



TV THUNDER
Public Company Limited



ANNUAL REPORT 2020

DIGITAL TV

WE ARE
PROVIDING
THE BEST
ENTERTAINMENT
CONTENT

ON LINE

EXPOSE TO
ALL SCREEN



true4U

ไทยรัฐ TV

YouTube

facebook



one 31

PPTV HD
36

WeTV
ORIGINAL

LINE TV

MTHAI

iflix

PROGRAMME



TAKE ME OUT
THAILAND
เธอ มี อีจ๋า ไทแลนด์

#Takemeoutthailand
ทุกวันเสาร์ เวลา 14.00 น.
ทาง **33** **33** **33**

TAKE ME OUT THAILAND SEASON 15



MASTERKEY
ทุกทีต้องเกิด
ร้องตามดาว

ทุกวันจันทร์ - วันศุกร์ เวลา 10.10 - 10.35 น.
ทาง **33** **33** **33**



จากรักแรกพบ อาจจะมีจบที่..

TAKE ME OUT
Reality
Thailand
SEASON 4



ใครเบอร์ 1
WHO IS NO. 1

ผู้หญิง vs ผู้ชาย

เรื่องของผู้หญิง ผู้ชายก็ทำได้
ส่วนเรื่องของผู้ชาย ผู้หญิงก็เก่งไม่แพ้กัน

ออกอากาศทุกวันพฤหัสบดี - ศุกร์ เวลา 10.30 - 10.55 น. ทางช่อง **33**



SHOW ME THE MONEY
THAILAND 2

มีกุนายนนี้
#SMTMTH2



SHOW ME THE MONEY
THAILAND 2

เมื่อคนข่าว...ไม่ยอมเล่าความจริง! และเบื้องหลังคู่จิ้น ที่ฟันแต่หน้าจอก



SKTV
ข่าวค่ำ
นักข่าว



คลองเตย
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MESSAGE FROM THE CHAIRMAN OF THE BOARD OF DIRECTOR

Dear Shareholders

In the year 2020, the world faced with a dramatic change from the situation of coronavirus pandemic (COVID-19), which has serious and wide impacts in term of health, life, society and economy.

For the overview of the Company's operation in the year 2020, TV Thunder Public Company Limited faced with the challenge of changing in various dimensions including the economic downturn and the situation of coronavirus pandemic (COVID-19) that leads to the new normal. Moreover, the consumer behaviors have also changed rapidly, especially the dramatic changes in spending behavior and media consumption of Thai people. Many businesses have delayed and stopped using their advertising budgets and total advertising spending has continuously decreased since the beginning of 2020. The advertising industry has been affect significantly including the performance of the Company. The Company runs its business with caution by considering the safety of the community, society and the environment. The Company also focused on the safety of all stakeholders so that the business can operate smoothly and continuously. The Company has developed the Business Continuity Plan in the emergency situation of COVID-19 pandemic. The Company also closely monitors, supervises, and assesses the situation, as well as implements the cost management and expense reduction strategies to reduce the impact on the business of the Company.

The Company is committed to give priority to creating growth opportunities to strengthen the business, to focus on the development of human potential to have effective digital knowledge and skills, and to manage asset efficiently. In addition, the Company focuses on creating contents and innovation to generate more value, making new alliance, and offering programs on various new platforms.

The Company also focuses on good corporate governance and sustainable development. In the year 2020, the Company was rated "Good" in the Corporate Governance Report of Thai Listed Companies 2020 by the Thai Institute of Directors (IOD).

Finally, the Company would like to thank shareholders, customers, financial institutions, and all business partners who have supported and always trusted the Company. Moreover, the Company needs to thank all executives and employees of the Company who have dedicated their efforts and worked at full capability so that the Company can overcome the economic crisis from the coronavirus pandemic (COVID-19 and continue to grow with sustainability.



Assoc.Prof. Dr. Montree Socratyanurak

Chairman of the Board of Director

GENERAL INFORMATION

TV THUNDER PUBLIC COMPANY LIMITED

TV Thunder Public Company Limited has the symbol in the Stock Exchange of Thailand as “TVT”. The main business is the producer is TV program and entertainment program. It was established on November 30, 1992 with an initial registered capital of 1,000,000 baht. The Company has transformed into the public company on December 2, 2014.

As of December 31, 2020, the Company has the registered capital of 250,000,000 baht in form of 1,000,000 ,000 ordinary shares with par value of 0.25 baht. The paid-up shares are 800,030,075 shares with total capital 200,007,518.75 baht.

The business line of the Company can be categorized into 4 groups which are

- 1) Advertising Business producing TV program and other entertainment programs,
- 2) Service Business in providing services for TV program production, promotional campaign, and studio services,
- 3) Artist Management,
- 4) Production and Distribution of pocket books and advertising media,

The head office is located at :
1213/309-310 Ladprao 94 (Panjamitr)
Sriwara Road, Wangthonglang, Wangthonglang,
Bangkok 10310

Telephone +66 2559 0022 Fax +66 02559 3609
Website : www.tvthunder.co.th

OTHER IMPORTANT INFORMATION

Company Registrar :

Thailand Securities Depository Co., Ltd.
93, 14th floor, Ratchadaphisek Road, Dindaeng,
Bangkok 10400
Telephone +66 2009 9000
Fax +66 2009 9991

SET Contact center :

+66 2009 9999

Website :

<http://www.set.or.th/tsd>

Auditor :

Miss Suvimol Krittayakien
Certified Public Accountant (Thailand) No. 2982
DIA International Audit Co., Ltd.
316/32 Soi Sukhumvit 22, Sukhumvit Road
Klong Toei, Klong Toei, Bangkok 10110
Telephone +66 2259 5300 Fax +66 2260 1553

Legal Advisor :

CMT Counsellor Company Limited
75 Soi Phueang Mi 11, Sukhumvit Road
Bang Chak, Phar Khanong, Bangkok 10260
Telephone +668 1836 7236



Prof. Dr. Montree Socratyanurak
Chairman / Audit Committee



Assoc. Prof. Dr. Gallayanee Parkatt
Director / Audit Committee



Mr. Sudhitham Chirathivat
Director / Audit Committee

BOARD OF DIRECTORS



Mr. Sompong Wannapinyo
Director



Mrs. Patraporn Wannapinyo
Vice Chairman



Mr. Phusit Laithong
Director



Mr. Pirath Yensudjai
Director



Mr. Natakrit Wannapinyo
Director

Executive Committee / Management



Mrs. Patraporn Wannapinyo
Chief Executive Officer



Mr. Phusit Laithong
Deputy Chief Executive Officer



Mr. Pirath Yensudjai
Deputy Chief Executive Officer



Mr. Natakrit Wannapinyo
Assistant Chief Executive Officer
Business Development



MRS. Piyaporn Laithong
Senior Executive Assistant
Production Management



MS. Napat Wannapinyo
Assistant Chief Executive Officer
Marketing and Sales



MS. Naree Wichunakor
Assistant Chief Executive Officer, Finance

BOARD OF DIRECTORS

MR. SUDHITHAM CHIRATHIVAT

Director / Audit Committee / Chairman of Risk Management Committee /
Nomination and Remuneration Committee / Independent Director

Age : 72 Years old Nationality : Thai

Educational Background

Master's degree Business Administration (Operations Research)
Iona University U.S.A
Bachelor's degree Electrical Engineering
University of Maryland (COLLEGE PARK, MARYLAND) U.S.A

Training

- Thailand National Defense College, Public Private Sector
Program Batch 13
- Director Certification Program (DCP) Batch 37/2003 from
Institute of Director (IOD)

Shareholding (%) : None

Date appointed as Director : December 3, 2014

(The length of period in the office until April 2020 is 7 Years)

Position in the other company

| | | |
|---------|-----------------------------------|--|
| Present | Director | Central Group Co., Ltd. |
| Present | Director | The Vintage Club Co., Ltd. |
| Present | Director | Central Plaza Hotel Public Company Limited |
| Present | Chairman and Independent Director | Jasmine International Public Company Limited |

Relationship : None

ASSOC.PROF.DR. GALLAYANEE PARKATT

Director / Chairman of Risk Management Committee / Audit Committee /
Independent Director

Age : 64 Years old Nationality : Thai

Address : 318 Phaholyothin 28, Phaholyothin Road, Chatuchak,
Bangkok 10900

Educational Background

Doctoral degree Ph.D (Finance)
RMIT University, Melbourne, Australia
Master's degree Business Administration
(Business Administration – Finance)
National Institute of Development Administration (NIDA)
Master's degree M.Bus (By Research)
RMIT University, Melbourne, Australia
Bachelor's degree Accounting
University of Thai Chamber of Commerce

Training : Certification of Director Accreditation Program (DAP)
Batch 99/2012 from Institute of Director (IOD)

PROF.DR. MONTREE SOCATIYANURAK

Chairman / Chairman of Nomination and Remuneration Committee /
Independent Director / Audit Committee

Age : 63 Years old Nationality : Thai

Address : 29/37 Ladprao 23, Chandrakasem, Chatuchak,
Bangkok 10900

Educational Background

Doctoral degree Economics
University Of MINNESOTA, U.S.A.(government scholarship)

Master's degree Economics
University Of MINNESOTA, U.S.A.(government scholarship)

Master's degree Economics
National Institute of Development Administration

Bachelor's degree Economics, Thammasat University

Training : Certification of Institute of Director (IOD),
Director Accreditation Program (DAP) Batch 69/2008
on February 22, 2008

Shareholding (%) : None

Date appointed as Director : December 3, 2014

(The length of period in the office until April 2020 is 7 Years)

Position in the other company

| | | |
|----------------|--|---|
| 2563 - Present | Chairman / Audit Committee | Clover power Limited |
| 2561 - Present | Director of Advance Master of Management Program | National Institute of Development Administration (NIDA) |
| 2559 - Present | Chairman | Thai Plastic Industrial (1994) Public Company Limited |
| 2558 - Present | Independent Director / Chairman of Audit Committee | Megachem (Thailand) Public Company Limited |
| 2555 - Present | Independent Director / Chairman of Audit Committee | East Coast Furnitech Public Company Limited |
| 2554 - Present | Independent Director / Audit Committee | Union Auction Public Company Limited |

Relationship : None

Shareholding (%) : None
Date appointed as Director : December 3,2014
(The length of period in the office until April 2020 is 7 Years)
Position in the other company
2553 - Present Chairman of the Committee for Doctor of
Philosophy in Business Administration
Sukhothai Thammathirat Open University
2556 - 2558 Vice Rector of Finance
Sukhothai Thammathirat Open University
Relationship : None

MR. SOMPONG WANNAPINYO

Chairman of Advisory Board / Director
Age : 71 Years old Nationality : Thai
Educational Background
Honorary Degree Television and Radio Technology
Rajamangala University of Technology Thanyaburi
Training
Certification of Director Accreditation Program (DAP)
Batch 111/2014 from Institute of Director (IOD)

MRS. PATRAPORN WANNAPINYO

Vice Chairman (Authorized Director) / Chairman of Executive
Committee / Chief Executive Officer
Age : 60 Years old Nationality : Thai
Educational Background
Master's degree Business Administration
National Institute of Development Administration (NIDA)
Bachelor's degree Communication Art
Sukhothai Thammathirat Open University
Training
Certification of Director Accreditation Program (DAP)
Batch 111/2014 from Institute of Director (IOD)

MR. PHUSIT LAITHONG

Director / Executive Committee / Risk Management Committee /
Vice President
Age : 60 Years old Nationality : Thai
Educational Background
Bachelor's degree Education (Music)
Chulalongkorn University
Training
Certification of Director Accreditation Program (DAP)
Batch 112/2014 from Institute of Director (IOD)

MR. PIRATH YENSUDJAI

Director (Authorized Director) / Executive Committee /
Risk Management Committee / Vice President
Age : 42 Years old Nationality : Thai
Educational Background
Master's degree Marketing Sasin Graduate Institute of Business
Administration of Chulalongkorn
Bachelor's degree Science in Business Administration,
Investments / Finance Babson College Massachusetts, U.S.A.
Training
Certification of Director Accreditation Program (DAP)
Batch 111/2014 from Institute of Director (IOD)

MR. NATAKRIT WANNAPINYO

Director / Executive Committee / Company Secretary
Deputy Vice President for Business Development Division
Age : 37 Years old Nationality : Thai
Educational Background
Master's degree Enterprise Management for Creative UK
Bachelor's degree Sociology and Anthropology
Thammasat University
Training
Certification of Director Accreditation Program (DAP)
Batch 111/2014 from Institute of Director (IOD)

MS. PIYAPORN LAITHONG

Executive Committee / Risk Management Committee /
Deputy Vice President for Production Division
Age : 58 Years old Nationality : Thai
Educational Background
Bachelor's degree Education, Chulalongkorn University

MISS NAPAT WANNAPINYO

Executive Committee / Deputy Vice President for Marketing Division
Age : 41 Years old Nationality : Thai
Educational Background
Master's degree Marketing University of East Anglia, UK
Bachelor's degree Communication Art, Chulalongkorn University

MISS NAREE WICHUNAKORN

Executive Committee / Risk Management Committee /
Deputy Vice President for Finance Division
Age : 59 Years old Nationality : Thai
Educational Background
Master's degree Accounting, Ramkamhaeng University
Bachelor's degree Accounting, Dhurakij Pundit University

AWARDS



NEWS & EVENT



The Company has provided the workshop about how to reduce wastes and waste management during filming.



The Company brought its artists to join the funding program for the COVID-19 recovery plan in Thailand in Koh Tao, Better Together Project via Facebook Fanpage : Biofin Thailand



TV Thunder Public Company Limited realized the career promotion for disable persons by hiring disable persons for working in accordance with Article 35 to support disable persons to have a career.

NEWS & EVENT



The Company welcomed the students from University of Thai Chamber of Commerce and Silpakorn University for the field trip during the filming of the program Take Guy Out Thailand ss.4 at TVT Green Park Studio



The company was detained for detaining "Chor Sa-Sa-Sa" television program producer category from the Office of the National Defense and Brokers (NACC).

VISION

WE ARE PROVIDING THE BEST ENTERTAINMENT CONTENT

MISSION

- TO DEVELOP BUSINESS MANAGEMENT SYSTEMS IN CREATING WORLD CLASS ENTERTAINMENT CONTENTS TO SUPPORT AND SERVE AS A MECHANISM TO ENHANCE THE COMPETITIVENESS OF THE COMPANY.
- TO DEVELOP AS A CONTENT PRODUCER WHO CAN BUILD VALUE-ADDED CONTENTS FOR ALL PLATFORMS CONNECTING TO NETWORK FOR BOTH DOMESTIC AND INTERNATIONAL.
- TO DEVELOP, INCREASE, AND UTILIZE ASSETS TO CREATE ADDED VALUE RECEIVE AND GENERATE THE APPROPRIATE RETURN TO SUPPORT THE GROWTH OF THE COMPANY
- TO ADJUST THE ORGANIZATIONAL STRUCTURE TO HAVE HIGH PERFORMANCE AND SUPPORT EXCELLENT SERVICE AND OPERATIONS
- TO BUILD GOODWILL AND ACCEPTANCE FROM STAKEHOLDERS AND TARGET GROUPS TOWARDS BUSINESS OPERATIONS AND DEVELOPMENT IN CREATING SUSTAINABLE GROWTH

LONG-TERM GOAL

TO BE THE LEADER IN CONTENT PRODUCTION WITH HIGH QUALITY FOR BOTH LOCAL AND INTERNATIONAL CONTENTS IN ALL PLATFORMS

BUSINESS OVERVIEW

Business overview

Business policy and overview

TV Thunder Public Company Limited ("the Company" or "TV Thunder") was established on November 30, 1992 with an initial registered capital of 1,000,000 baht, in form of 10,000 ordinary shares with par value of 100 baht per share. The founder was Mr. Sompong Wannapinyo who has long experience in the entertainment business. Subsequently, the Company has registered as the public company on December 2, 2014.

Vision, Mission, and Long-term Goal

The Board of Directors of the Company has considered and reviewed the vision, mission, and long-term goal on annual basis to determine the goal and direction of the Company, and to adjust accordingly. In previous year, the Board of Directors has reviewed the vision, mission, and long-term goal and has resolved in the meeting to change vision, mission, and long-term goal so as to be updated and suitable for the current business of the Company as follows.

Vision

To be the best media service provider

Mission

- To develop business management systems in creating world class entertainment contents to support and serve as a mechanism to enhance the competitiveness of the Company.
- To develop as a content producer who can build value-added contents for all platforms connecting to network for both domestic and international.
- To develop, increase, and utilize assets to create added value Receive and generate the appropriate return to support the growth of the Company
- To adjust the organizational structure to have high performance and support excellent service and operations
- To build goodwill and acceptance from stakeholders and target groups towards business operations and development in creating sustainable growth

Long-term Goal

To be the leader in content production with high quality for both local and international contents in all platforms

Major Changes and Development

TV Thunder Public Company Limited has the main businesses in production and providing production services for TV Program, event management, and distribution of books related to TV program, selling of advertising media, and providing studio services. The Company focuses on creating fun and happiness that includes knowledge and motivation for audiences of the programs. The Company has produced a variety of programs to meet the needs of the audience including Drama, Sitcom, Game Show, Variety Show, Reality Show, Talk Show, Document, etc. The Company has received many awards as the symbol to guarantee the quality of TV programs of the Company e.g., TV Gold Award, Mekhala Award, Award from Royal Institute, Chor Saard Award, Petch Kanok Award, SEMA Thammachak Award, TCC Best Award, etc.

The major events of the Company during past 5 years can be summarized as follows.

- The Company received Certificate of Quality Management System – ISO 9001:2008 from The British Standards Institution

- The Company received 29th TV Gold Award for the year 2014 for Best Children and Youth Drama for Luangta Mahachon

- The Company did the initial public offering (IPO) with the subscription period during April 27-29, 2015. The IPO price was 2.00 baht and total number of offer shares was 200,000,000 shares, which was totally 200,000,000 baht. The ordinary shares of the Company have been listed by the Stock Exchange of Thailand on May 8, 2015 and the first trading day was also May 8, 2015.

- The Company received the Award from Royal Institute for the Outstanding Thai Language User for the year 2015.

2015

- The Company received Chor Saard Award for the year 2015 for the Best Media Creation in Supporting Anti-Corruption from the Office of National Anti-Corruption Commission (NACC)

- The Company received SEMA Thammachak Award for the year 2015 bestowed by Her Royal Highness Princess Maha Chakri Sirindhorn for the Person who Benefits to Buddhism from Department of Religious Affairs, Ministry of Culture.

- The Company received Petch Kanok Award for the year 2015 for the Organization who Perform Services to Community and Country from Television Producer Association.

- The Company received the Award of “Kon Dee Bab Yang Pan Din” for the year 2015 for Best Social Support from Gratitude to Motherland Association.

- The Company invested in construction of Green Park Studio

- On June 3, 2016, the Company allocated warrants (“TVT-W1”) to existing shareholders with the proportion of 4 existing shares : 1 unit of warrant. The life of warrants is 2 years starting from the issuance date (May 17, 2016) to May 16, 2018 (The expiration date and the last exercise date)

- On July 4, 2016, the Company signed the investment agreement with Mr. Jetsada Osatalert and Ms. Sirinart Koontorn, who are not connected persons with the Company, to establish the new company named “Big Brand Co., Ltd.” to operate in production of advertising media, TV programs, movies, advertising design services, and distribution of advertising media in all platforms to expand the customer base. The Company held 40,800 shares, which was 51.00% of total registered capital. The number of registered shares were 80,000 shares. The value was 100 baht per share. Then, total registered capital was 8,000,000 baht.

2016

- On August 8, 2016, TV Thunder Public Company Limited did the opening ceremony for “TVT Green Park Studio”, which is the large and modern studio with international standard for the production of TV programs, movies, dramas, advertising, or various events. There are 3 studios located on total area of 8 rai.

- The Company received 30th TV Gold Award from Television Promotion Association, Chamnong Rangsikun Foundation, and Department of Cultural Promotion.

- The Company received the Award of “12 Producers of the Year” from Dara Daily

2017

- On May 31, 2017, the Company signed the investment agreement in MoIndy Digital Co., Ltd. (“MID”). The Company held 10,000 ordinary shares and 10,000 preferred shares, which was 40% of total registered shares of 50,000 shares with value of 100 baht per share.

- The Board of Directors of TV Thunder Public Company Limited resolved in its meeting no. 5/2017 held on July 18, 2017 to approve the investment in Joint Venture Startup Star with First Vision Advantage Co., Ltd. to product Reality Show programs.

On September 12, 2017, EM Entertainment Co., Ltd. ("EM"), a subsidiary of the Company, signed the investment agreement in Joint Venture Startup Stars to produce Reality Show programs. EM invested for 2 million baht, which was 50.00% of total investment.

2017

- The Company received Prachabordee Award and Honorable Pin for the year 2017 conferred by Her Royal Highness Princess Soamsawali for helping people with outstanding discipline who are in difficult conditions in Luangta Mahachon Episode "Tang Dao Mai Tang Jai" from Department of Social Development and Welfare, Ministry of Social Development and Human Security
- The Company received Honorable Plaque for the supporter of SMART VILLANGE Project to increase the capability in organizing MICE in community areas to generate sustainable incomes to community from Thailand Convention and Exhibition Bureau.

- On March 10, 2018, the Company signed the investment agreement to establish Triple S Interactive Co., Ltd. to operate in game online services and software development for game online. TV Thunder Public Company Limited held 25,000 ordinary shares, which was 50.00% of total registered shares of 50,000 shares with the par value of 100 baht per share.

- The Board of Directors of TV Thunder Public Company Limited resolved in its meeting no. 5/2018 held on August 24, 2018 to approve EM Entertainment Co., Ltd. ("EM"), a subsidiary of the company, to expand its business in production and distribution of cosmetics. EM invested in Meraya Co., Ltd. ("MERAYA") by holding 47,999 shares, which was 94.998% of total registered shares of 50,000 shares with the par value of 100 baht per share.

2018

- The Company received Prachabordee Award and Honorable Pin for the year 2018 conferred by Her Royal Highness Princess Soamsawali for helping people with outstanding discipline who are in difficult conditions in Luangta Mahachon Episode "Tang Dao Mai Tang Jai" from Department of Social Development and Welfare, Ministry of Social Development and Human Security

- The Company received Honorable Plaque for "Best Creative Innovation for the Year 2018" conferred by Gen. Prayut Chan-o-cha the Prime Minister from Ministry of Culture.

The Company received Chor Saard Award for the year 2018 for the Best Media Creation in Inculcating and Supporting

- Morality for "Luangta Mahachon" Episode "Bribery" from from the Office of National Anti-Corruption Commission (NACC)

- The Company received the Award for the Person who benefits Social Security Office for the year 2018 from Social Security Office, conferred by Pol.Gen. Adul Sangsingkeo the Minister of Labour.

- The Company received the Award of Gold Play Button from YouTube as there is more than 1 million followers for TV THUNDER OFFICEIAL.

2019

- The Company received Chor Saard Award for the year 2018 for the Best Media Creation in Inculcating and Supporting Morality for "Luangta Mahachon" Episode "I am Poor" from rom the Office of National Anti-Corruption Commission (NACC)

- On August 19, 2019, the Company approved to close down Meraya Co., Ltd. ("MERAYA"), which is a subsidiary of TV Thunder Public Company Limited with shareholding proportion of 94.998%.

- The Company received Chor Saard Award for the year 2018 for the Best Media Creation in Inculcating and Supporting Morality for “Luangta Mahachon” Episode “I am Poor” from from the Office of National Anti-Corruption Commission (NACC) On December 11, 2019, the Company approved to close down EM Entertainment Co., Ltd., which is a subsidiary of TV Thunder Public Company Limited with shareholding proportion of 99.99%.

- The Company received Chor Saard Award for the year 2020 for the Best Media Creation in Inculcating and Supporting

- Morality for “Luangta Mahachon” Episode “Cunning” from the Office of National Anti-Corruption Commission (NACC).

- The Company received the CG assessment as “Very Good” (4-Star) from the survey of Institute of Director (IOD) for all listed companies in the Stock Exchange of Thailand in 2020.

- The situation of coronavirus pandemic (COVID-19) incurred in Thailand and all over the world, which resulted in economic downturn for the whole world.

2020

- The Board of Directors has resolved in its meeting no. 3/2020 held on April 2, 2020 to postpone the 2020 Annual General Meeting of Shareholders and cancel the record date on March 9, 2020.

- The Board of Directors has resolved in its meeting no. 4/2020 held on May 12, 2020 to approve the new date for the 2020 Annual General Meeting of Shareholders on June 30, 2020 at 14.00 hrs. at Thunder Studio because the situation of coronavirus pandemic (COVID-19) has got better. The record date for the 2020 Annual General Meeting of Shareholders has been on June 5, 2020.

- The 2020 Annual General Meeting of Shareholders held on June 30, 2020 had the unanimous resolution to approve the amendment of the Company’s Regulation No. 27 about the meeting via online media.

The Board of Directors has resolved in its meeting no. 5/2020 held on August 14, 2020 to approve the additional investment in ordinary shares of Big Brain Co., Ltd. of 5,570,000.00 baht with the reason to expand its current business

- and for the efficient management. After the investment, the Company would hold 71% of total registered capital of Big Brain Co., Ltd



Shareholding structure

Shareholding Structure

The subsidiaries of the Company are as follows

- Creatist Media Co., Ltd. (CMED) operates for TV production and providing services of TV production for others by focusing on the purchase of copyrights from abroad (International Format). TV Thunder Public Company Limited holds 99,995 shares of CMED, representing 99.99% of the total registered number of shares which are 100,000 shares with par value at 100 baht. Total registered and paid-up capital is 10,000,000 baht.

- Big Brain Co., Ltd. (BB) operates for providing services of TV production and an event organizer. TV Thunder Public Company Limited currently owns 96,500 shares, which is 71.11% of total registered number of shares which are 135,700 shares. The par value is 100 baht per share. Total registered and paid-up capital is 8,000,000 baht.

Note :

1. Triple S Interactive Co., Ltd., which was a subsidiary / an associate of the Company was dissolved and under the liquidation.
2. Miraya Co., Ltd. completed the liquidation on June 15, 2020.
3. EM Entertainment Co., Ltd. requested the liquidation on December 25, 2019 and completed the liquidation on January 8, 2021.

Nature of business

The core business of the Company consists of 4 business units, which can be summarized as follows.

- 1) Advertising from producing TV program and other entertainment programs.
- 2) Providing services for TV program production, promotional campaign, and studio services.
- 3) Artist Management.
- 4) Production and Distribution of pocket books and advertising media.

Revenue structure

The revenues for the Company and subsidiaries include 1) Revenue from Advertising for TV program production, 2) Revenue from Services for providing production services and event organizing, 3) Revenue from Artist Management, and 4) Revenue from Sale. The revenues during 2018-2020 can be summarized as follows.

| Category | Consolidated Financial Statement (Audited) | | | | | |
|--------------------------------|--|----------------|---|----------------|---|----------------|
| | For the Year Ended December 31, 2018 | | For the Year Ended December 31, 2019 | | For the Year Ended December 31, 2020 | |
| | Million baht | % | Million baht | % | Million baht | % |
| Revenue from Advertising | 202.72 | 38.53% | 168.39 | 42.47% | 134.36 | 45.49% |
| Revenue from Services | 316.63 | 60.19% | 220.64 | 55.65% | 155.45 | 52.63% |
| Revenue from Artist Management | 3.61 | 0.69% | 5.69 | 1.44% | 3.85 | 1.30% |
| Revenue from Sale | - | - | 0.07 | 0.01% | 0.34 | 0.12% |
| Total | 522.96 | 99.41% | 394.78 | 99.57% | 294.00 | 99.54% |
| Other Revenues | 3.11 | 0.59% | 1.72 | 0.43% | 1.37 | 0.46% |
| Total Revenues | 526.08 | 100.00% | 396.50 | 100.00% | 295.37 | 100.00% |

SOURCE : INFORMATION FROM THE COMPANY AS OF DECEMBER 31, 2020

Nature of Products or Services

The Company and CMED operates for commercials business of TV production by sub leasing airtime television from broadcast station or channels to broadcast TV program which the Company has own copyright. While TV program produced by CMED are the copyrights purchased from abroad so the production format cannot be changed except approval from the copyright owner. The television airtime bought by the Company and CMED from broadcast stations can generate revenue for the Company by selling partial airtime to customers who want to advertise, promote products and services. The compensation paid to the stations will vary according to agreed conditions such as sub-lease airtime payment, payment based on share of the revenue from advertising (Revenue Sharing) or compensation in form of sharing commercials airtime to stations for stations' commercials (Time Sharing) etc. The Company can generate revenues only when TV programs produced by the Company broadcast at the stations. Customers will check the broadcasting time of TV program that they purchased for advertising products or services, together with company documents as proof of broadcasting such as tape or CD recording etc. In 2019, the Company and CMED has produced and broadcasted for 12 programs, which are divided into 5 categories as follows.

- 1) **Game Show** is TV program which invites guests who can be an artist or an audience to play games or answer quiz e.g., academic quiz, rapid problem, gambling in order to receive rewards and cash prizes.
- 2) **Reality Show** is TV program that arranges contest by inviting talent home audiences to the competition in order to receive rewards and cash prizes.
- 3) **Dating Game** is TV program that participants, both men and women, have rights to decide to date with each other.

4) **Variety Show** or Variety Talk Show is the TV program with the main moderator will sit and talk with guests in various topics.

5) **Sitcom** is Comedy drama which the characters in the story will meet unforeseen circumstances that is varied in each episode

BUSINESS AND MARKETING STRATEGIES

TV program production generating revenue from advertising

Studying the market and the needs of television viewers in Thailand

The marketing team of the Company regularly makes inquiries to the television station and customers who want to promote their products about trend and popularity of TV program that they love to watch so that the Company can modify program for each airtime period for more entertaining to the viewing audience. It also avoids the monotony of the content and present more attractive and interesting content all the time. In addition, the Company has quality creative team who has long experiences in entertainment business to create new TV program that serve needs of consumers. The Company is trying to insinuate ideas of the society development to TV program by aiming improve society to be a good society which is consistent with the company's slogan "Green Entertainment, Good society, Good mood"

In addition to trend market study, another factor that cannot be ignored is consumers (audiences) who are important key performance indicator of company business. The success of television production business is measured by the popularity of the show, called Rating which is measured by The Nielsen Company (Thailand) Company Limited. When the programs are popular and have a lot of audiences, the advertising rate of such program is likely to rise as well. Thus, programs that have many viewers affects to advertising airtime of such program since this will extremely be attractive to advertising agency and entrepreneurs who want to promote products and services (Direct Customer). The Company must devise exotic and interesting TV program to TV audiences. The aim is to produce TV program that is popular among many viewers.

Quality of Operations

Any kind of business, the quality of the work presented to the eyes of our customers is of utmost importance. The Company gives the priority to quality in every part of operations since entertainment business is a kind of art, which need to pay attention into details and various elements. This type of business needs expertise and experiences in production planning, monitoring, controlling and continuous evaluation of performance. The Finance Department is responsible for the disbursement of TV program; for example, budget is estimated for TV program that was produced by the Company and team must manage all related expenses within the budget. The Production Department is responsible for overseeing the production, scene features, camera, lighting, filming location to meet the standard and its work's objective. After filming was completed, it requires editing team who has expertise and experience to edit tape by using of modern technology in its operations. All tapes released to the public can reflect the attention and commitment to the work of the Company as well.

Presentation to TV stations and selling TV Advertisement of the Company

Advertising revenues which arise from a television production company must be approved by the various TV stations since production company has to buy time to broadcast which the acquisition forms of broadcast can be divided into 2 types: 1) Design all TV program and present to TV stations for buy airtime and 2) TV stations inform the required type of TV program and time period to the Company which the conditions of contract will vary by each TV station ;for examples, the Company pay leasing for airtime or share revenue from advertising (Revenue Sharing) or share advertising time to TV stations which will be sold by TV stations themselves (Time Sharing). The Company can generate revenues only when TV programs produced by the Company broadcast at the stations. When the Company receives airtime from TV stations, potential marketing team, who has long term relationship with customers both agency and direct customers, will present performance of the Company to customers to gain advertising revenue. The Company has various forms of selling time for TV advertisement and customers can select preferable period of time that is consistent with advertised products; for examples, buying specific time of advertisement of one TV program through advertising sports or buying airtime in package which products or services can be advertised in many forms and many TV programs so that such advertisement can reach audience widely. The customers must prepare advertising spots with agreed time and condition to the Company for broadcast.

Pricing policy and sales promotion

For pricing of advertising time in each program, The Company considers having a standard price based on production costs, airtime, and popularity of program. The price depends on negotiation between customers and the Company based on market price that is competitive with the market. The Company also set policy for giving cash discount to customers who pay before due date and giving rebate to customers for agreed purchase amount of advertising time. Regarding sales promotion, The Company sells advertising time in packages, which meet the needs of customers better by enabling customers with limited budgets to advertise in multiple forms and increasing flexibility and meeting customers' demand.

Strategies for operations and marketing of service business

Regarding service business, marketing and production team must present the Company to potential customers who demand for the services of the Company by using strategy for operation and marketing as follows.

Studying customer needs

The services of the Company can be divided into 2 types which are production of TV program (service for design and production under the concept of customers) and Event organizer or media advertising and related advertising. The Company will study target audience and satisfaction of employers to serve their needs by dividing into 3 types of operations:

- The production of TV program: The Company has been hired to design and production of TV program. In this type of service, the Company needs to study type of program that employers need including providing feedback to employers on production costs so as to not exceed budget set by employers and feedback about the shooting to coincide with a design concept.
- The production of TV program: the employer defines concept of program. In this type of service, the Company has responsibility to make a production that is in line with the concept determined by employer. During production, the company needs to be discussed with the employer about the overview of program, scene, and lighting and sound system, including the provision of performers and presenters in order to meet the needs of the employer.
- Event organizer and advertising management: The Company needs to study the needs of employers about promoting activities in various forms before the Company presents works and performance with the employer in order to compete with other competitors in the segment. The company is responsible for managing the public relations, designing of advertising media, coordinating with other agencies, and organizing event.

Quality of Operations

Any kind of business, the quality of the work presented to the eyes of our customers is of utmost importance. The Company gives the priority to quality in every part of operations since entertainment business is a kind of art, which need to pay attention into details and various elements. This type of business needs expertise and experiences in production planning, monitoring, controlling and continuous evaluation of performance. The Finance Department is responsible for the disbursement of TV program; for example, budget is estimated for TV program that was produced by the Company and team must manage all related expenses within the budget. The Production Department is responsible for overseeing the production, scene features, camera, lighting, filming location to meet the standard and its work's objective. After filming was completed, it requires editing team who has expertise and experience to edit tape by using of modern technology in its operations. All tapes released to the public can reflect the attention and commitment to the work of the Company as well.

Pricing policy and sales promotion

The Company has determined the price for production services based on the cost of production plus margin. Usually, customers will inform the budget to the Company and the Company will design the program format and propose back to customers with the price slightly lower than budget to satisfy customers. However, the Company will consider the budget and assess the ability in production cost management before finalizing the job. Moreover, the management team will also determine the price that is competitive based on the market price.

Total spending for advertising industry for the year 2020 had decreased by 14.5% comparing to the year 2019. The amount of advertising spending in 2020 is 104,000 million baht, which is lower than the amount in 2019 of 121,000 million baht. The advertising spending for analog television is 28,000 million baht, which is lower than the amount of 38,500 million baht in 2019 or lower by 27.9%. The advertising spending in 2 traditional media including newspaper and magazine also decreased. The advertising spending for newspaper is 3,088 million baht, which is lower by 33%. The advertising spending for magazine is 703 million baht. Meanwhile, the advertising spending for internet had increased to 19,610 million baht, which is higher by 0.3%. The advertising spending for in-store is 663 million baht, which is lower by 34.4%. (Source: Mindshare/DATT) is from the better economic condition.

The share of advertising spending shows that the advertising spending for television is still highest at 59% of total advertising spending

Share of Advertising Spending in 2019-2020

| Media | 2020 Jan-Dec | | 2019 Jan-Dec | | % Change 2020 VS 2019 |
|---------------------|------------------|--------------|------------------|--------------|--------------------------|
| | Million Bath | % | Million Bath | % | |
| Analog TV/Incumbent | 28,018.7 | 26.9 | 38,850.7 | 37.3% | -27.9 |
| Digital TV | 32,065.6 | 30.8 | 28,027 | 26.9% | 14.4 |
| Cable/Satellite | 1,245.3 | 1.2 | 2,075.5 | 2.0% | -40.0 |
| Total TV | 61,329.3 | 58.8% | 68,953.1 | 56.6% | -11.1 |
| Radio | 3,576.3 | 3.4% | 4,684.3 | 3.8% | -23.6 |
| Newspaper | 3,088.8 | 3.0% | 4,602.5 | 3.8% | -32.9 |
| Magazine | 703.8 | 0.7% | 1,028.3 | 0.8% | -31.6 |
| Cinema | 4,312.1 | 4.1% | 8,757.3 | 7.2% | -50.8 |
| Outdoor | 6,100.1 | 5.9% | 6,867 | 5.6% | -11.2 |
| Transit | 4,850.8 | 4.7% | 6,456.3 | 5.3% | -24.9 |
| In-store | 662.9 | 0.6% | 1,0107 | 0.8% | -34.4 |
| Internet (DATT) | 19,610 | 18.8% | 19,551 | 16% | 0.3 |
| Grand Total | 104,234.6 | 100% | 121,910.5 | 100% | -14.5 |

SOURCE : *MINDSHARE/DATT

TV Station

Currently, there are Digital TV Stations that people can access without any charge or Free TV for 20 channels.

As of December 2020, according to AGB Nielsen Media Research indicates that Channel 7 and Channel 3 have the higher market share of revenue and the number of viewers than other channels. However, other TV stations have not stopped and kept changing to enhance the competitiveness so as to catch Eye Ball from viewers. Each TV station has modified TV programs and added new TV programs to increase the popularity of television viewers. Thus, an increase in digital TV channels leads to more intense competition in television stations, especially quality. Due to the popularity of consumers have changed over time, TV stations are necessary to update TV programs regularly.

TV Producer

In the business of television production, the emergence of digital TV resulted in an increase in distribution channel. It also reduces the reliance on the station. However, when the market grows up, the entry of new TV produces tends to rise as well. In television production, experiences, quality, and relationships are the primary factors that TV station considers working with or to provide an opportunity to work together. Based on the same principle of operation, The Company must have a strong creative team who can present an attractive work and well-tuned to the station and viewers with quality.

Competition

For the competition in TV production business, in addition to the Company, there are other famous producers for traditional analog television as well as other producers for digital television. Each producer will have expertise in different program format based on the creative team of each company who tries to design diversified and interesting TV program in order to attract more audiences. Therefore, the Company focuses on the programs with creativity in format, content, entertainment, social and environmental responsibility. The Company has well-experience and high-quality working team who can create and select the programs satisfying the needs of consumers. The Company has a good planning in production in order to control cost and quality of the programs. The Company has a greater number of available studios from the opening of TVT Green Park Studio for 3 studios. Totally, the Company has 5 studios for production that is better in controlling cost and quality of programs.

Target Customers

Revenues from advertising

Advertising revenues arise from the television production business. The major customers of the Company are divided into 2 groups

1) Direct Customer

This group of customers is customers who own products directly which are private companies or owners who are interested in public relations or advertising through television advertisement. The direct customers will coordinate directly with the Company to buy advertising time for each program of the Company. In 2020, the Company had revenue from customer-owned products (Direct Customer) at 85.65% of advertising revenues.

2) Advertising Agency

Advertising Agency is the Company operating for advertising management which agency was hired by the owners (clients) to handle public relation and advertising channels to promote products and services. Advertising agency acts to plan, coordinate and schedule the right period of time for advertisement to the product. Most of the advertising agency will buy advertising time from the Company in form of a "package" to promote the product. The "Package" is a selection of advertising and public relations in its various forms, variety of TV show. The various selection of time range is one of marketing plan. Buying advertising is in the form of futures contracts from 1 month, 3 months, 6 months or 1 year. All of this depends on the allocation of advertising agency and advertising budgets. In 2020, the Company had revenue from advertising agency at 14.35% of advertising revenues

The Company will send the invoice to customers for payment after the Company has already broadcasted the advertising for customers. The Company will send the evidence for confirmation of broadcasting including the record of programs in CD format for the case of placement of banner in the program together with the invoice.

Proportion of Revenue from Advertising by Customer Group during 2018 - 2020

| Customer Group | Consolidated Financial Statement | | |
|---------------------------------------|----------------------------------|----------------|----------------|
| | 2018 | 2019 | 2020 |
| Direct Customer | 63.80% | 56.50% | 85.65% |
| Agency | 36.20% | 43.50% | 14.35% |
| | | | |
| Total Revenue from Advertising | 100.00% | 100.00% | 100.00% |

SOURCE : INFORMATION FROM THE COMPANY

Revenues from services

The customers who hire a TV producer is customers who are interested in television production, including TV stations, owners of products or services who cannot produce because of internal restrictions. The production of TV program may be employed in the form of Project (Project) such as the outsourcing for production of advertising spot of chili paste Mae Pranom, production of drama, production of a TV show by episode etc. In addition, regarding event organizer or activity, the group of customers is owners, private companies, public sector, and television stations such as Media Management OTOP Phayao Province etc. This type of work can be performed in a variety form. The conditions for getting the job can be divided into 2 main types: 1) Public sector: using bidding process to compete with other producers, and 2) Private sector: The Company will present directly to the customers. If the company's work is accepted, the Company will be hired and responsible for such assignment.

Summary of Revenues from Services by Types of Service during 2018 - 2020

| Service Type | Consolidated Financial Statement | | | | | |
|------------------------------------|----------------------------------|-------------|--------------------|----------------|--------------------|----------------|
| | As of Dec 31, 2018 | | As of Dec 31, 2019 | | As of Dec 31, 2020 | |
| Production Services | 253.81 | 80.16% | 190.96 | 86.55% | 144.66 | 93.06% |
| Event Organizing / Other Services | 49.79 | 15.72% | 16.31 | 7.39% | 2.97 | 1.91% |
| Studio Services | 13.03 | 4.12% | 13.37 | 6.06% | 7.82 | 5.03% |
| Total Revenue from Services | 316.63 | 100% | 220.64 | 100.00% | 155.45 | 100.00% |

SOURCE : INFORMATION FROM THE COMPANY

Procurement

TV Program Production

For TV show production to make money from selling airtime to customers who are interested in advertising products, the Companies must contact the TV station to present the program. The station will consider the appropriateness of the program before approving and providing the appropriate time for such items. The cost of operating in the advertising revenue consists of the airtime fee of the station, licensing fees for international format, the cost of actors and moderators, production, staffs, and equipment used in production. The company needs to hire outsourced who specialists, such as camera crews, lighting, and sound systems to help the team. make the better-quality works. This part is considered as the operating expenses of the company. The process to get the airtime for the sale of advertising can be divided into 3 steps, namely, the selection process for TV station and broadcasting time, production process, and distribution process.



Step 1 : Selection of TV Stations and Broadcasting Time

The broadcasting channel for the production of television programs to generate revenue from the sale of airtime to promote the goods for the customer is the TV station. To acquire the airtime. Companies need to recruit TV stations and broadcast airtime. The selection process is as follows.

1.1 Preparation for Presenting to TV Station

The Company must be prepared to create interesting and popular programs. In the preparation stage to present to the television station, the Company will discuss with the station and its customers to gather ideas for the development of the show format to satisfy the viewers' satisfaction including the target group of the company. After the design of the program has been completed, the concepts will be provided in the form of presentations, storyboard, or video to present to the TV station. The format of TV program can be divided into six categories: Game Show, Quiz Show, Reality Show, Sit Com, Variety, and Drama.

1.2 Approval Process for Airtime

After presentation of program format to TV station, the station will consider the appropriateness of the transaction through four main issues: 1) the format of the program; 2) the content of the program; 3) the attractiveness of the program; and 4) the quality and potential of the producers. The station will consider all 4 factors to find the appropriate time slot, the station will approve the broadcast. The first three factors determine the date and time that the program will be broadcasted. Therefore, if the program can attract a large audience, the return on advertising will also be higher.

1.3 Contract Format with TV Station

After the Company was approved by TV station to produce the program for broadcast, the next step is to sign the contract with the station. Currently there are 3 types of contracts 1) Purchase of airtime from TV station; 2) Time sharing contract with TV station; 3) Revenue sharing with TV station, with the following details

- **Purchase of Airtime from TV Station**

The purchase of airtime from TV station is the purchase of airtime for board casting TV program produced by the Company. The Company is responsible to pay for airtime as agreed. The contract will specify the airtime, the applicable period, and the price agreed between the Company and TV station. Some TV stations may determine the format of advertising e.g., the number and the size of banner, the number of VTR used during the program, etc. Currently, the Company has this type of contract for the program like At Nine Variety.

- **Time Sharing Contract with TV Station**

For the time-sharing contract with TV station, the Company does not need to pay for the airtime but will share the time for advertising with TV station. For example, if the program length is 1 hour, the Company can allocate 10 minutes for advertising. This 10-minute time will be shared with TV station for selling the advertising. This time sharing is considered as the compensation for airtime. The amount of time sharing depends on the negotiation between the Company and TV station. Both the Company and TV station will determine the same advertising rate to sell to customers. Currently, the Company has the time-sharing contract for the program like Master, Vetee Jaeng Kerd, Luangta Mahachon

- **Revenue Sharing with TV Station**

For the revenue sharing with TV station, it is similar to time sharing contract. However, for revenue sharing, the Company and TV station will jointly sell the advertising. The revenue from advertising will be shared based on the agreed proportion. The Company and TV station will determine the same advertising rate and discount for customers. Currently, the Company has the revenue sharing for the program like Take Me Out Thailand.

Step 2 : TV Program Production

After getting approval from TV station, the next step is the production. The production process can be divided into 3 steps which are pre-production, production, and post-production.

2.1 Pre-Production

After getting approval for airtime from TV station, the Company will prepare for production and set the budget for production. There will be many teams who are responsible for controlling the production in each step.

The Creative Team raises the idea for the program. After getting the storyline, the next step will be to summarize the theme of each episode by laying out the storyline of each production tape, making scripts for the program, and developing the story board used for discussions with the production team. In addition to preparing for the production, the budget planning for the production is also an important part of the operation. Each program will have a different budget depending on the Production's size.

The Production Team can be the internal production team of the Company or the external specialized teams, such as lighting systems and camera systems. The Company focuses on the best quality by hiring external teams for the work requiring variety, quality and up to date. The Company will select the contractors based on the experience and capability. The tools and equipment used in the production such as props and clothing will be prepared by the production department of the Company. The equipment is stored proportionally and have the team to maintain to ensure the availability of equipment before use.

2.2 Production

The company has set up the team that specializes in developing the contents in a variety of ways to meet the demand of viewers and TV station. This team will research, look up and invent the format of the program. After getting enough quality program, the program will also be proposed to the various platforms that the Company considers appropriate. When it was approved to produce the program, the production crews will begin the preproduction process and select the actors. The field team will explore the shooting location. And the date of filming. The filming can be divided into 2 types: 1) Studio Filming and 2) Outdoor Filming.

