Company joined with Tenpay to give free red pocket to customers who spent in King Power during Chinese New Year etc.

2.3) Factors influencing e-commerce business

- Advantages to e-commerce business
 - Advance in Technology
 - Various Types of Smart Phone and Lower Price
 - More Supply of Online Products emerging market to increase more choices to customers
 - Changing customer behavior to digital lifestyle
 - Public sector promoted Thailand 4.0
- Disadvantages to e-commerce business
 - More new strong competitors enter to the market.
 - Shorter product life cycle to make customers change product quicker.
 - New technology could bring more competitors easier
 - Lack of strict control by public sector to make illegal operators to do e-Money in Thailand.

2.4) Trend to do e-commerce business

Regarding the survey of e-commerce value in Thailand 2016, Electronic Transactions Development Agency expected the value of e-commerce in Thailand was about THB2.5 trillion or 40% of total value of product and service consumption or 12.42% increased from amount in last year. The most valuable industry was retail and wholesale industry or 34.54% of total amount. The second one was accommodation business or 16.23% and the next one was information and media business or 13.30%.

The growth rate of e-commerce business in Thailand is rapidly increased due to a lot of new comers to join in this business for both big foreign firm such as Alibaba and local big and small firms. Moreover, large

shopping malls and supermarkets also focuses to sell their product online including new star-up businessmen who enter into this market more. Thus, many various products and services are accessed to give customers buy online. However, changing customer behavior to digital society that is always connecting internet all times via smart phones or tablets and new technology to connect internet faster but price lower. So, modern consumers prefer to buy products and services by online more due to convenient, fast and security of payment. These reasons make e-commerce business dramatically increase.

For payment method by e-Money that would change the way to settle payment and this is also consistent with the Government policy to issue Prompt Pay, cashless payment. So, e-wallet will be a trend in the future to assist buyers pay all times without cash. It is useful to increase sales while lower costs of printing notes.

2.4 Procurement of products and services

1) Real estate business

In procuring properties, the company will receive information in regards to the sale or lease of property or information on the development project via sales agents and land owners. Furthermore, the company has an experienced team in property that supports operations in inspecting and procuring real estate properties including condominium units or land in Bangkok and provinces. This team will assess project potentials and expected returns of the property which are then proposed to management for project approval.

Moreover, the Company has operated auction of properties by online that we collect all types of property from both asset owners and agencies who interest to bring their assets to auction under “ABC e-Auction”. With quarterly auctions, the Company could gain to look for good assets first for investment or receive commission from selling assets by auction.

2) E-commerce Business

(1) Procuring products for sale

Products supply for distribution divided into 2 parts as follows.

(1.1) Products manufactured or sales agents in Thailand (Local Products)

Purchasing department will sourcing products from representatives or manufacturer with steps as follows.

- Quality inspection by reference certificate from government agencies
- Purchasing planning to determine the work plan of department
- Selection and evaluate potential of products source and vendor selection

- Price analysis and compare conditions and decide to purchase product / service to achieve the objectives.
- Negotiating business conditions in order to obtain the lowest possible cost.

(1.2) Products manufactured from abroad that have no sales agents in Thailand (Import Items)

Contact via agent in that country for sourcing of products. It would make we can find products at a price is not too expensive. Selection of products to comply with demand of Thai people which is different from former products that is sold in the market when got products as required then liaise through products importation systems into Thailand.

(1.3) Payment of utilities

Liaise with government enterprise and private firms for propose to be representative of utility payments via website and applications for convenience of customers which have no time wasting for getting to pay at counter service. Fee is only 5-15 Baht/transaction.

(1.4) Shows and concerts from both domestic and international

Contact via Entertainment Agent to select for the show or famous artists which is popular among people generally to contact for open show in Thailand. The Company will sell tickets of show or concert with rapid system via the Company's website.

(2) Number of Suppliers

Currently there are Supplier which are partner of products and services on the website total of 72 stores divided as follows.

- Products of 325 stores.
- Service of 32 stores.

3. Risk factors

3.1 Risks to business operations

In 2016, the Company has established a risk management committee, which is composed of directors and executives with responsibility for enterprise risk Management throughout the organization in areas such as Strategic Risk, Financial Risk, Operational Risk and Compliance Risk including the assessment of risk factors as a result of investing in various projects. According to the business plan The risk factors that may occur and adversely affect its business are as follows:

1) Real estate business

1.1) Risk from economic slowdown

Even though, the Government policy extended promotion of real estate scheme from late 2015 to early 2016, buyers were still cautious to invest in property due to economic slowdown. Especially condominium projects, developers also postponed their new projects while large developers would emphasize high-ended real estate projects, instead of middle or low projects. Therefore, the number of new residential units opened in 2016 was lower than number in 2015 and this had been diminished for 3 consecutive years due to sluggish economy. Our performance could recognize revenue on target set and our return could not meet our purpose.

1.2) Risk of procuring property for development projects

As the company's business operations are involved in resale/lease of condominiums, housing development projects as well as has future plans to develop community shopping malls, it is important that the company is able to find ideal locations that are reasonably priced. However, land prices are rising, especially for areas near sky and underground trains that are expanding further into outer Bangkok, which is a major factor affecting cost of future real estate projects of the company.

Therefore, the company must be more cautious when selecting locations for future projects and should also seek for partnership with land owners to further reduce the risk from rising property prices. Furthermore, with the experience and skills in property development of the company's management, the company has the capacity to make good judgment in selecting land and locations for future projects.

1.3) Risk of customers' lower purchasing power

Concern on economy situation could impact to customers postpone their decision to buy real estates and banks were also cautious to provide mortgage loans to customers due to higher household debts. So, lending

rate was lower because banks had to protect their default risk. All developers in Thailand would be impacted from this situation. For economic concern, domestic and foreign investors would slow down their expansion plans. The Company's leasing office and retail spaces where was not located on downtown would be effected. However, selling condominium project of ABOVE39 on Sukhumvit 39 rd., could get impact less because the Company focuses to high-end customers mainly.

1.4) Risk from adequate capital

Currently, the Company borrowed long-term loan from bank and short-term loans from private investors. The real estate business is required to seek high capital of investment, so the Company will encounter the risk of raising fund. However, our debts to equity is quite low, so the Company could borrow loans from banks or issue debentures. The Company also negotiates with strategic partners to join in the future projects. Moreover, the Company could issue REIT fund to invest in leasing project that could earn rental income.

2) **E-commerce**

2.1) Business of selling products on website and bill payment agency

2.1.1 Risk of competition

The online business has to face high competition from large scale competitors with low price to make very low margin. While bill payment business has many banks and convenient stores to compete in this market. The Company emphasizes on buying products and services including paying bills via ABC Payment Application by abc points that customers could convert from banks' credit card points or other points from private firms to add more choices of payment to customers. Building customers' advantages, the Company will accumulate more points from various sources to expand our customer base in the future.

2.1.2 Risk of technology

The e-commerce business is required well and reliable IT system and this make business to invest in stable system to serve many customers without system down or failure of settlement. Due to rapid change of IT system, the Company has to upgrade our system always and continuously invest in IT to ensure the system could serve more customers.

2.1.3 Risk of marketing

This business should have many interesting products and services to serve customers who change their behavior quickly. For serving new generation, the Company has to compete with fast service, differentiate products, and good service other than price competition. Thus, online business would have a risk of marketing to respond customers' need in digital society.

2.2) Business of acquiring merchants for WeChat Pay

2.2.1 Risk of Competition

WeChat Pay assigns bank and other service providers to acquire merchants to settle payment by WeChat Pay for them, so there are a lot of competitors. However, the Company is the first provider who started this business and we get advantage to acquire big merchants such as King Power that would reinforce confident to other merchants. In addition, the Company has a Chinese partner to support technology directly that makes system integration smooth without error.

With this competition, the Company has to build strong business team to acquire more merchants quickly with right target.

2.2.2 Risk of Economy Slowdown

Due to the slowdown of the World economy and Chinese economy, number of Chinese tourists in Thailand could be effected. However, the number of Chinese tourists increased from 7 million people in 2016 to 9 million in 2016. Even slowdown of economy, Chinese investors invest more amount in Thailand, so number of expenditure in Thailand should be increased.

2.2.3 Risk of Government regulations

Regarding conquering illegal tour business in Thailand, number of Chinese tourists reduced from 10 million people expected to 9 million people in 2016. However, the Government agency has stimulated with plans to bring back Chinese tourists continuously and it should recover in 2017.

2.2.4 Risk of illegal e-Money service

For acquiring merchants for WeChat Pay, Bank of Thailand requires to have e-Money license. So, there are some businesses do not get this license yet. The Company has to inform and let the authority to chase further.

3.2 Risk to shareholders

1) Accumulated losses that may affect dividend payout

In 2016, the company had accumulated total losses of 240 million baht. This is because the company made new investments for e-commerce operations in the forth quarter of 2014. This business is required high fund amount and take long-term return. For real estate business, the Company invested high investment costs in late 2016 and now still make decoration and improvement. So, its accumulated losses have been increased.

2) Risk from limited inspection and balance of power from minor shareholders

As of November 23, 2016, Mr. Porameth Rungrongtanin held 5,210,159,290 shares (par value of 0.10 baht) or equivalent to 65.94% of total issued company shares. This is in accordance with the terms of sales where the buyer has to maintain minimum number of share that equals to 50% of paid up capital for the duration of 12 months after the sale (October 29, 2013). However, the current major shareholder that holds more than 3 quarters of totals shares will have the power to control and the influence the company's decisions on agendas that need shareholders' approval. Therefore, minor shareholders of the company are at risk from not having sufficient voting power to request for inspection or counterbalance major shareholder's proposals.

In terms of management, the board members consist of 8 members, of which 3 are independent members that help to regulate and strike balance in management decision making and ensuring best interest for the company. However, it is also in the interest of the major shareholder to see the company earn profit, strengthen its financial position and pay off bank loans to increase liquidity. All of which in turn will increase company's capacity to make future investments.

3) Risk from warrant exercise

The company issued two warrants (ABC-W1 and ABC-W2) to shareholders. At the present, the Company's market price is lower than both warrants' exercise price. The first exercise date of ABC-W1 will be on 29 December 2017 and the first exercise date of ABC-W2 will be on 29 June 2018. The Company anticipates the stock market price should be increased above exercise price within the given timeframe and investors could exercise to increase the Company's capital. Due to the uncertainty of both domestic and global economic conditions, this may affect stock market prices negatively which may result in failure to exercise warrant.

The company understands that credibility of the company is an important factor that can drive share prices. Therefore, it will closely monitor operations to ensure efficiency and transparency that will enhance credibility of the business to investors.

4. General information and other important information

4.1 General information

1) General Information of the Company

Name	:	Asset Bright Public Company Limited
Symbol	:	ABC
Headquarter	:	390 Ramkhamhaeng 30, Ramkhamhaeng Rd., Huamark, Bangkok, Bangkok
Nature of Business	:	Real Estate Development Business and E-Commerce Business
Telephone	:	02--7320-9001-4
Fax	:	02-732-9005
Website	:	www.assetbright.co.th
Business Registration	:	0107537001587
Accounting period	:	1 January - 31 December
Registered Capital	:	Amount of 1,181,787,837.50 Baht Divided into Ordinary Shares of 11,817,778,375 shares Par value 0.10 Baht per share
Paid up Capital	:	Amount of 790,200,000.00 Baht Divided into Ordinary Shares of 7,902,000,000 shares Par value 0.10 Baht per share

3) General information of Subsidiaries and Associates

The Company closed our subsidiary, ABC Innovation Co., Ltd., because we cannot find the IT management team to run business. Now, we liquidated this firm with the Ministry of Commerce on June 13, 2016.

4) Other References

Share Registrar	:	Thailand Securities Depository Company Limited 93, the Stock Exchange of Thailand Building, Ratchadaphisek Road Dindaeng, Dindaeng, Bangkok 10400 Telephone : 02-009-9726 Fax : 02-009-9476
Auditor	:	(1) Mr. Chanchai Chaiprasit

Certified Public Accountant Registration No.3760 and / or

(2) Mr. Paiboon Tunkoon

Certified Public Accountant Registration No.4298 and / or

(3) Ms. Nopanuch Apichatsatien

Certified Public Accountant Registration No.5266

PricewaterhouseCoopers ABAS Ltd.

No.179/74-80 Bangkok City Tower 15 Floor, Sathontai Rd,

Thungmahamek Sub-District, Sathon District, Bangkok 10120

Telephone : 02-344-1000, 02-824-5000

Fax : 02-286-8200

Bank : Bangkok Bank
Head office Silom Branch
333 Silom Rd, silom Sub-District, Bangrak District Bangkok 10500
Tel: +66 2 231 4333 / Fax : +66 2 236 8281-2
Website : <http://www.bangkokbank.com>

:
Bangkok Bank
Ramkhamhaeng Soi 28 Branch
2102/56-57 Ramkhamhaeng 28
Huamark, Bangkok, Bangkok, 10240
Tel: +66 2 374 7175
: Website : <http://www.bangkokbank.com>

Krung Thai Bank
Siamsquare Branch
416,416/1-2 Rama 1 Rd, Patumwan Sub-District, Patumwan District
Bangkok 10330
Tel: +66 2 252 1479 / Fax: +66 2 254 8686
: Website: <http://www.ktb.co.th>

Kasikorn Bank

Langsuan Road Branch

55/120 Grand Langsuan Condominium 1 and Mezzanine

Langsuan Rd, Lumpini Sub-District, Patumwan District,

Bangkok 10330

: Tel: +66 2 657 1642-6 / Fax: +66 2 657-1641

Website: <http://www.kasikornbank.com>

Thanachart Bank

MBK Branch

444 MBK Tower, Phayathai Rd, Wangmai Sub-District

: Patumwan District, Bangkok 10330

Tel: +66 2 611-5710-5 / Fax: +66 2 611-5717

Website: <http://www.thanachart.co.th>

Bank of Ayudhya

Zuellig House Branch

1-7 Silom Rd, Silom Sub-District, Bangrak District, Bangkok 10500

Tel: +66 2 233-5134-6

Website: <http://www.krungsri.com>

Siam Commercial Bank

9 Ratchadapisek Rd, Chatuchak Sub-District, Chatuchak District

Bangkok 10900

Tel: +66 2 777-7777

Website: <http://www.scb.co.th>

4.2 Other important information

- None -

5. Securities and Shareholders information

5.1 Registered capital and paid-up capital

Registered capital and paid-up capital as at December 31, 2015

Registered capital	:	1,246,317,837.50 Baht consist of Ordinary shares of 12,463,178,375 shares Par value of Baht 0.10 per share
Paid-up capital	:	790,200,000 Baht consist of Ordinary shares of 7,902,000,000 shares Par value of Baht 0.10 per share

5.2 Shareholders

1) Shareholders Structure as at November 23, 2016

Distribution of shareholding by nationality.

Thai Shareholders				Foreign Shareholders			
juristic person	%	individuals	%	juristic person	%	individuals	%
94,662,993	1.20	7,412,729,246	93.80	10,870,500	0.14	383,737,261	4.86

2) List of 10 largest shareholders as at November 23, 2016

Name of Shareholders	Nationality	Number of shares	
		Shares	%
1. Mr. Porameth Rungrongtanin	Thai	5,210,159,290	65.935
2. Mr. Shinji Tanaka	Japanese	360,133,451	4.557
3. Miss Thitinart Na patalung	Thai	118,551,100	1.500
4. Miss Nannaphas Ajjamaalwara	Thai	115,330,133	1.460
5. Miss Taniya Siriyothin	Thai	66,402,000	0.840
6. Miss Phunnee chuensirisil	Thai	34,200,000	0.433
7. Miss Orawan Thanakedpaisarn	Thai	34,000,000	0.430
8. Mr. Suwit Kowitchareonsuk	Thai	30,400,000	0.385
9. Miss Achanan Kuprasertying	Thai	29,600,000	0.375
10. Mr. Wipong Ratanasiriwilai	Thai	28,000,000	0.354

Name of Shareholders	Nationality	Number of shares	
		Shares	%
Total		6,026,775,974	76.269

5.3 Other securities issued

warrants to Purchase the Newly Issued Ordinary Shares of Asset Bright Public Company Limited

No. 1 (ABC-W1)

On September 11, 2014 the Company issued Warrants to Purchase the Newly Issued Ordinary Shares of Asset Bright Public Company Limited No. 1 (ABC-W1) not exceeding of 658,500,000 units by allocated to existing shareholders of the Company who subscribed for new ordinary shares by rights offering without charge at allocation rate of 2 newly ordinary shares per 1 warrant. The determination of list of Shareholders who entitled to subscribe for new ordinary shares on August 27, 2014 (Record Date) and compile a list of shareholders under Section 225 of Securities and Exchange Act BE 2535 (including the amendments) by book closing and suspending share transfer on August 28, 2014.

The Company registered warrants to trade on the Stock Exchange of Thailand (SET) total of 658,499,929 units. The remaining warrant of 71 units, we canceled the whole amount. Such warrants are name and transferable type, term of warrants is not exceeding 5 years from the date of September 11, 2014 and can be exercised on the last Business Day of June and December started from the third year of the issuance date onwards. The first Exercise Date will be on December 29, 2017 and the last Exercise Date will be on September 10, 2019 which exercise ratio is 1 unit of Warrants shall be entitled to purchase 1 newly issued ordinary share, at the exercise price of THB 1.50 per share, unless the exercise ratio and/or the exercise price are adjusted otherwise pursuant to the conditions concerning the rights adjustment.

As at December 31, 2014, warrants to Purchase the Newly Issued Ordinary Shares of Asset Bright Public Company Limited No. 1 (ABC-W1) that have not exercised are 658,499,929 units.

Warrants to Purchase the Newly Issued Ordinary Shares of Asset Bright Public Company Limited

No. 2 (ABC-W2)

On June 8, 2015 the Company issued Warrants to Purchase the Newly Issued Ordinary Shares of Asset Bright Public Company Limited No. 2 (ABC-W2) not exceeding of 1,756,000,000 units by allocated to existing shareholders of the Company who subscribed for new ordinary shares by rights offering without charge at allocation rate of 3 newly ordinary shares per 1 warrant. The determination of list of Shareholders who entitled to

subscribe for new ordinary shares on May 19, 2015 (Record Date) and compile a list of shareholders under Section 225 of Securities and Exchange Act BE 2535 (including the amendments) by book closing and suspending share transfer on May 20, 2015.

The Company registered warrants to trade on the Stock Exchange of Thailand (SET) total of 1,755,998,608 units. The remaining warrant of 1,392 units, we canceled the whole amount. Such warrants are name and transferable type, term of warrants is not exceeding 5 years from the date of June 8, 2015 and can be exercised on the last Business Day of June and December started from the third year of the issuance date onwards. The first Exercise Date will be on June 29, 2018 and the last Exercise Date will be on June 5, 2020 which exercise ratio is 1 unit of Warrants shall be entitled to purchase 1 newly issued ordinary share, at the exercise price of THB 1.50 per share, unless the exercise ratio and/or the exercise price are adjusted otherwise pursuant to the conditions concerning the rights adjustment.

As at December 31, 2015, warrants to Purchase the Newly Issued Ordinary Shares of Asset Bright Public Company Limited No. 2 (ABC-W2) that have not exercised are 1,755,998,608 units.

6. Dividend Policy

Make profit from operations and the shareholders shall get benefits in term of dividend depending on appropriateness and situation in each year which Articles of Association defined as follows.

Article 46. Prohibiting the dividends payment other than profit. In the event that the Company has deficit prohibiting the payment of dividends.

The dividend divided by the number of shares equally and the dividend payment must be approved by the meeting of shareholders.

In case the Company selling shares not fully by number that registered or the Company has registered to increase capital. The Company will pay dividend in full or partial by issuing new ordinary shares to shareholders with the approval of the shareholders' meeting.

Article 47. The Board of Directors may pay interim dividend to its shareholders occasionally when they consider that the Company had profits deserving enough to do and when it paid dividends, shall be report to the meeting of shareholders in the next meeting.

The dividend payment shall be made within one (1) month from the date of the meeting or the board voted as appropriate. This shall notify in writing to shareholders and notice of dividend payment shall be advertised in the newspaper for a period of not less than three (3) consecutive days.

Article 48. The Company needs to allocate part of its annual net profit to be the reserved fund not less than five (5) percent of the annual profit deduct total deficit brought forward (if any) until the reserve is not less than ten (10) percent of the share capital except such reserve. Board of Directors may propose to the shareholders meeting to approve to allocate another reserve funds as deemed to be beneficial in the operation of the Company.

When it has been approved by the meeting of shareholders, the Company may transfer other reserved funds, legal reserved fund and premium on share capital reserved fund respectively to compensate for deficit of the Company.

7. Management Structure

7.1 Board of Directors

According to articles of Association, Article 15 stated that “The Company has a Board of Directors consists of not less than five (5) directors and directors of not less than one-half of all directors must be resident in the Kingdom of Thailand and the Board of Directors would elect any member to be the Chairman and may elect a Vice Chairman and any other positions as deemed fit. Vice Chairman has duty accordance with articles in the affairs that assigned by the Chairman.

As at December 31, 2016, the Company had total of 8 directors which consists of 3 Executives Directors, 2 outside director who are not employee of the Company and 3 independent Directors which is 37.50 percent of the total Directors. Therefore, it is enough to create the balance of power within Board of Directors of the Company in accordance with Notification of Capital Market Supervisory Board.

Management structure of the Company consists of five committees, namely Board of Directors, Executive Committee, The Audit Committee, Risk Management Committee and Investment Committee the list and scope Authority following

1. Board of Directors

As at December 31, 2016, the director consists of nine Directors, including:

Board of Directors		Position
1.Mrs. Linjong	Singkornbuth	Chairman
2.Mr. Porameth	Rungrongtanin	Chief Executive Officer
3.Mr. Jiraphat	Veerachayathongkam	Director/ Deputy Managing Director
4.Mr. Premchai	Kusolrerkdee	Director/ Deputy Managing Director/ Secretary Company
5.Mr. Palvith	Dhanasubsombul	Director
6. Mr. Suthep	Pongpitak	Independent Directors/ Chairman of the Audit Committee
7. M.R. Chirakom	Kitiyakorn	Independent Directors/ Audit Committee
8. Mr. Kumpanat	Wannawong	Independent Directors/ Audit Committee

Authorized Directors

Authorized Directors who have signatory power of the Company include Mrs.Linjong Singkornbuth, Mr. Porameth Rungrongtanin, Mr. Jiraphat Veerachayathongkam, and Mr.Premchai Kusolrerkdee, two of four co-sign and stamp the Company's seal.

Scope of Authorities and Duties of the Board of Directors

Authorities

- (1) To appoint, remove, or authorize duty of advisors to the Board of Directors or the Committees, and/or assign other persons to carry out the duty.
- (2) To approve loans to companies with business relation to the Company as shareholders or business partners or other companies for the amount exceeding the authority of the Executive Committee.
- (3) To approve as a surety for lines of credit to companies with business relation to the Company as shareholders or business partners or other companies in the amount exceeding the authority of the Executive Committee.
- (4) To approve engagement in a legal act that is not a financial transaction in the amount exceeding the authority of the Executive Committee.
- (5) To approve acceptance or cancellation of loans in the amount exceeding the authority of the Executive Committee.

- (6) To approve investment, sale of investment capital in ordinary shares and/or other securities in the amount exceeding the authority of the Executive Committee.
- (7) To approve provision and investment in fixed assets securities in the amount exceeding the authority of the Executive Committee.
- (8) To approve modification, destruction, and disposal of fixed assets and intangible assets that are no longer use, damaged, lost, destroyed, deteriorated, or outdated with values exceeding the authority of the Executive Committee.
- (9) To approve change of price, destruction of raw materials, and/or remaining inventories that are deteriorated or outdated with reduced values exceeding the authority of the Executive Committee.
- (10) To approve compromise or settlement of dispute by arbitration, petition, litigation, and/or judiciary in the name of the Company on cases not normally associated with trade and/or cases normally associated with trade but with capital exceeding the authority of the Executive Committee.
- (11) To propose increase or decrease of capital or change of share value, revision of Memorandum of Association, Articles of Association, and/or Company's Objectives.
- (12) To approve establishment, merger, or dissolution of subsidiaries.
- (13) To authorize the management, executive-level officers, or other persons to act on the Board's behalf.
- (14) To invite members of the management, executive, and related employees to provide explanations, opinions, or documents deemed to be relevant or necessary.
- (15) To consult with specialists or the Company's consultants (if any) or hire outside consultants or specialists when necessary at the Company's expense.
- (16) To appoint and remove the Company Secretary.

Duties and Responsibilities

- (1) To determine business directions, goals,, and policies of the Company.
- (2) To approve business plans and annual budget and to supervise the management to ensure compliance with laws, policies, and business plans determined by the Board.
- (3) To support the establishment of good corporate governance, code of ethics, and code of conduct in writing to be used by Directors, Executives, and employees as a guideline in conducting business and to monitor to ensure that they are abided by.

- (4) To provide appropriate and sufficient internal control system to ensure that all transactions are approved by authorized persons, accurate accounts maintenance and review, and other systems to prevent misappropriation of the Company's assets.
- (5) To exercises due care when considering transaction involving a potential conflict of interest, with clear directions and in the best interest of the Company and shareholders. Stakeholders shall not take part in the decision making and the Board must comply with regulations relating to procedures and discloser of transactions with potential conflict of interest.
- (6) To endorse financial report that has been audited and/or reviewed by auditor and endorsed by the Audit Committee.
- (7) To be accountable to all shareholders equally and to accurately and transparently disclose information to shareholders and investors.
- (8) To acknowledge management report from the Executive Committee.
- (9) To call a general meeting of shareholders and to determine date, time, place, and agenda items for the meeting of shareholders, dividend payment rate (if any), and opinions of the Board of Directors on the matters proposed to shareholders. Within 21 days prior to each meeting, the Company may refrain from registering share transfers and must notify shareholders at the head office and branch offices no less than 14 days prior to the date of register cancellation or set up the record date for determination of shareholders not more than 2 months in advance prior to the meeting of shareholders and set up the book closure date 1 business day after the record date to determine shareholders in accordance to the Securities and Exchange Act Section 225.
- (10) To prepare "Responsibilities of the Board of Directors to Financial Statements" report and disclose in the Company's annual report (Form 56-2) and annual registration statement (Form 56-1).
- (11) To ensure that documents to be submitted to relevant regulatory agencies accurately reflect the information
- (12) To approve the Board of Directors Charter and/or Charters for other Committees.
- (13) To perform any acts that are beyond the scope of authority of the Executive Committee or as the Broad of Directors sees appropriate.

2. Executive Committee

As at December 31, 2016, the Executive Committee consist of three members:

Executive Committee		Positive
1. Mr. Porameth	Rungrongtanin	Chairman of the Executive Committee
2. Mr. Jiraphat	Veerachayathongkam	Deputy Managing Director
3. Mr. Premchai	Kusolrerkdee	Deputy Managing Director

Remark : Miss Prapaporn Thongtae is a secretary of the Executive Committee

Scope of Authorities and Duties of the Executive Committee

Authorities

- (1) To appoint, remove, transfer, and evaluate employees, as well as determine compensation and welfare of employees of all levels.
- (2) To appoint or remove any working groups to carry out actions necessary for the management of the Company.
- (3) To issue regulations and notices on operation of the company, and to delegate authority to a member of the Executive Board and/or executive officer to be a signatory to approve disbursement of the Company's assets.
- (4) To approve loans to companies with business relation to the Company as shareholders or business partners or other companies for the amount not exceeding the amount determined by the Board.
- (5) To approve as a surety for lines of credit to companies with business relation to the Company as shareholders or business partners or other companies in the amount not exceeding the amount determined by the Board.
- (6) To approve engagement in a legal act that is not a financial transaction in the amount not exceeding the amount determined by the Board.
- (7) To approve acceptance or cancellation of loans in the amount not exceeding the amount determined by the Board.
- (8) To approve investment, sale of investment capital in ordinary shares and/or other securities in the amount not exceeding the amount determined by the Board.

