

# ONE REPORT 2021

Annual Registration Statement/Annual Report 2021  
(Form 56-1 One Report)



EQUIPMENT ♦ STUDIO ♦ CONTENT



A teal background with a dark silhouette of a person wearing a cap, facing away from the camera. The person is positioned on the left side of the frame.

# ONE REPORT 2021

ANNUAL REGISTRATION STATEMENT/ANNUAL  
REPORT 2021  
(FORM 56-1 ONE REPORT)





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# MESSAGE FROM BOARD OF DIRECTORS

Dear shareholders of Matching Maximize Solution Public Company Limited,

In 2021, the COVID-19 pandemic had continued for the second year, with more severe impact than the previous year. The widespread infections prompted the government to impose lockdown restrictions periodically. As a consequence of COVID-19, countries around the globe including Thailand had to withstand economic crisis. Therefore, all sectors had to make some adjustments while people in the society also had to change their daily living behaviors, leading to the changes in working and spending patterns.

As for our Company, after the big structural reorganization in 2020 in a bid to reduce operating costs and expenses to withstand the impact of the COVID-19 pandemic, the Company could manage costs more effectively. In 1Q-2Q21, the infections intensified, leading the government to impose lockdown restrictions to contain the infections. As a consequence, film producers could not proceed with their normal production operation. However, thanks to our more effective cost management, the Company could manage to reduce losses in the first half of 1H21. Later in 3Q-4Q21, the infections could be brought under better containment, so the Company's customers could resume their production operation at a near-normal level. Therefore, the Company's revenue in 2H21 increased from the figure reported for first half of the year. The better revenue performance led our earnings performance to turn around to a net profit for two consecutive quarters in 3Q-4Q21, suggesting consistent improvement in our earnings performance prospects.

For 2022, the Ministry of Finance projects that the Thai economy will grow by 4.0% YoY, which should be driven by potential recovery in the tourism sector following the improvement in the COVID-19 situation and the resumption of international travels. The Company expects that in 2022 we will be able to enhance our business operation efficiency, in terms of better revenue generation, business expansion and professional enhancement of our personnel to offer international standard services, because all these moves should help strengthen the Company and lead to sustainable revenue growth and better earnings performance going forward.

On behalf of the Board of Directors, I would like to extend my deep gratitude to shareholders, investors, financial institutions, and all supporters for their continued trust and support.



(Mr. Sansrit Yenbamrung)  
Chairman

# BOARD OF DIRECTORS



**Mr. Sansrit Yenbamrung**

- Chairman of the Board
- Chairman of the Executive Committee
- Chairman of the Nomination and Remuneration Committee



**Mr. Chayanont Ulit**

- Director
- Chief Executive Officer
- Executive Director



**Mr. Neil Wayne Thompson**

- Director
- Deputy Chief Executive Officer
- Executive Director



**Mr. Poomchai Wacharapong**

- Director
- Executive Director



**Yaowalak Poolthong ,PhD**

- Director
- Executive Director



**Mr. Komkrit Sirirat**

- Director
- Executive Director



**Mr. Akarat Na Ranong**

- Independent Director
- Chairman of the Audit Committee
- Corporate Governance Committee



**Mr. Chatrapee Tantixalerm**

- Independent Director
- Audit Committee
- Nomination and Remuneration Committee
- Chairman of the Corporate Governance Committee



**Mr. Kamol Ratanachai**

- Independent Director
- Audit Committee
- Nomination and Remuneration Committee
- Corporate Governance Committee



1

**BUSINESS  
OPERATION AND  
PERFORMANCE**

# 1. STRUCTURE AND BUSINESS OPERATION

## 1.1 POLICIES AND BUSINESS OVERVIEW

Matching Maximize Solution Public Company Limited (formerly known as Matching Studio Public Company Limited) was founded in 1992, with the initial registered capital of 1 million baht. Later in 2004, BBTV Production Company Limited became a shareholder. At present, the Company's core businesses consist of equipment rental service business, studio rental service business and content business.

### 1.1.1 Vision and Mission

#### Vision

Be a leader in the business.  
Provide services, support,  
and create content in the  
entertainment industry at an  
international level.

#### Mission

Maintain the standard and enhance  
the professionalism in the equipment  
rental services to support production  
of films and commercials, as well as  
create content that can completely  
serve demand from clients both  
domestically and internationally.



## Business Overview

The Company's core businesses consist of equipment rental business, studio rental business, content business and a joint venture producing feature films. The details of the Company's current businesses are summarized below:



### Equipment Rental Service business

The Company provides rental equipment for shooting of feature films, commercials and dramas. The rental equipment, accompanied by skillful technicians to instruct how to use such equipment, is delivered to filming sites.



### Studio Rental Service business

The studio rental services are provided to serve film production crew, local and international commercials production crew, TV content producers, and event organizers.

# 3

## The Content business

consisting of 2 segments as below :-

### 1. Content Production Service (production of films, dramas and series)

The Company services content creation and production in various forms broadcast on different channels. The Company receives revenue from our production services provided for different clients, e.g., digital TV channels, e.g., Channel 8, Workpoint TV and etc. Presented both in forms of variety shows and series, the produced content can be viewed from different over-the-top (OTT) platforms, such as Netflix, Disney+, AIS PLAY, WeTV, POPS TV and etc.



### 2. TV content production

The Company produces TV content broadcast at the airtime leased from the TV channel and sells commercial timeslots to advertising agencies or directly to product owners. In 2020, the Company presented the TV program “Plod Nee Plick Chee Vit, which was renamed “Plod Nee Ngern Duan (Quick Money” in 2021.



# 4

## Feature Film production business

The Company formed a joint venture to produce Thai films released on cinemas and sold in various channels.



## 1.1.2 Key changes and developments

Matching Maximize Solution Public Company Limited (formerly known as Matching Studio Public Company Limited) was founded in 1992, with the paid-up registered capital of 1 million baht. Later in 2004, BBTVP Production Company Limited became a shareholder. At present, the Company's core businesses consist of equipment rental service business, studio rental service business, and content business. History and key developments are as follows.

### 1992

The Company was established to provide commercials production service with the paid-up registered capital of 1 million baht, consisting of 10,000 shares at a par value of 100 baht per share.

### 2003

The Company was listed to the mai market, with the registered capital of 120 million baht, consisting of 24,000,000 shares at a par value of 5 baht per share. The Company subsequently issued new 6,000,000 ordinary shares for public offering and expanded its business to cover a wider range entertainment and recreation services. Later, warrant issuance (MATCH-W1) amounting to 108,000,000 units for a duration of five years was approved for existing shareholders.

### 2004

The Company increased capital, changed the shareholder structure, moved from the secondary market and expanded to TV content production business.

- Issued and offered newly-issued shares to BBTVP Production Company Limited (BBTVP) in order to support the Company's expansion of TV content production business, enhance business operation within the group and increase the potential in raising the market share.
- Moved from trading in mai to the Stock Exchange of Thailand (SET) under the media and printing sector.

