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Annual Registration Statement /  
Annual Report

# 2021

(Form 56-1 One Report)





To be a leader in fully integrated  
entertainment business  
and to engage with consumers  
through multi channels  
sustainably.





# กุญแจหัวใจ กลับมาเปิด

ด้วย อรทัย

Available on G-MM GMM Grammy Apple Music iTunes Store HUAWEI Music JOOX Spotify AISPLAY และพื่น



THREE  
MAN  
DOWN  
เดาไม่เก่ง

GENE  
LAB



TILLYBIRDS

GENE  
LAB

# กระเป๋า

BAGGAGE



กล่อง  
ของขวัญ

[ นก - นกนวล FEAT. นก - นกนวล ]

ของขวัญ  
ปีใหม่

ของขวัญปีใหม่

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## GMM MUSIC

Music Distribution  
Sponsorship & Artist Management  
Showbiz (Concert & Festival)  
Merchandising and Others

## MOVIE



## HOME SHOPPING



## GMM Z & Other



## JOINT VENTURE







# GMM MUSIC

genie  
records

CENF  
LAB

GRAMMY  
GOLD

WM  
White Music

White  
Fox

อินทรี  
ทองคำ

SANAM  
LUANG  
MUSIC

**Largest**  
Music Company  
in **Thailand**

**2021**  
Total Music Streams  
**16,440**  
million

**#1**  
Music streams  
on Youtube  
**10,000**  
million views

Total YouTube  
subscriber **86M**,  
**12%**  
growth

Total  
Facebook  
subscriber **92M**,  
**19%**  
growth

**2021**  
Total **366**  
New releases  
with **2,000+**  
million streams

**2021**  
Social media  
label channel  
growth  
**55%**

**2021**  
Social media  
Artist channel  
growth  
**26%**

2021

มนต์คน  
แบกบุญ

แกรบปี ไกลด์

ยอดรับชมบน YOUTUBE อันดับ 1  
ของประเทศไทย

808,000,000+ VIEW++



JOOX TOP 100 JOOX THAILAND TOP 100 JOOX THAILAND TOP 100 JOOX THAILAND TOP 100 JOOX THAILAND TOP 100  
THE SHOW MUST GO ROOMS THE SHOW MUST GO ROOMS THE SHOW MUST GO ROOMS THE SHOW MUST GO ROOMS

#

1



ดั่งดั้น  
Cocktail, ตึก ศิริพร



THAILAND  
TOP 100  
by JOOX  
2021  
THE SHOW MUST GO  
ROOMS

JOOX THAILAND TOP 100 JOOX THAILAND TOP 100 JOOX THAILAND TOP 100 JOOX THAILAND TOP 100  
THE SHOW MUST GO ROOMS THE SHOW MUST GO ROOMS THE SHOW MUST GO ROOMS THE SHOW MUST GO ROOMS



ภาพยนตร์เรื่องสยองขวัญแนวใหม่ ที่คุณไม่ควร  
 หลงลืม... อย่าดูจนเกินไป

THE  
 MEDIUM

สี่คนในฝัน

28 ตุลาคม  
 ในโรงภาพยนตร์

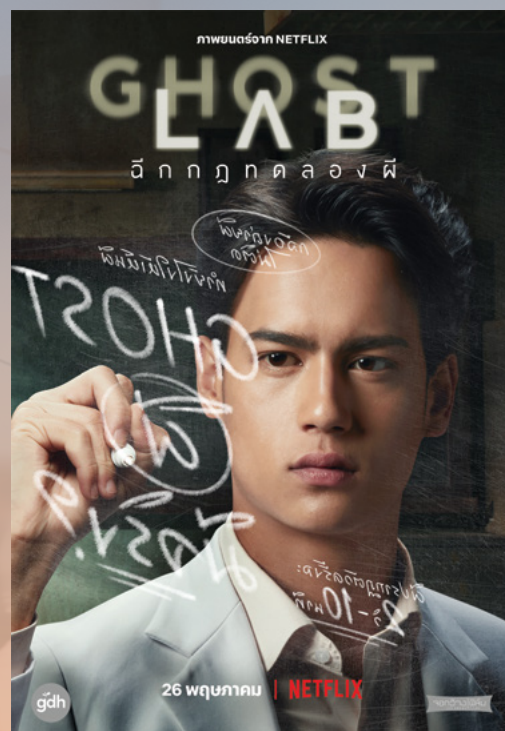
SHOWBOX  
 CINEMA

2021

# GHOST LAB

26 พฤษภาคม | NETFLIX





MOVIE



GROSS  
DOMESTIC  
HAPPINESS



# HOME SHOPPING







# JOINT VENTURE



The ONE Enterprise Public Company Limited



## Message from Chairman and Group CEO



**Mr. Paiboon Damrongchaitham**  
Chairman



**Miss Boosaba Daorueng**  
Group Chief Executive Office

## Dear Shareholders,

2021 was another year that the Company faced the COVID-19 crisis which impacted and limited the growth of the global economy. Measures to prevent the spread of the COVID-19 virus created social changes both locally and abroad and reflected in changes in consumer behavior. The agility to adapt and cope with the situation in order to maintain competitiveness and create new business opportunities is the key to propelling the organization sustainably.

The Company has always emphasized the health and safety of employees and our stakeholders. Therefore, certain restrictions and adjustments to the business model must be made. In addition, the Company also procured vaccines to prevent COVID-19 virus infections for all employees. This is to ensure safety, boost spirit and morale, and strengthen the employees' trust in the Company.

The Company still maintains its leadership in the music business and content production for various media and has never stopped adapting and expanding channels to generate more income to strengthen the business. We also adapted, expanded, and developed our business in response to the ever-changing market in the digital era. Through cooperation with various business partners to enhance the Company's business structure, we are able to become more robust and sustainable. As for the music business, our core business, the Company has implemented strategies that respond to the current situations. Even though this year, the Company's concerts and festivals could not be held, the digital music business continues to grow well and remains the top driver of the total revenue.

In terms of joint ventures business investment this year, The One Enterprise Public Company Limited or ONEE, which operates a content production business, has been listed on the Stock Exchange of Thailand, launching its IPO in the past November. Furthermore, the Company has co-invested with YG Entertainment Inc., the leader in producing idol artists from Korea to create world-class quality idol artists in the future under YGMM Company Limited. Moreover, to expand the Home Shopping Business through the Media Commerce model the Company has co-invested with Rojukiss International Public Company Limited under O2 Kiss Company Limited. The Company is confident that this co-operation will help promote and strengthen the existing business and produce good operating results in the future.

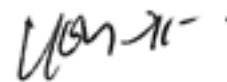
As for the movie business, it was able to recover from the COVID-19 pandemic situation. And rebounded to earn box office again from the movie "MEDIUM" (Rang Song). A joint venture between Thailand - South Korea, which has received favorable responses from both domestic and international audiences, along with revenues from streaming media remains at a good level. Home shopping business was also affected by the pandemic situation but still maintains a good customer base by expanding distribution channels with an opportunity to return to strong growth in the near future visible. In addition to our focus on new business opportunities and strategy execution, people development is also our priority. We believe in building people's capabilities and developing top talents

are the core of our business, especially in the digital era where trends are shifting constantly. We are committed to good corporate governance and sustainable development. It has been our great honor to receive the 'Five Stars' rating, the highest-ranking of the listed company's corporate governance, an award from the Thai Institute of Directors (IOD) for the eleventh consecutive year. With all actions the Company has taken, we aim to be able to enhance value and deliver a sustainable return to our shareholders in the immediate future.

On behalf of the Board of Directors, we would like to express our gratitude to our stakeholders; shareholders, customers, business partners, financial institutions, government agencies, media agencies, artists, executives, and all employees, for all the support and contribution that had helped to strengthen us and make us strive in our effort in creating quality content and services for the long-term value of our shareholders and in being the heart of the media and entertainment industry of the nation and the society.



**Mr. Paiboon Damrongchaitham**  
Chairman



**Miss Boosaba Daorueng**  
Group Chief Executive Officer

## Key Business Updates

- In April 2021, the Company and YG Entertainment, Inc., a company listed on the Korean Stock Exchange (Korea Exchange: KRX), has co-founded a joint venture company to develop and integrate fully comprehensive artists under the name YG”MM (YGMM). This collaboration aims to develop and facilitate Boy Band and Girl Group artists debuting within the next 5 years in accordance with the course of YG Entertainment and GMM Grammy.
- In June 2021, to celebrate JOOX’s 5th anniversary, the company coordinated with JOOX to maintain the success in “Original Content” by collaborating with JOOX ORIGINAL ‘100 x 100’ SEASON 3 Special. And as a gift to all JOOX music listeners, by having Ohm-Panthapol Prasarnrajkit, or “Ohm Cocktail”, Executive Label Director from music label GENE LAB to oversee music production at every stage with 6 leading artists constituting a wide variety of musical genres like Cocktail, Praewa Nichapat, F.HERO, Ja Nongphanie, Mew Supasit and Nont Tanont.
- In September 2021, a fully integrated artist development company YG”MM (YGMM), the joint venture between the Company and YG Entertainment Inc., has announced an ‘audition’ for officially selecting trainee artists, receiving worldwide interests from 93 countries with over 60,000 applicants vying. Artists passing the audition selection, will be trained to develop their potential in Thailand and build on being an artist of YG”MM.
- In November 2021, O2KISS Company Limited (O2KISS), a joint venture company between O Shopping Company Limited, a subsidiary of the Company and Rojukiss International Public Company Limited, jointly launched a dietary supplement brand “Qi” (Chi) launched by 3 superstars of 3 generations with the campaign “3 Chi brothers”, leading the team by P’ Bird Thongchai McIntyre, together with Kong Saharat Sangkapreecha and Tor Thanapob Leeratanakajorn. The dietary supplement product ‘Qi’ (Chi) is a combination of the 3 most precious herbs of Asia, being pure Tibetan Cordyceps, Korean Red Ginseng, and Red Lingzhi (Red Reishi Mushroom) packaged in a new form, 3 tablets, 3 herbs in 1 sachet, presented with a superb slogan ‘Good Chi, Good Life’ meeting the needs of consumers’ holistic health care in the New Normal era.
- In December 2021, adapting to the future of music business and to create added value, the Company entered the Music NFT market, collaborating with 4 giant platforms, namely Bitkub, Coral, East NFT and Zipmex. The Company’s Music NFT is divided into 4 categories for each platform - (1) Special Collection - targeting groups who are just beginning to enter the world of NFT, focusing on ease of access for the mass audience. (2) Rare Collection - This is a limited and unseen item divided into Limited Item and Limited Movement. (3) Epic Collection - items of a special moment that represents a precious memory which are not replicated again. (4) Legendary Collection - The products and works of the country’s legendary artists with a history, rarity and some of them are the only pieces in the world.



# Baby, Pick Me

FEAT. DAT PROMOTE



A.S. BANGKOK

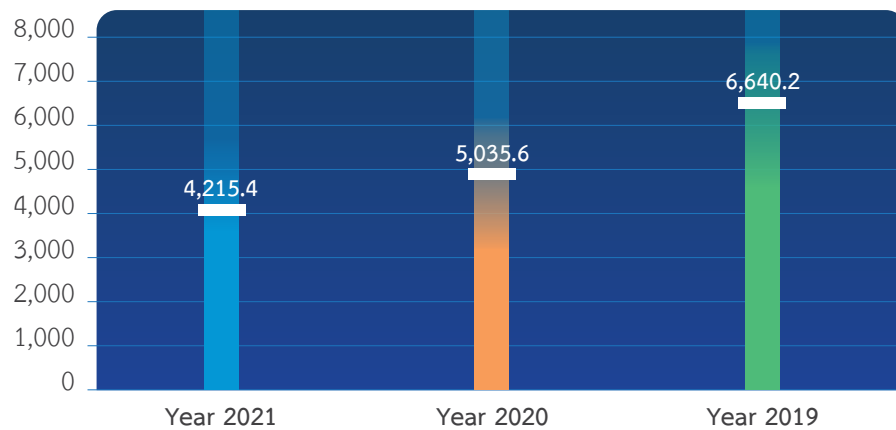
## Financial Highlights

	Consolidated (Unit : Million Baht)		
	2021	2020	2019
<b>Total revenues</b>	<b>4,215.4</b>	<b>5,035.6</b>	<b>6,640.2</b>
Revenue from sales and services	3,835.4	4,971.6	6,602.2
Total costs	2,176.1	3,134.4	4,025.0
Gross profit	1,659.3	1,837.2	2,577.2
Earnings/(loss) before non-controlling interest of the subsidiaries	515.4	(149.6)	374.7
Net earnings/(loss) for the year	497.1	(175.4)	341.9
Dividend paid	-	164.0	82.0
<b>Total assets</b>	<b>5,058.8</b>	<b>4,241.8</b>	<b>3,669.3</b>
Total liabilities	3,576.5	3,284.0	2,338.3
Non-controlling interest of the subsidiaries	116.9	129.7	161.6
Equity attributable to the Company's shareholders	1,365.5	828.1	1,169.3
Weighted average number of ordinary shares (Million shares)	819.9	819.9	819.9
Net earning/(loss) per share (Baht)	0.61	(0.21)	0.42
Dividend paid per share (Baht)	-	0.20	0.10
<b>Book value per share (Baht)</b>	<b>1.67</b>	<b>1.01</b>	<b>1.43</b>
Net profit/(loss) margins	11.79%	-3.48%	5.15%
Return on equity	45.32%	-17.56%	31.97%
Return on assets	10.69%	-4.43%	9.31%



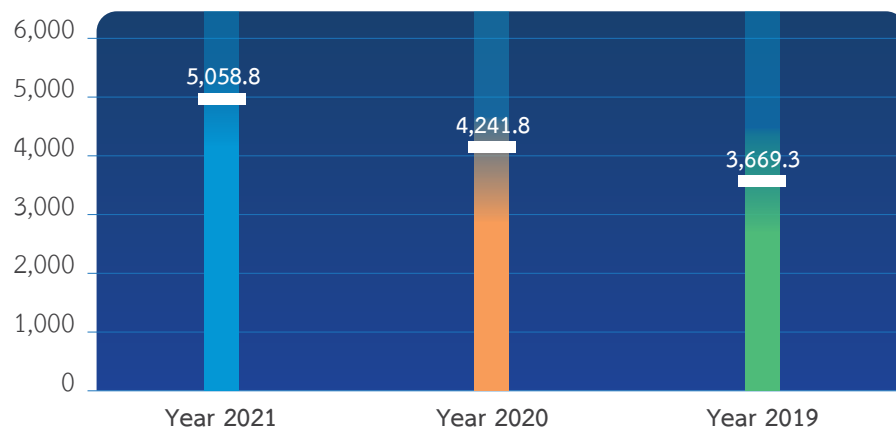
## Total Revenues

Unit : Million Baht

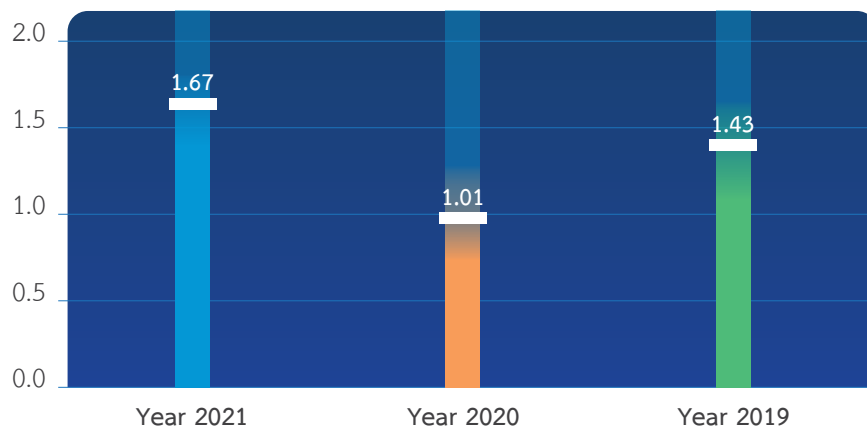


## Total Assets

Unit : Million Baht



## Book Value per Share (Baht)



# Group Operations Structure

## 1. Policy and Business Overview

### 1.1 Vision, Mission, and Long Term Goal

The Board of Directors will review the Company's vision, mission, and long-term goal every year, so as to determine and adjust the Company's business targets and directions to suit the situation as appropriate. The Board's Meeting No.7/2021 on November 12, 2021 reviewed and affirmed the vision, mission, and long-term goal as stated below.



## 1.2 Major changes and development

In the past three years, the Company underwent significant changes in shareholders' structures, management and business operations as follows:

### 2019

#### April

- The 2019 Annual General Meeting of Shareholders approved the allocation of statutory reserve amount of THB 82 million and share premium amount of THB 2,951 million to compensate for the deficit in Retained Earnings of the Company in accordance with the financial statements as of December 31, 2018, in an amount of THB 3,033 million. Consequently, the Company will have an outstanding share premium of THB 1,897 million, and its deficit in Retained Earnings will be zero.

#### June

- The Company deregistered discontinued subsidiaries with the Ministry of Commerce; Digital Gen Company Limited, GMM Thai Hub Company Limited, and GMM Studio Company Limited.

#### August

- The Company approved the payment of the interim dividend from the net profit earned during the first six months period of 2019 according to the separate financial statement to the shareholders of the Company, at the rate of THB 0.10 per share, at an amount totaling THB 82 million approximately or equivalent to 62 percent of separate net profit.

#### September

- The Company additionally purchased 2,646,000 ordinary shares at THB 26.45 per share of GMM CJO Shopping Company Limited (Present: O Shopping Company Limited) from existing shareholders. Thus, the shareholding of the Company in the subsidiary increased from 51 percent to 100 percent.

### 2020

#### March

- The Company approved the payment of the interim dividend from the Company's net profit as of December 31, 2019, at the rate of THB 0.20 per share, at an amount totaling THB 164 million. On July 3, 2020, the 2020 Annual General Meeting of Shareholders had passed a resolution acknowledging the interim dividend payment from the Company's 2019 profit.

#### April

- GDH 559 Company Limited, a subsidiary in which the Company holds a 51 percent majority stake, has acquired additional shares in 'Nam Dee Mai Ngarm Company Limited,' currently holding a 100 percent stake with a paid-up capital of THB 3 million. Nam Dee Mai Ngarm's purpose will be to provide marketing communications for movies and series created by GDH 559 Company Limited and carry out public relations and marketing communication strategies with other companies.

#### November

- The Company passed a resolution to approve the sale of shares in GMM Channel Holding Company Limited, a joint venture of the Company, in the amount of 9,999,998 shares with a par value of THB 100 per share, or equivalent to 50 percent of the total shares of GMM Channel Holding Company Limited at THB 120 per share for a total of THB 1.2 billion, to The One Enterprise Company Limited, another joint venture of the Company. This restructuring has resulted in the Company's investment in just one joint venture, namely, The One Enterprise Company Limited.
- The Company passed a resolution to approve the purchase of shares by GMM Holding Company Limited, a 100 percent wholly owned subsidiary of the Company, in 'GMM Chanel Company Limited' for a total of 20,919,998 shares with a par value of THB 100 per share, or equivalent to 100 percent of the total sold shares at the price of THB 1.
- The Company passed a resolution to approve the purchase of shares by GMM Holding Company Limited, a 100 percent wholly owned subsidiary of the Company, in 'Content and Artist Network Company Limited' for a total of 996 shares with a par value of THB 100 per share, or equivalent to 100 percent of the total sold shares at the price of THB 1.
- The Company passed a resolution to approve the purchase of shares by GMM Holding Company Limited, a 100 percent wholly owned subsidiary of the Company, in A-Time Traveler Company Limited. The purchase of said shares was made from A-Time Media Company Limited and the original shareholders of A-Time Traveler Company Limited for a total of 9,998 shares with a par value of THB 25 per share, or equivalent to 20 percent of the total sold shares at the price of THB 249,950.

- The Company has also passed a resolution effective after the sale of all shares of GMM Channel Holding Company Limited to The One Enterprise Company Limited, with GMM Channel Company Limited as a subsidiary of the Company and licensee for the use of frequencies and as a digital terrestrial television broadcasting business operator. Said resolution approves entering into a contractual agreement for the appointment of a marketing representative for the GMM 25 television channel as well as a licensing agreement for the use of television program names and an intellectual property license agreement between GMM Channel Company Limited and GMM Channel Holding Company Limited for the operation of programs on the GMM 25 television channel starting from January 1, 2021, and expiring at the specified expiry date of the GMM 25 television channel license (including the renewal period). Said license is currently set to expire on April 24, 2029.
- The Company passed a resolution approving financial assistance to The One Enterprise Company Limited as a guarantee for loans from financial institutions in the amount of 31.27 percent, or not more than 50 percent of the THB 2.2 billion loans to The One Enterprise Company Limited to be used as a funding source for the purchase of share prices in GMM Channel Holding Company Limited. The maximum guaranteed amount is THB 1.1 billion.
- The Company deregistered discontinued subsidiaries with the Ministry of Commerce, Tifa Studio Limited, Gung Ho Studio Company Limited, and Dee Talk Company Limited.

## 2021

### January

- The Company appointed Mrs. Kanokporn Sanawatana as a new Chief Financial Officer in replacement of Mrs. Karnsuda Sansuthi who has resigned effective from January 13, 2021.

### February

- The Company disclosed board resolution for approval of the Company's attainment of the right to purchase shares of Rojukiss International Public Company Limited ("KISS"), a leading health and beauty Company. Aiming to expand

into a new distribution channel in Media Commerce with health and beauty products via the direct-to-consumer platform ("D2C"), O Shopping Company Limited, a subsidiary of the Company, is co-establishing a new subsidiary (the "JV") with KISS.

### March

- O Shopping Co., Ltd, a subsidiary of the Company, and Rojukiss International Public Company Limited ("KISS"), a leading health and beauty company, established a Joint Venture company under the name O2 Kiss Co., Ltd. with the objective to operate procurement, selling wholesale and/or retail, marketing and sales promotion for cosmetic products, cosmeceuticals, and food supplement, where O Shopping Co., Ltd. hold a 60% stake with the registered capital of THB 50 million.
- The Company disclosed board resolution for approval of the initial public offering (IPO) framework of the newly issued ordinary shares of the companies under The One Enterprise Company Limited ("ONE"), a joint venture of the Company, and the listing of ONE in the Stock Exchange to strengthen the Company's key business in producing content, including dramas, series and programs which focus on broadcasting via digital TV channels and FM radio frequency channels.

### April

- The Company and YG Entertainment Inc. ("YG Entertainment Inc."), a listed company in Korea Exchange (KRX), established a Joint Venture company with the objective to create comprehensive artist development program under the name YGMM Co., Ltd., where the Company hold a 51% stake with the registered capital of THB 200 million.

### May

- The One Enterprise Public Company Limited ("ONEE"), which is a joint venture that the Company's shareholding 31.27% applied for approval of the offering of newly issued ordinary shares, registration statement and draft prospectus for the offer of securities to the Office of the Securities and Exchange Commission of Thailand ("SEC"), as well as an application for approval of listing ordinary shares on the SET, on May 10, 2021.

## ● June

- The Company exercised the rights to purchase 59,940,000 shares of Rojukiss International Public Company Limited (“KISS”), or equivalent to 9.99% of KISS’s total shares at KISS’s initial public offering price of THB 9.0 per share as agreed upon, with a total value of approximately THB 539.8 million on June 10, 2021.

## ● July

- The Company deregistered discontinued 3 subsidiaries with the Ministry of Commerce: Teentalk Company Limited, G S-one Company Limited, Bravo Studios Company Limited.

## ● August

- The Company deregistered discontinued 1 subsidiary with the Ministry of Commerce: Content and Artist Network Company Limited.

## ● October

- A group of shareholders of the Company, who are members of the Damrongchaitham family, has changed their shareholding in the Company by transferring all of their Company’s shares to Fah Damrongchaitham Co., Ltd., which is a holding company incorporated by

the said group of shareholders to restructure the Damrongchaitham family’s shareholding structure to support the family’s business governance in the long term. As a result of the transfer, Fah Damrongchaitham Co., Ltd. has a shareholding of 52.05% of the total voting rights of the Company and has become a major shareholder of the Company.

## ● November

- On November 3, 2021, the ONE Enterprise Public Company Limited has received full payment of the additional capital and then registered the increase of its issued and paid-up share capital from THB 3,810 million (1,905,000,000 ordinary shares with a par value of THB 2 each) to THB 4,762.5 million (2,381,250,000 ordinary shares with a par value of THB 2 each) with the Ministry of Commerce on the same date. However, the increase in registered share capital of Joint venture resulted in a decrease in the Company’s interest in Joint venture from 31.27% to 25.02%. The Stock Exchange of Thailand approved the ONE Enterprise Public Company Limited’s ordinary shares as listed securities, with trading permitted on November 5, 2021.

## 1.3 Use of Proceeds

– None –

## 1.4 The Company’s Obligations According to Bond Issuance

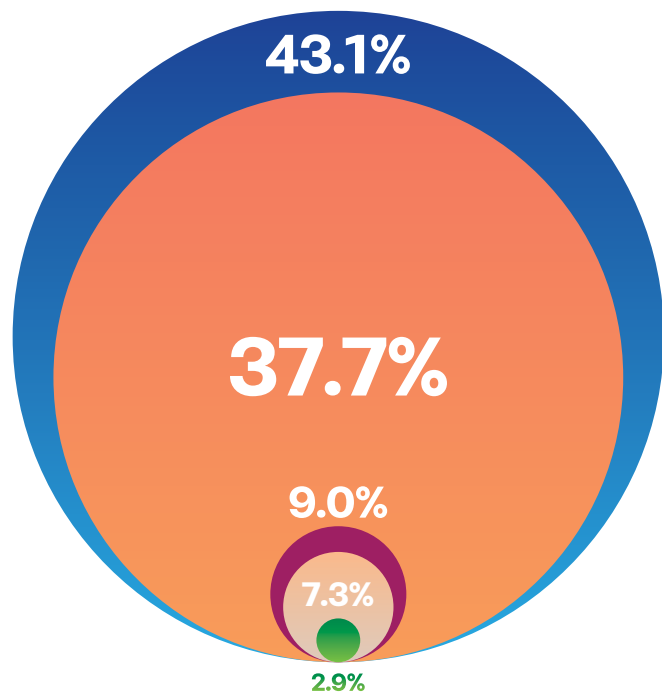
– None –

## 1.5 General Information and Other Important Information

Company Name	: GMM Grammy Public Company Limited (“The Company”)
Head Office	: 50 GMM Grammy Place, Sukhumvit 21 Road (Asoke), Khlongtoeinua, Wattana, Bangkok 10110
Business	: Entertainment and Media
Company Registration	: PCL. 0107537000955
Telephone	: (662) 2669 9000
Facsimile	: (662) 2669 9009
Company Homepage	: <a href="http://www.gmmgrammy.com">www.gmmgrammy.com</a>
Authorized capital	: 819,949,729 baht consisting of 819,949,729 common shares with a par value of 1 baht each (as of December 31, 2021)
Authorized & Paid-up capital	: 819,949,729 baht consisting of 819,949,729 common shares with a par value of 1 baht each (as of December 31, 2021)

## 2. Revenue Structure

### 2.1 Revenue Structure by Business

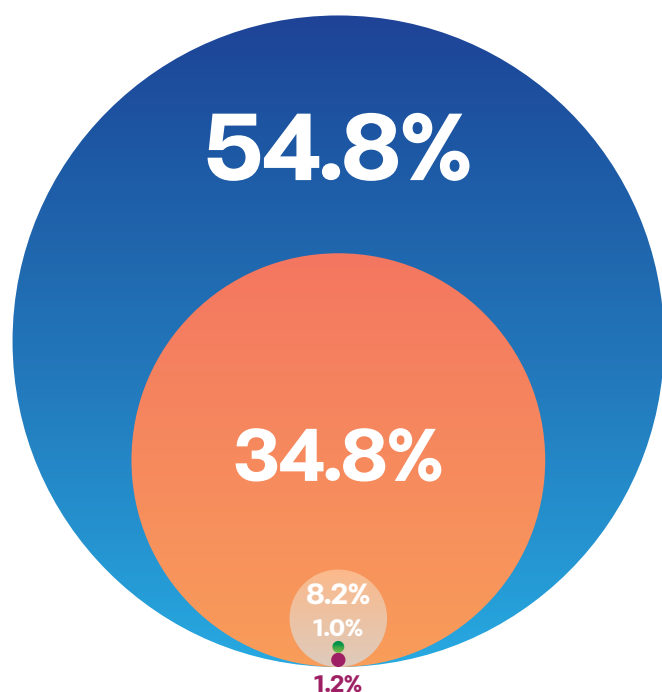


#### Revenues Structure 2021

Unit: Million Baht

Revenue from music and digital businesses	1,816.10	43.1%
Revenue from media businesses	121.15	2.9%
Revenue from merchandise businesses	1,589.99	37.7%
Revenue from other businesses	308.20	7.3%
Other income	380.00	9.0%

Total revenues **4,215.44**



#### Revenues Structure 2020

Unit: Million Baht

Revenue from music and digital businesses	2,758.65	54.8%
Revenue from media businesses	50.67	1.0%
Revenue from merchandise businesses	1,751.03	34.8%
Revenue from other businesses	411.21	8.2%
Other income	60.51	1.2%

Total revenues **5,032.07**

Product / Service Operated by	2021		2020		2019	
	Million Baht	%	Million Baht	%	Million Baht	%
<b>Music and digital businesses</b>						
<b>Music</b>						
GMM Grammy Plc.	233.70	5.5	300.60	6.0	493.51	7.4
GMM Music Publishing International Co., Ltd.	200.39	4.8	232.07	4.6	313.26	4.7
GR Vocal Studio Co., Ltd.	10.73	0.3	22.23	0.4	30.57	0.5
Fan TV Co., Ltd.	-	-	5.05	0.1	10.40	0.2
<b>Total revenues from music</b>	<b>444.83</b>	<b>10.6</b>	<b>559.96</b>	<b>11.1</b>	<b>847.74</b>	<b>12.8</b>
<b>Digital music</b>						
GMM Grammy Plc.	950.05	22.5	937.85	18.6	1,123.26	16.9
<b>Total revenues from digital music</b>	<b>950.05</b>	<b>22.5</b>	<b>937.85</b>	<b>18.6</b>	<b>1,123.26</b>	<b>16.9</b>
<b>Showbiz</b>						
GMM Grammy Plc.	421.22	10.0	1,260.84	25.0	2,043.34	30.8
<b>Total revenues from showbiz</b>	<b>421.22</b>	<b>10.0</b>	<b>1,260.84</b>	<b>25.0</b>	<b>2,043.34</b>	<b>30.8</b>
<b>Total revenues from music and digital businesses</b>	<b>1,816.10</b>	<b>43.1</b>	<b>2,758.65</b>	<b>54.8</b>	<b>4,014.34</b>	<b>60.5</b>
<b>Media businesses</b>						
GMM Channel Co., Ltd.	121.15	2.9	50.67	1.0	-	-
<b>Total revenues from media businesses</b>	<b>121.15</b>	<b>2.9</b>	<b>50.67</b>	<b>1.0</b>	<b>-</b>	<b>-</b>
<b>Merchandise businesses</b>						
<b>Home shopping</b>						
O Shopping Co., Ltd.	1,316.86	31.2	1,531.87	30.4	1,693.53	25.5
OSP TV Co., Ltd.	-	-	-	-	0.20	0.0
<b>Total revenues from home shopping</b>	<b>1,316.86</b>	<b>31.2</b>	<b>1,531.87</b>	<b>30.4</b>	<b>1,693.73</b>	<b>25.5</b>
<b>Set top box and broadcasting</b>						
Z Trading Co., Ltd.	273.13	6.5	211.76	4.2	279.54	4.2
<b>Total revenues from set top box and broadcasting</b>	<b>273.13</b>	<b>6.5</b>	<b>211.76</b>	<b>4.2</b>	<b>279.54</b>	<b>4.2</b>
<b>Direct sales</b>						
GMM Goods Co., Ltd.	-	-	7.40	0.1	-	-
<b>Total revenues from direct sales</b>	<b>-</b>	<b>-</b>	<b>7.40</b>	<b>0.1</b>	<b>-</b>	<b>-</b>
<b>Total revenues from merchandise businesses</b>	<b>1,589.99</b>	<b>37.7</b>	<b>1,751.03</b>	<b>34.8</b>	<b>1,973.27</b>	<b>29.7</b>
<b>Other businesses</b>						
GMM Grammy Plc.	62.38	1.5	52.25	1.0	147.82	2.2
Exact Co., Ltd.	6.44	0.2	2.29	0.0	1.92	0.0
GDH 559 Co., Ltd.	231.65	5.5	352.33	7.0	464.87	7.0
Nam Dee Mai Ngarm Co., Ltd.	7.49	0.2	4.34	0.1	-	-
Other subsidanes	0.24	0.0	-	-	-	-
<b>Total revenue from other businesses</b>	<b>308.20</b>	<b>7.3</b>	<b>411.21</b>	<b>8.2</b>	<b>614.61</b>	<b>9.3</b>
<b>Dividend received</b>	<b>3.30</b>	<b>0.1</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Gain on deemed disposal of investment in joint venture</b>	<b>234.92</b>	<b>5.6</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Fair value gain on other financial assets</b>	<b>89.60</b>	<b>2.1</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Other income</b>	<b>52.18</b>	<b>1.2</b>	<b>60.51</b>	<b>1.2</b>	<b>31.83</b>	<b>0.5</b>
<b>Total revenues</b>	<b>4,215.44</b>	<b>100.0</b>	<b>5,032.07</b>	<b>100.0</b>	<b>6,634.05</b>	<b>100.0</b>

## 2.2 Details of Products

Our business operations are directed by philosophy of working creatively, varied in all dimensions with international quality including continuous technology development in order to deliver limitless enjoyment to a wide range of consumers conforming to the changing media consumption behaviors of the times. The Company's Business Operations are categorized into 3 business groups as follows:

1. The Core Business Groups consist of:
  - 1.1 Music Business, as in Digital Music, Music publishing, Physical music
  - 1.2 Artists Management
  - 1.3 Showbiz (Concerts and Festivals)
  - 1.4 Artists' Products business
  - 1.5 Other Businesses
2. Related Business Groups are those that support and add value from the core business in order to consistently create growth for the group of companies in the long-term, includes:
  - 2.1 Home Shopping Business
  - 2.2 Movie Business
  - 2.3 Satellite Television business
  - 2.4 Digital Television business
3. Joint Venture Business Group consisting of Digital Television, Home Shopping, and Music Business through co-investment with business alliances.

Aspects of Business Operations are summarized as follows:

### 1. Core Business Group

#### 1.1 Music Business

##### (1) Aspect of Products or Services

Managed under the model "Servicing Entire Music Business" (Total Music Business) from selecting Artist, Music production, marketing, music copyrights management, to distribution of music products through Physical and Digital channels, organizing concerts and Artists management.

- **Physical Music Business**

The group of companies create music works starting with the selection of artists, composing lyrics and melody, remixing chorus, as well as the process of filming the music video and photo editing until a quality work is completed and ready to be produced into a perfect Master. Throughout the past period, the Group of Companies has produced music in a variety of music genres encompassing all customer groups. In 2021, the music business group continued to focus on producing both pop (string) songs and country music (luk thung) with all famous artists successively, which covers all types of targeted consumer groups. Along with making popular songs compilation albums at different times of the year. The Company distributes music products such as MP3 albums in the form of USB or various Boxset, etc., and through traditional trade stores, modern trade stores, retail booths or Kiosk, as well as selling products through online channels and call center.

- **Digital Music Business**

From the rapid development of technological changes coupled with changing consumer behavior, the music business has therefore expanded distribution channels that can reach consumers and generate more revenue for the group of companies. By adapting music content to digital format which enabled business to expand into online platforms such as YouTube, Facebook, Spotify, JOOX, Apple Music and Tencent Music, giving users choices to listen to online music on demand, from playlist or download songs for listening offline which is consistently being modified and developed in new types of services in tandem with the advancement of technology and changing consumer behavior. Notably, for the groups' expansion of content access through GMM Grammy Official Account Channel on YouTube has seen growth by leaps and bounds consistently, in terms of subscribers, number of channels and revenues. At present, revenues of music business from digital channels are growing steadily. And it is believed that in the future, revenues from digital channels will become an important source of income, as with the trend of global music industry.

- **Music Publishing Business**

Manage and collect copyright fees from businesses wishing to use the company's music for commercial purposes such as radio media, restaurants, karaoke's, etc.

## **1.2 Collecting Copyright Fees Business**

The company manages the signing on of engagements for artists for various performance in concerts, pubs, bars and as product presenters. So as to make artists be appreciated and popular continuously, the company's policies are to mold and develop skills of artists in order to raise their level to become genuinely professional artists.

## **1.3 SHOWBIZ (Concerts and Festivals)**

To maximize benefits, business of Showbiz builds on existing assets of music products such as songs, singers, performers and artists, through the expertise of the company in the business of organizing events and exhibitions in a range of formats. From Variety shows, concerts, mixed media creative events and other shows. The operation covers innovative exhibition, production and creative marketing plans so as to fully meet the needs of customers. The company operates the business of organizing concerts and music festivals under the department GMM SHOW. The main revenue is derived from ticket sales, Sponsor's Support and various activities.

## **1.4 Artists' Products Business**

Manage the selling and distribution of products owned by the artists themselves, with limited production of each products whereby artists are co-creating quality products for fans and general public.

## **1.5 Other Businesses**

Operates "GR Vocal Studio", an academy for teaching singing, music, acting and dance school. It is open to teach the general public and as a center for artists development and recruitment.

## (2) Marketing and Competition

The company focuses on producing quality music that covers different target groups by setting up creative departments based on the adeptness of genre in Thai music industry's professional team. Together with the quality of the team and artists, making the works of the group of companies being much desired by consumers and are able to capture a robust share of the music market in Thailand reaching a wide range of target groups. The company is determined to drive the industry in the transition to the digital media era, broadening the artists reach and enabling their works to speedily be available to worldwide audiences. The success of a song can also be clearly assessed with a popularity indicator. The company has fully modified its music business model to keep pace with the competition in the digital era to generate sustainable income in the future from the growing trend of music streaming or listening to music via mobile applications. In past year 2021, the company continued to lead the domestic music business and advancing into the international market. We have changed the business model to enter into social media and streaming in collaborations with major platforms in the market such as YouTube, Facebook, Spotify, Line TV, JOOX, Apple Music and Tencent Music. The Company still focuses on creating quality content to expand into every market and through all kinds of channels. Nonetheless, amid the uncertainty of the economic situation and the ongoing pandemic situation, the music industry in digital media is still able to grow well. The company itself has developed a strategy to maintain leadership and innovations in organizing concerts conforming to government-stipulated measures for the safety of visitors and staff. And the success of songs can be clearly assessed through popularity index.

As for the physical products, even though there is a tendency of decline, but because there are still some groups of music listeners wishing to listen to music with fine sound quality and because of their true fondness for the artist, some audience prefer to accumulate physical products therefore the company has marketing plans focusing on such customer groups by emphasizing on the design of music products to be more relevant forms of collectibles. Meanwhile, also placing importance on effective distribution systems and channels.

Presently, the Company has copyrights for songs and artists in affiliation which can create added value to market in the future. Having productions of more than 40,000 songs in the music library (Music Library) and over 300 affiliated artists, which are considered as an important asset of the company. All the songs are stored as Master tape and in Digital formats which can be used to create new works in various forms such as merging albums, in karaoke form, compiling songs (Compilation) or creating new music using the original lyrics (Cover), etc. As for the artists affiliated under the company, apart from releasing usual music works and albums, also perform at concerts, various engagements, including being presenters for products advertisement and various shows continually. All of which has always been significant ways to generate revenues for the company. Additionally, the role of "Music copyright" currently is becoming more and more important to the media industry, such as the use of singing contest programs. It is a magnetic content of many digital TV channels. Also, the songs are like the source of origin for entertainment to build on through many more ways.

As for the showbiz business, the competition is quite high as there are many small, medium and large entrepreneurs entering this business market as well as having to compete with foreign artists performing in Thailand but, due to being a large company with extensive experience and having a huge number artists and singers receiving high popularity, therefore ensuring that the showbiz of the company will meet the needs and make consumers pleased. Which is considered as an advantage compared to other companies. In 2021, amidst the Covid-19 pandemic situation, the government issued control measures for concerts, and refraining from organizing activities that involve large groups of people resulting in the company unable to operate showbiz and artist management business as usual.

### (3) Procurement of Products or Services

#### ● Procurement of Products for Sale

The key elements of music creation and distribution are as follows:

##### 1) Lyrics and Melodies

The company employs more than 200 personnel with expertise in various genres of music who are capable of producing quality works, involved in the music production department. And there are also approximately 40,000 songs that are copyrighted by the Company stored in the music library, all of which are quality pieces of music that can be produced creatively into new works in various formats.

##### 2) Artists

Currently, the company has artists and singers of contemporary modern Thai songs and Thai country music (Luk Thung) comprising of solo male and female artists, and group artists which can present a variety of music in different genres. By the end of 2021, the company has more than 300 artists under affiliation.

##### 3) Studio

The company has recording studio and editing room with modern equipment of international standards to create higher quality works of Master music and various television programs.

##### 4) Warehouse and Distribution Center

The group of companies possess their own warehouse and Distribution Center enabling it to control product distribution with effective inventory management.

##### 5) Digital Storage System (Digital Library)

The Group of Companies are equipped to provide systems services supporting different digital storage sizes for contents in a variety of formats for providing services to customers using mobile phones of different brands and models with a team of digital content producers specializing in this service and management. The group accepts music management of other partner affiliates as well, since they have confidence in the company to be the content manager to provide content to the customer network of other companies.

#### ● Number of Raw Material Suppliers

The raw materials used in the production of CDs, VCDs and DVDs include plastic resins, paints and lacquers, etc. Most of which are domestically sourced, having similar annual utilization. The Group Company maintains good relationship with raw material suppliers therefore have no problems in procuring raw materials. However, the management of raw materials to be consistent with production orders is essential. In the event that a large quantity of products are required, or the production machinery is damaged or in the process of being modified, the Group can hire another manufacturer to supplant it under strict confidentiality agreement to prevent counterfeit duplication.

## 2. Related Business Groups

### 2.1 Home Shopping Business

#### (1) Aspect of Products or Services

Operates business through a TV Home Shopping program called ‘O Shopping’, a program that focuses on providing reliable and interesting information. Introducing both domestic and international products with quality. Realizing the importance of consumer benefits, ‘O Shopping’ offers products through digital TV channels. Satellite TV channels and online channels making it possible to reach target customers comprehensively and create a comfortable shopping experience. Customers can shop 24 hours a day via phone and online.

#### (2) Marketing and Competition

The company has prioritized and is prepared to handle the competition for this business to grow continuously and sustainably. In 2021, the home shopping market continued to grow compared to the previous year. The Covid-19 situation resulted in consumers spending more time at home and have increasingly chose to shop online especially for food supplements, kitchenware and exercise equipment are the best sellers which is a result of consumer behavior becoming health conscious. This year, O Shopping aims to expand its target customers, increasingly to new generations. Responding to consumer behavior in the popularity of buying products online and focusing on e-commerce business, the company believes that the overview of the home shopping business will continue to grow from existing customer base. However, the company is striving to increase the target customers evermore and boosting new customer base thoroughly. The company has prioritized and is prepared to cope with competition for this business to grow continuously and sustainably and to build confidence in the company which is considered the cornerstone of the home shopping business.

Apart from this, O Shopping has developed distribution channels transitioning to online and Internet sales systems. Originally having the main channel, is to watch Channel O Shopping via C-band and KU-band satellite television, cable and digital TV. Due to the increasing popularity of online shopping currently, the company has developed a sales channel through the website. <http://www.oshoppingtv.com> as an alternative for consumers, together with developing mobile applications and promotional channels via social media such as YouTube, Instagram and many fun activities throughout the day at [www.facebook.com/oshoppingtv](http://www.facebook.com/oshoppingtv)

#### (3) Procurement of Products or Services

The company focuses on products that are quality guaranteed, both domestically and internationally. As well as increasing the variety of products sold such as home convenience products, kitchenware, electrical appliances, food supplements, skin care products, exercise equipment, clothing and products in the electronic category as well as focusing on products that have growth tendency, such as fashion products, lifestyle products and e-commerce products, to meet the needs of consumers in all groups. With objective to continuously increase the number of products as well as foreseeing that creating credible and interesting TV content uniquely through a new, easy-to-understand presentation format to attract the attention of consumers to purchase products will help promote the home shopping business and make it more appealing. With expertise in entertainment business, the company uses adept moderators skilled in selling products enhanced by a new and interesting form of product demonstration that has never been done by competitors before. This new form of product demonstration allows customers to see the selling point of the product which ultimately affects the purchasing decision.

Work that has not been handed over - None -

## 2.2 Movie Business

### (1) Aspect of Products or Services

The Company's movie business is operated through a subsidiary, GDH 559 Company Limited (The Company holds 51% shares) with goal to continuously produce quality movies and series to the market in a variety of different content, but still maintaining their own unique style. GDH clearly has a strong potential in its skilled crew team to present innovative films and create happiness for Thai movie viewers. In 2021, 2 movies were released, namely "GHOST LAB break the rules of ghost experiments" which was shown worldwide through Netflix. And "The Medium", a horror movie chosen by "The National Federation of Motion Pictures and Contents Association" to represent Thai films nominated for the 94th Academy Awards (OSCARS) for Best Foreign Film (94th Academy Awards - International Feature Film). With 2 series, namely "Translated Love Me with Your Heart Part2" and "BLACKOUT, Secret bar not in the world"

Revenue Sources of the Movies include

1. Income from movie screenings in cinemas with the movie ticket share system in Bangkok. with a share between the company and movie theaters at 50%.
2. Revenue from selling rights to film agencies in other provinces.
3. Income from selling rights to home Entertainment business operators for producing VCDs and DVDs.
4. Income from the sale of broadcasting rights for cable TV, free TV and overseas companies.
5. Income from sale of sponsorships from various products.

### (2) Marketing and Competition

Industry trends and competition Amid the digital disruption that has changed consumer behavior and the rapid growth of digital platforms resulting in an increase of content creators entering the market while consumers have more choices and access to a diverse range of content as well. In the past year, 2021, the Covid-19 situation continued to affect the Thai cinema and film industry despite various easing measures, it cannot be denied that overall, the movie industry in Thailand this year has been impacted. As a result, movie business operators had to adjust and look elsewhere to increase their income from other ways. However, the company is confident in creating good and distinct content to expand the audience base both domestically and internationally through a variety of viewing channels.

The substantial or slim success of the movie depends on the popularity trend of the audience, which cannot be predicted Coupled with the relatively high popularity of foreign films due to the belief that the scripts and production technology of foreign films are better than Thai films. However, the success of Thai movies depends on a number of internal and external factors. The Company will consider appropriate operating strategies in order to make the Company's works impressive to the audience and successively gain more popularity such as

- Content and Screenplay must be unique and outstanding. The screenwriter must use skills in writing both the language of the movie and the spoken language in order to clearly communicate to the target audience.
- Build awareness (Branding) of the Movie Company or studio to build confidence in movie audience that they will always view quality movies.
- Analyze and understand target customers to define the movie's direction. Prepare the screenplay, Stars, Actors and with a suitable Public Relations plan that meet the needs of target customers.

### (3) Procurement of Products or Services

#### Essential elements of the movie business

##### 1) Personnel

Personnel including screenplay writers, movie directors are considered to have a very important role in the creative production of films. The company group has proficient personnel who are responsible for the overall production, who have been with the company for a long time.

##### 2) Casting of Actors

Since considerable emphasis is placed on the casting of actors to match the scripted personality of characters in each film, there is a policy for recruiting actors, both, from those actors who have signed contracts with GDH itself, as well as independent actors able to play the roles appropriately.

##### 3) Movie Screenplay

Movie screenplays are determined through market research gathering statistical data to select movie genres that are popular among public groups. After defining the storyline plot and receiving production approval, it goes into the development of the script, which is a delicate process that the company attaches great importance to.

##### 4) Movie Production Process

Filming combines preparatory measures, meetings for working plans, conclusion of production budget and the preparedness of each team such as Directing Part, Design department, Arts team, Welfare department, Set Manager, Preparation of various equipments, Provision of filming locations, Clothing, Scene and Provide Stars and Actors. After film shooting completes, After shooting completes, next step is the process of film editing in film lab and sound works, including adding sounds compositions and effects.

##### 5) Marketing and Public Relations

Marketing and public relations planning prior to releasing the movie, by choosing the apt media such as posters, short trailers for advertising and drawing people's attention to want to follow and watch.

Work that has not been handed over - None -

## 2.3 Satellite Television Business

### (1) Aspects of Products or Services

This business is operated by the Company's subsidiaries. The Company's satellite television business at present can be divided into 2 main parts:

- 1) Satellite television network business "GMM Z" which has been changed to G Broadcast, providing services in OTA (Over the Air) Arranging various satellite television channels both within the network and other satellite television operators, to be able to watch on the set-top box.
- 2) Trading business of Z Trading Company, which is responsible for trading in satellite TV set-top boxes, Terrestrial digital TV set-top box, Internet TV set-top box and developing sales of products in device machine category.

Currently, marketed products are as follows:

Type		Feature
GMM Z HD Smile Plus Set-Top Box		Satellite TV receiver box with increased capabilities through a connected USB Wi-Fi antenna for viewing Internet TV channels (Streaming) which will become the main product of every household in the future.
GMMZ TV STICK		A new Android TV viewing device in a Stick form. Small and easy to carry. Suitable for use on the go. Connect to the TV in the car during travel. In hotel rooms, simply attach to the HDMI and connect to the internet, to watch many TV programs through various applications available in google play store.
GMM Z STREAM 4.0 Set-Top Box		New Internet TV Set Top Box With the Android 9.0 operating system, the clearest in Ultra HD 4K, supports connectivity via Bluetooth and WIFI – Hot Spot Mobile
GMM Z HD Smile Set-Top Box		The best-selling color satellite TV receiver set-top box in the market in white color body. With OTA sorting system, automatically adds and groups channels to easily find channels. Front panel LED screen with newly designed easy to use push buttons making it more convenient.
GMM Z HD Lite Pro Set-Top Box		New look satellite TV receiver set-top box designed with function keys on the top. Focused on sales through home appliances stores, it is convenient to purchase and install by the customers themselves.
GMM Z HD Wise Pro Set-Top Box		New look satellite TV receiver set-top box designed with function keys on the top. Aimed for sales to customers in department stores, and online clients making it convenient to buy install by themselves as well.

## (2) Industry Trends and Competition

Network business and satellite TV receiver set-top boxes are television media with the largest audience base nationwide. In addition, it is supported by the policy to broadcast digital TV channels in accordance with the rules of the NBTC (Must Carry). Both product owners and advertising agencies are therefore still interested in using advertising media through the satellite television platform for effectively reaching the target audience.

The overall satellite TV receiver set-top box business in 2021 was better than the previous year. Owing to the change in broadcasting technology from SD to HD (Mpeg2 - Mpeg4), customers have to buy new boxes due to black screen events. Along with the COVID-19 situation, more people have had to stay at home. Watching television is therefore important and basic entertainment. Consequently, related businesses such as Home Shopping have increasingly turned to advertising media on satellite TV receiver boxes as well. In negotiating for cheaper production costs from factories while still maintaining product quality has made this business more profitable. Also, store data shows that consumers are increasingly still choosing satellite TV boxes over digital terrestrial boxes, with the advantage that there are more channels than digital TV boxes which have fewer channels because operators have returned broadcasting licenses of many channels. Coupled with the increased technology in the set-top boxes, having more functions to fulfill the needs of consumers. Whether adding Internet TV or Android OS functions to satisfy video on demand viewing.

The company also has plans to communicate with consumers. There will be advertising strategies together with organizing promotional activities for retailers and satellite TV receiver box dealers as well as customers who directly buy products to build Brand Awareness.

## (3) Procurement of Products or Services

As for the satellite receiver box, the Company hires an external manufacturer to produce according to the specifications that the Company has set for further distribution to customers.

**Work that has not been handed over** - None -

## 2.4 Digital Television Business

The Company operates the television station in digital TV channel GMM25, with GMM Channel Company Limited (100% held by the Company), being a licensee to use frequency spectrum and operate television business in General category, normal definition (SD) in digital system. The marketing agent being The One Enterprise Public Company Limited, a joint venture of the Company in the content production business, which is the Company's flagship company.

### 3. Joint Venture Business Group

In 2021, the Company's joint ventures consist of The One Enterprise Public Company Limited, YGMM Company Limited and O2 Kiss Company Limited.

#### 1. The One Enterprise Public Company Limited

The One Enterprise Public Company Limited or "ONEE" operates a content production business that focuses on broadcasting via digital TV channels and radio frequency channels broadcasting in the FM system. In which the company currently is operating content production with business partners through investment in The One Enterprise Public Company Limited. The One Enterprise Public Company Limited will be the Company's Flagship Company for producing drama series content and programs that primarily focus on broadcasting via digital TV channels and radio frequency channels broadcasting in the FM system with the objective of creating quality content, information and entertainment to meet the needs of all target audiences. In 2021, ONEE submitted an application to offer newly issued ordinary shares for sale, with the securities offering registration statement, and draft prospectus to the Office of the Securities and Exchange Commission. And submitted an application to the Stock Exchange of Thailand to accept ordinary shares as listed securities on the Stock Exchange. The first trading day was in November 2021.

#### 2. YGMM Company Limited

YGMM Co., Ltd. is a co-operation between the Company and YG Entertainment Inc., a company listed on the Korea Exchange (KRX), to jointly establish the company as Joint venture to fully develop and integrate artists under the name YG"MM (YGMM) and to engage in all kinds of entertainment business, provide consulting services, organizing concerts, time dramas and various performances. The objective of this co-operation is to create Boy Band and Girl Group artists to debut in the next 5 years pursuant to courses of YG Entertainment and GMM Grammy.

This year, the integrated artist development company YG"MM (YGMM), a joint venture between the company and YG Entertainment Inc., announced an 'audition' for the official selection as a trainee. Which received a lot of attention, with over 60,000 applicants from 93 countries around the world. Those who pass the audition will receive training to develop their potential in Thailand and continue to be an artist of YG"MM.

#### 3. O2 KISS Company Limited

A joint venture company between O Shopping Company Limited, a subsidiary of the Company, and Rojukis International Public Company Limited to operate business in procuring supplies for sale as wholesale and/or retail, Marketing and sales promotion activities for cosmetic products, cosmeceuticals, dietary supplements. In 2021, O2 Kiss Co., Ltd. launched products in the category of cosmeceuticals and dietary supplements that includes the dietary supplement brand 'Chi Qi'. With the launch of 3 superstars 3 generations in the campaign "3 Qi Family". Team led by P'Bird Thongchai McIntyre, together with Kong Saharat Sangkapreecha and Tor Thanapob Leeratanakajorn. The dietary supplement product 'Qi' (Chi) is a combination of the 3 most precious herbs of Asia, being pure Tibetan Cordyceps, Korean Red Ginseng, and Red Lingzhi (Red Reishi Mushroom) packaged in a new form, 3 tablets, 3 herbs in 1 sachet, presented with a superb slogan 'Good Chi, Good Life' meeting the needs of consumers' holistic health care in the New Normal era.

STARRING  
KITTY CHICHA AMATAYAKUL

A NETFLIX ORIGINAL SERIES

SCREENPLAY  
KONGDEJ JATURANRASMEE

# GIRL FROM NOWHERE



THE NEW LESSON TAUGHT BY THE VICTIMS

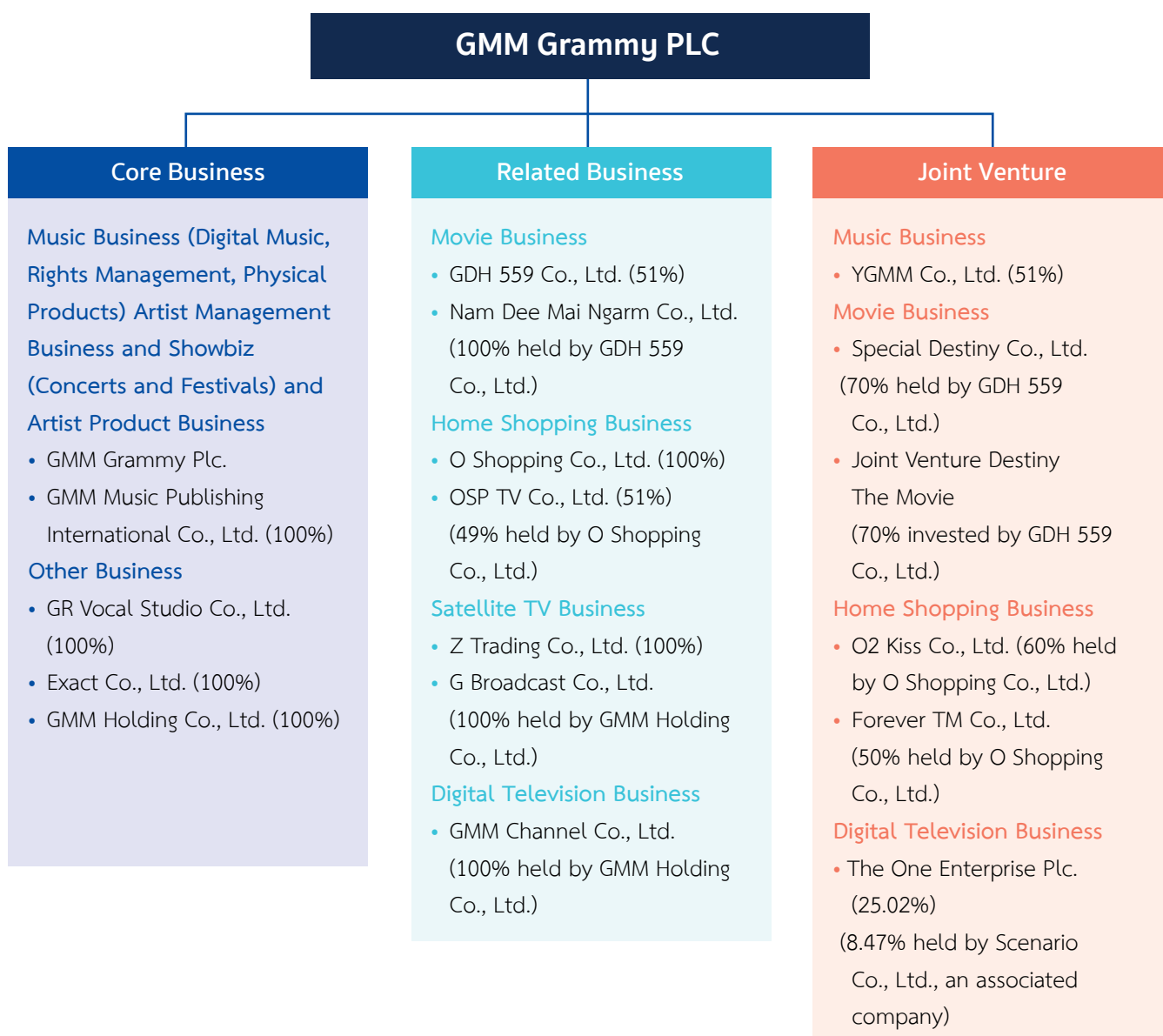
**NETFLIX** | ALL EPISODES  
MAY 7

## 3. Shareholding Structure of the Group Company

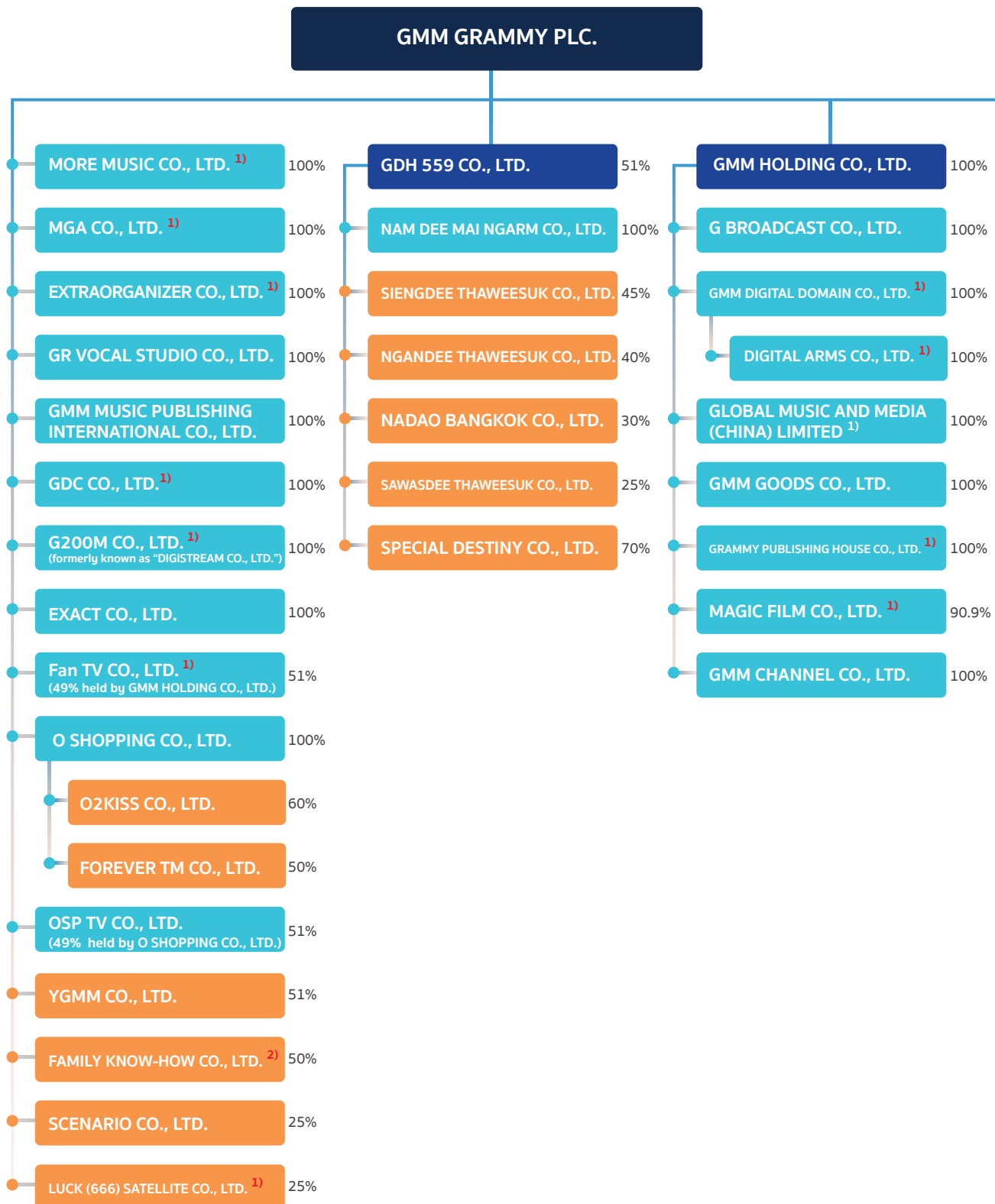
### 3.1 Shareholding Structure of the Group Company

#### Operation Policy of the Group Company

The Company has a policy to invest in businesses that corresponds to the Company's goals, visions, and growth strategy. Therefore, the Company invests in businesses which relates to and supports the business operations of the Group companies in order to build a strong foundation and improve business performance in the long run. The Grammy group divides its business into three main categories, consisting of 1) Core Business 2) Related Business and 3) Joint Venture Business, the significant shareholding structure can be divided into the following business lines as follow:



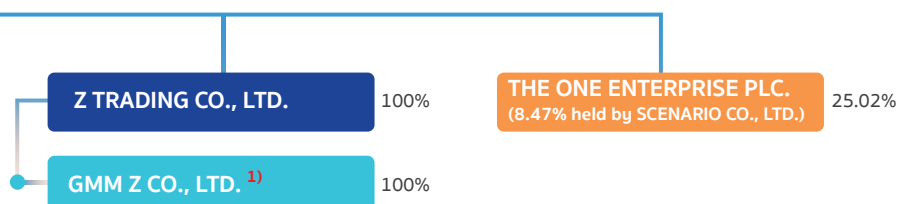
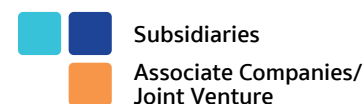
## Shareholding structure of the Company



as of December 31, 2021

**Note:**

- 1) Temporary discontinued operations.  
2) Dissolution, liquidation is being process.