- (9) To approve provision of and investment in fixed assets securities in the amount not exceeding the amount determined by the Board.
- (10) To approve modification, destruction, and disposal of fixed assets and intangible assets that are no longer use, damaged, lost, destroyed, deteriorated, or outdated with values not exceeding the amount determined by the Board.
- (11) To approve change of price, destruction of raw materials, and/or remaining inventories that are deteriorated or outdated with reduced values not exceeding the amount determined by the Board.
- (12) To approve compromise or settlement of dispute by arbitration, petition, litigation, and/or judiciary in the name of the Company on cases not normally associated with trade and/or cases normally associated with trade but with capital not exceeding the amount determined by the Board.
- (13) To authorize executive-level officers or other persons to act on the Committee's behalf.
- (14) To invite members of the executive and related employees to provide explanations, opinions, or documents deemed to be relevant or necessary.
- (15) To consult with specialists or the Company's consultants (if any) or hire outside consultants or specialists when necessary at the Company's expense.
- (16) To issue other rules or regulations as appropriate.

Duties and Responsibilities

- (1) To propose business objectives, policies, plans, and annual budgets to the Board of Directors for approval.
- (2) Responsible for the administration of the Company' affairs to ensure compliance with directions, objectives, and business policies of the Company.
- (3) Responsible for enhancing competitive capacity of the Company and encourage development of new innovation.
- (4) Responsible for the operations of the Company to comply with laws, objectives, Company's Articles of Association, resolutions of the meeting of shareholders, resolutions of the meeting of the Board of Directors, and other relevant rules and regulations.
- (5) Executive Directors may divide responsibilities among them but must report the progress of the task under one's responsibility to the meeting of the Board of Directors.

- (6) To oversee the preparation of financial statements to be audited by the auditors and/or reviewed before submitting to the Audit Committee and the Board of Directors respectively.
- (7) To consider matters that will be proposed to the Board of Directors for endorsement or approval.
- (8) To improve and revise the Executive Committee Charter to be proposed to the Board of Directors for approval.
- (9) To perform other duties as assigned by the Board of Directors.

3. Audit Committee

As of December 31, 2016, the Audit Committee of the Company consists of three Directors, including;

Audit Director	Position
1.Mr. Suthep Pongpitak	Chairman of the Audit Committee
2. M.R. Chairakorn Kitiyakara	Audit Director
3.Mr. Kumpanat Wannawong	Audit Committee

Remark : -Mr.Premchai Kusolrerkrdee is a secretary of the Audit Committee.

-Mr. Kumpanat Wannawong has resigned from Director, Independent Director and Member of Audit Committee since 1 February 2017, onwards.

Scope of Authorities and Duties of the Audit Committee

Authorities

- (1) Coordinating the same trend of understanding amongst Auditors, Board of Directors, and Internal Audit Unit.
- (2) Inviting members of the management, executive, internal audit unit, or related employees to provide explanations, opinions, or documents deemed to be relevant or necessary. The Audit Committee shall have access to information of all level of organization.
- (3) Auditing related persons and related subjects within the scope of authorities and duties of the Audit Committee.
- (4) Consulting with specialists or the Company's consultants (if any) or hire outside consultants or specialists when necessary at the Company's expense.

Duties and Responsibilities

- (1) To review the Company's financial reporting process to ensure that it is accurate and adequate.

- (2) To review the Company's internal control system and internal audit system to ensure that they are suitable and efficient and to determine the independence of the Internal Audit Office, as well as to approve the appointment, transfer and dismissal of the Head of Internal Audit Office or other units responsible for internal audit.
- (3) To review the Company's compliance with the law on securities and exchange, the regulations of the Stock Exchange of Thailand and the laws relating to the Company's businesses.
- (4) To consider, select and nominate independent persons to serve as the Company's auditors, as well as to propose their remuneration and to attend the meeting with the auditors, without the management in attendance, at least once a year.
- (5) To review related-party transactions and any transactions that may involve a potential conflict of interest so as to ensure that they are in compliance with the law and the regulations of the Stock Exchange of Thailand, and are reasonable and in the best interests of the Company.
- (6) To prepare a report of the Audit Committee, which is signed by the Chairman of the Audit Committee and published in the Company's annual report. This report must contain at least the following information:
 - a. An opinion on the accuracy, completeness and creditability of the Company's financial report;
 - b. An opinion on the adequacy of the Company's internal control system;
 - c. An opinion on compliance with the law on securities and exchange, the regulations of the Stock Exchange of Thailand or the laws relating to the Company's business;
 - d. An opinion on the suitability of the external auditors;
 - e. An opinion on transactions that may involve potential conflicts of interest;
 - f. The number of audit committee meetings and the number of attendances by each audit committee member;
 - g. Audit individual members;
 - h. An opinion or overall observation of the Audit Committee on the performance of its duties in accordance with the audit committee charter;
 - i. Opinions on other matters which the Audit Committee thinks should be known to shareholders and general investors within the scope of duties and responsibilities assigned by the Board of Directors.

- (7) In performing the duties as the Audit Committee, the Audit Committee must report if they discover or suspect the following transactions or acts, which may significantly affect the financial status and operating results of the Company, to the Board of Directors within the period the Audit Committee see appropriate.
- a. Transaction with potential conflict of interest;
 - b. Fraud or irregularity or significant defect in the internal control system; or
 - c. Violation of securities and exchange laws, regulations of the Stock Exchange of Thailand or other laws relating to the company's business. If the Board of Directors or Executives fails to make remedies within the established period, one member of the Audit Committee may report such transactions or acts to the Securities and Exchange Commission or Stock Exchange of Thailand.
- (8) To support and monitor to ensure that the Company has efficient risk management system.
- (9) To review and revise the Audit Committee Charter, and propose the revised Charter to the Board of Directors for approval.
- (10) To perform any other acts as assigned by the Board of Directors with the approval of the Audit Committee. In performing its duties within the scope specified above, the Audit Committee shall be directly responsible to the Board of Directors and the Board of Directors shall remain responsible for the acts of the Company to other people outside of the Company.

4. Risk Management Committee

According of the Board of Director No. 1/2016 on February 16, 2016, the board acknowledged the resignation of Miss Kantaporn Thongmung, Chairman of Risk Management Committee, and Miss Dares Ammaratsatien, Risk Management Committee, with effective on February 1, 2016 onwards. The resolution of the Board of Directors No. 13/2016 held on October 5, 2016 approved new members of the Risk Management Committee to replace resigned ones with details as following;

As of December 31, 2016, the Risk Management Committee of the Company consists of six members, including;

Risk Management Committee	Position
1. Mr. Premchai Kusolrerkrdee	Chairman of the Risk Management Committee
2. Mr. Jiraphat Veerachayathongkam ²	Risk Management Committee
3. Ms. Waradee Bangwan	Risk Management Committee and Secretary
4. Ms. Ananya Bavornchaimongkol	Risk Management Committee

5. Mr. Yordpetch Thongchaithong	Risk Management Committee
6. Mr. Nantapat Jinnakulsith	Risk Management Committee

Scope of Authorities and Duties of the Risk Management Committee

1. Risk Management policies covering the risks of doing business for all types of appropriate and effective.
2. Risk management plan processes across the organization
3. Monitor and evaluate the operational risk management framework by the Risk Management Committee approval.
4. Activity Report of the Board of Management, the Board acknowledges at least one time per quarter.
5. Perform any other duties assigned by the Board of Directors

5. Investment Committee

As of December 31, 2016, the Investment Committee of the Company consists of four members, including;

Investment Committee	Position
1. Mr. Porameth Rungrongtanin	Chairman of the Investment Committee
2. Mr. Jiraphat Veerachayathongkam	Committee
3. Mr. Premchai Kusolrerksdee	Committee
4. Ms. Waradee Bangwan	Committee and Secretary

Scope of Authorities and Duties of the Risk Management Committee

1. The Deputy Managing Director in charge of Finance and Accounting Department prepared a summary report of all investment types. The presentation to the Executive Committee informed on a monthly basis.
2. The Deputy Managing Director in charge of Finance and Accounting. Report presented to the Board of Investment. Get regular quarterly
3. The Deputy Managing Director in charge of the accounting and financial reporting offered within the time prescribed by the Stock Exchange Law as evidence one series If the acquisition and disposition of securities that are eligible as defined by the Stock Exchange or the Securities and Exchange Commission Thailand.

4. Investment Board is authorized to fund the policy or hiring external fund manager's management, which must be approved by the Board of Directors by the authority invested in each investment limit of no more than THB200 million, if it must be approved by the Board of Directors.

6. Executives

As of December 31, 2016, the Executive Committee of the Company consists of four executives, including;

Executive Officers	Position
1.Mr.Porameth Rungrongtanin	Chief Executive Office
2.Mr.Jiraphat Veerachayathongkam	Deputy Managing Director
3.Mr. Premchai Kusolrerkeedee	Deputy Managing Director
4.Waradee Bangwan	Vice President of Accounting and Finance Department

Remark: All officers above are defined as management in the notification of Securities Exchange Committee.

6.1 Chief Executive Director

Duties and responsibilities of a managing director are as follows:

- (1) To manage the Company's affairs to be in accordance to policies, laws, objectives, the Company's Articles of Association, resolutions of the meeting of shareholders, resolutions of the meeting of the Board of Directors, and other relevant rules and regulations.
- (2) To give commands or to engage in any conducts as necessary and appropriate to ensure that the operation described in (1) is completed and to report and/or notify the Board of Directors and/or Executive Committee of any important matters.
- (3) To appoint, remove, transfer, and evaluate employees, as well as determine compensation and welfare of employees, provided that these actions shall not conflict with the authorities of the Executive Committee.
- (4) To issue rules and regulations on the Company's operations, which shall not conflict with policies, rules and regulations, orders, and any resolutions of the Board of Directors and/or Executive Committee.
- (5) To approve provision of and investment in fixed assets securities in the amount not exceeding the amount determined by the Board.
- (6) To approve investment capital, sale of investment capital in ordinary shares and/or other securities issued by other companies in the amount not exceeding the amount determined by the Board.
- (7) To approve engagement in a legal act that is not a financial transaction in the amount not exceeding the amount determined by the Board.

- (8) When conducting any acts described in 5, 6, 7, the Managing Director must notify the Board of Directors and/or Executive Committee in the next meeting.
- (9) To authorize and/or assign other persons to carry out certain acts on the Managing Director's behalf.
- (10) The exercise of the aforementioned authorizes by the Managing Director shall be prohibited if the Managing Director may have material interest in or conflict of interest with the Company.
- (11) The Managing Director shall propose to the Board of Directors for consideration if there is any question or ambiguity in the exercise of the authorities of managing director.
- (12) To perform other acts as assigned by the Board of Directors and/or Executive Committee.

6.2 Authorities and Duties of other Executive Officers

- (1) To exercise due care, honesty, and responsibility in the operations to ensure compliance with policies, laws, objectives, the Company's Articles of Association, resolutions of the meeting of shareholders, and resolutions of the meeting of the Board of Directors.
- (2) To conduct the Company's affairs in accordance with the principles of good corporate governance defined by the Board of Directors.
- (3) To perform other acts as assigned by the Board of Directors, Executive Committee, and Company Board, for which responsibilities may be divided among officers.

7. Attending of Board Meetings

In 2016, the Company provided the meeting as follows.

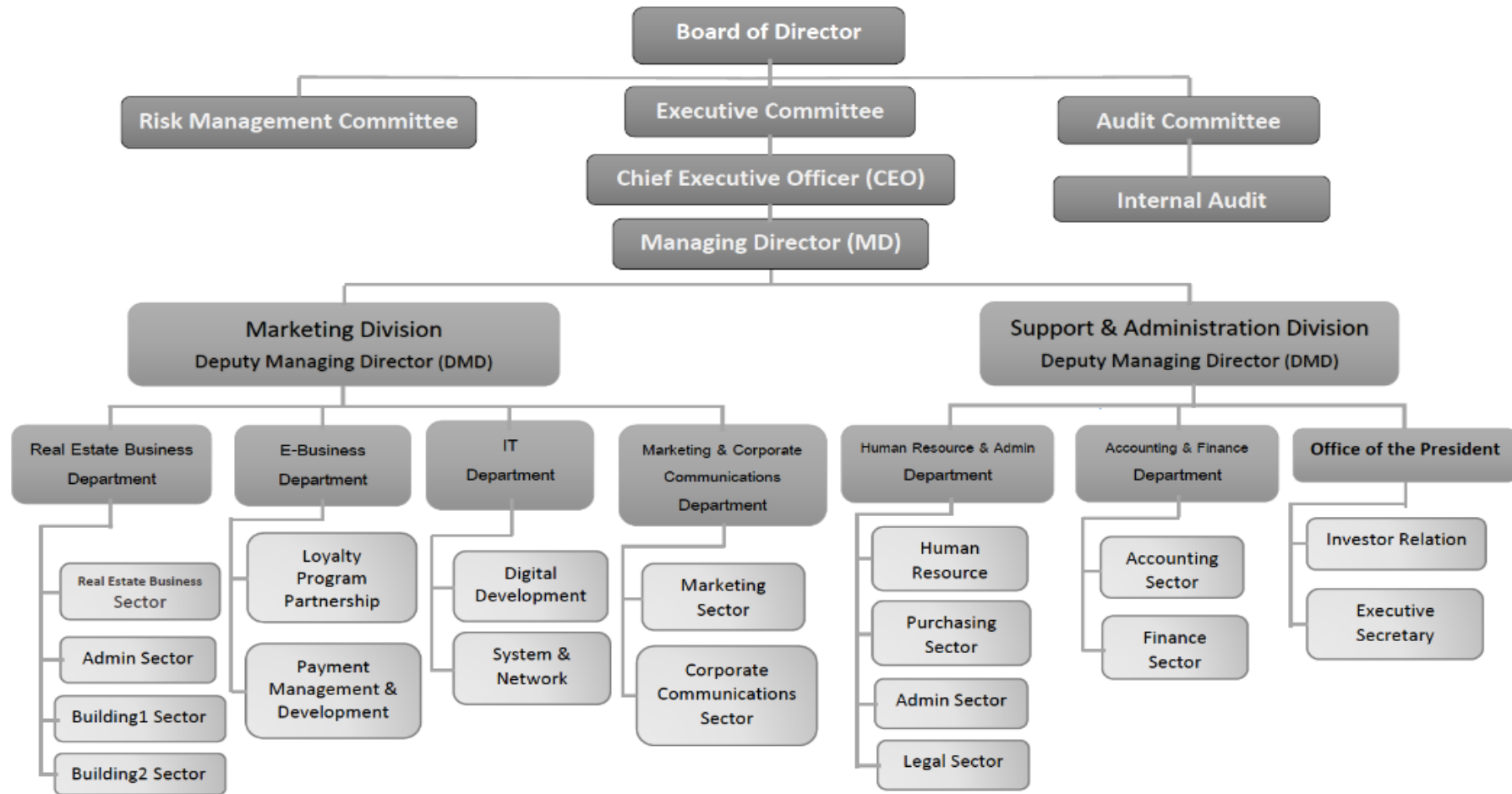
List of Directors	Terms of office (Date of appointment by Shareholders)	Board of Directors		Audit Committee		Note
		No. of Meeting Attended / Total Meeting Attended		No. of Meeting Attended / Total Meeting Attended		
		2016	2015	2016	2015	
Mrs. Linjong Singkornbuth	April 26, 2016	12/13	8/9	-	-	
Mr. Porameth Rungrongtanin	April 23, 2015	12/13	9/9	-	-	
Mr. Jirapat Veerachayathongkam	April 26, 2016	13/13	9/9	-	-	
Mr. Premchai Kusolrekrdee	April 28, 2014	13/13	9/9	-	-	

Mr. Pulvith Dhanasabsombul	April 28, 2014	12/13	8/9	-	-	
Mr. Suthep Pongpitak	April 26, 2016	13/13	9/9	4/5	4/4	
M.R. Chirakom Kitiyakara	April 23, 2015	9/13	6/9	4/5	4/4	
Mr. Kumpanat Wunnawong	April 23, 2015	13/13	9/9	5/5	4/4	

Remark : Articles of Association stated that in every Annual General Meeting, Directors must retire from position at least one-third (1/3) of the total number of directors cannot divide into three parts, shall retire by number that nearest to one-third (1/3). The director who has been in the longest holds the position shall retire and Directors who retire by rotation may be elected to the position.

7.2 Organizational management

Asset Bright Public Company Limited / As of December 31, 2016



7.3 Company Secretary

The Board of Directors Meeting No. 5/2015 on May 12, 2015 approved to appoint Mr. Premchai Kusolrerkrdee, Deputy Managing Director to the position of Company Secretary replaces Mr. Wittaya Janta-ummao that resigned from the staff by effect Starting on May 13, 2015 with the duty according to Securities and Exchange Act (No.4) BE2551 as follow;

1. Preparation and filing of registration, invitation of the Meeting and report of the Board of Directors and Committee
2. Preparation and storage of report concerning additional information (From 56-1), and the annual Report (From 56-2)
3. Storage Reports stakeholders and provide efficient system of a document retention.
4. Other actions According to the Securities of the Capital Market Commission.
5. Other actions According to the Board of Directors to encourage corporate governance according to the standards of good corporate governance is the property of the incumbent Secretary of the Company as shown in the document.

7.4 Remuneration of Directors and Executives

Articles of Association, Article 30 states that “Gratuities and remuneration depending on the Meeting of Shareholders to be defined. Directors are entitled to receive remuneration from the Company in the form of prize money, allowances, gratuities, bonuses or benefits in other ways according to Articles or the meeting of shareholders considered that may be defined as an absolute number or the criteria for define occasionally or would be effective until it is changed.

The previous paragraph does not affect to the rights of officers and employees who had been elected as a Director in order to receive remuneration and benefits as an officer or employee of the Company.”

The Annual General Meeting of Shareholders No. 53 for the year 2016 on April 26, 2016 approved the remuneration of Directors of the Company not exceeding a maximum of Baht 1.5 million. It does not include remuneration or benefits that receive by position of Director or employee of the Company. By considering the operating performance of the Company including duties and responsibilities as follows.

- 1) In acting as the Chairman of the Directors and the Chairman of the Audit Committee (Only directors who attended the meeting). The allowances pays 8,000 Baht/time that attended.
- 2) In acting as the Directors, pay is meeting allowances (Only directors who attended the meeting). The allowances pays 2,000 Baht / time that attended.
- 3) In acting as Audit Committee, pays as quarterly allowances at 30,000 Baht / person. In addition, the Board will allocate by suitability.
- 4) In action as Independence Committee, the allowances pays 5,000 Baht / time that attended.

Beyond that the Board of Directors would allow to allocate appropriat

1) Monetary remuneration

A. In 2016, monetary remuneration only Board of Directors and Audit Committee of 689,000 Baht.

List	Position	Remuneration Amount Year 2016 (Baht / year)			Remuneration Amount Year 2015 (Baht / year)			Note
		Board of Directors	Audit Committee	Total	Board of Directors	Audit Committee	Total	
1. Mrs.Linjong Singkornbuth	Chairman of Board of Directors	72,000	-	72,000	46,000	-	46,000	
2. Mr.Porameth Rungrongtanin	Director/ Chief Executive Officer	18,000	-	18,000	18,000	-	18,000	
3. Mr.Jirapat Veerachayathongkam	Director / Deputy Managing Director	22,000	-	22,000	18,000	-	18,000	
4.Mr. Premchai Kusolrerkrdee	Director / Deputy Managing Director/ Company Secretary	22,000	-	22,000	18,000	-	18,000	
5.Mr.Pulvith Dhanasabsombul	Director	22,000	-	22,000	18,000	-	18,000	
6. Mr.Suthep Pongpitak	Independent Director and Chairman of Audit Committee	88,000	120,000	208,000	48,000	120,000	168,000	
7. M.R.Chirakom Kitiyakara	Independent Director / Audit Committee	30,000	120,000	150,000	24,000	120,000	168,000	
8. Mr.Kumpanat Wunnawong	Independent Director / Audit Committee	55,000	120,000	175,000	33,000	120,000	153,000	
9. Mrs.Kantaporn Tongman	Director / Managing Director	-	-	-	18,000	-	18,000	Resigned January 1, 2016
Total	-	329,000	360,000	689,000	233,000	360,000	593,000	

B. Remuneration of Directors and Executives.

Remuneration	As at December 31, 2016		As at December 31, 2015	
	Number	Amount (Baht)	Number	Amount (Baht)
Remuneration of Directors and Executives (Salary)	8	9,926,233	6	10,209,000.00
Staff Salary	66	15,175,624.67	40	13,622,070.76
Total	74	25,101,857.67	46	23,831,070.76

2) Other Remuneration

The Company did not pay other remunerations to Directors and Executives.

7.5 Personnel

1) Number of employees :

In 2016, the Company paid remunerations total amount of Baht 15,175,624.67 for all 72 employees classified by departments as follows:

Departments	As at December 31, 2016	As at December 31, 2015
Management	6	6
Real Estate	29	5
e-Business	7	-
Marketing	9	15
Accounting and Finance	5	6
Human Resource, Purchasing and Admin	8	4
Information Technology	8	4
Total	72	40

Significant labor disputes in the last 3 years

-None -

2) Personnel development policy

The Company has provided personnel development policy continuously with objective to increase knowledge, skills and expertise as well as efficiency in the performance of employees at all levels with emphasis the staff development activities for the learning balance. Both development of practical skills in different ways

such as training, conferences and seminars etc. Including to create mechanism to promote Learning and Self Development to personnel by the head and supervisors at all levels are directly responsible in the development their subordinates with various methods to help develop capacity/ knowledge in work which is not limited in training only to be able to apply their knowledge from the practical implementation, training experience that latent in person to his advantage for personal development and job development and provide monitoring and evaluation of personnel development in different ways invariably to acknowledge the flaws and bring to improves in personnel development that appropriate in the future.

8. Corporate Governance

8.1 Corporate Governance Policies

Asset Bright's Board of Directors takes good corporate governance seriously. To ensure efficient business operation and sustainable growth, as well as increase shareholder value and stability, the Company has adopted Good Corporate Governance Policies, Code of Business Ethics, and Employee Code of Conduct, which were approved by the Board of Directors Meeting No. 5/2545 on 24 December 2002. Asset Bright reviews its Code of Business Ethics and Good Corporate Governance Policies annually to ensure their appropriateness. Today, the Board of Directors, executives, and staff alike use these policies as a guideline for daily and business conducts. To be in line with SET's 2006 Principles of Good Corporate Governance for Listed Companies and 2012 Revision, the Company's corporate governance policies are grouped in 5 major categories as follows:

Category 1: Rights of Shareholders

Asset Bright is committed to its shareholders and takes it as its duty to protect the rights and benefits of shareholders and to ensure that all shareholders are provided with fundamental rights on fair and equitable terms as described in the Company's Code of Business Conduct. These fundamental rights include the right to buy and sell or transfer shares, the right to receive dividend, the right to receive information with respect to business operations, and the right to participate in shareholders' meetings to exercise their voting rights on such matters as Director election, Directors' remuneration, appointment of auditors, dividend payment, and other matters affecting the Company, as well as the right to voice opinions and ask questions at shareholders' meetings.

In addition to fundamental rights, Asset Bright also recognizes shareholders' legal rights and encourages shareholders to exercise their rights as follow:

1. The Company shall deliver the notice of the shareholders' meeting specifying the date, time, venue, together with sufficient supporting information pertinent to the objectives, reasons and the Board's opinions on each agenda item, to the shareholders 14 days in advance so that they can thoroughly study the information beforehand.
2. The Company shall facilitate the shareholders' attendance by convening the shareholders' meeting at an accessible venue, with a map enclosed with the notice, choosing an appropriate time and date, and allocating adequate time for the meeting.
3. Shareholders are invited to submit their questions regarding the Company prior to the meeting date, the criteria for which shall be clearly determined.
4. The Company shall not perform any acts that would hinder the shareholders' attendance. In the event that a shareholding cannot attend the meeting, the Company shall not set requirements inconvenient to his/her appointment of proxy, but shall promote the use of Proxy Form B or C on which, according to the notification of the Business Development Department, the Proxy grantor can specify his/her votes. Such proxy forms are enclosed with the meeting notice and can be downloaded from the website as well.
5. Not less than 80% of the total number of directors must attend the shareholders' meeting in addition, the Chairman of the Board, Chair of Committee, Chief Executive Officer and Chief Financial Officer must attend every Shareholders' meeting to discuss with or to answer relevant questions of the shareholders, unless in case of necessity that may assign other persons to attend the meeting on their behalf.
6. Before the shareholders' meeting commences, the shareholders shall be informed of procedures for voting or making comments and queries on the agenda items. During the meeting, the shareholders are provided equal opportunity to fully make comments or raise questions, and the Chairman of the Board shall appropriately allocate time to those who do so.
7. The Company arranges for inspection of the vote counting in the shareholders' meeting, by either an external legal advisor or a shareholder who attends the meeting.
8. The Company encourages the use of a voting ballot on each agenda item for transparency as well as future inspection in case of any objection.
9. The Company encourages the election of directors on an individual basis, allowing the shareholders to exercise their rights to elect the directors as they truly wish.
10. The Company provides the shareholders with an additional channel of access to corporate information and news, by disclosing such information as well as pertinent details on its website. The notice of the shareholders' meeting, in particular, shall be posted in advance, thus enabling the shareholders to conveniently download

complete details and agenda items and have sufficient time to study relevant information before receiving the mailed documents.

11. For future inspection by the shareholders, minutes of the shareholders' meeting shall contain a complete, clear and correct record of information about directors present at and absent from the meeting, voting and vote tabulation procedures, resolutions of the meeting together with details of approval, disapproval and abstention votes, including significant enquiries and comments. In addition, the minutes shall be published on the Company's website for shareholders' review and submitted to the Stock Exchange of Thailand within 14 days from the date of the shareholders' meeting.

12. For the shareholders' convenience, the Company shall transfer the dividends (if dividend payments are required) to the shareholders' bank accounts, so that the shareholders receive the dividends promptly and are not at risk of damaged, lost or delayed checks.

In 2015, the Company encouraged the shareholders to exercise their rights, and avoid any acts that violate or infringe on the rights of shareholders as follows:

(1) Prior to a Meeting

(1.1) In Extraordinary General Meeting of Shareholders No.1/2016 on June 15, 2016 and Extraordinary General Meeting of Shareholders No. 2/2016 on June 29, 2016, the Company announced its Shareholders' Meeting and items of agenda in both Thai and English through SET's website since 30 March 2016 and 28 April 2016, respectively to notify shareholders 14 days in advance prior to the meeting. The Company also sent the invitation letter to shareholders along with the following documents:

Extraordinary General Meeting of Shareholders No. 1/2016

- A copy of the Minutes of the Annual General Meeting of Shareholders No. 53/2016 held on April 26, 2016
- Information Memorandum on Acquisitions of Assets
- Provisions of the Company's Articles Association Concerning Shareholders' Meeting
- Information about the independent directors and Audit committee members who the Company proposed to be Proxies from shareholders
- Guidelines for Proxy A,B and C, Registration, Document showing to attend and Voting
- Proxy Form A, B and C
- Map of the EGM no. 1/2016 Place
- Steps of the Meeting Attendance

Extraordinary General Meeting of Shareholders No. 1/2016

- A copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2016 held on June 15, 2016
- Information Memorandum on Acquisitions of Assets
- Provisions of the Company's Articles Association Concerning Shareholders' Meeting
- Information about the independent directors and Audit committee members who the Company proposed to be Proxies from shareholders
- Guidelines for Proxy A,B and C, Registration, Document showing to attend and Voting
- Proxy Form A, B and C
- Map of the EGM no. 2/2016 Place
- Steps of the Meeting Attendance

(1.2) Annual General Meeting of Shareholders No.53/2015 on April 26, 2016 the Company publicly announced its Shareholders' Meeting and items of agenda in both Thai and English through SET's website since 2 March 2016 to notify shareholders 14 Days in advance prior to the meeting. The Company also sent the invitation letter to shareholders along with the following documents:

- A copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2015 held on December 24, 2015
- 2015 Annual Report of the Board of Director on December 31, 2015(In CD-ROM).
- Information Memorandum on Acquisition of Asset
- Profiles of the nominees for election of directors replace directors who retire by rotation
- Company's Articles of Association Concerning Shareholders' Meeting
- Information about the independent directors and Audit committee members who the Company proposed to be Proxies from shareholders
- Guidelines for Proxy A,B and C, Registration, Document showing to attend and Voting
- Proxy Form A, B and C
- Map of the Meeting's venue
- Steps of the Meeting Attendance

(2) During a Meeting

Asset Bright makes it convenient for shareholders to exercise their rights to participate and vote in meetings. Shareholders can begin to register for a meeting not less than two hours prior to the commencement of a meeting. The Company allows shareholders who arrive after a meeting has commenced to vote on the remaining agenda items and constitute the quorum starting from the agenda on which they cast their votes. Shareholders who are unable to attend a meeting may choose to vote by proxy by appointing someone or

Independent Directors/Members of Audit Committee nominated to be proxy-holders by the Company to cast votes on their behalf.