### 2010

BBTVP exercised the right to convert the warrant MATCH-W2, raising its shareholding to 57.94%. As a consequence, BBTVP had to tender the right offering for the entire securities of the Company. After the tender offer, BBTVP's shareholding rose to 68.48%.

### 2009

Increased capital and changes major shareholders

- Issued and offered the second warrants ("MATCH-W2") of 103,431,863 units, with the warrant duration of five years, for existing shareholders.
- Three major shareholders agreed to sell common shares and MATCH-W2 to BBTVP. As a result, BBTVP became the major shareholder, with the shareholding increasing to 49.65% from 27.73% previously.

### 2012

Increased the registered capital to 535 million baht by issuing new shares of 271 million shares, with a par value of 1 baht per share:

- 210 million newly-issued shares allocated for public offering
- 7.54 million newly-issued shares allocated to support the adjustment to the right for MATCH-W2





## 2014

- Established the subsidiary called Time Lapse Company Limited to operate the post production business.
- Formed a joint venture named Transformation Film Company Limited to produce Thai feature films released in cinemas and sold in different channels.

## 2017

- Launched The Studio Park (Thailand), operated by the subsidiary. i.e., the Studio Park (Thailand) operating studio rental services to serve film production crew, local and international commercials production crew, TV content producers, and event organizers.

## 2016

- Allocated newly-issued shares for the rights offering at the subscription ratio of 1 existing share to 0.4702 new ordinary capital increase shares at 2.00 baht/share, with the total number of shares sold of 112.40 million shares and the net proceeds after expense deduction at 223.64 million baht.

## 2018

- On November 14, 2018, TSP Production Service Co., Ltd. was established to operate foreign film production coordination business.

## 2019

- On December 27, 2019, the Company sold the ordinary shares in the subsidiary, Time Lapse Co., Ltd.

## 2020

- On April 13, 2020, the Company received the voluntary tender offer (247-4 Form) from BBTVP Production Company Limited, which was then the major shareholder holding 74.5% of the issued and sold shares and the entire voting rights. BBTVP informed its intention of the voluntary tender offer for the remaining ordinary shares of 199,315,417 shares, accounting for 25.5% of the total issued and sold shares and the entire voting rights of the Company.
- On 25 May, 2020, BBTVP held shares at 87.6% of the total issued and sold shares and the entire voting rights of the Company.

## 2021

- The Studio Park (Thailand) constructed Thai traditional styled houses to serve TV drama production crew.
- Matching Maximize Solution Plc. changed its TV content production line to the content business in order to provide services for production of various content shown on different platforms both domestically and internationally as well as TV content production.
- In September 2021, the Company submitted a request for an accreditation from Thailand's Private Sector Collective Action Against Corruption (CAC) to the Thai Institute of Directors (IOD), as a secretariat body to the CAC. Subsequently, on September 30, 2021, the Company received the accreditation and became a CAC certified organization.



### 1.1.3 Fund raising

- None -

### 1.1.4 Obligations stated in the filing of the registration statement for offering of securities

- None -

### 1.1.5 Name, address of the head office, nature of business, business registration number, telephone, fax, company's website, number and types of the Company's securities entirely sold

As shown in Item 5 : General Information and Other significant Information





## 1.2 BUSINESS PROFILES

### 1.2.1 Revenue Structure

The Company and our subsidiaries' revenue structure by business in the consolidated financial statements of fiscal years 2019-2021 is as follows:

Consolidated financial statements	2019		2020		2021	
	Mn Bt	%	Mn Bt	%	Mn Bt	%
Core businesses:-						
1. Equipment Rental Services	380.72	79.44	192.00	76.88	248.92	70.95
2. TV Content Production	47.18	9.85	39.61	15.86	25.33	7.22
3. Studio Rental Services	46.17	9.63	15.69	6.28	73.46	20.94
4. Product Sales	5.17	1.08	2.44	0.98	3.13	0.89
<b>Revenue from core businesses</b>	<b>479.24</b>	<b>100.00</b>	<b>249.74</b>	<b>100.00</b>	<b>350.84</b>	<b>100.00</b>

In 2021, the Company's core businesses consisted of: 1) Equipment Rental Services business, 2) Studio Rental Services business, and 3) Content business (Creation and production/ production service for films/dramas/ series, TV content production).

### 1.2.2 Product Details

#### 1.2.2.1 Equipment Rental Services business

##### 1. Service Details

The Company operates the businesses that support production operation in the filming industry, covering all kinds of shooting activities and serving both local and international clients. Our equipment rental services cover a wide range of shooting and filming materials, including cameras, lighting and other special devices. Our equipment services are accompanied by the teams of professional technicians, who can serve all production crew's demand both for local and international clients. The services are provided under the brands "Gear Head" and "Handy Gear".

GH's major rental assets

Rental assets	Examples
Digital cameras	Cameras: Arri, Red, Sony, and Canon brands Lenses: Anamorphic Hawk, Master Prime, Leica , Cooke and Angenieux Housing for underwater cameras and drones for air shoots
Lighting	new LEDs, Tungsten, Daylight, super silent generators
Sound equipment	sound recorders, mixing consoles, microphones
Grip equipment	cranes, telescopic cranes, dolly, Panther Maximus7 remote head, stabilizer and non-stabilizer remote heads
Rig equipment	Tailor-made equipment for filming activities on clients' demand
Service vehicles	service vans, beverage vehicles, mobile toilets and motor home vehicles

## Images of some rental equipment



- |                                   |                           |                                 |
|-----------------------------------|---------------------------|---------------------------------|
| 1. Arri camera                    | 2. RED camera             | 3. Sound recorder               |
| 4. Housing for underwater cameras | 5. Stabilizer Remote Head | 6. Panther Maximus7 Remote Head |
| 7. Telescopic Crane, Dolly        | 8. Angenieux lenses       | 9. Daylight                     |

The rental equipment services are accompanied with highly-skilled technicians. Equipment is delivered directly to shooting sites by vehicles e.g., six-wheel trucks, vans, equipment pick-up trucks and etc. to facilitate the delivery and ensure timely delivery at the appointment date and time.

## 2. Market and Competition

### 1. Industry Overview

#### • Film Industry

After the prolonged COVID-19 pandemic, a number of countries finally announced the reopening. Thailand is also one of those countries having reopened. Therefore, it is anticipated that the international film industry will liven up once again. This indicates a good sign for business prospects of the equipment rental business because the industry will not only benefit from the potential return of foreign clients, which have been absent for two years, but also from local clients following the expected resumption of filming activities of local production crews. In addition, there will be a new normal way for welcoming foreign film crews, which will be responsible for Thailand Film Office, Department of Tourism, Ministry of Tourism and Sports. This points to a positive sign for the foreign film industry in 2022.

According to the data from Thailand Film Office, Department of Tourism, the revenue from foreign filming in Thailand increased by 3,259.32 million baht or a rise of drop of 186.49% when compared to the figure reported for 2020.

