



บริษัท กรังด์ปรีซ์ อินเตอร์เนชั่นแนล จำกัด (มหาชน)
Grand Prix International Public Company Limited



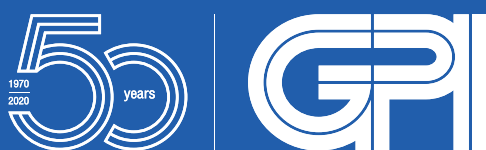
THE 40th BANGKOK INTERNATIONAL MOTOR SHOW



ANNUAL REPORT 2019

Grand Prix International PCL

ANNUAL REPORT 2019



Grand Prix International Public Company Limited

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Message from Chairman of the Board

Mr. Yuth Vorachattarn
Chairman of the Board Director



Dear Shareholders,

According to the slowdown of the economy in 2019, it has small impact on the Company considered from the decrease of the separate financial statement from 731.65 million Baht in the year 2018 to 711.30 million Baht in the year 2019 or decreased 2.78 percent. Whereas, cost of sales and services increased from 54.04 percent in 2018 to 58.92 percent in 2019, due to the increased decoration expense for Bangkok International Motor Show 40th. Thus, with the purpose of the urban and unique design make the event look more modernize. Therefore, result in the decreased of the net profit from 132.58 million Baht in 2018 to 108.70 million Baht in the year 2019. The net profit was 102.72 millions Baht in consolidated financial statement resulted from the net loss at the Yangon Motor Show 2019. However, the revenue of the Yangon Motor Show, tended to get better.

In previous year, the Risk Management Committee and the Audit Committee still follow up closely with the potential new risk and main risk that presently incident to prevent the company from getting affect from these risks. In addition, the Board of Directors also give the importance to the Anti-Corruption by entered the certification process of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC), to use as information for partners who are foreign companies. For the Good Corporate Governance, Board of Director has reviewed the corporate governance policies such as the Inside Information Policy, Whistleblowing Policy, Risk Management Policy and Internal Control and also improved the Bussiness Code of Conduct.

For the discovery into the new business opportunity, it is now in the process of testing the market and customer need such as E-sport event and the company as a host of the "ROYAL'S CUP 2020" event which supported by Asian Tour organization and will be held in March 2020. These events would help the company for the special recognition and reputation.

On behalf of the Board of Directors, we would like to express our heartfelt appreciation to shareholders, customer, business alliance, and financial institutions for their trust and support in all aspect of GPI's operations. Moreover, we would like to thank executives and staff for all hard work and dedication with honesty and responsibility, as always.



Mr. Yuth Vorachattarn
Chairman of the Board Director

Message from Chairman of the Executive

Mr. Prachin Eamlumnow
Chairman of the Executive



Dear Shareholders,

Last year, the company has continuously developed its operation and emphasized on the quality of the business to be able to serve the target customers effectively. After the first trading day of initial public offering on 1 December 2017, the company has managed the capital to expand and improve the business carefully for future growth according to the initial plan. Hence, the company's performed well and capable of stabilize the dividend payout ratio consistently every year. However, the company's financial statement of the year ended 2019 have revenue from sell and service 719.33 million Baht decreased 1.68 percent compare to previous year, the company also have net profit 102.72 million Baht decreased 21.89 percent compare to the net profit from previous year, which occurred due to the economic condition that slow down both domestic and abroad area. However, the company have prepared for any economic situation that might affect to the company's performance.

The company is constantly improving to ensure that the company itself does not lose its economic moat and the company is also trying to reduce the risk of relying on single main source of revenue. Therefore, Board of Directors have defined the strategy and expand the business into other area which is still connected to the core value of the business such as the first international exhibition at Yangon International Motor Show at Myanmar. The expansion in eRacing Sport business held by the professional event organizer (GT sport) and the collaboration of YDM Ltd. To expand into digital media platform in the future. In addition, the new acquisition of new printing machine would increase the both quantitative and qualitative of the product output including packaging printing work which is growing segment. In conclusion, these improvements would eventually result in stable growth of the company in the future and the growth in revenue and profit as well.

The Executive Committee also pays attention to the corporate governance code which is something that the company has always emphasized on and the company has joined Private Sector Collective Action Against Corruption (CAC) to build the good foundation for the company to grow with the efficiency and transparency including the long run beneficial of stakeholders and related parties.

As Chairman of the Executive Committee of Grand Prix International PCL, I would like to express my sincere gratitude to all shareholders, customers, financial institutions, business alliances, the government sector, the press, and the public sector for their support in all aspects of GPI's operations. Moreover, I would like to thank all directors, executives, and employees who have joined their hands to bring the company to success. For achievement and sustainable advancement, I sincerely hope that GPI will receive cooperation and support from everyone.



Mr. Prachin Eamlumnow
Chairman of the Executive

Report of the Audit Committee

Gen. Dr. Surapan Poomkaew
Chairman of the Audit Committee



Dear Shareholders,

The Audit Committee of Grand Prix International PCL, consists of 3 independent directors who are specialize in finance, accounting, law and management. Especially, meets all the qualifications requirements for being the Audit Committees and also functioning according to the principles and practices of SEC and SET as follows:

- | | |
|------------------------------|---------------------------------|
| 1. Gen. Dr. Surapan Poomkaew | Chairman of the Audit Committee |
| 2. Mr. Kanokphand Chulakasem | Audit Committee Member |
| 3. Dr. Dhas Udomdhammabhakdi | Audit Committee Member |

In 2019, the Audit Committee held a total of 7 meetings attended by internal audit, auditors and executives. The Audit Committee has performed with full responsibility as follows:

1. Reviewed the financial statement quarterly and annually for the year 2019 by collaborated with the executives, Accounting and finance manager and auditors for the accuracy of the financial statement and adequacy of the disclosure of information. In addition, the Audit Committee has the same conclusion with the auditor that financial statement are significantly correct and in accordance with generally accepted accounting standards and timely disclosure of the information for the benefit of shareholders, investor and outsider.
2. Reviewed operational information and internal control for the year 2019, with the internal audit guidelines and the approval for the year plan including the adequacy, appropriation and independence in internal audit. Especially, to properly adjust according to the audit report continuously which will bring to the improvement of the internal control in the future.
3. Reviewed risk management of the company to ensure that the company have an appropriate and effective risk management strategy. By reviewed the risk assessment upon the current situation that have changed. Thus, the result of the review shown that risk management is effective and sufficient according to the policy and strategy of the company.
4. Reviewed the legal compliance and regulation of securities and stock exchange according to the specifications of the SEC and SET. To ensure that the company are compiled to the law suit properly.
5. Reviewed the corporate governance and the anti-corruption policy for the year 2019 by focusing on the correctness and completeness of the disclosure content toward stakeholders equally with the transparency.
6. Reviewed the transactions on assets acquisition and disposition including the connected transaction which may have conflict of interest that might happen within the year 2019. To ensure that the transactions are in line with regulation and transparency for the disclosure. In addition, it would be beneficial for the company.

7. Considered the Audit Committee charter to improve and edit the qualification for the authority of Audit Committee in accordance with corporate governance policy, SEC's policy and SET's policy respectively.
8. Considered appointment and to propose the nomination for the company's auditor for the year 2020 by reviewed through the past performance and the past experience then propose to the Board of Directors for approval in the 2020 Annual General Meeting of Shareholders to appoint Miss Supaporn Mangchit Certified Public Accountant (CPA) Registration No.8125 and/or Mr. Nopparuk Pissannuwong (CPA) Registration No. 7764 and/or Miss Suvimol Krittiyakien (CPA) Registration No. 2982, who will perform their duties on behalf of DIA International Audit Company Limited as the Company's auditor for the year 2020.

In conclusion, the Audit Committee has completed the responsibilities specified in the Audit Committee Charter which has been approved by the board of director and have an opinion that board of director, executives have integrity and morality to help the company accomplished the company's goal. Especially, emphasize on the corporate governance and 71 question of self-assessment to associate for certification in the Private Sector Collective Action Against Corruption or (CAC) which already sent on 13 December 2019 including the company have prepared financial report in accordance with financial report standard and adequacy of information to ensure that the company's financial report have meets the accounting standard including the compliance with the SET and SEC regulation.



Gen. Dr. Surapan Poomkaew
Chairman of the Audit Committee

Report of the Risk Management Committee

Dr. Dhas Udomdhammabhakdi
Chairman of the Risk Management Committee



Dear Shareholders,

The Risk Management Committee consists of 4 members as follows:

- | | |
|------------------------------|---------------------------------------|
| 1. Dr. Dhas Udomdhammabhakdi | Chairman of Risk Management Committee |
| 2. Mr. Jaturont Komolmis, | Risk Management Committee Members |
| 3. Mr. Anothai Eamlumnow | Risk Management Committee Members |
| 4. Mr. Peeraphong Eamlumnow | Risk Management Committee Members |

The Risk Management Committee performed its duties as assigned by the Board of Directors to screen and provide optimal solutions for significant risks. And establishes a risk management policy. In 2019, the Committee held 4 risk management meetings to consider the major issues which can be summarized as follows:

1. Considered the annual risk management plan and monitor the risks associated with the company's operations assessed by each individual department. Including consider the risks associated with fraud and corruption according to the Anti-Corruption Policy of the year 2019.
2. Prioritized the risk level and determined its potential impacts to adopt a risk management approach.
3. Supported and developed the risk management to be operated continuously throughout the organization, for effectiveness in managing risks within the established framework without affecting operating results.
4. Monitored and reviewed the implementation of the risk management plan under the framework as defined by the risk management policy. The internal auditors were therefore assigned to follow up and review the risk management in a systematic and effective manner.
5. Reviewed the charter of the Risk Management Committee to improve and revise the qualifications, roles and duties of the Risk Management Committee, to be in accordance with principles and practices of good corporate governance and regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission

With the above operations, the Risk Management Committee is confident that the Company's risk management is being conducted effectively and continually in conformity with the principles and practices of good corporate governance and Anti-Corruption Policy, by reporting the results of the meeting to the Board of Directors every time. The Company has an adequate and appropriate internal control system, and is legal compliance, while all relevant regulations are ensured to be correct and complete to inclusively strengthen the Company in advance for its sustainable operation.

Dr. Dhas Udomdhammabhakdi
Chairman of the Risk Management Committee

Report of the Nominations, Remuneration and Corporate Governance Committee

Mr. Kanokphand Chulakasem
Chairman of the Nominations, Remuneration and Corporate Governance Committee



Dear Shareholders,

The Nominations, Remuneration and Corporate Governance Committee, appointed by the Board of Directors of Grand Prix International, consists of 3 independent directors and 1 director, as follows:

- | | |
|------------------------------|------------------|
| 1. Mr. Kanokphand Chulakasem | Chairman |
| 2. Gen. Dr. Surapan Poomkaew | Committee Member |
| 3. Dr. Dhas Udomdhamabhakdi | Committee Member |
| 4. Mr. Peeraphong Eamlumnow | Committee Member |

In 2019, the Nominations, Remuneration and Corporate Governance Committee held a total of 2 meetings. Its duties included the following detail:

- Considered and nominated qualified persons to be the Company directors replacing those who retired.
- Considered and proposed the remuneration of the directors according to the criteria set out by Company for 2019.
- Considered performance appraisal of the Chief Executive Officer in 2019.
- Acknowledged Human Resources operational plan in recruitment and obstacles during the processes.
- Assessed the performance of the Nominations, Remuneration and Corporate Governance Committee.
- Supported the company to grant opportunity for minority shareholders, to propose the candidates for being a director of the company.
- Specified the process and criteria for recruiting, in accordance with the structure and qualifications of the Company. Based on the principles of good Corporate Governance and the anti-corruption policy.
- Reviewed and proposed the criteria for consideration of compensation to suit the responsibilities of the directors. In accordance with the overall performance of the company. In order to be maintain the directors, who has capability, quality and potential. The Board of Directors is the person who consider and give approval before submitting for approval to the annual general meeting of shareholders.

In 2019, the Nominations, Remuneration and Corporate Governance Committee continuously reported the resolutions to the Board of Directors. The Committee also completely performed its duties as assigned with due care and independence, and provided straightforward comments for the maximum benefits of all shareholders, investors and stakeholders. To be universally acknowledged, it is committed to performing its duties based on equality, fairness and transparency according to the good Corporate Governance and Anti-Corruption Policy principles of the Stock Exchange of Thailand (SET).

(Mr. Kanokphand Chulakasem)

Chairman of Nominations, Remuneration and Corporate Governance Committee

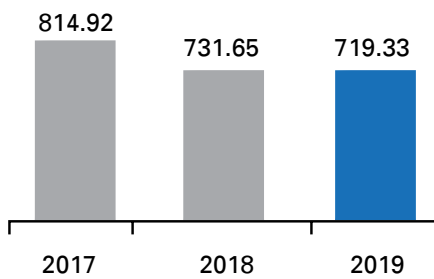
Financial Highlight

Statement of Income (Million Baht)	2017	2018	2019
Sales & Services Revenue	814.92	731.65	719.33
Gross Profit	329.79	336.28	288.65
Net Profit	140.17	131.51	102.72

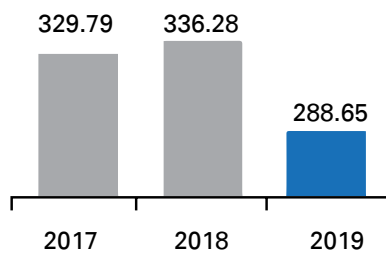
Statement of Financial Position (Million Baht)	2017	2018	2019
Current Assets	906.68	731.20	555.76
Non-Current Assets	178.22	269.97	421.06
Total Asset	1,084.90	1,001.17	976.81
Current Liabilities	320.78	192.66	174.52
Non-Current Liabilities	22.21	25.07	24.98
Total Liabilities	342.99	217.73	199.50
Total Equity	741.91	783.43	777.31
Authorized Share Capital	300.00	300.00	300.00
Paid-Up Share Capital	300.00	300.00	300.00

Financial Ratio	2017	2018	2019
Gross Profit Margin (%)	40.47	45.96	40.13
Net Profit Margin (%)	17.20	17.97	14.28
ROE (%)	24.63	17.24	13.16
ROA (%)	19.43	16.13	13.24
D/E (Times)	0.46	0.28	0.26

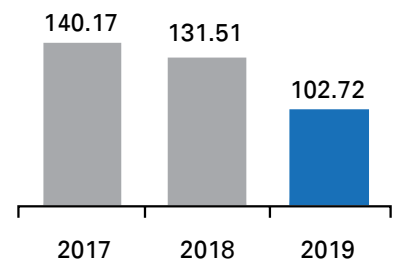
Sales & Service Revenue



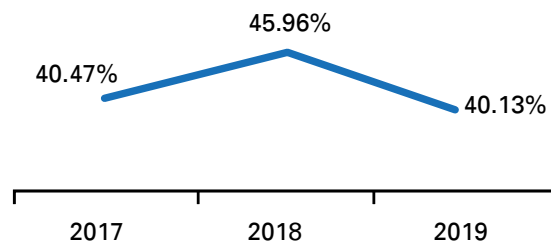
Gross Profit



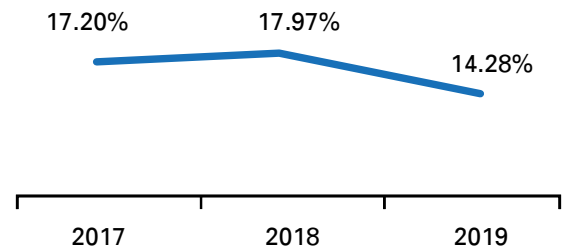
Net Profit



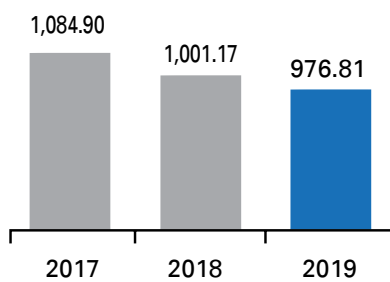
Gross Profit Margin



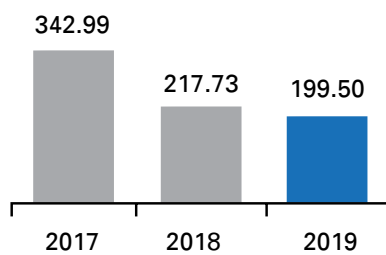
Net Profit Margin



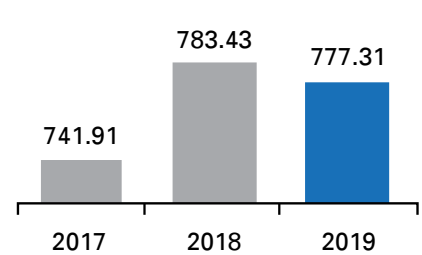
Asset



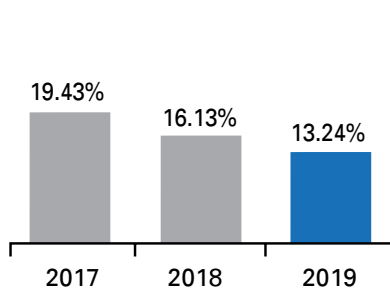
Liabilities



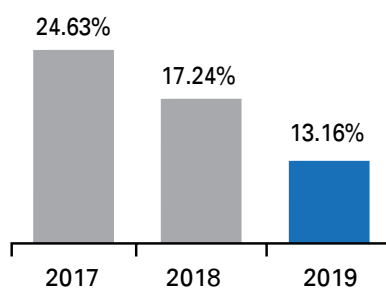
Equity



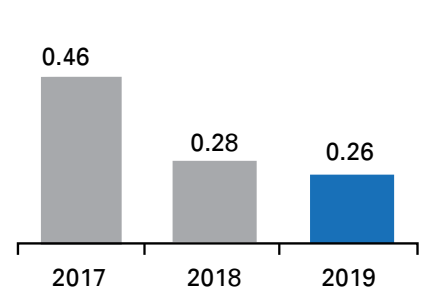
ROA



ROE



Debt to Equity



1. Vision and Mission

Vision

GPI is a leading event organizer and information provider with aim to create impressive experience and entertainment for every life style of automotive users.

Mission

- To produce automotive-focused contents, distribute quality knowledge and automotive innovation that deliver value to society and consumers;
- To develop automotive-related activities to meet customers' satisfaction;
- To create high value and up-to-date product brands in automotive industry;
- To deliver the most satisfactory to customers, partners and society in a professional way;
- To provide new automotive innovations to deliver an excellent customer experience;
- To create a high-value, outstanding and modern organization in automotive industry;
- To develop human resources to create people with knowledge, skills and efficiency, as well as to create working environment in the most efficient way;
- To create an organization base with great value to differentiate us from others;
- To provide financial rewards for our shareholders and stakeholders with high-efficiency risk management

Short-term Goals (3–5 years)

Exhibition and Event Organizing Business

The Company strives for maintaining the leadership in organizing automobile trade exhibitions with the aim of developing event organizations and making activities interesting and attractive together with quality and complete service provision and ability to expand automobile event organization in domestic and international markets.

Online and Print Media Business

The Company aims at producing quality online media by focusing on the lifestyle of automobile lovers as well as developing traditional print media by adding value and making it worth collecting to develop or offer new products and services under the relevant brands.

Printing Business

The Company emphasizes the production of quality goods by using novel raw materials and techniques, seeking innovations to enhance production efficiency, creating different types of products, supporting sales, and responding to the needs and behaviors of customers having different requirements of print matters.

2. Significant Changes of the Company

2016

- The Company's website named www.grandprix.co.th was launched with the aim to be a major automotive content provider.

2017

- The Company sold up 100 million shares in its initial public offering (IPO) at 3.5 Baht per share.

2018

- The Company purchased RMGT 1050ST-5 + LED UV printer to replace the old printer to enhance printing business efficiency.
- Grand Prix International (Myanmar) Limited was established in Myanmar to support the organization of the 1st Yangon International Motor Show in Myanmar.
- Grand Prix International Public Co., Ltd. and YDM (Thailand) Co., Ltd. corporate in the digital development and media big data management project and GPI's auto-related activities.

2019

January

- The Company organized the 1st Yangon International Motor Show in Myanmar in 2019 from 23-27 January 2019 which was attended by 20,000 visitors and 121 vehicles exhibited in the fair could be sold. Six automobile companies participated in this event.

March

- The Company organized eRacing Sport by hosting the first virtual racing game Gran Turismo Sport (GT Sport) through online platform in 2019; however, this game had been held four times in Bangkok International Motor Show 2019 from March – April 2019. The second event was held in Khon Kaen Province in July 2019, the third event was held in Chiang Mai Province in October 2019, and the fourth event was held in Bangkok in December 2019. This competition was certified by the Royal Automobile Association of Thailand under Royal Patronage.

November

- The Company acquired the stocks of King of Auto Products Company Limited, which operated used car and new car exhibition under the event "Fast Auto Show". In this regard, 15 percent of the registered shares were acquired for the purpose of partnering with the small automobile trade organizer and expanding business opportunity in the future.
- A new company was established with the collaboration between Grand Prix International Public Company Limited and YDM (Thailand) Company Limited to expand digital media business and increase data storage channels through "Car Buddy by GPI" which is the application for searching auto shops or service centers according to the types of maintenance and car brands.

3. Policies and Overview

Overview

“Grand Prix Limited Partnership” was established in October 1970 by Mr. Prachin Eamlumnow to publish and distribute automotive magazines. Grand Prix Limited Partnership evolved and grew through the years. To further its business expansion, Mr. Prachin Eamlumnow established Grand Prix International Company Limited on April 30, 1982, with a registered capital of 2.00 million Baht. The company expanded its print media business by publishing more automotive and lifestyle magazines, such as Motorcycle, Off Road, XO Autosport, Garage Life and YuadYan Newspaper. It had continuously made a success and continued to expand its business to automotive exhibition and event organizing business. The well-known exhibitions are the Bangkok International Motor Show and the Bangkok Used Car Show, as well as auto-related marketing activities, such as motor sport racing and off-road racing.

Currently, Grand Prix International Public Company Limited (GPI) has three core businesses as follows;

Exhibition and Event Organizing Business

Exhibition Organizing

GPI is currently an organizer of automotive-related exhibitions as follows;

- The Bangkok International Motor Show, a public exhibition of current automobile models, concept cars, motorcycles, car audio technology, car accessories, and auto-related equipment. It is one of the prestigious auto shows in the world. The first motor show in Thailand was held in 1979. When certified by Organisation Internationale des Constructeurs d'Automobiles (OICA), which is an association that certifies the organization of automotive exhibitions in only 1 exhibition per country. Therefore, it is an upgrade of the Bangkok International Motor Show, which is comparable with world-class motor events. Currently, Bangkok International Motor Show has approximately 170,000 square meters of event
- The Bangkok Used Car Show, a famous exhibition which displays fashionable and exclusive used cars from automotive dealers. The first show was held in 2009. Currently, the Bangkok Used Car Show has approximately 20,000 square meters of event

Both the Bangkok International Motor Show and the Bangkok Used Cars Show occur around the same time, from March to April at Impact Arena Exhibition and Convention Center.

- The Company organized the 1st Yangon International Motor Show in Myanmar in 2019 from 23-27 January 2019 which was attended by 20,000 visitors and 121 vehicles exhibited in the fair could be sold. Six automobile companies participated in this event, which is very successful and will be held for a second year in 2020.

Event Organizing

GPI organizes events both of GPI and upon customers' requirement. The company's activities include motor sport racing, quarter-mile car racing, off-road racing, and motorcycle racing. The company also organizes events upon customers' requirement. We control the entire project surrounding the event, from concept development, planning, venue arranging, taking care of coordination of all trades, publicizing, consumer supplies providing, as well as coordinating clean up area service. Those activities organized by the company include Thailand's leading automotive testing, caravan rally and safe driving exercise, etc. The performance testing of leading automotive in Thailand is considered as one of the important marketing activities of the company. The company has activities for leading automobiles in almost every brand, for example Mercedes-Benz, BMW, Chevrolet, Honda, and Toyota. In 2019, the Company organized eRacing Sport by hosting the first virtual racing game Gran Turismo Sport (GT Sport) through online platform in 2019; however, this game had been held four times in Bangkok International Motor Show 2019 from March – April 2019. The second event was held in Khon Kaen Province in July 2019, the 3rd event was held in Chiang Mai Province in October 2019, and the fourth event was held in Bangkok in December 2019. This competition was certified by the Royal Automobile Association of Thailand under Royal Patronage, which has a satisfactory response.



Online and Print Media Business

Print Media

GPI is a publisher and distributor of auto-related print media, such as Grand Prix, Motorcycle, XO Autosport magazines and YuadYan Newspaper, as well as the life style magazine, Garage Life.

Online Media

The company is also online media producer of auto-related digital media such as digital magazines, and websites which are www.grandprix.co.th, www.xo-autosport.com, www.motorcymagazine.com, etc. The company also produces contents on social media like Facebook: Grand Prix Online, XO Autosport, Motorcycle Magazine, Off Road Magazine, and Garage Life Thailand. The total number of followers is more than 1,300,000 persons. Moreover, the company broadens its service in other types of media such as video clip on YouTube. The collaboration between Grand Prix International Public Company Limited and YDM (Thailand) Company Limited to expand digital media business and increase data storage channels through “Car Buddy by GPI” which is the application for searching auto shops or service centers according to the types of maintenance and car brands.

Printing Business

The company is a printing service provider for printings such as books, magazines, journals, catalogs, brochures, leaflets, calendars, etc. The company expands new customer bases in various businesses for example Food Product and Consumer Products Business, which is a target group who need for printing service. The company has purchased and installed new machine printing to support the expansion of new customer such as packaging printing, which has great growth potential. The new machine printing able to print fast at an average of 14,000 pages per hour, from an average of 8,000 pages per hour. And has high definition, including bright colors to increase the competitiveness of the printing business



4. Nature of Business Operation



Products and Services

The company operates in 3 business segments:

1. Exhibition and Event Organizing Business

The important exhibitions organized by the company are the Bangkok International Motor Show and the Bangkok Used Car Show. The Company organized the first Yangon International Motor show in Myanmar in 2019. And the events include (1) the company's activities such as motorsport racing, quarter-mile racing, off-road car racing, and motorcycle racing (2) activities upon customers' requirement, such as Automotive testing, Caravan rally, and Safe driving exercise. And eRacing Sport in which the Company arranged virtual racing games Gran Turismo Sport (GT Sport) through online platform in 2019.

2. Online and Print Media Business

GPI is a publisher and distributor of auto-related print media, such as Grand Prix, Motorcycle, XO Autosport magazine, and YuadYan newspaper, as well as the lifestyle magazine, Garage Life. Currently, the Company is developing digital media by collaborating with YDM (Thailand) Company Limited in development of "Car Buddy by GPI" application to expand online business to meet consumer needs in the changing media market.

3. Printing Business

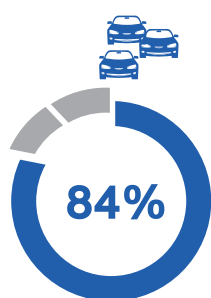
The company provides integrated printing services to enterprise customers in all industries such as fashion, textile, food, real estate, tourism, automobile industries, government, direct sale, etc. Also, new business lines are of the Company's focus, including food and consumer products.

5. Revenue Structure

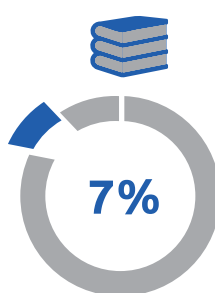
Revenue Structure

	Annual Financial Statement					
	2017		2018		2019	
	Million Baht	%	Million Baht	%	Million Baht	%
1. Total Revenue from Exhibition & Marketing Event Business	683.24	82.91	628.56	84.48	617.53	84.15
2. Total Revenue from Online & Publishing Business	57.08	6.93	50.83	6.83	49.92	6.80
3. Total Revenue from Printing Business	74.60	9.05	51.96	6.98	51.88	7.07
Total Sales & Service Revenue	814.92	98.89	731.65	98.29	711.30	98.02
Other Revenue	9.14	1.11	12.72	1.71	14.56	1.98
Total Revenue	824.06	100.00	744.37	100.00	733.89	100.00

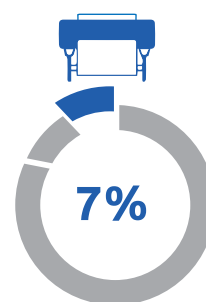
Revenue Contribution of 31 December 2019



Exhibition & Marketing Event



Online & Printing



Printing

6. Marketing and Competition

Exhibition and Event Organizing Business

1. Competitive Strategy

1.1 Being a Leader in Automotive Exhibition Organizing Trusted by Automotive Participants

The company has been organizing motor shows for 39 years. Being the longest automotive exhibition organizer in Thailand has earned trust from car manufacturers throughout the world to be the major motor show organizer in Thailand. According to this, car manufacturer headquarters approves more budgets for this motor exhibition, compared to any others held in Thailand, with their latest technology presentation following their concepts each year. In addition, the world leading car manufacturers give high importance to this motor show equivalent to the world-class automotive shows.