	Company	Other shareholders
1	GDH 559 Company Limited	Hub Ho Hin Bangkok Company Limited holds 15% and others holds 34%
2	Magic Film Company Limited	Others holds 9.1%
3	Scenario Company Limited	Mr. Takonkiet Virawan holds 54.38% and others holds 20.62%
4	Siengdee Thaweesuk Company Limited	Apollo Lab (2001) Company Limited holds 45% and others holds 10%
5	Ngandee Thaweesuk Company Limited	Miss Kanjana Vinaipanit holds 20% and others holds 40%
6	Nadao Bangkok Company Limited	Mr. Songyos Sugmakanan holds 27%, Hub Ho Hin Bangkok Company Limited holds 10%, Miss Rojjarek Luerojwong holds 10%, Miss Jongjit Inthung holds 10%, Miss Radeenapis Kosiyachinda holds 10% and others holds 3%
7	Sawasdee Thaweesuk Company Limited	Miss Benjamaporn Srabua holds 20%, Mr. Thammarat Sumethsupachok holds 10%, Mr. Panayu Kunvanlee holds 10%, Hub Ho Hin Bangkok Company Limited holds 10% and others holds 25%
8	The One Enterprise Public Company Limited	Miss Poramaporn Prasarttong-osothe holds 40.04% and others holds 34.94%
9	Special Destiny Company Limited	Broadcast Thai Television Company Limited holds 30%
10	O2 KISS Company Limited	Rojukiss International Public Company Limited holds 40%
11	YGMM Company Limited	YG Entertainment Inc. holds 49%
12	FOREVER TM Company Limited	Mr. Thongchai McIntyre holds 50%
13	Family Know How Company Limited	The Stock Exchange of Thailand holds 50%
14	Lucks (666) Satellite Company Limited	Luck (666) Company Limited holds 75%

## Companies in which GMM Grammy holds more than 10% of their shares

Company Name		Business Type	Type of share	Number of paid-up shares (Shares)	Issued and paid-up shares (Baht)
Parent company					
	GMM Grammy Plc.	Fully-integrate entertainment businesses, including music business, and co-investment in other businesses	Common Shares	819,949,729	819,949,729
Subsidiaries					
1	GMM Music Publishing International Co., Ltd.	Management of music copyrights	Common Shares	50,000	5,000,000
2	GDH 559 Co., Ltd.	Production of films and television programmes	Common Shares	1,500,000	150,000,000
3	GR Vocal Studio Co., Ltd.	Vocal and music schools	Common Shares	50,000	5,000,000
4	GMM Holding Co., Ltd.	Holding company	Common Shares	11,030,520	1,103,052,000
5	Exact Co., Ltd.	Production of television programmes	Common Shares	600,000	60,000,000
6	Z Trading Co., Ltd.	Production and distribution of satellite television and digital TV receivers	Common Shares	59,350,000	5,935,000,000
7	G Broadcast Co., Ltd.	Satellite television platform provider	Common Shares	450,000	45,000,000
8	O Shopping Co., Ltd.	Wholesale and retail by using advertising media and receiving phone orders and E-commerce order	Common Shares	5,400,000	356,400,000
9	OSP TV Co., Ltd.	Satellite television platform provider	Common Shares	10,000	250,000
10	GMM Goods Co., Ltd.	Distribution of consumer goods	Common Shares	4,000,000	30,000,000
11	Nam Dee Mai Ngarm Co., Ltd.	Media advertising, public relations consultancy, and marketing organizer	Common Shares	30,000	3,000,000
12	GMM Channel Co., Ltd.	Production of television programmes and digital on-air	Common Shares	32,050,000	3,205,000,000
13	Fan TV Co., Ltd.	Currently non-active	Common Shares	2,000,000	200,000,000
14	MGA Co., Ltd.	Currently non-active	Common Shares	300,000	2,625,000
15	More Music Co., Ltd.	Currently non-active	Common Shares	160,000	1,000,000
16	GMM Digital Domain Co., Ltd.	Currently non-active	Common Shares	500,000	13,000,000
17	Digital Arms Co., Ltd.	Currently non-active	Common Shares	1,750,000	17,500,000
18	Global Music and Media (China) Limited	Currently non-active	Common Shares	1,507,500	HK\$1,883,875
19	Extraorganizer Co., Ltd.	Currently non-active	Common Shares	10,000	1,000,000
20	GDC Co., Ltd.	Currently non-active	Common Shares	500,000	46,815,000
21	Grammy Publishing House Co., Ltd.	Currently non-active	Common Shares	1,650,000	165,000,000
22	Magic Film Co., Ltd.	Currently non-active	Common Shares	22,000	2,200,000
23	G200M Co., Ltd. (formerly known as "Digistream Co., Ltd.")	Currently non-active	Common Shares	10,000	1,000,000
24	GMM Z Co., Ltd.	Currently non-active	Common Shares	6,400,000	640,000,000

Company Name	Business Type	Type of share	Number of paid-up shares (Shares)	Issued and paid-up shares (Baht)
<b>Associated companies</b>				
1 Scenario Co., Ltd.	Production of television programmes and plays	Common Shares	14,000,000	70,000,000
2 Nadao Bangkok Co., Ltd.	Production of television programmes and films and talent agency services	Common Shares	20,000	2,000,000
3 Sawasdee Thaweesuk Co., Ltd.	Design and post production of advertising media and films and public relations for films	Common Shares	50,000	3,750,000
4 Siengdee Thaweesuk Co., Ltd.	Provider of recording movie sound and movie advertisement, produce sound and music for movie	Common Shares	500,000	5,000,000
5 Ngandee Thaweesuk Co., Ltd.	Public relations and organizer	Common Shares	100,000	1,000,000
6 Family Know-How Co., Ltd.	Dissolution, liquidation is being in process	Common Shares	2,500,000	25,000,000
		Preferred Shares	2,500,000	25,000,000
7 Lucks (666) Satellite Co., Ltd.	Currently non-active	Common Shares	200,000	20,000,000
<b>Joint Ventures / Joint Operation</b>				
1 The ONE Enterprise Plc. (2021 : transformed into a public company)	Engage in digital TV, radio, production of content, production of advertising media, rent advertising space, sublease television station, artist management, studio rental service and investment in other businesses	Common Shares	2,381,250,000	4,762,500,000
2 YGMM Co., Ltd.	Engage to entertainment business and provide consulting services such as organizing concerts, stage plays and various performances including the development of idol artists	Common Shares	2,000,000	100,050,000
3 O2 Kiss Co., Ltd.	Operations procurement, selling wholesale, retail, marketing and sales promotion for cosmetic products and cosmeceuticals, dietary supplements	Common Shares	5,000,000	50,000,000
4 Forever TM Co., Ltd.	Engage to entertainment business, provide modeling services to advertise	Common Shares	100,000	1,000,000
5 Special Destiny Co., Ltd.	Raising funds by offering digital tokens to general investors	Common Shares	1,000,000	5,000,000
6 Joint Venture Destiny The Movie	Production of films	-	-	80,000,000
<b>Other Companies</b>				
1 A-time Traveller Co., Ltd.	Currently non-active	Common Shares	50,000	1,250,000
2 Ratchadalai Co., Ltd.	Currently non-active	Common Shares	50,000	5,000,000

**GMM Grammy Plc., subsidiaries, associated companies, joint ventures and other related companies have registered office at 50 GMM Grammy Place, Sukumvit 21 Rd.(Asoke), Klongtoeinua, Wattana, bangkok except the following companies**

1 GDH 559 Co., Ltd.	Office : 92/11 Soi Sukhumvit 31 (Sawasdee), Sukhumvit Rd., Klongtonnua, Wattana, Bangkok
2 O Shopping Co., Ltd.	Office : 88/8 Rama 9 Rd.,Huaykwang, Bangkok
3 OSP TV Co., Ltd.	Office : 88/8 Rama 9 Rd.,Huaykwang, Bangkok
4 Nam Dee Mai Ngarm Co., Ltd.	Office : 92/11 Soi Sukhumvit 31 (Sawasdee), Sukhumvit Rd., Klongtonnua, Wattana, Bangkok
5 Global Music and Media (China) Limited	Office : Level 12, 28 Hennessy Road, Wanchai, Hong Kong
6 Scenario Co., Ltd.	Office : 99 Ratchadaphisek Rd., Din Daeng, Din Daeng, Bangkok
7 Nadao Bangkok Co., Ltd.	Office : 92/14 Soi Sukhumvit 31 (Sawasdee), Sukhumvit Rd., Klongtonnua, Wattana, Bangkok
8 Sawasdee Thaweesuk Co., Ltd.	Office : 92/44 Soi Sukhumvit 31 (Sawasdee), Sukhumvit Rd., Klongtonnua, Wattana, Bangkok
9 Siengdee Thaweesuk Co., Ltd.	Office : 92/11 Soi Sukhumvit 31 (Sawasdee), Sukhumvit Rd., Klongtonnua, Wattana, Bangkok
10 Ngandee Thaweesuk Co., Ltd.	Office : 104 Soi Sukhumvit 31 (Sawasdee), Sukhumvit Rd., Klongtonnua, Wattana, Bangkok
11 Family Know-How Co., Ltd.	Office : 93 Ratchadaphisek Rd., Khlongtoei, Bangkok
12 Lucks (666) Satellite Co., Ltd.	Office : 1417 Soi Ladprow 94 (Panjamit), Plub-Pla, Wangthonglang, Bangkok
13 Special Destiny Co., Ltd.	Office : 92/11 Soi Sukhumvit 31 (Sawasdee), Sukhumvit Rd., Klongtonnua, Wattana, Bangkok

## 3.2 Parties with Conflict of Interest

- None -

## 3.3 Relations with Major Shareholders' Business Group

- None -

## 3.4 Shareholders

1) Top shareholders according to the share registration book closing on January 13, 2022 are as follows:

Rank	Shareholders	No. of Shares	% Holding
1	Fah Damrongchaitham Co., Ltd.*	426,774,344	52.049
2	Mr. Thaveechat Jurangkool	134,635,723	16.420
3	Mr. Nuttapol Jurangkool	81,122,700	9.894
4	Mrs. Hathairatn Jurangkool	51,573,500	6.290
5	Mr. Komol Juangroongruangkit	22,720,000	2.771
6	UOB KAY HIAN (HONG KONG) LIMITED - Client Account	17,932,520	2.187
7	Bangkok Bank Public Company Limited	12,278,693	1.497
8	Thailand Securities Depository Company Limited for depositors	5,263,064	0.642
9	Mr. Takonkiet Viravan	5,059,236	0.617
10	Bualuang Equity RMF (BERMF)	4,834,600	0.590
	<b>Total</b>	<b>762,194,380</b>	<b>92.957</b>

\* On October 18, 2021, a group of major shareholders of the Company, who are members of the Damrongchaitham family, namely Mr.Paiboon Damrongchaitham Mr.Fahmai Damrongchaitham Mr.Rafah Damrongchaitham Miss Ingfah Damrongchaitham and Miss Fahshai Damrongchaitham, have proceeded to restructure their shareholding by changed their shareholding in the Company by transferring all of their Company's shares to Fah Damrongchaitham Co., Ltd. , which is a holding company incorporated by the said group of shareholders for the purpose of restructuring the Damrongchaitham family's shareholding structure in order to support the family's business governance in the long term and support long-term family business supervision. As a result of the transfer, Fah Damrongchaitham Co., Ltd. has a shareholding of 52.049% of the total voting rights of the Company, and has become a major shareholder of the Company., with Mr. Paiboon Damrongchaitham having 99%voting rights in Fah Damrongchaitham Co., Ltd., Mr. Fahmai Damrongchaitham Mr. Rafah Damrongchaitham Miss Ingfah Damrongchaitham and Miss Fahshai Damrongchaitham have voting rights in Fah Damrongchaitham Co., Ltd. 0.25% each. However, Before and after the restructuring, the group of shareholders remains the shareholders of the Company by holding the Company's shares indirectly through Fah Damrongchaitham Co., Ltd. and there is no change of control in the Company, has no effect on the Company's management structure and policies. The control over the Company will remain the same.

The free float of minority shareholders on March 26, 2021 (the day of the registration book closing by the Company for reporting the "Distribution of Ordinary Shares Report Form" to the SET) amounted to 2,063 shareholders, equivalent to 20.23% of the Company's paid-up capital.

### Distribution of Shareholders by Nationality

The distribution of shareholders according to the nationality, as of the latest book registration closing date on January 13, 2022, is as follows: The distribution of shareholders separated by nationality and person type

Shareholders	Grand Total			Juristic Person			Ordinary Person		
	*No. of Shareholders	Number of Shares	%	*No. of Shareholders	Number of Shares	%	*No. of Shareholders	Number of Shares	%
Thai Shareholders	3,299	798,320,347	97.36	15	460,310,617	56.14	3,284	338,009,730	41.22
Foreign shareholders	19	21,629,382	2.64	11	21,609,082	2.64	8	20,300	0.00
<b>Total</b>	<b>3,318</b>	<b>819,949,729</b>	<b>100.00</b>	<b>26</b>	<b>481,919,699</b>	<b>58.78</b>	<b>3,292</b>	<b>338,030,030</b>	<b>41.22</b>

\* Information provided by Thailand Securities Depository Co., Ltd., the number of shareholders will be counted based upon different accounts or addresses.

2) The major shareholder that has a significant influence on the management policies or the operation of the Company is Fah Damrongchaitham Co., Ltd. , which is a holding company incorporated by the said group of members of the Damrongchaitham family, namely Mr. Paiboon Damrongchaitham Mr. Fahmai Damrongchaitham Mr. Rafah Damrongchaitham Miss Ingfah Damrongchaitham and Miss Fahshai Damrongchaitham.

## 4. Registered and Paid-up Capital

### 4.1 Common Shares

As of December 31, 2021, the Company has registered capital of 819,949,729 THB, consisting of 819,949,729 common shares with a par value of 1 baht per share. The Company paid-up capital is 819,949,729 THB.

### 4.2 Other Shares with Different Terms or Rights from Common Shares

- None -

### 4.3 Grammy's Shares or Convertible Securities as Underlying Securities for Issuing Mutual Funds for Foreign Investors

- None -

## 5. Issuance of Other Securities

### 5.1 Convertible Securities

- None -

### 5.2 Debt Securities

- None -

## 6. Dividend Policy

### Dividend Payment

The Company and its subsidiaries have a policy of paying dividends to shareholders at a rate not less than 40% of the net profit after corporate income tax and regulatory reserve each year, based upon the Company separate financial statements, subject to the economic conditions and future operations.

	Dividend payment for the period		
	2021	2020	2019
Net Profits/(Loss): Million Baht	43.31	(1,421.06)	274.39
Retained Earnings/(Deficit): Million Baht	81.48	(1,417.70)	169.53
Earnings /(Loss) per Share: Baht	0.05	(1.73)	0.33
Dividend per share (THB/share)	- Proposed none -	- None -	0.30
Total Dividend Payouts (Million Baht)	-	-	245.98
Dividend payout ratio (%)	-	-	89.8

# Risk Management

## Risk Factors

The Board of Directors has placed high importance on risk management processes at both corporate and operational levels in line with the risk management policy and framework formulated by the Group to mitigate risks to be at an acceptable level, suitable to the environment of each business unit's nature of working or activities. The management and staff at all levels are encouraged to take part in the processes and risk management systems are put in place across the organization and instilled as part of the Group's culture, while the Risk Management and Internal Control Department is assigned to develop risk management systems in accordance with international practices and integrate risk management practices at each level with all related departments under the supervision of the Risk Management Committee. Besides, the Group's management has well implemented the risk management practices, including risk management follow-up and reporting to the Board of Directors on a regular basis.

In 2021, the Group has improved strategies in various areas on a continued basis, aiming to manage risks that may arise in both new and core businesses of the Group, such as preparation on production technologies and capital funds, improvement of organizational structures and work processes, and human resources development at high and middle levels in support of the Group's business management team in response to rapid business growth.

## Corporate Risk

### 1. Risk from Piracy

Piracy is one factor that uniformly affects music and movie business, as well as content creator and content producer worldwide. Every year, the Group has to contend with adaptation and duplication of their music, which are then sold cheaply in large quantities. New forms of piracy have emerged with the latest technological developments, such as using the Group's products for commercial purposes on the internet through digital platforms. Consequently, the Group loses substantial valuable business opportunities every year.

Nonetheless, the government has issued various measures in a serious attempt to improve the protection and reduction of piracy. The latest measures are comprehensive, ranging from controlling the process of importing machines that can be used to produce pirated products, to controlling production and distribution processes. Penalties and fines have been increased against violators. Rewards are handed to police or to people who offer leads to the production, storage and retail sites of pirated goods. In addition, both government and concerning private sectors which include the producers, copyright owners as well as the artists themselves have pushed, promoted and enticed the consumers into purchasing the copyrighted products while avoiding pirated products.

Moreover, to promote the legal purchase of goods, the Group has continuously developed goods and services as well as new digital service platforms to keep pace with consumers' ever-changing behavior and convenience as well as technological developments while also supplementing the Group's revenue. These digital services include categories of download services, such as ringtones, ring-back tones, full songs and full MVs, in both a la carte and subscription services on both iOS and Android. The Company expand the method for reaching the Group's content via GMM Grammy Official Account on YouTube as well as other web-based and mobile applications. In addition, the Company has developed digital content and partnered with digital platforms to create various types of content such as Music stickers with LINE. Artist content lets fans feel closer to their favorite artists and creates loyalty, which encourages them to buy copyrighted products. By keeping pace with technology and changes in consumer behavior, the Company builds customer engagement and generates more revenue.

### 2. Risk of Business Interruptions due to Force Majeure

The Group has envisioned the importance of business operations continuity, without interruptions, especially for major business processes of the Group in case of force majeure such as natural disasters, man-made hazards, technological hazards or computer virus attacks, protests, disturbances, enactment of new legislation, etc.

The Company has therefore arranged the Disaster Recovery Site and conducted an annual rehearsal on the restoration of information so as to reassure that staffers, systems and work places are ready to manage any emergencies and return to normal operations quickly in case of any crisis. This helps to absorb impacts and mitigate any damage that may occur from force majeure or any disaster that may hamper business operations. Moreover, the Company also arranged the incident management plan to handle emergency cases which might occur that interrupt the broadcasting operation of both digital TV channels. The plan is reviewed annually.

With the continuing pandemic of the COVID-19, the Company have planned, researched and implemented the innovative way of organizing the “Virtual Concert”. In addition, we enforce the social distancing measures and adhere to the guidelines of the Center for COVID-19 Situation Administration (CCSA). Whenever we are allowed to organize concerts again during the pandemic, the Company will priority concern about the health and safety of our staff. Accordingly, our team members start to work from home and collaborate by using the online applications for the uninterrupted flows of the business operations.

For our business continuity and disaster prevention, disaster recovery site has been established. The Company have annually rehearsed the information technology contingency plans to make sure that our team can get back to the normal operations as soon as possible.

### **3. Risk from Retarded Internal Process Adjustment to the Rapid Business Expansion**

At present, fast-changing technology and changes in consumers’ behavior may affect the business operations of the Company, including the creative structure of products and services to meet customers’ needs as well as communication with them. That is why the Company continuously conducts research to keep up with changing technology and changes in consumer behavior to effectively meet customers’ needs, including forming partnerships with digital platforms.

The rapid changes in technology and consumer behavior may also affect the internal process adjustment of each business group in various ways, including the Group’s organization structure, policy etc. Consequently, these factors may create risks from retarded internal process adjustment to rapid business expansion.

In order to sustain business growth, however, such risk has always been efficiently managed by revising the organizational structure and adjusting key processes in order to effectively implement all centralized policies together with developing a standardized performance evaluation across all units in the Group. As well as keeping pace with technology and changes in consumers’ behavior, developing products and services that best serve customers has also been effective.

### **4. Risk from Relying on Individual Talent**

The Group’s business is mainly based on people. The business has been grown by staff with experiences and distinctive talent especially for the music business, radio business, television business. All staff, regardless of whether they are the artist or all the different supporting teams, are recognized as valuable members having high impact on the Group’s operations. Hence, whenever they move to a different corporate affiliate or other companies, this means a valuable loss which requires the Group to spend additional time developing new artists or supporting teams to replace them.

However, the Group has continually managed the risk by focusing on rapport between the Group and its staff, emphasizing on promoting, among the staff, the understanding of the underlying business. In addition, it is the Group’s policy that deserving talents, whether artists or supporting staff, are given the opportunity to participate in the management process and/or become business partners. As a part of the Group’s strategic human resource plan, there exists a protocol outlining career paths for key management figures, top management executives and equally important, plan for recruiting and promoting talents. Furthermore, the Group has developed the standardized performance evaluation together with placing great importance on revising compensation package and benefits for staff to be competitive compared to the other companies in the same industry.

# Driving Business for Sustainability

## 1. Sustainability Management Policies and Goals

The Board of Directors adheres to ethical principles in operating business with good corporate governance practices, along with having responsibility for the community, society and environment, as well as taking into consideration the expectations of every group of stakeholders therefore has integrated these together in formulating operational strategies to create shared values between business and society leading to sustainable business growth. The formulation of operational strategies for sustainable development covers 3 dimensions namely economy, society and environment. All departments of the Company are to implement concrete practices in operating policies for sustainable development as follows:

### Economic

1. Following good governance principles in business operations and effectively managing risks.
2. Building brands by creating relationships between business and customers to create impressions making customers happy and feel attached to the company.
3. Work with alliances, both, in Thailand and abroad to continuously develop capabilities of the company to compete and create opportunities to expand the contents into international markets.
4. As a Content Provider and Trendsetter of the Media and Content Industry, focus on creatively making quality content for marketing as well as cultural arts creating shared values between business and society.
5. Present contents that cover all communication channels such as online, on-air and on-ground, with the most interest in online channels.
6. Creating products and services through digital innovation to enhance business potential.
7. Exploring investment opportunities to strengthen and create continuous growth.
8. Good Corporate Governance under Ethical Business practices, emphasizing on transparency, fairness, accountability, respect for laws and regulations etc.

### Social

1. Fair Treatment and attentive care of personnel.
2. Improve the quality of life in the community and society with attentive caring and sharing.
3. Co-creating a strong community and a drug-free society by being socially responsible in continually engaging in anti-drugs campaigns supporting Thai youths to stay away from drugs.
4. Support and promote activities that uphold graceful customs, traditions and cultural heritage as well as conducting oneself in a good religious manner by regularly sponsoring religious activities.
5. Arrange various projects to provide help and relief for fellow human beings who have suffered in various ways.

### Environment

1. Climate Change Adaptation and Mitigation as well as reducing the impact and operating in an environmentally friendly manner.
2. Reducing carbon emissions in business processes and promoting the use of renewable energy.
3. Reducing and recycling waste from business operations.
4. Organize trainings, campaigns to create awareness among employees on conservation and use of resources, and various energy smartly and efficiently.
5. Continually create and support activities that are beneficial in the preservation, conservation and utilization of natural resources, the environment and various energy.

## 2. Impact Management of Stakeholders in the Business Value Chain

### 2.1 Business Value Chain

The company is determined to be the perfect entertainment business Content Provider and the only one that is the most comprehensive in Thailand in presentations through music business, movie business including other related businesses which can deliver all forms of entertainment with top quality and first-rate content to all regions of the country with the commitment and responsibility to improve the quality of life and to raise the overall happiness of society in a sustainable way. Currently, the company has produced more than 40,000 songs which are in the Music Library and there are over 300 artists under affiliation. These are considered important assets of the company that can best create value through the business value chain cycle from upstream to downstream.

#### 1. Music Business

Operated in the model “Wholly Comprehensive Music Service” (Total Music Business). From artist selection, music production, music marketing, music copyright management, Digital music copyright management by adapting music content into digital format for expanding business to online platforms such as YouTube, Facebook, JOOX, Spotify, Apple Music and Tencent Music, etc. as well as Distributing physical music products, organizing concerts, distribution of artist products and artist management business.



#### 2. Movie Business

The Company's movie business is operated through a subsidiary, GDH 559 Company Limited (The Company holds 51% shares) with goal to continuously produce quality movies and series to the market in a variety of different content, but still maintaining their own unique style. GDH clearly has a strong potential in its skilled crew team to present innovative films and create happiness for Thai movie viewers.

#### 3. Related Business Group

##### 3.1 Home Shopping Business

Operates business through a TV Home Shopping program called 'O Shopping', a program that focuses on providing reliable and interesting information. Introducing both domestic and international products with quality. Realizing the importance of consumer benefits, 'O Shopping' offers products through digital TV channels. Satellite TV channels and online channels make it possible to reach target customers comprehensively and create a comfortable shopping experience. Customers can shop 24 hours a day via phone and online.

##### 3.2 Network business and Satellite Receiver Box Distribution.

Operates the satellite television network business and the distribution business of satellite TV set-top boxes, digital terrestrial TV set-top boxes. Internet TV set-top box and music player products in the

category of Music Box and Karaoke Microphone to support the music business, which is the core business of the Group.

### 3.3 Joint Venture Business Group

Presently, the company has Invested in The One Enterprise Co., Ltd. in which The One Enterprise Co., Ltd. will be the company's 'flagship company', producing contents in the categories of dramas, series and programs which aims at broadcasting via television channels, mainly digital TV systems, and for broadcasting in FM radio frequency channels.

Apart from this, by co-investing with YG Entertainment Inc. from South Korea through investment in YG"MM (YGMM), the company is determined to make Thailand one of the most comprehensive development bases for idol artists from the selection, training, creation and promotion of their work to impel them towards becoming a world-class professional artist.

## 2.2 Stakeholders Analysis

Stakeholders are the persons that involve with the Company in the value chain and should be treated with care following by their rights stated in relevant laws and regulations. The Company should not do any acts which can be regarded as violation of stakeholder rights and coordinate with them to create mutual prosperity, stability and sustainability.

Stakeholders Group	Communication Channel	Expectation	Corporate Response
1) Shareholders/ Investors	<ul style="list-style-type: none"> <li>- Annual General Meeting of Shareholders</li> <li>- Reporting quarterly and annual results by disclosing such information on the Company's website and to the Stock Exchange of Thailand</li> <li>- Earnings announcements such as analyst meetings and meet up with investors (SET Opportunity Day)</li> <li>- Various communication channels of the Company website in the section "Investor Relations"</li> <li>Email <a href="mailto:ir@gmmgrammy.com">ir@gmmgrammy.com</a> and tel. number</li> <li>- News reporting through the mass media and various online media</li> </ul>	<ul style="list-style-type: none"> <li>- Stock price and good performance</li> <li>- Sustainable business growth</li> <li>- Good Corporate Governance with Transparent and reliable operations</li> <li>- Regular disclosure of operating results and equal access to information</li> </ul>	<ul style="list-style-type: none"> <li>- Maintain business competitiveness and ready to expand the business to create growth</li> <li>- Operate business with transparency in complying with the relevant laws and good corporate governance manual</li> <li>- Divulge all quarterly and annual results by disclosing important information completely and in a timely manner through various communication channels</li> </ul>
2) Employees	<ul style="list-style-type: none"> <li>- Listening to employees' opinions to be used in the preparation of Employee Requirements Plan with important features to support New Business throughout the year</li> <li>- Performance evaluation</li> </ul>	<ul style="list-style-type: none"> <li>- Equal treatments with respect to basic human rights</li> <li>- Stability and advancement in work</li> <li>- Reasonable compensation and benefits</li> <li>- Have a working environment that is hygienic and suitable according to the principles of Occupational Health and Safety</li> </ul>	<ul style="list-style-type: none"> <li>- Continuously promoting and developing knowledge of employees</li> <li>- Appropriately adjusting wages, bonuses and benefits</li> <li>- Develop employee capabilities according to the unique characteristics of each staff member</li> <li>- Use the Work from Home policy during the virus epidemic Covid-19</li> </ul>

Stakeholders Group	Communication Channel	Expectation	Corporate Response
3) Customers	<ul style="list-style-type: none"> <li>- Impart advice on products and services through salespeople, telephones, online media and various electronic channels.</li> <li>- Salespeople regularly meet with customers.</li> <li>- Receiving complaints and surveying customer satisfaction through various communication channels</li> <li>- Deliver quality products punctually</li> </ul>	<ul style="list-style-type: none"> <li>- Offer products that meet quality according to the expectations of customers in fair and reasonable price</li> <li>- Continuously develop products and services of high quality and standards.</li> <li>- The highest security for personal information.</li> <li>- The quality of customer service including speed and convenience in contacting and accessing services through various channels</li> <li>- Knowledgeable staff and service systems with the ability to recommend solutions to fix problems and following up until rectified within scheduled time and notifying customers</li> </ul>	<ul style="list-style-type: none"> <li>- Develop products and services to meet customers' requirements</li> <li>- Presenting modern services and technology in order to comprehensively satisfy customers.</li> <li>- Provide channels for customers to promptly contact, make complaints, or give suggestions with ease</li> </ul>
4) Trading Partners	<ul style="list-style-type: none"> <li>- Meeting with trading partners</li> <li>- Selection process and performance assessment of trading partners</li> </ul>	<ul style="list-style-type: none"> <li>- Convenient, fast and proper purchase and hiring process</li> <li>- Operate conforming to set rules and regulations in accordance with the law</li> <li>- Consistently disclose entire operational information</li> <li>- Fairness in doing business together</li> </ul>	<ul style="list-style-type: none"> <li>- Create quality standards for working together, including having an appropriate and fair reward structure</li> <li>- Survey the satisfaction of trading partners annually</li> <li>- Supply chain management</li> </ul>
5) Business Partners	<ul style="list-style-type: none"> <li>- Meeting to build cooperation in various marketing projects, both in terms of new products and marketing promotion activities.</li> <li>- Communicating regularly to inquire and to inform about the market overview and behavior of the target customers.</li> </ul>	<ul style="list-style-type: none"> <li>- Business cooperation in accordance with the principles of good governance</li> <li>- Boosting sales</li> <li>- Enhancement of marketing opportunities together</li> </ul>	<ul style="list-style-type: none"> <li>- Make an agreement to establish a framework for business cooperation.</li> <li>- Organize regular meetings and create marketing promotion campaigns</li> </ul>
6) Community & Society	<ul style="list-style-type: none"> <li>- Organizing various activities to support and promote participation between the organization and the community</li> <li>- Accurate and fast communication through various channels</li> </ul>	<ul style="list-style-type: none"> <li>- Operational transparency</li> <li>- Safety and Environmental Impacts</li> <li>- Sustainable development of the quality of life of people in society</li> </ul>	<ul style="list-style-type: none"> <li>- Environmental management and efficient use of resources</li> <li>- Promote activities in the community to strengthen relationships</li> </ul>

### 3. Sustainability Management in Environmental Dimensions

#### 3.1 Environmental Policies and Practices

Our Group of Companies prioritize environmental responsibility in our business operations and are committed to implementing it with the integration of Environmental Impact Management by adopting an environmentally friendly approach which covers activities that directly affect energy saving, reducing greenhouse gas emissions, disclosing data of Environmental Operations, raising awareness among employees and all associated groups as well as continually supporting environmental conservation projects.

#### 3.2 Environmental Performance

The Company and associates attach great importance to care for the environment especially energy conservation. Promoting campaigns to create awareness among employees on conserving and using various energy and resources smartly and efficiently as well as to create and support activities that are beneficial to the preservation and conservation of energy and for utilizing natural resources in the environment. All employees have a direct responsibility to ensure that all assets of the Company that are under their responsibility are not lost, diminished or futile, as well as the efficient use of other resources of the Company, public and the country. Guidelines have been prepared for management to campaign in many forms, focusing on energy usage as needed and to reduce wastage of resources.

#### Environmental Strategy and Work Plan, Targets 2022 - 2024

##### 1. Efficient use of energy to reduce carbon

*Carbon reduction through efficient business processes and promoting the use of renewable energy.*

- Reduce the concentration of greenhouse gas emissions based on the proportion of direct and indirect greenhouse gas emissions per usage by 30 percent compared to 2021.
- Increase the proportion of renewable energy usage to 3% of total energy consumption in 2021.
- Reduce electricity usage by 10%, based on the proportion of electricity consumption in 2021.

##### 2. Reducting and disposing of waste properly

*Reduce and recycle waste from business operations and encouraging Thai people to dispose of waste properly.*

- Gather 100,000 pieces of electronic waste such as mobile devices and accessories, computers, batteries, etc. to properly recycle.
- Reduce the amount of paper by 10% based on the proportion of usage in 2021.
- Reduce the amount of waste by 10%, based on the proportion of waste in 2021.

## Environmental Action Plan 2022

No.	Program	Target	Implementation
1	Reduce the working time of hot and cold-water dispensers from 24 hours to 12 hours by installing Digital Timing Switch at 39 hot and cold-water dispensers.	Reduce energy usage by 50% / year	Jan. 2022
2	Change 606 light bulb tubes of fluorescent lamps to LED lamps and install the on/off switch panel (control center switch) to reduce the flawed on-off in lighting.	Reduce energy usage by 50% / year	1 <sup>st</sup> Quarter
3	Reduce the operating hours of the air conditioners from 8 hours to 7 hours / day (switch off 1 hour prior to finishing work-day).	Reduce energy usage by 12.5% / year	Jan. 2022
4	Change 95 photocopier machines to an environmentally friendly system. <ul style="list-style-type: none"> <li>- Able to photocopy 1 or 2 pages.</li> <li>- A system to enter pass-code before printing at the photocopier to prevent paper wastage.</li> <li>- Locking system for photocopy in colors or black and white.</li> <li>- Energy saving system (ECO).</li> <li>- A system able to erase ink in used paper and re-using the paper.</li> <li>- A system for proper waste disposal procedure such as Waste Toner.</li> <li>- Specifications of machines with reduced Lead, Chromium, Halogen in compliance to European RoHS standard.</li> <li>- Passes environmental standards certification such as Green Label.</li> </ul>	<ul style="list-style-type: none"> <li>- Reduce CO<sub>2</sub> emissions by 57% / year</li> <li>- Reduce paper usage by 30% / year</li> <li>- 55% Annual Energy reduction</li> </ul>	1 <sup>st</sup> Quarter
5	Waste reduction and segregation project to promote proper waste disposal.	Reduce waste by 10% / year	1 <sup>st</sup> Quarter

## 4. Sustainability Management in Social Dimensions

### 4.1 Social Policies and Practices

Our Group of Companies prioritize social and community responsibility in our business operations and are committed to implementing it with the integration of Social Impact Management to create value in business and create benefits for stakeholders by implementing various projects with a focus on respect for human rights and fair business operations.

### 4.2 Social Performance

#### 1. Fair Business Operation

The Board of Directors has been adhering to the business operation under business ethics, related laws, standards and code of best practices as defined in the Corporate Governance and Business Ethics Manual and there are other actions as follows:

- 1.1 The Company has definite policies and practices on the treatments of all stakeholders as specified in the ethics of treatment of shareholders, ethics of treatment of customers and consumers, ethics of treatment of competitors, ethics of treatment of trading partners, ethics of treatment of creditors and ethics of treatment of employees, without a preference for any particular groups or persons.

- 1.2 The Company has definite operating procedures and practices for various matters such as purchasing and employment, with approval authorization powers clearly defined for respective matters so that operations can be carried out with transparency, justice and accountability.
- 1.3 Opening opportunity for all stakeholders to express their opinions for improvement of the Company's business operations at various occasions, such as annual general meetings of shareholders, business visits, press conferences, analyst meetings, etc.
- 1.4 The Board of Directors is committed to conduct business with integrity, transparency, fairness and equal treatment of all stakeholders and adopts a policy on confidentiality and treatment of insider information by instituting a code of ethics on confidentiality, protection of information and treatment of insider information.
- 1.5 The Board of Directors has a policy to respect intellectual property rights of other persons by not violating or supporting any acts which can be regarded as violation of intellectual property rights and copyrights of other persons, thus reflecting the Company's strong intention to conduct business with fairness and respect for and compliance with the laws relating to intellectual property rights, by instituting a code of Ethics on Intellectual Property and Copyright and the Company has a policy to promote the use of legal products by aiming to encourage the public to be more aware of the intellectual property to help reduce the piracy problem in the long run. The information technology was held to prevent software piracy, the rights to download software belongs to IT employees only.
- 1.6 The Group promotes free trade competition under fair play rules, not seeking confidential information of business competitors in a dishonest manner.
- 1.7 Treating trading partners equitably and fairly, not demanding or receiving any dishonest assets or benefits from trading partners, having definite operating procedures and purchasing committees responsible for the selection of trading partners and not cooperating with or supporting any persons or organizations engaged in illegal businesses or posing threats to society and national security.
- 1.8 Maintaining agreements and foster sustainable relationships with trading partners and contracting parties, adhering to trading conditions or agreements made with each other in a strict manner.

## 2. Anti-corruption

The Board of Directors adheres to transparent business operations under legal frameworks, principle of ethics and good corporate governance guidelines, supporting anti-corruption campaigns, with full awareness that corruption is detrimental to the development of the country's economic, social and national security systems as defined in the Corporate Governance and Business Ethics Manual.

The Company has supervisory measures in place to ensure that employees comply with anti-corruption policies and practices and provides channels where complaints and information on dishonest practices can be sent to the Audit Committee, which comprises independent directors, by posting and e-mail to [auditcommittee@gmmgrammy.com](mailto:auditcommittee@gmmgrammy.com), as given in the Company's website, Annual Information Report Form (Form 56-1), the Company's Annual Report and Good Corporate Governance and Business Ethics Manual for processing and submission to the Board of Directors. The Company also has a policy to protect the provider of information or clues and treat the information with strict confidentiality, with measures on investigation and punishment under relevant regulations. In 2021, there were no reports or cases of fraudulent activities involving the Company and/or affiliated companies.

## 3. Respecting Human Rights

The Board of Directors gives importance to respecting human rights law and practice, as indicated in the Corporate Governance and Business Ethics Manual Re: Respect of Human Right Law and Practice. This could

well signify the Board's commitment to conduct business in compliance with laws, while embracing human rights which are the basic rights ensuring that all human beings are born free and equal in dignity and rights without discrimination against birth, race, nationality, skin color, gender, religion, age, language, physical and health condition, personal status, economic and social status, social value, education or political opinion. The Board also promotes employees' awareness of their rights, duties and responsibilities to society and other fellows. In the past year, the Company treated all stakeholders equitably without discrimination as the policies and regulations about Ethics on Respecting Law and Human Rights in the Corporate Governance and Business Ethics Manual, such as

- Among the Company's executives and employees are males and females, Buddhists, Christians and Muslims, who work together in a reconciliatory manner. Without discrimination, everyone has opportunity for promotion, based primarily on performance.
- As for receptions organized for employees and shareholders on various occasions, the Company places importance on the selection of foods for guests of all religions or vegetarians, at all times.
- The Company is not opposed to political expressions and exercises of rights under provisions of laws by employees at all levels.

#### 4. Fair Treatment of Labor

The Company's Board of Directors, realizing the value of every employee, has set out the policies and practice guidelines in ethical treatment of employees according to the Manual of Good Corporate Governance and Business Ethics.

In 2021, the Company Group has organized important activities to promote and develop personnel as follows:

- 4.1 Organize annual health check-ups for Executives at the hospital by providing an examination program that is coherent and appropriate for the age of each executive. Due to the COVID - 19 situation, it was not possible to arrange for the employees' annual health checks at the hospital since it was not convenient to visit the hospitals for examination. And off-site inspections are still a risk. Therefore, their annual health check has been postponed.
- 4.2 Welfare for employees such as medical expenses welfare (inpatient, outpatient, dental, eyesight), hospital room, group life and accident insurance. Welfare for grants, etc. (as in funeral allowance In the event of the employee's death, and the death of the employee's father, mother, child or lawful spouse, grants for employees marriage, or in the case of ordination, etc.)
- 4.3 Providing sources of home loans with special interest rates and other benefits In banking transactions for employees.
- 4.4 Support and educate employees in financial investment, tax management, and savings for the future of employees by inviting representatives from financial institutions to explain about investing in interesting funds especially investments that receive tax benefits, such as provident funds.
- 4.5 There have been training at company premises as well as employees were sent to attend courses totaling 21 training courses (302.5 hours) covering various courses that are beneficial to the development of employees in management and professional skills as well as teamwork training. The employees training are divided into 2 parts which are:
  - Back Office employees received training in various courses, on average the training hours were 7 hours/person/year.

- Most Front Office employees are trained in the form of On the Job Training, i.e., one-on-one training for their development. The supervisor will advise, teach, and transfer knowledge and techniques directly to employees. It is more than courses in organized training and have more advantages as practice in real situations to understand the work process, being able to recognize and solve problems well. Though in this method it was unable to keep clear figures on average training hours.
- 4.6 Assorted activities were organized and employees were invited to participate in a variety of activities that the Company's Group holds regularly, such as the GMM delightfully cheerful Songkran Festival, merit making event on the Company's birthday, blood donation activity etc.
- 4.7 Employees are able to complain or report clues suspected to breach copyrights, corruption, including illegal acts regarding Corporate Governance Policy and Business Ethics to the Audit Committee, which is an independent director, via e-mail at [auditcommittee@gmmgrammy.com](mailto:auditcommittee@gmmgrammy.com). To examine according to procedures and present findings to the Board of Directors.

In addition, the Company has a policy to provide other assistance for employees in special cases with consideration to issue suitable measures of assistance as when there was severe inundation the Company provided monetary relief and arranged accommodation at work, etc.

The Company is also aware of the importance of safety and hygiene at work. As the policies and guidelines are set out in the Ethics for Workplace Safety and Hygiene so that management and employee's live are safe with good health in good surroundings.

In 2021, the Company has implemented measures to care for the employees from the spread of the Coronavirus (COVID-19) as follows:

- 1) Preventive Coronavirus (COVID-19) vaccines were procured for all employees.
- 2) For safety and to reduce the risk of employees traveling to work at the office, The Company established a Work From Home policy since January 2021 and controls the number of employees who still need to come to work at the office.
- 3) Provide health insurance for all employees as in "Detect, pay and finish".
- 4) Procured ATK for staff to check regularly especially for employees who need to come to work at the office or employees with high-risk.
- 5) Employees can reimburse the RT-PCR examination fee if the employee is a high-risk person. For screening further and treatment.

In 2021, the Company implemented measures for safety and hygiene as follows:

- 1) The office is sprayed with insecticide every month to prevent unsanitary insects which are vehicles of pathogens.
- 2) Spray virus-killing solution in the office every week to prevent and eliminate germs.
- 3) Organize training about the use of air conditioning system of the building.
- 4) Organize fire evacuation drills and training on fundamental help for those trapped in the building for employees annually, at buildings of GMM Grammy Place.
- 5) Dispatched staff for training as professional security officers.

With commitment for attentive care in the safety and hygiene of employees, in 2021 the Company has found no injuries or any illness from work of the employees.

## 5. Responsibility to Customers and Consumers

The Board of Directors is committed to create and produce all media and entertainment forms to bring satisfaction for customers continuously, provide distribution channels for all groups of customers to access goods and services at sufficient quantities and fair prices, as given in the policies and practices on customers and consumers in the ethics on treatment of customers and consumers in the Corporate Governance and Business Ethics Manual.

The Company is committed to the distribution of quality goods and services to customers as follows:

- 5.1 Disclosing detailed information of goods and services. The goods are not hazardous to consumers and can be returned in case of defects or failed behind the information on the label and advertisement, or they can be returned under normal commercial conditions of certain types of business. There are multiple channels for the changes or the returns of goods, depending on the characteristics of the distribution.
- 5.2 The Group is committed to develop goods and services of all categories, aiming to access every customer and bring about customer satisfaction by offering quality goods and service on a continued basis.
- 5.3 Considering the importance of the safety of employees, the Company takes measures to deal with violence activities. For example, for concert shows, the Company has plans in place and rehearses all staffs to brace for violence that may occur, such as deployment of staff to take care of the audience and escort them to safe places in case of a violent incident. Insurance is also bought to cover such activities.
- 5.4 The Group has a record of customers database and customer category in order to give discounts, privileges or offers sales promotion activities. The Company has a security system to protect the database. No information can be shared with others without consent of the customer.
- 5.5 With diverse businesses and customer databases, the Group has set up a call center to provide advices and information, answers, receiving complaints and solving problems for customers and interest parties. Besides, the Group has other communications channels such as e-mail and post, as may be deemed convenient to the customers.
- 5.6 With commitment to the development of goods and services, the Company does not only consider the profits but also responsibility to society and environment. Therefore, the Company introduce its professionalism to help solving social problems or social development to create economic and social values

## 6. Community and Social Development

During the past years, the Group had important roles on social responsibility and environment, with key persons in various areas taking part in activities as operators, organizers or supporters, aiming to enable communities to be self-dependent, help each other, have good quality of life and live together with happiness continuously. In 2021, the Group's major projects on community and social responsibility were as follows:

Projects to Commemorate His Majesty King  
Maha Bhumibol Adulyadej the Great, Borommanatbophit  
and Projects to Honor The Royal Family



- Grammy artist and affiliated companies: **Lula Kanyarat**, along with actors affiliated to GMMTV, **Lee Thanat** and **Pluem Purim**, invites you to visit the event “**Friends Phueng (Pa) 2021**” “In difficult times, friends don’t leave, but rely on each other to continue forward.” Organized by Friends in Need (of PA) Volunteer Foundation, Thai Red Cross Society, which is part of increasing opportunities for creating jobs, generating income, building careers for all people. One can visit the event on fair grounds, shop for products at PhuengPA booths, products promoting community, view the exhibition, or visit the event virtually online at their website <https://www.friendsofpa.or.th/TH/home>

- **Grammy Artist** joined in to be part of the “**TO BE NUMBER ONE**” project chaired by HRH Princess Ubonrat Ratkanya Siri Wattana Phannawadee as project president organizing “**TO BE NUMBER ONE**” concerts in various provinces across the country so as to stimulate and raise awareness of youth to have knowledge and understanding of addictive drugs and to use free time for their betterment, refraining from drug addiction. Organized by the Department of Mental Health, Ministry of Public Health.





- Grammy artists, namely Hay Chutima and Isr Issarapong, joined the concert “Missing Dad”. Maintaining social work through online streaming on the webpage of The National Council on Social Welfare of Thailand under Royal Patronage in honor of His Majesty the King Maha Bhumibol Adulyadej the Great, campaigning to raise funds to help the disabled people, the underprivileged and those suffering from adversity across the country.

## Project to Elevate Quality of Life in Society

- GMM Grammy Public Company Limited donated 400,000 baht with the support from the listeners of Green Wave, to install SOLAR ROOFTOP in “77 Hospitals Project Fai Chak Fah (Electricity from the Sky)”. Received by Mr. Anutin Charnvirakul, Deputy Prime Minister and Minister in the Ministry of Public Health, and Mr. Supattanapong Panmeechaow, Deputy Prime Minister and Minister in the Ministry of Energy.



- Grammy artist and affiliated companies: Tai Orathai, Tao Phusin, Tree Chainarong, Lumplern Wongsakorn, Belle Nipada, and GMMTV artists including Mix Sahaphap, Earth Piraphat, Phuwin Phuwin and Pond Narawit teamed up in campaigns to invite people to join as donor in “Share the excess, replenish those who are lacking, donate on Mahidol Day” to honor and gratify His Majesty’s grace, Somdej Phra Mahitalathibet Adulyadej Vikrom Phra Boromrajchanok, “Father of Modern Medicine in Thailand”.



- Grammy artist including Mike Piromporn, Tai Orathai, Yinglee Srijumphon, Phai Phongsathorn, Pao Paowalee, Tao Phusilp, Monkan Kaenkun, Ernkwan Waranya, Belle Nipada, Lamplern Wongsakorn, Mintra Inthira, Isr Issarapong and Khaothip Thidadin, invited people to join in making merit by donating blood as reserve to save lives of patients in case of emergency accidents through the project “This drought is not dry with blood donation” by the National Blood Center, Thai Red Cross Society.



- Grammy artist and affiliated companies: Pao Paowalee, Tao Phusin, Isr Issarapong, Khaothip Thidadin and GMMTV stars, including Krist Perawat and Fah Yongwaree, invited people to donate to receive a pin of the Ananda Mahidol Day for the year 2021, proceeds donated to the COVID-19 Vaccine Research and Development Project (ChulaVRC), and to contribute to the Ananda Mahidol Foundation, Orphanage, Thai Red Cross Society, and help afflicted monks and poor patients of Chulalongkorn Hospital.



- Grammy artist and affiliated companies: Ohm Phawat and Fah Yongwaree attended the press conference, as presenters, for “Candle shines the heart” marking World AIDS Day, “Ending inequality, ending AIDS” by AIDS Research Center, the Thai Red Cross Society on World AIDS Day 2021 to stimulate the people to be aware of the AIDS problem and emphasize cooperation in preventing and solving problems including non-discrimination, reduce stigmatizing, scornfulness, discrimination to infected people, which falls on December 1 of every year.



- Grammy artist and affiliated companies: including Pao Paowalee, Tao Phusilp, Matcha Mozimann, Joey Phuwasit, DJ Put Puttichai, DJ Can Atirut from A-Time as well as actors from GMMTV, Tae Tawan, New Thitipoom joined in campaign for “International Day Against Drug Abuse and Illicit Trafficking” on 26 June by campaigning for Thai people not to buy, not to sell, not be involved with drugs.



- Grammy artist and affiliated companies: namely Krist Perawat, AJ Chayapol and JJ Chayakorn join in campaigning for “Clean, safe groundwater near you” to create conscience and build awareness for the new generation to know the value of groundwater resources



- Grammy artist and affiliated companies: namely, Tam Warawut, Dao Natphatson and Inter Rungrada jointly campaigned to create and promote awareness among Thai youth to join the fight against corruption in all forms by “declining, being intolerant and not be indifferent” through a sit-com “Thai children with honest hearts” which is an entertainment variety show having contents to instill values for children, youth and the general public to promote sustainable Thai society without corruption



- Grammy artist and affiliated companies: including New Thitipoom, Aye Saranchana, Toy Pathompong, Ciize Apichaya, Film Rachanan, Sing Harit, Jennie Panhan, Suda Chuenban, Fon Tanasoonporn, Sukol Sasijulaka, Nepal Jitranon, co-starred in a teen series reflecting society “The Comments, every opinion... have a kill” under the “Sharp Fingers Stop Cyberbullying Project” that reflects the problem of cyberbullying in order for society to realize and end these problems.



- Grammy artist and affiliated companies: including Phonphon Phonkongseng, Pao Paowalee, Tao Phusin, Nanon Korapat, Tam Warawut and Froi Natthapong jointly shared the knowledge about development and improvement of soil in the campaign “Good soil, stable life” to instigate farmers, general public and the new generation to be able to apply knowledge and tips to reap results and increase benefits in agricultural productivity.

## Projects for Children and Youth



- **Paiboon Damrongchaitham**, chairman of the Damrongchaitham Foundation, donated comprehensive scholarships until the completion of a bachelor's degree for Thai youths who are well behaved, diligent in studies, with outstanding activities, but lacking in funds for studying under the project "Funds Creating people, creating graduates", batch 20/2564



- GMM Grammy Public Company Limited donated supplies for teaching and studying with sports equipment to the orphanage at Wat Don Chan. At the same time also provided meals to orphans under the care of Phra Prachanatmuni, Abbot of Wat Don Chan at Chiang Mai Province.

## Cultural Promotion Projects



- Grammy artist “ASIA7” group participated in the most grandiose online festival “Seoul Friendship Festival 2021” organized by Seoul, Republic of Korea with the objective of promoting and strengthening the relationship between Bangkok and Seoul through national cultural exchange.

- Grammy artist Pao Paowalee was selected artist representing Thailand to perform in an online concert “ASEAN - Japan Music Festival prayer for peace” for the exchange of relations between Japan and ASEAN countries promoting the economy, social and cultural ties in good relationship along with conveying encouragement to the world overcoming the Covid-19 crisis.



## Awards received by Artists



- On the occasion of the Thai Language National Day, Grammy artists received the Diamonds in Songs awards by Office of Literature and History, the Fine Arts Department, Ministry of Culture. This year, the Grammy's songs are:
1. **Bird Thongchai** received an award in the category of international Thai male singers from the song “Let the world see (The kindness of Thai people)”
  2. **Khru Sala Khunnawut** received an award in the category of Composer Thai Luk Thung (Thai Country) for the song “The Last Strength”.
  3. **Monkan Kankoon** received an award in the category of Male Thai Luk Thung (Thai Country) Singer from the song “The Last Strength”.
  4. **Num Kala** received 2 awards, in the categories of Composer of International Thai Song and Male Singer International Thai Song. Both awards are from the song “Lom” (“Wind”).



- Grammy artists including Mix Sahaphap received the National Youth Award, in mass media category for children and youth to prevent social problems. And Isr Issarapong received an award for the person who made a contribution to children and youth in mass media category for children and youth to prevent social problems on the occasion of the National Youth Day 2021 organized by the Ministry of Social Development and Human Security.



- Grammy artist and affiliated companies: namely, Mook Worrarit and Lumplern Wongsakorn received the award “Children with highest gratitude and honor to their mother for the year 2021” As an artist, singer, and actor from the Council of Social Welfare of Thailand under Royal Patronage.

## Events campaigning to promote prevention and reduce the spread of COVID-19 virus



- Air Vice Marshal Dr. Santi Srisermphok, Deputy Secretary-General of the Chulabhorn Royal Academy received donation to take care of immunity for the people from GMM Grammy Public Company Limited.



- Dr. Sathit Pitutecha, Deputy Minister of Public Health, received disinfectants for use in supporting various public health tasks to help prevent the spread of COVID-19 virus, amounting to 200,000 Baht from GMM Grammy Public Company Limited.



- Air Chief Marshal Airbul Suthiwan, Commander-in-Chief of the Royal Thai Air Force, together with Air Chief Marshal Suraphon Puttamon, Deputy Commander-in-Chief of the Royal Thai Air Force received disinfectants for use as public benefit in preventing the spread of the COVID-19 virus in the Royal Thai Air Force amounting to 400,000 baht from GMM Grammy Public Company Limited.



- Pol. Gen. Damrongsak Kittipraphat Deputy Commissioner of the National Police received disinfectants to be used for public benefits in preventing the spread of COVID-19 virus amounting to 500,000 baht from GMM Grammy Public Company Limited.



- Major General Surasak Thanadsiltham, Director of Phramongkutklo Hospital and President of Phramongkutklo Hospital Foundation under Royal Patronage, along with Major General Dusit Chanthayanon, a qualified Royal Thai Army received disinfectants to be used for public benefits in preventing the spread of COVID-19 virus amounting to 200,000 baht from GMM Grammy Public Company Limited.



- GMM Grammy Public Company Limited donated disinfectants in tandem to prevent the spread of COVID-19 virus to Siriraj Hospital, Chulalongkorn Hospital, Ramathibodi Hospital, Children's Hospital and Department of Promotion and Development of the Quality of Life of Disabled Persons.



- **GMM Grammy Public Company Limited** and **Pek Palitchoke Ayanaputra** contributed 1,000,000 baht in donation funds which was part of the income derived from the sale of special perfume collection COLOUR SOUL BREATH BY PALITCHOKE, to 4 foundations, namely The Cardiac Children Foundation of Thai and under the patronage of Her Royal Highness Princess Galayani Vadhana Krom Luang Naradhiwas Rajanagarindra, Siriraj Foundation, Rama Foundation and The Children's Hospital Foundation to assist pediatric patients infected with COVID-19 in various projects as well as supporting the purchase of medical equipment.



- **GMM Grammy Public Company Limited** and affiliated companies have a policy to move forward with vaccination against COVID-19 for artists, singers, actors, DJs, producers, all employees and freelancers who are involved in working with the company, to accelerate building social safety, boosting confidence in business groups thus helping to reduce the burden on medical personnel and creating group immunity for the people in the country by gradually receiving vaccination against COVID-19 both through online registration of Chulabhorn Royal Academy and reserving the rights of those insured in M.33 of the Social Security Office via the online E-Service system.

The Group is committed to the implementation of various activities on a continue basis for sustainable development of Thai society throughout the time.

#### **Business Operations with Impacts on Social Responsibility**

The Board of Directors adheres to business operations in accordance with the principle of ethics and guidelines on good corporate governance, with responsibility to community, society and environment and therefore has never breached laws related to social responsibility operations.

#### **Activities Beneficial to Society and Environment**

The Group and its artists have carried out activities for society and environment; these include donations, charitable activities for society, anti-drug campaigns, support to the Thai Red Cross Society's activities, party organizing for children at welfare centers and support to brave soldiers, as given in the Company's website under "Corporate Social Responsibility."

#### **Additional Guidelines on the Prevention of Corruption Involvement**

The Risk Management Committee has determined additional guidelines on the prevention of corruption involvement, with three measures as follows:

##### **Fraud risk assessment process**

The Company has put in place a risk management system suitable to the Company's business nature, aiming to prevent and combat fraud and corruption by identifying incidents of high fraud and corruption risks that may arise from business operations, estimating possibility and impact determining proper measures to combat fraud and corruption, suitable to the assessed risks, methods to measure the success and resources utilized in risk mitigation and evaluating the performance under the established risk management plan.

##### **Supervision and control practices to prevent and monitor fraud risk**

The Company has established supervision and control practices to prevent and monitor fraud and corruption risks, which can be summarized as follows:

1. Put in place the audit process, internal control and risk management systems covering key operating systems, such as, sales and marketing, purchasing, contract preparation, account recording, payment systems, etc., aiming to prevent and monitor fraud and corruption risk and provide suitable guidelines in solving problems.
2. Provide channels for receiving information, clues or complaints on breaches of laws or the Company's business ethics or guidelines on the prevention of corruption involvement or suspicious abuse in financial reports or internal control systems, with a policy to protect the providers of information or clues and treat the received information with confidentiality, including measures on investigation and punishment under the Company's discipline and/or related laws. In case the provider of information or clues or the complainant can be contacted, the Company will give a written reply on the Company's action for information.
3. The relevant department's head is responsible for monitoring the action, correcting the error (if any) and reporting to the authorized person.

##### **Guidelines on monitoring and evaluating compliance with the guidelines on the prevention of corruption involvement**

The Company has determined guidelines on monitoring and evaluating compliance with the guidelines on the prevention of corruption involvement as follows:

1. Executives and employees are required to regularly appraise their own performance in compliance with the Good Corporate Governance and Business Ethics Manual of the Company, which contains policies on good corporate governance, business ethics, ethics on support to fraud and corruption counteracting, guidelines on the prevention of corruption involvement and employees' ethics and code of conduct.
2. Internal Audit Office is set up to oversee the internal control system, risk management and corporate governance, to provide recommendations continuously by conducting audit in accordance with the annual audit plan approved by the Audit Committee and report significant results with recommendations to the Audit Committee.
3. Risk Management and Internal Control Department is responsible for testing and evaluating fraud and corruption risk on a regular basis to ensure that anti-corruption measures are implemented effectively, including monitoring, reviewing and improving anti-corruption measures on a continued basis, with the assessment results being presented to the Risk Management Committee and reported to the Board of Directors regularly, on a timely basis.
4. In case of the facts from the investigation or complaints present the evidence with a reasonable cause to believe that there exists a transaction or abuse that may have a significant impact on the Company's financial position or operations, including an offense or breach of laws or the Company's business ethics or guidelines on the prevention of corruption involvement or suspicious abuse in financial reports or internal control system, the Audit Committee will report the findings to the Board of Directors for correction and improvement within a period of time deemed appropriate by the Audit Committee.

The Company has provided various channels for the communication of guidelines on the prevention of corruption involvement, such as the Group's intranet and the Company's website so that all executives and employees can acknowledge and follow.

# Management's Discussion and Analysis of Financial Position and Results of Operations

The COVID-19 pandemic highly affected the country's overall economic situation, especially as preventive measures such as the partial city shutdowns and suspension of activities involving large numbers of people were put in place. In 2021, the Company was unable to continue the business as normal at full capacity. The most impacted business segments were artist management and showbiz (Concerts and Festivals). On the contrary, revenue from digital music and rights management rose from the previous year. Despite the spread of COVID-19, revenue from digital music continued to grow and contributed the most, accounting for over 50% of music business revenue. The management closely monitored the situation and assessed any possible financial impacts on an ongoing basis, so that appropriate measures and decision-making could be carried out as the situation evolved.

## Operating Results

Total revenue in 2021 was THB 4,215.4 million, a decrease of THB 816.6 million, or 16.2% from the previous year. The revenue from sales of goods, services and royalty fees amounted to THB 3,835.4 million, a decrease of 22.9% from the year 2020. In 2021, the Company recognized the extraordinary gain from the fair value on other financial assets from the investment in shares of "Rojukiss International Public Company Limited" or ("KISS") amounted to THB 89.6 million, and from the gain on deemed disposal of investment in the joint venture of THB 234.9 million from the differential adjustment after the IPO of "The One Enterprise Public Company Limited" or ("ONEE"), a joint venture of the Company. The operational performance of each business can be summarized as follows:

- 1) **Music Business Revenue** comprises sales from music distribution, digital music business, rights management business, show business and artist management business. Music business revenue generated by the GMM group of companies totaled THB 1,816.1 million, accounting for 47.4% of total operating revenue. The Company's music business revenue decreased by 34.2% as compared to the previous year. Most of the decline in revenue was because of COVID-19 and government prevention measures, which had a direct impact on show business and artist management business. These measures prevented those businesses to operate, as usual, therefore, revenue from concerts and music festivals were not reported this year. On the contrary, revenue from digital music and rights management rose from the previous year. Despite the spread of COVID-19, revenue from digital music continued to grow and contributed the most to the revenue in the Music business, accounted for over 50%.
- 2) **Home Shopping Business Revenue** totaled THB 1,316.6 million, accounted for 34.3% of total operating revenue. The Company's home shopping business revenue decreased by 14.5% as compared to the previous year. This was due to the impact of the COVID-19 pandemic situation and the increasing competition in the e-commerce industry.
- 3) **Movie Business Revenue** for 2021 totaled THB 239.1 million, decreased by 32.9% when compared to the previous year. In 2021, the box office income was from only one movie, "The Medium". The decrease was mainly due to the higher reported income from the movie rights in streaming platforms during 2020 when compared to 2021.
- 4) **Set-top-box and Broadcasting Business Revenue "GMMZ"** in 2021 was THB 273.1 million, increased by 29.0% from the previous year, thanks to work-from-home measures which caused consumers to spend more time indoors. Thus, creating a positive impact on the business as seen in Set-top-box's increased sales.
- 5) **Other Business Revenue** in 2021 totaled THB 190.5 million, increased by 81.1% from the previous year, mainly resulting from higher advertising revenue shared from GMM25 digital TV business. While, in 2020, the shared revenue was reported in December only.

- **Cost of Sales and Services** for the year 2021 totaled THB 2,176.1 million, a decrease of 30.6% as a result of cost management following lower revenues. The total cost-to-operating income ratio from operations for this year was 56.7% of operating income, decreased from the previous year at 63.0%
- **Gross Profit** decreased by 9.7% from THB 1,837.2 million to THB 1,659.3 million, while the gross profit margin rose from 37.0% in 2020 to 43.3%, as a result of good cost management by the Company to offset lower revenues.
- **Selling, General and Administrative Expenses** totaled THB 1,732.1 million, a decrease of 27.9% from THB 2,402.6 million. Mainly resulted from the loss from sales of investment in joint venture reported in 2020 amounted to THB 437.7 million, coupled with lower selling, general and administrative expenses following lower revenues.
- **In 2021, the net profit** was THB 497.1 million, increased by 383.4% as compared to 2020 when the Company reported the loss of THB 175.4 million from accounting transactions related to joint venture restructuring.

## Investment Business

In 2021, the share of profits from investments of the Company totaled THB 270.8 million, decreased by 33.2% as compared to the previous year from THB 405.4 million. Prior to the Company's joint venture investment restructuring in November 2020, the Company recognized share of profits from "The One Enterprise Public Company Limited" or ("ONEE") and "GMM Channel Holding Company Limited". However, in 2021, after the restructuring, the Company no longer recognizes the shares of profits from "GMM Channel Holding Company Limited". After "The One Enterprise Public Company Limited" increased its registered share capital of Joint venture, the Company's interest in Joint venture decreased from 31.27% to 25.02%.

## Financial Status of GMM Grammy Public Company Limited as of December 2021

### 1) Assets

As of December 31, 2021, the Company had total assets of THB 5,058.8 million, an increase of THB 817.0 million from THB 4,241.8 million as of December 31, 2020. Key items are as flows:

- Cash and cash equivalents totaling THB 563.3 million, a decrease of THB 164.4 million from THB 727.7 million at the end of 2020.
- Trade and other receivables totaling THB 801.0 million, a decrease of THB 111.4 million from THB 912.4 million at the end of 2020, following lower sales.
- Investment in joint ventures totaling THB 866.9 million, increased by THB 578.6 million from THB 288.3 million at the end of 2020, mainly resulting from an increase in joint ventures investments in 2 companies, namely, YGMM Company Limited and O2 Kiss Company Limited.
- Intangible assets totaling THB 383.7 million, increased by THB 83.0 million from THB 300.7 million at the end of 2020.
- Cost of spectrum licensing amounted to THB 422.6 million, a decrease of THB 57.7 million from THB 480.3 million at the end of 2020 from the amortization of GMM25 digital TV license, under GMM Channel Company Limited, a subsidiary of the Company.

### 2) Liabilities

At the end of 2021, the Company group had total liabilities of THB 3,576.5 million, an increase of THB 292.5 million from THB 3,284.0 million on December 31, 2020. Key items are as follows:

- Short-term bank loans totaling THB 800.0 million, increased by THB 750.0 million from the end of 2020.
- Trade and other payables totaling THB 1,252.6 million, decreased by THB 82.0 million, in accordance with lower costs.
- Unearned income totaling THB 219.8 million, a decrease of THB 161.3 million, from THB 381.2 million at the end of 2020 from lower sales.
- Long-term liabilities, both the current portion of long-term debts and long-term debt-net of the current portion, decreased by THB 74.1 million from THB 697.8 million on December 31, 2020, to THB 623.7 million.
- The current portion of long-term lease liabilities and long-term liability-net of the current portion totaled THB 341.2 million, a decrease of THB 46.9 million from the end of 2020 at THB 388.1 million.

### 3) Shareholders' Equity

As of December 31, 2021, the Company groups had shareholders' equity totaling THB 1,482.4 million, increased by THB 524.5 million from the previous year from profits for the period. The interest-bearing debt to equity ratio remains the same at 1.19x. However, without the impact of the TFRS16 Leases standard, the ratio will be 0.96x

### Liquidity and Cash Flow

Cash and cash equivalents amounted to THB 563.3 million, a decrease of THB 164.4 million, comprising of THB 100.7 million in net cash flow used in operating activities, THB 621.2 million in net cash flow used in investing activities, and THB 559.8 million in net cash flow from financing activities.

### 4) Key Ratios in 2021

	2021	2020
<b>Liquidity Ratio</b>		
Current Ratio (Times)	0.84	1.00
Quick Ratio (Times)	0.30	0.54
Account Receivables Turnover* (Times)	11.70	10.46
Average Collection Period (Days)	31	35
Inventory Turnover* (Times)	10.01	15.81
Average Sale Period (Days)	36	23
Account Payables Turnover* (Times)	2.03	2.98
Payment Period (Days)	180	122
Cash Cycle (Days)	(113)	(64)
<b>Profitability Ratio</b>		
Gross Profit Margin (%)	43.26	36.95
Profit Margin from Operations (%)	(0.53)	(10.03)
Operating cash flow to profitability (%)	80.60	(66.52)
Net Profit Margin (%)	11.79	(3.49)
Return on Equity* (%)	45.33	(17.56)
<b>Efficiency Ratio</b>		
Return on Assets* (%)	10.69	(4.43)
Return on Fixed Assets* (%)	364.41	(0.25)
Assets Turnover* (%)	0.91	1.27

	2021	2020
<b>Financial Policy Ratio</b>		
Debt to Equity Ratio (Times)	2.41	3.43
Interest Coverage Ratio (Times)	(0.28)	7.11
Payout Ratio (Cash Basis) (Times)	(0.09)	0.59
<b>Per Share</b>		
Book Value Per Share (Baht)	1.67	1.01
Net Profit (Loss) Attributable to Equity Holders of the Company Per Share (Baht)	0.61	(0.21)
Dividend Per Share** (Baht)	-	0.20

*Calculate from using average of beginning and ending period \*\* Dividend per share base on accrual basis*

## 5) Key Factors and Influences that may affect future operating and financial status

The Company continues to place a major focus on creating quality content of expansion into all markets and via all types of channels following the growth of the digital platform market, both domestically and internationally, which has opened greater opportunities for businesses to produce even more quality content than ever before. Amidst economic uncertainty and global epidemic, the Company has developed strategies to maintain its leadership and innovative place in the music industry, such as building a strong revenue base for digital music which were less volatile and able to grow even in the current pandemic situation, creating innovative showbiz business to comply with measures set forth by the government to ensure the safety of both attendees and staff, as well as with the use of music popularity indexes to predict successful music and artists accurately. It is currently expected that throughout 2022, only minimal changes will be seen in the total value of the advertising expenditures as spenders will likely postpone the use of advertising budgets due to economic conditions. Overall, the liquidity and cash flow at the end of 2021 remained sound, attesting to the strong financial position of the Company group. That said, the above disclosures only highlight information regarding new events and circumstances, and, as such, should be used in conjunction with information disclosed in the Company's financial statements.