#### Volume of foreign filming in Thailand (by type)

Type (Title/Year)	2021	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021
Commercials	296	314	346	294	329	376	371	335	336	88	63
Documentaries	155	122	150	159	176	155	156	120	135	22	14
Music videos	34	41	47	44	57	47	54	46	49	7	-
TV programs	67	80	86	74	62	80	93	72	103	26	5
TV programs with sensitive content	8	8	6	6	8	14	35	12	-	-	-
Game shows/ reality shows	-	3	-	1	9	3	-	32	18	5	9
TV dramas	4	6	7	1	1	3	2	5	1	3	-
TV series	7	9	8	7	16	16	15	16	16	8	9
Short films	-	-	-	-	-	32	24	24	22	1	-
Feature films	35	53	67	41	63	50	60	50	60	15	22
Others	-	-	-	4	3	3	-	2	-	1	-
<b>Total (Titles)</b>	<b>606</b>	<b>636</b>	<b>717</b>	<b>631</b>	<b>724</b>	<b>779</b>	<b>810</b>	<b>714</b>	<b>740</b>	<b>176</b>	<b>122</b>
<b>Revenue (million baht)</b>	<b>1,226</b>	<b>1,782</b>	<b>2,173</b>	<b>1,934</b>	<b>3,164</b>	<b>2,371</b>	<b>3,074</b>	<b>3,139</b>	<b>4,864</b>	<b>1,748</b>	<b>5,007</b>
<b>Revenue differences (%)</b>	<b>-34.38</b>	<b>45.29</b>	<b>21.97</b>	<b>-11.00</b>	<b>63.6</b>	<b>-25.07</b>	<b>29.65</b>	<b>2.12</b>	<b>54.93</b>	<b>-64.07</b>	<b>186.49</b>

Source: Thailand Film Office, Department of Tourism

The figures above suggest that the film industry remained, which may have been attributable to the fact that many countries had accelerated their vaccination coverage to a minimum of 70% of the population and that both local and foreign production crews managed to proceed with the disease control standards. Hence, despite the new surges of infections, the film industry continued to grow well.

Supporting factors attracting more foreign filming crews to Thailand

1. As the government realizes related problems, it has imposed a number of policies to attract and support more foreign filming activities in Thailand, such as:
  - 15-20% rebate for foreign film crews who spend a minimum of 50 million baht;
  - Inbound road show: Leading film producers are invited to visit filming sites in Thailand and meet with Thai operators;
  - Organization of Thailand International Film Destination Festival aimed at promoting Thailand as a leading film location to attract the new generation of both foreign and local producers
2. Picturesque scenery in Thailand, worthiness or value for money, availability of human resources, equipment as well as infrastructure related to film production in Thailand make it easier for potential foreign producers to choose Thailand as their filming locations.

- **Advertising Industry**

Ad spending during 2020-2021 is shown on the following table.

Media Types	2020 (million baht)	2021 (million baht)	Growth (%)
TV	63,170	63,662	1.00
Online Media	21,058	23,315	11.00
Billboards and transit media	10,985	9,709	(12.00)
Radio	3,602	3,261	(9.00)
Printing materials	3,835	3,108	(19.00)
Cinema screens	4,395	3,420	(22.00)
Ln-sore media	674	676	0
<b>Total</b>	<b>107,719</b>	<b>107,151</b>	<b>(1.00)</b>

Source : Neilsen Monitored Media Research

The ad spending in 2021 declined by 1% on a year-on-year basis to 107,151 million baht. Most media channels saw declining ad spending, except for ‘TV’ and ‘digital’ media, which still saw some growth in ad spending. Overall, the advertising industry of Thailand may have already bottomed out since 2021 due to a huge flow of negative factors arriving at the same time, including changing consumer behavior due to the digital disruption. This problem led to a direct impact on the conventional media, especially printing media and cinema media. With the direct impact of the prolonged disease containment measures, the Thai economy entered a recession, leading to continued contraction in consumer purchasing power, which started the year before when the country saw severe impact of COVID-19 pandemic.

There are many factors impacting the recovery outlook for the advertising industry, which require close monitoring, such as the COVID-19 situation both in other countries, which has a direct impact on the tourism industry as well as related businesses in Thailand.

Foreigners’ confidence in Thailand’s ability to handle the infection situations and the opportunities from the country reopening have spurred hopes for potential recovery in the advertising industry since 2021, with the recovery expected to continue throughout 2022.

### 3. Competition

Factors influencing clients' decision to consider choosing rental filming equipment are as follows:

- 3.1 Prices: The key factor potential clients take into account before making a decision is about prices. With the current pandemic situation suppressing the economic growth, production budget is thus cut accordingly. Moreover, competition among operators to win the projects from their potential clients by using the price reduction method is also another factor for budget limitation for overall production expenses. Once the production budget is cut, budget allocation to equipment rental services is thus cut accordingly.
- 3.2 Staff teams: Efficient staff teams, both on-site and back-office staffs, help the clients to complete their projects well in speedy and seamless manners and also help enhance good images of the overall production crew.
- 3.3 Equipment: Each service provider offers similarly basic equipment, so those who can offer new equipment with very good conditions, more varieties and special specification will enjoy advantages over peers. Clients often ask for new equipment and if we cannot offer such items but our competitors can, then the clients may opt for those who can offer their preferred equipment.
- 3.4 One - stop services: In collaboration with The Studio Park located in the adjacent area, the Company can offer one-stop services, covering both equipment and studio rental services.
- 3.5 Reputation: Reputation helps create trust among clients. In particular, foreign crews who never come to film in Thailand often seek comments or feedback from the past service users.

### 4. The client groups can be divided into three major segments as below.

- 4.1 *High-end market*: In this segment, the clients require state-of-the-art filming equipment with very high quality. Example clients in this segment include commercials producers, feature film producers both local and international ones. In addition, some clients from neighboring countries also rent some special equipment to be used in their countries.
- 4.2 *Middle-to- low- end markets*: Clients in this group do not require very new and modern equipment as they focus mainly on cost control. Examples of the clients in this segment are domestic and international drama producers, local and foreign TV content producers, music video makers and event organizers.
- 4.3 *Other equipment rental service providers*: Some other equipment rental service providers who are unable to provide certain equipment for their clients may rent some items from peers in the same industry.

### 5. Sale distribution and service channels

The Company's marketing team cooperates with the clients for rental transactions. The staffs reach potential clients directly to present products and service packages. The rental services are offered both on a daily basis and for the entire project duration, depending on the nature of the clients' projects as well as their demands.

### 6. Pricing policy

The Company employs a standard pricing policy that can maintain the Company's competitiveness. The pricing is based on the actual product cost and maintenance cost plus the appropriate amount of profit or returns. The service rates are comparable to those offered by other providers of similar equipment rental services.

### 7. Competition strategies

- 7.1 Provide all types of equipment in good conditions for immediate use on clients' demand
- 7.2 Arrange highly-skilled technicians to provide services or technical assistance for clients
- 7.3 Offer economy packages to attract potential clients



- 7.4 Propose bundle offers for potential clients who are interested in both equipment and studio rental services
- 7.5 Expand new client base while maintaining the existing client base
- 7.6 Join with partners in the related industries for the purpose of client referral and recommendation

### 3. Provision of products and services

Products and services are divided into two parts: equipment and technicians.

