

NATION MULTIMEDIA GROUP PUBLIC COMPANY LIMITED



NATION MULTIMEDIA GROUP PUBLIC COMPANY LIMITED





Vision Statement

The Multimedia group that reaches every household

Mission Statement

To inform, educate, entertain and inspire in the most trustworthy, timely and creative manner

Core Values

Credibility :	Credibility in business operation and news reporting
Integrity :	Honesty to media profession and perform business ethically
Synergy :	Recognize the value of multimedia and synergy of various parties, both internally and externally, to provide utmost interests for customers, shareholders and employees
Customer Focus :	To provide excellent services to maximize customer satisfaction
Innovation :	Innovation in product, marketing, sales, service and management system

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General Information

Name	Nation Multimedia Group Public Company Limited
Head Office	1858/118-119, 121-122, 124-130, 27 th -32 nd Floor, Bangna-Trad Road, Bangna, Bangkok 10260
Telephone	(66) 2338-3333
Fax	(66) 2338-3938

- **SET Listing Date**

June 9, 1988

- **Public Company Registration**

December 14, 1993 (PLC no.0107536001524)

- **Business Line**

The company and subsidiary companies operate eight business units as follows:

1. **Thai-language News Business Unit** - Production of Krungthep Turakij Thai language daily newspaper together with related businesses including news websites, training programmes, seminars, special events, news via mobile, and digital newspaper (I-Newspaper). Operated by Krungthep Turakij Media Company Limited. (KTM)
2. **General News Business Unit** - Production of Thai-language newspaper Kom Chad Luek and Nation Weekender. Operated by Kom Chad Luek Media Company Limited (KMM).
3. **English-language News Business Unit** - Production of The Nation newspaper, training and seminar business and communication skills. Operated by Nation News Network Company Limited (NNN).
4. **Broadcasting Business Unit**
 - Bangkok Business Broadcasting Company Limited (BBB), a subsidiary of NMG and owner of the general SD digital TV channel NOW (Channel NOW26) presenting variety news and entertainment for the new generation covering economy, stocks, investment and how to succeed, as well as lifestyle programs on culture, sports, environment, family and more, to serve the needs of the modern urban dweller.
 - Nation Broadcasting Corporation Public Company Limited (NBC) founder and operator of a full-cycle TV broadcasting business including program production, procurement and sale of air time for news and entertainment programs, production of radio programs, and New Media. NBC Next Vision Company Limited (a subsidiary of NBC) is the owner of the SD News digital TV channel under the name Nation TV (Channel 22).

5. **Edutainment & International Business Unit** - Production and distribution of print media for children and educational purposes, including production of publications under Nation Books, Nation Junior, advertising representative and distributor of foreign publications, producer of TV programs via digital TV, etc. Operated by Nation International Edutainment Public Company Limited (NINE). Also undertakes educational services and related services, operated by NINE Be Bright Co., Ltd. (a subsidiary of NINE).
6. **Printing Business Unit** - Printing service business. Operated by WPS (Thailand) Company Limited (WPS).
7. **Logistics Business Unit** - Providing logistics services for printed media and other categories of goods for group companies and general customers. Operated by NML Company Limited (NML).
8. **Education Business Unit** - Undertaking the education business by managing and operating Nation University providing bachelor's and master's degree courses at its two campuses in Bangkok and Lampang. Operated by Nation U Company Limited (NU), a subsidiary of NMG.

- **Registered Capital**

Baht 2,663,572,194.95 consisting of 5,025,607,915 Shares at Baht 0.53 par value

- **Paid-up Capital**

December 31, 2015 the Company has paid-up capital of Baht 2,155,848,808.86 consisting of 4,067,639,262 Shares at Baht 0.53 par value

- **Chiang Mai Branch**

24/1 Soi 5 Kor, Nantaram Road, Haiya, Muang District, Chiang Mai 50100
Tel: (053) 271-831 Fax: (053) 200-151

- **Khon Kaen Branch**

67 Moo 8, Lao Na Dee Road, Muang District, Khon Kaen 80000
Tel: (043) 324-170 Fax: (043) 324-243

- **Hat Yai Branch**

88/9 Kanchanawanich Road, Baan Pru, Hat Yai, Songkhla 90250
Tel: (074) 210-035-8 Fax: (074) 210-039



Summary of Financial Data and Investments

(Unit : in Million Baht)

1. Data from Consolidated Financial Statements	2015	2014 (Restated)	2013
• Revenue from Sales and Services	3,014.59	2,827.71	2,949.25
• Total Income	3,165.04	2,943.69	3,059.87
• Gross Profit Margin	804.68	862.90	1,153.86
• Profit Before Interest, Taxes, Depreciation and Amortisation	623.42	629.10	670.04
• Net Profit	26.96	15.62	251.72
• Total Assets	8,237.22	8,206.14	5,351.02
• Total Equity	4,354.35	3,761.70	3,784.63
2. Financial Ratios	2015	2014 (Restated)	2013
• Total Debts to Equity (Times)	0.89	1.18	0.41
• Gross Profit Margin (%)	26.69 %	30.52 %	39.12 %
• Net Profit on Total Income	0.85 %	0.53 %	8.23 %
• Return on Equity	0.62 %	0.42 %	6.65 %
• Return on Total Assets	0.32 %	0.19 %	5.30 %
• Earnings per Share (Baht)	0.010	0.005	0.10
• Book Value per Share (Baht)	1.07	1.13	1.15

Dividend Policy

The Company has a policy to pay dividend to shareholders of no less than 65 percent of net profit (separate financial statements) after corporate income tax, legal reserve and other reserves. However, the dividend payment is subject to the investment plan, business necessity, and other suitable causes in the future. The Board of Director's resolution to pay dividend must be approved at the shareholder's meeting, except for payment of interim dividend at which the Board of Directors have authority to approve and must report such payment at the next shareholder's meeting.

Investments in direct and indirect Subsidiaries of Nation Multimedia Group PCL. as of 31 December 2015

	Registered Capital (Million Baht)	Percentage of Investments
PUBLISHING BUSINESS		
Nation International Edutainment PCL.	259.25	76.49
Nation Edutainment Co., Ltd. (Invested by Nation International Edutainment PCL.)	41.25	76.49
Nation Global Edutainment Co., Ltd. (Invested by Nation International Edutainment PCL.)	50	75.72
Nation News Network Co., Ltd.	100	99.99
Kom Chad Luek Media Co., Ltd.	25	99.99
Krungthep Turakij Media Co., Ltd.	25	99.99
PRINTING SERVICES BUSINESS		
WPS (Thailand) Co., Ltd.	500	84.50
BROADCASTING BUSINESS		
Nation Broadcasting Corporation PCL.	720.34	71.45
NBC Nextmedia Co., Ltd. (Invested by Nation Broadcasting Corporation PCL.)	20	71.45
NBC Next Screen Co., Ltd. (Invested by Nation Broadcasting Corporation PCL.)	1	71.45
NBC Next Vision Co., Ltd. (Invested by Nation Broadcasting Corporation PCL.)	500	71.45
Nation Kids Co., Ltd. (Invested by Nation International Edutainment PCL.)	1	76.49
Bangkok Business Broadcasting Co., Ltd.	1,000	99.90
LOGISTIC SERVICES BUSINESS		
NML Co., Ltd.	50	99.99
EDUCATION BUSINESS		
Nation U Co., Ltd.	170	90
Nation University (Held licenses by Nation U Co., Ltd.)	-	90
Investments in Associated Company of Nation Multimedia Group PCL. as of 31 December 2015		
Yomiuri-Nation Information Service Limited	4	45



Statement from the Executive Chairman



Sermsin Samalapa

Executive Chairman

Attaining balanced growth in print and television media

Nation Group's engagement in the digital television business during the past two years has ushered in the company's transition to a new era. We have employed proactive business strategies, bring quality variety content to Thai audience, and pursue our position at the forefront of the media industry.

Despite intense competition in the broadcasting business, our two digital TV channels - Nation TV and variety TV station NOW 26 - have achieved satisfactory levels of performance, thanks partly to innovation and the commitment and dedication of the management team and staff.

Nation Group's three newspapers, comprising Krungthep Turakij, Kom Chad Luek and The Nation, have managed to secure their market shares despite the challenges brought about by the growth of digital media. With our expertise and reputation news, Nation Group has consolidated its leading position in the multi-platform media business. The public has maintained trust and loyalty in our news content.

The progress has contributed to more balanced revenue streams, with the revenue contribution of the television business increasing from 36 percent in 2014 to 45 percent in 2015 and that of the print business declining slightly from 48 percent in 2014 to 45 percent in 2015, as a proportion of the total revenue for the past year.

These performances reflect Nation Group's success in reaching its primary goal of creating a balance between its two core businesses of print and television. This achievement is considered a strong fundamental from which to promote sustainable growth for the company in the years to come.

Nation Group is not satisfied with success in the print and digital TV media only, but will continue to seek new business opportunities as they emerge within the media and entertainment industries. Last year, we established NOW Studios, a new business unit operated by NOW26, to produce content such as films, dramas and reality shows for NOW26 itself as well as for other channels both in Thailand and overseas.

The first production "Mard Payak" is a docudrama portraying the life of "Samart Payakarun," one of Thailand's best-known boxers. This debut production of NOW Studios was selected to premiere at the Bangkok ASEAN Film Festival 2015.

Many more productions from NOW Studios will be seen in 2016. This will mark the full launch of Nation Group's "proactive" strategies for all potential businesses in order to create high-value productions for viewers, while continuously enhancing the growth of the business.

In the previous year, NOW 26 opened NOW Studios@Siam at the heart of Siam Square to create a point of connection with the new generation and to serve as a venue for activities that broadly benefit the public.

Though the media business, like other businesses, has been subject to negative impacts resulting from the sluggish economy, Nation Group has significantly improved its business performance in the past year, with total revenue of Baht 3,165.04 million an increase from Baht 221.35 million in 2014. Undoubtedly, we pledge to carry out our duties with enthusiasm so as to provide our shareholders with good returns and to continue to offer trustworthy media for the benefit of Thai society as a whole in the years to come.



Board of Directors

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Mr. Adisak Limprungpatanakij
Director

Mr. Sermsin Samalapa
Executive Chairman

Ms. Duangkamol Chotana
Chief Executive Officer

Mr. Chaveng Chariyapisuthi
Independent Director and Member
of The Audit Committee

Mr. Suthichai Sae-Yoon
Director,
Chief Adviser to Editorial
& Management Boards

Mr. Pakorn Borimasporn
Independent Director and Chairman
of The Audit Committee

Mr. Pana Janviroj
Director

Ms. Kaemakorn Vachiravarakarn
Independent Director and Member
of The Audit Committee

Board of Directors



Mr. Suthichai Sae-Yoon

Director, Chief Adviser to Editorial & Management Boards

Age • 70 years

Qualification

- Assumption Commercial College Bangkok (ACC)
- Saengthong School, Had Yai, Songkhla

Training Course (s)

- Thai Institute of Directors
- Director Accreditation Program (DAP # 54/2006)

Training Course (s) 2015

- N/A

No. of Shares held as at January 13, 2016

- Mr.Suthichai Sae-Yoon 212,878,542 shares (5.23%)
- Mrs.Nantawan Sae-Yoon - shares
- Minor child - shares

Relationship with NMG's Executive

- Mr.Thepchai Sae-Yong Relationship : Younger brother

Experience

1971 - 2012	Director and Editor in Chief Nation Multimedia Group Plc.
2012 - Mar 2015	Chairman/ Director Nation Multimedia Group Plc.
Mar 2015 - Present	Director, Chief Adviser to Editorial & Management Boards Nation Multimedia Group Plc.
Director of other listed company	
1993 - Mar 2015	Chairman Nation Broadcasting Corporation Plc.
2012 - Mar 2015	Chairman Nation International Edutainment Plc. Mar
2015 - Present	Director Nation Broadcasting Corporation Plc.

Mar 2015 - Present Director
Nation International Edutainment Plc.

Director of other non - listed company

2006 - Present	Director NML Co., Ltd.
2008 - Present	Director Nation News Network Co., Ltd.
2011 - Present	Director Nation U Co., Ltd.
2012 - Present	Director NBC Next Media Co., Ltd.
2012 - Present	Director Nation Edutainment Co., Ltd.
Dec 2014 - Present	Director Nation Global Edutainment Co., Ltd.

Director of a competing company or a related business company

- N/A

Year of Directorship 44 Years 5 Months

- Appointed as a director since July 1, 1971

The Meeting Attendance / Meeting held (Frequency)

Board of Directors	12/12
Annual General Meeting of Shareholders	1/1

Board of Directors



Mr. Sermsin Samalapa

Executive Chairman

Age • 48 years

Qualification

- Master of Science in Real Estate Development, Massachusetts Institute of Technology (MIT), Cambridge, MA, USA
- Bachelor of Architecture from Faculty of Architecture, Chulalongkorn University
- Effective Strategies for Media Companies, Executive Education from Harvard Business School, Harvard University Cambridge, MA, USA

Training Course (s)

- Thai Institute of Directors
- Director Accreditation Program (DAP # 24/2004)

Training Course (s) 2015

- N/A

No. of Shares held as at January 13, 2016

- Mr. Sermsin Samalapa 391,972,000 shares (9.64%) (Held through Digital Sky Holdings Co.,Ltd.)
- Spouse - shares
- Minor child - shares

Relationship with NMG's Executive

- N/A

Experience

2010 - 2011	Director Nation Multimedia Group Plc.
2012 - Present	Vice Chairman Nation Multimedia Group Plc.
Mar 2015- Present	Executive Chairman Nation Multimedia Group Plc.

Director of other listed company

2011 - Mar 2015	Director Nation Broadcasting Corporation Plc.
Mar 2015- Present	Chairman Nation Broadcasting Corporation Plc.
2011 - Present	Director Nation International Edutainment Plc.

Director of other non - listed company

2010 - Present	University Council South-East Asia University
2011 - Present	Director Nation U Co., Ltd.
Aug 18, 2015 - Present	University Council Nation University

Director of a competing company or a related business company

- N/A

Year of Directorship 5 Years 1 Months

- Appointed as a director since November 9, 2010

The Meeting Attendance / Meeting held (Frequency)

Board of Directors	8/12
Annual General Meeting of Shareholders	1/1

Board of Directors



Ms. Duangkamol Chotana

Chief Executive Officer

Age • 53 years

Qualification

- BA. Communication Arts, Chulalongkorn University

Training Course

- Thai Institute of Directors
- Directors Certification Program (DCP # 144/2011)
- Anti-Corruption for Executive Program (ACEP 2/2012)
- Thai Listed Companies Association,
- The Stock Exchange of Thailand (TLCA)
- Executive Development Program (EDP # 4)
- Thailand Energy Academy
- Thailand Energy Academy (TEA # 1) 2012

Training Course (s) 2015

- Thai Listed Companies Association,
- The Stock Exchange of Thailand (TLCA)
- TLCA Leadership Development Program (LDP# 3) 2015

No. of Shares held as at January 13, 2016

- Ms. Duangkamol Chotana 22,592,300 shares (0.56%)
- Spouse - shares
- Minor child - shares

Relationship with NMG's Executive

- N/A

Experience

2012 - Present Director and Chief Executive Officer
Nation Multimedia Group Plc.

Director of other listed company

2011 - Present Director
Nation Broadcasting Corporation Plc.
March 9, 2015 - Present Director and Chairman
Nation International Edutainment Plc.

Director of other non - listed company

2010 - Present Director and Chief Executive Officer
Krungthep Turakij Media Co., Ltd.
2012 - Present Director
Nation News Network Co., Ltd.
2012 - Present Director
Kom Chad Luck Media Co., Ltd.
2012 - Present Director and Chairman
WPS (Thailand) Co., Ltd.
2012 - Present Director
NML Co.Ltd.
2012 - Present Director
Nation U Co., Ltd.
2012 - Present Director
Bangkok Business Broadcasting Co., Ltd.
Aug 18, 2015 - Present Honorary Member
Nation University

Director of a competing company or a related business company

- N/A

Year of Directorship 3 Years 10 Months

- Appointed as a director since February 27, 2012

The Meeting Attendance / Meeting held (Frequency)

Board of Directors 12/12
Annual General Meeting of Shareholders 1/1

Board of Directors



Mr. Pakorn Borimasporn

Independent Director and Chairman of The Audit Committee

Age • 69 years

Qualification

- MA. in Electrical Engineering, Chulalongkorn University
- BA. in Electrical Engineering, Chulalongkorn University

Training Course (s)

- Thai Institute of Directors
- Directors Certification Program (DCP 17/2002)
- Directors Certification Program Refresher Course (RE DCP 1/2005)
- Capital Market Academy - The Stock Exchange of Thailand
- Capital Market Academy Leadership Program (CMA # 3)
- Thai Listed Companies Association, The Stock Exchange of Thailand (TLCA)
- Executive Development Program (EDP # 1)
- KPMG Phoomchai Holdings
- COSO 2013 : The Road to Transition

Training Course (s) 2015

- KPMG Phoomchai Holdings
- “Transfer pricing act : Tax consideration for Audit Committees” AC Forum 2015

No. of Shares held as January 13, 2016

- Mr. Pakorn Borimasporn 906,416 shares (0.02%)
- Spouse - shares
- Minor child - shares

Relationship with NMG's Executive

- N/A

Experience

1997 - Present Independent Director and Chairman of The Audit Committee
Nation Multimedia Group Plc.

Director of other listed company

1993 - Present Director and Chief Executive Officer
Lighting & Equipment Public Co., Ltd.

2004 - Present Chairman and Chairman of The Audit Committee
Porn Prom Metal Public Co., Ltd.

Director of other non - listed company

1999 - Present Executive Chairman
L&E Manufacturing Co.,Ltd.

2010 - Present Executive Chairman
L&E Solidstate Co., Ltd.

2015 - Present Director
Electrical and Electronics Institute

Director of a competing company or a related business company

- N/A

Year of Directorship 18 Years 8 Months

- Appointed as a director since April 29, 1997

The Meeting Attendance / Meeting held (Frequency)

Board of Directors	12/12
Audit Committee	4/4
Annual General Meeting of Shareholders	1/1

Board of Directors



Mr. Chaveng Chariyapisuthi

Independent Director and Member of The Audit Committee

Age • 71 years

Qualification

- Assumption Commercial College Bangkok (ACC)

Training Course (s)

Thai Institute of Directors

- Director Accreditation Program (DAP # 36/2005)
- Understanding Fundamental Statement (UFS # 2)
- Finance for Non-Finance Director (FN # 31)
- Monitoring the System Internal Control and Risk Mgmt. # 1
- Audit Committee Program # 20

Training Course (s) 2015

- N/A

No. of Shares Held as at January 13, 2016

- Mr. Chaveng Chariyapisuthi - shares
- Spouse - shares
- Minor child - shares

Relationship with NMG's Executive

- N/A

Experience

1995 - Present Independent Director and Member of The Audit Committee
Nation Multimedia Group Plc.

Director of other listed company

- N/A

Director of other non - listed company

1983 - Present Executive Director
Siam Steel Co., Ltd.
1991 - Present Executive Director
Siam Integrate Co., Ltd.

1991 - Present

Executive Director
SST Holding Co., Ltd.

1991 - Present

Executive Director
Siam Syndicate Technology Co., Ltd.

1991 - Present

Executive Director
Siam Steel Works Co., Ltd.

2009 - Present

Executive Director
Siam Asia Environment Co., Ltd.

Director of a competing company or a related business company

- N/A

Year of Directorship 20 Years 8 Months

- Appointed as a director since April 19, 1995

The Meeting Attendance / Meeting held (Frequency)

Board of Directors	4/12
Audit Committee	2/4
Annual General Meeting of Shareholders	1/1

Board of Directors



Ms. Kaemakorn Vachiravarakarn

Independent Director and Member of The Audit Committee

Age • 40 years

Qualification

- Master in Business Administration (M.B.A.), University of Hawaii at Manoa, U.S.A.
- Bachelor in Business Administration - Accounting major (International Program), Thammasat Business School, Thammasat University
- Certified Public Accountant

Training Course (s)

- Thai Institute of Directors
- Director Accreditation Program (DAP) Thai Program - DAP113/2014
- The Securities and Exchange Commission, Thailand
- Challenges facing audit committees on listed companies' sustainable development

Training Course (s) 2015

- Federation of Accounting Professions of Thailand
- Practice for TSQC1 for auditor that work alone
- Summary of TFRS for NPAsEs
- Audit sampling in practice

No. of Shares Held as at January 13, 2016

- Ms.Kaemakorn Vachiravaraka - shares
- Spouse - shares
- Minor child - shares

Relationship with NMG's Executive

- N/A

Experience

2013 - Present Independent Director and Member of The Audit Committee
Nation Multimedia Group Plc.

Director of other listed company

2004 - 2011 Corporate secretary and AVP Strategic Financial Planning
Natural Park Public Co., Ltd.

Director of other non - listed company

1997 - 1999 Assistant Auditor
SGV Na Thalang Co., Ltd. (Now KPMG)

2001 - 2002 Senior Consultant - Business Recovery Service
Inthanon Business Advisory Ltd.
(Andersen Thailand, Now KPMG)

2002 - 2003 Senior Consultant - Business Recovery Service
Ferrier Hodgson, Now Baker Tilly

2003 - Present Director
I Do Idea Co., Ltd.

Director of a competing company or a related business company

- N/A

Year of Directorship 2 Years 2 Months

- Appointed as a director since October 17, 2013

The Meeting Attendance / Meeting held (Frequency)

Board of Directors	7/12
Audit Committee	2/4
Annual General Meeting of Shareholders	1/1

Board of Directors



Mr. Pana Janviroj

Director

Age • 57 years

Qualification

- MA., Tufts University, USA

Training Course (s)

- Thai Institute of Directors
- Directors Certification Program (DCP # 71/2006)
- Thai Listed Companies Association,
- The Stock Exchange of Thailand (TLCA)
- Risk Management Seminar & Workshop

Training Course (s) 2015

- Thai Institute of Directors
- Anti-Corruption for Executive Program (ACEP 15/2015)

No. of Shares held as at January 13, 2016

- Mr. Pana Janviroj 20,373,500 shares (0.50%)
- Mrs. Pusadee Janviroj - shares
- Minor child - shares

Relationship with NMG's Executive

- N/A

Experience

2012 - Present Director
Nation Multimedia Group Plc.

Director of other listed company

2011 - Present Director
Nation International Edutainment Plc.

Mar 2015 - Present Chief Executive Officer
Nation International Edutainment Plc.

Director of other non - listed company

2008 - Present Director
Nation News Network Co., Ltd.

2012 - Present

Director

Yomiuri-Nation Information Service Co., Ltd.

2012 - Present

Director

Nation Global Edutainment Co., Ltd

2014 - Present

Director

WPS (Thailand) Co., Ltd.

2014 - Present

Director

Nation Edutainment Co., Ltd.

May 2015 - Present

Director

Thai Listed Companies Association

Aug 18, 2015 - Present

Honorary Member

Nation University

Director of a competing company or a related business company

- N/A

Year of Directorship 16 Years 8 Months

- Appointed as a director since April 19, 1999

The Meeting Attendance / Meeting held (Frequency)

Board of Directors 12/12

Annual General Meeting of Shareholders 1/1

Board of Directors



Mr. Adisak Limprungpatanakij

Director

Age	• 55 years	2009 - 2010	President of Satellite Television Association (Thailand)
Qualification	• BA. Faculty of Commerce and Accountancy, Thammasart University	2010 - Present	Director Kom Chad Luck Media Co., Ltd.
Training Course	Thai Institute of Directors	2012 - Present	Director NBC Next Media Co., Ltd.
	• Directors Certification Program (DCP # 71/2006)	2012 - Present	Director NML Co.Ltd.
	Thai Institute of Directors	2012 - Present	Director Nation U Co., Ltd.
	• Capital Market Academy : Executive MBA (CMA # 19/2014)	2012 - Present	Director NBC Next Vision Co., Ltd.
Training Course (s) 2015	Securities and Exchange Commission (SEC)	2015 - Present	Vice President Digital Television Association (Thailand).
	• "Roles of listed companies executives in the capital market development" (CEO Forum # 1/2015)	Aug 18, 2015 - Present	Honorary Member Nation University
No. of Shares held as at January 13, 2016	• Mr. Adisak Limprungpatanakij 16,900,000 shares (0.42%)	Director of a competing company or a related business company	• N/A
	• Mrs. Kamolthip Limprungpatanakij - shares	Year of Directorship 13 Years 8 Months	• Appointed as a director since April 19, 1999
	• Minor child - shares	The Meeting Attendance / Meeting held (Frequency)	
Relationship with NMG's Executive	• N/A	Board of Directors	8/12
Experience		Annual General Meeting of Shareholders	1/1
2012 - Present	Director Nation Multimedia Group Plc.		
Director of other listed company			
2000 - Present	Director and Chief Executive Officer Nation Broadcasting Corporation Plc.		
Director of other non - listed company			
1992 - 1999	Editor - Krungthep Turakij		
1998 - 1999	President of The Economic Reporters Association		

Executive Board

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Mr. Adisak Limprungpatanakij
Director Executive Board

Mr. Pana Janviroj
Director Executive Board

Mr. Semsin Samalapa
Executive Chairman

Mr. Suthichai Sae-Yoon
Director Executive Board,
Chief Adviser to Editorial
& Management Boards

Ms. Duangkamol Chotana
Chief Executive Officer

Mr. Thepchai Sae-Yong
Director Executive Board

Executive Board



Mr. Suthichai Sae-Yoon

Director Executive Board, Chief Adviser to Editorial & Management Boards

Age • 70 years

Qualification

- Assumption Commercial College Bangkok (ACC)
- Saengthong School, Had Yai, Songkhla

Training Course (s)

- Thai Institute of Directors
- Director Accreditation Program (DAP # 54/2006)

Training Course (s) 2015

- N/A

No. of Shares held as at January 13, 2016

- Mr.Suthichai Sae-Yoon 212,878,542 shares (5.23%)
- Mrs.Nantawan Sae-Yoon - shares
- Minor child - shares

Relationship with NMG's Executive

- Mr.Thepchai Sae-Yong Relationship : Younger brother

Experience

1971 - 2012	Director and Editor in Chief Nation Multimedia Group Plc.
1993 - Mar 2015	Chairman Nation Broadcasting Corporation Plc.
2006 - Present	Director NML Co., Ltd.
2008 - Present	Director Nation News Network Co., Ltd.
2011 - Present	Chairman Nation U Co., Ltd.
2012 - Mar 2015	Chairman/ Director Nation Multimedia Group Plc.
2012 - Present	Director NBC Next Media Co., Ltd.

2012 - Present

Director
Nation Edutainment Co., Ltd.

2012 - Mar 2015

Chairman
Nation International Edutainment Plc.

Dec 29, 2014 - Present

Director
Nation Global Edutainment Co., Ltd.

Mar 2015 - Present

Director, Chief Adviser to Editorial
& Management Boards
Nation Multimedia Group Plc.

Mar 2015 - Present

Director
Nation Broadcasting Corporation Plc.

Mar 2015 - Present

Director
Nation International Edutainment Plc.

The Meeting Attendance / Meeting held (Frequency)

Annual General Meeting of Shareholders 1/1

Executive Board



Mr. Sermsin Samalapa

Executive Chairman

- Age**
- 48 years
- Qualification**
- Master of Science in Real Estate Development, Massachusetts Institute of Technology (MIT), Cambridge, MA, USA
 - Bachelor of Architecture from Faculty of Architecture, Chulalongkorn University
 - Effective Strategies for Media Companies, Executive Education from Harvard Business School, Harvard University Cambridge, MA, USA

Training Course (s)

- Thai Institute of Directors
- Director Accreditation Program (DAP # 24/2004)

Training Course (s) 2015

- N/A

No. of Shares held as at January 13, 2016

- Mr. Sermsin Samalapa 391,972,000 shares (9.64%) (Held through Digital Sky Holdings Co.,Ltd.)
- Spouse - shares
- Minor child - shares

Relationship with NMG's Executive

- N/A

Experience

2010 - Present	University Council South-East Asia University
2010 - 2011	Director Nation Multimedia Group Plc.
2011 - Mar 2015	Director Nation Broadcasting Corporation Plc.
2011 - Present	Director Nation International Edutainment Plc.

2011 - Present	Director Nation U Co., Ltd.
2012 - Present	Vice Chairman Nation Multimedia Group Plc.
Mar 2015 - Present	Executive Chairman Nation Multimedia Group Plc.
Mar 2015 - Present	Chairman Nation Broadcasting Corporation Plc.
Aug 18, 2015 - Present	University Council Nation University

The Meeting Attendance / Meeting held (Frequency)

Annual General Meeting of Shareholders	1/1
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Executive Board



Ms. Duangkamol Chotana

Chief Executive Officer

Age	• 53 years	2012 - Present	Director
Qualification	• BA. Communication Arts, Chulalongkorn University	2012 - Present	Nation News Network Co., Ltd.
Training Course	Thai Institute of Directors	2012 - Present	Director
	• Directors Certification Program (DCP # 144/2011)	2012 - Present	Kom Chad Luck Media Co., Ltd.
	• Anti-Corruption for Executive Program (ACEP 2/2012)	2012 - Present	Director and Chairman
	Thai Listed Companies Association,	2012 - Present	WPS (Thailand) Co., Ltd.
	The Stock Exchange of Thailand (TLCA)	2012 - Present	Director
	• Executive Development Program (EDP # 4)	2012 - Present	NML Co.Ltd.
	Thailand Energy Academy	2012 - Present	Director
	• Thailand Energy Academy (TEA # 1) 2012	2012 - Present	Nation U Co., Ltd.
Training Course (s) 2015	Thai Listed Companies Association,	Mar 2015 - Present	Director
	The Stock Exchange of Thailand (TLCA)	Aug 18, 2015 - Present	Director and Chairman
	• TLCA Leadership Development Program		Nation International Edutainment Plc.
	(LDP # 3) 2015		Honorary Member
No. of Shares held as at January 13, 2016			Nation University
	• Ms. Duangkamol Chotana 22,592,300 shares (0.56%)	The Meeting Attendance / Meeting held (Frequency)	
	• Spouse - shares	Annual General Meeting of Shareholders	
	• Minor child - shares	1/1	
Relationship with NMG's Executive			
	• N/A		
Experience			
2010 - Present	Director		
	Krungthep Turakij Media Co., Ltd.		
2011 - Present	Director		
	Nation Broadcasting Corporation Plc.		
2012 - Present	Director and Chief Executive Officer		
	Nation Multimedia Group Plc.		

Executive Board



Mr. Thepchai Sae-Yong

Director Executive Board

Age • 61 years

Qualification

- Secondary school
- Assumption Commercial College (ACC)

Training Course

- Thai Institute of Directors
- Directors Certification Program (DCP # 177)
- Thailand Energy Academy
- Thailand Energy Academy (TEA # 5)

Training Course (s) 2015

- N/A

No. of Shares Held as at January 13, 2016

- Mr. Thepchai Sae-Yong 10,000,000 shares (0.25%)
- Spouse - shares
- Minor child - shares

Relationship with NMG's Executive

- Mr. Suthichai Sae-Yoon Relationship: Elder brother

Experience

2008 - 2012	Managing Director Thai Public Broadcasting Service (TPBS)
2012 - Present	Group Editor-in-Chief Nation Multimedia Group Plc.
2012 - Present	Director Nation News Network Co., Ltd.
2013 - Present	Director Nation Broadcasting Corporation Plc.
2013 - 2014	Director Nation Multimedia Group Plc.
2014 - 2015	Director Nation International Edutainment Plc.

The Meeting Attendance / Meeting held (Frequency)

Annual General Meeting of Shareholders 1/1

Executive Board



Mr. Adisak Limprungpatanakij

Director Executive Board

Age • 55 years

Qualification

- BA. Faculty of Commerce and Accountancy, Thammasart University

Training Course

- Thai Institute of Directors
- Directors Certification Program (DCP # 71/2006)
- Thai Institute of Directors
- Capital Market Academy : Executive MBA (CMA # 19/2014)

Training Course (s) 2015

- Securities and Exchange Commission (SEC)
- “Roles of listed companies executives in the capital market development” (CEO Forum # 1/2015)

No. of Shares held as at January 13, 2016

- Mr. Adisak Limprungpatanakij 16,900,000 shares (0.42%)
- Mrs. Kamolthip Limprungpatanakij - shares
- Minor child - shares

Relationship with NMG's Executive

- N/A

Experience

1992 - 1999	Editor - Krungthep Turakij
1998 - 1999	President of The Economic Reporters Association
2009 - 2010	President of Satellite Television Association (Thailand)
2000 - Present	Director and Chief Executive Officer Nation Broadcasting Corporation Plc.
2010 - Present	Director Kom Chad Luck Media Co., Ltd.

2012 - Present

Director

Nation Multimedia Group Plc.

2012 - Present

Director

NBC Next Media Co., Ltd.

2012 - Present

Director

NML Co.Ltd.

2012 - Present

Director

Nation U Co., Ltd.

2012 - Present

Director

NBC Next Vision Co., Ltd.

2015 - Present

Vice President

Digital Television Association (Thailand).

Aug 18, 2015 - Present

Honorary Member

Nation University

The Meeting Attendance / Meeting held (Frequency)

Annual General Meeting of Shareholders

1/1

Executive Board



Mr. Pana Janviroj

Director Executive Board

Age • 57 years

Qualification

- MA., Tufts University, USA

Training Course (s)

- Thai Institute of Directors
- Directors Certification Program (DCP # 71/2006)
- Thai Listed Companies Association,
- The Stock Exchange of Thailand (TLCA)
- Risk Management Seminar & Workshop

Training Course (s) 2015

- Thai Institute of Directors
- Anti-Corruption for Executive Program (ACEP 15/2015)

No. of Shares held as at January 13, 2016

- Mr. Pana Janviroj 20,373,500 shares (0.50%)
- Mrs. Pusadee Janviroj - shares
- Minor child - shares

Relationship with NMG's Executive

- N/A

Experience

2008 - Present	Director Nation News Network Co., Ltd.
2011 - Present	Director Nation International Edutainment Plc.
2012 - Present	Director Nation Multimedia Group Plc.
2012 - Present	Director Yomiuri-Nation Information Service Co., Ltd.
2012 - Present	Director Nation Global Edutainment Co., Ltd
2014 - Present	Director WPS (Thailand) Co., Ltd.

2014 - Present

Director
Nation Edutainment Co., Ltd.

Mar 2015 - Present

Chief Executive Officer
Nation International Edutainment Plc.

May 2015 - Present

Director
Thai Listed Companies Association

Aug 18, 2015 - Present

Honorary Member
Nation University

The Meeting Attendance / Meeting held (Frequency)

Annual General Meeting of Shareholders 1/1

The Audit Committee

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Mr. Chaveng Chariyapisuthi
Member of The Audit Committee

Mr. Pakorn Borimasporn
Chairman
of The Audit Committee

Ms. Kaemakorn Vachiravarakar
Member of The Audit Committee

The Audit Committee



Mr. Pakorn Borimasporn

Chairman of The Audit Committee

Age • 69 years

Qualification

- MA. in Electrical Engineering, Chulalongkorn University
- BA. in Electrical Engineering, Chulalongkorn University

Training Course (s)

- Thai Institute of Directors
- Directors Certification Program (DCP 17/2002)
- Directors Certification Program Refresher Course (RE DCP 1/2005)
- Capital Market Academy - The Stock Exchange of Thailand
- Capital Market Academy Leadership Program (CMA # 3)
- Thai Listed Companies Association, The Stock Exchange of Thailand (TLCA)
- Executive Development Program (EDP # 1)
- KPMG Phoomchai Holdings
- COSO 2013 : The Road to Transition

Training Course (s) 2015

- KPMG Phoomchai Holdings
- “Transfer pricing act : Tax consideration for Audit Committees” AC Forum 2015

No. of Shares held as January 13, 2016

- Mr. Pakorn Borimasporn 906,416 shares (0.02%)
- Spouse - shares
- Minor child - shares

Relationship with NMG's Executive

- N/A

Experience

1997 - Present Independent Director and Chairman of The Audit Committee
Nation Multimedia Group Plc.

Director of other listed company

1993 - Present Director and Chief Executive Officer
Lighting & Equipment Public Co., Ltd.

2004 - Present Chairman and Chairman of The Audit Committee
Porn Prom Metal Public Co., Ltd.

Director of other non - listed company

1999 - Present Executive Chairman
L&E Manufacturing Co.,Ltd.

2010 - Present Executive Chairman
L&E Solidstate Co., Ltd.

2015 - Present Director
Electrical and Electronics Institute

Director of a competing company or a related business company

- N/A

Year of Directorship 18 Years 8 Months

- Appointed as a director since April 29, 1997

The Meeting Attendance / Meeting held (Frequency)

Board of Directors 12/12

Audit Committee 4/4

Annual General Meeting of Shareholders 1/1

The Audit Committee



Mr. Chaveng Chariyapisuthi

Member of The Audit Committee

Age • 71 years

Qualification

- Assumption Commercial College Bangkok (ACC)

Training Course (s)

Thai Institute of Directors

- Director Accreditation Program (DAP # 36/2005)
- Understanding Fundamental Statement (UFS # 2)
- Finance for Non-Finance Director (FN # 31)
- Monitoring the System Internal Control and Risk Mgmt. # 1
- Audit Committee Program # 20

Training Course (s) 2015

- N/A

No. of Shares Held as at January 13, 2016

- Mr. Chaveng Chariyapisuthi - shares
- Spouse - shares
- Minor child - shares

Relationship with NMG's Executive

- N/A

Experience

1995 - Present Independent Director and Member of The Audit Committee
Nation Multimedia Group Plc.

Director of other listed company

- N/A

Director of other non - listed company

1983 - Present Executive Director
Siam Steel Co., Ltd.
1991 - Present Executive Director
Siam Integrate Co., Ltd.

1991 - Present

Executive Director
SST Holding Co., Ltd.

1991 - Present

Executive Director
Siam Syndicate Technology Co., Ltd.

1991 - Present

Executive Director
Siam Steel Works Co., Ltd.

2009 - Present

Executive Director
Siam Asia Environment Co., Ltd.

Director of a competing company or a related business company

- N/A

Year of Directorship 20 Years 8 Months

- Appointed as a director since April 19, 1995

The Meeting Attendance / Meeting held (Frequency)

Board of Directors	4/12
Audit Committee	2/4
Annual General Meeting of Shareholders	1/1

The Audit Committee



Ms. Kaemakorn Vachiravarakarn

Member of The Audit Committee

Age • 40 years

Qualification

- Master in Business Administration (M.B.A.), University of Hawaii at Manoa, U.S.A.
- Bachelor in Business Administration - Accounting major (International Program), Thammasat Business School, Thammasat University
- Certified Public Accountant

Training Course (s)

- Thai Institute of Directors
- Director Accreditation Program (DAP) Thai Program - DAP113/2014
- The Securities and Exchange Commission, Thailand
- Challenges facing audit committees on listed companies' sustainable development

Training Course (s) 2015

- Federation of Accounting Professions of Thailand
- Practice for TSQC1 for auditor that work alone
- Summary of TFRS for NPAs
- Audit sampling in practice

No. of Shares Held as at January 13, 2016

- Ms.Kaemakorn Vachiravaraka - shares
- Spouse - shares
- Minor child - shares

Relationship with NMG's Executive

- N/A

Experience

2013 - Present Independent Director and Member of The Audit Committee
Nation Multimedia Group Plc.

Director of other listed company

2004 – 2011 Corporate secretary and AVP Strategic Financial Planning
Natural Park Public Co., Ltd.

Director of other non - listed company

1997 - 1999 Assistant Auditor
SGV Na Thalung Co., Ltd. (Now KPMG)

2001 - 2002 Senior Consultant - Business Recovery Service
Inthanon Business Advisory Ltd.
(Andersen Thailand, Now KPMG)

2002 - 2003 Senior Consultant - Business Recovery Service
Ferrier Hodgson, Now Baker Tilly

2003 - Present Director
I Do Idea Co., Ltd.

Director of a competing company or a related business company

- N/A

Year of Directorship 2 Years 2 Months

- Appointed as a director since October 17, 2013

The Meeting Attendance / Meeting held (Frequency)

Board of Directors	7/12
Audit Committee	2/4
Annual General Meeting of Shareholders	1/1

Management Team

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Mr. Pong-In Rakariyatham
Nation University President

Mr. Supoth Piansiri
Senior Vice President - Accounting

Ms. Nutvara Seangwarin
Executive Vice President - Marketing
and Public Relations Department

Ms. Benjawan Phaochindamuk
Executive Vice President
Krungthep Turakij Unit and NOW Channel

Ms. Mathaya Osathanond
Senior Vice President - Finance
/ Corporate Secretary

Mr. Somsakul Phaochindamuk
Executive Vice President - NOW Channel

Management Team



Ms. Nutvara Seangwarin

Executive Vice President - Marketing and Public Relations Department

Age	• 48 years	2012 - Present	Director
Qualification	<ul style="list-style-type: none">• Master of Public and Private Management Program, National Institute of Development Administration (NIDA)• BA Business Administration, Business Computer, Kasem Bundit University	2013 - Present	Krungthep Turakij Media Co., Ltd. Executive Vice President Nation Multimedia Group Plc.
Training Course (s)	Thai Institute of Directors <ul style="list-style-type: none">• Directors Certification Program (DCP # 148/2011) Thai Listed Companies Association, The Stock Exchange of Thailand (TLCA) <ul style="list-style-type: none">• Executive Development Program (EDP # 11) King Prajadhipok's Institute <ul style="list-style-type: none">• Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives # 9	The Meeting Attendance / Meeting held (Frequency) Annual General Meeting of Shareholders 1/1	
Training Course (s) 2015	Commerce Academy <ul style="list-style-type: none">• TOP Executive program in commerce and trade (TEPCOT # 8)		
No. of Shares Held as at January 13, 2016	<ul style="list-style-type: none">• Ms. Nutvara Seangwarin 383,100 shares (0.01%)• Spouse - shares• Minor child - shares		
Relationship with NMG's Executive	<ul style="list-style-type: none">• N/A		
Experience			
2007 - 2010	Senior Vice President Nation Multimedia Group Plc.		
2011 - 2012	Senior Vice President Krungthep Turakij Media Co., Ltd.		

Management Team



Mr. Supoth Piansiri

Senior Vice President - Accounting

Age • 47 years

Qualification

- Bachelor Degree of Accounting (Auditing), 2nd Class Hons., The University of The Thai Chamber of Commerce
- Certified Public Accountants (Thailand) Registration No.4666

Training Course (s)

- Faculty of Commerce and Accountancy, Chulalongkorn University
- Strategy Management Program Thai Institute of Directors
- Directors Certification Program (DCP # 150)

Training Course (s) 2015

- Federation of Accounting Professions of Thailand
- CFO Current Issues

No. of Shares Held as at January 13, 2016

- Mr. Supoth Piansiri 650,000 shares (0.02%)
- Spouse - shares
- Minor child - shares

Relationship with NMG's Executive

- N/A

Experience

2010 - 2012	Assistant Senior Vice President - Accounting Nation Multimedia Group Plc.
2012 - Present	Senior Vice President - Accounting Nation Multimedia Group Plc.
2010 - Present	Director Kom Chad Luek Media Co.,Ltd
2010 - Present	Director Krungthep Turakij Media Co., Ltd.

2010 - Present

Director

Bangkok Business Broadcasting Co., Ltd.

2013 - Present

Director

WPS (Thailand) Co., Ltd.

May 2014 - Present

Director

Yomiuri-Nation Information Service Co., Ltd.

Aug 2014 - Present

Director

Nation Edutainment Co., Ltd.

Nov 2014 - Present

Vice - Rector for Administration

Nation University

Dec 2014 - Present

Director

Nation Global Edutainment Co., Ltd.

Aug 2015 - Present

Honorary Member

Nation University

The Meeting Attendance / Meeting held (Frequency)

Annual General Meeting of Shareholders 1/1

Management Team



Ms. Mathaya Osathanond

Senior Vice President - Finance / Corporate Secretary

Age • 46 years

Qualification

- BA. Accounting, Faculty of Commerce and Accountancy, Thammasat University

Training Course (s)

- Thai Institute of Directors
- Directors Certification Program (DCP # 150)

Training Course (s) 2015

- Federation of Accounting Professions of Thailand
- CFO Current Issues

No. of Shares Held as at December 30, 2015

- Ms. Mathaya Osathanond 100,000 shares (0.00%)
- Spouse - shares
- Minor child - shares

Relationship with NMG's Executive

- N/A

Experience

2006 - Present	Director Nation Edutainment Co., Ltd.
2008 - Present	Director Nation News Network Co., Ltd.
2011 - Present	Director Nation Global Edutainment Co., Ltd.
2012 - Present	Senior Vice President - Finance Nation Multimedia Group Plc.
2013 - Present	Corporate Secretary Nation Multimedia Group Plc.

The Meeting Attendance / Meeting held (Frequency)

Annual General Meeting of Shareholders	1/1
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Management Team



Ms. Benjawan Phaochindamuk

Executive Vice President - Krunthep Trukij Unit and NOW Channel

Age • 50 years

Qualification

- Benjamachalai School Under the Royal Patronage
- Faculty of Economics, Thammasat University

Training Course

- MINI-CISA
The Securities Analysts Association (SAA)

Training Course (s) 2015

- N/A

No. of Shares Held as at January 13, 2016

- Ms. Benjawan Phaochindamuk 419,150 shares (0.01%)
- Spouse - shares
- Minor child - shares

Relationship with NMG's Executive

- Spouse of Mr. Somsakul Phaochindamuk

Experience

1989 - Present	Executive Vice President Nation Multimedia Group Plc.
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Management Team



Mr. Somsakul Phaochindamuk

Executive Vice President - NOW Channel

Age • 51 years

Qualification

- Ramkhamhang University (B.A.)
- Mahidol University (M.A.)