# General Information and Other Important Information

## 1. Other Important Information

### General Information

Company Name	:	GMM Grammy Public Company Limited (“The Company”)
Head Office	:	50 GMM Grammy Place, Sukhumvit 21 Road (Asoke), Khlongtoeinuea, Wattana, Bangkok 10110
Business	:	Entertainment and Media
Company Registration	:	PCL. 0107537000955
Telephone	:	(662) 2669 9000
Facsimile	:	(662) 2669 9009
Company Homepage	:	www.gmmgrammy.com
Authorized Capital	:	819,949,729 baht consisting of 819,949,729 common shares with a par value of 1 baht each (as of December 31, 2021)
Authorized & Paid-up Capital	:	819,949,729 baht consisting of 819,949,729 common shares with a par value of 1 baht each (as of December 31, 2021)

### Other Reference Persons

Share Register	<b>Thailand Securities Depository Co., Ltd.</b> 93, 14th Floor, Ratchadaphisek Road, Dindaeng, Bangkok 10400 Tel (662) 009-9000 Fax (662) 009-9992
Auditor	<b>EY Office Limited</b> 193/136-137 Lake Rajada Office Complex, 33rd Floor, New Rajadapisek Road, Bangkok 10110 Tel (662) 264-9090 Fax (662) 264-0789-90
Legal Advisor	<b>Weerawong Chinnavat and Partners</b> 540 Mercury Tower, 22nd Floor Plearnjit Road Lumpini, Pathumwan Bangkok 10330 Tel (662) 264-8000 Fax (662) 657-2222

## 2. Legal Dispute

In the year 2021, the Company had no legal disputes which may have the negative impact on the Company’s asset for more than 5 percent of the shareholder’s equity and lawsuits/disputes that may have material impacts on the businesses of the Company and which did not arise from the ordinary course of business as of December 31, 2021.

## 3. Secondary Market

- None -

## 4. Regularly Contacted Financial Institutions

**Bangkok Bank Plc.**

333 Silom Road, Silom Subdistrict, Silom District, Bangkok 10500

**Kasikornthai Bank Plc.**

1 Soi Rat Burana 27/1, Rat Burana Road, Rat Burana Subdistrict, Rat Burana District, Bangkok 10140

**Siam Commercial Bank Plc.**

9 Ratchadaphisek Road, Chatuchak District, Bangkok 10900

# Corporate Governance

GMM Grammy has a solid intention to operate the business under the Corporate Governance Principle of the SEC and the SET, and suggestions from the Thai Institute of Director Association (IOD) according to the Corporate Governance Assessment Report. These principles and recommendations support the operation of the listed company to develop its management system to be effective and fair. By increasing the confidence of shareholders and stakeholders and forming a solid ground for the Company effective development, it shall maximize the most benefit, which leads to the Company's sustainable development competitiveness.

## 1. Overview on CG Policy and Guidelines

The Board of Directors determined to make a good example in following corporate governance and business ethics into the Company's culture incorporated with the Company's vision, mission, strategy, and goal. The Board of Directors adheres to a business operation per the business ethics and corporate governance and responsibility toward society, community, environment, and all stakeholders. The Board of Directors is firmly confident that the business operation according to the corporate governance shall create fairness, transparency, and accountability, which produce long-term value for shareholders, including increasing confidence to shareholders, investors, and all stakeholders. This business management shall lead to business prosperity, sustainably increase the Company's competitiveness, promote development participation, and support education, sport, community, and environment.

The Board of Directors has always emphasized the importance of corporate governance by publishing the first Corporate Governance and Business Ethics Principle and Code of Conduct (portable edition) in 2005 and circulating to all directors, executives, and employees to acknowledge and adhere. The corporate governance and business ethics principle shall be revised and updated at least once a year to be in line with laws, good practice, business operation, economic and social environment that consistently changes. Moreover, the Company tends to strengthen its corporate governance policy to meet international standards and conform to the SEC's Corporate Governance Code for Listed Companies (CG Code) 2017, the SET rules, suggestions from the IOD's Corporate Governance Assessment Report, and other regulatory organizations' rules. The current edition, namely "the Corporate Governance and Business Ethics Manual" or "the CG Manual," is the revised edition No. 7/2019.

The Company's Corporate Governance and Business Ethics Committee is responsible for monitoring and supervising the performance of the Company's Board of Directors and the Management Department to be harmonious with the Company's Corporate Governance and Business Ethics Policy. The Corporate Governance and Business Ethics Committee is also responsible for reviewing the Company's CG Manual to conform with the CG Code and annually presenting to the Board of Directors' approval. If any principles of the CG Code that have not yet been defined in the Company's policy or implemented, the Board of Directors shall always specify reasons and substitute measures (if any) in the Board of Directors' resolutions.

**The corporate governance policy of the Company as stipulated in the Corporate Governance and Business Ethics Manual can be concluded as follows:**

1. The Board of Directors, executives and employees adhere to performing in compliance with the laws and applying corporate governance principles to business operations by integrating with the vision, mission, strategy, and long-term goal of the organization, as well as enhancing the organization to have an efficient administration system, which will help boost the confidence of shareholders, investors, and all stakeholders.
2. The Board of Directors respects the rights of shareholders, treats all shareholders equally and facilitates the shareholders to exercise their rights in various matters.
3. The Board of Directors promotes enhancing good relationships and cooperation between the Company and all stakeholders and sets an appropriate communication channel.

4. The Board of Directors sets policy and code of ethics of the Company to be guidelines for all stakeholders such as shareholders, customers and consumers, competitors, trade partners, creditors, employees, the community, the environment and the society.

5. The Board of Directors takes the role of determining vision and mission and approving guidelines for setting of business strategies, policies, plans, and budgets, as well as monitoring and supervising the management to take actions according to the policies established efficiently and effectively, to maximize business value and shareholder wealth.

6. The Board of Directors institutes the organization structure with clear delegation of duties and responsibilities of the Board of Directors, Sub-Committees, Group Chief Executive Officer, and Chief Executive Officers in each business line. It puts in place appropriate and sufficient internal control and audit system, risk management system, prevention of conflicts of interest, and use of insider information.

7. The Board of Directors monitors and ensures that the preparation of financial statements and information of the Company is in accordance with the generally accepted accounting standards, disclosure of the information is sufficient and reliable and the Company has a capable and independent auditor.

8. The Board of Directors ensures that the Company communicates and discloses important financial or non-financial information relating to the Company sufficiently, accurately, completely, reliably, transparently, thoroughly, and in a timely manner through various channels and the Investor Relations Department, which can be accessed conveniently and equitably.

9. The Board of Directors may appoint Board committees as deemed appropriate to help screen important matters and report operating results to the Board of Directors' Meeting regularly, and report operating results to the shareholders in the Company's annual report.

10. The Board of Directors arranges to have an annual self-assessment of the Board of Directors and Sub-committees such as the Audit Committee, the Corporate Governance and Ethics Committee, the Risk Management Committee for use as a framework in evaluation of their performance in the previous year, so that rectification and improvement can be made to increase efficiency and the self-assessment results will be reported to the Board meeting for acknowledgement.

11. The Board of Directors puts an appropriate, transparent, and fair recruitment system for all crucial management positions.

12. The Board of Directors has an important role in arranging for the written Corporate Governance and Business Ethics Manual so that all directors, executives and employees acknowledge, understand and abide by corporate governance and business ethics in a strict manner and establish compliance monitoring measures thereon.

To ensure the implementation of business ethics and code of conduct, the Company has stipulated that the directors, the management and all employees acknowledge, understand and strictly comply with policies and procedures set forth in the Corporate Governance and Business Ethics Manual, executives at all levels in the organization have to be responsible for and treat this matter with great importance so that their subordinates will follow suit in a rigorous manner.

In addition, the Board of Directors has a policy to encourage the dissemination of corporate governance culture in various forms for awareness at all levels and for translation into practice by preparing and disseminating the Corporate Governance and Business Ethics Manual through several channels such as E-mail, the GRAMMY Group's Intranet, the Company's website and training the basic of corporate governance to new employees. Directors, executives and employees will accordingly be aware of and abide by the principles of corporate governance and business ethics in performing their duties with accountability, transparency, integrity, prudence and ethics towards oneself, the organization, the shareholders and other stakeholders. Activities are to be held to enhance knowledge, understanding and conscience in performing duties responsibly, cautiously and honestly under the corporate governance principles and business ethics of the Company.

Further details related to Grammy Group's the Corporate Governance and Business Ethics Manual can be studied in the links below: <https://grammy.listedcompany.com/misc/cg-e-book/20220203-gmm-cg-manual-en.pdf>

## Policy and Guidelines for the Board

The Board of Directors is a qualified person with various skills, knowledge, expertise, and experiences that benefits the Company's business operation. The Board of Directors has been appointed from shareholders to determine the Company's vision, mission, long-term goals, and corporate governance and business ethics rules. The Board of Directors also holds responsibility in appointing the Executives to be responsible for business operation and supervising and monitoring the Executives works to be by the decided goals and policies efficiently and effectively. The Board of Directors also appoints the sub-committees to be responsible for the particular assigned task, and the Company Secretary to be responsible for the meetings' administration.

In this regard, the Board of Directors shall perform its duty with knowledge, abilities, transparency, caution, and accountability towards the Company and shareholders. The Board of Directors shall be independent from the Management Department. The policies and guidelines regarding the Board of Directors are as follows:

### 1. Composition, Qualifications and Appointment of the Board

#### Board Composition

- 1) The Board of Directors determines the board composition that fits with the Company's business size, whereby it is set to be composed of at least 5 members, not less than 1/2 of the directors must reside in Thailand and at least one of whom must be experienced in accounting and finance field.
- 2) Of the total number of board members, at least 1/3 and no fewer than 3 persons must be independent directors.
- 3) The Board of Directors must be partially composed of non-executive directors to ensure checks and balances against the executive directors. A minimum of 1/3 of the total board members must be independent directors.

#### Qualifications of Directors

The Company has specified qualifications of the Board of Directors as follows:

- 1) Meeting the qualifications and not possessing the prohibited characteristics prescribed in the Public Limited Companies Act B.E. 1992 or other related laws, as well as the regulations of the SET and the SEC and the Company's Articles of Association.
- 2) Being an expert with knowledge, capability and experience that are beneficial to the Company's operation.
- 3) Having a leadership skill, vision and independent decision-making ability to ensure the maximum benefit to the Company and the shareholders.
- 4) Being responsible to serve as the director and able to spare full time to perform the duty, assuming accountability to shareholders and duty of care and protecting the Company's interests.
- 5) Performing duties with integrity, honesty, ethics and adherence to laws, good corporate governance principles and code of business conduct.

#### Qualifications of Independent Directors

According to the Board of Directors Meeting No.7/2011, the Meeting had a resolution to acknowledge the qualification of Independent Directors comply with requirements stipulated by the SEC and the SET. Therefore, the qualification of Company's Independent Directors shall be as in the followings:

- 1) Holding shares of not exceeding 1% of total voting shares of the Company, its parent company, its subsidiaries, its associated companies, its major shareholders, or its controlling persons, including shares held by related parties.
- 2) Not being or have ever been an executive director, employee, staff, corporate advisor receiving a regular salary, or a controlling person of the Company, its parent company, its subsidiaries, its associated companies, its same-level subsidiaries, its major shareholders, or its controlling persons unless the foregoing status has ended for more than 2

years prior to being appointed as Independent Director. Such prohibitions exclude government officers or advisors to any government agency who is major shareholder or controlling person of the Company.

3) Not being a person related by blood line or by law in terms of father, mother, spouse, sibling and child, including the spouse of the children, of other directors, management, major shareholders, controlling persons, or persons to be nominated as directors, the management or controlling persons of the Company or its subsidiaries.

4) Not being or have ever been an auditor of the Company, its parent company, its subsidiaries, its associated companies, its major shareholders, or its controlling persons and is not a significant shareholder, a controlling person, or a partner of an audit firm which employs auditors of the Company, its parent company, its subsidiaries, its associated companies, its major shareholders, or its controlling persons unless the foregoing relationship has ended for more than two years prior to being appointed as Independent Director.

5) Not being or have had a business relationship with the Company, its parent company, its subsidiaries, its associated companies, its major shareholders, or its controlling persons, in the manner that may interfere with his/her independent judgement, or is not or has not ever been a significant shareholder or a controlling person of any person having a business relationship with the Company, its parent company, its subsidiaries, its associated companies, its major shareholders or its controlling persons unless the foregoing relationship has ended for more than two years prior to being appointed as Independent Director. The term “business relationship” aforementioned includes any normal business transaction, rental or lease of immovable property, the transaction relating to assets or services, grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions which result in the Company or his counterparty being subject to indebtedness payable to the other party in the amount of 3% or more of the net tangible assets of the Company or 20 million baht or more, whichever is lower.

6) Not being or have ever been any professional advisor including the legal or financial advisor who receives an annual service fee exceeding 2 million baht from the Company, its parent company, its subsidiaries, its associated companies, its major shareholders or its controlling persons and is not a significant shareholder, a controlling person or a partner of the professional advisor unless the foregoing relationship has ended for more than two years prior to being appointed as Independent Director.

7) Not being a director representing a Board member of the Company, its major shareholders or a shareholder who is related to the Company’s major shareholders.

8) Does not own/run any business similar to or material competing with the Company or its subsidiaries, or not being a significant partner in any partnership, executive director, employee, staff, advisor receiving regular salary, or holds more than 1% of total voting shares of the company similar to or material competing with the Company or its subsidiaries.

9) Have no any other characteristics which make him/her incapable of expressing independent opinions with regard to the Company’s business.

10) After being appointed, Independent Director may be authorized by the Board of Directors to make a collective decision to execute the business of the Company, its parent company, its subsidiaries, its associated companies, its same-level subsidiaries, its major shareholders or its controlling persons.

Any person being appointed as Independent Director of the Company may be a person who has or has had a business relationship, or may be a professional advisor receiving amount exceeding those specified in item 5 or 6 in case the Board of Directors has duly considered that relationship will not affect the ability to perform duties and express independent opinions.

## Terms of service of Director

Directors shall hold the terms as stipulated in the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, which reads, "At each annual general meeting of shareholders, 1/3 of the directors, or if the number is not a multiple of 3, then the number nearest to 1/3, must retire from office. The directors who have been the longest in office shall retire first. The retiring directors may be re-elected." The Nomination and Remuneration Committee will select and nominate qualified persons to be directors to the Board of Directors before seeking approval from the shareholders' meeting.

The Board of Directors has stipulated that members of the Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, and Corporate Governance and Ethics Committee shall each have a term of 3 years and may be re-appointed as deemed fit by the Board of Directors.

## Board of Directors' Meetings

The Board of Directors announced the Board meeting's schedule in advance for 1 entire year, to the directors and the relevant parties, requiring that a regular meeting be arranged at least once every quarter (4 times a year), with a special session meeting allowed to be convened as deemed necessary. Agenda items are also pre-determined and are clearly divided into categories such as issues for information, issues for approval and issues for consideration.

The Company screens the proposed items to make certain that all crucial issues are included in the agenda, whereas all board members are entitled to propose agenda items independently. The Company Secretary submits an invitation letter complete with the meeting agenda and accompanied by related documents to all board members at least 7 days ahead of the meeting date to allow the board members sufficient time to consider the issues. Where it is deemed essential or urgent, the meeting request can be notified by other method or the meeting can be arranged sooner. A meeting usually takes 1-2 hours. The Company Secretary takes the minutes of the meeting.

To promote the Board of Directors' performance, the Office of Corporate Secretary determined criteria and forms for the completeness, adequacy and suitability of information submitted to the Board of Directors, aiming to enable the Board of Directors' meetings to proceed smoothly, quickly and efficiently, in accordance with relevant laws and regulations, for all units concerned to use as reference and standards in preparing information before submitting to the Office of Corporate Secretary for compiling as a proposal to each Board of Directors' meeting.

In each meeting, the Chairman allows each director to express his/her opinions freely and allocates time appropriately and efficiently. In case of a director having a stake in a matter being considered, the director shall inform the meeting of such stake and shall not participate in discussing the matter and not exercise the voting right on the matter. At least 2/3 of the total number of directors shall be presented to form a quorum at the time of the Board passing a resolution. For each of the Group Executive Committee Meeting, Secretary of the Group Executive Committee was responsible to send out the meeting notice including all agendas to the committee members 7 days prior to the meeting date. All matters discussed in the meetings had been duly recorded in detail and minutes of the meetings were endorsed by the Executive Committee in readiness for inspection by any committee members and related parties.

The Board of Directors encourages each director to attend the Board of Directors regularly, at least 80% of total meetings in the year. In 2021, there were seven Board of Directors' meetings with a pre-determined schedule. The numbers of the Board of Directors' meeting, sub-committees' meeting, shareholders' meeting, and each director's meeting attendance are published in "1.2 Meeting attendance and each Directors' remuneration."

Besides, the Board of Directors has a policy to encourage non-executive directors, independent directors and members of the Audit Committee to hold meetings among themselves as deemed fit in order to discuss about any crucial management issues without the presence of the management. In 2021, the Board of Directors, held 1 meeting without the executive directors and the presence of the management on February 25, 2021.

## 2. Nomination and Appointment of Directors and Executives

### (1) Nomination and Appointment of Directors

The Board of Directors assigns the Nomination and Remuneration Committee to determine policies, criteria, and nomination of the Company Directors' procedures as follow:

#### Policies and Criteria for the Company Directors' Nomination

##### 1. Policy and Criteria for Nomination and Appointment of New Directors

- 1.1 A composition, structure, qualifications and board diversity of the directors to fill any vacancies and/or to fill additional board seats which takes into account the lack of necessary skills on the Board in order to lead the Company to achieve business objectives under management with good corporate governance of international standards.
- 1.2 A qualified person as per the laws and regulating agencies, and the Company's announcement.
- 1.3 A qualified person with knowledge, leadership, courage to express opinions, decision making with information and reasons, morality and ethics, unblemished records.

##### 2. Policy and Criteria for Nomination and Appointment of Current Directors who shall retired by rotation in each year

- 2.1 Understanding of the Company's business, meeting agendas, and ability to provide useful information.
- 2.2 His/Her dedication to the Company, such as meeting attended and activities participation.

#### Director nomination and appointment procedures

In nominating or selecting directors, the Nomination and Remuneration Committee follows the procedures as follows:

- 1) Preparing the Board Skill Matrix for determining the qualifications of a director according to the Company's policies and criterias of the selection process.
- 2) Selecting qualified directors who are suitable for the Company's business from the following sources:
  - 2.1) The proposing of nominations of directors by the shareholders in the Annual General Meeting of Shareholders, which the Company informs shareholders through the SET and company's website.
  - 2.2) The list in the IOD Chartered Director database.
  - 2.3) Internal executives, outsiders who have the required qualifications.
- 3) The Nomination and Remuneration Committee approaches, interviews and discusses with the persons possessing the required qualifications to ensure that the persons will be willing to take directorship with the Company if appointed by the Board of Directors or a shareholders' meeting, as the case may be.
- 4) The Nomination and Remuneration Committee proposes the person who meets the nomination criteria to the Board of Directors for appointment or endorsement before submission to shareholders' meeting for appointment individually, on the basis of
  - 4.1) share held is equivalent to 1 vote.
  - 4.2) Each shareholder may use all votes in clause 1 to elect 1 person or several persons as directors but cannot divide the votes for any persons.

- 4.3) Persons who receive the highest number of votes respectively shall be appointed as directors in the number of directors that have to be elected.

In case persons who have been elected in the following order have equal votes which will make the number of directors elected exceeds the number required, the Chairman of the meeting shall have a second vote.

- 5) Appointing directors in accordance with the Company's Articles of Association.

In the event that the positions on the Board become vacant for some other reason than the normal expiration of a director's term of service such as resignation, the Nomination and Remuneration Committee may then propose an appropriate person to the Board of Directors to elect as a replacement in the meeting of the Board of Directors within the time stipulated by law or regulators, to fill that position only for the remaining term, unless the remaining period is less than two months. However, the resolution of the designation shall receive votes of not less than 3/4 of the remaining directors

## **(2) Nomination and Appointment of Executives**

The Board of Directors assigns the Human Resources Department to recruit and select qualified persons, i.e., knowledgeable, skillful, experienced and understanding the required business, then propose to the authorize person for consideration. The nomination and appointment of the Company's executives shall be in line with the Corporate Authority Index (CAI) and proceeds as approved by the Board of Directors as follows:

- 1) The appointment of Group Chief Executive Officer and/or Chief Executive Office must be proposed to the Board of Directors for approval.
- 2) The appointment of executives (C-Level); Chief Finance Officer, Chief Investment Officer, Chief Administrative Officer, shall be approved by Group Executive Committee.
- 3) Appointment of executives below the level specified in 2 shall be approved by Group Chief Executive Officer and below level-executives (depending on the case).

## **New Director Orientation**

The Board of Directors recognizes the importance of new director orientation and had adopted a policy and method on this matter as follows:

1. The Board of Directors has stipulated that all incoming directors must attend an orientation program. The Company Secretary is assigned to provide them with documents and information relevant to the directors' duties such as Directors Guidelines, Corporate Governance and Ethics Manual, Articles of Association, Capital Structure, Shareholder Structure, Operating Results, Related Laws, Best Practices for Directors, relevant rules and regulations, director training courses and other information pertaining to the Company's business in order to enhance the new directors' knowledge and understanding of the Company's operations in all respects.
2. Office of Corporate Secretary shall arrange new company's directors a company visit together with company presentation to create their better understanding about the Company's business operation.

## **Succession Plans**

The Board of Directors sees the importance and need to support the development of a succession plan for the top executive, Chief Executive Officer and/or other key management positions, which is part of the Company's human resources management strategy. The Development planning of talented personnel is aimed to cope with any unexpected incapability or vacancy of those key positions to ensure uninterrupted operation.

The Board of Directors' Meeting No. 1/2019 on February 28, 2019, assigned the Human Resources Department to coordinate and prepare a succession plan for the Group CEO, Top Executives, and/or essential executives positions, and to report the result of the succession plan implementation to the Board of Directors' Meeting at least once a year.

### 3. Independence of Board of Directors and Management

#### Merger and Segregation of Duties

The Board of Directors requires that duties be clearly segregated for the purpose of power distribution in decision making and directing, with balance and review in management. This has been continuously improved for suitability and coverage of the Company's activities, in line with changes in the notification or requirements of regulatory agencies, with management power being put under the Corporate Authorization Index for information and action by parties concerned.

#### Independence of Board of Directors and Management

##### 1. Segregation of Chairman of the Board position and Group Chief Executive Officer position

As a strong advocate of good corporate governance, the Board of Directors has segregated the positions, powers and duties of the Chairman of the Board and the Group Chief Executive Officer in conformity with the Corporate Authorization Index, which was duly approved by the Board of Directors, so as to ensure the Board of Directors' independent checks and balances against the management

##### 2. Balance of power

The Board of Directors ensures that it has a proper board composition and definite segregation of roles, duties and responsibilities between the Board of Directors and the management.

All board members have the freedom of conveying their opinions on the Company's operation with integrity and in the best interest of the Company and without being influenced by any party. They also are held accountable for performing duty in accordance with relevant laws, the Company's Articles of Association, and resolutions of the Board of Directors' meeting and the shareholders' meeting.

#### Directorship in Other Listed Companies

The Board of Directors has established a policy on directorship in other listed companies as follows:

##### 1. Directorship in other listed company held by the Company's directors

- 1) Each director is allowed to hold directorship in other listed companies not more than five listed companies, inclusive of the Company, to ensure the directors' efficiency and sufficient allocation of time to serve on the Company's Board of Directors.
- 2) Directors should avoid holding directorship in any other listed company that could create a conflict of interest with the Company and in performing their duty as the Company's director.

##### 2. Directorship in other listed company held by Group Chief Executive Officer and Top Management

To bring overall benefit to the Company and not affect their duties and responsibilities. The Group Chief Executive Officer and top executives can hold the director positions of other companies in the Company Group. The Board of Directors specifies that the holding of a directorship in other listed companies of the Group Chief Executive Officer and top executives shall be by the Public Limited Company Act, B.E. 2535.

Suppose the Group Chief Executive Officer and top executives are appointed as directors of companies other than companies in the Group. In that case, the approval process shall follow the Corporate Authority Index (CAI) and proceeds as approved by the Board of Directors.

#### 4. Director Development

The Board of Directors encourages, supports and provides convenience for all parties concerned with the Company's corporate governance processes such as directors, sub-committee members, management, Company Secretary, Investor Relations Department, Accounting Department, etc. to participate in training and seminar programs or activities arranged by Thai Institute of Directors (IOD), the SET, the SEC, Thai Listed Companies Association, Thai Investors Association or other independent organizations on a regular and continuous basis in a bid to enhance their knowledge and operational efficiency. The Board of Directors has assigned the Company Secretary to coordinate with the directors and management and inform them of details about the said training courses.

As of December 31, 2021, the Board of Directors and sub-committees attending courses organized by IOD and by other institutions, as tabulated below:

Name of Director	Title	Courses organized by IOD							Courses organized by other institutes
		CDC	DAP	DCP	ACP	AACP	FND	RCP	
Dr.Naris Chaiyasoot	Chairman of the Audit Committee, Member of the NRC, Independent Director	3/2018	32/2005	82/2006	-	29/2018	19/2005	45/2019	
Mr. Suvit Mapaisansin	Independent Director, Member of the Audit Committee, Member of the NRC, Member of CG	-	-	12/2001	37/2011	-	-	-	
Mr. Chanitr Charnchainarong	Independent Director, Member of the Audit Committee	-	-	52/2004	-	-	-	-	<ol style="list-style-type: none"> <li>1. Capital Market Academy Leader Program, Class 2/2006, Capital Market Academy</li> <li>2. Public Economics Management for Executives, Class 9/2011, King Prajadhipok's Institute</li> <li>3. Advanced Management Program (AMP) class 185/2556, Harvard Business School Harvard University, USA</li> <li>4. Senior Executives of Justice Administration, Class 19/2014, Office of the Judicial Training Institute</li> </ol>

Name of Director	Title	Courses organized by IOD							Courses organized by other institutes
		CDC	DAP	DCP	ACP	AACP	FND	RCP	
Miss Suwimon Chungjotikapisit	Director, Member of the NRC	-	-	12/2011	-	-	-	-	
Mr. Fahmai Damrongchaitham	Director, Member of the Group Executive Committee, Member of the Risk Management Committee, Chief Strategic Officer-Music 1	-	188/2021	-	-	-	-	-	

NRC = Nomination and Remuneration Committee

CDC = Chartered Director Class

DCP = Director Certification Program

FND = Finance of Non-Finance Director

RCP = Role of the Chairman Program

CG = Corporate Governance and Ethics Committee

DAP = Director Accreditation Program

ACP = Audit Committee Program

AACP = Advance Audit Committee Program

## 5. Evaluation of the Performance of the Board

The Board of directors regularly conducts a yearly Board as a whole and Director self-assessment to be used as a framework for evaluating the board's performance, and consider, review and analyze its performance for further improvement.

### Annual Self-Assessment

#### 1. The Board of Directors' Self-assessment

The Board of Directors regularly conducts a yearly Board and Director self-assessment to be a framework to monitor the performance of the duties of the Board, including reconsider processing commentaries on various issues related to the operations of the Company, and duties of the Board during the past year, a summary of the Company Secretary, and present the findings to the Board of Directors to be used to edit and enhance performance.

The Board self-assessment is divided into 5 rankings: 4 = Excellent, 3 = Very Good, 2 = Good, 1 = Unfavorable, 0 = Need Improvement.

The ranking results of Board self-assessment, broken down into 6 categories, for 2021 were as shown below:

	Board of Directors Assessment	Director Assessment
Assessment Category	1. Structure and qualifications of the Board of Directors 2. Roles and responsibilities of the Board of Directors	1. Qualifications, knowledge, ability 2. Independence
	3. Board of Directors' meetings 4. Performance as a director 5. Relationship with the management team 6. Director's personal development and development of the management	3. Performance as a director 4. Attention to duty and responsibility 5. Director's personal development
Average Score	3.85	3.80

## 2. The Sub-committees' Self-assessment

The Board of Directors required that self-assessment apply to all Sub-committees, namely, the Audit Committee, Risk Management Committee, Corporate Governance and Ethics Committee and Nomination and Remuneration Committee. The self-assessment results were reported to the Board of Directors on a yearly basis for review of the committees' performance, including opinions on issues related to their performance of duties during the past year, with an aim to make improvements and enhance work efficiencies. The performance assessment forms were determined according to each committee's scope of duties and responsibilities. For the Audit Committee, the performance assessment was also based on the Best Practice Guidelines for Audit Committee, developed by the SET, the Thai Institute of Directors (IOD) and companies with good ratings on good corporate governance, where applicable to the Company.

In 2021, all the Sub-committees performed their duties well with knowledge and abilities in accordance with the scopes of duties and responsibilities given in their respective charters and align with the regulator's best practice guidelines. The Company Secretary summarized the results of each Sub-committee's performance assessment for submission to the Board of Directors at the Board's Meeting No.2/2022 on February 25, 2022. The Sub-Committees assessment is divided into 5 rankings: 4 = Excellent, 3 = Very Good, 2 = Good, 1 = Unfavorable, 0 = Need Improvement

Results of the self-assessment

Sub-Committee	Average Score in 2021
1. Audit Committee	3.78
2. Nomination and Remuneration Committee	3.59
3. Risk Management Committee	3.69
4. Corporate Governance and Ethics Committee	3.58

## 3. Group Chief Executive Officer's Evaluation (Group CEO)

The Board of Directors has assigned the Nomination and Remuneration Committee to evaluated the performance of the Group Chief Executive Officer ("Group CEO") on a yearly basis, for use as a guide in determining the Group CEO's remuneration and submit the result of the evaluation to a meeting of the Board of Directors for acknowledgement and approval.

In 2012, the Nomination and Remuneration Committee agreed to improve the evaluation form of the performance of Group CEO to suit the current situation, based on the evaluation form of the performance of the top executive of the Corporate Governance Center, The Stock Exchange of Thailand.

The Group Chief Executive Officer evaluation is divided into 5 rankings: 4 = Performed excellently, 3 = Performed very well, 2 = Performed reasonably, 1 = Performed partially, 0 = Not yet performed.

The overall evaluation, with total scores of 100%, can be classified into 5 levels:

More than 95%	=	Excellent
90% - 95%	=	Very Good
80% - 89%	=	Good
70% - 79%	=	Fair Below
70%	=	Need Improvement

In 2021, the Nomination and Remuneration Committee evaluated the performance of Miss Boosaba Daorueng, the Group Chief Executive Officer for 2021 and reported to the Board of Directors' meeting No. 2/2022 held on February 25, 2022, that the overall evaluation of the Group Chief Executive Officer was rated "Very Good", or equivalent to the average score of 93.99%

## Governance of Subsidiaries and Associated Companies

The Board of Directors has established a governing mechanism for subsidiaries and associated companies to monitor and supervise the management and operation of subsidiaries and associated companies. The Company has significantly invested to the extent appropriate to each business. The Company has disclosed its mechanism in governing the subsidiaries and associated companies in "1.3 Supervision of Subsidiaries and Associated Companies' Operations" page 133.

## Policy and Guidelines Related to Shareholders and Stakeholders

### 1) Rights of Shareholders

The Board of Directors gives high importance to and respects the rights of all shareholders equally and provides convenience to them in exercising their rights in various matters, whether they be their basic rights or the rights they deserve such as the rights to sell or transfer stocks, the company profit sharing, the shareholders' rights to obtain the adequate information on the Company and in a timely manner, the voting rights in the shareholders' meeting to appoint or to demote the directors, the remuneration of the Board of Directors, the appointment of a certified auditor, the approval of the audit fee and other issues which may significance effect the company, etc. and will not act in a way that will violate the shareholders' rights.

### The Annual General Meeting

The Board of Directors supports organizing of the shareholders' meetings which take into account the rights and equitability of shareholders for the attendance of meetings according to the laws and good corporate governance principles. The annual general meeting of shareholders is set to be held once a year within 4 months from the last day of the fiscal year (The Company's last day of the fiscal year is December 31 of each year). In case where there are urgent matters for special meetings to discuss issues that affect or relate to the shareholders' benefits or are related to regulations, laws that require urgent approval from the shareholders, there will be a call for an extraordinary meeting of shareholders case by case.

In 2021, the Company scheduled the 2021 Shareholders' Annual General Meeting on Friday, April 30, 2021, at Auditorium Room, 21st Floor, No. 50, GMM Grammy Place Building, Sukhumvit 21 Road (Asoke), Khlongtoeinuea, Wattana, Bangkok. Due to the COVID-19 pandemic in Thailand, which continuously increased, the Company has been closely monitoring the situation of the COVID-19. There has been a government cooperation request to reduce any activities related to a large group of people, increasing the risk of COVID-19 spreading. Consequently, the Board of Directors' Meeting No. 4/2021 on April 19, 2021, approved the change of the Shareholders' Annual General Meeting format to be the meeting via electronic media (E-AGM) only. The Company has notified the meeting format change through the SET on April 19, 2021 and submitted a notice regarding the transformation of the meeting to E-AGM format to shareholders on April 20, 2021.

Though under the COVID-19 pandemic situation, the Company still complies with the AGM Checklist of the Thai Investors Association, Thai Listed Companies Association, and the SEC. In 2021, the Company had its AGM quality assessed by Thai Investors Association and attained a total score of 100, an excellent rating.

The Company's guidelines are as follows:

**(1) Before the date of the shareholders' meeting**

- Proposing agenda items, nominations of directors and advanced queries, the Company provided an opportunity for shareholders to propose agenda items and qualified persons to assume the post of director before the Annual General Meeting of Shareholders. In the 2021 Annual General Meeting of Shareholders, shareholders can make proposal from October 30, 2020 until January 30, 2021 on the Company's website at link <http://www.gmmgrammy.com>, on the menu "Corporate Governance", item "Shareholders Information". It has come out that, during the designated period, no shareholder proposed any agenda item or nominated any qualified person to assume the post of director to the Company.
- Presentation and information delivery to shareholders, the Company has appointed Thailand Securities Depository Co., Ltd. (TSD) as its securities registrar to send the meeting invitation notice, documents and other information which is important and necessary for decision-making to shareholders (in English in case of foreign shareholders) in advance before the meeting date and in accordance with laws or/and regulatory concerned. In the Annual General Meeting of Shareholders, the Company has disseminated the invitation notice and all relevant information (excluding annual report) on its website in Thai and English more than 30 days prior to the meeting so that shareholders will have sufficient time to study the information in advance for decision-making. In addition, the Company advertised meeting notices in newspapers to inform shareholders of the date, time, venue and agenda items in both Thai and English for 3 consecutive days and at least 3 days prior to the meeting.
- Facilitation and encouragement for shareholders to attend the meeting, including institutional investors, with the following policies:

**Meeting venue** at a suitable location, with enough parking spaces and convenience transportation, with the venue's map being enclosed with the meeting notice.

**Meeting format** According to the change in technology, the COVID-19 pandemic situation in Thailand and abroad since 2020, and other emergencies that might occur in the future, the Company has set out two formats of meetings to manage its business and follow related laws effectively. The two formats are 1) the meeting at the location specified by the Company, and 2) the meeting via electronic media (E-AGM), which complies with the Royal Decree on Electronic Meetings B.E. 2563 (2020) and the Notification of the Ministry of Digital Economy and Society RE: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563 (2020).

**Meeting schedule** not on a public holiday or during long holidays of at least 3 consecutive days, not too early in the morning or late in the evening.

**Proxy:** There were 3 types of proxy forms attached with instructions and convenience in sending the valid proxy form together with supporting documents in advance to the Company Secretary prior to the meeting day for the Company's staffs to examine the documents before the proxy's arrival. The Company allowed the Board of Directors to nominate 4 independent directors as proxy holders to attend the meeting and vote on shareholder's behalf.

**Staffs and technology** are in place to provide services and examine documents for the meeting's participants, for the sake of convenience, speed, accuracy and verifiability.

- **Information disclosure of each agenda in the Invitation Notice**, opinions of the Board of Directors of each Agenda as well as purposes and reason. Both positive and negative (if any) are clearly indicated. For the shareholders' meeting will have the following agenda items:

**Disclosure of Financial Performance** to clarify the financial performance in the previous year including assets, revenue, expenses and profit/loss, including the management discussion and analysis (MD&A) reported in the Annual Report enclosed with the enclosed with the Invitation to the Annual General Meeting

**Remuneration of directors** to clarify the guideline of Remuneration of Director in both monetary (e.g. Monthly Remuneration, meeting allowance, annual bonus) and other benefits agreed by the nomination and remuneration committee.

**Nomination of directors**, the Company indicates the directors' names and summarizes profile of each director to be nominated, such as name and surname, age, education background, work profile, number of companies in which such person is a director by divided into listed companies and other companies, positions in other competitor / related companies which may cause any conflict of interests, nomination criteria and procedure, type of director to be proposed such as Director or Independent Director. In case of nomination of the existing director to reassume the position, details of his/her meeting attendance in the previous year and his/her term/ years in office shall also be provided. In case of the appointment of independent directors, the Company shall disclose its definition of "independent director" as defined and determined that the Company's definition is equal to or more concentrate than the minimum requirements of the SEC and the SET, including any information of any conflict of interests of such independent director on the Company, its subsidiaries, affiliates or entities may have a conflict at that time or during the last 2 years.

**Nomination of auditor and fixing of audit fees**, the Company gives details on the names of certified public accountants and their company to be the auditor, experiences and competence as well as independence of the auditor and qualifications acceptable as the Company's auditor and approved by the SEC. Audit fees and/ or other fees (if any) will also be clearly indicated so that shareholders can consider appropriateness before making decision.

**Payment of dividends**, the Company discloses its dividend payment policy, proposed payment rate and amount comparing to net profit, retained earnings and earnings per share as well as payment rate of the previous year, together with reasons and supporting information. In case of no dividend payment, clear reasons and supporting information will be given.

**Other matters with impact on the Company**, such as determination and amendment of articles and memorandum of association, decrease or increase of capital and approval of extra items, etc. The Company will clearly indicate objectives, rationale, positive and negative (if any) impact, as well as opinions of the Board of Directors for each agenda item.

For the 2021 Annual General Meeting of Shareholders, the Company sent a meeting notice of at least 1 month in advance to shareholders through various channels, namely, the Company's website, SET portal and the Company assigned Thailand Securities Depository Co., Ltd. (TSD), its securities registrar, to mail the notices of shareholders' meeting and accompanying documents for shareholders before the meeting date. The meeting notice contained agenda items, the

Board's opinions with other supporting documents such as facts, objectives, reasons of the Board's opinions, the Company's Articles of Association relevant to the meeting for the shareholders to consider in each agenda item, together with the minutes of the previous shareholders' meeting, containing the voting method, vote counts, list of all the directors attending the meeting (including the absent directors), list of executives attending the meeting, the voting inspector who was an outsider witnessing the vote count and the conduct of the meeting, questions from the shareholders and answers in the meeting, meeting's resolutions with the numbers of votes Agree, Disagree and Abstention for each agenda item where voting was required.

At the 2021 Shareholders' Annual General Meeting on April 30, 2021, the Company had sent the meeting invitation letter to shareholders on April 8, 2021, equivalent to more than 21 days in advance. The meeting notification was published in Thai and English in a daily newspaper on April 19-21, 2021, equivalent to three consecutive days before the meeting of no less than three days. To notify the AGM in advance and grant suitable time for shareholders' preparation, the Company had published the invitation letter and relevant documents on its website on March 30, 2021, equivalent to 30 days before the meeting.

## **(2) On the date of the shareholders' meeting**

- The Company requires that the meeting proceeds according to the law, considering the conveniences, rights, and shareholders' equal treatment. There shall be staff to facilitate attendants' document verification. The registration shall be open at least one hour and a half before the meeting. For the meeting at the designated place, a barcode system shall be used for convenient registration. For an E-AGM, the Company allows the shareholders to register and/or submit proxy documents for the E-AGM via e-mail at least seven days in advance before the meeting. According to the shareholder registration book, the Company has to check the documents and verify the identity and the rights to attend the meeting as of the date for rights entitlement. After that, the Company will send a link for attending the meeting for individuals and a manual for accessing the E-AGM meeting system to shareholders at least one day before the meeting.
- At each shareholders' meeting, the Chairman, the directors, the Group Chief Executive Officer, Chairmen of all sub-committees and the management attend the meeting to allow shareholders to ask questions relating to the Company. The auditor of the Company will perform as the inspector to ensure that the meeting is conducted with transparency, compliance to applicable laws, rules of related regulators and the Company's Articles of Association.
- Before the meeting commences, the Group Chief Executive Officer who chairs the meeting will introduce the attending Board members, Chairmen of sub-committees, the management and the auditor of the Company, to the meeting and assign the Company Secretary to proceed with the meeting.
- The Company prioritizes shareholders' and/or proxy's personal information per the Personal Data Protection Act B.E. 2562 (2019). The Chair of the meeting shall inform the personal data protection for the shareholders' meeting that the Company will record photos and videos of the E-AGM only for the meeting's report and public relation via electronic and print media. The attendants may appear in the meeting photos and videos, but there shall be no personally identifiable details of the attendants.
- The Company Secretary will notify the meeting of the quorum consisting of number of shareholders attending the meeting in person, number of shareholders attending by proxies and number of shareholders authorizing independent directors as their proxies, with clarification of voting and vote counting methods to the shareholders before the meeting commences. According to the Company's Articles of Association and the Public Limited Companies Act, Section 107 (1), 1 share is equivalent to 1 vote. In the event of a tie of votes, the Chairman will have the casting vote. Voting condition for shareholders or proxies is also be explained.

- The Company Secretary would conduct the meeting in accordance with the sequence of agenda items given in the notice of shareholders' meeting (except that the meeting resolves to change the sequence of agenda items in accordance with the provisions of the Public Limited Companies Act that requires the votes of at least 2/3 of the shareholders attending the meeting) and for fairness to shareholders who do not attend the meeting, no other agenda items not specified in the notice of shareholders' meeting shall be added in the agenda. However, to allow shareholders to exercise their rights under law, according to the Company's Articles of Association and the Public Limited Companies Act, Section 105, shareholders who hold a number of shares combined not less than 1/3 of the total number of shares sold may ask the meeting to consider matters other than those specified in the notice of shareholders' meeting.
- The Board of Directors has provided for the use of ballot tickets in every agenda item that requires voting. This is for the purpose of transparency and auditability in case of an objection occurring thereafter, while votes are to be counted and the results thereof are disclosed and the meeting's resolutions are clearly recorded in the meeting's minutes.

However, in E-AGM meeting, the voting will be an E-voting which there will be no printed ballots. The shareholders still can to vote – agree, disagree and abstain. The Company provides voting processing, voting disclosure, and electronic data trafficking records of every attendants as evidence required by the laws.

As for the election of directors' agenda, the Company shall allow the shareholders to vote individually. The Company will thoroughly record the meeting resolution in the meeting minutes.

- The Chairman allocates sufficient time and opens the floor to the shareholders to voice their opinions, suggestions and questions on each agenda item and regarding the operations of the Company. Important queries, clarifications and opinions shall be noted in the meeting minutes for acknowledgement by the shareholders who cannot attend the meeting.

In 2021, the Company held an E-AGM on April 30, 2021, at 2.00 pm, broadcasted live from Auditorium Room, 21st Floor, No. 50, GMM Grammy Place Building, Sukhumvit 21 Road (Asoke), Khlongtoeinuea, Wattana, Bangkok. Nine directors were attending the meeting (from the total of nine directors, accounting for 100%) consisting of Chairman of the Board, Vice Chairman of the Board, Chairman of all sub-committees, Top Executives, Representative from Legal Department and Auditor. The representative from an audit company shall act as a mediator supervising the meeting to be transparent, complete, compliant with the laws and the Company's Articles of Association, and monitoring all voting in the meeting. The Chairman of the meeting assigned the Company Secretary to conduct the meeting. The Board of Directors proposed a list of four independent committees to represent and vote on behalf of shareholders, which the Company had opened for register two hours before the meeting. The 2021 AGM had no change in the agenda order and no additional agenda other than specified in the invitation letter.

In the 2021 Annual General Meeting of Shareholders, there were a total of 13 shareholders attending in person, representing 434,824,969 shares, and 26 by proxy, representing 196,808,639 shares. The total number of attendants who were shareholders and proxy holders were equal to 39 persons, representing 631,633,608 shares or 77.0332% of total 819,949,729 subscribed shares. The quorum was thereby constituted according to the Company's Articles of Association.

### **(3) After the shareholders' meeting**

The Board of Directors assigns the Company Secretary to prepare minutes of the shareholders' meeting to be complete and accurate with the following details:

**Names and positions of directors**, members of Sub-committees, top management and auditor who attend or absent at the meeting (If any).

**The meeting quorum consisting** of number of shareholders who attend the meeting in person, number of shareholders by proxies and number of shareholders authorizing independent directors as their proxies.

**Methods of voting** on each agenda item and vote counting before the meeting commences and the way the ballot cards are used to count votes.

**Votes which approve**, disapprove and abstain on agenda items which requires voting and identifying names and number of shares of persons who are not entitled to vote on each agenda item (If any)

**Key questions**, clarification and opinions.

The Company will announce resolutions of the meeting via the news system of the SET by the next business day by identifying approval, disapproval and abstention votes on each agenda item and prepare meeting minutes in both Thai and English and submit them to the SET and relevant agencies within 14 days from the date of the meeting, as well as disseminate the meeting minutes on the Company's website so that shareholders can inspect without waiting until the next meeting. There is also a sound database where meeting minutes are available for inspection and reference. In addition, video recording of Annual General Meeting of Shareholders was prepared to be provided to interested shareholders in form of VCD which was notified to the shareholders via the news system of the SET.

## 2) Equitable Treatment of Shareholders

The Board of Directors has a policy to treat all shareholders equitably and fairly by protecting the rights of shareholders and provide convenience to shareholders in exercising of rights in various matters which shareholders are deserved. The Board of Directors has a policy of equitable treatment of shareholders as follows:

1. The Board of Directors gives the rights to shareholders to cast one vote per one share. For the same type of shares, they have the rights to cast one vote per one share.
2. The Company allows a shareholder and/or a group of shareholders holding the Company's shares collectively at least 5 percent of voting rights to propose agendas and prospective directors before the Annual General Meetings. This description will be provided through the SEC and the Company's website at least 3 months prior to the end of each fiscal year.
3. For the Annual General Meetings, the Company will send the meeting invitation notice and documents to shareholders at least 14 days prior to the meeting date and post the invitation notice and all information on the Company's website (<http://www.gmmgrammy.com>) in Thai and English more than 21 days prior to the meeting so that shareholders will have sufficient time to thoroughly study the meeting information for decision-making before receiving documents from the Company. The Company also advertised meeting notices in newspapers to inform shareholders of the date, time, venue, and agenda items in Thai and English for 3 consecutive days and at least 3 days prior to the meeting.
4. The Board of Directors provides convenience to shareholders who cannot attend the meeting in person by sending them Proxy Form Type A, B and C and attaching documents and simple proxy-giving instructions so that proper documents will be prepared and none of difficulties expected. In addition, shareholders also have option to download the proxy form from the Company's website.
5. The Board of Directors will nominate at least 1 independent director of the Company as an option of proxy for shareholders. The Company will attach the name and profile of the independent director with the meeting invitation notice.

6. The Board of Directors will conduct the meeting according to the agenda order outlined in the meeting invitation notice and will not add any other meeting agenda without notifying shareholders in advance apart from those specified in the invitation letter except extraordinary cases in order to protect the Company's interest under the governed laws.
7. The Board of Directors will arrange for the use of ballots and a qualified vote processing program on every agenda item that requires vote casting for transparency, and inspection can be made in case debates occur later on. Also, an inspector is prepared for counting votes, and the vote results and resolutions of the meeting shall be disclosed clearly in the meeting minutes.
8. The Board of Directors sets a policy and guidelines of prevention of conflicts of interest and insider trading to seek interest for oneself or others in undue manner in the Corporate Governance and Business Ethics Manual of the Company and disseminates the policy to all directors, executives and employees of the Company for acknowledgement and strict compliance to prevent directors and executives of the Company from trading the Company's shares by using internal information or undertaking related party transactions and selling or buying assets in a manner which may breach or not comply with guidelines of the SET and the SEC.
9. In case of undertaking related party transactions which are required to be disclosed or to seek approval from shareholders according to requirements of the SET, prior to the undertaking of the transaction, the Company has disclosed details such as name and relation of related parties, a policy of determination of the value of the transaction, rationale, as well as opinions on the transaction of the Audit Committee and the Board of Directors to shareholders clearly.
10. The Board of Directors requires directors and executives (according to definitions of the SEC) to comply with Section 89 of the Securities and Exchange Act by reporting their interest and their related persons' (including whenever there is change to information) by assigning the Company Secretary to report interest information (including changes) to the meeting of the Board of Directors for acknowledgement every 6 months to consider transactions of the Company which may have conflicts of interest with the Company. Directors and executives who have any related interest shall not attend the meeting to express opinions and have no right to make a resolution of such matter.

### 3) Roles of Stakeholders

The Board of Directors believes in conducting business with integrity and transparency as well as having roles and responsibilities toward society by giving importance to the rights of all stakeholders of the Company, either internal stakeholders such as directors, employees and executives of the Company, or external stakeholders such as shareholders, customers, trade partners, competitors, the society and the environment, public sector and relevant agencies appropriately for both rights required by laws or those jointly agreed upon. The Board of Directors has set guidelines for directors, executives and employees in the GRAMMY Group's business ethics to be transparent and fair to various stakeholders.

#### 1) Shareholders

The Board of Directors has a policy and guidelines on equitable and fair treatment of shareholders as follows:

1. Performing duties and conducting business with integrity, transparency and accountability to shareholders on a regular basis and disclose accurate, complete and standard information to shareholders within the legal framework, business ethics and good corporate governance principles.
2. Managing business of the Company for stable progress by using knowledge, competence and experience to the full extent and make any decisions with integrity, honesty, care and justice for the highest benefits of the shareholders.
3. Supervising operations to ensure that the Company has appropriate financial status and management to protect and increase interests of shareholders.

4. Managing assets of the Company not to deteriorate, lose, or waste.
5. Not seeking benefits for oneself and related persons by disclosing internal information of the Company which is confidential and/or not yet disclosed to the public or outsiders which may cause damage to the Company.
6. Respecting the rights of shareholders by reporting status and operating results of the Company as well as information to all shareholders equally, regularly, timely, accurately, completely and factually by having sufficient supporting documents and in accordance with the requirements of the SET and the SEC.
7. Not performing any acts in a manner which may cause conflicts of interest to the Company without notifying the Company.

## 2) Customers and Consumers

The Board of Directors is committed to creating and producing all forms of media and entertainment to bring satisfaction to customers continuously. Policy and Guidelines for treatment towards customers and consumers are as follows:

1. Catering to the needs of customers with good quality of products and services at reasonable prices and with qualified employees and state-of-the-art innovation and technology
2. Studying, assessing and improving impact of products and/or services which may occur to consumers consistently and monitor and supervise products and services to have quality and meet standards, requirements, consumer protection laws or other relevant laws.
3. Providing information which is accurate, sufficient and beneficial to product and/or service consumers for decision-making by not intending to cover information or giving false information to mislead product and/or service consumers about the quality, quantity, or conditions of the product or service.
4. Respecting the rights of the product and/or service consumers and protect their personal information by not disclosing their personal information without their prior consent or using such information to seek benefits except for information which must be disclosed to the public as required by laws.
5. Arranging for a procedure to which customers can file issues of problems of using products or inappropriate provision of services via electronic mail or call center so that the Company can prevent/resolve problems for the customers quickly and appropriately and use such information to improve or develop other products or services.
6. Contracts between the Company and customers and consumers of the Company must be written clearly and easy to understand and comprising information and agreements which are accurate and sufficient and do not contain any conditions which are not fair or breach the rights of customers and consumers. Also, contracts and conditions mutually agreed upon shall be complied with in a strict manner and in case of failure to comply with any condition, customers shall be notified immediately to help seek resolution on a rationality basis.
7. Supporting activities which promote and maintain good relationship between customers and the Company.

## 3) Treatment of Competitors

The Board of Directors conducts business within a framework of free and fair competition. Policy and Guidelines for treatment toward competitors are as follows:

1. Treating competitors according to the rule and manner of good and fair competition.
2. Not seeking confidential information of competitors with fraudulent, dishonest or inappropriate method or in breach of laws.
3. Not intentionally destroying reputation of competitors with groundless slander.
4. Not performing any acts which breach intellectual property and copyright of competitors.

#### 4) Trade Partners

The Board of Director treats customers equally and based on mutual benefits. Policy and Guidelines for treatment toward trading partners are as follows:

1. Treating trade partners equally, fairly and based on fair returns acceptable to both parties.
2. Complying with agreements or conditions mutually agreed upon strictly and in case of non-compliance with any conditions, notify customers immediately to jointly seek solutions on a rationality basis.
3. Not asking for or accepting assets or other benefits which are dishonest to trading with trade partners.
4. In case there are grounds to believe that there is request or acceptance of assets or other benefits which are undue, information shall be disclosed to trade partners to jointly seek solutions in no time.
5. Having a policy or measures of checking and screening trade partners of the Company such as producers and contractors and support undertaking of businesses with trade partners who conduct business fairly without violating human rights and realizing the importance of social responsibility. The company executes a purchasing policy and appoint a purchasing committee in order to select trade partners under transparency and accountability.
6. Not giving cooperation to or supporting any persons or organizations which conduct illegal business or are a threat to the society and national security.
7. Being committed to maintaining sustainable relationship with trade partners and contract counterparts on the basis of mutual trust.

The Company emphasizes the importance of the law and human rights principle. It encourages awareness of rights, obligations and responsibility towards society and others. The Company has set out policies and guidelines on law and human rights principles in the Company's business ethics, which covers inspection and screening measures for essential business partners following its business nature such as manufacturers, and contractors. Such important partners shall operate their businesses fairly, with no human rights violation, having a follow-up process, and supervising their companies not to act, participate in, or neglect any action in violation of human rights.

#### 5) Creditors

The Board of Directors is committed to conducting business to create creditability for creditors. Policy and Guidelines for treatment toward creditors are as follows:

1. Strictly complying with agreements, obligations, covenants and responsibility in the collaterals. In case of non-compliance or default, notifying creditors immediately to jointly explore proper solutions on a rationality basis.
2. Maintaining an appropriate capital structure in order to support the business operation and creditor confidence.
3. Providing creditors transparent information, and allowing them chances for company visits and having meetings with the Company's management.
4. Not giving cooperation to or supporting any persons or organizations which conduct illegal business or are a threat to the society and national security.
5. Being committed to maintaining sustainable relationship with creditors on the basis of mutual Trust.

#### 6) Employees

The Board of Directors realizes that employees are the most valuable resource of the Company and is a key to success of achieving the Company's goal. Therefore, the Company takes care of and treats employees fairly in terms of opportunities, returns, appointment, transfer, termination of employment, as well as establishment of policies of personnel development and encourages employees to develop and exhibit potential and personal value in order to help the organization grow continuously and sustainably. Policy and guidelines for treatment toward employees are as follows:

1. Treating employees with respect for their honor, dignity and human rights.
2. Appointing, transferring and giving prizes as well as punish employees with sincerity and according to their knowledge, competence, appropriateness and fairness without any discrimination.
3. Assessing staff performance and progress regularly.
4. Giving remuneration of various types to employees fairly, appropriately and according to their knowledge, competence, experience, positions, responsibilities and individual performance which are taken into consideration in line with the operating results of the Company, economic conditions and social environment.
5. Providing appropriate welfare and other benefits for employees that are comparable to those of other companies in the same or similar business and as prescribed by law, such as provident fund, etc.
6. Giving continuous and regular support and giving importance to knowledge and potential development which is beneficial to employees at all levels for their good career path.
7. Maintaining a good working environment for sanitation and safety to life and properties of employees regularly.
8. Providing appropriate facilities and welfare for disabled employees.
9. Supporting employees to have better quality of life and support development of life of employees' families so that they live a happy life and are able to rely on themselves sustainably according to the philosophy of sufficiency economy.
10. Promoting participation of employees and respecting the rights of gathering of employees to gather to propose or set working guidelines and/or agreements to create benefits for all parties and good working relations, including channel to complaint of any wrongdoings, approach to fact finding and protection of the whistleblower.
11. Supporting employees to work together under mutual culture and value and with high unity spirits.
12. Managing works with prudence and avoiding any unfair actions which may have impact on the job security of employees.
13. Complying with rules and regulations in relation to labor law (such as employment, termination of employment, etc.) and welfare of employees.

### **Respecting Human Rights Law and Practice**

The Board of Directors gives importance to respecting international human rights, to conducting business in compliance with laws, while embracing human rights which are the basic rights ensuring that all human beings are born free and equal in dignity and rights without discrimination against birth, race, nationality, color, gender, religion, age, language, physical and health condition, personal status, economic and social status, social value, education or political opinion. The Board also promotes employees' awareness of their rights, duties and responsibilities to society and other fellows.

Policy and Guidelines are as follows:

1. Performing business in strict compliance with human right law and practice and provide employees with knowledge about human right law and practice for their further adoption in their work.
2. Ensuring that all employees familiarize themselves with laws related to their duties and responsibilities and strictly observe such laws.
3. Promoting the respect of and adherence to human right practice on the basis of human dignity.
4. Treating all employees on the basis of human dignity and respect their personal rights and duties.
5. Offering a non-discriminative and equal career opportunity for women, the disabled, incapacitated persons and all other under privileged groups.
6. Neither give a special favor to nor discriminate against any individuals due to race, nationality, color, gender, religion, age, language, physical and health condition, personal status, economic and social status, social value, education and political opinion.

7. Ensuring the incapacitated employees are provided with appropriate facilitating equipment and welfare.
8. Putting in place a policy or measure for screening key trade partners such as suppliers and contractors and ensure that these key trade partners undertake their businesses with fair practices and non-violation of human rights.
9. Encouraging employees' participation and respect their rights to unify and come forward with their suggestions or ideas on operational directions and corrective measures that will be beneficial to all parties and strengthen a good working relation and cooperation.
10. Establishing a follow-up and monitoring process to prevent the Company and employees from conducting business, acting or participating in an act or failing to act in such a way that violates human rights.

### **Occupational safety and health**

Executives and employees are valuable resources and success factors to support sustainable growth. Therefore, the Board of Directors provides policies and guidelines on treatments of executives and employees to safe and healthy life under suitable environments as follows:

1. Emphasize the prevention and correction of behaviors and environment that may cause accidents and illnesses due to work.
2. Support, promote and enforce rules, regulations and measures to reduce the risk of accidents and illnesses due to work.

In this regard, the Board of Directors has determined that.

1. Executives at all levels must have duties and be leaders in behavior correction and workplace environmental control to ensure employees' lives and properties safety by:
  - 1) Determine, support, and promote the improvement of the workplace and proper management at work.
  - 2) Provide suitable, adequate protective equipment which always is in a ready-to-use condition.
  - 3) Cooperate with all employees in correcting behaviors that may cause accidents and illnesses due to work and determine appropriate operating procedures.
2. Executives at all levels must determine guidelines for compliance with laws, regulations and measures relevant to occupational safety and health and must be a leader in strictly and consistently implementing this policy as a good role model in building safety in the workplace. Moreover, the executives shall promote activities that enhance employees' knowledge, understanding and good attitude concerning occupational safety and health.
3. All employees must acknowledge, cooperate, express their opinions and suggestions, including strictly and consistently comply with this guideline. There shall be communication to stakeholders, customers, partners, suppliers and contractors to acknowledge and understand this policy.
4. Executives at all levels must continuously and regularly monitor and assess occupational safety and health. This ensures that there has been a strict and effective implementation of laws and regulations related to occupational safety and health.
5. Executives at all levels shall not ignore the event of an accident that affects occupational safety and health. They shall assist the affected employees instantly and with a total capacity. In addition, they shall find the cause and determine clear and effective preventive measures to prevent a recurrence.

To ensure the Company's operation of occupational safety health, and environment is consistent, systematical, effective, and complied with the Ministerial Regulation for the Administration and Management of Occupational Safety, Health and Environment B.E. 2549 (2006), the Company has appointed the Occupational Safety, Health and Environment Committee. It is responsible for considering policies, determining a safety plan, reporting and proposing measures or improvements to be consistent with the laws on occupational safety and monitoring and reporting on occupational safety. This Committee became effective on November 1, 2020.

## **7) The Community, the Environment and the Society**

The Board of Directors strongly believes in conducting business according to business ethics and good corporate governance principles and alongside corporate social responsibility (CSR) to be embedded as part of the organization culture. This is carried by integrating with the Company's vision, mission, strategy and goal to create sustainable business growth. The Company respects human rights, treats its workforce fairly, is accountable to customers and consumers; supports and takes part in development of the community, the society and the environment, maintains religion, preserves natural resources and energy, and supports education and public activities, so that the community or underprivileged become strong and depend on themselves sustainably. Policy and guidelines on treatment toward the community, the environment and the society are specified in the Corporate Governance and Business Ethics Manual regarding Ethics on Roles and Responsibilities toward Community, Environment and Society, details of which are as follows:

1. Supporting CSR development through co-creation with all stakeholders by participating, inspiring and giving opportunities to other organizations to work together.
2. Supporting provision of knowledge and training for staff to instill conscience of responsibility toward the community, the environment and the society in employees at all levels and encourage employees to participate in activities arranged by the Company.
3. Having social participation by supporting and promoting activities which maintain good tradition and culture and behaving as a good religion follower by supporting religious activities consistently.
4. Participating in supporting activities relating to education, sporting capabilities, development of professional knowledge, for sustainable self-dependence.
5. Having social responsibility relating to public benefits, maintenance of the environment and development of the community as well as creative projects to promote and support better living of underprivileged, the elderly, children and youths.
6. Having social responsibility in different forms such as organizing campaigns against narcotics continuously, hence promotion and support of children and youths to stay away from narcotics, leading to a strong community and narcotic-free society.
7. Holding various projects to assist and relieve misery of people who are in trouble in many ways.
8. Supporting the community surrounding the Company and other communities to be strong and self-dependent in a sustainable manner, give mutual help, have a good quality of life, be happy and live happily in harmony.
9. Campaigning and instilling in employees conscience of preservation and smart and efficient use of resources and energy.
10. Creating and supporting activities which are beneficial to maintenance, preservation and use of natural resources and energy on a consistent basis.
11. Not performing any acts which will impair the reputation of the country, natural resources and the environment.
12. Not cooperating with or support any persons or organizations conducting illegal business or being a threat to the society and national security.
13. Complying or monitoring to ensure strict compliance with relevant regulations and laws

## Intellectual Property and Copyright

The Board of Directors has a policy to respect intellectual property rights of other persons by not violating or supporting any acts which can be regarded as violation of intellectual property rights and copyrights of other persons, thus reflecting the Company's strong intention to conduct business with fairness and respect for and compliance with the laws relating to intellectual property rights. Policy and Guidelines are as follows:

1. Supporting development and respect creation or innovation of intellectual property rights and copyright and evaluate the value of such innovation fairly.
2. Protecting and respecting intellectual property rights and copyrights of the Company and other persons by not violating or supporting any acts which are in violation thereof, such as making duplicates, GMM Grammy Public Company Limited 207 adapting original material in any way, copying, broadcasting music and pictures, or making distribution to the public or any other acts and not claiming other persons' works as one's own.
3. Supporting and participating in activities which are beneficial to protection and prevention of violation of intellectual property rights and copyright.
4. Supporting provision of knowledge and training to employees to instill conscience of respect and creation of intellectual property rights and copyright in employees at all levels, as well as encourage employees to participate in activities held by the Company.
5. Issuing the Company's work regulations by prohibiting employees from behaving in the manner which may tarnish the reputation of the Company by following regulations, notifications and orders of government agencies, or laws relating to intellectual property rights and copyright such as trademark law, patent law, license law or other relevant laws, as well as announcements, orders, rules and regulations set by the Company.
6. Treating and regarding violation of intellectual property rights and copyrights as a severe offence and if such offence is found, the Company will take penal action against the employee who has been found guilty of such violation according to the Company's work regulations and laws.

In 2021, the Company cooperated with state agencies and related private sector parties in a campaign against piracy to encourage the public to be more aware of the intellectual property to help reduce the piracy problem in the long run. The Company joined hands with state agencies and the private sector to prevent piracy and prosecute violators.

In 2021, due to the COVID-19 pandemic situation, the government ordered shops and services to be closed. Therefore, the Company has not taken any legal actions against the shop for violating copyright. However, there are still 184 ongoing cases against the Company's and affiliated companies' copyright infringers from previous years.

## 4) Information Disclosure and Transparency

The Board of Directors ensures that the Company communicates and discloses essential information of the Company, both financial and non-financial information, to provide transparency in the important operation and strengthen the confidence of investors and all stakeholders. The Company has important guidelines as follows:

### 1) Provision of communication and data distribution channels

The Company has made available communication and various data distribution channel so that shareholders, investors and other stakeholders can access information of the Company conveniently, thoroughly and equitably through various channels on a regular basis in both Thai and English such as:

### 1. The Company's website

The Board of Directors has put in place a communication and data distribution channel that through the Company's website (<http://www.gmmgrammy.com>), which has been developed data and website in a modern form, comprehensive and easy to use.

### 2. The SET Community Portal or SCP, SET link and SET's website.

The Board of Directors assign the Corporate Secretary and related department to disclosure of news and information to shareholders, investors and related persons through the SET Community Portal or SCP, SET link and SET's website (<http://www.set.or.th>) such as financial statements, press release, etc.

### 3. Investor relations

The Board of Directors has designated Investor Relations unit to represent the Company in communicating and publicizing the Company's information and activities which are beneficial to shareholders, investors, securities analysts and interested persons to access information of the Company, such as press release on investment activities and other significant business activities, analyst site visit and participation of activities organized by the SET, etc.

Investors are welcome to contact Investor Relations Department of the Company at:

#### Investor Relations Department

GMM Grammy Plc., 50 GMM Grammy Place, 41st Floor,  
Sukhumvit 21 Rd. (Asoke), Khlongtoeinuea, Wattana, Bangkok 10110  
Tel. (662) 669 9952 Fax. (662) 669 9737  
E-mail Address : [ir@gmmgrammy.com](mailto:ir@gmmgrammy.com)

This year, the following key activities took place:

Activity	2021 (Times)
Analyst Meeting via conferences (ZOOM)	2
International Roadshow / Conference	1 (Digital Roadshow organized by SET)
Quarterly SET in the City	4 (2020 Review, 2021)
Quarterly SET Opportunity Days	Q1-3 Review

### 4. Office of Corporate Secretary

The Board of Directors has set up Office of Corporate Secretary to be responsible for the Company's high-level meetings, such as the Board of Directors' meeting, shareholders' meetings and Group Executive Committee meeting to ensure that the Company, the Board of Directors and executives operate in accordance with legal provisions and the requirements of regulatory agencies and serve as the point of contact for communications between shareholders/stakeholders and the Company in disseminating relevant or useful information and activities, as well as receiving recommendations or coordinating the clarification of shareholders' questions on the Company's businesses or operations.

#### Office of Corporate Secretary

GMM Grammy Plc, 50 GMM Grammy Place, 41st Floor,  
Sukhumvit 21 Rd (Asoke), Khlongtoeinuea, Wattana, Bangkok 10110  
Tel. (662) 669 9291 / (662) 669 9712 Fax. (662) 669 8137  
E-mail Address: [cs@gmmgrammy.com](mailto:cs@gmmgrammy.com)

## 2) Disclosure of information and performance of the Board of Directors and Sub-Committees

The Board of Directors arranges for disclosure of information such as business description, the major shareholders, the committee and executives, corporate governance policy, updated information, acquisition and disposal of assets, connected transactions, issuance of securities, shareholders meeting, and committee resignation. These also includes quarterly and annual report in annual information disclosure (Form 56-1), Annual report, Financial statements, and quarterly analysis in order to provide all stakeholders precise, transparent, reliable information complying laws and corporate governance regulations.

