



ANNUAL REPORT 2015

บริษัท นิวส์ เน็ตเวิร์ค คอร์ปอเรชั่น จำกัด (มหาชน)
News Network Corporation Public Company Limited.

NEWS NETWORK



CONTENT

GERNERAL INFORMATION	01
MESSAGE FROM THE CHAIRMAN	02
BOARD OF DIRECTORS AND MANAGEMENT	04
ACTIVITIES THAT DEMONSTRATE SOCIAL RESPONSIBILITY	06
VISION AND MISSION	08
DETAILS ON THE BOARD OF DIRECTORS AND MANAGEMENT	09
NATURE OF BUSINESS OPERATION	21
RESEARCH AND DEVELOPMENT	25
BUSINESS GOAL	26
MARKETING AND COMPETITION	27
RISK FACTORS	28
REVENUES STRUCTURE	31
INTERNAL AUDIT	33
RELATED TRANSACTIONS	35
GOOD CORPORATE GOVERNANCE	42
ETHICAL CONDUCT	48
MAJOR SHAREHOLDERS	55
ORGANIZATION CHART	56
MANAGEMENT STRUCTURE	57
REMUEARATION	66
THE BOARD OF DIRECTORS REPORT ON THE FINANCIAL STATEMENTS	68
REPORT OF AUDIT COMMITTEE	69
FINANCIAL STATUS AND RESULT OF PERFORMANCE	72
FINANCIAL STATEMENTS	93



MESSAGE FROM THE CHAIRMAN

Mr.Meechai Ruchuphant
Chairman



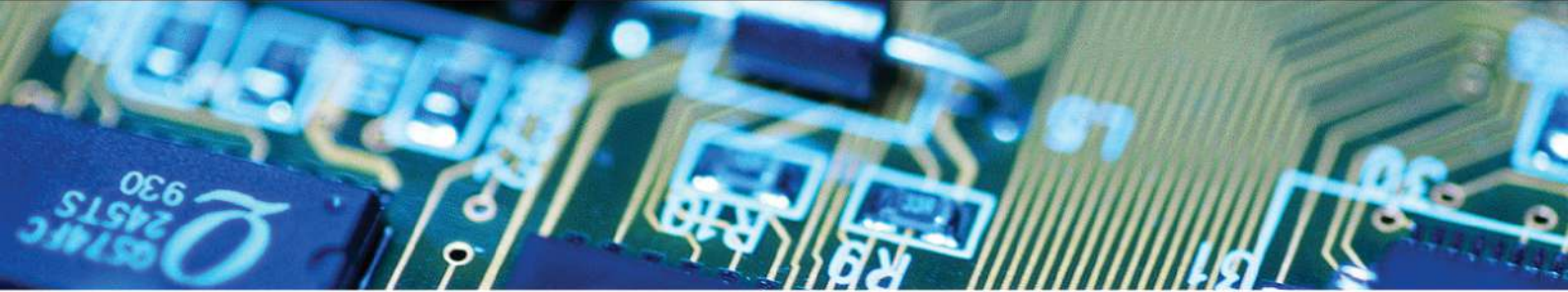
Dear Shareholders,

In 2015, among economic uncertainty abroad, which inevitable affects the overall economic situation in the country, including the change of TV broadcasting from analog to digital as per the policy of National Broadcasting and Telecommunication Commission (NBTC) which is very slow, and the distribution of the TV digital box, the nationwide network broadcasting investment troubleshooting of the authorized TV digital service providers, the cancellation of the analog TV broadcasting, the publication for the audience to aware of the change, and the remedies and solutions for entrepreneurs at present, it leads News Network Corporation (Public) Co., Ltd., and affiliated companies to experiences the intense competition in every business that has been conducted. The company has increasingly expanded its revenue from business units with respect to the media where most of the clients are from the private sector instead of increasing existing customers who were mostly from public sectors for revenues in computer business, environmental business, and occupational health; whereas, total revenue of all types remain close to last year's 268.64 million baht, consisting of revenue from health that provides services to 59 percent of customers and 20 percent from revenues from sales, and 21 percent for other revenues.

Major development of the company in 2015 was that the company had invested in the Green Net 1282 Co., Ltd., which conducts the business of New Media, Call Center, and various books distributions. The website of company groups had people visited for more than 1 million cases a day. Therefore, it leads to the further business between companies in the future. Additionally, there was an investment in "Spring Radio" in FM 98.5 MHz, and it has been allocated for broadcasting from the National Broadcasting and Telecommunication Commission (NBTC). This resulted that the media business of the company has more comprehensive ranges.

In addition, the company is still considering on the investment in a business that will complement or extend the operations of the subsidiary companies to meet targets, and it will enable the company to cover a wide range of media completely as it is possible by adopting the principle of On Air, On Line and On Ground.

On December 31, 2015, the company has total assets of 3,362.98 million baht, which is decreased from the previous year for 20.75 percent as a result of the use of funds in the digital business television during the transition from analog to digital with the increasing numbers of the entrepreneurs. However, the transfer of advertising budget which is the main revenue of this business cannot be transferred with full potential as it is still with the entrepreneurship in the analog system. The entrepreneurs in digital system have to take effort to increase their rating by using large amount of fund to buy contents from inside and outside countries, including manufacturing contents with high quality. It is estimated that this situation will be developed into a better direction in 2016 and in 2017 when the National Broadcasting and Telecommunication Commission (NBTC) has clearer policy on the stages and processes to change from analog system into digital system, especially on the cancellation to broadcast in analog system rapidly as it helps entrepreneur to have ability to make a profit from operations better than it is in the present.



However, the investment on the personnel content or tools for broadcasting is a key mission to conduct this business.

In terms of liabilities and shareholders, the company had total liabilities of 1,035.60 million baht which is decreased from previous year for 7.09 percent. Mostly, it is from the non-current liabilities. For the on the license to use the spectrum for digital television services, finance lease liabilities and obligations on employee's benefits are decreased from the reducing numbers of employment at the end of 2015; whereas, the current liabilities increased from trade payables and other payables. For the creditors, the cost of license to be paid which is due in one year with total shareholders' equity of 2,331.44 million baht is decreased from last year, and it is counted as 25.62 percent as a result of losses from the operations.

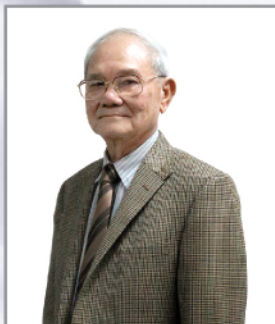
In the past year, even though the company will have net loss for 607.24 million in that year from the problems of transitioning broadcast system, and the changing of advertising revenues mentioned above, but it is a significant development which will lead to substantial revenue growth in the future. From the weekly measurement of television audiences of The Nielsen Company, it is found that the news channel of Spring News TV station can step up to the top rank for a group of audiences with aged or 15 years and above for the first time and in several weeks later. This important step will further the development on the media associated with integration on both technical and value-added aspects of Content Development. This will increase market opportunities for the company as well.

And, it is the reinforcement on the professions in news and journalism. I have set "Resolution of Spring News on the freedom of news and comment" for all related sectors to strictly comply as follows:

1. To act on duty by considering a key benefit of the nation and the population.
2. Do not allow either party to use media to destroy one another whether in politics, business or personal interests, especially, the media must not be used to abuse or exploit others.
3. To enmity against corrupt practices and exploitation towards population in all types.
4. Do not present news or facts that have not been checked adequately. In the urgent case as it is needed to publish for the benefits to receive news, it shall be informed to the population that it is under the examination.
5. Do not publish news which is suspected to be false news, and do not publish distorted news or add more

information to the news to make it different from what it is, and the opinion shall be separated from the news. Finally, on behalf of the Board, I would like to inform that the Board of Directors is committed to administrative duties as per the best interests of shareholders under the principle of Fiduciary Duty according to the care (the Duty of Care) with integrity of loyalty (Duty of Loyalty) compliance with laws, objectives and resolutions of the meeting of the shareholders (Duty of Obedience), and the disclosure where it is accurately completely and transparently performed (Duty of disclosure) to the Company in order for the company to grow steadily in the future. This will be beneficial to the shareholders directly. Moreover, I would like to provide my thankfulness to our shareholders, business partner, financial institution, government agencies, including customers and partners as well as all those who support and trust our company as well.

Mr.Meechai Ruchuphant
Chairman



Board of Director / Management

Mr. Meechai Ruchuphant

Chairman



Mr. Apivut Thongkam

Vice Chairman



Mr. Arak Ratboriharn

Director and Chief Executive Officer



Mr. Sirot Ongcharit

Director



Mr. Teerachai Rattanakamolporn

Director



Mr. Suthichai Bunnag

Director



Mr. Chirasak Thanasant

Director



Miss. Watanya Wongopas

Director

BOARD OF DIRECTOR/MANAGEMENT



Mr.Pinit Wuthipand
Director and Chairman of Audit Committee



General Soonthorn Sophonsiri
Director and Audit Committee



Mr.Kavit Sirison
Director and Audit Committee



Adjunct Professor Prasobsook Boondech
Director and Audit Committee



Mr.Ruknung Phaholyothin
Director and Audit Committee



Mr.Pranot Kosakarn
Chief Financial Officer
Corporate Secretary

Activity which reflect the Corporate Social Responsibility

Background of Project

"Spring News Volunteer Project in Building Dream - Sharing Knowledge" Year 3 (in 2015) is Spring News Ditigal Television Channel 19's corporate social responsibility project with the aim to construct a new building for a school with desperate need and located in remote area of Thailand. In 2014, "Spring News Volunteer Foundation" has been established. For 2015, Spring News Volunteer Foundation extended the assistant to Ban Songkhon School, Tambon Plaban Amphur Phurue, Loei Province, which under the responsible of Primary Educational Service Area Office of Loei Province. The school has 30 students, 6 teachers and one wooden building with seriously dilapidated condition. Spring News Volunteer Foundation undertakes the task of constructing a new building with 5 classrooms so the school can support the increasing numbers of students from the expanding community in the future.

Objectives of Project

1. To provide help to children, youths and residents in the remote areas beyond any aids from the government and in desperate need for help.
2. To promote love and harmony for the Thai people. To enforce the generosity and becoming increasingly helpful toward each other.
3. To act as center for the government sectors, private enterprises and people to take part in activities that provide benefit to the society.
4. To sustain the Thai society's characters of sharing, creating happiness and smile for everyone without discrimination.



สปริงนิวส์อาสา

“ต่อเติมฝัน ปันความรู้” #ปี3

โครงการ “ต่อเติมฝันปันความรู้ ปี 3”

โดยมูลนิธิสปริงนิวส์อาสา และ สถานีโทรทัศน์สปริงนิวส์

Spring News Volunteer Building Dream - Sharing Knowledge #Year 3

“Building Dream - Sharing Knowledge Year 3” Project

By Spring New Volunteer Foundation and Spring News Television

Spring News Volunteer

“Building Dream - Sharing Knowledge Year 1” 2013



Ban Mae Salid Luang School, Mae Salid Kie Branch,
At Tambon Tha Song, Amphur Tha Song Yang,
Tak Province 2013

Spring News Volunteer

“Building Dream - Sharing Knowledge Year 2”



At Ban Mae Ang Khang School, Tambon Omkoi,
Amphur Omkoi, Chiang Mai Province



Ban Songkhon School situated in Tambon Plaban Amphur Phurue, Loei Province

VISION AND MISSION

Vision


Dynamic leader in IT solution provider for worldwide enterprise-business

Mission


- Develop and improve products so as to be internationally and domestically accepted
- Provide personnel the knowledge advancement to global markets
- Enhance organizational management
- Generate innovative technologies
- Seek for international, domestic strategic business partners



Details on the Board of Directors and Management.

	Mr.Meechai Ruchuphant Chairman Portion of Share Holding -	
	Education	: Honorary Doctorate Degree, Faculty of Law, Sisaket Rajabhat University.
		: Honorary Doctorate Degree, Faculty of Law, Roi Et Rajabhat University.
		: Honorary Doctorate Degree, Faculty of Public Administration, Burapha University.
		: Honorary Doctorate Degree, Faculty of Political Science, Mahasarakham University.
		: Honorary Degree, Faculty of Education, King Mongkut's Institute of Technology Lad Krabang .
		: Honorary Member, Faculty of Law.
		: Doctorate Degree, Faculty of Law, Bangkok University.
		: Doctorate Degree, Faculty of Law, Ramkhamhaeng University.
		: Doctorate Degree, Faculty of Law, Sri Pathum University.
		: Honorary Member, National Defense College, Class 36.
		: Honorary Doctorate Degree, Faculty of Law, Adamson University, Philippines.
		: Legislative Internship Program, Texas, USA.
		: Master's Degree, Comparative Law, Southern Methodist University.
		: Faculty of Law, Thammasat University.
	Experience Present	: Chairman, News Network Corporation PCL.
		: Legislative Chairman of Committee 1, Office of the Council of State.
		: Council President, Phranakorn Rajabhat University,2008-present.
		: Honorary Doctorate Degree, 20 December 2006-present.
		: Council President, Rajabhat Rajanagarinda University, 2012-present.
	Last Position	: Legislative Secretary, Office of the Council of State
		: President of the Draftsman Committee, Office of the Council of State
		: Draftsman Committee (Level 10), Office of the Council of State
		: Council President, Chiang Mai University
		: Council President, King Mongkut's Institute of Technology Lad Krabang
		: President, Committee of Law Amendments for National Development
		: Council President, Mahasarakham University
		: Council President, Valaya Alongkorn Rajabhat University

		: Council President, King Prajadhipok's Institute
		: President of the Committee of Parliamentary Members
	Political Career	: Legal Advisor to the Prime Minister (During Sanya Thammasak's term as Prime Minister)
		: Legal Advisor to the Prime Minister (During (M.R.) Kukrit Pramoj's term as Prime Minister)
		: Legal Advisor to the Prime Minister (During (M.R.) Seni Pramoj's term as Prime Minister)
		: Legal Advisor to the Prime Minister (During Thanin Kraivichien's term as Prime Minister)
		: Deputy Secretary of the Prime Minister – Political Affairs (During Kreangsak Chamanunt's term as Prime Minister)
		: Minister of the Office of the Prime Minister (During General Prem Tinsulanonda's term as Prime Minister)
		: Deputy Prime Minister
	Legislative Career	: Member of the Legislative Branch
		: Member of the Senate
		: Member of the Legislative Branch
		: Member of the Senate
		: President of the Senate
		: Member of the Legislative Branch
		: President of the Legislative Branch

	Adjunct Professor Prasobsook Boondech Vice chairman Audit Committee Portion of Share Holding -	
	Education	: Bachelor's Degree, Faculty of Law, Thammasat University
		: Barrister-at-Law, the Thai Bar Under the Royal Patronage
		: Barrister-at-Law (England), the Lincoln's Inn
	Training	: Department of News Analysis, Management Training
		: School of Psychological Warfare, Management Training
		: National Institute of Development Administration, Management Development Course
		: The National Judicial College (U.S.A), General Jurisdiction
		: OCSC Management Executive Course, Second Curriculum, Class 12
		: National Defense College, National Defense Course, Class 41
		: Capital Market Academy, Class 10

	Experience Present	: Vice chairman / Audit Committee News Network Corporation PCL.
	Last Position	: Member of the Office of the Council of State
		: President of the Senate
		: President of the Court of Appeal
		: President of the Court of Appeal, District 5
		: Judge, Leader of the Supreme Court Committee
		: Chief Judge of the Central Intellectual Property and International Trade Court
		: Judge of the Supreme Court
		: Judge of the Court of Appeal, District 3
		: Secretary General of the Office of the Judicial Affairs
		: Chief Judge of the Songkhla Court
		: Head of the Academic Department, Office of the Judicial Affairs
		: Judge of the Tak Court
		: Lecturer, Faculty of Law, Thammasat University


	Mr. Apivut Thongkam Vice chairman Portion of Share Holding -	
	Education	: Bachelor of Law, Ramkhamhaeng University
		: Thai Barrister at Law
		: Master of International Law, American University, USA
		: Master of Comparative Law, Howard University, USA
		: Certificate in Intellectual Property World Intellectual Property Organization, Switzerland
		: Certificate in Trend and Problem of Computer Crime from School of Criminal Justice, University of Michigan
		: Certificate in Executive Program "Thammasat Leadership Program" (TLP) Class 7
		: Diploma in Advanced Security Management Program "Class 6" National Defense College, National Defense Studies Institute
		: Diploma of National Defense College The Joint State - Private Sector Course Class 24 of the year 2011-2012 National Defense College, National Defense Studies Institute [NDC. Class 54 (Diploma, National Defense College, The Joint State - Private Sector Course Class 24)]
	Training	: Certificate of Training in Modern Technology and Enforcement of Copyright Laws in Denpasar, Indonesia

		: Seminar on advanced taxation accounting for lawyers and businesspersons, class 1, Central Tax Court
		: Study trip at the Court of Intellectual Property and International Trade in the Netherlands, France, England, Germany, Portugal, Spain, Italy, Turkey, Egypt, Greece
		: Training in techniques of negotiation, dispute settlement and crisis resolution, class 1, Ministry of Justice
		: DCP course, class 89/2007 Thai Institute of Directors
		: DCP course, class 3/2008 Thai Institute of Directors
	Experience Present	: Vice chairman News Network Corporation Public Company Limited.
		: Executive Director, Glory Acme Limited
		: Executive Director of FBLP Legal Co., Ltd.
		: Appeal Board of Social Security Office, Ministry of Labor
		: Director of FBLP Audit and Business Consulting Services Co., Ltd.
		: Director of Alessi Capital Co., Ltd.
		: Director of Headquarters Co., Ltd.
		: Director of Darby Private Equity Co., Ltd.
		: Director of A.L.C. (Thailand) Co., Ltd.
		: Director of Platinum Auto Service Co., Ltd.
		: Director of Environmental Solution Integrator Co., Ltd.
		: Director of Dawson Media Direct Co., Ltd.
	Last Position	: Judge of the Ministry Help in working for the position of judge of Civil Court
		: Judge of the Ministry Help in working for the position of judge of Civil Court
		: Judge of the Ministry Help in working for the position of secretary of Bangkok South Civil Court
		: Judge of Nongkhai Provincial Court Help in working for the position of judge of Bueng Kan Provincial Court
		: Judge and secretary of Central Tax Court
		: Judge and secretary of Bangkok South Criminal Court
		: Secretary of Court of Appeal Region 6
		: Secretary of Appeal Court
		: Senior Legal Advisor First Bangkok Law & Practice Co., Ltd.


		: President of Bus Operators Association Years 2004-2008
		: Adviser to Transportation Commission
		: Adviser to the Committee for Study on Laws and Facts related to Traffic in the Subcommittee for the Establishment of Traffic Court and Laws on Traffic
		: Adviser to the Committee of Check for Research and Legislation, Secretariat of the Cabinet
		: Expert of Working Group for Judgment on Continuous Cases in Justice System, National Economic and Social Advisory Council
		: Expert member of the Committee for Foreign Business Operation according to Foreign Business Operation Act 1999 (B.E. 2542) Years 2007-2010
		: Information Technology and Communication Committee of Parliament Year 2009
		: Subcommittee for Information Technology and Communication System of the New Parliament Year 2009
		: Subcommittee of Committee on Monetary, Finance, Banking and Financial Institutions, Senate Year 2010
		: Extraordinary Committee for Trademark Bill Secretariat of the House of Representatives Years 2012 – 2013
		: Honorary Advisory to Committee on Energy House of Representatives Years 2011 – 2013
		: Chairman of the Audit Committee of Krisdamahanakorn Public Company Limited
		: Audit Committee of Mill Con Steel Public Company Limited
		: Former Special Professor, Master of Business Administration, Management in SMEs Program, Ramkhamhaeng University
		: Chief Executive Officer and Director, Polaris Capital Public Company Limited

	Mr. Arak Ratboriharn Chief Executive Officer Director Portion of Share Holding -	
	Education	: Master of Accounting (Finance and Accounting), Thammasat University
		: Bachelor of Accounting (Cost Accounting), Chulalongkorn University
	Training	: Training course Director Accreditation Program


	Experience Present	: Director and Chief Executive Officer, News Network Corporation Public Company Limited.
		: Director, Springnews Corporation Co.Ltd.
		: Director, Sync Technologies Co.,Ltd.
		: Director, Ruam Mue Ruam Jai Co., Ltd.
		: Director, Springnews Television Co.Ltd.
		: Director, Environmental Solution Integrator Co.,Ltd.
		: Director, Newsnetwork Multimedia Co.Ltd.
	Last Position	: Chief Financial Officer, State Railway of Thailand
		: Director and to Act of President Express Transportation Organization
		: Managing Director, Ruamkij Advisory Co., Ltd.
		: Director, The Institute of Social and Economic Policy (ISEP)
		: Vice President, Investment Banking National Finance Public Company Limited.
		: Assistant Representative Mitsubishi Bank (Bangkok Representative Office)
		: Chief of Credit Team, Credit Division SITCA Finance and Securities Co., Ltd.
		: Industrial Finance Corporation of Thailand (IFCT)

	Mr. Pinit Wuthipand Chairman of Audit Committee Director Portion of Share Holding -	
	Education	: Bachelor of Accountancy, Thammasat University
	Training	: Training course Directors Certification Program.
		: Training course Directors Accreditation Program.
	Experience Present	: Chairman of Audit Committee / Director, News Network Corporation PCL.
		: Chairman of Audit Committee / Independent Director, Siam General Factoring Public Company Limited.
		: Internal Audit, Rangsit University.
		: Director, CVN Associates Co.,Ltd.
	Last Position	: Chairman of Audit Committee / Independent Director, RPCG Public Company Limited
		: Chairman of Audit Committee/Independent Director, Paolo Medic Co.,Ltd.

		: Chairman of Audit Committee/Independent Director, Health Network Co.,Ltd.
		: Audit and Evaluation Subcommittee, Software Industry Promotion Agency.
		: Audit Committee/Independent Director, Siam General Factoring Public Company Limited.
		: Advisor to Deputy Minister of Education.
		: Advisor, Eastern Asia University.
		: Director, Office of the Rector, Rangsit University.
		: Assistant to the Rector for Administration, Rangsit University.
		: Director of Office of Property Management, Rangsit University.

	Mr.Suthichai Bunnag Director Portion of Share Holding -	
	Education	: Master of Journalism and Mass Communication Thammasat University
		: Bachelor of Journalism and Mass Communication Thammasat University
		: Mini MBA. Kasetsart University
		: Diploma, Television Production Australia Film and Television School
	Training	Training course Director Accreditation Program
	Experience	
	Present	: Director, News Network Corporation Public Company Limited.
		: Chairman, Springnews Corporation Co.,Ltd.
		: Director, Sync Technologies Co.,Ltd.
		: Chairman, Ruam Mue Ruam Jai Co., Ltd.
		: Chairman, Springnews Television Co.Ltd.
	Last Position	: Audit Committee, Solution Corner (1998) PCL.
		: Director, Panorama Worldwide Co.,Ltd.
		: Vice President - MCOT Public Company Limited.
		: Director of Modernnine TV, MCOT Public Company Limited.
		: Director of M.C.O.T Radio Station
		: Assistant Director of Thainews agency M.C.O.T
		: Journalist Thai Television Company Limited


	Mr. Sirot Ongcharit Director Portion of Share Holding -	
	Education	: MBA (Finance) Thammasat University
		: Bachelor Economics Thammasat University
	Experience Present	: Director, News Network Corporation PCL.
		: Senior Advisor Risk Management and Development Asset Liability Management (ALM) , Wealth Management System Co.,Ltd.
	Last Position	: Head of Trading (Vice President),DBS Thai Danu Bank
		: FX Head (First Vice President), Bank Thai Public Company Limited
		: Treasury (Senior Vice President) Bangkok Bank of Commerce
		: Treasury group manager(Senior Vice President), SCF Finance and Securities Public Company Limited
		: Equity derivatives trader (Assistant Vice President) Citicorp Securities (Thailand) Ltd.
		: Equity derivatives trader (Assistant Vice President) Bank City Bank London
		: Senior sale money Citybank (Thailand)

	Mr. Chirasak Thanesnant Director Portion of Share Holding -	
	Education	: Bachelor of Laws, Thammasart University.
		: M.A. (International Relations), Boston University, USA.
		: 23 rd Senior Executive Program of Civil Service Commission Office.
		: 40 th Directors Certification Program in year 1997, National Defence College.
	Experience Present	: Director, News Network Corporation Public Company Limited.
	Last Position	: Clerical staff, Department of Consular Affairs, Office of the Permanent Secretary.
		: Attache' (Diplomatic service officer 3), Passport Division, Office of the Permanent Secretary.
		: Attache' (Diplomatic service officer 3), The Royal Thai Embassy at Moscow.


		: Third secretary (Diplomatic service officer 4), The Royal Thai Embassy at Moscow.
		: Third secretary (Diplomatic service officer 4), Office of the Secretary to the Minister.
		: Second secretary (Diplomatic service officer 5), Office of the Secretary to the Minister.
		: First secretary (Diplomatic service officer 6), Office of the Secretary to the Minister.
		: First secretary (Diplomatic service officer 6), The Royal Thai Embassy at Bonn.
		: First secretary (Diplomatic service officer 6), Legal Affairs Division, Department of Treaties and Legal Affairs.
		: Counselor (Diplomatic service officer 7), Translation Division, Department of Treaties and Legal Affairs.
		: Director (Diplomatic service officer 7), Protocol Division, Department of Protocol.
		: Director (Diplomatic service officer 8), Protocol Division, Department of Protocol.
		: Minister-Counselor (Diplomatic service officer 8), The Royal Thai Embassy at Stockholm.
		: Minister (Diplomatic service officer 9), The Royal Thai Embassy at Phnom Penh.
		: Assistant to Permanent Secretary, (Diplomatic service officer 9), Office of the Permanent Secretary
		: Deputy Director-General (Diplomatic Service Executive 9), Consular Affairs Department
		: Ambassador Extraordinary and Plenipotentiary (Diplomatic service officer 10) of Thailand to Pretoria
		: Ambassador Extraordinary and Plenipotentiary (Diplomatic service officer 10) of Thailand to New Delhi

	General Soonthorn Sophonsiri Audit Committee Director Portion of Share Holding -	
	Education	: Chulachomklao Royal Military Aceademy.
		: Master of Public Administration (USA.)
	Training	: Training course Director Accreditation Program.
	Experience Present	: Director and Audit Committee, News Network Corporation Public Company Limited.

	Last Position	: Signal Officer, Royal Thai Army.
		: Tactics Instructor, Command and Staff College.
		: Thai Border Refugee Coordination Center, Thai - Vietnam, Thai – Cambodia.
		: Army Attache, Bonn/Rome.
		: Advisor, National Defense College.
		: Director of Royal Thai Army Radio and Television Station.


	Mr. Teerachai Rattanakamolporn Director Portion of Share Holding -	
	Education	: Master's Degree, Business Administration (English Program), Kasetsart University
		: Bachelor's Degree, Faculty of Engineering (Mechanical Engineering), King Mongkut's Institute of Technology Ladkrabang
	Experience Present	: Director, News Network Corporation Public Company Limited.
		: Board Member, RU Asset Development Co., Ltd
		: Board Member, Siam TC Technology Co., Ltd
		: Board Member, Rolling Concept Innovation Co., Ltd
		: Board Member, Ditto (Thailand) Co., Ltd

	Miss. Watanya Wongopasi Director Portion of Share Holding 8.04% (Update February 23, 2016)	
	Education	: Bachelor of English Language and Literature, Faculty of Liberal Arts, Thammasat University
	Experience Present	: Director, News Network Corporation Public Company Limited.
		: Director, Spring Corporation Co.Ltd.
		: Director, Ruam Mue Ruam Jai Co., Ltd.
	Last Position	: Director, Solution Corner (1998) Public Company Limited.
		: Advisor Investment, KT Zmico Securities (Thailand) Public Company Limited.
		: Advisor Investment, KGI Securities (Thailand) Public Company Limited.
		: Director, AQUA Television Co.,Ltd.

	Mr. Kavit Sirison Audit Committee Director Portion of Share Holding -	
	Education	: Business Administration (Finance), San Diego State University
		: Business Administration (Finance and Banking), Magna Cum Laude, Chulalongkorn University
	Training	: International Program on Accounting and Finance in Government Sector, India
		: Distance Learning Program on Macroeconomics Program, World Bank
		: Macroeconomics Program, London School of Economics (Summer Course Thailand)
		: Forum on Institutionalization of Evaluation System, JICA, Japan
		: Distance Learning Program on Disaster Risk Management Program, World Bank
		: Japanese Cooperative System, JICA, Japan
		: Japanese Specialized Financial Institutions, Ministry of Finance, Japan
		: Middle Management Programme, the Ministry of Finance.
	Experience Present	: Director, News Network Corporation Public Company
		: Chief Finance Officer, Sahakol Equipment PCL.
	Last Position	: Director of Strategy and Development of microfinance, The Fiscal Policy Office.
		: Director of Financial Risk Management, The Fiscal Policy Office.
		: Director of Strategy and Development of Specialized Financial Institutions The Fiscal Policy Office.

	Mr. Ruknung Phaholyothin Managing Director (Administrative) Portion of Share Holding -	
	Education	: Master of Business Administration, Major in Marketing, National Institute of Development Administration
		: Bachelor of Education, Kasetsart University
	Experience Present	: Managing Director (Administrative), News Network Corporation Public Company Limited.
		: Director, Environmental Solution Integrator Company Limited.
	Last Position	: Assistance to Executive Chairman, Thonburi Automotive Assembly Plant Company Limited.

		: Managing Director, Thonburi Samplan Company Limited.
		: General Manager, Thonburi Bus Service Company Limited.
		: Director of Asset Management Department, Committee of Asset Management and Asset Evaluation, Ploy Asset Management Company Limited.
		: Executive Director of Commercial Credit Department, Phatrathanakij Capital Public Company Limited.
		: Deputy Director of Commercial Credit Department, Phatrathanakij Capital Public Company Limited.

	Mr. Pranot Kosakarn Chief Financial Officer Corporate Secretary Portion of Share Holding -	
	Education	: Mini MBA Modern Management Program Chulalongkorn University.
		: Bachelor Degree in Financial and Banking from the University of Thai Chamber of Commerce (first class honour)
	Experience Present	: Chief Financial Officer, Corporate Secretary, News Network Corporation Public Company Limited.
		: Director, Environmental Solution Integrator Company Limited.
	Last Position	: Private investor in gold bullion.
		: Vice President, IVS&IB Operation Department TMB Bank Public Company Limited.
		: AVP, Research and Investment Advisory Division, SICCO Securities Public Company Limited.
		: Entrepreneur – Tiger prawn and Gouramis Farming
		: Director, Treasury Department and Funding Department, GE Asia Finance (Public) Co., Ltd.

NATURE OF BUSINESS OPERATION

1. Historical Background

News Network Corporation Public Company Limited's business activities are distribution, installation and development of software information system, provide consultation and development of information technology system integrator, including computer network system, acquisition of hardware and software development according to customer's specification (Tailor Made). The Company's main customers are government sectors and large state enterprises. The Company have customer service standard that comply with ISO 9001:2008 quality systems. To establish confidence for our products and trust in our services, it is our determination to design and develops the processing system including our products and services to achieve standard quality. We provide prompt delivery service to create high level of satisfaction for customers. We utilize modern technology and having highly qualified and experienced staff on our team with the expertise, knowledge and capability to produce excellence result for customers

Currently the company has Baht 43,684,661,600 of registered capital and Baht 31,460,105,400 of paid up capital. The Company has expanded its business by investing in subsidiary companies. The detail as follows.

2. Significant Changes and Developments

- | | |
|------|---|
| 2010 | <ul style="list-style-type: none"> ● Expanded business extent and founded more subsidiaries – Spring Corporation Company Limited and Solution Corner International Company Limited ● Being qualified by BVQI (Thailand) Limited that the company's working processes passed ISO 9001: 2008 standard ● Oracle (Thailand) Company Limited appointed SLC as Gold Partner Oracle tier including Certified Professional Program as an Oracle Certified Database Administrator ● In April, the company had raised registered capital of Baht 50 million to Baht 325 million and to 424,424,386 Baht. In October, it was raised to 303, 051, 600 Baht owing to the same shareholders' reinvestment as the paid-up capital of 303,051,600 Baht in order to support the business growth. |
| 2011 | <ul style="list-style-type: none"> ● In January, The Company relocated its headquarter office to 333 Lao Peng Nguan 1 Tower, 18th Floor, Zone A, Soi Choeiphuang, Vibhavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900, to support increasing staff. ● In January, Spring Corporation Co.,Ltd (Subsidiaries) in acquiring the existing ordinary shareholder of Ruam Mue Ruam Jai Co., Ltd. (RMRJ) acquired 99.99% of the paid-up registered capital of RMRJ. ● Former name Solution Corner Internation Co.,Ltd.(Subsidiaries) was registered with new name Sync Technologies Co.,Ltd. Since February 21, 2011 |

- In June, Decrease of the Company's registered capital from 424,424,386 to Baht 424,424,384 Baht.
 - In July, Increase of the Company's registered capital from 424,424,384 to Baht 2,912,369,800 Baht owing to the same shareholders' reinvestment as the paid-up capital of 1,515,258,000 Baht in order to support the business growth.
 - In September, Spring Corporation Co.,Ltd (Subsidiaries) increase of the Company's registered capital from 100 Million Baht to 200 Million Baht owing to the same shareholders' reinvestment.
 - In December, United State of America Department of Commerce that the company's working processes passed Excellence in Trade Certificate Gold Award For Achievement in Promoting Trade Between the United States and Thailand for 2011.
- 2012
- In December, Spring Corporation Co.,Ltd (Subsidiaries) to invest in the new company, named Spring News Television Co.,Ltd
 - In December, Sync Technologies Co.,Ltd (Subsidiaries) has been authorized as the Exclusive Distributor by AHAINC CO., LTD. who is the reputable manufacturer for Smart Class Room Technology products.
- 2013
- In February, Solution Corner(1998) PCL., in acquiring the existing ordinary shareholder of Environmental Solution Integrator Co., Ltd. (ESI) acquired 90% of the paid-up registered capital.
 - In February, Decrease of the Company's registered capital from 2,912,369,800 to Baht 2,212,369,800 Baht. And increase the share capital from 2,212,369,800 to Baht 3,712,369,800 Baht
 - In August, the company has approved the renewal of the 3 (Re-Certification) by Bureau Veritas Certification (Thailand) Ltd. Whether a company's workflow standard ISO 9001:2008
 - In December, Spring News Television Co., Ltd. participated the auction for national digital television service licenses organized by the National Broadcasting and Telecommunication commission (NBTC). The license for which SpringNews Televisionplans to bid was news and documentary
- 2014
- In February, Decrease of the Company's registered capital from 3,712,369,800 to Baht 3,299,369,800 Baht. And increase the share capital from 3,299,369,800 to Baht 6,524,094,143 Baht
 - In October, Increase of the Company's registered capital from 6,524,094,143 Baht to 100,680,660,688 บาท
- 2015
- In April, the company changed its name from Solution Corner (1998) Public Company Limited to News Network Corporation Public Company Limited and change trading name from "SLC" to "NEWS"

3. Overview of the Company's business

The company's main business is the leading provider of information technology with the following business structure divided as follows:

3.1 Group of Innovation Technology Solution

The company offers innovative solutions related to modifications or the goods cumulative for various innovations in order to meet the needs of modern and exotic for customers as well as bring new technologies to help to provide service and management efficiently, or the presentation shall be fast, clear, economical, and more attractive to help added value to products or services for clients.

3.2 Digital Signage Solution

Digital Signage Solution is a digital media format, and it is a new signage model which can replace sign board as it can present information of goods and services in form of static or animated pictures to attract the attention of the spectator as customers can adjust needed contents or contents which they wish to present or publish at any given time. Moreover, they can modify the displayed content rapidly without waiting for someone to install it. The displayed content can be controlled at any installation points by using Centralize Management.

Additionally, the company offers analysis, design and development of application to connect to the Digital Signage Solution in association with the movement detector devices like Kinect, LEAP Motion and portable devices such as Smart Phone, and Tablet to provide public relation or advertising to make it more interesting , attractive, and engaging more customer groups.

3.3 Hardware products and system development and implementation

The company sells peripheral equipment, computer and information technology, along with the software product. This is a sale for project that has requirement for the company to be the one who install information technology system, including both hardware and software. Moreover, the company provide services to design, supply, develop, and install computer system and information networks such as storage system, information security system, and network connections for both inside and outside the organization (such as Intranet, LAN, WAN, Unified Communication), and management software system and information technology, etc.

3.3.1 Environmental Solutions Integrator Co., Ltd conducts a business of import and distribute analytical instruments and sensors for safety and health in the industry and environment, design, and build a system of surveillance and monitoring air pollution in the form of permanent, semi-permanent and mobile stations, monitoring instruments for industrial quality control, materials or components of products such as tensile testing machine, corrosion testing, or test on the viscosity of the resin, etc.

3.3.2 Sync Technology Company Limited conducts the business of information systems for education to provide service for educational solutions with full ranges by providing consultancy, design, installation, project management, repair and maintenance, including the training applications.

3.4 TV media and new media

3.4.1 Spring News Corporation Limited conducts a business of TV channel procurement and production by focusing on the production of news and contents through Spring News Station and Spring News Satellite Television. The TV programs with the top popularity are Real News Phenomenon, Three-Angled News, FACE TIME, and Lab Luang Prang on TV, News Clue Solving, and SPRING REPORT, etc., though new media such as website, online media, and mobile phone media, etc. In addition, the company provides services to distribute news image and news content for program producer or digital system terrestrial television broadcasting licensor.

For new business media, Spring News Corporation Limited established the organization to add more channel to reach Spring News television through online platform and other medias that can reach target audience quickly and easily in the field in Bangkok region and other provinces such as on sky trains, TV news in taxis, and news watching in office building and elevators, etc. The company has the plan to increasingly expand the new media on website and application in online market and mobile phone in the future.

3.4.2 Spring News Corporation Limited is licensed by the National Broadcasting and Telecommunication Commission (NBTC) for 2 licenses such as

1. A license to operate TV channels broadcasting in Spring News to publish image in the business which is not using spectrum or satellite TV for 2 years from 21 January, 2014 until 20 January, 2016.
2. It is licensed to operate digital terrestrial television in type of national business service and news and content channel category. The company won the bid in the 4th rank for the amount of 1,318.00 million baht with 15-year license from 24 April, 2014 until 24 April, 2029. The digital terrestrial television was operated under the name of Spring News on Channel 19 from 8 May, 2014, and it is 24-hour broadcasting. In the initial phase, the company has leased the network digital TV of MCOT Public Company Limited for 5 years from 1 July 2014 to 30 June 2019. In the Spring News TV production section, it is focused on the production of news and content not less than 70 percent of television programming and management has been a popular one in three primary categories of news and content channels within the first year.

