



**DIGITAL
IMAGINATION**
ANNUAL REPORT 2020



บริษัท เนชั่น บรอดแคสติ้ง คอร์ปอเรชั่น จำกัด (มหาชน)
Nation Broadcasting Corporation



Vision

To be the media institution of the future
by being the top producer of valuable
news and programmes

Missions

1. Inspiring to be an institution that produces journalists, news anchors and (TV) programme producers.
2. Creating a 24-hour news station that has the loyal following of a committed audience and also be the best producer of TV programmes.
3. Continuously committing all efforts and embracing developments in every new media innovation to create new opportunities.
4. Maintain credibility which is the core value of the organisation and observe journalistic ethics.

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NATION

General Information

Name	Nation Broadcasting Corporation Public Company Limited
Symbol	NBC
Core Business	Production of TV programs and providing, news and advertisements through TV media and new media forms
Head Office	1854, 5th Floor, Debaratana Road, Bangna-Tai Sub-District, Bangna District, Bangkok
Registration	PLC no. 0107552000103
Telephone	(66) 2338 - 3333
Registered Capital	Baht 1,124,417,300
Paid-up Capital	Baht 1,124,417,300 (December 31, 2020)

The Company's Shareholding Exceeded 10%.

(December 31, 2020)

Company Name / Address	Business	% of Holding	Registered Capital	Paid-up Capital
Direct Subsidiaries				
NBC Next Vision Co., Ltd. 1854, 5th Floor, Debaratana Road, Bangna-Tai Sub-District, Bangna District, Bangkok	Production of TV program and advertisements through TV (Digital TV)	99.99	800,000,000	800,000,000
Indirect subsidiary				
Happy Products and Service Co., Ltd. 333 Floor 27, Lao Peng Nguan Tower 1, Zone A, Soi Chau Phuang, Vibhavadi-Rangsit Road, Chomphon Sub-district, Chatuchak District, Bangkok 10900	Sale Products	50.00 (Held by NNV)	10,000,000	10,000,000

Summary of Financial Data and Investments

Unit : Million Baht

1. Data from consolidated financial statements	Consolidated		
	2020	2019	2018
• Revenues from sales and services	857.61	457.06	380.00
• Total revenues	911.53	492.82	423.53
• Gross profit	188.76	55.22	19.68
• Profit before interest expense, taxes, depreciation, amortization	134.41	483.00	6.34
• Net profit (loss)	32.13	405.25	(98.79)
• Total assets	1,047.54	691.13	711.74
• Total shareholders' equity	716.82	431.88	34.66

2. Financial ratios		Consolidated		
		2020	2019	2018
• Debt to equity ratio	Times	0.46	0.60	19.54
• Gross profit margin	%	22.01%	12.08%	5.18%
• Net profit (loss) margin	%	3.53%	82.23%	(23.33%)
• Return on equity	%	5.59%	173.72%	(126.38%)
• Return on total assets	%	3.70%	57.77%	(13.08%)
• Earnings (loss) per share	Baht	0.06	0.76	(0.18)
• Book value per share	Baht	0.64	0.81	0.06

Investment in direct and indirect subsidiaries

of Nation Broadcasting Corporation Public Company Limited as at 31 December 2020

	Paid-up Capital (Million Baht)	Percentage of investment (%)
Production of TV Program and advertisements through TV Media NBC Next Vision Co., Ltd.	800.00	99.99
Sale Products Happy Products and Service Co., Ltd.	10.00	50.00

Dividend Payment Policy

The Company's dividend policy is to pay dividend to shareholders at not less than 40% of its net profit (separate financial statements) after deducting corporate taxes, legal and other required and appropriate reserves. The said dividend payment ratio may be altered subject to financial status, operating performance, investment plan and other necessities and appropriateness in the future approved by the Board of Directors and/or shareholders of the company. The resolution of the Board of Directors proposed for dividend payment has to be approved from Shareholders Meeting, except for interim dividend payment for which the Board of Directors is authorized to approve and reports to the shareholders to be acknowledged in the following meeting.



Chairman's Message

Dear respected shareholders and employees,

The year 2020 experienced a challenging year for all humanity, all nations, races, and classes due to the Covid-19 pandemic that has had a severe impact on all sectors, including economic, lifestyles, health, and well-being. However, as you all are aware, humanity is an “adaptable animal” that can tolerate and adapt to sustain life in any situation, in any natural disaster, either better or worse.

Just like our organization, “Nation Broadcasting Corporation Public Company Limited, we are the top ranked 24-hour news station in Thailand with the age of 21 years. We are one of the progenies of “News Institute of the Nation Group” that this year has reached the age of 50. Of course, over a long time, we have gone through many hardships, including economic crises over many eras, from the Raja Finance, the Tom Yum Goong, to the Hamburger effect.

In addition to the economic upheaval mentioned above, we have to face many crises in many dimensions, such as the predicament of rapid technological change or so-called “Digital Disruption.” The crises come in multi-sector constraints that put pressure on us both inside and outside the systems, both directly and secretly as a result of our integrity and professionalism in reporting the news impartially and honestly.

However, despite any hindrance we encounter, we have never abandoned the ideology of acting as good journalists, having prominent standards, and maintaining professional ethics to create news content that is beneficial to the nation and the people.

In terms of business and accountability to all related sectors, we intend to develop our organization that focuses on stability rather than wealth. We concentrate on quality and virtue ahead of dividends. We believe that a good organization should have a strong sense of social responsibility in place. As good media, even though the ratings are lower than that of entertainment programs, we are confident that people will always respect and care for us.

Lastly, as the leader of the organization, I affirm that I will do my best to steer the “Nation Broadcasting Corporation Public Company Limited” towards being a stable and robust organization where the society could be dependent upon forever.

With Reverence,

Shine Bunnag

Chairman of the Board of Directors

Nation Broadcasting Corporation Public Company Limited



Board of Directors





01.Mr. Shine Bunnag

02.Mr.Sutee Phongpaiboon

03.Mr. Chaiwat Asawintarangkun

04.Miss. Narissara Srisunt

05.Mr. Chalie Dithaluksana

06.Mr. Stanley Chun Wang

07.Mr. Supawat Sa-nguan-ngam

08.GEN. Watanachai Chaimuanwong

09.Miss Aura-Orn Akrasanee

10.Mrs. Warangkana Kalayanapradit

11.Mr. Jessada Buranapansri

12.Mr. Somboon Muangklam

13.Miss Piyada Punnakitikasem

The Audit Committee



- | | |
|-------------------|-----------------|
| 01 Mr.Sutee | Phongpaiboon |
| 02 Mr. Chaiwat | Asawintarangkun |
| 03 Miss Narissara | Srisunt |

The Nomination and Remuneration Committee



- | | |
|-------------------|--------------|
| 01 Mr.Sutee | Phongpaiboon |
| 02 Miss Narissara | Srisunt |
| 03 Miss Aura-Orn | Akrasanee |

Executive Committee



- | | |
|--------------------|----------------|
| 01 Mr. Shine | Bunnag |
| 02 Mr. Supawat | Sa-nguan-ngam |
| 03 Mrs. Warangkana | Kalayanapradit |

Management Team

- | | |
|------------------|-----------------|
| 01 Mr. Supawat | Sa-nguan-ngam |
| 02 Miss Aeumsree | Boonhachairat |
| 03 Mr. Pakorn | Puengnetr |
| 04 Mr. Somkiat | Boonsiri |
| 05 Mr. Chakrit | Khuang-arin |
| 06 Miss Wilawan | Sinthornchaikul |
| 07 Mrs. Suwannee | Wacharapasakorn |





Mr. Shine Bunnag

Position Director, Chairman of the Board of Directors,
and Chairman of the Executive Committee

Age 40 Years

Education

- Master of Business Administration, Sasin Graduate Institute of Business Administration, Chulalongkorn University
- Bachelor Degree of Accounting and Finance, The London School of Economics and Political Science (LSE), University of London

Training Course

- Thai Institute of Directors (Thai-IOD)
Director Accreditation Program (DAP) Class 78/2009

No. of Shares Held as at March 9, 2021

- | | | |
|--------------------|---|-------|
| • Mr. Shine Bunnag | - | Share |
| • Spouse | - | Share |
| • Minor Child | - | Share |

Family Relationship among Directors and Executives

- None

Experience

Jun 1, 2020 - Present	Chairman of the Board of Directors Nation Broadcasting Corporation Plc.
Oct 1, 2019 - Present	Chairman of the Executive Committee Nation Broadcasting Corporation Plc.
Feb 26, 2019 - Present	Director Nation Broadcasting Corporation Plc.
Feb 26, 2019 – May 31, 2020	Vice Chairman of the Board of Directors, Nation Broadcasting Corporation Plc.
Feb 26, 2019 – Oct 1, 2019	Executive Director Nation Broadcasting Corporation Plc.

Director of other listed companies

Jul 1, 2020 – Present	Acting President Aqua Corporation Plc.
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May 14, 2020 – Present

Director and Executive Director
Aqua Corporation Plc.

Mar 24, 2020 – Present

Chief Executive Officer
Nation Multimedia Group Plc.

Jan 11, 2019 – Present

Director, Vice Chairman of the Board of Directors and Chairman of the Executive Committee
Nation Multimedia Group Plc.

Director of other non - listed company

Aug 27, 2019 - Present	Director Swenn Corporation Co.,Ltd.
July 6, 2017 – Dec 17, 2018	Director, Chairman of the Board of Directors and Chief Executive Officer Thansettakij Multimedia Co., Ltd.
Jun 22, 2017 – Dec 17, 2018	Director, Chairman of the Board of Directors and Chief Executive Officer News Network Multimedia Co., Ltd.
Jun 5, 2017 – Dec 17, 2018	Director, Chairman of the Board of Directors and Chief Executive Officer Spring News Corporation Co., Ltd.

Director of a competing company or a related business company

- None

Year of Directorship : 1 Year 10 Months

(Appointed as a director since February 26, 2019)

The Meeting Attendance / Meeting held (Frequency) in 2020

The Board of Directors Meeting	13/13
The Annual General Meeting of Shareholders	1/1



Mr. Sutee Phongpaiboon

Position Independent Director and Chairman of the Audit Committee,
Chairman of the Nomination and Remuneration Committee.

Age 57 Years

Education

- Bachelor of Laws (LL.B.), Ramkhamhaeng University
- Diploma of Vocational Education (Class 2) , Lawyers Council Under the Royal Patronage
- The 1988 Extraordinary member of the Bar Association

Training Course

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

No. of Shares Held as at March 9, 2021

- Mr. Sutee Phongpaiboon - Share
- Spouse - Share
- Minor Child - Share

Family Relationship among Directors and Executives

- None

Experience

May 16, 2019 – Present	Chairman of the Audit Committee Nation Broadcasting Corporation Plc.
Feb 26, 2019 – Present	Chairman of the Nomination and Remuneration Committee Nation Broadcasting Corporation Plc.
Apr 9, 2018 – May 15, 2019	Independent Director and Member of the Audit Committee Nation Broadcasting Corporation Plc.

Director of other listed companies

Dec 11, 2018 – Present	Independent Director and Chairman of the Audit Committee, Chairman of the Nomination and Remuneration Committee. Aqua Corporation Plc.
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Director of other non – listed company

1999 – Present	Managing Director Sutee Phongpaiboon Law Office Co.,Ltd.
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Director of a competing company or a related business company

- None

Year of Directorship : 2 Years 8 Months

(Appointed as a director since April 9, 2018)

The Meeting Attendance /

Meeting held (Frequency) in 2020

The Nomination and Remuneration Committee	6/6
The Audit Committee Meeting	6/6
The Board of Directors Meeting	13/13
The Annual General Meeting of Shareholders	1/1



Mr. Chaiwat Asawintarakun

Position Independent Director and Audit Committee
Age 68 Years

Education

- Master of Education Curriculum and Teaching Methodology (Teaching Chinese as a foreign language), Beijing Languages and Cultural University
- Master of Business Administration, Thammasat University
- Thai Bar Association Institute of Legal Education of the Thai Bar Association
- Bachelor of Arts in Chinese Languages (Trade & Economics), Beijing Languages and Cultural University
- Bachelor of Laws, Ramkhamhaeng University
- Bachelor of Business Administration, Ramkhamhaeng University

Training Course

- Thai Institute of Directors Association (Thai-IOD) Board Nomination and Compensation Program (BNCP) 2017
- Audit Committee and Continuing Development Program (ACP) 2006
- Director Certification Program (DCP) 2006
- Director Accreditation Program (DAP) 2004
- Federation of Accounting Professions under the Royal Patronage of His Majesty the King Audit Committee Seminar – Get Ready for the Year End AC HOT UPDATE prepares for a new era of CG and advances towards sustainability

No. of Shares Held as at March 9, 2021

- | | | |
|-----------------------------|---|-------|
| • Mr. Chaiwat Asawintarakun | - | Share |
| • Spouse | - | Share |
| • Minor Child | - | Share |

Family Relationship among Directors and Executives

- None

Experience

Oct 29, 2020 - Present Independent Director and member of Audit Committee
Nation Broadcasting Corporation Plc.

Director of other listed companies

2017 - present Independent Director and member of Audit Committee U City Plc.
2014 - present Chairman of the Nomination and Remuneration Committee U City Plc.

2013 - present

Independent Director and Chairman of the Audit Committee
Eastern Polymer Group Plc.

2007 - present

Independent Director and Chairman of the Audit Committee
Merchant Partners Securities Plc

2005 - present

Independent Director U City Plc.

2005 - present

Independent Director and Chairman of the Audit Committee
Krunghthai Car Rent and Lease PCL.

2004 - present

Independent Director and Chairman of the Audit Committee
Syntec Construction Plc.

2017

Chairman of the Board of Directors
U City Plc.

2002 - 2017

Chairman of the Audit Committee
U City Plc.

2013 - 2016

Chairman of the Audit Committee
AQ Estate Plc.

Director of other non - listed company

2013 - Present

Director
Merchant Partners Asset Management Co., Ltd.

2005 - Present

Director
Boat House Hua Hin Co., Ltd.

1997 - Present

Executive Partner And Director
Prospect Consulting Co., Ltd.

Director of a competing company or a related business company

- None

Year of Directorship : - Year 2 Months

(Appointed as a director since October 29, 2020)

The Meeting Attendance / Meeting held (Frequency) in 2020

The Audit Committee Meeting 1/1

(Appointed after the Meeting No. 5/2020)

The Board of Directors Meeting 2/3

(Appointed after the Meeting No. 10/2020)

The Annual General Meeting of Shareholders N/A

(Appointed after the 2020 Annual General Meeting of Shareholders)



Miss. Narissara Srisunt

Position Independent Director and Audit Committee and
Member of the Nomination and Remuneration Committee

Age 39 Years

Education

- Bachelor of Education, Textile Chemistry,
Rajamangala University of Technology

Training Course

- Cooperation between the Bangkok Business Newspaper
Economic base newspaper and MFEC Public Company
Limited
Digital Transformation for CEO, Class 1
- Scout Division
Course "Senior Scout Leader (A.T.C.)"
- Internal Security Operations Command
Course "Training Artists for Security, Class 1 (ISOC)

No. of Shares Held as at March 9, 2021

- Miss. Narissara Srisunt - Share
- Spouse - Share
- Minor Child - Share

Family Relationship among Directors and Executives

- None

Experience

Nov 3, 2020 - Present Independent Director and Audit
Committee and Member of the
Nomination and Remuneration
Committee
Nation Broadcasting Corporation Plc.

Director of other listed companies

- None

Director of other non - listed company

2020 - Present Chief Executive Officer
NSC Plus Co., Ltd.

Director of a competing company or a related business company

- None

Year of Directorship : 2 Months

(Appointed as a director since November 3, 2020)

The Meeting Attendance / Meeting held (Frequency) in 2020

Nomination and Remuneration Committee Meeting (Appointed from the meeting No. 4/2020)	1/2
Audit Committee Meeting (Appointed from the Meeting No. 5/2020)	1/1
The Board of Directors Meeting (Appointed from the Meeting No. 11/2020)	1/2
The Annual General Meeting of Shareholders	N/A



Mr. Supawat Sa-nguan-ngam

Position Director, Managing Director and Executive Director

Age 47 Years

Education

- Master of Business Administration
Nation University
- Bachelor of Accounting
Bangkok University

Training Course

- Thai Board of Directors Association (IOD)
How to Develop a Risk Management Plan (HRP) Class
25/2019
- The Stock Exchange of Thailand
Criminal liability course for directors and corporate
representatives Is the new law better than before?

No. of Shares Held as at March 9, 2021

- | | | |
|-----------------------------|---|-------|
| • Mr. Supawat Sa-nguan-ngam | - | Share |
| • Spouse | - | Share |
| • Minor Child | - | Share |

Family Relationship among Directors and Executives

- None

Experience

Nov 3 , 2020 - Present	Director, Managing Director, and Executive Director Nation Broadcasting Corporation Plc.
Oct 26 , 2020 – Nov 3, 2020	Acting Managing Director Nation Broadcasting Corporation Plc.
Der 23, 2016 - Mar 9, 2018	Director and Managing Director Nation Broadcasting Corporation Plc.
2015 - 22 Dec 2016	Senior Vice President- Support Unit Nation Broadcasting Corporation Plc.
2012 – 2014	Vice President – Support Unit Nation Broadcasting Corporation Plc.

Director of other listed companies

Apr 1, 2020 - Nov 2, 2020	Managing Director Publishing Business Nation Multimedia Group Plc.
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Director of other non – listed company

Jan 29, 2021- Present	Director Thai News and Entertainment World Co., Ltd.
Jan 25, 2021 - Present	Director Nation Coffee Co., Ltd.
Nov 10, 2020 - Present	Director and Chairman of the Board of Director Happy Products and Service Co., Ltd.
Nov 4, 2020 - Present	Director NBC Next Vision Co., Ltd.
Nov 3, 2020 - Present	Director Nation Digital Content Co., Ltd.
Nov 5, 2020 – Dec 9, 2020	Director and Chairman of the Board Around The World Co., Ltd.
Mar 1, 2018 - Mar 31, 2019	Managing Director Krungthep Turakij Media Co., Ltd.

Director of a competing company or a related business company

- None

Year of Directorship : 2 Months

(Appointed as a director since 3 November 2020)

The Meeting Attendance / Meeting held (Frequency) of 2020

The Board of Directors Meeting (Appointed by the Meeting No. 11/2020)	2/2
The Annual General Meeting of Shareholders	N/A



Mr. Chalio Dithaluksana

Position Independent Director
Age 60 Years

Education

- Master of Arts Program in Political Science, Chulalongkorn University
Thai Bar Association under the Royal Patronage of the year 1987
Bachelor of Laws, Thammasat University

2014 - 2018

Independent Director and
Chairman of The Audit
Committee
Ditto (Thailand) Plc.

Training Course

- Thai Institute of Directors (Thai-IOD)
Corporate Governance for Executive (CGE) Class 14 /2019
Director Accreditation Program (DAP) Class 116/2015

Director of other non - listed company

1982 - Present

Lawyers and Independent Legal
Counsel

Director of a competing company or a related business company

- None

No. of Shares Held as at March 9 , 2021

- Mr. Chalio Dithaluksana - Share
- Spouse - Share
- Minor Child - Share

Year of Directorship : 1 Year 7 Months

(Appointed as a director since May 16,2019)

The Meeting Attendance /

Meeting held (Frequency) of 2020

The Board of Directors Meeting	13/13
The Annual General Meeting of Shareholders	1/1

Family Relationship among Directors and Executives

- None

Experience

May 16, 2019 - Present Independent Director
Nation Broadcasting Corporation Plc.

Director of other listed companies

Jun 4 ,2020 - Present Independent Director and Member
of the Audit Committee
Member of the Nomination and
Remuneration Committee
Aqua Corporation Plc.

April 24, 2014 - May 2020 Independent Director and Member
of the Audit Committee
Eastern Printing Plc.



GEN. Watanachai Chaimuanwong

Position Director
Age 77 Years

Education

- Thailand National Defence College (TNDC), Class 399, Year 1997
- Royal Thai Army War College (AWC), Class 28, Year 1973
- Command and General Staff College (CGSC), Class 51, Year 1972
- Colonel school United States Army, Fort Knox, Kentucky, Year 1968.
- School of Civil Affairs United States Army, Fort Knox, Kentucky, Year 1968.
- Bachelor of Science (B.Sc.) Year 1965
- Royal Chulachomklao Royal Military Academy, Class 12
- Military Preparatory School, Class 1, Year 1960

Training Course

- None

No. of Shares Held as at March 9, 2021

- | | | |
|--------------------------------|---|-------|
| • GEN. Watanachai Chaimuanwong | - | Share |
| • Spouse | - | Share |
| • Minor Child | - | Share |

Family Relationship among Directors and Executives

- None

Experience

Nov 12, 2020 – Present Director
Nation Broadcasting Corporation
Plc.

Director of other listed companies

Mar 18, 2011 - Present Director
Rich Asia Corporation Public
Company Limited

Director of other non – listed company

2010 - Present	Chief Executive Officer The Royal Society of Thailand under the Royal Patronage
2002 - 2003	Deputy Commander of the Army
2002-2002	Assistant Commander of the Army
1999-2001	Commander of Region 3

Director of a competing company or a related business company

- None

Year of Directorship : 2 Months

(Appointed as a director since November 12, 2020)

The Meeting Attendance / Meeting held (Frequency) of 2020

The Board of Directors Meeting	1/1
(Appointed by the Meeting No. 12/2020)	
The Annual General Meeting of Shareholders	N/A



Miss Aura-Orn Akrasanee

Position Director and Member of the
Nomination and Remuneration Committee

Age 43 Years

Education

- Master of Business Administration with Majors in Finance and Marketing, Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Bachelor of Business in Economics and Finance, Royal Melbourne Institute of Technology, Australia

Training Course

- Nation Group and MFEC Digital Transformation for CEOs, Class 1/2019
- Institute of Business Creativity Academy of Business Creativity (ABC) Course, Class 7/2017
- Thai Institute of Directors Association (Thai-IOD) Risk Management Program for Corporate Leaders (RCL), Class 6/2017
- Director Accreditation Program (DAP) Class 119/2015
- Thailand Energy Academy Senior executives at Energy Science for Young Executive Class 1

No. of Shares Held as at March 9, 2021

- Ms. Aura-Orn Akrasanee 25,760,000 Shares
- Spouse - Share
- Minor Child - Share

Family Relationship among Directors and Executives

- None

Experience

- Nov 7, 2019 – Present Director
Nation Broadcasting Corporation Plc.
- Feb 26, 2019 – Present Member of the Nomination and Remuneration Committee
Nation Broadcasting Corporation Plc.
- Feb 27, 2018 – Nov 6, 2019 Independent Director
Nation Broadcasting Corporation Plc.

Positions in other listed companies

- Jun 1, 2020 - Present Assistant Managing Director, Business Development Division
Nation Multimedia Group Plc.
- Aug 2016 - 2020 Director
Eastern Power Group Plc.

Director of other non – listed company

- Jan 29, 2021 - Present Director
Thai News and Entertainment World Co.,Ltd.
- Jan 25, 2021 - Present Director
Nation Coffee Co.,Ltd.
- 2002 - Present Director
Seranee Holdings Co.,Ltd.
- 2002 - Present Director
Seranee Factoring Co.,Ltd.
- 2002 - Present Director
Seranee and Associates Co.,Ltd.
- 2002 - Present Director
Seranee Home Co.,Ltd.
- 2002 - Present Director
Taak Interior And Architect Co.,Ltd.
- Apr 2014 - 2020 Executive Director and Vice President
Advance Finance Plc.

Director of a competing company or a related business company

- None

Year of Directorship : 2 Years 10 Months

(Appointed as a director since February 27, 2018)

The Meeting Attendance / Meeting held (Frequency) of 2020

- The Nomination and Remuneration Committee 6/6
- The Board of Directors Meeting 13/13
- The Annual General Meeting of Shareholders 1/1



Mrs. Warangkana Kalayanapradit

Position Directors, Executive Director
Age 61 Years

Education

- Master of Arts - Political Science
Ramkhamhaeng University
- Bachelor of Business Administration - Accounting
Ramkhamhaeng University

Training Course

- Thai Institute of Directors (Thai-IOD)
Director Certification Program (DCP) class 113 Year 2009
- Company Secretary Program (CSP) Class 1 Year 2002
- Thailand's Private Sector Collective Action Coalition
against Corruption CAC Road to Certify No 3/2019
Federation of Accounting Professions Under the royal
patronage
- CFO Focus on Financial Reporting Class 5 year 2018
Meet the new revenue recognition criteria according
to TFRS 15 for General Business, Class 2, 2018

No. of Shares Held as at March 9, 2021

- | | | |
|----------------------------------|---|-------|
| • Mrs. Warangkana Kalayanapradit | - | Share |
| • Spouse | - | Share |
| • Minor Child | - | Share |

Family Relationship among Directors and Executives

- None

Experience

Jun 1, 2020 - Present	Director and Executive Director Nation Broadcasting Corporation Plc.
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Director of other listed companies

Aug 14, 2020 - Present	Director Aqua Corporation Plc.
Oct 9, 2018 - Present	Assistant Chief Executive Officer Nation Multimedia Group Plc.
2014 - present	Independent Director , Member of the Audit Committee and Member of the Nomination and Remuneration Committee Salee Printing Plc.
Oct 9, 2018 - Aug 18, 2020	Director, Executive Director Nation Multimedia Group Plc.

Jan 17, 2018 - Oct. 9, 2018	Independent Director and Member of the Audit Committee Nation Multimedia Group Plc.
2017 - Mar 2019	Consultant Stonehenge Inter Plc.

Director of other non - listed company

Jan 29, 2021 - Present	Director Thai News and Entertainment World Co., Ltd.
Jan 25, 2021 - Present	Director Nation Coffee Co., Ltd.
Nov 16, 2020 - Present	Director Komchadluek Media Co., Ltd.
Nov 12, 2020 - Present	Director NAT Business Connect Co., Ltd.
Nov 12, 2020 - Present	Director Krungthep Turakij Media Co., Ltd.
Jun 1, 2020 - Present	Director Swenn Corporation Co.,Ltd.
Jan 6, 2020 - Present	Directors Happy Products and Service Co., Ltd.
Nov 16, 2018 - Present	Director Nation Digital Content Co., Ltd.
Feb 13, 2020 - Dec 9, 2020	Director Around The World Co., Ltd.
2016 - 2019	Accounting-Finance Consultant Chalerm Phatra Transport Co., Ltd.

Director of a competing company or a related business company

- None

Year of Directorship : 7 Months

(Appointed as a director since June 1, 2020)

The Meeting Attendance / Meeting held (Frequency) in 2020

The Board of Directors Meeting	7/7
(Appointed from the Meeting No. 6/2020)	
The Annual General Meeting of Shareholders	1/1



Mr. Jessada Buranapansri

Position Director
Age 44 Years

Education:

- Master of Financial Management
UNIVERSITY OF COLORADO AT BOULDER, USA
- Bachelor of Business Administration Finance Major
Assumption University (ABAC)

No. of Shares Held as at March 9 , 2021

- | | | |
|----------------------------|---|-------|
| • Mr. Jessada Buranapansri | - | Share |
| • Spouse | - | Share |
| • Minor Child | - | Share |

Family Relationship among Directors and Executives

- None

Experience

Oct 29, 2020 – Present Director
Nation Broadcasting Corporation Plc.

Director of other listed companies

Aug 19 , 2020 - Present Director
Nation Multimedia Group Plc.
Present Investment advisor(Private Wealth)
Asia Plus Group Holdings Plc.
2006 - 2008 Investor Relations Manager
TMB Bank Plc.

Director of other non - listed company

2006 - 2009 Executive Vice President I
Investment Banking Department
Siam City Securities Co.,Ltd.

Director of a competing company or a related business company

- None

Year of Directorship : 2 Months

(Appointed as a director since October 29, 2020)

The Meeting Attendance / Meeting held (Frequency) of

The Board of Directors Meeting	3/3
(Appointed by the Meeting No. 10/2020)	
The Annual General Meeting of Shareholders	N/A
(Appointed after the 2020 Annual General Meeting of Shareholders)	



Mr. Somboon Muangklam

Position Directors
Age 68 Years

Education

- Bachelor of Laws
Ramkhamhaeng University
- Thai Bar Association
Institute of Legal Education of the Thai Bar Association

Training Course

- None

No. of Shares Held as at March 9, 2021

- | | | |
|-------------------------|---|-------|
| • Mr. Somboon Muangklam | - | Share |
| • Spouse | - | Share |
| • Minor Child | - | Share |

Family Relationship among Directors and Executives

- None

Experience

Oct 29, 2020 - Present Directors
Nation Broadcasting Corporation Plc.

Director of other listed companies

Aug 19, 2020 - Present Director
Nation Multimedia Group Plc.
2011 - 2013 Directors
MCOT Plc.

Director of other non - listed company

2014 - present Bangkok Metropolitan Member
Bangkok Metropolitan Council
2009 - present Honorary Director
The Institute for the Promotion
of Teaching Science and Technology
(IPST)
2017 - present Advisor
Thailand professional qualification
Institute (Public Organization)

2014 - 2017

Advisor of the Social Security
Committee

2014 - 2017

Social Security Office
Compensation Fund Committee
Social Security Office

2011 - 2013

Director
Metropolitan Electricity Authority

2011 - 2012

Director
The Market Organization Ministry
of Interior

2011 - 2013

Director
Mass Transit Authority of Thailand

Director of a competing company or a related business company

- None

Year of Directorship : 2 Months

(Appointed as a director since October 29, 2020)

The Meeting Attendance /

Meeting held (Frequency) in 2020

The Board of Directors Meeting	2/3
<i>(Appointed from the Meeting No. 10/2020)</i>	
The Annual General Meeting of Shareholders	N/A
<i>(Appointed after the 2020 Annual General Meeting of Shareholders)</i>	



Miss Piyada Punnakitikasem

Position Director
Age 38 Years

Education

- 2005 - 2006 Master of Financial Management
University of Exeter, United Kingdom
- 2001 - 2004 Bachelor of Business Administration,
Major in Marketing
Assumption University

Training Course

- N/A

No. of Shares Held as at March 9, 2021

- Miss Piyada Punnakitikasem - Share
- Spouse - Share
- Minor Child - Share

Family Relationship among Directors and Executives

- None

Experience

- Oct 29, 2020 - Present Director
Nation Broadcasting
Corporation Plc.