1.2 Delivering Variety of Ways to Promote the Exhibition and Exhibitors' Products

Not only our experience and expertise in media network coordination, but also being an automotive magazine publisher and distributor, have built advantages which enable us to further expand the promotion.

1.3 Providing Activities and Displays to Attract Visitors

The company's focus on provision of activities and displays to attract visitors has delivered further improvements in overall performance. Activities in the Bangkok International Motor Show are, for instance, display booth competition, Car & Bike of the year competition, the best show competition, Miss Motor Show Contest and auto clubs displays. Additionally, there are also commercial booths for car and motorcycle accessories and maintenance, as well as life style products such as clothes, shoes, helmet and glasses, to meet visitors' satisfaction and to support the company in generating more income from selling booths.

1.4 Delivering a Quality Full Service

We aim to deliver the quality One-Stop-service in the event in order to facilitate our customers. We offer booth contractors for booth setting, consumer services and supplies, electricity supplies, internet, clean-up service, live broadcasting, meeting room arrangement and other activities arrangement, etc.

1.5 Expanding Automotive Exhibition Organizing Business to Other Countries

We aim to expand the business across ASEAN. Our recognized top ranking in organizing motor show and good relationship with domestic and international car manufacturers and media, have developed the company a potential ability to expand the business abroad.

In order to conduct this strategy, on October 31, 2017 GPI signed a Memorandum of Understanding for 3 years to jointly hold "Myanmar International Motor Show" in Myanmar which will start from year 2019 to 2021. The 1st Yangon international motor show was held from 23-27 January, 2019 and for the 2nd on 21-23 February, 2020

1.6 Expanding Exhibition Organizing Business into Other Industries

From the successful organization of automobile trade exhibitions, the Company aims at expanding the scope of trade fairs to other industries. In the previous year, the Company organized eRacing Sport which is the first visual racing game Gran Turismo Sport (GT Sport) through online platform in 2019.

1.7 Expansion of Digital Platform

Upon the change in digital technology usage and new business model which is called digital disruption, the Company has developed online platform which is called Motor Show Online to add more channels for exhibition and distribution of automobile-related products. The platform plan to open for service at 2020. Motor Show Online helps the Company have a channel to respond for customer needs through digital platform usage.

2. Distribution and Distribution Channels

The company has the sales and customer service team to offer enterprise customers a car dealers' exhibition plan every year to get their response to participate in the exhibition. Our past operating performance in automotive industry has become well known. We have received a great acceptance through years. The company has the opportunity to expand event areas or other activity areas as demanded in the future.

3. Target Customers

We identify our target customers into 3 groups;

3.1 Exhibitors

Exhibitors are world-leading automotive manufacturers of all types of vehicles including sedan, sport, SUV, pick-up truck, wagon and truck. Those manufacturers require display areas to advertise new products, promote their brands. The exhibition is also attended by auto-related product distributors, such as motorcycle, car accessories and motor sport equipment, dealers, financial institutions, insurance companies, governmental organizations and foundations, such as Don't Drive Drunk Foundation.

3.2 Exhibition Visitors

Exhibition visitors include those who are likely to purchase products and those who want to discover technology advances. The company offers the entry tickets to all visitors. However, we also provide the entry tickets for enterprise customers to distribute to their sponsors.

The Bangkok International Motor Show has gained popularity from car enthusiasts who come to buy cars since it offers better deals to attract car buyers as well as it allows all car enthusiasts to compare car performance at the show so it attracts car buyers to attend the event every year. Moreover, visitors also attend the event to discover new car innovations and technology advances and enjoy activities.

3.3 Media

The Bangkok International Motor Show is a well-known car exhibition among both Thai and international media because of its reputation of interesting organizing. Exhibitors tend to increase investment in displays for the exhibition each year. Media is one who helps promoting the exhibition in a broader range.

4. Industry Rivalry and Competition

The key competitor of the Bangkok International Motor Show is the Thailand International Motor Expo, which occurs once a year around November to December at IMPACT Arena, Exhibition and Convention Center (IMPACT Muang Thong Thani) and the Big Motor Sale, which is held in around July to August every year at Bangkok International Trade and Exhibition Center (BITEC Bangna). However, the competition intensity is determined to be in the medium level due to our status as the first automotive exhibition organizer and the show is the first major automotive event in Thailand, top ranking recognized by the world-leading car manufacturers.

For the key competitors of the Bangkok Used Car Show, they are the Fast Auto Show Thailand, which is held in around June to July yearly at BITEC Bangna, and the Top Auto Sales, which occurs in around October every year at IMPACT Muang Thong Thani. The competition intensity is determined to be high according to numerous major firms in the used car industry and potential for those to jointly hold an imported and used cars exhibition, in order to compete with the Bangkok Used Car Show.

In 2019, the Company co-invests with King of Auto Products Company Limited, which operated used car and new car exhibition under the event "Fast Auto Show" for the purpose of partnering with the small automobile trade organizer and expanding business opportunity in the future.

Event Organizing Business

1. Competitive Strategy

1.1 The Company's Event

Improving event organizing to attract participants

We are focusing on exploring new ways of improving our efficiency to gain attention from participants, in performance and technical ways while developing our human resources to create people with skills and creativity.

Earning reputation and acceptance in event organizing

We have been widely acknowledged as a leading organizer of events for over 30 years, by both private, such as car manufacturers and governmental sector.

Delivering variety of ways to promote the event

Not only our experience, expertise and strong relationship with media network, but also being an automotive print media publisher and distributor, have built advantages which enable us to further expand the event promotion.

Moreover, another channel is online media, such as www.bangkok-motorshow.com, www.bangkokprettyslow.com and www.grandprix.co.th, or live event broadcasting via social media such as Souped up Thailand Record, etc., which also

enables us to further expand the event promotion.

Delivering a quality full service

The company controls the entire project surrounding the event (for example, design, venue, promotion, light and sound technology), to ensure the quality and cost control.

1.2 Event Upon Customers' Requirement

Improving the event to attract participants

We are focusing on exploring new ways of improving event organizing to attract participants, in performance and technical ways while developing our human resources to create people with skills and creativity.

Earning reputation and acceptance in event organizing

We have been widely acknowledged as a leading organizer of events for over 30 years, by both private, such as car manufacturers and governmental sector.

Delivering variety of ways to promote the event

Not only our experience and expertise in media network coordination, but also being an automotive print media publisher and distributor, have built advantages which enable us to further expand the event promotion.

Supporting customer in planning for an event

In order to achieve customers' success in promoting the event, we provide full support in planning and promoting activities, such as design, venue, event duration, marketing and target customer.

Delivering a quality full services

We aim to deliver the quality One-Stop-service in a full range of services, such as planning, venue providing, coordinating, promoting, consumer service providing, clean-up service in order to facilitate our customers in terms of time consuming, quality control and cost control.

1.3 Expanding Event Organizing Business in Other Industries

The company has strategies to expand marketing promotion activities in various industries with our experience, expertise and strong relationship with media network, and also being an automotive print and digital media producer, has built advantage which enables us to further expand marketing promotion for customers.

2. Distribution and Distribution Channels

2.1 The Company's Event

We have a sales and customer service team to offer marketing promotion plan to car dealers.

2.2 Event Upon Customers' Requirement

Our customers are served by the sales and customer service team to ask for their requirement as well as to present them new ways of marketing.

3. Target Customers

3.1 The Company's Event

We identify our target customers into 3 groups;

- Sponsors, for example, tires, brake pads, engine oil, energy drinks, car accessories manufacturers and financial institutions.
- Candidates
- Visitors, for example, car enthusiasts in working age

3.2 Event Upon Customers' Requirement

The World-leading automotive manufacturers and dealers of all types of vehicle, such as sedan, sport, SUV, pick-up truck, wagon and truck are the target customers who require marketing activities to advertise new products and promote their brands.

4. Industry Rivalry and Competition

The rivalry intensity in event organizing industry is determined to be high due to numerous and equal size competitors. More individual competitors in this industry regarding low barrier of entry force the industry high intensity of price competition.

Our long-time experience and expertise in event organizing, being recognized by customers as well as having diverse channels of promotion, are the company's competitive advantages. Therefore, the company gains lots of trust from leading car companies in event organizing.

Online and Print Media Business

1. Competitive Strategy

1.1 Developing Digital Automotive Media

Online media is growing rapidly. The company aims to develop our strategy to improve customers' experience with online internet and social media, such as the websites, www.grandprix.co.th, www.xo-autosport.com and www.offroadmag-thailand.com, and also Facebook fanpages such as Grand Prix Online, XO Autosport and Off Road magazine which contain content of automotive new innovations, driving test and car accessories. In addition, we have an online TV broadcasting via YouTube channel which provides car care tips.

In 2019, the Company developed digital media business by co-investing with YDM (Thailand) Company Limited to expand online business through "Car Buddy by GPI" to meet the changing customer needs in media consumption.

1.2 Providing Quality Products

The Company aims at producing quality online media by adding value and make print media more interesting and worth collecting by maintain the high quality magazine production. Our strategy is to focus on the target customer's demand, in order to roll out the right and quality content in each magazine, based on their interest and behavior. With the expertise of our human resources, we also provide useful articles as short-term or long-term database to our customers and manufacturers.

We are selective with materials used for our magazines, well selected especially paper which is imported from Japan. Our magazines are printed with high printing technology and calibration consistency under care of our editorial team. To produce good quality magazines which printed work is clear, beautiful color.

1.3 Building Creditability by Delivering Experience and Expertise

The long-term success of the company's business is acknowledged in the automotive industry network which we have built close relationship with. Our deep knowledge in the automotive area is a key competitive advantage we have over competitors. Additionally, the company managed by our capable and creditable executive, who has experienced in printing industry for over 40 years, enables the company's business expansion along with the automotive industry development.

1.4 Diversifying Content to be Accessible to a Broad Range of Readers

Not only being an automotive content producer, but the company also diversifies and expands to life style-related content by buying licenses of popular international magazines, such as Garage Life, enabling target customer to reach the content through magazines, newspaper and new media via the company website or social media network.

1.5 Having Own Printing House

The company owns printing machines which are capable of producing high-quality printings with cost and time effectiveness.

1.6 Creating Brand Awareness

We are creating our brand awareness with marketing strategy to increase brand visibility and popularity. We plan sale promotion with stores and extensive networking manufacturers to improve brand engagement with customers and create new active members, as well as strategy to create activities among membership and readers.

2. Distribution and Distribution Channels

2.1 Advertising

Our advertising distribution channels are divided into 2 forms:

- 1) Direct channel, allowing the target customer to buy advertising from our sales team. This channel is approximately 80% of total advertising distribution.
- 2) Indirect channel, allowing the target customer to buy advertising from agencies who manage and operate with producers. This channel is approximately 20% of total advertising distribution.

2.2 Print Media

Our print media distribution channels are divided into 2 forms:

- 1) Indirect channel, allowing the target customer to buy products from distributors. This channel is approximately

95% of total print media distribution.

- 2) Direct channel, allowing the target customer to buy products via membership and booth in exhibition. This channel is approximately 5% of total print media distribution.

Currently, the Company develops sale channels through social media publicity and changes the delivery of magazines from wholesale to dealers to direct delivery to readers by mail.

3. Target Customers

3.1 Target Customers of Advertising and Print & Digital Contents

The target customers of this group are automotive manufacturers including car and motorcycle dealers, car audio and accessories suppliers, and auto-related product companies, such as car insurance companies, banks and sports equipment distributors. We have agencies to deal with the target customer directly.

3.2 Print and Digital Media Readers

Print and digital media readers are automotive enthusiasts whom we bring an integrated content to, in response to their diverse interests.

4. Industry Rivalry and Competition

The competition intensity in print and digital media industry is determined to be high due to numerous competitors, both previous and new competitors and undifferentiated products.

However, our long-time experience and expertise in print media, especially automotive print media, as well as being an experienced motor show organizer, are the company's competitive advantages. In addition, our print and digital media are more diverse, we are well positioned to deliver content to the target customers.

Printing business

1. Competitive Strategy

1.1 Producing Top-Quality Products

We aim to produce good quality magazines with good selection of materials, especially printing paper. Printings are printed with high technology and calibration consistency, for vibrant full-color products.

1.2 Building Creditability by Delivering Experience and Expertise

The long-term success of the company's business is acknowledged in the automotive industry network which we have built close relationship with.

1.3 Having Own Printing House

The company owns printing machines which are capable of producing high-quality printings with cost and time effectiveness.

1.4 Buying New Printing Machines to Expand Printing Business

The company is aiming to improve printing services by buying new high technology printing machines with capability of producing diverse printings such as packages, wrapping paper, billboard, as well as art paper, LMC paper, stencil paper, water pad, PE/PET plastic and foil paper, to serve future orders in diverse industries.

2. Distribution and Distribution Channels

Our sales team is specialized in printing associates and the other businesses of the company. They are ready to offer customers best printing services as required.

3. Target Customers

The company is not only a publisher itself but also provide high-quality printings such as brochures, leaflets, catalogs to entrepreneurs and organizations in fashion, food, real estate, tourism, automotive, direct sale, beauty industries, etc. We also attend to deals with the governmental organizations and magazine providers in need of printing their magazines with high quality and reasonable price.

4. Industry Rivalry and Competition

The competitive intensity is determined to be high due to numerous competitors and more competitors in the industry. However, our long-time experience and expertise in printing business makes us creditable.

Industry Market Trend

Automobile Industry Situation

Automobile market in 2019 was declined by approximately 2.5 percent from 2018 as a result of the Bank of Thailand's control of loan approval which has been effective from the middle of the past year.

In 2020, the automobile market would be affected by the strict control of loan approval which has been enforced since 2019, causing the sales remain steady or slightly decrease by 5 percent in 2020, accounting for 960,000-1,015,000 cars sold. However, the overall automobile business tends to recover because of the positive factors such as energy conservation and environmental trends as well as the government support. Currently, 4 automobile companies have been approved of investment promotion from the Board of Investment for Hybrid, HEV car manufacturing, four companies for Plug-in Hybrid, PHEV manufacturing and one for Battery Electric Vehicle, BEV manufacturing, making a total investment value of 54,000 million Baht, which foster development of a variety of car innovative models. It is expected that, in 2020, eco car manufacturing may increase by 3-8 percent, accounting for the sales of 200,000-210,000 cars. Electric Vehicle (xEV) is expected to expand continuously and positively responded, resulting in the expansion of more than 96-118 percent, accounting for the sales of 58,500-65,000 cars.

Remark : Information from Kasikorn Research Center

Advertising Business Situation

Media Agency Association of Thailand (MAAT) reported that the spending of advertising budget in 2019 remained steady in comparison to the previous year or slightly increased no more than 4 percent, accounting for 117,104 million Baht. It was found that the use of internet and online media increased by 16 percent and transit media increased by 10 percent. In 2020, a slight decline by 0.15 percent is expected which account for 89,083 million Baht.

However, there can be positive factors influencing advertising industry in 2020, which is a growth in GDP. Office of the National Economics and Social Development Council (NESDC) estimated an increase from 2.6 percent in 2019 to 2.7-3.7 percent in 2020 due to the implementation of the government's economic stimulation measures and attempt to generate income to the public such as an increase in the minimum wage and government welfare. In addition, there is another factor causing an increase in automobile advertising budget, which is the expansion of automobile industry especially eco cars and electric vehicles (xEV). In 2020, new models will be continuously launched, making the advertising agencies adjust the advertising budgets and patterns to be in line with economic situation and industrial statistics to stimulate public spending and boost sales.

Remark : Information from Media Agency Association of Thailand

Print Media Industry Situation

Due to the influence of digital disruption which plays a key role in print media and packaging industry, the quantity of book printing has been in decline and shifted to online form. Print media industry can adjust itself as the trend of digital printing for packaging has been growing due to an increase in online shopping that causes a higher demand of packaging, especially in food and beverage business, medical supplies and cosmetics and e-commerce which have dramatically expended. According to the Thai Printing Association and Thai Packaging Association, it was found that the value of printing industry was 120,000 million Baht, with the possible growth by 2 percent. The value of packaging industry is 180,000 million Baht with a possible growth by 20 percent. It is expected that the value of global printing industry will be 8.87 trillion Baht in 2020. In addition, Asian market will have the demand in packaging at 40 percent of the global demand in 2022, which could be an important step in developing manufacturing capacity to support the industrial growth.

Remark : Information from Thai Printing Association and Thai Packaging Association

7. Risk Factors

Risk factors in this article are subject to all factors the company identifies principal risks that might negatively impact on the company's financial position, performance and share value as well as return value to shareholders. In addition to the risks indicated herein, there may be some other risks unknown to the Company at the present or the risks which the Company considers as having no significant impact on the Company's business.

1. Exhibition and Event Organizing Business

1.1 Rivalry and Competitive Risk

GPI is a leading exhibition and event organizer, especially in automotive area. However, there have been new organizers entering the market in recent years to operate organizing similar events, or other forms of events, such as events in the mall, or in major cities such as Songkhla, Khon-Kaen and Nakhon-Ratchasima. Moreover, the increase of new competitors in event organizing business can increase the level of rivalry between competitors and might negatively impact on the company's performance and financial position.

In any case, the Bangkok International Motor Show organized by the company is considered to be the biggest and the most attractive automotive exhibition in Thailand. Our motor show is also accredited by Organisation Internationale des Constructeurs d'Automobiles (OICA), an international association that provides international accreditation to motor shows across the globe and accredits only one motor show in each country. The company has competitive advantages compared to other competitors. Our exhibition is a big exhibition in Asia, covering 170,000 square meter and attended by more than 1,000,000 visitors. Regarded as a high important exhibition, the world-leading automakers attend to our exhibition. Moreover, the company is specialized in exhibition and event organizing, especially in automotive industry. We have experience in motor show events for 40 years and great relationship with media, as well as we are an automotive content producer and distributor. These advantages help us promote the company's exhibitions and events.

1.2 Risk from Economic Slowdown, Natural Disasters, Government Policy Changes and Political Uncertainty

The slowdown in economy, caused by global and domestic political, government policy changes, especially auto-related policies (for example, Eastern Economic Corridor: EEC, ECO Car Project Phase 2, and Promotion of Electric Vehicle), political uncertainty (for example, political demonstrations), has affected decision making of entrepreneurs whether to participate exhibitions or to hire the company to help them organize an event. Number of participants indicates the success of an event. Risk factors, such as severe flood, political demonstration, leading to event cancellation or dropping number of participants, increase the risk of loss of substantial revenue and business opportunity.

However, we do not see these factors impacting significantly on the Bangkok International Motor Show. Car manufacturers and entrepreneurs remain participation and attending the event increases every year. Moreover, the company's additional strategy relates to increasing new customer base and scheduling events all through a year. The Company has the policy to increase the customer base and acquire the shares of a small automobile trade organizing company and organize related events through the year to promote the business as the leading trade fair organizer and obtain more income.

1.3 Risk from Change in Location of Motor Show Events

The suitable place to hold the exhibition is one of the factors that brings company's success. The Bangkok International Motor Show has been held at the IMPACT Arena Exhibition and Convention for years due to its huge crowd carrying capacity, and it is the biggest exhibition hall in Thailand. However, the location for holding a big exhibition, especially in Bangkok, still has some limitations. The Company cannot use the place as the exhibition venue as well as an increase in the space rental fee may affect the Company's trade fair organization.

However, The IMPACT Arena has hosted the Bangkok International Motor Show, which has provided them large income since 2009. We have good relationship with their team. Bangkok International Motor Show and Bangkok Used Car Show organized by the Company are considered as internationally accepted events and make Thailand well-known in terms of automobile advancement and world-class innovations where the world-leading car brands are exhibited. Also, it makes IMPACT Muang Thong

Thani well-known to the public. Consequently, we are confident that we can continue to hold the motor show events at this venue.

1.4 Risk from Revenue Volatility in Exhibition Organizing Business During a Financial Year

The company's major revenue is the revenue from organizing the Bangkok International Motor Show, which is held annually in the period of March to April so we earn more revenue in this period. We seem to be facing unpredictability in quarterly revenue. The revenue and cost recognition of the Bangkok International Motor Show in quarter 1 and 2 is subject to the number of the days of exhibition each quarter, each year.

Number of Days of Exhibitions of 2018 – 2019 as Follows;

	The 39 th Bangkok International Motor Show Year 2018	The 40 th Bangkok International Motor Show Year 2019
Date of Exhibition	March 26 – April 8, 2018	March 25 – April 7, 2019
Number of Days: Q1	6 days	7 days
Number of Days: Q2	8 days	7 days

However, we plan to increasingly organize exhibitions in other time of year to increase revenue from exhibition organizing business. The Company has acquired the shares of used car and new trade fair organizing company, created partnership with small automobile trade fair organizer, and expanded the future business. In addition, the Company obtains income from print media and online media which can access to more consumers and targets. Moreover, printing business helps reduce the fluctuation of the Company's revenue in each quarter and become extra income of the Company.

1.5 Risk from Media Technological Change

Over recent years, media technology has been developed for exhibition presentation and marketing promotion, for example, multi-media technology, light and sound technology and special technics, to attract visitors. If the Company fails to develop or does not have technological readiness to accommodate the rapidly changing world, its reliability, operating results, financial positions, and business opportunities may be adversely affected.

We realize the importance of media technology so we always deliver our executives, employees and contractors to international exhibitions such as Frankfurt Motor Show, Paris Motor Show and Tokyo Motor Show. The Company should adjust itself to the changing technology and implement it in improving and developing trade exhibition models to attract more visitors.

2. Print & Online Media Business and Printing Business

2.1 Risk from Volatility of Advertising Market

The major revenue of the print media business is from advertising sales, generally subject to economic situation. During the economic slowdown, private sector is concordantly in decline. Public consumption tends to decrease, causing entrepreneurs to adjust their advertising expenses more carefully, which would affect the company's performance and financial position.

However, in order to mitigate the risk, we delivered our strategy emphasizing enhancing competitiveness capacity as we added more content in the magazines or website banners to serve requirement of customers (such as automakers, car maintenance and car accessories entrepreneurs) in marketing and publication. In addition, we delivered a full-service of digital marketing from content producing, promoting to event marketing. Our company has experience in event management, which is a competitive advantage so we can provide both advertising services and event organizing services to customers at the same time, to increase the value of products and services for customers to receive value for money

2.2 Risk of Competition in the Print Media Business

Nowadays, rivalry and competition in the printing business and new media business is determined to be high. However, the number of printing entrepreneurs has been decreasing due to the changes in consumer behavior, turning to online and social media. The entrepreneurs have to change the ways to present their advertisements, leading to the high competition in online media production. Moreover, the fast growing of modern technology and various communication channels allow businesses to create online media easily. This factor might increase new competitors.

However, having worked in print media industry for over 40 years we deliver to the target customers' content that they really want. Consequently, our automotive magazine is very popular in Thailand. Furthermore, the Company is closely following the change of printing technology and regularly develops the printing house for modern printing work with the quality that satisfies customers. In the previous year, new machines were purchased and installed for printing work to accommodate new lines of customers. In addition to magazine printing, we can accept packaging printing jobs which seem to be steadily growing, which positively influences our competitiveness in printing business. Also, we have developed our online media by type of content which is presented through many channels such as Facebook and YouTube. The presented content is in concordance with the magazine content to meet the changing consumer behavior and generate more income for the Company.



2.3 Risk from Variable Paper Cost

Major cost in printing business is cost of art paper and bond paper. The company uses imported paper from distributors in Thailand. However, paper is a commodity product, of which price is varied by demand and supply, which is the major factor to determine global paper reference price. Variable paper cost might impact on the company's performance and financial position.

We have the extensive experience in printing business so our executive understands well the variability of global paper cost. To hedge the risk, we balance demand and supply by ordering paper in the appropriate quantity and we trade 1-year futures contracts. In addition, we effectively manage point of sale to control inventory. Moreover, we order more quantity of paper when the price is moving higher to mitigate risk from future price increase. In consequence, we have never been significantly impacted by price increase.



8. List of Shareholders

Name list of 10 major shareholders when closing the book of shareholder's registration as of 3 January 2020 is as follows:

No.	Name of Shareholders	Number of Shares	Proportion of Shareholding
1	Mr. Prachin Eamlumnow	185,264,559	30.88%
2	Mr. Peeraphong Eamlumnow	77,062,350	12.84%
3	Mr. Anothai Eamlumnow	75,560,050	12.59%
4	Mr. Apisit Phanthapruerk	21,329,300	3.56%
5	Mr. Sutjapot Chaiwongkaew	18,069,600	3.01%
6	Mr. Kornphong Akraputthisakun	14,788,400	2.47%
7	Mrs. Ruchiroj Eamlumnow	12,542,100	2.09%
8	Mr. Jaturont Komolmis	11,025,200	1.84%
9	Mr. Virul Parivudhiphongs	10,930,000	1.82%
10	Mr. Nutthachai Tangjarupongsakul	9,556,116	1.59%

Source : The Thailand Securities Depository Co., Ltd.

9. Dividend Policy

Company's Dividend Policy

Company's dividend policy is to pay no less than 50% of net profit from the company's separate financial statement, after corporate income tax and legal reserves. However, a dividend determined by the board of directors is based upon the company's future investment plans, liquidity, operation plans as well as binding contracts the company is involving.

The final dividend is approved by Company's shareholders at the annual general meeting, unless it is an interim dividend, it can be approved by the board of directors and dividend payment information will be reported to shareholders at the next annual general meeting.

Dividend Payment Information

	2018	2019
Annual dividend rate per share (Baht)	0.24	0.18
Total dividend (million Baht)	144	108
Dividend rate per net profit (%)	108.61	94.86



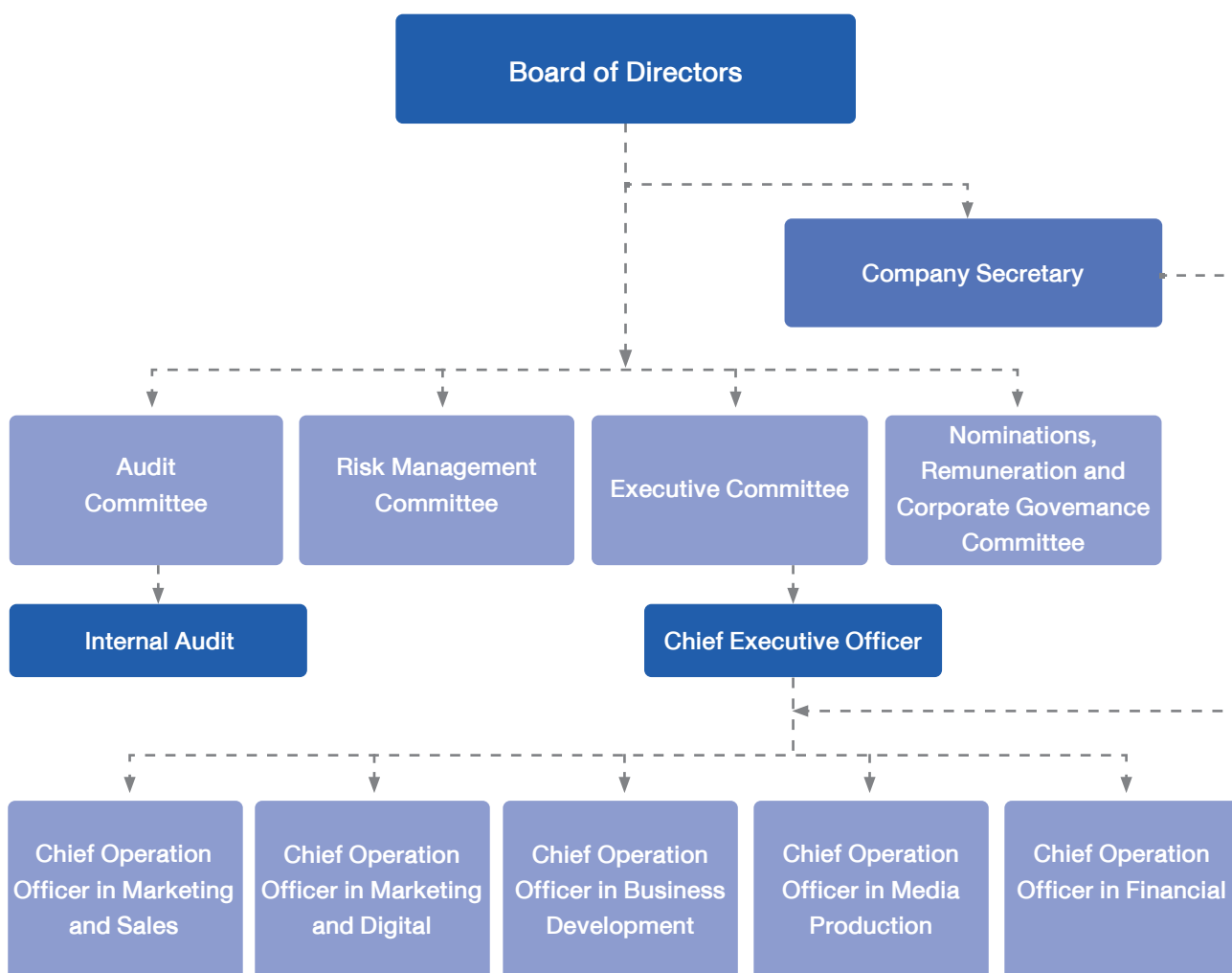
10. Management Structure

Organizational Structure

As of December 31, 2019 the management of the Company included the Board of Directors and 4 committees are as follows;

1. Audit Committee
2. Risk Management Committee
3. Nominations, Remuneration and Corporate Governance Committee
4. Executive Committee

Organizational Chart



Board of Directors

The Board of Directors consists of 9 directors. Details of the Directors as of December 31, 2019 are as follows;

- | | |
|------------------------------|---|
| 1. Mr. Yuth Vorachattarn | Chairman of the Board / Independent Director |
| 2. Mr. Prachin Eamlumnow | Chairman of the Executive Committee / Chief Executive Officer |
| 3. Mr. Jaturont Komolmis | Executive Committee / Risk Management Committee |
| 4. Mrs. Ruchiroj Eamlumnow | Director |
| 5. Mr. Anothai Eamlumnow | Executive Committee / Risk Management Committee |
| 6. Mr. Peeraphong Eamlumnow | Executive Committee / Risk Management Committee and Nominations, Remuneration and Corporate Governance Committee |
| 7. Gen. Dr. Surapan Poomkaew | Independent Director / Chairman of the Audit Committee / Nominations, Remuneration and Corporate Governance Committee |
| 8. Mr. Kanokphand Chulakasem | Independent Director / Chairman of the Nominations, Remuneration and Corporate Governance Committee / Audit Committee |
| 9. Dr. Dhas Udomdhammabhakdi | Independent Director / Chairman of the Risk Management Committee / Audit Committee / Nominations, Remuneration and Corporate Governance Committee |



Mr. Yuth Vorachattarn

Position:	Chairman of the Board Independent Director
Age:	72 years
Date of Appointment:	3 years 8 months (holding positions on April 28, 2016)
Education:	Master of Economics - Thammasart University Bachelor of Economics - Thammasart University
Training Program:	Director Certification Program (DCP) Ethical Leadership Program (ELP) Financial Institutions Governance Program (FGP) Monitoring of the Quality of Financial Reporting (MFR) Chartered Director Class (R-CDC) Role of the Chairman Program (RCP) Corporate Governance for Capital Market Intermediaries (CGI)

Shareholding in the Company (%):

-None-

Relationship between the Board and the Management:

-None-

Work Experience:

Listed Company

2016 - Present	:	Chairman - Saha Thai Terminal Plc.
2015 - Present	:	Chairman of Audit Committee - BSY Group Plc.
2011 - Present	:	Chairman - Taokaenoi food & Marketing Plc.
2005 - Present	:	Chairman of Audit Committee - Saha Thai Steel Pipe Plc.
2004 - 2015	:	Chairman - Siam Commercial Leasing Plc.
2002 - 2019	:	Chairman - Maybank Kim Eng (Thailand) Plc.