Training Course (s) 2015

- N/A

No. of Shares Held as at January 13, 2016

- Mr. Somsakul Phaochindamuk - shares
- Spouse - shares
- Minor child - shares

Relationship with NMG's Executive

- Spouse of Benjawan Phaochindamuk

Experience

1999 - Present	Executive Vice President Nation Multimedia Group Plc.
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Management Team



Mr. Pong-In Rakariyatham

Nation University President

Age

- 63 years

Qualification

- Ph.D (Remote Sensing), Paul Saba University of Poitiers, France, 1984
- Post. Grad. Dipl. in Photogrammetry. ITC, Enschede, The Netherlands, 1978
- B.Sc. (Geography), Ching Mai University, Thailand, 1976
- B.Eng. (civil), Ching Mai University, Thailand, 1973

Training Course

- Office of the Higher Education Commission
- University Senior Executive Development (Group.7) Ministry of Information and Communication Technology
- CIO - 16 (Chief Information Officer - 16) National Institute of Development Administration
- Social Science Research Methodology, 1976

Training Course (s) 2015

- N/A

No. of Shares Held as at January 20, 2016

- Mr. Pong-In Rakariyatham 300,000 shares (0.01%)
- Spouse is correct - shares
- Minor child - shares

Relationship with NMG's Executive

- N/A

Experience

2011 - Present	President Nation University
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Executive Editor



Ms. Chalao Kanchana

Executive Editor - Krungthep Turakij
Newspaper



Mr. Bundit Chantasrikum

Executive Editor - News Nation & Executive
Editor - NOW26 Channal



Ms. Jintana Panyaarvudh

Executive Editor - The Nation
Newspaper



Mr. Banyong Intana

Executive Editor - Kom Chad Luek
Newspaper

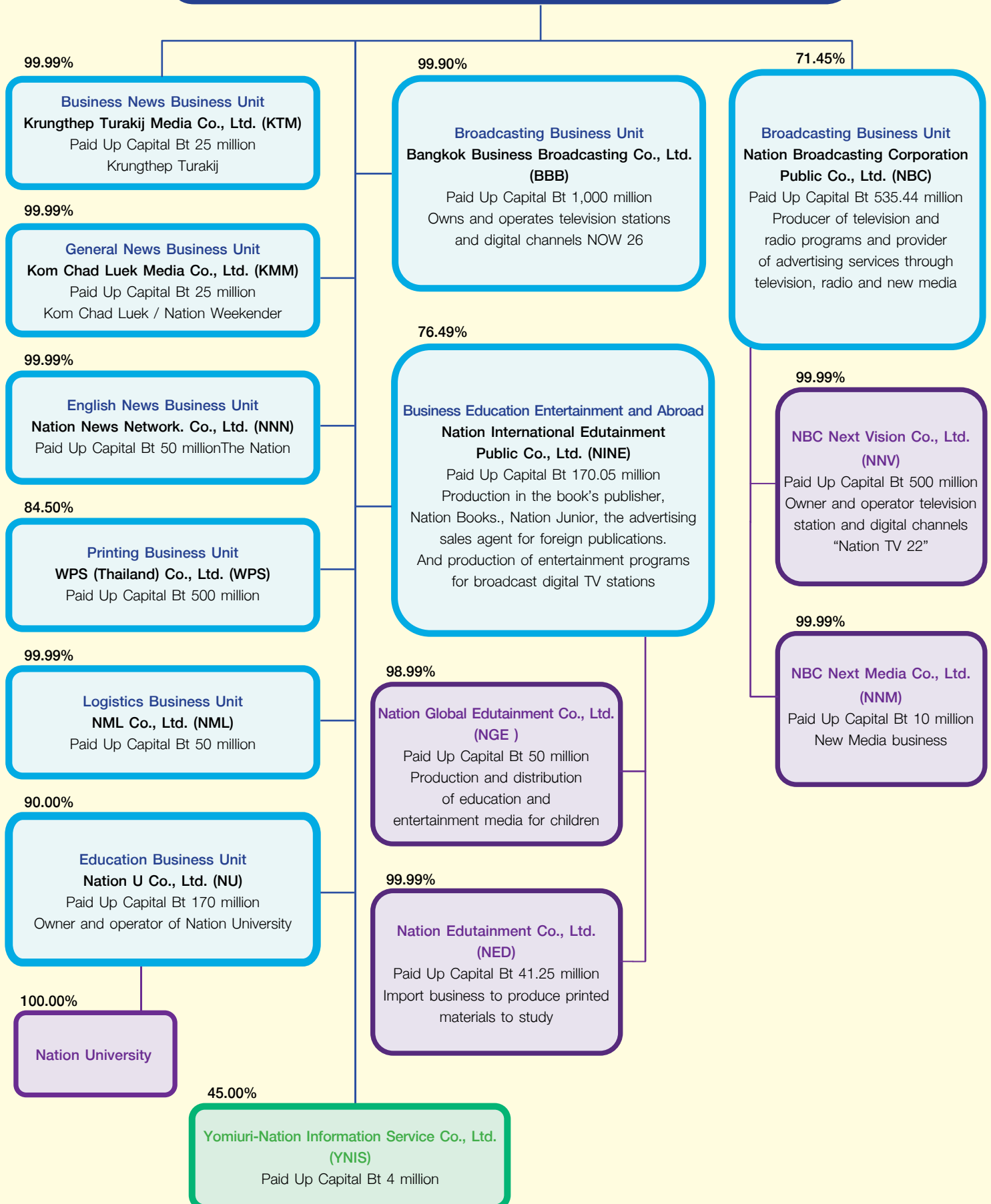


Ms. Wichittrai Sirivarakul

Senior Vice President - Marketing
and public relations

Business Group Structure

Nation Multimedia Group Public Limited Company.



Business Network

1. Thai-language Business News Unit

Krungthep Media Company Limited (KTM)

กรุงเทพธุรกิจ

ined its widespread public acceptance and recognition as Thailand's leading provider of comprehensive business and economic news. Krungthep Turakij Media Co., Ltd.'s core business is its daily newspaper "Krungthep Turakij" which has retained the trust of the Thai public throughout the 28 years since its inception. With its strong foundation in economic and business news coverage, Krungthep Turakij has expanded into television broadcasting with the country's first 24-hour business news station "Krungthep Turakij TV" and is now opening a new era of expansion in digital television with the "NOW26 Channel", a free urban lifestyle television channel that offers a broad variety of educational, entertaining and creative content. The new channel answers the lifestyle needs of the new generation, entrepreneurs and executives, urbanites and members of Gen C - today's ageless digital society - who demand news and information that is varied, contemporary, fresh and in step with the latest technologies and trends.



The company's core business is Krungthep Turakij, a business daily newspaper which marked its 28th anniversary on October 6, 2015. The newspaper continues to enjoy strong performance, despite a gradual decline in the print media sector as a whole, based upon its strong foundations of uncompromising journalistic standards, trustworthiness, depth and breadth of news, and its widespread public acceptance. The newspaper is particularly recognized for its expertise in economic and business news coverage, produced by its professional and experienced editorial team. This expertise enables the newspaper to pass on the full scope of its business experience to its readers, as well as covering lighter topics such as music, entertainment, society, environment, etc., which cater to the interests of the new generation.

These factors have enabled Krungthep Turakij to retain a loyal readership over the years, while advertising revenues have remained higher than the print media industry average. They have also served as the basis for the successful launch of the new digital television channel NOW26.

At the same time, KTM has developed new and innovative forms of presentation. Readers can now access news and information via all platforms, whether digital television, Internet or online social media, ensuring that Krungthep Turakij retains its No. 1 position as the nation's top business daily and maintains the trust engendered in it by the business community.

The newspaper also has a role as an "intermediary", linking businesses with the social sector to create sustainable growth alongside Thailand's business circles, through various formats such as events and seminars. Together with the NOW26 digital television channel and strengths in other platforms, Krungthep Turakij is able to fully respond to consumer demand in the digital era.

www.bangkokbiznews.com

A leading business news website attracting no less than 10 million views per month. The website presents fast, accurate and timely business news, with analyses from experts in various fields and a variety of sections including business, finance-investment, property, and automotive. The website offers Stock Watch, which monitors stock price movements and Stock Quotes, letting users check as many as four stock prices in a portfolio simultaneously.



i-Newspaper

The “Krungthep Turakij” digital newspaper or “i-Newspaper” offers readers access to news and information through new communication channels in response to modern lifestyles in the 4G era. Readers are able to follow the news via mobile phone, tablet, iPad, notebook or desktop PC.

The i-Newspaper provides the same content as the print version of Krungthep Turakij but offers additional benefits such as news archives, more photos, interactive stock quotes and video clips. The full version together with breaking news can be downloaded in PDF format with a single click from www.bangkokbiznews.com.



Events and Special Activities

Besides news provided through Krungthep Turakij newspaper, online media and television news on the digital TV channel NOW26, another business strength of KTM is its expertise in organizing special events and seminars, which also stems from the company’s solid foundation in journalism. The company’s strength in organizing events enables it to disseminate knowledge and experience in business or seek solutions to difficult social and economic issues utilizing Krungthep Turakij newspaper as a base. KTM’s broad knowledge base covers macroeconomics, national reformation and strategic development through finance, investment and sustainable social development.

This knowledge represents the combined information and experience in business-specific areas amassed over a span of 28 years. It is able to open the way to new ideas and help create a more knowledge-based society. Equally, events and seminars contribute to Krungthep Turakij newspaper by providing direct business experience. As it enters its 29th year of professional business journalism, Krungthep Turakij, with the support of various media platforms, will continue to stand as the country’s top business daily, helping foster a community of learning and serving as a barometer of social experience in the country.

2. General Thai News Business Unit

Kom Chad Luek Media Company Limited (KMM)

คม ชัด ลึก

Producer and distributor of “Kom Chad Luek” a Thai language daily offering readers a “new choice” with news presented by a highly experienced editorial team and leading columnists in various fields with an aim to provide a “creative difference” in news and pictures as well as to emphasize socially responsible content that is appropriate for all family readers.

Throughout the past year, Kom Chad Luek has strengthened the depth and variety of its news content with special in-depth reports in response to the preferences of new-generation readers and to be more competitive in the world of news and social media. The improvements have enabled the newspaper to play a more important role in ensuring access to news and information for people of every community and to serve as a true “friend” to members of the public at all levels.

Producer and distributor of “Nation Weekender,” a weekly news magazine offering incisive, in-depth and different analyses of current affairs that has become widely trusted and respected for its high standard and quality of news presentation among readers. Nation Weekender provides impartial, accurate and in-depth news in an innovative and creative presentation with well-known columnists to answer the needs of readers in every target group.

3. English News Business Unit

Nation News Network Company Limited (NNN)



Nation News Network Co., Ltd. (NNN) is the publisher of the English-language daily newspaper *The Nation*. The past year's activities have served to deepen the coverage of Asean, especially Myanmar where there is strong readership interest.

Apart from two daily pages devoted exclusive to news and features from Asean and engaging Asian countries including Japan, China, South Korea, India, etc.,

China Daily Asia Weekly and a once every two-month supplement on Russia known as "*Russia Beyond the Headlines*".

The Nation has also made advances into digital technology with the launch of a set of e-Papers in collaboration with members of Asia News Network including Malaysia's *The Star*, Indonesia's *Jakarta Post*, *Philippine Daily Inquirer*, and Myanmar's *Eleven Media*. The service is available on all digital platforms with all digital versions of the five newspapers available for the price of "one subscription" (US\$115 per year).

The paper collaborated with Asia News Network member papers in Indonesia, Malaysia, Sri Lanka, India, Bangladesh, Myanmar and Singapore on a special editorial to commemorate the 10th anniversary of the Asian Tsunami. The issue was published in print, digital and web versions.

NNN has spearheaded cross-regional web advertising among members of Asia News Network in collaboration with technology partner Knorex. The so called "iBanner" rich media advertising covered more than eight Asian countries with initial customers coming from Thailand, Singapore, Hong Kong and Malaysia.

NNN in 2014 conducted communication and journalism workshops in Myanmar and Cambodia to serve the growing need for human resources development at the regional level.





4. Digital TV Business Unit

4.1 NOW 26 Digital TV Channel : Bangkok Business Broadcasting Company Limited (BBB)

Nature of Business

1. NOW 26 Digital TV Channel

NOW 26 is one of two digital TV channels under the Nation Group, which won the bidding in a digital TV auction on December 27, 2013. The Channel is an extended business of Krungthep Turakij newspaper and has been developed from the Krungthep Turakij satellite TV channel.

NOW 26 has differentiated itself from other standard definition (SD) variety channels, with its concept of combining entertainment and educational content that is of high-quality, enjoyable and creative. Its notable programs include international documentaries produced by the top international studios, international series, local and international sports, sitcoms, reality shows, lifestyle travel variety programs, as well as programs featuring economic, business and investment content



NOW 26's programs are categorized into four groups:



1. **News programs**, presenting economic, finance and social news by the experienced editorial news team from Krungthep Turakij, Thailand's number one business daily. Programs in the news-talk style, such as Money Go Round, Hour 26, Ku Hoo Nak Long Thun and Corporate Insight are also featured.



2. **Documentary programs**, presenting various topics and flavours such as travel, nature and environment, and interesting facts. Highlight programs include, for example, Sarakadee Bunleulok, Life Below Zero, Sarakadee Berkfah Dan Mungkorn, Human Planet, Planet Earth, Pritsana Bunlung Wang Tong Harm, Reung Lao Kham Lok, Full Frame and Mega Factory.



4. **Entertainment programs**, presenting top-rating international series and varieties. Series from the West include Chicago Fire, Homeland, 24, Dr. Who, The Good Wife, Downton Abbey, White Collar and Nash Ville. Series from the East include Shanghai Godfather, Pao Bun Jin, Hua Xu Yin, Huang Fei Hong and The Last Emperor. Reality shows include Master Chef.

NOW 26 has also produced its own entertainment and reality programs such as The Champ, Fat Fighter and “Woon Rak Polpak Tang Tua” sitcom.

3. **Sports programs**, presenting live broadcast of many major sports competitions both in Thailand and from overseas, such as Dakar 2015, Tour de France 2015, La Vuelta 2015, Top Gear, Taekwondo, 3on3 Basketball and Kom Chad Luek Thai Boxing Competition, which has been created by NOW 26.



Target Groups of Television Media Business

NOW 26 has two target groups as follows:

1. Target customers which are categorized into two groups:

- Advertising agencies, which are companies providing services of advertising plans and arrangement of advertising time for their customers who are owners of products or services. This customer group will buy advertising time in various package forms for different programs and times. The deals will be made in advance, with advertising periods ranging from one month, three months, six months to one year.
- Product owners, which are companies with the capacity to create their own advertising and public relations plans. This customer group will contact the company directly to buy advertising time.

2. Target audience

NOW 26's target audience includes urban residents, business persons, investors, and new-generation entrepreneurs, which are together referred to as “Urban Mass,” categorized as follows:

- Residents of Bangkok and urban areas in other provinces, with a monthly income of around 20,000 baht
- SME group
- Viewers nationwide that frequently shop at hyper markets such as Tesco Lotus and Big C

2. Related Businesses

Thanks to its strength in content and capable personnel, the company has expanded to a number of related businesses by leveraging its program content and hot social issues to create various activities. Aside from better answering customer demand and boosting revenue for the company, these businesses also help bolster the company's reputation and image, enabling it to reach a wider audience group and target customers. At present, the company's related businesses cover:



- 2.1 Seminars** - organized with the cooperation of the company's partners to expand the coverage of hot issues and interesting news topics. The seminars serve as a forum where all sectors of society can join forces to brainstorm solutions to economic and social problems. In 2014, the company held a number of seminars, for example, Thailand Economic Outlook 2016, dealing with drought - flood crisis and a roadmap for water management.
- 2.2 Special activities** - social, recreational, academic and entertainment activities were organized throughout the year 2015, for example, Stronger United Thailand, Kom Chad Luek Awards, TanKhunPaenDin 2015, Bike around Thailand, Learn Thai ways in four regions.

Market and Competition

1. Industrial conditions and competition

In 2015, the television business witnessed fierce competition among operators of the 24 digital TV channels and traditional analog channels, which are still being broadcast in parallel. There was also competition between subscription-based TV or cable TV and satellite TV. Overall, the advertising budget for the year 2015 recorded a slight growth from the previous year.

According to Nielsen Company (Thailand) Limited, of the overall advertising budgets spent through the media of 122,318 million baht at the end of 2015, advertising through all TV platforms amounted to 78,456 million baht, representing 64.14 percent of the total. Of this amount, the advertising budget for analog TV was worth 57,526 million baht, accounting for 47.03 percent, while digital TV recorded a total advertising budgets of 20,930 million baht, accounting for 17.11 percent.

Interestingly, the advertising budget for digital TV recorded very high growth to 20,930 million baht, increasing by 143.91 percent from last year's total amount of only 8,581 million baht, representing 7.25 percent of the overall advertising budget of 118,364 million baht in 2014. The six analog channels receiving the total advertising budget of 63,777 million baht, accounting for 53.88 percent of the 2014 overall advertising budget, recorded a decrease in advertising budget spending by 9.8 percent at the end of 2015, or 6,251 million baht, bringing down the total amount to 57,526 million baht, compared to 63,777 million baht in 2014.

Advertising budget market share through all TV platforms in 2015

Total amount	84,511	=	100%
Analog TV	57,526	=	68.07%
Satellite/Cable TV	6,055	=	7.16%
Digital TV	20,930	=	24.77%

Source : Nielsen Company (Thailand)

The advertising budget through digital TV is growing steadily, which is in contrast to the six analog TV channels, which recorded a sharp drop in advertising budgets, and satellite TV and cable TV. At the end of 2015, the advertising budget dedicated to analog TV was worth 6,055 million baht in total, falling by 1,177 million baht, or 16.27 percent, and leading to a decrease in market share from 6.11 percent in 2014 to 4.95 percent in 2015.

The business operation of digital TV is at the pioneering stage, with operators competing fiercely to win public acceptance. Some operators have been unable to manage their businesses efficiently, prompting them to cease operation. The remaining operators need to manage their costs and expenses prudently, while improving their program content in order to meet viewer and customer demands, gain wider acceptance, expand audience bases and attract larger advertising budgets.

2. Business operation strategies

Since its official broadcasts commenced in April 2014, NOW 26 has received an active response from its target audiences, most of whom were fans of the former Krungthep Turakij TV who were interested in economic and investment issues. In 2015, the channel has adjusted its content, with the addition of a wider variety of programs including entertainment, documentaries, series, reality shows and sports, particularly “Thai Boxing,” which is broadcast live on Sundays, 19.45 hrs. This has allowed the Channel to successfully expand its audience base to reach upcountry viewers in many regions, in addition to its existing viewers in Bangkok.

NOW 26 has also achieved higher ratings, currently being ranked the 15th digital TV channel, up from its 22nd ranking in the past year. This success comes mainly from the addition of sports programs, especially the live broadcast of Thai boxing programs, as well as special boxing programs held in several provinces. Another key to the channel’s higher popularity is documentary programs which have received an enthusiastic welcome from viewers.

With its content diversification, NOW 26 has managed to attract an expanding number of viewers.

Business plan to achieve sustainable growth

1. World-class documentary and entertainment programs

Committed to continuously improving its programs both in terms of style and content, in 2015, NOW 26 presented more choices of documentaries from top studios around the world, such as the BBC and National Geographic Studio in order to broaden viewers’ perspectives and bring improved entertainment to them. Highlight documentaries include Life Below Zero, produced by National Geographic, showing the everyday struggles of living under harsh freezing conditions; Human Planet, a co-production of BBC & Discovery, depicting the incredible ability of people to survive in 80 extreme environments around the world.



In addition, the Channel featured “Paris-Dakar,” a rally which currently traverses deserts in South America; Top Gear, featuring automobile tests, which is one of the world’s most popular TV programs; MasterChef US, Master Chef Korea and Master Chef China, which are famous competitive cooking reality shows; and “The Champ,” a reality show displaying the national identity of Thai Boxing, with world boxing champions such as Samart Payakarun, Khaosai Galaxy, Somrak Khamsing and Charoenthong Kiatbanchong acting as co-presenters.



2. Joining forces with partners to co-produce a variety of programs

Apart from winning support from business partners and sponsors in the form of advertizing spots and tie-ins, NOW 26 has teamed up with its partners to produce branded content programs, while offering integrated media services so that the programs will effectively reach its partners’ target groups. NOW 26’s co-production programs include CEO Upclose, sponsored by Toyota Motor Thailand, presenting visions and strategies of company CEOs, who have supervised the business in Thailand and many other countries, and Ku Hoo Nak Long Thun and stock investment analysis, which are hosted by Kavee Chukitkasem and Padoemphob Songkroh and in partnership with KASIKORNBANK.



3. Expanding platforms beyond Home TV

Today's advanced technologies enable audiences to enjoy TV programs conveniently through platforms such as smart phones, computers, notebooks and tablets, in addition to conventional Home TV. In order to reach greater numbers of viewers, NOW 26 has continuously expanded its platforms by joining forces with many new business partners to broadcast its programs.

Viewers can watch NOW 26 via Smart TV, using a set-top box with antenna, a satellite dish or cable TV of all systems, or through a smart phone, tablet or notebook. They can also watch NOW 26's programs from a large LCD screen in front of NOW@SIAM and via <http://www.now26.tv>.

CSR activities

Based on its Corporate Social Responsibility policy, in 2015, NOW 26 launched a number of social contribution activities that raised public awareness of various issues of business, society, ethics and environmental conservation.

Kunming-Bangkok Highway Photography Contest - to drum up public interest and promote the use of the R3A route (Kunming - Bangkok highway), which is a regional major link between Thailand and Yunnan, the region of southern China closest to Thailand. This activity was held in celebration of the 40th anniversary of Thailand - China diplomatic relations in 2015.

Pun Fun The Bundid - a TV program to lift Thai youth's awareness on taking good care of society. A collaborative effort between the Pidthong Foundation, Nation University Council and Nation Group, the program aims to search for groups of young people who are socially-conscious and willing to dedicate themselves to help solve social problems, with the application of knowledge from the classroom. The program plays a part in boosting the young generation's capacity to move the nation ahead.

Golden Heart Photographers - NOW 26 teamed up with a group of photographers from the "Full Frame" program to organize an auction of wildlife photos from 26 lensmen. The project aimed to raise funds for the Hornbill Research Foundation, represented by Dr. Pilai Poonsawas from Mahidol University's Faculty of Sciences. The auction was carried out through the Golden Heart Photographers Facebook page. Seminars on how to take wildlife photos and about the life cycle of the hornbill were held to publicize the importance of the hornbill, which is important in spreading plant seeds in the wild.

Stronger United Thailand - an activity held after the bombing incident at Ratchaprasong intersection. Nation Group joined forces with various business alliances to organize the Stronger United Thailand activity in order to boost the morale of Thai people to stand united against the malicious incident. Members of the public were invited to send in pictures with messages to raise the confidence and morale of Thai people, while showing the world that Thailand is still a strong and beautiful country, and is always ready to welcome foreign visitors. Members of the international media were invited to cover the activity and further pass on the beauty and impressive stories of Thailand to their home countries. Performances and booths relating to tourism were arranged at the CentralWorld shopping centre to spur tourism and create a friendly atmosphere for tourists around the Ratchaprasong area.

Sing From Your Heart - NOW 26 joined hands with the Siam Square community to organize an activity to celebrate His Majesty the King's 88th birthday anniversary. Members of the Siam Square community were invited to sing along to the "Father's Tree" (Ton Mai Khong Poh) song on the evening of 4 December 2015 to express their loyalty and convey their best wishes to His Majesty the King. The event was telecast live around the country by NOW 26 Channel.

4.2 Nation TV 22 : NBC Next Vission Company Limited (NNV)


TV Business

The company is a producer and supplier of television news and knowledge content with various formats and channels aired to reach the company's target customers extensively. In addition, the company has adopted the resources used in the production of TV programs such as news content, news pictures, and news crews to extend the existing business to other related businesses.

Products and services of TV media business

1.) TV station the company operates

The company sets up and manages the full-service TV stations; including program providers, organizing, airtime leasing and broadcasting, and extending ad time. The company's revenue comes from airtime sales, being outsources to produce program and short documentaries and selling airtime. The company has administrated the the digital terrestrial television stations fully after having been approved by the NBTC.

Channel	Concept	Distribution
1. Nation TV broadcasted since year 2014 	24-hour news and knowledge station aiming to provide accurate, independent, up-to-date content with news analysis and in-depth information from experienced reporter team	<ul style="list-style-type: none"> • Set Top Box channel 22 • Satellite TV channel 32 • Local TV cable • Satellite TV Thaicom-6 via C-Band 3880 MHz • Satellite TV Thaicom-5 via KU-Band 12355 MHz • www.nationtv.com • All network mobile phones • Application on iPad and iPhone

2.) TV Programs co-produced with free TV stations

The company co-produces news and knowledge programs with free TV channels and receives advertising sale sharing and PR of the company's products and services. In 2015, the company has two TV programs co-produced with free TV on channels as follows:

Channel	Program	Concept	ON AIR
Channel 3	Reung Den Yen Nee	Daily news report or talk of town news report	MON-SUN 16.00-17.45 P.M.
Channel 9	Ying Tok Kanok Sak	Thailands' frist entertainment program, "Situation Talk"	MON-FRI 16.20-18.50 P.M.



3.) Relating Businesses

In 2015 the company has a policy to take advantage of existing business; data content, qualified personnel, availability of equipments, and company's reputation to expand the business into the related businesses. To provide maximum benefit to the company, popular television content, news or events that are in the interest of society are taken to create a product or activities in different aspects to meet the needs of consumers, increase the income of the company, as well as strengthen the reputation and beneficial image of the company to be known among the audience and potential customers more extensively. The products, services, or activities the Company has operated currently are as follows.

Product or Service Provided	Format
Organizing special activities	<ul style="list-style-type: none">• Minitalk show, a closed discussion "Khao Khon Ko nKanok", held at the National Book Fair No.43.• Steven Gerrard's Farewell Trip, a special trip to win the championship with the Liverpool Team in the final match before closing a season

Radio Broadcasting Business

Products and services of radio broadcasting business

The company together with its business partners, has produced programmes to broadcast on radio station for 25 years with revenue generated from advertising. In 2015, the NBC is a co-producer of programmes and news broadcasted on two FM radio stations and one AM radio station.

FM.90.5 MHz. (Defense Energy Dept Radio Station) under the name "News 90.5" focuses on hourly newsbreak, economic news in middle hour, and radio programmes which report the news of interesting events; including political, economic, social, international, marketing news, and the in-depth analysis of significant news, as well as interviews with people in the news. The programmes are emceed by the Nation TV popular professional moderators and specialists.

FM.102 MHz. (Military Transportation Dept Radio Station) under the name "Nation Business Radio" produces content of knowledge, economic and political and social movements among working people in the fashion of lifestyle variety that are expected to be beneficial to the daily life of people of working age and higher, emceed by the professional moderators and specialists.

Radio Station	Airtime/ Radius	Content	Target Audience
F.M. 90.5 MHz	<p>Monday - Friday 08.00 - 12.00a.m. 13.00 - 15.00p.m. 18.30 - 20.00p.m.</p> <p>Saturday 05.00 - 06.00 a.m. 19.30 - 20.00p.m.</p> <p>Radius: Bangkok and its vicinity, Ayutthaya, Ratchaburi, Phetchaburi, SuphanBuri, Chachoengsao, SamutSongkhram.</p>	<ul style="list-style-type: none"> Report the interesting event movement; including political, economic, social, marketing, and international, in-depth analysis of news, interviews with key people in the news. Report newsbreak and events of interest. Report business newsbreak of interest at the middle hour Summarize sports news from around the world. Talk about physical and mental health and secrets of self-care, beauty, foods and the interesting event movement in society Emceed by the Nation TV radio station in its affiliates and specialists. 	Businessmen, executives, workers, students and the general public aged 25 years up
F.M.102.0 MHz	<p>Monday - Sunday 05.00 a.m. - 23.00 p.m. Bangkok and its vicinity</p>	<ul style="list-style-type: none"> News and knowledge in the fashion of lifestyle variety that is beneficial to daily life of the people Emceed by the Nation TV radio station moderator, editors in the affiliates and specialists. 	Working groups aged 25 years up

Channels and Nation Radio Programmes

In addition to radio broadcasting, the news is broadcasted through the F.M. 90.5 MHz and F.M. 102.0 MHz radio station via the various new media to increase channels for the audiences to listen to the radio more easily as well as the format of retro-listening.

- Broadcast on the Internet - listens via the website. www.nationradio.co.th, and via other websites linked, i.e. www.sanook.com
- Broadcast on Mobile Phone, Smart Phone, Window Phone and through social media such as Twitter, Facebook www.twitter.com/NTRadio_NBC , www.facebook.com/radio..nbc.



New Media Business

The Company has been in effort to surmount the products and services in the information dissemination through new media constantly; it includes through websites and mobile devices such as cell phones, smart phones, tablets, smart TVs to accommodate the changing patterns of information receiving of the modern people. Through media channels and development of the new presentation of information in the innovative ways to keep up with advance technology as well as support for digital TV to enhance the new and different watching experience to the consumers, for examples, viewing programmes from all channels continuously, advertising campaigns on other websites for the customers who want to advertise by which the company serves as agency in getting a contact and carrying out the ad campaigns.

Products and services: new media business

1.) Website Business

The company develops websites to present its products and services. All of which contain news, knowledge and information updates. The company also gains income from selling advertisement on websites. In 2015, the company's websites include the following.

Website Name	Format
www.nationchannel.com	Website presenting Nation Channel's news program
www.oknation.net	Blog for the public to share news and information
http://radio.nationchannel.com/	Website presenting co-produced FM 90.5 MHz and FM 102 MHz radio programs
http://breakingnews.nationchannel.com	Website presenting Nation TV's short news and the Nation, feeding the news to other NMG and partners' websites
www.247friend.net	Website to review academic knowledge for youth preparing for university admissions

In addition, in 2015, the company is also a distributor of online advertising space to third parties. The gained revenue share of advertising in different proportions according to the agreement made. At present, the websites of trading partners under the supervision of the company are as follows:

- www.pantip.com : The biggest resources website in Thailand
- www.exteen.com : Blog that exposes the public to takepartin thepresentationof information, including the preparation ofthe ad campaign on otherwebsitefor those clients who want to advertise; the company serves as agent in the liasionto the respective adcampaign.
- Facebook, Youtube, Instagram: conducting ad campaigns for customers through online media aforesaid.
- Manage Influencer : administration of Online Influencer in the presentation of products to other products.

2.) News on Mobile Phone Business

The company uses news content from the company's television and radio stations as well as that of business partners to provide the services to meet with consumers' needs and modern lifestyles which accept news through new media increasingly. In 2015, the company provides content through mobile devices, for example mobile phone, smart phone, and tablet as follow.

- SMS (Short Message Service) and MMS (Multimedia Messaging Service), news and up-to-date issues on mobile phones through every network. news on mobile phone's services are delivered in accordance with consumer's needs i.e. business news, English news and general news, and so on, The company gains income from providing the company's contents through SMS and MMS subscription, and gains revenue sharing from SMS and MMS of the partners' services which the company serves as marketing representative.

In 2015, SMS and MMS services of the company and its alliances are as follows.

SMS Service

Service	Format	Rate Charged
Nation Update	Important news and news issues occurred timely from the Nation Channel	49 Baht/Month
The Nation News	English news from The Nation	49 Baht/Month
ThaiVisa	English news from ThaiVisa and The Nation Newspapers	49 Baht/Month
Bangkok Business Urgent News	News and update news on economics and finance from Bangkok Business Newspapers	49 Baht/Month
Kom Chad Luek Urgent News	Important news and news issues occurred timely from the Kom Chad Luek Newspapers	29 Baht/Month
Nation Oil Alert	Update on oil price; rising-falling immediately when changes occur.	1 Baht/SMS
Enjoy English with NJ	Knowledge on English language	29 Baht/Month
Horo Daily	"Daily horoscopes with fortuneteller Tok Taek A4" from Kom Chad Luek Newspapers	3 Baht/SMS

MMS Service

Service	Format	Rate Charged
SMS + MMS By Suthichai Yoon	Analysis of crucial news by Suthichai Yoon	59 Baht/Month
Myanmar Tadin	News and update on Myanmar labors in Thailand and other interesting news from Eleven Media	3 Baht/MMS

- Application service for viewing information through various mobile devices, for examples, mobile phone, smart phone, and tablet. In addition, watching TV programmes from the Nation TV news station is provided to the customers with free of charge. This is intended to add the broadcasting channels to reach the wider range of the audience.



5. Edutainment & International Business Business Unit Nation International Edutainment Plc.



1. Pocketbooks

The Company operates a business through its own entity under the name of the “Nation Books Publisher”, a producer and distributor of the pocketbooks, who have been entrusted with copyrights from the famous writers and renowned domestic and foreign publishers as producer and distributor of the quality works, covering a variety of genres, including management, novel, language and learning, psychology and philosophy and religion and general category that meets the needs of all groups of readers.

Website: www.nine.co.th, www.facebook.com/NationBooksFanPage



2. Comics and books for youth

Nation Egmont Edutainment Company Limited (now renamed “Nation Global Edutainment Company Limited”) operates publishing house, covering the production, import and distribution of printed materials for youth for education, entertainment, and skills promotion to the main target group, youth under the age of 18 years. They have largely been licensed from European countries, America, and Australia; for instances, the Walt Disney, Warner Bros., etc. and book distribution to the National Edutainment Co., Ltd. (NED).

The popular books and materials produced by the Nation Egmont Edutainment include tales and skills activities of the Disney Character, the collection of the Disney classic tales in hardcover edition, “Princess Makeover “and so on.

Website: www.nine.co.th, www.facebook.com/NationKids

NED has engaged in the production and distribution of printed materials for youth for education and entertainment to the main target group of youth under the age of 18 years. They have largely been licensed from European countries, America, and Australia; for instances, focusing on the popular comic books that have been licensed from leading publishers both locally and regionally in Asia countries, including Japan, Korea, as well as youth's comics and literature from various companies such as Shueisha Inc., Shogakukan Kodansha, and Futabasha and so on.

The comic books and juvenile literature produced by the NED that has been highly popular among readers include “Naruto” “Bleach” “Bakuman”, “Blue Exorcist”, and Thai comics, “The Book of Avatar” and so on.

Website: www.nine.co.th, www.facebook.com/nedcomics

Character Management

The Company operates as a licensing agency of the internationally famous cartoon characters in the character management to the manufacturers who are interested in buy the copyright to produce goods for distribution in Thailand, owners of products

and retailers who are Interested to buy the copyrights to promote sales, including marketing to promote the characters under the company's surveillance to be known and even more popular in Thailand.

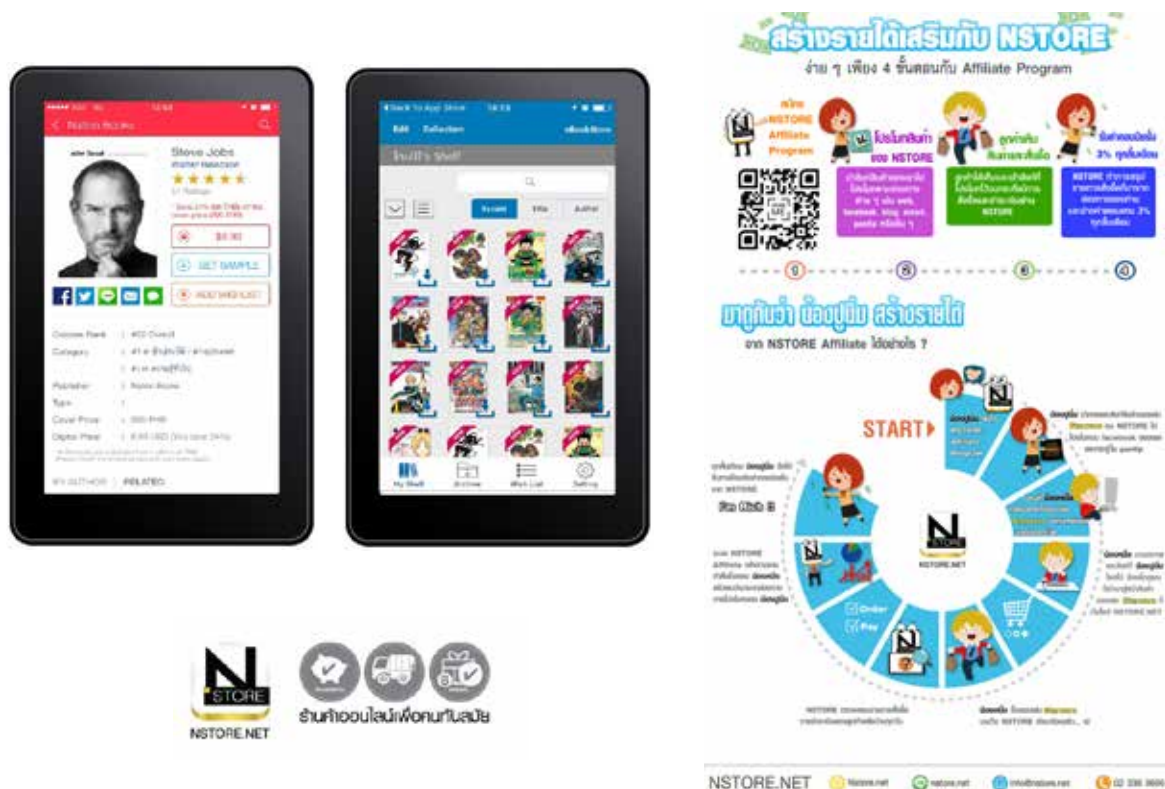
TV program production

Nine TV has engaged in various types of TV programs for digital TV broadcasting, from the edutainment for youth and family to teens, variety, entertainment programs, along together with marketing promotion. In addition, the company also specializes in the production of promotional materials and advertising materials to external customers; both private and public agencies.

Nowadays, the Nine TV has produced the variety show and entertainment, “Star’s Story NOW Society” 5 days a week, and discussion topics, “Kom Chud Luek Did Dao” weekly to the “NOW 26” Channel, and are now in development process of educational program for public agency, and online education for private agency.

Digital Business

The Company has engaged in production and distribution of e-books in various formats, corresponding to the reading tastes and lifestyle. They include administration, management, religion, psychology, philosophy, language, fiction, literature, stories, cartoons and more, as well as newspapers, pocket books, magazines, which eases a convenience of buying to those reading-lovers without waste time to travel. Ordering is easily made through the website NSTORE.net, Nationbooks application on iOS, android, affiliates’ application on iOS, and android, social media, LINE account, email, phone, and Affiliate Program.



Also, the Company operates as the distributor of various consumer products, covering the consumers of all age and lifestyles. They include IT items, household items, toys for children, products for health and beauty, sporting goods, car decoration, games, DVDs and many more. The purchase is easy and quick without waste of travel time through the website NSTORE.net, social media, LINE account, email, phone, Affiliate Program.



Business as distributor of foreign publications and related services

The Nation Group operates as a distributor of the leading international publications and related services through its own entity. There are a total of 184 available copies, including foreign newspapers and magazines as well as a distributor of membership sales; most of which are adaptive to modern world and can be tracked by means of both the printed materials and online, and advertising sales agent for the “Yomiuri Shimbun” newspapers, published in Thailand, undertaking of printing “Yomiuri Shimbun” newspapers, including shipment to several newspapers and magazines. All of these service rendered by the Company has been carried out in “One Stop Service” module to facilitate the owners of the publications, liaison, and arisen problem-solving.

Education Business

Learning English Media

“Nation Junior” is an English monthly magazine that satisfies the needs of adolescents for over 20 long years and it becomes like a trusted friend of a teenager and makes English a breeze in everyday life. With a compact design and worth knowledge and entertainment of the quality columns the come in double covers on the same book, the front cover contains 80% in English covering the IQ EQ Education and lifestyle while the back cover contains 20% in Thai covering the intensive preparation for university entrance exams in seven core subjects of English, Thai, Social Studies, Math, Basic Science, Chemistry, Biology and Physics (alternatively by subject).

A special edition of the National Junior, two volumes “NJ Special Admission” are produced by the month of October of every year; the content involves a recapitulation of the lessons and exams, instructed by the leading faculties for a review of the GAT / PAT, O-NET, and seven ordinary courses exams. The tutorial is available via broadband onto the participating schools across the country. The review can be also made through online websites throughout the year.

Website: www.njspellingbee.net

6. Printing Business Unit

WPS (Thailand) Company Limited (WPS)



A subsidiary of Nation Multimedia Group Plc., WPS (Thailand) Company Limited (WPS) primarily offers printing services for Nation Group such as Kom Chad Luek Media Co., Ltd., Krungthep Media Co., Ltd., and Nation News Network Co., Ltd. Its publications include Kom Chad Luek, Krungthep Turakij and The Nation newspapers, biweekly and weekly magazines such as NJ Magazine and Nation Weekender, as well as the local editions of renowned international newspapers such as The Wall Street Journal Asia and Yomiuri Shimbun to serve Nation International Edutainment Plc (NINE), which is licensed to manage the printing, distribution and logistics operations of these newspapers. In addition, the company prints the China Daily newspaper and Russia Beyond the Headlines for insertion in The Nation.



WPS (Thailand) Company Limited also provides printing services for other types of publication, such as magazines, journals, flyers, brochures and pocket books. Affiliate customers include Nation International Edutainment Plc (NINE), Krungthep Media Co., Ltd. and Nation Broadcasting Corporation Plc (NBC) while external customers include Thai Airways, Giffarine, TV Direct and many more. The company utilizes modern fully integrated printing machinery, receiving numerous awards for quality over the years.





7. Logistics Business Unit

NML Co., Ltd.

Delivery and Distribution Services

NML Co., Ltd. (Nation Media Logistics) is a member of the Nation Group providing delivery services for Nation Group print media as well as various other products medicines, electronic goods and marketing support products using a fleet of motorcycles and trucks of all sizes. The company's services cover residential areas in all major towns as well as business and commercial areas nationwide.

In addition to NML's fleet of vehicles, the company operates a 2,000-sq.-m. distribution centre on Bangna-Trad Road as well as distribution centres of more than 500 sq. m. in three major provincial cities and 14 loading stations of around 100 sq. m. each covering all regions of the country.

NML's Services

1. Express Delivery (next day & 1-3 days)

NML currently provides express delivery services for B2B customers, from manufacturers/product distributors/product owners to retail outlets/distributors in both traditional and modern trade formats, for business districts in all regions of the country. In total, NML serves 505 out of 926 districts nationwide. NML also accepts products from various regions of the country for delivery to Bangkok, including OTOP and CO-OP products.

2. Home Delivery

From 2013 onwards, NML was able to provide B2C delivery services - from manufacturer/product distributor/product owner directly to consumer for all districts of Bangkok and surrounding areas as well as important districts nationwide, such as Mae Rim, Hang Dong, Sarapee, San Sai and Sankhampaeng of Chiang Mai; Muang district of Khon Kaen; Banglamung and Sriracha of Chonburi; Hua Hin of Prachuab Khiri Khan; Koh Chang of Trat; Muang district of Phuket; and Muang district and Hat Yai of Songkhla.

Nonetheless, in 2015, NML aims to consolidate its network and expand its service coverage to include more provincial capitals and major towns, from a coverage of more than 2.5 million households in 2014. For more than 20 years, NML has provided delivery services for Nation Group print products directly to customers and sales agents. During that time, NML has been able to develop all aspects of its communications systems to keep abreast of developments and progress within the industry, for example in the receipt of deliveries, control over the volume of deliveries, as well as receiving and expediting orders in order to facilitate deliveries and especially the system of expediting orders. This system is capable of handling more than 10,000 order lists daily with more than 890,000 print copies daily.

Since 2013, NML has utilized its experience and communications systems to offer storage and distribution services for retail outlets/distributors in both traditional and modern-trade formats covering business districts in all regions of the country. These systems are able to monitor and coordinate all the company's drivers to ensure that deliveries reach their destinations quickly and correctly, and can be traced back at any time. The company has also facilitated shipment tracking via its website as an additional service for customers.



Clients



3. Leaflet & Direct Mail

NML has been entrusted by customers in Bangkok and its surrounding areas for more than 10 years in the direct delivery of their printed products to consumers.

As a member of Nation Group, NML provides home delivery services to a large customer base of newspaper and magazine subscribers. With more than 40 years' experience in this business segment, NML has developed a strong team covering Bangkok and surrounding areas. The company has also continuously undertaken surveys, building up a strong database of information, and invested in GIS mapping software to ensure accuracy of information in order to precisely answer the needs of customers and to define customer segments such as housing estates, condominiums, areas with high or moderate purchasing power, or to pinpoint key areas for the direct mailing of advertising leaflets. In 2016 NML aims to expand its network of services to all parts of the country to meet the demand for distribution of print materials and customer information across the widest area of coverage possible.

NML has extensive experience in the distribution of printed materials to Thailand's neighbouring countries, both by air and overland, and is confident that from 2016 onwards the company will further develop and expand its business to reach greater potential in future.

8. Education Business Unit

Nation U Co., Ltd.



A subsidiary of Nation Multimedia Group Public Company Limited, Nation U Co., Ltd. has operated "Nation University" since November 2011.

Yonok College, currently known as Nation University (NTU), received approval from the Ministry of University Affairs to provide educational services in 1988. Operated by the Yonok Foundation, approval for Yonok College to upgrade and be renamed "Yonok University" was given by the Office of the Higher Education Commission (OHEC) on August 23, 2006, and subsequently "Nation University" on November 30, 2011, with recommendations by OHEC under the Ministry of Education. NTU currently offers bachelor's degree and master's degree programs.

NTU is a private higher education institute located in Lampang province. The University is committed to producing quality graduates to serve society by emphasizing a learning approach in which students are encouraged to think and learn enthusiastically and who will combine academic knowledge and practical applications, based on moral principles with public awareness. Here, students receive first-hand experience and pick up knowledge and skills from various well-designed activities, which can be applied in their actual working lives.



Featuring natural landscapes and a learning-conducive atmosphere, NTU underscores the “University in the Park” concept, in conjunction with promotion of close relations between the Faculty team and students. The University offers facilities such as libraries, male and female student dorms, computer room, communications technology room (where students receive training on broadcasting) and an international languages center. The Lampang Campus is located at 444 Vajiravudh Damneon Road, Phrabat Sub-District, Muang District, Lampang Province. The Nangna Campus is situated at 1854, Nangna-Trad Road (Km 4.5), Nangna, Nangna, Bangkok.

NTU is well-prepared for the arrival of the Asean Economic Community (AEC), with its outcome-based learning approach. The University has won strong support from both Nangna Multimedia Group’s leading business alliances and other companies, so it is equipped with qualified lecturers and personnel who have the necessary expertise in business management, social sciences, information technology, public health and new media management.

NTU has continuously developed its curricula by conducting research and surveys to pinpoint the real needs of both learners and employers. These results are used to improve and develop proactive curricula, which are highly-efficient, flexible and adjustable to each constantly evolving educational field, in order to allow students to compete efficiently in both domestic and international markets. The University has a firm commitment to produce graduates with academic excellence, professionalism and public consciousness, and has striven to become an internationally-recognized university. Its core missions also include conducting research, preserving Thai art and culture as well as transferring academic knowledge to society. To achieve these missions and differentiate itself from other institutions the University focuses on three main skill sets: professional skill, communication skill and English skill, which are in conformity with its identities of “Learning from Professionals” and “Graduates with Public Minds,” and also in line with the OHEC’s qualification standards for higher education.

NTU has been highly praised by the parents of students for its learning approach which emphasizes real workplace practice with fully-equipped media facilities. At NTU, students receive on-the-job training from the first year of study and are encouraged to integrate theoretical knowledge with practice to deliver highly-efficient working performances.

Research

In 2015, NTU established a research institution whose major mission is to conduct public surveys on various social and economic issues such as economic confidence, tourism plans in Thailand and the desired universities of students. The survey results were publicized through Nangna Group media such as NOW26 television channel, and Krungthep Turakij and Kom Chad Luek newspapers. The surveys can be effectively used as guidelines for making business decisions and formulating corporate policies.



NTU has collaborated with a number of foreign educational institutes to promote joint academic and research developments. In 2015, the University jointly organized an academic conference with Fukui University of Technology in Japan.



NTU also signed an academic exchange agreement with Guanxi University (GXU) from China on September 16-19, 2015. As part of this academic exchange program, the Chinese Camp in Nanning project was jointly organized in order to facilitate academic and cultural exchange among students of both universities at Guangxi University from November 23-29, 2015.

Skills Development Activities

Nation University places emphasis on the integration of learning, teaching and activities to support the application of acquired knowledge in developing the students, the university and society as a whole in various aspects.



Orientation ceremony for new students of the academic year 2015, where students were encouraged to extend their best wishes to HRH Princess Maha Chakri Sirindhorn on the auspicious occasion of her 5th cycle birthday anniversary on a fabric banner. They express their loyalty and gratitude to the princess on August 15, 2015.