In 2021, the Company submitted quarterly and yearly financial statements and reports by the timeline and pursuant to the criteria of the SET and no instruction has been made by Office of the SEC for the Company to rectify the financial statements.

## 5) Confidentiality and Treatment of Insider Information

The Board of Directors provides policies and guidelines on confidentiality, information protection and treatment of insider information in the ethics on confidentiality and treatment of insiders. Directors, executives and all employees shall follow the ethics on confidentiality and treatment of insiders according to the Corporate Governance and Business Ethics Manual as follows:

1. The Company shall provide the directors and management with knowledge and understanding about reporting of their securities holding and changes in securities holding in the Company to the SEC according to Section 59 of the Securities and Exchange Act B.E. 2535, whereby they must also provide such report to the Company Secretary for further notification to concerned parties. They must also be informed of punishment clauses for any violation or non-compliance with the said regulation.
2. The directors, members of Group Executive Committee and management (according to definitions of the SEC), including their respective related persons according to Section 59 of the Securities and Exchange Act, have the duty to report their holding of the Company's securities at the first chance of their being appointed to assume such position and upon any later change in their said securities holding. The Company Secretary is to submit a summary report on the said securities holding and changes in securities holding in the Company to the Board of Directors' meeting quarterly for acknowledgement.
3. It is stated in the employment contract, working principles and employee best practices towards the Company and also is deemed to be employees' business ethics, that employees shall strictly protect confidential information and shall not, due to their position in the Company, seek to benefit themselves or their related parties by unethically using or publicly disclosing the Company's information or news which is confidential and has not yet been released to the public, or to cause a decrease in the Company's benefits, or take any actions that create conflicts of interest.
4. Importance is attached to the strict and consistent protection of customers' confidential information and prevention of the use of such information for personal benefits or related parties' benefits, except for the information that must be disclosed publicly according to relevant laws.
5. In cases where external parties are involved in special projects dealing with information undisclosed to the public and is in the negotiation stage, such projects fall into the scope of insider information as it may affect the price of the Company's securities. These external parties must sign a confidentiality agreement with the Company until the information is disclosed to the SET and the SEC.
6. The Company has established a code of ethics on the use of computers, information and communication technology so as to control and protect data security in information systems and/or prevent outsiders from gaining access to such information. The Company also sets the levels of employees' data accessibility according to their authority and responsibility.

7. The Company will levy, according to its regulations, the maximum penalty on any member of the Management, employees or related parties found to have unethically used insider information or behaved in such a way that could cause damage to the Company.
8. The Management will report any unethical use of insider information or behavior that could cause damage to the Company to the Board of Directors for information on a yearly basis.

## 6) Vested Interest and Conflict of Interest

The Board of Directors emphasizes the importance of conflict of interest prevention. To prevent any activities which may cause conflicts of interest, unlawful and inappropriate activities, the Company has established policies and guidelines in the ethics on vested interest and conflict of interest according to the Corporate Governance and Business Ethics as follows:

1. To safeguard against a conflict of interest, the Board of Directors exercises due care when there occurs any transaction involving a potential conflict of interest by observing a policy and procedure for approval of connected transactions, established in writing in the Authorization and Procedure Manual, and/or seeking approval from shareholders in line with the SET's regulations, as well as complying with the SET's regulations, with transaction price and conditions executed on an arm's length basis.
2. If the connected transaction is subject to approval from the Board of Directors, there must be independent directors or Audit Committee members participating in the relevant Board meeting.
3. The Audit Committee is to regularly propose any conflicted transactions and connected transactions to the Board of Directors and the person with a potential conflict of interest is not entitled to cast vote on or approve any such transactions.
4. Before entering into a connected transaction which is required to be disclosed publicly or be approved by the shareholders in accordance with the SET's regulations, the Company shall clearly disclose to the shareholders details such as names and nature of relationship of the connected persons, policy on determination of transaction price, rationale for entering into the transaction and opinion of the Board of Directors on the transaction.
5. For transactions that involve financial assistance, the Board of Directors has established a guideline on this type of connected transactions in the Corporate Authorization Index which was duly approved by the Board of Directors.
6. The Board of Directors has a guideline to maintain and prevent of use internal information in written. According to the guideline, directors, management and employees, who could access to insider information, are prohibited from trading the Company's securities during a one-month period before a release of the Company's financial statements to the public.
7. The Board of Directors has set a policy requiring that the directors, Executive Committee members and management (according to definitions of the SEC), including their respective related persons according to Section 59 of the Securities and Exchange Act, report their holding of the Company's securities and that the Company Secretary on quarterly basis is required to submit a summary report on the said securities holding and changes in securities holding in the Company to the Board of Directors' meeting quarterly for acknowledgement.
8. The Board of Directors has stipulated that the directors, management and their related persons (according to definitions of the SEC) must prepare and submit a report on interests to the Company and the Company Secretary has the duty to submit a summary report on the interests of the directors, management and their related persons and any subsequent changes thereof to the Board of Directors' meeting for acknowledgement on a semi-annual basis.
9. The Board of Directors has stipulated that all material connected transactions, with details regarding the conflicted persons, nature of relationship, type of the transactions, conditions for the transactions, pricing policy, transaction value, rationale and necessity of the transactions and opinion rendered by the Audit Committee and/or the Board of Directors, must be revealed in an information memorandum and/or the Company's annual registration statement (Form 56-1) and annual report.

## Connected Transactions

The Board of Directors is aware of the importance of conducting its business with transparency and with due consideration of its stakeholders. As such, the corporate governance policy of the Company has clearly specified that all connected transactions of the Company and subsidiaries must be, at the minimum, approved by the management of the Company. If entering into any connected transactions which fall under the criteria stipulated by the SET regarding disclosure of information and acts of listed companies on connected transactions and/or if entering into transactions of acquisition or disposal of assets of listed companies, the Company shall perform pursuant to the SET criteria and regulations requiring that such transactions are subject to endorsement and/or approval by the management and/or the Board of Directors' meeting and/or the shareholders' meeting, as the case may be, on which related parties will not be entitled to vote.

To prevent conflicts of interest, the Board of Directors is prudent in considering any transactions prone to a conflict of interest by mapping written policy and procedure on approval of connected transactions in the Corporate Authorization Index (CAI) and/or requesting approval from the shareholders according to the SET criteria and regulations. Pursuant to the SET criteria, prices and conditions pertaining to such transactions have to be conducted on an arm's length basis. The Audit Committee will submit the transactions with conflicts of interest and the connected transactions to the Board of Directors on a regular basis.

The Company and subsidiaries have no policy to make any connected transactions unless the Company views that the transaction will yield the highest returns, at the price and under the terms and conditions as generally executed with outside parties. The Company has set for such transactions to be approved by the management and/or the Board of Directors and/or the meeting of shareholders as the case may be.

In addition, the Board of Directors recognizes the importance of prevention of conflicts of interest so it has set to have disclosure of information and transparency relating to undertaking of connected transactions and prevention of possible conflicts of interest by having various relevant reports made available, such as preparation of report on disclosure of transactions prone to conflicts of interest and/or related party transactions, report on securities holding and changes in securities holding and report on vested interest of directors, executives and related persons thereof.

## 7) Right of Shareholders and Stakeholders

The Board of Directors determines shareholders' rights and stakeholders' rights fair and equal protection measures. The shareholders' rights and stakeholders' rights protection measures are as follow:

### Whistleblower

The Company has set up a unit to review complaints informed by a whistleblower regarding violation of the rights of the stakeholders, corruption, illegal actions, Corporate Governance and Business Ethic Policy, doubtful financial report or even internal control of the group to the Audit Committee. The notice can be issued through the following processes:

- Via standard post to the Audit Committee, 50 GMM Grammy Place, Sukhumvit 21 Rd. (Asoke), Khlongtoeinuea, Wattana, Bangkok 10110
- Via E-mail: [auditcommittee@gmmgrammy.com](mailto:auditcommittee@gmmgrammy.com)
- Via Hotline: (662) 669 9728

The Secretary of the Audit Committee summarizes and submits the matters to the Audit Committee for further investigation. Then the Audit Committee will report the issue directly to the Board of Directors under the "Confidential Information" and "Protection of the Whistleblower" policies.

### **Protection of Whistleblower**

The Board of Directors stipulates Policy and Guidances of Whistle Blower Protection in order to keep whistleblower's information as well as an evidence confidential. Such information will not be disclosed to any irrelevant parties except in the case of disclosure under the duties as required by law.

### **8) Anti-Corruption**

The Board of Directors emphasizes the business operation with transparency, compliance to the laws, ethics and corporate governance guidelines, and anti-corruption. The Company is well aware that corruptions affect the country's economic system, society and security. Hence, the policies and guidelines for anti-corruption are as follows:

1. Support the creation of employees' awareness, values, and attitudes in performing their duties with honesty, transparency, fairness, and respect for laws and regulations. Anti-corruption shall be included in the corporate culture and good governance management.
2. Provide an adequate and appropriate internal control system, and develop a strategy and mechanism in monitoring, controlling, and balancing the use of power to be reasonable, precise and effective. This is to prevent employees from being involved in corruption.
3. Employees must not take any actions demanding of or receiving any property or other benefits from other persons with duties or business related to the Company. Unless on traditional occasions or festivals' standard practices, the property must not be illegal and must not rely on the position or wrongfully seek benefits for themselves or others.
4. Provide channels for receiving complaints or whistleblowing, along with whistleblower protection and confidentiality policy, examination and penalty determination measure following relevant regulations.
5. Support activities organized by various agencies or organizations to prevent and encourage anti-corruption.

### **Corruption Risk Assessment Process**

The Company has established a risk management system that is suitable for the Company's business operations by identifying risk events that may arise from business operations, including potential corruption risk. The system also assesses the level of risk, its likelihood and impact, specifies risk management and measure appropriate to the assessed risks to prevent corruption risk. There shall be a regular evaluation of the implementation of the risk management plan

### **Guidelines on supervision to prevent and monitor corruption risks**

The Company has launched guidelines on supervision to prevent and monitor corruption risks which can be summarized as follows:

1. Provide an audit and evaluate process of internal control system and risk management covering important system such as sales and marketing system, procurement, contract drafting, budget preparation and control system, accounting system, payment, human resources management process.
2. Provide channels for receiving complaints or whistleblowing, along with whistleblower protection and confidentiality policy, examination and penalty determination measure in accordance with the Company's disciplinary penalties and/or relevant laws.
3. The head of relevant department is responsible for monitoring the operations, correction of errors (if any) and report to the authorized person accordingly.

### **Guidelines for the evaluation of the corruption prevention guidelines implementation**

The Company has established guidelines for evaluation of the corruption prevention guidelines implementation as follows:

1. Executives and employees must acknowledge and regularly adhere to the Company's corporate governance and business ethics manual, including corporate governance policy, business ethics such as anti-corruption, and employees' codes of conduct.
2. The risk management department shall review and continuously assess the corruption risk, regularly monitor, revise and improve anti-corruption measures for effectiveness. It shall periodically present the assessment results to the Risk Management Committee and report to the Board of Directors respectively and on time.
3. Suppose there is reasonable evidence to believe from auditing or complaint that any acts may cause significant impact, including violation of laws or the Company's business ethics on anti-corruption. In that case, the internal audit department shall collect all the facts, then report to the Audit Committee and the Board of Directors respectively, to improve in the appropriate period.

The Company publicizes the corruption prevention guidelines through various channels such as the Company Group's intranet and the Company's website. It organizes training/seminars on related courses to communicate directly with the executives and employees for acknowledgement and adherence.

## 9) Disciplinary Measures for Non-Compliance with Policies and Guidelines

The Board of Directors has its written the corporate governance policy and Guidelines of the Company in "the Corporate Governance and Business Ethics Manual", which specifies the duties and responsibilities of directors, executives, and employees to acknowledge, understand and strictly comply with the policies and practices outlined in the corporate governance and business ethics manual of the GMM Grammy Group.

Executives at all levels in the organization shall be responsible and emphasize the procedure to let employees under their chain of command acknowledge, understand, and strictly adhere to the corporate governance and business ethics manual. The Corporate Governance and Business Ethics Committee Secretariat is responsible for informing all employees of this business ethics manual and its compliance.

The Board of Directors considers it undesirable to have any illegal acts or any acts contrary to good moral. Should any directors, executives, and employees commit an act contrary to the established ethics, the Company shall take actions by relevant rules and regulations. The Board of Directors provides a communication channel for receiving complaints or notifying suspicious information so that the Company can collect data for improvement. There is a policy to protect the information, opinion, or suggestion providers, and the providers' information shall be kept confidential.

## 2. Code of Conduct

### Company's Business Ethics and Code of Conduct

The Board of Directors adheres to business conduct under ethical principles, laws, standards, and good practices therefore, it sets out business ethics, code of conduct, and investor relations code in the Company Group's CG Manual. The CG Manual is a scope and a standard of conduct for the Company's personnel, i.e., directors, executives, and employees who shall follow in conducting the Company's business operation and working with integrity, equity and equality. Corporate governance shall create fairness, transparency, and accountability, which are important in strengthening the effectiveness of the management system and business operation, maximizing the benefits, maintaining the Company's credit, and leading to competitiveness and sustainable growth. Executives at all levels are responsible for supervising employees under the line of command to comply with the CG Manual. If there are any violations of laws and the specified ethics, there shall be considered according to relevant regulations.

The essential aspects of the Ethics and code as follow:

1. Business Ethics
2. Ethics on Treatment of Shareholders
3. Ethics on Treatment of Customers and Consumers
4. Ethics on Treatment of Competitors
5. Ethics on Treatment of Trade Partners
6. Ethics on Treatment of Creditors
7. Ethics on Treatment of Employees
8. Ethics on Roles and Responsibilities towards Community, the Environment and the Society
9. Ethics on Respecting Human Right Law and Practice
10. Ethics on Vested Interest and Conflict of Interest
11. Ethics on Confidentiality and Treatment of Insider Information
12. Ethics on Anti-Corruption
13. Ethics in Occupational Safety and Health
14. Ethics on Intellectual Property and Copyright
15. Ethics on the Use of Computer System, Information and Communication Technology
16. Code of Conduct for Employees
17. Code of Conduct for Investor Relations

Details of business ethics and code of conduct can be found in the Company Group's Corporate Governance and Business Ethics Manual on "Attachment 5: The Corporate governance and business ethics annual of GMM Grammy Group Duties and responsibilities of the directors and the charter of the sub-committee."

### **3. Milestone Development on the CG Policy, Guidelines and System During the Year**

- The Board of Directors emphasizes the importance of business operation consistent with relevant laws, respecting the privacy rights of shareholders, directors, employees, alliance, partners, customers, contractors, members, fans, audiences, participants, and/or persons related to the Company's business. To ensure that the persons as mentioned above shall receive protection of their rights under Personal Data Protection Act B.E. 2562 (2019), the Board of Directors' Meeting No. 3/2020 on May 15, 2020, approved the personal data protection policy which specify the criteria for collection, use, dissemination, processing, transferring and disclosure of personal data, regulatory measure and appropriate personal data management. The Company had set the personal data protection policy to be effective on May 18, 2019 onwards and announced the policy to the executives and employees through e-mail and the Company Group's intranet and notified external stakeholders, such as shareholders, alliance, partners, customers, contractors, members, fans, audiences, participants, and/or persons related to the Company's business via the Company's website under the name "gmmgrammy.com", LINE Official "@gmmgrammy", and Facebook Page "GMM Grammy Official."

The Board of Directors has appointed the Data Protection Officer (DPO) to review the Company's operation in collecting, using and disclosing personal data to comply with Personal Data Protection Act B.E. 2562 (2019) and personal data protection related laws. In addition, the Company has provided regulations and orders for related persons to proceed as specified so that the operation following the personal data protection policies shall be done accordingly and effectively. The Management Department has set up a Personal Data Protection Committee and Personal Data Protection Working Group to prepare a data governance work plan and conduct the Company's data's operation according to the laws and the designated Company's policies.

The details of “the Company’s Personal Data Protection Policy” can be further accessed at the Company’s website “gmmgrammy.com” under the subject “Personal Data Protection Policy” or by following the link: <http://www.gmmgrammy.com/en/privacypolicy.php#>

- The Board of Directors, through the approval of the Corporate Governance and Business Ethics Committee No. 2/2021, approved the review of the Company’s corporate governance policy and guidelines, the Board of Directors’ scope of duties, and the subcommittee’s charter, which are provided in the Company Group’s Corporate Governance and Business Ethics Manual (CG Manual). The Board of Directors also assessed the implementation of the SEC’s Corporate Governance Code for Listed Companies 2017 (B.E.2560) (CG Code) by comparing each principle to the Company’s current corporate governance policy and its operation. It was observed that the Company has substantial policies, measures and processes consistent with the CG Code. However, the CG Code’s Principles not implemented to the policies or not implemented, the Board of Directors has stated the reasons for the inability to act, including the compensation measure for such matters in the resolutions of the Board of Directors’ Meeting. However, through the approval of the Corporate Governance and Business Ethics Committee, the Board of Directors requires a revision of the Company Group’s Corporate Governance and Business Ethics Manual annually to be in conformity with the CG Code and to cover and maintain up-to-date for the corporate governance development.
- As the Company has all along adhered to the policy on corporate governance and business ethics in its business operations and has developed its corporate governance practice to be more efficient and suit the Company, the Company has been rated by various agencies as follows:

- **Corporate Governance Report of Listed Companies 2021**

Thai Institute of Directors (IOD) disclosed the result of the Corporate Governance Report Evaluation of Thai Listed Companies, it was revealed that GMM Grammy Public Company Limited was announced to be 1 of 268 listed companies that was rated in the top level of “Excellence : 5 Stars” (Score range 90-100 points) while the average score of all 716 listed companies was 84 points. The Company has been rated as “Excellent” for eleventh consecutive years since 2011.

- **Quality of Annual General Meeting of Shareholders 2021**

According to the evaluation of the quality of annual general meetings of shareholders (AGM checklist) of listed companies carried out by the Thai Investors Association, the Company was rated in “Very Good: Should be a Role Model,” with 100 points, while the average score of all listed companies under the survey was 95.46 points.

## **Other Operations Under the Principles of Good Corporate Governance**

In 2021, the Company had always adhered to the corporate governance principles; however, it did not cover the criteria of Thai Institute of Directors’ (IOD) Corporate Governance Report of Thai Listed Companies (CGR) in four issues as follow:

1. The Board of Directors shall identify the tenure of the independent director clearly on the corporate governance policy, which is not to exceed nine (9) years with no exception, or not exceeding six (6) years with no exception would be superior.
- The Board of Directors did not identify the tenure of the independent director to not exceed six (6) or nine (9) years because the recruitment difficulties of a qualified Director, especially a person with experience in the entertainment business, is complicated. Moreover, to avoid loss of opportunity to appoint a capable and experienced director, the company did not identify the tenure of an independent director in the number of years in the corporate governance policy.

2. The chairman of the Board of Directors should be an independent director.
  - The Board of Directors does not elect an independent director as a committee chairman due to the fact that there is no qualified person with appropriate experience, knowledge and business skills which is consistent to the Company's strategy.
3. At least one Audit Committee member has an accounting qualification.
  - The Company's Audit Committee consists of four members, with two members, namely 1) Dr. Naris Chaiyasoot and 2) Mr. Suvit Mapaisansin, who have knowledge and experience working in various leading organizations, including banking and asset management business. Although the two Audit Committee members did not have an accounting degree, they have long experiences in accounting and finance, sufficient qualifications and are suitable for reviewing the financial statements' reliability.
4. The Committee should be composed of a majority of independent directors (more than 50%)
  - According to the Company's Corporate Governance and Business Ethics, the composition of Company's Board of Directors "shall comprise of independent directors at least one-third of the total number of directors, with at least three independent directors." At present, the Company has four independent directors out of the total nine directors, equivalent to 44.44% of the total number of directors, according to the Company's rules. In addition, the Board of Directors considers it appropriate for the size and context of the organization. The Company has clearly defined policies and guidelines on the balance of power between the Board of Directors and the Executives; therefore, the current number of independent directors shall not affect such balance of power.

However, the Company intends to emphasize the corporate governance in the balance of power between the Board of Directors and the executives, to conform with the CG Code Principle, according to the disclosure specified in form 56-1 One report and following the Company's corporate governance principles. The Board of Directors' Meeting No. 7/2021 on November 12th, 2021, through the approval of the Corporate Governance and Business Ethics Committee No. 2/2021, authorized Chairman of the Audit Committee, an independent director, and Chairman of the Board to set the Board of Directors' Meeting agenda. If the Chair of the Audit Committee is not available, the Chair of the Audit Committee can occasionally assign another independent director to act for them.

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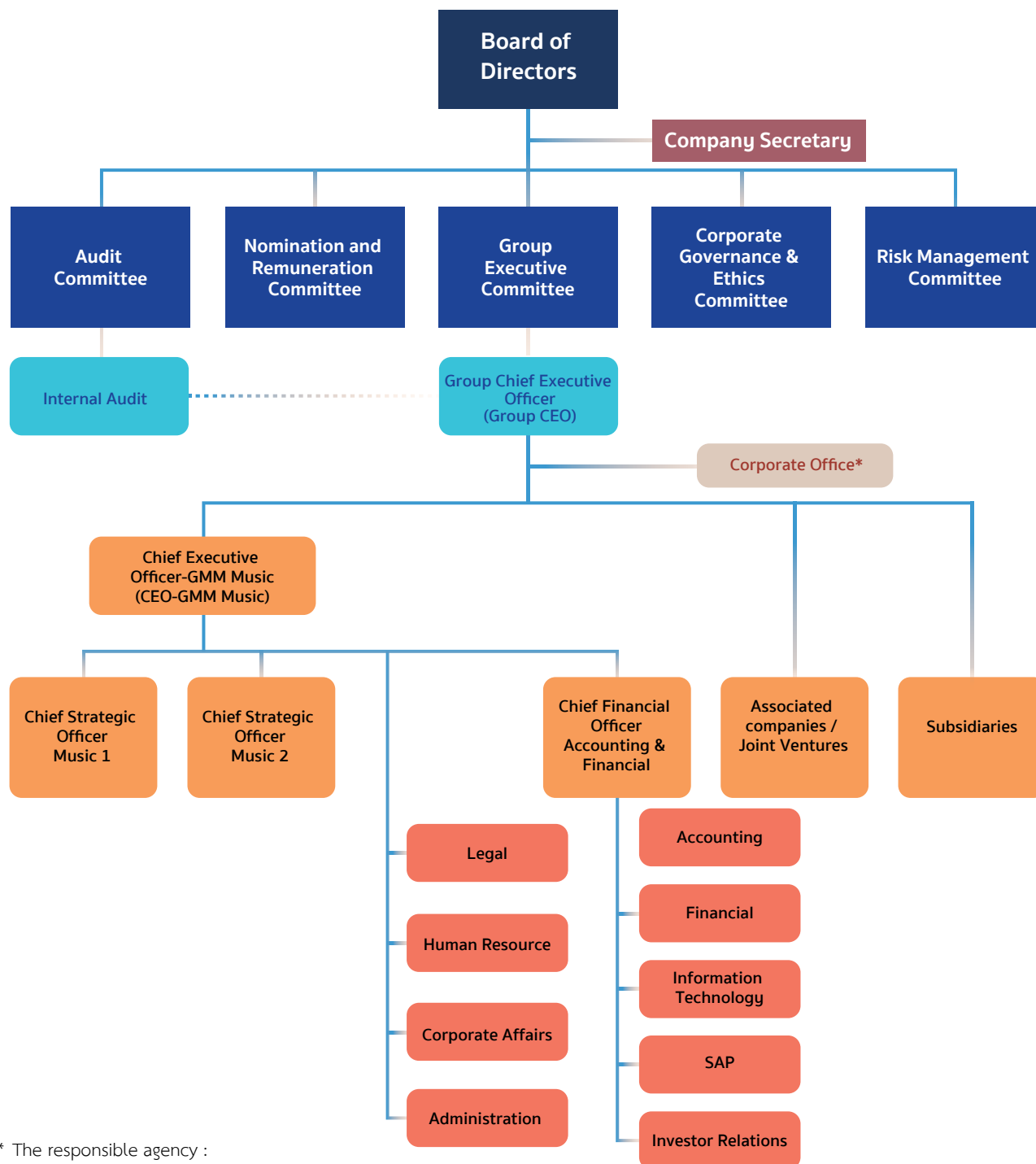
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# Governance Structure and Key Data on the Board of Directors, Specific Committees, Management, Employees and Others

## 1. Governance Structure

Management Structure of GMM Grammy Plc.



\* The responsible agency :  
Corporate Secretary ,  
Advisories , Central officer

This structure will be effective from February 25,2022

The Company's management structure as of December 31st, 2021 comprises Board of Directors and other 5 sub-committees were appointed by the Board of Directors in order to support and facilitate maximized efficiency and performance of the Board of Directors, namely (1) Audit Committee, (2) Nomination and Remuneration Committee, (3) Risk Management Committee, (4) Corporate Governance and Ethics Committee and (5) Group Executive Committee of which the structure comprising of top executives by positions to consider the work as needed, as shown by the above organization chart.

## 2. Board of Directors

### 2.1 Composition of the Board

The Company's management structure as of December 31st, 2021 comprises Board of Directors and other 5 sub-committees were appointed by the Board of Directors in order to support and facilitate maximized efficiency and performance of the Board of Directors, namely (1) Audit Committee, (2) Nomination and Remuneration Committee, (3) Risk Management Committee, (4) Corporate Governance and Ethics Committee and (5) Group Executive Committee of which the structure comprising of top executives by positions, as shown to help consider and scrutinize the work as needed by the above organization chart.

Pursuant to the Company's Articles of Association, it is stipulated that the Board of Directors shall comprise of not less than 5 directors, provided that at least half (1/2) of the directors shall reside within the Kingdom of Thailand.

The Company has set the composition of the Board of Directors as follows:

- 1) The Board of Directors determines the board composition that fits with the Company's business size, whereby it is set to be composed of at least 5 members, not less than 1/2 of the directors must reside in Thailand and at least one of whom must be experienced in accounting and finance field.
- 2) Of the total number of board members, at least 1/3 and no fewer than 3 persons must be independent directors.
- 3) The Board of Directors must be partially composed of non-executive directors so as to ensure checks and balances against the executive directors and a minimum of 1/3 of the total board members must be independent directors.

As of December 31, 2021, the Board of Directors consisted of 9 directors who are qualified with extensive skills, knowledge and experiences that are beneficial to the Company's strategy implementation and future success as follows:

- (1) 3 members were executive directors (33% of the entire Board) that are 1) Miss Boosaba Daorueng, Group Chief Executive Officer 2) Mr. Phawit Chitrakorn, Chief Executive Officer- GMM Music and 3) Mr. Fahmai Damrongchaitham, Chief Strategic Officer-Music 1.
- (2) 6 members were non-executive directors, comprised of:
  - 4 independent directors, accounted for a greater proportion to 1/3 of the total number of directors or 44% of the entire Board that are 1) Dr. Naris Chaiyasoot 2) Mr. Suvit Mapaisansin 3) Mr. Chanitr Charnchainarong and 4) Mr. Sunyaluck Chaikajornwat., the four independent directors meet all the requirements specified in the Company's list of qualifications of an Independent Director and the qualifications stipulated by the Capital Market Supervisory Board.

The four independent directors are members of the Audit Committee. 2 members of the Audit Committee that are 1) Dr. Naris Chaiyasoot and 2) Mr. Suvit Mapaisansin, who are knowledgeable and experienced in financial statement review.

- 2 non-executive directors, who did not involve in daily operations of the Company (22% of the entire Board) that are 1) Mr. Paiboon Damrongchaitham and 2) Miss Suwimon Jhungjotikapisit, which are the non-executive directors, who have knowledge, expertise, and prior experience related to the Company's main business beneficial to the directing of the Company.

There have been no non-executive directors taking positions as executives of the Company for the last 2 years in order to operate Good Corporate Governance of the Company about the issue of balance of power between the Board of Directors and the management became clearer which is consistent with the implementation of CG Code principles at the Board of Directors Meeting No.7/2021 on November 2021. It was approved by the Good Corporate Governance Committee Meeting No. 2/2021, therefore, it was resolved to approve assign to Chairman of the Audit Committee of the Company which is an independent director and Chairman of the Board were in setting the agenda of the Board of Directors' meeting, in case that the Chairman of the Audit Committee of the Company inconvenient, the Chairman of Audit Committee of the Company be able to assign other independents directors to perform duties instead, occasionally.

The Company revealed the information of Board Composition, Qualifications of Directors, Qualifications of Independent Directors, Terms of service of Director, Board of Directors' Meetings and Nomination and Appointment of Directors and Executives, the Company has disclosed under the heading "1.Overview of the Policy and Guidelines" page 74 - 80.

## 2.2 The information on each director and controlling person

Names of the Company's directors and terms of the positions as of 31 December 2022 are shown below:

Name	Position	Date of Directorship	Appointment Date at AGM	No. of Years for Directorship
Mr. Paiboon Damrongchaitham	Chairman of the Board (Non-Executive)	March 25, 1994	2020 Annual General Meeting (AGM)	27 years 9 months
Miss Boosaba Daorueng	Vice Chairman of the Board (Executive)	March 25, 1994	2020 Annual General Meeting (AGM)	27 years 9 months
Dr. Naris Chaiyasoot	Independent Director	March 20, 2013	2019 Annual General Meeting (AGM)	8 years 9 months
Mr. Suvit Mapaisansin	Independent Director	April 29, 2015	2021 Annual General Meeting (AGM)	6 years 8 months
Mr. Chanitr Charnchainarong	Independent Director	November 13, 2015	2019 Annual General Meeting (AGM)	6 years 1 months
Mr. Sunyaluck Chaikajornwat	Independent Director	December 23, 2020	2021 Annual General Meeting (AGM)	1 years 0 months
Mr. Phawit Chitrakorn	Director (Executive)	April 28, 2017	2020 Annual General Meeting (AGM)	4 years 8 months
Mr. Fahmai Damrongchaitham	Director (Executive)	May 12, 2017	2019 Annual General Meeting (AGM)	4 years 7 months
Miss Suwimon Jhungjotikapisit	Director (Non-Executive)	November 13, 2010	2021 Annual General Meeting (AGM)	11 years 1 months

The nine members of the Board of Directors have no forbidden qualification as follows:

1. Never dishonestly committed an offence against property.
2. Never entered into any transaction which may cause conflict of interest against Grammy during the year.

## Directors with signing authority on behalf of the Company

Miss Boosaba Daorueng or Miss Suwimon Chungjotikapisit has to co-sign with one of the following Directors: Mr. Phawit Chitrakorn or Mr. Fahmai Damrongchaitham, on the document with a Company's seal.

For more information about directors, please see the profiles in "Attachment 1 Details of Directors, Executives, Controlling persons, the person assigned to take the highest responsibility in Accounting and Finance, the person assigned to take direct responsibility for accounting supervision, the Company's secretary"

## 2.3 Authorities, Duties and Responsibilities of the Board

### Duties and Responsibilities of the Board of Directors

The Board of Directors is accountable to shareholders and also plays an important role in supervision of executives team to operate the business according to the Company's objective and Articles of Association, related laws and resolution of the Shareholders' Meeting, as well as to perform their duties in good faith, with due diligence and care and fairly treatment, for the best interest of the Company and all shareholders.

Those of which could be summarized as follows:

1. To perform all duties using their knowledge, abilities and experience for the best benefit of the Company in accordance with the law, the Company's objectives and Articles of Association, Corporate Governance and Business Ethics Manual and resolution of the Shareholders' Meeting with honesty, integrity and prudence, to protect the Company's interests.
2. To set the corporate vision, mission, long term goal and Corporate Governance and Business Ethics Manual and to approve strategies, policies, business plans and budgets and to supervise the executives to make sure that they follow the established policies effectively and efficiently to increase economic value of the Company and maximize shareholders' wealth.
3. To clearly delineate and set forth the duties, responsibilities and authority of the Board of Directors, Sub-committees and executives team as specified in the Company's Corporate Authorization Index (CAI).
4. To approve or give consent to submit significant transactions to the Shareholders Meeting for approval such as new investments, acquiring or disposing assets, in accordance with the SEC and the SET rules and regulations and the Company's Corporate Authorization Index.
5. To approve or give consent to submit to the Shareholders Meeting for approval any connected transactions and transactions which may lead to potential conflicts of interest of the Company and subsidiaries, so as to be in compliance with the SEC and SET rules and regulations and the Company's Corporate Authorization Index.
6. To ensure that the Company has reliable accounting systems, financial reports and accounting audits.
7. To ensure that the Company has sufficient and effective internal controls and risk management systems, monitored by an internal audit department that collaborates with the Audit Committee on significant risks.
8. To be honest and loyal and to possess integrity and ethics in running the business; having a genuine interest in the Company and focusing on sustainable business operation.
9. To constantly aware of responsibility to shareholders and operate the business in the interest of shareholders and transparently disclose accurate and complete information to investors under high standard.
10. To be responsible for the executives team's performance and operations by ensuring that the team is well dedicated and cautious in operating the business.
11. To be responsible for financial reports by preparing a report of the Board of Directors' financial accountability in the annual report, together with the auditor's report.

## The Board's Additional Authority Includes:

According to the Corporate Authorization Index of the Company and its subsidiary companies, the Board of Directors has the authority to approve the following matters:

1. Policy and business operations of the Group.
2. Determination of the Corporate Authorization Index with exception to the matters which require the shareholders' approval such as, capital increase, capital decrease, debenture issuing.
3. Defining the organizational structure of the business line.
4. Approval of annual budget and manpower of the Group.
5. Employment, appointment, transfer and dismissal of the Chief Executive Officer.
6. Defining or changing of employee's provident fund.
7. Legal transaction with value equal to or greater than 100 million baht.
8. Loan, Bank Guarantee and Forward Exchange Contract with value greater than 1,000 million baht.
9. Short term investment with value greater than 50 million baht.
10. Long term investment with value greater than 20 million baht.
11. Debt restructuring and write off with value greater than 500 million baht per debtor
12. New budget or new project on production of new program, or any project which is not included in the annual budget.
13. Legal transaction with respect to the transfer of intellectual property.
14. Legal transaction with respect to the grant of exploitation of Exclusive intellectual property right.
15. Write off fixed assets with value greater than 50 million baht.
16. Rules for the connected transactions with general commercial term and condition

## Appointment and Dismissal of Directors

1. Directors of the Company elected by the shareholders' meeting must be at least 5 members, and not less than half of the total number of directors must reside in the Kingdom of Thailand. However, there must be at least 1/3 of directors who are independent directors and at least 3 persons, with at least one director experience in accounting and finance. The directors must have qualifications as specified by laws and regulations.
2. The shareholders' meeting elect directors, the Nomination and Remuneration Committee selects qualified persons. The Company operates in accordance with the policies, rules and procedures which have been defined for selecting directors of the Company and nominate qualified persons to the Board of Directors according to the following rules as follows:
  - (1) Each shareholder shall have one vote per share.
  - (2) Each shareholder may cast all his/her vote(s) according to (1) to elect one or several candidates as directors, but could not allot the votes to any person at any number.
  - (3) candidates receiving the highest number of votes in the respective order of the votes shall be elected as directors at such time. In the event that a number of candidates receiving an equal number of votes for the last directorship exceed the number of directors the Company required or to be elected at such time, the Chairman of the meeting shall have a second or casting vote.
3. At every Annual General Meeting of Shareholders, one-third of the directors shall retire from the office; the director who has held the office longest shall be the first person to retire. If the number of directors is not a multiple of three, then the number of directors nearest to one-third must retire from the office. The retired shall be eligible for re-election.
4. Any Director who wishes to resign from office shall submit a resignation letter to the company. The resignation shall be effective on the date the notice reaches the Company.

5. In the case of any vacancy on the Board of Directors (other than retirement by rotation), the Board of Directors shall elect a person who is qualified and does not possess any prohibited character as provided hereunder, to fill in the vacancy. The election shall take place at the subsequent Board of Directors' meeting unless the remaining term of the directorship is less than two months. The replacement director shall retain his/her office as same as the period for which the former director was entitled to retain. The resolution of the Board of Directors in respect of the first paragraph shall consist of not less than three-fourth votes of the remaining directors.
6. The Shareholders' meeting may resolve to remove any director from the office before the expiration of his / her term of office by rotation. The resolution of such case shall consist of not less than three-fourth votes of shareholders attending the meeting and entitle to vote, and the total number of shares altogether should not less than half of the total number of shares held by the shareholders attending the meeting.

## Roles and Responsibilities of the Chairman

- **Roles and Responsibilities towards the Company**

To establish holistic and long-term stability for the company and its subsidiary companies within the frame of corporate's vision and mission statement by encouraging good ethics for business operation and management such that it follows principles of Good Corporate Governance.

- **Roles and Responsibilities towards the Board of Directors**

To direct and oversee the Board of Directors, ensuring that it has the appropriate structure and qualifications to operate in a fashion that yields maximum benefit for shareholders and all involved parties and in addition, to promote and ensure that the Board of Directors takes its part and responsibilities with dedication, honesty and integrity whilst prioritizing the Company's benefits.

- **Roles and Responsibilities towards the Executives**

To encourage the executives to operate and manage the business with transparency and utmost efficacy, as well as smoothly, within bounds of the law and regulatory agencies so as to achieve the Company's business plan goals and objectives, along with promoting continuous advancement of skills and expertise of the executives.

- **Roles and Responsibilities towards Employees, Shareholders and Stakeholders**

To strengthen employees, shareholders and stakeholders' confidence and trust in the Company by stressing ethical business operation and consideration for all involved parties, community and environment

The Board of Directors determine separation of authority to decentralize authority of making decisions and giving orders are clearly balanced and reviewed the management which has been constantly reviewed and improved to be appropriate and covered various activities of the Company as well as in accordance to the changes of announcements or requirements of various regulatory agencies, with the determination of the authority to operate in the administration under the authority to approve and operate which the latest edition was approved for improvement from the Board of Directors for related person to acknowledge and strictly adhere to by information about "Independence of Board of Directors and Management". The Company has disclosed under the heading "1. Overview of the Policy and Guidelines" Page 81 - 82.

For information on the scope of duties and authority of the Group Chief Executive Officer The Company has disclosed under the heading "4. Management" Page 121 - 122.

### 3. Information on subcommittees

The Board of Directors has appointed various sub-committees to help screen crucial issues with due care and efficiency. These committees hold meetings and report their findings to the Board of Directors for acknowledgement, approval or consideration, as the case may be, on a regular basis and report their performance for the shareholders' information in the annual report. This helps to support and enables the Company's overall operation to attain the established goals and comply with good corporate governance principles. The Board of Directors has approved the charter of each committee, clearly stipulating therein the committee objectives, qualifications, composition, terms of service, scope of power, duty and responsibility, reporting and meetings. The charter of each committee will be reviewed from time to time to ensure its appropriateness and is posted on the Company's Website (the details of the Board of Directors and Management Team are presented in the title "Management Structure"). There are 5 sub-committees as follows:

#### (1) Audit Committee

The Audit Committee's composition and qualifications fully conform to the SET and the SEC's guidelines. It is composed of no fewer than 3 independent directors, at least one of whom has knowledge and understanding or experience in accounting or finance field sufficient for reviewing a financial statement. The committee members have terms of 3 years and may be re-appointed as deemed fit by the Board of Directors.

The Audit Committee holds or calls a meeting as deemed appropriate at least once every quarter (4 times a year). The meeting agenda is clearly pre-determined. Relevant documents are delivered in advance to the committee members and other attendees to allow them sufficient time to consider the issues or request additional information. The agenda covers all matters as assigned by the Board of Directors and as required by laws and/or regulations of the regulator bodies.

The Audit Committee performs duties as designated by the Board of Directors and within the purview of power, duties and responsibilities defined in the Audit Committee Charter, which is in conformity with the scope of main activities prescribed by the regulator bodies. The Company has a policy to disseminate the Company's Audit Committee Charter through the GRAMMY Group's Intranet to ensure it is communicated to all people across the organization.

As of December 31, 2021, the Audit Committee comprised 4 independent directors who possessed qualifications as required by the SET and the SEC. In 2021, the Audit Committee held a total of 4 meetings. Members of the committee and their attendance at the meeting are as follows:

Name	Title	Meeting Attendance (Times)
1. Dr. Naris Chaayasoot <sup>1</sup>	Chairman	4/4
2. Mr. Suvit Mapaisansin <sup>1</sup>	Member	4/4
3. Mr. Chanitr Charnchainarong	Member	4/4
4. Mr. Sunyaluck Chaikajornwat	Member	4/4

Mr. Wichai Santadanuwat, Internal Audit Senior Director served as a secretary to the Audit Committee.

*Note:*

<sup>1</sup> Dr. Naris Chaayasoot and Mr. Suvit Mapaisansin are the members of the Audit Committee who are knowledgeable and experienced in financial statement review.

The Audit Committee had performed its duty knowledgeably and to the best of its ability, within its scope of authority in accordance with the Audit Committee Charter and good corporate governance for Audit Committees. The meeting minutes have been duly recorded and endorsed by the members of the Committee, in readiness for inspection by any member of the Committee and related personnel.

### Duties and Responsibilities of the Audit Committee

- 1) Ensuring the accuracy, completeness and reliability of the financial statements and that sufficient information is disclosed.
- 2) Ensuring that the Company has sufficient, appropriate and effective internal controls, risk management and internal audit systems.
- 3) Ensuring that the Company appropriately and effectively abides by the Good Corporate Governance Policy and Code of Ethics.
- 4) Ensuring that the Company abides by all relevant the SEC and the SET rules and regulations and other regulations and laws related to the Company's businesses.
- 5) Proposing and terminating the Company's auditors and determine their compensation.
- 6) Evaluating connected transactions so they comply with the law and regulations stipulated by the SET and that the transactions are reasonable and benefit the Company.
- 7) Supervising the Internal Audit Unit policies and operations so that they are aligned with the Internal Audit Charter, by evaluating the independence of its audits, the scope of work and audit schedules.
- 8) Evaluating and appoint, transfer and terminate the head of Internal Audit Department, as well as assess the performance of the head of Internal Audit Department and approve compensation for the Internal Audit Department, as initially appraised by the top Management.
- 9) Reviewing both the external and internal audit and recommendations conducted by the external Auditor and the Internal Audit Department, as well as monitor the management team to ensure that recommendations have been sufficiently followed and effective action has been taken within an appropriate timeframe.
- 10) The Audit Committee can request that any member of the management or any employee to report or present information, attend meetings or deliver documents as deemed relevant and necessary.
- 11) The Audit Committee can request assistance from external advisors or experts related to the Audit, at the Company's expense, in accordance with the Company's Articles of Association, as necessary.
- 12) Considering and amending the Audit Committee Charter at least once a year or as necessary, so it is up-to-date and appropriate to the Company's environment and to present the results to the Board of Directors for approval.
- 13) Preparing an Audit Committee's Report, attached in the Company's annual report, signed by the Chairman of the Audit Committee.
- 14) Executing other tasks as assigned by the Board of Directors, as agreed to by the Audit Committee.

The Audit Committee disclosed its annual performance 2021 in the Report of the Audit Committee. Please see detail on page 274 - 275.

### (2) Nomination and Remuneration Committee

The Nomination and Remuneration Committee is composed of at least 3 members, a majority of whom (more than half of the total members) must be independent directors with one of them serving as the committee chairman. The committee composition is regularly reviewed to fit with the Company's organization structure and nature of business.

The Nomination and Remuneration Committee holds or calls a meeting as deemed appropriate at least once a year and has the power to additionally call a meeting as deemed fit. The Nomination and Remuneration Committee performs duties as designated by the Board of Directors and within the purview of power, duties and responsibilities defined in the Nomination and Remuneration Committee Charter.

As of December 31, 2021, the Nomination and Remuneration Committee's 3 reputable members comprised 1 Director and 2 Independent Directors. In 2021, the Nomination and Remuneration Committee held a total of 2 meetings. Members of the committee and their attendance at the meeting in 2021 are as follows:

Name	Title	Position in the Board of Directors	Meeting Attendance (Times)
1. Dr. Naris Chaayasoot	Chairman	Independent directors	2/2
2. Mr. Suvit Mapaisansin	Member	Independent directors	2/2
3. Miss Suwimon Jhungjotikapisit	Member	Director (Non-executive)	2/2

Ms. Pornthip Wongsiri, Senior Director of Human Resources Department served as a secretary to the Nomination and Remuneration Committee.

For each of the Nomination and Remuneration Committee's Meeting, the Committee's Secretary was responsible to send out the meeting notice including all agendas to the directors 7 days prior to the meeting date. All matters discussed in the meetings had been duly recorded in detail and minutes of the meetings were adopted by the Committee in readiness for inspection by any Committee's member and related parties.

## Duties and Responsibilities of the Nomination and Remuneration Committee

### Nomination

- 1) Setting guidelines and policies in nominating Board of Directors and other Committee members by considering what would be the appropriate number, structure and composition of members and outlining necessary directors' qualifications and proposing these ideas for approval by the Board of Directors and/or Shareholders Meeting as appropriate.
- 2) Searching, selecting and proposing appropriate persons to assume the position of the Company's directors whose terms have expired and/or became vacant, including newly appointed director.
- 3) Executing other tasks related to nominations as assigned by the Board of Directors.
- 4) Evaluating the performance of the top management and reporting to the Board of Directors for their consent.

### Remuneration

- 1) Preparing guidelines and policies in determining the Board of Directors and other committees' remuneration and proposing it to the Board of Directors and/or Shareholders Meeting for approval as appropriate.
- 2) Determining necessary and appropriate monetary and non-monetary remuneration, for individual members of the Board of Directors and the top management each year, for the director's remuneration by taking into consideration each director's duties and responsibilities, performance and comparisons against similar businesses and the benefits expected in return from each director. The report will be submitted to the Board of Directors for consent and to the Shareholders' Meeting for approval.
- 3) Taking responsibility to support the Board of Directors and being responsible for explaining and answering any questions regarding the Board of Directors' remuneration in the Shareholders Meeting.

- 4) Reporting policies and principles/reasons in determining the remuneration of directors and management according to the SET guidelines by disclosing them in the Company's annual information disclosure (Form 56-1) and annual report.
- 5) Being responsible for any other tasks related to the remuneration as assigned by the Board of Directors.

The Nomination and Remuneration Committee disclosed its annual performance 2021 in the Report of the Nomination and Remuneration Committee. Please see detail on page 139 - 140.

### (3) Risk Management Committee

The Risk Management Committee is composed of at least 3 members appointed from the Company's directors and top executives with relevant knowledge, competence and experience that enable achievement of objectives. The committee composition is regularly reviewed to fit with the Company's organization structure and nature of business.

The Risk Management Committee holds or calls a meeting as deemed appropriate at least twice a year and has the power to additionally call a meeting as deemed fit. The Risk Management Committee performs duties as designated by the Board of Directors and within the purview of power, duties and responsibilities defined in the Risk Management Committee Charter.

Moreover, the Board of Directors on February 28, 2008 approved GRAMMY Group's Risk Management Policy and Framework to serve as a guideline on group-wide risk management system development. The said policy and framework will be regularly reviewed to fit with the Company's organization structure and nature of business. Details are in the heading "Risk Management Policy and Framework"

As of December 31, 2021, the Risk Management Committee comprised 5 members whose terms last 3 years according to the Corporate Governance and Business Ethics Manual of the Company. In 2021, the Risk Management Committee held 1 meeting. Members of the committee and their attendance at the meeting in 2021 are as follows:

Name	Title	Position in the Board of Directors	Meeting Attendance (Times)
1. Miss Boosaba Daorueng	Chairman	Vice Chairman of the Board (Executive)	1/1
2. Mr. Phawit Chitrakorn	Member	Director (Executive)	1/1
3. Mr. Fahmai Damrongchaitham	Member	Director (Executive)	1/1
4. Mr. Sompohb Budspawanich	Member	-	1/1
5. Ms. Chonlaya Promsri <sup>1</sup>	Member	-	-/-
Mrs. Kanokporn Sanawatana <sup>2</sup>	Member	-	1/1

Mr. Wichai Santadanuwat, Internal Audit Senior Director served as a secretary to the Risk Management Committee.

Note: :

<sup>1</sup> Ms. Chonlaya Promsri was appointed the member of the Risk Management Committee, according to the resolution of the Board of Directors' Meeting No.1/2022, held on February 25th, 2022, effective on February 25<sup>th</sup>, 2022.

<sup>2</sup> Mrs. Kanokporn Sanawatana resigned from being an employee of the Company, with effective from January 1<sup>st</sup>, 2022, the position as a member of the Risk Management Committee has ended since then.

## Duties and Responsibilities of the Risk Management Committee

With the scope of authorities, duties and responsibilities as specified in the Risk Management Committee Charter is, The Risk Management Committee perform duties as assigned by the Board of Directors as follows:

- 1) Assessing and presenting policies, set risk management policy and framework and propose to the Board of Directors for approval.
- 2) Examining and agreeing on acceptable risk levels, approve risk management plans and present to the Board of Directors.
- 3) Continuously monitoring, develop and comply with policies and the risk management framework so the GRAMMY Group will have a risk management system that is uniformly effective throughout the organization to ensure that policies continue to be observed.
- 4) Assessing risk identification and assessment procedures, report on significant risk management activities and enforce procedures to ensure that the organization has sufficient and appropriate risk management systems in place.
- 5) Coordinating with the Audit Committee about significant risk factors and appoint an internal risk assessment team to ensure that the GRAMMY Group's risk management system is appropriate to the exposure, adapted as needed and adopted throughout the organization.
- 6) Continually reporting to the Board of Directors on significant risks and risk management solutions.
- 7) Recommending and advising the Risk Management Committee and/or departments and/or the relevant working committees about significant risks about risk management, as well as evaluate the appropriate means to improve various databases that are related to the development of risk management solutions.
- 8) Appointing Sub-Committees and/or additional related personnel, or replacements in the Risk Management Committee and/or the Department and/or the working team that is related to managing risks as necessary, as well as determine their roles and responsibilities in order to achieve the objectives.
- 9) Executing other activities that pertain to managing risks as assigned by the Board of Directors.

The Risk Management Committee disclosed its annual performance 2021 in the Report of the Risk Management Committee. Please see detail on page 138.

## (4) Corporate Governance and Ethics Committee

The Corporate Governance and Ethics Committee composes 4 Company's directors with relevant knowledge, competence and experience in various business lines which is reviewed to fit with the Company's organization structure and nature of business.

The Corporate Governance and Ethics Committee holds or calls a meeting as deemed appropriate at least 2 times a year and has the power to additionally call a meeting as deemed fit and performs duties as designated by the Board of Directors and within the purview of power, duties and responsibilities defined in the Corporate Governance and Ethics Committee Charter.

As of December 31, 2021, the Corporate Governance and Ethics Committee had 4 qualified members, comprising 2 independent directors and 2 directors from management team with a 3 year term according to the Company's Corporate Governance and Business Ethics Manual. There was a total of 2 meeting in 2021. Members of the committee and their attendance in 2021 are as follows:

Name	Title	Position in the Board of Directors	Meeting Attendance (Times)
1. Miss Boosaba Daorueng	Chairman	Vice Chairman of the Board (Executive)	2/2
2. Mr. Phawit Chitrakorn	Member	Director (Executive)	2/2
3. Mr. Suvit Mapaisansin	Member	Independent directors	2/2
4. Mr. Sunyaluck Chaikajornwat	Member	Independent directors	2/2

Mrs. Somsuda Ruampumsuk, Director of Office of Corporate Secretary served as a secretary to the Corporate Governance and Ethics Committee.

### Duties and Responsibilities of the Corporate Governance and Ethics Committee

- 1) Proposing Corporate Governance Policies and a Code of Ethics of the Group to the Board of Directors for approval.
- 2) Monitoring and supervising the Group to ensure that corporate governance policies and business ethics specified by the Company are complied with.
- 3) Continuously assessing the Group's corporate governance policies and code of ethics to ensure that they comply with international standards and/or recommendations from related government organizations and propose these findings for approval from the Board of Directors.
- 4) Evaluating and proposing a Code of Best Practices to the Board of Directors and/or smaller committees in the Group.
- 5) Encouraging the dissemination of the good corporate governance culture across the organization and ensure that it is actually practiced.
- 6) Evaluating appointing and outlining the working team's roles in supporting the monitoring and supervision of business operations and ethics, as appropriate.
- 7) Performing other duties as assigned by the Board of Directors.

The Corporate Governance and Ethics Committee disclosed its annual performance 2021 in the Report of the Corporate Governance and Ethics Committee. Please see detail on page 141 - 142.

### (5) Group Executive Committee

Board of Directors has appointed the Group Executive Committee which has a structure consisting of the company's top management team become a member by position to participate in the planning of business strategies, policies, business plans and budgets of the Company and perform duties and operate the business in accordance with the policies and operating directions as set by the Board of Directors, including helping to consider and screen important tasks for the Company's business operations. Organization Chart of the Company has been reported under the heading "1 Governance Structure".

Group Executive Committee consist of not less than 5 qualified persons and high-level executives (Top Executive Management) with knowledge, abilities, experience in each type of business, by convening or convening meetings regularly as deemed appropriate at least 6 times a year with a clearly defined agenda in advance and submit the meeting documents to the Group Executive Committee and attendees in advance to have time to consider various matters or requesting additional information for consideration. The agenda will cover various matters as assigned by the Board of Directors.

As of 31st December 2021, the Group Executive Committee of the Company had a total of 5 members. In 2021, there were 12 meetings with the names of the group executive committees and attendance in the year 2021 of each person can be concluded as follows:

Name	Title	Meeting Attendance (Times)
1. Miss Boosaba Daorueng	Chairman	12/12
2. Mr. Kittisak Chuangaroon	Vice Chairman	12/12
3. Mr. Phawit Chitrakorn	Member	12/12
4. Mr. Fahmai Damrongchaitham	Member	11/12
5. Ms. Chonlaya Promsri <sup>/1</sup>	Member	-
Mrs. Kanokporn Sanawatana <sup>/2</sup>	Member	10/11
Mr. Krij Thomas <sup>/3</sup>	Member	10/11

Note: Additional information and changes in January 2022

<sup>/1</sup> Ms. Chonlaya Promsri was appointed the Group Executive Committee, according to the resolution of the Board of Directors' Meeting No.1/2022, held on February 25<sup>th</sup>, 2022, effective on February 25<sup>th</sup>, 2022.

<sup>/2</sup> Mrs. Kanokporn Sanawatana resigned from being an employee of the Company effective from January 1<sup>st</sup>, 2022, the position as a member of the Group Executive Committee has ended since then.

<sup>/3</sup> Mr. Krij Thomas is finished from being a member of The Group Executive committee according to the resolution of the Board of Directors' Meeting No.2/2021 held on February 25<sup>th</sup>,2021, effective on March 1<sup>st</sup>, 2021.

For each of the Group Executive Committee Meeting, Secretary of the Group Executive Committee was responsible to send out the meeting notice including all agendas to the committee members 7 days prior to the meeting date. All matters discussed in the meetings had been duly recorded in detail and minutes of the meetings were endorsed by the Executive Committee in readiness for inspection by any committee members and related parties.

## Roles and Responsibilities of the Group Executive Committee

1. Setting and preparation of the Company's business strategies, policies, business plans and budgets to the Board of Directors for approval.
2. Performing through decision making, instruction relay and assignment execution determined by the Board of Directors, in accordance with the Company's Authorization and Procedure Manual as being approved by the Board of Directors.
3. Operating and managing business according to the policies and directions issued by the Board of Directors.
4. Monitoring of the executives under supervision of the Group Chief Executive Officer and carry out duties as determined by the Board of Directors.
5. Being responsible for other assignments periodically delegated by the Board of Directors.
6. Carrying out the Shareholders' and the Board of Directors' resolutions, abiding by laws with honesty and integrity for the benefits of the Company and in accordance with related laws and the Company's objectives and Articles of Association.

The above duties and responsibilities do not give the Group Executive Committee the authority to approve transactions in which they or any related persons that may have any potential conflicts of interest (as defined by the SEC) with the Company or subsidiaries. All transactions must comply with the SET announcement regarding related matters.

The Company has disclosed the charter and roles and Responsibilities of the of 5 Sub-committee such as the Charter of the Audit Committee, the Charter of the Nomination and Remuneration Committee, the Charter of the Corporate Governance and Ethics Committee, the Charter of the Risk Management Committee, and the Roles and Responsibilities of the Group Executive Committee in “Attach 5 the Corporate Governance and Business Ethics Manual of the Company, including the charter of each Sub-committee”

## 4. Management

### 4.1 Executives Team Member as of February 1, 2022

#### Executives Team (‘Executives’ as defined by the SEC)

As of February 1st, 2022, the Company’s executives team (‘Executives in this instance refers to the top four most senior members of the management team ranked below the Group Chief Executive Officer or Group CEO, irrespective of their positions, including the position equivalent to the fourth rank and senior executives in the Accounts and Finance Departments, or the position equivalent to the Chief Finance Officer or CFO), comprised 5 qualified members as follows:

Name	Title
1. Miss Boosaba Daorueng	Group Chief Executive Officer
2. Mr. Phawit Chitrakorn	Chief Executive Officer - GMM Music
3. Mr. Fahmai Damrongchaitham	Chief Strategic Officer–Music 1
4. Mr. Sompohb Budspawanich	Chief Strategic Officer–Music 2
5. Ms. Chonlaya Promsri <sup>/1</sup>	Chief Financial Officer
Mrs. Kanokporn Sanawatana <sup>/2</sup>	Chief Financial Officer

Note: Additional information and changes in January 2022

<sup>/1</sup> Ms. Chonlaya Promsri was appointed Chief Financial Officer, according to the resolution of the Group Executive Committee’ Meeting No.1/2022, held on January 10<sup>th</sup>, 2022, effective on February 1<sup>st</sup>, 2022.

<sup>/2</sup> Mrs. Kanokporn Sanawatana resigned from being an employee of the Company effective from January 1<sup>st</sup>, 2022.

For more information about Executives, please see the profiles in “Attachment 1 Details of directors, executives, controlling persons, the person assigned to take the highest responsibility in Accounting and Finance, the person assigned to take direct responsibility for accounting supervision, the Company’s secretary”

### Roles, Responsibilities and Operational Authority of Group Chief Executive Officer (Group CEO)

Group Chief Executive Officer (Group CEO) has the authority and responsibilities to manage the Company and all the companies in the Group in strict adherence to plans or budgets approved by the Board of Directors. The Group CEO is expected to perform the roles with loyalty, integrity, prudence, while maintaining the interests of the Company and all stakeholders. The Group CEO’s scope of authority extends to various matters or businesses as follows:

1. Implementing vision and mission of the Company and its subsidiaries through specific strategies to achieve maximum benefit.
2. Managing the business of the Group under appropriate cooperation and mutual support in music business, media business, satellite TV business and related business lines.
3. Managing and supervising overall business operation of the Company according to purposes, policies, rules, regulations, Article of Association, Corporate Governance and Business Ethics Manual and Authorization and Procedure Manual of the Group by reporting to the Board of Directors regularly.

4. Setting policy on personnel management and supporting operations in all departments for sustainable development with full potential.
5. Providing advice, recommendation, or working experience, guidelines for business strategies to the executives team and employees for the best benefit of the GRAMMY Group.
6. Being responsible for effective financial and budgetary management.
7. Performing other duties as assigned by the Board of Directors, and/or Shareholders Meeting, according to the purposes, Articles of Association of the Company and related laws.

The authority of the Group CEO as outlined above shall be in compliance with the business lines under control and cannot be wielded in circumstances where the Group CEO has any conflicts of interest or vested interest in any way with the Company or its subsidiaries, unless it has been approved at a Board of Directors Meeting in the presence of Independent Directors.

## 4.2 Remuneration policy for Executives

### Remuneration of Group Executive Committee Members and Top Executives (as defined by the SEC)

In 2021, the Company has evaluated the performance of top executives. (and all employees) in term of Key Performance Index (KPI). Each employee must set their KPIs together with action plans and submit to the Group Chief Executive Officer and/or Group Executive Committee and/or Board of Directors which will be in conjunction with compensation, salary adjustment and bonus. The performance evaluation with KPI is performed together with performance evaluation set by the Human Resources Department.

The Board of Directors has established a policy on the remuneration of the Group Chief Executive Officer (Top executive) for short-term by considering KPI and the success of the action plan, together with the performance evaluated by the Nomination and Remuneration Committee before submitting to the Board of Directors for approval. The long-term compensation will be in form of the provident fund based on period of employment. The Board of Directors considers that the remuneration structure for top executives is appropriate for their responsibilities and can motivate executive directors and top executives to lead the organization to meet both short-term and long-term goals, and can compare with the level that is practiced in the same industry.

Monetary remuneration for the Group Executive Committee and Top Executives ('Executives' in this instance refers the SEC's definition including Group Chief Executive Officer or Group CEO, the top four most senior members of the management team ranked below the Group CEO irrespective of their positions, including the position equivalent to the fourth rank and Chief Finance Officer) is in the form of salary, bonus, provident fund and other benefits such as company cars, car allowances in lieu of company cars and mobile phones usage fee

### 4.3 The total monetary remuneration for Group Executive Committee member and top executives

In 2021, the total monetary remuneration for Group Executive Committee member and top executives in total 8 persons amounted to 52,124,900 Baht.

Remuneration Description	Amount (Baht)
Salary and Bonus	49,122,908
Other Benefits:	
- Provident Fund (Depend on the period of employment)	2,187,825
- Others	814,167
<b>Total</b>	<b>52,124,900</b>

## 5. Human Resources

The Company is well aware that employees are the Company's most valuable resource and are a factor of success in achieving the goals. Therefore, the Company gives them a good cares and treats them fairly in terms of opportunities, compensation, appointment, transfer, dismissal, as well as formulate policies for personnel development and support employees to develop and show potential and self-worth to be part of the organization's development for continuous and sustainable progress.

The Group's total numbers of workforce, both full-time and part-time employees (with a definite contract term), as of December 31st, 2021 was 1,064.

Company	2021		(Unit: Person)
	Full-time	Part-time	Total
GMM Grammy Plc.	631	10	641
Subsidiaries	433	101	534
<b>Total</b>	<b>1,064</b>	<b>111</b>	<b>1,175</b>

Note : Full-time employees are employees whose employment contracts do not indicate the date of their employment termination.

: Part-time employees are employees whose employment contracts clearly indicate the date when their employment with the Company ends, such as contractual employees and freelancers

The Group places great importance on human resources as they are key drivers of the Company's optimum operational efficiency and effectiveness, as well as achievement of targets and success guided by the Company's vision. Therefore, the Board of Directors has established a Human Resources Management Policy, as follows:

1. The Company believes in the value of human beings by treating employees as the most important resource that the Company would promote its policy on employee's development for the utmost working efficiency.
2. The Company regards each employee as a respected and honored colleague who should be well cared for.
3. The Company will ensure fair employment and offer fair career advancement opportunities.
4. The Company will operate under the basis of teamwork, where everyone works together as a single unit and will work to build excellent morale among employees at every level.

5. The Company will develop all employees in terms of their knowledge, ability, expertise, operational and management skills as appropriate so that they can continue to advance and grow.
6. The Company will promote and retain all talented employees to ensure they work with the Company as long as possible.
7. The Company will promote and support employees to ensure stability in their profession, with promotions being granted to employees who have suitable quality before seeking to recruit externally sourced candidates to fill the positions.
8. The Company will review benefits and other remuneration to remain on par with other companies in the same industry and commensurate with the position, experience, qualifications and quality of each employee. The pay will also be based on the Company's performance, as well as the country's socio-economic environment.
9. The Company considers that human resources management is a duty to be directly handled by immediate supervisor and that the human resources department serves as a consulting unit. Therefore, it is the supervisor's responsibility to closely monitor and ensure the well-being of their staff.
10. Employees should consult with their supervisor in order to discuss any suggestions or assistance to resolve the problems or may obtain advice and assistance from the Human Resources Department as well.

The Company has publicized the Company Employment Regulations and Welfare Manual through the Group's Intranet so that all employees can study, understand and use as a reference. The Company constantly revises and updates the content so that it remains appropriate for the Company's business operations, based on fairness and/or changes in rules, regulations and laws of concerned authorities.

#### **Significant changes in the number of employees in the past 3 years**

- None -

#### **Major labor disputes in the past 3 years**

- None -

### **Employee Remuneration and Benefits**

The Board of Directors has prescribed a set of policies and guidelines on employee remuneration and benefits, as follows:

#### **1. Salary and bonus**

The Group's policy in remunerating its employees is on the basis of reasonableness, fairness, knowledge, capability, performance and compatibility with the industry's average pay scale, as well as growth of the business and the Company.

The employee's compensation will be in conjunction with KPI and action plan which proposed to supervisor under the line of command. The salary adjustment and bonus payment will be based on KPI and performance evaluation set by the Human Resources Department.

#### **2. Other benefits**

Other benefits such as the provident fund which is a post-retirement benefit, the percentage of employees' and employer's contribution rate is equivalent. The rate of contribution is dependent upon the period of employment, namely:

- Less than 5 years, contribution rate of 3%
- 5 years or more, contribution rate of 5%

In 2021, total salaries, bonuses and employer's contributions paid for the entire Group were amounting to 879.93 million Baht, details are as follows:

Company	2021			(Unit: Million Baht)
	Salaries	Bonuses	Employer's contributions	Total
GMM Grammy Plc.	546.84	17.74	14.18	578.77
Subsidiaries	250.49	45.47	3.83	301.16
<b>Total</b>	<b>797.34</b>	<b>63.21</b>	<b>18.01</b>	<b>879.93</b>

### 3. Employee Welfare

Improving the quality of work life requires more than offering various benefits for staff according to the law. Therefore, the Company has adjusted and increased its welfare and fringe benefit offering to better match the Company's businesses. Some of these benefits are, for example, healthcare payments (in-patients, out-patients, dental and eye care), in-house medical care, group life and accident insurance and annual check-up for employees and other types of financial and non-financial assistance (such as funds for funeral arrangements of employees, their parents, children or legal spouse, monk ordinations, preparing reliable sources providing loan with special interest rate for house purchasing, special discount for some company's activities. These measures are aimed to provide moral support and enhance confidence in working with the Company. Moreover, these benefits help to alleviate employees' financial burdens and provide some stability for employees and their families, taking into account the maximum benefits to employees. Therefore, the Company has documented these measures into a Welfare Manual for the employee.

Moreover, the Employee Self Service (ESS) system was developed to allow employees to easily and promptly view information about themselves such as personal information, employment terms, income, education, work experience, information about their parents, children and spouse, tax deductible, salary slips and summary of their annual income. Employees are allowed to make changes to information pertaining themselves and tax deduction at all times, while data security is adequately and properly in place.

In 2021, the Company reviewed and ensured that the Human Resources Management Policies, Company Employment Regulations and Welfare Manual were fully and constantly being complied.