Non - Listed Company

2017 - 2019	:	Chairman - SCB Protect Co., Ltd.
2015 - Present	:	Director - B.S.Y. Construction Co., Ltd.

Mr. Prachin Eamlumlow

Position:	Chairman of Executive Committee Chief Executive Officer
Age:	76 years
Date of Appointment:	5 years 4 months (holding positions on August 29, 2014)
Education:	Honorary Doctor of Philosophy - Suan Sunandha Rajabhat University Honorary Doctor of Arts - Rajamangala University of Technology Honorary Doctor of Philosophy - Ramkhamhaeng University Master of Political Science - Ramkhamhaeng University Honorary Bachelor of Arts - Rajamangala University of Technology
Training Program:	Director Accreditation Program (DAP) Executive Development Program (EDP)



Shareholding in the Company (%):

30.88

Relationship between the Board and the Management:

Mrs. Rujiroj Eamlumnow's spouse
Mr. Anothai Eamlumnow's father
Mr. Peeraphong Eamlumnow's father
Mr. Jaturont Komolmis's uncle

Work Experience:

Listed Company

-None-

Non - Listed Company

2015 - Present : Director - Eamlumnow Co., Ltd.
2010 - Present : Director - Grand Prix Golf Club Co., Ltd.
2009 - Present : Chairman - Blue Diamond Golf and Water Sports Club Co., Ltd.
1983 - 2017 : Director - Yachiyoda Alloy Wheel Co., Ltd.



Mrs. Ruchiroj Eamlumnow

Position: Director
Age: 73 years
Date of Appointment: 5 years 4 months (holding positions on August 29, 2014)
Education: Vocational Certificate - Vocational Education Institution
Training Program: Director Accreditation Program (DAP)

Shareholding in the Company (%):

2.09

Relationship between the Board and the Management:

Mr. Prachin Eamlumlow's spouse
Mr. Anothai Eamlumnow's mother
Mr. Peeraphong Eamlumnow's mother
Mr. Jaturont Komolmis's aunt in law

Work Experience:

Listed Company

-None-

Non - Listed Company

-None-

Mr. Jaturont Komolmis

Position:	Executive Committee Member
	Risk Management Committee Member
Age:	60 years
Date of Appointment:	5 years 4 months (holding positions on August 29, 2014)
Education:	Bachelor of Business Administration - Chiang Mai
	University
Training Program:	Director Accreditation Program (DAP)
	Executive Development Program (EDP)



Shareholding in the Company (%):

1.84

Relationship between the Board and the Management:

Mr. Prachin Eamlumlow and Mrs. Rujiroj Eamlumnow's nephew

Mr. Anothai Eamlumnow's cousin

Mr. Peeraphong Eamlumnow's cousin

Work Experience:

Listed Company

-None-

Non - Listed Company

2009 - Present: Director - Blue Diamond Golf and Water Sports Club Co., Ltd.



Mr. Anothai Eamlumnow

Position:	Executive Committee Member Risk Management Committee Member
Age:	48 years
Date of Appointment:	5 years 4 months (holding positions on August 29, 2014)
Education:	Bachelor of Arts - California State University
Training Program:	Director Accreditation Program (DAP) Director Certification Program (DCP) Executive Development Program (EDP)

Shareholding in the Company (%):

12.59

Relationship between the Board and the Management:

Mr. Prachin Eamlumlow and Mrs. Rujiroj Eamlumnow's son

Mr. Peeraphong Eamlumnow's brother

Mr. Jaturont Komolmis's cousin

Work Experience:

Listed Company

-None-

Non - Listed Company

2009 - Present: Director - Blue Diamond Golf and Water Sports Club Co., Ltd.

Mr. Peeraphong Eamlumnow

Position:	Executive Committee Member Risk Management Committee Member Nomination, Remuneration and Corporate Governance Committee Member
Age:	45 years
Date of Appointment:	5 years 4 months (holding positions on August 29, 2014)
Education:	Business Administration - Assumption University
Training Program:	Director Accreditation Program (DAP) Director Certification Program (DCP) Thammasat Leadership Program Executive Development program (EDP) AseanPlus Treasures Outstanding Charisma (ATOC) Updated COSO Enterprise Risk Management: Integrating with Strategy and Performance COSO 2013 Framework for Internal Control System (Advance) 1/18 Risk management (Advance) 1/18 Corporate Governance Audit Corporate Governance for Executives (CGE) 15/201 Executives with sustainability reports and social compensation 2/19



Shareholding in the Company (%):

12.84

Relationship between the Board and the Management:

Mr. Prachin Eamlumlow and Mrs. Rujiraj Eamlumnow's son

Mr. Anothai Eamlumnow's brother

Mr. Jaturont Komolmis's cousin

Work Experience:

Listed Company

-None-

Non - Listed Company

2012 - Present: Director - Dream Garage Design & Construction Co., Ltd.

2009 - Present: Director - Blue Diamond Golf and Water Sports Club Co., Ltd.



Gen. Dr. Surapan Poomkaew

Position:	Independent Director Chairman of Audit Committee Nomination, Remuneration and Corporate Governance Committee Member
Age:	71 years
Date of Appointment:	5 years 4 months (holding positions on August 29, 2014)
Education:	Doctor of Public Administration - Ramkhamhaeng University Master of Public Administration Program - Institute of Development Administration Bachelor of Science Program in Chemistry, Chulachomklao Royal Military Academy
Training Program:	Director Accreditation Program (DAP) Leader Program - Capital Market Academy

Shareholding in the Company (%):

-None-

Relationship between the Board and the Management:

-None-

Work Experience:

Listed Company

2015 - Present : Director - Sino Thai Engineering and Construction Plc.

2014 - Present : Chairman of Audit Committee - TWZ Corporation Plc.

2013 - Present : Director - National Power Supply Plc.

Non - Listed Company

-None-

Mr.Kanokphand Chulakasam

Position:	Independent Director Chairman of Nomination, Remuneration and Corporate Governance Committee Audit Committee Member
Age:	65 years
Date of Appointment:	5 years 4 months (holding positions on August 29, 2014)
Education:	Bachelor of Political Science Program-Thammasat University
Training Program:	Director Certification Program (DCP) Executive Development Program (EDP)



Shareholding in the Company (%):

0.08

Relationship between the Board and the Management:

-None-

Work Experience:

Listed Company

-None-

Non - Listed Company

2006 - 2014: Governor - Sports Authority of Thailand



Dr.Dhas Udomdhammadhaldi

Position:	Independent Director Chairman of Risk Management Committee Audit Committee Member Nomination, Remuneration and Corporate Governance Committee Member
Age:	61 years
Date of Appointment:	5 years 4 months (holding positions on August 29, 2014)
Education:	Doctor of Philosophy Program in Social Science - Magadh University Master of Management Program in International Business - University of Dallas Bachelor of Accounting - Thammasat University Diploma in Accounting - Chulalongkorn University
Training Program:	Strategic Board Master Class (SBM) 7/2019 Advance Audit Committee Program (AACP) 33/2019 Corporate Sustainability Strategy S01-S06/2019 Director Accreditation Program (DAP) Director Certification Program (DCP) (Diploma) Board Nomination and Compensation Program (BNCP) IT Risk and IT Governance Essential Roles of Those Charged with Governance on New Auditor Reports Certified Accountant, Security Enforcer, ASEAN CPA Executive Development Program (EDP) Boards that Make a Difference (BMD) COSO 2013 Framework for Internal Control System (Advance) 1/18 Anti-Corruption Working Paper Risk Management (Basic) Risk Management (Advance) 1/18 Risk Management Program for Corporate Leaders (RCL) 3/2016

Shareholding in the Company (%):

-None-

Relationship between the Board and the Management:

-None-

Work Experience:Listed Company

-None-

Non - Listed Company

- 2019 - Present : Nomination, Remuneration and Corporate Governance Committee
- NR Instant Produce Plc.
- 2018 - Present: Independent Director, Audit Committee - NR Instant Produce Plc.
- 1994 - Present: Director - Thanyanon Co., Ltd.

Shareholding of Director and Management

Changes in Securities Holding of directors and Management at December 31, 2019 are as follows:

Name of Directors	Number of Shares at 01/01/2019	Number of Shares at 31/12/2019	Number of Shares Increase/(Decrease) During the Year
1. Mr. Yuth Vorachattarn	-	-	-
2. Mr. Prachin Eamlumnow	186,264,559	185,264,559	(1,000,000)
3. Mrs. Ruchiroj Eamlumnow	12,542,100	12,542,100	-
4. Mr. Jaturont Komolmis	11,025,200	11,025,200	-
5. Mr. Anothai Eamlumnow	75,760,050	75,560,050	(200,000)
6. Mr. Peeraphong Eamlumnow	76,937,050	77,062,350	125,300
7. Gen. Dr. Surapan Poomkaew	-	-	-
8. Mr. Kanokphand Chulakasem	500,000	500,000	-
9. Dr. Dhas Udomdhammabhakdi	-	-	-
10. Miss. Khwanchanok Aula-aiem	-	-	-
11. Mr. Theerapong Chenprasertgul	-	-	-

The Primary Authorized Directors with Signature Authority on Behalf of the Company

Mr. Prachin Eamlumnow, Mr. Jaturont Komolmis, Mr. Anothai Eamlumnow and Mr. Peeraphong Eamlumnow, two-fourths of these sign with the Company seal affixed.

Duties and Responsibilities of the Board of Directors

The Board of Directors have the scope of power and responsibilities towards the Company management in conformity to the Company's objectives, policies and regulations, resolutions of the shareholders' meeting, and shall comply with the law on securities and exchange, rules and good practices of Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand as well as the law related to the Company's business. The Board of Directors shall perform their duties with responsibilities, prudence and integrity. For the utmost benefit of the Company, the roles, duties and responsibilities of the Board of Directors are determined as follows:

1. Perform their duties in accordance with the laws, objectives and regulations of the Company as well as the resolutions of the shareholders' meeting with honesty, integrity and maintain the benefit of the Company;
2. Consider and approve important matters related to the Company's operation on annual basis such as vision, mission, strategies, financial goals, risks, plans, and budgets as well as controlling and supervising the management to perform in accordance with the determined policies and plans efficiently and effectively;
3. Supervise the administration and operating results of the management or any persons assigned perform such duties to ensure conformity to the policies determined by the Company;
4. Monitor and assess the Company's operating results continuously to ensure conformity of the Company's strategic plan and budgets;
5. Ensure that the management has reliable accounting system, financial reports and audit procedure as well as ensuring that the Company has sufficient and appropriate internal control system;
6. Determine policies and perform audit on risk management and follow up the operating results of the Company's risk management;
7. Consider approving the acquisition or sale of any asset, investment and any action in accordance with relevant notification, regulations and rules;
8. Consider approving the transactions related to the Company in compliance with relevant notification, regulations and rules;
9. Determine the guidelines for transactions which may have the conflict of interest between the Company's stakeholders and shareholders and determine the procedures and disclosure of the information about the transactions which may have the conflict of interest in complete and correct manner and disclose it in the annual registration statement (Form 56-1) and annual report (Form 56-2);
10. Determine corporate good governance pursuant to the law on securities and exchange, rules and good practices of Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand as well as the law related to the Company's business;
11. Determine social responsibility policy as part of the business code of conduct since the Company realizes the importance of "the society" as a significant mechanism to help the Company's business remain and grow sustainably and acceptable for all related parties. The management shall perform in accordance with the policy and report the result of performance according to social responsibility to the Board of Directors, encourage employees at all levels to have awareness of social and environmental responsibility for the public benefit, and create activities to support the society and the environment on regular and continuous basis;

12. Encourage employees at all levels to have awareness of ethics and morals by making manual on the Company's business ethics and code of conduct;
13. Promote and encourage the Board of Directors to attend the training to improve necessary knowledge and skills to perform the directors' duties on regular basis and disclose the information on training and knowledge improvement of the directors in annual report (Form 56-2);
14. The Board of Directors has issued the notification on "anti-corruption policy" in writing to promote and raise awareness of directors, executives and employees at all levels of the risks of corruption;
15. Consider appointing the Chief Executive Office and sub-committees, determine the scope of power and duties and responsibilities of the Chief Executive Officer and sub-committees to take care of the administrative system and internal control system in accordance with the determined policy;
16. Consider appointing the Company Secretary to ensure that the Board of Directors comply with the law, notifications, rules and regulations;
17. The Board of Directors determines that the President and Managing Director shall be different persons. Therefore, the scope of power and responsibilities of the President have been decided in terms of determination of the policy for the Managing Director to perform his/her regular administrative tasks. The President shall supervise the performance of the management, and provide suggestions and assistance without participation and intervention in daily administration which is the duty of the Managing Director under the scope of power given by the Board of Director.

Furthermore, the President shall have leadership skill to ensure that the directors will not be under the influence of the management. The President shall chair the Board of Directors' meeting and shareholders' meeting fairly and effectively, support and encourage the participants to vote and strictly comply with the good corporate governance.

Audit Committee

The Audit Committee consists of 3 members as follows;

- | | |
|-------------------------------|---------------------------------|
| 1. Gen. Dr. Surapan Poomkaew | Chairman of the Audit Committee |
| 2. Mr. Kanokphand Chulakasem | Audit Committee |
| 3. Dr. Dhas Udomdhammabhakdi* | Audit Committee |

Remark: *Dr.Dhas Udomdhammabhakdi is an auditor with an adequate knowledge and extensive experience in audit. He is a certified public accountant with a bachelor's degree in Accounting, from Thammasat University.

Duties and Responsibilities of the Audit Committee

The Company has issued the Audit Committee Charter which determines the key roles, duties and responsibilities assigned by the shareholders' meeting or the Board of Directors' Meeting. The Audit Committee shall perform their duties with responsibility, prudence and integrity for the utmost benefit of the Company as follows:

1. Perform audit to ensure that the Company has correct financial statements (quarterly and annual) and appropriately disclose related information of the Company prior to submission to the Board of Directors;
2. Perform audit to ensure that the Company has appropriate and effective internal control system and internal audit control and consider independency of the internal auditor as well as approving the appointment, transfer or dismissal of the internal auditor or other divisions in charge of the internal audit;
3. Perform audit to ensure that the Company has appropriate and effective risk assessment and risk management system;
4. Perform audit to ensure that the Company complies with the with the law on securities and exchange, rules and good practices of Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand as well as the law related to the Company's business;

5. Consider selecting for appointment and dismissal of the Company's auditor and propose the remuneration of the auditor, coordinate with the auditor regarding the objectives of audit, scope, subject matters, guidelines, plans, and problems found during the audit and issues that the auditor considers essential as well as attending meetings with the auditor without the presence of the management at least once a year;
6. Consider related transactions or transactions which may have the conflict of interest to ensure correctness and completeness and compliance with the law and regulations of the Stock Exchange of Thailand and completely disclose the information about making of the transactions to ensure that such transactions are reasonable and useful for the Company;
7. Make the Audit Committee's report by disclosing it in the annual report (Form 56-2). Such report shall be signed by the President of the Audit Committee;
8. Perform the audit to ensure accuracy of references and self-assessment form related to anti-corruption measures of the Company in accordance with Private Sector Collective Action Coalition Against Corruption (CAC);
9. In performing the duties of Audit Committee, if the Audit Committee find or doubt that there may be the following transactions or actions which could significantly affect the financial status and operating results of the Company, the Audit Committee shall report the Board of Directors to take corrective action within the period specified by the Audit Committee:
 - (a) Transactions which may have the conflict of interest
 - (b) Corruption or abnormal events or significant errors in the internal control system
 - (c) Violation of the law on securities and exchange, rules and good practices of Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand as well as the law related to the Company's business
10. Perform other duties as assigned by the Board of Directors.

Risk Management Committee

The Risk Management Committee consists of 4 members as follows;

- | | |
|------------------------------|---|
| 1. Dr. Dhas Udomdhammabhakdi | Chairman of the Risk Management Committee |
| 2. Mr. Jaturont Komolmis | Risk Management Committee |
| 3. Mr. Anothai Eamlumnow | Risk Management Committee |
| 4. Mr. Peeraphong Eamlumnow | Risk Management Committee |

Duties and Responsibilities of Risk Management Committee

1. Determine and review corporate risk management policy related to the Company's business operation which are in concordance with the objectives, main goals, strategies, and acceptable risks to be the guidelines for all employees and review risk management policy regularly at least once a year;
2. Give suggestions on monitoring and assessment of risk management results to Risk Management Committee for effective implementation in risk management;
3. Supervise analysis of all risks including internal and external factors, opportunities and possible impacts to the overall operation of the Company such as strategic risk, operation risk, financial risk, compliance risk and corruption risk;
4. Consider reporting the results of corporate risk management and give opinions on possible risks and guidelines for determination of mitigation plan and development of corporate risk management to risk management working group to ensure continuous effectiveness;
5. Follow up the result of acceptable risk management from risk management working group to seek possible solutions and prevention of future occurrences at least once a quarter;

6. Supervise the risk management planning and risk management system or procedure to reduce impacts on the Company's business, follow up and assess the result of performance under the risk management framework in the entire organization to ensure that the Company has appropriate risk management system;
7. Promote and develop risk management at all levels including equipment to ensure continuity and effectiveness as well as fostering the organization to have risk management culture;
8. Ensure that each division complies with the determined risk management policy and plan;
9. Report the results of corporate risk management to the Board of Directors, and in case of important matters which may significantly affect the Company, such matters shall be reported to the Board of Directors for acknowledgement and consideration without delay;
10. Arrange Risk Management Committee's Meeting at least once a quarter.

Nominations, Remuneration and Corporate Governance Committee

The Nominations, Remuneration and Corporate Governance Committee consists of 4 members as follows; Committee

- | | | |
|----|---------------------------|--|
| 1. | Mr. Kanokphand Chulakasem | Chairman of the Nominations, Remuneration and Corporate Governance Committee |
| 2. | Gen. Dr. Surapan Poomkaew | Nominations, Remuneration and Corporate Governance Committee |
| 3. | Dr. Dhas Udomdhammabhakdi | Nominations, Remuneration and Corporate Governance Committee |
| 4. | Mr. Peeraphong Eamlumnow | Nominations, Remuneration and Corporate Governance Committee |

Duties and Responsibilities of Nomination, Remuneration and Corporate Governance Committee

Nomination, Remuneration and Corporate Governance Committee shall perform their duties with responsibility, care and integrity for the utmost benefit of the Company as follows:

1. Consider overall and individual components and qualifications of the Board of Directors to ensure suitability for the size, type and complexity of the Company's business in terms of education, knowledge, expertise, skill, experience, and specialization in relation with the Company's business, and independency as determined by the Company;
2. Consider qualifications of the top executives that suit the Company's business management to achieve the determined vision in terms of education, experience, knowledge, and expertise by taking account of important business-related factors such as economic and industrial condition and trends as well as the business competitiveness;
3. Determine procedure and rules on personnel recruitment in accordance with the structure and qualifications prescribed in Clause 1 and Clause 2 on the basis of transparent rules and procedure of recruitment;
4. Ensure that the Company provide orientations and useful documents to newly appointed directors;
5. Review succession plan of top executives of the Company to ensure continuity of business operation in case of management succession;
6. Support the Company to give opportunities to minority shareholders to nominate the candidates for selection of the Board of Directors;
7. Select qualified directors to the members of sub-committees to be proposed to the Board of Directors' Meeting for appointment upon vacancy;
8. Review and propose the criteria for consideration of remuneration which is suitable for the directors' responsibilities by linking the remuneration to the overall operating results of the Company to attract and retain skilled, quality and potential directors. The Board of Directors shall approve the remuneration prior to presenting to the annual general shareholders' meeting for approval of the annual performance assessment and consider the adjustment of appropriate remuneration to top executive of the Company prior to proposing it to the Board of Directors for further approval;

9. Determine the policy, rules and good practices for business operation to ensure conformity to good corporate governance by making the manual on good corporate governance and business code of conduct for executives and employees of all levels to rely on as the performance guidelines. Directors, executives and employees at all levels shall be obliged not to ignore compliance with the rules indicated in the good corporate governance manual;
10. Follow up, review and revise the Company's corporate governance to ensure conformity to good corporate governance of Office of the Securities and Exchange Commission and the Stock Exchange of Thailand as well as other applicable laws;
11. Support communication of good corporate governance to ensure understanding of directors, executives and employees at all levels to extent of becoming the corporate culture.

Executive Committee

The Executive Committee consists of 4 members as follows;

- | | |
|-----------------------------|-------------------------------------|
| 1. Mr. Prachin Eamlumnow | Chairman of the Executive Committee |
| 2. Mr. Jaturont Komolmis | Executive Committee |
| 3. Mr. Anothai Eamlumnow | Executive Committee |
| 4. Mr. Peeraphong Eamlumnow | Executive Committee |

Duties and Responsibilities of Executive Committee

The Company has issued the Executive Committee Charter which determines the key roles, duties and responsibilities assigned by the Board of Directors in the Company's management. The Executive Committee shall perform their duties with responsibility, prudence and integrity for the utmost benefit of the Company as follows:

1. Manage the Company's business in conformity to the objectives, goals, policies, strategies, business plans, and budgets approved by the Board of Directors;
2. Consider proposals of the management in determining the annual objectives, goals, policies, strategies, business plans, and budgets, financial and investment plan, human resources management plan, and information technology plan by assessing the Company's achievements in accordance with Key Performance Indicator (KPI) to be proposed to the Board of Directors for further consideration;
3. Follow up and report the monthly, quarterly and annual operating results in comparison to the determined goals and budget and give opinions to the Board of Directors for acknowledgement and consideration on regular basis;
4. Create the corporate culture which adheres to business code of conduct and be a good role model;
5. Determine and review organizational structure and corporate management power;
6. Consider paying interim and annual dividend based on the Company annual performance and give opinions to the Board of Directors for further consideration of the shareholders' meeting;
7. Have the power to authorize one or many executives or other persons to perform any task within the specified period under the supervision of the Executive Committee which also includes cancellation or revocation, change or replacement of the authorized persons or power as deemed appropriate;
8. Have the power to approve financial matters in accordance with work-related regulations and the power to approve as approved by the Board of Directors' Meeting;
9. Have the power to appoint committees or working groups to carefully screen the information about specific issues by determining the power, duties and responsibilities, as well as supervising performance of the working groups for achievement of the determined objectives and goals;
10. Perform other tasks as assigned by the Board of Directors from time to time.

Independent Committee

The independent committee is required to be part of the governance structure of the Company. The independent committee, whose role is to oversee all decisions involving an actual or perceived conflict of interest between listed companies and the executive directors or the majority shareholders, or other companies that has the same executive directors or majority shareholders. The independent committee must be independent from the majority shareholders to ensure that the Company is organized and operated in interests of every shareholder equally, not in the interest of the insiders. Moreover, the Company abides by the rules of the Securities and Exchange Commission on the composition of the independent committee that there must be at least one third of independent directors out of total directors, and at least 3 persons, which are;

- | | |
|------------------------------|----------------------|
| 1. Mr. Yuth Vorachattarn | Independent Director |
| 2. Gen. Dr. Surapan Poomkaew | Independent Director |
| 3. Mr. Kanokphand Chulakasem | Independent Director |
| 4. Dr. Dhas Udomdhammabhakdi | Independent Director |

Company Secretary

The Board of Directors has appointed Mr.Theerapong Chenprasertgul to be the Company Secretary. Duties and responsibilities of the Company Secretary as determined as follows:

1. Take care and give advice to committees and executives about the rules and laws they are supposed to know and ensure compliance on regular basis;
2. Take care of activities of the Board of Directors, be responsible for arrangement of the Board of Director's Meeting and shareholders' meeting in compliance with the law and the Company's regulations;
3. Take minutes of the Board of Directors' Meeting and shareholders' meeting and coordinate compliance with the meeting resolutions;
4. Ensure disclosure of the information and report of information in their part in accordance with the rules and regulation of the Stock Exchange of Thailand and SEC;
5. Prepare and keep the following documents:
 - 5.1 Registration of Directors
 - 5.2 Board of Directors' Meeting documents and minutes of the Board of Directors' Meeting
 - 5.3 Shareholders' Meeting invitation and minutes of meeting
 - 5.4 Company's annual report (Form 56-2) and annual registration statements (Form 56-1)
6. Retain reports on directors' and executives' interests;
7. Perform other tasks as determined by Capital Market Supervision Committee.

Directors' Attendance to the Board Meetings 2019

Record of the Directors' Attendance to the meetings in 2019:

List of Directors	Board Meeting (total 5 times)	%	Audit Committee Meeting (total 7 times)	%	Risk Management Committee Meeting (total 4 times)	%	Nominations, Remuneration and Corporate Governance Committee (total 2 times)	%	Executive Committee Meeting (total 7 times)	%
Mr. Yuth Vorachattarn	4/5	80	-	-	-	-	-	-	-	-
Mr. Prachin Eamlumnow	5/5	100	-	-	-	-	-	-	7/7	100
Mrs. Ruchiroj Eamlumnow	5/5	100	-	-	-	-	-	-	-	-
Mr. Jaturont Komolmis	5/5	100	-	-	3/4	75	-	-	7/7	100
Mr. Anothai Eamlumnow	4/5	80	-	-	4/4	50	-	-	6/7	86
Mr. Peeraphong Eamlumnow	5/5	100	-	-	4/4	100	2/2	100	7/7	100
Gen. Dr. Surapan Poomkaew	5/5	100	7/7	100	-	-	2/2	100	-	-
Mr. Kanokphand Chulakasem	5/5	100	7/7	100	-	-	2/2	100	-	-
Dr. Dhas Udomdhammahakdi	5/5	100	7/7	100	4/4	100	2/2	100	-	-

The Executives

As of December 31, 2019, The company has 5 Executives as follows;

- | | |
|-------------------------------|--|
| 1. Mr. Prachin Eamlumnow | Chief Executive Officer |
| 2. Mr. Jaturont Komolmis | Chief Operation Officer in Marketing and Sales |
| 3. Mr. Anothai Eamlumnow | Chief Operation Officer in Business Development |
| 4. Mr. Peeraphong Eamlumnow | Chief Operation Officer in Media Production |
| 5. Miss Muenfun Thanyaphaisit | Chief Operation Officer in Marketing and Digital |

Director Remuneration

Financial Remuneration

At the general meeting 2019, which was held on March 28, 2019, shareholders approved the remuneration for the directors of the committees and sub-committees that it could be paid out through meeting allowances and bonuses to the directors with collectively no more than 6 Million Baht.

