

ANNUAL REPORT 2017



Major Cineplex Group Public Company Limited



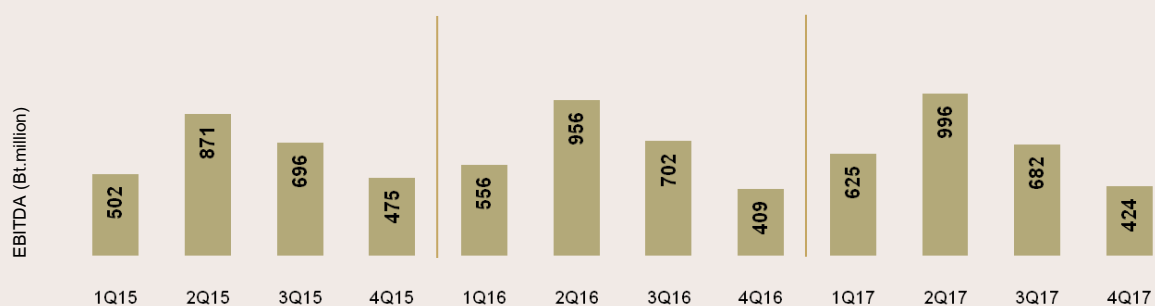
Content



2 Financial Highlights	18 General Information of the company	52 Related Transactions
3 Milestone		59 Major Shareholders
5 The Proud	20 Nature of Business	60 Shareholdings of the Board of Directors and Management
6 Message from Chairman of the Board of Directors and Chief Executive Officer	20 Cinema Business	61 Employee Stock Option Program
	24 Bowling, Karaoke and Ice Skating Business	62 Corporate Social Responsibility
7 Report of the Audit Committee	25 Advertising Services Business	64 Management Discussion & Analysis
8 Report of the Nomination and Remuneration Committee	26 Rental and Services Business	67 Independence Auditor's Report
9 Responsibility Statement of the Board of Directors to the Financial Statement	26 Movie Content Business	71 Financial Statement and Notes
	27 Strategic Investments	
	28 Risk Factors	
10 Directors & Management Team	30 Corporate Management Structure	
14 Organization Chart	39 Good Corporate Governance	
16 Group Structure	50 Human Resources	

Financial Highlights

As of December 31	2015	2016	2017
Revenue Bt.million	8,580	8,745	8,972
EBITDA Bt.million	2,544	2,624	2,727
Net profit Bt.million	1,171	1,188	1,193
EBITDA margin (%))	30	30	30
Net margin (%)	14	14	13
Total assets Bt.million	14,246	14,725	13,808
Total liabilities Bt.million	7,598	8,007	7,309
Total equity Bt.million	6,648	6,718	6,499
Number of shares million	892.5	894.5	894.7
Book value Bt.	7.45	7.51	7.26
Earnings per share Bt.	1.31	1.33	1.33
Dividend per share Bt.	1.15	1.20	1.25
Dividend payout (%)	87.79	90.23	93.98
Net interest-bearing D/E	0.66	0.71	0.65
Return on assets (%)	11.62	10.96	11.33
Return on equity (%)	18.14	17.98	18.29



Milestone

In 2017, Major continued impressive growth

April 2017

- Opening of Major Cineplex at Lotus Nakhonpathom with 2 theaters.

May 2017

- Opening of Major Cineplex at Robinson Phetchaburi with 5 theaters.
- Opening of Blu-O Rhythm & Bowl at Vientiane Center Laos with 8 bowling lanes

June 2017

- Opening of Major Cineplex at Big C Korat 2 with 4 theaters.

July 2017

- Opening of Major Cineplex at Big C Pathumthani with 5 theaters.

August 2017

- The Board of Directors' meeting no.3/2017 on 11 August 2017 approved Major Holding International Company Limited to approve Major Platinum Cineplex (Cambodia) Co., Ltd. which operates cinema business to invest of assets of Siem Reap brand at Cambodia from M.V.P.C. Entertainment Co., Ltd. with total asset value about 1,200,000 USD or approximately 39,900,000 Baht.

September 2017

- Opening of EGV Cinema at Lotus Sukhothai with 1 theaters.
- Opening of Major Cineplex at Lotus Yasothon with 2 theaters.
- Opening of EGV Cinema at Big C Namyuen Ubonrachathani with 1 theaters.
- Opening of EGV Cinema at Big C Bandung Udonthani with 1 theaters.
- Opening of EGV Cinema at Lotus Tha Thong with 3 theaters.
- Selling an investment of PVR BLUO Entertainment Limited to operate bowling, karaoke and entertainment in India in the amount 17,896,666 shares or equal to 49%

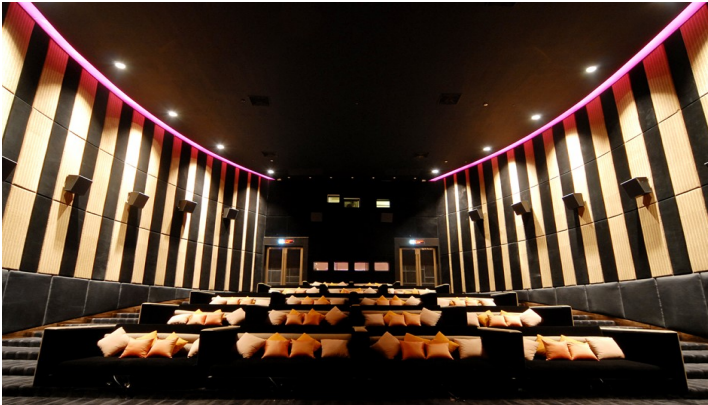
November 2017

- Opening of Major Cineplex at Big C Dan Khun Thot Nakhonratchasima with 1 theaters.

- Opening of EGV Cinema at Big C Tha Ta Koh Nakhonsawan with 1 theaters.

December 2017

- Opening of Major Cineplex at Big C Wang Nam Yen with 1 theaters.
- Opening of Major Cineplex at Big C Suwannaphum Roi Et with 1 theaters.
- Opening of Major Cineplex at Robinson Kamphaengphet with 4 theaters.
- Opening of Major Cineplex at Lotus Pichit with 2 theaters.
- Opening of Major Cineplex at Tops Phichit with 3 theaters.
- Opening of Major Cineplex at Big C Wichienburi with 1 theaters.
- Opening of Major Platinum Cineplex at Siem Reap Center in Cambodia with 3 theaters.
- Opening of Major Platinum Cineplex at Sorya Center in Cambodia with 6 theaters.

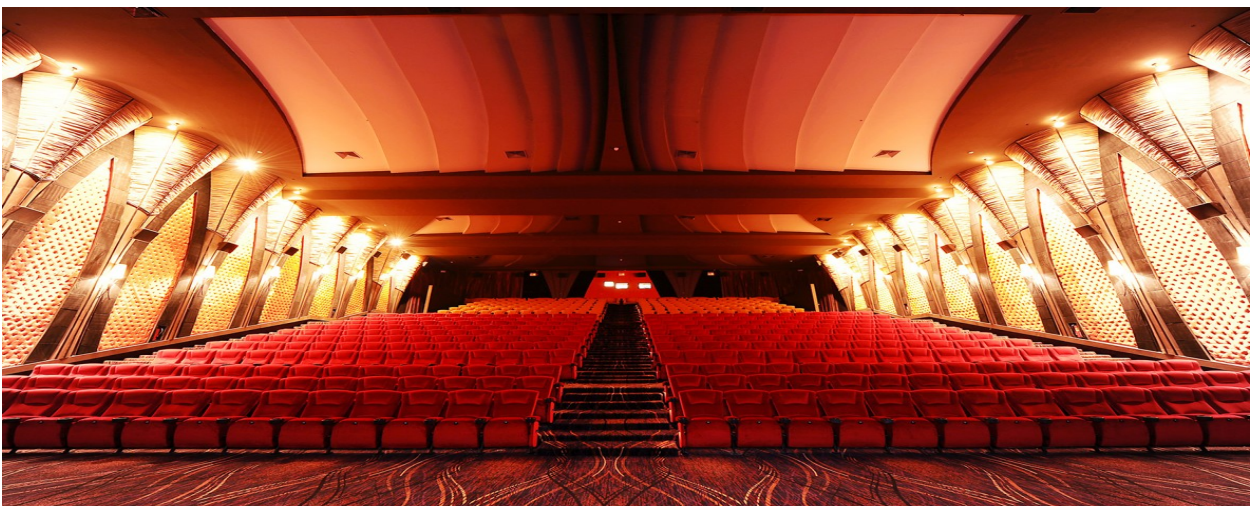


Major Cineplex Group operated 710 screens
131 brands cover 49 provinces in Thailand and
5 brands in Cambodia and Laos.

In 2017, Major Cineplex Group expanded
47 screens 19 brands, 38 screens 17 brands in
Thailand and 9 screens 2 brands in international.



Bowling, Karaoke and ice-skating
Major Cineplex Group operated 15 bowling
locations, 13 karaoke locations and
5 ice-skating locations in Thailand and
International.



The Proud

“SUPERBRANDS THAILAND”

Continuously received Superbrands Thailand Awards 2017 for 9 years from 2008-2016. As the objectives and policies of Major Cineplex Group referred as to become a leader of the innovation and new technology providing a fully great sense of entertainment dreams experience to the consumers along the company's slogan “Sharing the world's best entertainment dreams”. Selected by Superbrand Thailand 3 brand namely Brand Quality, Brand Affinity and Brand Personality by Superbrands Thailand. (January 2017)

“THAILAND CORPORATE EXCELLENCE AWARDS 2016”

Her Royal Highness Princess Maha Chakri.Sirindhorn Corporate Management Excellence Awards by Thailand Management Association in collaboration with Sasin Graduate Institute of Business Administration of Chulalongkorn University. (February 2017)

“NO.1 BRAND THAILAND 2016-2017”

Category: Entertainment Complex based on the survey of the Video Research International (Thailand) Co., Ltd. the head office, Japan and Maketeer Research. The survey focused on the popularity in products and services among 4,000 Thai consumer samples across the country to search for ‘Marketeer No. 1 Brand Thailand 2016-2017’ in various categories. (May 2017)

“Best Cooperative Education Awards”

Certificate of Outstanding Cooperative Education for Large Enterprise at Network Level and Outstanding Cooperative Education Facilitator in Enterprise at Network Level from Office of Higher Education Commission (June 2017)

“Enterprise Awards”

Employee Relations and Welfare from Department of Labour Protection and Welfare (August 2017)



“SET AWARDS 2017

Best Investor Relations Awards 2017”

Listed Companies on The Stock Exchange of Thailand with market capitalization 10,000-30,000 million baht to honor and praise listed companies, securities companies, asset management companies, and financial consulting companies that are outstanding and best in various categories, awarded by The Stock Exchange of Thailand and Money and Banking Magazine. (November 2017)

“IR MAGAZINE 2017”

Outstanding in sector-consumer discretionary from IR Magazine Awards, South East Asia 2017 by Singapore Exchange and IR Magazine (December 2017)

Message from Chairman of the Board of Directors and Chief Executive Officer

The Board of Directors, the Management, all staff and its subsidiaries are proud to be born Thai of H. M.. King Bhumibol Adulyadej. In Remembrance of His Majesty King Bhumibol Adulyadej and pledge to follow the Royal Footsteps in sustaining the development of our business for many years to come.

Major Cineplex Group Company Limited (Major) has continued to demonstrate and accentuate its leadership in the cinema and lifestyle entertainment industries in Thailand. The year 2017 was a challenging moment for business operators of all industries and many issues affect to macroeconomic, but the Company maintained its commitment to optimize and further develop its potential in leading the lifestyle entertaining industries in Thailand and CLMV neighboring countries, especially Cambodia and Laos to ensure continuous growth. We are not just the top operator of movie theaters in the country, the Company embraces our role as total industry catalyst and supporter to keep raising the movie industry of Thailand to higher quality levels, and to promote the export of Thai films while always attracting new filmmakers into the industry.

In the past year, the Company operated a total of 710 screens. In 2018, the Company plans to expand further, enabling our entertainment centers to reach all strategic locations nationwide to lay a firm foundation for robust growth. The existing theaters will be modernized to ensure that all the facilities can keep pace with ever-changing consumer needs, while the multimedia and technological potentials will be optimized to gain access to new clients and add value for all businesses under the Company's umbrella. At the same time, the Company will maintain its prudent financial management and continue to look for opportunities to raise the Company's value to a higher level.

The advertising business of the Company has continued to grow and has expanded its market share. With advertising as a key profit contributor, the Company believes that the expansion of theaters and advertising sales in various forms will continue to widen our customer base and allow further reach to consumers in other segments. The Company is strongly confident that it is capable of seeking additional revenue from our growing advertising business in 2018 and beyond.

On behalf of the management, I would like to express our gratitude to employees for their full dedication. Heartfelt appreciation is also extended to our clients, shareholders, business partners and all stakeholders for their support and trust in our businesses. I hope that you will continue to walk with us on this firm path.



Mr. Somjainuk Engtrakul
Chairman of the Board



Mr. Vicha Poolvaraluk
Chief Executive Officer

Report of the Audit Committee

The Audit Committee of Major Cineplex Group Public Company Limited is comprised of three independent directors. The Audit Committee is empowered by the Board of Directors to review plan, information relevant to financial report and also related transactions which may have the company's conflict of interest. The Committee pursues and promotes good corporate governance by actively creating awareness and providing advice to management on sound risk management and internal control practices.

For the fiscal year 2017, the Audit Committee held eight meetings. In such meetings, the Committee met the management, Head of internal audit and external auditor, in which one meeting was held independently with the external auditor without the presence of executive management.

Each meetings, the Audit Committee conducted reviews and evaluations of accounting policies, the procedures relative to the accounting policies, the internal control assessment and the audit plan. The Audit Committee also reviewed and approved financial statements, and provided recommendations to the Board of Directors in which weaknesses were identified in internal controls, corrective action plans were established to eliminate or reduce the associated risks. From such performance, the Audit Committee provided the following opinions:

1. The Company's 2017 financial reports are accurate, complete and reliable.
2. The Company's assets are safeguarded, proper accounting records are maintained, and resources are utilized effectively and efficiently.
3. The related transactions arising in 2017 were rational and made for the optimal benefits of the Company.
4. The company complied with the good corporate governance policy, the code of business conduct, the securities laws, the Exchange's regulations, and other laws relating to the Company's business.
5. The company has an adequate and appropriate internal control system for operating the business in which the Internal Auditor serves to identify and verify business risks and control weaknesses within the Company by carrying out audit activities systematically. The reports on compliance with good internal control practices and procedures with recommendations were discussed with the relevant management team to incorporate their agreed action plans and submitted to the Audit Committee. Furthermore, the Internal Auditor has held regular meetings with the Audit Committee to give updates on audit results. The Audit Committee is fully committed to ensuring that both corrective and preventive actions are taken in an effective and timely manner.
6. The Company has its standard and procedure to consistently prevent corruptions, frauds and misbehaviors according to the Whistle Blower procedure under the Corporate Governance Policy of the Company.

Accordingly, the Audit Committee has recommended to the Board of Directors that Mr.Kajornkiet Aroonpirodjanakul Certified Public Accountant No.3445 Mr.Boonlert Kamolchanokkul Certified Public Accountant No.5339 and Mr.Chanchai Chaiprasit Certified Public Accountant No. 3760 of PricewaterhouseCoopers ABAS Company Limited, be appointed as the Company's auditor for the fiscal year ending 31 December 2018. The appointment of the auditor and acceptance of its fees will be subjected to the approval of the shareholders at the Annual General Meeting to be held on 5 April 2018.



Mr. Chai Jroongtanapibarn

Chairman of the Audit Committee

19 February 2018

Report of the Nomination and Remuneration Committee

In 2017, the Nomination and Remuneration Committee performed its duties in nominating 4 directors to replace a director who left office at the annual general meeting of shareholders for the year 2017, namely (1) Mr. Chai Jroongtanapibarn, independent Director and Chairman of Audit Committee (2) Mr. Kraithip Krairiksh, independent Director and Audit Committee (3) Pol. Sub. Lt. Kriengsak Lohachala, independent Director and (4) Mr. Thanakorn Puriwekin, Director. The committee considered the qualification, knowledge, capability, experience, good work history, and ethic. As a result, the 4 directors were nominated to be re-elected, which was approved by the board of directors and the annual general shareholder's meeting.

The resolutions of the Nomination and Remuneration Committee No. 1/2017 held on February 17, 2017, Mr. Chai Jroongtanapibarn resigned as the Chairman of the Nomination and Remuneration Committee but still remain a member of Nomination and Remuneration Committee. And the committee appointment of Mr. Kraithip Krairiksh as the Chairman of the Nomination and Remuneration Committee.

And performed its duties in setting remunerations for the Board of Director and sub-committees namely Audit Committee, Executive Committee and Nomination and Remuneration Committee who were not the company's executives or employees by considering their duties, scope of responsibilities, which were equal to the remunerations paid to directors in listed companies of the same size and in the same industry, as well as considering the company's performance, business environment and the overall economy. The remunerations were submitted to the board of directors and the annual general meeting of the shareholders for approval. In 2017, the nomination and remuneration committee convened one time. All committees attend the meetings.

The Nomination and Remuneration Committee performed its assignments with prudence, transparency and independence in accordance with good corporate governance and in the interest of the company and all stakeholders. This practice was in line with the policy and criteria of the Nomination and Remuneration Committee.



Mr. Kraithip Krairiksh


Chairman of the Nomination and Remuneration Committee

Responsibility Statement of the Board of Directors to the Financial Statement

The Board of Directors is responsible for the company and consolidated financial statements as well as financial information as publicized in annual report. The financial statements are prepared according to generally accepted accounting standard in Thailand which applied appropriate policy, consistent practice with careful consideration and best estimation as well as enough disclosure of information in the notes to financial statement. Moreover, the Board of Directors has provided and maintained efficient internal control system to ensure that accounting records are accurate, complete and adequate to preserve assets and prevent fraud or materially irregular operations.

Also, the Board of Directors has appointed the Audit Committee who is independent directors and not be a part of management team to take responsibility of financial statements, internal control system and to ensure and opine over related and conflict of interests transactions that are accurate and complete. The Audit Committee's opinion has been shown in the Audit Committee report in this annual report.

The Board of Directors believes that the company's internal control system is sufficient and be able to ensure that the company and consolidated financial statements as of December 31, 2017 are reasonably trusted.


Mr. Somjainuk Engtrakul
Chairman of the Board




Mr. Vicha Poolvaraluk
Chief Executive Officer

Directors & Management Team



Mr. Somchainuk Engtrakul Age 73

Chairman of the Board of Directors and Independent Director

Date of being a director 1 August 2004

% of Shareholding -

Education

- Ph.D (Honorary Degree) in Public Administration, Sripatham University
- Bachelor of Laws, Sripatham University
- B.A.(Economics), UPSALA College , U.S.A

Last 5 years work experience

Listed Company

- 2004 - Present : Chairman of the Board of Directors and Independent Director, Major Cineplex Group Plc.

- 2008 - Present : Chairman of the Board of Directors, Energy Absolute Plc.
- 2008 - Present : Chairman of the Board of Directors, Vejthani Plc.
- 1995 - Present : Chairman of the Board of Directors, Dhipaya Insurance Plc.

Non – Listed Company

- 2008 - Present : Director, Siam Piwat Co., Ltd.
- 2000 - Present : Director, Siam Piwat Holding Co., Ltd.

Director Training Program

- Role of the Chairman Program (RCP) Class 9/2006
- Director Accreditation Program (DAP) Class 98/2012
- National Defense College of Thailand Class 35, the National Defense College



Mr. Vicha Poolvaraluk Age 54

Director and Chief Executive Officer

Date of being a director 23 February 2002

% of Shareholding 29.60%

Education

- Master Degree of Business Administration, United States International University of San Diego, U.S.A.
- Bachelor Degree of Business Administration, Chulalongkorn University

Last 5 years work experience

Listed Company

- 1995 - Present : Director and Chief Executive Officer, Major Cineplex Group Plc.
- 2008 - Present : Director and Vice Chairman of the Board of Directors, M Pictures Entertainment Plc.

- 2003 - Present : Director, Siam Future Development Plc.

Non – Listed Company

- 2012 - Present : Chairman of Executive Committee, Major Care Foundation
- Director, Member Activities, Chulalongkorn University Alumni Association

Director Training Program

- Director Certification Program (DCP) Class 9/2003



Mrs. Paradee Poolvaraluk Age 56

Director and Executive Director

Date of being a director 23 February 2002

% of Shareholding 2.05%

Relationship with Management

- Chairman's spouse

Education

- Master Degree of Business Administration, United States International University of San Diego, U.S.A.
- Bachelor Degree of Business Administration, Chulalongkorn University

Last 5 years work experience

Listed Company

- 1998 - Present : Director and Executive Director, Major Cineplex Group Plc.

Non – Listed Company

- None -



Mr. Verawat Ongvasith Age 47

Director and Executive Director

Date of being a director 23 February 2002

% of Shareholding 0.11%

Relationship with Management

- Younger brother of the Chairman's spouse

Education

- Master Degree of Business Administration, Boston University of San Diego, U.S.A.
- Bachelor Degree of Business Administration, Chulalongkorn University

Last 5 years work experience

Listed Company

- 2002 - Present : Director and Executive Director, Major Cineplex Group Plc.

- 2013 - 2017 : Director, M Pictures Entertainment Plc.
- 2003 - Present : Director, Siam Future Development Plc.

Non – Listed Company

- 2011 - Present : Chairman of Executive Committee, Sofitel So Bangkok Hotel
- 2011 - Present : Chairman of Executive Committee, Veranda Resort and Spa
- 2011 - Present : Chairman of Executive Committee, Vivat Construction Co., Ltd.

Director Training Program

- Director Accreditation Program (DAP) Class 22/2004



Mr. Chai Jroongtanapibam Age 63

Independent Director and Chairman of Audit Committee

Date of being a director 23 February 2002

% of Shareholding 0.08%

Education

- Master Degree of Accounting, Thammasart University
- Bachelor Degree of Accounting, Chulalongkorn University

Last 5 years work experience

Listed Company

- 2018 - Present: Independent Director, Chairman of the Audit Committee and the Nomination and Remuneration Committee, Major Cineplex Group Plc.
- 2002 - 2018: Independent Director, Chairman of the Audit Committee and Chairman of the Nomination and Remuneration Committee, Major Cineplex Group Plc.

- 2007 - Present: Independent Director, Audit Committee and Chairman of Risk Management Committee, Siam Food Products Plc.
- 2006 - Present: Independent Director, Audit Committee, Chairman of Risk Management Committee and Good Corporate Governance Committee, Oishi Group Plc.
- 2004 - Present: Independent Director, Chairman of the Board of Directors and Chairman of the Audit Committee Thai Metal Trade Plc.
- 2003 - Present: Independent Director, Siam Future Development Plc.
- 2000 - Present: Independent Director and Chairman of the Audit Committee, Team Precision Plc.

Non – Listed Company

- None –

Director Training Program

- Director Certification Program (DCP) Class 29/2003
- Audit Committee Program (ACP) Class 24/2005



Mr. Vallop Tangtrongjit Age 66

Independent Director and Audit Committee

Date of being a director 23 February 2002

% of Shareholding –

Education

- Master Degree of Business Administration, Chapman University, U.S.A.
- Bachelor Degree of Business Administration, San Diego University, U.S.A.

Last 5 years work experience

Listed Company

- 2002 - Present : Independent Director and Audit Committee, Major Cineplex Group Plc.

Non – Listed Company

- Present : Managing Director, Potara Co., Ltd.

Director Training Program

- Financial Statement for Director (FSD) Class 2/2008
- Director Certification Program (DCP) Class 104/2008
- Directors Accreditation Program (DAP) Class 27/2004
- Finance for Non - Finance Directors (FND) Class 16/2005



Mr. Kraithip Krairiksh Age 62

Independent Director and Audit Committee

Date of being a director 8 May 2015

% of Shareholding -

Education

- Master of Arts in Economics, Northeastern University, U.S.A.
- Bachelor of Arts in Economics, Tufts University, U.S.A.

Last 5 years work experience

Listed Company

- 2018 - Present : Independent Director, Audit Committee and Chairman of the Nomination and Remuneration Committee, Major Cineplex Group Plc.
- 2015 - 2017 : Independent Director, Audit Committee and the Nomination and Remuneration Committee, Major Cineplex Group Plc.
- 2017 - Present : Independent Director, Asean Potash Chaiyaphum Plc.
- 2013 - Present : Chairman of the Board of Directors, Pace Development Corporation Plc.

Pace Development Corporation Plc.

- 2009 - Present : Independent Director and Audit Committee, Samitivej Plc.
- 2008 - Present : Independent Director and Audit Committee, Vanachai Group Plc.

Non – Listed Company

- 2009 - Present : Chairman of the Board of Directors, KT ZMICO Securities Co., Ltd.
- 2004 - Present : Director, Capital Market Development Fund Foundation

Director Training Program

- Corporate Governance for Capital Market Intermediaries Class 3/2015
- Director Accreditation Program (DAP) Class 42/2005
- The Urban Development & Administration Training Course for the Executive Administrator (BMA.1), Urban Green Development Institute
- National Defense College, The Joint State - Private Sector Course Class 16



Pol. Sub.Lt. Kriengsak Lohachala Age 75

Independent Director

Date of being a director 25 June 2009

% of Shareholding -

Education

- Doctor of Public Administration, Ramkhamhaeng University
- Master of Public Administration, Kent State University, U.S.A.
- Bachelor of Laws, Thammasat University

Last 5 years work experience

Listed Company

- 2009 - Present : Independent Director, Major Cineplex Group Plc.
- 1995 - Present : Independent Director and Audit Committee, Pricha Group Plc.

Non – Listed Company

- 2014 - Present : Chairman of Bangkok Metropolitan Council
- 2012 - Present : Chairman of the Advisory, Major Care Foundation
- Consultant, Bureau of the Crown Property
- Member, Ruk Muangthai Foundation
- Member, Rajaprajanugroh Foundation under the Royal Patronage

Director Training Program

- Director Accreditation Program (DAP) Class 7/2004



Mr. Wichai Poolvaraluk Age 55

Director

Date of being a director 5 April 2005

% of Shareholding -

Relationship with Management

- Cousin of Chairman

Education

- Bachelor Degree of Economics, Thammasat University
- Modern Managers Program (MMP) class10, Faculty of Commercial and Accountancy, Chulalongkorn University
- Program Executives Capital Market Academy (CMA.) Class.1

Last 5 years work experience

Listed Company

- 2005 - Present : Director, Major Cineplex Group Plc.
- 2007 - 2013 : Chairman of the Board of Directors, International Research Corporation Plc.

Non – Listed Company

- 2006 - Present : President, Worluk Property Co., Ltd.
- Sub-committee for Construction of SET, The Stock Exchange of Thailand (SET)
- Committee Member, Thammasat Economics Association

Director Training Program

- Director Certification Program (DCP) Class 8/2001



Dr. Satian Pooprasert Age 65

Independent Director

Date of being a director 15 February 2013

% of Shareholding -

Education

- Bachelor of Medicine, Ramathibodi Hospital, Mahidol University
- Top Executive Program in Commerce and Trade (TEPCoT) Class.5
- Cambridge-Thammasat Executive Education Program, United Kingdom Class.1
- Program Executives Capital Market Academy (CMA.) Class.5
- Diploma, National Defence College, The Joint State - Private Sector Course Class.4414

Last 5 years work experience

Listed Company

- 2012 - Present : Independent Director, Major Cineplex Group Plc.

Non – Listed Company

- 2011-Present : Directors of The Foundation of International Education (FIE), NIST International School
- 2003 - Present : Managing Director / CEO, Praram 9 Hospital
- 1995 - Present : Executive of Directors, Rely (Thailand) Co., Ltd.
- 1992 - Present : Member of Board of Directors, Praram 9 Hospital

Director Training Program

- Director Certification Program (DCP) 82/2006



Mr. Thanakorn Puriwekin Age 61

Director and Chief Films Officer

Date of being a director 22 April 2004

% of Shareholding 0.05%

Education

- Master Degree of Business Administration, United States International University of San Diego, U.S.A.
- Bachelor Degree of Business Administration, Bangkok University

Last 5 years work experience

Listed Company

- 1995 - Present : Director and Chief Films Officer, Major Cineplex Group Plc.
- 2013 - Present : Director, Chief Executive Officer, M Pictures Entertainment Plc.

Non – Listed Company

- Present : Director, EGV Entertainment Plc.

Director Training Program

- Director Accreditation Program (DAP) Class 22/2004



Mr. Kittikom Poomsawang Age 63

Chief Construction Officer

% of Shareholding 0.0034%

Education

- Thonburi Commercial Collage

Last 5 years work experience

- 2013 - Present : Chief Construction Officer, Major Cineplex Group Plc.
- Present : Director, EGV Entertainment Plc.



Mrs. Jinda Wantanahatai Age 54

Chief Retail Officer

% of Shareholding 0.01%

Education

- Bachelor Degree of Arts, Chandrakasem Rajabhat University

Last 5 years work experience

- 2008 - Present : Chief Retail Officer, Major Cineplex Group Plc.
- 2006 - 2008 : Director of Retails Business, Major Cineplex Group Plc.



Mr. Niti Pattanapakdee Age 51

Chief Media Officer

% of Shareholding 0.01%

Education

- Bachelor Degree of Business Administration, Department of Advertising and Public Relations, Ramkhamhaeng University

Last 5 years work experience

- 2013 - Present : Chief Media Officer, Major Cineplex Group Plc.
- 2003 - 2013 : General Manager, Major Cineplex Group Plc.



Mr. Apichart Kongchai Age 51

Chief Cinema Officer

% of Shareholding 0.0042%

Education

- MBA, Concentration Hotel & Restaurant Management, New Haven University CT, U.S.A.
- Bachelor of Science Sociology and anthropology, Chiangmai University

Last 5 years work experience

- 2013 - Present : Chief Cinema Officer, Major Cineplex Group Plc.
- 2009 - 2013 : Director, Major Cineplex Group Plc.



Ms. Thitapat Issarapompat Age 49

Chief Finance Officer and Company Secretary

% of Shareholding 0.0045%

Education

- Master of Business Administration, Chulalongkorn University
- Bachelor of Business Administration, Major in Accounting, Ramkhamhaeng University

Last 5 years work experience

- 2013 - Present : Chief Finance Officer, Major Cineplex Group Plc.
- 2012 - Present : Director and Treasurer, Major Care Foundation
- 2011 - Present : Company Secretary, Major Cineplex Group Plc.

- Present : Director, EGV Entertainment Plc.
- Present : Director, Siam Future Development Plc.
- Present : Director, M Pictures Entertainment Plc.
- Present : Director, CJ Major Entertainment Co., Ltd.

Director Training Program

- Director Certification Program (DCP) class 148/2011



Ms. Sudaporn Trongpanich Age 43

Chief Technology Officer

% of Shareholding 0.01%

Education

- Master of Science (Economics), Kasetsart University
- Bachelor Degree of Business Administration (Business Computer), Siam University

Last 5 years work experience

- 2013 - Present : Chief Technology Officer, Major Cineplex Group Plc.
- 2011 - 2013 : Head of IT, Major Cineplex Group Plc.



Mr. Apirak Vorachanonth Age 44

Chief People Officer

% of Shareholding 0.0002%

Education

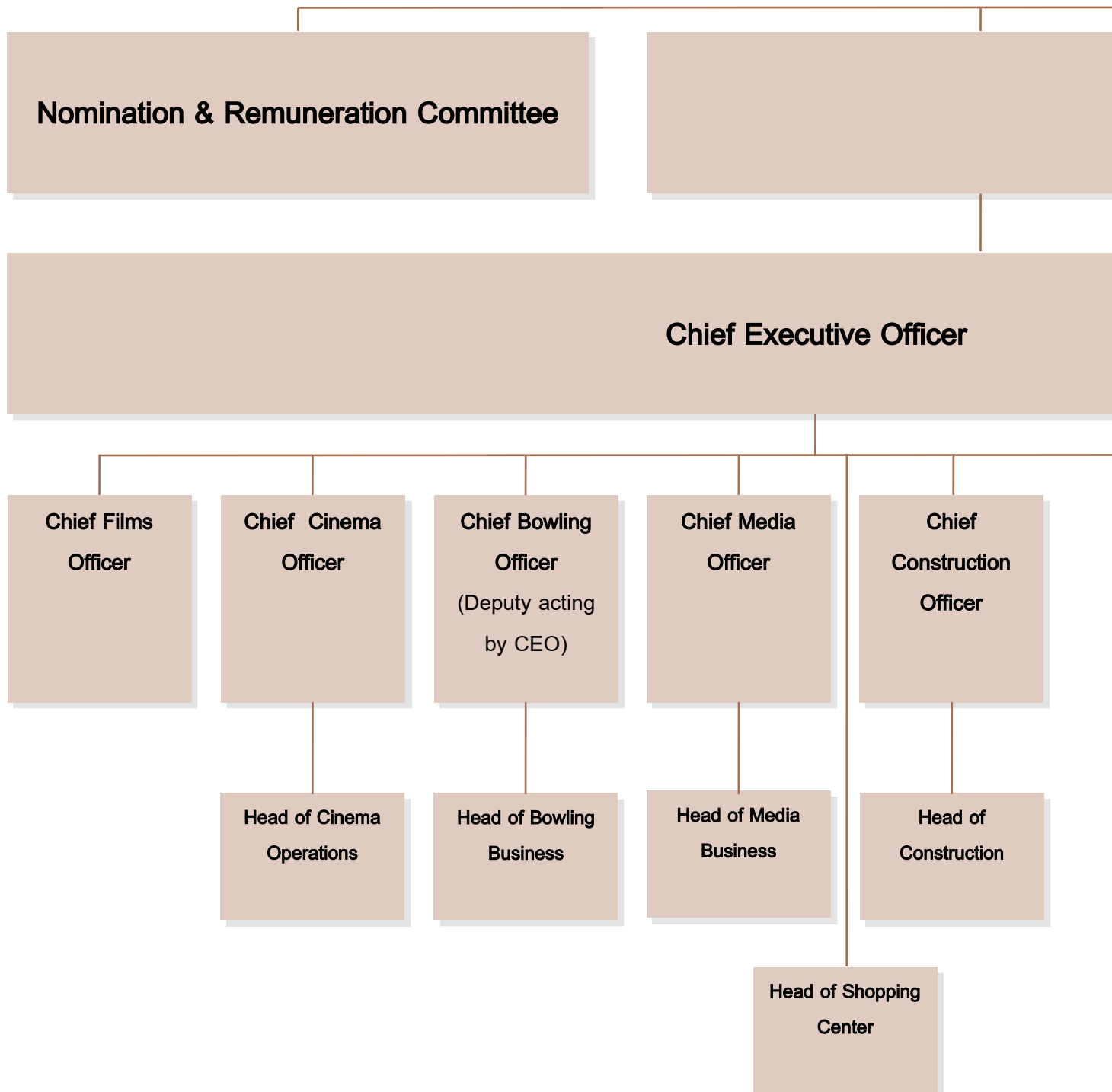
- Master of Art, Major: Population Education, Mahidol University
- Bachelor of Business Administration, Major: Personnel Management, Thai Commercial Chamber University

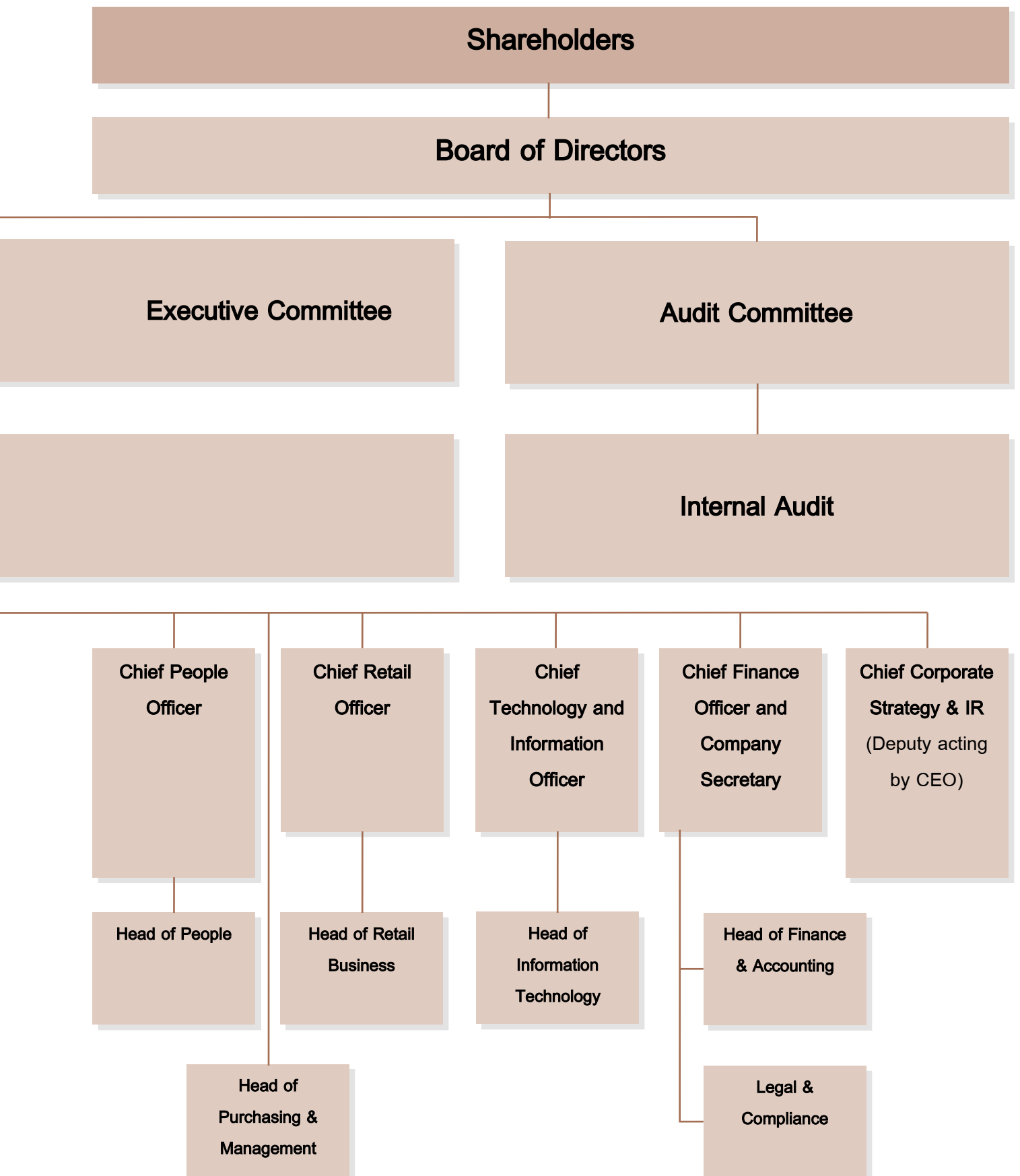
Last 5 years work experience

- 2017 - Present: Director, M Pictures Entertainment Plc.