1. Provide equipment, taking into account the demand from a number of clients, popularity of certain equipment, as well as competitors, in order to maintain the clients, preventing them from opting for competitors' services.
2. Provide technicians: Periodically recruit a group of new staff and provide them with trainings and once they complete the trainings can work effectively for the Company.

#### 1.2.2.2 Studio Rental Services business

The Studio Park (Thailand) project (TSP) is located on a plot of 216 rai of land in Bangbor District, Samut Prakan. Having commenced operation since mid-2017, The Studio Park offers sound stage facilities and surrounding outdoor setting mainly to production crews of feature films and commercials as well as to TV content production teams. In addition, our supporting services also include location sourcing in Thailand as demanded by clients. The Company has also sought to collaborate with some partners, such as groups of hotel operators, golf courts and etc.

#### 1. Products/service details

Five rental studios are available as the following details:

Two small studios with the size of 20x30x12 meters



Two medium studios with the size of 30x40x12 meters

One large studio with the size of 40x60x14 meters



The project features the following functions and design:

- Acoustic design for international standard soundproof system (“NC 25”)
- Practical design for the structural system that can support heavy weight
- Huge open space to serve as scenes set up for filming of both feature films and other content by both Thai and foreign production crews
- Production Convenience: Various functional facilities are available, such as dressing rooms, recreation rooms, conference rooms, private VIP rooms and etc. Inside the studios, there are two VIP lounges (VIP Lounge A and Lounge B) serving VIP clients. Especially in Lounge B, there are windows overseeing ongoing activities inside the studio, and there is real-time facility for live monitoring at VIP Lounges. Moreover, there are warehouse buildings for equipment storage and large car park areas to support a large number of production teams. Furthermore, there is a building for the production office (or Tree House), which is an airy building overseeing surrounding view. The building features four rooms, which can be extended for additional filming space. These rooms are adjustable to suit particular setting or scenes. Besides, there is also huge kitchen facility where a meat kitchen, a vegetarian kitchen and a Halal kitchen, are separated.

In addition, there are outdoor areas for rent to serve clients with one-stop services, including the following details.



- Backlot: Open vacant space for unlimited outdoor setting or scenes



- T Lot: An alley between buildings that can serve the scene requiring a walking path, a small alley where a building is required for the background setting.



- The lake: The natural lake within the project, which can be used for shooting river-bank scenes
- The natural canal for scenes presenting natural canal atmosphere



- The Scene: The vacant warehouse with beautiful structures suitable for shooting activities for production of feature films and commercials, taking pictures, using as game show setting, or even serving as resting area.



- The water tank for two pools serving for the setting for filming, as the following details:
  - Glowworm: This 13 x 20 x 3 meters indoor pool is suitable for setting preferred scenes, such as a sea setting



- Sun Seeker: This 12 x 22 x 4.5 meters outdoor pool is suitable for huge scenes with no height limitation, supporting scene setting. The pool has a maximum height of six meters.





- Two subway carriages: Currently, renting subway carriages or production crew using a location relating to the sky train or subway entails a number of limitations as required by the owners. In particular, for the production of feature films, production crews have to take time for the scene setting before shooting, and after that, they have to demolish the used scenes. Therefore, TSP decided to build two subway carriages and platforms to serve clients who began to use this service in 2019.

- Production Offices: The offices are located at Studios 3, 4, 5, 6 and B6 Building to serve production crews who require the office or want to use it for other purposes. The production offices help facilitate and make it more convenient and flexible for the clients given that they are located in the adjacent area of the rental studio used during filming. The details of production offices are as follows:
  - Production Office – B3 and B4 with the size of 196.5 square meters
  - Production Office – B5 with the size of 320 square meters
  - Production Office – B6 with the size of 432 square meters
- Outdoor Studio: The outdoor studio project is aimed at serving production crews for local dramas and series. The project combines all required locations for certain scenes such as Thai traditional styled houses, a waterfront pavilion, a floating market, a countryside village, an old palace, and an antique wooden house. At present, the first phase is being constructed, consisting of the following:
  - Thai traditional styled houses
  - A waterfront pavilion
  - A floating market

The construction of the first phase is expected to be completed in the second quarter of 2022.



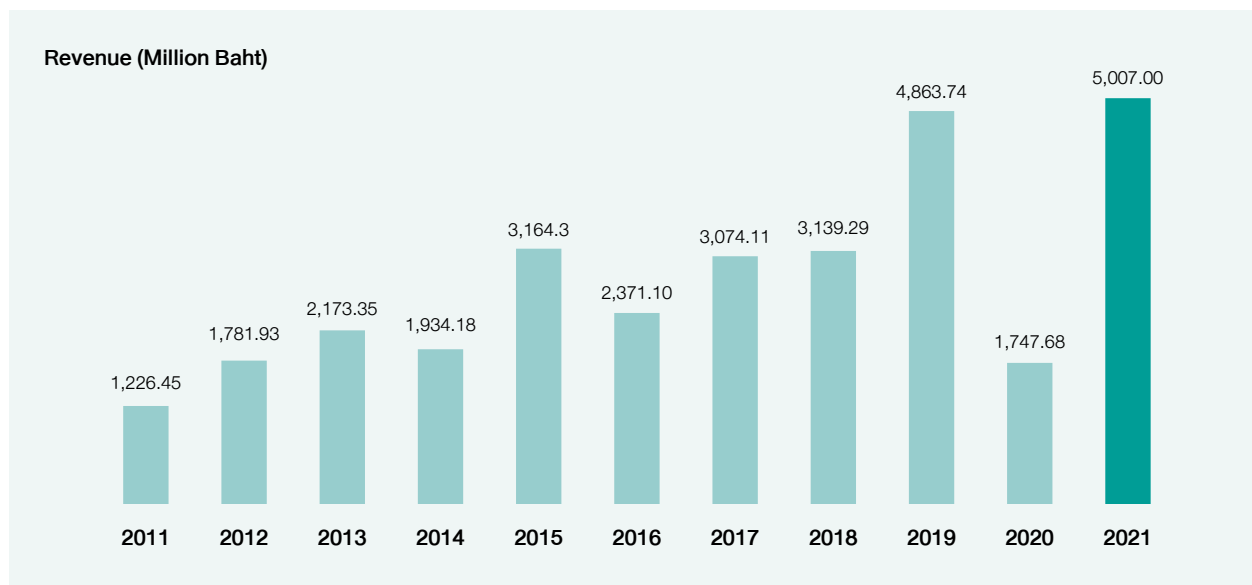
## 2. Market and Competition

### Industry Overview

The COVID-19 pandemic prompted many countries around the world to continue imposing lockdown restrictions, starting in 2020 and continuing throughout 2021. Therefore, no new content of local films, series and drama, had been produced during the period. Investors have to seek some locations for filming under the circumstances. Therefore, Thailand is a final destination for foreigners as the country has potential to serve international standard projects thanks to its past extensive experiences.