The Company's Board of Directors recognizes the importance of shareholders' meetings and regards it as their duty to attend.

(2.1) Annual General Meeting of Shareholders No.53/2016 was held on April 26, 2016 and was attended by eight Company's Directors including Chairman of the Board of Directors, Chairman of the Audit Committee, in addition to Directors, Accounting and Finance Vice President, Investor Relation, Marketing Manager and the Company's Auditor who acted as witness to vote counting also attended the Meeting to answer questions from shareholders. List of the members of the Board and other Executives who attended the Meeting was included in the Minutes of the Annual General Meeting of Shareholders No. 1/2016.

(2.2) Extraordinary General Meeting of Shareholders No. 1/2016 was held on June 15, 2016 and was attended by seven Company's Directors including Chairman of the Board of Directors, Chief Executive Office in addition to Directors, Accounting and Finance Vice President, Company Secretary, and Independent Financial Advisor who acted as witness to vote counting also attended the Meeting to answer questions from shareholders. List of the members of the Board and other Executives who attended the Meeting was included in the Minutes of the Extraordinary General Meeting of Shareholders No.1/2016.

(2.3) Extraordinary General Meeting of Shareholders No.2/2016 was held on June 29, 2016 and was attended by six Company's Directors including Chairman of the Board of Directors, Chairman of the Audit Committee, and other Committee Members. In addition to Directors, Accounting and Finance Vice President, Marketing Manager, and Independent Financial Advisor who acted as witness to vote counting also attended the Meeting to answer questions from shareholders. List of the members of the Board and other Executives who attended the Meeting was included in the Minutes of the Extraordinary General Meeting of Shareholders No.2/2016.

Shareholders' meetings are an opportunity for shareholders to exercise their rights to inquire about the operations and performances of the Company and to consider and vote on various matters as specified by laws and the Company's Articles of Association. Upon the commencement of a meeting, Chief Executive Officer informs the meeting of the number/proportion of shareholders in attendance. Chairman of the Board of Director acts as a chairman of the meeting announces the opening of the meeting and then explain procedures and rules governing voting and vote counting. For the meeting to elect the Company's Directors, the election will be voted upon individually by shareholders. The meeting proceeds in the sequence of agenda and no additions or order changes of agenda items will be made without advance notice. Sufficient time to consider the agenda items is provided and shareholders are given an opportunity to make inquiries and comments, to which direct and clear

responses are provided by Directors. The meeting is informed of voting result of each agenda item, including vote counts for Approve, Disapprove, and Abstain.

(3) After a Meeting

Asset Bright prepares detailed minutes of a shareholders' meeting which contains a list of the members of the Board and Committee who attended the meeting, as well as those who are not present at the meeting and reasons for not attending, important issues, inquiries made by shareholders, responses given by the Board, opinions (if any), and vote counts for each agenda item. The minutes of shareholders' meetings are submitted to the Stock Exchange of Thailand, Securities and Exchange Commission, and Ministry of Commerce within the timeframe prescribed by laws.

Category 2: Equitable Treatment of Shareholders

The Company had the policy for fair shareholders' practice on both major and minor shareholders, institutional investor or foreign shareholders to create the true fairness: such as arrange the shareholders' meeting, specify the process to facilitate shareholders to join the meeting easily, protect shareholders' from being exploited and providing the control power to shareholder, etc. The Company practiced the shareholders' practices for sustainability on the following matters.

2.1 Meeting of Shareholders

1. All shareholders, either executive, non-executive, Thai, foreign, individual or institutional ones, shall be treated equally.
2. All shareholders are entitled to vote on a one-share-one-vote basis.
3. Minority shareholders are encouraged to exercise their rights in proposing additional agenda items or nominating qualified candidates for directorship prior to the shareholders' meeting. Criteria, procedures and conditions pertinent to the acceptance of such proposals are clearly set forth and published via the Stock Exchange of Thailand and the Company's websites.
4. The meeting notice is prepared in both Thai and English versions, and fully published on the Company's website in advance at least 30 days prior to the meeting date.
5. The agenda items shall be considered and voted on in the predetermined order, without any unannounced changes of significant information or unapproved addition of agenda items.
6. A policy against abuse of inside information is formulated in writing as guidelines on the safekeeping and protection of inside information, and announced for across-the-board compliance. All the directors and

executives having a duty to report their securities holding and are required to submit such reports to the Board of Directors.

7. A policy on the disclosure of directors', executives' and related persons' interests is formulated, so that the Company is aware of information regarding connected transactions which may lead to conflicts of interest and misappropriation of benefits between the Company and its subsidiaries.

8. A policy on connected transactions between the Company and persons with interests or possible conflicts of interest is clearly formulated. The Audit Committee shall give opinions on the necessity of the transactions, where the terms and conditions must be of general trading conditions and the transaction price must be measurable and comparable to market price. In a case where no comparison is possible, such transactions must be of reasonable price and carry the highest benefit to the Company and its shareholders.

2.2 Use of Inside Information

Asset Bright takes measures to prevent misuse or abuse of inside information by specified in the Company's Code of Business Ethics and Code of Conduct to ensure that the Board of Directors, Executives, and staff carry out their duties with honesty, responsibility, and in good faith in the common and one's own good. The Directors, Executives, and staff should work to protect the Company's assets and interests and must not use their positions or the Company's assets and information for one's own benefits and/or for benefits of others.

2.3 Code of Conduct for Sale and Purchase of the Company's Securities

Assets Bright prohibits its Directors, Executives, and employees who by virtue of their work have access to inside information to trade the Company's securities within one month prior to public disclosure of financial statements. The Company also requires the Directors and Executives (including their spouses and underage children) to report on their securities holdings and to notify the Securities and Exchange Commission of their trading of securities.

2.4 Dealing with Conflicts of Interest

Asset Bright carefully and reasonably handles conflicts of interest, while keeping in mind the best interests of the Company as a whole, and ensures that pricing is in accordance with the terms and conditions of trade. To create transparency in corporate conduct and to comply with SET's guideline, the Company has adopted a conflict of interest policy and set forth a guideline for dealing with the conflicts in the Company's Code of Conduct. Asset Bright has also complied with the notice of the Securities and Exchange Commission on Disclosure of Information and Other Acts of Listed Companies Concerning Related Transactions. Directors with material interests that may impede their ability to provide fair opinions are required to refrain from attending the

meeting and from casting votes in order for other Directors to fully express their views and freely make decisions on agenda items.

2.5 Shareholders' Rights to Propose Agenda Items

To promote good governance practices and to recognize the rights of shareholders, Asset Bright has allowed shareholders to propose agenda items and nominate eligible candidates for election to the Board of Directors in advance to be considered for including in the agenda of the 2017 Annual General Meeting of Shareholders. The proposal of agenda and nomination for election to the Board were open from 1 October 2016 to 31 December 2016.

Asset Bright has set out the “Criteria for Shareholders to Propose Agenda Items to be Included in the Agenda of the General Meeting of Shareholders” and “Criteria for Shareholders to Nominate Candidates for Election to the Board of Directors at the General Meeting of Shareholders” which have been posted on the Company’s website at www.assetbright.co.th since 1 October 2016.

Category 3: Roles of Stakeholders

The Company recognizes the rights of all stakeholders, either internal ones which comprise the shareholders and employees or external ones which comprise customers, business partners, creditors, competitors, government sectors, other organizations as well as neighboring communities. Support from these stakeholders contribute greatly to the Company’s competitiveness, profitability and, above all, along-term value. The Board of Directors has therefore formulated the “Code of Business Conduct” handbook as guidelines for performing in accordance with the corporate rules and regulations, ethics, morality.

Asset Bright respects the rights of all groups of stakeholders and wishes to grow business together for mutual benefits, which will lead to sustainable business practices. The Company’s Code of Business Ethics provides a guideline to ensure that the legal rights of stakeholders are protected. When damages arise, the Company and stakeholders will come together to discuss and to find solutions that satisfy all parties concerned.

Code of Business Ethics

Asset Bright has adopted a written Code of Business Ethics in accordance with good corporate governance practices for the Company’s Directors, Executives, and employees to use as a guideline in interacting with the Company, shareholders, customers, other employees, business partners, creditors, business competitors, society, and the environment. The Board of Directors takes Code of Business Ethics very seriously because ethics is an inherent part of business that enables the Company to attain success and sustainable growth.

3.1 Treatment of and Responsibility to Shareholders

Asset Bright respects the fundamental rights of shareholders in compliance with laws, regulations, and the Company's Codes of Conduct and Business Ethics. The Board of Directors endeavors to ensure the equitable treatment of all shareholders and to protect the Company's interests and assets. Towards these goals, the Company has established various measures, including related party transactions control, conflict of interest policy, and preventive measures against misuse or abuse of inside information. Directors, Executives, and employees who by virtue of their work have access to inside information are also prohibited to trade the Company's securities within one month prior to public disclosure of financial statements.

3.2 Treatment of and Responsibility to Customers

Asset Bright conducts its business with honesty and integrity and endeavors to provide customers with accurate information and warmhearted service. The Company ensures that customers' complaints receive immediate attention and appropriate action is taken to satisfy the needs of customers and to maintain customer confidentiality, without disclosure or abuse of such information.

3.3 Treatment of and Responsibility to Employees

Asset Bright believes that employees are the key factor in determining the success of the Company and thus is determined to treat the Company's employees with respect and to ensure that their basic human rights are protected. The Company encourages and provides training for employees to develop knowledge and skills that will support Asset Bright's business growth. Employees are also allowed to participate in determining the directions of business operations and company development. It is the Company's policy to provide employees with fair remuneration based on employees' individual knowledge, skill, responsibility, and performance and to maintain a safe and healthy workplace. The Company offers welfares that include:

- **Employee Training and Development**

Asset Bright provides employee training and development program to enhance employees' knowledge and understanding of the Company's operations and to increase management efficiency and effectiveness. The program fosters relationship and cooperation among employees that facilitate smooth coordination within the Company. It also offers an opportunity for staff from deferment departments to exchange opinions and experiences and to work together to provide recommendations and solutions in a joint management.

- **Insurance**

Asset Bright provides various insurance benefits for employees including group personal accident insurance, group health insurance, life insurance, and social security. Group personal

accident insurance provides 24-hour protection, anywhere around the world, whether employees are during or outside work hours. Asset Bright knows that accident can happen anytime and anywhere and is thus determined to give employees the best insurance it possibly could.

■ **Annual Leave**

Asset Bright grants employees annual leave in accordance with the Company's Articles of Association in order to create motivation in performing their duties.

3.4 Treatment of and Responsibility to Suppliers and Contractual Parties

Asset Bright complies with trade agreement in its conduct with business partners. The Company is committed to provide business partners with accurate information and promote good relationship and mutual understanding. Asset Bright endeavors to work with business partners to develop products that increase product value and shall not request or receive inappropriate benefits from business partners under the following practices:

- The Company is intent on developing and maintaining sustainable relationships with the suppliers and contractual parties who have a clear objective of attaining price-worthy quality of their products and services in tandem with mutual trust.
- All executives and employees are prohibited from accepting, directly or indirectly, any personal benefits from suppliers and contractual parties. In this regard, the Company has set forth a policy against receiving from as well as giving to its suppliers and contractual parties any gifts/hospitalities in exchange of business gain under the Anti-Corruption Policy.
- Not to use the information obtained in the course of procurement for personal or other persons' gain.

3.5 Treatment of and Responsibility to Creditors

In order to secure its credibility with the creditors, the Company operates its business under principles and disciplines, as follow;

- To strictly comply with the contractual or the agreed terms
- To inform its credit in advance, in case the Company in unable to comply with the agreed term, in error to jointly seek solutions thereto.

3.6 Treatment of and Responsibility to Business Competitors

Asset Bright conducts its business under the rules of fair competition in strict compliance with applicable laws. The Company believes that business competitors serve to motivate the Company to improve and strengthen its capacity to become stronger. The Company allocates its inventory to competitors when orders

exceed the production capacity to allow them to support orders from customers. Throughout its history, Asset Bright has never had a dispute with any business competitor.

3.7 Treatment of and Responsibility to Society and Environment

Seeing itself as a part of the society, the Company values the importance of sustainable development of its neighboring communities, the society and environment. It has therefore carried out social and community activities continually alongside socially responsible business operations, as follows;

- To adopt an anti-corruption policy, which prohibits the Company's personnel from engaging in all forms of bribery, either directly or indirectly, by offering, promising, soliciting, demanding, giving or accepting bribes, or exhibiting any behaviors indicative of misconduct or corruption, in an attempt to gain or retain any other improper business benefits either for the Company's personnel or a third party, Particularly in the giving of gifts, assets or other benefits to government officials in Thailand and other countries, it must be ensured that such giving is not against the laws and local traditions.

Category 4: Information Disclosure and Transparency

The Company fully discloses information in a transparent and equitable manner through SET's media channels. Shareholders or stakeholders who are concerned with the accuracy of the Company's financial statements, internal control, or unlawful or unethical acts can contact share register or investor relations officers at 02-732-9001-4.

The Company also discloses its vision, mission, nature of business, list of the Board of Directors and Executives, past and present financial statements, Form 56-1, and annual reports, etc. through the Company's website to comply with Good Corporate Governance Policies. They can be downloaded at www.assetbright.co.th.

In 2016, The Board of Director has set guidelines perform compliance as follows.

4.1 The Board of Directors has a policy to disclose financial information and non-financial information pertinent to the business and operating results of the Company in a factual, complete, sufficient, regular and timely manner, which reflect the actual financial status, operations and business outlook of the Company.

4.2 The Board endeavors to ensure strict compliance with the laws, rules and regulations pertinent to information disclosure and transparency, The Company's information, both in Thai and English versions, shall be published via the corporate website, mass media, and the Stock Exchange of Thailand's electronic channel, so that it is widely disseminated to the shareholders and related parties. Practices on information disclosure shall be revised in line with requirements prescribed by the Stock Exchange of Thailand and the Office of the SEC.

4.3 The Company emphasizes importance on representing its financial reports in a manner that portrays the Company's actual financial position and operating results, based on accurate, complete and sufficient accounting information in accordance with generally accepted accounting standards.

4.4 Present the complete information regarding annual report and website such as financial statement, corporate governance policy and business ethics, corporate social responsibility policy, analysis from the analyst from many institution, business type, report concerning additional information (From 56-1), annual report presentation form, shareholder's meeting, names of major shareholders, announcement from the SET and publication

4.5 The Company arranges for investor relations officers to contact investors and the shareholders including institutional and individual ones. It periodically holds meetings to analyze corporate performance, and releases both financial and general information to the shareholders, securities analysts by various means, i.e. reports submitted to the Stock Exchange of Thailand and the Office of the SEC and also publicized on the Company's website. In addition, the Company gives special attention to disclosing information, both in Thai and English, on the official website regularly so as to keep the shareholders well-informed. Corporate information, encompassing vision, mission financial statements, public relations news, annual reports, organization and shareholding structures as well as management and majority shareholder lists, shall be constantly update.

4.6 The Company has disclosed information on director profiles, roles and responsibilities of the Board of Directors as well as established committees, the number of meeting held and director attendance records in the past year, including remuneration of directors and senior executives in the Company's annual report (From 56-2) and report concerning additional information (From 56-1).

4.7 Disclose the information regarding directors and executives' share hold in the Company and specify the guideline on directors and executives to report of changes in securities holding policy for directors and executives should notify the Company secretary at least 1 day prior trading session.

4.8 The Company has a policy enabling its stakeholders to make enquiries, register complaints or report cases of wrongdoings, inaccuracy of financial reports, weakness in internal control system, unfair treatment caused by a wrongdoing, or the Company's violation of business ethics to any independent director or the Audit Committee member. Such complaints and information shall be protected and treated as confidential. The independent director or the Audit Committee member shall call for an investigation into the case in order to seek a solution thereto (if possible) and report such matter to the Board of Directors.

Moreover, the Company regularly holds press conferences and media events to present key updates of the Company, and promotes its activities through press releases as well as and the news Company Website www.assetbright.co.th.

Category 5: Responsibilities of the Board of Directors

The Company gives high important on directors' role and responsibility to protect the shareholders and stakeholders' interests such as create the business strategy, investigate business operation, conduct the transparency business.

5.1 Composition of the Board

The Company's Board of Directors comprises directors possessing diversified qualification, expertise, proficiency and professional backgrounds pertinent to real estate development business, with the following composition;

1. The Board consists of at least 5 directors. Independent directors fully qualified under relevant notifications of the Capital Market Supervisory Board and the Stock Exchange of Thailand, shall account for not less than one-third of the total number of directors, but must not be less than 3, At least half of the total number of directors shall reside in Thailand.

2. Each director is allowed to simultaneously hold a director or management position in not more than 5 other listed companies, excluding the Company's subsidiaries, Any director about to be a director or an executive of another listed company must inform the Board about the matter in advance before taking such position, so that the Board shall properly consider the appropriateness of the Board composition.

3. The Managing Director must not hold a director or management position in any other listed companies, unless such companies are the Company's subsidiaries or affiliates.

4. The Board shall appoint 1 independent director possessing appropriate expertise, experience and qualifications as Chairman of the Board, who shall assume responsibility as the leader of the Board, discharge a duty as the chair of the Board and shareholders' meeting, and be responsible to the Board in supervising corporate management according to the guidelines and policies set by the Board.

5. The Board appoints the Company Secretary to responsible for providing advice on regulatory matters to ensure compliance with the laws, code of best practices, the Company's Articles of Association and other regulations concerning the Board, taking care of the Board activities, and coordinating to ensure compliance with the Board resolutions.

5.1.1 The Company's definition of an "independent director" in accordance with corporate governance best practices and guidelines of the SEC to build confidence among investors and maintain the balance of good management.

The Company's requires that the independent directors are not meant to serve as the company's management. Affiliates, associates, directors are independent of management and the controlling shareholder and who is no relation to the company's businesses.

Qualifications for Independent Directors (Definition of Independent Director)

Qualifications for an independent director shall comply with the regulations of the Securities and Exchange Commission as follows:

- (1) Not holding shares in excess of one percent of the paid-up capital of the Company, parent company, subsidiary company, affiliated company, major shareholder, or authorized person of the Company, which shall include the shares held by related persons.
- (2) Shall not be a director involving in executive duties, an employee or advisor who receives a regular salary from the Company, parent company, subsidiary company, affiliated company, major shareholder, or authorized person of the Company, unless retired from such position at least two years prior to being appointed as Independent Director. Such non-qualified characteristics shall not include the case where Independent Director has previously served as public servant or advisor for government agency, which is also a major shareholder or authorized person of the Company.
- (3) Shall not relate by blood or law as father, mother, spouse, sibling or child, spouse of son or daughter of executives, major shareholders, authorized persons of the Company or candidates nominated to executive position or authorized person of the Company or subsidiary company.
- (4) Not having, or having had, a business relationship with the Company, parent company, subsidiary company, affiliated company, major shareholders, or authorized persons of the Company, in such a manner that may interfere with one's own independent discretion. An independent director shall also not be or used to be an important shareholder, authorized person of a person with business relation to the Company, parent company, subsidiary company, affiliated company, major shareholder, or authorized person of the Company, unless retired from such position at least two years prior to being appointed as Independent Director.

The business relationship as described in the above paragraph is inclusive of normal trading transactions for the conduct of business; lease or letting of immovable; transactions relating to assets or service; provision or acceptance of financial assistance through acceptance or provision of loans and guarantees, the use of assets as collateral and other such practices which result in the company or the party to the agreement being under the obligation to repay the other party for an amount from 3 percent of net tangible assets of the company or more than twenty million Baht, whichever is lower. The calculation of such

financial burden shall follow related transaction value calculation method in accordance with the notice of the Capital Market Supervisory Board on the Related Transaction Criteria with Exceptions; however, the said debt burden shall include those debts made during the period of one year prior to the day of business relationship with the same person.

- (5) Shall not be, or used to be, an auditor of the company, parent company, subsidiary company, affiliated company, major shareholders, or authorized persons of the company. An independent director shall not be an important shareholder, authorized person, partner of the audit office with which the auditor of the company, parent company, subsidiary company, affiliated company, major shareholders, authorized persons of the company is associated, unless retired from such position at least two years prior to being appointed as Independent Director.
- (6) Shall not be, or used to be, a provider of any professional service including legal consultant or financial consultant that is paid a fee of greater than two million Baht per year by the company, parent company, subsidiary company, affiliated company, major shareholder, or authorized person of the company. An independent director shall not be an important shareholder or an authorized person or a partner of such provider of professional service, unless retired from such position at least two years prior to being appointed as Independent Director.
- (7) Shall not be a director appointed to represent directors of the company, major shareholder, or shareholder who is related to a major shareholder.
- (8) Shall not be in a business of the same nature as, and of significant competition to, that of the company or subsidiary company. An independent director shall not be an important partner in a partnership or a director involving in executive duties or a staff, employee or consultant with a monthly wage or holding in excess of one percent of the paid-up capital of other companies engaging in a business of the same nature as and of important competition to that of the company or subsidiary company.
- (9) Shall not have any other characteristics that impede the ability to provide independent opinions on the operation of the Company.

After having been appointed as the Independent Director meeting all qualifications specified under items (1) through (9), the Independent Director may be assigned by the Board of Directors to participate in a collective decision making to make decisions on the operation of the company, parent company, subsidiary company, affiliated company, subsidiary companies of the same level, major shareholders, authorized persons of the company.

5.1.2 Term of Directorship

(1) Retirement by Rotation

According to the Sector 4 of the Company's Articles of Association, Board of Director Article 18, and the Board of Directors Charter, at annual general meeting of shareholders, one-third (1/3) of the Directors shall retire from the position. If the number of Directors cannot be divided by three (3), the number of Directors to be retired shall be closest to one-third (1/3). The method of drawing lots shall be applied to determine the Directors to be retired from the office in the first and second years after the Company has been listed. In the subsequent years, the Directors who are in the position the longest shall retire and may be re-elected back after retire.

(2) Retirement due to Reasons other than Rotation

a. According to the Sector 4 of the Company's Articles of Association, Board of Director Article 19, and the Board of Directors Charter, other than retirement by rotation the Director may retire from position when:

- a) Death
- b) Resignation
- c) Lack of qualifications or exhibit characteristics prohibited by laws on public company or securities and exchange.
- d) Removal by resolution of the shareholders' meeting.
- e) Removal by court order.

b. According to the Sector 4 of the Company's Articles of Association, Board of Director Article 23, and the Board of Directors Charter, the meeting of shareholders may pass a resolution to remove any Director from the position before the term ends with votes not less than three-fourth (3/4) of the number of shareholders in attendance who are eligible to vote with the total shares not less than half (1/2) of the number of shares held by shareholders in attendance who are eligible to vote.

The Company has also not limited the maximum number of terms the Director may consecutively serve since it is believed business competency and skill of individual director are not affected by age as long as every director is determined to carry out the duties as trusted by the Company Board and shareholders and the power to decide to elect the Company's Directors to act on their behalf fully belong to shareholders.

5.2 Committees

The Board has a policy to establish 4 committees, i.e. the Audit Committee, the Executive Committee, the Risk Management Committee, the Investment Committee. The composition, qualification, appointment, term of office, duties and responsibilities, meeting and reporting practices of each committee shall be as stated in its

Scope of Authority and/or its Charter, and subject to revision on a regular basis but did not appoint the Nomination Committee and the Remuneration Committee, because the company is small. Total income is no more The committee thus increasing costs too much.

5.3 Board of Directors Meeting

The Company sets out the criteria for the Board of Directors meeting as follows;

1. The Board meetings are pre-scheduled annually, and shall be convened at least once a quarter according to a predetermined schedule and additional special meetings when necessary, with prior notice provided at least 7 days in advance. At least one-half of the total number of directors shall attend the meeting to constitute a quorum. In case a vote is taken, not less than two-third of the total number of directors must present.
2. The agenda items of the meeting shall be clearly specified in advance, where the Chairman of the Board and the Chief Executive Officer should jointly consider and select agenda items for the meeting. In this regard, the Company Secretary is responsible for delivering the meeting notice and supporting documents to the directors at least 5 days in advance, so that they have sufficient time to review the matters for due opinions and votes.
3. The Board shall receive sufficient, complete and continuous information in a timely manner prior to each meeting. The directors can directly and independently contact the Company Secretary, who has a duty to provide them consultation in relation to legal and regulatory compliance.
4. The Chairman of the Board shall duly allocate sufficient time for the Management to present pertinent information and for the directors to discuss significant issues. Each director is encouraged to express his/her opinion before a conclusion is reached.
5. The Board has a policy to allow non-executive directors to hold meetings among themselves as necessary, without the presence of the Management, to discuss management issues and concerns. The Chief Executive Office should be informed of the meeting results as well.
6. The Board encourages the Chief Executive Officer and President to invite senior executives to attend the Board meetings so that they, as the persons in direct charge, can provide more in-depth details. This gives the Board and opportunity to gather information for management succession planning.
7. During the consideration of the agenda items, directors having interests in any agenda item shall not be entitled to vote on such matter and exclude themselves from the meeting.
8. Records of each meeting shall be taken in writing. The Board-approved minutes of all meetings shall be kept for future inspection by the directors and relevant parties.

In addition, the Board of Directors has provided small-group meetings regularly to discuss the problems and determine solutions to problems in implementation. In 2016 the Board of Director has meeting 13 time, the Audit Committee has meeting 5 times and the Risk Management Committee has meeting 2 times.

5.4 Remuneration of Directors

Asset Bright has not appointed a remuneration committee but has established a procedure to consider the remuneration. The Board of Directors has a responsibility to consider the remuneration of Directors and propose to the meeting of shareholders for approval. The remuneration of Directors is determined based on the Company's operation results and the remuneration amount approved by the meeting of shareholders and the amount paid in the previous year. The remuneration will be paid as per diem meeting compensation and annual compensation when the Company achieves its operation goals.

The remuneration of the Directors who are appointed to committees also reflects the assigned duties and responsibilities. The remuneration of individual Directors and the total remuneration amount are disclosed (in Organization Structure) in the Company's annual report and Form 56-1.

5.5 Self-Assessment of the Board

In 2016, the Company conducted self-assessments of the collective Boards of the Board of Directors, the Executive Committee, Audit Committee, Risk Management Committee and Investment Committee while the Company conducted self-assessment of the individual directors for Executive Committee only to ensure operation assessment and find out the solutions to increase efficiency in the future. The Company shall conduct self-assessment of the collective Board, of individual directors and of all established committees at least once a year.

5.6 Development of Directors and Executives

(1) Orientation

The Company's director organizes the orientation for every person to create the understanding in business and practices to prepare the directors. At the same time, policy to foster the knowledge and vision to the director in terms of corporate governance, industry condition, technology business and new innovation to support the effective operation. The Company's secretary is responsible for the following.

- (A) Acknowledged matter: business structure and director structure, scope of authority, and law.
- (B) Business information operation guide and manufacturing process.
- (C) Arrange the discussion section with the chairman, and managing director for the in-depth information on business operation.

In 2016 The Company did not selection new directors. But so get to know the information is current. By the manual updates of Directors in accordance with the laws, regulations and policies. Such as corporate governance policies code of Conducts on to measures against Anti-Corruption.

(2) Knowledge development

The Board of Director supports the training and knowledge to those involved in the governance of the Company, including the Board of Directors. Audit Committee, Executive Officer, Company Secretary organized by the Stock Exchange of Thailand , the Securities and Exchange Commission, Thailand and Thai Institute of Directors. The Company's all directors already attended in Director Accreditation Program (DAP) arranged by Thai Institute of Directors. So, the Company's directors did not attend any courses in 2016.

8.2 Nomination of Directors and Senior Executives

Every Director may nominate candidates with suitable qualifications. Major shareholders may also nominate candidates through the Board of Directors. The Managing Director shall compile the names of the nominated candidates and present to the meeting of the Board of Directors for consideration of qualifications, readiness, and suitability. The candidates with complete qualifications shall be selected and proposed to the meeting of shareholders for election. In the event that a director leave the position before the term ends, the Board of Directors shall nominate a candidate for election to the Board for the vacant position in accordance with the Company's Articles of Association. An independent director must possess qualifications as required by the Capital Market Supervisory Board.