Criteria for setting remuneration for the Board of Directors and the sub-committees are as follows;

Position	Quarterly Remuneration (Baht)	Meeting Allowance / Time (Baht)
Chairman of the Board	50,000	20,000
Director	40,000	20,000
Chairman of the Audit Committee	50,000	20,000
Audit Committee	40,000	20,000
Chairman of the Risk Management Committee	50,000	20,000
Risk Management Committee	40,000	20,000
Chairman of the Nominations, Remuneration and Corporate Governance Committee	50,000	20,000
Nominations, Remuneration and Corporate Governance Committee	40,000	20,000

Individually Remuneration for the Directors in 2019 is as Follows;

List of Directors	Meeting Allowance					Quarterly Remuneration	Bonus	Total
	The Board	The Audit Committee	The Risk Management Committee	Nominations, Remuneration and Corporate Governance Committee	The Executive Committee			
Mr. Yuth Vorachattarn	80,000	-	-	-	-	200,000	560,000	840,000
Mr. Prachin Eamlumnow*	-	-	-	-	-	-	-	-
Mrs. Rujiroj Eamlumnow	100,000	-	-	-	-	160,000	360,000	620,000
Mr. Jaturont Komolmis*	-	-	-	-	-	-	-	-
Mr. Anothai Eamlumnow*	-	-	-	-	-	-	-	-
Mr. Peerapong Eamlumnow*	-	-	-	-	-	-	-	-
Gen.Dr. Surapan Poomkaew	100,000	140,000	-	40,000	-	520,000	360,000	1,160,000
Mr. Kanokphand Chulakasem	100,000	140,000	-	40,000	-	520,000	360,000	1,160,000
Dr. Dhas Udomdhammahakdi	100,000	140,000	80,000	40,000	-	680,000	360,000	1,400,000

Remark: * The 4 Executives Directors did not receive the meeting allowance per meeting, quarterly remuneration and pension.

Other Remunerations

There are no other remunerations apart from the above remunerations.

Executive Remuneration

Remuneration for 5 executive directors is totaled 39.01 Million Baht paid out in the forms of Salary, Bonus and Provident Fund

Auditor's Remuneration

The Company appointed DIA International Company Limited to be the auditor for the Company and the subsidiaries for the accounting period ended 31 December 2019. Details of the expenses are as follows:

List	2019	2018
Audit fees for the company and subsidiary companies	2,000,000 Baht	1,500,000 Baht
Other expenses*	155,867 Baht	180,178 Baht
Total	2,155,867 Baht	1,680,178 Baht

Remark: * Other expenses for ex sample Travel expenses, Copy fee, Overtime, and Food expenses charges

In 2019, the Company and the subsidiaries used the auditing service only and no other service was hired from DIA International Company Limited and other persons or entities related to the auditor or the auditing office which the auditor belongs to.

Employees' Remuneration

As of 31 December 2019, the total remuneration for 222 employees (excluding executives) was 128.61 million Baht which included salary, bonus, provident fund, and other remunerations.

Provident Fund

The Company established the provident fund abiding by the Provident Fund Act B.E. 2530 (including the amendment). As of March 1, 2011, every employee has a right to register to be a member of the provident fund following the conditions that assets of the fund consist of money contributed by employees at 5% of salary of each employee and money contributed by employer. In case of membership termination, employee has right to receive benefit payouts calculated by employment period as the following details;

Employment Period	Contribution Rate and Contribution Benefit Paid to Employee of Terminated Membership
Less than 1 year	0%
More than 1 year but less than 2 years	25%
More than 2 but less than 3 years	50%
More than 3 year but less than 4 years	75%
More than 4 years	100%

Employee Benefits

1. Life insurance, accident disability insurance and group health insurance

The Company offers benefits for employees in the forms of life insurance, accident disability insurance and group health insurance since the company realizes employees are significantly important human resources which help enhance the Company's stability and development. Details of these benefits are as follows;

1.1 Group life insurance death benefits

Except 1. If the insured commits suicide.

2. If a beneficiary intentionally kills the insured for the death benefit.

1.2. Group accident insurance covering death/loss of body parts or physical ability as a result of an accident at work and not at work

1.3. Group health insurance covering medical fee for sickness or injury from accident

2. Emergency loans for employees

The Company provides loans to employees who have immediate need as the result of an emergency and have no other source of money available. Employees can borrow money from the Company of not exceeding 3 times of their salary and repay the loan within a 2 years period with interest free with regard to the Company conditions.

3. Funeral grant

The Company provides funeral grant that helps with some funeral costs of employee and their family member who has died to encourage one who grieves the loss. Moreover, the company permits employees to take days off but still get paid for their family member's funeral grant.

4. Hospital visit

Considering employee's living is important, the Company provides hospital visit to employee who has been admitted to hospital for days at a time to encourage them.

5. Marriage grant and new born baby blessing

Considering employee's living is important, the Company provides marriage grant that helps with some marriage costs of employee and new born baby blessing for the baby who has been born in order to encourage employee.

6. Scholarships for employees' children

The Company offers scholarships for employees' children every year to support employees' education costs of their children. The scholarships are divided into 2 types; scholarship for students who have outstanding academic performance and scholarship to support children's education from kindergarten to college.

Labor Disputes

In the previous year until 31 December 2019, the Company had no labor disputes in which the Company was the party or litigant which may significantly affect the Company's business operation.

Policy on Occupational Safety, Health and Environment

The Company aims at occupational safety, health and environment of its personnel, property and work process. We have the policy to promote activities related to occupational safety, health and environment to ensure safety of life and property of our employees, the community and the society.

Occupational Health and Safety Division, in collaboration with Committee on Occupational Safety, Health and Work Environment of the Workplace, has developed the safety management, control, prevent, and solve danger caused by the Company's operation. We also arranged the activities to promote knowledge and understanding of safety for all employees, resulting in zero accident at the Company in the past year. Until 27 December 2019, the Company had 1,781 accumulated days of zero Lost Time Accidents.

In the past year, the Company conducted the activities related to occupational safety, health and environment as follows:

1. Safety trainings/meetings

- Training on raising awareness of preventive measures on occupational safety, health and environment of the workplace to reduce the possibility of encountering accidents of employees provided by Work Safety Center, Region 12
- Meeting to explain the standard for prevention and solution to narcotic problems at the workplace conducted by Office of Labor Protection and Welfare, Area 9
- Training on usage and maintenance of forklifts for safety by Bangkok Komatsu Forklift Company Limited
- Training for building electricians

2. Emergency response plan training

Committee on Occupational Safety, Health and Work Environment of the Workplace, in collaboration with Occupational Health and Safety Division, provided emergency response plan training such as fire prevention and suppression plan practice

3. Awards

- Zero Accident Campaign 2019 by Department of Labor
- Standard for prevention and solution to narcotic problems at the workplace conducted by Department of Labor Protection and Welfare

4. Examination of safety of operating equipment and environmental at the workplace, including

- Electricity check
- Environmental check (light, noise, heat, air, and wastewater)
- Forklift condition check
- Emergency light check
- Fire extinguisher check

Policy on Human Resources Development

The Company realizes the importance of human resources which significantly drive the Company to the goal and plan achievement. We have policy on human resources development, regularly provide employees trainings with aim to enhance administrative and team work skills in order to increase efficiency and safety in the workplace. We regularly arrange trainings with experienced trainers from internal and external sources.

1. In-house trainings

The Company provides human resources development focusing on training employees for their current jobs and developing their skills for their current roles and responsibilities. In 2019, the company arranges for in-house training as follows;

- 1) Journalism for Modern Journalists (Production and editing of VDO)
- 2) Designing and creating infographic for creative communication (Illustrator)
- 3) Executive Assistant I New Generation Secretary 2019, Digital 4.0
- 4) How to use GPI PHOTO BANK Generation 1, 2
- 5) Principles of good governance with good corporate governance

2. Public trainings

The Company supports executives and employees to be trained to develop their potential by trainers from famous institutions and organization as well as experts from domestic and foreign sources. Such training courses are as follows;

1. Analyze the new Labor Protection Act, human resource management results
- 2) Standard for electricians
- 3) CFO Chief Financial Officer Certification Program
- 4) Strategic CFO in Capital Markets
- 5) Succession Management for High Level Talent
- 6) IR Sharing 1/2019 “How to make the most of your IRO function?”
- 7) Company Secretary: CS
- 8) Risk management (Advance) - COSO ERM 2017
- 9) Accounting for financial instruments
- 10) SET Social Impact Day 2019
- 11) Corporate Governance for Executives (CGE)
- 12) New financial reporting standards in 2019 and 2020
- 13) Investment accounting for associated companies, subsidiaries, and joint ventures (revised 2019)
- 14) TFRS 9 Workshop
- 15) Preparation and budget management
- 16) Prepare for Personal Data Protection Act 2019
- 17) Road to Certify CAC
- 18) Qualifications of Company Secretary and Importance of Contact Person
- 19) The balance between life and work of female executives in Thai companies: support the aging society
- 20) Preparation and legal action guidelines “Cyber Security Act”
- 21) Strategic Board Master Class (SBM)
- 22) Personal Data Protection Act B.E. 2562: Processes and Practices

- 23) Taxes for wages Employee benefits
- 24) Executives with sustainability reports and social compensation 2/19
- 25) The 18th Training Program on Computer Information Security

Details of the Training in 2019

Detail	Course	Number of Participants	Training Hours	Cost (Baht)
In-house trainings	5	206	2,034	258,599.97
Public trainings	61	95	849	535,346.33
Total	66	238	2,883	793,946.30

Detail of Training Hours in 2019

Number of participants (person)	238
Number of training hours (hr.)	2,883
Average training hours (hr./person/year)	12.11



11. Good Corporate Governance

The Board of Directors of Grand Prix International Public Company Limited realizes that the good corporate governance is an important basis of corporate sustainability and a significant factor of business operation to ensure effectiveness, transparency and responsibility towards all stakeholders. For the past years, the Company strives for continuous development and promotion of good corporate governance by conducting business while considering the risk and responsibility towards all stakeholders together with the support of economically, socially and environmentally sustainable development.

Policy on Good Corporate Governance

Good corporate governance is the responsibility of directors, executives and employees at all levels to ensure that they perform their duties with responsibility, prudence and integrity under business code of conduct for effective business operation, competitiveness and good operating results. All groups of shareholders and stakeholders shall be treated fairly and equally. Internal data shall not be used for benefit of self and other. Information shall be disclosed transparently. Human rights shall not be violated. Our personnel shall have the neutral political stance and adhere to anti-corruption policy to support the management that focuses on sustainable growth.

Objectives of Good Corporate Governance

1. Establish transparent management system with clear standards which fosters the Company's competitiveness and operating results by taking account of long-term impacts;
2. Build reliability in ethical business operation, respect the rights of and be responsible towards all groups of domestic and international shareholders and stakeholders to enhance competitiveness;
3. Create performance measuring tools which can check and improve performance for better efficiency and adjustability under the changing factors;
4. Indicate the scope of responsibility of the committee and executives who have interest and all related parties so that the management can exercise their power within the clear scope and prevent possible conflict of interest;
5. Ensure that the performance is in compliance with the law, rules and regulations related to the Company's regulations and the law on securities and exchange, rules and good practices of Securities and Exchange Commission (SEC);
6. Establish the system of effective use of resources by efficiently using them while taking account of social benefit and practically reduce negative impacts on the environment.

Good Corporate Governance

Principles of good corporate governance of the Company can be divided into 8 principles as follows:

Principle 1

Awareness of the Roles and Responsibilities of the Board of Directors as the Corporate Leader Creating Sustainable Value to the Company

The Board of Directors is the key part of good corporate governance consisting of experts in various fields who have expertise, experience, leadership, vision, and independency to make decisions. They shall dedicate their time to perform their duties with responsibility, prudence and integrity for the utmost benefit of the Company.

1.1 Roles, Duties and Responsibilities of the Board of Directors

Ensure good corporate management

- (1) Determine clear and appropriate objectives and goals and review them at least once a year;
- (2) Determine the policies, strategies, plan, and annual budgets, appropriately manage important resources with the management and supervise the management of directors and executives to ensure that they perform the assignments effectively;
- (3) Determine policy on financial management and ensure that the Company has appropriate financial liquidity, ability to pay debts and has mechanism to deal with financial problems;

- (4) Determine follow-up, performance assessment and report on performance on regular basis for the most effective and efficient results.

Create Sustainable Value to the Company

- (1) Determine written business code of conduct in which the Board of Directors shall be the role model to raise employees' awareness of business ethics;
- (2) Determine written policy on good corporate governance in compliance with the law on securities and exchange, rules and good practices of Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand by assigning the Company Secretary to supervise, follow up and review the guidelines at least once a year;
- (3) Determine appropriate and sufficient internal control system to be implemented all over the Company by assigning the internal auditor to follow up and report the performance to the Audit Committee at least once a quarter, as well as assessing the efficiency of internal control system at least once a year;
- (4) Determine appropriate and sufficient risk management policy by assigning risk management working group to implement the policy, follow up and report the performance results to Risk Management Committee at least once a quarter;
- (5) Determine the guidelines for making transactions which may have conflict of interest between the Company's stakeholders and disclose correct information which may have the conflict of interest;
- (6) Determine the written policy on social responsibility to promote and raise awareness of employees at all levels of social responsibility and reducing environmental impacts;
- (7) Determine the written anti-corruption policy to promote and raise awareness of directors, executives and employees at all levels of the damage caused by corruption;
- (8) Ensure the above policies are communicated to directors, executives and employees of all levels for their understanding.

Ensure the operations are in compliance with the law and regulations

- (1) Ensure the Company's operations are in compliance with the relevant law, rules and regulations and the law on securities and exchange, rules and good practices of Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand pursuant to the Securities and Stock Act, B.E. 2535 (A.D. 1992), Section 89/7 – 89/10;
- (2) Supervise the internal auditor to examine or audit the Company's performance in accordance with the applicable law, rules and regulations.

Monitor that the Board of Directors and the management appropriately perform the assignments

- (1) Appoint specific sub-committees as necessary to perform any tasks to ensure that significant matters shall be thoroughly considered which include
 - (a) Audit Committee
 - (b) Executive Committee
 - (c) Nomination, Remuneration and Corporate Governance Committee
 - (d) Risk Management Committee
- (2) Determine that the Board of Directors and sub-committees execute the board charter which clearly indicates their roles, duties and responsibilities and review them at least once a year;
- (3) Appoint senior executives through consideration of the Nomination, Remuneration and Corporate Governance Committee and determine their roles, duties and responsibilities in writing;
- (4) Appoint an appropriate person to the Company Secretary by determining the qualifications, scope of duties and responsibilities of the Company Secretary in accordance with the law on securities and exchange, rules and good practices of Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand and other applicable laws;
- (5) The Company shall separate the roles and duties of the Board of Directors from those of the management as follows:

Board of Directors shall be responsible for determination of the main objectives and goals for business operation, creation of corporate culture which adheres to the code of conduct, be the role model, take care of the organizational structure and performance of the Board of Directors to be appropriate for effectively achieving the main objectives and goals in business operation, nominate, develop, determine remuneration and assess the performance of Chief Executive Officer and determine remuneration structure as incentives for directors, executives and employees at all levels in conformity to the main objectives and goals of the Company.

Board of Directors in collaboration with the management shall determine and review the strategies, goals and annual plans in conformity to the main objectives and goals of the Company, supervise and review risk management system and internal control system to ensure appropriateness and sufficiency, determine the power to approve which is suitable for the management's responsibility, determine rules for resources management, personnel development, annual budgets, monitor and assess the performance to ensure conformity to the Company's main objectives and goals.

The management shall be responsible for daily administrative tasks to ensure compliance with the strategies, policies and plans approved by the Board of Directors by assigning Chief Executive Officer and the management to be responsible for decision-making in compliance with the Company's rules and regulations without intervening the management decision unless it is necessary issues that the management shall propose for discussion or consideration.

- (6) Determine that the President and the Chief Executive Officer shall be different persons by clearly separating their roles, duties and responsibilities as follows:

Roles, Duties and Responsibilities of the President

- 6.1 Chair the Board of Directors' Meeting and shareholders' meeting;
- 6.2 Direct, monitor and supervise to ensure that the Board of Directors performs their duties effectively to achieve the objectives, policies and main goals of the Company;
- 6.3 Ensure that all directors take part in promoting corporate culture consisting of the code of conduct and good corporate governance and be the good role model;
- 6.4 Encourage the directors to employ appropriate discretion and express their opinions freely;
- 6.5 Strengthen good relations between executive directors and non-executive directors and between the Board of Directors and the management as well as ensuring that the directors are not under the influence of the management.

Roles, Duties and Responsibilities of the Chief Executive Officer

The Chief Executive Officer shall perform daily management to ensure compliance with the strategies, policies, plans, and budgets approved by the Board of Directors. He/she shall perform the duties with responsibility, prudence and integrity within the scope of power assigned by the Board of Directors, and ensure that the senior executives and the executives shall perform their duty effectively.

Principle 2

Determine the Company's Main Objectives and Goals for Sustainability

The Board of Director has determined the main objectives and goals of the Company clearly and appropriately which shall be used as the guidelines for employees of all levels to work towards the same direction as well as determining the vision and mission of the Company, as well as strategies and annual plans that are suitable for the business model (see details on page 12) to create value to the business, customers, all stakeholder, and overall society in conformity to creation of sustainable value.

Principle 3

Promote Effective Committee

3.1 Structure of the Board of Directors

The Board of Directors is the key part of good corporate governance consisting of experts in various fields who have expertise, experience, leadership, vision, and independency to make decisions. They shall dedicate their time to perform their duties with responsibility, prudence and integrity for the utmost benefit of the Company under the main objectives and goals determined by the Company (see more details on page 44-47).

3.2 Sub-Committees

The Board of Directors appoints sub-committees to perform specific tasks as necessary. The roles, duties and responsibilities of the Board of Directors, sub-committees and the management are clearly separated by clearly determining the levels of power to approve financial matters to ensure that important matters shall be thoroughly considered prior to being proposed to the Board

of Directors (see more details on page 44-47).

3.3 Nomination of the Board of Directors and Subcommittees

Rules and Procedure for Nomination of the Board of Directors

The Board of Directors has assigned the Nomination, Remuneration and Corporate Governance Committee to nominate and select the directors according to transparent and clear rules and procedures in accordance with the Company's regulations, regulations of SEC and the Stock Exchange of Thailand.

- (1) The Board of Directors has the policy to grant equal rights to all shareholders to nominate candidates for nomination of new directors in advance by determining the rules and conditions on nomination which shall be published on the Company's website.
- (2) Appointment of directors shall be in accordance with the Company's rules and provisions of the applicable laws. One shareholder shall have one vote for one share they hold. Each shareholder may exercise all voting rights they have to elect one or many directors but they cannot divide their votes to any candidate.
- (3) Nomination, Remuneration and Corporate Governance Committee shall review the structure and qualifications of the Board of Directors and sub-committees to ensure suitability for the Company's business operation.
- (4) Nomination, Remuneration and Corporate Governance Committee shall consider remuneration and corporate governance, review the rules and procedures of nomination transparently and clearly.
 - Consider the names of directors who shall be dismissed upon the expiration of term and the names of the persons nominated for election as directors;
 - Consider the persons nominated to be directors to ensure that they do not have any prohibited characteristics as prescribed by the law or SEC regulations and good practices, have good work history, knowledge, skills, experience, and specialization which are necessary for supporting the Company, and not conduct any business with the similar nature and competitive with the Company's business.
- (5) Nomination, Remuneration and Corporate Governance Committee shall determine succession plan of directors, Chief Executive Officer and key executives of the Company.

Rules and Procedures for Nomination of Sub-Committees

Nomination, Remuneration and Corporate Governance Committee shall screen the persons on the basis of principles and methods indicated in the Company's rules by selecting the persons having knowledge, abilities and qualifications as announced by SEC and the Stock Exchange of Thailand in nomination and selection of sub-committees in case of dismissal upon expiration of term or vacancy to propose the qualified persons to the Board of Directors for further appointment.

3.4 Determination of Remuneration for the Board of Directors and Sub-committee

The Board of Directors has assigned Nomination, Remuneration and Corporate Governance Committee to consider structure and rate of remuneration in accordance with the level of responsibilities to attract directors to lead the Company to achieve the short-term and long-term objectives and goals (Details of directors' remuneration are on page 50).

3.5 Determination of Responsibility for Performance and Appropriate Time Management

The Board of Directors supervises and ensures that directors understand their roles, duties and responsibilities by determining the rules that executive directors may take directorship in not more than 3 listed companies and non-executive directors shall take directorship in not more than 5 listed companies by taking account of work efficiency and appropriate time management for working at the Company. Each director shall attend at least 75 percent of all Board of Directors' Meetings held in a year.

3.6 Policy on Investment in Subsidiaries/Affiliated Companies

The Board of Director has determined the policy and operation of the subsidiaries and other businesses in which the Company significantly invests at appropriate level including other subsidiaries and businesses in which the Company invests for mutual understanding. The Board of Directors shall appoint the persons to assume the position of directors, executives or controlling persons at the subsidiaries to endure concordant operation with the parent company and monitor the operating results of the subsidiaries to be used as the information for making the Company's consolidated financial statements according to the standard and in due time.

3.7 Group and Individual Self-Assessment of the Board of Directors and Sub-Committees in Group and Individually

The Board of Directors has determined the rules and arranged the group self-assessment of the Board of Directors and sub-committees and individual self-assessment of directors at least once a year using the assessment form as suggested by Thai Institute of Directors and the Stock Exchange of Thailand with following objectives:

- (1) To be aware of problems and difficulties causing the performance failure to achieve the determined objectives in the previous year;
- (2) To ensure effective and efficient performance of the Board of Directors and sub-committee as they can be aware of their responsibilities;
- (3) To know how to employ knowledge, abilities and independency in expressing opinions of the Board of Directors;
- (4) To improve the relationship between the Board of Directors and the management.

The results of group and individual performance of the Board of Directors and sub committees during the accounting year 2019 can be summarized as follows:

Results of Group Assessment of the Board of Directors

Assessment Topics	Results (Percent)
Structure and Qualification of Directors	92
Roles, Duties and Responsibilities of Directors	93
Meetings of Directors	93
Performance of Directors	95
Relationship with Administrative Division	97
Self-development of Directors and Development of Executives	94
Average Results	94

Results of individual Assessment of the Board of Directors

Assessment Topics	Results (Percent)
Structure and Qualification of Directors	96
Meetings of Directors	96
Roles, Duties and Responsibilities of Directors	97
Average Results	96

Results of Group Assessment of Sub-Committees

Assessment Topics	Results (Percent)
Audit Committee	100
Nominations, Remuneration and Corporate Governance Committee	99
Risk Management Committee	99

3.8 Trainings and Development of Directors**Orientation of New Directors**

Orientation of new directors shall be determined for creating knowledge and understanding of the nature of business operation to prepare and support effective performance of new directors in key matters such as business structure, director structure, corporate structure, scope of power and duties, and responsibilities, and the laws related the Company's business and understanding of the objectives, main goals, vision, and mission of the Company, as well as the nature of business and work guidelines.

Knowledge Development of Directors

The Company promotes and encourages the directors to attend seminars on regular basis such as the seminars organized by Thai Institute of Directors, the Stock Exchange of Thailand, SEC, or other independent organizations to improve their knowledge and performance for the benefit of more effective work.

Knowledge development of directors in 2019 is as follows:

No.	Name	Position	Results (Percent)
1	Dr. Dhas Udomdhamabhakdi	Independent Director	<ul style="list-style-type: none"> Strategic Board Master Class (SBM) 7/2019 Advance Audit Committee Program (AAP) 33/2019 Corporate Sustainability Strategy S01-S06/2019
2	Mr. Peeraphong Eamlumnow	Executive Committee Member	<ul style="list-style-type: none"> Corporate Governance for Executives (CGE) 15/201 Executives with sustainability reports and social compensation 2/62
3	Miss Khwanchanok Aula-aiem	Accounting and Finance Director	<ul style="list-style-type: none"> Chief Financial Officer Certification Program Strategic CFO in Capital Markets Program

3.9 Board of Directors' Meeting

The Board of Directors has determined that the Company Director shall prepare sufficient and appropriate meeting documents, send out invitation to directors at least 5 days prior to the meeting date, determine the meeting schedule and agendas for the Board of Directors' Meeting in advance on annual basis so that the directors can arrange their time and attend the meeting

regularly. The Board of Directors' Meeting shall be arranged at least 6 times per year and there may be special meetings as necessary. Each meeting shall be attended by at least two-thirds of all directors to constitute a quorum.

Each sub-committee's meeting shall be arranged as necessary and appropriate, the meeting schedule and agendas shall be determined for each sub-committee meeting in advance on annual basis. The secretary of each sub-committee shall send the meeting documents to the directors and participants in advance at least 5 days prior to the meeting date. Each meeting shall be attended by at least two-thirds of all directors to constitute a quorum.

Principle 4

Nomination and Development of Top Executives and Personnel Management

4.1 Management Structure

The top executives consist of the Chief Executive Officer, Chief Operating Officer, and Department Manager who have the roles, duties and responsibilities for daily management of the Company by taking account of the environment to ensure that the Company's operation is in conformity to the plans, objectives and short-term and long-term main goals.

Top executives shall have knowledge, abilities and experience that are useful for the Company's business operation, have outstanding work history, qualifications and not have prohibited characteristics as stipulated the law on public companies and related law. Also, they shall not have any characteristics which reflect the lack of qualifications to be assigned to manage the Company.

The Board of Directors has determined the number of listed companies in which the Chief Executive Officer and each top executive can assume the position to suit the nature and business condition of the Company which shall not exceed 3 listed companies by taking account of work efficiency to ensure that top executives can dedicate their time to work for the Company appropriately.

4.2 Nomination of Top Executives

Rules and Procedures for Nomination of Top Executives

The Board of Directors has determined that Nomination, Remuneration and Corporate Governance Committee, in collaboration with the Chief Executive Officer, shall consider the rules and procedures for nomination, appointment and remuneration for the Company's top executives. The succession plan shall be made to prepare the succession process of top executives or potential executives by selecting the persons having knowledge, skills and experience which are necessary for supporting the Company to achieve the determined objectives and goals.

4.3 Determination of Remuneration for Top Executives and Employees

The Board of Directors has assigned Nomination, Remuneration and Corporate Governance Committee to consider structure and rate of remuneration in accordance with the level of responsibilities to attract top executives and employees to lead the Company to achieve the short-term and long-term objectives and goals (see details on page 51).

4.4 Performance Assessment of Top Executives and Employees

Performance Assessment of Top Executives

Nomination, Remuneration and Corporate Governance Committee has determined the performance assessment form for top executives in which 2 parts of performance shall be assessed as follows:

- (1) Assessment of work achievement by using KPI which is in line with the objectives and goals
- (2) Assessment of main behaviors which are important for operation and conform to the corporate value

Nomination, Remuneration and Corporate Governance Committee shall assess the performance and determine annual remuneration of the Chief Executive Officer prior to proposing it to the Board of Directors for consideration. The Chief Executive Officer shall assess the performance of top executives ranging from the Chief Operating Officer and Department Manager. Then, the opinions shall be proposed to Nomination, Remuneration and Corporate Governance Committee prior to being presented to

the Board of Directors for further consideration.

Assessment of Performance of Supervisors and Operational Employees

Chief Executive Officer has assigned Human Resources Manager to make the performance assessment form for supervisors who are Department Managers and Division Chief and operational employees. The assessment criteria shall be in accordance with the overall KPI of the Company. The performance assessment shall be conducted once a year.

The Company has determined that the Department Managers shall assess the performance of their subordinates ranging from Division Managers and supervisors. Division Managers and supervisors shall assess the performance of operational employees under their chain of command. Human Resources Manager shall conclude the assessment results and present them to Chief Executive Officer for consideration of salary adjustment.

4.5 Development of Top Executives

The Board of Directors has determined that all new top executives shall attend the orientations to build knowledge and understanding of the business nature for preparation. Human Resources Manager shall coordinate all matters and encourage Chief Executive Officer and top executives to attend training and seminars organized by Thai Institute of Directors, the Stock Exchange of Thailand, SEC, or other independent organizations to improve their knowledge, skills and essential characteristics for moving the Company towards the determined goals.

4.6 Human Resources Management

The Company emphasizes the importance of human resources management to effectively respond to the changing business, economic and environmental situation. The Company aims at fostering the readiness of the personnel to ensure that they have integrity, good quality of life, safe living, and opportunity to develop their knowledge and abilities to move the Company towards the achievement for sustainable growth (see more details on page 54).

Principle 5

Promote Innovations and Operate Business Responsibly

The Board of Directors emphasizes and supports the creation of innovations which give values to the Company together with creating benefit to customers, suppliers or related parties. The Company shall be aware of social and environmental responsibilities. Our innovations shall not support inappropriate behaviors or illegal activities or violate the Company's business code of conduct.