Director of other listed companies

- None

Director of other non - listed company

- 2010 - Present: Special Lecturer, Faculty (Bachelor's Degree), Passenger Marketing Department, Retail business management, business management Panyapiwat Institute of Management.
- 2006 Financial advisor Investment Banking Department
Far East Securities Public Company Limited.

of a competing company or a related business company

- None

Year of Directorship : 2 Months

(Appointed as a director since October 29, 2020)

The Meeting Attendance /

Meeting held (Frequency) in 2020

- The Board of Directors Meeting 3/3
(Received the answer for the meeting No. 10/2020)
- The Annual General Meeting of Shareholders N/A



Mr. Stanley Chun Wang

Position Independent Director
Age 55 Years

Education

- MBA, University of Chicago 1988
- B.S. Economics, Wharton School, University of Pennsylvania, 1984

Training Course

- N/A

No. of Shares Held as at March 9, 2021

- | | | |
|-----------------------|---|-------|
| Mr. Stanley Chun Wang | - | Share |
| Spouse | - | Share |
| Minor Child | - | Share |

Family Relationship among Directors and Executives

- None

Experience

- | | |
|-----------------------|--------------------------------------|
| Dec 3, 2020 – Present | Independent Director |
| | Nation Broadcasting Corporation Plc. |

Position in other listed companies

- None

Director of other non – listed company

- | | |
|------------------------|--|
| Jan 13, 2020 – Present | Director |
| | Illuminati Technology Holding Private Co.,Ltd. (Singapore) |
| Oct 10, 2019 – Present | Director |
| | Vasanta Fund Co.,Ltd. (Cayman Islands) |

- | | |
|------------------------|--|
| May 16, 2019 – Present | Director |
| | HQK2 International Co.,Ltd. (Cayman Islands) |
| Feb 12, 2018 – Present | Director |
| | Illuminati Technology Co.,Ltd. |
| Oct 4, 2017 – Present | Director |
| | Digital Alpha Group Private Co.,Ltd. (Singapore) |
| Aug 18, 2017 – Present | Director |
| | TLK2 Management Plc. |
| Jul 14, 2017 – Present | Director |
| | Malacca Straits Acquisition Plc. (Singapore) |
| Jun 9, 2017 – Present | Director |
| | Money Table Plc. |
| Jan 27, 2017 – Present | Managing Director |
| | K2 Venture Capital Co.,Ltd. |

Director of a competing company or a related business company

- None

Year of Directorship : 1 Month

(Appointed as a director since December 3, 2020)

The Meeting Attendance / Meeting held (Frequency) in 2020

- | | |
|--|-----|
| The Board of Directors Meeting | N/A |
| (Appointed by the Meeting No. 13/2020) | |
| The Annual General Meeting of Shareholders | N/A |



Miss Aeumsree Boonhachairat

Position Chief Marketing Officer
Age 61 Years

Education

- Bachelor of Business Administration Assumption University

Training Course

- Nation Group and MFEC Digital Transformation for CEOs, Class 1/2019
- Institute of Business and Industrial development Top Executive in Industrial Business Development and Investment (TBA), Class 3 (IBID3)
- Foundation Thammasat Leadership Program Senior Executive Program, Thammasat for Society, Class 6 (Nor Mor Tor 6)
- Office of Knowledge Management and Development (Public Organization) Creative Economy Executive Program (Ex CET) Class 4/2012
- Thai Institute of Directors Association (Thai-IOD) Director Certification Program (DCP) Class 82/2006
- Thai Listed Companies Association Executive Development Program (EDP#8)

No. of Shares Held as at March 9, 2021

- | | | |
|----------------------------|---|-------|
| Ms. Aeumsree Boonhachairat | - | Share |
| Spouse | - | Share |
| Minor Child | - | Share |

Family Relationship among Directors and Executives

- None

Experience in Nation Broadcasting Corporation Plc.

- | | |
|------------------------|--|
| Jun 18, 2018 - Present | Chief Operating Officer Marketing Nation Multimedia Group Plc. |
| 2009 – Jan 31, 2016 | Director Nation Multimedia Group Plc. |

Director of other listed companies

- | | |
|-------------|---|
| 2008 – 2009 | Chief Operating Officer – Advertising Nation Multimedia Group Plc. |
| 2006 - 2007 | President – Special Publications Business Unit Nation Multimedia Group Plc. |

Director of other non – listed company

- | | |
|---------------------|---|
| Mar 27, 2016 – 2017 | Executive Vice President Amarin Television Co.,Ltd |
| 2012 - 31 Jan, 2006 | Director NBC Next vision co.,Ltd |
| 2003 – 2006 | Chief Operating Officer Inspire Entertainment Co.,Ltd |

Director of a competing company or a related business company

- None



Mr. Pakorn Puengnetr

Position Executive Editor
Age 48 Years

Education

- Bachelor of Public Administration Faculty of Management
Prince of Songkla University

Training Course

- King Prajadhipok's Institute
Curriculum for Promoting Peaceful Society, Class 2
- None Command and General Staff School
Terrorism Knowledge Development Course, Class 2

No. of Shares Held as at March 9, 2021

- | | | |
|----------------------|---|-------|
| Mr. Pakorn Puengnetr | - | Share |
| Spouse | - | Share |
| Minor Child | - | Share |

Family Relationship among Directors and Executives

- None

Experience

- | | |
|----------------------|---|
| 1 Jul 2019 - Present | Executive Editor
Nation Broadcasting Corporation
Plc. |
|----------------------|---|

Director of other listed companies

- None

Director of other non - listed company

- | | |
|------------------------|---------------------------------------|
| Apr 30, 2020 - Present | Director
NBC Next Vision Co., Ltd. |
|------------------------|---------------------------------------|

Director of a competing company or a related business company

- None



Mr. Somkiat Boonsiri

Position Senior Vice President - Support
Age 56 Years

Education:

- Bachelor of Arts
Bangkok University

Apr 30, 2020 - Present

Company Directors
NBC Next Vision Co., Ltd.

Training Course

- Issara Institute
Program for Senior Mass Communication Strategy
Executive Program in
Broadcasting and Television Affairs (Class 1)

Director of a competing company or a related business company

- None

No. of Shares Held as at March 9, 2021

- | | | |
|------------------------|---|-------|
| • Mr. Somkiat Boonsiri | - | Share |
| • Spouse | - | Share |
| • Minor Child | - | Share |

Family Relationship among Directors and Executives

- None

Experience

2012 - present	Senior Vice President - Support Nation Broadcasting Corporation Plc.
----------------	--

Director of other listed companies

- None

Director of other non - listed company



Mr. Chakrit Khuang-arin

Position

Senior Vice President - Graphic

Age

43 Years

Education

- Bachelor of Science Degree (3D Modeling & Design)
Media art Platt College San Diego USA.
- Bachelor of Business Administration in Marketing
Sripatum University

Training Course

- None

No. of Shares Held as at March 9, 2021

- Mr. Chakrit Khuang-arin - Share
- Spouse - Share
- Minor Child - Share

Family Relationship among Directors and Executives •

None

Experience

Mar 3, 2015 - Present Senior vice President - Graphic
Nation Broadcasting
Corporation Plc.

Director of other listed companies

- None

Director of other non - listed company

- None

Director of a competing company or a related business company

- None



Miss. Wilawan Sinthornchaikul

Position Senior Vice President Customer Relations and Corporate Events
Age 50 Years

Education

- Master of Arts, International Communication Macquarie University, Sydney, Australia
- Bachelor of Business Administration, Ramkhamhaeng University

Training Course

- None

No. of Shares Held as at March 9, 2021

- | | | |
|-------------------------------|---|-------|
| • Ms. Wilawan Sinthornchaikul | - | Share |
| • Spouse | - | Share |
| • Minor Child | - | Share |

Family Relationship among Directors and Executives

- None

Experience

- | | |
|------------------------|---|
| Feb 15, 2016 - Present | Senior Vice President Customer Relations and Corporate Events
Nation Broadcasting Corporation Plc. |
| 2006 - 2013 | Vice President-Sales
Nation Broadcasting Corporation Plc. |

Director of other listed companies

- None

Director of other non - listed company

- | | |
|-------------|---------------------------------------|
| 2014 - 2015 | Manager
M and S Creation Co., Ltd. |
|-------------|---------------------------------------|

Director of a competing company or a related business company

- None



Mrs. Suwannee Wacharapasakorn

Position Assistant Vice President - Accounting and Finance
Age 53 Year

Education

- BBA, Accounting, Srinakharinwirot University

Training Course

- Federation of Accounting Professions In the royal patronage Risk management of COSO ERM 2017
- Dharmniti Seminar And Training Co.,Ltd. Issues and Tax Planning of Business tour
- Dharmniti Seminar And Training Co.,Ltd. (e-Tax Invoice) and (e-Receipt)

Director of other listed companies

- None

Director of other non - listed company

- None

Director of a competing company or a related business company

- None

No. of Shares Held as at March 9 , 2021

- | | | |
|-------------------------------|---|-------|
| Mrs. Suwannee Wacharapasakorn | - | Share |
| Spouse | - | Share |
| Minor Child | - | Share |

Family Relationship among Directors and Executives

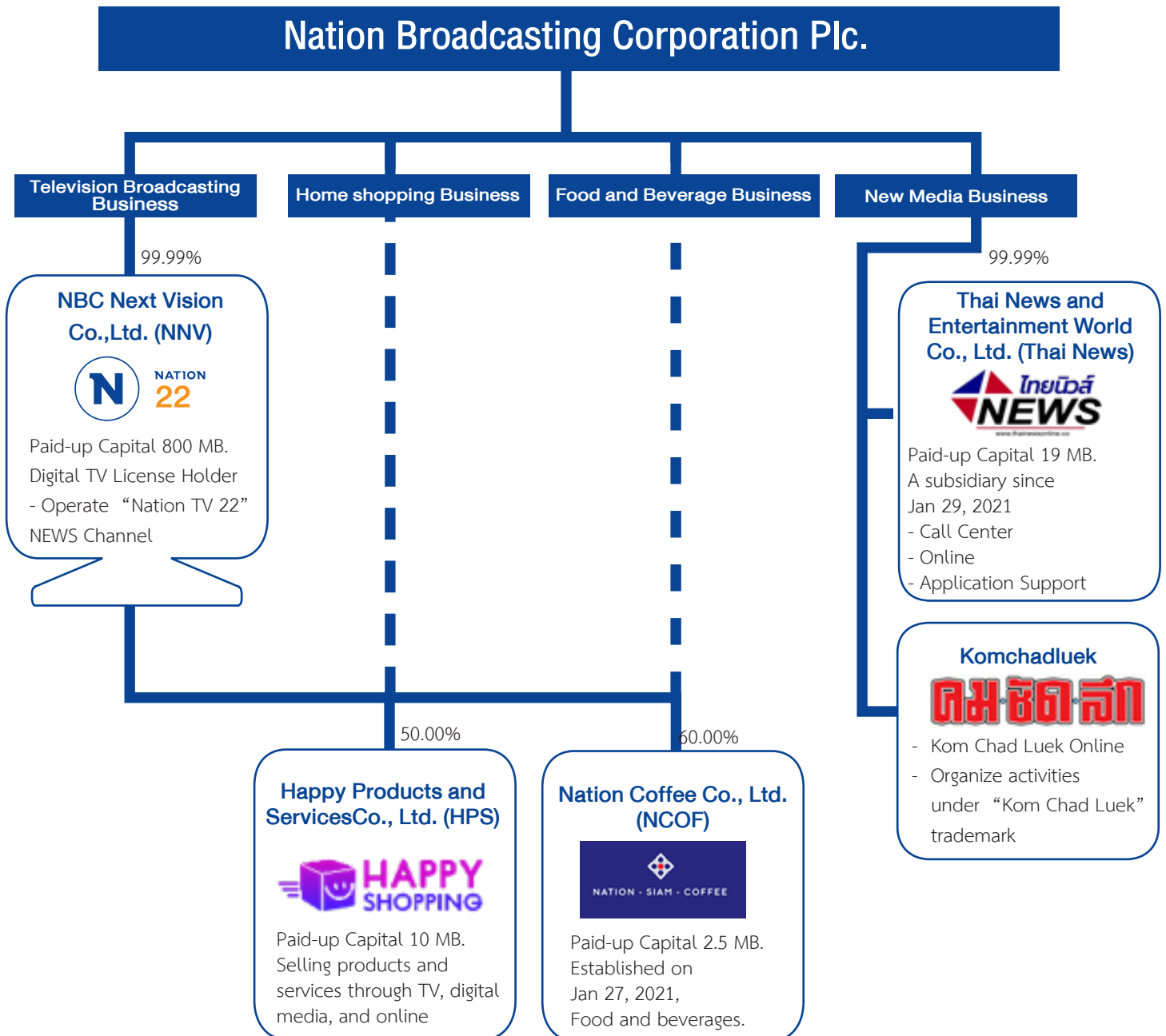
- None

Experience

- | | |
|----------------------|--|
| 1 Jul 2019 – Present | Assistant Vice President-Accounting and Finance Nation Broadcasting Corporation Plc. |
| 2012 – 30 Jun, 2019 | Senior Finance Manager
Nation Broadcasting Corporation Plc. |



Business Company Structure 2021





Business Networks 2020

TV Media Business


The Nation Broadcasting Corporation (“NBC”) is a producer and supplier of TV programs in the category of news and content with the various broadcasting channels in order to reach the target groups widely. It firstly aired on June 1, 2000, on UBC Channel 8, with a news program of “**Nation Up-to-date News.**” It was the first news program in Thailand.

On May 1, 2003, Nation TV broadcasted through satellite signals at Thai TV Channel 1 via MMDS system. It transmitted signals via Thaicom satellite 5 in the C-Band system and in the Ku-Band system. People who had a satellite dish in Thailand and the Asian region could watch for free on channel number 22 without any monthly service fees at all.

On December 27, 2013, NBC Next Vision Company Limited, a subsidiary of the company, won the auction for spectrum license of use and operation of a digital television business in the category of Standard Definition (SD). It was under the name of Nation TV 22 that offered news programs with its uniqueness to focus on producing news and knowledge-based programs, further from the co-production of the free TV channel. Also, the company used resources in television production such as news, images, quality news, news team quality to expand its businesses to various related businesses.

TV media business Products or Services

The Company is the founder and operates the integrated television stations, including the broadcasting program production, procuring broadcasting programs, renting airtime, and selling advertising time. The Company’s proceeds have been generated from selling advertising time, programs and short documentaries production, and ad time rental. Besides, the Company has carried out the fully serviced digital terrestrial television licenses.

Name of the Station	Main Concept	Viewing Channel
1. NationTV launching broadcast in 2014 	24-hour news and information channel, aiming to present news and information accurately, impartially, and timely, unbiased, comprehensive, in-depth analysis by experienced news teams	<ul style="list-style-type: none"> • Settop Box - Channel 22 • Local Cable TV • Website www.nationtv.tv • Mobile phone • Application via IOS and Android

There is a co-production television program with free TV stations broadcasting via LCD screens on the stations and in the BTS trains. The Company operates a joint business to produce news content TV programs with Free TV stations, and the revenue is from time share sales and public relations of products and services in the program.

In 2020, the Company continued pursuing the policy to surmount the business by taking the advantages in content and information, personnel competence, availability of equipment, and the reputation of the Company to expand the business to other related businesses for the highest benefits to the Company. It utilizes the popular TV program content in the interest of society to create products or activities in various forms to satisfy the customer needs and boost the company's revenue generation potential.

Marketing

The company has business and competitive strategies for the television media and related businesses by "becoming a leading news station ranked number 1 in every target group." The competition in the digital TV industry is extremely violent. The management has therefore adjusted to a new action plan so that it will be able to be self-reliant and reach break-even with the following strategies.

- Build confidence in the brand of Nation TV 22
- Focusing on creating more in-depth news in all dimensions to emphasize being a credible news station and being accepted by both within and outside the country.
- Build brand recognition of Nation TV 22 by creating brand visibility and content of Nation TV as well as adjusting the content to be in line with the daily changing situations.

Continuous quality program development

The company has the policy to develop program quality by creating a new type of program on the Nation TV22 channel, adjusting the program content, program schedule, news anchors, including systematic news management. All content is screened to ensure the highest quality and reliability before being broadcast on all channels, which is to strengthen its quality with content rather than holding on to individuals.

The company still strives to be a news and knowledge station 24 hours a day, presenting accurate, impartial, timely content with comprehensive analysis and insights from experienced news teams. It also aims to reach the variety of all age groups by the following important strategies.

1. Increase speed of news reporting with in-depth coverage in all directions, preserving its identity as a news station by adding a separate news team of "Nation News Hunt Team" to stay up-to-date with online competitions and social media, adding Breaking News sessions so that viewers cannot miss every important news and keep abreast of the situation at Nation 22 news station 24 hours a day.
2. The news coverage via LED signs nationwide which would be increased for expanding a viewer base.

3. Screen modification with a new studio investment and the use of both 3D holographic technology to make news presentation interesting.
4. Organizing activities that engage the audience throughout the year to prepare to celebrate the 21st anniversary of Nation TV, by a campaign that reward viewers with rewarding activities.

Activity plan for generating income in 2020 was divided into 3 parts as below:

1. Main activities of the year: The activity would be organized every year, initially set 1-2 times a year in order to build viewer loyalty to the program. The company has a fan club base who regularly participate in activities such as Nation Bike, 20th anniversary of Nation TV and Golf Charity. These activities were publicized by trying to change the views of participants and general news recipients to recognize the value and importance of participation in should-never-missed activities organized by the Company. The income generation was derived from sponsorship so that there is no loss in each activity.
2. Activities to generate revenue: The event will be a festival activity based on reasonable income and expenses, where profitable events will only be held. The activities, for example, are Nation Exclusive Talk, 23rd Sahapat Admission, Provincial Administrative Organization election, Local in 4 Regions, BTS Sky Train Rally.
3. Tour Activities: The objective is to arrange for the program fans and fan club of Nation TV22 to participate in the tour activities with having a popular news anchor as a tour leader. The activities are historical trip following the royal path of King Naresuan the Great, 2nd August trip taking mom on tour, and so on.

Personnel

Nation TV22 has developed the capacity of the news anchor team to be professional correspondents and news reporters. The Dream Weaving Project was initiated to continually and steadily search for the new generation to become reporters and anchors.

Set appropriate advertising rates

The company has the policy to set advertising rates for television channels or programs to be fair to all parties. The policy is set for the benefits of advertisers and to maintain long-term relationships. And also, to keep up with the current situation must ensure that the company can maintain its business competitiveness. In setting advertising rates, the company would consider the rating of the program, broadcast time and compare the advertising rates with other business operators. The same applies to the pricing of products or services for related businesses. At the same time, the company has a sales team that has expertise and experience in selling advertising in a variety of Branded Content formats and advertisements broadcast during the loose spot.

Business target groups of the television media business

The target groups are divided into 2 groups as below.

1. Advertising Agency is a company that provides advertising planning and advertising time allocation to customers who own various products or services. In this group, customers will buy advertising and public relations time with the Company in the forms of packages with many programs and time allocations. The purchase is made in advance with a long period from 1 month upto 1 year.
2. The direct customers that directly own the product have their guidelines for advertising and public relations. These companies will contact to buy advertising time or participate in marketing activities directly with the company.

Distribution and distribution channels of the television media business

The company has its own advertising sales department that deals directly with advertising agencies and product owners in various forms of branded content and tie-in production. The video production of product and organization presentation was created by using high angle photography techniques which became popular among many direct customers and advertisements broadcast during the loose spot.

For related businesses, the company is a distributor of various products and services mostly by itself. The company used its media as well as those of its business alliances as the main means of publicizing news to target customers, including using social media of the station and TV hosts to help reach as widest customer groups as possible.

Procurement of products and services of the television media business

For the company's television stations are important production factors such as personnel, databases, news, locations, and tools used in production. The company divides production and procurement into 3 types as follows.

Programs that the company is a producer

News Program: News department is responsible for procuring and producing various forms news in politics, economy, crime, society, art, culture, technology, environment, foreign countries, entertainment, and regions such as news talk program, news interview program, news discussion, and news analysis programs, etc. There are news-editorial department meetings to determine the news direction together, assign news tasks to reporters, consider the selection of news that is valuable and interesting to be broadcast, and check the accuracy of the news content before every broadcast.

Non-News Program: The company has a production and creative department that creates other TV programs apart from news programs and news-related programs. Most programs are knowledge-based, variety and lifestyle content-based, and useful short documentary fillers. Each program has a producer to oversee the production of programs according to the determined plan.

Programs co-produced with external producers and media partners

The company agreed to produce programs with professional business partners who are independent producers. The company would select external production companies that have specialized expertise and are well-known in various circles. Most of the programs are knowledge-based and lifestyle content-based. The company could be involved in the conceptualization of the program so that the program has the content and form of presentation that is consistent with the station policy including consideration of program quality before broadcasting accordingly.

Programs for external producers to rent airtime

The Company considers selecting various types of programs so that the station has all kinds of programs in every taste and format. Nation TV 22 has developed a content and personnel development plan along with a marketing plan to provide services to customers in the form of integrated marketing communications with skillful ads sales teams who possess extensive experience in selling a wide variety of ad formats.

New Media Businesses

The company emphasizes the importance of the use of new forms of social media to create audience engagement through television screens and websites. The company pioneered and initiated the use of Twitter, Facebook, and Hashtag in defining topics that are of interest to viewers and inviting viewers to comment on various social media formats. The company also focused on generating revenue from New Media channels.

1. Content from the central: developing the presentation style, adjusting news pages in print media to be animated, developing channels to share news links in joining various Facebook groups including seeking affiliate pages.

2. Content from the regional: organizing a regional correspondent meeting, regional content management to maximize efficiency and management of Nation Tua Thai and KomChad Luek Tua Thai pages as well as finding partners to share regional news.
3. Regional base expansion: using the strategy of creating branch websites that are distributed from the main website. The website administration department will create websites starting from pilot provinces such as Nation TV, Sisaket, Phetchabun and Khon Kaen. Development of sharing channels, province page creation and procurement of target group pages for provinces to create a regional base.
4. Public sector participation: for access to information for the public sector, terms and conditions between the company and users were given with clear and comprehensive membership conditions and procuring target group pages in the province to create a public alliance.
5. Join with partners to open direct sales in groups: as the airtime rental rate is relatively low; therefore, the broadcast time was divided for the partners instead with the condition that the news anchors and the hosts of Nation TV Channel must be a co-host in the affiliate program. It is to raise viewers' awareness and have an effect on increasing more news fans.

For broadcast programs, they will be distributed on social media channels, indoors with partners and certified publishers such as Facebook, YouTube, etc.

For the revenue generation from new media, the company publishes content through various platforms such as Facebook, YouTube, Twitter and Line, etc. In addition to generating income for the company, it is also an important database system to analyze the popularity of each program based on the traffic of the news clip, enabling the Company to learn the characteristics of the audience in each period. The comments under the video clips could be of useful for the company to improve and develop better programs.

Providing content via mobile devices

The company uses content from the television media of the company and business partners to develop content and presentations that can respond to the modern lifestyles of modern people. The company provides content through various types of mobile devices such as mobile phones, smartphones, and tablets. Providing news or reporting various events was undertaken via mobile phones in the form of short messages which could be delivered via all networks of mobile phones. News provision encompasses all news types according to the needs of customers such as business news, English news, and general news, etc. The company will earn revenues from the monthly membership fees from the users of SMS services provided by the company and receive a share of the SMS membership fees from business partners.

Also, the Company has developed information services to meet the needs of all target customers and keep pace with technology changes and social trends such as news content providing for smartphones and tablets.

The Company still has business and competitive strategies to increase the company's website popularity and revenue from advertising on the company's website and a business partner's website. The Company tries to improve the quality and performance of the website to contain accurate and reliable content

Nation Group and its companies utilize the social media to promote their businesses and services. Currently, they have a total of more than 7 million followers.

In searching for cooperation with new business partners, as the company is a center for disseminating news and information reaching many groups of customers such as businesspeople, workers, students, it has mixed advertising

sales strategies so that advertisers can choose special conditions to advertise on various websites at the same time at a discount price. In addition, the company sells advertising across all media types of the company, both television and websites. Attractive discounts offered to advertisers that meet their needs better. It is also a distribution of advertisements in both media that are popular with high-level advertising clients such as television and media that are popular with the moderate level of advertising clients such as websites.

Providing services and organizing public relations through social networks

The Company provides social media publicity and management services for organizations interested in doing social media marketing and public relations activities. While also organizing promotional activities through social media, the customers could rely on key success factors of Nation Group and NBC as a medium with a large number of personnel and news reports via social media. Along with advertising and promoting through social media, the Company has gained great popularity in the past 1-2 years. The Company offers online marketing plans and means of public relations via social media to customers who want to reach customers in the younger generation who prefer to communicate online.

In addition, NBC has a competitive advantage in this business as being a partner with some of the largest community websites in Thailand such as Bloggang, Exteen, and it owns over 2 million followers and fans on social media.

The company has always focused on the New Media business and will never stop developing and researching new technologies to meet the needs of consumers and target customers comprehensively and creatively. The company emphasizes content quality and supports the changing of technology that advances every day effectively.

Home Shopping Business

This business is operated by Happy Products and Service Company Limited or Happy, an indirect subsidiary of the Company through NBC Next Vision Company Limited (NNV), a subsidiary of the Company has invested 50% of the total shares on January 7, 2020.

Happy Products and Service Company Limited operates in direct marketing business to sell products and services through television channels and digital media, and present them to viewers nationwide. It is also known as “Home Shopping” under the name of “Happy Shopping”.

Happy shopping has a wide selection of quality products to meet all customer needs such as health food supplement products, beauty and personal care products, fashion and accessories, kitchenware products, IT products, travel tours, consumer products. It also includes services in various fields to meet the needs of today and future world. It has developed in accordance with customer behavior and needs.

Marketing

Happy shopping has more opportunities for business growth and expansion due to the changing purchasing behavior of Thai consumers. They shifted from the traditional shopping at the malls to purchasing products via television and digital media. Taken the current competition into consideration, the home shopping business is highly competitive with many vendors both in the country and overseas.

However, in order to create differentiation of the products, the company is ready to attract or create new experiences for customers in order to meet their needs and repeat their purchases. The company has established business and competition strategies to generate revenue and expand its customer base with the following crucial strategies.

Target customers: Focus on the elderly or Baby Boomer customers (age 55 years and over) and working age customers (Gen-X).

Product Line Expansion: In addition to Happy Shopping's house brand products with more than 200 items, it also brings products from partners with many brands including Thai wisdom products and OTOPs to offer the customers a variety of choices.

Distribution Channels: There are both offline and online distribution channels operating under the Omni Channel model, which is a link to communicate in each channel in a consistent direction.

Product management: There is a systematic product management plan as well as adjusting the management plan to be timely according to the time, situation, and interests of the customers. It also focuses on cost management especially transportation in order to be able to control costs and expenses.

Above all, it also accelerates the development of E-Commerce system to create a platform in the form of a dot com (.com) and mobile application, as well as human resource development by building a strong team to raise the general public's awareness towards the "Happy life +" brand house products.



Industry and Competition Overview for the year 2020

The digital TV businesses in 2020 experienced a considerably huge impact from the COVID-19 pandemic, which significantly reduced overall ad spending despite the number of digital TV viewership during the COVID-19 epidemic and the lockdown measures. When the lockdown was lifted, the digital TV industry had still fallen as the advertising budget of each business operator that needs to be cut in order to cut costs.

The estimated value of the advertising market for all TV channels in 2020 from the data collection undertaken by the Nielsen (Thailand) Co., Ltd., was at 63,177 million Baht, a decrease of 10% when compared with the year 2019 with a value of 70,310 million Baht. The value of advertising on digital TV has not grown as high as in the past due to the competition in the content service business with multiple channels following the changing technology direction and the impact of COVID-19. The impact began to take effect in March 2020 as the first month and in May 2020; demonstrating the advertising value contracted the most at 31.48%.

When dividing the projection of advertising revenues into different categories, it was found that the HD channel group consisted of 7 channels, namely Channel 3, Channel 7, Channel One, Thairath TV, Channel 9, Amarin TV and PPTV, with the total value of 2020 at 40,487.24 million Baht, a decrease of 7.11%. From 2019, it was at 43,584.92 million Baht, whereas the channels with the highest estimate of ad value are Channel 3, Channel 7, Channel 9, Channel One, Thairath TV, Amarin TV and PPTV, respectively. While Channel 3 and Channel 7 still hold the highest market share in this segment with the total revenue for both channels in 2020 was estimated at 61.47%.

The SD channel group in 2020 remained 5 operators: Mono, Workpoint, Channel 8, True4U and GMM25 with an advertising value of 17,929.16 million Baht, a 1.98% decrease compared to 18,283.31 million Baht in 2019. The channels with highest estimate of ad value were Mono, Workpoint, channel 8, followed by GMM25 True4U. Mono channel obtained the highest ad revenue share in this segment at 39.33%.

Three news channels - NATION TV, TNN, and New TV - resulted in a much lower estimate of ad revenue compared to the previous year by 2020. The value was 1,585.75 million Baht, a decrease of 16.63% when compared with the year 2019 at the value of 1,902.15 million Baht.

As for the 3 public channels, there are only 2 channels, namely Channel 5 and NBT, which gained ad revenue in 2020 with a total value of 1,306.14 million Baht, a 69.11% decrease compared to the value of 4,228.96 million Baht in 2019. Most of ad budgets are on Channel 5, holding a 78.5% share.