- Studio production. The team needs to be prepared for locations. The main things to prepare are the scene, lighting and atmosphere, position of the camera as well as the direction of movement of the camera to change the angle at the specified point. All involving staffs will prepare before, then proceed to shoot the program as schedule
- Outdoor production can be divided into 3 types as follows.
 - ENG (Electronic News Gathering) : This uses the single camera shooting suitable for work with mobility. This filming is suitable for news and documentaries
 - EFP (Electronic Field Product) : This uses more than one camera in filming. All camera is connected by cable to the switcher so that different camera angles can be selected. This filming is suitable for the talk show / variety show.
 - Mobile Unit: This filming is similar to EFP and studio filming. The equipment is installed in OB car (Outside Broadcasting). This filming is suitable for live / drama.

The most important part of production is controlling the works within the specified time and budget. Moreover, the quality of production must meet the standard.

2.3 Post-production

The final step before sending the tape to the station for broadcast is that the production crews must deliver the tape to the editing team for editing, sequencing, and adding sound. To attract the attention, it may use various effects including graphics to make the program more complete. After the company has completed the tapes for broadcast, the tape will be forwarded to the station to check for the content before broadcast. If the station wants the Company to modify some content, the station will inform the Company to edit the content. If there is no problem, the tapes will be forwarded for broadcast.

Step 3 : Selling and Distribution Channel

After getting approval for airtime from TV station, the Company will sell the advertising time of the program together with the production. The sales team is responsible for selling advertising time to interested customers. The method of distribution is divided into 2 types: 1) The company sends the sales team to contact the product owner directly. 2) The company contact the advertising agency to present the format of the program as well as the airtime of the program and the advertising packages. We can summarize the steps to sell advertising time as follows.

3.1 Contacting Customers

The main customers of TV production can be divided into 2 groups which are

- Direct Customer

This group of customers is customers who own products directly which are private companies or owners who are interested in public relations or advertising through television advertisement. The direct customers will coordinate directly with the Company to buy advertising time for each program of the Company.

- Advertising Agency

Advertising Agency is the Company operating for advertising management which agency was hired by the owners (clients) to handle public relation and advertising channels to promote products and services. Advertising agency acts to plan, coordinate and schedule the right period of time for advertisement to the product. Most of the advertising agency will buy advertising time from the Company in form of a "package" to promote the product.

The "Package" is a selection of advertising and public relations in its various forms, variety of TV show. The various selection of time range is one of marketing plan. Buying advertising is in the form of futures contracts from 1 month, 3 months, 6 months or 1 year. All of this depends on the allocation of advertising agency and advertising budgets.

3.2 Presenting the Format of the Company and Advertising Packages.

The Company will present the format to its customers by visiting to present by its marketing team. The advertising time must be in accordance with Broadcasting and Television Business Act, BE 2551 (2008), Article 23 which is during 1-hour broadcasting time the advertisement can be sold for 10 minutes. There are 2 types of selling advertising as follows

- 1) The advertising in form of Spot during the advertising break of the program
- 2) The Advertising Package including the advertising in form of Spot during the break and the advertising during the program (Media Tool) e.g., banner, reward banner, podium, and scene, etc. The revenue from advertising during the program is paid to the Company without sharing with TV stations. Most customers should the advertising package.

Typically, the marketing team will make a marketing plan (Year Plan) to the advertisers at the end of the year. The advertising plan will discuss the company's program and airtime for selling advertising for the next year. Usually, customers who want to advertise products will contact to buy advertising time throughout the year. The customer will inform the schedule and preliminary plan on the date of the broadcast to the Company. Once the order is received, the Company will send the order of advertising to the station tape-by-tape for each episode to confirm and inform about the advertising on the tape.

3.3 Customer Agreed to Purchase Advertising

After customers decided to purchase advertising with the Company, the next step is the customers agree with the advertising time. Customers will send the purchase order for advertising in specified program and date. If there is any change in date, the Company and customers will discuss for the appropriate time before broadcast. the Company will summarize the details of advertising in each episode and send to TV station in advance.

Environmental Impact

- None -

Undelivered Work

- None -

Providing Production Services on TV Programs

The business in providing services in TV production is to provide services in doing TV production or event organizing. The major revenue of the Company is from the production services. The cost of service is the cost of hiring moderator, production, hiring teams and equipment used in production. In some cases, the company has to hire outsourcing specialists such as camera crews and lighting and sound systems to make the work out more quality. This part of the cost is part of the company's operations. The revenue from TV production services can be divided into two categories: design and production for TV program or the production of TV programs. The steps are as follows.

1) Design and Production of TV Program

This type of service is similar to the production of TV programs. The difference is that the copyright of the program will belong to the hirer with the following operations.

1.1 Preparatory steps and present the work to the customer.

At this stage, the employer may determine the types of program to be produced for the company, such as talk show. The Company is responsible for the design of the program to present to customers. The creative team of the Company will brainstorm ideas into a presentation format for the customer. After the customer agrees in the format of the program, the next step is the production.

1.2 Production Process

The production process can be divided into 3 stages: 1) Pre-Production 2) Production and 3) Post-Production which is similar to the production of TV programs. It is different because the work will be controlled and monitored by the employer to make the program based on the requirements of the employer as agreed.

1.3 Delivery

The delivery to clients is the final step in the production of the program. The Company will send the work to customers within the agreed time frame. Usually, the Company will deliver the works ahead of time. The company has never faced the problem of late delivery.

2) Production as the Specified Format

In this part, the customer has already prepared the format of the program including the scene, format, or even scripts or chapters. This form of hiring is when the customer has purchased the license from abroad (International Format), which is subject to certain conditions and must be in the same format. Mostly, the customer will contact the Company to make the production. The production process is the same as the production process of the Company as well as the production process in the case of design and production. It is important that the Company must strictly follow in term of the format, style, scenes, and scripts in order to comply with the international format. If there is any change, the employer must discuss with the owner. For delivering work to customers, the company must deliver to the customer before the scheduled broadcast. The company and CMED have never faced the problem of late delivery.

3) VDO Online Media Production and Planning

Since 2017, the Company has expanded the business to produce content for broadcasting as online media in all platforms including YouTube, Facebook, AIS Play, Line TV to satisfy the change in behavior of audiences and technology.

After expanding to produce content and broadcast as online media, the Company can increase the rating and subscribers / followers consistently. The online media can be divided into 4 medias as follows.





1) YouTube

This is the global leading online video platform that people can upload video and live streaming contents. The Company has used the name on YouTube as “TV Thunder Official”. The Company has broadcasted the re-run programs and re-edited programs. The Company receives the advertising revenue sharing from YouTube based on the agreement.

In 2018, there are more than 1 million subscribers of TV Thunder Official on YouTube and the Company has been rewarded by Gold Play Butter from YouTube.

2) Facebook

This is a global leading online social network. The Page of the Company on Facebook named “TV Thunder”. The Company has broadcasted video clip and PR news from the Company on the feed of Facebook. Moreover, there are Pages of Programs produced by the Company e.g. Take Me Out Thailand with the follower more than 7.8 million people, Master Key Vetee-Chang-Kerd, The Price Is Right, Together with Me, Saneha Story, etc. The revenues of the Company from Facebook are in form of selling space in feed to customers directly and advertising revenue sharing from Facebook based on the agreement. Facebook Page of the Company on Facebook is popular as much as other channels.



3) AIS PLAY

This is a Video on Demand platform with variety contents that customers can see the live program, or they can choose to see anytime and anywhere upon demand. This is under the AIS network available both mobile and fixed. The contents include both local and international contents that are broadcasted exclusively for AIS customers on AIS PLAY.

The revenues of the Company from AIS PLAY are in form of content production. In 2018, the Company was hired to produce Take me Out Reality Program and Saneha Story Series for AIS PLAY which became very popular.



4) LINE TV

LINE TV is online video platform with variety contents in form of premium and exclusive. Customers can choose to see the live program or choose to see anytime and anywhere upon demand.

The revenues of the Company from LINE TV are in form of content production. In 2018, the Company was hired to produce Dance Dance Dance Thailand Program, Together with Me The Next Chapter and Take Guy Out Program which became very popular.



Environmental Impact

- None -

Undelivered Work

- None -

Artist Management Business

The nature of the product or service

Artist Management Business arises from the Company and EM which gain revenue sharing from revenue from the work of company's artists. The Company and EM have responsible for taking care and employment of artists through a team of experts. The Company emphasizes on caring to create organizational commitment and motivation so that the artists have loyalty to work with the Company and EM. The Company has a team to search for talented artists with four main channels as follows:

- Modeling Partners : The Company has partnered with modeling companies which present artists to the Company. If the Company sees the potential of artists, the Company and the artist will sign an agreement to work belonging to the Company. When there is job hiring to the artists, revenues are shared to the modelling agency as agreed proportion.
- Searching artists from the Internet : the recruitment team will search from the Internet by considering appearance prior to contact with artists to make a screen test and further sign contract.
- Going out for searching : The recruiting team will go out to various locations that have competitions or talented contests in order to approach the contestants who have required characteristics for screening test and signing contract for next step.
- Artists from the Company's TV show: The Company recruit artists from own television show which the winner of the show will be the company's artists

For the process of developing artists, the Company and EM focus on developing capability of artists in show performance and singing performance. The artist development process will depend on the nature of the contract between the Company and the artist which can be divided into two categories as follows.

1. Internship Contract: Approximately one-year contract between the Company and artist internship. The intern can attend for basic training course of show performance. The intern who has well development and have high potential will be promoted from intern to the Company's artists in the future.
2. Artist Contract: The artist, who signed contracts with the Company in this category, is an artist who is ready to work immediately. The artists will attend the performance training course in a higher level. The artists under contract will last 3-5 years.

Environmental Impact

- None -

Undelivered Work

- None -

Printing Business

In addition, the Company has published other 5 books about the ideas of living and sharing life stories which are.

- (1) Various Experience and Thought with My Life
- (2) Various Stories and Thought in Life
- (3) Life, Truth, Philosophy
- (4) Mileage for Life
- (5) The World without Time is like the Clock without Hands

Environmental Impact

- None -

Undelivered Work

- None -

Risk Factors

The Board of Directors of the Company has been aware of the importance of risk management and effective systematic risk control. The Board of Directors has developed the written guideline for structure and policy in risk management. The main purpose is to present and manage risks as well as determined the guideline that is consistent to the good governance principle.

The risk management is one process that the Company and subsidiaries have focuses on management to achieve sustainable growth. The objective is to integrate business risk management into all levels of management.

Therefore, the risk management committee has followed up the risk management plan so that all risks can be effectively managed and controlled to be in the acceptable level based on the risk management policy of the Company. Moreover, the risk management policy has been reviewed consistently.

The Company has improved its business management, internal control, and risk management. The risk assessment has been done for all processes and the result of assessment in Risk-Control Matrix has been used to develop the risk management plan at entity-level and process-level to control all process systematically. Moreover, there is a system to recode the actual loss data used in reviewing the risk management plan. There is also a monitoring system to compare the actual performance with the plan and risk indicators on quarterly basis . This can ensure that the current system is sufficient and appropriate to react with risk factors that tend to increase from the risk of industry and the risk of business of the Company directly.

For risk oversight, the risk management is separated based on the good governance principle. The risk management committee can work independently from the management team in considering and monitoring risk exposure and portfolio views of risk from continuously and consistently under the acceptable criteria.

In 2020, both world economy and Thai economy were affected significantly from the coronavirus pandemic (COVID-19). The government used the strict measures to control the epidemic and declared an emergency situation for the whole country including lockdown, prohibiting of public assembly, and prohibiting activities that many people need to gather in one place. This resulted in economic downturn. The Company was also affected significantly from this situation. The filming for programs and drama series could not be done. All events were cancelled or postponed indefinitely. The revenue from advertising decreased due to the reduction in overall advertising spending. The advertising agencies could not plan for the schedule of advertising media because the customers stopped spending their advertising budget.

However, the Company has prepared Business Continuity Planning (BCP) for the situation of COVID-19 to minimize the impact on business operations. The programs and drama series were re-run to reduce its cost and operating expenses. The Company employed various measures to prevent the spreading of COVID-19 like work from home, social distancing, requiring all employees to wear masks, establishing the checkpoints, preparing the cleaning schedule, and carefully monitoring its impacts. The purpose was to keep running its operation and to control risks at the acceptable level.

The important risk factors can be summarized as follows.

Strategic Risk

The vision of the Company is to be a leading producer of contents and media that serve customers' needs in various channels in both local and international. The Company faced many important risks including the slowdown of industry. The operation is under challenging and it is the Company's opportunity to prepare the systematic improvement to develop proactive strategies and policies appropriate for the technological changes. Moreover, the Company needs to balance between on-air and online markets to effectively utilize the capacity. The Company also needs to adjust the internal structure to support the new technology to create the convergence between old market and new market.

Risk of changing conditions in the industry

The broadcast of Terrestrial TV in Digital makes a huge change in Thailand television industry. There are 26 TV channels broadcasting in Terrestrial TV in Digital system. Some of them focus on acquiring the contents from others to broadcast whereas some of them focus on producing their own contents and acquiring contents or program formats from abroad.

However, most Digital TV stations face loss during past 2-3 years. The government has the important measures to help Digital TV stations reduce costs like postponing the payment for license fees, allowing to use remaining frequency, providing the financial support to broadcast TV program on satellites. Also, the government helps the private entrepreneurs by reducing the license fees and network rental cost so that they can make the transition and adjust themselves to survive. This also help in reducing risk in terminating the broadcast and return the license like the past. With lower operating expenses, the entrepreneurs will have more funds to invest in programs.

The Company has realized about this risk and closely monitored the situations of Digital TV stations. If there are abnormal things, they can be resolved promptly

Risk of changing in advertising industry and popularity of other advertising medias.

In previous year, the TV media is the most influencing media for consumers to make decision in purchasing goods and services. The advertising spending in TV is still in high proportion compared to other medias because TV media can reach wide range of target audiences for any gender, any age, or any class without limitation of technology that requires devices and internet to access. Then, it can create awareness to consumers countrywide quickly. However, the businesses are more careful to spend their advertising budgets because of uncertainty in economic condition. Moreover, there are more choices of advertising making some TV stations face loss and cannot earn revenues from advertising sufficiently to survive.

The Company has realized to this risk and reduced the impact of risk by determining operating plan and business strategies that are consistent with policies and vision of the Company as 1) Improve the quality and attractiveness of the program to be more competitive, 2) maintain and expand customer base to earn stable revenues by satisfying customers' needs for both direct customers who purchase advertising and indirect customers who are audiences of the programs, 3) expand the business line by increasing the proportion of TV program production as well as artist management that will be developed further, 4) search for opportunities to produce contents in other medias e.g. online media. The Company has believed that the mix of different operation can help reducing risk.

Risk of Online Business

People tend to use broadband internet more including 3G and 4G network. The 5G technology is coming that help mobile phone operators increase the speed and coverage areas. This results in an increase of using smart devices. With this digital technology, the entrepreneurs need to adapt with the change in technology. One of the outstanding changes is the change in television and media industry that the rapid change during past 1-2 years from Over the Top or OTT services.

To prevent and mitigate this risk, the Company has closely monitored the trend of online business and try to increase revenues from online business as well as prepare to support 5G technology to connect and integrate with the existing business.

Risk of new entrants

The rapid change in technology and higher accessibility to the Internet makes the scope of business change. In the past, there are a few numbers of content producers in the narrow group. Nowadays, there are a lot of content producers in wide varieties in both local and international. The competition becomes more intensive because the customers, TV stations, and advertising agencies have more choices.

The Company has realized to this risk and reduced the impact of risk by improving the quality of the programs to be more attractive to maintain customers. Moreover, the Company focuses on updating and adjusting the format of the programs. The Company also looks for new programs and improve to produce the contents from foreign customers to increase revenues of the Company.

The Company prepared for expand business to aboard by searching for privileges in investment, legal restriction, payment, format of agreement to reduce risks from accepting jobs from foreign customers.

Operational Risk

The rapid change in technology also makes the global economy change significantly as well as people's life. Therefore, the Company needs to update the business plan and strategies following this rapid change to be more competitive.

The disruptive technology including artificial intelligence (AI) that can act like human and the communication between one device with other devices in form of Internet of things (IoT). Moreover, it also includes the use of cloud computing and big data management.

These factors make the Company adjust to the new business model e.g., producing contents and media in new format beside traditional formats or using convergence media for new business opportunities. These changes are the result of emerging risk or new risk.

Risk of changing technology

The important factor affecting the business of the Company in previous year is technology. The rapid change in technology especially the emerging of "Over the Top (OTT)" like YouTube or Netflix that you can see Hollywood movies via the internet on your computers, mobile phones, or TV boxes. Moreover, the use of mobile devices to see the programs become more popular whereas watching programs on TV screen tends to decrease significantly.

This risk factor can be both opportunities and threats for the Company, during past 2-3 years, the Company has adjusted the programs to be appropriate to these new platforms to generate more revenues from this change.

Risk of dependency on main personnel

The top executives of the Company are the founders of the Company who are the main personnel. The business of the Company needs experience, skill, and creditability and well-known in the industry and related parties.

The Company has realized the importance of this impact. The Board of Directors has prepared the succession by developing the succession plan for top executives and executives in important positions. The succession plan has been improved continuously and the Company tries to increase the proportion of executives from new generation by assigning works and responsibility appropriately. This is to maintain the knowledge and skills in problem solving within the Company and encourage the knowledge and skill transfer to the next generation.

Risk that major shareholders can influence the Company

The major shareholders of the Company are Wannapinyo Family. Therefore, the Company and/or shareholders can face risk that the major shareholders can influence the policy into any specific direction because they hold more than half of outstanding shares, except some activities that the law and regulation require the supporting votes more than three-fourth of total paid-up capital.

However, the Company has audit committee composed of 3 independent directors from total 8 directors. Each audit committee is the expert with well-known and socially acceptable. The audit committee perform their duties as determined by the Board of Directors in accordance with the Notification of the Stock Exchange of Thailand Re: Qualifications and Scope of Work of the Audit Committee B.E. 2551 and the qualification is consistent with No. 16 of the Notification of Notification of the Capital Market Supervisory Board No. TorChor. 28/2551. This can help to balance the power and ensure the effective auditing as well as create transparency in managing the business. Moreover, the Company has hired Dharmniti Internal Audit Co., Ltd. to work in internal audit which is independent from management team and report directly to the audit committee. Moreover, the Board of Directors has concerned about good governance by strictly and consistently following the good governance principle. Therefore, the Company can ensure that all shareholders and stakeholders will be treated fairly and equally.

Financial Risk

Risk from volatility of exchange rate

The Company has expenses in foreign currency. In 2018, the Company has paid the copyright fees and equipment in foreign currency for 4.70% of total production costs.

The Company needs to pay the copyright fees in foreign currency like US Dollar or Euro because the Company has imported the contents from abroad. The Company has realized and monitors the risk from exchange rate carefully.

Risk of default debtors

The Company has determined the policy to present risk from default debtors by closely following up. Mostly the Company can collect from debtors as schedule. If there is any default, the Company will work closely to effectively resolve the problem.

Compliance Risk

Risk of violating the copyrights

In producing the program, the Company has risks in asking permission to use copyright contents e.g., songs. Sometimes, there are many people claiming as the owner of copyrights. Once the cases are in the legal process, the Company cannot use such songs in the program whereas the Company still has the obligations to pay for copyright fees. Otherwise, the Company may be charged for penalty if the Company cannot process it correctly.

In this process, the Company has the mechanism to register the songs that are allowed to use in the central database. Moreover, the Company is careful in searching for the true owner of copyrights and hires the legal advisor to take care this issue.



Assets Used in Business

Fixed Assets Used in Business

The fixed assets used in the business of the Company and subsidiaries include land, buildings, and equipment. As of December 31, 2020, the Company and subsidiaries had fixed assets as follows

Land

| Items/ Location | Ownership | Book Value at the End of the Year 2020 (Baht) | Obligation |
|---|-------------|---|---|
| Title Deed No. 16992 and 16993 located in Wang Thonglang, Bangkok with the area of 0-1-37.9 Rai | The Company | 159,972,198.50 | Under mortgage with one financial institution for promissory notes of 20 million baht and overdraft (OD) of 17 million baht |
| Title Deed No. 33980 and 33981 located in Wang Thonglang, Bangkok with the area of 0-2-80 Rai | The Company | | |
| Title Deed No. 34117, 34118, 34127 and 34128 located in Wang Thonglang, Bangkok with the area of 0-2-70 Rai | The Company | | |
| Title Deed No. 34137 and 34138 located in Wang Thonglang, Bangkok with the area of 0-2-80 Rai | The Company | | - None - |
| Title Deed No. 33978 and 33979 located in Wang Thonglang, Bangkok with the area of 0-2-70 Rai | The Company | | - None - |
| Title Deed No. 3758, 3759, 16628, 16688, 16689, 16690, and 16691 located in Saphan Sung, Bangkok with the area of 8 – 1 -76.3 Rai | The Company | | - None - |

Office Building

| Location | Ownership | Book Value at the End of the Year 2020 (Baht) | Obligation |
|--|-------------|---|---|
| Office Building located at 1213/309-310, 429, and 527/12 Soi Ladprao 94 (Panjamitr) Srivara Road, Plubpla, Wang Thonglang, Bangkok | The Company | 215,889,346.58 | Under mortgage with one financial institution for promissory notes of 20 million baht and overdraft (OD) of 17 million baht |

Equipment and Other Fixed Assets

| Item | Ownership | Book Value at the End of the Year 2020 (Baht) |
|-------------------------------|-------------------------------|---|
| Land and Building Improvement | The Company | 7,644,696.03 |
| Automobile | The Company and CMED | 59,997.01 |
| Office Equipment | The Company, CMED, EM, and BB | 1,972,618.24 |
| Furniture and Fixtures | The Company and BB | 607,969.10 |
| Equipment for TV Production | The Company and BB | 412,601.20 |
| Computer | The Company, CMED, and BB | 670,019.88 |
| Total | | 11,367,901.46 |

Right-of-Use Assets

As of December 31, 2020, the Company has right-of-use assets of 9,548,491.27 baht. The right-of-use asset was automobile under the lease agreement.

Intangible Assets

As of December 31, 2020, the Company has intangible assets of 2,458,596.93 baht. The intangible assets are computer software.

Legal Dispute

None



Management and Governance

Information about Securities and Securities Holders

Registered Capital and Paid-up Capital

As of December 31, 2020, the Company has registered capital of 250,000,000 baht in form of 1,000,000,000 ordinary shares with par value of 0.25 baht. The fully paid-up shares are 800,030,075 shares with total value of 200,007,518.75 baht.

List of Shareholders

The list of major shareholders on book closing date as of March 9, 2021 is as follows.

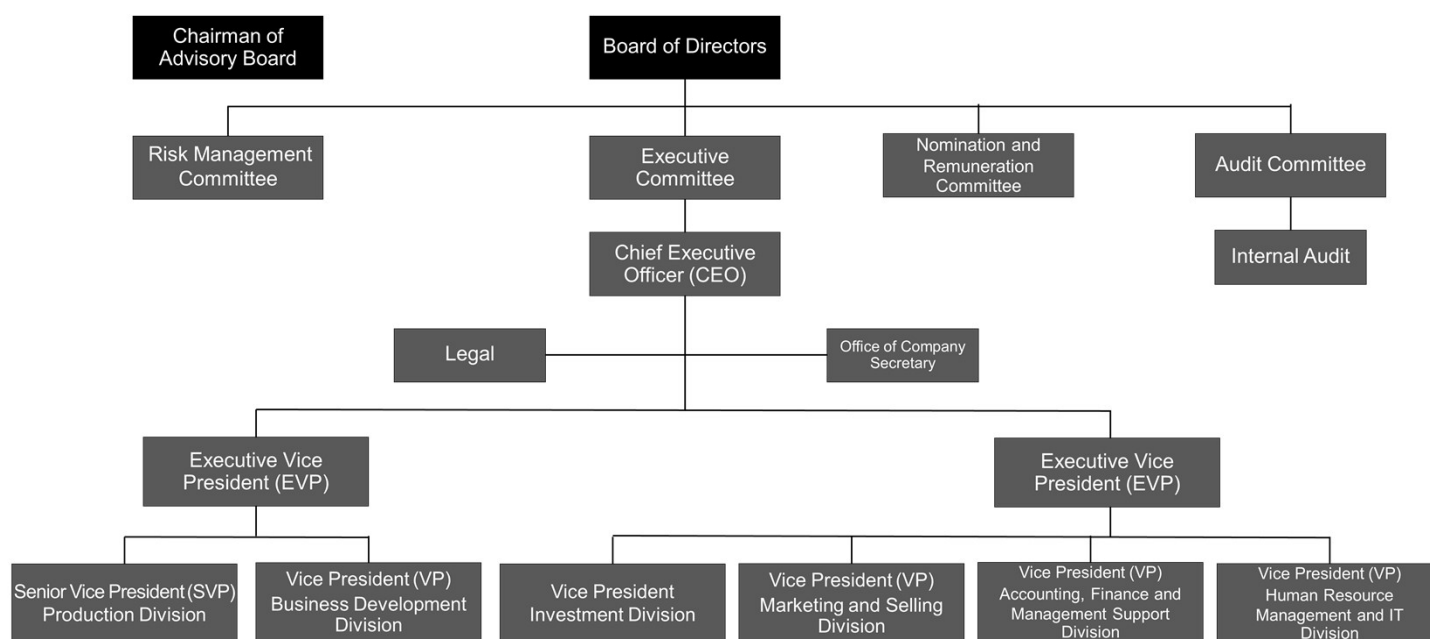
| No. | Name | No. of Shares | Proportion (%) |
|-------------------------------------|------------------------------|--------------------|----------------|
| 1 | Mrs. Patraporn Wannapinyo | 193,069,000 | 24.13 |
| 2 | Mr. Sompong Wannapinyo | 155,531,200 | 19.44 |
| 3 | Mr. Natakrit Wannapinyo | 90,145,600 | 11.27 |
| 4 | Ms. Napat Wannapinyo | 46,530,800 | 5.82 |
| 5 | Mr. Taweechat Julangkul | 39,447,500 | 4.93 |
| 6 | Mr. Poonrit Praneeprachachon | 15,035,000 | 1.88 |
| 7 | Mr. Surapan Pattanapitoon | 14,902,600 | 1.86 |
| 8 | Mr. Wasin Wutthimanon | 14,505,300 | 1.81 |
| 9 | Ms. Pornchanok Yuwittaya | 13,640,200 | 1.70 |
| 10 | Thai NVDR Co., Ltd. | 11,502,610 | 1.44 |
| Total for Major Shareholders | | 594,309,810 | 74.28 |

SOURCE : THAILAND SECURITIES DEPOSITORY CO., LTD.

Dividend Policy

The Company and subsidiaries have the policy to pay dividend to shareholders not less than 40% of net profit after tax and legal reserves based on the financial statement of the Company. However, the dividend payment depends on cash flow, investment plans, and legal conditions. Each company may consider other appropriate factors in the future so that the dividend payment will not affect the normal business operation significantly. After the Board of Directors of the Company approved the dividend payment, the issue will be proposed to the shareholder meeting in order to get approval. Moreover, the Board of Directors of the Company may approve the interim dividend payment if it is appropriate and does not affect the future operation of the Company. In this case, the payment will be reported to the shareholder meeting in the next meeting.

Management Structure



The Management Structure of the Company as of December 31, 2020 consists of the Board of Directors and 3 groups of committees appointed by the Board of Directors, which are (1) Audit Committee, (2) Risk Management Committee, (3) Nomination and Remuneration Committee. Moreover, the Board of Directors has appointed the Executive Committee, which consists of top executive of the Company.

Board of Directors

As of December 31, 2020, the Board of Directors of the Company consists of 8 directors who are experts with variety of skills, knowledge, capacities, and experience that can benefit the strategic performance and success of the Company.

- (1) There are 4 directors who are executives
- (2) There are 4 directors who are not executives of the Company including
 - 3 independent directors
 - 1 director who does not involve with management of the Company

In each year, there will be one third of directors whose terms of offices will be expired (Based on the Company's Regulation)

In 2020, the Board of Directors had 6 meeting and the meeting schedules were determined in advance.

The list of directors, terms of office and number of meeting attendance can be summarized as follows.

| Name-Surname | Title | The Appointment Date from the Annual General Meeting of Shareholder (continuing from former directors who were replaced. | Number of Meeting Attendance | Number of years as directors |
|---|--|--|------------------------------|------------------------------|
| 1. Assoc.Prof. Dr. Montri Socratyanurak | Independent Director Chairman of the Board of Directors Chairman of Nomination and Remuneration Committee Chairman of Audit Committee | 2019 Annual General Meeting of Shareholders | 6/6 | 7 years 6 months |
| 2. Mrs. Patraporn Wannapinyo | Vice Chairman Nomination and Remuneration Committee Chief Executive Officer | 2019 Annual General Meeting of Shareholders | 6/6 | 27 years 2 months |
| 3. Mr. Sompong Wannapinyo | Director Chairman of Advisory Board | 2019 Annual General Meeting of Shareholders | 6/6 | 27 years 2 months |
| 4. Mr. Phusit Laithong | Director Risk Management Committee Executive Vice President | 2018 Annual General Meeting of Shareholders | 6/6 | 24 years 10 months |
| 5. Mr. Pirath Yensudjai | Director Risk Management Committee Executive Vice President | 2018 Annual General Meeting of Shareholders | 6/6 | 7 years 6 months |
| 6. Mr. Natakrit Wannapinyo | Director Vice President | 2018 Annual General Meeting of Shareholders | 6/6 | 7 years 6 months |
| 7. Mr. Sudhitham Chirathivat | Independent Director Audit Committee Chairman of Risk Management Committee | 2017 Annual General Meeting of Shareholders | 6/6 | 7 years 6 months |
| 8. Assoc.Prof. Dr. Gallayanee Parkatt | Independent Director Audit Committee Risk Management Committee | 2017 Annual General Meeting of Shareholders | 6/6 | 7 years 6 months |

For each meeting, the Company Secretary shall submit the notice including meeting agenda to all directors in advance by at least 7 days. The meeting minutes shall be taken completely in written format and shall be kept all past meeting minutes adopted by the Board of Directors.

Authorized Directors

Any two of the four persons, which are Mrs. Patraporn Wannapinyo, Mr. Sompong Wannapinyo, Mr. Pirath Yensudjai, Mr. Natakrit Wannapinyo, jointly signed with the company's seal.

Role and Responsibilities of Board of Directors

1. Perform duties with responsibility, carefulness, honesty ,and perform duties in accordance with the law, objectives and regulations of the Company and the shareholders' resolutions.
2. Consider and approve the appointment of qualified and non-prohibited persons as specified in The Public Limited Company Act BE 2535 and the Securities and Exchange Act including notifications and / or regulations related to the director position in the case where the director vacates for any reason other than the expiration of the term.
3. Appoint the Executive Committee from the directors of the Company and determine the scope of duties and responsibilities of the Executive Committee
4. Appoint Independent Director and Audit Committee by considering the qualifications and prohibitions of Independent Directors and Audit Committee under the Securities and Exchange Act including the relevant regulations and / or regulations of the SET and propose to the shareholders meeting for appointment as an independent director and audit committee of the Company.
5. Consider and change the name of the authorized directors of the Company.
6. Appoint other persons to operate the Company under the control of the Board or may authorize such person to have authority and / or within the time as the Board deems appropriate. The Board may revoke, change, or amend such powers.
7. Consider and approve the acquisition and disposition of assets of the Company. The approval of such transaction is in line with the SET's regulations and / or regulations.
8. Consider and approve the connected transaction except the case that such transactions must be approved by the shareholders' meeting. The approval of such transaction shall be in accordance with the notifications and / or regulation related to the SET.
9. Consider and approve the interim dividend payment to shareholders if the company is profitable enough to do so. The dividend payment will be reported to the shareholders' meeting at the next meeting.
10. Evaluate the performance and determine the remuneration of directors and top executives.
11. Be responsible for performance of management with intent and carefulness inn operation.
12. Supervise the management to have appropriate and effective risk management system.
13. Ensure that clear and measurable business goals are defined as a guideline for setting target by considering the feasibility and reasonableness.
14. Be responsible to the shareholders regularly and operate for the interests of shareholders. The material information should be disclosed to the investors fully and accurately with standard and transparency.
15. Evaluate the performance and determine the remuneration of top executives.
16. Supervise the management to have appropriate and effective risk management system.
17. Make decision in important issues, such as policies and business plans, large investment projects, the authority of management ,the acquisition or disposition of assets, and any other transactions specified by the law.
18. Determine authority and level of approval in the transaction and the operation related to the Company to the group of persons or the persons as appropriate. This is in accordance with the relevant laws and regulations based on the authority manual that should be reviewed at least once a year.
19. Set up an accounting system, financial reporting and auditing as well as supervise the process of assessing the suitability of internal control.
20. Approve the nomination of auditors and the annual audit fee and propose to the shareholders for approval.
21. Report the responsibility of the Board of Directors in preparing the financial statements together with the auditor's report in the annual report covering important issues in accordance with the Good Corporate Governance Policy for Listed Companies of the Stock Exchange of Thailand.
22. Supervise the performance of various committees in accordance with the charter.
23. The Board of Directors shall evaluate the performance by themselves and evaluate the overall performance.

Role and Responsibilities to the Company

Creating sustainable stability for the business of the Company and subsidiaries under the vision and the mission by strengthening the business culture and management in accordance with the principles of good corporate governance

Role and Responsibilities to the Board of Directors

Supervising the Board of Directors to have the suitable structure and qualifications to maximize the benefits of shareholders and stakeholders, as well as encouraging and supervising the Board of Directors to have dedicated roles and responsibilities with honesty and creativity regarding to the benefits of the Company

Role and Responsibilities to the Executives

Supporting the executive team in managing business transparently, smoothly, and efficiently within the framework of the law and regulators to achieve the goals in accordance with the policy and business plan of the Company, along with the motivation for continuous development of skills and expertise.

Role and Responsibilities to Employees, Shareholders, and Stakeholders

Encouraging employees, shareholders and stakeholders in building confidence and acceptance to the business of the Company by focusing on conducting business with ethics and responsibility to all stakeholders. Including society and the environment

Executives

Executive Committee

The Executive Committee consists of top executives of the Company who have been appointed from the Board of Directors' meeting.

As of December 31, 2020, the Executive Committee Consists of 7 members as follows.

| Name-Surname | | | Title | Meeting Attendance |
|--------------|----------------|-------------|---------------------------------|--------------------|
| 1. | Mrs. Patraporn | Wannapinyo | Chairman of Executive Committee | 12/12 |
| 2. | Mr. Phusit | Laithong | Executive Committee | 12/12 |
| 3. | Mr. Pirath | Yensudjai | Executive Committee | 12/12 |
| 4. | Mr. Natakrit | Wannapinyo | Executive Committee | 11/12 |
| 5. | Mrs. Piyaporn | Laithong | Executive Committee | 12/12 |
| 6. | Ms. Napat | Wannapinyo | Executive Committee | 12/12 |
| 7. | Ms. Naree | Wichunakorn | Executive Committee | 11/12 |

Roles and Responsibilities of Executive Committee

1. Control the management of the company to comply with the policy set by the Board of Directors and report the operating results to the Board of Directors. In the proceedings of the Executive Committee, there must be at least half of the Executive Committee members present at the meeting. The resolution of the Executive Board must receive a majority of votes from the meeting and those votes counted at least half of the votes of the Executive Committee.

2. Consider the authority and level of approval of the individual regarding to the separation of functions that could lead to corruption as well as determine the procedure to do transactions with major shareholders, directors, executives, or persons related to such person to prevent the transfer of benefits. The Board of Directors is responsible for approving the Company's policy and controls the implementation of agreed principles and requirements.
3. Consider the annual budget and procedure in using the budget and propose to the Board of Directors as well as control the spending by the budget approved by the Board.
4. Consider and improve the business plan of the Company for the benefit of the company.
5. Approve the investment and set investment budget by virtue of the authority manual.
6. Consider the various contracts binding the Company by virtue of the authority manual.
7. Be responsible for providing important information to the Company for the decision of the Board of Directors, the shareholders, and to make reliable financial reports under good standards and transparency.
8. Consider profit and loss of the company and propose the annual dividend payment to the Board of Directors.
9. Consider new business or termination of business and propose to the Board of Directors.
10. Supervise the process in operation and report the incident or unusual action or any action against the law to the Executive Committee in a timely manner. In the event that such event has material impact, report to the Board of Directors for consideration within a reasonable time.
11. Take any action to support the above actions or as the opinion of the Board of Directors or as authorized by the Board of Directors.
12. Any issue approved by the meeting of Executive Committee shall be reported to the Board of Directors at the next Board meeting.

The authorization of duties and responsibility of the Executive Committee mentioned above does not include authority and / or power of attorney to approve any transaction related to themselves or persons who may have conflicts of interest (As defined in the Notification of the Capital Market Supervisory Board) or have any interest that may be conflict with the Company. The approval of such transaction must be submitted to the Board of Directors and / or the shareholders' meeting (As the case may be) to approve such transaction in accordance with the company's regulations or the relevant law.

However, the Board of Directors has clearly separated roles and responsibilities of directors and executives.

Executive Team (Based on the definition of SEC)

As of December 31, 2020, the executive team of the Company ("Executives") mean the top 4 executives beside the Chief Executive Officer including all other executives with the same authority level as the 4th executive and the executive working in Accounting or Finance Division or having the same authority as the deputy to Chief Financial Officer. The executive team of the Company consists of 5 experts as follows.

| | Name | | Title |
|---|----------------|-------------|---------------------------|
| 1 | Mrs. Patraporn | Wannapinyo | Chief Executive Officer |
| 2 | Mr. Phusit | Laithong | Executive Vice President |
| 3 | Mr. Pirath | Yensudjai | Executive Vice President |
| 4 | Mrs. Piyaporn | Laithong | Senior Vice President |
| 5 | Ms. Naree | Wichunakorn | Vice President in Finance |

Roles and Responsibilities of Chief Executive Officer

1. Control business operation, set strategies, and manage day-to-day activities of the Company
2. Make decisions in important issues, determine mission, objective, guideline, and policies of the Company including control of each division.
3. Have authority to command and to signing any contract, order, notification as specified in the manual of operation.
4. Have authority to hire, appoint, and relocate employees as deemed appropriate, determine roles and responsibilities as well as appropriate compensation, remove any employee from the position as deemed appropriate as specified in the manual of operation.
5. Have authority to determine the term of trade for benefits of the Company
6. Consider the investment in new businesses or dissolve some businesses and propose to the Executive Committee and/or the Board of Directors
7. Approve and appoint the consultants as deemed necessary
8. Act as assigned by Executive Committee and/or the Board of Directors

Company Secretary, Chief Financial Officer, and Accounting Controller

Company Secretary

The Company has appointed the Company Secretary in order to take care for activities of the Board of Directors as well as to support directors and the Company to comply with law and related regulations. Moreover, the Company Secretary will support the Company to have good Corporate Governance as well as to manage shareholder meetings and board meetings according to the law, company regulation, and other good practices including developing and storing documents for meetings and follow-up the resolution of shareholder meetings and board meetings.

The Board of Directors resolved in its meeting no. 4/2019 to approve the appointment of Mrs. Siriporn Ratirattananon, the director of the Office of the Company Secretary, as the Company Secretary effective on August 15, 2019. She is an expert with knowledge and useful experience in performing duties and has attended many trainings relating to the role as Company Secretary. Therefore, she should be able to support the Board of Directors of the Company and the Executive Team in accordance with the regulation and good corporate governance principles.

Responsibilities of Company Secretary

1. Preparing and keeping the following documents:
 - (a) A register of directors
 - (b) A notice calling a director meeting, minute of the meeting of the Board of Directors, and an annual report of the company
 - (c) A notice calling a shareholder meeting and minutes of the shareholders' meeting
2. Keeping a report on interest filed by a director or an executive and sending a copy of report to the Chairman of the Board of Directors and the Chairman of Audit Committee with seven working days after receiving the report.
3. Preparing a system for keeping documents and evidence relating to the list below, as well as to ensure that the documents or evidence are kept correctly and completely and can be inspected for a period of not less than five years. Moreover, the above documents and evidence can be kept in a computer system or any other system that can be viewed without changing information.
 - (1) Information related to the resolution of the shareholder' meeting.
 - (2) Financial statement and the report related to financial position and performance of the Company or any other reported that must be disclosed in accordance with Article 56, Article 57, Article 58, and Article 199 of Securities and Exchange Act.
 - (3) Opinion of the Company about the tender offer for shares of the Company.
 - (4) Any information and report related to the business of the Company that were published to shareholders and other parties in accordance with the Notification of Capital Market Supervisory Board.

5. Performing duties with responsibility, caution, and honesty comply with the laws, objectives, regulations of the Company, the resolution of the Board of Directors, as well as the resolutions of the shareholders' meeting. Do not perform any action with a conflict of interest with the Company
6. Performing duty with responsibility and caution as an ordinary person doing business would do under the same circumstances by
 - (1) Making decisions in good faith and reasonably for the best interest of the Company.
 - (2) Making decisions based on trustful belief that information is sufficient, and
 - (3) Making decision without self-interest either directly or indirectly.

In the event that the Company Secretary vacates office or is unable to perform duties, the Board of Directors shall appoint a new Company Secretary within ninety days from the date the former Company Secretary vacating office or unable to perform duties.

Chief Financial Officer

Ms. Naree Wichunakorn, Vice President in Finance, has been appointed as the Chief Financial Officer since December 3, 2014. She is an expert with knowledge and experience in accounting and finance useful in performing duties.

In 2020, She attended the training for continuous knowledge for 6 hours.

Accounting Controller

Mr. Chavalit Kaewmalai, Manager of Accounting Department, has been appointed as the Accounting Controller since January 1, 2016. He is an expert with knowledge and experience in accounting useful in performing duties and has the qualification and condition for accountant in accordance with the Notification of Department of Business Development.

In 2020, he attended the training for continuous knowledge for an accounting controller for 16 hours.

Remuneration of the Company's Directors and Executives

(1) Monetary Remuneration

a. Remuneration of Directors

The Annual General Meeting of Shareholders No. 1/2020 on June 30, 2020 had the resolution to approve the remuneration of directors in form of meeting allowances and quarterly remuneration with total maximum amount of 2,000,000 baht per year as follows.

1. Meeting Allowances

| Title | Meeting Allowance per meeting (Baht) |
|---|--------------------------------------|
| Chairman of the Board of Directors | 20,000 |
| Director | 15,000 |
| Chairman of Audit Committee | 20,000 |
| Audit Committee / Independent Director | 15,000 |
| Chairman of Risk Management Committee | 20,000 |
| Risk Management Committee | 15,000 |
| Chairman of Nomination and Remuneration Committee | 20,000 |
| Nomination and Remuneration Committee | 15,000 |

2. Quarterly Remuneration

| Title | Quarterly Remuneration (Baht) |
|------------------------------------|-------------------------------|
| Chairman of the Board of Directors | 30,000 |
| Director | 30,000 |

In 2020, total remuneration of directors is 665,000.00 baht (Six Hundred Sixty-Five Thousand Baht) which is less than the approved amount of 2,000,000 baht. The details can be summarized as follows.

| Name | Title | Total Remuneration for the year 2020 (Baht) | | | | | | |
|------------------------------|--|---|------------------------|-------------------|---------------------------------------|---------------------------|---------------------------|--------------|
| | | Board of Director | | Audit Committee | Nomination and Remuneration Committee | Risk Management Committee | Non-Monetary Remuneration | Total (Baht) |
| | | Meeting Allowance | Quarterly Remuneration | Meeting Allowance | Meeting Allowance | Meeting Allowance | | |
| 1. Mr. Montri Socratyanurak | Chairman of the Board of Directors Independent Director Chairman of Nomination and Remuneration Committee Chairman of Audit Committee | 120,000 | 30,000 | 80,000 | 40,000 | 0 | None | 270,000 |
| 2. Mr. Sudhitham Chirathivat | Independent Director Audit Committee Nomination and Remuneration Committee Chairman of Risk Management Committee | 90,000 | 0.00 | 60,000 | 30,000 | 20,000 | None | 200,000 |
| 3. Mrs. Gallayanee Parkatt | Independent Director Audit Committee Risk Management Committee | 90,000 | 30,000 | 60,000 | 0 | 15,000 | None | 195,000 |

| Name | Title | Total Remuneration for the year 2020 (Baht) | | | | | | |
|------------------------------|---|---|------------------------|-------------------|---------------------------------------|---------------------------|---------------------------|--------------|
| | | Board of Director | | Audit Committee | Nomination and Remuneration Committee | Risk Management Committee | Non-Monetary Remuneration | Total (Baht) |
| | | Meeting Allowance | Quarterly Remuneration | Meeting Allowance | Meeting Allowance | Meeting Allowance | | |
| 4. Mrs. Patraporn Wannapinyo | Vice Chairman Nomination and Remuneration Committee | 0 | 0 | 0 | 0 | 0 | None | 0 |
| 5. Mr. Sompong Wannapinyo | Director | 0 | 0 | 0 | 0 | 0 | None | 0 |
| 6. Mr. Phusit Laithong | Director Risk Management Committee | 0 | 0 | 0 | 0 | 0 | None | 0 |
| 7. Mr. Pirath Yensudjai | Director Risk Management Committee | 0 | 0 | 0 | 0 | 0 | None | 0 |
| 8. Mr. Natakrit Wannapinyo | Director | 0 | 0 | 0 | 0 | 0 | None | 0 |
| Total (Baht) | | 300,000 | 60,000 | 200,000 | 70,000 | 35,000 | | 665,000 |

| Remuneration | 2018 | | 2019 | | 2020 | |
|------------------|-----------------|-------------------|-----------------|-------------------|-----------------|-------------------|
| | Number (People) | Amount (Baht) | Number (People) | Amount (Baht) | Number (People) | Amount (Baht) |
| Salary and bonus | 14 | 28,475,176 | 14 | 27,000,273 | 12 | 17,841,852 |
| Provident fund | 11 | 1,724,364 | 11 | 1,724,364 | 10 | 591,375 |
| Others | 13 | 5,339,160 | 13 | 5,333,084 | 12 | 12,428,978 |
| Total | | 35,538,700 | | 34,057,721 | | 30,862,205 |

- Note :
- The Company has established the provident fund in June 2010.
 - Others include various welfare e.g. company car allowance, fuel cost, and medical cost , etc.
 - There are 3 executives from TV Thunder Public Company Limited including Mr. Pirath Yensudjai, Ms. Napat Wannapinyo, and Mr. Natakrit Wannapinyo who got the remuneration as the executives of the Company and subsidiaries
 - The remuneration of executives in form of salary included the monthly compensation of Mr. Sompong Wannapinyo for the title of the Chairman of the Advisory Board
 - Due to the coronavirus pandemic (COVID-19), the Board of Directors of the Company has unanimously resolved in its meeting no. 4/2020 held on May 12, 2020 to stop paying the quarterly remuneration starting from the 2nd quarter of 2020 until the situation returns to normal

Non-Monetary Remuneration / Other Benefits

- None -

Personnel

As of December 31, 2020, the Company had 97 employees in each division as follows.

| Division | Number of Employee |
|--|--------------------|
| Executive Committee / Chairman of Advisory Board | 7 |
| Production Management Division | 50 |
| Supporting Division | 40 |
| Total | 97 |

Human Resource Development Policy

The company always realizes that all employees are valuable assets to the company. It is the success factor of achieving the organization's goals. The Company respects and act in accordance with the law, the Code of Ethics for fairness, stability, and peace of employees. The Company is committed to fair treatment in terms of opportunity, compensation, appointment and relocation, and proper welfare, as well as the continuous development of personnel. This development has the purpose to increase the potential of employees in order to work towards the goal and to support the future growth of the Company as well as to be able to compete at international level. The Company has organized many trainings and site visits within and outside the Company including in foreign countries so that employees can increase their capability and skills in their works.