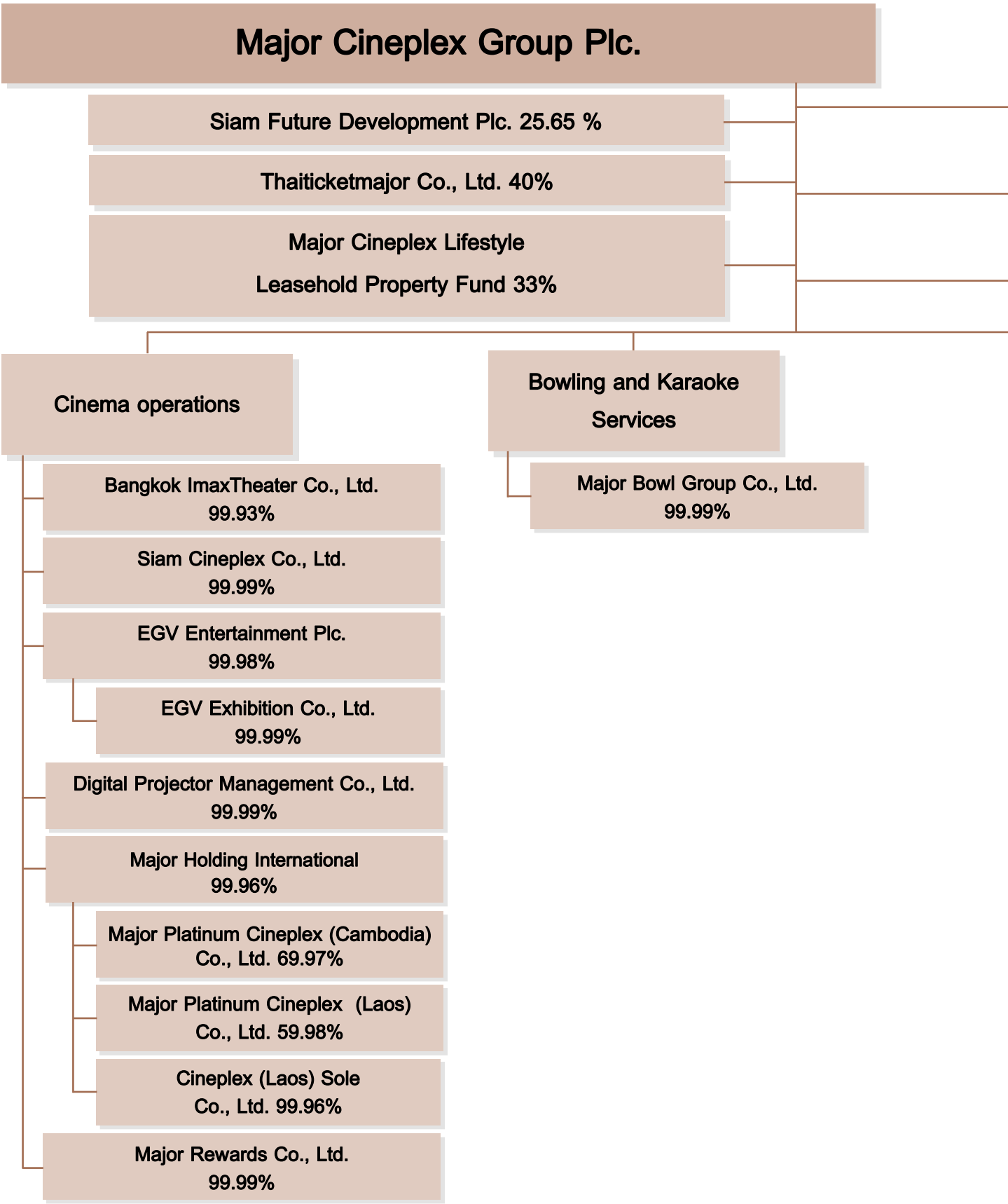
- 2017 – Present: Chief People Officer -People Support Center, Major Cineplex Group Plc.
- 2013 – 2017 : Director -People Support Center, Major Cineplex Group Plc.
- 2006 – 2013 : Assistant Director, People Management - Distribution & Sales, True Corporation Plc.

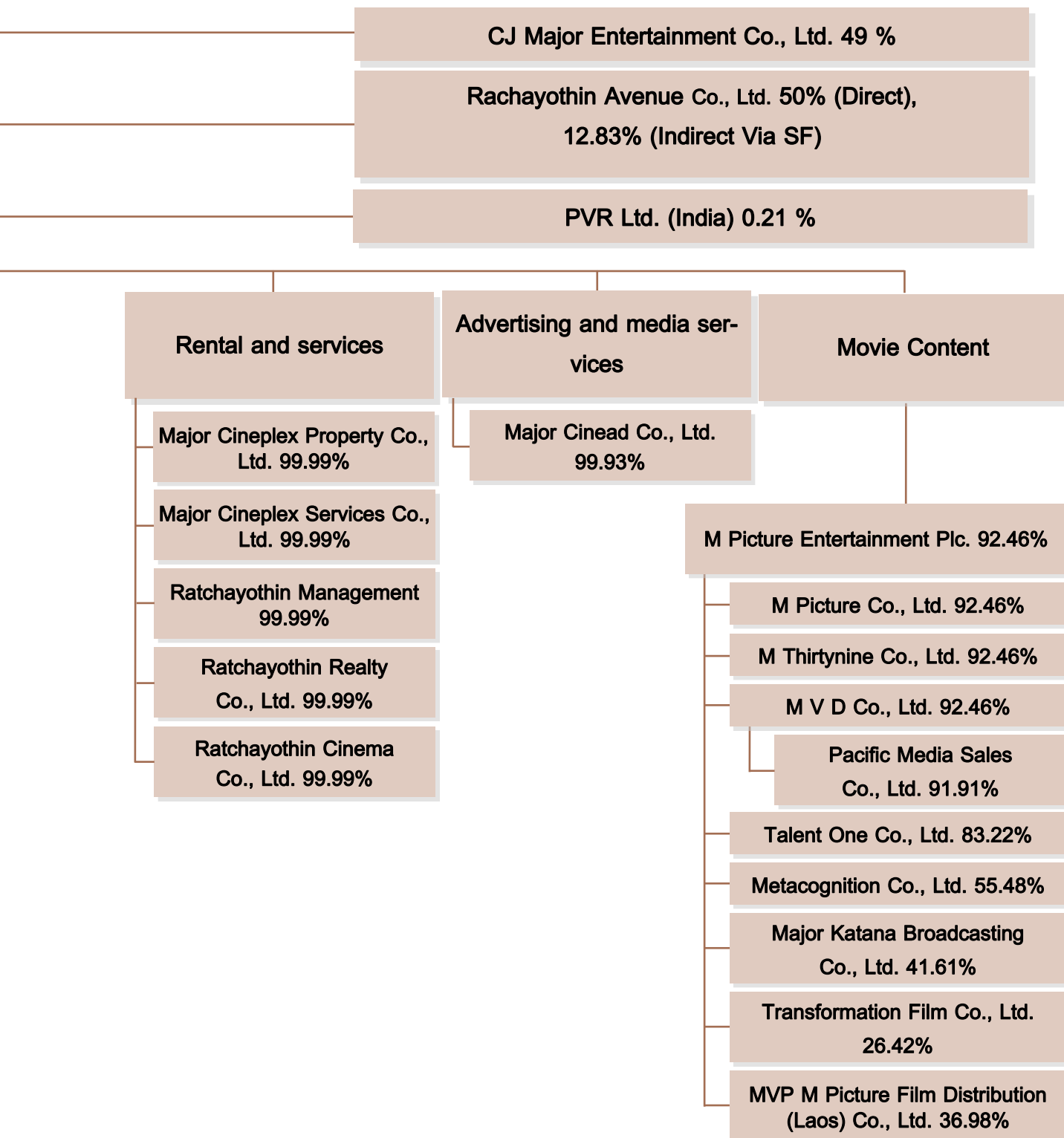
Organization Chart





Group Structure





General Information of the Company

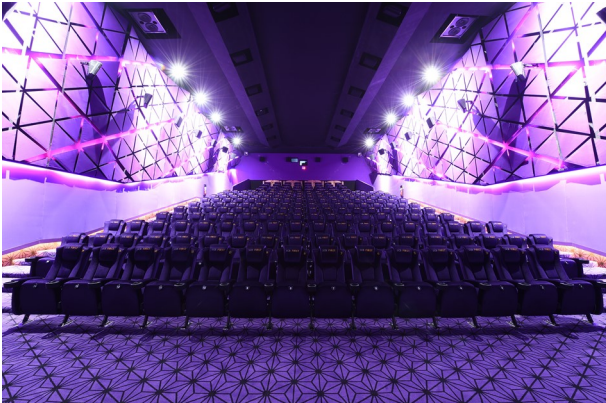
Theatre Business	
Name	: Major Cineplex Group Plc.
Nature of business	: Cinema & Entertainment Complex operator, concession vendor and Rental equipment
Head Office	: 1839 ,1839/1-6 Phaholyothin Rd., Ladyao, Jatujak, Bangkok 10900
Registration no.	: 0107545000047
Registered capital	: 896,266,347 Baht
Paid up capital	: 894,667,502 Baht (as of 31 December 2017)
% of Shareholding	: 100.00%
Name	: Bangkok Imax Theater Co., Ltd.
Nature of business	: Cinema & Entertainment Complex operator, concession vendor
Head Office	: 1839 Phaholyothin Rd., Ladyao, Jatujak, Bangkok 10900
Registration no.	: 0105544003725
Registered capital	: 1,000,000 Baht
Paid up capital	: 1,000,000 Baht
% of Shareholding	: 99.93%
Name	: Siam Cineplex Co., Ltd.
Nature of business	: Cinema & Entertainment Complex operator, concession vendor
Head Office	: 1839 Phaholyothin Rd., Ladyao, Jatujak, Bangkok 10900
Registration no.	: 0105547057656
Registered capital	: 150,000,000 Baht
Paid up capital	: 150,000,000 Baht
% of Shareholding	: 99.99%
Name	: EGV Entertainment Plc.
Nature of business	: Cinema & Entertainment Complex operator, concession vendor
Head Office	: 1839 Phaholyothin Rd., Ladyao, Jatujak, Bangkok 10900
Registration no.	: 0107545000225
Registered capital	: 260,001,575 Baht
Paid up capital	: 260,001,575 Baht
% of Shareholding	: 99.98%
Name	: EGV Exhibition Co., Ltd.
Nature of business	: Cinema & Entertainment Complex operator, concession vendor
Head Office	: 1839 Phaholyothin Rd., Ladyao, Jatujak, Bangkok 10900
Registration no.	: 0105539139100
Registered capital	: 1,000,000 Baht
Paid up capital	: 1,000,000 Baht
% of Shareholding	: 99.96%
Name	: Digital Projector Management Co., Ltd.
Nature of business	: Projector rental and system management
Head Office	: 1839 Phaholyothin Rd., Ladyao, Jatujak, Bangkok 10900
Registration no.	: 015554048284
Registered capital	: 5,000,000 Baht
Paid up capital	: 5,000,000 Baht
% of Shareholding	: 99.99%
Name	: Major Holding International Co., Ltd.
Nature of business	: Holding Business
Head Office	: 1839 Phaholyothin Rd., Ladyao, Jatujak, Bangkok 10900
Registration no.	: 015556003661
Registered capital	: 150,000,000 Baht
Paid up capital	: 90,400,000 Baht
% of Shareholding	: 99.96%
Name	: Major Platinum Cineplex (Cambodia) Co., Ltd.
Nature of business	: Cinema & Entertainment Complex operator, concession vendor and Bowling service
Head Office	: No.35-37 Street 214,Sangkat Boeung Raing,Khan Daun Penh, Phnom Penh,Kingdom of Cambodia.
Registration no.	: 0714 E/2014
Registered capital	: KHR 400,000,000 (100,000 USD x 32.5) = 3,250,000 Baht
Paid up capital	: KHR 400,000,000 (100,000 USD x 32.5) = 3,250,000 Baht
% of Shareholding	: 69.97%
Name	: Major Platinum Cineplex (Laos) Co., Ltd.
Nature of business	: Cinema & Entertainment Complex operator, concession vendor
Head Office	: Vientiane Center Building Ban Nonchan Sisattanak District Vientiane Capital Lao PDR
Registration no.	: 01-00019319
Registered capital	: LAK 2,340,000 x 0.0043THB (300,000 shares) = 10,062,000 Baht
Paid up capital	: LAK 2,340,000 x 0.0043THB (300,000 shares) = 10,062,000 Baht
% of Shareholding	: 59.98%

Name	: Cineplex (Lao) Sole Co., Ltd.
Nature of business	: Cinema & Entertainment Complex operator, concession vendor
Head Office	: Ban Keosamphan, Pakse District, Champasak Province Vientiane Capital, Lao PDR.
Registration no.	: 16-00010251
Registered capital	: LAK 1,000,000,000 x 0.0043THB (100,000 shares) = 4,300,000 Baht
Paid up capital	: LAK 1,000,000,000 x 0.0043THB (100,000 shares) = 4,300,000 Baht
% of Shareholding	: 99.99%
Name	: Major Rewards Co., Ltd. (Change Name from K-Arena Co., Ltd.)
Nature of business	: CRM Loyalty Program, Electronic payment and Coupon Kiosks
Head Office	: 1839 Phaholyothin Rd., Ladyao, Jatujak, Bangkok 10900
Branch	: 39 Moo 6 Bangna-Trad Rd.,Bang Kaeo, Bang Phli, Samutprakan 10540
Registration no.	: 0105555064356
Registered capital	: 20,000,000 Baht
Paid up capital	: 20,000,000 Baht
% of Shareholding	: 99.99%
Bowling and Karaoke business	
Name	: Major Bowl Group Co., Ltd.
Nature of business	: Bowling, Karaoke and Entertainment services
Head Office	: 1839 Phaholyothin Rd., Ladyao, Jatujak, Bangkok 10900
Registration no.	: 0105541034263
Registered capital	: 36,000,000 Baht
Paid up capital	: 36,000,000 Baht
% of Shareholding	: 99.99%
Rental and Services Business	
Name	: Major Cineplex Property Co., Ltd.
Nature of business	: Building space for rent
Head Office	: 1221/39, 1239 Sukhumvit Rd., North Klongton, Wattana, Bangkok 10110
Registration no.	: 0105537078910
Registered capital	: 78,000,000 Baht
Paid up capital	: 78,000,000 Baht
% of Shareholding	: 99.99%
Name	: Major Cineplex Service Co., Ltd.
Nature of business	: Utilities services
Head Office	: 1221/39 Sukhumvit Rd., North Klongton, Wattana, Bangkok 10110
Registration no.	: 0105540016130
Registered capital	: 23,000,000 Baht
Paid up capital	: 23,000,000 Baht
% of Shareholding	: 99.99%
Name	: Ratchayothin Management Co., Ltd.
Nature of business	: Utilities services
Head Office	: 1839 Phaholyothin Rd., Ladyao, Jatujak, Bangkok 10900
Registration no.	: 0105540016121
Registered capital	: 5,000,000 Baht
Paid up capital	: 5,000,000 Baht
% of Shareholding	: 99.99%
Name	: Ratchayothin Realty Co., Ltd.
Nature of business	: Building space for rent
Head Office	: 1839 Phaholyothin Rd., Ladyao, Jatujak, Bangkok 10900
Registration no.	: 0105539097628
Registered capital	: 100,000,000 Baht
Paid up capital	: 100,000,000 Baht
% of Shareholding	: 99.99%
Name	: Ratchayothin Cinema
Nature of business	: Building space for rent
Head Office	: 1839 Phaholyothin Rd., Ladyao, Jatujak, Bangkok 10900
Registration no.	: 0105541034255
Registered capital	: 10,000,000 Baht
Paid up capital	: 10,000,000 Baht
% of Shareholding	: 99.99%

Advertising business	
Name	: Major CineAd Co., Ltd.
Nature of business	: Advertising and advisory service
Head Office	: 234, 13rd floor, Ratchadapisek Rd., Ladyao, Jatujak Bangkok 10900
Registration no.	: 0105544103711
Registered capital	: 1,000,000 Baht
Paid up capital	: 1,000,000 Baht
% of Shareholding	: 99.93%
Movie Contents	
Name	: M Pictures Entertainment Plc.
Nature of business	: Publishing, advertising and distribution of film rights
Head Office	: 234, 13rd floor, Ratchadapisek Rd., Ladyao, Jatujak Bangkok 10900
Registration no.	: 0107544000124
Registered capital	: 1,315,337,205 Baht
Paid up capital	: 1,300,119,176 Baht
% of Shareholding	: 92.46%
Name	: M Pictures Co., Ltd.
Nature of business	: Distribution of film rights for cinema, VCD/DVD production and TV broadcast
Head Office	: 234, 13rd floor, Ratchadapisek Rd., Ladyao, Jatujak Bangkok 10900
Registration no.	: 0105548154744
Registered capital	: 150,000,000 Baht
Paid up capital	: 150,000,000 Baht
% of Shareholding	: 92.46%
Name	: M V D Co., Ltd.
Nature of business	: Distribution of VCD/DVD, Blu-ray and film rights
Head Office	: 234, 13rd floor, Ratchadapisek Rd., Ladyao, Jatujak Bangkok 10900
Registration no.	: 0105545084664
Registered capital	: 200,000,000 Baht
Paid up capital	: 200,000,000 Baht
% of Shareholding	: 92.46%
Name	: Pacific Media Sale Co., Ltd.
Nature of business	: VCD/DVD distribution
Head Office	: 234, 13rd floor, Ratchadapisek Rd., Ladyao, Jatujak Bangkok 10900
Registration no.	: 0105547163570
Registered capital	: 100,000 Baht
Paid up capital	: 100,000 Baht
% of Shareholding	: 91.91%
Name	: M Thirty Nine Co., Ltd.
Nature of business	: Film production
Head Office	: 234, 13rd floor, Ratchadapisek Rd., Ladyao, Jatujak Bangkok 10900
Registration no.	: 0105552004395
Registered capital	: 100,000,000 Baht
Paid up capital	: 100,000,000 Baht
% of Shareholding	: 92.46%
Name	: Talent One Co., Ltd.
Nature of business	: Film production, services for all forms of entertainment and sales of pocket book
Head Office	: 59/1 Soi Sukhumvit 39, Wattana, Bangkok 10110
Registration no.	: 010554068617
Registered capital	: 40,000,000 Baht
Paid up capital	: 40,000,000 Baht
% of Shareholding	: 83.22%
Name	: Major Kantana Broadcasting Co., Ltd.
Nature of business	: Satellite Broadcasting and distribution of film rights
Head Office	: 991 Siam Paragon, 5 th -6 th Floor Rama 1 Rd., Phatthumwan, Bangkok 10330
Registration no.	: 0105553012928
Registered capital	: 40,000,000 Baht
Paid up capital	: 40,000,000 Baht
% of Shareholding	: 41.61%
Name	: Transformation Film Co., Ltd.
Nature of business	: Film production, Advertising, Television program service
Head Office	: No. 6 Soi Nak Ni Wat 12, Nak Ni Wat Rd., Ladprao, Bangkok 10230
Registration no.	: 0105557122281
Registered capital	: 175,000,000 Baht
Paid up capital	: 165,000,000 Baht
% of Shareholding	: 26.42%

Name	: MVP M Pictures Film Distribution (Laos) Co., Ltd.
Nature of business	: Film Distribution in Laos
Head Office	: 4 th Floor, Vientiane Center Shopping Mall, No 13, Kouveng Rd., Nongchan Village, Sisatannak District, Vientiane Capital, Laos People's Democratic Republic
Registration no.	: 01B00080044425(S/1)
Registered capital	: LAK 1,000,000,000 (122,775USD x 36.15) = 4,438,316 Baht
Paid up capital	: LAK 400,000,000 (49,110USD x 36.15) = 1,775,327 Baht
% of Shareholding	: 36.98%
Name	: Metacognition Co., Ltd.
Nature of business	: Advertising Agency Businesses
Head Office	: 234 Suzuki Avenue Building (Ratchayothin) 13rd Floor Ratchadapisek Rd., Ladyao, Chatujak District Bangkok 10900
Registration no.	: 0105559166111
Registered capital	: 2,000,000 Baht
Paid up capital	: 2,000,000 Baht
% of Shareholding	: 55.48%
Strategic Investment	
Name	: Thai Ticket Major Co., Ltd.
Nature of business	: Agent for selling of tickets
Head Office	: 3199 Maleenon Tower, 27 th Floor, Rama 4 Rd., Klongton, Khlongtoei, Bangkok 10110
Registration no.	: 0105543020073
Registered capital	: 10,000,000 Baht
Paid up capital	: 10,000,000 Baht
% of Shareholding	: 40.00%
Name	: Siam Future Development Plc.
Nature of business	: Rental of building space and utilities services
Head Office	: 99 Ratchadapisek Rd., Dindang, Bangkok 10400
Registration no.	: 0107545000187
Registered capital	: 1,776,618,036 Baht
Paid up capital	: 1,776,607,541 Baht
% of Shareholding	: 25.65%
Name	: Ratchayothin Avenue Co., Ltd.
Nature of business	: Rental of building space and utilities services
Head Office	: 99 Ratchadapisek Rd., Dindang, Bangkok 10400
Registration no.	: 0105550006391
Registered capital	: 135,000,000 Baht
Paid up capital	: 135,000,000 Baht
% of Shareholding	: 50.00% (Indirect 12.83%)
Name	: Major Cineplex Lifestyle Leasehold Property Fund
Nature of business	: Rental of building space and utilities services
Head Office	: 400/22 KASIKORNBANK Building, 6 th , 12 th Floor, Phaholyothin Rd. Samsen Nai, Phaya Thai, Bangkok 10400
Registration no.	: 179/2550
Registered capital	: 3,300,000,000 Baht
Paid up capital	: 3,300,000,000 Baht
% of Shareholding	: 33.00%
Name	: PVR Limited
Nature of business	: Cinema & Entertainment Complex operator, concession vendor
Head Office	: 61 Best Lok, Vasant Vihar, New Delhi 110 057 India
Registration no.	: 55-67827
Registered capital	: INR 937,000,000 (INR 937,000,000 x 0.4850) = 454,445,000 Baht
Paid up capital	: INR 467,385,880 (INR 467,385,880 x 0.4850) = 226,682,152 Baht
% of Shareholding	: 0.21%
Name	: CJ Major Entertainment Co., Ltd.
Nature of business	: Producing and distributing film domestically and internationally
Head Office	: 1839 Phaholyothin Rd., Ladyao, Jatujak, Bangkok 10900
Registration no.	: 0105559037388
Registered capital	: 135,000,000 Baht
Paid up capital	: 70,000,000 Baht
% of Shareholding	: 49.00%

Nature of Business



Major Cineplex Group Plc. (MAJOR) is Thailand's leading Lifestyle Entertainment Company established in 1995 and MAJOR was listed on the Stock Exchange of Thailand (SET) in May 2002 with core business of Cinema, Bowling Karaoke and Ice skating rink, Rental and services, Advertising service and Movie contents. For past years of business growth, the company is moving toward to be "The World's Best Cinema and Total Lifestyle Entertainment Complex Provider". Moreover the company has also focused on the best technology and innovation to serve the better service to customers as in the scope of our slogan **"Sharing the world's best entertainment**

dreams". To broaden its network of lifestyle entertainment portfolio as well as establishing partnerships for sustainable future growth, At year-end 2017 the company also invests:

- **25.65% in Siam Future Development Plc. (SF)** – a lifestyle-neighborhood-mall developer.
- **40% in Thaiticketmajor Co., Ltd. (TTM)** – a ticket master for concerts, sport events, transportation, etc.
- **33% in Major Cineplex Lifestyle Leasehold Property Fund (MJLF)** – a real-estate investment trust (REIT) as rental of building and utilities service.
- **92.46% in M Pictures Entertainment Plc.** – an advertising and distribution of films rights
- **0.21% in PVR Limited (PVRL)** - a leading, premium multiplex cinema exhibition company in India.
- **69.97% in Major Platinum Cineplex (Cambodia) Co., Ltd.** – Cinema and Bowling service in Cambodia.
- **59.98% in Major Platinum Cineplex (Laos) Co., Ltd.** – Cinema service in Laos.
- **49.00% in CJ Major Entertainment Co., Ltd.** – film production and distribution of films rights.

Cinema Business

Mr. Vicha Poolvaraluk, the founder of the company built a first standalone "Cineplex" in 1995, with typically built on a long-term leasehold land (20-30 year). The standalone Cineplex is about 7-10 floors building combines customer experiences of cinema & entertainment complex that including of films selection in the multiplex cinema format, and also variety of restaurants, banks, and many other lifestyle shops in one stop with a strong "movie culture" in Thailand which continuous flow of moviegoers traffic every week. At year-end 2017, the company has operated 5 locations standalone Cineplex located in Bangkok, Pinklao (The first standalone in Thailand), Sukhumvit, Ratchayothin, Major Rangsit and Esplanade Ngamwongwan-Kaerai.

Besides the standalone cineplexes, the company also expanded in another three expansion models to across nationwide:

- Shopping mall model
- Lifestyle neighborhood mall model
- Hypermarket model

In year 2004, Major took a stake in Siam Future Development Plc. (Siam Future) - a lifestyle-neighbor-mall developer, which was an alternative expansion model serving customers in the metropolitan areas as well as more urbanized areas around the country. The hypermarket model is another expansion model in the provincial areas. The company builds cinemas & bowling in the hypermarket structures as an anchor tenant. For the provincial dwellers, hypermarket or discount store supercenter serves as a perfect destination, not only for shopping but also for family entertainment, in a very similar fashion as shopping malls are to the urban people. The company joins with hypermarket operators, Tesco Lotus & Big-C



Domestic Branch	Screen	Seats
Major Rangsit	16	3,358
Ngamwongwan	16	4,109
Siam Paragon	16	4,440
Mega Bangna	15	3,409
Ratchayothin	15	3,718
Seacon	14	3,015
Major Pinklao	5	1,045
Central Westgate	12	2,314
Esplanade	12	2,670
Samrong	12	2,373
Central Pinklao	11	1,888
Bangkae - Seacon	10	1,903
Bangkapi	10	2,210
Bangna	10	1,939
Central Chiangmai 2	10	2,427
Central Hatyai	10	2,344
Future Rangsit	10	1,564
Korat	10	2,549
Rama II	9	1,638
Rama III	9	2,565
Central East Ville	8	1,232
Central Rayong	8	1,487
Lotus Bangyai	8	2,050
Paradise Park	8	1,533
Pattaya	8	1,727
Promenade	8	1,859
Quartier Cineart	8	1,436
Sukhumvit	8	1,709
Udonthani	8	2,114
Central Ubon	7	1,566
Chaingmai	7	1,840
Fashion Island	7	1,360
Ladprao	7	1,070
Nonthaburi	7	816
Sahathai Suratthani	7	1,408
Ayutthaya City Park	6	1,233
Bluport	6	1,194
Lotus Suratthani	6	1,298
Petkhasem	6	1,688
Robinson Saraburi	6	1,316
Samsen	6	1,468
Amatanakorn	5	1,290
Aomyai	5	1,172
Big C Burirum	5	1,329
Big C Lopburi	5	1,101

Domestic Branch	Screen	Seats
Big C Roi-Et	5	1,234
BigC Chanthaburi	5	1,333
Big-C Mahachai	5	1,096
Central Pitsanulok	5	1,165
Chacheangsao	5	1,636
Changwattana	5	1,040
Chiangrai	5	1,230
Diana Hatyai	5	1,048
Lotus Khonkaen	5	1,228
Lotus Khon Kaen Patunum	5	1,041
Lotus Songkla	5	1,243
Lotus Srinakarin	5	1,212
Lotus-Baan pong	5	1,442
Nakornsawan	5	1,098
Robinson Samutprakan	5	1,164
Salaya	5	964
Ubonratchatani	5	825
Ayutthaya	4	1,246
Big C Lampang	4	866
Big C Ratchaburi	4	934
Big C Suksawat	4	912
Big C Suphanburi	4	1,066
Big C Udonthani	4	844
Chonburi	4	1,061
Hua Hin	4	1,384
Jampha Lamphun	4	1,092
Kampaengphet	4	965
Krabi	4	1,090
Lotus Klaeng	4	1,079
Lotus Maesod	4	1,181
Lotus Nakhonsrithammarat	4	876
Lotus Nakonpathom	4	897
Lotus Nakornsawan	4	668
Lotus Nongbualumphu	4	994
Lotus Suphanburi	4	877
Lotus-Navanakorn	4	1,189
Nakornsrihammarat	4	1,099
Petchaboon	4	848
Pitsanulok	4	1,016
Robinson Mukdahan	4	1,016
Robinson Roi Et	4	916
Robinson Sakonnakhon	4	856
Saraburi	4	1,064
Siracha	4	1,181
Thanyaburi	4	976

Domestic Branch	Screen	Seats
The Sky Ayutthaya	4	951
Big C Ranong	3	694
Central Samui	3	672
EGV Big C Lamphun	3	738
Lotus Nadee	3	669
Lotus Satun	3	707
Phangnga	3	634
Phayao	3	652
Samui	3	858
Big C Banphai	2	546
Big C Nakhonphanom	2	616
Big C Nan	2	498
Big C Prachinburi	2	616
Big C Samutprakarn	2	348
Big C Sichon	2	456
Lotus Chana	2	456
Lotus Phayakkaphum	2	398
Lotus Phimai	2	377
Lotus Prachuap	2	192
Lotus Samphran	2	414
Robinson Phetchaburi	5	1,024
Big C Korat 2	4	980
Big C Pathumthani	5	1,300
Lotus Sukhothai	1	96
Lotus Yasothon	2	343
Big C Namyuen		
Ubonrachathani	1	194
Big C Bandung Udonthani	1	204
Lotus Tha Thong	3	490
Big C Dan Khun Thot	1	204
Big C Tha Ta Koh	1	204
Big C Wang Nam Yen	1	204
Big C Suwannaphum Roi Et	1	204
Robinson Kamphaengphet	4	753
Tops Phichit	3	625
Big C Wichienburi	1	204
Lotus Pichit	2	348
International branch	Screen	Seats
Aeon Mall - Cambodia	7	1,578
Vientiane Center - Laos	5	1,150
Pakse - Laos	4	1,087
Sorya Phnom Penh	6	807
- Cambodia		
Platinum Siem Reap	3	457
- Cambodia		
Total	710	159,914

Currently the company commands over 70% market share of the Thai cinema industry.

At year-end 2017, the company operated 10 different brands:

- Major Cineplex
- Paragon Cineplex
- Paradise Cineplex
- Hatyai Cineplex
- Westgate Cineplex
- EGV Cinemas
- Esplanade Cineplex
- Mega Cineplex
- Quartier CineArt
- Cineplex

The company has totally 131 branches in Thailand and overseas, which include 710 screens and 159,914 seats. Because of “underscreened” situation in Thailand, the company plans to expands approximately at least 50-80 screens in every year to cover all areas in nationwide. The company concentrates every segment of customers and provides all kind of innovation to serve customers as of RealD, 2D, 3D, 4DX, IMAX, Screen X and sound quality. The company offers cinema services covering the full spectrum of the customer segments. “Major Cineplex” is explore to many new areas across nationwide to serve customer experiences with several of international standard designs and fragment type of cinemas as well.

Also the full function service & newest innovations are created to serve hi-end customers in the “six-star” ambience at the “Paragon Cineplex”. For example, the “Bangkok Airways Blue Ribbon Screen” at the Paragon

Cineplex, where is equipped with fully-reclined, serving foods and beverages in personal lounge before watching the movie, and also this cinema is the first cinema in Thailand which offering spa service. Another premium screen with high innovation at the Paragon Cineplex called “ENIGMA: the Shadow Screen”, a luxurious movie club exclusively for members only. Thirty-three exclusive seats, resembling living room couches adjacent to an exclusive club equipped with full bar services, are perfect for private parties. The venue has become very popular, not only among the high net worth individuals, but also the corporate customers who prefer using the ENIGMA for entertaining their VIP customers in an exclusive atmosphere.

Moreover, the 4DX Theater which Major hold executively license in Thailand. With specially designed seats, 24 types of incredible effects and the 3D digital screening system, this celluloid innovation exposes moviegoers to all sensational experience of motion pictures, light, sound, tactility, and scents.

At year-end 2017, the company has operated 10 locations of 4DX theaters: Paragon, Ratchayothin, Central festival Chiangmai, Central festival Hatyai, Central Plaza West Gate, The Promenade, Central Festival East Ville, The Mall Korat, Mega Bangna and Aeon mall.



The Company has policy to expanded the Cinema Business to Asean Economics Community (AEC) which Phnom Penh - Cambodia was the first market to invest

Major Platinum Cineplex (Cambodia) Co., Ltd.

Major Holding International Co., Ltd. and Platinum Cineplex (which incorporated in Cambodia) invest in the company called "Major Platinum Cineplex Cambodia Co., Ltd." in order of a 70:30 ratio, to opened "Major Cineplex" with 7 screens of the world class luxury cinemas and 13 Bowling Lanes at Aeon Mall on area 4,450 sq.m. located in the center of Phnom Penh, Cambodia including 7 screens 1,578 seats, provide 7 screens of 2D and 3D system, 1 theatre for VIP screen and 1 theatre 4DX screen. In 2017, the company opened Cineplex in Cambodia 2 locations at Platinum Siem Reap 3 screens and the third location at Sorya, Phnom Penh 6 screens

Major Platinum Cineplex (Laos) Co., Ltd.

Major Holding International Co., Ltd. coordinated with Platinum Cineplex Co., Ltd. under "Major Platinum Cineplex" brand, opened 5 screens, 1,148 seat at Vientiane Center, Laos. Major Holding International Co., Ltd. holds 60% and Platinum Cineplex Co., Ltd. holds 40%

Cineplex (Laos) Sole Co., Ltd.

Major Holding International Co., Ltd. invest in the company called "Cineplex (Laos) Sole Co., Ltd." The company hold 100% investment 1,000,000 LAK (Par 10,000 LAK) or 4,300,000 baht, to opened cinema with 4 screens 1,087 seats at Friendship Mall in Laos.



Bowling, Karaoke and Ice Skating Business

Bowling & Karaoke business has become part of the portfolio of lifestyle entertainment services since 1997. The first location located at Major Sukhumvit, with 20 bowling lanes. Rather than being a typical sports bowling venue, “Major Bowl Hit” is launched with an “entertainment bowling” concept and positioning its as friends & families can come in & enjoy the game. In 2006, “**Blu-O Rhythm & Bowl**” was introduced, targeting at the high-end of the consumer segmentation in the metro areas. The first Blu-O Rhythm & Bowl was put up at the Siam Paragon (a mega shopping mall in the heart of Bangkok). By providing 38 bowling lanes, 16 karaoke rooms, include 2 Platinum rooms with 4 exclusive bowling lanes each & karaoke facilities. Continuously, the company opened more branches under “Blu-O Rhythm & Bowl” brand. For oversea expansion, in 2014, the Company expanded the Bowling Business in Cambodia. This new branch offered 13 bowling lanes including 1 Platinum room and in March 2017, the company opened bowling 8 bowling lanes in Laos. Furthermore, “Sub-Zero: the Ice Skate Club” is the latest lifestyle entertainment that has been added to the portfolio. It is rapidly become one of the most popular meeting joints for the hip & cool customer segments in town with the concept of “sport and entertainment”. The company also provides academy ice link by offering Figure and Hockey class. Sub-zero has a compact ice skating rink

of about 800 – 1,000 sq.m. per branch. In 2015, the company operated 5 branches of ice skating comprising Esplanade Ngamwongwan-Kaerai, Sukhumvit, Mega Cineplex, Central festival Chiangmai, Central festival Hatyai.

At year-end 2017, the company operated 16 bowling locations comprising 298 lanes, 169 karaoke rooms and 5 ice skating rinks in Thailand and Cambodia.