1. Board of Directors

1.1 Composition and Election

According to the Sector 4 of the Company's Articles of Association, Board of Director Article 15, and the Board of Directors Charter, the meeting of shareholders shall determine the number of the Company's Directors which shall not be less than 5 directors. The person to be elected shall not possess prohibited characteristics as prescribed by laws and the Company's Articles of Association and shall not exhibit lack of suitability to obtain trust to manage the affairs of a listed company as determined by the Securities and Exchange Commission. Not less than half of the total number of the Company's Directors shall have residency in the Kingdom and the number of Independent Directors and Audit Directors shall comply with the notice of the Capital Market Supervisory Board.

1.2 Methods of Electing Company's Directors

According to Section 4 of the Company's Articles of Association, Board of Directors Article 17, the Directors shall be elected by the shareholders meeting in accordance with the following rules and procedures:

- (1) Each shareholder has one vote for each share held;
- (2) Each shareholder may exercise all his/her votes to elect one or more candidates to be Directors but shall not discriminately divide the votes among the candidates;
- (3) Candidates shall be ranked according to the votes they have received in descending order and the Directors shall be appointed in that order until the required number of Directors is filled. In case the number of candidates in the next respective order receiving equal votes exceeds the number of seat(s) available, the Chairman shall cast a deciding vote.

1.3 Term of Directorship

(1) Retirement by Rotation

According to the Sector 4 of the Company's Articles of Association, Board of Director Article 18, and the Board of Directors Charter, at annual general meeting of shareholders, one-third (1/3) of the Directors shall retire from the position. If the number of Directors cannot be divided by three (3), the number of Directors to be retired shall be closest to one-third (1/3). The method of drawing lots shall be applied to determine the Directors to be retired from the office in the first and second years after the Company has been listed. In the subsequent years, the Directors who are in the position the longest shall retire and may be re-elected back after retire.

(2) Retirement due to Reasons other than Rotation

According to the Sector 4 of the Company's Articles of Association, Board of Director Article 19, and the Board of Directors Charter, other than retirement by rotation the Director may retire from position when:

- (a) Death
- (b) Resignation
- (c) Lack of qualifications or exhibit characteristics prohibited by laws on public company or securities and exchange.
- (d) Removal by resolution of the shareholders' meeting.
- (e) Removal by court order.

According to the Sector 4 of the Company's Articles of Association, Board of Director Article 23, and the Board of Directors Charter, the meeting of shareholders may pass a resolution to remove any Director from the

position before the term ends with votes not less than three-fourth (3/4) of the number of shareholders in attendance who are eligible to vote with the total shares not less than half (1/2) of the number of shares held by shareholders in attendance who are eligible to vote.

The Company has also not limited the maximum number of terms the Director may consecutively serve since it is believed business competency and skill of individual director are not affected by age as long as every directors is determined to carry out the duties as trusted by the Company Board and shareholders and the power to decide to elect the Company's Directors to act on their behalf fully belong to shareholders.

2. Audit Committee

2.1 Composition and Election

The Company shall have an Audit Committee comprising not less than three directors which shall be composed of the Chairman of the Audit Committee and Audit Directors, all of whom shall be the Company's Directors with qualifications as required by the Capital Market Supervisory Board as follows:

- (1) Appointed by the Board of Directors or the meeting of shareholders.
- (2) Shall be an independent director.
- (3) Shall not be a director assigned by the Board of Director to make decisions on the operations of the Company, parent company, subsidiary company, affiliated company, subsidiary companies of the same level, or juristic person with possible conflict.
- (4) Shall not be a director of parent company, subsidiary company, or subsidiary companies of the same level which is a listed company.
- (5) Perform duties as specified by the Stock Exchange of Thailand and the Company.
- (6) Shall have sufficient knowledge and experience in order to serve as an audit director. At least one audit director shall possess sufficient knowledge and experience to conduct a review to assess the credibility of financial statements.

When changes in qualifications for an audit director are made by the Securities and Exchange Commission and/or Capital Market Supervisory Board, the Audit Directors of the Company shall possess all qualifications to reflect such changes.

2.2 Term of Directorship

(1) Retirement by Rotation

According to the Audit Committee Charter, members of the Audit Committee are elected for a one year term and retiring Audit Committee may continue to serve as audit committee if a new audit committee has not been appointed by the Board of Directors or the meeting of shareholders. A new audit committee must be

appointed within two months from the expiration date of the previous committee and retired audit committee may be re-elected.

(2) Retirement due to Reasons other than Rotation

According to the Audit Committee Charter, an audit director may retire from the position (other than retirement by rotation) when:

- (1) End of term
- (2) Retire from the Company's director position
- (3) Resign
- (4) Death
- (5) Removed by the Board of Directors before term ends.
- (6) Lack of qualifications for audit director as required by the Securities and Exchange Commission and Capital Market Supervisory Board.

When the position of audit director is vacant due to reasons other than rotation and the remaining term is not less than two months, the Board of Directors or shareholders' meeting shall appoint a person with complete qualifications to the vacant position of audit director in the next meeting. The person appointed to the vacant position of audit director shall hold such position for the remaining term left by the previous audit director.

The Company has also not limited the maximum number of terms the Audit Director may consecutively serve. The re-appointment shall be considered by the Board of Directors.

3. Executive Committee

3.1 Composition and Election

According to the Executive Committee Charter, the Company shall have an Executive Committee comprising not less than three directors which shall be composed of the Chairman of the Executive Committee and Executive Directors. The Board of Directors shall appoint the Executive Directors and/or other officers or employees and/or outsiders to such position. However, that person shall possess sufficient knowledge and experience to administrate and manage the affairs of the Company.

3.2 Term of Directorship

(1) Retirement by Rotation

According to the Executive Committee Charter, members of the Executive Committee are elected for a one year term and retiring Executive Committee may continue to serve as executive committee if a new executive committee has not been appointed by the Board of Directors or the meeting of shareholders. A new

executive committee must be appointed within two months from the expiration date of the previous committee and retired executive director may be re-elected.

(2) Retirement due to Reasons other than Rotation

According to the Executive Committee Charter, an executive director may retire from the position (other than retirement by rotation) when:

- (1) End of term.
- (2) Resign.
- (3) Death.
- (4) Exhibit untrustworthy characteristics to manage a listed company as specified by the Securities and Exchange Commission.
- (5) Removed by the Board of Directors.

When the position of executive director is vacant due to reasons other than rotation and the remaining term is not less than two months, the Board of Directors or shareholders' meeting shall appoint a person with complete qualifications to the vacant position of executive director in the next meeting. The person appointed to the vacant position of executive director shall hold such position for the remaining term left by the previous executive director.

4. Appointment of Managing Director

Appointed by the meeting of the Board of Directors.

5. Appointment of other Executive Officers

The management is responsible for appointment of other executive officers in compliance with the Company's Articles of Association. Any employee of the company with competency may be considered.

8.3 Supervision of Subsidiary and Affiliated Companies

The Company sets up mechanism to supervise and oversee the operations of its subsidiary and affiliated companies as follows:

- 1) The Company sends representatives of the Company to serve as directors, executives, or authorized persons in such companies according to the ratio of shareholding which is approved by the meeting of the Board of Directors.
- 2) The Company has a policy to appoint the audits of the Company to serve as the audits of subsidiary and affiliated companies to regulate and ensure accuracy and completeness in the disclosure of financial status information and operation results, transactions between subsidiary companies and

related persons, acquisition and disposal of assets or other important transactions, using the same criteria for disclosure of information and preparation of transaction used by the Company.

8.4 Inside Information Management

Asset Bright takes measures to prevent misuse or abuse of inside information by specified in the Company's Code of Business Ethics and Code of Conduct to ensure that the Board of Directors, Executives, and staff carry out their duties with honesty, responsibility, and in good faith in the common and one's own good. The Directors, Executives, and staff should work to protect the Company's assets and interests and must not use their positions or the Company's assets and information for one's own benefits and/or for the benefits of others. The Company also prepares a manual for the Directors, Executives, and employees whose duties are involved in inside information that affects the price of the Company's securities.

The Company also prohibits its Directors, Executives, and employees who by virtue of their work have access to inside information to trade the Company's securities within one month prior to public disclosure of financial statements. The Company also requires the Directors and Executives (including their spouses and underage children) to report on their securities holdings and to notify the Securities and Exchange Commission of their trading of securities.

8.5 Remuneration of Auditors

The 2016 Annual General Meeting of Shareholders on April 26, 2016 has appointed the three auditors as following:

1. Mr. Chanchai Chaiprasit with auditor license No. 3760 and/or
2. Mr. Paiboon Tunkoon with auditor license No. 4298 and/or
3. Ms. Nopanuch Apichatsatien with auditor license No. 5266

All auditors from Price waterhouseCoopers ABAS Ltd. would be the Company and subsidiary's auditor for the year 2016, with audit fee of 3,700,000 Baht. No other service fees shall be paid by the Company to anyone to audit or give opinion to our financial reports. In case mentioned auditors cannot perform their audit works. Price waterhouseCoopers ABAS Ltd. will replace other authorized auditors, instead. Due to our less transactions and no performance in our subsidiary, the Company negotiated the 2016 audit fee to THB 3,070,000.

8.6 Annual Report

The Board is responsible for the preparation of the Company's financial reports and financial information in the annual report. It has exercised careful judgment in ensuring that these financial reports are prepared in accordance with generally accepted accounting with generally accepted accounting standards, appropriate accounting policies are applied and regularly practiced, and material information is sufficiently disclosed in the notes to financial statements. The Board has also assigned the Audit Committee to be responsible for overseeing the quality of the Company's financial reports and giving opinions to the Company's Board of Directors.

9. Corporate Social Responsibilities: CSR

Asset Bright Public Company Limited and Subsidiary have major goal in the development of real estate to grow in parallel with the balance to society. And equity arising from business operations and activities and internal and external Legal compliance and business ethics. The society has put together a normal life. The return of social responsibility and collective community.

Because of the changes aforementioned, the Company was unable to fully engage in CSR activities in 2013. However, the Company has been in operation for more than 47 years and listed in the stock market for more than 36 years. The new group of Executives of the Company has a vision of the Company's operations with an aim to create benefits for consumers and embrace social responsibility especially to the communities located near the project developed by the Company. The Company ensures that these communities are free of environmental impacts and pollution.

On February 2, 2016, the Company by Mr. Jirapat Weerachayathongkam, Deputy Managing Director, and Mr. Chaiwut Wattanawuttikul, Vice President of Business Development, granted THB105,070 of revenue from King Celebration Concert, "ABC Present Nathan East Live Charity Concert", and our management and staff donation to the Siriraj Foundation to support all the foundations' activities at Siriraj Hospital. The Company considers to be a part to assist and make our society better life and quality in sustainability.

In addition, the Company plans to develop real estate that takes into consideration the necessity and benefits the communities near the project will be able to receive to create livable communities and provide facilities in the communities.

9.1 Overall Policy

It is the Company's policy to conduct business with responsibilities to society, environment, customers, employees, and other people related to the Company including every minor shareholder. The Company strives to treat every sector in an equitable and fair manner.

Anti-Corruption The Company shall not engage in any business that promotes corruption. The internal control office of the Company has laid out a policy to prevent or avoid corruption risk within the Company.

Respect for Human Rights the Company respects human rights and strives to ensure that gender, race, religion, and culture do not play a role in the Company's operation, employment, and business conduct.

Fair Treatment of Labor the Company employs both permanent and temporary staff in accordance with wage rate in the labor market and provide employees with vacation and benefits as required by labor laws.

Responsibility to Consumers the Company is committed to be responsible to consumers and ensures that consumers receive the benefits they deserve from purchasing the Company's condominium units. Consumers are able to inspect the condominium units before they sign contracts and the Company provides flexibility for consumers to, for example, extend the payment period or period for transfer of condominium units if they have problems with financial sources due to financial institute's procedures.

Environmental Protection the Company takes environmental issues seriously by focusing on environmental conservation and ensuring that communities near the Company's projects are affected by pollution. The Company selects projects for real estate development, taking into consideration the surrounding environment condition, e.g., not locating near industrial factories.

In 2016, The Company provides all employees to take care of the environment within the company in terms of synergies, operating "3P" Turn off the light, Adjust the Air Conditioner, Unplug

Don't use turn off the light is turn off lights when not using it. Despite a pause in a short period of time, turn off the lights frequently.

Adjust the Air Conditioner is adjusted the temperature to 25°C or more first-degree Celsius temperature rise will save electricity percent. 10 but should the temperature exceed 28°C.

Unplug is unplug all electrical plugs unnecessary or disabled out every time.

9.2 Operation and Preparation of Report

On 30 June 2014, the Company registered our logo as intellectual property with Department of Intellectual Property for 10 years.

The Company is permitted to operate e-Money in classification of C (3), service of e-Money on any equipment or network, under license no. 005/2015 from the Bank of Thailand with date from 22 July 2015 to 21 July 2025.

The Company has been authorized to do auction business on real estates and moveable properties including second-hand trade business from 1 January – 31 December 2017 by the Department of Interior.

9.3 Business Impact on Society

The Company has not been audited by any government agency on business impact on the environment and community and has not violated any environmental or community laws.

9.4 Anti-Corruption Policy

The Meeting of the Board of Directors No. 8/2015 on November 10, 2015 has approved anti-corruption policy as follows:

1) Corruption

Corruption may include the abuse of entrusted power for private gain by offering, promising, giving, accepting or soliciting of direct and/or indirect as inducement for an action which is illegal and unethical. Inducement can take the form of gifts, offering, rewards or other advantages to government official or other stakeholders whom the company has to deal with.

2) Policy

Asset Bright conducts business with transparency, under the rules of fair competition. The Company shall not engage in obscure business or business that enables corruption which is not in accordance with the rules of fair competition and destroys the honor and credibility of the Company and the country.

The Company's Directors, Executives, and employees are prohibited from engaging in any acts related to any form of corruption for the direct or indirect benefit of oneself, family, friends, or acquaintance, whether to receive from or give a bribe in the form of money or any others to government or private agency that the Company conducts business with or contacts, and shall strictly comply with the anti-corruption policy of the Company.

The Company has also ensured to provide a structure of responsibility, risk management system, internal control, and internal audit to prevent and suppress corruption in the Company.

3) Definition

Of Corruption is corruption, Bribery and Fraud

Corruption is using the authority to seek benefits for themselves or others. Which can be divided into a number of corruption and a large scale political corruption. Whether it's to the benefit of the people. The conflict of interest.

Bribery is the proposed agreement calls or receive remuneration incentive to act or not act at all. In terms invalid by virtue of duty. The motivation may appear in many forms, such as gifts, gratuities.

Fraud is cheating or actions to benefit certain parties benefit unjustly. Most often it is illegal. Like finishing account, speculate stock.

4) Duties and Responsibilities

4.1 The Board of Directors shall consider and approve policies against corruption of all forms whether direct or indirect to be used a guideline by all employees.

4.2 The Board of Directors shall comply with the anti-corruption policy and assign the executive to Implement the anti-corruption measures.

4.3 The Audit Committee shall audit and review to ensure good corporate governance practices in the Company that are in line with the relevant policies, regulations, and laws.

4.4 The Audit Committee must report if they discover or suspect any transactions or acts, which may Significantly affect the financial status and operating results of the Company, and corruptions to the Board of Directors.

4.5 The internal audit office shall directly report to the Audit Committee and shall carry out auditing of Operations of every unit to ensure compliance with the company's regulations and evaluate efficiency and sufficiency of the internal control system based on the principles of good corporate governance.

4.6 The Executive shall communicate to all personnel in the Company and related persons the Company's Anti-corruption policy.

5) Measures

5.1 The Directors, Executives, and employees shall comply with the anti-corruption policy. The Board of Directors shall assign the executive to communicate the policy to all employees and implement the anti-corruption measures.

5.2 The Directors, Executives, and employees who violate or fail to comply with the good corporate governance and anti-corruption policies shall be penalized in accordance with the laws and the Company's regulations.

However, the Company shall not demote or negatively penalize those who fail to comply with anticorruption policy even though they may cause the Company to loss business opportunity.

5.3 The Company shall lay out disbursement regulations with clearly defined amount, approval authority,

objective, and receiver. Proof of documents shall be required to prevent fraud or corruption and inspection by internal control office must be carried out.

5.4 The Company shall audit sales and marketing work, acquisition, and contracts with risk of corruption to be in compliance with disbursement and acquisition regulations. The internal audit office shall provide opinions and monitor the process.

5.5 The Company shall provide human resource management process that reflects the commitment of the Company to fight against corruption from recruitment, training, evaluation, compensation, and promotion.

5.6 The Company shall provide internal audit to ensure that the internal control system is effective and helps the company to achieve its goals, as well as to ensure that every unit's operation complies with regulations and to find weakness and defect in the operation and provide recommendations on operation system to improve efficiency and effectiveness in accordance with good corporate governance.

5.7 The internal audit office shall immediately report matters to the Audit Committee which shall notify the Board of Directors.

6) Communicating Anti-Corruption Policy

6.1 The Company shall post the notice of anti-corruption policy on every public relation board of the Company.

6.2 The Company shall communicate anti-corruption policy through communication channels of the Company including the Company's website, annual transaction statements (Form 56-1), and annual report (Form 56-2).

6.3 The Company shall include the anti-corruption policy in the manual for employees.

6.4 Every employee must sign the form as an agreement for acknowledging the Codes of Conduct and anti-corruption policy and agree to comply with the regulations to prevent for using reason of not having read or signed the form as an excuse to not comply with the Code and policy.

6.5 If any regulation in the Codes of Conduct or anti-corruption policy is canceled, such cancellation shall be approved by the Board of Directors and must be immediately announced.

7. Political contributions

Political Contributions is Providing financial support Articles and or attending the event, as well as encouraging employees to participate in political activities on behalf of the company. In order to obtain a commercial advantage. This does not include the employee participation rights, personal freedom, but must not impersonate an employee. Tools, equipment or assets of any company to use for the benefit of any action politically.

The company will not provide any support, financial or political parties. Politician or any political candidate elected. In order to help the political meaning of the first paragraph. The objective is to facilitate business for the company.

8. Charitable Contribution, Donations and Aid Grants

The Company has established policies and rules on charitable giving. Process review And detailed control as follows.

8.1 Donations must prove that a project for charity events such fact. And action to support the objectives of the project successful. And causing the cast, making the truly social order or the purposes of corporate Social Responsibility (CSR).

8.2 Donations must prove that it is possible for the charity that is not affiliated with reciprocal benefits to any person or entities with whom.

9. Sponsorships

The funds are intended to support business, brand or company reputation is at risk due to pay for the services or benefits that are difficult to measure and track. Funding may also be linked to the bribery. The Company policies and clear guidelines on funding. Process review And details of control following.

9.1 Sponsorships must prove that the applicant has made grants under the program and is working to support the objectives of the project successful and benefit to society truly. Or for the purposes of its operations with a new Corporate Social Responsibility (CSR).

9.2 Sponsorships must prove that grants or other benefits that can be calculated in money, such as providing shelter and food etc.

9.3 As a sponsor the receipt must be provided on request. Anonymous contributions to support the objectives of all documents presented to the approval of the Authority for approval under the authority of the company.

10. Gifts Hospitality and others expenses

The Company has established policies and control procedures relating to the payment of the sergeant gift the reception and other expenses to employees below.

10.1 No action was intended to induce or reward any person possessed. In order to gain any advantage. Through the actions inappropriate or the exchange of explicit or hidden panel in order to obtain assistance or benefits.

10.2 On behalf of the company isn't on behalf of employees

10.3 Don't gift in the form of cash or cash equivalents, such as gift vouchers.

10.4 To suit the situation, giving small gifts during the festival. Chinese New Year This is a normal tradition

10.5 The type and value is appropriate And provide accurate timely example. In the event the Company is held the land auction. Employees must not accept gifts, hospitality or services from other companies to join.

10.6 According to the relevant laws

10.7 It has exposed and don't the conceal

11. Reporting or Complain

The Board of Directors has set out measures for reporting or submitting complains on unlawful or unethical acts or acts of corruption or wrongdoing by the company's personnel, as well as on inaccurate financial statements or defected internal control system and has implemented protective measures for reporters. This is to encourage stakeholders to be involved in overseeing and protecting the interests of the Company more efficiently.

11.1 Scope of reporting and complaining

- Unlawful acts, acts of corruption, violation of the Company's Articles of Association or Ethics by the Directors, Executives, and employees.
- Anomalies in financial statements and defects in the internal control system.
- Matters affecting the interests or reputation of the Company.

11.2 Reporting or complaining channels

- Opinion boxes of the Company/
 - Contact Chief Executive Officer
E-mail: porameth.abc@gmail.com
Tel: 02-732-9001 Ext. 703
 - Contact Chairman of the Audit Committee
E-mail: suthep_p@rd.go.th
 - Contact Secretary to the Audit Committee
E-mail: Premchai.k@abcpoint.com
Tel: 02-732-9001 Ext. 500
- Contact Investor Relation
E-mail: ir@abcpoint.com
Tel: 02-732-9001 Ext. 703

11.3 Protective measures for reporters

- The Company shall not disclose information and identity of those who petition, complain, and the accused.
- The Company shall disclose information as necessary and shall consider the safety and damage of the reporter, source of information, and related persons.
- Those who receive damages shall be mitigated with fair and appropriate process.
- It is a duty of the commanders or heads of the units of the accused to exercise due care in giving orders to protect the petitioner, witness, and informant during investigation.

12.) Process after reporting

12.1 Collecting facts

Officer shall proceed to collect all facts and send a report to Secretary to the Audit Committee.

12.2 Information screening and investigation

Secretary to the Audit Committee shall present the information to the Board of Director or Chief Executive Officer to appoint investigation committee to carry out information screening and investigation. The investigation committee shall be composed of:

- Personnel Manager or representative from the department.
- Commander in the petitioner's line of work who shall not have conflict or material interest with the petitioner.
- Commander in the accused's line of work who shall not have conflict or material interest with the accused.
- Senior executive officer

Secretary to the Audit Committee shall participate to observe the investigation process.

13) Determining operation measures

Secretary to the Audit Committee shall prepare summary report and submit to the Board of Directors or Chief Executive Officer whichever the case for approval of operation.

For the case that affects the reputation, image, or financial status of the Company or conflicts with the business policy of the Company or relates to senior executive, Secretary to the Audit Committee shall submit report to the Audit Committee and/or Board of Directors for consideration.

14) Training

All employees in the company It has been communicated to acknowledge or provide training on anti-corruption. And raise awareness to the employees during the recruitment. The training will be conducted for all employees so that all employees have an understanding of the types of fraud. The risk of the activities involved

or associated with fraud, including local laws on corruption. The company's anti-corruption policy And reporting on the massacres.

15) The punishment

The punishment to ensure compliance with the rules and discipline employees or laws involved.

10. Internal control and risk management

10.1 Opinion of Board of Directors on the Company's internal control system

The Executives of Company are committed to honesty and ethical in business operation with fairness to all parties both Customers, Suppliers and Public. The Company's management has considered business operation of the Company that what are risk factors both from outside and inside, analysis of any event that make risk factors arises and find prevention and correction by assign responsibilities to the relevant to perform.

The Company will provide operational rules as written especially, financial transactions and purchasing to avoid corruption and cancel unwritten procedures which longtime practice. Both power distribution and integration as appropriate with organization size. The review and preparation of procedures according to organizational structure changes

Define scope of authority and approval of paid transactions of Executives by separation of authority to purchase and approval to pay out decisively. Transaction which the executives have authority to approve is Purchasing, Production cost, Sales cost and Employee cost that happens normally only. In addition, it must pass to Board of Directors for approval such as Main Machinery Transaction, Real Estate Transaction, Investments, Evaluation of impairment of assets, etc.

The Company has storing documents with accounting records completely and use Accounting Policies according Financial Reporting Standards.

The Company has an internal audit that can work independently act monitoring and evaluation of operating activities within the organization that there has been compliance with the internal control system that placed regularly or not, the reporting of audit reports shall report directly to Audit Committee.

Due to the change of business and corporate restructuring. Board of Directors deems appropriate to improve, review the Company's internal control system to comply with business climate and organizational structure.

In 2015, the internal auditor is to review the proposal with the annual audit plan. To discuss and adopt the Authority's Board of Directors. In the past year, A review of the internal control systems of the various functions. In the company's quarterly reports and audit results. The audit report found no deficiencies of the internal control system that will affect operations significantly. The flaw exists in the normal operation of each department has been managing editor and improved continuously. The company reported to the Stock Exchange on the implementation of the internal control system that meets the requirements of the Exchange.

In addition, the Audit Committee has reviewed the respondents packed enough of a control-based model to assess the Securities and Exchange Commission, Thailand and the Committee of Sponsoring Organizations of The Treadway Commission) COSO internal control framework set out in the plan reviewed annually. By examining various aspects

1. A controlled environment
2. The Risk Assessment
3. Control Activities
4. Information and Communication
5. Follow up

Reviewed results for the year 2015 of the internal auditors found. The Company recognizes the importance of internal control and the operation of each section according to the assessment of the adequacy of the internal control system was good enough.

The Board of Directors and the Audit Committee's opinion. Internal control of the company as a whole is to a great extent. The Company has sufficient staff to implement the system effectively. And build confidence for a reason. In addition, the company's internal controls are adequate and appropriate. This will ensure that the system is protected, property management and employees shall not apply to wrongful or without power. The monitoring continued operation and further development to reflect the performance. This may have defects that are not found or that are about to happen. In order to correct and prevent damage before it leads to serious following.

10.2 Opinion of Audit Committee that is different from opinion of Board of Directors.

Audit Committee has no opinion that is different from opinion of Board of Directors.

10.3 Chief of Internal Audit and Chief of the Company's Compliance

The Board of Directors Meeting No.4/2013 on February 27, 2014 approved to appoint Mrs.Nuanjan Tuangjareontip as an internal auditor of the Company.

Audit Committee considers that she has an experience of audit and has been trained in field of internal audit continuously.

The consideration of appointment, removal, and transfer chief internal auditor of the Company must be approved by Audit Committee.

11. Related Party Transaction

In 2016, the Company has no Related Party Transaction.

11.1 Measures or Procedures for approval of Related Party Transaction

The Board of Directors Meeting No. 2/2015 on February 24, 2015 approved in principle about commercial agreements with trade conditions generally in transactions between the Company and its subsidiaries with Directors, Executives or Related person. The executives can approve such transaction if those transactions have commercial agreements in the same way that ordinary prudence should be done with general partners in the same situation by bargaining power of trade without influence from being Directors, Executives or Related person in order to protect investors in the case of we have transaction with persons who may have conflicts of interest in the future. The Company will provide definition type of transaction, price and condition of each party clearly for the auditor can review and disclose in notes to the financial statements. In the event of a related party transaction which is an ordinary course of business transaction namely, that had happened before and it is related to our core business and / or transactions that may cause a conflict of interest.

The Executives will prepare a report summarizing of transaction that exceeds Baht 20 million or 3% of NTA (net tangible asset) according to criteria of the SET for report in the meeting of Audit Committee. The Audit Committee will consider the necessity and reasonableness of the transaction and opinion of Audit Committee will reported to Board of Directors.

In case of the company's committing any unordinary business transaction or the transaction not in relation to the company's core business and possibly causing conflict of interest, the Company will ask Audit Committee to make preliminary check prior to issuing the approval. The Company shall arrange for the meeting of the Board of Directors attended by the Audit Committee to take the related transaction into consideration for fair practice and at proper pricing policy, in which the Directors with interest in that related transaction shall not have the voting right onto such transaction. Should the Audit Committee do not have skills in considering any related

transaction, the company will ask an independent expert or its account auditor to give opinions on the issue and submit the resultant report to the Board of Directors or shareholders as deemed appropriate.

11.2 Policy or Tendency of Related Party Transaction in the future

If the Company enter into related party transactions that are based on normal business operations. The Company will determine price and conditions of transaction clearly and can be compared to the outsider. The Company will provide Audit Committee to review and comment about appropriateness of price and reasonableness of transaction.

The related transactions to arise in the future shall conform to the laws on Securities and Securities Exchange of Thailand and the regulations, announcements, orders, or requirements of the Securities Exchange of Thailand including the regulation on the disclosure of the related transaction and the company or subsidiary's acquisition or disposal of important assets and in accordance with the accounting standard stipulated by the Accountant Association

12. Key financial statistics

12.1 Financial reports

1) Auditor's reports

In the following section includes auditor's reports on consolidated and unconsolidated financial statements of years ended 2014 to 2016

Financial Statements of year ended 2016

Auditor: Mr. Chanchai Chaiprait, PricewaterhouseCoopers ABAS Ltd.