Selection of student clubs to play a role in the development of student activities and sustainable improvement in the quality of life of students on campus.

The establishment of student clubs within the university to create opportunities for students to get involved in activities in line with their talents and interests, and to enhance their academic and professional knowledge and personal characteristics through social interaction.



Media and Good Governance conference held from September 8-9, 2015 at Nation University, Lampang Campus.



Student leadership training to prevent the distribution of alcohol and consumption of alcoholic beverages on campus in line with the university's alcohol-free campus policy.

English Camp, to improve English language skills for new students.

English Speaking Day, to improve English language skills for students and university personnel.



"Dhamma in the student age" project, to promote the development of knowledge together with moral and ethical principles, for application in academic and daily life.

Annual activities - sports day, honouring teachers, etc.

"Hood-wearing" and "bamboo-splitting" savings traditions at the graduation ceremony.

All graduates of Nation University are expected to show well-rounded development academically, professionally, and morally, with a high degree of responsibility towards society and the environment. This includes use of a responsible code of practice to apply in their careers, and towards society and the nation as a whole in their future lives.

Besides, the University has created educational openings for students with the necessary qualifications through educational scholarships in various categories and according to grades, as follows:

- GPA of 3.00-3.24 receive a 20% reduction in tuition fees
- GPA of 3.25-3.49 receive a 50% reduction in tuition fees
- GPA of 3.50-4.00 receive a 100% reduction in tuition fees

* Students that have received educational scholarships covering 100 percent of their course are eligible to apply for Master's degree scholarships at Nation University, in accordance with the university's conditions.

Scholarships for students with good grades: (Scholarship program of the Secondary Education Office - Office of the Higher Education Commission receive a 20% reduction for the full course of study).

Students receiving scholarships must have demonstrated good moral conduct, have undertaken activities on behalf of their schools and must have been accredited by their schools with a portfolio of supporting materials.

Personnel Scholarship

The recipient must be a person or a child within the organization and have an MOU and a document confirming personnel status to study at university. Recipients receive a 20 percent reduction for the entire duration of the course.

Scholarships for graduates

Receive 20 percent of course fees for the duration of the course for a second bachelor's degree course or a master's degree course.

Scholarships in honour of HRH Princess Maha Chakri Sirindhorn

NTU, together with Kasikornbank, presented 60 scholarships for the academic year 2015 to mark HRH Princess Maha Chakri Sirindhorn's 60th birthday anniversary. The scholarships, which were for children in Nan province, were presented on August 7, 2015.



Nation Multimedia Group 45th Anniversary Scholarships, 2015

Scholarship category 1: Scholarships for Matayom 6th-year students (or equivalent) who achieve GPA of 3.50 or above and demonstrate aptitude in languages, music, art and culture who intend to further their studies at the university level in a subject at Nation University for course fees for the four-year duration of the course. Ten scholarships are awarded worth Bt240,000 each, as follows:

- Scholarships for proficiency in languages - 2
- Scholarships for proficiency in music - 2
- Scholarships for proficiency in art - 2
- Scholarships for proficiency in culture - 2
- Scholarships for students of the southern-most provinces - 2



Scholarship category 2: The university will provide a total of 500 scholarships covering 50 percent of costs for the full course of study for M6 students or equivalent for study at Nation University in the following faculties:

- Faculty of Business Administration - Accountancy (B.Acc.): 50 scholarships - Business Management (B.B.A.): 50 scholarships
- Faculty of Health Science - Health Science (B.P.H.): 150 scholarships
- Faculty of Communication Arts - Communication Arts (B.Com.Arts): 150 scholarships
- Faculty of Social Sciences and Humanities - Public Administration (B.P.A.): 50 scholarships
- Faculty of Information Technology - Computer Science (B.B.A.): 50 scholarships

Currently, Nation University offers both undergraduate and graduate courses from its campuses at Lampang and Bangna. In the 2015 academic year, students studying undergraduate and graduate levels at both Lampang and Bangna campuses totalled 1,178 students.

Nation University currently offers the following courses:

Nation University - Lampang Campus

Bachelor's Level

Faculty of Communication Arts

- Communication Arts (Communication Arts)

Faculty of Business Administration available in two subjects:

- Business Management (Marketing)
- Accountancy (Accountancy)

Faculty of Health Science

- Health Science (Health Science)

Faculty of Information Technology

- Computer Science (Computer Science)
- Business Management (Computer for Business)

Faculty of Social Sciences and Humanities

- Public Administration (Public Administration)

Nation University - Nation Bangna Campus

Bachelor's Level

Faculty of Business Administration

- Business Administration (Marketing)

Faculty of Communication Arts

- Communication Arts

Master's Level

Faculty of Business Administration (MBA)

- Business Administration

Master's Level

Faculty of Business Administration

- Business Administration

Faculty of Social Science and Humanities

- Education (Education Management)
- Public Administration (Local Administration)



Industry and Competition Overview

Overall Economy

Overall, the Thai economy in 2015 expanded at a rate of 2.90 percent, compared to just 0.9 percent in 2014. One of the main factors contributing to this growth has been the continued expansion of tourism, especially as a result of growing numbers of Chinese and Malaysian visitors, which has helped stimulate healthy growth in related service sectors such as hotels, restaurants, and the transport and communications sector. In addition, the government's disbursement policies and increased off-budget spending, particularly public infrastructure development schemes, water management programs and highway development projects, have served to boost public-sector spending and investment, and helped stimulate private-sector spending. At the same time, exports have been adversely affected by the global economic slowdown and the agriculture sector has been negatively impacted by drought and restrictions to economic growth.

At the end of 2015, the government's economic stimulus efforts included a measure to exempt personal income tax on purchases of products and services from VAT-registered entities during the period 25-31 December, 2015 as a means to encourage private spending during the New Year period as well as to boost consumer purchasing power.

The various economic stimulus measures helped bring about an overall advertising industry growth for 2015 of 4 percent, increasing from just 1.20 percent in the previous year (figures from Nielsen).

Comparative advertising budget of all media 2015-2014

(million baht)

MEDIA	Y2015	SOV%	Y2014	SOV%	DIFF	% Change
TV (Analog)	57,526	47 %	63,777	54 %	-6,251	-9.80 %
TV (Digital)						
*2014	20,930	17 %	8,582	7 %	12,348	143.88 %
(Apr-Dec)						
Cab/Sat TV	6,054	5%	7,231	6%	-1,177	-16.28%
Newspapers	12,332	10 %	13,182	11 %	-850	-6.45 %
Radio	5,675	5 %	5,610	5 %	66	1.17 %
Cinema	5,134	4 %	4,349	4 %	784	18.03 %
Transit	4,478	4 %	3,813	3 %	664	17.42 %
Outdoor	4,265	3 %	3,974	3 %	291	7.32 %
Magazines	4,227	3 %	4,931	4 %	-705	-14.29 %
Internet	1,058	1 %	950	1 %	108	11.38 %
In-Store	639	1 %	1,964	2 %	-1,325	-67.46 %
Grand Total	122,317	100 %	118,364	100 %	3,953	3.34 %

Note: Does not include section or house ads



Television media remain the main target of advertising expenditure, with spending on digital TV advertising rising continuously. Emerging industries such as manufacturers of foods and pet products are increasingly using digital TV advertising to promote their products.

In 2016, Thailand's economy is anticipated to grow in the range of 3.0-4.0 percent, according to the National Economic and Social Development Board. Contributing factors to this anticipated growth include accelerated government spending and investment, momentum from economic stimulus measures and expected gradual recovery in the global economy. Coupled with continuing low oil prices, this recovery will help spur the country's export sector and foster continued expansion in the tourism sector. Notable negative factors include a continued decline in economic growth in China, a fall in the value of the yuan and the currencies of other major trade partners and competitors, and the impacts of natural disasters such as droughts which threaten to limit Thailand's economic growth.

Nature of Business

The company's business consists of eight lines, as follows:

1. **Thai-language business news publications:** Managed by Krungthep Turakij Media Co., Ltd., producer and distributor of "Krungthep Turakij" business daily. Target customers include business people, young-generation executives, academics, government officials, marketing executives, university students and moderately educated to well-educated readers.
2. **Thai-language general news publications:** Managed by Kom Chad Luek Media Co., Ltd., producer and distributor of "Kom Chad Luek" mass-circulation daily, and "The Nation Weekender" weekly news analysis magazine. Target customers are general news readers.
3. **English-language news publications, seminars and communications training:** Managed by Nation News Network Co., Ltd., producer and distributor of "The Nation" daily newspaper and "Nation Junior" magazine. Target customers include Thais who follow the political and economic scene, young-generation readers and foreign residents in Thailand.

In addition, Nation Multimedia Group Public Company Limited has entered into partnership with Eleven Media Group of Myanmar to establish a joint venture company "Eleven-Nation Media Co., Ltd." in Yangon, Myanmar. The company holds a 49 percent share to operate media and other related businesses. It aims to expand its business in Myanmar by publishing and distributing an English-language daily newspaper in the country.

4. **Edutainment and foreign-related businesses:** Managed by Nation International Edutainment Public Company Limited (NINE) and its four subsidiaries: Nation Edutainment Co., Ltd., Nation Global Edutainment Co., Ltd., Nation Kids Co., Ltd. and Nine Be Bright Co., Ltd. Business operations include:
 - Production of copyright pocket books from both domestic and international sources, for instance, "Becoming Steve Jobs", "Hard Choices" by Hillary Rodham Clinton, "Alex Fergusson: My Autobiography", "Einstein: His Life and Universe", human resource management and the auspicious sacred calendar 2015 by Joey Yap.
 - Advertising sales agent and distributor for foreign publications in Thailand and the ASEAN region including foreign newspapers, such as The Wall Street Journal Asia and The Yomiuri Shimbun, as well as a range of popular international foreign magazines such as Fortune and Time Magazine.
 - Production, import and distribution of educational and entertainment publications for children such as Nation Junior magazine, as well as media to improve children's communication skills from both domestic and international sources.
 - Tutorial institutes offering courses in various fields (operated by Nine Be Bright).

5. Broadcasting Business: Operator of a TV news station, radio programs and new media. Target customers are the general public. The company has received licenses to operate two digital TV channels as follows:

5.1 SD News category - under the Nation TV channel, broadcast on channel 22 and operated by NBC Next Vision Co., Ltd., a subsidiary of Nation Broadcasting Corporation Public Company Limited (NBC).

5.2 SD Variety category - under the NOW channel, broadcast on channel 26 and operated by Bangkok Business Broadcasting Co., Ltd., a subsidiary of Nation Multimedia Group Public Company Limited (NMG).

6. Print Business: Managed by WPS (Thailand) Co., Ltd. as a provider of newspaper printing services to the Nation Group, including Kom Chad Luek, Krungthep Turakij and The Nation newspapers. In addition, the company prints comic books for the Nation Group, as well as pocket books, print ads and various jobs for external customers, such as magazines, journals, catalogues and brochures.

7. Logistics Business: Managed by NML Co., Ltd. as the logistics provider for print products, such as newspapers and all other print products of Nation Group. The company's main duty is to distribute the Group's newspapers, including Kom Chad Luek, Krungthep Turakij, The Nation, The Wall Street Journal Asia and The Yomiuri Shimbun in Bangkok and surrounding areas, and all provinces nationwide, as well as providing a competitive range of logistics services for external customers.

8. Education Business: Managed by Nation U Co., Ltd. (shareholding ratio in December 2014: NMG 90% and South-East Asia University 10%), which is holding the license to operate Nation University (formerly Yonok University). Nation University is located in Prabath Subdistrict, Muang District, Lampang. Currently, the university offers bachelor's degrees in seven programs including communication arts, business administration (marketing), accountancy, public health science, computer science, public administration, business administration (computer for business) and master's degrees in three programs including business administration, education and public administration.

- The Bangkok campus located at Nation Group's Bangna complex currently offers bachelor's degrees in two programs: communication arts and business administration, and also an Executive MBA program.

Competition in the Publishing Business

The publishing business has faced fairly fierce competition and high production costs. It has also encountered a challenging transformation, in which consumers have largely changed their media consumption behavior from print media to digital technologies that offer more convenient access.

Despite these changing media trends, all publications under Nation Group continue to grow. Though revenues are lower than those of recent years, most of its publications are enjoying above-average growth rates in the publishing industry.

"Krungthep Turakij" remains a leader in the business daily newspaper segment, consistently increasing its sales and currently holding 62% of the market share.

"Kom Chad Luek", the general daily newspaper retains the third largest advertising market share after "Thai Rath" and "Daily News".

"The Nation" English-language newspaper has only one competitor: "The Bangkok Post". "The Nation" holds approximately 23% of the market share in advertising.



"Nation Books" is facing increasingly strong competition from a growing number of pocket book publishers in the market. Quality and variety of content remain key factors in determining readers' choices. Nation Books' main competitors include Amarin Printing, Nanmee Books, Matichon and a book.

The edutainment products/comics for children segment continues to expand, although new edutainment publishers are entering the market. This sector shows a tendency to expand as the new generation, with higher levels of education, is willing to invest more in the education of their children. The company's competitors vary according to each product. Disney licensed books face competition from Aksara Pipat, while the Japanese comic books compete directly with products from Vibulkit and Siam Sport Publishing.

Directions and Trends of Print Media

In 2016, the pulp and paper industry and the print industry are likely to expand, with the pulp and paper sector poised to support growth in the country's export sector. Nonetheless, production of newsprint and plain paper still faces risks as a result of falling consumer demand and competition from imported products.

Though print media as a whole are still experiencing a positive trend, the paper print media sector is expected to decline, with the advent of increasingly diversified electronic platforms such as tablets, smart phones and online media. The print media segment has consequently adjusted itself as a "Content Provider" to provide content for other media platforms.

Content is considered the heart of print media. If the content is of high-quality, it can be leveraged across all media platforms including television, newspapers, and websites - a strategy adopted by Nation Group for several years. Operating the two digital TV channels, which are Nation TV, Channel 22, and NOW 26, in 2016 the company will use its television platform to advertise and publicize its publications in order to broaden its customer bases and reach greater numbers of consumers.

The print media segment also needs to adjust in tune with the digital era by offering digital versions in parallel with print publications, so as to expand its market share for e-books, which have become increasingly popular, with the development of modern applications. Business operators also have to come up with new strategies to improve content in order to compete efficiently in the highly competitive market.

The Media Agency Association Thailand (MAAT) has forecast that growth of the advertising industry in 2016 will largely depend on growth of the overall economy but is anticipated to reach 4-5 percent, up slightly from 2015, based on the economic and political situation in the country. Should there be any resurgence in private-sector confidence and investment, the advertising sector will likewise benefit.

With the increasing shift to multi-screen lifestyles, brands need to be remodeled and new marketing directions and formats developed. Marketing campaigns need to be able to reach target groups across all channels and offer a greater variety of services to consumers. Advertising spending on old media such as analog television, magazines and radio is likely to decline while budgets are increasingly being allocated to emerging media such as digital television, online digital media, social media, etc. The trend is the result of changing consumer behavior and the shift towards multiple media channels or multi-screen behavior.

Risk Factors

Nation Multimedia Group's business operations face risks which pose a direct and significant impact to the company and/or its investors. The company has therefore implemented risk management measures as follows:

1. Business operation risk

1.1 Risk from advertising industry situation

The major revenue of NMG comes from the newspaper business; mainly from advertisement sales. In 2015, the company generated advertising revenue of Bt 2,243 million, an increase of 12% from last year's Bt 1,997 million, accounting for 76% of total revenue. The company's cost structure is mostly comprised of fixed costs; its performance therefore largely relies on the situation within the advertising industry. Advertising costs are largely dependent on economic conditions; if the economy is buoyant, spending on media advertising is likely to increase. In contrast, if economic conditions domestically or internationally witness sluggish growth, the advertising industry might be severely affected. To minimize the impact from the instability of economic conditions, NMG has framed all the strategic plans of its subsidiaries in the same direction, aiming to maintain competitiveness and using this competitive advantage to reduce risk by taking advantage of multimedia channels to publicize products and services, with the use of improved sales strategies and media synergy to efficiently satisfy market demands, transforming the company into a Total Media Solution for advertisers. The company has striven to introduce new technologies to conventional media in every platform, mainly based on content suitability and business potential, in order to cover all of its target groups and to achieve a competitive edge. The company has also placed more emphasis on offering tailor-made packages and activities to generate additional revenue from customers both in the public and private sectors, as well as generating revenues through special activities which helped maintain revenues. At the same time, the company concentrated on strict management of expenses.

Currently, conventional print media advertising is tending to fall off as a result of changing consumer behavior, with more people turning to new media instead. In light of this industry transformation, NMG is turning its business direction more to television, with ownership of two new television channels - NOW 26 Channel (SD variety) and Nation TV Channel 22 (SD News). Digital TV is expected to witness high rates of growth in future with better prospects for advertising than any other media. The company's move towards the television business will lessen the risks of likely impacts from new media on the print media business in future. The company is also actively pursuing other digital media business segments such as E-commerce, M-commerce, S-Commerce (Social Media Commerce), E-Education, etc., and entertainment businesses.

1.2 Risk from advertising industry on TV

With changing consumer behavior in which a greater number of consumers are shifting their focus to digital media, and more and more communication strategies are being launched via new media platforms, especially the internet, the advertising industry on TV faces a direct impact from new media that may replace TV in the future. As a result, advertising agencies as well as product and service providers have enjoyed a wider choice of advertising spending through a greater variety of media platforms. The market share of advertising on TV has subsequently been apportioned to the new media. However, according to an AC Nielson study, advertising on TV still experienced steady growth, holding the highest market share when compared to other media and accounting for 67 percent of the total advertising market value in 2015.



NMG has continuously attached importance to content improvement and development in order to respond to customer demand that has changed rapidly and has become more diversified. The company has conducted in-depth marketing research with the use of reliable information from both local and international research initiatives in order to produce high-quality programs for all platforms of new media that would serve customer lifestyles and compete efficiently in the market. This is an additional measure to help minimize the company's risk exposure.

1.3 Risks from business operation strategies

NMG has a clear business operation structure designed to achieve flexibility in management and has employed Target-Based Strategy assessment to be in line with its corporate policies and visions. The company focuses on maintaining competitive edges and competitive advantages in order to expand its business and create additional value. The company's business is divided into the following business units: Printing and Advertising Business including Krungthep Turakij Media Co., Ltd., with the main medium of Krungthep Turakij newspaper; Kom Chad Luek Media Co., Ltd., with the main medium of Kom Chad Luek newspaper and Nation News Network Co., Ltd., with the main medium of The Nation newspaper; Broadcasting Business - owner and operator of two digital TV channels, Now 26 (SD variety) operated by Bangkok Business Broadcasting Co., Ltd. and Nation TV 22 (SD news) operated by NBC Next Vision Co., Ltd.; Edutainment and International Business; Logistics Business; Printing House Business; and Education Business.

The company has established a number of subsidiaries in order to achieve optimal business performance and improved management efficiency. Without efficient and productive management and supervision of subsidiaries, there might be non-compliance within the company's directions and strategies, and conflicts of interest between subsidiaries, which would affect the overall performance of the company.

To minimize risk arising from subsidiaries management, NMG has drawn up strategic plans for all business units and group of companies that are in the same direction to maintain its competitiveness and create maximum value for the group companies. The company has adhered to good corporate governance to lay the firm foundations for sustainable business. The company has appointed its top executives as members of the Board of its subsidiaries in order to synergize the group's policies, strategies and business directions, as well as to supervise business expansion of subsidiaries to be in compliance with the group's policies.

Registering good performance, business units as subsidiaries will open the door to new business opportunities and allow greater management flexibility. The strong quality media synergy will enable NMG to help build up and sustain a good society in Thailand. However, some subsidiaries are still incurring losses. For these subsidiaries, the company has to make improvements in management and operational efficiency to enable all of them to be stronger and support each other efficiently.

1.4 Risk from investment in digital TV

The company has operated the digital TV business through ownership of two digital TV channels - NOW 26 Channel, a standard definition digital TV channel (SD Variety) and Nation TV 22, a standard definition news TV channel (SD News). The investments give the group full integration across all media types, answering current business needs and improving prospects and opportunities to boost revenues and expand growth over the long term.

The transition to the digital TV era has resulted in tougher competition in the television business both in terms of sale of advertising time and production of programs. The fiercer competitive business environment might lead to price uncertainty of advertising per minute in which some operators of new programs that still have low ratings offer relatively low advertising rates in their early stage of operation.

The NOW 26 Channel has differentiated itself from other digital variety channels with its combination of educational content and entertainment. All of its programs are carefully designed to meet the lifestyle needs of the new generation and are presented in

a modern style. Its news programs are guaranteed for their quality, with the support of long-experienced editorial teams from all newspapers of the group. The company collaborates with partners in the co-production of programs and procures high-quality programs from producers both in Thailand and overseas to offer its viewers the widest choice of educational content and entertainment. In order to attract more viewers, NOW 26 has periodically adjusted its programs to fit the needs of the viewers, with the addition of programs such as live boxing and international documentaries and series, which have proven popular among viewers, allowing the channel to continuously achieve higher ratings. The company is confident that its production capabilities can meet the needs of target customers and that it is able to differentiate itself from its competitors, which will in turn enable the company to meet its targets for advertising.

2. Production risk

2.1 Risk from content production

The strong current of new media both online and on social media platforms poses significant challenges to NMG's news coverage in both print and television media. The new media have a strong advantage over traditional media in their unique characteristics of viral communication, encouraging audiences to duplicate, forward or make comments about the messages they have received. NMG's editorial teams, however, are well-prepared for this situation and have managed to sustain a competitive edge in the media industry.

NMG's strengths can be attributed to four factors:

1. We are "Professional Media"

NMG editorial staff have been entrusted by the public for over 44 years, which is considered a valuable asset and strong advantage. The company has so far received positive feedback from the public amidst the highly competitive environment of both new and traditional media.

2. Innovative Convergence Newsroom

To rapidly accommodate changes and emerging trends in the global industry, the company has developed a Convergence Newsroom, which is a news-feed center for all media of the group. The Convergence Newsroom aims to produce quality news that is timely, insightful and well-rounded in creative and efficient manners.

NMG has striven to develop a team of more than 400 staffers drawn from the editorial departments of The Nation, Krungthep Turakij, Kom Chad Luek, and the two digital TV channels - Nation TV and NOW 26. The multi-skill, multi-platform newsroom creates accurate and timely content drawing on the skills and knowledge of news veterans from the group's various news arenas.

The Convergence Newsroom also serves as the "knowledge center" for NMG news staffers as the integration of the newsrooms will lead to well-versed knowledge drawn from veteran news teams in various fields.

3. Advanced Content Management System

The innovative "convergence newsroom" employs content management technology to enhance operations under a News Convergence Editorial System (NCES), which makes the integration of news teams a reality. The NCES system acts as a virtual newsroom coordinating communications within the organization through a "central command center" in line with the rapid and mobile working style of the news teams. The application of new technologies helps improve the speed and convenience of operations, reduces production costs and facilitates better teamwork, which lowers the risk of staff shortages that could have an effect on the quality of news content.



4. Screens

NMG is committed to developing the websites of its five core media including The Nation, Krungthep Turakij, Kom Chad Luek and the two digital TV channels of Nation TV and NOW 26. All have successfully achieved top ratings in terms of page views in each of their categories. The ratings reflect the attention paid by the company to changing media consumption behavior.

The NMG news teams have also played an influential role in the social media world, garnering a great number of followers from all media channels. The company can reach consumers effectively via its “5 Screens” strategy, allowing them to access NMG’s quality news and content conveniently through multiple platforms of newspapers, TV, tablets, smart phones and PCs or notebook computers.

2.2 Key personnel retention risk

NMG is publicly accredited for its media professionalism. Since personnel play a vital role in the quality of content production, the company is dedicated to develop a team of capable editorial staff instead of being dependent on individuals, to lower the risk of losing key editorial individuals and the subsequent impact on the company. Currently, the company has a total of 696 staff working for the editorial departments of The Nation, Krungthep Turakij and Kom Chad Luek newspapers, and Now 26 digital TV channel, comprising reporters, rewriters, editors, photographers and production staff. These staff are employed in NMG’s subsidiaries of Nation News Network Co., Ltd., Krungthep Turakij Media Co., Ltd., Kom Chad Luek Media Co., Ltd. and Bangkok Business Broadcasting Co., Ltd. The Display Departments of The Nation, Krungthep Turakij and Kom Chad Luek newspapers and Now 26 digital TV channel are under the respective above-mentioned subsidiaries, while the Central Sales Department, holding key account customers and the Sales Department holding the accounts of government agencies, are still under NMG. The news editorial centres, whose content is shared by the regional offices, photography team and Nation News Agency, are also managed by NMG.

In addition to editorial staff, key management personnel from various departments including Sales, Marketing, Circulation and other supporting units, all play significant roles in the overall success of the company. These departments and personnel are under NMG’s management.

Amidst the highly competitive business environment, NMG has recognized the need to prepare its personnel to perform their duties efficiently, which is a vital mechanism to drive the company towards its targets. The company therefore organizes both in-house and external training for staff to enhance their work skills and enable them to keep pace with changes in the business and technology. Personnel development training is designed to be in accordance with business policies. The company has paid great attention to personnel wages and welfare to be comparable to that of other companies in the media industry. Succession plans, in which senior management are encouraged to participate in key decision making and decentralize authority and responsibilities to sub-level management, have been created, as part of the goal of decentralization. The decentralized system aims to promote more effective operations, decrease work redundancy and prepare the new-generation management to respond to external changes, highly competitive markets and diversified target groups in a timely manner. As well, it enables NMG to create new business opportunities towards sustainable growth, while retaining the core values of credibility, integrity, synergy, customer focus and innovation.

With such a system, in which work is passed from top executives and distributed to every management level, if the company loses a key employee, it will not pose a major impact to the company. At the same time, NMG also concentrates on the synergy of all business units to achieve maximum benefit.

In addition, to ensure working synergy of staff at all levels towards its corporate goals and visions, NMG has employed the Key Performance Index (KPI) system, a results-based measurement, to evaluate the performance of its staff. KPI is closely associated with staff salary increases, varying according to their performance, working behavior and development capabilities. It is designed to promote personnel capabilities based on business competitiveness.

2.3 Technology risk

The introduction of new technologies and innovations such as digital technology and wireless communications that facilitate access to virtually limitless information have given rise to the various New Media, giving the consumer an increasing number of news and information channels to choose from. These technologies present an important source of risk that has the potential to affect media business operations at present and in the future.

To reduce this risk and the potential for lost opportunities in business operations it is necessary to strengthen the competitiveness of the organization. The company has developed efficient information management systems and introduced information and communications technologies to help support operations, improve the efficiency, flexibility and speed of the news production process, and provide complete and consistent growth in technology and new media as well as the management of costs and expenses. The company focuses on integrating the various media formats and technologies together to serve the requirements of all channels and across all platforms including the use of social TV - a hybrid of broadcasting technology and new media that enables people to access news and information at all times and eliminates "prime times," in line with current consumer behavior. The company also has a policy to continuously research and develop products for presentation across multiple media in order to build a deeper understanding of consumer behavior and accumulate experience, as well as develop competitive advantages in target markets in future.

2.4 Risk of volatility in raw material prices

Newsprint, as one of NMG's major raw materials, represents around 6 % of the company's cost of goods sold and 63% of total raw material expenses. During the past year, the ratio between imported and domestic newsprint was 72 : 28. Being a commodity, newsprint prices are determined by the balance of global demand and supply, which is the main factor setting the reference price of newsprint in the world market. As a result, the company is exposed to any volatility in newsprint prices, which may subsequently have a direct impact on the company's production costs and bottom line profit.

NMG's management, with years of experience in newsprint procurement, has developed a comprehensive understanding of the newsprint price cycle. The company has placed orders for newsprint in advance to ensure sufficient stocks for production. It still stringently employs a paper-usage control policy and effective management of distribution points to lower newspaper returns. Besides, the company manages exchange rate risks by placing forward contracts on orders for newsprint to ensure that newsprint costs have no significant impact on overall production costs. Nonetheless, the company closely monitors newsprint costs and the exchange rate situation.

3. Management risk

3.1 Policy determination from management

The media business is essential in publicizing news and information to the public. Considered as an opinion leader of society in politics and the economy, the media business requires management with lengthy experience and expertise



in mass communications to ensure operations are conducted ethically and transparently. Realizing that presenting news ethically and objectively is at the heart of the media profession, NMG's Board and major shareholders have never interfered

in the editorial team's daily news presentation. Instead, they have outlined news presentation guidelines for the editorial teams of each NMG unit under its Corporate Governance policy and closely supervised operations to ensure they are in accordance with determined policy.

3.2 Changes in the organizational structure of shareholders/board of directors

During the year, a new group of shareholders invested in the company, altering the overall shareholding structure. Provided these shareholders do not intervene in management or create conflicts of interest, this new shareholding structure will have no effect on the running and development plans of the company, nor the editorial independence of the group's media. Regardless, as a media institution with a strong structure and professional working principles, whose primary duty is to present news and information of benefit to society and in a responsible and ethical manner, any change in the holding of the company will have no effect on the administration or media stance of the company. On the contrary, the company will continue to maintain its ethical standpoint in presenting the news and in its analysis of the issues affecting society in order to bring maximum benefit to the public and to protect the interests of its employees and retail investors.

4. Financial risk

4.1 Debt obligation risk

As of December 31, 2015 NMG and its subsidiaries had loan liabilities from financial institutions of Bt 591.95 million, divided into a short-term loans for capital flow in the overdraft account, trust receipts and short-term promissory notes of Bt 590.39 million, and total long-term loans of Bt 116.16 million. Total debt repayments of Bt 100.80 million will be made within one year, while the remaining Bt 15.36 million will be repaid over the period 2015 - 2016.

To minimize debt obligation risk, the company has presented financial projection documents, completed on the basis of prudence, to creditors for consideration. Such documents inform the creditors of trends in the company's performance and current cash flow, the amounts of which are comparable to other companies in the media industry.

4.2 Risk arising from encumbrances in payment of digital TV license fees

Two subsidiary companies that hold licenses to operate digital TV stations are required to pay digital TV licensing fees to the Office of the National Broadcasting and Telecommunications Commission (NBTC), as follows:

1. Payment of the digital TV license fee in the general SD (standard definition) category worth Bt 2,200 million (excluding VAT). The company made payment for the first and second installments totaling Bt 668 million (excluding VAT). Four more installments have to be paid. The next installment amounting to 10 percent of the minimum bidding price plus 20 percent of the amount exceeding the minimum bid price, totaling Bt 402 million (excluding VAT), will be paid in April 2016. Guarantees have been obtained from financial institutions to secure payment of the remaining amount of Bt 1,639.24 million (Including VAT), which will be paid annually according to the conditions specified in the contract and ending on April 25, 2019.

2. Payment of the digital TV license fee in the news and educational content SD (standard definition) category worth Bt 1,338 million (excluding VAT). The company made payment for the first and second installments totaling Bt 400 million (excluding VAT). Four more installments have to be paid. The next installment amounting to 10 percent of the minimum bidding price plus 20 percent of the amount exceeding the minimum bid price, totalling Bt 245.60 million

(excluding VAT), will be paid in April 2016. Guarantees have been obtained from financial institutions to secure payment of the remaining amount of Bt 1,004.08 million (Including VAT), which will be paid annually according to the conditions specified in the contract and ending on April 25, 2019.

4.3 Exchange rate risk

Changes in the foreign exchange rate rely on demand and supply of the Thai currency against other currencies. Fluctuations in foreign exchange rates have an effect on the company's production costs. The company's major raw material is newsprint paper, 72 percent of which is imported using US\$ currency. The company is therefore exposed to foreign currency exchange risks through the import of newsprint.

However, to help counteract this situation, the company has adopted a policy for hedging against foreign currency exchange risks, by placing forward contracts on orders for newsprint. As of December 31, 2015, the cost of imported newsprint amounted to 1 percent of total debts. This amount did not affect the financial statements, in spite of fluctuations in foreign exchange rates.

4.4 Risk from external financial sources

The company has various external financial sources, such as loan credit limits from many banks and financial institutes. As of December 31, 2015, the company and its affiliates had a total loan credit limit of Bt 4,507 million and used credit of Bt 3,322 million. Thus, the available credit line stands at Bt 1,185 million, or 26 percent of total loan credit and current external financial sources are sufficient to meet the company's operational needs.

The company's business operations concentrate on creating sustainable growth, so its performance is likely to grow continuously. Moreover, the company plans to expand its business prudently and follows a capital structure that maintains proper financial ratios. The company is confident that capital will be sufficient to facilitate business expansion, with appropriate financial costs. The company has additional external financial sources as follows:

- From holders of warrants to purchase the company's ordinary shares who exercised their rights to increase shares at the company's third offering (NMG-W3) when the company provided a rights offering to existing shareholders in mid 2013, with a total of 1,647,740,300 units in the ratio of one existing ordinary share per one warrant unit at the exercised price of Bt1 per share. Warrant holders can exercise their rights to purchase shares over a period of five years, every six months, in June and December of each year. They were able to exercise their rights for the first time on December 15, 2013 and for the final time on June 19, 2018. If all units are sold, the company will have increased its capital by Bt 1,647.74 million. As of December 31, 2015, warrant holders had exercised their rights to purchase 744,086,462 units. Rights for the remaining unsold units of 903,653,838 may be exercised over the period June 2016-June 2018, another two years and six months as of December 31, 2015.

- From holders of warrants to purchase the company's ordinary shares which the company allocated for its directors, management and/or employees and/or its subsidiaries at the company's second offering (NMG-WB) in August 2013, with a total of 82,387,015 units. Warrant holders can exercise their rights to purchase ordinary shares at Bt 1 per share every six months for a period of five years. They were able to exercise their rights for the first time on November 15, 2013 and for the last time on August 14, 2018. If all units are sold, the company will have increased its capital by Bt 82.37 million. As of December 31, 2015, warrant holders had exercised their rights to purchase 28,072,200 units. Rights for the remaining unsold units of 54,314,815 may be exercised over the period May 2016-August 2018, another two years and eight months as of December 31, 2014.

In this period, it is expected that warrant holders of both categories will exercise their rights to purchase shares at the permitted maximum amount, enabling the company to use this additional source of finance to further facilitate new investments.



4.5 Risk from impairment of accounts receivable

The company acknowledges the risk from the prevention of doubtful debts, as remarked in the financial statements, whereby the company has established policies for debt collection and allowances for doubtful accounts. The company considers the amount of doubtful accounts by estimating the current financial status of debtors, combined with its past experience of debt collection. In addition, the company has a policy to set an allowance for doubtful accounts using an income margin. The company set the allowance for doubtful accounts outstanding at 1 percent of advertising income. As for the income from agents, it stands at 30 percent of returned domestic publications and 65 percent of returned foreign publications. The company also has a policy for a maximal decrease margin of 12-month debts. As of December 31, 2015, the over 12-month debts (total financial statements) stood at Bt 67.59 million, and 6-12 month debts stood at Bt 7.23 million. As of December 31, 2015, the company had already set the allowance for doubtful debts (total financial statements) of Bt 64.82 million and the allowance for returned goods of Bt 11.30 million. In addition, the company has a Debt Collection Unit to continuously follow up on collection of debts.

5. Risk factors of investors

5.1 Dilution effect on shareholders from the rights exercise of NMG-W3 warrants

The company issued the NMG-W3 warrants and rights offering for existing shareholders with a total of 1,647,740,300 units, lasting five years, in the ratio of one existing ordinary share per one warrant unit. As of December 31, 2015, there were unexercised warrants of 903,653,838 units.

In the event that each warrant holder exercises their right to purchase ordinary shares at the maximum amount, the company's ordinary shareholders might receive a dilution effect in the form of a decreased share price in the stock market and reduced shareholding proportions as follows:

Prior to exercising the right of NMG-W3 warrant (December 31, 2015)

Paid-up ordinary shares	4,067,639,262 shares
Shareholding proportion prior to exercising the right of warrant	100 %

After exercising the right of NMG-W3 warrant

Paid-up ordinary shares	4,971,293,099 shares
Shareholding proportion of existing shareholders after exercising the right of warrant	81.82 %
Decreased shareholding proportion of existing shareholders	18.18 %

5.2 Dilution effect on shareholders from the rights exercise of NMG-WB warrants

The company issued warrants to purchase the company's ordinary shares for its directors, management and/or employees and/or its subsidiaries (NMG-WB) with a total of 82,387,015 units, in the category of non-value shares, lasting five years, in the ratio of one warrant unit per one ordinary share at the exercised price of Bt1 baht per one ordinary share. As of December 31, 2015, there were unexercised warrants of 54,314,815 units.

In the event that each warrant holder exercises their right to purchase ordinary shares at the maximum amount, the company's ordinary shareholders might receive a dilution effect in the form of a decreased share price in the stock market and reduced shareholding proportions as follows:

Prior to exercising the right of NMG-WB warrant (December 31, 2015)

Paid-up ordinary shares	4,067,639,262 shares
Shareholding proportion prior to exercising the right of warrant	100 %

After exercising the right of NMG-WB warrant

Paid-up ordinary shares	4,121,954,077 shares
Shareholding proportion of existing shareholders after exercising the right of warrant	98.68 %
Decreased shareholding proportion of existing shareholders	1.32 %

List of Major Shareholders

The top ten shareholders as of January 13, 2016 are ranked as follows:

Name	Shares	% Holding
1. News Network Corporation Public Company Limited	404,985,000	9.96
2. Digital Sky Holdings Limited	391,972,000	9.64
3. U-City Public Company Limited	331,607,100	8.15
4. Mr. Sivasit Sainampeung	303,100,000	7.45
5. Polaris Capital Public Company Limited	250,000,000	6.15
6. Mr. Suthichai Sae-Yoon	212,878,542	5.23
7. Mr. Sombat Panichewa	180,000,000	4.43
8. Southeast Asia University	160,000,000	3.93
9. Mr. Aekkavith Kamolthepa	121,419,200	2.99
10. Mr. Prabda Yoon	121,180,000	2.98
Others	1,590,497,420	39.09
Total	4,067,639,262	100.00

Categories of shareholders

Nationality	Number	Shares	Percent
Thai	5,209	3,516,567,774	86.45
Foreign	38	551,071,488	13.55
Total	5,247	4,067,639,262	100.00



Corporate Governance Report

Corporate Governance Policy

The Board of Directors of Nation Multimedia Group Public Company Limited strongly believes that good corporate governance principles and systems will ensure the company's effective, transparent and accountable management and raise the level of credibility and confidence in the company as perceived by shareholders, investors, stakeholders and related parties. Corporate governance also promotes sustainable growth, which will contribute to the company's success, and enable the company to achieve its ultimate goal of rendering the most optimized value to shareholders.

The company's Board of Directors thus sets corporate governance policy in line with the Stock Exchange of Thailand's code of best practices and is in charge of enforcing strict compliance to corporate governance policy, and periodically adjusting the policy to suit circumstances and meet shareholder expectations, ensuring shareholders' interests are well protected.

The current corporate governance policy has received the consent of the Board of Directors and was first announced on November 10, 2006. It is set that the policy be revised annually to comply with the code of best practices for listed companies introduced in 2012 by the Stock Exchange of Thailand. The latest edition of the policy was released on November 8, 2013, and announced to all employees for acknowledgement and strict adherence.

Communication of the corporate governance policy

The Board of Directors well recognizes the practice of corporate governance to coincide with the company's vision and commitment. As a main factor that drives operations is the employees of the company and subsidiaries, the policy has been communicated to employees by publicizing through the internal website and publishing 'Nation's Way' as a handbook for employees in addition to information in the website to follow the procedure in their operations. Management has closely monitored and ensured that all aspects of the policies have been put into practice. In addition, in order to develop understanding with all stakeholders, the company has publicized good corporate governance principles through the company's website for interested persons and investors' acknowledgement. If any shareholder would like to receive a copy of the aforementioned policies, please contact the corporate secretary.

In 2015, the company's corporate governance principles covered five areas, namely:

1. Rights of shareholders
2. Equitable treatment of shareholders
3. Role of stakeholders
4. Information disclosure and transparency policies
5. Board of Directors' responsibilities

1. Rights of shareholders

The company realizes that the shareholders are entitled to the company's ownership right. Shareholders control the management by appointing the company's Board of Directors to act and make key decisions for them as stated in the corporate governance principles. The company values and respects the shareholders' rights by adhering to the principles regulated by law.

The company has a policy to treat every shareholder with equality. Realizing that the shareholders are entitled to the rights to receive sufficient and timely information of the company, the Investor Relations Division was set up to provide information and respond to enquiries. The website: www.nationgroup.com publicizes the company's information for shareholders and investors both in Thai and English. The information provided includes the latest information, an investor's newsletter and shareholders' meetings.

The company also provides shareholders with opportunities to inquire, request explanations and express their opinions with equality.

Shareholders' Meetings

Organizing Shareholders' Meetings

The Board of Directors has recognized the importance of holding the Annual General Meeting to allow shareholders to acknowledge the company's performance, jointly make decisions on significant company matters and inspect operations managed by the Board and management. The company organizes the Annual General Meeting in line with the law and guidelines as suggested in the AGM Checklist manual, published by the Thai Investors Association, the Thai Listed Companies Association, the Securities and Exchange Commission and the Stock Exchange of Thailand.

In 2015, the company organized the Annual General Meeting of Shareholders for the year 2015 on April 29, 2015 at the Ballroom, 7th Fl., the Landmark Hotel, Bangkok at 14.00. Nine directors and 936 shareholders and shareholders' representatives attended the meeting, representing shareholdings of 1,377,958,516 shares or 41.55 percent of the 3,316,345,238 total issued shares. The meeting details are as follows:

Prior to the General Meeting of Shareholders

The company posted the meeting invitation letter with complete information on the company's website prior to the meeting date. It has appointed Thailand Securities Depository Co., Ltd. to serve as the company's registrar, to circulate meeting invitation letters to the shareholders. The meeting invitation letter provided details on agenda, rationale, the Board of Director's views on each item of the agenda, previous meeting reports, annual reports, related documents required for the consideration of each agenda item, clarification of procedures, information on the Independent Directors, regulations on the shareholders' meeting, map of the meeting venue, reply form and authorization documents as specified by the Ministry of Commerce. The meeting date was announced in the newspaper for three consecutive days and at least three days prior to the meeting date.

The General Meeting of Shareholders

The company set the meeting date and venue that were convenient for attendees. Meeting registration could be made from one hour in advance of the meeting and attendees were handed out complimentary items. Auditors from KPMG Poomchai Audit Co., Ltd. attended the meeting. All shareholders' meetings were chaired by the Chairman of the Board of Directors.

Prior to the meeting, the company informed shareholders of the rules and regulations for the meeting including the vote casting procedure, vote counting and ballot instruction to the assembly. The Chairman allowed the shareholders to inquire and express their opinions openly and assigned the President and Executive Directors to answer the inquiries. Summaries of questions from the shareholders and explanations as well as the other relevant details were recorded in the minutes.

The company used a barcode system to register attendees and count votes for each agenda item. The company proposes payment for directors for approval every year. Information proposed to the shareholders for acknowledgement and approval includes payment for each director in comparison with the preceding year, clearly stated policies and criteria relating to specifications of payments for directors.

The company suggested that the shareholders who were unable to attend the meeting assign authority to Mr. Pakorn Borimasporn, an Independent Director and Chairman of the Audit Committee, who has no benefit in issues being considered to represent and cast votes for them. The company enclosed a proxy form, in which the shareholders can specify their vote for each agenda item, with the meeting invitation letter.

After the General Meeting of Shareholders

The company has disclosed resolutions made by the Annual General Meeting of Shareholders for the year 2015 for shareholders' acknowledgement through the SET Community Portal system, developed by the Stock Exchange of Thailand, within a period of information disclosure specified by the SET, which is not later than 09.00 of the day next to the Annual General Meeting of Shareholders.

2. Equitable treatment of shareholders

The Board of Directors has regularly controlled and checked up on the company's corporate governance structure to ensure



equitable treatment for all shareholders, as well as to ensure that the caretaking process is neither complicated nor incurring unnecessarily high costs. The shareholders have the right to participate in decision making and acknowledging the company's decision on important circumstances as stipulated by law or the company's regulations.

- In the shareholders' meeting the company has a policy to uphold the equal right of every shareholder. No item shall be included in the agenda and no important information shall be exchanged if it's not informed to the shareholders in advance. Moreover, no document containing additional important information shall be provided in the meeting, to ensure the shareholders have sufficient time to make decisions.

- All shareholders have a right to vote as per the number of shares one holds. Each share counts for 1 vote and there is no special voting right.

- Shareholders with 1 share and above can propose to add agenda items for the general meeting in 2015 as well as nominate a person with appropriate qualifications to sit in the Board of Directors from November 21, 2014 - January 31, 2015. The company shall make available the information through the Stock Exchange of Thailand's information channel and the company's website with transparent steps and procedures in line with the extra procedure on rights of small shares shareholders. However, in 2015 there are no additional proposed agenda or Board of Directors nominations.

- Shareholders who are unable to attend the meeting may authorize an independent director who has no conflict of interest with the meeting agenda to attend and cast the ballot. Moreover, shareholders can download the proxy form from the company's website.

- No transactions shall be mutually made with any joint-venture or related companies, as it may lead to significant conflicts of interest.

3. Role of Stakeholders

Apart from caretaking and ensuring the shareholders' rights, the Board of Directors has set a policy to take care of all stakeholders, not only concerning the impact of the business operations, but also on the community. The rights of stakeholders are protected in compliance with relevant laws. The Board of Directors approved the establishment of a procedure to foster cooperation between stakeholders and the company to enhance sustainable business for the company.

In supervising the company's business, stakeholders are classified into several groups as employees, customers, shareholders, investors, trading partners, creditors, trade competitors, society, government agencies, neighboring communities and independent auditors. The Board of Directors has maintained a policy to protect the rights of each group of stakeholders in accordance with related laws or agreements stakeholders have made with the company, and has aimed to boost cooperation between stakeholders and the company to ensure more productive performance and sustainable growth by disclosing relevant and sufficient information. Hence, the Board of Directors set organizational ethics covering various areas and lately reviewed them on February 13, 2015. There were some changes to bring them up to date including the determination of the anti-corruption policy and adjustment of the complaints receiving process. (Nation Multimedia Group Public Company Limited's ethical guidelines can be viewed at www.nationgroup.com)

Issue regarding the good corporate governance for the 2015 AGM

Between the end of year 2014 and the beginning of year 2015, there was the news which broadly spread that a new group of shareholders who recently acquired the Company's shares ("the New Group of Shareholders") had the mutual intention to cast their votes as the shareholders to take over the Company's business by not complying with the regulations and relevant laws regarding the takeover of the business. In addition, such New Group of Shareholders also argued that Mr. Suthichai Yoon and Mr. Sermsin Samalapa, who are individual shareholders of the Company, have jointly hold their shares of the Company by not complying with the mentioned regulations and relevant laws.

In this regard, the Company has already submitted its request letters to the relevant supervisory authorities in order to urgently investigate on whether the New Group of Shareholders has mutual action to take over the Company's business which is not legally complied with the regulations regarding the business takeover. If such facts are true, the failure to comply with the regulations shall be unlawful, causing unfairness to and affecting the rights and benefits of the existing shareholders of the Company..