According to Thailand Film Office, Tourism Department, there were 122 foreign movies filmed in Thailand during January to December 2021, down from 176 movies in 2020. In 2021, the revenue increased to 5,007 million baht, up by 3,259.32 million baht or an increase of 186.49% from 1,747.68 million baht reported for 2020.

### Revenue from foreign movies filmed in Thailand during 2011 - 2021

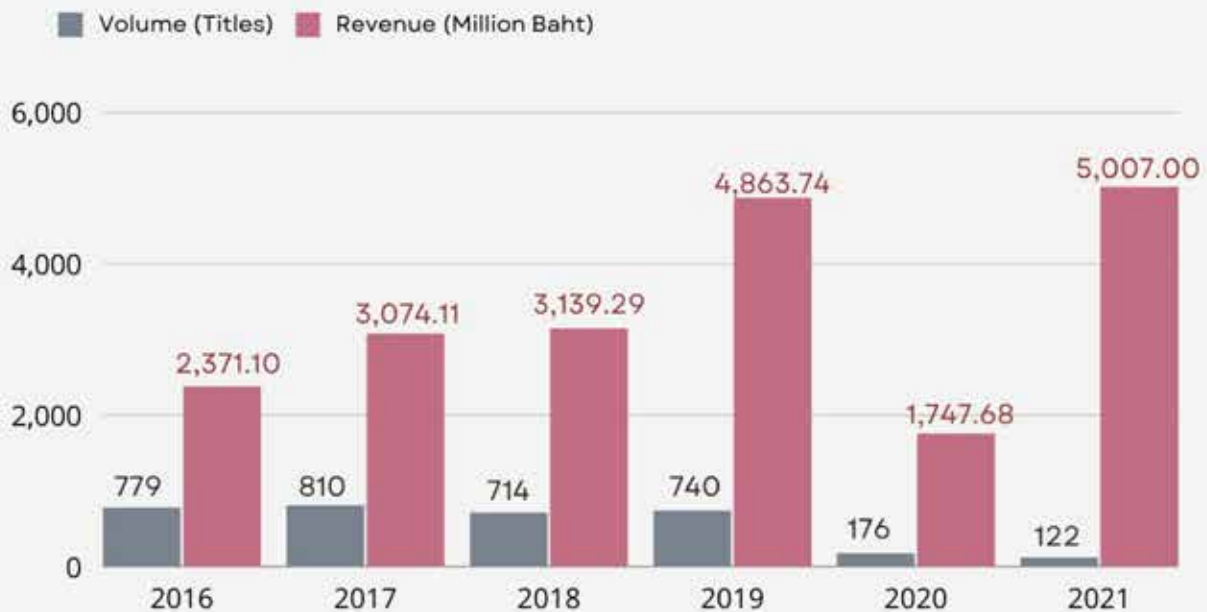


source: Thailand Film office, Department of Tourism



# The Volume of Foreign Filming in Thailand in 2021

## Volume during 2016-2021



## Volume during 2020-2021 (January-December)

	Volume (Titles)	Revenue (Million Baht)
2020	176	1,747.68
2021	122	5,007.00
	▼ 30.68%	▲ 186.49%

**Source:** Thailand Film Office, Department of Tourism as of 30 December 2021

Regarding the volume of each project types, in 2021, filming of commercials/ public relation videos showed the biggest volume of 63 titles. As a way to promote the film production industry, the government has imposed supporting measures, such as offering a 15% rebate for spending expenses used during production in Thailand. Moreover, an additional 3% rebate is also offered to any crews who choose Thai actors or actresses. In addition, a production crew who produces content that can promote good images of Thailand is also offered an additional rebate of 2%. In total, the government offers 20% rebates to foreign film producers.

#### The volume of foreign filming in Thailand in 2021 (by type)



Source : Thailand Film Office, Department of Tourism



In 2021, the Company adjusted the strategies to cope with the disruption in the foreign film production business as follows:

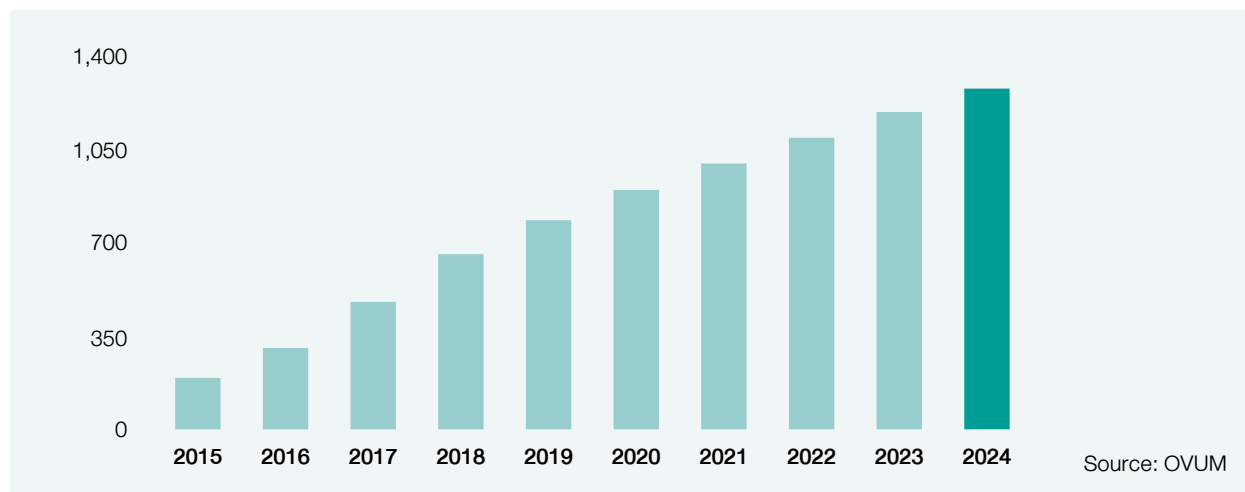
1. Attract clients with one-stop services both from the studio and equipment rental businesses at the same location to facilitate their shooting activities.
2. Expand the client base of the studio rental business from the existing client base of Gear Head Company Limited.

However, while the COVID-19 pandemic may continue globally in 2022, the broad-based full vaccination coverage of around 52.3% of the population may signal positively to the economy in 2022. In addition, after two years of infections, foreign film production firms should have been well prepared to keep their operation and production well under the government's containment measures.

Meanwhile, during the COVID-19 pandemic VDO streaming-related businesses grew rapidly, such as Netflix, Amazon Prime, Disney+ and etc.

In regard to global views of online content from over-the-top TV (OTT TV), the number of OTT TV viewers increased from 790.65 million viewers in 2019 to 899.21 million viewers in 2020, with the figure likely to reach 1,284.71 million by 2024.

#### Projection of global OTT TV viewers (million viewers)



The Studio Park (Thailand) has been well known by a number of VDO streaming producers as they had used our facility since 2019. In 2021, a number of film producers rented The Studio Park (Thailand) at full capacity and some already secured the space bookings for their projections planned for 2022.