From the overall picture of the year, it can be seen that the ad weight is more in the HD channel segment than the others, but the SD channel segment is growing as well. Even though TV has been disrupted by technology, TV commercials are still the biggest source of income that can reach consumers at the same time. From the large online content activities such as 11.11 or 12.12 of Lazada and Shopee, they continued to use all TV channels such as channels 3 and 7 to promote this special campaigns. Even Netflix's Thai series also relies on TV ads. But ad revenues tend to spread more and more towards online channels, as seen by TV operators constantly adjust their strategies to face changes. Some focus on selling products online through TV shopping.

For an overview of industry ad spending in 2020, according to Nielsen, it found that the personal care & cosmetic industry used ad spending worth 15,310 Million with an increase of 6% compared to the same period of last year. While the major industries continued to decline from the same period of the previous year such as food and beverages, which valued at 16,843 million Baht, a decrease of 8%. Media & Marketing group valued at 12,438 million Baht, a decline of 7% while Automotive valued at 6,467 million Baht, a fall of 33%.

The top 3 companies with the highest ad spending in 2020 are, firstly, UNILEVER (THAI) HOLDINGS CO., LTD., worth 5,050 million Baht, an increase of 46% from the same period of last year. Last December saw a new Vaseline Super Vitamin on TV, worth 40 million Baht, followed by Omo Plus products (Long lasting fragrant from washing to wearing), worth 39 million Baht.

Secondly, NESTLE (THAI) CO., LTD. valued at 2,808 million Baht, an increase of 42% from the same period last year. The campaign with the highest advertising spending in December was a canned NESCAFE (give away much more than you could imagine), with TV ad spent worth 22 million Baht, followed by Nescafe Espresso Roast on TV, worth 20 million Baht.

Lastly, the PROCTER & GAMBLE (THAILAND) had ads spent worth 2,416 million Baht, a 4% decrease from the same period last year. The campaign that used the highest ad spending in December was the new Pantene I ad (ready hair, ready to go) on TV media worth 33 million Baht, followed by new Oral-B Gum & Enamel toothpaste on TV worth 23 million Baht.



Source: Nielsen Advertising Information Service



Risk Factors for the year 2020

Transition of the digital TV business in Thailand that started in 2013 for more than 8 years, the critical turning point of the digital TV business started with a large number of 24 channels. But with the business situation, the digital TV performance was not as expected. At present, there are only 15 digital TV channels left, or digital TV operators decided to return the licenses according to the order of the National Council for Peace and Order (NCPO) No. 4/2562 that enables TV operators to return their licenses of Digital channels. Hence, they would be eligible for receiving compensation from returning the channel license to the Office of the National Broadcasting and Telecommunications Commission (NBTC), totaling 7 channels, which consists of the following.

1. Two channels for Children and Youth, namely Channel 3 Family and Channel MCOT Family.
2. A group of 3 news channels: Spring News, Bright TV, and VOICE TV.
3. 2 SD slots, SPRING 26 and channel 3SD

There are also two other channels, Thai TV and LOCA, that have been discontinued before the announcement of the return of the NCPO's digital TV channel licenses.

For digital TV operators that are still in business, there are 15 channels, including 3 news channels, TNN, NEW 18 and Nation TV 22, and 5 SD channels, namely Workpoint, True4U, GMM25, Channel 8 and Mono 29, while HD channels. All 7 channels are still in existence, namely Channel 9 MCOT HD, Channel One, Thairath TV, 3HD, AMARIN TV, Channel 7HD and Channel PPTV.

Digital TV business in the year 2020, there was also a major risk factor: the spread of the COVID-19 virus that damages all sectors of the world, including Thailand. The digital TV business was also adversely affected by greatly reduced ad spending. As merchandise operators reduced public relations spending to sustain their businesses in the midst of the current coronavirus pandemic situation.

According to Nielsen, the world's leading evaluation data and market research service provider, it estimated the ad market value of all digital TV channels in 2020 was at 61,662 million Baht, a decrease of 9.32% when compared to the year 2019 with the total value at 68,030 million Baht. It can be seen that the advertising value of digital TV

is not growing as in the past and is still affected by COVID-19 as well as the impact of the competition of the increasingly diversified content business, especially the online channels. According to the disruption of technology, when Thailand is moving towards 5G technology from the opening of the wave auction, the advertising spending of digital TV is even more gobbled with the 5G technology trend that comes into a significant play.

COVID-19 pulling back advertising spending, even online

Projected ad spending based on Nielsen data demonstrated that COVID-19 had a significant impact on the overall picture of ad spending, which was an unprecedented incident. It caused damage to the economy in a wide range affecting the value of advertising spending for the whole year. By 2020, the value was approximately 106,255 million Baht, a decrease of 14%, as shown in the following information.

- TV media had ad spending of 63,177 million Baht, a contraction of 10%.
- Internet at 19,610 million Baht, growth 0%.
- Out-of-home and mobile media at 11,041 million Baht, a contraction of 18%.
- Newspaper at 3,833 million Baht, shrinking 32%.
- Radio at 3,602 million Baht, a contraction 24%.
- Cinema media at 4,317 million Baht, a contraction 51%.
- Magazine at 674 million Baht, a contraction of 35%.

In addition, Nielsen also conducted a survey of Thai media spending and consumption behavior under the name ‘WHAT’S NEXT IN THE NEW NORMAL’ or the media landscape in Thailand and what happened in the new normality. It showed the changes in the media industry from before, during and after the peak COVID-19 pandemic in Thailand.

The Nielsen survey found that during the pandemic, Thais demanded to keep up with news, leading to an increase in news consumption from major media such as TV, digital and radio media compared to the pre-pandemic period. Even though the situation began to enter the new normal, TV media had average viewership rates back to the same as before COVID-19, but radio media continued to increase their audience levels, similar to digital media that people continued to rely on for increased periods of time. TV media during the severe COVID-19 outbreak, TV viewers of all age groups spent longer time watching TV. Interestingly, for the audience in the age group 4-14, during the year, there was an increase in TV visits with an average increase of 40 minutes of TV viewing per day to 3 hours and 57 minutes compared to the period before the outbreak. For popular TV viewing content including news, dramas, entertainment and international series in the new normal, viewers in this age group continued to spend 10 minutes more watching TV than in the pre-pandemic period by 10 minutes at 3 hours 26 minutes, while other audiences spent their TV viewing time back to the normal level. News is the only type of content that continues to gain popularity because in the past several months Thailand has had a lot of big news. Also, people pay more attention and follow up closely on drama news.

On digital media, during the pandemic, Thais spent their time on digital media increasing in all age groups, especially those aged 13-34, which spent an average of 2 hours and 16 minutes a day. They still spent more time on digital media than before the outbreak, although the situation in June improved.

As for the radio media, more people listened during the pandemic. The categories that had more listeners from April 2020 to the present, included Thai traditional songs-Thai music, sport news, and international music. What is noteworthy was the behavior of radio listeners. They listened to the radio as their companions through devices such as mobile phones including tablets. The listening time to the radio was more from 8:00 am to 2:00 pm on both weekdays and weekends.

While the change in ad spending when stepping into the New Normal era as a result of the impact of COVID-19, it was found that since March 2020, there has been a decrease in advertising spending of 9,861 million Baht, a decrease of 8% compared to the same period last year. In April 2020, ad spending was 7,233 million Baht, a 28% decrease from the same period of the previous year. In May 2020, ad spending was 6,940 million Baht, a decrease

of 32%. In June 2020, ad spending was 7,597 million Baht, a decline of 27%. In July 2020, ad spending was 8,658 million Baht, a fall of 20%. In August 2020, advertising spending was 9,085 million Baht, a 13% decrease.

The Supreme Administrative Court's verdict of terminating the announcement of sorting digital TV channels

It is good news for all 15 digital TV operators that the Supreme Administrative Court reversed the judgment of the Central Administrative Court to dismiss the case number Black at Aor.Ro.45/562, Red No. at Aor.Ro.66/2563. True Visions Group Company Limited sued the Broadcasting Commission National Television and Telecommunications Business (NBTC) with related parties requesting to revoke the NBTC's announcement on TV service sorting criteria dated September 23, 2015, in which the Central Administrative Court ruled to revoke such announcement.

In this regard, the Supreme Administrative Court ruled that the issuance of a channel sorting announcement that required to bring the television channels that provide general service (Free TV) to set as the first channels. The non-spectrum television programs are then arranged next to the general television channels as in compliance with the provisions of the law. It is an operation to allow people to watch Free TV programs (Free TV) from the same channel numbers. Whether people use digital television services that require an antenna Satellite dish or cable TV system, it solves the confusion of finding Free TV channels (Free TV). It may change as specified by the licensees without reducing the number of channels of the plaintiffs or creating an unreasonable burden in any way. Such announcement is not contrary to the constitution or directly affects property rights of the plaintiffs.

The Supreme Administrative Court's verdict is equivalent to ending the channel arrangement problem between cable and digital TV operators. They must use the same channel numbers as announced by the NBTC, enabling digital TV operators to plan to promote viewers to turn to watch digital TV according to the channel number received from NBTC and further build viewers' perception and recognition accordingly.

Digital TV business adapted to the New Normal era.

Given the overview of the digital TV situation affected by the COVID-19 pandemic, digital TV operators need to adapt to enter the New Normal era. They were challenged by the impact of the ongoing disruption of technology and competing with the media to compete for ad spending that shrunk as a result of the Thai economy, which COVID-19 has hit harshly. One of the popular digital TV news stations is Nation TV Channel 22 that has prepared for the adaptation and changes that happened. It focuses on delivering quality content with intense, in-depth, and accurate news programs to meet our customers' needs. It also connects businesses with online media on various platforms to enable audiences to gain access to the content from the quality team of popular news channel like Nation TV at any time. Whether it is live viewing or watching rerun through Nation TV Channel 22 and online platforms, they are readily available. Currently, its Facebook Page obtains 2,883,090 likes. The audience could also watch live online TV via smartphones and watch the rerun on Youtube channels and NationTV's website at www.nationtv.tv

Besides, Nation TV Channel 22 has also added various channels so that consumers do not miss important news. The key channels that present the news are through Line and presenting important news on digital signage media installed at key locations in Bangkok. The Nation TV has adapted itself to new advertising media across all platforms in various formats based on consumer behavior in all groups and ages.

Major Shareholders

List of top 10 major shareholders as of March 9, 2021:

No.	Name	Shares	% Total Share
1.	Nation Multimedia Group Public Company Limited.	803,361,455	71.45
2.	Miss Kanchanarath Wongphan	63,095,100	5.61
3.	Mr.Pakorn Mongkoltada	47,991,756	4.27
4.	Mr.Sombat Panichewa	34,069,260	3.03
5.	Miss Aura-Orn Akrasanee	25,760,000	2.29
6.	Green Siam Company Limited.	15,000,000	1.33
7.	Mr.Chuchai Chansangavej	11,100,000	0.99
8.	Mrs.Kamolrat Chansangavej	11,100,000	0.99
9.	Mr.Suvicha Sarhinggaanpoonperm	6,600,000	0.59
10.	Mr.Pakawan Wonghpaasee	5,500,000	0.49
11.	Other	100,839,729	8.96
Total		1,124,417,300	100.00

Source : Thailand Securities Depository Co., Ltd.

• Types of Shareholders – Share allotment by nationality

Shareholder by Nationality	Number of Shareholders	Number of Share	% Total Share
Thai Shareholder	1,373	1,123,727,379	99.94
Foreign Shareholder	4	689,921	0.06
Total of Shareholders	1,327	1,124,417,300	100.00

* Nation Broadcasting Corporation Plc's regulation stipulates that "non-Thai shareholders are not allowed to hold the Company's stake in excess of 25% of total issued shares"

• Group of major shareholders who has significant impact on the formulation of management policies

Nation Multimedia Group Public Co., Ltd. is major shareholders of the Company

• Name of shareholders who conceal their true identity

-None-

Good Corporate Governance Report for the year 2020

1. Corporate Governance Policy

The Board of Directors of Nation Broadcasting Corporation Public Company Limited strongly believes that good corporate governance principles and systems will ensure the company's effective, transparent and accountable management and raise the level of credibility and confidence in the company as perceived by shareholders, investors, stakeholders and related parties. Corporate governance also promotes sustainable growth, which will contribute to the company's success, and enable the company to achieve its ultimate goal of rendering the most optimized value to shareholders. The Board of Directors; therefore, established a corporate governance policy and announced the policy for employees at all levels to be aware of and comply with.

Communication of the corporate governance policy

The committee is well aware that the operation of corporate governance to meet the objectives and goals set. The main factor that drives the operation is every employee of the company and its affiliates. Therefore, the company announced the policy to the staff and publicized through the internal communication website of the organization. The management also closely monitored and oversaw the implementation of the policy in all aspects. In addition, in order to create understanding with all groups of stakeholders, the company publicized the said good corporate governance principles on the company's website to inform the general public and investors.

Monitoring of the Practice of Corporate Governance Policy

From the determination to improve the company's corporate governance continuously since the Stock Exchange of Thailand promulgated good corporate governance principles for listed companies in 2006, with assessments of corporate governance as follows:

- The result of the quality evaluation of the 2020 Annual General Meeting of Shareholders organized by the Thai Investors Association, Thai Listed Companies Association and the Securities and Exchange Commission in which the company received a score of 93 points out of 100 points, which is considered "very good."
- The evaluation results of membership renewal for the Thai Private Sector Collective Action Coalition Against Corruption (CAC), the company has been renewed for another 3 years from December 31, 2020 to December 31, 2023. This can confirm that the Company realizes and recognizes the importance of establishing an anti-corruption system and is ready to operate its business with transparency.

The compliance with the Principles of Good Corporate Governance in the year 2020 of the Company covers 5 categories which are:

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

1) Rights of shareholders

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

The company has a policy to treat every shareholder with equality. Realizing that the shareholders are entitled to the rights to receive sufficient and timely information of the company, the Corporate Secretary is responsible for organizing the disclosure of the Company's information on the website of www.nbc.co.th to publicize the company's information for shareholders and investors both in Thai and English. The information provided includes the latest important information, an investor's newsletter and shareholders' meetings. The company also provides shareholders with opportunities to inquire, request explanations and express their opinions with equality.

Shareholders' Meetings

• Organizing Annual General Meeting of Shareholders

The Board of Directors attaches great importance to organizing the annual general meeting of shareholders to report to the shareholders of the Company's operating results and to make decisions on important matters of the company. They could inquire information and other details related to the management of the Company's operations from the Board of Directors and the executive management team. By holding the shareholders' meeting in 2020, the company not only complies with the relevant rules and laws, but also focuses on the activities that are related to the principles of good corporate governance by adhering to the guidelines in the AGM Handbook Checklist prepared by the Thai Investors Association, the Thai Listed Companies Association and the Securities and Exchange Commission.

The Company has the policy to promote and facilitate the shareholders by disclosing information about the date, time, and venue of the meeting in advance, including clear maps in the invitation letter, and introducing barcode system technology used in the registration, vote counting and display of meeting resolutions.

The 2020 Annual General Meeting of Shareholders was held on October 29, 2020, at the 9th floor meeting room (Room B), Interlink Tower Building, Debaratana Road, Bang Na Tai Sub-district, Bang Na District, Bangkok, at 14.00 hrs. The registration began at 13.00 hrs. There were 6 directors from a total of 9 directors, with 55 shareholders and proxies attending, totaling 669,709,595 shares, representing 83.38% of the total issued shares which totaled 803,155,214 shares.

The meeting proceeded in accordance with the guidelines of the shareholders' meeting and as the law stipulated.

Prior to the General Meeting of Shareholders

The Company posted the meeting invitation letter on the company's website the full detailed General Meeting of Shareholders in the invitation letter 21 days in advance prior to the meeting respectively with complete information on the company's website prior to the meeting date. It has appointed Thailand Securities Depository Co., Ltd. to serve as the company's registrar, to circulate meeting invitation letters to the shareholders. The meeting invitation letter provided details of the agenda, rationale, the Board of Director's views on each item of the agenda, and complete and sufficient information for the shareholders to make their decisions as well as previous meeting reports, annual reports, related documents required for the consideration of each agenda item, clarification of procedures, information on the Independent Directors, procedures and company regulations concerning attendance of the shareholders' meeting, map of the meeting venue and authorization documents as specified by the Ministry of Commerce. The meeting date and other details were announced in the newspaper for three consecutive days and at least three days prior to the meeting date.

The company gives the opportunity the minority shareholders to propose the agenda, nominate the directors, and submit questions in advance prior to the Annual General Meeting of Shareholders during October 14-22, 2020 via the website of www.set.or.th or www.nbc.co.th. It appeared that no shareholders proposed names of persons to take the position of director. There was no shareholder proposing additional agenda and no shareholders submitted questions in advance of the Annual General Meeting of Shareholders.

The Annual General Meeting of Shareholders

In determining the date, time and venue for the meeting, the company gave priority on providing the greatest convenience to shareholders. Meeting registration was opened for shareholders and shareholders' representatives one hour in advance of the meeting and attendees were handed out complimentary items. Auditors from KPMG Poomchai Audit Co., Ltd. and the Company's Legal advisor also attended the meeting to lend an ear on comments and answer the questions enquired by the shareholders, and to monitor the vote counting. In any General Meeting of Shareholders, the company's Chairman serves as Chairman of the Meeting.

Prior to the Meeting

The company informed shareholders in detail of the rules and practices for the meeting including the vote casting procedure, vote counting and ballot instruction to the assembly. The Chairman gave shareholders opportunities to inquire and express their opinions openly and assigned the President and Executive Directors to answer the inquiries.

The Company has adopted the barcode information technology to register the attendance, counting votes, and stating the resolution on each meeting's agenda. On the election of directors, the company invites the shareholders to elect directors individually. The voting method, votes counting, and meeting's resolution are recorded by scores "Agree", "Disagree", and "Abstain" in the minutes. On the election of directors, the resolution is made on individual basis. The voting ballots are used in making the resolution on each agenda for traceability purpose. The minutes and voting results on each agenda are entirely recorded.

The company proposed the agenda to determine the remuneration of directors to the annual general meeting of shareholders to consider and approve annually by presenting information on the remuneration of directors in comparison to the previous year as well as to set clear policies and criteria regarding the determination of directors' remuneration for the consideration of the shareholders.

For shareholders who were unable to attend the meeting in person, the company offered an option to authorize at least 1 independent director of the company who had no vested interest in the matter to be considered to be a proxy to attend the meeting and vote on behalf of the shareholders of the company. Together with the meeting invitation letter, Proxy Forms (Form A) (Form B) and (Form C) were attached. Form B is a form in which shareholders can specify their own voting direction in each agenda and Form C in the case where the grantor is a custodian.

After the Annual General Meeting of Shareholders

The company has disclosed resolutions made by the Annual General Meeting of Shareholders for the acknowledgement of shareholders and members of the public through the SET Community Portal system, developed by the Stock Exchange of Thailand, immediately after the meetings or not later than 09.00 hrs. of the following business day following the meetings, which is in accordance with the Disclosure Rules of the Stock Exchange of Thailand.

2) Equitable treatment of shareholders

The Board of Directors has regularly controlled and checked up on the company's corporate governance structure to ensure equitable and fair treatment for all shareholders, as well as to ensure that the caretaking process is neither complicated nor incurring unnecessarily high costs. In the meeting of shareholders for 2020, the company recognized all shareholders equally and undertook the following guidelines to ensure that all shareholders had the right to participate in decision making and to acknowledge the company's decisions on important matters as stipulated by the law or the company's regulations.

- In the shareholders' meeting the Company has a policy to not proceed in any way that threatens the rights of all shareholders. No item shall be included in the agenda and no important information shall be exchanged if it's not informed to the shareholders in advance. Moreover, no document containing additional important information shall be provided in the meeting, to ensure the shareholders have sufficient time to make decisions.
- All shareholders have a right to vote as per the number of shares one holds. Each share counts for 1 vote and there is no special voting right.
- Shareholders who are unable to attend the meeting in person may authorize an independent director who has no conflict of interest with the meeting agenda to attend and cast the ballot. Shareholders can download the proxy form from the company's website.
- The Company has made connected transactions with related companies, whereby the Annual General Meeting of Shareholders 2020 held on October 29, 2020 approved the Company to enter into a connected transaction with

Nation Multimedia Group Public Company Limited (“NMG”). NMG is entitled to controlling authorization as it holds 573,829,611 shares in the Company or equivalent to 71.45 percent of the total issued shares of the Company. The Company undertook the acquisition of the “Kom Chad Luek” trademark from NMG including assets and businesses under the trade name “Kom Chad Luek” (“Kom Chad Luek Business”) of Kom Chad Luek Media Company Limited (“KMM”). KMM is considered a subsidiary of NMG, in which it holds 2,499,998 shares or 99.99 percent of KMM’s total paid-up shares.

3) Role of Stakeholders

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

Several stakeholder groups are important to the company, including employees, customers, shareholders, investors, trading partners, creditors, competitors, society, government agencies, neighboring communities, etc. The Board of Directors has maintained a policy to protect the rights of each group of stakeholders in accordance with related laws or agreements stakeholders have made with the company and has aimed to promote employee involvement in enhancing the performance of the company to ensure more productive performance and sustainable growth by disclosing relevant, sufficient and timely information to stakeholders. The company has established organizational ethics covering various areas for the Board of Directors, Executive Directors, and Employees of the Company to abide by.

Ethics of the Board of Directors, management and employees consist of:

1. Ethics on business operation

1.1 Business operation guidelines

Nation Broadcasting Corporation Public Company Limited was established in 1993, aims to produce television programmes in the format of news and knowledge, which are broadcasted through television stations without charges collected from the audience. Over the past years, the company has truly been committed to develop and stay side by side the Thai society steadfastly, serves as a reliable neutral media and becomes part of Thai people’s life thoroughly, and even pursue the businesses to grow steadily, concentrated to act as good mass media with the ethical standards of the profession, and uphold the credibility and social responsibility under the under good corporate governance.

1.2 Anti-corruption policy

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

1. Directors, management and employees are prohibited from conducting or accepting every type of corruption both in direct or indirect manner including receiving complimentary items or gifts, joining entertainment or hospitality activities, granting financial aid or donations and other forms of benefits from those doing business with the company, for themselves or their families.
2. The implementation of the Anti-Corruption Policy covers Nation Group’s employees, customers and all groups of stakeholders, both in Thailand and abroad, and specifies that evaluation of the risk of corruption in the organization is undertaken annually. The Policy is reviewed at least once a year in order to accord with business changes, rules, regulations, and laws.

3. Operations relating to the Anti-Corruption Policy must be in line with the guidelines stated in the Nation Group's Corporate Governance Policy and ethical guidelines, related regulations and operation manual, as well as additional guidelines that will be further stipulated by the company.
4. To focus attention on processes which incur a high risk of corruption, Nation Group's directors, management and employees at all levels must conform carefully in the following courses of action:
 - 4.1 Entertainment, gifts and other expenses
 - Offering or giving or receiving gifts, entertainment and hospitality activities shall be in compliance with guidelines for entertainment, gifts and other expenses.
 - 4.2 Donations for charities, solicitations, or grants
 - Giving or accepting donations, solicit money, or grants must be transparent and lawful by ensuring that donations, solicitations or grants are not used as an excuse for bribery.
 - 4.3 Business Relationship and Procurement
 - All types of bribery or illegal payments are prohibited in business transactions whether they are made with trade partners, contractors, government agencies or agencies that do business with the Company. Business transactions must be carried out in a transparent and honest manner. in accordance with all applicable laws and regulations.
5. Corruption It is considered a violation of the Code of Conduct of the Company. Which must be considered disciplinary in accordance with the regulations set by the company. In addition, they may be punished by law if the act is illegal.

Dissemination of the Anti-Corruption Policy

NBC disseminates its Anti-Corruption Policy and Manual to its staff and stakeholders through the Intranet, e-mail and the Company 's website (www.nbc.co.th)

2. Ethics towards Stakeholders

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

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

The "Nation Way" code of conduct was drafted as professional guidelines for the Group's editorial staff at every level. The content covers the basic ethical standard for "news crews" at every level as well as how they behave in public, both on-duty and off-duty.

The Group's news staff at every level shall strictly observe the following principles without any exceptions so that we can continue to maintain the credibility and trust of society.

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

- 1 Ethical requirements of the media professionals
- 2 Ethics of Nation Group's media
- 3 Responsibilities to the readers, listeners and audience.
- 4 Commitment to the media profession and organization
- 5 Guidelines for news reporting and desirable behavior with sources
- 6 Special privileges and conflicts of interest
- 7 Guidelines for participating in political and social activities
- 8 Guidelines for the advertisement, marketing and sale departments.
- 9 Guidelines for copyright and freelancing jobs
- 10 Guidelines for reporters in various beats
- 11 Guidelines for mistakes recovery
- 12 Guidelines for reporting the company's activities
- 13 Guidelines and ethics on Nation Social Media

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

2.2 Ethics on responsibilities to shareholders

The company determines to act in a trustworthy manner and ensure the best interests of the shareholders by placing high priority on steady corporate growth and sustainable returns. The company shall operate in a transparent manner, ethically and within the framework of the law and the company's corporate governance policy, and with a credible accounting system. And to comply with the principles Therefore strictly adheres to the guidelines

2.3 Ethics on relations to customers

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

The Company regularly organizes activities to strengthen closer relationship with every group of clients, for example,

- customer audience via television Nation TV company with a focus on customer satisfaction in the form and content of the proposed transaction. Including a premium corporate customer by inviting customers to participate in various activities organized by the company as Nation Bike Thailand, Nation TV Charity Rally, SlowLife Biketrip etc.
- Nation TV joined together to fight the flood disaster Together with news fans. Nation TV has brought survival bags to help flood victims, flowing jungle water and mudslides in Prachin Buri province in the area Kabin Buri district, which was affected by floods and mudflows in Na Di district, amount 2,000 sets on October 16, 2020.
- 20th Anniversary Nation-Kom Chad Luek Golf Charity 2020, on the occasion of the 20th anniversary of Nation TV Channel 22, was held on Friday, August 21, 2020 at Thana Stadium City Golf Country Club Bangna. This golf tournament is organized for charity. A part of the proceeds shall go to the construction of the "Srithamracha" Building for the monks in Nakhon Si Thammarat Province.
- Running activity of "SAMUTPRAKAN MILES Episode 1 Kongsuan Run" was held for life support fund to purchase medical equipment for Phrasamut Chedi Sawatyanon Hospital and Ban Khlong Suan Hospital.
- Run for Hornbill: "Run for the Animals and Families Fun Day 2020 # Save the hornbill" was held on the occasion of the 49th anniversary of the Nation Group. Therefore, in collaboration with the hornbill ecology study Faculty of Science Mahidol University organized a run for the conservation of hornbills 2020 (#Save the Hornbills), on November 29, 2020. This activity was to campaign for Thai people to exercise for health and to stimulate the economy by using the mass sport as a medium in accordance with the government policy after Covid-19. It was meant to raise public awareness of hornbill and wildlife conservation. The proceeds from the event income after deducting expenses shall go to the "Hornbill Research Foundation" for the conservation of hornbills.

2.4 Ethics on responsibilities to employees

The company is aware that human resources are the most valuable asset and are an important factor that leads the organization to success. Therefore, it is determined to encourage employees to continuously improve themselves by promoting physical and mental health, creating a good working atmosphere, and promoting teamwork. So, the company provides opportunities and support for employees to establish "Nation Group Union" under the Labor Relations Act 1975 to protect benefits relating to employment conditions and to promote good relations between employers and employees and between employees. One of the activities building good relationship among employees was New Year party.

As for the welfare for employees, the company pays attention to welfare by providing various benefits such as

assistance in the event of an employee's illness or death, loss of parents, spouse or children, marriage gift money, child gift money, child education allowance, provident fund, emergency loan, annual health check, accident insurance, health insurance and group life insurance.

Regarding safety and sanitation in the workplace, the company has given importance by training and campaigning to raise awareness about the maintenance of the working environment to be safe for the life and property of employees. In the year 2020, there was no accident and sick leave from work. The work nature of the company was mostly office work.

As the situation of the pandemic of the COVID-19, the company has issued preventive measures and announced to ask for cooperation to employees in strict compliance, including receiving body temperature testing before working every day. If anyone has a temperature higher than 37.5 degrees Celsius, they are not allowed to enter the area. All employees must wear a mask and wash their hands with the alcohol gel provided by the company, and refrain from traveling to vulnerable areas. In the event that it is necessary to travel, the employee must notify the supervisor and the Human Resources Department for consideration on a case-by-case basis.

As for employee quality development, the Company has given importance to the development of employees' potential at all levels by providing employees with either in-house training or training with external agencies in order to enhance the potential of employees to be able to apply the acquired knowledge to develop a more efficient working style. The company organizes proper training for the staff in accordance with the Labor Skill Development Promotion Act 2002 stipulating that a company with more than 100 employees has to provide them with training at a ratio of 50% of all employees. A company must submit a course certificate Training to the Department of Skill Development by which the Company has strictly adhered to.

In respect of human rights, the company has set the principles in the business ethics manual and code of Conduct to treat all employees politely, respect for individuality, and human dignity. The employees must not take any action that is a violation or threat, whether verbally or acts against others based on race, gender, religion, age, physical or mental disability.

2.5 Ethics on relations with trade partners

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

1. Directors, executives and employees of the company shall not receive, claim or accept offers for benefits that are not in accordance with standard trade practices.
2. Act in strict compliance with the law and regulations.
3. Evaluate and select trade partners using standardized criteria.
4. Strictly follow the conditions concerning trade partners. In the event that the company is unable to follow such conditions, the partner should be informed in advance in order to consider appropriate solutions.
5. Provide accurate and correct information.
6. Support and cooperate with trade partners in the production of high-quality standardized products.
7. Support and cooperate with trade partners in the production of new products and services in order to answer changing customer preferences.
8. Safeguard the confidentiality of trade partners and do not use information for self benefit or the benefit of other parties.