Domestic branch	Bowling Lanes	Karaoke Rooms	Ice Skating Rinks
Siam Paragon (Blu-o)	38	15	-
Ratchayothin (Blu-o)	26	19	-
Rangsit (Blu-o)	26	13	-
Mega Cineplex (Blu-o)	24	25	1
Esplanade Ngamwongwan-Kaerai (Blu-o)	24	13	1
Esplanade Ratchada (Blu-o)	22	17	-
Pattaya (Blu-o)	22	9	-
Pinklao (Blu-o)	20	14	-
Sukhumvit (Blu-o)	20	10	1
Udonthani	16	7	-
Central Festival Hatyai (Blu-o)	15	10	1
Changwattana	14	9	-
Chonburi	10	8	-
Central Festival Chiangmai	-	-	1
International branch			
Aeon Mall - Cambodia	13	-	-
Vientiane Center - Laos	8	-	-
Total	298	169	5



Advertising Services Business



From the increasing of business's expansion and attracts more than 30-35 million of customers annually. A subsidiary called "Major CineAd Co., Ltd." has been established to engage the advertisers and media agencies with full-range of advertising services, ranging from simple cinema screen advertising to fully-integrated below-the-line media solutions incorporating all media available in the Cineplex network across nationwide. With additional revenues generated on the existing assets, it makes the advertising business, which "Cinemia" can contributed



more than 85% of gross margin.

As of now, cinemia integrate below-the-line media solutions for many dominant players into many industries. The solutions include the screen advertising and also new media like VDO walls, tri-vision, plasma screens, menu board, outdoor media (Billboard/Cut-out) and 4D Ads - the newest innovation for only in theatre. In addition, the company has got several activities such as interactive media and cross promotion to increasing the advertising revenue as well as admission sales consequently with Cinemia, another effective channel to advertise and direct to the target, it continuously creates an increasing of growth rate in every year.



Rental and Services Business

The company operates retail space in the Standalone Cineplex to fulfill the lifestyle entertainment model by offering the customers with various entertainment services beyond movie, bowling karaoke and ice skating. The company selects trendy brands that offer distinctive products and services that match customers' lifestyle and satisfaction. There are 2 types of retail space which are long-term lease contract which is more than 3 years and short-term rental contract which is less than 3 years.

As the Cineplex becomes "destination" for lifestyle entertainment, the company is able to attract many leading international chains as well as the newly emerging local brands. With the intense competition among the quick-serve restaurant chains, every brand is in need of new rental space to expand their new branches. This has resulted in high occupancy rate in every location. Moreover, company provides all services in space rental which are the electricity, air-conditioned services, fire protection system, cleaning and security system as well as common area management services such as elevator, escalator and

parking. However a construction of BTS project called the Green-Line (North), from Mochit to Saphan Mai had been constructed since 2016, the extended line is scheduled to open for service in 2020. In this meantime, Major got significantly impact from decreasing of rental revenue as well as occupancy rate declined. Therefore, the company expects that the rental revenue will get sustainable growth once the construction is completed.

Branch	Areas (sq.m.)	%Occupancy
Metropolis	21,961	100%
Ngamwongwan-Kaelai	11,500	61%
Sukhumvit	6,619	94%
Ratchayothin	2,954	96%
Samrong	935	83%
Rangsit	1,564	95%
Aommai	1,150	88%
Future Rangsit	673	97%
Ramkamheang	451	72%
Samui	89	48%
Siam Paragon	374	84%
Nakhon Sawan	190	100%
Pisanuklok	186	100%
Rama II	133	100%
Quartier Cineart	120	100%
Bangkapi	110	100%
Lotus Navanakorn	99	100%
Chiangmai	30	100%
Total	48,687	89%

Movie Content Business

The company has a strategic investment in the film distribution business through its 92.46% stake in M Pictures Entertainment Plc. The company invested in film distribution business directly; on the theatrical side, the company held a stake in M Pictures Co., Ltd., which provided the upstream theatrical distribution services to create an integrated distribution company.

In 2017, the company has several subsidiary companies under theatrical business, which includes:

- M Picture Co., Ltd. 92.46%, Distributing of film rights for cinema services.
- M Thirtynine Co., Ltd. 92.46%, Film Production.
- M.V.D. Co., Ltd. ("MVD") 92.46%, Distribution of VCD/ DVD, Blu-ray and film rights.
- Pacific Media Sale Co., Ltd. 91.91%, Distribution of CD, VCD and DVD. (Subsidiary under M.V.D.)
- Talent One Co., Ltd. 83.22%, Printing, Distributing pocket book, and Film production.

- Metacognition Co., Ltd. 55.48%, Advertising Agency.
- Major Kantana Broadcasting Co., Ltd. 41.61%, Satellite broadcasting and distribution of film rights.
- MVP M Pictures Distribution (Lao) Co., Ltd. ("MVP") 36.98%, Film Distribution in Laos
- Transformation Film Co., Ltd. 26.42%, Film Distribution.

In 2017, the company concentrate to be part of develop Thai movie industry according to seeking for sustainable growth in nationwide and international market



Strategic Investments

Siam Future Development Plc. (SF)

The company currently invests 25.65% in Siam Future Development Plc. with the symbol SF, a lifestyle-neighborhood-mall developer. Siam Future develops low-rise lifestyle malls, open-air building located next to the residential areas. The rationale for the investment in 2004 was synergy to each other. The company is an anchor tenant that generates traffic to the lifestyle malls. With rapid expansion of Siam Future contributed sustainability growth to Major.

Thai Ticket Major Co., Ltd. (TTM)

In June 2007, the company took 40% stake in Thai Ticket Master Dot Com Co., Ltd., whose name was subsequently changed to Thai Ticket Major Co., Ltd. (TTM). The rationale was to expand the company's business into ticketing sales channel as well as enhancing value from the existing assets. Cinema ticket box offices are turned into also ticketing services counters for concerts, sports events, transportation. Not only better utilization of the resources at the box offices, TTM also generates additional traffic into the cineplexes which could also be enticed to consume other entertainment services.

Major Cineplex Lifestyle Leasehold Property Fund (MJLF)

The REIT was registered June 2007, two standalone cineplexes (Major Ratchayotin & Major Rangsit) were initially injected into the MJLF, raising Baht 2.3 billion of cash. The company reinvests 33% of this fund, while the remaining amount was reinvested into a brand new standalone cineplex in Ngamwongwan-Kaerai area and a new lifestyle mall, Major Avenue @ Ratchayotin, a 50:50 joint venture between MAJOR & Siam Future. This development marks an important step for the group as MJLF becomes a vital vehicle for sustainable future growth. The company can now expand with the original standalone cineplex model without raise capital. The standalone cineplexes with much bigger size of cinema screens & bowling lanes are expected to drive

higher rate of growth for the income statements than the balance sheets, enabling the company to adopt the "asset-light" strategy with hope to generate higher rate of returns going forward. MJLF is listed on the Stock Exchange of Thailand with the symbol MJLF.

CJ Major Entertainment Co., Ltd.

On 9 March 2016, the joint venture has been made between MAJOR and CJ E&M Co., Ltd - the biggest entertainment enterprise which providing all channel and range of media advertising, especially in cinema field that CJ E&M is the largest business who produce and distribute film in Korea. MAJOR has jointed with CJ under the name 'CJ Major Entertainment Co., Ltd. The company is holding 245 shares for a consideration of Bath 2.45 million. Investment in CJM representing 49.00% of the registered shares is classified as investment in associate taking into account of controlling power and returns. The equity method of accounting is applied to this investment in the consolidated financial information.

On 28 March 2016, CJM increased the authorized share capital by issuing 6,500 new shares at par value of Baht 10,000 per share. The Company additionally acquired shares of CJM for a total consideration of Baht 31.85 million in order to maintain shareholding interest of 49.00%. The first production was released in 2016.

PVR Limited. (PVRL)

Incorporated and listed in the Stock Exchange of India, PVR is a leading and premium multiplex cinema exhibition company in India. PVR pioneered the multiplex revolution in India by establishing the first multiplex cinema in 1997. The company's shareholding in PVR is 0.21% PVR is listed on the Stock Exchange of India with the symbol PVRL.

Risk Factors

The company has its own risk management policy. The following are business risks and risk mitigation.

Risk from film release

Cinema exhibitors have to greatly rely on the steady flow of films. The absence of new movies definitely brings about loss in revenue because income from movie show accounts for 74 of the whole revenue. The main income of the cinema is from ticket sale and the sale amount depends on the number of movies show as well as the popularity of each movie. Indeed, cinema is the primary and paramount channel to deliver the movie, so the movie producer and movie owner have to rely on the cinema so as to pave the way for the subsequent movie redistribution in the other form. Consequently, the interaction among cinema exhibitors, movie representative and movie producers are independent in nature. In this regard, the common goal of the 3 mentioned parties to attain constant growth significantly mitigates the risk of film release. At present, the market share of the company is more than 70 (The evaluation of market share bases on ticket sale for each movie during the first week of show). The company holds market leadership which enhances its bargaining power against movie owners and movie representatives. In addition, the company's entry into movie producing business through M Pictures Entertainment Plc. The Company also supports the film production and mobilizes resources from its subsidiaries and business partners to elevate the Thai movie industry. Also lessens the risk resulting from the off-peak period in which there is no grand movie from Hollywood. Nevertheless, the company is committed to foster cooperative relationship with international and domestic movie producers because the nature of the industry requires interdependence. The company also makes agreement with the movie producer to ensure effective risk management from film release.

Risk from competition

As the industry leader in terms of innovation and prime locations, the company has incessantly continued expand its branches and modernize the existing theaters. There are four models of expansion: standalone cinema, shopping mall, lifestyle mall and hypermarket. This strategy aims at expanding customer base. However, the expansion and growth in branch of competitors also has impacts on the company in terms of possible revenue reduction and comparison of service and facilities by the consumers. The company is fully aware of such competition and hence it focuses on maintaining customer base and explore new customer group by offering additional entertainment experiences including bowling centers, karaoke service and other boutiques in the branch. The company also has constant revamp of the cinemas. These efforts enhance the potentials of the company, making it paramount cinema operator. The other competitor for the cinema is VCD and DVD, legally and illegally produced. The DVD and VCD segment is growing because of a shorter cinema show period of each movie. However it is deemed that this risk is significant because visitors to the company branches can also enjoy other entertainments in addition to watching movies. For the piracy problem, the governments also make serious effort in suppressing those illegal DVDs and VCDs, driving down the number of these illegal media.

Risk from new expansion

In 2018, the company is planning to increase 70-80 additional cinemas in Bangkok, the vicinity and upcountry. The total investment is 800 million baht. The expansion will be financed from financial institutions and/or from publishing the debenture and/or from the cash in operation. The investment for the expansion may induce uncertainty, resulting from return on investment. The new operations may face delayed opening or higher expenditure due to increasing project cost. However, thanks to the well-established experience, the company has average pay back period of 3-4 years per branch and the average

IRR (internal rate of return) for each project is 15-20%. Prior to the project, a feasibility study is carefully conducted. Plus, the project locations are always situated in the residential areas, downtowns or near business districts. These factors ensure fruitful expansion. Nonetheless, if the payback period is longer than expected, the company may consider adjust the number of cinemas, bowling lanes, rental space or rental fee. Sometime, the expansion is co-invested with other partners including Siam Future Development Plc., and operator of the shopping mall. Such cooperation makes the company aware of the updated market insights as well.

Risk from management

The business of the company has been established and become successful under the helm of Mr.Vicha Poolvaraluk, the founder of the company. Hence, it has been perceived that the company has to rely on his stature and experience while there is perceived risk from the change in shareholding among the company founders. Any change related to the founder may not only have ramifications on the relations with the movie producers but also has implication on the confidence in the company and the company revenue as a whole. However, such risk is unlikely given the ownership and bond which Mr.Vicha Poolvaraluk has developed with the company. His commitment to the company has resulted in uninterrupted growth and he is determined to take the company into another level. Moreover, the company has the policy to constantly develop new executives for each business operation. They will be groomed by seasoned senior executives. This enhances the capability to handle risk from management.

Risk from fire accident

The fire accident causes halt in business operation, leading to loss in revenue. However, the company has insurance policy for variance type of accident including fire with sufficient financial coverage for property, business stoppage and third-party liability. As preventive measure, the company has mandatory fire drills which are facilitated and organized by firefighters.

Risk from terrorism and Unrest

The domestic unrest remains persistent. Though the risk in this regard may impact revenue, it is considered that the risk from unrest and public security is insignificant. The company always places importance on strict security measures. Stringent security surveillance is employed as preventive measure in order to reduce the chance for any disorder in the areas under the company jurisdiction. The company is also equipped with CCTV system and metal-detection machines to further secure the property for all people concerned.

Unexpected Risk

In case of unexpected situation, the company prepares business continuing plan for deal with all risk management. This plan can be adapted for all situations. Then, the company could manage and adjust itself to mollify all risk by efficiency.

Corporate Management Structure

The company's management structure, as of 31 December 2017, comprises of the Board of Directors and 3 sub-committees namely executive committee, Audit Committee and Nomination and Remuneration Committee. The committees' scopes of authorities as responsibilities are as follows:

(1) Board of Directors

As of 31 December 2017, the Board of Directors consisted of eleven directors as follow

Name	Position
1. Mr. Somchainuk Engtrakul	Chairman of the Board of Directors/ Independent Director
2. Mr. Vicha Poolvaraluk	Director
3. Mr. Verawat Ongvasith	Director
4. Mrs. Paradee Poolvaraluk	Director
5. Mr. Thanakorn Puriwekin	Director
6. Mr. Wichai Poolvaraluk	Director
7. Mr. Chai Jroongtanapibarn	Independent Director /Chairman of the Audit Committee
8. Mr. Vallop Tangtrongjit	Independent Director /Audit Committee Member
9. Mr. Kraithip Krairiksh	Independent Director /Audit Committee Member
10. Pol.Sub.Lt. Kriengsak Lohachala	Independent Director
11. Dr. Satian Pooprasert	Independent Director

Authorized Signatory Director on the Company's behalf is

Mr. Vicha Poolvaraluk, Mrs. Paradee Poolvaraluk, Mr. Verawat Ongvasith, Mr. Thanakorn Puriwekin Two in four jointly sign and combined with the company seal will be binding upon the company.

Authorities of the Board of Directors

1. The board may assign one or more directors to act on behalf.
2. The board may authorize a director to sign together with the company seal on behalf of the company.
3. The board may appoint or empower any person to conduct the company's business under its supervision with suitable issues and timings. Its appointment or empowerment may be withdrawn by the board itself.
4. Directors, who might have interests on any matter, must have no right to vote on such matters.
5. The board might approve the interim dividend payment if the company has sufficient profit to do so. This payment should be reported to the next shareholders' meeting.
6. Regarding to the Public Company Limited Act B.E 2535 indicated that some transactions, e.g., the consideration

and approval of the company's financial statements, the consideration of profit and capital reserve allocation, the election for directors' replacement due to term expiration, the determination of remuneration, the appointment of external auditors with their compensation, the sales and transfers of The company's partial or overall business, the purchase or transfer the ownership from other companies, the preparation, amendment or revocation of the company's leasing contracts and the empowerment to any person to conduct the business on behalf of the company or the merger with other persons to share profits and losses, the board must have the resolution from the shareholders' meeting on such matters.

Responsibilities of the Board of Directors

1. The board must conduct the business in compliance with laws, the company's objectives, articles of association, and resolutions of the shareholders' meetings with integrity and prudence for the company's best interests.
2. Set the company's vision, strategic and policy and continuously monitor of performance to achieve its goals.

3. Provide the corporate governance policy in a writing and annual review of the policy.
4. Provide the Code of Conduct for directors, executives and employees in a written that use as standard of business and continuously monitor of compliance.
5. Set the risk management policy and monitor the management team to follow the policy and report to the Board of Directors.
6. Ensure accurate, adequate, transparency, timely and fairness disclosed the information to shareholders and relevant stakeholders
7. The board must inform the company immediately their direct or indirect interests regarding to the company's contracts occurred during the fiscal year. Furthermore, they must inform their changes on their holding common shares or bond in the company itself or the affiliate companies during the fiscal year.
8. The board must arrange the meeting at least every three month with at least 2 out 3 of total directors attending the meetings. The resolutions of the meetings are based on the majority votes.
9. The board must organize the annual general shareholder's meeting within four months after the ending of the company's fiscal year.
10. All directors are restricted from conducting, investing, and being partner in the companies having the same business as the company. In case that any director or parties with possible conflict of interest, as per announcements of the Securities and Exchange Commission (SEC) and/or the Stock Exchange of Thailand (SET), may have conflict of interest, the director(s) shall have no authority to approve the matter thus for the best benefits of the company and shareholders.
2. Neither involving in management, non-controlling nor being authorized signatory person, nor being the company's executive' employees, salaried consultant, competent authorized person to control the company, its subsidiaries, affiliates or other juristic persons and in the last 3 years before appointment.
3. Not being a person related by blood or legal registration such as father, mother, spouse, and child including spouse of the child to executives, the company shareholders, controlling persons, or persons to be nominated as executive or controlling person of the company or its subsidiary and be independent from the company shareholders executives and controlling persons.
4. Not having a business relationship with the company in occasional service and commercial business, in accordance with the SET's requirement on the related transaction.
5. Not being a person who has been appointed as a representative of the company's director, the company shareholders or shareholders who are related to the company shareholders.
6. Not having any characteristics which make him/her incapable in expressing independent opinions.
7. Be capable in protecting all shareholders/ benefits equally and supervising in order to prohibits any conflict of interest between the company and related persons, and able to attend the meetings of the Board of Directors in order to make a decision on significant issues.

Independent directors shall perform their duty independently to ensure that the company's politics, plans and operations are correct, appropriate and in line with the company's objectives and rules as well as the shareholders' meeting resolution and related laws in order to equally protect shareholders' benefits. Furthermore, this definition of independent directors has been revised so as to be more strictly than that defined by SEC.

Independent Directors

Independent directors mean director that have specifications as follows:

1. Hold not exceeding 0.5% of total voting shares of the company, its subsidiaries, affiliates or other juristic persons with possible conflict of interest, including the shares held by their related persons (under section 258 of securities and exchange act).

Criteria in Selecting Independent Directors

The company selects independent directors by considering knowledge, experience, and profound understanding of related businesses, vision, sufficient time to perform duty and qualities as stated in the concerned government agencies' announcements, regulations and rules. The company would invite qualified persons to be its independent directors. The company considers that the independent directors are able to exercise their knowledge and capability as well as provide opinions that are useful and appropriate to support the company's business operation.

(2) Audit Committee

The meeting of the Board of Directors resolved the qualifications of the Audit Committee in accordance with and under the international standards as promulgated by SEC/SET. Moreover, the authority scope of the Audit Committee was adjusted according to and under the SET notification.

Definition

Audit Committee

Audit Committee Members mean persons appointed by the Board of Directors or the company's shareholders. The Audit Committee Members must be independent directors and not to be directors assigned by the Board of Directors to make decision on business operations of the company, parent companies, subsidiaries, joint venture, similar subsidiaries, or any juristic persons that may have conflict of interest. They must be neither the director of parent companies, subsidiaries, joint venture and similar subsidiaries. They must have qualifications and responsibilities as announced by the SEC and as per the SET regulations on the qualifications and work scope of Audit Committee. They shall also have sufficient knowledge and experience to review the reliability of the financial statements and perform other duties under their roles as Audit Committee Members. The Board of Directors considered that all the Audit Committee Members are qualified according to the company's definition and comply with the SEC and SET regulations.

The Audit Committee meeting also considered that Mr. Chai Jroongtanapibarn has good knowledge and expertise in accounting and finance, as well as experience in auditing which is adequate to review the reliability of the financial statements. Therefore, he was appointed as the Chairman of the Audit Committee.

As at 31 December 2017, the Audit Committee consists of the Audit Committee are independent directors of 3 members with 3 years term, Moreover, the one of Audit Committee have already passed the "Audit Committee Program" arranged by Thai Institute of Directors (IOD).

Name	Position
1. Mr. Chai Jroongtanapibarn	Independent Director/ Chairman of the Audit Committee
2. Mr. Vallop Tangtrongjit	Independent Director/ Audit Committee Member
3. Mr. Kraithip Krairiksh	Independent Director/ Audit Committee Member

Responsibilities of Audit Committee

1. Ensure accurate and adequate financial reports.
2. Ensure appropriate and efficient internal control and internal audit system to appropriate, efficiency and independence of internal audit as well as consideration set up remove, layoff head of internal audit or other associated.
3. Review the company's operation to comply with the Securities and Exchange Act, the Stock Exchange of Thailand's regulation or other related laws.
4. Consider, assort, appoint external auditors, consider the compensation for them as well as consideration remove or layoff them. Until attend with auditor without manager at least time per year.
5. Consider the disclosure of the company's information regarding to the connected transactions or conflicts of interest transaction to ensure the completeness and accuracy.
6. Prepare the corporate governance report, signed by the chairperson of the Audit Committee, and disclose in the company's annual report.

- (A) Opinion about completeness to reliability of financial statement.
 - (B) Opinion about adequacy internal system.
 - (C) Opinion about performance under the law (security and stock exchange) or the law relative to the business.
 - (D) Opinion about monitor of auditor.
 - (E) Opinion about conflict of interest.
 - (F) Amount of person Audit Committee meeting.
 - (G) Opinion and notice of the Board of Directors form charter.
 - (H) Other items to shareholders and investors acknowledge under the scope and responsibility form director committee.
7. Perform other duties as assigned by the Board of Directors.
 8. Be accountable to the Board of Directors as per roles and responsibilities entrusted and shall report to them the performance, recommendations and findings at least twice a year.

In any case where any Audit Committee Member or parties with possible conflict of interest, have conflict of interest which the company or its affiliates, the acquisition or sale of assets of listed companies and related transactions (if any), as per announcements of the SEC and/ or SET, the Audit Committee shall report the matter to the Board of Directors and/ or the shareholders' meeting for consideration and approval in compliance with referred law and regulations.

(3) Executive Committee

As at 31 December 2017, Executive Committee of the Company consisted of four members;

Name	Position
1. Mr. Vicha Poolvaraluk	Chairman of Executive Committee
2. Mr. Verawat Ongvasith	Executive Committee
3. Mrs. Paradee Poolvaraluk	Executive Committee
4. Mr. Thanakorn Puriwekin	Executive Committee

Responsibilities of Executive Committee

1. Operate and manage the company's business in accordance with laws, objectives and regulations of the company as assigned by the Board of Directors.
2. Operate and manage the company's business in accordance with policy and strategy set by the Board of Directors.
3. Follow shareholders' resolutions with honesty, ethics and care for the company's benefits.
4. Approve borrowings or lending from/to financial institutions including guarantee or make payment in ordinary business of the company such as capital expenditures within 60 million baht per each transaction.
5. Appoint or cancel staff of the company whose title are lower than chief executive officer.
6. Prepare, propose and set business policy and strategy to the Board of Directors.
7. Organize the company's structure and management including interviewing, employing, training and un-employing staff.
8. Set business plan, authority and budget as well as manage business according to policy and strategy proposed to the Board of Directors.

All related or conflict of interest transactions with executive directors in accordance with rules and regulations of Securities and Exchange Commission must not be voted by those executive directors who are related or have conflict of interests. Executive director must to present to the board of director and/or shareholder's meeting consider and approve under regulation or announcement or related law.

(4) The Nomination and Remuneration Committee

Definition

The Nomination and Remuneration Committee

The company's the Nomination and Remuneration Committee means group of persons appointed by the Board of Directors as the Nomination and Remuneration Committee. The Nomination and Remuneration Committee chairman shall be an independent director. At least three fourths of the Nomination and Remuneration Committee Members shall be independent directors in order to maintain transparency and independence in performing their duty. The Committee Members shall have good knowledge and sufficient experience to nominate directors and top management of the company, as well as to perform other tasks as the nomination committee. The Board of Directors considered that all members of the Nomination and Remuneration Committee have the qualifications of good corporate governance. The Nomination and Remuneration Committee considered that Mr. Kraithip Krairiksh, an independent director, is knowledgeable and has experience in nomination and remuneration of directors and top management, therefore the committee appointment of Mr. Kraithip Krairiksh as the Chairman, Mr. Chai Jroongtanapibarn who resigned the Chairman of the Nomination and Remuneration.

As of 31 December 2017, the Nomination and Remuneration Committee comprise 4 Members with 3 years term. They are as follows:

Name	Position
1. Mr. Kraithip Krairiksh*	Independent director / Chairman of the Nomination and Remuneration Committee
2. Mr. Vallop Tangtrongjit	Independent director / Nomination and Remuneration Committee
3. Mr. Chai Jroongtanapibarn*	Independent director / Nomination and Remuneration Committee
4. Mr. Verawat Ongvasith	Independent director / Nomination and Remuneration Committee

Note: The resolutions of the Nomination and Remuneration Committee No. 1/2017 held on February 17, 2017, Mr. Chai Jroongtanapibarn resigned as the Chairman of the Nomination and Remuneration Committee but still remain a member of Nomination and Remuneration Committee. And the committee appointment of Mr. Kraithip Krairiksh as the Chairman of the Nomination and Remuneration Committee.

Responsibilities on the Nomination and Remuneration Committee

Responsibilities on Nomination Function

1. To formulate criteria and policy in nominating directors, members of different committees and the chief executive officer.
2. To consider and nominate appropriate persons to be appointed as directors, and members of different committees and the chief executive officer for approval by the Board of Directors and/or shareholders' meeting.
3. The Board of Directors must to report the results of the nomination committee meetings or other matters that the Board of Directors should be informed.
4. To perform any tasks assigned by the Board of Directors.

Responsibilities on Remuneration Function

1. To formulate criteria and policy on remunerations for the Board of Directors, committees and chief executive officer for the approval by the Board of Directors and/or, as the case may be, the shareholders' meeting.
2. To set necessary and appropriate annual remunerations for the Board of Directors, committees and the chief executive officer.
3. The Board of Directors must to report the results of the remuneration committee's meeting results or other matters the Board of Directors should be informed.
4. To perform any tasks assigned by the Board of Directors.

Directors' Meeting

In 2017, the directors' meeting as following:

Name	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Executive Committee
1. Mr. Somchainuk Engtrakul	4/4	-	-	-
2. Mr. Vicha Poolvaraluk	4/4	-	-	12/12
3. Mr. Verawat Ongvasith	4/4	-	1/1	12/12
4. Mrs. Paradee Poolvaraluk	3/4	-	-	12/12
5. Mr. Thanakorn Puriwekin	4/4	-	-	12/12
6. Mr. Wichai Poolvaraluk	4/4	-	-	-
7. Mr. Chai Jroongtanapibarn	4/4	8/8	1/1	-
8. Mr. Vallop Tangtrongjit	4/4	8/8	1/1	-
9. Mr. Kraithip Krairiksh	3/4	6/8	1/1	-
10. Pol. Sub.Lt.Kriengsak Lohachala	4/4	-	-	-
11. Dr. Satian Pooprasert	4/4	-	-	-

(5) Company Secretary

The Board of Directors appointed Ms. Thitapat Issarapornpat to perform the duties of company secretary on giving the advices regarding laws and regulations which the Board of Directors shall be aware, to monitor the Board of Directors' conduct as well as to coordinate and follow up the execution to be according to the Board of Directors' resolution.

Responsibilities of the Company Secretary

1. To give basic advice to the Board of Directors on related laws, regulations and provisions in accordance with the good practices as well as follow up and monitor the compliance to be accurate and consistent.
2. To arrange meetings of the Board of Directors, committees and shareholders in accordance with the applicable laws, the company's regulations and practices, as well as complying with the good corporate governance policy of the company and SET.

3. To monitor the disclosing of data and information to the responsible government agencies according to the regulations and requirements of related organizations, including communicating with shareholders and take care of them appropriately.

4. To provide and keep the following documents;

(A) Director's record.

(B) Invitation letter and minutes if the Board of Directors meeting, as well as the company's annual report.

(C) Invitation letter to shareholders and its minutes.

5. To keep the conflict of interest report provided by directors or executives.

6. To support the assignment given by the Board of Directors.

7. To operate others as specified by the capital market committee of SET.

(6) Chief Executive Officer and Management Team

As at 31 December 2017, Management team of the company consisted 9 members;

Name	Position
1. Mr. Vicha Poolvaraluk	Chief Executive Officer
	Deputy - Chief Corporate Strategy & Investor Relations
	Deputy - Chief Bowling Business
2. Mr. Thanakorn Puriwekin	Chief Films Officer
3. Mrs. Jinda Wantanahatai	Chief Retail Officer
4. Ms. Thitapat Issarapornpat	Chief Finance Officer
5. Mr. Kitikorn Poomsaeang	Chief Construction Officer
6. Mr. Niti Pattanapakdee	Chief Construction Officer
7. Mr. Apichart Kongchai	Chief Cinema Officer
8. Ms. Sudaporn Trongpanich	Chief Technology Officer
9. Mr. Apirak Vorachanonh	Chief People Officer

Responsibilities of Chief Executive Officer

1. To formulate business plan, investment plan, and annual budget plan for approval by the executive committee and/or the Board of Directors.
2. To be responsible for the overall management and to deliberate all the company's policies to achieve the preset objectives and within the policy, business plan and budget plan approved by the Board of Directors.
3. To be approve an execution or payment according to the company's authorization regulations or annual budget approved by the Board of Directors.
4. To recruit, hire, transfer, reshuffle, suspend or terminate employment of any executives or employees and to stipulate scope of roles and responsibilities and appropriate remuneration. An execution of position equivalent to senior via president or higher shall be reported to the Board of Directors, while an execution of positions equivalent to the internal audit department executives shall be made with the Audit Committee's consideration.
5. To appoint respective authorized persons to sign the company's document in the area of accounting, finance, purchase, production, sale and general management as well as other important document.

6. To set, change, revise or cancel any rules, regulations, order, announcement, punishment measures and internal control systems for use as guideline for all employees and to enable the internal management is executed as per the company's policies.
7. To appoint advisors in various respects significant to the operations for the best benefits of the company. The CEO is empowered to appoint attorney(s) to the lawsuit or defend case related to the company.
8. To assign person to perform task on his/her behalf as deemed appropriate. Such authorization can be terminated, changed or modified.
9. To report the company's performance, progress of any projects and financial status to the executive committee and the Board of Directors.
10. To perform other works assigned by the executive committee or the Board of Directors. In case that the CEO or other persons with possible conflict of interest may have conflict of interest, the CEO shall have no right to approve such matter.

Nomination of the Board of Directors and Management

Criteria for nomination

Nomination of Directors

The Board of Directors has identified the process and upheld the principle of transparency in nominating members of the Board, and ensuring that it will not be interfered by shareholders with the influence on the Management. The Nomination and Remuneration Committee is responsible for nominating qualifying candidates through these channels:

- The company allowed shareholders, individual or in groups holding minor shares of at least 100,000 shares for no more than 12 consecutive months to nominate persons to be appointed as directors to the meeting agenda 3 months prior to the Annual General Meeting of the Shareholders for the Year
- Consider the Director Pool by Thai Institute of Directors Association or other agency or other channel.
- The Nomination and Remuneration Committee consider the person according to the define criteria.
- Board Skill Matrix in the knowledge, experience and relevant expertise of strategic consistency.
- Board diversity
- Leadership, vision, experience including ethic.

Nomination of Management

The nomination for executive, the committee will prescreen the qualifying candidates who fulfill every aspect of the requirement, including knowledge, skills, experience, and a well understanding in the nature of the company's business. The nominated candidates must have an excellent record of work and the capability to manage the company to achieve the goals set by the Board. The nominated candidates will be proposed at the Board of Directors meeting.

Remuneration of the Board of Directors and Management

The Board of Directors' meeting no.1/2017 on 17 February 2017 resolved to approve the remunerations for 2017 no more than Baht 13,100,000 for the directors. Separate to annual compensation and meeting fee Baht 7,200,000 Noted that the company pays an additional Baht 5,900,000 of special remuneration to director's base on year performance.

Type of remuneration as following:-

Position	Annual Remuneration (Baht)
Chairman of the Board of Directors	871,000
Director	545,000
Chairman of the Audit Committee	178,000
Audit Committee Member	69,000
Chairman of the Nomination and Remuneration Committee Member	28,000
Nomination and Remuneration Committee Member	28,000
Chairman of Executive Committee	178,000
Executive Committee Member	69,000

Remuneration of directors in 2017

Name	Position	Annual Remuneration (Baht)	Special Remuneration (Baht)
1. Mr. Somchainuk Engtrakul	Chairman of the Board / Independent Director	871,000	1,204,340
2. Mr. Vicha Poolvaraluk	Director	739,500	1,204,335
3. Mr. Verawat Ongvasith	Director	658,500	387,925
4. Mrs. Paradee Poolvaraluk	Director	630,500	387,925
5. Mr. Thanakorn Puriwekin	Director	630,500	387,925
6. Mr. Wichai Poolvaraluk	Director	545,000	387,925
7. Mr. Chai Jroongtanapibarn	Independent Director / Chairman of the Audit Committee	751,000	387,925
8. Mr. Vallop Tangtrongjit	Independent Director / Audit Committee Member	642,000	387,925
9. Mr. Kraithip Krairiksh	Independent Director / Audit Committee Member	642,000	387,925
10. Pol.Sub.Lt. Kriengsak Lohachala	Independent Director	545,000	387,925
11. Dr. Satian Pooprasert	Independent Director	545,000	387,925

Remuneration of the company's management in 2017

Remuneration of management comprise salary, bonus and provident fund excluding CEO who has no executive remuneration.

Remuneration	Persons	Remuneration (Million Baht)
Salary, Bonus and Provident Fund	8	39.54

Other Remuneration

In addition to ordinary remuneration, the company also allocated Employee Stock Options Program for the company's management and employees (prior to the company's initial public offering) in the recognition of the management and employees' contribution to the company as well as motivation to work for the company in the long run. The details are shown in ESOP section as follow:

Name	Position	Shares (million)
Mrs. Jinda Wantanahatai	Chief Retails Officer	0.35
Ms. Thitapat Issarapornpat	Chief Finance & Account Officer	0.35
Mr. Kitikorn Poomsaeang	Chief Construction Officer	0.35
Mr. Niti Pattanapakdee	Chief Media Officer	0.25
Mr. Apichart Kongchai	Chief Cinema Officer	0.35
Ms. Sudaporn Trongpanich	Chief Technology Officer	0.25

Good Corporate Governance

The company is strongly committed to direct and operate its business by adhering to International standard. The company's Board of Directors used practice guideline Corporate Governance Self Assessment improved to Good Corporate Governance issued by the Stock Exchange of Thailand ("SET") to the company's efficient and transparent management system inclusive to strongly respect shareholder's right and has equal treatment towards shareholders providing accurate and sufficient of significant information, in 2017 the Board of Director has considered and reviewed the CG Code to suitable to the company's for the best benefits of shareholders. In the last year, the company has implemented and maintained good corporate governance practice and complies with those five categories. Details are as follow;

1. Right of shareholders

1.1 Shareholders' right protection policy

The company's Board of Directors formulates the shareholder's right protection policy in writing in 2009. The policy emphasizes on allowing shareholders to have equal rights to have access to the company's operational performance; participating in various decision making; and protecting, promoting, and encouraging shareholders to fully exercise their rights; and not infringing shareholder's rights. Key policies are as follows:

Policy on shareholders' right protection

1. The Board of Directors is responsible for protecting and respecting basic rights of the company's shareholders, such as a right to purchase, sell or transfer shares, a right to the company's profit sharing; right to obtain sufficient information about the company's operation; right to attend the shareholder's meeting to appoint or terminate directors and independent auditors, approve dividend payment, formulate or amend Article and Memorandum of Association, and also a right to approve capital increase or reduction and special items.
2. The Board of Directors has duty to promote and support shareholders to exercise their right in various areas at the Annual General Shareholder's Meeting, including the right to propose meeting agenda in advance, the right to nominate persons as directors, the right to submit

questions to the company prior to the annual shareholder's meeting and the right to openly express opinions and ask questions at the shareholder's meeting.

3. The Board of Directors shall not take any action which may infringe or limit shareholders' right.

4. The Board of Directors has responsibility to facilitate the applying of the shareholders' rights such as giving the significant information updated via website, inviting the shareholders to visit the theatre, etc.

1.2 Allowing shareholders to study information prior to the shareholder's meeting

- The Board of Directors and the company's administration has implemented a policy on shareholder's right, which covers the areas beyond those required by law, especially the right to receive information and significant information. At the Annual General Meeting of the Shareholders for the Year 2017 on 5 April 2017, the company provided sufficient opportunity for shareholders to study the information for 30 days prior to the meeting date and document of the Annual General Meeting were published both in Thai and English languages. The information published on the company's website: corporate.majorcineplex.com is as follows:

1. Invitation to the Annual General Meeting of the Shareholders for the Year 2017
2. Attachment 1: The minutes of the Annual General Meeting of the Shareholders for the Year 2016
3. Attachment 2: Annual Report for the Year 2016 in CD-ROM format
4. Attachment 3: Brief Biographies of Directors to be elected as Directors to replaces those retiring by rotation, and Definition of the Independent Director
5. Attachment 4: Directors remuneration details for the year 2017
6. Attachment 5: List of independent auditors and auditors' remuneration
7. Attachment 6: Guidelines for Proxy Appointment, Registration, and Identification Documents required for attending and voting at the Meeting of Shareholders

- 8. Attachment 7: Profiles of Independent Directors for proxy
- 9. Attachment 8: Proxy form
- 10. Attachment 9: The Company's Articles of Association with regard to the Meeting of Shareholders
- 11. Attachment 10: Map of the meeting venue

- The information and document of the Annual General Meeting of the Shareholders for the Year 2017 were published in both Thai and English languages and are the same as the printed document mailed to shareholders by Depository for Securities (Thailand) Limited (TSD), the company's registrar. Shareholders were given sufficient time to study the information before receiving the printed document from the company 7 days in advance before the meeting.
- In the meeting day, the company facilitated shareholders to exercise their rights to attend the meeting by implementing a barcode system for registration and vote counting, as well as providing the stamps for proxy authorization. The label of registered shareholders was provided for access convenience while meeting, without timeous to recheck their documents.
- After the Annual General Meeting of the Shareholders for the Year 2017, the company compiled the document, including agenda, meeting resolutions, voting results, questions and shareholders' opinion expressed at the meeting, and prepared the "Annual General Meeting of the Shareholders for the Year 2017 Minutes" for publishing on the company's website.