## 6. Other significant information

### Head of Internal Audit Department

Mr. Wichai Santadanuwat is an Internal audit senior director and a secretary to the Audit Committee by position assigned as the present Head of the Corporate Audit. More Profile, qualifications and details of Head of the Corporate Audit appear in Part 2 "Attachment 3: Detail of the Head of Corporate Audit"

### Company Secretary and Head of Compliance

In order to the principles of good corporate governance of listed company and in accordance with the requirements of The Securities and Exchange Act. Therefore, the Board of Directors appointed a company secretary to served as advice on laws and regulations that the Board of Directors must know, act responsible for organizing meetings of the Board of Directors and shareholder's meetings and prepare and maintain the documents such as Directors registration, Notice of the meeting and the minutes of the Board of Directors meeting and shareholder's meeting, annual reports, and reports of interests reported by directors or executives as well as taking are of various businesses of the Board of Directors so that directors can perform their duties with efficiency and create the maximum benefit to the Company.

The Company Secretary and Heads of the Compliance is Mrs. Somsuda Ruampumsuk ,a qualified person with the ability to have useful experience in performing duties, who has been the Company Secretary since 13th May 2015. She has passed training and seminars courses which are necessary and relevant to the good performance of the Company secretary duties and be able to support the operation of the Company, Board of Directors, and Executives Committee to comply with the law and good corporate governance principles. Mrs. Somsuda Ruampumsuk was appointed as the secretary of the Corporate Governance and Business Ethics Committee from 10th August 2016 onwards. Details of the profile and qualifications of the Company's secretary and Heads of Compliance, including duties and responsibilities of the Company's secretary and Heads of Compliance appear in Part 2 "Attachment 1 Details of directors, executives, the person assigned to take the highest responsibility in Accounting and Finance, the person assigned to take direct responsibility for accounting supervision, the Company's secretary and Heads of the Compliance."

### **The person assigned to take direct responsibility for accounting supervision**

- **The person assigned to take the highest responsibility in Accounting and Finance**

Mrs. Kanokporn Sanawatana, a Chief Financial Officer, is the highest responsible person in accounting and finance (From 25th January 2021 to 31st December 2021 due to resignation from being an employee of the Company). In 2021, she received 12 hours of continuous training in accounting knowledge for accountants and training for CFO knowledge development and other courses are related total 6 hours.

At present, the Company has appointed Ms. Chonlaya Promsri to be the Chief Financial Officer is the highest responsible person in accounting and finance (from February 1, 2022 onwards), which she is a qualified person knowledgeable, has experience in accounting and finance that is useful in performing duties. In 2021, attending training or attending seminars according to the regulations of the Federation of Accounting Professions for 50 hours and continuing training to develop knowledge in accounting for 15 hours per year.

- **The person assigned to take direct responsibility for accounting supervision**

Ms. Kadearoon Uppathamp, Head of Accounting, is assigned to be directly responsible for the supervision of accounting (Since December 13, 2016, onward), which she is a qualified person knowledgeable, have experience in accounting that is useful in performing duties and is an accountant who has qualifications and meets the conditions of being an accountant in accordance with the rules prescribed in the notification of the Department of Business Development

In 2021, she has passed training and seminars in necessary and relevant courses to perform well in accounting supervision duties. By attending 12 hours of continuous knowledge development training in total accounting, divided into 6 hours of training course on accounting practices according to accounting standards and financial reporting standards, organized by Dharmniti Seminar And Training Co., Ltd., and training for listening to academic or professional news through various media, totaling 7 topics, 6 hours, which are:

- 1) The stepping into accounting in the digital era with accounting software
- 2) Software skill series critical thinking
- 3) Information that must be contained in TP documentation-local file and country-specific data reports in Thailand
- 4) E-Stamp duty, payment of stamp duty by electronic means
- 5) Capital market, Live exchange, SME business growth opportunity and Startups
- 6) Blockchain technology for accountants
- 7) Revenue recognition according to contracts with customers: 5 steps of revenue recognition principles

In this regard, Details of the profile and qualifications of persons assigned to be directly responsible for the supervision of the Company's accounting can be found at "Attachment 1 Details of directors, executives, controlling person the person assigned to take the highest responsibility in Accounting and Finance, the person assigned to take direct responsibility for accounting supervision, the Company's secretary.

### **Head of Investor Relations and contact**

Mr. Thanakorn Manoonpol, Executive Vice President of Group Investment, was appointed the Head of Investor Relations and can be contacted at Investor Relations Department of the Company, Tel.: 0-2669-9952, Email: ir@gmmgrammy.com

### **Compensation of External Auditor**

Compensation paid by the Company and its subsidiaries to external auditors

#### **1) Auditing fees**

In 2021, the Group appointed EY Office Limited and Pro Trinity Ltd. as the Group's external auditors with auditing fees, amounting to 5,481,600 baht with a breakdown as follows:

- Auditing fees for EY Office Limited, in parts of the Company amounting to 3,053,600 baht and in parts of subsidiaries amounting to 2,313,000 baht, Total amount 5,366,600 baht
- Auditing fees for Pro Trinity Ltd., in parts of small subsidiaries amounting to 115,000 baht

#### **2) Compensation for other services**

There was no compensation for other services, whether in the past accounting period or in the future for unfinished services agreed in the past year accounting period.

# Corporate Governance Milestones

## 1. Summary of the Board of Director's performance in the past year

GMM Grammy has continuously operated its business under the corporate governance principle. It aims to promote the organization system to be effective, fair, increasingly confident in investment, and establish long-term value for shareholders. Taking into account being responsible to all stakeholders, to create a firm ground for the Company's development, effective management and providing maximum benefit, which shall lead to maximizing the Company's competitiveness and sustainable growth.

In 2021, the Board of Directors had established policies and strategies to increase competitiveness build the Company's culture and values, enhance the capacity of an internal control system, and provided other recommendations to develop the Company as follows:

- The Board of Directors' Meeting No. 3/2020 on May 15th, 2020, and the Board of Directors' Meeting No. 2/2021 on February 25<sup>th</sup>, 2021, approved the Personal Data Protection Policy of GMM Grammy Public Company Limited. They appointed the Group's Data Protection Officer (DPO), Personal Data Protection Committee and Personal Data Protection Working Group to provide the Company's data governance work plan and ensure that the Company's data-related work complied with the Personal Data Protection Act B.E. 2562. The Company shall revise and update the data protection policy regularly to comply with current law or as amended in the future to maintain personal data rules, mechanisms, regulations and management to be clear and appropriate. Also, to show respect for the privacy of shareholders, directors, employees, partners, customers, contractors, members, fans, audiences and participants of the Company's activities. You can learn more about the Company's corporate governance and business ethics at <http://www.gmmgrammy.com/th/privacypolicy.php>
- The Board of Directors' Meeting No. 6/2021 on August 13<sup>th</sup>, 2021 approved the Human Resources Department to report the Company's succession plan progress to the Board of Directors' Meeting at least once every year.
- The Board of Directors' Meeting No. 7/2021 on November 12<sup>th</sup>, 2021 approved the important matters as follows:
  - The Board of Directors, through the approval of the Corporate Governance and Business Ethics Committee No. 2/2021, approved the review of the Company's corporate governance policy and guidelines, the Board of Directors' scope of duties and the subcommittee's charter which are provided in the Company Group's Corporate Governance and Business Ethics Manual (CG Manual). The Board of Directors also assessed the implementation of the SEC's Corporate Governance Code for Listed Companies 2017 (B.E.2560) (CG Code) by comparing each principle to the Company's current corporate governance policy and its operation. It was observed that the Company has substantial policies, measures and processes consistent with the CG Code. However, any CG Code's Principles that are not yet to be implemented to the policies or not yet to be implemented, the Board of Directors has stated the reasons for the inability to act, including the compensation measure for such matters in the resolutions of the Board of Directors' Meeting.
  - The Board of Directors revised the Nomination and Remuneration Committee's Charter (following the Nomination and Remuneration Committee's opinion) and revised the Corporate Governance and Business Ethics Committee's Charter (following the Corporate Governance and Business Ethics Committee's view)
  - The Board of Directors, through the approval of the Corporate Governance and Business Ethics Committee No. 2/2021, authorized Chairman of the Audit Committee, an independent director, together with Chairman of the Board to set the Board of Directors' Meeting agenda. If the Chair of the Audit Committee is not available, the Chairman of the Audit Committee can occasionally assign another independent director to act for them. This is to enhance the balance of power between the Board of Director and the Management

Department in the Company's corporate governance operation and to be in line with the CG Code, the disclosure of information principle specified in the 56-1 One report and the Company's corporate governance principles.

- The Board of Directors, with approval of Group Executive Committee No. 11/2021, revised and approved the Company's 2022 vision, mission, and long-term goal.
- The Board of Directors, with approval of Group Executive Committee No. 11/2021, approved GMM Grammy Public Company Limited's 2022 strategy, business plan, budget, investment budget, structure, and workforce.
- Assign the Company Secretary to report the Board of Directors' and the Executives' securities holdings quarterly to the Board of Directors' Meeting.
- Assign the Company Secretary to report a summary of interests of Directors, Executives, and related persons (including any changes in such information) to the Board of Directors' Meeting every six months.

## 1.1 Nomination, Training, and Performance Assessment of Directors

In nominating and appointing the Company's directors, including independent directors, non-executive directors, and executive directors, the Board of Directors has assigned the Nomination and Remuneration Committee to be responsible for selecting persons with qualifications to hold the Company's director position and to follow the qualifications of directors and/or independent directors specified in the Public Company Limited Act B.E. 2535, relevant laws, the SET and SEC regulations, the Articles of Association, and the Company's policy and criteria for nominating and appointing directors. The Nomination and Remuneration Committee shall comprise at least three directors, with more than half of the total numbers as independent directors, and the Chair must be an independent director. The Nomination and Remuneration Committee must proceed according to designated policies, guidelines, and processes related to directors' nomination and provide an opportunity for shareholders to nominate the list of qualified persons in advance. The purposes are to have the directors who are professional, experienced, various expert, corresponding to the Company's structure and size, the Company Group's business operation with comprehension and transparency. After following the designated nomination and selection process, the Nomination and Remuneration Committee shall propose the list of qualified persons to the Board of Directors or shareholders for further consideration and appointment of the Company's directors.

The Company's Articles of Association has determined the election of directors as follows:

- The nomination for a replacement of a director who resigns according to a term of service, the shareholders' meeting shall elect the director in accordance with the following rules and procedures:
  - (1) A shareholder has votes equal to the number of shares held;
  - (2) Each shareholder may cast all votes under (1) to elect one or several persons as directors, but it cannot cast specific votes to specific persons.
  - (3) The persons who receive the highest votes orderly shall be appointed as directors equal to the number of directors to have or to be elected at that time. If several persons receive equal votes in the following order, which will make the elected directors exceed the number of directors required, the Chair of the meeting shall have a second vote.
- At each Annual Ordinary Meeting, one-third of the directors shall retire from their office, with the one holding the most extended position shall retire first. If the number of directors is not a multiple of three, then the nearest to one-third shall retire from the office. The retired directors may be re-elected.
- If the director's position becomes vacant due to other reasons than the normal expiration of a director's term of service, the Board of Directors shall select a qualified person, without any prohibited characteristics under Section 68 of the Public Company Limited Act B.E. 2535 to be a replacement director at the next Board of Directors' Meeting. Unless the remaining term of the vacant position is less than two months, the replacement director shall be in the position for the only remaining term. The Board of Directors' resolution must consist of votes no less than three-fourths of the remaining directors.

The nomination and appointment of Executives (as defined by SEC) are the responsibility of the Human Resource Department. The Human Resource Department shall select qualified persons, i.e., knowledgeable, skillful, experienced, and understanding of the required business, then propose to the authorized person for consideration. The nomination and appointment of the Company's Executives shall be in line with the Corporate Authority Index.

The Company has disclosed the details related to nomination, training, and performance assessment of the directors as follows:

- The Company's policies, rules, and procedures of directors and executives nomination are disclosed in the section "Nomination and Remuneration of Directors and Executives," on page 79-80.
- New Director's Orientation, on page 80.
- Succession Plan, on page 80 - 81.
- Director Development, on page 82 - 83.
- Directors' Performance Assessment, on page 83.
- Sub-committee's Performance Assessment, on page 84.
- Group CEO's Performance Assessment, on page 84 - 85.

## 1.2 Meeting attendance and individual directors' compensation

The meeting attendance of the Company's directors and their meeting attendance in 2021 are shown below:

Name	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Corporate Governance and Ethics Committee	Risk Management Committee	Group Executive Committee	The 2021 Annual General Meeting of Shareholders
1. Mr. Paiboon Damrongchaitham	7/7	-	-	-	-	-	1/1
2. Miss Boosaba Daorueng	7/7	-	-	2/2	1/1	12/12	1/1
3. Dr. Naris Chaiyasoot	7/7	4/4	2/2	-	-	-	1/1
4. Mr. Suvit Mapaisansin	7/7	4/4	2/2	2/2	-	-	1/1
5. Mr. Chanitr Charnchainarong	7/7	4/4	-	-	-	-	1/1
6. Mr. Sunyaluck Chaikajornwat	7/7	4/4	-	2/2	-	-	1/1
7. Mr. Phawit Chitrakorn	7/7	-	-	2/2	1/1	12/12	1/1
8. Mr. Fahmai Damrongchaitham	6/7	-	-	-	1/1	10/12	1/1
9. Miss Suwimon Chungjotikapisit	7/7	-	2/2	-	-	-	1/1
<b>The Total Number of the Meetings</b>	<b>7</b>	<b>4</b>	<b>2</b>	<b>2</b>	<b>1</b>	<b>12</b>	<b>1</b>
<b>The Average Meeting Attendance (percent)</b>	<b>98</b>	<b>100</b>	<b>100</b>	<b>100</b>	<b>100</b>	<b>94</b>	<b>100</b>

## Remuneration of Directors and Sub-committee

### 1) Remuneration of Directors

The Board of Directors has clearly and transparently set the policy on director's remuneration by assigning the Nomination and Remuneration Committee to determine guidelines and policies on the remuneration of the Board of Directors and sub-committees, both monetary and non-monetary in each year and presented to the Board of Directors and / or

shareholders meeting for approval. The director's remuneration has been considered under appropriateness for duties and responsibilities, comparing with other companies in similar businesses, as well as the benefits to the Company. The Director's Remuneration Survey Report which conducted by the IOD (latest data), the information on remuneration of director and executive of listed companies by the SET was also taken into consideration

Remuneration of Directors in 2021 was in accordance with the resolution from the 2021 annual shareholders' meeting on April 3, 2021 at the amount of 6,650,000 baht based upon changing the remuneration criteria comprising of the monthly remuneration, the meeting allowance and annual bonus, for the Chairman of the Company, Independent Directors and Non-Executive Directors except the Executive Directors that will not receive monthly remuneration and meeting allowance because they already receive salary from being an employee of the Company, same as last year; summarized as follows:

#### 1.1) Monthly Remuneration (paid for directors every month)

Unit: Baht/Person/Month

Position	Monthly Remuneration
Chairman	50,000
Independent Director	20,000
Director	20,000
Executive Director*	-

Remark: \* Because Executive Directors already receive salary from being an employee of the Company

#### 1.2) Meeting Allowance (paid for only directors who attended the meeting)

Unit: Baht/Person/Time

Position	Meeting Allowance
Chairman	20,000
Independent Director	20,000
Director	20,000
Executive Director*	-

Remark: \* Because Executive Directors already receive salary from being an employee of the Company

#### 1.3) Annual Bonus (1 time per year) The allocation was according to the shareholders' meeting resolutions as follows:

Total annual bonus in 2021 for the Board was being paid from the amount approved by the shareholders as mentioned above, deducted by total monthly remuneration and meeting allowances paid to directors and independent directors during the year. The annual bonus was proportionated according to individual attendance records for the year, with an allocation rate for Chairman applied twice the number of attendance; while an allocation rate for independent director, director and executive director applied at one time the number of attendance by consideration and approval of Chairman of the Nomination and Remuneration Committee

#### 1.4) Non-monetary/Other benefits

- None -

## 2) Remuneration of Sub-committees

### 2.1) Remuneration for the Audit Committee

Remuneration for the Audit Committee was in accordance with the resolution from the shareholders' meeting as follows:

#### 2.1.1) Monthly Remuneration (paid for directors every month)

Unit: Baht/Person/Month

Position	Monthly Remuneration for the Audit Committee
Chairman of Audit Committee	30,000
Audit Committee (per person)	10,000

#### 2.1.2) Meeting Allowance (paid for only directors who attended the meeting)

Unit: Baht/Person/Time

Position	Monthly Remuneration for the Audit Committee
Chairman of Audit Committee	20,000
Audit Committee (per person)	20,000

#### 2.1.3) Non-monetary/ Other benefits

- None -

### 2.2) Remuneration of other Sub-committees

Other Sub-committees (Group Executive Committee, Nomination and Remuneration Committee, Risk Management Committee and Corporate Governance and Ethics Committee) have not received any non-monetary or other benefits.

### 2.3) Remuneration of directors as directors of the subsidiaries

No compensation or any other benefits paid to directors of the subsidiaries.

In 2021, remuneration for 11 directors of the Board, was amounting to 6,650,000 baht in total, with details as follows:

Name	Title	Remuneration for the Board of Directors			Remuneration for the Audit Committee		Non-Monetary	Total Remuneration 2021 (Baht)
		Meeting Allowance 2021 (Baht)	Monthly Remuneration 2021 (Baht)	Director's Annual Gratuity 2021 (Baht)	Meeting Allowance 2021 (Baht)	Monthly Remuneration 2021 (Baht)		
1. Mr. Paiboon Damrongchaitham	Chairman	140,000.00	600,000.00	601,823.28	-	-	None	1,341,823.28
2. Dr. Naris Chaiyasoot	Chairman of the Audit Committee / Independent Director	140,000.00	240,000.00	300,911.64	80,000.00	360,000.00	None	1,120,911.64
3. Mr. Chanitr Charnchainarong	Member of the Audit Committee / Independent Director	140,000.00	240,000.00	300,911.64	80,000.00	120,000.00	None	880,911.64
4. Mr. Suvit Mapaisansin	Member of the Audit Committee / Independent Director	140,000.00	240,000.00	300,911.64	80,000.00	120,000.00	None	880,911.64

Name	Title	Remuneration for the Board of Directors			Remuneration for the Audit Committee		Non-Monetary	Total Remuneration 2021 (Baht)
		Meeting Allowance 2021 (Baht)	Monthly Remuneration 2021 (Baht)	Director's Annual Gratuity 2021 (Baht)	Meeting Allowance 2021 (Baht)	Monthly Remuneration 2021 (Baht)		
5. Mr. Sunyaluck Chaikajornwat	Member of the Audit Committee / Independent Director	140,000.00	240,000.00	300,911.64	80,000.00	120,000.00	None	880,911.64
6. Miss Suwimon Chungjotikapisit	Non-Executive Director	140,000.00	240,000.00	300,911.64	-	-	None	680,911.64
7. Miss Boosaba Daorueng	Director / Executive Director	-	-	300,911.64	-	-	None	300,911.64
8. Mr. Phawit Chitrakorn	Director / Executive Director	-	-	300,911.64	-	-	None	300,911.64
9. Mr. Fahmai Damrongchaitham	Director / Executive Director	-	-	257,924.26	-	-	None	257,924.26
Dr. Lackana Leelayouthayotin <sup>13</sup>	Non-Executive Director	-	1,935.48	-	-	-	None	1,935.48
Mrs. Saithip Montrikul Na Audhaya <sup>14</sup>	Non-Executive Director	-	1,935.48	-	-	-	None	1,935.48
Total (Baht)		840,000.00	1,803,870.97	2,966,129.03	320,000.00	720,000.00	-	6,650,000.00

Note:

<sup>13</sup> <sup>14</sup> Dr. Lackana Leelayouthayotin and Mrs. Saithip Montrikul Na Audhaya resigned from the Board of Directors effective from January 4, 2021

### 1.3 Supervision of Subsidiaries and Associated Companies' Operations

The Company's Board of Directors has determined mechanisms to supervise and control the operations of subsidiaries and associate companies as follows:

- 1) Sending the Company's high-level executives with knowledge, abilities and experiences related to the business and management to be directors or executives of those companies at least in proportion to the number of shares held, with consent of the Board of Directors, Group Chief Executive Officer or Chief Executive Officer of each business line in accordance with the Corporate Authorization Index as specified in the scopes of duties and responsibilities of directors or executives representing the Company.
- 2) Requiring that a meeting of high-level executives be held once a month to jointly determine policies, strategies, operating guidelines, follow up on operations in accordance with the set strategies and report the operating results, problems and obstacles to the management to participate in determining policies on business operations. The meeting is divided into groups, such as Group Executive Committee Meeting, where high-level executives from each business attend and the Executive Committee of each business, etc.
- 3) The Board of Directors has determined the Group's Authorization Index, specifying approval power in supervising subsidiaries and associated companies, such as management power, investment, financial management, approval of connected transactions, etc.
- 4) Determining regulations for important functions such as Human Resources Management Regulation, Purchasing Regulation, Asset Management Regulation, Advance Payment Regulation, etc., so as to provide the Group with definitive operating guidelines as standards for supervision and control.
- 5) Sending teams to randomly inspect operations of subsidiaries on a regular basis.
- 6) Operation and expense control by centralizing, finance, accounting and operations departments of subsidiaries and determining payment ceilings and authorized persons for payment with co-signers for review purpose and supporting documents in place.

- 7) Requiring that subsidiaries and associated companies prepare annual budgets, with budget review and adjustment for operating controls on a regular basis
- 8) Disclosure of financial information, the Company's overall operating results, consolidated financial statement and financial information, prepared in accordance with generally-accepted accounting standards and audited by reliable auditors and disclosure of other important information, such as investment structures, risk factors and connected transactions.

## 1.4 Corporate Governance Policies and Guideline Compliance Monitoring

### (1) Prevention of a conflict of interest

The Board of Directors provides the policy and guideline for preventing a conflict of interest in the Corporate Governance and Business Ethics Manual, which has been disseminated to Directors, Executives, and all employees to acknowledge and strictly follow. Suppose there is a transaction that may cause a conflict of interest. In that case, the Board of Directors shall caution the policy and procedure for approving connected transactions as written in the "Approval and Procedure Rules" and/or approved by the shareholders according to the SET's rules. The Company has disclosed the details of policies and guidelines under the subject "Vested Interest and a conflict of interest," on page 100 - 101.

In 2021, the Company had audited and did not find any cases that may cause conflicts of interest or any actions violating or failing to comply with SEC and SET's rules, including trading securities using insider information and connected transaction.

### (2) The Control of Insider Information Usage

The Board of Directors set the policies and guidelines on preventing the use of insider information for unlawful personal's or other's benefit in the Corporate Governance and Business Ethics Manual. It has been disseminated to Directors, Executives, and all employees for acknowledgment and strict implementation. The Company has revealed the policies mentioned above and guidelines related to "Confidentiality and Treatment of Insider Information," pages 99 - 100.

In 2021, the Company Secretary notified the Company's Directors and Executives regarding the prohibition of buying/ selling/ transferring of Grammy in total four times as follows:

- 1) Notify on January 18th, 2021 to prohibit the actions during January 22nd – February 24th, 2021 (2020 Financial Statement)
- 2) Notify on March 26th, 2021 to prohibit the actions during March 30th – May 14th, 2021 (1st quarter of 2021 Financial Statement)
- 3) Notify on July 7th, 2021 to prohibit the actions during July 12th – August 13th, 2021 (2nd quarter of 2021 Financial Statement)
- 4) Notify on October 10th, 2021 to prohibit the actions during October 11th – November 15th, 2021 (3rd quarter of 2021 Financial Statement)

In 2021, the Company did not find any reports that the Company's Directors and Executives traded the shares during the prohibition period or used insider information for personal benefits.

### Changes to GRAMMY Shares Held by Directors, Executives and Auditor

As of February 17th, 2022, the figures of individual shares holding (directly and indirectly) compared to February 17th, 2021, were as follows:

No.	Director/Executive	Position	Number of Shares Holding As of February 17, 2022	Percentage (%)*	Number of Shares Holding As of February 17, 2021	Percentage (%)*	Number of Share Change Increase/ (Decrease) During the Year
1	Mr. Paiboon Damrongchaitham <sup>11</sup>	Chairman	-	-	392834599	47.91	(392,834,599)
	Spouse/Immature Children		-	-	-	-	-
	Concert Party <sup>11</sup>		-	-	34,282,145.00	4.18	(34,282,145)
	Juristic person that is not related but iConcert Party <sup>11</sup> hold shares indirectly through, Geurtfah Co., Ltd. and		433,600	0.05	433,600	0.05	-
	Fah Damrongchaitham Co., Ltd. <sup>11</sup>		426,774,344	52.05	-	-	426,774,344
2	Mrs. Boosaba Daorueng	• Vice Chairman • Group CEO	1,150,120	0.14	1,150,120	0.14	-
	Spouse/Immature Children		600,120	0.07	600,120	0.07	-
	Related Juristic Person		-	-	-	-	-
3	Dr. Naris Chaiyasoot	Independent Director	-	-	-	-	-
	Spouse/Immature Children		-	-	-	-	-
	Related Juristic Person		-	-	-	-	-
4	Mr. Suvit Mapaisansin	Independent Director	-	-	-	-	-
	Spouse/Immature Children		-	-	-	-	-
	Related Juristic Person		-	-	-	-	-
5	Mr. Sunyaluck Chaikajornwat	Independent Director	-	-	-	-	-
	Spouse/Immature Children		-	-	-	-	-
	Related Juristic Person		-	-	-	-	-
6	Mr. Chanitr Charnchainarong	Independent Director	-	-	-	-	-
	Spouse/Immature Children		-	-	-	-	-
	Related Juristic Person		-	-	-	-	-
7	Ms. Suwimon Chungjotikapisit	Director	-	-	-	-	-
	Spouse/Immature Children		-	-	-	-	-
	Related Juristic Person		-	-	-	-	-
8	Mr. Phawit Chitrakorn	• Director • CEO GMM Music	-	-	-	-	-
	Spouse/Immature Children		-	-	-	-	-
	Related Juristic Person		-	-	-	-	-
9	Mr. Fahmai Damrongchaitham <sup>12</sup>	• Director • Chief Strategic Officer–Music 1	-	-	9,342,400	1.14	(9,342,400)
	Spouse/Immature Children		-	-	-	-	-
	Related Juristic Person		-	-	-	-	-
10	Mr. Sompohb Budspawanich	Chief Strategic Officer–Music 2	-	-	-	-	-
	Spouse/Immature Children		-	-	-	-	-
	Related Juristic Person		-	-	-	-	-
11	Miss Chonlaya Promsr <sup>14</sup>	Chief Financial Officer	-	-	-	-	-
	Spouse/Immature Children		-	-	-	-	-
	Related Juristic Person		-	-	-	-	-
12	Mr. Khitsada Lerdwana	Auditor (CPA No. 4958)	-	-	-	-	-
	Spouse/Immature Children		-	-	-	-	-
	Related Juristic Person		-	-	-	-	-
	Mrs. Kanokporn Sanawatana <sup>13</sup>	Chief Financial Officer (Resignation, effective January 1, 2022)	-	-	-	-	-
	Spouse/Immature Children		-	-	-	-	-
	Related Juristic Person		-	-	-	-	-

**Note:** Additional information and changes during the year 2022

<sup>\1 \2</sup> Mr. Paiboon Damrongchaitham and Mr. Fahmai Damrongchaitham hold shares indirectly through Fah Damrongchaitham Co., Ltd. Because on October 18, 2021, members of the Damrongchaitham family are Mr. Paiboon Damrongchaitham, held 392,834,599 shares (equivalent to 47.910%), Mr. Fahmai Damrongchaitham held 9,000,000 shares (equivalent to 1.098%), Mr. Rafah Damrongchaitham held 9,000,000 shares (equivalent to 1.098%) Miss Fahshai Damrongchaitham held 7,969,873 shares (equivalent to 0.972%) Miss Ingfah Damrongchaitham held 7,969,872 shares (equivalent to 0.972%) have proceeded to restructure their shareholding by changed their shareholding in the Company by transferring all of their Company's shares to Fah Damrongchaitham Co., Ltd., which is a holding company incorporated by the said group of shareholders for the purpose of restructuring the Damrongchaitham family's shareholding structure in order to support the family's business governance in the long term and support long-term family business supervision. As a result of the transfer, Fah Damrongchaitham Co., Ltd. has a shareholding of 52.049% of the total voting rights of the Company, and has become a major shareholder of the Company. The group of shareholders is still a shareholder in the Company. Only the shareholding is an indirect shareholding through Fah Damrongchaitham Co., Ltd. and there is no change in the control of the company in any way. The Concert Party with Geurtfah Co., Ltd., holding 433,600 shares (equivalent to 0.053%) by Geurtfah Co., Ltd., owned by every child of Mr. Paiboon Damrongchaitham, 25% each.

<sup>\3</sup> Mrs. Kanokporn Sanawatana resigned from being an employee of the Company effective from January 1, 2022.

<sup>\4</sup> Miss Chonlaya Promsri was appointed as the Chief Financial Officer instead of Mrs. Kanokporn Sanawattana according to the resolution of the Group Executive Committee Meeting No. 1/2021, convened on January 10, 2022, effective from February 1, 2022.

### (3) Anti-Corruption

The Board of Directors supports anti-corruption in all forms and recognizes that corruption affects the country's economic system, society, and security. Hence, the Board of Directors provides policies, risk assessment process, and a guideline on supervising and controlling to prevent and monitor corruption risks in the Corporate Governance and Business Ethics Manual. It has been disseminated to Directors, Executives, and all employees for acknowledgment and strictly adheres. The detailed information is disclosed under the subject "Anti-Corruption" on pages 102 - 103.

#### The Assessment of Anti-corruption Process Indicator 2021

According to the assessment of Anti-corruption Process Indicator for Thai listed companies conducted by SEC and Thai Pat Institute, in 2015 the Company was rated at level 3 (Established), indicating the policy to oppose government officials bribery and those related to corruption as well as the policy to communicate and educate employees regarding anti-corruption policy and practices.

In 2021, SEC and Thai Pat Institute announced only the companies that joined Thailand's Collective Action Coalition Against Corruption (Thai CAC) held by IOD. There are 2 groups of companies comprising the signed a declaration on CAC and the verified by CAC.

The Company has followed good corporate governance principles to ensure that the Company have policies to stipulate responsibility, regulations and provision for appropriate action. The Company has intention and commitment to oppose and prevent corruption while running normal business. Although, the company has not signed a declaration on CAC yet, but the Company practices anti-corruption for explicitly guideline to run businesses and sustainably develop to good corporate governance.

In 2021, there were no reports of corrupt activities by the Company and/or the affiliated companies.

#### **(4) Whistleblowing**

The Company has set up a unit to receive a complaint or suspected information about the violation of the rights of stakeholders, fraudulent acts, including any actions contrary to the laws or Corporate Governance and Business Ethics Policy, any doubts about the financial report or the Company Group's internal control system through the provided channel. The Secretary of the Audit Committee shall be responsible for screening and summarizing information and complaints, proposing for consideration to the Audit Committee independent from the Management Department. The Company has established policies and guidelines for the protection of informants or whistleblowers. The Company has published details of the policy and process for complaint or whistleblowing, and the protection of informants or whistleblower under the subject "Whistleblower" and "The Protection of informants or whistleblower" on page 101 - 102.

However, in 2021, there were no complaints or suspected information of the rights of stakeholders, fraudulent acts, or any actions contrary to the laws of Corporate Governance and Business Policy set forth by the SEC or the SET.

## **2. Report of the Audit Committee for 2021**

The Company disclosed details of the Report of the Audit Committee for 2021 under the subject "Attachment 6 Report of the Audit Committee" on page 274 - 275.

### 3. Report of the Specific Committees for 2021

#### 3.1 Report of the Risk Management Committee

The Risk Management Committee was comprised of 5 members who are the Board of Directors and top executives with relevant knowledge, competence and experience that is beneficial to the group risk management. The Risk Management Committee was established by the Board of Directors resolution with duties to promote the set-up of an enterprise-wide risk management system for the Company and to embed an organizational culture. This is to provide reasonable assurance among all stakeholders that the Group's strategic operations are geared towards effective and efficient achievement of corporate goals and objectives. The Senior Director of the Internal Audit Department serves as the secretary to the Committee.

The Committee performs their duties as designated by the Board of Directors and within the purview of power and responsibility defined in the Risk Management Committee Charter. In 2021, the Committee held 1 meetings with the following results:

1. Acknowledged the significant corporate risks and approved the related risk responses for the year 2021.
2. Continuously supervised and monitored the implementation of the enterprise-wide risk management systems.
3. Reviewed the guidelines regarding the prevention of corruption involvement and Risk Management Committee Charter to ensure that they are sufficient and appropriate for the nature of the Company's businesses as well as related regulations.
4. Reported regularly to the Board of Directors on the significant risks and their responses.
5. Performed self-assessment for the year 2021 and reported to the Board of Directors on February 25, 2022.

As mentioned previously, the Risk Management Committee has considered that the corporate risk factors have been set-up to cover the core businesses and the risk management process which identified adequately, appropriately and efficiently. In addition, these Risk Management process also complied with the Group's good corporate governance policy, the internal control as well as related laws, rules and regulations.



(Miss Boosaba Daorueng)  
airman of Risk Management Committee  
25 February 2022

### 3.2 Report of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee, GMM Grammy Public Company Limited (“the Committee”), as of December 31, 2021, comprised three directors, two being independent directors and one being an executive director. Dr. Naris Chaiyasoot, Independent Directors, being Chairman of the Nomination and Remuneration Committee, Mr. Suvit Mapaisansin, Independent Directors, and Miss Suwimon Jhungjotikapisit, Directors, members of the Nomination and Remuneration Committee.

During the year 2021, the Committee, in performing roles in accordance with its charter and the scope of authority, held 3 meetings (with full attendance in each of the meetings) to consider important matters under its duties and responsibilities as assigned by the Board of Directors, which can be summarized as follows:

- (1) Nomination of persons with qualifications for the Company’s directorship to replace 3 directors who would retire by rotation, namely, 1) Mr. Suvit Mapaisansin Mr. Sunyaluck Chaikajornwat and 3) Miss Suwimon Jhungjotikapisit. To enhance and support the Company’s good corporate governance policy, the Company welcomed shareholders’ proposal for qualified candidates to be appointed as the Company’s directors with full qualifications as stipulated by the company since 30 October 2020 to 30 January 2021. During the period, no shareholder nominated any candidate for consideration. Therefore, the Committee Has considered the criteria of the company by using the Board Skill Matrix to consider the appropriateness and maximum benefits to the Company, the Committee was of the opinion that the 4 retiring directors, as mentioned, had full qualifications as stipulated by the Public Limited Companies Act and were well equipped with knowledge, capabilities and experiences useful for the Company’s business operations; they also had broad visions, satisfactory performance as directors, good records of meeting attendance and useful opinions proposed at the Board’s meetings. The Committee therefore resolved to propose to the Board of Directors’ Meeting No. 2/2021 on 25 February 2021 the nomination of the 3 retiring directors for appointment as the Company’s directors for another term before submitting to the 2021 Annual General Meeting of Shareholders held on April 30, 2021 for approval.
- (2) Determination of directors’ remuneration and the Audit Committee’s remuneration as annual compensation for the year 2021 using the same criteria as in 2020 by the remuneration criteria comprising of the monthly remuneration, the meeting allowance and annual bonus, for the Chairman of the Company, Independent Directors and Non-Executive Directors except the Executive Directors that will not receive monthly remuneration and meeting allowance because they already receive salary from being an employee of the Company for submission to the Board of Directors for approval at the 2021 Annual General Meeting of Shareholders held on April 30, 2021. The remuneration of directors and Audit Committee members was determined, with their respective duties and responsibilities for the Company’s performances being considered and the remuneration of directors of companies in the same industry being compared, based on the Stock Exchange of Thailand’s Report of the Survey on Remuneration of Directors of Listed Companies, for suitability and transparency.
- (3) Evaluation of the performances of the Group Chief Executive Officer (Group CEO), Ms. Boosaba Daorueng, for the year 2021. The Committee deemed it appropriate to rate the Group CEO’s performances in 2021 as “Very Good” or 93.99% (within the range of 90-95%) and reported the evaluation result to the Board of Directors’ Meeting No. 2/2022 held on February 25, 2022. for approval.

- (4) The Committee has conducted self-performance assessment for the year 2021 which comprises of 5 categories: Structure and Composition of the Committee, Roles and Responsibilities, Meeting, Duties Performance of the Committee's Members, and Self Development of the Committee's Members. The assessment criteria divided into 5 levels: 4 = excellent, 3 = good, 2 = fair, 1 = unsatisfactory, 0 = need improvement. The overall average result of the self-assessment of the Committee was equal to 3.59 points (Full score is 4 points).
- (5) The Committee has reviewed the Nomination and Remuneration Committee Charter, which effective on August 13, 2014, was of the opinion this charter is appropriate to the business of the group of companies, promotes the principles of good corporate governance at present. The scope of responsibility is to determine the criteria and policies for the nomination and remuneration of the Company's directors and sub-committees, including nominating, selecting and proposing suitable persons to serve as directors of the Company and determining remuneration for the Company's directors. As well as performing other tasks as assigned and presented to the Board of Directors and / or the shareholders' meeting properly. The Committee proposed to the Board of Directors' Meeting No. 7/2021 held on November 12, 2021, for approval the continued use of the Nomination Committee Charter dated 13 August 2014.

The Committee reported its performance to the Board of Directors for acknowledgement on a regular basis. Throughout the year 2021, the Committee performed its duties with utmost ability, caution, prudence, transparency and independence, for the best benefit of the Company, shareholders and other stakeholders.



(Dr. Naris Chaiyasoot)

Chairman of the Nomination and Remuneration Committee

February 25, 2022

### 3.3 Report of the Corporate Governance and Ethics Committee

The Board of Directors strongly believes in conducting business according to business ethics and good corporate governance principles and alongside with corporate social responsibility (CSR) to be embedded as part of the organization culture. This is carried by integrating with the Company's vision, mission, strategy, and goal to support efficient and transparent management in order to gain confidence from shareholders, investors and all stakeholders resulting in value-added and sustainable growth of the Company.

In 2021, the Corporate Governance and Ethics Committee ("the Committee") still adhered to and seriously developed its policy on corporate governance on a continuing basis; thus several awards received from various organizations could be summarized as follows:

1. For evaluation of corporate governance reports of Thai listed companies by the Thai Institute of Directors (IOD), the Company was rated "Very Good" in 2006, 2008, 2009, and 2010, (in 2007, there was no survey on corporate governance of listed companies) and "Excellent (5 Stars)" for eleven consecutive years, since 2011 to 2021.
2. For the evaluation of AGM checklist quality by the Thai Investors Association, the Company was rated "Very Good" in 2008, 2010, 2011, 2013, 2015 and 2017 and "Very Good: Should be a Role Model," in 2009, 2012, 2014, 2016 2018 ,2019, 2020 and 2021 (scoring 100 points).
3. The Committee has conducted the self-performance assessment for the year 2021 which comprises of 5 categories: Structure and Composition of the Committee, Roles and Responsibilities, Meeting, Duties Performance of the Committee's Members, and Self Development of the Committee's Members. The assessment criteria divided into 5 levels; 4 = excellent, 3 = good, 2 = fair, 1 = unsatisfactory, 0 = need improvement. The overall average result of the self-assessment of the Committee was equal to 3.58 points (Full score is 4 points).
4. The Company have considered and reviewed the Company's Good Corporate Governance Policy set out in the Corporate Governance and Business Ethics Manual ("Company Corporate Governance Policy : CG Policy"), 7<sup>th</sup> Revision 2019, which was effective from December 1st, 2019 and assessing compliance with the guidelines for Corporate Governance Code (the "CG Code") for Listed Companies 2017 by The Securities and Exchange Commission (the "SEC"), for the year 2021 in each comparison with the corporate governance policies and operations of the Company. It is appropriate to continue to use the Company's Good Corporate Governance and Business Ethics Manual (CG Policy & Business Ethics) 7<sup>th</sup> Revision 2019 without making any further amendments. Due to the view that the Company has policies, measures and operating processes of the Company In essence, it is consistent with the CG Code principle. For the CG Code principle in the matter that the company has not yet been able to be formulated as a policy or has not yet been implemented and has already set up replacement measures in such matters.

5. The Committee reviewed the current Corporate Governance and Ethics Committee Charter, which was of the opinion this charter is appropriate to the business of the group of companies, beneficial to the governance of the Companies group and promote the operation of the Company to be effective and drive the Company sustainable growth. In addition, this Charter of the CG Committee is consistent with the 2012 Good Corporate Governance Principles for Listed Companies of the Stock Exchange of Thailand and the 2017 Good Corporate Governance Principles For listed companies (CG Code) of the Securities and Exchange Commission. Therefore, the Company should be used the Charter of the Corporate Governance Committee, dated November 13, 2020, should be continued.
6. To enable the Company's corporate governance operations on the issue of balance of power between the Board of Directors and the management to be more clear and in accordance with the CG Code principles, therefore, proposed approval through the Board of Directors, which has been assigned Chairman of the Audit Committee of the Company which is an independent director together with the Chairman of the Board in setting the agenda for the Board of Directors' meeting, in the event that the Chairman of the Audit Committee of the Company has a mission, the Chairman of the Audit Committee of the Company able to assign other independent directors to perform duties on their behalf from time to time.

The Company will still adhere to the policies on good corporate governance and ethics that the Company has formulated and support its improvement and development as well as continued and suitable disclosure of the results of corporate governance performance, reflecting the efficient, transparent, and ethical management and also promote the Company's corporate governance principles to be up-to-date and consistent with the changes that will raise the standards and practices of corporate governance of the Company.



(Miss Boosaba Daorueng)  
Chairman of the Corporate Governance and Ethics Committee  
February 18, 2022



JAPAN VERSION

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FAKE / SIN

# Internal Control and Connected Transactions

## 1. Internal Control

Recognizing the importance of an internal control system, the Board of Directors has put in place an internal control system that governs the financial, management and operational aspects for greater effectiveness and efficiency in accordance with related laws and regulations. Meanwhile, an emphasis is placed on continuous improvement according to COSO (The Committee of Sponsoring Organizations of Treadway Commission) with respect to organizational and control environment, risk assessment, control activities, information and communication and monitoring activities.

The Board of Directors has clearly defined in writing good corporate governance & Code of ethics policy and the structure the duties and approval authority for the Management, and has controlled and ensured an efficient utilization of the Company's assets. To maintain proper checks and balances, the roles and duties of front-line operators, supervisors and evaluators are clearly delineated. In addition, the Company ensures that there is a financial reporting to those in the direct line of responsibility and provide communication channel for various stakeholders and receiving complaints (Whistleblower) clearly.

There is also the Audit Committee, which was appointed by the Board of Directors, by the Stock Exchange of Thailand's guidelines which currently consists of 4 independent directors and the Senior Director of Internal Audit Department acts as Secretary of the Audit Committee. The Audit Committee has the duties and responsibilities of auditing financial statements, disclosure of the financial reports and related transactions or any matters with conflicts of interest to be accurate, complete, reliable, and coordinate with the Internal Audit Department, auditors and management of the Company to review the internal control system and ensuring compliance with the relevant laws and regulations, as well as, to consider and approve an audit plan, performance evaluation and compensation of the Internal Audit Department, including selection and appointment of the auditor and audit fee. The Audit Committee shall also perform other duties as assigned by the Board of Directors, and conduct self-assessment to evaluate their performance to ensure that the Audit Committee has performed their duties effectively and completely.

The Board of Directors has implemented the Assessment Form of the Securities Commission as a guideline to assess the adequacy of the internal control systems of the Company and subsidiaries and a reporting of the assessment results to the Board of Directors' meeting on a yearly basis. The assessment results are also to be disclosed in the Company's annual registration statement (Form 56-1) and annual report.

All Board of Directors members and the Management, had collaboratively evaluated the sufficiency of internal control during 2021. The Board of Directors' Meeting on February 25, 2022 comprising of the Board of Directors, the Audit Committee and the Management convened a meeting for the adequacy of the internal control systems of the Company and its subsidiaries as set up by the Management in five areas, namely, internal control, risk assessment, operation control, information and communication system and monitoring system. The Board of Directors and the Audit Committee shared the same opinion that:

"In general, the internal control system of the company and its subsidiaries was adequate and appropriate to the business operations of the Company. In addition, the Company has provided adequate personnel to follow the system effectively, as well as the internal control system for monitoring the operations of the subsidiaries in order to protect the assets of the Company and the subsidiaries from wrongful action of the directors and executives including transactions with

persons who may have a conflict of interest and related persons. The Committee and the Management recognized the importance of good corporate governance, internal control and continuous risk management, which would ensure good corporate governance principles of company, acceptable level of internal control and risk management, accurate and reliable accounting and financial reporting practices, together with compliance with the laws, the rules or announcements of the SET and regulations related to the Company's businesses."

## Head of Internal Audit Department

The Board of Directors' Meeting No.3/2006 held on May 15, 2006 appointed Mr. Wichai Santadanuwat as a Secretary to the Audit Committee and Head of Internal Audit Department. The Audit Committee has considered and agreed that Mr. Wichai Santadanuwat has experience in performing the audit of the Company's including an understanding of the activities and operations of the Company as well, so that it is appropriate for him to perform such functions.

The appointment, termination and transfer, as well as performance evaluation and compensation for the Head of Internal Audit Department must be approved by the Audit committee. The qualifications of Head of Internal Audit Department appear in the attachment.

NOTE:

Details of the Head of Internal Audit appear in Appendix 3.

## 2. Connected Transactions

### Parties which may have conflicts of interest that have entered into connected transactions with the Company and its subsidiaries

In 2021, The Company and its subsidiaries entered into connected transactions with the Company and connected persons where conflicts of interest may have occurred. These included both transactions which were the normal course of business by the Company and subsidiaries, and transactions which were not. Business that conducted connected transactions is divided into 3 categories as follows:

#### A) The Group

The Group composes of the Company and subsidiaries of the Company.

Details of the Group are as follows:

Company	Business Type	% Holding by the Company (As at December 31, 2021)
GMM Grammy Public Company Limited	Fully-integrate entertainment businesses, including music business and co-investment in other businesses	
<b>Subsidiaries directly held by the Company</b>		
GMM Holdings Company Limited	Holding company	100 %
GMM Music Publishing International Company Limited	Management of music copyrights	100 %

Company	Business Type	% Holding by the Company (As at December 31, 2021)
Fan TV Company Limited (Another 49% is held by GMM Holdings, a subsidiary)	Currently inactive	51 %
GR Vocal Studio Company Limited	Vocal and music schools	100 %
O Shopping Company Limited	Wholesale and retail by using advertising media and phone orders service and E-commerce orders	100 %
Z Trading Company Limited	Production and distribution of satellite television and digital TV receivers	100 %
Exact Company Limited	Production of television programmes	100 %
G200M Company Limited (Formerly known "Digistream Company Limited")	Currently inactive	100 %
GDC Company Limited	Currently inactive	100 %
MGA Company Limited	Currently inactive	100 %
Extraorganizer Company Limited	Currently inactive	100 %
More Music Company Limited	Currently inactive	100 %
GDH559 Company Limited	Production of films and television programmes	51 %
OSP TV Company Limited (Held 49% by O Shopping Company Limited, a subsidiary)	Satellite television platform provider	51 %
<b>Subsidiaries held by GMM Holding Company Limited</b>		
GMM Channel Company Limited	Production of television programmes and digital on-air	100 %
GMM Goods Company Limited	Distribution of consumer goods	100 %
G Broadcast Company Limited	Satellite television platform provider	100 %
Grammy Publishing House Company Limited	Currently inactive	100 %
GMM Digital Domain Company Limited	Currently inactive	100 %
Magic Film Company Limited	Currently inactive	90.91 %
Global Music and Media (China) Limited	Currently inactive	100 %
<b>Subsidiary held by GMM Digital Domain Company Limited</b>		
Digital Arms Company Limited	Currently inactive	100 %
<b>Subsidiaries held by Z Trading Company Limited</b>		
GMM Z Company Limited	Currently inactive	100 %
<b>Subsidiaries held by GDH559 Company Limited</b>		
Nam Dee Mai Ngarm Company Limited	Media advertising, public relations consultancy, and marketing organizer	100%

## B) Associated Companies and Joint Venture

Company	Business Type	% Holding by the Company (As at December 31, 2021)
<b>Associated companies held by the Company</b>		
Family Know-how Company Limited	Dissolution and in a process of liquidation	50 %
Lucks (666) Satellite Company Limited	Currently inactive	25 %
Scenario Company Limited	Production of television programmes and plays	25 %
<b>Associated companies held by GDH559 Company Limited</b>		
Siengdee Thaweesuk Company Limited	Provide recording movie sound and movie advertisement, produce sound and music for movie	45 %
Ngandee Thaweesuk Company Limited	Public relation and organizer	40 %
Na Dao Bangkok Company Limited	Production of television programmes and films and talent agency services	30 %
Sawasdee Thaweesuk Company Limited	Design and post production of advertising media and films and public relations for films	25 %
<b>Joint Venture held by the Company</b>		
The One Enterprise Public Company Limited (2021 : transformed into a public company) (Another 8.47% held by Scenario Company Limited)	Engage in digital TV, radio, production of content, production of advertising media, rent advertising space, sublease television station, artist management, studio rental service and investment in other businesses	25.02 %
YGMM Company Limited	Engage to entertainment business and provide consulting services such as organizing concerts, stage plays and various performances including the development of idol artists	51 %
<b>Joint Venture held by O Shopping Company Limited</b>		
O2 Kiss Company Limited	Operations procurement, selling wholesale, retail, marketing and sales promotion for cosmetic products and cosmeceuticals, dietary supplements	60 %
Forever TM Company Limited	Engage to entertainment business, provide modeling services to advertise and promote products	50 %
<b>Joint Venture held by GDH559 Company Limited</b>		
Joint Venture Destiny The Movie	Production of films	70 %
Special Destiny Company Limited	Raising funds by offering digital tokens to general investors	70 %

### C) Related Companies through Common Directors

Company	Business Type	Characteristics of Relationships
Geurt Fah Company Limited	Property rental and related services	<ul style="list-style-type: none"> <li>- Mr. Paiboon Damrongchaitham, a director of the Company, is also an authorized director with signing authority at Geurt Fah Company Limited</li> <li>- Miss Suwimon Jhungjotikapisit, a director of the Company, is also an authorized director with signing authority at Geurt Fah Company Limited</li> <li>- Mr. Fahmai Damrongchaitham, a director of the Company, is also an authorized director with signing authority at Geurt Fah Company Limited</li> </ul>
Weerawong, Chinnavat & Partners Company Limited	Thailand's Leading Law Firm	<ul style="list-style-type: none"> <li>- Mr. Sunyaluck Chaikajornwat was appointed the independent director of the Company, is also a partnering lawyer and authorized director with signing authority at Weerawong, Chinnavat &amp; Partners Company Limited.</li> </ul>

### Characteristics of Connected Transactions

The Company operates the fully-integrate entertainment businesses, such as music business and co-investment in other businesses, etc. Many of the Company's subsidiaries operate a variety of media businesses to support the core business. Therefore, there are many connected transactions between the Company and its subsidiaries, as well as with the Group, associated companies and related companies with common directors.

Connected transactions can be divided into 2 major categories, as follows:

- Transactions which are the normal course of business consists of revenue from the sale of music products and copyrights, production and distribution of motion pictures, advertising fees, public relations and sales promotions, profit sharing from copyrights, studio rental fees, artist management fees, production fees, concert service and event organization fees, etc.
- Transactions which are not the normal course of business such as rental of office space, loans to subsidiaries, shared administrative management fees, professional fees and acquisition-disposal of assets which are not related to the Company's normal course of business.

### Measures or procedures on approval of connected transaction

By virtue of Section 89/12 of the Securities and Exchange Act B.E. 2551 (No.4) which states that a director, executive or related person can enter into the transaction with the Company or its subsidiary only under approval by the meeting except for commercial transaction with terms as those an ordinary person would agree with any unrelated counter party under similar circumstances and/or criteria which has already been approved by the Board of Directors. In the Board of Directors' Meeting No. 1/2011, held on February 25, 2011, assembly passed its resolution to approve agreement and conditions of commercial transaction with related person. In addition, the Company has determined the Corporate Authorization Index (CAI) No. 1/2555 regarding the execution of connected transaction to be in compliance with the notifications of the Stock Exchange of Thailand.

### Policy or Trend of Future Connected Transactions

The Company, on regular basis, enters into transactions which is considered as normal course of business operation or business supporting such as advertisement, publicity, sales promotion, distribution of copyrights, share of copyrights, studio service, artist management, hire of work, concert hosting service, activity hosting, production of stage play, lights and sound equipment rental, etc. It is Company's determination that the future connected transactions will be executed as a normal commercial business, by taking into account the highest benefit of the Company.

The connected transaction which is not considered as normal business course, which may occur in the future such as grant of loan to the subsidiaries, central management expense and profession service fee, acquisition-disposal of assets irrelevant to normal business transaction or the price and commercial terms are not in compliance with general markets, must be reviewed and approved by the resolution of Board of Directors. In addition, the meeting requires Audit Committee's attendance to ensure the fair execution of connected transaction and appropriate pricing policy. The directors of interest will be waived the right to vote for such transaction. The Company at its best effort, will execute such connected transaction to be in compliance with notifications of the Stock Exchange Commission and the Stock Exchange of Thailand, regulations on disclosure of connected transactions and acquisition and disposal of assets of the Company and its subsidiaries, as well as the accounting standards stipulated by the Federation of Accounting Professions.

### Connected transactions between the Group and Related Companies with Common Directors, which are the normal course of business

	1) Geurt Fah Company Limited (Property rental and related services) 2) Weerawong, Chinnavat & Partners Company Limited (Thailand's Leading Law Firm)	Relationship shown in C) Relationship shown in C)
Types of Transaction	Other services fee	
Total Consideration	2.01 million Baht, with reference to price setting based on mutual agreement (comprising the Company's income of 2.01 million Baht)	
Outstanding Accounts Receivable	As at December 31, 2021, the amount is 0.15 million Baht. (comprising the Company's accounts receivable of 0.15 million Baht)	
Opinion of the Audit Committee	Audit Committee has the opinion that the revenues derived as above is based on mutual agreement which refers to the market price and is according to the normal course of business. The Audit Committee agreed that such price setting is reasonable and fair	
Types of Transaction	1) Utilities, parking fees and advertising space fee 2) Legal consultancy fees	
Total Consideration	17.15 million Baht, with reference to price setting based on market prices, and contractual prices according to market, as well as prices based on mutual agreement. (comprising the Company's service expenses of 12.82 million Baht and subsidiaries' service expenses of 4.33 million Baht)	
Outstanding Accounts Payable	As at December 31, 2021, the amount is 2.86 million Baht. (comprising the Company's accounts payable of 2.15 million Baht and subsidiaries' accounts payable of 0.71 million Baht)	
Opinion of the Audit Committee	Referring to the executives and management of the Company consideration and review of the utilities fee and other services expenses upon market price, including legal expenses under contractual prices aligned to the market together with prices based on mutual agreement, such price setting is in accordance with the normal course of business and deemed reasonable. The Audit Committee has the opinion that the price setting is likely to be appropriate and reasonable, as agreed by the management	

Connected transactions between the Group, Associated Companies and Joint venture, which are the normal course of business (continued)

Parties that may have conflicts of interest	1) Scenario Company Limited (Production of television programmes and plays)	Relationship shown in B)
	2) Na Dao Bangkok Company Limited (Production of television programmes and films and talent agency services)	Relationship shown in B)
	3) Ngandee Thaweesuk Company Limited (Public relation and organizer)	Relationship shown in B)
	4) Sawasdee Thaweesuk Company Limited (Design and post production of advertising media and films and public relations for films)	Relationship shown in B)
	5) Siengdee Thaweesuk Company Limited (Provide recording movie sound and movie advertisement, produce sound and music for movie)	Relationship shown in B)
	6) The One Enterprise Public Company Limited (Engage in digital TV, radio, production of content, production of advertising media, rent advertising space, sublease television station, artist management, studio rental service and investment in other businesses)	Relationship shown in B)
	7) YGMM Company Limited (Engage to entertainment business and provide consulting services such as organizing concerts, stage plays and various performances including the development of idol artists)	Relationship shown in B)
	8) O2 Kiss Company Limited (Operations procurement, selling wholesale, retail, marketing and sales promotion for cosmetic products and cosmeceuticals, dietary supplements)	Relationship shown in B)
	9) Forever TM Company Limited (Engage to entertainment business, provide modeling services to advertise and promote products)	Relationship shown in B)
Types of Transaction	1) Revenue from producing television programmes that generate revenue from advertisement sales	
	2) Revenue from producing digital TV programmes	
	3) Revenue from organizing concerts and staging theatrical performances	
	4) Revenue from copyrights of songs, dramas and programmes	
	5) Revenue from artist management	
	6) Revenue from studio rental, event organization	
	7) Revenue from management and advisory fee	
	8) Other income	

**Connected transactions between the Group, Associated Companies and Joint venture, which are the normal course of business (continued)**

Total Consideration	In the amount of 290.44 million Baht, the price is based on mutual agreement with reference to a market price. (Comprising the Company's revenue at 151.28 million Baht, while 139.16 million Baht goes to its subsidiaries)
Outstanding Accounts Receivable	As of December 31, 2021, the amount is 283.55 million Baht (comprising the Company's receivables at 72.59 million Baht, and its subsidiaries at 210.96 million Baht)
Unearned income	As of December 31, 2021, the amount is 81.52 million Baht (comprising the Company's unearned income in an amount of 2.41 million Baht and its subsidiaries in an amount of 79.6 million Baht )
Opinion of the Audit Committee	Audit Committee has the opinion that the revenues derived as above is based price setting according to mutual agreement which refers to the market price and is in accordance with the normal course of business. The Audit Committee agreed that such price setting is reasonable and fair
Types of Transaction	Service expenses, consisting of:
	1) Cost of advertisement spots on television and sponsorship fees.
	2) Share of copyrights from the sale of television programmes such as dramas and drama soundtracks on digital platforms.
	3) Media cost and time rental for program production.
	4) Soap opera production cost, event organization and property rental.
	5) Operating costs in sourcing artists.
Types of Transaction	6) Fees for program hosts
Total Consideration	The amount is 282.91 million Baht. The price depends on negotiations between the service recipient and service provider which refers to market price. (The Company's cost of services is 110.03 million Baht and 172.88 million Baht to its subsidiaries)
Trade and other payables	As of December 31, 2021, the amount is 292.66 million Baht (comprising the Company's trade creditors at 97.08 million Baht and its subsidiaries at 195.58 million Baht)
Opinion of the Audit Committee	The Audit Committee has the opinion that the service expenses as above are based on price setting according to mutual agreement which refers to market price. The Audit Committee agreed that such price setting is reasonable and fair

## Connected transactions that are not the normal course of business between the Group and Related Companies with Common Directors

Lessee:	The Group
Lessor (Company or Individual that may of Conflicts of Interest)	Geurt Fah Company Limited
Characteristics of Relationships	<ol style="list-style-type: none"> <li>1. Mr. Paiboon Damrongchaitham is a director of the Company, is also an authorized director with signing authority at Geurt Fah Company Limited.</li> <li>2. Mr. Fahmai Damrongchaitham is a director of the Company, is also an authorized director with signing authority at Geurt Fah Company Limited</li> <li>3. Miss Suwimon Jhungjotikapisit, a Director of the Company, is also an authorized director with signing authority at Geurt Fah Company Limited</li> </ol>
Characteristic of connected transaction	The Group rents a 43storey office building, located at 50 Sukhumvit 21 Road (Asoke), Khlongtoeinuea, Wattana, Bangkok from Geurt Fah Company Limited
Size of rented space	As of December 31, 2021, approximately 15,273.43 sq.m, accounting for 39% of total rental space
Contract tenure	3 years (from May 1, 2019 to April 30, 2022)
Rental and service rates	<p>Increasing from the previous rate of Baht 615 per square meter per month, being adjusted each year as follow:</p> <p>1st year (May 1, 2019 to April 30, 2022) 637 Baht, increased by 3.5%</p> <p>2nd year (May 1, 2019 to April 30, 2022) 666 Baht, increased by 4.5%</p> <p>3rd year (May 1, 2019 to April 30, 2022) 700 Baht, increased by 5.0%</p>
Price setting policy	Referring to market rate during contract renewal
Total rent and service fees that the Group pays to Geurt Fah in 2021	126.91 million Baht (The rental and service fees from the Company in the amount of 106.75 million Baht and subsidiaries in the amount of 20.16 million Baht)
Trade and other payables	As of May 1, 2019 to April 30, 2022, the amount is 8.79 million Baht (comprising the Company's trade creditors at - million Baht and its subsidiaries at 8.79 million Baht)
Total consideration	Approximately 373 million Baht throughout the 3 years period (excluding VAT and related taxes).
Opinion of the Audit Committee	The Audit Committee has the opinion that the rental rate which the Company and subsidiaries paid to Geurt Fah Company Limited in the amount ranging between 637-700 Baht per sq.m per month is reasonable and fair. This rate is in the range of market rental rates, which currently runs between 650-720 Baht per sq.m per month, according to an appraisal report by Jones Lang LaSalle (Thailand) Limited, an independent appraiser on the SEC's approved lists

Remarks: For historical data, go to the Company's website at [www.gmmgrammy.com](http://www.gmmgrammy.com) > Investor Relations > Events and Publications > SET 56-1

จากผู้กำกับ ชิตเตอร์ กตติ์วิญญาน และ ฝีมือ..พระโขนง  
ทุกศรืทธา กำลังถูกท้าทาย

태국의 샤머니즘에 관한 이야기

THE  
MEDIUM

ร็องทรวง

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# Independent Auditor's Report

To the Shareholders of GMM Grammy Public Company limited

## Opinion

I have audited the accompanying consolidated financial statements of GMM Grammy Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2021, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of GMM Grammy Public Company Limited (the Company) for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of GMM Grammy Public Company Limited and its subsidiaries, and of GMM Grammy Public Company Limited as at 31 December 2021, 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 Financial Statements* section of my report. I am independent of the Group in accordance with the Code of Ethics for Professional Accountants as issued by the Federation of Accounting Professions as relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code. 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 judgement, were of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

I have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report, including in relation to these matters. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial statements. The results of my audit procedures, including the procedures performed to address the matters below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

Key audit matters and how audit procedures respond to each matter are described below.

### **Revenue recognition**

The Group's revenue is significant to the financial statements and directly affects its operating results, to which users of financial statements pay attention. The Group has numerous types of revenue and it is derived through various channels, under agreements with a large number of customers that contain a variety of conditions, pertaining to matters such as sales promotions and discounts. In addition, changes in consumer behavior and industry trends have directly affected the competitive environment in media and entertainment industry. There are therefore risks with respect to the amount and timing of revenue recognition.

I have examined the revenue recognition of the Group by

- Assessing and testing the Group's IT system and its internal controls with respect to the revenue cycle by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls.
- Applying a sampling method to select sales and service agreements to assess whether revenue recognition was consistent with the conditions of the relevant agreement, and whether it was in compliance with the Group's policy.
- On a sampling basis, examining supporting documents for sales and service transactions occurring during the year and near the end of the accounting period, and with special consideration given to expanding the scope of the examination supporting documentation for transactions occurring near the end of the accounting period.

- Reviewing credit notes that the Group issued after the period-end, with special consideration given to expanding the scope of sampling of documentation.
- Performing analytical procedures on disaggregated data to detect possible irregularities in sales transactions throughout the period, particularly for accounting entries made through journal vouchers.

### **Other Information**

Management is responsible for the other information. The other information comprise the information included in annual report of the Group, but does not include the financial statements and my auditor's report thereon.

My opinion on the financial statements does not cover the other information and I do 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 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, 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 Financial Statements**

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

In preparing the financial statements, management is responsible for assessing the Group'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 Financial Statements**

My objectives are to obtain reasonable assurance about whether the 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 financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgement and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the 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 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 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 financial statements, including the disclosures, and whether the 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 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.

I am responsible for the audit resulting in this independent auditor's report.