5.1 Creation of Innovations

Creation of innovations is the process of changing existing products to make them different and better than the competitors by using cutting-edge manufacturing technology, use low energy and reduce environmental impacts. More importantly, the Company focuses on developing the personnel to have creativity for sustainable development so that they can accommodate the changing innovations in accordance with the Company's main goals.

Creation of Corporate Culture to Boost Creation of Innovations

The Company provides personnel development training to foster their creativity in innovation making. The management shall take it as part of strategies review, development planning, operation improvement, and operating result monitoring for more effective manage of those innovative procedure.

5.2 Business Code of Conduct

The Board of Directors has determined the business code of conduct as the guidelines for directors, executives and employees at all levels to work effectively and transparently with the aim of building reliability among stakeholders for the benefit of sustainable value of the Company. The business code of conduct consists of (1) Code of conduct on responsibilities towards the Company, (2) Code of conduct on responsibility towards shareholders, (3) Code of conduct on responsibility towards

employees, (4) Code of conduct on responsibility towards customers, (5) Code of conduct on responsibility towards suppliers, (6) Code of conduct on responsibility towards trade competitors, (7) Code of conduct on responsibility towards accounts payable, (8) Code of conduct on responsibility towards financial institution creditors, (9) Code of conduct on responsibility towards supervising authorities and government agencies, and (10) Code of conduct on responsibility towards the society with an emphasis on social, environmental, educational, and sport issues.

5.3 Effective Resources Management

Energy Management

- (1) Determine that energy conservation is part of the Company's operation for development of appropriate energy management system;
- (2) Improve efficiency of the Company's consumption of energy to conform to the relevant business and technology as well as good practices;
- (3) Determine that energy conservation is the responsibility of executives and employees at all levels shall collaborate in complying with the determined standards;
- (4) The Company shall provide necessary support, including human, technological, budget, training resources, and take part in expressing opinions for development of energy work.

Procurement Management

All procurements shall result in the receipt of products and services in accordance with the specifications in terms of quality, price, quantity, service time, delivery time by taking account of the Company's policy on quality, safety, occupational health, and environment. The Company shall not take advantage of suppliers. Bidding shall be conducted fairly and equally with all suppliers. The Company shall equally maintain the business relationship with suppliers by not demanding any property or interest either directly or indirectly from suppliers without any exception. Procurements shall be done by carefully considering the interest and possible damage to the Company to reputation and image of the Company in the eye of the outsiders.

5.4 Informational Technology Management

- (1) Determine the policy on information technology management which covers allocation of sufficient resources for business operation as well as compliance with the law, rules, regulations, and standards applicable for information technology system;
- (2) The Company has data protection regulations and indicates the standards of data protection system covering confidentiality, reliability maintenance and availability of the data. Data shall be prevented from unauthorized usage or modification which shall be observed by all employees;
- (3) The Company shall assess the risk of information technology covering various aspects of risk management by analyzing internal and external risks to reduce them;
- (4) The Company emphasizes the importance of disclosure of its information to the public which shall be in compliance with the Company's code of conduct and Computer Crime Act and related laws to ensure order and utmost benefit as well as preventing possible problems which may occur to the Company and related persons.

5.5 Social, Community and Environmental Management

The Company aims at conducting its business under good governance policy and has determined that social responsibility is part of its business code of conduct. Social responsibility policy has been determined as follows:

- (1) Strive for conducting business ethically and with social responsibility;
- (2) Strive for developing overall community and society in terms of economy, society, community, and environment;
- (3) Respect the law and human rights without discrimination in terms of differences in race, nationality, religion, and culture;
- (4) Encourage employees to have public mind and raise aware of social responsibility for the public benefit;

- (5) Promote activities that give sustainable benefit to the community, society and environment;
 - (5.1) Corporate activities are the activities that develop the skills of directors, executives and employees of all levels, create knowledge within the Company, encourage employees to take part in sharing opinions about the Company, and promote environmental conservation in the Company;
 - (5.2) Community activities are the activities which are in line with the Company's business operation and give the real long-term benefits to the society, community and environment, promote educational development and lifelong learning, develop the quality of life of people in communities in which the Company operates its business as well as the society as a whole, help the society, promote learning, and raise awareness of social responsibility.

Principle 6

Ensure Appropriate Risk Management and Internal Control System

6.1 Risk Management and Internal Control

Risk Management

The Company aims at preventing and reducing possible risks by analyzing and reviewing risk factors which may affect the business operation, seek opportunities under acceptable risks, follow up the results of unacceptable risk management to achieve the Company's business goals and ensure that the Company has sufficient and effective risk management.

Risk Management Committee has performed the duties as assigned to manage and reduce risks, regularly assess risks, supervise unacceptable risks, and follow up to ensure sufficient and appropriate risk management system to prevent and reduce possible impacts in the future in accordance with good corporate governance principles. In addition, corporate risk management working group has been formed, consisting of Chief Operating Officer and Department Managers of all units, totally 10 persons at minimum, to manage risks in each division with regular monitoring.

Internal Control

The Board of Directors has determined that the Company shall have appropriate and sufficient internal control system, assess and follow up the issues regularly. Independent internal auditor shall report operating results to Audit Committee on the basis of internal audit standards for the utmost benefit of the Company and acceptability among all stakeholders. The following guidelines are determined:

- (1) Arrange appropriate control environment;
- (2) Arrange appropriate internal control activities;
- (3) Arrange appropriate, reliable, and timely information technology and communication system;
- (4) Arrange appropriate follow-up and assessment system.

6.2 Stock Trading and Use of Insider Information

Directors, executives and all employees shall comply with the prohibitions of insider trading indicated in the Securities and Exchange Act, B.E. 2535 (A.D. 1992), Section 241.

In addition, the Company determines that directors and executives shall make and submit the reports on the change of holding of securities and futures contract (Form 59) of theirs and their spouses or partners, and minor child who hold more than 30 percent of all voting rights in accordance with the form of change of securities holding to the change of securities holding report system on SEC's website (<https://www.sec.or.th>) or notify of the change to the Company Secretary for submission to the above system each time of the change.

The Company has determined that directors and executives as well as the persons holding the executive positions in accounting or financial section from Department Manager or higher and equivalent and related operational employees who receive the internal information which is the subject matter with possibility to affect the change in securities price or value shall suspend their offer to buy or sell or inviting other to buy or sell the Company's securities either directly or indirectly within 30 days prior to and until the date of announcement of the Company's quarterly and annual financial operating results.

6.3 Prevention of Conflict of Interest

The transactions which may have the conflict of interest shall be made for the benefit of the company and the shareholders as a whole and shall be in accordance with the regulations of SEC and the Stock Exchange of Thailand as well as other applicable law. Therefore, each transaction making shall be thoroughly considered and screened by the Audit Committee prior to being proposed to the Board of Directors for approval. Directors who hold interest shall not take part in the consideration in accordance with the rules and procedures determined by SEC.

6.4 Related Transactions and Transactions Related to Acquisition or Distribution of Assets

The Board of Directors has determined the measures and procedures for approval of related transactions and transactions related to acquisition or distribution of the Company's assets to ensure compliance with the regulations of SEC and the Stock Exchange of Thailand as well as other applicable law. Persons who hold interest or may have conflict of interest shall not approval any transactions related to them. Determination of price or remuneration shall be in accordance with the normal course of business and general trade conditions which shall be approved by Audit Committee prior to being proposed to the Board of Directors and/or the shareholders' meeting for approval. Such transactions shall be disclosed in accordance with the rules and procedures determined by SEC.

6.5 Report on Interest of Directors and Top Executives

The Company has determined the rules, conditions and procedures for report on interest of directors, executives and related persons in accordance with Section 89/14 of Securities and Exchange Act, B.E. 2535 (A.D. 1992), as amended by Securities and Exchange Act (No. 4), B.E. 2551 (A.D. 2008), which requires directors and executives to report the Company of their interest or the interest of other related persons within the period and by the method identified by the Company as follows:

First Report

Any change of the Company's securities holding (including the holding of spouses or minor child) shall be notified to change of securities holding report system (Form 59) on SEC's website (<https://www.sec.or.th>) within 7 days from the date of closure of securities sale offer or notify of the change to the Company Secretary for submission to the above system each time of the change.

Report upon the Change

The first for directors and executives (including the holding of spouses or minor child) shall be notified to change of securities holding report system (Form 59) on SEC's website (<https://www.sec.or.th>) within 3 days from the date of closure of securities sale offer or notify of the change to the Company Secretary for submission to the above system each time of the change.

6.6 Anti-Corruption

Anti-corruption Policy

Directors, executives and employees of the Company and the subsidiaries shall not act or accept any form of corruption either directly or indirectly for the benefit of self, family, friend, acquaintance, either as receivers or givers of the monetary or non-monetary bribe. Anti-corruption policy covers the business and all internal and external units related to the Company and the subsidiaries by having the assessment of performing anti-corruption policy on regular basis as well as reviewing the guidelines and regulations to ensure conformity to the change of business, the Company's rules and regulations and legal provisions.

Guidelines for Practices

- (1) The Company's anti-corruption measures shall be the obligations of directors, executives and employees at all levels. They shall adhere to and comply with the determined measures and shall not ignore the guidelines prescribed herein. In the event of any violation or non-compliance of the above rules which causes damage to the Company, the person committing such violation or non-compliance shall be punished in accordance with the Company work rules.
- (2) The Company shall provide justice and protect employees who report corruption cases in relation to the Company by

implementing whistleblower or corruption reporter protection measures as indicated in the rules and regulations on whistleblowing or complaint filing of stakeholders.

- (3) The Company's directors, executives and employees at all levels who commit corruption shall be considered as violating the business code of conduct and are subject to disciplinary punishment as determined by the Company with the possibility to be legally punished if the actions are illegal.
- (4) The Company realizes the importance of sharing knowledge and understanding of compliance with this anti-corruption policy with other parties who have to work in connection with the Company or cause impacts on the Company.
- (5) The Company shall communicate anti-corruption policy through director orientation program, employee orientation program and seminars held within the Company on appropriate occasions to encourage employees to work with integrity, be responsible for their duties and to ensure that the business is operated under corporate code of conduct.
- (6) The Company determines that directors, executives and employees at all levels shall report any actions which is against or may be against the principles given in the anti-corruption manual. In case of any questions about the practices in this anti-corruption manual, employees shall initially consider by themselves whether such actions.
 - Are correct;
 - Are acceptable and disclosable to the society;
 - Will damage the Company's reputation;

Or directly ask the superior, Human Resources Department and the Company Secretary.

6.7 Good Practices Related to Anti-Corruption Measures

To ensure clear practices related to the matters with high risk of corruption, the Company has determined the policy and practices related to the following matters:

Political Neutrality and Assistance: The Company has the policy on political neutrality without giving financial or resources support, or performs any actions which may favor any politicians or political parties either directly or indirectly.

Receiving and Giving of Gifts, Hospitality Fees, Service Fees, or Other Interests: The Company has determined that "receiving and giving of gifts, hospitality fees, service fees, or other interests shall be done by taking account of tradition and culture without excessive value and shall not be the omission of duties which may lead to corruption problems".

Charitable Donations: Company has determined that "charitable donations shall be proved as being done for giving assistance and support to the community and society with clear evidence and shall not be the route for any kinds of corruption".

Financial Support: The Company has determined that "giving monetary support shall be proved as being done for fostering success of the project, for business public relations, or for the objectives of operation in transparent and legal manner without being used as an excuse for bribery".

6.8 Whistleblowing and Complaints

The Company expects that directors, executives and all employees shall report in good faith to the Company about any performance which is or may be in conflict with or in discordance with good corporate governance, business code of conduct, or related law for improvement or correction.

Scope of Whistleblowing or Complaints

In case of any doubts or any actions which may violate the good corporate governance and business code of conduct, violation of rules and regulations of the Company, unfair treatment at work, corruption, illegal actions which cause damage to the Company.

Whistleblowing or Complaint Channels

- (1) Complaint box installed within the Company
- (2) The Company's web page under "Corporate Governance > Complaint Channel and Complaint Management Procedure"
- (3) Representative assigned by the Audit Committee who is

Dr. Dhas Udomdhammabhakdi
 Tel.: 08-1148-6455 or Fax: 0-2393-6190
 E-mail: dhas.udomdhammabhakdi@gmail.com

Measures to Protect Whistleblowers or Complainants

- (1) The Company shall conceal the names, addresses or other information which can identifies the complainants or whistleblowers and shall keep the information of complainants or whistleblowers confidential.
- (2) In case of complaints against directors, the Audit Committees shall protect the whistleblowers or complainants, witnesses, and persons giving information for investigation from any trouble, danger or unfairness.
- (3) President of the Audit Committee shall consider giving orders as deemed appropriate to protect the whistleblowers or complainants, witnesses, and persons giving information for investigation.
- (4) President of the Audit Committee may assign any executive to act on his/her behalf in protecting the whistleblowers or complainants, witnesses, and persons giving information for investigation. The assigned executive shall not have any involvement in the complained matters either directly or indirectly.

Principle 7

Maintain Financial Reliability and Information Disclosure

The Board of Directors shall be responsible for ensuring that financial reports and disclosure of important information are correct, complete, timely, transparent, and equal in accordance with the relevant rules, standards and practices.

7.1 Maintenance of Financial Reliability

- (1) The company has determined that Accounting and Finance Department shall make and disclose financial information. The persons in charge of disclosure shall have knowledge, skills and experience which are eligible for the duties, responsibilities and sufficient in number. The Company has indicated that the persons in charge of financial information disclosure include Chief Executive Officer, Accounting and Finance Director, and the Company Secretary.
- (2) The Company emphasizes financial reliability in financial information disclosure by taking account of the following factors:
 - (a) Results of sufficiency assessment of the internal system
 - (b) Auditor's opinion about the financial statements
 - (c) Audit Committee's opinion
 - (d) Conformity to the Company's objectives, main goals, strategies, and policies
- (3) The Company has determined the record of transactions in correct, complete and accountable manner in accordance with general accounting standards and applicable laws. Related personnel shall adhere to the principles of integrity. Transactions shall be recorded correctly and accounting and financial report shall be correct without any false items. Employees at all levels shall comply with the rules and regulations of the applicable law.

7.2 Information Disclosure

Information Disclosure Policy

Disclosure of information to the third party shall be appropriate, timely and sufficient for decision-making. Users shall have equal access to the information, and the information shall always be updated through the determined channels to protect main information and information which affects the Company's securities price.

Communication Policy

It has been determined that some information can be communicated under the information disclosure policy in correct, clear, timely, and fair manner to all parties. Inappropriate words or patterns shall not be used as it may cause misunderstanding about the Company's securities. Accurate information shall be communicated all over the organization to ensure compliance with the policy.

Guidelines for Information Disclosure

The Company has the policy on correct information disclosure which shall also be sufficient for investors' decision-making through the Company's website for users to have equal access to the information, and the information shall always be updated through the determined channels.

Persons who are authorized to disclose the Information

The Company has assigned the following executives to have the power to and be in charge of disclosing information to the public, press release, information dissemination, answering questions of shareholders, investors and securities analysts:

- President
- Chief Executive Officer
- Chief Operating Officer
- Chief Financial Officer

Exemptions of Disclosure

The information which shall not be disclosed includes trade secret or the information which, upon disclosure, may cause the loss of benefit and competitiveness, or inconclusive information or information under negotiation which is subject to change and affects the Company's securities price prior to disclosure of the financial statements to the Stock Exchange of Thailand, and the information slandering trade competitors.

Communication Channels

The Company shall be disclosed through the following channels:

- Website of the Stock Exchange of Thailand
- Other key information shall be disclosed on website: <http://investor.grandprix.co.th>.
- Other communication channels e.g. shareholders' meeting, analyst meeting, investor conference, roadshow, company visit, and other investor relation activities as deemed appropriate
- Press release and press conference
- Investor relation contact at 0-2522-1731 to 8 Ext. 309 or E-mail: ir@grandprix.co.th

7.3 Report on Social and Environmental Responsibility

The Company conducts its business based on the business code of conduct with responsibility and respect for the right of all stakeholders as well as social, community and environmental responsibility. Therefore, the policy on social and environmental responsibility has been determined to ensure the same business direction under the corporate culture as follows:

- (1) Ethically conduct the business with social and environmental responsibility;
- (2) Comply with the law, human right, and equality without discrimination on race, nationality, religion, and culture by implementing fair management and promoting sustainable development;
- (3) Encourage employees to have public mind and continuously raise awareness of social and environmental responsibility for the public benefit without expectations of any return;
- (4) Promote activities which give sustainable benefit to the society, community and environment both inside and outside the organization.

7.4 Implementation of Technology in Information Dissemination

The Board of Directors encourages the use of information technology in information dissemination in addition to dissemination as required by the regulations and through SET channel. The Board of Directors has determined that the information shall be disseminated in both Thai and English language on the Company's website to ensure the most up-to-date information.

Principle 8

Support Participation and Communication with Shareholders

The Company realizes the importance of shareholders and respects the rights and equality of all shareholders as prescribed in the Company's articles of association and other applicable law.

8.1 Shareholders' Meeting, including

- Ordinary shareholders' meeting: held within 4 months from the end date of the Company's accounting period
- Extraordinary shareholders' meeting: held for consideration of urgent matters such as the matters required by the law to be approved by shareholders; meeting prior to action.

Shareholders' Meeting Invitation

The Company shall send shareholders' meeting invitation along with related documents and disseminate them on the Company's website at least 30 days prior to the meeting date both Thai and English version for shareholders to have sufficient time to study the information. The invitation shall indicate (1) date, time and venue of shareholders' meeting, (2) agendas, (3) objectives, rationales and opinions of the Board of Directors on each proposed agenda, (4) power of attorney, and (5) supporting documents e.g. procedure of voting, counting and notification of voting results.

Arrangement of Shareholders' Meeting

The Company encourages all shareholders to exercise their basic rights as prescribed by the law. Shareholders' meeting procedures are as follows:

Pre-shareholders' Meeting Procedures

The Company shall present key information and news on the Company's website e.g. quarterly and annual financial statements, annual registration statements (Form 56-1), annual report (Form 56-2), and shareholders' meeting invitation at least 30 days prior to the meeting date and allow shareholders to propose agendas on the matters they consider as important and nominate the qualified persons to be appointed as new directors at least 3 months prior to the date of shareholders' meeting through the Company's website.

In-shareholders' Meeting Procedures

The Company has implemented technology in shareholders' meeting for shareholder registration, vote counting and display of the voting results to facilitate the meeting and ensure correctness and accuracy of the process. The President shall chair the shareholders' meeting, ensure that the meeting is in accordance with the law and the Company's rules and regulations, manage appropriate time for each agenda and give shareholders opportunities to express their opinions and ask questions about the Company to the meeting, promote independency, count or check votes, and record it in the minutes of meeting.

Post-shareholders' Meeting Procedures

The Company shall clearly disclose the resolution of the shareholders' meeting and voting result on each agenda by the shareholders' meeting date or the next business date after the shareholders' meeting date through the Stock Exchange of Thailand and make the correct and complete minutes of shareholders' meeting and submit it to the Stock Exchange of Thailand within 14 days from the date of shareholders' meeting both in Thai and English language, as well as making the AGM Checklist made by Thai Investors Association.

8.2 Communication with Shareholders

The Company has arranged the website to communicate key information and news between the Company and other parties e.g. shareholders, institutional investors, general investors, and allow them to have access to and ask questions equally. Information is classified to facilitate communication to all parties without making any group lose their investment opportunity. Information shall be correct and true.

8.3 Dividend Payment

The Board of Directors has determined the policy on dividend payment at not less than 50 percent of the net profit declared in the consolidated financial statements after deduction of income tax and all kinds of reserves as determined by the Company subject to the Company's articles of association and applicable law.

Assessment of Good Corporate Governance

In 2019, the Company has improved the corporate governance code to conform to the Securities and Exchange Commission (SEC)'s amendment of good corporate governance in 2017 with the aim of being used as the guidelines for the Board of Directors to determine adjustment of the business according to the change in business situation and enhance competitiveness. In 2019, the pending matters are as follows:

Pending Matters	Reasons
The Company should determine the policy on the minimum quorum of the meeting. At the time of the Board of Directors' resolution, at least two-thirds of all directors shall be present.	As the Public Companies Act, Section 80, indicates that "In the Board of Directors' Meeting, at least half of all directors shall be present to make a quorum..."
The Board of Directors shall arrange the non-executive directors' meeting without the presence of the management.	The Company has arranged the non-executive directors' meeting without the presence of the management but the information has not been released and indicated in the new corporate governance manual.
The Board of Directors' meeting should be held more than 6 times a year.	In 2019, five Board of Directors' meetings were held, of which agendas effectively covered the Company's operations and performance of the committees.
The policy on CEO's short-term and long-term remuneration and performance result should be disclosed.	No disclosure has been made.

12. Corporate Social Responsibility Policy

The Company realizes the importance of sustainable business under the principles of corporate social responsibility policy. We emphasize the business operation by taking account of all stakeholders, economy, society, and environment on the basis of morals and good conducts. For this reason, the following corporate social responsibility policy has been determined:

1. Fair Business Operation

The Company operates the business with transparency and accountability. We do not have the policy to acquire any interest by employing illegal methods such as falsification of business information to win over the competitors whose business is similar to the Company's or seeking trade secret of the competitors by illegal or inappropriate means. In addition, we promote and raise awareness of our personnel at all levels to be responsible for the society and be careful with any action that may cause an infringement of intellectual property. We believe that that fair business operation will give us the following benefits:

- 1.1 We can create positive image among customers as well as building their trust in the quality of our products and services;
- 1.2 We will be financially reliable;
- 1.3 Our employees will feel honored and proud of being part of the business.

2. Anti-Corruption

The Company strives to adhere to the principles of anti-corruption by implementation of the policy and regulations on anti-corruption which have been determined and enforced on directors, executives and all employees. The objectives of the policy and regulations are that the Company will operate the business with integrity, efficiency and effectiveness to prevent, avoid or reduce the possibility and opportunity to commit any kinds of corruption. Also, we have determined the rules on dealing with suppliers or business-related parties as well as arranging whistleblowing channel. We have provided the guidelines for disclosure of the Company's anti-corruption, communication and trainings regarding the guidelines for anti-corruption to all employees through various channels so as to raise their awareness of anti-corruption and determined anti-corruption measures.

Guidelines for Performance under the Anti-Corruption Policy

1. The Company's anti-corruption measures shall be the obligations of directors, executives and employees at all levels. They shall adhere to and comply with the determined measures and shall not ignore the guidelines prescribed herein. In the event of any violation or non-compliance of the above rules which causes damage to the Company, the person committing such violation or non-compliance shall be punished in accordance with the Company work rules.
2. The Company shall provide justice and protect employees who report corruption cases in relation to the Company by implementing whistleblower or corruption reporter protection measures as indicated in the rules and regulations on whistleblowing or complaint filing of stakeholders.
3. The Company's directors, executives and employees at all levels who commit corruption shall be considered as violating the business code of conduct and are subject to disciplinary punishment as determined by the Company with the possibility to be legally punished if the actions are illegal.
4. The Company realizes the importance of sharing knowledge and understanding of compliance with this anti-corruption policy with other parties who have to work in connection with the Company or cause impacts on the Company.
5. The Company shall communicate anti-corruption policy through director orientation program, employee orientation program and seminars held within the Company on appropriate occasions to encourage employees to work with integrity, be responsible for their duties and to ensure that the business is operated under corporate code of conduct.
6. The Company determines that directors, executives and employees at all levels shall report any actions which is against or may be against the principles given in the anti-corruption manual.
7. The Company shall establish whistleblowing channels for the third party and stakeholders of the Company.

3. Respect for Human Rights

The Company has the policy to support and respect human rights by treating related stakeholders including employees, communities and societies with respect for their human dignity on the basis of equality and freedom. The Company shall not violate basic rights or discriminate in terms of race, nationality, religion, language, skin color, sex, age, education, physical condition, or social status. Moreover, the Company shall ensure that its business shall not involve in any activities that violate the human rights such as child labor and sexual harassment. The Company shall promote and monitor the compliance of human right regulations in the Company and encourage partners, suppliers and all stakeholders to comply with international human right principles. The Company shall arrange whistleblowing channels and protect the right of the victims of violations caused by the Company's business operation by offering compensation not less than the amount specified by the applicable law.

4. Fair Treatment of Labor

The Company realizes the importance of human resources development and fair treatment of labor which are key factors for adding value to the business and enhancing competitiveness and sustainable growth of the Company. Therefore, the Company has determined the following policy and guidelines:

- 4.1 Respect the rights of all employees in accordance with the human rights and comply with the labor law;
- 4.2 Arrange recruitment process, employment condition and consideration of performance and achievement under fair assessment system, fair determination of remuneration and consideration of annual bonus, allowance and overtime pay to all employees;
- 4.3 Encourage personnel development by arranging in-house trainings and assigning personnel to attend external seminars/trainings on regular basis to improve their work competence;
- 4.4 Provide employees with benefits as required by the law such as social security and other welfares beyond the legal requirements such as health insurance;
- 4.5 Provide annual medical checkup to personnel at all levels by taking account of the risk factors according to age, sex and work environment of each person;
- 4.6 Ensure safe and healthy environment for all employees by implementing incident preventive measures and raise employee awareness of safety, arranging trainings, promoting good health of employees, and taking care of hygienic and safe condition of the workplace;
- 4.7 Give an opportunity to all employees to express their opinions and file complaints about unfair or incorrect actions in the Company as well as protecting whistleblowers.

5. Responsibility towards Customers

The Company aims at creating, presenting and managing its products and services to customers with reliable standards and ethics under the following principles:

- 5.1 Strive to procure and develop the products and services to meet customer needs;
- 5.2 Treat customers fairly in terms of products and services without discrimination and disclosure of customer information obtained during business transactions;
- 5.3 Provide correct and sufficient information about the products and services to support customer decision-making without exaggerate advertisements or other communication channels with customers;
- 5.4 Establish procedure for customers to report problems or inappropriate service provision so that the Company can prevent problems and use such information to improve or develop products and services in the future.

6. Environmental Conservation

The Company gives importance on environmental conservation and operates the business without effects on the environment as follows:

- 6.1 Conduct business by taking account of the environment and strictly comply with environmental law and regulations concerning currently in effect;
- 6.2 Have the clear policy on Corporate Social Responsibility (CSR) and strictly comply with the policy;
- 6.3 Encourage employees to have awareness and responsibility for the environment and society;
- 6.4 Promptly and effectively respond to the incidents that affect the environment as a result of the Company's operation by providing full collaboration with the government authorities and related agencies.

7. Collaborative Community and Social Development

The Company realizes the importance of responsibility towards the community and society. Therefore, we have the policy on social assistance and development as follows:

- 7.1 The Company gives an opportunity to the community and related persons to express their opinions about possible effects on the community as well as opinions and complaints against the Company's operation.
- 7.2 The Company collaborates in operating according to international standards or agreements executed to prevent or reduce environmental effects.
- 7.3 The Company emphasizes prompt, effective response to any incidents which affect the community, society and environment due to the Company's business operation.
- 7.4 The Company encourages employees to have awareness of community and social development.

In the past years, the Company has prioritized continuous social and community development as an organization in the society, especially in business-related projects, by employing potentials and abilities which align with the corporate business nature to support economic, social and community activities as follows:

Supporting people who want to the Bangkok International Motor Show

The company support people who interested in motor vehicles and construction design such as the students from Yaowawit School in Phang Nga, who are the tsunami victims, and the elderly people from Kluay Nam Thai Hospital to have an automotive experience in the Bangkok International Motor Show with free of charge.





The company has sponsored and promoted education for son and daughter of photographer from the Press Association of Thailand amount of 300,000 Baht.



Grand Prix Charity Rally

The Company organized charity rally 2020 from 30 November - 1 December 2019 on Bangkok – Nakhon Nayok – PrachinBuri route to raise funds for providing scholarship and education equipment such as shoes, socks and school bags amounting to 15,000 Baht to Wat Noen Mai Hom School in Prachin Buri Province.



The company supports the charity run event “100 Ultra Pack Run Thailand” By donating equipment and necessary items. And also donated a portion income of the event for the “FOUNDATION FOR THE BLIND IN THAILAND” under the Royal patronage of H.M. the Queen. To help and support the visually impaired.



13. Internal Controls and Risk Management

The Company underlines the importance of a well-organized internal control system and compliance with the good corporate governance for ensuring the safe and soundness of the company's operation for the best benefit to shareholders, employees, partners, community and every concerned sector. The Company's audit committee consists of 3 directors who are responsible for monitoring efficiency and effectiveness of the Company's internal audit system as well as ensuring the Company's operations align to laws and regulations of the SEC and SET.