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

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

2.6 Ethics on relations with trade competitors

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

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

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

2.7 Ethics on relations with creditors

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

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

The company has received credit support from many banks which have long trade relationship with the company and classified the company as a good customer. The company has fully complied with the terms and conditions of the contract.

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

2.8 Ethics on social responsibility and environment

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

As a fully integrated media operator, the company shares national concerns over the quality of life and the information consumption of Thais. Therefore, the company has a mission to present quality and useful news to society and the public. The company also participates in efforts to improve the living standards of Thai society. As a business operator in Thailand, the company cares about the environment. In 2020, the company was involved in almost all aspects of social contribution activities (details are in the section of corporate social responsibility).

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

Complaints and suggestions

The company encourages its management and employees to conduct business with integrity, transparency, fairness and accountability in accordance with good corporate governance and the company's code of business ethics. As part of this policy, the company provides channels for comments, complaints and suggestions from the company's employees and all groups of stakeholders. Complaints and suggestions concerning various issues can be made to the Audit Committee or the company's Internal Control Department via E-mail audit_nbc@nationgroup.com or by mail to the company at Nation Broadcasting Corporation Public Company Limited at 1854, Debaratana Road, Bangna-Tai Sub-District, Bangna District, Bangkok 10260.

Operation procedures after receiving complaints

The Internal Audit Department will consolidate complaints and launch initial inspections. If the complaints are found to be grounded, they will be forwarded to the Managing Director, which will set up a fact-finding committee, with the Human Resources Department acting as the committee's secretary. The committee will subsequently present its findings, together with measures against wrongdoers, to the Managing Director, the Internal Audit Department Manager and the Audit Committee.

The Audit Committee will provide fairness and safeguard complainants, those in charge of receiving complaints, those who are the subject of complaints and those relating the fact-finding operation by applying protection measures. All involved information will be kept confidential and disclosed only where necessary, with the safety and possible damages to concerned parties taken into consideration.

4) Information disclosure and transparency policies

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

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

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

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

The company's annual report 2020 provides the following information:

1. Vision, mission and values of the organization
2. List of directors as well as their work and educational backgrounds, their family relationship with the management, their service in other listed companies and their holding of the company's securities
3. Shareholders' structure
4. Risk factors
5. Corporate Governance Report
6. Directors' remuneration and attendance at board meetings
7. Board of Directors' performance in the past year and the training record of the board
8. Audit Committee's performance in the past year
9. Remuneration policy for directors and high-level management
10. The remuneration for service in the Board of Directors and other assignments for the company and its subsidiaries
11. Annual report of the Audit Committee
12. The Board's accountability report to the financial statements with the required content, endorsed by the Chairman of the Board and Managing Director
13. Explanation and analysis of the financial status of the management
14. Accurate and complete financial statements in accordance with accounting standards
15. Financial statements and operating results

The company has disclosed the following information at www.nbc.co.th

1. Roles, duties and responsibilities of the directors, sub-committees, Chairman and Managing Director
2. Corporate Governance Policy
3. Business ethics and Code of Conduct
4. Charter of the Audit Committee
5. Charter of the Nomination and Remuneration Committee
6. Charter of Executive Committee
7. Charter of the Internal Audit Department
8. Quarterly and annual financial statements
9. Annual report
10. Human Resource Management Policy
11. Internal Control
12. Company Regulations
13. Anti-corruption Policy and Manual

Investor Relations Section

The Company's Secretary is responsible for communicating with shareholders and investors in an equal and fair manner in order to build strong relations with them. The investor relations section answers queries related to the company and its operations for investors through the company's website, by telephone or via other channels. The company facilitated the distribution of important information by organizing and participating in the following activities in 2020 through www.nbc.co.th:

The Corporate Secretary can be contacted at:

Nation Broadcasting Corporation Public Company Limited

Address : 1854, Debaratana Road, Bangna-Tai Sub-District,
Bangna District, Bangkok 10260

Tel : (66) 2-338-3289-91

Email : corporate_secretary@nbc.co.th

Website : <http://www.nbc.co.th>

Besides, the Corporate Secretary's Office is assigned by the Board of Directors to recognize the significance of working in compliance with the regulations required by the Stock Exchange of Thailand, the Securities and Exchange Commission and other relevant laws in an accurate, complete and transparent manner, which passes through sequential consideration and inspection. The Board of Directors appointed Mr.Yods Boonyuen as the Company Secretary on February 7, 2018. The Company Secretary assists the Chairman in ensuring the Board of Directors, sub-committees and all directors of the company work in accordance with their roles and duties and in compliance with relevant laws, regulations and rules. The Secretary prepares sufficient necessary documentation and agenda for meetings for the consideration and decisions of the Board, carefully and accurately records the minutes of meetings showing that the Board has considered agenda items carefully, completely, honestly and responsibly using judgment and with consideration of the business environment and what other businesses might be expected to do in a similar situation.

The Secretary is responsible for keeping the register of directors, notice of meetings, minutes of the Board of Directors and Shareholders Meetings, reports of conflicts of interest, reports of share holdings of directors and executives, and to ensure that coordination of activities between the Board of Directors and the management proceeds in line with the Board's resolutions. The Company Secretary has discharged her duties fully and thoroughly.

5) Responsibilities of the Board of Directors

Roles, duties and responsibilities of the Board of Directors

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

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

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

Roles, duties and responsibilities of the Chairman

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

Counterbalance of non-executive directors

In 2020, the Board of Directors consists of 13 members, five of them are independent directors, and five non-executive directors and another three are executive directors of the Company and parent company. Independent directors must account for more than one third of the committee to ensure an effective check and balance system in management.

The Five independent directors are fully qualified according to the company's definition of the independent

directors, approved by the board and the requirements of the Securities and Exchange Commission issued in 2008. Three out of the five independent directors are members of the Audit Committee. One of them is the Chairman of the Audit Committee and two of them are members of the Audit Committee

Appointment of the Board of Directors

According to the company's requirement, one third of the directors shall vacate their offices when their tenures end every year. The company can re-appoint directors whose tenure ends to the same positions again for another term. The company does not set requirements on the term limit according to the requirement of the Securities and Exchange Commission. The company's directors shall not be directors in competing companies or have conflicts of interest with the company's business. In the case that the directors hold positions in other companies, those company names, types of business and positions of the directors shall be disclosed in the director profile.

Compliance units

The company has various departments to ensure that the company's rules and regulations are followed as well as the regulations of the relevant departments. This includes, for example, the Corporate Secretary Division which is to monitor the company's compliance with the requirements of the SET and the SEC, as well as relevant laws. The Company has hired a professional legal consultant to serve as a consultant in performing operations in accordance with the laws related to business operations.

Sub-committees

The company's Board of Directors has appointed sub-committees to help screen information relating to the operations by setting the qualifications and responsibility in the requirements for each sub-committee. At present, the company has three sub-committees, namely the Audit Committee, Nomination and Remuneration Committee and the Executive Board. The duties and responsibilities of the sub-committee are detailed in the section of Sub-committees.

Conflicts of interest

The company acknowledges the importance of the potential for conflicts of interest. Therefore, the company has announced its conflicts of interest policy which prevents the company's directors, management and employees operating any business which can come into competition with the company, as well as getting involved in a transaction that is likely to lead to a conflict of interest with the company. If it is necessary to do so, the Board of Directors will ensure that the transaction will be transparent and fair. The consideration will be thorough as if the transaction was executed with a third party, whereby the directors, the management or the employees involved shall not be allowed to take part in the approval process.

In this regard, directors, executives and employees with interests in the transaction will not participate in the consideration and approval by abstaining from voting. They must strictly comply with the regulations of the Stock Exchange of Thailand for inter-company transactions and subsidiaries. In 2020, it was reported at the Audit Committee meeting each quarter and the Company disclosed the details of the counterparty transactions as to the reasons and necessity included in the Annual Report and Form 56-1.

The Board of Directors' Meeting

Board of Directors' Meetings are scheduled in advance with a minimum of once a quarter and special meeting are held as required. Agenda are clearly announced prior to the meetings with routine agenda to follow up on the operational results. The Company Secretary is responsible for sending invitation letters informing approved agenda by the Chairman and Managing Director together with related documents to all directors seven days in advance. This is to allow time for the directors to review the information prior to the meeting. Should any director wish to propose additional agenda or require the management to update the progress on any particular issue, he or she can inform their intention to the Chairman of the board or the Company Secretary.

Generally, each board meeting takes 2-3 hours. The Chairman gives equal opportunity for all directors to independently express their ideas and opinions. The Board of Directors views that to prevent the unintentional leakage of information, the management will report the results of the company's operations only in the month that the meeting is being held. Independent directors and non-executive directors meet regularly to discuss management issues without the presence of operating personnel. Should there be any issues of concern, the management will be notified to solve or improve them.

Evaluation of the Board of Directors' performance

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

In the year 2020 due to many new directors, therefore, the Board of Directors' Meeting No. 2/2021 considered exempting the performance evaluation of the Board of Directors and the Audit Committee for the year 2020.

Directors' remuneration

The company sets a clear and transparent policy regarding remunerations of directors. Through the Nomination and Remuneration Committee, it is approved through thorough and appropriate consideration. The compensation is at the same level as in the same industry and is high enough to attract and retain qualified directors. The directors shall receive remuneration that is appropriate to their duties and responsibilities assigned.

The company's guidelines for the remunerations of the Managing Director are in accordance with the terms and policies stipulated by the Board of Directors. The remunerations are based on the company's and individual's performances. The Board has assigned the Nomination and Remuneration Committee to determine the appropriate remuneration for the directors.

In 2020 and 2019, remunerations for directors are as follows:

Director / Position	Annual Remuneration 2020				Annual Remuneration 2019			
	Remuneration	Meeting Allowance	Other	Total	Remuneration	Meeting Allowance	Other	Total
Chairman of the Board :								
- Mr. Shine Bunnag (1)	233,333.-	-	-	233,333.-		-	-	-
- Mr.Sontyan Chuenruetainaidhama (1)	166,667.-	-	-	166,667.-	400,000.-	-	-	400,000.-
Chairman of Audit Committee :								
- Mr.Sutee Phongpaiboon	400,000.-	120,000.-		520,000.-	300,000.-	40,000.-	-	340,000.-
- Assoc.Prof.Dr.Sungsidh Priyaranngsan	-	-		-	100,000.-	-	-	100,000.-
Members of Audit Committee :								
- Mr. Chaiwat Asawintarakun (3)	52,000.-	-	-	52,000.-	-	-	-	-
- Miss. Narissara Srisunt (5)	48,000.-	10,000.-	-	58,000.-	-	-	-	-
- Mr. Metha Soonthornjit (3)	250,000.-	-	-	250,000.-	300,000.-	-	-	300,000.-
- Mr. Pornchai Reonghathainont (5)	250,000.-	30,000.-	-	280,000.-	300,000.-	20,000.-	-	320,000.-
- Mr.Sutee Phongpaiboon	-	-	-	-	75,000.-	-	-	75,000.-
Independent Directors :								
- Mr.Stanley Chun Wang (7)	16,000.-	-	-	16,000.-	-	-	-	-
- Asst. Prof. Veerawan Vararuth (2)	125,000.-	-	-	125,000.-	200,000.-	-	-	200,000.-
- Mr. Chalio Dithalaksana	200,000.-	-	-	200,000.-	150,000.-	-	-	150,000.-
Executive Director of Parent/ Related Company :								
- Mr. Shine Bunnag	83,333.-	-	-	83,333.-	200,000.-	-	-	200,000.-
Non-executive Directors :								
- Miss Aura-Orn Akrasanee	200,000.-	60,000.-	-	260,000.-	200,000.-	20,000.-	-	220,000.-
- Mr. Jessada Buranapansri (3)	35,000.-	-	-	35,000.-	-	-	-	-
- Mr. Somboon Muangklam (3)	35,000.-	-	-	35,000.-	-	-	-	-
- Miss Piyada Punnakitkasem (3)	35,000.-	-	-	35,000.-	-	-	-	-
- GEN.Watanachai Chaimuanwong	27,000.-	-	-	27,000.-	-	-	-	-
Executive Directors :								
- Mrs. Warangkana Kalayanapradit (1)	116,667.-	-	-	116,667.-	-	-	-	-
- Mr. Supawat Sa-nguan-ngam (4)	32,000.-	-	-	32,000.-	-	-	-	-
- Mr.Chatchai Pokogwai (4)	166,667.-	-	-	166,667.-	200,000.-	-	-	200,000.-
- Mrs.Lakana Ratwongsakul (6)	172,000.-	-	-	172,000.-	200,000.-	-	-	200,000.-
Total	2,643,667.-	220,000	-	2,863,667.-	2,625,000.-	80,000	-	2,705,000.-

Note:

1. Payment of remuneration and meeting allowances complied with the annual compensation rate in 2020, which was approved by the resolution of the company's Annual General Meeting of Shareholder 2020 on October 29, 2020. The meeting approved the company to pay remuneration to all directors by dividing it into quarterly payments.
2. In 2020, the resolution of the Annual General Meeting of Shareholders 2020 approved the payment of meeting allowances to the nomination and compensation committee as follows: Chairman at 20,000 baht per meeting and director at 10,000 baht per meeting per person in 2020. There were altogether six meetings.

3. (1) Mr. Sontiyon Chuenruetainaidhama expressed the intention to resign on June 1, 2020. The Board of Directors had a resolution to appoint Mr. Shine Bunnag as the Vice Chairman of the Board to take positions of the Chairman of the Executive Committee, effective from June 1, 2020 onwards. While the resolution was made to appoint Mrs. Warangkana Kalayanapradit to take the positions of a director and an executive director of the company to replace the director who resigned, which was effective from June 1, 2020.
- (2) Asst. Prof. Weerawan Worarut expressed his intention to resign from the position of Independent Director on August 14, 2020 and the 2020 Annual General Meeting of Shareholders resolved to appoint Admiral Navapol Damrongpong to replace the director who resigned, effective from October 29, 2020 onwards.
- (3) The Annual General Meeting of Shareholders 2020 has resolved to appoint Mr. Chaivat Asawintarangkun assumed the position of independent director and audit committee in place of Mr. Metha Soonthornjit who completed his term and resolved to appoint 3 additional directors, namely Mr. Jessada Buranapansri, Mr. Somboon Muangklam and Miss Piyada Punnakitikasem with effect from October 29, 2020 onwards.
- (4) Mr. Chatchai Pokogwai expressed his intention to resign from the position of director of the Company with effect from October 30, 2020 onwards. The Board of Directors resolved to appoint Mr. Supawat Sa-nguan-ngam to take positions of Director and Managing Director, effective from 3 November 2020 onwards.
- (5) Mr. Pornchai Ruanghathainon expressed his intention to resign from the position of independent director, audit committee and nomination and remuneration committee, effective from October 30, 2020 onwards. The Board of Directors appointed Miss. Narissara Srisunt to replace the director who resigned, effective from November 3, 2020 onwards.
- (6) Mrs. Lakana Ratwornsakul expressed her intention to resign from the positions of director and executive director, effective from November 9, 2020 onwards. The Board of Directors resolved to appoint General Watanachai Chaimuanwong to replace the director who resigned, effective from November 12, 2020 onwards.
- (7) The Board of Directors resolved to appoint Mr. Stanley Chun Wang to take the position of independent director to replace the vacant position.

Director and management development plan

Every new director will attend a basic orientation program conducted by the Chairman of the board, regarding the company's nature of business, history, background, the company's location and branches, the corporate culture as well as being briefed by the Managing Director and the Company Secretary regarding the company's structure, supervision policy, and internal control with related documents. The company promotes the development of all directors to enhance their efficiency in performing their duties.

The Board of Directors supports and promotes the professional development for all directors in order to increase efficiency in their duties. The company has a policy to encourage directors to attend seminars and training sessions of the Thai Institute of Directors Association (IOD), the Stock Exchange of Thailand or other institutions. Whether it is the development of duties and responsibilities of directors or new management approaches, the Company is willing to encourage all directors to continuously develop and improve their performances as well as to apply various knowledge appropriately for performance improvement and knowledge application that benefits to the Company.

Succession plans

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

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

1. Managing Director

When the management position of Managing Director vacates or persons holding such position are unable to perform their duties, the company may select an executive at the nearest level or deputy position to the vacated position to act as a caretaker up until the selection and recruitment process of the vacated position is completed. Successful candidates must have vision, capability, experience and fit well into the organizational culture. The Executive Committee will consider the nomination and propose to the Board of Directors for approval.

2. Vice President

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

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

2. Sub-committees

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

1. Audit Committee

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

As of December 31, 2020, the Audit Committee comprised three members, as follows:

No.	Name	Position	Qualifications
1	Mr.Sutee Phongpaiboon	Chairman of the Audit Committee	Independent Director
2	Mr. Chaiwat Asawintarangkun	Member of the Audit Committee	Independent Director with finance and accounting background
3	Miss. Narissara Srisunt	Member of the Audit Committee	Independent Director

Roles, duties and responsibilities of the Audit Committee

1. Review the financial reports (quarterly financial report and annual audited financial report) to oversee that the reports are sufficient and correct before forwarding them to the Board of Directors for consideration.
2. Review the internal control system to oversee that the internal audit procedures are adequate, appropriate and efficient. In addition, to observe the independence of the internal audit unit, as well as to approve the appointment, transfer and dismissal of the head of the internal audit unit or any other units responsible for the internal audit.
3. Review the risk assessment and risk management system to oversee that they are appropriate, adequate and efficient.
4. Review the business operating procedures to oversee that they are in compliance with rules and regulations of the Security Exchange Commission and those of the Stock Exchange of Thailand as well as other laws relative to the company business.
5. Recommend to the Board the independent auditors to be nominated for shareholder approval to audit the financial reports of the company. Review with the independent auditors the objectivity of audit, responsibility and auditing procedures of the independent auditors including problems found during the audit as well as issues that the independent auditors consider they may have material impact on the company financial reports and to attend a meeting with the auditor without the presence of the management at least once a year.
6. Review the connecting transactions or transactions that may have conflict of interest to oversee that they are accurate, complete and in compliance with rules and regulations of the Stock Exchange of Thailand as well as disclosure complete information for those transactions to ensure that such transactions are appropriate and most beneficial to the Company.
7. Review the company's compliance with private sector's anti-corruption and certification programmes, including the Collective Action Coalition Against Corruption's Self-Evaluation Tool.
8. Issue an Audit Committee Report to be included in the company's annual report and the report must be signed by the Audit Committee Chairperson and must at least contain the following information.
 - Opinions concerning with the correctness, completeness and trustworthiness of the financial reports of the Company.
 - Opinions concerning with the adequacy of the Company's internal control system.
 - Opinions concerning with the Company's compliance with the law and regulations of the Securities and Exchange and regulations of the Stock Exchange of Thailand, or any law governing the Company's business.
 - Opinions concerning with the appropriateness of the auditor.
 - Opinions concerning with the transactions that may involve conflict of interest.
 - The number of the Audit Committee's Meetings and attendance record for each of the Audit Committee Members.
 - Opinions or overall observation that the Audit Committee has found during performing its duty according to the Charter of the Audit Committee.
 - Other reports which should be acknowledged by the shareholders and general investors under the duties and responsibilities assigned from the Board of Directors of the Company.
9. Perform other activities as delegated by the Company's Board of Directors with consent from the Audit Committee.

In performing such duties as mentioned above, the Audit Committee has the power to order the management, head of departments or employees of related companies to give opinions, attend meetings or submit documents as deemed relevant and necessary, as well as seek independent opinions from other professional advisors when deemed necessary at the expense of the Company.

2. Nomination and Remuneration Committee

The Board of Directors approved the appointment of the Nomination and Remuneration Committee (Nomination Committee) on February 26, 2019 by assigning the the Nomination Committee to perform the duty of recruiting qualified persons to hold positions of directors and sub-committees, as well as to consider the remuneration of directors and sub-committees to propose to the Board of Directors and / or propose to the Shareholders' meeting for further approval (as the case may be).

The Nominating Committee Meeting No. 1/2021 on February 18, 2021 reviewed the Charter for the year 2021, which was reviewed annually.

The composition of the Nomination Committee consists of at least three members. The Committee is not required to be a director of the Company while the Chairman of the Nominating Committee shall be an independent director of the Company.

As of December 31, 2020, the Nomination and Remuneration Committee consisting of three directors as follows:

No.	Name	Position
1	Mr.Sutee Phongpaiboon	Chairman of the Nomination and Remuneration Committee
2	Miss Aura-Orn Akrasanee	Member of the Nomination and Remuneration Committee
3	Miss. Narissara Srisunt	Member of the Nomination and Remuneration Committee

Roles, duties and responsibilities of the Nomination and Remuneration Committee

Nomination

- 1) Nomination of directors and sub-committee members must take into account the appropriateness of the number, structure and composition of the Board of Directors, as well as the appropriateness of the size, type and complexity of the business prior to proposal to the Board of Directors and / or a shareholders' meeting for approval (as the case may be).
- 2) Consider and nominate persons with appropriate qualifications, knowledge, experience and expertise to hold the positions of director and sub-committee member for consideration and approval by the Board of Directors and / or the shareholders' meeting (as the case may be). This includes considering the background of candidates to ensure they are fully qualified according to the specifications of various charters of the Company and related laws and are not in contravention or inconsistent with laws relating to the business of the Company, in order that the shareholders receive sufficient information about the nominee to make a decision.
- 3) Consider the independence of each independent director to ensure that the Company's independent directors are fully qualified.
- 4) In the event that the Nomination and Remuneration Committee nominates directors who have vacated their positions by rotation, the Nomination and Remuneration Committee will consider the contribution of the said director and should present the results of that contribution, including the director's attendance of Board of Directors meetings and shareholders' meetings, for the consideration of the shareholders.
- 5) Consider and prepare a development plan for the directors and sub-committee members to enhance the knowledge of both the directors and sub-committee members concerning the business of the Company, as well as their roles, duties and development in various key areas, such as economic and industrial conditions, rules and laws related to the business of the Company, etc.
- 6) Perform other tasks as assigned by the Board of Directors with the approval of the Nomination Committee.

Determination of Remuneration

- 1) Consider the remuneration and other benefits (whether in the form of cash, securities or other type) of the Directors and sub-committee members for proposal to the shareholders' meeting for further consideration and approval. However, remuneration should be competitive according to industry norms.
- 2) Consider the criteria for evaluating the performance of the Board of Directors and sub-committees in order to consider the annual remuneration for proposal to the Board of Directors for approval.
- 3) Disclose the criteria for determining remuneration and other benefits and prepare the report for determination of remuneration for inclusion in the Company's annual report.
- 4) Perform other tasks as assigned by the Board of Directors with the approval of the Nomination Committee.

The Nomination Committee is responsible for reviewing and proposing for consideration of the Board of Directors any changes in the scope of authority, duties and responsibilities of the Nomination Committee as appropriate for the situation.

Recruitment of Company Directors

Once the Nominating Committee has considered selecting a person to hold the position of director, it will propose to the Company's directors consisting of independent directors, audit committee members. The appointment of directors will be in accordance with the Company's Articles of Association. In case of having to pass a resolution of the shareholders' meeting, it requires the shareholders' meeting to elect directors in accordance with the following criteria and methods.

(A) A shareholder has one vote equal to one share per one vote.

(B) Each shareholder is required to use his existing votes to elect directors individually.

(C) The persons receiving the highest number of votes in descending order shall be elected as directors equal to the number of directors required or to be elected at that time. In the event that persons elected in descending order have equal votes in excess of the number of directors required or to be elected at that time, the chairman will have a deciding vote.

At every annual general meeting of shareholders, one third of the Board of Directors is required. The director who has been in office the longest shall retire first. However, a director who has retired from office may be re-elected.

3. Board of Executive Directors Committee

This Committee is established by the Board of Directors to assist them in managing and controlling the Company's operations in accordance with the policies, plans, regulations and any orders, including the goals set within the approved framework assigned by the Board of Directors as well as to build confidence among stakeholders and for the company to grow sustainably.

As of December 31, 2020, the Executive Board comprised three executive directors, as follows:

No.	Name	Position
1	Mr. Shine Bunnag	Executive Chairman
2	Mr. Supawat Sa-nguan-nga	Executive Director
3	Mrs. Warangkana Kalayanapradit	Executive Director

Roles, duties and responsibilities of the Board of Executive Directors

- 1) Prepare the vision, strategy, business direction, goals, guidelines, policies, business plans, budget, organizational structure and corporate index for proposal to the Board of Directors for consideration and approval, and proceed as approved by the Board of Directors, including checking and monitoring the results of operations in an efficient and effective manner.
- 2) Consider the management structure for the business operation of the Company as being appropriate to the current situation.
- 3) Have the authority to determine the employee salary structure, including the selection, training, appointment, hiring, transfer, determination of wages, compensation and bonus of executive-level staff as well as the dismissal of employees.
- 4) Consider and scrutinize operational proposals to determine policies for investment, expansion of business activities, public relations, financial planning, annual budget, human resources management and investment in information technology for proposal to the Board of Directors for consideration and approval.
- 5) Have the authority to appoint a sub-committee or working group to facilitate the operations or management of the Company and set the authority, duties and responsibilities of the working group, including controlling and supervising the operations of the sub-committee or working group appointed to carry out the policies and meet the targets set.
- 6) Have the authority to proceed according to the policies set by the Board of Directors in relation to business operations, in accordance with the law, and the conditions, rules and regulations of the Company, with the exception of items in which the Executive Board may have conflicts of interest with the Company, subsidiaries or associated companies.
- 7) Monitor the Company's performance in accordance with the policy framework and goals approved by the Board of Directors and ensure operations are carried out with quality and efficiency.
- 8) Consider the annual budget allocation according to the management before submitting to the Board of Directors for consideration and approval.
- 9) Study the feasibility of investing in new projects and have the authority to consider and approve any investments or joint investments with individuals, juristic persons or any other business organization, to participate in bidding auctions, as well as to undertake various projects as the Board of Directors deems appropriate, including undertaking legal acts related to the matter until completed as approved (Corporate Index) and / or as determined by the Board of Directors and / or in accordance with relevant laws and regulations and / or in accordance with the Company's regulations.
- 10) Approve expenditure of significant investments as specified in the annual expenditure budget according to the Corporate Index and / or as assigned by the Board of Directors and / or as approved by a Board of Directors' resolution in principle.
- 11) Approve the signing of contracts and / or any transactions relating to the normal business operations of the Company (such as trading, giving or receiving services, investing or entering into joint ventures with other parties for normal business transactions of the Company which are of benefit in achieving the objectives of the Company) within the approved budgetary limits (Corporate Index) determined or approved by the Board of Directors. In the event that the amount exceeds the budget approved by the Board of Directors, the transaction must be presented to the Board of Directors for approval at the next meeting.
- 12) Consider and approve financial transactions with banks or financial institutions to support normal business operations, such as opening or closing bank accounts, borrowing funds, requesting a credit line, pledging, mortgaging, guaranteeing, and trading and registering ownership of land in accordance with the objectives and for the benefit of the Company's operations. These include juristic acts relating to the matter as approved by the Board of Directors (Corporate Index) and / or as determined by the Board of Directors and / or in accordance with relevant laws and regulations and / or in accordance with the Company's regulations. In the event that the amount exceeds the budget approved by the Board of Directors, the transaction must be presented to the Board of Directors for approval at the next meeting. If the Company's assets are to be used as collateral, approval must be granted by the Company's Board of Directors.

- 13) Consider the profit and loss of the Company and propose the payment of an interim or annual dividend to the Board of Directors.
- 14) Consider and approve the appointment of various consultants or advisors to the Executive Board or advisors to sub-committees or working groups that are necessary for the operations of the Company, as appropriate. Determine and authorize remuneration, allowances, welfare, perquisites and other expenses of the president of the consulting committee, consultant or members of the consulting committee, under the annual budgetary framework approved by the Board of Directors.
- 15) Review and propose to the Board of Directors amendments to the scope of authority, duties and responsibilities of the Executive Board in accordance with the current circumstances.
- 16) Perform any other tasks as assigned by the Board of Directors or according to the policies set by the Board of Directors.
- 17) Authorize one or more persons to act on behalf of the Executive Board. However, the delegation of authority, duties and responsibilities of the Executive Board will not be used or transferred to other parties to approve any items in which the person or persons may have interests or conflicts of interest with the Company (as defined in the announcements of the Securities and Exchange Commission and Stock Exchange of Thailand or the announcement of the Capital Market Supervisory Board) except for the approval of items that are in accordance with the policies and criteria approved in a meeting of the Board of Directors. Decisions to appoint or dismiss the company's Executive Directors may be taken in meetings of the Board of Directors or Shareholders' meetings

The Executive Director of the Company May be appointed or withdraw by the Board of Directors meeting or the shareholders' meeting of the company

5. Corporate Governance of Subsidiaries

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

In the year 2020, the Company and its subsidiaries have entered into related transactions with other related parties under market price conditions and other connected transactions. The management has reported the transactions regarding the suitability and value of the transactions to the Audit Committee for acknowledgment. In this regard, the connected transaction is considered an acquisition of assets pursuant to the Notification of the Capital Market Supervisory Board No. Tor Jor 20/2551. Disposal of Assets dated August 31, 2008 (including amendments) and the Notification of the Stock Exchange of Thailand on Disclosure of Information and Actions of Listed Companies in Acquisition or Disposal of Assets 2004, dated October 29, 2004 (details could be found more in the notes to the financial statements).

6. Control of inside information

1. Prevention of insider information

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

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

the financial results. Should any securities transactions be undertaken during this period, the company's Board of Directors must be notified immediately.

2. Disclosure of Interest Information

The Board of Directors has set guidelines for directors and executives of the company and its subsidiaries to disclose information on any conflicts of interest and the parties involved, in accordance with Section 89/14 of the Securities and Exchange Act B.E. 2551 and in accordance with the Securities and Exchange Commission Announcement Tor Jor 2/2552. The company has adhered to the rules since July 1, 2009, as follows:

1. Directors and executives must report any conflicts of interest of their own or of other related parties at least once annually. The company's secretary is responsible for collecting information relating to conflicts of interest of directors, executives and related parties ready for disclosure to the Board of Directors should they require it for consideration of transactions between companies, with directors and/or executives or involved parties who have conflicts of interest. The company secretary will report the interests of directors and executive management for acknowledgement of the company's Board of Directors in the meeting of the Board of Directors at the end of the year.