1.3 Preventing limitation of shareholders' right

The company's Board of Directors did not take any action that might infringe or limit shareholders' right must to published all the information on its website prior to the annual general meeting of the shareholders for the year 2017. The company did not distribute additional document containing significant information during the meeting, or add or change meeting agenda or amend significant information without prior notice.

1.4 Providing convenience in shareholders' right exercising

- The company provided sufficient convenience for shareholders and shareholder's proxy to register to attend the meeting by implementing a barcode system for

registration and vote counting as well as distributing voting ballots to the shareholders before the meeting began.

- The company clearly stated shareholders' meeting rules and process in the meeting invitation. The moderator of the meeting also informed the attending shareholders of the rule and voting process at the meeting. The shareholders' meeting minutes also included a record that the meeting was informed of the rules and voting process.
- The company invited its shareholders to exercise their right to site visit. The company also regularly updates information and significant information published on its website.

1.5 Giving sufficient time and opportunity for shareholders to express their opinions

- The company provided opportunity for shareholders to ask questions related to the meeting agenda openly express their opinion. The chairman of the Board of Directors asked the meeting at the end of each agenda. Questions related to the meeting agenda or the company and shareholders' opinion, as well as the answers or clarification by the Board of Directors or the company's management were all record in the meeting minutes.
- The company arranged for voice recording of the shareholder's meeting, and disclosed the significant issues raised during in the meeting minutes for reference in the future and enable shareholders who could not attend the meeting to catch up with the meeting details.

1.6 Meeting attendance of directors

With fully respect of shareholder's right, all the 11 members of the Board of Directors attended annual general meeting of the shareholders for the year 2017. It could conclude that the company still developed organizing the 2017 annual general meeting of shareholders as more strict than the Good Corporate Governance guideline.

2. Equitable treatment towards minor shareholders

The Board of Directors respect shareholder's equal treatment formulated the minor shareholder as follow:

- The company allowed shareholders, individual or in groups holding minor shares of at least 100,000 shares for no more than 12 consecutive months, to propose meeting agenda 3 months prior to the Annual General Meeting of the Shareholders for the Year 2017 or from 31 October 2016 to 31 January 2017. The criteria for proposing meeting agenda in advance was published on the company's website. The Board of Directors' secretary was assigned to compile the meeting agenda and proposed to the independent directors for consideration and to make them the official meeting agenda to the Board on February 2017. In 2017, none of shareholders proposed meeting agenda.
- The company opened opportunity for shareholders, individual or in groups to nominate persons to be appointed as directors or submit questions related to the meeting agenda 3 months prior to the Annual General Meeting of the Shareholders for the Year 2017 or from 31 October 2016 to 31 January 2017. The company's secretary was assigned to compile the nominated person's details and proposed to the nomination committee to consider the qualifications of person nominated by minor shareholders in accordance with the company's nomination procedure and to make them the official meeting agenda to the Board on February 2017. In 2017, none of shareholders made nomination.
- The Board of Directors follows shareholder's right protection policy in order to allocate appropriate time for consideration and to conform to the meeting regulations, the company did not propose new agenda during the meeting or distribute additional document for shareholders consideration without prior notice.
- The Board of Directors encouraged shareholders to select the proxy form that provides them with freedom to select voting decision – agree, not agree, abstain, by preparing Proxy B form. The company also prepared the proxy A (general) and proxy C (for custodian) for its shareholders and published them for easy download on the company's website 30 days prior to the meeting.
- The Board of Directors provided convenience for shareholders who could not attend the meeting but wish to exercise their voting rights by allowing them to assign proxy. The company arranged for 2 independent directors to attend the meeting and vote on behalf of the shareholders; (i) Mr. Chai Jroongtanapibarn, Independent Director and Chairperson of Audit Committee (ii) Mr. Vallop Tangtrongjit, Independent Director and Audit Committee Member. Shareholders can appoint one of the two independent directors as their proxy.
- The Board of Directors encouraged the meeting to use voting ballots. Voting ballots were prepared for each agenda, such as dividend payment and independent auditor remuneration, for transparency and reference in case of objection later.
- The Board of Directors formulated to executive directors and employees use internal information for advantage in Code of Conduct cover internal information security trading, conflict of interest and confidentiality announce in the Good Corporate Governance guideline, meeting and company's website. The company's secretary was responsibility announces disclosure rules to the Board of Directors and executive director explain acquisition of security and disclosure related transactions between director and management.

3. Roles of Stakeholders

The Board of Directors has stipulated and concerned for all stockholders. Not only follow regulation but also create new policy to reach of good corporate governance, by measuring related to stakeholders include 7 parts as follows:

1. Employees and families
2. Customers and creditors
3. Shareholders
4. Business partners
5. Analysts, Investors and Financial Institutions
6. Competitors
7. Social, Community and Environment

The Board of Director sets policy on treatment towards stakeholders as follows;

1. Employees and families

The Company sets policy on treatment towards employees as follows:

- 1) The company shall appropriately reward employees by considering each employee's performance using measurable tools and with fairness. The rewards include monthly remuneration, overtime payment, bonus, production reward, life and health insurance and provident fund.
- 2) The company shall promote and develop employees' knowledge and skills, for example, by arranging training and seminar for executives and employees of all levels.
- 3) The company shall fairly and equally treat all employees, such as in performance appraisal, work record confidentiality, and employee's benefits.
- 4) The company shall respect employees' right and provide opportunities for employees to speak up in case they are not treated properly by providing comment box or through Human Resources Department.
- 5) The company shall provide safe and hygienic work environment that enhance work efficiency and effectiveness.

2. Customers and creditors

The company sets policy on treatment towards customers.

- 1) The company creates customers relationship and cooperation from honesty, reliability and confidence.
- 2) The company has the duty to build customer satisfaction with sufficient and appropriate responsibility and care, as well as giving priority to customer's problems and needs. The management and all employees shall respect the following measures:

- Committed to deliver quality products that directly meet the customer's requirement.
- Respect the conditions agreed with the customers.
- Equally propose price and trade conditions to customers in the same category.
- Provide the customers with accurate information about the product quality and qualifications to ensure confidence and fairness to the company's customers.
- Willing to address customer's needs and concerns as

well as to handle complaints, to recommend and to monitor progress of the matters informed by the customers

The company sets policy on treatment towards creditors.

- 1) The company shall build relationship with and treat creditors with integrity and trust.
- 2) The company shall be responsible and best respect all conditions agreed with the creditors.

3. Shareholders

The Board of Directors has formulated policy related to shareholders.

- 1) The company has duty to protect and respect basic rights of shareholders which are the right to purchase or transfer shares; the right to receive the company's profit share, the right to receive sufficient information about the company's operation; the right to participate in the shareholder's meeting to appoint or terminate directors, appoint external auditor, approve dividend payment, allocate annual net profit, set or amend Article or Memorandum of Association, capital increase or decrease and approve special items.
- 2) The company has the right to promote and encourage shareholders to exercise their right at 'the Annual General Shareholders' Meeting, including the right to propose agenda in advance, the right to nominate directors in advance, the right to propose questions to the meeting prior to the meeting date, and the right to express opinion and ask questions in the meeting.
- 3) The company shall not take any action that may infringe or limit the shareholders.

4. Business partners

The company sets policy on treatment towards business partners.

- 1) The company is responsible for building good relationship with every business partner.
- 2) The company is responsible for providing equal opportunity for each business partner to propose products and services. The company's management and employees who are responsible for dealing with customers shall follow the measures below:

- Equally and fairly treat all business partners.
- Consider and make decision by comparing quality of products and related conditions for the best benefits of the company in both short and long term.
- Keep confidentiality in relations to customers, not accept bribes or commissions from business partners and not disclose information or one or many business partners to other partners.

5. Analysts, Investors and Financial Institutions

The company sets policy on treatment towards Analysts, Investors and Financial Institution.

- 1) The company provides information to analysts, investors and financial institutions including the information about the financial performances, business outlook accordance with the regulations and good corporate governance policy.
- 2) All information including the news that might affect investment decision will be provided in the corporate website.

6. Competitors

The company sets policy on treatment towards Competitors

The company operates business within the fairness of trade competition. The company will not seek for the competitor's trade secrets in any dishonest or inappropriate ways also will not perform any management to destroy the competitor's reputation or discredit the competitors with baseless information which contrary to the company's business ethics.

7. Social, Community and Environment

The company sets policy on treatment towards Social, Community and Environment

The company's commitment is to be a part of the sustainable social development. Therefore, the company has founded the "Major Care Foundation" with main achievement is fundraising to help the disadvantaged people in our social and to develop the surrounding society by promoting a lot of social activities to contribute public benefits and educations. The company's business is to provide the entertainment which has profuse relations with the society. For this reason, to avoid our operations

causes an effect on the community, society and environment, the company has given priority to operate business strictly corresponding with the laws, regulations and related standards. The Company provides knowledge and activities to encourage environmental and social responsibilities of management and employees. The company encourages knowledge and environmental protection activities to strength awareness for management and staff.

The company sets policy on treatment towards Intellectual property

The company operates business under the intellectual property law, including copyrights, patents and other specified intellectual properties, such as using the copyright computer programs and software. For this reason, the contributions to be used in the organization must be checked to assure that those contributions will not infringe anyone's intellectual property.

The company sets policy on treatment towards Human Rights

The company respects to the fundamental human rights which is equivalent for employee and encourages employee to have personal coequal rights, freedoms and equivalences without violation of personal privacy. The company has fair employment and will not participate in any performances against the human rights.

The company sets policy on treatment towards Anti-corruption.

To let the directors, employees and other company's representatives operate the business on propriety, fairness, integrity, transparency and accountability in accordance with laws and business ethics, the company has defined the anti-corruption policies and regulations to prevent malpractice and corruption. The Board of Directors has assigned the Audit Committee to take responsible to control and report the risk of anti-corruption according to the anti-corruption policies and regulations. The anti-corruption policies and regulations are declared through the company's code of conduct of complaints regulations, whistle blowing measures and whistleblower protection.

Anti-corruption guidelines

The whistleblower who found out any complaints or corrupt clues should provide complaints or suggestions directly to the company through the provided channel. The whistleblower should disclose identity to the complaints department which will provide protection and keep all information confidentially. The responsible department will take action in collecting, screening and investigating the received complaints and clues according to the internal processes. In case of the investigation finished and whom the complaint referred is convicted, the suitable penalty will be considered under the company's policy, regulations, majority votes of subcommittee and other relevant law. The internal audit manager will report cases of corruption to the Audit Committee.

The company has provided the following channel for complaints or suggestions related to corruption:

Audit Committee

Major Cineplex Group Public Company Limited
1839, 1839/1-6 Phaholyothin Road Ladyao, Jatujak,
Bangkok 10900

E-mail auditcom@majorcineplex.com

Call Center at 02 511 5427 ext 114

The company's intranet for employees sticky.

4. Information disclosure and transparency

4.1 Results of the execution of corporate governance policy

- In 2017, the company accurately, adequately, timely and transparently disclosed the information required by the SEC and SET through SET's online channel and the company's website. The company has never been punished by the SEC or SET for not disclosing the information as required. The company also regularly appraises the efficiency of information disclosure process and strictly follows the regulations on information disclosure.
- The company also published and regularly updated all significant information submitted to the SET and other information on its website as well as provided such information both in Thai and English for all stakeholders to have equal access to the information. The company has disclosed the annual report within 120 days from the

ending of the company's fiscal year.

4.2 Remuneration of the directors and the management

- The remuneration committee formulated the policy on remuneration of directors, Chief Executive Officer and top executives for the year 2017 as follows:

The policy on remuneration to directors, chief executive officer and top executive directors

1. Remuneration of the company's directors, chief executive officer and top executive directors shall be set in accordance with their duty, scope of responsibility, fairness and attractiveness, which should be equal to remuneration for directors in other listed companies in the same industry and similar size, as well as the size, as well as the company's performance, business environment and overall economic condition.
 2. The remuneration committee shall be responsible for initial consideration and propose for the approval of the Board of Directors and the annual general meeting of the shareholders the maximum remuneration of the year, position remuneration and meeting allowance.
 3. The remuneration committee shall respect the resolution of the Annual General Meeting of the Shareholders on the remuneration budget and details which are also disclosed in the annual report. Remuneration that the directors received from positions in other companies, such as consultancy fee, and directorship in the Company's subsidiaries shall also be disclosed.
 4. Any director who currently holds management position in the company and receives remuneration in the forms of monthly salary will not be entitled for the remuneration.
- The remuneration committee proposed to the Board of Directors and the Annual General Meeting of the Shareholders for the Year 2017 to approve a total of no more than Baht 13.1 million remunerations for the nonexecutive directors. Remunerations for the directors are shown in remunerations of Board of Directors section. The company's directors who also hold directorship in subsidiaries did not receive remunerations from the subsidiaries.

4.3 Board of Directors Report

The company prepared the board of director responsibility towards financial statements together with the independent auditor's report (published in the annual report under chapter board of director's responsibility towards financial statements).

4.4 Roles and duties of the Board of Directors and Committee

The Board of Directors performed their duties in managing the company's operation under the law, objective and regulation of the company and the resolutions at the AGM with honesty in the best interests of shareholders. The Board of Directors has appointed committees to assist in the detailed study of performance monitoring and filtering tasks as assigned.

4.5 Investor Communication

- The Committee of the Company adheres to the policy of disclosing correct, comprehensive, credible and sufficient information in a timely and transparent manner. This practice also applies to the information which may have impact on stock price of the Company. The Investor Relations Team was established to serve as the representative to communicate with institution investors, stockholders, stock analysts and those in the government sector. The Company's website is the main communication channel to convey information on Company's profile, information of the industry, financial information, details of shareholders' meetings, the Company's notification to the Stock Exchange of Thailand, and news reports which affect investment decisions. The Company's website is an effective tool to enable investors to follow the Company's information conveniently.
- The Company also prepared a brief investor relations plan. The plan, which may be changed occasionally upon appropriateness, features the following details:
 1. The Company organizes a quarterly meeting with stock analysts. In case, the analysts seek any other information, the Company will invite them for meetings with Investor Relations Team in a case-by-case basis.
 2. Meeting potential investors (Roadshow) in overseas at least once a year.

3. The Company always strives to disseminate information for investors by participating in exhibitions held by Stock Exchange of Thailand, Investment Analysts Association or other organizations.

In addition, the information is provided in several channels such as IR line (02 511 5427 ext. 893), corporate website, one-on-one meeting, group meeting and site visit.

5. The Board of Director's Responsibilities

5.1 Policy on Good Corporate Governance

- The company's Board of Directors is committed to direct the business in compliance with the good corporate governance which is beneficial and important to promote efficiency and transparency of the company's operation, increase competitive advantages, and add long-term value to the shareholders. The Board of Directors and the administration have formulated good corporate governance practice and made them the company's policy in writing. The Board of Directors approved the policy which has essence as follows:
 - Respecting shareholder's right on various matters, including allowing shareholders to propose agenda in advance for the shareholders' meeting, and nominating in advance persons to be selected as directors, etc. and not taking any action which may infringe or limit the rights of shareholders.
 - Equitably and fairly treating all shareholders, investors, stakeholders and related parties.
 - Accurately, adequately, equitably, and timely disclosing information to shareholders, investors, stakeholders and related parties through appropriate channels, including website, to enable shareholders and stakeholders to have easy access to the information.
 - Performing its duties and responsibility in supervising and directing the operations of the company with integrity, ethics and prudence to achieve the company's goal and for the best benefits of the company and its shareholders, as well as preventing conflict of interests.

- Managing the company with transparency under sufficient internal control and audit system.
- Controlling and managing risks at the appropriate level.
- Operating the company with integrity and in compliance with laws and business ethics.

5.2 Structure of the Board of Directors and Committees

- The Board of Directors viewed that, considering its current scope of responsibilities, it is appropriate to have 11 members who have different qualification, skill, experience and specialization that will benefit the company, and ability to contribute time and efforts to perform duty to strengthen the Board of Directors.
- The Board of Directors gives priority to transparency and therefore stipulated that the board of director chairman is an independent director and shall not be the same person as the Chief Executive Officer or President.

5.3 Leadership and vision

- The Board of Directors has strong leadership, vision and independence in making decision for the best benefit of the company and its shareholders. Roles and responsibilities of each committee are clearly separated. The administration information for the Board of Directors consideration.
- The Board of Directors expects to a goal to ensure stable business with long-term sustainability and success in cooperation with the management in reviewing and ensuring that vision and mission best address the changing environment. The business goals, business plan and budget were prepared by taking into consideration the maximum added value and long-term stability of the company and its shareholders. The Board of Directors also direct the business and ensure that the business operation is efficiently executed by the management.
- The Board of Directors encouraged good corporate governance within the organization and formulated good corporate governance practice, code of ethics, measures and approval procedure of related transaction between the company and related parties or persons who may have conflict of interest, as well as clearly separated the authority of shareholders from that of the Board of Directors, the Board of Directors and the executives and other committees

for balance of power and independence and transparency.

5.4 Conflict of interest

- The Board of Directors shall consider related transaction that may cause conflict of interest between shareholders, directors and the management with best prudence, integrity, reasonableness and independence within good business ethic framework, and disclose complete information for the best benefit of the company. The Board of Directors shall strictly conform to the criteria and procedures or regulations set by SET and ask the audit committee to provide information about the necessity and appropriateness of such transaction.
- The Board of Directors formulated measures and approval procedure of related transaction between the company and its subsidiaries or persons who may have conflict of interest. The persons who may have direct and indirect conflict of interest shall not be allowed to make decision on the matter. The audit committee is required to participate in the consideration and provide opinions on the necessity and reasonableness of the items proposed for the best benefits of the Company. The board of the financial statements prepared by using the generally accepted accounting principles published in the annual report.

5.5 Business ethics

- The Board of Directors prepared the Management and Employees' Code of Ethics for the Company's management and employees to use as guideline in performing their duties and to strictly and consistently implement in terms of business operations, equitable and fair treatment towards stakeholders, matters related to conflict of interest, information confidentiality and possible fraudulent use of information, bribes, and gifts. The Board of Directors assigned the internal audit unit to monitor and audit the implementation of Code of Ethics.
- The Board of Directors shall monitor and ensure that the company's business operation, directors' ability to perform their duties, operation by the management, and employees work are within ethical framework in addition to the company's regulations and related laws.

5.6 Balance of power for non-executive directors

- The Board of Directors structure comprised 6 non-executive and independent directors and 5 executive directors. As of 31 December 2017, the company had 11 members of the Board of Directors. The balance of power by non-executive directors was as follows:

Executive directors

5 persons (45 %)

Non-executive and independent directors

6 persons (55 %)

5.7 Integration or segregation positions for managerial balance of power

The Board of Directors clearly divides scopes of roles and responsibilities among the Board of Directors, executive committee, audit committee, nomination committee, remuneration committee and chairman of executive committee, as well as the chair man of board with a clear stipulation that shall not be the same person as the Chairman of the Executive Committee or Chief Executive Officer not have any relations with the management in order to prevent any executive to have unlimited, check and balance management.

The Chairman of the Board of Directors performs his duties and responsibilities as the chairman of the committee including being the chairman of the annual general meeting of shareholders to conduct the meeting properly and transparently. The chairman also provides adequate and equal opportunities for the meeting attendees to question and express their opinions or suggestions as well as letting the attendees to take participation in discussing and voting for the significant issues.

Chief Executive Officer performs his duties and responsibilities in managing the company's operation; business plan, investment plan and annual budget plan to present to the Board of Directors for approval. The chairman's duties also include supervising and controlling the company's policies to achieve the preset goals.

5.8 Role and responsibilities of the Board of Directors

- In 2017, the Board of Directors reviewed and approved significant operational matters and directed the management to efficiently implement the policy and

effectively manage the budget.

- The Board of Directors reviewed the approved written good corporate governance policy at least once a year.
- The Board of Directors prepared and distributed the Code of Ethics in writing to directors, executives and employees; and reviewed other ethics for directors, executives and employees to understand ethical standards applied to its business operation. The Board of Directors assigned the internal audit department to monitor the execution of such standards.
- The Board of Directors provided financial statement control and regulations implementation. The internal audit department independently performed its duty in monitoring the implementation of these regulations and control measures and reviewed the system at least once a year.

5.9 The Board of Director's meeting

- The Board of Directors convened at least 4 times a year and arranged the meeting in accordance with the company's rules, the Public Limited Company Act B.E. 2535 and SET's regulations. The chairman of the Board of Directors, in the capacity of the meeting chairman, shall promote prudence in any consideration, provide sufficient time for the management to present significant information and for directors to discuss the matter. Meeting minutes for every meeting was made for future reference and checking. The directors are responsible for attending every meeting of the Board of Directors except in case of extreme necessity.
- Before the Board of Directors meeting in 2017, At the end of the year 2016 the board of director secretary prepared meeting agenda for the Board of Directors to be able to schedule themselves all the year round. The board of director secretary shall prepare the whole year meeting agenda and matters to be considered in each meeting in order to provide sufficient detailed information.
- In each meeting in 2017 the company's secretary will send meeting agenda and related information were distributed to the directors 7 days prior to the meeting date to provide sufficient time for the directors to study and discuss important issues.

- The meetings were strictly held in compliance with the company's rules and regulations, and the Public Limited Company Act B.E. 2535. by allowing directors to discuss the matter carefully, and the meeting must have directors attending the meeting at least 2 out of 3 of the total number of directors to constitute a quorum, thoroughly and the company's secretary and legal advisor to attend meetings and take notes, questions, and recommendations of the committee. Other directors and related parties to track and monitor them.

5.10 Self assessment of the Board of Directors

The company's secretary prepared criteria for self assessment of CG Self Assessment for the Board of Directors' and sub-committee to considerate for Board evaluation and self-assessment at the end of every year to determine and correct the problem as well as improve the efficiency and effectiveness. The self assessment as referred to 6 topics:-

- 1) The structure and qualifications of the Board of Directors.
- 2) Duty and responsibility of the Board of Directors.
- 3) The Board of Directors' meeting
- 4) Performance of directors.
- 5) Relationships with the management.
- 6) Self-development of directors and management development.

5.11 Directors and executives development

- The Board of Directors encouraged and provided training opportunities for the company's directors and members of committees to further improve their ability to perform their tasks. The company has 10 directors attended courses Director Accreditation Program (DAP) and/or Director Certification Program (DCP) organized by the Thailand Institute of Directors.
- The company's secretary prepared directors guidebook and criteria on information disclosure, profile, shareholdings, changes to shareholding of directors, etc. and distributed to new directors.

5.12 New Director Orientation

The company has provided the new director with orientation. The company secretary is assigned to manage and prepare the orientation document, including; general

information of the company, company overview, shareholder structure, corporate management structure, director guidelines and meeting agendas to inform the new director about their roles, duties and responsibilities as well as to acknowledge them about the company's policies and regulations, the comprehension of management and operation and the explication for any inquiries. The company also provided an opportunity for the new director to visit each department for more understanding and preparing for their duties.

5.13 Succession Plan

The company has defined the growth-promoting policies in accordance with processes of career development. The company also manages succession plan for the critical position of organization by considering the criteria of retirement to search for the suitable person for the position with capabilities, experiences, ethics and required qualities in case who unable to perform their duties.

Internal Control and Risk Management

The Board of Directors stresses on the internal control system and internal audit in both management and operational levels. The Board of Directors and the management are directly responsible for providing and maintaining internal control system, and evaluating the sufficiency of the internal control. The internal control consists of five components: organization and environment, risk management, operational control of management, information system and communication, and monitoring system. These components help determine business direction, develop information and communication to ensure well-informed decisions, divide authority and determine the financial approval for each management level, and set clear operational procedure for each line of work. These areas of control also determine ethical practice, set transaction process to prevent conflict of interest with any parties, ensure appropriate access to information, and uphold the generally accepted accounting principles which support the work of independent auditors.

Assessment of Sufficiency for Internal Control

The Board has considered the assessment of the sufficiency of the internal control systems of the Company for 2017 with details 5 sections as follow:

Part 1 Control Environment

Part 2 Risk Assessment

Part 3 Control Activities

Part 4 Information & Communication

Part 5 Monitoring Activities

Risk Management

The company regularly conducts risk management to establish external and internal risk factors which may impact the company. All risks are properly handled and closely followed up. The company has the policy to control risks and maintain follow-up measures to reduce risk for the company.

Executive meetings are held monthly or when emergency case arises. There are also channels to communicate organization-wide to urge staff to observe risk management measures. Risks are also prioritized for systematic response. Follow-up mechanism is established to make sure the compliance of risk management plan with indicators for relevant risks. This will be reported to the board every month.

The Board of Directors has established internal audit department who Mr. Nipon Sunthrajarn is internal audit Manager to enhance internal control and compliance to the regulations. This department gives advice to other departments by encouraging self control.

Control on Inside Information

The company requires that its executives, member of the board and the employees adhere to the ethical use of inside information. The information, especially the trading of the company's shares, must be kept confidential. The measures to prevent the use of inside information for personal gain are following:

1. All the executives are informed of their responsibility in reporting the shareholding of individual, spouse and underage children. Any change in shareholding has to be reported as required by Sections 59 and 275 of Securities and Exchange Act (B.E. 2535)

2. All executives who have access to significant inside information and the financial statement are notified by written communication that they should refrain from trading the shares of the companies for one month. They are also reminded that such information is confidential and cannot be revealed to any individuals before the financial statement or such information is publicized.

3. The Board of Directors and the executives must report their shareholding. In addition, the Board of Directors and executives must disclose conflict of interest or relates transaction to the company secretary.

Auditor Fee

PricewaterhouseCoopers ABAS Ltd., has previously been approved by the Board of Directors' Meeting and the Shareholders' Meeting as an auditor of the Company and the Company's subsidiaries on the year 2017, the Audit Committee has considered the duty to review and audit the financial statements of the Company and of the Company's subsidiaries, the Audit Committee then proposed to fix the Auditor's remuneration of the Company and the Company's subsidiaries are fixed at the amount of not exceeding Baht 7,540,000

Comparison of the Company and Subsidiaries

Auditor Remuneration	2016	2017
1.Auditor Remuneration of company	3,761,000	4,060,000
2.Auditor Remuneration of company and subsidiaries	7,270,000	7,540,000
3.Other fee	- None -	- None -

The Board of Directors has considered and applied CG Code to the company's business with responsibilities and discretion that CG Code has complied with 37 principles.

- The company has policy and principles. 32 principles (86%)
- The company has no principles. 4 principles (11%)
- The company has no policy and principles. 1 principles (3%)

Human Resources

As at December 31, 2017, the company recorded the number of 2,284 employees, to be well-prepared for the continued growth on cinema business, bowling & karaoke business, advertising business, rental business and movie contents business. In 2017, the company opened 19 new branches to cover Bangkok, vicinity and Up country for customer convenience.

Business Units	Number of Employees
Head Office	479
Cinema	1,140
Bowling & Karaoke	361
Advertising	61
Rental Space & Services	145
Movie Contents	98
Total	2,284

*Exclude temporary staffs

Staff Remunerations

The remuneration management of the Company is in accordance with the job functions and professional. The remuneration of the Company includes monthly salary, overtime payment, cost-of-living allowance, rental subsidy, per diem, bonus, special-assistance pay, and contribution for Provident Fund and Social Security Fund. To ensure that the remuneration for the employees is

appropriate, competitive and able to retain capable workforce within the organization, the Company adjusts salary and bonus based on its annual revenue and the performance evaluation of individual staff. The Company also regularly surveys and reviews its remuneration structure to ensure a fair and proper benefit package for the employees.

In addition, the Company arranges other reward schemes including sales incentive and stock option program for executives and employees. Such policies aim to reward and motivate staff to optimize their potentials and create a sense of ownership which will encourage staff to further contribute to the organization.

Occupational Safety, Health and Environment

The company regards safeguarding of the employee's life and health, therefore, the company considers to manage about the occupational safety, health and environment together with the employee's routine duties. The company conducts the occupational safety policies and plans to prevent and decrease working-related accidents, occupational illnesses or any afflictions from unsafe environments. The company supports all activities related to the occupational safety, health and environment in workplace. In 2017, the company has no serious accidents from work.





Human Resource Management Policy

Recruitment and Motivation

The company places a focus on internal recruitment and then gives additional trainings since promotion from within will not only get staff acquainted with the company's operations and help create morale in working, but also attract them to stay longer with the company, who provides them with the comparable compensation with other companies in the same industry. In addition, the company has provided nice working environment that would increase staffs enthusiasm.

Human Resource Development

The company has internal trainings to improve skills of staff. The training involves on the job training and coaching by senior staff in each line of work. The company also encourages its employees to attend external seminars and has decent remuneration to ensure long-term work commitment. The company arranges for the staff both on the job training and functional training. For on-the-job training, senior staffs give advices and recommendations all through the whole process to junior staffs. With respect to functional trainings, various in-house training courses will be arranged by both internal and external lecturers or sending staff to attend outside seminar programs such as training in management and regularly operating. The company arranges other soft skills

such as leadership skill, selling & negotiation technique, marketing skill, team work development etc.

In addition, The company is a long-term program with an objective to promote and serve students who need to utilize their free time by working to get experiences. In this connection, The company offers the students a chance to practice in some position considered to be appropriate with their maturity, skill, and spare time of each student. In 2017, the company's employees and executives have attended the mandatory training courses totally 7,500 hours excluding online training. The company develop system for reduce expense from travel employee The company is developing a system to reduce travel expenses. All staff needs to attend orientation which explains the overview of the organization, policies in conducting business including anti-corruption policy.



Related Transactions

Person/Juristic person who may have conflict of interests	% of Ownership interest	Type of transaction	Amount (Million baht)	Major details/condition
Siam Future Development Plc.	Associates with 25.65 % holding	Revenue		
		1. Dividend income	89.51	The transaction is from investment
		2. Other income	1.01	This is a normal business transaction
		Expense		
		1. Rental, service and utilities fee	20.55	To rent rental space to operate cinema and bowling business in Chachoengsao, Thonglor Chang Wattana and Esplanade Pattaya branches, approved by audit committee to be comparable to market price.
		2. Other expense	0.88	This is a normal business transaction.
		Trade account receivable	4.80	This is a normal business transaction.
		Other receivable	9.57	This is a normal business transaction.
Ratchayothin Avenue Co., Ltd.	Associates with 50% direct holding and 12.83% indirect holding through SF	Expense		
		1. Interest expense	0.47	This is a normal business transaction. and interest 2.72% per year.
		2. Other expenses	0.38	This is a normal business transaction.
		Other payable	0.52	This is a normal business transaction.
Major Cineplex Lifestyle Leasehold Property Fund	Associates with 33% holding	Revenue		
		1. Management fee income	38.04	Property management fee which is a normal business transaction. Approved by Audit Committee to be comparable to market price.
		2. Utilities fee income	23.42	Utilities and service fee which is a normal business transaction. Approved by Audit Committee to be comparable to market price.
		3. Dividend income	101.82	The transaction is from investment.

Person/Juristic person who may have conflict of interests	% of Ownership interest	Type of transaction	Amount (Million baht)	Major details/condition
Major Cineplex Lifestyle Leasehold Property Fund (cont.)		Expense		
		1. Rental and service	168.36	Rental space to operate cinema and bowling businesses under MJLF area. This is a normal business transaction, approved by Audit Committee to be comparable to market price.
		2. Interest expense from financial lease (included in finance costs)	1.69	This is a normal business transaction.
		3. Other expense	2.66	This is a normal business transaction.
		Trade account receivable	1.74	This is a normal business transaction.
		Other receivable	3.28	This is a normal business transaction.
		Deposits (included in other non-current assets)	3.46	This is a normal business transaction.
		Trade account payable	0.03	This is a normal business transaction.
		Other payable	0.76	This is a normal business transaction.
		Finance lease liabilities (included in long-term borrowings from financial institutions)	21.14	This is a normal business transaction.
		Deposit receipt from property lease (included in other non-current liabilities)	123.50	This is a normal business transaction.
		Advance receipt from property lease (included in other non-current liabilities)	23.91	This is a normal business transaction.

Person/Juristic person who may have conflict of interests	% of Ownership interest	Type of transaction	Amount (million baht)	Major details/condition
Thai Ticket Major Co., Ltd.	Associates with 40.00% holding	Revenue		
		1. Dividend income	23.20	The transaction is from investment.
		2. Other income	0.29	This is a normal business transaction.
		Expense		
		1. Sponsorship expense	2.46	This is a normal business transaction.
		2. Other expense	0.03	This is a normal business transaction
		Other payable	1.17	Money from selling ticket and payback next month .
Major Kantana Broadcasting Co., Ltd.	Joint ventures with 41.61% indirect holding through MPIC (MAJOR's subsidiary company)	Revenue		
		Rental and service income	2.05	This is a normal business transaction.
		Trade account receivable	0.03	This is a normal business transaction.
		Deposit receipt from property lease (included in other non-current liabilities)	0.78	This is a normal business transaction.
Transformation Film Co., Ltd.	Joint ventures with 26.42% indirect holding through MPIC (MAJOR's subsidiary company)	Revenue		
		Management fee income	4.73	This is a normal business transaction.
		Expense		
		Film hire cost	22.91	This is a normal business transaction.
		Trade account receivable	0.42	This is a normal business transaction.
		Trade account payable	0.73	This is a normal business transaction.
MacThai Co., Ltd.	90% holding by Poolvaraluck Family	Revenue		
		1. Rental, service and utilities fee income	32.74	Rental space of MAJOR Group at Ratchayothin, Sukhumvit, Rangsit, Samrong, and Metropolis branches. This is normal transaction and approved by audit committee to be comparable to market price.
		2. Advertising	10.00	This is a normal business transaction.

Person/Juristic person who may have conflict of interests	% of Ownership interest	Type of transaction	Amount (million baht)	Major details/condition
MacThai Co., Ltd. (cont.)		3. Interest income	0.14	This is a normal business transaction.
		4. Other income	1.10	This is a normal business transaction.
		Expense		
		1. Advertising	10.00	This is a normal business transaction.
		2. Other expense	0.04	This is a normal business transaction.
		Trade account receivable	1.83	This is a normal business transaction.
		Other receivable	0.08	This is a normal business transaction.
		Finance lease receivable	1.60	This is a normal business transaction.
		Other payable	0.11	This is a normal business transaction.
		Advance receipt from land rental (included in other non-current liabilities)	9.54	This is a normal business transaction.
		Deposit receipt from property lease (included in other non-current liabilities)	5.67	This is a normal business transaction.
Mackenna Land Co., Ltd.	100% indirect holding through VP 39 Holding Co., Ltd. (Poolvaraluck Family's Company)	Expense		
		Other expense	11.84	This is a normal business transaction.
		Other payable	0.22	This is a normal business transaction.
Well Ad Co., Ltd.	Holding by Mr. Vicha Poolvaraluck 70.99% and Mrs. Paradee Poolvaraluck 29%	Expense Management fee	13.20	Bt 1.10 million per month started from 1 January 2016 – 31 December 2020. Approved by Audit Committee. The agreed price as stipulated in the agreements and is no more than 1% of revenue with corperative less than compensation for Managing Director in listed companies.

Person/Juristic person who may have conflict of interests	% of Ownership interest	Type of transaction	Amount (million baht)	Major details/condition
Well Cineplex Co., Ltd.	Holding by Mr. Vicha Poolvaraluck's father 20%, Mr. Vicha Poolvaraluck's mother 20% and Mr. Vicha Poolvaraluck 10%	Revenue Management fee income	2.40	400,000 baht a month for manage pinklao branch owned by Mr.Vicha's father. This is normal transaction and approved by audit committee to be comparable to market price.
		Other receivable	4.71	This is a normal business transaction.
Well Entertainment Part, Ltd.	Holding by Mr. Vicha Poolvaraluck's father 50%, Mr. Vicha Poolvaraluck's mother 10%	Expense Utilities fee	6.05	This is a normal business transaction.
		Other receivable	0.02	This is a normal business transaction.
		Trade account payable	0.50	This is a normal business transaction.
		Other payable	0.02	This is a normal business transaction.
Petch Pinklao Co., Ltd.	100% indirect holding through VP 39 Holding Co., Ltd. (Poolvaraluck Family's Company)	Revenue 1. Management fee income	2.40	Management fees charged to income as salary in 200,000 baht per month. This is normal transaction and approved by audit committee to be comparable to market price.
		2. Other income	0.01	This is a normal business transaction.
		Expense 1.Rental, service and utilities fee	20.28	This is a normal business transaction.
		2. Sponsorship expense	0.36	This is a normal business transaction.
		Advance payment (Included in other receivable)	9.66	This is a normal business transaction.
		Trade account payable	0.04	This is a normal business transaction.