The Board approved the assessment of the internal control system complying with 5 components of The Committee of Sponsoring Organizations of the Treadway Commission (COSO) as follows;

1. Control Environment

We support an efficient and effective internal control environment. The management structure is established, with broad oversight, structures, reporting lines and appropriate authorities and responsibilities in the pursuit of objectives. Each executive is independent to approve and improve policy to be in line with the internal and external changes. We also emphasize human resource provision and administration in alignment with the standards and culture.

2. Risk Management

We are ready to encounter with any changes that affect the Company's businesses and enable assessment of related risks and analyze risks to determine how the risks should be managed. We also identify and assess changes that could impact the system of internal control;

3. Control Activities

- We develop control activities that help mitigate risks to the achievement of objectives in an acceptable level;
- We select and develop general control activities over technology to support the achievement of the objectives;
- We deploy control activities through policies that establish what is expected and procedures that put policies into action.

4. Information & Communication

- We obtain and use relevant and quality information to support the functioning of internal control;
- We internally communicate information, including objectives and responsibilities for internal control, necessary to support the functioning of internal control;
- We communicate with external parties regarding matters affecting the functioning of internal control.

5. Monitoring Activities

We perform monitoring activities in the executive and operating levels, by chiefs and executives of each line to ascertain whether the components of internal control are present and functioning. The results of monitoring activities are reported to the Board of Directors, the Audit Committee, the Chief Executive Officer and the executive directors regularly.

14. Related Party Transactions

1. Transactions Which the Company Accepted and Provident Service

Person/juristic person with joint benefits	Relationship	Type of mutual transaction	Value of mutual transaction (Baht) Year 2019	Opinion on connected transaction
1. Blue Diamond Golf and Water Sport Club Co., Ltd.	- Common director/ shareholder	- Service Charge - Other Incomes - Service Cost - Cost of Sales	1,121,090.60 607,000.00 3,819,741.97 170,000.00	Market Price
2. Yachiyoda Allow Wheel Co., Ltd.	- Common director/ shareholder	- Service Charge - Other Incomes - Service Cost - Cost of Sales	- - - -	Market Price
2. GPI Myanmar Co., Ltd.	- Subsidiary and Common director/ shareholder	- Service Charge - Other Incomes - Service Cost - Cost of Sales	- - - -	Market Price

Accounts Receivable at December 2019

(Unit : Baht)

Person/juristic person with joint benefits	Blue Diamond Golf and Water Sport Club Co., Ltd.	Yachiyoda Allow Wheel Co., Ltd.	GPI Myanmar Co., Ltd.
- Trade Accounts Receivable	57,331.67	-	-
- Other Receivable	1,186,360.71	-	3,465,702.28

2. Necessity and Reasonableness of Mutual Transactions

Such mutual transactions between the Company and corporate or person may be occurred significant conflict, which are revenue from providing exhibit space, printing service, consulting and management fee. Those mutual transactions are considered by audit committee according to the above table and commented those related party transactions are fair market price, reasonable condition of transactions and appropriateness for the maximum benefits of the Company.

3. Measures or Procedure for the Approval of Mutual Transactions

Measures or procedure for the approval of mutual transactions of the Company has been regulated for mutual transactions of persons who may have conflict of interests and transparency to keep the benefit of the Company. The Company has conformed to the law regarding securities and securities exchange, and the regulations, announcements, orders or rules of the Stock Exchange of Thailand that involved with mutual transactions also director committees, management committees or stakeholders can't attend the approving mutual transactions meeting. In case, the regulation defined that it has to approve from the Company board's meeting. The Company would set audit committee to consider and comment about the necessary and appropriate those transactions. General trade term condition transaction and uncommon trade term condition transaction have principles as follows;

General Trade Term Condition Transaction

As general trade condition mutual transaction has been considered and commented by audit committee before presenting to board committee for approving in principles then management committee approved those transactions. If the transaction has similarly trade term with person of ordinary prudence in general party agreement with bargaining power without position of management committee or related person.

Furthermore, the Company provided summary of transactions for presenting to audit and board committee's meeting quarterly.

Uncommon Trade Term Condition Transaction

uncommon trade condition transaction generally has been considered and commented by audit committee before presenting to board committee and/or shareholders' meeting for approving as follow to the law regarding securities and securities exchange, and the regulations, announcements, orders or rules of the Stock Exchange of Thailand that involved with mutual transactions.

If the Company sell advertisement or transactions with corporate/person that may occurred conflict of interests. The Company would define reasonably revenue contribution and provide summary of these transactions to audit and board committee quarterly.

However, if audit committee are not professional in considering of mutual transactions that may be occurred, The Company will arrange a professional person who is independent advisor such as financial advisor, Independent expert and asset appraiser. The comment from audit committee or professional person is used for assembling to make decision of board committee or shareholders therefore to assure the transaction is not a benefit transferring to the Company or shareholders but the transactions are appropriateness for the maximum benefits of every shareholders. The Company disclosed mutual transactions in annual report and notes to financial statement, which are reviewed or audited from the Company's auditor.

4. Tendency or Policy for Mutual Transactions in the Future

In the future, the Company will proceed the mutual transactions between the Company and corporate or person may be occurred significant conflict due to these mutual transactions are necessary and caused the benefits to the Company. Tendency of the mutual transactions in the future are as follows;

- 1) Normal business transactions such as providing exhibit space and advertising services these are normal business practices in general. Moreover, price and trade conditions depend on market trade conditions. The Company expects that those transactions will occur continuously.
- 2) Support normal business transactions such as utility services and purchasing advertisements these are normal support business in general. Moreover, price and trade conditions depend on market trade conditions. The Company expects that those transactions will occur continuously.
- 3) Assets or services transactions such as buying or selling assets, the Company expects that those transactions will be occurred if necessary.
- 4) The Company would not provide financing for any major shareholders, committees or related company. The Company would provide financing to subsidiaries or associated company depend on shares proportion (if any) then the Company considers the interest rate in the period and analyses the reasonable interest rate according to the risk of loaners.

After the Company's first initial public offering, the Company has practiced strictly to the law regarding securities and securities exchange, and the regulations, announcements, orders or rules of the Stock Exchange of Thailand and measures or procedure that involved with mutual transactions.

15. Management Discussion and Analysis for the Year Ended December 31, 2019

Business Overview

Grand Prix International Public Company Limited (the “Company” or “GPI”) involves in exhibition and marketing event business and publishing and digital media related in automotive industry and printing business. The Company’s revenue is mainly from The Bangkok International Motor Show, which is held annually in March and April.

Performance Summary

Performance summary for the year ended 2019 and 2018 as follow:

Income Statement (Million Baht)	2019	2018	% change YoY
Revenue from Sales & Service	719.33	731.65	-1.68%
Gross Profit	288.65	336.28	-14.16%
Gross Profit margin (%)	40.13%	45.96%	
SG & A	172.31	180.72	-4.65%
Comprehensive income(loss) for the period	107.89	131.52	-17.97%
Net profit margin (%)	15%	17.98%	

Revenue from Sales & Service

In the year consolidated financial statement ended on December 31, 2019, the company has revenue from sales and service of 719.33 million Baht, which decreased by 1.68% YoY. The revenue was mainly from Exhibition and event organizing business. Therefore, the decrease in income from event organizing has affected the financial statement of the company.

Gross Profit (Loss)

In the year consolidated financial statement ended on December 31, 2019, the Company has gross profit of 288.65 million Baht, which decreased by 14.16% and gross profit margin of 40.13% YoY due to the increasing in space service fee in The 40th Bangkok International Motor Show and loss in The 1st Yangon International Motor Show in Myanmar.

The Company has its revenue into each of business units as follows:

Business	Million Baht		% Change YoY
	2019	2018	
1. Exhibition and Event Organizing	617.53	628.86	-1.80%
2. Print and Digital media	49.92	50.83	-1.79%
3. Printing	51.88	51.96	-0.16%
Revenue from Sales and Service	719.33	731.65	-1.68%

Exhibitions and Event Organizing Business

In the year consolidated financial statement ended on December 31, 2019, revenue from sales and services of Exhibition and Event Organizing business decreased by 1.8% YoY due to fewer exhibitions and event organizing in the year 2019 resulting in less income for this department.

Print and Digital Media Business

In the year consolidated financial statement ended on December 31, 2019, revenue from sales and service of Printing and New media business slightly decreased by 1.79% YoY mainly due to lower demand in print advertising industry but the Company can also increase the other revenue such as website and social media platform via internet.

Printing Business

In the year consolidated financial statement ended on December 31, 2019, revenue from sale and services of printing also slightly decreased by 0.16% YoY.

Selling and Administration Expense (SG&A)

In the year consolidated financial statement ended on December 31, 2019, selling and administration expense was 172.31 Million Baht decreased by 4.65% YoY.

Comprehensive income (loss) for the period

The Company has Comprehensive income (loss) for the year consolidated financial statement ended on December 31, 2019 of 107.89 million Baht, which net profit margin was 15.00% to total revenue and decreased by 17.97% YoY.

Financial Structure

Financial Structure (Million Baht)	2019	2018	% Change YoY
Total Asset	976.81	1,001.16	-2.43
Total Liabilities	199.50	217.73	-8.37
Total Shareholder's Equity	777.31	783.43	-0.78

Asset

Asset in the year consolidated financial statement ended on December 31, 2019 was 976.81 million Baht, which decreased by 2.43% compare to the previous year due to the decreased of current asset, cash and cash equivalents to buy an asset and dividend payment.

Liabilities

Liabilities in the year consolidated financial statement ended on December 31, 2019 was 199.50 million Baht, which decreased by 8.37% compare to previous year due to the decreased of trade and other current come tax payable.

Shareholder's Equity

Shareholder's equity in the year consolidated financial statement ended on December 31, 2019 was 777.31 million Baht, which decreased by 0.78% due to the decreased of inappropriate retain earning.



16. Independent Auditor's Report

To The Shareholders' of Grand Prix International Public Company Limited

Opinion

I have audited the accompanying consolidated and separate financial statements of Grand Prix International Public Company Limited and subsidiaries (the Group) and of Grand Prix International Public Company Limited which comprise the consolidated and separate statements of financial position as at December 31, 2019, and the consolidated and separate statements of comprehensive income, consolidated and separate statements of changes in shareholders' equity and consolidated and separate statements of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the financial position of Grand Prix International Public Company Limited and subsidiaries and of Grand Prix International Public Company Limited as at December 31, 2019, and their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. 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 in accordance with the Federation of Accounting Professions' Code of Ethics for Professional Accountants together with the ethical requirements that are 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.

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.

Key Audit Matters and Significant

Revenue from Services Recognition. Auditing Procedures are as Follows. (Consolidated Financial Statements)

Since the Company has revenues from various main business operations such as revenues from sales and services as stated in note to financial statements no.3.1 which may cause errors in revenue recognition. Revenue from services are main revenues recognized in different methods which may have risks in obtaining incorrect information for revenue recognition. I, therefore, have considered such matter as key audit matter

Risk Response

I have audited revenue from services recognition of the Company by

- To assess and test information technology system and internal control relating to revenues cycle by inquiring person in charge, understanding and sampling test whether the operation is compliance with internal control system.

- To audit by sampling contract and supporting document during the period and period before the end of reporting period in order to the audit the existence and accuracy whether recording is in conformity with revenues recognition policy.
- To review credit note issued by the Company after reporting period.
- To make analytical review in each revenues account for auditing unusual transaction throughout the period especially posting by journal voucher.
- To audit supporting document relating to credit note approved by authorized officer by sampling and test the accuracy of calculation.

Other Information

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

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

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

If, based on the work I have performed on the other information that I obtained prior to the date of this auditor's report, I conclude that there is a material misstatement of this other information, I am required to report that fact. I have nothing to report in this regard.

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

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 or to cease operations, or has no realistic alternative but to do so.

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

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

My objectives are to obtain reasonable assurance about whether the consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing 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 Thai Standards on Auditing, 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 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 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.

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.

D I A International Audit Co., Ltd.



(Ms. Suphaphorn Mangjit)

C.P.A. (Thailand)

Registration No. 8125

February 18, 2020

17. Financial Statement

Grand Prix International Public Company Limited and Subsidiaries

Statements of financial position

As at December 31, 2019

(Unit: Baht)

Assets	Notes	Consolidated financial statements		Separate financial statements	
		2019	2018	2019	2018
Current assets					
Cash and cash equivalents	4	147,582,925.18	271,015,222.40	146,737,504.96	267,394,004.38
Current investments	5	357,201,913.58	366,893,760.35	357,201,913.58	366,893,760.35
Trade accounts receivable and other current receivables	6	43,162,643.45	83,030,464.47	45,528,891.20	82,460,028.57
Short-term loan to subsidiary	7	-	-	-	2,630,771.06
Inventories	8	7,809,497.02	10,255,687.20	7,809,497.02	10,255,687.20
Total current assets		<u>555,756,979.23</u>	<u>731,195,134.42</u>	<u>557,277,806.76</u>	<u>729,634,251.56</u>
Non-Current Assets					
Restricted bank deposit	9	323,300.00	323,300.00	323,300.00	323,300.00
Investment in a subsidiary	10	-	-	1,602,500.00	1,602,500.00
Other long-term investment	11	187,292,014.11	91,000,000.00	187,292,014.11	91,000,000.00
Long-term loan to related persons	12	508,308.00	400,794.00	508,308.00	400,794.00
Investment property	13	32,239,860.10	32,239,860.10	32,239,860.10	32,239,860.10
Property, plant and equipment	14	184,484,774.16	132,577,836.30	184,480,956.63	132,577,836.30
Intangible assets	15	8,877,779.41	4,429,243.06	8,877,779.41	4,429,243.06
Deferred tax assets	16.1	4,366,431.00	5,304,547.14	4,366,431.00	5,304,547.14
Other non-current assets		2,962,590.19	3,691,706.76	2,962,590.19	3,691,706.75
Total non-current assets		<u>421,055,056.97</u>	<u>269,967,287.36</u>	<u>422,653,739.44</u>	<u>271,569,787.35</u>
Total assets		<u><u>976,812,036.20</u></u>	<u><u>1,001,162,421.78</u></u>	<u><u>979,931,546.20</u></u>	<u><u>1,001,204,038.91</u></u>

The notes to the interim financial statement are an integral part of this interim financial statement.

Grand Prix International Public Company Limited and Subsidiaries

Statements of financial position (Cont.)

As at December 31, 2019

(Unit: Baht)

	Notes	Consolidated financial statements		Separate financial statements	
		2019	2018	2019	2018
Liabilities and shareholders' equity					
Current liabilities					
Trade accounts payable and					
other current payables	17	31,014,565.41	35,837,252.58	29,854,021.21	35,458,047.89
Unearned revenues	18	141,223,453.41	146,060,404.67	138,470,911.59	143,818,587.20
Other payables - Common shares	25.3 e	-	-	-	1,602,500.00
Accrued income tax		2,282,300.36	10,761,223.57	2,282,300.36	10,761,223.57
Total current liabilities		<u>174,520,319.18</u>	<u>192,658,880.82</u>	<u>170,607,233.16</u>	<u>191,640,358.66</u>
Non current liabilities					
Non-current provisions for employee benefits	19.1	24,977,321.46	25,074,661.06	24,977,321.46	25,074,661.06
Total non-current liabilities		<u>24,977,321.46</u>	<u>25,074,661.06</u>	<u>24,977,321.46</u>	<u>25,074,661.06</u>
Total liabilities		<u>199,497,640.64</u>	<u>217,733,541.88</u>	<u>195,584,554.62</u>	<u>216,715,019.72</u>
Shareholders' equity					
Share capital					
Authorized share capital					
600,000,000 common shares of Baht 0.50 each,		<u>300,000,000.00</u>	<u>300,000,000.00</u>	<u>300,000,000.00</u>	<u>300,000,000.00</u>
Issued and paid-up share capital					
600,000,000 common shares of Baht 0.50 each,		300,000,000.00	300,000,000.00	300,000,000.00	300,000,000.00
Premium on share-based payment		110,561,100.00	110,561,100.00	110,561,100.00	110,561,100.00
Share premium		285,434,649.17	285,434,649.17	285,434,649.17	285,434,649.17
Retained earnings (Deficits)					
Appropriated					
Legal reserve	20	30,000,000.00	30,000,000.00	30,000,000.00	30,000,000.00
Unappropriated		51,297,178.66	57,427,110.81	58,351,242.41	58,493,270.02
Other components of equity		21,467.73	6,019.92	-	-
Total shareholders' equity		<u>777,314,395.56</u>	<u>783,428,879.90</u>	<u>784,346,991.58</u>	<u>784,489,019.19</u>
Total liabilities and shareholders' equity		<u>976,812,036.20</u>	<u>1,001,162,421.78</u>	<u>979,931,546.20</u>	<u>1,001,204,038.91</u>

Grand Prix International Public Company Limited and Subsidiaries
Statements of comprehensive income
For the year ended December 31, 2019

		(Unit: Baht)			
		Consolidated financial statements		Separate financial statements	
	Notes	2019	2018	2019	2018
Revenues from sales and services		719,331,900.38	731,646,751.80	711,303,867.86	731,646,751.80
Cost of sales and services		(430,680,567.28)	(395,364,556.60)	(419,110,107.47)	(395,364,556.60)
Gross Profit		288,651,333.10	336,282,195.20	292,193,760.39	336,282,195.20
Other income		14,555,044.99	12,721,143.71	15,267,082.94	12,726,852.82
Distribution cost		(49,610,132.72)	(45,429,924.64)	(48,612,531.77)	(44,703,233.76)
Administrative expenses		(122,701,053.17)	(135,292,696.75)	(121,965,214.82)	(134,958,937.53)
Finance costs		-	(203,662.13)	-	(203,662.13)
Profit before income tax expense		130,895,192.20	168,077,055.39	136,883,096.74	169,143,214.60
Income tax expense	16.3	(28,179,030.55)	(36,564,169.03)	(28,179,030.55)	(36,564,169.03)
Profit for the year		102,716,161.65	131,512,886.36	108,704,066.19	132,579,045.57
Other comprehensive income					
Components of other comprehensive income that will be reclassified to profit or loss : -					
Exchange difference on translation financial statement		15,447.81	6,019.92	-	-
Other comprehensive income(loss)-net of income tax		15,447.81	6,019.92	-	-
Components of other comprehensive income that will not be reclassified to profit or loss : -					
Gains on remeasurements of defined benefit plans	19.3	6,442,359.00	-	6,442,359.00	-
Income tax on components of other comprehensive income	16.4	(1,288,471.80)	-	(1,288,471.80)	-
Other comprehensive income(loss)-net of income tax		5,153,887.20	-	5,153,887.20	-
Total comprehensive income(loss) for the year		107,885,496.66	131,518,906.28	113,857,953.39	132,579,045.57
Profit attributable to :					
Owners of the company		102,716,161.65	131,512,886.36	108,704,066.19	132,579,045.57
Non-controlling interests		-	-	-	-
Total comprehensive income attributable to :					
Owners of the company		107,885,496.66	131,518,906.28	113,857,953.39	132,579,045.57
Non-controlling interests		-	-	-	-
Earnings per share					
Basic earnings per share		0.17	0.22	0.18	0.22
Weighted average number of common shares (Unit : Shares)		600,000,000	600,000,000	600,000,000	600,000,000

The notes to the interim financial statement are an integral part of this interim financial statement.

Grand Prix International Public Company Limited and Subsidiaries

Statements of changes in shareholders' equity

For the year ended December 31, 2019

(Unit:Baht)

Notes	Consolidated financial statements						Total shareholders equity
	Issued and paid-up share capital	Share premium	Premium on share-based payment	Retained Earnings		Other components of equity	
				Appropriated	Unappropriated		
Balance as at January 1, 2018	300,000,000.00	285,434,649.17	110,561,100.00	30,000,000.00	15,913,624.45		741,909,373.62
Dividend					(89,999,400.00)		(89,999,400.00)
Profit for the year					131,512,886.36		131,512,886.36
Other comprehensive expense for the year					-	6,019.92	6,019.92
Balance as at December 31, 2018	300,000,000.00	285,434,649.17	110,561,100.00	30,000,000.00	57,427,110.81	6,019.92	783,428,879.90
Dividend					(113,999,981.00)		(113,999,981.00)
Profit for the year					102,716,161.65		102,716,161.65
Other comprehensive expense for the year					5,153,887.20	15,447.81	5,169,335.01
Balance as at December 31, 2019	300,000,000.00	285,434,649.17	110,561,100.00	30,000,000.00	51,297,178.66	21,467.73	777,314,395.56

The notes to the interim financial statement are an integral part of this interim financial statement.

Grand Prix International Public Company Limited and Subsidiaries

Statements of changes in shareholders' equity

For the year ended December 31, 2019

Separate financial statements							(Unit:Baht)
Notes	Issued and paid-up share capital	Share premium	Premium on share-based payment	Retained Earnings		Total	
				Appropriated	Unappropriated		
21.2	300,000,000.00	285,434,649.17	110,561,100.00	30,000,000.00	15,913,624.45	741,909,373.62	
					(89,999,400.00)	(89,999,400.00)	
					132,579,045.57	132,579,045.57	
					-	-	
21.1	300,000,000.00	285,434,649.17	110,561,100.00	30,000,000.00	58,493,270.02	784,489,019.19	
					(113,999,981.00)	(113,999,981.00)	
					108,704,066.19	108,704,066.19	
					5,153,887.20	5,153,887.20	
	300,000,000.00	285,434,649.17	110,561,100.00	30,000,000.00	58,351,242.41	784,346,991.58	

The notes to the interim financial statement are an integral part of this interim financial statement.

Grand Prix International Public Company Limited and Subsidiaries

Statements of cashflows

For the year ended December 31, 2019

(Unit:Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Cash flows from operating activities				
Profit for the year	102,716,161.65	131,512,886.36	108,704,066.19	132,579,045.57
Adjustment for :				
Loss from changing in value of cash and cash equivalents	416,579.81	64,750.78	416,579.81	64,750.78
Unrealized loss from charging in value of current investments	-	406,015.70	-	406,015.70
Bad debt	877,951.89	101,775.57	877,951.89	101,775.57
Doubtful accounts	-	15,979,551.90	-	15,979,551.90
(Reversal) of allowance for doubtful accounts	(8,034,552.39)	(1,477,789.71)	(8,034,552.39)	(1,477,789.71)
(Revesal) of provisions for goods returned	249,086.01	(424,930.14)	249,086.01	(424,930.14)
Loss from devaluation of inventories	159,457.32	946,111.48	159,457.32	946,111.48
Loss from impairment of investment	3,358,826.87	-	3,358,826.87	-
Depreciation/Amortization	16,460,746.00	13,614,729.33	16,459,857.18	13,614,729.33
Loss from sales of property, plant and equipment	48,871.00	1,618,917.29	48,871.00	1,618,917.29
Amortization of prepaid rental	999,243.75	632,813.40	999,243.75	632,813.40
Loss from sales of other non-current assets	3,190.27	15,000.00	3,190.27	15,000.00
(Reversal) of impairment of other non-current assets	5,678.53	(120,129.22)	5,678.53	(120,129.22)
Estimation of employee benefits expenses	6,849,884.05	2,866,164.00	6,849,884.05	2,866,164.00
Interest expenses	-	203,662.13	-	203,662.13
Income tax expense	28,179,030.55	36,564,169.03	28,179,030.55	36,564,169.03
	152,290,155.31	202,503,697.90	158,277,171.03	203,569,857.11
Changes in operating assets and liabilities				
Trade and other current receivables (Increase) Decrease	46,775,335.51	64,483,805.01	46,469,422.92	65,054,240.91
Inventory (Increase) Decrease	2,286,732.86	(5,291,062.55)	2,286,732.86	(5,291,062.55)
Restricted bank deposit (Increase) Decrease	-	5,100,000.00	-	5,100,000.00
Other non-current assets (Increase) Decrease	(278,995.99)	(6,874,523.97)	(278,995.99)	(6,874,523.97)
Trade and other current payables Increase (Decrease)	(7,370,698.01)	(21,864,324.94)	(8,152,037.52)	(22,243,529.62)
Unearned revenues Increase (Decrease)	(4,836,951.26)	(110,578,970.10)	(5,347,675.61)	(112,820,787.57)
Estimation of employee benefits expenses Increase (Decrease)	(504,864.65)	-	(504,864.65)	-
Cash generated from operating activities	188,360,713.77	127,478,621.35	192,749,753.04	126,494,194.31
Interest paid	-	(203,662.13)	-	(203,662.13)
Income tax paid	(37,008,309.42)	(35,011,405.11)	(37,008,309.42)	(35,011,405.11)
Net cash from operating activities	151,352,404.35	92,263,554.11	155,741,443.62	91,279,127.07

Grand Prix International Public Company Limited and Subsidiaries
Statements of cashflows (Cont.)
For the year ended December 31, 2019

(Unit:Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Cash Flows from investing activities :				
Cash repayment for current investments	9,691,846.77	(37,140,096.13)	9,691,846.77	(37,140,096.13)
Cash (paid) for purchase of investment in a subsidiary	-	-	(1,602,500.00)	-
Cash (paid) for short-term loans to a subsidiary	-	-	-	(5,000,000.00)
Cash repayment from short-term loans to a subsidiary	-	-	-	2,369,228.94
Cash (paid) for other long-term investment	(99,650,840.98)	(91,000,000.00)	(99,650,840.98)	(91,000,000.00)
Cash (paid) for from long-term loans to related person	(600,000.00)	(531,650.00)	(600,000.00)	(531,650.00)
Cash repayment from long-term loans to related person	492,486.00	486,449.00	492,486.00	486,449.00
Cash received from sale of property, plant and equipment	-	2,436,925.94	-	2,436,925.94
Cash paid for sale of property, plant and equipment	(63,780,547.36)	(17,739,463.70)	(63,775,841.02)	(17,739,463.70)
Cash paid for purchase of intangible assets	(6,536,533.00)	(910,000.00)	(6,536,533.00)	(910,000.00)
Net cash provided by (used in) investing activities	(160,383,588.57)	(144,397,834.89)	(161,981,382.23)	(147,028,605.95)
Cash flows from financing activities :				
Cash repayment for liabilities under finance lease contract	-	(780,934.80)	-	(780,934.80)
Paid dividend	(113,999,981.00)	(89,999,400.00)	(113,999,981.00)	(89,999,400.00)
Net cash used in financing activities	(113,999,981.00)	(90,780,334.80)	(113,999,981.00)	(90,780,334.80)
Differences on translating financial statements Increase	15,447.8	6,019.92	-	-
Net increase (decrease) in cash and cash equivalents	(123,015,717.41)	(142,908,595.66)	(120,239,919.61)	(146,529,813.68)
Cash and cash equivalents as at the beginning of the year	271,015,222.40	413,988,568.84	267,394,004.38	413,988,568.84
Adjustment effect of exchange rate	(416,579.81)	(64,750.78)	(416,579.81)	(64,750.78)
Cash and cash equivalents as at the end of the year	147,582,925.18	271,015,222.40	146,737,504.96	267,394,004.38

Additional information disclosure relating to cash flows stated in note 26.

The notes to the interim financial statement are an integral part of this interim financial statement.

Grand Prix International Public Company Limited and Subsidiaries

Notes to the financial statements

For the year ended December 31, 2019

1. General Information

Registration :

Grand Prix International Public Company Limited (“the Company”) is a juristic person which incorporated in Thailand on April 30, 1982. The Company was listed in the Stock of Exchange of Thailand on December 1, 2017.

Place of business :

Head office is located at No. 4/299, Moo 5, Soi Ladplakhao 66, Ladplakhao Road, Kwang Anusawari, Khet Bangkhen, Bangkok.

Branch office 1 is located at No. 4/137, Moo 5, Soi Ladplakhao 66, Ladplakhao Road, Kwang Anusawari, Khet Bangkhen, Bangkok.

Branch office 2 is located at No. 4/309, Moo 5, Soi Ladplakhao 66, Ladplakhao Road, Kwang Anusawari, Khet Bangkhen, Bangkok.

Branch office 3 is located at No. 4/133, Moo 5, Soi Ladplakhao 66, Ladplakhao Road, Kwang Anusawari, Khet Bangkhen, Bangkok.

Branch office 4 is located at No. 69, Moo 2, Tambon Bueng Sal, Amphur Ongkharak, Nakhon Nayok Province.

Major Business :

1. Providing space for car motor show exhibition and automotive related products and amarketing promotion services (Events)
2. Advertising media in printing, television and website
3. Production and distribution of books
4. Printing services

The major shareholders : Eamlumnow group by shareholding 60.65% (As at December 31, 2018 : 60.85%)

2. Basis of Preparation of the Financial Statements

2.1 Statement of compliance

The Group’s financial statements have been prepared in accordance with Thai Financial Reporting Standards (TFRS); guidelines promulgated by the Federation of Accounting Professional (“FAP”), and the Regulation of The Stock Exchange of Thailand (SET) dated 2 October 2017, regarding the preparation and submission of financial statements and reports for the financial position and financial performance of the listed companies B.E. 2560. The format of presentation of the financial statements in accordance with the Notification of the Department of Business Development regarding “The Brief Particulars in the Financial Statements (No.2) B.E. 2559” dated 11 October 2016.