2. Directors and executives must report any changes in conflicts of interest of their own or of other related parties to the company secretary to report to the Board of Directors within 7 days of the change.

In 2020, information was reported on one occasion without any conflicts of interest.

3. Report on Securities Holding

The company's board and management have been notified of their obligation to report their shareholdings to the Securities and Exchange Commission and the Securities Exchange of Thailand in accordance with Section 59 of the Securities and Exchange Act B.E. 2535 and to report each sale, purchase, transfer or receipt of shares to the company's board within three working days of the transaction. The company secretary shall report shareholdings for the Board of Directors acknowledgement in the meeting of the Board of Directors at the end of the year.

In 2020, the company required the Board of Directors and executives to report their shareholdings in the Meeting of the Board of Directors on February 18, 2021.

During the year 2020, the company reported increases (decreases) in the shareholdings of its directors and management between January 8, 2021 and November 6, 2020, as follows:

Securities Holding Report of the Board of Directors

Full Name	The number of shares according to the registration book closing report			Shareholding Proportion
	As of January 8, 2021	As of November 6, 2020	No. of Shares Increase (Decrease)	
1. Mr. Shine Bunnag	-	-	-	-
2. Mr. Sutee Phongpaiboon	-	-	-	-
3. Mr. Chaiwat Asawintarakun	-	-	-	-
4. Miss. Narissara Srisunt	-	-	-	-
5. Mr. Supawat Sa-nguan-ngam	-	-	-	-
6. Mr. Chalie Dithaluksana	-	-	-	-
7. Mr. Stanley Chun Wang	-	-	-	-
8. GEN. Watanachai Chaimuanwong	-	-	-	-
9. Mrs. Warangkana Kalayanapradit	-	-	-	-
10. Miss Aura-Orn Akrasanee	25,760,000	18,400,000	7,360,000	2.29
11. Mr. Jessada Buranapansri	-	-	-	-
12. Miss Piyada Punnakitikasem	-	-	-	-
13. Mr. Somboon Muangklam	-	-	-	-

Note : 1. Paid-up shares as of January 8, 2021 of NBC were 1,124,417,300 shares.
2. Number of directors' shares shown including spouse (if any)
3. Ms. Aura-Orn Akrasanee has the same shareholding proportion due to exercising the right to increase capital in proportion.

Top Management's Securities Holding Report

Full Name	The number of shares according to the registration book closing report			Shareholding Proportion
	As of January 8, 2021	As of November 6, 2020	No. of Shares Increase (Decrease)	
1. Mr. Supawat Sa-nguan-ngam	-	-	-	-
2. Miss Aeumsree Boonhachairat	-	-	-	-
3. Mr. Pakorn Puengnetr	-	-	-	-
4. Mr. Somkiat Boonsiri	-	-	-	-
5. Mr. Chakrit Khuang-arin	-	-	-	-
6. Miss. Wilawan Sinthornchaikul	-	-	-	-
7. Mrs. Suwannee Wacharapasakorn	-	-	-	-

Note : 1. Paid-up shares as of January 8, 2021 of NBC were 1,124,417,300 shares.
2. Number of directors' shares shown including spouse (if any)

7. Auditor's remuneration

1. Audit fee

The company and its subsidiaries paid an audit fee for the financial year 2020 of 2,850,000 Baht (two million eight hundred fifty thousand Baht only) to KPMG Phoomchai Audit Limited. The figure can be broken down as follows:

No.	Company	Amount (Baht)
1	Nation Broadcasting Corporation PLC.	1,450,000
2	NBC Next Vission Co., Ltd.	600,000
3	Hapyy Products and Services Co., Ltd.	500,000
4	Around the World Co., Ltd.	300,000
Total		2,850,000

Note : The Company sold shares in Around The World Company Limited (ARW) to the existing shareholders of ARW on December 9, 2020. Therefore, ARW is not a subsidiary of the Company since December 9, 2020.

2. Non-audit fees

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

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

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

8. Other Aspects of Good Corporate Governance

Meeting Attendance

In 2020, attendance at the Board of Directors Meetings, Audit Committee Meetings and Shareholders' Meetings was as follows:

No.	Full Name	No of attendance / No of meeting			
		The Board of Director	Audit committee	Nomination and Remuneration Committee	AGM
1.	Mr. Shine Bunnag (appointed as director since February 26, 2019)	13/13	N/A	N/A	1/1
2.	Mr.Sutee Phongpaiboon (appointed as director since April 9, 2018)	13/13	6/6	6/6	1/1
3.	Mr.Chalee Dithaluksana (appointed as director since May 16, 2019)	13/13	N/A	N/A	1/1
4.	Miss Aura-Orn Akrasanee (appointed as director since February 27, 2018)	13/13	N/A	2/2	1/1
5.	Mrs. Warangkana Kalayanapradit (appointed as director since June 1, 2020)	7/7	N/A	N/A	1/1
6.	Mr. Chaiwat Asawintarakun (appointed as director since October 29, 2020)	2/3	1/1	N/A	N/A
7.	Mr. Jessada Buranapansri (appointed as director since October 29, 2020)	3/3	N/A	N/A	N/A
8.	Mr. Somboon Muangklam (appointed as director since October 29, 2020)	2/3	N/A	N/A	N/A
9.	Miss Piyada Punnakitikasem (appointed as director since October 29, 2020)	3/3	N/A	2/2	N/A
10.	Miss. Narissara Srisunt (appointed as director since November 3, 2020)	1/2	1/1	N/A	N/A
11.	Mr. Supawat Sa-nguan-ngam (appointed as director since November 3, 2020)	2/2	N/A	N/A	N/A
12.	GEN. Watanachai Chaimuanwong (appointed as director since November 12, 2020)	1/1	N/A	N/A	N/A
13.	Mr. Stanley Chun Wang (appointed as director since December 3, 2020)	N/A	N/A	N/A	N/A

Note : The Board of Directors' meetings for the year 2020 consisted of 13 times. The Audit Committee meeting had 6 times while there were 6 Nominating Committee meetings (however, Counting the number of meetings of the Board of Directors entering during the year will be counted from the date of taking the position).

In this regard, the Company has recorded the minutes of the meeting and kept the minutes of the meeting approved by the Board of Directors, ready for the directors and related persons to audit.

Internal control and risk management

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

Audit Committee's review of the internal control system

In 2020 the Board of Directors received the Audit Committee's review of the financial statements and financial report, including the results of the internal audit. The Board of Directors was of the opinion that overall the company's internal control system was satisfactory with confidence in the credibility of the financial statements. The company appropriately safeguarded assets to prevent any illicit use by management or employees, operated in line with specified procedures, and maintained a cautious, adequate, and appropriate internal control systems in five respects - control environment, risk assessment, control activities, information and communication and monitoring. Each sector can be summarized as follows:

1. Control Environment

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

2. Risk Assessment

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

The company there is a risk management action plan to cover all areas. Including a risk assessment procedure by completing steps from identifying risks that will make it impossible to achieve the company's goals. Risk assessment by considering the likelihood of occurrence and the impact of both external and internal factors. Finding control measures including steps to follow up on the results

3. Control Activities

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

4. Information and Communication

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

5. Monitoring

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

Head of the internal audit

The company has appointed the company Dharmniti Internal Audit Company Limited to perform the duties as the Company's internal auditors, which the Audit Committee deems appropriate to perform such duties. Because he is an independent person have knowledge and work experience in auditing by visiting the internal audit company, Dharmniti will coordinate with Mr. Samatcha Ngamwaja, Senior Internal Audit Manager Which is the internal audit department of the company In order to make an appointment for the date and time of the examination and request the information required for the examination from the relevant departments And follow up to provide responses to observations and suggestions from the audit. In case of appointment, removal and transfer of the person holding the position of Internal Audit Supervisor Must be approved by the Audit Committee.

Corporate Social Responsibility for the year 2020

Corporate Social Responsibility for the year 2020

Nation Broadcasting Corporation Public Company Limited (NBC) is a media company operating the news station of Nation TV on Channel 22 and various digital media with a professional media business standpoint and strong commitment to present news and content with facts, accuracy, honesty, credibility, guiding society in the right direction.

NBC operates its business under the framework of ethics and code of conduct in media professionals. Apart from conducting quality media business, it also attaches importance to the mission of giving back to society by coordinating the operations in a homogeneous business process (CSR in Process) through news presentations beneficial and helpful to sustain society through content in the news presented.

In addition, NBC conducts its business with Corporate Social Responsibility (CSR) along with professional ethics in light of mass media, society, community and environment for sustainable social development through various activities and projects organized throughout 2020.

Being a intermediary for helping victims through the Nation Foundation

In 2020, all over the world are faced with the pandemic of the coronavirus disease 2019 or COVID-19, however, Nation Group has not stopped caring and still worried about the suffering of the Thai people. In December 2020, there was massive flooding in Nakhon Si Thammarat Province, where many people had suffered.

Nation Broadcasting Corporation Public Company Limited observed the suffering of the people of Nakhon Si Thammarat. NBC would like to be a part that could help and heal their suffering by accepting donations to help sufferers through the Nation Foundation and send news teams to report areas on the southern flood situation. NBC sought the donations of funds and supplies to help flood victims by purchasing necessary consumer goods for the preparation of the 1,500 survival bags, which were forwarded to people in flooded areas.



Nation TV Foundation joined forces to fight the floods, together with fans of the Nation TV fans, brought 1500 sets of survival bags to help flood victims.

Activities to preserve Buddhism

On August 1, 2020, Mr. Shine Bunnag, Chairman of the Executive Board of Nation Multimedia Group Public Company Limited, together with Nation's management team and employees, along with the faithful people and fans of Nation TV news, co-hosted the robe offering ceremony to join the creation of Gomes Triratana Chedi at Gomeet Rattanaram Temple Chiang Rak Noi Subdistrict, Sam Khok District, Pathum Thani Province. This activity aims to create a learning place for monks, novices and the general public to study and practice Dharma according to the teachings of the Lord Buddha, as well as to disseminate Buddhism for the society's benefits. It is a sanctuary that inherits the age of Buddhism to be stable and permanent, creating a society and maintaining a good culture of Thailand. It is for the prosperity of people in the community and the general public who have come to worship. The donation was at the amount of 3,943,979.03 Baht.



Social Creative Activities

The monk building project called “Srithamracha” at Walailak University Hospital, Nakhon Si Thammarat Province was conceived from the limitations in the treatment of monks in the southern region. There are 2,563 temples consisting of 19,763 monks and novices, but there is no monk hospital to support. Only two buildings serve ill monks, namely Maharat Nakhon Si Thammarat Hospital, consisting of 24 beds and at Phatthalung Hospital, totaling 32 beds. The Nation Group, therefore, in collaboration with Walailak University and Srithamracha Foundation, created a project to construct the Building of “Srithammaracha” for the ill-fated monks from all areas to heal and recuperate, equipped with 90 beds, which will cost a total budget of 400 million Baht. The construction time is 4 years (can be used around July 2024). On February 9, 2020, the project held the foundation stone laying ceremonies for the construction of the “Srithamracha” ill-facted monks Building and for great charity of robe offering to raise funds. In addition, the Nation Group and PSA Co., Ltd. also organized a 5-round charity boxing called “Srithamracha. + Kiatphet, Super Fight, the Great Charity” at the Temporary Boxing Stadium, Walailak University Football Stadium, Thaiburi Subdistrict, Tha Sala District, Nakhon Si Thammarat Province. This event mobilized the best of magnetic boxers from all over the country. boxing in boxing from all over the country. 11 matches were held while having live broadcast of 5 matches via Nation TV22. Thai people were invited to donate money to build the Ill-fated Monk Building, so-called “Srithamracha.”

Social Creative Activities – Health

A mini-marathon activity under the name of “SET RUN BANGKOK 2020” was held with the distance of 11.7 kilometers and 5.6 kilometers by Nation Group together with the Ramathibodi Foundation and both public and private sectors. The concept was “running for giving” in order to bring part of the donation channelled to “Ramathibodi Foundation” to support medical development and help people who lack of funds. So, they could get an opportunity to maintain a better quality of life. On February 16, 2020, 200,000 baht was donated to the Ramathibodi Foundation.



Educational promotion activities

The company continues to promote education for youth in the project to review knowledge towards universities with Sahapat. In the year 2020 Nation Broadcasting Corporation Public Company Limited under Nation TV Channel 22, in cooperation with Mama, Bissin, Mont Fleur and Riches, organized the “23rd Sahapat Admission” event. It was the first free online tutoring in New Normal style for high school students. Having changed from traditional tutoring format to online was carried out by “Live Streaming Class, new free tutoring, wherever you are, you can study” for the first time in response to the pandemic situation of COVID-19. The Interactive Video Platform system was used, and it was a live online tutoring through the Sahapat Admission website to provide opportunities for Thai children across the country to prepare before university entrance examinations with national tutors to convey the content of O-NET, GAT, PAT, common subjects and professional academic subjects. The tutoring included intensive TCAS64 exam techniques through live online tutoring on the Sahapat Admission website designed and developed to resemble tutoring in a real classroom, where learners and teachers could also communicate through WebBoard. The tutoring was held during September to November 2020.

Charity Golf Activity

On the occasion of the 20th anniversary of Nation TV, Channel 22 organized the 20th Anniversary Nation-Kom Chad Luek Golf Charity 2020 on Friday 21 August 2020 at Thana City Golf Country Club Bangna. A part of the proceeds shall go be contributed to the construction of the Ill-fated Monk Building of “Srithamracha” at Nakhon Si Thammarat Province.

Running activity “SAMUTPRAKAN MILES Episode 1 Klongsuan Run”

The Company held this activity on Sunday, January 19, 2020, with the aim of promoting health-conscious people to participate in exercise and promote tourism in Samut Prakan Province. The proceeds after deducting expenses shall be used to help society and make contributions to the purchase of medical equipment for Phrasamut Chedi Sawatyanon Hospital and Ban Khlong Suan Health Promoting Hospital.

Running for animals and preservation of nature

The “3rd Run for Animal 2020 #Save the hornbill” charity walk-run project was held on the occasion of the 49th anniversary of the Nation Group, at Phutthamonthon Park on November 29, 2020. This activity aimed to campaign for Thai people to exercise for health and to stimulate the economy by using the mass sport as a medium in accordance with the government’s policy of the post COVID-19 situation. The campaign was to raise the public awareness of the conservation of hornbills and wildlife. The proceeds after deducting expenses were channelled to “Hornbill Research Foundation” for the conservation of hornbills.

Honor Awards in 2020

Golden Kinnaree Public Award, Best News Analyst 2020

The Royal Thai Army Television Channel 5, “Sharing Nam Jai Unairak” Club, in cooperation with Sam Yod Radio Station organized the 6th Golden Kinnaree Public Award ceremony. This award ceremony is to raise awareness of the value of good-natured individuals who should be honored to be seen as a good role model in Thai society.

Mr. Bakbun Boonlert received the Best News Analyst Award of “6th Golden Kinnaree Public Award” for the year 2020. He was granted this award from the newsroom program. The Economic News Room is the program that broadcast on Nation TV22 channel.



Characteristics of Business

Structure of revenues from sales of goods and rendering of services

Nation Broadcasting Corporation Public Company Limited and its subsidiaries structured revenues from sales of goods and rendering of services by type of products and services as follows:

Unit: million Baht

Income from business group	2020		2019		2018	
	Amount	%	Amount	%	Amount	%
Revenues from television broadcasting	395.12	43.35	423.93	86.02	355.86	84.02
Revenues from new media business	29.72	3.26	18.48	3.75	24.08	5.69
Revenues from other business	40.63	4.46	14.65	2.97	0.06	0.01
Revenues from sale products	392.14	43.02	-	-	-	-
Other income	53.92	5.91	35.76	7.26	43.53	10.28
Total revenues	911.53	100.00	492.82	100.00	423.53	100.00

Audit Committee's Report for the Year 2020

Audit Committee's Report for the Year 2020

Attn. Shareholders

of Nation Broadcasting Corporation Public Company Limited.

The Audit Committee of Nation Broadcasting Corporation Public Company Limited comprises Three independent members are Mr.Sutee Phongpaiboon position of Chairman of the Audit Committee , Mr.Chaiwat Atsawintarangkun and Ms.Narissara Srisunt are the committee members (appointed on 29 October 2020 and 3 November 2020 respectively).

During 2020, the Audit Committee arranged six meetings, each took a few hours, implementing the responsibilities specified in the Audit Committee Charter. The Audit Committee attended all meetings, along with the company's Independent Auditor and Internal Auditor. The Company appointed Dharmniti internal Audit Company Limited as the Internal Auditor. as well as the executive management in the event that there were any relevant matters to be discussed. The Audit Committee is of the opinion that :

Financial Statements: The Audit Committee reviewed all quarterly financial statements, including the Annual Financial Statement for the year 2020, with management and the company's Independent Auditor. The audit inspected the financial reports of the company and its affiliates to ensure they had been organized correctly and properly, especially in their individual subject matter, in accordance with generally accepted accounting principles and that they disclosed all complete and credible information as well as applied financial reports standard and guidelines promulgated by Federation of Accounting Professions. In addition, the Committee reviewed the information disclosure and operations on mutual transactions between the company, its affiliates and its joint ventures, as well as connected transactions, in order to ensure the company had complied with and fulfilled all approved business practices and regulations as required by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).

Internal Control System: The Audit Committee considered organization structure of Internal Audit Department to make sure independent of operation. The Committee considered the Internal Audit System Plan for the Year 2020, with due concern for possible risk factors that might adversely affect the company's operations. The Committee also made suggestions and provided guidance on adjusting the plan to be compatible the current situation. A follow up corrective actions by monitoring, reporting on issues of significance with management continued in the year 2020 the auditor of the Company. No observations on the internal control system of the essence.

Compliance with laws on securities and stock exchange and the regulations of the Stock Exchange of Thailand, as well as other laws relative to the company's business: In February 2021, the Audit Committee arranged a meeting with the Company Secretary at which it was determined that the company had appropriately

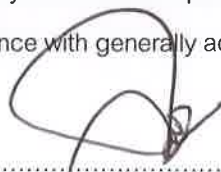
complied with all laws on securities and stock exchange and the regulations of the Stock Exchange of Thailand, as well as with other laws relative to the company's business.

Auditors: The Audit Committee are agreed that the company's current Independent Auditor for the year 2020, Ms.Pornthip Rimdusit, registration No.5565, is a suitable, independent, knowledgeable and long-experienced auditor. With regard to the appointment of the company's Independent Auditor for the year 2021, the Audit Committee proposes the following persons from KPMG Poomchai Audit Co., Ltd. for due consideration as the company's Independent Auditor for the year 2021 : Ms.Pornthip Rimdusit, registration No.5565 ; Ms.Sasithorn Pongadisak, registration No.8802 ; Ms.Marisa Tharathornbunpakul, registration No.5752.

Connected Transactions: The Audit Committee considered all connected transactions that might cause conflicts of interest with the company and subsidiaries. The Committee shall examine the transaction and give opinions about the necessity of the transaction as well as the appropriateness in terms of prices by considering from relevant market factors and comparable prices with the third party, if possible. The Committee shall disclose the information for the relevant items according to the requirement of the Securities and Exchange Commission and the Stock Exchange of Thailand as well as the accounting standard as required by the Federation of Accounting Professions. The Committee believes such the transactions are accurate, general business transactions that the company has implemented under the principles of Good Corporate Governance.

From its operations under the auspices of the Audit Committee Charter, the Audit Committee has determined that the company has delegated the implementation of management under the principles of Good Corporate Governance that eventually contribute to transparency and integrity. This has resulted in a firm trust with shareholders, investors and relevant parties and in a flawless, efficient Internal Control System of the company. Connected transactions that might have conflicts of interest have proved to be accurate, general business transactions of a reasonable nature. Additionally, no irregular material transactions have been found. It has therefore been determined that the company has properly complied with the relevant provisions of the law, as well as appropriate rules and regulations of official regulating organizations.

The Financial Statement ending December 31, 2020, has disclosed sufficient information and contains no problematic situations, or transactions that could materially affect the company's financial statement, which has been organized correctly in its subject matter in accordance with generally accepted accounting principles.



(Mr.Sutee Phongpaiboon)

Chairman of the Audit Committee

**Report of the Board of Directors’
Responsibilities to the Financial Reporting
for the year 2020**

Report of the Board of Directors' Responsibilities to the Financial Reporting for the year 2020

Nation Broadcasting Corporation Public Co., Ltd.

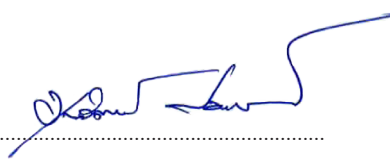
The Board of Directors has been aware of its duties and responsibilities as director of the listed company in regulating and ensuring of the transparency, accuracy and completeness of the established financial reporting in material appropriately to maintain the company's assets, prevent frauds and abnormal transactions and related transactions which may cause a conflict of interest, commercial transactions as normal course of business and in compliance with the generally accepted accounting standards, implement the appropriate accounting policies and practice regularly with a deliberate precaution in conducting the separate and consolidated financial statements of the company and its subsidiaries, as well as financial information as appeared in the annual report of the company.

Thus, to assure the stakeholders of the financial reporting of the company, the Board of Directors has appointed the Audit Committees; consisting of independent director whose qualification meets the requirements of the Stock Exchange of Thailand (SET) and the Notification of the Capital Market Commission, to be responsible for reviewing the financial reporting and business operation for adequate accuracy and disclosure and ensuring of the transparency, accuracy and completeness of the related transaction or transactions with the conflict of interest, the adequateness of risk management, internal control, and sufficient and effective regulation of the company, the adequateness of tracking requirements of the Stock Exchange of Thailand (SET) and the Notification of the Capital Market Commission. Audit Committee reported the Board of Directors its opinion on this matter in the report of the Audit Committee as appeared in the annual registration statement (56-1) and annual report of the company.

The Board of Directors have been of the opinion that internal control of the company as a whole was satisfactory to some degrees with a reasonable confidence to the reliability of the separate and consolidated financial statements of the company and its subsidiaries as of ended December 31, 2020, which the company's auditors have been of the opinion that the financial statements representing the financial position, operating results, and cash flow is accurate, complete, reliable and reasonable in accordance with the generally accepted accounting principles, coupled with the use of appropriate accounting policies and practices regularly and transparent and adequate disclosure in accordance with the applicable laws and relevant regulations.



Mr. Shine Bunnag
Chairman of the Board of Directors



Mr. Supawat Sa-nguan-ngam
Managing Director

The Result of the Consolidated Financial Statements for the year 2020

The Result of the Consolidated Financial Statements for the year 2020

The consolidated financial statements of Nation Broadcasting Corporation Public Company Limited and its subsidiaries for the year ended 31 December 2020 represented a profit attributable to owners of the Company of Baht 43.07 million. Compared to the same period of 2019, it showed a profit of Baht 405.25 million, a change of profit decreased by 89%. The Company would like to clarify significant changes of Group's operation results were summarized as follows:

1. Revenue from sales of goods and rendering of services for the year 2020 was Baht 857.61 million, which increased by 88% compared to the same period of 2019. The mainly increased from revenue from sale of goods and revenue from tourism business increased by 100% due to sale of product business through digital TV channel and online media and tourism business of indirect subsidiary increased. In addition, the impact of the Coronavirus Disease 2019 (COVID-19) resulted advertising revenue decreased by 5%.

2. Costs and expenses for the year 2020 increased by 71% compared to the same period of 2019. Mainly increased from cost of goods sold and rendering service of indirect subsidiaries.

3. In 2020, the Group reversed the impairment of account receivable of Baht 45.47 million. And in 2019, the group reversed an impairment loss of assets of Baht 457.07 million, mainly due to the reversal of impairment loss of digital television license of the Television and Telecommunication.

Conclusion :

The Group reported operations for the year ended 31 December 2020 represented an operating profit attributable to owners of the Company of Baht 43.07 million. Compared to the same period of 2019, it showed a profit of Baht 405.25 million.

Financial Statements

**Nation Broadcasting Corporation Public Company
Limited and its Subsidiaries**

Financial statements for the year ended
31 December 2020
and
Independent Auditor's Report



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Independent Auditor's Report

To the Shareholders of Nation Broadcasting Corporation Public Company Limited

Opinion

I have audited the consolidated and separate financial statements of Nation Broadcasting Corporation Public Company Limited and its subsidiaries (the "Group") and of Nation Broadcasting Corporation Public Company Limited (the "Company"), respectively, which comprise the consolidated and separate statements of financial position as at 31 December 2020, the consolidated and separate statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

In my opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the financial position of the Group and the Company, respectively, as at 31 December 2020 and their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards (TFRSs).

Basis for Opinion

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

Material Uncertainty Related to Going Concern

I draw attention to Note 2 to the financial statements, which indicates that the Group and the Company incurred net profit for the year ended 31 December 2020 of Baht 32.13 million and Baht 61.74 million, respectively. If excluded the reversal of impairment loss of assets, the Group and the Company incurred net loss of Baht 13.34 million and Baht 3.78 million, respectively. As of that date, the Group and the Company had deficit of Baht 905.69 million and Baht 1,149.23 million, respectively. These events or conditions, along with other matters in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. My opinion to the consolidated and separate financial statements is not modified in respect of this matter. **P**

Key Audit Matters

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of my audit of the consolidated and separate financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, I have determined the matters described below to be the key audit matters to be communicated in my report.

The recognition of revenue from rendering of services	
Refer to Notes 4(r) and 18 to the consolidated and separate financial statements	
The key audit matter	How the matter was addressed in the audit
The Group derives revenue from providing different types of services through various channels. The service agreements with customers, contain a variety of terms and conditions regarding the type and scope of services, the pricing arrangement, as well as sales promotion incentives and discounts. These factors affect the amount and timing of revenue recognition. This area requires judgement with regard to the combination or separation of performance obligations under each contract as well as the appropriate amount and timing of revenue recognition for each performance obligation. The Group's revenue, and operating results derived from it, are key in the decisions users of the financial statements. Therefore, this area is a key audit matter.	<p>The audit procedures included the following:</p> <ul style="list-style-type: none"> • Understand and evaluate the design and effectiveness of internal control over revenue recognition; • Applying a sampling method to select service agreements to assess whether revenue recognition was consistent with the terms and conditions of the relevant agreements, including the appropriateness of the combination or separation of performance obligations under each contract as well as the appropriate amount and timing of revenue recognition for each performance obligation; • Perform testing on a sampling basis to evaluate revenue recognized during the year and in the periods immediately before and after the year with related documents; • Perform analysis on revenue by comparison with historical data and industry information; and • Evaluating the adequacy of the financial statements' disclosures in accordance with Thai Financial Reporting Standards.

Impairment of digital television licence and other operating assets	
Refer to Notes 13 to the consolidated and separate financial statements	
The key audit matter	How the matter was addressed in the audit
<p>A subsidiary was granted a commercial digital terrestrial television license (“license”). Due to high competition in the digital television business in Thailand, there is a risk that operational results of the subsidiary may not be in line with initial expectations and forecasts.</p> <p>The management determined the factors which affected to operating result of subsidiary were impairment indicators of the license and other operating assets in the consolidated financial statements. The management assessed impairment by estimating the recoverable amount by using value in use which is derived from a discounted cash flow projection. There is inherent uncertainty in the estimation and management exercises a high level of judgement to determine the key assumptions used to estimate the recoverable amount of the license and other operating assets. The carrying value of license and other operating assets is significant. Therefore, I have determined this matter to be a key audit matter.</p>	<p>The audit procedures included the following:</p> <ul style="list-style-type: none"> • Gain an understanding of the determination of cash-generating units and the estimated recoverable amount, including the preparation of discounted future cash flow along with management approval; • Assess the discounted cash flow projection approved by management by evaluating the key assumptions and actual operation results and operation plans; as well as assessing the appropriateness of discount rate used by comparing to the weighted average cost of capital of an industry in which the Group operates and testing the computation of discounted cash flow projection; • Evaluate the sensitivity of key assumptions used in the estimation of future cash flows in order to evaluate the effects to the recoverable amount; and • Evaluating the adequacy of the financial statements’ disclosures in accordance with Thai Financial Reporting Standards.

Acquisition of business under common control	
Refer to Notes 5(b) to the consolidated and separate financial statements	
The key audit matter	How the matter was addressed in the audit
<p>In 2020, the Group purchased a trademark from the parent company and the “KomChadluek” business from a related party for an amount of Baht 70.00 million. The payment was made in cash with Baht 40.92 million and a contingent consideration of Baht 29.08 million resulting in the recognition of difference from business combination under common control of Baht 70.00 million in the consolidated statement of financial position as at 31 December 2020. The contingent consideration is estimated based on future operating results.</p> <p>Due to the materiality of the transactions and the significant judgment and complexities involved in estimating the contingent consideration, I considered accounting for business combination under common control as a key audit matter.</p>	<p>My audit procedures included the following:</p> <ul style="list-style-type: none"> • Read the sale and purchase and trademark agreement and information memorandum on assets acquisition and connected transaction prepared by the Group to understand key terms and conditions; • Evaluated the assessment by the Group of the identification of all the assets acquired and liabilities assumed and consideration transferred; • Assess the profit projection used for the estimate of contingent consideration by the discounted cash flow projection approved by management by evaluating the key assumptions and actual operation results and operation plans; as well as assessing the appropriateness of discount rate used by comparing to the weighted average cost of capital of an industry in which the Group operates and testing the computation of discounted cash flow projection; • Evaluated the assumptions and methodologies underpinning the valuations on calculation of the difference between the carrying amount of the acquired net assets and the consideration transferred from business combination under common control as recognised as a difference

Acquisition of business under common control	
Refer to Notes 5(b) to the consolidated and separate financial statements	
The key audit matter	How the matter was addressed in the audit
	<p>from business combination under common control in equity; and</p> <ul style="list-style-type: none"> Evaluating the adequacy of the financial statements' disclosures in accordance with Thai Financial Reporting Standards.