Person/Juristic person who may have conflict of interests	% of Ownership interest	Type of transaction	Amount (million baht)	Major details/condition
Veranda Resort and Spa Co., Ltd.	Holding by Mrs. Paradee Poolvaraluck 6.82%	Expense Other expense	0.23	This is a normal business transaction
Viracha Co., Ltd.	99.98% indirect holding through VP 39 Holding Co., Ltd. (Poolvaraluck Family's Company)	Expense Other expense	1.59	This is a normal business transaction.
		Other payable	0.60	This is a normal business transaction.
Ratchayothin Avenue Management Co., Ltd.	12.83% Indirect holding through Siam Future Development Plc. and 50.00% Indirect holding through Ratchayothin Avenue Co., Ltd.	Revenue Management fee income	0.38	27,000 baht a month for manage ratchayothin branch. This is normal transaction and approved by audit committee to be comparable to market price .
		Expense Utilities expense	1.21	This transaction was for rental space with purpose of operating the company 's office at Ratchayothin avenue. Approved by Audit Committee to be comparable to market price.
		Other payable	0.57	This is a normal business transaction.
SF Development Co., Ltd.	12.83% Indirect holding through Siam Future Development Plc.	Expense 1. Rental, service and utilities fee	48.94	This is a normal business transaction.
		2. Other expense	2.94	This is a normal business transaction.
		Deposits (included in other non-current assets)	25.82	This is a normal business transaction.
		Trade account payable	0.02	This is a normal business transaction.
		Other payable	7.60	This is a normal business transaction.

Person/Juristic person who may have conflict of interests	% of Ownership interest	Type of transaction	Amount (million baht)	Major details/condition
We Fitness Co., Ltd.	Holding by Mrs. Paradee Poolvaraluck 100%	Revenue		
		1. Rental, service and utilities fee	8.92	This is a normal business transaction.
		2. Advertising	10.00	This is a normal business transaction.
		3. Other income	1.20	This is a normal business transaction.
		Expense		
		1. Sponsorship expense	3.00	This is a normal business transaction.
Siam Future Property Co., Ltd.	25.65% Indirect holding through Siam Future Development Plc.	2. Other expense	0.17	This is a normal business transaction.
		Trade receivable	5.78	This is a normal business transaction.
		Expense		
		1. Rental, service and utilities fee	13.12	To rent rental space and service to operate cinema and bowling business in Esplanade branch. This is normal transaction and approved by audit committee to be comparable to market price.
		2. Other expense	1.55	This is a normal business transaction.
Friend Aircraft Co., Ltd.	Holding by Mr. Vicha Poolvaraluck 25% and Mrs. Paradee Poolvaraluck 25%	Deposits (included in other non-current assets)	0.31	This is a normal business transaction.
		Other payable	2.66	This is a normal business transaction.
		Expense		
PVR Limited	Related with 0.21% holding	Other expense	5.56	This is a normal business transaction.
		Revenue		
		Dividend income	0.48	This is a normal business transaction.

Major Shareholders

Top 10 Shareholders as of December 2017

Shareholders	Shares	%
1. Mr. Vicha Poolvaraluk	264,840,100	29.60%
2. Thai NVDR Company Limited	41,885,340	4.68%
3. STATE STREET BANK AND TRUST COMPANY	41,626,338	4.65%
4. CHASE NOMINEES LIMITED	40,785,317	4.56%
5. NORTRUST NOMINEES LTD-CL AC	40,117,900	4.48%
6. STATE STREET EUROPE LIMITED	39,761,723	4.44%
7. GIC PRIVATE LIMITED	31,097,000	3.48%
8. MORGAN STANLEY & CO. INTERNATIONAL PLC	27,476,400	3.07%
9. N.C.B.TRUST LIMITED-NORGES BANK 11	25,226,500	2.82%
10. THE BANK OF NEW YORK MELLON	24,684,200	2.76%

Dividend Policy

The company has policy to pay dividend to the shareholders. In case of sufficient cash flow and there is no need for additional investment, the company will pay dividend of 40% of net profit. However, the company board may set a different dividend level in respond to the circumstance of the company, the situation of the company's liquidity, the economic condition and market outlook.

Shareholdings of the Board of Directors and Management

Name	Position	Shares			
		31 Dec 16		31 Dec 17	
		Direct	Indirect*	Direct	Indirect*
1. Mr. Somchainuk Engtrakul	Chairman of the Board of Directors / Independent Director	-	-	-	-
2. Mr. Vicha Poolvaraluk	Director/Chief Executive Officer	284,840,100	18,345,536	264,840,100	18,345,536
3. Mr. Verawat Ongvasith	Director	1,020,000	-	1,020,000	-
4. Mrs. Paradee Poolvaraluk	Director	18,345,536	284,840,100	18,345,536	264,840,100
5. Mr. Thanakorn Puriwekin	Director /Chief Films Officer	440,000	-	440,000	-
6. Mr. Wichai Poolvaraluk	Director	-	530,400	-	350,000
7. Mr. Chai Jroongtanapibarn	Independent Director	672,500	-	672,500	-
8. Mr. Vallop Tangtrongjit	Independent Director	-	-	-	-
9. Mr. Kraithip Krairiksh	Independent Director	-	-	-	-
10. Pol.Sub.Lt. Kriengsak Lohachala	Independent Director	-	-	-	-
11. Dr. Satian Pooprasert	Independent Director	-	70,000	-	70,000
12. Mr. Kitikorn Poomsaeang	Chief Construction Officer	30,046	-	30,046	-
13. Mrs. Jinda Wantanahatai	Chief Retail Officer	112,665	-	102,665	-
14. Mr. Niti Pattanapakdee	Chief Media Officer	92,550	-	92,550	-
15. Mr. Apichart Kongchai	Chief Cinema Officer	70,915	-	37,740	-
16. Ms. Thitapat Issarapornpat	Chief Finance & Account Officer / Secretary	50,040	-	40,040	-
17. Mr. Apirak Varachanonth	Chief People Officer	-	-	2,000	-
18. Ms. Sudaporn Trongpanich	Chief Technology Officer	81,340	-	81,340	-

Note : Indirect is securities held by a spouse and/or minor children of directors and executives

Employee Stock Option Program

According to the Annual General Meeting of the Shareholders for 2012, the shareholders approved the company issued and offered grants of warrants to management and employees as followed:

ESOP-W4

Employee stock option program # 4

Type	Indicate hold and non-transferable.
Term	5 year from the issuing date.
Offering method	Allot to 108 directors and employees without offering.
Offering price	Price (0 baht a unit).
Exercise Ratio	1 warrant for 1 common share.
Exercise period	Last working day of March, June, September and December till to expiry on which the last date is 9 April 2017.

Grant date	Issued Units	Exercise Ratio (Unit/Share)	Exercise Price (Baht/Unit)	Exercise Period	
				Start	End
10 April 2012	8,690,000	1.000	15.440	30 June 2014	9 April 2017

The exercise ratio and price on the modification date are detailed below :

Modification date	Issued Units	Exercise Ratio (Unit per Share)	Exercise Price (Baht per Unit)
28 February 2013	8,570,000	1.017	15.182
10 April 2014	8,570,000	1.033	14.948
9 April 2015	8,570,000	1.051	14.687
11 April 2016	8,570,000	1.073	14.385

For 2016, the warrant issued amount 8,570,000 units (that the warrant were not issued amount 120,000 units), the exercise price 14.385 baht per unit

Exercise result ESOP-W4

No.	Exercise Date	Number of ordinary share	Increased of authorized share capital (Baht)	Use of proceed
1.	30 June 2014	916,271	13,696,418.91	Branch expansion /Working capital
2.	30 September 2014	1,248,058	18,655,970.98	Branch expansion /Working capital
3.	30 December 2014	318,164	4,755,915.47	Branch expansion /Working capital
4.	31 March 2015	213,314	3,188,617.67	Branch expansion /Working capital
5.	30 June 2015	1,840,246	27,027,693.00	Branch expansion /Working capital
6.	30 September 2015	317,927	4,669,393.85	Branch expansion /Working capital
7.	30 December 2015	89,335	1,312,063.15	Branch expansion /Working capital
8.	31 March 2016	42,565	625,152.16	Branch expansion /Working capital
9.	30 June 2016	1,779,249	25,594,496.87	Branch expansion /Working capital
10.	30 September 2016	142,547	2,050,538.60	Branch expansion /Working capital
11.	30 December 2016	49,358	710,014.83	Branch expansion /Working capital
12.	10 April 2017	134,125	1,929,388.13	Branch expansion /Working capital

Note : Due to 9 April 2017 is Sunday, so the day has been postponed to 10 April 2017.

Corporate Social Responsibility Activities 2017



Major Cineplex Group donated for education to Thai Rath Foundation

Vicha Poolvaraluk, CEO of Major Cineplex Group Public Company Limited donated 200,000 baht for education to Thai Rath Foundation via **Saruwut Watcharaphon**, Editor of Thai Rath Newspaper so as to render further help to society

Major Cineplex Group and Thai Red Cross join blood drive

Major Cineplex Group and **Thai Red Cross** invited its employees and the general public to donate blood every 3 months. This activity was organized to promote blood donation to ensure sufficient blood stock for the Thai Red Cross.

Major Cineplex Group and Private Enterprise donated a portion of proceeds from screening of "Pohn Jak Pah" to support Chaipattana Foundation

Vicha Poolvaraluk, CEO and **Niti Pattanapakdee**, Chief Media Officer of Major Cineplex Group Public Company Limited and Private Enterprise donated a portion of proceeds from screening of "Pohn Jak Pah" to support the Chaipattana Foundation's 1,700,000 baht via **Dr. Sumath Tuntivatchakul**, secretary of Chaipattana Foundation at Chaipattana Foundation Office

Major Cineplex Group and Hero Sam Fun Pun Rak for Children in 5 Southern Border Provinces Project

Major Cineplex Group, and **Hero Sam Fun Pun Rak** for **Children in 5 Southern Border Provinces Project**, offered a free screening of The Boss Baby to 25 children, mostly the in need and orphans who are soccer fans, before participating in a cultural and sports exchange program in the United Kingdom. This aimed to inspire and offer them



a platform to express themselves, promote unity and harmony, make use of the time, as well as, stay drug-free. These will allow them to be role models for future generations to drive the country forward.

Major Cineplex Group and Doi Kham organized "Ruam Palang Tawai Khwam Pakdee Project"

Major Cineplex Group and **Doi Kham Food** organized "Ruam Palang Tawai Khwam Pakdee Project," or the loyalty power, hosting sandal flower "Dok Dararat" classes to the public at 19 Major Cineplex cinemas across Bangkok. The total of 99,999 flowers, made from natural materials, were intended to be used in the Royal Cremation Ceremony.

Executives Team of Major Cineplex Group Public Company Limited offered sandalwood flowers

Vicha Poolvaraluk, CEO and Executives of Major Cineplex Group Public Company Limited offered sandalwood flowers in homage to His Majesty King Bhumibol Adulyadej at the Royal Crematorium replica at **Bangkok International Trade and Exhibition Center (BITEC)**. The company also provided food and drinking water to the public who attend the royal cremation ceremony at 3 locations: Was Tat Thong, Was Samien Naree, and Was Patumwanaram.

Major Care Foundation Activities 2017

Major Care Foundation was established as a charity organization In the year 2012 to enhance and support the quality of life among children with disability and the underprivileged elders, by focusing on offering opportunities in education to widen their learning perspectives, fulfill the experience outside classroom, and facilitate their



improvement and inspiration, so that these children will grow up to be the quality force for our society. The core goals of Major Care Foundation are achieved through three main activities:

1. "Broaden Horizons, Creating Smiles" Activity, Major Care Foundation was able to take disadvantaged children 6 -18 years to watch movies 34,000 children per year and disadvantaged elderly that over 60 years. During 5 years period, Major Care Foundation bring disadvantaged children to watch movie in cinema totaling 180,940 children and disadvantaged elderly totaling 28,204 elderly

In 2017, Major Care Foundation bring disadvantaged children to watch movie in cinema totaling 35,061 children and disadvantaged elderly totaling 3,701 elderly in Bangkok and upcountry.

2. "Paint Smile into the heart Charity" Activity, Major Cineplex Group supported scholarships for needy students. After watching a special movie session sponsored by MAJOR, students would be invited to write an expressive essay. Top 10 students from poor families would be given 10,000 baht scholarship while the other 10 scholarships would be given to physically and mentally challenged pupils. The charity had so far given away 80 scholarships.

In 2017, the charity was hosted by Major Care Foundation which raised fund from a bowling charity at Blu-O Rhythm and Bowl, 5th Floor of Paragon Cineplex. After expense deduction, the fund would be used for charitable activities of the Foundation.

3. Major Care Foundation built movie centers for 10 rural schools. The centers would facilitate the extracurricular activities and open the world for the kids, and served as recreational hubs for the communities. Great movies, cartoons and documentary together with advice of teachers would inspire and sowed positive attitude for the kid's daily life. The Foundation would select and consistently supply the centers with great movies and documentaries. During 2 years period, Major Care Foundation has prepared and transfer a film room for learning includes 21 schools in 21 provinces.

Major Care Foundation in collaboration with **Bangkok Metropolitan** held the event of walk and run for charity **"Major Care Mini Marathon 2017 Run with Care"** under the theme **"Every Running Step for Kids' Bright Future"** on **Sunday 5 February 2017 at Rama IIIV Bridge** to campaign for the general public to join the exercise for good health, and encouraging families to do things together. All proceeds after expenses were used for the charitable activities of the Foundation.

Major Care Foundation is continually committed to create and contribute charitable works to the society, no matter how many years have passed. The world of giving that is filled with happiness and fueled continuous commitment will never stops moving. The foundation will reach to every corner of the country to forever paint the wide, wide world with inspiration, knowledge, happiness, and smiles.

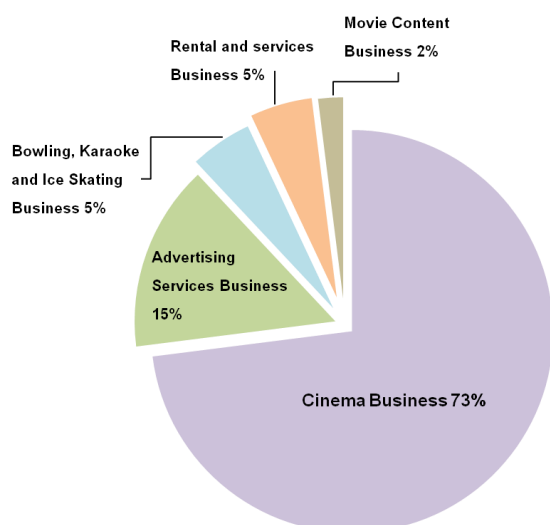
Management Discussion & Analysis

Major Cineplex Group Public Company Limited has been operating on five main businesses: cinema, bowling, karaoke and ice skating rink, rental and services, advertising and movie content. In 2017, the company continues to penetrate target customer more widely with various forms of its branch expansion into Thailand and CLMV that it will study the elements a careful and thorough such as target group, lifestyle and geographic etc. In order to determine the appropriate strategy in each area and response to customer demand. and to manage construction cost and operation efficiency.

In 2017, There was additional of 19 branches and 47 screens comprising of branches in 16 branches with 38 screens in Thailand and 2 branches with 9 screens in Cambodia. In addition, the strategic expansion of the company, the company also continuously contributes to promote the Thai film industry, quality and variety to be consistent with customers.

In 2018, the company expects more Thai films will be released from postponement in the second half of 2017, including major studio will produce more movies and there are new studios to industry because of success from Thai movies in the last year. And the movie can be released and has been well received in other countries.

An Overview of the Operating Results in 2017



The company's total revenue is Baht 8,972 million, which slightly increases Baht 226 million or 3% from last year because of

Revenue from selling movie ticket and foods and beverages is Baht 6,521 million, increases Baht 257 million or 4% with comparing last year (2016: 6,264 million Baht). The main factor that makes the business growth is the increasing number of branches in many area, variety of popular product, increase online channels to facilitate the customers and cooperation with partners to expand its customer base. As in this year, there is one Thai film, which can make the most tremendous amount of revenue and this film is from one of Major's company. This film is "Som Pak Sian", which relates to the increasing of company's expansion through upcountry area. For the famous international films are Fast & Furious 8, Transformer 5, Spiderman Homecoming.

Revenue from advertising media is Baht 1,395 million, increases Baht 107 million or 8% with comparing last year (2016: 1,287 million Baht) due to the variety of product and channels to be consistent with customer. Although, the advertising industry in Thailand reduced but cinema advertising continues to be popular because it can reach customers directly.

Revenue from Bowling and Karaoke Business is Baht 413 million, decreases Baht 16 million or 4% from last year (2016: 429 million Baht). It is because of the decreasing number of branches.

Revenue from Rental area is Baht 433 million, decreases Baht 44 million or 9% with comparing last year (2016: 477 million Baht) due to the construction of the Green Line and Ratchayothin intersection at Ratchayothin branch since 2015. The company has helped shops and restaurants in branch to discount rental rate. However, the company believes if the construction was completed, the number of stores and rental rates will continue to grow.

Revenue from Movie Content is Baht 209 million, decreased Baht 79 million or 27% from last year (2016: 288 million Baht). The reason is that the changing of a DVD/VCD distribution industry. The company will focus on Thai film production and distribution business to be consistent with the target customer.

The Company had other income in the amount of Baht 735 million increases Baht 156 million or 27% with comparing last year. The profit mostly increased from investing in associates and security of PVR Limited as it is increasing around Baht 92 million and gain on sales of investment in Siam Future Development increased Baht 75 million.

The company had decreasing rate of gross profit Baht 151 million, as it has 5% growth rate to revenue at 34% (In 2016, the proportion of revenue was 36%) as it situation in the country and the number of movies release dropped. However, the company continues to develop effectiveness cost management.

Selling and Administrative expense in amount Baht 2,363 million decreases Baht 49 million or 2% and the proportion of revenue was 26% that decreased from last year 2% come from administrative expense to screen effective and switch of digital media channels.

These made the company has net income equaled to Baht 1,193 million, which increases Baht 5 million or 0.4% when compared to last year as well as earning per share equals to 1.33 Baht (2016 : 1.33 Baht per share)

The Company's Financial Status at the End of 2017

Assets

The Company had total assets at the end of 2017 in the value of Baht 13,808 million decreasing Baht 917 million or 6% from 2016, which included a decreasing Baht 88 million of current assets in Total Baht 2,263 million, and non-current asset Baht 11,545 million, which decreased Baht 830 million. It was mostly from land, land, building and equipment (net) decreased Baht 405 million. Disposal of investments and changes in fair value of investments in PVR limited Bath 446 million.

Liabilities

The Company had total liabilities at the end of 2017 in the value of Baht 7,309 million, decreasing Baht 698 million or 9% from last year. It comprised of current liabilities Baht 3,946 million, decreasing Baht 2,474 million and non-current liabilities Baht 3,363 million, increasing Baht 1,776 million from the repayment of loans from financial institutions.

Cash

As at the end of 2017, the Company had cash and cash equivalents in the amount of Baht 573 million increasing Baht 42 million from last year. As a result, it shown that cash flow from operating activities occurred in the amount of Baht 1,992 million, investment activities in the amount of Baht 285 million and financing activities in the amount Baht 1,664 million.

Financial Ratio

The Company had the net profit margin of 13%, decreasing to the last year (2016: 14%) due to the situation in the country and the number of movies release dropped.

Return on Equity (ROE) increased 0.31% as it is 18.29% (2016: 17.98%).

Return on Asset (ROA) increased 0.37% as it is 11.33% (2016: 10.96%).

Debt to equity or D/E is 1.14 decreasing 0.07 times (1.21 times in 2016), the Company still maintains the liability effectively and appropriately and return on equity continues to grow.

MAJOR CINEPLEX GROUP PUBLIC COMPANY LIMITED

CONSOLIDATED AND SEPARATE FINANCIAL STATEMENT

31 DECEMBER 2017

Key audit matter	How my audit addressed the key audit matter
<p>Goodwill impairment assessment</p> <p>In note 14 to the financial statements for the related disclosures, the Group's goodwill is recognised in three Cash Generating Units (CGUs): Cinema business (Baht 17.17 million), Rental and Service business (Baht 22.79 million) and Movie Content business (Baht 165.42 million).</p> <p>Management is required to test goodwill for impairment at least annually under Thai Accounting Standard 36, Impairment of assets (TAS 36). Management assessed the value-in-use (VIU) of goodwill and concluded that the carrying amount of goodwill after provision for impairment was appropriately stated.</p> <p>I focused on this goodwill impairment assessment because of the size of the goodwill balance, and because the management's assessment of the VIU of the Group's CGUs involves significant judgements about the future results of the business and the discount rates applied to future cashflow forecasts. Small subjective changes in the assumptions can have a material impact on the recoverable amount and any resultant impairment charge.</p>	<p>I evaluated management's cashflow forecasts for each CGU and the process by which they were developed, including verifying the mathematical accuracy of the underlying calculations. I also compared the forecasts to the latest Board approved budgets. I found that the budgets used in the VIU calculations were consistent with the Board approved budgets, and that the key assumptions, which are growth rate and discount rate, were subject to oversight by the Directors.</p> <p>I compared the 2017 actual results with the forecast made in 2016 to consider whether any forecasts included assumptions that, with hindsight, had been optimistic. I found that actual performance was consistent with forecast performance.</p> <p>I also challenged:</p> <ol style="list-style-type: none"> 1. management's key assumptions for growth rates in the forecasts by comparing them to historical results and economic and industry forecasts; and 2. the discount rate used in the model by assessing the cost of capital of the Group by comparing it to market data and industry research. <p>I found the key assumptions used by management in relation to the VIU calculations to be reasonable and appropriate.</p>

Other information

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

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

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

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

Responsibilities of the directors for the consolidated and separate financial statements

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

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

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

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

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

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

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

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

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

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

PricewaterhouseCoopers ABAS Ltd.

Kajornkiet Aroonpirodkul

Certified Public Accountant (Thailand) No. 3445

Bangkok

19 February 2018

Major Cineplex Group Public Limited
Statement of Financial Position
As at 31 December 2017

		Unit: Baht			
		Consolidated		Separate	
		financial statements		financial statements	
Notes		2017	2016	2017	2016
Assets					
Current assets					
Cash and cash equivalents	7	573,029,736	530,873,228	272,256,434	173,652,272
Trade account and other receivables	9	1,182,113,359	1,256,314,802	704,252,891	712,395,685
Short-term loans to related parties	35	5,000,000	8,000,000	394,601,068	474,899,781
Inventories	10	140,868,856	97,810,135	99,335,053	61,690,571
Films under production		178,364,640	221,085,004	-	-
Current portion of prepaid rents	17	44,891,024	44,665,434	20,037,034	19,978,111
Other current assets	11	138,545,830	191,628,317	45,370,299	60,557,879
Total current assets		2,262,813,445	2,350,376,920	1,535,852,779	1,503,174,299
Non-current assets					
Available-for-sale investment	8	67,095,427	512,698,612	67,095,427	512,698,612
Restricted cash		-	4,586,767	-	-
Finance lease receivables		11,265,409	11,479,186	-	-
Investment in subsidiaries	12	-	-	3,620,413,946	3,620,413,946
Investment in associates	12	2,969,458,728	2,751,690,359	2,716,073,678	2,501,310,195
Interest in joint ventures	12	37,405,758	288,167,915	-	245,167,525
Long-term loans to related parties	35	1,826,603	1,922,603	271,609,900	301,705,900
Property, plant and equipment	13	7,186,429,150	7,591,205,434	4,281,281,778	4,471,538,833
Goodwill	14	205,380,716	205,380,716	-	-
Intangible assets	15	100,397,518	120,790,748	36,744,931	44,931,512
Deferred income tax assets	16	49,913,536	9,066,047	35,706,035	-
Long-term prepaid rents	17	630,626,159	609,467,930	396,626,389	355,558,616
Other non-current assets	18	285,098,153	268,079,614	187,562,596	179,251,203
Total non-current assets		11,544,897,157	12,374,535,931	11,613,114,680	12,232,576,342
Total assets		13,807,710,602	14,724,912,851	13,148,967,459	13,735,750,641

Director _____ Director _____

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

Major Cineplex Group Public Company Limited
Statement of Financial Position (Cont'd)
As at 31 December 2017

		Unit: Baht			
		Consolidated financial statements		Separate financial statements	
	Notes	2017	2016	2017	2016
Liabilities and equity					
Current liabilities					
Bank overdrafts and short-term borrowings from financial institutions	20	1,459,889,523	3,137,985,914	1,399,889,523	3,031,055,974
Trade account and other payables	19	1,674,700,273	1,761,239,462	1,220,323,637	1,197,814,370
Current portion of long-term borrowings	20	658,591,197	1,337,408,236	588,006,012	1,253,632,360
Short-term loans from related parties	35	15,900,000	18,150,000	1,262,775,741	993,447,090
Accrued income tax		61,329,230	79,438,164	22,828,958	15,910,867
Other current liabilities	21	75,456,693	85,724,873	34,455,623	37,538,117
Total current liabilities		3,945,866,916	6,419,946,649	4,528,279,494	6,529,398,778
Non-current liabilities					
Long-term borrowings from financial institutions	20	2,605,355,459	763,914,342	2,492,126,659	580,132,671
Deferred income tax liabilities	16	241,369,028	277,500,897	-	29,689,462
Employee benefit obligations	22	38,894,800	41,384,449	24,908,376	28,045,929
Other non-current liabilities	23	477,464,996	504,427,856	132,313,520	135,285,803
Total non-current liabilities		3,363,084,283	1,587,227,544	2,649,348,555	773,153,865
Total liabilities		7,308,951,199	8,007,174,193	7,177,628,049	7,302,552,643
Equity					
Share capital	24				
Authorised share capital					
Ordinary shares, 896,266,347 shares par value of Baht 1 each		896,266,347	896,266,347	896,266,347	896,266,347
Issued and fully paid-up share capital					
Ordinary shares, 894,667,502 shares (2016: 894,533,377 shares) paid-up of Baht 1 each	24	894,667,502	894,533,377	894,667,502	894,533,377
Share premium	24	4,055,609,113	4,053,063,850	4,055,609,113	4,053,063,850
Share premium - treasury share	24	288,424,625	288,424,625	288,424,625	288,424,625
Warrants		4,537,662	5,287,662	-	750,000
Retained earnings					
Appropriated - legal reserve	26	90,600,000	90,600,000	90,600,000	90,600,000
Unappropriated		1,396,560,421	1,320,957,222	597,997,828	782,391,256
Other components of equity		(316,853,024)	(15,972,461)	44,040,342	323,434,890
Equity attributable to owners of the parent		6,413,546,299	6,636,894,275	5,971,339,410	6,433,197,998
Non-controlling interests	27	85,213,104	80,844,383	-	-
Total equity		6,498,759,403	6,717,738,658	5,971,339,410	6,433,197,998
Total liabilities and equity		13,807,710,602	14,724,912,851	13,148,967,459	13,735,750,641

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

Major Cineplex Group Public Company Limited
Income Statement
For the year ended 31 December 2017

				Unit: Baht	
		Consolidated financial statements		Separate financial statements	
	Notes	2017	2016	2017	2016
Revenues					
Services income		7,077,775,712	6,985,962,171	4,209,686,583	4,135,942,004
Sales		1,893,834,866	1,759,406,683	1,254,486,682	1,085,137,180
Total revenues		8,971,610,578	8,745,368,854	5,464,173,265	5,221,079,184
Costs					
Cost of providing services		(5,140,548,348)	(4,871,663,495)	(3,274,199,680)	(3,178,693,531)
Cost of sales		(817,365,785)	(708,786,960)	(403,470,006)	(342,273,896)
Total costs		(5,957,914,133)	(5,580,450,455)	(3,677,669,686)	(3,520,967,427)
Gross profit		3,013,696,445	3,164,918,399	1,786,503,579	1,700,111,757
Other operating income	28	734,548,941	578,579,034	952,660,471	1,323,637,260
Selling expenses		(527,039,786)	(548,990,983)	(322,493,675)	(304,808,601)
Administrative expenses		(1,835,816,108)	(1,862,791,835)	(1,149,262,197)	(1,250,556,612)
Finance costs	30	(139,885,125)	(144,032,127)	(174,784,630)	(175,556,770)
Share of profit of investments in associates and joint ventures	12	231,298,996	256,159,527	-	-
Profit before income tax		1,476,803,363	1,443,842,015	1,092,623,548	1,292,827,034
Income tax	31	(279,097,777)	(236,839,223)	(158,686,098)	(87,960,750)
Profit for the year		1,197,705,586	1,207,002,792	933,937,450	1,204,866,284
Profit attributable to:					
Owners of the parent		1,193,336,865	1,188,220,917	933,937,450	1,204,866,284
Non-controlling interests	27	4,368,721	18,781,875	-	-
		1,197,705,586	1,207,002,792	933,937,450	1,204,866,284
Earnings per share					
	32				
Basic earnings per share		1.33	1.33	1.04	1.35
Diluted earnings per share		1.33	1.33	1.04	1.35

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

Major Cineplex Group Public Company Limited
Statement of Comprehensive Income
For the year ended 31 December 2017

Unit: Baht

	Notes	Consolidated financial statements		Separate financial statements	
		2017	2016	2017	2016
Profit for the year		1,197,705,586	1,207,002,792	933,937,450	1,204,866,284
Other comprehensive income (expense):					
Items that will not be reclassified subsequently to profit or loss					
Share of other comprehensive income of associates		746,515	-	-	-
Income tax relating to the above item		(149,303)	-	-	-
		597,212	-	-	-
Items that will be reclassified subsequently					
Remeasuring of available-for-sale investments	8	(349,243,185)	(122,956,625)	(349,243,185)	(122,956,625)
Currency translation differences		(21,486,015)	3,875,879	-	-
Income tax relating to the above items		69,848,637	24,591,325	69,848,637	24,591,325
		(300,880,563)	(94,489,421)	(279,394,548)	(98,365,300)
Total other comprehensive income for the year, net of income tax		(300,283,351)	(94,489,421)	(279,394,548)	(98,365,300)
Total comprehensive income for the year		<u>897,422,235</u>	<u>1,112,513,371</u>	<u>654,542,902</u>	<u>1,106,500,984</u>
Total comprehensive income attributable to:					
Owners of the parent		893,053,514	1,093,731,496	654,542,902	1,106,500,984
Non-controlling interests	27	4,368,721	18,781,875	-	-
		<u>897,422,235</u>	<u>1,112,513,371</u>	<u>654,542,902</u>	<u>1,106,500,984</u>

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

Major Cineplex Group Public Company Limited
Statement of Changes in Equity
For the year ended 31 December 2017

	Consolidated financial statements														Unit: Baht
	Attributable to owners of the parent														
	Issued and paid-up share capital	Share premium	Treasury share (Note 24)	Share premium - treasury share (Note 24)	Retained earnings		Change in parent's ownership interest in subsidiaries	Other components of equity			Total other component of equity	Total owners of the parent	Non-controlling interest	Total equity	
					Warrants	Legal reserve		Unappropriated	Translation of financial statements	Other comprehensive income (expense)					
Opening balance as at 1 January 2016	892,519,658	4,014,840,114	288,424,625	11,058,494	90,600,000	1,204,870,002	(349,446,941)	6,163,711	421,800,190	78,516,960	6,580,829,853	67,492,761	6,648,322,614		
Changes in equity for the year															
Proceeds from exercise of warrants (Note 24)	2,013,719	38,223,736	-	(11,257,212)	-	-	-	-	-	-	28,980,243	-	28,980,243		
Warrants	-	-	-	5,486,380	-	-	-	-	-	-	5,486,380	-	5,486,380		
Acquisition of investment in subsidiary (Note 27)	-	-	-	-	-	-	-	-	-	-	-	5,315,737	5,315,737		
Dividends payment (Note 33)	-	-	-	-	-	(1,072,133,697)	-	-	-	-	(1,072,133,697)	(10,745,990)	(1,082,879,687)		
Total comprehensive income for the year	-	-	-	-	-	1,188,220,917	-	3,875,879	(98,365,300)	(94,489,421)	1,093,731,496	18,781,875	1,112,513,371		
Closing balance as at 31 December 2016	894,533,377	4,053,063,850	288,424,625	5,287,662	90,600,000	1,320,957,222	(349,446,941)	10,039,590	323,434,890	(15,972,461)	6,636,894,275	80,844,383	6,717,738,658		
Opening balance as at 1 January 2017	894,533,377	4,053,063,850	288,424,625	5,287,662	90,600,000	1,320,957,222	(349,446,941)	10,039,590	323,434,890	(15,972,461)	6,636,894,275	80,844,383	6,717,738,658		
Changes in equity for the year															
Proceeds from exercise of warrants (Note 24)	134,125	2,545,263	-	(750,000)	-	-	-	-	-	-	1,929,388	-	1,929,388		
Dividends payment (Note 33)	-	-	-	-	-	(1,118,330,878)	-	-	-	-	(1,118,330,878)	-	(1,118,330,878)		
Total comprehensive income for the year	-	-	-	-	-	1,193,934,077	-	(21,486,015)	(279,394,548)	(300,880,563)	893,053,514	4,368,721	897,422,235		
Closing balance as at 31 December 2017	894,667,502	4,055,609,113	288,424,625	4,537,662	90,600,000	1,396,560,421	(349,446,941)	(11,446,425)	44,040,342	(316,853,024)	6,413,546,299	85,213,104	6,498,759,403		

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

Major Cineplex Group Public Company Limited
Statement of Changes in Equity (Cont'd)
For the year ended 31 December 2017

	Separate financial statements								Unit: Baht	
	Issued and paid-up share capital	Share premium	Treasury share (Note 24)	Share premium- (Note 24)	Retained earnings		Other components of equity			
					Warrants	Appropriated		Income (expense)		Total other component of equity
						Legal reserve	Unappropriated			
Opening balance as at 1 January 2016	892,519,658	4,014,840,114	288,424,625	7,187,590	90,600,000	649,658,669	421,800,190	421,800,190	6,365,030,846	
Changes in equity for year										
Additional shares from exercise of warrants (Note 24)	2,013,719	38,223,736	-	(11,257,212)	-	-	-	-	28,980,243	
Warrants	-	-	-	4,819,622	-	-	-	-	4,819,622	
Dividends payment (Note 33)	-	-	-	-	-	(1,072,133,697)	-	-	(1,072,133,697)	
Total comprehensive income for the year	-	-	-	-	-	1,204,866,284	(98,365,300)	(98,365,300)	1,106,500,984	
Closing balance as at 31 December 2016	894,533,377	4,053,063,850	288,424,625	750,000	90,600,000	782,391,256	323,434,890	323,434,890	6,433,197,998	
Opening balance as at 1 January 2017	894,533,377	4,053,063,850	288,424,625	750,000	90,600,000	782,391,256	323,434,890	323,434,890	6,433,197,998	
Changes in equity for year										
Additional shares from exercise of warrants (Note 24)	134,125	2,545,263	-	(750,000)	-	-	-	-	1,929,388	
Dividends payment (Note 33)	-	-	-	-	-	(1,118,330,878)	-	-	(1,118,330,878)	
Total comprehensive income for the year	-	-	-	-	-	933,937,450	(279,394,548)	(279,394,548)	654,542,902	
Closing balance as at 31 December 2017	894,667,502	4,055,609,113	288,424,625	-	90,600,000	597,997,828	44,040,342	44,040,342	5,971,339,410	

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

Major Cineplex Group Public Company Limited
Statement of Cash Flows
For the year ended 31 December 2017

		Unit: Baht			
		Consolidated financial statements		Separate financial statements	
Notes		2017	2016	2017	2016
Cash flows from operating activities					
Cash generated from operations	34	2,410,454,639	2,127,101,420	1,206,860,526	973,453,160
Interest paid		(116,862,236)	(134,545,144)	(154,626,564)	(174,523,139)
Income tax paid		(301,949,667)	(271,597,587)	(152,626,346)	(144,302,277)
Net cash generated from operating activities		1,991,642,736	1,720,958,689	899,607,616	654,627,744
Cash flows from investing activities					
Decrease in restricted cash		4,586,767	(36,246)	-	-
Short-term loans made to related parties	35	(2,000,000)	(8,000,000)	(434,661,747)	(609,217,679)
Receipt from repayment of short-term loans to related parties	35	5,000,000	-	514,960,460	681,984,907
Long-term loans made to related parties	35	(500,000)	(953,500)	(500,000)	(953,500)
Receipt from repayment of long-term loans to related parties	35	596,000	589,143	30,596,000	30,583,643
Loans made to third party		-	20,300	-	20,300
Payment for short-term investments		(770,000,000)	-	(770,000,000)	-
Proceeds from disposal of short-term investments		771,156,232	-	771,156,232	-
Cash receive from acquisition of subsidiary, net of cash payment		-	18,288,581	-	-
Payments for investment in associates	12	(311,853,882)	(207,891,950)	(311,853,882)	(207,891,950)
Proceeds from disposals of investment in associates	12	171,630,058	63,101,650	171,630,058	63,101,650
Proceeds from disposals of investment in joint venture	12	201,796,504	-	201,796,504	-
Proceeds from disposal of available-for sale investment	8	466,858,478	386,498,417	466,858,478	386,498,417
Purchases of property, plant and equipment		(850,595,947)	(1,261,724,795)	(542,328,397)	(900,901,502)
Proceeds from disposals of property, plant and equipment		14,668,604	4,081,672	1,718,172	994,813
Purchases of intangible assets		(211,344,695)	(232,736,685)	(12,659,227)	(22,589,340)
Proceeds from disposals of intangible assets		-	104,112	-	2,857,220
Dividends received from subsidiaries, associates and joint ventures		219,035,815	208,321,047	334,451,825	636,731,175
Dividends received from long-term investments		484,904	1,176,122	484,904	1,176,122
Interest received		5,180,969	3,149,465	21,413,357	40,310,865
Net cash (used in) received from investing activities		(285,300,193)	(1,026,012,667)	443,062,737	102,705,141

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

Major Cineplex Group Public Company Limited
Statement of Cash Flows (Cont'd)
For the year ended 31 December 2017

Unit: Baht

		Consolidated		Separate	
		financial statements		financial statements	
Notes		2017	2016	2017	2016
Cash flows from financing activities					
Proceeds from short-term loans from related parties	35	-	-	2,509,355,308	2,225,650,928
Repayments to short-term loans from related parties	35	(2,250,000)	(4,850,000)	(2,240,026,657)	(2,423,631,657)
Repayment to bank overdrafts		(1,929,941)	(7,574,680)	-	-
Proceeds from short-term loans from financial institutions		5,493,000,000	8,300,000,000	5,390,000,000	8,195,000,000
Repayments to short-term loans from financial institutions		(7,178,000,000)	(7,620,000,000)	(7,030,000,000)	(7,620,000,000)
Repayments to finance lease liabilities		(95,785,749)	(92,472,139)	(5,007,707)	(1,542,387)
Proceeds from long-term borrowings	20	1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000
Repayments long-term borrowings	20	(252,000,000)	(209,000,000)	(252,000,000)	(209,000,000)
Proceeds from debentures	20	1,500,000,000	-	1,500,000,000	-
Redemption of debentures	20	(1,000,000,000)	(800,000,000)	(1,000,000,000)	(800,000,000)
Non-controlling interests invest in subsidiary		-	800,000	-	-
Proceeds from exercised warrants	25	1,929,388	28,980,243	1,929,388	28,980,243
Dividends paid to shareholders		(1,129,149,733)	(1,072,015,907)	(1,118,316,523)	(1,072,103,126)
Net cash used in financing activities		(1,664,186,035)	(476,132,483)	(1,244,066,191)	(676,645,999)
Net increase in cash and cash equivalents		42,156,508	218,813,539	98,604,162	80,686,886
Opening balance of cash and cash equivalents		530,873,228	312,059,689	173,652,272	92,965,386
Closing balance of cash and cash equivalents		573,029,736	530,873,228	272,256,434	173,652,272

Non-cash transactions

Significant non-cash transactions are as follows:

Dividends payable	14,355	10,863,780	14,355	30,570
Dividends receivable	-	4,499,990	-	119,916,000
Receivable from disposal of available-for-sale investment	68,257,005	73,010,874	68,257,005	73,010,874
Receivable from disposal of investment in associate	46,691,467	-	46,691,467	-
Reclassification other non-current asset to leasehold right	-	60,000,000	-	60,000,000
Prepaid long-term rents, not yet paid	-	10,000,000	-	10,000,000

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

1 General information

Major Cineplex Group Public Company Limited ("the Company") is a public company incorporated and resident in Thailand. The address of the Company's registered office is as follows:

1839, 1839/1-6 Phaholyothin road, Ladyao, Jatujak, Bangkok 10900.

