

รายงานประจำปี 2557 Annual Report 2014

บริษัท แม็คซิ่ง แม็คซิไมซ์ โซลูชั่น จำกัด (มหาชน)
Matching Maximize Solution Public Company Limited





ข้อมูลทางการเงินโดยสรุป • Summary of financial highlights for

ในรอบปี 2555 - 2557 • 2012 - 2014

	สรุปข้อมูลทางการเงิน • Financial Highlights (ล้านบาท) • (Million Baht)	2555 • 2012	2556 • 2013	2557 • 2014
ผลการดำเนินงาน Earnings Performance	รายได้จากการขายและบริการ Revenue from sales and service	604.56	672.39	683.96
	รายได้รวม Total revenue	616.82	690.77	703.55
	กำไรสุทธิ Net profit	58.44	78.52	29.36
งบแสดงฐานะการเงิน Balance Sheet	(ล้านบาท) • (Million Baht)			
	สินทรัพย์รวม Total Assets	582.28	1,352.90	1,496.72
	หนี้สินรวม Total Liabilities	100.20	100.67	181.26
หุ้นหรือข้อมูล เกี่ยวกับหุ้นสามัญ Shares or details about ordinary shares	จำนวนหุ้นสามัญที่ออกและชำระเต็มมูลค่า (ล้านหุ้น) Issued and paid-up ordinary shares (million Shares)	259.14	469.24	531.63
	มูลค่าตามบัญชีต่อหุ้น (บาท) Book Value Per Share (Baht)	1.86	2.67	2.47
	กำไรต่อหุ้นขั้นพื้นฐาน (บาท) Earnings Per Share (Baht)	0.23	0.20	0.06
อัตราส่วนทางการเงิน Financial Ratios	เงินปันผลจ่ายต่อหุ้น (บาท) Dividend Per Share (Baht)	0.06	0.10	N/A
	อัตรากำไรสุทธิ (%) Net Profit Margin (%)	9.47	11.37	4.17
	อัตราผลตอบแทนผู้ถือหุ้น (%) Return on Equity (%)	12.78	9.06	2.29
	อัตราผลตอบแทนจากสินทรัพย์ (%) Return on Assets (%)	10.20	8.12	2.06
	อัตราส่วนหนี้สินต่อส่วนของผู้ถือหุ้น (เท่า) Debt to Equity Ratio (time)	0.21	0.08	0.14
	อัตราส่วนความสามารถชำระดอกเบี้ย (เท่า) Interest Coverage Ratio (time)	158.14	377.94	28.40

หมายเหตุ งบการเงินปี 2555 ได้มีการปรับย้อนหลังเพื่อนำไปใช้เปรียบเทียบ เนื่องจากในปี 2556 บริษัทและบริษัทย่อยได้มีการเปลี่ยนแปลง นโยบายบัญชี

Note : The Financial statement for 2012 was adjusted for comparison purposes because in 2013 the company and subsidiaries changed their accounting policies.

ผู้ลงทุนสามารถศึกษาข้อมูลของบริษัทที่ออกหลักทรัพย์เพิ่มเติม ได้จากแบบแสดงรายการข้อมูลประจำปี (แบบ 56-1) ของบริษัทที่แสดงไว้ใน www.sec.or.th หรือ www.matchinggroup.com

Investors can find additional securities issuer information in the Company's Form 56-1 disclosed at www.sec.or.th or the Company's website at www.matchinggroup.com

Content

สารบัญ

002	Message from the Board Of Directors
003	Audit Committee Report for 2014
005	Overview of Business Operation
009	Type of Business
025	Risk Factors
031	Shareholder and Dividend Policy
033	Management Structure
050	Corporate Governance
067	Corporate Social Responsibility
069	Internal Control and Risk Management
070	Connected Transaction
078	Summary of The Consolidated Financial Statement During 2012-2014
084	Analysis of Financial Status and Results of Operations
091	Auditor's Report
152	General Information

Message from the Board

Of Directors

In 2014, the Thai economic growth expanded by 0.7 percent, weaker than the growth of 2.9 percent seen in 2013. The market value of the advertising industry amounted to Baht 102,346 million, down by Baht 10,751 million or 9.51 percent versus Baht 113,097 million in 2013. The most popular TV media captured a share of 62.31 percent of the total advertising value in the industry, down by 7.90 percent.

In the 2014, the Company booked Baht 683.96 million in revenue, up by Baht 11.57 million or 1.72 percent, made possible by the increase in revenue from the equipment rental services. Meanwhile, the Company saw the SG&A expenses increase by Baht 34.74 million or 20.11 percent on the back of the management restructuring to support the potential business expansion. The main Company booked a net profit amounting to Baht 29.36 million in 2014, down by Baht 48.27 million or 62.10 percent on a year-on-year basis. The decrease in net profit can be blamed on the fall in revenue earned by TV program production and printing businesses following the overall slowdown in the industry.

In 2014, the Company completed a transaction about purchasing a plot of land in Bang Bor District, Samutprakan. The land will be used for the Company's project to establish an international-standard studio for rental services. The project is aimed at attracting both domestic and international film producers who look for an integrated studio, equipped with both indoor and outdoor settings as well as state-of-the-art equipment. The Company's state-of-the-art rental equipment is available to support demand from producers of films, TV commercials, series, and various TV programs. The demand for such equipment seems to increase following the existence of the digital TV since April 2014. The big investment project should help to broaden business opportunities to support content providers in response to the existence of digital TV in Thailand. Furthermore, the project is also expected to enhance the Company's international competitiveness, attracting more foreign film production crews to use the international-standard studio in Thailand. With state-of-the-art equipment, highly-experienced personnel, and beautiful and picturesque locations, the Company's new studio should serve all demand and thus attract more international film producers.

The Company is committed to business development, offering high quality goods and services to meet customers' demand. Widely trusted by consumers, the Company is determined to enhance performance and drive sustainable growth, with the principles of good corporate governance and corporate social responsibility. On behalf of the Board of Directors, I would like to express my deep gratitude to all customers, shareholders, employees, financial institutions, suppliers and all sponsors for their continued support.

Yours faithfully



(Mr. Somrit Srithongdee)

Chairman of the Board of Directors

Audit Committee

Report for 2014

Dear Shareholders of Matching Maximize Solution Public Company Limited

The Audit Committee of Matching Maximize Solution Public Company Limited, appointed by the Company's Board of Directors, consists of three independent directors. The scope of responsibilities of Audit Committee, based on the charter of the Audit Committee, is in compliance with the rule and regulation of the Securities and Exchange Commission of Thailand.

During the year 2014, the Audit Committee convened a total of eight meetings, where the authorized auditor, the Company's management and the internal auditor attended. One, out of the eight meetings, was the meeting of only the Audit Committee and the authorized auditor, without the presence of the Company's management. The following key issues were concluded.

1. Good Corporate Governance

The Audit Committee examined whether the Company operated business, based on the good corporate governance principles, through the meetings with the Company's management and the internal auditor. The meetings provided the guidelines of good corporate governance principles as well as creating the same understanding among the directors, the management and the employees so that they followed the set policies. The Company reviewed the good corporate governance principles and the code of conduct at least once annually in order to ensure that the Company's corporate governance policies were appropriate and adequate in accordance with the current situation.

2. Review of Financial Information

The Audit Committee reviewed the interim financial information and annual financial information of the Company and its subsidiaries to examine whether such financial information was completed in compliance with the accounting standard. The results of the review/audit of the financial information were appropriately and adequately disclosed in the meetings attended by the management, the internal auditor, and the authorized auditor. In the meeting the Audit Committee also raised some matters as well as suggestions based on the review/audit and reported the auditing plans and guideline and the independence of the authorized auditor. After the review of the Audit Committee, the audit report was presented to the Company's directors for approving or proposing for the shareholders' approval as the case may be.

3. Internal control system

The Audit Committee reviewed the work of the Company's internal control system in order to evaluate the efficiency and effectiveness of the internal control department. The Audit Committee examined the independence, the audit working plans, budgets, human resource development of the internal control department. The Committee reported the review results as well as the results of the follow-up of the progress on improvement of the internal control system, based on the audit review report. The Company's management was invited to provide information about the adequateness of the Company's internal controls and the improvement based on the audit review. The Audit Committee provided opinions and additional suggestions for the Company to improve its internal control system in order to prevent operational risks. The Committee also ensured that the mechanism of the Company's internal control and audit systems were appropriate and sufficient, based on the current circumstance and nature of business.

4. Following the laws and policies set forth by the Board of Directors

The Audit Committee examined whether the Company followed relevant laws as well as policies set forth by the Board of Directors through the auditing process of the Company's internal auditors and the authorized auditor. The Audit Committee arranged meetings with the Company's management, the authorized auditor and the internal auditors to ensure that everyone was aware of the relevant laws and the policies set by the Company's Board of Directors. Finally, the Audit Committee also provided additional suggestions for the Company to enhance the efficiency and effectiveness in terms of corporate governance and also to continue driving the business development.

5. Review of connected transactions that may have caused conflicts of interests

The Audit Committee reviewed the connected transactions that may have caused conflicts of interests; the review was done with the internal auditors and the authorized auditor. The Audit Committee had meetings with the management in order to ensure that the connected transactions were justified and that the Company had appropriately and adequately prepared to prevent possible conflicts of interests.

6. Selection and appointment of the authorized auditor and consideration of the remuneration for the authorized auditor

The Audit Committee considered selecting and appointing the authorized auditor and determining remuneration, taking into account the dependency, qualifications and experience of the authorized auditor. In addition, the Audit Committee, together with the management, also appraised the performance of the authorized auditor of the past fiscal. The Audit Committee suggested that the Board of Directors propose to the shareholders' meeting to appoint PricewaterhouseCoopers ABAS Ltd. as the Company's authorized auditor for the fiscal year of 2015.

7. Report of the performance results of the Audit Committee to the Board of Director

The Audit Committee reported its performances based on the scope of responsibilities to the Board of Directors at least once quarterly. In addition, the Audit Committee also provided suggestions and additional opinions that were useful for the Company's management and administration in order to boost confidence among shareholders, investors, stakeholders of the Company.

The Audit Committee performed its duties independently under the scope of its responsibilities and continued to place the emphasis on the Company's internal control system. For the fiscal year 2014, the Audit Committee opined that Matching Maximize Solution Plc. and its subsidiaries had effective internal control systems, which were adequate and appropriate to the Company's business operation. The Committee did not find any mistakes or problems with the Company's internal control system that would have significant impacts on the accuracy and reliability of the Company's financial reports. Also, the authorized auditor and internal auditors were found to have worked independently. Finally, the Company's corporate governance and internal control system were sufficient and appropriate to current circumstances.



(Mr. Akarat Na Ranong)
Chairman of Audit Committee



1. History and major changes of the Company

Matching Maximize Solution Public Company Limited (formally known as Matching Studio Public Company Limited) was founded in 1992, with the initial registered capital of Baht 1 million by Mr. Somchai Cheewasutthanon and Mr. Thanisaphong Sasinmanop to operate TV commercials production business. The Company subsequently expanded its businesses to include TV program production, equipment rental services, event organizing, printing business and post production.

Major Development

The Company was established with the registered capital of Baht 1 million, i.e., 10,000 shares at a par value of Baht 100 per share.

The Company was listed in the Alternative Investment (MAI), with the registered capital of Baht 120 million, i.e., 24 million shares at a par value of Baht 5 per share. The Company subsequently issued 6 million ordinary shares for public offering and expanded its business to cover a wide variety of entertainment and recreation services. Later, the BOD approved to issue warrants (MATCH-W1) amounting to 108 million units, for the duration of five years, for existing shareholders.

The Company increased capital, changed the shareholder structure, moved from the secondary market and expanded to TV program production business.

- Issued and offered capital increase shares to BBTB Production Company limited (BBTB Production) in order to support the Company's expansion of TV program business, enhance business operation within the group and increase the market share.
- Moved from trading in MAI to the Stock Exchange of Thailand (SET) under the media and printing sector.

Increased capital and changes major shareholders

- Issued and offered the second warrants ("MATCH-W2") of 103,431,863 units, with the warrant duration of five years, for existing shareholders.
- Three major shareholders agreed to sell common shares and MATCH-W2 to BBTB Production Co., Ltd. As a result, BBTB Production became the major shareholder, with the stakeholding increasing to 49.65 percent from 27.73 percent previously.

Year

1992

2003

2004

2009

Year
2010
2012
2013
2014

Major Development

BBTV Productions Co., Ltd., exercised the right to purchase the second warrants, MATCH-W2, raising its shareholding to 57.94 percent. As a consequence, BBTV Productions Co., Ltd., had to tender the right offering. After the tender offer, BBTV Production's shareholding rose to 68.48 percent.

Increased the registered capital to Baht 535 million by issuing capital increase shares of 271 million shares, with a par value of Baht 1 per share:

- Capital increase shares of 210 million shares for public offering
- Capital increase shares of 7.54 million shares to support the adjusted right exercise of MATCH-W2

Incased the paid-up capital to 469.24 million shares

- Issued and offered 210 million IPO shares at Baht 3.50 per share

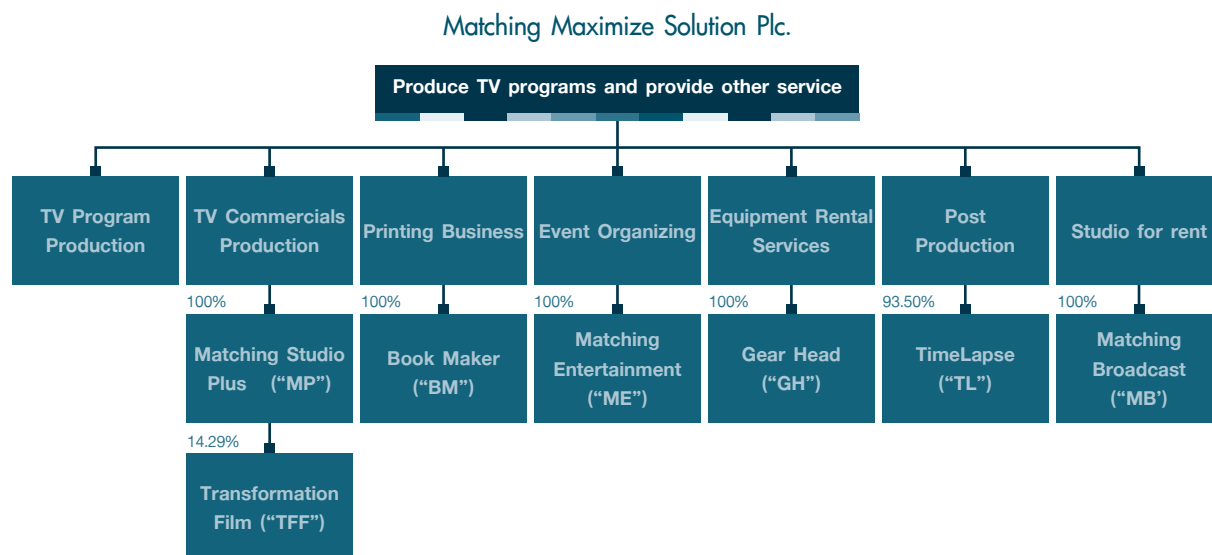
Increased the paid-up capital to Baht 531.63 million:

- The holders of MATCH-W2 warrants exercised the right to buy ordinary shares at 57,657,032 units at a ratio of 1 warrant: 1.082 ordinary shares at the exercise price of Baht 1.293, translating into the proceeds of Baht 80.66 million and resulting in the fully paid-up registered ordinary shares of 531,629,851 shares.

2. Shareholding structure

2.1 The Company's group structure

As of 31 December 2014, there were six subsidiaries^{/1} with the structure classified by types of business type as follows.



- Note** ^{/1}
- The Board of Director Meeting No. 10/2013 on 23 August 2013 resolved to proceed with the liquidation and cease Goody Film BKK Co. Ltd, the Company's 60% owned subsidiary (producing TV commercials for foreign clients) in order to transfer the operation to be under the Company. On 30 January 2014, the Company completed the dissolution process and registered company dissolution with Ministry of Commerce.
 - On 13 June 2014, Matching Movie Town registered the company dissolution with the Department of Commerce and the liquidation was completed on 16 September 2014.
 - On 10 July 2014, the Company's Board of Directors approved the plan to establish a new subsidiary called "TimeLapse Co Ltd."; the Company invested in 187,000 ordinary shares at a par value of Baht 100, accounting for 93.50 percent.
 - On 17 October 2014, the Shareholder Extraordinary Meeting No. 3/2014 of Matching Broadcast Co., Ltd approved the plan to increase registered capital from 100,000 ordinary shares, at a part value of Baht 100 to the registered capital of 7,800,000 shares at a par value of Baht 100, totaling 780,000,000 Baht. The proceeds of Baht 770,000,000 from the capital increase program would be used as funding for the Company's integrated movie town project.

2.2 Business Operation of the Group

At present, the Company and its subsidiaries operate six main businesses, i.e., the TV production business, the TV commercial production business, the equipment rental business, the event organizing business, the printing business, and the post production business (to commence operation in 2015). In addition, the Company also co-invests in Thai film production.

1. The TV program production business

The Company produces TV programs and broadcast them in the airtime slots bought from the TV channel. Then, it sells commercial timeslots to advertising agencies or product owners. In addition, the Company is also hired TV channels to produce TV programs. As of 31 December 2014, there were five programs, namely "Plod Nee", Plod Nee on Public Holidays", Kob Dek.. Sarng Ban", " Kin Kan Bao Bao" and "NICE KITCHEN".

2. The TV commercial production business

The Company runs a production house to produce TV commercials promoting products or conveying messages from clients to their targeted customers. In addition, the Company also coordinates with and provides services for foreign crews to facilitate filming or shooting activities set in Thailand. Examples of the Company's production pieces in 2014 include the behind-the-scene No 5, TOYOTA-Japan and etc.

3. Equipment Rental Services

The Company provides rental equipment for filming, shooting, producing dramas and producing TV commercials, as well as supplying skillful personnel who know how to use such equipment. The rental equipment is delivered to filming sites. Examples for such service in 2014 include the equipment for movies produced by GMM Thai Hub and international films from several countries including USA, Germany and England.

4. Event organizing business

The Company acts as an event organizer who plans public relation activities as well as managing events for clients both from state and private sectors. Being committed to meeting the need and objectives of the clients, the Company provides integrated services to meet demand of both domestic and international clients. Examples of the services in 2014 include Pattaya Marathon 2014, Insee Road Show, 2014 Young Model, and etc.

5. Printing business

The Company produces printing media, magazines, and pocket books, both for sale and free. The Company's magazines, pocket books and printing media are released on a monthly basis and sometimes there are exclusive issues on special occasions. The major targeted readers are teenagers or those working in the fashion industry. As of 31 December 2014, the Company's group owned two monthly magazines, namely Cheeze and Cheeze Looker and there was Cheeze Snack magazine for free.

6. Post Production

The Company provides post production services for various kinds of films, all kinds of media as well as relevant businesses. The Company expects to recognize revenue from this business by 2015.

7. Thai film production and management

The Company jointly invests in the production and management of Thai films to be released on cinemas and sold in various channels. An example of the films is "Tookae -Ruk- Paeng-Mak".

3. Business Objectives

The Company is currently launching a new home project, consisting of a big international studio to support all kinds of international filming or shooting activities, a state-of-the-art warehouse and a new big office building. The new home project is aimed at strengthening the Company's integrated business and enabling the Company to become a center for various kinds of content production in order to support demand during the digital TV era and also prepare for the emergence of the ASEAN Economic Communities (AEC).



Type of Business

Revenue Structure

The Company and its subsidiaries' revenue structure classified by types of business in the consolidated financial statements for 2012-2014 is as follows.

Consolidated financial statement	for Years					
	2012		2013		2014	
	Million Baht	%	Million Baht	%	Million Baht	%
Core Business						
TV program production	186.79	30.28	181.90	26.33	153.61	21.83
TV commercial production	44.15	7.16	44.53	6.45	44.37	6.31
Equipment Rental Services	257.43	41.73	348.38	50.43	387.99	55.15
Printing business	65.17	10.57	52.20	7.56	40.63	5.78
Event Organizing	28.43	4.61	37.84	5.48	49.91	7.09
Product sales	22.58	3.66	7.55	1.09	7.45	1.06
Total revenue from core business	604.56	98.01	672.39	97.34	683.96	97.22
Other revenue	12.26	1.99	18.38	2.66	19.59	2.78
Total revenue	616.82	100.00	690.77	100.00	703.55	100.00

In 2014 the Company and its subsidiaries operate five main businesses, i.e., TV production business, TV commercial production business, equipment rental business, event organizing business and printing business.

1 TV program production business

1.1. Service Details

The Company's TV program production business is done in two formats: i) the Company subleases broadcast timeslots from the TV stations for its own TV programs and ii) the company is hired by the TV stations to produce TV programs. For the latter, the Company gains revenue from selling of commercial timeslots or promoting products/services during the program and the production revenue.





As of 31 December 2014 the Company presented two program styles for the total of five programs broadcast on Channel 7 and True Vision, the details of which are followed.

1. Game shows

Game shows allow participants to play games and get the prizes. The Company's game shows focus both on useful information and entertainment. Knowledge and interesting ideas are also presented in the programs, reflected by program participating guests' special abilities or program hosts' interviews. As of 31 December 2014, the Company presented two game shows as follows:

- "Plod Nee" is a game show presenting both knowledge and entertainment with content focusing on the society. Regarding the program style, guests are invited to demonstrate their special abilities. If they successfully achieve the program's rules, they will receive the prizes, e.g., some proceeds to settle their debts. The program focuses on offering assistance to those in financial trouble. Through guests' special abilities, the program presents useful information, knowledge, as well as interesting ideas.
- "Plod Nee on Public Holidays" is an entertaining and educating program designed for benefits of the society. The program presents the daily lives of the guests after they were given the prizes to settle debts by the aforementioned Plod Nee program.
- "Ta Lob Lang Ta Lad" was a game show where guests competed to win the prizes. Competing guests included sellers in the markets, joined by actors or actresses as special competitors. The program presented useful information, knowledge, as well as interesting ideas through guests' abilities. Note that contract for which the Company was hired to produce this program terminated in September 2014.

2. General programs/ Verities

The general/variety programs provide opportunities for guests to present stories reflecting various aspects of the Thai society. The programs focus on both education and entertainment purposes.

As of 31 December 2014, the Company presented three general/variety programs as follows:

- Kob Dek Sarng Ban: The program was designed to seek good children, who are in need of helps or hold too tough responsibility for their ages, and help them achieve their goals. The team of program producers and crew either build them a home or offer them some scholarship, encouraging them to pursue their dreams and withstand the hardship. Viewers of the program enjoy both entertaining, educating and contents.
- "Nice Kitchen " program presents several menus accompanied with fun and fashionable styles easily reaching teenagers. The program also helps to promote the Company's magazines, i.e., Cheeze and Looker.
- "Kin Kan Bao Bao" is an easy viewing food program, making viewers enjoy cooking at home.
- The " Cheeze TV D.I.Y." program presented easily understood contents about fashion that easily reached teenage viewers. The program also helped to promote the Company's magazines Cheeze and Looker. Note that this program has discontinued since September 2014.
- The " DRIVE TO THE MOON " program (has discontinued since September 2014).

As of 31 December 2014 the Company's TV programs are as the following details:

Program	Date and Airtime Slot	Targeted groups	Start	Program type	Produced by
1) Game Shows					
	Every Sunday 16.30 - 17.30 hrs Channel 7	All genders, all ages and medium income earners	2000	Own production	MATCH
	Every Public Holiday 1 hour Channel 7	All genders, all ages and medium income earners	2005	Own production	MATCH
	Mondays to Thursdays 15.00 - 15.30 hrs Channel 7	All genders, all ages and medium to low income earners	2011 to 30 September 2014	Paid production	MATCH
2) General/varieties					
	Every Wednesday and Thursday 15.30 -16.00 hrs Channel 7	Children aged 6-15 years old and adults aged above 25	2008	Own production	MATCH
	Every Wednesday 21.00 - 21.30 hrs Rerun Fridays: 13.00 - 13.30 hrs Sundays: 19.00 - 19.30 hrs Mondays: 17.30 - 18.00 hrs True Vision	Teenagers	2012 to September 2014	Own production	MATCH
	Every Friday 01.00-02.00 hrs Channel 7	Teenagers	October 2014	Own production	MATCH
	Every Wednesday 21.00 - 21.30 hrs True Vision	Teenagers	July 2014	Own production	MATCH
	Every Friday 01.00 - 02.00 hrs Channel	Views at all genders and ages	April - September 2014	Own production	MATCH

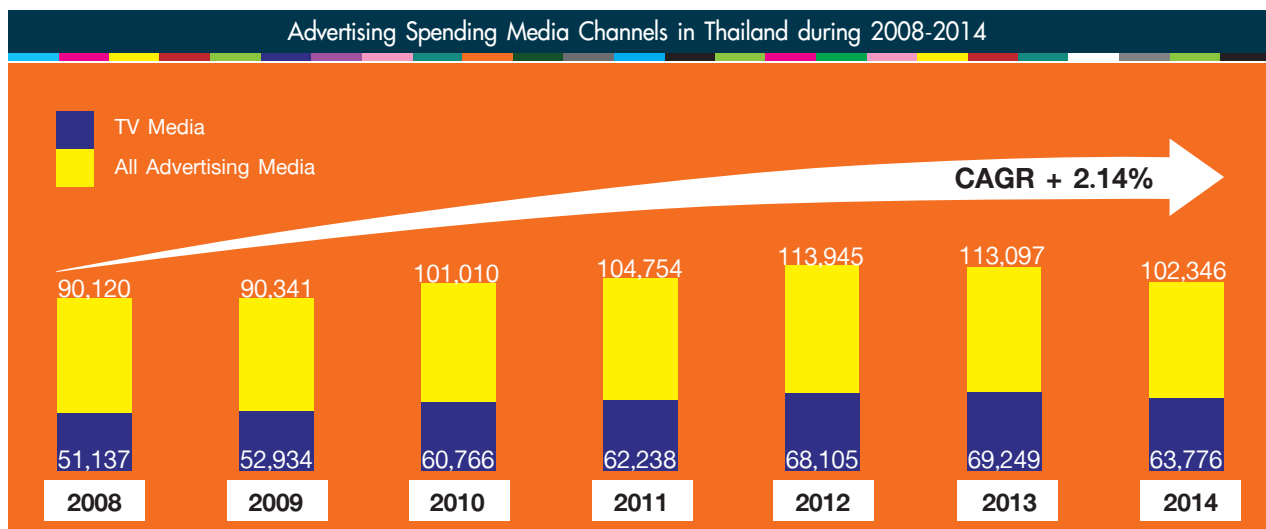


1.2 Marketing and Competition

1) Industry Overview

- Advertising industry

As a result of the economic slowdown and the weak purchasing power of consumers that had not yet recovered, the Thai advertising industry deteriorated in 2014, as seen by the advertising spending through media channels dropped from Baht 113,097 million in 2013 to Baht 102,346 million in 2014. Meanwhile, operators tended to try their best to make their limited advertising budget as worthwhile as possible. Kasikorn Research Center viewed that the pressure from the economic uncertainty forced operators to adjust their advertising strategy, i.e., changing from long-term planning for the whole year to short-term planning, so that they could adjust their advertising budget to match the changing economic conditions as well as the changing market conditions such particular products or services.



Source : Nielsen Media Research

More choices of advertising channels allowed operators to allocate their advertising budget to advertising budget to different channels. The operators tend to focus more on new media channels, especially the Internet, which has had greater influence on consumers' decision making to buy particular goods and services. Using the Internet media, the operators expect viewers of commercials to decide to buy products and services immediately and easily and conveniently make payment to the mobile payment system on mobile devices, e.g., smart phones, Tablets, and etc. Meanwhile, people's lifestyle also tend to change from the past. For example, people like to go to the cinema and more people spend much more time on the road, stranded in bad traffic. Meanwhile, more people change to commute by Skytrain and the subway system. All of these changes in people's lifestyle are factors that operators have to take into account before allocating their advertising budget to other channels, e.g., on-screen media, transit media and etc., as these media channels tend to naturally merge with people's lifestyle.

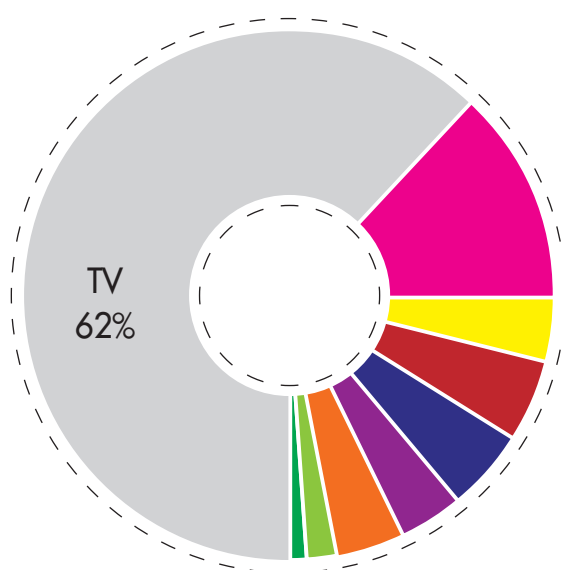


Advertising media by type in 2008 - 2014 (million)

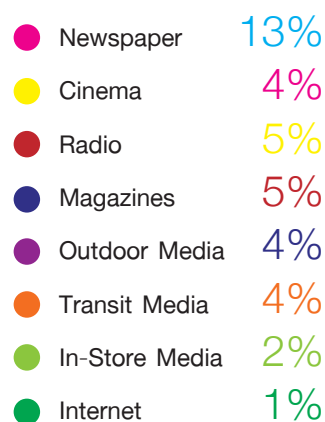
Advertising Media By Type (Million)	2008	2009	2010	2011	2012	2013***	2014
TV	51,137	52,935	60,766	62,238	68,105	69,249	63,776
Newspaper	15,282	14,149	15,000	14,541	15,183	15,258	13,166
Cinema	4,173	4,856	5,987	7,224	7,906	5,368	4,350
Radio	6,933	6,168	6,116	5,918	6,358	6,320	5,625
Magazines	5,998	5,426	5,694	5,824	5,595	5,674	4,721
Outdoor Media	4,229	3,965	3,849	4,278	4,532	4,167	3,990
Transit Media	1,372	1,764	2,188	2,643	2,960	3,530	3,806
In-Store Media	826	819	1,121	1,618	2,733	2,655	1,963
Internet	172	259	290	470	573	877	950
Total	90,121	90,341	101,010	104,754	113,945	113,097	102,346
Percentage of TV	56.74	58.59	60.16	59.41	59.77	61.23	62.31

Source: Nielsen Media Research *** Adjusted in 2013

The advertising figures in 2014 suggest that the market value of the advertising industry amounted to Baht 102,346 million, down by Baht 10,751 million or 9.51 percent versus Baht 113,097 million in 2013. The market value of almost all advertising media channels deteriorated, except transit media whose market value increased by 7.82 percent to Baht 3,806 million and Internet channel whose market value rose by 8.32 percent to Baht 950 million. It should be noted that both media channels continued to expand every year. The top three losers of media channels were in-store media (-26.06 percent), on-screen media (-18.96 percent) and magazine media (-16.80 percent). As of the TV media, the market value in 2014 stood at Baht 63,776 million, down by Baht 5,473 million or 7.910 percent; however, the TV media remained the most popular media channel with the highest share of 62.31 percent of the total advertising value.



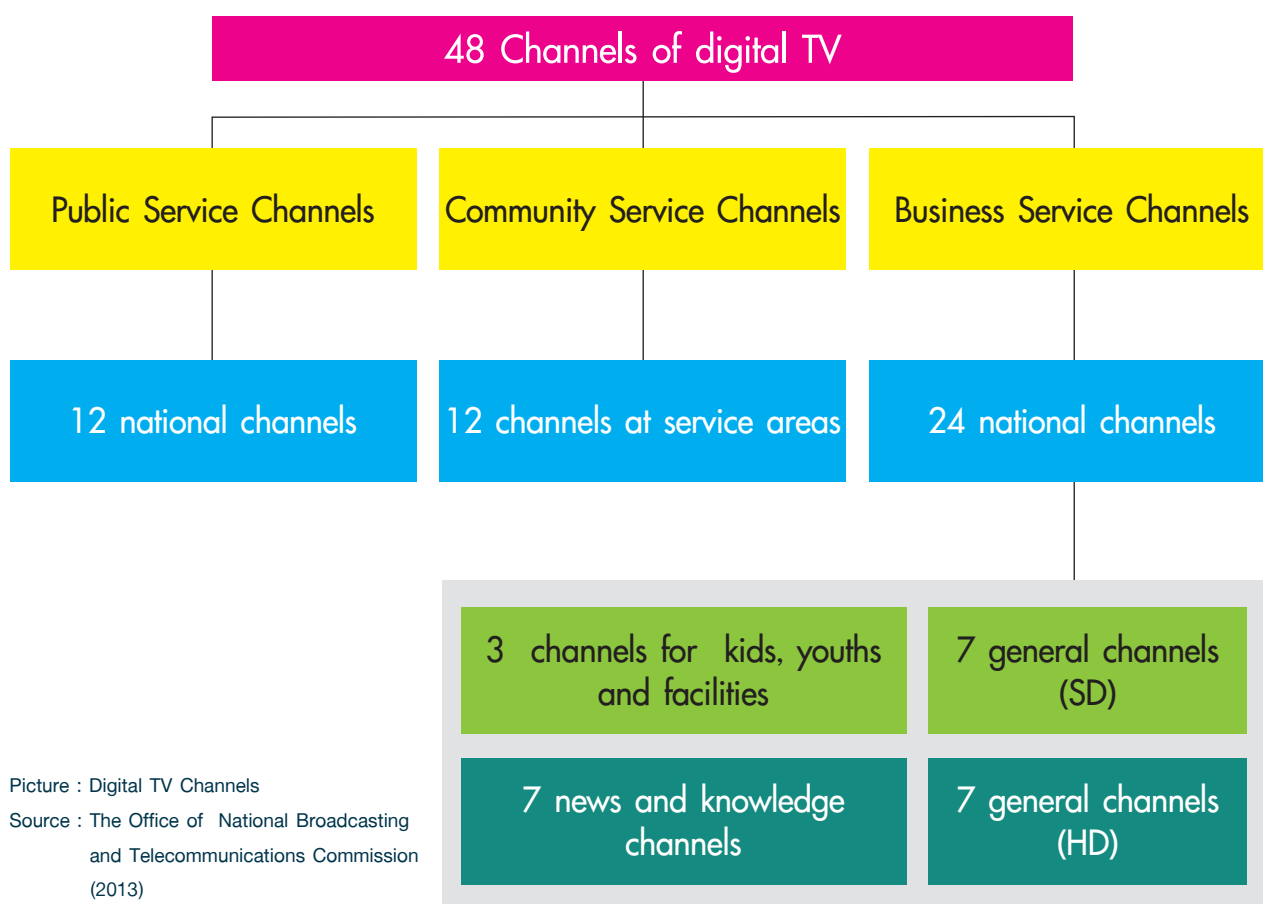
Advertising spending by types of media in 2014



- Television (TV)

The TV media is the most influential media, compared to other types of media, with the market share of over 60% of the total advertising in the entire industry. The advertising spending via TV channels totaled over Baht 113.10 million in 2013 and Baht 102.35 million in 2014. For 2015, both domestic and international advertising agency industry believes that the TV media will grow further on the back of the existence of digital TV. Meanwhile, the advertising spending through other media channels may decline as more budgets will be allocated to TV channels.

TV programs” are key factors for the TV business as they can generate massive amounts of revenue.



Picture : Digital TV Channels

Source : The Office of National Broadcasting and Telecommunications Commission (2013)

2) Competition

As mentioned earlier, the pressure from the economic uncertainty forced operators to adjust their advertising strategy, trying to make their limited advertising budget as worthwhile as possible. This resulted in changes in strategies of agencies and media space providers who tended to focus more on the mix-use of advertising media to reach wider commercials viewers. This strategy was aimed at spending advertising budgets the most effectively and making the advertising spending most worthwhile.