3.4.3 Ruam Mue Ruam Jai Co., Ltd., conducts the business of television program production and advertising management by broadcasting free TV and Spring News TV stations. Thus, the company is planning for the production of television content in the future.

3.4.4 News Network Multimedia Co., Ltd., conducts the business on 98.8 FM radio broadcasting system with the presentation on "news for consideration" and "information for life" to present real news "rapidly and clearly" and "being constructive neutrality" to provide news with contents which cover all mainstream for economic, politic, and society. The company presented economical, political, and social news and situations for all 24 hours continuously under the same concept harmoniously.

3.4.5 Greennet 1282 Co., Ltd., conducts the business of SMS news and other information through mobile phones.

RESEARCH AND DEVELOPMENT

According to the major Company's business being in volatile industry, we have effort fully paid more attention to a research and software development. We had put the budget in the research and software development in order to create and developed new product, of which some are developed from our original ones, We attempted to enhance their ability and capacity and modern to serve the users' technological requirement in order to preserve customer loyalty and fulfill the new customer needs, leading to the customer base expansion in the short run. Besides, human resources development considered as an important matter in this field of business, therefore we attempted to have our personnel assigned on training and evaluation test in order to enhance working skills and take specialist certification examination. Thus we have improved our products and services constantly by using new technology to serve the various kinds of customer. In addition, this policy is applied to all the companies in our group.

Moreover, the Company also considers the importance of broadcasting industry marketing. We do more research about computer program using in broadcasting industry (photo, sound, and Multi Medias) which has never been developed by any company efficiency and match with entrepreneur's requirement.

BUSINESS GOAL

The Company sees the great opportunity in its growth phase of business and decides to strengthen its potentiality to support this trend by recruiting more expert staffs which are capable of constantly adjusting and developing the software capacity in order to cover all users' purposes. Further, the Company has developed the innovative software relating to the recent ones and planned to invest for business expansion as follows:

1. Use SI (Systems Integration), the operation concerning to consulting and problems resolving for the entire IT system, as a business expansion tool. The Company takes a role as the systems integrator for an entire IT system relevant to customer demand, operated by the programming experts.

The Company concentrates on more specific technological services integrating component subsystems and solutions of the customers into a whole which accelerates, improves the data transfer and analysis, and also helps decreasing the cost.

2. Develop and provide application software to cover overall purposes of government and private sector that are in the need of organization management through information technology. In additional, the Company emphasizes on the wide-range application software development for all user targets which is able to apply for the other similar users' task.

3. Expand the business range to the computer tools and utilities market – trading or renting a vast mass of computer in all sizes, especially the government sector and large organizations.

MARKET AND COMPETITION

Since this business has major cost of intellectual properties and relies on personal competency, it does not require investing of expensive tools or equipment. Moreover, its high profit ratio attracts a lot of new entrepreneur. Then there is high competition in this business. To be in business the company will maintain good knowledge and professionalism as well as good human resources to develop software and this will make the difference from us and any competitors and meet the demand of customers. The company must be in good shape and lead the market to create better advantages in the challenges. However, the niche market such as the government sector that the bidding systems to select the operators by presenting both system itself and attractive prices. Any companies that had good histories and high capital and could be trustable by the customers as well as maintain good relationship with them as used to work together for many projects would hold the edge as the company was on the right track continuously and maintain good relation ship with all customers and met all deadline.

RISK FACTORS

1. Risk caused by the Company relies on IT specialists

The Company's main revenue sources are from software development, distribution, and maintenance, all developed by IT specialists. Thus, in case the Company had lost such specialists, it would seriously affect the main revenue and the affection intensity depends on the amount of lost specialists, missing works and the gap period of new staff recruitment. However, the company has never faced the staff shortage situation which could cause late tasks delivery. For avoiding such cause, the Company divided the staff into 4 divisions responsible for different duties - System Analysis division is capable of analyzing system then delivers it to Programmer division writing and developing programs along with Supporter division under the inspection of Project Manager division.

Furthermore, each specialist is assigned with different tasks. In any projects, the Company will assign several programmers to develop the program not the sole individual taking the whole task in order to reduce the risk. Likewise, the Company also has the policy to sustain and support all staff to strengthen the bound between them and the Company, and provides them the reasonable salary rate and social welfare to influence them working for the Company in the long run. The Company even reserves 5 more percent of System Analysis division workforce exceeding the entire workforce in Programmer division, aims to sustain the efficiency and systematization of programmers training, and also invents knowledge-based leaning for newly recruited programmers to cope with the whole task progresses within 2-4 weeks.

Thus, in case some programmers resign, the Company is able to replace them with the newly recruited ones instantly. For System Analysis division, the Company provides the policy to support any promising programmers to be the experts in their field by selecting from qualified programmers with tangible knowledge and the outstanding self-developed skill. Moreover, the Company has the entire staff in System Analysis division to sign an agreement not to accept any works from their customers for 2 years after resigning or being discharged.

2. Risks of replica software

Some products might be able to copy and change its source code to use in other purposes without authorities. The company has prevented this by add more password to protect its source code and has an agreement with its customers not uses its software out of the agreement.

3. Risks on high and many competitors

There also are new comers in this business all the time and may use the low-price strategy, therefore the company has the policy to develop high technology software to increase its performances and be used by many organizations who want to maintain their efficiencies and link their own work with the company. At the same time to keep the market share, the company always develops new and reliable

software. Besides the company's software can work on web application but other programs still work on client/server.

4. Utmost Volatile Technology Business

Total income of the Company is totally based on hardware and software considering as one of the utmost volatile products. Nevertheless, the Company has attempted to prevent the effects of aforementioned matter as the followings:

- 1) No stocking policy, in each project the company will order hardware products enough for the customers' orders and send all to them.
- 2) Software product, the company will order whenever it suits the good price or good bargain enough for the next changed technology.
- 3) Software product was developed by the company itself, and was assigned to selected persons. They would develop and research to meet the new technology all the time. As the company never have any problems in this issue.
- 4) The company always set up the training to improve and keep to new technology as the company never has any problems in this issue.

5. Incidental Data Loss

In case of the uncontrollable situation such as arson, black out that can damage the data or developing programs, however the company has asked the programmers to keep all data in the central unit daily and set up the supply electricity in case of emergency so the staff can keep the data in time and also keep the data in the vault of the bank as well.

6. Major Income Relied on Government Sector Clients

In the year 2015, the company derived 80% of the total revenues from bidding government sector's contracts. This portion of revenues depends on the capability to win the bidding for projects. The uncertainty of which depends on the budget of that particular department as well as government's various policies. However, the Company has exceptional records for previous projects due to the capability to comply with the projects' conditions and great track records. Our trustworthy reputation has been accepted by the governments sector. The government has the policy to introduce the information technology system to be utilized in various departments to enhance their effectiveness. Therefore, it is considered an excellence opportunity for the Company with a history of performing large quantity of governmental jobs for reference in future auction. Nevertheless, the Company has prepare numerous new products to present to customers in various private institutions or group of individuals. This has been performed via two subsidiary companies. Sync technologies Co., Ltd. (Sync) which focus on educational information technology system for comprehensive coverage of educational system starting with consultation, design, installation, administration

and maintenance and services including training of utilization. Environmental Solution Integrator Co., Ltd. (ESI), which its business activities are import and distribution of analytical equipment for monitoring safety and health hazard risk in factory and environment, design and install monitoring system as well as measuring the quality of toxic substance in the air for the permanent and temporary monitoring stations well as well as mobile test unit, Consultancy service business and sell environmental management equipment for building, plant, or industrial estate. While the revenues of Spring News Corporation Co., Ltd., another subsidiary company, which constitute over 50% of total revenues of the Group Companies, derived mostly from private sector. Thus it diversified the business operation risk.

7. Risks on Security

In case of the employee can get in to the data and change the programs even though set up the password to control in each computer, the company has set up the password systems so it could be checked that who used this computer and when. The company also set up the authorized systems to allow the users in using the data in proper levels. And in the employment condition, it has the agreement that the employee cannot pass out any information to the third party and also has the compensation for any violation.

8. Late payment

Technically, software development for project clients charge within 45-90 days differed according to types of programs and project size after works examination. Eighty percent of the clients, however, is government sector that may cause the payment delay for two months due to its obligatory red tape that affects to the Company's liquidity problems. Nevertheless, the annual government expenditure support assures the Company of non-bad debt issue occurrence. Previously, the Company has provided bad-debt provision policy by consideration on each client regarding to interval and debt value relevant to clients' payment history and current financial status.

INCOME STRUCTURE

Unit : Thousand Baht

The revenues structure for News Network Corporation Public Company Limited and its subsidiaries can be classified according to the goods and services categories as follows: -

Goods and Services	Operator	2015		2014		2013	
		Amount	%	Amount	%	Amount	%
Technology Products							
Software Products	News Network Corporation Public Company Limited	27,656	13.00	35,469	15.83	70,349	32.54
Hardware Products	Sync Technologies Co., Ltd.						
Maintenance and Other Services							
Health and Environment Products	Environmental Solution Integrator Co., Ltd.	45,469	21.37	84,496	37.71	64,787	29.97
Goods and Services							
Digital Television and Radio Media Products	Spring New Corporation Co., Ltd.	115,264	54.17	104,132	46.47	81,044	37.49
Digital Television Advertising	Spring News Television Co., Ltd.						
TV Program Production	Ruam Mue Ruam Jai Co., Ltd.						
Radio Advertising	News Network Multimedia Co., Ltd.						
Business Division related to Good Distribution and Service Providers							
SMS Service	Green Net 1282 Co., Ltd.	24,379	11.46	-	-	-	-
Website Advertising							
Books and Magazine Distribution							
Goods Distribution via Call Center system and mobile phone							
Total		212,768	100.00	224,097	100.00	216,180	100.00

Remark

The structure of the revenues from sales and services of News Network Corporation Public Company Limited and its subsidiaries: For the year 2015, the Company still operate its main business activities in the technology products which contribute to 13.00% of the total revenue. For the revenues generated by all of the products in subsidiaries, the percentage of their contribution to the total revenue are as follows: 54.17% from the digital television and radio media products, 21.37% from the goods and service of health and environment products. In the year 2015, the Company invested in the business activities for media's goods distribution and service provider; such as SMS service, website advertising, books and magazine distribution, and goods distribution via call center system and mobile phone which contribute to 11.46% of the total revenue.

The Company's main focus is the digital television media products because the Company aim to develop the media business to become modernized and strengthen the potential for airing. The Company has continuously invested large sum of money in various facets of the business for the past 6 years. The Company still operate in all 4 categories of goods and service products.

INTERNAL AUDIT

The company puts the internal audit to be the priority and has assigned the scopes of duties for the management and employees in writing clearly. Likewise, the company has set up the asset control systems and assigned people to separately respond. Furthermore the company has also set up the internal audit to find any errors and does cross checking. The company has agreed to prepare reports to the audit committee to consider as well as given any opinions to the company committee to help adjust the internal audit systems. Besides the internal audit has to report to the audit committee directly for the ease in assessment. This would be divided into 5 departments as follows:

The Audit Committee had monitored and evaluated the Company's internal control system in each specific field as follow:

1. Organization and Environment

The Company sets forth the evaluable, distinct operational objectives being reviewed, considers the possibility of objectives on a periodical basis regarding personnel's incentive motivation or compensation, as well as provides the appropriate organization chart, authority manual and ethical conduct in writing for personnel's operation.

2. Risk Management

Internal and external risk assessment is required in order to conduct financial projection and annual budget; as such risks affect the Company's business conduct. The Company therefore has monthly reviewed a report of comparison and budget under the monitoring of internal audit on a periodical basis.

3. Compliance by the Management

The Company has determined scope, responsibility, authority, and approval amount of each management in writing. Clear segregation of duties is made on transaction approval, accounting entry, assets supervision and storage. Transactions relevant to executive personnel and relatives are monitored and reviewed all lists thereof by executive administrators. The Company specifically focuses on its subsidiaries' business conduct by appointing committees and directors to monitor and manage it, approving annual work program, and following up with its subsidiaries' business conduct in a periodical basis. To be compliance with enforced laws, the Company has acknowledged executive directors the laws related to business conduct as they must comply to, and reviewed its compliance by directors and internal audit.

4. Information Technology System and Communication

The Company has valuable information in various topics to support the management's decisions. Documents are well filed. Accounting entries and supplemental documents are properly and completely classified in compliance with the generally accepted accounting principles and to be in line with the business nature.

5. Monitoring System

The Company sets up a consistent reporting and monitoring system in case its performances contrary to the objectives; the management has to pass the resolution with specific monitoring session. Its Internal Control Department has revised, evaluated internal control system, and followed up especially high-risk level activities in line with risk management system. The monitoring plan has been set beforehand to review subsidiaries and their activities frequency related to the risk evaluation.

This complies with the Board of Directors' opinions that there is a sufficient and an effective internal control system in the company.

In 2015, Audit Committee comprises of 3 independent directors to review and monitor internal control system in compliance with the law on Securities and Exchange and Stock Exchange of Thailand regulations. The Audit Committee holds meetings at least 4 times a year, prepares the Company's Annual Report to be considered by audit committee in line with Stock Exchange of Thailand regulations, and assigns the Company's internal audit to prepare, evaluate, and monitor internal control system for the purposes as follow:

1. To improve internal control system efficiency.
2. To establish policy, process, and revenue recognition in conformity with generally accepted accounting principles.
3. To prevent risks regarding enterprise asset management.
4. To scrutinize and prepare business conduct manual containing regulations in line with internal control system.
5. To establish and bring forward systematic operations in order to lessen time and overall operational processes.

RELATED TRANSACTIONS

1. The Company, Related Parties, or Business Relationships have the following Transaction Values in terms of Assets and Debts

Individual or Related Persons/ Relationship with the Company	Relationship	Type of Transaction	Amounts of Inter-Transaction for the Period Ended On 31 December 2015 (Baht)		Amounts of Inter-Transaction for the Period Ended On 31 December 2014 (Baht)		Reason and Necessity of Transaction
			Consolidated Financial Statements	Separate Financial Statements	Consolidated Financial Statements	Separate Financial Statements	
Sync Technologies Co., Ltd.	The Company hold 99.99% of shares and have joint directors	Short-term loan	-	9,110,685	-	14,791,616	Operating reserve for the subsidiary to use as working capital
	Other receivables	Advance paid for expenses	-	673,150	-	875,000	Repayment on actual amount spent
	Accrued revenues		-	20,000	-	69,000	Normal course of business
Spring New Corporation Co., Ltd.	The Company hold 99.99% of shares and have joint directors	Short-term loan Allowance for doubtful debt	-	1,832,286,164 -305,000,000	-	1,436,764,917 -305,000,000	Operating reserve for the subsidiary to use as working capital. Indirect subsidiary borrowed fund to pay for the fee for digital television license of Spring New Television Co., Ltd.

Individual or Related Persons/ Relationship with the Company	Relationship	Type of Transaction	Amounts of Inter-Transaction for the Period Ended On 31 December 2015 (Baht)		Amounts of Inter-Transaction for the Period Ended On 31 December 2014 (Baht)		Reason and Necessity of Transaction
			Consolidated Financial Statements	Separate Financial Statements	Consolidated Financial Statements	Separate Financial Statements	
	Trade account receivables	Asset rental	-	45,957	-	175,151	Normal course of business
	Other receivables	Advance paid for expenses	-	187,312	-	209,720	Repayment on actual amount spent
	Accrued revenues		-	98,000	-	70,000	Normal course of business
	Trade account payable	Fee for service rendered	-	601,920	-	560,892	Normal course of business
Environmental Solution Integrator Co., Ltd.	The Company hold 90% of shares and have joint directors	Short-term loan Allowance for doubtful debt	-	54,612,932 -36,519,380	-	45,078,499 -15,782,249	Operating reserve for the subsidiary to use as working capital
	Trade account receivables	Goods sold	-	-	-	-	Normal course of business
	Other receivables	Advance paid for expenses	-	1,163,900	-	971,300	Repayment on actual amount spent
	Accrued revenues		-	90,000	-	69,000	Normal course of business
Spring News Multimedia Co., Ltd.	The Company hold 99.99% of shares and have joint directors		-	-	-	-	

Individual or Related Persons/ Relationship with the Company	Relationship	Type of Transaction	Amounts of Inter-Transaction for the Period Ended On 31 December 2015 (Baht)		Amounts of Inter-Transaction for the Period Ended On 31 December 2014 (Baht)		Reason and Necessity of Transaction
			Consolidated Financial Statements	Separate Financial Statements	Consolidated Financial Statements	Separate Financial Statements	
	Creditor - Short-term loan Other receivables	Short-term loan to other	-	-	-	9,999,985 146,157	For operating reserve Repayment on actual amount spent
Ruam Mue Ruam Jai Co., Ltd.	Indirect subsidiary. Spring New Corporation Co., Ltd. hold 99.99% of shares and have joint directors	Short-term loan	-	37,265,426 -37,265,427	-	31,503,913 -31,503,913	Operating reserve for the subsidiary to use as working capital
Spring News Television Co., Ltd.	Indirect subsidiary. Spring New Corporation Co., Ltd. hold 99.99% of shares and have joint directors Trade account payables		-	-	-	-	Normal course of business

Individual or Related Persons/ Relationship with the Company	Relationship	Type of Transaction	Amounts of Inter-Transaction for the Period Ended On 31 December 2015 (Baht)		Amounts of Inter-Transaction for the Period Ended On 31 December 2014 (Baht)		Reason and Necessity of Transaction
			Consolidated Financial Statements	Separate Financial Statements	Consolidated Financial Statements	Separate Financial Statements	
GreenNet 1282 Co., Ltd.	The Company hold 99.99% of shares and have joint directors						
	Creditor - Short-term loan	Short-term loan to other	-	7,130,068	-	-	Operating reserve for the subsidiary to use as working capital
Tnews TV Co., Ltd.	Associated company of GreenNet 1282 Co., Ltd.	Short-term loan to other	24,450,447	24,348,493	-	-	Operating reserve to use as working capital
	The Company has joint business agreement in accordance to the resolutions of the board and awaiting the restructuring of Tnews TV Co., Ltd.	Trade account receivables	143,306	-	-	-	Normal course of business
		Accrued revenues	25,500	-	-	-	Normal course of business
		Trade account payables	22,342	-	-	-	Normal course of business

Individual or Related Persons/ Relationship with the Company	Relationship	Type of Transaction	Amounts of Inter-Transaction for the Period Ended On 31 December 2015 (Baht)		Amounts of Inter-Transaction for the Period Ended On 31 December 2014 (Baht)		Reason and Necessity of Transaction
			Consolidated Financial Statements	Separate Financial Statements	Consolidated Financial Statements	Separate Financial Statements	
Green property 1282 Co., Ltd.	Associated company of Green Net 1282 Co., Ltd.	Rental deposit	90,000	-	-	-	Normal course of business
Tnews Direct Co., Ltd.	Associated company of GreenNet 1282 Co., Ltd.	Trade account receivables	4,526	-	-	-	Normal course of business
		Trade account payables	1,798	-	-	-	Normal course of business
Green Panyayan Publishing Co., Ltd.	Associated company of GreenNet 1282 Co., Ltd.	Trade account receivables	792,517	-	-	-	Normal course of business
		Trade account payables	158,375	-	-	-	Normal course of business
Phantakan Co., Ltd.	Associated company of GreenNet 1282 Co., Ltd.	Trade account receivables	1,712,000	-	-	-	Normal course of business
JK Thai Trading Co., Ltd.	Associated company of GreenNet 1282 Co., Ltd.	Trade account receivables	137,720	-	-	-	Normal course of business
		Trade account payables	27,317	-	-	-	Normal course of business
The Brio Mall Co., Ltd.	Associated company of GreenNet 1282 Co., Ltd.	Trade account receivables	137,720	-	-	-	Normal course of business

Individual or Related Persons/ Relationship with the Company	Relationship	Type of Transaction	Amounts of Inter-Transaction for the Period Ended On 31 December 2015 (Baht)		Amounts of Inter-Transaction for the Period Ended On 31 December 2014 (Baht)		Reason and Necessity of Transaction
			Consolidated Financial Statements	Separate Financial Statements	Consolidated Financial Statements	Separate Financial Statements	
Mr. Tatchapong Thamputthipong	Director GreenNet 1282 Co., Ltd.	Trade account receivables	5,604	-	-	-	Normal course of business
Mr. Ekachai Chaicherchukit	Director GreenNet 1282 Co., Ltd.	Other payable	34,294	-	-	-	Normal course of business
Mr. Voranart Bunplik	Former director of subsidiary	Loan to other	2,500,000	-	2,500,000	-	Operating reserve to use as working capital
		Accrued interest	383,573	-	-	-	Normal course of business
		Accrued expenses	226,951	-	-	-	Normal course of business
Mr. Thanapan Vongchinsri	Shareholder of subsidiary Environmental Solution Integrator Co., Ltd.	Guarantee against the Letter of Guarantee	-	30,000,000	-	30,000,000	Guarantee against the letter of guarantee a financial institution issued for the Company. An office unit has been offered as joint collateral. As at 31 December 2015, Baht 3.96 Million of L/G credit has been utilized.

2. Approval Process for Inter-Transaction with Related Party

For incurring the inter-transaction between the Company, its subsidiaries and parties that may have conflict of interest, interested parties or parties that may have conflict of interest in the future, the Company has the policy to determine that inter-transaction process be processed as the normal course of business or at the price comparable to outside parties. In case the price cannot be compare to those of outside parties, the mutually-agreed price will be used to determine the appropriate prices for goods and service. The directors considered and approved the inter-transactions according to their scope of duties and responsibilities. The said inter-transaction is then presented to the audit committee to consider the necessity and reasonability of the transaction.

During the year 2015, the Company and its subsidiaries have incurred inter-transactions for both assets and liabilities. They also incurred inter-transactions with related parties with the conditions to apply the market price or comparable price. The audit committee has already considered the appropriateness and the value of the inter-transactions. Additional information can be found in the note to financial statements.

GOOD CORPORATE GOVERNANCE

1. Policy

The company committee must concern on the important of the policy related to the control of the company including the structures and the authorizes of the company committee, the right and fairness of the shareholders and stakeholders. Likewise the committee also response in controlling and disclose any information correctly to the shareholders and public. It must maintain the good attention and risks management for the investors' interest as well as also practice in good moral and good governances for all parties.

2. The right of shareholders

The Company Committee must prepare for the annual shareholders meeting to discuss the company management and any details of the company. The meeting should announce 7 days before and must send the agenda to the shareholders as well. The company must pay attention to the shareholders fairly and would open the shareholders to ask about the company during the meeting.

3. The right of stakeholders

The company may concern to the stakeholders' interest as following:

- Employees : The company should practice and pay to employees fairly
- Business partners & creditors : The company should practice to both business partners and creditors fairly under the agreement
- Customers : The company should take care and pay attention by producing good and standard products and can meet the need of them as well particularly in good quality, service, fair prices, and punctual.
- Competitors : The company should practice by good manners
- Community : The company must respond to the environment and community both in the customers' areas and company itself.

4. Shareholders meeting

In every shareholders meeting there should be a Company committee and Audit committee to answer all questions from shareholders. The president or the representative should allow the shareholders to ask questions and to advise properly to the agenda. Besides the company should prepare the power of attorneys for any shareholders who cannot attend the meeting and prepare the places where the shareholders can conveniently travel.

5. Leadership and Vision

The roles of the company committee, the audit committee, and the board of directors are assigned clearly. The company committee should act in the whole picture and plan the purpose and give policy to management. The Board of Directors should accept and work on the company as planned. The audit committee should act as the representative of shareholders and control the company to work properly and precisely for respecting on the investors in the future.

6. Conflict of interest

To prevent and conflict may occur, the company agrees to ask the company committee to approve and ask any stakeholders not to vote.

7. Morality

The company should maintain a good manner and pay good attention on the customers' data even if there is an agreement or not. The company agrees to announce the regulation in this issue to the directors and all employees.

8. Manage Balancing

The company committee comprises of 12 persons including the audit committee 5 persons to act as the representative of the shareholders more than 1/3 of the total committee.

9. Consolidation and Delegation

The Company's Chairman of the Board of Directors is not the same person as Chief Executive Officer and not related to the management. In addition, the Directors has been appointed to be the Chairman of Audit Committee that would be non-executive director and independent.

Therefore, The Company has the policy and articles for segregation of duties and responsibilities of each committee and management clearly. For transparency and good governance, the Company's strategies and important determination should be concurred and approved by the Board.

10. Benefits of Directors and Managements

The company has assigned the benefit for the committee clearly in meeting payment as well as properly the same rate as the company in the same size. For the management benefit assigned by the Chief Executive Officer and Director approved by the company committee in proper rate depending on work, salary, bonus, and other benefit such as over time payment and commission.

11. The Board of Directors' Meeting

The company agrees to have a company committee meeting 4 times/year, and should allow the audit committee to attend every time. Likewise the company agrees to send the agenda before the meeting date to the committee.

In 2015, there were 12 meetings for the board and This year, board members attended the meeting.

NO	Name	Board of Director												Total year 2015
		1	2	3	4	5	6	7	8	9	10	11	12	
1	Mr. Meechai Ruchuphant	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	12/12
2	Mr. Apivut Thongkam	✓	✓	✓	✓	✓	✓	✓	-	-	✓	-	✓	9/12
3	Adjunct Professor Prasobsook Boondech (Appointed February 23, 2015)	-	-	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	10/12
4	Mr. Chirasak Thanestnant	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	12/12
5	Mr. Pinit Wuthipand	✓	✓	✓	-	✓	✓	✓	✓	✓	✓	✓	✓	11/12
6	Mr. Suthichai Bunnag	✓	✓	-	✓	✓	✓	✓	✓	✓	✓	✓	✓	11/12
7	Mr. Arak Ratboriharn	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	12/12
8	Mr. Kavut Sirison	✓	✓	✓	✓	✓	-	✓	✓	✓	-	-	✓	9/12
9	Mr. Sirot Ongcharit	-	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	11/12
10	Mr. Teerachai Rattanakamolporn	✓	✓	✓	✓	✓	✓	✓	-	✓	✓	✓	-	10/12
11	Miss. Watanya Wongopasi	✓	✓	✓	-	✓	✓	✓	✓	✓	✓	✓	-	10/12
12	General Soonthorn Sophonsiri (Resigned May 16, 2015)	✓	✓	✓	-	-	-	-	-	-	-	-	-	3/12

In 2015, there were 7 meetings for the audit committee and This year, the audit committee members attended the meeting.

NO	Name	Audit Committee							Total year 2015
		1	2	3	4	5	6	7	
1	Mr. Pinit Wuthipand	✓	✓	-	✓	✓	✓	✓	6/7
2	General Soonthorn Sophonsiri	✓	✓	-	-	-	-	-	2/7
3	Adjunct Professor Prasobsook Boondech	-	✓	✓	-	✓	✓	✓	5/7
4	Mr. Kavut Sirison	✓	✓	✓	✓	-	-	✓	5/7

12. Sub-committee

The company assigns the sub-committee to work on the company's interest as follow:

The Audit Committee The company has assigned 4 persons to act as auditors for 3 years and the committee has scope of duties as following:

- | | | |
|--|------------|---|
| 1. Mr. Pinit | Wuthipand | Chairman of Audit Committee |
| 2. General Soonthorn | Sophonsiri | Audit Committee (Resigned March 20, 2015) |
| 3. Mr.Kavit | Sirison | Audit Committee |
| 4. Adjunct Professor Prasobsook Boondech | | Audit Committee (Appointed February 23, 2015) |

The Directors Subsidiary Committee There are 6 persons as following:

- | | | |
|--|-------------|---|
| 1. --Resign, in process of appointment-- | | Chairman of Directors subsidiary Committee |
| 2. Mr. Sirot | Ongcharit | Directors of subsidiary Committee |
| 3. Mr. Pinit | Wuthipand | Directors of subsidiary Committee |
| 4. Mr.Chirasak | Thanesnant | Directors of subsidiary Committee |
| 5. Mr. Apivut | Thongkam | Directors of subsidiary Committee |
| 6. Mr. Arak | Ratboriharn | Directors of subsidiary Committee and
Directors of subsidiary Secretary. |

The nomination and Remuneration Committee There are 3 persons as following:

- | | | |
|--|------------|-----------------------------------|
| 1. Mr. Apivut | Thongkam | Chairman of Nomination Committee |
| 2. Mr.Chirasak | Thanesnant | Directors of Nomination Committee |
| 3. --Resign, in process of appointment-- | | Directors of Nomination Committee |

The Risk Management Committee There are 3 persons as following:

- | | | |
|--|----------|--|
| 1. --Resign, in process of appointment-- | | Chairman of Risk Management Committee |
| 2. Mr. Apivut | Thongkam | Directors of Risk Management Committee |
| 3. --Resign, in process of appointment-- | | Directors of Risk Management Committee |

The Strategic Committee There are 5 persons as following:

- | | | |
|--|-------------|----------------------------------|
| 1. --Resign, in process of appointment-- | | Chairman of Strategic Committee |
| 2. Mr.Suthichai | Bunnag | Directors of Strategic Committee |
| 3. Mr. Arak | Ratboriharn | Directors of Strategic Committee |
| 4. --Resign, in process of appointment-- | | Directors of Strategic Committee |
| 5. --Resign, in process of appointment-- | | Directors of Strategic Committee |

The Management Structuring Committee There are 5 persons as following:

- | | |
|--|---|
| 1. --Resign, in process of appointment-- | Chairman of Management Structuring Committee |
| 2.--Resign, in process of appointment-- | Directors of Management Structuring Committee |
| 3. --Resign, in process of appointment-- | Directors of Management Structuring Committee |
| 4. Mr. Apivut Thongkam | Directors of Management Structuring Committee |
| 5. Mr. Arak Ratboriharn | Directors and Secretary to Management Structuring Committee |

The Investment and Fund Management Committee There are 4 persons as following:

- | | |
|--|---|
| 1. Mr. Arak Ratboriharn | Chairman of Investment and Fund Management Committee |
| 2. Mr.Suthichai Bunnag | Directors of Investment and Fund Management Committee |
| 3. --Resign, in process of appointment-- | Directors of Investment and Fund Management Committee |
| 4. Miss Watanya Wongopasi | Directors of Investment and Fund Management Committee |

13. The Board's report

The company committee has to respond to the policy and control the management as well as to prepare financial statements to public annually. In this way the committee has to prepare with the standard of accounting that is accepted by generally and properly in Thailand, as well as disclose the important information comply to SEC's regulation or related laws.

14. Investors' relationship

The company committee concerns about the important of the disclose in financial statement or related information that are used for the decision of the investors and stakeholders. Therefore the company has put this policy up front, accuracy, respectful, and punctual to public as well as the shareholders and/or other channels

15. Human Resources

15.1 Number of Employees

As on December 31, 2015, the company has 31 employees as follow:

Department	Number (person)
Chief Executive Officer and Director	1
Managing Director	1
Deputy Managing director	1
Finance Dept	6
Administrative Dept	7
Marketing / Sales	6
Information Systems	9
Total	31

15.2 Employee Benefit

The company agrees to offer employees in kind of salary, bonus, commission, and social security for year 2014 Baht 26.993 million and year 2015 Baht 21.674 million respectively

15.3 Human Resources Development Policy

As the company is in the software development service business, it forces the company to specify the qualification of the staff precisely. The company has assigned the procedure that helped the staff understand in the software that was developed by the company. In addition, all staff would be able to learn the company work and realized that the company intends to develop its own software. The company also has a policy that support the staff to learn new technologies and new knowledge from the famous institutes in computer and English.

16. Dividend Policy

The company agrees to pay dividends of at least 50% of the total profit after deductions for taxes and reserves by laws. However the company reserves any right to change to less than was stated above in case of the company would like to bring that money to invest concerning on the expanding. By this way the company must be approval from the shareholders.

ETHICAL CONDUCT

News Network Corporation Public Company Limited

The Company's business ethical conduct is listed as the followings:

Prestigious service

In accordance of the Company business ethics, it is necessary to stipulate the business ethics frame as the principles of conduct for executive directors and employees to adhere as follows:

1. Ethical responsibility to employees

Employees are the priceless resource and the main factor to the Company accomplishment. Thus, the Company immerses itself into the great workplace environment and organizational culture innovation, teamwork support, fair and equitable treatment to employees, and the individual respect providing. Employment, appointment, and relocation of employees, are considered based on merit system basis and the most efficient human resource allocation.

The Company is responsible for maintaining a safe workplace environment for employees' life and assets and rigorously adhering Labor Protection Act.

2. Ethical responsibility to shareholders

The Company is concentrated in being the business satisfactory representative of the shareholders with regard to bring them contentment, considering on the Company's sustainable long-term growth and great continual return on investment with the information transparency and dependability.

3. Ethical competition

3.1 Competitive information

The Company has no any competitive policies of achieving competitors' information illegally or against ethics rules.

3.2 Independent and righteous competition

The Company supports and encourages the independent and righteous competition policy against monopolize trade.

4. Ethical responsibility to partnerships and creditors

Any dealings with partnerships must not cause the Company disreputation nor against laws, considering on business equality and partnerships' mutual interests.

The Company mainly adheres to the creditor's contract and conditions thereof regarding disbursement of capital and interest, and debenture security.

5. Ethnical social responsibility

The Company place the important on social and environmental responsibility on the same level as business development. The Company has taken action in both aspect simultaneously all along by mutual support between business and surrounding society, including paying attention to the social environment which is an important factor for sustainable company growth in business, social development and environmental responsibility. The Company has set its vision, mission and strategy for sustainable business as follows;-

5.1 Vision: The Company take action in its social responsibility with determined and constantly exploring to develop the working system including products and various services to standardized quality. The Company provide prompt service delivery will create high level of satisfaction for customers, with consideration of environmental conservation. The utilization of modern information technology has been apply for transferring beneficial and unbiased news and information to the society.

5.2 Mission; The Company develop its business for growth, encourage jobs creation and increase its potential and strength in technology and providing information for the public. Simultaneously, the Company fully aware of its responsibility to give back to the society by assisting and take care of the society and environment thus maintain and sustain the society's livable and good quality.

5.3 Strategy: The Company utilize technology and various channel to publicize news and information in every formats, taking the role to represent and care for community, society as well as care for the environment. Building good awareness for everyone to realize the important of society and environment, including participating, sharing and helping each other in the community.

6. Ethnical responsibility to customers

The Company attempts to deliver satisfaction and confidence to the customers through its reasonable, great products and services, and to strengthen customers' relationship under the following procedure manual:

6.1 Products and services

Generate high-quality products and services with firm determination to elevate productivity standards in continual, earnest manner, and accurately reveal its sorts of products and services information.

6.2 Customer information security and confidentiality

Committees, directors, and employees in all section shall not disclose customers' personal information to third parties without approval from the customers or the Company authorities, except as required by laws and regulations.

6.3 Customer services

Committees, directors, and employees in all section prioritize clients by understanding, speculating, and responding toward the needs and satisfactory of clients and stakeholders with equality and esteem. Generating truly customer loyalty is the foundation of the Company, which advances the Company to the accomplishment in long-term profitability.

7. Ethical responsibility to obligation

Committees, directors, and employees in all section have to understand, perceive their own obligation, manage resources for achieving the objective, own self-determination and respect the consequences without burdening the others.

7.1 Self-obligation

- realizing their own part can affect the success and failure of tasks.
- gaining a strong sense of coherence and overcoming business obstacles.
- allowing supervisors' performance evaluation willingly.

7.2 Task responsibility

- concentrating and being accountable on assigned tasks.
- not forsaking assignment or tasks, even though they are found disinteresting.
- acknowledging the faults and learning from them.
- bracing for a part of significant changes leading to task accomplishment.

7.3 Self-determination without forsaking assignments or burdening the others

- considering both advantages and disadvantages before making any decision.
- not pushing workloads onto the others as a negligence matter.
- being responsible for self-determination and following consequences.
- being accountable for obligation and assigned conductivity before appointing tasks to the others.

8. Teamwork encouragement

Diversity in perspectives, abilities, and competencies of committees, directors, and employees in all section has to be integrated in furtherance of overcoming obstacles and heading towards the accomplishment.

8.1 Providing reliance, respect, and honor to colleagues

- coordinating team colleagues with companionship, respect, and honor.
- trusting and reposing in competencies of team colleagues.
- treating one another with goodwill and courteousness.
- being open-minded, accepting, and complimenting team colleagues.
- not falsely claiming teamwork achievement as one's own.

- cooperating one another and between section by considering on the Company's Accomplishment.

8.2 Freedom of conscience

- consulting and considering with team colleagues.
- respecting the opinions and perspectives of the others regardless of competence, age, and position.
- not concluding or judging the others' thoughts unless acknowledging the facts.
- withstanding the interruption, and forgiving team colleagues for their faults or misbehavior.
- being prompted to adjust the point of view with the others in favor of resolving the problems.

8.3 Withstand and help one another resolving problems when contradiction or crisis occurs in team

- reviewing contradiction as the generator of various opinions or alternatives that are beneficial to assignment.
- resolving problems through an openly consult to seek the most appropriate solution.
- reminding that the teamwork success is as well as the Company.
- allowing team colleagues to amend the errors instead of censuring.
- accepting majority vote, even under different perspective.

8.4 Provide friendly professional environment

- assisting team colleagues even it is not assigned task.
- being attentive to team colleagues' condition.
- enjoying teamwork with colleagues, and being optimistic with a sense of humor.
- valuing leisure time and participating in teamwork activities and events.

9. Competence

Committees, directors, and employees in all section attempt to elevate the necessary competence by appraising their existing abilities and skills to cope with responsible assignments, and keep practicing self-development for excellence in the meantime.

9.1 Perform a competency evaluation and be evaluated regularly for work excellence

- evaluating own advantages and defects for better competence and skill improvement.
- accepting performance evaluation without bias for further self-development.
- elevating own knowledge, competence, and skill appropriate for each tasks.

9.2 Perform a continual self-development for changes

- exploring expertise and innovative technologies as possible.
- attempting to adapt knowledge and experience from trainings and seminars to the utmost

Interest.

- developing own proficiency as an ideal for team colleagues and the others.
- tracing external organizations' changes for improving own expertise and skill.

9.3 Encourage, develop, and support subordinates to achieve utmost proficiency

- giving subordinates a recent duty for developing versatile skills.
- valuing and concentrating on regular performance and proficiency evaluation.
- retrieving outstanding advantages and skills of subordinates to the maximum benefit.
- regularly training and instructing subordinates.

10. Efficiency and economization

Committees, directors, and employees in all section should have to activate foremost self-development and operational improvement by planning prevention approach, evaluation of alternatives, and resolution. All aim for achieving the expected objectives under economization in time and resources.

10.1 Explicit objective

- carrying out tasks relevant to the main objective, vision, and core value of the Company.
- possessing the business objective and earnestly striving after it.
- setting the challenging, measurable, and possible objectives.