Internal Training The Company provides training starting from training to new employees so that they can understand the business of the company including corporate culture and the system designed to help new employees learn and adapt to the organization as well as to increase the knowledge and ability to work. The Company provides regular training to its employees. In 2020, the Company organized 9 training courses for executives and employees.

External Training The Company encourages employees to attend seminars organized by the external training institute to increase knowledge or study new innovations in various areas that change, which can be applied to improve the performance and competitiveness of the organization. In 2020, the Company sent executives and employees for outside training for 4 courses.

Site Visit The Company promotes the development of personnel at all levels in the organization to be effective to drive and prepare the organization for the competition as well as to become a nationally and internationally renowned content producer. The site visit is conducted both in the country and abroad to enhance the skills related to the job. The Company has given employees the opportunity to study the entertainment industry abroad to inspire and open the opportunity to exchange learning for utilizing in the organization.

Significant Change of Number of Employees During Past 3 Years

- None

Important Legal Dispute in Labor During Past 3 Years

- None



Employee Compensation and Welfare

The Company has determined the policy and guideline about compensation and welfare as follows.

1. Salary and Bonus

The Company has the policy to pay appropriate and fair compensation based on knowledge, ability, and performance of each employee. The compensation should also be in line with other companies in the same industry. The compensation of employees must be appropriate for business expansion and growth. The compensation of employees is based on the performance measured by key performance index (KPI). The annual salary increases, and bonus payment is based on KPI of employees as well as the performance evaluation from the human resource division and the performance of the Company.

2. Other Compensations

Including provident fund to support employees in long-term. The contribution rate of the Company to the provident fund equal to the contribution rate of employees.

3. Welfare

In addition to providing welfare for employees as required by law, the Company has provided additional benefits like life insurance, health insurance and accident insurance, annual health check-up, and other welfare benefits such as support for marriages, for ordination, for death, etc. This is to create morale and strengthen confidence in working with the Company.

In 2020, there was the situation of coronavirus pandemic (COVID-19) and the Company focused on the health of employees. The Company provided the group insurance for COVID-19 to all employees and prepared various measures to reduce the risk of infection of employees e.g., measuring temperature before entering workplace, wearing masks and other protection equipment for the whole period of working, allowing work from home, reducing the risk from travelling to other regions, etc. Moreover, in 2020, the Company has reviewed for the compliance of the Company's policy in human resource management policy, work regulation of the Company, and the guideline as specified in the welfare manual completely and consistently.

Corporate Governance

The Board of Directors Intends to conduct business under the principles of good corporate governance that the Stock Exchange of Thailand encourages listed companies to practice. To strengthen the effective management system as the foundation for the sustainable growth. The Company has guidelines for corporate governance as follows.

Corporate Governance Policy

The Board of Director of the Company has determined the corporate governance policy according to the guideline of the Stock Exchange of Thailand. All directors, executives, and employees of the Company have acknowledged the corporate governance policy and acted according to business ethics and code of ethics for directors, executives, and employees as the guideline for practice strictly.

To encourage the Company to be an organization with efficiency in business operations with transparency and can be audited, the Board of Directors is committed with the corporate governance principles, good practices for directors of listed companies, rules and regulations of the Stock Exchange of Thailand and the Office of Securities and Exchange Commission. The Company has the commitment to develop and upgrade the company's corporate governance to international best practices to create confidence among shareholders, investors, and all stakeholders and to supervise the administration efficiently,

From the commitment to comply with the principles of good corporate governance and business ethics continuously including the development of effective corporate governance system suitable for the Company, in 2020, the Company has been assessed by various organizations as follows

- **Corporate Governance Report of Thai Listed Companies for the year 2020**

The Company has got the assessment result of Corporate Governance Report of Thai Listed Companies from Thai Institute of Director. The result is "Very Good" or 4-star (The score is 80-89 points)

- **Annual General Meeting Checklist for the year 2020**

The Company has got the assessment result of Annual General Meeting Checklist from Thai Investors Association. The Company got the assessment as "Good".

The principal of Corporate Governance consists of 5 principals as follows.

- Rights of Shareholders
- Equitable Treatment of Shareholders
- Roles of Stakeholders
- Disclosure and Transparency
- Board Responsibilities

Category 1 Rights of Shareholders

The Board of Directors realizes the importance of equal rights to shareholders such as the trading rights, profit sharing rights, rights to get information, the right on participation in the important decision-making subjects of the Company such as appointment or termination of Director, appointment of auditor, allocation of dividends, amendment of the Company's regulations and Memorandum of Association, capital increase or decrease, etc. Moreover, the Company has taken the following actions for the 2019 Annual General Meeting of Shareholders.

1) Before the Meeting

The Company allows shareholders to propose an agenda for the meeting, nominate a qualified person as the director, and propose the questions. The Company has published the information related to the agenda of shareholder meeting in the Company website (www.tvthunder.co.th) before delivering the invitation letter to shareholders at least 21 days before the meeting date including the information about date, time, venue, agenda, other related documents, as well as related rules and regulations in attending the meeting and voting. Shareholders can ask for more information from Investor Relation ("IR") at Tel. 0-2559-0022 or E-mail: ir@tvthunder.co.th.

In the 2019 Annual General Meeting of Shareholders, the Company allows shareholders to propose an agenda for the meeting and nominate a qualified person as the director in advance. The Company has published the notification on the system of the Stock Exchange to allow shareholders to propose an agenda for the meeting and nominate a qualified person as the director in the 2020 Annual General Meeting of Shareholders and also published the rule and guideline on the Company's website. The Company has also published the result of the above process to shareholders on the system of the Stock Exchange.

Facility

Proxy The Company allows shareholders to appoint independent directors or any person to attend the meeting as the proxy if shareholders are unable to attend the meeting by themselves. In this case, shareholders can use any type of proxy form that the Company attached with the meeting notice. The Board of Directors proposed the names of independent directors who will represent the shareholders in attending the meeting and voting as proxy

Venue and Agenda The Company determined the meeting venue in a good location with convenient transportation and arranged for a shuttle bus for shareholders from a specific meeting point. The schedule of the meeting will not to be on a public holiday or any holidays of more than 3 consecutive days. The meeting time will not be too early or too late.

2) On the Meeting Day

- The Chairman of the Board of Directors and all directors, the Chairman and all members of other committees, the Chief Executive Officers, and top executives have attended the meeting so that shareholders can ask the questions
- The Company has followed the meeting procedures correctly as required by the regulation. The Company arranges for staffs to facilitate the examination of the attendees' documents and the registration has opened at least 1 hour 30 minutes before the meeting by using the barcode system.
- The Chairman of the Meeting has allocated enough time to allow the shareholders to ask questions, provide opinions and recommendations freely and independently. The Company will provide sufficient information on such matters to shareholders.

From the situation of coronavirus pandemic (COVID-19) in 2020, the Board of Directors of the Company called for the urgent meeting on April 2, 2020 to consider the risk from the spread of COVID-19 and comply with the measures required by the government. the Board of Directors has resolved in its meeting to postpone the 2020 Annual General Meeting of Shareholders and cancel the record date on March 9, 2020.

After the situation got better, the Board of Directors has resolved in its meeting no. 4/2020 held on May 12, 2020 to approve the new date for the 2020 Annual General Meeting of Shareholders on Tuesday June 30, 2020 at 14.00 hrs. at Thunder Studio (Town in Town) 429, Soi Praya Prasert School, Phlapphla Subdistrict, Wangthonglang District, Bangkok. The record data for the 2020 Annual General Meeting of Shareholders was on June 5, 2020.

In the Annual General Meeting of Shareholders, the directors who have attended the meeting are the Chairman of the Board of Director, the Chairman of Audit Committee, the Chairman of Nomination and Remuneration Committee, the Chairman of Risk Management Committee, the Chairman of Executive Committee, the Chief Executive Officer, all independent directors and committees which are 100%. Moreover, all executives have attended the meeting.

3) After the Meeting

The Company has prepared the meeting minutes for the Annual General Meeting of Shareholders with complete and accurate information within 14 days after the meeting date so that shareholders can check it.

Category 2 Equitable Treatment of Shareholders

The Company has the policy to treat and protect shareholders' rights equally including inside shareholders or outside shareholders, majority shareholders or minority shareholders. This is to ensure to shareholders that Board of Directors and management team of the Company will use the fund appropriately. The Company has determined the guideline in order to treat and protect shareholders' rights equally. During the shareholder meeting, the Company will allow shareholders to nominate people who will be considered to be directors in advance. If shareholders cannot attend the meeting, the Company opens opportunity to shareholders to give proxy to Independent Director or any other person. The meeting will follow the Company regulation and meeting agenda. The Company will provide documents related to each issue clearly and appropriately. The Company will not include any additional agenda without advance notification, especially the agenda that required the voting of shareholders

The Company has determined protection measures on insider trading to prevent Directors, Executives, employees, and persons employed by the Company to utilize inside information to seek for their own benefits. The Company has the written guideline and informs all people to act accordingly. The Company has assigned the Board of Directors to judge if any director and/or executive are in the trial of using inside information for their own benefits. The Chief Executive Officer will punish the guilty person according to the regulation.

The Company has informed that Director and Executive, including spouse and children who are minors, are to report on their securities holding as well as the report on the change of securities holding to the Office of Securities and Exchange Commission accordance with Section 59 of the Securities and Exchange Act B.E. 2535 within 3 working days after changing.

Category 3 Roles of Stakeholders

The Company recognizes the important role of all stakeholders including customers, employees, trade partners, shareholders or investors, creditors, and communities, etc. The stakeholders should be supported by the Company according to related regulations. The Company will not violate any right of stakeholders as specified in the laws or any agreement. The Company has considered the process in supporting the participation of stakeholders according to their roles and duties in order to enhance the performance of the Company and to create business stability as well as fair benefits for all parties.

Moreover, the Company has provided the channel for stakeholders to inform, complain, claim for any infringement, communicate, or suggest to the Board of Directors via independent directors or Audit Committee or Company Secretary as follows.

- The Company has realized the importance of all level of employees by treating them equally and fairly and provided the appropriate compensation for each employee. Moreover, the Company focuses on developing the potential and capability of employees. The Company also concerns about the work environment including safety and living quality of employees.
- The Company purchases products and services from partners according to the term of trade and agreement in order to create long-term benefits for both parties.
- The Company will act according to the loan agreement.
- The Company will be responsible to customers in term of product quality and providing good and standard services. The Company will protect customer's privacy and use the fair pricing to determine the selling price of goods and services.

The Company will compete in fair competition under rules and will not use any unethical actions to damage competitors.

- The Company will be responsible to communities and nearby society including environment. The Company will also support the public utility of communities as well as improve the environment of communities in order to increase the living quality.

- **Policy on No Infringement of Intellectual Property or Copyright**

The Board of Directors has realized for the importance of intellectual property or copyright. Therefore, the policies and guidelines to comply with laws related to intellectual property or copyright has been determined with the following guidelines

1. Create awareness to all directors, executives, and employees to comply with laws related to intellectual property or copyright e.g., laws about trademark, laws about patent, laws about copyright, or other related laws.
2. All employees are prohibited from doing anything that is a violation of intellectual property or copyright of another person.
3. Respect in intellectual property of others and the Company needs to get permission from the owner of intellectual property or copyright before using it
4. All contents or information belonging to external persons should be inspected to ensure that there is no infringement of intellectual property and copyright.
5. All computers of the Company need to use software under the permission of the owner of copyright and only get permission to use from the Company only to prevent the infringement of intellectual property and copyright of another person.
6. All computer programs need to be inspected by information technology department and use only programs with valid copyright. If the Company finds any improper action, it will be considered to be disciplinary offense.
7. If there are any content and intellectual property or copyright results from the normal work assigned by the Company and all works used for the Company, that content and intellectual property will belong to the Company. Any employee needs to deliver to the Company regardless of such content, work, or copyright is stored in any form.
8. The company encourage employees to attend the training about legal aspects of Computer Crime Act BE 2550 and Intellectual Property Laws.

- **Contact Channel used for Complaint of Copyright Infringement**

- Any stakeholder can provide any opinion, suggestion, or other complaints that is not about corruption with the following contacts.

| Contact | E-mail | Telephone Number |
|---|--------------------------------|---------------------|
| The Board of Directors | directors@tvthunder.co.th | - |
| Audit Committee | auditcommittee@tvthunder.co.th | - |
| Company Secretary | secretary@tvthunder.co.th | 0 2559 0022 ext.155 |
| Investor Relation | ir@tvthunder.co.th | 0 2559 0022 ext.163 |
| Postal Address | | |
| TV Thunder Public Company Limited 1213/309-10 Soi Ladprao 94 (Panjmitr) Srivara Road, Plubpla, Wangthonglang, Bangkok 10310 | | |
| The Company Secretary is responsible for receiving all documents sent to the Board of Directors and submitting to the related sub-committee or directors. The Company Secretary will summarize all suggestions and issues in order to propose to the Board of Directors on a quarterly basis except for documents submitted to the Audit Committee will be sent directly to the Audit Committee | | |

- **Whistle Blowing Policy**

The Company has provided channels for receiving complaints from both outside and inside the Company. Moreover, the Company has established the complaint handling system as well as the protection and confidentiality of the complainant as follows.

1. Complaint

The company has provided channels for receiving complaints in cases of suspicion of illegal actions or fraudulent behavior or conducting business ethics offenses in the following channels

Send the letter to

Chairman of Audit Committee
TV Thunder Public Company Limited
1213/309-10 Soi Ladprao 94 (Panjamitr) Srivara Road,
Plubpla, Wang Thonglang, Bangkok 10310

2. Complaint Handling

When the company has received complaints, the Audit Committee will appoint a working team to collect data, process, inspect and determine measures to reduce damage for those who are affected regarding to the total damages suffered. Thereafter, the responsible person will monitor and report the results to the recipient of complaint as well as report to the Chief Executive Officer, Chairman of Executive Committee, Audit Committee, and the Board of Directors, respectively.

3. Protection Measures

To protect the rights of whistleblowers / complainant or those who cooperate in the investigation, the Company will not disclose the name, address, picture, or any other information of the whistleblower / complainant or those who cooperate in the investigation. Moreover, the Company has determined the protection measures if the person considers to be unsafe or damaged. However, those who suffer damage will receive relief through appropriate and fair procedures.

Category 4 Disclosure and Transparency

The Company's Board of Directors realizes that the importance of information disclosure must be correct, complete, and transparent on the general reports of financial information and general information. The disclosure must be on the accessible channel with equally accessibility and reliability. The important information includes general reports of financial information and general information under regulations of the Securities and Exchange Commission, and the Stock Exchange of Thailand.

The Company will control the quality of financial report so that it is accurate according to the acceptable accounting standard and audited by independent certified public accountant approved by the Securities and Exchange Commission. Moreover, the Company will disclose information about transparency of business operation including the information about responsibility of the Board of Directors and audit committee e.g., number of times that they attended the meeting during the year. The Company also discloses about remuneration of directors and top executives including the format and characteristic of remuneration. Moreover, the Company discloses the corporate governance policy and its results. All information will be disclosed to public via the channel by the Securities and Exchange Commission, and the Stock Exchange of Thailand, as well as the website of the Company as follows.

1. Disclose information in Annual Registration Statement (Form 56-1) and Annual Report (Form 56-2)

The Board of Directors of the Company has made Annual Registration Statement (Form 56-1) and Annual Report (Form 56-2) to disclose accurate, complete, and clear information to public according to the regulation of the Stock Exchange of Thailand. This includes information about business operation and performance in recent year, which can be useful for shareholders and stakeholders.

2. Disclose information via SET Community Portal and the website of the Company

SET Community Portal of the Stock Exchange in both Thai and English. The Company has also provided the communication channel and disclosed information on the website of the Company, which can be downloaded from the website www.tvthunder.co.th

3. Investor Relations

The Company has set up the Investor Relations as its representative to communicate and do the public relation for any information and activity that can be useful to shareholders, investors, security analysts, and any interest person. Investors can contact the Investor Relations of the Company via Email : ir@tvthunder.co.th or Tel. 0-2559-0222 ext. 163.

4. Office of Company Secretary

The Board of Directors of the Company has set up the Office of Company Secretary to be responsible for arranging the important meetings e.g., meeting of the board of directors, meeting of appointed sub-committee, shareholder meeting, etc. It is also responsible to disclose information according to the regulation of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC). The disclosed information must be accurate, complete, and transparent and has been reviewed by authorized persons. Investors can contact the Office of Company Secretary via Email : secretary@tvthunder.co.th

Category 5 Board Responsibilities

The Company's Board of Directors consists of knowledgeable^v members with capabilities and experiences who contribute to the Company. The Board of Directors is independent in making decision to maximize benefits of the Company and shareholders. The Board of Directors will determine the policy and supervise executives, as well as to assess the performance of the Company compared to the determined goal. The Board of Directors of the Company consists of 8 members including 4 directors who are executives and 4 directors who are not executives. There are 3 directors who have the qualification as independent directors. The number of independent directors is more than one-third of total number of directors that is appropriate to balance with the power of executives. Moreover, the Company has appointed the Audit Committee consisting of 3 independent directors with the term of office of 3 years. The role and responsibility of the committee is clearly defined in the charter of Audit Committee.

The Company has the clear and transparent process in determining the remuneration that needs to be approved by shareholders. The remuneration is considered based on the responsibility of each director in order to motivate and retain knowledgeable directors to work with the Company. Moreover, the remuneration should be comparable within the same industry or with similar industry.

All Directors has understood the responsibility and provides their opinion independently with up-to-date information. They also work honestly and carefully by considering the highest benefits of the Company and fairness to all shareholders. Moreover, the Company needs to spend their time to work according to the responsibility by attending the meeting unless they have exceptional reasons.

Moreover, the Board of Directors has realized the importance of information disclosure to shareholders. The disclosed information must be accurate, complete, transparent, coverage, and in a timely manner including financial report, performance report, and other related information affecting the price of security of the Company according to good governance principal. The information must be disclosed so that shareholders, investors, or related people can use for their investment decision using various channels like sending by post, media of Stock Exchange and SEC, as well as the website of the Company after the ordinary shares of the Company are listed for trade in the Stock Exchange.

● Term of Office of the Board of Directors

| Name-Surname | Title | Term of Office |
|-------------------------------------|---------------------------------------|----------------------|
| Assoc.Prof.Dr. Montri Socratyanurak | Chairman / Independent Director | 19/07/2014 - present |
| Mrs. Patraporn Wannapinyo | Vice Chairman | 30/11/1992 - present |
| Mr. Sompong Wannapinyo | Director / Chairman of Advisory Board | 30/11/1992 - present |
| Mr. Phusit Laithong | Director | 27/03/1995 - present |
| Mr. Pirath Yensudjai | Director | 19/07/2014 - present |
| Mr. Natakrit Wannapinyo | Director | 19/07/2014 - present |
| Mr. Sudhitham Chirathivat | Director / Independent Director | 19/07/2014 - present |
| Assoc.Prof.Dr. Gallayanee Parkatt | Director / Independent Director | 19/07/2014 - present |

● Board Meeting

The Company has arranged the board meeting consistently and at least 4 times a year. The special meeting can be arranged if necessity. The agenda for each meeting will be determined clearly and the invitation for meeting is submitted at least 7 days in advance so that the directors can study related information before the meeting. The information during meeting is recorded in written format in order to be checked by the directors or related parties.

The Board of Directors has set up the meeting schedule in advance for the whole year and inform all directors at the beginning of year to plan and prepare for the meeting.

Moreover, the Board of Directors has supported non-executive directors, independent directors, and audit committee to hold the independent meeting as deemed necessary to discuss on issues without any executive to attend. In 2020, there is 1 meeting for discussion without any executive to attend.

The record of meeting attendance in 2020 is as follows.

| Name | Titel | Executive Committee | Board of Directors | Audit Committee | Risk Management Committee | Nomination and Remuneration Committee |
|-------------------------------------|---------------------------------------|---------------------|--------------------|-----------------|---------------------------|---------------------------------------|
| Assoc.Prof.Dr. Montri Socratyanurak | Chairman / Independent Director | | 6/6 | 4/4 | | 2/2 |
| Mrs. Patraporn Wannapinyo | ice Chairman | 12/12 | 6/6 | | | 2/2 |
| Mr. Sompong Wannapinyo | Director / Chairman of Advisory Board | | 6/6 | | | |
| Mr. Phusit Laithong | Director | 12/12 | 6/6 | | 1/1 | |
| Mr. Pirath Yensudjai | Director | 12/12 | 6/6 | | 1/1 | |
| Mr. Natakrit Wannapinyo | Director | 11/12 | 6/6 | | | |
| Mr. Sudhitham Chirathivat | Director / Independent Director | | 6/6 | 4/4 | 1/1 | 2/2 |
| Assoc.Prof.Dr. Gallayanee Parkatt | Director / Independent Director | | 6/6 | 4/4 | 1/1 | |

NOTE: THE 2020 ANNUAL GENERAL MEETING OF SHAREHOLDERS HELD ON JUNE 30, 2020 HAS THE RESOLUTION TO RE-ELECT ASSOC.PROF. DR. GALLAYANEE PARKATTAND AND MR. SUDHITHAM CHIRATHIVAT FOR ANOTHER TERM.

Board Self-Assessment

The Board of Directors arranges the Annual Board Self-Assessment for both the whole board and individual. This can be a framework for monitoring the performance of the Board of Directors Including reviewing comments on various issues related to the operation of the Company and the performance of the Board of Directors during the past year. The assessment results will be sent to the company secretary to summarize and present to the Board of Directors meeting to improve work efficiency.

The criteria for Board Self-Assessment are as follows.

| Grade | Point (%) |
|----------------------------|------------|
| Grade A - Excellent | 85 – 100 % |
| Grade B - Good | 70 – 84 % |
| Grade C - Moderate | 55 – 69 % |
| Grade D – Need Improvement | 0 – 54 % |

The results of Board Self-Assessment in 2020 are as follows.

| | The Whole Board | Individual |
|---------------------|--|--|
| Assessment Criteria | 1. Structure and Qualification of the Board of Directors | 1. Ethics and Performance of Director |
| | 2. Roles, Duties, and Responsibilities of the Board of Directors | 2. Strategy Formulation, Supervision, and Monitoring |
| | 3. Meeting and Duties of Directors | 3. Responsibilities to Stakeholders |
| | 4. Relationship with Executives | |
| | 5. Self-Development of Directors and Development of Executives. | |
| Average | 94.72 % | 95.67 % |

Assessment of Chief Executive Officer

The Board of Directors has assigned the directors who are not in executive positions will be responsible to assess the performance of Chief Executive Officer in 2020. This assessment is used for compensation plan. The Chairman of the Board of Director will be responsible to inform the assessment result and any suggestion to Chief Executive Officer for further improvement.

The criteria of assessment are in percentage in each topic as follows.

| Grade | Point (%) |
|----------------------------|------------|
| Grade A - Excellent | 85 – 100 % |
| Grade B - Good | 70 – 84 % |
| Grade C - Moderate | 55 – 69 % |
| Grade D – Need Improvement | 0 – 54 % |

In 2020, the assessment result of Chief Executive Officer is in Grade A or “Excellent” with the average score of 95.34%.

Development of Directors and Executives

1) Training for Directors and Executives

The Board of Directors has the policy to promote and facilitate the training and education for directors and executives of the company to continuously improve the performance. The Company encourages directors to participate in seminars and training activities for both internal and external. All directors should attend the training in order to understand the duties of directors. The Board of Directors and the top executives of the Company give importance to attend various trainings or seminars as well as to develop knowledge and ability. The Board of Directors has passed the training course with the Thai Institute of Directors (IOD) like Director Certification Program (DCP) and Director Accreditation Program (DAP) (As in Appendix 1 : Information of Executives)

In 2020, the directors and executives have attended the trainings as follows.

| Name | Title | Training Program |
|---------------------------|---|--|
| Mrs. Patraporn Wannapinyo | Vice Chairman of the Board of Directors Nomination and Remuneration Committee Chief Executive Officer | Risk Management Committee Financial Executive Deputy Vice President |
| Ms. Naree Wichunakorn | Risk Management Committee Financial Executive Deputy Vice President | -Techniques in writing the outstanding points of monthly and quarterly performance |

2) Orientation for New Directors

The Board of Directors has determined the guidelines for the Company to arrange the orientation for newly appointed directors. The Company provides documents such as information about the Company, the Manual of Directors for Listed Companies, Good Corporate Governance Principles, Company Code of Conduct, the authority of the Board of Directors, the board meeting schedule for the whole year, etc. Moreover, the Company has arranged the briefing for new directors to understand the business and the duties of the directors and the Board of Directors. The Board of Directors has assigned the Chief Executive Officer and Company Secretary and the Office of Company Secretary to be responsible in arranging the orientation for new directors by holding the meeting with directors and/or executives and/or related employees to clarify and answer the questions. In 2018, there is no new director.

Succession Plan

The Board of Directors has prepared the succession plan for senior executives and executives in the important positions primarily based on the performance, potential, and readiness. The Company The company has prepared the person who is a successor in developing the knowledge, ability, and skills necessary for the position as well as to prepare for a higher position in the future. This is to inherit the work if senior executives or executives in the important positions has been changed or expired or retired.

Committee

The Board of Directors has appointed many groups of committees to review the important activities carefully and efficiently. The Committee will have meetings and report to the Board of Directors to consider. There are 3 groups of committees as follows.

1) Audit Committee

As of December 31, 2020, the Audit Committee consists of the following 3 members

| Name-Surname | Title | Meeting Attendance (Times) |
|--|--|----------------------------|
| 1. Assoc.Prof.Dr. Montri Socratyanurak | Chairman of Audit Committee / Independent Director | 4/4 |
| 2. Mr. Sudhitham Chirathivat | Audit Committee / Independent Director | 4/4 |
| 3. Assoc.Prof.Dr. Gallayanee Parkatt | Audit Committee / Independent Director | 4/4 |

The Audit Committee arranges a meeting as it deems appropriate at least 1 time per quarter, which is 4 times per year. The meeting agenda has been determined in advance.

In performing duty, the Audit Committee has the direct responsibility to the Board of Directors and the Board of Directors remains responsible for the operations of the Company to other parties. All 3 members of the Audit Committee of the Company are independent directors who are qualified according to Article 16 of the Capital Market Supervisory Board Notification No. TorChor. 28/2551, with a 3-year term. The members of Audit Committee who have experience in reviewing the reliability of financial statements are Assoc.Prof.Dr. Montri Socratyanurak and Assoc.Prof.Dr. Gallayanee Parkatt.

In 2020, the Audit Committee had 4 meetings.

Roles and Responsibilities of Audit Committee

The Audit Committee has the roles and responsibility in accordance with the rules of the Securities and Exchange Commission and the Stock Exchange of Thailand to report directly to the Board of Directors in the following issues:

1. Review financial reports to ensure that it is accurate and reliable including adequate disclosure by coordinating with external auditors and executives responsible for preparing quarterly and annual financial reports.
2. Review the Company's internal control system and internal audit system to ensure that they are suitable and effective and consider the independence of the internal audit unit, as well as approve the appointment, transfer and dismissal of the chief of an internal audit unit or any other units responsible for internal audits. They may also suggest reviewing any items deemed necessary and important and recommend the improvement of the internal control system to the Board of Director by reviewing with external auditor and the internal audit.
3. Review compliance with the Securities and Exchange Act as well as rules, regulations, and other laws relating to the business of the Company.
4. Select and appoint an independent person to serve as the auditor as well as remove such persons and consider the remuneration of the auditor of the Company to the Board of Directors. Also, attend the meeting with the auditors without the management at least once a year.
5. Review the internal audit plan of the Company using the generally accepted method and standard.
6. Consider the Connected Transaction or transactions that may lead to conflict of interest in accordance with the law and SET regulations as well as ensure that the disclosure of the Company's information in such matter shall be accurate and complete to ensure that the transaction is reasonable and beneficial to the Company.
7. Review the Company's risk management system to ensure that it is appropriate and effective.
8. Report of Audit Committee Performance to the Board of Directors at least 4 times a year.
9. Prepare the Audit Committee's report disclosed in the Company's annual report. The report must be signed by the Chairman of the Audit Committee and consist of 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 the compliance with the securities and exchange law, the Stock Exchange of Thailand or law relating to the business of the company.
 - (D) An opinion on the suitability of the auditor
 - (E) An opinion on the connected transaction or transactions that may lead to conflict of interest.
 - (F) A number of the Audit Committee meetings and the attendance of each member of the Audit Committee.
 - (G) An opinion or overview comment received by the Audit Committee from performing its duties under the Charter.
 - (H) Other items that shareholders and general investors should know under the scope of duties and responsibilities assigned by the Company's Board of Directors.
10. Join in providing opinions on the appointment, removal, evaluation of the work of the internal audit unit.
11. In performing duties, the Audit Committee shall have the power to invite management, executives, or employees of the Company to provide opinions, attend a meeting or send a document that is relevant or necessary.

1.2 Have the authority to hire consultants or outsiders in accordance with the Company's regulations to provide opinions or consultations where necessary.

13. The Audit Committee must evaluate the performance by self-assessment report the results of the assessment together with the problems and obstacles that may cause the operation to fail to achieve the goal to the Board of Directors every year.

14. Review and improve the Charter of the Audit Committee.

15. Perform other tasks as assigned by the Board of Directors within the scope of duties and responsibilities of the Audit Committee.

2) Risk Management Committee

As of December 31, 2020, the Risk Management Committee consists of the following 6 members.

| Name-Surname | | | Name-Surname | Meeting Attendance (Times) |
|--------------|------------------------------|-------------|---------------------------------------|-------------------------------|
| 1. | Mr. Sudhitham | Chirathivat | Chairman of Risk Management Committee | 1/1 |
| 2. | Assoc.Prof.Dr. Gallayanee | Parkatt | Risk Management Committee | 1/1 |
| 3. | Mr. Phusit | Laithong | Risk Management Committee | 1/1 |
| 4. | Mrs. Piyaporn | Laithong | Risk Management Committee | 1/1 |
| 5. | Ms. Naree | Wichunakorn | Risk Management Committee | 1/1 |
| 6. | Mr. Pirath | Yensudjai | Risk Management Committee | 1/1 |

In 2020, the Risk Management Committee had 1 meeting.

● **Roles and Responsibilities of Risk Management Committee**

1. Define policies and structures for risk management and propose to the Board of Directors in accordance with the risk management guidelines of the Stock Exchange of Thailand and the Association of Internal Auditors of Thailand.

2. Set the strategies in line with the risk management policy to be able to evaluate, monitor, and control each type of risk at an acceptable level and allow the involved units to participate in the management and control of risk.

3. Assess risk at the enterprise level and ensure that risk management approach is acceptable as well as control the risk management in accordance with established procedures.

4. Review the risk management policy and improve its efficiency and effectiveness in controlling the risk.

5. Have the authority to call the person concerned to clarify or appoint and assign the role that all employees at all levels have the responsibility to manage the risk as appropriate as well as report risk to the Risk Management Committee.

6. Report the results of risk management to the Executive Committee and the Audit Committee to propose to the Board of Directors on a quarterly basis.

7. Develop a risk management manual.

8. Identify various risks as well as analyze and evaluate potential risks including trends that affect companies.

9. Prepare a plan to protect or reduce the risk.

10. Evaluate and prepare the risk management report.

11. Develop the integrated risk management system by linking information system.

12. Perform other duties as deemed appropriate by the Board of Directors.

3) Nomination and Remuneration Committee

As of December 31, 2020, the Nomination and Remuneration Committee consists of the following 3 members.

| Name-Surname | Title | Meeting Attendance (Times) |
|--|---|----------------------------|
| 1. Assoc.Prof.Dr. Montri Socratyanurak | Chairman of Nomination and Remuneration Committee | 2/2 |
| 2. Mr. Sudhitham Chirathivat | Nomination and Remuneration Committee | 2/2 |
| 3. Mrs. Patraporn Wannapinyo | Nomination and Remuneration Committee | 2/2 |

In 2020, the Nomination and Remuneration Committee had 2 meeting.

● Roles and Responsibilities of Nomination and Remuneration Committee

Nomination

- Determine the appropriate nomination for directors to suit the nature of business of the organization by determine the required qualification and expertise.
- Nominate the name of nominees to the Board of Directors by the nomination may be considered by the existing director to hold the position or to be nominated by the shareholders or using an outsource to help in nomination or consider from the list of professional directors or allow each director to nominate the appropriate person.
- Consider the list of nominees and select qualified candidates who meet the qualification criteria.
- Check whether the person being nominated meets the legal requirements and requirements of the relevant authorities.
- Conduct a referral to qualified persons who meet the eligibility criteria to ensure that such person is willing to accept the position of director of the Company if such persons appointed by the shareholders.
- Nominate the Board of Directors to consider and include the name in the notice of the shareholders' meeting to consider.
- Consider the recruitment of top executives as assigned by the Board of Directors

Remuneration

- Consider the criteria for the remuneration of directors and top executives to be suitable by reviewing the appropriateness of the criteria currently in use compared with the remuneration of other companies in the same industry and set the appropriate criteria to achieve the expected results by providing fair reward to the people who help the work of the company.
- Review all forms of compensation including compensation based on performance and meeting allowance by considering the practices used in the same industry, the performance and size of the Company as well as the responsibility, knowledge, ability and experience of the directors and top executives required by the Company.
- Consider the evaluation criteria for Chief Executive Officer Evaluation, Executive Director, and top executives as assigned by the Board of Directors.
- Determine the annual remuneration of directors, Chief Executive Officer, Executive Director, and top executives based on the payment criteria that are considered. Propose to the Board of Directors for approval of the remuneration of the Chief Executive Officer, Executive Director, and top executives to the Board of Directors to propose to the shareholders meeting for approval.
- Consider the suitability and approval in case of offering new shares to the directors and employees based on the principle of fairness to shareholders and to motivate the directors and employees to work towards long-term shareholder value creation as well as the ability to retain qualified personnel.

Component and Selection of Directors

1. The Company must have at least five directors and not less than one-half of the directors must be resident in the Thailand Kingdom be qualified under related law.
2. At Annual General Meeting, shareholders elect directors under the rules and procedures below.
 - 2.1 Each shareholder has one vote for one share.
 - 2.2. Each Shareholder can use all his votes under (1) to elect one or more directors but cannot transfer voting rights to others.
 - 2.3. Candidates who receive the highest score in descending order will be selected as directors in the required numbers of directors. In case, there are candidates that have same voting score, the Chairman has right to have final vote to select the last director.
3. When there is Annual General Meeting, one-third of the existing directors have to be retired. If the number of directors to be divided into three parts is indivisible, the number nearest to one-third will be used. The retired directors may be elected to get back into position if the meeting has selected. Directors to be retired in the first year and second year after company registration raffle off whether who will be retired. For later years, directors who were in longest position shall retire from the position.
4. Any director who wishes to resign must submit a letter of resignation to the Company. The resignation is effective from the date of his resignation to the Company.
5. Whenever the director position is vacant due to any reasons other than retirement by rotation, the Committee shall select a person who is qualified and not disqualified under the Public Limited Company Act as a director to fill a vacancy in next Board of Director's Meeting, except the term of directors is less than two months, such person will be in director position only for the remaining term of the director whom he replaces. Also, the resolution of the Board of Directors shall not less than three-fourths of the remaining directors.
6. At the Annual General Meeting, shareholders may vote for discharging any director before the retirement by rotation with a vote of not less than three-fourths (3/4) of the number of shareholders presented and entitled to vote and holding shares not less than one-half of the total shares held by the shareholders present at the meeting and entitled to vote.
7. Directors can be shareholders of the Company.
8. The Boards of Directors shall elect one director to be a chairman. Where the Board of Directors considers appropriate, one or several directors can be elected to be Vice Chairman and Chief Executive Officer. Vice President has responsibility according with Company's Affidavit which is assigned by Chairman.

● Structure and Selection of Audit Committee

The Audit Committee of the Company must be a director who is appointed by the Board of Directors and approved by the shareholders of the Company. They are qualified under the Securities and Exchange Act, as well as the SET's regulations and / or regulations. At least one of the audit committee members must have knowledge of accounting and finance.

The Audit Committee has a term of office of 3 years, with one year meaning for the timing of the Annual General Meeting of Shareholders of the appointed year to the next annual general meeting. When the time expires if the Board of Directors or the shareholders' meeting has not yet appointed a new Audit Committee, the existing audit committee will continue to perform the duties until the Board of Directors or the Shareholders' Meeting will appoint a new Audit Committee to replace the existing Audit Committee and / or the term of office of the Company's director. The Audit Committee members must be independent directors and qualified as the Audit Committee as follows.

Qualification of Independent Directors.

-TV Thunder Public Company Limited has determined the definition of independent director to meet the criteria of the Office of Securities and Exchange Commission or the Stock Exchange of Thailand regarding to shareholding in the Company, or not being employee or advisor with regular salary or not having control over the Company including business relationship as follows.

1. The person holds less than the person holds less than 1% of ordinary shares of the company, parent company, subsidiary, associate, major shareholder or controlling shareholder of the company counting the shareholding of related parties of that independent director

2. The person is not or has never been the director participating in management, people hired by the company, employees, consultant who get fixed salary, or controlling shareholder of the company, parent company, subsidiary, associate, joint subsidiaries, major shareholder or controlling shareholder of the company. This prohibition does not include the person who has not been in the above status already for at least 2 years before asking the permission from SEC. This prohibited characteristic does not include the case that the independent director used to be government official or consultant of government agency who is the major shareholder or controlling shareholder of the company.

3. The person who does not have blood relation or legitimation in form of father, mother, spouse, sibling, and child including spouse of child or any executive, major shareholder, controlling shareholder, or any person nominated as the executive or controlling shareholder of the company and subsidiaries.

4. The person does not have or never have the business relationship with the company, parent company, subsidiary, associate, major shareholder or controlling shareholder of the company in the characteristic that can be obstacle of independent consideration. Moreover, the person is not or has never been the significant shareholder or controlling shareholder of any company who has business relationship with the company, parent company, subsidiary, associate, major shareholder or controlling shareholder of the company. This prohibition does not include the person who has not been in the above status already for at least 2 years before asking the permission from SEC.

5. The person is not or have never been the auditor of the company, parent company, subsidiary, associate, major shareholder or controlling shareholder of the company. Moreover, the person is not significant shareholder, controlling shareholder, or partner of auditor's office that the auditor of company, parent company, subsidiary, associate, major shareholder or controlling shareholder of the company belongs to. This prohibition does not include the person who has not been in the above status already for at least 2 years before asking the permission from SEC.

6. The person is not or have never been the professional service provider of the company including legal advisor and financial advisor who gets the compensation more than 2 million baht per year from the company, parent company, subsidiary, associate, major shareholder or controlling shareholder of the company. Moreover, the person is not significant shareholder, controlling shareholder, or partner of that professional service provider. This prohibition does not include the person who has not been in the above status already for at least 2 years before asking the permission from SEC.

7. The person is not the director appointed as the representative or the company, major shareholder or any shareholder connected to major shareholder.

8. The person does not work for another organization running the same business and significantly competing with the company or subsidiaries. Also, the person is not significant partner, director involving with the management process, employee, or people employed by the company and getting compensation in form of salary. Moreover, the person does not hold more than 1% of ordinary shares with voting rights in another company running the same business and significantly competing with the company or subsidiaries.

9. The person does not have characteristic that make him unable to provide opinion about the operation of the Company independently.

Qualification of Audit Committee

The Audit Committee shall have the same qualifications as the Independent Directors mentioned above and there are additional features as follows.

- Not be a director assigned by the Board of Directors in making decisions on the operation of the Company, its parent company, subsidiaries, associates, major shareholders, or the controlling person of the Company and
- Not be a director of the parent company, subsidiary, or subsidiary company of only listed companies.
- Have sufficient knowledge and experience to be able to serve as a member of the Audit Committee, at least one member of the Audit Committee must have sufficient knowledge and experience to be able to review the reliability of the financial statements.
- Have duties similar to those specified in the Notification of the Stock Exchange of Thailand regarding the qualifications and scope of work of the Audit Committee.

● Structure and Selection of Risk Management Committee

The Risk Management Committee shall be a director and / or executive of the Company appointed by the Board of Directors. The number of members as deemed appropriate by the Board of Directors. The Board of Directors shall appoint one Risk Management Committee member to be the Chairman of the Risk Management Committee

● Structure and Selection of Nomination and Remuneration Committee

The Nomination and Remuneration Committee shall be appointed by the Board of Directors. It consists of not less than 3 directors and should consist of independent directors and non-executive directors. The Board of Directors shall appoint an independent director in Nomination and Remuneration Management Committee member to be the Chairman of the Nomination and Remuneration Management Committee.

● Structure and Selection of Executive Committee

The Executive Committee shall be a director and / or executive of the Company appointed by the Board of Directors. The number of members as deemed appropriate by the Board of Directors. The Board of Directors shall appoint one Executive Committee member to be the Chairman of the Executive Committee. The Executive Committee shall have the term of office in the Company except for persons appointed by the Board of Directors as executive directors who are not in the Company. The term of office shall be determined by the Board of Directors.

● Structure and Selection of Chief Executive Officer

Chief Executive Officer has been nominated by nomination committee by selecting from the current member of executive committee. Then, the nominated person will be proposed to the Board of Directors of the Company for approving to be the Chief Executive Officer.

Supervision on the Operations of Subsidiaries and Associates

The Board of Directors of the Company has determined the mechanism to supervise the subsidiaries in order to protect the investment of the Company by assigning some people as the representative of the Company to be the director or executive in order to control the operations of subsidiaries. Moreover, the role and responsibilities need to be determined clearly. Moreover, there should be the mechanism in supervising the disclosure of financial report and connected transactions according to related rules and regulations. Moreover, they must be followed up in order to evaluate and inspect by good internal control system in order to ensure that the operation of subsidiaries will be for highest benefit of the Company.

Supervision on the Use of Inside Information

The Board of Directors of the Company has determined the regulation about using insider information for the benefits of themselves or other people with the following details.

1. Directors, executives, and employees of the Company must act as follows.
 - a) Maintain secrecy and/or inside information of the Company.

b) Do not disclose secrecy and/or inside information of the Company and use them in order to seek for the benefits of themselves or any other people directly or indirectly regardless of any compensation.

c) Do not trade, transfer, or being transferred of securities of the Company using secrecy and/or inside information of the Company and/or do any transaction using secrecy and/or inside information of the Company that can create any damage to the Company directly or indirectly.

Therefore, directors, executives, employees, or people employed by the Company in the department getting inside information should avoid trading securities of the Company during 1 month before the financial statement will be officially disclosed to the public. This restriction includes spouse and minor child of directors, executives, employees, or people employed by the Company. Those who violated the above regulation are treated as serious misconduct.

2. Directors and executives of the Company as well as auditors need to report the holding of securities of the Company including their spouse and minor child to Securities and Exchange Commission according to Section 59.

3. The Company has announced the regulations to all directors, executives, employees, or people employed by the Company.

Auditor Fees

1) Audit Fee

In 2020, the Company have appointed DIA International Auditing Co., Ltd. as the Auditor of the Company and subsidiaries as follows.

| Item | Amount |
|-----------------------------------|-----------|
| TV Thunder Public Company Limited | 1,450,000 |
| Subsidiaries | 700,000 |
| Total | 2,150,000 |

2) Non-Audit Fee

The Company and subsidiaries also paid expenses related to the service e.g., travelling expense, fax and telephone expense, and photocopy expense. In 2020, the Company paid 96,800 baht for non-audit fee to DIA International Auditing Co., Ltd.

Corporate Social Responsibility (CSR)

Policy

The Company has a business policy that is responsible to social, environment, and stakeholders according to the principal of corporate social responsibility provided by the Stock Exchange of Thailand. There are 8 principals including Fair Business Operation, Anti-Corruption, Respect on Human Rights, Fair Treatment of Labor, and Responsibility on the Consumers, Environmental Management, Community Development, Innovation and Publication of Innovation from the Social Responsibility.

The Company has determined the clear business policy in creating entertainment media that is beneficial to society and environment. This policy is one of the business goals of the Company in order to create benefit and responsibility to society. The main policy is to create entertainment media that is beneficial to society. The Company has changed its slogan to support this issue by changing from "TV Thunder" to "TV Thunder Green entertainment"

Moreover, to increase the efficiency in this process, the Board of Directors of the Company has resolved in its meeting to approve the Handbook of Good Governance and Business Ethics as the guideline for all personnel to work transparently. The Company also determined the regulations in order to create equality in working. Moreover, there is supervision for preventing the conflict of interest including corruption by Certified Public Accountant approved by Securities and Exchange Commission (SEC) and internal auditor. This is to ensure the Company has realized the rights of all stakeholders as specified in the law and policy including the guideline for working with shareholders, employees, customers, trade partners, etc.

- Strategies for Sustainable Development

The Company is the content provider with the role in supporting society with corporate social responsibility activities in the process or CSR-In-Process and supporting the activities that benefit the whole society or CRS-After-Process. The Company has determined the strategies for sustainable development as follows.

1. Creating good programs that are valuable and benefit to society
2. Maintaining and improving production standard and creating quality works that benefit Thai society
3. Producing content to cover all media and bringing television content to various online platforms
4. Expanding the audience base to cover all platforms
5. Creating awareness and good inspiration to audiences in order to win their hearts for both domestic and international audiences.

Creating TV Programs with Corporate Social Responsibility (CSR-In-Process)

Luangta Mahachon



This is a Drama series with fun, knowledge, and concepts of living with morality and ideas for life using the Buddhist principles that are usable for people of all ages. It is one social drama series of the Company that has been broadcasted for longer than 9 years.

Master Key



This is the first game show of the Company that allows any people to compete for the prizes that has been broadcasted for more than 18 years. The format of game show has been adapted so as to up to date. The current format is "Master Key Vetee Jaengkerd" that allows any people with singing ability to join and learn the singing techniques from real professional singers.

The Price is Right Thailand



This is the game show with copyright from abroad that is very popular for Thai audiences. Participants have the opportunity to win prizes by guessing the price of the product correctly. Regardless of joining the program or watching TV at home, it is easy for audiences to receive prizes.

Take Me Out Thailand



This is the program with copyright from abroad that opens the opportunity and perspective on learning and living of young people. It is another great program for single people that is popular for Thai people. Aside from fun for the audience, it also impresses participants of the program as well

Arthit Utai the Journey



This is travel documentary following the relationship between Thailand and Japan in collaboration with the Japanese government. It has been inspired by the royal duties of His Majesty King Bhumibol Adulyadej Borommanat Bophit Rama 9 who used to visit Japan to observe the agricultural and industrial activities and bring it back to develop Thailand. It is a tourist program that combines knowledge and entertainment about various destinations to celebrate the 130th Anniversary of the Thai-Japanese diplomatic relations.

Operation and Reporting

The Company realizes and pays attention to all groups of stakeholders, whether they are the primary stakeholders such as shareholders, employees, customers, business partners, and secondary stakeholders such as competitors, consumers, communities, environment, and regulators. The Company also realizes that responding to the needs or expectations of stakeholders will be beneficial to operations and business development. Moreover, the Company takes into consideration for the rights of all stakeholders in accordance with the relevant laws and regulations.

● Key Stakeholders of the Company

The key stakeholders of the Company are those involved in the value chain, which can be divided into 2 groups as follows.

1. Primary stakeholders e.g., shareholders, employees, customers, business partners, etc.
2. Secondary stakeholders e.g., competitors, consumers, communities, environment, regulators, etc.