The trend to allocate more advertising budgets to new media channels as well as digital TV channels reflects the changing competition environment, i.e., changing from the competition for advertising spending in one media channels to the competition among more advertising media channels. In addition, the competition for more advertising spending among TV channels remained intense. Meanwhile, the number of viewers of programs shown in the channels under the digital TV system also increased. As a result, the TV programs and advertising spending under the free digital TV system should become livelier in 2015 versus the situation in 2014. This phenomenon has prompted many parties to shift their attentions to strategies to sale of adverting via free digital TV channels. Most licensed operators of the digital TV will present most popular programs to attract viewers as well as encouraging product owners or operators to spend more advertising budgets on the particular free digital TV channels.

The rating direction of TV programs broadcast on free digital TV channels can be concluded by 2015. The rating should act as a major factor reflecting the direction for advertising rates and impacting decision making of general operators about their allocations of advertising budgets through free digital TV channels.

Kasikorn Research Center projected that in 2015, the advertising spending through analog TV and digital TV channels, cable and satellite TV, radio stations, newspapers, magazines, on-screen media, billboards, transit media, in-store media, and Internet media would grow in a range of 11 -14 percent from the growth reported for 2014.



2. TV Commercial Production

2.1 Service Details

The Company's production house business covers three major areas as follows:

- 1) The Company produces TV commercials to promote goods or services or to convey messages from clients to their targeted customers. The commercials last 15, 30, 45, 60 seconds or longer. Different commercials are presented in different styles, depending on the creativity of advertising agencies and production houses' ability to convey the intended messages to viewers.

The change in the industry trend in 2012 promoted the Company to change its operation from being a big production house, with a large number of directors, employees and high production cost, to being an integrated agent, providing all kinds of services including recruiting production crews, equipment, locations, pre-production and post-production services. With its reputation and good track record as well as good relations with the Company's former personnel, being an agent enables the Company to work more flexibly, reduce production cost and also expand sources of revenue.

In 2014, the Company's TV commercials included Behind-the-Scene of Number 5 for EGAT, Toyota –Japan and etc.

- 2) The Company also offers revision works for old TV commercials to match the changes and new demand from clients. The Company also sells its past commercials to clients who want to keep or publicize more of their commercials. This service is rather limited as it depends mainly on clients' demand.
- 3) The Company also provides services for international production crew who come to shoot commercials or movies various locations in Thailand. The services cover feasibility study, advisory about shooting locations in Thailand and neighboring countries, projection and control of cost for the entire production project, recruitment of crew members as well as post production services.



2.2 Market and Competition

1) Industry

- Production House Industry

At present, there are many players in the TV commercial production industry due to the trend that more producers and directors resigned from full-time positions at big production houses to operate their own production houses. To elaborate, producers and directors, the major figures in the industry, tend to run their own smaller production houses, instead of working for big production houses. Meanwhile, some work only on a freelance basis. As a result, the numbers of producers and directors in big production houses have become smaller while small production houses see increasing numbers of producers and directors. Consequently, the market has experienced intense competition but production houses gain more flexibility.

- Advertising Industry

The details on the advertising industry can be obtained from Item 1.2 : the Market and Competition 1): Advertising Industry.

2) Competition

The competition in the production house industry has become more intense due to the trend that more producers and directors have launched their own small production houses. However, given that the Company focuses particularly on upper market, in which clients mainly take into account the production houses' financial statement, reputation, performance and good relationship with clients, the Company can still enjoy competitive advantages over its rivals. This is in spite of the fact that the Company has adjusted its business strategies. The Company can enjoy the competitive advantage due to its good relation with producers and directors or commercial production crews. Many freelancers worked for the Company before. In addition, the Company's performance, especially in terms of famous commercials prices, have been widely accepted both by domestic and international customers.

3 Equipment Rental Services

3.1 Service Details

GH offers equipment rental services for shooting movies, serving all groups of clients, including those in the upper market who want high quality and high definition shooting devices. These client groups include movie producers, documentary producers, and music video producers. The services for the upper market are provided by "Gear Head". In addition, the Company also serves demand from the lower market operators, including drama producers and TV program producers. The service in this segment is offered under the brand "Handy Gear".



Major rental equipment items

Items	Examples
Digital cameras	Cameras and lens, Arriflex, Weisscam HS, Red, Canon, Angenieux, Cooke, Carl Zeiss, Hawk and Drone
Lighting equipment	Tungsten, Daylight, LED, Super Silent Generators
Sound equipment	Sound recorders, mixing consoles, microphones
Grips	Cranes, dollies, remote heads
Rig Equipment	Special equipment designed for producing movies based on clients' demand
Vehicles	Vans, Beverage vehicles, mobile toilets and motor homes

The rental equipment also comes with highly-skilled technicians. Equipment is delivered directly to shooting sites. The Company also has transportation e.g., six-wheel trucks, equipment pick-up trucks and etc. to make sure that the equipment is delivered to clients on time.

In 2014, the equipment rental service generated revenue of Baht 387.99 million, accounting for 55.15 percent of the total revenue.

3.2 Market and Competition

1) Industry

• Film Industry

The year 2014 was another exciting year for the film industry, both for Thai and foreign films. Major cinemas expand their networks to many parts of the country nationwide. The total film market value reached Baht 4,200 million, 74% for foreign films and 25% for Thai films. The value for Thai movies stood at Baht 1,000 million. Meanwhile other foreign films, i.e., from Japan, Korea, and China, accounted for 1 percent of the total market value in 2014. The movies from GTH were very successful, with many movies making massive revenue, e.g., Kit Tung Wittana, Phak Wai Nai Kai There and I Fine Thank You Love You. With more successful films, revenue should have been better than the past year.

Meanwhile, big foreign films included “Transformers : Age of Extinction (Transformer 4) making revenue of more than Baht 320 million, with first-three-day revenue of Baht 100 million, first-four-day revenue of Baht 150 million, and first-week-revenue of Baht 200 million. The movie was an all-time champ for the highest revenue for one-week release. Other big movies such as Teenage Mutant Ninja Turtles, Lucy Noah, and Hercules also generated hefty revenue.



- Advertising Industry

The details can be obtained from the second part of Item 1.2 : the Market and Competition Item 1): Advertising Industry.

- TV program production industry

The existence of TV digital in Thailand has increased TV channels, providing more choices for customers. This phenomenon has brought greater business opportunities for operators of TV program business as well as relevant businesses, such as equipment rental business, studio rental business, post production business, and etc.

- Commercials and movies shot in Thailand

Number of and revenue from foreign projects shot in Thailand classified by types

Type	No.	2008	2009	2010	2011	2012	2013	Jul-14
Advertising	Unit	184	166	255	296	314	346	167
Documentary	Unit	197	181	178	155	122	150	82
TV Series	Unit	48	52	46	86	106	107	48
Feature Film	Unit	28	37	49	35	53	67	25
Music Video	Unit	69	60	50	34	41	47	22
Total	Unit	526	496	578	606	636	717	344
Estimated Revenue	Baht million	2,023	898	1,869	1,226	1,782	2,173	942
Variance	%	88.63	-55.62	108.19	-34.38	45.29	22.00	-56.65

Source: Thailand's Film Office, Tourism Development Office, Ministry of Tourism and Sports, July 2014

Number of foreign movies shot in Thailand classified by countries

Country	2008	2009	2010	2011	2012	2013	Jul-14
Japan	134	108	123	113	149	140	57
India	123	108	128	107	125	150	54
Europe	106	96	91	119	105	112	69
Hong Kong	23	20	24	24	37	38	14
Korea	26	27	41	47	33	29	15
USA	25	25	22	35	27	34	16
China	8	16	22	33	24	29	23
Australia	10	8	8	15	6	22	8
Taiwan	3	10	16	9	1	7	1
Others	68	78	103	104	129	156	87
Total	526	496	578	606	636	717	344
Variance (%)	0.57	-5.7	16.53	4.84	4.95	12.74	-52.02

Source: Thailand's Film Office, Tourism Development Office, Ministry of Tourism and Sports; July 2014

According to the Film Office, foreign movies shot in Thailand during the first seven months of 2014 were valued at Baht 942.20 million for a total of 344 projects. Most of the projects were commercials, documentaries and series. By country, European, Japanese, Indian crew came to film in Thailand with the biggest number of total products, accounting for over 50 percent of the total foreign projects shot in Thailand.

2) Competition

Competition

- *Pricing:* The price competition is very intense, resulting in a large number of discounts in order to attract more clients.
- *Equipment:* New digital equipment has continued to be introduced and the new equipment is in high demand. Hence, each operator has to continue investing in new equipment in a prompt manner.
- *Customer relation:* The Company serves regular long-term major clients who produce big films. The Company's service is widely accepted among foreign clients. This big client base could help pave the way for the Company to attract more potential clients.

4 Event Organizing Business

4.1 Service Details

The Company helps its clients to organize marketing campaigns, plan public relation activities, and promote organization images for both state and private sectors. In addition, the Company also provides integrated event organization services both domestically and internationally. The services cover all relevant areas, e.g., event designing, suggesting creative event styles, in order to ensure that the clients' intended messages are conveyed to their targeted groups. Moreover, the Company also provides services in terms of production, equipment provision, light and sound systems, stages, various techniques and etc., creating complete works ready for presentations.



4.2 Market and Competition

1) Industry

In the past, events were highly popular among operators as they could meet their demand and the outcome of the events could be evaluated more clearly than other marketing activities given more as they directly reach targeted groups. In addition, Thai event organizers possessed very high capabilities, especially in terms of creativity, technology and management skills.

However, the event organizing business has a core relation with the County's economic growth. Hence, the economic slowdown, coupled with the political pressure, in 2014 prompted many operators to either postpone or cancel their events. Furthermore, foreign operators did not risk coming to market in Thailand. As a result, the event organizing business dropped by 15 percent on a year-on-year basis. Fortunately, the industry began to pick up in the second half of the year. Operators tried to spend the remaining budget allocated for the first half in order to market goods and services as well as boosting sales. Some also spent the marketing budget on promoting new products. Many operators began to penetrate more country markets, which can be seen from more roadshows organized during the year. In the final quarter of 2014, operators used various marketing strategies and opted for other media channels because they became less confident in digital TV channels. Hence, many operators chose marketing events to directly reach consumers.

Given better performance in the second half of the year, the favorable market condition has continued into 2015. Operators have continued to do the marketing, especially entertainment businesses, e.g., concerts. More events have been organized overseas due to the establishment of the AEC in 2015. In 2015, the industry is expected to continue improving, with the event organizing market value expected to grow by 5-10 percent to Baht 12,000 million. The growth is expected to throughout the year on the back of more stable politics and more stimuli from the government.

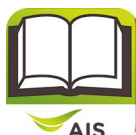
2) Competition

The competition in the event organizing industry has become fiercer as it has been widely agreed that events can really reach consumers. Hence, operators prefer to organize marketing events, both for particular groups and general public events, for marketing purposes.

5 Printing Business

5.1 Service Details

The Company produces magazines and pocket books and earns revenue from sale of magazines and pocket books as well as from sale of advertising space to advertising agencies and product/service owners.

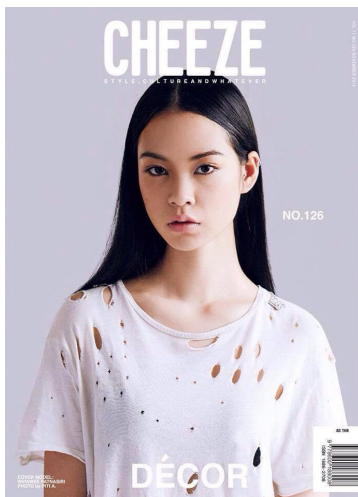


As of 31 December 2014, the Group offered two types printing products:

Tiles	Circulation	Details	Targeted readers
1. Magazines			
Cheeze	Monthly	Magazine for teenagers: Street Style, How to, Shopping with focus mainly on on-street and interesting content	<ul style="list-style-type: none"> - Readers at early teens and university students - Those working in fashion industry, designers, photographers and those in the advertising industry - Both teenager readers and working adults focusing in male readers - Those working in the fashion industry - Designers, photographers, and those in the advertising industry - Male and female university students or working adults aged 18-28 years old - Those working in the fashion industry, designers, photographers, and those in the advertising industry
Looker	Monthly	Street Wear magazines encouraging men to be well dressed and take good care of themselves	
SNACK	Monthly	Free copies giving updated information and fashion trends focusing on lifestyles, fashions, views and ideas, tourist attractions, interesting restaurants; Free copied at coffee shops, office buildings both in Bangkok and other provinces	

2. Pocket Books

	Special Issue	The Company's pocket books are aimed at bringing benefits to the book industry, offering presents to regular readers. Writers are those from the new generation who can communicate all matters with readers in the same generation	<ul style="list-style-type: none"> - General pocket book readers - Fan club from Cheeze, Looker
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In addition to the aforementioned magazines and pocket books, the Company also provides printing design services, such as supplements, catalogs and etc. as well as doing production ads for clients who are not convenient to do artworks by themselves.

Moreover, the Company has increased business channels and expanded business coverage to reach more readers and raise revenue through:

- iPad Application: an applied program on iPads to access e-Magazine of Cheeze and Looker magazines
- Cheeze TV D.I.Y.: A TV programs for teenagers presenting easy-to-understand content about fashion and easily reach teenager readers, being broadcast on True Vision every Wednesday at 21.00 - 21.30 hrs (the program has discontinued since July 2014).
- Nice Kitchen: A food variety program presented in a sit-com style, with fun content about cooking, fashion updates, clothing fashion for new generation; the program is broadcast on Channel 7, 01:00 - 02:00 hrs.
- Marketing events linked to targeted groups to support the Company's core operation and serve the demand of clients who want not only advertising but also marketing events
- Cheezecarbbotsale: The activities creating trends, images and presenting CSR for Cheeze magazine as well as offering the opportunities to meet readers, serving demand from readers and shopping lovers

5.2 Market and Competition

1) Industry

In addition to the overall impact from economic and political factors, the factor about changing lifestyle of consumers should also be taken into account. Other relevant factors include the changes in advance technology and innovations and the changes media channels chosen by consumers.



The printing business, i.e., newspapers and magazines, have not expanded and it is likely that the business may deteriorate because more consumers tend to choose online media with easier access and faster news and information available. More importantly, online media is free. In light of this, operators in the printing business have to adjust their strategies to survive by outing their content in online media.

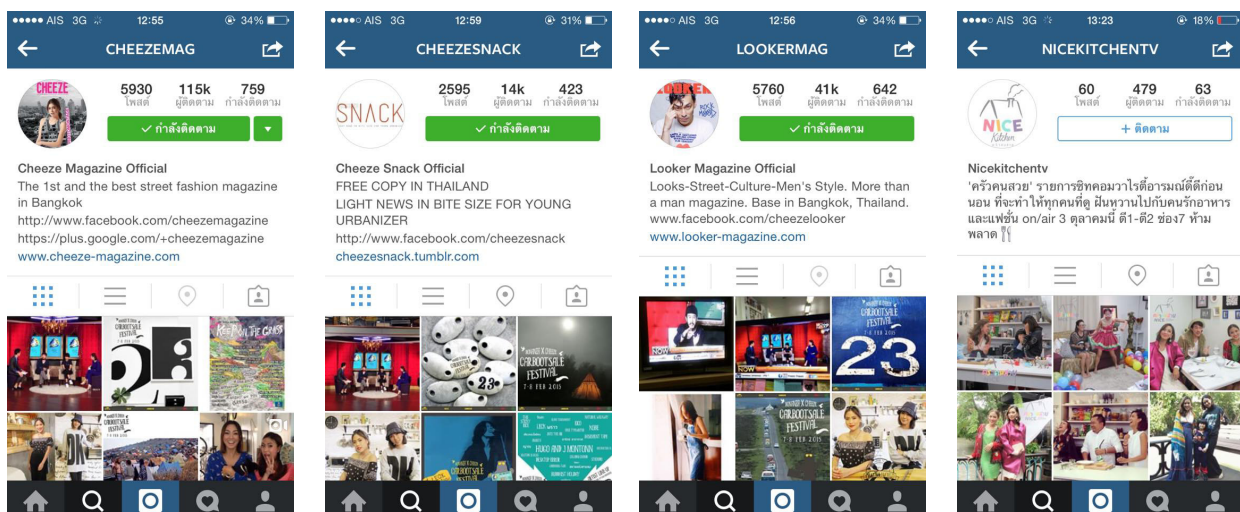
Meanwhile, the TV media sees intense competition in terms of presentation of useful and quality content and styles in order to survive during the time when more channels from free TV, digital TV and satellite TV are competing. TV channels have to choose TV programs and timeslot very well otherwise they will not be able to attract viewers. Meanwhile, they also have to withstand pressure from low advertising rates while expenses remain high.

As for the pocket book market, while it has been widely anticipated that the arrival of new technology and society media will destroy the pocket market, a number of publishers have proved that social media can support printing business as publishes can promote their printing products or pocket books through social media and in term social media makes ready want to read more. The cooperation between social media and publishers seem to work fairly well, especially among the new generation, both teenagers and working adults; the printing market targeted mainly on this group has high growth potential.

2) Competition

The market of paid monthly magazines has not expanded but it is rather likely to continue dropping as readers tend to read from online media more because the online media is easier and present news and information faster and more importantly it is free. Meanwhile, more free copies have been available. Free copies can serve more varieties of styles and reach particular targets, similar to paid monthly magazines. Hence, the competition has become more intense and more advertising revenue is shared to free copies.

The Company's printing business has held up fairly well. Its sales from printing media and online media still expanded well. In addition, the Company continued to gain support from sponsors, i.e., agencies, and product brand owners. The support from SME operators engaged in clothing business also continued but with smaller degree given intense competition in the SME segment that forced smaller operators to either cease their operation or reduce advertising.



Risk Factors

1 Business Risks

As the Company's core businesses are TV program production, TV commercial production, equipment rental services, event organizing, and printing business, the risks factors vary in accordance with types of business. The details of risks for each business are discussed below.

1.1 TV Program Production

1.1.1 Risks in regard to discontinuation of the subleasing of airtime from TV stations or changes in conditions in the subleasing contracts

To operate the TV program production, the Company has to sublease airtime from television stations to broadcast TV programs and sell commercial time slots to advertising agencies or product owners. Subleasing contrasts normally last three to six months and can be extended upon the expiry. In light of this, the Company may face some risks when a subleasing contract expires as the TV station may decide to discontinue the contract. If this is the case, the Company will have to look for an airtime slot at other channels. In addition, if the TV station decides to change the conditions in the contract, e.g., hiking the rates, lowering revenue sharing, and reducing advertising time, this will have negative impacts on the Company's revenue. Moreover, if the TV station decides to reshuffle its program plans in order to maintain the level of its market share or ratings, this will also have a negative impact on the continuation of the Company's programs.

Being well aware of such risks, the Company tries to minimize the chances that the TV stations decide not to extend the subleasing contracts or decide to extend the contracts under some unfavorable conditions. In so doing, the Company is committed to increasing the audience share (i.e., boosting the program's rating) as well as attracting more sponsors given that the rating level and the number of program sponsors are key factors for the TV stations to decide whether or not to extend the subleasing contracts. Moreover, the Company focuses on enhancing the quality of program contents to both entertain and educate all groups of viewers. On top of that, the Company also continues to develop its program contents to attract broader groups of consumers.

1.1.2 Risks in regard to lower popularity and changes in consumer' trends

The trends and satisfactory among consumers are key factors impacting the popularity of each TV programs. To consider buying advertising time slots in TV programs, advertising agencies or products owners have to determine how worthwhile the advertising spending through such TV programs will be. Most of them take into account the advertising rates as well as the numbers of viewers and the rating of such programs. Meanwhile, the fixed cost for TV program production is rather high. The fixed cost includes the subleasing of airtime, the operation cost, the personnel cost, and etc. Hence, if the Company's TV programs are not popular or gain lower popularity, this may have negative impacts on the revenue and earnings of the Company and its subsidiaries.

However, the Company and its subsidiaries have continued to improve the contents and presentation styles of their programs to match consumers' interests. Furthermore, the Company has also continued to present existing program style improvement and new creative TV programs to the TV station.

1.1.3 Risks in regard to alternative media to replace or compete for market shares from TV media

The TV program production business is directly impacted by the expansion of the advertising industry through TV channels. At present, there are many new media channels, e.g., the Internet channel, cable TV channels, digital TV channels and etc. In addition, the on-screen media, modern-trade media or transit media have continued to expand. Hence, advertising agencies or product/service owners have more choices as to which channels they should put their advertising commercials. As a result, the share of advertising spending through TV channels may decline as more spending is allocated to other media channels. This factor also has a negative impact on the Company's revenue and earnings.

However, despite more varieties of new media channels, advertising agencies or product/service owners may choose such new media channels only as secondary channels in addition to the main TV channel. This can be evidenced by the fact that the advertising spending through TV channels has still continued to increase, with the biggest market share when compared with other media channels. This is because TV channels can reach mass market. In 2014, the advertising spending through TV stations accounted for 62.31 percent of the total advertising spending value.

1.1.4 Risks in regard to dependency on major trade partners

At present, the Company produces five TV programs. Four major programs are broadcasted on Channel 7, operated by Bangkok Broadcasting and TV Co., Ltd (BBTV), which is an indirect major shareholder (i.e., the major shareholder of BBTV Productions Co., Ltd (BBTV Production, which is the Company's major shareholder). As of 31 December 2014, BBTV Productions held 44.65 percent of the total paid-up capital. The Company sees risks in regard to the dependency on BBTV. If BBTV decides not to extend the subleasing contracts for airtime slots, the Company will have to find time slot in another TV station for that particular TV program. If this is the case, the Company's revenue and earnings performance will be affected.

However, the Company believes that the strong relationship with BBTV, coupled with the Company's good quality programs that have been broadcasted for a long time, should enable it to remain one of TV program producers for BBTV. Nonetheless, to minimize the risk, the Company has also proposed its programs to other TV stations as well as other media channels. The Company still believes its major partners will continue to choose the Company's services thanks to its high quality programs and a clear focus on targeted clients. It should be noted that the partners are just part of a group of advertising agencies whom the Company provides services for. The Company is able to provide services to other clients, without any limitations. Moreover, even though advertising agencies are the ones who plan to buy advertising timeslots, in the end product/service owners are the ones who make final decisions.

1.2 TV Commercial Production

1.2.1 Risks in regard to shortage of qualified personnel

As the Company changed its service from a commercial producer to be an agency for TV commercial production projects, the major roles and responsibilities include coordinating, providing personnel, equipment and seeking locations. The Company has only a few personnel doing coordinating work. The major production functions are performed by freelancers. Hence, the Company may see some risks if it is unable to recruit freelancers, and thus affecting the Company's revenue and earnings performance



However, there are many personnel and freelancers in the industry and the Company and its subsidiaries have good relationship with many experienced personnel, most of whom used to work with the Company. In addition, the management of the Company and its subsidiaries consists of those with high experience and those widely respected by people in the industry. In addition, the Company's long outstanding reputation, as well as a track record of excellent work, is a major factor prompting clients to choose the Company's services. Therefore, the Company is confident that it is able to recruit personnel to work on its TV commercial production projects.

1.2.2 Risks in regard to the competition in the industry

As there are many players in the TV commercial production industry currently, the price competition has intensified. Furthermore, the business does not require big investment and many experienced personnel tend to launch their own production houses; hence, there is high risk that the Company may face higher competition from new players that would have a negative impact on its earnings performance.

Nonetheless, the Company does not expect to see significant risks linked to the competition because the Company's clients are those in the upper market who seriously take into account the financial position, qualification and quality of the production houses. The Company and its subsidiaries have firm financial positions and good reputation in the industry. In addition, the management is highly experienced and has strong expertise, especially in TV commercial production. On top of that, the Company also has good relation with clients. Thus, the Company is confident that it has potential to compete with other players in the industry. In regard to new players, the risk should be insignificant as most of them are highly experienced producers who launch their own small production houses, with small size of personnel and small investment. Thus, these new players do not have potential to compete with the Company. In fact, the arrival of such new players may be positive to the Company as these new production houses can become the Company's partners or the personnel from the new houses can work as the Company's freelancers.

1.3 Equipment Rental Business

1.3.1 Risks in regard to the changes in technology and the obsolete equipment

The Company provides equipment rental services for production of films, TV commercials and TV series, for which the technology changes rapidly. New equipment and devices are introduced to the market frequently, especially digital equipment. Clients tend to choose companies with new equipment they are familiar with. Hence, there is a risk that if the Company's equipment is obsolete and unable to match the clients' changing demand, the clients may shift to other operators.

The Company is well aware of the risk; therefore, it has continued to invest in new equipment to support the clients' demand. The Company has invested in integrated service and equipment, e.g., outside broadcasting (OB) for real-time broadcast. Moreover, the Company has also continued to maintain good relation with its clients by offering one-stop services. Not only does the company supply equipment rental services it also provides highly experienced personnel who can use the equipment skillfully both to maintain the existing client base and support new clients.

1.3.2 Risks in regard to investment in equipment and unpopular equipment

To provide equipment rental services, the Company has to highly and continuously invest in new equipment given that technology is changing rapidly. Also, the Company has to make sure that the invested equipment can satisfy the clients. If it turns out that the equipment does not satisfy the clients, the Company will see some risks and unable to gain some returns from such investment.



Being well aware of this risk factor, when deciding to invest in new equipment, the Company has to take into account the clients' need and demand. The Company preliminarily surveys the clients' preference and keeps records, and then analyzes the prospects for profitability of an asset before deciding to invest in such asset. Given the recent investment in the integrated movie town project including equipment rental services, in the future the Company should be able to present all equipment to clients. This will enable the Company to serve the clients' demand promptly, reducing the time and complication arising from moving equipment from one place to others. Hence, it is expected all items of equipment will be able to generate hefty revenue and gain strong popularity.

1.4 Studio Rental Business

1.4.1 Risks in regard to lower-than-expected clients renting the new studio and the integrated movie town

The Company has planned to establish a studio and an integrated movie town facility, which is expected to commence operation in 2016. There is a risk that the project may become neither popular among clients nor profitable.

Based on the Company's current plan, the movie town project can support both indoor and outdoor shooting as well as under-water shooting, serving all kinds of productions including international and domestic major movies, TV commercials, and TV programs. Moreover, the project also has space to serve other relevant services including function or events. Given the Company's long business expertise, coupled with highly experienced personnel as well as the industry transformation to the digital era, it is believed that the project will be very well responded by film producers and relevant parties in the industry.

1.5 Event Organizing Business

1.5.1 Risks in regard to the changing trends among consumers

Trends among consumers are major factors impacting the popularity of event organizing. When making a decision to organize an event, an advertising agency or a product/service owner always takes into account the current trends among consumers. Hence, if the Company is unable to organize events to match the consumers' changing popularity trends, this would have a negative impact on the Company and its subsidiaries' revenue and earnings performance.

However, the Company continues to follow the situation and see the changing trends. It also surveys consumers' trends on a regular basis. Hence, the Company is confident that it is able to keep up with the consumers' changing trends. In addition, with its long presence in the event organizing business, the Company possesses extensive experience, creative concepts, advance technology and management skills. Also, the Company has extended partners in relevant businesses, e.g., supply of equipment, technology, lighting, color, sound, special effects and crew. All these factors are the Company's key strengths convincing clients to trust the Company's services.

1.5.2 Risks in regard to competition in the industry

As there are many players in the event organizing industry, the price competition has intensified. In addition, given that the business does not require big investment and the business structure is not complicated, it is rather risky that the Company may face higher competition from new comers, including advertising agencies, the companies providing film settings, catering service providers, TV program producers, and etc. This would have a negative impact on the Company's earnings performance.



The Company is well aware of the risk and expects to see higher competition if operators focus mainly on price competition/price dumping. Hence, it has tried to minimize such risk by providing integrated services for its clients. In so doing, the Company is also involved in its clients' annual marketing plans. This is the Company's strong point because new operators are still unable to provide such service. The Company also diversifies risks by expanding its service from Bangkok to other provinces. Moreover, the Company also utilizes its strength, i.e., from having specialists who understand the preference of event participants, to provide integrated marketing media services, which include various forms of public relation activities and other promotional activities in addition to conventional marketing events.

1.6 Printing Business

1.6.1 Risks in regard to the changing technology

The changing technology helps improve and fasten the printing process. However, some new technologies, e.g., the Internet or e-books, have replaced conventional printing media. As a result, the number of printed books or magazines has become smaller as readers tend to allocate some budget to buy e-books.

Being aware of the risk, the Company tries to reduce the possibility of losing business opportunities by adding more channels to reach more reader base, including online media, Ipad Applications, E-magazines. This is aimed at coping with the change from the printing-based information era to the digital information era. Moreover, the Company also regularly organizes marketing activities that relate to the targeted clients. These marketing events help to provide integrated services to support clients who want to promote their services or products in addition to advertising only on printing media and the success of the activities can be clearly evaluated.

1.6.2 Risks in regard to higher paper cost

Paper is a major raw material in the printing business. Volatile paper cost can be risk for the Company, directly impacting its earnings performance.

To minimize the risk, the Company places orders for paper in advance and orders paper from more than one suppliers in order to maintain the cost level.

1.6.3 Risks in regard to dependency on a major partner

Currently, the Company distributes its printing products through an only agent. Hence, it will be risky if the agent decides to discontinue distributing the Company's products. If this is the case, the Company will have to seek a new agent, which would have a negative impact on the revenue and earnings performance.

However, the Company believes that its close relation with the agent, coupled with the quality of its products and good reputation for over ten years, should prompt the agent to continue distributing the Company's products. Meanwhile, the Company can also consider other partners, without limitations. Moreover, the Company is also able to sell its printing products through the Internet, instead of selling from bookstands.



2. Management Risks

2.1 Risks in regard to having the only major shareholder influencing management policies

As of 31 December 2014, the major shareholder BBTB Production held 44.65 percent of the total paid-up capital. With that percentage of shareholding, BBTB Production has power to make decisions and determine the management policies. With BBTB Production as the only major shareholder, it is very unlikely that the Company will be taken over by other companies, without approval from BBTB, even though other shareholders may see opportunities to raise the firm value.

However, the Company has the Audit Committee, consisting of three independent directors from the total nine directors. The independent directors can help enhance the management as well as bringing transparency and balancing the power of directors. The independent directors also act as representatives of retail shareholders to examine the performance of the management. Moreover, the Company's Boards of Directors always takes into account the corporate governance policies, making sure that the Company seriously follows corporate governance policies to ensure that shareholders and stakeholders are treated fairly and equally

2.2 Risks in regard to dependency on human resource

Company's businesses rely heavily on skillful and experienced specialists. Thus, specialized personnel and advanced equipment are two keys to business success. If the Company lacks either of these two keys, it will be very difficult for the Company to maintain its competitiveness.

Realizing the importance of human resources, the Company focuses on personnel development and allows the personnel to participate in the operations, encouraging them to grow together with the Company's success. It continues to encourage the personnel to boost their skills and improve their personalities. The personnel are also taught about disciplines and team working in order to inspire them to work together. The Company is willing to support and push some personnel who show good progress and high potentials to work in the management level.

2.3 Risks in regard to the major shareholders having conflicts of interests and involving in competing businesses

BBTB is the Company's indirect major shareholder (i.e. it is the major shareholder of BBTB Production, which is the major shareholder of the Company). It is also an indirect holder of all shares in Media Studio Co, Ltd. (Media Studio), which also operates TV program production business. Media Studio produces news and entertainment programs broadcast only on Channel 7. In addition, Media Studio also operates cable TV stations and satellite TV stations, i.e., Media Channel, Media Boom, and Media News. Hence, Media Studio's business may compete with one of the Company's businesses.

However, although the two companies are held by the same shareholder, in terms of management, the employees of both companies are separated. Although both companies produce TV programs, the types and presentation styles of the programs are different. In addition, they run other different businesses. It should also be noted that TV program production is just one of the Company's businesses. In the future, the Company will focus more on becoming a leader in the equipment rental segment as well as studio and location rental services primarily serving all groups of clients.



Shareholder and Dividend Policy

1 Ordinary Shares

As of 31 December 2014, the Company's registered capital amounted to Baht 535,000,000, for the total ordinary shares of 535,000,000 shares, at a par value of Baht 1.00. The paid-up capital amounted to Baht 531,629,851, for the total ordinary shares of 531,629,851 shares, at a par value of Baht 1.00.

2 Shareholders

The Company's top ten shareholders and the percentage of shareholding out of the total paid-up capital as of the latest booking closing date on 8 September 2014 were as follows:

	Name of Shareholders	No. of Shares	Percentage of Paid-up Share Capital
1.	BBTV Production Co., Ltd. ^{/1}	237,353,229	44.65
2.	Mr.Panumas Mongkholsapaya	13,020,568	2.45
3.	Mr. Chatchavan Piyapraphanphong	10,152,637	1.91
4.	The Sasinmanop Group ^{/2}	9,903,462	1.86
5.	The Cheewasutthanon Group ^{/3}	7,971,951	1.50
6.	Mr. Thawat Tantimate	6,624,400	1.25
7.	Mr.Vinai Kongprakit	6,570,600	1.24
8.	Miss Ritsara Kongprakit	6,391,000	1.20
9.	Mr.Kuldip Singh	6,016,964	1.13
10.	Mr.Vera Supattaratid	5,060,000	0.95
Total		309,064,811	58.14

Note ^{/1} BBTV Production is a group of companies managing Channel 7, consisting of seven shareholders as follows:

<u>Major Shareholders</u>	<u>Percentage</u>
1. Bangkok Broadcasting and TV Co., Ltd	30
2. BBTV Asset Management Co., Ltd	25
3. BBTV Sat Television Co., Ltd	25
4. Stronghold Asset Co., Ltd.	20

^{/2} The Sasinmanop Group composes of

1. Mr.Thanitsaphong Sasinmanop	holds	9,197,623	percentage	1.73
2. Mrs.Siripen Sasinmanop	holds	705,839	percentage	0.13

^{/3} The Cheewasutthanon Group composes of

1. Mr.Somchai Cheewasutthanon	holds	7,000,083	percentage	1.32
2. Mr.Somboon Cheewasutthanon	holds	359,783	percentage	0.07
3. Mrs.Pantaree Cheewasutthanon	holds	506,230	percentage	0.09
4. Ms.Supaphun Cheewasutthanon	holds	105,855	percentage	0.02

3. MATCH-W2 Warrants

The Company's 2009 Annual General Meeting of Shareholders held on 29 April 2009 approved the issuance of 103,431,863 units of warrants for existing shareholders to buy ordinary shares. The warrant duration is five years (the issuance date was 29 May 2009). The shareholders shall exercise the rights on the last working days of each quarter, after beginning to exercise the right, throughout the warrant duration. The first date for exercising the right was 30 December 2009 and the last date was 29 May 2014. One unit of MATCH-W2 warrant allows a warrant holder to buy 1.082 ordinary shares, at Baht 1.293/share.

In March and May 2014, the warrant holders exercised the right for a total of 57,657,032 units. On 29 May 2014, which was the last day for the exercise of the right, 508,831 units of the MATCH-W2 warrant remained, which expired from 30 May 2014 onwards.

4. Dividend Policy

The Company's minimum dividend payout is 40 percent of the net profit, provided that there are no other necessary reasons to use this amount of money. The amount of dividend paid must not significantly affect the Company's core business. Meanwhile, its subsidiaries do not have a policy to fix a minimum dividend payout but the dividend policy at each subsidiary depends on its performance and the needs for capital.