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

The Group principally engages in cinema operations and entertainment services. The principal business operations of the Group are summarised as follows:

- Cinema operations;
- Advertising and media services;
- Bowling and Karaoke services;
- Rental and services; and
- Movie content.

These consolidated and separate financial statements were authorised for issue by the Board of Directors on 19 February 2018.

2 Accounting policies

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

2.1 Basis of preparation

The consolidated and separate financial statements have been prepared in accordance with Thai generally accepted accounting principles under the Accounting Act B.E. 2543, being those Thai Accounting Standards issued under the Accounting Professions Act B.E. 2547, and the financial reporting requirements of the Securities and Exchange Commission under the Securities and Exchange Act B.E. 2535.

The consolidated and separate financial statements have been prepared under the historical cost convention.

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

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

2 Accounting policies (Cont'd)

2.2 Revised financial reporting standards, and related interpretations

2.2.1 Revised financial reporting standards and interpretations are effective on 1 January 2017 which are relevant but do not have a significant impact to the Group:

TAS 1 (revised 2016)	Separate financial statements
TAS 16 (revised 2016)	Property, plant and equipment
TAS 19 (revised 2016)	Employee benefits
TAS 27 (revised 2016)	Separate financial statements
TAS 28 (revised 2016)	Investments in associates and joint ventures
TAS 34 (revised 2016)	Interim financial reporting
TAS 38 (revised 2016)	Intangible assets
TFRS 10 (revised 2016)	Consolidated financial statements
TFRS 11 (revised 2016)	Joint arrangements
TFRS 12 (revised 2016)	Disclosure of interests in other entities

2.2.2 Revised financial reporting standards are effective for annual periods beginning on or after 1 January 2018 which have significant changes and are relevant to the Group. The Group has not yet adopted these revised standards.

TAS 7 (revised 2017)	Statement of cash Flows
TAS 12 (revised 2017)	Income taxes
TFRS 12 (revised 2017)	Disclosure of interests in other entities

TAS 7 (revised 2017), the amendments require additional disclosure of changes in liabilities arising from financing activities. This includes changes arising from cash and non-cash.

TAS 12 (revised 2017), the amendments clarify the accounting for deferred tax where an asset is measured at fair value and that fair value is below the asset's tax base. Specifically, the amendments confirm that:

- A temporary difference exists whenever the carrying amount of an asset is less than its tax base at the end of the reporting period.
- An entity can assume that it will recover an amount higher than the carrying amount of an asset to estimate its future taxable profit.
- Where the tax law restricts the source of taxable profits against which particular types of deferred tax assets can be recovered, the recoverability of the deferred tax assets can only be assessed in combination with other deferred tax assets of the same type.
- Tax deductions resulting from the reversal of deferred tax assets are excluded from the estimated future taxable profits.

TFRS 12 (revised 2017), the amendments clarify that the disclosure requirements of TFRS 12 apply to interests in entities that are classified as held for sale in the scope of TFRS 5 (revised 2017), except for the summarised financial information.

The Group's management assessed and considered that the above revised standards will not have a material impact on the Group except for disclosure

2 Accounting policies (Cont'd)

2.3 Group accounting - investments in subsidiaries and associates and in joint arrangements

1) Subsidiaries

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

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

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

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

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

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

A list of the Group's principal subsidiaries are shown in the Note 12.

2) Transactions with non-controlling interests

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

3) Disposal of subsidiaries

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

2 Accounting policies (Cont'd)

2.3 Group accounting - investments in subsidiaries and associates and in joint arrangements (Cont'd)

4) Business combination under common control

The Group accounts for business combination under common control by measuring acquired assets and liabilities of the acquiree in the proportion of interests under common control at the carrying values of the acquiree presented in the highest level of the consolidation prior to the business combination under common control at the acquisition date. The Group retrospectively adjusted the business combination under common control transactions as if the combination occurred from the beginning of period of which the financial statements in the previous period are comparatively presented in accordance with the guidance of business combination under common control as issued by the Federation of Accounting Professions.

Costs of business combination under common control are the aggregated amount of fair value of assets transferred, liabilities incurred and equity instruments issued by the acquirer at the date of which the exchange in control occurs. Other costs directly attribute to business combination under common control, such as professional fees of legal advisors and other advisors, registration fees, and costs relating to preparation of information for shareholders, are capitalised as an investment in the separate financial statements while immediately recognised as expenses in the consolidated financial statements in the period of which the business combination occurs.

The difference between costs of business combination under common control and the acquirer's interests in the carrying value of the acquiree is presented as "Surplus arising from business combination under common control" in equity and is derecognised when the investment is disposed (transfer to retained earnings).

5) Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting.

6) Joint arrangements

Investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangements.

Joint operations

A joint operation is a joint arrangement whereby the Group has rights to the assets, and obligations for the liabilities relating to the arrangement. The Group recognises its direct right to the assets, liabilities, revenues and expenses of joint operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses. These have been incorporated in the financial statements under the appropriate headings.

Joint venture

A joint venture is a joint arrangement whereby the Group has rights to the net assets of the arrangement. Interests in joint ventures are accounted for using the equity method.

The Group has assessed the nature of its joint arrangements and determined them to be joint ventures. Joint ventures are accounted for using equity method.

2 Accounting policies (Cont'd)

2.3 Group accounting - investments in subsidiaries and associates and in joint arrangements (Cont'd)

7) Accounting under equity method

Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investment in associates includes goodwill identified on acquisition.

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

The Group's share of its associates and joint ventures' post-acquisition profits or losses is recognised in the profit or loss, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in associates and joint ventures equals or exceeds its interest in the associates and joint ventures, together with any long-term interests that, in substance, form part of the entity's net investment in the associates or joint ventures, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associates and joint ventures.

The Group determines at each reporting date whether there is any objective evidence that the investments in the associates and joint ventures are impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the investments and its carrying value and recognises the amount adjacent to share of profit (loss) of associates and joint ventures in profit or loss.

Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in the associates and joint ventures. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates and joint ventures have been changed where necessary to ensure consistency with the policies adopted by the Group.

8) Separate financial statement

In the separate financial statements, investments in subsidiaries, associates and joint ventures are accounted for at cost less impairment. Cost is adjusted to reflect changes in consideration arising from contingent consideration amendments. Cost also includes direct attributable costs of investment.

2.4 Foreign currency translation

a) Functional and presentation currency

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

b) Transactions and balances

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

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

2 Accounting policies (Cont'd)

2.4 Foreign currency translation (Cont'd)

c) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses for each statement of comprehensive income are translated at average exchange rates; and
- All resulting exchange differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

2.5 Cash and cash equivalents

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

2.6 Trade accounts receivable

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

2.7 Inventories and films under production

Inventories consist of foods and beverages, cinema supplies, and VCD and DVD.

Inventories are stated at the lower of cost or net realisable value. Costs of foods and beverages and cinema supplies are determined by the first-in, first-out (FIFO) method. Costs of VCD and DVD are determined using weighted average method. The cost of purchase comprises both the purchase price and costs directly attributable to the acquisition of the inventory, such as import duties and transportation charges, less all attributable discounts, allowances or rebates. Net realisable value is the estimated selling price in the ordinary course of business, less the costs of completion and selling expenses. Allowance is made, where necessary, for obsolete, slow-moving and defective inventories.

Films under production are costs of films under production which will be recognised as cost of films upon the sale or release of the films, basing on the future consumption used in various channels. Costs of films comprise costs directly attributable to films production and are stated at cost.

2.8 Investments

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

Investments intended to be held for an indefinite period of time, which may be sold in response to liquidity needs or changes in interest rates, are classified as available-for-sale.

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

2 Accounting policies (Cont'd)

2.8 Investments (Cont'd)

Available for sale investments are subsequently measured at fair value. The fair value of investments is based on quoted bid price at the close of business on the statement of financial position date by reference to the National Stock Exchange of India Limited. The unrealised gains and losses of available for sale investments are recognised in other comprehensive income.

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

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

2.9 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Land is not depreciated. Depreciation is calculated on the straight-line basis to write off the cost of each asset, except for land which is considered to have an indefinite life, to its residual value over the estimated useful life or, if it is shorter, the lease term, as follows:

Building	20 years
Cinema and cinema improvement	10, 20 years
	and the lease contracts periods
Utility system	5, 10, 15 years
Tool equipment and fixture	5, 10, 15, 20 years
Office equipment	5 years
Vehicle	5 years

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

Where the carrying amount of an asset is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount.

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

2.10 Goodwill

Goodwill represents the excess of the consideration transferred over the fair value of the Group's share of the net identifiable assets, liabilities and contingent liability of the acquired subsidiary and the fair value of the non-controlling interest in the acquired subsidiary undertaking at the date of acquisition. Goodwill on acquisitions of subsidiaries is separately reported in the consolidated statement of financial position.

Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose, identified according to operating segment.

2 Accounting policies (Cont'd)

2.11 Other intangible assets

Film rights

Film rights are capitalised at the purchase price including costs directly attributable to the acquisition of rights. Film rights are amortised and charged to direct costs of exhibition, VCD and DVD and TV broadcasting at the ratio relating to the expected consumption used in various channels over the lifetime of rights. In the event that an ultimate loss is projected for each right, an amount equivalent to this loss will be written-off in the income statement immediately.

Computer software

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

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

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

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

Computer software development costs recognised as assets are amortised over their estimated useful lives, which does not exceed 5 years.

2.12 Impairment of assets

Assets that have an indefinite useful life, for example goodwill, are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the carrying amount of the assets exceeds its recoverable amount which is the higher of an asset's net selling price and value in use. For the purposes of assessing impairment, assets are grouped at the lowest level for which there is separately identifiable cash flows. Assets other than goodwill that suffered an impairment are reversed for possible impairment loss of the estimation of the recoverable amount were changed in subsequent period after the Group's recognition of impairment.

2.13 Leases

Leases - where the Group is the lessee

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

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

2 Accounting policies (Cont'd)

2.13 Leases (Cont'd)

Leases - where the Group is the lessee (Cont'd)

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

Leases - where the Group is the lessor

When assets are leased out under a finance lease, the present value of the lease payments is recognised as a receivable. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income. Lease income is recognised over the term of the lease using the net investment method, which reflects a constant periodic rate of return. Initial direct costs are included in initial measurement of the finance lease receivable and reduce the amount of income recognised over the lease term.

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

2.14 Borrowings

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

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

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

a) Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

2 Accounting policies (Cont'd)

2.15 Current and deferred income taxes

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

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

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

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

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

2.16 Employee benefits

Employee benefits obligations

Group companies operate various employee benefit schemes. The Group has both defined contribution and defined benefit plans. A defined contribution plan is a plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. The Group pays contributions to a separate fund which is managed by an external fund manager in accordance with the provident fund Act, B.E. 2530. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payment is available. A defined benefit plan is a retirement plan that is not a defined contribution plan. Typically defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

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

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise. (They are included in retained earnings in the statements of changes in equity.)

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

2 Accounting policies (Cont'd)

2.17 Share-based payment

The Group operates a number of equity-settled, share-based compensation plans, under which the entity receives services from employees as consideration for equity instruments (warrant) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions;
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, sales growth targets and remaining an employee of the entity over a specified time period); and
- Including the impact of any non-vesting conditions (for example, the requirement for employees to save or holdings shares for a specific period of time).

Non-market performance and service conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each reporting period, the entity revises its estimates of the number of options that are expected to vest based on the non-marketing vesting conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

The grant by the Company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary, in separate financial statement undertakings, with a corresponding credit to equity.

2.18 Provisions

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

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

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

Provisions for goods returns in related to VCDs and DVDs is estimated based on historical experience and other relevant market factors. Provision for goods returns are provided for the sales profit margins and presented netting this of sales.

The Company sets aside the provision for bonus point redemption based on consideration of historical redemption rate and bonus point outstanding balance on the financial position date.

2 Accounting policies (Cont'd)

2.19 Share capital

Ordinary shares are classified as equity.

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

Where any companies within the Group purchases the Company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the Company's equity holders until the shares are cancelled or reissued. Where such shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the Company's equity holders.

2.20 Revenue recognition

Revenues of the Group consist principally admissions, concession sales, advertising services, bowling and Karaoke services, rental and services, sales of VCD/DVD and film rights distribution and sponsorship income.

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services net of output tax, rebates and discounts, and after eliminating sales within the Group for the consolidated financial statements.

Revenue from sales of goods is recognised when significant risks and rewards of ownership of the goods are transferred to the buyer. Revenue from providing services is recognised when the services are rendered.

Where royalties from film rights or film production are charged at fixed amounts for which the licensee cannot be refunded and the licensor has no further obligations subsequent to granting of the rights, the royalties are recognised as income in full when the licensee is entitled to exploit the rights under the terms of the agreement.

Revenue from advertising is recognised when the media are appeared.

Revenue from leases and services are recognised over the period of the lease agreement.

Deferred revenue from leases and services are recognised when services are rendered.

Other revenues are recognised on the following basis:

- | | |
|-----------------|--|
| Interest income | - on a time proportion basis, taking account of the principal outstanding and the effective rate over the period to maturity, when it is determined that such income will accrue to the Group. |
| Dividend income | - when the right to receive payment is established. |

2.21 Customer loyalty programmes

The Group offers customer loyalty programmes ("loyalty points") for members of M-Generation card as a part of sales and services. The member will receive loyalty points that could be redeemed in the future by customers for selected goods or services with no consideration paid based on terms and conditions as specified in the M-Generation card.

TFRIC 13 deals with the recognition of loyalty award credits granted to customers as part of loyalty programmes. These awards are granted on the sale of goods or services and can be redeemed in the future against free goods or services.

Under TFRIC 13, credits granted to a customer are considered as a separately identifiable component of the sale transaction. The consideration received in respect of the sale transaction is allocated between:

- The initial sale of goods or supply of services, for which the corresponding revenue is recognised immediately in income; and
- Credits awarded and redeemable in the future, for which the corresponding revenue is deferred until the customer redeems the awards and the entity fulfils its obligations to supply the awards.

The Group measure the consideration allocated to the award credits with reference to fair value.

2 Accounting policies (Cont'd)

2.22 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the period in which the dividends are approved by the Company's shareholders, and interim dividend are approved by the Board of Directors.

2.23 Segment reporting

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

3 Financial risk management

3.1 Financial risk factors

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

Risk management is carried out by a central treasury department (Group Treasury) under policies approved by the Board of Directors. The Group Treasury identifies, evaluates and hedges financial risks in close co-operation with the Group's operating units. The Board provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative and non-derivative financial instruments, and investment excess liquidity.

3.1.1 Foreign exchange risk

The Group has no significant exposure to foreign currency risk relates due to its accounts receivable and accounts payable are mainly made in Thai Baht. The Group has foreign exchange transaction from purchase of film rights mainly dominated in various currencies, primarily with respect to USD. The Group does not use any derivative financial instruments to hedge foreign currency exposure.

3.1.2 Interest rate risk

The Group's income and operating cash flows are not substantially independent of changes in market interest rates. Interest rate risk is the risk that future movements in market interest rates will affect the results of the Group's operations and its cash flows. The loan interest rates of the Group are mainly fixed. The Group does not use the interest rate derivative to manage exposure from fluctuation in interest rate on specific borrowing.

3.1.3 Credit risk

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

3.1.4 Liquidity risk

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

3 Financial risk management (Cont'd)

3.2 Fair value estimation

The following table presents the Group's financial assets and liabilities that are measured at fair value. See note 8 for disclosure of the available-for-sale investment that are measured at fair value.

As at 31 December 2017

	Level 1 Baht
Assets	
Available-for-sale financial assets	
Equity securities	
Media and publishing industry	67,095,427

As at 31 December 2016

	Level 1 Baht
Assets	
Available-for-sale financial assets	
Equity securities	
Media and publishing industry	512,698,612

(a) Financial instruments in level 1

The fair value of financial instruments traded in active markets is based on quoted market prices at the statement of financial position date. The quoted market price used for financial assets held by the Group is the closing price by reference to National Stock Exchange of India Limited. These instruments are included in level 1.

4 Critical accounting estimates, assumptions and judgements

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

4.1 Critical accounting estimates and assumptions

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

a) Estimated impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in Note 2.12. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations or fair value less cost to sell as appropriate. These calculations require the use of estimates (Note 14).

If the estimated cost of capital used in determining the pre-tax discount rate applied to the discounted cash flows had been 1.0% higher than management's estimates (for example, 5.9% instead of 4.9%), Goodwill of every businesses will not be impaired. In the preparation of forecast financial statement; however, management based on the past operating result and the expected growth in the industry, the growth rate is consistent with the past actual result. The base case is considered as the appropriate base in evaluation of goodwill.

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

4.1 Critical accounting estimates and assumptions (Cont'd)

b) Impairment of receivables

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

c) Allowance for obsolete, slow-moving and defective inventories

The Group has made allowance, where necessary, for obsolete, slow moving and defective inventories by estimating the net realisable value was calculated from the selling price in the ordinary course of business, less the cost of completion and selling expenses. Furthermore, the calculation of the net realisable estimation was based on historical experience, management's knowledge of the industry and future market trends.

d) Provision for goods returns

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

e) Valuation of movies under production

The cost of movies under production is recognised when incurred. When there is an indicator, the Group tests impairment on a title by title basis, and if the estimated remaining net cash flows are not sufficient to recover each title cost, the impairment will be recognised. The estimation of net cash flow is calculated and estimated by the management.

f) Employee benefit obligations

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

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

Other key assumptions for pension obligations are based in part on current market conditions. Additional information is disclosed in Note 22.

g) Provision for customers loyalty program

The Company sets aside the provision for bonus point redemption based on consideration of historical redemption rate and bonus point outstanding balance on the date of statement of financial position.

4.2 Critical judgements in applying the entity's accounting policies

a) Joint arrangements

The Company holds 49% of the voting rights of its joint arrangement. The Group has joint control over this arrangement as under the contractual agreements, unanimous consent is required from all parties to the agreements for all relevant activities.

The Group's joint arrangement is structured as a limited company and provides the Group and the parties to the agreements with rights to the net assets of the limited company under the arrangements. Therefore, this arrangement is classified as a "Joint venture".

5 Capital risk management

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

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

6 Segment information

Financial information by business segment is follows:

	Consolidated financial statements					Unit: Million Baht
	Cinema business	Advertising business	Bowling and Karaoke business	Rental and services business	Movie content business	Total
For the year ended 31 December 2017						
Revenues						
- Gross segment revenues	7,368	1,043	511	525	421	9,868
- Inter segment revenues	(556)	-	(56)	(92)	(193)	(897)
Net revenues	6,812	1,043	455	433	228	8,971
Segment results	547	738	(15)	(24)	(267)	979
Compensation income						49
Gain on disposal of investment						498
Unallocated expense						(141)
Operating profit						1,385
Finance costs						(140)
Share of profit of associates and joint ventures						231
Profit before income tax						1,476
Income tax						(278)
Net profit						1,198
Segment fixed assets	5,710	21	544	900	11	7,186
Investments in associates and interest in joint ventures						3,006
Unallocated assets						3,615
Consolidated total assets						13,807

6 Segment information (Cont'd)

Unit: Million Baht

	Consolidated financial statements					Total
	Cinema business	Advertising business	Bowling and Karaoke business	Rental and services business	Movie content business	
For the year ended 31 December 2016						
Revenues						
- Gross segment revenues	6,985	1,009	532	574	485	9,585
- Inter segment revenues	(488)	-	(59)	(97)	(196)	(840)
Net revenues	6,497	1,009	473	477	289	8,745
Segment results	569	724	(21)	(2)	(169)	1,101
Compensation income						46
Gain on disposal of investment						376
Unallocated expense						(191)
Operating profit						1,332
Finance costs						(144)
Share of profit of associates and joint ventures						256
Profit before income tax						1,444
Income tax						(237)
Net profit						1,207
Segment fixed assets	5,941	21	605	1,008	16	7,591
Investments in associates and interest in joint ventures						3,040
Unallocated assets						4,094
Consolidated total assets						14,725

6 Segment information (Cont'd)

Unallocated costs represent corporate expenses. Segment assets consist of primarily property and equipment, intangible assets, inventories, receivables and operating cash and mainly exclude investments.

Liabilities are mainly borrowings purposed to be used for all segments and for the Group's liquidity. Accordingly, the Group does not present the liabilities segment information.

7 Cash and cash equivalents

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Cash on hand	41,199,715	42,570,698	29,225,416	30,748,394
Deposits held at call with banks	531,830,021	488,302,530	243,031,018	142,903,878
Cash and cash equivalents	<u>573,029,736</u>	<u>530,873,228</u>	<u>272,256,434</u>	<u>173,652,272</u>

The effective interest rates on short-term bank deposit are ranging from 0.30% to 2.25% per annum (2016: 0.10% to 0.37% per annum).

8 Available-for-sale investment

The movement of available-for-sale investment over the year is as follows:

	Unit: Baht	
	Consolidated and Separate financial statements	
	2017	2016
Opening book value	512,698,612	748,530,498
Disposal at cost	(96,360,000)	(112,875,261)
Realised gain	(438,755,483)	(346,634,030)
Gain (loss) on exchange rate	(12,079,125)	(14,778,177)
Change in fair value of investments	101,591,423	238,455,582
Closing book value	<u>67,095,427</u>	<u>512,698,612</u>

The fair values of the investments are as follows:

	Unit: Baht	
	Consolidated and Separate financial statements	
	2017	2016
Cost	12,045,000	108,405,000
Unrealised gain	55,050,427	404,293,612
Fair value	<u>67,095,427</u>	<u>512,698,612</u>

During 2017, the Company disposed available-for-sale investment for a consideration of Baht 535.12 million and realised gain on disposal of investment amounting to Baht 438.76 million, which included in "Other income".

The fair value of the investment is based on quoted market prices at the statement of financial position date in National Stock Exchange of India Limited. The fair values are within level 1 of the fair value hierarchy.

9 Trade account and other receivables

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Trade accounts receivable - third parties	469,783,240	638,634,765	134,779,322	131,278,990
Trade accounts receivable - related parties (Note 35)	17,604,784	12,739,615	100,591,069	61,164,952
Unbilled revenue	428,407,786	386,400,007	60,494,528	33,867,924
Total	915,795,810	1,037,774,387	295,864,919	226,311,866
Less Allowance for doubtful accounts	(6,732,086)	(43,593,884)	-	-
Trade accounts receivable, net	909,063,724	994,180,503	295,864,919	226,311,866
Amounts due from related parties (Note 35)	31,198,334	69,473,283	246,859,864	334,798,246
Other accounts receivable	159,621,886	150,855,347	137,218,031	132,067,929
Prepaid expenses	82,229,415	41,805,669	24,310,077	19,217,644
Trade account and other receivables	1,182,113,359	1,256,314,802	704,252,891	712,395,685

Outstanding trade and other receivables can be analysed according to ages as follows:

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	31 December 2017	31 December 2016	31 December 2017	31 December 2016
Unbilled revenue	433,722,112	387,444,295	61,005,967	33,867,924
Trade accounts receivable				
Current	240,410,840	264,235,989	145,039,964	86,154,678
Overdue less than 3 months	176,561,562	180,998,295	72,539,122	85,254,698
3 - 6 months	23,984,753	35,912,437	1,534,245	12,813,909
6 - 12 months	13,276,669	133,649,357	992,281	7,217,687
Over 12 months	27,839,874	35,534,014	14,753,340	1,002,970
Total	915,795,810	1,037,774,387	295,864,919	226,311,866
Less Allowance for doubtful accounts	(6,732,086)	(43,593,884)	-	-
Trade accounts receivable, net	909,063,724	994,180,503	295,864,919	226,311,866

10 Inventories

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Foods and beverages	121,981,288	78,087,657	87,061,289	50,456,727
VCD and DVD, net of allowance	1,462,559	4,825,959	-	-
Supplies and others	17,425,009	14,896,519	12,273,764	11,233,844
Inventories, net	140,868,856	97,810,135	99,335,053	61,690,571

Cost of inventory was recognised as an expense and included in cost of sales amounting to Baht 551.09 million and Baht 400.71 million in the Consolidated and separate income statements, respectively (2016: Baht 476.39 million and Baht 337.19 million).

The Group recorded reversal of loss from obsolescence and allowance for diminution in value in the consolidated income statement for the year ended 31 December 2017 amounting to Baht 4.96 million (2016: Charged of Baht 18.41 million).

11 Other current assets

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Value added tax receivable	66,080,519	91,559,478	27,846,251	33,627,034
Withholding tax deducted at sources	32,307,253	43,026,517	5,692,646	381,168
Others	40,158,058	57,042,322	11,831,402	26,549,677
	<u>138,545,830</u>	<u>191,628,317</u>	<u>45,370,299</u>	<u>60,557,879</u>

12 Investments in subsidiaries, associates and interests in joint ventures

Investments accounted for using equity method

The amounts recognised in the balance sheet are as follows:

	Unit: Baht	
	Consolidated financial statements	
	2017	2016
Associates	2,969,458,728	2,751,690,359
Joint ventures	37,405,758	288,167,915

Share of profit (loss) recognised in the income statement are as follows:

	Unit: Baht	
	Consolidated financial statements	
	2017	2016
Associates	232,704,573	250,824,492
Joint ventures	(1,405,577)	5,335,035
	<u>231,298,996</u>	<u>256,159,527</u>

(a) Investment in associates

Summarised statement of financial position

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Opening net book amount	2,751,690,359	2,525,403,524	2,501,310,195	2,323,374,428
Additions	311,853,882	207,891,950	311,853,882	207,891,950
Disposals	(112,851,473)	(33,365,449)	(97,090,399)	(29,956,183)
Dividends received	(214,535,825)	(194,821,572)	-	-
Deferred gain on disposals of assets to the Property fund (Note 13)	-	(4,242,586)	-	-
Share of results	232,704,573	250,824,492	-	-
Share of results from comprehensive income	597,212	-	-	-
Closing net book amount	<u>2,969,458,728</u>	<u>2,751,690,359</u>	<u>2,716,073,678</u>	<u>2,501,310,195</u>

12 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

(a) Investment in associates (Cont'd)

Gain on disposals of assets to the Property Fund will be realised on the straight-line basis over the lease contracts period of the buildings leased out to the Property Fund. During 2017, the Group realised gain on disposals of Baht 16.53 million in the consolidated income statement. (2016: Baht 16.32 million).

Investment in associates included goodwill amounting to Baht 265.01 million. (2016: Baht 246.48 million).

During 2017, the Company received dividends income from associates amounting to Baht 214.54 million, which was recognised in "Other income" in the company income statement and recognised in "Investment in associates" in the consolidated statement of financial position.

Siam Future Development Public Company Limited ("SF")

2017

During the year, the Company made additional investment in SF of 44.23 million shares totalling Baht 311.85 million.

In addition, the Company disposed investment in SF of 30.68 million shares for the considerations of Baht 218.32 million and recognised gain on disposal of investment amounting to Baht 105.47 million, and Baht 121.23 million, which included in "Other income" in the consolidated and separate income statements, respectively.

The aforementioned movements of investment resulted in the change to shareholding percentage from 24.89% to 25.65%.

2016

During the year, the Company made additional investment in SF of 28.97 million shares totalling Baht 173.59 million.

In addition, the Company disposed investment in SF of 10.68 million shares for the considerations of Baht 63.10 million and recognised gain on disposal of investment amounting to Baht 29.74 million, and Baht 33.15 million, which included in "Other income" in the consolidated and separate income statements, respectively.

CJ Major Entertainment Company Limited ("CJM")

2016

On 9 March 2016, the Company invested in CJM, a film producer and film distributor, of 245 shares for a consideration of Baht 2.45 million. Investment in CJM representing 49.00% of the registered shares is classified as investment in associate taking into account of controlling power and returns. The equity method of accounting is applied to this investment in the consolidated financial statements.

On 28 March 2016, CJM increased the authorised share capital by issuing 6,500 new shares at par value of Baht 10,000 per share. The Company additionally acquired shares of CJM for a total consideration of Baht 31.85 million in order to maintain shareholding interest of 49.00%.

12 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

(a) Investment in associates (Cont'd)

The details of investments in associates in 2017 and 2016 are as follows

	Country of incorporation and place of business	Nature of business	Nature of relationship	% Ownership interest		Measurement method
				31 December 2017	31 December 2016	
Associates						
Siam Future Development Public Company Limited ("SF")	Thailand	Rental of building space and utilities services	Shareholder	25.65	24.89	Equity
Ratchayothin Avenue Co., Ltd.	Thailand	Rental of building space and utilities services	Shareholder Indirect holding via SF	50.00 12.83	50.00 12.45	Equity Equity
Major Cineplex Lifestyle Leasehold Property Fund ("MJLF")	Thailand	Rental of building space and utilities services	Shareholder	33.00	33.00	Equity
Thai ticket major Co., Ltd.	Thailand	Agent for selling of tickets	Shareholder	40.00	40.00	Equity
CJ Major Entertainment Company Limited ("CJM")	Thailand	Film production and distribution	Shareholder	49.00	49.00	Equity

12 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

(a) Investment in associates (Cont'd)

As at 31 December 2017, the fair value of the Groups interest in SF, which is listed on the Stock Exchange of Thailand, was Baht 3,554.82 million (2016: Baht 2,719.48 million) and the carrying amount of the Group's interest was Baht 1,774.36 million (2016: Baht 1,538.25 million).

As at 31 December 2017, the fair value of the Group's interest in MJLF, which is listed on the Stock Exchange of Thailand, was Baht 1,393.92 million (2016: Baht 1,600.83 million) and the carrying amount of the Group's interest was Baht 1,087.26 million (2016: Baht 1,098.39 million).

There is no contingent liabilities relating to the Group's interest in associates.

Summarised financial information for associates

Set out below are the summarised financial information for SF and MJLF which are accounted for using the equity method.

Summarised statement of financial position

	Unit: Baht					
	SF		MJLF		Total	
	2017	2016	2017	2016	2017	2016
Current assets	671,789,506	415,374,191	226,800,287	251,317,459	898,589,793	666,691,650
Non-current assets	9,845,250,894	8,724,719,765	3,846,253,911	3,925,653,469	13,691,504,805	12,650,373,234
Current liabilities	1,277,998,638	1,496,427,187	19,252,832	36,464,371	1,297,251,470	1,532,891,558
Non-current liabilities	2,733,999,276	1,804,245,357	83,171,080	93,052,983	2,817,170,356	1,897,298,340
Net assets including non-controlling interests	6,505,042,486	5,839,421,412	3,970,630,286	4,047,453,574	10,475,672,772	9,886,874,986
Non-controlling interests	(398,550,721)	(385,294,132)	-	-	(398,550,721)	(385,294,132)
Net assets excluding non-controlling interests	6,106,491,765	5,454,127,280	3,970,630,286	4,047,453,574	10,077,122,051	9,501,580,854

12 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

(a) Investment in associates (Cont'd)

Summarised statement of comprehensive income

	SF		MJLF		Total	
	Unit: Baht					
	2017	2016	2017	2016	2017	2016
Revenue	1,414,172,980	1,430,908,641	437,735,818	482,318,590	1,851,908,798	1,913,227,231
Profit from continuing operation	538,653,277	488,450,511	231,726,712	358,884,462	770,379,989	847,334,973
Post-tax profit from continuing operations	516,728,402	442,482,461	231,726,712	358,884,462	748,455,114	801,366,923
Other comprehensive income	2,328,310	-	-	-	-	-
Total comprehensive income	519,056,712	442,482,461	231,726,712	358,884,462	750,783,424	801,366,923
Dividends received from associates	89,514,325	64,432,572	101,821,500	109,989,000	191,335,825	174,421,572

The information above reflects the amounts presented in the financial statements of the associates (and not the Group's share of those amounts) adjusted for differences in accounting policies between the Group and the associates.

Reconciliation of summarised financial information

Reconciliation of the summarised financial information presented to the carrying amount of its interest in associates

Summarised financial information	SF		MJLF		Total	
	Unit: Baht					
	2017	2016	2017	2016	2017	2016
Net assets excluding non-controlling interests as at period end	6,106,491,765	5,454,127,280	3,970,630,286	4,047,453,574	10,077,122,051	9,501,580,854
Interest in associate (%)	25.65	24.89	33.00	33.00		
Interest in joint venture	1,566,315,138	1,357,532,280	1,310,307,994	1,335,659,679	2,876,623,132	2,693,191,959
Effect from change of percentage of ownership interest	(32,709,144)	(42,478,001)	-	-	(32,709,144)	(42,478,001)
Adjusted gain from selling assets	-	-	(223,047,711)	(237,268,154)	(223,047,711)	(237,268,154)
Goodwill	241,353,135	223,194,904	-	-	241,353,135	223,194,904
Carrying value	1,774,959,129	1,538,249,183	1,087,260,283	1,098,391,525	2,862,219,412	2,636,640,708

Individually immaterial associates

In addition to interest in joint ventures disclosed above, the Group also has interests in a number of individually material joint ventures that are accounted for using equity method.

	Unit: Baht	
	2017	2016
Aggregate carrying amount of individually immaterial associates	107,239,315	115,049,651
Aggregate amounts of the reporting entity's share of profit from continuing activities	15,389,663	13,674,827

12 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

(b) Investment in joint venture

Movement of interests in joint venture is as follows:

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Opening book amount	288,167,915	300,877,587	245,167,525	245,167,525
Disposals	(249,319,932)	-	(245,167,525)	-
Dividends received	-	(17,999,465)	-	-
Share of result	(1,405,577)	5,335,035	-	-
Translation of financial statements	(36,648)	(45,242)	-	-
Closing book amount	37,405,758	288,167,915	-	245,167,525

12 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

(b) Investment in joint venture (Cont'd)

The jointly controlled entities are:

	Place of Business/country of incorporation	Nature of business	Nature of the relationship	% of ownership interest		Measurement method
				31 December 2017	31 December 2016	
Joint ventures						
PVR blu-O Entertainment Co., Ltd. (“PVR blu-O”)	India	Bowling, Karaoke and entertainment	Shareholder	-	49.00	Equity
Joint venture under MPIC						
Major Kantana Broadcasting Company Limited	Thailand	Satellite broadcasting and distribution of film rights	Indirect shareholding	41.61	41.61	Equity
Transformation Film Co., Ltd.	Thailand	Film production, advertising, television programmes service provided for all forms of entertainment	Indirect shareholding	26.42	26.42	Equity
MVP M Pictures Distribution (Lao) Co., Ltd. (“MVP”)	Laos	Film distribution	Indirect Shareholding	36.98	36.98	Equity

Disposal of investment

During 2017, the Company disposed its entire investment in PVR blu-O for the considerations of Baht 201.80 million and recognised loss from disposal amounting to Baht 47.52 million, and Baht 43.37 million, included in "Other income" in the consolidated and separate income statements, respectively.