In the 2015 Annual General Meeting of the Shareholders ("the 2015 AGM"), held on April 29, 2015, there was the fact that Mr. Nittimon

Hastindra Na Ayudhya, the chairman of the Board of Directors of the Company (“the Chairman”) exercised his power of the Chairman with necessary and appropriate act under the law to protect the rights and benefits of the existing shareholders of the Company by not allowing the New Group of shareholders, who performed mutually as shown in the news, to attend the 2015 AGM and did not allow Mr. Suthichai Yoon and Mr. Sermsin Samalapa to cast their votes in every and all agenda items.

Then, the Stock Exchange of Thailand (“SET”) has requested the Company to clarify the facts and reasons for the mentioned Chairman’s action. In addition, the Securities and Exchange Commission has informed the Chairman that the action may not be in compliance with corporate governance principle, therefore, the Chairman is required to explain the reasons for such action. In this regard, the Chairman issued a letter to explain the facts and reasons in this case where the Chairman did not allow certain shareholders to attend the 2015 AGM, through the communication channel of the SET in order to inform shareholders and general investors. The material details of which can be summarized as follows:

The facts and reasons in the case where the Chairman did not allow certain shareholders to attend the 2015 AGM

(1) The action whereby the Chairman did not allow some shareholders to attend the 2015 AGM, it was a case where the Chairman had an appropriate suspect based on the news which broadly spread that a group of persons has acquired the Company’s shares by having the common intention to take over the Company’s business, provided that they have not legally complied with the laws and regulations regarding the business take over, taking advantage of and unfair to the existing shareholders of the Company. By virtue of Section 104 and 105 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) (“the PLC Act”) and Articles 34 and 35 of the Company’s Articles of Association, the Chairman who acted as the chairman of the shareholders meeting, then did not allow a group of persons to attend the 2015 AGM. Such group of persons was those who recently become new shareholders of the Company (the “New Group of Shareholders”).

In addition, similarly to the widespread news that there was the dispute made by the New Group of Shareholders that Mr. Suthichai Yoon and Mr. Sermsin Samalapa who are individual shareholders of the Company holding a significant number of shares, have jointly hold their shares of the Company by not complying with the laws and the regulations regarding the takeover of the business. The Chairman therefore did not allow Mr. Suthichai Yoon and Mr. Sermsin Samalapa to cast their votes in every and all agenda items of the 2015 AGM, in order to make the fairness to such New Group of Shareholders who were not allowed to attend the meeting. In addition, for the fairness to both group of shareholders who were unable to cast their votes for the appointment of the directors in the 2015 AGM, the Chairman then did not allow the 2015 AGM to consider and cast the votes in the agenda item 6 regarding the appointment of new directors in replacement of the directors who were due to retire by rotation, resulting to the power to control over the Company’s business will remain the same until the dispute is settled and clear in one or another way.

(2) The Chairman is of the view that the action whereby the Chairman did not allow the New Group of Shareholders to attend the 2015 Annual General Meeting of Shareholders is within the capability of the Chairman under the Sections 104 and 105 and Articles 34 and 35 as referred to above. Even though the aforementioned provisions in the PLC Act and the Company’s Articles of Association provide that “The chairman of the meeting of shareholders shall have the duty to conduct the meeting in compliance with the articles of association of the company relating to meetings...”, but in conducting the shareholders’ meeting, the chairman of the shareholders’ meeting shall have the authority to undertake any act as he deems appropriate in order to ensure the orderliness of the meeting and the benefits to the company and its shareholders. In this regard, such authority of the chairman shall include the authorization as to whether or not to allow any persons even the shareholders of the company to attend the shareholders’ meeting of the company. This

[1] PLC Act

Section 104 The Chairman of the board shall preside over the meeting of shareholders. In the case where the chairman of the board is not present at a meeting or is unable to perform his or her duty, if there is a vice-chairman, the vice-chairman shall preside over the meeting. If there is no vice-chairman or there is a vice-chairman but such vice-chairman is unable to perform his or her duty, the shareholders present shall elect one among themselves to preside over the meeting.

Section 105 The chairman of the meeting of shareholders shall has the duty to conduct the meeting in compliance with the articles of association of the company relating to meetings and to follow the sequence of the agenda stipulated in the notice calling for the meeting, unless the meeting pass a resolution allowing a change in the sequence of the agenda with a vote of not less than two-third of the number of the shareholders present at the meeting.

[2] Clauses 34 and 35 of the Company’s Articles of Association have the substantial same as Sections 104 and 105 of the PLC Act.



matter is generally acknowledged and accepted in practice, for example, a public limited company determines conditions, procedures, and the list of documents required to present for the registration of the shareholders' meeting and the company shall have the right to not allow the shareholders or their proxies to attend the meeting if they do not comply with; or allow any persons not being shareholders or their proxies to attend the meeting as the observer, etc., whereby those actions are all exercises of ordinary power of the chairman of the meeting which are subject to the law in order to control or manage the meeting.

The exercise of power of the chairman varies between each company and each meeting is subject to the circumstances and other relevant facts. In the case of the Company in the Annual General Meeting of Shareholders, the Chairman has ordered not to allow the New Group of Shareholders to attend the meeting, as there were reasonable grounds for the Chairman to honestly believe that the New Group of Shareholders has acquired the Company's shares in a manner that does not comply with the law. In the exercise of this power, the Chairman considered all relevant circumstances and carried out this action with prudence, honesty, and responsibility for the sake of the benefits to the Company and its shareholders.

(3) The reasons that the Chairman has exercised his discretion and rejected the New Group of Shareholders to attend the meeting and not allowed Mr. Suthichai Yoon and Mr. Sermsin Samalapa to cast their votes in the 2015 AGM were already clarified to the shareholders and the relevant persons in the 2015 AGM which was in accordance with the facts appeared in the news in various medias, as well as the inquiries from a number of minor shareholders of the Company regarding the unusual situation of the Company's shareholding of the New Group of Shareholders. In 2015 AGM, there were also minor shareholders attended the meeting in person and reliably granted the proxies to the management and the existing group of shareholders to cast the votes on their behalf in the considerable number of more than 900 shareholders. In this regard, the Chairman had an appropriate suspect that the New Group of Shareholders who recently acquired the Company's shares had the mutual intention to cast their votes as the shareholders to take over the Company's business by not complying with the regulations and relevant laws regarding the takeover of the business, i.e. the Securities and Exchange Act B.E. 2535 (1992) (as amended) and the Notification of Capital Market Supervisory Board TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (collectively referred as to the "Regulations regarding the Acquisition of Securities for Business Takeovers") having the objectives to protect all shareholders of the company to be fairly treated and not be taken advantage from the new major shareholders who will take over the business of the company. If such facts are true as suspected by the Chairman, the New Group of Shareholders who are holding the shares more than 25 percent of the total issued shares of the Company, is required to make the tender offer to all shareholders of the Company at the highest price on which they had acquired the shares (approximately Baht 3.0 per share), in order to give the opportunity to other shareholders of the Company to consider whether they would like to further hold the shares of the Company or to sell their shares if they do not wish to be the shareholders of the Company under the control and direction of the New Group of Shareholders, or if the New Group of Shareholders does not wish to make the tender offer or fail to secure sufficient source of funds for acquisition of all shares of the Company from the remaining shareholders, they must reduce their shareholding to be lower than 25 percent of the total issued shares of the Company. In this case, the Regulations regarding the Acquisition of Securities for Business Takeovers clearly specify that the shareholders who will reduce their shareholding shall abstain their votes in the shareholders' meeting of the Company in the proportion of shares to be reduced as well.

Apart from the suspect regarding the failure to comply with Regulations regarding the Acquisition of Securities for Business Takeovers, the Chairman also found that there were the news widespread that the acquisition of the Company's shares by Solution Corner (1998) Public Company Limited ("SLC")³ (one of a member in the New Group of Shareholders) might not in compliance with laws regarding the governing to the Broadcasting and Telecommunication, and may conflict with the regulations of the SEC and the SET regarding the Acquisition and Disposal of Assets of the Listed Company. As the minor shareholders of SLC have made a claim to the SEC and the SET that the acquisition of shares and warrants of the Company are considered the transaction which SLC is required to obtain an approval from the SLC's shareholders before entering into the transaction, however, SLC has not complied with the above regulations. The aforementioned are pending legal issues which have not been settled and it may result in that SCL is

[3] SLC latter changed its names to News Network Corporation Public Company Limited or NEWS

unable to legally hold the Company's shares.

However, the Chairman did not decide whether or not the New Group of Shareholders illegally acquired the Company's shares. In addition, the Chairman is well-aware that the legality of the share acquisition of the New Group of Shareholders shall be subject to the authority of the relevant regulators, and thus the Chairman neither made conclusions on such matter nor exercised his authority in considering that the New Group of Shareholders has illegally acquired the Company's shares. Nonetheless, the refusal to allow the New Group of Shareholders to attend the meeting is an exercise of the power of the Chairman subject to the PLC Act as clarified above, as there were reasonable suspicions in the news in various media reports prior to the Annual General Meeting of Shareholders concerning the acquisition of shares of the New Group of Shareholders, as well as the occurrence of continuous, subsequent, and related events which caused the Chairman to suspect that the acquisition of Company shares by the New Group of Shareholders and/or SLC was not in compliance with the relevant laws.

From the above suspect, the Chairman has believed in good faith that, if the New Group of Shareholders are allowed to attend the meeting and cast their votes in the 2015 AGM, such New Group of Shareholders who hold the Company's shares in the number that they are able to control the majority vote in the 2015 AGM, are able to cast their votes to nominate the persons to be appointed as the new directors of the Company in place of the directors who were due to retire by rotation, as well as to propose the agenda matters for appointment of the additional directors to be considered in agenda item on 'other matters', so that the New Group of Shareholders are able to control the Company's business through the Board of Directors of the Company which will comprise of the majority directors nominated by them. If the facts are settled and found out that the New Group of Shareholders has acquired the Company's shares by not complying with the laws regarding the governing to the Broadcasting and Telecommunication and/or the Regulations regarding the Acquisition and Disposal of Assets of the Listed Company as suspected by the Chairman, in such a case, if New Group of Shareholders, through their nominated representatives who act as the Company's directors, has controlled the businesses and direction the Company to transact any matters for their benefits, it will have a material impact on the benefits of the existing shareholders of the Company and it shall be undesirable facts to be occurred. It is based on the ground that even though the facts are settled that the New Group of Shareholders has illegally acquired the shares of the Company and their shareholding are later decreased, but the actions which have been done, i.e. the appointment of the directors as their representatives, cannot unwind or change to the former status, as such acts are completely performed on behalf of the Company. In addition, there are no any regulations to enforce the new directors who have already been appointed to resign from their position. Even the removal of the directors is allowed by the laws, but practically the votes for the removal of directors are extremely difficult to obtain. Given the facts are settled that the New Group of Shareholders is required to make the tender offer to the existing shareholders of the Company, however, in order to avoid the tender offer process, the New Group of Shareholders shall have the rights to reduce their shareholding to be lower than 25 percent. This will result to the unfairness and the conflict to the rights and benefits of the existing shareholders of the Company.

(4) In exercising the power, the Chairman adhered to the basis that if a shareholder has acquired shares illegally, the exercise of right to votes of such shares is also illegal and unable to use such right, for which this situation can be compared to other cases of illegal acquisition of shares by any means, and register as a shareholder of the company with facts widely spread to cause an appropriate suspect that these shares are obtained illegally, if the chairman still allows such person to attend the meeting and cast his vote as usual, using these shares to cause material changes to the management and administration of the Company, affecting to all rights and benefits of all existing shareholders and in the end, after the facts are settled that the shares are obtained illegally, all acts which have been done cannot unwind or change to the former status, this situation will cause unfairness to the existing shareholders who affects from these acts, it is also deemed not to comply with general principle of laws that a person shall be entitled to exercise his right over the property only in case that such property is obtained legally, and in case of suspicious that the right cannot be exercised legally, other person in charge who have authority and fiduciary duties to perform his role with honestly, good faith and responsive to take case benefits of others, shall be entitled to cease the exercise of such right until the facts are settled.

(5) The Chairman realized that the determination on whether the New Group of Shareholders does not comply with the Regulations regarding the Acquisition of Securities for Business Takeovers and relevant laws is under the responsibility of the relevant supervisory



authorities. In this regard, the Company has already submitted its request letters to them in order to investigate on whether the New Group of Shareholders as well as the existing shareholders of the Company fail to comply with Regulations regarding the Acquisition of Securities for Business Takeovers, and the Chairman has already informed the shareholders in the 2015 AGM that he will follow up so that this matter can be settled urgently. During the pending period, if the Chairman who is empowered to control the shareholders meeting, will refrain from implementing any measure regardless of the existence of the appropriate suspect that such shares were obtained illegally, it will be considered that he performed his duties in contrary to the general principle of law, in a wrong way and causing an unfairness to all shareholders of the Company. If the Chairman ignore the situation and allow the New Group of Shareholders to attend and cast their votes in the meeting by using their shares which can control majority vote in the shareholders meeting and causing the undesirable facts to occur, it will be deemed that the Chairman does not perform his fiduciary duties with responsibility, due care and loyalty for the benefits of all shareholders as required by law.

(6) Taking all impacts and damages which may be occurred, the Chairman is required to exercise his power of the Chairman of the shareholders meeting under the PCL Act and the Company's Articles of Association as per details above, which authorizes the Chairman to control the meeting of shareholders so that the Chairman has rejected the New Group of Shareholders to attend the meeting and not allow Mr. Suthichai Yoon and Mr. Sermsin Samalapa to cast their vote in every and all agenda items of the 2015 AGM in order for fair treatment to the New Group of Shareholders since there is a dispute that Mr. Suthichai Yoon and Mr. Sermsin Samalapa jointly hold the Company's shares without complying to the Regulations regarding the Acquisition of Securities for Business Takeovers as well. However, the Chairman allowed Mr. Suthichai Yoon and Mr. Sermsin Samalapa to attend the 2015 AGM since they are directors of the Company and such dispute of the New Group of Shareholders has no fact or legal basis since Mr. Suthichai Yoon and Mr. Sermsin Samalapa hold shares of the Company jointly less than the number required to do the tender offer process, unlike the appropriate suspect in case of the New Group of Shareholders.

(7) The Chairman did not allow the 2015 AGM to consider the agenda for appointment of new directors to replace the directors that is due to retire by rotation which is deemed to be a significant agenda and will cause the change in control of the Company, and in order for fair treatment to both groups of shareholders and not to allow any change to the Company that cannot unwind or change to the former status, while the other agenda is only for the general management of the Company that is not the issue of conflict between the shareholders or may cause damage to both group of shareholders. The Chairman believed in good faith that all measures applied for the purpose of preserve benefits of all shareholders until issue is resolved are within the scope of this power which can be legally exercised and they are also appropriate, reasonable, taking all relevant circumstances and facts into consideration, without any overreaction or causing any unfair treatment or damage to any group of shareholders. The abstain of vote is also in line with the objectives of the Regulations regarding the Acquisition of Securities for Business Takeovers in case that the shareholders wish to decrease the holding if their shares to avoid tender offer. Until the issue is properly resolved, the Company will not hold any shareholders' meeting to consider and approve any material matters which may cause any undesirable or impact on the rights of any group of shareholders, for which all of these clarifications have been informed to all shareholders in the 2015 AGM.

(8) The Chairman deemed that the agenda on the issue and offer for sale of debentures for the amount not exceed Baht 2,500 million is also deemed a material agenda which the 2015 AGM should not consider. However, due to the Chairman was not aware of the financial of the Company as he exercises his power without any consultation with the Board of Directors or management so that the Chairman allowed the 2015 AGM to consider this agenda. After that, the Chairman convened the Board of Directors' meeting urgently on 30 April 2015 to consider this matter and the meeting unanimously resolved that the Board of Directors will not exercise their power to issue and offer the debentures in the amount of not exceeding Baht 2,500 million as authorized and approved by the 2015 AGM which the Board of Directors has proposed to the 2015 AGM to approve only for reserved capital for the long term business plan of the Company. Therefore, if the Company requires to raise fund by issuance and offering of the debentures, the Board of Directors will propose to the shareholders meeting to consider and approve the issuance and offering such debentures again after the issue is resolved.

The consequences arising from the Chairman's exercise of his power under the law to prohibit the 2015 AGM from considering the agenda on the appointment of new directors to replace the directors who were retired by rotation

The above case did not cause any impact on the performance of the Board of Directors' duties to manage the Company's business. The remaining directors can continue to perform their duties to transact the businesses of the Company as usual. The details of which are as follows:

(1) The following directors were retired from office as there was no reappointment by the resolutions of the shareholders meeting:

Position before retirement

- | | |
|-----------------------------------|--|
| 1. Mr. Chaveng Chariyapisuthi | Independent Director and Audit Committee |
| 2. Miss Kaemakorn Vachiravarakarn | Independent Director and Audit Committee |
| 3. Mr. Adisak Limprungpatanakit | Director |

The above retired directors are not the authorized signatories of the Company.

(2) The number of directors will be decreased from nine persons to six persons. However, three vacant positions do not have any impact on the structure of the Board of Directors of the Company due to Article 13 of the Company's Articles of Association specifies that the directors of the Company shall consist of at least five persons, the Board of Directors is, therefore, capable of holding its meeting as usual, since its quorum will be constituted by half of all directors attending the meeting, which is not less than five from all nine directors attending.

However, the Board of Directors is not empowered to appoint the new directors to fill in the vacant position above, due to such vacancy results from the retirement which is a matter under the power of the shareholders meeting. During this period, the Company will not appoint or propose any persons to be the directors to replace the three vacant positions of such directors who retired by rotation until the issue is resolved as informed by the Chairman in 2015 AGM.

(3) Due to Mr. Chaveng Chariyapisuthi and Miss Kaemakorn Vachiravarakarn were the Independent Directors and Audit Committees of the Company, therefore, the current structure of the Board of Directors of the Company does not comply with the SEC and SET regulations which requires that the Board of Directors shall consist of the independent directors not less than one third of all directors and at least three audit committee appointed from the independent directors. In this regard, the Notification of SET Re: the Maintenance of the Status of Listed Company specifies that the listed company shall have the duty to appoint the audit committee at the number required within three months from the date that the Audit Committee of the company is less than a number required. However, if there are necessary and appropriate reasons, the SET may grant an extension of such period, but the total for the entire period must not exceed six months. In this case, the Company had followed up the progress of investigation concerning the acquisition of shares by the group of new shareholders and the group of original shareholders in order for the issue to be resolved as soon as possible so that the Company can convene the shareholders meeting to consider and approve the appointment of additional directors to be in line with the related regulation regarding the structure of Board of Directors.

However, on 14 May 2015, the Company filed an application to the Department of Business Development, Ministry of Commerce for the registration of the change of its directors due to the retirement of 3 directors i. e. Mr. Chaveng Chariyapisuthi, Ms. Kaemakorn Vachiravarakarn and Mr. Adisak Limprungpatanakit. In this regard, the number of director will decrease from 9 directors to 6 directors which is in line with the understanding of the Company that the 3 directors had retired by rotation on the date of 2015 AGM. The Public Limited Company Registrar had merely received the application for registration of the change of directors of the Company, but did not register the requested change immediately and would inform the result of the consideration of the application to the Company at a later date. On 16 July 2015, the Chief Executive Officer received a letter from the Public Limited Company Registrar dated 14 July 2015 informing the result of the consideration of the application for registration of the change of its directors and stating their opinion that, as it appeared that the agenda item on the appointment of new directors in place of the directors retiring by rotation had not been considered at the 2015 AGM, therefore, there were no directors retiring from office in accordance with the such unconsidered agenda item, and this was not in compliance with Section 71 of the Public Limited Companies Act B.E. 2535 (1992) and Clause 15 of the Company's Articles of Association. The Public Limited Company Registrar, therefore, could not register the requested change of the directors of the Company, resulting that such 3 directors still and consecutively are the directors of the Company until the 2015 AGM and the structure of the Board of Directors of the Company shall consist of 9 directors as the same. (The Company is in the process of seeking the director in place of the resigned director.). Therefore, the number of the Independent



Director and the Audit Committee of the Company are in full in accordance with the rules of the Securities and Exchange Commission and the Stock Exchange of Thailand, whereby Mr. Chaveng Chariyapisuthi and Ms. Kaemakorn Vachiravarakarn have returned to perform their duties of director, Independent Director and the members of the Audit Committee of the Company and Mr. Adisak Limprungpatanakit has returned to perform his duties of director of the Company after acknowledgment of the opinion of the Public Limited Company Registrar as previously clarified by the Company in the details and information given to the Stock Exchange of Thailand.

The opinion of the Board of Directors on the issue regarding the good corporate governance for the 2015 AGM

After the Board of Directors' meeting of the Company No 9/2015 held on June 11, 2015 considered the issue regarding the good corporate governance for the 2015 AGM, the Board of Directors mutually opined that the exercise of power of the chairman in the 2015 AGM where the Chairman had an appropriate suspect that the acquisition of shares of the New Group of Shareholders is not in compliance with the laws as follows:

1. Regulations and relevant laws regarding the takeover of the business namely, the Securities and Exchange Act B.E. 2535 (1992) (as amended) and the Notification of the Capital Market Supervisory Board No. TorChor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers.
2. Regulations on the protection against monopolies and takeovers of businesses by persons with shared interests subject to the law governing broadcasting and telecommunication businesses.
3. Regulations on the acquisition or disposal of assets of listed companies subject to the Securities and Exchange Act B.E. 2535 (1992) (as amended) and the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisitions or Disposals of Assets.

The aforementioned issues are considered to be unsettled legal issues. Therefore, the exercise of power of the chairman under the law to not allow the New Group of Shareholders to attend the meeting, including the exercise of measures to protect the benefits of all shareholders. This exercise of power is only a temporary measure until all of the facts have been proven and settled by the relevant supervisory authorities, then the Company shall again hold a shareholders' meeting for the consideration of the Company's business. This action is expedient, adequate, and appropriate for the circumstances and facts that have occurred, and have not generated any immoderation, unfairness, or damage against any group of shareholders. Thus, even this case could be the action being not comply with principle of corporate governance, the Board of Directors considered all facts and reasons believe that the exercise of power of the chairman in the 2015 AGM is in compliance with Section 89/7 of the PLC Act which requires the company's executives and its directors to manage the company with responsibility, prudence, and honesty, including compliance with the laws, the objectives of the company, the company's Articles of Association, and resolution of the Board of Directors' meeting and resolution of shareholders' meeting. As soon as the issue is resolved, the shareholder's meeting shall be held and conducted in the usual manner.

Ethics of Nation Group's directors, management and employees consist of:

Ethics on business operation

Business operation guidelines

Nation Multimedia Group Public Company Limited was established in 1971 as Thailand's first English-language newspaper managed by Thais. Over the years, the company has remained committed to growing alongside Thai society and performing its media duties with objectivity and credibility, and has a strong determination to drive Thailand towards a knowledge-based society. Today, the company has become one of Thailand's fully-integrated media organizations, with a commitment to perform its duties as a good, creative and dependable media organization under good corporate governance to serve Thai society in the years to come.

Anti-corruption policy

The company has a policy to operate its business with honesty and professional media ethics, as well as demonstrate a keen

sense of social responsibility and the best interests of all groups of stakeholders in accordance with its corporate governance policy, ethical guidelines and Code of Conduct. The company therefore has outlined its “Anti-Corruption Policy,” which has been approved by the Board of Directors, as clear guidelines to operate the business and develop a sustainable organization, as follows:

1. Nation Group’s directors, management and employees are prohibited from conducting or accepting every type of corruption both in direct or indirect manner including receiving complimentary items or gifts, joining entertainment or hospitality activities, granting financial aid or donations and other forms of benefits from those doing business with the company.

2. The implementation of the Anti-Corruption Policy covers Nation Group’s employees, customers and all groups of stakeholders, both in Thailand and abroad. The Policy is reviewed at least once a year in order to accord with business changes, rules, regulations, and laws. Risk assessment in corruption in the organization is also reviewed every year.

3. Operations relating to the Anti-Corruption Policy must be in line with the guidelines stated in the Nation Group’s Corporate Governance Policy and ethical guidelines, related regulations and operation manual, as well as additional guidelines that will be further stipulated by the company.

4. To focus attention on processes which incur a high risk of corruption, Nation Group’s directors, management and employees at all levels must conform carefully in the following courses of action:

4.1 Entertainment and hospitality, gifts

Offering gifts or entertainment and hospitality activities must be in compliance with Nation Group’s ethical guidelines and Code of Conduct.

4.2 Charitable contributions or aid

Granting contributions or receiving aid must be transparent and in compliance with stipulated laws by confirming that such transactions shall not be claimed as an act of bribery.

4.3 Business relations and procurement process

All types of bribery or illegal payments are prohibited in business transactions, whether they are made with suppliers, contract parties or government agencies. Such transactions must be processed transparently and in compliance with related laws and regulation.

Roles and responsibilities

1. The Board of Directors is responsible for determining policy, monitoring, and forming an effective system supporting Anti-Corruption activities in order to affirm that the Management Team is seriously concerned with, emphasizes, and cultivates an Anti-Corruption mindset as part of the company’s culture.

2. The Audit Committee is responsible for revision of financial and accounting reports, internal control, internal audit, and risk management to ensure such operations are concise, appropriate, effective, and in conformity with global standards.

3. Chief Executive Officer and the Management are responsible for determining the Anti-Corruption system, promoting, and encouraging an Anti-Corruption culture. This also includes revision of the system or regulations in order to best suit business changes, rules, regulations and laws.

4. The Internal Audit Director is responsible for auditing, assessment, and evaluations in business transactions to ensure that they are accurate and in compliance with policies, guidelines, operating authority, regulations and laws, as well as that the internal controls are sufficient and suitable for probable risk in corruption. This shall be directly reported to the Audit Committee.

Anti-corruption guidelines

1. Nation Group’s Board of Directors, the Management Team and staff at all levels must follow the company’s Anti-Corruption Policy and Code of Conduct by avoiding involvement in any course of corruption, either directly or indirectly.

2. Nation Group’s staff shall not be negligent in any corruption conditions involved directly with the company. All staff must notify such acts to supervisors or responsible persons, and collaborate in any investigation. Any queries or questions are needed to be consulted by the supervisor or a responsible person who monitors the compliance of ethical guidelines provided in particular channels.

3. The company shall provide fairness and safeguard staff who deny involvement in or inform of corruption cases relating to the



company by applying Protection Policy for appellants or persons who provide Anti-Corruption information as stated in the ethical guidelines number 4 – Complaints and Comments Submissions.

4. A person who commits an act of corruption is considered to be in misconduct according to the Nation Group's ethical guidelines. This means such person will be subject to disciplinary action. Convictions may be applied in cases that violate the law.

5. The company realizes the importance of dissemination, knowledge sharing, and communications with other people who are involved in or affect the company so that those parties shall conform to Anti-Corruption guidelines.

6. The company strives to develop personnel with public consciousness, create good citizens for society and country, and sustain an organizational culture that rejects corruption as unacceptable in every type of business transaction when dealing with both public and private sectors.

Dissemination of the Anti-Corruption Policy

Nation Group disseminates its Anti-Corruption Policy to its staff and stakeholders through the Internet, e-mail and the www.nationgroup.com website.

Policy to prevent intellectual property violation

The company has determined a policy to maintain information technology security covering prevention of intellectual property and copyright violation. All employees are required to affix their signatures to accept terms and conditions of the policy. The company has consistently conducted tests on information technology and computer network systems so as to prevent the use of pirate software or programs that are not related to work. The company's policy to prevent intellectual property and copyright violations are as follows:

1. Employees are not allowed to install pirate software, as well as freeware and shareware programs on the company's computers. Those who need to use additional software other than the readily-installed basic programs have to seek permission and software installation must be undertaken or supervised by staff in charge of monitoring the information technology system.
2. Employees are not allowed to duplicate, counterfeit or use software that violates the copyright law and patent law, and professional ethics.

Ethical responsibilities

Ethics on responsibilities to the media profession (the "Nation Way")

Since its establishment, the company has strictly observed the code of conduct of the media profession. This is a major reason why the company's media and staff have earned credibility and trust from society in spite of some difficult periods when there were political pressures. The company's staff perform their duties as a credible media organization, closely and consistently adhering to principles.

The "Nation Way" code of conduct was drafted as professional guidelines for the Group's editorial staff at every level. The content covers the basic ethical standard for "news crews" at every level as well as how they behave in public, both on-duty and off-duty. The Group's news staff at every level shall strictly observe the following principles without any exceptions so that we can continue to maintain the credibility and trust of society.

"Nation Way" Code of Conduct is categorized as follows:

- 1 Ethical requirements of the media professionals
- 2 Ethics of Nation Group's media
- 3 Responsibilities to the readers, listeners and audience.
- 4 Commitment to the media profession and organization
- 5 Guidelines for news reporting and desirable behavior with sources
- 6 Special privileges and conflicts of interest
- 7 Guidelines for participating in political and social activities
- 8 Guidelines for the advertisement, marketing and sale departments.

- 9 Guidelines for copyright and freelancing jobs
- 10 Guidelines for reporters in various beats
- 11 Guidelines for mistakes recovery
- 12 Guidelines for reporting the company's activities
- 13 Guidelines and ethics on Nation Social Media

The company has measures to prevent problems from libel and defamation charges arising from news reports by providing training courses for staff in the news department to keep them informed of the news reporting guidelines, undesirable statements and pictures. The company has also reinforced the parties involved to perform accordingly.

Ethics on responsibilities to shareholders

The company determines to act in a trustworthy manner and ensure the best interests of the shareholders by placing high priority on steady corporate growth and sustainable returns. The company shall operate in a transparent manner, ethically and within the framework of the law and the company's corporate governance policy, and with a credible accounting system. The company's Investor Relations Division was set up to communicate with investors and shareholders who would like to make inquiries and seek explanations on related issues.

Ethics on relations to customers

The company determines to ensure that the customers and public shall be satisfied with the company's quality products and services with reasonable prices. Besides, the company determines to continuously and seriously enhance its standards as well as maintain this positive and sustainable relationship with its customers.

Emphasizing customer satisfaction, the company consistently organizes a series of activities to relate with each customer segment, such as printed media subscribers which account for a large segment of the company's total customers. The company places importance on customers' opinions of group products. Questionnaires are sent to survey customer opinions in terms of content and format. Invitations are made for customers to participate in various activities such as academic seminars, booth fairs, lucky draws and other events such as the Kom Chad Luek awards, A Touch of Love, A Day with Dad, Kom Chad Luek Mini Marathon, 3 ON 3 Tournament, etc.

Ethics on responsibilities to employees

The company realizes that human resources are the most valuable asset that drives the organization to success. The company is committed to develop the quality of employees as well as enhance the corporate culture, promote employees' physical and mental health, ensure a positive work environment, promote team work to build up the employees' confidence, and encourage the election of staff representatives to get actively involved in managing staff welfare as stipulated by the law. Furthermore, the company facilitated the setting up of a "Thai Mass Media Labour Union" according to the Labor Relations Act B.E. 2518 to protect the interests of employees and promote good relations between the employees and the employers as well as among the employees themselves. Additional activities involving the employees include, for example, monthly alms giving for the executives and the employees, New Year's celebration and activities of employees' clubs, such as volunteering for rural development camps, music club, sports clubs, etc.

In terms of employee welfare, the company has paid great attention to labour welfare, implementing appropriate wages and a welfare system based on the employees' competitiveness in the labour market, growth prospect of career paths, capability and living costs. In addition to wages, employees are entitled to welfare covering leave, provident fund, child allowances, emergency loans, uniform and health expenses, allowances and travel costs. The company has determined labour and human rights practices to be in accordance with international practices and standards on labour and human rights, as well as facilitated the establishment of an employees' labour committee and union. The company also provides employees with opportunities to express opinions and lodge complaints on different matters to the company. In terms of long-term returns, the company offered employees an opportunity to purchase ordinary shares of Employee Stock Options (ESOP), which were allocated for its directors, management and/or employees



and/or its subsidiaries at the company's second offering (NMG-WB) on August 15, 2013, with a total of 82,387,015 units. Warrant holders can exercise their rights to purchase ordinary shares every 15th November and 15th May for a period of five years. They can exercise their rights for the first time on November 15, 2013 and for the last time on August 14, 2018 at one warrant per one new ordinary share and one baht per share. The company has recorded compensation amounts paid to retired employees every year since 2011. Furthermore, the company has emphasized prevention of accidents and announced measures to provide assistance to employees in the event of accidents, by offering employees at all levels life insurance and health care services consistently, as follows:

1. Provide life insurance (accident and life group insurance for employees at all levels)
2. Provide annual medical check-up (conducted by doctors and nurses from hospitals)
3. Provide monetary assistance to employees receiving treatment at hospitals
4. Provide monetary assistance in the event of the death of employees' parents, spouses, children or the employees themselves.

In terms of safety and hygiene in the workplace, the company has continuously organized training and launched campaigns to raise employees' awareness on maintaining a safe workplace for life and property. Throughout the year 2015, there were no reports of accidents or medical leave during operating hours as most operations were performed at the office. The company has recognized the importance of the work place, and has constantly maintained working equipment and tools as well as the establishment so that they are always ready to be in service and safe.

In terms of human resources development, the company has concentrated on upgrading employee capability at all levels by organizing internal training courses such as a Code of Conduct course, and external training courses with other institutes or agencies, enabling them to use the acquired knowledge to improve working efficiency. The company has organized training courses in conformity with the Skill Development Promotion Act B.E.2545, stipulating that any company with over 100 employees must organize training courses for employees in the ratio of 50% of the total number of its employees, and apply for training courses certification to the Department of Skill Development. The company strictly follows the Act when it comes to holding training courses for its employees. In 2015, the company held training courses for 68 percent of its total employee number of 528, with external training with other institutes or agencies accounting for 10 percent and in-house training representing 90 percent.

Respect for human rights

The company has set guidelines in business ethics that all the employees will be treated with respect, prestige and humanity. The employees must not perform any act of legal injury, threats against other employees of different nationality, sexes, religions, ages or physical or mental handicap.

During the past year, there have been no disputes between the company and its employees. The company has received cooperation from the labor union in providing information and building strong understanding among the employees and the company.

Ethics on relations with trade partners

The company realizes the importance of equality and honesty in business practice as well as the mutual benefits with trade partners. The company strictly abides by law and regulations as well as good business ethics. The company's guidelines in this respect are as follows:

1. Directors, executives and employees of the company shall not receive, claim or accept offers for benefits that are not in accordance with standard trade practices.
2. Act in strict compliance with the law and regulations.
3. Evaluate and select trade partners using standardized criteria.
4. Strictly follow the conditions concerning trade partners. In the event that the company is unable to follow such conditions, the partner should be informed in advance in order to consider appropriate solutions.
5. Provide accurate and correct information.

6. Support and cooperate with trade partners in the production of high-quality standardized products.
7. Support and cooperate with trade partners in the production of new products and services in order to answer changing customer preferences.

8. Safeguard the confidentiality of trade partners and do not use information for self benefit or the benefit of other parties.

The company always takes relations with trade partners into consideration, such as cooperation with trade partners to provide delivery and distribution services of printed materials by NML which is one of the company's subsidiaries and to utilize each department's resources to the optimum.

In the year under review, the company had no disputes relating to trade partners.

The company has set selection criteria for new partners as follows:

1. Have the ability to demonstrate a reliable financial background and potential to grow in the long run.
2. Have the ability to produce or distribute quality products according to the company's requirements and allow the company to conduct tests on product quality.
3. Have the ability to support the company in terms of sales promotions and after-sales services provided to customers.

Ethics on relations with trade competitors

The company adheres to ethical rules of business, best practices and fairness in regard to competitors, as follows:

1. Comply with the accepted rules of good competition.
2. Refrain from untruthfully discrediting competitors and avoid dishonest methods to damage competitors.
3. Refrain from sourcing the confidential information of competitors through dishonest or inappropriate means, such as offering bribes to competitor's employees, etc.

During the year under review, the company did not have any disputes relating to trade competitors.

Ethics on relations with creditors

The company recognizes the importance of equality and honesty in dealing with creditors. To strictly follow loan contracts made with the banks and financial institutions and to meet repayments due on products and services, as well as capital and interest payments, the company has established guidelines as follows:

1. Strictly follows terms and conditions stated in loan agreements made with creditors, both in terms of repayment and collateral, and must not use the loan for purposes other than those stated in agreements.
2. Report the company's financial status that is actual and accurate to creditors honestly.
3. Report to creditors in advance in the event that the company fails to follow the obligations stated in agreements in order to jointly seek solutions with creditors.

The company has received syndicated loans from several banks which have long business relations with the company and ranked the company as a top-rated customer which has thoroughly followed the terms and conditions of its loan contracts.

In the year under review, the company had no disputes relating to creditors and financial institutions.

Ethics on social responsibility and environment

The company has raised employee awareness on conserving the environment and using resources in the most efficient manner through its internal communication process. It has also encouraged employees to take part in a campaign to reduce global warming by changing their behaviors to reduce energy consumption, join in 5S activities, and other activities concerning conservation of the environment, natural resources and energy held by the company.

As a fully-integrated media operator, the company shares national concerns over the quality of life and the information consumption of Thais. Therefore, the company has a mission to present quality and useful news to society and the public. The company also participates in efforts to improve the living standards of Thai society. As a business operator in Thailand, the company cares about the environment. In 2015, the company was involved in almost all aspects of social contribution activities (details as stated in Social Contribution Activities



As a media company, our staff have not only constantly communicated and listened to the stakeholders' comments and suggestions through various social and business functions, but the management and directors also have opportunities to meet with stakeholders on a regular basis. Furthermore, the company's call centre is always available to take complaints and is ready to solve any dissatisfactions should they arise. The company has constantly responded to such complaints and suggestions.

Complaints and suggestions

The company encourages its management and employees to conduct business with integrity, transparency, fairness and accountability in accordance with good corporate governance and the company's code of business ethics. As part of this policy, the company provides channels for comments, complaints and suggestions from the company's employees and all groups of stakeholders. Complaints and suggestions concerning various issues can be made to the Audit Committee or the company's Internal Control Department via E-mail audit_nmg@nationgroup.com or by mail to the company at Nation Multimedia Group Public Company Limited 1858/118-119, 121-122, 124-130, 28th Floor, Bangna-Trad Road, Bangna, Bangkok 10260.

Operation procedures after receiving complaints

- The Internal Audit Department will consolidate complaints and launch initial inspections. If the complaints are found to be grounded, they will be forwarded to the Chief Executive Officer, which will set up a fact-finding committee, with the Human Resources Department acting as the committee's secretary. The committee will subsequently present its findings, together with measures against wrongdoers, to the Chief Executive Officer, the Internal Audit Department Manager and the Audit Committee.
- The Audit Committee will provide fairness and safeguard complainants, those in charge of receiving complaints, those who are the subject of complaints and those relating the fact-finding operation by applying protection measures. All involved information will be kept confidential and disclosed only where necessary, with the safety and possible damages to concerned parties taken into consideration.

Information disclosure and transparency policies

The Board of Directors ensures that the company provides its information including financial reports and non financial reports in a manner that is accurate, complete, timely and transparent through easy-to-access channels such as the website of the company and disclosure channels of the Stock Exchange of Thailand and the Securities and Exchange Commission.

To observe the corporate governance principles, the company requires the directors and management to report any changes of their securities holdings to the Securities and Exchange Commission and the Stock Exchange of Thailand as well as provide the copies thereof to the company's secretary. The company's secretary will provide for the document to be forwarded to the directors and the management in November so that they can update their information thereof. Then, the secretary will collect the shareholding reports to present to the Board of Directors at least once a year.

The company recognizes the importance of preserving confidential data and/or internal information, and the company has issued a 'corporate supervision policy', which prohibits anyone in the company's management or internal agencies who have access to any inside information from disclosing such information to outside parties or non-related persons, except in the case that the disclosure was meant to benefit the company's operations. They shall be barred from buying, selling, transferring, or accepting the company's securities by using the company's confidential data and/or inside information in a manner to cause harm to the company either directly or indirectly.

In the past year, the company has disclosed the company's financial reports and non financial reports accurately, completely, timely, in a transparent manner and in accordance with the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand through the information disclosure channels of the Stock Exchange of Thailand and the company's website. The company's annual report 2015 provides the following information:

1. Vision, mission and values of the organization
2. List of directors as well as their work and educational backgrounds, their family relationship with the management, their service in other listed companies and their holding of the company's securities

3. Shareholders' structure
4. Risk factors
5. Corporate Governance Report
6. Directors' remuneration and attendance at board meetings
7. Board of Directors' performance in the past year and the training record of the board
8. Audit Committee's performance in the past year
9. Remuneration policy for directors and high-level management
10. The remuneration for service in the Board of Directors and other assignments for the company and its subsidiaries
11. Annual report of the Audit Committee
12. The Board's accountability report to the financial statements with the required content, endorsed by the Chairman of the Board and Chief Executive Officer
13. Explanation and analysis of the financial status of the management
14. Accurate and complete financial statements in accordance with accounting standards
15. Financial statements and operating results

The company has disclosed the following information at www.nationgroup.com

1. Roles, duties and responsibilities of the directors, sub-committees, Chairman and Chief Executive Officer
2. List of related transactions
3. Business ethics and Code of Conduct
4. Corporate Governance Policy
5. Audit Committee's charter
6. Internal Audit Committee's charter
7. Quarterly and annual financial statements
8. Annual report
9. Human Resource Management Policy
10. Conflicts of Interest Policy
11. Internal Auditing
12. Company Regulations
13. Anti-corruption Policy

Investor Relations Section

The Investor Relations section is responsible for communicating with shareholders, institutional investors, investors, analysts and related government agencies in an equal and fair manner in order to build strong relations with them. The investor relations section answers queries related to the company and its operations for investors through the company's website, by telephone or via other channels. The company facilitated the distribution of important information by organizing and participating in the following activities in 2015:

- The shareholder rights protection volunteer club under the Thai Investors Association visited NOW26@Siam Studio and met the NOW26 channel's top executives on September 10, 2015.
- Publicize the company's financial status through its newspapers and website four times.

The Investor Relations Section can be contacted at:

Address : 1858/118-119,121-122,124-130 Interlink Tower, 27-32 Fl., Bangna-Trad Road, Bangna, Bangkok 10260
 Tel : 02-338-3333
 Email : investor@nationgroup.com
 Website : <http://www.nationgroup.com>



Company Secretary Department

The company recognizes the significance of working in compliance with the regulations required by the Stock Exchange of Thailand, the Securities and Exchange Commission and other relevant laws in an accurate, complete and transparent manner, which passes through sequential consideration and inspection. The Board of Directors appointed Ms. Mathaya Osathanond as the Company Secretary on February 15, 2013. The Company Secretary assists the Chairman in ensuring the Board of Directors, sub-committees and all directors of the company work in accordance with their roles and duties and in compliance with relevant laws, regulations and rules. The Secretary prepares sufficient necessary documentation and agenda for meetings for the consideration and decisions of the Board, carefully and accurately records the minutes of meetings showing that the Board has considered agenda items carefully, completely, honestly and responsibly using judgment and with consideration of the business environment and what other businesses might be expected to do in a similar situation. The Secretary is responsible for keeping the register of directors, notice of meetings, minutes of the Board of Directors and Shareholders Meetings, reports of conflicts of interest, reports of share holdings of directors and executives, and to ensure that coordination of activities between the Board of Directors and the management proceeds in line with the Board's resolutions. The Company Secretary has discharged her duties fully and thoroughly.

5.) Responsibilities of the Board of Directors

Roles, duties and responsibilities of the Board of Directors

The Board of Directors has an important duty in supervising business operations to ensure the best interests of the company. The Board of Directors is accountable to the shareholders and independent from the management. The Board of Directors consists of persons with knowledge and experience in different fields including accounting and finance, management, marketing, strategy and law.

The Board of Directors has clearly stipulated the duties and responsibilities of the Board of Directors, Board of Executive Directors, Chairman and Chief Executive Officer to ensure the independent judgments of the board to serve the best interests of the company and shareholders. Besides, a monitoring and supervision procedure is in place to ensure the company operates in a manner consistent with the relevant laws and business ethics stipulated by the board

The Board of Directors considers and approves important matters concerning the company's operations, including business plans, operating budgets, financial objectives and business strategies as proposed by the Chief Executive Officer. The Board of Directors also monitors the progress of operations according to the specified policies, strategies and plans, and reviews the vision and mission of the company on an annual basis.

Roles, duties and responsibilities of the Chairman

The Chairman plays important roles in chairing and supervising meetings, allocating time for each agenda to ensure each director will have sufficient time to express their views on significant matters and making decisive casting votes when votes cast on both sides are equal in number. The Chairman holds responsibility as head of the Board of Directors to lay the framework and monitor the determination of the company's corporate governance policy, as well as acts as the Chairman of the Annual General Meeting.

Counterbalance of non-executive directors

In 2015, the Board of Directors consists of nine members (the company is in the process of recruiting for one vacant position, as of December 22, 2015), three of them are independent directors, and another five are executive directors of the company and its subsidiaries. Independent directors and non-executive directors must account for more than one third of the board to ensure an effective check and balance system in management.

The three independent directors are fully qualified according to the company's definition of the independent directors, approved by the board and the requirements of the Securities and Exchange Commission issued in 2008. Three out of the three independent directors are members of the Audit Committee. One of them is the Chairman of the Audit Committee and two of them are members of the Audit Committee.

Appointment of the Board of Directors

According to the company's requirement, one third of the directors shall vacate their offices when their tenures end every year. The company can re-appoint directors whose tenure ends to the same positions again for another term. The company does not set requirements on the term limit according to the requirement of the Securities and Exchange Commission. The company has set a policy stipulating that its directors must not hold the status of director in more than five other listed companies on the Stock Exchange of Thailand concurrently. The company's directors shall not be directors in competing companies or have conflicts of interest with the company's business. In the case that the directors hold positions in other companies, those company names, types of business and positions of the directors shall be disclosed in the director profile. In 2015, none of the company's directors or executives held positions as directors in more than five listed companies.

The high-level management of the company will not hold any position in other companies, except for subsidiaries and joint ventures. If any member of the high-level management sits on the board of other companies, such service shall be reported in form 56-1.

Compliance units

The company has established various units to ensure compliance with the company rules as well as the regulations of relevant authorities. The Company Secretary Department ensures compliance with regulations of the Stock Exchange of Thailand, the Securities and Exchange Commission as well as related laws. The Legal Department monitors operations to ensure they adhere to related business law. The Internal Audit Department reviews the adequacy and appropriateness of the internal control system to develop and improve the efficiency of the internal control system.

Sub-committees

The company's Board of Directors has appointed sub-committees to help screen information relating to the operations by setting the qualifications and responsibility in the requirements for each sub-committee.

At present, the company has two sub-committees, namely the Audit Committee and the Executive Board. The duties and responsibilities of the Audit Committee and the Executive Board are detailed in under the topic Sub-committees.

Conflicts of interest

The company acknowledges the importance of the potential for conflicts of interest. Therefore, the company has announced its conflicts of interest policy which prevents the company's directors, management and employees operating any business which can come into competition with the company, as well as getting involved in a transaction that is likely to lead to a conflict of interest with the company. If it is necessary to do so, the Board of Directors will ensure that the transaction will be transparent and fair. The consideration will be thorough as if the transaction was executed with a third party, whereby the directors, the management or the employees involved shall not be allowed to take part in the approval process. Furthermore, the Stock Exchange of Thailand's regulations shall be strictly observed. Related transactions between the company and its subsidiaries, or associated companies in 2015 were presented before the Audit Committee and the Board of Directors in February 2016 and the company has disclosed with details and necessities/reasons in the Annual Disclosure Report (56-1 form).