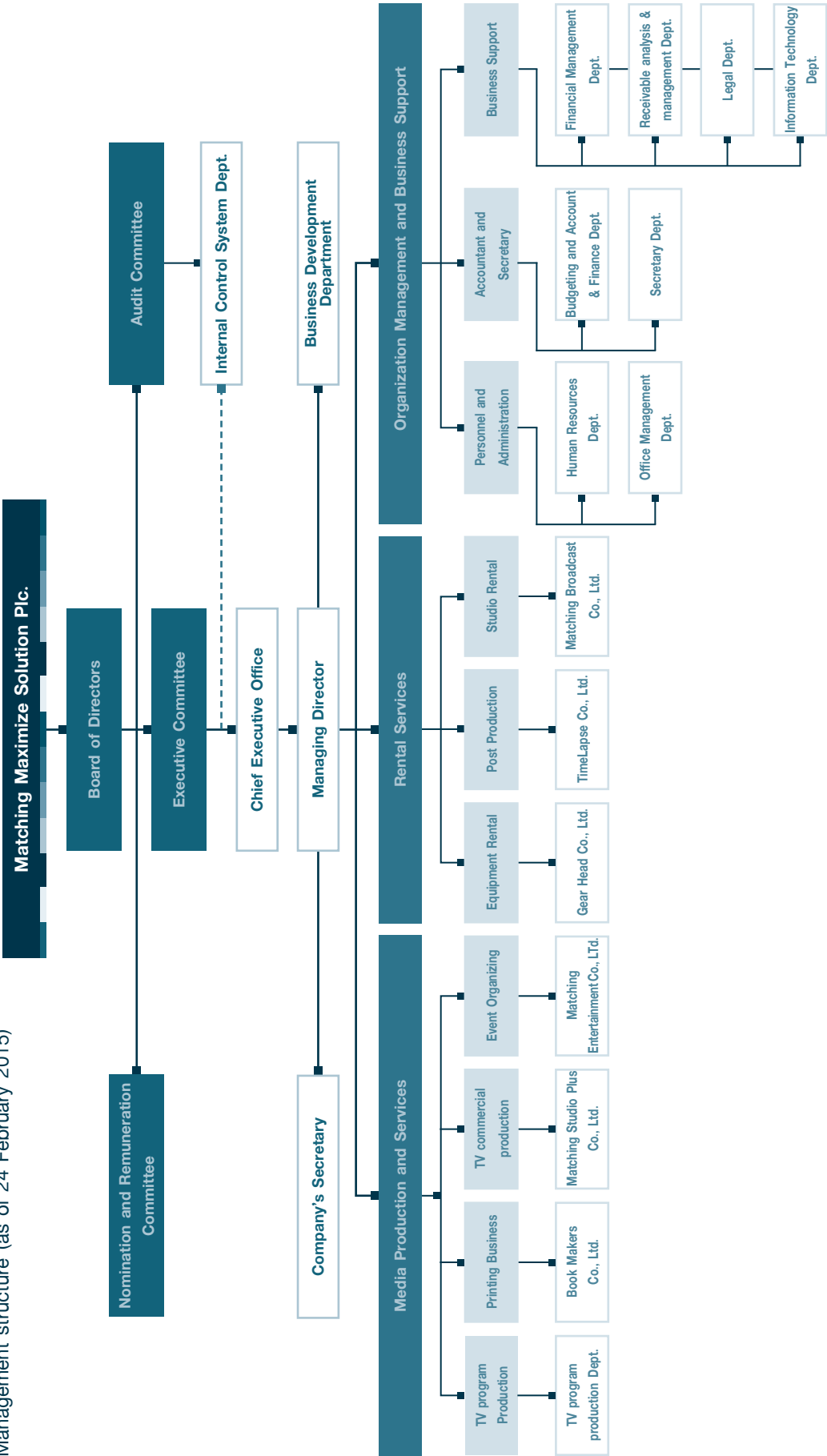
Four-year-historical dividend payment

Year	2010	2011	2012	2013
Earnings per share	0.13	0.05	0.23	0.20
Dividend per share	0.02	0.09	0.06	0.10
Dividend Payout (%)**	18.15	160.22	26.61	60.06

*Note *** Earnings in 2011 were the amount after the adjustment in 2013*

Management Structure

Management structure (as of 24 February 2015)



The Management structure composes of Board of Directors and three sub-committees : the Executive Committee, Audit Committee and Nomination and Remuneration Committee. The details of which are as follows:

● The Board of Directors

As of 31 December 2014, the Board of Directors comprised of the following nine members:

Name	Position	Meetings	
		2014	
		Total Meeting	Number of Attendance
1. Mr.Somrit Srithongdee	Chairman	14	14
2. Mr.Poomchai ^{/1 /3} Wacharapong	Director	14	14
3. Mr.Somboon Cheewasutthanon	Director	14	13
4. Mr.Pattanapong ^{/3} Nuphan	Director	14	12
5. Mr.Sansrit ^{/2 /3} Yenbamrung	Director	11	11
6. Mr.Nuttawit ^{/2 /3} Boonyawat	Director	11	10
7. Mr.Akarat Na Ranong	Independent Director		
	And Chairman of Audit Committee	14	14
8. Mr.Nuttawut Phowborom	Independent Director		
	And member of Audit Committee	14	10
9. Mr.Kamol Ratanachai	Independent Director		
	And member of Audit Committee	14	13

Note ^{/1} Mr.Poomchai Wacharapong was appointed as a director on 2 January 2014 to replace Mr. Thanitsaphong Sasinmanop who resigned on 20 December 2013

^{/2} Mr.Sansrit Yenbamrung was appointed as a director on 28 April 2014 to replace Mrs.Watchanee Watanathawanwong who completed her term (In 2014 she attended three meetings of our the total three meetings). Mr.Nuttawit Boonyawat was appointed as a director on 28 April 2014 to replace Mr. Chakrapun Leelamasavat who completed his term (In 2014, he attended three meetings of our the total three meetings).)

^{/3} A representative of BBTV Production Co., Ltd. (of which Channel 7 is a major shareholder).

Scope of power and responsibility of the Board of Directors

1. To manage and ensure that the Company's business operation conforms to the laws, objectives, and the articles of association including the resolution of the shareholders' meeting with honesty and trustworthiness and to provide utmost benefits to the Company;
2. To determine objectives, guidance, policies, business plans, and budgets of the Company; The Board of Directors also controls and supervises the Executive Committee to ascertain that it follows the assigned policies except for the following matters: The Board of Directors must receive the resolution of the shareholders' meeting regarding the following matters; increases or decreases in shares of registered capital; issuances of debentures; disposition or acquisition of all or parts of the Company's business to other parties; purchases or transfers of other company's business; and amendments of the letters of memorandum or articles of association, etc;
3. To appoint a number of directors, as deemed appropriate, to be members of the Executive Committee being responsible for the duties assigned by the Board of Directors;

4. To assign any individuals to operate the business of the Company under the Board of Directors' supervision; to authorize such individuals to perform some tasks to a certain degree and within a timeframe, as deemed appropriate by the Board of Directors; and the Board of Directors may cancel, dismiss, or amend such power;
5. To apply knowledge, skills, and experiences to the duties, bringing about the utmost benefits to the business operation of the Company, with honesty, morality and responsibility to shareholders; and to disclose investment information to investors accurately, sufficiently and transparently;
6. To make sure that the Company's management efficiently performs duties in accordance with the Company's policy; and to ask the management to present significant matters concerning the Company's operation and connected transactions for review in order to be certain that those matters and transactions are conducted in compliance with the rules and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand;
7. To appoint the internal audit department to monitor the internal business operation and cooperate with the Audit Committee.

For any matters that a director or an authorized individual may be involved in a conflict of interests with the Company and its subsidiaries, such director or authorized individual shall not have a voting right cast votes for that particular matter.

● The Management

As of 31 December 2014, the Company's management comprised of eight members as follows:

<u>Name</u>		<u>Position</u>
1. Mr.Poomchai	Wacharapong	Chief Executive Officer
2. Mr.Somboon	Cheewasutthanon	Managing Director
3. Mr.Thanitsaphong	Sasinmanop	Senior Executive Vice President Group of Advertising Production Services and Renting of Equipment
4. Mr.Wiroj ^{/1}	Bunsirirungruang	Senior Executive Vice President Group of Organization Management and Business Support
5. Mrs.Siripen	Sasinmanop	Executive Vice President Group of Advertising Production Services and Renting of Equipment
6. Mr.Natpatsakorn	Jankhod	Senior Vice President Office Management Dept. and Human Resources Dept.
7. Mrs.Ladawan	Khumsap	Senior Vice President Budgeting and Account & Finance Dept.
8. Miss.Usa	Wannamolee	Senior Vice President Finance Dept., IT Dept., Legal Dept. and AR Dept.

Note ^{/1} Mr.Wiroj Bunsirirungruang was appointed as a Senior Executive Vice President, effective from 1 March 2014.

^{/2} Miss.Usa Wannamolee has taken the position of Senior Vice President on 1 March 2014

Scope of duties and responsibility of the Chief Executive Officer

1. To manage the Company's normal business operation;
2. To carry on operation according to the Company's business policies, business plans, and business strategies approved by the Board of Directors;
3. To authorize or assign any other persons under an approval of the Chief Executive Officer to perform duties on behalf of the Chief Executive Officer in some necessary and appropriate matters under the Chief Executive Officers supervision, all of which must be under the principle of laws and the article of association of the Company;
4. To perform other duties as assigned by the Board of Directors and / or the Executive Committee on a case-by-case basis;
5. To proceed with and approve the employment or acceptances of projects or binding agreements in the Company's core business operation within a limit of Baht 15,000,000 per transaction or equivalent. This credit limit must conform to the approval by the Company through the Board of Directors. The credit limit is subject to change as found appropriate by the Board of Directors;
6. To have authority to issue, revise, add, and adjust regulations, orders and rules regarding the Company's operation, e.g., employment, appointment, and removal of officers and employees as well as setting salaries and other employee benefits and welfares.

The abovementioned authorities assigned to the Chief Executive Officer must be under the laws, rules, and regulations related to the Company's business. In a case where the Chief Executive Officer may enter into counter-parties benefits or may involve conflict of interests (according to the Notifications of the Securities Exchange Commissions and/or the Capital Market Supervisory Board and/or the Stock Exchange of Thailand), the Chief Executive Officer shall have no authorities to approve such case. The Chief Executive Officer must propose this matter to the Executive Committee and/or the Board of Directors for further approval.

Furthermore, connected transactions or transactions relating to acquisitions or dispositions of the Company's or the subsidiaries' assets, whichever the case may be, according to the Notification of the Stock Exchange of Thailand, must be approved by the shareholders' meeting and/or any other actions as stated in that Notification in order to follow the rules of the Stock Exchange of Thailand in that case.

Scope of duties and responsibilities of the Managing Director

1. To manage the Company's normal business operation;
2. To carry out operation according to the Company's business policies, business plans, and business strategies approved by the Board of Directors;
3. To authorize or assign any other persons under an approval of the Managing Director to perform duties on behalf of the Managing Director in some necessary and appropriate matters under the Managing Director supervision, all of which must be under the principle of laws and the article of association of the Company;
4. To perform other duties as assigned by the Board of Directors and / or the Executive Committee on a case-by-case basis;
5. To perform and approve employment or acceptances of projects or binding agreements in the Company's normal business operation within a limit of Baht 10,000,000 per transaction or equivalent. This credit limit must conform to the approval by the Company through the Board of Directors. The credit limit is subject to change as found appropriate by the Board of Directors;



6. To have authority to issue, revise, add, and adjust regulations, orders and rules regarding the Company's operation, e.g., employment, appointment, and removal of officers and employees as well as setting salaries and other employee benefits.

The abovementioned authorities assigned to the Managing Director must be under the laws, rules, and regulations related to the Company's business. In a case where the Managing Director may enter into counter-parties benefits or may involve conflicts of interests (according to the Notifications of the Securities Exchange Commissions and/or the Capital Market Supervisory Board and/or the Stock Exchange of Thailand), the Managing Directors shall have no authorities to approve such case. The Managing Directors must propose this matter to the Executive Committee and/or the Board of Directors for further approval.

Furthermore, connected transactions or transactions relating to acquisitions or dispositions of the Company's or the subsidiaries' assets, whichever the case may be, according to the Notification of the Stock Exchange of Thailand, must be approved by the shareholders' meeting and/or any other actions as stated in that Notification in order to follow the rules of the Stock Exchange of Thailand in that case.

- **Company's Secretary**

The Board of Directors appointed Mr.Wiroj Bunsirungruang as the Company's secretary, effective from 25 January 2009.

- **Remuneration for Directors and Management**

Cash remuneration

In 2014 the remuneration was carefully determined by the meetings of the Nomination and Remuneration Committee, taking into account of the company's business growth. The following amounts of remuneration were approved by 2014 Annual General Meeting of Shareholders held on 28 April 2014.

1. **Monthly remuneration**

Board of Directors

Chairman	Baht 60,000
Directors	Baht 30,000

Sub-committees

Chairman	Baht 30,000
Committee member	Baht 20,000

At present the Company's sub-committees consisted of Executive Committee, Audit Committee and Nomination and Remuneration Committee. Committee members who are also directors receive remuneration for the position of director as well.

2. **Remuneration for Directors in 2013**

The amount did not exceed Baht 3 million. The amount was allocated based on the decision of the Nomination and Remuneration Committee.

A) Directors' remuneration

In 2014 the remuneration consisted of meeting allowances and annual remuneration for 2013:



Name	Position	Remuneration (Baht)					
		Directors	Executive Committee	Audit Committee	Nomination and Remuneration Committee	Remuneration	Total
Mr.Somrit Srithongdee	Chairman Chairman of Nomination and Remuneration Committee	720,000	-	-	360,000	400,000	1,480,000
Mr.Poomchai Wacharapong	Director Chairman of Executive Committee	360,000	360,000	-	-	-	720,000
Mr.Somboon Cheewasutthanon	Director Executive Committee	360,000	240,000	-	-	325,000	925,000
Mr.Pattanapong Nuphan	Director Executive Committee	360,000	240,000	-	-	325,000	925,000
Mr.Sansrit Yenbamrung ^{/2}	Director Executive Committee	240,000	160,000	-	-	-	400,000
Mr.Nuttawit Boonyawat ^{/2}	Director Executive Committee	240,000	160,000	-	-	-	400,000
Mr.Akarat Na Ranong	Independent Director Chairman of Audit Committee	360,000	-	360,000	-	325,000	1,045,000
Mr.Nuttawut Phowborom	Independent Director Audit Committee	360,000	-	240,000	240,000	325,000	1,165,000
Mr.Kamol Ratanachai	Independent Audit Committee Nomination and Remuneration Committee	360,000	-	240,000	240,000	325,000	1,165,000
Mrs.Siripen Sasinmanop ^{/3}	Executive Committee	-	160,000	-	-	-	160,000
Mr.Wiroj Bunsirirungruang ^{/3}	Executive Committee	-	160,000	-	-	-	160,000
Mr.Thanitsaphong Sasinmanop ^{/1}	Director Chairman of Executive Committee	-	-	-	-	325,000	325,000
Mrs.Watchanee Watanathawanwong ^{/2}	Director Executive Committee	120,000	80,000	-	-	325,000	525,000
Mr.Chakrapun Leelamasavat ^{/2}	Director Executive Committee	120,000	80,000	-	-	325,000	525,000
Total		3,600,000	1,640,000	840,000	840,000	3,000,000	9,920,000

Note ^{/1} Mr.Thanitsaphong Sasinmanop resigned on 20 December 2013

^{/2} Mr.Sansrit Yenbamrung and Mr.Nuttawit Boonyawat were appointed as directors on 28 April 2014 to replace Mrs. Watchanee Watanathawanwong and Mr. Chakrapun Leelamasavat who completed the terms.

^{/3} Mrs.Siripen Sasinmanop and Mr.Wiroj Bunsirirungruang were appointed as Executive Committee on 28 April 2010

B) Remuneration for the Company's management

In 2014, the Company and its subsidiaries paid cash remuneration, i.e., salaries, bonuses, to a total of 8 members of the management for the total amount of Baht 35.71 million.

Other benefits

Other benefit for management

- Other benefits for management included medical allowances, life insurance premiums, contributions to the provident fund and the social security fund for a total of Baht 1.89 million.

Personnel

In 2014, the Company and its subsidiaries had a total of 588 personnel, with the total benefit packages amounting to Baht 39.37 million, including salaries, overtime payment, bonuses, contributions to the social security fund, provident fund and compensation for employment termination of Baht 1.15 million. The subsidiaries paid the similar personnel remuneration of Baht 89.67 million and compensation for employment termination of Baht 0.59 million.

Total Employees

As of 31 December 2014	TV program production	TV commercial Production	Equipment Rental Service	Event Organizing	Printing Business	Post Production
Management	-	-	3	-	-	1
Supervisors	18	1	67	2	7	3
Operation	56	2	375	11	38	4
Total	74	3	445	13	45	8

Detail of the Board of Director, the executive and the Authorized Persons and Secretary the Company as of 31 December 2014

Name-Last Name / Position	1. Mr.Somrit Srithongdee		
	<ul style="list-style-type: none"> - Chairman of the Board ^{/1} - Chairman of Nomination And Remuneration Committee 		
Age (years)	65		
Education	<ul style="list-style-type: none"> • Master's Degree of Public Administration, Chulalongkorn University • Bachelor's Degree of Sociology& Anthropology, Chiangmai University • Certificate, Roles of Compensation Committee (2007) : IOD • Certificate, Director Certification Program (2008) : IOD • Certificate, Financial Statements for Director : IOD 		
Percentage of Shareholding	-0-		
Relationship with the other Executive	- None -		
Working Experience	2010-Present	- Chairman of the Board Of Director	Matching Maximize Solution PCL.
	2013-Present	- Chairman of Nomination and Remuneration Committee	
	2010-Present	- Chief Executive Officer and Managing Director	HR Professional Consulting and Services Co., Ltd.
	2010-2012	- Human Resources Consultant	Bangkok Broadcasting and Television Co., Ltd.
	2009-Present	- Independent Director and Audit Committee	Eastern Star Real Estate PCL.

Note ^{/1} Directors whose signature can bind the Company

^{/2} Including shares held by spouse and minor children (as of December 31, 2014)

Name-Last Name / Position	2. Mr.Poomchai Wacharapong		
	<ul style="list-style-type: none"> - Director ^{/1} - Chief Executive Officer - Chairman of the Executive Committee 		
Age (years)	56		
Education	<ul style="list-style-type: none"> • Master (Economics) North Texas State University, U.S.A. • Certificate, Senior Executive Program (SEP), Sasin Graduate Institute of Business Chulalongkorn University • Certificate, Director Certification Program (2008) : IOD • Certificate, Roles of the Chairman Program (2008) : IOD 		
Percentage of Shareholding	-0-		
Relationship with the other Executive	- None -		
Working Experience	July 2014-Present	- Director	Time Lapse Co., Ltd. Transformation Film Co., Ltd.
	Feb 2014-Present	- Director	Matching Studio Plus Co., Ltd. Matching Entertainment Co., Ltd. Book Maker Co., Ltd. Matching Broadcast Co., Ltd. Gear Head Co., Ltd.
	Jan 2014-Present	- Director - Chief Executive Officer - Chairman of the Executive Committee	Matching Maximize Solution PCL.
	Jan 2014-Present	- Director	HR Professional Consulting & Service Co., Ltd.
	Aug 2013-Present	- Director	TV Digital HR Co., Ltd.
	Dec 2012-Present	- Chairman	Aimpack (Thailand) Co., Ltd.
	Oct 2010-Present	- Director	Grand Lanluang Co., Ltd.
	Apr 2012-Dec 2013	- Senior Banker	Bank of Ayudhya PCL.
	Jan 2009-June 2012	- Credit Committee Member	
	June 2007-Feb 2010	- Executive Committee Member	
	June 2007-June 2012	- Risk Management Committee Member	
	Jan 2007-Mar 2012	- Head of SME Banking	
	May 2005-Dec 2013	- First Executive Vice President	
	Feb 2007-Apr 2009	- Director	Krungsri Factoring Co., Ltd. (Formerly Ayudhya Factoring Co., Ltd.)
	Dec 2006-Dec2008	- Director	Ayudhya Capital Lease Co., Ltd.

Note ^{/1} Directors whose signature can bind the Company

^{/2} Including shares held by spouse and minor children (as of December 31, 2014)



Name-Last Name / Position	3. Mr.Somboon Cheewasutthanon		
	<ul style="list-style-type: none"> - Director ^{/1} - Executive Committee - Managing Director 		
Age (years)	48		
Education	<ul style="list-style-type: none"> • Bachelor of Accountancy Finance, University of the Thai Chamber Of Commerce • Certificate, Director Accreditation Program (2005) : IOD • Certificate, Director Certification Program (2011) : IOD 		
Percentage of Shareholding	0.068%		
Relationship with	-None-		
Working Experience	July 2014-Present	- Director	Time Lapse Co., Ltd.
	Feb 2012-Present	- Director and Managing Director	Matching Maximize Solution
		- Executive Committee	PCL.
	Feb-June 2012	- Chairman of the Executive Committee	
	Nov 2011-Feb 2012	- Senior Executive Vice President (Group of Business Affiliate)	
	June 2010-Nov 2011	- Senior Executive Vice President (Group of Business Support)	
	2002-Mar 2010	- Director	
		- Senior Executive Vice President (Group of Business Support)	
	2003-Present	- Director	Book Maker Co., Ltd.
	2003-Sep 2014	- Director	Matching Movie Town Co., Ltd.
	2003-Jan 2014	- Director	Goody Film BKK Co., Ltd.
	2002-Present	- Director	Matching Studio Plus Co., Ltd.
			Matching Broadcast Co., Ltd.
	1999-Present	- Director	Matching Entertainment Co., Ltd.
	1994-Present	- Director	Gear Head Co., Ltd.

Note ^{/1} Directors whose signature can bind the Company

^{/2} Including shares held by spouse and minor children (as of December 31, 2014)



Name-Last Name / Position	4. Mr.Pattanapong Nuphan		
	<div>- Director ^{/1}</div> <div>- Executive Committee</div>		
Age (years)	49		
Education	<div><div>• MA in Sociology Thammasat University</div><div>• BBA Finance Bangkok University</div><div>• BA in Political Ramkhamhaeng University</div><div>• Certificate, Director Certification Program (2011) : IOD</div><div>• Certificate, Director Accreditation Program (2008) : IOD</div></div>		
Percentage of Shareholding	-0-		
Relationship with the other Executive	- None -		
Working Experience	<div><div>2008-Present<div>- Director and Executive Committee</div>Matching Maximize Solution PCL.</div><div>May 2014-Present<div>- Assistant Managing Director</div><div>- Acting Manager, Program Production Department</div>Bangkok Broadcasting & TV Co., Ltd.</div><div>Jan 2013-Apr 2014<div>- Assistant Managing Director</div></div><div>Apr 2012-Present<div>- Director</div>Razorfish & Partner Co., Ltd.</div><div>2009-Present<div>- Director</div>BBTV New Media Co., Ltd.</div></div>		

Name-Last Name / Position	5. Mr.Nuttawit Boonyawat		
	<div>- Director</div> <div>- Executive Committee</div>		
Age (years)	52		
Education	<div>• Master of Science Abilene Christian University Texas, USA.</div> <div>• Bachelor of Art The University of the Thai Chamber of Commerce</div> <div>• Certificate, Director Accreditation Program (2005) : IOD</div>		
Percentage of Shareholding	-0-		
Relationship with the other Executive	- None -		
Working Experience	Apr 2014-Present	<div>- Director</div> <div>- Executive Committee</div>	<div>Matching Maximize</div> <div>Solution PCL.</div>
	2013-Present	<div>- First Executive Vice President</div> <div>- Corporate Credit Risk Division</div> <div>- SME Credit Risk Division</div>	Bank of Ayudhya PCL.
	2010-2013	<div>- First Executive Vice President and Acting Manager, Collateral Valuation Department</div> <div>- Corporate Credit Risk Division</div> <div>- SME Credit Risk Division</div>	
	2007-2010	<div>- First Executive Vice President</div> <div>- Corporate Credit Risk Division,</div> <div>- SME Credit Risk Division</div>	

Note ^{/1} Directors whose signature can bind the Company

^{/2} Including shares held by spouse and minor children (as of December 31, 2014)



Name-Last Name / Position	6. Mr.Sansrit Yenbamrung		
	<ul style="list-style-type: none"> - Director - Executive Committee 		
Age (years)	56		
Education	<ul style="list-style-type: none"> • Master of Business Administration in International Trade University of Texas at Sul Ross, U.S.A. • Bachelor of Engineering Khon Kaen University 		
Percentage of Shareholding	-0-		
Relationship with the other Executive	- None -		
Working Experience	Apr 2014-Present	<ul style="list-style-type: none"> - Director - Executive Committee 	Matching Maximize Solution PCL.
	Apr 2014-Present	- Director	Media Studio Co., Ltd.
	Aug 2013-Present	<ul style="list-style-type: none"> - Chairman - Chief Executive Officer 	TV DIGITAL HR Co., Ltd.
	Dec 2004-Present	- First Executive Vice President	Bank of Ayudhya PCL.
	Sep 2002-Nov 2004	- Executive Vice President	
	Sep 2002-Present	- Chief Executive Officer	Krungsri Ayudhya AMC Co., Ltd.

Name-Last Name / Position	7. Mr.Akarat Na Ranong		
	<ul style="list-style-type: none"> - Independent Director - Chairman of the Audit Committee 		
Age (years)	60		
Education	<ul style="list-style-type: none"> • Master's Degree ,Business Administration (Management), Marshall University, USA. • Bachelor's Degree, Economics, Chulalongkorn University • Certificate, Audit Committee Program (2004) : IOD • Certificate, Director Accreditation Program (2007) : IOD • Certificate, Role of the Compensation Committee (2007) : IOD • Certificate, Director Certification Program (2013) : IOD • Certificate, Leader Program, Capital Market Academy (Class 6) (2008) 		
Percentage of Shareholding	-0-		
Relationship with the other Executive	- None -		
Working Experience	2010-Present	<ul style="list-style-type: none"> - Independent Director - Chairman of the Audit Committee 	Matching Maximize Solution PCL.
	2013-Present	- Director	Evolution Capital PCL.
	2011-Present	<ul style="list-style-type: none"> - Independent Director - Audit Committee 	FINANSA PCL.
	2011-Present	<ul style="list-style-type: none"> - Independent Director - Audit Committee 	FINANSA Securities Limited
	2001-Present	<ul style="list-style-type: none"> - Independent Director - Chairman of Audit Committee - Nominating and Remuneration Committee - Corporate Governance Committee 	Krungthai Card PCL.
	2011-2013	- Lecturer	College of Music,
	2010-2011	- Associate Dean for Resources Development	Mahidol University

Note ^{/1} Directors whose signature can bind the Company

^{/2} Including shares held by spouse and minor children (as of December 31, 2014)



Name-Last Name / Position	8. Mr.Nuttawut Phowborom		
	<div><div>- Audit Committee</div><div>- Independent Director</div><div>- Nomination and Remuneration Committee</div></div>		
Age (years)	49		
Education	<div><div>• Master of Business Administration (MBA), General Management, City University, Seattle, WA.USA.</div><div>• Bachelor Degree of Economics, The University of the Thai Chamber of Commerce, Bangkok, Thailand</div><div>• Certificate, Director Accreditation Program (2004) : IOD</div><div>• Certificate, Audit Committee Program (2005) : IOD</div><div>• Certificate, Role of the Compensation Committee (2008) : IOD</div></div>		
Percentage of Shareholding	-0-		
Relationship with the other Executive	<div><div>- None -</div></div>		
Working Experience	<div><div><div>2013-Present</div><div><div>- Nomination and Remuneration Committee</div><div>Matching Maximize Solution PCL.</div></div></div><div><div>2010-Present</div><div><div>- Independent Director</div><div>- Audit Committee</div></div></div><div><div>2014-Present</div><div><div>- Vice Chairman</div><div>- Director</div><div>KPN Academy Co., Ltd.</div></div></div><div><div>Apr 2013 -Present</div><div><div>- Independent Director</div><div>- Audit Committee</div><div>Finansa PCL.</div></div></div><div><div>2011-Present</div><div><div>- Independent Director</div><div>- Audit Committee</div><div>Thai Air Asia Co., Ltd.</div></div></div><div><div>2011-Present</div><div><div>- Independent Director</div><div>- Audit Committee</div><div>Asia Aviation PCL.</div></div></div><div><div>2002-Present</div><div><div>- Chief Executive Officer</div><div>- Chief Financial Officer</div><div>KPN Group Corporation Limited</div></div></div><div><div>1998-Present</div><div><div>- Executive Director</div><div>KPN Music Co., Ltd.</div></div></div><div><div>2003-2012</div><div><div>- Audit Committee</div><div>Prasit Pattana PCL.</div></div></div><div><div>2003-2012</div><div><div>- Independent Director</div><div>- Chairman of the Remuneration Committee</div><div>Phayathai Hospital 1, 2, 3</div></div></div></div>		

Note ^{/1} Directors whose signature can bind the Company

^{/2} Including shares held by spouse and minor children (as of December 31, 2014)

Name-Last Name / Position	9. Mr.Kamol Ratanachai		
	<ul style="list-style-type: none"> - Independent Director - Audit Committee - Nomination and Remuneration Committee 		
Age (years)	48		
Education	<ul style="list-style-type: none"> • Master of Business Administration (MBA), Bangkok University • Bachelor Degree of Accounting, Bangkok University • Certified Internal Auditor (CIA), The Institute of Internal Auditor U.S.A. • Certificate, Director Accreditation Program (2008) : IOD • Certificate, Audit Committee Program (2009) : IOD • Certificate, Successful Formulation & Execution of Strategy (2012) : IOD • Certificate, How to Measure the Success of Corporate Strategy (2013) : IOD 		
Percentage of Shareholding	-0-		
Relationship with the other Executive	- None -		
Working Experience	July 2014-Present	- Independent Director	Time Lapse Co., Ltd.
	2013-Present	- Nomination and Remuneration Committee	Matching Maximize Solution PCL.
	2010-Present	- Independent Director - Audit Committee	
	July 2012-Present	- Independent Director	Gear Head Co., Ltd.
			Matching Entertainment Co., Ltd.
			Book Maker Co., Ltd.
			Matching Broadcast Co., Ltd.
			Matching Studio Plus Co., Ltd.
	July 2012-Sep 2014	- Independent Director	Matching Movie Town Co., Ltd.
	July 2012-Jan 2014	- Independent Director	Goody Film BKK Co., Ltd.
	2011-Present	- Independent Director	Sriracha Construction PCL.
	2011-Apr 2014	- Audit Committee - Independent Director	Eastern Printing PCL.
	2013-Present	- Senior Vice President Head of Internal Audit	Secondary Mortgage Corporation
	2010-2013	- Vice President, Head of Internal Audit	

Note ^{/1} Directors whose signature can bind the Company

^{/2} Including shares held by spouse and minor children (as of December 31, 2014)



Name-Last Name / Position	10. Mr.Thanisaphong Sasinmanop		
	- Senior Executive Vice President		
Age (years)	57		
Education	<ul style="list-style-type: none"> Honorary Degree of Technology Major Photography and Cinematography Technology, Faculty of Mass Communication Technology, Rajamangala University of Technology Thanyaburi 		
Percentage of Shareholding	1.863% ^{/2}		
Relationship with the other Executive	Husband of Mrs. Siripen Sasinmanop		
Working Experience	Nov 2011-Present	- Senior Executive Vice President (Service and Renting of Equipment)	Matching Maximize Solution PCL.
	Jul 2012-Dec 2013	- Director - Chairman of Executive Committee	
	2002-Oct 2011	- Senior Executive Vice President (TV Commercial)	
	2002-2010	- Director	
	2003-Sep 2014	- Director	Matching Movie Town Co., Ltd.
	2002-Present	- Director	Matching Studio Plus Co., Ltd. Matching Broadcast Co., Ltd.
	1999-Present	- Director	Matching Entertainment Co., Ltd.
	1994-Present	- Director	Gear Head Co.,Ltd.
	2001-Oct 2012	- Director	Fatman and Little Boy Co., Ltd.

Note ^{/1} Directors whose signature can bind the Company

^{/2} Including shares held by spouse and minor children (as of December 31, 2014)



Name-Last Name / Position	11. Mr.Wiroj Boonsirungruang		
	<ul style="list-style-type: none"> - Executive Committee - Senior Executive Vice President (Organization Management and Business support) - Secretary the Company 		
Age (years)	47		
Education	<ul style="list-style-type: none"> • Master of Accounting Thammasat University • Bachelor of Accounting Dhurakij Pundit University • Certificate, Director Certification Program (2005) : IOD • Certificate, Director Accreditation Program (2005) : IOD • Certificate , Company Secretary Program (2011) : IOD 		
Percentage of Shareholding	0.020%		
Relationship with the other Executive	- None -		
Working Experience	July 2014-Present	- Director	Time Lapse Co., Ltd.
	Apr 2014-Present	- Executive Committee	Matching Maximize
	Mar 2014-Present	- Senior Executive Vice President	Solution PCL.
		(Organization Management and Business Support)	
	2002-Feb 2014	- Executive Vice President	
		(Organization Management and Business Support)	
	2002-Mar 2010	- Director	
	2003-Present	- Director	Book Maker Co., Ltd.
			Matching Studio Plus Co., Ltd.
			Matching Broadcast Co., Ltd.
			Matching Entertainment Co., Ltd.
			Gear Head Co.,Ltd.
	2003-Sep 2014	- Director	Matching Movie town Co.,Ltd.
	2003-Jan 2014	- Director	Goody Film BKK Co.,Ltd.

Note ^{/1} Directors whose signature can bind the Company

^{/2} Including shares held by spouse and minor children (as of December 31, 2014)



Name-Last Name / Position	12. Mrs.Siripen Sasinmanop		
	- Executive Vice President (Services and Renting of Equipment)		
Age (years)	60		
Education	<ul style="list-style-type: none">• Management Development Program Thammasat University• Certificate , Director Certification Program : IOD• Certificate , Director Accreditation Program : IOD		
Percentage of Shareholding	1.863% ^{/2}		
Relationship with the other Executive	Wife of Mr. Thanisaphong Sasinmanop		
Working Experience	Apr 2014-Present	- Executive Committee	Matching Maximize
	Nov 2011-Present	- Executive Vice President (Services and Renting of Equipment)	Solution PCL.
	2002-July 2012	- Director and Executive Committee	
	2003-Sep 2014	- Director	Matching Movie Town Co., Ltd.
	2003-Jan 2014	- Director	Goody Film BKK Co, Ltd.
	2002-Present	- Director	Matching Studio Plus Co., Ltd. Matching Broadcast Co., Ltd.
	1999-Present	- Director	Matching Entertainment Co., Ltd.
	1994-Present	- Director	Gear Head Co, Ltd.
	2004-Nov 2012	- Director	Matching Television Co, Ltd.
	2001-Nov 2012	- Director	Fatman and Little Boy Co., Ltd.

Name-Last Name / Position	13. Mrs. Ladawan Khumsap		
	- Senior Vice President of Accounting, Financial and Budgeting Dep.		
Age (years)	47		
Education	<ul style="list-style-type: none">• Master of Accounting Thammasat University• Bachelor of Accounting Ramkhamhaeng University		
Percentage of Shareholding	0.019%		
Relationship with the other Executive	- None -		
Working Experience	2013-Present	- Senior Vice President	Matching Maximize
	2005-2012	- Vice President Accounting, Financial and Budgeting Dep.	Solution PCL.

Note ^{/1} Directors whose signature can bind the Company

^{/2} Including shares held by spouse and minor children (as of December 31, 2014)

Name-Last Name / Position	14. Mr.Natpatsakorn Jankhod		
	- Senior Vice President of Office Management Dep. and Human Resource Dep.		
Age (years)	43		
Education	• BBA Ramkhamhaeng University		
Percentage of Shareholding	0.047%		
Relationship with the other Executive	- None -		
Working Experience	2013-Present	- Senior Vice President	Matching Maximize
	Sep 2007-2012	- Vice President	Solution PCL.
	June-Aug 2007	- Purchase Officer	
	Apr 2004-May 2007	- Human Resource Officer	

Name-Last Name / Position	15. Miss.Usa Wannamolee		
	- Senior Vice President of Finance Dep., IT Dep, Legal Dep.and AR Dep.		
Age (years)	53		
Education	<ul style="list-style-type: none"> • Master of Business Administration Ramkhamhaeng University • Bachelor Degree of University Thai Chamber of Commerce 		
Percentage of Shareholding	-0-		
Relationship with the other Executive	- None -		
Working Experience	Mar 2014-Present	- Senior Vice President	Matching Maximize
			Solution PCL.
	Feb 2014	- Branch Manager Map Ta Phut	Bank of Ayudhya PCL.
	Jan 2013-Jan 2014	- Branch Manager Central Festival Pattaya Beach	
	Feb 2007-Dec 2013	- Branch Manager Chachoengsao	

Note ^{/1} Directors whose signature can bind the Company

^{/2} Including shares held by spouse and minor children (as of December 31, 2014)

1 Sub-Committees

The Company's management structure composes of three sub-committees: Executive Committee, Audit Committee and Nomination and Remuneration Committee.