Khitsada Lerdwana

Certified Public Accountant (Thailand) No. 4958

EY Office Limited

Bangkok: 25 February 2022

# Statement of Financial Position

GMM Grammy Public Company Limited and its subsidiaries

As at December 31, 2021

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2021	2020	2021	2020
Assets					
Current assets					
Cash and cash equivalents	7	563,253,163	727,677,141	174,744,848	284,439,520
Trade and other receivables	8	800,960,477	912,380,120	466,535,987	541,165,931
Prepaid expenses		44,624,139	42,352,002	11,001,513	9,366,727
Inventories	9	221,415,000	213,250,581	128,018,748	100,828,282
Advance payments		15,454,974	26,437,780	11,475,496	23,174,210
Other current financial assets	10	629,370,000	-	629,370,000	-
Other current assets	11	83,563,572	127,363,679	28,153,753	44,127,287
Total current assets		2,358,641,325	2,049,461,303	1,449,300,345	1,003,101,957
Non-current assets					
Other non-current financial assets	12	5,879,511	5,822,878	5,629,561	5,572,928
Investments in subsidiaries	13	-	-	658,988,732	734,847,007
Investments in joint ventures	14	866,883,216	288,316,799	1,242,574,900	1,191,549,700
Investments in associates	15	169,859,755	176,496,025	194,341,357	194,341,357
Loans to related parties	6	-	-	-	1,530,000
Leasehold improvement and equipment	16	130,238,031	177,491,800	49,056,076	67,544,087
Right-of-use assets	24	319,617,813	379,450,901	178,665,715	234,349,521
Intangible assets	17	383,695,467	300,715,441	387,315,877	307,876,556
Cost of spectrum license	18	422,561,492	480,305,762	-	-
Deferred tax assets	33	203,393,633	185,265,799	181,038,786	161,175,266
Other non-current assets	19	198,067,922	198,475,352	107,388,536	79,491,866
Total non-current assets		2,700,196,840	2,192,340,757	3,004,999,540	2,978,278,288
Total assets		5,058,838,165	4,241,802,060	4,454,299,885	3,981,380,245

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

# Statement of Financial Position (continued)

GMM Grammy Public Company Limited and its subsidiaries

As at December 31, 2021

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2021	2020	2021	2020
Liabilities and shareholders' equity					
Current liabilities					
Short-term loan from bank	20	800,000,000	50,000,000	800,000,000	50,000,000
Trade and other payables	21	1,252,585,503	1,334,628,841	592,239,091	611,305,572
Unearned income		219,841,708	381,165,462	111,601,316	231,055,415
Short-term loans from related parties	6	-	-	529,800,000	549,800,000
Current portion of long-term loan	23	362,500,000	75,000,000	150,000,000	75,000,000
Current portion of lease liabilities	24	87,963,468	80,880,557	57,702,446	53,556,911
Income tax payable		2,483,476	7,576,807	-	-
Other current liabilities	22	84,225,405	127,698,654	46,650,104	95,286,723
Total current liabilities		2,809,599,560	2,056,950,321	2,287,992,957	1,666,004,621
Non-current liabilities					
Long-term loan - net of current portion	23	261,205,020	622,805,577	74,355,235	223,925,391
Lease liabilities - net of current portion	24	253,209,426	307,231,032	140,828,396	193,946,832
Deferred tax liabilities	33	17,920,502	-	17,920,502	-
Provision for long-term employee benefits	25	175,051,109	229,396,217	136,182,094	184,198,115
Obligation on loan guarantee	26	-	-	400,000,000	400,000,000
Other non-current liabilities		59,482,173	67,595,047	512,173	492,547
Total non-current liabilities		766,868,230	1,227,027,873	769,798,400	1,002,562,885
Total liabilities		3,576,467,790	3,283,978,194	3,057,791,357	2,668,567,506

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

# Statement of Financial Position (continued)

GMM Grammy Public Company Limited and its subsidiaries

As at December 31, 2021

(Unit: Baht)

		<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>Note</u>	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
<b>Shareholders' equity</b>					
Share capital					
Registered					
819,949,729 ordinary shares of Baht 1 each		<u>819,949,729</u>	<u>819,949,729</u>	<u>819,949,729</u>	<u>819,949,729</u>
Issued and fully paid					
819,949,729 ordinary shares of Baht 1 each		819,949,729	819,949,729	819,949,729	819,949,729
Paid-in capital					
Share premium	27	492,987,095	1,896,968,197	492,987,095	1,896,968,197
Retained earnings					
Appropriated - statutory reserve	27, 29	2,165,384	13,719,594	2,165,384	13,719,594
Unappropriated (deficit)	27	91,962,759	(1,863,211,859)	81,482,005	(1,417,700,696)
Other components of shareholders' equity		<u>(41,604,432)</u>	<u>(39,341,895)</u>	<u>(75,685)</u>	<u>(124,085)</u>
Equity attributable to owners of the Company		1,365,460,535	828,083,766	1,396,508,528	1,312,812,739
Non-controlling interests of the subsidiaries		<u>116,909,840</u>	<u>129,740,100</u>	-	-
<b>Total shareholders' equity</b>		<u>1,482,370,375</u>	<u>957,823,866</u>	<u>1,396,508,528</u>	<u>1,312,812,739</u>
<b>Total liabilities and shareholders' equity</b>		<u>5,058,838,165</u>	<u>4,241,802,060</u>	<u>4,454,299,885</u>	<u>3,981,380,245</u>

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

# Income Statement

GMM Grammy Public Company Limited and its subsidiaries

For the year ended at December 31, 2021

(Unit: Baht)

		<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>Note</u>	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
<b>Revenues</b>					
Sales of goods	30	1,505,614,903	1,696,544,264	154,495,737	212,062,338
Service income	30	926,183,608	1,914,495,897	497,935,538	1,344,520,395
Revenues from copyrights	30	1,403,643,102	1,360,517,444	1,192,619,788	1,176,815,093
Dividend income	10, 13	3,296,700	-	63,820,071	87,372,595
Gain from sales of investments in joint venture	14	-	-	-	200,000,300
Fair value gain on other financial assets	10, 12	89,598,590	-	89,598,590	-
Gain on deemed disposal of investment in joint venture	14	234,924,682	-	-	-
Other income		<u>52,183,877</u>	<u>60,510,958</u>	<u>13,697,956</u>	<u>53,317,811</u>
<b>Total revenues</b>		<u>4,215,445,462</u>	<u>5,032,068,563</u>	<u>2,012,167,680</u>	<u>3,074,088,532</u>
<b>Expenses</b>					
Cost of sales and services		2,176,103,540	3,134,371,775	1,129,023,468	1,937,920,748
Selling, distribution and servicing expenses		411,897,270	398,516,722	46,812,016	56,091,002
Administrative expenses		1,320,193,697	1,566,355,380	845,449,047	1,007,418,596
Expected credit loss of loans to related parties (reversal)	6	-	-	(1,057,805,000)	1,051,175,000
Loss from subsidiary's liquidation	13	-	-	-	88,446,796
Loss from recognise obligation on loan guarantee	26	-	-	-	400,000,000
Loss on impairment of investments in subsidiaries (reversal)	13	-	-	1,014,275,000	(61,463,898)
Loss from sales of investment in joint venture	14	-	437,724,280	-	-
<b>Total expenses</b>		<u>3,908,194,507</u>	<u>5,536,968,157</u>	<u>1,977,754,531</u>	<u>4,479,588,244</u>
<b>Operating profit (loss)</b>		<u>307,250,955</u>	<u>(504,899,594)</u>	<u>34,413,149</u>	<u>(1,405,499,712)</u>
Share of profit from investments in joint ventures	14	261,964,936	408,815,876	-	-
Share of profit (loss) from investments in associates	15	8,868,631	(3,414,311)	-	-
Finance income		1,904,969	3,552,754	34,111,070	7,005,339
Finance cost	31	<u>(60,031,697)</u>	<u>(40,747,616)</u>	<u>(37,256,578)</u>	<u>(37,351,877)</u>
<b>Profit (loss) before income tax income (expenses)</b>		<u>519,957,794</u>	<u>(136,692,891)</u>	<u>31,267,641</u>	<u>(1,435,846,250)</u>
Income tax income (expenses)	33	<u>(4,548,032)</u>	<u>(12,937,588)</u>	<u>12,040,044</u>	<u>14,784,743</u>
<b>Profit (loss) for the year</b>		<u>515,409,762</u>	<u>(149,630,479)</u>	<u>43,307,685</u>	<u>(1,421,061,507)</u>
<b>Profit (loss) attributable to:</b>					
Equity holders of the Company		497,123,495	(175,413,204)	<u>43,307,685</u>	<u>(1,421,061,507)</u>
Non-controlling interests of the subsidiaries		<u>18,286,267</u>	<u>25,782,725</u>		
		<u>515,409,762</u>	<u>(149,630,479)</u>		
<b>Basic earnings (loss) per share</b>					
Profit (loss) attributable to equity holders of the Company	34	<u>0.61</u>	<u>(0.21)</u>	<u>0.05</u>	<u>(1.73)</u>

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

# Statement of Comprehensive Income

GMM Grammy Public Company Limited and its subsidiaries

For the year ended at December 31, 2021

(Unit: Baht)

		<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>Note</u>	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
<b>Profit (loss) for the year</b>		<u>515,409,762</u>	<u>(149,630,479)</u>	<u>43,307,685</u>	<u>(1,421,061,507)</u>
<b>Other comprehensive income:</b>					
<i>Other comprehensive income to be reclassified</i>					
<i>to profit or loss in subsequent periods:</i>					
Exchange differences on translation of financial statements					
in foreign currency - net of income tax		<u>(2,310,937)</u>	<u>2,055</u>	<u>-</u>	<u>-</u>
Other comprehensive income to be reclassified					
to profit or loss in subsequent periods - net of income tax		<u>(2,310,937)</u>	<u>2,055</u>	<u>-</u>	<u>-</u>
<i>Other comprehensive income not to be reclassified</i>					
<i>to profit or loss in subsequent periods</i>					
Actuarial gain - net of income tax	25, 33	48,330,104	-	40,339,704	-
Gain on changes in value of equity investments designated					
at fair value through other comprehensive income					
- net of income tax		48,400	17,200	48,400	17,200
Share of actuarial loss of joint ventures - net of income tax	14	(3,348,391)	-	-	-
Share of actuarial loss of associates - net of income tax	15	<u>(504,901)</u>	<u>-</u>	<u>-</u>	<u>-</u>
Other comprehensive income not to be reclassified					
to profit or loss in subsequent periods - net of income tax		<u>44,525,212</u>	<u>17,200</u>	<u>40,388,104</u>	<u>17,200</u>
<b>Other comprehensive income for the year</b>		<u>42,214,275</u>	<u>19,255</u>	<u>40,388,104</u>	<u>17,200</u>
<b>Total comprehensive income for the year</b>		<u><u>557,624,037</u></u>	<u><u>(149,611,224)</u></u>	<u><u>83,695,789</u></u>	<u><u>(1,421,044,307)</u></u>
<b>Total comprehensive income attributable to:</b>					
Equity holders of the Company		537,376,769	(175,393,949)	<u>83,695,789</u>	<u>(1,421,044,307)</u>
Non-controlling interests of the subsidiaries		<u>20,247,268</u>	<u>25,782,725</u>		
		<u><u>557,624,037</u></u>	<u><u>(149,611,224)</u></u>		

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

# Statement of Changes in Shareholders' Equity

GMM Grammy Public Company Limited and its subsidiaries

For the year ended December 31, 2021

(Unit: Baht)

	Consolidated financial statements									
	Equity attributable to equity holders of the Company									
	Other components of shareholders' equity									
	Other comprehensive income		Other changes by the owners		Difference between investment and book value from change in shareholding in subsidiary		Total other components of shareholders' equity		Total equity attributable to equity holders of the Company	
	Issued and paid-up share capital	Share premium	Appropriated - statutory reserve	Retained earnings	Unappropriated (deficits)	Exchange differences on translation of financial statements in foreign currency	Profit (loss) on changes in value of equity investments	Capital deficit from business combination under common control	Equity attributable to non-controlling interests of the subsidiaries	Total equity attributable to non-controlling interests of the subsidiaries
<b>Balance as at 1 January 2020</b>	819,949,729	1,896,968,197	13,719,594	(1,254,432,665)	(175,413,204)	3,729,947	(141,285)	(269,376,464)	1,167,467,341	1,329,086,460
Loss for the year	-	-	-	-	(175,413,204)	-	-	-	(175,413,204)	(149,630,479)
Other comprehensive income for the year	-	-	-	-	-	2,055	17,200	-	19,255	19,255
Total comprehensive income for the year	-	-	-	-	-	2,055	17,200	-	19,255	19,255
Dividend paid (Note 28)	-	-	-	-	(163,989,626)	-	-	-	(163,989,626)	(149,630,479)
Subsidiaries' liquidation	-	-	-	-	(269,376,464)	-	-	269,376,464	-	-
Equity attributable to non-controlling interests of the subsidiaries	-	-	-	-	-	-	-	-	-	-
<b>Balance as at 31 December 2020</b>	819,949,729	1,896,968,197	13,719,594	(1,863,211,859)	(1,863,211,859)	3,729,002	(124,085)	-	828,083,766	957,823,866
<b>Balance as at 1 January 2021</b>	819,949,729	1,896,968,197	13,719,594	(1,863,211,859)	(1,863,211,859)	3,729,002	(124,085)	-	828,083,766	957,823,866
Profit for the year	-	-	-	497,123,495	497,123,495	-	-	-	497,123,495	515,409,762
Other comprehensive income for the year	-	-	-	42,515,811	42,515,811	(2,310,937)	48,400	-	40,253,274	42,214,275
Total comprehensive income for the year	-	-	-	539,639,306	539,639,306	(2,310,937)	48,400	-	537,376,769	557,624,037
Transfer of statutory reserve and share premium to offset deficit (Note 27)	-	(1,403,981,102)	(13,719,594)	1,417,700,696	-	-	-	-	-	-
Equity attributable to non-controlling interests of the subsidiaries	-	-	-	-	-	-	-	-	-	-
Transfer retained earnings to statutory reserve (Note 29)	-	-	2,165,384	(2,165,384)	-	-	-	-	-	-
<b>Balance as at 31 December 2021</b>	819,949,729	492,987,095	2,165,384	91,962,759	91,962,759	1,419,065	(75,685)	-	1,365,460,535	1,482,370,375

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

# Statement of Changes in Shareholders' Equity (continued)

GMM Grammy Public Company Limited and its subsidiaries  
For the year ended December 31, 2021

	Separate financial statements						(Unit: Baht)
	Other components of shareholders' equity						
	Other						
	comprehensive income						
	Issued and paid-up share capital	Share premium	Retained earnings	Profit (loss) on changes in value of equity investments	Total other components of shareholders' equity	Total shareholders' equity	
			Appropriated - statutory reserve	Unappropriated (deficit)			
<b>Balance as at 1 January 2020</b>	819,949,729	1,896,968,197	13,719,594	167,350,437	(141,285)	2,897,846,672	
Loss for the year	-	-	-	(1,421,061,507)	-	(1,421,061,507)	
Other comprehensive income for the year	-	-	-	-	17,200	17,200	
Total comprehensive income for the year	-	-	-	(1,421,061,507)	17,200	(1,421,044,307)	
Dividend paid (Note 28)	-	-	-	(163,989,626)	-	(163,989,626)	
<b>Balance as at 31 December 2020</b>	819,949,729	1,896,968,197	13,719,594	(1,417,700,696)	(124,085)	1,312,812,739	
<b>Balance as at 1 January 2021</b>	819,949,729	1,896,968,197	13,719,594	(1,417,700,696)	(124,085)	-	
Profit for the year	-	-	-	43,307,685	-	1,312,812,739	
Other comprehensive income for the year	-	-	-	40,339,704	48,400	43,307,685	
Total comprehensive income for the year	-	-	-	83,647,389	48,400	40,388,104	
Transfer of statutory reserve and share premium to offset deficit (Note 27)	-	(1,403,981,102)	(13,719,594)	1,417,700,696	-	83,695,789	
Transfer retained earnings to statutory reserve (Note 29)	-	-	2,165,384	(2,165,384)	-	-	
<b>Balance as at 31 December 2021</b>	819,949,729	492,987,095	2,165,384	81,482,005	(75,685)	1,396,508,528	

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

# Statement of Cash Flows (continued)

GMM Grammy Public Company Limited and its subsidiaries

For the year ended December 31, 2021

	(Unit: Baht)			
	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
<b>Cash flows from operating activities</b>				
Profit (loss) before tax	519,957,794	(136,692,891)	31,267,641	(1,435,846,250)
Adjustments to reconcile profit (loss) before tax to				
net cash provided by (paid from) operating activities:				
Depreciation and amortisation	274,328,589	280,936,806	115,162,500	130,830,593
Difference from lease agreements discount	-	1,459,185	-	1,182,452
Reversal of bad debts and doubtful debts	(6,681,115)	(69,255,606)	(2,140,193)	(69,255,606)
Loss on impairment of financial assets	7,445,323	8,048,926	14,103,317	7,074,918
Reduction of cost of inventory to net realisable value (reversal)	9,374,113	(17,089,681)	15,936,845	(39,644,686)
Reversal of provision for sales returns	(27,420,281)	(45,773,397)	(28,047,237)	(44,070,995)
Loss (gain) on fair value adjustments of other financial assets	(89,598,590)	3,562	(89,598,590)	3,562
Reversal of prepaid cost	-	(6,894,607)	-	(6,894,607)
Loss (gain) from capital reduction, returning funds and				
liquidation in subsidiaries	-	-	(647,693)	88,446,796
Loss on impairment of investments in subsidiaries (reversal)	-	-	1,014,275,000	(61,463,899)
Loss on impairment of leasehold improvement				
and equipment (reversal)	(16,610,000)	543,450	-	-
Loss on impairment of other non-current financial assets	-	1,000,000	-	1,000,000
Expected credit loss on loans to related parties (reversal)	-	-	(1,057,805,000)	1,051,175,000
Loss from sales of investment in associate	-	1,323,341	-	-
Loss (gain) on disposal of equipment	13,503,884	43,698,487	(239,986)	43,902,947
Loss on disposal of intangible assets	15,148,137	2,851,094	1,847,215	2,808,428
Gain on deemed disposal of investment in joint ventures	(234,924,682)	-	-	-
Loss (gain) from sales of investment in joint venture	-	437,725,484	-	(200,000,300)
Loss (gain) on impairment of intangible assets	(9,500,967)	11,327,874	-	-
Loss from obligation on loan guarantee	-	-	-	400,000,000
Gain from lease agreement cancellation	(116,039)	(5,890,993)	-	(2,586,824)
Loss from lease modification	455,731	-	455,731	-
Dividend income	(3,296,700)	-	(63,820,071)	(87,372,595)
Share of profit from investments in joint ventures	(261,964,936)	(408,815,876)	-	-
Share of (profit) loss from investments in associates	(8,868,631)	3,414,311	-	-
Long-term employee benefit expenses	34,570,582	72,464,296	27,306,449	37,720,330
Interest income	(1,904,969)	(3,552,754)	(34,111,070)	(7,005,339)
Interest expenses	60,031,697	40,747,616	37,256,578	37,351,877
Profit (loss) from operating activities before changes				
in operating assets and liabilities	273,928,940	211,578,627	(18,798,564)	(152,644,198)
Decrease (increase) in operating assets				
Trade and other receivables	110,655,435	586,760,936	72,121,036	491,531,185
Prepaid expenses	(2,272,137)	20,884,666	(1,634,786)	216,544
Inventories	(17,538,532)	(81,786,613)	(43,127,311)	18,937,881
Advance payments	10,982,806	5,143,698	11,698,714	1,108,160
Other current assets	89,180,904	66,516,507	42,188,660	28,337,527
Other non-current assets	(222,825,096)	(40,436,132)	(141,551,005)	(27,985,072)

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

# Statement of Cash Flows (continued)

GMM Grammy Public Company Limited and its subsidiaries

For the year ended December 31, 2021

(Unit: Baht)

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Increase (decrease) in operating liabilities				
Trade and other payables	(69,610,978)	(207,200,229)	(7,391,903)	(146,472,473)
Unearned income	(161,323,754)	(22,782,097)	(119,454,099)	37,515,098
Other current liabilities	(15,972,846)	(26,280,408)	(20,589,382)	(24,186,529)
Provision for long-term employee benefits	(3,670,550)	(18,839,317)	(24,170,532)	(8,526,933)
Other non-current liabilities	(8,112,875)	66,984,697	19,625	(107,804)
Cost of spectrum license payable	-	(224,700,000)	-	-
Cash flows from (used in) operating activities	(16,578,683)	335,844,335	(250,689,547)	217,723,386
Cash paid for interest expenses	(59,951,575)	(47,236,938)	(36,943,570)	(38,402,623)
Cash paid for termination wages and retirement	(33,241,610)	(51,428,983)	(9,071,078)	(21,606,836)
Cash paid for income tax	(67,065,252)	(96,069,103)	(26,197,512)	(41,473,052)
Cash received from income tax refund	76,120,656	34,279,846	5,736,683	-
<b>Net cash flows from (used in) operating activities</b>	<b>(100,716,464)</b>	<b>175,389,157</b>	<b>(317,165,024)</b>	<b>116,240,875</b>
<b>Cash flows from investing activities</b>				
Acquisition of equipment	(27,257,594)	(65,945,075)	(12,915,729)	(35,919,465)
(Increase) decrease in loans to related parties	-	-	1,059,335,000	(1,052,705,000)
Cash paid to purchase additional investments in subsidiaries	-	-	(1,003,051,820)	-
Cash received from reduction of capital, returning funds and liquidation in subsidiary	-	-	65,282,788	23,852,035
Cash paid from investments in joint ventures	(85,025,190)	-	(51,025,200)	-
Cash received from disposal of investment in associate	-	1,814,501	-	-
Cash received from disposal of investment in joint venture	-	1,200,000,000	-	1,200,000,000
Cash received from purchase of investment in subsidiaries	-	33,233,696	-	-
Cash paid to purchase other investment	-	(249,950)	-	-
Cash received from disposal of equipment and intangible assets	10,709,484	7,587,183	584,542	7,286,615
Dividend received from subsidiaries and associates	15,000,000	7,327,150	46,948,430	101,372,135
Dividend received from other current financial assets	3,296,700	-	3,296,700	-
Cash paid from non-controlling interests of subsidiaries from investments in subsidiaries	-	(2,534,338)	-	-
Interest income	1,887,355	3,946,876	38,214,181	4,275,402
Decrease (increase) in other financial asset	(539,767,542)	120,149,721	(539,767,542)	-
<b>Net cash flows from (used in) investing activities</b>	<b>(621,156,787)</b>	<b>1,305,329,764</b>	<b>(393,098,650)</b>	<b>248,161,722</b>

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

# Statement of Cash Flows (continued)

GMM Grammy Public Company Limited and its subsidiaries

For the year ended December 31, 2021

(Unit: Baht)

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
<b>Cash flows from financing activities</b>				
Increase in short-term loans from bank	750,000,000	50,000,000	750,000,000	50,000,000
Decrease in short-term loans from related parties	-	(460,600,000)	(20,000,000)	(98,400,000)
Repayment of long-term loan	(75,000,000)	(500,000,000)	(75,000,000)	-
Repayment of lease liabilities	(82,162,905)	(75,243,998)	(54,430,998)	(53,977,995)
Dividend paid	-	(163,989,626)	-	(163,989,626)
Dividend paid to non-controlling interest of subsidiaries	(33,076,885)	(55,127,405)	-	-
<b>Net cash flows from (used in) financing activities</b>	<u>559,760,210</u>	<u>(1,204,961,029)</u>	<u>600,569,002</u>	<u>(266,367,621)</u>
<b>Net increase (decrease) in translation adjustments</b>	<u>(2,310,937)</u>	<u>2,055</u>	<u>-</u>	<u>-</u>
<b>Net increase (decrease) in cash and cash equivalents</b>	<u>(164,423,978)</u>	<u>275,759,947</u>	<u>(109,694,672)</u>	<u>98,034,976</u>
Cash and cash equivalents at beginning of year	<u>727,677,141</u>	<u>451,917,194</u>	<u>284,439,520</u>	<u>186,404,544</u>
<b>Cash and cash equivalents at end of year</b>	<u><u>563,253,163</u></u>	<u><u>727,677,141</u></u>	<u><u>174,744,848</u></u>	<u><u>284,439,520</u></u>

## Supplemental cash flows information:

Non-cash transactions:

Increase in assets from lease agreements	12,735,067	39,678,744	3,827,653	5,007,600
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The accompanying notes are an integral part of the financial statements.

# Note to Consolidated Financial Statements

GMM Grammy Public Company Limited and its subsidiaries

For the year ended December 31, 2021

## 1. General information

### 1.1 Corporate information

GMM Grammy Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. GMM Grammy Public Company Limited and its subsidiaries (together “the Group”) are principally engaged in various entertainment businesses, including music business, satellite television business, Digital TV business, movies business, home shopping business, and co-investment in other businesses. The registered office of the Company is at 50 Sukhumvit 21 (Asoke), Klongtoey Nua, Wattana, Bangkok.

### 1.2 Coronavirus disease 2019 Pandemic

With the COVID-19 pandemic continuing to evolve, resulting in an economic slowdown and adversely impacting most businesses and industries. This situation may bring uncertainties and have an impact on the environment in which the Group’s operates. However, the Group’s continued strict compliance with measures to prevent the spread of COVID-19 has made it unable to operate its business at full capacity. This has resulted in a significant decrease in the Group’s revenue compared to the previous years. However, the Group’s management is closely monitoring ongoing developments to assess the financial impact in respect of the valuation of assets, provisions, and contingent liabilities so that appropriate estimates and use of judgement can be made when circumstances change.

### 1.3 Restructuring of the investments by the Group in 2020

In November 2020, the Group restructured its investments in subsidiaries and joint venture as follows:

- 1) GMM Holding Company Limited (a subsidiary, 100% held by the Company) purchased of all investment of GMM Channel Company Limited from GMM Channel Holding Company Limited (joint venture, 50% held by the Company) and others, 20,919,998 ordinary shares of Baht 100 each at a price of Baht 1, in which 100% interest shareholding. Since the status of GMM Channel Company Limited was changed to be a subsidiary, it caused the Company, as guarantor of long-term loan of GMM Channel Company Limited, had to recognised Baht 400 million of obligation from loan guarantee agreement in the separate statement of financial position.

- 2) GMM Holding Company Limited (a subsidiary) purchased all shares of Content and Artist Network Company Limited from GMM Channel Holding Company Limited (a joint venture, 50% held by the Company) and other shareholders, consisting of 996 ordinary shares of Baht 100 each, or 100% of the issued shares, at a price of Baht 1.
- 3) GMM Holding Company Limited (a subsidiary) purchased investment in A-Time Traveller Company Limited from A-Time Media Company Limited which is a subsidiary of GMM Channel Holding Company Limited, 9,998 ordinary shares of Baht 25 each at a price of Baht 249,950, which is a 20% shareholding. The Company therefore classified such investment as non-listed equity instruments presented in non-current financial assets in the consolidated statement of financial position.
- 4) The Company disposed of investments at book value in 9,999,998 ordinary shares of Baht 100 each in GMM Channel Holding Company Limited (a joint venture, 50% held by the Company), at a price of Baht 120 each, totaling Baht 1,200 million, to The ONE Enterprise Company Limited (a joint venture, 31.27% held by the Company). The Company recognised a gain on the disposal of this joint venture of Baht 200 million in the 2020 separate income statements and a loss on disposal of investment in joint venture totaling Baht 438 million in 2020 consolidated income statements. This investment disposal resulted in the Company's loss of joint control in the joint venture. However, the Company has joint control of GMM Channel Holding Company Limited through The ONE Enterprise Company Limited.

GMM Channel Company Limited ("GMM25"), a subsidiary that has received a license to use a broadcast spectrum to provide terrestrial digital television service, entered into a marketing agency agreement with respect to television channel GMM25 with GMM Channel Holding Company Limited who was appointed as marketing agent to support the operation of GMM 25 channel, as well as procuring customers and distributing all of the channel's advertising time. This agreement is effective from 1 January 2021 and shall expire upon the expiration of GMM25's broadcasting license. On 15 December 2020, GMM25 received fee payment of Baht 67 million from GMM Channel Holding Company Limited in respect of the appointment as marketing agent under this agreement, in addition to the income that each party is to receive upon fulfilment of the conditions stipulated in the agreement.

## 2. Basis of preparation

- 2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development, issued under the Accounting Act B.E. 2543.

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from the Thai language financial statements.

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

## 2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of GMM Grammy Public Company Limited ("the Company") and the following subsidiary companies ("the subsidiaries"):

Company	Nature of business	Country of incorporation	Percentage of shareholding	
			2021 %	2020 %
<u>Subsidiaries directly held by the Company</u>				
1. GMM Holding Company Limited	Holding company	Thailand	100	100
2. GMM Music Publishing International Company Limited	Management of music copyrights	Thailand	100	100
3. Fan TV Company Limited (Held 49% by GMM Holding Company Limited, a subsidiary)	Currently non-active	Thailand	51	51
4. GR Vocal Studio Company Limited	Vocal and music schools	Thailand	100	100
5. O Shopping Company Limited	Wholesale and retail by using advertising media and receiving phone orders and E-commerce order	Thailand	100	100
6. MGA Company Limited	Currently non-active	Thailand	100	100
7. Extraorganizer Company Limited	Currently non-active	Thailand	100	100
8. More Music Company Limited	Currently non-active	Thailand	100	100
9. GDC Company Limited	Currently non-active	Thailand	100	100
10. Z Trading Company Limited	Production and distribution of satellite television and digital TV receivers	Thailand	100	100

Company	Nature of business	Country of incorporation	Percentage of shareholding	
			2021	2020
			%	%
11. G200M Company Limited (formerly known as "Digistream Company Limited")	Currently non-active	Thailand	100	100
12. GDH 559 Company Limited	Production of films and television programmes	Thailand	51	51
13. Teen Talk Company Limited	Non-active and completed liquidation on 29 November 2021	Thailand	-	100
14. Exact Company Limited	Production of television programmes	Thailand	100	100
15. Bravo Studios Company Limited	Non-active and completed liquidation on 24 August 2021	Thailand	-	100
16. OSP TV Company Limited (Held 49% by O Shopping Company Limited, subsidiary)	Satellite television platform provider	Thailand	51	51
<u>Subsidiaries held by GMM Holding Company Limited</u>				
1. Grammy Publishing House Company Limited	Currently non-active	Thailand	100	100
2. GMM Goods Company Limited	Distribution of consumer goods	Thailand	100	100
3. G Broadcast Company Limited	Satellite television platform provider	Thailand	100	100
4. GMM Digital Domain Company Limited	Currently non-active	Thailand	100	100
5. Magic Film Company Limited	Currently non-active	Thailand	91	91
6. Global Music and Media (China) Limited	Currently non-active	Hong Kong SAR	100	100
7. GMM Channel Company Limited	Production of television programmes and digital TV broadcasting	Thailand	100	100
8. Content and Artist Network Company Limited	Non-active and completed liquidation on 15 October 2021	Thailand	-	100
<u>Subsidiary held by GMM Digital Domain Company Limited</u>				
1. Digital Arms Company Limited	Currently non-active	Thailand	100	100
<u>Subsidiaries held by Z Trading Company Limited</u>				
1. G S-one Company Limited	Non-active and completed liquidation on 25 August 2021	Thailand	-	100
2. GMM Z Company Limited	Currently non-active	Thailand	100	100
<u>Subsidiary held by GDH559 Company Limited</u>				
1. Nam Dee Mai Ngarm Company Limited	Provide advertising media, public relations consulting and organizer	Thailand	100	100

During the year 2021, there were changes in the composition of the subsidiaries by completed liquidation, Teen Talk Company Limited, Bravo Studios Company Limited, Content and Artist Network Company Limited (a subsidiary held by GMM Holding Company Limited) and G S-One Company Limited (a subsidiary held by Z Trading Company Limited) during the current year (as details mentioned in Note 13 to the financial statements).

- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
  - c) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
  - d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
  - e) The assets and liabilities in the financial statements of overseas subsidiary are translated to Baht using the exchange rate prevailing on the end of reporting period, and revenues and expenses translated using monthly average exchange rates. The resulting differences are shown under the caption of "Exchange differences on translation of financial statements in foreign currency" in the statements of changes in shareholders' equity.
  - f) Material balances and transactions between the Company and its subsidiaries have been eliminated from the consolidated financial statements.
  - g) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.
- 2.3 The separate financial statements present investments in subsidiaries, joint ventures and associates presented under the cost method.
- 2.4 The Group has interests in a joint operation which is joint arrangement whereby the Group has rights to assets and obligations relating to the joint arrangements. The Group recognises assets, liabilities, revenues and expenses in relation to its interest in the following joint operation in the consolidated and separate financial statements from the date that joint control commences until the date that joint control ceases.

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Company's name	Nature of business	Country of incorporation	Involvement in joint operation	
			2021	2020
			%	%

**Attended by GDH559 Company Limited**

Joint Venture Destiny The Movie	Film production	Thailand	70	70
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The financial information of joint operation relating to company's involvement which are included in consolidated financial statement as detail follows:

Summary of financial statement as at 31 December 2021 and 2020.

	(Unit: Million Baht)	
	Consolidated financial statement	
	2021	2020
Current asset	62	16
Current liabilities	(6)	(1)
Joint operator's equity	56	15

There is no other comprehensive income for the year ended 31 December 2021 and 2020.

### 3. New financial reporting standards

#### 3.1 Financial reporting standards that became effective in the current year

During the year, the Group has adopted the revised financial reporting standards and interpretations which are effective for fiscal years beginning on or after 1 January 2021. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The adoption of these financial reporting standards does not have any significant impact on the Group's financial statements.

### **3.2 Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2022**

The Federation of Accounting Professions issued a number of revised financial reporting standards, which are effective for fiscal years beginning on or after 1 January 2022. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and, for some standards, providing temporary reliefs or temporary exemptions for users.

The management of the Group believes that adoption of these amendments will not have any significant impact on the Group's financial statements.

## **4. Significant accounting policies**

### **4.1 Revenue and expense recognition**

#### **Sales of goods**

Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally upon delivery of the goods. Revenue is measured at the amount of the consideration received or receivable, excluding value added tax, of goods supplied after deducting returns, discounts, allowances and price promotions to customers.

#### **Revenues from services**

##### **a) Revenues from production of satellite television and digital TV programmes**

Revenues from production of satellite television and digital TV programmes represent the service income from advertising, promotion and production of television programmes and are stated on the basis of the invoiced value, after deducting discounts and allowances. Service income from advertising and promotion is recognised when services have been rendered on satellite television and digital TV programmes. Service income from production of television programmes is recognised when the production is completed.

##### **b) Revenues from production of concerts**

Revenues from production of concerts are recognised as income when the performances take place.

##### **c) Revenues from production of motion pictures**

Income from box-office sharing is recognised as income when the motion pictures have been exhibited.

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Sales of motion pictures and advertising income are the invoiced value of the films delivered and the services rendered after deducting discounts and allowances.

In cases where royalties from motion pictures are charged at fixed amounts which the licensee cannot refund and the licensor has no further obligations subsequent to granting the rights, the royalties are recognised as income in full when the licensee is entitled to exploit the rights under the terms of the agreement.

d) Management fee and consultant fee income

Management fee and consultant fee income are recognised when services have been rendered.

e) Artist management income

Artist management income is recognised when services have been rendered.

f) Revenues from studio service

Revenues from studio service are recognised when services have been rendered taking into account the stage of completion.

g) Revenues from event advisor and organizer and provision of event equipment

Revenues from event advisor and organizer and provision of event equipment are recognised when services have been rendered taking into account the stage of completion.

h) Revenues from production and service

Revenues from production and service are recognised when services have been rendered taking into account the stage of completion.

*Revenues from copyrights*

Revenues from copyrights are recognised when the right to receive payment is established, and reasonable estimates of such amount can be made.

**Interest income**

Interest income is calculated using the effective interest method and recognised on an accrual basis. The effective interest rate is applied to the gross carrying amount of a financial asset, unless the financial assets subsequently become credit-impaired when it is applied to the net carrying amount of the financial asset (net of the expected credit loss allowance).

**Finance cost**

Interest expense from financial liabilities at amortised cost is calculated using the effective interest method and recognised on an accrual basis.

**Dividend income**

Dividend income is recognised when the right to receive the dividends is established.

**4.2 Cash and cash equivalents**

Cash and cash equivalents consist of cash on hand and at banks, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

**4.3 Inventories**

- a) CDs, VCDs, DVDs and USB Flashdrive are valued at the lower of cost (moving average method) or net realisable value.
- b) Television programmes represent the accumulated production costs in progress and those which are completed and ready for broadcasting. The costs, which consist of expenses directly associated with programme production, are charged against income when the programmes are broadcasted.
- c) Master tapes represent the accumulated costs of master tape production in progress and which has been completed. The costs, consisting of expenses directly associated with production, are charged against income when albums are launched for sale, except for cost of lyrics, melodies and compositions that are transferred to be the intangible asset subjected as “the copyrights to musical compositions”.
- d) Motion picture and cartoon production represents the accumulated production and filming costs which are currently in production, and is transferred to be the intangible asset subjected as “motion picture and cartoon copyrights” when they are exhibited.
- e) Satellite television receivers are valued at the lower of cost (moving weighted average method) or net realisable value.
- f) Other inventories are valued at the lower of cost (moving weighted average method) or net realisable value.

**4.4 Investments in subsidiaries, joint ventures and associates**

Investments in joint ventures and associates are accounted for in the consolidated financial statements using the equity method.

Investments in subsidiaries, joint ventures and associates are accounted for in the separate financial statements using the cost method.

#### 4.5 Leasehold improvement and equipment / Depreciation

Leasehold improvement and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any).

Depreciation of leasehold improvement and equipment is calculated by reference to their costs on the straight-line basis over the following estimated useful lives:

		<u>Useful lives</u>
Leasehold improvement	-	5 years
Operating equipment	-	5 years
Computer and equipment	-	3 years
Furniture, fixtures and office equipment	-	5 years
Motor vehicles	-	5 years
Others	-	5 years

Depreciation is included in determining income.

No depreciation is provided for construction in progress and equipment under installation.

An item of leasehold improvement and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in the income statement when the asset is derecognised.

#### 4.6 Intangible assets

Intangible assets with finite lives are amortised on the straight-line basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged to the income statement.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually either individually or at the cash generating unit level. The assessment of indefinite useful lives of the intangible assets is reviewed annually.

A summary of the intangible assets with finite useful lives is as follows:

- a) Computer software is carried at cost less accumulated amortisation and allowance for impairment losses (if any). It is amortised on a straight-line basis over the contract periods.
- b) Program rights are carried at cost less accumulated amortisation and allowance for impairment losses (if any).

They are recognised as the assets and liabilities under the license contracts when the license contracts period whereby, the cost of rights are known, and rights are under control of the Group. Program rights are amortised on a straight-line basis over the license contract periods.

The Program rights that transfers from inventory, the Group had amortised this right by using 60% of the cost from the first on-air, and other cost are amortised by the basis of straight line for 5 years.

- c) Motion picture and cartoon copyrights are carried at cost less accumulated amortisation and allowance for impairment losses (if any). They are amortised in proportion to their consumptions through various distribution channels, but over periods of no more than 10 years (for motion pictures) and 5 years (for cartoons) from the release date.

Game licenses and other rights are carried at cost less accumulated amortisation and impairment losses (if any). Game licenses and other rights are amortised on a straight-line basis over the license contract periods.

Intangible assets with indefinite useful lives are the copyrights and musical compositions which are carried at cost less accumulated amortisation and impairment losses (if any). They have the indefinite useful life, therefore they are not amortised but are tested for impairment annually either individually or at the cash generating unit level. The assessment of indefinite useful life is reviewed annually.

There is no amortisation for software under development.

#### **4.7 Cost of spectrum license**

Cost of spectrum license is carried at cost less accumulated amortisation and impairment losses (if any). It is recognised as the asset and liability under the license when the license period whereby, the cost of license is known. Cost of spectrum license is amortised on a straight-line basis over the license period, 15 years.

#### **4.8 Goodwill**

Goodwill is initially recorded at cost, which equals to the excess of cost of business combination over the fair value of the net assets acquired. If the fair value of the net assets acquired exceeds the cost of business combination, the excess is immediately recognised as gain in the income statement.

Goodwill is carried at cost less any impairment losses. Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the company's cash generating units (or group of cash-generating units) that are expected to benefit from the synergies of the combination. The Group estimates the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in the income statement. Impairment losses relating to goodwill cannot be reversed in future periods.

#### **4.9 Leases**

At inception of contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

##### **The Group as a lessee**

The Group applied a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. At the commencement date of the lease (i.e. the date the underlying asset is available for use), the Group recognises right-of-use assets representing the right to use underlying assets and lease liabilities based on lease payments.

##### ***Right-of-use assets***

Right-of-use assets are measured at cost, less accumulated depreciation, any accumulated impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities initially recognised, initial direct costs incurred, and lease payments made at or before the commencement date of the lease less any lease incentives received.

Depreciation of right-of-use assets are calculated by reference to their costs or the revalued amount, on the straight-line basis over the shorter of their estimated useful lives and the lease term.

Buildings	2 - 15 years
Motor vehicles	5 years

If ownership of the leased asset is transferred to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

### ***Lease liabilities***

Lease liabilities are measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be payable under residual value guarantees. Moreover, the lease payments include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

The Group discounted the present value of the lease payments by the interest rate implicit in the lease or the Group's incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

### ***Short-term leases and leases of low-value assets***

A lease that has a lease term less than or equal to 12 months from commencement date or a lease of low-value assets is recognised as expenses on a straight-line basis over the lease term.

## **4.10 Related party transactions**

Related parties comprise enterprises and individuals or enterprises that control, or are controlled by, the Group, whether directly or indirectly, or which are under common control with the Group.

They also include associates and individuals or enterprises which directly or indirectly own a voting interest in the Group that gives them significant influence over the Group, key management personnel, directors, and officers with authority in the planning and direction of the Group's operations.

## **4.11 Foreign currencies**

The consolidated and separate financial statements are presented in Baht, which is also the Group's functional currency. Items of each entity included in the consolidated financial statements of each entity are measured using the functional currency of that entity.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period.

Gains and losses on exchange are included in determining income.

#### **4.12 Impairment of non-financial assets**

At the end of each reporting period, the Group performs impairment reviews in respect of the property, plant and equipment right-of-use assets and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. The Group also carries out annual impairment reviews in respect of goodwill and intangible assets with indefinite useful lives. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount.

An impairment loss is recognised in the income statements.

In the assessment of asset impairment if there is any indication that previously recognised impairment losses may no longer exist or may have decreased, the Group estimates the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The increased carrying amount of the asset attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the income statements.

#### **4.13 Provision for goods returns**

Provision for goods returns is estimated with reference to actual goods returns occurring during the year and calculated at the rate of sales made during the year.

#### **4.14 Employee benefits**

##### ***Short-term employee benefits***

Salaries, wages, bonuses and contributions to the social security fund are recognised as expenses when incurred.

### ***Post-employment benefits***

#### ***Defined contribution plans***

The Group and its employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Group. The fund's assets are held in a separate trust fund and the Group's contributions are recognised as expenses when incurred.

#### ***Defined benefit plans***

The Group has obligations in respect of the severance payments it must make to employees upon retirement under labor law. The Group treats these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from post-employment benefits are recognised immediately in other comprehensive income.

Past service costs are recognized in profit or loss on the earlier of the date of the plan amendment or curtailment and the date that the Group recognises restructuring-related costs.

### **4.15 Provisions**

Provisions are recognised when the Group has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

### **4.16 Income Tax**

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

#### **Current tax**

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

### **Deferred tax**

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

The Group recognises deferred tax liabilities for all taxable temporary differences while it recognises deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

At each reporting date, the Group reviews and reduces the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Group records deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

### **4.17 Financial instruments**

The Group initially measures financial assets at its fair value plus, in the case of financial assets that are not measured at fair value through profit or loss, transaction costs. However, trade receivables, that do not contain a significant financing component, are measured at the transaction price as disclosed in the accounting policy relating to revenue recognition.

#### **Classification and measurement of financial assets**

Financial assets are classified, at initial recognition, as to be subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI"), or fair value through profit or loss ("FVTPL"). The classification of financial assets at initial recognition is driven by the Group's business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

#### ***Financial assets at amortised cost***

The Group measures financial assets at amortised cost if the financial asset is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate ("EIR") method and are subject to impairment. Gains and losses are recognised in the income statement when the asset is derecognised, modified or impaired.

***Financial assets designated at FVOCI (equity instruments)***

Upon initial recognition, the Group can elect to irrevocably classify its equity investments which are not held for trading as equity instruments designated at FVOCI. The classification is determined on an instrument-by-instrument basis.

Gains and losses recognised in other comprehensive income on these financial assets are never recycled to the income statement.

Dividends are recognised as other income in profit or loss, except when the dividends clearly represent a recovery of part of the cost of the financial asset, in which case, the gains are recognised in other comprehensive income.

Equity instruments designated at FVOCI are not subject to impairment assessment.

***Financial assets at FVTPL***

Financial assets measured at FVTPL are carried in the statement of financial position at fair value with net changes in fair value recognised in the income statement.

These financial assets include derivatives, security investments held for trading, equity investments which the Group has not irrevocably elected to classify at FVOCI and financial assets with cash flows that are not solely payments of principal and interest.

Dividends on listed equity investments are recognised as other income in the income statement.

**Classification and measurement of financial liabilities**

Except for derivative liabilities, at initial recognition the Group's financial liabilities are recognised at fair value net of transaction costs and classified as liabilities to be subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the EIR amortisation process. In determining amortised cost, the Group takes into account any discounts or premiums on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the income statement.

**Financial guarantee contracts**

Provisions on financial guarantee contracts are initially recognised in the financial statements at fair value. The provision under each guarantee contract is subsequently measured at the higher of the amount initially recognised less cumulative amortisation, and the allowance for expected credit losses.

The Company estimates the expected credit losses of financial guarantee contracts based on the present value of the payments expected to be made to the holder of the contract if a default occurs, discounted using a risk-adjusted interest rate relevant to the exposure. The expected credit losses related to financial guarantee contracts are recognised under obligation on loan guarantees.

#### **Derecognition of financial instruments**

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or have been transferred and either the Group has transferred substantially all the risks and rewards of the asset, or the Group has transferred control of the asset.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the income statement.

#### **Impairment of financial assets**

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure (a lifetime ECL).

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

ECLs are calculated based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

#### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset, and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

#### **4.18 Fair value measurement**

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

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

Level 1 - Use of quoted market prices in an active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

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

#### **5. Significant accounting judgements and estimates**

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures, and actual results could differ from these estimates. Significant judgements and estimates are as follows:

### Impairment of investments

The Group treats investments in subsidiaries, joint ventures, associates and other long-term investments as impaired when there has been a significant or prolonged decline in the fair value below their cost or where other objective evidence of impairment exists. The determination of what is “significant” or “prolonged” requires judgement of the management regarding to its projections of future operating performance, future business plans, and determination of an appropriate discount rate and key assumptions.

### 6. Related party transactions

During the years, the Group had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Group and those related parties.

(Unit: Million Baht)			
	Consolidated		Pricing policy*
	financial statements		
	2021	2020	
<u>Transactions with joint ventures</u>			
Sales of goods	1	6	(2)
Service income	130	156	(2)/(5)/(6)
Revenues from copyrights	131	55	(3)
Other income	27	8	(5)
Service expenses	258	414	(5)/(6)
<u>Transactions with associates</u>			
Service income	-	2	(2)
Revenues from copyrights	1	1	(3)
Other income	1	1	(5)
Service expenses	25	28	(5)
<u>Transactions with related companies</u>			
Other income	2	2	(5)
Rental and service expenses	144	161	(1)/(5)/(6)

(Unit: Million Baht)

	Separate		Pricing policy*
	financial statements		
	2021	2020	
<u>Transactions with subsidiaries</u>			
(eliminated from the consolidated financial statements)			
Service income	10	21	(2)/(4)/(5)
Revenues from copyrights	167	161	(3)
Other income	2	3	(5)
Interest income	33	6	(7)
Service expenses	35	63	(5)
Interest expenses	2	4	(7)
<u>Transactions with joint ventures</u>			
Sales of goods	1	6	(2)
Service income	76	113	(2)/(5)/(6)
Revenues from copyrights	68	28	(3)
Other income	6	8	(5)
Service expenses	105	243	(5)/(6)
<u>Transactions with associates</u>			
Rental and service expenses	6	8	(2)
<u>Transactions with related companies</u>			
Other income	2	2	(5)
Rental and service expenses	120	115	(1)/(5)/(6)

\*Pricing policy explanation

- (1) Contract price with the rental rate as appraised by independent valuer
- (2) With reference to prices charged to third parties depending on when the sales were made and the agreement
- (3) Charge per unit purchased/sold with reference to market price
- (4) Cost plus margin
- (5) Mutually agreed price
- (6) Contract price
- (7) At the rate not lower than the rate of fixed deposit or the rate of minimum loan rate (MLR) minus 1% - 1.5% per annum based on case by case

As at 31 December 2021 and 2020, the balances of the accounts between the Company and those related parties are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
<b><u>Trade and other receivables - related parties (Note 8)</u></b>				
Subsidiaries	-	-	60,929	48,599
Joint ventures	263,923	118,997	72,538	14,523
Associated companies	237	698	48	73
Related companies (related by common shareholder)	189	692	189	692
Total trade and other receivables - related parties, net	<u>264,349</u>	<u>120,387</u>	<u>133,704</u>	<u>63,887</u>
<b><u>Trade and other payables - related parties (Note 21)</u></b>				
Subsidiaries	-	-	10,141	23,852
Joint ventures	288,129	180,427	94,898	56,502
Associated companies	4,461	9,428	2,183	4,325
Related companies (related by common shareholder)	11,654	21,417	2,150	3,854
Total trade and other payables - related parties	<u>304,244</u>	<u>211,272</u>	<u>109,372</u>	<u>88,533</u>
<b><u>Lease liabilities - related party</u></b>				
Related companies (related by common shareholder)	212,001	262,816	185,491	227,921
Total lease liabilities - related party	<u>212,001</u>	<u>262,816</u>	<u>185,491</u>	<u>227,921</u>
<b><u>Unearned income from the marketing agent right</u></b>				
<b><u>- related party (other non-current liabilities)</u></b>				
Joint venture	58,960	67,000	-	-
Total unearned income from marketing agent right				
- related parties	<u>58,960</u>	<u>67,000</u>	<u>-</u>	<u>-</u>

On 30 November 2020, GMM Channel Company Limited ("GMM25"), a subsidiary of the Company and holder of Digital TV broadcasting license entered into an agreement to with GMM Channel Holding Company Limited ("Channel Holding") regarding the appointment of marketing agent transaction for GMM25 digital tv channel responsible for finding customers and sales of advertising media of GMM25. The agreement is effective from 1 January 2021 until the expiry of the term of the broadcasting license of GMM25. On 15 December 2020, GMM25 received fee payment of Baht 67 million from Channel Holding in respect of the appointment as marketing agent under this agreement, in addition to the income that each party is to receive upon fulfilment of the conditions stipulated in the agreement. This fee payment will be amortised until the expiry of the license.

### **Loans to/loans from related parties**

As at 31 December 2021 and 2020, the balances of loans between the Company and those related companies and the movement of loans are as follows:

(Unit: Thousand Baht)				
	Separate financial statements			
	Balance as at	During the year		Balance as at
	31 December			31 December
	2020	Increase	Decrease	2021
<b><u>Loans to related parties</u></b>				
<b><u>Subsidiaries</u></b>				
G200M Company Limited (formerly known as "Digistream Company Limited")	12,000	-	-	12,000
Fan TV Company Limited	19,125	-	(4,335)	14,790
GMM Holding Company Limited	1,055,000	1,126,000	(2,181,000)	-
Total	1,086,125	1,126,000	(2,185,335)	26,790
<u>Less:</u> Allowance for expected credit losses	(1,084,595)	-	1,057,805	(26,790)
Loans to related parties - net	1,530	1,126,000	(1,127,530)	-

Minimum interest rate charged on loans to subsidiaries is charged at the rate not lower than the rate of fixed deposit or the rate of minimum loan rate (MLR) minus 1% - 1.5% per annum based on case by case.

Set out below is the movement in the allowance for expected credit losses of loans to related parties.

(Unit: Thousand Baht)	
	Separate financial statements
Beginning balance	1,084,595
Provision for expected credit losses	-
Amount recovered	(1,057,805)
Ending balance	26,790

The significant decrease of Baht 1,058 million in the allowance for expected credit losses of loans to related parties in 2021 was mainly due to amount recover from loans to GMM Holding Company Limited (2020: the significant increase of Baht 1,055 million in the allowance for expected credit losses was mainly due to loan to GMM Holding Company Limited).

(Unit: Thousand Baht)

	Separate financial statements			
	Balance as at	During the year		Balance as at
	31 December			31 December
	2020	Increase	Decrease	2021
<b><u>Short-term loans from related parties</u></b>				
<b>Subsidiaries</b>				
MGA Company Limited	22,500	-	(8,000)	14,500
GMM Music Publishing International				
Company Limited	78,000	20,000	(55,000)	43,000
More Music Company Limited	5,800	-	-	5,800
Z Trading Company Limited	247,000	109,000	(10,000)	346,000
O Shopping Company Limited	50,000	30,000	(80,000)	-
Exact Company Limited	110,000	5,000	(3,000)	112,000
Teen Talk Company Limited	28,000	-	(28,000)	-
GR Vocal Studio Company Limited	6,500	-	-	6,500
GDC Company Limited	2,000	-	-	2,000
Total	549,800	164,000	(184,000)	529,800

Minimum interest rate charged on loans from subsidiaries are charged at the rate not lower than the rate of fixed deposit or the rate of minimum loan rate (MLR) minus 1% - 1.5% per annum based on case by case.

**Directors and management's benefits**

During the years ended 31 December 2021 and 2020, the Group had employee benefit expenses payable of their directors and management as below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Short-term employee benefits	56,596	74,796	54,107	73,296
Post-employment benefits	3,581	4,192	3,507	4,118
Total	60,177	78,988	57,614	77,414

**Guarantee obligations with related parties**

The Group has outstanding guarantee obligations with its related parties, as described in Note 26 and Note 37.5 to the financial statements.

## 7. Cash and cash equivalents

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Cash on hand and at banks	563,251	727,675	174,743	284,437
Short-term investments	2	2	2	2
Total cash and cash equivalents	563,253	727,677	174,745	284,439

As at 31 December 2021, bank deposits in saving accounts, fixed deposits and highly liquid investments carried interests between 0.05% and 0.49% per annum (2020: between 0.05% and 0.73% per annum) (the Company only: between 0.05% and 0.49% per annum, 2020: between 0.05% and 0.73% per annum).

## 8. Trade and other receivables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
<b><u>Trade receivables - related parties</u></b>				
Aged on the basis of due dates				
Not yet due	82,256	15,792	46,906	26,752
Past due				
Up to 3 months	3,418	8,721	1,427	1,916
3 - 6 months	-	644	-	19
6 - 12 months	80	193	-	-
Over 12 months	3,083	327	13,867	13,867
Total	88,837	25,677	62,200	42,554
<u>Less</u> Allowance for expected credit losses	-	-	(13,867)	(13,867)
Total trade receivables - related parties, net	88,837	25,677	48,333	28,687
<b><u>Trade receivables - unrelated parties</u></b>				
Aged on the basis of due dates				
Not yet due	128,321	201,690	57,998	135,575
Past due				
Up to 3 months	51,808	123,164	32,305	75,550
3 - 6 months	3,172	20,551	2,880	11,011
6 - 12 months	12,843	19,877	9,562	16,919
Over 12 months	176,509	173,834	48,543	37,417
Total	372,653	539,116	151,288	276,472
<u>Less</u> Allowance for expected credit losses	(182,143)	(188,364)	(50,824)	(46,351)
Total trade receivables - unrelated parties, net	190,510	350,752	100,464	230,121
Total trade receivables - net	279,347	376,429	148,797	258,808

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
<b><u>Other receivables</u></b>				
Other receivables - related parties	6,615	6,889	26,624	12,420
Other receivables - unrelated parties	98,483	102,496	39,159	39,497
Dividends receivable from subsidiaries	-	-	25,574	11,999
Accrued income - related parties	168,897	87,821	40,663	10,781
Accrued income - unrelated parties	295,310	379,452	232,107	246,559
Total other receivables	569,305	576,658	364,127	321,256
<u>Less</u> Allowance for expected credit losses	(47,692)	(40,707)	(46,388)	(38,898)
Total other receivables - net	521,613	535,951	317,739	282,358
Total trade and other receivables - net	800,960	912,380	466,536	541,166

The normal credit term is 30 to 90 days.

Set out below is the movement in the allowance for expected credit losses of trade and other receivables.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Beginning balance	229,071	278,545	99,116	161,296
Increase from investment in subsidiaries	-	11,732	-	-
Provision for expected credit losses	18,867	9,438	16,633	7,075
Amount recovered	(11,422)	(1,389)	(2,530)	-
Amount written off	(6,681)	(69,255)	(2,140)	(69,255)
Ending balance	229,835	229,071	111,079	99,116

## 9. Inventories

	(Unit: Thousand Baht)					
	Consolidated financial statements					
	Cost		Reduce cost to net realisable value		Inventories-net	
	2021	2020	2021	2020	2021	2020
CDs, VCDs, DVDs and USB Flashdrive	109,889	98,856	(94,143)	(78,205)	15,746	20,651
Motion picture and cartoon production	45,525	36,496	-	-	45,525	36,496
Work in process	139,298	103,541	(17,522)	(17,522)	121,776	86,019
Television programmes	8,320	19,065	(5,727)	(17,678)	2,593	1,387
Satellite television and Digital TV receivers	30,100	33,199	(8,881)	(9,714)	21,219	23,485
Others	22,904	47,341	(8,348)	(2,128)	14,556	45,213
Total	356,036	338,498	(134,621)	(125,247)	221,415	213,251

(Unit: Thousand Baht)

	Separate financial statements					
	Cost		Reduce cost to net realisable value		Inventories-net	
	2021	2020	2021	2020	2021	2020
CDs, VCDs, DVDs and USB Flashdrive	111,078	101,376	(94,142)	(78,205)	16,936	23,171
Work in process	128,605	95,179	(17,522)	(17,522)	111,083	77,657
Total	239,683	196,555	(111,664)	(95,727)	128,019	100,828

During the current year, the Group reduced cost of net realisable value by Baht 9 million (2020: reversed Baht 35 million) (the Company only: Baht 16 million, 2020: reversed Baht 40 million) and reduced the amount of inventories recognised as expenses during the year.

#### 10. Other current financial assets

(Unit: Thousand Baht)

	Consolidated/Separate financial statements	
	2021	2020
<u>Financial assets at FVTPL</u>		
Listed equity investment		
Rojukiss International Public Company Limited	629,370	-
Total financial assets at FVTPL	629,370	-
Total other current financial assets	629,370	-

On 15 January 2021, the Company signed a letter of intent (LOI) with Rojukiss International Public Company Limited ("Rojukiss") for the right to purchase up to 59.94 million shares in Rojukiss, or 9.99 percent of all shares, at the initial public offering price. The exercise period for this option ends on 7 July 2021.

The Company performed a valuation of this call option and recognised Baht 34 million in the financial statements.

On 10 June 2021, the Company exercised the rights to purchase 59.94 million shares of Rojukiss at a price of Baht 9 per share from the existing shareholders, or 9.99 percent of all shares, totaling amount of Baht 539.77 million.

During the year, the Company received dividends in the amount of Baht 3 million from Rojukiss.

## 11. Other current assets

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Input tax refundable	36,226	56,318	7	-
Withholding tax deducted at source	45,186	68,165	26,198	41,473
Others	2,152	2,881	1,949	2,654
Total other current assets	83,564	127,364	28,154	44,127

## 12. Other non-current financial assets

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
<u>Debt instruments at amortised cost</u>				
Government Savings Bank Bond	5,014	5,014	5,014	5,014
Total debt instruments at amortised cost - net	5,014	5,014	5,014	5,014
<u>Debt instruments at FVTPL</u>				
Unit Trusts in Tisco Fixed - Income Fund	3,197	3,197	3,197	3,197
Less: Allowance for expected credit losses	(2,722)	(2,719)	(2,722)	(2,719)
Total debt instruments at FVTPL - net	475	478	475	478
<u>Non-listed equity investments at FVOCI</u>				
Siam Telemarketing Company Limited	3,000	3,000	3,000	3,000
Pracharath Rak Samakkee Social Enterprise (Thailand) Company Limited	1,000	1,000	1,000	1,000
CTH Public Company Limited	1,030,340	1,030,340	-	-
A-Time Traveller Company Limited	250	250	-	-
Total	1,034,590	1,034,590	4,000	4,000
Less: Allowance for expected credit losses	(1,034,340)	(1,034,340)	(4,000)	(4,000)
Total non-listed equity investments at FVOCI - net	250	250	-	-
<u>Financial assets at FVOCI</u>				
Listed equity investments				
BEC World Public Company Limited	141	81	141	81
Total financial assets at FVOCI	141	81	141	81
Total other non-current financial assets - net	5,880	5,823	5,630	5,573

The Group has pledged all stock certificates of CTH Public Company Limited as a collateral for long-term loans from a bank. The Group is required to comply with conditions and restrictions stipulated in the agreement.

### 13. Investments in subsidiaries

Details of investments in subsidiaries as presented in separate financial statements are as follows:

(Unit: Thousand Baht)

Company	Separate financial statements							
	Paid-up capital		Shareholding percentage		Cost		Dividend received during the year	
	2021	2020	2021	2020	2021	2020	2021	2020
	(Million Baht)	(Million Baht)	(%)	(%)				
MGA Company Limited	2.6	10.5	100	100	2,625	10,500	-	-
Extraorganizer Company Limited	1	1	100	100	999	999	-	-
More Music Company Limited	1	1	100	100	1,000	1,000	-	-
GMM Holding Company Limited	1,103	100	100	100	1,103,052	100,000	-	-
GMM Music Publishing International Company Limited	5	5	100	100	4,999	4,999	17,999	26,998
Fan TV Company Limited	200	200	51	51	83,777	83,777	-	-
GR Vocal Studio Company Limited	5	5	100	100	2,525	2,525	-	-
O Shopping Company Limited	356	356	100	100	251,751	251,751	-	-
GDC Company Limited	47	47	100	100	46,814	46,814	-	-
Z Trading Company Limited	5,935	5,935	100	100	5,935,000	5,935,000	-	-
G200M Company Limited (formerly known as "Digistream Company Limited")	1	1	100	100	1,000	1,000	-	-
GDH 559 Company Limited	150	150	51	51	76,500	76,500	34,425	57,375
Exact Company Limited	60	60	100	100	81,979	81,979	8,100	3,000
Teen Talk Company Limited	-	40	-	100	-	44,260	-	-
OSP TV Company Limited	0.25	0.25	51	51	127	127	-	-
Bravo Studios Company Limited	-	12.5	-	100	-	12,500	-	-
Total					7,592,148	6,653,731	60,524	87,373
Less Allowance for impairment of investments					(6,933,159)	(5,918,884)		
Investments in subsidiaries - net					658,989	734,847		

During the current year, changes of investments in subsidiaries which have been presented in the separate financial statements are as follows:

*Additional investment in subsidiaries*

Investor	Subsidiaries	Percentage of shareholding (%)	Description	Amount (Thousand Baht)
GMM Grammy Public Company Limited	GMM Holding Company Limited	100	Paid for 2.50 million existing ordinary shares at a price of Baht 60 per share and additionally invested in 8.53 million ordinary shares at a price of Baht 100 per share. The shareholding is 100%. The capital increase has no effect to the shareholding in that company.	1,003,052
GMM Holding Company Limited	GMM Channel Company Limited	100	Additionally invested in 11.13 million ordinary shares at a price of Baht 100 per share. The shareholding is 100%. The capital increase has no effect to the shareholding in that company.	1,113,000

*Reduction of capital by subsidiaries*

Investor	Subsidiaries	Percentage of shareholding (%)	Description	Amount (Thousand Baht)
GMM Grammy Public Company Limited	MGA Company Limited	100	Reduction of capital by 900,000 shares of Baht 8.75 each and returning funds to shareholders. This had no impact on the Company's proportionate shareholding.	7,875
GMM Holding Company Limited	GMM Digital Domain Company Limited	100	Reduction of capital by 499,996 shares of Baht 74 each and returning funds to shareholders. This had no impact on the Company's proportionate shareholding.	37,000

Investor	Subsidiaries	Percentage of shareholding (%)	Description	Amount (Thousand Baht)
GMM Digital Domain Company Limited	Digital Arms Company Limited	100	Reduction of capital by 5.25 million shares of Baht 10 each and returning funds to shareholders. This had no impact on the Company's proportionate shareholding.	52,500

**Deregistered subsidiaries**

Investor	Subsidiaries	Percentage of shareholding (%)	Description
GMM Grammy Public Company Limited	Bravo Studios Company Limited	100	Deregistered with the Ministry of Commerce on 16 July 2021, completed liquidation on 24 August 2021, and made a cash liquidation payment of Baht 12 million to shareholders.
Z Trading Company Limited	G S-one Company Limited	100	Deregistered with the Ministry of Commerce on 16 July 2021, completed liquidation on 25 August 2021, and made a cash liquidation payment of Baht 1 million to shareholders.
GMM Holding Company Limited	Content and Artist Network Company Limited	100	Deregistered with the Ministry of Commerce on 31 August 2021, completed liquidation on 15 October 2021.

**Reduction of capital and deregistered by subsidiaries**

Investor	Subsidiaries	Percentage of shareholding (%)	Description	Amount (Thousand Baht)
GMM Grammy Public Company Limited	Teentalk Company Limited	100	Reduction of capital by 399,996 shares of Baht 70 each totaling of Baht 28 million and returning funds to shareholders. And deregistered with the Ministry of Commerce on 16 July 2021, completed liquidation on 29 November 2021 and made a cash liquidation payment of Baht 17 million to shareholders.	45,169

On 9 December 2021, Digistream Company Limited registered the change of name to be “G200M Company Limited”.

During the current year, The Company additional recorded allowance for impairment loss of investment in a subsidiary of Baht 1,014 million (2020: reversed recorded allowance for impairment loss of investment in a subsidiary of Baht 61 million).

In 2020, GMM Holding Company Limited (a subsidiary) additionally invested in ordinary shares of GMM Channel Company Limited and Content and Artist Network Company Limited. Thus, the Group has control over such companies and has classified GMM Channel Company Limited and Content and Artist Network Company Limited as subsidiaries. There was a purchase price difference higher than the net asset book value at the acquisition date.

The valuation of the assets and liabilities of GMM Channel Company Limited and Content and Artist Network Company Limited at the acquisition date was as follows:

	(Unit: Thousand Baht)	
	GMM Channel Company Limited	Content and Artist Network Company Limited
Cash and cash equivalents	33,229	4
Trade and other receivables	272,641	-
Prepaid expenses	24,762	-
Inventories	3,928	-
Advance payments	1,889	-
Other current assets	35,998	-
Leasehold improvement and equipment	10,524	-
Right-of-use assets	59,293	-
Cost of spectrum license	485,157	-
Other non-current assets	55,727	-
Total assets	983,148	4

	(Unit: Thousand Baht)	
	GMM Channel	Content and
	Company Limited	Artist Network
	Company Limited	Company Limited
Trade and other payables	(293,633)	(202)
Unearned revenue	(64,978)	-
Short-term loans from related parties	(460,600)	-
Long-term loans	(898,880)	-
Lease liabilities	(62,363)	-
Cost of spectrum license payable	(224,700)	-
Other current liabilities	(10,198)	-
Provision for long-term employee benefits	(10,312)	-
Total liabilities	(2,025,664)	(202)
Net assets	(1,042,516)	(198)
Shareholding percentage	100.00	100.00
Fair value of net assets in shareholding percentage of the Group	(1,042,516)	(198)
Consideration paid for investments	-	-
Losses on purchases at fair value are recognised in the income statement	(1,042,516)	(198)

## 14. Investments in joint ventures

### 14.1 Details of investments in joint ventures:

Investments in joint ventures represent investments in entities which are jointly controlled by the Group and other companies. Details of these investments are as follows:

(Unit: Thousand Baht)

Company	Nature of business	Consolidated financial statements					
		Shareholding percentage		Cost		Carrying amounts based on equity method	
		2021	2020	2021	2020	2021	2020
		(%)	(%)				
The ONE Enterprise Public Company Limited (formerly known as "The ONE Enterprise Company Limited")	Engage in the business of digital TV and radio, content creation, advertising media production, advertising time distribution, advertising space rental, artist management, studio rental and invest in other business	25.02	31.27	1,191,550	1,191,550	791,921	288,317
YGMM Company Limited	Engage in the entertainment business and the provision of consulting services including fully integrated idol artist development to becoming a word-class professional artist	51.00	-	51,025	-	49,255	-
				<u>1,242,575</u>	<u>1,191,550</u>	<u>841,176</u>	<u>288,317</u>

(Unit: Thousand Baht)

Company	Nature of business	Consolidated financial statements					
		Shareholding percentage		Cost		Carrying amounts based on equity method	
		2021	2020	2021	2020	2021	2020
		(%)	(%)				
O2 KISS Company Limited	Engage in the distribution of cosmetic products, and cosmeceuticals and dietary supplements	60.00	-	30,000	-	21,720	-
FOREVER TM Company Limited	Engage to entertainment business, provide modelling services to advertise and promote products	50.00	-	500	-	492	-
Special Destiny Company Limited	Raise funds by offering digital tokens to general investors	70.00	-	3,500	-	3,495	-
				34,000	-	25,707	-
Total investments in joint ventures				1,276,575	1,191,550	866,883	288,317

(Unit: Thousand Baht)

Company	Nature of business	Separate financial statements			
		Shareholding percentage		Carrying amounts based on cost method	
		2021	2020	2021	2020
		(%)	(%)		
The ONE Enterprise Public Company Limited (formerly known as "The ONE Enterprise Company Limited")	Engage in the business of digital TV and radio, content creation, advertising media production, advertising time distribution, advertising space rental, artist management, studio rental and invest in other business	25.02	31.27	1,191,550	1,191,550
YGMM Company Limited	Engage in the entertainment business and the provision of consulting services including fully integrated idol artist development to becoming a word-class professional artist	51.00	-	51,025	-
Total investments in joint ventures				1,242,575	1,191,550

During the current year, the Company redeemed all pledged shares of The ONE Enterprise Public Company Limited because the joint venture had repaid all long-term loans from bank.