The Board of Directors' Meeting

Board of Directors' Meetings are scheduled in advance with a minimum of once a quarter and special meetings are held as required. Agenda are clearly announced prior to the meetings with routine agenda to follow up on the operational results. The Company Secretary is responsible for sending invitation letters informing approved agenda by the Chairman and the Chief Executive Officer together with related documents to all directors seven days in advance. This is to allow time for the directors to review the information prior to the meeting. Should any director wish to propose additional agenda or require the management to update the progress on any particular issue, he or she can inform their intention to the Chairman of the board or the Company Secretary. Generally, each board meeting takes 3-4 hours. The Chairman gives equal opportunity for all directors to independently express their ideas and opinions. The Board of Directors views that to prevent the unintentional leakage of information, the management will report the results of the company's operations only in the month that the meeting is being held. Independent directors and non-



executive directors meet regularly to discuss management issues without the presence of operating personnel. Should there be any issues of concern, the management will be notified to solve or improve them.

Evaluation of the Board of Directors' performance

The Board of Directors arranges for performance evaluation of the entire board and sub-committees at least once a year so that the Board of Directors and sub-committees can review their performance as well as operational problems and obstacles during the past year for improved operations.

In 2015, the board arranged for performance evaluations in two forms: individual evaluation (self-performance) and entire board evaluation. The company used an evaluation form designed by the Stock Exchange of Thailand and the Thai Institute of Directors (IOD). The evaluation results are divided into four grades: 4 = Absolutely agree, 3 = Mostly agree, 2 = Agree, 1 = Disagree, 0 = Absolutely disagree.

The evaluation process commenced in November 2015 with the Company Secretary submitting the evaluation form from the Stock Exchange of Thailand to the meeting of the Board of Directors for consideration of completeness, accuracy and compliance with company guidelines. The form was then sent to the Board of Directors and the Audit Committee to carry out the evaluation with a deadline of January 15, 2016 so that the results could be communicated to the Audit Committee in its meeting 1/2559 on February 8, 2016 and the Board of Directors in its meeting 2/2559 on February 12, 2016.

The evaluation results can be summarized as follows:

- Individual evaluation categorized under the topics of director's readiness, strategies formulation and business planning, risk management and internal audit, prevention of conflicts of interests, monitoring of financial reports and operations, and the Board of Directors' meeting. The evaluation shows that the Board of Directors fell mainly in the category of Mostly agree to Absolutely agree in 99% of cases.
- Evaluation of the entire Board of Directors categorized under the topics of structure and qualifications of the board, the Board of Directors' meeting, the board's ability to perform their duties, the board's relations with the management, directors' self-development and the management's improvement. The evaluation shows that the Board of Directors fell mainly in the categories of Mostly agree to Absolutely agree in 96% of cases.
- Evaluation of the Audit Committee is based on the structure and qualifications of the Board in undertaking meetings, and carrying out its roles, duties and responsibilities. The evaluation result shows that the Audit Committee fell mainly in the categories of Mostly agree to Absolutely agree in 99% of cases.

Directors' remuneration

The company sets a clear and transparent policy regarding remunerations of directors. Set at competitive rates for this industrial sector, remunerations are high enough to attract directors who have the required qualifications. Directors tasked with more responsibility and duties shall have appropriate levels of remunerations in line with their newly-assigned duties and responsibilities.

The company's guidelines for the remunerations of the Chief Executive Officer are in accordance with the terms and policies stipulated by the Board of Directors. The remunerations are based on the company's and individual's performance. The Board of Directors assigned the Executive Board to consider appropriate levels of remuneration to the Chief Executive Officer.

In 2014 and 2015, remunerations for directors are as follows:

Name/Position	Annual Remuneration 2014				Annual Remuneration 2015			
	Total Remuneration by Position	Meeting Allowance	Other	Total	Total Remuneration by Position	Meeting Allowance	Other	Total
Chairman:	400,000.-	-	-	400,000	300,000	-	-	300,000
Chairman of the Audit Committee:	400,000.-	-	-	400,000	400,000	-	-	400,000
Audit Committee:	600,000.-	-	-	600,000	525,000	-	-	525,000
Non Executive Director:	150,000.-	-	-	150,000	-	-	-	-
Executive Directors:	900,000.-	-	-	900,000	900,000	-	-	900,000
Total	2,450,000.-	-	-	2,450,000	2,125,000	-	-	2,125,000

Remark: The remuneration will be based on 2015 annual remuneration approved by the Annual General Meeting of Shareholders for the year 2015 of the Company on April 29, 2015. Remunerations are paid quarterly.

Director and management development plan

Every new director will attend a basic orientation program conducted by the Chairman of the board, regarding the company's nature of business, history, background, the company's location and branches, the corporate culture as well as being briefed by the Chief Executive Officer and the Company Secretary regarding the company's structure, supervision policy, and internal control with related documents.

The company promotes the development of all directors to enhance their efficiency in performing their duties. The company has set a policy to encourage directors to participate in seminars and training courses organized by the Thai Institute of Directors (IOD), the Stock Exchange of Thailand or other institutes. Topics of seminars and training courses involve development for directors in relation to their duties and responsibilities or new management trends to support continuous development in performing their duties, as well as to enable them to apply acquired knowledge appropriately to consistently improve operations for the benefit of the company. In 2015, the company arranged training courses for directors as follows:

Order	Name	Position	Training courses in 2015
1.	Ms.Duangkamol Chotana	Director and Chief Executive Officer	- 3 rd TLCA Leadership Development Program (LDP)
2	Mr. Adisak Limprungsatanakit	Director	- CEO Forum No. 1/2015 "Roles of Listed Company Executives in Development of the Thai Capital Market"
3	Mr. Pana Janviroj	Director	- Anti-Corruption for Executive Program (ACEP 15/2558)
4	Ms. Nutvara Seangwarin	Executive Vice President – Marketing and Public Relations	- 8 th Top Executive Program in Commerce and Trade
5	Mr. Supoth Piansiri	Senior Vice President - Accounting	- CFO Current Issues
6	Ms. Mathaya Osathanond	Senior Vice President - Finance	- CFO Current Issues



Succession plans

The company's Board of Directors realizes that the organization's efficiency is a result of its staff. The sustainable growth of the company depends on whether the company will be able to create qualified personnel to execute the company's mission and continue the intention of the founders as well as to pass on good corporate culture to subsequent generations. The company has therefore instructed the management to give priority to effective management and human resource development with clear directions to achieve the company's vision, mission and values.

The company has set a policy to recruit personnel at all management levels appropriately and transparently to ensure it will acquire management who are professional, unbiased, do not get involved in politics and have a thorough understanding of the media culture and business ethics. The company has succession plans as follows:

1. Chief Executive Officer

When the management position of Chief Executive Officer vacates or persons holding such position are unable to perform their duties, the company may select an executive at the nearest level or deputy position to the vacated position to act as a caretaker up until the selection and recruitment process of the vacated position is completed. Successful candidates must have vision, capability, experience and fit well into the organizational culture. The entire Board of Directors will consider the qualifications of successful candidates and forward his/her name to the chairman who will further nominate the new Chief Executive Officer at the Shareholders' Meeting.

2. Vice President

When the management position of vice president vacates or persons holding such position are unable to perform their duties, the company has succession plans as follows:

1. Analyze the company's business operations in terms of strategies, policies and plans, as well as business expansion plans.
2. Evaluate readiness of the workforce to be in line with the company's business strategies both in the short and long term.
3. Formulate a plan to build workforce readiness by developing staff or recruiting new staff in replacement of those resigning.
4. Create a staff recruitment and training development plan in advance, prior to staff's retirement or resignation.
5. Determine qualifications covering desirable knowledge, skills, personalities and attitudes for each work position and create individual development plans.
6. Evaluate employee performance and capability to consider their suitability for the position.
7. Use KPIs in tests and evaluations to measure employee performance and capability.

Sub-committees

The company's Board of Directors has appointed two sub-committees, the Audit Committee and the Board of Executive Directors whose roles and responsibilities are described as follows:

(1) Audit Committee

The Audit Committee must be comprised of independent directors and must be appointed by the Board of Directors or shareholders. Audit Committee members must be able to use their discretion independently. At least one member of the Audit Committee must have expertise in accounting or related financial management in accordance with the requirements of the Stock Exchange of Thailand and be able to read and understand financial statements.

As of December 31, 2015, the Audit Committee comprised three members, as follows:

Order	Name	Position	Qualifications
1	Mr. Pakorn Borimasporn	Audit Committee Chairman	Independent Director with finance and accounting background
2	Mr. Chaveng Chariyapisuthi	Audit Committee Member	Independent Director with finance and accounting background
3	Ms. Kaemakorn Vachiravarakarn	Audit Committee Member	Independent Director with finance and accounting background

Roles, duties and responsibilities of the Audit Committee

1. Review the company's financial reporting (quarterly and annually) to ensure accuracy and adequate disclosure regarding the company prior to presenting to the Board of Directors.
2. Review the system of internal control and internal audit to ensure they are appropriate, adequate and effective and consider the independence of the internal audit unit. Also consider and approve the appointment, transfer or dismissal of the head of the internal audit unit or any other unit responsible for the internal audit.
3. Review the company's system of risk assessment and management to ensure that is appropriate, adequate and effective.
4. Review the company's compliance with securities laws, the regulations of the Securities and Exchange Commission, the Stock Exchange of Thailand and other laws relating to the company's business.
5. Consider the appointment of independent personnel as internal auditors of the company, set remuneration rates and liaise with auditors concerning the objectives, scope, directions and working plan of the audit as well as the scope of problems encountered during the inspection and any important issues raised by the auditor. Participate in meetings with the auditor but in the absence of management personnel at least once annually.
6. Consider any transactions that may have conflicts of interest to ensure accuracy and completeness in accordance with the laws and regulations of the Stock Exchange of Thailand and ensure correct and complete disclosure of such transactions. This is to ensure that such transactions are reasonable and bring optimal benefit to the company.
7. Produce the Audit Committee Report for disclosure in the company's Annual Report. The Audit Committee Report must be signed by the Chairman of the Audit Committee and include the following information:
 - Comments on the accuracy, completeness and reliability of the financial statements of the company.
 - Comments on the adequacy of the system of internal control of the company.
 - Comments on the risk management system of the company.
 - Comments on the company's compliance with the regulations of the Securities and Exchange Commission, Stock Exchange of Thailand and any other laws relating to the company's business.
 - Comments on the appropriateness of the company's Auditor.
 - Comments on any transactions that may have conflicts of interest.
 - The number of Audit Committee meetings held and the attendance of each Audit Committee member.
 - Overall opinions and observations of the Audit Committee encountered while undertaking their duties under the charter.
 - Any other information that it is felt the shareholders and investors should know about in carrying out the duties and responsibilities assigned by the Board of Directors.
8. Perform other duties as assigned by the Board of Directors and approved by the Audit Committee. In carrying out the duties listed above, the Audit Committee is directly responsible to the Board of Directors while the Board of Directors is responsible for the operations of the company to external parties.

(2) Board of Executive Directors



The Board of Executive Directors has the authority, duty and responsibility of management with regard to normal business operations, issuing policies covering business plans, budgets, management structure, management authority and business criteria of the company in accordance with economic circumstances and policies issued by the Board of Directors, for the consideration and/or approval of the Board of Directors, as well as monitoring and following up on the performance of the company in compliance with the policies issued by the Board of Directors.

As of December 31, 2015, the Executive Board comprised 6 executive directors, as follows:

Order	Name	Position
1.	Mr. Suthichai Sae-Yoon	Executive Director and Adviser to the Executive and Editorial Boards
2.	Mr. Sermsin Samalapa	Chairman of the Executive Board
3.	Ms. Duangkamol Chotana	Chief Executive Officer
4.	Mr. Pana Janviroj	Executive Director
5.	Mr. Adisak Limprungpatanakit	Executive Director
6.	Mr. Thepchai Sae-Yong	Executive Editor

Roles, duties and responsibilities of the Board of Executive Directors

1. Control business operations and set policies, directions and business strategies in carrying out the policies and goals of the Board of Directors, including the proposal of policies, business plans, budgets and directions in carrying out the company's business and plans for the approval of the Board of Directors.

2. Consider the organizational structure, management authority and salary structure of the company as well as the recruitment, training, hiring, appointment, transfer, dismissal, remuneration and bonuses of senior-level staff. The company's CEO is authorized to represent the company in signing employment agreements.

3. Consider and approve operations in the normal course of business, such as product procurement, purchase of licenses, investment in assets, transactions with banks/financial institutions in the opening of bank accounts, lending and borrowing, sourcing of credit, loan guarantees and other credit facilities, including the trading and registration of land, carried out in the normal course of business and within authorized credit limits for each type of transaction as set by the Board of Directors.

4. Set business plans, budgets and principles of business operations in accordance with the objectives assigned by the Board of Directors and have the authority to supervise the operations of the company in line with the policies, plans and business strategies approved by the Board of Directors of the company, which are laid down under the company's rules, regulations and Articles of Association.

5. Undertake operations pursuant to policies set by the Board of Directors of the company in connection with operations of the business under the rules, regulations and the Articles of Association of the company, with the exception of areas where the Executive Board may have conflicts of interest with the company or its subsidiaries. Such cases should only proceed following approval in a meeting of the Board of Directors attended only by Independent Directors. Transactions involving the acquisition or disposal of major assets of the company must be undertaken in accordance with the procedures prescribed by the Stock Exchange of Thailand and the Securities and Exchange Commission.

6. Consider the company's profit or loss and propose to the Board of Directors of the company the payment of interim dividends and annual dividends.

7. Consider other matters as assigned by the company's Board of Directors. Such authorization must not empower the Executive Board or those who act as representatives of the Executive Board to approve matters in which they themselves may have conflicts of interest or any conflicts of interest as specified by the Securities and Exchange Commission, except for those in accordance with

regulations the Board of Directors had earlier approved.

Nonetheless, the approval of matters with conflicts of interest must proceed according to announcements of the Stock Exchange of Thailand, the Capital Market Supervisory Board and / or the Securities and Exchange Commission, on regulations, procedures and related transactions of the listed companies.

Decisions to appoint or dismiss the company's Executive Directors may be taken in meetings of the Board of Directors or Shareholders' meetings

Nomination and appointment of directors and senior executives

(1) Independent directors

Independent directors are not involved in managing the affairs of the company, its subsidiaries or affiliates, are independent of the major shareholders and executives of the company, and hold no relationships that could compromise their independent judgment. The number of independent directors of the company satisfies the minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand.

Qualifications of independent directors

1. Hold no more than 1 percent of the total number of shares with voting rights of the company, holding company, its subsidiaries or affiliated companies, or of the major shareholders or those with authority to regulate the company, and inclusive of shares held by related parties of the independent director under Section 258 of the Securities and Exchange Act.
2. Have no and have never had any participation in the management of the company, as an employee or an advisor receiving regular compensation or as a person with control or influence over the company, holding company, its subsidiaries or affiliates, or of the company's major shareholders or those with authority over the company, including personnel who may have conflicts of interest, for a period of at least two years prior to appointment in the position. Such prohibitions do not apply to independent directors who have served as civil servants or advisors to the government, which is the majority shareholder or which has authority or control over the company.
3. Have no and have never had any commercial or business relationship, business conflict of interest or financial or other benefits in management, either directly or indirectly, with the company, holding company, subsidiaries, affiliates, major shareholders or those with authority over the company in a way that may compromise their independent judgment, and which are not nor have ever been significant shareholders or persons with authority or control of the business of the company, its subsidiaries, affiliates or major shareholders, or those persons with authority or control of the business of the company, for a period of at least two years prior to appointment in the position.
4. Has no relationship by family descent or by legal registration as parent, spouse, brother, sister or child, including the spouses of children of executives, major shareholders or controlling parties, or persons in the process of nomination for management positions or other controlling parties of the company or its shareholders.
5. Must not represent openly or covertly directors, major shareholders or other shareholders who are related in any way to major individual shareholders or groups of shareholders of the company.
6. Must act and exercise independence with judgment and without being influenced by the directors, management or major shareholders of the company, including related parties and relatives.
7. Is not and has never been auditor for the company, its holding company, subsidiaries, affiliates, or of the company's major shareholders or those with authority over the company, and is not a major shareholder, controlling party or partner of an auditing firm of the company, its holding company, subsidiaries, affiliates, or of the company's major shareholders or those with authority over the company, for a period of at least two years prior to appointment in the position.
8. Must not and must never have provided professional services, including legal consultancy services, financial consultant or property appraiser with service charges in excess of Bt2 million per year from the company, holding company, subsidiaries, affiliates major shareholders or those with authority over the company, and is not the major shareholder, controlling party or partner of the aforementioned service providers for a period of at least two years prior to appointment in the position.



9. Does not operate in a similar type of business or in competition with the business of the company or its subsidiaries, is not a significant partner of any partnership, executive director, employee, staff member or advisor who receives a regular salary or holds shares amounting to more than 1 percent of total shares with voting rights in other companies involved in similar businesses or in competition with the company of the applicant or its subsidiaries.

10. Independent directors should not have any other characteristics that would preclude them from the exercise of their independent opinion on matters concerning the company and its operations.

Independent Directors must have undergone the process of nomination and selection of the Board of Directors or shareholders.

(2) Nomination of directors and top management

The company believes that its media business activities play an important function in shaping the views of society at large. For this reason, senior executives and directors of the company must have a clear understanding of the roles and duties of the media, as well as a strict code of media and business ethics in order to set policies in presenting information independently and without bias or distortion. The selection of individuals to serve as directors and executives of the company is considered a serious matter that is placed under the responsibility of the Board of Directors.

Nomination of Directors

The Board of Directors has been assigned responsibility for the nomination of the company's directors, including the proposal and consideration of potential candidates taking into account the varied qualifications and suitability of the candidate for the position, including professional skills, gender, age, etc., using information from various sources, particularly the Director Pool, to ensure that there are no legal prohibitions or other factors that may affect the operations of the group.

The company also provides opportunities for the company's minority shareholders, either as individuals or as groups who have held shares for at least one year, who hold shares on the day of nomination and have documents to verify their shareholdings in the company, to nominate candidates for the position of director. Nominations should be made to the Chairman at least three months in advance of the Annual General Meeting of Shareholders, together with the candidate's qualifications and consent for the nomination. The appointment of directors is subject to review by the Board of Directors. The number of independent directors, Audit Committee members and the appointment of directors require the approval of shareholders, in accordance with the rules of the company. The Articles of Association of the company requires that directors are elected in the meeting of shareholders in accordance with the following rules and procedures:

- (a) Shareholders have one voting right per share.
- (b) Each shareholder must exercise the right to vote for directors individually.
- (c) Persons who receive the most votes in descending order will be elected as directors, in accordance with the number of positions to be filled. In the event of a tie in the number of votes for the last director position available, the Chairman shall have the deciding vote.

In each Annual General Meeting of Shareholders, one third of all directors on the board must resign from their positions. Those directors that have occupied their positions the longest must resign first. However, outgoing directors may be re-elected to the position once again.

Nomination of Senior Executives

Nomination, consideration and recruitment of candidates for the position of Chief Executive Officer are undertaken by the Executive Board for the consideration and approval of the Board of Directors. Candidates must demonstrate the qualifications as required by the company and should have high levels of vision, knowledge, ability and experience, and fit in well with the company's corporate culture.

Control of cross-transactions between the company and subsidiaries

The company maintains a policy concerning cross-transactions between the company and its subsidiaries with parties that may

have conflicts of interest now or in the future. Should such cross-transactions take place, they must follow the normal trading practice of transacting with a third party using market price. In the event that the price cannot be compared with any third party, both transacting parties must consider and set an appropriate price for the products or services. The Audit Committee shall examine the transaction and give its views regarding the necessity of the transaction and the appropriateness of its price.

In 2015, the company and its subsidiaries undertook cross-transactions with other related parties under market-price conditions. Other cross-transactions, considered for appropriateness and transaction value by the Audit Committee, can be viewed in the accompanying notes to the financial statements.

Control of inside information

Prevention of insider information

The company maintains a policy to prevent directors and executives from abusing their position to gain personal benefit, which causes damage to other shareholders or all shareholders, in compliance with Section 241 of the Securities and Exchange Act B.E. 2535, as follows:

1. Directors, management and any staff of the company with access to inside information shall not disclose the inside information to outsiders or to anyone who is not involved.
2. The company's directors, management and staff involved in conducting financial reports or other related documents shall exercise caution regarding company securities transactions in the period prior to announcement of the financial results. Should any securities transactions be undertaken during this period, the company's Board of Directors must be notified immediately.

Information disclosure

The Board of Directors has set guidelines for directors and executives of the company and its subsidiaries to disclose information on any conflicts of interest and the parties involved, in accordance with Section 89/14 of the Securities and Exchange Act B.E. 2551 to ensure transparency and prevent any conflicts of interest. Directors and executives are required to report any movements in their shareholdings to the Securities and Exchange Commission and the Stock Exchange of Thailand, and for every trade, transfer or receipt of shares the Securities and Exchange Commission must be notified within 3 days of the transaction. The directors and executives must report information concerning their conflicts of interest as well as any parties involved in accordance with the Securities and Exchange Commission Announcement Tor Jor 2/2552, which the company has adhered to since July 1, 2009, as follows:

1. Directors and executives must report any conflicts of interest of their own or of other related parties annually. The company's secretary is responsible for collecting information relating to conflicts of interest of directors, executives and related parties ready for disclosure to the Board of Directors should they require it for consideration of transactions between companies, with directors and/ or executives or involved parties who have conflicts of interest.
2. Any change in information disclosure must be updated immediately and reported within 7 days of the change.
3. The Company Secretary is responsible for sending a copy of any conflict of interest report to the Chairman and the Audit Committee Chairman within 7 working days of the company receiving such a report.

In 2015, information was reported on one occasion without any conflicts of interest.

Report on shareholding

The company's board and management have been notified of their obligation to report their shareholdings to the Securities and Exchange Commission and the Securities Exchange of Thailand in accordance with Section 59 of the Securities and Exchange Act B.E. 2535 and to report each sale, purchase, transfer or receipt of shares to the company's board.

In 2015, the company required the company's directors and executives to report their shareholdings to the Board of Directors annually and at least once a year. The directors reported their shareholdings at the Board of Directors Meeting on February 12, 2016.

During the year 2015, the company reported increases (decreases) in the shareholdings of its directors and management as of February 5, 2015 and January 13, 2016, as follows:



Name	No. of Shares			Shareholding proportion of NMG shares as of Jan 13, 2016 (%)
	As of Jan 13, 2016	As of Feb 5, 2015	Increase (Decrease) in the No. of Shares	
1. Mr. Sermsin Samalapa (who has a controlling influence in Digital Sky Holdings Limited)	391,972,000	55,000,000	+336,972,000	9.64
2. Mr. Suthichai Sae-Yoon	212,878,542	304,921,742	(92,043,200)	5.23
3. Mr. Pakorn Borimasporn	906,416	587,708	318,708	0.02
4. Mr. Chaveng Chariyapisuthi	-	-	-	-
5. Ms. Kaemakorn Vachiravarakarn	-	-	-	-
6. Ms. Duangkamol Chotana	22,592,300	21,728,200	864,100	0.56
7. Mr. Adisak Limprungpatanakit	16,900,000	15,900,000	1,000,000	0.42
8. Mr. Pana Janviroj	20,373,500	20,249,000	124,500	0.50

Note:

1. Paid-up shares of NMG as of January 13, 2016 total 4,067,639,262 shares.
2. Directors' shareholdings are inclusive of shares held by spouses (if any).
3. One director is in the process of replacing a director who resigned on December 22, 2015.

Auditor's remuneration

(1) Audit fee

The company and its subsidiaries paid an audit fee for the financial year of Bt3,560,000 to KPMG Phoomchai Audit Limited. The figure can be broken down

(2) Non-audit fees

The company and its subsidiaries received no other services from the Office of the Auditor, Auditor's personnel or any other parties related to the Auditor* in the past fiscal year.

Note: * Parties related to the Office or personnel of the Auditor include:

- 1 Spouses or children who are dependents of the Auditor's staff.
- 2 Parties that have control over the Auditor, are under the control of the Auditor or which are under common control with the Auditor, whether directly or indirectly.
- 3 Parties significantly influenced by the Office of the Auditor.
- 4 Partners or the equivalent of the Auditor.
- 5 Spouses or children who are dependents of staff of parties in (4).
- 6 Parties related to the Auditor as in (1), (4) or (5) who hold significant control or influence, whether directly or indirectly.

Other Aspects of Good Corporate Governance

Meeting Attendance

ในปี 2558 มีการประชุมคณะกรรมการบริษัท คณะกรรมการตรวจสอบ และประชุมสามัญผู้ถือหุ้น โดยมีรายละเอียด ดังนี้

Order	Director	Meeting Attendance/No. of Meetings		
		Directors' Meeting	Audit Committee Meeting	Shareholders' Meeting
1	Mr. Suthichai Sae-Yoon	12/12	-	1/1
2	Mr. Sermsin Samalapa	8/12	-	1/1
3	Ms. Duangkamol Chotana	12/12	-	1/1
4	Mr. Pakorn Borimasporn	12/12	4/4	1/1
5	Mr. Chaveng Chariyapisuthi	4/12	2/4	1/1
6	Ms. Kaemakorn Vachiravarakarn	7/12	2/4	1/1
7	Mr. Nittimon Hastindra Na Ayudhya(1)	8/12	3/4	1/1
8	Mr. Adisak Limprungpattanakit	8/12	-	1/1
9	Mr. Pana Janviroj	12/12	-	1/1

Note: (1) As previously stated by the company in the 2015 Annual General Meeting of Shareholders, Mr. Chaveng Chariyapisuthi, Ms. Kaemakorn Vachiravarakarn and Mr. Adisak Limprungpattanakit were due to reach the end of their terms as directors. On the understanding that they had been discharged from their duties, the three directors were not invited to attend other Board of Directors and Audit Committee meetings following the 2015 Annual General Meeting of Shareholders. However, since the agenda item concerning rotation of directors was not considered in the Annual General Meeting of Shareholders, the three directors were actually required to continue their terms. All three directors continued to attend meetings after reassuming their positions as directors in August 2015.

(2) Mr. Nittimon Hastindra Na Ayudhya tendered his resignation as a director and chairman of the company to the company's Board of Directors, effective from December 22, 2015.

The company maintains written minutes of each meeting held. Meeting minutes are approved by the Board of Directors and available for inspection by directors and other related parties.

Internal control and risk management

The company's Board of Directors places importance on the maintenance of an internal control system, establishing a system that covers finance and operations in accordance with related laws, rules and regulations with effective checks and balances to protect and safeguard the company's assets. The Internal Audit Department monitors the performance of every unit to ensure operations are conducted correctly and according to the regulations. The Audit Committee also oversees and directs the company's internal control system to comply with policies and plans as assigned by the Board of Directors and in accordance with the rules of the Stock Exchange of Thailand and the Securities and Exchange Commission.

Audit Committee's review of the internal audit

In 2015 the Board of Directors received the Audit Committee's review of the financial statements and financial report, including the results of the internal audit. The Board of Directors was of the opinion that overall the company's internal control system was satisfactory with confidence in the credibility of the financial statements. The company appropriately safeguarded assets to prevent any illicit use by management or employees, operated in line with specified procedures, and maintained a cautious, adequate, and appropriate internal control systems in five respects – organization and environment, risk management, management control, information and communication and monitoring system. Each sector can be summarized as follows:



1. Organization and environment

The company has set clear and assessable business goals, with periodic reviews of the feasibility of the goals. The company offers employees reasonable remuneration in line with their annual performance results. The company's organization structure is clearly divided into separate business units, with ethical guidelines and a Code of Conduct for management and employees to follow, ensuring they perform honestly and ethically, and deliver standardized work. The ethical guidelines and Code of Conduct also encompass care of stakeholders and compliance with related laws. All managers and employees are required to strictly follow the company's ethical guidelines and Code of Conduct.

2. Risk management

The company assesses risk in various areas to ascertain possible impacts on operations. Meetings of the executive committee, including the Chief Executive Officer, Senior Vice Presidents and heads of related departments, are held to evaluate risks and the possible consequences that may arise from risks. The meetings cover operational planning as well as implementation and monitoring of operations.

3. Management control

The company has put in place policies and procedures covering various areas including financial transactions, purchasing, hiring and general administration, setting of authority and duties, approval limits for management at each level clearly specified and available in writing, segregation of duties concerning accounting records and information, and safeguarding of the company's assets. In the event that the company approves transactions with major shareholders, directors, executives or other related parties, the company will take into account the best interests of the company as priority and consider such transactions in the same way as those made with external parties.

4. Information system and data communications

The company has established an information system and communication channels for use within the organization and externally, to enable all concerned parties to access information that is accurate, complete and timely, as well as information that is important in decision making.

5. Monitoring system

The company has put in place a monitoring system to ensure that compliance with the internal control system is maintained continuously. The Internal Audit Department is responsible for monitoring the performance of employees in the various segments of the company and reporting the results to the Board of Directors and executives. Any significant problems encountered must be reported for consideration prior to implementing appropriate solutions within a reasonable time period.

Head of the internal audit

Ms. Kanchana Rittirongkachon, Assistant Internal Audit Vice President, serves as head of the company's internal audit. The Board of Directors feels that the head of the internal audit has the necessary qualifications to perform effectively as she possesses knowledge, ability and experience in the auditing field together with a clear understanding of the activities and operations of the company. In the event of the appointment, removal or transfer of the head of the internal audit, approval must be granted by the Audit Committee.

Social and environmental activities in 2015

As Thailand's fully-integrated and leading media operator, Nation Group has realized its important roles and missions in providing news and information that can influence society, both in positive and negative ways. To create a better and more sustainable society in Thailand as well as preserve national culture, Nation Group, as part of its good Corporate Governance and Corporate Social Responsibility policies, has organized numerous CSR activities, many in collaboration with external agencies. Nation Group and its subsidiaries' outstanding CSR activities for 2015 are outlined as follows:

1. TanKhunPaenDin Project

The “TanKhunPaenDin” Project plays a part in encouraging Thai people to undertake good deeds for society. As an organization established and matured in Thailand, with a commitment to perform its media duties with honesty for over 41 years, Nation Group is one subject of His Majesty the King. Fully recognizing His Majesty the King's kindness extended to all Thai people, Nation Group has adopted His Majesty's guidance, focusing on encouraging his subjects to perform honorable deeds. Nation Group, through Kom Chad Luek newspaper, has therefore initiated the “TanKhunPaenDin” project to praise and honour individuals who have made significant social contributions.



Objectives

- To provide good examples of individuals selected as “TanKhunPaenDin People,” who will serve as ideal role models to inspire other Thais to perform good deeds.
- To raise awareness among Thai people about the importance of self-improvement, development of creativity, social contribution and serving as a driving force to move the Thai people forward to a truly peaceful and sustainable society.

Qualifications of “TanKhunPaenDin People”

- Persons who have been widely recognized by society as “good people”.
- Persons who have demonstrated creativity with out-of-the-box thinking.
- Persons whose works benefit society and communities at large.
- Persons whose works help create a more sustainable society and communities.
- Persons with inspirational biographies and works, which will ideally serve as role models for other people in society.



Nation Group believes the nomination of good people and model youths under the project will encourage Thai society to recognize the value of beneficial deeds and honour those performing good deeds. The company is confident that the project will set a good example to all sectors of society, raise awareness on social contribution, as well as promote collaboration among all sectors to create a more peaceful and sustainable Thai society. The company considers human resources development to



be a worthy investment as human resources are the driving force behind organizations and society. If most Thai people observe moral and ethical principles, Thai society, as a whole, will be a truly happy, peaceful and sustainable one.

The 2015 TanKhun PaenDin Project saw its organizing committee together with a team of Nation Group reporters traveling around the country in search of model citizens in each province. So far, a total of 494 good people or social contributors have received the TanKhunPaenDin Award.

The selection of the Tan Khun Paen Din awardees for the past seven years in all regions has been presented through the TanKhunPaenDin TV program. The program depicts the ways of living of “model citizens” who have made contributions and played a key role in promoting sustainable development in their communities and in society at large, which could inspire viewers to follow their footsteps.

Promotion of the “do good deeds” values will play a part in steering Thailand towards a country of peace and sustainability, which will serve as a strong foundation for the country to remain steadfast in the constantly changing world and prepare it for Asean Economic Community integration.

2. Kunming-Bangkok Highway Photography Contest

This contest aims to raise interest in and promote use of the R3A road route linking Kunming in Southern China’s Yunnan province with Bangkok as an important regional linkage. The contest is also one activity held to mark the 40th anniversary of diplomatic relations between China and Thailand in 2015.



3. Model Graduates

The “Model Graduates” project, whose objective is to encourage young people to dedicate themselves to assisting communities and society, was launched through the cooperation of the Pidthong Lang Phra Foundation, the University Council and members of Nation Group. The project’s youth members are encouraged to develop an awareness of social issues and dedicate the time, effort and the knowledge they have gained into helping bring about solutions to pressing problems and benefitting society. The project aims to get the new generation of youngsters involved in helping develop the nation.

Objectives

- To stimulate public awareness and create broad benefits for youth.
- To create opportunities for youth to learn about and play a part in alleviating the problems facing communities and society.

Project format

The project encourages youth to exercise their creativity in finding solutions to pressing social problems. Ten teams of undergraduates were chosen to represent their institutions by presenting project proposals to the judging panel. The top five teams were then awarded a budget of Bt50,000 each to carry out their sustainable community development projects, which could focus on economic, social, environmental or cultural areas. Actual implementation of the projects was broadcast live on the NOW26 Channel. Viewers were then invited to vote for the winning projects. Winning teams received scholarships to study overseas.



Nation Group, the Pidthong Foundation and the Rakkaew Foundation met with Professor Dr. Prasart Suebka, President of the Council of University Presidents of Thailand (CUPT), to hold the 2nd Model Graduate reality show to enable youth to demonstrate their volunteer spirit and creativity in doing good deeds and to inspire the public and young people nationwide to work together for the better good.



4. Photos for the Hornbill

Digital TV Channel NOW26 teamed up with photographers from the “Full Frame” program to auction the wildlife photography of 26 photographers to raise funds for the Hornbill Research Foundation, represented by Dr. Pilai Poonswad of Mahidol University. The project raised Bt250,000 for the research foundation and also helped raise awareness of the need for conservation of forests and their inhabitants.

On November 15, the team from the “Photos for the Hornbill” project, donated Bt250,000 to the Hornbill Research Foundation to support research and conservation of these important forest dwellers, which are found in the forests of Khao Yai, Huay Kha Kaeng, Tablarn, Banglarn, Sungai Padi, etc.

Mr. Jack Na Ayudhya and Mr. Baramee Temboonkiat, two photographers from the program, revealed that the initiative was the result of cooperation among the 26 photographers who provided wildlife photos for an online auction on Facebook during November 8-13. Subsequently,

On November 15, proceeds from the auction were formally donated to the Hornbill Research Foundation.

Dr. Pilai Poonswad revealed the importance of the hornbill in the dissemination of seeds and its role in the management of healthy forests. For example, the Wreathed Hornbill, with around





1,000 individuals living in the forests of Khao Yai, ranges across an area of some 900 sq. km. of forest. GPS studies show that individual birds range across just about the entire area of the park.

The birds play an essential role in the regeneration of the forests but the possibility of the birds becoming extinct is quite high, particularly in the North of Thailand.

Dr. Pilai said she would like people to understand that even though the forests are far from our daily lives, the results of conservation can be felt by all of us. “As Thai citizens, we should all play a part in forest conservation efforts. Or should we pass on the degraded and dried out remains of our forests for future generations?”

The continued existence of hornbills will help maintain our forests in healthy condition, ensuring that we all have fresh air and clean water, important factors to our quality of life. We should all get involved in conservation activities to ensure quality of life in the future.



5. Stronger United Thailand

Stronger United Thailand is an ongoing activity launched after the bombings at the Rajprasong intersection in 2015. Nation Group organized a number of activities to boost morale and restore confidence among the Thai people.

The “Stronger United Thailand” campaign was initiated by The Nation in conjunction with Asia News Network and various other groups including “China Daily” – a leading newspaper in China. Ten Chinese artists were invited to visit Thailand to interpret the country in their own individual styles and to show their finished works of art in an exhibition.

Both Thailand and China used their media to condemn the violence that occurred in Bangkok and to encourage the Thai people and build confidence and unity in the country once more. The program also invited foreign media representatives to Thailand to witness for themselves the country’s beauty and to demonstrate Thailand’s strength and solidarity. Activities and exhibition booths were also organized in the Rajprasong area at Central World.

Mr. Pana Janviroj, CEO of the International Business Unit, Nation Group, and representative of the Asia News Network, noted that the celebrations for 40 years of diplomatic relations between Thailand and the People’s Republic of China coincided with the serious bombing incident at Bangkok’s Rajprasong intersection this year. The China Daily and The Nation subsequently joined hands with Asia News Network to help restore confidence in Thailand under the “Stronger United Thailand” program.





China Daily newspaper invited 10 well-known Chinese artists as representatives of the Chinese people to visit Thailand in late September to visit and portray historic and touristic sites throughout the country. They completed a total of 80 works of art during their visit.



6. “Sing from the Heart” project

NOW26 Channel teamed up with the Siam Square community to celebrate His Majesty the King’s 88th birthday by inviting everyone in the area to sing the song “Tree of Our Father” together. The activity, which was broadcast live nationwide, was held on the evening of December 4, 2015 to demonstrate the people’s loyalty and deep respect to the King.



Nation Group companies in 2015

Nation Multimedia Group Public Company Limited (NMG): 1 award

HRH Princess Soamsawali presided at the event to mark the centenary of “Princess Prem Ngarmchit Purachatra – The World’s Eminent Person” and presented plaques eminent persons who have distinguished themselves in their respective fields of endeavour. Mr. Suthichai Yoon, adviser to the executive board and editorial board of Nation Group, received an award for his outstanding contributions to education and journalism. The presentation was made at Vithes Samosorn of the Ministry of Foreign Affairs on June 7, 2015.



Kom Chad Luek Media Co., Ltd. (KMM): 3 awards

1. Winner in the newspaper category of the “Children’s Rights News Awards 2015” from the Isra Institute (Press Development Institute of Thailand) for the story “Pornwiset”. Mr. Anand Panyarachun presided at the awards presentation ceremony, which was held at the Century Park Hotel on November 24, 2015.



2. Winner for news documentary in the newspaper category of the “Children’s Rights News Awards 2015” from the Isra Institute (Press Development Institute of Thailand) for the work “Pornwiset”. Mr. Anand Panyarachun presided at the awards presentation ceremony, which was held at the Century Park Hotel on November 24, 2015.



3. Merit Award for Outstanding News Photograph, presented by the Thai Journalists Association, the Isra Foundation and the Thai Society of Environmental Journalists. The prize was awarded for the photograph “Jai Salai” by Mr. Adisorn Chabsoongnoen, Nation Group Photographer



Krungthep Turakij Media Co., Ltd. (KTM): 2 awards

1. Winner in the newspaper category of the “Children’s Rights News Awards 2015” from the Isra Institute (Press Development Institute of Thailand) for the story “A Brutal Start to the School Term”. Mr. Anand Panyarachun presided at the awards presentation ceremony, which was held at the Century Park Hotel on November 24, 2015.



2. Winner for news documentary in the newspaper category of the “Children’s Rights News Awards 2015” from the Isra Institute (Press Development Institute of Thailand) for the work “Cyberbullying”. Mr. Anand Panyarachun presided at the awards presentation ceremony, which was held at the Century Park Hotel on November 24, 2015.

Nation News Network Co., Ltd. (NNN): 2 awards

1. Merit award for outstanding news photograph from the Thai Journalists Association and Isra Foundation for the photograph “Risking one life for another” by Mr. Adisorn Chabsoongnoen.



2. Merit award for outstanding news photograph from the Thai Journalists Association and Isra Foundation for the photograph “Resistance” by Mr. Adisorn Chabsoongnoen.

Education Business Unit (Nation University): 4 awards

1. Accountancy students from the Faculty of Business Administration, Nation University Lampang, won first runner-up prize at bachelor’s degree level in the “Accountancy Skills Project”. Eleven educational institutes from the northern region competed in the competition, which was held on February 18, 2015.





2. Ms. Thanyawarat Sooksud, a student from the Faculty of Business Administration, Nation University Bangna Campus, won the second runner-up prize in a speech and essay-writing competition with her composition on “Strengthening morals and ethics in accounting”. The competition was held by the Accounting Sub-committee, Association of Private Higher Education Institutions of Thailand on April 3, 2015 at Dhurakij Pundit University.

3. Three students from the Faculty of Business Administration were selected to join the Leadership Development Program organized by CP All Advanced Retail Management. The winning students were Ms. Cattleya Chan, Ms. Kamolchanok Boonsoros and Mr. Hasbadin Pongwongwan.



4. Students from the Faculty of Business Administration, Nation University Bangna Campus won a 100,000 baht cash prize in the 3rd Eminent Academics competition organized by SCG Foundation. The students undertook a social development activity supported by the SCG Foundation at Baan Tawan Mai which was broadcast on MCOT Channel 1's “Rak Tin Thai” program on November 28, 2015 at 13.00-14.00.



Characteristics of the Business

Structure of Sales and Service Income

Nation Multimedia Group Public Company Limited and Subsidiaries have the structure of revenue from sales and rendering of services grouped by products and services as follows:

(Unit : in Million Baht)

Products / Services	Operated by	2015		2014		2013	
		Amount	%	Amount	%	Amount	%
Publishing and distribution of newspapers, publishing, digital publishing and providing advertising media / news services	Nation Multimedia Group PCL. Kom Chad Luek Media Co., Ltd.	1,519	50%	1,644	58%	2,050	70%
Publishing and distribution English newspapers, publishing, digital publishing and advertising media	Nation News Network Co., Ltd.						
Publishing and distribution of newspaper, publishing, digital publishing and advertising media	Krungthep Turakij Media Co., Ltd.						
Publishing and distribution educational books and comics	Nation Edutainment Co., Ltd. Nation Global Edutainment Co., Ltd. (Formerly: Nation Egmont Edutainment Co., Ltd.)						
Importing, publishing, distributing local and foreign publications, production of TV programmes and providing advertisements through TV media, digital media and character management	Nation International Edutainment PCL.						
Production of publishing, and books and publishing services.	WPS (Thailand) Co., Ltd.	1,315	44%	1,031	36%	751	25%
Production of TV and radio programmes and providing advertisements through TV, radio and new media forms	Nation Broadcasting Corporation PCL. NBC Nextmedia Co., Ltd. NBC Next Screen Co., Ltd. NBC Next Vision Co., Ltd. Nation Kids Co., Ltd. Bangkok Business Broadcasting Co., Ltd.						
Transportation and delivery services	NML Co., Ltd.						
University and education services	Nation U Co., Ltd. Nation University Nine Be Bright Co.,Ltd.						
Total							
		3,015	100%	2,828	100%	2,949	100%



Audit Committee's Report for 2015

The Audit Committee of Nation Multimedia Group Public Company Limited comprised of three independent directors : Mr. Pakorn Borimasporn is committee chairman, Mr. Chaveng Chariyapisuthi and Ms. Kaemakorn Vachiravarakarn, are committee members. During the year Mr. Nittimon Hastindra Na Ayudhya independent director is committee member in the period between April 30, 2015 until December 21, 2015.

In the year 2015, The Audit Committee had organized 4 meetings, each meeting takes approximately 4 hours to carry out its duty as specified in the Audit Committee Charter. In every meeting, there are agenda for meeting with the company's Independent Auditor and agenda for meeting with the Internal Auditor. The Audit Committee had also had meeting with high level management for relevant agendas. The Audit Committee is of the opinion that.

1. The company's 2015 financial reports are fairly presented and no transactions are found that might materially affect the financial reports.
2. The company's internal control system and risk management system are appropriate, sufficient and efficient. At present, there are three experienced internal auditors to carry out the internal audit activities.
3. The related-party transactions in 2015 are general and normal business transactions, they are reasonable and no abnormal transactions are found.
4. The Company has duly complied with the law governing securities and exchange, as well as other requirements and laws relevant to the business of the Company.

At the 2015 Annual General Meeting of Shareholders, the chairman of the meeting did not allow a group of shareholders to attend the meeting as it was questionable whether the acquisition of the shares by the group had been conducted in compliance with the relevant law and regulations. This event led to a lawsuit being filed and the matter is pending a decision by the relevant judicial authority.

5. Ms. Patamavan Vadhanakul auditor registration number 9832 was the company's Independent Auditor for the year 2015 and was hers second terms as the company Independent Auditor. She is knowledgeable and independent as well as has long experience in the auditing activities and therefore is suitable for the job.

As for the appointment of the company's Independent Auditor for the year 2016, the Audit Committee proposes that the following persons from KPMG Poomchai Audit Co.,Ltd. : Ms. Patamavan Vadhanakul, Registration No. 9832 or Mr. Winid Silamongkol, No. 3378 or Mr. Veerachai Ratanajaratkul, No. 4323 or Ms. Vannaporn Jongperadechanon, No. 4098 be appointed as the company's Independent Auditor for the year 2016.

(Mr. Pakorn Borimasporn)
Chairman of Audit Committee

Nation Multimedia Group Public Company Limited

Report on Responsibilities of the Board of Directors towards the Financial Report for the year 2015

The Company's Board of Directors recognizes the significance of its duties and responsibilities, as directors of a listed company. The Board of Directors ensures that the Company's financial report contains accurate, transparent and full accounting records that reflect the Company's actual financial status and operational results. The Company's financial statements are adequately disclosed to prevent any fraud or mismanagement of the company's assets. The Company adheres to conform with recognized accounting standards that are fair and circumspect in the financial reporting processes of the Company and its Subsidiaries in the year ended 31 December 2015.

In order to strengthen the confidence of the shareholders, investors and other related parties, the Board of Directors establishes the Audit Committee comprising independent directors fully qualified in accordance with the requirements of the Stock Exchange of Thailand and notification of the Capital Market Supervisory Board to review and ensure accuracy and sufficiency of the financial report, including transparent and complete disclosure of connected transactions or transactions with possible conflict of interest. The Audit Committee ensure the Company's risk management system, internal control, internal audit systems and corporate governance are appropriate and effective in compliance with laws of securities and exchange, regulations of the Stock Exchange of Thailand, notification of the Capital Market Supervisory Board and relevant rules and regulations.

The Board of Directors is of the opinion that the financial statements for the year ended 31 December 2015 of the Company and the Subsidiaries, which have been reviewed by the Audit Committee in conjunction with the management and audited by the Company's auditor, reflect accurate and complete financial status, operational results and cash flow in accordance with generally accepted accounting standards, rules, regulations and laws relating to the Company's businesses.