Summary of auditor's report: unqualified opinion

The auditor has opinion that the consolidated and company financial statements referred to present fairly, in all material respects.

Financial Statements of year ended 2015

Auditor: Mr.Chanchai Chaiprait, PricewaterhouseCoopers ABAS Ltd.

Summary of auditor's report: unqualified opinion

The auditor has opinion that the consolidated and company financial statements referred to present fairly, in all material respects.

Financial Statements of year ended 2014

Auditor: Mr. Chaiyut Ungsuvitaya, A.M.T. & ASSOCIATES

Summary of auditor's report: unqualified opinion and has the following observations.

The auditor has made observations due to uncertainty of payments in regards to entries for accounts receivable under joint venture and contingencies of a particular company that were under negotiations. The company however, is in the process of speeding up negotiations in order to resolve the issue.

Asset Bright Public Company Limited
Statement of Financial Position
As at 31 December 2015

	Notes	Consolidated		Company	
		31 December 2015 Baht	31 December 2015 Baht	31 December 2014 Baht	1 January 2014 Baht
Assets					
Current assets					
Cash and cash equivalents	8	18,554,553	17,559,732	47,699,892	18,817,255
Temporary investments	4, 9	277,167,197	277,167,197	47,010,928	-
Trade and other receivables	10	962,876	972,876	5,453,261	742,584
Inventories	11	84,325,746	84,325,746	107,098,343	25,011,168
Other current assets	12	10,590,321	10,590,289	6,528,994	3,674,620
Total current assets		391,600,693	390,615,840	213,791,418	48,245,627
Non-current assets					
Cash at financial institutions pledged as collateral	27 b)	51,966,481	51,966,481	-	-
Available-for-sale investments	4, 13	238,512,107	238,512,107	40,093,613	-
Investments in a subsidiary	14	-	510,000	-	-
Property, plant and equipment, net	15	5,639,864	5,639,864	6,104,714	231,399,477
Intangible assets, net	16	26,338,339	26,338,339	2,077,261	25,879
Other non-current assets		286,600	286,600	2,758,177	1,146,834
Total non-current assets		322,743,391	323,253,391	51,033,765	232,572,190
Total assets		714,344,084	713,869,231	264,825,183	280,817,817

Director _____ Director _____

Asset Bright Public Company Limited
 Statement of Financial Position (Cont'd)
 As at 31 December 2015

	Notes	Consolidated		Company	
		31 December	31 December	Restated	
		2015	2015	31 December	1 January
		Baht	Baht	Baht	Baht
Liabilities and shareholders' equity					
Current liabilities					
Short-term borrowings from financial institutions	18	-	-	-	49,000,000
Trade and other payables	4, 17	3,687,670	3,266,969	10,841,778	8,794,936
Short-term borrowings - related party	26 b)	-	-	-	33,000,000
Current portion of liabilities under finance lease agreements	18	301,740	301,740	283,504	-
Other current liabilities	4	315,707	315,707	1,667,962	102,654
Total current liabilities		4,305,117	3,884,416	12,793,244	90,897,590
Non-current liabilities					
Liabilities under finance lease agreements, net	18	1,395,205	1,395,205	1,696,945	-
Deferred tax liabilities	4, 19	912,490	912,490	58,824	44,625,716
Employee benefit obligations	20	1,616,515	1,616,515	503,413	-
Total non-current liabilities		3,924,210	3,924,210	2,259,182	44,625,716
Total liabilities		8,229,327	7,808,626	15,052,426	135,523,306
Shareholders' equity					
Share capital	21				
Authorised share capital					
Ordinary shares, 11,817,878,375 at par value of Baht 0.10 each (31 December 2014: 3,292,500,000 shares at par value of Baht 0.10 each)		1,181,787,838	1,181,787,838	329,250,000	210,000,000
Issued and paid-up share capital					
Ordinary shares, 7,902,000,000 paid-up of Baht 0.10 each (31 December 2014: 2,634,000,000 shares paid-up of Baht 0.10 each)		790,200,000	790,200,000	263,400,000	131,700,000
Premium on share capital		36,500,000	36,500,000	36,500,000	36,500,000
Retained earnings (deficits)					
Appropriated					
Legal reserve		8,297,905	8,297,905	8,297,905	8,297,905
Unappropriated	4	(131,906,209)	(131,679,026)	(58,590,703)	(209,706,257)
Other components of equity	4	2,741,726	2,741,726	165,555	178,502,863
Equity attributable to owners of the parent		705,833,422	706,060,605	249,772,757	145,294,511
Non-controlling interests	14	281,335	-	-	-
Total shareholders' equity		706,114,757	706,060,605	249,772,757	145,294,511
Total liabilities and shareholders' equity		714,344,084	713,869,231	264,825,183	280,817,817

Asset Bright Public Company Limited
Statement of Comprehensive Income
For the year ended 31 December 2015

	Notes	Consolidated	Company	
		31 December 2015 Baht	31 December 2015 Baht	Restated 31 December 2014 Baht
Revenue from sale of goods		58,996,888	58,996,888	56,678,355
Cost of sales of goods		(64,239,440)	(64,239,440)	(50,984,782)
Gross profit (loss)		(5,242,552)	(5,242,552)	5,693,573
Other income	22	1,305,698	1,312,535	3,557,446
Selling expenses	23	(25,860,424)	(25,860,424)	(22,987,436)
Administrative expenses	23	(43,401,521)	(42,972,510)	(37,889,071)
Finance costs		(115,748)	(115,748)	(682,872)
Loss before income tax		(73,314,547)	(72,878,699)	(52,308,360)
Income tax expense	24	(209,624)	(209,624)	(17,435)
Net loss for the period		(73,524,171)	(73,088,323)	(52,325,795)
Other comprehensive income (expense):				
Items that will not be reclassified to profit or loss:				
Loss on revaluation surplus on assets		-	-	(19,687,230)
Income tax on items that will not be reclassified		-	-	3,937,446
Total items that will not be reclassified to profit or loss		-	-	(15,749,784)
Items that will be reclassified to profit or loss:				
Change in value of available-for-sale investments		3,220,213	3,220,213	206,944
Income tax on items that will be reclassified		(644,042)	(644,042)	(41,389)
Total items that will be reclassified to profit or loss		2,576,171	2,576,171	165,555
Other comprehensive income (expense) for the period, net of tax		2,576,171	2,576,171	(15,584,229)
Total comprehensive expense for the period		(70,948,000)	(70,512,152)	(67,910,024)
Net loss attributable to:				
Owners of the parent		(73,315,506)	(73,088,323)	(52,325,795)
Non-controlling interests		(208,665)	-	-
		(73,524,171)	(73,088,323)	(52,325,795)
Total comprehensive expense attributable to:				
Owners of the parent		(70,739,335)	(70,512,152)	(67,910,024)
Non-controlling interests		(208,665)	-	-
		(70,948,000)	(70,512,152)	(67,910,024)
Loss per share				
Basic loss per share	25	(0.014)	(0.014)	(0.031)
Diluted loss per share	4, 25	(0.010)	(0.010)	(0.027)

Asset Bright Public Company Limited
Statement of Changes in Shareholders' Equity
For the year ended 31 December 2015

		Consolidated							
		Attributable to owners of the parent							
				Retained earnings (deficits)		Other component of shareholders' equity			
						Other comprehensive income (expense)			
						Available-for-sale investments			
								Total owners of the parent	
								Non-controlling interests	
								Total shareholders' equity	
Notes	Issued and paid-up share capital	Premium on share capital	Appropriated - legal reserve	Unappropriated	Available-for-sale investments	Total owners of the parent	Non-controlling interests	Total shareholders' equity	
	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	
Opening balance at 1 January 2015									
(As previously reported)	263,400,000	36,500,000	8,297,905	(58,366,324)	-	249,831,581	-	249,831,581	
Retrospective adjustments from errors	4	-	-	(224,379)	165,555	(58,824)	-	(58,824)	
Opening balance at 1 January 2015									
(As adjusted)	263,400,000	36,500,000	8,297,905	(58,590,703)	165,555	249,772,757	-	249,772,757	
Changes in equity for the year									
Proceeds from shares issued in a subsidiary	14	-	-	-	-	-	490,000	490,000	
Proceeds from shares issued	21	526,800,000	-	-	-	526,800,000	-	526,800,000	
Total comprehensive income (expense) for the year		-	-	(73,315,506)	2,576,171	(70,739,335)	(208,665)	(70,948,000)	
Closing balance at 31 December 2015	790,200,000	36,500,000	8,297,905	(131,906,209)	2,741,726	705,833,422	281,335	706,114,757	

Asset Bright Public Company Limited
Statement of Changes in Shareholders' Equity (Cont'd)
For the year ended 31 December 2015

	Company								
	Notes	Issued and paid-up share capital Baht	Premium on share capital Baht	Retained earnings (deficits)		Other component of shareholders' equity		Total other component of equity Baht	Total shareholders' equity Baht
				Appropriated - legal reserve Baht	Unappropriated Baht	Other comprehensive income (expense)			
						Surplus on assets revaluation Baht	Available-for-sale investments Baht		
Opening balance at 1 January 2014		131,700,000	36,500,000	8,297,905	(209,706,257)	178,502,863	-	178,502,863	145,294,511
Changes in equity for the year									
Proceeds from shares issued		131,700,000	-	-	-	-	-	-	131,700,000
Transferred revaluation surplus on assets and deferred tax liabilities to retained earnings (deficit)		-	-	-	201,379,528	(160,691,258)	-	(160,691,258)	40,688,270
Transferred depreciation of surplus on asset revaluation to retained earnings (deficit)		-	-	-	2,061,821	(2,061,821)	-	(2,061,821)	-
Total comprehensive income (expense) for the year (After adjusted)		-	-	-	(52,325,795)	(15,749,784)	165,555	(15,584,229)	(67,910,024)
Closing balance at 31 December 2014		<u>263,400,000</u>	<u>36,500,000</u>	<u>8,297,905</u>	<u>(58,590,703)</u>	<u>-</u>	<u>165,555</u>	<u>165,555</u>	<u>249,772,757</u>
Opening balance at 1 January 2015 (As previously reported)		263,400,000	36,500,000	8,297,905	(58,366,324)	-	-	-	249,831,581
Retrospective adjustments from errors	4	-	-	-	(224,379)	-	165,555	165,555	(58,824)
Opening balance at 1 January 2015 (As adjusted)		263,400,000	36,500,000	8,297,905	(58,590,703)	-	165,555	165,555	249,772,757
Changes in equity for the year									
Proceeds from shares issued	21	526,800,000	-	-	-	-	-	-	526,800,000
Total comprehensive income (expense) for the year		-	-	-	(73,088,323)	-	2,576,171	2,576,171	(70,512,152)
Closing balance at 31 December 2015		<u>790,200,000</u>	<u>36,500,000</u>	<u>8,297,905</u>	<u>(131,679,026)</u>	<u>-</u>	<u>2,741,726</u>	<u>2,741,726</u>	<u>706,060,605</u>

Asset Bright Public Company Limited
Statement of Cash Flows
For the year ended 31 December 2015

	Notes	Consolidated	Company	
		31 December 2015 Baht	31 December 2015 Baht	Restated 31 December 2014 Baht
Cash flows from operating activities				
Loss before income tax		(73,314,547)	(72,878,699)	(52,308,360)
Adjustments for:				
Depreciation	15, 23	1,341,808	1,341,808	3,474,577
Amortisation	16, 23	3,074,997	3,074,997	96,518
Employee benefits obligations		1,113,102	1,113,102	503,413
Loss (gain) on disposal and write off of equipments		15,867	15,867	(487,215)
Gain on disposal of temporary investments		(306,533)	(306,533)	23,837
Loss on disposal of available-for-sale investments		460,867	460,867	-
Loss on disposal of non-current assets held for sales		-	-	14,818
Interest income		(697,926)	(697,926)	(386,230)
Finance costs		115,748	115,748	682,872
Changes in working capital				
- Trade accounts and other receivables		4,490,385	4,480,385	(4,710,678)
- Inventories		22,772,597	22,772,597	(82,087,175)
- Other current assets		(4,061,326)	(4,061,294)	(2,854,372)
- Other non-current assets		2,902,234	2,902,234	(163,800)
- Trade and other payables		(5,879,825)	(6,300,526)	1,242,354
- Other current liabilities		(1,352,255)	(1,352,255)	1,565,308
Cash used in operating activities		(49,324,807)	(49,319,628)	(135,394,133)
Income tax paid		(430,657)	(430,657)	(1,477,543)
Net cash used in operating activities		(49,755,464)	(49,750,285)	(136,871,676)
Cash flows from investing activities				
Increase in cash at financial institutions pledged as collateral	27 b)	(51,966,481)	(51,966,481)	-
Purchase of equipments	15	(892,825)	(892,825)	(4,136,591)
Purchase of intangible assets	16	(28,610,358)	(28,610,358)	(1,048,990)
Purchase of temporary investments	9	(400,076,100)	(400,076,100)	(96,873,760)
Purchase of available-for-sale investments	13	(256,652,380)	(256,652,380)	(40,000,000)
Payments for investment in a subsidiary	14	-	(510,000)	-
Proceeds from disposals of temporary investments		172,141,330	172,141,330	49,952,326
Proceeds from disposals of available-for-sale investments		59,078,265	59,078,265	-
Proceeds from disposals of asset held for sales		-	-	208,325,182
Proceeds from disposals of equipments		-	-	572,583
Interest received		697,926	697,926	386,230
Net cash generate from (used in) investing activities		(506,280,623)	(506,790,623)	117,176,980

Asset Bright Public Company Limited
Statement of Cash Flows (Cont'd)
For the year ended 31 December 2015

	Notes	Consolidated	Company	
		31 December 2015 Baht	31 December 2015 Baht	Restated 31 December 2014 Baht
Cash flows from financing activities				
Interest paid		(115,748)	(115,748)	(516,294)
Payments on short-term loans from financial institution	18	-	-	(49,000,000)
Payments on short-term loans from related parties	26 b)	-	-	(33,000,000)
Payments on liabilities under finance lease agreements		(283,504)	(283,504)	(636,373)
Proceeds from paid-up issued shares	21	526,800,000	526,800,000	131,700,000
Proceeds from investments in a subsidiary for non-controlling interests	14	490,000	-	-
Net cash generate from financing activities		526,890,748	526,400,748	48,547,333
Net (decrease) increase in cash and cash equivalents		(29,145,339)	(30,140,160)	28,852,637
Opening balance of cash and cash equivalents		47,699,892	47,699,892	18,817,255
Closing balance of cash and cash equivalents		18,554,553	17,559,732	47,669,892

Non-cash transactions:

During the years ended 31 December 2015 and 2014, the following significant non-cash transactions occurred:

Revaluation on property plant and equipment		-	-	(19,867,230)
Other payables from purchase of property, plant and equipment	17	-	-	1,274,283
Liabilities under finance lease agreements, net	18	1,395,205	1,395,205	1,696,945

3) Key Financial Ratios as of December 31

Financial Ratios		2015	2014	2013
<u>Liquidity Ratios</u>				
Current ratio	times	90.96	19.85	0.53
Quick ratio	times	68.91	10.54	0.21
Cash ratio	times	(15.93)	(4.31)	(0.04)
Receivable turnover	times	-	-	5.16
Average collection period	days	-	-	70.00
Inventory turnover	times	0.67	0.77	5.41
Average days to sell inventory	days	543.82	472.89	67.00
Payable turnover	times	8.84	7,923.04	15.61
Payable Conversion period	days	41.28	0.05	24.00
Cash Cycle	days	522.39	472.84	113.00
<u>Profitability Ratios</u>				
Gross profit margin	%	(8.89)	10.05	(32.30)
Operating profit margin	%	(126.29)	(97.34)	(62.21)
Cash flow to net income ratio	times	0.67	4.05	0.00
Net profit margin	%	(121.93)	(86.20)	(93.15)
Return on equity	%	(15.38)	(26.37)	(108.82)
<u>Efficiency Ratios</u>				
Return on assets	%	(14.95)	(18.85)	(43.96)
Return on fixed assets	%	(11.77)	(0.41)	(64.81)
Asset turnover	times	0.08	0.23	0.47
<u>Leverage Ratios</u>				
Debt to equity ratio	times	0.01	0.06	0.93
Interest coverage ratio	times	(632.40)	(75.30)	(0.78)
Dividend payout	%	0.00	0.00	0.00

13. Management discussion and analysis (MD&A)

13.1 Results of operation and significant changes

1) Overall results of operation

In 2015, the company's core business was real estate, e-commerce and event organizing business. Portion revenues of the real estate business accounted for 72% of total revenue, the e-commerce accounted for 15% of total revenue and, the event organizing business accounted for 15% of total revenue.

The company still emphasized core business in real estate. In 2015 the company sold out all units of condominium in Nawatara River Life Condominium. Now the company remains 1 project; 6 units of the Sathorn Chapraya Condominium which there are good prospects. As the company will invest in units of condominium which has good location and high potential. The company bought the project at a price lower than the market because of its big lots of purchase.

For E-business, the company started operation in distributor business, online merchandising by using abc Point. However transferring point transactions were increased from 2014. A number of banks offering redemption to ABC POINT increased from 2 to 3 Banks in 2015, that were BBL, KTC and ICBC. The company also expanded services in e-service payment in which customers can pay water billing by ABC application via mobile phone. Nowadays, the company is still developing website and various applications in order to support a variety of services and more convenience. So the company still had high cost of development and promotional expenses in 2015 to support www.abcpoint.com and ABC Payment application in order to increase brand recognition and credibility among customers

Event organizing business in 2015 had large losses when compared to other segments. As the company had just entered into event organizer in which the company has no personnel with expertise, coupled with highly competitive. As a result, the company had gross losses from this segment. Currently, the company has already stopped operation in this segment.

From the company's financial statements for the year ended 2015, the company has net loss of THB73.52 million which was increased by THB21.20 million or 41% increase due to causes as following;

Sales in 2015 were increased by THB2.32 million from THB56.68 million in 2014 to THB59 million in 2015 or about 4% increase because the Company sold out all units of Bann Nawatara River Life Condominium in 2015. However, cost of goods sold increased from THB50.98 million in 2014 to THB64.24 million in 2015 or

about 26% increase that caused to have gross loss of THB5.24 million in 2015 from event organize segment. While, selling and administrative expenses also increased due to business expansion. Thus, the Company's the net loss in 2015 was THB73.52 million.

2) Economic and industry conditions influencing operations

In 2015, real estate industry was experiencing slow growth due to poor economic conditions that affected consumers' purchasing power and tightened housing loans. These factors have negatively affected sales of company's condominiums. In respond, the company made sales promotion and was successful in attracting customers with purchasing power which some project can be sold out. Moreover, the company cooperate with independent sale agents for sale units of condominium in order to increase more sale channel.

For the e-commerce industry, there was substantial growth in 2015 and the trend is expected to continue in future. Specifically, consumers use more smart phones that enable customers to make online transactions more conveniently and easily. More reliable and popular online payment make customers trend to more purchasing online products. However, the company has only recently started its e-commerce business, it had to create ABC Point to be recognized and credibility among customers.

13.2 Financial Performance

1) Revenue

Types of revenue	Year 2015 (million baht)	Year 2014 (million baht)	Difference (million baht)
Revenue from sales of goods	8.53	25.24	(16.71)
Revenue from rendering services	7.82	-	7.82
Revenue from sale of property (condominium units)	42.65	31.44	11.21
Other revenue	1.31	3.76	(2.45)
Total revenue	60.31	60.44	(0.13)

Revenue from sale of goods in the year 2015 were THB59 million increased by THB2.32 million or increased 3.93% from the same period of last year as follow;

Revenue from sale of E-Commerce goods amount of THB8.53 million decreased by THB16.71 million from the prior year as a result of sales decreased. In the year 2014 ABC Point had been established. The company had high sale promotion for attractive customers. Moreover, the company emphasized in big lots in the year 2014 that effect to high sale volume while in the year 2015 sales was as retail.

Revenue from event organizer amount of THB7.82 million increased entire amount when compared with the same period of the year 2014. In the year 2015, the company organized 2 events; Beast Fan Meeting Bangkok and Nathan East Live in Bangkok which both were not succeed because the company had no enough experience in managing events.

Revenue from real estate amount of THB42.65 million increased THB11.21 million from last year as the company sold units of condominium which the 8 units of Bann Navatara River Life Condominium was sold out in this year amount of THB15.69 million. Moreover, the company sold 2 units of Bann Sathorn Chaophaya amount of THB26.68 million which sale increase from prior year. As a result, revenue from real estate increased from prior year.

2) Costs of sale of goods and rendering of services

Types of Cost	Year 2015 (million baht)	Year 2014 (million baht)	Difference (million baht)
Cost of sales of goods	7.81	27.22	(19.41)
Cost of rendering services	17.96	-	17.96
Cost incurred in selling property (condominium units)	38.47	23.76	14.71
Total cost of sales and services	64.24	50.98	13.26

In 2015 total cost of sales of goods and rendering of services were increased by THB13.26 million as follow;

Cost of sales of goods decreased because of sale dropped. In 2014, the company set promotional campaigns; a low cost price to attract customers in our company website's opening event. Thus, the company has sold more than this year

Cost in rendering service was increased entire amount of THB17.96 million which came from sale of Beast Fan Meeting Bangkok and Nathan East Live in Bangkok amounting to THB13.23 million and THB4.73 million, respectively

Cost incurred in selling property (condominium units) increased by THB14.71 million. This was due to high volume of sales and transfers of Nawatara River Life Condominium units. There are also increasing sale of Bann Sathorn Chaopaya.

3) Gross loss

The Company had gross loss of 8.89% in the year 2015 which had gross profit of 10.05% in the year 2014, as a main result of gross loss in the year 2015 came from event organizing segment amount of THB10.14 million from missing target of sales and high cost of sale. However, in the year 2015 the Company had gross profit from sales of real estate amount of THB4.21 million or 10% of its sales and had gross profit from sales of E-Commerce goods amount of THB0.71 million or 8% of its sales.

4) Selling and administrative expense

■ Selling expenses

In the year 2015, the Company had selling expenses amount of THB25.86 million or 42.88% of total sales when compared the year 2014 which was amount of THB22.99 million or 38.02% of total sales. Selling expense was increased by THB2.77 million from the prior year due to selling expense which advertised for marketing in ABC Point and E-Business that effect to increase of advertising expense from prior year.

■ **Administrative expense**

In the year 2015, the Company had administrative expenses amount of THB43.40 million when compared to amount of THB37.89 million prior year which increased by THB5.51 million because of expanding business. The company paid more for professional consultant fees such as financial advisor, IT advisor, Law advisor for consultant.

13.3 Management of Assets

1) Financial Position

Asset

As at 31 December 2015 , the Company had total assets of THB714.34 million which consisted of current asset of THB391.60 million increasing by THB177.81 million or 45.41 % from last year and non-current asset of THB322.74 million increasing THB271.71 million or 84.19 % from last year due to main causes as following:

■ Current Assets

Short-term investment amount of THB 277.17 million as at 31 December 2015 was increased by THB230.16 million from last year. As in the year 2015, the company proceeded from paid-up issued

shares and invested in short-term investment as THB262.03 million of fixed income fund and THB15.13 million of money market fund.

Inventories amount of THB84.33 million as at 31 December 2015 was decreased by THB22.77 million from last year as the result of sell unit of condominium THB55.67 million. The remaining of Bann Sathorn Chaophaya condominium 6 units for sales is THB71.26 million. The Company purchased E-commerce goods for sales in the year 2015 and their remaining goods is THB13.06 million.

■ Non-current

Available for sale investments amount of THB238.51 million as at 31 December 2015 was increased by THB198.42 million from last year. As the year 2015, cash which proceeded from paid-up issued shares and is excess from the company's operating, invested in available for sale investments as THB111.56 million of Mid-term fixed income fund, THB5.91 million of equity fund and THB121.03 million of fixed income fund.

Net intangible assets amount of THB26.34 million as at 31 December 2015 was increased by THB24.26 million from last year as the result of investment THB27.34 million in development of E-Commerce system and Service Payment System in order to serve E-Commerce Business including E-Auction System to serve online property auction.

■ Liabilities

As at 31 December 2015, the Company had total liabilities of THB8.23 million which consisted of current liabilities of THB4.30 million and non current liabilities of THB3.92 million. Liabilities were decreased by THB6.82 million from last year from the main reasons follow;

Current liabilities were declining THB8.49 million as result of repayment of event payables and others payables amount of THB5.95 million and decrease of advance received for points amount of THB1.65 million.

■ Shareholder's equity

As at 31 December 2015, the Company had total shareholders' equity of THB706.11 million rose by THB456.34 million as the result of paid-up issued shares capital amount of THB526.80 million in the period. However, retained deficits unappropriated for the year 2015 were increased by THB73.31 million.

2) Analysis of financial position

Current assets were 54.81% of total assets which the majority is composed of Short-term investment and remaining inventory stock of ready- for-sale condominium units.

Receivable turnover was 0 time which is the same as previous year. This was due to nature of transactions in e-commerce where the company receives payment in advance or at the time of purchase. Similarly, in real estate the condominiums units are transferred only when the customer makes full payment.

Inventory turnover reduced to 0.67 times from 0.77 times in previous year. The slight reduction was due to increase in inventory of condominium units. This also affected average days to sell inventory to increase from 473 days to 544 days as inventory of condominiums units are more expensive and takes longer to sell.

Gross profit margin equaled to 8.89% an increased when comparing to previous year's gross loss margin of 10.05%. The increase of profit margin in 2015 came from company's real estate segment while gross loss in 2105 was from due to event organize segment

13.4 Suitability of Capital Structure

1) Source and use of funds

In 2105, the company's capital structure composed of cash from paid up issued share of THB 526.80 million. The details of source and use of capital in 2015 are as follows.

Type of Cash flow	Year 2015 (million baht)	Year 2014 (million baht)	Difference (million baht)
Net Cash flow (used in) operating activities	(49.75)	(136.87)	87.12
Net cash flow from (used in) investing activities	(506.28)	117.17	(623.45)
Net Cash flow (used in) financing activities	526.89	48.54	478.35
Net increase (decrease) in cash and cash equivalents	18.55	47.70	(29.15)

- Net Cash flow (used in) operating activities decreased from the previous year because the company used cash in last year purchasing unit of Bann Satorn Chophaya amount of THB104.66 million. And goods for sales amount of THB27.42 million. While in this year, the company purchased inventory only THB16.27 million. That derived to drop of cash flow from activities
- Net cash flow from (used in) investing activities increased from the previous year as the company invested in development of E-Business website and Service Payment amount of THB27.34 million

and used the remaining amount of the paid-up capital during waiting for investment in the company's operations to invest in available for-sale investments and short-term investments to get a better return than interest of deposits amount of THB519.85 million. While in the prior year, there was cash received from sale of land and property amount of THB208.89 million.

- Net Cash flow (used in) financing activities increased from previous year due to paid up capital increase of THB526.80 million to expand business in real estate segment
- Debt to equity ratio in 2015 was 0.01 times, compared to 0.06 times in 2014. The ratio was low due to repayment of remaining debt and more use of capital.

2) Investments

In 2015, the company invested in office equipment of THB0.89 million as well as website development of E-Business and E-payment system amount of THB27.34 million to build the reliability and modernization of websites and application function.

Moreover, on 11 February 2015, the company invested in ABC Innovation Company Limited by subscribing amount of THB510,000 or 51% of total registered ordinary shares and paid-up shares with the objective to develop and maintenance the software of the company's website and administrative software and hardware system.

3) Liquidity

Current ratio is at 90.96 times which is higher than 19.85 time in 2014. This is due to the company had no remaining liabilities payable and sufficient cash flow to support operations. So the company has used some of the funds to invest in short-term investments and available for-sale investments to get a better return than interest of deposits during waiting for investment in the company's operations

4) Capacity to repay debt

The company has been able to repay all debts according to the conditions of the loans.

13.5 Contingencies and off-balance sheet obligations

The company has the following contingencies as stated in the notes number 27 of the financial statements of the year ended 2015.