As The Studio Park (Thailand) is the first and only international standard studio in Thailand equipped with acoustic design for an international standard soundproof system (“NC 25”), the project enjoys more advantages over competitors in terms of product and service quality. In addition, this service also complements the Company’s equipment rental services, on which the Company has had expertise for 20 years. Therefore, the Company is very well prepared to offer integrated services covering all aspects to all clients.

#### Competition Strategies

The Company focuses on clients both from the local and international markets, with public relation activities regularly organized to reach major direct client groups, both locally and internationally. The Company has also been well prepared for potential projects and tried to enhance the strengths and potentials, as the following details.

- Develop the vacant space to serve as a filming area, equipped with landscape for certain buildings or settings, such as Thai traditional-styled houses and a garden by a pond to serve clients in the domestic markets.
- Employ a direct approach to the majority of foreign executive producers, producers, key decision-makers in the film industry based in Los Angeles, USA.
- Strengthen good relations with the aforementioned client targets
- Offer bundle sales for one-stop services, not just a studio service
- Act as clients’ trusted partners
- Tighten close relations with streaming producers of content in the following growing platforms:
  - Netflix
  - Amazon Prime
  - Disney+
  - Apple
- Shortage sound stage around the world
- Tailor-made services to exactly meet clients’ demand; seek partners to jointly serve clients’ demand in order to make them work more conveniently by using one-stop services in Thailand

- Networking: Develop good relations with clients with professionalism to create confidence and trust
- Be a guest speaker at film festivals to represent Thailand as a production hub: Participating in film festivals as a representative of Thailand, which is promoted as a film production hub, can present a good opportunity for the Company to promote The Studio Park project.
- Participate in overseas fairs: Collaborate with the state sector to promote Thailand as a high potential country well equipped in all aspects to serve foreign film production crews
- Enhance facilities and personnel's skills in providing services to meet international standards, offering the best choice for clients' decision-making.

#### 1.2.2.3 Content Business

The Company engages in the content business, which consists of: i) creation and production/production services of content (movies, dramas, and series); and ii) production of TV content program. The details are as follows:

##### (i) Creation and production/ production services of content (movies, dramas, and series)

###### 1. Service details

In addition to production of the major TV content program, the Company creates content and engages in the production of content in varieties of styles broadcast on different platforms. The revenue is generated by the following sources.

- Revenue from production service from digital TV channels, such as Channel 8, Workpoint and etc.
- Revenue from production service from over-the-top (OTT) platforms, such as Netflix, Disney+, AIS PLAY, We TV, POPS TV and etc. The content is presented in forms of both variety shows and series.

Over-the-top (OTT) operators



- Revenue from the market shares on online platforms, such as YouTube and Facebook. The existing content can be used as another source of a channel.

## 2. Market and competition

The ongoing slowdown in commercials broadcast during TV programs prompted TV channel owners to hire production service providers to produce content presented in the forms of dramas or series in order to generate revenue from copyrights and rerunning on other platforms. Most service providers who have capacity and can provide production services for dramas or series are mostly medium to big companies with extensive experience and sufficient funding. Given the sizes, expertise and the potential of the Company and other companies under the umbrella, we have good opportunities to present projects for possible collaboration with potential partners in different platforms, and we have received quite good responses from them.

## 3. Provision of products and services

The presentation of content and production can be done in the following five steps.

1. Determine broadcast channels and then contact related TV stations or platforms who require certain content. After that, learn about their demand or preference for content before proceeding with creation or provision of content as appropriate to the TV station or the platform on which the content will be presented.



2. Provide and create content: For example, the Company may provide certain novels (and also settle the copyright issues with the authors or copyright owners); the company may create new content by designing new content styles or making new plots of dramas or series, which can be presented in a document form to a TV channel or other platforms.
3. Arrange related matters before proceeding with production of the approved content, such as copyrights of the stories, casting, production crews, costing, production; all of these are arranged before further production planning
4. Direct the production before proceeding with post-production process
5. Pursue quality check to ensure the produced content is up to the standards specified by the clients before preparing for broadcasting on specified channels or platforms.
6. Broadcast the completed content, which can be viewed online both on YouTube and Facebook (for certain content that can be broadcast on the Company's channels).

#### (ii) TV content program production

##### 1. Service details

The Company leases broadcast timeslots from the TV station for its own TV content program. The Company earns revenue from selling commercials timeslots and/or advertising times for promoting products/services during the program. The Company's content style is as follows:

"Plod Nee Plick Chee Vit" Program: We are still focused on helping debtors. The game show was participated by two guests, who would compete to accumulate the prizes. The game played in the program is related to the occupation of the guests. The guests competed in the game and the winners could accumulate the prizes as many as they could, based on their capability. Viewers both enjoyed entertaining content and gained some useful information. The program focused on providing assistance for those with financial problems. Through the guests' abilities,

the program presented useful content and knowledge. During October to December 2021, the concept of the program was changed to focus on providing assistance to those negative affected by COVID-19 pandemic under the program "Plod Nee Plick Chee Vit Pha Covid Pi Chit Nee". As a number of people from different occupations had been negatively impacted by COVID-19 pandemic, the program was thus adjusted to provide assistance on more channels for viewers' greater awareness.



## 2. Market and competition

### 1. Industry overview

It has been two years that the COVID-19 crisis has brought broad-based impacts to all sectors. The advertising industry is one of the sectors having seen the market value plunge. Every time of unexpected events, including economic and political problems and pandemics, the first solution for product/service owners to withstand the situation is a budget cut on ad spending. Under the current fragile circumstance, cost-saving seems essential throughout the year. AGB Nielsen Thailand, a research firm surveying consumer behavior, in collaboration with Media Agency and Advertising Association of Thailand (MAAT), conducted a survey on ad spending and TV program viewers in December and the survey result indicated that ad spending in 2021 (January to December 2021) amounted to 107,151 million baht, falling by 1% when compared to 107,719 million baht. In December 2021, the ad spending fell by 6% to 9,919 million baht.

THAILAND MEDIA SPENDING										
Media spending (Million THB)	Y2016	Y2017	Y2018	Y2019	Y2020	Y2021	%Growth YA	DEC 2020	DEC 2021	%Growth DEC
TV	70,995	65,787	70,382	70,310	63,170	63,662	▲ +1%	5,967	5,678	▼ -5%
Internet (DAAT)	9,479	12,402	16,928	19,555	21,058	23,315	▲ +11%	1,927	1,931	▼ 0%
Outdoor & Transit	11,002	12,259	12,915	13,506	10,985	9,709	▼ -12%	1,132	965	▼ -15%
Radio	5,263	4,476	4,802	4,741	3,602	3,261	▼ -9%	322	311	▼ -3%
Print	12,782	9,684	7,416	5,672	3,835	3,108	▼ -19%	371	292	▼ -21%
Cinema	5,445	6,816	7,383	8,838	4,395	3,420	▼ -22%	746	673	▼ -10%
In-Store	703	946	1,060	1,040	674	674	▼ 0%	77	69	▼ -10%
<b>Total</b>	<b>115,669</b>	<b>112,370</b>	<b>120,886</b>	<b>123,662</b>	<b>107,719</b>	<b>107,151</b>	<b>▼ -1%</b>	<b>10,542</b>	<b>9,919</b>	<b>▼ -6%</b>