2.2 Consolidated financial statements preparation basis

- a) These consolidated financial statements have been prepared by include the financial statements of Grand Prix International Public Company Limited and Subsidiaries by established in the Republic of the Union of Myanmar which Grand Prix International Public Company Limited have control over monetary policy And all operations as follows

<u>Company Name</u>	<u>Business Type</u>	<u>Percentage of shareholding</u>
		2019
GPI Myanmar Co., Ltd.	Providing space for car motor show exhibition and automotive related products	100

- b) Subsidiaries are fully consolidated as from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the effective date when such control ceases.
- c) The financial statements of subsidiaries are prepared using the same significant accounting policies as the Company.
- d) Material balances and transactions between the Company and its subsidiaries have been eliminated from the consolidated financial statements.
- e) Non-controlling interests is the amount of any gain or loss and the net assets of a subsidiary that is not held by the Company and is presented separately in the consolidated income statement and in the shareholders' equity in the consolidated statement of financial position.

2.3 Basis of measurement

The financial statements have been prepared on the historical cost basis unless otherwise stated.

2.4 Functional and presentation currency

The financial statements are prepared and presented in Thai Baht, which is the Company's functional currency. All financial information presented in Thai Baht has been the unless otherwise stated.

2.5 Use of judgments and estimates

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

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

A. Assumptions and estimation uncertainties

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

Note 6	Allowance for doubtful account
Note 8	Allowance for devaluation of inventories
Note 14, 15	Assumptions for future cash flow projections
Note 14	Estimation of useful life and residual values of buildings and equipment
Note 15	Estimation of useful life and residual value of intangible assets Under license agreement and other intangible assets.
Note 16	Deferred tax assets
Note 19	Non-current provisions for employee benefits
Note 27	Provision and contingent liabilities

2.6 Measurement of fair values

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

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

The valuation team regularly reviews significant unobservable inputs and valuation adjustments. If third party information,

such as broker quotes or pricing services, is used to measure fair values, then the valuation team assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of TFRS, including the level in the fair value hierarchy in which such valuations should be classified.

Significant valuation issues are reported to the Company and subsidiaries Audit Committee. When measuring the fair value of an asset or a liability, the Company and subsidiaries uses market observable data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1 : quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
- Level 2 : inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 : inputs are unobservable inputs for the asset or liability.

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

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

- Note 11 Other long-term investments
- Note 19 Non-current provisions for employee benefits
- Note 33 Financial instruments

2.7 New financial reporting standards

A. Financial reporting standards that become effective in the current period

During the period, the Company have adopted a number of revised financial reporting standards and interpretations (revised 2018) which are effective for the financial statements for the period beginning on or after January 1, 2019. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes and clarifications directed towards disclosures in the notes to financial statements. The adoption of those financial reporting standards does not have any significant impacts on the Company financial statements. However, new financial reporting standard has changed key principle as follows.

The management of the Company is currently evaluating the impact on the financial statements from these financial reporting standards which will become effective in the future.

B. Financial reporting standards that will become effective in the future

New and revised TFRS, which are relevant to the Company's operations, expected to have material impact on the financial statements when initially adopted, and will become effective for the financial statements in annual reporting periods beginning on or after 1 January 2020, are as follows:

TFRS	Topic
TFRS 7*	Financial Instruments: Disclosures
TFRS 9*	Financial Instruments
TFRS 16*	Leases
TAS 32*	Financial Instruments: Presentation
TFRIC 16*	Hedges of a Net Investment in a Foreign Operation
TFRIC 19*	Extinguishing Financial Liabilities with Equity Instruments

*TFRS - Financial instruments standards

(a) TFRS - Financial instruments standards

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. When these TFRS are effective, some accounting standards, interpretations and guidance which are currently effective will be cancelled.

Management has considered the potential impact of adopting and initially applying TFRS-Financial instruments standards on the financial statements and found that there is no material impact on the financial statements in the period of initial application.

(b) TFRS 16 Leases

TFRS 16 introduces a single lessee accounting model for lessees. A lessee recognises a right-of-use asset and a lease liability. There are recognition exemptions for short-term leases and leases of low-value items. Lessor accounting remains similar to the current standard, i.e. Lessors continue to classify leases as finance or operating leases. When this TFRS is effective, some accounting standards and interpretations which are currently effective will be cancelled.

Currently, the Company recognises payments made under operating leases and relevant lease incentives in profit or loss on a straight-line basis over the term of the lease, and recognised assets and liabilities only to the extent that there was a timing difference between actual lease payments and the expense recognised. Under TFRS 16, the Company will recognise right-of-use assets and lease liabilities for its operating leases as disclosed in Note 25.4 As a result, the nature of expenses related to those leases will be changed because the Company will recognise depreciation of right-of-use assets and interest expense on lease liabilities.

The Company plans to apply the practical expedient to grandfather the definition of a lease on transition. This means that it will apply TFRS 16 to all contracts entered into before 1 January 2020 and identified as leases in accordance with TAS 17 and TFRIC 4.

The preliminary impact assessment of initially applying TFRS 16 on the financial statements is as follows:

Statement of financial position

At January 1, 2020	(Unit: Baht)
Increase in right-of-use assets	14,846,687.92
Prepaid expenses	(1,106,110.71)
Book value of fixed assets in leased areas	(2,448,826.33)
Increase in lease liabilities	11,291,750.88

3. Significant Accounting Policies

3.1 Revenues and Expenses Recognition

- a) Revenues from providing area for showing merchandise recognized when completely rendered by using straight-line method based on length of service.
- b) Income from service activities is recognized when services are completed. Long-term activities will be recognized by the method. Percentage of work done
- c) Revenues from printed advertisement are recognized when it is released. Revenues from selling advertising on TV and Website are recognized based on the time when it is broadcasted.
- d) Income from printing services Recognize when service is completed.
- e) Revenues from selling product are recognized when the significant risks and rewards of ownership of the goods have passed to the buyer. Revenues from sales are the invoiced value, excluding value added tax, of goods supplied after deducting discounts and allowances. In case sales with condition return in the specific of time, the Company will estimate provisions for goods returned as at the end of accounting period.
- f) Revenue from other services Recognize when service is completed.
- g) Revenues from interest income are recognized according to the period of time should be received by calculating from principal and its interest rate.
- h) Other income and expenses are recognized on an accrual basis.

3.2 Cash and Cash Equivalents

Cash and cash equivalents represent cash and cash equivalents and short-term investments with high liquidity. Repayment within 3 months from the deposit date and there is no drawback.

3.3 Current investment

Current investments are investments in financial institution deposits which is due Over a period of 3 months but less than 1 year is stated at cost.

Marketable investments in debt securities held available for sales which classified as current assets and presented at fair value. Unrealized gain or less on revaluation of investments is recognized in the statement of income.

3.4 Trade accounts receivable and other current receivables

Trade accounts receivable and other receivables are stated at right to receive less allowance for doubtful accounts. Doubtful accounts are provided based on a review of each receivable at the year end. Bad debts are recognized as administrative expenses in the statement of comprehensive income.

3.5 Inventories

Inventories are stated at the lower of cost or net realizable value. Finished goods are valued at cost by specific method. Cost of raw materials and supplies are valued at cost, using the weighted average method.

The cost of goods comprises raw material cost, conversion cost by allocating fixed manufacturing expenses based on normal manufacture capacity.

3.6 Other long-term investment

Investment in subsidiary in the separate financial statements are stated at cost less provision for impairment Other long-term investments in non-marketable equity securities are stated at cost net of allowance for impairment loss (if any).

3.7 Investment property

Investment property refers to real estate held to benefit from rental income either from an increase in the value of an asset or both which present as cost less allowance for impairment (if any)

3.8 Property, plant and equipment

Assets belonging to the Company

Land is stated at cost less provision for impairment (if any).

Building and equipment are stated at cost less accumulated depreciation and provision for impairment (if any). Cost is included direct related expense incurred in bringing the assets to their present location and condition. Repairs and maintenance are recorded in the statement of comprehensive income during the accounting period as incurred. The cost of major renovation and replacement cost of property, plant and equipment according to specific period will be included in book value of assets and charged for depreciation. However, in case the replaced items were included in book value of assets will be written off.

Depreciation

Depreciation is recognized as expense in the statement of comprehensive income and calculated on a straight-line method over the estimated useful life of each assets which is separately considered for material components and the estimated useful life of the assets are as follows:

	<u>Number of year</u>
Building	20
Building improvements	3 - 20
Machinery	5, 10, 20
Tools and equipment	2 - 10
Office furniture	5, 10
Office equipment	2 - 10
Vehicle	5, 7, 10

Land and assets under construction are not depreciated.

3.9 Intangible assets

Intangible assets acquired by the Company and subsidiaries, which have definite useful life, are stated at cost less accumulated amortization and provision for impairment (if any).

Intangible assets is amortized and recorded in the statement of comprehensive income as follows:

- Computer software is amortized by using a straight-line method over the economic life of the asset since it is ready to be used within 10 years.
- Magazine copyrights is amortized according to the number of magazine as specified in the copyright agreement based on the number of magazine publishing in each of the accounting period under the period as specified in each of copyright agreement.

Intangible assets under development are not amortized.

3.10 Impairment of assets

The Company and subsidiaries has assessed the impairment of property, plant and equipment, other long-term investments, inventories (barter goods) and prepaid rental whenever events or changes indicated that the carrying amount of an asset exceed its recoverable value. The impairment loss will be recognized in the statement of comprehensive income. The Company will reverse the impairment loss whenever there is an indication that there is no longer impairment or reduction in impairment. Recoverable value of assets mean net selling price of assets or utilization value whichever is higher and will be estimated from each asset item or each asset unit generating cash flow, whichever is practical.

3.11 Long-term leases - Financial leases

The leased assets

Leases which transferring a significant portion of the risks and rewards of ownership to the Company and subsidiaries are classified as financial leases. The Company records financial leases as assets at the lower of the fair value of the leased assets or the present value of the minimum lease payments less accumulated depreciation and permanent loss on devaluation. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability according to the contracts so as to produce a constant periodic rate of interest on the remaining balance of

the liability for each period. Financial expenses will be directly recorded in the statement of comprehensive income.

Financial costs

Interest expense and similar costs are recorded in the statement of comprehensive income in the period in which they are incurred, except to the extent that they are capitalized as being directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to be prepared for its intended use or sale. The interest component of finance lease payments is recognized in the statement of comprehensive income using the effective interest rate method.

3.12 Income Tax

Income tax comprises current income tax and deferred income tax.

a. Current Income Tax

The Company and subsidiaries records the current income tax as expense for the occurring period in the statement of comprehensive income by calculating income tax as described in the Revenue Code.

b. Deferred Tax

The Company and subsidiaries records deferred tax of temporary differences between the carrying amounts of assets and liabilities as at the end of reporting period and tax base of related assets and liabilities by using enforceable tax rate as at the end of reporting period.

The Company and subsidiaries recognizes deferred tax liabilities of temporary differences liable to tax for all items. However, deferred tax assets for temporary differences used for tax deduction including unutilized tax loss in the amount probable that the Company has sufficient taxable profit to utilize such temporary difference to deduct tax and unutilized tax loss.

The Company and subsidiaries will review carrying amount of deferred tax assets at each reporting date and will reduce such carrying amount if it is probable that the Company and subsidiaries will have no sufficient future taxable profits for benefit utilization of partial or all deferred tax assets.

The Company and subsidiaries will record deferred tax directly to shareholders' equity in case income tax incurred is related to the transaction recorded directly to shareholders' equity.

3.13 Earnings per share

Basic earnings per share

Earnings per share as stated in the statement of comprehensive income is basic earnings per share. The basic earnings per share is determined by dividing net profit for the year by the weighted average number of common shares issued and paid-up.

3.14 Use of Accounting Estimates

The preparation of financial statements in conformity with Thai financial reporting standards requires management to make estimates and assumptions that may affect to amounts reported in the financial statements and notes related thereto. Subsequent actual results may differ from estimates.

3.15 Provision for liabilities

The Company and subsidiaries recognizes a provision for liabilities when an entity has a present legal or constructive obligation as a result of a past event. It is probable that an outflow of economic benefits resources will be required to settle the obligation and reliable estimate can be made of the amount of the obligation.

3.16 Employee benefit obligations

a. Provident Fund

The Company and subsidiaries has established provident fund under the defined contribution plan. The fund's assets are separated entities which are administered by the external fund manager. The Company and employees made contribution into such provident fund. The Company's contribution payments to the provident fund were recorded as expenses in the statement of comprehensive income in the incurred period.

b. Employee benefits

Post-employment benefits and other long-term employee benefits, the Company and subsidiaries has obligations in respect of the severance payments it must pay to employees upon retirement under labor law. The Company treats these severance payment obligations as the post-employment benefits. In addition, the Company provides other long-term employee benefits such as full-time working period reward. The obligation under the post-employment benefits and other long-term employee benefits are determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method. Under the new accounting policy, the Company's commitment about long-term employee benefits under the labor law were recognized in the financial statements using the Projected Unit Credit Method, in the past such benefits were recognized when paid.

3.17 Foreign currency translation

a) Functional and presentation currency

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

b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gain and loss resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss. When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. Conversely, when a gain or loss on a non-monetary item is recognized in profit and loss, any exchange component of that gain or loss is recognised in profit and loss.

c) Subsidiary

The results and financial position of subsidiary (which is not the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

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

3.18 Foreign Currency Transactions

Transactions in foreign currencies are translated to Thai Baht at the foreign exchange rates ruling at the date of the transactions.

Monetary assets and liabilities denominated in foreign currencies at the statement financial position date are translated to Thai Baht at the foreign exchange rates ruling at that date. Gain or loss on exchange rate is recorded in statement of income.

Non-monetary assets and liabilities measured at historical cost in foreign currencies are translated to Thai Baht at the date of the transactions.

3.19 Financial Instruments

Financial Instruments shown in the statement of financial position consist of Cash and cash equivalents, trade accounts receivable and other current receivables, Investments in debt securities, long-term loan to related persons, trade

accounts payable and other current payables, unearned revenues, long-term loans and liabilities under finance lease contract. Accounting policies, basis of recognition and measurement have been disclosed separately for each related transaction.

3.20 Related Party Transactions

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the Company and subsidiaries, including holding companies, subsidiaries and fellow subsidiaries are related parties of the Company and subsidiaries. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the enterprise, key management personal, including directors and officers of the Company and subsidiaries and close members of the family of these individuals and companies associated with these individuals also constitute related parties. In considering each possible related party relationship, attention is directed to the substance of the relationship, more than the legal form.

4. Cash and Cash Equivalents

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Cash	116,043.25	3,677,936.00	111,298.00	109,889.25
Current accounts	1,873,440.53	381,132.47	1,873,440.53	381,132.47
Savings deposit	145,562,237.17	266,804,352.52	144,721,562.20	266,751,181.25
Fixed deposit	31,204.23	151,801.41	31,204.23	151,801.41
Total	<u>147,582,925.18</u>	<u>271,015,222.40</u>	<u>146,737,504.96</u>	<u>267,394,004.38</u>

The Company has bank overdrafts total amount of Baht 23.00 million at interest rate MOR per annum. and short-term loan amount of Baht 25.00 million at interest rate MLR per annum. Such credit line have been secured by mortgaging certain land with its construction of the Company as stated in note 14.2. At the end of the period, the Company did not use such credit line.

5. Current Investment

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Fixed deposit due on maturity date	357,201,913.58	366,893,760.35	357,201,913.58	366,893,760.35
Total	<u>357,201,913.58</u>	<u>366,893,760.35</u>	<u>357,201,913.58</u>	<u>366,893,760.35</u>

As at December 31, 2019, the Company had investments in fixed deposit due payment twelve-month with a three bank at interest rate 0.90% - 1.95 % per annum.

As at December 31, 2018, the Company had investments in fixed deposit due payment ten-month and twelve-month with bank at interest rate 0.90 - 1.50% per annum.

6. Trade Accounts Receivable and other Current Receivables

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Trade accounts receivable :				
Trade accounts receivable - Related companies				
(See Note 25.3.a)	57,331.67	705,712.62	57,331.67	705,712.62
Trade accounts receivable - Other parties	37,234,845.14	35,455,682.25	37,170,461.78	35,455,682.25
Check in advance	44,625.00	2,475,106.76	44,625.00	2,475,106.76
	37,336,801.81	38,636,501.63	37,272,418.45	38,636,501.63
Less Allowance for doubtful accounts	(3,875,077.11)	(5,451,132.79)	(3,875,077.11)	(5,451,132.79)
Provisions for goods returned	(2,078,234.24)	(1,829,148.23)	(2,078,234.24)	(1,829,148.23)
Net	31,383,490.46	31,356,220.61	31,319,107.10	31,356,220.61
Other current receivables :				
Other receivables - related company				
(See Note 25.3.a)	1,186,360.71	1,221,744.86	4,652,062.99	1,301,223.61
Accrued income	9,381,384.03	14,204,046.11	9,381,384.03	14,204,046.11
Prepaid expenses	7,713,391.30	44,183,819.76	6,693,800.10	43,533,905.11
Deposit	20,000.00	5,073,830.00	20,000.00	5,073,830.00
Other	674,278.63	1,523,513.41	658,798.66	1,523,513.41
	18,975,414.67	66,206,954.14	21,406,045.78	65,636,518.24
Less Allowance for doubtful accounts :				
Accrued income	(7,196,261.68)	(9,532,710.28)	(7,196,261.68)	(9,532,710.28)
Deposit	-	(5,000,000.00)	-	(5,000,000.00)
	(7,196,261.68)	(14,532,710.28)	(7,196,261.68)	(14,532,710.28)
Net	11,779,152.99	51,674,243.86	14,209,784.10	51,103,807.96
Total	43,162,643.45	83,030,464.47	45,528,891.20	82,460,028.57

Aging of trade accounts receivable are as follows.

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Undue	22,292,945.86	26,719,486.04	22,292,945.86	26,719,486.04
Over due :				
1 - 90 days	10,387,265.98	6,465,882.80	10,387,265.98	6,465,882.80
91 - 180 days	425,416.86	-	361,033.50	-
181- 365 days	342,400.00	803,690.95	342,400.00	803,690.95
More than 365 days up	3,888,773.11	4,647,441.84	3,888,773.11	4,647,441.84
Total	37,336,801.81	38,636,501.63	37,272,418.45	38,636,501.63
Movement of the allowance for doubtful accounts for the year as follows:				
Beginning of the year	34,485,605.26	19,983,843.07	19,983,843.07	5,482,080.88
Increase	-	15,979,551.90	-	15,979,551.90
Write off	(877,951.89)	(81,545.49)	(877,951.89)	(81,545.49)
Received	(8,034,552.39)	(1,396,244.22)	(8,034,552.39)	(1,396,244.22)
End of the year	25,573,100.98	34,485,605.26	11,071,338.79	19,983,843.07

7. Short-Term Loan to a Subsidiary

As at December 31, 2018, the Company had loan to a subsidiary amount of Baht 2.63 million, evidenced by promissory notes with interest rate at 1.65% per annum, due at call.

8. Inventories

(Unit:Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Finished goods	3,196,670.51	4,115,122.77	3,196,670.51	4,115,122.77
Work in process	2,007,256.06	2,535,321.41	2,007,256.06	2,535,321.41
Raw materials	5,806,646.98	6,646,862.23	5,806,646.98	6,646,862.23
	11,010,573.55	13,297,306.41	11,010,573.55	13,297,306.41
Less Allowance for inventories devaluation	(3,201,076.53)	(3,041,619.21)	(3,201,076.53)	(3,041,619.21)
Net	7,809,497.02	10,255,687.20	7,809,497.02	10,255,687.20

Movement of the allowance for inventories devaluation for the year as follows:

(Unit:Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Beginning of the year	3,041,619.21	2,095,507.73	3,041,619.21	2,095,507.73
Increase	159,457.32	946,111.48	159,457.32	946,111.48
End of the year	3,201,076.53	3,041,619.21	3,201,076.53	3,041,619.21

9. Restricted Bank Deposit

The Company had fixed deposit at 2 banks amount to Baht 0.32 million by using fixed deposit as collateral for letter guarantee for electricity usage to Metropolitan Electricity Authority, purchasing agreement in oil product to a private company and monthly postage service to Thai Post Co., Ltd. as stated in note 27.4

10. Investments in Subsidiary

Investments in subsidiary as presented in the separate financial statements as at follows:

Company's name	Paid up capital		Holdings (%)	Cost	
	USD	BAHT		USD	BAHT
GPI Myanmar Co., Ltd.	50,000	1,602,500.00	100	50,000	1,602,500.00
Total		1,602,500.00			1,602,500.00

According to Board of Director meeting No.6/2018 held on November 12, 2018, resolved the company to invest in GPI Myanmar Co., Ltd., which the company registered on November 28, 2018, the said investment in GPI Myanmar Co., Ltd. is a subsidiary of the Company from November 28, 2018.

11. Other Long-Term Investment

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Long-term deposits at bank	186,563,340.98	91,000,000.00	186,563,340.98	91,000,000.00
Other non-marketable equity securities :				
Invesments in other company	4,087,500.00	-	4,087,500.00	-
Less Provision for impairment	(3,358,826.87)	-	(3,358,826.87)	-
Net	728,673.13	-	728,673.13	-
Total	187,292,014.11	91,000,000.00	187,292,014.11	91,000,000.00

As at December 31, 2019, the Company had investments in fixed deposit due payment thirteen - month and fourteen - month with a financial institution at interest rate 1.60% - 1.95% per annum. (2018 : 1.60% per annum)

12. Long-Term Loan to Related Persons

As at December 31, 2019, the Company had loan to employees Baht 0.51 million, with payment due within two years deducted from salaries and monthly wages, bearing no interest under welfare condition. (2018 : Baht 0.40 million) as stated in note 25.3 c)

13. Investment Property

As at December 31, 2019 and 2018, The Company had investment property at book value of Baht 32.24 million, the fair value amounted to Baht 49.64 million. The fair value of such investment properties is determined by purchase and selling price of the land.

14. Property, Plant and Equipment

(Unit: Baht)

	Consolidated financial statements									
	Property	Building	Building improvement	Office furniture and fixtures	Machine	Tools and equipment	Office equipment	Vehicle	Construction in progress	Total
Cost										
As at January 1, 2018	61,868,013.23	94,676,393.71	7,995,872.94	6,848,832.45	53,436,697.32	11,415,193.01	26,597,428.07	35,827,130.78	-	298,665,561.51
Purchase	4,550,000.00	-	2,032,258.62	403,001.43	40,500.00	2,435,547.33	3,435,063.73	2,772,000.00	2,972,488.65	18,640,859.76
Disposals/Write off	-	-	(54,899.18)	0.00	(16,779,229.06)	(11,500.00)	(873,747.48)	-	-	17,719,375.72)
As at December 31, 2018	66,418,013.23	94,676,393.71	9,973,232.38	7,251,833.88	36,697,968.26	13,839,240.34	29,158,744.32	38,599,130.78	2,972,488.65	299,587,045.55
Purchase	-	-	5,471,697.74	622,838.28	37,944,509.86	5,750,348.28	2,921,754.39	5,350,002.66	8,115,365.99	66,176,517.20
Disposals/Write off	-	(96,535.00)	-	-	-	-	(66,587.82)	-	-	(163,122.82)
Transfer in (out)	-	-	2,572,488.65	-	-	-	-	-	(2,572,488.65)	-
As at December 31, 2019	66,418,013.23	94,579,858.71	18,017,418.77	7,874,672.16	74,642,478.12	19,589,588.62	32,013,910.89	43,949,133.44	8,515,365.99	365,600,439.93
Accumulated depreciation										
As at January 1, 2018	-	66,038,916.87	3,887,806.04	5,390,163.99	47,733,534.35	3,560,822.92	19,938,780.01	21,985,306.64	-	168,535,330.82
Depreciation for the year	-	1,798,870.92	988,185.73	508,199.05	1,663,437.14	1,964,625.96	2,907,034.65	2,307,057.47	-	12,137,410.92
Disposals/Write off	-	-	-	-	(12,789,019.14)	(11,499.00)	(863,014.35)	-	-	(13,663,532.49)
As at December 31, 2018	-	67,837,787.79	4,875,991.77	5,898,363.04	36,607,952.35	5,513,949.88	21,982,800.31	24,292,364.11	-	167,009,209.25
Depreciation for the year	-	1,785,454.35	2,026,115.69	610,640.74	1,360,413.76	2,819,319.97	3,171,122.75	2,528,405.08	-	14,301,472.34
Disposals/Write off	-	(62,302.34)	-	-	-	-	(66,222.56)	(66,490.92)	-	(195,015.82)
As at December 31, 2019	-	69,560,939.80	6,902,107.46	6,509,003.78	37,968,366.11	8,333,269.85	25,087,700.50	26,754,278.27	-	181,115,665.77
Net book value										
As at December 31, 2018	66,418,013.23	26,838,605.92	5,097,240.61	1,353,470.84	90,015.91	8,325,290.46	7,175,944.01	14,306,766.67	2,972,488.65	132,577,836.30
As at December 31, 2019	66,418,013.23	25,018,918.91	11,115,311.31	1,365,668.38	36,674,112.01	11,256,318.77	6,926,210.39	17,194,855.17	8,515,365.99	184,484,774.16
Depreciation for the year 2018										12,137,410.92
Depreciation for the year 2019										14,301,472.34

(Unit: Baht)

Separate financial statements

	Property	Building	Building improvement	Office furniture and fixtures	Machine	Tools and equipment	Office equipment	Vehicle	Construction in progress	Total
Cost										
As at January 1, 2018	61,868,013.23	94,676,393.71	7,995,872.94	6,848,832.45	53,436,697.32	11,415,193.01	26,597,428.07	35,827,130.78	-	298,665,561.51
Purchase	4,550,000.00	-	2,032,258.62	403,001.43	40,500.00	2,435,547.33	3,435,063.73	2,772,000.00	2,972,488.65	18,640,859.76
Disposal/Write off	-	-	(54,899.18)	0.00	(16,779,229.06)	(11,500.00)	(873,747.48)	-	-	(17,719,375.72)
As at December 31, 2018	66,418,013.23	94,676,393.71	9,973,232.38	7,251,833.88	36,697,968.26	13,839,240.34	29,158,744.32	38,599,130.78	2,972,488.65	299,587,045.55
Purchase	-	-	5,471,697.74	622,838.28	37,944,509.86	5,750,348.28	2,917,048.05	5,350,002.66	8,115,365.99	66,171,810.86
Disposal/Write off	-	(96,535.00)	-	-	-	-	(66,587.82)	-	-	(163,122.82)
Transfer in (out)	-	-	2,572,488.65	-	-	-	-	-	(2,572,488.65)	-
As at December 31, 2019	66,418,013.23	94,579,858.71	18,017,418.77	7,874,672.16	74,642,478.12	19,589,588.62	32,009,204.55	43,949,133.44	8,515,365.99	365,595,733.59
Accumulated depreciation										
As at January 1, 2018	-	66,038,916.87	3,887,806.04	5,390,163.99	47,733,534.35	3,560,822.92	19,938,780.01	21,985,306.64	-	168,535,330.82
Depreciation for the year	-	1,798,870.92	988,185.73	508,199.05	1,663,437.14	1,964,625.96	2,907,034.65	2,307,057.47	-	12,137,410.92
Disposal/Write off	-	-	-	-	(12,789,019.14)	(11,499.00)	(863,014.35)	-	-	(13,663,532.49)
As at December 31, 2018	-	67,837,787.79	4,875,991.77	5,898,363.04	36,607,952.35	5,513,949.88	21,982,800.31	24,292,364.11	-	167,009,209.25
Depreciation for the year	-	1,785,454.35	2,026,115.69	610,640.74	1,360,413.76	2,819,319.97	3,170,233.94	2,528,405.08	-	14,300,583.53
Disposal/Write off	-	(62,302.34)	-	-	-	-	(66,222.56)	(66,490.92)	-	(195,015.82)
As at December 31, 2019	-	69,560,939.80	6,902,107.46	6,509,003.78	37,968,366.11	8,333,269.85	25,086,811.69	26,754,278.27	-	181,114,776.96
Net book value										
As at December 31, 2018	66,418,013.23	26,838,605.92	5,097,240.61	1,353,470.84	90,015.91	8,325,290.46	7,175,944.01	14,306,766.67	2,972,488.65	132,577,836.30
As at December 31, 2019	66,418,013.23	25,018,918.91	11,115,311.31	1,365,668.38	36,674,112.01	11,256,318.77	6,922,392.86	17,194,855.17	8,515,365.99	184,480,956.63
Depreciation for the year 2018										12,137,410.92
Depreciation for the year 2019										14,300,583.53

Property, plant and equipment

14.1 As at December 31, 2019, the Company has a fully depreciated property, plant and equipment still in use have cost value of Baht 116.93 million (2018 : Baht 110.14 million)

14.2 As at December 31, 2019 and 2018, Certain of land with its construction at book value amounting to Baht 42.49 million have been used as collateral for bank overdraft, short-term loans from financial institution as stated in note 4.