1.1 Executive Committee

As of 31 December 2014, the Executive Committee was comprised of the following seven members:

<u>Name</u>	<u>Position</u>
1. Mr. Poomchai Wacharapong	Chairman
2. Mr. Pattanapong Nuphan	Director
3. Mr. Sansrit ^{/1} Yenbamrung	Director
4. Mr. Nuttawit ^{/1} Boonyawat	Director
5. Mr. Somboon Cheewasutthanon	Director
6. Mrs. Siripen ^{/2} Sasinmanop	Director
7. Mr. Wiroj ^{/2} Bunsirungruang	Director

Note ^{/1} Mr. Sansrit Yenbamrung and Mr. Nuttawit Boonyawat were appointed as directors on 28 April 2014 to replace Mrs. Watchanee Watanathawanwong and Mr. Chakrapun Leelamasavat who had completed their terms.

^{/2} Mrs. Siripen Sasinmanop and Mr. Wiroj Bunsirungruang were appointed as directors of the Management Committee on 28 April 2014

Scope of duties and responsibilities of the Executive Committee

- To propose to the Board of Directors to consider approving:
 - goals
 - business policies
 - business plans
 - business strategies
 - management power
 - annual budget
 - risk management policies
 - scope, power and responsibilities of managing directors
 - other matters that may have significant impacts on the company's operation
 - other matters that the Executive Committee views that they are necessary to be proposed for approval or they are relevant to the rules set by the Company's Board of Committee
- To ensure that the Company's operation is in line with the Company's business policies, business plans as well as business strategies approved by the Company's Board of Directors
- To control and oversee the Company's business policies, business plans, business strategies and earnings performance of the subsidiaries
- To approve the loan or credit applications to finance the Company's normal business operation and also to act as a guarantor when taking out some loans: The Executive Committee is also responsible for making any payments so that the Company's normal business operation could be run smoothly. The

credit approval per transaction is not more than Baht 20,000,000 or equivalent. Such credit approval limit shall conform to the limit approved by the Board of Directors. However, this credit approval limit is subject to change as appropriate, under the Board of Directors' consideration.

- 5 To approve the liquidity management for various transactions including deposits, B/Es, government bonds, mutual funds for the amount not exceeding Baht 30,000,000 million; and to review deposit transactions made by the financial management department
- 6 To set the Company's management structure including the recruitment, training, the employment and the termination of employment contracts
- 7 To consider investment in projects or securities or joint venture deals as approved by the Company's Board of Directors
- 8 To perform other duties as occasionally assigned by the Board of Directors

However, in any transaction that may result in a conflict of interest or personal benefits of any members of the Executive Committee (according to the Notification of the SEC), the Executive Committee shall propose the transaction to the Board of Directors for further approval. A particular member of the Executive Committee with possible conflicts of interests shall not have a voting right in the Board of Director's meeting regarding that transaction.

1.2 The Audit Committee

As of 31 December 2014, the Audit Committee comprised the following three independent members:

<u>Name</u>		<u>Position</u>
1. Mr. Akarat	Na Ranong	Chairman of Audit Committee
2. Mr. Nuttawut	Phowborom	Audit Committee Member
3. Mr. Kamol	Ratanachai	Audit Committee Member

Terms and Appointment of members of Audit Committee

The Board of Directors appoints three independent directors to be the members of the Audit Committee. At least one of the three independent directors must possess knowledge and experience in accounting and finance. The members of audit committee must be independent as stated in the rules and regulations concerning qualifications and scope of duties and responsibilities of the Audit Committee set by the Stock Exchange of Thailand. The members of Audit Committee shall serve the term of three years. Once the term is completed, they shall be re-elected but they shall not remain in the position more than two consecutive terms, except for the case that the Company's Boards of Directors view differently. The Audit Committee reports directly to the Board of Directors and their scope of duties and responsibilities, as stated in the charter of the Audit Committee, are reviewed and adjusted at least once annually. In case the position of Audit Committee member is vacant due to other reasons, apart from the normal term completion, the Board of Directors shall appoint a qualified individual to fill in the vacancy within 90 days. The replacement shall be in the position only for the remaining duration of the successor.

Scope of duties and responsibilities of the Audit Committee

The Audit Committee has duties and responsibilities according to the rules and regulations of the Stock Exchange of Thailand B.E 2551 which became effective from July 1, 2008 onwards. The duties and responsibilities are as follows:

1. To review the financial statements, ensuring that they are accurate and adequate
2. To review the Company's internal control system and internal audit system and make sure that they are sufficient and effective; to review and approve the charters of the internal organization, business plans and budget; to ensure the independence of the internal audit department; to give opinions concerning appointments, transfers, and employment termination of the heads of internal audit department or of any other departments overseeing the internal audit activities
3. To review the Company's operations and make sure that they conform to the rules and regulations of the Stock Exchange of Thailand, and any other laws related to the business operation of the Company
4. To consider proposing an independent person as the Company's auditor as well as proposing the remuneration of the Company's auditor; and to attend the meetings with the auditor, without the presence of the management, at least once a year
5. To review connected transactions or some transactions that may cause conflicts of interest in order to ensure that those transactions are in compliance with the regulations of the Stock Exchange of Thailand; and to make sure that those transactions are justified and bring maximum benefits to the Company
6. To prepare Audit Committee Report and disclose it in the Company's annual report. The report must be signed by the Chairman of the Audit Committee and at least contain the following details:
 - a) Opinions concerning accuracy, adequacy and reliability of the Company's financial reports
 - b) Opinions concerning the sufficiency of the Company's Internal Control
 - c) Opinions whether the Company follows the laws related to securities and the stock market, regulations of the stock market and the laws related to the Company's business
 - d) Opinions concerning the suitable qualification of the Company's auditor
 - e) Opinions concerning some transactions that may cause conflicts of interest
 - f) Opinions in regard to the number of the Audit Committee meetings and the attendance of each member
 - g) Opinions or overall notes that the Audit Committee receives from the charter-based operation
 - h) Other matters that should be disclosed to the shareholders and investors under the scope of responsibilities assigned by the Board of Directors
7. To perform other duties as assigned by the Board of Directors and approved by the Audit Committee
8. To ensure the Company's effective risk management
9. To report performances of the Audit Committee to the Board of Director at least four times a year
10. To be empowered to hire advisors or outsiders, as stated by the Company's regulations, to provide opinions or consultancy as necessary
11. To be empowered to invite directors, executives, heads of departments or the Company's employees to discuss or answer the Audit Committee's questions
12. To review the scope of responsibilities and evaluate the performance of the Audit Committee annually
13. Should the Audit Committee find that the following matters may have significant impacts on the Company's financial statement as well as its operating performance, the Audit Committee will report to the Board of Directors in order to reconsider or revise the matters within the timeframe, which is found appropriate by the Audit Committee.
 - a) Transactions involving conflicts of interests
 - b) Corruptions or unusual matters or significant errors of the internal control system
 - c) Violation of the laws concerning rules and regulations of the Stock Exchange of Thailand, and any other laws related to the Company's business operation



14. In case the auditor finds some unusual matters that may indicate that chief executive officers, managing directors or individuals in charge of the Company's operation violate the laws, the auditor should notify the Audit Committee for immediate scrutiny. The preliminary scrutiny result should be submitted to the Securities and Exchange Commission and the auditor within 30 days, starting from the date the auditor reports such suspicious matters. The suspicious matters and the scrutiny procedures should be in accordance with the regulations of the Capital Market Supervisory Board.
15. To review and amend the charter of the Audit Committee as well as the reference once a year; and to propose the amended charter of the Audit Committee to the Board of Directors for approval

Note that the aforementioned scopes of power of the Audit Committee do not include the power that enables a member of Audit Committee or an authorized representative for that member to express opinions about any cases that the particular member of the representative or the connected persons (as announced by the Securities and Exchange Commission and/or the announcement of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand) may have conflicts of interests with the Company, its subsidiaries and concerned companies

1.3 Nomination and Remuneration Committee

The Board of Director meeting No. 1/2013 on 25 January 2013 resolved that the Company set the Nomination and Remuneration Committee to select and nominate qualified individuals to be elected as new directors. The Committee has a responsibility of setting policies and criteria to select, and nominate persons to be the Company's directors, members of sub-committees and top executive as well directors for subsidiaries for which the Company holds shares of at least 50 percent. In addition, the Nomination and Remuneration Committee also has a responsibility to consider approving the amount of appropriate remuneration for directors and management.

As of 31 December 2014 the Nomination and Remuneration Committee consisted of three members:

<u>Name</u>	<u>Position</u>
1. Mr. Somrit Srithongdee	Chairman of Nomination and Remuneration Committee
2. Mr. Nuttawut Phowborom	Member of Nomination and Remuneration Committee
3. Mr. Kamol Ratanachai	Member of Nomination and Remuneration Committee

Scope of duties and responsibilities of the Nomination and Remuneration Committee

1 Determining policies, regulations and guidelines

- 1.1 Determine policies, regulations, and guidelines for selection and nomination of the Company's directors, sub-committee members as well as top management officers, e.g., chief executive officers, managing directors, deputy managing director, and assistant managing director
- 1.2 Determine policies, regulations, and guidelines for selection and short-listing of qualified individuals to be directors or hold other equivalent positions at the companies that the Company holds stake at least 50 percent; and/or select suitable persons from those companies to take a role for such positions
- 1.3 Determine policies on remuneration and other benefits as well as other packages for directors, sub-committee members and top management members of the Company including the position of managing director and equivalent positions in the companies where the Company holds stake at least 50 percent

2. Selection or nomination of qualified individuals

The Committee is to select or nominate qualified individuals, and propose those nominated persons to the Company's Board of Directors, for the following positions:

2.1 Directors

2.2 Members of any sub-committees that report directly to the Board of Directors

2.3 Management members, including chief executive office and/or managing director, deputy managing director, assistant managing director, as well as those in the same positions at any companies where the Company holds stake at least 50 percent

3. Review of remuneration

The Committee is to ensure that the Company's directors, sub-committee members, management members, i.e., chief executive director and/or managing director, deputy managing director, and assistant managing director, receive suitable remuneration packages in accordance with their responsibilities as well as the Company's policies in line with peers in the industry. Any director with greater responsibilities shall receive suitable remuneration packages accordingly.

4) Other responsibilities

4.1 To ensure that the size and composition of the Company's Board of Directors are suitable to the organization and the changing environment. The Board of Directors shall consist of individuals with knowledge, skills, abilities and board experience in various fields that would benefit the Company's corporate governance and operation.

4.2 Set guidelines for appraisal of the performance of directors and management members including chief executive office and/or managing director, deputy managing director, assistant managing director in order to review the annual remuneration, based on scopes of responsibilities and risks. The Committee shall also take into account the addition of values for shareholders in the long term when appraising the performance.

4.3 Appraise performance of the Company's directors, chief executive office, and/or managing director

4.4 Complete the succession plans for chief executive office and/or managing director as well as other management positions such as deputy managing director and assistant managing director

4.5 Disclose the policies and report the performance of the Nomination and Remuneration Committee and include the details about remuneration packages in the Company's annual report

4.6 Seek opinions from independent advisers who possess particular expertise with the expenses being responsible by the Company (e.g., surveys on remuneration of the Nomination and Remuneration Committees or management members of other companies in the industry).

2 Nomination and appointment of directors and management members

2.1 Independent Directors

The members of the Nomination and Remuneration Committee work together to review regulations and policies on nomination and appointment of the Company's independent directors, based on the qualifications as specified by the Public Limited Company Act, Notifications of the Securities Commission, Notifications of Capital Market as well as other related regulations, e.g., work experience, knowledge and skills. The Company has a policy to appoint at least one-third of the total directors and not less than three directors as the Company's independent directors.



Qualification of Independent Directors

1. Be appointed by the Company's Board of Directors or the Annual General Meeting of Shareholders
2. Possess qualifications as specified by the regulation about securities and stock market:
 - 1) Not holding shares in excess of 1 per cent of the total shares with the voting rights of the company, the parent company, subsidiaries, associated companies or related companies, which shall be inclusive of the shares held by related parties
 - 2) Having never been a director participating management, an employee, a consultant with regular salary, or a person with power to control the company, except relieved from aforesaid characteristic at not less than two years before submitting permission to the Office. However, the prohibited characteristics do not include independent directors who used to work as civil servants or advisors to any government bodies holding major shareholding
 - 3) Not being a person of whole blood or registration as stated in the law, in the manner of being father or mother, spouse, brotherhood and offspring including spouse of the offspring of the management, other directors, major shareholders, persons with controlling power or persons to be proposed as the Company's directors or management or persons with controlling power on the Company or subsidiaries
 - 4) Not having or having been in business relation the Company, the subsidiaries, the affiliates, the major shareholders or the persons with controlling power, in the manners that may obstruct the independent exercise of discretion; Not having been a significant shareholder or a person with controlling power of the persons with business relation with the Company, the subsidiaries, the affiliates, the major shareholders or the persons with controlling power, except relieved from aforesaid characteristics at not less than two years before the date of submission for permission from the Securities and Exchange Commission
 - 5) Not being or having been an auditor of the Company, the subsidiaries, the affiliates, a major shareholder or a person with controlling power; not being a significant shareholder, an authorized person or partner of auditing offices whose auditors work for the Company, the subsidiary, the affiliates, a major shareholder or a person with controlling power in the Company, except relieved from such characteristic at not less than two years before the date of submission for permission from the Securities and Exchange Commission
 - 6) Not being or having been a professional provider of legal consulting or financial consulting services, with service fee exceeding Baht two million per annum, for the Company, the subsidiaries, the affiliates, major shareholder or a person with controlling power on the Company; not being a significant shareholder, a person with controlling power or a partner of the professional provider, except relieved from such characteristic at not less than two years before the date of submission for permission from the Office Securities and Exchange Commission
 - 7) Not being a director appointed to be a representative of a director of the Company, a major shareholder or shareholders with a relation to the major shareholder
 - 8) Not operating similar business or involving in significant business competition to the applicant or the subsidiary; not being a significant partner in a partnership company or not being a director, an employees, an advisor earnings regular salary; or not holding shares of over one percent of the total shares with the voting right in other companies that operate business similar or competing with business of the Company or subsidiaries
 - 9) Not having other characteristics that will hinder independent opinions about the Company's operation



- 10) Being trusted and accepted in general
- 11) Having sufficient time to perform duties as an independent director

An independent director may be assigned from the company's Board of Directors to make decision on the business operation of the Company, the subsidiaries, the affiliates, the subsidiaries of same level, the major shareholder or the person with controlling power on the Company under the method of collective decision.

In case a person falls to the aforementioned Item 4 or 6, the Company's Board of Directors may be able to consider appointing that person as an independent director provided that the Board of Directors views that the appointment of that person will not have a impact on the performance and independent opinion of that person. The following information must be included in the invitation letter of the Annual General Meeting of Shareholders for the agenda about the appointment of independent directors.

- 1) The details of business relation or profession services that disqualify the person as an independent director
- 2) Reasons and necessity for why the person is needed to be appointed as an independent director
- 3) Opinions of the Board of Directors in regard to the appointment of such person as an independent director

2.2 Nomination of Directors and Management

The Nomination and Remuneration Committee set policies and criteria to select and appoint the Company's directors and proposes the names for an approval of the Board of Directors and/or an Annual General Meeting of Shareholder. A person appointed as the company's director shall possess qualifications as specified by the Public Limited Company Act B.E. 2535, regulations on securities and securities market, notifications of the Stock Exchange Commission, the notification of the Capital Market and other regulations linked other qualifications about Experience, knowledge, and etc. According to the Company's regulation, the Company's Board of Directors consists of at least five members and at least half of the total members shall reside in Thailand. In addition, the directors are to be elected by voting in the Annual General Meeting of Shareholders as the following details.

1. Each shareholder shall have one vote per share held by them
2. Each shareholder shall cast all of his/her votes in (1) for one or more candidates but shall not divide his/her voting rights amongst the candidates.
3. The candidates elected to fill up the vacant positions in the Board of Directors shall be selected in order of the number of votes received. In a case where there is a tie amongst candidates, the chairman of the meeting shall cast the deciding vote.

In every Annual General Meeting of Shareholders, one-third of directors have to leave the position. In case the number of directors remaining in the position for the same duration of time is higher than the number of directors that have to leave the position, such directors shall end in a draw. A director who is about to leave the position can be elected in the next term. In addition to completing the term, a director may leave the position by death, resignation, disqualification, prohibition by law, termination by the annual general meeting, or a court order.



Moreover, directors are prohibited from operating similar business to compete with the Company's business. They are also prohibited from holding shares in partnership corporate or being directors of any companies doing the same businesses as the Company's and competing with the Company unless they inform such information to the annual general meeting prior to the appointment of directors.

3 Operational Control of the subsidiaries and affiliates

Matching Maximize Solution Co. Ltd. emphasizes the importance of management with the group; hence, it proposed that directors or management members of the Company be appointed as directors of the companies under umbrella in order to control and ensure that those companies run business and employ strategies in line with the Company. This is to maximize benefits and values for all groups of stakeholders. The representative directors report the performance to the Company's Board of Directors. Information is required to be disclosed as guided by the Company. Moreover, the Company also has the internal control and system development department to oversee the overall internal control system and report to management and directors, ensuring that the Company's control system is carried out in accordance with the company's guidance.

4 Internal Information Control

The Company has a policy not to allow its personnel to disclose internal information and personal benefits to outsiders. The Company has a policy to take care of the management, the details of which are as the follows:

1. To educate the directors and the management regarding the information about possession of assets of themselves, their spouses and children who do not reach their majority; to provide information about penalty stated in the Securities and Stock Exchange Act B.E. 2535 as well as regulations set forth by the Stock Exchange of Thailand
2. To require that the management report the changes of their asset holding to the Securities and Exchange Commission and the Stock Exchange of Thailand and submit a copy of the report to the Company on the same day they report to the Securities and Exchange Commission
3. To submit a report informing that the management who is aware of significant internal information (that may result in the change of the share price) shall suspend the trading of the Company's securities one month before the Company's financial statement or the internal information is disclosed to public; such management is not allowed to disclose significant information to outsiders

5 Remuneration for the Auditor

1. Audit Fee

The Company and its subsidiaries paid the audit fee amounting Baht 1,700,000 in 2014.

2. Non-Audit Fee

- None-

6 Corporate Governance

The Company's Board of Directors realizes and strongly believes that the good corporate governance principle should be a main factor to add values, enhance its competitiveness and create the highest returns to shareholders and all related parties in the long term. The Company completes and always updates the good corporate governance principle to be in compliance with the regulations of the Stock Exchange of Thailand, which are classified into five categories, with the details followed.



1. Board of Directors, management, and employees shall follow the good corporate governance principle with a clear understanding.
2. Board of Directors, management, and employees shall treat stakeholders fairly and work with honesty and transparency for the benefits of the Company. The work of Board of Directors, management, employees can be scrutinized.

The good corporate governance principle for the Company's Board of Directors, management and employees for use as a guideline are discussed below.

1. Rights of Shareholders

Shareholders have the rights as the owners of the company. They have the right to attend the Company's shareholder meetings that can determine the directions of the Company. The shareholders can make decisions about important matters in the shareholder meeting. The shareholder meetings are thus very important stages for the shareholders to raise questions and opinions as well as making decisions. Thus, they have the right to attend the meeting and be allocated sufficient time to consider and acknowledge any related matters.

In every shareholder's meeting, the Company's policy requires the Chairman of the Board of Directors, Directors and Chief Executive Officer to attend the meeting. Chairman of the meeting shall allow shareholders to have the opportunity to make enquiries, express their opinions and suggestions to the directors in order to create the same understand and subsequent improvement. The minutes of meeting shall be recorded and approved by the Directors and sent to shareholders for approval in the next meeting.

2. Equal Treat to Stakeholders

Although the voting right of shareholders depends on the portion of stakeholding, this does not mean that the basic rights as stakeholders are different. The Company equally treated the stakeholders regardless of genders, ages, nationality, races, religions, belief, and political opinions. In the case that any stakeholders are unable to attend a meeting, they have the right to attend the meeting by proxy.

In every shareholders meeting all shareholders have the rights and equality of receiving information, expressing opinions and asking questions, in accordance with the meeting agenda and the issues discussed in the meeting. The chairman of the meeting is responsible for allocating appropriate time to the shareholders to ask questions as well as encouraging them to express their opinions. Normally the shareholders are able to obtain the details of the meeting details and agendas from the Company's website prior to the meeting date. To promote the rights of the shareholders, the Company posts an announcement encouraging the shareholders to nominate a person to take the role of a director and suggest the additional meeting agendas for the Annual General Meetings of shareholders. In addition, the shareholders are also encouraged to express their ideas about clear operation guidelines.

The Company has a policy to hold an Annual General Meeting of Shareholders once a year within four months after the end of the previous fiscal year. In 2014, the Company held the Annual General Meeting of Shareholders on 28 April 2014 at Jamjuree Ballroom A, M Floor, Pathumwan Princess Hotel, No 444 MBK Center, Phayathai Road, Wangmai Sub-district, Pathumwan District, Bangkok. In addition, the Company held Extraordinary Shareholder Meeting No 1/2014 on 14 October 2014, at Ratchadamnoen Room, Royal Princess Hotel Larn Luang , No. 269, Larn Luang Rd, Pomprab, Bangkok. The meeting agenda was disclosed for the shareholders' review on the company's website within the day that the Board of Directors approved the meeting agenda so that all shareholders had a chance to review the details about the meeting as well as



the meeting agenda prior to the meeting. Normally, the Company disclosed all details about the meeting, e.g., the meeting date, the meeting agenda, and etc, 21 days prior to the meeting date. The attendees included Chairman of the Board of Directors, Chairman of Audit Committee, directors and members of Audit Committee. The Board of Directors accommodates in all shareholder meetings by treating all shareholders equally, in terms of their right documentation. The Company appointed Thailand Securities Depository Co., Ltd. as the Company's registrar.

When the Company is about to arrange a shareholder meeting, it submits invitation letters that include: the meeting agenda; details of each agenda which clearly states whether it is for acknowledgement, approval or consideration, Board of Directors' opinions on such agenda and relevant information. These details are sent to the shareholders no less than seven days prior to the meeting so that the shareholders have sufficient time to review the meeting details before exercising their voting rights for each agenda. Moreover, the invitation letters and details about the meeting are also published in the newspapers for three consecutive days at least three days prior to the meeting date. The power of attorney documents are also attached to the invitation letters for the shareholders who may be unable to attend the meeting and who would like to attend the meeting and vote by proxy. Such shareholders may ask any person including the Chairman of the Board of Directors or one of the Independent Directors to act as their proxies. Such shareholders have the full right to ask their proxies to have full votes or partial votes.

The matters to be carried out at an annual general meeting are as follows:

- 1) Consider the Board of Directors' report regarding the Company's performance for the previous year that is to be presented in the meeting
- 2) Consider approving the balance sheet and the statement of comprehensive income
- 3) Consider approving profit allocation and dividend payment
- 4) Consider appointing new directors replacing those who leave after their terms end and determine directors' remuneration
- 5) Consider appointing an authorized auditor and the remuneration for the auditor
- 6) Discuss other matters as deemed appropriate by the Chairman of the meeting

The shareholder meeting resolution shall be comprised of the following votes:

- 1) In a normal case, the majority of votes shall be deemed resolution. In case of an equality of votes, the Chairman of the meeting shall have a casting vote.
- 2) In the following cases, no less than three-fourths of the total number of votes cast by the present shareholders shall be deemed resolution.
 - Sale or transfer of the Company's business, entirely or partially, to other entities
 - Purchase or transfer of the business from other companies or private companies to the Company
 - Arrangement, amendment or termination of any contracts with respect to the granting of a lease of the Company's business, entirely or partially, the assignment to any other person(s) to manage the Company or the merging of the Company with any other entities in order to share profit and loss
 - Additional amendment of the memorandum of association or article of association
 - Capital increases or decreases
 - Debenture issuances
 - Company amalgamation
 - Company dissolution



In case of some urgent matters or extraordinary agenda which may have an impact on shareholders' benefits or have to conform to any rules or regulations that require shareholders' resolution, the Company may reserve the right to ask for an extraordinary general meeting; this can be done on a case-by-case basis.

3. Taking into account of the roles of stakeholders

The Company realizes the rights of all stakeholders and has policies to appropriately treat the stakeholders including shareholders, employees, management, customers, business partners, creditors, communities and society in order to create full cooperation amongst the stakeholders in various groups. This in turn leads the Company's operations to go well and stably and ensures that all stakeholders are treated fairly. The directors shall disclose some non-financial information to show proof that the Company is well considerate towards all stakeholders when making any decisions associated with the Company's operational guidelines. In addition, the Company also clearly indicates the groups of shareholders and specifies the degrees of importance for each stakeholder group in order to avoid mistakes.

Responsibilities to Shareholders

The Company is committed to effectively running the business and ensuring the shareholders' greatest satisfaction, taking into consideration its long-term growth and appropriate returns. The Company is also determined to operate business in a transparent manner and disclose the financial position as well as the Company's earnings performance or general information. The information is transparent, accurate, reliable and equal. To comply with such principles, the Company had set forth the following guidelines:

- Management and all employees performing duties with honesty and fairness to every shareholder.
- Managing the Company's business by applying full knowledge and managerial skills and making any decisions with care and caution.
- Accurately disclosing the Company's operating results as well as reporting its financial status to shareholders in accordance with regulations specified by the Stock Exchange of Thailand.
- Not proceeding with any actions in a way that may cause conflicts of interests to the Company
- Not seeking benefits for oneself or related parties by using the Company's information not yet disclosed to the public
- Not disclosing confidential information to outsiders, except for the cases that are required by the law

Respect of the rights of other stakeholders

The Company is determined to treat other stakeholders fairly and ethically in order to ensure good relationship for business operation. Other stakeholders include management and employees, customers, business partners, creditors, competitors, related government agencies, the society. The Company does not give particular favor to particular people nor treat some people in unfair ways. The Company does not treat other stakeholders based on the personal relation. In addition, the Company treats other stakeholders regardless of their nationalities, races, religion or gender. In particular, the Company puts a great emphasis on responsibilities to the society and communities. The Company's major duty to the society is to create and support activities that are useful to the communities and society. By contrast, the Company does not do or support any activities that are either against the law or damage the image of the country, the natural resources and environment and the actions that might threaten the society and the country's security.



4. Responsibilities of Board of Directors

Structure of the Board of Directors

The Company's Board of Directors consists of nine directors who serve a service term of three years. Two of them are from the management while seven are not members of the management. Out of the total directors, three of them are qualified as independent directors, according to the Securities Exchange Commission's requirement that a SET-listed company have independent directors at the number equivalent to or more than one-third of the total directors.

The Board of Directors acts as the representatives of the shareholders and oversees the Company's overall management. They shall lead and be involved in determining the Company's targets, directions, policies, work plans and budget. The Board of Directors should honestly make sure that the Company's business is operated in accordance with the laws and regulation as well as the resolutions of the shareholder meetings in order to maintain the benefits of the shareholders. In addition, the Board of Directors should also monitor the management's performance to ensure that the established policy is achieved efficiently and effectively. This would not only increase the maximum economic values to the Company but also bring the most stable returns to shareholders. The Board of Directors set up the internal control system and closely followed the implementation of such on a regular basis. The members of Executive Committee are authorized to approve the investment worth not more than Baht 20 million while the Chief Executive Officers are authorized to approve the investment worth no more than Baht 10 million. The Company's Board of Directors appoints the Audit Committee to strengthen the Company's internal control system and ensure sufficient and appropriate good corporate governance practices.

The Chairman of the Company shall not be the same person a chief executive officer or a managing director. The responsibilities in regard to corporate governance and regular management shall be separated so that the Company can operate business with transparency. There should be slim chance of conflicts of interests and particular persons holding too much power. Instead, there should be balanced power in the management level for the maximum benefits to the Company and the shareholders.

Philosophy for doing business

To achieve sustainable growth and properly increase values for the stakeholders while taking account of the environmental aspects and providing benefits to the society as a whole, the Company set the business philosophy, aiming to:

- Enhance its competitiveness as a leader in TV commercial production and service market;
- Become an excellent organization with workforce determined to create new things. All employees trust one another, with the aim of building operational standard for the management and employees at all levels. Details of which are as follows:
 - To focus on maximizing benefits for the Company in the long term in order to create maximum values to shareholders;
 - To concentrate on equitable treatment for both shareholders and stakeholders;
 - To prevent conflicts of interests;
 - To pursue business management with care and full responsibility;
 - To ensure the transparent operation that can be scrutinized;



- To ensure that the Company's internal control and internal audit systems are up to standard, reliable and efficient;
- To set the Code of ethical Business for directors and employees to follow

Sub-Committees

For more effective and transparent corporate governance in the Company, the Board of Directors sets up some sub-committees as the following details:

- **Executive Committee**

Company's Board of Directors selects seven qualified directors and management to be members of Executive Committee in order to manage and control the Company's operations as assigned by the Board of Directors.

- **Audit Committee**

The Board of Directors appoints three independent directors to be the members of the Audit Committee. At least one of the three independent directors must possess knowledge and experience in accounting and finance. The members of audit committee must be independent as stated in the rules and regulations concerning qualifications and scope of duties and responsibilities of the Audit Committee set by the Stock Exchange of Thailand. The Audit Committee reports directly to the Board of Directors and their scope of duties and responsibilities, as stated in the charter of the Audit Committee, are reviewed at least once annually.

- **Nomination and Remuneration Committee**

In 2013 the Board of Directors set the Nomination and Remuneration Committee, consisting of members who are not in the management and three of them are independent directors. The Committee has policies to set policies, rules and guidelines for nomination and selection of the Company's directors, sub-committees and management members. The Committee also sets the amounts of remuneration and benefits for directors and sub-committee members as well as management members. The Nomination and Remuneration Committee reports performance and propose opinions or suggestions to the Board of Directors.

- **Corporate Governance Committee**

The Company does not appoint a specific sub-committee as it views that the Board of Directors and Executive Committee are able to efficiently make decisions on various matters. However, in the future, if the Company has larger business size and more complicated organization structure, the Company may consider appointing a particular sub-committee for some specific matters as deemed appropriate.

Board of Directors Meeting

The Board of Directors meets monthly and some special meetings are called for if needed. The invitation letters clearly indicating the meeting date and agenda are sent to the members of Board of Directors at least seven days prior to the scheduled meetings to ensure that the directors have adequate time to consider the information. Normally, each meeting takes not less than two hours. In each meeting, the Chairman of the meeting allows each director to freely express his/her opinions. In 2013 there were 15 Board of Directors meetings, 14 Executive Committee meetings and six Audit Committee meetings. In 2014 there were 14 Board of Directors meetings, 12 Executive Committee meetings, eight Audit Committee meetings, and four Nomination and Remuneration Committee meetings. The details of each director's attendance are shown in the following table:



Name	Position	No. of the times with right to attend the meeting (time)							
		Board of Director		Executive Committee		Audit Committee		Nomination and Remuneration Committee	
		2013	2014	2013	2014	2013	2014	2013	2014
1. Mr. Somrit Srithongdee	- Chairman of the Board	15/15	14/14	-	-	-	-	4/4	4/4
	- Chairman of Nomination and Remuneration Committee								
2. Mr. Poomchai Wacharapong ^{/1}	- Director and	-	14/14	-	12/12	-	-	-	-
	- Chairman of Executive Committee								
3. Mr. Thanitsaphong Sasinmanop ^{/1}	- Director	11/15	-	11/14	-	-	-	-	-
	- Chairman of Executive Committee								
4. Mr. Somboon Cheewasutthanon	- Director	15/15	13/14	14/14	12/12	-	-	-	-
	- Member of Executive Committee								
5. Mr. Akarat Na Ranong	- Independent Director								
	- Chairman of Audit Committee	13/15	14/14	-	-	6/6	8/8	-	-
6. Mr. Nuttawut Phowborom	- Independent Director	13/15	10/14	-	-	5/6	7/8	4/4	4/4
	- Member of Audit Committee								
	- Member of Nomination and Remuneration Committee								
7. Mr. Kamol Ratanachai	- Independent Director	15/15	13/14	-	-	6/6	8/8	4/4	4/4
	- Member of Audit Committee								
	- Member of Nomination and Remuneration Committee								
8. Mr. Pattanapong Nuphan	- Director	14/15	12/14	14/14	11/12	-	-	-	-
	- Member of Executive Committee								
9. Mr. Nuttawit Boonyawat ^{/4}	- Director	-	10/11	-	6/7	-	-	-	-
	- Member of Executive Committee								
10. Mr. Sansrit Yenbamrung ^{/5}	- Director	-	11/11	-	6/7	-	-	-	-
	- Member of Executive Committee								
11. Mrs. Watchanee ^{/2}	- Director	15/15	3/3	14/14	4/5	-	-	-	-
Watanathawanwong	- Member of Executive Committee								
12. Mr. Chakrapun Leelamasavat ^{/3}	- Director	15/15	3/3	14/14	4/5	-	-	-	-
	- Member of Executive Committee								
13. Mrs. Siripen Sasinmanop	- Member of Executive Committee	-	-	-	7/7	-	-	-	-
14. Mr. Wiroj Bunsirirungruang ^{/6}	- Member of Executive Committee	-	-	-	6/7	-	-	-	-

Note

2013 ^{/1} Mr Thanitsaphong Sasinmanop resigned from the position of director and chairman of Executive Committee on 20 December 2013.

2014 ^{/1} Mr. Poomchai Wacharapong was appointed as a director, a member of Executive Committee and a chairman of the Executive Committee on 2 January 2014.

^{/2} Mrs. Watchanee Watanathawanwong resigned as a director and a member of Executive Committee, effective from 28 April 2014

^{/3} Mr. Chakrapun Leelamasavat resigned as a director and a member of Executive Committee, effective on 28 April 2014

^{/4} Mr. Nuttawit Boonyawat was appointed as a director and a member of Executive Committee on 28 April 2014

^{/5} Mr. Sansrit Yenbamrung was appointed as a director and a member of Executive Committee on 28 April 2014

^{/6} Mrs. Siripen Sasinmanop and Mr. Wiroj Bunsirirungruang were appointed as members of Executive Committee on 28 April 2014.

The written minutes of the meetings, endorsed by the Board of Directors, are properly recorded and filed. They are always available for review and audit by the Board of Directors and concerned parties.

Board of Directors' Reports

The Board of Directors holds responsibility for the Company and its subsidiaries' financial statement (already audited by the auditor) as well as all disclosed financial information. The Board of Directors realizes the importance of the accuracy and reliability of such financial reports and information. Hence, the Board of Directors has a policy to complete a report on the responsibility of the Board of Directors in regard to the financial reports and financial information disclosed in the Company's annual report. The financial statement is regularly prepared to conform to the generally accepted accounting standards. In preparing such financial reports, appropriate accounting policies are selected and consistently applied while judgment and forecast are carefully used. Moreover, the significant information shall be adequately disclosed in the footnotes to financial statement covering the guideline for SET-listed companies set by the Stock Exchange of Thailand.

Moreover, the Audit Committee appointed by the Board of Directors is responsible for overseeing the quality of Company's financial reports and the internal audit system. Opinions of the Audit Committee are reported in the 56-1 form. All members of the Audit Committee and the management attend meetings in order to review the adequacy of the Company's internal audit system in various areas set by the Company's management. The minutes of every Board of Directors' meeting are recorded and contain proper details, e.g. questions and opinions of each director for each agenda and opposite opinion along with the rationales, so that the shareholders can examine the appropriateness of the directors in performing their duties. Meanwhile, the Board of Directors continuously and firmly focuses on applying the good corporate governance policies to the management and operation to create a good image and reliability of the Company among the investors and the public.

Prevention of Conflict of Interests

Realizing possible conflicts of interests, the Board of Directors issues guidelines as a part of the Code of Ethical Business for all management and employees to avoid any personal conflicts of interests with the Company and shareholders when dealing with trade partners and other parties.