Emphasis of Matter

I draw attention to Note 3 to the financial statements, which describe the impact of the adoption of certain new accounting policies from 1 January 2020 on the Group and the Company. My opinion is not modified in respect of this matter.

Other Information

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

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

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

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance and request that the correction be made.

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

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

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

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



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

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

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

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

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

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



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

Pornthip R

(Pornthip Rimdusit)
Certified Public Accountant
Registration No. 5565

KPMG Phoomchai Audit Ltd.
Bangkok
18 February 2021

Nation Broadcasting Corporation Public Company Limited and its Subsidiaries

Statement of financial position

Assets	Note	Consolidated financial statements		Separate financial statements	
		31 December		31 December	
		2020	2019	2020	2019
		(in Baht)			
Current assets					
Cash and cash equivalents	7	164,475,467	26,735,355	149,152,990	25,161,304
Trade and other receivables	6, 23	90,786,347	99,941,080	88,268,564	100,269,899
Accrued income	6, 23	14,494,336	34,960,527	20,261,036	20,802,081
Short-term loan to subsidiary	6	-	-	40,650,000	50,000,000
Inventories		22,151,619	5,800	111,150	5,800
Input value added tax pending		2,717,617	5,320,522	1,389,322	3,332,799
Other current assets		12,027,322	10,893,201	1,823,249	1,807,128
Total current assets		306,652,708	177,856,485	301,656,311	201,379,011
Non-current assets					
Investment in subsidiaries	8	-	-	-	-
Prepayment of share	8	164,403,760	-	164,403,760	-
Investment property	9	-	7,059,155	-	7,059,155
Leasehold improvements and equipment	10	140,306,443	97,266,064	133,671,691	97,266,064
Right-of-use assets	3, 11	44,708,579	-	40,400,705	-
Intangible assets	12	11,287,708	11,578,279	7,517,393	9,334,543
Digital television licence	13	300,908,534	337,172,123	-	-
Goodwill	5	8,365,066	-	-	-
Withholding tax deducted at source		67,083,088	58,010,641	46,809,707	34,960,797
Other non-current assets		3,828,019	2,183,788	264,600	120,800
Total non-current assets		740,891,197	513,270,050	393,067,856	148,741,359
Total assets		1,047,543,905	691,126,535	694,724,167	350,120,370

The accompanying notes form an integral part of the financial statements.

Nation Broadcasting Corporation Public Company Limited and its Subsidiaries

Statement of financial position

Liabilities and equity	Note	Consolidated financial statements		Separate financial statements	
		31 December		31 December	
		2020	2019	2020	2019
		(in Baht)			
Current liabilities					
Trade and other payables	6	84,042,810	31,888,111	42,927,348	13,831,338
Account payable for purchase of assets		107,856	18,037,057	107,856	18,037,057
Advance income		3,431,876	2,861,222	3,270,586	2,861,222
Current portion of digital television licence payable	13	49,899,068	49,899,068	-	-
Current portion of long-term loan from financial institution	14	13,050,000	17,400,000	13,050,000	17,400,000
Current portion of lease liabilities	3, 14	13,379,375	-	11,222,169	-
Other current provisions		48,692,425	55,580,679	36,978,426	46,423,583
Output value added tax pending		9,157,160	12,790,427	9,053,787	12,616,937
Other current liabilities		10,345,276	1,633,765	9,261,595	1,633,764
Total current liabilities		232,105,846	190,090,329	125,871,767	112,803,901
Non-current liabilities					
Long-term loan from financial institution	14	27,600,000	27,600,000	27,600,000	27,600,000
Lease liabilities	3, 14	25,776,884	-	23,480,267	-
Non-current provisions for employee benefit	15	45,239,890	41,551,475	40,877,307	41,079,953
Total non-current liabilities		98,616,774	69,151,475	91,957,574	68,679,953
Total liabilities		330,722,620	259,241,804	217,829,341	181,483,854
Equity					
Share capital	16				
Authorised share capital		1,124,417,300	803,155,214	1,124,417,300	803,155,214
Issued and paid-up share capital		1,124,417,300	535,436,809	1,124,417,300	535,436,809
Share premium on ordinary shares	16	547,611,260	824,432,091	547,611,260	824,432,091
Retained earnings (Deficit)					
Appropriated					
Legal reserve	17	24,100,000	24,100,000	24,100,000	24,100,000
Deficit		(905,693,039)	(952,084,175)	(1,149,233,734)	(1,215,332,384)
Difference from business combination under common control	5	(70,000,000)	-	(70,000,000)	-
Equity attributable to owners of the parent		720,435,521	431,884,725	476,894,826	168,636,516
Non-controlling interests		(3,614,236)	6	-	-
Total equity		716,821,285	431,884,731	476,894,826	168,636,516
Total liabilities and equity		1,047,543,905	691,126,535	694,724,167	350,120,370

The accompanying notes form an integral part of the financial statements.

Nation Broadcasting Corporation Public Company Limited and its Subsidiaries

Statement of comprehensive income

	Note	Consolidated		Separate	
		financial statements		financial statements	
		Year ended 31 December		Year ended 31 December	
		2020	2019	2020	2019
		(in Baht)			
Revenue	18				
Revenues from sale of goods and rendering of services	6	857,613,715	457,064,015	508,467,806	457,064,015
Other income	6	53,919,534	35,759,816	13,363,079	4,345,152
Total revenue		911,533,249	492,823,831	521,830,885	461,409,167
Expenses					
Costs of sales of goods and rendering of services	6	668,850,547	401,842,472	367,641,685	382,677,507
Selling expenses	6	77,086,665	34,190,793	30,920,202	34,190,793
Administrative expenses	6	170,292,928	99,549,042	122,956,458	89,515,518
Reversal of impairment losses		(45,469,975)	(457,068,490)	(65,522,520)	(38,200,770)
Total expenses		870,760,165	78,513,817	455,995,825	468,183,048
Profit (loss) from operating activities		40,773,084	414,310,014	65,835,060	(6,773,881)
Finance costs		8,641,417	9,064,959	4,092,276	2,921,922
Profit (loss) before income tax expense		32,131,667	405,245,055	61,742,784	(9,695,803)
Profit (loss) for the year		32,131,667	405,245,055	61,742,784	(9,695,803)
Other comprehensive income					
<i>Items that will not be reclassified subsequently to profit or loss</i>					
Gains (losses) on remeasurement of defined benefit plans	15	4,001,649	(8,019,871)	5,040,973	(8,104,092)
Total items that will not be reclassified subsequently to profit or loss		4,001,649	(8,019,871)	5,040,973	(8,104,092)
Other comprehensive income (expense) for the year, net of tax		4,001,649	(8,019,871)	5,040,973	(8,104,092)
Total comprehensive income (expense) for the year		36,133,316	397,225,184	66,783,757	(17,799,895)

The accompanying notes form an integral part of the financial statements.

Nation Broadcasting Corporation Public Company Limited and its Subsidiaries

Statement of comprehensive income

	<i>Note</i>	Consolidated		Separate	
		financial statements		financial statements	
		Year ended 31 December		Year ended 31 December	
		2020	2019	2020	2019
		<i>(in Baht)</i>			
Profit (loss) attributable to					
Owners of the parent		43,074,594	405,245,037	61,742,784	(9,695,803)
Non-controlling interests		(10,942,927)	18	-	-
Profit (loss) for the year		32,131,667	405,245,055	61,742,784	(9,695,803)
Total comprehensive income (expense) attributable to					
Owners of the parent		47,076,243	397,225,166	66,783,757	(17,799,895)
Non-controlling interests		(10,942,927)	18	-	-
Total comprehensive income (expense) for the year		36,133,316	397,225,184	66,783,757	(17,799,895)
Basic earnings (loss) per share	22	0.06	0.76	0.08	(0.02)

The accompanying notes form an integral part of the financial statements.

Nation Broadcasting Corporation Public Company Limited and its Subsidiaries

Statement of changes in equity

	Consolidated financial statements				
	Retained earnings (deficit)				
	Issued and paid-up share capital	Share premium	Legal reserve	Equity attributable to owners of the parent	Total equity
			Deficit (in Baht)		
Year ended 31 December 2019					
Balance at 1 January 2019	535,436,809	824,432,091	24,100,000	(1,349,309,341)	34,659,559
Comprehensive income for the year					
Profit	-	-	-	405,245,037	18
Other comprehensive expense	-	-	-	(8,019,871)	-
Total comprehensive income for the year	-	-	-	397,225,166	18
Balance at 31 December 2019	535,436,809	824,432,091	24,100,000	(952,084,175)	431,884,731

The accompanying notes form an integral part of the financial statements.

Nation Broadcasting Corporation Public Company Limited and its Subsidiaries
Statement of changes in equity

Consolidated financial statements							
Retained earnings (deficit)							
	Issued and paid-up share capital	Share premium	Legal reserve	Deficit	Difference from business combination under common control	Equity attributable to owners of the parent	Total equity
Note					(in Baht)		
Year ended 31 December 2020							
	Balance at 31 December 2019 - as reported	535,436,809	824,432,091	24,100,000	(952,084,175)	431,884,725	431,884,731
3	Impact of changes in accounting policies	-	-	-	(685,107)	(685,107)	(685,107)
	Balance at 1 January 2020	535,436,809	824,432,091	24,100,000	(952,769,282)	431,199,618	431,199,624
Transactions with owners, recorded directly in equity							
Contributions by and distributions to owners of the parent							
16	Issue of ordinary shares	588,980,491	(276,820,831)	-	-	312,159,660	312,159,660
	Increased in investment in subsidiaries	-	-	-	-	-	7,547,765
	Acquisition of business combination under common control	-	-	-	(70,000,000)	(70,000,000)	(70,000,000)
5	Total contributions by and distributions to owners of the parent	588,980,491	(276,820,831)	-	(70,000,000)	242,159,660	249,707,425
Changes in ownership interest in subsidiary							
5	Change in ownership from loss of control	-	-	-	-	-	(219,080)
	Total changes in ownership interest in subsidiary	-	-	-	-	-	(219,080)
	Total transactions with owners, recorded directly in equity	588,980,491	(276,820,831)	-	(70,000,000)	242,159,660	249,488,345
Comprehensive income for the year							
	Profit	-	-	43,074,594	-	43,074,594	32,131,667
	Other comprehensive income	-	-	4,001,649	-	4,001,649	4,001,649
	Total comprehensive income for the year	-	-	47,076,243	-	47,076,243	36,133,316
	Balance at 31 December 2020	1,124,417,300	547,611,260	24,100,000	(905,693,039)	720,435,521	716,821,285

The accompanying notes form an integral part of the financial statements.

Nation Broadcasting Corporation Public Company Limited and its Subsidiaries
Statement of changes in equity

	Separate financial statements				
	Issued and paid-up share capital	Share premium	Legal reserve	Retained earnings (deficit)	Total equity
Year ended 31 December 2019					
Balance at 1 January 2019	535,436,809	824,432,091	24,100,000	(1,197,532,489)	186,436,411
Comprehensive expense for the year					
Loss	-	-	-	(9,695,803)	(9,695,803)
Other comprehensive expense	-	-	-	(8,104,092)	(8,104,092)
Total comprehensive expense for the year	-	-	-	(17,799,895)	(17,799,895)
Balance at 31 December 2019	535,436,809	824,432,091	24,100,000	(1,215,332,384)	168,636,516

The accompanying notes form an integral part of the financial statements.

Nation Broadcasting Corporation Public Company Limited and its Subsidiaries

Statement of changes in equity

		Separate financial statements				Difference from		
		Retained earnings (deficit)				business combination		
		Issued and paid-up share capital	Share premium	Legal reserve	Deficit	under common control	Total equity	
	Note	(in Baht)						
Year ended 31 December 2020								
Balance at 31 December 2019 - as reported		535,436,809	824,432,091	24,100,000	(1,215,332,384)	-	168,636,516	
Impact of changes in accounting policies		-	-	-	(685,107)	-	(685,107)	
Balance at 1 January 2020		535,436,809	824,432,091	24,100,000	(1,216,017,491)	-	167,951,409	
Transactions with owners, recorded directly in equity								
Contributions by and distributions to owners								
Issue of ordinary shares		16	588,980,491	(276,820,831)	-	-	312,159,660	
Acquisition of business combination under common control		5	-	-	-	(70,000,000)	(70,000,000)	
Total contributions by and distributions to owners			588,980,491	(276,820,831)	-	(70,000,000)	242,159,660	
Comprehensive income for the year								
Profit			-	-	61,742,784	-	61,742,784	
Other comprehensive income			-	-	5,040,973	-	5,040,973	
Total comprehensive income for the year			-	-	66,783,757	-	66,783,757	
Balance at 31 December 2020			1,124,417,300	547,611,260	24,100,000	(1,149,233,734)	(70,000,000)	476,894,826

The accompanying notes form an integral part of the financial statements.

Nation Broadcasting Corporation Public Company Limited and its Subsidiaries

Statement of cash flows

	Consolidated financial statements		Separate financial statements	
	Year ended 31 December		Year ended 31 December	
	2020	2019	2020	2019
	(in Baht)			
<i>Cash flows from operating activities</i>				
Profit (loss) for the year	32,131,667	405,245,055	61,742,784	(9,695,803)
<i>Adjustments to reconcile profit (loss) to cash receipts (payments)</i>				
Finance costs	8,641,417	9,064,959	4,092,276	2,921,922
Depreciation	52,320,296	30,402,298	48,516,838	30,402,298
Amortisation of intangible assets	5,055,292	3,724,916	2,227,296	1,858,791
Amortisation of digital television licence	36,263,590	34,567,608	-	-
Non-current provisions for employee benefit	6,150,512	10,435,163	4,180,137	10,268,966
Gain on disposal of other financial assets	(405,850)	(622,436)	(405,850)	(607,763)
Loss from loss of control in indirect subsidiary	693,752	-	-	-
Reversal of impairment losses of assets	(45,469,975)	(448,108,490)	(65,522,520)	(37,400,770)
Gain on disposal of equipment	(402,773)	(76,414)	(402,773)	(76,414)
Gain on disposal of investment property	(1,274,703)	(714,483)	(1,274,703)	(714,483)
Loss on written-off of equipment	1,928,056	5,550	1,921,162	5,550
Loss on written-off of withholding tax	34,748	68,003	-	-
Loss on written-off of value added tax	-	161,282	-	161,282
Interest income	(156,121)	(324,695)	(2,652,753)	(928,021)
	95,509,908	43,828,316	52,421,894	(3,804,445)
<i>Changes in operating assets and liabilities</i>				
Trade and other receivable	61,959,045	(49,176,809)	78,904,852	27,555,956
Accrued income	20,467,286	2,642,287	564,008	2,248,984
Inventories	3,084,929	-	(105,350)	-
Input value added tax pending	2,813,029	5,035,642	1,943,476	2,360,859
Other current assets	(1,134,121)	(4,609,194)	(16,121)	(1,611,631)
Other non-current assets	(1,419,232)	3,719,390	(143,800)	2,565,590
Trade and other payable	(24,266,112)	(19,755,863)	(83,990)	(77,494,155)
Advance income	(664,065)	716,269	409,364	716,269
Other current provisions	(21,109,810)	26,473,543	(9,445,157)	24,115,931
Provision for employee benefits	(34,500)	(826,320)	-	(826,320)
Output value added tax pending	(3,636,590)	(5,620,178)	(3,563,150)	(309,318)
Other current liabilities	7,733,005	(222,822)	7,627,831	(222,823)
Net cash from (used in) operating	139,302,772	2,204,261	128,513,857	(24,705,103)

The accompanying notes from an integral part of the financial statements.

Nation Broadcasting Corporation Public Company Limited and its Subsidiaries

Statement of cash flows

	Consolidated financial statements		Separate financial statements	
	Year ended 31 December		Year ended 31 December	
	2020	2019	2020	2019
	(in Baht)			
Taxes paid	(14,050,338)	(15,076,641)	(11,848,909)	(10,814,126)
Withholding tax refunded	4,977,891	7,406,166	-	-
Net cash from (used in) operating activities	130,230,325	(5,466,214)	116,664,948	(35,519,229)
<i>Cash flows from investing activities</i>				
Proceeds from acquisition of indirect subsidiary	18,796,741	-	-	-
Proceeds of prepayment of share	(164,403,760)	-	(164,403,760)	-
Proceeds from sale of other debt security	376,605,850	430,922,436	376,605,850	407,107,763
Acquisition of other debt security	(376,200,000)	(430,300,000)	(376,200,000)	(406,500,000)
Proceeds from sale of equipment	1,194,092	702,047	1,194,092	702,047
Proceeds from sale of investment property	8,230,000	5,000,000	8,230,000	5,000,000
Acquisition of leasehold improvement and equipment	(94,913,807)	(46,734,067)	(91,563,053)	(46,734,067)
Acquisition of intangible assets	(2,697,778)	(12,225,273)	(410,146)	(8,385,273)
Acquisition of trademark	(40,820,000)	-	(40,820,000)	-
Proceeds from short-term loan to subsidiary	-	-	9,350,000	-
Loans to subsidiary	-	-	-	(50,000,000)
Digital television licence payment	-	(72,800,000)	-	-
Interest received	156,121	387,078	1,248,793	384,343
Net cash used in investing activities	(274,052,541)	(125,047,779)	(276,768,224)	(98,425,187)
<i>Cash flows from financing activities</i>				
Proceed from issued share capital	312,159,660	-	312,159,660	-
Repayment of lease liabilities	(23,729,009)	-	(21,701,354)	-
Proceed from long-term loan from financial institution	-	50,000,000	-	50,000,000
Repayment of long-term loan from financial institution	(4,350,000)	(5,000,000)	(4,350,000)	(5,000,000)
Interest paid	(2,518,323)	(6,444,049)	(2,013,344)	(2,125,002)
Net cash from financing activities	281,562,328	38,555,951	284,094,962	42,874,998
Net increase (decrease) in cash and cash equivalents	137,740,112	(91,958,042)	123,991,686	(91,069,418)
Cash and cash equivalents at 1 January	26,735,355	118,693,397	25,161,304	116,230,722
Cash and cash equivalents at 31 December	164,475,467	26,735,355	149,152,990	25,161,304
<i>Non-cash transactions</i>				
Payables for purchase of leasehold improvement and equipment	107,856	18,037,057	107,856	18,037,057

The accompanying notes form an integral part of the financial statements.

Nation Broadcasting Corporation Public Company Limited and its Subsidiaries
Notes to the financial statements
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Nation Broadcasting Corporation Public Company Limited and its Subsidiaries
Notes to the financial statements
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These notes form an integral part of the financial statements.

The financial statements issued for Thai regulatory reporting purpose are prepared in the Thai language. These English language financial statements have been prepared from the Thai language financial statements, and were approved and authorised for issue by the Board of Directors on 18 February 2021.

1 General information

Nation Broadcasting Corporation Public Company Limited, the “Company”, is incorporated in Thailand and was listed on the Market for Alternative Investment in November 2009. The Company’s registered office at 1854, Debaratana Road, Kwang Bangna Tai, Khet Bangna, Bangkok.

The parent company during the financial year was Nation Multimedia Group Public Company Limited (71.45% of shareholding), which was incorporated in Thailand.

The principal activities of the Group are production of TV and providing advertisements through TV media and new media platforms and retail sale of consumer products and other products.

NBC Next Vision Co., Ltd., a subsidiary, received the commercial digital terrestrial television licence at national level for a news channel category in standard-definition (“licence”) for a period of 15 years, commencing from the National Broadcasting and Telecommunications Commission from 25 April 2014 to 24 April 2029. For further details of the licence are disclosed in Note 13.

2 Basis of preparation of the financial statements

(a) Statement of compliance

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

New and revised TFRS are effective for annual accounting periods beginning on or after 1 January 2020. The initial application of these new and revised TFRS has resulted in changes in certain of the Group’s accounting policies.

The Group has initially applied TFRS - Financial instruments standards which comprise TFRS 9 Financial Instruments and relevant standards and interpretations and TFRS 16 Leases and disclosed impact from changes to significant accounting policies in note 3.

In addition, the Group has not early adopted a number of new and revised TFRS, which are not yet effective for the current period in preparing these financial statements. Those new and revised TFRS that are relevant to the Group’s operations are disclosed in note 27.

(b) Functional and presentation currency

The financial statements are presented in Thai Baht, which is the Company’s functional currency.

Nation Broadcasting Corporation Public Company Limited and its Subsidiaries
Notes to the financial statements
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(c) Use of judgements and estimates

The preparation of financial statements in conformity with TFRS requires management to make judgements, estimates and assumptions that affect the application of the Group's accounting policies. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

(i) Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the financial statements is included in the following notes:

- | | |
|-------------|--|
| 4(k) and 11 | Leases: <ul style="list-style-type: none"> • whether an arrangement contains a lease; • whether the Group is reasonably certain to exercise extension options; • whether the Group exercise termination options. |
| 4(r) and 18 | Revenue recognition: <ul style="list-style-type: none"> • whether performance obligations in a bundled sale of products and services are capable of being distinct; • whether revenue from sales of products and services is recognised over time or at a point in time. |
| 5 | Business combination: determining the acquisition date and determining whether the Group has control over the acquiree. |

(ii) Assumptions and estimation uncertainties

Information about assumption and estimation uncertainties at 31 December 2020 that have a significant risk of resulting in a material adjustments to the carrying amounts of assets and liabilities in the next financial year is included in the following notes:

- | | |
|------------------|--|
| 4(k) | Determining the incremental borrowing rate to measure lease liabilities; |
| 8, 10, 12 and 13 | Impairment test: key assumptions underlying recoverable amounts; |
| 15 | Measurement of defined benefit obligations: key actuarial assumptions; |
| 23 | Measurement of ECL allowance for trade receivables and contract assets: key assumptions in determining the weighted-average loss rate. |

Nation Broadcasting Corporation Public Company Limited and its Subsidiaries
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(d) Use of going concern basis of accounting

For the year ended 31 December 2020, if excluded the reversal of impairment loss of assets, the Group and the Company incurred net loss of Baht 13.34 million and Baht 3.78 million, respectively (2019: If excluded the reversal of impairment loss of assets, the Group and the Company incurred net loss of Baht 81.45 million and Baht 9.70 million, respectively) and, as of that date, the Group and the Company had deficit of Baht 905.69 million and Baht 1,149.23 million, respectively (2019: Baht 952.08 million and Baht 1,215.33 million, respectively). This represents a material uncertainty over the appropriateness of using the going concern basis of accounting. Furthermore, the parent company disclosed in a note to the interim financial statements for the three-month and six-month periods ended 30 June 2020 regarding the basis of preparation of the financial statements on a going concern basis, the financial position and liquidity of the parent company along with implemented policies and procedures in an attempt to manage its liquidity risk.

The Group's management plans contain a focus on specialized news and educational content, investment in new technology and expansion of studios to improve efficiency of production, rearrange the broadcasting schedule to be better aligned with the target audience, increase revenue by expansion into other media platforms with more flexibility in satisfying consumers preferences and use the strengths in TV media production to expand into producing other events and activities. In addition, the Group has expanded its business into home shopping and food and beverage to diversify investment risk and reduce the Group's core revenue dependency on the broadcasting business and create opportunities to increase revenue and support the stability for the Group's operation in long-term business. The Group also benefits from the relief program of the National Broadcasting and Telecommunication Commission.

The Group's management believes that the preparation of the financial statements on a going concern basis is appropriate. Accordingly, the consolidated and separate financial statements do not include any adjustments relating to the recoverability and classification of recorded assets amounts or to amounts and classifications of liabilities that may be necessary if the Group and the Company is not able to continue as a going concern.

3 Changes in accounting policies

From 1 January 2020, the Group has initially applied TFRS - Financial instruments standards and TFRS 16.

		Consolidated financial statements	Separate financial statements
		Deficit	Deficit
<i>Impact on changes in accounting policy</i>		(in thousand Baht)	
At 31 December 2019 - as reported	<i>Note</i>	(952,084)	(1,215,332)
Increase due to:			
Adoption of TFRS 16	<i>B</i>	(685)	(685)
At 1 January 2020 - restated		(952,769)	(1,216,017)

Nation Broadcasting Corporation Public Company Limited and its Subsidiaries
Notes to the financial statements
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A. TFRS - Financial instruments standards

The Group has adopted TFRS - Financial instruments standards by adjusting the cumulative effects to deficit on 1 January 2020. Therefore, the Group did not adjust the information presented for 2019. The disclosure requirements of TFRS for financial instruments have not generally been applied to comparative information.

These TFRS - Financial instruments standards establish requirements related to definition, recognition, measurement, impairment and derecognition of financial assets and financial liabilities, including accounting for derivatives and hedge accounting. The impact from adoption of TFRS - Financial instruments standards are as follows:

Impairment - Financial assets and contract assets

TFRS 9 introduces forward-looking 'expected credit loss' (ECL) model whereas previously the Group estimates allowance for doubtful account by analysing payment histories and future expectation of customer payment. TFRS 9 requires considerable judgement about how changes in economic factors affect ECLs, which will be determined on a probability-weighted basis. The new impairment model applies to financial assets measured at amortised cost, contract assets and debt investments measured at FVOCI, lease receivables, except for investments in equity instruments.

The Group has determined that the application of TFRS 9's impairment requirements at 1 January 2020 which have no materiality impact on the financial statements.

B. TFRS 16 Leases

From 1 January 2020, the Group has initially adopted TFRS 16 on contracts previously identified as leases according to TAS 17 *Leases* and TFRIC 4 *Determining whether an arrangement contains a lease* using the modified retrospective approach.

Previously, the Group, as a lessee, recognised payments made under operating leases in profit or loss on a straight-line basis over the term of the lease. Under TFRS 16, the Group assesses whether a contract is, or contains, a lease. If a contract contains lease and non-lease components, the Group allocates the consideration in the contract based on stand-alone selling price (transaction price). As at 1 January 2020, the Group and the Company recognised right-of-use assets and lease liabilities, as a result, the nature of expenses related to those leases was changed because the Group recognised depreciation of right-of-use assets and interest expense on lease liabilities.

On transition, the Group also elected to use the following practical expedients:

- do not recognise right-of-use assets and lease liabilities for leases with less than 12 months of lease term;
- use hindsight when determining the lease term;
- apply a single discount rate to a portfolio of leases with similar characteristics;
- rely on previous assessments whether leases are onerous as an alternative to performing an impairment review; and
- exclude initial direct costs from measuring the right-of-use asset.

	Consolidated financial statements	Separate financial statements
	<i>(in thousand Baht)</i>	
<i>Impact from the adoption of TFRS 16</i>		
<i>At 1 January 2020</i>		
Increase in right-of-use assets	153,167	153,167
Increase in lease liabilities	153,852	153,852
Increase in deficit	685	685

Nation Broadcasting Corporation Public Company Limited and its Subsidiaries
Notes to the financial statements
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	Consolidated financial statements	Separate financial statements
	<i>(in thousand Baht)</i>	
<i>Impact from the adoption of TFRS 16</i>		
<i>Measurement of lease liabilities</i>		
Operating lease commitment as disclosed at 31 December 2019	714,927	191,043
Recognition exemption for leases of low-value assets	(1,399)	(1,399)
Not in the criteria due to service agreements	(523,884)	-
	189,644	189,644
 Present value of remaining lease payments, discounted using the incremental borrowing rate at 1 January 2020	 153,852	 153,852
Finance lease liabilities recognised as at 31 December 2019	-	-
Lease liabilities recognised at 1 January 2020	153,852	153,852
Weighted-average incremental borrowing rate (% per annum)	6.00	6.00
Right-of-use assets and lease liabilities shown above were presented as part of TV advertising media segment.		

4 Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements except as explained in note 3.

(a) Basis of consolidation

The consolidated financial statements relate to the Company and its subsidiary (together referred to as the "Group").

Business combinations

The Group applies the acquisition method for all business combinations when control is transferred to the Group, as describe in the subsidiaries section, other than business combinations with entities under common control.

The acquisition date is the date on which control is transferred to the acquirer.

Goodwill is measured as the fair value of the consideration transferred including the recognised amount of any non-controlling interest in the acquiree, less the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed, all measured as at the acquisition date. Any gain on bargain purchase is recognised in profit or loss immediately.

Consideration transferred includes the fair values of the assets transferred. Consideration transferred also includes the fair value of any contingent consideration.

Any contingent consideration is measured at fair value at the date of acquisition, and remeasured at fair value at each reporting date. Subsequent changes in the fair value are recognised in profit or loss.

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

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

Nation Broadcasting Corporation Public Company Limited and its Subsidiaries
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For the year ended 31 December 2020

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

Acquisitions from entities under common control

Business combination under common control are accounted for using a method similar to the pooling of interest method. Under that method the acquirer recognizes assets and liabilities of the acquired businesses at their carrying amounts in the consolidated financial statements of the ultimate parent company at the moment of the transaction. The difference between the carrying amount of the acquired net assets and the consideration transferred is recognised as surplus or discount from business combinations under common control in shareholder's equity. The surplus or discount will be transferred to retained earnings upon divestment of the businesses acquired.

The results from operations of the acquired businesses will be included in the consolidated financial statements of the acquirer from the beginning of the comparative period or the moment the businesses came under common control, whichever date is later, until control ceases.

Subsidiaries

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

Non-controlling interests

At the acquisition date, the Group measures any non-controlling interest at its proportionate interest in the identifiable net assets of the acquire.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

Loss of control

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

Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income or expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

Nation Broadcasting Corporation Public Company Limited and its Subsidiaries
Notes to the financial statements
For the year ended 31 December 2020

(b) Investments in subsidiaries

Investments in subsidiaries in the separate financial statements of the Company are measured at cost less allowance for impairment losses.

Disposal of investments in the separate financial statements

On disposal of an investment, the difference between net disposal proceeds and the carrying amount is recognised in profit or loss.

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

(c) Foreign currencies

Foreign currency transactions

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

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

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

Foreign currency differences are generally recognised in profit or loss.