Source: Nielsen Monitored Media Research

### 2. Competition

Over the past years, the “digital TV business” has gotten “stuck” in the transition toward the digital era, with growing competition from a number of new players. Hence, some operators who had enjoyed huge prosperity in the analog era have continued to see their revenue decline. The situation was aggravated by the COVID-19 pandemic, which has been prolonged for two years. The entire advertising industry has been negatively impacted by COVID-19 pandemic as product brand owners had continued to lower their ad spending budget. However, over the past nine months, a vague positive sign has been seen by some operators who have tried to seek new sources of revenue. Many channels have managed to withstand the crisis despite occasional headwinds. Many channels tried to employ proactive strategies to win more ad spending and ratings as the yearend was approaching. At present, the competition in the digital TV business is high and each channel has its own unique strategy. However, with prolonged COVID-19 pandemic, the ad spending has remained on the downtrend, so the volume of content production has become lighter accordingly. Several channels have maintained their business by improving their content and enhancing their content potential in order to remain competitive, as well as increasing additional channels for revenue generation. Nonetheless, in late 2021, digital channels were expected to be prepared for further competition ahead of the expected market opening in early 2022 when the COVID-19 situation was expected to improve.



3. Clients can be divided into two groups

- Agencies: Agencies are firms who plan advertising media and buy media for public relation and promotion of products or services for products/service owners. They may plan media purchases for the duration of one month, three months, six months or one year as their preference.
- Products/service owners (direct clients): This group includes private firms who have their marketing unit or ability to outline advertising and public relation activities. These firms buy advertising timeslots directly from the Company.

4. Sale and service distribution channels

The Company's marketing department offers advertising timeslots to clients. The marketing staff contact potential clients directly, i.e., agencies, product owners or direct clients, to present the offered ad packages. The sale is in the form of both airtime (note: the number of minutes to the airtime is determined by Department of Public Relation) and promotion of goods and services during the program.

5. Pricing policy

The Company employs the pricing policy, which is fair and worth the value for money, in order to maintain good long-term relationships with clients. The pricing is based on the rating, the competitors, the TV station, and the airtime.

In regard to the pricing policy for the Company's production service, the pricing is based on cost plus preferred profit margin at a level sufficient to maintain the Company's competitiveness. The rates are fair and worth clients' budget.

6. Competition strategy

The Company has continued to improve the program content, both in terms of the presentation style and presentation of useful information to match the changing consumer demand. In 2022, the Company will change the content to present 'Plod Nee Ngern Duan (Quick Money)' to serve clients' demand and increase the sale and advertising channels. This content adjustment is expected to help expand the target group and reach broader base of viewers.

**3. Provision of products and services**

Provision of products and services are divided into five areas, as follow

1. Provision of airtime

In securing the TV station and airtime for broadcasting the program, the Company has to propose content details to the TV station, who will consider approval the airtime lease every quarter. The TV station considers two key aspects, i.e., content presentation style and the ability of the content producer to pay for the airtime lease. The new content, the TV station particularly considers the appropriateness of the content, taking into account the content style, the airtime as well as the experience of the host(s). For existing content, the TV station mainly considers the rating and feedbacks from the public and the media. In considering the ability of the content producer to make the payment for the airtime lease, the TV station takes into account the past payment records or the financial position of the content producer company.

2. Provision of TV content for production

To provide TV content for production, the content producer manages all related operations, starting from designing content style, presentation style to production.

- Create a content style

The Company has a creative team that designs new content and presentation styles for each tape of the existing content. The team brainstorms creative ideas, as well as new presentation styles, then outlines and concludes such concepts to create the content that presents useful knowledge in a modern presentation style to match viewers' preferences.

- Cost analysis and presentation

The creative team presents the content style to the management for production approval. Once approved, the team will create a storyboard to be submitted to the production team. Before approval, the finance and marketing departments have to consider the estimated operating cost and study the feasibility of the content in order to ensure that such content can draw viewers' attention and attract targeted clients. They also have to determine whether the content will eventually breakeven within the set timeframe.

- Content production

The production team plans production operation, determine the tape recording date, make an appointment with guests, and coordinate with relating units for preparation prior to the tape recording date. In addition to producing each tape, the production team also makes both short-term and long-term plans in order to determine the content direction and presentation style as well as maintain the rating.

### 3. Provision of content production service

Provision of content production service is different than production of the Company's own content. As for the production service, the clients may have already outlined the content and presentation styles and asked the Company to just produce the content as ordered. Project details depend on the agreement between the Company and the clients.

### 4. Provision of program host(s) and production personnel

The Company chooses hosts, actors or actresses who have personalities suitable to the content style and selects production personnel who possess related work experience and knowledge.

### 5. Scouting out locations and providing materials used in the production

The Company's content is taped both indoor and outdoor. Appropriate locations are selected to suit the program style, the content, and the demand from viewers. Some locations are sometimes recommended by viewers who send letters to the content producer team.

## 4. Assets used in business operation

### 4.1 Major fixed assets

#### 4.1.1 Land, plant and equipment - net

As of December 31, 2021, the Company recorded land, plant and equipment with the net amount of 1,184.62 million baht as the following details:

Type of assets	Ownership Right	Net value (Million Baht)	Obligation
1. Land	Owner	500.41	Partially mortgaged
2. Buildings/studio and adjustment	Owner	658.05	None
3. Accessories, office supplies and vehicles	Owner	16.15	None
4. Projects under construction	Owner	10.01	None
<b>Total</b>		<b>1,184.62</b>	

#### 4.1.2 Leasable assets-net

As of December 31, 2021, the Company reported the leasable assets with the net amount of 204.63 million baht as the following details:

Type of assets	Ownership Right	Net value (Million Baht)	Obligation
1. Shooting equipment	Owner	159.52	None
2. Vehicles	Owner	40.88	None
3. Ongoing projects	Owner	4.23	None
<b>Total</b>		<b>204.63</b>	

The leasable assets consist of shooting equipment provided by Gear Head for one-time rental services without any long-term contract obligations.