10.2 Improve work procedure to the instant, accurate, and advanced one

- prioritizing tasks by urgency and attempting to settling them consecutively.
- exploring performance improvement regularly.
- accepting criticism or suggestion of the others to improve work process.
- examining and developing the Company's performance efficiency equivalent to the other leading firms.

10.3 Resource management

- being punctual at work and on appointments.
- devoting own abilities and proficiency for the accomplishment.
- carrying out tasks with the best effort within timeframe.
- utilizing equipment, tools and budget of the Company in a discreet manner.
- preserving the Company's equipment and tools.

11. Creativity

Committees, directors, and employees in all section are determined to generate creativity improving the Company's performance by lateral thinking and practices as to achieve innovative progress, which is compromising to expand the Company's competitive capacity. Some claimed that success is an obstacle to creativity generating as a result of the organizations are fixated on the past success and deny new aspects.

12. Internal information retrieval for own benefits or the others'

Committees, directors, and employees in all section shall not use significant, non-publicly disclosed internal information and for own benefits or the others'.

13. Participation in political activities

Committees, directors, and employees in all section have freedom to participate in political activities under the Constitutional. Nonetheless committees, directors, or employees shall not arrogate their position to themselves or utilize any assets, devices, or tools for political actions.

14. Information or interview provided for media or public

Any information regarding the Company provided must be based on the valid and accurate fact with caution. Personnel irrelevant to such duty or assignment shall not provide any information or interview in regard to the Company affecting its reputation and performance for media or public.

15. Conflict of interests

15.1 Payment or benefit acquirement

Committees, directors, or employees who are relevant to any benefit or interests causing own performance limitation, and affecting the benefit of clients and the Company must perform as follows:

15.1.1 Committees, directors, or employees in all section shall not privately acquire any payment or interests from the Company's clients, partnerships, or persons in the name of the Company.

15.1.2 Committees, directors, or employees in all section shall not collect nor accept loan of the Company's clients or partnerships, except of banks or financial institutions as the customer thereof.

15.1.3 Committees, directors, or employees in all section shall not solicit or accept any gifts of high monetary value.

15.2 Outside employment or activities

Any private practices of committees, directors, and employees must not affect to their duty and performance of the Company in either the name of their own, families', or juristic person's. Such personnel needs to disclose private practices to the Company under its regulations.

Committees, directors, and employees shall not conduct or be a part of any business competing with the Company's, regardless such personnel acquires direct or indirect benefit from it.

16. Laws, rules, and regulations adherence

Committees, directors, and employees in all section must behave ethically in accordance with all applicable laws and regulations without conspiracy, assist, or any acts against laws.

17. The Company's assets maintenance

Committees, directors, and employees in all section are responsible for maintaining the Company's assets for its optimum benefit without the own use or the others'

18. Supervision and report

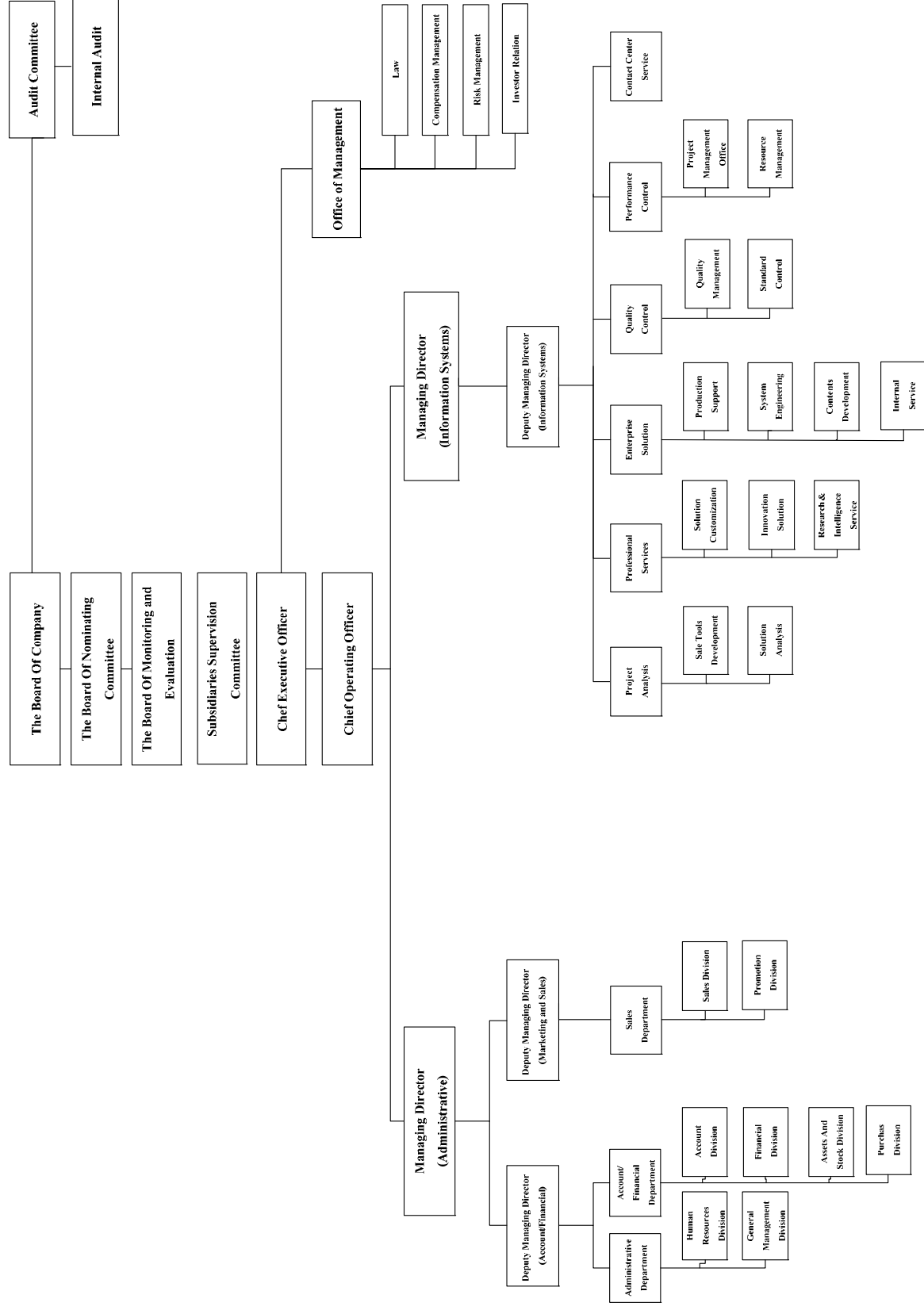
Committees, directors, and employees in all section must follow the ethical conduct. In case any acts against it have been found, report such acts to supervisors, human resources officers, internal auditors, or audit committees, depending on circumstances.

Directors and supervisors conduct the supervision, monitoring, and supporting subordinates to adhere the ethical conduct, nonetheless it might not cover all cases, if any questions or inquiry arise, consult the superiors.

The top ten list of Shareholders as show in the registration book as at February 23, 2016 are as following

Shareholders	No.of shares hold	Percentage
1. Miss Watanya Wongopasi	506,000,002	8.04
2. Mr.Suwit Pipatwilaiikul	431,930,000	6.86
3. Mr.Sombat Panichcheva	402,408,660	6.40
4. Mr. Songkran Tansiri	300,000,000	4.77
5. Mr. Pakawan Wongopasi	281,839,900	4.48
6. Mrs. Ampai Harmkriwilai	120,000,000	1.91
7. Thai NVDR Company Limited	90,459,887	1.44
8. Mr. Siritat Rojjanapruk	88,666,660	1.41
9. Ms. Kanjanarat Wongpan	85,745,300	1.36
10. Mrs. Amornrat Wimonworawaroj	67,485,862	1.07
11. Another	3,917,484,809	62.26
รวม	6,292,021,080	100

Organization Chart



MANAGEMENT STRUCTURE

1. Board Structure

There are 8 groups of the committee

1.1 The Board of Company comprises with 11 directors as following:

1.	Mr. Meechai Ruchuphant	Chairman
2.	Mr. Apivut Thongkam	Vice Chairman
3.	Adjunct Professor Prasobsook Boondech	Vice Chairman and Audit Committee
4.	Mr. Arak Ratboriharn	Director
5.	Mr. Suthichai Bunnag	Director
6.	Mr. Chirasak Thanesnant	Director
7.	Mr. Sirot Ongcharit	Director
8.	Mr. Teerachai Rattanakamolporn	Director
9.	Miss Watanya Wongopasi	Director
10.	Mr. Pinit Wuthipand	Director and Chairman of Audit Committee
11.	Mr. Kavut Sirison	Director and Audit Committee

The directors authorized to sign for binding the company is Mr. Arak Ratboriharn or Mr. Suthichai Bunnag or Mr. Apivut Thongkam or Miss Watanya Wongopasi Two of these four directors jointly signs and affix the company's common seal.

Coporate Secretary Approved and appointed Mr.Pranot Kosakarn to be the SLC corporate secretary.

Scope of Duties and Responsibilities of the Company's Board of Directors

Ensure that the company works under the laws and the company's objects and regulations.

1. To ensure that the management work under the company effectively
2. To approve business plan both in the accounting and planning that the Board raises up the company's interest.
3. To ensure that the company comply with laws, objects, and regulations concerning the company's interest as well as the shareholders with care and full respond.
4. To review and ensure that the company has the correct financial statements and financial reports, that affects the company status to be approved by the shareholders.
5. To prepare the shareholders meeting fairly and report the correct financial statements and important information to the shareholders and stake holder correctly under laws
6. To review and estimate the efficient and suitable internal audit and risk management.

7. To appoint the company committee for working on behalf of the company and reserve to right cancel or change. However, this is not included the right to approve any lists that the persons who may have conflict of interest and is under the approval of the audit committee.

1.2 Audit Committee

The appointment of the audit committee is under the SEC's regulation and comprises with 4 persons whose names are as follows:

- | | | |
|---------------------------------|------------|--|
| 1. Mr. Pinit | Wuthipand | Chairman of Audit Committee |
| 2. General Soonthorn | Sophonsiri | Audit Committee
(Resigned March 20, 2015) |
| 3. Adjunct Professor Prasobsook | Boondech | Audit Committee
(Appointed February 23, 2015) |
| 4. Mr.Kavit | Sirison | Audit Committee |

Scope of duties of the Audit Committee

The duties and responsibilities of the Audit Committee are complied with regulation of SET and SEC, and directly reported to the Board of Director the responsibilities are as follows :

1. Ensure that the company has the correct and sufficient disclose financial statements and financial reports, quarterly and annually, with the co-operation of the outside auditor and the responsible management.
2. Ensure that there is sufficient and efficient internal control and internal audit.
3. Consider the correct and complete disclose of the related transaction or the conflict of interest that might occur.
4. Prepare Audit Committee Report to disclose in the Company Annual Report.
5. Ensure that the company comply with the SEC and SEC rules and regulations, and laws concerning the company's business.
6. Consider and propose for the appointment of the company's auditor and his/her compensation.
7. Any other matters assigned by the Board of Director.

1.3 Nominating and Remuneration Committee

The Nominating and Remuneration committee consists of 3 persons whose names are as follows:

- | | | |
|--|------------|----------------------------------|
| 1. Mr. Apivut | Thongkam | Chairman of Nomination Committee |
| 2. Mr.Chirasak | Thanesnant | Nomination Committee |
| 3. --Resign, in process of appointment-- | | Nomination Committee |

Scope of Duties of the Nominating Committee

The Committee is responsible for the following duties :-

1. To define criteria and recruitment process to recruit directors and appoint the executives whose title is equal to deputy managing director and above to support and assist the executive to manage the organization effectively.
2. To define and recommend the remuneration criteria of the directors including monthly remuneration, allowance and director's pension remuneration meeting to the board of directors prior to the consideration and approval of the Annual General Meeting.
3. To review the remuneration made to the directors of the company's subsidiaries to get approval from the board of directors.
4. To Set the indicators for the incentive payments and salary adjustment of managing directors.
5. To define the policy and criteria to pay bonuses, incentives to the employees and executives which rely on the company's performance and other company's remunerations in the same industry.
6. To define the policy and criteria for annual salary adjustment which rely on the economic conditions.
7. To define the policy and criteria for the succession planning of the managing director and deputy managing director in Information System, Accounting and Finance and Sales and Marketing.
8. To consider the insurance policy to the directors and executives officers to protect all liabilities occurrence

1.4 Directors subsidiary Committee

The Directors subsidiary committee consists of 6 persons whose names are as follows:

- | | |
|--|---|
| 1. --Resign, in process of appointment-- | Chairman of Directors subsidiary Committee |
| 2. Mr. Sirot Ongcharit | Directors subsidiary Committee |
| 3. Mr. Pinit Wuthipand | Directors subsidiary Committee |
| 4. Mr.Chirasak Thaneshant | Directors subsidiary Committee |
| 5. Mr. Apivut Thongkam | Directors subsidiary Committee |
| 6. Mr. Arak Ratboriharn | Directors subsidiary Committee and
Directors subsidiary Secretary. |

Scope of duties of the Directors subsidiary Committee

The Committee is responsible for the following duties :-

1. Monitoring and directing the subsidiaries' operations according to the approved business plan along with considering and supervising the alternatives to the subsidiaries in the event that the company performance does not meet the business plan as expected.
2. Considering the subsidiaries' annual business plan and review regularly.

3. Considering and presenting to the board of director concerning the information of subsidiaries' business trend.

4. Considering and controlling the subsidiaries' approved financial budget.

5. Considering other alternatives or solutions that are beneficial to the subsidiaries' operations at the most efficacy.

1.5 Risk Management Committee

Risk Management Committee comprises of 3 directors as follows:

- | | |
|---|---------------------------------------|
| 1. --Resign, in process of appointment-- | Chairman of Risk Management Committee |
| 2. Mr.Apivut Thongkarm | Director of Risk Management Committee |
| 3. --Resign, in process of appointment-- | Director of Risk Management Committee |

Scope of duties of the Risk Management Committee

Studying and analyzing on all risks, which may impact to the business of the group of the Company, considering solutions and alternatives, including assessing the compliance of the company's policy.

1.6 Strategic Committee

Strategic Committee comprises of 5 directors as follows:

- | | |
|--|---------------------------------|
| 1. --Resign, in process of appointment-- | Chairman of Strategic Committee |
| 2. Mr.Suthichai Bunnag | Director of Strategic Committee |
| 3. Mr.Arak Ratbiriham | Director of Strategic Committee |
| 4. --Resign, in process of appointment-- | Director of Strategic Committee |
| 5. --Resign, in process of appointment-- | Director of Strategic Committee |

Scope of duties of the Strategic Committee

Duties and Responsibilities of Strategic Committee Suggesting direction, passion, and potential strategic for the business of the group of the company.

1.7 Management Structuring Committee

Management Structuring Committee comprises of 5 directors as follows:

- | | |
|--|--|
| 1. --Resign, in process of appointment-- | Chairman of Management Structuring Committee |
| 2.--Resign, in process of appointment-- | Director of Management Structuring Committee |
| 3. --Resign, in process of appointment-- | Director of Management Structuring Committee |
| 4. Mr.Apivut Thongkarm | Director of Management Structuring Committee |
| 5. Mr.Arak Ratbiriham | Director of Management Structuring Committee |

Scope of duties of The Management Structuring Committee

Duties and Responsibilities of Management Structuring and organizing the company's committee and sub-committee and authorizing duties and responsibilities of the company's committee and sub-committee.

1.8 The Investment and Fund Management Committee

The Investment and Fund Management Committee comprises of 4 directors as follows:

- | | | |
|--|------------|--|
| 1. Mr.Arak | Ratbiriarn | Chairman of Implementation of the Investment Committee |
| 2. Mr.Suthichai | Bunnag | Director of Implementation of the Investment Committee |
| 3. --Resign, in process of appointment-- | | Director of Implementation of the Investment Committee |
| 4. Miss Watanya Wongopasi | | Director of Implementation of the Investment Committee |

Scope of duties of The Investment and Fund Management Committee

1. Determining strategies and policies of the company's investment in compliance with the company's policies and approving criteria and requirements for the company's investment and business offers.
2. Reviewing tender offers, investment offers, and assets acquisition offers, including appropriate fund resources.
3. Determining all risks in relevant to the company's investment and financial
4. Perform and operate all aspects of the company's investment under the policies and directions instructed by the Board of Directors.
5. Assigning and appointing legal advisories, financial advisories or relevant specialists for suggesting and providing advises in relevant to the investments for the purpose of the benefits of the group of the company.
6. Other duties and responsibilities as occasionally assigned by the company's Board of Directors and under the resolutions of the shareholders general meeting.

Management Name List

The company's management comprises with 3 persons whose names are as follow:

- | | | | |
|----|-------------|--------------|--|
| 1. | Mr. Arak | Ratboriharn | Chief Executive Officer |
| 2. | Mr. Ruknung | Phaholyothin | Managing Director (Administrative) |
| 3. | Mr. Pranot | Kosakarn | Chief Financial Officer, Corporate Secretary |

Scope of duties and responsibilities of Chief Executive Officer

1. To assign strategies and procedures to complete the assignments of the Board of Directors.
2. Control and supervise to complete the assignments effectively.
3. Find the channel in any related businesses as well as new businesses to increase the company's income and employees' interest to be approved by the Company's Board of Directors.
4. Issue any orders, regulations, and memorandums to fulfill the policies.
5. To approve and/or to assign to sign an agreement any normal practices of company's businesses not exceeding to 5 Million Baht.
6. To cooperate and work on the assignments under the committee's policies.
7. To cooperate between the management and employees concerning on the policy that is approved by the company committee.
8. To organize the Company's structure and management including appointing, employing, reshuffling, dismissing, determining salary and remuneration, considering performance, bonus, welfare and terminating all employees excepted for executive position.
9. To responsible of the Company's business operations which not against the government laws, rules, regulations, and company's regulations.

By the way, this is under the laws and company's regulations might comply or not conflict to company's objectives, shareholders' resolutions, and SET and SEC regulations such as acquisition and disposition of assets of listed company, standard, procedure of disclosure in cases of any conflict of interest.

Details of the Company's committees subsidiary on Febuary 28, 2015.

NO.	Name	News Network Corporation PCL.									Sync Technologies Co.,Ltd.		Environmental Solution Integrator Co.,Ltd.		Springnews Corporation Co.,Ltd.		Springnews Television Co.,Ltd		Ruam Mue Ruam Jai Co.,Ltd.		News Network Multimedia Co.,Ltd		Gnet 1282 Co.,Ltd	
		Director	Executive	Audit Committee	nomination and Remuneration Committee	Directors Subsidiary Committee	Risk Management Committee	Strategic Committee	Management Structuring Committee	Investment and Fund Management Committee	Director	Executive	Director	Executive	Director	Executive	Director	Executive	Director	Executive	Director	Executive		
1	Mr. Meechai Ruchuphant	✗																						
2	Mr. Arak Raboritharn	✓	✓							✓		✓						✓			✓			✓
3	Mr. Apiwut Thongkam	✓			✗	✓		✓		✓		✓												
4	Mr. Suthichai Bunnag	✓																			✓			
5	Mr. Sirot Ongcharit	✓				✓																		
6	Mr. Chirasak Thanenant	✓			✓																			
7	Mr. Teerachai Rattanakamolporn	✓																						
8	Miss Watanya Wongopasi	✓																		✓				
9	Mr. Pinit Wuthipand	✓		✗		✓																		
10	General Soonthom Sophonsiri	✓		✓																				
11	Adjunct Professor Prasobsook Boondech	✓		✓																				
12	Mr. Kavit Sirison	✓		✓																				
13	Mr. Ruknong Phaholyothin		✓									✓												
14	Mr. Pranot Kosakarn		✓									✓												
15	Mr. Phomprayoon Issarasak Na Ayuthaya														✓									
16	Mr. Rattanaaburee Atisapt																			✓				
17	Mr. Patchara Sampimpa																							
18	Mr. Tatchapong Thamputhipong																							
19	Mrs.Thananoot Teetipbut																			✓			✓	✓

Remark ✕ = Chairman ✓ = Committee, Executive Director, Audit Committee, nomination and Remuneration Committee , Directors Subsidiary Committee, Risk Management Committee, Strategic Committee, Management Structuring Committee and Investment and Fund Management Committee

The Company's subsidiary authorized persons

1. News Network Corporation PCL. by the joint signature two of these four directors: Mr. Arak Ratboriharn, Mr.Suthichai Bunnag
Mr. Apivut Thongkam, Miss. Watanya Wongopasian and affix the company's common seal are binding the company.
2. Sync Technologies Co.,Ltd. by the joint signature of two of these directors and affix the company's common seal are binding the company.
3. Environmental Solution Integrator Co., Ltd. by the joint signature of two of these directors and affix the company's common seal are binding the company.
4. Springnews Corporation Co.,Ltd. by the joint signature of two of these directors and affix the company's common seal are binding the company.
5. Ruam Mue Ruam Jai Co., Ltd. by the joint signature of two of these directors and affix the company's common seal are binding the company.
6. Springnews Television Co.,Ltd. by the joint signature of two of these directors and affix the company's common seal are binding the company.
7. News Network Multimedia Co.,Ltd. by the joint signature of two of these directors and affix the company's common seal are binding the company.
8. Greenet 1282 Co.,Ltd. By the joint signature of two of these directors and affix the company's common seal are binding the company.

2. Selection of Director and Management

Selection of the Directors

This would be applied by the most votes of the shareholders' meeting as following:

1. One shareholder has one vote per one share.
2. The shareholders must vote to select directors respectively.
3. Any person who receives the most votes would be assigned to be a director and the following voted persons would be assigned to be a director unto completes all vacant position. In case of any person gets the same votes, the president reserves the right to do one more final vote to decide.
4. Other selections would apply by the company regulations.

Remove Directors from the post

1. In every annual shareholders meeting, 1/3 of directors must resign from their post. If this cannot divide to be 1/3, should the nearest to 1/3.
2. Any directors who quit from the post in the first and second year after the company registration should apply the drawing systems. The next year , the director who stays in the position the longest must quit. Any director can be reelected.
3. Exclude 1. The director must be removed from the post when deceased, resigns, disqualified, or violates the law. The shareholders can vote to remove or ask the court to have such an order.

Any resignation must submit to the company only, and it effects on that date.

REMUNERATION

The director remuneration policy has been clearly and transparently established by the Board of Directors. for consideration before presenting to the shareholders meeting for consideration and approval.

The Remuneration of Directors Policy and Payment Criteria

1. Monthly Remuneration

The Chairman	35,000	Baht/ month
Non Executive Director	30,000	Baht/ month
Executive Director	Non monthly Remuneration	

2. Per Meeting Attendance

2.1 The Board of Directors Meeting

The Executive Directors	6,000	Baht/ time
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2.2 The Audit Committee

The Chairman	8,000	Baht/ time
Audit Committee	6,000	Baht/ time
Bonus	none	

2.3 The Nominating and Remuneration Committee

The Chairman	8,000	Baht/ time
Director	6,000	Baht/ time

2.4 The Directors subsidiary Committee and /or other committees.

The Chairman	8,000	Baht/ time
Director	6,000	Baht/ time

Remuneration of the Director

The Company's directors shall receive the remuneration as the Company and audit committees for the 2015 fiscal year stated as the following individuals:-

Unit : Baht

No.	Name	Monthly remuneration	Per Meeting Attendance of Directors	Per Meeting Attendance of The Investment and Fund Management Committee	Per Meeting Attendance of Nominating and Remuneration Committee	Per Meeting Attendance of Audit Committee	Total
1	Mr. Meechai Ruchuphant	431,612					431,612
2	Mr. Apivut Thongkam	360,000			10,000		370,000
3	Adjunct Professor Prasobsook Boomdech	306,429				30,000	336,429
4	Mr. Arak Ratboriharn		72,000	48,000			120,000
5	Mr. Sirot Ongcharit	360,000					360,000
6	Mr. Suthichai Bunnag	360,000		36,000			396,000
7	Mr. Pinit Wuthipand	360,000				48,000	408,000
8	General Soonthorn Sophonsiri	134,516				12,000	146,516
9	Mr. Chirasak Thanesnant	360,000			6,000		366,000
10	Miss. Watanya Wongopasi	360,000		30,000			390,000
11	Mr. Teerachai Rattanakamolporn	360,000		36,000	6,000		402,000
12	Mr. Kavit Sirison	374,516				30,000	404,516
Total							4,131,073

The Board of Directors Report on the Financial Statements

The Board of Directors fully takes a responsibility to the Financial Statements and the entire related financial information presented in this annual report of News Network Corporation Public Company Limited. The aforementioned financial statements have been prepared in accordance with Thai Generally Accepted Accounting Principles, using appropriate accounting policies consistently employed by the Company after applying prudent judgment and best estimation. Important information is adequately disclosed in the remark to the financial statements.

The Board of Directors has provided for and maintained an efficient internal control system to ensure that accounting records are accurate, complete and adequate to protect the Company's assets and uncover weaknesses in order to prevent fraud or materially irregular operations.

To accomplish this task, the Board of Directors has appointed an audit committee, which consists fully of Independent Directors and the committee is, inter alia responsible for the quality of financial statements and internal control systems, whose comments on these issues are readily included in the Audit Committee Report in this annual report.

The financial statements of the company are audited by CWWP Company Limited. Due to the referenced audit, the Board has provided all the consequential records and data to the Audit Committee. Thus, the Audit Committee is able to audit and express opinion in accordance with auditing standards which is included in the Audit Committee Report attaching with the Company Annual Report.

The Company Board of Directors is unanimous in its opinion that Company's Internal Control System is in appropriate and sufficient level to its financial statements' reliability given on December 31, 2015.

Mr. Meechai Ruchuphant

Chairman

Report of Audit Committee

The Board of Directors had appointed the Audit Committee comprising of 3 non-executive directors, and one of the Audit Committee has expertise in finance and accounting. The Audit Committees are independent directors as following:

Mr.Pinit Wuthipand	as Chairman of Audit Committee
Adjunct Professor Prasobsook Boomdech	as Audit Committee
Mr. Kavit Sirison	as Audit Committee

In 2015, the Audit Committee held 7 ordinary meetings on a regular basis which of its result was quarterly reported to the Board of Directors for acknowledgment on operating the business. The meeting result is summarized as follows:

Financial Statement Report

The Audit Committee, the auditor, management division and Internal Audit had reviewed the Company's quarterly, the yearly financial statements, and the consolidated financial statements of the Company and its subsidiaries. The Audit Committee considered the important aspects, and subsequent hearings from the management and the external auditor to ensure the Company financial budget process correctness, reliability, with the right of financial statement users to adequate disclosure in time, and in compliance with generally accepted accounting principles including laws and regulations of Stock Exchange of Thailand and Securities and Exchange Commission. The Audit Committee, the auditor, management division and Internal Audit had furthermore reviewed the preparation to ensure that the Company is capable of following the International Financial Reporting Standards (IFRS).

Related transaction or conflict of interest transaction

The Audit Committee had considered and given opinions about related transaction, or conflict of interest transaction among the Company and its subsidiaries, concerning whether the execution of the transactions is reasonable and in line with the conditions of the Stock Exchange of Thailand, with recognition on shareholders' benefits.

Internal Control System and Risk Management

The Audit Committee had reviewed the adequacy of the Internal Control Systems of the Company and its subsidiaries, based on the reports of the Internal Audit and the auditor, concerning evaluation criteria for adequacy and efficiency of the Internal Control System, the risk management, and the business operations of the management in compliance with well-established policies and the delegation of the authority. Audit Committee had duly made a review and opinions that the Company has adequately provided its Internal Control System ISO 9001:2008.

Compliance

The Audit Committee had reviewed the Company's business operation to ensure that it is in compliance with laws of Securities and The Stock Exchange of Thailand, and in time regulations of the Stock Exchange of Thailand and related laws.

Good Corporate Governance

The Audit Committee had monitored and reviewed whether the administration of the business of the Company was in compliance with the Good Corporate Governance to ensure transparency of operation and increase stakeholders' confidence.

Internal Audit Governance

The Audit Committee had considered the independence of the Internal Audit, its scope of responsibilities, annual audit plan, audit report, and tracked the implementation of important issues mentioned in the internal audit report. The Audit Committee provided some advices regarding the improvement and streamlines of the audit performance, and considered the appropriateness of budget, workforce, personnel training and development, and annual performance appraisal of the Internal Audit.

Considering the appointed Auditor and Compensation

The Audit Committee had considered the appointment of the auditor and the annual auditor remuneration for the financial year 2015 based on the performance and status of the auditor, significant constraints or the regulation of Stock Exchange of Thailand or other related organizations. The purpose of the meetings was to ensure the independence of the auditor and the neutrality on work performance.

The Audit Committee had examined the auditors' work performance of CWWP Company Limited. from the accounting period of previous year and considered the auditor's remuneration with the Boards of Directors. The Audit Committee deemed that the auditors had good understanding of the Company's businesses, practiced in a neutral and independence manner and regularly delivered its work on time. The Annual General Meeting of Shareholders for the year 2015 therefore had appointed CWWP Company Limited. as the Company's auditor for another period and its auditors as the followings:

- | | |
|---------------------------------|---|
| 1. Ms. Wanraya Puttasatien | Certified Public Accountant license number 4387 |
| 2. Ms. Chantra Wongsri-Udomporn | Certified Public Accountant license number 4996 |

The Audit Committee deemed that during the accounting period of the year 2015, the Company had put in place the appropriate and adequate Internal Control Systems, established procedures assuring its operation is in compliance with the related laws through good corporate governance and adequate disclosure of reliable Company's financial report information.

The Audit Committee's operation during the 2015 fiscal year was accorded the full assistance and co-operation of the related staff and management. Therefore, The Audit Committee would like to show its utmost gratefulness towards the aforementioned ones.

(Mr.Pinit Wuthipand)

Chairman of Audit Committee

FINANCIAL POSITION AND RESULTS OF OPERATIONS

1. An overview of the previous operations

The Company and its subsidiaries' business activities comprises of: - 1. Technology products segment; including software and hardware as well as network system service, 2. Media segment; including digital television and radio, 3. Distribution and providing services for tools and equipment for health and environment segment, 4. Media-related goods and service distribution segment; providing information via mobile phone, Internet, and electronic media (SMS), advertisement on website, distribution of books and magazines and distribution of various products via Call Center and mobile phone.

The operation for year 2015: The overall performance reveal the Company's revenues from operation decreased by Baht 11.33 million, or 5.06% as the revenues from operation in the technology products segment declined by Baht 7.81 million, or 22.02% and health and environment equipment segment decreased Baht 39.03 million, or 46.19%. The revenue from operation for the media segment increased by Baht 11.13 million, or 10.69%. In the year 2015, the Company additionally invested in the media business that provide information and news services via mobile phone, Internet and electronic media (SMS), advertisement in website, distribution of books and magazines and distribution of various products via Call Center and mobile phone, so the Company can expand its business operations to cover all aspects of media. The Company invested in radio as another division of media under the name of "Springradio" FM98.5 MHz. The company has been granted license to operate radio media from the National Broadcasting and Telecommunication Commission (NBTC) and the airing has commenced on 1 November 2015. The Company need to invest in the state-of-the-art technology equipment and tools as well as increase the number of operating staff in various sections and the license fee for digital television and radio frequency thus incur additional expenses under the media segment for the Company. For technology products segment and the health and environment equipment segment, due to the situation of economic and politic in 2015, the Company's total revenues of the said two segments has decreased. However, the company still operate these two segments on the anticipation that the Company will generate an increase in revenues and have better operating results in 2016 under the Company's operation plan.

For the year 2015, the Company generated Baht 268.64 million of total revenues, incurred Baht 875.80 million of operating expenses and resulted in Baht 607.16 million net loss.

(Unit : Million Baht)	2015	2014	Increase / (Decrease)	
	Amount	Amount	Amount	%
Revenues from operation	212.77	224.10	-11.33	-5.06
Other income	55.87	43.23	12.64	29.24
Operating expenses	-875.80	-856.05	19.75	2.31
Net profit (loss)	-607.16	-588.72	18.44	3.13

2. Analysis, results of operations and ability to make a profit

2.1 Revenue of Aanalysis

For the year 2015, the Company has the total revenues amounting to Baht 268.64 million, increase from Baht 267.33 million in 2014, representing an increase of Baht 1.31 million, or 0.49%. Baht 212.77 million is revenues from sales of goods and services, and Baht 55.87 million from other income.

Revenues from operation for the year 2015 amounting to Baht 212.77 million, decrease from Baht 224.10 million in 2014, representing a decrease of Baht 11.33 million, or 5.06%. It is due to the revenues from the technology products segment and distribution and providing services for tools and equipment for health and environment.

Revenues from Operation – Classified by Segments

Revenues from operation can be classified into 4 segments; technology products segment, media segment, distribution and providing services for tools and equipment for health and environment segment and media-related goods and service distribution segment.

Segments (Unit : Million Baht)	2015	2014	Increase / (Decrease)	
	Amount	Amount	Amount	%
Technology products segment	27.66	35.47	-7.81	-22.02
Digital television, radio segment	115.26	104.13	11.13	10.69
Health and environment products and services segment	45.47	84.50	-39.03	-46.19
Media-related goods and services distribution segment	24.38	-	24.38	100.00
Total revenues from operation	212.77	224.10	-11.33	-5.06
Other income	55.87	43.23	12.64	29.24
Total revenues	268.64	267.33	1.31	0.49

Technology Products Segment

In 2015, the revenues from operation decreased by Baht 7.81 million, or 22.02 % when compare with that of 2014. It is the result of various government project required long duration in finalizing the budget for individual project. The country's economic and politic situation including budget allocation by the government have caused the Company to unable to win the bid from the government sectors as anticipated. Therefore, the Company's revenue has diminished. Fortunately, the Company has been awarded projects from private enterprises but these projects could not generate significant amount of revenues for the Company.

Product and services under News Network Public Company Limited: For the year 2015, the Company earned Baht 4.29 million of revenues from operation, decreases Baht 17.22 million from 2014, representing a decrease of Baht 12.30 million, or 71.43 %. Baht 0.61 million is revenue from selling hardware, Baht 3.17 million is revenue from program maintenance and other services, and Baht 1.14 million is revenue from asset for rent. For the revenue from sales, there is one sale contract which the Company has not recognized the revenue in 2015 continuing from 2014. It was revenue under financial lease agreement for 60 installments. The Company unable to recognize such revenue in accordance to the financial reporting standards, which based on the number of due installments as stipulated in the agreement. The Company was only able to partially collect the money and unable to collect the remaining amount and the period of billing is over 1 year. The Company then record the allowance for doubtful debt for the entire amount of remaining cost of goods and in the process of litigation. Furthermore, other revenues which expect to realize from various organization did not eventuate as anticipated.

For the year 2015, Sync Technologies Co., Ltd. has Baht 22.73 million of revenues from operation, an increase from Baht 19.65 million in 2014, representing an increase of Baht 3.08 million, or 15.67%. Baht 22.31 million is revenues from sales and Baht 0.42 million is revenues from installation services. In spite of the fact that Sync Technologies Co., Ltd has an increase in revenue, the persisting problems of economic and politic resulting in the company inability to win the bid for projects as anticipated, similar to those of News Network Corporation Public Company Limited.

Media Segment

For media segment, the Company's covering the operation in both digital television and radio under Spring News Corporation Co., Ltd. and its subsidiaries, and News Network Multimedia Co., Ltd.

Spring News Corporation Co., Ltd. and its subsidiaries consisted of Spring News Corporation Co., Ltd., Spring News Television Limited and Ruam Mue Ruam Jai Co., Ltd. The revenues are generated from providing information and news, news and television program production airing on the digital television channels, including new medias.

In 2015, Spring News Corporation Co., Ltd. and its subsidiaries have Baht 115.26 million of revenues from operation, increase from Baht 104.13 million from 2014, representing an increase of Baht 11.13 million, or 10.69%. It mainly due to the increase in revenues from advertising. The company has developed and upgraded the broadcasting system, and improved the content of the news report so the latest news is updated. The company also source interesting television programs to broadcast. Therefore, the company received more advertising revenues. However, since the company's advertising rate is still lower in comparison with other companies' media. The increase in revenues from advertising still not increasing at the anticipated rate. The company performed marketing and sales promotion to encourage the

increase in sales for advertising. For 2016, the company anticipate the increase in advertising revenues at the rate that could assist the company to grow and expand into other business activities.

News Network Multimedia Co., Ltd. is a radio media under the name of "Springradio" FM98.5 MHz. The company has been granted license to operate radio media from the National Broadcasting and Telecommunication Commission (NBTC) and the airing has commenced on 1 November 2015. In 2015, the revenues from operation and other income amounting to Baht 2.70 million, the operating expenses amounting to Baht 9.45 million, resulting in Baht 6.75 million of loss. It was a result of the radio frequency license fee and the initial period's operating expenses.

Distribution and Providing Services for Tools and Equipment for Health and Environment Segment

In 2015, the Environmental Solution Integrator Co., Ltd. has Baht 45.47 million of revenues from operation, decrease from Baht 84.50 million in 2014, representing a decrease of Baht 39.03 million, or 46.19%. It is due to the fact that the segment required specialist experiences and also the country's economic and politic situation, similar to those in the technology products segment that the winning bid for individual project of the government sectors are required. Nevertheless, the Company still have normal business operation for the projects of private enterprises, with increasing trend. In 2015, the Company has improve the structure to strengthen the operation thus increase its ability to compete with other companies in the same business segment. The Company anticipate the increase in the revenues for 2016.

Media-Related Goods and Service Distribution Segment

On 26 March 2015, the Company purchased GreenNet 1282 Co., Ltd. Its business activities are to provide information and news services via mobile phone, Internet and electronic media (SMS), advertisement in website, distribution of books and magazines and distribution of various products via Call Center and mobile phone, so the Company can expand its business operations to cover all aspects of media. In 2015, GreenNet 1282 Co., Ltd. has Baht 24.38 million of revenues from operation, Baht 0.37 million from other income and Baht 25.11 million of total operating expenses, resulted in Baht 0.36 million of loss. In 2016, the Company expected the said company to generate more revenue from advertisement in website service fees and book distribution at the higher rate and better operating result.

Other Income

(Unit : Million Baht)	2015	2014	Increase / (Decrease)	
	Amount	Amount	Amount	%
Interest income	30.18	13.52	16.66	123.22
Dividend income/ Share of gain	11.53	0.54	10.99	2,035.19
Gain on sales of assets	0.03	0.21	-0.18	-85.71
Gain (loss) from selling securities	2.50	0.28	2.22	792.86
Rental income	1.48	1.55	-0.07	-4.52
Other income	10.15	27.13	-16.98	-62.59
	55.87	43.23	12.64	29.24

In 2015, the Group Companies has Baht 55.87 million of other income, increased by Baht 12.64 million, or 29.24% from 2014. It consisted of interest income, dividend income/ share of gain, other income not related to the main income and revenues from leasing the unit located on 17th floor, Phaholyothin Place building.