Moreover, transactions that may cause conflicts of interests or connected transactions shall be considered properly by the Board of Directors meetings. The Board of Directors clearly determines guideline policies as well as approval procedures in accordance with the Stock Exchange of Thailand's regulations. For example, a person who has conflicts of interest or is a connected party shall inform the Company of his/her relationship or connection with such transactions and shall not attend the meeting for such agenda and vote (i.e. no approval power). In addition, pricing and conditions of the connected transactions shall be conducted in the same manner as normal business practices done with third parties. If an expertise in some certain areas is needed, the Company shall seek independent opinions from external specialists such as an auditor or other advisors. The opinion of the Audit Committee and/or other consultants shall be incorporated in decision making process of the Board of Directors and/or shareholders depending upon the related rules and regulations. Such transactions are to be disclosed in the Company's annual report, Form 56-1 and financial statements.

Remuneration for Directors and Management

In 2013 the Board of Directors set the Nomination and Remuneration Committee who determined the amounts of remuneration and benefits for directors and management members for the fiscal year 2014, based on the Company's business scale, responsibilities of each director and management member in comparison to Company's business expansion and growth. The Nomination and Remuneration Committee proposed the amounts



for an approval by the Board of Directors. The remuneration for the Company's directors and sub-committee members is subjected to an approval from the Annual General Meeting of Shareholders. (The information in regard to the remuneration for the directors and management members is disclosed in the Management section).

Internal Control and Internal Audit Systems

Realizing the importance of the internal control system, the Company thus focuses greatly on sufficiency and appropriateness of its internal control system covering finance, management and operation. The Company also ensures that its internal control system is complied with the laws and related regulation and improves such system to meet the standard set by the Stock Exchange of Thailand and as well as the international standard called Internal Control Framework set by the Committee of Sponsoring organizations of the Treadway Commission or COSO. The Company clearly specifies the duties, responsibilities, and power of the employees both in the operation level and the management level in a written form. Uses of the Company's assets are controlled to maximize benefits to the Company. In addition, the duties of employees in the operation, inspection and evaluation sectors are clearly separated in order that an appropriate balance of work is created. Moreover, the Company also creates the financial report system for the responsible departments. Note that the members of Board of Directors express their opinions concerning the sufficiency of the internal control system in the Company's financial report under the "Internal Control" section.

To ensure the efficiency in production of important documents and the internal control and to ensure that the internal control is improved regularly, the Company set up the internal audit department in 2008. This department is assigned to review the internal operation as well as assessing the effectiveness and the sufficiency of the internal audit system of the Company and its affiliates. The internal audit department's main objective is to ensure that core operation and the financial activities of the Company and its affiliates are effectively run and meet the management's objectives. In addition, the internal audit department also inspects whether all operations of the Company are in accordance with the laws and other regulations set by the Company. Hence, in order to enable the members of internal audit department to independently perform their duties, the Board of Directors requires that the internal audit department report directly to the Audit Committee. The internal audit department is also assigned to carry out inspection duties, in accordance with the Company's annual business plan approved by the Audit Committee. The internal audit department is required to regularly report the inspection results and send some suggestions to the Audit Committee and the Chairman of the Board in a timely manner.

Risk Management

The Company realizes the importance of risk management, which is a key mechanism and tool for management helping the Company reach its goals and targets. The risk management also helps minimize losses while enhancing the Company's competitiveness. Moreover, the risk management is a key element for good governance. Hence, the Company continues to develop its risk management system. In light of this, the Company appoints the Executive Committee to work on the policy level. Meanwhile, the Company also includes the risk management in the job description of all departments so that all employees realize and emphasize the importance of the risk management. All departments hold the responsibility to manage and control and maintain risks at acceptable levels. Finally, they regularly follow up and evaluate risks to be in line with both internal and external environment that will change continuously.

The Code of Ethical Business

The Company puts in place the Code of Ethical Business for all directors and employees to comply with in order to enhance values of its business. A primary goal of the Code of Ethical Business is to ensure that the management and employees treat the Company, stakeholders and society in professional, honest, transparent, equal and responsible manners. Moreover, the Company also assigns responsible persons to assess the performance and improve such Code of Ethical Business. Finally, the Company also has a policy to communicate to all staff and management constantly to ensure their understandings and publish information for all employees on a regular basis.

5. Information Disclosure and Transparency

The Company's Board of Directors Company realizes the importance of disclosure of information that is accurate, adequate, transparent, reliable, widespread and prompt. Realizing that financial reports along with general information may have an impact on decision making of investors and stakeholders, the Company publishes information for investors, shareholders and public through the following channels:

- 1) The website of the Stock Exchange of Thailand (<http://www.set.or.th>) which includes
 - The company's news
 - Annual report form (56-1)
 - Financial statement (quarterly and annually)
 - Documents notifying resolutions of Board of Director's meetings
- 2) The website of Securities and Exchange Commission (<http://www.sec.or.th>)
- 3) The website of Ministry of Commerce (<http://www.dbd.go.th>)
- 4) Newspapers
- 5) Company's website <http://www.matchinggroup.com>
- 6) Company Visits/ One-on-One Meetings
- 7) Analyst Meetings
- 8) Press Meetings
- 9) Letters mailed to shareholders

Moreover, to disclose accurate, adequate, and transparent information, the Company sets up the Investor Relations Department to effectively provide the information, news and activities of the Company to investors, analysts, shareholders and other third parties. In addition, the Investor Relation Department also provides efficient services to shareholders, enhancing the Company's credibility and image. Investors are welcomed to contact the Company's Investor Relation Department by the telephone numbers 0-2669-4200-9 or e-mail to investor@mmsbangkok.com.



The Company operates its business, based on the code of ethical business with an emphasis on the right of stakeholders at all groups. Details of CSR-in process guidelines are as follows:

1. Operate business with fairness

The Company emphasizes the importance of business operation that supports free trade competition. The business is carried out with honesty and fairness under the Company's rules and regulations. The Company avoids any activities that may cause conflicts of interests.

- In purchasing products or hiring individuals or other parties, the Company chooses operators or contractors with equality and fairness. No favor is given to any particular individual or company to ensure fair competition.
- The Company has a policy against any activities that involve in infringement of intellectual property or copyrights

2. Respect of human rights and employees' performance

The Company focuses on the importance of human rights, taking into account of individuals' equality, freedom, and equality of dignity and rights. The Company is strongly against discrimination of nationalities, races, religions, languages, ages, genders, marital status, sexual preferences and disability.

3. Treat employees with fairness

The Company is aware that manpower is a key factor that can enable the Company to successfully reach its business goals. Hence, the Company treats employees with fairness, announcing the following policies:

- **Employment-related policies**
 - Against any practices of labor forcing and not collecting money or keeping employees' identification documents unless required by law
 - Support and respect the protection of human rights, e.g., against labor forcing, against child labor and etc.
 - Make payment of wages and remuneration in Thai Baht currency at the rates not less than what specified by law; and not deducting employees' remuneration, except for the case specified by law.
 - Set working hours at not more than the working hours specified by law and calculate overtime hours in accordance with what specified by law
 - Allow pregnant employees to work in safety environment; neither terminate their employment contracts nor reduce their benefits due to their pregnancy
 - Support employees' efficiency enhancement by allowing them to participate in public trainings and in-house trainings
 - Provides clean restrooms/toilets and necessary healthcare provision, e.g., infirmary with a nurse on duty

- **Personnel policies**

- Employees are the Company's most valuable resources and they are key success factors for the Company. The Company creates favorable values, culture and working environment and also treats employees with politeness, also with respects of their rights and freedom. The Company also tries to tighten relation among employees.
- Employment, appointments, transfer, remuneration and benefits of employees are based on fairness and facets.
- Safety is also another key issue. It's the Company's responsibility in creating working environment that is safe for employees' lives and their properties. The Company also provides necessary and appropriate welfare items, e.g., certificate for free-drug workplace from the Department of Labor Protection and Welfare, the annual test of alarm system, annual check-up, group life insurance and accident insurance policies, OPD allowance, and other assistance programs.

4. Responsibility for consumers

The Company is committed to development of goods/services to benefit organizations and society. The Company is also determined to produce high quality goods/services that are safe for consumers and environment.

- The Company presents TV programs that not only focus on entertainment and profit but also include useful information, assisting and creating good opportunities for people in communities and thus benefiting society in the future.
- The Company provides quality services and support clients' need with fairness. For example, the Company produces works or offers services based on the terms and conditions stated in the contracts, with high quality and standard being taken into account
- The Company keeps clients' information at safe places and does not disclose such information to outsider unless it is allowed by clients.

5. Preserve environment

- In business process, the Company focuses on effective use of resources and technology for production and service provision, taking into account the safety and friendliness to environment.
- The Company effectively utilizes resources by initiating "Green Office Program" aimed at saving energy.

6. Development of community and society

Emphasizing the responsibility to society, the Company support, corporate and provide assistance in community development programs. In 2014, the Company organized various activities for society, including Father Day Event at Bangkpriang Sub-district Administration Organization and the donation of unused calendars and paper to the Mirror Foundation.

Prevention of Corruption Involvement

The Company has a policy against involvement in any forms of corruption. The Company set a written guide in the code of ethics in regard to presents and receptions. The guide is conveyed to all levels of employees both at the Company and its subsidiaries and all employees continue to follow the guide accordingly.



1. Board of Directors' opinion concerning the internal control system

According to the Board of Directors' meeting No. 2/2015 held on 20 February 2015 in the presence of all three members of the Audit Committee, the Board of Directors evaluated the Company's internal control system by inquiring the management as well as other concerned officers and by completing the the valuation form aimed at assessing the adequacy of the internal control system. Five key elements of the internal control system are i) Control of environment; ii) risk assessment; iii) control of activities; iv) Information & Communication and v) Monitoring Activities. The Committed opined that the Company had the internal control system appropriate and sufficient for business operation under the current environment and that the Company's internal control system could prevent the Company's assets from being damaged or used for wrongfully seeking benefits by particular individuals.

2. Head of Internal Audit Department and Head of Corporate Governance

The Audit Committee Meeting on 14 December 2012 No. 5/2012 appointed Mr. Chinawat Masrungson as an acting director of the internal audit and system development department and a secretary to the Audit Committee, effective from 14 Decembers 2012. Mr. Chinawat Masrungson possessed four-year experience in internal audit. He attended various trainings on internal audit functions, e.g., Audit Program 1 Class 43 and Audit Program 2 Class 38 provided by the Federation of Accounting Professions. Mr. Chinawat Masrungson had good understanding about the Company's activities and operation. The Audit Committee thus regarded him as an appropriate person to resume responsibilities of the position.

It should be noted that to consider appointing, removing and transferring the head of the internal audit department is subjected to approval of the Audit Committee.

Connected Transaction

The details of connected transactions during 2013 and 2014 are as follows:

Connected Persons Entities with possible conflicts of interests	Bangkok Broadcasting & TV. Co., Ltd. (BBTV")		
Type of business	<u>Type of Business</u> Manage Channel 7		
Relationship	<u>Relationship with the Company</u> <ul style="list-style-type: none"> - Being an indirect major shareholder (holding 30 percent of shares in BBTV Production, which is the Company's major shareholder) - Mr. Pattanapong Nuphan, the Company's director, holds the position of Assistant Managing Director 		
Transactions	<u>1. Being hired to produce TV programs</u> The Company was hired to produce TV program called "Ta Lab Lang Ta Lad" for BBTV Production Co., Ltd to broadcast on Channel 7		
Transaction Value (Baht Million)		2013	2014
- Service Revenue		28.51	21.01
- Account Receivable		1.78	-
Necessity / Justification	The Company was hired to produce the TV program for BBTV, which is the Company's core business. The service rate was based on the cost plus profit. Payment conditions were set according to normal business practices. <u>Opinions of the Audit Committee</u> The service was Company's core business. The service rate was based on the cost plus profit. Payment conditions were according to normal business practices. Hence, the transaction was deemed as necessary and justified.		
Transactions	<u>2. Being hired to produce a documentary</u> MP (subsidiary) was hired to produce a documentary "Thai Elephants" broadcast on Channel 7		
Transaction Value (Baht Million)		2013	2014
- Unearned revenue		5.28	-
Necessity / Justification	MP was hired to produce the TV program for BBTV, which was the Company's core business. The service rate was based on the cost plus profit. Payment conditions were set according to normal business practice. <u>Opinions of the Audit Committee</u> The service was offered in accordance with the Company's normal business. The service charge was calculated from cost plus profit. Payment conditions were according to normal business practice. Hence, the transaction was necessary and justified.		

Bangkok Broadcasting & TV. Co., Ltd. (BBTV") (Continued)

Transactions

3. Event Organizing

ME (subsidiary) acted as an event organizer for BBTV. The firm organized various events including Young Model 2014, LPGA 2014 etc.

Transaction Value (Baht Million)

	2013	2014
- Service Revenue	5.99	3.77
- Service Cost	-	0.50

Necessity / Justification

ME acted as an event organizer for BBTV, which was the Company's core business. The service rate was based on the cost plus profit, similar to the rate charged to outsiders. Payment conditions were according to normal business practices.

Opinions of the Audit Committee

The service was the Company's core business. The service rate was based on the cost plus profit and similar to the rate charged to outsiders. Payment conditions were set according to normal business practice. Hence, the transaction was necessary and justified.

Transactions

4. Subleasing the airtime

The Company subleased the airtime from BBTV to broadcast its TV program "Kob Dek...Sang Ban" on Channel 7.

Transaction Value (Baht Million)

	2013	2014
- Service Cost	8.41	14.93

Necessity / Justification

The Company subleased the airtime from BBTV to broadcast its TV program on Channel 7. The program was the Company's core business and the service cost was based on the period of the airtime and the agreements. The transaction was done in according with the Company's normal trade practice.

Opinions of the Audit Committee

The service was the Company's core business. The service rate and payment conditions were acceptable. Hence, the transaction was found necessary and justified.

Connected Persons Entities with possible conflicts of interests							
BBTV Asset Management Co., Ltd. (“BBTVAM”)							
Type of business	<u>Type of Business</u> Advertising business						
Relationship	<u>Relationship with the Company</u> Being an indirect major shareholder of the Company (holding 25 percent of shares in BBTV Production, which is the Company’s major shareholder)						
Transactions	<u>Subleasing the airtime</u> The Company subleased the airtime from BBTVAM to broadcast its “Plod Nee” and “Plod Nee on Public Holidays” Programs on Channel 7.						
Transaction Value (Baht Million)	<table><tr><td></td><td>2013</td><td>2014</td></tr><tr><td>- Service Cost</td><td>17.83</td><td>12.37</td></tr></table>		2013	2014	- Service Cost	17.83	12.37
	2013	2014					
- Service Cost	17.83	12.37					
Necessity / Justification	The Company subleased the airtime to broadcast its TV programs on Channel 7. The cost was based on the period of the airtime and the agreements. The transaction was done in according to the Company’s normal trade practice. <u>Opinions of the Audit Committee</u> The service was the Company’s core business. The service rate and payment conditions were set according with normal business practice Hence, the transaction was necessary and justified						

Connected Persons Entities with possible conflicts of interests										
BBTV News Media Co., Ltd. (“BBTVNM”)										
Type of business	<u>Type of Business</u> Supply information									
Relationship	<u>Relationship with the Company</u> <ul style="list-style-type: none">- The Company’s director, Mr. Pattanapong Nuphan is also director of BBTVNM- BBTV, the indirect major shareholder of the Company, indirectly holds all shares of BBTVNM.									
Transactions	<u>1. Being hired to produce TV Program</u> BM (a subsidiary) gained revenue from service about downloading magazines through an application									
Transaction Value (Baht Million)	<table><tr><th></th><th>2013</th><th>2014</th></tr><tr><td>- Service Revue</td><td>-</td><td>0.001</td></tr><tr><td>- Other revenue</td><td>-</td><td>0.08</td></tr></table>		2013	2014	- Service Revue	-	0.001	- Other revenue	-	0.08
	2013	2014								
- Service Revue	-	0.001								
- Other revenue	-	0.08								
Necessity / Justification	BM (subsidiary) gained the profit share from magazine downloading service through an application from BBTVNM who was hired to develop the application from BM, with the rate based on general trade terms. <u>Opinions of the Audit Committee</u> The service supported BM’s core business and the service rate was based on the cost plus profit. The payment conditions were set in accordance with normal business practice. Hence, the transaction was necessary and justified.									



Transactions**2. Program Development Fee**

BM (subsidiary) hired BBTVNM to develop and maintain BM's three websites namely Cheese Plaza, Cheese Mag and Looker Mag

Transaction Value (Baht Million)	2013	2014
- Service Cost (Website, IPAD)	0.29	-
- Computer System (Website)	0.44	0.17
- Prepaid Expenses (Maintenance Website)	0.001	-
- Deposits (additional deposit for website development)	0.14	0.14
- Administration Expenses (Maintenance Website)	0.07	0.001

Necessity / Justification

BBTVNM developed and maintained the Company's websites, with the service fee rate and payment conditions being based on normal business practice. Hence, the transaction was necessary and justified.

Opinions of the Audit Committee

Website development and maintenance was a another channel to access the direct targeted clients. The service fee rate and payment conditions were based on normal business practice. Thus, the transaction was necessary and justified.

Transactions**3. Fee for website development**

MMS requested that the company develop and improve the website

Transaction Value (Baht Million)	2013	2014
- Prepaid expenses	-	0.02
- Administration expenses	-	0.09

Necessity / Justification

BBTVNM developed and maintained the website, with the service rate and conditions being based on normal rates of general business operation.

Opinions of the Audit Committee

Website development and maintenance was a another channel to access the direct targeted clients. The service fee rate and payment conditions were based on normal business practice. Thus, the transaction was necessary and justified.

Connected Persons Entities with possible conflicts of interests	HR professional Consulting and Service Co., Ltd (“HRP”)			
Type of business	<u>Type of Business</u> Providing human resource-related services			
Relationship	<u>Relationship with the Company</u> The Company’s directors, Mr. Somrit Srithongdee and Mr.Poomchai Wacharapong are directors of HRP and Mr.Sansrit Yenbamrung and Mr.Nuttawit Boonyawat are advisors to HRP.			
Transactions	<u>1.Service fee for security officers</u> MMS got the service from HRP who supplied security officers for the Company.			
Transaction Value (Baht Million)			2013	2014
	- Administration Expenses		1.66	2.43
	- Accrued expense (service cost for security officers)		0.16	0.16
Necessity / Justification	HRP supplied security officers for the Company, with the service rate and payment conditions being set based on the market rate for normal business practice. Thus, the transaction was necessary and justified. <u>Opinions of the Audit Committee</u> The Company hired outsourced security officers from HRP, instead of recruiting the security officers by itself. This helped simply the Company’s internal management. The service rate and payment conditions were set based on normal business practices. Hence, the transaction was necessary and justified.			
Transactions	<u>2.Vehicle rental fee</u> HRP provided car rental services for ME			
Transaction Value (Baht Million)			2013	2014
	- Administration Expenses		-	0.05
	- Accrued expense (vehicle rental fee)		-	0.02
Necessity / Justification	HRP provided vehicle rental services for the Company, with the service rates and conditions being similar to normal rate in general business operation. Hence, the transaction was necessary and justified. <u>Opinions of the Audit Committee</u> The Company HRP to provide rental vehicles, instead of finding vehicles by itself. This helped simply the Company’s internal management. The service rate and payment conditions were set based on normal business practice. Hence, the transaction was necessary and justified.			



	HR professional Consulting and Service Co., Ltd (“HRP”) (Continued)		
Transactions	3. Service fee for security officers		
	Matching Broadcast (MB) (a subsidiary) got the service from HRP who supplied security officers for the company.		
Transaction Value (Baht Million)		2013	2014
	- Administration Expenses	-	0.09
	- Accrued expense (service cost for security officers)	-	0.09
Necessity / Justification	<p>HRP supplied security officers for the Company, with the service rate and payment conditions being set based on the market rate for normal business practice. Thus, the transaction was necessary and justified.</p> <p><u>Opinions of the Audit Committee</u></p> <p>The Company hired outsourced security officers from HRP, instead of recruiting the security officers by itself. This helped simplify the Company’s internal management. The service rate and payment conditions were set based on normal business practices. Hence, the transaction was necessary and justified.</p>		
Connected Persons Entities with possible conflicts of interests	Mr.Somchai Cheewasutthanon		
Type of business / Relationship	<p><u>Relationship with the Company</u></p> <p>The brother of Mr. Somboon Cheewasutthanon, the Company’s director</p>		
Transactions	<u>Leasing of land and building</u>		
	The Company leased the land and building No. 305/5 Soi Sukhothai 6, Sukhothai Rd, Dusit, Bangkok, to use as the Company’s office. The extendable lease contract lasted three.		
Transaction Value (Baht Million)		2013	2014
	- Administration Expenses	0.84	0.84
Necessity / Justification	<p>The Company leased the building from Mr. Somchai Cheewasutthanon to use as its office. The lease rate was appropriate compared with the rates for leased property nearby. The payment conditions were set in accordance with normal business practice, similar to the rates for outsiders. Hence, the transaction was necessary and justified.</p> <p><u>Opinions of the Audit Committee</u></p> <p>The transaction supported the Company’s operation. The rate and the payment conditions were set in accordance with normal business practice. Hence, the transaction was necessary and justified</p>		



Connected Persons Entities with possible conflicts of interests	Mrs.Siripen Sasinmanop		
Type of business / Relationship	<u>Relationship with the Company</u> Executive Vice President		
Transactions	1. <u>Leasing a building</u> GH (a subsidiary) leased a three-storey town house No. 173/13-14 Soi Paholyothin 44, to use as its office. The extendable lease contract lasts two years.		
Transaction Value (Baht Million)		2013	2014
	- Administration Expenses (Building lease fee)	0.72	0.72
Necessity / Justification	GH leased the property from Mrs. Siripen Sasinmanop to use as its office. The lease rate was appropriate when compared to the rates for leased property nearby. The payment conditions were set in accordance with the normal business practice, similar to the conditions set for outsiders. Hence, the transaction was necessary and justified. <u>Opinions of the Audit Committee</u> The transaction supported the Company's operation. The lease rate and the payment conditions were similar to what made with outsiders. Hence, the transaction was necessary and justified.		
Transactions	2. <u>Leasing land</u> GH (subsidiary) leased the 405 square wah land, deed title No. 39485 and 39488 to use as a car park and an equipment warehouse. The extendable lease contract lasted two years.		
Transaction Value (Baht Million)		2013	2014
	- Administration Expenses (Land lease fee)	0.40	0.40
Necessity / Justification	GH leased the land from Mrs. Siripen Sasinmanop to use as a car park and an equipment warehouse. The rental rate was appropriate when compared to the rates for leased property nearby. The payment conditions were set in accordance with the normal business practice, similar to the conditions set for outsiders. Hence, the transaction was necessary and justified. <u>Opinions of the Audit Committee</u> The transaction supported the Company's operation. The lease rate and the payment conditions were similar to what made with third parties. Hence, the transaction was necessary and justified.		



1. Necessity and justification of the connected transactions

Reviewing the connected transactions occurring in 2013 and 2014, the Audit Committee opined that the connected transactions were necessary, justified and beneficial to the Company.

2. Measure or procedures to approve the connected transactions

The connected transactions occurred, based on the reasons and necessities where the benefits of the company were taken into account. The values of transactions arising from the transactions were fair and in compliance with a general trading agreement and the regulations of the Stock Exchange of Thailand or the Securities and Exchange Commission of Thailand. In case there was a connected transaction between the Company or its subsidiaries and persons who have or may have a potential conflict of interest (when the Management sees that the connected transaction is necessary but it is beyond the scope of responsibilities of the Management), the Audit Committee was responsible for providing opinions on necessity and appropriateness of such transaction. If the Audit Committee has no expertise in considering potential connected transactions that may arise, the Company will seek opinions from independent experts or the Company's auditor. Such independent opinions will be used as part of a decision making process of the Board of Directors and/or shareholders, whichever the case may be.

Moreover, the Company's Board of Directors approved in principles of the trading agreements that included general trading conditions for connected transactions between the Company and its subsidiaries and the Management and involved individuals. The management was entitled to approve the connected transactions between the Company and its subsidiaries and/or the Management or involved individuals (for both existing and potential transactions), without an approval from the Company's Board of Director Meeting or the Shareholders' Meeting. The connected transactions, which are in forms of trade agreements similar to what responsible men agree with general trade partners in similar situations and without power as the Management, directors or involved individuals, must be reported to the Audit Committee and the Company's Board of Directors at least once a year.

After the Company engaged in any connected transactions, it disclosed the information on such transactions as specified in the regulations of the Stock Exchange of Thailand. Such disclosed information was also reviewed by the Audit Committee. In addition, the Company also disclosed the connected transactions in the note to the financial statement which was reviewed by the Company's Authorized Auditor.

3. Future Policy or Trend of Connected Transactions

The Company has policies to carry out connected transactions between the Company and its subsidiaries as normal business transactions supporting the Company's business. All conditions are set in accordance with normal trading transactions and can be comparable with what agreed with outsiders. The Audit Committee or the Company's auditor or independent experts examine and provide their opinions in regard to the appropriateness of pricing and the justification of the connected transactions. For any potential connected transactions, the Board of Directors have to comply with the rules and regulations imposed by the Stock Exchange of Thailand, as well as guidelines on information disclosure regarding the connected transactions and the acquisition or disposition of substantial assets of the Company or its subsidiaries and the accounting standards of Accountants Association and Thailand's Certified Accountants Association.

Summary of the Consolidated

Financial Statement During 2012-2014

Summary of the consolidated financial statement during 2012 -2014

Financial Status	Audited Statement					
	31 DEC 2012 (newly adjusted)		31 DEC 2013		31 DEC 2014	
	Million Baht	%	Million Baht	%	Million Baht	%
Assets						
Cash and cash equivalents	137.73	23.65	105.35	7.79	316.77	21.16
Short-term investments	1.00	0.17	713.22	52.72	100.50	6.71
Restricted cash - current portion	-	-	0.20	0.01	1.13	0.08
Trade and other receivables, net	141.25	24.26	159.66	11.80	167.44	11.19
Inventories	9.22	1.58	9.57	0.71	7.37	0.49
VAT receivable	0.81	0.14	0.20	0.01	1.55	0.10
Withholding tax deducted at sources, net	11.75	2.02	2.97	0.22	6.31	0.42
Other current assets	1.34	0.23	1.37	0.10	3.22	0.22
Total current assets	303.10	52.05	992.54	73.36	604.29	40.37
Investment in joint venture, net	-	-	-	-	5.71	0.38
Restricted cash - non current portion	2.60	0.45	2.60	0.19	2.60	0.17
Investment properties	10.25	1.76	10.25	0.76	10.25	0.68
Property, plant, and equipment, net	87.94	15.10	92.67	6.85	577.28	38.57
Assets for rent, net	173.05	29.72	250.60	18.52	290.81	19.43
Intangible assets, net	2.13	0.37	1.31	0.10	0.80	0.05
Deferred tax assets	1.39	0.24	0.21	0.02	1.83	0.12
Other non-current assets	1.83	0.31	2.72	0.20	3.15	0.21
Total non-current assets	279.18	47.95	360.36	26.64	892.43	59.63
Total assets	582.28	100.00	1,352.90	100.00	1,496.72	100.00
Liabilities						
Bank overdrafts	-	-	4.52	0.33	-	-
Trade and other payables	63.13	10.84	60.11	4.44	54.12	3.62
Current portion of long-term borrowing from financial institution	5.00	0.86	0.40	0.03	18.12	1.21
Current portion of liability under finance lease	0.51	0.09	0.47	0.03	0.52	0.03
Accrued income tax	4.08	0.70	0.86	0.06	3.11	0.21
Other current liabilities	12.06	2.07	13.52	1.00	17.72	1.18
Total current liabilities	84.78	14.56	79.88	5.90	93.59	6.25
Long-term borrowing from financial institution	0.40	0.07	-	-	66.17	4.42
Liability under finance lease	0.45	0.08	2.34	0.17	1.82	0.12
Deferred tax liabilities	1.54	0.26	2.93	0.22	0.83	0.06
Employee benefit obligations	13.02	2.24	15.52	1.15	18.85	1.26
Other non-current liabilities	-	-	-	-	-	-
Total non-current liabilities	15.41	2.65	20.79	1.54	87.67	5.86
Total liabilities	100.20	17.21	100.67	7.44	181.26	12.11

Financial Status	Audited Statement					
	31 DEC 2012 (newly adjusted)		31 DEC 2013		31 DEC 2014	
	Million Baht	%	Million Baht	%	Million Baht	%
Shareholders' equity						
Share capital	535.00		535.00		535.00	
Paid-up share capital	259.14	44.51	469.24	34.68	531.63	35.52
Share premium	141.52	24.30	640.04	47.31	658.32	43.98
Retained earnings						
- Appropriated - legal reserve	4.34	0.75	5.01	0.37	8.31	0.56
- Unappropriated	76.93	13.21	136.99	10.13	116.01	7.75
Equity attributable to owners of the parent	481.93	82.77	1,251.29	92.49	1,314.27	87.81
Non-controlling interests	0.15	0.03	0.93	0.07	1.19	0.08
Total shareholders' equity	482.08	82.79	1,252.22	92.56	1,315.46	87.89
Total liabilities and shareholders' equity	582.28	100.00	1,352.90	100.00	1,496.72	100.00

Statement of Comprehensive Income	Audited Statement					
	2012		2013		2014	
	Million Baht	%	Million Baht	%	Million Baht	%
Services income	516.81	83.79	612.65	86.69	635.88	90.38
Sales	87.75	14.23	59.74	8.65	48.08	6.83
Other income	12.26	1.99	18.38	2.66	19.59	2.78
Total revenue	616.82	100.00	690.77	100.00	703.55	100.00
Cost of providing services	306.69	49.72	377.90	54.71	410.27	58.31
Cost of sales	61.20	9.92	39.85	5.77	36.61	5.20
Selling and administrative expenses	170.74	27.68	171.77	24.87	207.02	29.43
Other expenses	-	-	0.92	0.13	0.41	0.06
Total expenses	538.63	87.32	590.44	85.48	654.31	93.00
Profit before financial cost and income tax	78.19	12.68	100.33	14.52	49.24	7.00
Finance costs	0.64	0.10	0.31	0.05	2.39	0.34
Share of loss on investment in joint ventures	-	-	-	-	6.79	0.96
Profit before income tax	77.55	12.57	100.01	14.48	40.06	5.69
Income tax	19.11	3.10	21.49	3.11	10.70	1.52
Net profit for the year	58.44	9.47	78.52	11.37	29.36	4.17
Other comprehensive income (loss) :						
Actuarial gains (losses) on defined employee benefit plans, net of tax	1.63	0.26	(1.81)	0.26	-	-
Income tax relating to components of other comprehensive income for the year	(0.33)	0.05	0.35	0.05	-	-
Total comprehensive income for the year	59.74	9.69	77.07	11.16	29.36	4.17

Statement of Comprehensive Income	Audited Statement					
	2012		2013		2014	
	Million Baht	%	Million Baht	%	Million Baht	%
Net profit attributable to :-						
Owners of the parent	58.46		77.74		29.47	
Non-controlling interest in subsidiaries	(0.02)		0.78		(0.10)	
	58.44		78.52		29.36	
Earnings per share						
Earnings per share (Baht)	0.23		0.20		0.06	
Weighted average number of ordinary shares (million shares)	259.14		393.22		505.55	
Diluted earnings per share						
Diluted earnings per share (Baht)	0.21		0.18		0.06	
Weighted average number of ordinary shares for calculation of diluted earning per share (million shares)	279.54		422.31		517.76	
Par value (Baht)	1.00		1.00		1.00	

Statements of Cash Flows	Audited Statement		
	2012 (newly adjusted)	2013	2014
	Million Baht	Million Baht	Million Baht
Cash flows from operating activities			
Profit before income tax expense	77.55	100.01	40.06
Adjustments for:			
Bad debt expenses and doubtful accounts (reversal)	(3.59)	2.13	8.26
Depreciation and amortisation charge	42.14	55.37	61.47
Provision of goods returns (reversal)	0.81	(1.27)	0.09
Reversal of allowance for impairment of investment	-	-	(0.09)
Loss from write-off of withholding tax	1.55	1.69	0.14
Provision for withholding tax deducted at sources (reversal)	(2.39)	(0.86)	(0.05)
Gain from change in fair value of trading securities	-	(11.81)	(14.39)
Share of loss of investments in joint venture	-	-	6.79
Gain from disposal of equipment	(1.72)	(0.28)	(0.39)
Gain from disposal of assets for rent	(0.91)	(0.32)	(0.16)
Loss from write-off of equipment	2.18	0.02	-
Loss from write-off of assets for rent	-	1.23	0.56
Interest income	(1.93)	(1.93)	(2.26)
Finance costs	0.64	0.31	2.39
	114.33	144.29	102.43

Statements of Cash Flows	Audited Statement		
	2012 (newly adjusted)	2013	2014
	Million Baht	Million Baht	Million Baht
Change in operating assets and liabilities:			
Trade and other receivables	36.81	(19.27)	(16.04)
Inventories and productions in progress	(4.67)	(0.35)	2.20
VAT receivable	0.28	0.61	(1.34)
Other current assets	0.68	(0.03)	(1.86)
Restricted cash	0.86	(0.20)	(0.93)
Other non-current assets	0.36	(0.89)	(0.43)
Trade and other payables	(41.36)	5.90	(6.77)
Other current liabilities	(0.65)	1.46	4.20
Non-current liabilities	(0.23)	-	-
Employee benefit obligations	1.57	0.69	3.33
Cash flows from operating activities	107.98	132.21	84.79
Interest received	1.07	0.43	0.99
Interest paid	(0.67)	(0.34)	(2.31)
Withholding tax refunded	10.72	9.29	1.48
Corporate income tax paid	(17.56)	(23.12)	(17.07)
Net cash generated from (used in) operating activities	101.54	118.47	67.87

Statements of Cash Flows	Audited Statement		
	2012 (newly adjusted)	2013	2014
	Million Baht	Million Baht	Million Baht
Cash flows from investing activities			
Cash payment for short-term investments	-	(700.38)	(99.10)
Cash received from short-term investments	31.52	-	726.20
Cash payment for investment in joint venture	-	-	(12.50)
Cash received from non-controlling interest	-	-	1.30
Proceeds from dissolution payment to non-controlling interest	-	-	(0.93)
Cash payment for purchases of assets for rent	(51.29)	(131.24)	(89.45)
Cash payment for purchases of equipment	(4.73)	(13.32)	(497.27)
Proceeds from disposal of assets for rent	3.03	0.52	1.35
Proceeds from disposal of equipment	1.77	1.33	0.49
Cash payment for purchases of intangible assets	(0.94)	(0.07)	(0.15)
Interest received from short-term investments	0.96	1.47	1.18
Net cash generated from (used in) investing activities	(19.68)	(841.69)	31.13

Statements of Cash Flows	Audited Statement		
	2012 (newly adjusted)	2013	2014
	Million Baht	Million Baht	Million Baht
Cash flows from financing activities			
Bank overdrafts	(0.36)	4.52	(4.52)
Cash received from short-term borrowing from financial institution	-	-	32.00
Repayments to short-term borrowing from financial institution	-	-	(32.00)
Cash received from long-term borrowing from financial institution	-	-	90.00
Repayments to long-term borrowing from financial institution	(5.00)	(5.00)	(6.11)
Repayments to liability under finance lease	(0.48)	(1.74)	(0.47)
Cash received from issuance of ordinary shares	-	708.62	80.66
Dividends payments	(10.37)	(15.55)	(47.15)
Net cash generated from financing activities	(16.21)	690.84	112.41
Net increase (decrease) in cash and cash equivalents	65.65	(32.38)	211.42
Opening balance of cash and cash equivalents	72.08	137.73	105.35
Closing balance of cash and cash equivalents	137.73	105.35	316.77

Financial Ratios	Unit	Audited Statement		
		2012	2013	2014
Liquidity Ratios				
Liquidity ratio	Time	3.57	12.42	6.46
Quick ratio	Time	3.30	12.25	6.26
Cash flow liquidity ratio	Time	1.04	1.44	0.78
Account receivables turnover	Time	3.82	4.47	4.18
Average receivables day	Day	94.27	80.55	86.08
Inventory turnover	Time	53.41	44.46	52.76
Average day sale	Day	6.74	8.10	6.82
Account payables turnover	Time	4.79	6.78	7.82
Credit term	Day	75.22	53.10	46.01
Cash Cycle	Day	25.79	35.55	46.89
Profitability Ratios				
Gross profit margin	%	39.15	37.87	34.66
Operating profit margin	%	10.90	12.32	4.39
Other profit margin	%	1.99	2.53	1.76
Cash to earning capability ratio	%	154.01	142.96	225.79
Net profit margin	%	9.47	11.37	4.17
Return on equity	%	12.78	9.06	2.29

Financial Ratios	Unit	Audited Statement		
		2012	2013	2014
Efficiency Ratios				
Return on assets	%	10.20	8.12	2.06
Return on fixed assets ^{/1}	%	76.25	100.58	12.91
Assets turnover ratio	Time	1.08	0.71	0.49
Financial Policy Ratios				
Debt to equity ratio	Time	0.21	0.08	0.14
Interest coverage ratio ^{/2}	Time	158.14	377.94	28.40
Leverage ratio	Time	1.41	0.73	0.11
Dividend payout ratio	%	26.61	60.06	N/A

Notes ^{/1} Return on fixed assets excluding leased assets

^{/2} Interest coverage ratio calculated from operating cash flows / interest expenses

Analysis of Financial Status

and Results of Operations

The overall operating performance in the past year

The overall business operation in 2014 included the TV program production business, the TV commercial business, the equipment rental service business, the printing business and the event organizing business. In addition, in the third quarter the Company launched a post production business, which included integrated post-production services. The new business is expected to generate revenue in 2015. Also, the Company co-invested in film production and distribution business. For the fiscal year 2014, the Company booked total revenue of Baht 703.55 million, increasing by Baht 12.78 million or 1.85 percent on a year-on-year basis versus the total revenue of Baht 690.77 million in 2013. The Company also posted a net profit of Baht 29.47 million, decreasing by 62.10 percent.