In 2021 and 2020, change of investments in joint ventures are as follows:

*Additional investment in joint ventures*

Investor	Joint ventures	Percentage of shareholding (%)	Description	Amount (Thousand Baht)
GMM Grammy Public Company Limited	YGMM Company Limited	51	Invested in 507 ordinary shares at a price of Baht 100 per share, for a total of Baht 0.05 million. The shareholding is 51%. Then, additionally invested in 1,019,490 ordinary shares, at a price of Baht 50 per share (Baht 100 each, called up 50%), for a total of Baht 50.97 million. The capital increase has no effect to the Company's shareholding in that company.	51,025
O Shopping Company Limited	O2 KISS Company Limited	60	Invested in 3 million ordinary shares of Baht 10 each. The shareholding is 60%	30,000
O Shopping Company Limited	FOREVER TM Company Limited	50	Invested in 49,998 ordinary shares of Baht 10 each. The shareholding is 50%	500
GDH 559 Company Limited	Special Destiny Company Limited	70	Invested in 699,998 ordinary shares of Baht 5 each. The shareholding is 70%	3,500

*Disposal of investment in joint venture in 2020*

Investor	Joint venture	Percentage of shareholding (%)	Description	Amount (Thousand Baht)
GMM Grammy Public Company Limited	GMM Channel Holding Company Limited	100	Disposal of all 9,999,998 ordinary shares at a price of Baht 120 per share to a third party (its cost was Baht 1,000 million)	1,200,000

## 14.2 Share of comprehensive income and dividend income

During the year, the Group recognised its share of comprehensive income from investments in the joint ventures in the consolidated financial statements and dividend income in the separate financial statements as follows:

Joint ventures	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	Share of profit (loss) from investments in joint ventures during the year		Share of other comprehensive income (loss) from investments in joint ventures during the year	
	2021	2020	2021	2020
<u>Joint Venture invested by the Company</u>				
The ONE Enterprise Public Company Limited (formerly known as "The ONE Enterprise Company Limited")	272,028	216,961	(3,348)	-
GMM Channel Holding Company Limited	-	191,855	-	-
Other joint ventures	(10,063)	-	-	-
	261,965	408,816	(3,348)	-

## 14.3 Fair value of investment in listed joint venture

In respect of investment in joint venture that is listed company on the Stock Exchange of Thailand, its fair value is as follows:

Joint venture	(Unit: Million Baht)	
	Fair values as at 31 December	
	2021	2020
The ONE Enterprise Public Company Limited (formerly known as "The ONE Enterprise Company Limited")	6,434	-
Total	6,434	-

#### 14.4 Summarised financial information about material joint ventures

##### Summarised financial information about financial position

	(Unit: Million Baht)	
	As at 31 December	
	Group of The ONE Enterprise Public Company Limited	
	2021	2020
Cash and cash equivalents	2,462	412
Current assets	1,832	1,865
Non-current assets	5,011	5,161
Total assets	9,305	7,438
Other current liabilities	(2,037)	(1,994)
Long-term loans	-	(2,975)
Other non-current liabilities	(423)	(364)
Total liabilities	(2,460)	(5,333)
<b>Net assets</b>	<b>6,845</b>	<b>2,105</b>
Shareholding percentage (%)	25.02	31.27
<b>Share of net assets</b>	<b>1,713</b>	<b>658</b>
Elimination entries and others	(921)	(370)
<b>Carrying amounts of joint venture based on equity method</b>	<b>792</b>	<b>288</b>

##### Summarised information about comprehensive income

	(Unit: Million Baht)	
	For the years ended 31 December	
	Group of The ONE Enterprise Public Company Limited	
	2021	2020
Revenues	5,438	3,216
Cost of sales and services	(2,636)	(1,538)
Selling and servicing expenses	(209)	(121)
Administrative expenses	(1,498)	(802)
Share of profit from investments in associates	-	5
Finance cost	(129)	(87)
Profit before income tax expenses	966	673
Income tax expenses	(137)	(38)
Profit for the year	829	635
Other comprehensive income	(24)	-
<b>Total comprehensive income</b>	<b>805</b>	<b>635</b>

#### 14.5 Aggregate amount of share of comprehensive income from other joint ventures

(Unit: Million Baht)

For the year ended 31 December

	<u>2021</u>	<u>2020</u>
Share of comprehensive income:		
Loss from continuing operations	(10)	-
Carrying amount of its interests in all individually immaterial joint ventures accounted for using the equity method	75	-

In November 2020, The ONE Enterprise Public Company Limited, a joint venture invested Baht 2,200 million in the ordinary shares of GMM Channel Holding Company Limited and its subsidiaries, which are engaged in the production of television and radio programmes. The ONE Enterprise Public Company Limited provisionally recorded the acquisition using its best estimate of the identifiable assets acquired and liabilities assumed. The ONE Enterprise Public Company Limited is to finalise its accounting for this acquisition within 1 year after the acquisition date in accordance with Thai Financial Reporting Standard No. 3 Business Combinations.

In April 2021, The ONE Enterprise Public Company Limited (a joint venture of the Company) restated the consolidated statement of financial position as at 31 December 2020, and the related consolidated statements of comprehensive income for the year then ended to reflect the fair value of the identifiable assets acquired and liabilities assumed of GMM Channel Holding Company Limited and its subsidiaries as from the acquisition date. However, the finalisation of the recording of this acquisition did not significantly impact the share of profit/loss from the joint venture recognised by the Group using the equity method. Therefore, the Group has not restated the prior year financial statements presented for comparative purposes.

On 3 May 2021, The ONE Enterprise Public Company Limited (a joint venture of the Company) has registered the change of its registration with the Ministry of Commerce as follows:

- a) Transforming a juristic person under the Civil and Commercial Code into a juristic person under the Public Company Limited Act B.E. 2535
- b) Change the name from “The ONE Enterprise Company Limited” to “The ONE Enterprise Public Company Limited”.
- c) Increase the company's registered capital of Baht 952.5 million (476,250,000 ordinary shares, par value of Baht 2) from the registered capital of Baht 3,810 million (38,100,000 ordinary shares, par value of Baht 100) to a new registered capital of Baht 4,762.5 million (2,381,250,000 ordinary shares, par value of Baht 2)

On 10 May 2021, The ONE Enterprise Public Company Limited has submitted an application for approval of the offering of newly-issued ordinary shares, registration statement and draft prospectus for offering of securities to the Office of the Securities and Exchange Commission, as well as an application for approval of listing of ordinary shares on the Stock Exchange of Thailand with the Stock Exchange of Thailand.

On 3 November 2021, the ONE Enterprise Public Company Limited has received full payment of the additional capital and then registered the increase of its issued and paid-up share capital from Baht 3,810 million (1,905,000,000 ordinary shares with a par value of Baht 2 each) to Baht 4,762.5 million (2,381,250,000 ordinary shares with a par value of Baht 2 each) with the Ministry of Commerce on the same date. However, the increase in registered share capital of joint venture resulted in a decrease in the Company's interest in Joint venture from 31.27% to 25.02%. The Company recognised gains on deemed disposal of investment in such joint venture amounting to Baht 235 million in the consolidated financial statement.

The Stock Exchange of Thailand approved the ONE Enterprise Public Company Limited's ordinary shares as listed securities, with trading permitted on 5 November 2021.

## 15. Investments in associates

### 15.1 Details of associates

Company	Nature of business	Country of incorporation	Consolidated financial statements						(Unit: Thousand Baht)	
			Paid up capital		Percentage of shareholding		Cost			Carrying amounts based on equity method
			2021	2020	2021	2020	2021	2020		
			(Million Baht)	(Million Baht)	(%)	(%)				
<b>Associates held by the subsidiaries</b>										
Nadao Bangkok Company Limited	Production of film, television programmes and talent agency services	Thailand	2	2	30	30	600	600	16,026	17,943
Sawasdee Thaweessuk Company Limited	Design and post production of advertising media and films and public relations for films	Thailand	5	5	25	25	937	937	2,085	2,506
Stengdee Thaweessuk Company Limited	Provide recording movie sound and movie advertisement, produce sound and music for movie	Thailand	5	5	45	45	2,250	2,250	2,666	2,334
Ngandee Thaweessuk Company Limited	Public relation and organizer	Thailand	1	1	40	40	400	400	2,840	2,315
<b>Associates held by the Company</b>										
Family Know How Company Limited	Dissolution and in a process of liquidation	Thailand	50	50	50	50	12,000	12,000	5,704	5,704
Lucks (666) Satellite Company Limited	Currently non-active	Thailand	20	20	25	25	5,000	5,000	-	-
Scenario Company Limited	Production of television programmes and plays	Thailand	70	70	25	25	17,500	17,500	140,539	145,694
Total							38,687	38,687	169,860	176,496

Company	Nature of business	Country of incorporation	Separate financial statements						(Unit: Thousand Baht)
			Percentage of shareholding		Cost		Allowance for impairment of investments		Carrying amounts based on cost method - net
			2021 (%)	2020 (%)	2021	2020	2021	2020	
Family Know How Company Limited	Dissolution and in a process of liquidation	Thailand	50	50	12,000	12,000	(6,300)	(6,300)	5,700
Lucks (666) Satellite Company Limited	Currently non-active	Thailand	25	25	5,000	5,000	(5,000)	(5,000)	-
Scenario Company Limited	Production of television programmes and plays	Thailand	25	25	188,641	188,641	-	-	188,641
Total					205,641	205,641	(11,300)	(11,300)	194,341

## 15.2 Share of comprehensive income and dividend received

During the year, the Group has recognised their share of comprehensive income from investments in associates in the consolidated financial statements and dividend income in the separate financial statements as follows:

(Unit: Thousand Baht)

Company	Consolidated financial statements				Separate financial statements	
	Share of profit (loss) from investments in associates during the year		Share of other comprehensive income (loss) from investments in associates during the year		Dividend received during the year	
	2021	2020	2021	2020	2021	2020
Scenario Company Limited	(4,599)	(13,599)	(555)	-	-	-
Nadao Bangkok Company Limited	13,311	8,995	(228)	-	-	-
Other associates	157	1,190	278	-	-	-
Total	8,869	(3,414)	(505)	-	-	-

## 15.3 Summarised financial information about material associates

Summarised information about financial position

(Unit: Million Baht)

	As at 31 December			
	Scenario Company Limited		Nadao Bangkok Company Limited	
	2021	2020	2021	2020
Current assets	153	124	154	177
Non-current assets	581	737	17	11
Current liabilities	(70)	(45)	(113)	(126)
Non-current liabilities	(98)	(230)	(5)	(2)
<b>Net assets</b>	<b>566</b>	<b>586</b>	<b>53</b>	<b>60</b>
Shareholding percentage (%)	25	25	30	30
<b>Share of net assets</b>	<b>142</b>	<b>147</b>	<b>16</b>	<b>18</b>
Elimination entries and others	(1)	(1)	-	-
<b>Carrying amounts of associates based on equity method</b>	<b>141</b>	<b>146</b>	<b>16</b>	<b>18</b>

Summarised information about comprehensive income

(Unit: Million Baht)

	For the years ended 31 December			
	Scenario Company Limited		Nadao Bangkok Company Limited	
	2021	2020	2021	2020
Revenue	246	87	405	315
Profit (loss) from continuing operations	(18)	(54)	44	38

## 16. Leasehold improvement and equipment

(Unit: Thousand Baht)

	Consolidated financial statements						
	Leasehold improvement	Operating equipment	Furniture, fixtures and office equipment	Computer and equipment	Motor vehicles	Construction in progress and equipment under installation	Total
<b>Cost:</b>							
1 January 2020	479,541	486,826	189,038	327,004	59,704	16,948	1,559,061
Additions	9,611	2,602	3,984	16,626	-	30,007	62,830
Disposals/written off	(126,543)	(100,280)	(9,234)	(105,598)	(16,553)	-	(358,208)
Transfer in (out)	23,998	-	6,155	-	-	(30,153)	-
Increase from investment acquisition in subsidiaries	34,695	86,780	4,181	38,347	-	-	164,003
31 December 2020	421,302	475,928	194,124	276,379	43,151	16,802	1,427,686
Additions	3,311	2,017	4,920	10,094	-	3,565	23,907
Disposals/written off	(151,377)	(106,829)	(6,837)	(57,245)	(1,675)	-	(323,963)
Transfer in (out)	6,691	2,929	248	-	-	(9,868)	-
Transferred from rights-of-use assets	-	-	-	-	19,477	-	19,477
31 December 2021	279,927	374,045	192,455	229,228	60,953	10,499	1,147,107
<b>Accumulated depreciation:</b>							
1 January 2020	354,319	360,336	164,160	293,067	57,688	-	1,229,570
Depreciation for the year	31,498	12,515	10,343	20,300	566	-	75,222
Depreciation on disposals/written off	(79,382)	(96,286)	(9,031)	(105,507)	(16,717)	-	(306,923)
Increase from investment in subsidiaries	31,839	75,175	3,527	33,431	-	-	143,972
31 December 2020	338,274	351,740	168,999	241,291	41,537	-	1,141,841
Depreciation for the year	22,068	11,775	8,892	20,273	565	-	63,573
Depreciation on disposals/written off	(148,009)	(92,207)	(5,833)	(52,026)	(1,675)	-	(299,750)
Transferred from right-of-use assets	-	-	-	-	19,463	-	19,463
31 December 2021	212,333	271,308	172,058	209,538	59,890	-	925,127
<b>Allowance for impairment loss:</b>							
1 January 2020	21,218	70,761	1,139	5,911	1	-	99,030
Increase during the year	-	-	-	543	-	-	543
Increase from investment acquisition in subsidiaries	2,570	5,582	628	-	-	-	8,780
31 December 2020	23,788	76,343	1,767	6,454	1	-	108,353
Reverse during year	(2,570)	(9,274)	(628)	(4,139)	-	-	(16,611)
31 December 2021	21,218	67,069	1,139	2,315	1	-	91,742

(Unit: Thousand Baht)

## Consolidated financial statements

	Leasehold improvement	Operating equipment	Furniture, fixtures and office equipment	Computer and equipment	Motor vehicles	Construction in progress and equipment under installation	Total
<b>Net book value:</b>							
31 December 2020	59,240	47,845	23,358	28,634	1,613	16,802	177,492
31 December 2021	46,376	35,668	19,258	17,375	1,062	10,499	130,238
<b>Depreciation for the year</b>							
2020 (Baht 1 million included in cost of sales and services, and the balance in selling and administrative expenses)							75,222
2021 (Baht 2 million included in cost of sales and services, and the balance in selling and administrative expenses)							63,573

(Unit: Thousand Baht)

## Separate financial statements

	Leasehold improvement	Operating equipment	Furniture, fixtures and office equipment	Computer and equipment	Motor vehicles	Construction in progress and equipment under installation	Total
<b>Cost:</b>							
1 January 2020	331,524	93,264	127,610	238,212	43,985	12,588	847,183
Additions	6,532	1,771	1,024	13,206	-	10,317	32,850
Disposals	(108,631)	(26,666)	(8,552)	(104,193)	(9,587)	-	(257,629)
Transfer in / (out)	17,485	-	5,332	-	-	(22,817)	-
31 December 2020	246,910	68,369	125,414	147,225	34,398	88	622,404
Additions	2,071	1,421	1,461	4,590	-	160	9,703
Transferred from rights-of-use assets	-	-	-	-	19,477	-	19,477
Disposals/written off	(115,193)	(29)	(302)	(3,894)	(1,675)	-	(121,093)
Transfer in / (out)	-	-	248	-	-	(248)	-
31 December 2021	133,788	69,761	126,821	147,921	52,200	-	530,491
<b>Accumulated depreciation:</b>							
1 January 2020	254,890	84,781	116,037	220,728	43,742	-	720,178
Depreciation for the year	21,606	3,071	4,814	11,509	121	-	41,121
Depreciation on disposals	(61,470)	(22,867)	(8,363)	(104,152)	(9,587)	-	(206,439)
31 December 2020	215,026	64,985	112,488	128,085	34,276	-	554,860
Depreciation for the year	10,640	1,547	4,463	11,089	121	-	27,860
Transferred from rights-of- use assets	-	-	-	-	19,463	-	19,463
Depreciation on disposals/ written off	(114,864)	(29)	(291)	(3,889)	(1,675)	-	(120,748)
31 December 2021	110,802	66,503	116,660	135,285	52,185	-	481,435

(Unit: Thousand Baht)

	Separate financial statements						
	Leasehold improvement	Operating equipment	Furniture, fixtures and office equipment	Computer and equipment	Motor vehicles	Construction in progress and equipment under installation	Total
<b>Net book value:</b>							
31 December 2020	31,884	3,384	12,926	19,140	122	88	67,544
31 December 2021	22,986	3,258	10,161	12,636	15	-	49,056
<b>Depreciation for the year</b>							
2020 (all included in selling and administrative expenses)							41,121
2021 (all included in selling and administrative expenses)							27,860

As at 31 December 2021, the Group had certain leasehold improvement and equipment items which were fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation and allowance for impairment of those assets amounted to approximately Baht 724 million (2020: Baht 848 million) (the Company only: Baht 412 million, 2020: Baht 503 million).

## 17. Intangible assets

(Unit: Thousand Baht)

Consolidated financial statements						
	Copyrights to musical compositions	Computer software	Program rights	Motion picture and cartoon copyrights, games licenses and other rights	Software under development	Total
<b>Cost:</b>						
1 January 2020	356,897	174,080	522,528	1,026,372	-	2,079,877
Additions	2,216	1,468	-	-	-	3,684
Transferred from inventories - internal creation	4,841	-	11,328	63,562	-	79,731
Disposals/written off	(923)	(33,792)	(1,877)	(61,264)	-	(97,856)
Increase from investment in subsidiaries	-	5,730	1,452,518	-	-	1,458,248
31 December 2020	363,031	147,486	1,984,497	1,028,670	-	3,523,684
Additions	85,313	5,011	-	-	30,332	120,656
Transferred from inventories - internal creation	3,617	-	-	22,839	-	26,456
Disposals/written off	-	9,114	-	-	(9,114)	-
Increase from investment in subsidiaries	-	(46,370)	-	(30,393)	-	(76,763)
31 December 2021	451,961	115,241	1,984,497	1,021,116	21,218	3,594,033

(Unit: Thousand Baht)

## Consolidated financial statements

	Copyrights to musical compositions	Computer software	Program rights	Motion picture and cartoon copyrights, games licenses and other rights	Software under development	Total
<b>Accumulated amortisation:</b>						
1 January 2020	126,175	150,630	278,209	935,022	-	1,490,036
Amortisation for the year	2,158	7,042	12,279	79,716	-	101,195
Amortisation on disposals/written off	(77)	(31,785)	(2)	(61,263)	-	(93,127)
Increase from investment in subsidiaries	-	5,051	1,175,609	-	-	1,180,660
31 December 2020	128,256	130,938	1,466,095	953,475	-	2,678,764
Amortisation for the year	10,427	5,378	12,279	30,400	-	58,484
Amortisation on disposals/written off	-	(40,723)	-	(20,891)	-	(61,614)
31 December 2021	138,683	95,593	1,478,374	962,984	-	2,675,634
<b>Allowance for impairment loss:</b>						
1 January 2020	-	-	201,023	54,945	-	255,968
Increase during the year	-	-	11,328	-	-	11,328
Increase from investment in subsidiaries	-	-	276,909	-	-	276,909
31 December 2020	-	-	489,260	54,945	-	544,205
Decrease during the year	-	-	-	(9,501)	-	(9,501)
31 December 2021	-	-	489,260	45,444	-	534,704
<b>Net book value:</b>						
31 December 2020	234,775	16,548	29,142	20,250	-	300,715
31 December 2021	313,278	19,648	16,863	12,688	21,218	383,695
<b>Amortisation for the year</b>						
2020 (Baht 87 million included in cost of sales and services, and the balance in selling and administrative expenses)						101,195
2021 (Baht 52 million included in cost of sales and services, and the balance in selling and administrative expenses)						58,484

(Unit: Thousand Baht)

## Separate financial statements

	Copyrights to musical compositions	Computer software	Program rights	Motion picture and cartoon copyrights, games licenses and other rights	Software under development	Total
<b>Cost:</b>						
1 January 2020	404,692	111,977	530,694	348,106	-	1,395,469
Additions	2,216	1,362	-	-	-	3,578
Transferred from inventories - internal creation	4,841	-	-	-	-	4,841
Disposal/written off	(923)	(26,489)	-	-	-	(27,412)
31 December 2020	410,826	86,850	530,694	348,106	-	1,376,476
Additions	85,313	2,806	-	-	16,182	104,301
Transferred from inventories - internal creation	3,617	-	-	-	-	3,617
Transfer in/(out)	-	9,114	-	-	(9,114)	-
Disposal/written off	-	(11,356)	-	-	-	(11,356)
31 December 2021	499,756	87,414	530,694	348,106	7,068	1,473,038
<b>Accumulated amortisation:</b>						
1 January 2020	142,033	97,214	284,527	310,244	-	834,018
Amortisation for the year	2,511	4,548	12,279	781	-	20,119
Amortisation on disposal/written off	(77)	(24,527)	-	-	-	(24,604)
31 December 2020	144,467	77,235	296,806	311,025	-	829,533
Amortisation for the year	10,781	3,091	12,280	480	-	26,632
Amortisation on disposal/written off	-	(9,509)	-	-	-	(9,509)
31 December 2021	155,248	70,817	309,086	311,505	-	846,656
<b>Allowance for impairment loss:</b>						
1 January 2020	-	-	202,870	36,196	-	239,066
31 December 2020	-	-	202,870	36,196	-	239,066
31 December 2021	-	-	202,870	36,196	-	239,066
<b>Net book value:</b>						
31 December 2020	266,359	9,615	31,018	885	-	307,877
31 December 2021	344,508	16,597	18,738	405	7,068	387,316
<b>Amortisation for the year</b>						
2020 (Baht 15 million included in cost of sales and services, and the balance in selling and administrative expenses)						20,119
2021 (Baht 24 million included in cost of sales and services, and the balance in selling and administrative expenses)						26,632

As at 31 December 2021, the Group had certain computer software items which were fully amortised but are still in use. The gross carrying amount before deducting accumulated amortisation of those assets amounted to approximately Baht 95 million (2020: Baht 108 million) (the Company only: Baht 58 million, 2020: Baht 61 million).

The copyrights to musical compositions have the indefinite useful lives because they are expected to contribute to the Group's net cash inflows indefinitely. Therefore, the copyrights to musical compositions would not be amortised until their useful lives are determined to be finite.

The value of the copyrights in such musical compositions depends on the popularity of the artist and possibility of further distribution or re-release of such compositions. However, the management of the Group believes that the compositions will generate future benefits in excess of their net book values through their re-release in various forms, and therefore no allowance for impairment losses of deferred copyrights is required.

#### 18. Cost of spectrum license

Net book value of cost of spectrum license as at 31 December 2021 and 2020 are presented below.

(Unit: Thousand Baht)		
Consolidated financial statements		
	2021	2020
Cost	1,228,328	1,228,328
<u>Less</u> Accumulated amortisation	(805,767)	(748,022)
Net book value	<u>422,561</u>	<u>480,306</u>

A reconciliation of the net book value of cost of spectrum for the year 2021 and 2020 is presented below.

(Unit: Thousand Baht)		
Consolidated financial statements		
	2021	2020
Net book value at beginning of year	480,306	-
Subsidiary acquired during the year (Note 14)	-	485,157
Amortisation	(57,745)	(4,851)
Net book value at the end of year	<u>422,561</u>	<u>480,306</u>

GMM Channel Company Limited, a subsidiary, has received a license to use the spectrum to provide terrestrial digital television service in the type of national commercial service ("License agreement") for General (Variety) standard-definition category from the National Broadcasting and Telecommunications Commission ("NBTC"). License allowed a period of 15 years commencing on 25 April 2014 to 24 April 2029.

Furthermore, according to the notification of the NBTC and related laws, GMM Channel has a duty to pay license and other fees, and annual fee to the Broadcasting and Telecommunications Research and Development Fund for Public Interest.

#### 19. Other non-current assets

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Deposit	60,543	65,782	39,343	38,482
Withholding tax deducted at source	130,367	123,287	62,062	33,431
Others	7,158	9,406	5,984	7,579
Total other non-current assets	198,068	198,475	107,389	79,492

#### 20. Short-term loans from banks

	Interest rate (percent per annum)	(Unit: Thousand Baht)			
		Consolidated		Separate	
		financial statements		financial statements	
		2021	2020	2021	2020
Short-term loans from banks	MMR	800,000	50,000	800,000	50,000
Total		800,000	50,000	800,000	50,000

#### 21. Trade and other payables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Trade and other payables - related parties	116,110	70,198	50,479	44,516
Trade and other payables - unrelated parties	465,811	487,687	208,508	183,528
Accrued cost - related parties	186,733	141,074	57,975	44,017
Accrued cost - unrelated parties	298,054	375,416	213,790	267,979
Accrued expense - related parties	1,401	-	918	-
Accrued expenses - unrelated parties	134,232	181,561	58,630	67,655
Accrued commission	50,245	78,693	1,939	3,611
Total trade and other payables	1,252,586	1,334,629	592,239	611,306

## 22. Other current liabilities

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Undue output tax	17,193	21,247	4,116	8,286
Accrued withholding tax	21,840	37,803	10,940	26,874
Provision for sales returns	33,204	60,624	31,361	59,408
Dividend payables	11,026	-	-	-
Others	962	8,025	233	719
Total other current liabilities	84,225	127,699	46,650	95,287

## 23. Long-term loan

The outstanding balances as of 31 December 2021 and 2020 consisted of:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
23.1 A Baht loan of the Company, credit facility Baht 1,500 million. Interest is to be paid in monthly installment commencing the month of the first drawdown. Principle is to be paid in quarterly installment commencing June 2018, within 9 years from the date of the first drawdown. The loan carries an interest rate at the Minimum Loan Rate (MLR) minus fixed rate per annum as stated in the agreement.	225,000	300,000	225,000	300,000
23.2 A Baht loan of a subsidiary, credit facility Baht 1,500 million. Interest is to be paid in monthly installment commencing the month of the first drawdown. Principle is to be paid in quarterly installment commencing June 2018, within 9 years from the date of the drawdown. The loan carries an interest rate at the Minimum Loan Rate (MLR) minus fixed rate per annum as stated in the agreement.	400,000	400,000	-	-
Total	625,000	700,000	225,000	300,000
<u>Less</u> Deferred loan advisory fee	(1,295)	(2,194)	(645)	(1,075)
	623,705	697,806	224,355	298,925
<u>Less</u> Current portion	(362,500)	(75,000)	(150,000)	(75,000)
Long-term loan - net of current portion	261,205	622,806	74,355	223,925

The loan agreement contains certain covenants and restrictions. These relate to, among other things, the maintenance of their financial ratios at the rate prescribed in the agreements.

The loan in Note 23.2 is guaranteed by the Company and pledged all of common stocks of such subsidiary, except common stocks held by directors of the Company and/or others with the bank.

## 24. Leases

### The Group as a lessee

The Group has lease contracts for used in its operations. Leases generally have lease terms between 2 - 15 years.

#### a) Right-of-use assets

Movement of right-of-use assets for the year ended 31 December 2021 and 2020 are summarised below:

	(Unit: Thousand Baht)		
	Consolidated financial statements		
	Buildings	Motor vehicles	Total
As at 1 January 2020	501,993	16,234	518,227
Increase due to acquisition of subsidiary (Note 13)	59,293	-	59,293
Additions	30,816	8,863	39,679
Write-off	(115,990)	-	(115,990)
Adjustment due to the election to apply the Temporary Relief Measures for Accounting Alternatives - reduction in lease payments	(1,459)	-	(1,459)
Lease modification	(20,631)	-	(20,631)
Depreciation for the year	(90,406)	(9,262)	(99,668)
As at 1 January 2021	363,616	15,835	379,451
Additions	11,036	2,289	13,325
Write-off	(1,857)	-	(1,857)
Transfer to leasehold improvement and equipment	-	(14)	(14)
Lease modification	23,240	-	23,240
Depreciation for the year	(87,257)	(7,270)	(94,527)
As at 31 December 2021	308,778	10,840	319,618

(Unit: Thousand Baht)

	Separate financial statements		
	Buildings	Motor vehicles	Total
As at 1 January 2020	361,845	16,234	378,079
Additions	-	5,564	5,564
Write-off	(57,889)	-	(57,889)
Adjustment due to the election to apply the Temporary Relief Measures for Accounting Alternatives - reduction in lease payments	(1,182)	-	(1,182)
Lease modification	(20,631)	-	(20,631)
Depreciation for the year	(60,715)	(8,876)	(69,591)
31 December 2020	221,428	12,922	234,350
Additions	3,828	-	3,828
Transfer to leasehold improvement and equipment	-	(14)	(14)
Lease modification	1,175	-	1,175
Depreciation for the year	(54,480)	(6,193)	(60,673)
31 December 2021	171,951	6,715	178,666

**b) Lease liabilities**

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Lease payments	380,030	432,812	215,588	275,271
Less: Deferred interest expenses	(38,858)	(44,700)	(17,058)	(27,767)
Total	341,172	388,112	198,530	247,504
Less: Portion due within one year	(87,963)	(80,881)	(57,702)	(53,557)
Lease liabilities - net of current portion	253,209	307,231	140,828	193,947

A maturity analysis of lease payments is disclosed in Note 39 under the liquidity risk.

**c) Expenses relating to leases that are recognised in the income statement**

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Depreciation expense of right-of-use assets	94,527	101,127	60,672	70,773
Interest expense on lease liabilities	18,767	22,736	11,204	16,255
Expense relating to short-term leases or low-value assets	7,327	14,321	2,353	3,271

**d) Others**

The Group had total cash outflows for leases for the year ended 31 December 2021 of Baht 108 million (2020: Baht 110 million) (the Company only: Baht 68 million, 2020: Baht 75 million), including the cash outflow related to short-term lease, leases of low-value assets and variable lease payments that do not depend on an index or a rate. The future cash outflows relating to leases that have not yet commenced are disclosed in Note 37.3.

**25. Provision for long-term employee benefits**

Provision for long-term employee benefits, which represents compensation payable to employees after they retire from the company, was as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
<b>Provision for long-term employee benefits</b>				
<b>at beginning of year</b>	229,396	232,531	184,198	192,255
Included in the income statement:				
Current service cost	22,622	19,522	15,924	14,335
Interest cost	2,878	1,513	2,311	1,778
Included in other comprehensive income:				
Actuarial loss arising from				
Demographic assumptions changes	(19)	-	-	-
Financial assumptions changes	(6,770)	-	(4,647)	-
Experience adjustments	(53,558)	-	(45,777)	-
<u>Less</u> Classify to accrued expense	(15,827)	(24,170)	(15,827)	(24,170)
Benefits paid during the year	(3,671)	-	-	-
<b>Provisions for long-term employee</b>				
<b>benefits at end of year</b>	<u>175,051</u>	<u>229,396</u>	<u>136,182</u>	<u>184,198</u>

Long-term employee benefit expenses included in the income statement consist of the following:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Current service cost	22,622	19,522	15,924	14,335
Interest cost	2,878	1,513	2,311	1,778
<b>Total expense recognised in the income statement</b>	<u>25,500</u>	<u>21,035</u>	<u>18,235</u>	<u>16,113</u>

The Group expects to pay long-term employee benefit within 1 year for approximately Baht 24 million (2020: Baht 19 million) (the Company only: Baht 11 million, 2020: Baht 17 million).

As at 31 December 2021, the weighted average duration of the liabilities for long-term employee benefit is 11 years (2020: 8 years) (the Company only: 10 years, 2020: 7 years).

Significant actuarial assumptions are summarised below:

	(Unit: percent per annum)			
	Consolidated financial statements		Separate financial statements	
	<u>2021</u>	<u>2020</u>	<u>2021</u>	<u>2020</u>
Discount rate	2.12	1.58	2.12	1.58
Salary increase rate (depending on age and job position of employee)	2.50 - 6.50	2.50 - 7.00	2.50 - 6.50	2.50 - 7.00
Turnover rate	0.00 - 28.00	0.00 - 28.00	0.00 - 28.00	0.00 - 28.00

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2021 and 2020 are summarised below:

	(Unit: Thousand Baht)			
	As at 31 December 2021			
	Consolidated financial statements		Separate financial statements	
	<u>Increase 0.5%</u>	<u>Decrease 0.5%</u>	<u>Increase 0.5%</u>	<u>Decrease 0.5%</u>
Discount rate	(6,201)	6,578	(4,404)	4,659
Salary increase rate	6,446	(6,141)	4,565	(4,361)
	<u>Increase 20%</u>	<u>Decrease 20%</u>	<u>Increase 20%</u>	<u>Decrease 20%</u>
Turnover rate	(9,007)	10,726	(6,169)	7,274

(Unit: Thousand Baht)

	As at 31 December 2020			
	Consolidated financial statements		Separate financial statements	
	Increase 0.5%	Decrease 0.5%	Increase 0.5%	Decrease 0.5%
Discount rate	(6,784)	7,201	(4,886)	5,170
Salary increase rate	8,965	(8,495)	6,552	(6,229)
	Increase 20%	Decrease 20%	Increase 20%	Decrease 20%
Turnover rate	(14,075)	17,250	(9,774)	11,724

## 26. Obligation on loan guarantees

As at 31 December 2021, the Company's obligation under bank guarantee granted for credit facility of a subsidiary of Baht 400 million (2020: Baht 400 million). Generally, such guarantee is binding for as long as the underlying obligation has not yet been discharged by the subsidiary.

## 27. Transfer of statutory reserve and share premium to offset the deficit

On 30 April 2021, the 2021 Annual General Meeting of the Company's Shareholders approved the transfer statutory reserve of Baht 14 million and share premium of Baht 1,404 million to offset the Company's deficit as at 31 December 2020 of Baht 1,418 million. The offset deficit has no effect to shareholders' equity of the Company as a whole.

## 28. Dividend payment

On 24 March 2020, the Board of Directors' Meeting of the Company passed a resolution approving an interim dividend payment from the Company's 2019 profit of Baht 0.20 per share to the Company's shareholders, totaling Baht 164 million. The Company has already paid dividend in April 2020. On 3 July 2020, the Annual General Meeting of Shareholders has passed a resolution acknowledging the interim dividend payment from the Company's 2019 profit.

## 29. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside a statutory reserve at least 5% of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10% of the registered capital. The statutory reserve is not available for dividend distribution. During the year 2021, the Company has appropriated the retained earnings as the statutory reserve of Baht 2 million (2020: None).

### 30. Revenues from contract with customers

(Unit: Thousand Baht)

	For the years ended 31 December			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
<b>Goods and services type</b>				
Sale of goods	1,505,615	1,696,545	154,496	212,062
Revenues from production of satellite television	116,632	158,465	-	-
Revenues from production of motion pictures	134,711	210,866	-	-
Management fee and consultant fee income	62,919	61,702	68,356	69,128
Revenues from showbiz and provision of equipment	601,184	1,461,221	429,579	1,275,393
Revenues from other services	10,738	22,242	-	-
Revenues from copyrights	1,403,643	1,360,517	1,192,620	1,176,815
Total revenues from contracts with customers	3,835,442	4,971,558	1,845,051	2,733,398
<b>Timing for recognise revenue</b>				
Recognise revenue at a point in time	3,193,694	4,374,190	1,452,015	2,369,608
Recognise revenue over time	641,748	597,368	393,036	363,790
Total revenues from contracts with customers	3,835,442	4,971,558	1,845,051	2,733,398

### 31. Finance cost

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Interest expenses on borrowings	41,264	18,012	26,053	21,097
Interest expenses on lease liabilities	18,768	22,736	11,204	16,255
<b>Total</b>	60,032	40,748	37,257	37,352

### 32. Expenses by nature

Significant expenses classified by nature are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Salary and wages and other employee benefits	983,445	1,133,494	669,816	755,001
Depreciation	158,100	174,890	88,531	110,712
Amortisation expenses	116,229	106,047	26,632	20,119
Rental expenses from operating lease agreements	25,663	36,069	9,510	12,798
Changes in inventories of finished goods and work in progress	(17,539)	19,524	(43,127)	16,885

### 33. Income tax

Income tax expenses for the years ended 31 December 2021 and 2020 are made up as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
<b>Current income tax:</b>				
Current income tax charge	(16,785)	(21,781)	-	-
<b>Deferred tax:</b>				
Relating to origination and reversal of temporary differences	12,237	8,843	12,040	14,785
<b>Income tax income (expense) reported in the income statement</b>	<b>(4,548)</b>	<b>(12,938)</b>	<b>12,040</b>	<b>14,785</b>

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2021 and 2020 are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Deferred tax on actuarial gain	(12,017)	-	(10,085)	-
Deferred tax on gain from the change in value of financial assets measured at FVOCI	(12)	4	(12)	4

The reconciliation between accounting profit and income tax expenses is shown below.

(Unit: Thousand Baht)				
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Accounting profit (loss) before tax	519,958	(136,693)	31,268	(1,435,846)
Applicable tax rate	15%, 20%	15%, 20%	20%	20%
Accounting profit (loss) before tax multiplied by				
income tax rate	103,992	(27,339)	6,254	(287,169)
Effects about temporary differences and tax losses	5,918	4,145	-	-
Effects of preparing the consolidated financial				
statements	(50,013)	109,711	-	-
Share of profit from investments in joint ventures	(52,394)	(81,763)	-	-
Share of loss (profit) from investments in associates	(1,773)	683	-	-
Difference in tax rate in the Group	(173)	(114)	-	-
Effects of:				
Dividends received are excluded from				
taxable profit	(659)	-	(12,764)	(17,475)
Non-deductible expenses	1,893	10,776	3,166	14,248
Additional expense deductions allowed	(2,243)	(3,161)	(1,488)	(2,331)
Loss on impairment of investments in				
subsidiaries	-	-	202,855	197,942
Reverse expected credit loss on loans to related				
parties	-	-	(211,561)	-
Allowance for expected credit loss on other				
receivable - related parties	-	-	1,498	-
Expected credit loss from obligation from loan				
guarantee	-	-	-	80,000
Total	(1,009)	7,615	(18,294)	272,384
Income tax expenses (income) reported in				
the income statement	4,548	12,938	(12,040)	(14,785)

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

(Unit: Thousand Baht)

	Statements of financial position			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
<b>Deferred tax assets</b>				
Allowance for expected credit losses	20,053	19,244	17,944	17,050
Allowance for diminution in value of inventories	20,499	16,067	18,829	15,641
Allowance for assets impairment	1,562	1,562	1,562	1,562
Accumulated amortisation - intangible assets	19,754	22,118	19,547	21,460
Unrealised fair value loss on investments	563	575	563	575
Allowance for other non-current financial assets	200	200	200	200
Lease	6,216	4,484	3,524	2,158
Provision for long-term employee benefits	33,791	44,721	27,236	36,840
Provision for sales returns	6,273	11,882	6,273	11,881
Unused tax losses	94,483	64,413	85,361	53,808
<b>Total</b>	<b>203,394</b>	<b>185,266</b>	<b>181,039</b>	<b>161,175</b>
<b>Deferred tax liabilities</b>				
Unrealised fair value gain of other current				
financial assets	17,921	-	17,921	-
	17,921	-	17,921	-

As at 31 December 2021, the Group has deductible temporary differences and unused tax losses totaling Baht 3,169 million (2020: Baht 3,881 million), on which deferred tax assets have been recognised as the Group believes future taxable profits may not be sufficient to allow utilisation of the temporary differences and unused tax losses.

The unused tax losses amounting to Baht 1,817 million will gradually expire by the year 2026.

### 34. Earnings (loss) per share

Basic earnings (loss) per share is calculated by dividing profit (loss) for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

### 35. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance. The chief operating decision maker has been identified as Board of Directors and Executive Committee of the Group.

For management purposes, the Group structured business units in accordance with the governance of the chief operating decision maker. The group has three principal reportable segments i.e. 1) Music segment comprising music business and showbiz 2) Media segment comprising digital TV business GMM25 3) Others segment comprising merchandise and other services business (home shopping, satellite box and satellite television platform provider), and others (films and others) (2020: two principal reportable segments i.e. 1) Music segment comprising music business, showbiz and satellite television 2) Others segment comprising merchandise and other services business (home shopping, satellite box and satellite television platform provider), and others (films, Digital TV Business GMM25 and others)). These operations are mainly carried on in the geographic area of Thailand.

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and on a basis consistent with that used to measure operating profit or loss in the financial statements.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

Inter-segment revenues are eliminated on consolidation.

The following table present revenue and profit (loss) information regarding the Group's operating segments for the years ended 31 December 2021 and 2020, respectively.

For the years ended 31 December												(Unit: Million Baht)
	Music		Media		Others				Elimination of inter-segment revenues			Total
	2021	2020	2021	2020	Merchandise and other services		Others		2021	2020		
					2021	2020	2021	2020				
Revenue from external customers	1,816	2,759	121	51	1,595	1,751	303	411	-	-	3,835	4,972
Inter-segment revenues	167	225	-	9	102	89	48	36	(317)	(359)	-	-
Total revenues	1,983	2,984	121	60	1,697	1,840	351	447	(317)	(359)	3,835	4,972
Segment operating profit	699	855	33	25	771	775	228	265	(72)	(83)	1,659	1,837
Dividend income											3	-
Fair value gain on other financial assets											90	-
Gain on deemed disposal of investment in joint venture												-
Other income											235	-
Selling, distribution and servicing expenses											52	60
Administrative expenses											(412)	(399)
Loss from sales of investment in joint venture											(1,320)	(1,566)
Share of profit from investments in joint ventures											-	(438)
Share of profit (loss) from investments in associates											262	409
Finance income											9	(3)
Finance cost											2	4
Income tax expenses											(60)	(41)
Profit (loss) for the year											(5)	(13)
											515	(150)

#### *Major customers*

For the years 2021, the Group has revenue from one major customer in amount of Baht 472 million, arising from sales by music segment and others segment (2020: there is no major customer with revenue of 10% or more of an entity's revenue).

The Group has applied the pricing policies described in Note 6 to set the transfer prices.

### **36. Provident fund**

The Group and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. The Group and employees contribute to the fund monthly at the rates of 3% and 5% of basic salary. The fund, which is managed by SCB Asset Management Company Limited, will be paid to employees upon termination in accordance with the fund rules. During the year 2021, the Group recognised the contributions amounting to Baht 23 million as expenses (2020: Baht 26 million) and for the Company only amounting to Baht 17 million (2020: Baht 19 million).

### **37. Commitments and contingent liabilities**

#### **37.1 Investing commitments**

As at 31 December 2021, the Group has uncalled portions of investments Baht 51 million in a joint operation and two associates registered in Thailand, totaling Baht 18 million (2020: in a joint operation Baht 34 million and in two associates registered in Thailand, totaling Baht 18 million) and of which Baht 256 million are from investments of the Company only in three subsidiaries, a joint venture and an associate registered in Thailand (2020: in four subsidiaries and an associate registered in Thailand, totaling Baht 355 million).

#### **37.2 Capital commitments**

As at 31 December 2021, the Company had capital commitments Baht 16 million, relating to software under development (2020: None).

### 37.3 Lease commitments

As at 31 December 2021, the Group has future lease payments required under these non-cancellable leases contracts that have not yet commenced as follows:

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2021	2020	2021	2020
Payable:				
Within 1 year	3	6	2	3
Over 1 and up to 5 years	-	8	-	1
Total	3	14	2	4

### 37.4 Long-term service commitments

- a) The Group has entered into agreements with producers and singers to provide certain services to the Group under which the Group are to pay compensation at fixed rates based on the volume of sales generated as a result of the provision of these services, once sales exceed minimum quantity guarantees set out in the agreements.
- b) The Group has entered into agreements with four companies, who are to provide satellite transmission services for periods of 1 to 3 years, ending in 2022 and 2024. The Group is obliged to pay transmission service fees and other expenses incurred in relation to such services, as stipulated in the agreements, totaling Baht 47 million and US dollars 2 million (2020: Baht 41 million and US dollars 0.9 million) and are thereby required to comply with conditions stipulated in the agreements.
- c) The Group has entered into a service fee related to rental agreement for period of 1 to 3 years. The Group is obliged to pay service fees and other expenses according to the agreement, totaling Baht 31 million (2020: Baht 78 million) and are thereby required to comply with terms and conditions stipulated in the agreement.
- d) The Group has entered into other contract for the services such as internet service, high speed communication circuit, cleaning and security services; The Group is obliged to pay the fees and other related expenses according to the agreement, totaling Baht 24 million (2020: Baht 11 million) and are thereby required to comply with terms and conditions stipulated in the agreement.

### 37.5 Guarantees

- a) As at 31 December 2021, the Company has provided guarantees to bank for credit facilities granted to a joint venture amounting to Baht 156 million (2020: a joint venture amounting to Baht 1,375 million). Generally, the Company's guarantee is binding for as long as the underlying obligations have not yet been discharged by such joint venture.
- b) As at 31 December 2021, there were outstanding bank guarantees of approximately Baht 28 million issued by banks on behalf of the Group (2020: Baht 15 million) and Baht 21 million of the Company only (2020: Baht 6 million) in respect of certain performance bonds as required in the normal course of business. These included letters of guarantee amounting to Baht 27 million (2020: Baht 14 million) to guarantee contractual performance, Baht 1 million (2020: Baht 1 million) to guarantee electricity use guarantee other.
- c) As at 31 December 2021, the Company has provided guarantees for loans from bank granted related to guarantee the lease agreements for digital terrestrial television service, granted to a joint venture amounting to Baht 11 million and a subsidiary amounting to Baht 7 million (2020: a joint venture amounting to Baht 14 million and a subsidiary amounting to Baht 9 million). Generally, the Company's guarantee is binding for as long as the underlying obligations have not yet been discharged by such joint venture.

### 38. Fair value hierarchy

As at 31 December 2021 and 2020, the Group had the assets and liabilities that were measured at fair value or for which fair value was disclosed using different levels of inputs as follows:

(Unit: Thousand Baht)				
Consolidated financial statements				
As at 31 December 2021				
	Level 1	Level 2	Level 3	Total
<b>Assets measured at fair value</b>				
Financial assets measured at FVTPL				
Equity investments	629,370	-	-	629,370
Debt investments	-	475	-	475
Financial assets measured at FVOCI				
Equity investments	141	-	250	391
<b>Assets for which fair value are disclosed</b>				
Financial assets measured at amortised cost				
Debt investments	-	5,014	-	5,014

(Unit: Thousand Baht)

Consolidated financial statements

As at 31 December 2020

	Level 1	Level 2	Level 3	Total
<b>Assets measured at fair value</b>				
Financial assets measured at FVTPL				
Debt investments	-	478	-	478
Financial assets measured at FVOCI				
Equity investments	81	-	-	81
<b>Assets for which fair value are disclosed</b>				
Financial assets measured at amortised cost				
Debt investments	-	5,014	-	5,014

(Unit: Thousand Baht)

Separate financial statements

As at 31 December 2021

	Level 1	Level 2	Level 3	Total
<b>Assets measured at fair value</b>				
Financial assets measured at FVTPL				
Equity investments	629,370	-	-	629,370
Debt investments	-	475	-	475
Financial assets measured at FVOCI				
Equity investments	141	-	-	141
<b>Assets for which fair value are disclosed</b>				
Financial assets measured at amortised cost				
Debt investments	-	5,014	-	5,014

(Unit: Thousand Baht)

	Separate financial statements			
	As at 31 December 2020			
	Level 1	Level 2	Level 3	Total
<b>Assets measured at fair value</b>				
Financial assets measured at FVTPL				
Debt investments	-	478	-	478
Financial assets measured at FVOCI				
Equity investments	81	-	-	81
<b>Assets for which fair value are disclosed</b>				
Financial assets measured at amortised cost				
Debt investments	-	5,014	-	5,014

### 39. Financial instruments

#### 39.1 Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash equivalents, trade and other receivables, loans, investments, trade and other payables, short-term and long-term loans and lease liabilities. The financial risks associated with these financial instruments and how they are managed is described below.

##### **Credit risk**

The Group is exposed to credit risk primarily with respect to trade and other accounts receivable, loans, deposits with banks and other financial instruments. The maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position.

##### **Trade receivables**

The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. Outstanding trade receivables are regularly monitored. In addition, the Group does not have high concentrations of credit risk since it has a large customer base.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar credit risks. The Group classifies customer segments by customer type and rating. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, the Group will direct write-off the account receivables and other receivables once the legal action has been taken.

#### ***Financial instruments and cash deposits***

The Group manages the credit risk from balances with banks and financial institutions by making investments only with approved counterparties by the Executive Committee considering the evaluation of rating agencies and within credit limits assigned to each counterparty. The credit limits shall be reviewed and adjusted during the period subject to the Groups executive committee. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

The credit risk on debt instruments is limited because the insignificant of the amount.

#### **Market risk**

There are two types of market risk comprising currency risk and interest rate risk.

##### **Currency risk**

The exposure of the Group to foreign currency risk relates primarily to its investments in foreign subsidiaries, which currently are not hedged by any derivative financial instrument. However, the Group believes that there will be no material impact on the Group's financial statements because the amounts of its investments in foreign subsidiaries are immateriality. The Group also expose to foreign currency risk from import goods. The Group assessed these risks depending on the circumstances and may consider using forward contract to hedge.

##### **Interest rate risk**

The Group's exposure to interest rate risk relates primarily to its cash at banks, and loan from financial institutions. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate

The Group's policy to manage its deposit rate is by depositing cash with government bank and/or banks with credit ratings by credit rating agencies and set a maximum limit on the average amount of cash deposit per month for each bank.

The Group's policy to manage its loan rate is by allocating 2 types of loan which is short-term loan and long-term loan. Each loan has different interest rate; short-term loan with a fixed rate and long-term loan with floating rates based on the policy interest rate set out by the Bank of Thailand. The appropriate use of each loans for business operations will lower the interest rate risk exposed by the Group. When the Group's liquidity position is high, the Group will make early repayment of existing loan with the banks to reduce interest expenses as well as interest rate risk.

As at 31 December 2021 and 2020, significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

(Unit: Million Baht)

Consolidated financial statements							
As at 31 December 2021							
	Fixed interest rates						
	Within 1 year	1-5 years	Over 5 years	Floating interest rate	Non- interest bearing	Total	Effective interest rate  (% per annum)
<u>Financial Assets</u>							
Cash and cash equivalent	563	-	-	-	-	563	Note 7
Trade and other receivables	-	-	-	-	801	801	-
Other financial assets	-	5	-	-	630	635	0.05 - 0.36
	563	5	-	-	1,431	1,999	
<u>Financial liabilities</u>							
Short-term loans from bank	800	-	-	-	-	800	Note 20
Trade and other payables	-	-	-	-	1,253	1,253	-
Long-term loans	-	-	-	624	-	624	Note 23
Lease liabilities	88	232	21	-	-	341	4.75 - 6.25
	888	232	21	624	1,253	3,018	

(Unit: Million Baht)

Consolidated financial statements							
As at 31 December 2020							
Fixed interest rates						Effective interest rate  (% per annum)	
Within 1 year	1-5 years	Over 5 years	Floating interest rate	Non- interest bearing	Total		
<u>Financial Assets</u>							
Cash and cash equivalent	728	-	-	-	-	728	Note 7
Trade and other receivables	-	-	-	-	912	912	-
Other financial assets	-	5	-	-	1	6	0.05 - 0.36
	728	5	-	-	913	1,646	
<u>Financial liabilities</u>							
Short-term loans from bank	50	-	-	-	-	50	Note 20
Trade and other payables	-	-	-	-	1,335	1,335	-
Long-term loans	-	-	-	698	-	698	Note 23
Lease liabilities	81	307	-	-	-	388	4.75 - 6.25
	131	307	-	698	1,335	2,471	

(Unit: Million Baht)

Separate financial statements							
As at 31 December 2021							
Fixed interest rates							Effective interest rate  (% per annum)
Within 1 year	1-5 years	Over 5 years	Floating interest rate	Non- interest bearing	Total		
<u>Financial Assets</u>							
Cash and cash equivalent	175	-	-	-	-	175	Note 7
Trade and other receivables	-	-	-	-	467	467	-
Other financial assets	-	5	-	-	630	635	0.05 - 0.36
	175	5	-	-	1,097	1,277	
<u>Financial liabilities</u>							
Short-term loans from banks	800	-	-	-	-	800	Note 20
Trade and other payables	-	-	-	-	592	592	-
Short-term loans from related parties	-	-	-	530	-	530	Note 6
Long-term loans	-	-	-	224	-	224	Note 23
Lease liabilities	58	141	-	-	-	199	4.75 - 6.25
	858	141	-	754	592	2,345	

(Unit: Million Baht)

Separate financial statements							
As at 31 December 2020							
	Fixed interest rates						
	Within 1 year	1-5 years	Over 5 years	Floating interest rate	Non- interest bearing	Total	Effective interest rate (% per annum)
<u>Financial Assets</u>							
Cash and cash equivalent	284	-	-	-	-	284	Note 7
Trade and other receivables	-	-	-	-	541	541	-
Short-term loans to related parties	-	-	-	2	-	2	Note 6
Other financial assets	-	5	-	-	1	6	0.36
	284	5	-	2	542	833	
<u>Financial liabilities</u>							
Short-term loans from bank	50	-	-	-	-	50	Note 20
Trade and other payables	-	-	-	-	611	611	-
Short-term loans from related parties	-	-	-	550	-	550	Note 6
Long-term loans	-	-	-	299	-	299	Note 23
Lease liabilities	54	194	-	-	-	248	4.75 - 6.25
	104	194	-	849	611	1,758	

**Interest rate sensitivity**

The following table demonstrates the sensitivity of the Group's profit before tax to a reasonably possible change in interest rates on that portion of floating rate loans to and loans from affected as at 31 December 2021 and 2020, with all other variables held constant.

Currency	2021		2020	
	Increase/ decrease	Effect on profit before tax	Increase/ decrease	Effect on profit before tax
	(%)	(Thousand Baht)	(%)	(Thousand Baht)
Baht	+0.50	3,125	+0.50	3,500
	-0.50	(3,125)	-0.50	(3,500)

The above analysis has been prepared assuming that the amounts of the floating rate borrowings and all other variables remain constant over one year. Moreover, the floating legs of these borrowings are assumed to not yet have set interest rates. As a result, a change in interest rates affects interest payable for the full 12-month period of the sensitivity calculation. This information is not a forecast or prediction of future market conditions.

## Liquidity risk

The Group monitors the risk of a shortage of liquidity by maintaining the cash level and considering increasing the credit limit of both, internal and external credit lines to cover the liquidity needs, subject to guidance by the Group. The Group monitors the risk of a shortage of liquidity position by a recurring liquidity planning and maintains an adequate level of cash, fixed deposits and unused committed and uncommitted credit lines with various financial institutions and the Group has the ability to access adequate funding if needed.

The table below summarises the maturity profile of the Group's non-derivative financial liabilities as at 31 December 2021 and 2020 based on contractual undiscounted cash flows:

(Unit: Thousand Baht)					
Consolidated financial statements					
As at 31 December 2021					
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
<b>Non-derivatives</b>					
Short-term loans from banks	-	805,494	-	-	805,494
Trade and other payables	-	1,252,586	-	-	1,252,586
Lease liabilities	-	102,755	251,087	26,189	380,031
Long-term loans	-	386,996	263,848	-	650,844
<b>Total non-derivatives</b>	-	2,547,831	514,935	26,189	3,088,955

(Unit: Thousand Baht)					
Consolidated financial statements					
As at 31 December 2020					
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
<b>Non-derivatives</b>					
Short-term loans from bank	-	50,027	-	-	50,027
Trade and other payables	-	1,334,629	-	-	1,334,629
Lease liabilities	-	98,218	329,688	4,905	432,811
Long-term loans	-	104,352	651,363	-	755,715
<b>Total non-derivatives</b>	-	1,587,226	981,051	4,905	2,573,182

(Unit: Thousand Baht)

Separate financial statements					
As at 31 December 2021					
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
<b>Non-derivatives</b>					
Short-term loans from banks	-	805,494	-	-	805,494
Trade and other payables	-	592,239	-	-	592,239
Lease liabilities	-	66,174	149,414	-	215,588
Long-term loans	-	157,031	75,352	-	232,383
<b>Total non-derivatives</b>	-	1,620,938	224,766	-	1,845,704

(Unit: Thousand Baht)

Separate financial statements					
As at 31 December 2020					
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
<b>Non-derivatives</b>					
Short-term loans from bank	-	50,027	-	-	50,027
Trade and other payables	-	611,306	-	-	611,306
Lease liabilities	-	64,600	210,672	-	275,272
Long-term loans	-	87,352	233,234	-	320,586
<b>Total non-derivatives</b>	-	813,285	443,906	-	1,257,191

### 39.2 Fair values of financial instruments

Since the majority of the Company's financial instruments are short-term, loans and borrowings, in nature or carrying interest at rates close to the market interest rates, their fair value is not expected to be materially different from the amounts presented in the statement of financial position.

The methods and assumptions used by the Grouping estimating the fair value of financial instruments are as follows:

- For financial assets and liabilities which have short-term maturities, including cash and cash equivalents, accounts receivable and short-term loans to related parties, accounts payable and short-term loans from related parties, short-term and long-term loan from bank the carrying amounts in the statement of financial position approximate their fair value.

- b) The fair value of debt securities is generally derived from quoted market prices or by using the yield curve announced by the Thai Bond Market Association or by other relevant bodies determined using the yield curve of government bonds, adjusted with an appropriate risk premium, or, calculated using the yield curve announced by the Thai Bond Market Association, adjusted with an appropriate risk premium.
- c) The fair value of equity securities is generally derived from quoted market prices, or based on generally accepted pricing models when no market price is available.
- d) The fair value of long-term loans is estimated by discounting expected future cash flows by the current market interest rate of loans with similar terms and conditions.
- e) The carrying amounts of long-term loans carrying interest at rates approximating the market rate, in the statement of financial position approximates their fair value.

During the current year, there were no transfers within the fair value hierarchy.

#### **40. Capital management**

The primary objective of the Group's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value. As at 31 December 2021, the Group's debt-to-equity ratio was 2.6:1 (2020: 4.0:1) and the Company's was 2.2:1 (2020: 2.0:1).

#### **41. Events after the reporting period**

On 23 February 2022, the Board of Directors' Meeting of The ONE Enterprise Public Company Limited, a joint venture, passed a resolution approving the payment of 2021 annual dividend of Baht 0.069 per share to the company's shareholders, totaling Baht 164.30 million. The Company is to pay the dividend and record after it is approved by the Annual General Meeting of the Company's shareholders.

#### **42. Approval of financial statements**

These financial statements were authorised for issue by the Company's Board of Directors on 25 February 2022.

Pang Pattanan

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25/10/16/150  
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**Attachment 1 Details of directors, executives, controlling persons, the person assigned to take the highest responsibility in Accounting and Finance, the person assigned to take direct responsibility for accounting supervision, the Company's secretary**

**Board of Director**



**Mr. Paiboon Damrongchaitham**  
Chairman of the Board



**Miss Boosaba Daorueng**  
Vice Chairman of the Board



**Dr. Naris Chaigasoot**  
Independent Director



**Mr. Chanitr Charnchainarong**  
Independent Director



**Mr. Suvit Mapaisansin**  
Independent Director



**Miss Suwimon Jhungjotikapisit**  
Director



**Mr. Sungaluck Chaikajornwat**  
Independent Director



**Mr. Phawit Chitrakorn**  
Director



**Mr. Fahmai Damrongchaitham**  
Director

## Executive Management Team



**Miss Boosaba Daorueng**  
Group Chief Executive Officer



**Mr. Phawit Chitrakorn**  
Chief Executive Officer- GMM Music



**Mr. Fahmai Damrongchaitham**  
Chief Strategic Officer-Music 1



**Mr. Sompohb Budspawanich**  
Chief Strategic Officer- Music 2



**Miss Chonlaya Promsri**  
Chief Financial Officer

Note: Miss Chonlaya Promsri was appointed Chief Financial Officer, effective from February 1, 2022.

# Details of directors, executives, and controlling persons

As of February 25, 2022

## Mr. Paiboon Damrongchaitham (Age: 72 years)

Chairman of the Board / Chairman of the Company Advisory Board

### Date of Directorship:

March 25, 1994

### Educational qualifications / training record

- Bachelor of Arts (Mass Communications) (Honors), Chulalongkorn University
- Doctoral Administration (Honorary), of Business Christian University

### Seminar Accomplishment

- The National Broadcasting and Telecommunications Commission, Broadcasting Executive Forum (BCF), Class 1/2012

### Shareholding proportion (%)

(as of February 25, 2022)

Direct: - None -

Indirect:

- (1) 426,774,344 Shares (52.05%) via Fah Damrongchaitham Co., Ltd. (Mr. Paiboon Damrongchaitham having 99% voting rights in Fah Damrongchaitham Co., Ltd. and he is Authorized Director in Fah Damrongchaitham Co., Ltd)
- (2) 433,600 Shares (0.05%) via Geurtfah Co.,Ltd. (Mr. Paiboon Damrongchaitham is the Chairman of the Board and Director (Authorized Director) in Geurtfah Co.,Ltd and all his 4 children hold 100% shares in Geurtfah Co.,Ltd.)

including related parties, according to Section 59 of the Securities and Exchange Act

### Familial relationship between directors and executives

Being the father of Mr. Fahmai Damrongchaitham who is Director and Chief Strategic Officer-Music 1

### Work experiences at least for past five years

#### Listed Companies

3 May 2021- Present	Chairman of the Board The One Enterprise Plc.
2008 - Present	Chairman of the Company Advisory Board GMM Grammy Plc.
1998 - Present	Chairman of the Board GMM Grammy Plc.
Jul 2011 - 13 Jul 2014	Member of the Nomination and Remuneration Committee GMM Grammy Plc.
2005 - Jul 2011	Chairman of the Nomination and Remuneration Committee GMM Grammy Plc.
1998 - 2008	Chairman of the Executive Committee Advisor GMM Grammy Plc.

### Other Companies

13 Aug 2020 - Present	Director (Authorized Director) Fah Damrongchaitham Co., Ltd.
11 Apr 2018 - Present	Director GDH 559 Co., Ltd.
2009 - Present	Director (Authorized Director) Ruamfah Deawkan Co., Ltd.
2005 - Present	Director (Authorized Director) Trinaga Co., Ltd.
2001 - Present	Director (Authorized Director) Geurtfah Co., Ltd.
1998 - Present	Director Global Music and Media (China) Co., Ltd.
1998 - Present	Chairman / Founder / Director (Authorized Director) Damrongchaitham Foundation
1987 - Present	Director (Authorized Director) Ruamfah Co., Ltd.
31 May 2017- 3 May 2021	Chairman of the Board The One Enterprise Co., Ltd.
12 Jan 2018 - 1 Dec 2020	Director (Authorized Director) GMM Media Plc.
21 Dec 2019 - 30 Nov 2020	Chairman of the Executive Committee GMM Channel Holding Co., Ltd.
7 Dec 2017- 30 Nov 2020	Director (Authorized Director) GMM Channel Holding Co., Ltd.
21 Dec 2017- 20 Dec 2019	Chairman of the Board GMM Channel Holding Co., Ltd.
Apr 2015 - 9 Dec 2019	Director Judtangton Co., Ltd. (Liquidation Completed)
Nov 2011 - 4 Dec 2019	Chairman of the Board O-Shopping Co., Ltd. (Formerly GMM CJ O-Shopping Co., Ltd.)
2009 - 26 Dec 2018	Vice Chairman Family Know-how Co., Ltd. (Dissolution)
2002 - 12 Nov 2018	Director H.Y. Infinite Co., Ltd (Formerly Hou Yuu Co., Ltd.) (Liquidation Completed)
2008 - 20 June 2017	Chairman of the Company Advisory GMM Media Plc.
Mar 2012 - Sep 2012	Director GMM Z Co., Ltd.
2005 - 2009	Chairman of the Nomination and Remuneration Committee GMM Media Plc.
2002 - 2009	Chairman of the Board GMM Media Plc.
2007 - 2008	Advisor to the Executive Committee GMM Media Plc.
2005 - 2007	Chairman of the Risk Management Committee GMM Media Plc.
2002 - 2007	Chairman of the Executive Director GMM Media Plc.

**Miss Boosaba Daorueng (Age: 69 years)**

Vice Chairman of the Board / (Authorized Director) / Chairman of the Risk Management Committee / Chairman of the Corporate Governance and Ethics Committee / Chairman of the Group Executive Committee / Group Chief Executive Officer

**Date of Appointment  
(as a director)**

March 25, 1994

**Date of Appointment  
(as an executive)**

2009

**Seminar Accomplishment**

Bachelor of Liberal Arts, Thammasat University

**Seminar Accomplishment**

- None -

**Shareholding proportion (%)  
(as of February 25, 2022)**

Total 1,750,240 shares (0.21%)

Direct: 1,150,120 shares (0.14%)

Indirect: 600,120 shares (0.07%), via spouse

including related parties, according to Section 59 of the Securities and Exchange Act

**Familial relationship between directors and executives**

- None -

**Work experiences at least for past five years****Listed Companies**

13 May 2017 - Present	Chairman of the Corporate Governance and Ethics Committee GMM Grammy Plc.
May 2012- Present	Chairman of the Group Executive Committee GMM Grammy Plc.
Feb 2012 - Present	Group Chief Executive Officer GMM Grammy Plc.
2008 - Present	Vice Chairman of the Board GMM Grammy Plc.
2005 - Present	Chairman of the Risk Management Committee, GMM Grammy Plc.
Mar 1994 - Present	Director (Authorized Director) GMM Grammy Plc.
2009 - May 2012	Co-Chief Executive Director GMM Grammy Plc.
2009 - Feb 2012	Co-Chief Executive Officer GMM Grammy Plc.

**Other Companies**

15 Dec 2020 -Present	Director Special Destiny Co., Ltd.
20 May 2020 - Present	Director GMMZ Co., Ltd.
2020 - Present	Director Nam Dee Mai Ngarm Co., Ltd.
17 Aug 2018 - Present	Director OSP TV Co., Ltd.
29 Mar 2018 - Present	Director EXACT Co., Ltd.
15 Jul 2016 - Present	Director Sawasdee Thaweesuk Co., Ltd.
15 Jul 2016 - Present	Director Siangdee Thaweesuk Co., Ltd.
15 Jul 2016 - Present	Director Nadao Bangkok Co., Ltd.
14 Dec 2015 - Present	Director GDH 559 Co., Ltd.
27 May 2015 - Present	Director Ngandee Thaweesuk Co., Ltd.
Oct 2012 - Present	Director GDC Co., Ltd.
Oct 2010 - Present	Director GR Vocal Studio Co., Ltd.
Jul 2005 - Present	Director Fan TV Co., Ltd.