12 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

(b) Investment in joint venture (Cont'd)

Commitments and contingent liabilities in respect of joint ventures

The Group has no commitments relating to non-controlling interests of its joint ventures.

Individually immaterial joint ventures

The Group has interests in individually immaterial joint ventures that are accounted for using equity method.

	Unit: Baht	
	2017	2016
Aggregate carrying amount of individually immaterial joint ventures	37,405,758	288,167,915
Aggregate amounts of the reporting entity's share of profit from continuing activities	(1,405,577)	5,335,035

(c) Investment in subsidiaries

Movements of investment in subsidiaries can be analysed as follows:

	Unit: Baht	
	Separate financial statements	
	2017	2016
Investment in subsidiaries	3,742,768,546	3,742,768,546
<u>Less</u> Allowance for impairment	(122,354,600)	(122,354,600)
Investment in subsidiaries, net	3,620,413,946	3,620,413,946
For the years ended 31 December		
Opening net book amount	3,620,413,946	3,741,268,546
Impairment of investment	-	(120,854,600)
Closing net book amount	3,620,413,946	3,620,413,946

12 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

(c) Investment in subsidiaries (Cont'd)

During 2016, the Company received dividends income from subsidiaries amounting to Baht 561.82 million (2017: none), which was recognised as "Other income" in the Company income statement.

Additional of investment in subsidiaries

2016

Major Platinum Cineplex (Lao) Co., Ltd.

On 1 January 2016, Major Holding International Co., Ltd. (subsidiary) has invested in 60.00% of ordinary shares in Major Platinum Cineplex (Lao) Co., Ltd., a cinema services provider in Lao People's Democratic Republic, totalling Baht 6.04 million. Details of business combinations are disclosed in note 35.

Cineplex (Lao) Sole Co., Ltd.

On 20 May 2016, Major Holding International Co., Ltd. (subsidiary) has invested in 100.00% of ordinary shares in Cineplex (Lao) Sole Co., Ltd., a cinema services provider in Lao People's Democratic Republic which is registered on 20 May 2016, totalling Baht 4.30 million.

Metacognition Co., Ltd. ("MTC")

On 21 October 2016, M Picture Entertainment Public Co., Ltd. (subsidiary) has established a new company namely Metacognition Co., Ltd. to operate as advertising agency for all media, with the registered share capital of Baht 2.00 million, comprising 20,000 ordinary shares with a par value of Baht 100 each. The subsidiary will own 60.00% or equivalent to Baht 1.20 million in Metacognition Co., Ltd.

Impairment of investment

Ratchayothin Cinema Co., Ltd. ("RCM")

During 2016, the impairment charge of Baht 120.85 million was made during the year as a result of the lower of recoverable amount than carrying value.

12 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

(c) Principal subsidiaries (Cont'd)

Subsidiaries	Country of incorporation and place of business	Nature of business	Nature of relationship	% Ownership interest	
				2017	2016
Major Cineplex Property Co., Ltd.	Thailand	Building space for rent	Shareholder	99.99	99.99
Major Cineplex Services Co., Ltd.	Thailand	Utilities services	Shareholder	99.99	99.99
Ratchayothin Management Co., Ltd.	Thailand	Utilities services	Shareholder	99.99	99.99
Ratchayothin Cinema Co., Ltd.	Thailand	Land and building space for rent	Shareholder	99.99	99.99
Ratchayothin Realty Co., Ltd.	Thailand	Building space for rent	Shareholder	99.99	99.99
Major Bowl Group Co., Ltd.	Thailand	Bowling, Karaoke and entertainment services	Shareholder	99.99	99.99
Major Cinead Co., Ltd.	Thailand	Advertising and advisory services	Shareholder	99.93	99.93
Bangkok Imax Theater Co., Ltd.	Thailand	Cinema services	Shareholder	99.93	99.93
Siam Cineplex Co., Ltd.	Thailand	Cinema services	Shareholder	99.99	99.99
EGV Entertainment Public Company Limited ("EGV")	Thailand	Cinema services, advertising services, and area for rent	Shareholder	99.98	99.98
M Picture Entertainment Public Company Limited ("MPIC")	Thailand	Publishing, advertising and distribution of film rights	Shareholder	92.46	92.46
Major Holding International Co., Ltd. ("MHD")	Thailand	Holding business	Shareholder	99.96	99.96
Digital Projector Management Co., Ltd.	Thailand	Projector rental and system management	Shareholder	99.99	99.99
Major Rewards Co., Ltd.	Thailand	Customer relationship management loyalty program, E-payment and coupon Kiosk	Shareholder	99.99	99.99
Subsidiary under EGV					
EGV Exhibition Co., Ltd.	Thailand	Cinema services	Indirect shareholding	99.96	99.96
Subsidiaries under MPIC					
M Picture Co., Ltd.	Thailand	Distribution of film rights for cinema services, VCD/DVD production and TV broadcast	Indirect shareholding	92.46	92.46
M.V.D. Co., Ltd. ("MVD")	Thailand	Distribution of VCD/DVD, Blu-ray and film rights	Indirect shareholding	92.46	92.46
M Thirtynine Co., Ltd.	Thailand	Film production	Indirect shareholding	92.46	92.46
Talent One Co., Ltd.	Thailand	Film production	Indirect shareholding	83.22	83.22
Metacognition Co., Ltd.	Thailand	Advertising agency businesses	Indirect shareholding	55.48	55.48

12 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

(c) Principal subsidiaries (Cont'd)

Subsidiaries	Country of incorporation and place of business	Nature of business	Nature of relationship	% Ownership interest	
				2017	2016
Subsidiary under MVD					
Pacific Media Sale Co., Ltd.	Thailand	Distribution of CD, VCD and DVD	Indirect shareholding	91.91	91.91
Subsidiaries under MHD					
Major Platinum Cineplex (Cambodia) Co., Ltd. (“Major Platinum”)	Cambodia	Cinema and bowling services	Indirect shareholding	69.97	69.97
Major Platinum Cineplex (Lao) Co., Ltd. (“Major Platinum Lao”)	Lao People’s Democratic Republic	Cinema services	Indirect shareholding	59.98	59.98
Cineplex (Lao) Co., Ltd. (“CNP”)	Lao People’s Democratic Republic	Cinema services	Indirect shareholding	99.99	99.99

The comprehensive income for the year for non-controlling interests is amounting to Baht 4.37 million, of which a loss amounting to Baht 7.64 million belongs to MPIC.

Summarised financial information on subsidiaries with material non-controlling interests

Set out below are the summarised financial information for subsidiary with material non-controlling interests, being MPIC.

Summarised statement of financial position

	Unit: Baht	
	MPIC	
	2017	2016
Current		
Assets	428,107,636	690,814,954
Liabilities	148,994,366	261,541,462
Total current net assets	279,113,270	429,273,492
Non-current		
Assets	255,336,742	268,521,436
Liabilities	5,013,869	5,052,113
Total non-current net assets	250,322,873	263,469,323
Net assets	529,436,143	692,742,815

12 Investments in subsidiaries, associates and interests in joint ventures (Cont'd)

(c) Principal subsidiaries (Cont'd)

Summarised statement of comprehensive income

	Unit: Baht	
	MPIC	
	2017	2016
Revenue	422,678,521	491,721,587
Loss before income tax	(153,517,921)	(80,065,527)
Income tax expense	(9,752,103)	(5,246,022)
Post-tax loss from continuing operations	(163,270,024)	(85,311,549)
Other comprehensive (loss) income	(36,647)	(44,747)
Total comprehensive loss	(163,306,671)	(85,356,296)
Total comprehensive loss allocated to non-controlling interests	(7,637,680)	(2,327,121)

Summarised statement of cash flows

	Unit: Baht	
	MPIC	
	2017	2016
Cash flow from operating activities		
Cash generated from operations	166,786,522	132,871,834
Interest received	500,216	518,961
Interest paid	(5,140,045)	(2,623,537)
Income tax received	23,973,696	29,133,639
Income tax paid	(5,311,921)	(16,056,453)
Net cash generated from operating activities	180,808,468	143,844,444
Net cash used in investing activities	(193,351,641)	(198,371,419)
Net cash from (used in) financing activities	(47,135,559)	98,034,433
Net (decrease) increase in cash and cash equivalents	(59,678,732)	43,507,458
Cash and cash equivalents at beginning of year	133,227,353	89,719,895
Cash and cash equivalents at end of year	73,548,621	133,227,353

The information above is the amount before inter-company eliminations.

Major Cineplex Group Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2017

13 Property, plant and equipment

	Consolidated financial statements								Unit: Baht
	Land	Building and building improvement	Cinema and cinema improvement	Utility system	Tool, equipment and fixtures	Office equipment	Vehicle	Construction in progress	Total
As at 1 January 2016									
Cost	208,316,998	1,847,430,085	4,054,889,377	1,506,025,331	6,369,745,115	482,962,085	22,465,758	69,475,742	14,561,310,491
<u>Less</u> Accumulated depreciation	-	(876,417,822)	(1,933,411,018)	(711,856,675)	(3,240,152,717)	(341,445,040)	(15,832,297)	-	(7,119,115,569)
Allowance for impairment	-	-	-	(2,873,459)	(81,113,659)	(294,029)	-	-	(84,281,147)
Net book value	<u>208,316,998</u>	<u>971,012,263</u>	<u>2,121,478,359</u>	<u>791,295,197</u>	<u>3,048,478,739</u>	<u>141,223,016</u>	<u>6,633,461</u>	<u>69,475,742</u>	<u>7,357,913,775</u>
For the year ended 31 December 2016									
Opening net book value	208,316,998	971,012,263	2,121,478,359	791,295,197	3,048,478,739	141,223,016	6,633,461	69,475,742	7,357,913,775
Exchange differences	-	-	(1,098,952)	(194,001)	(205,589)	(116,717)	(153)	-	(1,615,412)
Acquisition of subsidiary	-	-	60,296,598	19,418,486	409,807	669,747	-	-	80,794,638
Additions	-	3,607,486	173,710,452	107,117,163	351,063,024	71,224,886	5,122,941	512,684,476	1,224,530,428
Transfer	-	2,967,650	165,577,877	34,920,673	223,335,615	35,945,715	-	(462,747,530)	-
Disposals, net	-	(43,676)	(1,225,144)	(61,150)	(10,711,998)	(361,903)	-	-	(12,403,871)
Write-off, net	-	(1,261,366)	(13,652,375)	(3,497,444)	(25,886,737)	(64,786)	-	-	(44,362,708)
Depreciation charge	-	(93,844,586)	(232,530,620)	(91,000,864)	(472,224,275)	(90,192,980)	(3,036,684)	-	(982,830,009)
Reclassification	-	-	-	-	109,999	(109,999)	-	-	-
Impairment charge, net	-	-	-	(3,584,237)	(27,228,844)	(8,326)	-	-	(30,821,407)
Closing net book value	<u>208,316,998</u>	<u>882,437,771</u>	<u>2,272,556,195</u>	<u>854,413,823</u>	<u>3,087,139,741</u>	<u>158,208,653</u>	<u>8,719,565</u>	<u>119,412,688</u>	<u>7,591,205,434</u>
As at 31 December 2016									
Cost	208,316,998	1,850,508,383	4,424,587,129	1,655,412,716	6,808,350,463	578,053,408	27,588,700	119,412,688	15,672,230,485
<u>Less</u> Accumulated depreciation	-	(968,070,612)	(2,152,030,934)	(798,307,783)	(3,621,752,928)	(419,542,776)	(18,869,135)	-	(7,978,574,168)
Allowance for impairment	-	-	-	(2,691,110)	(99,457,794)	(301,979)	-	-	(102,450,883)
Net book value	<u>208,316,998</u>	<u>882,437,771</u>	<u>2,272,556,195</u>	<u>854,413,823</u>	<u>3,087,139,741</u>	<u>158,208,653</u>	<u>8,719,565</u>	<u>119,412,688</u>	<u>7,591,205,434</u>

Major Cineplex Group Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2017

13 Property, plant and equipment (Cont'd)

Consolidated financial statements									Unit: Baht
	Land	Building and building improvement	Cinema and cinema improvement	Utility system	Tool, equipment and fixtures	Office equipment	Vehicle	Construction in progress	Total
For the year ended 31 December 2017									
Opening net book value	208,316,998	882,437,771	2,272,556,195	854,413,823	3,087,139,741	158,208,653	8,719,565	119,412,688	7,591,205,434
Exchange differences	-	-	(11,495,624)	(1,100,334)	(1,639,320)	(2,315,568)	(7,634)	-	(16,558,480)
Additions	-	2,136,889	150,256,918	73,399,900	202,834,531	31,788,496	1,861,972	242,938,871	705,217,577
Transfer	-	311,890	92,796,462	19,012,620	170,426,257	25,877,370	-	(308,424,599)	-
Disposals, net	-	-	(2,597,544)	(1,202,300)	(5,470,958)	(5,372)	(1)	-	(9,276,175)
Write-off, net	-	(2,030,278)	(2,200,213)	(910,590)	(7,930,835)	(273,099)	-	(3,061,442)	(16,406,457)
Depreciation charge	-	(93,510,693)	(243,257,070)	(99,857,528)	(516,902,689)	(89,109,757)	(2,827,800)	-	(1,045,465,537)
Impairment charge, net	-	(4,614,714)	-	(2,836,640)	(14,835,858)	-	-	-	(22,287,212)
Closing net book value	208,316,998	784,730,865	2,256,059,124	840,918,951	2,913,620,869	124,170,723	7,746,102	50,865,518	7,186,429,150
As at 31 December 2017									
Cost	208,316,998	1,849,711,750	4,590,639,806	1,726,094,329	6,898,375,119	621,144,823	28,351,505	50,865,518	15,973,499,848
<u>Less</u> Accumulated depreciation	-	(1,060,366,171)	(2,334,580,682)	(879,647,627)	(3,903,743,915)	(496,672,123)	(20,605,403)	-	(8,695,615,921)
Allowance for impairment	-	(4,614,714)	-	(5,527,751)	(81,010,335)	(301,977)	-	-	(91,454,777)
Net book value	208,316,998	784,730,865	2,256,059,124	840,918,951	2,913,620,869	124,170,723	7,746,102	50,865,518	7,186,429,150

Major Cineplex Group Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2017

13 Property, plant and equipment (Cont'd)

Separate financial statements								Unit: Baht
	Land	Building, cinema and cinema Improvement	Utility system	Tool, equipment and fixtures	Office equipment	Vehicle	Construction in progress	Total
As at 1 January 2016								
Cost	173,406,998	2,872,300,116	705,919,931	3,022,224,655	314,568,353	12,642,629	43,568,339	7,144,631,021
<u>Less</u> Accumulated depreciation	-	(1,211,320,242)	(217,447,643)	(1,231,694,663)	(210,664,001)	(9,369,052)	-	(2,880,495,601)
Allowance for impairment	-	-	-	(70,207,427)	-	-	-	(70,207,427)
Net book value	173,406,998	1,660,979,874	488,472,288	1,720,322,565	103,904,352	3,273,577	43,568,339	4,193,927,993
For the year ended 31 December 2016								
Opening net book value	173,406,998	1,660,979,874	488,472,288	1,720,322,565	103,904,352	3,273,577	43,568,339	4,193,927,993
Additions	-	100,142,339	84,027,409	247,164,500	31,355,829	5,018,650	403,533,821	871,242,548
Transfer	-	140,861,802	29,393,136	178,493,097	32,997,856	-	(381,745,891)	-
Disposals, net	-	(983,441)	(6,548)	(2,805,358)	(358,292)	-	-	(4,153,639)
Write-off, net	-	(14,310,693)	(2,975,219)	(22,796,102)	(65,034)	-	-	(40,147,048)
Depreciation charge	-	(175,792,319)	(52,225,808)	(251,798,492)	(67,690,524)	(1,823,878)	-	(549,331,021)
Closing net book value	173,406,998	1,710,897,562	546,685,258	1,868,580,210	100,144,187	6,468,349	65,356,269	4,471,538,833
As at 31 December 2016								
Cost	173,406,998	3,082,563,240	815,656,938	3,378,908,142	373,363,123	17,661,279	65,356,269	7,906,915,989
<u>Less</u> Accumulated depreciation	-	(1,371,665,678)	(268,971,680)	(1,444,357,651)	(273,218,936)	(11,192,930)	-	(3,369,406,875)
Allowance for impairment	-	-	-	(65,970,281)	-	-	-	(65,970,281)
Net book value	173,406,998	1,710,897,562	546,685,258	1,868,580,210	100,144,187	6,468,349	65,356,269	4,471,538,833

Major Cineplex Group Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2017

13 Property, plant and equipment (Cont'd)

	Separate financial statements							Unit: Baht
	Land	Building, cinema and cinema Improvement	Utility system	Tool, equipment and fixtures	Office equipment	Vehicle	Construction in progress	Total
For the year ended 31 December 2017								
Opening net book value	173,406,998	1,710,897,562	546,685,258	1,868,580,210	100,144,187	6,468,349	65,356,269	4,471,538,833
Additions	-	68,942,959	52,412,608	97,275,508	21,592,855	1,861,971	187,166,361	429,252,262
Transfer	-	62,889,593	16,511,200	114,599,081	24,070,910	-	(218,070,784)	-
Disposals, net	-	(1,357,118)	(58,341)	(3,487,191)	(44,801)	(1)	-	(4,947,452)
Write-off, net	-	(3,093,741)	(674,368)	(4,139,502)	(11)	-	(3,016,442)	(10,924,064)
Depreciation charge	-	(182,224,153)	(59,620,632)	(290,992,976)	(63,346,880)	(2,107,387)	-	(598,292,028)
Impairment charge, net	-	(4,614,714)	(597,537)	(133,522)	-	-	-	(5,345,773)
Closing net book value	173,406,998	1,651,440,388	554,658,188	1,781,701,608	82,416,260	6,222,932	31,435,404	4,281,281,778
As at 31 December 2017								
Cost	173,406,998	3,152,483,952	871,165,563	3,422,976,988	412,780,528	18,433,251	31,435,404	8,082,682,684
<u>Less</u> Accumulated depreciation	-	(1,496,428,850)	(315,909,838)	(1,607,886,099)	(330,364,268)	(12,210,319)	-	(3,762,799,374)
Allowance for impairment	-	(4,614,714)	(597,537)	(33,389,281)	-	-	-	(38,601,532)
Net book value	173,406,998	1,651,440,388	554,658,188	1,781,701,608	82,416,260	6,222,932	31,435,404	4,281,281,778

13 Property, plant and equipment (Cont'd)

Classification of depreciation

	Unit: Million Baht			
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Costs of providing services	778.23	727.01	412.04	374.53
Administrative expense	267.24	255.82	186.25	174.80
Total depreciation	1,045.47	982.83	598.29	549.33

During 2016, the subsidiary has sold utilities equipment and leased certain property and buildings to Major Cineplex Lifestyle Property Fund for the lease period of 20 years 6 months, with the lease of one particular building can be extended for another 30 years. The net book value of the disposed assets is Baht 0.04 million. The subsidiary has received cash amounting to Baht 16.40 million including deferred rental and deposits of Baht 3.50 million. As a result of disposal, The Group recognized gain of Baht 8.62 million (after elimination of inter-company deferred profit of Baht 4.24 million, Note 12 (a))

As at 31 December 2017, the land and buildings with the net book value of 36.29 million (2016: Baht 37.03 million) have been pledged under the land and building long-term lease agreement with Major Cineplex Lifestyle Leasehold Property Fund. According to the agreement, the Group is unable to sell, lease or use these assets as collateral to other parties.

During 2017, an impairment charge of Baht 22.25 million for building, construction, tool, equipment and utility system was provided as a result of the lower of recoverable amount than carrying value. The recoverable amount was determined at the cash-generating unit level being the branch locations. The recoverable amount represents value in use of assets.

Leased assets included above, where the Group and the Company are lessees under finance lease, comprise lease space, motor vehicles and equipments:

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Cost - capitalised finance leases	605,589,382	605,589,382	19,231,683	19,231,683
<u>Less</u> Accumulated depreciation	(481,969,767)	(403,173,227)	(6,143,171)	(5,502,526)
Net book amount	123,619,615	202,416,155	13,088,512	13,729,157

14 Goodwill

	Unit: Baht	
	Consolidated financial statements	
	2017	2016
As at 1 January		
Cost	337,065,399	337,065,399
<u>Less</u> Allowance for impairment	(131,684,683)	(98,736,589)
Net book value	<u>205,380,716</u>	<u>238,328,810</u>
For the years ended 31 December		
Opening net book value	205,380,716	238,328,810
Impairment charge (Note 29)	-	(32,948,094)
Closing net book value	<u>205,380,716</u>	<u>205,380,716</u>
As at 31 December		
Cost	205,380,716	337,065,399
<u>Less</u> Allowance for impairment	-	(131,684,683)
Net book value	<u>205,380,716</u>	<u>205,380,716</u>

The carrying amount of the goodwill has been reduced to reflect the recoverable amount of the cash - generating units. The impairment loss has been included in income statement.

14 Goodwill (Cont'd)

Goodwill is allocated to the Group's cash-generating units (CGUs) identified according to business segment. A segment-level summary of the goodwill allocation is presented below.

	Consolidated financial statements					Unit : Baht
	Cinema business	Advertising business	Bowing and Karaoke business	Rental and services business	Movie content business	Total
Goodwill allocation						
For the year ended 31 December 2017 and 2016						
Cost	20,159,523	-	1,327,239	52,746,610	262,832,027	337,065,399
<u>Less</u> Allowance for impairment	(2,991,576)	-	(1,327,239)	(29,956,518)	(97,409,350)	(131,684,683)
Net book value	17,167,947	-	-	22,790,092	165,422,677	205,380,716

14 Goodwill (Cont'd)

For the purposes of assessing impairment, assets are grouped at the lowest level of each identifiable cash flows (cash-generating unit). For goodwill of movie content segment which is significant to financial statements, the Group has engaged an independent certified financial advisor to assess the recoverable amount by considering from value in use calculation. The recoverable amount assessment is based on a ten-year pre-tax cash flow projection referring to an approved financial and business plan by management.

Key assumptions used in the recoverable amount assessment include:

	Cinema business	Rental and services business	Movie content business
Gross margin ¹ (%)	26.57	12.63	32.11
Growth rate ² (%)	0.81	5.00	1.20
Discount rate ³ (%)	7.52	9.60	4.90
Recoverable amount of the CGU (million baht)	4,378	957	592

¹ Budgeted gross margin.

² Weighted average growth rate used to extrapolate cash flows beyond the budget period.

³ Pre-tax discount rate applied to the cash flow projections.

These assumptions have been used for the analysis of each CGU within the business segment.

Management determined budgeted gross margin based on past performance and its expectations of market development. The weighted average growth rates used are consistent with the forecasts included in industry reports. The discount rates used are pre-tax and reflect specific risks relating to the relevant segments.

During the year 2016, the Group recognised impairment loss on goodwill of a subsidiary which was primarily due to the significant decrease in projected revenue arising from external factors as well as market situation and trend.

15 Intangible assets

	Consolidated financial statements			Unit: Baht
	Film rights	Computer program	Total	Separate financial statements Computer program
As at 1 January 2016				
Cost	4,141,569,887	147,599,765	4,289,169,652	126,106,977
<u>Less</u> Accumulated amortisation	(3,989,338,936)	(86,258,561)	(4,075,597,497)	(76,335,869)
Allowance for impairment	(80,305,531)	(1,316,009)	(81,621,540)	-
Net book value	<u>71,925,420</u>	<u>60,025,195</u>	<u>131,950,615</u>	<u>49,771,108</u>
For the year ended 31 December 2016				
Opening net book value	71,925,420	60,025,195	131,950,615	49,771,108
Exchange differences	-	25,492	25,492	-
Acquisition of subsidiary	-	612,211	612,211	-
Additions	170,964,246	25,837,708	196,801,954	22,589,340
Disposals, net	-	(6,652)	(6,652)	(2,857,220)
Write-off, net	(695,433)	(644,782)	(1,340,215)	(1,385)
Amortisation	(158,588,334)	(30,677,823)	(189,266,157)	(24,570,331)
Impairment charge	(17,986,500)	-	(17,986,500)	-
Closing net book value	<u>65,619,399</u>	<u>55,171,349</u>	<u>120,790,748</u>	<u>44,931,512</u>
As at 31 December 2016				
Cost	1,493,693,189	168,193,581	1,661,886,770	140,360,692
<u>Less</u> Accumulated amortisation	(1,380,121,236)	(111,875,988)	(1,491,997,224)	(95,429,180)
Allowance for impairment	(47,952,554)	(1,146,244)	(49,098,798)	-
Net book value	<u>65,619,399</u>	<u>55,171,349</u>	<u>120,790,748</u>	<u>44,931,512</u>
For the year ended 31 December 2017				
Opening net book value	65,619,399	55,171,349	120,790,748	44,931,512
Exchange differences	-	284,003	284,003	-
Additions	190,085,357	15,050,191	205,135,548	12,659,227
Write-off, net	-	(19,154)	(19,154)	(18,613)
Amortisation	(221,507,978)	(24,241,935)	(245,749,913)	(20,827,195)
Impairment charge	19,956,286	-	19,956,286	-
Closing net book value	<u>54,153,064</u>	<u>46,244,454</u>	<u>100,397,518</u>	<u>36,744,931</u>
At 31 December 2017				
Cost	1,577,137,592	179,742,932	1,756,880,524	152,908,400
<u>Less</u> Accumulated amortisation	(1,494,988,260)	(132,352,234)	(1,627,340,494)	(116,163,469)
Allowance for impairment	(27,996,268)	(1,146,244)	(29,142,512)	-
Net book value	<u>54,153,064</u>	<u>46,244,454</u>	<u>100,397,518</u>	<u>36,744,931</u>

Classification of amortisation

	Consolidated financial statements		Separate financial statements		Unit: Million Baht
	2017	2016	2017	2016	
Cost of sales	221.77	158.66	-	-	
Administrative expenses	23.98	30.61	20.83	24.57	
Total amortisation	<u>245.75</u>	<u>189.27</u>	<u>20.83</u>	<u>24.57</u>	

16 Deferred income tax assets and liabilities

The analysis of deferred tax assets and deferred tax liabilities are as follows:

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Deferred tax assets:				
Deferred tax asset to be recovered within 12 months	25,491,836	26,320,233	3,028,701	3,287,767
Deferred tax asset to be recovered after more than 12 months	91,213,177	106,594,234	58,432,527	61,882,887
	<u>116,705,013</u>	<u>132,914,467</u>	<u>61,461,228</u>	<u>65,170,654</u>
Deferred tax liabilities:				
Deferred tax liabilities to be settled within 12 months	(30,045,045)	(31,238,268)	(946,771)	(697,590)
Deferred tax liability to be settled after more than 12 months	(278,115,460)	(370,111,049)	(24,808,422)	(94,162,526)
	<u>(308,160,505)</u>	<u>(401,349,317)</u>	<u>(25,755,193)</u>	<u>(94,860,116)</u>
Deferred tax, net	<u>(191,455,492)</u>	<u>(268,434,850)</u>	<u>35,706,035</u>	<u>(29,689,462)</u>

The gross movement in the deferred income tax account is as follows:

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
As at 1 January	(268,434,850)	(322,079,170)	(29,689,462)	(86,927,861)
Debited (Credited) to profit or loss (Note 31)	7,130,721	29,052,995	(4,453,140)	32,647,074
Tax charged directly to equity	69,848,637	24,591,325	69,848,637	24,591,325
As at 31 December	<u>(191,455,492)</u>	<u>(268,434,850)</u>	<u>35,706,035</u>	<u>(29,689,462)</u>

16 Deferred income taxes (Cont'd)

The movement in deferred tax assets and liabilities during the year is as follows:

	Consolidated financial statements			Unit: Baht
	As at 1 January 2016	Charged (credited) to profit or loss	Charged directly to equity	As at 31 December 2016
Deferred tax assets				
Impairment loss of investment	4,300,000	24,170,920	-	28,470,920
Impairment-Inventory	-	1,800,000	-	1,800,000
Amortisation of film right	9,528,532	(5,356,397)	-	4,172,135
Depreciation	1,697,813	4,324,254	-	6,022,067
Impairment loss of assets	7,079,646	(1,076,900)	-	6,002,746
Fixed assets under finance lease contracts	23,896,666	(4,809,747)	-	19,086,919
Prepaid rents	348,637	(23,373)	-	325,264
Finance lease liabilities	50,525,374	(14,687,391)	-	35,837,983
Employee benefit	6,867,937	906,499	-	7,774,436
Provision for customers loyalty program	2,445,378	(342,104)	-	2,103,274
Subsidy for construction received	15,597,340	5,721,383	-	21,318,723
Total	122,287,323	10,627,144	-	132,914,467
Deferred tax liabilities				
Available-for-sale investment	(105,450,048)	-	24,591,325	(80,858,723)
Investment in associates and joint ventures	(44,942,373)	(7,566,225)	-	(52,508,598)
Amortisation	(1,396,650)	368,387	-	(1,028,263)
Finance lease receivables	(2,525,503)	168,420	-	(2,357,083)
Depreciation	(94,047,424)	15,445,688	-	(78,601,736)
Prepaid rental and services income	(196,004,495)	10,009,581	-	(185,994,914)
Total	(444,366,493)	18,425,851	24,591,325	(401,349,317)
Deferred tax, net	(322,079,170)	29,052,995	24,591,325	(268,434,850)

16 Deferred income taxes (Cont'd)

The movement in deferred tax assets and liabilities during the year is as follows: (Cont'd)

	Consolidated financial statements			Unit: Baht
	As at 1 January 2017	Charged (credited) to profit or loss	Charged directly to equity	As at 31 December 2017
Deferred tax assets				
Impairment loss of investment	28,470,920	(1,697,289)	-	26,773,631
Impairment-Inventory	1,800,000	(1,480,000)	-	320,000
Amortisation of film right	4,172,135	6,727,201	-	10,899,336
Depreciation	6,022,067	3,133,246	-	9,155,313
Impairment loss of assets	6,002,746	(2,442,047)	-	3,560,699
Fixed assets under				
finance lease contracts	19,086,919	(5,246,608)	-	13,840,311
Prepaid rents	325,264	(23,372)	-	301,892
Finance lease liabilities	35,837,983	(15,512,142)	-	20,325,841
Employee benefit	7,774,436	(477,496)	-	7,296,940
Provision for customers loyalty program	2,103,274	41,079	-	2,144,353
Subsidy for construction received	21,318,723	767,974	-	22,086,697
Total	132,914,467	(16,209,454)	-	116,705,013
Deferred tax liabilities				
Available-for-sale investment	(80,858,723)	-	69,848,637	(11,010,086)
Investment in associates and				
joint ventures	(52,508,598)	(3,668,492)	-	(56,177,090)
Amortisation	(1,028,263)	(228,734)	-	(1,256,997)
Finance lease receivables	(2,357,083)	45,705	-	(2,311,378)
Depreciation	(78,601,736)	14,477,615	-	(64,124,121)
Prepaid rental and services income	(185,994,914)	12,714,081	-	(173,280,833)
Total	(401,349,317)	23,340,175	69,848,637	(308,160,505)
Deferred tax, net	(268,434,850)	7,130,721	69,848,637	(191,455,492)

16 Deferred income taxes (Cont'd)

The movement in deferred tax assets and liabilities during the year is as follows: (Cont'd)

	Unit: Baht		
	Separate financial statements		
	As at 1 January 2016	Charged (credited) to profit or loss	Charged directly to Equity
			As at 31 December 2016
Deferred tax assets			
Impairment loss of investment	300,000	24,170,920	-
Impairment-Inventory	-	1,800,000	-
Depreciation	385,200	(128,209)	-
Provision for impairment of assets	6,297,918	(902,104)	-
Finance lease liabilities	4,186,974	28,772	-
Employee benefit	5,025,644	583,542	-
Provision for customers loyalty program	2,445,378	(342,104)	-
Subsidy for construction received	15,597,340	5,721,383	-
Total	34,238,454	30,932,200	-
Deferred tax liabilities			
Available-for-sale investment	(105,450,048)	-	24,591,325
Amortisation	(1,029,157)	459,697	-
Depreciation	(14,687,110)	1,255,177	-
Total	(121,166,315)	1,714,874	24,591,325
Deferred tax, net	(86,927,861)	32,647,074	24,591,325

	Unit: Baht		
	Separate financial statements		
	As at 1 January 2017	Charged (credited) to profit or loss	Charged directly to Equity
			As at 31 December 2017
Deferred tax assets			
Impairment loss of investment	24,470,920	-	-
Impairment-Inventory	1,800,000	(1,480,000)	-
Depreciation	256,991	(127,859)	-
Provision for impairment of assets	5,395,814	(2,293,897)	-
Finance lease liabilities	4,215,746	10,788	-
Employee benefit	5,609,186	(627,511)	-
Provision for customers loyalty program	2,103,274	41,079	-
Subsidy for construction received	21,318,723	(767,974)	-
Total	65,170,654	(3,709,426)	-
Deferred tax liabilities			
Available-for-sale investment	(80,858,723)	-	69,848,637
Amortisation	(569,460)	(366,429)	-
Depreciation	(13,431,933)	(377,285)	-
Total	(94,860,116)	(743,714)	69,848,637
Deferred tax, net	(29,689,462)	(4,453,140)	35,706,035

16 Deferred income taxes (Cont'd)

The financial position of deferred tax assets and liabilities is as follows:

	Unit: Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2017	2016	2017	2016
Deferred tax assets	49,913,536	9,066,047	35,706,035	-
Deferred tax liabilities	(241,369,028)	(277,500,897)	-	(29,689,462)
Deferred tax, net	<u>(191,455,492)</u>	<u>(268,434,850)</u>	<u>35,706,035</u>	<u>(29,689,462)</u>

17 Prepaid rents

	Unit: Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2017	2016	2017	2016
Current portion	44,891,024	44,665,434	20,037,034	19,978,111
Long-term portion	630,626,159	609,467,930	396,626,389	355,558,616
Total prepaid rents	<u>675,517,183</u>	<u>654,133,364</u>	<u>416,663,423</u>	<u>375,536,727</u>

As at 31 December 2016, leasehold right of the Group with the net book value of Baht 18.00 million is pledged as collateral for bank borrowings (2017: None).

18 Other non-current assets

	Unit: Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2017	2016	2017	2016
Deposits	273,921,439	260,689,724	178,857,446	171,861,313
Others	11,176,714	7,389,890	8,705,150	7,389,890
	<u>285,098,153</u>	<u>268,079,614</u>	<u>187,562,596</u>	<u>179,251,203</u>

19 Trade account and other payables

	Unit: Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2017	2016	2017	2016
Trade account payables - third parties	604,016,708	573,813,077	408,245,190	351,931,663
Trade account payables - related parties (Note 35)	20,344,212	8,261,762	72,845,575	78,577,437
Amounts due to related parties (Note 35)	48,043,010	23,211,641	44,300,031	26,645,397
Other payables	256,937,472	395,678,542	165,263,317	259,718,277
Accrued expenses	395,020,565	410,431,776	246,959,654	208,796,810
Rental and service incomes received in advance	350,338,306	349,842,664	282,709,870	272,144,786
Trade account and other payables	<u>1,674,700,273</u>	<u>1,761,239,462</u>	<u>1,220,323,637</u>	<u>1,197,814,370</u>

Rental and service incomes received in advance included cash advanced from customers amounting to Baht 54.99 million (2016: Baht 55.20 million), which received from selling of cash cards, being deposited at banks. In order to comply with the Notification of the Bank of Thailand applicable to the electronic card business, the balance of the deposit has to be maintained at the outstanding value of the cash cards on hands of the customers as the minimum.