(d) Financial instruments

Accounting policies applicable from 1 January 2020

(d.1) Recognition and initial measurement

Trade receivables, debt securities issued and trade payables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset and financial liability (unless it is a trade receivable without a significant financing component or measured at FVTPL) is initially measured at fair value plus transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price. A financial asset and a financial liability measured at FVTPL are initially recognised at fair value.

(d.2) Classification and subsequent measurement

Financial assets - classification

On initial recognition, a financial asset is classified as measured at: amortised cost; fair value to other comprehensive income (FVOCI); or fair value to profit or loss (FVTPL).

Nation Broadcasting Corporation Public Company Limited and its Subsidiaries
Notes to the financial statements
For the year ended 31 December 2020

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified prospectively from the reclassification date.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cashflows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets - subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Financial liabilities - classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

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(d.3) Derecognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group enters into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

(d.4) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Accounting policies applicable before 1 January 2020

Investments in other debt and equity securities

Debt securities and marketable equity securities held for trading is classified as a current asset and is stated at fair value, with any resultant gain or loss recognised 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, are recognised directly in equity. Impairment losses are recognised in profit or loss. When these investments are derecognised, the cumulative gain or loss previously recognised directly in equity is recognised in profit or loss.

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

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Disposal of investments

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

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

(e) Cash and cash equivalents

Cash and cash equivalents in the statements of cash flows comprise cash balances, call deposits and highly liquid short-term investments.

(f) Trade and other accounts receivable and contract assets

A receivable is recognised when the Group has an unconditional right to receive consideration. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

A receivable is measured at transaction price less allowance for expected credit loss (2019: *allowance for doubtful accounts*) which is determined based on an analysis of payment histories and future expectations of customer payments. Bad debts are written off when incurred.

Contract assets are measured at the amount of consideration that the Group is entitled to, less impairment losses.

(g) Inventories

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

Cost is calculated using the first in first out principle, and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

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

(h) Investment property

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

Investment property is measured at cost less accumulated depreciation and impairment losses.

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

Any gains and losses on disposal of investment properties are determined by comparing the proceeds from disposal with the carrying amount of investment property, and are recognised in profit or loss.

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Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of each property. The estimated useful life is as follow:

Condominium and improvements	20 years
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No depreciation is provided on assets under construction.

(i) *Leasehold improvements and equipment*

Recognition and measurement

Leasehold improvements and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset and any other costs directly attributable to bringing the assets to a working condition for their intended use, the costs of dismantling and removing the items and restoring the site. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

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

Any gains and losses on disposal of an item of leasehold improvements and equipment are determined by comparing the proceeds from disposal with the carrying amount of leasehold improvements and equipment, and are recognised in profit or loss.

Subsequent costs

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

Depreciation

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

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

Leasehold improvements	5 and 10 years
Operating equipment	5 - 10 years
Furniture, fixtures and office equipment	5 - 10 years
Vehicles	5 years

No depreciation is provided on assets under installation.

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

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(j) Intangible assets

Goodwill

The measurement of goodwill at initial recognition is described in note 4(a). Subsequent to initial recognition, goodwill is measured at cost less accumulated impairment losses.

Digital television licence

The carrying amount of digital television licence consists of expenditures that are directly attributable to the acquisition of the commercial digital terrestrial television licence at national level for a news channel category, and is measured at cash price equivalent by discounting the future instalments to present value using a market discount rate. The asset is measured at cost less accumulated amortisation and impairment losses. The difference between the cash price equivalent and the total payments to be made is recognised as an interest expenses over the licence fee payment periods. The asset is amortised from the date which it is ready to provide services.

Other intangible assets

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

Subsequent expenditure

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

Amortisation

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

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

Digital television licence	15 years
Computer programmes and software licences	3 and 5 years
Trademark	5 years
Right for broadcasting	Amortised based on the straight-line basis over the periods specified in the contracts

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

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(k) Leases

Accounting policies applicable from 1 January 2020

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. To assess whether a contract conveys the right to control the use of an identified asset, the Group uses the definition of a lease in TFRS 16.

As a lessee

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date, except for leases of low-value assets and short-term leases which is recognised as an expense on a straight-line basis over the lease term.

Right-of-use asset is measured at cost, less any accumulated depreciation and impairment loss, and adjusted for any remeasurements of lease liability. The cost of right-of-use asset includes the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of restoration costs, less any lease incentives received. Depreciation is charged to profit or loss on a straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. The lease payments included fixed payments less any lease incentive receivable, amount under purchase, extension or termination option if the Group is reasonably certain to exercise option.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in lease term, change in lease payments, change in the estimate of the amount expected to be payable under a residual value guarantee, or a change in the assessment of purchase, extension or termination options. When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

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Accounting policies applicable before 1 January 2020

As a lessee, assets held under leases were classified as operating leases and lease payments are recognised in profit or loss on a straight line basis over the term of the lease.

Determining whether an arrangement contains a lease

At inception of an arrangement, the Group determines whether such an arrangement is or contains a lease. A specific asset is the subject of a lease if fulfilment of the arrangement is dependent on the use of that specified asset. An arrangement conveys the right to use the asset if the arrangement conveys to the Group the right to control the use of the underlying asset.

At inception or upon reassessment of the arrangement, the Group separates payments and other consideration required by such an arrangement into those for the lease and those for other elements on the basis of their relative fair values. If the Group concludes for a finance lease that it is impracticable to separate the payments reliably, an asset and a liability are recognised at an amount equal to the fair value of the underlying asset. Subsequently the liability is reduced as payments are made and an imputed finance charge on the liability is recognised using the Group's incremental borrowing rate.

(l) Impairment of financial assets

Accounting policies applicable from 1 January 2020

The Group recognises allowances for expected credit losses (ECLs) on financial assets measured at amortised cost (including cash and cash equivalents, trade receivables and other receivables, loans to others and related parties), debt investments measured at FVOCI, contract assets, lease receivables, and loan commitments issued which are not measured at FVTPL.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; or
- lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of a financial instrument.

Loss allowances for trade receivables, lease receivables and contract assets are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both current and forecast general economic conditions at the reporting date.

Loss allowances for all other financial instruments, the Group recognises ECLs equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition or credit-impaired financial assets, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

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The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 90 days past due, significant deterioration in financial instruments's credit rating, significant deterioration in the operating results of the debtor and existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

The Group considers a financial asset to be in default when:

- the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset is more than 90 days past due.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instrument's credit risk since initial recognition. Increased in loss allowance is recognised as an impairment loss in profit or loss. Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt securities at FVOCI, the Group recognises an impairment loss in profit or loss with the corresponding entry in other comprehensive income.

Credit-impaired financial assets

At each reporting date, the Group assesses whether financial assets carried at amortised cost and debt securities at FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence of credit-impairment includes significant financial difficulty, a breach of contract such as more than 90 days past due, probable the debtor will enter bankruptcy.

Write-off

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering. Subsequent recoveries of an asset that was previously written off, are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

Accounting policies applicable before 1 January 2020

The carrying amounts of the Group's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated.

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

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

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Calculation of recoverable amount

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

Reversal of impairment

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

(m) Impairment of non-financial assets

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

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. The impairment loss is recognised in profit or loss unless it reverses a previous revaluation credited to equity, in which case it is charged to equity.

Calculation of recoverable amount

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

Reversals of impairment

Impairment losses recognised in prior periods in respect of other non-financial assets are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(n) Contract liabilities

A contract liability is the obligation to transfer goods or services to the customer. A contract liability is recognised when the Group receives or has an unconditional right to receive non-refundable consideration from the customer before the Group recognises the related revenue.

(o) Employee benefits

Defined contribution plans

Obligations for contributions to defined contribution plans are expensed in profit or loss as the related service is provided.

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Defined benefit plans

The Group's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount.

The calculation of defined benefit obligations is performed by a qualified actuary using the projected unit credit method.

Remeasurements of the net defined benefit liability, actuarial gain or loss are recognised immediately in other comprehensive income. The Group determines the interest expense on the net defined benefit liability for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period, taking into account any changes in the net defined benefit liability during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Termination benefits

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring.

Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(p) Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as a finance cost.

(q) Measurement of fair values

'Fair value' is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group has access at that date. The fair value of a liability reflects its non-performance risk.

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

When one is available, the Group measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as 'active' if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

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If there is no quoted price in an active market, then the Group uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

If an asset or a liability measured at fair value has a bid price and an ask price, then the Group measures assets and long positions at a bid price and liabilities and short positions at an ask price.

The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price - i.e. the fair value of the consideration given or received. If the Group determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique for which any unobservable inputs are judged to be insignificant in relation to the measurement, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently, that difference is recognised in profit or loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.

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

- Level 1: quoted prices in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: inputs for the asset or liability that are based on unobservable input.

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

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

(r) Revenue

Revenue is recognised when a customer obtains control of the goods or services in an amount that reflects the consideration to which the Group expects to be entitled, excluding those amounts collected on behalf of third parties, value added tax and is after deduction of any trade discounts and volume rebates.

Sale of goods and services

Revenue from sales of goods is recognised when a customer obtains control of the goods, generally on delivery of the goods to the customers. For contracts that permit the customers to return the goods, revenue is recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. Therefore the amount of revenue recognised is adjusted for estimated returns, which are estimated based on the historical data.

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Revenue from rendering of services is recognised over time or point in time as the services are provided. The related costs are recognised in profit or loss when they are incurred. Revenue for rendering of services consist of

- Revenue from television programmes represents the service income from advertising and airtime rental are recognised when services are rendered and programs broadcast, and
- The income from production of television programs which is recognised when the production is completed and delivered.

For bundled packages, the Group accounts for individual products and services separately if they are distinct (i.e. if a product or service is separately identifiable from other items and a customer can benefit from it) or the multiple services are rendered in different reporting periods. The consideration received is allocated based on their relative stand-alone selling prices which are determined based on the price list at which the Group sells the products and services in separate transactions.

Barter income

Barter income is measured at fair value of those goods or service in exchange or receivable. Unless the exchange of advertising service, which is recognised at fair value of service in exchange.

(s) Interest

Accounting policies applicable from 1 January 2020

Effective Interest Rate (EIR)

Interest income or expense is recognised using the effective interest method. The EIR is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

(t) Income tax

Income tax expense for the year comprises current and deferred tax. Current and deferred tax are recognised in profit or loss except for items recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss; and differences relating to investments in subsidiaries to the extent that it is probable that they will not reverse in the foreseeable future.

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The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

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

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

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

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(u) *Earnings (loss) per share*

The Group presents basic earnings (loss) per share (EPS) data for its ordinary shares. Basic EPS per share is calculated by dividing the profit (loss) attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year.

(v) *Related parties*

A related party is a person or entity that has direct or indirect control, or has significant influence over the financial and managerial decision-making of the Group; a person or entity that are under common control or under the same significant influence as the Group; or the Group has direct or indirect control or has significant influence over the financial and managerial decision-making of a person or entity.

(w) *Segment reporting*

Segment results that are reported to the Group's CEO (the Chief Operating Decision Maker) include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly cash and cash equivalents, current investments, other current liabilities and other non-current provisions for employee benefit.

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5 Business acquisition

(a) Acquisition of indirect subsidiaries

Happy Products and Service Co., Ltd.

On 7 January 2020, the Group obtained control of Happy Products and Service Co., Ltd., a company operating in retail sale of consumer products and other products. A subsidiary acquired of the newly ordinary shares of Baht 15 million. As a result, the Group's equity interest in this company by 50%.

During the period from 7 January 2020 to 31 December 2020, Happy Products and Service Co., Ltd. contributed revenue of Baht 395.17 million and loss of Baht 20.50 million to the Group's results.

The following summarises the major classes of consideration transferred, and the recognised amounts of assets acquired and liabilities assumed at the acquisition date:

Identifiable assets acquired and liabilities assumed

	Fair value <i>(in thousand Baht)</i>
Cash and cash equivalents	33,797
Trade and other receivables	9,178
Inventories	25,230
Other current assets	6,832
Leasehold improvements and equipment	5,286
Intangible assets	2,067
Other non-current assets	260
Trade and other payables	(56,779)
Other current provisions	(10,471)
Other current liabilities	(1,238)
Non-current provisions for employee benefit	(892)
Total identifiable net assets	13,270
Non-controlling interest	(6,635)
Goodwill arising from the acquisition	8,365
Purchase consideration transferred	15,000
	<i>(in thousand Baht)</i>
Net cash acquired with the indirect subsidiary	33,797
Cash paid	(15,000)
Net cash inflow from acquisition of the indirect subsidiary	18,797

Taking control of the acquired company will enable the Group to expand its operating more streamlined.

Around the World Co., Ltd.

On 13 February 2020, the Group obtained control of Around the World Co., Ltd., a company operating in tourism business both within the country and foreign countries. A subsidiary acquired of the newly ordinary shares of Baht 2.45 million. As a result, the Group's equity interest in this company by 49%.

At the Board of Directors' meeting of the Company held on 3 December 2020, the Board of Directors approved subsidiary to dispose of investment in Around the World Co., Ltd. of 24,500 shares, representing 49% of the total shares of the indirect subsidiary at a price of Baht 100 per share, totaling Baht 2.45 million. Then, the disposal of this investment was completed on 9 December 2020.

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(b) Acquisition of business under common control

At the Board of Directors' meetings of the Company held on 25 May 2020, the Board of Directors approved the purchase of "KomChadluek" trademark from the parent company ("Nation Multimedia Group Public Company Limited") and Komchadluek business from a related party ("Kom Chad Luek Media Co., Ltd.") for consideration in Baht 69.90 million and Baht 0.10 million, respectively. Later at the shareholders' meeting of the Company held on 29 October 2020, the shareholders approved such transaction.

On 30 November 2020, the Company settled partial payment to Nation Multimedia Group Public Company Limited and Kom Chad Luek Media Co., Ltd of Baht 40.82 million and Baht 0.10 million, respectively. The remaining payment of Baht 29.08 million will be paid with terms as agreed.

On the acquisition date, the difference between cash consideration paid and carrying amount of net asset amount of Baht 70.00 million was recorded as "Difference from business combination under common control" which recognised in the consolidated and separate financial statements.

The result from operations of the acquired business was not included in the consolidated financial statement of the Group from the beginning of the comparative period due to the carrying amount is not materiality.

6 Related parties

Relationships with subsidiaries are described in note 8. Other related parties that the Group had significant transactions with during the year were as follows:

Name of entities	Country of incorporation/ nationality	Nature of relationships
Key management personnel	Thailand	Persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of the Group.
<i>Other related parties</i>		
Nation Multimedia Group Public Company Limited	Thailand	Parent, 71.45% shareholding, some common directors
Swenn Corporation Co., Ltd.	Thailand	99.99% shareholding by parent, some common directors
Kom Chad Luek Media Co., Ltd.	Thailand	99.99% shareholding by parent, some common directors
Krungthep Turakij Media Co., Ltd.	Thailand	99.99% shareholding by parent, some common directors
Nation Digital Content Co., Ltd.	Thailand	99.99% shareholding by parent, some common directors
Green Net 1282 Co., Ltd.	Thailand	99.99% shareholding by the shareholder of parent

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The pricing policies for transactions with related parties are explained further below:

Transactions	Pricing policies
Revenue from sales of goods and rendering of services	General price and negotiable rate
Costs of sales of goods and rendering of services	Actual cost allocation rate and negotiable rate
Purchase/sale of equipment	Book value plus margin
Other income	Negotiable rate
Selling expenses and administrative expenses	Negotiable rate

Significant transactions for the years ended 31 December with related parties were as follows:

Year ended 31 December	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
Parent				
Revenue from sale of goods and rendering of services	12,038	20,392	11,805	20,392
Costs of sale of goods and rendering of services	4,633	5,827	4,630	5,827
Sale of equipment	-	691	-	691
Other income	6,078	293	6,078	293
Selling expenses and administrative expenses	37,044	23,717	30,951	23,712
Subsidiary and indirect subsidiaries				
Revenue from sale of goods and rendering of services	-	-	81,531	-
Costs of rendering of services	-	-	79,790	79,200
Other income	-	-	2,989	606
Selling expense and administrative expense	-	-	71	-
Other related parties				
Revenue from sale of goods and rendering of services	20,700	5,869	20,332	5,869
Costs of sales of goods and rendering of services	3,020	3,443	3,020	3,443
Other income	991	789	991	789
Selling expenses and administrative expenses	33,171	506	334	506
Key management personnel				
Key management personnel compensation				
Wages and salaries	17,609	19,038	17,609	19,038
Defined contribution plan	192	436	192	436
Total key management personnel compensation	17,801	19,474	17,801	19,474

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Balances as at 31 December with related parties were as follows:

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Trade receivables				
		<i>(in thousand Baht)</i>		
Parent	30,329	59,260	30,308	59,260
Subsidiary and indirect subsidiary	-	-	5,440	-
Other related parties	14,379	19,116	13,171	18,138
	<u>44,708</u>	<u>78,376</u>	<u>48,919</u>	<u>77,398</u>
Less allowance for impairment losses (2019: allowance for doubtful accounts)	<u>(33,767)</u>	<u>(66,652)</u>	<u>(32,789)</u>	<u>(65,674)</u>
Net	<u>10,941</u>	<u>11,724</u>	<u>16,130</u>	<u>11,724</u>
 (Reversal) impairment losses (2019: Bad and doubtful debts expense) for the year	 <u>(32,885)</u>	 <u>22,478</u>	 <u>(32,885)</u>	 <u>22,478</u>

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Accrued income				
		<i>(in thousand Baht)</i>		
Parent	429	660	429	660
Subsidiary and indirect subsidiary	-	-	6,600	606
Other related parties	767	2,584	632	2,584
Total	<u>1,196</u>	<u>3,244</u>	<u>7,661</u>	<u>3,850</u>

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Other receivables				
		<i>(in thousand Baht)</i>		
Parent	6,056	13,230	6,056	13,230
Subsidiary and indirect subsidiary	-	-	85,380	110,008
Other related parties	27,825	27,223	27,287	26,488
	<u>33,881</u>	<u>40,453</u>	<u>118,723</u>	<u>149,726</u>
Less allowance for impairment losses (2019: allowance for doubtful accounts)	<u>(27,528)</u>	<u>(40,004)</u>	<u>(112,324)</u>	<u>(144,962)</u>
Net	<u>6,353</u>	<u>449</u>	<u>6,399</u>	<u>4,764</u>
 (Reversal) impairment losses (2019: Bad and doubtful debts expense) for the year	 <u>(12,476)</u>	 <u>7,236</u>	 <u>(32,638)</u>	 <u>(60,601)</u>

	Interest rate	Separate financial statements			
Short term loans to	As at 31 December (% per annum)	1 January	Increase	Decrease	31 December
			<i>(in thousand Baht)</i>		
2020					
Subsidiary	4.47	<u>50,000</u>	<u>-</u>	<u>(9,350)</u>	<u>40,650</u>
2019					
Subsidiary	5.25	<u>-</u>	<u>50,000</u>	<u>-</u>	<u>50,000</u>

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	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
Trade payables				
Parent	1,191	1,259	1,191	1,259
Subsidiary and indirect subsidiary	-	-	369	-
Other related parties	1,425	916	1,424	916
Total	2,616	2,175	2,984	2,175

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
Other payables				
Parent	33,572	449	32,059	449
Subsidiary and indirect subsidiary	-	-	212	-
Other related parties	2,840	-	165	-
Total	36,412	449	32,436	449

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
Other current provisions				
Parent	261	545	261	545
Subsidiary and indirect subsidiary	-	-	138	-
Other related parties	932	50	931	50
Total	1,193	595	1,330	595

Significant agreements with related parties

The Company entered into agreements with a parent company to be granted services in relation to management, operations and other services. The Company committed to pay service fees as specified in the agreements.

The Company entered into an agreement with a subsidiary to operate broadcasting and television signals business. The Company committed to pay the fee as specified in the agreement.

The indirect subsidiary entered into a call center service agreement with a related party for a period 2 years, commencing from 1 September 2019 to 31 August 2021. The indirect subsidiary agreed to pay service fee at the specified in the agreement.

7 Cash and cash equivalents

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
Cash on hand	359	437	280	432
Cash at banks - current accounts	428	79	411	71
Cash at banks - savings accounts	163,687	26,218	148,461	24,657
Highly liquid short-term investments	1	1	1	1
Total	164,475	26,735	149,153	25,161

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8 Investment in subsidiaries

Type of business	Ownership interest		Paid-up capital		Cost		Impairment		At cost - net		Dividend income for the year ended
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	
	(%)						(in thousand Baht)				
Direct subsidiary											
Production of TV programme and advertisements through TV media											
NBC Next Vision Co., Ltd.	99.99	99.99	800,000	800,000	800,000	800,000	(800,000)	(800,000)	-	-	-
Indirect subsidiary											
Happy Products and Service Co., Ltd.	-	-	10,000	-	-	-	-	-	-	-	-
Total											

A subsidiary and an indirect subsidiary were incorporated and operate in Thailand.

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Additional investment

At the Board of Directors' meeting of the Company held on 25 May 2020, the Board of Directors approved to invest in ordinary shares in Green net 1282 Co., Ltd., representing 99.998% of issued and paid-up share capital amounting to Baht 164.40 million and the obligation to repay debt including interest pursuant to the Debt Acknowledgement Letter of the said company not excess Baht 85.60 million, totaling Baht 250.00 million.

At the shareholders' meeting of the Company held on 29 October 2020, the shareholders approved such investment. On 24 December 2020, the Company has paid of Baht 164.40 million and Green net 1282 Co., Ltd. partial settled the debt in amount of Baht 22.99 million to News Network Corporation Public Company Limited. Later on 14 January 2021, the Company was free from the obligation to repay debt including interest with term as agreed as explained in note 26.

Security

The Company pledged investment in a subsidiary as collateral for long-term loans from a financial institution as follows:

Subsidiary	Separate financial statements			
	2020		2019	
	Number of shares (thousand shares)	At cost - net (in thousand Baht)	Number of shares (thousand shares)	At cost - net (in thousand Baht)
NBC Next Vision Co., Ltd.	80,000	-	80,000	-

9 Investment property

	Consolidated / Separate financial statements Condominium and improvements (in thousand Baht)
<i>Cost</i>	
At 1 January 2019	19,266
Disposals	(6,790)
At 31 December 2019 and 1 January 2020	12,476
Disposals	(12,476)
At 31 December 2020	-
<i>Depreciation and impairment loss</i>	
At 1 January 2019	7,150
Depreciation charge for the year	771
Disposals	(2,504)
At 31 December 2019 and 1 January 2020	5,417
Depreciation charge for the year	104
Disposals	(5,521)
At 31 December 2019	-
<i>Net book value</i>	
At 31 December 2019	7,059
At 31 December 2020	-

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10 Leasehold improvements and equipment

	Note	Consolidated financial statements				
		Leasehold improvements	Operating equipment	Furniture, fixtures and office equipment (in thousand Baht)	Vehicles	Assets under installation
						Total
<i>Cost</i>						
At 1 January 2019		25,351	278,922	6,533	23,890	334,696
Additions		-	12,552	-	4,698	64,772
Disposals / written-off		-	(257)	(155)	(1,284)	(1,696)
At 31 December 2019 and 1 January 2020		25,351	291,217	6,378	27,304	397,772
Additions		1,411	10,144	2,146	450	76,984
Acquisition through business combination		1,943	2,578	765	-	5,286
Transfer		71,416	37,319	120	1,500	-
Disposals / written-off	5	(25,350)	(94,325)	(442)	(2,325)	(122,442)
At 31 December 2020		74,771	246,933	8,967	26,929	357,600
<i>Depreciation and impairment losses</i>						
At 1 January 2019		23,213	230,403	5,601	11,921	271,138
Depreciation charge for the year		1,240	23,807	505	4,081	29,633
Disposals / written-off		-	(252)	(155)	(658)	(1,065)
Impairment loss		800	-	-	-	800
At 31 December 2019 and 1 January 2020		25,253	253,958	5,951	15,344	300,506
Depreciation charge for the year		6,725	24,845	795	4,146	36,511
Disposals / written-off		(25,279)	(92,744)	(439)	(1,261)	(119,723)
At 31 December 2020		6,699	186,059	6,307	18,229	217,294
<i>Net book value</i>						
At 31 December 2019		98	37,259	427	11,960	97,266
At 31 December 2020		68,072	60,874	2,660	8,700	140,306

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	Leasehold improvements	Operating equipment	Furniture, fixtures and office equipment (in thousand Baht)	Vehicles	Assets under installation	Total
Cost						
At 1 January 2019	25,351	278,922	6,533	23,890	-	334,696
Additions	-	12,552	-	4,698	47,522	64,772
Disposals / written-off	-	(257)	(155)	(1,284)	-	(1,696)
At 31 December 2019 and 1 January 2020	25,351	291,217	6,378	27,304	47,522	397,772
Additions	-	8,287	2,063	450	62,833	73,633
Transfers	71,416	37,319	120	1,500	(110,355)	-
Disposals / written-off	(25,350)	(94,316)	(442)	(2,325)	-	(122,433)
At 31 December 2020	71,417	242,507	8,119	26,929	-	348,972
Depreciation and impairment losses						
At 1 January 2019	23,213	230,403	5,601	11,921	-	271,138
Depreciation charge for the year	1,240	23,807	505	4,081	-	29,633
Disposals / written-off	-	(252)	(155)	(658)	-	(1,065)
Impairment loss	800	-	-	-	-	800
At 31 December 2019 and 1 January 2020	25,253	253,958	5,951	15,344	-	300,506
Depreciation charge for the year	6,113	23,692	564	4,146	-	34,515
Disposals / written-off	(25,279)	(92,742)	(439)	(1,261)	-	(119,721)
At 31 December 2020	6,087	184,908	6,076	18,229	-	215,300
Net book value						
At 31 December 2019	98	37,259	427	11,960	47,522	97,266
At 31 December 2020	65,330	57,599	2,043	8,700	-	133,672

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The gross amount of the Group's and Company's fully depreciated leasehold improvements and equipment that were still in use as at 31 December 2020 amounted to Baht 115.12 million (2019: Baht 201.89 million).

11 Leases

As a lessee

<i>At 31 December 2020</i>	Consolidated financial statements	Separate financial statements
	<i>(in thousand Baht)</i>	
<i>Right-of-use assets</i>		
Buildings	44,709	40,401

The Group leases a number of buildings for 3 - 5 years, with extension options at the end of lease term. The rental is payable monthly as specified in the contract.

Movement of right-of-use assets is as follows:

<i>Right-of-use assets</i>	Note	Consolidated financial statements	Separate financial statements
		<i>(in thousand Baht)</i>	
At 1 January 2020	3	153,167	153,167
Addition		6,116	-
Less adjustment of right-of-use depreciation		(98,869)	(98,869)
		(15,705)	(13,897)
At 31 December 2020		44,709	40,401

<i>For the year ended 31 December</i>	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
<i>Amounts recognised in profit or loss</i>				
Depreciation of right-of-use assets:				
- Buildings	15,705	-	13,897	-
Interest on lease liabilities	2,839	-	2,582	-
Expenses relating to short-term leases	10,486	-	4,519	-
Expenses relating to leases of low-value assets	4,076	-	-	-
Lease expense	-	10,156	-	5,436

In 2020, total cash outflow for leases of the Group and the Company were Baht 23.73 million and Baht 21.70 million, respectively.

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12 Intangible assets

Consolidated financial statement				
	<i>Note</i>	Computer programmes and software licences	Trademark <i>(in thousand Baht)</i>	Right for broadcasting Total
Cost				
At 1 January 2019		10,942	700	24,438
Additions		7,125	1,260	3,840
At 31 December 2019 and 1 January 2020		18,067	1,960	28,278
Additions		2,618	140	-
Acquisition through business combination	5	2,067	-	-
Written-off		(5,514)	(700)	-
At 31 December 2020		17,238	1,400	28,278
Amortisation and impairment loss				
At 1 January 2019		8,133	512	24,357
Amortisation for the year		1,858	19	1,848
At 31 December 2019 and 1 January 2020		9,991	531	26,205
Amortisation for the year		2,816	319	1,920
Written-off		(5,514)	(640)	-
At 31 December 2020		7,293	210	28,125
Net book value				
At 31 December 2019		8,076	1,429	2,073
At 31 December 2020		9,945	1,190	153

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	Separate financial statement		
	Computer programmes and software licences	Trademark (in thousand Baht)	Total
<i>Cost</i>			
At 1 January 2019	10,542	-	10,542
Additions	7,125	1,260	8,385
At 31 December 2019 and 1 January 2020	17,667	1,260	18,927
Additions	270	140	410
Written-off	(5,514)	-	(5,514)
At 31 December 2020	12,423	1,400	13,823
<i>Amortisation and impairment losses</i>			
At 1 January 2019	7,734	-	7,734
Amortisation for the year	1,858	-	1,858
At 31 December 2019 and 1 January 2020	9,592	-	9,592
Amortisation for the year	2,018	210	2,228
Written-off	(5,514)	-	(5,514)
At 31 December 2020	6,096	210	6,306
<i>Net book value</i>			
At 31 December 2019	8,075	1,260	9,335
At 31 December 2020	6,327	1,190	7,517

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13 Digital television licence

	Consolidated financial statements (in thousand Baht)
<i>Cost</i>	
At 1 January 2019	1,185,211
Decrease from the exemption of the license fee	(429,912)
At 31 December 2019 and 1 January 2020	755,299
At 31 December 2020	755,299
<i>Amortisation and impairment losses</i>	
At 1 January 2019	870,261
Reversal of impairment	(486,701)
Amortisation for the year	34,567
At 31 December 2019 and 1 January 2020	418,127
Amortisation for the year	36,263
At 31 December 2020	454,390
<i>Net book value</i>	
At 31 December 2019	337,172
At 31 December 2020	300,909

On 11 April 2019, the National Council for Peace and Order ("NCPO") has released the order No. 4/2562 in subject of a measure to solve the problems of the operations of the Television and Telecommunication, the significant details are as follows:

1. Exemption of the last two instalment of the exceeding amount of the minimum payment. In addition, NCPO No.4/2562 specified the licensees made the remaining license fee payment within 120 days from the date of this announcement has been effectively enforced. On 17 June 2019, the subsidiary received the letter from the National Broadcasting and Telecommunications Commission ("NBTC"), notified the subsidiary to settle the remaining fee within 8 August 2019. If the settlement did not settle within specify period, the Company must pay for the interest at the rate of 7.5% per annum within 23 May 2021.