Apr 2004 - Present	Director Scenario Co., Ltd.	Feb 2006 - 2 Mar 2020	Director GMM Goods Co., Ltd.
Jul 2003 - Present	Director Digital Arms Co., Ltd.	Nov 1998 - 5 Aug 2019	Director Digital Gen Co., Ltd. (Liquidation Completed)
May 2000 - Present	Director GMM Holding Co., Ltd.	Jan 1997 - 5 Aug 2019	Director GMM Studio Co., Ltd. (Liquidation Completed)
Dec 1998 - Present	Director GMM Digital Domain Co., Ltd.	Aug 1999 - 24 Sep 2018	Director GBroadcast Co., Ltd.
Nov 1998 - Present	Director MGA Co., Ltd.	20 Apr 2018 - 24 Sep 2018	Director Change2561 Co., Ltd.
Nov 1998 - Present	Director Grammy Publishing House Co., Ltd.	4 Apr 2018 - 24 Sep 2018	Director A-Time Media Co., Ltd.
Aug 1998 - Present	Director GMM Music Publishing International Co., Ltd.	4 Apr 2018 - 24 Sep 2018	Director GMM TV Co., Ltd.
1998 - Present	Director Global Music and Media (China) Co., Ltd.	4 Apr 2018 - 20 Sep 2018	Chairman of the Board / Director GMM Media Plc.
Aug 1996 - Present	Director Magic Film Co., Ltd.	4 Apr 2018 - 20 Sep 2018	Director GMM Channel Co., Ltd.
Nov 1995 - Present	Director More Music Co., Ltd.	4 Apr 2018 - 14 Sep 2018	Director / Chief Executive Officer GMM Channel Holding Co., Ltd.
Sep 1994 - Present	Director Extraorganizer Co., Ltd.	Aug 2015 - 12 Jan 2018	Director A-Time Media Co., Ltd.
Jul 2013 - 9 DEC 2021	Director G200M Co., Ltd. (Former Digistream Co., Ltd.)	Aug 2015 - 12 Jan 2018	Director GMM TV Co., Ltd.
29 Mar 2018 - 29 Nov 2021	Director Teen Talk Co., Ltd. (Liquidation Completed)	2015 - 12 Jan 2018	Director GMM Media Plc.
18 Apr 2018 - 25 Aug 2021	Director GS ONE Co., Ltd. (Liquidation Completed)	Sep 2013 - 12 Jan 2018	Director GMM Channel Co., Ltd.
18 May 2020 - 24 Aug 2021	Director Bravo Studio Co., Ltd. (Liquidation Completed)	Aug 2015 - 7 Dec 2017	Director GMM Channel Trading Co., Ltd.
19 Apr 2017- 14 Jun 2021	Director Z Trading Co., Ltd.	May 2010 - 2 Jun 2017	Director Acts Studio Co., Ltd.
20 May 2020 - 9 Dec 2020	Director Tee Fah Studio Co., Ltd. (Liquidation Completed)	Sep 2015 - 1 Jun 2017	Director Exact Scenario Co., Ltd.
20 May 2020 - 4 Dec 2020	Director Gung Ho Studio Co., Ltd. (Liquidation Completed)	Sep 2013 - 1 Jun 2017	Director GMM One TV Co., Ltd.
2004 - 4 Dec 2020	Director Deetalk Co., Ltd. (Liquidation Completed)	21 Jul 2015 - 31 May 2017	Director The One Enterprise Co., Ltd.
Apr 2004 - 29 Jun 2020	Director GMM Tai Hub Co., Ltd. (Liquidation Completed)	Sep 2015 - 3 Mar 2017	Director Memiti Co., Ltd.
21 Jul 2016 - 16 Jun 2020	Director Good Things Happen Co., Ltd.	Nov 1998 - 31 Jan 2017	Director GTH On-air Co., Ltd. (Liquidation Completed)
		Sep 2004 - 20 Jan 2016	Director Luckdee Thaweesuk Co., Ltd. (Liquidation Completed)
		Jul 2005 - 1 Jul 2015	Director Index Creative Village Plc. (Former Index Event Agency Plc.)
		2003 - 2008	Advisor to the Executive Committee and the Board of Directors GMM Media Plc.

## Dr. Naris Chaigasoot (Age: 66 years)

Independent Director / Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee

### Date of Directorship

March 20, 2013

### Educational qualifications / training record

- B.A. Economics (Honors), Thammasat University
- M.A. Economics (English Program), Thammasat University
- Ph.D. Economics, University of Hawaii, USA

### Seminar Accomplishment

The Thai Institute of Directors (IOD)

- Role of the Chairman Program (RCP), Class 45/2019
- Advanced Audit Committee Program (AACCP), Class 29/2018
- Chartered Director Class (CDC), Class 3/2008
- Director Certification Program (DCP), Class 82/2006
- Director Accreditation Program (DAP), Class 32/2005
- Finance for Non-Finance Directors (FND), Class 19/2005

### Shareholding proportion (%)

(as of February 25, 2022)

- None -

### Familial relationship between directors and executives

- None -

### Work experiences at least for past five years

#### Listed Companies

23 Apr 2021-Present	Chairman of the Board United Palm Oil Industry Plc.
May 2016 - Present	Chairman of the Board AP (Thailand) Plc.
13 Nov 2015 - Present	Chairman of the Nomination and Remuneration Committee GMM Grammy Plc.
Aug 2015 - Present	Chairman of the Board / Audit Committee Banpu Power Plc.
Mar 2013 - Present	Chairman of the Audit Committee / Independent Director GMM Grammy Plc.
Dec 2012 - 18 Apr 2018	Chairman of the Audit Committee / Independent Director Fortune Parts Industry Plc.
Mar 2013 - 13 Nov 2015	Member of the Nomination and Re- muneration Committee GMM Grammy Plc.
2009 - 2012	Director Thai Oil Plc.
2008 - 2011	Director PTT Plc.

### Other Companies

20 Jan 2018 - Present	Chairman of the Board Function International Co., Ltd.
2018 - Present	Chairman of the Board Travelex (Thailand) Co., Ltd.
Oct 2015 - Present	Chairman RX manufacturing Co., Ltd.
Oct 2015 - Present	Advisor Organization for Researches in art, culture, urban and leisure development (ORAC), Japan
May 2016 -2017	Chairman of the Board Thai Credit Guarantee Corporation
Jan 2015 - 30 Sep 2015	Deputy Permanent Secretary Ministry of Finance
Jul 2014 - 30 Sep 2015	Chairman of the Board Export-Import Bank of Thailand
Apr 2014 - 30 Sep 2015	Director Bangkok Commercial Asset Management Co., Ltd.
Oct 2011 - 30 Sep 2015	Chairman of the Board Dhanarak Asset Development Co., Ltd.
2010 - 30 Sep 2015	Chairman Deposit Protection Agency
2011 - Dec 2014	Director-General The Treasury Department, Ministry of Finance
2011 - Jun 2014	Chairman Small and Medium Enterprise Development Bank of Thailand
2010 - 2011	Board Member Capital Market Supervisory Board, The Securities and Exchange Commission
2010 - 2011	Director-General Fiscal Policy Office, Ministry of Commerce
2008 - 2011	Chairman of the Board Government Housing Bank
2009 - 2010	Deputy Permanent Secretary Ministry of Finance
2006 - 2007	Inspector-General Ministry of Finance
1998 - 2004	President of Chancellor Thammasat University

## Mr. Suvit Mapaisansin (Age: 63 years)

Independent Director / Member of the Audit Committee / Member of the Nomination and Remuneration Committee / Member of the Corporate Governance and Ethics Committee

### Date of Directorship

April 29, 2015

### Educational qualifications / training record

- Bachelor of Economics, Chulalongkorn University
- Master of Business Management, Sasin Graduate Institute of Business Administration of Chulalongkorn University

### Seminar Accomplishment

The Thai Institute of Directors (IOD)

- Course Director Certification Program Class 12/2001
- Course Audit Committee Program Class 37/2011

### Shareholding proportion (%)

(as of February 25, 2022)

- None -

### Familial relationship between directors and executives

- None -

### Work experiences at least for past five years

#### Listed Companies

13 Nov 2015 - Present	Member of the Nomination and Remuneration Committee GMM Grammy Plc.
13 May 2015 - Present	Member of the Audit Committee GMM Grammy Plc.
13 May 2015 - Present	Member of the Corporate Governance and Ethics Committee GMM Grammy Plc.
29 Apr 2015 - Present	Independent Committee GMM Grammy Plc.
2012 - Present	Director Kiatnakin Phatra Plc.
2009 - Present	Director Kiatnakin Phatra Securities Plc.
3 Apr 2014 -1 Feb 2017	Independent Director/Member of the Audit Committee Golden Lime Plc.
2011 - 2012	Chairman of the Audit Committee / Member of the Audit Committee Krungthai Card Plc.
2009 - 2012	Independent Director Krungthai Card Plc.
2003 - 2009	Chief Executive Officer Phatra Securities Plc.

#### Other Companies

3 Sep 2018 - Present	Director Alpha Absolute Co., Ltd.
2010 - Present	Director KKP Capital Plc.
2011 - 2 Apr 2014	Independent Director / Member of the Audit Committee Golden Lime Co., Ltd.
2012 - 2014	Chairman of the Board of Directors Phatra Asset Management Co., Ltd.
2012 - 2014	Chairman of the Board of Directors KK TRADE Securities Co., Ltd.
26 Jun 2002-27 May 2003	Vice Chairman of the Board The Stock Exchange of Thailand
6 Feb 2001 - 25 Jun 2002	Director The Stock Exchange of Thailand
2000 - 2002	Managing Director Merrill Lynch Phatra Securities Co., Ltd.

## Mr. Chanitr Charnchainarong (Age: 58 years)

Independent Director / Member of the Audit Committee

### Date of Directorship

November 13, 2015

### Educational qualifications / training record

- Bachelor of Science (Electrical Engineering), Purdue University, USA
- Master of Science (Electrical Engineering), Purdue University, USA
- Chartered Financial Analyst (CFA), CFA Institute, USA

### Seminar Accomplishment

The Thai Institute of Directors (IOD)

- Director Certification Program (DCP), Class 52/2004

Other Institutes:

- Senior Executives of Justice Administration, Class 19/2014, Office of the Judicial Training Institute
- Advanced Management Program (AMP), Class 185/2013, Harvard Business School, Harvard University, USA
- Public Economics Management for Executives, Class 9/2011, King Prajadhipok's Institute
- Capital Market Academy Leader Program, Class 2/2006, Capital Market Academy

### Shareholding proportion (%)

(as of February 25, 2022)

- None -

### Familial relationship between directors and executives

- None -

### Work experiences at least for past five years

#### Listed Companies

23 Sep 2020 - Present      Independent Director / Member of the Audit Committee / Member of the Nomination Committee / Member of the Risk Management Committee / Member of the Corporate Governance and Social Responsibility Committee, Asia Plus Group Holdings Plc.

Aug 2019 - Present

Independent Director / Member of the Audit Committee  
Global Connections Plc.  
Chairman of the Board / Independent Director  
Northeast Rubber Plc.  
Independent Director / Member of the Audit Committee  
GMM Grammy Plc.  
Independent Director / Chairman of the Board  
Comanche International Plc.

May 2018 - Present

Nov 2015 - Present

Oct 2015 - Dec 2018

#### Other Companies

8 Oct 2021 - Present

Director  
Sinpate Co.,Ltd.  
Senior Executive Vice President  
Central Group  
Independent Director  
UOB (Thailand) Plc.  
Independent Director / Member of the Audit Committee  
Member of the Risk Management Committee /  
ASIA PLUS SECURITIES COMPANY LIMITED  
Independent Director  
Strategic Property Investors Co., Ltd.  
Advisor  
Vnet Capital Co., Ltd.  
Member of University Council  
Kasetsart University  
Director  
CA Infomedia Co., Ltd.  
Senior Advisor  
The Quant Group Co., Ltd.  
Vice President  
The Stock Exchange of Thailand (SET)  
President  
Market for Alternative Investment (mai)

2016 - Present

May 2015 - Present

23 Sep 2020 - 28 Jul 2021

Jul 2016 - 12 Apr 2021

May 2015 - Nov 2016

Apr 2015 - Jul 2016

2015 -2016

May 2015 - Apr 2016

Aug 2011 - Apr 2015

Feb 2006 - Feb 2014

**Mr. Sunyaluck Chaikajornwat** (Age: 44 years)  
Independent Director / Member of the Audit  
Committee / Member of the Corporate Governance  
and Ethics Committee

#### Date of Directorship

December 23, 2020

#### Educational qualifications / training record

- Bachelor of Engineering, Assumption University, 1999
- LL.B., Thammasat University, 2000
- LL.M Columbia University, USA, 2005

#### Seminar Accomplishment

- None -

#### Shareholding proportion (%) (as of February 25, 2022)

- None -

#### Familial relationship between directors and executives

- None -

#### Work experiences at least for past five years

##### Listed Companies

23 Dec 2020 - Present	Independent Director /Member of the Audit Committee / Member of the Corporate Governance and Ethics Committee GMM Grammy Plc.
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##### Other Companies

22 Jul 2021 - Present	Director (Authorized Director) Weerawong, Chinnavat and Partners Co., Ltd.
23 Jul 2021 - Present	Director (Authorized Director) WC&P Holding Co.,Ltd.
Jun 2001 - Present	Partner Weerawong, Chinnavat and Partners Co., Ltd.

**Miss Suwimon Jhungjotikapisit** (Age: 69 years)  
Director (Authorized Director) / Member of the  
Nomination and Remuneration Committee /  
Company Advisor

#### Date of Directorship

November 13, 2010

#### Educational qualifications / training record

- Bachelor of Political Science (Honors), Chulalongkorn
- University

#### Seminar Accomplishment

The Thai Institute of Directors (IOD):

- Director Certification Program (DCP),  
Class 12/2011

#### Shareholding proportion (%) (as of February 25, 2022)

- None -

#### Familial relationship between directors and executives

- None -

#### Work experiences at least for past five years

##### Listed Companies

Jul 2014 - Present	Member of the Nomination and Remuneration Committee GMM Grammy Plc.
Nov 2010 - Present	Director (Authorized Director) GMM Grammy Plc.
Nov 2005 - Present	Company Advisor GMM Grammy Plc.

##### Other Companies

18 Mar 2021 - Present	Director GDH559 Co., Ltd.
29 Mar 2018 - Present	Director GDC Co., Ltd.
Jan 2016 - Present	Director Suea Tid Peak Krub Co., Ltd.
Dec 2010 - Present	Director MGA Co., Ltd.
Dec 2010 - Present	Director Magic Film Co., Ltd.
Nov 2010 - Present	Director A-Time Traveller Co., Ltd.
Nov 2010 - Present	Director GMM Holding Co., Ltd.
Nov 2010 - Present	Director Grammy Publishing House Co., Ltd.
Nov 2010 - Present	Director Digital Arms Co., Ltd.
Oct 2010 - Present	Director More Music Co., Ltd.
Oct 2010 - Present	Director Geurtfah Co., Ltd.

Oct 2010 - Present	Director Ruamfah Co., Ltd.
Oct 2010 - Present	Director Trinaga Co., Ltd.
Jul 2009 - Present	Director Ruam Fah Deaw Gun Co., Ltd.
28 Jan 2008 - Present	Director / Treasurer Damrongchaitham Foundation
Feb 2007 - Present	Director U-Star (Thailand) Co., Ltd.
5 Mar 2018 - 9 Dec 2021	Director G200M Co.,Ltd. (Former Digistream Co., Ltd.)
Oct 2010 - 29 Nov 2021	Director Teen Talk Co., Ltd. (Liquidation Completed)
18 Apr 2018 - 25 Aug 2021	Director GS ONE Co., Ltd. (Liquidation Completed)
Nov 2010 - 4 Dec 2020	Director Deetalk Co., Ltd. (Liquidation Completed)
Nov 2010 - 29 Jun 2020	Director GMM Tai Hub Co., Ltd. (Liquidation Completed)
Nov 2010 - 20 May 2020	Director GBroadcast Co., Ltd.
Nov 2010 - 20 May 2020	Director GMM Music Publishing International Co., Ltd.
5 Jun 2017 - 20 May 2020	Director GMM Z Co., Ltd.
Dec 2010 - 19 May 2020	Director GR Vocal Studio Co., Ltd.
Nov 2010 - 19 May 2020	Director GMM Digital Domain Co., Ltd.
Nov 2010 - 19 May 2020	Director Extraorganizer Co., Ltd.
Oct 2010 - 19 May 2020	Director Exact Co., Ltd.
2010 - 18 May 2020	Director Fan TV Co., Ltd.
Nov 2010 - 2 Mar 2020	Director GMM Goods Co., Ltd.
Apr 2015 - 9 Dec 2019	Director Judtangton Co., Ltd. (Liquidation Completed)
17 Apr 2018 - 5 Aug 2019	Director Digital Gen Co., Ltd. (Liquidation Completed)

Nov 2010 - 5 Aug 2019	Director GMM Studio Co., Ltd. (Liquidation Completed)
Oct 2010 - 12 Nov 2018	Director H.Y.Infinite Co., Ltd. (Liquidation Completed)
Nov 2010 - 12 Jan 2018	Director GMM Media Plc.
Oct 2010 - 12 Jan 2018	Director GMM TV Co., Ltd.
Nov 2010 - 12 Jan 2018	Director A-Time Media Co., Ltd.
Dec 2010 - 30 Jun 2017	Advisor GMM Media Plc.
Dec 2010 - 20 Oct 2016	Director Bliss Publishing Co., Ltd. (Liquidation Completed)
Oct 2010 - 13 Jun 2016	Director Hou Yuu Central World Co., Ltd. (Liquidation Completed)
Nov 2010 - 20 Jan 2016	Director Luckdee Thaweesuk Co., Ltd. (Liquidation Completed)
Sep 2010 - Nov 2015	Director A Gen Event Agency Co., Ltd.
May 2010 - Sep 2015	Director Acts Studio Co., Ltd.
Dec 2010 - 4 Aug 2015	Director In Publishing Co., Ltd.
Dec 2010 - 4 Aug 2015	Director GMM Times Co., Ltd.
Nov 2010 - 4 Aug 2015	Director Image Publishing Co., Ltd.
Nov 2010 - 4 Aug 2015	Director GMM Inter Publishing Co., Ltd.
Dec 2010 - 1 Jul 2015	Director Index Creative Village Plc.
Apr 2010 - 2014	Director Image On-air Co., Ltd.

**Mr. Phawit Chitrakorn (Age: 46 years)**

Director (Authorized Director) / Member of the Group Executive Committee / Member of the Risk Management Committee / Member of the Corporate Governance and Ethics Committee / Chief Executive Officer- GMM Music

**Date of Appointment**

(as a director)

April 28, 2017

**Date of Appointment**

(as an executive)

January 1, 2016

**Educational qualifications / training record**

- Bachelor of Business Administration (Advertising), Assumption University

**Seminar Accomplishment**

- None -

**Shareholding proportion (%)**

(as of February 25, 2022)

- None -

**Familial relationship between directors and executives**

- None -

**Work experiences at least for past five years****Listed Companies**

13 May 2017 - Present	Member of the Risk Management Committee GMM Grammy Plc.
13 May 2017 - Present	Member of the Corporate Governance and Ethics Committee GMM Grammy Plc.
28 Apr 2017 - Present	Director (Authorized Director) GMM Grammy Plc.
1 Jan 2017 - Present	Chief Executive Officer- GMM Music GMM Grammy Plc.
26 Feb 2016 - Present	Member of Group Executive Committee GMM Grammy Plc.
Jan 2016 - Dec 2016	Chief Marketing Officer GMM Grammy Plc.

**Other Companies**

21 May 2021- Present	Director YGMM Co., Ltd
20 May 2020- Present	Director GMM Music Publishing International Co., Ltd
Apr 2018 - Present	Advisory SIX Network (Thailand) Co., Ltd.
18 Apr 2018 - Present	Director GR Vocal Studio Co., Ltd.
18 Apr 2018 - Present	Director FAN TV Co., Ltd.
21 May 2018 - 24 Aug 2021	Director Bravo Studio Co., Ltd. (Liquidation Completed)
28 Mar 2018 - 9 Dec 2020	Director Tee Fah Studio Co., Ltd. (Liquidation Completed)
21 May 2018 - 4 Dec 2020	Director Gung Ho Studio Co., Ltd. (Liquidation Completed)
10 Apr 2018 - 2 Mar 2020	Director GMM Goods Co., Ltd.
18 Apr 2018 - 5 Mar 2019	Director Digistream Co., Ltd.
19 Apr 2017- 5 Jun 2017	Director GMM Z Co., Ltd.
2011 - 2015	Managing Director Ogilvy and Mather Advertising
2008 - 2011	Managing Partner Ogilvy and Mather Advertising
2003 - 2008	Business Director Ogilvy and Mather Advertising
2002 - 2003	Group Account Director Grey Worldwide Thailand
2000 - 2002	Account Director DY&R Thailand
1997 - 2000	Account Manager Grey Worldwide Thailand
1995 - 1997	Account Executive Grey Worldwide Thailand

**Mr. Fahmai Damrongchaitham (Age: 35 years)**

Director (Authorized Director) / Member of the Group Executive Committee / Member of the Risk Management Committee / Chief Strategic Officer-Music 1

**Date of Appointment**

(as a director)

May 12, 2017

**Date of Appointment**

(as an executive)

February 27, 2018

**Educational qualifications / training record**

- Bachelor of Arts in Communication,  
Faculty of Annenberg School for Communication,  
University of Southern California, USA

**Seminar Accomplishment**

- Director Accreditation Program (DAP),  
Class 188/2021  
The Thai Institute of Directors (IOD)

**Shareholding proportion (%)**

(as of February 25, 2022)

Direct: - None -

Indirect:

- (1) 426,774,344 Shares (52.05%)  
via Fah Damrongchaitham Co., Ltd.  
(Mr. Fahmai Damrongchaitham having 0.25 voting rights in  
Fah Damrongchaitham Co., Ltd. and he is Authorized  
Director in Fah Damrongchaitham Co., Ltd)
- (2) 433,600 Shares (0.05%)  
via Geurtfah Co.,Ltd. (Mr. Fahmai Damrongchaitham  
is the Director and (Authorized Director) in  
Geurtfah Co.,Ltd., hold 25% and all his 3 sibling hold 75%  
shares in Geurtfah Co.,Ltd.)  
  
including related parties, according to Section 59  
of the Securities and Exchange Act

**Familial relationship between directors and executives**

Being the son of Mr. Paiboon Damrongchaitham  
who is Chairman of the Board

**Work experiences at least for past five years****Listed Companies**

3 May 2021 - Present	Director The ONE Enterprise Plc.
15 May 2019 - Present	Chief Strategic Officer-Music 1 GMM Grammy Plc.
27 Feb 2018 - Present	Member of the Risk Management Committee GMM Grammy Plc.
12 May 2017 - Present	Director (Authorized Director) GMM Grammy Plc.
27 Feb 2017 - Present	Member of the Group Executive Committee GMM Grammy Plc.
22 Aug 2011 - Present	Director of Investment Committee GMM Grammy Plc.
1 Dec 2016 - 14 May 2019	Chief Sale Officer-GMM Music GMM Grammy Plc.
9 Dec 2011 - 12 May 2017	Member of Risk Management Committee GMM Grammy Plc.
Oct 2014 - 30 Nov 2016	Managing Director - Artist GMM Grammy Plc.
16 Jun 2010 - 30 Sep 2014	Managing Director SanamLuang Music, GMM Grammy Plc.
2011 - Dec 2012	Co-Chief Operation Officer (Co-COO) GMM Grammy Plc.
9 Dec 2011 - Mar 2012	Member of the Corporate Governance and Ethics Committee GMM Grammy Plc.
28 Jul 2008 - 15 Jun 2010	Marketing Officer GMM Grammy Plc.

**Other Companies**

21 May 2021 - Present	Director YGMM Co.,Ltd.
18 May 2021 - Present	Director GDH559 Co.,Ltd.
13 Aug 2020 - Present	Director Fah Damrongchaitham Co.,Ltd.
Jan 2016 - Present	Director Suea Tid Peak Krub Co., Ltd.
Oct 2012 - Present	Managing Director Z Trading Co., Ltd.
Aug 2012 - Present	Director U-Star (Thailand) Co., Ltd.
2011 - Present	Director Geurtfah Co., Ltd.

2011 - Present	Director Ruamfah Co., Ltd.	12 Jan 2018 - 24 Sep 2018	Director GMM TV Co., Ltd.
2009 - Present	Director Ruam Fah Deaw Gun Co., Ltd.	12 Jan 2018 - 20 Sep 2018	Director GMM Channel Co., Ltd.
13 Sep 2007 - Present	Director and Secretary Damrongchaitham Foundation	6 Dec 2017 - 20 Sep 2018	Director GMM Media Plc.
31 May 2017 - 3 May 2021	Director The ONE Enterprise Co., Ltd.	2011 - 12 Nov 2018	Director H.Y. Infinite Co., Ltd.
11 Apr 2019 - 20 Mar 2020	Director GMP Foods Co., Ltd.	Apr 2013 - 5 May 2017	Director 3-RD Co., Ltd.
7 Dec 2017 - 30 Nov 2020	Director GMM Channel Holding Co., Ltd.	Feb 2012 - Sep 2012	Marketing Director GMM Z Co., Ltd.
21 May 2018 - 20 May 2020	Director Gung Ho Studio Co., Ltd. (Liquidation Completed)		
28 Mar 2018 - 20 May 2020	Director Tee Fah Studio Co., Ltd. (Liquidation Completed)		
Mar 2017 - 20 May 2020	Director Z Trading Co., Ltd.		
21 May 2018 - 18 May 2020	Director Bravo Studio Co., Ltd. (Liquidation Completed)		
18 Apr 2018 - 18 May 2020	Director FAN TV Co., Ltd.		
Apr 2015 - 9 Dec 2019	Director Judtangton Co., Ltd. (Liquidation Completed)		
Sep 2019 - 4 Dec 2019	Director O-Shopping Co., Ltd. (Formerly GMM CJ O-Shopping Co., Ltd.)		
24 Aug 2018 - 14 Mar 2019	Director Proud Project One Co., Ltd.		
18 Apr 2018 - 5 Mar 2019	Director Digistream Co., Ltd.		
20 Apr 2018 - 24 Sep 2018	Director Change2561 Co., Ltd.		
12 Jan 2018 - 24 Sep 2018	Director A-Time Media Co., Ltd.		

**Mr. Sompohb Budspawanich (Age: 55 years)**

Member of the Risk Management Committee / Chief Strategic Officer- Music 2

**Date of Appointment**

(as an executive)

February 27, 2018

**Educational qualifications / training record**

- Bachelor of Business Administration (Accounting),  
Ramkhamhaeng University

**Seminar Accomplishment**

- Finance for the boss Class 34/2012,  
Management & Psychology Institute  
The Thai Institute of Directors (IOD)

**Shareholding proportion (%)**

(as of February 25, 2022)

- None -

**Familial relationship between directors and executives**

- None -

**Work experiences at least for past five years****Listed Companies**

15 May 2019 - Present	Chief Strategic Officer-Music 2 GMM Grammy Plc.
Feb 2018 - Present	Member of Risk Management Committee GMM Grammy Plc.
Feb 2018 - 15 Jul 2020	Member of Group Executive Committee GMM Grammy Plc.
2017 - 14 May 2019	Chief Operating Officer- GMM Music GMM Grammy Plc.
2016 - 2017	Vice of Chief Executive Officer, GMM Music GMM Grammy Plc.
2014 - 2016	Vice of Chief Financial Officer GMM Grammy Plc.
2007 - 2014	Vice President of Accounting GMM Grammy Plc.

**Other Companies**

18 Apr 2018 - Present	Director GR Vocal Studio Co., Ltd.
18 Apr 2018 - Present	Director FAN TV Co., Ltd.
10 Apr 2018 - Present	Director GMM Goods Co., Ltd.
2015 - Present	Director GMM Music Publishing International Co., Ltd.
21 May 2018 - 24 Aug 2021	Director Bravo Studio Co., Ltd. (Liquidation Completed)
2015 - 2021	Director GDH 559 Co., Ltd.
28 Mar 2018 - 9 Dec 2020	Director Tee Fah Studio Co., Ltd. (Liquidation Completed)
21 May 2018 - 4 Dec 2020	Director Gung Ho Studio Co., Ltd. (Liquidation Completed)
2006 - 29 Jun 2020	Director GMM Tai Hub Co., Ltd. (Liquidation Completed)
2012 - Mar 2018	Director Teen Talk Co., Ltd. (Liquidation Completed)
2014 - 2017	Director Family Know-how Co., Ltd. (Dissolution)
19 Aug 2015 - 1 Jun 2017	Director GMM One TV Co., Ltd.
2013 - 1 Jun 2017	Director Acts Studio Co., Ltd.
3 Sep 2016- 3 Mar 2017	Director Memiti Co., Ltd.
2012 - Apr 2017	Director GMM Z Co., Ltd.
2011 - 31 Jan 2017	Director GTH On-air Co., Ltd. (Liquidation Completed)

**Miss Chonlaya Promsri (Age: 47 years)**

Member of the Risk Management Committee / Member of the Group Executive Committee

Chief Financial Officer (CFO)

**Date of Appointment**

(as an executive)

February 1, 2022

**Educational qualifications / training record**

- Bachelor of Faculty of Commerce and Accountancy, major in Accounting, Thammasat University
- Master of Business Administration (M.B.A) in Finance, Kasetsart University

**Seminar Accomplishment**

The Thai Institute of Directors (IOD):

- None -

Other Institutes:

- Certified Public Accountant of Thailand (CPA), 2021, Federation of Accountant Professions
- Orientation Course - CFO Focus on Financial Reporting Class, 2018, Federation of Accountant Professions
- Corporate Finance, 2021 Federation of Accountant Professions
- Training on trends, directions of making M&A, important issues to consider and M&A strategy, 2021) The Stock Exchange of Thailand

**Shareholding proportion (%)**

(as of February 25, 2022)

- None -

**Familial relationship between directors and executives**

- None -

**Work experiences at least for past five years****Listed Companies**

25 Feb 2022 - Present	Member of the Group Executive Committee / Member of the Risk Management Committee GMM Grammy Plc.
1 Feb 2022 - Present	Chief Financial Officer (CFO) GMM Grammy Plc.
2011 - 2014	Vice President - Fixed Assets & Accounting Total Access Communication Plc.
2004 - 2008	Manager of Managerial Account, Accounting Department Thaicom Plc.

**Other Companies**

2018 - 2021	Chief Financial Officer (CFO) AIRA&AIFUL Plc.
2016 - 2017	Chief Financial Officer (CFO) Winnergy Corporation Co.,Ltd.
2015 - 2016	Financial Advisor Green Latex Co.,Ltd.
2014 - 2015	Chief Financial Officer (CFO) Aurora Design Company Limited
2008 - 2011	Corporate Finance Manager King Power International Co.,Ltd.

Executive resigned in 2021

**Mrs. Kanokporn Sanawatana** (Age: 50 years)

Resigned, effective from January 1, 2022

#### **Educational qualifications / training record**

Bachelor of Accountancy, Dhurakij Pundit University

Master of Business Administration, Finance and Banking, Ramkhamhaeng University

#### **Seminar Accomplishment**

The Thai Institute of Directors (IOD):

- Director Certification Program (DCP), Class 171/2013
- Advance Audit Committee Program (AACP), Class 22/2016

#### **Shareholding proportion (%) (as of January 1, 2022)**

- None -

#### **Familial relationship between directors and executives**

- None -

#### **Work experiences at least for past five years**

##### **Listed Companies**

25 Jan 2021 - 31 Dec 2021	Chief Financial Officer (CFO) / Member of the Group Executive Committee / Member of the Risk Management Committee GMM Grammy Plc.
7 May 2020 - 1 Jan 2021	Chief Financial Officer (CFO) and Executive Vice President-Finance Accounting & Legal The Platinum Group Plc.
1 Jul 2019 - 1 May 2020	Chief Financial Officer (CFO) J.S.P. Property Plc.
2017 - 29 May 2019	Executive Vice President Accounting (CFO) Charn Issara Development Plc.

##### **Other Companies**

2015 - 2017	Executive Vice President on Accounting and Finance (CFO), Aurora Design Co., Ltd. (Aurora group)
2014 - 2015	Director of Strategy Planning & Risk Management Department Student Loan Fund, Ministry of Finance
2011 - 2014	Director of Management and Administration Electronic-Government Agency (Public Organization), Ministry of Information and Communication Technology

**Mrs. Somsuda Ruampumsuk** Age: (49 Years)  
Corporate Secretary and Head of Compliance<sup>12</sup>

**Date of Appointment**

Bachelor of Engineering, Computer Engineering  
King Mongkut's Institute of Technology Ladkrabang

**Educational qualifications / training record**

Seminar Accomplishment:

The Thai Institute of Directors (IOD):

- Company Secretary Program (CSP) Class 71/2016
- Board Reporting Program (BRP) Class 19/2016
- Company Reporting Program (CRP) Class 16/2016
- Effective Minute Taking (EMT) Class 36/2016
- Seminar on the topic of the 2023 CGR Survey Criteria (Nov 30, 2021)

TLCA Executive Development Program (TLCA):

- Fundamentals for Corporate Secretaries 2015
- Advances for Corporate Secretaries 2015
- Session Sharing Seminar Guidelines for the disclosure of CG Code Essentially apply or explain (June 11, 2018)

Thai Investors Association (TIA)

- AGM Assessment Project (Jan 21, 2021)
- Discussion on Sustainable business after Covid-19, life must rethink (Sep 27, 2021)

The Securities and Exchange Commission (SEC) and/or  
The Stock Exchange of Thailand (SET)

- Smart Disclosure Program (SDP)
- SCP Straight Through
- CSR for Corporate Sustainability:P01 Class 8
- Criminal Liabilities of Representatives of Juristic Person Act Seminar (May 18, 2017)
- New set portal system Seminar (Nov 23, 2017)
- Guidelines for the use of the Securities Change Management System for Directors, Executives and Auditors (Form 59-2) Seminar (July 11, 2017)
- New CG Code Seminar (July 31, 2017)
- New Issuer Portal Training Course (Nov 10, 2017)
- Training on how to improve the preparation of the Free Float Report (April 19, 2019).
- Training on how to use the SET Link system (Oct 1, 2019)
- Seminar "Preparation of Directors and Executives on Personal Data Protection (March 5, 2020)
- Seminar on Guidelines for Organizing Shareholders' Meetings via Electronic Media (e-AGM) (Feb 5, 2021)
- Seminar on Preparing for Prompt One Report (Jun 24, 2021)
- Training on trends, directions of making M&A, important issues to consider and M&A strategy (Sep 29-30, 2021)
- Seminar on readiness check before PDPA comes into force (Dec 15, 2021)
- Training on how to use the function of creating annual registration statement / annual report (Form 56-1 One Report) on SETLink system (Dec 17, 2021)

**Shareholding proportion (%)  
(as of February 25, 2022)**

- None -

**Familial relationship between directors and executives**

- None -

**Work experiences at least for past five years**

**Listed Companies**

Aug 2016 - Present

Secretary of the Corporate Governance and Ethics Committee, GMM Grammy Plc.  
Director, Office of Corporate Secretary, GMM Grammy Plc.  
Corporate Secretary, GMM Grammy Plc.  
Manager, Office of Corporate Secretary, GMM Grammy Plc.  
Co-ordinator Manager, GMM Grammy Plc.  
Procurement Director, TT&T Plc.  
Acting Regulatory Affair Director, TT&T Plc.  
Concession Management Manager, TT&T Plc.

Jan 2016 - Present

May 2015 - Present

May 2015 - Dec 2015

Mar 2013 - May 2015

Jun 2012 - Aug 2013  
2009 - Jun 2012

2005 - 2009

**Other Companies**

July 2015 - 12 Mar 2021

Company Secretary,  
The One Enterprise Co., Ltd.

Dec 2017 - Nov 2020

Company Secretary,  
GMM Channel Holding Co., Ltd.

**Note:**

- <sup>12</sup> Duties and Responsibilities of the Company Secretary (and acting as Head of Compliance)
1. Being a Secretary to the Board of Directors by coordinating with all parties in organizing Board of Directors Meetings and Shareholders Meetings so that they adhere to principles of Good Corporate Governance and related regulations, the Company's Articles of Associations and best practices, and related laws such as the Securities and Exchange Act and the Public Limited Company Act B.E. 2535.
  2. Being responsible for disclosing the Company's information in line with SET's and SEC's regulations, and other regulatory bodies.
  3. Providing basic advice to the Board of Directors and Management who have to follow the Company's Articles of Association, rules of SEC and SET, and any new regulations that may be relevant to the Company.
  4. Preparing and storing important documents such as the registration of the Company's directors, the invitation letter and minutes of the Board of Directors Meeting, the invitation letter and minutes of the Shareholders Meeting, the Annual Report, shares holding report of directors and management team, and reports of conflicts of interest filed by directors and the management.
  5. Supervising various activities and events performed by the Board of Directors to ensure the efficiency and effectiveness of their works, and the greatest benefits to the Company.
  6. Coordinating with related parties to ensure that the resolutions from the Board of Directors Meetings and the Shareholders Meetings are carried out.
  7. Executing additional duties as assigned by the Board of Directors.

**Ms. Kadearoon Uppathamp (Age: 51 years)**  
Head of Accounting

**Educational qualifications / training record**

Bachelor of Accounting, The University of the Thai Chamber of Commerce

**Seminar Accomplishment**

Seminar Accomplishment: EY

- Update Accounting Standards and Robotic Process Automation (Y2020)
- Update Accounting Standards (TFRS 15) and (TFRS16) (Y2019)

Dharmniti Seminar and Training

- Update Legal e-Payment, e-Tax Invoice&e-Receive, e-Withholding Tax and e-Filing (Y2020)
- Tax Planning Corporate income tax and Value add tax (Y2019)
- Transfer pricing (Y2018)
- Update Accounting Standard (Y2021) and TFRS

SET (The Stock Exchange of Thailand)

- TFRS9,TFRS15,TFRS16 (Y2019)

Nation Broadcasting and Telecommunication Commission (NBTC)

- Knowledge about annual license fees Accounting Income classification in broadcasting and television business (Y2018)

NYC Management Co., Ltd

- Revenue from contracts made with customers (TFRS15)

M wiz Accounting Consultant

- Update Corporate Income Tax Y2017 and Tax issues that accountants should know
- Update Financial Report Standards Y2017 and Tax issues related to revenue recognition
- Update New law Y2016 Guidelines and tax benefits

Executive Plus

- Tax for Accounting (Y2015)
- Update Accounting Standards (Y2015)

**Shareholding proportion (%)  
(as of February 25, 2022)**

- None -

**Familial relationship between directors and executives**

- None -

**Work experiences at least for past five years**

**Listed Companies**

Jul 2016 - Present      Accounting Director,  
GMM Grammy Plc.

**Other Companies**

Jun 2005 - Jun 2016      Accounting Manager  
United Distribution Business Co.,Ltd.  
Mar 2001 - Jun 2005      Accounting Section Chief  
United Distribution Business Co.,Ltd.  
Apr 1996 - Feb 2001      Accounting Staff  
United Distribution Business Co.,Ltd.

## Details of the position of Directors, Executives and Persons with controlling power in Subsidiaries, Associated companies, Joint ventures, and Other related companies

As of February 25, 2022

No.	List of Companies	Mr. Paiboon Damrongchaitham	Miss Boosaba Daorueng	Dr. Naris Chaiyasoot	Mr. Suwit Mapaisansin	Mr. Sunyaluck Chaikajomwat	Chanitr Charnchainarong	Miss Suwimon Jhunjotikapit	Mr. Phawit Chitrakorn	Mr. Fahmai Damrongchaitham	Mr. Sompohb Budspawanch	Mrs. Kanokporn Sanawatana (Resigned from the company effective January 1, 2022)	Miss Chonlaya Promsri (Effective from February 1, 2022 onwards)	Mrs. Somsuda Ruampumsuk
	GMM Grammy Public Company Limited	C	D, AD, EX, CEX, GEX	D, ID	D, ID	D, ID	D, ID	D, AD	D, AD, EX, GEX	D, AD, EX, GEX	EX	GEX, EX	GEX, EX	CS
<b>Subsidiaries</b>														
1	Grammy Publishing House Co., Ltd.*		D, AD					D, AD						
2	Global Music and Media (China) Co., Ltd.*	D, AD	D, AD											
3	"Content and Artist Network Co., Ltd.*** (Liquidation Completed, October 15, 2021)"													
4	GDC Co., Ltd.*		D, AD					D, AD						
5	GDH 559 Co., Ltd.	D	D, AD							D				
6	G Broadcast Co., Ltd.													
7	GR Vocal Studio Co., Ltd.		D, AD						D, AD		D, AD			
8	GMM Goods Co., Ltd.										D, AD			
9	GMM Channel Co., Ltd.													
10	GMM Z Co., Ltd.		D, AD											
11	GMM Digital Domain Co., Ltd.*		D, AD											
12	GMM Music Publishing International Co., Ltd.		D, AD						D, AD		D, AD			
13	GMM Holding Co., Ltd.		D, AD					D, AD						
14	"GS ONE Co., Ltd.*** (Liquidation Completed, August 25, 2021)"		D, AD					D, AD						
15	Z Trading Co., Ltd.													
16	Digital Arms Co., Ltd.*		D, AD					D, AD						
17	G200M Co., Ltd. (Former name Digistream Co., Ltd.)													
18	Teen Talk Co., Ltd. *** (Liquidation Completed, November 29, 2021)		D, AD					D, AD						
19	Nam Dee Mai Ngarm Co., Ltd.		D, AD											

No.	List of Companies	List of Directors / Executives												
		Mr. Paiboon Damrongchaiham	Miss Boosaba Daorueng	Dr. Naris Chaiyasoot	Mr. Suvit Mapaisansin	Mr. Sunyaluck Chaikajornwat	Chanitr Charnchainarong	Miss Suwimon Jhungjotikapisit	Mr. Phawit Chitrakorn	Mr. Fahmai Damrongchaiham	Mr. Sompohb Budspawanich	Mrs. Kanokporn Sanawatana (Resigned from the company effective January 1, 2022)	Miss Chonlaga Promsri (Effective from February 1, 2022 onwards)	Mrs. Somsuda Ruampumsuk
	GMM Grammy Public Company Limited	C	D, AD, EX, CEX, GEX	D, ID	D, ID	D, ID	D, ID	D, AD	D, AD, EX, GEX	D, AD, EX, GEX	EX	GEX, EX	GEX, EX	CS
<b>Subsidiaries</b>														
20	"Bravo Studio Co., Ltd. *** (Liquidation Completed, August 24, 2021)"		D, AD						D, AD		D, AD			
21	Fan TV Co., Ltd.		D, AD						D, AD		D, AD			
22	More Music Co., Ltd.*		D, AD					D, AD						
23	Magic Film Co., Ltd.*		D, AD					D, AD						
24	Extraorganizer Co., Ltd.*		D, AD											
25	EXACT Co., Ltd.		D, AD											
26	MGA Co., Ltd.*		D, AD					D, AD						
27	O-Shopping Co., Ltd													
28	OSP TV Co., Ltd.		D, AD											
<b>Associated companies</b>														
1	Ngandee Thaweesuk Co., Ltd.		D, AD											
2	Scenario Co., Ltd.		D											
3	Family Know-how Co., Ltd.**	D												
4	Nadao Bangkok Co., Ltd.		D, AD											
5	Sawasdee Thaweesuk Co., Ltd.		D, AD											
6	Siangdee Thaweesuk Co., Ltd.		D, AD											
7	LUCKS (666) Satellite Co., Ltd.**													
<b>Joint Ventures</b>														
1	The One Enterprise Public Company Limited	C								D, AD				
2	YGMM Co., Ltd.								D, AD	D, AD				
3	O2Kiss Co., Ltd.													
4	Forever TM Co., Ltd.													
5	Special Destiny Co., Ltd.		D, AD											
<b>Other related companies</b>														
1	Me Miti Co., Ltd.													
2	A-Time Traveller Co., Ltd.							D, AD						

**Note :** C = Chairman of the Board AC = Advisory Chairman D = Director ID =Independent Director AD = Authenticated Director  
CEX = Chairman of the Group Executive Committee GEX = Member of the Group Executive Committee  
EX = Executives as defined by the SEC. CS = Company Secretary

2021

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## Attachment 2 Details of Director of Subsidiaries

as of December 31, 2021

No.	List of Companies	Directors <sup>1)</sup>			Directors <sup>2)</sup>			
1	Grammy Publishing House Co., Ltd.*	Miss Boosaba Daorueng	Miss Suwimon Jhungjotikapisit		Mrs.Venusda Saengvanich			
2	Global Music and Media (China) Co., Ltd.*	Mr. Paiboon Damrongchaitham	Miss Boosaba Daorueng		Mr. Kittisak Chuangaroon			
3	Content and Artist Network Co.,Ltd.***				Mr. Kittisak Chuangaroon			
	(Liquidation Completed, October 15, 2021)							
4	GDC Co., Ltd.*	Miss Boosaba Daorueng	Miss Suwimon Jhungjotikapisit		Mrs.Venusda Saengvanich			
5	GDH 559 Co., Ltd.	Mr. Paiboon Damrongchaitham	Miss Boosaba Daorueng	Mr. Fahmai Damrongchaitham	Miss Jina Osothsilp)	Mr. Jira Maligool	Miss Thananuch Ibrahim	Miss Preeyawun Bhuwakul
		Miss Suwimon Jhungjotikapisit						
6	G Broadcast Co.,Ltd.				Mr. Chukiat Tansunthon-sakul	Mr. Olarn Pruengvid-dhyakarn	Mrs.Venusda Saengvanich	
7	GR Vocal Studio Co., Ltd.	Miss Boosaba Daorueng	Mr. Phawit Chitrakorn	Mr. Sompohb Budspawanich	Mr. Kittisak Chuangaroon			
8	GMM Goods Co.,Ltd.	Mr. Sompohb Budspawanich			Miss Prapawadee Thanirananon			
9	GMM Channel CO.,Ltd.				Mr. Kittisak Chuangaroon	Mr. Santisuk Chongman-kong	Mrs. Vipaporn Somkid	
10	GMM Z Co., Ltd.	Miss Boosaba Daorueng			Mr. Olarn Pruengvid-dhyakarn	Mr. Chukiat Tansunthon-sakul	Mrs.Venusda Saengvanich	
11	GMM Digital Domain Co., Ltd.*	Miss Boosaba Daorueng			Mr. Kittisak Chuangaroon	Mr. Santisuk Chongman-kong		
12	GMM Music Publishing International Co., Ltd.	Miss Boosaba Daorueng	Mr. Phawit Chitrakorn	Mr. Sompohb Budspawanich	Mr. Sin-Anan Rattanatrakul-chai			
13	GMM Holding Co., Ltd.	Miss Boosaba Daorueng	Miss Suwimon Jhungjotikapisit		Mrs.Venusda Saengvanich			
14	GS ONE Co., Ltd. *** (Liquidation Completed, August 25, 2021)	Miss Boosaba Daorueng	Miss Suwimon Jhungjotikapisit		Mrs.Venusda Saengvanich			
15	Z Trading Co., Ltd.				Mr. Olarn Pruengvid-dhyakarn	Mr. Kittisak Chuangaroon	Mrs.Venusda Saengvanich	Mr. Chukiat Tansunthon-sakul

No.	List of Companies	Directors <sup>1)</sup>			Directors <sup>2)</sup>			
16	Digital Arms Co., Ltd.*	Miss Boosaba Daorueng	Miss Suwimon Jhungjotikapisit		Mrs.Venusda Saengvanich			
17	G200M Co.,Ltd. (Former name Digistream Co., Ltd.)				Mr. Asawin Rojmethathawee	Miss Jipattikal Panikabutr	Miss Janegira Janevakornvong	
18	Teen Talk Co.,Ltd. *** (Liquidation Completed, November 29,2021)	Miss Boosaba Daorueng	Miss Suwimon Jhungjotikapisit		Mrs.Venusda Saengvanich			
19	Nam Dee Mai Ngarm Co.,Ltd.	Miss Boosaba Daorueng			Miss Jina Osothsilp)	Mr. Jira Maligool	Mr. Witchapatch Kojiw	Miss Voravalan Kojiw
20	Bravo Studio Co., Ltd. *** (Liquidation Completed, August 24,2021)	Miss Boosaba Daorueng	Mr. Phawit Chitrakorn	Mr. Sompohb Budspawanich	Mr. Ekachai Uekrongtham			
21	Fan TV Co., Ltd.	Miss Boosaba Daorueng	Mr. Phawit Chitrakorn	Mr. Sompohb Budspawanich	Mr. Kittisak Chuangaroon			
22	More Music Co., Ltd.*	Miss Boosaba Daorueng	Miss Suwimon Jhungjotikapisit		Mrs.Venusda Saengvanich			
23	Magic Film Co., Ltd.*	Miss Boosaba Daorueng	Miss Suwimon Jhungjotikapisit		Mrs.Venusda Saengvanich			
24	Extraorganizer Co., Ltd.*	Miss Boosaba Daorueng			Mrs.Venusda Saengvanich	Mr. Kittisak Chuangaroon		
25	EXACT Co., Ltd.	Miss Boosaba Daorueng			Mr. Santisuk Chongman-kong	Mr. Kittisak Chuangaroon		
26	MGA Co., Ltd. *	Miss Boosaba Daorueng	Miss Suwimon Jhungjotikapisit		Mrs.Venusda Saengvanich			
27	O-Shopping Co., Ltd				Miss Sasitorn Suwanchai	Mr. Chaiwut Sangtada	Mr. Chirat Chewwat-tananon	
28	OSP TV Co., Ltd.	Miss Boosaba Daorueng			Miss Fahshai Damrongchaitam	Miss Wanpen Kaewnaseng	Miss Sasitorn Suwanchai	Mrs.Venusda Saengvanich

**Note :**      \* = Currently non-active                      \*\*\* = Liquidation Completed

             \*\* = The company is in the process of liquidation. / Dissolution

Director 1) = The directors are directors and executives according to the definition of the SEC in GMM Grammy Plc.

Director 2) = The director are not a director and executive according to the definition of the SEC in GMM Grammy Plc.

# Attachment 3 Details of the Head of Compliance

“As of December 31, 2021”

**Mr. Wichai Santadanuwat** (Age: 46 years)

Head of Internal Audit<sup>1</sup>

## Education

Master of Business Administration (MBA), Bangkok University  
Bachelor of Accounting, Bangkok University

## Seminar Accomplishment:

The Thai Institute of Directors (IOD):

- Advance Audit Committee Program (AACP) 34/2019
- Family Business Governance (FBG) 9/2017
- Director Certification Program (DCP) 229/2016
- How to Develop a Risk Management Plan (HRP) 07/2015
- Anti-Corruption: The Practical Guide (ACPG) 2014
- Handling Conflict of Interest: What the Board Should do? (2008)

The Institute of Certified Accountants and Auditors of Thailand (ICAA):

- Fundamental SAP R3 Auditing (2007)
- Risk Assessment for Better Audit Planning (2005)
- Introductory to Computer Assisted in Auditing (2005)

Thai Listed Companies Association (TLCA):

- Risk Management Conference (2009)

Other Institutes:

- IT Audit for Non IT Audit, NSTDA Academy (2012)
- Cyber Defense Initiative Conference (CDIC), ACIS Professional Center (2009)

## Number of Share Holding (%) (as of 31/12/2021)

- None -

## Relationship among Executives

- None -

## Experience during the past 5 years

Listed Companies

Sep 2014 - Present	Internal Audit Senior Director/ Secretary of the Audit Committee GMM Grammy Plc.
Jan 2007 - Aug 2014	Internal Audit Director/Secretary of the Audit Committee GMM Grammy Plc.
Jan 2005 - Dec 2006	Internal Audit Department Manager GMM Grammy Plc.
Jan 2004 - Dec 2004	Internal Audit Division Manager GMM Grammy Plc.
May 2001 - Dec 2003	Internal Audit Supervisor GMM Grammy Plc.
Mar 1997 - Apr 2001	Internal Audit Staff Charoen Pokkaphan Food Plc.

Other Companies

Jun 1996 - Mar 1997	Internal Audit Staff Bara winsor Co., Ltd
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## Remarks:

<sup>1</sup> Duties and Responsibilities according to the Audit Committee's Charter regarding Head of Internal Audit

1. Supervising the Internal Audit Department policies and operations, by evaluating the Internal Audit Charter, the independence of its audits, the scope of work and audit schedules.
2. Evaluating, appointing, transferring and terminating the Head of Internal Audit Department, as well as assessing the performance and approving compensation for the Internal Audit Department in accordance with evaluation performed by the Head of Internal Audit Department and top executives of the Company.
3. Reviewing the recommendations conducted by the external auditor and the Internal Audit Department, as well as monitoring the management team to ensure that recommendations have been sufficiently followed and effective action has been taken within an appropriate timeframe.

## Attachment 4 Assets Used in Business Operations

### Land, Office Buildings and Rental Space

Details	Proprietary Nature	Value*
1. 43-storey building, 50 GMM Grammy Place Building, Sukhumvit 21 (Asoke) Road, Khlong Toei Nuea Sub-district, Wattana District, Bangkok, total area 15,273.43 square meters	The Company and its subsidiaries have entered into lease agreements with the term of each agreement approximately 1-3 years (Oct. 2018 - Apr. 2022)	Book Value 192.17 Million Baht (Monthly contractual rental and service fee 10.37 Million Baht)
2. Building No. 115, moo 6, Soi Suksawat 76, Suksawat Road, Bang Chak Subdistrict, Phra Pradaeng District, Samut Prakan Province. Area 96 square meters	GMM Grammy Plc 3 years rental contract (Jan. 2021 - Dec. 2023)	Book Value 1.20 Million Baht (Monthly contractual rental fee 0.05 Million Baht)
3. Industrial Condominium, Kai Tak Building, No. 47/328, 6th Floor, Ban Mai Subdistrict, Pak Kret District Nonthaburi Province. Area 655.84 square meters	GMM Grammy Plc 3 years rental contract (Nov. 2021 - Nov. 2024)	Book Value 1.93 Million Baht (Monthly contractual rental and service fee 0.12 Million Baht)
4. Building No. 92/11 and 92/12 Soi Sukhumvit 31 (Sawasdee), Sukhumvit Road, Khlong Tan Nuea, Wattana, Bangkok Total area 4,167.40 square wa	GDH 559 Co., Ltd. 3 years rental contract (Jul. 2021 - Jun. 2024)	Book Value 35.54 Million Baht (Monthly contractual rental and service fee 0.44 Million Baht)
5. Building No. 88/8 Rama 9 Road, Sub-District Huai Khwang, Huai Khwang District, Bangkok Approximate area 1,009 3/10 square wa	O Shopping Co., Ltd. 10 years rental contract (Mar. 2015 - Feb. 2025)	Book Value 56.25 Million Baht (Monthly contractual rental fee 1.43 Million Baht)

\* The Group of Companies recognizes leasehold assets and lease liabilities for leases previously classified as operating leases in accordance with Thai Financial Reporting Standard No. 16 on Lease Agreements starting as of 1 January 2020

## Distribution Centers and Warehouses

Details	Proprietary Nature	Value *
1. Warehouse No. 998, 998/1, Moo 21, Bang Phli Yai Subdistrict, Bang Phli District, Samut Prakan Province Total area 2,970 square meters	GMM Grammy Plc 1 year rental contract (Apr. 2021 - Apr. 2022)	Book Value 0.82 Million Baht (Monthly rental and service fee 0.38 Million Baht)
2. Warehouse No. 885 Sukhumvit 77 Road (On Nut-Prawet), Prawet Sub-district, Prawet District, Bangkok Total area 5,554.50 square meters	O Shopping Co., Ltd. 3 years rental contract (Dec. 2020 - Nov. 2023)	Book Value 20.89 Million Baht (Monthly rental and service fee 0.78 Million Baht)

\* The Group of Companies recognizes leasehold assets and lease liabilities for leases previously classified as operating leases in accordance with Thai Financial Reporting Standard No. 16 on Lease Agreements starting as of 1 January 2020

## Improvements of leased offices and warehouses, studios and production equipment

Details	Proprietary Nature	Value (Million Baht)	
1. Improvements of leased offices and warehouse, Studio, production and control rooms, Equipment used for program production and broadcasting on satellite television	Owned by GMM Grammy Public Company Limited and Subsidiaries without any obligations	Value	170.26
		Less reserve for impairment	90.49
		Net	79.77

## Service contracts relating to broadcasting on satellite and digital television channels. (SATELLITE TELEVISION AND DIGITAL TELEVISION PROGRAMMES)

Service Provider	Contract Period	Rental fee/month
1. TC Broadcasting Company Limited	9 months - 3 years	0.07 Million US dollars
2. PSI Broadcasting Company Limited	9 months	1.00 Million Baht
3. PSI Corporation Company Limited	9 months	2.00 Million Baht
4. TNBC Company Limited	1 year	3.30 Million Baht
5. Interlink Telecom Public Company Limited	1 year	0.09 Million Baht
6. Symphony Communication Public Company Limited	1 year	0.07 Million Baht

## Spectrum License for Digital Television Broadcasting

Channel Name	Type	License Duration	Book Value (Million Baht)
GMM 25 Channel	Normal program channels with normal definition	15 year (Apr. 2014- Apr. 2029)	422.56
<b>Total</b>			<b>422.56</b>

## Lease agreement for the use of television networks using digital terrestrial frequency (MUX)

Channel Name	Service Provider	Contract Period	Rental fee/month
GMM 25 Channel	Royal Thai Army Radio and Television (RTA)	15 years (Apr. 2014 - Apr. 2029)	Effective from June 2020, NBTC supported the rental fee for using the network service so there are no expenses for renting the network service for the remainder of the license period for digital television services

## Program Royalties

Program royalties are compensation for rights under contracts of the Company and its subsidiaries in order to obtain rights for programs including costs of programs created within the business as of December 31, 2021, the said assets have a net book value of 29.05 Million Baht, details are:

Program Royalty Type	Proprietary Term	Book Value (Million Baht)
Variety entertainment programs (including movies, dramas and foreign series)	1 year – No Term Limit	<div>Value 563.59</div> <div>Less Reserve for Impairment 534.54</div> <div>Net: 29.05</div>

## Music Copyrights

Music Copyrights consist of copyright of the lyrics and melodies, rights for storage and dissemination of copyrighted works to the public are stated at the net book value as of December 31, 2021, amounting to 313.28 Million Baht.

## Investment Policy in Subsidiaries, Joint Ventures and Associated Companies

As of December 31, 2021, GMM Grammy Public Company Limited has investments in subsidiaries, joint venture and associated companies in various businesses amounting to 2,095.91 Million Baht, details are as follows:

### Subsidiaries

Business	Total Value (Million Baht)
1. Music and Digital Business	143.74
2. Satellite Television Business	5,935.00
3. Home Shopping Business	251.88
4. Movie Business	76.50
5. Other Businesses (Joint investments and others)	1,185.03
<b>Total</b>	<b>7,592.15</b>
<b>Less Allowance for impairment of investments</b>	<b>(6,933.16)</b>
<b>Net</b>	<b>658.99</b>

### Joint Ventures

Business	Total Value (Million Baht)
1. Digital TV Channel One31	1,191.55
2. Music and Digital Business	51.03
<b>Total</b>	<b>1,242.58</b>

### Associated Companies

Business	Total Value (Million Baht)
1. Satellite Television Business	17.00
2. Other Business	188.64
<b>Total</b>	<b>205.64</b>
<b>Less Allowance for impairment of investments</b>	<b>(11.30)</b>
<b>Net</b>	<b>194.34</b>

Investments in subsidiaries, joint ventures and associated companies account for 47.05% of total assets. The Company's policy is to invest in subsidiaries, joint ventures and associated companies with management potential for profitability. By focusing on the expansion of businesses related to the Company's core business. At present, most of the Company's subsidiaries are wholly (100%) owned by the Company. Therefore, the power to manage and set important policies are made by the management, managing Directors and the Board of Directors of the Company. Additionally There is also a policy to send representatives of the Company to be a director in those companies as well.

# **Attachment 5 The Corporate governance and business ethics manual of GMM Grammy Group, Duties and responsibilities of the directors and The charter of the Sub-committee**

## **1) The Corporate governance and business ethics manual of GMM Grammy Group**

GMM Grammy Public Company Limited (“the Company”) has defined the Corporate Governance policy for the Board of Directors, all executives and employees to adherence in performing their duties with responsibility, transparency, honesty, and ethics towards oneself, organization, shareholders, and stakeholders. The Company Group believes that the business operation following the Corporate Governance principle and the awareness of responsibility for all stakeholders will perpetually encourage the Company Group to grow with stability and sustainability

The Board of Directors has a policy to encourage the dissemination of corporate governance culture in various forms for awareness at all levels and for translation into practice by preparing and disseminating the Corporate Governance and Business Ethics Manual through several channels such as E-mail, the GRAMMY Group’s Intranet, the Company’s website and training the basic of corporate governance to new employees. Directors, executives and employees will accordingly be aware of and abide by the principles of corporate governance and business ethics in performing their duties with accountability, transparency, integrity, prudence and ethics towards oneself, the organization, the shareholders and other stakeholders. Activities are to be held to enhance knowledge, understanding and conscience in performing duties responsibly, cautiously and honestly under the corporate governance principles and business ethics of the Company.

The Corporate governance and business ethics manual of GMM Grammy PLC can be viewed on the Company’s website at <http://www.gmmgrammy.com> under “Investor Relations > Corporate Governance > Company Corporate Governance and Business Ethics” or in the link below: <https://grammy-th.listedcompany.com/misc/cg-e-book/20191202-grammy-cg-manual-th.pdf>

## **2) Duties and Responsibilities of the Directors**

The details of Duties and responsibilities of the directors are reported under Section 2 “2.3 Authorities Duties and Responsibilities of the Board” in page 111-113

## **3) The Charter of the Sub-committee**

For more information on The Charter of the Sub-committee, please see the Company’s website <http://www.gmmgrammy.com>

under “Investor Relations > Corporate Governance > Charters” or in the link below:

- The Charter of the Audit Committee at link :  
[https://grammy.listedcompany.com/charter\\_audit.html](https://grammy.listedcompany.com/charter_audit.html)
- The Charter of the Nomination and Remuneration Committee at link:  
[https://grammy.listedcompany.com/charter\\_nomination.html](https://grammy.listedcompany.com/charter_nomination.html)
- The Charter of the Corporate Governance and Ethics Committee at link :  
[https://grammy.listedcompany.com/charter\\_cg.html](https://grammy.listedcompany.com/charter_cg.html)
- The Charter of the Risk Management Committee at link:  
[https://grammy.listedcompany.com/charter\\_risk.html](https://grammy.listedcompany.com/charter_risk.html)

## Attachment 6 Audit Committee Report

### GMM Grammy Public Company Limited and Its Subsidiaries

The Audit Committee (“the Committee”) comprises independent directors whom are well-educated and competent in various aspects, such as finance, accounting and law. Dr. Naris Chaayasoot was appointed as a Chairman of the Audit Committee and the other members are Mr. Suvit Mapaisansin, Mr. Chanitr Charnchainarong and Mr. Sunyaluck Chaikajornwat with the Senior Director of the Internal Audit Department serves as the secretary to the Committee.

In 2021, the Committee had performed their duties according to the Audit Committee Charter which complies with the relevant rules and regulations set forth by the Stock Exchange of Thailand and the Good Corporate Governance policy. The Committee conducted 4 meetings, The summary of attendance of Audit Committee members is as follows:

Name	Position	Meeting	Remark
1. Dr. Naris Chaayasoot	Chairman	4/4	
2. Mr. Suvit Mapaisansin	Member	4/4	
3. Mr. Chanitr Charnchainarong	Member	4/4	
4. Mr. Sunyaluck Chaikajornwat	Member	4/4	

The Committee activities could be summarized as follows:

1. Reviewed the quarterly and the annual financial statements for the fiscal year 2021 regarding the disclosure of significant information rendered by the Internal Audit Department, the External Auditors and the Management, to ensure the accuracy, reliability and adequacy and submit to the Board of Directors for Approval.
2. Reviewed the efficiency and the adequacy of the GMM Grammy Group’s internal control system, risk management system and internal audit system in cooperation with the Internal Audit Department, the External Auditors and the Management.
3. Reviewed that the Company abided by the SEC and the SET rules and regulations, other related laws, the Company’s good corporate governance policy and Code of Ethics, through coordination with Management and Internal Audit Department.
4. Proposed and recommended the appointment of external auditors and their audit fee. For the year 2022 The Committee, in coordination with the Internal Audit Department and the Management, considered the independence and the qualities of the audit task and recommended the reappointment of Mr. Khitsada Lerdwana or Mrs. Poonnard Paocharoen, Certified Public Accountant (Thailand) No. 4958 and 5238 respectively, of EY Office Limited (Formerly known as “Ernst & Young Office Limited”) as the Company’s and its ‘subsidiaries’ External Auditors and the audit fee for the fiscal year 2022. The appointment of the External Auditor for the year 2022 was approved by the Board of Directors and will be proposed to the Shareholders for their further approval. For the year 2021, the Committee conducted 1 meeting with External Auditor.
5. Reviewed related transactions or conflict of interest issues to ensure that the transactions were reasonable and fair in accordance with the rules or announcements of the SET and the disclosures were correct and complete.

6. Reviewed and acknowledged internal audit results quarterly. Followed up management operations and progresses on the internal and external audit findings and recommendations. Approved the internal audit plan for the year 2022. In addition, the Committee reviewed the Independence of the Internal Audit Department and considered the appointment, the migration, the transfer, lay off, evaluation and remunerations of The Head of Internal Audit as well as the evaluation of the performance and the remunerations of the Internal Audit staffs which were assessed and proposed by Group Chief Executive Officer and Head of Internal Audit.
7. Annually reviewed and updated the Charter of Audit Committee and Internal Audit, to ensure that the Charters are still suitable for the Company's business environment.
8. Conducted the Audit Committee self assessment on its composition, qualification, activities in compliance to the audit Committee Charter, training, authority and the independence. For the year 2021, the Committee concluded that the Committee has adequately completed their duty as assigned by the Board of Directors and reported the assessment results along with the Committee's activities to the Board of Directors Meetings on February 25, 2022.
9. Reviewed that the Company abided by the Good Corporate Governance and Code of Ethics Policies. Cooperated with the Management and the Internal Auditor to reviewed the policy to ensure the appropriateness before rendering them to the Board of Directors for approval.

As a result of the above obligations, the Committee agreed that in general, the internal control system of the company and its subsidiaries was adequate and appropriate for the business operations of the Company. In addition, the Company has provided adequate personnel to follow the system effectively as well as sufficient internal control system for monitoring the operations of the subsidiaries in order to protect the assets of the Company and the subsidiaries from improper conduct of the directors and executives including transactions with persons who may have a conflict of interest and related persons. As for the other relevant internal control issues, the Committee agreed that the Company has adequate internal control system. The Committee and the management recognized the importance of good corporate governance, internal control and continuous risk management in order to ensure good corporate governance principles of company, acceptable level of internal control and risk management, accuracy and reliability of accounting and financial reporting practices including the compliance with the laws, the rules or announcements of the SET and other related regulations concerning the Company's businesses.



(Dr. Naris Chaiyasoot)  
Chairman of the Audit Committee  
February 25, 2022





**GMM Grammy Public Company Limited**

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