Results of operations

Revenue Structure by Business

The Company's core revenue structure consisted of revenue from TV production, revenue from the TV commercial production, revenue from the equipment rental services, revenue from the printing business, revenue from the event organizing business and revenue from sale of products. In addition, there was some other revenue. The details of revenue structure are shown in the following table.

Revenue by business						
	2012		2013		2014	
	Million Baht	%	Million Baht	%	Million Baht	%
1. Revenue from TV program production	186.79	30.28	181.90	26.33	153.61	21.83
2. Revenue from TV commercial production	44.15	7.16	44.53	6.45	44.37	6.31
3. Revenue from equipment rental services	257.43	41.73	348.38	50.43	387.99	55.15
4. Revenue from printing business	65.17	10.57	52.20	7.56	40.63	5.78
5. Revenue from event organizing	28.43	4.61	37.84	5.48	49.91	7.09
6. Revenue from sale of products	22.58	3.66	7.55	1.09	7.45	1.06
Core revenue	604.56	98.01	672.39	97.34	683.96	97.22
Other revenue	12.26	1.99	18.38	2.66	19.59	2.78
Total revenue	616.82	100.00	690.77	100.00	703.55	100.00

TV Program Production

In 2014, the Company and its subsidiaries booked revenue from its TV program production business amounting to Baht 153.61 million, decreasing by Baht 28.29 million or 15.55 percent on a year-on-year basis versus the revenue of Baht 181.90 million reported for 2013. The revenue decreased on the back of: i) a drop in revenue from sale of advertising time slots on the back of lower advertising rate per minute (note: the advertising spending through TV channels in the entire industry decreased from Baht 69,249 million reported in 2013 to Baht 63,776 million in 2014, decreasing by Baht 5,473 million or 7.90 percent); ii) the production of TV program called "Ta lob Lang Talad" for which the Company was hired to produce, was ended in September 2014.

TV commercial production

In 2014, the Company acted as an agent for production services. The Company and its subsidiaries reported a total revenue from TV commercial production business amounting to Baht 44.37 million, decreasing by Baht 0.16 million or 0.36 percent on a year-on-year basis versus the revenue of Baht 44.53 million booked in 2013.

Equipment rental services

The revenue earned by the equipment rental service business continued to grow in 2014. The Company and its subsidiaries booked Baht 387.99 million in revenue from the equipment rental services, rising by Baht 39.61 million or 11.37 percent versus Baht 348.38 million. The increase was made possible by the wide service coverage that served all groups of customers, both in the upper and mid-to-low markets. The customers in the upper market included customers who needed high quality equipment and HD equipment used for production of films, commercials, documentaries, music videos. This segment was operated under the brand “Gear Head”. Meanwhile, the customers in the mid-to-low market included customers producing dramas and TV programs; this segment was run under the brand “Handy Gear”.

Printing business

The printing business generated the revenue totaling Baht 40.63 million, decreasing by Baht 11.57 million or 22.16 percent on a year-on-year basis versus the revenue of Baht 52.20 million booked in 2013. The decrease was caused by the drops in production and distributions of magazines and pocket books in line with the lowering of the overall advertising spending in the industry. The overall advertising spending through magazines dropped from Baht 5,674 million in 2013 to Baht 4,721 million, decreasing by Baht 953 million or 16.80 percent year-on-year. Meanwhile, the advertising spending through the newspapers also decreased, down from Baht 15,256 million in 2013 to Baht 13,166 million in 2014, decreasing by Baht 2,090 million or 13.70 percent; this was a result of the fact that readers tended to opt for online media, which is convenient, fast and free.

Event organizing business

The revenue from the event organizing business in 2014 amounted to Baht 49.91 million, increasing by Baht 12.07 million or 31.90 percent year-on-year, compared to the revenue of Baht 37.84 million. The revenue came mostly from organizing marketing events, public relation activities and event management for state and private sectors, e.g., Honda LPGA 2015, CBU The Private Party 2014, 23th Pataya Marathon in 2014, and etc.

Other revenue

In 2014, the Company and its subsidiaries reported other revenue at Baht 19.59 million, rising by Baht 1.21 million or 6.59 percent from Baht 18.38 million booked in 2013. Other revenue included the gain from the change in fair value of trading securities amounting to Baht 14.39 million and the interest income of Baht 2.26 million.

Cost of sales and services

In 2014, the Company and subsidiaries' cost of sales and services increased by Baht 29.14 million or 6.98 percent year-on-year to Baht 446.89 million, versus Baht 417.75 million reported for 2013. Thus, the gross profit amounted to Baht 237.09 million, representing a gross profit margin of 34.66 percent, narrower than the gross profit margin of 37.87 percent in 2013. The narrower gross profit margin can be blamed on the narrowing of gross profit margins earned by the TV commercial production business, TV program production business and the printing business whose profit margin was down in line with the smaller sales amid the weak environment of the industry.



Gross Profit Margins (GPM)

Financial ratios			
	2012	2013	2014
- GPM earned by TV program production	52.28	52.44	42.97
- GPM earned by TV commercial production	35.32	32.96	27.76
- GPM earned by equipment rental services	37.67	35.67	35.70
- GPM earned by printing business	33.64	35.14	26.07
- GPM earned by event organizing	3.91	7.01	14.27
- GPM earned by sale of products	21.07	31.54	35.75

Overall costs of sales and gross profit margin

Cost structure and gross profit margin	2012		2013		2014	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenue from core businesses	604.56	100.00	672.39	100.00	683.96	100.00
Cost of sales and services	367.89	60.85	417.75	62.13	446.88	65.34
Gross Profit Margin	236.66	39.15	254.64	37.87	237.09	34.66

Selling General and Administration Expenses (SG&A)

SG&A Structure	2012		2013		2014	
	Million Baht	%	Million Baht	%	Million Baht	%
Selling expenses	24.27	14.22	25.73	14.90	25.03	12.06
Administration Expenses	146.46	85.78	146.04	84.57	181.99	87.74
Other expenses	-	-	0.92	0.53	0.41	0.20
Total SG&A	170.74	100.00	172.69	100.00	207.43	100.00
Percentage out of the total revenue		27.68		25.00		29.48

In 2014, the Company and subsidiaries booked selling expenses amounting to Baht 25.03 million, decreasing by Baht 0.71 million or 2.75 percent year-on-year. Over the same period, the Company and subsidiaries saw administration expenses amounting to Baht 181.99 million, increasing by Baht 35.96 million or 24.62 percent on a year-on-year basis. The increase was due to: i) the increase in personnel expense following the business restructuring to support business expansion plans; ii) the establishment of provident fund in 2014 and iii) provision for bad debts. Meanwhile, the Company booked Baht 0.41 million in other expenses, down by Baht 0.51 million or 55.60 percent. All-in-all, the total expenses in 2013 and 2014 accounted for 25.00 percent and 29.48 percent of the total revenue, respectively.

Loss contribution from a joint venture

In 2014, one subsidiary co-invested in Transformation Co., Ltd. to produce and distribute films. In 2014, the Company booked a loss profit contribution from the joint venture amounting to Baht 6.78 million.

Net profit

In 2014, the shareholders' net profit amounted to Baht 29.47 million, down by Baht 48.27 million or 62.10 percent on a year-on-year basis versus the net profit of Baht 77.74 million.

Analysis of financial position of the Company and its subsidiaries as of 31 December 2014

Assets

As of 31 December 2014, the Company's total assets increased by Baht 143.82 million to Baht 1,496.72 million, equivalent to an increase of 10.63 percent on a year-on-year basis, compared to the total assets of Baht 1,352.90 million in 2013. The increase was made possible by:

- The current assets decreased Baht 388.24 million or 39.12 percent because the cash and cash equivalent and short-term investment decreased by Baht 401.30 million due to the cash flows used for investment in land. In addition, the trade receivables and other receivables- net increased by Baht 7.78 million or increasing by 4.87 percent from the undue receivables in 2014. In 2014, the average collection period was 86.08 days versus 80.55 days in 2013. The Company assessed the quality of individual receivables in order to adjust the values of receivables to reflect the actual value. As for the criteria for setting aside allowance for doubtful debts, as of 31 December 2014, the Company set aside Baht 13.21 million in allowance for doubtful debts versus Baht 5.64 million set aside in 2013. However, the Company continued to pursue debt collection from these receivables to ensure that they would repay debts.
- The non-current assets increased by Baht 532.07 million or 147.65 percent because the land, premises and equipment increased by Baht 484.61 million or 522.92 percent. The increase was on the back of the purchase of land for the integrated movie town project, the investment of Baht 5.71 million in Transformation Film Co., Ltd. In addition, the assets for lease-net rose by Baht 40.21 million, or increasing by 16.05 percent.

Liabilities

As of 31 December 2014, the total liabilities increased by Baht 80.59 million to Baht 181.26 million, up 80.05 percent year-on-year from Baht 100.67 million in 2013 because the loans from financial institutions rose to Baht 84.29 million (including long-term loans due in one year). The loans were taken out to purchase filming equipment.

• Interest bearing debts

Details	2012		2013		2014	
	Million Baht	%	Million Baht	%	Million Baht	%
Liabilities:						
- Overdrafts	-	-	4.52	58.47	-	-
- Long-term loans from financial institutions due in one year	5.40	84.82	0.40	5.14	84.29	97.30
- Liabilities under financial lease contracts due in one year	0.97	15.18	2.81	36.39	2.34	2.70
Total liabilities	6.37	100.00	7.73	100.00	86.63	100.00

Shareholders' equity

As of 31 December 2014, the shareholders' equity totaled Baht 1,315.46 million, up by Baht 63.24 million or 5.05 percent on a year-on-year basis. The increase was due to the fact that: i) during 2014 the MATCH-W2 holders exercised the right to buy common shares at 57,657,032 units at the ratio of 1 unit: 1.082 common shares, at the exercise price at Baht 1.293, translating into proceeds of Baht 80.66 million; the transaction resulted in fully paid-up capital of 531,629,851 shares; ii) the Company paid dividends for 2013 performance for the total amount of Baht 47.16 million; iii) the 2014 operating profits saw net profit of Baht 29.36 million, with a book value per share of Baht 2.47 as of the end of 2014.

Liquidity and capital adequacy

As of 31 December 2014, the Company and its subsidiaries saw net cash increase to Baht 211.42 million, with the beginning net cash at Baht 105.35 million and the ending net cash at Baht 316.77 million. The details are as follows:

Items			
	2012	2013	2014
Net cash received (used) from operating activities	101.54	118.47	67.87
Net cash received (used) from investing activities	(19.68)	(841.69)	31.14
Net cash received (used) from financing activities	(16.21)	690.84	112.41
Increase (decrease) in cash and cash equivalent - net	65.65	(32.38)	211.42
Beginning cash and cash equivalent	72.08	137.73	105.35
Ending cash and cash equivalent	137.73	105.35	316.77

The net cash from operating activities amounted to Baht 67.87 million; this came from the pre-tax gain amounting to Baht 40.06 million, adjusted by non-cash items. The major items that caused the cash flow to increase were the depreciation and amortization expenses of Baht 61.47 million, the reversal of bad debts and doubtful debts at Baht 8.26 million, a loss contribution from the joint venture at Baht 6.79 million. Meanwhile, the major items causing a decrease in cash flow included the gain from asset revaluation amounting to Baht 14.39 million, the change in working capital that caused the cash flow to fall by Baht 17.64 million and the cash flow used for payment of corporate income tax amounting to Baht 17.07 million.

The net cash for investing activities stood at Baht 31.14 million, including the cash from redemption of investment in mutual funds amounting to Baht 726.20 million (cost = Baht 700 million, investment gain = Baht 26.20 million), the cash paid for investment in the integrated movie town project valued at Baht 460.73 million and other assets worth Baht 36.45 million, the cash used for purchase of assets for rental services amounting to Baht 89.45 million, the cash used for investment in the joint venture amounting to Baht 12.50 million and the cash of Baht 99.10 million put in fixed deposit accounts.

The net cash received from the financing activities amounted to Baht 112.41 million. The cash came from the proceeds of Baht 80.66 million from the capital increase program and the long-term borrowing of Baht 90.00 million from financial institutions. The cash of Baht 47.15 million was for dividend payment and Baht 6.11 million was for repayment of long-term loans to financial institutions.

Liquidity Ratio

Items	Unit			
		2012	2013	2014
Liquidity ratio	Time	3.57	12.42	6.46
Quick ratio	Time	3.30	12.25	6.26

During 2012 to 2014, the Company and subsidiaries' liquidity remained strong, reflecting that the internal working capital was adequate for the Company and subsidiaries' operation and that the current assets were sufficient for repayment of current liabilities. In 2014, the liquidity ratio and the quick ratio stood at 6.46 times and 6.26 times, respectively, down from 12.42 times and 12.25 times, respectively, in 2013; this was because the Company began to invest in the integrated movie town project, which is expected to bear fruit in 2016.

Debt repayment ability

Items	Unit			
		2012	2013	2014
Operating cash flow	Million Baht	101.54	118.47	67.87
Interest bearing debts	Million Baht	6.37	7.73	86.63
Financial cost (interest)	Million Baht	0.64	0.31	2.39
CFO/Debt	Time	15.95	15.33	0.78
CFO/I	Time	158.14	377.94	28.40

In 2014, the Company and its subsidiaries' cash flow to debt (CFO/ Debt) ratio at 0.78 times and the CFO/I ratio stood at 28.40 times because of larger long-term borrowing from financial institutions. The borrowing was aimed at investment in performing assets.

Sources of funds

The major sources of funds included registered capital, and retained earnings. As of 31 December 2014, the Company's paid-up capital amounted to Baht 531.63 million and the premium on shares was valued at Baht 658.32 million. The retained earnings stood at Baht 124.32 million. In regard to liabilities, the Company's interest bearing debts amounted to Baht 86.63 million, up by Baht 78.90 million. However, the interest bearing debt to equity ratio was at 0.07 times and the debt to equity ratio was at 0.14 times; it should be noted that both ratios remained rather low.

Appropriateness of capital structure

Items	Unit			
		2012	2013	2014
Total liabilities	Million Baht	100.20	100.67	181.26
Interest bearing debts	Million Baht	6.37	7.73	86.63
Shareholders' equity	Million Baht	482.08	1,252.22	1,315.46
Interest bearing debt to equity ratio	time	0.01	0.01	0.07
Debt to Equity Ratio	time	0.21	0.08	0.14

Off Balance Sheet Obligations

As of 31 December 2014 the Company and its subsidiaries had the off-balance sheet obligations linked to the long-term leases for land and premises (1-30 year- term) and the guarantee for the lease contracts for broadcast of TV programs, such as Plod Nee and Kob Dek Sarng Ban, and the guarantee to take responsible for possible damages arising for TV commercial production and power usage of the Company and a subsidiary.

Off balance sheet obligations						
	2012		2013		2014	
	Million Baht	%	Million Baht	%	Million Baht	%
Long-term lease contract						
- Not later than one year	8.82	22.77	8.95	24.64	7.11	21.92
- Later than 1 years but not later than 5 years	11.30	29.17	10.17	28.00	9.05	27.88
- Later than 5 years	15.94	41.14	14.20	39.10	12.47	38.45
Total obligation	36.06	93.08	33.33	91.74	28.63	88.26
Guarantee obligations	2.68	6.92	3.00	8.26	3.81	11.74
Off balance sheet obligations	38.74	100.00	36.33	100.00	31.43	100.00

Factors impacting the Company's future performance

- Future projects

The Company and subsidiaries' integrated movie town project is underway. The project includes studios for outdoor, indoor and submarine filming. The land purchase transaction has been completed, with further steps awaiting. Upon its completion, the project is expected to bear fruit in 2016, enhancing the Company's potential to boost its market share in studio rental business as well as equipment rental service markets.

Auditor's Report

To the Shareholders of Matching Maximize Solution Public Company Limited

I have audited the accompanying consolidated and company financial statements of Matching Maximize Solution Public Company Limited and its subsidiaries and of Matching Maximize Solution Public Company Limited, which comprise the consolidated and company statements of financial position as at 31 December 2014, and the related consolidated and company statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and a summary of significant accounting policies and other notes.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with Thai Standards on Auditing. Those standards require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion.

Opinion

In my opinion, the consolidated and company financial statements referred to above present fairly, in all material respects, the consolidated and company financial position of Matching Maximize Solution Public Company Limited and its subsidiaries and of Matching Maximize Solution Public Company Limited as at 31 December 2014, and the consolidated and company results of operations and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.



Kajornkiet Aroonpirodkul

Certified Public Accountant (Thailand) No. 3445

PricewaterhouseCoopers ABAS Ltd.

Bangkok

20 February 2015

Matching Maximize Solution Public Company Limited

Statements of Financial Position

As at 31 December 2014

		Consolidated		Company	
		31 December 2014	31 December 2013	31 December 2014	31 December 2013
	Notes	Baht	Baht	Baht	Baht
Assets					
Current assets					
Cash and cash equivalents	7	316,768,588	105,352,231	110,060,954	27,803,094
Short-term investments	8	100,501,256	713,218,845	100,456,214	712,194,093
Restricted cash - current portion	9	1,134,800	200,000	1,134,800	-
Trade and other receivables, net	10	167,440,500	159,658,956	43,235,752	52,103,418
Short-term loans to subsidiaries, net	32.6	-	-	168,020,064	144,574,011
Inventories	11	7,369,105	9,571,859	3,058,761	3,165,009
VAT receivable		1,544,831	202,094	-	-
Withholding tax deducted at sources, net		6,308,729	2,963,517	4,548,209	1,674,102
Other current assets		3,223,286	1,367,386	130,551	89,019
Total current assets		604,291,095	992,534,888	430,645,305	941,602,746
Non-current assets					
Investments in subsidiaries, net	12	-	-	782,559,063	186,959,063
Investment in joint venture, net	13	5,712,783	-	-	-
Restricted cash - non current portion	9	2,598,471	2,598,471	2,502,471	2,502,471
Investment properties	14	10,249,564	10,249,564	-	-
Property, plant, and equipment, net	15	577,279,306	92,673,640	71,952,912	78,419,685
Assets for rent, net	16	290,808,195	250,599,295	-	-
Intangible assets, net	17	798,940	1,306,118	230,148	148,666
Deferred tax assets	18	1,828,436	213,113	1,610,939	-
Other non-current assets		3,154,569	2,720,278	531,520	1,451,784
Total non-current assets		892,430,264	360,360,479	859,387,053	269,481,669
Total assets		1,496,721,359	1,352,895,367	1,290,032,358	1,211,084,415

The accompanying notes on pages 100 to 151 are an integral part of these consolidated and company financial statements.

Matching Maximize Solution Public Company Limited

Statements of Financial Position (Cont'd)

As at 31 December 2014

		Consolidated		Company	
		31 December 2014	31 December 2013	31 December 2014	31 December 2013
	Notes	Baht	Baht	Baht	Baht
Liabilities and shareholders' equity					
Current liabilities					
Bank overdrafts		-	4,518,806	-	-
Trade and other payables	19	54,119,424	60,116,740	13,209,725	15,279,933
Current portion of long-term borrowing from financial institution	20 (b)	18,120,000	397,000	-	-
Current portion of liability under finance lease	20 (c)	518,553	472,242	518,553	472,242
Accrued income tax		3,105,534	857,579	-	-
Other current liabilities		17,722,658	13,520,262	4,843,379	4,803,546
Total current liabilities		93,586,169	79,882,629	18,571,657	20,555,721
Non-current liabilities					
Long-term borrowing from financial institution	20 (b)	66,170,000	-	-	-
Liability under finance lease	20 (c)	1,821,507	2,340,060	1,821,507	2,340,060
Deferred tax liabilities	18	832,341	2,931,621	-	1,147,520
Employee benefit obligations	21	18,850,325	15,519,802	5,636,350	3,528,677
Total non-current liabilities		87,674,173	20,791,483	7,457,857	7,016,257
Total liabilities		181,260,342	100,674,112	26,029,514	27,571,978

The accompanying notes on pages 100 to 151 are an integral part of these consolidated and company financial statements.

Matching Maximize Solution Public Company Limited

Statements of Financial Position (Cont'd)

As at 31 December 2014

		Consolidated		Company	
		31 December 2014	31 December 2013	31 December 2014	31 December 2013
	Notes	Baht	Baht	Baht	Baht
Liabilities and shareholders' equity (Cont'd)					
Shareholders' equity					
Share capital					
Authorised share capital					
Ordinary shares, 535 million shares					
at par value of Baht 1 each	22	535,000,000	535,000,000	535,000,000	535,000,000
Issued and fully paid-up share capital					
Ordinary shares, 531.63 million shares					
paid-up of Baht 1 each					
(31 December 2013: 469.24 million shares					
paid-up of Baht 1 each)	22	531,629,851	469,244,974	531,629,851	469,244,974
Share premium	22	658,317,844	640,039,105	658,317,844	640,039,105
Retained earnings					
Appropriated - legal reserve	23	8,309,781	5,012,705	8,309,781	5,012,705
Unappropriated		116,007,783	136,990,502	65,745,368	69,215,653
Equity attributable to owners of the parent		1,314,265,259	1,251,287,286	1,264,002,844	1,183,512,437
Non-controlling interests		1,195,758	933,969	-	-
Total shareholders' equity		1,315,461,017	1,252,221,255	1,264,002,844	1,183,512,437
Total liabilities and shareholders' equity		1,496,721,359	1,352,895,367	1,290,032,358	1,211,084,415

The accompanying notes on pages 100 to 151 are an integral part of these consolidated and company financial statements.

Matching Maximize Solution Public Company Limited

Statements of Comprehensive Income

For the year ended 31 December 2014

		Consolidated		Company	
		2014	2013	2014	2013
	Notes	Baht	Baht	Baht	Baht
Revenue					
Services income		635,885,724	612,646,487	156,058,049	187,403,403
Sales		48,078,685	59,745,768	-	-
Total revenue		683,964,409	672,392,255	156,058,049	187,403,403
Cost of sales and services					
Cost of providing services		(410,271,093)	(377,898,285)	(86,057,248)	(95,906,092)
Cost of sales		(36,614,714)	(39,849,932)	-	-
Total cost of sales and services		(446,885,807)	(417,748,217)	(86,057,248)	(95,906,092)
Gross profit		237,078,602	254,644,038	70,000,801	91,497,311
Other income	25	19,586,071	18,375,265	84,693,773	62,182,741
Selling expenses		(25,026,154)	(25,733,667)	(4,722,891)	(5,974,734)
Administrative expenses		(181,994,569)	(146,038,629)	(99,627,780)	(74,430,398)
Other expenses	27	(408,831)	(920,713)	(5,492,914)	-
Finance costs		(2,389,559)	(313,471)	(631,928)	(61,570)
Share of loss on investment in joint ventures	13	(6,787,317)	-	-	-
Profit before income tax		40,058,243	100,012,823	44,219,061	73,213,350
Income tax	28	(10,696,454)	(21,488,974)	2,758,459	(7,271,836)
Net profit for the year		29,361,789	78,523,849	46,977,520	65,941,514
Other comprehensive income (loss):					
Actuarial gains (losses)					
on defined employee benefit plans, net of tax		-	(1,456,713)	-	(116,823)
Total comprehensive income for the year		29,361,789	77,067,136	46,977,520	65,824,691
Net profit attributable to:					
Owners of the parent		29,466,031	77,739,052	46,977,520	65,941,514
Non-controlling interest in subsidiaries		(104,242)	784,797	-	-
		29,361,789	78,523,849	46,977,520	65,941,514
Total comprehensive income attributable to:					
Owners of the parent		29,466,031	76,282,339	46,977,520	65,824,691
Non-controlling interest in subsidiaries		(104,242)	784,797	-	-
		29,361,789	77,067,136	46,977,520	65,824,691
		Baht	Baht	Baht	Baht
Earnings per share	29				
Basic earnings per share		0.06	0.20	0.09	0.17
Diluted earnings per share		0.06	0.18	0.09	0.16

The accompanying notes on pages 100 to 151 are an integral part of these consolidated and company financial statements.

Matching Maximize Solution Public Company Limited

Statements of Changes in Shareholders' Equity

For the year ended 31 December 2014

Consolidated										
	Notes	Attributable to owners of the parent								
		Issued and paid-up share capital	Share premium	Retained earnings				Total owners of the parent	Non-controlling interests	Total
				Appropriated - legal reserve	Unappropriated	Baht	Baht			
		Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht
Balance as at 1 January 2013		259,143,807	141,516,103	4,339,324	76,931,261	481,930,495	149,172	482,079,667		
Changes in equity for year 2013										
Shares issuance	22	210,000,000	498,493,360	-	-	708,493,360	-	708,493,360	-	708,493,360
Warrant exercised	24	101,167	29,642	-	-	130,809	-	130,809	-	130,809
Legal reserve	23	-	-	673,381	(673,381)	-	-	-	-	-
Dividends	30	-	-	-	(15,549,717)	(15,549,717)	-	(15,549,717)	-	(15,549,717)
Total comprehensive income for the year		-	-	-	76,282,339	76,282,339	784,797	77,067,136		
Closing balance as at 31 December 2013		469,244,974	640,039,105	5,012,705	136,990,502	1,251,287,286	933,969	1,252,221,255		
Changes in equity for year 2014										
Warrant exercised	24	62,384,877	18,278,739	-	-	80,663,616	-	80,663,616	-	-
Legal reserve	23	-	-	3,297,076	(3,297,076)	-	-	-	-	-
Dissolution of subsidiaries	12	-	-	-	-	-	(933,969)	(933,969)		
Investment by non-controlling interests in a new subsidiary	12	-	-	-	-	-	1,300,000	1,300,000		
Dividends	30	-	-	-	(47,151,674)	(47,151,674)	-	(47,151,674)	-	(47,151,674)
Total comprehensive income (loss) for the year		-	-	-	29,466,031	29,466,031	(104,242)	29,361,789		
Closing balance as at 31 December 2014		531,629,851	658,317,844	8,309,781	116,007,783	1,314,265,259	1,195,758	1,315,461,017		

The accompanying notes on pages 100 to 151 are an integral part of these consolidated and company financial statements.

Matching Maximize Solution Public Company Limited Statements of Changes in Shareholders' Equity (Cont'd)

For the year ended 31 December 2014

Company									
	Notes	Issued and paid-up share capital	Share premium	Retained earnings			Total		
				Appropriated - legal reserve	Unappropriated				
		Baht	Baht	Baht	Baht	Baht			
Balance as at 1 January 2013		259,143,807	141,516,103	4,339,324	19,612,971				424,612,205
Changes in equity for the year 2013									
Shares issuance	22	210,000,000	498,493,360	-	-				708,493,360
Warrant exercised	24	101,167	29,642	-	-				130,809
Legal reserve	23			673,381	(673,381)				-
Dividends	30	-	-	-	(15,548,628)				(15,548,628)
Total comprehensive income for the year		-	-	-	65,824,691				65,824,691
Closing balance as at 31 December 2013									
		469,244,974	640,039,105	5,012,705	69,215,653				1,183,512,437
Changes in equity for the year 2014									
Warrant exercised	24	62,384,877	18,278,739	-	-				80,663,616
Legal reserve	23	-	-	3,297,076	(3,297,076)				-
Dividends	30	-	-	-	(47,150,729)				(47,150,729)
Total comprehensive income for the year		-	-	-	46,977,520				46,977,520
Closing balance as at 31 December 2014									
		531,629,851	658,317,844	8,309,781	65,745,368				1,264,002,844

The accompanying notes on pages 100 to 151 are an integral part of these consolidated and company financial statements.

Matching Maximize Solution Public Company Limited

Statements of Cash Flows

For the year ended 31 December 2014

		Consolidated		Company	
		2014	2013	2014	2013
	Notes	Baht	Baht	Baht	Baht
Cash flows from operating activities					
Profit before income tax expense		40,058,243	100,012,823	44,219,061	73,213,350
Adjustments for:					
Bad debt expenses and doubtful accounts (reversal)		8,264,691	2,126,201	(170,688)	161,117
Depreciation and amortisation charge	26	61,470,855	55,368,160	10,296,815	8,880,783
Provision of goods returns (reversal)	10	88,587	(1,271,050)	-	-
Allowance for impairment of investment		-	-	26,901,776	-
Reversal of allowance for impairment of investment		(87,909)	-	-	-
Loss from write-off of withholding tax		139,946	1,694,094	10,136	585,234
Provision for withholding tax deducted at sources (reversal)		(52,459)	(864,088)	-	250,000
Reversal of allowance for doubtful accounts		-	-	(21,408,862)	-
Gain from change in fair value of trading securities	25	(14,391,499)	(11,813,403)	(14,391,499)	(11,813,403)
Share of loss of investments in joint venture		6,787,317	-	-	-
Dividends income	25	-	-	(56,136,046)	(38,098,911)
Gain from disposal of equipment		(387,209)	(279,547)	(34,292)	(269,527)
Gain from disposal of assets for rent		(159,806)	(323,641)	-	-
Loss from write-off of equipment		4,989	24,717	-	-
Loss from write-off of assets for rent		563,649	1,229,657	-	-
Interest income		(2,263,665)	(1,928,451)	(12,552,330)	(9,667,794)
Finance costs		2,389,559	313,471	631,928	61,570
		102,425,289	144,288,943	(22,634,001)	23,302,419
Change in operating assets and liabilities:					
- Trade and other receivables	10	(16,038,879)	(19,265,684)	9,108,806	1,604,584
- Inventories and productions in progress	11	2,202,754	(351,477)	106,248	686,319
- VAT receivable		(1,342,737)	607,875	-	-
- Other current assets		(1,855,900)	(29,192)	(41,532)	115,394
- Restricted cash	9	(934,800)	(200,000)	(1,134,800)	-
- Other non-current assets		(434,291)	(893,510)	920,264	(900,560)
- Trade and other payables	19	(6,765,919)	5,905,481	(1,850,994)	921,894
- Other current liabilities		4,202,396	1,459,250	39,833	51,319
- Employee benefit obligations		3,330,523	686,794	2,107,673	614,710
Cash flows from operating activities		84,788,436	132,208,480	(13,378,503)	26,396,079
Interest received		989,488	432,178	656,023	221,544
Interest paid		(2,313,639)	(339,419)	(631,928)	(61,570)
Withholding tax refunded		1,477,450	9,295,077	1,040,461	2,288,870
Corporate income tax paid		(17,073,250)	(23,123,289)	(3,924,705)	(5,678,403)
Net cash generated from (used in) operating activities		67,868,485	118,473,027	(16,238,652)	23,166,520

The accompanying notes on pages 100 to 151 are an integral part of these consolidated and company financial statements.

Matching Maximize Solution Public Company Limited

Statements of Cash Flows (Cont'd)

For the year ended 31 December 2014

		Consolidated		Company	
		2014	2013	2014	2013
	Notes	Baht	Baht	Baht	Baht
Cash flows from investing activities					
Cash payment for short-term investments		(99,095,814)	(700,380,690)	(100,075,524)	(700,380,690)
Cash received from short-term investments		726,204,902	-	726,204,902	-
Cash payment for short-term loans to subsidiaries	32.6	-	-	(93,246,000)	(129,950,000)
Cash received from short-term loans to subsidiaries	32.6	-	-	90,970,000	38,300,000
Cash payment for investment in subsidiaries	12	-	-	(623,200,000)	-
Cash payment for investment in joint venture	13	(12,500,100)	-	-	-
Proceeds from dissolution of a subsidiary	12	-	-	698,224	-
Cash received from non-controlling interest		1,300,000	-	-	-
Proceeds from dissolution payment to non-controlling interest	12	(933,969)	-	-	-
Cash payment for purchases of assets for rent		(89,446,154)	(131,237,405)	-	-
Cash payment for purchases of equipment		(497,265,801)	(13,320,627)	(16,128,945)	(10,192,520)
Proceeds from disposal of assets for rent		1,353,796	515,630	-	-
Proceeds from disposal of equipment		490,685	1,325,966	12,184,299	1,313,256
Cash payment for purchases of intangible assets	17	(151,800)	(66,600)	(151,800)	-
Interest received from short-term investments		1,178,233	1,471,457	231,538	212,571
Interest received from short-term loans to subsidiaries		-	-	11,833,127	9,473,679
Dividends received from subsidiaries		-	-	56,136,046	38,098,911
Net cash generated from (used in) investing activities		31,133,978	(841,692,269)	65,455,867	(753,124,793)
Cash flows from financing activities					
Bank overdrafts		(4,518,806)	4,518,806	-	-
Cash received from short-term borrowing from subsidiary	32.7	-	-	4,200,000	-
Cash received from short-term borrowing from financial institution	20 (a)	32,000,000	-	32,000,000	-
Repayments to short-term borrowing from subsidiaries	32.7	-	-	(4,200,000)	-
Repayments to short-term borrowing from financial institution	20 (a)	(32,000,000)	-	(32,000,000)	-
Cash received from long-term borrowing from financial institution	20 (b)	90,000,000	-	-	-
Repayments to long-term borrowing from financial institution	20 (b)	(6,107,000)	(5,004,000)	-	-
Repayments to liability under finance lease	20	(472,242)	(1,744,298)	(472,242)	(1,744,298)
Cash received from issuance of ordinary shares	22	80,663,616	708,624,169	80,663,616	708,624,169
Dividends payments	30	(47,151,674)	(15,549,717)	(47,150,729)	(15,548,628)
Net cash generated from financing activities		112,413,894	690,844,960	33,040,645	691,331,243
Net increase (decrease) in cash and cash equivalents		211,416,357	(32,374,282)	82,257,860	(38,627,030)
Opening balance of cash and cash equivalents		105,352,231	137,726,513	27,803,094	66,430,124
Closing balance of cash and cash equivalents		316,768,588	105,352,231	110,060,954	27,803,094
Non-cash transactions					
Outstanding payable arising from purchases of equipment		1,067,113	486,818	103,635	322,849
Outstanding payable arising from purchases of assets for rent		5,535,761	5,423,373	-	-

The accompanying notes on pages 100 to 151 are an integral part of these consolidated and company financial statements.

Matching Maximize Solution Public Company Limited

Notes to the Consolidated and Company Financial Statements

For the year ended 31 December 2014

1 General information

Matching Maximize Solution Public Company Limited, (the “Company”) is a public limited company which is incorporated and domiciled in Thailand. The address of the Company’s registered office is as follows:

Head office: located 305/10 Soi Sukhothai 6, Sukhothai Road, Dusit, Bangkok.

The Company is listed on the Stock Exchange of Thailand. For reporting purposes, the Company and its subsidiaries are referred to as “the Group”.

The Group is principally engaged in the business of television programs, advertisement films production, post production, providing film production equipment for rent and providing related services, production and distribution of magazines.

The Group consolidated and company financial statements were authorised for issue by the Board of Directors on 20 February 2015.

2 Accounting policies

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

2.1 Basis of preparation

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

The consolidated and company financial statements have been prepared under the historical cost convention, except for short-term investments as described in Note 2.8.