15. Intangible Assets

	(Unit:Baht)		
	Consolidated financial statements / Separate financial statements		
	Computer software	Software under installation	Total
Cost			
As at January 1, 2018	5,876,885.80	484,608.00	6,361,493.80
Increased	980,400.00	1,329,000.00	2,309,400.00
Disposal	-	(484,608.00)	(484,608.00)
As at December 31, 2018	6,857,285.80	1,329,000.00	8,186,285.80
Increased	4,918,140.00	1,960,900.00	6,879,040.00
Disposal	(850,000.00)		(850,000.00)
Transfer in (out)	1,057,770.00	(1,329,000.00)	(271,230.00)
As at December 31, 2019	11,983,195.80	1,960,900.00	13,944,095.80
Accumulated amortization			
As at January 1, 2018	2,764,332.33	-	2,764,332.33
Increased	992,710.41	-	992,710.41
As at December 31, 2018	3,757,042.74	-	3,757,042.74
Increased	1,309,273.65	-	1,309,273.65
As at December 31, 2019	5,066,316.39	-	5,066,316.39
Net book value			
As at December 31, 2018	3,100,243.06	1,329,000.00	4,429,243.06
As at December 31, 2019	6,916,879.41	1,960,900.00	8,877,779.41

16. Deferred Income Tax / Income Tax Expenses

16.1 Deferred tax assets and liabilities after appropriate offsetting have been included in the statement of financial position are as follows:

	(Unit:Baht)			
	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Deferred tax assets	5,635,679.61	5,623,256.06	5,635,679.60	5,623,256.06
Deferred tax liabilities	(1,269,248.61)	(318,708.92)	(1,269,248.60)	(318,708.92)
Total deferred tax assets/net income tax expens	4,366,431.00	5,304,547.14	4,366,431.00	5,304,547.14

16.2 The movement of deferred tax assets and liabilities as presentation in the consolidated and separate financial statements Incurred for the year ended 31 December 2019 and 2018 are as follows:

	(Unit:Baht)			
	Consolidated financial statements / Separate financial statements			
	As at	Recognized as (expenses) / revenues in		As at
	January 1,	Profit or Losses	Other comprehensive	December 31,
	2019		income or loss	2019
Deferred tax assets :				
Allowance for inventories devaluation	608,323.86	31,891.46	-	640,215.32
Provision for liabilities :- employee benefits	5,014,932.20	1,269,003.88	(1,288,471.80)	4,995,464.28
	5,623,256.06	1,300,895.34	(1,288,471.80)	5,635,679.60
Deferred tax liabilities :				
Temporary investment				
Temporary differences depreciation	(232,078.24)	(1,007,829.40)	-	(1,239,907.64)
Liabilities under financial leases	(86,630.68)	57,289.72	-	(29,340.96)
	(318,708.92)	(950,539.68)	-	(1,269,248.60)
Deferred tax assets - net	5,304,547.14	350,355.66	(1,288,471.80)	4,366,431.00

(Unit:Baht)

Consolidated financial statements / Separate financial statements

	As at January 1, 2018	Recognized as (expenses) / revenues in		As at December 31, 2018
		Profit or Losses	Other comprehensive income or loss	
Deferred tax assets :				
Allowance for inventories devaluation	419,101.55	189,222.31	-	608,323.86
Provision for liabilities :- employee benefits	4,441,699.42	573,232.79	-	5,014,932.21
	4,860,800.97	762,455.10	-	5,623,256.07
Deferred tax liabilities :				
Temporary investment	(81,203.14)	81,203.14	-	-
Temporary differences depreciation	(687,347.11)	455,268.87	-	(232,078.24)
Liabilities under financial leases	(38,835.80)	(47,794.89)	-	(86,630.69)
	(807,386.05)	488,677.12	-	(318,708.93)
Deferred tax assets - net	4,053,414.92	1,251,132.22	-	5,304,547.14

16.3 Income tax recognized in profit or loss for the year ended December 31, 2019 and 2018 as follows:

(Unit:Baht)

	Consolidated financial statements Separate financial statements	
	2019	2018
Current income tax :		
Income tax expenses	28,529,386.21	37,815,301.25
Deferred tax :		
Changing in temporary differences	(350,355.66)	(1,251,132.22)
Income tax expenses in the statements of comprehensive income	28,179,030.55	36,564,169.03

16.4 Income tax on components of other comprehensive income for the year ended December 31, 2019 as follows:

(Unit:Baht)

	Consolidated financial statements / Separate financial statements		
	Before income tax	Income (expense) income tax	Net of income tax
Actuarial gains for employee benefit obligations	6,442,359.00	(1,288,471.80)	5,153,887.20

16.5 Reconciliation between income tax expenses and the product of accounting profit multiplied by income tax rate for the year ended December 31, 2019 and 2018 present as follows:

(Unit:Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Profit before income tax	130,895,192.20	168,077,055.39	136,883,096.74	169,143,214.60
Add back loss without tax for subsidiary	5,987,904.54	1,066,159.21	-	-
Total	136,883,096.74	169,143,214.60	136,883,096.74	169,143,214.60
Tax rate	20	20	20	20
Amount of income tax	27,376,619.35	33,828,642.92	27,376,619.35	33,828,642.92
Tax effect implications for :				
Accounting incomes (expenses) is different				
from taxable incomes and expenses)	183,585.79	146,588.47	183,585.79	146,588.47
Non-deductible expenses	2,647,029.13	3,029,904.80	2,647,029.13	3,029,904.80
Additional deductible expenses	(245,702.86)	(440,967.16)	(245,702.86)	(440,967.16)
Reversal of allowance for doubtful accounts	(1,782,500.86)	-	(1,782,500.86)	-
	802,411.20	2,735,526.11	802,411.20	2,735,526.11
Income tax expense reported in				
the statements of comprehensive income	28,179,030.55	36,564,169.03	28,179,030.55	36,564,169.03
Effective income tax rate	20.59	21.62	20.59	21.62

17. Trade Accounts Payable and Other Current Payables

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Trade accounts payable				
Other parties	5,942,909.43	9,607,073.33	5,442,905.23	9,607,073.33
Trade notes payable	62,716.48	801,628.69	62,716.48	801,628.69
	<u>6,005,625.91</u>	<u>10,408,702.02</u>	<u>5,505,621.71</u>	<u>10,408,702.02</u>
Other current payables				
Accrued expenses - Other parties	6,261,944.14	7,793,711.58	5,997,386.85	7,465,592.29
Revenue Department payable	5,289,930.40	8,804,575.75	5,000,830.04	8,804,575.75
Suspense output tax	2,240,442.70	2,092,646.11	2,240,442.70	2,092,646.11
Accrued withholding tax	4,059,317.85	3,123,094.96	4,058,657.84	3,123,094.96
Other	7,157,304.41	3,614,522.16	7,051,082.07	3,563,436.76
	<u>25,008,939.50</u>	<u>25,428,550.56</u>	<u>24,348,399.50</u>	<u>25,049,345.87</u>
Total	<u>31,014,565.41</u>	<u>35,837,252.58</u>	<u>29,854,021.21</u>	<u>35,458,047.89</u>

18. Unearned Revenues

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Unearned revenues for motor show space	140,886,007.42	145,906,772.67	138,133,465.60	143,664,955.20
Unearned revenues for event	202,000.00	-	202,000.00	-
Others	135,445.99	153,632.00	135,445.99	153,632.00
Total	<u>141,223,453.41</u>	<u>146,060,404.67</u>	<u>138,470,911.59</u>	<u>143,818,587.20</u>

19. Non-Current Provisions for Employee Benefits

19.1 Movement of the present value of the employee benefit obligations are as follows:

	(Unit:Baht)			
	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Balance as at beginning of the year	25,074,661.06	22,208,497.06	25,074,661.06	22,208,497.06
Current service cost	1,606,499.00	2,119,294.00	1,606,499.00	2,119,294.00
Interest cost	653,861.00	746,870.00	653,861.00	746,870.00
Past service cost	4,589,524.05	-	4,589,524.05	-
Employee benefit payment during in the year	(504,864.65)	-	(504,864.65)	-
(Profit) from actuarial estimates	(6,442,359.00)	-	(6,442,359.00)	-
Balance as at end of the year	24,977,321.46	25,074,661.06	24,977,321.46	25,074,661.06

19.2 Employee benefit expenses recognized in the statement of comprehensive income for the year ended December 31, 2019 and 2018 are as follow:

	(Unit:Baht)			
	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Costs of selling and services	3,592,017.38	1,539,891.00	3,592,017.38	1,539,891.00
Distribution cost	353,817.15	256,596.00	353,817.15	256,596.00
Administrative expenses	2,904,049.52	1,069,670.00	2,904,049.52	1,069,670.00
Total	6,849,884.05	2,866,157.00	6,849,884.05	2,866,157.00

19.3 Actuarial gains (loss) recognized in other comprehensive income before income tax expense for the year ended December 31, 2019 are as follows:

	(Unit:Baht)	
	Consolidated/ Separate financial statements	
Included in retained earnings as at January 1,	(9,919,300.00)	
Recognized during the period	6,442,359.00	
As at December 31, 2019	(3,476,941.00)	

19.4 Principal actuarial assumptions at the reporting date for the year ended December 31, 2019 and 2018.
(expressed as weighted averages) as follow:

	2019	2018
Discount rate	1.71%	3.07%
Future salary growth	7.02%	10.59%
Employee turnover rate (depend on working period of employee)	0.00 - 22.00%	0.00 - 24.00%
Mortality rate (TMO2017)	100.00%	100.00%
Disability rate (TMO2017)	10.00%	10.00%

19.5 Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below. Employee benefit obligations.

(Unit: Baht)

	Consolidated financial statements / Separate financial statements			
	2019		2018	
	Increase	Decrease	Increase	Decrease
Discount rate (change 0.50%)	(1,050,800.00)	1,118,847.00	(1,037,146.00)	1,105,265.00
Future salary growth (change 0.50%)	1,178,191.00	(1,116,745.00)	1,349,991.00	1,270,454.00
Employee turnover rate (change 0.50%)	(1,326,997.00)	1,414,552.00	(1,563,647.00)	1,684,655.00

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

On December 13, 2018, the National Legislative Assembly passed the resolution to approve the draft of new Labour Protection Act which was announced in the Royal Gazette on April 5, 2019. This new Act stipulates additional compensation for a terminated employee who has worked for 20 consecutive years or more and shall be entitled to receive payment not less than the last rate of wages for 400 days. Such change is correction post-employment benefit resulting in increasing in provision for long-term employee benefit. The Company, therefore, recognizes the effect from such change as part service cost in statement of income of 2019.

20. Legal Reserve

According to the Public Company Limited Act B.E.2535, the Company has appropriated its reserve as a legal reserve not less than 5% of the annual net profit deducted by the total deficit brought forward (if any) until the reserve reaches an amount not less than 10% of the authorized share capital. The legal reserve is not available for dividends distribution.

21. Dividend

21.1 During the year 2019, the Company paid dividend 2 times total amount of Baht 114.00 million, as follows.

1. According to Annual General Meeting of Shareholders year 2019, held on March 28, 2019, resolved to pay the dividend from the remaining performance for the second quarter of 2018, for the total eligible shares of 600 million shares at the rate of Baht 0.09 per share totalling Baht 54.00 million to the shareholders. The Company already paid on April 19, 2019.
2. According to the Board of Directors Meeting No. 3/2019, held on August 8, 2019, resolved to pay the interim dividend from performance for the second quarter of 2018 and the performance for the first quarter 2019, for the total eligible shares of 600 million shares at the rate of Baht 0.10 per share totalling Baht 60.00 million to the shareholders. The Company already paid on September 6, 2019.

21.2 According to the Board of Directors Meeting No. 4/2018, held on May 10, 2018, resolved to pay the interim dividend from retained earnings of 2017, and the performance for the first quarter of 2018 for the total eligible shares of 600 million shares at the rate of Baht 0.15 per share totalling Baht 90.00 million to the shareholders. The Company already paid on June 7, 2018.

22. Directors' Remuneration and Management Benefit Expenses

Directors' remuneration is the benefits paid to the Company's directors excluding salaries and relating benefits which were paid to executive directors according to Section 90 of the Public Company Limited Act.

Management benefit expenses focuses expenses relating to salaries, remunerations and other benefits to the directors and management, in accordance with the definitions of the Office of the Securities and Exchange Commission. Management under definition includes a chief executive officer, the next four executive levels immediately below that chief executive officer and all persons in positions comparable to these fourth executive levels including a chief executive officer in accounting or finance or comparable positions.

23. Provident Fund

Provident fund

The Company and the employees has jointly established provident fund in accordance with the provident fund Act B.E. 2530. The Company has to make contribution and the employees have to paid to the fund on monthly basis at rate 5% of their salary and will pay to employees when they resigns according to the regulation of the fund of For the years ended December 31, 2019 the Company made a contribution to the provident fund in amount of Baht 4.05 million (2018 : Baht 3.52 million)

24. Expenses by Nature

Significant expenses by nature for the years as follows:

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Changing in finished goods and work in process	1,446,517.61	(1,107,424.18)	1,446,517.61	(1,107,424.18)
Raw material used	22,520,084.57	22,487,031.17	22,520,084.57	22,487,031.17
Hire of work expenses for plate and original manuscript	27,831,548.51	27,576,140.73	27,831,548.51	27,576,140.73
Employee expenses	128,606,487.80	119,268,844.05	128,606,487.80	119,268,844.05
Directors' remuneration	5,180,000.00	5,120,000.00	5,180,000.00	5,120,000.00
Management benefit expenses (Note 25.2.e)	39,607,810.66	38,537,621.12	39,607,810.66	38,537,621.12
Service charge for using area for organizing event	121,031,475.66	109,073,921.12	115,234,811.82	109,073,921.12
Structure decoration expenses	57,993,360.63	48,986,589.80	54,718,353.57	48,986,589.80
Advertising expenses	31,603,424.36	24,226,401.72	31,003,082.13	23,499,710.84
Hire of work expenses for organize activities	28,777,490.86	29,148,571.74	27,921,492.43	29,148,571.74
Installation and dismantling of electrical system	12,836,300.00	12,125,210.00	12,836,300.00	12,125,210.00
Depreciation/Amortization	16,460,746.00	13,130,121.33	16,459,857.18	13,130,121.33

25. Transaction with Related Parties

25.1 Relationship between the related parties summarized as follows:

<u>Company's name and related persons</u>	<u>Relationship type</u>
Blue Diamond Golf And Water Sport Club Co., Ltd.	- Common director/shareholder
Yachiyoda Allow Wheel Co., Ltd.	- Common director/shareholder
GPI Myanmar Co., Ltd.	- Subsidiary and Common director/shareholder
Director/shareholder	- Director / Major Shareholder of the company
Key management	- Person with power and responsibility for planning order and control various businesses of the business, whether directly or indirectly, including directors of the company Whether acting at the executive level or not.)
<u>Type of transactions</u>	<u>Pricing policy</u>
Provide event organizer services	Close to normal business price of another customer
Provide printing services	Close to normal business price of another customer
Provide advertising services	Close to normal business price of another customer
Provide art work service	Close to normal business price of another customer
Provide office for rental	Agreed-upon prices
Management income	Agreed-upon prices
Interest income - short-term loans	Interest rate of 1.65% per annum

Leasehold rights and event space rental	Agreed-upon prices
Advertising and public relations wages	Close to normal business price of another customer
Location and service fees for organizing seminars	Close to normal business price of another customer

25.2 Transactions in the statement of comprehensive income

Significant revenues and expenses with related parties for the year ended December 31, 2019 and 2018 summarized as follows:

	(Unit:Baht)			
	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
(a) Revenue from services :				
Related companies :				
Blue Diamond Golf				
And Water Sport Club Co., Ltd.	1,121,090.60	1,920,068.50	1,121,090.60	1,920,068.50
Yachiyoda Allow Wheel Co., Ltd.	-	445,500.00	-	445,500.00
Total	<u>1,121,090.60</u>	<u>2,365,568.50</u>	<u>1,121,090.60</u>	<u>2,365,568.50</u>
(b) Other income :				
Subsidiary :				
GPI Myanmar Co., Ltd.	-	-	-	5,709.11
Related company :				
Blue Diamond Golf				
And Water Sport Club Co., Ltd.	607,000.00	638,400.00	607,000.00	638,400.00
Total	<u>607,000.00</u>	<u>638,400.00</u>	<u>607,000.00</u>	<u>644,109.11</u>
(c) Cost of services :				
Related company :				
Blue Diamond Golf				
And Water Sport Club Co., Ltd.	<u>3,819,741.97</u>	<u>3,064,297.35</u>	<u>3,819,741.97</u>	<u>3,064,297.35</u>
(d) Distribution cost :				
Related company :				
Blue Diamond Golf				
And Water Sport Club Co., Ltd.	<u>170,000.00</u>	<u>170,000.00</u>	<u>170,000.00</u>	<u>170,000.00</u>

(Unit:Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
(e) Key executive remuneration :				
Directors' remuneration	5,180,000.00	5,120,000.00	5,180,000.00	5,120,000.00
Executive remuneration :				
Short-term benefits	37,015,455.22	37,312,609.00	37,015,455.22	37,312,609.00
Post-employment benefits	2,592,355.44	1,225,012.12	2,592,355.44	1,225,012.12
	39,607,810.66	38,537,621.12	39,607,810.66	38,537,621.12
Total	44,787,810.66	43,657,621.12	44,787,810.66	43,657,621.12

25.3 Transactions in the statement of financial position

Significant balance with related parties summarized as follows:

(Unit:Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
(a) Trade accounts receivable and other current receivables :				
Trade accounts receivable :				
Related companies :				
Blue Diamond Golf				
And Water Sport Club Co., Ltd.	57,331.67	348,332.62	57,331.67	348,332.62
Yachiyoda Allow Wheel Co., Ltd.	-	357,380.00	-	357,380.00
	57,331.67	705,712.62	57,331.67	705,712.62
Other current receivables :				
Subsidiary :				
GPI Myanmar Co., Ltd.	-	-	3,465,702.28	79,478.75
Related company :				
Blue Diamond Golf				
And Water Sport Club Co., Ltd.	1,186,360.71	1,221,744.86	1,186,360.71	1,221,744.86
	1,186,360.71	1,221,744.86	4,652,062.99	1,301,223.61
Total	1,243,692.38	1,927,457.48	4,709,394.66	2,006,936.23

(Unit:Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
(b) Short-term loans to subsidiary				
Subsidiary :				
GPI Myanmar Co., Ltd.	-	-	-	2,630,771.06
Movement of Short-term loans to subsidiary were as follows:				
Beginning balance	-	-	2,630,771.06	-
Add	-	-	-	5,000,000.00
Less	-	-	(2,630,771.06)	(2,369,228.94)
Ending balance	-	-	-	2,630,771.06

(Unit:Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
(c) Long-term loans to related person :				
Employee	508,308.00	400,794.00	508,308.00	400,794.00
Movement of long-term loan to related person to related person were as follows:				
Beginning balance	400,794.00	355,593.00	400,794.00	355,593.00
Add Additional lending	600,000.00	531,650.00	600,000.00	531,650.00
Less Repayment	(492,486.00)	(486,449.00)	(492,486.00)	(486,449.00)
Ending balance	508,308.00	400,794.00	508,308.00	400,794.00

(Unit:Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
(d) Other non-current assets (Leasehold rights)				
Related company :				
Blue Diamond Golf				
And Water Sport Club Co., Ltd.	1,367,942.83	2,367,186.60	1,367,942.83	2,367,186.60

(Unit:Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
(e) Other payables - Common share :				
Subsidiary :				
GPI Myanmar Co., Ltd.	-	-	1,602,500.00	1,602,500.00

25.4 Commitments - related company

The Company has commitments from entering into a space rental agreement with a related company (Blue Diamond Golf And Water Sport Club Co., Ltd.). According to the contract dated May 11, 2018 with the lease period 3 years starting from May 15, 2018 to May 14, 2021 amount of Baht 12.00 million (Including leasehold rights amount of Baht 3.00 million). At the contract date, the Company has pays all the amount of leasehold rights with rental fee of Baht 6.00 million, And on May 15, 2019 pay rental fee of Baht 3.00 million, totalling amount of Baht 9.00 million, Remaining obligation to pay on May 15, 2020 amount of Baht 3.00 million.

26. Supplementary Disclosure of Cash Flow Information

26.1 Non-cash transactions for the year ended December 31, 2019 were as follows:

- The Company purchased office equipment amounting to Baht 2.48 million presented as other payables.
- The Company purchased other intangible assets amounting to Baht 0.07 million presented as other payables.

26.2 Non-cash transactions for the year ended December 31, 2018 were as follows:

- The company has outstanding the investment in the subsidiary amount of Baht 1.60 million presented as share payable.
- The Company purchased office equipment amounting to Baht 0.90 million presented as other payables.
- The Company purchased Other intangible assets amounting to Baht 1.40 million presented as other payables.

27. Commitments and Contingent Liabilities

27.1 The Company had commitments to pay the rental and service charge according to agreements as follows:

(Unit:Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Within 1 year	9,302,497.58	2,094,541.12	9,302,497.58	2,094,541.12
Over 1 year within 5 years	22,300.00	218,278.95	22,300.00	218,278.95
Total	9,324,797.58	2,312,820.07	9,324,797.58	2,312,820.07

- 27.2 As at December 31, 2019 the Company has commitments to pay consulting fee to an expert Baht 5.96 million with 1 year. When the contract is expired and no any party want to terminate, the contract will be automatically renewed. (2018 : about Baht 6.43 million)
- 27.3 The Company had commitment to pay supporting expenses of Thai Automotive Industry Association, a co-host of Bangkok International Motor Show, with the Company and a member of Organization International Des Constructeurs D'Automobiles (OICA), an international Association, which has certified standard of such motor show every two years. The Company will pay supporting expenses to such association Baht 5.00 million for the year certified by OICA and Baht 4.00 million for the year uncertified.
- 27.4 As at December 31, 2019 and 2018, the Company has contingent liabilities from letter of guarantee to Metropolitan Electricity Authority issued by bank for electricity usage amount of Baht 0.31 million and monthly mailing post service with Thailand post Co., Ltd. amount of Baht 0.01 million, total amount of Baht 0.32 million, secured by fixed deposit as stated in note 9.
- 27.5 As at December 31, 2019 and 2018, the subsidiary is obliged to organize the Yangon International Motor Show (YIMS). The subsidiary has to support the such association amount of USD 25,000 per year.



28. Business Segment Information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief decision maker officer in order to make decisions about the allocation of resources to the segment and assess its performance. The chief decision maker officer is the Managing Director of the Company.

The main segment operation of the Company for the year ended December 31, 2019 and 2018 as follows:

	Consolidated financial statements					(Unit:Baht)		
	For the year ended December 31, 2019			For the year ended December 31, 2018				
	Activities	Media & Publishing	Provide printing services	Total	Activities	Media & Publishing	Provide printing services	Total
Revenues from sales and servic	617,533,850.18	49,919,112.74	51,878,937.46	719,331,900.38	628,859,053.01	50,827,508.00	51,960,190.79	731,646,751.80
Costs of sales and services	(334,145,877.62)	(50,478,920.61)	(46,055,769.05)	(430,680,567.28)	(305,708,513.89)	(48,069,214.52)	(41,586,828.19)	(395,364,556.60)
Gross Profit	283,387,972.56	(559,807.87)	5,823,168.41	288,651,333.10	323,150,539.12	2,758,293.48	10,373,362.60	336,282,195.20
Other income				14,555,044.99				12,721,143.71
Distribution cost				(49,610,132.72)				(45,429,924.64)
Administrative expenses				(122,701,053.17)				(135,292,696.75)
Financial costs				-				(203,662.13)
Profit before income tax				130,895,192.20				168,077,055.39
Income tax expenses				(28,179,030.55)				(36,564,169.03)
Profit for the year				102,716,161.65				131,512,886.36

	Separate financial statements							(Unit: Baht)
	For the year ended December 31, 2019			For the year ended December 31, 2018				
	Activities	Media & Publishing	Provide printing services	Total	Activities	Media & Publishing	Provide printing services	
Revenues from sales and services	609,505,817.66	49,919,112.74	51,878,937.46	711,303,867.86	628,859,053.01	50,827,508.00	51,960,190.79	731,646,751.80
Costs of sales and services	(322,575,417.81)	(50,478,920.61)	(46,055,769.05)	(419,110,107.47)	(305,708,513.89)	(48,069,214.52)	(41,586,828.19)	(395,364,556.60)
Gross Profit	286,930,399.85	(559,807.87)	5,823,168.41	292,193,760.39	323,150,539.12	2,758,293.48	10,373,362.60	336,282,195.20
Other income				15,267,082.94				12,726,852.82
Distribution cost				(48,612,531.77)				(44,703,233.76)
Administrative expenses				(121,965,214.82)				(134,958,937.53)
Financial costs				-				(203,662.13)
Profit before income tax				136,883,096.74				169,143,214.60
Income tax expenses				(28,179,030.55)				(36,564,169.03)
Profit for the year				108,704,066.19				132,579,045.57

29. Disclosures of Financial Instruments

29.1 Accounting policy

The significant accounting policies and methods adopted the basis of recognition and measurement relating to each class of financial assets and liabilities have been disclosed in notes to financial statements item 3.19.

29.2 Credit risk

The Company is exposed to credit risk respect to trade accounts receivable and other receivables, long-term loans to related person. However, due to its prudent credit policy and having many accounts receivable, the Company does not anticipate material losses from its debt collection. The carrying amount of the assets recorded in the statement of financial position, net of provision for doubtful accounts, represents the Company's maximum exposure to credit risk.

29.3 Fair value of financial instruments

Financial assets shown in statement of financial position consist of cash and cash equivalents, trade accounts receivable and other receivables, short-term loan to a subsidiary, other long-term investment, long-term loans to related party. Financial liabilities shown in statements of financial position consist of bank overdrafts and short-term loans from financial institution, trade accounts payable and other payables, unearned revenue.

The book value of financial assets and liabilities shown in statement of financial position as at December 31, 2019 and 2018 are close to fair value.

30. Capital Management

The objective of financial management of the Company is to maintain the ability of operation as a going concern and proper capital structure.

As at December 31, 2019 and 2018 the company has debt to equity ratio as follows:

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2019	2018	2019	2018
Debt to equity ratio (equal)	0.26	0.28	0.25	0.28

31. Other

As at December 31, 2018, the Company has commitments in compliance with the agreement. Digital Media Development Project with a private company with the objective to expand the digital media automotive market and have a joint venture agreement and share the same profits, this project ended within 1 year. and in 2019, the Company cancel the joint venture agreement of digital media development project according to memorandum of understanding dated on October 18, 2019 and approve to register a new company with registered capital Baht 4.00 million by shareholding 48%.

32. Events After the Reporting Period

32.1 According to the Board of Director meeting no.1/2020 held on January 29, 2020, the Company approved to invest in a private company and paid deposit for share Baht 20.00 million on January 30, 2020. At present, the Company is preparing due diligence.

32.2 According to Board of Director meeting No.2/2020 held on February 18, 2020, resolved to pay the dividend from retained earnings as of 31 December 2019 for the total eligible shares of 600 million shares at the rate of Baht 0.08 per share totalling Baht 48.00 million to the shareholders. which the company will propose to the 2020, annual general meeting of the company for further approval.

33. Financial Statements Approval

These financial statements have been approved to be issued by the Company's director on February 18, 2020.





18. Corporate Information

Company Profile

Company Name	Grand Prix International Public Company Limited
Address	4/299 Moo 5, Soi Ladplakhao 66, Ladplakhao Rd., Anusawaree, Bangkhen, Bangkok
Type of Business	Media & Publishing
Company Registration No.	0107557000322
Authorized Capital	300,000,000 Baht
Paid-up Capital	300,000,000 Baht
Paid-up Stock	600,000,000 shares
Type of Equity	Common Stock
Par Value	0.5 Baht / share
Telephone / Fax	0-2522-1731-8 / 0-2971-7342
Website	www.grandprix.co.th
Investor Relations	Tel.: 0-2522-1731-8 Ext. 309 / e-mail: IR@grandprix.co.th

Subsidiary Company

Company Name	GPI Myanmar Company Limited
Address	Hnin Si Road, Mo.010A, Building (B), Sinmalite Highway Complex No.6 / Yangon / Kamayut, Yangon, Myanmar
Type of Business	Event Organization in Myanmar
Authorized Capital	50,000 USD
Paid-up Capital	50,000 USD
Number of Share held by the Company	50,000 USD
Percentage Equity Stake	100%

Others Reference

Registration Service	Thailand Securities Depository Co., Ltd. The Stock Exchange of Thailand Building, 93 Ratchadaphisek Road, Dindaeng, Bangkok 10400 Tel. 0-2009-9999
Auditor	D I A International Audit Co., Ltd. 316/32 Sukhumvit 22 Road (Soi Sainumthip) Klongtoey Bangkok 10110 Tel.: 0-2259-5300-2 Fax: 0-2260-1553, 0-2259-8959 Ms. Suphaphorn Mangjit C.P.A. (Thailand) Registration No. 8125



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Grand Prix International Public Company Limited

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