2.2 Analysis of Operating Expenses

News Network Corporation Public Company Limited and its subsidiaries. For the year 2015, the Company incurred the total operating expenses at Baht 875.80 million, represent an increase from 2014 at Baht 19.75 million, or 2.31%.

(Unit : Million Baht)	2015	2014	Increase / (Decrease)	
	Amount	Amount	Amount	%
Cost of sales and services	513.06	383.69	129.37	33.72
Selling and administrative expenses	258.53	289.52	-30.99	-10.70
Fee under securities borrowing contracts	-	104.63	-104.63	-100.00
Bad debt and doubtful debt	45.04	40.11	4.93	12.29
Loss from impairment of investment	10.80	-	10.80	100.00
Financial costs	47.81	38.10	9.71	25.49
Share of gain (loss) in joint venture	0.56	-	0.56	100.00
Corporate income tax	-	-	-	-
	875.80	856.05	19.75	2.31

Costs of sale and service

For the year 2015, the Group Companies have the total cost of sales and cost of services at Baht 513.06 million, increased from Baht 383.69 million in 2014, representing an increase of Baht 129.37 million, or 33.72%. The ratio of the cost of sales and cost of services to the revenues from sales and services is 141.14% in 2015, increased from 2014 which the ratio was 71.22%.

The increase in costs of sales and services incurred from the media segment. Since the Company is expanding the digital television business which required the Company to invest in the production equipment and tools with state of the art technology, increase the manpower in the operation, thus the expenses in various production departments also increased. The radio media, which has commenced the operation on 1 November 2015, incurred initial operation expenses, including the license fees for frequency licenses for both digital television and radio. For the segments of technology products, and health and environmental products, the costs of sales and services has decreased as the revenues from sales and services has decreased.

Selling and administrative expenses

For the year 2015, the Group Companies have the total selling and administrative expenses at Baht 258.53 million, decrease from Baht 289.52 million in 2014, representing a decrease of Baht 30.99 million, or 10.70%. It was a result from the Company's applying better internal control, improve the work to be more efficient and carefully manage and administer the Company's expenses.

During 2015, the Company recorded Baht 45.04 million under allowance for doubtful debt. It incurred from the technology product segment under a financial lease agreement. Only a portion of the debt has been collected and it was overdue for more than 1 year and in the process of litigation. The Company recorded Baht 10.80 million of impairment of goodwill under the media-related goods and services because the 2015 operating result was not sufficient in comparison to the value of investment.

Financial expense

For the year 2015, the Group Companies have the total financial cost at Baht 47.81 million, increase from Baht 38.10 million in 2014, representing an increase of Baht 9.71 million, or 25.49%.

Corporate income tax

For the year 2015, the Company has no corporate income tax obligation since the Company has been granted privilege by the Board of Investment and granted tax privilege, including 8-year exemptions for all taxes. The privilege expire on 19 March 2016. Also the accumulated loss can be apply for the tax benefit for the period of 5 years.

2.3 Profit from operation

The Company's gross profit margin for 2015 is -141.67% and for 2014 is -71.22% in comparison to the revenues from operation. Furthermore, the Company still incurred loss from operation result. For the year 2015 and 2014, the Company has the operating profit margin at -262.89% and -248.92% respectively. The main reason the Company incurred operating loss consecutively is the Company carried high production cost and the selling and administrative expenses for the media segment. Even though the Company can generate increasing amount of annual revenues and set the restriction for the production cost and various expenses, in 2015 the Company incurred losses from operation, excluding financial cost, at Baht 559.36 million, increase from Baht 550.62 million in 2014, representing an increase of Baht 8.74 million, or 1.59% of the increment of the total expenses.

2.4 Net profit

In 2015, the Company incurred Baht 607.16 million of net loss, equivalent to 285.36% of the total revenues, increased from Baht 588.72 million of net loss in 2014, equivalent to Baht 262.71 million of total revenues.

3. Analysis of Financial Position

The financial positions of News Network Corporation Public Company Limited and its subsidiaries for the periods ended 31 December 2015 and 2014 are as follows: -

(Unit : Million Baht)	2015	2014	Increase / (Decrease)	
	Amount	Amount	Amount	%
Total assets	3,362.98	4,243.55	-880.57	-20.75
Total liabilities	1,035.60	1,114.61	-79.01	-7.09
Shareholders' equity	2,327.38	3,128.94	-801.56	-25.62

Capabilities in asset management

Analysis of Assets

As at 31 December 2015 and 2014, the Company has the total assets amounting to Baht 3,362.98 million and Baht 4,243.55 million respectively, representing a decrease of Baht 880.57 million, or 20.75%.

For 2014, the Company has the total assets amounting to Baht 4,243.55 million; consisted of Baht 737.23 million in current assets and Baht 3,506.32 million in non-current assets, equivalent to 17.37% and 82.63% of the total assets respectively. The Baht 3,586.80 million increase in total assets from 2013 incurred mainly from Baht 409.96 million in cash and cash equivalents, Baht 132.60 million in temporary investment, Baht 185.96 million in trade and other account receivables, and inventories. For non-current

assets, there are increment in the bank deposit pledged to guarantee against letter of credit amounting to Baht 1,186.53 million, long-term investment amounting to Baht 944.97 million, license fee for television frequency license amounting to Baht 1,108.85 million, tools and equipment and debtor under financial lease with the contractual term over the period of 1 year.

For 2015, the Company has the total assets amounting to Baht 3,362.98 million, consisted of Baht 367.37 million in current assets and Baht 2,995.61 million in non-current assets, equivalent to 10.92 % and 89.08 % of the total assets respectively. The current assets consisted of Baht 151.20 million in cash and cash equivalents, Baht 3.56 million in temporary investment, Baht 172.34 million in trade and other account receivables, Baht 24.45 million in short-term loan to related party and accrued interest, and other current assets. The non-current assets consisted of Baht 1,001.22 million in obligated bank deposit, Baht 662.83 million in long-term investment, Baht 1,031.38 million in license fee for digital television frequency license, tools and equipment for operation and Baht 285.42 million of other fixed assets, which included investment property located on 17th Floor, Phaholyothin Place Building having Baht 6.32 million in book value and the appraised value is Baht 23.68 million. Currently, it is leased to outside party to earn income for the Company.

The Company has the return on asset ratio for 2015 and 2014 at -18.06% and -13.87%. The return on fixed asset ratio for 2015 and 2014 are -212.97% and -279.00%. The total asset turnover ratio for 2015 is 0.06 time and 0.05 time. The return on asset has decreased because the Company has obligated fixed deposit, long-term investment and license fee for frequency license and the Company cannot fully utilized the ability to generate maximum return on asset since it would require more time to operate to its highest capacity.

● Trade Account Receivables and Other Receivables

(Unit : Million Baht)	2015	2014	Increase / (Decrease)	
	Amount	Amount	Amount	%
Trade account receivables	73.01	82.16	-9.15	-11.14
Other receivables	99.33	103.79	-4.46	-4.30
	172.34	185.95	-13.61	-7.32
Trade account receivables – classified by aging				
Unbilled	17.38	5.48	11.90	217.15
Trade account receivables within due period	25.86	33.68	-7.82	-23.22
Classified by overdue periods as follows: -				
- Less than 3 months	15.91	29.76	-13.85	-46.54
- 3-6 months	0.96	0.11	0.85	772.73
- 6-12 months	1.35	3.76	-2.41	-64.10
- More than 12 months	38.82	36.87	1.95	5.29
	100.28	109.66	-9.38	-8.55
Allowance for doubtful debt	-27.27	-27.50	-0.23	-0.84
	73.01	82.16	-9.15	-11.14

As at 31 December 2015 and 31 December 2014, the Company has net trade account receivable amounting to Baht 73.01 million and Baht 82.16 million respectively, representing a decrease of Baht 9.15 million, or 11.14%. The trade account receivable turnover for 2015 and 2014 are 1.19 times and 1.48 times respectively. The average collection period for 2015 is 307 days and for 2014 is 246 days. The Company's average collection periods are between within due period to 3 months and more than 12 months; the debtors are government sectors and private enterprises and involving large amount of money, incurring delay in pre-delivery inspection or problem incurring in other part of project that involve contribution under the agreement entered into with other operator thus the pre-delivery inspection could not be completed within the specified time period as stipulated in the agreement. Therefore, the Company could not collect the payments even though the Company's deliverable has already been inspected and delivered.

The Company offer credit terms to customers. Usually, the Company offer 30-day credit term for clients that are private company or individual person and 45-day credit term for clients that are government sectors.

When analyzing the aging according to the overdue periods, the trade account receivables within the due period for 2015 and 2014 are amounting to Baht 25.86 million and Baht 33.68 million respectively, representing a decrease of Baht 7.82 million, or 23.22% from 2014.

Aging less than 3 months: In the year 2015 and 2014, the debts with aging less than 3 months amounting to Baht 15.91 Million and Baht 29.76 million respectively, representing a decrease of Baht 13.85 million, or 46.54%. The debt payments have been made within credit terms.

Aging between 3 - 6 months: In the year 2015 and 2014, the debts with aging more than 3 months amounting to Baht 0.96 million and Baht 0.11 million respectively, representing an increase of Baht 0.85 million, or 772.73%. The increase rate is high, however, it does not have significant effect on the cash flow since the debt is not in large amount.

Aging between 6 - 12 months: The debt is not in large amount. The debtors encountered some financial problems from the effect of the economy. The debtors can be contacted and the payment periods have been extended.

Aging more than 12 months: The Company has recorded the entire amount as allowance for doubtful debt. The debtors consist of both government sectors and private enterprises because there were problem in the deliveries under the technology product segment.

The Company estimate the provision of the allowance for doubtful debt from the individual debtor's repayment abilities and time period required to repay, for both government sectors and private enterprises.

Other Receivables

For 2015 and 2014, the Company has other receivables at Baht 99.33 million and Baht 103.79 million respectively, representing a decrease of Baht 4.46 million, or 4.30%. It comprised of prepaid expenses, advance paid, bond, withholding tax, deposit, Revenue Department receivables, accrued interest and other receivables. The detail of other receivable has been disclosed in the 2014 financial statements under section 9 "Trade and Other Receivables" on page 29.

Inventories

(Unit : Million Baht)	2015	2014	Increase /(Decrease)	
	Amount	Amount	Amount	%
Technology products segment	0.75	1.38	-0.64	-46.01
Digital television, radio segment	-	0.06	-0.06	-100.00
Health and environment products and services segment	4.98	6.35	-1.37	-21.57
Media-related goods and services distribution segment	8.54	-	8.54	100.00
	14.27	7.79	6.48	83.12

As at 31 December 2015 and 31 December 2014, the Company has total inventories amounting to Baht 14.27 million and Baht 7.79 million respectively, representing an increase of Baht 6.48 million, or 83.12% from 2014. It was resulted from the inventories from media-related goods and service distribution segment and health and environment products and services segment.

In 2015, the technology products segment has the inventories amounting to Baht 0.75 million, representing a decrease of Baht 0.64 million, or 46.01%. The inventories of the technology products segment are equipment to be installed for Smart Classroom, hardware equipment, etc.

In 2015, the media segment incurred no inventories. In the year 2014, there is Baht 0.06 million of inventories which is production of television program that has not yet been aired.

In 2015, the distribution and providing services for analytical tools and equipment for health and environment segment has the inventories amounting to Baht 4.98 million, representing a decrease of Baht 1.37 million from 2014. They are equipment and spare parts for distribution and providing services in maintaining the tools and equipment for health, which shall be sufficiently stock in accordance with the conditions stipulated in individual project's agreement and the contractual terms range from 1 – 3 years. Parts of the inventories are goods to be delivered to customers.

In 2015, the media-related goods and service distribution segment has Baht 8.54 million of inventories, which are books and magazine. The sales volume is growing continuously even though the inventory turnover is not high.

The inventory turnover ratio of the Group Companies is decreasing and taking longer for the inventory to turnover. The inventory turnover for 2015 and 2014 are 88 days and 47 days respectively, or at the rate 4.12 times and 7.64 times respectively. The Company has adjusted the cost of inventories to the net realizable value for the inventories with comparable prices.

Recording for inventory obsolescence: the goods under the technology goods segment rely on being modernized thus the product life cycle is short. The Company has the policy to record the inventory obsolescence at 6 months – 2 years depending on the manufacturers' need to present new products to the market and the end-users' requirements and written off by considering the status of individual products.

Investment, Goodwill and Impairment

The Company invested in subsidiaries. As at 31 December 2015, the Company has Baht 30.99 million of net investment in subsidiaries, equivalent to 99.99%. The investment in subsidiaries have been disclosed in the note to financial statements section 15 on page 37.

As at 31 December 2015, for the investment in Spring News Corporation Co., Ltd. at Baht 1,200 million, the Company recorded Baht 199.999 million of impairment of investment in 2012 and Baht 300 million in 2015 because the said company's deficit exceeds capital and incline to be unable to generate profit in the future. At the end of 2010, Spring News Corporation Co., Ltd. invested in a subsidiary (indirect subsidiary), Ruam Mue. Ruam Jai Co., Ltd.; its main business activity is producing television program for television media. The company purchased the entity for Baht 13.997 million, with the registered share capital of Baht 1 million and capital surplus of Baht 2.753 million and Baht 10.244 million of goodwill. In 2012, Spring News Corporation Co., Ltd. recorded the entire amount of Baht 10.244 million for impairment of goodwill, after considered the company's operation result and the profitability, which the company operate on a deficit. In 2012, Spring News Corporation Co., Ltd. invested in another subsidiary (indirect subsidiary), Spring News Television Co., Ltd., its main business activity is digital television media and the registered share capital is Baht 5 million.

In 2013, the Company invested in Environmental Solution Integrator Co., Ltd. at par value amounting to Baht 9 million, equivalent to 90% of shareholding ratio. Even though the said company's financial statements on the purchasing date has shown deficit, the Company decided to purchase the entity at par value because the Company considered the future return on investment and expected the said company to be able to generate profit since it has the potential to grow in the future. However, the said company lack sufficient and proper internal control, it has incurred large amount of operation expenses. Therefore it incurred continuous loss and the deficit has exceeded capital. In 2013, the Company recorded the entire amount of Baht 9 million as impairment of investment and written of Baht 11.57 million of goodwill, basing on the deficit stated in the financial statements on the purchase date.

During the year 2015, the Company purchase a company GreenNet 1282 Co., Ltd. on 26 March 2015 and 14 March 2015 at the price of Baht 30.99 million. The Company's shareholding ratio is 99.99%. The registered share capital is Baht 19 million and Baht 10.80 million of goodwill. The Company considered the future return that could be generated by this company and its profitability as the reason for

purchasing. It also has a tendency to grow in the future. In 2015, the Company recorded Baht 10.80 million under the impairment of goodwill, which considered from the operating result and the value of investment as at 31 December 2015.

- **Property, Plant and Equipment**

As at 31 December 2015 and 31 December 2014, the Company has property, plant and equipment amounting to Baht 244.89 million and Baht 199.78 million respectively, representing an increase of Baht 45.11 million, or 22.58% from 2014. It is a result of the value of property, plant and equipment in the media segment.

- **Liabilities**

As at 31 December 2015, the Company has Baht 1,035.60 million of total liabilities, which consisted of current liabilities amounting to Baht 349.00 million and non-current liabilities amounting to Baht 686.60 million, representing a decrease from 31 December 2014 at Baht 79.01 million, or 7.09%. The Company would pay the trade account payable after the collection from the trade account receivable the work performed is made. Baht 681.17 million is the overdue payable for the digital television frequency license fee.

Shareholders' Equity

- **Capital structure**

As at 31 December 2015, the Company has Baht 2,327.38 million of shareholders' equity, which consisted of 43,684,661,600 ordinary shares at the par value of Baht 5 per share. The issued and paid up capital consisted of 31,460,105,400 shares.

As at 31 December 2015, the Company's capital structure consisted of Baht 1,035.60 million of total liabilities and Baht 2,327.38million of shareholders' equity. The debt to equity ratio is the ratio that show the Company's ability to repay long-term debt. For 2015, the company's debt to equity ratio slightly increased from 0.36 times in 2014 to 0.44 times, represented a higher debt to equity ratio. It implied that the shareholders have higher chance in receiving returns and the Company has low financial risk because the Company is financing from the ordinary shares and carefully manage and administer its financial aspect.

Liquidity and capital adequacy of investment

Analysis of Cash Flow

As at 31 December 2015 and 31 December 2014, the Company has net cash flow provided from and used in operating activities at Baht 353.38 million and Baht 476.62 million respectively. For cash flow provided from and used in investing activities in 2015, the Company has Baht 9.85 million of cash flow provided from and used in investing activities. The Company received Baht 185.31 million from the release of obligated bank deposit, Baht 137.50 million from selling of available-for-sales securities and Baht 11.34 million of dividend income. The Company paid Baht 30.81 million for investment in GreenNet 1282 Co., Ltd., Baht 175.80 million for television license payable, including invested Baht 117.69 million in subsidiaries' assets from financing activities. In 2015, the Company has cash inflow from receiving Baht 90.00 million from share subscription fee for new ordinary shares issuance. In summary, for 2015 the Company's cash flow decreased by Baht 258.76 million and for 2014 the Company's cash flow increased by Baht 188.80 million.

The Company's Liquidity

For 2015 and 2014, the Company has the liquidity ratios at 1.05 times and 3.48 times respectively. The liquidity of the Company is within the acceptable standard. For the operation, the Company relied on cash, which is very high liquidity, amounting to Baht 151.20 million, of which Baht 90.00 million received from the 2015 increase of share capital. The majority of the account receivables have been outstanding for a long time. Only small amount of account receivables are within due period. Given the liquidity of the Company, it could be insufficient to pay for the Company and its subsidiaries' operating expenses for the year 2016, which anticipated to incur high cost and expenses for selling and servicing. For the Company to maintain the high level of liquidity, it needed to source additional funds for operating capital and pay the license fees for the digital television and radio frequency licenses.

Major factors that might affect future operations or financial position in the future

1. The overall economy condition continued to recover and the government budget for the fiscal year 2014 had already approved by the Council creating the increasing of the business opportunity of the Company and its subsidiaries. Private business and public sector organizations would have more transactions to support the growth and development of goals and plans that approved the budget especially from various government agencies who were the major clients. However, due to the delay disbursement of the budget in the government sector from the previous fiscal year to present and the political instability conditions were also the main factors affecting the growth of the Company's target.

2. Expanding the scope of its business originally from a sole focusing on the development of computer software to be a service provider of information technology (System Integration), specific providing technological expertise, development or procurement of group application programs to cover the needs of clients in both government and the private sector, sale or lease computers to large enterprises,

development Mobile Contents, expansion the market into the Digital Contents for developing an animation 3D or creativity graphics using various Graphic Technology and provide linking services software system to Innovative Technology Integration resulting to the expansion its business widely and cover the needs of clients and could expand the client groups as well.

3. The Company and its subsidiaries increased the large number of staff with knowledge, ability, experience and specialization in both software development, marketing and sales administration to support its expanding the business scope above and the high competition in the business that the Company and its subsidiaries were operating.

4. Advertising via digital TV business gained the increasing of popularity from the TV ads that were much cheaper than Free TV including the increasing of client groups who had more access to digital satellite resulting to the increasing opportunity in revenue from TV ads of Spring News Corporation Co.,Ltd. and Spring News Television (subsidiary). In addition, as an importer and scientific instruments that required the controlled writing software from overseas such as detection speed tool, pollution control tool, water supply control tool or TV 3-D without 3-D glass for advertising, etc. conducted the marketing in Thailand and had marketing target in Indochina region of Sync Technology Co.,Ltd. (subsidiary) and Environmental Solution Integrator Co.,Ltd. to gain the opportunity in revenue increasing as well.

News Network Corporation Public Company and its Subsidiaries

Balance Sheet

Unit : Baht

	2015 Baht	%	2014 Baht	%	2013 Baht	%
			(Restated)			
ASSETS						
CURRENT ASSETS						
Cash and Cash Equivalent	151,201,984	4.50%	409,958,453	9.66%	221,156,693	33.67%
Temporary Investments	3,559,020	0.11%	132,601,000	3.12%	10,640,400	1.62%
Trade and Other Receivables	172,342,376	5.12%	185,956,210	4.38%	117,564,475	17.90%
Unbilled Work in Progress	1,092,300	0.03%	231,513	0.01%	8,403,008	1.28%
Finance Lease Receivables Due within One Year	-	-	-	-	8,916,055	1.36%
Inventories	14,273,466	0.42%	7,788,644	0.18%	10,041,144	1.53%
Short-term Loans and Interest Receivables to Related Companies	24,450,447	-	-	-	-	-
Short-term Loans to Other Company	-	-	-	-	2,400,000	0.37%
Short-term Loans to Other Person	149,728	-	-	-	-	-
Short-term Loans to Employee	303,880	0.01%	677,806	0.02%	890,125	0.14%
Assets Held for Sale	-	0.00%	13,148	0.00%	13,148	0.00%
Total Current Assets	367,373,199	10.92%	737,226,774	17.37%	380,025,048	57.86%
NON-CURRENT ASSETS						
Finance Lease Receivables	-	0.00%	45,181,528	1.06%	49,232,416	7.50%
Deposit at Bank used as Collateral	1,001,218,563	29.77%	1,186,530,152	27.96%	117,513,513	17.89%
Investments in Subsidiaries	-	-	-	-	-	-
Investments in Joint Venture	1,437,794	0.04%	-	-	-	-
Investments in Related Company	-	-	-	-	15,023,077	2.29%
Long-term Investments	662,828,700	19.71%	944,972,247	22.27%	-	-
Assets for Rent	670,545	0.02%	1,106,595	0.03%	357,021	0.05%
Investment Property	6,321,304	0.19%	6,836,520	0.16%	7,351,735	1.12%
Equipment	244,892,855	7.28%	199,780,007	4.71%	53,600,228	8.16%
Goodwill	-	-	-	-	-	-
Intangible Assets	33,917,053	1.01%	4,392,169	0.10%	4,605,403	0.70%
License to Use the Frequency for Television Service	1,031,379,297	30.67%	1,108,854,795	26.13%	23,000,000	-
Other Non-Current Assets	12,945,332	0.38%	8,669,900	0.20%	6,038,585	0.92%
TOTAL NON-CURRENT ASSETS	2,995,611,443	89.08%	3,506,323,913	82.63%	276,721,979	42.14%
TOTAL ASSETS	3,362,984,642	100.00%	4,243,550,687	100.00%	656,747,026	100.00%
LIABILITIES AND SHAREHOLDERS' EQUITY						
CURRENT LIABILITIES						
Bank Overdrafts and Short-term Loans from Financial Institution	480,888	0.01%	1,593,603	0.04%	75,770	0.01%
Trade and Other Payables	177,578,404	5.28%	118,359,807	2.79%	62,556,164	9.53%
Current Portion of License to Use the Frequency for Television Service Payable	163,207,762	4.85%	81,522,757	1.92%	-	-
Current Portion of Liabilities under Finance Lease Agreements	1,266,705	0.04%	1,521,752	0.04%	1,311,730	0.20%
Short-term Loans from Related Company and Person	2,500,000	0.07%	2,500,000	0.06%	5,500,000	0.84%
Short-term Loans from Other Person	1,300,000	0.04%	1,300,000	0.03%	-	-
Provisions of Liabilities	2,665,299	0.08%	4,902,061	0.12%	7,859,330	1.20%
TOTAL CURRENT LIABILITIES	348,999,058	10.38%	211,699,981	4.99%	77,302,994	11.77%
NON-CURRENT LIABILITIES						
License to Use the Frequency for Television Service Payable	681,166,674	20.25%	893,794,390	21.06%	-	-
Financial Lease Agreements Liabilities	1,719,887	0.05%	2,924,839	0.07%	2,296,221	0.35%
Employee Benefit Obligation	3,618,412	0.11%	6,193,896	0.15%	5,111,812	0.78%
Deferred Tax Liabilities	93,676	0.00%	-	-	1,373,538	0.21%
TOTAL NON-CURRENT LIABILITIES	686,598,648	20.42%	902,913,126	21.28%	8,781,572	1.34%
TOTAL LIABILITIES	1,035,597,706	30.79%	1,114,613,107	26.27%	86,084,566	13.11%

News Network Corporation Public Company and its Subsidiaries

Balance Sheet

Unit : Baht

	2015	%	2014	%	2013	%
SHAREHOLDERS' EQUITY						
Share Capital						
Authorized Share Capital						
8,736,932 Ordinary Shares, par value of 5.00 Baht per share	43,684,661,600	1298.98%				
20,136,132,138 Ordinary Shares, par value of 5.00 Baht per share			100,680,660,688	2372.56%		
742,473,960 Ordinary Shares, par value of 5.00 Baht per share					3,712,369,800	565.27%
Issued and Paid-Up Share Capital						
6,292,021 Ordinary Shares, par value of 5.00 Baht per share	31,460,105,400	935.48%				
6,092,021 Ordinary Shares, par value of 5.00 Baht per share			30,460,105,358	717.80%		
492,451,600 Ordinary Shares, par value of 5.00 Baht per share					2,462,258,000	374.92%
Discount on Issue of Share	(26,830,723,462)	-797.82%	(25,920,723,424)	-610.83%	(1,177,702,328)	-179.32%
Retained Earnings (Deficit)						
Appropriated						
Legal Reserve	2,790,000	0.08%	2,790,000	0.07%	2,790,000	0.42%
Retained Earnings (Deficit)	(1,910,714,176)	-56.82%	(1,305,820,508)	-30.77%	(721,637,061)	-109.88%
Other Components of Equity	(390,013,117)	-11.60%	(104,935,622)	-2.47%	5,494,154	0.84%
TOTAL SHAREHOLDERS' EQUITY OF THE COMPANY	2,331,444,646	69.33%	3,131,415,805	73.79%	571,202,764	86.97%
Non-Controlling Interests	(4,057,709)	-0.12%	(2,478,225)	-0.06%	(540,304)	-0.08%
TOTAL SHAREHOLDERS' EQUITY	2,327,386,937	69.21%	3,128,937,580	73.73%	570,662,460	86.89%
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	3,362,984,642	100.00%	4,243,550,687	100.00%	656,747,026	100.00%

News Network Corporation Public Company and its Subsidiaries

Statements of comprehensive income

Unit : Baht

	2015 Baht	%	2014 Baht	%	2013 Baht	%
			(Restated)			
Revenues from Services	159,465,829	74.95%	131,879,396	58.85%	103,178,335	47.73%
Revenues from Sales	52,678,021	24.76%	92,061,286	41.08%	113,002,103	52.27%
Revenues from Assets for Rent	624,000	0.29%	156,000	0.07%	-	-
TOTAL REVENUES	212,767,850	100.00%	224,096,681	100.00%	216,180,438	100.00%
Costs of Services	(467,294,495)	-219.63%	(315,444,544)	-140.76%	(145,743,702)	-67.42%
Costs of Sales	(45,427,167)	-21.35%	(68,100,048)	-30.39%	(82,999,109)	-38.39%
Costs of Assets for Rent	(336,357)	-0.16%	(145,570)	-0.06%	-	-
TOTAL COST	(513,058,019)	-241.14%	(383,690,162)	-171.22%	(228,742,810)	-105.81%
GROSS PROFIT (LOSS)	(300,290,169)	-141.14%	(159,593,481)	-71.22%	(12,562,372)	-5.81%
Interest Income	30,184,838	14.19%	13,524,443	6.04%	3,923,243	1.81%
Other Income	25,684,511	12.07%	29,710,435	13.26%	8,517,959	3.94%
Selling and Service Expenses	(83,498,786)	-39.24%	(98,869,368)	-44.12%	(45,578,021)	-21.08%
Administrative Expenses	(175,030,444)	-82.26%	(190,651,947)	-85.08%	(136,325,112)	-63.06%
Share Loan Agreement Fee	-	-	(104,629,449)	-46.69%	-	-
Doubtful Debts and Bad Debts	(45,045,421)	-21.17%	(40,113,918)	-17.90%	(2,967,643)	-1.37%
Loss on Impairment of Investments	-	-	-	-	-	-
Loss on Impairment of Goodwill	(10,798,049)	-5.08%	-	-	(11,566,558)	-5.35%
Finance Costs	(47,807,534)	-22.47%	(38,098,808)	-17.00%	(1,114,731)	-0.52%
Share of Gain (Loss) in Joint Venture	(562,206)	-0.26%	-	-	-	-
PROFIT (LOSS) BEFORE INCOME TAXES (EXPENSES) REVENUES	(607,163,261)	-285.36%	(588,722,094)	-262.71%	(197,673,234)	-91.44%
(Expenses) Income Taxes Revenues	(74,512)	-0.04%	-	-	-	-
PROFIT (LOSS) FOR THE YEAR	(607,237,773)	-285.40%	(588,722,094)	-262.71%	(197,673,234)	-91.44%
OTHER COMPREHENSIVE INCOME						
Gain (Loss) on Revaluating Available-for-Sale Investments -						
Net of Income Tax	(275,143,547)	-129.32%	(110,429,776)	-49.28%	5,163,646	2.39%
Total items that will be subsequently reclassified to profit or loss -						
net of income tax	(275,143,547)	-129.32%	(110,429,776)	-49.28%	5,163,646	2.39%
Items that will not be subsequently reclassified to profit or loss						
Actuarial Gain (Loss) - Net of Income Tax	821,214	0.39%	2,600,727	1.16%	-	-
Total items that will not be subsequently reclassified to profit or						
loss - net of income tax	821,214	0.39%	2,600,727	1.16%	-	-
TOTAL COMPREHENSIVE INCOME (EXPENSE) FOR THE YEAR	(881,560,106)	-414.33%	(696,551,143)	-310.83%	(192,509,588)	-89.05%
PROFIT (LOSS) ATTRIBUTABLE :						
Equity Holders of the Company	(605,714,882)	99.75%	(586,767,827)	99.67%	(197,418,103)	99.87%
Non-Controlling Interests	(1,522,891)	0.25%	(1,954,266)	0.33%	(255,131)	0.04%
PROFIT (LOSS) FOR THE YEAR	(607,237,773)	100.00%	(588,722,094)	100.00%	(197,673,234)	100.00%
TOTAL COMPREHENSIVE INCOME (EXPENSE) ATTRIBUTABLE :						
Equity holders of the Company	(880,037,215)	99.83%	(694,613,222)	99.72%	(192,254,457)	99.87%
Non-Controlling Interests	(1,522,891)	0.17%	(1,937,921)	0.28%	(255,131)	0.04%
TOTAL COMPREHENSIVE INCOME (EXPENSE) FOR THE YEAR	(881,560,106)	100.00%	(696,551,143)	100.00%	(192,509,588)	100.00%
BASIC EARNINGS (LOSS) PER SHARE	(0.097)		(0.975)		(0.053)	

News Network Corporation Public Company and its Subsidiaries

Statement of cash flows

Unit : Baht

	2015 Baht	2014 Baht	2013 Baht
		(Restated)	
CASH FLOW FROM OPERATING ACTIVITIES			
Profit (Loss) before Income Tax	(607,163,261)	(588,722,094)	(197,673,234)
Adjustment to Profit (Loss) before Income Taxes for Cash Received (Paid) from Operations			
Depreciation and Amortization	65,353,387	23,580,132	18,168,747
Amortization License to Use the Frequency for Television Service	77,475,498	53,277,671	-
Doubtful Debts-Trade and Other Receivable (Reversal)	(185,846)	24,866,905	1,405,180
Doubtful Debts-Unbilled Work in Progress	-	-	1,533,423
Doubtful Debts-Financial Lease Receivables	45,181,528	12,181,479	-
Doubtful Debts-Short-term Loans to Other Companies	22,093	2,400,000	-
Bad Debts	27,646	665,534	29,040
Loss from Decline in Value of Inventories (Reversal)	(486,834)	-	10,207
Written Withholding Tax off to Expense	136,028	-	-
Loss from Inventories Damaged/Loss	138,723	-	-
Transfer Inventories to Expense	800,000	131,017	-
(Gain) from Selling of Securities	(2,504,027)	(17,169,220)	-
Loss from Written-off of Fixed Assets	380,790	3,332,118	94,276
Loss from Written-off of Intangible Assets	-	-	14,290
Loss from Damaged Assets for Sale	-	-	290,305
Loss from Sale Assets for Sale	-	-	98,946
Loss on Written-off of Assets-for-Rent	42,604	-	-
Loss from Impairment of Goodwill	10,798,049	-	11,566,558
(Gain) from Sales of Fixed Assets	129,954	295,445	(633,567)
Loss on Sale Assets-Held-for-Sale	10,068	-	-
(Gain) Loss on Unrealized Exchange Rate	(1,375)	-	-
Employee Benefit Obligation	645,252	3,682,811	1,642,372
Interest to Deferred - License to Use the Frequency for Television Service Payable	44,857,289	33,984,681	-
Dividend Income	(11,339,580)	-	-
Interest Income	(30,184,838)	(13,524,443)	(3,923,243)
Interest Expense	2,950,246	4,114,127	1,114,731
Profit (Loss) from Operation Activities before Changes in Operating Assets and Liabilities	(402,916,606)	(456,903,837)	(166,261,969)
(Increase) Decrease in Operating Assets			
Temporary Investment -Trading Securities	1,041,980	6,039,400	(10,640,400)
Trade and Other Receivables	(9,834,538)	(81,029,616)	(48,979,280)
Unbilled Work in Progress	(860,787)	8,171,495	(7,449,236)
Long-term Lease Receivables	-	1,316,666	(58,148,471)
Inventories	402,537	684,861	(6,273,972)
Short-term Loans to Employee	555,976	212,319	(782,167)
Other Non-Current Assets	(4,260,432)	(2,631,315)	(23,163,633)
Increase (Decrease) in Operating Liabilities			
Trade and Other Payables	23,220,926	50,511,797	16,635,588
Provisions of Liabilities	(2,236,762)	(2,957,269)	(1,540,986)

News Network Corporation Public Company and its Subsidiaries

Statement of cash flows

Unit : Baht

	2015 (Baht)	2014 (Baht)	2013 (Baht)
CASH FLOW FROM OPERATING ACTIVITIES (CONTINUOUS)			
Debt from the Warranty Claim and Cost Overrun			
Received from Interest Income	36,867,235	2,531,847	3,410,076
Payment for Employee Benefit Obligation	(1,940,523)	-	-
Received from Withholding Tax	1,215,953	3,308,760	281,138
Received from Revenue Department	15,711,486	-	-
Payment in Withholding Tax	(10,346,202)	(5,875,373)	(3,115,973)
NET CASH PROVIDED FROM (USED IN) OPERATING ACTIVITIES	(353,379,756)	(476,620,265)	(306,029,285)
CASH FLOW FROM INVESTING ACTIVITIES			
(Increase) Decrease in Deposit at Bank Used as Collateral	185,311,588	(1,069,016,639)	(110,199,697)
Cash Received from Selling of Securities	137,504,027	25,324,605	-
Cash Payment for Purchasing of Securities	-	(1,177,907,869)	-
Cash Received from Dividend	11,339,580	-	-
Cash Received from Short-term Loans to Related Companies	9,741,812	-	-
Cash Payment for Short-term Loans to Related Companies	(34,417,000)	-	-
Cash Received from Short-term Loans to Other Company	10,000,000	-	25,200,000
Cash Payment for Short-term Loans to Other Company	(10,000,000)	-	(25,000,000)
Cash Payment for Investment in Subsidiary Companies	(30,811,196)	-	(8,882,934)
Cash Payment for Investment in Joint Venture	(2,000,000)	-	-
Cash Payment on Asset for Rent	-	(919,737)	(369,322)
Cash Payment for Purchase of Fixed Assets	(67,719,549)	(162,744,238)	(15,866,188)
Cash Received from Sale of Fixed Assets	998,243	403,093	665,777
Cash Received from Sale of Assets for Sale	4,000	-	307,587
Cash Payment for Purchase of Intangible Assets	(24,865,300)	(567,255)	(475,173)
Cash Payment for License to Use the Frequency for Television Service	(175,800,000)	(197,800,000)	-
Share of Loss in Joint Venture	562,206	-	-
NET CASH PROVIDED FROM (USED IN) INVESTING ACTIVITIES	9,848,412	(2,583,228,039)	(134,619,950)
CASH FLOW FROM FINANCING ACTIVITIES			
Increase (Decrease) in Bank Overdrafts	(1,112,716)	1,517,833	(6,538,178)
Cash Received from Issued of Ordinary Shares	90,000,004	3,254,826,262	506,645,000
Cash Received from Short-term Loans from Other Person	-	3,950,000	-
Cash Payment for Short-term Loans from Other Person	-	(2,650,000)	-
Cash Received for Short-term Loans from Related Companies	669,500	-	-
Cash Payment for Short-term Loans to Related Companies	(699,500)	-	-
Cash Received from Short-term Loans from Related Person	1,300,000	151,400,000	7,500,000
Cash Payment from Short-term Loans from Related Person	(1,300,000)	(154,400,000)	(7,600,000)
Cash Payment from Long-term Loans from Financial Institutions			-
Cash Payment from Liabilities under Financial Lease Agreements	(1,768,776)	(1,912,769)	(3,517,510)
Paid Interest Expense	(2,313,637)	(4,081,261)	(832,042)
NET CASH PROVIDED FROM (USED IN) FINANCING ACTIVITIES	84,774,875	3,248,650,065	495,657,270
NET CASH AND CASH EQUIVALENTS INCREASE (DECREASE)	(258,756,470)	188,801,761	55,008,035
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	409,958,453	221,156,693	166,148,658
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	151,201,984	409,958,454	221,156,693

News Network Corporation Public Company Limited and its Subsidiaries

Financial Ratios

Unit : Baht

	Unit	2015	2014	2013
Liquidity Ratio				
Current Ratio	times	1.05	3.48	4.92
Quick Ratio	times	1.01	3.45	4.79
Account Receivable Turnover	times	1.19	1.48	2.48
Average Collection Period	days	307	246	147
Inventory Turnover	times	4.12	7.64	11.17
Average Carrying Period or Inventory's Days	days	88	47	32
Payable Turnover	times	3.47	4.32	4.51
Payable Payment Period	days	105	84	80
Cash Cycle	days	290	209	98
Profitability Ratio				
Gross Profit Margin or Gross Profit Rate	%	-141.14	-71.22	-5.81
Operating Profit Margin or Operating Profit Rate	%	-262.89	-245.71	-90.92
Net Profit Margin	%	-285.36	-262.71	-91.44
Return on Equity (ROE)	%	-26.09	-18.82	-34.64
Efficiency Ratio				
Return on Assets (ROA)	%	-18.06	-13.87	-30.10
Return on Fixed Assets	%	-212.97	-279.00	-301.53
Total Asset Turnover	times	0.06	0.05	0.33
Leverage Ratio or Financial Ratio				
Debt to Equity Ratio	times	0.44	0.36	0.15
Interest Coverage Ratio	times	11.70	14.45	176.33
Dividend Payout Ratio	%	-	-	-



บริษัท ซี ดับเบิลยู ดับเบิลยู พี จำกัด
CWWP COMPANY LIMITED

เลขที่ 128/180-181 อาคารพญาไทพลาซ่า ชั้น 17 ถนนพญาไท แขวงทุ่งพญาไท เขตราชเทวี
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(TRANSLATION)

INDEPENDENT AUDITOR'S REPORT

To the Shareholders and Board of Directors of NEWS NETWORK CORPORATION PUBLIC COMPANY LIMITED

I have audited the accompanying consolidated and separate financial statements of NEWS NETWORK CORPORATION PUBLIC COMPANY LIMITED and its subsidiaries and of NEWS NETWORK CORPORATION PUBLIC COMPANY LIMITED, which comprise the consolidated and separate statements of financial position as at 31 December 2015, and the consolidated and separate statements of comprehensive income, the consolidated and separate statements of changes in shareholders' equity and the consolidated and separate statements of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the

effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In my opinion, the consolidated and separate financial statements of NEWS NETWORK CORPORATION PUBLIC COMPANY LIMITED and its subsidiaries and of NEWS NETWORK CORPORATION PUBLIC COMPANY LIMITED present fairly, in all material respects, the consolidated and separate financial position as at 31 December 2015, and their financial performance and cash flows for the year then ended in accordance with Financial Reporting Standards.