The preparation of financial statements in conformity with Thai generally accepted accounting principles requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.

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



2 Accounting policies (Cont'd)

2.2 New financial reporting standards and revised financial reporting standards

- 1) Revised accounting standards which are effective on 1 January 2014 and are relevant to the Group:

TAS 1 (revised 2012)	Presentation of financial statements
TAS 7 (revised 2012)	Statement of cash flows
TAS 12 (revised 2012)	Income taxes
TAS 17 (revised 2012)	Leases
TAS 18 (revised 2012)	Revenue
TAS 19 (revised 2012)	Employee benefits
TAS 21 (revised 2012)	The effects of changes in foreign exchange rates
TAS 24 (revised 2012)	Related party disclosures
TAS 31 (revised 2012)	Interest in joint ventures
TAS 34 (revised 2012)	Interim financial reporting
TAS 36 (revised 2012)	Impairment of assets
TAS 38 (revised 2012)	Intangible assets
TFRS 8 (revised 2012)	Operating segments
TFRIC 4	Determining whether an arrangement contains a lease
TFRIC 10	Interim financial reporting and impairment
TSIC 15	Operating leases - incentives
TSIC 27	Evaluating the substance of transactions in the legal form of a lease
TSIC 32	Intangible assets - Web site costs

TAS 1 (revised 2012) clarifies that conversion features that are at the holder's discretion do not impact the classification of the liability component of the convertible instrument. TAS 1 also explains that, for each component of equity, an entity may present the breakdown of other comprehensive income either in the statement of changes in equity or in the notes to the financial statements. This standard has no impact to the Group.

TAS 7 (revised 2012) clarifies that only expenditures that result in a recognized asset in the statement of financial position are eligible for classification as investing activities. This standard has no impact to the Group.

TAS 12 (revised 2012) amends an exception to the existing principle for the measurement of deferred tax assets or liabilities on investment property measured at fair value. TAS 12 currently requires an entity to measure the deferred tax relating to an asset depending on whether the entity expects to recover the carrying amount of the asset through use or sale. This amendment therefore adds the rebuttable presumption that the carrying amount of an investment property measured at fair value is entirely recovered through sale. As the result of the amendment, TSIC 21 - Income tax - recovery of revalued non-depreciable assets is incorporated in to TAS 12 (revised 2012). This standard has no impact to the Group.

2 Accounting policies (Cont'd)

2.2 New financial reporting standards and revised financial reporting standards (Cont'd)

- 1) Revised accounting standards which are effective on 1 January 2014 and are relevant to the Group:
(Cont'd)

TAS 17 (revised 2012) deletes the guidance for a lease of land with an indefinite useful life to be classified as an operating lease. The standard has been amended to clarify that when a lease includes both land and buildings, classification as a finance or operating lease is performed separately in accordance with TAS 17's general principles. This standard has no impact to the Group.

TAS 18 (revised 2012) removes the appendix to TAS 18. This standard has no impact to the Group.

TAS 19 (revised 2012) deletes the transition provisions of the current TAS 19. This standard has no impact to the Group.

TAS 21 (revised 2012) clarifies the method of recording cumulative amount of the exchange difference relating to disposal or partial disposal of a foreign operation. This matter should be adjusted prospectively effective for the period begins on or after 1 January 2011. This standard has no impact to Group.

TAS 24 (revised 2012) removes the requirement for government-related entities to disclose details of all transactions with the government and other government-related entities. It also clarifies and simplifies the definition of related parties. This standard has no impact to the Group.

TAS 31 (revised 2012) clarifies that when an entity moves from an equity accounting to cost accounting in the separate financial statements, the standard requires this to be adjusted retrospectively. An entity losses of joint control in its interest in joint control, the remaining interest of investment should be valued at fair value. This matter should be adjusted prospectively effectively for the period begins on or after 1 Jan 2011. This standard has no impact to the Group.

TAS 34 (revised 2012) emphasises the existing disclosure principles for significant event and transactions. Additional requirements cover disclosure of changes in fair value measurements (if significant), and the need to update relevant information from the most recent annual report. This standard has no impact to the Group.

TAS 36 (revised 2012) clarifies that goodwill being allocated to cash-generating units shall not be larger than an operating segment before aggregation as defined under TFRS 8 - Operating Segments. This standard has no impact to the Group.

TAS 38 (revised 2012) clarifies about intangible assets acquired in a business combination that is separable. Intangible assets should be recognised separately from goodwill. Complementary assets may only be recognised as a single asset if they have similar useful lives. This standard has no impact to the Group.

TFRS 8 (revised 2012) clarifies that an entity is required to disclose a measure of segment assets only if the measure is regularly reported to the chief operating decision-maker. This standard has no impact to the Group.



2 Accounting policies (Cont'd)

2.2 New financial reporting standards and revised financial reporting standards (Cont'd)

- 1) Revised accounting standards which are effective on 1 January 2014 and are relevant to the Group:
(Cont'd)

TFRIC 4 requires the determination of whether an arrangement is or contains a lease to be based on the substance of the arrangement. It requires an assessment of whether: (a) fulfilment of the arrangement is dependent on the use of a specific asset or assets (the asset); and (b) the arrangement conveys a right to use the asset. The management is currently assessing the impact of TRIC 4. This interpretation has no impact to the Group.

TFRIC 10 prohibits reversal of an impairment losses recognised in a previous interim period in respect of goodwill. This interpretation has no impact to the Group.

TSIC 15 sets out the accounting for the recognition of incentive that a lessor provides to a lessee in an operating lease. This interpretation has no impact to the Group.

TSIC 27 provides guidance on evaluating the substance of transactions in the legal form of a lease between the entity and the investor whether a series of transactions is linked and should be accounted for as one transaction and whether the arrangement meets the definition of a lease under TAS17 "Leases". This guidance explains examples that individually demonstrate that an arrangement may not, in substance, involve a lease under TAS 17. The accounting shall reflect the substance of the arrangement. This interpretation has no impact to the Group.

TSIC 32 provides guidance on the internal expenditure on the development and operation of the entity web site for internal or external access. The entity shall comply with the requirements described in TAS38 "Intangible Assets". This interpretation has no impact to the Group.

- 2) New financial reporting standards and revised accounting standards, revised financial reporting standards are effective on 1 January 2015. These standards are relevant to the group and are not early adopted:

- a) Financial reporting standards, which are expected to have a significant impact to the group:

TAS 1 (revised 2014)	Presentation of financial statements
TAS 19 (revised 2014)	Employee benefits
TAS 27 (revised 2014)	Separate financial statements
TAS 28 (revised 2014)	Investments in associates and joint ventures
TAS 34 (revised 2014)	Interim financial reporting
TFRS 11	Joint arrangements
TFRS 12	Disclosure of interest in other entities
TFRS 13	Fair value measurement

TAS 1 (revised 2014), the main change is that a requirement for entities to group items presented in 'other comprehensive income' (OCI) on the basis of whether they are potentially reclassifiable to profit or loss subsequently (reclassification adjustments). The amendments do not address which items are presented in OCI.

2 Accounting policies (Cont'd)

2.2 New financial reporting standards and revised financial reporting standards (Cont'd)

- 2) New financial reporting standards and revised accounting standards, revised financial reporting standards are effective on 1 January 2015. These standards are relevant to the group and are not early adopted: (Cont'd)

- a) Financial reporting standards, which are expected to have a significant impact to the group: (Cont'd)

TAS 19 (revised 2014), the key changes are (a) actuarial gains and losses are renamed 'remeasurements' and will be recognised immediately in 'other comprehensive income' (OCI). Actuarial gains and losses will no longer be deferred using the corridor approach or recognised in profit or loss; and (b) past-service costs will be recognised in the period of a plan amendment; unvested benefits will no longer be spread over a future-service period. The group is yet to assess the full impact of the amendments.

TAS 27 (revised 2014) provide the requirements relating to separate financial statements.

TAS 28 (revised 2014) provide the requirements for investment in associates and joint ventures accounted by equity method.

TAS 34 (revised 2014), the key change is the disclosure requirements for operating segment. An entity shall disclose information of a measure of total assets and liabilities for a particular reportable segment if such amounts are regularly provided to the chief operating decision maker and if there has been a material change from the amount disclosed in the last annual financial statements for that reportable segment.

TFRS 11 defined that a joint arrangement is a contractual arrangement where at least two parties agree to share control over the activities of the arrangement. Unanimous consent toward decisions about relevant activities between the parties sharing control is a requirement in order to meet the definition of joint control. Joint arrangements can be joint operations or joint ventures. The classification is principle based and depends on the parties' exposure in relation to the arrangement. When the parties' exposure to the arrangement only extends to the net assets of the arrangement, the arrangement is a joint venture. Joint operations have rights to assets and obligations for liabilities. Joint operations account for their rights to assets and obligations for liabilities. Joint ventures account for their interest by using the equity method of accounting. This standard has no impact to the group.

TFRS 12 require entities to disclose information that helps readers of financial statements to evaluate the nature of risks and financial effects associated with the entity's interests in subsidiaries, associates, joint arrangements and unconsolidated structured entities. The group is yet to assess the full impact of the amendments.

TFRS 13 aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across TFRSs. The group is yet to assess the full impact of the amendments.



2 Accounting policies (Cont'd)

2.2 New financial reporting standards and revised financial reporting standards (Cont'd)

2) New financial reporting standards and revised accounting standards, revised financial reporting standards are effective on 1 January 2015. These standards are relevant to the group and are not early adopted: (Cont'd)

b) Financial reporting standards with minor changes and do not have impact to the group are as follows:

TAS 2 (revised 2014)	Inventories
TAS 7 (revised 2014)	Cash flow statements
TAS 8 (revised 2014)	Accounting policies, changes in accounting estimates and errors
TAS 10 (revised 2014)	Events after the reporting period
TAS 11 (revised 2014)	Construction contract
TAS 12 (revised 2014)	Income taxes
TAS 16 (revised 2014)	Property, plant and equipment
TAS 17 (revised 2014)	Leases
TAS 18 (revised 2014)	Revenue
TAS 20 (revised 2014)	Accounting for government grants & disclosure of government assistance
TAS 21 (revised 2014)	The effects of changes in foreign exchange rates
TAS 23 (revised 2014)	Borrowing costs
TAS 24 (revised 2014)	Related party disclosures
TAS 26 (revised 2014)	Accounting and reporting by retirement benefit plans
TAS 29 (revised 2014)	Financial reporting in hyperinflationary economies
TAS 33 (revised 2014)	Earnings per share
TAS 36 (revised 2014)	Impairment of assets
TAS 37 (revised 2014)	Provisions, contingent liabilities and contingent assets
TAS 38 (revised 2014)	Intangible assets
TAS 40 (revised 2014)	Investment property
TFRS 2 (revised 2014)	Share-based payments
TFRS 3 (revised 2014)	Business combinations
TFRS 5 (revised 2014)	Non-current asset held for sale and discontinued operations
TFRS 6 (revised 2014)	Exploration for and evaluation of mineral resources
TFRS 8 (revised 2014)	Operating segments
TSIC 10 (revised 2014)	Government assistance - No specific relation to operating activities
TSIC 15 (revised 2014)	Operating leases - Incentives
TSIC 25 (revised 2014)	Income taxes - changes in the tax status of an entity or its shareholders

2 Accounting policies (Cont'd)

2.2 New financial reporting standards and revised financial reporting standards (Cont'd)

- 2) New financial reporting standards and revised accounting standards, revised financial reporting standards are effective on 1 January 2015. These standards are relevant to the group and are not early adopted: (Cont'd)
- b) Financial reporting standards with minor changes and do not have impact to the group are as follows: (Cont'd)

TSIC 27 (revised 2014)	Evaluating the substance of transactions involving the legal form of a lease
TSIC 29 (revised 2014)	Service concession arrangements: Disclosures
TSIC 31 (revised 2014)	Revenue - barter transactions involving advertising services
TSIC 32 (revised 2014)	Intangible assets - Web site costs
TFRIC 1 (revised 2014)	Changes in existing decommissioning, restoration and similar liabilities
TFRIC 4 (revised 2014)	Determining whether an arrangement contains a lease
TFRIC 5 (revised 2014)	Rights to interests arising from decommissioning, restoration and environmental rehabilitation funds
TFRIC 7 (revised 2014)	Applying the restatement approach under IAS29 Financial reporting in hyperinflationary economies
TFRIC 10 (revised 2014)	Interim financial reporting and impairment
TFRIC 12 (revised 2014)	Service concession arrangements
TFRIC 13 (revised 2014)	Customer loyalty programmes
TFRIC 14 (revised 2014)	TAS 19 - The limit on a defined benefit asset, minimum funding requirements and their interaction
TFRIC 15 (revised 2014)	Agreements for the construction of real estate
TFRIC 17 (revised 2014)	Distributions of non-cash assets to owners
TFRIC 18 (revised 2014)	Transfers of assets from customers
TFRIC 20	Stripping costs in the production phase of a surface mine



2 Accounting policies (Cont'd)

2.2 New financial reporting standards and revised financial reporting standards (Cont'd)

- c) New financial reporting standard which is effective on 1 January 2016.

TFRS4 (revised 2014)

Insurance contracts

TFRS 4 applies to all insurance contracts (including reinsurance contracts) that an entity issues and to reinsurance contracts that it holds. TFRS 4 is not relevant to the Group's operations.

2.3 Group Accounting - Investments in subsidiaries

(1) Subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one-half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

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

Investments in subsidiaries are accounted for at cost less impairment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment.

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

Intercompany transactions, balances and unrealised gains or loss on transactions between Group companies are eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

A list of the Group's subsidiaries and the effects from disposals of subsidiaries are shown in Note 12.

2 Accounting policies (Cont'd)

2.3 Group Accounting - Investments in subsidiaries (Cont'd)

(2) Transactions and non-controlling interests

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

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

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

(3) Joint Ventures

The Group's interests in jointly controlled entities are accounted for by equity method in the consolidated financial statements. The Group's share of its joint venture's post-acquisition profits or losses is recognised in the consolidated income statement. The cumulative post-acquisition movements are adjusted against the carrying amount of the interest in joint venture. When the Group's share of losses in joint venture equals or exceeds its interest in joint venture, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint venture.

In the Company's separate financial statements, interest in jointly controlled entities are accounted for using the cost method.

A list of the Group's principal joint ventures and the financial effects of the acquisitions of joint ventures are shown in Note 13.

2.4 Foreign currency translation

Items included in the financial statements of each of the Group's entities are measured using Thai Baht. The consolidated financial statements are presented in Thai Baht.

Foreign currency transactions are translated into Thai Baht using the exchange rates prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currency are translated to Thai Baht at the exchange rate prevailing at the statement of financial position date. Gains and losses resulting from the settlement of foreign currency transactions, and from the translation of monetary assets and liabilities denominated in foreign currencies, are recognised in the profit or loss.



2 Accounting policies (Cont'd)

2.5 Cash and cash equivalents

In the consolidated and Company statement of cash flows, cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less.

2.6 Trade accounts receivable

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

2.7 Inventories and productions in progress

a) Camera for production and accessories

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

b) TV programs and event production

TV programs ready for broadcasts or sales and TV programs and event production in progress are stated at production cost which is directly attributable to the program production. The cost will be recognised in the income statement when broadcast or sale and show has been performed.

c) Pocketbook and magazines in progress

Pocketbook and magazines in progress are stated at the lower of cost and net realisable value. Cost is determined by specific identification. The cost of pocketbook and magazines in progress comprises design costs, raw materials, direct labour, other direct costs and related production overhead (based on normal capacity). Net realisable value is the estimate of the selling price in the ordinary course of business, less applicable variable selling expenses. Allowance is made, where necessary, for obsolete, slow-moving and defective inventories.

2.8 Investments

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

2 Accounting policies (Cont'd)

2.8 Investments (Cont'd)

Investments that are acquired principally for the purpose of generating a profit from short-term fluctuations in price are classified as trading investments and included in current assets.

Trading investment is initially recognised at cost, which is equal to the fair value of consideration paid plus transaction cost.

Trading 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 Thai Bond Dealing Centre. The unrealised gains and losses of trading investments are recognised in income statement.

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

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.

2.9 Investment property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the companies in the consolidated Group, is classified as investment property. Investment property also includes property that is being constructed or developed for future use as investment property.

Land is classified and accounted for by the Group as investment property when the definition of investment property is met.

Investment property is measured initially at its cost, including related transaction costs and borrowing costs. Borrowing costs are incurred for the purpose of acquiring, constructing or producing a qualifying investment property are capitalised as part of its cost. Borrowing costs are capitalised while acquisition or construction is actively underway and cease once the asset is substantially complete, or suspended if the development of the asset is suspended.

After initial recognition, investment property is carried at cost less any accumulated impairment loss.

2.10 Building and equipment and assets for rent

Building and equipment and assets for rent are measured initially at their cost less any accumulated depreciation. Depreciation is calculated using the straight line method to allocate their cost to their residual values over their estimated useful lives, as follows:



2 Accounting policies (Cont'd)

2.10 Building and equipment and assets for rent (Cont'd)

Building and equipment

Production equipment	5 years
Computers	5 years
Furniture fixture and office equipment	5 years
Vehicles	5 years
Office building, studio building and leasehold building improvement	20 years
Leasehold studio building improvement	20 years

Asset for rent

Production equipment	5, 10 years
Supply for film production	3 years
Vehicles	10 years

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

The asset's carrying amount is written-down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.12).

Gains or losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'Other (losses)/gains - net' in profit or loss.

2.11 Intangible assets

Computer software

Acquired computer software licences are capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives 5 years.

Costs associated with developing or maintaining computer software programmes are recognised as an expense as incurred. Costs that are directly associated with identifiable and unique software products controlled by the Group and will probably generate economic benefits exceeding costs beyond one year, are recognised as intangible assets. Direct costs include staff costs of the software development team and an appropriate portion of relevant overheads.

Other intangible assets

Cost incurred on web-site development are recognised as intangible asset and are amortised using the straight-line method over their estimated useful lives of 3 - 5 years.

2 Accounting policies (Cont'd)

2.12 Impairment of assets

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

2.13 Leases - where a Group company is the lessee

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

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

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

Leases - where a Group company is the lessor

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

2.14 Borrowings

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



2 Accounting policies (Cont'd)

2.15 Employee benefits

Pension obligations

Group companies operate various pension which is defined benefit plan and is determined by periodic actuarial calculations schemes. The A defined benefit plan is a pension plan that is not a defined contribution plan. Typically defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

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

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

Past-service costs are recognised immediately in profit or loss, unless the changes to the pension plan are conditional on the employees remaining in service for a specified period of time (the vesting period). In this case, the past-service costs are amortised on a straight-line basis over the vesting period.

2.16 Provision

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

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

2.17 Provision for goods returns

Provision for goods returns is estimated based on historical experience and other relevant market factors. Provision for goods returns are provided for the sales profit margins and presented netting of sales.

2 Accounting policies (Cont'd)

2.18 Revenue recognition

Revenue of the Group consist principally revenue from advertising, television program, advertising films production, concerts and event organising, rental of equipment, sales of pocket book, magazines and other goods.

Revenue from advertising and television program are recognised when the advertisement or program is broadcasted.

Revenue from advertising films production is recognised when significant risks and rewards of ownership of the advertising production are transferred to the buyer. Revenue from altering tape and sound recording are recognised when completed.

Revenue from concerts and events organising are recognised when the shows are completed.

Revenue from rental of equipment is recognised when services are rendered. Rental with inclusive of service revenues are recognised based on portion of service rendered.

Revenue from sales of pocket books and magazines are shown net of returns and discounts. Revenue from sales of pocket books and magazines are recognised when significant risks and rewards of ownership of goods are transferred to the buyer. Revenue from barter service is revenues from the exchange of a dissimilar nature. The revenue is measured at the fair value of service received, adjusted by the amount of any cash or cash equivalents received or paid. Revenue from advertising in magazines and publishing media are recognised when advertisements are published.

Revenue from sales of other goods comprised the fair value of the consideration received or receivable for the sales of goods net of value-added tax, returns and discounts. Revenue from sales of other goods is recognised when significant risks and rewards of ownership of goods are transferred to the buyer.

Other income

Interest income is amortisation on a time proportion basis, taking account of the principal outstanding and the effective rate over the period to maturity, when it is determined that such income will accrue to the Group.

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

2.19 Current and deferred income taxes

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

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

2 Accounting policies (Cont'd)

2.19 Current and deferred income taxes (Cont'd)

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

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

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

2.20 Dividend payment

Dividend payment is recorded in the consolidated and company financial statements in the period in which they are approved by the shareholders.

2.21 Segment reporting

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

3 Financial risk management

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: credit risk, interest rate risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

3.1.1 Credit risk

The Group has no significant concentrations of credit risks due to the large number of customer from which the income is charged in cash. The Group has policies in place to ensure that sales of products and services are made to customers with appropriate credit history. Cash transactions are limited to high credit quality financial institutions.



3 Financial risk management (Cont'd)

3.1 Financial risk factors (Cont'd)

3.1.2 Interest rate risk

The Group's income and operating cash flows are not substantially independent of changes in market interest rates. 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 loan interest rates of the Group are mainly floated. The Group does not use the interest rate derivative to manage exposure from fluctuation in interest rate on specific borrowing.

3.1.3 Liquidity risk

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

3.2 Fair value

The book values of financial assets and financial liabilities with a maturity of less than one year are approximate their fair values. Long-term borrowings and loans made with related parties carried an interest at the market interest rate. Management believe that their net book values are assumed to approximate their fair value.

4 Critical accounting estimates, assumptions and judgements

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

4.1 Impairment of receivables

The Group maintains an allowance for doubtful accounts to reflect impairment of trade receivables relating to estimated losses resulting from the inability of customers to make required payments. The allowance for doubtful accounts is significantly impacted by the Group's assessment of future cash flows, such assessment being based on consideration of historical collection experience, known and identified instances of default and consideration of market trends.

4.2 Provision for goods returns

The management has estimated the provision for goods returns in relation to magazines. The percentage of goods returned is estimated based on historical information, experiences and existing business models.



4 Critical accounting estimates, assumptions and judgements (Cont'd)

4.3 Property and equipment, and intangible assets

Management determines the estimated useful lives and residual values for the Group's property and equipment, and intangible assets. Management will revise the depreciation charge where useful lives and residual values are different from previously estimation, or it will write off or write down technically obsolete or assets that have been abandoned or sold.

4.4 Employee benefit obligations

The present value of the pension obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost (income) for pensions include the discount rate. Any changes in these assumptions will have an impact on the carrying amount of pension obligations.

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

Other key assumptions for pension obligations are based in part on current market conditions. Additional information is disclosed in Note 21.

5 Capital risk management

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

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



6 Segment information

Financial statements by business segment

	Advertisement films production	Television programs	Show/events organizing	Rental and service	Sales of products	Sales of magazines	Post production	Total
	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht
For the year ended 31 December 2014								
Revenues								
Gross segment revenues	47,769,616	155,344,547	51,334,945	395,621,466	7,976,793	40,630,089	320,000	698,997,456
Inter-segment revenues	(3,400,000)	(1,735,000)	(1,422,400)	(7,627,450)	(528,197)	-	(320,000)	(15,033,047)
Net revenues	44,369,616	153,609,547	49,912,545	387,994,016	7,448,596	40,630,089	-	683,964,409
Segment result	11,371,924	50,468,283	(1,336,498)	63,020,539	2,662,906	(4,793,572)	(1,839,158)	119,554,464
Other income								19,586,071
Interest paid								(2,389,559)
Unallocated cost/expenses								(89,801,174)
Share of loss of investment in joint ventures								(6,787,317)
Income tax expense								(10,696,454)
Profit attributable to owners of the parent								29,466,031
Loss attributable to non-controlling interests								(104,242)
Profit for the year								29,361,789

The accompanying notes on pages 11 to 56 are an integral part of these consolidated and company financial statements.

6 Segment information (Cont'd)

Financial statements by business segment (Cont'd)

	Advertisement films production	Television programs	Show/events organizing	Rental and service	Sales of products	Sales of magazines	Post production	Total
	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht
Segment for assets								
Building and equipment, net	750,064	547,812,147	303,713	10,775,235	-	2,068,092	15,570,055	577,279,306
Assets for rent, net	-	-	-	290,808,195	-	-	-	290,808,195
Other assets	47,735,347	379,557,417	14,002,536	164,910,533	3,029,280	15,368,376	4,030,369	628,633,858
Segment for liabilities								
Outstanding payable arising from purchases of fixed assets	-	103,634	-	5,650,957	-	-	-	5,754,591
Long-term loan	-	-	-	84,290,000	-	-	-	84,290,000
Other liabilities	3,222,707	26,563,726	3,495,740	49,939,250	-	6,790,181	1,204,147	91,215,751
Depreciation and amortisation	174,777	10,245,066	102,104	49,897,492	-	1,048,852	-	61,468,291
Capital expenditure	252,557	479,875,974	118,188	90,878,455	-	862,211	15,572,620	587,560,005

The accompanying notes on pages 11 to 56 are an integral part of these consolidated and company financial statements.

6 Segment information (Cont'd)

Financial statements by business segment (Cont'd)

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The accompanying notes on pages 11 to 56 are an integral part of these consolidated and company financial statements.

6 Segment information (Cont'd)

Financial statements by business segment (Cont'd)

	Advertisement films production	Television programs	Show/events organizing	Rental and service	Sales of products	Sales of magazines	Post production	Total
	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht
Segment for assets								
Building and equipment, net	790,413	78,220,051	284,071	11,418,895	-	1,960,210	-	92,673,640
Assets for rent, net	-	-	-	250,599,295	-	-	-	250,599,295
Other assets	59,187,392	815,093,063	3,098,026	103,796,862	2,048,404	26,398,685	-	1,009,622,432
Segment for liabilities								
Outstanding payable arising from purchases of fixed assets	-	322,849	-	5,587,342	-	-	-	5,910,191
Long-term loan	-	-	-	397,000	-	-	-	397,000
Other liabilities	7,665,581	27,381,221	556,011	49,382,060	-	9,382,048	-	94,366,921
Depreciation and amortisation	175,155	8,802,966	88,557	45,310,108	-	991,374	-	55,368,160
Capital expenditure	78,433	10,192,519	174,420	133,543,164	-	569,496	-	144,558,032

The accompanying notes on pages 11 to 56 are an integral part of these consolidated and company financial statements.

Unallocated costs represent corporate expenses. Segment assets consist primarily property and equipment, assets for rent, short-term investments, and operating cash.

Liabilities mainly are trade and other payables purposed to be used for operating of all segments and for the Group's liquidity.

7 Cash and cash equivalents

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Cash on hand	615,000	636,000	390,000	420,000
Deposits held at call with banks	229,106,247	60,855,458	109,433,678	27,151,248
Fixed deposit accounts	7,047,341	31,360,773	237,276	231,846
Bill of exchange - 3 months	80,000,000	12,500,000	-	-
Cash and cash equivalents	316,768,588	105,352,231	110,060,954	27,803,094

As at 31 December 2014, deposits held at call with banks carry interest at the rate of 0.375% per annum (2013: 0.40% and 0.50% per annum). Fixed deposit accounts carry interest at the rate of 1.50% per annum (2013: 1.50% and 2.85% per annum). Bill of exchange carries interest at the rate of 2.25% per annum (2013: 2.95% per annum).

8 Short-term investments

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Fixed deposit - 6 months	100,456,214	380,690	100,456,214	380,690
Fixed deposit - 12 months	45,042	1,024,752	-	-
Temporary investment - trading securities	-	711,813,403	-	711,813,403
Investments	100,501,256	713,218,845	100,456,214	712,194,093

The interest rates on fixed deposit is 1.50% per annum (2013: 2.00% and 3.00% per annum).

Temporary investment is an investment in a Fixed Income Fund investing in debt securities, with a cost of Baht 700 million.

During the year, movements of trading securities are as follows:

	Consolidated		Company	
	Baht		Baht	
Trading securities				
Beginning balance	711,813,403		711,813,403	
Gain on fair value adjustment (Note 25)	14,391,499		14,391,499	
Proceeds from disposal of trading securities	(726,204,902)		(726,204,902)	
Ending balance	-		-	

9 Restricted cash

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Restricted cash - current portion	1,134,800	200,000	1,134,800	-
Restricted cash - non-current portion	2,598,471	2,598,471	2,502,471	2,502,471

The Group has pledged the deposits with local banks as collateral for letters of bank guarantee issued by those banks in respect of project performance and for electricity usage. The restricted cash for project which is expected to complete within one year is classified as current portion.

10 Trade and other receivables, net

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Trade accounts receivable				
Other companies	171,368,220	157,649,806	45,629,293	52,557,722
Related companies (Note 32.5)	-	1,781,550	-	1,781,550
Total trade accounts receivable	171,368,220	159,431,356	45,629,293	54,339,272
Accrued income	5,812,396	2,844,335	330,000	778,250
<u>Less</u> Advances receipt	(3,932,696)	(5,645,362)	(2,879,712)	(2,803,500)
Allowance for doubtful accounts	(13,207,762)	(5,643,416)	(2,391,817)	(2,594,236)
Provision for goods returns	(1,197,113)	(1,285,700)	-	-
Trade accounts receivable and accrued income, net	158,843,045	149,701,213	40,687,764	49,719,786
Prepaid expenses	4,097,789	3,811,546	921,168	928,315
Other receivables	4,499,666	6,146,197	1,626,820	1,455,317
Trade and other receivables, net	167,440,500	159,658,956	43,235,752	52,103,418

Outstanding trade accounts receivable and accrued income can be analysed as follows:

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Account receivables				
Current	107,051,974	92,083,562	37,135,177	41,377,937
Overdue less than 3 months	46,987,247	44,349,780	6,102,299	10,397,996
Overdue 3 to 6 months	4,315,323	11,212,938	-	449,400
Overdue 6 to 12 months	985,362	5,809,647	-	686,396
Overdue over 12 months	12,028,314	5,975,429	2,391,817	1,427,543
Trade accounts receivable	171,368,220	159,431,356	45,629,293	54,339,272

11 Inventories

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Camera for production and accessories	3,029,281	2,048,404	-	-
TV programs production in progress	3,143,541	3,226,865	3,058,761	3,165,009
Advertisement production in progress	210,000	3,001,074	-	-
Magazines in progress	109,175	100,503	-	-
Event production in progress	2,620	200,000	-	-
Pocketbook	807,600	894,383	-	-
Others	66,888	100,630	-	-
	7,369,105	9,571,859	3,058,761	3,165,009

During 2014, there was no inventory written off (2013: Baht 0.8 million).

12 Investments in subsidiaries, net

	Consolidated		Company	
	Baht		Baht	
Investments in subsidiaries	976,200,000		430,600,000	
<u>Less</u> Allowance for impairment	(193,640,937)		(243,640,937)	
Investments in subsidiaries, net	782,559,063		186,959,063	
For the year ended 31 December				
Opening net book amount	186,959,063		186,959,063	
Acquisition	623,200,000		-	
Dissolution of subsidiaries	(77,600,000)		-	
Reversal of impairment on investment in subsidiary	76,901,856		-	
Impairment	(26,901,856)		-	
Closing net book amount	782,559,063		186,959,063	

12 Investment in subsidiaries (Cont'd)

The details of investments in subsidiaries are as follows:

			31 December 2014				31 December 2013									
Subsidiaries company	Type of business	Relationship	Paid up Share capital ('000)		% Ownership Interest		Allowance for impairment		Cost Method		Allowance for impairment		Cost Method		Net	
			31 December 2014	31 December 2013	31 December 2014	31 December 2013	Cost Method	31 December 2014	31 December 2013	Cost Method	31 December 2014	31 December 2013	Net	Cost Method	31 December 2014	31 December 2013
Matching Entertainment Co., Ltd.	Events organiser	Direct shareholder	80,000	80,000	99.99	99.99	80,000,000	(80,000,000)	-	80,000,000	(80,000,000)	-				
Gear Head Co., Ltd.	Provide services and renting of advertisement Production equipments	Direct shareholder	130,000	130,000	99.99	99.99	130,000,000	-	130,000,000	130,000,000	-	130,000,000	-			130,000,000
Matching Studio Plus Co., Ltd.	Production of films	Direct shareholder	158,000	158,000	99.99	99.99	158,000,000	(113,640,937)	44,359,063	158,000,000	(113,640,937)	44,359,063				44,359,063
Matching Broadcast Co., Ltd.	Production of TV programs	Direct shareholder	587,500	10,000	99.99	99.99	587,500,000	-	587,500,000	10,000,000	-	10,000,000				10,000,000
Matching Movie Town Co., Ltd.	Photographic studio service, media broker, production of TV programs and entertainment events organiser	Direct shareholder	-	50,000	-	-	-	-	-	50,000,000	(50,000,000)	-				-
Book Maker Co., Ltd.	Production and distribution of magazines	Direct shareholder	2,000	2,000	99.99	99.99	2,000,000	-	2,000,000	2,000,000	-	2,000,000				2,000,000
Time Lapse Co., Ltd.	Production and edition of visual effect, audio visual of film	Direct shareholder	20,000	-	93.50	-	18,700,000	-	18,700,000	-	-	-				-
Goody Film BKK Co., Ltd.	Production of advertisement films for domestic and overseas	Direct shareholder	-	1,000	-	60.00	-	-	-	600,000	-	600,000				600,000
			976,200,000 (193,640,937) 782,559,063 430,600,000 (243,640,937) 186,959,063													

All subsidiaries are incorporated in Thailand. All holdings are investments in ordinary shares.

Goody Film BKK Co., Ltd., had registered for liquidation with Ministry of Commerce on 10 September 2013 and was dissolved on 23 January 2014. The Company and non-controlling interest received the capital return and retained earnings from Goody Film BKK Co., Ltd. amounting to Baht 1,449,000 and Baht 934,000, respectively.

On 20 May 2014, Matching Movie Town Co., Ltd., a subsidiary increased the authorised share capital from 500,000 ordinary shares with a par value of Baht 100 per share to 770,000 ordinary shares with a par value of Baht 100 per share, totalling Baht 27 million of additional capital. Subsequently, the Company recognised additional impairment loss of Baht 26.9 million on this investment. On 21 May 2014, that subsidiary used the proceed from capital increase to repay the loan from the Company, amounting to Baht 26 million. On 13 June 2014, Matching Movie Town Co., Ltd., had registered for liquidation with Ministry of Commerce and was dissolved on 16 June 2014. The Company received the capital return and retained earnings from Matching Movie Town Co., Ltd. amounting to Baht 98,143. The related allowance for impairment of Baht 76.9 million has been reversed.

On 10 July 2014, the Board of Directors passed a resolution to approve the establishment of a new subsidiary “Time Lapse Co., Ltd.” and approved an investment of 187,000 ordinary shares at the par value of Baht 100 per share, representing 93.50% of the registered share capital of the subsidiary.

On 17 October 2014, the Extraordinary General Meeting of Shareholders No.3/2014 of Matching Broadcast Co., Ltd. approved to increase the authorised share capital from 100,000 ordinary share with a par value of Baht 100 per share to 7,800,000 ordinary share with a par value of Baht 100 per share, totalling Baht 780,000,000. As at 31 December 2014, the Company has paid Baht 577.5 million for subscription of 5,775,000 newly issue shares. That subsidiary will use the proceed of Baht 770,000,000 from capital increase to invest in the development of universal movie shooting project.

13 Investment in joint venture, net

The investment in joint venture as at 31 December 2014 are as follows:

Joint venture	Nature of business	Country of incorporation	% Ownership interest	
			31 December 2014	31 December 2013
Transformation Film Co., Ltd.	Production of film, advertisement, television programmes, and providing entertainment services in all forms	Thailand	14.29	-

Joint venture is incorporated in Thailand. Holdings are investments in ordinary shares. Movements of investments in joint venture are as follows:

	Consolidated	
	2014	2013
	Baht	Baht
Investment in joint venture		
Opening net book amount	-	-
Investment during the year	12,500,100	-
Share of loss	(6,787,317)	-
Closing net book amount	5,712,783	-

On 22 August 2014, Matching Studio Plus Co., Ltd. invested in 125,000 shares, representing 14.29% of issued and fully paid-up share capital in Transformation Film Co., Ltd. which is a joint controlled with other 3 parties. The equity method of accounting is applied to this investment in the consolidated financial statements.