Mr. Sermsin Samalapa
Executive Chairman



Ms. Duangkamol Chotana
Chief Executive Officer



The Results of the Consolidated Financial Statements

The consolidated financial statements of Nation Multimedia Group Public Company Limited and its subsidiaries for the ended 31 December 2015 represented a profit of Baht 35.58 million. Compared to the same period of last year, it showed a profit of Baht 15.98 million, increased by 123%. The Company would like to clarify a significance change of Group's operation results were summarized as follows :

1. Revenue from sales and services for the year 2015 increased by 7% compared to the same period of 2014. The main reasons were:

- Advertising revenue increased by 12% as there were from broadcast business unit mainly from advertising revenue from Digital TV business.
- Circulation revenues decreased by 13%, resulting from circulation revenue from newspaper circulation decreased by 14% and circulation revenue from pocket books decreased 34%. Whereas, revenue from comic and children books increased by 7%.
- Revenues from logistic services and education increased by 20%.

2. Cost of sales and expenses for the year 2015 increased by 12% compared to the same period of 2014 in line with the increased in revenues from sales and services. Although, the Group had cost and expenses in Digital TV business increased but the Group has a policy to maintain of expenses monitor.

Conclusion :

The Group reported a profit for the year ended 31 December 2015 was Baht 35.58 million. Compared to the same period of last year, it showed a profit of Baht 15.98 million

**Nation Multimedia Group Public Company Limited
and its Subsidiaries**

Financial statements for the year ended
31 December 2015
and
Independent Auditor's Report



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Independent Auditor's Report

To the Shareholders of Nation Multimedia Group Public Company Limited

I have audited the accompanying consolidated and separate financial statements of Nation Multimedia Group Public Company Limited and its subsidiaries (the "Group") and of Nation Multimedia Group Public Company Limited (the "Company"), respectively, which comprise the consolidated and separate statements of financial position as at 31 December 2015, the consolidated and separate statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.


Management's Responsibility for the Consolidated and Separate Financial Statements

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

Auditor's Responsibility

My responsibility is to express an opinion on these consolidated and separate 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 consolidated and separate 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 separate financial statements present fairly, in all material respects, the financial position of the Group and the Company, respectively, as at 31 December 2015 and their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Emphasis of Matter

Without qualifying my opinion, I draw attention to note 3 to the financial statements describing the effect of the Group's restatement related to Digital television licences. The corresponding figures presented are based on the audited financial statements as at and for the year ended 31 December 2014 after making the adjustments described in note 3.

(Patamavan Vadhanakul)
Certified Public Accountant
Registration No. 9832

KPMG Phoomchai Audit Ltd.
Bangkok
12 February 2016

Nation Multimedia Group Public Company Limited and its Subsidiaries
Statement of financial position

Assets	Note	Consolidated		Separate	
		financial statements		financial statements	
		31 December		31 December	
		2015	2014	2015	2014
			(Restated)		
		(in Baht)			
<i>Current assets</i>					
Cash and cash equivalents	7	207,525,311	652,869,443	17,758,285	21,503,764
Current investments	8	822,149,643	694,500,000	2,549	-
Trade accounts receivable	9	588,556,740	550,643,694	1,083,108,218	842,502,903
Accrued income	6	782,780,106	427,950,416	572,796,914	280,861,420
Other receivables	10	85,826,136	77,600,289	649,800,574	439,418,974
Short-term loan to related party	6	-	-	-	42,000,000
Inventories	11	379,967,569	386,599,141	69,698,118	82,557,508
Other current assets	12	288,077,194	254,646,276	90,942,998	61,975,875
Total current assets		3,154,882,699	3,044,809,259	2,484,107,656	1,770,820,444
<i>Non-current assets</i>					
Restricted deposits	13	2,682,654	3,330,908	-	-
Investment in associate	14	22,076,249	21,756,420	1,800,000	1,800,000
Investments in subsidiaries	15	-	-	2,993,311,391	2,504,415,286
Long-term investments in related parties	17	-	-	-	-
Long-term investments in other companies	8	10,342,497	47,280,600	10,342,497	47,280,600
Investment property	18	44,677,757	38,000,000	44,677,757	38,000,000
Property, plant and equipment	19	1,646,419,498	1,700,949,217	528,224,191	476,750,769
Intangible assets	20	115,517,353	65,312,990	11,691,160	21,203,580
Digital television licences	21	2,783,779,533	2,992,824,303	-	-
Deferred tax assets	22	262,921,978	129,280,587	92,414,477	22,311,024
Other non-current assets	23	193,917,736	162,592,750	144,612,919	124,402,295
Total non-current assets		5,082,335,255	5,161,327,775	3,827,074,392	3,236,163,554
Total assets		8,237,217,954	8,206,137,034	6,311,182,048	5,006,983,998

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

Nation Multimedia Group Public Company Limited and its Subsidiaries

Statement of financial position

Liabilities and equity	Note	Consolidated		Separate	
		financial statements		financial statements	
		31 December		31 December	
		2015	2014	2015	2014
			(Restated)		
		(in Baht)			
Current liabilities					
Bank overdrafts and short-term loans					
from financial institutions	24	590,384,836	628,680,584	519,497,304	564,659,032
Trade accounts payable	25	133,706,003	108,345,331	1,177,449,030	796,175,912
Other payables	26	119,649,313	206,718,660	58,849,300	70,075,453
Current portion of digital television					
licences payable	29	556,203,640	358,579,929	-	-
Current portion of long-term loans					
from financial institutions	24	-	100,800,000	-	100,800,000
Current portion of finance lease liabilities	24	1,561,041	2,967,817	1,561,041	2,967,817
Accrued expenses	27	216,231,989	235,417,986	453,716,428	240,720,274
Income tax payable		1,369,142	3,830,147	-	-
Other current liabilities	28	236,238,259	207,673,815	62,525,062	64,696,047
Total current liabilities		1,855,344,223	1,853,014,269	2,273,598,165	1,840,094,535
Non-current liabilities					
Digital television licences payable	29	1,714,138,390	2,270,342,030	-	-
Long-term loans from financial institutions	24	-	15,356,293	-	15,356,293
Finance lease liabilities	24	1,270,784	2,831,825	1,270,784	2,831,825
Deferred tax liabilities	22	17,826,173	-	-	-
Employee benefit obligations	30	163,856,203	149,357,718	52,165,755	48,534,231
Other non-current liabilities	31	130,431,918	153,538,659	100,734,575	121,645,415
Total non-current liabilities		2,027,523,468	2,591,426,525	154,171,114	188,367,764
Total liabilities		3,882,867,691	4,444,440,794	2,427,769,279	2,028,462,299
Equity					
Share capital	32				
Authorised share capital		2,663,572,195	2,663,572,195	2,663,572,195	2,663,572,195
Issued and paid-up share capital		2,155,848,809	1,757,662,976	2,155,848,809	1,757,662,976
Additional paid in capital	32, 33				
Premium on ordinary shares		1,169,344,804	802,589,749	1,169,344,804	802,589,749
Premium on ordinary shares of subsidiaries		95,397,593	94,328,676	-	-
Warrants	33	18,665,439	14,287,705	14,511,236	11,726,446
Reserve on acquisition of warrants of the Company	33	(91,013,286)	-	-	-
Retained earnings					
Appropriated					
Legal reserve	34	32,700,000	19,700,000	32,700,000	19,700,000
Unappropriated		522,640,169	592,911,367	515,258,325	361,998,451
Other component of equity	34	(4,250,405)	24,844,077	(4,250,405)	24,844,077
Equity attributable to owners of the Company		3,899,333,123	3,306,324,550	3,883,412,769	2,978,521,699
Non-controlling interests		455,017,140	455,371,690	-	-
Total equity	16	4,354,350,263	3,761,696,240	3,883,412,769	2,978,521,699
Total liabilities and equity		8,237,217,954	8,206,137,034	6,311,182,048	5,006,983,998

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

Nation Multimedia Group Public Company Limited and its Subsidiaries
Statement of comprehensive income

		Consolidated financial statements		Separate financial statements	
		For the year ended 31 December		For the year ended 31 December	
	Note	2015	2014 (Restated)	2015	2014
		(in Baht)			
Income					
Revenue from sales of goods and rendering of services	6	3,014,589,717	2,827,711,317	856,296,735	838,549,756
Investment income	36	28,809,932	41,501,285	39,345,302	82,404,308
Gain on disposal of investments	15	61,521,601	-	63,717,401	-
Other income	6, 37	60,115,007	74,478,893	45,001,315	60,374,032
Total income		3,165,036,257	2,943,691,495	1,004,360,753	981,328,096
Expenses					
Cost of sales of goods and rendering of services	6	2,209,914,777	1,964,813,254	274,259,188	294,650,425
Selling expenses	6, 38	296,531,100	259,812,841	172,173,343	143,111,120
Administrative expenses	6, 39	566,961,134	528,521,362	334,493,855	312,944,798
Finance costs	42	166,022,727	158,217,893	27,150,693	45,627,182
Total expenses		3,239,429,738	2,911,365,350	808,077,079	796,333,525
Share of profit of investment in associate	14	319,829	426,928	-	-
Profit (loss) before income tax expense		(74,073,652)	32,753,073	196,283,674	184,994,571
Income tax (expense) benefit	43	101,035,433	(17,130,907)	62,829,833	(29,557,103)
Profit for the year		26,961,781	15,622,166	259,113,507	155,437,468

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

Nation Multimedia Group Public Company Limited and its Subsidiaries
Statement of comprehensive income

		Consolidated financial statements		Separate financial statements	
		For the year ended		For the year ended	
		31 December		31 December	
	Note	2015	2014	2015	2014
		(Restated)			
		(in Baht)			
Other comprehensive income					
Item that will never be reclassified to profit or loss					
Defined benefit plan actuarial gains	30	-	132,054	-	-
		-	132,054	-	-
Items that are or may be reclassified to profit or loss					
Net change in fair value of available-for-sale investments	8	(338,103)	16,081,083	(338,103)	16,081,083
Net change in fair value of available-for-sale investments transferred to profit or loss		(36,030,000)	-	(36,030,000)	-
Income tax (expense) benefit on other comprehensive income	22, 43	7,273,621	(3,216,216)	7,273,621	(3,216,216)
		(29,094,482)	12,864,867	(29,094,482)	12,864,867
Other comprehensive income (loss) for the year, net of income tax					
		(29,094,482)	12,996,921	(29,094,482)	12,864,867
Total comprehensive income (loss) for the year					
		(2,132,701)	28,619,087	230,019,025	168,302,335
Profit attributable to					
Owners of the Company		35,582,435	15,975,611	259,113,507	155,437,468
Non-controlling interests		(8,620,654)	(353,445)	-	-
Profit for the year					
		26,961,781	15,622,166	259,113,507	155,437,468
Total comprehensive income (loss) attributable to					
Owners of the Company		6,487,953	28,959,327	230,019,025	168,302,335
Non-controlling interests		(8,620,654)	(340,240)	-	-
Total comprehensive income (loss) for the year					
		(2,132,701)	28,619,087	230,019,025	168,302,335
Earnings per share					
Basic earnings per share	44	0.010	0.005	0.070	0.047
Diluted earnings per share		0.008	0.004	0.061	0.041

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

Nation Multimedia Group Public Company Limited and its Subsidiaries

Statement of changes in equity

Consolidated financial statements (Restated)									
Note	Issued and paid-up share capital	Share premium	Share premium of subsidiaries	Warrants	Retained earnings		Other component of equity		Total equity
					Legal reserve	Unappropriated (in Baht)	Fair value changes in available-for-sale investments	Equity attributable to owners of the Company	
Year ended 31 December 2014									
Balance at 1 January 2014	1,751,120,832	784,501,401	94,372,016	5,135,848	11,700,000	650,840,315	11,979,210	3,309,649,622	3,784,629,047
Transactions with owners, recorded directly in equity									
Contributions by and distributions to owners of the Company									
32, 33	6,542,144	18,088,348	679,461	(12,545,566)	-	-	-	12,764,387	12,934,068
33	-	-	-	21,724,184	-	-	-	21,724,184	22,373,753
45	-	-	-	-	-	(66,050,085)	-	(66,050,085)	(66,050,085)
	-	-	-	-	-	-	-	-	(20,460,289)
Total contributions by and distributions to owners of the Company	6,542,144	18,088,348	679,461	9,178,618	-	(66,050,085)	-	(31,561,514)	(51,202,553)
Change in ownership interests in subsidiary									
Acquisitions of non-controlling interests without a change in control	-	-	(722,801)	(26,761)	-	26,677	-	(722,885)	373,544
Total change in ownership interests in subsidiary	-	-	(722,801)	(26,761)	-	26,677	-	(722,885)	(349,341)
Total transactions with owners, recorded directly in equity	6,542,144	18,088,348	(43,340)	9,151,857	-	(66,023,408)	-	(32,284,399)	(51,551,894)
Comprehensive income (loss) for the year									
Profit or loss	-	-	-	-	-	15,975,611	-	15,975,611	15,622,166
Other comprehensive income	-	-	-	-	-	118,849	12,864,867	12,983,716	12,996,921
Total comprehensive income (loss) for the year	-	-	-	-	-	16,094,460	12,864,867	28,959,327	28,619,087
Transfer to legal reserve	-	-	-	-	8,000,000	(8,000,000)	-	-	-
Balance at 31 December 2014	1,757,662,976	802,589,749	94,328,676	14,287,705	19,700,000	592,911,367	24,844,077	3,306,324,550	3,761,696,240

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

Nation Multimedia Group Public Company Limited and its Subsidiaries
Statement of changes in equity

Consolidated financial statements (Restated)										
Note	Issued and paid-up share capital	Share premium	Share premium of subsidiaries	Warrants	Reserve on acquisition of warrants of the Company	Retained earnings			Other component of equity	Total equity
						Legal reserve (in Baht)	Unappropriated	Fair value changes in available-for-sale investments		
Year ended 31 December 2015										
	1,757,662,976	802,589,749	94,328,676	14,287,705	-	19,700,000	641,393,704	24,844,077	3,354,806,887	3,816,164,940
3	-	-	-	-	-	-	(48,482,337)	-	(5,986,363)	(54,468,700)
	1,757,662,976	802,589,749	94,328,676	14,287,705	-	19,700,000	592,911,367	24,844,077	3,306,324,550	3,761,696,240
Transactions with owners, recorded directly in equity										
Contribution by and distribution to owners of the Company										
32, 33	398,185,833	366,755,055	1,676,877	(14,285,427)	-	-	-	-	752,332,338	753,009,362
33	-	-	-	18,744,496	-	-	-	-	18,744,496	19,561,447
45	-	-	-	-	-	-	(92,853,633)	-	(92,853,633)	(92,853,633)
	-	-	-	-	-	-	-	-	-	(9,683,459)
	398,185,833	366,755,055	1,676,877	4,459,069	-	-	(92,853,633)	-	678,223,201	670,033,717
Change in ownership interests in subsidiary										
	-	-	(800,217)	62	-	-	-	-	(800,155)	(3,986,690)
	-	-	192,257	(81,397)	-	-	-	-	110,860	20,442,278
	-	-	(607,960)	(81,335)	-	-	-	-	(689,295)	16,455,588
	398,185,833	366,755,055	1,068,917	4,377,734	-	-	(92,853,633)	-	677,533,906	685,800,010
Comprehensive income (loss) for the year										
	-	-	-	-	-	-	35,582,435	-	35,582,435	26,961,781
	-	-	-	-	-	-	(29,094,482)	(29,094,482)	(29,094,482)	(29,094,482)
	-	-	-	-	-	-	35,582,435	(29,094,482)	6,487,953	(2,132,701)
34	-	-	-	-	-	13,000,000	(13,000,000)	-	-	-
33	-	-	-	-	(91,013,286)	-	-	-	(91,013,286)	(91,013,286)
	2,155,848,809	1,169,344,804	95,397,593	18,665,439	(91,013,286)	32,700,000	522,640,169	(4,250,405)	3,899,333,123	4,354,350,263

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

Nation Multimedia Group Public Company Limited and its Subsidiaries
Statement of changes in equity

		Separate financial statements				
		Retained earnings			Other component of equity	
			Legal reserve (in Baht)	Unappropriated	Fair value changes in available-for-sale investments	Total equity

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

Nation Multimedia Group Public Company Limited and its Subsidiaries
Statement of changes in equity

		Separate financial statements					
Note	Issued and paid-up share capital	Share premium	Warrants	Retained earnings		Other component of equity	Total equity
				Legal reserve (in Baht)	Unappropriated	Fair value changes in available-for-sale investments	
Year ended 31 December 2015							
Balance at 1 January 2015	1,757,662,976	802,589,749	11,726,446	19,700,000	361,998,451	24,844,077	2,978,521,699
Transactions with owners, recorded directly in equity							
<i>Contributions by and distributions to owners of the Company</i>							
32, 33	398,185,833	366,755,055	(13,646,864)	-	-	-	751,294,024
33	-	-	16,431,654	-	-	-	16,431,654
45	-	-	-	-	(92,853,633)	-	(92,853,633)
<i>Total contributions by and distributions to owner of the Company</i>	398,185,833	366,755,055	2,784,790	-	(92,853,633)	-	674,872,045
Total transactions with owners, recorded directly in equity	398,185,833	366,755,055	2,784,790	-	(92,853,633)	-	674,872,045
Comprehensive income (loss) for the year							
Profit or loss	-	-	-	-	259,113,507	-	259,113,507
Other comprehensive income	-	-	-	-	-	(29,094,482)	(29,094,482)
Total comprehensive income (loss) for the year	-	-	-	-	259,113,507	(29,094,482)	230,019,025
Transfer to legal reserve	-	-	-	13,000,000	(13,000,000)	-	-
Balance at 31 December 2015	2,155,848,809	1,169,344,804	14,511,236	32,700,000	515,258,325	(4,250,405)	3,883,412,769

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

Nation Multimedia Group Public Company Limited and its Subsidiaries

Statement of cash flows

	Consolidated financial statements		Separate financial statements	
	For the year ended 31 December		For the year ended 31 December	
	2015	2014 (Restated)	2015	2014
	(in Baht)			
Cash flows from operating activities				
Profit for the period	26,961,781	15,622,166	259,113,507	155,437,468
<i>Adjustments for</i>				
Depreciation	203,084,848	221,634,537	45,621,225	30,903,987
Amortisation of assets	119,346,385	73,649,269	11,359,032	16,627,216
Amortisation of digital television licences	209,044,770	142,847,260	-	-
Investment income	(28,809,932)	(41,501,285)	(39,345,302)	(82,404,308)
Finance costs	166,022,727	158,217,893	27,150,693	45,627,182
Bad and doubtful debts expense (reversal of)	5,194,126	(9,551,067)	3,342,617	(13,055,369)
Provision for goods returned (reversal of)	(9,456,585)	(134,908)	(2,108,427)	(3,184,417)
Loss on decline in value of inventories (reversal of)	4,070,674	3,147,960	(112,734)	(470,923)
Reversal of impairment loss on long-term investments in related party and other companies	-	(56,000,000)	-	(56,000,000)
Gain from bargain purchase	-	(7,579,285)	-	-
Loss from the measurement in fair value of prior non-controlling interest of acquiree	-	7,110,884	-	-
(Gain) Loss on disposal of investments in subsidiary and related party	(31,341,723)	48,035,197	(33,606,192)	46,066,252
Gain on disposal of investments	(30,105,160)	-	(30,105,160)	-
Gain on disposal of investment in debt securities	(70,031)	-	(6,055)	-
Unrealised (gain) loss on valuation adjustment of investment in debt securities	(4,687)	-	6	-
Reversal of impairment loss on investment property	(6,677,757)	-	(6,677,757)	-
Gain on disposal of building and equipment	(641,478)	(2,903,000)	(543,727)	(1,210,165)
Loss on written-off of building and equipment	774,407	1,125,820	1,881	-
Employee benefit obligations	11,726,981	11,540,862	3,184,490	3,593,844
Share-based payment transactions	19,561,447	22,373,753	16,431,654	19,636,780
Share of profit of investment in associate, net of income tax	(319,829)	(426,928)	-	-
Income tax expense (benefit)	(101,035,433)	17,130,907	(62,829,833)	29,557,103
	557,325,531	604,340,035	190,869,918	191,124,650
Changes in operating assets and liabilities				
Trade accounts receivable	(33,977,492)	216,641,249	(242,166,410)	(271,469,218)
Accrued income	(354,829,690)	(262,529,850)	(291,935,494)	(245,498,307)
Other receivables	(5,110,418)	(10,669,511)	(209,681,129)	(114,428,650)
Inventories	2,571,902	(115,921,961)	12,872,693	(3,057,118)
Other current assets	(74,275,254)	(78,591,570)	(26,493,954)	(22,084,480)
Restricted deposits	648,254	(302,397)	-	-
Deferred tax assets	-	(11,215,903)	-	-
Other non-current assets	12,818,861	132,830,303	1,841,164	94,230,260
Trade accounts payable	15,399,250	(10,186,171)	381,273,118	385,974,394
Other payables	(77,765,059)	(3,195,895)	(24,754,901)	35,736,436
Accrued expenses	(29,975,134)	22,210,566	213,363,237	200,135,133
Other current liabilities	26,227,033	51,559,679	(2,170,985)	25,842,533
Employee benefit obligations	(3,500,530)	(2,145,945)	(1,521,590)	-
Other non-current liabilities	(23,106,741)	116,560,633	(20,910,840)	119,480,424
Cash generated from (used in) operating activities	12,450,513	649,383,262	(19,415,173)	395,986,057
Income tax paid	(55,115,233)	(84,056,228)	(24,819,877)	(22,153,804)
Net cash from (used in) operating activities	(42,664,720)	565,327,034	(44,235,050)	373,832,253

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

Nation Multimedia Group Public Company Limited and its Subsidiaries

Statement of cash flows

	Consolidated		Separate	
	financial statements		financial statements	
	For the year ended		For the year ended	
	31 December		31 December	
	2015	2014	2015	2014
		(Restated)		
	(in Baht)			
Cash flows from investing activities				
Interest received	28,354,508	40,384,692	591,066	5,166,916
Dividends received	840,152	7,578,593	38,754,236	77,237,393
Current investments	(102,580,838)	(556,180,000)	-	-
Purchase of investment in debt securities	(185,516,000)	-	(29,802,000)	-
Net cash inflow on disposal of investment in debt securities	160,521,912	-	29,805,500	-
Proceeds from short-term loan to related party	-	-	42,000,000	78,000,000
Proceeds from long-term loan to related party	-	-	-	21,000,000
Cash inflow on refundable deposit guarantee for licencing auction	-	14,000,000	-	-
Digital television licences payments	(473,800,000)	(533,800,000)	-	-
Purchase of building and equipment	(166,751,861)	(181,759,635)	(85,238,121)	(38,997,909)
Sale of building and equipment	5,186,316	9,357,252	1,840,503	1,439,481
Purchase of programme licences	(94,697,957)	(71,778,645)	-	-
Purchase of intangible assets	(11,549,219)	(16,182,770)	(1,452,260)	(5,604,008)
Net cash inflow on disposal of long-term investment in other companies	30,675,160	-	30,675,160	-
Net cash from (used in) investing activities	(809,317,827)	(1,288,380,513)	27,174,084	138,241,873
Cash flows from financing activities				
Interest paid	(43,260,848)	(95,207,449)	(23,912,295)	(73,744,237)
Dividends paid to owners of the Company	(92,853,633)	(66,050,084)	(92,853,633)	(66,050,084)
Dividends paid to non-controlling interests of subsidiaries	(9,683,459)	(20,460,289)	-	-
Bank overdrafts and short-term loans from financial institutions	(38,295,748)	334,764,639	(45,161,728)	341,377,275
Finance lease payments	(3,160,967)	(8,189,980)	(3,160,967)	(2,976,240)
Repayment of long-term loans from financial institutions	(117,600,000)	(157,150,000)	(117,600,000)	(137,400,000)
Proceeds from exercise of share options	752,332,338	12,764,387	751,294,024	12,343,668
Net cash inflow on disposal of investment in subsidiary and related party	49,496,994	26,412,216	49,496,994	26,412,216
Net cash outflow on acquisition of investment in subsidiaries	-	(10,000,000)	(504,786,908)	(499,000,020)
Net cash outflow on acquisition of warrants of the Company	(91,013,286)	-	-	-
Proceeds from paid-up share capital of non-controlling interests	677,024	169,681	-	-
Cash outflow for long-term loans fees	-	(304,677)	-	(304,677)
Repayment of long-term loans from other parties	-	(110,069,940)	-	(110,069,940)
Net cash from (used in) financing activities	406,638,415	(93,321,496)	13,315,487	(509,412,039)
Net increase (decrease) in cash and cash equivalents	(445,344,132)	(816,374,975)	(3,745,479)	2,662,087
Cash and cash equivalents at 1 January	652,869,443	1,467,849,138	21,503,764	18,841,677
Cash and cash equivalents of an indirect subsidiary acquired during the year	-	1,395,280	-	-
Cash and cash equivalents at 31 December	207,525,311	652,869,443	17,758,285	21,503,764
Non-cash transactions				
Payables for purchase of building and equipment	1,968,599	15,341,160	14,462,729	933,981
Payables for purchase of programme licences	31,544,084	12,074,242	-	-
Payables for purchase of intangible assets	3,573,200	-	-	-
Digital television licences payable	2,270,342,030	2,628,921,959	-	-

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

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

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Notes to the financial statements

These notes form an integral part of the financial statements.

The financial statements issued for Thai statutory and regulatory reporting purposes are prepared in the Thai language. These English language financial statements have been prepared from the Thai language statutory financial statements, and were approved and authorised for issue by the Board of Directors on 12 February 2016.

1 General information

Nation Multimedia Group Public Company Limited, the “Company”, is incorporated in Thailand and has its registered office at 1858/118-119, 121-122, 124-130, 27th-32nd Floors, Bangna-Trad Road, Kwang Bangna, Khet Bangna, Bangkok, Thailand.

The Company was listed on the Stock Exchange of Thailand in June 1988.

The principal activities of the Company are the publishing and distribution of newspapers and publishing, providing advertising and news services and others. Details of the Company’s associate and subsidiaries as at 31 December 2015 and 2014 are given in notes 6, 14 and 15.

2 Basis of preparation of the financial statements

(a) Statement of compliance

The financial statements are prepared in accordance with Thai Financial Reporting Standards (TFRS); guidelines promulgated by the Federation of Accounting Professions (“FAP”); and applicable rules and regulations of the Thai Securities and Exchange Commission.

The FAP has issued new and revised TFRS effective for annual accounting periods beginning on or after 1 January 2015. The initial application of these new and revised TFRS has resulted in changes in certain of the Group’s accounting policies. These changes have no material effect on the financial statements.

In addition to the above new and revised TFRS, the FAP has issued a number of other new and revised TFRS which are effective for annual financial periods beginning on or after 1 January 2016 and have not been adopted in the preparation of these financial statements. Those new and revised TFRS that are relevant to the Group’s operations are disclosed in note 50.

(b) Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following items.

<i>Items</i>	<i>Measurement bases</i>
Investment in debt securities	Fair value
Available-for-sale financial assets	Fair value
Warrants	Fair value
Net defined benefit liability	Present value of the defined benefit obligation, limited as explained in Note 4 (m)
Digital television licences	Fair value

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

(c) *Functional and presentation currency*

The financial statements are presented in Thai Baht, which is the Company's functional currency. All financial information presented in Thai Baht has been rounded in the notes to the financial statements to the nearest thousand unless otherwise stated.

(d) *Use of judgements and estimates*

The preparation of financial statements in conformity with TFRS requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Assumptions and estimation uncertainties

Information about significant areas of estimation uncertainties that have a significant risk of resulting in material adjustments to the amounts recognised in the financial statements is included in the following notes:

Note 4 (s)	Current and deferred taxation
Note 22	Utilisation of tax losses
Note 30	Measurement of defined benefit obligations
Note 33	Measurement of share-based payments

Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values. This includes a valuation team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the CFO.

The valuation team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the valuation team assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of TFRS, including the level in the fair value hierarchy in which such valuations should be classified.

Significant valuations are reported to the Group Audit Committee.

When measuring the fair value of an asset or a liability, the Group uses market observable data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

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

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

If the inputs used to measure the fair value of an asset or liability might be categorised in different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

Further information about the assumptions made in measuring fair values is included in the following notes:

- Note 4 (i) digital television licences;
- Note 30 employee benefit obligations;
- Note 33 share-based payment arrangements; and
- Note 46 financial instruments.

3 Adjustments of prior period

The Group has adjusted prior period in the following areas which have a material effect on the Group's financial statements.

In prior year, the Group presented digital television licences at cost less accumulated amortisation and recognised digital television licences payable initially at cost less attributable transaction charges.

Due to the payment term of digital television licences is beyond the normal credit term of National Broadcasting and Telecommunications Commission ("NTBC"), the Group is required to compare the cost of digital television licences with the cash price equivalent based on present value of instalments at the recognition date and recognise the difference between this amount and the total payments as finance costs over the period of payment term of digital television licences. Therefore, the Group made adjustments in cost of digital television licences in accordance with TFRS 38 (revised 2014) Intangible Assets with retrospective adjustments of comparative information in consolidated financial statements for the year ended 31 December 2014 in accordance with TFRS 8 (revised 2014) Accounting Policies, Changes in Accounting Estimates and Errors. The effects of such adjustments to the consolidated statements of financial position and comprehensive income are as follows:

	Effects of adjustments of prior period		
	As previously reported	Adjustments (in thousand Baht)	As restated
Consolidated statement of financial position			
At 31 December 2014			
Digital television licences	3,376,188	(383,364)	2,992,824
Deferred tax assets	115,664	13,617	129,281
Total assets	3,491,852	(369,747)	3,122,105
Current portion of digital television licences payable	473,800	(115,220)	358,580
Digital television licences payable	2,470,400	(200,058)	2,270,342
Total liabilities	2,944,200	(315,278)	2,628,922
Retained earnings	641,394	(48,483)	592,911
Non-controlling interests	461,358	(5,986)	455,372
Total equity	1,102,752	(54,469)	1,048,283

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

	Effects of adjustments of prior period		
	As previously reported	Adjustments (in thousand Baht)	As restated
Consolidated statement of comprehensive income			
For the year ended 31 December 2014			
Cost of sale of goods and rendering of services	1,983,778	(18,965)	1,964,813
Finance costs	71,168	87,050	158,218
Income tax expense	(30,747)	(13,616)	(17,131)
Profit for the year	70,091	(54,469)	15,622
Other comprehensive income for the year, net of tax	-	-	-
Total comprehensive income for the year	70,091	(54,469)	15,622

4 Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

(a) Basis of consolidation

The consolidated financial statements relate to the Company and its subsidiaries (together referred to as the “Group”) and the Group’s interest in associate.

Business combinations

The Group applies the acquisition method for all business combinations when control is transferred to the Group other than those with entities under common control.

Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, the Group takes into consideration potential voting rights that currently are exercisable. The acquisition date is the date on which control is transferred to the acquirer. Judgment is applied in determining the acquisition date and determining whether control is transferred from one party to another.

Gain from bargain purchase is measured as the fair value of the consideration transferred including the recognised amount of any non-controlling interest in the acquiree, less the net recognised amount generally (fair value) of the identifiable assets acquired and liabilities assumed, all measured as of the acquisition date.

Consideration transferred includes the fair values of the assets transferred, liabilities incurred by the Group to the previous owners of the acquiree, and equity interests issued by the Group.

A contingent liability of the acquiree is assumed in a business combination only if such a liability represents a present obligation and arises from a past event, and its fair value can be measured reliably.

The Group measures any non-controlling interest (NCI) at its proportionate interest in the identifiable net assets of the acquiree.

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

Transaction costs that the Group incurs in connection with a business combination such as consulting fees and others are expensed as incurred.

Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related non-controlling interests and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

Interests in equity-accounted investee

The Group's interest in equity-accounted investee comprises interest in associate.

Associate is the entity in which the Group has significant influence, but not control or joint control, over the financial and operating policies.

Interest in associate is accounted for using the equity method. It is recognised initially at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of the profit or loss and other comprehensive income of equity-accounted investee, until the date on which significant influence ceases.

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income or expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised gains arising from transactions with equity-accounted investee are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

(b) Foreign currencies

Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at the exchange rates at the reporting date.

Non-monetary assets and liabilities measured at cost in foreign currencies are translated to the functional currency at the exchange rates at the dates of the transactions.

Foreign currency differences are generally recognised in profit or loss.

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

(c) *Cash and cash equivalents*

Cash and cash equivalents in the statements of cash flows comprise cash balances, call deposits and highly liquid short-term investments. Bank overdrafts that are repayable on demand are a component of financing activities for the purpose of the statement of cash flows.

(d) *Trade and other accounts receivable*

Trade and other accounts receivable are stated at their invoice value less allowance for doubtful accounts.

The allowance for doubtful accounts is assessed primarily on analysis of payment histories and future expectations of customer payments. Bad debts are written off when incurred.

(e) *Inventories*

Inventories are measured at the lower of cost and net realisable value.

Cost comprises all costs of purchase, costs of conversion or other costs incurred in bringing the inventories to their present location and condition. In the case of manufactured inventories and work-in-progress, cost includes an appropriate share of production overheads based on normal operating capacity.

Finished goods comprised of books, CD, DVD and completed TV programmes are determined by the following principles:

Books, CD and DVD TV programmes	<ul style="list-style-type: none">- Weighted average / first in first out- Represented the production costs for both in progress and completed. Costs of the programmes consist of expenses which directly related to the production, are recognised as costs when the rights are delivered and transferred or the programmes are broadcasted, or amortised using the straight-line method based on the estimated broadcasting time.
Raw materials	<ul style="list-style-type: none">- Specific identification / weighted average
Store, supplies and others	<ul style="list-style-type: none">- Weighted average / first in first out
Work in progress for project	<ul style="list-style-type: none">- Comprise cost of preparation, is stated at cost
Printing in progress	<ul style="list-style-type: none">- Weighted average

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs to complete and to make the sale.

An allowance is made for all deteriorated, damaged, obsolete and slow-moving inventories.

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

(f) *Investments*

Investments in associate and subsidiaries

Investments in associate and subsidiaries in the separate financial statements of the Company are accounted for using the cost method. Investment in associate in the consolidated financial statements is accounted for using the equity method.

Investments in other debt and equity securities

Marketable debt securities held for trading is classified as current assets and is stated at fair value, with any resultant gain or loss recognised in profit or loss.

Marketable equity securities, other than those securities held for trading or intended to be held to maturity, are classified as available-for-sale investments. Available-for-sale investments are, subsequent to initial recognition, stated at fair value, and changes therein, other than impairment losses, are recognised directly in equity. Impairment losses are recognised in profit or loss. When these investments are derecognised, the cumulative gain or loss previously recognised directly in equity is recognised in profit or loss.

Equity securities which are not marketable are stated at cost less any impairment losses.

The fair value of financial instruments classified as held-for-trading and available-for-sale is determined as the quoted bid price at the reporting date.

Disposal of investments

On disposal of an investment, the difference between net disposal proceeds and the carrying amount together with the associated cumulative gain or loss that was reported in equity is recognised in profit or loss.

If the Group disposes of part of its holding of a particular investment, the deemed cost of the part sold is determined using the weighted average method applied to the carrying value of the total holding of the investment.

(g) *Investment property*

Investment property are land which is held to earn rental income, for capital appreciation or for both, but not for sales in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes.

Investment property are stated at cost less impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the investment property and other costs directly attributable to bringing the investment property to a working condition for its intended use.

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

(h) *Property, plant and equipment*

Recognition and measurement

Owned assets

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site on which they are located. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognised net within income or expense in profit or loss.

Leased assets

Leases in terms of which the Group substantially assumes all the risks and rewards of ownership are classified as finance leases. Equipment acquired by way of finance leases is capitalised at the lower of its fair value and the present value of the minimum lease payments at the inception of the lease, less accumulated depreciation and impairment losses. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to the profit or loss.

Subsequent costs

The cost of replacing a part of an item of plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. The costs of the day-to-day servicing of plant and equipment are recognised in profit or loss as incurred.

Depreciation

Depreciation is calculated based on the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value.

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of each component part of an item of property, plant and equipment. The estimated useful lives are as follows:

Land improvements	5 - 30	years
Buildings and building improvements	5 - 20 and 30 - 35	years
Leasehold improvements	5 - 10 years and amortised over the term of the lease	
Machinery and equipment	3 - 15	years
Operating equipment	5 - 10	years
Furniture and fixtures and office equipment	2 - 10	years
Books	5	years
Vehicles	5	years

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

No depreciation is provided on land and assets under installation.

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

(i) *Intangible assets*

Digital television licences

The carrying amount of digital television licences consists of expenditures that are directly attributable to the acquisition of the commercial digital terrestrial television licences at national level for a news channel and a variety standard definition channel categories, and are measured at cash price equivalent discounted to present value using a market discount rate stated at cost less accumulated amortisation and impairment losses. The differences between the cash price equivalent and the total payments to be made are recognised as financial costs over the licence fee payment periods, amortised from the date that it is ready to provide service.

Other intangible assets

Other intangible assets that are acquired by the Group and have finite useful lives are measured at cost less accumulated amortisation and impairment losses.

Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in profit or loss as incurred.

Amortisation

Amortisation is based on the cost of the asset, or other amount substituted for cost, less its residual value.

Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful lives of intangible assets from the date that they are available for use, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful lives for the current and comparative periods are as follows:

Computer programmes and software licences
Licence fees - books

3 - 5 years

Based on the higher amount of amortisation between a straight-line basis over three and five years and calculation based on the numbers of books published or sold under the licence agreements.

Digital television licences
Rights for broadcasting

15 years

Amortised based on the straight-line basis over the periods specified in the contract.

Trademark

14 years

No amortisation is provided on computer programmes under installation.

Amortisation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

(j) Impairment

The carrying amounts of the Group's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated. For intangible assets that have indefinite useful lives or are not yet available for use, the recoverable amount is estimated each year at the same time.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. The impairment loss is recognised in profit or loss.

When a decline in the fair value of an available-for-sale financial asset has been recognised directly in equity and there is objective evidence that the value of the asset is impaired, the cumulative loss that had been recognised directly in equity is recognised in profit or loss even though the financial asset has not been derecognised. The amount of the cumulative loss that is recognised in profit or loss is the difference between the acquisition cost and current fair value, less any impairment loss on that financial asset previously recognised in profit or loss.

Calculation of recoverable amount

The recoverable amount of available-for-sale financial assets is calculated by reference to the fair value.

The recoverable amount of a non-financial asset is the greater of the asset's value in use and fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Reversals of impairment

An impairment loss in respect of a financial assets is reversed if the subsequent increase in recoverable amount can be related objectively to an event occurring after the impairment loss was recognised in profit or loss. For available-for-sale financial assets that are equity securities, the reversal is recognised in other comprehensive income.

Impairment losses recognised in prior periods in respect of other non-financial assets are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(k) Interest-bearing liabilities

Interest-bearing liabilities are recognised initially at fair value less attributable transaction charges. Subsequent to initial recognition, interest-bearing liabilities are stated at amortised cost with any difference between cost and settlement value being recognised in profit or loss over the period of the borrowing on an effective interest basis.

(l) Trade and other accounts payable

Trade and other accounts payable are stated at cost.

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

(m) Employee benefits

Defined contribution plans

Obligations for contributions to defined contribution plans are expensed as the related service is provided.

Defined benefit plans

The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount.

The calculation of defined benefit obligations is performed by a qualified actuary using the projected unit credit method.

Remeasurements of the net defined benefit liability, actuarial gain or loss are recognised immediately in OCI. The Group determines the interest expense on the net defined benefit liability for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period, taking into account any changes in the net defined benefit liability during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Share-based payments

The grant-date fair value of equity-settled share-based payment awards granted to employees is generally recognised as an expense, with a corresponding increase in equity, over the vesting period of the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant-date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

(n) Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as a finance cost.

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

(o) Revenue

Revenue excludes value added taxes and is arrived at after deduction of trade discounts.

Sales of goods and services rendered

Revenue is recognised in profit or loss when the significant risks and rewards of ownership have been transferred to the buyer. No revenue is recognised if there is continuing management involvement with the goods or there are significant uncertainties regarding recovery of the consideration due, associated costs or the probable return of goods. Service income is recognised as services are provided.

Newspapers subscription income is recognised on a straight-line basis over the relevant subscription period.

Commissions

When the Group acts in the capacity of an agent rather than as the principal in a transaction, the revenue recognised is the net amount of commission made by the Group.

Rental income

Rental income is recognised in profit or loss on a straight-line basis over the term of the lease.

Tuition fees

Tuition fees are recognised as revenue over the academic year which the service is provided to students.

Investments

Revenue from investments comprises dividend and interest income from investments and bank deposits.

Dividend income

Dividend income is recognised in profit or loss on the date the Group's right to receive payments is established.

Interest income

Interest income is recognised in profit or loss as it accrues.

(p) Finance costs

Finance costs comprise interest expense on borrowings, unwinding of the discount on provisions and contingent consideration.

Borrowing costs that are not directly attributable to the acquisition and construction of a qualifying asset are recognised in profit or loss using the effective interest method.

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

(q) Lease payments

Payments made under operating leases are recognised in profit or loss on a straight-line basis over the term of the lease.

Contingent lease payments are accounted for by revising the minimum lease payments over the remaining term of the lease when the lease adjustment is confirmed.

Determining whether an arrangement contains a lease

At inception of an arrangement, the Group determines whether such an arrangement is or contains a lease. A specific asset is the subject of a lease if fulfilment of the arrangement is dependent on the use of that specified asset. An arrangement conveys the right to use the asset if the arrangement conveys to the Group the right to control the use of the underlying asset.

At inception or upon reassessment of the arrangement, the Group separates payments and other consideration required by such an arrangement into those for the lease and those for other elements on the basis of their relative fair values. If the Group concludes for a finance lease that it is impracticable to separate the payments reliably, an asset and a liability are recognised at an amount equal to the fair value of the underlying asset. Subsequently the liability is reduced as payments are made and an imputed finance charge on the liability is recognised using the Group's incremental borrowing rate.

(r) Income tax

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

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and differences relating to investments in subsidiaries to the extent that it is probable that they will not reverse in the foreseeable future.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

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

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

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

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

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

(s) *Earnings per share*

The Group presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, for the effect of all dilutive potential ordinary shares, which comprise convertible notes and share options granted to employees.

(t) *Segment reporting*

Segment results that are reported to the Group's CEO (the chief operating decision maker) include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

5 Acquisition of an indirect subsidiary

On 31 December 2014, a subsidiary ("Nation International Edutainment Public Company Limited") obtained control of Nation Global Edutainment Co., Ltd., a publishing company by acquiring 49 percent of the ordinary shares capital from an existing shareholder with cash settlement of Baht 10 million. As a result, the subsidiary's equity interest in the company increased from 49.992 percent to 98.992 percent.

Taking control of Nation Global Edutainment Co., Ltd., will enable the Group to expand business and facilitate its operations.

For the year ended 31 December 2014, Nation Global Edutainment Co., Ltd. contributed revenue of Baht 43.74 million and loss of Baht 14.76 million to the Group's results using the proportionate consolidation. If the acquisition had occurred on 1 January 2014, management estimates that consolidated revenue would have been Baht 86.61 million and consolidated loss for the year ended 31 December 2014 would have been Baht 29.22 million.

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Notes to the financial statements

The following summarises the major classes of consideration transferred, and the recognised amounts of assets acquired and liabilities assumed at the acquisition date:

Identifiable assets acquired and liabilities assumed

	Carrying value as at 31 December 2014	Adjustments (in thousand Baht)	Fair value as at 31 December 2014
Cash and cash equivalents	2,847	-	2,847
Trade accounts receivable	5,567	-	5,567
Accrued income	4,941	-	4,941
Inventories	223,490	(22,581)	200,909
Other current assets	4,936	-	4,936
Restricted deposit	861	-	861
Equipment	701	-	701
Intangible assets	2,939	-	2,939
Deferred tax asset	22,428	-	22,428
Other non-current assets	572	-	572
Trade accounts payable	174,016	-	174,016
Other payables	31,418	-	31,418
Other current liabilities	3,051	-	3,051
Other non-current liabilities	2,340	-	2,340
Total identifiable net assets	58,457	(22,581)	35,876

The fair values of identifiable assets acquired and liabilities assumed have been determined by an independent valuation in January 2015.

Gain on bargain purchase

Gain on bargain purchase was recognised as a result of the acquisition as follow:

	Fair value (in thousand Baht)
Considerations transferred	10,000
Non-controlling interests, based on their proportionate interest in the recognised amounts of the assets and liabilities of the acquiree	362
Fair value of existing interest in the acquiree before the acquisition	17,935
Fair value of identifiable net assets	(35,876)
Gain from bargain purchase	7,579

The remeasurement to fair value of the subsidiary's existing 49.992 % interest in the acquiree resulted in a loss of Baht 7.11 million (Baht 17.94 million less Baht 25.05 million carrying value of equity-accounted investee at the acquisition date). The gain from bargain purchase and loss were presented at the net amount in other income in the consolidated statements of comprehensive income for the year ended 31 December 2014.

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Notes to the financial statements

6 Related parties

For the purposes of these financial statements, parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control or joint control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

Relationships with subsidiaries and associate are described in notes 14 and 15. Relationship with key management, indirect subsidiaries and other related party were as follows:

Name of entities	Country of incorporation / nationality	Nature of relationships
Key management personnel	Thailand	Persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of the Group.
Indirect subsidiaries		
Nation University	Thailand	University, a license holding by Nation U Co., Ltd.
Nation Edutainment Co., Ltd.	Thailand	99.99% shareholding by Nation International Edutainment Public Company Limited, some common directors
Nation Kids Co., Ltd.	Thailand	99.99% shareholding by Nation International Edutainment Public Company Limited, some common directors (ceased its operations since May 2014)
Nine Be Bright Co., Ltd.	Thailand	59.99% shareholding by Nation International Edutainment Public Company Limited, some common directors (ceased and completed liquidation on 23 December 2015)
NBC Nextmedia Co., Ltd.	Thailand	99.99% shareholding by Nation Broadcasting Corporation Public Company Limited, some common directors
NBC Next Screen Co., Ltd.	Thailand	99.99% shareholding by Nation Broadcasting Corporation Public Company Limited, some common directors (ceased its operations since January 2014)
NBC Next Vision Co., Ltd.	Thailand	99.99% shareholding by Nation Broadcasting Corporation Public Company Limited, some common directors
Nation Global Edutainment Co., Ltd.	Thailand	98.99% shareholding by Nation International Edutainment Public Company Limited, some common directors
Other related party		
Thai Portal Co., Ltd.	Thailand	Related party, 19.00% shareholding by Kom Chad Luek Media Co., Ltd.