Emphasis of matter

My opinion is not qualified in respect of this matter. I draw attention to notes to financial statements as follows;

1) Attention to Note 41.2 to the financial statements regarding the Company has short-term loans to a related company with subsidiary company as at 31 December 2015, amounting to Baht 24 million with an interest rate at 5% per annum through short-term which has objective for support financial liquidity to that company, since the management of the Company is considering to invest in such company in the future.

2) Attention to Note 45 to the financial statements regarding the change in recognition of the cost of the license to use the frequency for television service. The Company has restated the consolidated financial statements for the year ended 31 December 2014, presented herein as comparative information, to reflect the adjustments resulting from such change.



(Miss Wanraya Puttasatien)

Certified Public Accountant Registration No. 4387

CWWP Company Limited

Bangkok

25 February 2016

NEWS NETWORK CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION

As at 31 December 2015

	Notes	CONSOLIDATED			SEPARATE	
		FINANCIAL STATEMENTS			FINANCIAL STATEMENTS	
		31 December 2015	31 December 2014	1 January 2014	31 December 2015	31 December 2014
		Baht	Baht (Restated)	Baht	Baht	Baht
ASSETS						
CURRENT ASSETS						
Cash and Cash Equivalent	7	151,201,983.66	409,958,453.23	221,156,692.56	123,633,237.42	330,156,234.52
Temporary Investments	8	3,559,019.80	132,601,000.00	10,640,400.00	3,558,000.00	132,600,000.00
Trade and Other Receivables	9	172,342,376.12	185,956,210.31	117,564,475.18	22,431,180.26	25,894,032.92
Unbilled Work in Progress	10	1,092,299.71	231,513.01	8,403,008.13	1,092,299.71	231,513.01
Finance Lease Receivables Due within One Year	11	-	-	8,916,054.80	-	-
Inventories	12	14,273,465.75	7,788,643.66	10,041,143.90	179,367.76	530,915.23
Short-term Loans and						
Interest Receivables to Related Companies	41.2	24,450,446.77	-	-	1,585,968,962.79	1,175,852,782.74
Short-term Loans to Other Company	13	-	-	2,400,000.00	-	-
Short-term Loans to Other Person		149,727.81	-	-	-	-
Short-term Loans to Employee		303,879.64	677,805.70	890,125.11	127,754.91	33,614.70
Assets-Held-for-Sale		-	13,147.94	13,147.94	-	13,147.94
Total Current Assets		367,373,199.26	737,226,773.85	380,025,047.62	1,736,990,802.85	1,665,312,241.06
NON-CURRENT ASSETS						
Finance Lease Receivables	11	-	45,181,528.35	49,232,416.30	-	45,181,528.35
Deposit at Bank used as Collateral	14	1,001,218,563.40	1,186,530,151.53	117,513,512.82	3,775,972.26	3,715,522.44
Investments in Subsidiaries	15	-	-	-	730,187,681.15	1,019,996,955.00
Investments in Joint Venture	17	1,437,793.58	-	-	-	-
Investments in Related Company	18	-	-	15,023,076.60	-	-
Long-term Investments	19	662,828,700.00	944,972,247.00	-	662,828,700.00	944,972,247.00
Assets-for-Rent	20	670,545.07	1,106,594.68	357,020.82	504,125.17	823,706.04
Investment Property	21	6,321,303.71	6,836,519.58	7,351,735.45	6,321,303.71	6,836,519.58
Equipment	22	244,892,854.80	199,780,007.00	53,600,228.22	4,038,701.45	7,635,577.13
Goodwill	23	-	-	-	-	-
Intangible Assets	24	33,917,053.27	4,392,169.35	4,605,403.08	160,955.45	280,749.64
License to Use the Frequency for Television Service	25.1	1,031,379,297.28	1,108,854,795.03	23,000,000.00	-	-
Other Non-Current Assets		12,945,332.11	8,669,900.24	6,038,585.26	3,560,035.61	1,556,298.03
TOTAL NON-CURRENT ASSETS		2,995,611,443.22	3,506,323,912.76	276,721,978.55	1,411,377,474.80	2,030,999,103.21
TOTAL ASSETS		3,362,984,642.48	4,243,550,686.61	656,747,026.17	3,148,368,277.65	3,696,311,344.27

NEWS NETWORK CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION

As at 31 December 2015

	Notes	CONSOLIDATED			SEPARATE	
		FINANCIAL STATEMENTS			FINANCIAL STATEMENTS	
		31 December 2015	31 December 2014	1 January 2014	31 December 2015	31 December 2014
		Baht	Baht	Baht	Baht	Baht
			(Restated)			
LIABILITIES AND SHAREHOLDERS' EQUITY						
CURRENT LIABILITIES						
Bank Overdrafts and Short-term Loans from Financial Institution		480,887.73	1,593,603.41	75,770.24	-	-
Trade and Other Payables	27	177,578,403.88	118,359,807.32	62,556,163.55	18,907,274.92	37,069,117.20
Current Portion of License to Use the Frequency for						
Television Service Payable	25.2	163,207,761.97	81,522,756.95	-	-	-
Current Portion of Liabilities under Finance Lease Agreements	28	1,266,704.88	1,521,752.20	1,311,730.00	390,092.90	373,229.13
Short-term Loans from Related Company and Person	41.2	2,500,000.00	2,500,000.00	5,500,000.00	-	9,999,985.00
Short-term Loans from Other Person		1,300,000.00	1,300,000.00	-	-	-
Provisions of Liabilities	29	2,665,299.09	4,902,061.09	7,859,330.41	2,665,299.09	4,902,061.09
TOTAL CURRENT LIABILITIES		348,999,057.55	211,699,980.97	77,302,994.20	21,962,666.91	52,344,392.42
NON-CURRENT LIABILITIES						
License to Use the Frequency for Television Service Payable	25.2	681,166,673.70	893,794,390.13	-	-	-
Financial Lease Agreements Liabilities	28	1,719,886.76	2,924,839.44	2,296,221.27	536,916.78	927,009.79
Employee Benefit Obligation	30	3,618,411.63	6,193,896.48	5,111,812.10	1,900,281.00	2,667,168.00
Deferred Tax Liabilities	31	93,676.12	-	1,373,538.43	-	-
TOTAL NON-CURRENT LIABILITIES		686,598,648.21	902,913,126.05	8,781,571.80	2,437,197.78	3,594,177.79
TOTAL LIABILITIES		1,035,597,705.76	1,114,613,107.02	86,084,566.00	24,399,864.69	55,938,570.21
SHAREHOLDERS' EQUITY						
Share Capital	32					
Authorized Share Capital						
8,736,932,320 Ordinary Shares, par value of 5.00 Baht per share		43,684,661,600.00	-	-	43,684,661,600.00	-
20,136,132,138 Ordinary Shares, par value of 5.00 Baht per share		-	100,680,660,688.00	-	-	100,680,660,688.00
742,473,960 Ordinary Shares, par value of 5.00 Baht per share		-	-	3,712,369,800.00		
Issued and Paid-Up Share Capital						
6,292,021,080 Ordinary Shares, par value of 5.00 Baht per share		31,460,105,400.00	-	-	31,460,105,400.00	-
6,092,021,072 Ordinary Shares, par value of 5.00 Baht per share		-	30,460,105,358.00	-	-	30,460,105,358.00
492,451,600 Ordinary Shares, par value of 5.00 Baht per share		-	-	2,462,258,000.00	-	-
Discount on Issue of Share Capital		(26,830,723,462.00)	(25,920,723,423.78)	(1,177,702,328.00)	(26,830,723,462.00)	(25,920,723,423.78)
Retained Earnings (Deficit)						
Appropriated						
Legal Reserve		2,790,000.00	2,790,000.00	2,790,000.00	2,790,000.00	2,790,000.00
Retained Earnings (Deficit)		(1,910,714,175.64)	(1,305,820,507.76)	(721,637,061.47)	(1,128,124,356.09)	(796,863,538.21)
Other Components of Equity		(390,013,116.81)	(104,935,621.95)	5,494,153.73	(380,079,168.95)	(104,935,621.95)
TOTAL SHAREHOLDERS' EQUITY OF THE COMPANY		2,331,444,645.55	3,131,415,804.51	571,202,764.26	3,123,968,412.96	3,640,372,774.06
Non-Controlling Interests	16	(4,057,708.83)	(2,478,224.92)	(540,304.09)	-	-
TOTAL SHAREHOLDERS' EQUITY		2,327,386,936.72	3,128,937,579.59	570,662,460.17	3,123,968,412.96	3,640,372,774.06
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		3,362,984,642.48	4,243,550,686.61	656,747,026.17	3,148,368,277.65	3,696,311,344.27

NEWS NETWORK CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF COMPREHENSIVE INCOME

For the year ended 31 December 2015

	Notes	CONSOLIDATED		SEPARATE	
		FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		31 December 2015	31 December 2014	31 December 2015	31 December 2014
		Baht	Baht	Baht	Baht
			(Restated)		
Revenues from Services		159,465,828.76	131,879,395.67	3,167,789.30	7,158,385.98
Revenues from Sales		52,678,021.42	92,061,285.50	614,340.00	9,679,773.23
Revenues from Assets for Rent		624,000.00	156,000.00	1,139,400.00	387,050.00
TOTAL REVENUES		212,767,850.18	224,096,681.17	4,921,529.30	17,225,209.21
Costs of Services		(467,294,494.85)	(315,444,544.10)	(1,925,839.44)	(5,488,501.63)
Costs of Sales		(45,427,167.15)	(68,100,048.15)	(531,056.31)	(3,846,714.36)
Costs of Assets for Rent		(336,356.87)	(145,570.07)	(336,356.87)	(145,570.07)
TOTAL COST		(513,058,018.87)	(383,690,162.32)	(2,793,252.62)	(9,480,786.06)
GROSS PROFIT(LOSS)		(300,290,168.69)	(159,593,481.15)	2,128,276.68	7,744,423.15
Interest Income		30,184,838.07	13,524,442.83	108,747,123.67	79,949,339.48
Other Income		25,684,510.88	29,710,434.74	17,737,837.80	8,939,282.60
Selling and Service Expenses		(83,498,786.26)	(98,869,367.66)	(3,457,025.09)	(6,346,080.95)
Administrative Expenses		(175,030,444.44)	(190,651,947.15)	(65,712,827.14)	(61,555,996.31)
Share Loan Agreement Fee		-	(104,629,449.45)	-	-
Doubtful Debts and Bad Debts		(45,045,421.37)	(40,113,917.65)	(70,749,817.19)	(258,267,399.32)
Loss on Impairment of Investments		-	-	(320,798,018.85)	-
Loss on Impairment of Goodwill		(10,798,048.85)	-	-	-
Finance Costs		(47,807,534.25)	(38,098,808.17)	(50,514.76)	(553,140.56)
Share of Gain (Loss) in Joint Venture		(562,206.42)	-	-	-
PROFIT (LOSS) BEFORE INCOME TAXES (EXPENSES) REVENUES		(607,163,261.33)	(588,722,093.66)	(332,154,964.88)	(230,089,571.91)
Income Taxes (Expense) Revenues	36	(74,511.64)	-	-	-
PROFIT (LOSS) FOR THE YEAR		(607,237,772.97)	(588,722,093.66)	(332,154,964.88)	(230,089,571.91)
Other Comprehensive Income (Expense)					
Items that will be subsequently reclassified to profit or loss					
Gain (Loss) on Revaluating Available-for-Sale Investments -					
Net of Income Tax		(275,143,547.00)	(110,429,775.68)	(275,143,547.00)	(104,935,621.95)
Total items that will be subsequently reclassified to profit or loss -					
net of income tax		(275,143,547.00)	(110,429,775.68)	(275,143,547.00)	(104,935,621.95)
Items that will not be subsequently reclassified to profit or loss					
Actuarial Gain (Loss) - Net of Income Tax		821,214.27	2,600,726.54	894,147.00	511,801.00
Total items that will not be subsequently reclassified to profit or					
loss - net of income tax		821,214.27	2,600,726.54	894,147.00	511,801.00
Total other comprehensive income (Expense) for the year - net of income tax		(274,322,332.73)	(107,829,049.14)	(274,249,400.00)	(104,423,820.95)
TOTAL COMPREHENSIVE INCOME (EXPENSE) FOR THE YEAR		(881,560,105.70)	(696,551,142.80)	(606,404,364.88)	(334,513,392.86)
PROFIT (LOSS) ATTRIBUTABLE TO:					
Equity Holders of the Company		(605,714,882.15)	(586,767,827.46)		
Non-Controlling Interests		(1,522,890.82)	(1,954,266.20)		
PROFIT (LOSS) FOR THE YEAR		(607,237,772.97)	(588,722,093.66)		
TOTAL COMPREHENSIVE INCOME (EXPENSE) ATTRIBUTABLE TO:					
Equity holders of the Company		(880,037,214.88)	(694,613,221.97)		
Non-Controlling Interests		(1,522,890.82)	(1,937,920.83)		
TOTAL COMPREHENSIVE INCOME (EXPENSE) FOR THE YEAR		(881,560,105.70)	(696,551,142.80)		
BASIC EARNINGS (LOSS) PER SHARE	38	(0.097)	(0.975)	(0.053)	(0.382)

Notes to the financial statements are an integral part of these statements.

NEWS NETWORK CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

For the year ended 31 December 2015

CONSOLIDATED FINANCIAL STATEMENTS

	Notes	Retained Earnings (Deficit)				Other Components of Equity				Total Shareholder of the Company	Non-Controlling Interests	Total
		Issued and Paid-up Share Capital	Discount on Issue of Shares	Appropriated Legal Reserve	Unappropriated	Other Comprehensive Income (Expense)			Total Other Comprehensive Income (Expense)			
						Gains (Loss) on Remeasuring Available-for-Sale Investments-Net Income Tax	Changes of Interest in Subsidiary	Discount on				
Balance as at 1 January 2014		2,462,258,000.00	(1,177,702,328.00)	2,790,000.00	(721,637,061.47)	5,494,153.73	-	5,494,153.73	571,202,764.26	(540,304.09)	570,662,460.17	
Comprehensive income (expense) for the year												
Profit (loss) for the year (Restated)		-	-	-	(586,767,827.46)	-	-	-	(586,767,827.46)	(1,954,266.20)	(588,722,093.66)	
Other comprehensive income (expense) for the year (Restated)		-	-	-	2,584,381.17	(110,429,775.68)	-	(110,429,775.68)	(107,845,394.51)	16,345.37	(107,829,049.14)	
Total comprehensive income (expense) for the year		-	-	-	(584,183,446.29)	(110,429,775.68)	-	(110,429,775.68)	(694,613,221.97)	(1,937,920.83)	(696,551,142.80)	
Transactions with owners												
Contributions by and distributions to owners of the Company												
Issuance of additional ordinary shares	32	27,997,847,358.00	(24,743,021,095.78)	-	-	-	-	-	3,254,826,262.22	-	3,254,826,262.22	
Total contributions by and distributions to owners of the Company		27,997,847,358.00	(24,743,021,095.78)	-	-	-	-	-	3,254,826,262.22	-	3,254,826,262.22	
Total transactions with owners		27,997,847,358.00	(24,743,021,095.78)	-	-	-	-	-	3,254,826,262.22	-	3,254,826,262.22	
Balance as at 31 December 2014 (Restated)		30,460,105,358.00	(25,920,723,423.78)	2,790,000.00	(1,305,820,507.76)	(104,935,621.95)	-	(104,935,621.95)	3,131,415,804.51	(2,478,224.92)	3,128,937,579.59	
Comprehensive income (expense) for the year												
Profit (loss) for the year		-	-	-	(605,714,882.15)	-	-	-	(605,714,882.15)	(1,522,890.82)	(607,237,772.97)	
Other comprehensive income (expense) for the year		-	-	-	821,214.27	(275,143,547.00)	-	(275,143,547.00)	(274,322,332.73)	-	(274,322,332.73)	
Total comprehensive income (expense) for the year		-	-	-	(604,893,667.88)	(275,143,547.00)	-	(275,143,547.00)	(880,037,214.88)	(1,522,890.82)	(881,560,105.70)	
Transactions with owners												
Contributions by and distributions to owners of the Company												
Issuance of additional ordinary shares	32	1,000,000,042.00	(910,000,038.22)	-	-	-	-	-	90,000,003.78	-	90,000,003.78	
Increased from Investment in Subsidiary Company		-	-	-	-	-	-	-	-	4,998,076.05	4,998,076.05	
Total contributions by and distributions to owners of the Company		1,000,000,042.00	(910,000,038.22)	-	-	-	-	-	90,000,003.78	4,998,076.05	94,998,079.83	
Changes in ownership interest without a change in control												
Increase (Decrease of) Non-Controlling Interests without a change in control		-	-	-	-	-	(9,933,947.86)	(9,933,947.86)	(9,933,947.86)	(5,054,669.14)	(14,988,617.00)	
Total changes in ownership interest without a change in control		-	-	-	-	-	(9,933,947.86)	(9,933,947.86)	(9,933,947.86)	(5,054,669.14)	(14,988,617.00)	
Total transactions with owners of the Company		1,000,000,042.00	(910,000,038.22)	-	-	-	(9,933,947.86)	(9,933,947.86)	80,066,055.92	(56,593.09)	80,009,462.83	
Balance as at 31 December 2015		31,460,105,400.00	(26,830,723,462.00)	2,790,000.00	(1,910,714,175.64)	(380,079,168.95)	(9,933,947.86)	(390,013,116.81)	2,331,444,645.55	(4,057,708.83)	2,327,386,936.72	

NEWS NETWORK CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

For the year ended 31 December 2015

SEPARATE FINANCIAL STATEMENTS

	Notes	Issued and Paid-up Share Capital	Discount on Issue of Shares	Retained Earnings (Deficit)		Other Components of Equity		Total
				Appropriated	Unappropriated	Gains (Loss) on	Remeasuring Available- for-Sale Investments- Net Income Tax	
		Baht	Baht	Baht	Baht	Baht	Baht	Baht
Balance as at 1 January 2014		2,462,258,000.00	(1,177,702,328.00)	2,790,000.00	(567,285,767.30)	-	-	720,059,904.70
Comprehensive income (expense) for the year								
Profit (loss) for the year		-	-	-	(230,089,571.91)	-	-	(230,089,571.91)
Other comprehensive income (expense) for the year		-	-	-	511,801.00	(104,935,621.95)	(104,935,621.95)	(104,423,820.95)
Total comprehensive income (expense) for the year		-	-	-	(229,577,770.91)	(104,935,621.95)	(104,935,621.95)	(334,513,392.86)
Transactions with owners								
Contributions by and distributions to owners of the Company								
Issuance of additional ordinary shares	32	27,997,847,358.00	(24,743,021,095.78)	-	-	-	-	3,254,826,262.22
Total contributions by and distributions to owners of the Company		27,997,847,358.00	(24,743,021,095.78)	-	-	-	-	3,254,826,262.22
Total transaction with owners		27,997,847,358.00	(24,743,021,095.78)	-	-	-	-	3,254,826,262.22
Balance as at 31 December 2014		30,460,105,358.00	(25,920,723,423.78)	2,790,000.00	(796,863,538.21)	(104,935,621.95)	(104,935,621.95)	3,640,372,774.06
Comprehensive income (expense) for the year								
Profit (loss) for the year		-	-	-	(332,154,964.88)	-	-	(332,154,964.88)
Other comprehensive income (expense) for the year		-	-	-	894,147.00	(275,143,547.00)	(275,143,547.00)	(274,249,400.00)
Total comprehensive income (expense) for the year		-	-	-	(331,260,817.88)	(275,143,547.00)	(275,143,547.00)	(606,404,364.88)
Transactions with owners								
Contributions by and distributions to owners of the Company								
Issuance of additional ordinary shares	32	1,000,000,042.00	(910,000,038.22)	-	-	-	-	90,000,003.78
Total contributions by and distributions to owners of the Company		1,000,000,042.00	(910,000,038.22)	-	-	-	-	90,000,003.78
Total transactions with owners of the Company		1,000,000,042.00	(910,000,038.22)	-	-	-	-	90,000,003.78
Balance as at 31 December 2015		31,460,105,400.00	(26,830,723,462.00)	2,790,000.00	(1,128,124,356.09)	(380,079,168.95)	(380,079,168.95)	3,123,968,412.96

Notes to the financial statements are an integral part of these statements.

NEWS NETWORK CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF CASH FLOW

For the year ended 31 December 2015

	CONSOLIDATED		SEPARATE		
	Notes	FINANCIAL STATEMENTS		FINANCIAL STATEMENTS	
		31 December 2015	31 December 2014	31 December 2015	31 December 2014
		Baht	Baht	Baht	Baht
		(Restated)			
CASH FLOW FROM OPERATING ACTIVITIES					
Profit (Loss) before Income Tax	(607,163,261.33)	(588,722,093.66)	(332,154,964.88)	(230,089,571.91)	
Adjustment to Profit (Loss) before Income Taxes for Cash Received (Paid) from Operations					
Depreciation and Amortization	65,353,387.33	23,580,131.53	5,539,207.23	5,543,404.60	
Amortization License to Use the Frequency for Television Service	77,475,497.75	53,277,671.04	-	-	
Doubtful Debts-Trade and Other Receivable (Reversal)	(185,846.34)	24,866,904.65	(958,000.00)	23,339,467.06	
Doubtful Debts-Financial Lease Receivables	45,181,528.35	12,181,479.32	45,181,528.35	12,181,479.32	
Doubtful Debts-Short-term Loans and Interest Receivables to Related Companies	-	-	26,498,642.63	222,661,452.94	
Doubtful Debts-Short-term Loans to Other Companies	22,093.15	2,400,000.00	-	-	
Bad Debts	27,646.21	665,533.68	27,646.21	85,000.00	
Loss from Decline in Value of Inventories (Reversal)	(486,834.16)	-	-	-	
Written Withholding Tax off to Expense	136,028.27	-	-	-	
Loss from Inventories Damaged/Loss	138,722.58	-	-	-	
Transfer Inventories to Expense	800,000.00	131,017.24	-	19,693.57	
(Gain) from Selling of Securities	(2,504,026.66)	(17,169,220.19)	(2,504,026.66)	-	
Loss on Impairment of Investments	-	-	320,798,018.85	-	
Loss on Written-off of Fixed Assets	380,789.85	3,332,117.88	-	-	
Loss on Written-off of Assets-for-Rent	42,604.40	-	-	-	
Loss on Impairment of Goodwill	10,798,048.85	-	-	-	
(Gain) Loss on Sales of Fixed Assets	129,954.39	295,445.45	(29,465.56)	(211,820.69)	
Loss on Sale Assets-Held-for-Sale	10,068.30	-	10,068.30	-	
(Gain) Loss on Unrealized Exchange Rate	(1,374.72)	-	-	-	
Employee Benefit Obligation	645,252.10	3,682,810.92	127,260.00	897,497.00	
Interest to Deferred - License to Use the Frequency for Television Service Payable	44,857,288.59	33,984,681.02	-	-	
Dividend Income	(11,339,580.00)	-	(11,339,580.00)	-	
Interest Income	(30,184,838.07)	(13,524,442.83)	(108,747,123.67)	(79,949,339.54)	
Interest Expense	2,950,245.66	4,114,127.15	50,514.76	553,140.55	
Profit (Loss) from Operation Activities before Changes in Operating Assets and Liabilities	(402,916,605.50)	(456,903,836.80)	(57,500,274.44)	(44,969,597.10)	
(Increase) Decrease in Operating Assets					
Temporary Investment -Trading Securities	1,041,980.20	6,039,400.00	1,042,000.00	6,040,400.00	
Trade and Other Receivables	(9,834,537.95)	(81,029,615.51)	3,956,018.53	(1,570,507.24)	
Unbilled Work in Progress	(860,786.70)	8,171,495.12	(860,786.70)	8,171,495.12	
Long-term Lease Receivables	-	1,316,666.00	-	1,316,666.00	
Inventories	402,537.30	684,860.51	351,547.47	(333,976.22)	
Short-term Loans to Employee	555,976.06	212,319.41	(94,140.21)	89,493.11	
Other Non-Current Assets	(4,260,431.86)	(2,631,315.22)	(2,003,737.75)	(88,000.00)	
Increase (Decrease) in Operating Liabilities					
Trade and Other Payables	23,220,925.87	50,511,796.63	(18,162,762.64)	15,195,579.80	
Provisions of Liabilities	(2,236,762.00)	(2,957,269.32)	(2,236,762.00)	(2,957,269.32)	

Notes to the financial statements are an integral part of these statements.

NEWS NETWORK CORPORATION PUBLIC COMPANY LIMITED AND ITS SUBSIDIARIES

STATEMENTS OF CASH FLOW

For the year ended 31 December 2015

	Notes	CONSOLIDATED FINANCIAL STATEMENTS		SEPARATE FINANCIAL STATEMENTS	
		31 December 2015	31 December 2014	31 December 2015	31 December 2014
		Baht	Baht (Restated)	Baht	Baht
Cash Received (Paid) from Operation Activities					
Received from Interest Income		36,867,234.76	2,531,847.18	1,693,273.68	1,787,334.03
Payment for Employee Benefit Obligation		(1,940,522.68)	-	-	-
Received from Withholding Tax		1,215,952.58	3,308,759.75	664,852.53	3,308,759.75
Received from Revenue Department		15,711,485.69	-	-	-
Payment in Withholding Tax		(10,346,201.67)	(5,875,373.22)	(395,120.35)	(875,867.20)
NET CASH PROVIDED FROM (USED IN) OPERATING ACTIVITIES		(353,379,755.90)	(476,620,265.47)	(73,545,891.88)	(14,885,489.27)
CASH FLOW FROM INVESTING ACTIVITIES					
(Increase) Decrease in Deposit at Bank Used as Collateral		185,311,588.13	(1,069,016,638.71)	(60,449.82)	113,707,990.38
Cash Received from Selling of Securities		137,504,026.66	25,324,604.63	137,504,026.66	-
Cash Payment for Purchasing of Securities		-	(1,177,907,868.95)	-	(1,177,907,868.95)
Cash Received from Dividend		11,339,580.00	-	11,339,580.00	-
Cash Received from Short-term Loans to Related Companies		9,741,812.27	-	27,229,449.45	643,131,483.42
Cash Payment for Short-term Loans to Related Companies		(34,417,000.00)	-	(447,200,000.00)	(1,731,729,449.45)
Cash Received from Short-term Loans to Other Company		10,000,000.00	-	10,000,000.00	-
Cash Payment for Short-term Loans to Other Company		(10,000,000.00)	-	(10,000,000.00)	-
Cash Payment for Investment in Subsidiary Companies		(30,811,195.71)	-	(30,988,745.00)	(1,009,996,985.00)
Cash Payment for Investment in Joint Venture		(2,000,000.00)	-	-	-
Cash Payment on Asset for Rent		-	(919,736.64)	-	(919,736.64)
Cash Payment for Purchase of Fixed Assets		(67,719,548.86)	(162,744,237.71)	(1,146,297.26)	(1,942,143.35)
Cash Received from Sale of Fixed Assets		998,242.91	403,093.47	188,022.20	317,301.88
Cash Received from Sale of Assets for Sale		4,000.00	-	4,000.00	-
Cash Payment for Purchase of Intangible Assets		(24,865,300.00)	(567,255.38)	-	(217,561.87)
Cash Payment for License to Use the Frequency for Television Service		(175,800,000.00)	(197,800,000.00)	-	-
Cash Received from Interest Income		-	-	90,577,033.77	47,210,804.84
Share of Loss in Joint Venture		562,206.42	-	-	-
NET CASH PROVIDED FROM (USED IN) INVESTING ACTIVITIES		9,848,411.82	(2,583,228,039.29)	(212,553,380.00)	(3,118,346,164.74)
CASH FLOW FROM FINANCING ACTIVITIES					
Increase (Decrease) in Bank Overdrafts and Short-term Loans from Financial Institution		(1,112,715.68)	1,517,833.17	-	-
Cash Received from Issue of Ordinary Shares		90,000,003.78	3,254,826,262.22	90,000,003.78	3,254,826,262.22
Cash Received from Short-term Loans from Other Persons		-	3,950,000.00	-	-
Cash Payment for Short-term Loans from Other Persons		-	(2,650,000.00)	-	-
Cash Received for Short-term Loans from Related Companies		669,500.00	-	-	9,999,985.00
Cash Payment for Short-term Loans to Related Companies		(699,500.00)	-	(9,999,985.00)	-
Cash Received for Short-term Loans from Related Persons		1,300,000.00	151,400,000.00	-	50,000,000.00
Cash Payment for Short-term Loans to Related Persons		(1,300,000.00)	(154,400,000.00)	-	(50,000,000.00)
Cash Payment for Liabilities under Financial Lease Agreements		(1,768,776.15)	(1,912,769.21)	(423,744.00)	(440,422.00)
Paid of Interest Expense		(2,313,637.44)	(4,081,260.75)	-	(509,589.04)
NET CASH PROVIDED FROM (USED IN) FINANCING ACTIVITIES		84,774,874.51	3,248,650,065.43	79,576,274.78	3,263,876,236.18
NET CASH AND CASH EQUIVALENTS INCREASE (DECREASE)		(258,756,469.57)	188,801,760.67	(206,522,997.10)	130,644,582.17
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	7	409,958,453.23	221,156,692.56	330,156,234.52	199,511,652.35
CASH AND CASH EQUIVALENTS AT ENDING OF THE YEAR	7	151,201,983.66	409,958,453.23	123,633,237.42	330,156,234.52

Notes to the financial statements are an integral part of these statements.

**NEWS NETWORK CORPORATION PUBLIC COMPANY LIMITED
AND ITS SUBSIDIARY COMPANIES**

NOTES TO THE FINANCIAL STATEMENTS

As at 31 December 2015

1. General Information

1.1 Company Information and Nature of Business

The Company was registered on 3 February 1998, and on 23 March 2004, as a public company with registration number 0107547000290. The registered office is situated at 18th Floor, Lao Peng Nguan1 Tower, Zone A, 333, Soi Choeiphuang, Vibhavadi-Rangsit Road, Chomphon Sub-district, Chatuchak District, Bangkok, Thailand.

The Company operates in the business of software development and sales of hardware and system integrator services while the subsidiaries operate in the business of television services media, internet services, mass communication, programs production, trading and service of examining tools and equipments in occupational health and sales goods and services.

1.2 Going Concern

As at 31 December 2015 and 2014, According to the consolidated financial statements the Company and its subsidiaries had accumulated losses amount of Baht 1,910.71 million and amount of Baht 1,305.82 million, respectively, and according to the separate financial statements the Company had accumulated losses amount of Baht 1,128.12 million and amount of Baht 796.86 million, respectively. According to the consolidated statements the Company and its subsidiaries had losses from operation for the years ended 31 December 2015 and 2014, amount of Baht 607.24 million and amount of Baht 588.72 million, respectively, and according to the separate financial statements the Company had losses from operation amount of Baht 332.15 million and amount of Baht 230.09 million, respectively. The losses were because the Company still had income in low amount from the core business, but costs were incurred in high amount. In addition, subsidiaries operate in the business of television services media during in started for the business of digital television services media by costs service and expenses in initial to high amount and most subsidiaries other have consecutive losses for a period of several years, but they can still operate because these subsidiaries received ongoing financial support in the form of loans from the parent company. Mostly, it is the fund from the capital increase of the parent company.

Business Plan of the Group

The Company expects to have revenue increase steadily in both the information systems sector and consulting service and information system development of the project sector that are expected to receive from the project bidding in 2016, as well as from the careful costs and expenses control with an attempt to help trim down the Company's continuing losses.

The group expects to have the revenue increase in 2016 and will have more revenues from advertising rate increase and from other revenue such as airtime rental, news selling and short message service etc. Also, the subsidiaries will provide more related activities with news and program such as seminar and public relation in various forms etc. This will give more access to the viewers and the group is able to reduce the losses and has more working capital for the business operation and to pay off the previous debts to the parent company.

2. Basis of Preparation the Financial Statements

- 2.1 The financial statements have been prepared in accordance with Financial Reporting Standards of Thailand including related interpretations and guidelines promulgated by the Federation of Accounting Professions, applicable rules and regulations of the Securities and Exchange Commission and The Stock Exchange of Thailand.
- 2.2 The financial statements were presented in compliance with the notification of Department of Business Development regarding “Brief particulars must be contained in financial statements B.E. 2554” dated on 28 September 2011, notified according to Accounting Act B.E. 2543.
- 2.3 In order to prepare the financial statements to comply with financial reporting standards, the Company’s management had to make some estimates and suppositions which may have an effect on the amount shown for revenues, expenses, assets and liabilities and also on the disclosures concerning assets and contingent liabilities, therefore the actual result may differ from the estimated amount.
- 2.4 The financial report in Thai language is the official statutory financial report of the Company. The financial report in English language has been translated from the Thai language financial report.

3. Basis of Preparation the Consolidation Financial Statements

- 3.1 In preparation of the consolidated financial statements, the Company will only take its subsidiary companies which is under the main control of NEWS NETWORK CORPORATION PUBLIC COMPANY LIMITED into account, after having eliminated the remaining balances and transactions among

themselves. The Company holds shares in subsidiary companies with the percentage of shareholdings in subsidiary companies as follows:

Company's Name	Percentage of Shareholdings		Country of incorporation	Type of business
	As at 31 December 2015	As at 31 December 2014		
Sync Technologies Co., Ltd.	99.99	99.99	Thailand	Trading and service in software and technology products
Spring New Corporation Co., Ltd.	99.99	99.99	Thailand	Service mass communication
Ruam Mue Ruam Jai Co., Ltd.	99.99	99.99	Thailand	Service mass communication and produce television programs
Spring News Television Co., Ltd.	99.99	99.99	Thailand	Service mass and media
Environmental Solution Integrator Co., Ltd.	90.00	90.00	Thailand	Trading and service tool and equipment examine occupational health
News Network Multimedia Co., Ltd.	99.99	99.99	Thailand	Services radio and new media
Green Net 1282 Co., Ltd.	99.99	-	Thailand	Services information provider via mobile phone, internet and electronic media and book and magazine and goods distribution via call center system and mobile phone

3.2 Investments in subsidiary companies with the shareholdings from 99.99% are treated as holdings of 100% in preparation of consolidated financial statements.

3.3 The accounting period ended of the above subsidiary companies is the same as the NEWS NETWORK CORPORATION PUBLIC COMPANY LIMITED.

3.4 In preparation of the consolidated financial statements, the Company has write-off the amount of asset, liability, and inter-transactions.

3.5 Accounting policy for the subsidiary company will utilize the same policy as the Company.

4. Adoption of New Financial Reporting Standard

The group adopted conceptual framework for financial statements, the new accounting standards, financial reporting standards, interpretations accounting standards, interpretations financial reporting standards and accounting guidance, which are effective for accounting periods beginning on or after 1 January 2015, with no impact to the current financial statements.

5. New Financial Reporting Standards Not Yet Effective

Accounting standards, financial reporting standards, interpretations accounting standards, interpretations financial reporting standards and new accounting practices, which are not yet effective for the current accounting periods that the Company has not adopted, are as follows:

Effective for the accounting period beginning on or after 1 January 2016

TAS 1 (revised 2015)	Presentation of Financial Statements
TAS 2 (revised 2015)	Inventories
TAS 7 (revised 2015)	Statement of Cash Flows
TAS 8 (revised 2015)	Accounting Policies, Changes in Accounting Estimate and Errors
TAS 10 (revised 2015)	Events After the Reporting Period
TAS 11 (revised 2015)	Construction Contracts
TAS 12 (revised 2015)	Income Taxes
TAS 16 (revised 2015)	Property, Plant and Equipment
TAS 17 (revised 2015)	Leases
TAS 18 (revised 2015)	Revenue
TAS 19 (revised 2015)	Employee Benefits
TAS 20 (revised 2015)	Accounting for Government Grants and Disclosure of Government Assistance
TAS 21 (revised 2015)	The Effects of Changes in Foreign Exchange Rates
TAS 23 (revised 2015)	Borrowing Costs
TAS 24 (revised 2015)	Related Party Disclosures
TAS 26 (revised 2015)	Accounting and Reporting by Retirement Benefit Plans
TAS 27 (revised 2015)	Separate Financial Statements
TAS 28 (revised 2015)	Investments in Associates and Joint Ventures
TAS 29 (revised 2015)	Financial Reporting in Hyperinflationary Economies
TAS 33 (revised 2015)	Earnings per Share
TAS 34 (revised 2015)	Interim Financial Reporting
TAS 36 (revised 2015)	Impairment of Assets
TAS 37 (revised 2015)	Provisions, Contingent Liabilities and Contingent Assets
TAS 38 (revised 2015)	Intangible Assets
TAS 40 (revised 2015)	Investment Property
TAS 41	Agriculture
TFRS 2 (revised 2015)	Share-based Payments

TFRS 3 (revised 2015)	Business Combinations
TFRS 4 (revised 2015)	Insurance Contracts
TFRS 5 (revised 2015)	Non-current Assets Held for Sale and Discounted Operations
TFRS 6 (revised 2015)	Exploration for and Evaluation of Mineral Resources
TFRS 8 (revised 2015)	Operating Segments
TFRS 10 (revised 2015)	Consolidated Financial Statements
TFRS 11 (revised 2015)	Joint Arrangements
TFRS 12 (revised 2015)	Disclosure of Interests in Other Entities
TFRS 13 (revised 2015)	Fair Value Measurement
SIC 10 (revised 2015)	Government Assistance-No Specific Relation to Operating Activities
SIC 15 (revised 2015)	Operating Leases-Incentives
SIC 25 (revised 2015)	Income Taxes-Changes in the Tax Status of an Enterprise or its Shareholders
SIC 27 (revised 2015)	Evaluating the Substance of Transactions in the Legal Form of a Lease
SIC 29 (revised 2015)	Service Concession Arrangements: Disclosures
SIC 31 (revised 2015)	Revenue-Barter Transactions involving Advertising Services
SIC 32 (revised 2015)	Intangible Assets-Web Site Costs
TFRIC 1 (revised 2015)	Changes in Existing Decommissioning, Restoration and Similar Liabilities
TFRIC 4 (revised 2015)	Determining Whether an Arrangement Contains a Lease
TFRIC 5 (revised 2015)	Rights to Interests Arising from Decommissioning, Restoration and Environmental Rehabilitation Funds
TFRIC 7 (revised 2015)	Applying the Restatement Approach under IAS 29 (revised 2015) Financial Reporting in Hyperinflationary Economies
TFRIC 10 (revised 2015)	Interim Financial Reporting and Impairment
TFRIC 12 (revised 2015)	Service Concession Arrangements
TFRIC 13 (revised 2015)	Customer Loyalty Programmer
TFRIC 14 (revised 2015)	IAS 19 (revised 2015) - The Limit on a Defined Benefit Asset, Minimum Funding Requirement and their Interaction
TFRIC 15 (revised 2015)	Agreements for the Construction of Real Estate
TFRIC 17 (revised 2015)	Distributions of Non-cash Assets to Owners
TFRIC 18 (revised 2015)	Transfers of Assets from Customers
TFRIC 20 (revised 2015)	Stripping Costs in the Production Phase of a Surface Mine
TFRIC 21	Levies
Accounting Guidance for Measurement and Recognition of Bearer Plants	

The management of the Company believes that above financial reporting standards will not have any significant impact on the financial statements when they are applied.