1) Operating lease commitments

The Group has commitment obligations in terms of buildings rental and consultant contracts which have payment due date since the statement of financial position date as follows:

	Consolidated	Company	
	2015	2015	2014
	Baht	Baht	Baht
Not later than 1 year	4,350,722	4,350,722	36,710,000
Later than 1 year but not later than 5 years	2,422,105	2,422,105	-
	<u>6,772,827</u>	<u>6,772,827</u>	<u>36,710,000</u>

2) Bank guarantees

As at 31 December 2015, there were outstanding bank guarantees for channel to bill payments of water expenses via ABC points the amount of THB 500,000 and for payments of postal expenses amount of THB10,000 totaling THB510,000 and guarantees for purchasing assets in advance amount of THB51,456,481 (as at 31 December 2014: Nil) for the utilities. The Company used cash at bank pledged as security.

13.6 Factors influencing future operations

Due to economic slowdown, lower purchasing power of consumers and tighter bank loans are factors influencing sales volume of condominium units. However, by hiring sales agents, the cost in selling property during periods of low sales volume is reduced because expenses only incur with the sale and transfer of property. So, the company emphasized sale on foreign customers by sale agent which the company hadn't recognized selling expenses during economic recession. The company only paid commission to sale agent when unit of condominium is transferred.

For e-business, the market of e-commerce will continue to grow in future and as customers increase online purchases. However, competitors enter in the e-commerce market that result to high competition in the market. The company has to put sale promotion to build brand recognition through media. Moreover, cost in development e-commerce system factors is high. As a result, cost and expense are high at the beginning period of operation. However, the company has still developed continuously in website system to convenience in making purchases and security are key factors influencing consumer decisions when making online purchases. The company has recognized such important factors so it will invest in enhancing its website which need specialized experts in order to increase credibility and widespread recognition.

For event organizing business, the company had decided to stop in this business from result of operation in 2015. As event organize had not achieved success as expected. Personnel in event organizer is also inadequate. Thus, quitting this business to help reduce risk that may effect to result of main operation's company.

Report of Audit Committee for the year of 2016

To Shareholders :

The Audit Committee of Asset Bright Public Company Limited has been appointed by the Board of Directors to ensure that the Company performs its responsibilities in compliance with the laws and regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission. The Committee consists of three fully qualified independent directors with expertise and experiences in organization management, laws, accounting, taxation and trading. All members of the Audit Committee are not a member of any sub-committee. Currently, they are named as:

1. Mr.Suthep Pongpitak	position	Chairman of Audit Committee
2. M.R.Chirakom Kitiyakara	position	A Member of Audit Committee
3. Mr.Kumpanat Wunnawong	Position	A Member of Audit Committee

In the year 2016, Audit Committee has arranged total 5 meetings that performed its duties as assigned by the Board of Directors and according to the Audit Committee Charter, which is in line with the regulations of the Stock Exchange of Thailand. The key is focused by internal control to ensure effective internal control and risk management that is adequate and suitable for business operations including accurate and reliable accounting financial reporting systems, as well as compliance with laws, rules and regulations relevant to the Company's business that would summarise main tasks as following:

1. Review of Financial Statements

Associate with external auditor, internal auditor and management, the Audit Committee reviews quarter and annual financial statements including the consolidated financial statements of the Company and subsidiaries and will point essential issues with recommendation and advice to ensure that the preparation of financial statements was accurate, reliable and consistently in accordance with the generally-accepted accounting standards, while material information was adequately and timely disclosed in compliance with the applicable law and regulations of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission.

2. Review of Risk Management

The Audit Committee had reviewed the risk management concerned by policy, plans and guideline of business risk management and consider in the internal and external factors including possibilities of impact to manage risks to be at the acceptable level. The meeting between the Audit Committee and the Risk Management Committee was held regularly every quarter. The Audit Committee has monitored continuously and provided the guideline and recommendations in order for the Risk Management

Committee to manage risks to be in accordance with and supportive strategy of the organization.

3. Review of Internal Control

The Audit Committee considered and reviewed the internal control system together with the head of Internal Auditor Department and external auditors by quarterly that would consider in operation, resources and assets to prevent any mistakes, corruption, and made the reliability of the financial statements and strict compliance with law and regulations. The Audit Committee had followed up quarterly internal audit report to ensure sufficient internal control and increase the development of quality of all effective business systems.

4. Review of Good Corporate Governance

The Audit Committee had reviewed the business operation of the Company and audited performance of all departments to ensure the integrity and compliance with the regulations of the Stock Exchange of Thailand and related laws of real estate development business and E-Commerce business.

5. Review of related, connected or conflict-of-interest transactions

The Audit Committee had reviewed and given opinions on the Company and subsidiaries' related transactions, connected transactions or conflicts of interest to ensure that these transactions shall be executed only as necessary and reasonable basis according to the regulations of the stock Exchange of Thailand, for the best interests of all stakeholders.

6. Appointment of Auditors for the year 2016. The Audit Committee agreed to propose Pricewaterhouse Coopers ABAS Ltd to be the auditor of Asset Bright Public Co.,Ltd. in 2016 and proposed to the Board of Directors and the Annual General Meeting of Shareholders to consider for approval due to good skill and well experience to assist auditing the Company's financial reports.

In Summary, the Audit Committee performed its duties and responsibilities stated in its charter of the Audit Committee approved by the Board of Directors with competence, cautious, and adequate independence for the equitable benefit of stakeholders. The Audit Committee has an opinion that the Company's financial reports are accurate, reliable, and in accordance with the generally accepted accounting principles. In addition, the Company commands adequate risk management practices and a suitable effective internal audit, has in place work practices aligning with good governance, and complies with laws, requirements, and obligations related to its businesses.



.....
(Mr.Suthep Pongpitak)
Chairman of Audit Committee

Report of the Board of Directors' Responsibility in Financial Statements

The Board of Directors of Asset Bright Public Company Limited (“the Company”) is responsible for the consolidated financial statements of the Company and its subsidiaries as well as financial information in the annual report. The financial statements are prepared in accordance with generally accepted accounting standards which are appropriately applied on a consistent basis. Conservation judgment and best estimate are adopted in this preparation. In addition, all important information is adequately disclosed in the notes to financial statements.

The Board of Directors has set up and maintained an effective internal control to reasonably ensure that all accounting records are accurate, complete and sufficient to secure its assets. Moreover, all possible weakness could be found to prevent fraud or material unusual transactions.

In this regard, Board of Directors of the Company which consists of independent directors who responsible for reviewing quality of financial reporting and internal control system. The Opinion of Audit Committee appeared in the report of Audit Committee.

The Board of Directors has an opinion that the Company’s internal control system is adequate and appropriate. It could create a reasonable assurance that financial statements of Asset Bright Public Company Limited for the year ended December 31, 2016 prepared and disclosed correctly as appropriate in essence.



(Mrs.Linjong Singkornbuth)

Chairman of Board of Directors



(Mr.Porameth Rungrongtanin)

Chief Executive Officer

Report of The Risk Management Committee

To The Shareholders

Asset Bright Public Company Limited are seriously concerned on risk management for overall enterprise to build the Company's sustainability. The Company commits to manage risks by The Committee of Sponsoring Organizations of the Treadway Commission - Enterprise Risk Management (COSO-ERM) that relates to our business operation and the Company's work of process to make more efficient internal control. The COSO-ERM can classify as 8 elements as following:

Element 1) Internal Environment

Element 2) Objective Setting

Element 3) Event Identification

Element 4) Risk Assessment

Element 5) Risk Responses

Element 6) Control Activities

Element 7) Information and Communication

Element 8) Monitoring

In 2016, the Company operated risk management process to evaluate activities in our main business fields that could give us know opportunity to face risks in each activities and how often each risks may occur and what impact of each risks would effect to the Company. This process should assist each units to prepare their plans or strategies to avoid or reduce risk. Moreover, this should make our main business unit understand risk that may occur from operation and would find the ways to protect risk to impact us less and prepare suitable actions to protect risks in the future.

The Risk Management Committee has been assigned by the Company's Board of Directors to monitor the Company's operation and ensure to do business as transparency and qualified audit with good governance that should build confident to shareholders, the Board of Directors and Executive Board of Directors. Moreover, this committee should build up good internal control to reinforce better efficient operation in the future.



.....

Mr. Premchai Kusolrerkeedee

Chairman of Risk Management Committee

ASSET BRIGHT PUBLIC COMPANY LIMITED

CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS

31 DECEMBER 2016



Independent Auditor's Report

To the Shareholders and the Board of Directors of Asset Bright Public Company Limited

My opinion

In my opinion, the consolidated financial statements of Asset Bright Public Company Limited (the Company) and its subsidiary (the Group) and the separate financial statements of the Company present fairly, in all material respects, the consolidated and separate financial position of the Group and of the Company as at 31 December 2016, and its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with Thai Financial Reporting Standards (TFRSs).

What I have audited

I have audited the accompanying consolidated and separate financial statements of the Group and the Company, which comprise the consolidated and separate statements of financial position as at 31 December 2016, and the related consolidated and separate statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes to the consolidated and separate financial statements, including a summary of significant accounting policies.

Basis for opinion

I conducted my audit in accordance with Thai Standards on Auditing (TSAs). My responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the consolidated and separate financial statements section of my report. I am independent of the Group and the Company in accordance with the Federation of Accounting Professions under the Royal Patronage of his Majesty the King's Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key audit matters

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the consolidated and separate financial statements of the current period. I determine one key audit matter: Asset acquisition of Orchid View Company Limited. The matter was addressed in the context of my audit of the consolidated and separate financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on the matters.

Key audit matter	How my audit addressed the key audit matter
<p><i>Asset acquisition of Orchid View Company Limited</i></p> <p>Refer to Notes 11 to the financial statements for outstanding inventory</p> <p>During the year 2016, the Company entered into a sales and purchase land and building agreement as an entire business transfer ('EBT') with Orchid View Company Limited and transferred the ownership of property, plant, equipment, and operational staff. However, the Company did not recognise employee benefit obligations due to the immaterial balance.</p>	<p>I interviewed management to understand the basis used for the recognition under EBT with Orchid View Company Limited.</p> <p>I reviewed management's assessment that the entire business transfer of Orchid View Company Limited qualifies as an acquisition of assets and not of a business by applying the definition in TFRS No.3 (revised 2015) Business combination.</p>

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Key audit matter	How my audit addressed the key audit matter
<p>Also, management assessed that the acquisition of the property, plant, equipment, and operational staff of Orchid View Company Limited qualifies as an acquisition of assets and not a business, by applying the three defining elements of a business under TFRS No.3 (revised 2015) Business combination.</p> <p>The acquisition of the Orchid View Company Limited was significant because of the size of the acquisition which contributed 78% of the Group's total assets and complexities, and involved significant judgement by management about whether it was a business combination or acquired assets situation. The accounting treatments of both are different and have an impact on recognition and measurement which are material to the financial statements.</p>	<ul style="list-style-type: none"> • I considered management's judgement when assessing the three elements of a business which are input, process and output under paragraph B7 - B17 of TFRS No. 3 (revised 2015) Business combination. <ul style="list-style-type: none"> - Input: I inspected the existence of property, plant, equipment and operational staff. - Process: I noted that the transferred employees are only operational staff and not an organised workforce who could provide the necessary processes that are capable of being applied to property, plant and equipment, which are inputs to create outputs. - Output: I noted that all tenants had cancelled the rental agreements with Orchid View Company Limited before the transfer date. So, there was no operation that generated income. Orchid View Company Limited registered for dissolution on 1 July 2016, and is liquidating the company. <p>Overall, the results of my test agreed with management's assessment that this is an acquisition of assets. This form of transaction or event does not give rise to goodwill.</p>

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated and separate financial statements and my auditor's report thereon. The annual report is expected to be made available to me after the date of this auditor's report.

My opinion on the consolidated and separate financial statements does not cover the other information and I will not express any form of assurance conclusion thereon.

In connection with my audit of the consolidated and separate financial statements, my responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or my knowledge obtained in the audit, or otherwise appears to be materially misstated.

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to the audit committee.

Responsibilities of the directors for the consolidated and separate financial statements

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with TFRSs, and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the Group and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group and the Company or to cease operations, or has no realistic alternative but to do so.

The audit committee assists the directors in discharging their responsibilities for overseeing the Group and the Company's financial reporting process.



Auditor's responsibilities for the audit of the consolidated and separate financial statements

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

As part of an audit in accordance with TSAs, I exercise professional judgment and maintain professional scepticism throughout the audit. I also:

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

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

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

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

PricewaterhouseCoopers ABAS Ltd.

Chanchai Chaiprasit
Certified Public Accountant (Thailand) No. 3760
Bangkok
20 February 2017

Asset Bright Public Company Limited
 Statement of Financial Position
 As at 31 December 2016

	Notes	Consolidated financial statements		Separate financial statements	
		2016	2015	2016	2015
		Baht	Baht	Baht	Baht
Assets					
Current assets					
Cash and cash equivalents	8	14,952,953	18,554,553	14,952,953	17,559,732
Short-term investments	9	107,586,778	277,167,197	107,586,778	277,167,197
Trade and other receivables	10	6,384,590	962,876	6,384,590	972,876
Advance payment related to the entire business transfer	11	30,155,900	-	30,155,900	-
Inventories	11	825,207,167	84,325,746	825,207,167	84,325,746
Other current assets	12	12,571,225	10,590,321	12,571,225	10,590,289
Total current assets		996,858,613	391,600,693	996,858,613	390,615,840
Non-current assets					
Deposit at financial institutions pledged as collateral	27 c)	14,940,000	51,966,481	14,940,000	51,966,481
Available-for-sale investments	13	19,191,485	238,512,107	19,191,485	238,512,107
Investments in a subsidiary	14	-	-	-	510,000
Building improvement and equipment, net	15	31,103,789	5,639,864	31,103,789	5,639,864
Intangible assets, net	16	22,261,352	26,338,339	22,261,352	26,338,339
Other non-current assets		14,393,314	286,600	14,393,314	286,600
Total non-current assets		101,889,940	322,743,391	101,889,940	323,253,391
Total assets		1,098,748,553	714,344,084	1,098,748,553	713,869,231

Director _____ Director _____

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

Asset Bright Public Company Limited
 Statement of Financial Position (Cont'd)
 As at 31 December 2016

	Notes	Consolidated financial statements		Separate financial statements	
		2016 Baht	2015 Baht	2016 Baht	2015 Baht
Liabilities and equity					
Current liabilities					
Short-term borrowings from financial institutions	18	235,327,701	-	235,327,701	-
Trade and other payables	17	9,349,308	3,687,670	9,349,308	3,266,969
Current portion of liabilities under finance lease agreements	18	321,148	301,740	321,148	301,740
Other current liabilities		524,859	315,707	524,859	315,707
Total current liabilities		245,523,016	4,305,117	245,523,016	3,884,416
Non-current liabilities					
Long-term borrowings from financial institutions	18	250,000,000	-	250,000,000	-
Liabilities under finance lease agreements, net	18	1,074,321	1,395,205	1,074,321	1,395,205
Deferred tax liabilities	19	1,092,767	912,490	1,092,767	912,490
Employee benefit obligations	20	2,136,325	1,616,515	2,136,325	1,616,515
Other non-current liabilities		3,973,877	-	3,973,877	-
Total non-current liabilities		258,277,290	3,924,210	258,277,290	3,924,210
Total liabilities		503,800,306	8,229,327	503,800,306	7,808,626
Equity					
Share capital	21				
Authorised share capital					
Ordinary shares, 11,817,878,375 at par value of Baht 0.10 each		1,181,787,838	1,181,787,838	1,181,787,838	1,181,787,838
Issued and paid-up share capital					
Ordinary shares, 7,902,000,000 paid-up of Baht 0.10 each		790,200,000	790,200,000	790,200,000	790,200,000
Premium on share capital		36,500,000	36,500,000	36,500,000	36,500,000
Retained earnings (deficits)					
Appropriated					
Legal reserve		8,297,905	8,297,905	8,297,905	8,297,905
Unappropriated		(239,995,482)	(131,906,209)	(239,995,482)	(131,679,026)
Other components of equity		(54,176)	2,741,726	(54,176)	2,741,726
Equity attributable to owners of the parent		594,948,247	705,833,422	594,948,247	706,060,605
Non-controlling interests		-	281,335	-	-
Total equity		594,948,247	706,114,757	594,948,247	706,060,605
Total liabilities and equity		1,098,748,553	714,344,084	1,098,748,553	713,869,231

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

Asset Bright Public Company Limited
Statement of Comprehensive Income (Cont'd)
For the year ended 31 December 2016

	Note	Consolidated financial statements		Separate financial statements	
		2016	2015	2016	2015
		Baht	Baht	Baht	Baht
Net loss attributable to:					
Owners of the parent		(108,681,579)	(73,315,506)	(108,908,762)	(73,088,323)
Non-controlling interests		(42,439)	(208,665)	-	-
		<u>(108,724,018)</u>	<u>(73,524,171)</u>	<u>(108,908,762)</u>	<u>(73,088,323)</u>
Total comprehensive expense attributable to:					
Owners of the parent		(110,885,175)	(70,739,335)	(111,112,358)	(70,512,152)
Non-controlling interests		(42,439)	(208,665)	-	-
		<u>(110,927,614)</u>	<u>(70,948,000)</u>	<u>(111,112,358)</u>	<u>(70,512,152)</u>
Loss per share					
Basic loss per share	25	<u>(0.014)</u>	<u>(0.014)</u>	<u>(0.014)</u>	<u>(0.014)</u>

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

Asset Bright Public Company Limited
Statement of Changes in Equity
For the year ended 31 December 2016

Consolidated financial statements										
Attributable to owners of the parent										
	Notes	Issued and paid-up share capital Baht	Premium on share capital Baht	Retained earnings (deficits)		Other component of equity		Total owners of the parent Baht	Non-controlling interests Baht	Total equity Baht
				Appropriated - legal reserve Baht	Unappropriated Baht	Available-for-sale investments Baht	Other comprehensive income (expense)			
Opening balance at 1 January 2015		263,400,000	36,500,000	8,297,905	(58,590,703)	165,555		249,772,757	-	249,772,757
Changes in equity for the year										
Proceeds from shares issued in a subsidiary	14	-	-	-	-	-	-	-	490,000	490,000
Proceeds from shares issued	21	526,800,000	-	-	-	-	-	526,800,000	-	526,800,000
Total comprehensive (expense) income for the year		-	-	-	(73,315,506)	2,576,171		(70,739,335)	(208,665)	(70,948,000)
Closing balance at 31 December 2015		<u>790,200,000</u>	<u>36,500,000</u>	<u>8,297,905</u>	<u>(131,906,209)</u>	<u>2,741,726</u>		<u>705,833,422</u>	<u>281,335</u>	<u>706,114,757</u>
Opening balance at 1 January 2016		790,200,000	36,500,000	8,297,905	(131,906,209)	2,741,726		705,833,422	281,335	706,114,757
Changes in equity for the year										
Dissolution of a subsidiary		-	-	-	-	-	-	-	(238,896)	(238,896)
Total comprehensive expense for the year		-	-	-	(108,089,273)	(2,795,902)		(110,885,175)	(42,439)	(110,927,614)
Closing balance at 31 December 2016		<u>790,200,000</u>	<u>36,500,000</u>	<u>8,297,905</u>	<u>(239,995,482)</u>	<u>(54,176)</u>		<u>594,948,247</u>	<u>-</u>	<u>594,948,247</u>

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

Asset Bright Public Company Limited
Statement of Changes in Equity (Cont'd)
For the year ended 31 December 2016

	Separate financial statements						
	Note	Issued and paid-up share capital Baht	Premium on share capital Baht	Retained earnings (deficits)		Other component of equity	Total equity Baht
						Other comprehensive income (expense)	
				Appropriated - legal reserve Baht	Unappropriated Baht	Available-for-sale investments Baht	
Opening balance at 1 January 2015		263,400,000	36,500,000	8,297,905	(58,590,703)	165,555	249,772,757
Changes in equity for the year							
Proceeds from shares issued	21	526,800,000	-	-	-	-	526,800,000
Total comprehensive (expense) income for the year		-	-	-	(73,088,323)	2,576,171	(70,512,152)
Closing balance at 31 December 2015		<u>790,200,000</u>	<u>36,500,000</u>	<u>8,297,905</u>	<u>(131,679,026)</u>	<u>2,741,726</u>	<u>706,060,605</u>
Opening balance at 1 January 2016		790,200,000	36,500,000	8,297,905	(131,679,026)	2,741,726	706,060,605
Changes in equity for the year							
Total comprehensive expense for the year		-	-	-	(108,316,456)	(2,795,902)	(111,112,358)
Closing balance at 31 December 2016		<u>790,200,000</u>	<u>36,500,000</u>	<u>8,297,905</u>	<u>(239,995,482)</u>	<u>(54,176)</u>	<u>594,948,247</u>

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

Asset Bright Public Company Limited
 Statement of Cash Flows
 For the year ended 31 December 2016

	Notes	Consolidated financial statements		Separate financial statements	
		2016	2015	2016	2015
		Baht	Baht	Baht	Baht
Cash flows from operating activities					
Loss before income tax		(107,844,766)	(73,314,547)	(108,029,510)	(72,878,699)
Adjustments for:					
Depreciation	15, 23	1,791,643	1,341,808	1,791,643	1,341,808
Amortisation	16, 23	5,596,148	3,074,997	5,596,148	3,074,997
Amortisation of prepaid rental expense	23	1,251,990	-	1,251,990	-
Employee benefit obligations		1,270,666	1,113,102	1,270,666	1,113,102
Loss on disposal and write off of equipment		-	15,867	-	15,867
Gain on disposal of short-term investments		(3,601,879)	(306,533)	(3,601,879)	(306,533)
(Gain) loss on disposal of available-for-sale investments		(5,102,195)	460,867	(5,102,195)	460,867
Loss from dissolution of a subsidiary		-	-	261,353	-
Interest income	22	(264,132)	(701,089)	(264,132)	(697,926)
Finance costs		13,696,903	115,748	13,696,903	115,748
Changes in operating assets (increase) decrease					
- Trade and other receivables		(5,337,185)	4,490,385	(5,327,185)	4,480,385
- Inventories		(740,881,421)	22,772,597	(740,881,421)	22,772,597
- Other current assets		(1,328,595)	(4,061,326)	(1,328,626)	(4,061,294)
- Other non-current assets		23,559,588	2,902,234	23,559,588	2,902,234
Changes in operating liabilities increase (decrease)					
- Trade and other payables		5,358,951	(5,879,825)	5,779,651	(6,300,526)
- Other current liabilities		209,152	(1,352,255)	209,152	(1,352,255)
- Other non-current liabilities		3,973,877	-	3,973,877	-
- Employee benefit obligations	20	(158,550)	-	(158,550)	-
Cash used in operating activities		(807,809,805)	(49,327,970)	(807,302,527)	(49,319,628)
Interest received		179,603	701,089	179,603	697,926
Income tax paid		(652,310)	(430,657)	(652,310)	(430,657)
Net cash used in operating activities		(808,282,512)	(49,057,538)	(807,775,234)	(49,052,359)

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

Asset Bright Public Company Limited
Statement of Cash Flows (Cont'd)
For the year ended 31 December 2016

	Notes	Consolidated financial statements		Separate financial statements	
		2016 Baht	2015 Baht	2016 Baht	2015 Baht
Cash flows from investing activities					
Advance payment related to the entire business transfer	11	(30,155,900)	-	(30,155,900)	-
Decrease (Increase) in deposit at financial institutions pledged as collateral	27 c)	37,026,481	(51,966,481)	37,026,481	(51,966,481)
Purchase of building improvement and equipment		(27,029,592)	(892,825)	(27,029,592)	(892,825)
Purchase of intangible assets	16	(1,519,161)	(28,610,358)	(1,519,161)	(28,610,358)
Purchase of short-term investments	9	(287,033,845)	(400,076,100)	(287,033,845)	(400,076,100)
Purchase of available-for-sale investments	13	-	(256,652,380)	-	(256,652,380)
Payments for investment in a subsidiary	14	-	-	-	(510,000)
Prepayment for leasehold right		(38,918,292)	-	(38,918,292)	-
Proceeds from dissolution of a subsidiary		-	-	248,647	-
Proceeds from disposals of short-term investments		458,730,621	172,141,330	458,730,621	172,141,330
Proceeds from disposals of available-for-sale investments		222,413,462	59,078,265	222,413,462	59,078,265
Net cash generated from (used in) investing activities		333,513,774	(506,978,549)	333,762,421	(507,488,549)
Cash flows from financing activities					
Interest paid		(8,097,171)	(115,748)	(8,097,171)	(115,748)
Proceeds from short-term borrowing from financial institution	18	229,804,681	-	229,804,681	-
Proceeds from long-term borrowing from financial institution	18	250,000,000	-	250,000,000	-
Payments on liabilities under finance lease agreements		(301,476)	(283,504)	(301,476)	(283,504)
Proceeds from paid-up issued shares	21	-	526,800,000	-	526,800,000
Proceeds from investments in a subsidiary for non-controlling interests	14	-	490,000	-	-
Payments to non-controlling interests for a dissolution of a subsidiary		(238,896)	-	-	-
Net cash generated from financing activities		471,167,138	526,890,748	471,406,034	526,400,748
Net decrease in cash and cash equivalents		(3,601,600)	(29,145,339)	(2,606,779)	(30,140,160)
Cash and cash equivalents at the beginning of the year		18,554,553	47,699,892	17,559,732	47,699,892
Cash and cash equivalents at the end of the year		14,952,953	18,554,553	14,952,953	17,559,732

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

Asset Bright Public Company Limited
 Statement of Cash Flows (Cont'd)
 For the year ended 31 December 2016

Consolidated financial statements		Separate financial statements	
2016	2015	2016	2015
Baht	Baht	Baht	Baht

Non-cash transactions:

During the years ended 31 December 2016 and 2015, the following significant non-cash transactions occurred:

Other payables from purchase of equipment	225,976	-	225,976	-
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The accompanying notes are an integral part of these consolidated and separate financial statements.

Asset Bright Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2016

1 General information

Asset Bright Public Company Limited (“the Company”) is a public limited company which is listed on the Stock Exchange of Thailand and is incorporated and domiciled in Thailand. The address of the Company’s registered office is as follows:

390 ABC World Tower, 2nd floor Soi Ramkhamhaeng 30, Ramkhamhaeng Road Hua-Mak Sub-District, Bangkapi District Bangkok

For reporting purposes, the Company and its subsidiary are referred to as ‘the Group’.

The principal business operations of the Group are purchasing of real estate for sale, selling online goods and services under ABC points, providing rental and rendering services of utilities and providing financial services under WeChat (E-payments).

These consolidated and separate financial statements were authorised for issue by the Board of Directors on 20 February 2017.

2 Accounting policies

The principal accounting policies applied in the preparation of these consolidated and separate financial statements are set out below:

2.1 Basis of preparation

The consolidated and separate financial statements have been prepared in accordance with Thai generally accepted accounting principles under the Accounting Act B.E. 2543, being those Thai Financial Reporting Standards issued under the Accounting Profession Act B.E.2547, and the financial reporting requirements of the Securities and Exchange Commission under the Securities and Exchange Act.

The consolidated and separate financial statements have been prepared under the historical cost convention except as disclosed in the accounting policies below.

The preparation of financial statements in conformity with Thai generally accepted accounting principles requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 5.

An English version of the consolidated and separate financial statements have been prepared from the statutory financial statements that are in the Thai language. In the event of a conflict or a difference in interpretation between the two languages, the Thai language statutory financial statements shall prevail.

Asset Bright Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2016

2 Accounting policies (Cont'd)

2.2 Related revised accounting standards and financial reporting standards

2.2.1 Revised accounting standards and revised financial reporting standards which are relevant and have a significant impact to the Group that are effective on 1 January 2016 are as follows:

TAS 36 (revised 2015)	Impairment of assets
TFRS 8 (revised 2015)	Operating segments
TFRS 13 (revised 2015)	Fair value measurement

The above revised accounting standards and revised financial reporting standards have no significant impact to the Group, except for disclosure that the Group disclosed the above standards into the financial statements.

2.2.2 Revised accounting standards that are effective on 1 January 2017 that are relevant to the Group and are not early adopted are as follows:

TAS 1 (revised 2016)	Presentation of financial statements
TAS 34 (revised 2016)	Interim financial reporting

Group's management is currently assessing the impact of applying the revised accounting standards to the consolidated and separate financial statements.

2.3 Group accounting - investments in subsidiaries

(1) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the group has control. The Group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair value of the assets transferred, the liabilities incurred to the former owners of acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in profit or loss.