- Major Issues for Stakeholders
 - Economic Issues
 1. Corporate Governance
 2. Risk Management
 3. Fair Business Operation
 4. Anti-Corruption
 - Social Issues
 1. Responsibilities to Consumers and Society
 2. Human Resource Development
 3. Work Safety
 4. Innovation
 - Environment
 1. Resource and Energy Management
 2. Waste Management
 3. Noise Pollution Management

Process with Stakeholders

| Stakeholders | Activities in 2020 | Expectation |
|----------------------------------|--|--|
| Shareholders | <ul style="list-style-type: none"> • Organizing the Annual General Meeting of Shareholders for 1 time • Preparing Annual Report • Disclosing important news and activities related to the business • Having the channel for complaint | <ul style="list-style-type: none"> • Good return and performance • Management under corporate governance principles |
| Employees | <ul style="list-style-type: none"> • Having employees to join trainings and seminar both internally and externally • Practicing fire evacuation and first aid • Arranging the internal communication in various platforms e.g., email, Line, etc. • Organizing activities e.g., pouring water, making merit to monks, New Year party, etc. • Providing group insurance for COVID to employees | <ul style="list-style-type: none"> • Compensation and benefits • Job security and advancement • Development of skills, knowledge, and capabilities • Work safety |
| Customers / Partners / Consumers | <ul style="list-style-type: none"> • Meeting with customers / partners • Surveying for satisfaction • Getting complaints via the complaint channel • Fair procurement • Complying with the agreement, contract, and trade conditions • Participating in social activities organized by customers | <ul style="list-style-type: none"> • Quality products and services • On-time delivery • Complying with honest and transparent trade practices as determined in the contract • TV programs and media with knowledge and entertainment |

| Stakeholders | Activities in 2020 | Expectation |
|-------------------------|--|--|
| Competitors | <ul style="list-style-type: none"> • Publishing news on the website of the Company • Socializing on various occasions | <ul style="list-style-type: none"> • Non-infringement of intellectual property • Free and fair competition |
| Community / Environment | <ul style="list-style-type: none"> • Getting complaint • Organizing activities for surrounding communities • Taking care of surrounding environment | <ul style="list-style-type: none"> • No impact to community and environment • Social responsibility • Environmental and energy conservation |
| Regulators | <ul style="list-style-type: none"> • Complying with relevant laws and regulations • Assigning artists to participate in government PR events • Disclosing information based on the regulation accurately and sufficiently | <ul style="list-style-type: none"> • Complying with relevant laws and regulations • Supporting the activities by government sector • disclosed information with accuracy and sufficient |

- The guideline of corporate social responsibility of the Company has been developed based on the principles from the Stock Exchange of Thailand (“8 Principles”) as follows.

1. Fair Business Operation

The Company has produced the entertainment media including TV program, drama series, and advertising. The Company has transparent operation that can be inspected. Moreover, the Company has disclosed information to stakeholders in order to know information equally. The Company has prevented the directors, executives, or employees to use their status to seek for their own benefits. Moreover, the directors cannot involve with competing business in order to avoid the conflict of interest. The Board of Directors has determined the policy about the conflicts of interest as follows.

1. Directors, executives, or employees are prohibited from using the opportunity from being directors, executives, or employees of the company to seek personal benefits.
2. Directors, executives, or employees are prohibited from conducting any business that competes with the company
3. Avoid making transactions related to oneself that may cause conflicts of interest with the company.
4. Directors, executives, or employees who have an interest in the transaction must not be involved in the approval process.
5. In the case that it is considered to be the connected transaction under the Notification of the Stock Exchange of Thailand, the Board of Directors will ensure that there is strict compliance with the rules, procedures, and disclosure of connected transactions of listed companies.

2. Anti-Corruption

The Company has followed the principle of corporate governance to ensure that the Company has the policy in determining the proper responsibility, guideline, and rule in operation. The Company has the intention and determination to fight against corruption prevent corruption in the company's business operations. Although the Company has not participated in "The Private Sector Collective Action Coalition Against Corruption", the Company has a clear guideline on anti-corruption with clear guideline for business operations that can developed into a sustainable organization.

The Company realized the importance of a corruption issue and conducted the anti-corruption campaign with government agencies. The Company supported and promoted the anti-corruption by creating the contents in drama series in inculcating and supporting morality and anti-corruption. The Company received Chor Saard Award for a TV program producer from the Office of National Anti-Corruption Commission (NACC) continuously every year.



Anti-Corruption Policy

The company has the formal anti-corruption policy that is reviewed and approved by the Board of Directors as follows.

The company prohibits the Board of Directors, executives, and employees at all levels to involve in all forms of corruption. They do not take any action that is a bribe and do not accept bribes from stakeholders both directly and indirectly and do not obtain benefits in a wrong way. They must strictly comply with the anti-corruption policy in accordance with the rules and laws related to the operation of the Company.

Guidelines for Supervising, Preventing, Monitoring the Risk of Fraud and Corruption

In 2019, the Board of Directors has evaluated the potential risk of fraud and determined the Guidelines for Supervising, Preventing, Monitoring the Risk of Fraud and Corruption as follows.

1. Provide an inspection process to evaluate the internal control system and risk management covering important systems such as sales and marketing, procurement, contracting, budgeting and control, accounting, payment system, etc. in order to prevent and monitor the risk of fraud and corruption Including suggestions for appropriate solutions
2. Provide the channels to receive notification of clues or complaints of violations, Illegal action or business ethics offense of the company and provide the guidelines for preventing the involvement in corruption or suspicions in financial reports or internal control system. The Company has the policy to protect complainants that will be kept confidential Including the measures to inspect and determine disciplinary actions of the company and / or related laws. If the Company can contract the complainant, the Company will inform the result, respectively.
3. The head of the relevant department is responsible for monitoring and correcting errors (if any) and reporting to authorized persons, respectively.

Training and communication

The Company has communicated anti-corruption policy including related policies such as business ethics, the policy for receiving and giving gifts by communicating policies, guidelines, measures and punishment to the executives and employees in the orientation, training, bulletin board, and website of the company

3. Respect on Human Rights

The Board of Directors had recognized the importance of respecting laws and human rights principles which are fundamental human rights and is a universal moral for the world. All people have equal rights, and these rights cannot be violated though there is a difference in nationality, religion, race, social status, or gender, etc. The Company has respected in human rights of all directors and employees as specified the policy and guideline about the respect of laws and human rights e.g.

- The company does not prevent political expression and the exercise of political rights under the provisions of laws for all employees at all levels
- The executive teams and employees of the company are both female and male, with different religions like Buddhism, Christianity, and Islam, which can work together by reconciliation without discrimination. Everyone has the opportunity to be promoted primarily based on performance.
- If the Company organizes the party for employees and shareholders on various occasions, the Company will provide food appropriate to all religion as well as vegetarian people.

4. Fair Treatment of Labor

The Board of Director has realized the value of all employees and has determined the policy for fair treatment of all employees regardless of their positions or levels including fair compensation with good work environment.

In 2020, the Company has the activities in supporting and developing employees as follows.

- a) Annual Health Check-up by arranging the program appropriate to the age of each employee and negotiating with the hospital for special price as well as arranging for the hospital to do health check-up at the office of the Company
- b) Provide welfare including life insurance, health insurance, accident insurance for full-time employees
- c) Provide support for full-time employees such as support for marriage, ordination, death, etc.
- d) Training in various programs that can benefit employees in term of management skills, professional skills, and teamwork
- e) Organize various activities that employees can participate such as the activities in promoting responsibility to social and environment under the project "TV Thunder Green Organization", the activity in Mother's Day "Grab Tee Tak Duay Rak Khong Mae", merit making activities at Phrabat Nam Phu Temple, watering activities in Songkran Festival, merit making of the Company, etc.

The Company has realized of the importance of safety in life and health of employees as well as related persons. The Company has established the Safety, Occupational Health and Working Environment Committee to monitor the situation of safety, occupational health and working environment of the Company. Moreover, the committee will arrange the training on safety, occupational health and working environment for employees in order to know the safety regulations

In 2020, the Company has activities related to safety and occupational health as follows.

- 1) Exercise for health that employees can do the exercise at the Fitness free of charge
- 2) Vaccination against 4 types of influenza for employees
- 3) Training for safety in workplace. In 2020, there is no injury or sickness from working.
- 4) Training for basic fire extinguisher, fire evacuation, and how to help people stuck in the building on annual basis at the head office and TVT Green Park Studio
- 5) Providing group insurance for COVID to employees

In addition, the Company has provided the complaint handling procedure from employees by appointing a complaint committee from employees. There is the procedure and process in considering such complaints fairly and all employees can discuss, give advice, or seek advice from a fair committee.

- **Complaint Handling**

1. Fact Collection - The complaints committee will collect the complaint from employees
2. Data Screening and Processing - The Complaint Committee will process the complaint and screen data to consider the appropriate procedure to deal with each complaint
3. Implementation measures - The Complaint Committee proposes the measure to stop any action violating or not complying with the Code of Ethics and propose various policies to the Executive Committee or the Audit Committee to consider, respectively. This is to reduce damage to those who are affected by considering total damage suffered
4. Reporting - The complaint committee or the Chairman of the Executive Committee or Chairman of the Audit Committee Or Company Secretary will report to the Board of Directors for acknowledgment and report the results to employees or stakeholders who are the complainants If the complainant discloses himself

- **Protection Measures**

1. The complainant or those who cooperate in the investigation can choose not to disclose himself if the disclosure will cause insecurity or any damage
2. In case of self-disclosure, the Company will report the progress
3. For the complainants or those who cooperate in the investigation, the Company will not disclose the name, surname, address, picture, or any other information that can identify such person
4. The recipient of the complaint must keep the relevant information confidential and will disclose as necessary regarding to safety and damage of the complainant or those who cooperate in the investigation, source of information, or related persons. However, if there is something that is likely to cause damage or insecurity, the protection measures must be determined appropriately.
5. Those who have suffered damage will receive relief through the appropriate and fair process.

5. Responsibility to Consumers

The Company has produced the drama series in order to promote the value to society like “Luangta Mahachon” that have many good ideas in every week so that the society will get benefit from watching the program. Moreover, in the TV program production process, all programs will be screened in order to avoid inappropriate contents before showing to the public. The production unit will be responsible directly before sending the contents to be evaluated by the specific unit of TV station for screening again. After passing all screening process, the program will be shown to the public.

6. Environment Conservation

The Board of Directors has realized the importance of the environment. Most problems arise because employees do not understand, then, the Company has promoted to provide knowledge and trainings to employees. The Company will promote environmental awareness to all employees both directly and indirectly with the following policy and guideline.

● Environmental Policy

1. Do business with integrity, ethics and responsibility to society, community, and environment
2. Support and encourage executives and employees of all levels to be responsible for society, community, and environment and to have a volunteer spirit without compensation
3. Support and promote activities that create sustainable benefits for society, communities, and environment to regularly return to society by organizing the activities that are appropriate and create benefit to society, community, and environment
4. Participate in community development and society development in terms of economy, society, community, and environment
5. Promote and educate employees at all levels about society and environment and jointly develop and be responsibility to society, community, and environment
6. Respect for human rights without discrimination regardless of people with different nationalities, religions, and cultures. The company will manage with fairness and support to create sustainable development together.

● Training on Environment

The Company has a policy on environmental management. Therefore, to educate employees with environmental management skills, in 2020, the Company has provided the workshop about how to reduce wastes and waste management during filming.

● Environmental Activities

- In 2020, the Company has the policy about environment and waste management and did the following activities.

✦ "TV Thunder Green Organization" Project is to reduce the use of resources and environmental conservation. There are many activities for employees including reducing the use of plastic, encouraging for employees and related parties to use cloth bags, using of private cups instead of plastic cups, reducing the use of foam boxes, plastic glasses, straws in TV program production for both inside and outside studios, etc.

✦ "Recycled Monks' Suits" Project is to reduce the plastic waste by letting employees to collect plastic bottles to produce recycled monk's suits with collaboration with Wat Chak Daeng

- There are ongoing environmental projects as follows.

✦ 4 S Project includes 1.Save Energy 2.Save Money 3.Save World 4.Save For TV Thunder. The Company has changed fluorescent to LED to save electricity use. This results in brighter area, less energy consumption, less heat, less use of air conditioners, less maintenance costs due to longer lamp life, and better environment. Currently, the Company has already changed all fluorescent to LED for the whole building.

✦ Energy Conservation Project includes reducing water use, turning off the lights, turn off the air conditioners during lunch break, using both sides of paper, purchasing environmental-friendly products, and educating employees about how to save energy and do environmental management.

7. Community Development

TV Thunder Public Company Limited is committed to run the business with social responsibilities. The Company has supported many activities for society and joined with government agencies or private organizations in many charity events in order to maximize benefits of community and society.

In 2020, the Company brought its artists to join the funding program for the COVID-19 recovery plan in Thailand in Kho Tao, Better Together Project via Facebook Fanpage : Biofin Thailand. The purpose was to support and help the vulnerable persons who were affected by the COVID-19 pandemic in Ko Tao Island, Surat Thani.

8. Innovation and Distribution of Innovation from the Activities related Responsibility to Economy, Society, Environment, and Stakeholders

1. The Company has the policy to accept student internship during the semester or the semester closed in order to share knowledge in operation to students who are interested in applying knowledge in their works. Students will learn about the production process of TV program from experience persons.

2. The Company has opened for schools and universities to bring students to visit the TV program production process in order to share the innovation. Students will see the process of program production as well as get the knowledge and see the actual practices of artists, performer, and moderators.

3. Distribution of innovation in working to the schools and universities by supporting the speakers who are the executives of the Company who have high experience, expertise, and professionalism in order to provide the lecture to students in schools or universities about TV program production.

In 2020, the Company welcomed the students from University of Thai Chamber of Commerce and Silpakorn University for the field trip during the filming of the program Take Guy Out Thailand ss.4 at TVT Green Park Studio

Internal Control and Risk Management

The Company recognizes the importance of internal control systems at both management and operational levels as well as the controlling of the use of the company's assets as well as the separation of duties, controlling and evaluating in order to balance and check each other properly.

The Company has appointed Dharmniti Internal Audit Co., Ltd. as the internal auditors to check and evaluate to ensure that the core operations and financial activities of the company, operation, Information Technology has complied with applicable laws and regulations. Special Inspection has been implemented effectively. The internal auditors are independent and can check and balance the power as well as are required to report directly to the Audit Committee.

The Board of Directors recognizes the importance to risk management. The Company has set and assessed the risk of the business and determined risk prevention measures. This includes risks that affect the operations of the Company and the adequate of internal control in all processes.

Based on this assessment, the Board of Directors is of the view that the Company and its subsidiaries have adequate internal controls to support their business operations. The protection of improper use caused by management. There is an internal audit system that is independent in monitoring and evaluating internal controls. It also has a system for storing important documents to the auditor and the legal authority can check it within a reasonable time.



The Audit Committee has the opinion that the Company and its subsidiaries have adequate internal controls and comply with the Securities and Exchange Act and Securities and Exchange Law. The financial statements and disclosures in the financial statements of the Company and its subsidiaries are accurate and complete complying with generally accepted accounting standards.

The Board of Directors has assigned the Audit Committee to supervise the management to ensure the effective internal control that is appropriate and concise covering all aspects in financial, accounting, operations. The implementation is in accordance with the relevant laws, regulations, and regulations. The Company also provides a mechanism for monitoring and balancing that is effective enough to protect and maintain the capital of the Company's shareholders and its assets. The Internal Audit Office is responsible for monitoring, reviewing, and following up the performance of all systems in accordance with the annual internal audit plan approved by the Audit Committee. The Board of Directors has acknowledged the report of the Audit Committee that reviewed and acknowledged the performance of the Internal Audit Office and improve the performance of the various departments to make the internal control more effective.

For the year 2020, the Board of Directors summarized the Opinions on sufficiency and suitability of the Company's Internal Control System that the Company and its subsidiaries had an internal control system that is appropriate and sufficient for business operations. To protect the property from improper use of the management without authority, it requires an internal audit system that is independent in monitoring and evaluating internal controls. There is also an important document storage system that allows the auditor and the legal authority to inspect within a reasonable time.

Connected Transactions

The connected transactions with persons who may have conflicts of interest

The Company has the connected transactions with persons who may have conflicts of interest during 2018-2020 and the latest quarter as follows.

2018

| Persons who may have conflicts of interest | Relationship | Nature of transaction | Amount |
|--|---|---|---------|
| Mr. Phusit Laithong | The executive of the company. The current titles are director, executive committee, and vice president | Hired as : Actor / Controller of music and stage performance | 160,000 |
| Mr. Jetsada Osatalert | The executive of Big Brain Co., Ltd. (a subsidiary) The current titles are director and managing director. | Hired as : Producer / Director in the program produced by the Company | 156,000 |
| Ms. Sirinart Koontorn | The executive of Big Brain Co., Ltd. (a subsidiary) The current title is director. | Hired as : Assistant Director in the program produced by the Company | 10,000 |
| Total | | | 326,000 |

2019

| Persons who may have conflicts of interest | Relationship | Nature of transaction | Amount |
|--|---|---|------------|
| Mr. Jetsada Osatalert | The executive of Big Brain Co., Ltd. (a subsidiary) The current titles are director and managing director. | Hired as : Producer / Director in the program produced by the Company | 275,010.31 |
| Ms. Sirinart Koontorn | The executive of Big Brain Co., Ltd. (a subsidiary) The current title is director. | Hired as : Assistant Director in the program produced by the Company | 20,463.92 |
| Total | | | 295,474.23 |

2020

| Persons who may have conflicts of interest | Relationship | Nature of transaction | Amount |
|--|---|---|--------|
| Mr. Jetsada Osatalert | The executive of Big Brain Co., Ltd. (a subsidiary) The current title is director. | Hired as : Producer / Director in the program produced by the Company | 20,000 |
| Total | | | 20,000 |

Opinions of Audit Committee

- None -

Report about Accountability of Board of Directors on Financial Reporting

To Shareholders

The Board of Directors is responsible for the financial statement of TV Thunder Public Company Limited and subsidiaries. The financial statement must be prepared according to the accounting standard using appropriate accounting policy. Any discretion should be done carefully. Moreover, the information must be disclosed sufficiently and transparently in the note to financial statement based on the auditor report for benefits of shareholders and other investors.

The Board of Directors has developed the good governance as well as risk management and internal control system to ensure that the accounting records are accurate, complete, and sufficient so that it can prevent any fraud and improper action.

The Board of Directors has appointed the Audit Committee that consists of independent directors to control and review the accurateness of financial statement. The Audit Committee has reviewed the internal control system, risk management, and internal audit effectively. The opinion of Audit Committee has appeared in the Audit Committee Report in this Annual Report.

The Board of Directors has opined that the internal control and audit of the Company can ensure that the consolidated financial statement of TV Thunder Public Company Limited and subsidiaries as of December 31, 2020, has shown the financial position, financial performance, and cash flows accurately in accordance of accounting standard. The auditor has reviewed and provided the opinion in the auditor report as appeared in this Annual Report.

However, the Board of Directors of the Company has monitored and supported the executives to implement the strategies as well as the quality of internal control, risk management, and good governance system systematically and continuously. Moreover, the Company should have the sufficient and appropriate governance system and allow it to operate effectively to achieve the objective.



(Assoc.Prof.Dr. Montree Socratyanurak)
Chairman



(Mrs. Patraporn Wannapinyo)
Chairman of Executive Committee

Audit Committee Report

To Shareholders

The Audit Committee of TV Thunder Public Company Limited has been appointed by the Board of Directors of the Company. The Committee consists of 3 independent directors, Assoc.Prof.Dr. Montri Socratyanurak Chairman of Audit Committee, Mr. Sudhitham Chirathivat Audit Committee, and Assoc.Prof.Dr. Gallayanee Parkatt Audit Committee. All of them are experts and qualified for the regulation of the Stock Exchange of Thailand. They have performed their duties as assigned by the Board of Directors according to Good Practice for Audit Committee of Stock Exchange of Thailand. In 2020, the Audit Committee has performed their duties independently. There are 4 meetings in 2020 with the following details.

1. The Audit Committee has reviewed the financial statement and consolidated financial statement of TV Thunder Public Company Limited and subsidiaries for both quarterly financial statement and annual financial statement of 2020. The Committee has worked with the auditor to ensure that the financial statement of TV Thunder Public Company Limited is accurate, complete, and reliable.

2. The Audit Committee has reviewed the connected transactions or transactions with conflict of interest to TV Thunder Public Company Limited to ensure that TV Thunder Public Company Limited has complied with the regulation of Stock Exchange of Thailand and other related regulations about the business of TV Thunder Public Company Limited

3. The Audit Committee has reviewed the internal control system quarterly to ensure that TV Thunder Public Company Limited has appropriate and sufficient internal control.

4. The Audit Committee has approved the internal audit plan for 2020 of TV Thunder Public Company Limited to ensure that the internal audit is efficient and effective. The Committee also reviewed the responsibility of internal audit department to ensure quality audit system.

5. The Audit Committee has selected and proposed the auditor and auditor's fee of 2020 for TV Thunder Public Company Limited based on qualification, experience, suitability, and independence of auditor. The committee has proposed Ms. Suvimol Krittayakien Certified Public Accountant (Thailand) No. 2982, Mr. Jumpol Pairattanakorn Certified Public Accountant (Thailand) No. 7645, Ms. Supaporn Mangjitr Public Accountant (Thailand) No. 48125 from DIA International Auditing Co., Ltd. as the auditor of TV Thunder Public Company Limited and subsidiaries.

6. The Audit Committee review the compliance with the Securities and Exchange Act, SET regulations, policies, regulations, and other laws relating to the business of the Company.

7. The Audit Committee report the performance of the Audit Committee to the Board of Directors for 4 times.

In conclusion, the audit committee has opined that TV Thunder Public Company Limited has good internal control system and complied with the regulation of Stock Exchange as well as related regulations. Moreover, the financial statement and information about financial statement of the Company and subsidiaries is accurate, complete, and reliable and comply with accounting standard. There is also an improvement for better quality to achieve the goal of the Company.



(Assoc.Prof.Dr. Montree Socratyanurak)

Chairman of Audit Committee

TV Thunder Public Company Limited

Risk Management Committee Report

To Shareholders

The Risk Management Committee of TV Thunder Public Company Limited has been appointed by the Board of Directors of the Company. The Committee consists of 6 members, Mr. Sudhitham Chirathivat Chairman of Audit Committee, Assoc.Prof.Dr. Gallayanee Parkatt, Mr. Phusit Laithong, Ms. Piyaporn Laithong, Ms. Naree Wichunakorn, and Mr. Pirath Yensudjai.

The Company has focused on improving the risk management system in order to cope with potential risks that may affect to the operation of the Company. The risk management committee has determined the risk management policy and effective control system, as well as the report of risk management to the Board of Directors.

In 2020, the Risk Management Committee had 1 meeting with the following agenda and details.

1. The Risk Management Committee together with the working team and representatives from all departments of the Company jointly develops the risk management plan that will be proposed to the Risk Management Committee to consider and determine the proper risk management plan.


2. The risk management team has cooperated with all departments to develop the risk management plan Risk Management Committee to consider and determine the appropriate risk management plan.

3. The Risk Management Committee has developed risk management in 4 main areas which are strategic risk, financial risk, operational risk, and legal risk as well as other risks that may affect to the Company.

4. The Risk Management Committee has reviewed the risk management policy and monitor risk factors that may affect to the Company in order to control risk in the acceptable level or take action to prevent or solve in timely manner. The committee also provides the suggestion to improve the risk management system and report the results to the Board of Directors.

5. The Risk Management Committee has allowed all departments to consult and training with risk management consultants so that all employees can participate in risk management process. Employees will be able to review their knowledge and understanding about risk management and realize the importance of risk management.

The Risk Management Committee has commitment to manage and control risks so that the business of the Company can continue effectively.



(Mr. Sudhitham Chirathivat)
Chairman of Risk Management Committee
TV Thunder Public Company Limited

Nomination and Remuneration Committee Report

To Shareholders

The Nomination and Remuneration Committee of TV Thunder Public Company Limited has been appointed by the Board of Directors of the Company. The Committee consists of 3 members Assoc.Prof.Dr. Montri Socratyanurak Chairman, Mr. Sudhitham Chirathivat Audit Committee, and Mrs. Patraporn Wannapinyo.

In 2020, The Nomination and Remuneration Committee has 1 meeting and all committees have attended all meetings. The committee also reports to the results to the Board of Directors with the following details

1. The Nomination and Remuneration Committee has nominated of directors whose term of office has ended. The committee allows the minority shareholders to propose the qualified persons as candidates. However, there is no shareholder who nominates any qualified persons as the candidates for directors for the year 2020.

2. The Nomination and Remuneration Committee has reviewed the rule of The Nomination and Remuneration Committee to be appropriate with good governance guideline.

3. The Nomination and Remuneration Committee has determined the remuneration and other benefits for Board of Directors, Audit Committee, Nomination and Remuneration Committee, and Risk Management Committee in order to propose for approval from the Board of Directors and Annual General Meeting of Shareholders.

4. The Nomination and Remuneration Committee has set up the committee for evaluating the performance of Chief Executive Officer for 2020 to review the performance and provide the suggestion for improvement.



(รศ.ดร.มนตรี โสคติยานุรักษ์)

ประธานคณะกรรมการสรรหาและพิจารณาค่าตอบแทน
บริษัท ทีวี ันเดอร์ จำกัด (มหาชน)

Information Certification

The Company has reviewed the information in this Annual Registration Statement with caution. The Company hereby certifies that such information is accurate, complete, not false, does not mislead others. In addition, the Company hereby certifies that :

(1) Financial Statements and financial Information summarized in Annual Registration Statement are accurately and completely presented for the financial position, performance, and cash flow of the Company and its subsidiaries.

(2) The Company has established a good information disclosure system to ensure that the Company discloses material information of The Company and its subsidiaries correctly and completely. It also controls the compliance of such systems.

(3) The Company has established a good internal control system and control the implementation of such systems. The Company has provided information on the assessment of the internal control system as of February 21, 2020 to the Company's auditors and the Audit Committee. This covers the defects and major changes of the internal control system including wrongful acts that may affect the preparation of financial reports of the Company and its subsidiaries.

To prove that all documents are the same document that the company has authenticated, the Company has assigned Mrs. Patraporn Wannapinyo to sign this document on every page. If any document does not contain the signature of Mrs. Patraporn Wannapinyo, the Company will not be responsible for the accuracy of such information.

Authorized Directors

| | Name-Surname | | | Title | Signature** |
|----|--------------|-----------|------------|-------------------------|-------------|
| 1. | Mrs. | Patraporn | Wannapinyo | Chief Executive Officer | |
| 2. | Mr. | Pirath | Yensudjai | Vice President | |

Attorney

| | Name-Surname | | | Title | Signature** |
|----|--------------|-----------|------------|-------------------------|-------------|
| 1. | Mrs. | Patraporn | Wannapinyo | Chief Executive Officer | |

Section 89/20 * of the Securities and Exchange Act BE 2535 (1992), as amended by the Securities and Exchange Act (No. 4) BE 2551, requires directors and executives to be jointly liable to the persons who purchase securities of the Company for any damages arising from the disclosure of information to shareholders or the general public by specifying any false information or not disclosing information in the financial statements and reports on financial status and performance of the Company or any other disclosure required by Section 56 Or Section 199, without limiting the liability of only directors and executives who have authenticated the information in such documents. However, the directors or the executive who can prove that their position may not truly aware of the information or lack of information that must be shall not be liable under Section 89/20.

Note: Section 89/20 * shall apply to companies subject to Chapter 3/1 of the Securities and Exchange Act BE 2535 as amended by the Securities and Exchange Act (No. 4) BE 2551.

Appendix 2 : List of the Directors of Subsidiaries

The list of the directors of subsidiaries as of February 21, 2021 is as follows

| ชื่อ - นามสกุล | | CMED | BB |
|---------------------------|--|----------|-------|
| Mrs. Patraporn Wannapinyo | | /, // | /, X |
| Mr. Sompong Wannapinyo | | /, // | |
| Mr. Natakrit Wannapinyo | | /, // | /, // |
| Ms. Napat Wannapinyo | | / | |
| Mr. Pirath Yensudjai | | /, X, // | /, // |
| Mr. Jetsada Osatalert | | | /, // |
| Ms. Sirinart Kuntorn | | | /, // |

หมายเหตุ

/ = DIRECTORS X = CHAIRMAN // = EXECUTIVE COMMITTEE O = LIQUIDATOR
 CMED = CREATIST MEDIA CO., LTD.
 BB = BIG BRAIN CO., LTD.

Information of Directors, Executives, Controlling Shareholders, and Company Secretary

| Name-Surname Age (Years Old) / Title / Appointment Date | Educational Background / Training | Shareholding (%) | Relationship | 5-year Work Experience | | |
|---|--|------------------|----------------------------------|--|--|--|
| | | | | Period | Title | Company |
| Assoc.Prof.Dr. Montree Socratyanurak 63 Years Old Current Title : - Chairman - Chairman of Audit Committee - Chairman of Nomination and Remuneration Committee <i>Appointment on February 26, 2014</i> - Independent Director <i>Appointment on August 3, 2014</i> | Doctoral Degree Economics, UNIVERSITY OF MINNESOTA, U.S.A. (government scholarship) Master's degree - Economics, UNIVERSITY OF MINNESOTA, U.S.A. (government scholarship) - Economics, National Institute of Development Administration Bachelor's degree Economics, Thammasat University Training Certification of Institute of Director (IOD), Director Accreditation Program (DAP) Batch 69/2008 on February 22, 2008 | None | None | 2020 - Present 2018 - Present 2016 - Present 2015 - Present 2012 - Present 2011 - Present | Chairman / Audit Committee Director of Advance Master of Management Program Chairman Independent Director / Chairman of Audit Committee Independent Director / Chairman of Audit Committee Independent Director / | Clover power company Limited National Institute of Development Administration (NIDA) Thai Plastic Industrial (1994) PCL Megachem (Thailand) PCL East Coast Furnitech PCL Union Auction PCL |
| Mrs. Patraporn Wannapinyo Age 60 Years Old Current Title : - Vice Chairman (Authorized Director) - Nomination and Remuneration Committee <i>Appointment on February 26, 2014</i> - Chairman of Executive Committee - Chief Executive Officer <i>Appointment on December 3, 2014</i> | Master's degree Business Administration, National Institute of Development Administration (NIDA) Bachelor's degree Communication Arts, Sukhothai Thammathirat Open University Training Certification of Director Accreditation Program (DAP) Batch 111/2014 from Institute of Director (IOD) | 24.13% | Spouse of Mr. Sompong Wannapinyo | 2016 - Present 2011 - Present 2018 - Present 2018 - Present 2018 - Present 2016 - Present | Director Director President of the Faculty of Alumni Association business administration Vice President, Alumni Association Committee Vice president | Big Brain Co., Ltd. Creatis Media Co., Ltd. National Institute of Development Administration (NIDA) National Institute of Development Administration (NIDA) Right Livelihood Foundation Zonta Club Bangkok IX |

| Name-Surname Age (Years Old) / Title / Appointment Date | Educational Background / Training | Shareholding (%) | Relationship | 5-year Work Experience | | |
|--|--|---------------------|--|--|--|---|
| | | | | Period | Title | Company |
| Mr. Sompong Wannapinyo Age 71 Years Old <u>Current Title :</u> - Director (Authorized Director) - Chairman of Advisory Board Appointment on December 3, 2014 | <u>Honorary Degree</u> Television and Radio Technology Rajamangala University of Technology Thanyaburi <u>Training</u> Certification of Director Accreditation Program (DAP) Batch 111/2014 from Institute of Director (IOD) | 19.44 | Spouse of Mrs. Patraporn Wannapinyo | 2011 – Present 2016 - Present | Director Committee | Creatis Media Co., Ltd Radio-Television Broadcasting Professional Federation (RTBPF) |
| Mr. Phusit Laithong Age 60 Years Old <u>Current Title :</u> - Director - Executive Committee - Risk Management Committee - Executive Vice President Appointment on December 3, 2014 | <u>Bachelor's degree</u> Education (Music), Chulalongkorn University <u>Training</u> Certification of Director Accreditation Program (DAP) Batch 112/2014 from Institute of Director (IOD) | 0.03% | None | 2014 – Present 2012 – Present 2005 - 2011 | Executive Committee Director / Executive Vice President - Deputy Managing Director | TV Thunder PCL TV Thunder PCL TV Thunder PCL |
| Mr. Pirath Yensudjai Age 42 Years Old <u>Current Title :</u> - Director (Authorized Director) - Executive Committee - Risk Management Committee - Executive Vice President Appointment on December 3, 2014 | <u>Master's degree</u> Marketing, Sasin Graduate Institute of Business Administration of Chulalongkorn <u>Bachelor's degree</u> Science in Business Administration, Investments/Finance Babson College Massachusetts, U.S.A. <u>Training</u> Certification of Director Accreditation Program (DAP) Batch 111/2014 from Institute of Director (IOD) | 1.05% | -Spouse of Ms. Napat Wannapinyo | 2011 – Present 2016 – Present | Director / Executive Committee Director / Executive Committee | Creatis Media Co., Ltd. Big Brain Co., Ltd. |
| Mr. Natakrit Wannapinyo Age 37 Years Old <u>Current Title :</u> - Director (Authorized Director) - Executive Committee - Vice President for Business Development Division Appointment on December 3, 2014 - Company Secretary Appointment on November 13, 2015 | <u>Master's degree</u> Enterprise Management for Creative UK <u>Bachelor's degree</u> Sociology and Anthropology Thammasat University <u>Training</u> Certification of Director Accreditation Program (DAP) Batch 111/2014 from Institute of Director (IOD) | 11.27% | - Son of Mr. Sompong Wannapinyo and Mrs. Patraporn Wannapinyo - Sibling with Ms. Napat Wannapinyo | 2011 – Present 2013 – Present 2018 – Present | Vice President for Business Development Division Director / Executive Committee Director / Executive Committee | Creatis Media Co., Ltd. IEM Entertainment Co., Ltd. Meraya Co., Ltd. |
| Ms. Napat Wannapinyo Age 41 Years Old <u>Current Title :</u> - Executive Committee - Vice President for Marketing Division Appointment on December 3, 2014 | <u>Master's degree</u> Marketing University of East Anglia, UK <u>Bachelor's degree</u> Communication Art Chulalongkorn University | 5.82% | - Son of Mr. Sompong Wannapinyo and Mrs. Patraporn Wannapinyo - Sibling with Mr. Natakrit Wannapinyo - Spouse of Mr. Pirath Yensudjai | 2011 – Present | Director / Executive Committee | Creatis Media Co., Ltd. |
| Mr. Phusit Laithong Age 60 Years Old <u>Current Title :</u> - Director - Executive Committee - Risk Management Committee - Executive Vice President Appointment on December 3, 2014 | <u>Bachelor's degree</u> Education (Music), Chulalongkorn University <u>Training</u> Certification of Director Accreditation Program (DAP) Batch 112/2014 from Institute of Director (IOD) | 0.03% | None | 2014 – Present 2012 – Present 2005 - 2011 | Executive Committee Director / Executive Vice President Deputy Managing Director | TV Thunder PCL TV Thunder PCL TV Thunder PCL |

| Name-Surname Age (Years Old) / Title / Appointment Date | Educational Background / Training | Shareholding (%) | Relationship | 5-year Work Experience | | |
|--|---|---------------------|--------------|--|---|---|
| | | | | Period | Title | Company |
| <p>Mrs. Piyaporn Laithong</p> <p>Age 58 Years Old</p> <p>Current Title :</p> <ul style="list-style-type: none"> - Executive Committee - Risk Management Committee - Senior Vice President for Production Division <p>Appointment on December 3, 2014</p> | <p>Bachelor's degree</p> <p>Education, Chulalongkorn University</p> | None | None | <p>2014 – Present</p> <p>2013 – Present</p> | <p>Executive Committee</p> <p>Senior Vice President for Production Division</p> | <p>TV Thunder PCL</p> <p>TV Thunder PCL</p> |
| <p>Ms. Naree Wichunakorn</p> <p>Age 59 Years Old</p> <p>Current Title :</p> <ul style="list-style-type: none"> - Executive Committee - Risk Management Committee - Vice President for Finance Division <p>Appointment on December 3, 2014</p> | <p>Master's degree</p> <p>Accounting, Ramkhamhaeng University</p> <p>Bachelor's degree</p> <p>Accounting, Dhurakij Pundit University</p> | 0.00% | None | <p>2014 – Present</p> <p>2006 – Present</p> | <p>Executive Committee</p> <p>Vice President for Finance Division</p> | <p>TV Thunder PCL</p> <p>TV Thunder PCL</p> |
| <p>Mr. Sudhitham Chirathivat</p> <p>Age 72 Years Old</p> <p>Current Title :</p> <ul style="list-style-type: none"> - Director <p>Appointment on December 3, 2014</p> <p>Audit Committee</p> <ul style="list-style-type: none"> - Independent Director - Chairman of Risk Management Committee - Chairman of Nomination and Remuneration Management Committee <p>Appointment on August 3, 2014</p> | <p>Bachelor's degree</p> <p>Electrical Engineering, University of Maryland (COLLEGE PARK) U.S.A.</p> <p>Master's degree</p> <p>Business Administration (Operations Research), IONA University, U.S.A.</p> <p>Training</p> <ul style="list-style-type: none"> - Thailand National Defense College, Public Private Sector Program Batch 13 - Director Certification Program (DCP) Batch 37/2003 from Institute of Director (IOD) | None | None | <p>Present</p> <p>Present</p> <p>Present</p> <p>Present</p> <p>Present</p> | <p>Director and Audit Committee and Independent Director</p> <p>Director</p> <p>Director</p> <p>Director</p> <p>Director</p> <p>Chairman and Independent Director</p> | <p>TV Thunder PCL</p> <p>Central Group Co., Ltd.</p> <p>The Vintage Club Co., Ltd.</p> <p>Earthcare Co., Ltd.</p> <p>Central Plaza Hotel PCL</p> <p>Jasmine International PCL</p> |
| <p>Assoc.Prof.Dr. Gallayanee Parkatt</p> <p>Age 64 Years Old</p> <p>Current Title :</p> <ul style="list-style-type: none"> - Director <p>Appointment on December 3, 2014</p> <ul style="list-style-type: none"> - Audit Committee - Independent Director - Risk Management Committee <p>Appointment on August 3, 2014</p> | <p>Doctoral Degree</p> <p>- Ph.D. (Finance), RMIT University, Melbourne, Australia</p> <p>Master's degree</p> <ul style="list-style-type: none"> - M.Bus (By Research), RMIT University, Melbourne, Australia - Business Administration (Business Administration – Finance), National Institute of Development Administration (NIDA) <p>Bachelor's degree</p> <p>Accounting, University of Thai Chamber of Commerce</p> <p>Training</p> <p>Certification of Director Accreditation Program (DAP) Batch 99/2012 from Institute of Director (IOD)</p> | None | None | <p>2014 – Present</p> <p>2013 – 2015</p> <p>2010 – Present</p> | <p>Audit Committee/ Independent Director</p> <p>Vice Rector of Finance</p> <p>Chairman of the Committee for Doctor of Philosophy in Business Administration, Sukhothai Thammathirat Open University</p> | <p>TV Thunder PCL</p> <p>Sukhothai Thammathirat Open University</p> <p>Sukhothai Thammathirat Open University</p> |
| <p>Mrs. Siriporn Ratirattananon</p> <p>Age 56 Years Old</p> <p>Current Title :</p> <ul style="list-style-type: none"> - Company Secretary <p>Appointment on August 14, 2019</p> | <p>Bachelor's degree</p> <p>- Business Administration, Phranakorn University</p> <p>Training</p> <ul style="list-style-type: none"> - Company Secretary Program (CSP) Batch 86/2018 from Institute of Director - Board Reporting Program (BRP) Batch 30/2019 from Institute of Director - Company Report Program (CRP) batch 25/2019 from Institute of Director (IOD) - Training Program for Shareholder Meeting and Board Meeting from Dhamniti Training and Seminar | 0.043% | None | <p>2018 – Present</p> <p>2016 – 2560</p> <p>2015 - 2016</p> | <p>Company Secretary</p> <p>Assistant Company Secretary</p> <p>Director of Administration Department</p> | <p>- TV Thunder PCL</p> <p>- TV Thunder PCL</p> <p>- TV Thunder PCL</p> |

Information about the Chief Internal Auditor of the Company

The Company uses outsource that is Dharmniti Internal Audit Co., Ltd. as the chief of internal audit by assigning Ms. Somcharee Kawkomdee who is executive committee and head of internal audit to be the internal auditor of the Company.

| Name – Surname | Educational Background/ Training | Shareholding (%) | Relationship | Work experience | | |
|--|--|------------------|--------------|---|---|--|
| | | | | Period | Title and Department | Organization |
| Ms. Somcharee Kawkomdee Age 55 years old | Education Bachelor's degree Faculty of Humanity and Social Science Accounting Major (Bachelor of Accountancy) | None | None | 2011 - Present | Internal Auditor Senior Internal Auditor | Internal Audit Department |
| Training -Internal Audit Program Batch 1-2 -Risk Assessment Program - COSO 2013 Program in Theory and Practice -Program in Maintaining and Improving Quality of Internal Audit in Organization -Self-Assessment for Anti-Corruption Measure -Guideline in Investigating of Fraud -International Standards for the Professional Practice of Internal Auditing -Training for Examination Preparation of CIA Part II, Federation of Accounting Professions | Training Program for Internal Audit in Preparing to be Certified Internal Auditor (Pre CIA), Chulalongkorn University | | | 1999 - 2007 2011 – 2016 June 2016 – Present | Assistant Manager Executive Committee and Head of Internal Audit | Dharmniti Auditing Co., Ltd. providing services in audit and internal audit Dharmniti Internal Audit Co., Ltd. providing services in internal audit |

Information about Property Valuation

| Property | Valuer | Date | Purpose | Value |
|---|---|--------------|------------|------------------|
| 1. Vacant Land : Area of 8 - 1 - 76.3 Rai | SL Standard Appraisal Co., Ltd. | Feb 25, 2015 | Public Use | 101,300,000 baht |
| Location : 8 Soi Keha Rom Klao 78 Yak 1 | Mr. Apichart Duangsawat | | | |
| Ratpattana Road, Saphan Sung | Surveyor and Valuer (WorSor. 876) | | | |
| Saphan Sung, Bangkok | Mr. Phanuthat Phothong | | | |
| Title Deed : Title Deed No. 16688, 16689, 16628, 16690, 3758, 3759, and 16691 | Principal Valuer (WorThor. 353) | | | |
| | Principal Valuer approved by the Office | | | |
| Ownership : Complete ownership | Of Security and Exchange Commission (Office of SEC) | | | |
| Owner : TV Thunder Public Company Limited | | | | |

Financial Position and Performance

Financial Highlights

(a) Summary of the Opinion of Auditor

Financial Statement : Financial Statement for the Year 2020 as of December 31, 2020

Auditor and Opinion of Auditor : DIA International Auditing Company Limited by Mrs. Suvimol Krittayakiern, Certified Public Accountant No.2982 as the auditor has performed the work in accordance with the auditing standards and provided unconditional opinion that the financial statements can show the financial position as of December 31, 2020 and operating performance and cash flows for the year ended. The financial statements have been prepared in accordance with generally accepted accounting principles

Financial Statement : Financial Statement for the Year 2019 as of December 31, 2019

Auditor and Opinion of Auditor : DIA International Auditing Company Limited by Mrs. Suvimol Krittayakiern, Certified Public Accountant No.2982 as the auditor has performed the work in accordance with the auditing standards and provided unconditional opinion that the financial statements can show the financial position as of December 31, 2019 and operating performance and cash flows for the year ended. The financial statements have been prepared in accordance with generally accepted accounting principles

Financial Statement : Financial Statement for the Year 2018 as of December 31, 2018