6. Significant Accounting Policy

6.1 Measurements bases used in the Preparation of Financial Statements

Measurement bases used in the preparation of financial statements are historical cost measurement basis and combination of variety measurement bases used. Some assets and liabilities that use other measurement bases have been disclosed the measurement bases used in the particular accounting policies.

6.2 Financial Instruments

Financial assets were shown in the statement of financial position include cash and cash at banks, investments, trade and other receivables and loan to. Financial liabilities were shown in the statement of financial position include trade and other payables and borrowings which the accounting policies on recognition and measurement of these items are disclosed in the respective accounting policies.

6.3 Cash and Cash Equivalents

Cash and cash equivalents includes bank deposit in type of saving accounts, current accounts and 3 months fixed accounts without guarantee obligation.

6.4 Trade Receivables and Other

Trade receivables and other are stated at the net realizable value.

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

6.5 Unbilled Work in Progress

Unbilled work in progress represents the gross unbilled amount expected to be collected from customers for service work performed to date. It is stated at net realizable value which are recognized in accordance with the percentage of completion by using the proportion of actual cost incurred as compared to the total estimated cost. Service cost is measured at cost plus all expenditure related directly to service projects.

Unbilled work in progress is presented separately under current assets in the statement of financial position. If payments received from customers exceed the income recognized, then the difference is presented as other liabilities under current liabilities in the statement of financial position.

6.6 Inventories

Inventories are valued at cost price under first-in first-out method or net realizable value which ever the lower is.

Cost of inventories comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition.

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

6.7 Non-current assets held for sale

Non-current assets that are expected to be recovered primarily through sale rather than through continuing use are classified as held for sale. The assets are measured at the lower of their carrying value and fair value less cost to sell. Impairment losses on initial classification as held for sale and subsequent gains and losses on remeasurement are recognized in profit or loss. Gains or loss from disposal of non-current assets held for sale are recognized in profit or loss when disposal.

6.8 Investments

Investments in joint venture

Investments in joint venture in the separate financial statements are accounted for using the cost method, less impairment of investment and the consolidated financial statement are accounted for using the equity method.

Investments in subsidiary company

Investments in subsidiary company in the separate financial statements are accounted for using the cost method, less impairment of investment.

Investments in other debt and equity securities

Debt securities and marketable equity securities held for trading are classified as current assets and are stated at fair value, with any resultant gain or loss recognized in profit or loss.

Debt securities and marketable equity securities, other than those securities held for trading or intended to be held to maturity, are classified as available-for-sale investments. Available-for-sale investments are, subsequent to initial recognition, stated at fair value, and changes therein, other than impairment losses and foreign currency differences on available-for-sale monetary items, are recognized directly in equity. Impairment losses and foreign exchange differences are recognized in

profit or loss. When these investments are derecognized, the cumulative gain or loss previously recognized directly in equity is recognized in profit or loss. Where these investments are interest-bearing, interest calculated using the effective interest method is recognized in profit or loss.

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

6.9 Investment Property

The Company's investment property is their owned land and building without specific purpose of use in the future and/or exploiting for rental income or appreciation of the asset. The Company measures the investment property by the cost value, deducted accumulated depreciation and allowance for impairment, (if any).

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of each property. The estimated useful lives of investment property 20 years.

6.10 Equipment

Equipment is stated at cost less accumulated depreciation and accumulated impairment losses (if any).

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

Furniture, fixtures and office equipment	5 years
Equipment	3 years
Vehicles	5 years

Repair and maintenance is recognized in profit or loss during the period that it is incurred. Cost of significant improvement should be recognized as a part of carrying amount of assets when it is probable that the group will obtain the future economic benefits from that transaction and able to measure the cost of that transaction reliably. Cost of improvement should be depreciated by the basis of estimated useful lives. Repair and maintenance expenses are recognized as expenses during the period that they are incurred.

Gain or loss from disposal of equipment is computed from discrepancy between net cash received and book value and recognized as other revenue or other expense in profit or loss.

6.11 Goodwill

Goodwill is measured as the fair value of the consideration transferred including the recognized amount of any non-controlling interest in the acquiree, less the net recognized amount (generally fair value) of the identifiable assets acquired and liabilities assumed, all measured as of the acquisition

date. Subsequent to initial recognition, goodwill is measured at cost less accumulated impairment losses.

6.12 Intangible Assets

Intangible assets that are acquired by the group, which have finite useful lives, are stated at cost less accumulated amortization and accumulated impairment losses (if any).

Amortization is recognized in profit or loss on a straight-line basis over the estimated useful lives of intangible, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. The estimated useful lives for the asset are 5-10 years.

6.13 License to Use the Frequency for Television Service

The carrying amount of license to use the frequency for television service consists of expenditures that are directly attributable to the acquisition of the commercial digital terrestrial television licences at national level for a news and information category are measured at cash price equivalent discounted to present value using a market discount rate stated at cost less accumulated amortisation and impairment losses. The differences between the cash price equivalent and the total payments to be made are recognised as financial costs over the licence fee payment periods, amortised from the date that it is ready to provide service. Amortization is charged on a straight-line basis over the estimated useful lives of 15 years.

6.14 Impairment

The carrying amounts of assets are assessed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated of asset or its cash-generating unit to which the asset is included in the recognition of an impairment loss when the recoverable amount less than the carrying amount of the asset or its cash generating unit.

Impairment loss is recognized as expenses in profit or loss immediately.

Calculation of Recoverable Amount

- The recoverable amount is the higher of the asset's fair value less cost to sell of asset or the cash-generating unit or its value in use.
- In assessing value in use of an asset by estimating the present value of future cash flows generated by the asset, discounted using a pre-tax discount rate which reflects current market assessments of the time value of money and the risks specific to the asset.

- The asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Reversals of Impairment Loss

- The loss on impairment of assets recognized in the prior period will be reversed if the estimation for indicated net realizable value changes since the last impairment loss was recognized. The carrying amount of the asset not exceed just to be the carrying amount that would have been (net of depreciation or amortization), if no impairment loss had been recognized.
- Reversals of impairment loss will be recognized as income in profit or loss immediately.

6.15 Trade Payables and Other

Trade and other payables were shown in cost value.

6.16 Leases

- The group is the lessee

Long term leases which substantially transferred all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalized at the inception of the lease at the lower of the fair value of the leased asset or the present value of the minimum lease payments. Each lease payment is allocated to the principal and to the finance charges so as to achieve a constant rate on the finance balance outstanding. The outstanding rental obligations less 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. The assets acquired under finance leases while depreciation is carried throughout the useful lives of leased asset. However, if there is uncertainty in the right of ownership when the contract is terminated, depreciation is carried according to useful lives of leased assets or life of leased contract whichever the period is lower.

Long-term leases not transferring a significant portion of the risks and rewards of ownership to the lessee are classified as operating leases. Payments made under operation leases (net of any incentives received from the lesser) are charged to profit or loss on a straight-line basis over the period of the lease.

When an operating lease is terminated before the lease period has expired, any payment required to be made to the lesser by way of penalty is recognized as an expense in the period in which termination takes place.

- The group is the lessor

When assets are leased out under a finance lease, the net investment in the lease is recognized as a receivable. The difference between the gross investment in the lease and the net investment in the lease is recognized unearned finance income. Lease income is recognized over the term of the lease using the net investment method, which reflects a constant periodic rate of return.

Current portion of finance lease receivables are presented under current assets.

6.17 Employees Benefit

The group is recognized salary, wage, bonus, social security fund are expense on date the transaction occur.

The group provides for post employment benefits to or retirement indemnity employees under the labor laws applicable in Thailand. The group has recorded the liabilities in respect of employee benefits which are the present value of the defined benefit obligations calculated by an independent actuary in accordance with the actuarial technique, and discounted benefit by the projected unit credit method. The present value of the defined benefit obligations are determined by discounting estimated future cash flows using yields on the government bonds which have terms to maturity approximating the terms of related liability. The estimated future cash flows shall reflect employee salaries, turnover rate, mortality, length of service and other. The group recorded employee benefit obligation as non-current liabilities. The costs associated with providing these benefits are charged to profit or loss so as to spread the cost over the employment period during which the entitlement to benefits is earned and recognized actuarial gain (loss) in other comprehensive income.

6.18 Provision of Liabilities

The group recognized provision of liabilities when it is probable that there is a present legal or constructive obligation as a result of past events and an outflow of resources will be required to settle the obligation and a reliable estimate of the amount can be made. Where the group expects a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain.

6.19 Recognition of Revenues

- Revenue from sales is recognized in profit or loss when the significant risks and rewards of ownership have been transferred to the buyer.
- Revenue from service for project is recognized as services are provided on the percentage of completion method which is computed in accordance with the proportion of actual cost incurred as compared to the total estimated cost for the contract.

The stage of completion is assessed by reference to surveys of work performed. When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognized only to the extent of contract costs incurred that are likely to be recoverable. An expected loss on a contract is recognized immediately in profit or loss.

- Revenue from selling of advertisement is from selling of advertisement on television recognized as price in invoice less discount. Revenue is recognized as services are provided.
- Revenue from television production is recognized as delivered.
- Revenue from share broadcasting is recognized over the term of the lease.
- Revenue from service is recognized as services are provided.
- Revenue from leases is recognized in accordance with the accounting policy per note 6.16-leases.
- Revenue from barter transactions on goods or service is from bartering unidentical goods and services, recognized at fair value of bartered goods and services.
- Revenue from rental is recognized in profit or loss on a straight-line basis over the term of the lease.
- Revenue from interest income is recognized over the term of borrowing and calculated from the outstanding principal.

6.20 Recognition of Expenses

- Expenses are recognized on an accrual basis.

6.21 Income Taxes

Income Taxes

Income tax expense comprises current tax and deferred tax. Income tax expense is recognized in profit or loss except to the extent that related to items recognized in other comprehensive income or recognized directly in equity which will recognize in other comprehensive income or recognized directly in equity as same as that items.

Current Tax

Current tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation, using the tax rates enacted at the end of reporting period.

Deferred Tax

Deferred tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of reporting period.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profit will be available against which the asset can be utilized. Deferred tax assets are reduced to the extent that the related tax benefit will be realized.

6.22 Earnings (Loss) per Share

Primary earnings (loss) per share are calculated by dividing the net profit (loss) by the weighted average number of issued and paid up ordinary shares.

Diluted earning (loss) per share is computed by divided net profit (loss) by aggregate amount of weighted average number of common stock issued during the year and the weighted average number of common stock which the Company may have to issue for conversion of the whole of warrants to common stocks.

6.23 Appropriation of Retained Earnings

The appropriation of retained earnings is attributable to the Public Company Act B.E. 2535 (1992). The Company will appropriate retained earnings when it is approved at the board of directors which will report to the next meeting of shareholders.

6.24 Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Company apply a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Company measure fair value using valuation technique that are appropriate in the circumstances and maximizes the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

Level 1 in put are quoted prices in active market for identical assets or liabilities that the Company can access at the measurement date.

Level 2 in put are other observable inputs either directly or indirectly, for the assets or liabilities other than quoted price included within Level 1 inputs.

Level 3 in put are unobservable inputs for the assets and liabilities.

At the end of each reporting period, the Company determine whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

6.25 Significant Accounting Judgments and Estimates

In order to prepare the financial statements to comply with financial reporting standards, the Company's management had to make some judgment and estimates which may have an effect on the amount shown in financial statements and notes to financial statements, therefore the actual result may differ from the estimated amount. Significant estimates and provisions are as follows:

Lease

In determining whether a lease is to be classified as an operating lease or finance lease, the management is required to use judgment regarding whether significant risk and rewards of ownership of the leased asset have been transferred, taking into consideration terms and conditions of the arrangement.

Allowance for Doubtful Accounts –Trade and Other Receivables

In determining an allowance for doubtful accounts, the management needs to make judgment and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the prevailing economic condition.

Equipment and Depreciation

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

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

Intangible Assets

Intangible assets are systematically amortized over their estimated useful lives, and are subject to impairment if there is an indication they may be impaired.

Post-Employment Benefits

The obligation under defined benefit plan is determined based on actuarial valuations. Inherent within these calculations are assumptions as to discount rates, future salary increases and other demographic factors. In determining the appropriate discount rate, management selects an

interest rate that reflects the current economic situation. Actual post-retirement costs may ultimately differ from these estimates.

Litigations

The Company have contingent liabilities as a result of litigations. The management have used judgment to assess of the results of the litigation and provision for the related liabilities has been recorded as at the end of reporting period. However, actual results could differ from the estimates.

7. Cash and Cash Equivalents

Consist of:

	Consolidated		Separate	
	Financial Statements		Financial Statements	
	As at	As at	As at	As at
	31 December 2015	31 December 2014	31 December 2015	31 December 2014
	Baht	Baht	Baht	Baht
Cash	452,794.75	491,305.00	30,000.00	30,000.00
Current Deposit Accounts	95,246,664.83	313,630,246.29	94,125,498.17	312,602,691.26
Savings Deposit Accounts	55,302,524.08	95,773,901.94	29,477,739.25	17,523,543.26
Fixed Deposit Accounts	200,000.00	-	-	-
Cheques on Hand	-	63,000.00	-	-
Total	<u>151,201,983.66</u>	<u>409,958,453.23</u>	<u>123,633,237.42</u>	<u>330,156,234.52</u>

8. Temporary Investments

Consist of:

	Consolidate Financial Statements	
	As at	As at
	31 December 2015	31 December 2014
	Baht	Baht
Investment in Marketable Securities		
Cost Value in Investments in Marketable Equity Instruments	3,820,500.00	3,820,500.00
<u>Add (Less) Unrealized Gain (Loss)</u>	<u>(262,500.00)</u>	<u>779,500.00</u>
Fair Value in Investments in Marketable Equity Instruments	<u>3,558,000.00</u>	<u>4,600,000.00</u>
Investment in Available-for-Sale Securities		
Cost Value in Investments in Marketable Equity Instruments	-	135,000,000.00
<u>Add (Less) Unrealized Gain (Loss)</u>	<u>-</u>	<u>(7,000,000.00)</u>
Fair Value in Investments in Marketable Equity Instruments	<u>-</u>	<u>128,000,000.00</u>
12 months Fixed Deposit Accounts	<u>1,019.80</u>	<u>1,000.00</u>
Total	<u>3,559,019.80</u>	<u>132,601,000.00</u>

	Separate Financial Statements	
	As at	As at
	31 December 2015	31 December 2014
	Baht	Baht
Investment in Marketable Securities		
Cost Value in Investments in Marketable Equity Instruments	3,820,500.00	3,820,500.00
<u>Add (Less) Unrealized Gain (Loss)</u>	<u>(262,500.00)</u>	<u>779,500.00</u>
Fair Value in Investments in Marketable Equity Instruments	<u>3,558,000.00</u>	<u>4,600,000.00</u>
Investment in Available-for-Sale Securities		
Cost Value in Investments in Marketable Equity Instruments	-	135,000,000.00
<u>Add (Less) Unrealized Gain (Loss)</u>	<u>-</u>	<u>(7,000,000.00)</u>
Fair Value in Investments in Marketable Equity Instruments	<u>-</u>	<u>128,000,000.00</u>
Total	<u>3,558,000.00</u>	<u>132,600,000.00</u>

For the years ended 31 December 2015 and 2014, the movement of investment in marketable securities was as follows:

	Consolidated/Separate Financial Statements	
	For the years ended	
	31 December 2015	31 December 2014
	Baht	Baht
Beginning Book Value	4,600,000.00	10,640,400.00
Purchasing of Securities	-	260,000.00
Selling of Securities	-	(7,363,966.63)
Gain from Sale of Securities	-	284,066.63
Change of Fair Value of Marketable Securities	(1,042,000.00)	779,500.00
Ending Book Value	3,558,000.00	4,600,000.00

For the years ended 31 December 2015 and 2014, the movement of investment in available-for-sale securities was as follows:

	Consolidated/Separate Financial Statements	
	For the years ended	
	31 December 2015	31 December 2014
	Baht	Baht
Beginning Book Value	128,000,000.00	-
Purchasing of Securities	-	135,000,000.00
Selling of Securities	(135,000,000.00)	-
Change of Fair Value of Available-for-Sale Securities	-	(7,000,000.00)
Reversal of Unrealized Loss of Securities	7,000,000.00	-
Ending Book Value	-	128,000,000.00

The fair value measurement of trading securities and available-for-sale using the last bid price quoted on the Stock Exchange of Thailand as at the date of statement of financial position which are Level 1 inputs.

9. Trade and Other Receivables

Consist of:

	Consolidated		Separate	
	Financial Statements		Financial Statements	
	As at	As at	As at	As at
	31 December 2015	31 December 2014	31 December 2015	31 December 2014
	Baht	Baht	Baht	Baht
Trade Receivables	100,283,378.69	109,660,539.51	35,984,112.88	41,600,783.74
<u>Less</u> Allowance for Doubtful Accounts	(27,273,236.88)	(27,497,617.42)	(24,402,019.98)	(25,330,019.98)
Trade Receivables-Net	<u>73,010,141.81</u>	<u>82,162,922.09</u>	<u>11,582,092.90</u>	<u>16,270,763.76</u>
Other Receivables	112,397,093.22	116,819,612.93	22,439,159.02	21,243,340.82
<u>Less</u> Allowance for Doubtful Accounts	(13,064,858.91)	(13,026,324.71)	(11,590,071.66)	(11,620,071.66)
Other Receivables-Net	<u>99,332,234.31</u>	<u>103,793,288.22</u>	<u>10,849,087.36</u>	<u>9,623,269.16</u>
Total	<u>172,342,376.12</u>	<u>185,956,210.31</u>	<u>22,431,180.26</u>	<u>25,894,032.92</u>

Trade receivables were classified by aging as follows:

	Consolidated		Separate	
	Financial Statements		Financial Statements	
	As at	As at	As at	As at
	31 December 2015	31 December 2014	31 December 2015	31 December 2014
	Baht	Baht	Baht	Baht
Unbilled Trade Receivable	17,379,895.16	5,476,546.06	-	-
Trade Receivables within Due Period	25,861,331.83	33,682,438.66	176,752.25	1,787,193.72
Trade Receivables Classified by Over Due				
Period as Follows				
- Less than 3 months	15,907,382.55	29,759,590.58	-	3,368,340.95
- 3-6 months	962,316.80	111,280.00	-	37,236.00
- 6-12 months	1,346,144.43	3,756,191.74	239,519.61	-
- More than 12 months	38,826,307.92	36,874,492.47	35,567,841.02	36,408,013.07
Total	<u>100,283,378.69</u>	<u>109,660,539.51</u>	<u>35,984,112.88</u>	<u>41,600,783.74</u>
<u>Less</u> Allowance for Doubtful Accounts	(27,273,236.88)	(27,497,617.42)	(24,402,019.98)	(25,330,019.98)
Net	<u>73,010,141.81</u>	<u>82,162,922.09</u>	<u>11,582,092.90</u>	<u>16,270,763.76</u>

Other receivables consist of:

	Consolidated		Separate	
	Financial Statements		Financial Statements	
	As at	As at	As at	As at
	31 December 2015	31 December 2014	31 December 2015	31 December 2014
	Baht	Baht	Baht	Baht
Withholding Tax	23,603,126.58	13,210,723.16	2,510,626.99	1,984,132.28
Prepaid Expense	17,901,244.54	14,870,841.87	12,179,773.74	12,235,685.19
Accrued Interest	4,372,919.24	11,585,946.81	22,467.03	-
Deposits	1,562,126.93	21,900,526.28	-	-
Accrued Revenue	1,157,153.12	201,341.53	292,544.50	228,438.89
Account Receivable - Revenue Department	44,523,983.53	39,992,151.61	3,303,996.87	3,347,218.68
Advance Payment	652,696.65	3,613,030.13	198,074.08	441,412.20
Others Receivables	2,216,602.23	1,004,221.86	3,595,060.26	2,448,110.15
Others	16,407,240.40	10,440,829.68	336,615.55	558,343.43
Total	112,397,093.22	116,819,612.93	22,439,159.02	21,243,340.82
<u>Less</u> Allowance for Doubtful Accounts	(13,064,858.91)	(13,026,324.71)	(11,590,071.66)	(11,620,071.66)
Net	99,332,234.31	103,793,288.22	10,849,087.36	9,623,269.16

For the years ended 31 December 2015 and 2014, the movement of allowance for doubtful accounts were as follows:

	Consolidated		Separate	
	Financial Statements		Financial Statements	
	For the years ended		For the years ended	
	31 December 2015	31 December 2014	31 December 2015	31 December 2014
	Baht	Baht	Baht	Baht
Beginning Balance	(40,523,942.13)	(15,657,037.48)	(36,950,091.64)	(13,610,624.58)
Increase during the Year	(862,029.54)	(25,675,423.15)	-	(23,939,467.06)
Reverse during the Year	1,047,875.88	808,518.50	958,000.00	600,000.00
Ending Balance	(40,338,095.79)	(40,523,942.13)	(35,992,091.64)	(36,950,091.64)

10. Unbilled Works in Progress

Consist of :

	Consolidated/Separate Financial Statements	
	As at 31 December 2015	As at 31 December 2014
	Baht	Baht
Unbilled Works in Progress	7,678,656.45	8,461,656.67
<u>Less</u> Allowance for Doubtful Accounts	(6,586,356.74)	(8,230,143.66)
Unbilled Works in Progress-Net	<u>1,092,299.71</u>	<u>231,513.01</u>

Unbilled works in progress were classified by aging as follows:

	Consolidated/Separate Financial Statements	
	As at 31 December 2015	As at 31 December 2014
	Baht	Baht
Unbilled works in progress within due period	122,639.00	-
Unbilled works in progress over due period		
- Less than 3 months	408,063.54	231,513.01
- 3 - 6 months	290,711.66	-
- 6 - 12 months	270,885.50	-
- More than 12 months	6,586,356.75	8,230,143.66
Total	<u>7,678,656.45</u>	<u>8,461,656.67</u>
<u>Less</u> Allowance for Doubtful Accounts	<u>(6,586,356.74)</u>	<u>(8,230,143.66)</u>
Net	<u><u>1,092,299.71</u></u>	<u><u>231,513.01</u></u>

For the years ended 31 December 2015 and 2014, the movements of allowance for doubtful accounts were as follows:

	Consolidated/Separate Financial Statements For the years ended	
	31 December 2015	31 December 2014
	Baht	Baht
Beginning Balance	(8,230,143.66)	(8,230,143.66)
Write-off to Bad Debts	1,643,786.92	-
Ending Balance	<u>(6,586,356.74)</u>	<u>(8,230,143.66)</u>

Unbilled work in progress overdue more than 12 months mainly comprised 2 projects with government and state enterprises of which with total contract value of Baht 17.73 million have been cancelled. The Company is in the process of following up and believes that the allowance for doubtful accounts recorded is sufficient (As in Note 44.8 (a))

11. Finance Lease Receivables

Consist of:

	Consolidated/ Separate Financial Statements	
	As at	As at
	31 December 2015	31 December 2014
	Baht	Baht
Gross Receivable in the Lease Contracts		
Due within 1 year	15,799,992.00	15,799,992.00
Due within 2 to 5 years	61,883,342.00	61,883,342.00
Total	77,683,334.00	77,683,334.00
<u>Less</u> Deferred Income - Receivable to Due within 1 year	(6,875,825.68)	(6,875,825.68)
Deferred Income - Receivable to Due within		
2 to 5 years	(13,444,500.65)	
Allowance for Doubtful Accounts	(57,363,007.67)	(12,181,479.32)
Net	-	58,626,029.00
Net Receivable in the Lease Contracts		
Due within 1 year - Net	-	-
Due within 2 to 5 years - Net	-	45,181,528.35
Total	-	45,181,528.35
Deferred Income - Net	-	13,444,500.65

For the years ended 31 December 2015 and 2014, the movements of allowance for doubtful accounts were as follows:

	Consolidated/Separate Financial Statements	
	For the years ended	
	31 December 2015	31 December 2014
	Baht	Baht
Beginning Balance	(12,181,479.32)	-
Increase During the Year	(45,181,528.35)	(12,966,942.75)
Decrease During the Year	-	785,463.43
Ending Balance	(57,363,007.67)	(12,181,479.32)

Accounts receivable under the long-term lease agreement are receivables resulting from a company in Thailand (Transferor of claims) transferring the claims to solely receive payment of every monthly rental amount (60 periods totaling Baht 79 million) from The Agricultural Futures Exchange of Thailand in accordance with the claims transfer agreement entered with the company above dated 13 December 2012. The Company shall not be responsible for any duties and responsibilities of the transferor of claims who has to comply with the main agreement which this company has entered into with The Agricultural Futures Exchange of Thailand. However, since transferring the claims to receive payment is presently unable to accomplish, the Company has to demand the rent directly with the buyer.

On 12 July 2012, this company had entered into a lease and installation agreement with The Agricultural Futures Exchange of Thailand in order to lease and install computer equipment, hardware, network, and software in the project “Improvement of the networking and trading systems” of The Agricultural Futures Exchange of Thailand, with the contract value amounting to Baht 79 million (VAT inclusive). The rent is equally paid every period at Baht 1.32 million per month for 60 periods. However, on 13 December 2012, apart from entering into the claims transfer agreement mentioned above, the Company has also entered into another product buy/sell agreement with that company. With the Company as “The Seller” and that company as (The Buyer), the product buy/sell agreement above has the following significant contents:

- 1) The buyer and seller agreed to sell the equipment along with installation. The buyer will have to deliver and install the goods ordered at The Agricultural Futures Exchange of Thailand according to the list and details specified in several purchase orders dated 13 December 2012 totaling Baht 56,688,864.08 (inclusive of VAT and expense), which is the product ordered by the Company from a distributor in Thailand by the same amount.
- 2) Buyer agrees to pay and the seller agrees to accept the payment. Buyer agrees to transfer the right to receive payment under the lease agreement from The Agricultural Futures Exchange of Thailand for every period and all amounts by dividing into 60 periods of Baht 79 million from the claims transfer agreement date (13 December 2012) onwards to the Company instead of paying for such goods. It is stated that the penalty and damage arising from the agreement dated 12 July 2012; the transferor of claims shall be solely responsible.
- 3) The buyer has to handover the product receiving inspection document of The Agricultural Futures Exchange of Thailand with correct and complete signing upon receipt. The buyer has already delivered these documents to the Company on 25 July 2013.

- 4) The warranty of each product delivered shall follow the equipment rental and installation agreement between that Company and The Agricultural Futures Exchange of Thailand, and the distributor or installation contractor shall be responsible directly at no extra cost.

The Company records the transaction in accordance with the long-term lease agreement by recognizing such receivable as receivable under the long-term lease agreement in the amount of 79 million. (Net of the revenue to be realized under the long-term lease agreement of 20.85 million) and recognizes the purchase from the distributor as accounts payable in the amount of Baht 56.69 million. Presently, the Company has paid the whole amount.

As at 31 December 2015, since the management of the Company considers that the Company is unlikely to receive remaining rental payment of 59 installments totaling to Baht 57.36 million (net of deferred income), the whole amount of allowance of doubtful account is reserved and considered enough by the management of the Company.

12. Inventories

Consist of:

	Consolidated		Separate	
	Financial Statements		Financial Statements	
	As at	As at	As at	As at
	31 December 2015	31 December 2014	31 December 2015	31 December 2014
	Baht	Baht	Baht	Baht
Inventories	15,895,681.42	8,176,616.46	567,340.56	918,888.03
Work in Process	147,630.02	-	-	-
Total	16,025,955.29	8,176,616.46	567,340.56	918,888.03
<u>Less</u> Allowance for Decline in				
Value of Inventories	(1,769,845.69)	(387,972.80)	(387,972.80)	(387,972.80)
Net	14,273,465.75	7,788,643.66	179,367.76	530,915.23

For the years ended 31 December 2015 and 2014, the movement of allowance for decline in value of inventories was as follows:

	Consolidated		Separate	
	Financial Statements		Financial Statements	
	For the years ended		For the years ended	
	31 December 2015	31 December 2014	31 December 2015	31 December 2014
	Baht	Baht	Baht	Baht
Beginning Balance	(387,972.80)	(387,972.80)	(387,972.80)	(387,972.80)
Increase from Purchase Business	(1,868,707.05)	-	-	-
Decrease During the Year	486,834.16	-	-	-
Ending Balance	<u>(1,769,845.69)</u>	<u>(387,972.80)</u>	<u>(387,972.80)</u>	<u>(387,972.80)</u>

13. Short-term Loans to Other Companies

Consist of:

	Consolidated		Separate	
	Financial Statements		Financial Statements	
	As at	As at	As at	As at
	31 December 2015	31 December 2014	31 December 2015	31 December 2014
	Baht	Baht	Baht	Baht
Short-term Loans to Other Company-				
Beginning	2,400,000.00	2,400,000.00	-	-
<u>Add</u> Increase During the Year	-	-	-	-
<u>Less</u> Repayment During the Year	-	-	-	-
Short-term Loans to Other Company-				
Ending	2,400,000.00	2,400,000.00	-	-
<u>Less</u> Allowance of Doubtful Account	<u>(2,400,000.00)</u>	<u>(2,400,000.00)</u>	<u>-</u>	<u>-</u>
Net	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

For the years ended 31 December 2015 and 2014, the movements of allowance for doubtful accounts were as follows:

	Consolidated		Separate	
	Financial Statements		Financial Statements	
	For the years ended		For the years ended	
	31 December 2015	31 December 2014	31 December 2015	31 December 2014
	Baht	Baht	Baht	Baht
Beginning Balance	(2,400,000.00)	-	-	-
Increase During the Year	-	(2,400,000.00)	-	-
Ending Balance	<u>(2,400,000.00)</u>	<u>(2,400,000.00)</u>	<u>-</u>	<u>-</u>

As at 31 December 2015 and 2014, Ruam Mue Ruam Jai Co., Ltd. which was an indirect subsidiary had short-term loan to other company totaling Baht 2.40 million. The interest rate was at 4% per annum. The indirect subsidiary has entered with an additional memorandum that loan will be repaid at least Baht 0.2 million per month from 14 August 2012, by with full payment within the year 2013. Later, on 12 July 2013, the indirect subsidiary has filed a lawsuit for repayment of loans and interest, with suing amount of Baht 2.45 million. On 28 February 2014, the civil court made a judgment for such company to make payment in amount of Baht 2.42 million to the subsidiary. As a result, such company filed a petition to appeal Court and was allowed to file document within 11 June 2014. However, on 11 June 2014 such company did not file a petition within the period. That makes it can no longer appeal to the court and the case is finished according to the civil court. Later, on 5 March 2015, Legal Execution Department has informed to the subsidiary company to accountants certification lists receive - paid and received cash for guarantee to the court and some amount to withhold from receivable total amount of Baht 220,720.65 with suing to the rest amount of Baht 2.22 million remain have been affect to the force more time 10 years.

The management of the subsidiary company considers that it is probable that loan is not repaid, the whole amount of allowance of doubtful account is reserved.

14. Pledged Fixed Account

As at 31 December 2015 and 2014, the group pledges the fixed deposit to guarantee for letter of guarantee, letters of credit and for guarantee received for fee license to use the frequency remained fully amount.

15. Investments in Subsidiaries

As at 31 December 2015 and 2014, the Company had investments in its subsidiaries as follows:

Name of Company	Paid-up Share Capital	% Share- Holding	Separate Financial Statements		Dividend	
			Cost Method		For the years end	
			As at			
			31 December 2015	31 December 2014	31 December 2015	31 December 2014
	Baht	%	Baht	Baht	Baht	Baht
Investments in Subsidiaries						
- Sync Technologies Co., Ltd.	10,000,000.00	99.99	9,999,970.00	9,999,970.00	-	-
- Spring News Corporation Co., Ltd.	1,200,000,000.00	99.99	1,199,996,400.00	199,999,400.00	-	-
- Environmental Solution Integrator Co., Ltd.	10,000,000.00	90.00	9,000,000.00	9,000,000.00	-	-
- News Network Multimedia Co., Ltd.	10,000,000.00	99.99	9,999,985.00	9,999,985.00	-	-
- Green Net 1282 Co., Ltd.	19,000,000.00	99.99	30,988,745.00	-	-	-
Total			1,259,985,100.00	1,228,996,355.00	-	-
<u>Less</u> Allowance for Impairment of						
Investments			(529,797,415.85)	(208,999,400.00)	-	-
Net			730,187,681.15	1,019,996,955.00	-	-

(A) Purchase of Investment in Subsidiary for Controlling

According to the minute of Board of Director of the Company No. 3/2015 on 23 March 2015, the Company to purchase of 96,900 ordinary shares of Green Net 1282 Co., Ltd. at Baht 165.12 per share, totalling to Baht 16 million. The investment of 51% has resulted such company to become a subsidiary company. The objective of investment is to expand opportunities in various businesses as follows;

- (a) information provider via mobile phone, internet and electronic media
- (b) book and magazine
- (c) goods distribution via call center system and mobile phone

Fair values of assets of a subsidiary as of the date of purchase business, 26 March 2015, are as follow:-

	Fair Value
	As at 26 March 2015
	Baht
Current Assets	12,252,411.55
Non-Current Asset	1,835,119.43
Total Assets	14,087,530.98
Current Liabilities	3,887,375.78
Total Liabilities	3,887,375.78
Net Asset Value	10,200,155.20
Percentage of Investment 51%	5,202,079.15
Cash Payment from Purchase of Investment of Green Net 1282 Co., Ltd.	16,000,128.00
Net Asset Value to Percentage of Investment 51%	5,202,079.15
Goodwill	10,798,048.85
Investments in a Subsidiary	16,000,128.00
<u>Less</u> Cash and Cash Equivalent of a Subsidiary	(177,549.29)
Cash Payment from Investment in a Subsidiary Company	15,822,578.71

As at 31 December 2015, the management of the Company to consider allowance for impairment of goodwill from purchased business of subsidiary company on 26 March 2015, the whole amount of Baht 10,798,048.85. The Company recognized the loss on impairment of goodwill in investment in subsidiary company in consolidated statements of comprehensive income for the year ended 31 December 2015.

(B) Increase Ratio to Investment in Subsidiary after from Controlling

According to the minute of Board of Director of the Company No. 10/2015 on 25 September 2015, the Company to purchase of 93,097 ordinary shares of Green Net 1282 Co., Ltd. at Baht 161.00 per share, totalling to Baht 15.12 million. The investment of 49% has resulted to the investment of company increase from 51% to 99.99%.

Fair values of assets of a subsidiary as at 14 October 2015, are as follow:-

	Fair Value
	As at 14 October 2015
	Baht
Current Assets	20,835,737.18
Non-Current Asset	2,532,752.89
Total Assets	23,368,490.07
Current Liabilities	12,158,960.27
Non-Current Liabilities	893,878.49
Total Liabilities	13,052,838.76
Net Asset Value	10,315,651.31
Percentage of Investment 49%	5,054,669.14
Cash Payment from Increase Ratio to Investment in Subsidiary after from Controlling	14,988,617.00
Net Asset Value to Percentage of Investment 49%	5,054,669.14
Discount on Changes of Interest in Subsidiary	9,933,947.86

16. Non-controlling Interests

The information relating to each of the Group's subsidiaries that has a material non-controlling interest, before any intra-group eliminations:

	As at 31 December 2015		(Unit:Baht)
	Environmental Solution Integrator Co., Ltd.	Eliminations	Total
Non-controlling interest percentage	10%		
Current assets	20,911,913.88		
Non-current assets	5,771,060.30		
Current liabilities	(66,714,972.52)		
Non-current liabilities	(545,090.05)		
Net assets	(40,577,088.39)		
Carrying amount of non-controlling interest	(4,057,708.83)	-	(4,057,708.83)
Revenue	46,075,264.60		
Profit (loss) for the year	(15,794,839.14)		
Other comprehensive income	-		
Total comprehensive income	(15,794,839.14)		
Profit (loss) allocated to non-controlling interest	(1,579,483.91)	56,593.09	(1,522,890.82)
Other comprehensive income allocated to non-controlling interest	(1,579,483.91)	56,593.09	(1,522,890.82)
Net Cash used in operating activities	(5,363,316.96)		
Net Cash used in investing activities	(292,694.89)		
Net Cash used in financing activities	5,164,752.27		
Net Cash and Cash equivalents increase (decrease)	(491,259.58)		

(Unit:Baht)

	As at 31 December 2014		
	Environmental Solution	Eliminations	Total
	Integrator Co., Ltd.		
Non-controlling interest percentage	10%		
Current assets	25,784,109.16		
Non-current assets	9,319,117.77		
Current liabilities	(58,837,379.17)		
Non-current liabilities	(1,048,097.01)		
Net assets	(24,782,249.25)		
Carrying amount of non-controlling interest	(2,478,224.92)	-	(2,478,224.92)
Revenue	84,924,752.07		
Profit (loss) for the year	(19,542,662.00)		
Other comprehensive income	163,453.70		
Total comprehensive income	(19,379,208.30)		
Profit (loss) allocated to non-controlling interest	(1,954,266.20)	-	(1,954,266.20)
Other comprehensive income allocated to non-controlling interest	(1,937,920.83)	-	(1,937,920.83)
Net Cash used in operating activities	(13,155,301.78)		
Net Cash used in investing activities	13,653,226.60		
Net Cash used in financing activities	848,792.66		
Net Cash and Cash equivalents increase	1,346,717.48		

17. Investments in Joint Venture

As at 31 December 2015 and 2014, the Company had investments in joint venture as follows:

Company's name	Proportion	Consolidated Financial Statements		Separate Financial Statements	
		Equity Method		Cost Method	
		As at		As at	
		31 December 2015	31 December 2014	31 December 2015	31 December 2014
	%	Baht	Baht	Baht	Baht
Joint Venture-Spring News Sueck					
Asawindum	50	1,437,793.58	-	-	-

a) Changes of Investment in Joint Venture

	Consolidated Financial Statements		Separate Financial Statements	
	As at	As at	As at	As at
	31 December 2015	31 December 2014	31 December 2015	31 December 2014
	Baht	Baht	Baht	Baht
Investments in Joint Venture				
Beginning Book Value	-	-	-	-
Investments in Joint Venture	2,000,000.00	-	-	-
Share of Gain (Loss) in Joint Venture	(562,206.42)	-	-	-
Ending Book Value	<u>1,437,793.58</u>	<u>-</u>	<u>-</u>	<u>-</u>

b) Detail of Investments in Joint Venture

Summary financial information of significant the Joint Venture is as follows:

Statement of Financial Position in Conclusion:

	Joint Venture Spring News
	Sueck Asawindum
	As at
	31 December 2015
	Baht
Cash and Cash Equivalent	289,669.94
Other Current Assets (excluded cash)	5,540,806.22
Trade and Other Payables	(2,954,888.99)
Net Asset	2,875,587.17
Interests in Joint Venture (50%)	1,437,793.58

Other Comprehensive Income (Expense) in Conclusion:

	Joint Venture Spring News
	Sueck Asawindum
	For the year ended
	31 December 2015
	Baht
Revenues from Service	6,714,614.75
Costs of Services	(6,479,581.99)
Interest Income	468.22
Administrative Expenses	(1,359,913.81)
Profit (Loss) for the Year	(1,124,412.83)

The information above reflects the amounts presented in the unaudited financial statements of the joint ventures.