The Group's share of results of its joint ventures and its share of the assets and liabilities are as follows:

	Consolidated	
	2014	2013
	Baht	Baht
Non-current assets	737,836	-
Current assets	24,437,621	-
Total assets	25,175,457	-
Non-current liabilities	-	-
Current liabilities	19,459,024	-
Total liabilities	19,459,024	-
Net assets	5,716,433	-
Revenue	2,086,520	-
Expenses	8,873,837	-
Proportionate interest in joint venture commitments.	nil	nil

There is no contingent liability relating to the Group's interest in the joint venture.

14 Investment properties

	Consolidated	
	2014	2013
	Baht	Baht
As at 31 December		
Land - Prachuap Khiri Khan Province	10,249,564	10,249,564
Land and building - Kanchanaburi Province	1,960,000	1,960,000
Total investment property	12,209,564	12,209,564
<u>Less</u> Allowance for impairment	(1,960,000)	(1,960,000)
Net book amount	10,249,564	10,249,564
Fair value		
Land - Prachuap Khiri Khan Province	20,400,000	20,400,000
Land and building - Kanchanaburi Province	-	-
Total fair value	20,400,000	20,400,000

A subsidiary owns two pieces of properties that are not utilised, with total cost of Baht 12.21 million, comprising land at Prachuap Khiri Khan Province of Baht 10.25 million, and land and building at Kanchanaburi Province of Baht 1.96 million.

Investment property of Baht 10.25 million (2013: Baht 10.25 million) was pledged as a security for long-term bank borrowing. As at 31 December 2013, the borrowing was settled but the title to such land has not yet been redeemed from bank.

Fair value of land was appraised at 31 December 2012 by independent professionally qualified valuer who holds a recognised relevant professional qualification and has recent experience in the locations and categories of the investment properties valued. Land at Prachuap Khiri Khan Province valued by applying market approach. Land and building at Kanchanaburi Province valued by applying cost approach.

For the year ended 31 December 2014 and 2013, there is no income or expense that are related to investment properties recognised in profit and loss.

15 Property and equipment, net

Consolidated										
	Land	Production equipment	Computer	Furniture fixtures and office equipment	Vehicles	Building and land improvement	Building equipment	Construction in progress	Total	
	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht
At 1 January 2013										
Cost	-	25,393,060	27,988,389	49,875,412	12,710,650	115,540,108	14,075,204	271,000	245,853,823	
Less Accumulated depreciation	-	(23,970,232)	(23,367,890)	(47,078,926)	(8,893,264)	(44,298,335)	(10,221,209)	-	(157,829,856)	
Allowance for impairment	-	(19,240)	(67,546)	(1,123)	-	-	-	-	(87,909)	
Net book value	-	1,403,588	4,552,953	2,795,363	3,817,386	71,241,773	3,853,995	271,000	87,936,058	
For the year ended 31 December 2013										
Opening net book value	-	1,403,588	4,552,953	2,795,363	3,817,386	71,241,773	3,853,995	271,000	87,936,058	
Additions	-	1,364,872	2,394,552	2,005,450	9,457,776	906,125	-	1,090,598	17,219,373	
Disposals and write-off, net	-	(1,559)	(21,148)	(19,484)	(1,028,945)	-	-	-	(1,071,136)	
Transfer-in (out)	-	-	-	58,096	-	542,002	211,500	(811,598)	-	
Depreciation (Note 26)	-	(602,571)	(1,614,408)	(1,211,401)	(1,450,168)	(5,771,413)	(760,694)	-	(11,410,655)	
Closing net book value	-	2,164,330	5,311,949	3,628,024	10,796,049	66,918,487	3,304,801	550,000	92,673,640	
At 31 December 2013										
Cost	-	25,523,785	27,174,164	49,407,854	15,563,539	116,988,233	14,286,705	550,000	249,494,280	
Less Accumulated depreciation	-	(23,340,215)	(21,794,669)	(45,778,707)	(4,767,490)	(50,069,746)	(10,981,904)	-	(156,732,731)	
Allowance for impairment	-	(19,240)	(67,546)	(1,123)	-	-	-	-	(87,909)	
Net book value	-	2,164,330	5,311,949	3,628,024	10,796,049	66,918,487	3,304,801	550,000	92,673,640	

15 Property and equipment, net (Cont'd)

Consolidated									
	Land	Production equipment	Computer	Furniture fixtures and office equipment	Vehicles	Building and land improvement	Building equipment	Construction in progress	Total
	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht
For the year ended 31 December 2014									
Opening net book value	-	2,164,330	5,311,949	3,628,024	10,796,049	66,918,487	3,304,801	550,000	92,673,640
Additions	460,731,418	1,653,509	2,251,210	2,221,524	773,255	59,773	-	30,155,407	497,846,096
Disposals and write-off, net	-	(19,256)	(79,729)	(1,362)	(8,118)	-	-	-	(108,465)
Reversal of impairment	-	19,240	67,546	1,123	-	-	-	-	87,909
Depreciation (Note 26)	-	(800,167)	(1,982,033)	(1,414,878)	(2,479,551)	(5,784,087)	(759,158)	-	(13,219,874)
Closing net book value	460,731,418	3,017,656	5,568,943	4,434,431	9,081,635	61,194,173	2,545,643	30,705,407	577,279,306
At 31 December 2014									
Cost	460,731,418	26,961,045	27,271,334	49,241,187	13,991,906	117,048,006	14,286,705	30,705,407	740,237,008
Less Accumulated depreciation	-	(23,943,389)	(21,702,391)	(44,806,756)	(4,910,271)	(55,853,833)	(11,741,062)	-	(162,957,702)
Net book value	460,731,418	3,017,656	5,568,943	4,434,431	9,081,635	61,194,173	2,545,643	30,705,407	577,279,306

15 Property and equipment, net (Cont'd)

	Company									
	Production equipment	Computer	Furniture fixtures and office equipment	Vehicles	Building and land improvement	Building equipment	Construction in progress	Total		
	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht		
At 1 January 2013										
Cost	22,295,089	11,477,922	32,610,185	8,324,304	94,024,985	15,603,264	-	184,335,749		
Less Accumulated depreciation	(21,602,084)	(8,947,748)	(31,280,029)	(5,445,237)	(32,947,723)	(10,053,220)	-	(110,276,041)		
Net book value	693,005	2,530,174	1,330,156	2,879,067	61,077,262	5,550,044	-	74,059,708		
For the year ended 31 December 2013										
Opening net book value	693,005	2,530,174	1,330,156	2,879,067	61,077,262	5,550,044	-	74,059,708		
Additions	1,342,001	1,138,205	799,636	9,457,775	492,000	-	819,598	14,049,215		
Disposals and write-off, net	(1,520)	(9,204)	(4,061)	(1,028,944)	-	-	-	(1,043,729)		
Transfer-in (out)	-	-	58,098	-	-	211,500	(269,598)	-		
Depreciation (Note 26)	(410,822)	(883,148)	(530,815)	(1,363,609)	(4,718,920)	(738,195)	-	(8,645,509)		
Closing net book value	1,622,664	2,776,027	1,653,014	9,944,289	56,850,342	5,023,349	550,000	78,419,685		
At 31 December 2013										
Cost	23,396,847	12,567,638	32,224,046	11,333,495	94,516,985	15,814,763	550,000	190,403,774		
Less Accumulated depreciation	(21,774,183)	(9,791,611)	(30,571,032)	(1,389,206)	(37,666,643)	(10,791,414)	-	(111,984,089)		
Net book value	1,622,664	2,776,027	1,653,014	9,944,289	56,850,342	5,023,349	550,000	78,419,685		

15 Property and equipment, net (Cont'd)

	Company									
	Production equipment	Computer	Furniture fixtures and office equipment	Vehicles	Building and land improvement	Building equipment	Construction in progress	Total		
	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht
For the year ended 31 December 2014										
Opening net book value	1,622,664	2,776,027	1,653,014	9,944,289	56,850,342	5,023,349	550,000	78,419,685		
Additions	1,391,939	1,035,742	1,109,026	773,024	-	-	11,600,000	15,909,731		
Disposals and write-off, net	-	-	(7)	-	-	-	(12,150,000)	(12,150,007)		
Depreciation (Note 26)	(593,756)	(1,064,318)	(706,959)	(2,398,958)	(4,725,849)	(736,657)	-	(10,226,497)		
Closing net book value	2,420,847	2,747,451	2,055,074	8,318,355	52,124,493	4,286,692	-	71,952,912		
At 31 December 2014										
Cost	24,788,786	13,603,380	32,545,482	12,106,519	94,516,985	15,814,763	-	193,375,915		
Less Accumulated depreciation	(22,367,939)	(10,855,929)	(30,490,408)	(3,788,164)	(42,392,492)	(11,528,071)	-	(121,423,003)		
Net book value	2,420,847	2,747,451	2,055,074	8,318,355	52,124,493	4,286,692	-	71,952,912		

On 14 October 2014, the Extraordinary General Meeting of Shareholders No.1/2014 passed a resolution to approve Matching Broadcast Co., Ltd. to purchase of land for development of universal movie shooting project. Accordingly the related acquisition cost of construction in progress amounting to Baht 12,150,000 has been sold to Matching Broadcast Co., Ltd.

Leased assets included above, where the Group and the Company are lessees under finance lease comprise motor vehicle as follows:

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Cost	3,590,000	3,590,000	3,590,000	3,590,000
<u>Less</u> Accumulated depreciation	(733,737)	(15,737)	(733,737)	(15,737)
Net book amount	2,856,263	3,574,263	2,856,263	3,574,263

During 2014, there was no disposal of assets under finance leased (2013: Baht 748,713).

16 Assets for rent, net

	Consolidated				
	Production equipment	Consolidated for film production	Vehicles	Construction in progress	Total
	Baht	Baht	Baht	Baht	Baht
At 1 January 2013					
Cost	455,102,193	9,257,589	97,571,088	24,670,707	586,601,577
<u>Less</u> Accumulated depreciation	(329,787,289)	(6,027,598)	(77,737,229)	-	(413,552,116)
Net book value	125,314,904	3,229,991	19,833,859	24,670,707	173,049,461
For the year ended 31 December 2013					
Opening net book value	125,314,904	3,229,991	19,833,859	24,670,707	173,049,461
Additions	82,256,858	4,948,348	11,662,074	23,170,386	122,037,665
Transfer in (out)	15,990,027	221,404	13,340,633	(29,552,064)	-
Disposal and write-off, net	(481,045)	(939,145)	(1,457)	-	(1,421,646)
Depreciation (Note 26)	(35,334,226)	(2,604,358)	(5,127,601)	-	(43,066,185)
Closing net book value	187,746,518	4,856,240	39,707,508	18,289,029	250,599,295
At 31 December 2013					
Cost	552,975,561	9,835,479	121,228,561	18,289,029	702,328,630
<u>Less</u> Accumulated depreciation	(365,229,043)	(4,979,239)	(81,521,053)	-	(451,729,335)
Net book value	187,746,518	4,856,240	39,707,508	18,289,029	250,599,295

16 Assets for rent, net (Cont'd)

	Consolidated				
	Production equipment	Supplies for film production	Vehicles	Construction in progress	Total
	Baht	Baht	Baht	Baht	Baht
For the year ended 31 December 2014					
Opening net book value	187,746,518	4,856,240	39,707,508	18,289,029	250,599,295
Additions	45,530,940	2,088,566	14,994,947	26,944,089	89,558,542
Transfer in (out)	34,425,688	-	2,031,368	(36,457,056)	-
Disposal and write-off, net	(755,358)	(358,445)	(643,836)	-	(1,757,639)
Depreciation (Note 26)	(38,280,610)	(2,692,834)	(6,618,559)	-	(47,592,003)
Closing net book value	228,667,178	3,893,527	49,471,428	8,776,062	290,808,195
At 31 December 2014					
Cost	631,044,395	7,970,702	134,979,576	8,776,062	782,770,735
<u>Less</u> Accumulated depreciation	(402,377,217)	(4,077,175)	(85,508,148)	-	(491,962,540)
Net book value	228,667,178	3,893,527	49,471,428	8,776,062	290,808,195

A subsidiary owns assets for rent which is not for long-term lease.

17 Intangible assets, net

	Consolidated		
	Software	Copyright	Total
	Baht	Baht	Baht
At 1 January 2013			
Cost	7,152,245	45,500	7,197,745
<u>Less</u> Accumulated amortisation	(5,066,907)	-	(5,066,907)
Net book value	2,085,338	45,500	2,130,838
For the year ended 31 December 2013			
Opening net book value	2,085,338	45,500	2,130,838
Additions	66,600	-	66,600
Amortisation (Note 26)	(891,320)	-	(891,320)
Closing net book value	1,260,618	45,500	1,306,118
At 31 December 2013			
Cost	7,218,845	45,500	7,264,345
<u>Less</u> Accumulated amortisation	(5,958,227)	-	(5,958,227)
Net book value	1,260,618	45,500	1,306,118

17 Intangible assets, net (Cont'd)

	Consolidated		
	Software	Copyright	Total
	Baht	Baht	Baht
For the year ended 31 December 2014			
Opening net book value	1,260,618	45,500	1,306,118
Additions	151,800	-	151,800
Amortisation (Note 26)	(658,978)	-	(658,978)
Closing net book value	753,440	45,500	798,940
At 31 December 2014			
Cost	7,370,645	45,500	7,416,145
<u>Less</u> Accumulated amortisation	(6,617,205)	-	(6,617,205)
Net book value	753,440	45,500	798,940

Amortisation of Baht 184,534 (2013: Baht 253,261) and Baht 474,445 (2013: Baht 637,759) are included in cost of providing services and administrative expenses, respectively, in the consolidated financial statements.

	Company		
	Software	Copyright	Total
	Baht	Baht	Baht
At 1 January 2013			
Cost	3,296,948	45,500	3,342,448
<u>Less</u> Accumulated amortisation	(2,958,508)	-	(2,958,508)
Net book value	338,440	45,500	383,940
For the year ended 31 December 2013			
Opening net book value	338,440	45,500	383,940
Amortisation (Note 26)	(235,274)	-	(235,274)
Closing net book value	103,166	45,500	148,666
At 31 December 2013			
Cost	3,296,948	45,500	3,342,448
<u>Less</u> Accumulated amortisation	(3,193,782)	-	(3,193,782)
Net book value	103,166	45,500	148,666

17 Intangible assets, net (Cont'd)

	Company		
	Software	Copyright	Total
	Baht	Baht	Baht
For the year ended 31 December 2014			
Opening net book value	103,166	45,500	148,666
Additions	151,800	-	151,800
Amortisation (Note 26)	(70,318)	-	(70,318)
Closing net book value	184,648	45,500	230,148
At 31 December 2014			
Cost	3,448,748	45,500	3,494,248
<u>Less</u> Accumulated amortisation	(3,264,100)	-	(3,264,100)
Net book value	184,648	45,500	230,148

Amortisation of Baht 70,318 (2013: Baht 235,274) is included in administrative expenses in the Company financial statements.

18 Deferred income taxes

Deferred income taxes are calculated in full on temporary differences, using the liability method and using a principal tax rate of 20% (2013: 20%). The deferred taxation related to the temporary differences between the carrying amounts and the tax bases of assets and liabilities of the Group are summarised below:

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Deferred tax assets:				
Deferred tax asset to be recovered within 12 months	2,642,899	650,928	478,363	518,847
Deferred tax asset to be recovered after 12 months	3,759,296	3,603,663	1,132,576	705,736
Deferred tax liabilities:				
Deferred tax liabilities to be settled within 12 months	-	(2,637,958)	-	(2,362,681)
Deferred tax liabilities to be settled after 12 months	(5,406,100)	(4,335,141)	-	(9,422)
Deferred income tax, net	996,095	(2,718,508)	1,610,939	(1,147,520)

The gross movement of deferred income tax account is as follows:

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Opening net book value	(2,718,508)	(149,874)	(1,147,520)	1,040,211
Charge to profit or loss (Note 28)	3,714,603	(2,920,597)	2,758,459	(2,216,937)
Other comprehensive income	-	351,963	-	29,206
Closing net book value	996,095	(2,718,508)	1,610,939	(1,147,520)

Deferred income tax assets and liabilities are offset when the income taxes related to the same fiscal authority.

Deferred tax assets and deferred tax liabilities in the consolidated financial positions are presented at net amount of assets and liabilities incurred in each subsidiary.

The movements in deferred tax asset and liabilities during the year are as follows:

	Consolidated		
	31 December 2013	Credit (debit) to profit or loss	31 December 2014
	Baht	Baht	Baht
Deferred income tax assets			
Allowance for doubtful account	1,128,685	1,512,867	2,641,552
Employee benefit obligations	3,084,451	662,027	3,746,478
Gain on sales of fixed assets within the Group	39,952	(32,440)	7,512
Inventories and work in process	1,503	(156)	1,347
Leased assets under finance lease	-	5,306	5,306
	4,254,591	2,147,604	6,402,195
Deferred income tax liabilities			
Depreciation	(4,600,996)	(805,104)	(5,406,100)
Investment in trading securities	(2,362,681)	2,362,681	-
Leased assets under finance lease	(9,422)	9,422	-
	(6,973,099)	1,566,999	(5,406,100)
Deferred income taxes, net	(2,718,508)	3,714,603	996,095

18 Deferred income taxes (Cont'd)

	31 December 2013	Company Credit (debit) to profit or loss	31 December 2014
	Baht	Baht	Baht
Deferred income tax assets			
Allowance for doubtful account	518,847	(40,484)	478,363
Employee benefit obligations	705,736	421,534	1,127,270
Leased assets under finance lease	-	5,306	5,306
	1,224,583	386,356	1,610,939
Deferred income tax liabilities			
Investment in trading securities	(2,362,681)	2,362,681	-
Leased assets under finance lease	(9,422)	9,422	-
	(2,372,103)	2,372,103	-
Deferred income taxes, net	(1,147,520)	2,758,459	1,610,939

19 Trade and other payables

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Trade payable				
- Other companies	18,679,887	14,181,582	2,742,501	2,775,382
- Related companies (Note 32.5)	-	-	376,717	36,054
Advance received	4,968,574	5,327,790	4,689,287	-
Other payables	7,842,197	8,069,397	116,285	422,849
Accrued expenses	22,628,766	32,537,971	5,284,935	12,045,648
Trade and other payables	54,119,424	60,116,740	13,209,725	15,279,933

20 Borrowings

a) Short-term borrowing from financial institution

The movements in short-term borrowing from financial institution can be analysed as follows:

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Opening balance	-	-	-	-
Additions during the year	32,000,000	-	32,000,000	-
Repayments during the year	(32,000,000)	-	(32,000,000)	-
Closing balance	-	-	-	-

b) Long-term borrowing from financial institution

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Repayable within 1 year	18,120,000	397,000	-	-
Later than 1 year but not later than 2 years	66,170,000	-	-	-
	84,290,000	397,000	-	-

Long-term borrowing is guaranteed by the Company (Note 32.9) and carry interest at the rate of MLR per annum (2013: MLR per annum).

The carrying amounts of bank borrowing approximate their fair value.

The movements in borrowing from financial institution can be analysed as follows:

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Opening balance	397,000	5,401,000	-	-
Additions during the year	90,000,000	-	-	-
Repayments during the year	(6,107,000)	(5,004,000)	-	-
Closing balance	84,290,000	397,000	-	-

c) Finance lease liabilities

Finance lease liabilities - minimum lease payments:

	Consolidated and Company	
	2014	2013
	Baht	Baht
Repayable within 1 year	716,376	716,376
Later than 1 year but not later than 5 years	2,089,430	2,805,806
<u>Less</u> Future finance charges on finance leases	(465,746)	(709,880)
Present value of finance lease liabilities	2,340,060	2,812,302
Representing lease liabilities:		
- Short-term	518,553	472,242
- Long-term	1,821,507	2,340,060
	2,340,060	2,812,302

20 Borrowings (Cont'd)

The movements in finance lease liabilities can be analysed as follows:

	Consolidated and Company	
	2014	2013
	Baht	Baht
At 1 January	2,812,302	966,600
Addition	-	3,590,000
Repayments	(472,242)	(1,744,298)
At 31 December	2,340,060	2,812,302

21 Employee benefit obligations

Retirement benefits

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Statement of financial position				
Retirement benefit obligation	18,850,325	15,519,802	5,636,350	3,528,677
Present value of unfunded obligation	18,850,325	15,519,802	5,636,350	3,528,677

The movements in the defined benefit obligation over the year are as follows:

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
At 1 January	15,519,802	13,024,332	3,528,677	2,767,938
Current service cost	3,226,032	1,174,437	1,898,567	501,227
Interest cost	702,235	533,998	209,106	113,483
Actuarial losses	-	1,808,676	-	146,029
Benefit paid	(597,744)	(1,021,641)	-	-
At 31 December	18,850,325	15,519,802	5,636,350	3,528,677

The amounts recognised in the income statement are as follows:

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Current service cost	3,226,032	1,174,437	1,898,567	501,227
Interest cost	702,235	533,998	209,106	113,483
Total	3,928,267	1,708,435	2,107,673	614,710

Charges to cost of providing services and administrative expense as follows:

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Charges to cost of providing services	456,388	169,672	112,159	71,023
Charges to administrative expenses	3,471,879	1,538,763	1,995,514	543,687
Total	3,928,267	1,708,435	2,107,673	614,710

The principal actuarial assumptions used were as follows:

	2014	2013
	%	%
Discount rate	4.20	4.20
Inflation rate	3	3
Future salary increases	3, 4, 6	3, 4, 6

22 Share capital and premium on share capital

	Issued and fully paid-up				
	Authorised number of shares	Number of shares	Ordinary shares	Share premium	Total
	Shares	Shares	Baht	Baht	Baht
At 1 January 2013	535,000,000	259,143,807	259,143,807	141,516,103	400,659,910
Issue of shares	-	210,000,000	210,000,000	498,493,360	708,493,360
Warrants exercised	-	101,167	101,167	29,642	130,809
At 31 December 2013	535,000,000	469,244,974	469,244,974	640,039,105	1,109,284,079
Warrants exercised	-	62,384,877	62,384,877	18,278,739	80,663,616
At 31 December 2014	535,000,000	531,629,851	531,629,851	658,317,844	1,189,947,695

As at 31 December 2014, the total authorised number of ordinary shares is 535,000,000 shares (2013: 535,000,000 shares) with a par value of Baht 1 per share (2013: Baht 1 per share). The issued and fully paid-up ordinary share is 531,629,851 shares (2013: 469,244,974 shares).

During 8 to 10 May 2013, the Company public offered its ordinary shares of 210,000,000 shares, with the par value of Baht 1 per share. The offering price of these shares was Baht 3.5 per share totally to Baht 735 million. The Company recorded direct expenses in respect of shares issuance amounting to Baht 26.5 millions as a deduction to the share premium. As a result, the number of registered shares and paid-up shares increased from 259,143,807 shares to 469,143,807 shares, with share premium increased from Baht 141,516,103 to Baht 640,009,463.

During 2014, 57,657,032 units (2013: 93,500 units) of warrants have been exercised for a total of capital amounting to Baht 80,663,616 (2013: Baht 130,809) which includes share premium of Baht 18,278,739 (2013: Baht 29,642).

23 Legal reserve

	Consolidated and Company	
	2014	2013
	Baht	Baht
At 1 January	5,012,705	4,339,324
Appropriate during the year	3,297,076	673,381
At 31 December	8,309,781	5,012,705

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.

24 Warrants

The Company offered warrants to existing shareholders of the Company according to the proportion of shareholding. The warrants have no offered price and their terms do not exceed 5 years from the issued date.

24 Warrants (Cont'd)

		As at 31 December 2013		Decrease during the period					As at 31 December 2014	
Issued	Exercise period		Outstanding warrant	Exercise ratio for ordinary shares per 1 warrant	Issue of ordinary shares during the period	Exercise price	Amount	Outstanding warrant		Unit
	Start	End								
MATCH-W2	29 May 2009	30 December 2009	29 May 2014							
				1.082	62,384,877	1.293	80,663,616	-		
					62,384,877		80,663,616	-		

		As at 31 December 2012		Decrease during the period					As at 31 December 2013	
Issued	Exercise period		Outstanding warrant	Exercise ratio for ordinary shares per 1 warrant	Issue of ordinary shares during the period	Exercise price	Amount	Outstanding warrant		Unit
	Start	End								
MATCH-W2	29 May 2009	30 December 2009	29 May 2014							
				1.082	101,167	1.293	130,809	58,165,863		
					101,167		130,809	58,165,863		

During 2014, 57,657,032 units (2013: 93,500 units) of warrants have been exercised for a total of capital amounting to Baht 80,663,616 (2013: Baht 130,809). As at 31 December 2014, there is no outstanding warrant in issued (2013: 58,165,863 units).

25 Other income

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Dividends income	-	-	56,136,046	38,098,911
Gain on fair value adjustment of trading securities	14,391,499	11,813,403	14,391,499	11,813,403
Interest income from short-term loans to subsidiaries (Note 32.6)	-	-	11,594,319	9,233,679
Management fee income	-	-	1,369,234	1,488,000
Gains on disposals of property and equipment	497,411	269,527	34,292	269,527
Interest income	2,263,665	1,928,451	958,011	434,115
Gains on exchange rate	135,547	404,615	-	-
Reversal of provision for withholding tax deducted at sources	-	928,231	-	-
Others	2,297,949	3,031,038	210,372	845,106
	19,586,071	18,375,265	84,693,773	62,182,741

26 Expenses by nature

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Depreciation - building and equipment (Note 15)	13,219,874	11,410,655	10,226,497	8,645,509
Depreciation - assets for rent (Note 16)	47,592,003	43,066,185	-	-
Amortisation - intangible assets (Note 17)	658,978	891,320	70,318	235,274
Staff costs	238,787,281	221,578,306	45,450,294	42,152,226
Employee benefit expense	3,830,495	1,708,435	2,009,901	614,710
Director and executive remuneration	47,224,072	34,547,853	35,536,572	23,282,853
Outsourcing service fee	87,898,833	64,099,457	8,900,605	9,695,250
Operating leases	70,289,916	65,928,582	38,635,290	36,995,870
Commission	5,486,008	4,526,156	959,999	1,461,495

27 Other expense

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Loss from disposal of property and equipment	408,831	920,713	-	-
Loss from dissolution of subsidiaries	-	-	5,492,914	-
	408,831	920,713	5,492,914	-

28 Income tax

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Current income tax	14,411,057	18,426,751	-	5,054,899
Adjustments in respect of prior year	-	141,626	-	-
Deferred income tax (Note 18)	(3,714,603)	2,920,597	(2,758,459)	2,216,937
Income tax	10,696,454	21,488,974	(2,758,459)	7,271,836

Tax on the Group's profit before tax differs from the theoretical amount that would arise using the tax rate of 20% (2013: 20%) as follows:

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Profit before income tax	40,058,243	100,012,823	44,219,061	73,213,350
Tax calculated at a tax rate of 20% (2013: 20%)	8,011,649	20,002,565	8,843,812	14,642,670
The effect of: Joint ventures' results net of tax	1,357,463	-	-	-
Revenue not subject to tax	(28,729,927)	(72,500)	(39,790,753)	(7,619,782)
Expenses not deductible for tax purposes	857,190	1,736,490	203,071	369,569
Expenses that can be double deductible	(187,291)	(319,207)	(117,580)	(120,621)
Tax losses for which no deferred income tax asset was recognised	29,354,773	-	28,102,991	-
Adjustments in respect of prior year	-	141,626	-	-
Unrealised losses from intercompany transaction	32,597	-	-	-
Income tax	10,696,454	21,488,974	(2,758,459)	7,271,836

Further information about deferred income tax is presented in Note 18.

29 Earnings per share

Basic earnings per share is calculated by dividing the profit attributable to shareholders by the weighted average number of paid-up ordinary shares in issue during the year.

For the calculation of the diluted earnings per share, the net profit adjusted for weighted average number of ordinary shares are assumed for conversion of all dilutive potential ordinary shares, being warrants as detailed in Note 24.

The basic earnings per share and the diluted earnings per share are as follows:

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Weighted average number of shares (Shares)	505,551,857	393,224,378	505,551,857	393,224,378
Effect of dilutive potential shares (Shares)	12,193,383	29,088,244	12,193,383	29,088,244
Weighted average number of shares for diluted earnings (Shares)	517,745,240	422,312,622	517,745,240	422,312,622
Net profit for the period attributable to				
ordinary shareholders (Baht)	29,466,031	77,739,052	46,977,520	65,941,514
Basic earnings per share (Baht)	0.06	0.20	0.09	0.17
Diluted earnings per share (Baht)	0.06	0.18	0.09	0.16

30 Dividends

Company

At the 2014 Annual General Shareholder's Meeting held on 28 April 2014, it was resolved that dividends in respect of 2013 be paid at Baht 0.10 per share, totalling Baht 47.15 million (2013: Baht 0.06 per share, totalling Baht 15.5 million). The dividends were distributed to shareholders on 21 May 2014.

Subsidiaries company

At the 2014 Annual General Shareholder's Meeting of Gear Head Co., Ltd. held on 29 April 2014, it was resolved that dividends in respect of 2013 be paid at Baht 36.16 per share, totalling Baht 47.01 million. The dividends were paid on 29 May 2014.

At the 2014 Annual General Shareholder's Meeting of Book Maker Co., Ltd. held on 29 April 2014, it was resolved that dividends in respect of 2013 be paid at Baht 300 per share, totalling Baht 6.0 million. The dividends were paid on 29 May 2014.

At the 2014 Annual General Shareholder's Meeting of Matching Broadcast Co., Ltd. held on 29 April 2014, it was resolved that dividends in respect of 2013 be paid at Baht 23.00 per share, totalling Baht 2.30 million. The dividends were paid on 29 May 2014.

31 Commitments and contingencies

31.1 Letter of guarantee

As at 31 December 2014, there are letters of guarantee issued by a commercial bank in respect of television air time contracts, performance, and electricity usage, on behalf of the Company and a subsidiary totalling Baht 3.81 million (2013: Baht 3.00 million). The Group used their fixed and saving deposits of Baht 3.64 million (2013: Baht 2.80 million) as collateral for those letters of guarantee.

31.2 Operating leases - where the Group is the lessee

As at 31 December 2014, the Group has commitment obligations in respect of long-term lease of land and building contracts. The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Not later than 1 year	7,109,789	8,953,381	1,789,211	3,153,684
Later than 1 year but not later than 5 years	9,045,408	10,172,579	6,785,263	6,843,947
Later than 5 years	12,474,211	14,204,737	12,474,211	14,204,737
	28,629,408	33,330,697	21,048,685	24,202,368

32 Related party transactions

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the Company, including holding companies, subsidiaries and fellow subsidiaries are related parties of the Company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Company and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

The Company is controlled by The BBTV Productions Co., Ltd. (incorporated in Thailand), which owns 42.74% of the Company's shares. The remaining 57.26% of the shares are widely held. The significant investments in subsidiaries is set out in Note 12.

Transactions with the companies and parties under The BBTV Productions Co., Ltd. group are considered related parties transactions. In addition, companies and parties relating to directors and directors' family are also considered related parties.

32 Related party transactions (Cont'd)

The following material transactions were carried out with related parties:

32.1 Revenue from sales and services

For the years ended 31 December	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Revenues from television programs				
Related company	21,090,000	28,510,000	21,090,000	28,510,000
Revenues from concert/events organising				
Related company	3,771,231	5,990,340	-	-
Interest income				
Subsidiaries	-	-	11,594,318	9,233,679
Others				
Subsidiaries	-	-	1,369,234	1,539,000

32.2 Cost and service

For the years ended 31 December	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Cost of services				
Subsidiaries	-	-	5,321,745	4,315,125
Related companies	27,723,310	26,525,685	27,299,310	26,235,685
	27,723,310	26,525,685	32,621,055	30,550,810
Operating expenses (reversal)				
Subsidiaries	-	-	11,306	(883,241)
Related companies	2,649,209	1,729,849	2,516,058	1,656,000
	2,649,209	1,729,849	2,527,364	772,759
Interest expense				
Subsidiary	-	-	193,315	-
Building rental				
Director of the company	1,962,395	1,962,395	840,000	840,000

32 Related party transactions (Cont'd)

32.3 Purchase of asset

For the years ended 31 December	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Purchase intangible asset				
Related companies	-	437,003	-	-

32.4 Disposal of construction in progress

For the years ended 31 December	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Disposal of construction in progress				
Subsidiaries	-	-	(12,150,000)	-

32.5 Outstanding balances arising from sales/purchases of goods/services

As at 31 December	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Trade accounts receivable				
(included in Note 10 "Trade and other receivables")				
Related companies	-	1,781,550	-	1,781,550
Deposit				
Related companies	138,000	138,000	-	-
Trade accounts payable				
(included in Note 19 "Trade and other payables")				
Subsidiaries	-	-	376,717	36,054
Advance received				
Related companies	-	5,280,000	-	-
Accrued expense				
Related companies	268,000	159,000	159,000	159,000

32 Related party transactions (Cont'd)

32.6 Short-term loans to subsidiaries, net

For the years ended 31 December	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Subsidiaries				
Beginning balance	-	-	180,350,000	88,940,000
Less Allowance for doubtful	-	-	(35,775,989)	(35,775,989)
Beginning balance, net	-	-	144,574,011	53,164,011
Loans granted during the year	-	-	93,246,000	129,950,000
Interest income (Note 32.1)	-	-	11,594,318	9,233,679
Reversal of allowance for doubtful	-	-	21,408,862	-
Repayments received during the year	-	-	(90,970,000)	(38,300,000)
Interest received during the year	-	-	(11,833,127)	(9,473,679)
Ending balance, net	-	-	168,020,064	144,574,011

Loans to subsidiaries are in form of promissory notes, carry interest at the rate of 6.00% per annum (2013: 6.00% per annum) and are due at call. Loans are unsecured.

32.7 Short-term borrowing from subsidiary, net

For the years ended 31 December	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Subsidiaries				
Beginning balance	-	-	-	-
Addition during the year	-	-	4,200,000	-
Repayment during the year	-	-	(4,200,000)	-
Ending balance	-	-	-	-

Loans from subsidiaries are unsecured and carry interest at the rate of 6.00% per annum and are due at call.

32 Related party transactions (Cont'd)

32.8 Directors and executive remuneration

For the years ended 31 December	Consolidated		Company	
	2014	2013	2014	2013
	Baht	Baht	Baht	Baht
Short-term benefit				
Directors	47,224,072	34,547,853	35,536,572	23,282,853

32.9 Guarantees

The Company has provided guarantees for bank loans in subsidiaries for a total of Baht 110 million (2013: Baht 25 million) (Note 20).

General Information

General Information

Company Name	: Matching Maximize Solution Public Company Limited
Type of Business	: TV program production, TV commercials production, equipment rental services, event organizing, printing business and post production business
Office	: No. 305/10, Soi Sukhothai 6, Sukhothai Road, Dusit Sub-district, Dusit District, Bangkok 10300
Telephone	: 0-2243-6543-6, 0-2669-4200-9
Fax	: 0-2243-4124, 0-2243-1494
Company's registration number	: 0107545000365
Homepage	: www.matchinggroup.com
Registered capital as of 31 December 2014	: Baht 535,000,000
Paid-up capital as of 31 December 2014	: Baht 531,629,851
Type	: Ordinary shares

Registrar

Registrar	: Thailand Securities Depository Co., Ltd
Type of Business	: Securities Depository
Office	: 62 Stock Exchange of Thailand, Rachadapisek Road, Klongtoey, Bangkok, 10110
Telephone	: 0-2229-2800, 0-2229-2872
Fax	: 0-2654-5645
Homepage	: http://www.tsd.co.th

Auditor

Company Name	: Pricewaterhousecoopers ABAS Co., Ltd
Office	: 15 th Floor, Bangkok City Building, No. 179/74-80 South Sathorn Rd, Thungmahamek, Sathorn, Bangkok 10120
Telephone	: 0-2286-9999
Fax	: 0-2286-5050
Homepage	: www.pwc.com

Legal Advisor

Name	: Siam Premier International Co.Ltd.
Office	: 26 th Floor, Central World, No. 999/9 Rama I Rd, Pathumwan, Bangkok 10330
Telephone	: 0-2646-1888 : 0-2646-1919
Homepage	: www.siampremier.co.th