20 Borrowings

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Current				
Bank overdrafts	-	1,929,940	-	-
Short-term loans from financial institutions	1,459,889,523	3,136,055,974	1,399,889,523	3,031,055,974
Total bank overdrafts and short-term loans from financial institutions	1,459,889,523	3,137,985,914	1,399,889,523	3,031,055,974
Current portion of long-term borrowings:				
- Finance lease liabilities	70,591,197	85,408,236	6,012	1,632,360
- Bank borrowings	588,000,000	252,000,000	588,000,000	252,000,000
- Debentures	-	1,000,000,000	-	1,000,000,000
Total current portion of long-term borrowings	658,591,197	1,337,408,236	588,006,012	1,253,632,360
Non-current portion of long-term borrowings				
- Finance lease liabilities	134,355,459	204,914,342	21,126,659	21,132,671
- Bank borrowings	971,000,000	559,000,000	971,000,000	559,000,000
- Debentures	1,500,000,000	-	1,500,000,000	-
Total non-current portion of long-term borrowings	2,605,355,459	763,914,342	2,492,126,659	580,132,671
Total borrowings	4,723,836,179	5,239,308,492	4,480,022,194	4,864,821,005

The interest rates exposure on the borrowings of the Group and the Company (excluded finance leases liabilities) are as follows:

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Borrowings:				
- Fixed rates	4,518,889,523	4,947,055,974	4,458,889,523	4,842,055,974
- Floating rates	-	1,929,940	-	-
	4,518,889,523	4,948,985,914	4,458,889,523	4,842,055,974

20 Borrowings (Cont'd)

The effective interest rates at the statement of financial position date are as follows:

	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
- Bank overdrafts	6.87 - 7.68	7.37 - 7.68	6.87 - 7.68	7.68 - 7.68
- Bank borrowings	1.85 - 3.04	1.90 - 3.04	1.85 - 3.04	1.90 - 3.04
- Debentures	2.49 - 2.80	4.60 - 4.60	2.49 - 2.80	4.60 - 4.60

The carrying amounts and fair values of certain long-term borrowings are as follows:

	Unit: Baht			
	Consolidated financial statements			
	Carrying amounts		Fair values	
	2017	2016	2017	2016
Long-term bank borrowings	971,000,000	559,000,000	1,675,947,468	739,384,970
Debentures	1,500,000,000	-	1,526,900,000	1,013,700,000
	<u>2,471,000,000</u>	<u>559,000,000</u>	<u>3,202,847,468</u>	<u>1,753,084,970</u>

	Unit: Baht			
	Separate financial statements			
	Carrying amounts		Fair values	
	2017	2016	2017	2016
Long-term bank borrowings	971,000,000	559,000,000	1,675,947,468	739,384,970
Debentures	1,500,000,000	-	1,526,900,000	1,013,700,000
	<u>2,471,000,000</u>	<u>559,000,000</u>	<u>3,202,847,468</u>	<u>1,753,084,970</u>

The fair value of current borrowings equals to their carrying amount, as the impact of discounting is not significant.

The fair values of debentures are based on their market price in Thai Bond Market Association as of the date of statement of financial position and are within level 2 of the fair value hierarchy.

Finance lease liabilities

Finance lease liabilities-minimum lease payments are as follows:

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Not later than 1 year	74,918,165	92,442,716	1,696,626	1,632,360
Later than 1 year but not later than 5 years	119,889,991	192,696,285	7,224,798	7,055,135
Later than 5 years	40,072,313	42,151,869	38,377,412	40,243,701
	<u>234,880,469</u>	<u>327,290,870</u>	<u>47,298,836</u>	<u>48,931,196</u>
<u>Less</u> Future finance charges on finance leases	<u>(29,933,813)</u>	<u>(36,968,292)</u>	<u>(26,166,165)</u>	<u>(26,166,165)</u>
Present value of finance lease liabilities	<u>204,946,656</u>	<u>290,322,578</u>	<u>21,132,671</u>	<u>22,765,031</u>

20 Borrowings (Cont'd)

The present value of finance lease liabilities is as follows:

	Unit: Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2017	2016	2017	2016
Not later than 1 year	70,591,197	85,408,236	6,012	1,632,360
Later than 1 year but not later than 5 years	112,476,905	182,730,906	497,595	303,641
Later than 5 years	21,878,554	22,183,436	20,629,064	20,829,030
	<u>204,946,656</u>	<u>290,322,578</u>	<u>21,132,671</u>	<u>22,765,031</u>

Bank borrowings

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

	Unit: Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2017	2016	2017	2016
Opening balance	811,000,000	20,000,000	811,000,000	20,000,000
Additions	1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000
Repayments	(252,000,000)	(209,000,000)	(252,000,000)	(209,000,000)
Closing balance	<u>1,559,000,000</u>	<u>811,000,000</u>	<u>1,559,000,000</u>	<u>811,000,000</u>

Maturity of bank borrowings is as follows:

Within 1 year	588,000,000	252,000,000	588,000,000	252,000,000
Between 1 year and 2 years	971,000,000	504,000,000	971,000,000	504,000,000
Between 2 years and 5 years	-	55,000,000	-	55,000,000
	<u>1,559,000,000</u>	<u>811,000,000</u>	<u>1,559,000,000</u>	<u>811,000,000</u>

As at 31 December 2017, long-term bank borrowings bear interest at the rates ranging from 2.85% to 3.04% per annum (2016: 3.04% to 4.60% per annum).

Short-term loans from financial institutions represent bills of exchange and promissory notes denominated in Thai Baht bearing interest at the rates ranging from 1.85% to 3.04% per annum (2016: 1.90% to 3.04% per annum).

Debentures

	Unit: Baht	
	Consolidated	Separate
	financial statements	financial statements
Opening amount	1,000,000,000	1,000,000,000
Issuance of debenture	1,500,000,000	1,500,000,000
Redemption of debenture	(1,000,000,000)	(1,000,000,000)
Closing amount	<u>1,500,000,000</u>	<u>1,500,000,000</u>

20 Borrowings (Cont'd)

Debentures (Cont'd)

The Company issued a straight, unsecured and unsubordinated Baht debentures at face value of Baht 1,000 per unit. Details of the debentures are as follows:

Term	Issue date	Maturity date	Debentures Baht Million	Fixed interest rate (%) per annum
5 years	12 September 2017	12 September 2022	1,000	2.80
4 years	6 October 2017	6 October 2021	500	2.49

Interest is due for payment every three-month periods. The Company has maintained the debt to equity ratio at the ratio stipulated in the prospectus.

The Company used proceeds from the debentures to repay borrowings from financial institutions and for operation and expansion of its business.

Borrowing facilities

As at 31 December 2017, the available credit facilities from financial institutions of the Group and the Company are Baht 5,718.33 million, and Baht 5,328.33 million, respectively, (2016: Baht 6,562.53 million, and Baht 6,098.14 million, respectively). The facilities expiring within 3 years are subjected to review when due and are purposed to be used for construction of theaters and for working capital.

21 Other current liabilities

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Undue output value added tax	30,246,978	38,034,570	10,906,561	8,602,609
Provision for customers loyalty program	10,721,766	10,516,369	10,721,766	10,516,369
Provision for goods returns	1,945,057	1,945,057	-	-
Others	32,542,892	35,228,877	12,827,296	18,419,139
	<u>75,456,693</u>	<u>85,724,873</u>	<u>34,455,623</u>	<u>37,538,117</u>

22 Employee benefit obligations

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Statement of financial position				
Liability in the statement of financial position	<u>38,894,800</u>	<u>41,384,449</u>	<u>24,908,376</u>	<u>28,045,929</u>
Profit or loss charge included in operating profit for:				
Retirement benefits	<u>(2,489,649)</u>	<u>5,095,356</u>	<u>(3,137,553)</u>	<u>2,917,712</u>

Retirement benefits

Retirement benefits are final salary retirement plans. The level of benefits provided depends on members' length of service and their salary in the final years leading up to retirement.

22 Employee benefit obligations (Cont'd)

The movement in the defined benefit obligation over the year is as follows:

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
As at 1 January	41,384,449	36,289,093	28,045,929	25,128,217
Past service cost	(2,277,714)	-	(1,386,465)	-
Current service cost	3,567,671	4,070,216	2,033,615	2,205,074
Interest expense	895,332	1,025,140	607,825	712,638
Benefit paid	(4,674,938)	-	(4,392,528)	-
	<u>38,894,800</u>	<u>41,384,449</u>	<u>24,908,376</u>	<u>28,045,929</u>

The principal actuarial assumptions used were as follows:

	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
	%	%	%	%
Discount rate	2.80	2.80	2.80	2.80
Inflation rate	3.00	3.00	3.00	3.00
Salary growth rate	3.00 - 9.00	3.00 - 9.00	3.00 - 9.00	3.00 - 9.00

	Change in assumption		Impact on defined benefit obligation			
			Increase in assumption		Decrease in assumption	
	2017	2016	2017	2016	2017	2016
Discount rate	1%	1%	Decrease by 8%	Decrease by 8%	Increase by 9%	Increase by 9%
Salary growth rate	1%	1%	Increase by 11%	Increase by 10%	Decrease by 10%	Decrease by 9%
Turnover rate	20%	20%	Decrease by 18%	Decrease by 16%	Increase by 27%	Increase by 24%
Mortality improvement rates	1%	1%	Decrease by 0%	Decrease by 0%	Decrease by 1%	Decrease by 0%

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the pension liability recognised within the statement of financial position.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous period.

Through its defined benefit retirement benefit plans the Group is exposed to a number of risks, the most significant of which are detailed below:

Changes in bond yields A decrease in Government bond yields will increase plan liabilities.

Inflation risk The some of the Group pension obligations are linked to inflation, and higher inflation will lead to higher liabilities.

The average duration of the defined benefit obligation is 11 years (2016: 12 years).

22 Employee benefit obligations (Cont'd)

Expected maturity analysis of undiscounted retirement and post-employment medical benefits:

	Consolidated financial statements				Total Baht
	Less than a year Baht	Between 1 - 2 years Baht	Between 2 - 5 years Baht	Over 5 years Baht	
At 31 December 2017					
Retirement benefits	3,745,732	3,678,310	18,828,952	68,160,900	94,413,894
	Separate financial statements				Total Baht
	Less than a year Baht	Between 1 - 2 years Baht	Between 2 - 5 years Baht	Over 5 years Baht	
At 31 December 2017					
Retirement benefits	2,965,445	2,262,260	4,299,325	49,225,615	58,752,645

23 Other non-current liabilities

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Deposit received	244,239,452	252,339,585	23,789,073	27,080,001
Rental and services income received in advance	105,771,439	121,605,127	-	-
Subsidy for construction received	127,454,105	130,483,144	108,524,447	108,205,802
	<u>477,464,996</u>	<u>504,427,856</u>	<u>132,313,520</u>	<u>135,285,803</u>

During 2017, the Company received subsidy for construction from the lessors amounting to Baht 8.36 million in consolidated and separate financial statements, respectively (2016: Baht 34.93 million and Baht 57.08 million consolidated and separate financial statements, respectively). The subsidy is recognised as a discount to rental over the lease periods.

24 Share capital and premium on share capital

	Authorised number of shares	Issued and fully paid-up		
		Number of shares	Ordinary shares Baht	Share premium Baht
As at 1 January 2016	896,266,347	892,519,658	892,519,658	4,014,840,114
Issuance of shares				
- Exercised warrant - ESOP-W4	-	2,013,719	2,013,719	38,223,736
As at 31 December 2016	896,266,347	894,533,377	894,533,377	4,053,063,850
Issuance of shares				
- Exercised warrant - ESOP-W4	-	134,125	134,125	2,545,263
As at 31 December 2017	<u>896,266,347</u>	<u>894,667,502</u>	<u>894,667,502</u>	<u>4,055,609,113</u>

The total authorised number of ordinary shares is 896,266,347 shares (2016: 896,266,347 shares) with a par value of Baht 1 per share (2016: Baht 1 per share). The issued and fully paid-up ordinary shares is 894,667,502 shares (2016: 894,533,377 shares).

24 Share capital and premium on share capital (Cont'd)

During 2017, 125,000 options were exercised under Employee share option scheme with exercise ratio 1:1.073 resulted in 134,125 shares being issued (2016: 40,500 options were exercised with exercise ratio 1:1.051 and 1,837,052 options were exercised with exercise ratio 1:1.1073, respectively resulted in 2,013,719 shares), with exercise price of Baht 14.385, totaling proceeds of Baht 1.93 million (2016: Baht 14.687 and 14.385, respectively, totaling proceeds of Baht 28.98 million). The related weighted average price at the time of exercise was Baht 34.500 per share (2016: Baht 30.684 per share).

Share premium - Treasury share

During 2009, the Company repurchased 40.91 million shares from third parties through the Stock Exchange of Thailand. The total amount paid to repurchase of the shares was Baht 267.92 million which has been presented as treasury shares under the equity. The treasury shares are held for reissuance at a later date. The Company allocated retained earnings as a reserve for treasury shares amounting to Baht 267.92 million in accordance with section 66/1(2) of the Security and Exchange Act B.E. 2535 which requires the Company to set aside retained earnings as reserve.

During 2011, the Company sold all treasury shares for the considerations of Baht 556.34 million, gain from disposal of treasury shares amounting to Baht 288.42 million is recognised as "Share premium - treasury shares" under equity.

25 Share-based payment - Warrants

25.1 Warrants issued and offered to employees of the Company (ESOP)

The Company issued and offered grants of warrants to employees (ESOP) of the Company and its subsidiaries, which are in registered form and are non-transferable. The warrants have no offering price and their terms do not exceed 5 years from the issued date.

The exercise ratio and price on grant date are detailed below:

	Grant date	Issued units Million	Exercise Ratio unit/share	Exercise price Baht/unit	Exercise period	
					Start	End
ESOP-W4	10 April 2012	8.69	1:1.000	15.44	30 June 2014	9 April 2017

The exercise ratio and price on the modification date are detailed below:

	Modification date	Issued units Million	Exercise Ratio unit/share	Exercise price Baht/unit
ESOP-W4	28 February 2013	8.57	1:1.017	15.182
ESOP-W4	10 April 2014	8.57	1:1.033	14.948
ESOP-W4	10 April 2015	8.57	1:1.051	14.687
ESOP-W4	11 April 2016	8.57	1:1.073	14.385

25 Share-based payment - Warrants (Cont'd)

25.2 Warrants issued and offered to employees of a subsidiary (ESOP)

The subsidiary issued and offered grants of warrants to employees (ESOP) of the subsidiaries, which are in registered form and are non-transferable. The warrants have no offering price and their terms do not exceed 5 years from the issued date.

The exercise ratio and price on grant date are detailed below:

	Grant date	Issued units Million	Exercise ratio Unit/share	Exercise price Baht/unit	Exercise period	
					Start	End
ESOP-W1	24 April 2012	4.42	1:1.00	1.59	30 June 2014	23 April 2017
ESOP-W2	24 April 2015	13.00	1:1.00	1.84	30 June 2017	23 April 2020

The exercise ratio and price on exercised date are detailed below:

	Modification date	Issued units Million	Exercise Ratio unit/share	Exercise price Baht/unit
ESOP-W1	28 July 2014	4.42	1:1.29	1.240

Movements in the number of warrants outstanding and their related weighted average exercise prices are as follows:

	Consolidated financial statements		Separate financial statements	
	Average exercise price Baht per share	Option	Average exercise price Baht per share	Option
As at 1 January 2016		14,342,384		2,032,552
Forfeited				
by the subsidiary ESOP - W1		(320,625)		-
by the subsidiary ESOP - W2		(1,169,820)		-
by the subsidiary ESOP - W4		(30,000)		(30,000)
Exercised				
by the Company ESOP - W4	14.46	(1,877,552)	14.46	(1,877,552)
As at 31 December 2016		<u>10,944,387</u>		<u>125,000</u>
As at 1 January 2017		10,944,387		125,000
Forfeited				
by the subsidiary ESOP - W2		(1,689,740)		-
Exercised				
by the subsidiary ESOP - W4	14.39	(125,000)	14.39	(125,000)
Expired				
by the Company ESOP - W1	1.24	(1,070,887)		-
As at 31 December 2017		<u>8,085,760</u>		<u>-</u>

25 Share-based payment - Warrants (Cont'd)

During 2017, warrants of 125,000 options have been exercised amount of Baht 1.93 million (Note 24).

During 2016, warrants of 1,877,552 options have been exercised amount of Baht 28.98 million (Note 24).

As at 31 December 2017, A subsidiary has 8,058,760 outstanding warrants (2016: the Company and its subsidiary have 125,000 and 10,819,387 outstanding warrants, respectively).

During 2017, there is no change in the condition of warrants.

The assumptions of valuation model as follows:

Condition of warrants	ESOP - W4	ESOP - W1	ESOP - W2
Exercise price (Baht per share)	14.385	1.24	1.84
Exercise ratio (Unit per share)	1:1.073	1:1.29	1:1.00
Variable used in Black - Scholes model			
Fair value of warrant (Baht per option)	5.58 - 6.00	1.17 - 1.34	0.80
Volatility (%)	24.34 - 29.67	39.72 - 63.80	50.45
Dividend yield (%)	4.72 - 5.23	1.23	0.96
Weighted average share price at the grant date (Baht per share)	21.30	2.40	1.82
Expected option life (year)	1.33 - 3.33	0.18 - 1.93	5.00
Risk-free interest rate (%)	2.76 - 2.94	2.00 - 2.38	2.18

Volatility is derived from historical fluctuation of MAJOR and MPIC stock price. Historical period under consideration is based on remaining life of MAJOR-ESOP-W4, MPIC-ESOP-W1 and MPIC-ESOP-W2, given that value of MAJOR-ESOP-W4, MPIC-ESOP-W1 and MPIC-ESOP-W2 will rise when there is high fluctuation of MAJOR and MPIC stock price, respectively.

During 2017, the Group has no expense related to warrants.

26 Legal reserve

Under the Public Limited Company Act B.E. 2535, the Company is required to set aside as a legal reserve at least 5% of its net profit after accumulated deficit brought forward (if any) until the reserve is not less than 10% of the registered capital of the Company. The reserve is non-distributable.

27 Non-controlling interests

	Unit: Baht	
	Consolidated financial statements	
	2017	2016
Opening balance	80,844,383	67,492,761
Acquisition of investment in subsidiary	-	5,315,737
Dividends	-	(10,745,990)
Share of profit from subsidiaries	4,368,721	18,781,875
Closing balance	85,213,104	80,844,383

28 Other operating income

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Dividend income	484,904	1,176,122	215,020,729	757,823,297
Gains on disposals of investments	497,858,338	376,370,231	517,771,819	379,779,497
Management fee income	47,936,993	51,500,169	63,813,410	67,842,479
Interest income	6,226,372	4,255,967	32,873,365	34,858,646
Gain on exchange rate	38,681,032	26,568,597	38,423,517	25,030,178
Property tax income	21,452,149	22,560,062	1,803,658	2,405,864
Compensation income	48,730,007	46,002,083	34,305,302	46,002,083
Others	73,179,146	50,145,803	48,648,671	9,895,216
	734,548,941	578,579,034	952,660,471	1,323,637,260

29 Expenses by nature

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Depreciation of property and equipment (Note 13)	1,045,465,537	982,830,009	598,292,028	549,331,021
Amortisation of intangible assets				
- Film rights (Note 15)	221,507,978	158,588,334	-	-
- Computer software (Note 15)	24,241,935	30,677,823	20,827,195	24,570,331
Amortisation of prepaid rents	44,765,182	41,579,042	20,022,303	16,891,719
Impairment of goodwill (Note 14)	-	32,948,094	-	-
Impairment of assets (reversal) (Notes 12, 13 and 15)	2,330,926	48,807,907	5,345,773	120,854,600
Repairs and maintenance expenditure	165,080,338	169,714,340	111,922,027	119,571,108
Staff costs	1,171,691,619	1,075,315,270	724,435,094	644,482,197
Loss from written-off of property, plant, equipment	16,406,457	44,362,708	10,924,064	40,147,048
Doubtful debts and bad debts	78,514,711	44,261,941	-	-
Loss on diminution in value of inventories (reversal)	(4,956,485)	(18,409,727)	(7,400,000)	9,000,000
Loss on goods returns (reversal)	-	15,436,368	-	-
Inventory				
- Cost of inventories recognised as expense (included in "Cost of sales")	551,087,830	467,387,165	400,708,602	328,190,556
Loss from cancellation of lease agreement	-	4,835,384	-	-

30 Finance costs

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Interest expenses:				
Bank borrowings	91,329,829	74,073,891	86,238,299	71,495,724
Borrowings from subsidiaries and associates	473,075	154,258	47,498,589	45,580,290
Finance lease	8,720,778	12,998,860	1,686,299	1,675,638
Debentures	39,361,443	56,805,118	39,361,443	56,805,118
	<u>139,885,125</u>	<u>144,032,127</u>	<u>174,784,630</u>	<u>175,556,770</u>

31 Income tax

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Current tax:				
Current tax	285,795,898	265,727,885	154,232,958	121,870,943
Adjustments in respect of prior year	432,600	164,333	-	(1,263,119)
Total current tax	<u>286,228,498</u>	<u>265,892,218</u>	<u>154,232,958</u>	<u>120,607,824</u>
Deferred tax:				
Origination and reversal of temporary differences	(7,130,721)	(29,052,995)	4,453,140	(32,647,074)
Total tax expense	<u>279,097,777</u>	<u>236,839,223</u>	<u>158,686,098</u>	<u>87,960,750</u>

The tax on the Group's profit before tax differs from the theoretical amount that would arise using the basic tax rate of the home country of the company as follows:

	Unit: Baht			
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Profit before tax	1,476,803,363	1,443,842,015	1,092,623,548	1,292,827,034
Tax calculated at a tax rate of 20%	295,360,673	288,768,403	218,524,710	258,565,407
Tax effect of:				
Associate and joint ventures results reported net of tax	(46,259,799)	(43,665,681)	-	-
Income not subject to tax	(96,981)	-	(43,004,146)	(151,329,435)
Expenses not deductible for tax purpose	30,046,252	16,750,982	2,915,083	781,503
Expense that are deductible at a greater amount from actual expenses	(24,453,010)	(18,237,574)	(19,749,549)	(18,793,606)
Utilisation of previously unrecognised tax losses	(332,306)	(4,949,473)	-	-
Tax losses for which no deferred income tax asset was recognised	26,030,318	21,235,425	-	-
Unrealised losses (gain) from intercompany transaction	1,719,237	(23,227,192)	-	-
Difference in overseas tax rate	644,424	-	-	-
Effect from exchange rate	(3,993,631)	-	-	-
Adjustment in respect of prior year	432,600	164,333	-	(1,263,119)
Tax charge	<u>279,097,777</u>	<u>236,839,223</u>	<u>158,686,098</u>	<u>87,960,750</u>

32 Earnings per share

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

The diluted earnings per share is calculated adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has one category of dilutive potential ordinary shares: warrants (as detailed in Note 25). A calculation of warrants is made to determine the number of shares that could have been acquired at fair value based on the monetary value of the subscription rights attached to outstanding warrants. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the warrants. The difference is added to the denominator as an issue of ordinary shares for no consideration.

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

Consolidated financial statements						
	Profit		Weighted average number of shares		Earnings per share	
	Baht		shares		Baht	
	2017	2016	2017	2016	2017	2016
For the years ended 31 December						
Basic earnings per share	1,193,336,865	1,188,220,917	894,631,123	893,487,594	1.33	1.33
The effect of dilutive potential shares	-	-	22,036	643,782	-	-
Diluted earnings per share	1,193,336,865	1,188,220,917	894,653,159	894,131,376	1.33	1.33
Separate financial statements						
	Profit		Weighted average number of shares		Earnings per share	
	Baht		shares		Baht	
	2017	2016	2017	2016	2017	2016
For the years ended 31 December						
Basic earnings per share	933,937,450	1,204,866,284	894,651,123	893,487,594	1.04	1.35
The effect of dilutive potential shares	-	-	22,036	643,782	-	-
Diluted earnings per share	933,937,450	1,204,866,284	894,653,159	894,131,376	1.04	1.35

33 Dividends

2017

At the Annual General Shareholders Meeting held on 5 April 2017, the shareholders passed a resolution to approve dividends payment in respect of the operation results for the period from July to December 2016 at Baht 0.60 per share, totaling Baht 536.80 million. The dividends would be distributed to the shareholders listed in the register on 21 April 2017 and were distributed to the shareholders on 3 May 2017.

At the Board of Directors Meeting held on 11 August 2017, the Board passed a resolution to approve interim dividends payment in respect of the operation results for the period from January to June 2017 at Baht 0.65 per share, totaling Baht 581.53 million. The dividends would be distributed to the shareholders listed in the register on 31 August 2017 and were distributed to the shareholders on 8 September 2017.

2016

At the Annual General Shareholders Meeting held on 5 April 2016, the shareholders passed a resolution to approve dividends payment in respect of the operation results for the period from July to December 2015 at Baht 0.60 per share, totaling Baht 535.53 million. The dividends would be distributed to the shareholders listed in the register on 19 April 2016 and were distributed to the shareholders on 4 May 2016.

At the Board of Directors Meeting held on 11 August 2016, the Board passed a resolution to approve interim dividends payment in respect of the operation results for the period from January to June 2016 at Baht 0.60 per share, totaling Baht 536.60 million. The dividends would be distributed to the shareholders listed in the register on 30 August 2016 and were distributed to the shareholders on 9 September 2016.

34 Cash flows from operating activities

Reconciliation of net profit to cash flows from operating activities:

		Unit: Baht			
		Consolidated financial statements		Separate financial statements	
	Notes	2017	2016	2017	2016
Profit before income tax		1,476,803,363	1,443,842,015	1,092,623,548	1,292,827,034
Adjustments for:					
Depreciation and amortisation	29	1,291,215,450	1,172,096,166	619,119,223	573,901,352
Amortisation of prepaid rent	29	44,765,182	41,579,042	20,022,303	16,891,719
Doubtful accounts and bad debts	29	78,514,711	44,261,941	-	-
Reversal of provision for goods returns	29	-	(15,436,368)	-	-
Loss on diminution in value of inventories (reversal)	29	(4,956,485)	(18,409,727)	(7,400,000)	9,000,000
Loss on impairment of assets	29	2,330,926	48,807,907	5,345,773	120,854,600
Loss on impairment of goodwill	29	-	32,948,094	-	-
Loss (gain) on disposals of property, plant and equipment		7,507,570	(4,577,801)	3,229,280	3,158,826
Gain on disposals of intangible assets		-	(97,460)	-	-
Loss on write-off of property, plant and equipment		16,406,457	44,362,708	10,924,065	40,147,048
Loss on write-off of intangible assets		19,154	1,340,215	18,613	1,385
Loss from cancellation of lease agreement	29	-	4,835,384	-	-
Gain on bargain purchase of investment		-	(736,406)	-	-
Shares of profit from associates and joint ventures	12	(231,298,996)	(256,159,527)	-	-
Gain on disposals of investment in subsidiaries, associates and joint venture	12	(57,946,623)	(29,736,201)	(77,860,104)	(33,145,467)
Gain on disposal of available-for-sale of investment	8	(438,755,483)	(346,634,030)	(438,755,483)	(346,634,030)
Gain on disposals of short-term investments		(1,156,232)	-	(1,156,232)	-
Elimination of gain on disposals of assets to the Property Fund	12	-	4,242,586	-	-
Provision for loyalty program		205,397	(1,710,524)	205,397	(1,710,524)
Provision for employee benefit Warrants	22	2,185,289	5,095,356	1,254,975	2,917,712
Unrealised (gain) loss on exchange rate		(1,073,800)	6,172,262	1,560,840	3,207,574
Dividend received	28	(484,904)	(1,176,122)	(215,020,729)	(757,823,297)
Interest income	28	(6,226,372)	(4,255,967)	(32,873,365)	(34,858,646)
Finance costs	30	139,885,125	144,032,127	174,784,630	175,556,770
Changes in operating assets and liabilities:					
- trade account and other receivable		86,851,354	(80,563,496)	9,405,864	(19,154,867)
- inventories		(38,102,235)	104,544,438	(30,244,482)	17,393,741
- films under production		42,720,364	(82,659,085)	-	-
- other current assets		39,668,932	(31,227,160)	12,583,730	(15,996,988)
- receivables under finance lease agreements		1,173,777	1,260,336	-	-
- other non-current assets		(89,498,971)	(37,934,171)	(75,791,824)	(48,508,692)
- trade account and other payables		88,313,064	(112,854,370)	145,537,207	(59,350,923)
- other current liabilities		(10,473,576)	6,890,916	(3,287,891)	2,585,895
- other non-current liabilities		(23,462,861)	39,471,962	(2,972,284)	27,373,316
- Employee benefit obligation		(4,674,938)	-	(4,392,528)	-
Cash flows from operating activities		2,410,454,639	2,127,101,420	1,206,860,526	973,453,160

35 Related-party transactions

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

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

Other related companies are companies belonging to directors and directors' family of the Company and is therefore related parties.

The following transactions were carried out with related parties:

i) Sales of goods and services and others

Unit: Baht'000				
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Sales of goods and services				
Subsidiaries	-	-	397,159	352,167
Associates	1,304	5,521	295	1,022
Leasehold property fund	61,458	76,115	38,283	40,067
Joint ventures	24,956	18,172	4,726	4,159
Related parties	77,700	64,116	13,368	16,353
	<u>165,418</u>	<u>163,924</u>	<u>453,831</u>	<u>413,768</u>
Dividend income				
Subsidiaries	-	-	-	561,826
Associates	-	-	112,714	84,833
Leasehold property fund	-	-	101,822	109,989
Related parties	485	1,176	485	1,176
	<u>485</u>	<u>1,176</u>	<u>215,021</u>	<u>757,824</u>

ii) Purchase of goods and services and others

Unit: Baht'000				
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Purchases of goods and services				
Subsidiaries	-	-	309,644	329,511
Associates	25,044	28,990	17,221	17,927
Leasehold property fund	172,710	167,127	130,483	125,800
Joint ventures	49,240	-	17,612	-
Related parties	141,111	145,119	108,011	125,941
	<u>388,105</u>	<u>341,236</u>	<u>582,971</u>	<u>599,179</u>

35 Related-party transactions (Cont'd)

iii) Outstanding balances arising from sales/purchases of goods/services and others

	Unit: Baht'000			
	Consolidated		Separate	
	financial statements		financial statements	
	2017	2016	2017	2016
Trade accounts receivable (include unbilled revenue)				
Subsidiaries	-	-	96,134	55,717
Associates	6,538	7,260	4,154	4,709
Joint venture	3,452	3,104	-	428
Related parties	7,615	2,376	303	311
	<u>17,605</u>	<u>12,740</u>	<u>100,591</u>	<u>61,165</u>
Amounts due from related parties				
Subsidiaries	-	-	230,630	326,337
Associates	12,857	50,235	4,235	4,186
Joint venture	3,702	4,769	424	-
Related parties	14,639	14,469	11,571	4,275
	<u>31,198</u>	<u>69,473</u>	<u>246,860</u>	<u>334,798</u>
Deposit (included in "Other non-current assets")				
Subsidiaries	-	-	44,528	44,528
Associates	8,881	8,869	3,849	3,849
Related parties	26,129	26,129	25,829	25,829
	<u>35,010</u>	<u>34,998</u>	<u>74,206</u>	<u>74,206</u>

35 Related-party transactions (Cont'd)

iii) Outstanding balances arising from sales/purchases of goods/services and others (Cont'd)

	Unit: Baht'000			
	Consolidated		Separate	
	financial statements		financial statements	
	2017	2016	2017	2016
Trade accounts payable				
(included in				
“Trade accounts and notes payable”)				
Subsidiaries	-	-	71,734	72,523
Associates	30	7,643	1	5,539
Joint venture	19,739	-	573	-
Related parties	575	619	538	515
	<u>20,344</u>	<u>8,262</u>	<u>72,846</u>	<u>78,577</u>
Other payables				
(included in				
“Amounts due to related parties”)				
Subsidiaries	-	-	28,320	12,645
Associates	4,979	4,127	4,281	3,448
Joint venture	-	45	-	-
Related parties	38,948	14,901	8,131	6,985
Board	4,116	4,139	3,568	3,567
	<u>48,043</u>	<u>23,212</u>	<u>44,300</u>	<u>26,645</u>
Advance received for rental and services				
(included in				
“Other non-current liabilities”)				
Associate	23,913	24,961	-	-
Related parties	9,538	11,048	-	-
	<u>33,451</u>	<u>36,009</u>	<u>-</u>	<u>-</u>
Deposits received				
(included in				
“Other non-current liabilities”)				
Subsidiaries	-	-	1,253	1,253
Associates	123,503	123,503	-	-
Joint venture	783	720	-	-
Related parties	5,666	5,666	135	135
	<u>129,952</u>	<u>129,889</u>	<u>1,388</u>	<u>1,388</u>
Finance lease liabilities				
(included in “Long-term borrowings				
from financial institutions”)				
Associates	21,133	22,765	21,133	22,765
	<u>21,133</u>	<u>22,765</u>	<u>21,133</u>	<u>22,765</u>

35 Related-party transactions (Cont'd)

iv) Short-term loans to related parties

For the years ended 31 December	Unit: Baht'000			
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Subsidiaries				
Opening balance	8,000	-	474,900	547,667
Loans advanced during the year	2,000	8,000	434,661	609,218
Loans repayments during the year	(5,000)	-	(514,960)	(681,985)
Closing balance	5,000	8,000	394,601	474,900

The short-term loans to related parties are loans to subsidiaries. Loans are repayable within 1 month and carrying interest rate of 4.00% per annum.

The related interest income was Baht 17.22 million (2016: Baht 20.89 million). At 31 December 2017, the accrued interest income was Baht 1.36 million (2016: Baht 1.66 million).

v) Long-term loans to related parties

For the years ended 31 December	Unit: Baht'000			
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Subsidiaries and associates and employees				
Opening balance	1,923	1,558	301,706	331,336
Loans advanced during the year	500	954	500	954
Loans repayments during the year	(596)	(589)	(30,596)	(30,584)
Closing balance	1,827	1,923	271,610	301,706

The loans to related parties are carrying interest at the rate of 4.00% per annum (2016: 4.00% per annum) and there is no specific repayment date.

Staff loans of Baht 1.83 million and Baht 1.61 million (2016: Baht 1.92 million and Baht 1.71 million) in the consolidated and separate financial statements, respectively, bearing interest rates ranging from 2.00% to 3.00% per annum. (2016: bearing interest rates of ranging from 2.00% to 3.00% per annum).

vi) Short-term loans from related parties

For the years ended 31 December	Unit: Baht'000			
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Subsidiaries and associates				
Opening balance	18,150	23,000	993,447	1,191,428
Loans borrowed during the year	-	-	2,509,356	2,225,651
Loans repaid during the year	(2,250)	(4,850)	(2,240,027)	(2,423,632)
Closing balance	15,900	18,150	1,262,776	993,447

The short-term loans from related parties are loans from fellow subsidiaries. The short-term loans are unsecured. Loans of Baht 1,246.88 million are repayable within 1 month and carrying interest rate of 4.00% per annum. A promissory note due upon demand of Baht 15.90 million bears interest rate of 2.72% per annum.

The related interest expense was Baht 0.47 million and Baht 47.49 million, respectively (2016: Baht 0.15 million and Baht 43.12 million). As at 31 December 2017, the accrued interest expense was Baht 0.14 million and Baht 15.54 million, respectively (2016: Baht 0.17 million and Baht 11.41 million).

35 Related-party transactions (Cont'd)

vii) Key management compensation

For the years ended 31 December	Unit: Baht'000			
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Short-term employee benefits	54,602	48,386	42,080	40,640
Retirement benefits	329	672	252	596
Share-based payments	-	1,152	-	1,152
	<u>54,931</u>	<u>50,210</u>	<u>42,332</u>	<u>42,388</u>

ix) Investments in subsidiaries, associates and joint ventures

Details of investments in subsidiaries, associates and joint ventures are set out in Note 12.

36 Commitments and contingencies

i) Bank guarantees and letter of credits

As at 31 December 2017, the Group has outstanding bank guarantees and letters of credit Baht 199.47 million (2016: Baht 193.46 million) given to third parties.

ii) Guarantees

As at 31 December 2017, the Company and a subsidiary have provided guarantees for bank loans granted to subsidiaries and associates for a total of Baht 60.00 million (2016: Baht 106.93 million).

iii) Operating lease commitments - where the Group is the lessee

The Company and its subsidiaries have commitment obligations in terms of long-term lease of land, buildings and service contracts. The future aggregate non-cancellable minimum lease and service payments under the contracts are as follows:

	Unit: Million Baht			
	Consolidated financial statements		Separate financial statements	
	2017	2016	2017	2016
Not later than 1 year	1,040	741	805	702
Later than 1 year but not later than 5 years	4,104	3,244	2,584	2,035
Later than 5 years	5,632	5,462	3,915	3,747
	<u>10,776</u>	<u>9,447</u>	<u>7,304</u>	<u>6,484</u>

In addition to the minimum lease and service payments, the Group also has obligations in respect of lease of buildings and service contracts based on revenue sharing with the lessors.

36 Commitments and contingencies (Cont'd)

iv) Capital commitments

Capital expenditure contracted for at the balance sheet date, but not recognised in the financial statements is presented as follows:

		Unit: 000			
		Consolidated financial statements		Separate financial statements	
	Currency	2017	2016	2017	2016
Property, plant and equipment	THB	77,200	55,648	77,200	55,648
Intangible assets	THB	1,211	1,969	-	-
	USD	1,072	1,061	-	-
Total	THB	78,411	57,617	77,200	55,648
	USD	1,072	1,061	-	-
Total in Thai Baht		113,626	95,798	77,200	55,648

v) Commitment for film productions

As at 31 December 2017, the Group has commitments in respect of payments to film directors amounting to Baht 69.94 million (2016: Baht 63.10 million).

37 Litigation

On 27 July 2017, the insurance companies of damaged parties from the fire accident at Major Cineplex Theater (Pinklao Branch) sued the Company for compensation for causing damages pursuant to the civil case, black case no. P3537/2560. The case is in the process of the civil court and the outcome is not yet known. The Company believes that there will be no material loss arising from the lawsuits and therefore does not provide for the contingent liability.

38 Events after the reporting date

At the Board of Directors Meeting held on 19 February 2018, the Board approved dividends in respect of the operating results for the period from July to December 2017 at Baht 0.60 per share, totaling Baht 536.80 million. The dividends will be distributed to shareholders listed in the register on 20 April 2018.





Major Cineplex Group Public Company Limited

1839, 1839/1-6 Phaholyothin Road, Ladyao, Jatuchak, Bangkok 10900 Thailand

Tel. (+66) 2511 5427-36 Email : ir@majorcineplex.com <http://corporate.majorcineplex.com> <http://www.majorcineplex.com>