18. Investments in Related Company

For the years ended 31 December 2015 and 2014, the movement of investments in related company was as follows:

	Consolidated Financial Statements For the years ended		Separate Financial Statements For the years ended	
	31 December 2015	31 December 2014	31 December 2015	31 December 2014
	Baht	Baht	Baht	Baht
Fair Value Beginning	-	15,023,076.60	-	-
Reversal of Unrealized Gain from				
Revaluation Securities	-	(6,867,692.16)	-	-
Selling of Securities	-	(8,155,384.44)	-	-
Fair Value Ending	-	-	-	-

19. Long-Term Investments

Consist of:

	Consolidate/Separate Financial Statements	
	As at	As at
	31 December 2015	31 December 2014
	Baht	Baht
Investment in Available-for-Sale Securities		
Cost Value	1,042,907,868.95	1,042,907,868.95
<u>Less Unrealized Loss</u>	<u>(380,079,168.95)</u>	<u>(97,935,621.95)</u>
Fair Value	<u>662,828,700.00</u>	<u>944,972,247.00</u>

For the years ended 31 December 2015 and 2014, the movement of long-term investment in available-for-sale securities were as follows:

	Consolidated/Separate Financial Statements	
	For the years ended	
	31 December 2015	31 December 2014
	Baht	Baht
Beginning Book Value	944,972,247.00	-
Purchasing of Securities	-	1,042,907,868.95
Change of Fair Value of Available-for-Sale Securities	<u>(282,143,547.00)</u>	<u>(97,935,621.95)</u>
Ending Book Value	<u>662,828,700.00</u>	<u>944,972,247.00</u>

20. Assets for Rent-Net

Consist of:

	Consolidated Financial Statements Baht
As at 31 December 2013	
Cost	2,291,849.67
<u>Less</u> Accumulated Depreciation	(1,934,828.85)
Book Value	357,020.82
Transactions During the Year Ended 31 December 2014	
Purchase During the Year	958,736.64
Depreciation for the Year	(209,162.78)
Ending Book Value	1,106,594.68
As at 31 December 2014	
Cost	3,250,586.31
<u>Less</u> Accumulated Depreciation	(2,143,991.63)
Book Value	1,106,594.68
Transactions During the Year Ended 31 December 2015	
Written-off Assets	(75,307.91)
Depreciation for the Year	(393,445.21)
Accumulated Depreciation for Written-off Assets	32,703.51
Ending Book Value	670,545.07
As at 31 December 2015	
Cost	3,175,278.40
<u>Less</u> Accumulated Depreciation	(2,504,733.33)
Book Value	670,545.07
Depreciation for the year ended 31 December 2014 (Included in Costs of Services and Costs of Assets for Rent)	209,162.78
Depreciation for the year ended 31 December 2015 (Included in Costs of Services and Costs of Assets for Rent)	393,445.21

Separate
Financial Statements
Baht

As at 31 December 2013

Cost	1,922,527.93
<u>Less</u> Accumulated Depreciation	(1,922,260.09)
Book Value	267.84

Transactions During the Year Ended 31 December 2014

Purchase	958,736.64
Depreciation for the Year	(135,298.44)
Ending Book Value	823,706.04

As at 31 December 2014

Cost	2,881,264.57
<u>Less</u> Accumulated Depreciation	(2,057,558.53)
Book Value	823,706.04

Transactions During the Year Ended 31 December 2015

Purchase	-
Depreciation for the Year	(319,580.87)
Ending Book Value	504,125.17

As at 31 December 2015

Cost	2,881,264.57
<u>Less</u> Accumulated Depreciation	(2,377,139.40)
Book Value	504,125.17

Depreciation for the year ended 31 December 2014 (Included in Costs of Services
and Costs of Assets for Rent)

135,298.44

Depreciation for the year ended 31 December 2015 (Included in Costs of Services
and Costs of Assets for Rent)

319,580.87

21. Investment Property-Net

Consist of:

	Consolidated /Separate Financial Statements		
	Land	Building	Total
	Baht	Baht	Baht
As at 31 December 2013			
Costs	1,815,754.66	10,304,317.34	12,120,072.00
<u>Less</u> Accumulated Depreciation	-	(4,768,336.55)	(4,768,336.55)
Book Value	1,815,754.66	5,535,980.79	7,351,735.45
Transactions During the Year Ended 31 December 2014			
Depreciation for the Year	-	(515,215.87)	(515,215.87)
Ending Book Value	1,815,754.66	5,020,764.92	6,836,519.58
As at 31 December 2014			
Costs	1,815,754.66	10,304,317.34	12,120,072.00
<u>Less</u> Accumulated Depreciation	-	(5,283,552.42)	(5,283,552.42)
Book Value	1,815,754.66	5,020,764.92	6,836,519.58
Transactions During the Year Ended 31 December 2015			
Depreciation for the Year	-	(515,215.87)	(515,215.87)
Ending Book Value	1,815,754.66	4,505,549.05	6,321,303.71
As at 31 December 2015			
Costs	1,815,754.66	10,304,317.34	12,120,072.00
<u>Less</u> Accumulated Depreciation	-	(5,798,768.29)	(5,798,768.29)
Book Value	1,815,754.66	4,505,549.05	6,321,303.71
Depreciation for the year ended 31 December 2014 (Included in Administrative Expenses)			515,215.87
Depreciation for the year ended 31 December 2015 (Included in Administrative Expenses)			515,215.87

Investment property comprises a commercial property that is intended to be leased to third party. Each contract has length of 3 years and renewal of contracts subject to negotiation with lessee.

The Company has measured the fair value from the appraisal result by the independence appraiser with market approach as report dated 22 January 2016. Investment property had fair value in the amount of Baht 23.69 million which is Level 3 inputs and was used as collateral security of credit line from a local bank, as in Note 26.

22. Equipment

Consist of:

Consolidated Financial Statements									
	Buildings improvement	Furniture, Fixtures and Office Equipment	Vehicles		Equipment		Asset under Installation		Total
			Baht	Baht	Baht	Baht	Baht	Baht	
As at 31 December 2013									
Cost	-	81,459,733.40	10,826,595.40	6,311,585.29	-	-	-	98,597,914.09	
Less Accumulated Depreciation	-	(37,399,873.45)	(5,081,411.20)	(2,516,401.22)	-	-	-	(44,997,685.87)	
Book Value	-	44,059,859.95	5,745,184.20	3,795,184.07	-	-	-	53,600,228.22	
Transactions During the Year Ended 31 December 2014									
Purchase	-	71,765,022.65	4,652,117.06	144,602.20	94,326,334.95	-	-	170,888,076.86	
Transfer in (Transfer out)	-	14,317,600.00	-	1,397,622.49	(14,317,600.00)	-	-	1,397,622.49	
Disposal	-	(1,002,290.81)	(749,500.00)	(196,149.28)	-	-	-	(1,947,940.09)	
Written-off Assets	-	(6,142,178.31)	-	-	-	-	-	(6,142,178.31)	
Depreciation for the Year	-	(17,853,793.22)	(2,333,838.53)	(1,887,632.02)	-	-	-	(22,075,263.77)	
Accumulated Depreciation for Disposal/									
Written-off Assets	-	3,198,151.14	734,214.96	127,095.50	-	-	-	4,059,461.60	
Ending Book Value	-	108,342,371.40	8,048,177.69	3,380,722.96	80,008,734.95	-	-	199,780,007.00	
As at 31 December 2014									
Cost	-	160,397,886.93	14,729,212.46	7,657,660.70	80,008,734.95	-	-	262,793,495.04	
Less Accumulated Depreciation	-	(52,055,515.53)	(6,681,034.77)	(4,276,937.74)	-	-	-	(63,013,488.04)	
Book Value	-	108,342,371.40	8,048,177.69	3,380,722.96	80,008,734.95	-	-	199,780,007.00	

Consolidated Financial Statements

	Buildings improvement	Furniture, Fixtures and Office Equipment	Vehicles	Equipment	Asset under Installation	Total
	Baht	Baht	Baht	Baht	Baht	Baht
As at 31 December 2014						
Cost	-	160,397,886.93	14,729,212.46	7,657,660.70	80,008,734.95	262,793,495.04
Less Accumulated Depreciation	-	(52,055,515.53)	(6,681,034.77)	(4,276,937.74)	-	(63,013,488.04)
Book Value	-	108,342,371.40	8,048,177.69	3,380,722.96	80,008,734.95	199,780,007.00
Transactions During the Year Ended 31 December 2015						
Increase from Investment in Subsidiary	-	1,579,873.12	213,657.59	-	-	1,793,530.71
Purchase	3,662,773.20	53,723,821.53	632,458.00	141,260.96	22,521,220.00	80,681,533.69
Transfer in (Transfer out)	-	55,741,708.95	(593,458.00)	-	(56,541,708.95)	(1,393,458.00)
Disposal	-	(3,760,662.69)	-	(1,536.12)	-	(3,762,198.81)
Written-off Assets	-	(4,383,818.59)	-	(65,250.80)	-	(4,449,069.39)
Depreciation for the Year	(149,576.95)	(28,720,273.42)	(2,957,565.78)	(2,450,305.30)	-	(34,277,721.45)
Accumulated Depreciation for Disposal/ Written-off Assets	-	6,483,603.61	-	36,627.44	-	6,520,231.05
Ending Book Value	3,513,196.25	189,006,623.91	5,343,269.50	1,041,519.14	45,988,246.00	244,892,854.80
As at 31 December 2015						
Cost	3,662,773.20	263,298,809.25	14,981,870.05	7,732,134.74	45,988,246.00	335,663,833.24
Less Accumulated Depreciation	(149,576.95)	(74,292,185.34)	(9,638,600.55)	(6,690,615.60)	-	(90,770,978.44)
Book Value	3,513,196.25	189,006,623.91	5,343,269.50	1,041,519.14	45,988,246.00	244,892,854.80
Depreciation for the year ended 31 December 2014 (Included in Costs of Services of Baht 7.72 million and Included in Administrative Expenses of Baht 14.36 million)						22,075,263.77
Depreciation for the year ended 31 December 2015 (Included in Costs of Services of Baht 16.46 million and Included in Administrative Expenses of Baht 17.82 million)						34,277,721.45

	Separate Financial Statements			
	Furniture, Fixtures and Office Equipment	Vehicles	Equipment	Total
	Baht	Baht	Baht	Baht
As at 31 December 2013				
Cost	18,824,156.32	6,866,267.29	1,752,921.10	27,443,344.71
<u>Less Accumulated Depreciation</u>	<u>(12,690,178.77)</u>	<u>(4,322,360.64)</u>	<u>(1,129,922.70)</u>	<u>(18,142,462.11)</u>
Book Value	<u>6,133,977.55</u>	<u>2,543,906.65</u>	<u>622,998.40</u>	<u>9,300,882.60</u>
Transactions During the Year Ended				
31 December 2014				
Purchase	1,337,318.35	1,745,575.00	-	3,082,893.35
Transfer in	-	-	138,440.12	138,440.12
Disposal	(244,342.91)	(710,000.00)	(12,304.63)	(966,647.54)
Depreciation for the Year	(2,934,491.44)	(1,349,770.66)	(496,895.65)	(4,781,157.75)
Accumulated Depreciation for				
Disposal/ Written-off Assets	<u>145,628.46</u>	<u>709,998.00</u>	<u>5,539.89</u>	<u>861,166.35</u>
Ending Book Value	<u>4,438,090.01</u>	<u>2,939,708.99</u>	<u>257,778.13</u>	<u>7,635,577.13</u>
As at 31 December 2014				
Cost	19,917,131.76	7,901,842.29	1,879,056.59	29,698,030.64
<u>Less Accumulated Depreciation</u>	<u>(15,479,041.75)</u>	<u>(4,962,133.30)</u>	<u>(1,621,278.46)</u>	<u>(22,062,453.51)</u>
Book Value	<u>4,438,090.01</u>	<u>2,939,708.99</u>	<u>257,778.13</u>	<u>7,635,577.13</u>
Transactions During the Year Ended				
31 December 2015				
Purchase	1,146,297.26	-	-	1,146,297.26
Disposal	(1,748,274.88)	-	-	(1,748,274.88)
Depreciation for the Year	(2,846,274.28)	(1,484,196.26)	(254,145.76)	(4,584,616.30)
Accumulated Depreciation for				
Disposal/ Written-off Assets	<u>1,589,718.24</u>	<u>-</u>	<u>-</u>	<u>1,589,718.24</u>
Ending Book Value	<u>2,579,556.35</u>	<u>1,455,512.73</u>	<u>3,632.37</u>	<u>4,038,701.45</u>
As at 31 December 2015				
Cost	19,315,154.14	7,901,842.29	1,879,056.59	29,096,053.02
<u>Less Accumulated Depreciation</u>	<u>(16,735,597.79)</u>	<u>(6,446,329.56)</u>	<u>(1,875,424.22)</u>	<u>(25,057,351.57)</u>
Book Value	<u>2,579,556.35</u>	<u>1,455,512.73</u>	<u>3,632.37</u>	<u>4,038,701.45</u>
Depreciation for the year ended 31 December 2014 (Included in Costs of Services of Baht				
0.68 million and Included in Administrative Expenses of Baht 4.10 million)				4,781,157.75
Depreciation for the year ended 31 December 2015 (Included in Costs of Services of Baht				
0.61 million and Included in Administrative Expenses 3.97 million)				4,584,616.30

Consolidated Financial Statements

As at 31 December 2015 and 2014, the group had assets which were fully depreciated but still in use in cost value of Baht 29.39 million and Baht 13.67 million, respectively and net book value of Baht 1,010 and Baht 509, respectively.

As at 31 December 2015 and 2014, the group have vehicles under finance lease agreements in cost value of Baht 7.97 million and Baht 7.90 million, respectively and net book value of Baht 3.57 million, and Baht 5.04 million, respectively.

Separate Financial Statements

As at 31 December 2015 and 2014, the Company had assets which were fully depreciated but still in use in cost value of Baht 19.62 million and Baht 10.48 million, respectively and net book value of Baht 609 and Baht 492, respectively.

As at 31 December 2015 and 2014, the group have vehicles under finance lease agreements in cost value of Baht 2.04 million, equally and net book value of Baht 1.73 million and Baht 1.32 million, respectively.

23. Goodwill

Consist of :

	Consolidated Financial Statements Baht
As at 31 December 2013	
Costs	21,810,285.82
<u>Less</u> Allowance for Impairment	(21,810,285.82)
Book Value	-
Transactions During the Year Ended 31 December 2014	
Costs	-
Impairment loss	-
Ending Book Value	-
As at 31 December 2014	
Costs	21,810,285.82
<u>Less</u> Allowance for Impairment	(21,810,285.82)
Book Value	-
Transactions During the Year Ended 31 December 2015	
Increase from Purchase Business	10,798,048.85
Impairment loss (Note 15)	(10,798,048.85)
Ending Book Value	-
As at 31 December 2015	
Costs	32,608,334.67
<u>Less</u> Allowance for Impairment	(32,608,334.67)
Book Value	-

24. Intangible Assets

Consist of:

	Consolidated Financial Statements License Software and Computer Programs Baht
As at 31 December 2013	
Costs	15,972,618.75
<u>Less</u> Accumulated Amortization	(11,367,215.67)
Book Value	4,605,403.08
Transactions During the Year Ended 31 December 2014	
Purchase	567,255.38
Amortization for the Year	(780,489.11)
Ending Book Value	4,392,169.35
As at 31 December 2014	
Costs	16,539,874.13
<u>Less</u> Accumulated Amortization	(12,147,704.78)
Book value	4,392,169.35
Transactions During the Year Ended 31 December 2015	
Increase from Purchase Business	26,588.72
Purchase	59,665,300.00
Amortization for the Year	(30,167,004.80)
Ending Book Value	33,917,053.27
As at 31 December 2015	
Costs	76,231,762.85
<u>Less</u> Accumulated Amortization	(42,314,709.58)
Book Value	33,917,053.27
Amortization for the year ended 31 December 2014 (Included in Costs of Services of Baht 0.11 million and Included in Administrative Expenses of Baht 0.67 million)	780,489.11
Amortization for the year ended 31 December 2015 (Included in Costs of Services of Baht 29.36 million and Included in Administrative Expenses of Baht 0.81 million)	30,167,004.80

	Separate Financial Statements License Software and Computer Programs Baht
As at 31 December 2013	
Costs	9,813,143.69
<u>Less</u> Accumulated Amortization	(9,638,223.38)
Book Value	174,920.31
Transactions During the Year Ended 31 December 2014	
Purchase	217,561.87
Amortization for the Year	(111,732.54)
Ending Book Value	280,749.64
As at 31 December 2014	
Costs	10,030,705.56
<u>Less</u> Accumulated Amortization	(9,749,955.92)
Book Value	280,749.64
Transactions During the Year Ended 31 December 2015	
Purchase	-
Amortization for the Year	(119,794.19)
Ending Book Value	160,955.45
As at 31 December 2015	
Costs	10,030,705.56
<u>Less</u> Accumulated Amortization	(9,869,750.11)
Book Value	160,955.45
Amortization for the year ended 31 December 2014 (Included in Costs of Services)	111,732.54
Amortization for the year ended 31 December 2015 (Included in Costs of Services)	119,794.19

25. License for Use the Frequency for Television Service

25.1 License for Use the Frequency for Television Service as follows:

	Consolidated Financial Statement Baht
As at 31 December 2013	
Costs	23,000,000.00
<u>Less Accumulated Amortization</u>	-
Book Value	23,000,000.00
Transactions During the Year Ended 31 December 2014	
Purchase	1,139,132,466.07
Amortization for the Year	(53,277,671.04)
Ending Book Value	1,108,854,795.03
As at 31 December 2014	
Costs	1,162,132,466.07
<u>Less Accumulated Amortization</u>	(53,277,671.04)
Book Value	1,108,854,795.03
Transactions During the Year Ended 31 December 2015	
Purchase	-
Amortization for the Year	(77,475,497.75)
Ending Book Value	1,031,379,297.28
As at 31 December 2015	
Costs	1,162,132,466.07
<u>Less Accumulated Amortization</u>	(130,753,168.79)
Book Value	1,031,379,297.28

Spring News Television Limited (Spring News TV), a subsidiary of Spring News Corporation, is entitled on 25 April 2014 to receive a license for 15 years to use the frequency in providing digital television service under news and information category from National Broadcasting Telecommunications Commission (NBTC office). Spring News TV is obliged to pay for the license fee in using the frequency to provide digital television service in amount of Baht 1,318.00 million (VAT excluded) and the payment will be made in 2 parts as follows;

1) For the minimum bid price amounting to Baht 220.00 million, the payment is divided into 4 instalments and has to be made within 3 years from the date of acquiring the licence as specified by NBTC.

2) For the exceeding amount of the minimum bid price amounting to Baht 1,098.00 million, the payment is divided into 6 instalments and has to be made within 5 years from the date of acquiring the licence as specified by NBTC.

The Spring News TV placed a guarantee letter from the financial institution to secure the payment of the license fee to use the frequency for the remaining amount in full.

As at 31 December 2015, Spring News TV has paid Baht 395.60 million (cost for acquiring license in amount of Baht 1.00 million included)

25.2 License to use the Frequency for Television Service Payable

License to use the frequency for television service payable to NBTC were as follows:

	Consolidated Financial Statements					
	31 December 2015			31 December 2014		
	Future Payment	Interest	Present value of payments	Future Payment	Interest	Present value of payments
	Baht	Baht	Baht	Baht	Baht	Baht
Within one year	198,814,997.92	(35,607,235.95)	163,207,761.97	126,380,045.53	(44,857,288.58)	81,522,756.95
After one year but						
Within five years	723,585,002.08	(42,418,328.38)	681,166,673.70	971,819,954.47	(78,025,564.34)	893,794,390.13
Total	<u>922,400,000.00</u>	<u>(78,025,564.33)</u>	<u>844,374,435.67</u>	<u>1,098,200,000.00</u>	<u>(122,882,852.92)</u>	<u>975,317,147.08</u>

License to use the frequency for television service payable as at 31 December were as follows:

	Consolidated Financial Statements	
	2015	2014
	Baht	Baht
Present value at 1 January	975,317,147.08	-
Acquired the commercial digital terrestrial television licence	-	1,139,132,466.06
Paid the digital television licence payable	(175,800,000.00)	(197,800,000.00)
Interest expense	44,857,288.59	33,984,681.02
Present value at 31 December	<u>844,374,435.67</u>	<u>975,317,147.08</u>

26. Credits and Guarantees

Bank overdrafts, letter of guarantee and trust receipts payables of the group have been collateral by condominium for rent, condominium of a shareholder of subsidiary, cash deposit-fixed and savings account and there is director jointly guaranteed.

27. Trade Payables and Other

Consist of:

	Consolidated		Separate	
	Financial Statements		Financial Statements	
	As at	As at	As at	As at
	31 December 2015	31 December 2014	31 December 2015	31 December 2014
	Baht	Baht	Baht	Baht
Trade Payables	97,691,439.53	37,743,605.07	12,774,347.00	12,901,553.74
Other Payables	79,886,964.35	80,616,202.25	6,132,927.92	24,167,563.46
Total	<u>177,578,403.88</u>	<u>118,359,807.32</u>	<u>18,907,274.92</u>	<u>37,069,117.20</u>

Other payables consist of:

	Consolidated		Separate	
	Financial Statements		Financial Statements	
	As at	As at	As at	As at
	31 December 2015	31 December 2014	31 December 2015	31 December 2014
	Baht	Baht	Baht	Baht
Accrued Expenses	16,174,241.71	24,570,614.08	2,337,480.58	3,744,833.17
Accrued Interest	492,416.33	88,416.40	-	-
Other Payables	8,867,313.87	10,046,436.77	-	-
Unsettled Output Tax	9,057,978.23	10,252,233.34	2,823,417.32	3,887,454.99
Assets for Payables	32,203,184.97	-	-	-
Accrued Commission	6,222,134.81	20,400.00	-	-
Account Payables -				
Revenue Department	50,037.48	3,159,449.52	-	-
Unearned Revenue	2,984,328.93	3,134,289.20	41,849.07	27,090.00
Others	3,835,328.02	29,344,362.94	930,180.95	16,508,185.30
Total	<u>79,886,964.35</u>	<u>80,616,202.25</u>	<u>6,132,927.92</u>	<u>24,167,563.46</u>

28. Liabilities under Financial Lease

Consist of:

	Consolidated		Separate	
	Financial Statements		Financial Statements	
	As at	As at	As at	As at
	31 December 2015	31 December 2014	31 December 2015	31 December 2014
	Baht	Baht	Baht	Baht
Liabilities under Financial Lease	3,270,151.37	4,957,578.95	978,203.17	1,401,947.17
<u>Less</u> Amortization for Interest	<u>(283,559.73)</u>	<u>(510,987.31)</u>	<u>(51,193.49)</u>	<u>(101,708.25)</u>
Total	2,986,591.64	4,446,591.64	927,009.68	1,300,238.92
<u>Less</u> Current portion Liabilities				
under Financial Lease	<u>(1,266,704.88)</u>	<u>(1,521,752.20)</u>	<u>(390,092.90)</u>	<u>(373,229.13)</u>
Net	<u>1,719,886.76</u>	<u>2,924,839.44</u>	<u>536,916.78</u>	<u>927,009.79</u>

Amount of beginning paid liabilities under financial lease as follows:

	Consolidated		Separate	
	Financial Statements		Financial Statements	
	As at	As at	As at	As at
	31 December 2015	31 December 2014	31 December 2015	31 December 2014
	Baht	Baht	Baht	Baht
Within 1 year	1,427,073.00	1,638,323.94	423,744.00	423,744.00
Over 1 year but not over 5 years	<u>1,843,078.37</u>	<u>3,319,255.01</u>	<u>554,459.17</u>	<u>978,203.17</u>
Total	<u>3,270,151.37</u>	<u>4,957,578.95</u>	<u>978,203.17</u>	<u>1,401,947.17</u>

29. Provisions of Liabilities

Consist of:

	Consolidated/Separate Financial Statements		
	Warranty claim	Lawsuit penalty	Total
	for project		
	Baht	Baht	Baht
Balance Beginning as at 1 January 2015	2,495,061.09	2,407,000.00	4,902,061.09
Provisions Decrease	<u>(2,236,762.00)</u>	<u>-</u>	<u>(2,236,762.00)</u>
Balance Ending as at 31 December 2015	<u>258,299.09</u>	<u>2,407,000.00</u>	<u>2,665,299.09</u>

30. Employee Benefit Obligation

Employee Benefit Obligation was as follows

	Consolidated		Separate	
	Financial Statements		Financial Statements	
	For the years ended		For the years ended	
	31 December 2015	31 December 2014	31 December 2015	31 December 2014
	Baht	Baht	Baht	Baht
Present Value of the Obligation as at 1 January	6,193,896.48	5,111,812.10	2,667,168.00	2,281,472.00
Current Service Cost	576,096.92	3,515,235.92	101,208.00	787,782.00
Interest Expenses	69,155.18	167,575.00	26,052.00	109,715.00
Paid Employee Benefit	(2,399,522.68)	-	-	-
Actuarial (Gain) Loss	(821,214.27)	(2,600,726.54)	(894,147.00)	(511,801.00)
Present Value of the Obligation as at 31 December	<u>3,618,411.63</u>	<u>6,193,896.48</u>	<u>1,900,281.00</u>	<u>2,667,168.00</u>

The above expenses which are recognized in the profit or loss are included in the items as follows:

	Consolidated		Separate	
	Financial Statements		Financial Statements	
	For the years ended		For the years ended	
	31 December 2015	31 December 2014	31 December 2015	31 December 2014
	Baht	Baht	Baht	Baht
Service Cost	205,367.67	1,158,582.92	3,119.00	2,893.00
Selling and Service Expenses	118,400.00	329,921.00	105,410.00	-
Administrative Expenses	321,484.43	2,194,307.00	18,731.00	894,604.00
Total	<u>645,252.10</u>	<u>3,682,810.92</u>	<u>127,260.00</u>	<u>897,497.00</u>

The principal assumptions used for the purposes of the actuarial valuation were as follows:

	For the years ended 31 December 2015	For the years ended 31 December 2014
Discount rate	2.59-4.42% per annum	3.90-4.60% per annum
Salary increase rate	2.91-9.88% per annum	2.91-4.88% per annum
Mortality rate	mortality table year 2008	mortality table year 2008
Employee turnover rate	0-100% per annum	0-100% per annum
Retirement age	60 years old	60 years old

31. Deferred Income Taxes

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

Consolidated Financial Statements			
	As at 31 December 2014	Recognized in the Other Income (Expense)	As at 31 December 2015
	Baht	Baht	Baht
Deferred Tax Liabilities			
Estimated to Revenues from Sales	-	127,476.18	127,476.18
Estimated to Costs of Sales	-	(33,800.06)	(33,800.06)
Total	-	93,676.12	93,676.12

32. Share Capital

The movements of authorizes share capital and issue and paid-up ordinary shares are as follows:

	For the year ended 31 December 2015			For the year ended 31 December 2014		
	Par Value	Number of Share	Amount	Par Value	Number of Share	Amount
	Baht	(Share)	Baht	Baht	(Share)	Baht
Authorized Share Capital						
Beginning Ordinary Shares	5.00	20,136,132,138	100,680,660,688.00	5.00	742,473,960	3,712,369,800.00
Less Capital Reduction	5.00	(13,496,540,178)	(67,482,700,888.00)	5.00	(82,600,000)	(413,000,000.00)
Add Capital Increment	5.00	2,097,340,360	10,486,701,800.00	5.00	19,476,258,178	97,381,290,888.00
Ending Ordinary Shares	5.00	8,736,932,320	43,684,661,600.00	5.00	20,136,132,138	100,680,660,688.00
Issued and Paid-up Share Capital						
Beginning Ordinary Shares	5.00	6,092,021,072	30,460,105,358.00	5.00	492,451,600	2,462,258,000.00
Add Issuing Ordinary Shares	5.00	200,000,008	1,000,000,042.00	5.00	5,599,569,472	27,997,847,358.00
Ending Ordinary Shares	5.00	6,292,021,080	31,460,105,400.00	5.00	6,092,021,072	30,460,105,358.00
Discount on Issue of Shares						
Beginning Ordinary Shares		6,092,021,072	(25,920,723,423.78)		492,451,600	(1,177,702,328.00)
Add Issuing Ordinary Shares		200,000,008	(910,000,038.22)		5,599,569,472	(24,743,021,095.78)
Ending Ordinary Shares		6,292,021,080	(26,830,723,462.00)		6,092,021,072	(25,920,723,423.78)

32.1 In accordance with the resolution of Annual General Meeting of year 2015 held on 10 April 2015.

There are significant resolutions as follows:

- 1) Consider approving the Company's capital decrease from Baht 100,680,660,688 to Baht 33,403,684,700 by cancelling the unissued ordinary shares of 67,276,975,988 shares at par value of Baht 1 per share and the amendment Memorandum of Association in accordance with the Company's capital decrease.
- 2) Consider approving the change in number of shares and par value by gathering registered ordinary shares 33,403,684,700 shares at par value of Baht 1.00 to 6,680,736,940 shares at par value of Baht 5.00 and gathering the paid up capital of 31,460,105,400 shares at par value of Baht 1.00 to 6,292,021,080 shares at par value of Baht 5.00.

The Company registered authorized share capital decrease, and the change in par value with Department of Business Development, Ministry of Commerce on 20 April 2015.

32.2 In accordance with the resolution of Extraordinary General Meeting of Shareholders No.1/2015 held on 5 August 2015. There are significant resolutions as follows:

- 1) Approving the decrease of the Company's registered capital from Baht 33,403,684,700 to Baht 33,197,959,800 by the cancellation of the 41,144,980 shares which was issued to support the exercise of NEWS-W1 at the par value of Baht 5.00 and approve amendment of the Company's amendment of the Company's memorandum of Association in compliance with the decrease of registered capital.
- 2) Approve the registered capital increase of the company from Baht 33,197,959,800 to Baht 43,684,661,600 by increasing the new common shares of 2,097,340,360 shares at the par value of Baht 5.00 total Baht 10,486,701,800.

The Company registered the change authorized share capital increase with Department of Business Development, Ministry of Commerce on 7 August 2015.

32.3 The Company has received a copy of petition of the Civil Court which described that the Company had 14 shareholders filing a request to the Civil Court to revoke the resolution of the Extraordinary General Meeting of Shareholders no. 2/2014 held on 3 October 2014. The Civil Court be regarded as resolution the dispute unpolished to regulation or provision of law therefore refuse withdraw and had command to petition on 22 September 2015.

33. Warrants

Following are terms and conditions of the warrants:

Type of Warrant	The First Exercise Date	Exercise Price (Baht per Share)	Conversion Ratio (Warrant : Ordinary Share)	Exercised Ordinary Share (Shares)	Remaining Warrants (Shares)	Expiry Date of Warrant
NEWS-W1	17 May 2010	0.48	1 : 0.8229	-	249,999,860	16 May 2015
NEWS-W2	29 October 2010	0.30	1 : 0.3387	-	606,103,184	29 October 2015
NEWS-W3	15 September 2011	0.52	1 : 1.9363	-	484,882,540	14 September 2016
NEWS-W4	10 April 2014	0.70	1 : 1.4237	-	417,004,322	31 March 2019
NEWS-W5	4 September 2015	0.29	1 : 1	-	2,097,139,585	3 September 2018

34. Legal Reserve

Under the provisions of the Limited Public Company Act B.E. 2535, the Company is required to appropriate at least 5% of its annual net income after deduction of any deficit brought forward as a legal reserve until the reserve reaches 10% of the authorized capital.

35. Capital Management

The primary objectives of the Company and its subsidiaries capital management are to maintain their abilities to continue as a going concern and to maintain an appropriate capital structure.

As at 31 December 2015 and 2014, the consolidated financial statements present the debt to equity ratio in 0.45:1 and 0.36:1 respectively, the separate financial statement presents the debt to equity ratio in 0.01:1 and 0.02:1 respectively.

36. Income Tax (Expense) Revenue

The difference between income tax (expense) revenue which was calculated from accounting profit at the tax rate for the years ended 31 December 2015 and 2014 in 20% and 10.50% was as follows:

	Consolidated Financial Statements		Separate Financial Statements	
	For the years ended		For the years ended	
	31 December 2015	31 December 2014	31 December 2015	31 December 2014
	Baht	Baht	Baht	Baht
Profit (Loss) before Income Tax	(607,163,261.33)	(588,722,093.66)	(332,154,964.88)	(230,089,571.91)
Income Tax (Expense) Revenue Calculated at the Tax Rate of 20% and 10.50%	120,940,805.87	115,683,006.51	66,430,992.94	46,017,914.38
(Revenue) Expenses that are not Deductible for Income Tax	(798,482.47)	(1,386,117.17)	(273,240.34)	(375,137.32)
Revenue Taxable	-	3,512,466.00	-	3,512,466.00
Unrecognized Temporary Differences	(78,524,394.61)	(53,604,095.89)	(78,329,489.93)	(52,107,591.72)
Tax Losses in Current Period not Recognized as Deferred Tax Assets	(53,864,177.76)	(67,001,708.11)	12,171,737.33	-
Unrecognized Tax Losses in Prior Period	12,171,737.33	2,796,448.66	-	2,952,348.66
(Expense) Income Tax Revenue	(74,511.64)	-	-	-

Income tax which was recognized in the other comprehensive income (expense) consists of:

	Consolidated/Separate Financial Statements		
	Before Tax	Income Tax (Expenses) Revenues	Net of Tax
	Baht	Baht	Baht
For the Year Ended 31 December 2015			
Loss on Remeasuring Available-for-Sale Investments	(275,143,547.00)	-	(275,143,547.00)
For the Year Ended 31 December 2014			
Loss on Remeasuring Available-for-Sale Investments	(111,803,314.11)	1,373,538.43	(110,429,775.68)

Deferred tax assets which are not recognized in the financial statements as at 31 December 2015 and 2014 consist of:

	Consolidated		Seperate	
	Financial Statements		Financial Statements	
	As at	As at	As at	As at
	31 December 2015	31 December 2014	31 December 2015	31 December 2014
	Baht	Baht	Baht	Baht
Tax Losses	245,382,706.01	189,815,103.56	19,908,005.77	25,804,877.37
Deductible Temporary Differences	99,326,267.51	35,828,172.59	279,002,555.33	146,420,465.77
Total	344,708,973.52	225,643,276.15	298,910,561.10	172,225,343.14

As at 31 December 2015, the whole amount of deferred tax assets for tax losses was derived from accumulated tax losses which were classified by expiring year of tax benefits as follows:

	Consolidated	Seperate
	Financial Statements	Financial Statements
	<u>Million Baht</u>	<u>Million Baht</u>
Expiring year of tax benefits		
2016	199.14	47.66
2017	114.04	26.07
2018	178.30	25.81
2019	543.19	-
Total	1,034.67	99.54

Deferred tax assets for deductible temporary differences do not expire under current tax legislation.

The Company has not recognized the above deferred tax assets because it is not probable that future taxable profit will be available which the Company can utilize the tax benefits there from.