Auditor and Opinion of Auditor : DIA International Auditing Company Limited by Mrs. Suvimol Krittayakiern, Certified Public Accountant No.2982 as the auditor has performed the work in accordance with the auditing standards and provided unconditional opinion that the financial statements can show the financial position as of December 31, 2018 and operating performance and cash flows for the year ended. The financial statements have been prepared in accordance with generally accepted accounting principles

| Statement of Financial Position | Consolidated Financial Statement (Audited) | | | | | |
|--|--|---------------|--------------------|---------------|--------------------|---------------|
| | As of Dec 31, 2018 | | As of Dec 31, 2019 | | As of Dec 31, 2020 | |
| | Million Baht | % | Million Baht | % | Million Baht | % |
| Cash and Cash Equivalents | 52.79 | 6.95% | 47.46 | 6.27% | 52.17 | 7.38% |
| Short-Term Investments | 0.14 | 0.02% | 0.50 | 0.07% | - | - |
| Trade Accounts and Other Receivable - Net | 127.73 | 16.81% | 102.21 | 13.51% | 58.36 | 8.26% |
| Inventories - Net | 29.65 | 3.90% | 60.29 | 7.97% | 39.00 | 5.52% |
| Other Current Financial Assets | - | - | - | - | 0.52 | 0.07% |
| Other Current Assets | 44.60 | 5.87% | 43.44 | 5.74% | 38.37 | 5.43% |
| Non-Current Assets Classified as Held for Sale | - | - | 3.51 | 0.46% | 0.01 | 0.00% |
| Total Current Assets | 254.91 | 33.56% | 257.41 | 34.03% | 188.43 | 26.67% |

| Statement of Financial Position (Cont.) | Consolidated Financial Statement (Audited) | | | | | |
|--|--|----------------|--------------------|----------------|--------------------|----------------|
| | As of Dec 31, 2018 | | As of Dec 31, 2019 | | As of Dec 31, 2019 | |
| | Million Baht | % | Million Baht | % | Million Baht | % |
| Cash Restricted or Pledged | 6.17 | 0.81% | 0.83 | 0.11% | 5.83 | 0.83% |
| -Other Long-term Investment | - | - | 31.66 | 4.19% | - | - |
| Other Non-Current Financial Assets | - | - | - | - | 106.64 | 15.09% |
| Available-for-Sale Investment | 35.23 | 4.64% | 55.21 | 7.30% | - | - |
| Property, Plant and Equipment - Net | 413.29 | 54.41% | 401.25 | 53.04% | 387.23 | 54.81% |
| Right-to-Use Assets | - | - | - | - | 9.55 | |
| Other Intangible Assets | 0.80 | 0.11% | 2.20 | 0.29% | 2.48 | 0.35% |
| Goodwill | 6.80 | 0.90% | - | - | - | - |
| Deferred Tax Assets | 6.18 | 0.81% | 7.35 | 0.97% | 5.83 | 0.83% |
| Other Non-Current Assets | 0.54 | 0.07% | 0.54 | 0.07% | 0.54 | 0.08% |
| Total Non-Current Assets | 504.73 | 66.44% | 499.04 | 65.97% | 518.10 | 73.33% |
| Total Assets | 759.64 | 100.00% | 756.45 | 100.00% | 706.53 | 100.00% |
| Trade Accounts and Other Payable | 56.83 | 7.48% | 71.54 | 9.46% | 43.91 | 6.21% |
| Current Portion of Long-Term Financial Lease Liabilities | 0.97 | 0.13% | 1.04 | 0.14% | 2.34 | 0.33% |
| Income Tax Payable | - | - | - | - | 0.56 | 0.08% |
| Current Portion of Employee Benefit Obligation | - | - | 7.08 | 0.94% | 1.89 | 0.27% |
| Unearned Revenue | 2.91 | 0.38% | 44.30 | 5.86% | 21.82 | 3.09% |
| Other Current Liabilities | 5.29 | 0.70% | 3.09 | 0.41% | 2.75 | 0.39% |
| Obligation related to Non-Current Assets Classified as Held for Sale | - | - | 0.17 | 0.02% | - | - |
| Total Current Liabilities | 66.00 | 8.69% | 127.22 | 16.82% | 73.27 | 10.37% |
| Finance Lease Liabilities | 2.86 | 0.38% | 1.82 | 0.24% | 8.49 | 1.20% |
| Employee Benefit Obligation | 16.62 | 2.19% | 14.89 | 1.97% | 15.66 | 2.22% |
| Total Non-Current Liabilities | 19.48 | 2.56% | 16.71 | 2.21% | 24.15 | 3.42% |
| Total Liabilities | 85.48 | 11.25% | 143.93 | 19.03% | 97.42 | 13.79% |
| Authorized Share Capital | 250.00 | 32.91% | 250.00 | 33.05% | 250.00 | 35.38% |
| Issued and Fully Paid-up Share Capital | 200.01 | 26.33% | 200.01 | 26.44% | 200.01 | 28.31% |
| Premium on Share Capital | 331.68 | 43.66% | 331.68 | 43.85% | 331.68 | 46.94% |

| Statement of Financial Position (Cont.) | Consolidated Financial Statement (Audited) | | | | | |
|---|--|----------------|--------------------|----------------|--------------------|----------------|
| | As of Dec 31, 2019 | | As of Dec 31, 2019 | | As of Dec 31, 2020 | |
| | Million Baht | % | Million Baht | % | Million | % |
| Premium from Share Swap | 25.05 | 3.30% | 25.05 | 3.31% | 25.05 | 3.55% |
| Deficit from the changes in the ownership interests in subsidiaries | - | - | - | - | (1.13) | (0.16%) |
| Legal and Statutory Reserves | 10.74 | 1.41% | 11.33 | 1.50% | 11.33 | 1.60% |
| Retained Earnings - Unappropriated | 101.33 | 13.34% | 44.45 | 5.88% | 41.17 | 5.83% |
| Other Components of Equity | 1.45 | 0.19% | (0.16) | (0.02%) | 0.42 | 0.06% |
| Equity Attributable to Equity Holders of Parent Company | 670.26 | 88.23% | 612.35 | 80.95% | 608.53 | 86.13% |
| Non-Controlling Interests | 3.90 | 0.51% | 0.17 | 0.02% | 0.58 | 0.08% |
| Total Equity | 674.16 | 88.75% | 612.52 | 80.97% | 609.11 | 86.21% |
| Total Liabilities and Equity | 759.64 | 100.00% | 756.45 | 100.00% | 706.53 | 100.00% |

| Statement of Comprehensive Income | Consolidated Financial Statement (Audited) | | | | | |
|--|--|----------------|--------------------|----------------|--------------------|----------------|
| | As of Dec 31, 2019 | | As of Dec 31, 2019 | | As of Dec 31, 2020 | |
| | Million Baht | % | Million Baht | % | Million Baht | % |
| Revenue from Advertising | 202.72 | 38.76% | 168.39 | 42.65% | 134.36 | 45.70% |
| Revenue from Rendering of Services | 316.63 | 60.55% | 220.64 | 55.89% | 155.45 | 52.87% |
| Revenue from Artist Management | 3.61 | 0.69% | 5.69 | 1.44% | 3.85 | 1.31% |
| Revenue from Sale of Books | - | - | 0.06 | 0.02% | 0.34 | 0.12% |
| Revenues from Sale of Goods and Rendering of Services | 522.96 | 100.00% | 394.78 | 100.00% | 294.00 | 100.00% |
| Cost from Advertising | 134.33 | 25.69% | 129.16 | 32.72% | 95.09 | 32.34% |
| Cost from Rendering of Services | 235.70 | 45.07% | 150.76 | 38.19% | 115.02 | 39.12% |
| Cost from Artist Management | 3.02 | 0.58% | 4.40 | 1.11% | 2.94 | 1.00% |
| Cost from Sale of Books | - | - | 0.09 | 0.02% | 0.11 | 0.04% |
| Cost of Sale of Goods and Rendering of Services | 373.05 | 71.33% | 284.41 | 72.04% | 213.16 | 72.50% |
| Gross Profit | 149.91 | 28.67% | 110.37 | 27.96% | 80.84 | 27.50% |

| Statement of Comprehensive Income (Cont.) | Consolidated Financial Statement (Audited) | | | | | |
|--|--|--------------|--------------------|--------------|--------------------|----------------|
| | As of Dec 31, 2018 | | As of Dec 31, 2019 | | As of Dec 31, 2020 | |
| | Million Baht | % | Million Baht | % | Million Baht | % |
| Gain from Sale of Investment in Associates | - | - | 25.40 | 6.43% | - | - |
| Other Income | 3.11 | 0.59% | 1.72 | 0.44% | 1.37 | 0.47% |
| Selling Expenses | 6.33 | 1.21% | 4.85 | 1.23% | 3.97 | 1.35% |
| Administrative Expenses | 98.60 | 18.85% | 105.62 | 26.75% | 75.54 | 25.69% |
| Goodwill Impairment Loss | - | - | 6.80 | 1.72% | - | - |
| Finance Costs | 0.29 | 0.06% | 0.23 | 0.06% | 1.25 | 0.43% |
| Shares of Profits from Investments Accounted for Using the Equity Method | 0.51 | 0.10% | (0.43) | (0.11%) | (0.11) | (0.04%) |
| Profit Before Income Tax Expenses | 48.31 | 9.24% | 19.56 | 4.95% | 0.58 | 0.20% |
| Income Tax Expenses | 8.51 | 1.63% | 7.84 | 1.99% | 5.00 | 1.70% |
| Net Income from Continuing Operations | 39.80 | 7.61% | 11.72 | 2.97% | (4.42) | (1.50%) |
| Discontinued Operations | | | | | | |
| Shares of Profits (Loss) from Discontinued Operations - Associates | (2.81) | (0.54%) | (5.29) | (1.34%) | - | - |
| Net Income from Discontinued Operations | (2.45) | (0.47%) | (2.43) | (0.62%) | (0.06) | (0.02%) |
| Net Income for the Year | (5.26) | (1.01%) | (7.72) | (1.96%) | (0.06) | (0.02%) |
| Other comprehensive income | 34.54 | 6.60% | 4.00 | 1.01% | (4.48) | (1.52%) |
| Items that may be reclassified in profit or loss later | | | | | | |
| Items that will not be reclassified in profit or loss later | 1.11 | 0.22% | (1.65) | (0.42%) | 0.68 | 0.23% |
| Total Comprehensive Income (Loss) for the Year | 35.65 | 6.82% | 2.35 | 0.60% | (3.80) | (1.29%) |
| Profit Sharing (Loss) for the Year | | | | | | |
| Part of the Parent Company | 31.10 | 5.95% | 7.70 | 1.95% | (3.70) | (1.26%) |
| Minority Interest | 3.44 | 0.66% | (3.70) | (0.94%) | (0.77) | (0.26%) |
| | 34.54 | 6.60% | 4.00 | 1.01% | (4.47) | (1.52%) |
| Total Comprehensive Income (Loss) | | | | | | |
| Part of the Parent Company | 32.26 | 6.17% | 6.08 | 1.54% | (3.11) | (1.06%) |
| Minority Interest | 3.39 | 0.65% | (3.73) | (0.94%) | (0.69) | (0.23%) |
| | 35.65 | 6.82% | 2.35 | 0.60% | (3.80) | (1.29%) |

| Statement of Cash Flow | Consolidated Financial Statement (Audited) | | |
|--|--|--------------------|--------------------|
| | As of Dec 31, 2018 | As of Dec 31, 2019 | As of Dec 31, 2020 |
| | Million Baht | Million Baht | Million Baht |
| Cash Flows from Operating Activities | | | |
| Profit (Loss) Before Income Tax Expenses | | | |
| Continued Operation | 39.81 | 11.72 | (4.42) |
| Discontinued Operations | (5.27) | (7.72) | (0.06) |
| Profit Before Income Tax Expenses | 34.54 | 4.00 | (4.48) |
| Reconciliation Items | | | |
| Income Tax Expense | 8.51 | 7.84 | 5.00 |
| Depreciation | 14.00 | 13.34 | 11.16 |
| Amortization | 0.39 | 0.34 | 4.54 |
| Gain from Sale of Available-for-Sale Investment | (0.49) | (0.79) | - |
| Gain from Sale of Investment in Associates | (0.84) | 0.05 | (0.20) |
| (Gain) Loss from Sale of Equipment | - | (25.41) | - |
| Employee Benefit Obligation | 2.09 | 7.08 | 2.03 |
| Reversal of Allowance for Revaluation of Inventories | 2.53 | - | - |
| Allowance for Doubtful Accounts | - | - | 0.76 |
| Loss from Obsolete Inventories | - | 0.16 | 0.10 |
| Impairment Loss of Goodwill | - | 6.80 | - |
| Unrealized Loss on Exchange Rate | 0.14 | 1.62 | (0.36) |
| Interest Received | (0.16) | (0.16) | (0.18) |
| Finance Cost | 0.29 | 0.23 | 1.25 |
| Profit Sharing from Discontinued Operations - Associates | (0.51) | 0.43 | 0.11 |
| Profit Sharing from Discontinued Operations - Associates | 2.81 | 5.29 | - |
| | 63.30 | 20.83 | 19.69 |
| Change in Working Capital | | | |
| - Trade Account and Other Receivables | (67.07) | 25.51 | 43.03 |
| - Inventories | 26.91 | (30.81) | 21.19 |
| - Other Current Assets | (0.36) | 2.82 | (0.31) |
| - Other Non-Current Assets | - | - | 3.38 |
| - Trade Account and Other Payables | 10.98 | 14.56 | (27.74) |
| - Current Liabilities | (4.16) | 39.20 | (0.34) |
| - Unearned Revenues | - | - | (22.48) |
| - Current Portion of Employee Benefit Obligation | - | (3.86) | (8.18) |

| Statement of Cash Flow (Cont.) | Consolidated Financial Statement (Audited) | | |
|--|--|--------------------|--------------------|
| | As of Dec 31, 2018 | As of Dec 31, 2019 | As of Dec 31, 2020 |
| | Million Baht | Million Baht | Million Baht |
| Cash Generated from Operations | 29.60 | 68.25 | 28.24 |
| - Interest Paid | (0.30) | (0.23) | (1.25) |
| - Tax Return | - | 7.85 | 12.57 |
| - Income Tax Paid | (17.26) | (18.15) | (10.30) |
| Net Cash Provided by Operating Activities | 12.04 | 57.72 | 29.26 |
| <u>Cash Flows from Investing Activities</u> | | | |
| Cash Paid for Short-term Investment | - | (0.03) | (0.01) |
| Cash Received from Short-term Investment | 0.55 | - | - |
| Cash Paid for Short-term Loans to Related Parties | - | - | - |
| Cash Received from Loans to Related Parties | 4.50 | - | - |
| Cash Restricted or Pledged (Increase) Decrease | (5.33) | 5.00 | (5.00) |
| Cash Paid for Available-for-Sale Securities | (76.00) | (137.00) | (90.00) |
| Cash Received from Available-for-Sale Securities | 100.40 | 115.88 | 73.42 |
| Cash Received from Sale of Investment in Associates | - | 26.67 | - |
| Cash Paid for Investment in Associates and Joint Venture | (14.50) | - | - |
| Cash Paid for Other Long-term Investment | - | (5.00) | (0.19) |
| Cash Received from Liquidation of Joint Venture | - | 2.41 | - |
| Purchases of Property, Plant and Equipment | (1.66) | (1.33) | (0.67) |
| Cash Received from Sale of Equipment | 0.85 | - | 0.23 |
| Cash Paid for Computer Software | (0.02) | (1.76) | (0.74) |
| Interest Received | 0.40 | - | - |
| Dividend Received | 0.16 | 0.16 | 0.15 |
| Net Cash Provided by (Used in) Investing Activities | 9.35 | 5.00 | 22.81 |
| <u>Cash Flows from Financing Activities</u> | | | |
| Dividend Paid | - | (64.00) | - |
| Financial Lease Obligation | (0.90) | (0.97) | (2.10) |
| Cash Received from Issuing New Shares | 0.25 | - | - |
| Cash Received from Share Issuance of Subsidiaries | 0.25 | - | - |
| Net Cash Provided by (Used in) Financing Activities | (0.60) | (64.97) | (2.10) |
| Net Increase (Decrease) in Cash and Cash Equivalent | 20.78 | (2.25) | 4.35 |
| Cash and Cash Equivalents - Beginning Balance | 32.14 | 52.79 | 47.46 |
| Effect of Exchange Rate Changes on Cash and Cash Equivalents | (0.13) | 1.62 | 0.36 |
| Cash and Cash Equivalents - Ending Balance | 52.79 | 48.92 | 52.17 |
| Cash Classified as Held for Sale Asset | - | (1.46) | - |
| Cash and Cash Equivalents - Ending Balance (Net) | 52.79 | 47.46 | 52.17 |

(d) Summary of Key Financial Ratio

| Financial Ratio | | Consolidated Financial Statement (Audited) | | |
|--|-------|--|--------------|-----------|
| | | 2018 | 2019 | 2020 |
| Liquidity Ratios | | | | |
| Current Ratios | Times | 3.86 | 2.02 | 2.57 |
| Quick Ratio | Times | 2.74 | 1.18 | 1.51 |
| Cash Flow Ratio | Times | 0.18 | 0.45 | 0.40 |
| Receivable Turnover | Times | 5.93 | 4.04 | 4.40 |
| Average Collection Period | Days | 61.55 | 90.35 | 82.95 |
| Inventory Turnover | Times | 8.65 | 6.32 | 4.29 |
| Average Inventory Period | Days | 42.20 | 57.75 | 85.08 |
| Accounts Payable Turnover | Times | 9.70 | 6.19 | 5.59 |
| Average Payment Period | Days | 37.63 | 58.97 | 65.30 |
| Cash Cycle | Days | 66.12 | 89.13 | 102.73 |
| Profitability Ratios | | | | |
| Gross Profit Margin | % | 28.67% | 27.96% | 27.50% |
| Operating Profit Margin | % | 8.60% | (0.03%) | 0.45% |
| Other Profit Margin | % | 0.60% | 6.87% | 0.47% |
| Operating Cash Flow / Net Profit | % | 26.75% | (58,199.56%) | 2,194.27% |
| Net Profit Margin | % | 6.60% | 1.01% | (1.52%) |
| Return on Equity | % | 5.12% | 0.65% | (0.73%) |
| Efficiency Ratios | | | | |
| Return on Asset | % | 4.68% | 0.53% | (0.61%) |
| Return on Fixed Asset | % | 8.21% | 0.98% | (1.12%) |
| Asset Turnover | Times | 0.71 | 0.52 | 0.40 |
| Financial Policy Ratios | | | | |
| Debt to Equity Ratio | Times | 0.13 | 0.23 | 0.16 |
| Interest Coverage Ratio | Times | 164.52 | 85.45 | 1.47 |
| Debt Service Coverage Ratio (Cash basis) | Times | 0.74 | 0.80 | 4.56 |
| Dividend Payout Ratio | % | 0.00% | 1,598.37% | 0.00% |

Note: -The Board of Directors has resolved in its meeting held on February 22, 2021 to propose to the 2021 Annual General Meeting of Shareholders to approve that there would be no dividend payment for the year 2021.

Analysis and Explanation by Management

Operating Performance

Overview

The core business of the company is the production of programs for both TV stations and online medias with the purpose of selling advertising. The Company will purchase airtime and / or share advertising time with the TV station to broadcast programs. Moreover, the Company provides production services for TV programs and online media. In the year 2020, the productions of the Company were as follows.

The Company had 5 TV programs for selling advertising including Master Key, Take Me Out (Thailand), Luangta Mahachon, Who's No. 1, and Baan Saen Suk, which were aired on Channel 3HD (Channel 33).

In 2020, the Company provided the production services for both TV stations and online media for 9 programs including Woon Rak Nak khao, The price is right (Thailand), Take me out reality, Sanaha Stories, Manner of death, The guy out, and Sut Le Sanaha, etc. In addition, the Company provided promotion service and organized the events for customers from both public and private sectors, as well as artist management business and provide studio service.

The revenues of the Company can be summarized as follows.

1) Revenue from Advertising is the revenue generated from program production and broadcasting. There are two main groups of customers: advertising agency and direct customer. Moreover, this revenue was also from the revenue sharing from online media like Youtube, Facebook, Vlog, etc.

2) Revenue from Services is from providing production services for TV programs and the promotion of goods, as well as organizing the events and provide studio services. The customers included TV stations, Online stations, private companies, government agencies, and general program producers.

3) Revenue from Artist Management is from the development of artists that were built on for the jobs including actors, moderators, product reviewers, presenters, and models. In 2020, there were 5 artists under the management of the Company.

Performance Analysis

Revenue

The revenue structure can be summarized as follows.

| Revenue | Consolidated Financial Statement (Audited) | | | | | |
|---|--|----------------|--------------------|----------------|--------------------|----------------|
| | As of Dec 31, 2018 | | As of Dec 31, 2019 | | As of Dec 31, 2020 | |
| | Million Baht | % | Million Baht | % | Million Baht | % |
| Revenue from Advertising | 202.72 | 38.53% | 168.39 | 39.91% | 134.36 | 45.49% |
| Revenue from Services | 316.63 | 60.19% | 220.64 | 52.30% | 155.45 | 52.63% |
| Revenue from Artist Management | 3.61 | 0.69% | 5.69 | 1.35% | 3.85 | 1.30% |
| Revenue from Sale | - | - | 0.07 | 0.01% | 0.34 | 0.12% |
| Total | 522.96 | 99.41% | 394.78 | 93.57% | 294.00 | 99.54% |
| Other Revenues | 3.11 | 0.59% | 1.72 | 0.41% | 1.37 | 0.46% |
| Gain from Sale of Investment in Associate | - | - | 25.41 | 6.02% | - | - |
| Total Revenues | 526.08 | 100.00% | 421.91 | 100.00% | 295.37 | 100.00% |

Source : Information from the Company as of December 31, 2020

1) Revenue from Advertising

Revenue from Advertising is the revenue generated from TV program of the Company and CMED (CMED = Creatis Media Co., Ltd. that is the subsidiary of the Company with shareholding of 99.99%). The Company will purchase airtime from TV station to broadcasting its program and sell advertising to customers including advertising agencies and direct customers who would like to promote their goods and services, as well as the revenue from online media like Facebook Official, revenue sharing from YouTube, Facebook, and various Vlogs.

During 2018 - 2020, the Company had revenue from advertising of 202.72 million baht, 168.39 million baht, and 134.56 million baht, which were 38.53%, 39.91%, 45.49% of total revenues, respectively. The revenue from advertising of the Company itself were 44.72 %, 33.40%, and 34.46% of total revenue from advertising, respectively. The revenues from advertising of CMED were 55.28 %, 66.60%, and 65.54% of total revenue from advertising, respectively.

The proportion of revenue from advertising in 2018 between the Company and CMED was higher because the Company developed a new program which was Bigheads Thailand broadcasted on Channel One (Channel 31) during June-August 2018. CMED had no new program, which resulted in lower proportion of revenue.

In 2019, the Company did not continue the program Bigheads Thailand, which resulted in less time slot for advertising. Moreover, advertising industry condition showed that the real revenue was lower than Rad Card rate. In overall, total value of advertising market in 2019 had slight decreased but the big customers had reduced their advertising budgets due to domestic and global economic condition as well as higher competition from other new medias that could target specific customers and measured the results easily compared to TV commercials.

In 2020, the Company had revenues from advertising lower than previous year by 34.03 million baht or lower by 20.21% from the coronavirus pandemic (COVID-19). The COVID-19 resulted in economic downturn, the decrease in overall advertising market, and the situation that advertising agencies could not set the schedule for advertising media because many customers stopped using their advertising budgets. During the period of re-run programs, TV stations cut their advertising time by half. Moreover, in 2020, the Company could not produce and boardcast programs to sell advertising like Hay Day and the Company needed to rerun Dance dance dance that resulted in the decrease of available advertising time.

However, the Company keeps producing new programs to replace existing programs with lower popularity. In 2020, the Company reduced the number of days for boardcasting Master Key from 5 days per week to 3 days per week and boardcasted Who's No. 1 for 2 days per week. The Company also boardcasted Baan Saen Suk to replace the time slot for Luangta Mahachon.

In 2020, the re-run programs included Luangta Mahachon for 25 days during March - June and April (no boardcasting during July - August, Mater Key for 13 days during April – May, Who's No. 1 for 2 days in April, and Take me out for 4 days during May.

2) Revenue from Services

The revenue from services of the Company and subsidiaries can be divided into 3 categories which are 1) production services of TV program, 2) event organizing and other services, and 3) studio services. During 2018 - 2020, the Company had revenue from services of 316.63 million baht, 220.64 million baht, and 155.45 million baht, which were 60.18%, 52.30%, 52.63% of total revenues, respectively. The details of revenue from services for each category are as follows.

| Customer Segments | Consolidated Financial Statement (Audited) | | | | | |
|------------------------------------|--|----------------|--------------------|----------------|--------------------|----------------|
| | As of Dec 31, 2018 | | As of Dec 31, 2019 | | As of Dec 31, 2020 | |
| Production Services | 253.81 | 80.16% | 190.96 | 86.55% | 144.66 | 93.06% |
| Event Organizing / other services | 49.79 | 15.72% | 16.31 | 7.39% | 2.97 | 1.91% |
| Studio Services | 13.03 | 4.12% | 13.37 | 6.06% | 7.82 | 5.03% |
| Total Revenues from Service | 316.63 | 100.00% | 220.64 | 100.00% | 155.45 | 100.00% |

Source : Information from the Company as of December 31, 2020

In 2018, the Company had revenue from services of 316.63 million baht. These revenues can be divided as follows.

- The revenues from providing production service of TV programs including online programs for 13 program e.g. Singha Naka, Together with me the next chapter, Take Guy Out, Take Me Out Reality, Arthit-Utai the Journey 2, The Price is Right (Thailand), Saneha Stories, Game Son Phee, Gang Puan Duan Raka, You are my fantasy, Dance Dance Dance (Thailand), etc. Total revenues were 253.81 million baht which is 80.16% of total revenues from services. This revenue increased from 2017 by 54.99%.
- The revenues from PR, organizing events, and plan media VDO online for 31 customers were 49.78 million baht which was 15.72% of total revenue from services. This revenue increased from 2017 by 94.57%.
- The revenues from studio service (during the vacant period) for outside people for 5 studios and 16 scenes were 13.03 million baht which was 4.12% of total revenue from services. This revenue increased from 2017 by 15.62%.

In 2019, the Company had revenue from services of 220.64 million baht which increased from 2018 by 95.99 million baht or 30.32%. These revenues can be divided as follows.

- The revenues from providing production service of TV programs including online programs for 7 programs e.g. The Price is Right (Thailand), Take Me Out Reality, Gang Puan Duan Raka, Saneha Stories, You are my fantasy, The attitude and Arthit-Utai the Journey, etc. Total revenues were 190.96 million baht which is 86.55% of total revenues from services. This revenue decreased from 2018 by 24.76%.
- The revenues from PR, organizing events, and plan media VDO online for 16 customers were 16.31 million baht which was 7.39% of total revenue from services. This revenue decreased from 2018 by 67.24% because of domestic economic condition and delay budget process making the business sectors need to save and reduce their budget in public relation.
- The revenues from studio service (during the vacant period) for outside people for 5 studios and 16 scenery storages were 13.37 million baht which was 6.06% of total revenue from services. This revenue increased from 2018 by 2.61%.

In 2020, the Company had revenue from services of 155.45 million baht which increased from 2019 by 65.19 million baht or 29.55%. These revenues can be divided as follows.

- The revenues from providing production service of TV programs including online programs for 9 programs e.g. Wun Rak Nak Kao, Show me the Money, The Price is Right (Thailand), Take Me Out Reality, Saneha Stories, Manner of deah, The guy out, Sut Le Saneha, etc. Total revenues were 144.66 million baht which is 93.06% of total revenues from services. This revenue decreased from 2019 by 46.30 million or 24.25%. Although, the Company provided the production service for a new drama series, the revenue from providing production service had reduced from the change of customer and TV channel in production of one program including the change in structure, as well as, the reduction in the number of games and episodes. This resulted in the significant reduction of revenue from providing production service though the number of programs did not change.
- The revenues from PR, organizing events, and plan media VDO online for 6 customers were 2.97 million baht which was 1.91% of total revenue from services. This revenue decreased from 2019 by 13.34 million or 81.79% because of the impact from COVID-19 pandemic. All events were cancelled due to social distancing. The revenue from these activities in 2020 was from online media.
- The revenues from studio service (during the vacant period) for outside people for 5 studios and 16 scenery storages in 2020 were 7.82 million baht which was 5.03% of total revenue from services. This revenue increased from 2019 by 5.90 million baht or 44.13% from the government measures about COVID-19 situation. There was no filming and various TV stations had re-run their programs. Therefore, the customers had postponed the filming schedule.

The Company is committed to expand its customer base in production services of programs and drama series for both TV stations and online media and generate more revenues from the programs that the Company holds the copyrights to fight with the impact of economic conditions. In general, most customers have decreased their advertising budgets and reallocated to other medias. The producers of programs / drama series and the TV stations needs to reduce their production costs. Some programs have been re-run. Therefore, the demand for production of new programs significantly decreased making the continuous decrease in revenues from production services. In 2020, the situation of COVID-19 pandemic resulted in economic downturn. Many customers stopped using their advertising budgets and the overall advertising industry has declined.

Revenue from Artist Management

During 2018 - 2020, the Company had revenue from artist management of 3.61 million baht, 5.69 million baht, and 3.85 million baht, which were 0.69%, 1.35%, and 1.30% of total revenues, respectively. I

In 2019, the Company developed new artists from its TV programs Together with me broadcasting in Line TV which is popular for both local and international audiences. The two leading actors can generate revenues from joining the events and promoting goods. Moreover, in 2019, they have been selected as the presenters of advertising of one project for 2 years consecutively.

In 2020, the Company got benefits from the continued popularity of artists from drama series. Although in 2020, there was the situation about COVID-19 pandemic, the artists could generate revenues via online media. The revenue in 2020 decreased by 1.84 million baht or 32.34%.

Other Revenues

During 2018 - 2020, the Company had other revenues of 3.11 million baht, 27.13 million baht, 1.37 million baht respectively which were 0.59%, 6.43%, and 0.46% of total revenues, respectively.

The other revenues in 2020 were from the unrealized gain from exchange rate of 0.36 million baht, interest income of 0.18 million baht, gain from sale of assets of 0.23 million baht, and refunds from provident fund of 0.13 million baht.

In 2019, the Company sold the investment in Moindy Digital Co., Ltd., which was the associate of the Company with total investment amount of 27.92 million baht to AnyMind Group Limited. The compensation was paid by cash and preferred shares of AnyMind Group Limited, which were totally 53.33 million baht. This resulted in gain from sale of investment in associates of 25.41 million baht.

Cost and Gross Profit

The cost included the cost from advertising, the cost from services, the cost from artist management, and the cost from sale. The major costs were the cost of hiring actors and moderators, cost of labors, cost for Props/Art/Costume, cost for location/accommodation, cost of food, cost of equipment, cost of transportation, cost of prize/reward, cost of hiring for production, cost of editing/sound recording, cost of copyright, cost of airtime, etc. These costs were included in the budget for each program which were approved before the production started.

| Gross Profit by Revenue Source | 2018 | | 2019 | | 2020 | |
|-----------------------------------|-----------------------------|-------------------------|-----------------------------|-------------------------|-----------------------------|-------------------------|
| | Gross Profit (Million Baht) | Gross Profit Margin (%) | Gross Profit (Million Baht) | Gross Profit Margin (%) | Gross Profit (Million Baht) | Gross Profit Margin (%) |
| Advertising | 68.39 | 33.74% | 39.23 | 23.30% | 39.27 | 29.23% |
| Services | 80.93 | 25.56% | 69.88 | 31.67% | 40.43 | 26.01% |
| Artist Management | 0.59 | 16.34% | 1.29 | 22.67% | 0.91 | 23.64% |
| Sale | - | - | (0.02) | (28.57%) | 0.23 | 67.65% |
| Total | 149.91 | 28.67% | 110.37 | 27.96% | 80.84 | 27.50% |

In 2018, the cost of sale and service was 373.05 million, which was 71.33% of total revenues. The cost of advertising was 143.33 million baht. The cost of service was 235.70 million baht. The cost of artist management was 3.02 million baht. In 2018, the gross profit margin was lower from 26.83% in 2017 to 28.67% in 2018 due to the decrease of advertising price, especially in Analog TV. The gross profit margin from advertising was lower. The Company decided to reduce the number of programs with lower profitability and increase in providing services for TV production. The Company also provided services in PR, events, and plan Media VDO Online making the gross profit in 2018 increasing from 2017 by 13.75 million, which was 20.47%.

In 2019, the cost of sale and service was 284.41 million, which was 72.04% of total revenues from sale and services. The cost of advertising was 129.16 million baht. The cost of service was 150.76 million baht. The cost of artist management was 4.40 million baht. The cost of sale was 0.09 million baht. In 2019, the gross profit margin was lower from 28.67% in 2018 to 27.96% in 2019 due to the decrease of advertising price especially. Moreover, the cost in production of programs could not decrease as the decrease of revenue from advertising. This resulted in lower gross profit margin from advertising. However, for the production services, event organizing, and studio services, the gross profit margin was higher from 25.56% in 2018 to 31.67% in 2019 due to the cost control in production process based on the policy of the Company. The number of works and total revenues for these categories were lower but the gross profit margin was higher.

In 2020, the cost of sale and service was 213.16 million, which was 72.50% of total revenues from sale and services. The cost of advertising was 95.09 million baht. The cost of service was 115.02 million baht. The cost of artist management was 2.94 million baht. The cost of sale was 0.11 million baht.

For the revenue from advertising in 2020, the Company stopped producing the programs which gross profit margin was lower than expectation in 2019. The Company reduced the number of days in boardcasting Master Key and replaced them by Who's No. 1, which resulted in higher revenues. The change of program structure for Take me out results in cost saving. The re-run of programs could also help in reducing production costs. The gross profit of 39.27 million baht in 2020 was in the same level as the gross profit of 39.22 million baht in 2019. However, the gross profit margin of 29.23% in 2020 was higher than the gross profit margin of 23.30% in 2019.

For the revenue from services in 2020, the Company had the cost of service of 115.02 million baht, which was lower by 35.74 million baht or 23.71% from the previous year. The gross profit from service in 2020 was 40.43 million baht, which was lower by 29.45 million baht or 42.14% from the previous year. The loss of revenue and profitability was from the loss of one program that the Company provided the production service and it had generated large revenues in 2018 though the Company had new product services for drama series to replace in 2020.

During 2018 - 2020, the Company had gross profit margin 28.67%, 27.96%, and 27.50% of total revenues from sale and services, respectively. This can show that the Company could control its cost well and maintained its gross profit margin at the similar level though there was the situation of COVID-19 pandemic in 2020.

| Expenses (% of Total Revenue from Sale and Service) | Consolidated Financial Statement | | | | | |
|--|----------------------------------|---------------|--------------------|---------------|--------------------|---------------|
| | As of Dec 31, 2018 | | As of Dec 31, 2019 | | As of Dec 31, 2020 | |
| Selling Expenses | 6.33 | 1.21% | 4.85 | 1.23% | 3.97 | 1.35% |
| Administrative Expenses | 98.60 | 18.85% | 105.62 | 26.75% | 75.54 | 25.69% |
| Total | 104.93 | 20.06% | 110.47 | 27.98% | 79.51 | 27.04% |
| Impairment Loss of Goodwill | - | - | 6.80 | 1.72% | - | - |
| Finance Cost | 0.29 | 0.06% | 0.23 | 0.06% | 1.25 | 0.43% |

Source : Information from the Company as of December 31, 2020

During 2018 - 2020, the Company had selling and administrative expenses of 104.93 million baht, 110.67 million baht, and 98.00 million baht respectively which were 20.06%, 27.98%, and 27.04% of total revenues from sale and services, respectively. The details of changes in selling and administrative expenses are as follows.

Selling Expenses

The selling expenses included promotion expense, allowance for customer entertaining, marketing advising expense, and commission expense. During 2018 - 2020, the Company had selling expenses of 6.33 million baht, 4.85 million baht, 3.97 million baht, respectively.

The selling expenses in 2019 decreased from 2018 by 1.48 million baht or 23.38% from the decreased in promotion expense in 2019.

The selling expenses in 2020 decreased from 2019 by 0.88 million baht or 18.14% from the liquidation of a subsidiary with business about selling cosmetics.

Administrative Expenses

The administrative expenses included salary expense, depreciation expense, consultant expense, utility expense, and other expenses. During 2018 - 2020, the Company had administrative expenses of 98.60 million baht, 105.62 million baht, and 75.54 million baht, respectively.

The administrative expense in 2019 was higher than 2018 by 7.02 million baht due to the increase in re-calculation of benefits for retired employees of 3.90 million baht, tax expense of 5.33 million baht, severance pay of 2.70 million baht, and loss from exchange rate of 1.48 million baht. If only recurring expenses are included, the Company can control this expense to be lower.

The administrative expense in 2020 was lower than 2019 by 30.08 million baht or 28.48% due to the decrease of non-recurring expenses in 2019, the decrease of number of employees in 2020, and various measures by the government like the reduction of contribution to Social Security Fund and the suspension of contribution to the provident fund. Total salary expenses decreased by 20.32 million baht from 2019.

in re-calculation of benefits for retired employees of 3.90 million baht, tax expense of 5.33 million baht, severance pay of 2.70 million baht, and loss from situation of COVID-19 pandemic had affected to revenues of the Company and the Company responded by controlling costs and expenses, which resulted in lower operating expenses in 2020.

Loss from Impairment of Goodwill

In 2019, the Company realized the loss by setting the allowance for impairment of goodwill from subsidiaries of 6.80 million baht due to negative retained earnings and the underperformance based on the projection determined in the joint venture agreement as well as uncertainty about future exchange rate of 1.48 million baht. If only recurring expenses are included, the Company can control this expense to be lower. Moreover, the incomes. In 2020, this subsidiary had changed its investment and management structure but it still generated net loss.

Finance Cost

The finance cost included interest expense and interest expense based on lease agreement, During 2018 - 2020, the Company had the finance cost of 0.29 million baht, 0.23 million baht, and 1.25 million baht, respectively. In 2020, the finance cost increased by 1.02 million baht from 2019 due to the record of interest expense based on lease agreement under the new accounting standard that was effective in 2020.

Net Profit and Net Profit Margin

During 2018 - 2020, the Company had net profit (loss) of 34.54 million baht, 4.00 million baht, -4.48 million, respectively. The net profit (loss) margins were 6.60%, 1.01%, and -1.52% respectively.

The net profit in 2019 decreased from 2018 by 30.54 million baht or 88.42%. The decrease in net profit in 2019 was from the decrease in total revenue from sale and services due to economic condition and advertising industry. The total revenue in 2019 decreased from the year 2018 by 128.18 million baht or 24.51% and the gross profit decreased from the year 2018 by 39.54 million baht or 26.38%. The decrease in gross profit was higher than the decrease in total revenue because the gross profit margin from advertising decreased from 33.74% to 23.30%.

In addition to the decrease in gross profit margin in 2019, the Company had recorded the loss from impairment of goodwill of 6.80 million baht and other non-recurring expenses of 13.41 million baht in administrative expenses. However, the Company realized the gain from sale of investment in associates of 25.40 million baht. Therefore, the net profit in 2019 had decreased to 4.00 million baht.

The net loss in 2020 was from the decrease of gross profit by 29.53 million baht from 2019, which was mainly from the decrease of revenue from sale and service by 100.78 million baht. The revenue from advertising decreased by 34.03 million baht whereas the revenue from services decreased by 65.19 million baht. The main cause was from the decline of overall advertising industry and the reduction of production services due to the situation of COVID-19 pandemic. Although the Company could maintain the gross profit margin and selling and administrative expenses in the same level as 2019, the amount of gross profit was not sufficient to cover normal operating expenses.

Return on Equity

During 2018 - 2020, the Company had the return on equity of 5.12%, 0.65%, and -0.73% respectively.

The return on equity in 2019 was lower because the net profit in 2019 decreased by 30.54 million baht or 88.42%. The shareholders' equity decreased from 674.16 million baht in 2018 to 612.36 million baht in 2019 because of the dividend payment in 2019 of 64.00 million baht. After including net profit in 2019, total shareholders' equity decreased by 57.90 million baht or 8.59% from 2018. The decrease in net profit was higher than the decrease in shareholders' equity resulting in lower return of equity in 2019 by 1.99%.

In 2020, the Company had net loss of 4.48 million baht, which resulted in the return of equity of -0.73%. This was from the decrease of net profit by 8.48 million baht or 212.00% and the decrease of total shareholders' equity by 3.41 million baht or 0.56% from 2019.

Financial Position

Assets

The Company had total assets as of December 31, 2018 - 2020 of 759.64 million baht, 756.45 million baht, and 706.53 million baht respectively. The major changes in assets can be summarized as follows.

- Cash and Cash Equivalents

As of December 31, 2018 - 2020, the Company had cash and cash equivalents of 52.79 million baht, 47.76 million baht, and 52.17 million baht, which were 6.95%, 6.27%, and 7.38% of total assets, respectively. The cash and cash equivalents included cash on hand and bank deposit.

- Short-term Investment

The short-term investment is the investment with holding period not more than 1 year and held for liquidity purpose or the change in interest rate. The short-term investment was classified as current assets. As of December 31, 2018 - 2020, the Company had short-term investment of 0.14 million baht, 0.50 million baht, and 0.00 million baht, which were 0.14%, 0.07%, and 0.00% of total assets, respectively.

The Company had other current financial assets in 2020 of 0.52 million baht. This amount was re-classified from short-term investment in accordance with the new accounting standards.

- Trade Accounts and Other Receivable

As of December 31, 2018 - 2020, the Company had trade accounts and other receivable at 127.73 million baht, 102.21 million baht, and 58.36 million baht, which were 16.81%, 13.51%, and 8.26% of total assets, respectively. The details of trade accounts and other receivables were as follows.

Trade Accounts Receivable

The Company had trade accounts receivable as of December 31, 2018 - 2020 of 113.01 million baht, 72.35 million baht, and 53.84 million baht respectively.

| Trade Accounts Receivable | December 31, 2018 | December 31, 2019 | December 31, 2020 |
|--|-------------------|-------------------|-------------------|
| Not due yet | 43.36 | 52.75 | 25.53 |
| Overdue | | | |
| Not more than 3 months | 69.51 | 17.73 | 24.83 |
| More than 3 months but not more than 6 months | - | 1.84 | 4.35 |
| More than 6 months but not more than 12 months | 0.38 | 0.03 | - |
| More than 12 months | 4.88 | 5.13 | 1.54 |
| Total Trade Accounts Receivable | 118.14 | 77.48 | 56.25 |
| <u>Less Allowance for Doubtful Accounts</u> | (5.13) | (5.13) | - |
| Allowance for Expected Credit Loss | - | - | (2.41) |
| Trade Accounts Receivable - Net | 113.01 | 72.35 | 53.84 |

In 2018, there were large customers who hired the Company to produce TV programs, event management, and Plan Media VDO Online. The Company has already delivered the works and it is under acceptance process and the Company needs to wait for the payment based on the credit period of each customer. In 2019, customer had already paid for the work finished in 2018, which resulted in lower balance of trade accounts receivable in 2019.

In 2019, 68.08% of trade account receivable was not due yet and 22.88% was overdue not more than 3 months which mostly are the customers who hired the Company to produce programs and it is under the acceptance process. There was 6.62% of trade account receivable that was overdue more than 12 months and the Company has the policy to set the full amount of allowance for doubtful account for trade account receivable with overdue more than 12 months. Such amount would be charged off after the Company pursued debtors until finally. The allowance for doubtful account was set in accordance with the policy of the Company.

In 2020, the trade account receivable decreased by 18.51 million baht or 25.58% from 2019. The main reason was from the write-off for one customer whose case reached final judgement and the adjustment from the new financial reporting standard TFRS9 that applies the historical statistics to calculate the allowance for bad debts from the outstanding balance. However, the main reason of lower trade account receivable was the decrease in revenues.

The Company and subsidiaries have determined the credit terms for trade receivables between 15 and 90 days, depending on the negotiation and suitability for each customer. The Company has a debt collection policy for debtors over 90 days by issuing the letter to such debtors.

During 2018 – 2020, the Company and subsidiaries had the average collection period of 61.55 days, 90.35 days, and 82.95 days respectively. The main reason was from the decrease of revenues during the past 3 years. During 2018 – 2020, the Company had revenues of 552.96 million baht, 394.78 million baht, and 294.00 million baht respectively. This decrease was higher than the decrease of trade account receivable because the amount of trade account receivable was relatively high from the balance of trade account receivable from the previous year for advertising fees.

The Company could control the credit period within the policy of not more than 90 days though the decline of overall advertising industry, the decrease of demand for production services from TV stations, and the situation of COVID-19 pandemic. The Company required the advance payment for new customers and checked the financial status of customers before the Company granted the credit period to them. Moreover, the Company had the system in quickly monitoring the status of customers.

Other Receivables

The other receivables included receivable from related parties, prepaid expense, and accrued revenue. As of December 31, 2018 - 2020, the Company had other receivables of 14.72 million baht, 29.86 million baht, and 4.37 million baht respectively. Other receivables are from the accrued revenue after the delivery of the tape, but it is under the process of accepting and the Company cannot issue the invoice; so, the revenue has been recorded already but the Company cannot issue the invoice to collect money yet. In 2019, the Company had accrued revenue from TV program production of 27.58 million, which was higher by 15.43 million baht from 2018. In 2020, the Company had accrued revenue from TV program production of 3.18 million, which was lower by 24.40 million baht from 2018.

- Inventory

As of December 31, 2018 -2020, the Company had inventory of 29.65 million baht, 60.29 million baht, and 39.00 million baht, which were 3.90%, 7.97%, 5.52% of total assets. 96.49% of inventory were the TV program that the Company finished the production and waiting for broadcasting or delivery including the expenses used in pre-production process.

| Inventory | December 31, 2018 | December 31, 2019 | December 31, 2020 |
|-------------------|-------------------|-------------------|-------------------|
| TV programs | 27.07 | 57.89 | 37.63 |
| Books / CDs | 0.05 | 0.05 | 0.05 |
| Cosmetics | 0.74 | 0.48 | 0.42 |
| Other Inventories | 1.79 | 1.87 | 0.90 |
| Total | 29.65 | 60.29 | 39.00 |

- Other Current Assets

The other current assets included Revenue Department receivable, deposits, and other current assets. As of December 31, 2018 -2020, the Company had other current assets of 44.60 million baht, 43.44 million baht, and 38.37 million baht, which were 5.87%, 5.74%, 5.43% of total assets. Almost all the amount of other current assets was the Revenue Department receivable that the Company had asked for the tax refund. In 2020, the Revenue Department receivable was 37.15 million, which was 96.82% of other current assets.

- Non-Current Financial Assets / Other Long-term Investments / Available-for-Sale Investments

| Item | Consolidated Financial Statement | | | | | |
|--------------------------------|----------------------------------|--------------|-------------------|---------------|-------------------|---------------|
| | December 31, 2018 | | December 31, 2019 | | December 31, 2020 | |
| Other Long-Term Investments | - | - | 31.66 | 4.19% | - | - |
| Non-Current Financial Assets | - | - | - | - | 106.64 | 15.09% |
| Available-for-Sale Investments | 35.23 | 4.64% | 55.21 | 7.30% | - | - |
| Total | 35.23 | 4.64% | 86.87 | 11.49% | 106.64 | 15.09% |

In 2019, the Company has other long-term investment in form of the investment in foreign non-listed equity of 26.66 million baht and the investment in saving lottery.

During 2019 – 2020, the Company had available-for-sale investment with unspecified holding period that can be more than 1 year and held for liquidity purpose or the change in interest rate, which was classified as non-current assets. The amounts of available-for-sale investment were 35.23 million baht and 55.21 million baht respectively.

In 2020, the Company classified other long-term investment and available-for-sale investment as other non-current assets. The amount of other non-current assets in 2020 included other long-term investment (former classification) of 31.93 million baht and available-for-sale investment (former classification) of 74.71 million baht. Therefore, the amount of other long-term investment in 2020 was 106.64 million baht.

During 2018 – 2020, the Company had other long-term investment of 35.23 million baht, 86.87 million baht, and 106.64 million baht, which were 4.64%, 11.49%, and 15.09% of total assets respectively. In 2020, the amount of other long-term investment increased by 19.77 million baht or 22.76% because the Company changed from the available-for-sale investment (former classification) to invest in the equity funds. The amount of investment increased because of higher amount of cash inflow that was more than the required amount of working capital and the Company could expect higher return than bank deposits.

- **Property, Plant, and Equipment – Net**

As of December 31, 2018 - 2020, the Company had net property, plant, and equipment of 413.29 million baht, 401.25 million baht, and 387.23 million baht, which were 54.41%, 53.04%, and 54.81% of total assets, respectively. The decrease of net property, plant, and equipment during 2018 - 2020 was from the decrease of book value based on their useful life, the acquisition of new property, and the depreciation and amortization from normal usages.

- **Deferred Tax Assets**

As of December 31, 2018 - 2020, the Company had deferred tax assets of 6.18 million baht, 7.35 million baht, and 5.83 million baht, which were 0.81%, 0.97%, and 0.83% of total assets, respectively. This transaction was the result of the adoption of TAS 12 about Income Taxes that the Company needed to recognize income tax expense based on the income tax for that period and deferred tax assets. The deferred tax assets during 2018 -2020 were shown in the following table.

| Items (As of December 31) | 2018 | 2019 | 2020 |
|--|-------------|-------------|-------------|
| Allowance for obsolete inventories | - | 0.03 | 0.05 |
| Allowance for doubtful accounts | 1.20 | 1.20 | - |
| Allowance for expected credit loss | - | - | 0.66 |
| Allowance for revaluation of land and building | 1.54 | 1.54 | 1.55 |
| Employee benefit obligation | 3.33 | 4.40 | 3.51 |
| Financial lease obligation | 0.14 | 0.22 | 0.60 |
| Unrealized gain on available-for-sale securities | (0.03) | (0.04) | (0.54) |
| Total Deferred Tax Assets | 6.18 | 7.35 | 5.83 |

Source of Capital

Liabilities

As of December 31, 2018 - 2020, the Company had total liabilities of 85.48 million baht, 143.98 million baht, and 97.42 million baht, which were 11.25%, 19.03%, and 13.79% of total assets, respectively. The major changes in liabilities can be summarized follows.

- **Trade Accounts and Other Payables**

As of December 31, 2018 - 2020, the Company had trade accounts and other payables of 56.83 million baht, 71.54 million baht, and 43.91 million baht, which were 7.48%, 9.46%, 6.21% of total assets, respectively. The details of trade accounts and other payables are as follows.

Trade Accounts Payable

As of December 31, 2018 - 2020, the Company had trade accounts payable of 40.74 million baht, 51.13 million baht, and 25.17 million baht, respectively. The increase in trade accounts payable in 2019 was from the filming of new drama series and there were trade accounts payable from the additional actor fees in December 2019. In 2020, the decrease of trade accounts payable was from the decrease in production and the postponement of production in December 2020 due to the second wave of COVID-19.