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Notes to the financial statements

The pricing policies for transactions with related parties are explained further below:

Transactions	Pricing policies
Revenue from sales of goods and rendering of services	General market price and negotiable rate
Cost of sales of goods and rendering of services	Actual cost allocation rate and negotiable rate which approximates market price
Sale of equipment	Book value plus margin
Purchase of equipment	Book value plus margin
Interest income from loan	Approximated loan rate of financial institutions
Dividend income	As announced in the minute of shareholders' meeting
Other income	Negotiable rate
Selling and administrative expenses	Negotiable rate

Significant transactions for the years ended 31 December with related parties were as follows:

Year ended 31 December	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	<i>(in thousand Baht)</i>			
Subsidiaries and indirect subsidiaries				
Revenue from sales of goods and rendering of services	-	-	682,530	764,328
Cost of sales of goods and rendering of services	-	-	35,445	30,590
Sales of equipment	-	-	7,757	234
Purchases of equipment	-	-	27,840	10,029
Interest income from loan	-	-	485	5,031
Dividend income	-	-	37,914	69,659
Other income	-	-	21,737	27,947
Selling and administrative expenses	-	-	16,563	12,615
Joint venture				
Revenue from sales of goods and rendering of services	-	33,780	-	-
Cost of sales of goods and rendering of services	-	1,040	-	-
Interest income from loan	-	4,433	-	-
Other income	-	104	-	-
Selling and administrative expenses	-	2,215	-	-
Associate				
Revenue from sales of goods and rendering of services	4,993	3,674	122	120
Dividend income	-	-	-	6,462
Key management personnel				
Key management personnel compensation				
Wages and salaries	81,213	87,289	37,506	42,576
Defined contribution plan	4,513	4,612	1,268	1,338
Others	3,405	5,562	980	2,110
Total key management personnel compensation	<u>89,131</u>	<u>97,463</u>	<u>39,754</u>	<u>46,024</u>

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

Balances as at 31 December with related parties were as follows:

<i>Trade accounts receivable from related parties</i>		Consolidated financial statements		Separate financial statements	
		2015	2014	2015	2014
		(in thousand Baht)			
Subsidiaries and indirect subsidiaries		-	-	869,328	692,160
Associate		223	294	11	11
Other related party		67	67	-	-
		290	361	869,339	692,171
Less allowance for doubtful accounts		(67)	(67)	-	-
Net		223	294	869,339	692,171
Bad and doubtful debts expense for the year					
		-	-	-	-
<i>Accrued income - related parties</i>		Consolidated financial statements		Separate financial statements	
		2015	2014	2015	2014
		(in thousand Baht)			
Subsidiaries and indirect subsidiaries		-	-	61,214	36,617
Other related party		6	-	6	-
Total		6	-	61,220	36,617
<i>Other receivables from related parties</i>		Consolidated financial statements		Separate financial statements	
		2015	2014	2015	2014
		(in thousand Baht)			
Subsidiaries and indirect subsidiaries		-	-	599,796	402,874
Associate		335	153	-	-
Other related parties		17,488	17,375	143	30
		17,823	17,528	599,939	402,904
Less allowance for doubtful accounts		(17,345)	(17,345)	-	-
Net		478	183	599,939	402,904
Bad and doubtful debts expense for the year					
		-	-	-	-
<i>Short-term loan to related party</i>		Consolidated financial statements		Separate financial statements	
Interest rate	2015	2014	2015	2015	2014
Subsidiary	-	4.26	-	-	42,000

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Notes to the financial statements

Movements during the years ended 31 December of short-term loan to related party were as follows:

<i>Short-term loan to related party</i>	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2015	2014	2015	2014
	<i>(in thousand Baht)</i>			
Subsidiary				
At 1 January	-	-	42,000	120,000
Decrease	-	-	(42,000)	(78,000)
At 31 December	-	-	-	42,000

Movements during the years ended 31 December of long-term loan to related party were as follows:

<i>Long-term loan to related party</i>	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2015	2014	2015	2014
	<i>(in thousand Baht)</i>			
Subsidiary				
At 1 January	-	-	-	21,000
Decrease	-	-	-	(21,000)
At 31 December	-	-	-	-

<i>Trade accounts payable - related parties</i>	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2015	2014	2015	2014
	<i>(in thousand Baht)</i>			
Subsidiaries and indirect subsidiaries	-	-	1,142,322	783,673
Associate	64	-	64	-
Total	64	-	1,142,386	783,673

<i>Other payables - related parties</i>	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2015	2014	2015	2014
	<i>(in thousand Baht)</i>			
Subsidiaries and indirect subsidiaries	-	-	27,966	29,687
Associate	2	11	-	-
Total	2	11	27,966	29,687

<i>Accrued expenses - related parties</i>	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2015	2014	2015	2014
	<i>(in thousand Baht)</i>			
Subsidiaries	-	-	401,729	197,879

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

Significant agreements with related parties

Short-term loan agreement

The Company entered into a short-term loan agreement with a subsidiary (“WPS (Thailand) Co., Ltd.”) amounted to Baht 42 million. The loan was a promissory note and repayable at call. This loan bears interest at the average Minimum Loan Rate (average MLR) of loans from various financial institutions of the Company plus 0.5% per annum. The Company fully received the loan repayment during the second quarter of 2015.

Other agreements

The Company entered into agreements with subsidiaries and indirect subsidiaries to provide services in relation to management, operations, marketing and other services. The Company will receive the service fees as specified in the agreements.

7 Cash and cash equivalents

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	<i>(in thousand Baht)</i>			
Cash on hand	1,719	1,523	225	177
Cash at banks - current accounts	3,497	4,429	2,336	572
Cash at banks - savings accounts	85,116	231,064	15,197	20,755
Highly liquid short-term investments	117,193	415,853	-	-
Total	207,525	652,869	17,758	21,504

Cash and cash equivalents of the Group and the Company as at 31 December 2015 and 2014 were denominated entirely in Thai Baht.

8 Other investments

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	<i>(in thousand Baht)</i>			
Current investments				
Short-term deposits at financial institutions	257,581	145,000	-	-
Promissory notes	539,500	549,500	-	-
Debt securities held for trading	25,069	-	3	-
	822,150	694,500	3	-
Other long-term investments				
Equity securities available for sale	2,776	39,714	2,776	39,714
Other non-marketable equity securities	7,566	7,566	7,566	7,566
	10,342	47,280	10,342	47,280
Total	832,492	741,780	10,345	47,280

Current investments of the Group and the Company as at 31 December 2015 and 2014 were denominated entirely in Thai Baht.

Nation Multimedia Group Public Company Limited and its Subsidiaries

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Movements during the years ended 31 December of marketable equity and debt securities were as follows:

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	<i>(in thousand Baht)</i>			
Current investments				
Trading securities				
At 1 January	-	-	-	-
Purchases during the year	185,516	-	29,802	-
Sales during the year	(160,452)	-	(29,799)	-
Valuation adjustment	5	-	-	-
At 31 December	25,069	-	3	-
Other long-term investments				
Available for sale securities				
At 1 January	39,714	23,633	39,714	23,633
Sales during the year	(36,600)	-	(36,600)	-
Valuation adjustment	(338)	16,081	(338)	16,081
At 31 December	2,776	39,714	2,776	39,714

9 Trade accounts receivable

		Consolidated financial statements		Separate financial statements	
	Note	2015	2014	2015	2014
		<i>(in thousand Baht)</i>			
Related parties	6	290	361	869,339	692,171
Other parties		664,458	645,062	252,430	194,132
Total		664,748	645,423	1,121,769	886,303
Less allowance for doubtful accounts		(64,889)	(74,021)	(32,844)	(35,874)
allowance for goods returned		(11,302)	(20,758)	(5,817)	(7,926)
Net		588,557	550,644	1,083,108	842,503
Bad and doubtful debts expense (reversal of) for the year		5,482	(9,376)	3,670	(12,883)

Aging analyses for trade accounts receivable were as follows:

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	<i>(in thousand Baht)</i>			
Related parties				
Within credit terms	223	283	26,140	54,111
Overdue:				
Less than 3 months	-	11	86,240	149,230
3 - 6 months	-	-	152,922	124,433
6 - 12 months	-	-	192,504	273,167
Over 12 months	67	67	411,533	91,230
	290	361	869,339	692,171
Less allowance for doubtful accounts	(67)	(67)	-	-
	223	294	869,339	692,171

Nation Multimedia Group Public Company Limited and its Subsidiaries
Notes to the financial statements

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	<i>(in thousand Baht)</i>			
Other parties				
Within credit terms	298,564	357,189	35,000	90,856
Overdue:				
Less than 3 months	261,368	194,121	157,806	61,918
3 - 6 months	29,703	7,046	21,959	2,561
6 - 12 months	7,229	10,654	3,548	1,871
Over 12 months	67,594	76,052	34,117	36,926
	664,458	645,062	252,430	194,132
Less allowance for doubtful accounts	(64,822)	(73,954)	(32,844)	(35,874)
allowance for goods returned	(11,302)	(20,758)	(5,817)	(7,926)
	588,334	550,350	213,769	150,332
Net	588,557	550,644	1,083,108	842,503

The normal credit term granted by the Group ranges from 7 days to 90 days.

Trade accounts receivable of the Group and the Company as at 31 December 2015 and 2014 were denominated entirely in Thai Baht.

10 Other receivables

		Consolidated financial statements		Separate financial statements	
	Note	2015	2014	2015	2014
		<i>(in thousand Baht)</i>			
Related parties	6	478	183	599,939	402,904
Other parties					
Other receivables		58,055	60,728	55,708	52,795
Prepaid expenses		65,399	58,370	39,051	32,419
Advance to employees		7,477	7,018	3,475	-
Others		2,789	-	-	-
		133,720	126,116	98,234	85,214
Less allowance for doubtful accounts		(48,372)	(48,699)	(48,372)	(48,699)
		85,348	77,417	49,862	36,515
Total		85,826	77,600	649,801	439,419

11 Inventories

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	<i>(in thousand Baht)</i>			
Finished Goods	281,818	273,316	526	6,086
Raw materials	44,324	86,703	36,257	76,189
Store, supplies and others	10,620	9,434	280	283
Work in progress	10,571	17,146	-	-
Raw materials in transit	32,635	-	32,635	-
Total	379,968	386,599	69,698	82,558

Nation Multimedia Group Public Company Limited and its Subsidiaries
Notes to the financial statements

12 Other current assets

		Consolidated financial statements		Separate financial statements	
	<i>Note</i>	2015	2014	2015	2014
		<i>(in thousand Baht)</i>			
Input value added tax pending		154,061	113,412	66,182	39,688
Withholding tax deducted at source		45,770	45,223	24,761	22,288
Revenue department receivable		82,861	38,362	-	-
Programme licences	20	5,382	43,601	-	-
Others		3	14,048	-	-
Total		288,077	254,646	90,943	61,976

13 Restricted deposits

As at 31 December 2015, the savings accounts of subsidiaries and indirect subsidiary of Baht 2.68 million (2014: Baht 3.33 million) have been pledged as collateral for letter of credits issued by a local financial institution.

14 Investment in associate

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	<i>(in thousand Baht)</i>			
At 1 January	21,756	27,791	1,800	1,800
Share of net profits of associate	320	427	-	-
Dividend income	-	(6,462)	-	-
At 31 December	22,076	21,756	1,800	1,800

During the year ended 31 December 2015, there were no acquisitions and disposals of investment in associate.

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Notes to the financial statements

Investment in associate as at 31 December 2015 and 2014, and dividend income from the investment for the year then ended were as follows:

Consolidated financial statements / Separate financial statements

Associate	Type of business	Ownership Interest (%)		Paid-up capital		Cost		Equity		Dividend income	
		2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
Yomiuri-Nation Information Service Limited	Advertising agency	45.00	45.00	4,000	4,000	<u>1,800</u>	<u>1,800</u>	<u>22,076</u>	<u>21,756</u>	-	<u>6,462</u>

(in thousand Baht)

None of the Group's associate is publicly listed and consequently does not have published price quotations.

The following summarised financial information of the associate which have been accounted for using the equity method in the consolidated financial statement is not adjusted for the percentage of ownership held by the Group.

Associate	Reporting date	Current assets		Non-current assets		Total assets		Current liabilities		Non-current liabilities		Total liabilities		Total revenue		Total expense		Profit before income tax expense		Net profit	
		2015	2014	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
2015																					
Yomiuri-Nation Information Service Limited	31 December	26,885				50,850		1,021		668		1,689		13,925		13,348		577		710	
2014																					
Yomiuri-Nation Information Service Limited	31 December	38,710				51,934		2,299		1,185		3,484		16,969		15,863		1,106		949	

(in thousand Baht)

Nation Multimedia Group Public Company Limited and its Subsidiaries
Notes to the financial statements

15 Investments in subsidiaries

	Separate financial statements	
	2015	2014
	<i>(in thousand Baht)</i>	
At 1 January	2,504,415	2,021,894
Acquisitions	504,787	499,000
Disposals	(15,891)	(16,479)
At 31 December	<u>2,993,311</u>	<u>2,504,415</u>

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

Investments in subsidiaries as at 31 December 2015 and 2014, and dividend income from those investments for the year then ended were as follows:

Subsidiaries	Type of business	Separate financial statements											
		Ownership interest		Paid-up capital		Cost		Impairment		At cost - net		Dividend income	
		2015	2014	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
		(in thousand Baht)											
Nation Broadcasting Corporation Public Company Limited	Production of TV and radio programmes and providing advertisements through TV, radio, and new media forms	71.45	71.26	535,437	534,708	989,589	984,802	-	-	989,589	984,802	7,620	34,291
Nation International Edutainment Public Company Limited	Importing, publishing and distribution local and foreign publications, production of TV programmes and providing advertisements through TV media, digital media and character management	76.49	80.06	170,048	170,048	340,624	356,515	-	-	340,624	356,515	9,169	14,243
Nation News Network Co., Ltd.	Publishing and distribution of English newspaper, publishing, digital publishing and advertising media	99.99	99.99	50,000	50,000	50,000	50,000	-	-	50,000	50,000	-	-
NNML Co., Ltd.	Delivery of newspaper and publishing.	99.99	99.99	50,000	50,000	50,000	50,000	40,000	40,000	10,000	10,000	-	-
Kom Chad Luek Media Co., Ltd.	Publishing and distribution of newspaper, publishing, digital publishing and advertising media	99.99	99.99	25,000	25,000	99,990	99,990	96,392	96,392	3,598	3,598	-	-
Krungthep Turakij Media Co., Ltd.	Publishing and distribution of newspaper, publishing, digital publishing and advertising media	99.99	99.99	25,000	25,000	25,000	25,000	-	-	25,000	25,000	-	-

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

Subsidiaries	Type of business	Separate financial statements									
		Ownership interest		Paid-up capital		Cost		Impairment		At cost - net	
		2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
		(%)						(in thousand Baht)			
Bangkok Business Broadcasting Co., Ltd.	Production of TV programmes and advertisements through TV media	99.90	99.80	1,000,000	500,000	999,000	499,000	-	-	999,000	499,000
Nation U Co., Ltd.	Establish a private university and academic training	90.00	90.00	170,000	170,000	153,000	153,000	-	-	153,000	153,000
WPS (Thailand) Co., Ltd.	Production of newspaper, and books and publishing service	84.50	84.50	500,000	500,000	422,500	422,500	-	-	422,500	422,500
Total				3,129,703	2,640,807	3,129,703	2,640,807	136,392	136,392	2,993,311	2,504,415
										37,914	69,659

All subsidiaries were incorporated in Thailand.

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Notes to the financial statements

Acquisitions

2015

During 2015, the Company made an additional investment in ordinary shares of a subsidiary (“Nation Broadcasting Corporation Public Company Limited”) totalling 1,541,400 shares for a consideration of Baht 4.79 million, resulting in an increase in the Company’s proportionate share of investment in the subsidiary from 71.26% to 71.45% of the issued and paid-up share capital.

At the extraordinary meeting of the shareholders of a subsidiary (“Bangkok Business Broadcasting Co., Ltd.”) held on 17 September 2015, the shareholders of the subsidiary approved an increase in the registered share capital from Baht 500 million (divided into 50,000,000 ordinary shares at a par value of Baht 10 per share) to Baht 1,000 million (divided into 100,000,000 shares at a par value of Baht 10 per share) by offering to the existing shareholders proportionately. The subsidiary registered the increase in share capital with the Ministry of Commerce on 25 September 2015. The Company invested in ordinary shares of the subsidiary amounting to Baht 500 million, resulting in an increase in the proportionate share of investment in the subsidiary from 99.80% to 99.90% of the issued and paid-up share capital.

At the extraordinary meeting of the shareholders of an indirect subsidiary (“NBC Next Vision Co., Ltd.”) held on 17 September 2015, the shareholders of the indirect subsidiary approved an increase in the registered share capital from Baht 300 million (divided into 30,000,000 ordinary shares at a par value of Baht 10 per share) to Baht 500 million (divided into 50,000,000 ordinary shares at a par value of Baht 10 per share) by offering to the existing shareholders proportionately. A subsidiary (“Nation Broadcasting Corporation Public Company Limited”) invested in ordinary shares of the indirect subsidiary amounting to Baht 200 million. The indirect subsidiary registered the increase in share capital with the Ministry of Commerce on 24 September 2015.

2014

At the extraordinary meeting of the shareholders of a subsidiary (“Bangkok Business Broadcasting Co., Ltd.”) held on 9 June 2014, the shareholders of the subsidiary approved an increase in the registered share capital from Baht 1 million (100,000 ordinary shares at a par value of Baht 10 per share) to Baht 500 million (50,000,000 ordinary shares at a par value of Baht 10 per share). The Company invested in ordinary shares of the subsidiary amounting to Baht 499 million, resulting in the proportionate interest of investment of the subsidiary at 99.80%. The subsidiary registered the increase in share capital with the Ministry of Commerce on 13 June 2014.

At the extraordinary meeting of the shareholders of an indirect subsidiary (“NBC Next Vision Co., Ltd.”) held on 9 June 2014, the shareholders of the indirect subsidiary approved an increase in the registered share capital from Baht 1 million (100,000 ordinary shares at a par value of Baht 10 per share) to Baht 300 million (30,000,000 ordinary shares at a par value of Baht 10 per share). The Company invested in ordinary shares of the subsidiary amounting to Baht 299 million. The indirect subsidiary registered the increase in share capital with the Ministry of Commerce on 13 June 2014.

Reclassification from joint venture

As at 31 December 2014, a subsidiary (“Nation International Edutainment Public Company Limited”) made an additional investment in 49 % of the issued and paid-up share capital of Nation Global Edutainment Company Limited for a consideration of Baht 35.05 million, resulting to an increase in the subsidiary interest in Nation Global Edutainment Company Limited from 49.992 % to 98.992%. Therefore, the ownership status of the company changed from a joint venture to be an indirect subsidiary. Details of the acquisition are given in note 5.

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Disposals

2015

During 2015, the Company sold part of investment in a subsidiary (“Nation International Edutainment Public Company Limited”) amounting to Baht 49.49 million. The Group and the Company recognised gain on sale of the investment of Baht 31.35 million and Baht 33.61 million, respectively, in the consolidated and separate statement of comprehensive income for the year ended 31 December 2015, resulting in a decrease in the Company’s proportionate of investment in the subsidiary from 80.06% to 76.49% of the issued and paid-up share capital.

At the extraordinary shareholders’ meeting of a shareholders of an indirect subsidiary (“Nine Be Bright Co., Ltd.”) held on 7 October 2015, the extraordinary resolution was passed to liquidate the indirect subsidiary. The indirect subsidiary registered the liquidation with the Ministry of Commerce on 20 October 2015 and completed to liquidate the subsidiary on 23 December 2015. The Group recognised a loss of Baht 0.59 million on disposal of such investment in the statements of comprehensive income for the year ended 31 December 2015.

2014

During the fourth quarter of 2014, the Company sold the partial investments in a subsidiary (“Nation International Edutainment Public Company Limited”) of Baht 16.48 million with a gain on sales of investments amounting to Baht 9.87 million, resulting in a decrease in the proportionate share of investment in the subsidiary from 83.76% to 80.06%.

Dividend

2015

At the annual general meeting of the shareholders of a subsidiary (“Nation Broadcasting Corporation Public Company Limited”) held on 27 April 2015, the shareholders of the subsidiary approved the appropriation of dividends from the 2014 operating results of Baht 0.08 per share, amounting to Baht 42.78 million. The dividends of Baht 0.06 per share, amounting to Baht 32.08 million were paid to the shareholders as the interim dividends during the year 2014. The remaining dividends of Baht 0.02 per share, amounting to 10.70 million were paid to the shareholders in May 2015.

At the annual general meeting of the shareholders of a subsidiary (“Nation International Edutainment Public Company Limited”) held on 28 April 2015, the shareholders of the subsidiary approved the appropriation of dividends from the 2014 operating results of Baht 0.07 per share, amounting to Baht 11.90 million. The dividends were paid to the shareholders in May 2015.

At the annual general meeting of the shareholders of a subsidiary (“WPS (Thailand) Co., Ltd.”) held on 30 April 2015, the shareholders of the subsidiary approved the appropriation of dividends from the 2014 operating results of Baht 0.50 per share, amounting to Baht 25 million. The dividends were paid to the shareholders in May 2015.

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2014

At the annual general meeting of the shareholders of a subsidiary (“Nation Broadcasting Corporation Public Company Limited”) held on 3 April 2014, the shareholders of the subsidiary approved the appropriation of dividends from the 2013 operating results of Baht 0.14 per share, amounting to Baht 46.42 million. The dividends of Baht 0.11 per share, amounting to Baht 30.39 million were paid to the shareholders as the interim dividends during the year 2013, and the remaining dividends of Baht 0.03 per share, amounting to Baht 16.03 million were paid to the shareholders in April 2014.

At the Board of Directors’ meeting of a subsidiary (“Nation Broadcasting Corporation Public Company Limited”) held on 6 November 2014, the Board of Directors of the subsidiary approved the appropriation of interim dividends from the 2014 operating results of Baht 0.06 per share, amounting to Baht 32.07 million. The interim dividends were paid to the shareholders during the year 2014.

At the annual general meeting of the shareholders of a subsidiary (“Nation International Edutainment Public Company Limited”) held on 2 April 2014, the shareholders of the subsidiary approved the appropriation of dividends from the 2013 operating results of Baht 0.10 per share, amounting to Baht 17 million. The dividends were paid to the shareholders in April 2014.

At the annual general meeting of the shareholders of a subsidiary (“WPS (Thailand) Co., Ltd.”) held on 21 April 2014, the shareholders of the subsidiary approved the appropriation of dividends from the 2013 operating results of Baht 0.50 per share, amounting to Baht 25 million. The dividends were paid to shareholders in April 2014.

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

16 Non-controlling interests

The following table summarises the information relating to each of the Group's subsidiaries that has a material non-controlling interest, before any intra-group eliminations:

	31 December 2015				
	Nation Broadcasting Corporation Public Company Limited	Nation International Edutainment Public Company Limited	Other individually immaterial subsidiaries (in million Baht)	Intra-group eliminations	Total
Non-controlling interest percentage	28.55%	23.51%			
Current assets	1,695	820			
Non-current assets	1,335	56			
Current liabilities	(1,035)	(380)			
Non-current liabilities	(679)	(9)			
Net assets	1,316	487			
Carrying amount of non-controlling interest	376	115	111	(147)	455
Revenue	855	268			
Profit	(21)	(18)			
Other comprehensive income	-	-			
Total comprehensive income	(21)	(18)			
Profit allocated to non-controlling interest	(6)	(4)	2	17	9
Other comprehensive income allocated to non-controlling interest	-	-	-	-	-

Nation Multimedia Group Public Company Limited and its Subsidiaries **Notes to the financial statements**

	31 December 2015			
	Nation Broadcasting Corporation Public Company Limited	Nation International Edutainment Public Company Limited	Other individually immaterial subsidiaries <i>(in million Baht)</i>	Intra-group eliminations
				Total
Cash flows from operating activities	12	7		
Cash flows from investing activities	(280)	(148)		
Cash flows from financing activities (dividends to non-controlling interest: nil)	(14)	(13)		
Net decrease in cash and cash equivalents	(282)	(154)		

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

31 December 2014

	Nation Broadcasting Corporation Public Company Limited	Nation International Edutainment Public Company Limited	Other individually immaterial subsidiaries (in million Baht)	Intra-group eliminations	Total
Non-controlling interest percentage	28.74%	19.94%			
Current assets	1,748	854			
Non-current assets	1,354	70			
Current liabilities	(823)	(401)			
Non-current liabilities	(887)	(8)			
Net assets	1,392	515			
Carrying amount of non-controlling interest	400	103	113	(161)	455
Revenue	769	311			
Profit	(10)	2			
Other comprehensive income	-	-			
Total comprehensive income	(10)	2			
Profit allocated to non-controlling interest	(3)	-	2	1	-
Other comprehensive income allocated to non-controlling interest	-	-	-	-	-
Cash flows from operating activities	87	14			
Cash flows from investing activities	(761)	(81)			
Cash flows from financing activities	(53)	(18)			
(dividends to non-controlling interest: nil)					
Net decrease in cash and cash equivalents	(727)	(85)			

Nation Multimedia Group Public Company Limited and its Subsidiaries **Notes to the financial statements**

17 Long-term investment in related party

	Type of business	Ownership interest		Paid-up capital		Cost		Impairment		At cost - net		Dividend income	
		2015	2014	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
		(%)						(in thousand Baht)					
Thai Portal Co., Ltd.	Internet services	19.00	19.00	100,000	100,000	6,092	6,092	6,092	6,092	-	-	-	-

Nation Multimedia Group Public Company Limited and its Subsidiaries
Notes to the financial statements

18 Investment property

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	<i>(in thousand Baht)</i>			
Cost				
At 1 January	44,678	44,678	44,678	44,678
At 31 December	44,678	44,678	44,678	44,678
Impairment losses				
At 1 January	6,678	6,678	6,678	6,678
Reversal of impairment loss	(6,678)	-	(6,678)	-
At 31 December	-	6,678	-	6,678
Net book value				
At 1 January	38,000	38,000	38,000	38,000
At 31 December	44,678	38,000	44,678	38,000

Investment property was revalued as at 31 December 2015 by Knight Frank Chartered (Thailand) Co., Ltd., a firm of independent professional valuers, at open market values on an existing use basis. The appraised value was Baht 48.60 million (2014: Baht 38 million).

Measurement of fair value

Fair value hierarchy

The fair value of investment property was determined by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued. The independent valuers provide the fair value of the Company's investment property portfolio every 3 years.

The fair value measurement for investment property of Baht 48.60 million has been categorised as a Level 3 fair value based on the inputs to the valuation technique used.

Level 3 fair value

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values.

	<i>(in thousand Baht)</i>
Balance at 1 January 2015	38,000
Gain included in "other income"	
Changes in fair value (unrealised) - reversal of impairment loss	6,678
Balance at 31 December 2015	44,678

Nation Multimedia Group Public Company Limited and its Subsidiaries

19 Property, plant and equipment

Consolidated financial statements									
	Land and improvements	Building and building improvements	Leasehold improvements	Machinery and equipment	Operating equipment	Furniture and fixtures	Vehicles	Assets under installation	Total
					(in thousand Baht)				
Cost									
At 1 January 2014	589,351	556,814	110,092	854,362	327,033	290,586	54,587	1,937	2,784,762
Additions	-	340	652	3	55,090	9,284	20,828	99,256	185,453
Transfers	-	-	978	-	17,211	416	-	(18,605)	-
Disposals / written-off	-	(379)	-	(6,948)	(11,032)	(13,014)	(10,521)	(800)	(42,694)
Acquisition through business combination	-	-	110	-	-	238	-	-	348
At 31 December 2014 and 1 January 2015	589,351	556,775	111,832	847,417	388,302	287,510	64,894	81,788	2,927,869
Additions	-	379	6,921	26	26,478	14,014	22,554	83,503	153,875
Transfers	-	4,719	49,888	-	107,665	1,655	-	(163,927)	-
Disposals / written-off	-	-	(1,336)	-	(136,250)	(18,612)	(6,692)	(1,234)	(164,124)
At 31 December 2015	589,351	561,873	167,305	847,443	386,195	284,567	80,756	130	2,917,620
Depreciation									
At 1 January 2014	8,176	218,179	31,919	337,286	223,578	194,092	27,169	-	1,040,399
Depreciation charge for the year	817	31,856	10,824	87,058	48,156	33,201	9,723	-	221,635
Transfer	-	-	-	-	(51)	-	51	-	-
Disposals / written-off	-	(24)	-	(2,451)	(18,812)	(4,408)	(9,419)	-	(35,114)
At 31 December 2014 and 1 January 2015	8,993	250,011	42,743	421,893	252,871	222,885	27,524	-	1,226,920
Depreciation charge for the year	800	31,457	19,106	53,073	56,596	30,069	11,984	-	203,085
Disposals / written-off	-	-	(1,306)	-	(135,202)	(17,692)	(4,604)	-	(158,804)
At 31 December 2015	9,793	281,468	60,543	474,966	174,265	235,262	34,904	-	1,271,201

Nation Multimedia Group Public Company Limited and its Subsidiaries

Consolidated financial statements									
	Land and improvements	Building and building improvements	Leasehold improvements	Machinery and equipment	Operating equipment	Furniture and fixtures	Vehicles	Assets under installation	Total
	(in thousand Baht)								
<i>Net book value</i>									
At 1 January 2014									
Owned assets	581,175	338,635	78,173	436,435	103,455	89,354	27,418	1,937	1,656,582
Assets under finance leases	-	-	-	80,641	-	7,140	-	-	87,781
	581,175	338,635	78,173	517,076	103,455	96,494	27,418	1,937	1,744,363
At 31 December 2014 and 1 January 2015									
Owned assets	580,358	306,764	69,089	425,524	135,431	60,363	37,370	81,788	1,696,687
Assets under finance leases	-	-	-	-	-	4,262	-	-	4,262
	580,358	306,764	69,089	425,524	135,431	64,625	37,370	81,788	1,700,949
At 31 December 2015									
Owned assets	579,558	280,405	106,762	372,477	211,930	47,921	45,852	130	1,645,035
Assets under finance leases	-	-	-	-	-	1,384	-	-	1,384
	579,558	280,405	106,762	372,477	211,930	49,305	45,852	130	1,646,419

Nation Multimedia Group Public Company Limited and its Subsidiaries

Separate financial statements									
	Land and improvements	Building and building improvements	Leasehold improvements	Machinery and equipment	Operating equipment <i>(in thousand Baht)</i>	Furniture and fixtures	Vehicles	Assets under installation	Total
Cost									
At 1 January 2014	342,532	28,400	55,641	1,635	-	187,335	41,632	-	657,175
Additions	-	-	179	-	15,639	6,305	8,032	5,374	35,529
Disposals	-	(39)	-	-	(15)	(77)	(5,921)	-	(6,052)
At 31 December 2014 and 1 January 2015	342,532	28,361	55,820	1,635	15,624	193,563	43,743	5,374	686,652
Additions	-	-	3,603	-	29,530	3,458	11,990	50,186	98,767
Transfers	-	-	24,557	-	28,871	898	-	(54,326)	-
Disposals	-	-	-	-	(225)	(7,529)	(3,018)	(1,234)	(12,006)
At 31 December 2015	342,532	28,361	83,980	1,635	73,800	190,390	52,715	-	773,413
Depreciation									
At 1 January 2014	-	3,552	13,826	546	-	146,033	20,863	-	184,820
Depreciation charge for the year	113	1,314	5,257	164	1,493	16,017	6,546	-	30,904
Disposals	-	-	-	-	(1)	(23)	(5,799)	-	(5,823)
At 31 December 2014 and 1 January 2015	113	4,866	19,083	710	1,492	162,027	21,610	-	209,901
Depreciation charge for the year	114	1,254	9,615	163	12,133	14,605	7,737	-	45,621
Disposals	-	-	-	-	(34)	(7,496)	(2,803)	-	(10,333)
At 31 December 2015	227	6,120	28,698	873	13,591	169,136	26,544	-	245,189

Nation Multimedia Group Public Company Limited and its Subsidiaries
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<i>Net book value</i>	Separate financial statements						
	Land and improvements	Building and building improvements	Leasehold improvements	Machinery and equipment	Operating equipment	Furniture and fixtures	Total
At 1 January 2014							
Owned assets	342,532	24,848	41,815	1,089	-	34,162	465,215
Assets under finance leases	-	-	-	-	-	7,140	7,140
	342,532	24,848	41,815	1,089	-	41,302	472,355
At 31 December 2014 and 1 January 2015							
Owned assets	342,419	23,495	36,737	925	14,132	27,274	472,489
Assets under finance leases	-	-	-	-	-	4,262	4,262
	342,419	23,495	36,737	925	14,132	31,536	476,751
At 31 December 2015							
Owned assets	342,305	22,241	55,282	762	60,209	19,870	526,840
Assets under finance leases	-	-	-	-	-	1,384	1,384
	342,305	22,241	55,282	762	60,209	21,254	528,224

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The gross amount of the Group's and the Company's fully depreciated plant and equipment that were still in use as at 31 December 2015 amounted to Baht 348.11 million and Baht 138.36 million, respectively (2014: Baht 334.43 million and Baht 132.11 million, respectively).

Security

At 31 December 2015, the Group's and the Company's properties with a net book value of Baht 833.27 million and Baht 354.05 million, respectively (2014: Baht 862.64 million and Baht 347.37 million, respectively) were secured partial credit facilities from financial institutions (see note 24).

20 Intangible assets

		Consolidated financial statements		Separate financial statements	
	Note	2015	2014	2015	2014
		(in thousand Baht)			
Current portion included in "other current assets"	12	5,382	43,601	-	-
Non-current portion		115,517	65,313	11,691	21,204
Total		120,899	108,914	11,691	21,204

	Consolidated financial statements				
	Computer programmes and software licences	Licence fees - books	Rights for broadcasting	Trademark	Computer programmes under installation
	(in thousand Baht)				
Cost					
At 1 January 2014	227,581	159,496	-	-	770
Additions	2,616	10,202	83,853	700	2,314
Acquisition through business combination	175	1,294	-	-	-
At 31 December 2014 and 1 January 2015	230,372	170,992	83,853	700	3,084
Additions	2,519	11,909	115,815	-	694
Transfers	3,778	-	-	-	(3,778)
Disposals	-	(98,727)	(73,764)	-	-
At 31 December 2015	236,669	84,174	125,904	700	-
Amortisation					
At 1 January 2014	190,377	117,854	-	-	-
Amortisation charge for the year	17,733	22,517	31,606	-	-
At 31 December 2014 and 1 January 2015	208,110	140,371	31,606	-	-
Amortisation charge for the year	12,952	21,265	84,686	49	-
Disposals	-	(98,727)	(73,764)	-	-
At 31 December 2015	221,062	62,909	42,528	49	-

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Consolidated financial statements

	Computer programmes and software licences	Licence fees - books	Rights for broadcasting (in thousand Baht)	Trademark	Computer programmes under installation	Total
<i>Net book value</i>						
At 1 January 2014	<u>37,204</u>	<u>41,642</u>	<u>-</u>	<u>-</u>	<u>770</u>	<u>79,616</u>
At 31 December 2014 and 1 January 2015	<u>22,262</u>	<u>30,621</u>	<u>52,247</u>	<u>700</u>	<u>3,084</u>	<u>108,914</u>
At 31 December 2015	<u>15,607</u>	<u>21,265</u>	<u>83,376</u>	<u>651</u>	<u>-</u>	<u>120,899</u>

**Separate
Financial statement**

	Computer programmes and software licences	Computer programmes under installation (in thousand Baht)	Total
<i>Cost</i>			
At 1 January 2014	214,337	770	215,107
Additions	3,290	2,314	5,604
At 31 December 2014 and 1 January 2015	<u>217,627</u>	<u>3,084</u>	<u>220,711</u>
Additions	759	694	1,453
Transfer	3,778	(3,778)	-
At 31 December 2015	<u>222,164</u>	<u>-</u>	<u>222,164</u>
<i>Amortisation</i>			
At 1 January 2014	184,673	-	184,673
Amortisation charge for the year	14,834	-	14,834
At 31 December 2014 and 1 January 2015	<u>199,507</u>	<u>-</u>	<u>199,507</u>
Amortisation charge for the year	10,966	-	10,966
At 31 December 2015	<u>210,473</u>	<u>-</u>	<u>210,473</u>
<i>Net book value</i>			
At 1 January 2014	<u>29,664</u>	<u>770</u>	<u>30,434</u>
At 31 December 2014 and 1 January 2015	<u>18,120</u>	<u>3,084</u>	<u>21,204</u>
At 31 December 2015	<u>11,691</u>	<u>-</u>	<u>11,691</u>

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

21 Digital television licences

	Consolidated financial statements <i>(in thousand Baht)</i>
Cost	
At 1 January 2014	-
Addition	3,135,672
At 31 December 2014 and 1 January 2015	3,135,672
At 31 December 2015	3,135,672
Amortisation	
At 1 January 2014	-
Amortisation for the year	142,848
At 31 December 2014 and 1 January 2015	142,848
Amortisation for the year	209,045
At 31 December 2015	351,893
Net book value	
At 31 December 2014 and 1 January 2015	2,992,824
At 31 December 2015	2,783,779

A subsidiary ("Bangkok Business Broadcasting Co., Ltd."), was the winner of the auction for commercial digital terrestrial television licence at national level for a variety standard definition channel category at a bid price of Baht 2,200 million (exclusive of VAT). The subsidiary was required to make payment under the following payment conditions:

- 1) For the minimum bid price amounting to Baht 380 million, the payment is divided into 4 instalments and has to be made within 3 years from the date of acquiring the licence as specified by NBTC.
- 2) For the exceeding amount of the minimum bid price amounting to Baht 1,820 million, the payment is divided into 6 instalments and has to be made within 5 years from the date of acquiring the licence as specified by NBTC.

The subsidiary paid the first instalment, which was 50% of minimum bid price and 10% of the exceeding of the minimum bid price, totalling Baht 334 million, excluded value added tax and net of guarantee deposit amounting to Baht 38 million on 29 October 2013. The subsidiary placed the letter of guarantee issued by financial institution for the remaining licence fee amounting to Baht 1,828 million to NBTC on 7 February 2014. Such remaining licence fee will be paid annually in the amount as specified in the agreement expiring on 25 April 2019.

As at 31 December 2015, the outstanding balance of letter of guarantee was Baht 1,532 million (2014: Baht 1,828 million).

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An indirect subsidiary (“NBC Next Vision Co., Ltd.”), was the winner of the auction for commercial digital terrestrial television licence at national level for a news channel category at a bid price of Baht 1,338 million (exclusive of VAT). The indirect subsidiary was required to make payment under the following payment conditions:

- 1) For the minimum bid price amounting to Baht 220 million, the payment is divided into 4 instalments and has to be made within 3 years from the date of acquiring the licence as specified by NBTC.
- 2) For the exceeding amount of the minimum bid price amounting to Baht 1,118 million, the payment is divided into 6 instalments and has to be made within 5 years from the date of acquiring the licence as specified by NBTC.

The indirect subsidiary paid the first instalment, which was 50% of minimum bid price and 10% of the exceeding of the minimum bid price, totalling Baht 199.80 million, excluded value added tax and net of guarantee deposit amounting to Baht 22 million on 29 October 2013. The indirect subsidiary placed the letter of guarantee issued by financial institution for the remaining licence fee amounting to Baht 1,116.20 million to NBTC on 7 February 2014. Such remaining licence fee will be paid annually in the amount as specified in the agreement expiring on 25 April 2019.

As at 31 December 2015, the outstanding balance of letter of guarantee was Baht 938.40 million (2014: Baht 1,116.20 million).

On 25 April 2014, the subsidiary and the indirect subsidiary received the commercial digital terrestrial television licences at national level for a period of 15 years, commencing from 25 April 2014 to 24 April 2029.

22 Deferred tax

Deferred tax assets and liabilities as at 31 December were as follows:

	Consolidated financial statements			
	Assets		Liabilities	
	2015	2014	2015	2014
	(in thousand Baht)			
Total	272,879	135,824	27,783	6,543
Set off of tax	(9,957)	(6,543)	(9,957)	(6,543)
Deferred tax assets	262,922	129,281	17,826	-
	Separate financial statements			
	Assets		Liabilities	
	2015	2014	2015	2014
	(in thousand Baht)			
Total	92,835	29,070	420	6,759
Set off of tax	(420)	(6,759)	(420)	(6,759)
Deferred tax assets	92,415	22,311	-	-

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Movements in total deferred tax assets and liabilities during the year were as follows:

	At 1 January 2015	Consolidated financial statements (Charged) / Credited to:		At 31 December 2015
		Profit or loss (in thousand Baht)	Other comprehensive income	
<i>Deferred tax assets</i>				
Investment property	1,336	(1,336)	-	-
Trade accounts receivable	15,345	(3,583)	-	11,762
Marketable securities	-	-	1,063	1,063
Inventories	15,190	834	-	16,024
Other current assets	6,492	-	-	6,492
Provisions	28,896	3,042	-	31,938
Share-based payments	3,008	(3,008)	-	-
Digital television licences	13,617	17,680	-	31,297
Loss carry forward	51,940	122,363	-	174,303
Total	135,824	135,992	1,063	272,879
<i>Deferred tax liabilities</i>				
Property, plant and equipment	43	27,740	-	27,783
Marketable securities	6,211	-	(6,211)	-
Upfront fee of long-term loan from financial institutions	289	(289)	-	-
Total	6,543	27,451	(6,211)	27,783
Net	129,281	108,541	7,274	245,096

Nation Multimedia Group Public Company Limited and its Subsidiaries
Notes to the financial statements

Consolidated financial statements					
(Charged) / Credited to:					
At 1 January 2014	Profit or loss	Other comprehensive income (in thousand Baht)	Equity	Acquired in business combination	At 31 December 2014
Deferred tax assets					
Investment property	1,336	-	-	-	1,336
Trade accounts receivable	20,389	(6,859)	-	1,815	15,345
Inventories	10,413	674	-	4,103	15,190
Other current assets	6,492	-	-	-	6,492
Provisions	26,087	2,649	-	160	28,896
Share-based payments	-	3,008	-	-	3,008
Digital television licences	-	13,617	-	-	13,617
Loss carry forward	40,891	5,938	(27)	5,138	51,940
Total	105,608	19,027	(27)	11,216	135,824
Deferred tax liabilities					
Property, plant and equipment	3,442	(3,399)	-	-	43
Marketable securities	2,995	-	3,216	-	6,211
Upfront fee of long-term loan from financial institutions	396	(107)	-	-	289
Total	6,833	(3,506)	3,216	-	6,543
Net	98,775	22,533	(3,216)	11,216	129,281

Separate financial statements			
(Charged) / Credited to:			
At 1 January 2015	Profit or loss	Other comprehensive income	At 31 December 2015
Deferred tax assets			
Investment property	1,336	(1,336)	-
Trade accounts receivable	5,208	(933)	4,275
Marketable securities	-	-	1,063
Inventories	574	(2)	572
Other current assets	6,492	-	6,492
Provisions	9,707	726	10,433
Share-based payments	2,345	(2,345)	-
Loss carry forward	3,408	66,592	70,000
Total	29,070	62,702	92,835
Deferred tax liabilities			
Property, plant and equipment	259	161	420
Marketable securities	6,211	-	(6,211)
Upfront fee of long-term loan from financial institutions	289	(289)	-
Total	6,759	(128)	420
Net	22,311	62,830	92,415

During 2015, the Company recognised deferred tax assets from taxable losses from bad debt written-off in accordance to Ministerial Regulation No. 186 amounted to Baht 70 million.

Nation Multimedia Group Public Company Limited and its Subsidiaries
Notes to the financial statements

	At 1 January 2014	Separate financial statements (Charged) / Credited to:		At 31 December 2014
		Profit or loss (in thousand Baht)	Other comprehensive income	
Deferred tax assets				
Investment property	1,336	-	-	1,336
Trade accounts receivable	11,381	(6,173)	-	5,208
Inventories	622	(48)	-	574
Other current assets	6,492	-	-	6,492
Provisions	7,239	2,468	-	9,707
Share-based payments	-	2,345	-	2,345
Loss carry forward	31,948	(28,540)	-	3,408
Total	59,018	(29,948)	-	29,070
Deferred tax liabilities				
Property, plant and equipment	543	(284)	-	259
Marketable securities	2,995	-	3,216	6,211
Upfront fee of long-term loan from financial institutions	396	(107)	-	289
Total	3,934	(391)	3,216	6,759
Net	55,084	(29,557)	(3,216)	22,311

The group does not record deferred tax assets from tax losses amounting to Baht 14.66 million and Baht 14.42 million, expire in 2016 and 2020 respectively, management considered that it is not probable that the subsidiaries will have sufficient future taxable profit.

23 Other non-current assets

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	(in thousand Baht)			
Withholding tax deducted at source	168,109	135,833	134,697	112,350
Refundable deposits	13,160	11,480	1,273	3,081
Golf membership	6,457	6,851	6,457	6,851
Merchandises under barter trade	4,553	3,876	2,186	2,120
Others	1,639	4,553	-	-
Total	193,918	162,593	144,613	124,402

Nation Multimedia Group Public Company Limited and its Subsidiaries
Notes to the financial statements

24 Interest-bearing liabilities

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	<i>(in thousand Baht)</i>			
Current				
Bank overdrafts				
Unsecured	53,983	14,507	35,000	1,435
Short-term loans from financial institutions				
Unsecured	536,402	614,174	484,497	563,224
Bank overdrafts and short- term loans from financial institutions	590,385	628,681	519,497	564,659
Current portion of long-term loans from financial institutions				
Secured	-	100,800	-	100,800
Current portion of long-term loans	-	100,800	-	100,800
Current portion of finance lease liabilities	1,561	2,968	1,561	2,968
Total current interest-bearing liabilities	591,946	732,449	521,058	668,427
Non-current				
Long-term loans from financial institutions				
Secured	-	15,356	-	15,356
Long-term loans	-	15,356	-	15,356
Finance lease liabilities	1,271	2,832	1,271	2,832
Total non-current interest- bearing liabilities	1,271	18,188	1,271	18,188

The periods to maturity of interest-bearing liabilities, excluding finance lease liabilities, as at 31 December were as follows:

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	<i>(in thousand Baht)</i>			
Within one year	590,385	729,481	519,497	665,459
After one year but within five years	-	15,356	-	15,356
Total	590,385	744,837	519,497	680,815

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

Secured interest-bearing liabilities as at 31 December were secured on the following assets:

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	<i>(in thousand Baht)</i>			
Property and equipment	<u>833,271</u>	<u>862,637</u>	<u>354,049</u>	<u>347,371</u>

As at 31 December 2015, the Group and the Company had unutilised credit facilities totalling Baht 1,185.16 million and Baht 1,075.79 million, respectively (2014: Baht 1,256.93 million and Baht 1,141.63 million, respectively).

Finance lease liabilities

Finance lease liabilities as at 31 December were payable as follows:

	Consolidated financial statements /Separate financial statements					
	2015			2014		
	Future minimum lease payments	Interest	Present value of minimum lease payments <i>(in thousand Baht)</i>	Future minimum lease payments	Interest	Present value of minimum lease payments
Within one year	1,646	85	1,561	3,161	193	2,968
After one year but within five years	<u>1,277</u>	<u>6</u>	<u>1,271</u>	<u>2,923</u>	<u>91</u>	<u>2,832</u>
Total	<u>2,923</u>	<u>91</u>	<u>2,832</u>	<u>6,084</u>	<u>284</u>	<u>5,800</u>

Interest-bearing liabilities of the Group and the Company as at 31 December 2015 and 2014 were denominated entirely in Thai Baht.

As at 31 December 2015, the Group and the Company had overdraft lines and other credit facilities with certain local financial institutions totalling Baht 4,507 million and Baht 1,668 million, respectively (2014: Baht 5,118 million and Baht 1,768 million, respectively).

Bank overdrafts and short-term loans from financial institutions with interest at market rates.

Long-term loans from financial institutions

On 22 November 2012, the Company entered into a Syndicate Loan Agreement with two local financial institutions for stand by credit of Baht 300 million to plan for expanding the media business investment in satellite TV, licences of Nation University including improvement of office space and information technology.