Asset Bright Public Company Limited
Notes to the Consolidated and Separate Financial Statements
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2 Accounting policies (Cont'd)

2.3 Group accounting - investments in subsidiaries (Cont'd)

(1) Subsidiaries (Cont'd)

Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

In the Company's separated financial statements, investments in subsidiaries are accounted for at cost less impairment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment.

(2) Transactions with non-controlling interests

The Group treats transactions with non-controlling interests as transactions with equity owners of the Group. For purchases from non-controlling interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

(3) Disposal of subsidiaries

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities.

2.4 Foreign currency translation

(1) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates. ('the functional currency'). The consolidated financial statements are presented in Thai Bath, which is the Company's functional and the Group's presentation currency.

(2) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. Conversely, when a gain or loss on a non-monetary item is recognised in profit and loss, any exchange component of that gain or loss is recognised in profit and loss.

Asset Bright Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2016

2 Accounting policies (Cont'd)

2.5 Cash and cash equivalents

In the statements of cash flows, cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. In the statements of financial position, bank overdrafts are shown within borrowings in current liabilities.

2.6 Trade accounts receivable

Trade accounts receivable are carried at the original invoice amount and subsequently measured at the remaining amount less any allowance for doubtful receivables based on a review of all outstanding amounts at the year-end. The amount of the allowance is the difference between the carrying amount of the receivable and the amount expected to be collectible. Bad debts are written-off during the year in which they are identified and recognised in profit or loss within administrative expenses.

2.7 Inventories

Inventories consist of condominium units for sale, condominium for sale and goods for E-Commerce business.

Inventories are stated at the lower of cost and net realisable value. Cost is determined by the specific cost method. The cost of purchase comprises both the purchase price and costs directly attributable to the acquisition of the inventory, such as import duties and transportation charges, less all attributable discounts, allowances or rebates. Net realisable value is the estimate of the selling price in the ordinary course of business, less applicable variable selling expenses. Allowance is made, where necessary, for obsolete, slow-moving and defective inventories.

2.8 Investments

Investments other than investments in a subsidiary are classified into available-for-sale. The classification is dependent on the purpose for which the investments were acquired. Management determines the appropriate classification of its investments at the time of the purchase and re-evaluates such designation on a regular basis.

Investments intended to be held for an indefinite period of time, which may be sold in response to liquidity needs or changes in interest rates, are classified as available-for-sale; and are included in non-current assets unless management has expressed the intention of holding the investment for less than 12 months from the statement of financial position date or unless they will need to be sold to raise operating capital, in which case they are included in current assets.

Available-for-sale investments are initially recognised at cost, which is equal to the fair value of consideration paid plus transaction cost.

Available-for-sale investments are subsequently measured at fair value. The fair value of investments is based on quoted bid price at the close of business on the statement of financial position date by reference to the Stock Exchange of Thailand and Net Assets Value (NAV) quoted by the Asset Management Company at the last business day of the financial position date. The unrealised gains and losses of available for sale investments are recognised in other comprehensive income.

A test for impairment is carried out when there is a factor indicating that an investment might be impaired. If the carrying value of the investment is higher than its recoverable amount, impairment loss is charged to the statement of comprehensive income.

On disposal of an investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the profit or loss. When disposing of part of the Company's holding of a particular investment in debt or equity securities, the carrying amount of the disposed part is determined by the weighted average carrying amount of the total holding of the investment.

Asset Bright Public Company Limited
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2 Accounting policies (Cont'd)

2.9 Building improvement and equipment

Building improvement and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Depreciation on assets is calculated using the straight line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Building improvement	20 years
Office equipment	5 - 10 years
Furniture and fixtures	5 - 10 years
Vehicles	5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

The asset's carrying amount is written-down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.11).

Gains or losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

2.10 Intangible asset

Computer software

Costs associated with maintaining computer software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software product so that it will be available for use;
- management intends to complete the software product and use or sell it;
- there is an ability to use or sell the software product;
- it can be demonstrated how the software product will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the software product are available; and
- the expenditure attributable to the software product during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software product include the software development employee costs and an appropriate portion of relevant overheads.

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period.

Computer software development costs recognised as assets are amortised by straight-line method over their estimated useful lives 3 - 5 years.

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2 Accounting policies (Cont'd)

2.11 Impairment of assets

Assets that have an indefinite useful life, for example goodwill, are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash flows. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2.12 Leases - where the Company is the lessee

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases, net of any incentives received from the lessor are charged to profit or loss on a straight-line basis over the period of the lease.

Leases of equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the inception of the lease at the lower of the fair value of the leased property and the present value of the minimum lease payments.

Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. The outstanding lease obligations, net of finance charges, are included in other long-term liabilities. The interest element of the finance cost is charged to profit or loss over the lease period so as to achieve a constant periodic rate of interest on the remaining balance of the liability for each period. The property acquired under finance leases is depreciated over the shorter period of the useful life of the asset or the lease term.

Leases - where the Company is the lessor

Assets leased out under operating leases are included in building improvement and equipment in the statement of financial position. They are depreciated over their expected useful lives on a basis consistent with other similar building improvement and equipment owned by the Group. Rental income (net of any incentives given to lessees) is recognised on a straight-line basis over the lease term.

2.13 Borrowings

Borrowings are recognised initially at the fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between proceeds, net of transaction costs and the redemption value is recognised in profit or loss over the period of the borrowings using the effective yield method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent that there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of reporting date.

Asset Bright Public Company Limited
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2 Accounting policies (Cont'd)

2.14 Current and deferred income taxes

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of reporting period in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised, using the liability method, on temporary differences arising from differences between the tax base of assets and liabilities and their carrying amounts in the financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. Deferred income tax is provided on temporary differences arising from investments in subsidiaries, associates and joint arrangements, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.15 Employee benefits

Retirement benefits

Group companies operate various retirement benefits schemes. The Group has both defined benefit and defined contribution plans.

A defined contribution plan is a retirement plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. The Group pays contributions to a separate fund which is managed by an external fund manager in accordance with the provident fund Act. B.E. 2530. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

A defined benefit plan is a retirement plan that is not a defined contribution plan. Typically defined benefit plans define an amount of retirement benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability recognised in the statement of financial position in respect of defined benefit retirement plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using market yield of government bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related retirement liability.

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2 Accounting policies (Cont'd)

2.15 Employee benefits (Cont'd)

Retirement benefits (Cont'd)

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

Past-service costs are recognised immediately in profit or loss.

2.16 Provisions

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2.17 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.18 Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and service in the ordinary course of the Group's activities. Revenue is shown net of value-added tax, returns, rebates and discounts, and after eliminating sales within the Group. Revenue from sales of goods is recognised when ownership are transferred to the buyer. Revenue from rendering services is performed using accrual basis.

Interest income is recognised using the effective interest method.

Dividend income is recognised when the right to receive payment is established.

Other income is recognised using accrual basis.

2.19 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as board of director that makes strategic decisions.

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3 Financial risk management

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

3.1.1 Foreign exchange risk

The Group has no significant exposure to foreign currency risk relates due to its trading transactions are mainly carried out in Thai Baht. The Group does not use any derivative financial instruments to hedge foreign currency exposure.

3.1.2 Interest rate risk

The interest rate risk is the risk that future movements in market interest rates will affect the results of the Group's operations and its cash flows. The Group's normal exposure to interest rate risk relates primarily to its borrowings from financial institutions. However, the Group considers that it is not necessary to use derivative financial instruments to hedge such risk, as the management believes that future movements in market interest rates will not materially affect the Group's operating results.

3.1.3 Credit risk

The Group has no significant concentrations of credit risk. The Group has policies in place to ensure that sales of goods and services are made to customers with an appropriate credit history. The Group has policies that limit the amount of credit exposure to any one financial institution.

3.1.4 Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities, and the ability to close out market positions. Due to the dynamic nature of the underlying business, the Group aims at maintaining flexibility in funding by keeping committed credit lines available.

3.2 Financial instruments

The Group's financial assets present in statement of financial position comprise cash and cash equivalents, short-term investments, trade and other receivables and available-for-sale investments. The Group's financial liabilities present in statement of financial position comprise short-term borrowings from financial institutions, trade and other payables, and long-term borrowings from financial institutions. The accounting policies are separately disclosed in related topics.

The book values of cash and cash equivalents, trade and other receivables, short-term borrowings from financial institutions, trade and other payables, and long-term borrowings from financial institutions are approximate to their fair values.

The fair value measurement of short-term investments and available-for-sale investments was disclosed in Note 4.

Asset Bright Public Company Limited
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4 Fair value estimation

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

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

The followings table presents the Group's financial assets and liabilities that are measured at fair value at 31 December 2016 and 2015.

	Consolidated and Separate financial statements			
	2016			
	Level 1 Baht	Level 2 Baht	Level 3 Baht	Total Baht
Assets				
Short-term investments and available-for-sale investments				
Equity securities	-	-	-	-
Debt investments	-	126,778,263	-	126,778,263
Total assets (Note 9, 13)	-	126,778,263	-	126,778,263
	Consolidated and Separate financial statements			
	2015			
	Level 1 Baht	Level 2 Baht	Level 3 Baht	Total Baht
Assets				
Short-term investments and available-for-sale investments				
Equity securities	5,917,200	-	-	5,917,200
Debt investments	-	509,762,104	-	509,762,104
Total assets (Note 9, 13)	5,917,200	509,762,104	-	515,679,304

There were no transfers between levels 1 and 2 during the year.

a) Financial instruments in level 1

The fair value of financial instruments traded in active markets is based on quoted market prices at the statement of financial position date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the group is the current bid price. These instruments are included in Level 1.

b) Financial instruments in level 2

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. Specific valuation techniques used to value financial instruments based on Net Assets Values per units quoted by investment management companies.

If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

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5 Critical accounting estimates, assumption and judgement

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are outlined below.

a) Building improvement, equipment and intangible assets

Management determines the estimated useful lives and residual values for the building improvement, equipment and intangible assets of which are mainly considered by technical ability and economic useful lives. The management will revise the depreciation and amortisation charge where useful lives and residual values are significantly different to previously estimated, or it will write off or write down technically obsolete or assets that have been abandoned or sold.

b) Employee benefit obligations

The present value of the employee benefit obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions including the discount rate. Any changes in these assumptions will have an impact on the carrying amount of employee benefit obligations.

The Group determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the employee benefit obligations. In determining the appropriate discount rate, the Group considers the market yield of government bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related pension liability.

Other key assumptions for employee benefit obligations are based in part on current market conditions. Additional information is disclosed in Note 20.

6 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

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7 Segment information

Business segments information of the Group for the years ended 31 December 2016 and 2015, respectively are as follows:

	Consolidated financial statements			
	2016			
	Real estate segment Baht	E-Commerce segment Baht	Rental and rendering services segment Baht	Total Baht
Revenue	29,248,000	5,927,499	11,898,880	47,074,379
Revenue from inter-segment	-	-	-	-
Total revenue	29,428,000	5,927,499	11,898,880	47,074,379
Segment result	(13,486,482)	(1,502,159)	(24,736,675)	(39,725,316)
Unallocated costs				(63,555,868)
Operating loss				(103,281,184)
Other income				9,133,321
Finance costs				(13,696,903)
Loss before income tax				(107,844,766)
Income tax expense				(879,252)
Net loss for the year				(108,724,018)
As at 31 December 2016				
Short-term investments (Note 9)				107,586,778
Inventories (Note 11)	821,689,787	3,517,380	-	825,207,167
Available-for-sale investments (Note 13)				19,191,485
Building improvement and equipment, net (Note 15)				31,103,789
Intangible assets, net (Note 16)				22,261,352
Unallocated assets				93,397,982
Consolidated total assets				1,098,748,553

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7 Segment information (Cont'd)

Business segments information of the Group for the years ended 31 December 2016 and 2015, respectively are as follows: (Cont'd)

	Consolidated financial statements			
	2015			
	Real estate segment Baht	E-Commerce segment Baht	Event organise segment Baht	Total Baht
Revenue from sale of goods	42,650,888	8,527,819	7,818,181	58,996,888
Revenue from inter-segment	-	-	-	-
Total revenue	42,650,888	8,527,819	7,818,181	58,996,888
Segment result	239,261	(10,966,621)	(11,860,396)	(22,587,756)
Unallocated costs				(51,916,741)
Operating loss				(74,504,497)
Other income				1,305,698
Finance costs				(115,748)
Loss before income tax				(73,314,547)
Income tax expense				(209,624)
Net loss for the year				(73,524,171)
As at 31 December 2015				
Short-term investments (Note 9)				277,167,197
Inventories (Note 11)	71,265,474	13,060,272	-	84,325,746
Available-for-sale investments (Note 13)				238,512,107
Building improvement and equipment, net (Note 15)				5,639,864
Intangible assets, net (Note 16)				26,338,339
Unallocated assets				82,360,831
Consolidated total assets				714,344,084

Information about major customers

The Group's revenues for the year ended 31 December 2016 and 2015 are retail trading and specific sales, so that no major customers.

The Group operates in 3 segments which are real estate segment, E-Commerce segment comprise of selling of online goods and services under ABC points and providing financial services under WeChat (E-payment), rental and rendering services segment (2015: The Group operates in 3 segments which are real estate segment, E-Commerce segment which is sales online goods and services under ABC points and event organise segment).

8 Cash and cash equivalents

	Consolidated financial statements		Separate financial statements	
	2016 Baht	2015 Baht	2016 Baht	2015 Baht
Cash on hand	29,542	24,791	29,542	24,791
Short-term bank deposits	14,923,411	18,529,762	14,923,411	17,534,941
Total cash and cash equivalents	14,952,953	18,554,553	14,952,953	17,559,732

The effective interest rate on short-term bank deposits was 0.20% - 0.63% (2015: 0.30% - 0.63%) per annum.

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9 Short-term investments

At 31 December 2016 and 2015, the summary of short-term investments is as follows:

	Consolidated and Separate financial statements			
	2016		2015	
	Cost Baht	Fair value Baht	Cost Baht	Fair value Baht
Available-for-sale securities				
-Debt securities	107,157,335	107,586,778	274,906,225	277,167,197
Add Revaluation adjustments	429,443	-	2,260,972	-
Total short-term investments	107,586,778	107,586,778	277,167,197	277,167,197

During the years ended 31 December 2016 and 2015, the movement of short-term investments is as follows:

	Consolidated and Separate financial statements	
	2016	
	Available-for- sale securities Baht	Total Baht
Book value - beginning balance, net	277,167,197	277,167,197
Addition	287,033,845	287,033,845
Disposal	(455,128,742)	(455,128,742)
Change in fair value of available-for-sale securities	(1,485,522)	(1,485,522)
Book value - ending balance, net	107,586,778	107,586,778

	Consolidated and Separate financial statements		
	2015		
	Available-for- sale securities Baht	Equity linked notes Baht	Total Baht
Book value - beginning balance, net	42,097,803	4,913,125	47,010,928
Addition	400,076,100	-	400,076,100
Disposal	(166,921,672)	(4,913,125)	(171,834,797)
Change in fair value of available-for-sale securities	1,914,966	-	1,914,966
Book value - ending balance, net	277,167,197	-	277,167,197

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10 Trade and other receivables

	Consolidated financial statements		Separate financial statements	
	2016 Baht	2015 Baht	2016 Baht	2015 Baht
Trade receivables	720,043	-	720,043	-
Less allowance for doubtful accounts	(33,585)	-	(33,585)	-
Trade receivables, net	686,458	-	686,458	-
Other receivables	3,330,778	25,760	3,330,778	25,670
Prepaid expenses	2,323,980	-	2,323,980	-
Others	43,374	937,116	43,374	947,116
Total trade and other receivables	6,384,590	962,876	6,384,590	972,876

Outstanding trade receivable as at 31 December 2016 and 2015 can be analysed as follows:

	Consolidated financial statements		Separate financial statements	
	2016 Baht	2015 Baht	2016 Baht	2015 Baht
Up to 3 months	720,043	-	720,043	-
3-6 months	-	-	-	-
6-12 months	-	-	-	-
Over 12 months	-	-	-	-
Total trade and other receivables	720,043	-	720,043	-
Less allowance for doubtful accounts	(33,585)	-	(33,585)	-
Total trade receivables, net	686,458	-	686,458	-

11 Inventories

	Consolidated and Separate financial statements	
	2016 Baht	2015 Baht
Bought condominium units for sales, net	46,190,364	71,265,474
Bought condominium for sales	775,499,423	-
Goods for sales (E-Commerce goods)	3,517,380	13,060,272
Total inventories	825,207,167	84,325,746

The cost of inventories recognised as expense and included in 'cost of sales' amounted to Baht 32,010,827 (2015: Baht 43,580,961).

On 9 March 2016, the Company entered into sales and purchase of business agreement of Orchid View Co., Ltd. under the entire business transfer by revenue code and paid deposit amount of Baht 168 million on that date.

At the Extraordinary General Meeting of the shareholders No. 1/2016, held on 15 June 2016, the shareholders approved the entire business transfer of Orchid View Co., Ltd. amount of Baht 705 million with the historical cost of Baht 25.43 million. On 30 June 2016, the Company registered ownership of land and building from Orchid View Co., Ltd., totaling amount of Baht 708.93 million (including related fees).

On 30 June 2016, the Company made advance payment of income tax and special business tax to Orchid View Co., Ltd. amount of Baht 30.16 million. The advance payments is due when Orchid View Co., Ltd. receives tax return according to the entire business transfer transaction. On 19 October 2016, the Company obtaining the confirmed letter in to claim on obtain the tax return. When the Orchid View Co., Ltd. is liquidate, the Company will get the money back.

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11 Inventories (Cont'd)

As at 31 December 2016, long-term borrowing from financial institution (Note 18) was secured by condominium for sale of the Company with the mortgaged amount of Baht 300 million (2015: Nil).

12 Other current assets

	Consolidated financial statements		Separate financial statements	
	2016 Baht	2015 Baht	2016 Baht	2015 Baht
Revenue department receivable	8,803,610	7,516,430	8,803,610	7,516,430
Others	3,767,615	3,073,891	3,767,615	3,073,859
Total other current assets	12,571,225	10,590,321	12,571,225	10,590,289

13 Available-for-sale investments

As at 31 December 2016 and 2015, the summary of available-for-sale investments is as follows:

	Consolidated and Separate financial statements			
	2016		2015	
	Cost Baht	Fair Value Baht	Cost Baht	Fair Value Baht
Equity securities	-	-	6,850,400	5,917,200
Debt securities	19,801,980	19,191,485	229,801,980	232,594,907
(Less)Add Revaluation adjustments	(610,495)	-	1,859,727	-
Total available-for-sale investments	19,191,485	19,191,485	238,512,107	238,512,107

During the years ended 31 December 2016 and 2015, the movement of available-for-sale investments is as follows:

	Consolidated and Separate financial statements	
	2016 Baht	2015 Baht
Book value - beginning balance, net	238,512,107	40,093,613
Addition	-	256,652,380
Disposal	(217,311,267)	(59,539,133)
Change in fair value of available-for-sale securities	(2,009,355)	1,305,247
Book value - ending balance, net	19,191,485	238,512,107

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14 Investments in a subsidiary

Investments in a subsidiary as at 31 December 2016 and 2015 are as follow:

	Type of business	Country of incorporation	% Ownership interest	
			2016	2015
ABC Innovation Company Limited	Technology and information	Thailand	-	51

The movement of investment in a subsidiary for the years ended 31 December 2016 and 2015 are as follows:

	Separate financial statements	
	31 December 2016 Baht	31 December 2015 Baht
Beginning balance	510,000	-
Investment in a subsidiary	-	510,000
<u>Less</u> Proceeds from dissolution of a subsidiary	(248,647)	-
<u>Less</u> Loss from dissolution of a subsidiary	(261,353)	-
Ending balance	-	510,000

On 11 February 2015, the Company invested in ABC Innovation Company Limited by subscribing 51,000 ordinary shares at paid-up value of Baht 10 each, totaling subscription amount of Baht 510,000 or representing 51 percent of total registered ordinary shares and paid-up shares of the ABC Innovation Company Limited. The company registered the issued and paid-up share capital with the Ministry of Commerce on 26 January 2015.

At the General Meeting of Shareholders of ABC Innovation Company Limited No. 1/2016, held on 4 April 2016, the shareholders approved the Company's liquidation. Moreover, ABC Innovation Company Limited registered the dissolution with the Ministry of Commerce on 21 April 2016 and registered the completed liquidation with the Ministry of Commerce on 13 June 2016.

Asset Bright Public Company Limited
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15 Building improvement and equipment, net

Consolidated and Separate financial statements						
	Building improvement Baht	Machine and equipment Baht	Fixtures, Furniture and office equipment Baht	Vehicle Baht	Construction In Progress Baht	Total Baht
As at 1 January 2016						
Cost	-	2,177,708	2,837,895	2,616,822	-	7,632,425
Less Accumulated depreciation	-	(501,505)	(856,543)	(634,513)	-	(1,992,561)
Net book amount	-	1,676,203	1,981,352	1,982,309	-	5,639,864
For the year ended 31 December 2016						
Opening net book amount	-	1,676,203	1,981,352	1,982,309	-	5,639,864
Additions	21,856,750	3,284,898	1,364,920	-	749,000	27,255,568
Depreciation charge (Note 23)	(228,191)	(549,096)	(594,408)	(419,948)	-	(1,791,643)
Closing net book amount	21,628,559	4,412,005	2,751,864	1,562,361	749,000	31,103,789
As at 31 December 2016						
Cost	21,856,750	5,462,606	4,202,815	2,616,822	749,000	34,887,993
Less Accumulated depreciation	(228,191)	(1,050,601)	(1,450,951)	(1,054,461)	-	(3,784,204)
Net book amount	21,628,559	4,412,005	2,751,864	1,562,361	749,000	31,103,789

Consolidated and Separate financial statements				
	Machine and equipment Baht	Furniture and office equipment Baht	Vehicle Baht	Total Baht
As at 1 January 2015				
Cost	2,036,600	2,102,045	2,616,822	6,755,467
Less Accumulated depreciation	(74,685)	(360,357)	(215,711)	(650,753)
Net book amount	1,961,915	1,741,688	2,401,111	6,104,714
For the year ended 31 December 2015				
Opening net book amount	1,961,915	1,741,688	2,401,111	6,104,714
Additions	141,108	751,717	-	892,825
Disposals				
- Cost	-	(16,729)	-	(16,729)
- Accumulated depreciation	-	862	-	862
Depreciation charge (Note 23)	(426,820)	(496,186)	(418,802)	(1,341,808)
Closing net book amount	1,676,203	1,981,352	1,928,309	5,639,864
As at 31 December 2015				
Cost	2,177,708	2,837,895	2,616,822	7,632,425
Less Accumulated depreciation	(501,505)	(856,543)	(634,513)	(1,992,561)
Net book amount	1,676,203	1,981,352	1,982,309	5,639,864

In the consolidated and separate financial statements, depreciation expense of Baht 228,191 (2015: Nil) was charged in 'cost of rental and services' and Baht 1,563,452 (2015: Baht 1,341,808) was charged in 'administrative expense'.

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15 Building improvement and equipment, net (Cont'd)

Leased assets included above, where the Group and the Company is a lessee under a finance lease, comprise vehicle:

	Consolidated and Separate financial statements	
	2016 Baht	2015 Baht
Cost - capitalised finance leases	2,616,822	2,616,822
<u>Less</u> Accumulated depreciation	(1,054,461)	(634,513)
Net book amount	1,562,361	1,982,309

16 Intangible assets, net

	Consolidated and Separate financial statements		
	Computer software Baht	Software-in-progress Baht	Total Baht
As at 1 January 2016			
Cost	27,158,975	2,325,000	29,483,975
<u>Less</u> Accumulated amortisation	(3,145,636)	-	(3,145,636)
Net book value	24,013,339	2,325,000	26,338,339
For the year ended 31 December 2016			
Opening net book value	24,013,339	2,325,000	26,338,339
Additions	308,161	1,211,000	1,519,161
Amortisation charge (Note 23)	(5,596,148)	-	(5,596,148)
Closing net book value	18,725,352	3,536,000	22,261,352
As at 31 December 2016			
Cost	27,467,136	3,536,000	31,003,136
<u>Less</u> Accumulated amortisation	(8,741,784)	-	(8,741,784)
Net book value	18,725,352	3,536,000	22,261,352
As at 1 January 2015			
Cost	1,513,650	634,250	2,147,900
<u>Less</u> Accumulated amortisation	(70,639)	-	(70,639)
Net book value	1,443,011	634,250	2,077,261
For the year ended 31 December 2015			
Opening net book value	1,443,011	634,250	2,077,261
Additions	25,011,075	2,325,000	27,336,075
Transfers in/(out)	634,250	(634,250)	-
Amortisation charge (Note 23)	(3,074,997)	-	(3,074,997)
Closing net book value	24,013,339	2,325,000	26,338,339
As at 31 December 2015			
Cost	27,158,975	2,325,000	29,483,975
<u>Less</u> Accumulated amortisation	(3,145,636)	-	(3,145,636)
Net book value	24,013,339	2,325,000	26,338,339

In the consolidated and separate financial statements, amortisation expense of Baht 5,596,148 (2015: Baht 3,074,997) was charged in 'administrative expense'.

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17 Trade and other payables

	Consolidated financial statements		Separate financial statements	
	2016 Baht	2015 Baht	2016 Baht	2015 Baht
Trade payables	1,622,144	199	1,622,144	199
Accrued expenses	2,587,959	1,361,419	2,587,959	940,718
Advance received for points	138,204	132,041	138,204	132,041
Unearned revenues	223,331	-	223,331	-
Retention	3,091,963	1,168,200	3,091,963	1,168,200
Other payables	1,685,707	1,025,811	1,685,707	1,025,811
Total trade payables and other payables	9,349,308	3,687,670	9,349,308	3,266,969

18 Borrowings

	Consolidated and Separate financial statements	
	2016 Baht	2015 Baht
Current		
Short-term borrowings from financial institutions	235,327,701	-
Current portion of liabilities under finance lease agreement	321,148	301,740
Total current borrowings	235,648,849	301,740
Non-current		
Long-term borrowings from financial institutions	250,000,000	-
Liabilities under finance lease agreement, net	1,074,321	1,395,205
Total non-current borrowings	251,074,321	1,395,205
Total borrowings	486,723,170	1,696,945

Movements of short-term borrowings from financial institutions were as follow:

	Consolidated and Separate financial statements	
	2016 Baht	2015 Baht
Opening amount	-	-
Additions	229,804,681	-
Amortisation of deferred interests.	5,523,020	-
Closing amount	235,327,701	-

Movements of long-term borrowings from financial institutions were as follow:

	Consolidated and Separate financial statements	
	2016 Baht	2015 Baht
Opening amount	-	-
Additions	250,000,000	-
Closing amount	250,000,000	-

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18 Borrowings (Cont'd)

The interest rate exposure on the borrowings of the Group is as follows:

	Consolidated and Separate financial statements	
	2016 Baht	2015 Baht
Short-term borrowings from financial institutions:		
- at fixed rates	235,327,701	-
- at floating rates	-	-
Long-term borrowings from financial institutions:		
- at fixed rates	-	-
- at floating rates	250,000,000	-
Total borrowings	485,327,701	-

Maturity of long-term borrowings (excluding finance lease liabilities):

	Consolidated and Separate financial statements	
	2016 Baht	2015 Baht
Between 1 and 2 years	-	-
Between 2 years and 5 years	250,000,000	-
	250,000,000	-

The borrowings from financial institutions of the Company as at 31 December 2016 and 2015 can be analysed as follows:

Type	Maturity Date	Interest rate (%)		Interest repayment
		2016	2015	
Short-term borrowing	17 February 2017	7.5	-	Monthly
Short-term borrowing	7 July 2017	7.5	-	Monthly
Long-term borrowing	29 June 2019	MLR - 1	-	Monthly

The fair value of short-term borrowings from financial institutions and long-term borrowings from financial institution equal their carrying amount, as the impact of discounting is not significant.

Long-term borrowings from financial institution are secured by the Company's condominium for sale acquired from an entire business transfer with the mortgage amounts of Baht 300 million (2015: nil).