Other Payables

The other payables included accrued discount to advertising agencies and other accrued expenses. As of December 31, 2018 - 2020, the Company had other payables of 16.09 million baht, 20.41 million baht, and 18.74 million baht, respectively. The increase of other payables in 2019 was from the record of expense from tax refund and the change in the bonus policy. This resulted in higher operating expenses in 2019 that had not been paid by 4.32 million baht or 26.85% from 2018. In 2020, the other payables decreased by 1.67 million baht from the decrease in accrued expenses from tax refund and the increase in payable of discounts for advertising agencies as the Company made the agreement with one advertising agency that could increase the total amount of advertising fees.

Shareholders' Equity

As of December 31, 2018 - 2020, the Company had total shareholders' equity of 674.16 million baht, 612.53 million baht, and 609.11 million baht, which were 88.75%, 80.97%, 86.21% of total assets, respectively. The Company had unappropriated retained earnings as of December 31, 2018 - 2020 of 101.33 million baht, 44.45 million baht, and 41.17 million baht, respectively. The major change in total shareholders' equity can be summarized as follows.

On May 16, 2018, it was the last exercise date of warrants of the Company (TVT-W1). There was no exercise of warrants (TVT-W1) on previous exercise dates. In this last exercise date, there were 30,075 warrants that were exercised with the exercise ratio of 1:1 and the exercise price of 1.50 baht per share. The Company received the payment and processed for the registration of paid-up capital on May 23, 2018. The total issued and paid-up capital of the Company increased by 7,518.75 baht (The par value is 0.25 baht per share), and the number of issued and paid-up share increased by 30,075 shares.

On May 23, 2019, the Company paid the dividend of 64 million baht based on the resolution of the Annual General Meeting of Shareholders on April 24, 2019. The dividend payment was at 0.08 baht per share for the outstanding 800,030,075 shares from the net profit after deducting legal reserve for the year 2018 based on the separate financial statement of the Company.

On September 10, 2020, the Company had invested in newly-issued ordinary shares of Big Brain Co., Ltd. that was the subsidiary of the Company. The registered capital of Big Brain Co., Ltd. increased by 5.57 million baht in form of 55,700 ordinary shares with the par value of 100 baht. All registered capital were fully paid up. Total new registered capital was 13.57 million baht in form of 135,700 ordinary shares with the par value of 100 baht (The former registered capital was 8.00 million baht). After investment, the ownership proportion of the Company changed from 51.00% to 71.11% on September 10, 2020.

The increase in retained earnings in 2018 was from net profit attributable to the parent company of 31.10 million baht and there was no dividend payment in 2018. In 2019, the retained earnings decreased by 56.88 million baht or 56.13% from the dividend payment of 64.00 million baht and the net profit attributable to the parent company of only 7.70 million baht. In 2020, the retained earnings decreased by 3.28 million baht from the net loss and the termination of investment in subsidiaries.

The debt to equity ratios of the Company during 2018 - 2020 were 0.13 times, 0.23 times, and 0.16 times, respectively. In 2019, the debt to equity ratios increased by 0.10 times due to the increase of current liabilities from 66.00 million baht in 2018 to 127.22 million baht in 2019. The increase in current liabilities was from trade accounts payable and other payables from drama production during the end of the year 2019 and unearned revenue from production services of TV programs. In 2020, the debt to equity ratios increased by 0.07 times from 2019 due to the decrease of total liabilities by 46.51 million baht, the decrease of trade account and other payables by 27.63 million baht, and the decrease of unearned revenue by 22.48 million baht whereas total shareholders' equity decreased by 3.41 million baht.

Liquidity

As of December 31, 2018 - 2020, the Company had total current assets of 254.91 million baht, 257.41 million, and 188.43 million baht, which were 33.56%, 34.03%, and 26.67% of total assets, respectively. In 2019, the current assets increased by 2.5 million from 2018 which is 0.98% due to the increase in inventory of 30.64 million baht from the increase in production cost of drama for one TV station. It was closed to the delivery date before recording as revenue; so, it resulted in higher current assets in 2019. In 2020, total current assets decreased by 68.98 million baht or 26.80% from 2019 due to the decrease of trade account receivable and inventory.

As of December 31, 2018 - 2020, the Company had total current liabilities of 66.00 million baht, 127.22 million baht, and 73.27 million baht, which were 8.69%, 16.82%, and 10.37% of total assets, respectively.

From the above changes in current assets and current liabilities, the Company had current ratio during 2018 - 2020 of 3.86 times, 2.02 times, and 2.57 times, respectively. The Company had quick ratio during 2018 -2020 of 2.74 times, 1.18 times, and 1.51 times, respectively. In 2019, the liquidity of the Company was lower because the current liabilities increased by 61.22 million baht and the Company paid cash for investment in available-for-sale investment by 19.98 million baht. The increase in current assets was less than the increase in current liabilities. This also resulted in lower quick ratio in 2019 because some liquid assets were used in investment and TV program production that had not been delivered yet. In 2020, the current ratio increased by 0.55 times and the quick ratio increased by 0.33 times from 2019. The decrease in current liabilities was higher than the decrease in current assets and liquid assets.

The Company had cash cycle during 2018 - 2020 of 61.55 days, 89.13 days, and 102.73 days, respectively. The increase of cash cycle in 2019 to 23.01 days was from the increase in average collection period from 61.55 days in 2018 to 90.35 days in 2019. The decrease of total revenues in 2019 and the increase in trade accounts receivable from the end of the year 2018 resulted in the decrease in inventory turnover to 4.04 times and the increase in cash cycle for the year 2019. In 2020, the cash cycle increased by 13.60 days due to the increase in average inventory period of 27.33 days, the decrease in average collection period of 7.40 days, and the increase in average payment period of 6.33 days. The inventory in 2019 was relatively high compared to 2020, which resulted in high level of average inventory period compared to the cost of sale in 2020.

Cash Flow

During 2018 - 2020, the Company had cash flow provided by (used in) operating activities of 12.04 million baht, 57.72 million baht, and 29.26 million, respectively. In 2019, the Company had cash flow from operating activities higher from 2018 by 45.68 million baht from the cash inflow from trade accounts payable and other payables of 25.51 million baht whereas the Company had cash outflow from trade accounts payable and other payables of 67.07 million baht. Moreover, the Company had cash inflow from other current liabilities of 39.20 million baht from unearned revenue that was used for investment in inventory of 30.81 million baht. This resulted in the increase in cash flow from operating activities to 57.72 million baht. In 2020, the cash flow from operating activities decreased from 2019 by 40.01 million baht to 29.26 million baht because the Company had the cash outflow from unearned revenue of 22.48 million baht but the Company had the cash inflow from other current liabilities of 39.20 million baht.

During 2018 - 2020, the Company had cash flow provided by (used in) investing activities of 9.35 million baht, 5.00 million baht, -22.81 million baht, respectively. In 2019, the cash flow from investing activities decreased by 4.35 million baht from 2018 because the Company sold the investment in associates for 26.67 million baht and invested in available-for-sale investment of 21.12 million baht. In 2020, the cash flow from investing activities decreased by 27.81 million baht from 2019 because the Company had cash inflow from selling the investment in associates in 2019 but there was none of this in 2020.

During 2018 - 2020, the Company had cash flow provided by (used in) financing activities of -0.60 million baht, -64.97 million baht, -2.10 million baht, respectively. In 2018, the cash outflow from financing activities was only 0.60 million from the payment of financial lease obligations. In 2019, the Company cancelled the dividend payment of 64.00 million baht. In 2020, the cash outflow from financing activities increased by 1.13 million baht from 2019 to 2.10 million baht. This was from the increase of financial lease obligations from the record of right-to-use assets in accordance with the new financial reporting standing that was effective in 2020.

During 2018 -2020, the Company had debt service coverage ratio (cash basis) of 0.74 times, 0.80 times, and 3.62 times respectively. The Company had higher debt service coverage ratio from 0.74 times to 0.80 times in 2019 because of the increase in cash flow from operating activities by 57.72 million baht, which was higher than the decrease in obligation from investment. This resulted in higher debt service coverage ratio in 2019. In 2020, the debt service coverage ratio increased from 0.80 times to 4.56 times because the decrease in obligations from asset acquisition. The Company also did not pay dividends in 2020. Therefore, the decrease of obligations was higher than the decrease of cash flow from operating activities

14.3 Factors influencing Operating Performance and Financial Position in the Future

The factors influencing the operating performance and financial position in the future beside what mentioned in risk factors are as follows

Trends of Change in Advertising Industry

Currently, the popularity of online media (Social Media) is constantly increasing, resulting in new advertising channels such as YouTube, Facebook, Line, Internet, and other applications as well as outdoor media. As a result, the advertising spending has been taken away from TV commercials and the decrease in advertising spending for various types of TV commercials.

Moreover, the online media advertising can be done easily with lower cost of advertising. This makes new media producers appearing in the market and the competition of advertising is very intense. The technology also changes rapidly, and the new advertising techniques have been innovated quickly and continuously.

The behaviors of people have also changed from watching TV programs on television to watching on demand on smartphone, internet TV, and other applications like Netflix. This results in a smaller number of audiences for TV programs. Many businesses have also relocated their advertising budgets from television to other medias.

The Company keeps expanding for new channels that can generate revenues and satisfy customers' needs. The Company is ready to be a producer of programs for TV stations and online media. The Company also provided full services in public relation planning including scheduling, producing contents, and promoting in various medias and channels, etc. Moreover, the Company tries to create more value of its copyrights on programs by selling these to other producers in other countries like China, Japan, etc.

TV THUNDER PUBLIC COMPANY LIMITED AND
SUBSIDIARIES AUDITOR'S REPORT
AND FINANCIAL STATEMENT FOR THE YEAR
ENDED DECEMBER 31, 2020

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of TV THUNDER PUBLIC COMPANY LIMITED

Opinion

I have audited the accompanying consolidated and separate financial statements of TV THUNDER PUBLIC COMPANY LIMITED AND SUBSIDIARIES (“ the Group”) and of TV THUNDER PUBLIC COMPANY LIMITED (“ the Company”), which comprise the consolidated and separate statements of financial position as at December 31, 2020, and the consolidated and separate statements of comprehensive income, consolidated and separate statements of changes in equity and consolidated and separate statements of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the financial position of TV THUNDER PUBLIC COMPANY LIMITED AND SUBSIDIARIES and of TV THUNDER PUBLIC COMPANY LIMITED as at December 31, 2020, and their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements section of my report. I am independent of the Group in accordance with the Federation of Accounting Profession's Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to my audit of the consolidated and separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key Audit Matters

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of my audit of the consolidated and separate financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

Revenues recognition

In 2020, the Group recognized revenue from advertising and services in the amount of Baht 134.36 million and Baht 155.46 million, representing 45.70% and 52.88% respectively of total revenue. The core revenues of the Group, the size of revenue from advertising and services is material to the Group's financial statements. The most of revenue is derived from a number of customers and comprised a high volume of transactions. Nevertheless, the scope of services, the determination of prices, terms and conditions of each contract are varied that may affect to the accuracy of revenues volume and the period of revenues recognition. I, therefore, have addressed this matter as key audit matters.

Revenues from advertising recognition

I have obtained an assurance in respect of revenues from advertising recognition, by included;

- Obtained an understanding and assessed the internal control system design in respect of revenues recognition.
- Assessed and tested the information relating to revenues cycle.
- Tested and complied with the internal control relating to revenues recognition.
- Reviewed the conditions of service agreement and tested revenues from advertising recognition that are based on the agreed conditions and was recognized in the fiscal accounting period.
- Performed a test on sample recorded revenues from advertising transactions compared with revenue from advertising to the Commercial Log Monitoring Reports from third parties to verify that advertisements were broadcasted and could reconciled to the report.
- Tested by sampling the accounting documents with revenues, and accrued income recognition supporting.

Revenues from services rendering

I have obtained an assurance in respect of revenues from advertising recognition, by included;

- Obtained an understanding and assessed the internal control system design in respect of revenues recognition.
- Assessed and tested the information relating to revenues cycle.
- Tested and complied with the internal control relating to revenues recognition.
- Reviewed the conditions of services agreement and tested the revenues from services recognition.
- Performed a sampling the documented of revenues from services recognition and works assignment form.
- Tested by sampling the accounting documents with revenues, and accrued income recognition supporting.
- Checked the cutting off revenues from service rendering at the end of the period.

Valuation of other long-term investments

As stated in notes 15.2 to financial statements, the Group's has investment in foreign company amount of Baht 26.66 million. The Group's has significant risks relating to investments valuation especially considering provision for impairment of investments. The Management has considered the expected return from investments including the past performance, the Management has made significant judgment for taking consideration the adequacy of provision for impairment of investment for presenting appropriate value.

I have obtained an assurance relating to value of long-term investment, by included;

- Obtained an understanding and assessed the procedures for indication of impairment of investment.
- Considered the profitability from investment of the Company such as performance, historical financial information in the past including other information to assess the adequacy of provision for impairment of investment.
- Considered the appropriate of assumption use in calculation.
- Tested mathematical accuracy.
- Assessed the adequacy of disclosures of information in accordance with the related financial reporting standards.

Other Information

Management is responsible for the other information. The other information comprises information in the annual report of the Group, 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 do not and will not express any form of assurance conclusion thereon.

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

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

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

Management is responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

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

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

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

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

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the 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 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 those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

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

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

D I A INTERNATIONAL AUDIT CO., LTD.

(Mrs. Suvimol Chrityakierne)

C.P.A. (Thailand)

Registration No. 2982

February 22, 2021

TV THUNDER PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2020

| Assets | Notes | Consolidated financial statements (Baht) | | Separate financial statements (Baht) | |
|-------------------------------------|-------|--|-----------------------|--------------------------------------|-----------------------|
| | | December 31, 2020 | December 31, 2019 | December 31, 2020 | December 31, 2019 |
| Current assets | | | | | |
| Cash and cash equivalents | 6 | 52,173,217.60 | 47,462,447.05 | 20,576,552.75 | 17,835,747.86 |
| Current investments | | 0.00 | 500,132.16 | 0.00 | 500,132.16 |
| Trade and other current receivables | 7 | 58,361,699.38 | 102,213,750.93 | 41,310,728.46 | 78,950,852.13 |
| Short-term loans to related party | 30.2 | 0.00 | 0.00 | 0.00 | 5,440,000.00 |
| Inventories | 9 | 39,002,450.66 | 60,294,035.06 | 38,657,986.00 | 60,325,093.87 |
| Other current financial assets | | 515,927.50 | 0.00 | 515,927.50 | 0.00 |
| Other current assets | 10 | 38,364,983.27 | 43,437,148.83 | 35,531,134.87 | 40,135,213.62 |
| Non-current assets held for sale | 11 | 11,576.72 | 3,504,572.50 | 0.00 | 0.00 |
| Total current assets | | 188,429,855.13 | 257,412,086.53 | 136,592,329.58 | 203,187,039.64 |
| Non-current assets | | | | | |
| Bank deposits with obligation | 12 | 5,831,000.00 | 831,000.00 | 5,831,000.00 | 831,000.00 |
| Other long-term investments | 15 | 0.00 | 31,656,167.80 | 0.00 | 31,656,167.80 |
| Other non-current financial assets | 15 | 106,639,702.12 | 0.00 | 70,436,330.50 | 0.00 |
| Available-for-sale investments | 15 | 0.00 | 55,210,956.19 | 0.00 | 55,210,956.19 |
| Investments in subsidiaries | 13 | 0.00 | 0.00 | 32,032,547.13 | 29,743,795.82 |
| Interests in joint venture | 14 | 0.00 | 0.00 | 0.00 | 0.00 |
| Property, plant and equipment | 16 | 387,229,446.54 | 401,250,870.53 | 386,649,973.91 | 400,197,306.44 |
| Right-of-use assets | 17 | 9,548,491.27 | 0.00 | 3,782,530.60 | 0.00 |
| Other intangible assets | 18 | 2,480,923.09 | 2,198,496.31 | 2,458,596.93 | 2,154,953.01 |
| Deferred tax assets | 19 | 5,828,963.07 | 7,349,306.74 | 9,327,746.24 | 10,842,726.65 |
| Other non-current assets | | 540,779.00 | 540,779.00 | 540,779.00 | 540,779.00 |
| Total non-current assets | | 518,099,305.09 | 499,037,576.57 | 511,059,504.31 | 531,177,684.91 |
| Total assets | | 706,529,160.22 | 756,449,663.10 | 647,651,833.89 | 734,364,724.55 |

Notes to financial statements are parts of these financial statements

TV THUNDER PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION (CONTINUED)

AS AT DECEMBER 31, 2020

| Liabilities and shareholders' equity | Notes | Consolidated financial statements (Baht) | | Separate financial statements (Baht) | |
|--|-------|--|-----------------------|--------------------------------------|-----------------------|
| | | December 31, 2020 | December 31, 2019 | December 31, 2020 | December 31, 2019 |
| Current liabilities | | | | | |
| Trade and other current payables | 20 | 43,908,897.69 | 71,537,777.45 | 33,892,478.92 | 68,338,452.76 |
| Current portion of finance lease liabilities | 22 | 2,341,470.61 | 1,035,105.97 | 1,362,157.37 | 1,035,105.97 |
| Income tax payable | | 558,122.16 | 0.00 | 0.00 | 0.00 |
| Current provisions for employee benefits | 23 | 1,891,600.00 | 7,082,888.00 | 1,690,000.00 | 7,082,888.00 |
| Unearned income | 8.1 | 21,821,477.81 | 44,301,355.81 | 10,661,662.48 | 44,301,355.81 |
| Other current liabilities | 21 | 2,750,550.47 | 3,090,396.04 | 2,190,545.07 | 2,344,675.48 |
| Liabilities directly associated with the non-current assets held for sale | 11 | 0.00 | 168,000.00 | 0.00 | 0.00 |
| Total current liabilities | | 73,272,118.74 | 127,215,523.27 | 49,796,843.84 | 123,102,478.02 |
| Non-current liabilities | | | | | |
| Finance lease liabilities | 22 | 8,486,930.44 | 1,822,331.86 | 2,656,043.83 | 1,822,331.86 |
| Non-current provisions for employee benefits | 23 | 15,664,322.00 | 14,892,770.00 | 14,048,832.00 | 13,184,208.00 |
| Total non-current liabilities | | 24,151,252.44 | 16,715,101.86 | 16,704,875.83 | 15,006,539.86 |
| Total liabilities | | 97,423,371.18 | 143,930,625.13 | 66,501,719.67 | 138,109,017.88 |

Notes to financial statements are parts of these financial statements

TV THUNDER PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION (CONTINUED)

AS AT DECEMBER 31, 2020

| Liabilities and shareholders' equity (continued) | Notes | Consolidated financial statements (Baht) | | Separate financial statements (Baht) | |
|---|-------|--|-----------------------|--------------------------------------|-----------------------|
| | | December 31, 2020 | December 31, 2019 | December 31, 2020 | December 31, 2019 |
| Shareholders' equity | | | | | |
| Share capital | | | | | |
| Authorised share capital | | | | | |
| 1,000,000,000 ordinary shares | | | | | |
| at par value of Baht 0.25 each | | 250,000,000.00 | 250,000,000.00 | 250,000,000.00 | 250,000,000.00 |
| Issued and paid-up share capital | | | | | |
| 800,030,075 ordinary shares | | | | | |
| paid-up of Baht 0.25 each | | 200,007,518.75 | 200,007,518.75 | 200,007,518.75 | 200,007,518.75 |
| Share premium on ordinary shares | | 331,678,883.75 | 331,678,883.75 | 331,678,883.75 | 331,678,883.75 |
| Capital surplus from share swap | | 25,045,423.37 | 25,045,423.37 | 27,974,757.37 | 27,974,757.37 |
| Deficit from the change in the ownership | | | | | |
| interests in subsidiaries | | (1,133,826.76) | 0.00 | 0.00 | 0.00 |
| Retained earnings | | | | | |
| Appropriated - legal reserve | 24 | 11,327,740.87 | 11,327,740.87 | 11,327,740.87 | 11,327,740.87 |
| Unappropriated | | 41,174,241.01 | 44,453,951.66 | 10,022,571.18 | 24,870,536.55 |
| Other components of equity | | 427,420.18 | (161,730.22) | 138,642.30 | 396,269.38 |
| Total equity attributable to | | | | | |
| owners of the parent | | 608,527,401.17 | 612,351,788.18 | 581,150,114.22 | 596,255,706.67 |
| Non-controlling interests | | 578,387.87 | 167,249.79 | 0.00 | 0.00 |
| Total shareholders' equity | | | | | |
| | | 609,105,789.04 | 612,519,037.97 | 581,150,114.22 | 596,255,706.67 |
| Total liabilities and shareholders' equity | | 706,529,160.22 | 756,449,663.10 | 647,651,833.89 | 734,364,724.55 |

Notes to financial statements are parts of these financial statements

TV THUNDER PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED DECEMBER 31, 2020

| | Notes | Consolidated financial statements (Baht) | | Separate financial statements (Baht) | |
|--|-------|--|-------------------------|--------------------------------------|-------------------------|
| | | 2020 | 2019 | 2020 | 2019 |
| Revenue from advertising | | 134,357,500.69 | 168,386,700.54 | 81,290,096.16 | 100,138,350.35 |
| Revenue from services | | 155,456,036.81 | 220,640,583.32 | 170,404,426.81 | 248,568,891.83 |
| Revenue from artist management | | 3,846,130.84 | 5,687,600.75 | 3,846,130.84 | 5,687,600.75 |
| Sale revenue | | 341,963.35 | 67,854.80 | 14,188.20 | 13,598.13 |
| Total revenues | | 294,001,631.69 | 394,782,739.41 | 255,554,842.01 | 354,408,441.06 |
| Cost of advertising | | (95,090,016.07) | (129,161,369.48) | (75,518,957.40) | (98,861,051.05) |
| Cost of services | | (115,020,106.21) | (150,763,321.62) | (132,358,066.18) | (174,765,276.08) |
| Cost of artist management | | (2,939,997.41) | (4,398,220.29) | (2,939,997.41) | (4,398,220.29) |
| Cost of sale | | (112,107.27) | (90,167.32) | (8,748.23) | (31,042.12) |
| Total costs | | (213,162,226.96) | (284,413,078.71) | (210,825,769.22) | (278,055,589.54) |
| Gross profit | | 80,839,404.73 | 110,369,660.70 | 44,729,072.79 | 76,352,851.52 |
| Other income | | | | | |
| Gain on sale of investment in associate | | 0.00 | 25,406,626.38 | 0.00 | 26,326,167.80 |
| Other | | 1,371,448.93 | 1,723,281.08 | 883,106.08 | 1,653,463.52 |
| Distribution costs | | (3,965,441.32) | (4,844,866.25) | (1,077,248.00) | (1,585,572.97) |
| Administrative expenses | | (75,540,424.38) | (105,623,964.34) | (56,935,991.18) | (77,645,533.38) |
| Impairment loss on investment | | 0.00 | 0.00 | (49,366.98) | (12,655,000.00) |
| Impairment loss of goodwill | | 0.00 | (6,802,316.01) | 0.00 | 0.00 |
| Profit (loss) from operating activities | | 2,704,987.96 | 20,228,421.56 | (12,450,427.29) | 12,446,376.49 |
| Finance costs | | (1,250,072.21) | (231,718.39) | (549,174.39) | (231,718.39) |
| Allowance for expected credit loss (increase) decrease | | (763,961.99) | 0.00 | (692,403.14) | 0.00 |
| Share of profit (loss) of associate and joint venture | | (107,991.55) | (427,271.76) | 0.00 | 0.00 |
| Profit (loss) before income tax expense | | 582,962.21 | 19,569,431.41 | (13,692,004.82) | 12,214,658.10 |
| Income tax (expense) | 26 | (5,003,267.27) | (7,842,990.48) | (1,579,387.17) | (3,363,846.10) |
| Net profit (loss) for the year from continued operations | | (4,420,305.06) | 11,726,440.93 | (15,271,391.99) | 8,850,812.00 |
| Discontinued operations | | | | | |
| Share of loss from discontinued operations - associate | | 0.00 | (5,290,944.59) | 0.00 | 0.00 |
| Loss from discontinued operations | 11 | (56,309.10) | (2,431,264.96) | 0.00 | 0.00 |
| Net profit (loss) for the year from discontinued operations | | (56,309.10) | (7,722,209.55) | 0.00 | 0.00 |
| Profit (loss) for the year | | (4,476,614.16) | 4,004,231.38 | (15,271,391.99) | 8,850,812.00 |

Notes to financial statements are parts of these financial statements

TV THUNDER PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF COMPREHENSIVE INCOME (CONTINUED)
FOR THE YEAR ENDED DECEMBER 31, 2020

| | Notes | Consolidated financial statements (Baht) | | Separate financial statements (Baht) | |
|---|-------|--|----------------|--------------------------------------|----------------|
| | | 2020 | 2019 | 2020 | 2019 |
| Other comprehensive income | | | | | |
| Items that will not be reclassified subsequently | | | | | |
| to profit or loss | | | | | |
| Gains (losses) from investments in equity securities that are | | | | | |
| measure fair value through other comprehensive income. | | 2,492,515.49 | 71,073.99 | 1,290,740.16 | 71,073.99 |
| Remeasurement of post-employment benefit obligations | | (1,646,586.00) | (2,138,522.00) | (1,612,774.00) | (1,776,003.00) |
| Income tax relating to components of other comprehensive | | | | | |
| income that will not be reclassified subsequently | | | | | |
| to profit or loss | | (169,185.91) | 413,489.60 | 64,406.76 | 340,985.80 |
| Total items that will not be reclassified subsequently | | | | | |
| to profit or loss | | 676,743.58 | (1,653,958.41) | (257,627.08) | (1,363,943.21) |
| Other comprehensive income (expense) for the year | | 676,743.58 | (1,653,958.41) | (257,627.08) | (1,363,943.21) |
| Total comprehensive income (expense) for the year | | (3,799,870.58) | 2,350,272.97 | (15,529,019.07) | 7,486,868.79 |
| Profit (loss) for the year attributable to: | | | | | |
| Owners of the parent | | (3,703,137.27) | 7,701,337.71 | (15,271,391.99) | 8,850,812.00 |
| Non-controlling interests | | (773,476.89) | (3,697,106.33) | 0.00 | 0.00 |
| | | (4,476,614.16) | 4,004,231.38 | (15,271,391.99) | 8,850,812.00 |
| Total comprehensive income (expense) attributable to: | | | | | |
| Owners of the parent | | (3,113,986.87) | 6,082,417.44 | (15,529,019.07) | 7,486,868.79 |
| Non-controlling interests | | (685,883.71) | (3,732,144.47) | 0.00 | 0.00 |
| | | (3,799,870.58) | 2,350,272.97 | (15,529,019.07) | 7,486,868.79 |
| Basic earnings (loss) per share | 27 | | | | |
| Basic earnings (loss) from continued operations | | (0.0046) | 0.0193 | (0.0191) | 0.0111 |
| Basic earnings (loss) from discontinued operations | | 0.0000 | (0.0097) | - | - |
| Total basic earnings (loss) per share | | (0.0046) | 0.0096 | (0.0191) | 0.0111 |

Notes to financial statements are parts of these financial statements

TV THUNDER PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2020

(Unit : Baht)

Consolidated financial statements

| Notes | Owners of the parent | | | | | | | | | | Non-controlling interests | Total shareholders' equity |
|--|----------------------------------|----------------------------------|---------------------------------|--|------------------------------|-----------------|--|---|----------------------------------|----------------------------|---------------------------|----------------------------|
| | Issued and paid-up share capital | Share premium on ordinary shares | Capital surplus from share swap | Deficit from the change in the ownership | Retained earnings | | Other components of equity | | | Total owners of the parent | | |
| | | | | | Appropriated - legal reserve | Unappropriated | Gains (losses) from investments in equity securities that are measure fair value through other comprehensive income. | Gain (loss) from remeasurement of post-employment benefit obligations | Total other components of equity | | | |
| Balance as at January 1, 2019 | 200,007,518.75 | 331,678,883.75 | 25,045,423.37 | 0.00 | 10,747,677.99 | 101,335,082.83 | 107,940.59 | 1,349,249.46 | 1,457,190.05 | 670,271,776.74 | 3,899,394.26 | 674,171,171.00 |
| Investment in subsidiaries | | | | | | | | | | | | |
| Changes in shareholders' equity for the year : | | | | | | | | | | | | |
| Legal reserve | 24 | | | | 580,062.88 | (580,062.88) | | | | | | |
| Dividend | 28 | | | | | (64,002,406.00) | | | | (64,002,406.00) | | (64,002,406.00) |
| Profit (loss) for the year | | | | | | 7,701,337.71 | | | | 7,701,337.71 | (3,697,106.33) | 4,004,231.38 |
| Other comprehensive income (expense) for the year | | | | | | | 56,859.19 | (1,675,779.46) | (1,618,920.27) | (1,618,920.27) | (35,038.14) | (1,653,958.41) |
| Balance as at December 31, 2019 | 200,007,518.75 | 331,678,883.75 | 25,045,423.37 | 0.00 | 11,327,740.87 | 44,453,951.66 | 164,799.78 | (326,530.00) | (161,730.22) | 612,351,788.18 | 167,249.79 | 612,519,037.97 |
| Balance as at January 1, 2019 | 200,007,518.75 | 331,678,883.75 | 25,045,423.37 | 0.00 | 11,327,740.87 | 44,453,951.66 | 164,799.78 | (326,530.00) | (161,730.22) | 612,351,788.18 | 167,249.79 | 612,519,037.97 |
| Changes in shareholders' equity for the year : | | | | | | | | | | | | |
| Dissolve a subsidiary | | | | | | | | | | | (36,804.97) | (36,804.97) |
| Issuance of additional ordinary shares of a subsidiary | | | | | (1,133,826.76) | | | | | (1,133,826.76) | 1,133,826.76 | 0.00 |
| Profit (loss) for the year | | | | | | (3,703,137.27) | | | | (3,703,137.27) | (773,476.89) | (4,476,614.16) |
| Other comprehensive income (expense) for the year | | | | | | 423,426.62 | 1,994,012.38 | (1,404,861.98) | 589,150.40 | 1,012,577.02 | 87,593.18 | 1,100,170.20 |
| Balance as at December 31, 2020 | 200,007,518.75 | 331,678,883.75 | 25,045,423.37 | (1,133,826.76) | 11,327,740.87 | 41,174,241.01 | 2,158,812.16 | (1,731,391.98) | 427,420.18 | 608,527,401.17 | 578,387.87 | 609,105,789.04 |

Notes to financial statements are parts of these financial statements

TV THUNDER PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

FOR THE YEAR ENDED DECEMBER 31, 2020

(Unit : Baht)

Separate financial statements

| Notes | Owners of the parent | | | | | | | | Total shareholders' equity |
|---|----------------------------------|----------------------------------|---------------------------------|------------------------------|-----------------|--|---|----------------------------------|----------------------------|
| | Issued and paid-up share capital | Share premium on ordinary shares | Capital surplus from share swap | Retained earnings | | Other components of equity | | | |
| | | | | Appropriated - legal reserve | Unappropriated | Gains (losses) from investments in equity securities that are measure fair value through other comprehensive income. | Gain (loss) from remeasurement of post-employment benefit obligations | Total other components of equity | |
| Balance as at January 1, 2019 | 200,007,518.75 | 331,678,883.75 | 27,974,757.37 | 10,747,677.99 | 80,602,193.43 | 107,940.59 | 1,652,272.00 | 1,760,212.59 | 652,771,243.88 |
| Changes in shareholders' equity for the year : | | | | | | | | | |
| Legal reserve | | | | 580,062.88 | (580,062.88) | | | | |
| Dividend | | | | | (64,002,406.00) | | | | (64,002,406.00) |
| Profit (loss) for the year | | | | | 8,850,812.00 | | | | 8,850,812.00 |
| Other comprehensive income (expense) for the year | | | | | | 56,859.19 | (1,420,802.40) | (1,363,943.21) | (1,363,943.21) |
| Balance as at December 31, 2019 | 200,007,518.75 | 331,678,883.75 | 27,974,757.37 | 11,327,740.87 | 24,870,536.55 | 164,799.78 | 231,469.60 | 396,269.38 | 596,255,706.67 |
| Balance as at January 1, 2020 | 200,007,518.75 | 331,678,883.75 | 27,974,757.37 | 11,327,740.87 | 24,870,536.55 | 164,799.78 | 231,469.60 | 396,269.38 | 596,255,706.67 |
| Changes in shareholders' equity for the year : | | | | | | | | | |
| Profit (loss) for the year | | | | | (15,271,391.99) | | | | (15,271,391.99) |
| Other comprehensive income (expense) for the year | | | | | 423,426.62 | 1,032,592.12 | (1,290,219.20) | (257,627.08) | 165,799.54 |
| Balance as at December 31, 2020 | 200,007,518.75 | 331,678,883.75 | 27,974,757.37 | 11,327,740.87 | 10,022,571.18 | 1,197,391.90 | (1,058,749.60) | 138,642.30 | 581,150,114.22 |

Notes to financial statements are parts of these financial statements

TV THUNDER PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2020

| | Consolidated financial statements (Baht) | | Separate financial statements (Baht) | |
|---|--|-----------------|--------------------------------------|-----------------|
| | 2020 | 2019 | 2020 | 2019 |
| Cash flows from operating activities | | | | |
| Profit (loss) for the year | | | | |
| Continuing operations | (4,420,305.06) | 11,726,440.93 | (15,271,391.99) | 8,850,812.00 |
| Discontinuing operations | (56,309.10) | (7,722,209.55) | 0.00 | 0.00 |
| Profit (loss) for the year | (4,476,614.16) | 4,004,231.38 | (15,271,391.99) | 8,850,812.00 |
| Adjustments for: | | | | |
| Income tax expense | 5,003,267.27 | 7,842,990.48 | 1,579,387.17 | 3,363,846.10 |
| Depreciation | 11,162,126.95 | 13,339,352.63 | 10,584,184.95 | 12,489,917.46 |
| Amortization | 4,499,582.28 | 341,594.90 | 2,580,991.52 | 320,412.81 |
| Gain on sale of available-for-sale investments | 0.00 | (793,784.49) | 0.00 | (793,784.49) |
| (Gain) loss on write off equipment | (206,059.41) | 48,632.97 | (206,062.41) | 31,205.78 |
| Gain on sale of investment in associate | 0.00 | (25,406,626.38) | 0.00 | (26,326,167.80) |
| Employee benefit obligations | 2,032,683.00 | 7,078,673.00 | 1,730,376.00 | 6,599,065.00 |
| Expected credit loss | 763,961.99 | 0.00 | 692,403.14 | 0.00 |
| Diminution in value of inventory | 99,842.36 | 162,190.43 | 99,842.36 | 162,190.43 |
| Impairment loss on investment | 0.00 | 0.00 | 49,366.98 | 12,655,000.00 |
| Impairment loss of goodwill | 0.00 | 6,802,316.01 | 0.00 | 0.00 |
| Unrealized (gain) loss on Exchanges Rates | (362,734.52) | 1,621,702.32 | 0.00 | 0.00 |
| Interest income | (182,556.97) | (160,472.99) | (184,526.39) | (189,071.95) |
| Finance costs | 1,250,072.21 | 231,718.39 | 549,174.39 | 231,718.39 |
| Share of (profit) loss of associate and joint venture | 107,991.55 | 427,271.76 | 0.00 | 0.00 |
| Share of (profit) loss from discontinued operations - associate | 0.00 | 5,290,944.59 | 0.00 | 0.00 |
| | 19,691,562.55 | 20,830,735.00 | 2,203,745.72 | 17,395,143.73 |
| (Increase) Decrease in changes of operating assets | | | | |
| Trade and other current receivables | 43,032,582.36 | 25,514,420.96 | 36,892,213.33 | 38,376,720.55 |
| Inventories | 21,191,742.04 | (30,807,898.71) | 21,567,265.51 | (33,730,425.21) |
| Other current assets | (307,762.55) | 2,820,456.62 | (569,987.46) | 1,839,977.95 |
| Non-current assets held for sale | 3,375,783.99 | 0.00 | 0.00 | 0.00 |
| Increase (Decrease) in changes of operating liabilities | | | | |
| Trade and other current payables | (27,736,871.31) | 14,557,073.74 | (34,445,973.84) | 11,665,884.79 |
| Other current liabilities | (339,845.57) | 39,195,806.37 | (154,130.41) | 39,637,927.50 |
| Unearned revenues | (22,479,878.00) | 0.00 | (33,639,693.33) | 0.00 |
| Employee benefits paid | (8,186,598.18) | (3,859,222.00) | (7,871,414.00) | (3,859,222.00) |
| Cash generated (paid for) from operations | 28,240,715.33 | 68,251,371.98 | (16,017,974.48) | 71,326,007.31 |

Notes to financial statements are parts of these financial statements

TV THUNDER PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF CASH FLOWS (CONTINUED)

FOR THE YEAR ENDED DECEMBER 31, 2020

| | Consolidated financial statements (Baht) | | Separate financial statements (Baht) | |
|---|--|------------------|--------------------------------------|------------------|
| | 2020 | 2019 | 2020 | 2019 |
| Interest paid | (1,250,072.21) | (231,718.39) | (549,174.39) | (231,718.39) |
| Income tax received | 12,571,973.39 | 7,852,904.30 | 12,234,707.72 | 0.00 |
| Income tax paid | (10,301,170.98) | (18,156,115.84) | (7,074,183.57) | (15,057,255.91) |
| Net cash provided by (used in) operating activities | 29,261,445.53 | 57,716,442.05 | (11,406,624.72) | 56,037,033.01 |
| Cash flows from investing activities | | | | |
| Decrease (increase) in current investments | (15,795.34) | (26,117.35) | (15,795.34) | (26,117.35) |
| Short-term loans to related parties | 0.00 | 0.00 | (550,000.00) | (6,240,000.00) |
| Cash from short-term loan payment from related parties | 0.00 | 0.00 | 5,990,000.00 | 3,190,610.00 |
| Decrease (increase) in bank deposits with obligation | (5,000,000.00) | 5,000,000.00 | (5,000,000.00) | 5,000,000.00 |
| Payments for acquire of available-for-sale investment | (90,000,000.00) | (137,000,000.00) | (50,000,000.00) | (135,000,000.00) |
| Proceeds from sale of available-for-sale investments | 73,420,104.10 | 115,884,350.29 | 68,420,104.10 | 115,884,350.29 |
| Proceeds from sale of investment in associate | 0.00 | 26,670,000.00 | 0.00 | 26,670,000.00 |
| Payments for acquire of Other long-term investments | (187,500.00) | (5,000,000.00) | (187,500.00) | (5,000,000.00) |
| Payments for acquire of investment in subsidiaries | 0.00 | 0.00 | (5,570,000.00) | 0.00 |
| Proceeds from dissolve of investment in associate | 0.00 | 0.00 | 3,231,881.71 | 0.00 |
| Proceeds from dissolve of investment in joint venture | 0.00 | 2,405,341.95 | 0.00 | 0.00 |
| Payments for acquire of property, plant and equipment | (667,775.41) | (1,333,669.00) | (563,921.87) | (1,272,451.44) |
| Proceeds from disposals of equipment | 233,644.86 | 0.00 | 233,644.86 | 0.00 |
| Payments for acquire of computer software | (744,000.00) | (1,759,000.00) | (744,000.00) | (1,759,000.00) |
| Interest received | 150,420.34 | 160,472.99 | 152,389.76 | 154,172.71 |
| Net cash provided by (used in) investing activities | (22,810,901.45) | 5,001,378.88 | 15,396,803.22 | 1,601,564.21 |
| Cash flow from financing activities | | | | |
| Dividend paid | 0.00 | (64,002,406.00) | 0.00 | (64,002,406.00) |
| Finance lease liabilities | (2,102,508.05) | (966,829.61) | (1,249,373.61) | (966,829.61) |
| Net cash provided by (used in) financing activities | (2,102,508.05) | (64,969,235.61) | (1,249,373.61) | (64,969,235.61) |
| Increase (decrease) in cash and cash equivalents | 4,348,036.03 | (2,251,414.68) | 2,740,804.89 | (7,330,638.39) |
| Gain (loss) on exchange rate of cash and cash equivalents | 362,734.52 | (1,621,702.32) | 0.00 | 0.00 |
| Cash and cash equivalents as at January 1 | 47,462,447.05 | 52,790,990.38 | 17,835,747.86 | 25,166,386.25 |
| Cash and cash equivalents as at December 31 | 52,173,217.60 | 48,917,873.38 | 20,576,552.75 | 17,835,747.86 |
| Less cash that will be reclassified to assets held for sale | 0.00 | (1,455,426.33) | 0.00 | 0.00 |
| Net cash and cash equivalents as at December 31 | 52,173,217.60 | 47,462,447.05 | 20,576,552.75 | 17,835,747.86 |

Notes to financial statements are parts of these financial statements

TV THUNDER PUBLIC COMPANY LIMITED AND SUBSIDIARIES

CONDENSED NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 2020

1. GENERAL INFORMATION

1.1 TV Thunder 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.

1.2 The Company's registered address is No. 1213/309 - 10 Soi Lardprao 94 (Panjamit) Srivara Road, Phlapphla, Wangthonglang, Bangkok 10310. And with 3 branches as follows :

Branch 1 No.429 Soi Lardprao 94 (Panjamit) Srivara Road, Phlapphla, Wangthonglang Bangkok 10310.

Branch 2 No.527/12 Soi Lardprao 94 (Panjamit) Srivara Road, Phlapphla, Wangthonglang Bangkok 10310.

Branch 3 No.8 Soi Kheha Rom Klao 78 Alley, Lane 1, Rat Phatthana Road, Saphan Sung, Bangkok 10240.

1.3 The Group has engaged in business as follows:

1. Television series and variety shows production
2. Advertising services and other sales promotion activities rendering
3. Managing, promoting and producing television programs, music, series and movies
4. Artist management
5. Cosmetics and distribution. (Registered the dissolution on October 2, 2019.)

1.4 Coronavirus disease 2019 Pandemic

The Coronavirus disease 2019 pandemic is continuing to evolve, resulting in an economic slowdown and adversely impacting most businesses and industries. This situation may bring uncertainties and have an impact on the environment in which the group operates. However The Group’s management has continuously monitored ongoing developments and assessed the financial impact in respect of the valuation of assets, provisions and contingent liabilities, and has used estimates and judgement in respect of various issues as the situation has evolved.

2. PREPARATION OF FINANCIAL STATEMENTS BASIS

2.1 Preparation of financial statements

The financial statements have been prepared in accordance with Thai Financial Reporting Standards (TFRS) according to the Accounting Professions Act B.E. 2547 and presented in accordance with the notification of the Department of Business Development, the Ministry of Commerce dated December 26, 2019, regarding the condensed from which should be included in the financial statements (version 3) B.E. 2562, and applicable rules and regulations of the Thai Securities and Exchange Commission.

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

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from the Thai language financial statements.

2. PREPARATION OF FINANCIAL STATEMENTS BASIS (CONTINUED)

2.2 Financial report standards that became effective in the current year

During the period, the Group have adopted a number of revised (revised 2019) and new financial reporting standards and interpretations which are effective for the financial statements for the period beginning on or after January 1, 2020. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards. The adoption of these financial reporting standards does not have any significant impact on the Company and subsidiaries' financial statements. However, the new standard involves changes to key principles, which are summarized below:

Financial reporting standards related to financial instruments

A set of TFRSs related to financial instruments consists of five accounting standards and interpretations, as follows

Financial Reporting Standards :

TFRS 7 Financial Instruments: Disclosures

TFRS 9 Financial Instruments

Accounting Standard :

TAS 32 Financial Instruments: Presentation

Financial Reporting Standards Interpretations :

TRFIC 16 Hedges of a Net Investments in a Foreign Operation

TRFIC 19 Extinguishing Financial Liabilities with Equity Instruments

These TFRSs related to financial instruments make stipulations relating to the classification of financial instruments and their measurement at fair value or amortized cost (taking into account the type of instrument, the characteristics of the contractual cash flows and the Company's business model), calculation of impairment using the expected credit loss method, and hedge accounting. These include stipulations regarding the presentation and disclosure of financial instruments.

The impact of the adoption of these standards on the Group's financial statements is as follows.

- Classification and measurement of investments in equity instruments of non-listed companies - The Group is to measure investments in equity instruments of non-listed companies at fair value and elect to classify the investments as financial assets at fair value through other comprehensive income.

The Group's management assessed and considered that the cost of such investments has represented the fair value of the investments. Therefore, the fair value measurement of the investments in equity instruments of non-listed companies do not have any impact on the adjustment of retained earnings or other components of equity as at January 1, 2020.

2. PREPARATION OF FINANCIAL STATEMENTS BASIS (CONTINUED)

2.2 Financial report standards that became effective in the current year (Continued)

- Recognition of credit losses that the Group is to recognise an allowance for expected credit losses on its financial assets, and it is no longer necessary for a credit-impaired event to have occurred. The Group applies the simplified approach to consider impairment of trade receivables.

The cumulative effect of the change is described in Note 5 to the financial statements.

TFRS 16 Leases

TFRS 16 supersedes TAS 17 Leases together with related Interpretations. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases, and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is low value.

Accounting by lessors under TFRS 16 is substantially unchanged from TAS 17. Lessors will continue to classify leases as either operating or finance leases.

The Group adopted these financial reporting standards using the modified retrospective method of initial adoption of which the cumulative effect is recognized as rights-of-use assets and lease liabilities as at January 1, 2020, and the comparative information was not restated.

The cumulative effect of the change is described in Note 5 to the financial statements.

Accounting Treatment Guidance on "Temporary relief measures on accounting alternatives in response to the impact of the COVID-19 situation"

The Federation of Accounting Professions announced Accounting Treatment Guidance on "Temporary relief measures on accounting alternatives in response to the impact of the COVID-19 situation". Its objectives are to alleviate some of the impact of applying certain financial reporting standards, and to provide clarification about accounting treatments during the period of uncertainty relating to this situation.

On April 22, 2020, the Accounting Treatment Guidance was announced in the Royal Gazette and it is effective for the financial statements prepared for reporting periods ending between January 1, 2020 and December 31, 2020.

The Group has elected to apply the following temporary relief measures on accounting alternatives:

- Not to consider the COVID-19 situation as an indication that an asset may be impaired in accordance with TAS 36, Impairment of Assets.

- Not to take into account forward-looking information when determining expected credit losses, in cases where the Group uses a simplified approach to determine expected credit losses.

- To measure the fair value of investments in unquoted equity instruments using the fair value as at January 1, 2020.

2. PREPARATION OF FINANCIAL STATEMENTS BASIS (CONTINUED)

2.3 Financial reporting standards that became effective for fiscal years beginning on or after January 1, 2021

The Federation of Accounting Professions issued a number of revised financial reporting standards and interpretations, which are effective for the financial statements for fiscal year beginning on or after 1 January 2021. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards that included in amendments to references to the Conceptual Framework in Financial Reporting Standards, Definition of a business, Definition of material and Interest Rate Benchmark Reforms.

The management of the Company and its subsidiaries is currently evaluating the impact of these standards to the financial statements in the year when they are adopted.

3. PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS BASIS

3.1 The consolidated financial statements incorporate the financial statements of TV Thunder Public Company Limited and subsidiaries, control is achieved where the Company has the power to govern the financial and operating policies until the control is ceased as follows :

| | Established in | Shareholding percentage (%) | | Type of business |
|--|----------------|-----------------------------|-------------------|---------------------------------|
| | | December 31, 2020 | December 31, 2019 | |
| Subsidiarie | | | | |
| Creatist Media Co., Ltd. | Thailand | 99.99 | 99.99 | Advertising |
| EM Entertainment Co., Ltd. | Thailand | 99.99 | 99.99 | Artist management |
| Bigbrain Co., Ltd. | Thailand | 71.11 | 51.00 | Television programme production |
| Subsidiaries indirect | | | | |
| Meraya Co., Ltd. | Thailand | - | 94.99 | Cosmetics and distribution |
| (held by EM Entertainment Co., Ltd. at 94.998 %) | | | | |

3.2 The consolidated financial statements have been prepared in conformity with the same accounting policy for the same accounts and accounting events of the Company and subsidiaries.