37. Expenses by Nature

Consist of:

	Consolidated Financial Statements		Separate Financial Statements	
	For the years ended		For the years ended	
	31 December 2015	31 December 2014	31 December 2015	31 December 2014
	Baht	Baht	Baht	Baht
Change in Finished Goods and				
Work in Process	498,616.03	815,877.75	351,547.47	(314,282.65)
Purchase Inventory and Services Cost	189,307,318.02	197,797,158.07	976,493.97	6,638,838.12
Salary and Wages and Other Employee Benefits	216,633,100.43	164,114,367.88	14,502,458.91	16,285,919.18
Depreciation and Amortization	65,353,387.33	23,580,131.53	5,539,207.23	5,543,404.60
Amortization License to Use the Frequency for				
Television Service	77,475,497.75	53,277,671.04	-	-
Commission	18,737,734.35	45,636,442.20	54,418.00	422,878.77
Consulting Fee	11,250,880.95	14,966,478.92	2,373,612.91	4,369,829.41
Other Services	15,817,552.39	5,333,013.75	5,158,278.77	4,608,317.81
Rental	17,941,721.28	11,602,717.40	3,647,147.03	4,466,967.40
Management Personnel Compensation	39,208,980.95	41,231,685.33	12,412,599.99	15,175,059.29
Advertising Expense	16,181,045.51	23,264,545.37	-	-
Provision for Liabilities	18,731.00	1,475,484.29	18,731.00	1,475,484.29
Doubtful and Bad Debts	45,045,421.37	40,113,917.65	70,749,817.02	258,267,399.32
Loss from Impairment of Investments	-	-	320,798,018.85	-
Loss from Goodwill	10,798,048.85	-	-	-
Opportunity Loss Fee	-	14,712,328.77	-	-
Share Loan Agreement Fee	-	104,629,449.45	-	-
Others	103,162,683.58	75,403,574.83	26,928,609.74	18,710,447.10
Total	<u>827,430,719.79</u>	<u>817,954,844.23</u>	<u>463,510,940.89</u>	<u>335,650,262.64</u>

38. Basic Earning (Loss) Per Share

Resulting of changes in par value from Baht 1 each to Baht 5 each, in accordance with the resolution of the annual general meeting of the Company's shareholders held on 10 April 2015, therefore, the Company adjusts the number of ordinary shares of the prior period used for the calculation, as presented for comparative purposes, by adjusting in proportion to the change in the number of shares, as changes in par value had been issued at the beginning of the earliest period reported. The Company is calculated basic earning (loss) per share by dividing the net profit (loss) for the year by the weighted average number of issued as follows:

	Consolidated		Separate	
	Financial Statements		Financial Statements	
	for the years ended		for the years ended	
	31 December 2015	31 December 2014	31 December 2015	31 December 2014
	Baht	Baht	Baht	Baht
Profit (Loss) of equity holders of the Company	(605,714,882.15)	(586,767,827.46)	(332,154,964.88)	(230,089,571.91)
Weighted average number of ordinary shares				
outstanding (Shares)	6,257,500,530	602,057,788	6,257,500,530	602,057,788
Basic earning (loss) per share	(0.097)	(0.975)	(0.053)	(0.382)

For the years ended 31 December 2015 and 2014, the Company does not present profit (loss) per diluted share due to the exercise price of warrants is higher than the fair value of ordinary shares.

39. Operating Segment

The group is engaged in computer software development, computer hardware and software procurement, television media services and trading and provision of examining tools and equipments in occupational health and sales goods and services. Profit (loss) on each type of business arises from total sales less cost of sales and selling and administrative expenses of each business.

The information on business sector operation of the group was as follows:

(Unit : Baht)

Consolidated Financial Statements						
For the year ended 31 December 2015						
	Segment of Computer	Segment of Mass Communication	Segment of Trading and Service Tool and Equipment Examine Occupational Health	Segment of Seles Goods and Services	Eliminate	Total
Revenues	27,655,972.34	313,470,201.52	45,468,626.62	24,379,103.04	(198,206,053.34)	212,767,850.18
Cost	(20,404,387.66)	(640,860,983.93)	(38,850,487.54)	(16,856,902.51)	203,914,742.77	(513,058,018.87)
Gross Profit (Loss)	7,251,584.68	(327,390,782.41)	6,618,139.08	7,522,200.53	5,708,689.43	(300,290,168.69)
Interest Income						30,184,838.07
Other Income						25,684,510.88
Selling and Services Expenses						(83,498,786.26)
Administrative Expenses						(230,873,914.66)
Finance Costs						(47,807,534.25)
Share of Gain (Loss) in Joint Venture						(562,206.42)
(Expenses) Income Taxes Revenues						(74,511.64)
Profit (Loss) for the Year						(607,237,772.97)
Less Loss of Non-Controlling Interests						(1,522,890.82)
Profit (Loss) of NEWS NETWORK CORPORATION PUBLIC COMPANY LIMITED						(605,714,882.15)
Assets by Business Sector						
- Fixed Assets	4,469,389.61	229,011,372.99	5,325,171.39	6,201,644.04	(114,723.33)	244,892,854.80
- License to Use the Frequency for Television Service	-	1,031,379,297.28	-	-	-	1,031,379,297.28
- Deposit at Bank used as Collateral	4,078,563.40	997,140,000.00	-	-	-	1,001,218,563.40
- Other Assets						1,085,493,927.00
Total Assets						3,362,984,642.48
Total Liabilities	34,881,655.16	3,254,033,302.41	67,260,062.57	13,760,443.33	(2,334,337,757.71)	1,035,597,705.76

Consolidated Financial Statements

For the year ended 31 December 2014

	Segment of Computer	Segment of Mass Communication	Segment of Trading and Service Tool and Equipment Examine Occupational Health	Segment of Seles Goods and Services	Total
Revenues	36,882,899.31	260,705,848.47	84,495,622.72	(157,987,689.33)	224,096,681.17
Cost	(22,899,956.39)	(468,467,403.85)	(70,596,194.69)	178,273,392.61	(383,690,162.32)
Gross Profit (Loss)	<u>13,982,942.92</u>	<u>(207,761,555.38)</u>	<u>13,899,428.03</u>	<u>20,285,703.28</u>	<u>(159,593,481.15)</u>
Interest Income					13,524,442.83
Other Income					29,710,434.74
Selling and Services Expenses					(98,869,367.66)
Administrative Expenses					(335,395,314.25)
Finance Costs					<u>(38,098,808.17)</u>
Profit (Loss) for the Year					(588,722,093.66)
Add Loss of Non-Controlling Interests					<u>1,954,266.20</u>
Profit (Loss) of NEWS NETWORK CORPORATION PUBLIC COMPANY LIMITED					<u><u>(586,767,827.46)</u></u>
Assets by Business Sector					
- Fixed Assets	9,872,063.85	181,304,874.97	8,726,746.52	(123,678.34)	199,780,007.00
- License to Use the Frequency for Television Service	-	1,108,854,795.03	-	-	1,108,854,795.03
- Deposit at Bank used as Collateral	3,810,151.53	1,182,720,000.00	-	-	1,186,530,151.53
- Other Assets					<u>1,748,385,733.05</u>
Total Assets					<u>4,243,550,686.61</u>
Total Liabilities	73,480,878.51	3,190,956,685.85	59,885,476.18	(2,209,709,933.52)	<u>1,114,613,107.02</u>

40. Financial Instruments

40.1 Financial Risk Management and Policies

The group does not hold or issue derivative instruments for speculative or trading purposes.

40.2 Interest Rates Risk

Interest rates risk is derived from the fluctuation of market interest rates in the future which will affect the result of the group operations and its cash flows. The group had assets and liabilities which it may have risk on interest rate as follows:

(Unit : Baht)

	Consolidated Financial Statements				
	2015				
	Floating Interest Rate	Fixed Interest Rate	Non Interest Bearing	Total	Rate (%)
<u>Financial Assets</u>					
Cash and Cash Equivalent	148,074,144.71	-	3,127,838.95	151,201,983.66	0.375 – 1.125
Temporary Investments					
- Deposit Fixed	-	1,019.80	-	1,019.80	2.00
Deposit at Bank used as Collateral	1,001,218,563.40	-	-	1,001,218,563.40	0.95 – 2.50
<u>Financial Liabilities</u>					
Bank Overdrafts	480,887.73	-	-	480,887.73	7.875
Short-term Loans from Related					
Person	-	2,500,000.00	-	2,500,000.00	12.00
Short-term Loans from Other Person	-	1,300,000.00	-	1,300,000.00	8.00

(Unit : Baht)

	Consolidated Financial Statements				
	2014				
	Floating Interest Rate	Fixed Interest Rate	Non Interest Bearing	Total	Rate (%)
<u>Financial Assets</u>					
Cash and Cash Equivalent	405,554,956.73	-	4,403,496.50	409,958,453.23	0.125 - 1.65
Temporary Investments					
- Deposit Fixed	-	1,000.00	-	1,000.00	2.00
Deposit at Bank used as Collateral	1,186,530,151.53	-	-	1,186,530,151.53	1.125 – 3.75
<u>Financial Liabilities</u>					
Bank Overdrafts	1,593,603.41	-	-	1,593,603.41	8.125
Short-term Loans from Related					
Person	-	2,500,000.00	-	2,500,000.00	6.00,12.00
Short-term Loans from Other Person	-	1,300,000.00	-	1,300,000.00	8.00

(Unit : Baht)

	Seperated Financial Statements				
	2015				
	Floating Interest	Fixed Interest	Non Interest	Total	Rate
	Rate	Rate	Bearing		(%)
<u>Financial Assets</u>					
Cash and Cash Equivalent	120,826,980.07	-	2,806,257.35	123,633,237.42	0.375 – 1.125
Short-term Loans from Related Companies	-	1,913,610,000.00	-	1,913,610,000.00	5.00,8.00

(Unit : Baht)

	Seperated Financial Statements				
	2014				
	Floating Interest	Fixed Interest	Non Interest	Total	Rate
	Rate	Rate	Bearing		(%)
<u>Financial Assets</u>					
Cash and Cash Equivalent	327,304,598.05	-	2,851,636.47	330,156,234.52	0.50 – 1.65
Short-term Loans from Related Companies	-	1,493,639,449.45	-	1,493,639,449.45	8.00

40.3 Foreign Exchange Rates Risk

The group is not exposed to any risk from foreign exchange rate fluctuations because its main enterprise is conducted locally.

40.4 Credit risk

The group has the credit term risk from unable to collect from trade receivables. The group has the process of credit analysis and checking of pay ability of each trade receivables that expected to be unable to pay and the group reserved enough provision. Financial assets shown in statements of financial position at the book value deducted by allowance for doubtful account are maximum value of credit risk.

40.5 Fair value

Since the majority of the financial assets and liabilities are short-term, the book value of the Company's financial assets and liabilities does not materially differ from their fair value.

40.6 Categorized of Fair Value

As at 31 December 2015 and 2014, the Group has financial assets are recognized of fair value hierarchy as follow.

		Consolidated/Separate Financial Statements			
		Fair Value			
		Level 1	Level 2	Level 3	Total
	Carrying Amount				
	Baht	Baht	Baht	Baht	Baht
As at 31 December 2015					
Current Financial Assets					
Trading securities – Investments					
in Mutual Fund	3,558,000.00	3,558,000.00	-	-	3,558,000.00
As at 31 December 2014					
Current Financial Assets					
Trading securities – Investments					
in Mutual Fund	4,600,000.00	4,600,000.00	-	-	4,600,000.00
Available-for-Sale Investments –					
Opened End Mutual Fund	128,000,000.00	128,000,000.00	-	-	128,000,000.00

41. Inter-Transactions within the Related Companies

The Company and its subsidiaries had significant business transactions with their related persons and companies. Such transactions, which have been concluded on commercial terms and bases agreed upon between the Company, subsidiary companies, related persons and companies and are in ordinary course of business are summarized below:

41.1 Inter-Revenues and Expenses

		Consolidated		Separate	
		Financial Statements		Financial Statements	
		for the years ended		for the years ended	
Pricing Policy		31 December 2015	31 December 2014	31 December 2015	31 December 2014
		Baht	Baht	Baht	Baht
Inter-Transaction with Subsidiary Companies					
(Eliminated from Consolidated Financial Statements)					
Revenues from Sales	Contract Price and Price				
	Equivalent to Market Price	-	-	409,890.00	371,885.00
Revenue from Service	Contract Price and Price				
	Equivalent to Market Price	-	-	2,500.00	33,180.00
Revenues from Assets-for-Rent	Contract Price	-	-	515,400.00	231,050.00
The Value of Sale Asset	Agree Price	-	-	578,222.50	317,301.88
Other Income	Contract Price	-	-	70,000.00	1,858,300.00
Interest Income	Annual Interest Rate				
	at 5% and 8%	-	-	106,872,812.58	156,477,309.11
Cost of Sales	Contract Price and Price				
	Equivalent to Market Price	-	-	3,594.00	320,000.00

		Consolidated Financial Statements for the years ended		Separate Financial Statements for the years ended	
Pricing Policy		31 December 2015	31 December 2014	31 December 2015	31 December 2014
		Baht	Baht	Baht	Baht
Costs of Services	Contract Price and Price Equivalent to Market Price	-	-	-	1,650,457.28
Inter-Transaction with Related Companies					
Revenues from Sales	Price Equivalent to Market Price	1,613,656.31	-	-	-
Revenues from Services	Price Equivalent to Market Price	821,500.00	-	-	-
Interest Income	Annual Interest Rate at 5%, 6% and 7.5%	509,707.14	-	-	-
Other Income	Contract Price	25,500.00	-	-	-
The Value of Purchase					
Inventories	Cost Price	623,068.62	-	-	-
Costs of Services	Contract Price	900,000.00	-	-	-
Administrative Expense	Contract Price	1,004,400.00	-	-	-
Inter-Transaction with Related Persons					
Interest Expenses	Annual Interest Rate at 6%, 12%	299,999.99	3,064,203.22	-	509,589.04

41.2 Inter-Assets and Liabilities

	Consolidated		Separate	
	Financial Statements		Financial Statements	
	As at	As at	As at	As at
	31 December 2015	31 December 2014	31 December 2015	31 December 2014
	Baht	Baht	Baht	Baht
Trade Receivables				
Subsidiary Company				
Spring News Corporation Co., Ltd.	-	-	45,956.50	175,150.50
Related Companies				
T-News Direct Co., Ltd.	4,526.10	-	-	-
T-News TV Co., Ltd.	143,306.49	-	-	-
Green Panyayan Publishing Co., Ltd.	792,516.90	-	-	-
Phuntakarn Co., Ltd.	1,712,000.00	-	-	-
JK Thai Trading Co., Ltd.	137,719.70	-	-	-
The Brio Mall Co., Ltd.	37,695.00	-	-	-
Related Person			-	-
Khun Tatchapong Thamputthipong	5,604.00	-	-	-
Total	2,833,368.19	-	45,956.50	175,150.50
Other Receivables				
Subsidiary Companies				
Environmental Solution Integrator Co., Ltd.	-	-	1,163,900.00	971,300.00
Spring News Corporation Co., Ltd.	-	-	187,311.64	209,720.00
Sync Technologies Co., Ltd.	-	-	673,150.00	875,000.00
News Network Multimedia Co., Ltd.	-	-	-	146,157.20
Total	-	-	2,024,361.64	2,202,177.20
Accrued Revenue				
Subsidiary Companies				
Environmental Solution Integrator Co., Ltd.	-	-	90,000.00	69,000.00
Spring News Corporation Co., Ltd.	-	-	98,000.00	70,000.00
Sync Technologies Co., Ltd.	-	-	20,000.00	69,000.00
Related Company				
T-News TV Co., Ltd.	25,500.00	-	-	-
Total	25,500.00	-	208,000.00	208,000.00

	Consolidated		Separate	
	Financial Statements		Financial Statements	
	As at	As at	As at	As at
	31 December 2015	31 December 2014	31 December 2015	31 December 2014
	Baht	Baht	Baht	Baht
Short-term Loans and Interest Receivable				
Subsidiary Companies				
Spring News Corporation Co., Ltd.				
Beginning Balance	-	-	1,404,629,449.45	359,306,954.17
Increase	-	-	381,500,000.00	1,671,629,449.45
Decrease	-	-	(629,449.45)	(627,098,954.17)
Transferred from Interest Receivable	-	-	-	792,000.00
Ending Balance	-	-	1,785,500,000.00	1,404,629,449.45
Add Interest Receivable	-	-	46,786,164.34	32,135,467.64
Grand Total	-	-	1,832,286,164.34	1,436,764,917.09
Allowance for Doubtful Accounts				
Beginning Allowance for Doubtful Accounts	-	-	(305,000,000.00)	(127,058,151.90)
Increase	-	-	-	(177,941,848.10)
Ending Allowance for Doubtful Accounts	-	-	(305,000,000.00)	(305,000,000.00)
Net	-	-	1,527,276,164.34	1,131,764,917.09
Sync Technologies Co., Ltd.				
Beginning Balance	-	-	14,500,000.00	2,000,000.00
Increase	-	-	10,000,000.00	13,500,000.00
Decrease	-	-	(15,500,000.00)	(1,000,000.00)
Ending Balance	-	-	9,000,000.00	14,500,000.00
Add Interest Receivable	-	-	110,684.94	291,616.39
Grand Total	-	-	9,110,684.94	14,791,616.39
Ruam Mue Ruam Jai Co., Ltd.				
Beginning Balance	-	-	31,010,000.00	15,237,599.99
Increase	-	-	3,200,000.00	15,800,000.00
Decrease	-	-	-	(332,529.25)
Transferred from Interest Receivable	-	-	-	304,929.26
Ending Balance	-	-	34,210,000.00	31,010,000.00
Add Interest Receivable	-	-	3,055,425.57	493,913.41
Grand Total	-	-	37,265,425.57	31,503,913.41

	Consolidated		Separate	
	Financial Statements		Financial Statements	
	As at 31 December 2015 Baht	As at 31 December 2014 Baht	As at 31 December 2015 Baht	As at 31 December 2014 Baht
Allowance for Doubtful Accounts				
Beginning Allowance for Doubtful Accounts	-	-	(31,503,913.41)	-
Increase	-	-	(5,801,841.10)	(31,503,913.41)
Decrease	-	-	40,328.77	
Ending Allowance for Doubtful Accounts	-	-	(37,265,425.74)	(31,503,913.41)
Net	-	-	-	-
Environmental Solution Integrator Co., Ltd.				
Beginning Balance	-	-	43,500,000.00	27,400,000.00
Increase	-	-	12,500,000.00	20,800,000.00
Decrease	-	-	(2,100,000.00)	(4,700,000.00)
Ending Balance	-	-	53,900,000.00	43,500,000.00
Add Interest Receivable	-	-	712,931.52	1,578,498.51
Grand Total	-	-	54,612,931.52	45,078,498.51
Allowance for Doubtful Debts				
Beginning Allowance for Doubtful Accounts	-	-	(15,782,249.25)	(2,566,557.82)
Increase	-	-	(20,737,130.30)	(13,215,691.43)
Ending Allowance for Doubtful Accounts	-	-	(36,519,379.54)	(15,782,249.25)
Net	-	-	18,093,551.98	29,296,249.26
Spring News Television Co., Ltd.				
Beginning Balance	-	-	-	-
Increase	-	-	-	10,000,000.00
Decrease	-	-	-	(10,000,000.00)
Ending Balance	-	-	-	-
Green Net 1282 Co., Ltd.				
Beginning Balance	-	-	-	-
Increase	-	-	16,000,000.00	-
Decrease	-	-	(9,000,000.00)	-
Ending Balance	-	-	7,000,000.00	-
Add Interest Receivable	-	-	130,068.49	-
Grand Total	-	-	7,130,068.49	-
Grand Total - Net	-	-	1,561,620,469.75	1,175,852,782.74

	Consolidated		Separate	
	Financial Statements		Financial Statements	
	As at	As at	As at	As at
	31 December 2015	31 December 2014	31 December 2015	31 December 2014
	Baht	Baht	Baht	Baht
Short-term Loans and Interest Receivable				
Related Companies				
Green Net 1282 Co., Ltd.				
Beginning Balance	-	-	-	-
Increase	10,000,000.00	-	10,000,000.00	-
Decrease	(10,000,000.00)	-	(10,000,000.00)	-
Ending Balance	-	-	-	-
Green Panyayan Publishing Co., Ltd.				
Beginning Balance	-	-	-	-
Increase	40,000.00	-	-	-
Decrease	(40,000.00)	-	-	-
Ending Balance	-	-	-	-
T-News TV Co., Ltd.				
Beginning Balance	-	-	-	-
Increase	34,607,000.00	-	24,000,000.00	-
Decrease	(10,607,000.00)	-	-	-
Ending Balance	24,000,000.00	-	24,000,000.00	-
Add Interest Receivable	450,446.77	-	348,493.04	-
Grand Total	24,450,446.77	-	24,348,493.04	-
Grand Total - Net	24,450,446.77	-	1,585,968,962.79	1,175,852,782.74
Guarantee Charge				
Related Company				
Green Property 1282 Co., Ltd.	90,000.00	-	-	-
Accounts Payables				
Subsidiary Company				
Spring News Corporation Co., Ltd.	-	-	601,919.72	560,891.77
Related Companies				
T-News Direct Co., Ltd.	1,797.60	-	-	-
T-News TV Co., Ltd.	22,341.60	-	-	-
Green Panyayan Publishing Co., Ltd.	158,375.00	-	-	-
JK Thai Trading Co., Ltd.	27,317.10	-	-	-
Total	209,831.30	-	601,919.72	560,891.77

	Consolidated		Separate	
	Financial Statements		Financial Statements	
	As at	As at	As at	As at
	31 December 2015	31 December 2014	31 December 2015	31 December 2014
	Baht	Baht	Baht	Baht
Other Payable				
Related Person				
Khun Ekachai Chaicherdchukit	34,294.39	-	-	-
Accrued Expense				
Related Person				
Khun Woranat Boonprik	226,951.00	-	-	-
Accrued Interest				
Related Person				
Khun Woranat Boonprik	383,572.57	-	-	-
Short-term Loans				
Subsidiary Companies				
News Network Multimedia Co., Ltd.				
Beginning Balance	-	-	9,999,985.00	-
Increase	-	-	-	9,999,985.00
Decrease	-	-	(9,999,985.00)	-
Ending Balance	-	-	-	9,999,985.00
Spring News Television Co., Ltd.				
Khun Watanya Wong-Opasri				
Beginning Balance	-	-	-	-
Increase	-	100,000,000.00	-	-
Decrease	-	(100,000,000.00)	-	-
Ending Balance	-	-	-	-
Related Companies and Persons in Subsidiary Companies				
Green Protect Co., Ltd.				
Beginning Balance	-	-	-	-
Increase	590,000.00	-	-	-
Decrease	(590,000.00)	-	-	-
Ending Balance	-	-	-	-
Green Panyayan Publishing Co., Ltd.				
Beginning Balance	-	-	-	-
Increase	6,500.00	-	-	-
Decrease	(6,500.00)	-	-	-
Ending Balance	-	-	-	-

	Consolidated		Separate	
	Financial Statements		Financial Statements	
	As at	As at	As at	As at
	31 December 2015	31 December 2014	31 December 2015	31 December 2014
	Baht	Baht	Baht	Baht
T-News TV Co., Ltd.				
Beginning Balance	-	-	-	-
Increase	303,000.00	-	-	-
Decrease	(303,000.00)	-	-	-
Ending Balance	-	-	-	-
Khun Woranat Boonprik				
Beginning Balance	2,500,000.00	5,500,000.00	-	-
Increase	-	1,400,000.00	-	-
Decrease	-	(4,400,000.00)	-	-
Ending Balance	2,500,000.00	2,500,000.00	-	-
Khun Sonthiyarn Cheunruethainatham				
Beginning Balance	-	-	-	-
Increase	1,300,000.00	-	-	-
Decrease	(1,300,000.00)	-	-	-
Ending Balance	-	-	-	-
Khun Suwit Phiphatwilaikhun				
Beginning Balance	-	-	-	-
Increase	-	50,000,000.00	-	50,000,000.00
Decrease	-	(50,000,000.00)	-	(50,000,000.00)
Ending Balance	-	-	-	-
Grand Total	2,500,000.00	2,500,000.00	-	9,999,985.00

As at 31 December 2015 and 2014, the whole short-term loans to subsidiary and related companies are in form of promissory notes with interest rates at 5% - 8% per annum and 8% per annum, respectively.

As at 31 December 2015 and 2014, the whole short-term loan from related company is in form of promissory note with no interest.

As at 31 December 2015 and 2014, short-term loans from related persons are in form of contract with interest rates at 12% per annum and 6% - 12% per annum, respectively.

41.3 Key Management Personnel Compensation

	Consolidated		Separate	
	Financial Statements		Financial Statements	
	For the years ended		For the years ended	
	31 December 2015	31 December 2014	31 December 2015	31 December 2014
	Baht	Baht	Baht	Baht
Short-term Employee Benefits	38,847,441.99	39,811,877.29	12,307,189.99	14,297,877.29
Post-Employment Benefits	361,538.96	1,419,808.04	105,410.00	877,182.00
Total	39,208,980.95	41,231,685.33	12,412,599.99	15,175,059.29

41.4 Relationship among the Companies

Consist of:

<u>Company's Name</u>	<u>Relationship</u>
Sync Technologies Co., Ltd.	Subsidiary company, the Company holds 99.99%
Spring News Corporation Co., Ltd.	Subsidiary company, the Company holds 99.99%
Environmental Solution Integrator Co., Ltd.	Subsidiary company, the Company holds 90%
News Network Multimedia Co., Ltd.	Subsidiary company, the Company holds 99.99%
Green Net 1282 Co., Ltd.	Subsidiary company, the Company holds 99.99%
Ruam Mue Ruam Jai Co., Ltd.	Subsidiary company of Spring News Corporation Co., Ltd., holds 99.99%
Spring News Television Co., Ltd.	Subsidiary company of Spring News Corporation Co., Ltd., holds 99.99%
Aqua Corporation Public Co., Ltd.	Close relative of a director of the Subsidiary company
Pen Publishing Co., Ltd.	Subsidiary company of Aqua Corporation Public Company Limited
Aqua Ad Public Co., Ltd.	Subsidiary company of Aqua Corporation Public Company Limited
Eastern Printing Public Co., Ltd.	Associate company of Aqua Corporation Public Company Limited
Green Protect Co., Ltd.	Co-authorized director and Shareholder of the Subsidiary company
Green Panyayan Publishing Co., Ltd.	Co-authorized director and Shareholder of the Subsidiary company
T-News Direct Co., Ltd.	Co-authorized director and Shareholder of the Subsidiary company
T-News TV Co., Ltd.	Co-authorized director and Shareholder of the Subsidiary company
T-News Associated Press Co., Ltd.	Co-authorized director and Shareholder of the Subsidiary company
Greentech 1282 Co., Ltd.	Co-authorized director and Shareholder of the Subsidiary company
Green Master Solution Co., Ltd.	Co-authorized director and Shareholder of the Subsidiary company
T-News Press Co., Ltd.	Co-authorized director and Shareholder of the Subsidiary company
The Brio Mall Co., Ltd.	Co-authorized director of the Subsidiary company
Green Property 1282 Co., Ltd.	Co-authorized director of the Subsidiary company
JK Thai Trading Co., Ltd.	Co-authorized director of the Subsidiary company
Phuntakarn Co., Ltd.	Co-authorized director of the Subsidiary company
Khun Suwit Phiphatwilaikhun	Shareholder of the Company
Khun Woranat Boonprik	Shareholder of the Subsidiary company
Khun Watanya Wong-Opasri	Director of the Company and the Subsidiary companies

<u>Company's Name</u>	<u>Relationship</u>
Khun Tatchapong Thamputthipong	Director of the Subsidiary companies
Khun Ekachai Chaicherdkhukit	Director of the Subsidiary companies
Khun Sonthiyarn Cheunruethainaitam	Director and Shareholder of the Subsidiary company (Former)

42. Promotional Privileges

By virtue of the provisions of the Industrial Investment Promotion Act B.E. 2520, the Company has been granted privileges by the Board of Investment, for the operation of Software “Enterprise Software and Digital Content”, for the promotional certificate no. 1038(7)/2008. The Company was granted certain privileges as follows:

- (a) Exemption of import duty on certain imported machinery as approved by the Board of Investment.
- (b) Exemption from payment of corporate income tax on the net profit derived from the promoted activity for a period of eight years from the start of commercial operation up to January 2015.

As a promoted company, the Company must comply with certain terms and conditions prescribed in the promotional certificates.

Summary of revenue from promoted and non-promoted businesses:

	Separate financial statements					
	For the year ended 31 December 2015			For the year ended 31 December 2014		
	Promoted	Non-	Total	Promoted	Non- promoted	Total
	businesses	promoted businesses		businesses	businesses	
	Baht	Baht	Baht	Baht	Baht	Baht
Revenue from services	-	614,340.00	614,340.00	3,092,040.00	4,066,345.98	7,158,385.98
Revenue from sales	1,500,211.80	1,667,577.50	3,167,789.30	-	9,679,773.23	9,679,773.23
Revenues from Assets						
for Rent	-	1,139,400.00	1,139,400.00	-	387,050.00	387,050.00
Total	<u>1,500,211.80</u>	<u>3,421,317.50</u>	<u>4,921,529.30</u>	<u>3,092,040.00</u>	<u>14,133,169.21</u>	<u>17,225,209.21</u>

43. Non-Cash Flow Transactions

	Consolidated		Separate	
	Financial Statements		Financial Statements	
	For the years ended		For the years ended	
	31 December 2015	31 December 2014	31 December 2015	31 December 2014
	Baht	Baht	Baht	Baht
Purchase Asset on Credit	12,891,129.97	5,610,671.40	-	-
Purchase Asset under Financial Lease Agreement	70,854.86	2,533,167.75	-	1,140,750.00
Transfer Asset to Other Receivable	593,458.00	-	-	-
Purchase Intangible Asset on Credit	16,800,000.00	-	-	-
Solds Asset on Credit	182,050.00	-	-	-
Vat from Solds Asset Held for Sale	920.36	-	920.36	-
Transfer of Inventories to Assets for Rent	-	39,000.00	-	39,000.00
Transfer of Inventories to Equipment	-	1,397,622.49	-	138,440.12
Intangible Assets Increased from Other Receivable	18,000,000.00	-	-	-
Other Receivables Decreased from off-set to				
Employee Benefit Obligation	459,000.00	-	-	-
Short-term Loans Decreased from off-set to				
Short-term Loans	200,000.00	-	-	-
Deposit to Asset	659,695.85	-	-	-
Other Payable	45,491.88	-	-	-
Short-term Loans Increased from off-set to				
Short-term Loans	230,000.00	-	-	-
Transfer Accrued Interest to Loans to				
Related Companies	-	-	-	1,096,929.26
License to Use the Frequency for Television Service				
Increase from Payable	-	1,098,200,000.00	-	-
Loss on Revaluating Available-for-Sale Investments				
Recognized in Other Comprehensive Income	(282,143,547.00)	110,429,775.68	(282,143,547.00)	104,935,621.95
Reversal of Unrealized Loss on Revaluating				
Available-for-Sale Investments	7,000,000.00	-	7,000,000.00	-
Actuarial Gain Recognized in Other Comprehensive				
Income	821,214.27	2,600,726.54	894,147.00	511,801.00

44. Obligation and Contingent Liabilities

In addition to the liabilities shown in the statements of financial position, the group had other obligation and contingent liabilities as follows:

44.1 Obligation of financial institutions

	Consolidated Financial Statements		Separate Financial Statements	
	As at		As at	
	31 December 2015	31 December 2014	31 December 2015	31 December 2014
	<u>Million Baht</u>	<u>Million Baht</u>	<u>Million Baht</u>	<u>Million Baht</u>
Letter of Guarantee	1,001.71	1,181.86	4.87	6.68
Letter of Credit (Unused)	10.00	3.00	3.00	3.00

44.2 A subsidiary has commitment from being eligible to receive a license to use the frequency in providing digital television service under the news and information channels for a period to contract of 15 years from the license receiving date that is since 25 April 2014 to 24 April 2029. By subsidiary paying the license fee to the yearly sum to fund the research and development of the broadcasting and telecommunications for public interest at 2 percent of the income before deducting expenses from both direct and indirect advertising and other revenue related to the provision of the services under license, or at the rate and timing announced by NBTC.

44.3 A subsidiary has an obligation under the contract to provide digital network TV service with a network provider to use the network of the provider of digital terrestrial frequency for channels broadcasting over a period of 15 years from 1 July 2014 – 30 June 2029. If the subsidiary intends to renew the contract period after the expiry of the contract period, the subsidiary must request its intention in writing to the network provider not less than 180 days before the expiry of the contract.

The subsidiary's obligation to pay for the network service has already included VAT as follows:

	As at	As at
	31 December 2015	31 December 2014
	<u>Million Baht</u>	<u>Million Baht</u>
Within 1 year	56.64	55.28
Over 1 year but not over 5 years	309.73	253.55
Over 5 year but not over 10 years	359.06	362.14
Over 10 years	115.41	284.02
Total	<u>840.84</u>	<u>954.99</u>

44.4 The group has material obligation with other companies and person under the agreement as follows:

	Consolidated Financial Statements		Separate Financial Statements	
	As at		As at	
	31 December 2015	31 December 2014	31 December 2015	31 December 2014
Rental Fee:(Million Baht)				
Within 1 year	39.44	26.20	3.48	4.52
1-5 years	41.74	12.30	0.28	3.25
Total Rental Fee	81.18	38.50	3.76	7.77
Rental Fee:(Million USD)				
Within 1 year	0.44	0.44	-	-
1-5 years	0.14	0.58	-	-
Total Rental Fee	0.58	1.02	-	-

Detail of contract as follows:

44.4.1 The group had several rental contracts for its buildings with other parties for periods ranging from 1-5 years from July 2011 through February 2020.

44.4.2 A subsidiary has a satellite with a company providing satellite. Under the terms of the agreement, the subsidiary is committed to pay a service fee as stipulated in the agreement. This agreement is for a period of 3 years until the expiry date in April 2017.

44.4.3 A subsidiary has a contract for services to television and radio as well as video and audio signal with a company, using the services to include TV and radio signals for both video and audio signals. Under the terms of the agreement, the subsidiary is committed to pay a service fee as stipulated in the agreement. This agreement is for a period of 3 years until the expiry date in April 2017.

44.5 A subsidiary has a production contract with other company by committed to pay fee as contract amount of Baht 23.62 million.

44.6 A subsidiary has a share time to conduction list by radio station contract with one company by committed to pay fee as contract amount of Baht 16.05 million.

44.7 A subsidiary has a decorate and install system contract with one company by committed to pay fee as contract amount of Baht 0.98 million.

44.8 Contingent Liabilities

(a) As mentioned in Note 10, the Company has projects overdue and were canceled which may give rise to contingent liabilities relating to loss from claim or loss from non-compliance

with the contract. As at 31 December 2015, the Company had not set up allowance for any losses because the process of negotiation has not been finalized.

(b) The Company had sued two trade debtors claiming for payment of debts and the trade debtors made a counterclaim for their payments and compensation in the amount of Baht 3.84 million. The Company has set up provision for the lawsuit penalty in the approximate amount of Baht 2.41 million. As at 31 December 2015, the first case is in the process of negotiation compromise to offering new project to management expects to reconcile. By court appoints for hearing judgement on 17 June 2016 and the second case is under court proceedings.

(c) One subsidiary was sued claiming for payment from broadcasting program on one television channel on 28 March 2014, making misunderstanding to the audience toward the plaintiff. So, the plaintiff sued the subsidiary company, executive of the company and others relating with the broadcasting totaling to 6 persons claiming for compensation amounting to Baht 115.00 million with interest rate at 7.5% per annum from the prosecution date forwards until repayment is made. The court judgement to dismiss the plaintiff from sued on 25 May 2015.

(d) The subsidiary was sued claiming for amount 4 case as follows:

<u>No.Case</u>	<u>Court</u>	<u>Defendant</u>	<u>Charge or Offenses</u>	<u>Appoints Consider</u>
Black No. 216/2015	Penalty	Defendant 2,4	Libel by Advertise for Computer Related Crime Act. B.E. 2007	Appoints Compromise 14 March 2016
Black No. 479/2015	Penalty	Defendant 1,3	Libel by Advertise for Electronic Transactions Act. B.E.2001	Appoints Interrogate 24 February 2016
Black No. 218/2015	Penalty	Defendant 2,4	Libel by Advertise for Computer Related Crime Act. B.E. 2007	Appoints Investigate 16 May 2016
Black No. 1016/2015	Penalty	Defendant 1,2	Libel by Advertise for Computer Related Crime Act. B.E. 2007	Appoints Investigate 22 March 2016

The cases are under court proceedings. However, the management of the Company believes that the court judgment would not have a material adverse effect on the financial position of the subsidiary company.

(e) The Company and a subsidiary had joint guarantee obligation amount of Baht 3 million in respect of have letter of credit line for purchasing products.

45. Cumulative effect of the change in recognition of the cost of spectrum license

Spring News Television Company Limited (the subsidiary) has adjusted its recognition of the cost of licenses to use the frequency for television service. The subsidiary originally determined that the bid price of the license should be treated as an initial cost of the license, and that the conditions setting the period of payment were in accordance with normal conditions clearly stipulated by the government agency. The subsidiary therefore recorded the cost of the license as an asset and recorded the outstanding cost of the spectrum license, based on the bid price, as a liability. However, on 8 February 2016, the Federation of Accounting Professions (FAP) published an exposure document providing an interpretation on accounting issues related to the recognition of licenses granted by the government sector, whereby gradual payment of license costs is interpreted as being similar to the sale of goods under installment terms and an entity is therefore required to determine the cost of the license based on the sum of the amounts to be paid immediately, within a specified period, and the discounted value of the amount that the entity is required to pay to the government agency in installments. Moreover, if an entity has not reported such transactions in accordance with this interpretation is to restate its prior year financial statements. As a result, the subsidiary has adjusted cost of licenses for digital television systems in its financial statements for the year ended at 31 December 2014, in accordance with the interpretation of the FAP, and the effect on the consolidated statement of financial position and the consolidated statement of comprehensive income are as follows:

	Consolidated Financial Statements		
	As previously reported	Adjustments	As restated
Consolidated Statement of Financial Position			
As at 31 December 2014			
Asset			
License to Use the Frequency for Television Service	1,258,530,776.27	(149,675,981.24)	1,108,854,795.03
Liabilities			
Current Portion of License to Use the Frequency for Television Service Payable	175,800,000.00	(94,277,243.05)	81,522,756.95
License to Use the Frequency for Television Service Payable	922,400,00.00	(28,605,609.87)	893,794,390.13
Shareholder's Equity			
Retained Earnings (Deficit)	(1,279,027,379.43)	(26,793,128.33)	(1,305,820,507.76)
Consolidated Statement of Comprehensive Income			
For the year ended 31 December 2014			
Costs of Services	322,636,096.79	(7,191,552.69)	315,444,544.10
Finance Costs	4,114,127.15	33,984,681.02	38,098,808.17
Profit (loss) for the year	(561,928,965.33)	(26,793,128.33)	(588,722,093.66)
Total comprehensive income (expense) for the year	(669,758,014.47)	(26,793,128.33)	(696,551,142.80)
Basic earnings (loss) per share	(0.930)	(0.045)	(0.975)

46. Event after the Reporting Period

According to Board of Directors' Meeting of the Company No. 1/2016 held on 25 February 2016 has passed the following :

- 1) Consider to approve the Company's capital decrease from Baht 43,684,661,600 to Baht 43,479,374,400 by cancelling the unissued ordinary shares which was issued to support the exercise of NEWS-W2 of 41,057,440 shares at par value of Baht 5 per share and the amendment Memorandum of Association in accordance with the Company's capital decrease.
- 2) Consider to approval to issue and offer the new 6,000,000,000 ordinary shares to the high net worth individual and/or institutional investors through private placement. The offering price equal to the marker price of the 7-15 trading-day weighted average of market prices.

- 3) Consider to approval to the increase of share capital, the allocation of new shares and the amendment to the Company's memorandum of association with the increase of registered capital.

47. Approval of the Financial Statements

These financial statements have been approved by authorized directors of the Company on 25 February 2016.



**NEWS
NETWORK**

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