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18 Borrowings (Cont'd)

Liabilities under finance lease agreement - minimum lease payments:

	Consolidated and Separate financial statements	
	2016 Baht	2015 Baht
Not later than 1 year	399,252	399,252
Later than 1 year but not later than 5 years	1,154,965	1,554,217
<u>Less</u> Future finance charges on finance leases agreement	(158,748)	(256,524)
Present value of liabilities under finance leases agreement	<u>1,395,469</u>	<u>1,696,945</u>
Representing lease liabilities:		
- Current	321,148	301,740
- Non-current	1,074,321	1,395,205
	<u>1,395,469</u>	<u>1,696,945</u>

The present value of liabilities under finance lease agreement is as follows:

	Consolidated and Separate financial statements	
	2016 Baht	2015 Baht
Not later than 1 year	321,148	301,740
Later than 1 year but not later than 5 years	1,074,321	1,395,205
	<u>1,395,469</u>	<u>1,696,945</u>

The Company entered into long-term finance lease agreement with a leasing company to lease vehicle. The lease period of each agreement is 5 years with a purchase option of the vehicle from the lessor at the end of the lease period.

Borrowing facilities

The Group has the following undrawn committed borrowing facilities:

	Consolidated and Separate financial statements	
	2016 Baht	2015 Baht
Floating rate		
-expiring within one year	-	-
-expiring beyond one year	50,000,000	-
Fixed rate		
-expiring within one year	-	-
-expiring beyond one year	-	-
	<u>50,000,000</u>	<u>-</u>

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19 Deferred income taxes

The analysis of deferred income tax assets and deferred tax liabilities is as follows:

	Consolidated and Separate financial statements	
	2016 Baht	2015 Baht
Deferred tax assets:		
Deferred tax assets to be recovered within 12 months	-	-
Deferred tax assets to be recovered after more than 12 months	36,210	323,303
	36,210	323,303
Deferred tax liabilities:		
Deferred tax liabilities to be settled within 12 months	-	-
Deferred tax liabilities to be settled after more than 12 months	(1,128,977)	(1,235,793)
	(1,128,977)	(1,235,793)
Deferred income taxes, net	(1,092,767)	(912,490)

The gross movement in the deferred income tax account is as follows:

	Consolidated and Separate financial statements	
	2016 Baht	2015 Baht
As 1 January	(912,490)	(58,824)
Charged to profit or loss (Note 24)	(879,252)	(209,624)
Credited/(Charged) to other comprehensive income	698,975	(644,042)
At 31 December	(1,092,767)	(912,490)

The movement in deferred tax assets and liabilities during the year is as follows:

	Consolidated and Separate financial statements		
	Change in value of available-for-sale investment Baht	Employee benefits obligations Baht	Total Baht
Deferred tax assets:			
At 1 January 2016	-	323,303	323,303
Credited to profit or loss	-	(323,303)	(323,303)
Charged to other comprehensive income	36,210	-	36,210
At 31 December 2016	36,210	-	36,210

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19 Deferred income taxes (Cont'd)

	Consolidated and Separate financial statements	
	Employee benefits obligations Baht	Total Baht
Deferred tax assets:		
At 1 January 2015	-	-
Charged to profit or loss	323,303	323,303
At 31 December 2015	323,303	323,303

	Consolidated and Separate financial statements			
	Change in value of available-for- sale investment Baht	Finance lease agreement Baht	Amortisation expense Baht	Total Baht
Deferred tax liabilities				
At 1 January 2016	(824,140)	(47,600)	(364,053)	(1,235,793)
Charged (Credited) to profit or loss	161,375	(23,641)	(693,683)	(555,949)
Charged to other comprehensive income	662,765	-	-	662,765
At 31 December 2016	-	(71,241)	(1,057,736)	(1,128,977)

	Consolidated and Separate financial statements			
	Change in value of available-for- sale investment Baht	Finance lease agreement Baht	Amortisation expense Baht	Total Baht
Deferred tax liabilities				
At 1 January 2015	(38,284)	(20,540)	-	(58,824)
Credited to profit or loss	(141,814)	(27,060)	(364,053)	(532,927)
Credited to other comprehensive income	(644,042)	-	-	(644,042)
At 31 December 2015	(824,140)	(47,600)	(364,053)	(1,235,793)

Deferred income tax assets are recognised for employee benefit obligations and tax loss and carry forwards only to the extent that realisation of the related tax benefit through the future taxable profits is probable. The Group did not recognise deferred income tax assets in respect of losses amounting to Baht 212.56 million (2015: Baht 103.94 million) that can be carried forward against future taxable income expire in 2017 and 2021.

20 Employee benefit obligations

The amounts recognised in the statement of financial position are determined as follows:

	Consolidated and Separate financial statements	
	2016 Baht	2015 Baht
Present value of post-employment benefit obligations	2,136,325	1,616,515
Liability in the statement of financial position	2,136,325	1,616,515

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20 Employee benefit obligations (Cont'd)

The movement in the defined benefit obligation during the year is as follows:

	Consolidated and Separate financial statements	
	2016 Baht	2015 Baht
At 1 January	1,616,515	503,413
Current service cost	1,226,854	1,094,278
Interest cost	43,812	18,824
	2,887,181	1,616,515
Remeasurement		
Gain from change in demographic assumptions	(256,053)	-
Loss from change in financial assumptions	135,060	-
Gain from experience	(471,313)	-
	(592,306)	-
Payment from plans:		
Benefit payment	(158,550)	-
At 31 December	2,136,325	1,616,515

The amounts recognised in profit or loss are as follows:

	Consolidated and Separate financial statements	
	2016 Baht	2015 Baht
Current service cost	1,226,854	1,094,278
Interest cost	43,812	18,824
Total, included in staff costs	1,270,666	1,113,102

Of the total charge, Baht 67,741 and Baht 1,202,925 (2015: Baht 47,851 and Baht 1,065,251) were included in selling expenses and administrative expenses in the consolidated and separate statements of comprehensive income.

The amount recognised in other comprehensive income is as follows:

	Consolidated and Separate financial statements	
	2016 Baht	2015 Baht
Gain on remeasurement of employee benefit obligations.	(592,306)	-

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20 Employee benefit obligations (Cont'd)

The principal actuarial assumptions used were as follows:

	Consolidated and Separate financial statements	
	2016 Percent	2015 Percent
Discount rate	2.13	2.71
Salary growth rate	4.00	3.00

Sensitivity analysis

	Increase (decrease) in provisions for post-employment benefits Consolidated and Separate financial statements	
	2016 %	2015 %
Financial Assumptions		
Discount rate		
Increase 1%	(4.25)	(6.13)
Decrease 1%	4.56	6.79
Salary increase rate		
Increase 1%	4.16	7.06
Decrease 1%	(3.95)	(6.49)

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the pension liability recognised within the statement of financial position.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous period

Expected maturity analysis of undiscounted retirement benefits:

	Consolidated and Separate financial statements				
	Within 1 year Baht	Between 1 - 3 years Baht	Between 3 - 5 years Baht	Over 5 years Baht	Total Baht
At 31 December 2016					
Retirement benefits	85,800	1,293,234	4,416,561	38,049,927	43,845,522
Total	85,800	1,293,234	4,416,561	38,049,927	43,845,522
At 31 December 2015					
Retirement benefits	-	77,660	5,797,108	913,341	6,788,109
Total	-	77,660	5,797,108	913,341	6,788,109

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21 Share capital

	Consolidated and Separate financial statements			
	Number of shares	Share capital	Total	
	Shares	Baht	Baht	
Authorised share capital				
At 1 January 2015	3,292,500,000	329,250,000	329,250,000	
Reduction of registered shares	(1,463)	(146)	(146)	
Increase of registered shares	8,525,379,838	852,537,984	852,537,984	
At 31 December 2015	<u>11,817,878,375</u>	<u>1,181,787,838</u>	<u>1,181,787,838</u>	
At 1 January 2016	11,817,878,375	1,181,787,838	1,181,787,838	
Increase of registered shares	645,300,000	64,530,000	64,530,000	
Reduction of registered shares	(645,300,000)	(64,530,000)	(64,530,000)	
At 31 December 2016	<u>11,817,878,375</u>	<u>1,181,787,838</u>	<u>1,181,787,838</u>	
Consolidated and Separate financial statements				
	Number of shares	Share capital	Premium on share capital	Total
	Shares	Baht	Baht	Baht
Issued and paid-up share capital				
At 1 January 2015	2,634,000,000	263,400,000	36,500,000	299,900,000
Increase of registered shares	5,268,000,000	526,800,000	-	526,800,000
At 31 December 2015	<u>7,902,000,000</u>	<u>790,200,000</u>	<u>36,500,000</u>	<u>826,700,000</u>
At 1 January 2016	7,902,000,000	790,200,000	36,500,000	826,700,000
Increase of registered shares	-	-	-	-
At 31 December 2016	<u>7,902,000,000</u>	<u>790,200,000</u>	<u>36,500,000</u>	<u>826,700,000</u>

At the Company's Annual General Meeting of Shareholders No. 52, held on 23 April 2015, the shareholders approved the reduction of the Company's authorised share capital from the previous authorised share capital Baht 329,250,000 to Baht 329,249,993 by cancelling the shares capital that have not been issued amounting to 71 shares at par value of Baht 0.10 per each, totaling amount of Baht 7.10. The Company registered the reduction of its authorised share capital with the Ministry of Commerce on 29 April 2015.

At the Company's Annual General Meeting of Shareholders No. 52, held on 23 April 2015, the shareholders approved the increase of authorised share capital of the Company amount of Baht 852,537,984 from the previous authorised share capital amount of Baht 329,249,993 to Baht 1,181,787,977 by increasing 8,525,379,838 authorised ordinary shares at par value of Baht 0.10 per each, totaling amount of Baht 852,537,984. The Company allocated of newly ordinary share as follows:

- Allocation of newly ordinary shares of not exceeding 5,268,000,000 shares with a par value of Baht 0.10 per share to the existing shareholders proportionally by rights offering in the ratio of 1 existing share for 2 new ordinary shares at the offering price of Baht 0.10 per share. The determination of the list of existing shareholders who entitled to subscribe for new ordinary shares (Record Date) is on 19 May 2015 and compiled a list according section 225 of the Securities and Exchange Act by book closing on 20 May 2015. In the case of fraction will be dropped off in whole amount. Subscription date for new ordinary shares is from 8 June 2015 to 12 June 2015.

The Company called the increase of the Company's share capital which are issued and allotted to such existing shareholder amount of Baht 526.80 million from the previous amount of Baht 263.40 million to Baht 790.20 million. The Company registered such additional issued and paid-up share capital with Ministry of Commerce on 23 June 2015. The Company received fully paid-up share capital on 17 June 2015 and has traded in the Stock Exchange of Thailand ("SET") on 10 July 2015.

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21 Share capital (Cont'd)

- 2) Allocation of newly ordinary shares of not exceeding 1,501,379,838 shares at par value of Baht 0.10 each to be reserved for the adjustment of exercise price and exercise ratio under the warrants to purchase the newly issued ordinary shares of the Company (Warrant No. 1 or ABC-W1).
- 3) Allocation of newly ordinary shares of not exceeding 1,756,000,000 shares at par value of Baht 0.10 each to be reserved for the exercise of warrants to purchase the newly issued ordinary shares of the Company (Warrant No. 2 or ABC-W2) that allocate to the existing shareholders who subscribe for new ordinary shares.

The Company registered the additional of its authorised share capital with the Ministry of Commerce on 30 April 2016.

At the Company's Extraordinary General Meeting of the shareholders No. 1/ 2015, held on 24 December 2015, the shareholders approved the reduction of the Company's authorised share capital from the previous authorised share capital Baht 1,181,787,977 to Baht 1,181,787,838 by cancelling the shares capital that have not been issued amounting to 1,392 shares at par value of Baht 0.10 per each, totalling amount of Baht 139. The Company registered the reduction of its authorised share capital with the Ministry of Commerce on 25 December 2015.

At the Company's Extraordinary General Meeting of the shareholders No. 1/2015, held on 24 December 2015, the shareholders approved the increase of authorised share capital of the Company amount of Baht 64,530,000 from the previous authorised share capital amount of Baht 1,181,787,837.50 to Baht 1,246,317,837.50 by issuing 645,300,000 new ordinary shares at par value of Baht 0.10 per each, totalling amount of Baht 64,530,000. The Company registered the additional of its authorised share capital with the Ministry of Commerce on 4 January 2016.

At the Company's Extraordinary General Meeting of the shareholders No. 1/ 2016, held on 15 June 2016, the shareholders approved a decrease in the registered share capital amount Baht 64,530,000 from Baht 1,246,317,838 to Baht 1,181,787,838 by cancelling the shares capital that have not been issued amounting to 645,300,000 shares at par value of Baht 0.10 per each, totalling amount of Baht 64,530,000. The Company registered the additional of its authorised share capital with the Ministry of Commerce on 23 June 2016.

The warrants

The Stock of Exchange of Thailand registered warrant for purchasing additional ordinary shares (Warrant No.1 or ABC-W1) on 12 January 2015. The information relating to the warrants offering are as follows;

Category of warrants:	Registered and transferable
Number of warrants offered:	658,500,000 units
Number of underlying shares:	658,500,000 shares (at par value of Baht 0.10 per each)
Offering price per unit:	Baht 0.00
Exercise price per share:	Baht 0.482 per share at par value of Baht 0.10 per each (the adjusted exercise price was effective on 15 May 2015 onwards except in case of adjustment of exercise price pursuant to the adjustment conditions)
Exercise ratio:	3.11 unit of warrant shall be entitled to purchase 1 new ordinary share (the adjusted exercise ratio was effective on 15 May 2015 onwards except in case of adjustment of exercise ratio pursuant to the adjustment conditions)
Exercise Period:	The warrant holders can exercise once at the end of exercise date
Warrant issuance date:	11 September 2014
Exercise Period:	The warrant holders can exercise on the last business day of June and December each year up until date of expiration of the warrant. The first exercise date will be on the third year after the date of issuance that will start at business day of December 2017 and the last exercise date will be 5 years (10 September 2019)
Warrant term:	5 years (From 11 September 2014 to 10 September 2019)

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21 Share capital (Cont'd)

The warrants (Cont'd)

At the Board of Directors Meeting No. 3/2015, held on 3 March 2015, and the Company's Annual General Meeting of Shareholders No.52/2015, held on 23 April 2015, the Board of Directors and shareholders approved the issuance of warrants to purchase the newly issued ordinary shares of the Company (Warrant No. 2 or ABC-W2). The preliminary Information of Characteristics of Warrant No. 2 is as follows;

Category of Warrant:	Registered and transferable
Terms of Warrant:	5 years from the date of issuance
Number of Warrant:	1,756,000,000 units (remaining unallocated warrant at 1,392 units)
Number of Common Shares reserved for warrant	1,756,000,000 shares (at par value of Baht 0.10 per each)
Offering Price:	Baht 0.00 per unit
Exercise Price:	Baht 1.50 per share at a par value of Baht 0.10 per each (subsequently may be adjusted in accordance with the condition on the right adjustment)
Exercise Ratio:	1 unit of warrant shall be entitled to purchase 1 mew ordinary share (subsequently may be adjusted in accordance with the condition on the right adjustment)
Warrant issuance date:	8 June 2015
Exercise Period:	The warrant holders can exercise on the last business day of June and December each year up until date of expiration of the warrant. The first exercise date will be on the third year after the date of issuance and the last exercise date will be 5 years from the date of issuance. In case that the last exercise date is a non-business day of the Company, the last exercise date is subject to change to the last business day prior to the last exercise
Warrant term:	5 years (From 8 June 2015 to 5 June 2020).

The Stock of Exchange of Thailand registered warrant for purchasing additional ordinary shares (Warrant No.2 or ABC-W2) on 28 July 2015. The first exercise date is 29 June 2018.

22 Other income

	Consolidated		Separate	
	financial statements		financial statements	
	2016	2015	2016	2015
	Baht	Baht	Baht	Baht
Interest income	264,132	701,089	264,132	697,926
Dividend income	71,700	224,750	71,700	224,750
Gains on sales of investments in securities	8,704,074	154,334	8,704,074	154,334
Others	93,415	225,525	93,415	235,525
Total other income	9,133,321	1,305,698	9,133,321	1,312,535

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23 Expenses by nature

	Consolidated financial statements		Separate financial statements	
	2016 Baht	2015 Baht	2016 Baht	2015 Baht
Changes in inventories of finished goods	(740,881,421)	22,722,598	(740,881,421)	22,772,598
Purchase of goods	84,858	16,274,423	84,858	16,274,423
Purchase of condominium for sale	775,499,423	-	775,499,423	-
Employee expenses	27,832,290	27,959,414	27,832,290	27,959,414
Depreciation	1,791,643	1,341,808	1,791,643	1,341,808
Amortisation	5,596,148	3,074,997	5,596,148	3,074,997
Amortisation of leasehold right	1,251,990	-	1,251,990	-
Advertising expense	9,314,706	11,777,503	9,314,706	11,777,503
Professional fee	10,240,998	6,440,000	10,240,998	6,020,000
Utilities expense	694,836	462,665	694,836	462,665
Auction expense	4,165,820	2,693,685	4,165,820	2,693,685

24 Income tax expense

	Consolidated and Separate financial statements	
	2016 Baht	2015 Baht
Current tax:		
Current tax on profits for the year	-	-
Total current tax	-	-
Deferred tax:		
Origination and reversal of temporary differences	879,252	209,624
Total deferred tax	879,252	209,624
Total tax expense	879,252	209,624

The tax on the Group's profit before tax differs from the theoretical amount as follows:

	Consolidated financial statements		Separate financial statements	
	2016 Baht	2015 Baht	2016 Baht	2015 Baht
Loss before tax	(107,844,766)	(73,314,547)	(108,029,510)	(72,878,699)
Tax calculated at a tax rate of 20% (2015 - 20%)	(21,568,953)	(14,662,909)	(21,605,902)	(14,575,740)
Tax effect of:				
Income subject to tax	378,610	-	378,610	-
Expenses not deductible for tax purpose	1,155,998	649,788	1,155,998	649,788
Additional deductible expenses	(773,214)	-	(773,214)	-
Tax losses for which no deferred income tax asset was recognised	21,686,811	13,803,497	21,723,760	13,716,328
Tax charge	879,252	209,624	879,252	209,264

The weighted average applicable tax rate was -0.82% (2015: -0.29%).

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25 Loss per share

Basic loss per share is calculated by dividing the net loss attributable to shareholders of the Company by the weighted average number of ordinary shares in issue during the year.

	Consolidated financial statements		Separate financial statements	
	2016 Baht	2015 Baht	2016 Baht	2015 Baht
Net loss attributable to ordinary Shareholders of the Company (Baht)	(108,681,579)	(73,315,506)	(108,908,762)	(73,088,323)
Weighted average number of ordinary shares outstanding (Shares)	7,902,000,000	5,405,112,329	7,902,000,000	5,405,112,329
Basic loss per share (Baht per share)	(0.014)	(0.014)	(0.014)	(0.014)

There are no potential dilutive ordinary shares in issue for the years ended 31 December 2016 and 2015.

26 Related party transactions

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the company, including holding companies, subsidiaries and fellow subsidiaries are related parties of the company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the company and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

In considering each possible related-party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

The Company is controlled by Rungrongtanin family, which owns 65.94% (2015: 73.53%) of the Company's shares. The remaining 34.06% (2015: 26.47%) of the shares are widely held.

The following material transactions were carried out with related parties:

a) Other income

For the years ended 31 December	Consolidated financial statements		Separate financial statements	
	2016 Baht	2015 Baht	2016 Baht	2015 Baht
Service income Subsidiary	-	-	-	10,000

b) Key management compensation

Key management compensation of the Group for the years ended 31 December 2016 and 2015 is as follows:

For the years ended 31 December	Consolidated and Separate financial statements	
	2016 Baht	2015 Baht
Short-term employee benefits	10,615,233	10,802,000
Post-employee benefits	406,745	921,631
	<u>11,021,978</u>	<u>11,723,631</u>

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27 Commitments

a) Capital expenditure commitments

Capital expenditure as at the statement of financial position date but not recognised in the financial statements is as follows:

	Consolidated and Separate financial statements	
	2016 Baht	2015 Baht
Real estate for sale under development	7,267,720	-

b) Commitments

Commitments under non-cancellable agreements related to operating rental and service agreements as at the statement of financial position date are as follows:

	Consolidated and Separate financial statements	
	2016 Baht	2015 Baht
Under operating rental agreement		
Not later than 1 year	53,400,000	2,527,922
Later than 1 year but not later than 5 years	19,200,000	78,505
	<u>72,600,000</u>	<u>2,606,427</u>
Under services agreement		
Not later than 1 year	6,247,316	1,822,800
Later than 1 year but not later than 5 years	253,160	2,343,600
	<u>6,500,476</u>	<u>4,166,400</u>
Total	<u>79,100,476</u>	<u>6,772,827</u>

c) Bank guarantees

As at 31 December 2016, there were outstanding bank guarantees for a payment channel of water expenses via ABC points amount of Baht 500,000, for payments of utilities amount of Baht 2,440,000 and for payments of goods and/or services of amount of Baht 2,000,000 and for online and offline payment amount of Baht 10,000,000, totaling Baht 14,940,000 (as at 31 December 2015: Bank guarantees for a payment channel of water expenses via ABC points amount of Baht 500,000, for payments of utilities amount of Baht 10,000 and for guarantee of purchase real estate in the future amount of Baht 51,456,481, totaling Baht 51,966,481). The Company used cash at bank pledged as collateral.

As details in Enclosed Document Information about Directors, Executives, Control Authority and Company Secretary

Qualification List of Directors, Executives, Control Authority and Company Secretary.

Name - Last Name / Position/ Appointed date	Age (years)	Educational background	Share Holding (%)	Family relationship between Directors and Executives	Work experience		
					Period	Position	Company/Corporate
1. Mrs. Linjong Singkornbuth Chairman of Board of Directors Appointed on 26 Apr. 2016	68	- Master of Public Administration National Institute of Development Administration (NIDA) - Bachelor of Arts (Accounting), Chiang Mai University -Director Accreditation Program (DAP121/2015), Thai Institute of Directors	None	None	2013 - present 2006 - 2009 2004 – 2006 2002 – 2004 2001 - 2002	Chairman of Directors Revenue Administration Officer 9 Ratchaburi Province Area Revenue Phichit Province Area Revenue Phayao Province Area Revenue	Asset Bright Pcl. Department of Revenue
2. Mr.Porameth Rungrongtanin Director/Chief Executive Officer Appointed on 23 Apr. 2015	51	-MBA, Emporia State University, USA. -Bachelor of Commerce and Accountancy, Bangkok University -Director Accreditation Program (DAP106/2013), Thai Institute of	65.94%	None	2013 – present 2006 – present 1997 - 2006	Chief Executive Officer Managing Director Director Managing Director	Asset Bright Pcl. Eternity Brokerage and Consultants Co., Ltd. Padma Trading Limited Partnership Ek Mark Co., Ltd.

Name - Last Name / Position/ Appointed date	Age (years)	Educational background	Share Holding (%)	Family relationship between Directors and Executives	Work experience		
					Period	Position	Company/Corporate
		Directors					
3. Mr. Jirapat Veerachayathongkam Director/Deputy Managing Director Appointed on 26 Apr. 2016	53	- Vocational Certificate, Siam Institute of Technology, Major Engine - Director Accreditation Program (DAP111/2014), Thai Institute of Directors	None	None	2013 - present 2012 – 2013 2006 – 2012 2004 - 2006	Deputy Managing Director Marketing Manager Marketing Manager Credit and Marketing Manager	Asset Bright Pcl. Wewish Property Co., Ltd. 888 Associates Co., Ltd. Mida Leasing PLC
4. Mr. Premchai Kusolrerkrdee Director/Deputy Managing Director Appointed on 13 Nov. 2013	52	-MBA, Texas A&M University, USA. -Bachelor of Economics, Chulalongkorn University - Director Accreditation Program (DAP89/2011), Thai Institute of Directors	None	None	2015 – present 2013 – ปัจจุบัน 2011 - 2012 2003 -2010	Corporate Secretary Deputy Managing Director General Manager Vice President	Asset Bright Pcl. Asset Bright Pcl. General Engineering Pcl. UOB (Thai)
5. Mr. Pulvith Dhanasabsombul Director Appointed on 20 Jan. 2015	75	-Bachelor of Commerce in Accounting, Thammasart University - Director Accreditation Program (DAP30/2004), Thai Institute of Directors	None	None	2015 – present 2013 – present 1996 – present 1994 – 2004	Director Director Director Director Director	Asset Bright Pcl. BNC (Mae Sod) Co., Ltd. Sahanum Textile Co., Ltd. Toyo Textile (Thai) Co., Ltd. Bangkok Tokyo Socks Co., Ltd. Bangkok Nylon Pcl.

Name - Last Name / Position/ Appointed date	Age (years)	Educational background	Share Holding (%)	Family relationship between Directors and Executives	Work experience		
					Period	Position	Company/Corporate
6. Mr. Suthep Pongpitak Independent Director / Chairman of Audit Committee Appointed on 26 Apr. 2016	63	- Master of Political Sciences (Public Administration), Thammasat University	None	None	2013 – present	Independent Director/Chairman of Audit Committee	Asset Bright Pcl.
		- Bachelor of Business Administration (Accounting), Ramkhamhaeng University			2015 – present	Part-time Lecturer – Bachelor and Master of Mini-MBA and MBA-Tax Management	Kasetsart University, Ramkhamhaeng University, Sukothai University, Thai Chamber University, Chiangmai University
		- Bachelor of Education, Ramkhamhaeng University			2011 – present	Chairman of Audit Committee and Corporate Governance/ Compensation Committee/ Nomination Committee/ Independent Director	Globlex Holding Management Pcl.
		- Bachelor of Laws, Thammasat University					
		- Bachelor of Arts, Sukhothai Thammathirat University			2014 - 2015	Region Revenue 4	Department of Revenue
		- Bachelor of Arts, Ramkhamhaeng University			2009-2014	Specialized Director of High Level Tax Audit, Bureau of Standards of Tax Auditing	Department of Revenue
		- Director Accreditation Program (DAP82/2010 / DAP111/2014), Thai Institute of Directors			2007-2009	Tax Inspector 9 (Director), Bureau of Standards of Tax Auditing	Department of Revenue
	2004-2007	Revenue Management Officer 9, Bangkok Revenue Office 3					

Name - Last Name / Position/ Appointed date	Age (years)	Educational background	Share Holding (%)	Family relationship between Directors and Executives	Work experience		
					Period	Position	Company/Corporate
7.M.R.Chirakom Kitiyakara Independent Director / Member of Audit Committee Appointed on 23 Apr. 2015	70	- Master of Political Sciences, Utah State University, USA. - Bachelor of Laws, Thammasat University - Director Accreditation Program (DAP 82/2010), Thai Institute of Directors	None	None	2013 – present 2004 – 2007 2000 – 2004	-Independent Director - Commercial scholars 9 Ambassador (Commercial Department) at Tokyo - Ambassador (Commercial Department) at Manila	Asset Bright Pcl. Department of Export, Ministry of Commerce Department of Export, Ministry of Commerce
8.Mr. Kumpanat Wunnawong Independent Director / Member of Audit Committee Appointed on 23 Apr. 2015 and resigned on 31 Jan. 2017	47	- Master of Arts in Public Management, Ramkhamhaeng University - Bachelor of Civil Engineering, Mahanakorn University of Technology - Bachelor of Arts in Political Science, Ramkhamhaeng University - Director Accreditation Program (DAP 111/2014), Thai Institute of Directors	None	None	1998- Jan. 2017 1998 – present	-Independent Director -Civil Engineer	Asset Bright Pcl. Bangkok Metropolitan Administration
9.Miss Waradee Bangwan Chief of Finance and Accounting Officer	35	- Bachelor of Accounting, Chulalongkorn University -Master of Commerce in Accounting	None	None	2013 – present 2011 – 2012	Chief of Finance and Accounting Officer Accounting Lecturer	Asset Bright Pcl. Prince of Songkla University,

Name - Last Name / Position/ Appointed date	Age (years)	Educational background	Share Holding (%)	Family relationship between Directors and Executives	Work experience		
					Period	Position	Company/Corporate
Appointed on 1 Aug. 2014		and Finance, University of New England			2005 - 2008	Assistant Auditor	Trang Campus Deloitte Touche Tohmatsu Jaiyos Advisory Co., Ltd
10. Miss Vutita Srikaew Investor Relation Appointed on 15 May 2015 and resigned on 1 Nov. 2016	44	-MBA, Chiangmai University	None	None	2015 – 2016 2014 – 2015	Investor Relation Investor Relation	Asset Bright Pcl. J.S.P. Property Pcl.