15. OTHER NON-CURRENT FINANCIAL ASSETS / OTHER LONG-TERM INVESTMENTS / AVAILABLE-FOR-SALE INVESTMENT

Other non-current financial assets as at December 31, 2020 and 2019 are as follows:

| | Consolidated financial statements (Baht) | | Separate financial statements (Baht) | |
|---|--|-------------------|--------------------------------------|-------------------|
| | December 31, 2020 | December 31, 2019 | December 31, 2020 | December 31, 2019 |
| Financial assets at fair value | | | | |
| through other comprehensive income : | | | | |
| - Investment in unit trust | 72,009,875.31 | 55,004,956.47 | 37,008,279.00 | 55,004,956.47 |
| Add Gain on remeasuring investments | 2,698,515.20 | 205,999.72 | 1,496,739.87 | 205,999.72 |
| Investment in unit trust | 74,708,390.51 | 55,210,956.19 | 38,505,018.87 | 55,210,956.19 |
| - Investment in equity securities of non-listed company | 26,843,667.80 | 26,656,167.80 | 26,843,667.80 | 26,656,167.80 |
| Total | 101,552,058.31 | 81,867,123.99 | 65,348,686.67 | 81,867,123.99 |
| Financial asset measured at amortized cost : | | | | |
| - Investments in savings lottery | 5,087,643.83 | 5,000,000.00 | 5,087,643.83 | 5,000,000.00 |
| Total | 5,087,643.83 | 5,000,000.00 | 5,087,643.83 | 5,000,000.00 |
| Grand total | 106,639,702.14 | 86,867,123.99 | 70,436,330.50 | 86,867,123.99 |

15.1 Investment in unit trust

The movements in investments during the year are as follows:

| | Consolidated financial statements (Baht) | | Separate financial statements (Baht) | |
|--------------------------------------|--|-------------------|--------------------------------------|-------------------|
| | December 31, 2020 | December 31, 2019 | December 31, 2020 | December 31, 2019 |
| Beginning balance | 55,210,956.19 | 35,230,448.00 | 55,210,956.19 | 35,230,448.00 |
| Additions | 90,000,000.00 | 135,000,000.00 | 50,000,000.00 | 135,000,000.00 |
| Disposals | (17,990,124.69) | (115,090,565.83) | (12,991,721.00) | (115,090,565.83) |
| Recovery to unit holders | (55,004,956.47) | 0.00 | (55,004,956.47) | 0.00 |
| Changes in fair value of investments | 2,492,515.48 | 71,074.02 | 1,290,740.15 | 71,074.02 |
| Ending balance | 74,708,390.51 | 55,210,956.19 | 38,505,018.87 | 55,210,956.19 |

Investment in unit trust represent investments in mutual funds as administrated by a financial institution. The fair value of investment in unit trust are based on Net Asset Value (NAV) announced by the Asset Management Company. The fair value are within level 2 of fair value hierarchy.

3. PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS BASIS (CONTINUED)

3.3 The balance of accounts and transactions between TV Thunder Public Company Limited and subsidiaries, unrealized gain between of the Company and net assets of subsidiaries have been eliminated from the consolidated financial statements.

3.4 Discontinued operation

In 2019, two subsidiaries have discontinued their operation. The group, therefore, presents net amount as non-current assets held for sale as stated in note 11 and result of discontinued operation separately presented in statement of comprehensive income as following detail.

3.4.1 Meraya Co., Ltd. has registered the dissolution with the Department of Business Development, Ministry of Commerce on October 2, 2019. And the liquidation was completed on June 15, 2020.

3.4.2 EM Entertainment Co., Ltd. has registered the dissolution with the Department of Business Development, Ministry of Commerce on December 25, 2019. And the liquidation was completed on January 8, 2021

4. SIGNIFICANT ACCOUNTING POLICIES

4.1 Revenues and Expenses Recognition

4.1.1 Revenue from advertising, the Group recognized when the obligations under the contract are already performed by rendering the services when the advertisement was broadcasted on television

4.1.2 Revenue from services

1) Revenues from production of series and variety shows are recognized when the production is completed and control over the assets have been transferred to the customers.

2) Revenue from other services such as revenues from studio services are recognized on over time of services rendering.

4.1.3 Revenue from artist management, Normally the term of contract is between 1 month to 1 year which required the artist to commit to those terms as stated in the contract i.e. advertisement of merchandise or drama shows. The Group recognized when the obligations under the contract are already performed by rendering the services.

4.1.4 Revenue from sale of goods, the Group recognized when the control of asset has been to the customers at the point in time. Revenue is measured at the amount of the consideration received or expected receivable after deducting returns, discounts, and business operating fees excluding value added tax

4.1.5 Discount and operating fees satisfied to the counterparty which is considered to be a customers of the Group will be recorded net of revenues from sales and services.

4.1.6 Interest income is recognized on an accrual basis based on the effective interest rate

4.1.7 Dividends are recognised when the right to receive payment is established

4.1.8 Revenues and expenses are recognized on an accrual basis.

4.2 Cash and Cash Equivalents

Cash and cash equivalents included cash on hand and at bank of which the maturity is less than three months from the deposit date and without restriction on withdrawal.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.3 Inventory

Residual value of inventories measured by capital price or net realizable value, Whichever is lower are as follows :

Television programmes production such as series and entertainment programs have been made with the customers by contract. The Group presents cost of Television programmes being produced and complete production ready to on air as inventories in full amount.

Cost of such programs consist of expenses directly relating to Television programmes production are recognized as cost of sales when performance obligation has been completely done under the contract and transferred control of inventories to customers.

Books and other inventories are stated at the lower of cost or net realisable value. Cost is determined by the weighted average method.

Net realisable value is the estimate of the selling price in the ordinary course of business, less the costs of completion and selling expenses. Allowance is made, where necessary, for obsolete, slow-moving and defective inventories and is recognised in administrative expenses.

4.4 Investments in subsidiaries

Investments in subsidiaries in the separate financial statements are recorded at cost net of provision for impairment of investment (if any).

4.5 Investment in associates and joint ventures

Investment in associates and joint ventures is investment in an enterprise in which the investor has significant influence but no the power to participate in the financial and operating policy decisions of the investment and is not in control over those policies. Investment in associates and joint ventures are carried at net cost of provision for impairment of investment in the separate financial statements and included share of profit or loss of associates under the equity method in the consolidated financial statements in and recognized share of loss of associates from the investment reported at nil, except the extent that group of company has incurred obligations to satisfy obligations of associates.

4.6 Financial instruments

Accounting policies adopted since January 1, 2020

The Group initially measures financial assets at its fair value plus, in the case of financial assets that are not measured at fair value through profit or loss, transaction costs. However, trade receivables, that do not contain a significant financing component are measured at the transaction price as disclosed in the accounting policy relating to revenue recognition.

4.6.1 Classification and measurement of financial assets

Financial assets are classified, at initial recognition, as to be subsequently measured at amortised cost, fair value through other comprehensive income (“FVOCI”), or fair value through profit or loss (“FVTPL”). The classification of financial assets at initial recognition is driven by the Group’s business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.6 Financial instruments (Continued)

4.6.1 Classification and measurement of financial assets (Continued)

-Financial assets at amortised cost

The Group measures financial assets at amortised cost if the financial asset is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate (“EIR”) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

-Financial assets designated at FVOCI (equity instruments)

Upon initial recognition, the Group can elect to irrevocably classify its equity investments which are not held for trading as equity instruments designated at FVOCI. The classification is determined on an instrument-by-instrument basis.

Gains and losses recognised in other comprehensive income on these financial assets are never recycled to profit or loss.

Dividends are recognised as other income in profit or loss, except when the dividends clearly represent a recovery of part of the cost of the financial asset, in which case, the gains are recognised in other comprehensive income.

Equity instruments designated at FVOCI are not subject to impairment assessment.

4.6.2 Classification and measurement of financial liabilities

The Group’s financial liabilities are recognised at fair value net of transaction costs and classified as liabilities to be subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are through the EIR amortisation process. In determining amortised cost, the Group takes into account any fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in profit or loss.

-Derecognition of financial instruments

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or have been transferred and either the Group has transferred substantially all the risks and rewards of the asset, or the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.6 Financial instruments (Continued)

4.6.3 Impairment of financial assets

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure (a lifetime ECL).

The Group considers a significant increase in credit risk to have occurred when contractual payments are more than 30 days past due, and considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to have a significant increase in credit risk and to be in default using other internal or external information, such as credit rating of issuers.

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. It is based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

4.6.4 Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Accounting policies adopt before January 1, 2020

4.6.5 Trade and Other Current Receivables

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

The Group provided allowance for doubtful accounts by considering the overdue period of the trade receivable from the abilities to repay the debts of each trade receivable.

4.6.6 Available-for-sale investments

Available-for-sale 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.

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

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.6 Financial instruments (Continued)

4.6.6 Available-for-sale investments (Continued)

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 or Net Asset Value (NAV) announced by the Asset Management Company. The unrealised gains and losses of available-for-sale investments are recognised in other 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.

4.7 Plant, Property and Equipment

Land is stated at cost less provision for impairment of assets (If any).

Building and equipment are stated at cost less relevant accumulated depreciation and provision for impairment of assets (if any). Cost is included initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which the Company and subsidiaries incur.

Building and equipment are depreciated on a straight-line basis over the estimated useful lives of the assets and depreciation charge has to be determined separately for each significant parts of assets with the cost that is significant in relation to the total cost of asset item. In addition, the entity is required to review the useful lives, residual value and depreciation method at least at each financial year-end.

The estimated useful lives of the assets are as follows :

| | Number of years |
|---|-----------------|
| Land improvements | 40 |
| Building improvements | 20 |
| Buildings | 5 - 40 |
| Office equipment | 5 |
| Furniture and fixtures | 5 |
| Tools and equipment for television programme production | 5 |
| Vehicles | 5 |
| Computer equipment | 5 |

Land and assets under construction were not depreciated.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.8 Leases

Accounting policies adopted since 1 January 2020

At inception of contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group assesses the lease term for the non-cancellable period as stipulated in lease contract or the remaining period of active leases together with any period covered by an option to extend the lease if it is reasonably certain to be exercised or any periods covered by an option to terminate the lease if it is reasonably certain not to be exercised by considering the effect of changes in technology and/or the other circumstance relating to the extension of the lease term

The Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. At the commencement date of the lease (i.e. the date the underlying asset is available for use), the Group recognises right-of-use assets representing the right to use the underlying assets and lease liabilities based on lease liabilities based on lease payments.

Right-of-use assets

Right-of-use assets are measured at cost, less any accumulated depreciation, any accumulated impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities initially recognised, initial direct costs incurred, and lease payments made at or before the commencement date of the lease less any lease incentives received.

The cost of right-of-use assets also includes an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Depreciation of right-of-use assets are calculated by reference to their costs on a straight-line basis over the shorter of their estimated useful lives and the lease term, as follows:

| | |
|----------|----------|
| Vehicles | 4-5 year |
|----------|----------|

If ownership of the leased asset is transferred to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Lease liabilities

Lease liabilities are measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, and amounts expected to be payable under residual value guarantees. Moreover, the lease payments include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.8 Leases (Continued)

Lease liabilities (Continued)

In calculating the present value of lease payments, the Group uses its incremental borrowing rate, which is determined by referring to the government bond yield adjusted with risk premium depending on the lease term, at the lease commencement date if the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

A lease that has a lease term less than or equal to 12 months from commencement date or a lease of low-value assets is recognised as expenses on a straight-line basis over the lease term.

Accounting policies adopted before January 1, 2020

Long-Term Lease

Financial lease

The Company and subsidiaries record vehicles under hire purchase agreement/lease agreement as assets and liabilities in an amount equal to the fair value of the leased assets or the present value of the minimum payments under the agreements. Interest expenses are recorded to each period over the term of the agreement.

Operating lease

The Company and subsidiaries have recorded long-term lease land agreement to be paid over the term of the agreement under operating lease as rental expenses since the inception date in the statements of comprehensive income, amortized on a straight-line basis.

4.9 Other Intangible Assets

Computer software are stated at cost less accumulated amortization and provision for impairment of assets (If any.). Computer software are amortised over their estimated useful lives, which does not exceed 5 years.

4.10 Goodwill

Goodwill is initial measured at cost which equal to the cost of business combination exceed than fair value of acquisition. If fair value of acquired net assets exceed than cost of business combination will be recognized the excess as gain in profit or loss immediately.

Goodwill is stated at cost less allowance for accumulated impairment (if any) and the impairment will be tested every year or when there is an indication that the assets may be impaired.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.11. Impairment of non-financial assets

At the end of each reporting period, the Group perform impairment reviews in respect of the property, plant and equipment and right-of-use assets whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount.

An impairment loss is recognised in profit or loss.

In the assessment of asset impairment (except for goodwill), if there is any indication that previously recognised impairment losses may no longer exist or may have decreased, the Group estimates the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The increased carrying amount of the asset attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at a revalued amount, in which case the reversal, which exceeds the carrying amount that would have been determined, is treated as a revaluation increase.

4.12 Transactions in Foreign Currencies

The Company and subsidiaries record its transactions in foreign currencies converting into Thai Baht by using the exchange rates ruling on the transaction dates. The outstanding balances of accounts in foreign currencies as at the statements of financial position date are converted into Thai Baht by using the exchange rates ruling on the same date.

Gains or Loss on exchange rate are taken into income or expense in the results of operation.

4.13 Provident fund and employee benefits

4.13.1 Provident fund

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

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.13 Provident fund and employee benefits (Continued)

4.13.2 Employee benefits

The Group provide for post-employment benefits, payable to employees under the Thai Labor Law. The present value of employee benefit liabilities recognized in the statements of financial position using Projected Unit Credit Method of which calculated by the Independent Actuary by using Actuarial Technique. The calculation was made from determining the present value of future cash flows expected to be required to settle and determines discount rate by reference to market yield of government bonds should have terms to maturity approximately equal to the terms of such obligations. In determine the future cash flows expected to be required to settle is used from employees' salaries, turnover, length of services and other factors. Changes in actuarial gains or losses are recognized in the period in which they are incurred in other comprehensive income. Expenses related to employee benefits shall be recorded in profit or loss for sharing such expenses throughout the period of services rendering

4.14 Income Tax and Deferred Tax

4.14.1 Income tax expense for the period comprises current and deferred tax. Current and deferred tax are recognized in profit or loss except to the extent that they relate to a business combination, or items recognized directly in equity or in other comprehensive income

- 1) Current tax is the expected tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years
- 2) Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized that it is probable that they will not utilize in the foreseeable future.

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

4.14.3 In determining the amount of current and deferred tax, the Company and subsidiaries take into account the impact of uncertain tax positions and whether additional taxes and interest may be settled. The Company and subsidiaries believe that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretation of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the Company and subsidiaries to change its judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

4.14.4 Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but the group of company intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.14 Income Tax and Deferred Tax (Continued)

4.14.5 A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realized.

4.15 Provisions

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

4.16 Significant accounting judgements and estimates

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

Allowance for expected credit losses of trade receivables and contract assets

In determining an allowance for expected credit losses of trade receivables, the management needs to make judgement and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the forecast economic condition for groupings of various customer segments with similar credit risks. The Group's historical credit loss experience and forecast economic conditions may also not be representative of whether a customer will actually default in the future.

Fair value of financial instruments

In determining the fair value of financial instruments recognised in the statement of financial position that are not actively traded and for which quoted market prices are not readily available, the management exercise judgement, using a variety of valuation techniques and models. The input to these models is taken from observable markets, and includes consideration of credit risk, liquidity, correlation and longer-term volatility of financial instruments. Change in assumptions about these factors could affect the fair value recognised in the statement of financial position and disclosures of fair value hierarchy.

Provision for devaluation of inventories

The determination of provision for devaluation of inventories, requires management to make judgements and estimates. The allowance for decline in net realizable value is estimated based on the selling price expected in the ordinary course of business; and provision for obsolete, slow-moving and deteriorated inventories, is estimated based on the approximate useful life of each type of inventory.

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.16 Significant accounting judgements and estimates (Continued)

Property, plant and equipment/Depreciation

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

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

Intangible assets

The initial recognition and measurement of intangible assets, and subsequent impairment testing, require management to make estimates of cash flows to be generated by the asset or the cash generating units and to choose a suitable discount rate in order to calculate the present value of those cash flows.

Deferred tax assets

Deferred tax assets are recognized for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized by considering the amounts of expected future taxable profit of each period.

Post-employment benefits under defined benefit plans and other long-term employee benefits

The obligation under the defined benefit plans and other long-term employee benefit plans are determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

Leases

Determining the lease term with extension and termination options - The Group as a lessee

In determining the lease term, the management is required to exercise judgment in assessing whether the Group is reasonably certain to exercise the option to extend or terminate the lease, considering all relevant factors and circumstances that create an economic incentive for the Group to exercise either the extension or termination option. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to extend or to terminate.

Accounting policies adopt before January 1, 2020

Allowance for doubtful accounts

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

4. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

4.16 Significant accounting judgements and estimates (Continued)

Leases

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

4.17 Earnings (Loss) per Share

Earning (Loss) per share presented in the statements of comprehensive income is the basic earnings (loss) per share which is determined by dividing the net profit (loss) for the year by the number of common share outstanding at the end of the period.

Diluted earnings per share is calculated by dividing profit (loss) by the weighted average number of ordinary shares issued during the period and the diluted potential ordinary shares issued for conversion to ordinary shares by assuming that ordinary shares conversion to ordinary shares at the end of the year or the potential ordinary shares issued date.

5. CUMULATIVE EFFECTS OF CHANGE IN ACCOUNTING POLICIES DUE TO THE ADOPTION OF NEW FINANCIAL REPORTING STANDARDS

As described in Note 2.2 to the interim consolidated financial statements, during the current period, the Group has adopted financial reporting standards related to financial instruments and TFRS 16. The cumulative effect of initially applying these standards is recognized as an adjustment to retained earnings as at January 1, 2020. Therefore, the comparative information was not restated. The impacts on the beginning balance of retained earnings of 2020 from changes in accounting policies due to the adoption of these standards are presented as follows:

(Unit : Million Baht)

| | Consolidated financial statements | | | January 1, 2020 |
|---|-----------------------------------|--|---------|-----------------|
| | December 31, 2019 | The impacts of | | |
| | | Financial reporting standards related to financial instruments | TFRS 16 | |
| Statement of financial position | | | | |
| Assets | | | | |
| Current assets | | | | |
| Current investments | 0.50 | (0.50) | - | - |
| Other current financial assets | - | 0.50 | - | 0.50 |
| Non-current assets | | | | |
| Other non-current financial assets | - | 86.87 | - | 86.87 |
| Available-for-sale investments | 55.21 | (55.21) | - | - |
| Other long-term investments | 31.66 | (31.66) | - | - |
| Property, plant and equipment | 401.25 | - | (3.51) | 397.74 |
| Right-of-use assets | - | - | 10.08 | 10.08 |
| Liabilities and shareholders' equity | | | | |
| Current liabilities | | | | |
| Current portion of lease liabilities | 1.04 | - | 0.90 | 1.94 |
| Non-current liabilities | | | | |
| Lease liabilities, net of current portion | 1.82 | - | 5.67 | 7.49 |

5. CUMULATIVE EFFECTS OF CHANGE IN ACCOUNTING POLICIES DUE TO THE ADOPTION OF NEW FINANCIAL REPORTING STANDARDS (CONTINUED)

(Unit : Million Baht)

| | Separate financial statements | | | January 1, 2020 |
|---|-------------------------------|--|---------|-----------------|
| | December 31, 2019 | The impacts of | | |
| | | Financial reporting standards related to financial instruments | TFRS 16 | |
| Statement of financial position | | | | |
| Assets | | | | |
| Current assets | | | | |
| Current investments | 0.50 | (0.50) | - | - |
| Other current financial assets | - | 0.50 | - | 0.50 |
| Non-current assets | | | | |
| Other non-current financial assets | - | 86.87 | - | 86.87 |
| Available-for-sale investments | 55.21 | (55.21) | - | - |
| Other long-term investments | 31.66 | (31.66) | - | - |
| Property, plant and equipment | 400.19 | - | (3.51) | 396.68 |
| Right-of-use assets | - | - | 5.92 | 5.92 |
| Liabilities and shareholders' equity | | | | |
| Current liability | | | | |
| Current portion of lease liabilities | 1.04 | - | 0.21 | 1.25 |
| Non-current liability | | | | |
| Lease liabilities, net of current portion | 1.82 | - | 2.20 | 4.02 |

5.1 Financial instruments

The classification, measurement basis, and carrying values of financial assets in accordance with TFRS 9 as at January 1, 2020, and with the carrying amounts under the former basis, are as follows:

5. CUMULATIVE EFFECTS OF CHANGE IN ACCOUNTING POLICIES DUE TO THE ADOPTION OF NEW FINANCIAL REPORTING STANDARDS (CONTINUED)

(Unit : Million Baht)

| | Consolidated financial statements | | | |
|--|---|--|-------------------|--------|
| | Carrying amounts under the former basis | Classification and measurement in accordance with | | |
| | | TFRS 9 | | |
| | | Fair value through other comprehensive income | Amortized cost | Total |
| Financial assets as at January 1, 2020 | | | | |
| Cash and cash equivalents | 47.46 | - | 47.46 | 47.46 |
| Current investments | 0.50 | - | 0.50 | 0.50 |
| Trade and other receivables | 102.21 | - | 102.21 | 102.21 |
| Other current assets | 43.44 | - | 43.44 | 43.44 |
| Bank deposits with obligation | 0.83 | - | 0.83 | 0.83 |
| Available-for-sale investments | 55.21 | 55.21 | - | 55.21 |
| Other long-term investments | 31.66 | 26.66 | 5.00 | 31.66 |
| Other non-current assets | 0.54 | - | 0.54 | 0.54 |
| Total financial assets | 281.85 | 81.87 | 199.98 | 281.85 |

(Unit : Million Baht)

| | Separate financial statements | | | |
|--|---|---|-------------------|--------|
| | Carrying amounts under the former basis | Classification and measurement in accordance with | | |
| | | TFRS 9 | | |
| | | Fair value through other comprehensive income | Amortized cost | Total |
| Financial assets as at January 1, 2020 | | | | |
| Cash and cash equivalents | 17.84 | - | 17.84 | 17.84 |
| Current investments | 0.50 | - | 0.50 | 0.50 |
| Trade and other receivables | 78.95 | - | 78.95 | 78.95 |
| Short-term loan to related party | 5.44 | - | 5.44 | 5.44 |
| Other current assets | 40.14 | - | 40.14 | 40.14 |
| Bank deposits with obligation | 0.83 | - | 0.83 | 0.83 |
| Available-for-sale investments | 55.21 | 55.21 | - | 55.21 |
| Other long-term investments | 31.66 | 26.66 | 5.00 | 31.66 |
| Other non-current assets | 0.54 | - | 0.54 | 0.54 |
| Total financial assets | 231.11 | 81.87 | 149.24 | 231.11 |

As at January 1, 2020, the Group has not designated any financial liabilities at fair value through profit or loss.

5. CUMULATIVE EFFECTS OF CHANGE IN ACCOUNTING POLICIES DUE TO THE ADOPTION OF NEW FINANCIAL REPORTING STANDARDS (CONTINUED)

5.2 Leases

Upon initial application of TFRS 16 the Group recognized lease liabilities previously classified as operating leases at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rate at January 1, 2020. For leases previously classified as finance leases, the Group recognized the carrying amount of the right-of-use assets and lease liabilities based on the carrying amounts of the lease assets and lease liabilities immediately before the date of initial application of TFRS 16.

| | (Unit : Million Baht) | |
|--|-----------------------|----------------------|
| | Consolidated | Separate |
| | financial statements | financial statements |
| Operating lease commitments as at December 31, 2019 | 10.36 | 5.12 |
| Less: Short-term leases and leases of low-value assets | (1.92) | (1.66) |
| Less: Deferred interest expenses | (1.87) | (1.05) |
| Increase in lease liabilities due to TFRS 16 initial adoption | 6.57 | 2.41 |
| Liabilities under finance lease agreements as at December 31, 2019 | 2.86 | 2.86 |
| Lease liabilities as at January 1, 2020 | <u>9.43</u> | <u>5.27</u> |
| The above lease liabilities comprise of: | | |
| Current lease liabilities | 1.95 | 1.25 |
| Non-current lease liabilities | 7.48 | 4.02 |
| Total | <u>9.43</u> | <u>5.27</u> |

The adjustments of right-of-use assets due to TFRS 16 initial adoption as at January 1, 2020 are summarized below:

| | (Unit : Million Baht) | |
|---------------------------|-----------------------|-------------|
| | Consolidated | Separate |
| | financial | financial |
| | statements | statements |
| Motor vehicles | 9.72 | 5.56 |
| Total right-of-use assets | <u>9.72</u> | <u>5.56</u> |

6. CASH AND CASH EQUIVALENTS

| | Consolidated financial statements (Baht) | | Separate financial statements (Baht) | |
|------------------|--|-------------------|--------------------------------------|-------------------|
| | December 31, 2020 | December 31, 2019 | December 31, 2020 | December 31, 2019 |
| Cash on hand | 64,793.25 | 221,654.25 | 10,803.75 | 104,680.50 |
| Current accounts | 1,142,406.11 | 5,416,357.15 | 1,266,032.03 | 5,426,583.43 |
| Savings deposit | 50,966,018.24 | 41,824,435.65 | 19,299,716.97 | 12,304,483.93 |
| Total | 52,173,217.60 | 47,462,447.05 | 20,576,552.75 | 17,835,747.86 |

7. TRADE AND OTHER CURRENT RECEIVABLES

| | Consolidated financial statements (Baht) | | Separate financial statements (Baht) | |
|---|--|-------------------|--------------------------------------|-------------------|
| | December 31, 2020 | December 31, 2019 | December 31, 2020 | December 31, 2019 |
| Trade accounts receivable - related parties (Note 30.2) | 0.00 | 0.00 | 4,456,505.00 | 7,519,282.01 |
| Trade accounts receivable - third parties | 56,246,305.12 | 77,484,525.22 | 36,407,440.02 | 49,142,333.83 |
| Less Allowance for expected credit loss | | | | |
| (2019: Allowance for doubtful accounts) | (2,408,169.26) | (5,132,940.37) | (2,336,610.41) | (5,132,940.37) |
| Total trade accounts receivable, net | 53,838,135.86 | 72,351,584.85 | 38,527,334.61 | 51,528,675.47 |
| Other receivables - related parties (Note 30.2) | 734,372.50 | 714,372.50 | 734,372.50 | 733,761.14 |
| Other receivables - third parties | 301,022.39 | 907,107.65 | 301,019.84 | 687,180.65 |
| Less Allowance for expected credit loss | | | | |
| (2019: Allowance for doubtful accounts) | (882,872.50) | (882,872.50) | (882,872.50) | (882,872.50) |
| Total other receivables, net | 152,522.39 | 738,607.65 | 152,519.84 | 538,069.29 |
| Accrued income - television program production (Note 8.1) | 3,179,168.24 | 27,583,340.00 | 1,646,100.35 | 25,300,707.60 |
| Accrued income - related parties (Note 8.1 , 30.2) | 0.00 | 0.00 | 0.00 | 342,133.43 |
| Prepayments - production cost and others | 1,191,872.89 | 1,540,218.43 | 984,773.66 | 1,241,266.34 |
| Total other current receivables | 4,371,041.13 | 29,123,558.43 | 2,630,874.01 | 26,884,107.37 |
| Total trade and other current receivables | 58,361,699.38 | 102,213,750.93 | 41,310,728.46 | 78,950,852.13 |

7. TRADE AND OTHER CURRENT RECEIVABLES (CONTINUED)

Trade accounts receivable are separated by aging as follows :

| | Consolidated financial statements (Baht) | | Separate financial statements (Baht) | |
|---|--|-------------------|--------------------------------------|-------------------|
| | December 31, 2020 | December 31, 2019 | December 31, 2020 | December 31, 2019 |
| Within credit term | 25,531,269.45 | 52,751,293.75 | 25,051,131.34 | 42,912,584.04 |
| Overdue | | | | |
| - Less than 3 months | 24,825,150.37 | 17,731,159.66 | 14,242,928.38 | 7,598,521.41 |
| - Over 3 - 6 months | 4,345,000.00 | 1,842,807.50 | 25,000.00 | 998,310.00 |
| - Over 6 - 12 months | 0.00 | 26,323.92 | 0.00 | 19,260.00 |
| - Over 12 months | 1,544,885.30 | 5,132,940.39 | 1,544,885.30 | 5,132,940.39 |
| Total | 56,246,305.12 | 77,484,525.22 | 40,863,945.02 | 56,661,615.84 |
| Less Allowance for expected credit loss/ (2019: Allowance for doubtful accounts) | (2,408,169.26) | (5,132,940.37) | (2,336,610.41) | (5,132,940.37) |
| Net | 53,838,135.86 | 72,351,584.85 | 38,527,334.61 | 51,528,675.47 |

Receivables from related parties are mainly from television programme production services, television programme consultant services and television commercial management and public relation services that the Company has provided to Creatist Media Company Limited.

8. ACCRUED INCOME AND UNEARNED REVENUES

8.1 Outstanding balance under the contract

| | Consolidated financial statements (Baht) | | Separate financial statements (Baht) | |
|--------------------------------|--|-------------------|--------------------------------------|-------------------|
| | December 31, 2020 | December 31, 2019 | December 31, 2020 | December 31, 2019 |
| Unbilled revenues | | | | |
| Accrued income (Note 7) | 3,179,168.24 | 27,583,340.00 | 1,646,100.35 | 25,642,841.03 |
| Total | 3,179,168.24 | 27,583,340.00 | 1,646,100.35 | 25,642,841.03 |
| Unearned revenues from service | | | | |
| Unearned revenues from service | 21,821,477.81 | 44,301,355.81 | 10,661,662.48 | 44,301,355.81 |
| Total | 21,821,477.81 | 44,301,355.81 | 10,661,662.48 | 44,301,355.81 |

8. ACCRUED INCOME AND UNEARNED REVENUES (CONTINUED)

8.2 Revenue recognized relating to outstanding balance of the contract

Revenue recognized relating to outstanding balance of the contract for the year ended December 31, 2020 and 2019 are as follows.

| | Consolidated financial statements (Baht) | | Separate financial statements (Baht) | |
|---|--|---------------------|--------------------------------------|---------------------|
| | December 31, 2020 | December 31, 2019 | December 31, 2020 | December 31, 2019 |
| Revenue recognized as previously included in unearned revenue from unearned revenues from services | 44,301,355.81 | 2,905,000.00 | 44,301,355.81 | 2,830,000.00 |
| Revenue recognized from changing of vary return connected to complete performance obligation of previous year | 0.00 | 0.00 | 0.00 | 0.00 |
| | <u>44,301,355.81</u> | <u>2,905,000.00</u> | <u>44,301,355.81</u> | <u>2,830,000.00</u> |

8.3 Revenue expected to be recognized for incomplete performance obligation

As at December 31, 2020, the Group expected to have revenue to be recognized in the future for incomplete performance obligation (or partial incomplete) of hire of production contract of series and entertainment programs made with customer Baht 68.38 million (Separate financial statement Baht 66.24 million). The Group has expected that performance obligation will be completely done under the contract within 1 year (Separate financial statements : 1 year)

9. INVENTORIES

| | Consolidated financial statements (Baht) | | Separate financial statements (Baht) | |
|--|--|----------------------|--------------------------------------|----------------------|
| | December 31, 2020 | December 31, 2019 | December 31, 2020 | December 31, 2019 |
| Television programme under production | 37,749,537.24 | 57,887,439.99 | 37,291,510.58 | 57,790,497.20 |
| Less allowance for diminution in value | (118,138.72) | 0.00 | (118,138.72) | 0.00 |
| Net | <u>37,631,398.52</u> | <u>57,887,439.99</u> | <u>37,173,371.86</u> | <u>57,790,497.20</u> |
| Books and CDs | 52,103.50 | 52,103.50 | 52,103.50 | 52,103.50 |
| Cosmetic | 423,956.16 | 477,862.55 | 537,518.16 | 605,864.15 |
| Other inventories | 894,992.48 | 1,876,629.02 | 894,992.48 | 1,876,629.02 |
| Total | <u>39,002,450.66</u> | <u>60,294,035.06</u> | <u>38,657,986.00</u> | <u>60,325,093.87</u> |

10. OTHER CURRENT ASSETS

| | Consolidated financial statements (Baht) | | Separate financial statements (Baht) | |
|---------------------------------|--|----------------------|--------------------------------------|----------------------|
| | December 31, 2020 | December 31, 2019 | December 31, 2020 | December 31, 2019 |
| Receivable - Revenue Department | 37,149,595.00 | 42,763,205.96 | 34,315,746.60 | 39,476,270.75 |
| Deposits | 1,188,691.59 | 435,000.00 | 1,188,691.59 | 420,000.00 |
| Others | 26,696.68 | 238,942.87 | 26,696.68 | 238,942.87 |
| Total | <u>38,364,983.27</u> | <u>43,437,148.83</u> | <u>35,531,134.87</u> | <u>40,135,213.62</u> |

11. DISCONTINUED OPERATION

Non-current assets held for sale comprise of:

| | Consolidated financial statements (Baht) | |
|---------------------------|--|---------------------|
| | December 31, 2020 | December 31, 2019 |
| Cash and cash equivalents | 290.00 | 1,455,426.33 |
| Investment for sale | 0.00 | 2,000,000.00 |
| Accounts Receivable | 2,420.00 | 0.00 |
| Other current assets | 8,866.72 | 49,146.17 |
| Total | 11,576.72 | 3,504,572.50 |

Liabilities directly associated with the assets that will be reclassified to non-current assets held for sale comprise :

| | Consolidated financial statements (Baht) | |
|----------------------------------|--|-------------------|
| | December 31, 2020 | December 31, 2019 |
| Trade and other current payables | 0.00 | 168,000.00 |
| Total | 0.00 | 168,000.00 |

The transactions included in statements of comprehensive income for the year ended December 31, 2020 and 2019 of discontinued operations are presented as follows:

| | Consolidated financial statements (Baht) | |
|---|--|----------------|
| | 2020 | 2019 |
| Revenue from services | 0.00 | 1,090,000.00 |
| Sale services | 0.00 | 129,066.46 |
| Total revenue | 0.00 | 1,219,066.46 |
| Cost of services | 0.00 | 994,370.68 |
| Cost of sale | 0.00 | 18,217.13 |
| Total costs | 0.00 | 1,012,587.81 |
| Gross profit | 0.00 | 206,478.65 |
| Other income | 13,638.10 | 2,589.90 |
| Distribution costs | 0.00 | (770,673.35) |
| Administrative expenses | (69,947.20) | (1,869,660.16) |
| Net profit (loss) for the year from discontinued operations | (56,309.10) | (2,431,264.96) |

11. DISCONTINUED OPERATION (CONTINUED)

Cash flows provided by (used in) discontinued operation for the year ended December 31, 2020 and 2019

| | Consolidated financial statements (Baht) | |
|---|--|-----------------------|
| | 2020 | 2019 |
| Net cash used in operating activities | (223,254.62) | (2,038,610.40) |
| Net cash provided by (used in) investing activities | 2,000,000.00 | 407,931.85 |
| Net cash used in financing activities | (3,231,881.71) | 0.00 |
| Net cash used in discontinued operation activities | <u>(1,455,136.33)</u> | <u>(1,630,678.55)</u> |

12. BANK DEPOSITS WITH OBLIGATION

The Company used its fixed deposits amount of Baht 5,831,000.00 (As at December 31, 2019 amount of Baht 831,000.00) for bank guarantees for normal business purposes (Note 33).

13. INVESTMENT IN SUBSIDIARIES

| Name of subsidiaries | Type of business | Paid-up share capital | | Shareholding percentage | | Separate financial statements (Baht) | |
|--------------------------------------|---------------------------------|-----------------------|-------------------|-------------------------|-------------------|--------------------------------------|----------------------|
| | | (Million Baht) | | (%) | | Cost method | |
| | | December 31, 2020 | December 31, 2019 | December 31, 2020 | December 31, 2019 | December 31, 2020 | December 31, 2019 |
| Creatist Media Co., Ltd. | Advertising | 10.00 | 10.00 | 99.99 | 99.99 | 26,462,547.13 | 26,462,547.13 |
| EM Entertainment Co., Ltd. | Artist management | 10.00 | 10.00 | 99.99 | 99.99 | 6,645,028.53 | 9,876,910.24 |
| Bigbrain Co., Ltd. | Television programme production | 13.57 | 8.00 | 71.11 | 51.00 | 9,650,000.00 | 4,080,000.00 |
| Total investments in subsidiaries | | | | | | 42,757,575.66 | 40,419,457.37 |
| <u>Less</u> Allowance for impairment | | | | | | (10,725,028.53) | (10,675,661.55) |
| Investments in subsidiaries, net | | | | | | <u>32,032,547.13</u> | <u>29,743,795.82</u> |

On December 11, 2019, according to the resolution of the Board of directors' meeting No. 14/2019 passed the approval to dissolve subsidiary, EM Entertainment Co., Ltd. and has registered the dissolution with the Department of Business Development, Ministry of Commerce on December 25, 2019. At present, the liquidation was completed on January 8, 2021.

According to the minutes of the Board of Executive directors' meeting No. 5/2020 held on August 14, 2020, the meeting passed resolution to approve the Company to additionally invest in Bigbrain Co., Ltd. amount of Baht 5.57 million by increasing share capital.

14. INVESTMENTS IN JOINT VENTURES

| Name of joint ventures company | Type of business | Relationship | Paid-up share capital (Million Baht) | | Shareholding percentage (%) | | Consolidated financial statements (Baht) Equity method | | Separate financial statements (Baht) Cost method | |
|--------------------------------|--|--|---|-------------------|--------------------------------|-------------------|---|-------------------|---|-------------------|
| | | | December 31, 2020 | December 31, 2019 | December 31, 2020 | December 31, 2019 | December 31, 2020 | December 31, 2019 | December 31, 2020 | December 31, 2019 |
| Direct joint ventures | | | | | | | | | | |
| Triple S Interactive Co., Ltd. | Online game and software development for online game | Associated company and common | 17.00 | 17.00 | 50.00 | 50.00 | 0.00 | 0.00 | 8,500,000.00 | 8,500,000.00 |
| | | | | | | | 0.00 | 0.00 | 8,500,000.00 | 8,500,000.00 |
| | | Less provision for impairment of investments | | | | | 0.00 | 0.00 | (8,500,000.00) | (8,500,000.00) |
| | | Net | | | | | 0.00 | 0.00 | 0.00 | 0.00 |

According to the minutes of shareholders' extraordinary meeting No.1/2019 of Triple S Interactive Co., Ltd. held on October 11, 2019 passed the resolution to dissolve and appoint the liquidator which had the resolution to dissolve its operation on October 11, 2019. Subsequent on October 25, 2019, the dissolution has been registered with the Department of Business Development, Ministry of Commerce. At present, it is in liquidation process

15. OTHER NON-CURRENT FINANCIAL ASSETS (CONTINUED)

15.2 Investment in equity securities of non-listed company

| Company | Business | Paid-up share capital | | Shareholding percentage | | Consolidated and Separate | |
|-----------------------|---|-----------------------|-------------------|-------------------------|-------------------|-----------------------------|-------------------|
| | | (Baht) | | (%) | | financial statements (Baht) | |
| | | December 31, 2020 | December 31, 2019 | December 31, 2020 | December 31, 2019 | December 31, 2020 | December 31, 2019 |
| AnyMind Group Limited | Advertising management services and investment holding | 753,935.14 USD | 50,000.00 USD | 0.35 | 0.49 | 26,656,167.80 | 26,656,167.80 |
| Neon Works Co., Ltd | Information and media planning | 1,250,000.00 | 0.00 | 15.00 | 0.00 | 187,500.00 | 0.00 |
| Total | | | | | | 26,843,667.80 | 26,656,167.80 |

Investment in AnyMind Group Limited is investment in foreign which is irredeemable preferred shares but had a right to convert to ordinary share.

15.3 Financial asset measured at amortized cost

| | Interest rate | Consolidated and Separate | |
|--------------------------------|------------------------|-----------------------------|-------------------|
| | | financial statements (Baht) | |
| | | December 31, 2020 | December 31, 2019 |
| Investments in savings lottery | 1.00 - 1.40% per annum | 5,087,643.83 | 5,000,000.00 |
| Total | | 5,087,643.83 | 5,000,000.00 |

16. PROPERTY, PLANT AND EQUIPMENT

Consolidated financial statements

| | Land (Baht) | Land and buildings improvements (Baht) | Buildings (Baht) | Office equipment (Baht) | Furniture and fixtures (Baht) | Tools and equipment for television programme production (Baht) | Vehicles (Baht) | Computers (Baht) | Total (Baht) |
|--|----------------|---|---------------------|-------------------------------|-------------------------------------|---|--------------------|---------------------|-----------------|
| Cost | | | | | | | | | |
| As at December 31, 2019 | 166,918,773.50 | 21,429,135.22 | 295,022,649.12 | 22,056,835.37 | 8,011,088.10 | 18,836,402.63 | 19,962,560.25 | 10,815,062.05 | 563,052,506.24 |
| Acquisition | 0.00 | 0.00 | 0.00 | 294,232.14 | 49,500.00 | 0.00 | 0.00 | 325,846.26 | 669,578.40 |
| Transfer | 0.00 | 0.00 | 0.00 | 189,397.99 | 497,331.96 | (673,187.89) | 0.00 | 0.00 | 13,542.06 |
| Transfer to right-of-use assets | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | (6,794,954.68) | 0.00 | (6,794,954.68) |
| Disposal or amortization | 0.00 | 0.00 | 0.00 | (443,712.45) | (75,763.54) | (3,335,197.67) | (3,168,224.30) | (1,627,478.06) | (8,650,376.02) |
| As at December 31, 2020 | 166,918,773.50 | 21,429,135.22 | 295,022,649.12 | 22,096,753.05 | 8,482,156.52 | 14,828,017.07 | 9,999,381.27 | 9,513,430.25 | 548,290,296.00 |
| Accumulated depreciation | | | | | | | | | |
| As at December 31, 2019 | 0.00 | 13,020,565.40 | 71,309,828.24 | 18,163,753.99 | 7,003,131.73 | 18,096,539.74 | 16,351,037.38 | 10,134,222.91 | 154,079,079.39 |
| Depreciation | 0.00 | 763,873.79 | 7,047,492.98 | 2,204,194.86 | 446,317.85 | 325,206.15 | 38,474.80 | 336,566.52 | 11,162,126.95 |
| Transfer | 0.00 | 0.00 | 0.00 | 175,843.93 | 497,299.96 | (673,143.89) | 0.00 | 0.00 | 0.00 |
| Transfer to right-of-use assets | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | (3,281,904.62) | 0.00 | (3,281,904.62) |
| Disposal | 0.00 | 0.00 | 0.00 | (419,657.97) | (72,562.12) | (3,333,186.13) | (3,168,223.30) | (1,627,379.06) | (8,621,008.58) |
| As at December 31, 2020 | 0.00 | 13,784,439.19 | 78,357,321.22 | 20,124,134.81 | 7,874,187.42 | 14,415,415.87 | 9,939,384.26 | 8,843,410.37 | 153,338,293.14 |
| Allowance for decrease in value | | | | | | | | | |
| As at December 31, 2019 | 6,946,575.00 | 0.00 | 775,981.32 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 7,722,556.32 |
| Increase (Decrease) | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| As at December 31, 2020 | 6,946,575.00 | 0.00 | 775,981.32 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 7,722,556.32 |
| Net book value | | | | | | | | | |
| As at December 31, 2019 | 159,972,198.50 | 8,408,569.82 | 222,936,839.56 | 3,893,081.38 | 1,007,956.37 | 739,862.89 | 3,611,522.87 | 680,839.14 | 401,250,870.53 |
| As at December 31, 2020 | 159,972,198.50 | 7,644,696.03 | 215,889,346.58 | 1,972,618.24 | 607,969.10 | 412,601.20 | 59,997.01 | 670,019.88 | 387,229,446.54 |

Depreciation for the year ended December 31, 2020 and 2019, amount of Baht 11.16 million and Baht 13.34 million respectively.

As at 31 December 2020, the Group pledged part of land and building at net book value of Baht 30.04 million as collateral for bank overdraft and credit facilities obtained from a financial institution (Note 29).

16. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Consolidated financial statements

| | Land | Land and buildings improvements | Buildings | Office equipment | Furniture and fixtures | Tools and equipment for television programme production | Vehicles | Computers | Total |
|--|----------------|---------------------------------------|----------------|---------------------|---------------------------|---|---------------|---------------|----------------|
| | (Baht) | (Baht) | (Baht) | (Baht) | (Baht) | (Baht) | (Baht) | (Baht) | (Baht) |
| Cost | | | | | | | | | |
| As at December 31, 2018 | 166,918,773.50 | 21,429,135.22 | 295,022,649.12 | 22,607,152.50 | 7,931,606.95 | 21,139,437.77 | 19,962,560.25 | 11,238,316.80 | 566,249,632.11 |
| Acquisition | 0.00 | 0.00 | 0.00 | 369,711.68 | 222,037.76 | 223,012.14 | 0.00 | 518,907.42 | 1,333,669.00 |
| Disposal or amortization | 0.00 | 0.00 | 0.00 | (920,028.81) | (142,556.61) | (2,526,047.28) | 0.00 | (942,162.17) | (4,530,794.87) |
| As at December 31, 2019 | 166,918,773.50 | 21,429,135.22 | 295,022,649.12 | 22,056,835.37 | 8,011,088.10 | 18,836,402.63 | 19,962,560.25 | 10,815,062.05 | 563,052,506.24 |
| Accumulated depreciation | | | | | | | | | |
| As at December 31, 2018 | 0.00 | 12,239,843.46 | 64,262,334.72 | 16,732,397.16 | 6,683,312.47 | 20,261,214.31 | 14,953,570.30 | 10,108,016.76 | 145,240,689.18 |
| Depreciation | 0.00 | 780,721.94 | 7,047,493.52 | 2,344,629.87 | 454,546.41 | 346,611.86 | 1,397,467.08 | 967,881.95 | 13,339,352.63 |
| Disposal | 0.00 | 0.00 | 0.00 | (913,273.04) | (134,727.15) | (2,511,286.43) | 0.00 | (941,675.80) | (4,500,962.42) |
| As at December 31, 2019 | 0.00 | 13,020,565.40 | 71,309,828.24 | 18,163,753.99 | 7,003,131.73 | 18,096,539.74 | 16,351,037.38 | 10,134,222.91 | 154,079,079.39 |
| Allowance for decrease in value | | | | | | | | | |
| As at December 31, 2018 | 6,946,575.00 | 0.00 | 775,981.32 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 7,722,556.32 |
| Increase (Decrease) | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| As at December 31, 2019 | 6,946,575.00 | 0.00 | 775,981.32 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 7,722,556.32 |
| Net book value | | | | | | | | | |
| As at December 31, 2018 | 159,972,198.50 | 9,189,291.76 | 229,984,333.08 | 5,874,755.34 | 1,248,294.48 | 878,223.46 | 5,008,989.95 | 1,130,300.04 | 413,286,386.61 |
| As at December 31, 2019 | 159,972,198.50 | 8,408,569.82 | 222,936,839.56 | 3,893,081.38 | 1,007,956.37 | 739,862.89 | 3,611,522.87 | 680,839.14 | 401,250,870.53 |

16. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Separate financial statements

| | Land | Land and buildings improvements | Buildings | Office equipment | Furniture and fixtures | Tools and equipment for television programme production | Vehicles | Computers | Total |
|--|----------------|---------------------------------------|----------------|---------------------|---------------------------|---|----------------|----------------|----------------|
| | (Baht) | (Baht) | (Baht) | (Baht) | (Baht) | (Baht) | (Baht) | (Baht) | (Baht) |
| Cost | | | | | | | | | |
| As at December 31, 2019 | 166,918,773.50 | 21,429,135.22 | 294,185,299.12 | 21,806,837.78 | 7,763,920.03 | 17,709,537.03 | 16,653,560.25 | 9,268,950.51 | 555,736,013.44 |
| Acquisition | 0.00 | 0.00 | 0.00 | 204,521.87 | 49,500.00 | 0.00 | 0.00 | 309,900.00 | 563,921.87 |
| Transfer | 0.00 | 0.00 | 0.00 | 189,397.99 | 497,331.96 | (673,187.89) | 0.00 | 0.00 | 13,542.06 |
| Transfer to right-of-use assets | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | (6,794,954.68) | 0.00 | (6,794,954.68) |
| Disposal or amortization | 0.00 | 0.00 | 0.00 | (438,712.45) | (67,353.54) | (3,335,197.67) | (3,168,224.30) | (1,485,007.73) | (8,494,495.69) |
| As at December 31, 2020 | 166,918,773.50 | 21,429,135.22 | 294,185,299.12 | 21,762,045.19 | 8,243,398.45 | 13,701,151.47 | 6,690,381.27 | 8,093,842.78 | 541,024,027.00 |
| Accumulated depreciation | | | | | | | | | |
| As at December 31, 2019 | 0.00 | 12,685,856.06 | 71,128,134.75 | 18,017,889.44 | 6,857,216.66 | 17,396,466.04 | 13,042,038.38 | 8,688,549.35 | 147,816,150.68 |
| Depreciation | 0.00 | 596,404.00 | 7,047,492.98 | 2,149,657.74 | 397,048.14 | 100,362.33 | 38,474.80 | 254,744.96 | 10,584,184.95 |
| Transfer | 0.00 | 0.00 | 0.00 | 175,843.93 | 497,299.96 | (673,143.89) | 0.00 | 0.00 | 0.00 |
| Transfer to right-of-use assets | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | (3,281,904.62) | 0.00 | (3,281,904.62) |
| Disposal | 0.00 | 0.00 | 0.00 | (415,325.12) | (65,274.96) | (3,333,186.13) | (3,168,223.30) | (1,484,924.73) | (8,466,934.24) |
| As at December 31, 2020 | 0.00 | 13,282,260.06 | 78,175,627.73 | 19,928,065.99 | 7,686,289.80 | 13,490,498.35 | 6,630,385.26 | 7,458,369.58 | 146,651,496.77 |
| Allowance for decrease in value | | | | | | | | | |
| As at December 31, 2019 | 6,946,575.00 | 0.00 | 775,981.32 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 7,722,556.32 |
| Increase (Decrease) | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| As at December 31, 2020 | 6,946,575.00 | 0.00 | 775,981.32 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 7,722,556.32 |
| Net book value | | | | | | | | | |
| As at December 31, 2019 | 159,972,198.50 | 8,743,279.16 | 222,281,183.05 | 3,788,948.34 | 906,703.37 | 313,070.99 | 3,611,521.87 | 580,401.16 | 400,197,306.44 |
| As at December 31, 2020 | 159,972,198.50 | 8,146,875.16 | 215,233,690.07 | 1,833,979.20 | 557,108.65 | 210,653.12 | 59,996.01 | 635,473.20 | 386,649,973.91 |

Depreciation for the year ended December 31, 2020 and 2019, amount of Baht 10.58 million and Baht 12.49 million respectively.

As at 31 December 2020, the Group pledged part of land and building at net book value of Baht 30.04 million as collateral for bank overdraft and credit facilities obtained from a financial institution (Note 29).

16. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Separate financial statements

| | Land (Baht) | Land and buildings improvements (Baht) | Buildings (Baht) | Office equipment (Baht) | Furniture and fixtures (Baht) | Tools and equipment for television programme production (Baht) | Vehicles (Baht) | Computers (Baht) | Total (Baht) |
|--|----------------|---|---------------------|-------------------------------|-------------------------------------|---|--------------------|---------------------|-----------------|
| Cost | | | | | | | | | |
| As at December 31, 2018 | 166,918,773.50 | 21,429,135.22 | 294,185,299.12 | 22,354,491.36 | 7,677,498.88 | 19,985,315.86 | 16,653,560.25 | 9,655,098.68 | 558,859,172.87 |
| Acquisition | 0.00 | 0.00 | 0.00 | 347,575.23 | 222,037.76 | 212,868.45 | 0.00 | 489,970.00 | 1,272,451.44 |
| Disposal or amortization | 0.00 | 0.00 | 0.00 | (895,228.81) | (135,616.61) | (2,488,647.28) | 0.00 | (876,118.17) | (4,395,610.87) |
| As at December 31, 2019 | 166,918,773.50 | 21,429,135.22 | 294,185,299.12 | 21,806,837.78 | 7,763,920.03 | 17,709,537.03 | 16,653,560.25 | 9,268,950.51 | 555,736,013.44 |
| Accumulated depreciation | | | | | | | | | |
| As at December 31, 2018 | 0.00 | 12,072,373.46 | 64,080,641.23 | 16,610,860.43 | 6,583,398.24 | 19,767,088.61 | 11,644,571.30 | 8,950,505.56 | 139,709,438.83 |
| Depreciation | 0.00 | 613,482.60 | 7,047,493.52 | 2,298,136.80 | 403,919.38 | 115,732.49 | 1,397,467.08 | 613,685.59 | 12,489,917.46 |
| Disposal | 0.00 | 0.00 | 0.00 | (891,107.79) | (130,100.96) | (2,486,355.06) | 0.00 | (875,641.80) | (4,383,205.61) |
| As at December 31, 2019 | 0.00 | 12,685,856.06 | 71,128,134.75 | 18,017,889.44 | 6,857,216.66 | 17,396,466.04 | 13,042,038.38 | 8,688,549.35 | 147,816,150.68 |
| Allowance for decrease in value | | | | | | | | | |
| As at December 31, 2018 | 6,946,575.00 | 0.00 | 775,981.32 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 7,722,556.32 |
| Increase (Decrease) | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| As at December 31, 2019 | 6,946,575.00 | 0.00 | 775,981.32 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 7,722,556.32 |
| Net book value | | | | | | | | | |
| As at December 31, 2018 | 159,972,198.50 | 9,356,761.76 | 229,328,676.57 | 5,743,630.93 | 1,094,100.64 | 218,227.25 | 5,008,988.95 | 704,593.12 | 411,427,177.72 |
| As at December 31, 2019 | 159,972,198.50 | 8,743,279.16 | 222,281,183.05 | 3,788,948.34 | 906,703.37 | 313,070.99 | 3,611,521.87 | 580,401.16 | 400,197,306.44 |

17. Right-of-use assets

Movements of the right-of-use assets account during the year ended December 31, 2020 are summarized below.

| | Consolidated financial statements (Baht) | Separate financial statements (Baht) |
|--|--|--|
| | <u>Vehicles</u> | <u>Vehicles</u> |
| Cost | | |
| At January 1, 2020 – The effect from adaptation of new financial reporting standard | 6,568,798.37 | 2,410,136.98 |
| Increase during the year | 3,504,672.90 | 0.00 |
| Transfer from property, building and equipment | 3,513,050.06 | 3,513,050.06 |
| At December 31, 2020 | <u>13,586,521.33</u> | <u>5,923,187.04</u> |
| Accumulated amortization | | |
| At January 1, 2020 – The effect from adaptation of new financial reporting standard | 0.00 | 0.00 |
| Amortization for the year | 4,038,030.06 | 2,140,656.44 |
| At December 31, 2020 | <u>4,038,030.06</u> | <u>2,140,656.44</u> |
| Net book value | | |
| At January 1, 2020 | <u>6,568,798.37</u> | <u>2,410,136.98</u> |
| At December 31, 2020 | <u>9,548,491.27</u> | <u>3,782,530.60</u> |

18. OTHER INTANGIBLE ASSETS

| | Consolidated financial Statement | | | Separate financial Statement | | |
|--------------------------|----------------------------------|-------------------------------|----------------|------------------------------|-------------------------------|----------------|
| | Computer Software | Computer Software development | Total | Computer Software | Computer Software development | Total |
| | (Baht) | (Baht) | (Baht) | (Baht) | (Baht) | (Baht) |
| Cost | | | | | | |
| As at December 31, 2018 | 4,737,069.83 | 0.00 | 4,737,069.83 | 4,635,507.41 | 0.00 | 4,635,507.41 |
| Acquisition | 79,000.00 | 1,680,000.00 | 1,759,000.00 | 79,000.00 | 1,680,000.00 | 1,759,000.00 |
| Amortization | (1,507,169.94) | 0.00 | (1,507,169.94) | (1,507,169.94) | 0.00 | (1,507,169.94) |
| As at December 31, 2019 | 3,308,899.89 | 1,680,000.00 | 4,988,899.89 | 3,207,337.47 | 1,680,000.00 | 4,887,337.47 |
| Acquisition | 24,000.00 | 720,000.00 | 744,000.00 | 24,000.00 | 720,000.00 | 744,000.00 |
| Transfer | 2,400,000.00 | (2,400,000.00) | 0.00 | 2,400,000.00 | (2,400,000.00) | 0.00 |
| Amortization | (651,454.67) | 0.00 | (651,454.67) | (651,454.67) | 0.00 | (651,454.67) |
| As at December 31, 2020 | 5,081,445.22 | 0.00 | 5,081,445.22 | 4,979,882.80 | 0.00 | 4,979,882.80 |
| Accumulated amortization | | | | | | |
| As at December 31, 2018 | 3,937,178.10 | 0.00 | 3,937,178.10 | 3,900,341.07 | 0.00 | 3,900,341.07 |
| Write off | 341,594.90 | 0.00 | 341,594.90 | 320,412.81 | 0.00 | 320,412.81 |
| Amortization | (1,488,369.42) | 0.00 | (1,488,369.42) | (1,488,369.42) | 0.00 | (1,488,369.42) |
| As at December 31, 2019 | 2,790,403.58 | 0.00 | 2,790,403.58 | 2,732,384.46 | 0.00 | 2,732,384.46 |
| Write off | 461,552.22 | 0.00 | 461,552.22 | 440,335.08 | 0.00 | 440,335.08 |
| Amortization | (651,433.67) | 0.00 | (651,433.67) | (651,433.67) | 0.00 | (651,433.67) |
| As at December 31, 2020 | 2,600,522.13 | 0.00 | 2,600,522.13 | 2,521,285.87 | 0.00 | 2,521,285.87 |
| Net book value | | | | | | |
| As at December 31, 2019 | 518,496.31 | 1,680,000.00 | 2,198,496.31 | 474,953.01 | 1,680,000.00 | 2,154,953.01 |
| As at December 31, 2020 | 2,480,923.09 | 0.00 | 2,480,923.09 | 2,458,596.93 | 0.00 | 2,458,596.93 |

19. Deferred income tax

| | Consolidated financial statements (Baht) | | Separate financial statements (Baht) | |
|---|--|---------------------|--------------------------------------|----------------------|
| | December 31, 2020 | December 31, 2019 | December 31, 2020 | December 31, 2019 |
| Deferred tax assets | | | | |
| <i>Allowance for expected credit loss /</i> | | | | |
| <i>(2019: Allowance for doubtful accoun</i> | 658,196.35 | 1,203,162.57 | 643,884.58 | 1,203,162.57 |
| <i>Allowance for obsolete products</i> | 52,406.55 | 32,438.09 | 52,406.55 | 32,438.09 |
| <i>Allowance for diminution in value</i> | | | | |
| <i>of land and building</i> | 1,544,511.26 | 1,544,511.26 | 1,544,511.26 | 1,544,511.26 |
| <i>Employee benefit obligations</i> | 3,511,184.40 | 4,452,999.00 | 3,147,766.40 | 4,111,286.60 |
| <i>Allowance for impairment</i> | | | | |
| <i>investments in subsidiarie</i> | 0.00 | 0.00 | 2,145,005.71 | 2,135,132.31 |
| <i>Allowance for impairment</i> | | | | |
| <i>investments in associatu</i> | 0.00 | 0.00 | 1,700,000.00 | 1,700,000.00 |
| <i>Financial lease liabilitie</i> | 602,367.56 | 215,263.16 | 393,519.72 | 215,263.16 |
| Total | 6,368,666.12 | 7,448,374.08 | 9,627,094.22 | 10,941,793.99 |
| Deferred tax liabilities | | | | |
| <i>Unrealized gain on investments</i> | | | | |
| <i>in unit trus</i> | (539,703.05) | (41,199.94) | (299,347.98) | (41,199.94) |
| <i>Employee benefit obligations</i> | 0.00 | (57,867.40) | 0.00 | (57,867.40) |
| Total | (539,703.05) | (99,067.34) | (299,347.98) | (99,067.34) |
| Deferred income tax - net | 5,828,963.07 | 7,349,306.74 | 9,327,746.24 | 10,842,726.65 |

20. TRADE AND OTHER CURRENT PAYABLES

| | Consolidated financial statements (Baht) | | Separate financial statements (Baht) | |
|---|--|----------------------|--------------------------------------|----------------------|
| | December 31, 2020 | December 31, 2019 | December 31, 2020 | December 31, 2019 |
| Trade accounts payable - third parties | 25,166,111.68 | 51,129,647.36 | 24,650,813.09 | 50,497,470.01 |
| Trade accounts payable - related person | | | | |
| <i>and parties (Note 30.2,</i> | 0.00 | 0.00 | 857,298.42 | 2,949,465.00 |
| Other payables - third parties | 16,103.15 | 139,970.30 | 16,103.15 | 13,683.15 |
| Other payables - related person and | | | | |
| <i>parties (Note 30.2)</i> | 0.00 | 0.00 | 0.00 | 105,000.00 |
| Accrued rebates for advertising agencies | 9,517,606.99 | 556,064.26 | 2,542,606.99 | 472,731.76 |
| Other accrued expenses - related person and | | | | |
| <i>parties (Note 30.2)</i> | 0.00 | 0.00 | 942,955.28 | 0.00 |
| Other accrued expenses - third parties | 9,209,075.87 | 19,712,095.53 | 4,882,701.99 | 14,300,102.84 |
| Total | 43,908,897.69 | 71,537,777.45 | 33,892,478.92 | 68,338,452.76 |

21. OTHER CURRENT LIABILITIES

| | Consolidated financial statements (Baht) | | Separate financial statements (Baht) | |
|---------------------------|--|---------------------|--------------------------------------|---------------------|
| | December 31, 2020 | December 31, 2019 | December 31, 2020 | December 31, 2019 |
| Value-added tax payables | 610,350.70 | 1,086,657.18 | 360,528.54 | 950,889.43 |
| Withholding tax payables | 1,929,772.47 | 1,766,741.16 | 1,640,589.23 | 1,195,054.35 |
| Other current liabilities | 210,427.30 | 236,997.70 | 189,427.30 | 198,731.70 |
| Total | 2,750,550.47 | 3,090,396.04 | 2,190,545.07 | 2,344,675.48 |

22. LEASE LIABILITIES

Movements in the lease liabilities for the year ended December 31, 2020 were presented below.

| | Consolidated financial statements (Baht) | Separate financial statements (Baht) |
|--|--|--|
| As at January 1, 2020 | 0.00 | 0.00 |
| Adjustments due to the initial adoption of TFRS16 | 6,568,798.37 | 2,410,136.98 |
| Liabilities under finance lease agreements as at December 31, 2019 | 2,857,437.83 | 2,857,437.83 |
| As at January 1, 2020 - as restated | 9,426,236.20 | 5,267,574.81 |
| Increase during the year | 3,504,672.90 | 0.00 |
| Less: Payment during the year | (2,102,508.05) | (1,249,373.61) |
| As at December 31, 2020 | 10,828,401.05 | 4,018,201.20 |
| Less: Current portion | (2,341,470.61) | (1,362,157.37) |
| Lease liabilities - net of current portion | 8,486,930.44 | 2,656,043.83 |

23. NON-CURRENT PROVISIONS FOR EMPLOYEE BENEFIT

Movement in the present value of the employee benefit obligations for the year period ended December 31, 2020 are as follows :

| | Consolidated financial statements (Baht) | Separate financial statements (Baht) |
|--|--|--|
| Beginning balance as at January 1, 2020 | 21,975,658.00 | 20,267,096.00 |
| Current service cost and interest | 2,032,683.00 | 1,730,376.00 |
| Employee benefits paid | (8,099,005.00) | (7,871,414.00) |
| Actuarial loss (gain) on defined employee benefit plan | 1,646,586.00 | 1,612,774.00 |
| Ending balance as at December 31, 2020 | <u>17,555,922.00</u> | <u>15,738,832.00</u> |

Provisions for employee benefits to be paid in accordance the period as follows :

| | Consolidated financial statements (Baht) | | Separate financial statements (Baht) | |
|--------------------------------------|--|----------------------|--------------------------------------|----------------------|
| | December 31, 2020 | December 31, 2019 | December 31, 2020 | December 31, 2019 |
| Obligations to be paid within 1 year | 1,891,600.00 | 7,082,888.00 | 1,690,000.00 | 7,082,888.00 |
| Obligations to be paid over 1 year | 15,664,322.00 | 14,892,770.00 | 14,048,832.00 | 13,184,208.00 |
| Total | <u>17,555,922.00</u> | <u>21,975,658.00</u> | <u>15,738,832.00</u> | <u>20,267,096.00</u> |

Actuarial gains (losses) recognized in other comprehensive income:

| | Consolidated financial statements (Baht) | | Separate financial statements (Baht) | |
|---|--|-------------------|--------------------------------------|---------------------|
| | 2020 | 2019 | 2020 | 2019 |
| Included in other components of equity | | | | |
| As at January 1, 2020 | 517,654.00 | (1,620,868.00) | (289,337.00) | (2,065,340.00) |
| Recognized during the year | 1,646,586.00 | 2,138,552.00 | 1,612,774.00 | 1,776,003.00 |
| As at December 31, 2020 | <u>2,164,240.00</u> | <u>517,684.00</u> | <u>1,323,437.00</u> | <u>(289,337.00)</u> |

23. NON-CURRENT PROVISIONS FOR EMPLOYEE BENEFIT (CONTINUED)

Actuarial gains and (losses) recognized in other comprehensive income arising from:

| | Consolidated financial statements (Baht) | | Separate financial statements (Baht) | |
|-------------------------|--|---------------------|--------------------------------------|---------------------|
| | 2020 | 2019 | 2020 | 2019 |
| Financial assumptions | (242,604.00) | 2,141,850.00 | (166,740.00) | 1,776,003.00 |
| Demographic assumptions | (704,541.00) | (3,328.00) | (384,036.00) | 0.00 |
| Experience adjustment | 2,593,731.00 | 0.00 | 2,163,550.00 | 0.00 |
| Total | 1,646,586.00 | 2,138,522.00 | 1,612,774.00 | 1,776,003.00 |

The principal actuarial assumptions used were as follows :

| | Consolidated financial statements (Baht) | | Separate financial statements (Baht) | |
|----------------------|--|--------------|--------------------------------------|--------------|
| | 2020 | 2019 | 2020 | 2019 |
| Discount Rate | 1.07 - 1.74 | 1.44 - 1.96 | 1.07 | 1.44 |
| Salary increase rate | 3.60 | 5.00 | 3.60 | 5.00 |
| Mortality | TMO 2017 | TMO 2017 | TMO 2017 | TMO 2017 |
| Employee turnover | 2.00 - 27.00 | 3.50 - 32.00 | 2.00 - 27.00 | 3.50 - 32.00 |
| Retirement age | 60 ปี | 60 ปี | 60 ปี | 60 ปี |

23. NON-CURRENT PROVISIONS FOR EMPLOYEE BENEFIT (CONTINUED)

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

| | Consolidated financial statements (Baht) | Separate financial statements (Baht) |
|--|--|--|
| Defined benefit obligation as at December 31, 2020 | | |
| Discount rate (0.5% movement) | (867,000.00) | (718,217.00) |
| Discount rate (0.5% movement) | 942,462.00 | 777,856.00 |
| Future salary growth (0.5% movement) | 829,932.00 | 678,609.00 |
| Future salary growth (0.5% movement) | (773,511.00) | (634,586.00) |
| Mortality rate (0.5% movement) | (4,133.00) | (3,376.00) |
| Mortality rate (0.5% movement) | 4,134.00 | 3,377.00 |
| Turnover rate (10% movement) | (564,837.00) | (452,025.00) |
| Turnover rate (10% movement) | 609,811.00 | 486,329.00 |

24. LEGAL RESERVE

| | Consolidated and Separate financial statements (Baht) | |
|-------------------------------|--|-------------------|
| | December 31, 2020 | December 31, 2019 |
| Opening balance | 11,327,740.87 | 10,747,677.99 |
| Appropriation during the year | 0.00 | 580,062.88 |
| Closing balance | 11,327,740.87 | 11,327,740.87 |

Under the public limited company Act., B.E. 2535, the Company is required to set aside as a legal reserve at least 5% of its net profit after accumulated deficit brought forward (if any) until the reserve is not less than 10% of the registered capital.

The legal reserve is non-distributable.

In consolidated financial statements, legal reserve of subsidiaries included in unappropriated retained earnings.

25. EXPENSES BY NATURE

The certain expenses included in the calculation of profit before finance costs and tax expense can be separated by nature as follows :

| | Consolidated financial statements (Baht) | | Separate financial statements (Baht) | |
|--|--|-------------------|--------------------------------------|-------------------|
| | December 31, 2020 | December 31, 2019 | December 31, 2020 | December 31, 2019 |
| Television station rental | 37,779,622.00 | 49,122,000.00 | 40,209,622.00 | 56,550,535.00 |
| Master of ceremonies wages | 39,406,332.29 | 41,732,393.50 | 38,222,004.68 | 40,059,085.70 |
| Television series and drama production expenses | 112,245,897.86 | 164,223,629.64 | 108,662,182.73 | 154,474,785.25 |
| Employee benefit expenses | 71,204,345.06 | 101,511,055.38 | 56,919,604.34 | 79,814,490.29 |
| Depreciation (Note 16, 17) | 15,200,157.01 | 13,339,352.63 | 12,724,841.39 | 12,489,917.46 |
| Amortization (Note 18) | 461,552.22 | 341,594.90 | 440,335.08 | 320,412.81 |

26. INCOME TAX

| | Consolidated financial statements (Baht) | | Separate financial statements (Baht) | |
|---|--|-------------------|--------------------------------------|-------------------|
| | December 31, 2020 | December 31, 2019 | December 31, 2020 | December 31, 2019 |
| For the year ended December 31 | | | | |
| Current tax: | | | | |
| Income tax for the year | (3,652,109.51) | (8,597,751.03) | 0.00 | (6,553,685.05) |
| Deferred tax: | | | | |
| Deferred tax from temporary differences <i>and reversal of temporary differences</i> | (1,351,157.76) | 754,760.55 | (1,579,387.17) | 3,189,838.95 |
| Tax income (expenses) presented in statements of comprehensive income | (5,003,267.27) | (7,842,990.48) | (1,579,387.17) | (3,363,846.10) |

Reconciliation between income tax expenses and multiplication of taxable profit and tax rate for the years ended December 31, 2020 and 2019, can be presented as follow :

| | Consolidated financial statements (Baht) | | Separate financial statements (Baht) | |
|---|--|---------------------|--------------------------------------|---------------------|
| | December 31, 2020 | December 31, 2019 | December 31, 2020 | December 31, 2019 |
| Profit before income tax | 526,653.11 | 11,847,221.86 | (13,692,004.82) | 12,214,658.10 |
| Income tax rate | 20% | 20% | 20% | 20% |
| Taxable profit before income tax multiply <i>with tax rate</i> | 105,330.62 | 2,369,444.37 | (2,738,400.96) | 2,442,931.62 |
| Taxable effects for : | | | | |
| <i>Prohibited expenses</i> | 2,007,028.72 | 4,246,633.48 | 1,579,387.17 | 4,848,428.74 |
| <i>Other income which accounting base differ from tax base</i> | 0.00 | 2,487,688.43 | 0.00 | (3,189,838.95) |
| <i>Taxable exemption</i> | | | | |
| <i>Additional expenses deductible for tax purposes</i> | 0.00 | (784,330.19) | 0.00 | (737,675.31) |
| <i>Deficit for the year with unutilized</i> | 2,890,907.93 | (476,445.61) | 2,738,400.96 | 0.00 |
| Total | 5,003,267.27 | 7,842,990.48 | 1,579,387.17 | 3,363,846.10 |
| Income tax expenses (income) presented in statements of comprehensive income | 5,003,267.27 | 7,842,990.48 | 1,579,387.17 | 3,363,846.10 |
| Effective income tax rate | 950.01% | 66.20% | (11.54%) | 27.54% |

27. BASIC EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the net profit attributable to shareholders of the Company by the weighted average number of issued ordinary shares during the year.

| | Consolidated financial statements (Baht) | | Separate financial statements (Baht) | |
|--|--|-------------------|--------------------------------------|-------------------|
| | December 31, 2020 | December 31, 2019 | December 31, 2020 | December 31, 2019 |
| For the year ended December 31 | | | | |
| Basic earnings (loss) from continued | | | | |
| operations owners of the parent (Baht) | (3,646,828.17) | 15,423,547.26 | (15,271,391.99) | 8,850,812.00 |
| Basic earnings (loss) from discontinued | | | | |
| operations (Baht) | (56,309.10) | (7,722,209.55) | 0.00 | 0.00 |
| Weighted average number of | | | | |
| ordinary shares (Shares) | 800,030,075 | 800,030,075 | 800,030,075 | 800,030,075 |
| Basic earnings (loss) per share (Baht/Shares) | | | | |
| From continued operations owners of the parent | (0.0046) | 0.0193 | (0.0191) | 0.0111 |
| From discontinued operations | 0.0000 | (0.0097) | 0.0000 | 0.0000 |
| Total basic earnings (loss) per share | <u>(0.0046)</u> | <u>0.0096</u> | <u>(0.0191)</u> | <u>0.0111</u> |

28. DIVIDEND

According to the resolution of the General Meeting of the shareholders on April 24, 2019, passed to pay dividend from the net profit for the year 2018 at Baht 0.08 per share for 800,030,075 shares, amounting to Baht 64.00 million which was paid to the shareholders on May 23, 2019.

29. CREDIT FACILITIES

The Group has the following undrawn borrowing facilities :

| | Consolidated and Separate | |
|------------------|-----------------------------|-------------------|
| | financial statements (Baht) | |
| | December 31, 2020 | December 31, 2019 |
| Bank overdrafts | 17,000,000.00 | 17,000,000.00 |
| Promissory notes | 20,000,000.00 | 20,000,000.00 |

30. TRANSACTION WITH RELATED PERSON AND PARTIES

The Company's assets, liabilities, revenues and expenses arose from the transaction with related persons and parties.

Those transactions are determined on the basis of the Company concerned and in the normal course of business.

30.1 General information

| <u>Name/Related persons and parties</u> | <u>Relationship</u> | <u>Description</u> | <u>Pricing policy</u> |
|---|---|--|---|
| <u>Related Persons</u> | | | |
| Mr. Jetsada Osatalert | Director of subsidiary | Cost of advertising | At the price applicable to other customers |
| Mr. Phusit Laithong | Director | Cost of advertising | At the price applicable to other customers |
| <u>Subsidiaries</u> | | | |
| Creatist Media Co., Ltd. | Subsidiary | Revenue from advertising Revenue from services Cost of advertising | At the price applicable to other customers |
| EM Entertainment Co., Ltd. | Subsidiary | Cost of artist management | At the price applicable to other customers |
| Bigbrain Co., Ltd. | Subsidiary | Lending Revenue from services | At the interest rate of 1.38% per annum At the price applicable to other customers |
| Meraya Co., Ltd. | Indirect subsidiaries | Cosmetics and distribution | Cost plus margin |
| <u>Associates</u> | | | |
| Moindy Digital Co., Ltd. | Common shareholders and directors (Until April 10, 2019) | Cost of online advertising | At the price applicable to other customers |
| <u>Joint Venture</u> | | | |
| Triple S Interactive Co., Ltd. | Common shareholders and directors | Lending | At the interest rate of 1.38% per annum |
| <u>Other related parties</u> | | | |
| Neon Works Co., Ltd | Shareholding by the Company and common directors | Trade receivables | At the price applicable to other customers |
| Bigbrain Creation Co., Ltd. | Subsidiaries have common shareholders and directors | Trade accounts receivable | - |

30. TRANSACTION WITH RELATED PERSON AND PARTIES (CONTINUED)

30.2 Assets and liabilities transaction with related persons and parties consist of :

| | December 31, 2020 | December 31, 2019 | December 31, 2020 | December 31, 2019 |
|-------------------------------------|-------------------|-------------------|---------------------|---------------------|
| Trade and other current receivables | | | | |
| Creatist Media Co., Ltd. | 0.00 | 0.00 | 4,456,505.00 | 7,861,415.44 |
| Bigbrain Co., Ltd. | 0.00 | 0.00 | 0.00 | 19,388.64 |
| Bigbrain Creation Co., Ltd. | 714,372.50 | 714,372.50 | 714,372.50 | 714,372.50 |
| Neon Works Co., Ltd | 20,000.00 | 0.00 | 20,000.00 | 0.00 |
| Total | <u>734,372.50</u> | <u>714,372.50</u> | <u>5,190,877.50</u> | <u>8,595,176.58</u> |
| Short-term loans | | | | |
| Bigbrain Co., Ltd. | 0.00 | 0.00 | 0.00 | 5,440,000.00 |
| Total | <u>0.00</u> | <u>0.00</u> | <u>0.00</u> | <u>5,440,000.00</u> |

Increase and decrease of short-term loans for the year ended December 31, 2020, as follows :

| | Separate financial statements (Baht) |
|----------------------------|--------------------------------------|
| Beginning balance | 5,440,000.00 |
| Additions during the year | 550,000.00 |
| Repayments during the year | (5,990,000.00) |
| Ending balance | <u>0.00</u> |

| | December 31, 2020 | December 31, 2019 | December 31, 2020 | December 31, 2019 |
|----------------------------------|-------------------|-------------------|----------------------|---------------------|
| Trade and other current payables | | | | |
| Creatist Media Co., Ltd. | 0.00 | 0.00 | 18,000,253.70 | 2,949,465.00 |
| Bigbrain Co., Ltd. | 0.00 | 0.00 | 0.00 | 105,000.00 |
| Total | <u>0.00</u> | <u>0.00</u> | <u>18,000,253.70</u> | <u>3,054,465.00</u> |
| Unearned revenues | | | | |
| Bigbrain Co., Ltd. | 0.00 | 0.00 | 3,800,000.00 | 0.00 |
| Total | <u>0.00</u> | <u>0.00</u> | <u>3,800,000.00</u> | <u>0.00</u> |

30. TRANSACTION WITH RELATED PERSON AND PARTIES (CONTINUED)

30.3 Revenues and expenses transaction with related persons and parties for the year ended December 31, 2020 and 2019, are as follows :

| | 2020 | 2019 | 2020 | 2019 |
|--|------------|------------|---------------|---------------|
| Revenue from sale and services | | | | |
| 1) Revenue from advertising | | | | |
| Creatist Media Co., Ltd. | 0.00 | 0.00 | 34,996,871.62 | 43,799,166.83 |
| Bigbrain Co., Ltd. | 0.00 | 0.00 | 0.00 | 100,000.00 |
| 2) Revenue from services | | | | |
| Creatist Media Co., Ltd. | 0.00 | 0.00 | 52,137,790.00 | 49,391,608.33 |
| Bigbrain Co., Ltd. | 0.00 | 0.00 | 0.00 | 676,000.00 |
| EM Entertainment Co., Ltd. | 0.00 | 0.00 | 0.00 | 76,540.00 |
| Neon Works Co., Ltd. | 100,000.00 | 0.00 | 100,000.00 | 0.00 |
| 3) Interest income from short-term loans | | | | |
| Bigbrain Co., Ltd. | 0.00 | 0.00 | 49,798.74 | 71,260.29 |
| 4) Other | | | | |
| Creatist Media Co., Ltd. | 0.00 | 0.00 | 5,900.00 | 4,700.00 |
| Total | 100,000.00 | 0.00 | 87,290,360.36 | 94,119,275.45 |
| Cost of sales and services | | | | |
| 1) Cost of advertising | | | | |
| Creatist Media Co., Ltd. | 0.00 | 0.00 | 5,496,315.21 | 7,462,132.55 |
| 2) Cost of services | | | | |
| Creatist Media Co., Ltd. | 0.00 | 0.00 | 345,000.00 | 1,440,000.00 |
| EM Entertainment Co., Ltd. | 0.00 | 0.00 | 0.00 | 145,000.00 |
| Bigbrain Co., Ltd. | 0.00 | 0.00 | 0.00 | 4,085,230.80 |
| Moindy Digital Co., Ltd. | 0.00 | 140,000.00 | 0.00 | 140,000.00 |
| Directors | 20,000.00 | 295,474.23 | 20,000.00 | 0.00 |

30. TRANSACTION WITH RELATED PERSON AND PARTIES (CONTINUED)

30.3 Revenues and expenses transaction with related persons and parties for the year ended December 31, 2020 and 2019, are as follows (Continued) :

| | 2020 | 2019 | 2020 | 2019 |
|--------------------------------|------------------|-------------------|---------------------|----------------------|
| Distribution costs | | | | |
| 1) Entertainment expense | | | | |
| Meraya Co., Ltd. | 0.00 | 0.00 | 0.00 | 127,759.81 |
| 2) Consultant expense | | | | |
| Triple S Interactive Co., Ltd. | 0.00 | 400,000.00 | 0.00 | 0.00 |
| Acquire of products | | | | |
| Meraya Co., Ltd. | 0.00 | 0.00 | 0.00 | 822,684.25 |
| Total | <u>20,000.00</u> | <u>835,474.23</u> | <u>5,861,315.21</u> | <u>14,222,807.41</u> |

30.4 Management remuneration

The compensation paid or payable to key management for the year ended December 31, 2020 and 2019, are as follows :

| | Consolidated financial statements (Baht) | | Separate financial statements (Baht) | |
|--------------------------------------|--|----------------------|--------------------------------------|----------------------|
| | 2020 | 2019 | 2020 | 2019 |
| Short-term employee benefits | | | | |
| (Salary, bonus and other allowances) | 30,862,205.00 | 34,057,721.00 | 23,516,718.00 | 23,392,084.00 |
| Post-employee benefits | 774,383.94 | 1,566,669.00 | 570,732.37 | 1,146,588.00 |
| Total | <u>31,636,588.94</u> | <u>35,624,390.00</u> | <u>24,087,450.37</u> | <u>24,538,672.00</u> |

31. OPERATING SEGMENTS

The Company reported operating segments 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 Directors that makes strategic decisions.

The factors used to identify the Group's reportable segments include types services. There are four reportable segments i.e. (1) advertising business (2) services, events and television programme production business (3) artist management business and (4) other business.

The Board of directors assesses the performance of the operating segments based on revenues from segment. Interest income and expenditure are not allocated to segments, as this type of activity is driven by the central treasury function, which manages the cash position of the Group.

The Company's revenues between segments are carried out at arm's length. The revenue from external parties reported to the Board of director is measured in a manner consistent with that in the statement of comprehensive income.

31. OPERATING SEGMENTS (CONTINUED)

Operating segment information in consolidated financial statements for the year ended December 31, 2020 and 2019, are as follows:

(Unit : Baht)

| | 2020 | | | | | 2019 | | | | |
|--|-----------------|--|----------------------|--------------|------------------|------------------|--|----------------------|-------------|------------------|
| | Advertising | Services, event and television programme production | Artist management | Others | Total | Advertising | Services, event and television programme production | Artist management | Others | Total |
| Revenues from operation | 134,357,500.69 | 155,456,036.81 | 3,846,130.84 | 341,963.35 | 294,001,631.69 | 168,386,700.54 | 220,640,583.32 | 5,687,600.75 | 67,854.80 | 394,782,739.41 |
| Costs from operation | (95,090,016.07) | (115,020,106.21) | (2,939,997.41) | (112,107.27) | (213,162,226.96) | (129,161,369.48) | (150,763,321.62) | (4,398,220.29) | (90,167.32) | (284,413,078.71) |
| Segment result | 39,267,484.62 | 40,435,930.60 | 906,133.43 | 229,856.08 | 80,839,404.73 | 39,225,331.06 | 69,877,261.70 | 1,289,380.46 | (22,312.52) | 110,369,660.70 |
| Other income | | | | | 1,371,448.93 | | | | | 27,129,907.46 |
| Distribution costs and administrative expenses | | | | | (79,505,865.70) | | | | | (110,468,830.59) |
| Finance costs | | | | | (1,250,072.21) | | | | | (231,718.39) |
| Expected credit loss (increase) decrease | | | | | (763,961.99) | | | | | |
| Share of profit of associate and joint venture | | | | | (107,991.55) | | | | | (427,271.76) |
| Impairment loss of goodwill | | | | | 0.00 | | | | | (6,802,316.01) |
| Income tax expense | | | | | (5,003,267.27) | | | | | (7,842,990.48) |
| Net profit (loss) for the period from continued operation | | | | | (4,420,305.06) | | | | | 11,726,440.93 |
| Net profit (loss) for the period from discontinued operation | | | | | (56,309.10) | | | | | (7,722,209.55) |
| Net profit (loss) for the year | | | | | (4,476,614.16) | | | | | 4,004,231.38 |
| Profit (loss) attributable to non-controlling interests | | | | | (773,476.89) | | | | | (3,697,106.33) |
| Profit (loss) attributable to owners of the parent | | | | | (3,703,137.27) | | | | | 7,701,337.71 |

32. FINANCIAL INSTRUMENTS DISCLOSURE

32.1 Accounting policies

Significant accounting policies, recognition of measurement of each items of assets and liabilities are disclosed in note No. 4.

32.2 Financial risk factors

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

Risk management is carried out by management under policies approved by the Board of directors. They identify, evaluate and provide written principles for overall risk management, as well as written policies covering specific areas.

1) 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

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 cash at banks. 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) Credit risk

The Group has no significant concentrations of credit risks. The Group has policies in place to ensure that sales of products and services are made to customers with appropriate credit history. The Group management believe that the maximum exposure is the netted amount of trade receivables after deduction of allowance for doubtful accounts as presented in the statement of financial position.

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. Due to the dynamic nature of the underlying business, the Group treasury aims at maintaining flexibility in funding by keeping committed credit lines available

5) Fair value of financial instruments

Most of financial assets are classified as short-term and loans bear the market interest rate. The book value of financial assets and liabilities are close to their fair value. The management believes that there is no material risk financial instruments

32. FINANCIAL INSTRUMENTS DISCLOSURE (CONTINUED)

6) Fair value of financial instruments (Continued)

As at December 31, 2020 and 2019, the Company has financial assets and liabilities which have interest rate risk as follows :

(Unit : Million Baht)

| | Consolidated financial statements | | | | | | | |
|--|-----------------------------------|---------------|----------------------|-------|-------------------|---------------|----------------------|-------|
| | December 31, 2020 | | | | December 31, 2019 | | | |
| | Floating rate | Fixed rate | Non-interest rate | Total | Floating rate | Fixed rate | Non-interest rate | Total |
| Financial assets | | | | | | | | |
| Cash and cash equivalents | 50.97 | - | 1.21 | 52.18 | 41.82 | - | 5.64 | 47.46 |
| Other current financial assets / (2019 : Current investments) | - | 0.52 | - | 0.52 | - | 0.50 | - | - |
| Short-term loan to related party | - | - | - | - | - | - | - | - |
| Restrict Cash | - | 5.83 | - | 5.83 | - | 0.83 | - | 0.83 |
| Other non-current financial assets / (2019 : Other long-term investments) | - | 5.07 | - | 5.07 | - | 5.00 | - | 5.00 |
| Financial liabilities | | | | | | | | |
| Financial lease liabilities | - | 10.83 | - | 10.83 | - | 2.86 | - | 2.86 |

(Unit : Million Baht)

| | Separate financial statements | | | | | | | |
|--|-------------------------------|---------------|----------------------|-------|-------------------|---------------|----------------------|-------|
| | December 31, 2020 | | | | December 31, 2019 | | | |
| | Floating rate | Fixed rate | Non-interest rate | Total | Floating rate | Fixed rate | Non-interest rate | Total |
| Financial assets | | | | | | | | |
| Cash and cash equivalents | 19.30 | - | 1.28 | 20.58 | 12.30 | - | 5.53 | 17.83 |
| Other current financial assets / (2019 : Current investments) | - | 0.52 | - | 0.52 | - | 0.50 | - | 0.50 |
| Short-term loan to related party | - | - | - | - | - | 5.44 | - | 5.44 |
| Restrict Cash | - | 5.83 | - | 5.83 | - | 0.83 | - | 0.83 |
| Other non-current financial assets / (2019 : Other long-term investments) | - | 5.07 | - | 5.07 | - | 5.00 | - | 5.00 |
| Financial liabilities | | | | | | | | |
| Financial lease liabilities | - | 4.02 | - | 4.02 | - | 2.86 | - | 2.86 |

32. FINANCIAL INSTRUMENTS DISCLOSURE (CONTINUED)

6) Fair value of financial instruments (Continued)

Interest rate and maturity of financial instruments in the statements of financial position date as at December 31, 2020 and 2019, are as follows :

(Unit : Million Baht)

| | Consolidated financial statements | | | | | | | | | |
|---|-----------------------------------|---------------------|-------------------|-------|-----------------------------|-------------------|---------------------|-------------------|-------|-----------------------------|
| | December 31, 2020 | | | | | December 31, 2019 | | | | |
| | At call | Within 12 months | Over 12 months | Total | Interest rate (per year) | At call | Within 12 months | Over 12 months | Total | Interest rate (per year) |
| Financial assets | | | | | | | | | | |
| Cash and cash equivalents | 50.97 | - | - | 50.97 | 0.05 % - 0.25 % | 41.82 | - | - | 41.82 | 0.22 % - 0.75 % |
| Other current financial assets / (2019 : Current investments) | - | 0.52 | - | 0.52 | 0.250 % | - | 0.50 | - | 0.50 | 1.00 % |
| Short-term loan to related party | - | - | - | - | - | - | - | - | - | - |
| Restrict Cash | - | 5.83 | - | 5.83 | 0.375 % | - | 0.38 | - | 0.38 | 1.00 % |
| Other non-current financial assets / (2019 : Other long-term investments) | - | - | 5.07 | 5.07 | 1.00 % - 1.40 % | - | - | 5.00 | 5.00 | 1.00 % - 1.40 % |
| Financial liabilities | | | | | | | | | | |
| Financial lease liabilities | - | 2.34 | 8.49 | 10.83 | 7.00 % - 16.62 % | - | 1.04 | 1.82 | 2.86 | 7.00 % |

(Unit : Million Baht)

| | Separate financial statements | | | | | | | | | |
|---|-------------------------------|---------------------|-------------------|-------|-----------------------------|-------------------|---------------------|-------------------|-------|-----------------------------|
| | December 31, 2020 | | | | | December 31, 2019 | | | | |
| | At call | Within 12 months | Over 12 months | Total | Interest rate (per year) | At call | Within 12 months | Over 12 months | Total | Interest rate (per year) |
| Financial assets | | | | | | | | | | |
| Cash and cash equivalents | 19.30 | - | - | 19.30 | 0.05 % - 0.25 % | 12.30 | - | - | 12.30 | 0.22 % - 0.75 % |
| Other current financial assets / (2019 : Current investments) | - | 0.52 | - | 0.52 | 0.250 % | - | 0.50 | - | 0.50 | 1.00 % |
| Short-term loan to related party | - | - | - | - | - | - | 5.44 | - | 5.44 | 1.37 % |
| Restrict Cash | - | 5.83 | - | 5.83 | 0.375 % | - | 0.38 | - | 0.38 | 1.00 % |
| Other non-current financial assets / (2019 : Other long-term investments) | - | - | 5.07 | 5.07 | 1.00 % - 1.40 % | - | - | 5.00 | 5.00 | 1.00 % - 1.40 % |
| Financial liabilities | | | | | | | | | | |
| Financial lease liabilities | - | 13.62 | 26.56 | 40.18 | 7.00 % - 16.62 % | - | 1.04 | 1.82 | 2.86 | 7.00 % |

32. FINANCIAL INSTRUMENTS DISCLOSURE (CONTINUED)

32.3 Fair value estimation

The Company use the market approach to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards, except that the cost approach or income approach is used when there is no active market or when a quoted market price is not available. there is no active market or when a quoted market price is not available.

Fair value hierarch

In applying the above-mentioned valuation techniques, the Company endeavour to use relevant observable inputs as much as possible. The different levels have been defined as follows

Level 1 : quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date

Level 2 : inputs other than quoted prices included within Level 1 that are observable for assets or liabilities, either directly or indirectly.

Level 3 : unobservable inputs for assets or liabilities

As at December 31, 2020, the Company had the following assets that were measured at fair value using different levels of inputs as follows :

(Unit : Baht)

| | <i>Consolidated financial statements and Separate financial statements</i> | | | |
|--|--|-----------------------------|-----------------------------|------------------------------|
| | <i>Level 1</i> | <i>Level 2</i> | <i>Level 3</i> | <i>Total</i> |
| <i>Assets</i> | | | | |
| <i>Financial assets at fair value through other comprehensive income</i> | | | | |
| <i>Equity Instrument</i> | <i>0.00</i> | <i>0.00</i> | <i>26,843,667.80</i> | <i>26,843,667.80</i> |
| <i>unit trust</i> | <i>0.00</i> | <i>74,708,390.51</i> | <i>0.00</i> | <i>74,708,390.51</i> |
| <i>Total assets</i> | <i>0.00</i> | <i>74,708,390.51</i> | <i>26,843,667.80</i> | <i>101,552,058.31</i> |

During the current year, there were no transfers within the fair value hierarchy.

33. CONTINGENT LIABILITIES

Bank guarantee

Banks have provided guarantees on behalf of the Company and the Group as follows:

| | Consolidated financial statements (Baht) | | Separate financial statements (Baht) | |
|---------------------------------|--|-------------------|--------------------------------------|-------------------|
| | December 31, 2020 | December 31, 2019 | December 31, 2020 | December 31, 2019 |
| Guarantee for credit card | 5,000,000.00 | 0.00 | 5,000,000.00 | 0.00 |
| Guarantee for goods payment | 625,000.00 | 625,000.00 | 625,000.00 | 625,000.00 |
| Guarantee for service agreement | 206,000.00 | 206,000.00 | 206,000.00 | 206,000.00 |
| | <u>5,831,000.00</u> | <u>831,000.00</u> | <u>5,831,000.00</u> | <u>831,000.00</u> |

34. FINANCIAL STATEMENTS APPROVAL

These financial statements were approved and authorized for issue by the Company's Board of directors on

February 22, 2021