On 5 August 2019, the subsidiary submitted the letter to inform NBTC regarding the Company's intention to make the instalment payment for the remaining licences fee payable of Baht 122.80 million. The payment will be dividend into 2 periods and settled within December 2019. Later on 15 November 2019, the subsidiary submitted the letter to inform NBTC again regarding the Company's intention to postpone the settlement of the remaining licences fee payable amounting to Baht 50.00 million in which the Company will settle according to the requirement of NCPO's order No.4/2562.

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2. Providing a subsidy for the network rental expenditures in accordance with a national commercial digital terrestrial television broadcasting network service to the licensees over the remaining period of the licenses. The subsidy effectively commences after termination of the measure to relieve in accordance with paragraph one, no. 8 of NCPO No. 9/2561 in subject of a measure to relieve a license fee payment burden to the operators of sound transmission, television transmission and sound broadcasting and television broadcasting. Therefore, the Office of the NBTC will provide the subsidy to any licensees granted the licenses of a national commercial digital terrestrial television broadcasting network service according to actual amount as specified in the agreement which is not exceeded at the rate of NBTC approval.

In consideration of, the subsidiary recorded the reduction of net book value of digital television licence payable and net book value of the license to reflect the present value of cash flow of the subsidiary that would be changed for the fifth and sixth installments of the digital television licence of the exceeding amount of the minimum payment amounting to Baht 429.91 million (the digital television licence payable of Baht 447.20 million and deducted of deferred interest amounting to Baht 17.29 million) and adjusted amortisation from the remaining of net book value of the licence after adjustment in relation to the remaining economic useful lives.

As at 31 December 2020, the subsidiary had the outstanding balance of letter of guarantee issued by a financial institution placed to NBTC for the remaining licence fee amounting to Baht 50.00 million (2019: Baht 50.00 million).

Impairment testing

The management performed the impairment testing of digital television licence and its related assets by determined the recoverable amount from the value in use by discounted future cash flows to be generated from the continuing use of assets until expiration date of the licence based on its business plan and discount rate which is calculated by weighted average cost of capital.

The key assumptions used in the estimation of value in use as at 31 December 2020 were as follows:

	Consolidated / Separate financial statements	
	2020	2019
	(%)	
Discount rate	10.77	10.99
Terminal growth rate	3.00	3.00

The discount rate was a pre-tax measure based on the rate of 9 years government bonds issued by the government in the relevant market and in the same currency as the cash flows, adjusted for a risk premium to reflect both the increased risk of investing in equities generally and the systematic risk of the specific CGU.

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These assumptions are based on management's judgment and past experience and business plan, as well as the future prediction that is believed to be reasonable in the present situation. Changes in the information or new noticeable information may lead to the change in the assumptions and the discount rate for the estimation of the discounting future cash flows along with sensitivity of key assumptions effect to the recoverable amount.

Based on the impairment test, the carrying amount was determined to be lower than its recoverable amount. Therefore, the Group did not recognise impairment loss in the consolidated financial statements for the year ended 31 December 2020.

Regarding NCPO's order No.4/2562, the subsidiary has decided not to return the digital television licence. As a result, the subsidiary will be exempted for the installment of the licence fee including a subsidy for the network rental expenditures. The management performed the impairment testing of digital television licence and its related assets by determined the recoverable amount from the value in use included with the benefits accordance with the above order of NCPO. The management determined that the recoverable amount exceeds its carrying amount of asset. Therefore, the Group has considered to reverse of impairment loss of digital television licence of Baht 486.70 million in the consolidated financial statements for the year ended 31 December 2019.

Digital television licence payable to the National Broadcasting and Telecommunications Commission as at 31 December were as follows:

	Consolidated financial statements					
	2020			2019		
	Future payments	Interest	Present value of payments (in thousand Baht)	Future payments	Interest	Present value of payments
Within one year	50,000	(101)	49,899	50,000	(101)	49,899
Total	50,000	(101)	49,899	50,000	(101)	49,899

Change of digital television licence payable for the year ended 31 December were as follows:

	Consolidated financial statements	
	2020	2019
	<i>(in thousand Baht)</i>	
Digital television licence payable at 1 January	49,899	550,898
Payment	-	(72,800)
Interest expense	-	1,713
Decrease from exemption of the licence fee	-	(429,912)
Digital television licence at 31 December	49,899	49,899

14 Interest-bearing liabilities

	Consolidated financial statements					
	2020			2019		
	Secured	Unsecured	Total (in thousand Baht)	Secured	Unsecured	Total
Long-term loan from financial institution	40,650	-	40,650	45,000	-	45,000
Lease liabilities	-	39,156	39,156	-	-	-
Total interest-bearing liabilities	40,650	39,156	79,806	45,000	-	45,000

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	Separate financial statements					
	Secured	2020 Unsecured	Total (in thousand Baht)	Secured	2019 Unsecured	Total
Long-term loan from financial institution	40,650	-	40,650	45,000	-	45,000
Lease liabilities	-	34,702	34,702	-	-	-
Total interest-bearing liabilities	40,650	34,702	75,352	45,000	-	45,000

Long-term loan from financial institution

On 9 August 2019, the Company entered into long-term loan agreements with a local financial institution of Baht 100 million to use in granting a loan to its subsidiary for the digital television licence fee payment. In August 2019, the Company has drawn down a loan of Baht 50 million. Such loan bears interest at the Minimum Loan Rate minus 1% (MLR - 1%) and shall be monthly repaid within 3 years commencing from August 2019 to July 2022. In this regard, the Company is committed to comply with certain conditions and restriction prescribed in the loan agreements i.e maintaining the debt to equity ratio and the debt service coverage ratio. This loan is secured by such investment as described in note 8.

Later on 14 April 2020, the Company received a loan waiver letter from the financial institution for a period of 1 year commencing from April 2020 to March 2021. The Company will settle the said loan since April 2021 onwards.

15 Non-current provisions for employee benefit

	Consolidated financial statements		Separate financial statements	
	2020	2019 (in thousand Baht)	2020	2019
Defined benefit plan	45,240	41,551	40,877	41,080

Defined benefit plan

The Group and the Company operate a defined benefit plan based on the requirement of Thai Labour Protection Act B.E. 2541 (1998) to provide retirement benefits to employees based on pensionable remuneration and length of service. The defined benefit plan expose the Group to actuarial risks, such as longevity risk and interest rate risk.

<i>Present value of the defined benefit obligations</i>	Note	Consolidated financial statements		Separate financial statements	
		2020	2019 (in thousand Baht)	2020	2019
At 1 January		41,551	23,115	41,080	22,736
Include in profit or loss:					
Current service cost		6,572	3,767	4,601	3,616
Past service cost		-	6,669	-	6,653
Interest on obligation		683	806	658	797
Curtailment gain		(421)	-	(421)	-
		6,834	11,242	4,838	11,066

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<i>Present value of the defined benefit obligations</i>	<i>Note</i>	Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
		<i>(in thousand Baht)</i>			
Include in other comprehensive income					
Actuarial (gain) loss					
- Financial assumptions		645	5,112	612	5,062
- Experience adjustment		(4,647)	2,908	(5,653)	3,042
		<u>(4,002)</u>	<u>8,020</u>	<u>(5,041)</u>	<u>8,104</u>
Others					
Benefit paid		(35)	(826)	-	(826)
Acquisition through business combination	5	892	-	-	-
		<u>857</u>	<u>(826)</u>	<u>-</u>	<u>(826)</u>
At 31 December		45,240	41,551	40,877	41,080

<i>Principle actuarial assumptions</i>	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
		(%)		
Discount rate	0.39 - 2.90	1.19 - 2.51	0.39 - 2.90	1.19 - 2.51
Future salary growth	4.0 - 8.0	4.0 - 7.0	4.0 - 6.0	4.0 - 7.0

Assumptions regarding future mortality have been based on published statistics and mortality tables.

At 31 December 2020, the weighted-average duration of the defined benefit obligation was 15.2 - 19.7 years (2019: 15 years).

Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant.

	Consolidated financial statements			
	1% increase		1% decrease	
<i>Effect to the defined benefit obligation</i>	in assumption		in assumption	
<i>at 31 December</i>	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
Discount rate	(5,039)	(4,430)	5,802	5,216
Future salary growth	5,723	5,005	(4,968)	(4,354)
Future mortality	201	165	(225)	185

	Separate financial statements			
	1% increase		1% decrease	
<i>Effect to the defined benefit obligation</i>	in assumption		in assumption	
<i>at 31 December</i>	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
Discount rate	(4,503)	(4,384)	5,166	5,164
Future salary growth	5,076	4,955	(4,420)	(4,309)
Future mortality	182	164	(204)	(184)

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16 Share capital

	Par value per share (in Baht)	2020		2019	
		Number	Baht	Number	Baht
		(thousand shares / in thousand Baht)			
Authorised					
At 1 January					
- ordinary shares	1	803,155	803,155	720,344	720,344
Decrease	1	-	-	(184,907)	(184,907)
Increase	1	321,262	321,262	267,718	267,718
At 31 December					
- ordinary shares	1	<u>1,124,417</u>	<u>1,124,417</u>	<u>803,155</u>	<u>803,155</u>
Issued and paid-up					
At 1 January					
- ordinary shares	1	535,437	535,437	535,437	535,437
Issue of new shares	1	588,980	588,980	-	-
At 31 December					
- ordinary shares	1	<u>1,124,417</u>	<u>1,124,417</u>	<u>535,437</u>	<u>535,437</u>

Issue of ordinary shares

At the Board of Directors' meeting of the Company held on 25 May 2020, the Board of Directors approved an increase of the Company's registered share capital of Baht 321.26 million from Baht 803.16 million (divided into 803,155,214 ordinary shares at Baht 1 per share) to Baht 1,124.42 million (divided into 1,124,417,300 ordinary shares at Baht 1 per share) to offer to the existing shareholders proportionate to their respective shareholdings (Right offering) at the ratio of 5 existing ordinary shares for 2 newly-issued ordinary shares held with the price of Baht 0.53 per share. Later at the shareholders' meeting of the Company held on 29 October 2020, the shareholders approved such transaction and the Company registered the paid-up in share capital with the Ministry of Commerce on 24 December 2020.

At the Extraordinary general meeting of the Company held on 18 November 2019, the Shareholders approved change in registered share capital as follows:

- Approved a reduction of the registered share capital of the Company from Baht 720.34 million (divided 720,343,962 ordinary shares at Baht 1 par value) to Baht 535.44 million (divided 535,436,809 ordinary shares at Baht 1 par value) by cutting down the registered share capital of 184,907,153 ordinary shares at Baht 1 par value. The Company registered the decrease in share capital with the Ministry of Commerce on 27 November 2019; and
- Approved an increase in registered share capital by Baht 267.72 million from Baht 535.44 million (divided 535,436,809 ordinary shares at Baht 1 par value) to Baht 803.16 million (divided 803,155,214 ordinary shares at Baht 1 par value) to offer to the existing shareholders proportionate to their respective shareholdings (Rights Offering) at the ratio of 2 existing ordinary shares for 1 newly-issued ordinary share held with the price of Baht 0.53 per share. The Company registered the paid-up in share capital with the Ministry of Commerce on 4 March 2020.

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Share premium

Section 51 of the Public Companies Act B.E. 2535 requires companies to set aside share subscription monies received in excess of the par value of the shares issued to a reserve account ("Share premium"). Share premium is not available for dividend distribution.

17 Reserves

Reserves comprise:

Appropriations of profit and/or retained earnings

Legal reserve

Section 116 of the Public Companies Act B.E. 2535 requires that a public company shall allocate not less than 5% of its annual net profit, less any accumulated losses brought forward (if any), to a reserve account ("Legal reserve"), until this account reaches an amount not less than 10% of the registered authorised capital. The legal reserve is not available for dividend distribution.

18 Segment information and disaggregation of revenue

Management determined that the Group has three reportable segments which are the Group's strategic divisions for different products and services, and are managed separately because they require different technology and marketing strategies. The following summary describes the operations in each of the Group's reportable segments.

- *Segment 1* TV advertising media
- *Segment 2* New media advertising
- *Segment 3* Sale products
- Others

Each segment's performance is measured based on segment profit before tax, as included in the internal management reports that are reviewed by the Group's CODM. Segment profit before tax is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

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Information about reportable segments

	TV advertising media 2020	New media advertising 2020	Consolidated financial statements Sale products 2020 (in thousand Baht)	Others 2020	Total 2020	2019
External revenue	395,122	29,724	392,138	40,630	857,614	457,064
Other income	50,658	-	3,021	240	53,919	35,760
Total segment revenue	445,780	29,724	395,159	40,870	911,533	492,824

Disaggregation of revenue

Major products and service lines	394,334	29,724	18,480	-	424,058	438,788
Advertising	-	-	-	-	392,138	-
Sale products	788	-	392,138	-	41,418	18,276
Others	-	-	-	40,630	14,648	-
Total	395,122	29,724	392,138	40,630	857,614	457,064

Timing of revenue recognition

At a point in time	347,635	-	392,138	-	739,773	379,931
Over time	47,487	29,724	-	40,630	117,841	77,133
Total	395,122	29,724	392,138	40,630	857,614	457,064

Segment profit (loss) before income tax

Interest income	31,736	21,474	(19,718)	(1,360)	32,132	405,245
Interest expense	156	-	-	-	156	325
Depreciation and amortisation	(8,167)	-	(314)	(160)	(8,641)	(9,065)
Amortisation of digital television licence	(53,221)	-	(4,155)	-	(57,376)	(34,129)
Reversal of impairment losses of assets	(36,263)	-	-	-	(36,263)	(34,567)
	45,470	-	-	-	45,470	457,068

Capital expenditures
Segment assets
Segment liabilities

	77,022	-	2,720	-	79,742	76,997
	680,573	2,450	58,486	-	741,509	664,292
	227,782	-	58,994	-	286,776	207,135

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Disaggregation of revenue

Major products and service lines	476,526	28,196	18,480	-	504,722	438,788
Advertising	788	-	-	14,648	3,746	18,276
Others	-	-	-	-	-	-
Total	477,314	28,196	18,480	14,648	508,468	457,064

Timing of revenue recognition

At a point in time	429,827	-	-	-	429,827	379,931
Over time	47,487	28,196	18,480	14,648	78,641	77,133
Total	477,314	28,196	18,480	14,648	508,468	457,064

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During of 2020, the Group invested in indirect subsidiary in note 8. Thus, the Group has new segment consisted of sale products.

Reconciliations of reportable segment assets and liabilities

	2020 (in thousand Baht)	2019
Assets		
Total assets for reportable segments	741,509	664,292
Other unallocated amounts	306,035	26,835
Consolidated total assets	1,047,544	691,127
Liabilities		
Total liabilities for reportable segments	286,776	207,135
Other unallocated amounts	43,947	52,107
Consolidated total liabilities	330,723	259,242

Geographical segments

The Group is managed and operates principally in Thailand. There are no material revenues derived from, or assets located, in foreign countries.

19 Employee benefit expenses

		Consolidated financial statements		Separate financial statements	
	Note	2020	2019	2020	2019
			(in thousand Baht)		
Wages and salaries		205,898	140,328	145,305	138,883
Defined benefit plan	15	6,151	10,436	4,180	10,269
Bonus		10,130	9,117	9,472	9,007
Defined contribution plan		2,778	6,858	2,460	6,758
Others		33,864	31,440	31,267	30,937
Total		258,821	198,179	192,684	195,854

Defined contribution plan

The defined contribution plan comprises a provident fund established by the Group for its employees. Membership to the fund is on a voluntary basis. Contributions are made monthly by the employees at rate of 5% of their basic salaries and by the Group at rates ranging from 5% to 7.5% of the employees' basic salaries. The provident fund is registered with the Ministry of Finance as a juristic entity and is managed by a licensed Fund Manager.

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20 Expenses by nature

	Note	Consolidated financial statements		Separate financial statements	
		2020	2019 (in thousand Baht)	2020	2019
Employee benefit expenses	19	258,821	198,179	192,684	195,854
Cost of inventory, production and programmes		393,291	155,955	173,378	175,214
Depreciation and amortisation	9, 10, 11, 12, 13	93,639	68,696	50,744	32,262
Office expenses		50,472	33,691	39,214	32,544
Sharing service expenses		34,520	23,836	29,120	23,836
Marketing expenses		56,970	20,347	21,525	20,347
Travelling expenses		12,632	10,850	8,194	10,850
Others		15,885	24,028	6,659	15,477
Total cost of sales of goods and rendering of services, selling expenses and administrative expenses		916,230	535,582	521,518	506,384

21 Income tax

Reconciliation of effective tax rate	Consolidated financial statements				Separate financial statements			
	2020		2019		2020		2019	
	Rate (%)	(in thousand Baht)	Rate (%)	(in thousand Baht)	Rate (%)	(in thousand Baht)	Rate (%)	(in thousand Baht)
Profit (loss) before income tax expense		32,132		405,245		61,743		(9,696)
Income tax using the Thai corporation tax rate	20	6,426	20	81,049	20	12,349	20	(1,939)
Expenses not deductible for tax purposes		1,533		114		1,323		147
Expenses for tax incentives		(385)		(165)		(378)		(165)
Recognition of previously unrecognised tax losses		(1,441)		-		(1,441)		-
Temporary differences for which no deferred tax assets was recognised		(9,785)		(92,064)		(11,853)		(5,584)
Current year losses for which no deferred tax asset was recognised		3,652		11,066		-		7,541
Total		-		-		-		-

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<i>Unrecognised deferred tax assets</i>	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
Trade and other receivable	13,900	23,307	29,032	42,136
Investment in subsidiary	-	-	160,000	160,000
Investment property	-	662	-	662
Leasehold improvements and equipment	-	160	-	160
Intangible assets	1,263	1,332	-	-
Digital television licence	14,808	14,808	-	-
Non-current provisions for employee benefit	9,048	8,310	8,175	8,216
Loss carry forward	134,092	135,429	29,774	29,774
Total	173,111	184,008	226,981	240,948

The tax losses expire in 2021 - 2025. The deductible temporary differences do not expire under current tax legislation. Deferred tax assets have not been recognised in respect of these items because it is not probable that future taxable profit will be available against which the Group can utilise the benefits therefrom.

22 Earnings (loss) per share

The calculations of basic earnings (loss) per share for the years ended 31 December 2020 and 2019 were based on the profit (loss) for the years attributable to ordinary shareholders of the Company and the number of ordinary shares outstanding during the years as follows:

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	<i>(in thousand Baht / thousand shares)</i>			
Profit (loss) attributable to ordinary shareholders of the Company (basic)	43,075	405,245	61,743	(9,696)
Ordinary shares outstanding				
Number of ordinary shares outstanding at 1 January	535,437	535,437	535,437	535,437
Effect of shares issued on 4 March	216,515	-	216,515	-
Effect of shares issued on 24 December	7,022	-	7,022	-
Weighted average number of ordinary shares outstanding (basic) at 31 December	758,974	535,437	758,974	535,437
Earnings (loss) per share (basic) (in Baht)	0.06	0.76	0.08	(0.02)

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23 Financial instruments

(a) Carrying amounts and fair values

The following table shows the carrying amounts and fair values of financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial liabilities measured at amortised cost if the carrying amount is a reasonable approximation of fair value.

<i>At 31 December 2020</i>	Consolidated / Separate financial statements				
	Carrying amount Financial instruments measured at amortised cost	Fair value			Total
		Level 1	Level 2	Level 3	
		<i>(in thousand Baht)</i>			
Financial liability					
Long-term loan from financial institution	40,650	-	-	41,002	41,002

<i>31 December 2019</i>	Consolidated / Separate financial statements				
	Carrying amount	Fair value			Total
		Level 1	Level 2	Level 3	
		<i>(in thousand Baht)</i>			
Financial liabilities not measured at fair value					
Long-term loan from financial institution	45,000	-	-	47,146	47,146

Financial instruments not measured at fair value

Type	Valuation technique
Long-term loan from financial institution	Discounted cash flows

(b) Financial risk management policies

Risk management framework

The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The board of directors has established the risk management committee, which is responsible for developing and monitoring the Group's risk management policies. The committee reports regularly to the board of directors on its activities.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

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The Group audit committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Group audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

(b.1) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investments in debt securities.

Trade accounts receivables and contract assets

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the industry and country in which customers operate. Detail of concentration of revenue are included in note 18.

The management committee has established a credit policy under which each new customer is analysed individually for creditworthiness before the Group's standard payment and delivery/service terms and conditions are offered. The Group's review Sale limits are established for each customer and reviewed quarterly. Any sales exceeding those limits require approval from the management committee.

The Group limits its exposure to credit risk from trade accounts receivables by establishing a maximum payment period of three months.

The following table provides information about the exposure to credit risk and ECLs for trade accounts receivables and contract assets.

Consolidated financial statements				
	Trade accounts receivables	Accrued income (in thousand Baht)	Total carrying amounts	Allowance for impairment losses
At 31 December 2020				
Within credit terms	36,236	14,494	50,730	-
Overdue:				
Less than 3 months	26,941	-	26,941	-
3-6 months	-	-	-	-
6-12 months	4,883	-	4,883	3,310
Over 12 months	30,502	-	30,502	30,502
Total	98,562	14,494	113,056	33,812
<i>Less allowance for impairment losses</i>	<i>(33,812)</i>	<i>-</i>	<i>(33,812)</i>	
Net	64,750	14,494	79,244	

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	Separate financial statements			Allowance for impairment losses
	Trade accounts receivables	Accrued income <i>(in thousand Baht)</i>	Total carrying amounts	
At 31 December 2020				
Within credit terms	37,190	20,261	57,451	-
Overdue:				
Less than 3 months	25,944	-	25,944	-
3-6 months	-	-	-	-
6-12 months	4,883	-	4,883	3,310
Over 12 months	29,524	-	29,524	29,524
Total	97,541	20,261	117,802	32,834
<i>Less</i> allowance for impairment losses	<i>(32,834)</i>	<i>-</i>	<i>(32,834)</i>	
Net	64,707	20,261	84,968	

Loss rates are based on actual credit loss experience over the past 3 years. These rates are multiplied by scalar factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

	Consolidated financial statements <i>(in thousand Baht)</i>	Separate financial statements
Trade receivables		
At 31 December 2019		
Within credit terms	62,927	62,926
Overdue:		
Less than 3 months	38,532	38,532
3-6 months	5,430	5,430
6-12 months	18,104	18,105
Over 12 months	36,724	34,072
	161,717	159,065
<i>Less</i> allowance for doubtful accounts	<i>(68,371)</i>	<i>(65,719)</i>
Net	93,346	93,346

The normal credit term granted by the Group ranges from 7 days to 90 days.

(b.2) Market risk

The Group is exposed to normal business risks from changes in market interest. The Group does not hold or issue derivatives for speculative or trading purposes.

Interest rate risk

Interest rate risk is the risk that future movements in market interest rates will affect the results of the Group's operations and its cash flows because loan interest rates are mainly fixed. The Group is primarily exposed to interest rate risk from its borrowings (see note 14).

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<i>Exposure to interest rate risk at 31 December</i>	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
<i>Financial instruments with fixed interest rates</i>				
Financial liabilities	<u>39,156</u>	<u>-</u>	<u>34,702</u>	<u>-</u>

24 Capital management

The Board of Directors' policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board monitors the return on capital, which the Group defines as result from operating activities divided by total shareholders' equity, excluding non-controlling interests.

25 Commitments with non-related parties

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
	<i>(in thousand Baht)</i>			
<i>Other commitments</i>				
Short-term lease commitments	787	-	-	-
Leases of low-value assets commitments	3,499	-	315	-
Service commitments	92,506	-	37,731	-
Bank guarantees	61,858	55,369	8,358	1,869
Total	<u>158,650</u>	<u>55,369</u>	<u>46,404</u>	<u>1,869</u>

- The Company entered into service agreements for facilities with a local company for a period of 3 years, commencing from 1 December 2020 to 30 November 2023. The Company agreed to pay service fees at the rate specified in the agreements.
- A subsidiary entered into a news supply agreement with a foreign company for a period of 5 years, commencing from 1 June 2016 to 31 May 2021 with an option for renewal. The subsidiary agreed to pay a fee at the rate specified in the agreement.
- A subsidiary entered into service agreements with two local companies to employ the service in combining both video and audio television signals, along with other related services, including TV signals compression and transmission of TV signals to a C-band and Ku-band satellite for periods ranging from 3 years and 1 months to 5 years and 11 months, expiring in various periods up to 15 September 2022. The subsidiary committed to pay the fees at the rate specified in the agreements.
- The indirect subsidiary entered into service agreements with a local company for 3 years, expiring in various period up to 15 April 2023. The indirect subsidiary agreed to pay service fees at the rate specified in the agreements.
- The indirect subsidiary entered into vehicle rental agreements with a local company for 5 years, expiring on 31 March 2024. The indirect subsidiary agreed to pay rental fees at the rate specified in the agreements.

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- f) The indirect subsidiary entered into warehouse service agreements with a local company for 3 years, commencing from 1 January 2021 to 31 December 2023. The indirect subsidiary agreed to pay service fees at the rate specified in the agreements.

26 Events after the reporting period

At the Board of Directors' meeting of the Company held on 20 January 2021, the Board of Directors approved a change in term of investment in coffee business by a subsidiary to invest in representing 60% of ownership interest and registered company establishment of the indirect subsidiary (Nation Coffee Co., Ltd.) with the Ministry of Commerce on 27 January 2021.

On 14 January 2021, the Company was free from the obligation to repay outstanding debt due to Green Net 1282 Co., Ltd. completed repay the debt of Baht 62.61 million with term as agreed and registered changing the company's name from "Green Net 1282 Co., Ltd." to "Thai News and Entertainment World Co., Ltd.". Later on 29 January 2021, the Company received transferring of ordinary share of such company of 189,997 shares, representing 99.998% shareholding and registered with the Ministry of Commerce.

27 Thai Financial Reporting Standards (TFRS) not yet adopted

Conceptual Framework for Financial Reporting

The Conceptual Framework for Financial Reporting contains updated definitions of an asset and a liability and updated criteria for including assets and liabilities in financial statements. In addition, new concepts and guidance have been added on the following topics:

- (a) measurement, including factors to be considered when selecting a measurement basis;
- (b) presentation and disclosure, including when to classify income and expenses in other comprehensive income;
- (c) derecognition of assets and liabilities; providing guidance on when assets and liabilities are removed from financial statements.

The *Conceptual Framework* also clarifies the roles of stewardship, prudence and measurement uncertainty in financial reporting. The amendment in the *Conceptual Framework* resulted in amendments of reference to the *Conceptual Framework* in several TFRS, i.e. TAS 1, TAS 8, TAS 34, TAS 37, TAS 38, TFRS 2, TFRS 3, TFRS 6, TFRIC 20, TFRIC 22 and TSIC 32.

Amendments to TFRS 3 on Definition of a Business

The amendment clarifies the definition of a business, with the objective of assisting entities to determine whether a transaction should be accounted for as a business combination or as an asset acquisition. The amendments:

- (a) provide an option for an entity to simply assess whether a transaction is a business combination, by using the concentration test. If substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets, the transaction shall be accounted for as an asset acquisition. However, if the concentration test is not met or the entity chooses not to use the concentration test, the entity shall further assess whether the transaction is a business combination by considering inputs, processes and outputs. The entity can choose to apply the test on a transaction-by-transaction basis.
- (b) clarify that to be considered a "business", an acquired set of activities and assets must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs; this can be explained in 2 cases:
 - if an acquirer does not acquire an output at the date of acquisition, the transaction is deemed as a business combination if substantive process together with inputs are acquired and can generate outputs. An acquired process is substantive if it is critical to the ability to develop or convert an input into outputs, and the entity acquired an organised workforce that has the necessary skills, knowledge or experience to perform that process, and other inputs that an organised workforce could develop or convert into outputs;
 - if an acquirer acquires an output at the date of acquisition, the transaction is deemed as a business combination if the entity acquires both substantive process and an organized workforce that has the necessary skills, knowledge or experience to perform that process, and the entity is able to continue producing outputs when combining the acquired inputs with the process;

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- (c) remove the assessment of whether market participants are capable of replacing any missing inputs or processes and continuing to produce outputs; and
- (d) narrow the definitions of a business and of outputs by focusing on goods and services provided to customers and by removing the reference to an ability to reduce costs.

Amendments to TAS 1 and TAS 8 on Definition of Material

The new definition states that information is material if, omitting, misstating or obscuring it could reasonably be expected to influence decision that the primary users of general-purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity. The amendment also makes consequential amendments to a number of other standards, i.e. TAS 8, TAS 10, TAS 34 and TAS 37.

Management is presently considering the potential impact of adopting and initially applying those TFRSs on the financial statements which expected to have no impact on the financial statements.

Other Reference Persons

Security Registrar (Common Share)



บริษัท ไทยหลักทรัพย์ (มหาชน) จำกัด

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Fax : (02) 2009-9991

Certified Public Accountant



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Tel : (66) 2677-2000
Fax : (66) 2677-2222

Certified Public Accountant

1. Miss Pornthip Rimdusit
Registration No. 5565 and/or
2. Mrs.Sasithorn Pongadisak
Registration No. 8802 and/or
3. Miss Marisa Tharathornbunpakul
Registration No. 5752

Audit Fee

1. The audit fee of the Company and subsidiaries
for the year 2020 is Bt 2,850,000
2. Non-audit fee
-None-

Legal Consultants

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1 Q House Lumpini Building, 34th Floor, South Sathorn Road,
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