These loans have various interest rates and term of repayments separated by tranches as follows:

- Tranche 1 in the amount of Baht 145 million bears interest at the average Minimum Loan Rate minus 1% (MLR - 1%). This loan shall be repaid within 3 years commencing from January 2014 to December 2016.
- Tranche 2 in the amount of Baht 155 million bears interest at the average Minimum Loan Rate minus 1% (MLR - 1%). This loan shall be repaid within 3 years commencing from January 2014 to December 2016.

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

The loan was secured by properties, printing machines and part of equipment of the Company and a subsidiary.

As at 31 December 2015, the Company fully repaid the loan.

25 Trade accounts payable

		Consolidated financial statements		Separate financial statements	
	<i>Note</i>	2015	2014	2015	2014
		<i>(in thousand Baht)</i>			
Related parties	6	64	-	1,142,386	783,673
Other parties		133,642	108,345	35,063	12,503
Total		133,706	108,345	1,177,449	796,176

The currency denomination of trade accounts payables as at 31 December were as follows:

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	<i>(in thousand Baht)</i>			
Thai Baht	117,542	108,345	1,161,285	796,176
United States Dollars	16,164	-	16,164	-
Total	133,706	108,345	1,177,449	796,176

26 Other payables

		Consolidated financial statements		Separate financial statements	
	<i>Note</i>	2015	2014	2015	2014
		<i>(in thousand Baht)</i>			
Related parties	6	2	11	27,966	29,687
Others					
Advance received		93,320	172,410	25,488	33,153
Other payables		20,785	19,452	5,319	6,560
Payables for purchase of assets		5,542	14,846	76	675
		119,647	206,708	30,883	40,388
Total		119,649	206,719	58,849	70,075

The Group's and the Company's other payables as at 31 December 2015 and 2014 were dominated entirely in Thai Baht.

Nation Multimedia Group Public Company Limited and its Subsidiaries
Notes to the financial statements

27 Accrued expenses

		Consolidated financial statements		Separate financial statements	
	<i>Note</i>	2015	2014	2015	2014
		<i>(in thousand Baht)</i>			
Related parties	6	-	-	401,729	197,879
Others					
Accrued rebate		54,417	52,706	36,636	22,267
Accrued revenue sharing		14,760	36,564	-	-
Accrued annual broadcasting or television licence fees		47,615	28,963	-	-
Accrued license fee		28,105	19,312	-	-
Accrued project expenses		5,406	7,442	3,137	3,350
Others		65,929	90,431	12,214	17,224
		216,232	235,418	51,987	42,841
Total		216,232	235,418	453,716	240,720

28 Other current liabilities

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	<i>(in thousand Baht)</i>			
Output value added tax pending	213,353	167,876	55,493	45,119
Revenue department payable	2,779	17,292	25	12,234
Others	20,106	22,506	7,007	7,343
Total	236,238	207,674	62,525	64,696

29 Digital television licences payable

Digital television licences payable to NBTC as at 31 December were as follows:

	Consolidated financial statements					
	2015			2014		
	Future payments	Interest	Present value of payments	Future payments	Interest	Present value of payments
	<i>(in thousand Baht)</i>					
Within one year	647,600	91,396	556,204	473,800	115,220	358,580
After one year but within five years	1,822,800	108,662	1,714,138	2,470,400	200,058	2,270,342
Total	2,470,400	200,058	2,270,342	2,944,200	315,278	2,628,922

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

Change of digital television licences payable as at 31 December were as follows:

	Consolidated financial statements	
	<i>Note</i>	
	2015	2014
	<i>(in thousand Baht)</i>	
Present value at 1 January	2,628,922	-
Acquired the commercial digital terrestrial television licences	-	3,135,672
Paid the digital television licences payable	(473,800)	(593,800)
Interest expense	42 115,220	87,050
Present value at 31 December	2,270,342	2,628,922

30 Employee benefit obligations

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	<i>(in thousand Baht)</i>			
Statement of financial position				
obligation for:				
Post-employment benefits	<u>163,856</u>	<u>149,358</u>	<u>52,166</u>	<u>48,534</u>
<i>Year ended 31 December</i>				
Statement of comprehensive income:				
Recognised in profit or loss:				
Post-employment benefits	<u>17,999</u>	<u>17,177</u>	<u>5,153</u>	<u>5,372</u>
Recognised in other comprehensive income:				
Actuarial gain recognised in the year	<u>-</u>	<u>(132)</u>	<u>-</u>	<u>-</u>

The Group and the Company operate defined benefit pension plan based on the requirement of Thai Labour Protection Act B.E. 2541 (1998) to provide retirement benefits to employees based on pensionable remuneration and length of service.

The defined benefit plans expose the Group to actuarial risks, such as longevity risk and interest rate risk.

Movement in the present value of the defined benefit obligations.

		Consolidated financial statements		Separate financial statements	
	Note	2015	2014	2015	2014
		(in thousand Baht)			
Defined benefit obligations at 1 January		149,358	134,459	48,534	36,197
Include in profit or loss:					
Current services cost	40	11,727	11,541	3,184	3,594
Interest on obligation		6,272	5,636	1,969	1,778
		17,999	17,177	5,153	5,372
Included in other comprehensive income					
Actuarial gains		-	(132)	-	-
		-	(132)	-	-

Nation Multimedia Group Public Company Limited and its Subsidiaries
Notes to the financial statements

	Consolidated financial statements		Separate financial statements	
<i>Note</i>	2015	2014	2015	2014
	<i>(in thousand Baht)</i>			
Others				
Transfer in (out)	-	-	-	6,965
Benefit paid	(3,501)	(3,001)	(1,521)	-
Acquired in business combination	-	855	-	-
	<u>(3,501)</u>	<u>(2,146)</u>	<u>(1,521)</u>	<u>6,965</u>
Defined benefit obligations at 31 December	<u>163,856</u>	<u>149,358</u>	<u>52,166</u>	<u>48,534</u>

Actuarial assumptions

The followings were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	<i>(%)</i>			
Discount rate	3.9 - 4.1	3.9 - 4.1	4.1	4.1
Future salary increases	4.0 - 7.0	4.0 - 7.0	4.0 - 7.0	4.0 - 7.0

Assumptions regarding future mortality have been based on published statistics and mortality tables.

At 31 December 2015, the weighted-average duration of the defined benefit obligation was 3 years (2014: 3 years).

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	Consolidated financial statements		Separate financial statements	
	(in thousand Baht)			
Defined benefit obligation				
31 December 2015	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(16,962)	19,662	(5,765)	6,677
Future salary growth (1% movement)	19,233	(16,943)	6,532	(5,759)
Future mortality (1% movement)	833	(923)	274	(303)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximate of the sensitivity of the assumption shown.

Nation Multimedia Group Public Company Limited and its Subsidiaries
Notes to the financial statements

31 Other non-current liabilities

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	<i>(in thousand Baht)</i>			
Advertising advance receipt	98,478	119,429	98,478	119,429
Deposit liabilities	8,370	8,105	2,257	2,216
Others	23,584	26,002	-	-
Total	130,432	153,539	100,735	121,645

32 Share capital

	Par value per share <i>(in Baht)</i>	Number	2015 Baht <i>(in thousand shares / thousand Baht)</i>	2014 Number Baht
Authorised				
At 1 January				
- ordinary shares	0.53	5,025,608	2,663,572	5,025,608
At 31 December				
- ordinary shares	0.53	5,025,608	2,663,572	5,025,608
Issued and paid-up				
At 1 January				
- ordinary shares	0.53	3,316,346	1,757,663	3,304,002
Exercise of share options	0.53	751,294	398,186	12,344
At 31 December				
- ordinary shares	0.53	4,067,640	2,155,849	3,316,346

Issue of ordinary shares

On 19 November 2015, 7,402,400 ordinary shares were issued as a result of the exercise of vested share options arising from the 2013 share option programme granted to the directors, management and/or employees of the company and/or its subsidiaries for consideration totalling Baht 7.40 million. As a result, the Company had share premium amounted to Baht 3.48 million. The Company registered the paid-up share capital from the share options exercised with the Ministry of Commerce on 27 November 2015.

On 18 June 2015, 740,015,624 ordinary shares were issued as a result of the exercise of warrants for a consideration totalling Baht 740.02 million. As a result, the Company had share premium amounted to Baht 347.81 million. The Company registered the paid-up share capital from the warrants exercised with the Ministry of Commerce on 26 June 2015.

On 21 May 2015, 3,876,000 ordinary shares were issued as a result of the exercise of vested share options arising from the 2013 share option programme granted to the directors, management and/or employees of the Company and/or its subsidiaries for consideration totalling Baht 3.88 million. As a result, the Company had share premium amounted to Baht 1.82 million. The Company registered the paid-up share capital from the share options exercised with the Ministry of Commerce on 25 May 2015.

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

On 15 December 2014, 2,150,981 ordinary shares were issued as a result of the exercise of warrants for a consideration totalling Baht 2.15 million. As a result, the Company had share premium amounting to Baht 1.01 million. The Company registered the paid-up share capital from the share options exercised with the Ministry of Commerce on 18 December 2014.

On 14 November 2014, 9,955,400 ordinary shares were issued as a result of the exercise of vested options arising from 2013 share option programme granted to the directs, management and/or employees of the Company totalling Baht 9.96 million. As a result, the Company had share premium amounting to Baht 4.68 million. The Company registered the paid-up share capital from the share options exercised with the Ministry of Commerce on 18 November 2014.

On 13 June 2014, 38,287 ordinary shares were issued as a result of the exercise of warrants for a consideration totalling Baht 0.04 million. As a result, the Company had share premium amounting to Baht 0.02 million. The Company registered the paid-up share capital from the share options exercised with the Ministry of Commerce on 19 June 2014.

On 15 May 2014, 199,000 ordinary shares were issued as a result of the exercise of vested options arising from 2013 share option programme granted to the directs, management and/or employees of the Company totalling Baht 0.20 million. As a result, the Company had share premium amounting to Baht 0.09 million. The Company registered the paid-up share capital from the share options exercised with the Ministry of Commerce on 21 May 2014.

Share premium

Section 51 of the Public Companies Act B.E. 2535 requires companies to set aside share subscription monies received in excess of the par value of the shares issued to a reserve account ("share premium"). Share premium is not available for dividend distribution.

33 Warrants

NMG-WB

At the annual general meeting of the shareholders of the Company held on 25 April 2013, the shareholders approved an issuance of warrants to the directors, management and/or employees of the Company and/or its subsidiaries of 82,387,015 units. The details are as follows:

Description	Details
Type of warrants	No value
Terms of warrants	5 years from the issuance date of warrant
Propose to sell to	The Company and/or subsidiaries' directors, management and/or employees
Issue and sell quantities	82,387,015 units
Exercise ratio	1 warrant to 1 ordinary share
Exercise price	Baht 1 per ordinary share
Exercise period and proportion	The date 15 th of November and May in each year, to exercise not more than 20% each year

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

The fair value of the warrant is measured using a Black-Scholes Model with the following financial assumptions:

Grant date share price (Baht)	1.61
Exercise price warrant (Baht)	1.00
Historical volatility in 3 years at the allotment date	83.94%
The expected period, that shareholders will completely use their right on warrant	5 years
Historical dividend yield in 3 years	0.00%
Risk free interest rate (3 years Government bond yield) at the allotment date	3.02%

The condition for subscription is comprised of each employee of the Company and/or its subsidiaries as of each offering date.

On 15 August 2013, the Company granted the rights and notified terms and conditions for exercising the rights to the directors, management, and/or employees of the Company and/or its subsidiaries.

NINE-WA

At the annual general meeting of the shareholders of a subsidiary ("Nation International Edutainment Public Company Limited") held on 23 April 2013, the shareholders of the subsidiary approved an issuance of warrants to the directors, management, and/or employees of the company and/or its subsidiaries of 4,250,000 units. The details are as follows

Description	Details
Type of warrants	No value
Terms of warrants	5 years from the issuance date of warrant
Propose to sell to	The Company and/or subsidiaries' directors, management and/or employees
Issue and sell quantities	4,250,000 units
Exercise ratio	1 warrant to 1 ordinary share
Exercise price	Baht 4 per ordinary share
Exercise period and proportion	The date 15 th of November and May in each year, to exercise not more than 20% each year

The fair value of the warrant is measured using a Black-Scholes Model with the following financial assumptions:

Grant date share price (Baht)	4.74
Exercise price warrant (Baht)	4.00
Historical volatility in 3 years at the allotment date	81.75%
The expected period, that shareholders will completely use their right on warrant	5 years
Historical dividend yield in 3 years	2.93%
Risk free interest rate (3 years Government bond yield) at the allotment date	3.02%

The condition for subscription is comprised of each employee of the Company and/or its subsidiaries as of each offering date.

On 15 August 2013, the subsidiary granted the rights and notified terms and conditions for exercising the rights to the directors, management, and/or employees of the company and/or its subsidiaries.

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

NBC-WB

At the annual general meeting of the shareholders of a subsidiary (“Nation Broadcasting Corporation Public Company Limited”) held on 24 April 2013, the shareholders of the subsidiary approved an issuance of warrants to the directors, management, and/or employees of the company and/or its subsidiaries of 8,798,905 units. The details are as follows:

Description	Details
Type of warrants	No value
Terms of warrants	5 years from the issuance date of warrant
Propose to sell to	The Company and/or subsidiaries’ directors, management and/or employees
Issue and sell quantities	8,798,905 units
Exercise ratio	1 warrant to 1 ordinary share
Exercise price	Baht 3 per ordinary share
Exercise period and proportion	The date 15 th of November and May in each year, to exercise not more than 20% each year

The fair value of the warrant is measured using a Black-Scholes Model with the following financial assumptions:

Grant date share price (Baht)	3.62
Exercise price warrant (Baht)	3.00
Historical volatility in 3 years at the allotment date	49.69%
The expected period, that shareholders will completely use their right on warrant	5 years
Historical dividend yield in 3 years	5.31%
Risk free interest rate (3 years Government bond yield) at the allotment date	3.02%

The condition for subscription is comprised of each employee of the Company and/or its subsidiaries as of each offering date.

On 15 August 2013, the subsidiary granted the rights and notified terms and conditions for exercising the rights to the directors, management, and/or employees of the company and/or its subsidiaries.

As the Thai Financial Reporting Standards 2 (TFRS 2): Share-based Payment was effective for the share-based payment awards granted on or after 1 January 2011. Therefore, according to TFRS 2, ESOP has to be measured by using the fair value of the warrants on the grant date.

The expense for share-based payment transactions for the year ended 31 December 2015 were Baht 19.56 million and Baht 16.43 million for the consolidated and separate financial statements, respectively (2014: Baht 22.37 million and Baht 19.64 million, respectively).

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Notes to the financial statements

Movements during the year ended 31 December of warrants were as follows:

	Consolidated financial statements			
	2015		2014	
	Number of warrants	Grant date fair value	Number of warrants	Grant date fair value
	<i>(in thousand units / thousand Baht)</i>			
At 1 January	11,364	14,288	4,057	5,135
Issued warrants during the year	18,551	20,543	22,967	23,645
Exercised warrants during the year	(12,007)	(14,286)	(10,449)	(12,546)
Forfeited warrants during the year	(3,109)	(1,879)	(5,211)	(1,946)
At 31 December	14,799	18,666	11,364	14,288

	Separate financial statements			
	2015		2014	
	Number of warrants	Grant date fair value	Number of warrants	Grant date fair value
	<i>(in thousand units / thousand Baht)</i>			
At 1 January	9,691	11,726	3,617	4,376
Issued warrants during the year	16,284	17,986	20,072	20,915
Exercised warrants during the year	(11,278)	(13,647)	(10,154)	(12,286)
Forfeited warrants during the year	(2,704)	(1,554)	(3,844)	(1,279)
At 31 December	11,993	14,511	9,691	11,726

NMG-W3

The outstanding unexercised warrants as at 31 December were as follows:

Unexercised warrants as at 1 January 2015	Issued warrants <i>(million units)</i>	Exercised warrants	Unexercised warrants as at 31 December 2015	Exercise price <i>(Baht / share)</i>	Expiry date
1,644	-	740	904	1	5 years from the grant date
Unexercised warrants as at 1 January 2014	Issued warrants <i>(million units)</i>	Exercised warrants	Unexercised warrants as at 31 December 2014	Exercise price <i>(Baht / share)</i>	Expiry date
1,646	-	2	1,644	1	5 years from the grant date

At the annual general meeting of the shareholders of the Company held on 25 April 2013, the shareholders approved an issuance and offering of warrants to the Company's existing shareholders who subscribed for additional ordinary shares in a ratio of 1 warrant for 1 existing ordinary share, without the offering price and approved an increase in the registered share capital from Baht 873.30 million (divided into 1,647,740,300 ordinary shares at a par value of Baht 0.53 per share) to Baht 2,663.57 million (divided into 5,025,607,915 ordinary shares at a par value of Baht 0.53 per share) by issuing of not exceeding 3,377,867,615 ordinary shares at a par value of Baht 0.53 per share to reserve for the increase in share capital and exercise of warrants as referred above.

During the first quarter of 2015, a subsidiary ("Nation Broadcasting Corporation Public Company Limited") invested in the warrants of 82,237,800 units, amounting to Baht 91.01 million.

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

34 Reserves

Reserves comprise:

Appropriations of profit and/or retained earnings

Legal reserve

Section 116 of the Public Companies Act B.E. 2535 requires that a public company shall allocate not less than 5% of its annual net profit, less any accumulated losses brought forward (if any), to a reserve account ("legal reserve"), until this account reaches an amount not less than 10% of the registered authorised capital. The legal reserve is not available for dividend distribution.

Other components of equity

Fair value changes in available-for-sale investments

The fair value changes in available-for-sale investments account within equity comprise the cumulative net change in the fair value of available-for-sale investments until the investments are derecognised or impaired.

35 Segment information

The Group has five reportable segments, as described below, which are the Group's strategic divisions. The strategic divisions offer different products and services. For each of the strategic divisions, the chief operating decision maker (CODM) reviews internal management reports on at least a quarterly basis. The following summary describes the operations in each of the Group's reportable segments.

- Segment 1 Publishing and advertising
- Segment 2 Printing service
- Segment 3 Edutainment
- Segment 4 Broadcasting and new media
- Segment 5 Others

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit before tax, as included in the internal management reports that are reviewed by the Group's CODM. Segment profit before tax is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

Information about reportable segments

	Publishing and advertising		Printing service		Edutainment		Broadcasting and new media		Others		Total	
	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014	2015	2014
	<i>(in thousand Baht)</i>											
External revenue	1,285,953	1,385,377	54,339	65,769	178,517	195,309	1,314,930	1,028,425	180,851	152,831	3,014,590	2,827,711
Inter-segment revenue	121,537	135,668	270,897	302,195	12,659	6,280	4,481	128	127,293	153,283	536,867	597,554
Other income	88,919	40,229	5,895	6,886	7,995	13,421	29,442	37,107	18,195	18,337	150,446	115,980
Total revenues	1,496,409	1,561,274	331,131	374,850	199,171	215,010	1,348,853	1,065,660	326,339	324,451	3,701,903	3,541,245
Interest income	171	348	3	7	140	4,722	27,548	35,189	108	119	27,970	40,385
Interest expense	(23,694)	(42,209)	(2,885)	(4,350)	(46)	(103)	-	-	-	-	(26,625)	(46,662)
Depreciation and amortisation	(43,417)	(52,707)	(77,355)	(111,879)	(21,580)	(22,598)	(169,069)	(88,072)	(19,616)	(18,235)	(322,037)	(293,491)
Amortisation of digital television licences	-	-	-	-	-	-	(209,045)	(142,848)	-	-	(209,045)	(142,848)
Profit (loss) before income tax	119,630	117,419	33,688	32,982	(18,650)	(10,690)	(178,748)	(95,755)	(30,314)	(11,630)	(74,394)	32,326
Share of profit of equity accounted investees	320	427	-	-	-	-	-	-	-	-	320	427
Reportable segment assets as at 31 December	1,744,440	1,472,474	745,348	835,887	317,945	387,265	5,124,072	5,190,245	305,413	320,266	8,237,218	8,206,137
Capital expenditure	12,688	20,989	789	239	13,450	10,989	238,857	3,378,474	19,028	10,119	284,812	3,420,810
Reportable segment liabilities as at 31 December	1,045,815	1,274,737	143,753	126,189	49,666	44,541	2,583,183	2,930,932	60,451	68,042	3,882,868	4,444,441

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

Reconciliation of reportable segment profit or loss

	2015	2014
	<i>(in thousand Baht)</i>	
Profit or loss		
Total profit (loss) for reportable segments	(74,394)	32,326
Share of profit of investment in associate	320	427
Consolidated profit (loss) before income tax	(74,074)	32,753

Geographical segments

The Group is managed and operated principally in Thailand. There are no material revenues derived from, or assets located in foreign countries.

36 Investment income

		Consolidated financial statements		Separate financial statements	
	<i>Note</i>	2015	2014	2015	2014
		<i>(in thousand Baht)</i>			
Dividend income					
Subsidiaries	6,15	-	-	37,914	69,659
Associate	6,14	-	-	-	6,462
Other parties		840	1,116	840	1,116
		840	1,116	38,754	77,237
Interest income					
Subsidiaries	6	-	-	485	5,031
Jointly-controlled entity	6	-	4,433	-	-
Other parties		27,970	35,952	106	136
		27,970	40,385	591	5,167
Total		28,810	41,501	39,345	82,404

37 Other income

		Consolidated financial statements		Separate financial statements	
	<i>Note</i>	2015	2014	2015	2014
		<i>(in thousand Baht)</i>			
Income from sales of scraps		14,782	16,108	9,981	10,224
Gain on disposal / written off building and equipment		-	1,777	542	1,210
Net cash inflow on disposal of investment		-	7,965	-	9,934
Reversal of impairment loss on investment property	18	6,678	-	6,678	-
Others		38,655	48,629	27,800	39,006
Total		60,115	74,479	45,001	60,374

Nation Multimedia Group Public Company Limited and its Subsidiaries
Notes to the financial statements

38 Selling expenses

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	<i>(in thousand Baht)</i>			
Distribution	9,970	8,305	11,890	8,256
Marketing	151,282	118,899	69,141	44,727
Personnel	112,598	112,223	82,472	81,362
Others	22,681	20,386	8,670	8,766
Total	296,531	259,813	172,173	143,111

39 Administrative expenses

		Consolidated financial statements		Separate financial statements	
	Note	2015	2014	2015	2014
		<i>(in thousand Baht)</i>			
Personnel		191,096	183,718	134,818	133,552
Management benefit expenses	6	89,131	97,463	39,754	46,024
Office expenses		201,295	177,424	122,393	107,706
Depreciation		48,130	48,742	20,253	20,334
Amortisation of assets		13,969	27,544	10,658	16,304
Bad and doubtful debts expense (reversal of)	9	5,155	(9,551)	3,343	(13,055)
Others		18,185	3,182	3,275	2,080
Total		566,961	528,522	334,494	312,945

40 Employee benefit expenses

		Consolidated financial statements		Separate financial statements	
	Note	2015	2014	2015	2014
		<i>(in thousand Baht)</i>			
Wages and salaries		803,856	744,794	227,799	221,062
Contribution to defined contribution plans		41,839	39,286	13,187	12,889
Post-employment benefits	30	11,727	11,541	3,184	3,594
Share-based payment transactions	33	19,561	22,374	16,432	19,636
Others		216,707	217,403	75,643	81,078
Total		1,093,690	1,035,398	336,245	338,259

Defined contribution plans

The defined contribution plans comprise a provident fund established by the Group for its employees. Membership to the funds is on a voluntary basis. Contributions are made monthly by the employees at 5% of their basic salaries and by the Group at the rates ranging from 5% to 7.5% of the employees' basic salaries. The provident fund is registered with the Ministry of Finance as a juristic entity and is managed by a licensed Fund Manager.

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

41 Expenses by nature

The statements of income include an analysis of expenses by function. Expenses by nature disclosed in accordance with the requirements of various TFRS were as follows:

		Consolidated financial statements		Separate financial statements	
	<i>Note</i>	2015	2014	2015	2014
		<i>(in thousand Baht)</i>			
Change in finished goods and work in progress		(2,571)	136,437	(12,873)	3,057
Raw materials and supplies used		238,937	280,593	131,658	164,699
Transportation expenses		172,061	161,270	6,671	6,458
Administrative expenses	39	201,295	177,424	122,393	107,706
Distribution and marketing	38	161,252	127,204	81,031	52,983
Employee benefit expenses	40	1,093,690	1,035,398	336,245	338,259
Depreciation and amortisation		531,476	438,131	56,980	47,531
Others		677,267	396,690	58,821	30,013
Total cost of sales of goods and rendering of services, selling expenses and administrative expenses		3,073,407	2,753,147	780,926	750,706

42 Finance costs

		Consolidated financial statements		Separate financial statements	
	<i>Note</i>	2015	2014	2015	2014
		<i>(in thousand Baht)</i>			
Interest expense					
Bank loans and overdrafts		26,432	38,475	23,501	34,022
Other parties		193	8,187	193	8,187
Interest expense from digital television licence payable	29	115,220	87,050	-	-
Total interest expense		141,845	133,712	23,694	42,209
Other finance costs		24,178	24,506	3,457	3,418
Total		166,023	158,218	27,151	45,627

43 Income tax expenses

Income tax recognised in profit or loss

		Consolidated financial statements		Separate financial statements	
	<i>Note</i>	2015	2014	2015	2014
		<i>(in thousand Baht)</i>			
Current tax expense					
Current year		31,907	40,050	-	-
Adjustment of prior years		(24,401)	(386)	-	-
		7,506	39,664	-	-
Deferred tax expense	22				
Movements in temporary differences		(108,541)	(22,533)	(62,830)	29,557
Total income tax expense		(101,035)	17,131	(62,830)	29,557

Nation Multimedia Group Public Company Limited and its Subsidiaries
Notes to the financial statements

Income tax recognised in other comprehensive income

Consolidated financial statements						
	Before tax	2015 Tax (expense) benefit	Net of tax <i>(in thousand Baht)</i>	Before tax	2014 Tax (expense) benefit	Net of tax
Available-for-sale financial assets	(36,368)	7,274	(29,094)	16,081	(3,216)	12,865
Defined benefit plan						
Actuarial gain	-	-	-	132	-	132
Total	<u>(36,368)</u>	<u>7,274</u>	<u>(29,094)</u>	<u>16,213</u>	<u>(3,216)</u>	<u>12,997</u>

Separate financial statements						
	Before tax	2015 Tax (expense) benefit	Net of tax <i>(in thousand Baht)</i>	Before tax	2014 Tax (expense) benefit	Net of tax
Available-for-sale financial assets	<u>(36,368)</u>	<u>7,274</u>	<u>(29,094)</u>	<u>16,081</u>	<u>(3,216)</u>	<u>12,865</u>

Reconciliation of effective tax rate

Consolidated financial statements				
	Rate (%)	2015 <i>(in thousand Baht)</i>	Rate (%)	2014 <i>(in thousand Baht)</i>
Profit (loss) before income tax expense		<u>(74,074)</u>		<u>32,753</u>
Income tax using the Thai corporation tax rate	20	(14,816)	20	28,213
Income not subject to tax		(191)		(23,635)
Expenses not deductible for tax purposes		12,796		12,043
Expenses for tax incentives		(2,635)		(2,052)
Losses which no deferred tax asset was recognised		4,770		-
Reversal from previously recognised deferred tax expenses		29,068		2,948
Recognition of previously unrecognised tax expenses		(107,350)		-
Profit allocation to non-controlling interests		1,724		-
Under (over) provided in prior years		(24,401)		(386)
Total	<u>136</u>	<u>(101,035)</u>	<u>52</u>	<u>17,131</u>

Nation Multimedia Group Public Company Limited and its Subsidiaries
Notes to the financial statements

	Rate (%)	Separate financial statements	
		2015 (in thousand Baht)	2014 (in thousand Baht)
Profit before income tax expense		196,284	184,995
Income tax using the Thai corporation tax rate	20	39,257	36,999
Income not subject to tax		(7,751)	(15,447)
Expenses not deductible for tax purposes		5,876	8,005
Losses which no deferred tax asset was recognised		1,386	-
Reversal from previously recognised deferred tax expenses		5,752	-
Recognition of previously unrecognised tax expenses		(107,350)	-
Total	32	(62,830)	29,557

Income tax reduction

Royal Decree No. 577 B.E. 2557 dated 10 November 2014 grants the reduction to 20% of net taxable profit for the accounting period 2015 which begins on or after 1 January 2015

On 22 January 2016, The National Legislative Assembly has approved a reduction of the corporate income tax rate from 30% to 20% of net taxable profit for the accounting period which begins on or after 1 January 2016.

The Group has applied the tax rate of 20% in measuring deferred tax assets and liabilities as at 31 December 2015 and 2014 in accordance with the clarification issued by the FAP in 2012.

Nation Multimedia Group Public Company Limited and its Subsidiaries
Notes to the financial statements

44 Earnings per share

Basic earnings per share

The calculations of basic earnings per share for the ended 31 December 2015 and 2014 were based on the profit for the years attributable to ordinary shareholders of the Company and the weighted average number of ordinary shares outstanding during the years as follows:

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	<i>(in thousand Baht / thousand shares)</i>			
Profit attributable to ordinary shareholders of the Company (basic)	<u>35,582</u>	<u>15,976</u>	<u>259,114</u>	<u>155,437</u>
Number of ordinary share outstanding at 1 January	3,316,346	3,304,002	3,316,346	3,304,002
Effect of shares options exercised on 21 May	-	123	-	123
Effect of warrants exercised on 19 June	-	20	-	20
Effect of shares options exercised on 18 November	-	1,200	-	1,200
Effect of warrants exercised on 18 December	-	82	-	82
Effect of shares options exercised on 25 May	2,347	-	2,347	-
Effect of warrants exercised on 26 June	383,186	-	383,186	-
Effect of shares options exercised on 27 November	710	-	710	-
Weighted average number of ordinary shares outstanding (basic)	<u>3,702,589</u>	<u>3,305,427</u>	<u>3,702,589</u>	<u>3,305,427</u>
Earnings per share (basic) (in Baht)	<u>0.010</u>	<u>0.005</u>	<u>0.070</u>	<u>0.047</u>

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

Diluted earnings per share

The calculations of diluted earnings per share for the years ended 31 December 2015 and 2014 were based on the profit for the years attributable to ordinary shareholders of the Company and the weighted average number of ordinary shares outstanding during the years after adjusting for the effects of all dilutive potential ordinary shares as follows:

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	<i>(in thousand Baht / thousand shares)</i>			
Profit attributable to ordinary shareholders of the Company (basic)	<u>35,582</u>	<u>15,976</u>	<u>259,114</u>	<u>155,437</u>
Weighted average number of ordinary shares outstanding (basic)	3,702,589	3,305,427	3,702,589	3,305,427
Effect of exercise of shares options	<u>564,783</u>	<u>454,258</u>	<u>564,783</u>	<u>454,258</u>
Weighted average number of ordinary shares outstanding (diluted)	<u>4,267,372</u>	<u>3,759,685</u>	<u>4,267,372</u>	<u>3,759,685</u>
Earnings per share (diluted) (in Baht)	<u>0.008</u>	<u>0.004</u>	<u>0.061</u>	<u>0.041</u>

The warrants of NMG-WB project do not have the dilutive effect on the earnings per share calculation for the year ended 31 December 2015 because the fair value of service yet to be rendered together with the exercise price exceeds the average market price of ordinary share during the financial year.

45 Dividends

At the annual general meeting of the shareholders of the Company held on 29 April 2015, the shareholders approved the appropriation of dividends from the 2014 operating results of Baht 0.028 per share, amounting to Baht 92.86 million. The dividends were paid to the shareholders in May 2015.

At the annual general meeting of the shareholders of the Company held on 4 April 2014, the shareholders approved the appropriation of dividends from the 2013 operating results of Baht 0.02 per share, amounting to Baht 66.05 million. The dividends were paid to the shareholders in April 2014.

46 Financial instruments

Financial risk management policies

The Group is exposed to normal business risks from changes in market interest rates and currency exchange rates and from non-performance of contractual obligations by counterparties. The Group does not hold or issue derivative financial instruments for speculative or trading purposes.

Risk management is integral to the whole business of the Group. The Group has a system of controls in place to create an acceptable balance between the cost of risks occurring and the cost of managing the risks. The management continually monitors the Group's risk management process to ensure that an appropriate balance between risk and control is achieved.

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

Capital management

The Board of Directors' policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board monitors the return on capital, which the Group defines as result from operating activities divided by total shareholders' equity, excluding non-controlling interest and also monitors the level of dividends to ordinary shareholders.

Interest rate risk

Interest rate risk is the risk that future movements in market interest rates will affect the results of the Group's operations and its cash flows. The Group is primarily exposed to interest rate risk from borrowings and digital television licences payable (Note 24 and 29). The Group mitigates this risk by ensuring that the majority of its borrowings and digital television licences payable are at fixed interest rates.

The effective interest rates of interest-bearing financial liabilities as at 31 December and the years in which those liabilities mature or re-price were as follows:

		Consolidated financial statements			
		Effective interest rates (% per annum)	Within 1 year	After 1 year but within 5 years (in thousand Baht)	Total
2015					
Current					
Bank overdraft	MOR	53,983	-	53,983	
Short-term loans from financial institutions	2.50 - 4.70	536,402	-	536,402	
Total		590,385	-	590,385	
2014					
Current					
Bank overdraft	MOR	14,507	-	14,507	
Short-term loans from financial institutions	3.15 - 6.58	614,174	-	614,174	
Current portion of long-term loans from financial institutions	Average MLR minus 1%	100,800	-	100,800	
Non-current					
Long-term loans from financial institutions	Average MLR minus 1%	-	15,356	15,356	
Total		729,481	15,356	744,837	

Nation Multimedia Group Public Company Limited and its Subsidiaries
Notes to the financial statements

	Effective interest rates <i>(% per annum)</i>	Separate financial statements		
		Within 1 year	After 1 year but within 5 years <i>(in thousand Baht)</i>	Total
2015				
Current				
Bank overdraft	MOR	35,000	-	35,000
Short-term loans from financial institutions	2.50 - 4.06	484,497	-	484,497
Total		519,497	-	519,497
2014				
Current				
Bank overdraft	MOR	1,435	-	1,435
Short-term loans from financial institutions	3.15 - 5.30	563,224	-	563,224
Current portion of long-term loans from financial institutions	Average MLR minus 1%	100,800	-	100,800
Non-current				
Long-term loans from financial institutions	Average MLR minus 1%	-	15,356	15,356
Total		665,459	15,356	680,815

Foreign currency risk

The Group is exposed to foreign currency risk relating to purchases which are denominated in foreign currencies. The Group will primarily utilise forward exchange contracts with maturities of less than one year in case that the Company will receive the benefits from the contracts to hedge such financial assets and liabilities denominated in foreign currencies. The forward exchange contracts entered into at the reporting date also relate to anticipated purchases, denominated in foreign currencies, for the subsequent period.

At 31 December, The Group and the Company has risk from foreign exchange rate resulting from liabilities with foreign currencies are as follows;

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	(in thousand Baht)			
US currency				
Trade account payable	16,164	-	16,164	-

Credit risk

Credit risk is the potential financial loss resulting from the failure of a customer or a counterparty to settle its financial and contractual obligations to the Group as and when they fall due.

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount. At the reporting date there were no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position. However, due to the large number of parties comprising the Group's customer base, Management does not anticipate material losses from its debt collection.

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Notes to the financial statements

Liquidity risk

The Group monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows.

Fair values of financial assets

Fair values of financial assets together with the carrying values shown in the consolidated and separate statement of financial position were as follows.

Consolidated financial statements					
	Carrying amount	Fair value			
		Level 1	Level 2	Level 3	Total
		(in thousand Baht)			
31 December 2015					
Current					
Debt securities held for trading	25,069	-	25,069	-	25,069
Non-current					
Equity securities available for sale	2,776	2,776	-	-	2,776
31 December 2014					
Non-current					
Equity securities available for sale	39,714	39,714	-	-	39,714
Separate financial statements					
	Carrying amount	Fair value			
		Level 1	Level 2	Level 3	Total
		(in thousand Baht)			
31 December 2015					
Current					
Debt securities held for trading	3	-	3	-	3
Non-current					
Equity securities available for sale	2,776	2,776	-	-	2,776
31 December 2014					
Non-current					
Equity securities available for sale	39,714	39,714	-	-	39,714

Financial instruments carried at fair value

Fair value hierarchy

The table above analyses recurring fair value measurements for financial assets. These fair value measurements are categorised into different levels in the fair value hierarchy based on the inputs to valuation techniques used. The different levels are defined as follows.

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: unobservable inputs for the asset or liability.

The Group determines Level 2 fair values for debt securities held for trading using net assets value of investment from Assets Management Entity's Report.

The fair value of account receivable, account payable - trade, other receivables and other payables is taken to approximate the carrying value.

47 Commitments with non-related parties

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	<i>(in thousand Baht)</i>			
Capital commitment				
Leasehold improvements and equipment	<u>130</u>	<u>16,045</u>	<u>-</u>	<u>15,393</u>

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	<i>(in thousand Baht)</i>			
Non-cancellable operating lease commitments				
Within one year	214,776	206,911	46,988	45,346
After one year but within five years	637,770	680,601	52,198	96,925
After five years	890,276	1,000,110	-	-
Total	<u>1,742,822</u>	<u>1,887,622</u>	<u>99,186</u>	<u>142,271</u>

	Consolidated financial statements		Separate financial statements	
	2015	2014	2015	2014
	<i>(in thousand)</i>			
Other commitments				
Unused letter of credit (USD)	<u>894</u>	<u>-</u>	<u>894</u>	<u>-</u>
Unused letter of credit (THB)	42,131	2,331	41,105	-
Guarantee credit lines of subsidiaries with financial institutions (THB)	85,000	85,000	85,000	85,000
Bank guarantees (THB)	2,693,415	3,223,739	35,366	54,993
Total	<u>2,820,546</u>	<u>3,311,070</u>	<u>161,471</u>	<u>139,993</u>

- The Company and its subsidiaries entered into lease and service agreements for their office premises and facilities with a local company for the period of 3 years, expiring in various periods up to 30 November 2017 with an option for renewal.
- An indirect subsidiary entered into a news supply agreement with a foreign company for a period of 5 years, commencing from 1 June 2011 to 31 May 2016 with an option for renewal.

Nation Multimedia Group Public Company Limited and its Subsidiaries

Notes to the financial statements

- c) A subsidiary and an indirect subsidiary entered into service agreements covering television broadcasting satellite services with two local companies. The details are as follows:

<u>Contract period</u>	<u>Periods</u>	<u>Total fee</u> (in million USD)
25 April 2014 to 30 June 2017	3 years and 2 months	0.63
25 April 2014 to 30 June 2017	3 years and 2 months	0.02
25 April 2014 to 31 October 2019	5 years and 6 months	1.12
25 April 2014 to 31 October 2019	5 years and 6 months	0.03
25 April 2014 to 31 October 2019	5 years and 6 months	1.12
25 April 2014 to 31 October 2019	5 years and 6 months	0.03
25 April 2014 to 31 March 2020	5 years and 11 months	0.92
25 April 2014 to 31 March 2020	5 years and 11 months	0.03

- d) An indirect subsidiary entered into a warehouse rental agreement with a local company. The indirect subsidiary agreed to pay rental fee at the rate as specified in the agreement. The agreement has a period of 3 years, expiring on 31 December 2016.
- e) A subsidiary and an indirect subsidiary entered into Standard Definition Terrestrial Digital Television Network Services agreements with Thai Royal Army for a period of 14 years and 5 months, commencing from 16 January 2014 to 31 May 2028. The subsidiary and the indirect subsidiary committed to pay the licence fees for such channels totalling approximately Baht 1,569.47 million.
- f) A subsidiary entered into a lease agreement for office premises with a local company for the period of 3 years, commencing from 1 May 2014 to 30 April 2017 with an option for renewal.
- g) A subsidiary entered into lease and service agreements for office and studio premises with a local company for a period of 3 years, commencing from 1 December 2014 to 30 November 2017 with an option to be renewal for a total period of 15 years.
- h) The Company entered into a building space rental agreement for studio premises with an institution of education for a period of 3 years and 11 months, commencing from 1 February 2015 to 31 December 2018.
- i) The Company entered into a land rental agreement with a local company for a car parking area. The Company agreed to pay rental fees at the rate as specified in the agreement. The agreement has a period of 3 years, expiring on 28 February 2018.
- j) A subsidiary entered into lease agreements for car rental in two local companies. The subsidiary agreed to pay rental fees at the rate as specified in the agreement. The agreement has a period of 3 - 4 years with various terminations up to 29 April 2019.
- k) A subsidiary entered into a service agreement for the ratings measurement of television channels in Thailand with Media Agency Association of Thailand for a period of 6 years, commencing from 17 December 2015 to 30 September 2021.

48 Other matters

- a) At the annual general meeting of the shareholders of a subsidiary (“Nation Broadcasting Corporation Public Company Limited”) held on 24 April 2013, the shareholders of the subsidiary approved the issuance and offering of debentures in the amount not exceeding Baht 500 million at a par value of Baht 1,000 each by offering domestically and/or internationally to private placement, and/or investors, and/or institutes. The details and conditions related to the issuance and offering of the debentures will be determined by the Company’s Board of Directors of the subsidiary.

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- b) At the annual general meeting of the shareholders of the Company held on 25 April 2013, the shareholders approved the issuance and offering of debentures in the amount not exceeding Baht 1,500 million at a par value of Baht 1,000 each by offering domestically and/or internationally to private placement, and/or investors, and/or institutes. The details and conditions related to the issuance and offering of the debentures will be determined by the Company's Board of Directors.
- c) At the Board of Directors' meeting of the Company held on 8 November 2013, the Board of Directors approved the establishment of a joint venture in Myanmar with Eleven Media Group Co., Ltd. of Myanmar which has registered share capital of Baht 40 million. It is in the process of establishment the joint venture.

49 Events after the reporting period

- a) At the Board of Directors' meeting of the company held on 12 February 2016, the Board of Directors approved as follows:
 - 1) The appropriation of dividends from the 2015 operating results of Baht 0.03 per share, amounting to Baht 122.03 million. The dividend payment will be approved at the annual general meeting of the shareholders.
 - 2) An increase in the registered share capital of a subsidiary ("Nation U Co., Ltd.") from Baht 170 million (divided into 17,000,000 ordinary shares at a par value of Baht 10 per share) to Baht 340 million (divided into 34,000,000 ordinary shares at a par value of Baht 10 per share).
- b) At the Board of Directors' meeting of a subsidiary ("Nation Broadcasting Corporation Public Company Limited") held on 9 February 2016, the Board of Directors of the subsidiary approved the appropriation of dividends from the 2015 operating results of Baht 0.08 per share, amounting to Baht 42.84 million. The dividend payment will be approved at the annual general meeting of the shareholders.
- c) At the Board of Directors' meeting of a subsidiary ("Nation International Edutainment Public Company Limited") held on 10 February 2016, the Board of Directors of the subsidiary approved as follows:
 - 1) The appropriation of dividends of Baht 0.022 per share, amounting to Baht 3.74 million from the 2015 operating results. The dividend payment will be approved at the annual general meeting of the shareholders.
 - 2) The merger of two indirect subsidiaries, Nation Edutainment Co., Ltd. and Nation Global Edutainment Co., Ltd., which Nation Global Edutainment will remain after the completion.

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Notes to the financial statements

50 Thai Financial Reporting Standards (TFRS) not yet adopted

A number of new and revised TFRS have been issued but are not yet effective and have not been applied in preparing these financial statements. Those new and revised TFRS that may be relevant to the Group's operations, which become effective for annual financial periods beginning on or after 1 January 2016, are set out below. The Group does not plan to adopt these TFRS early.

TFRS	Topic
TAS 1 (revised 2015)	Presentation of Financial Statements
TAS 2 (revised 2015)	Inventories
TAS 7 (revised 2015)	Statement of Cash Flows
TAS 8 (revised 2015)	Accounting Policies, Changes in Accounting Estimates and Errors
TAS 10 (revised 2015)	Events After the Reporting Period
TAS 12 (revised 2015)	Income Taxes
TAS 16 (revised 2015)	Property, Plant and Equipment
TAS 17 (revised 2015)	Leases
TAS 18 (revised 2015)	Revenue
TAS 19 (revised 2015)	Employee Benefits
TAS 21 (revised 2015)	The Effects of Changes in Foreign Exchange Rates
TAS 24 (revised 2015)	Related Party Disclosures
TAS 27 (revised 2015)	Separate Financial Statements
TAS 28 (revised 2015)	Investments in Associates and Joint Ventures
TAS 33 (revised 2015)	Earnings Per Share
TAS 34 (revised 2015)	Interim Financial Reporting
TAS 36 (revised 2015)	Impairment of Assets
TAS 37 (revised 2015)	Provisions, Contingent Liabilities and Contingent Assets
TAS 38 (revised 2015)	Intangible Assets
TAS 40 (revised 2015)	Investment Property
TFRS 2 (revised 2015)	Share-based Payment
TFRS 8 (revised 2015)	Operating Segments
TFRS 10 (revised 2015)	Consolidated Financial Statements
TFRS 13 (revised 2015)	Fair Value Measurement
TSIC 27 (revised 2015)	Evaluating the Substance of Transactions in the Legal Form of a Lease
TSIC 31 (revised 2015)	Revenue – Barter Transactions Involving Advertising Services
TSIC 32 (revised 2015)	Intangible Assets – Web Site Costs
TFRIC 1 (revised 2015)	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRIC 4 (revised 2015)	Determining Whether an Arrangement Contains a Lease
TFRIC 10 (revised 2015)	Interim Financial Reporting and Impairment

The Group has made a preliminary assessment of the potential initial impact on the consolidated and separate financial statements of these new and revised TFRS and expects that there will be no material impact on the financial statements in the period of initial application.

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Notes to the financial statements

51 Reclassification of accounts

Certain accounts in the 2014 financial statements have been reclassified to conform to the presentation in the 2015 financial statements.

	2014			2014		
	Consolidated financial statements		After reclass. (in thousand Baht)	Separate financial statements		After reclass.
	Before reclass.	Reclass.		Before reclass.	Reclass.	
Statement of						
Comprehensive income						
Gain from bargain purchase	7,579	7,579	-	-	-	-
Other income	74,011	(468)	74,479	60,374	-	60,374
Administrative expenses	438,170	90,352	528,522	266,921	46,024	312,945
Management benefit expenses	97,463	(97,463)	-	46,024	(46,024)	-
		<u>-</u>			<u>-</u>	



Other Reference Persons

● Security Registrar (Common Share)

Thailand Securities Depository Company Limited
93 The Stock Exchange of Thailand Building 14th , Rachadapisek Road,
Dindaeng, Bangkok 10400
Tel: (66) 2009-9991

● Certified Public Accountant

1. Ms.Patamavan Vadhanakul
Registration No. 9832.
2. Mr.Winid Silamongkol
Registration No. 3378 or
3. Mr.Veerachai Ratanajaratkul
Registration No. 4323.or
4. Ms.Vannaporn Jongperadechanon
Registration No. 4098.
KPMG Phoomchai Audit Ltd.
1 Empire Tower, 50th-51th Floor, Sathorn Road, Yannawa, Bangkok 10120
Tel: (66) 2677-2000

● Audit Fee

1. The audit fee of the Company and subsidiaries for the year 2014 is Bt 3,560,000
2. Non-audit fee -None-

● Legal Consultants

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