#### 4.2 Right-of-use assets under leases

As of December 31, 2021, the Company reported right-of-use assets under leases the net amount of 11.31 million baht as the following details:

Type of assets	Ownership Right	Net value (Million Baht)	Obligation
1. Office building	Owner (Possessor)	9.47	None
2. Vehicles	Owner (Possessor)	1.84	None
<b>Total</b>		<b>11.31</b>	

#### 4.3 Intangible assets-net

As of December 31, 2021, the Company recorded intangible assets, i.e., computer programs and the copyright amounting to 1.56 million baht as the following details:

Type of assets	Ownership Right	Net value (Million Baht)	Obligation
Computer programs and the copyright	Owner	1.56	None

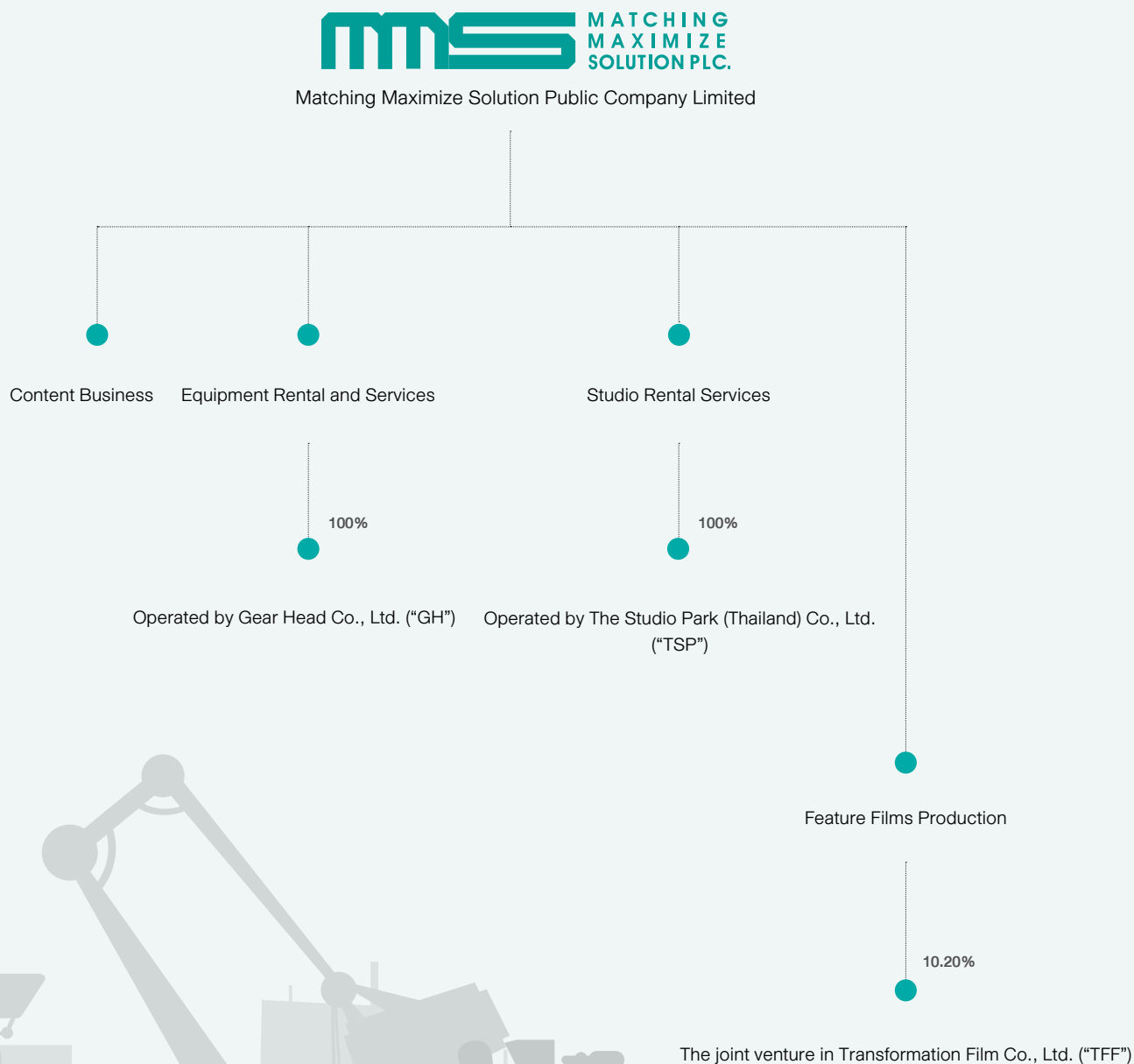
#### 5. Undelivered works

- None -

## 1.3 SHAREHOLDING STRUCTURE

### 1.3.1 Shareholding structure of Company's group

As of December 31, 2021, the business structure of the Company's group, broken down by businesses is as follows:



Note: TSP Production Service Co., Ltd. registered the business dissolution and the liquidation process with Department of Business Development, Ministry of Commerce, was already completed on November 19, 2021.

## Investment Policies

### 1. Investment policies and control power in subsidiaries

As of December 31, 2021, the Company had invested in the following subsidiaries with the shareholding of 99.99%; i) Gear Head Co., Ltd., and ii) The Studio Park (Thailand) Co., Ltd. For TSP Production Service Co. Ltd., the liquidation process was already completed.

The investment value in the subsidiaries, based on the cost method, was worth at 955.50 million baht. The investment in the subsidiaries accounted for 67.11% of the total assets.

#### Details of investment in the subsidiaries

##### 2017

- On January 12, 2017, the shareholders' extraordinary meeting No. 1/2017 of Matching Broadcast Co., Ltd. approved the company name change to the Studio Park (Thailand) Co., Ltd. The name change was registered with the Ministry of Commerce on January 18, 2017.
- On March 30, 2017, the Company received the returned capital from Matching Studio Plus Co. Ltd., following the decrease in the registered capital of 44,500 shares, with the par value of 100 baht. The total amount of the returned capital of 4.45 million baht was received.
- On November 16, 2017, the shareholders of Book Makers Co., Ltd. approved the capital increase from the registered ordinary shares of 20,000 shares, with the par value of 100 baht, to the ordinary shares of 70,000 shares, with the par value of 100 baht. The new 50,000 ordinary shares were issued, with the par value of 100 baht. The Company invested in all newly issued shares, with the total investment amounting to 5 million baht.
- On December 21, 2017, the company received the returned capital from Matching Entertainment Co., Ltd. following the decrease in the registered capital of 40,000 shares, with the par value of 100 baht. The Company received total amount of the returned capital at 4 million baht.

##### 2018

- On January 5, 2018, the company received the returned capital from Matching Entertainment Co., Ltd. following the decrease in the registered capital of 10,000 shares, with the par value of 100 baht. The Company received total amount of the returned capital at 1 million baht.
- On June 13, 2018, the company received the returned capital from Book Makers Co., Ltd. following the decrease in the registered capital of 20,000 shares, with the par value of 100 baht. The Company received total amount of the returned capital at 2 million baht and marked the reversal of the allowance for impairment on related investment at the amount of 2 million baht.
- Matching Entertainment Co., Ltd. registered the business dissolution with the Ministry of Commerce on December 27, 2016 and completed the liquidation process on April 3, 2018. The Company received the returned capital and the retained earnings from Matching Entertainment Co. Ltd., at the amount of 147,444 baht and marked the reversal of the allowance for impairment on related investment at the amount of 110.52 million baht.
- Matching Studio Plus Co., Ltd. registered the business dissolution with the Ministry of Commerce on December 28, 2016 and completed the liquidation process on June 18, 2018. The Company received the returned capital and the retained earnings from Matching Studio Plus Co., Ltd. at the amount of 271,404 baht and marked the reversal of the allowance for impairment on related investment at the amount of 133.55 million baht.
- On November 7, 2018, the Board of Directors approved the establishment of TSP Production Service Co., Ltd., as a new subsidiary with the registered capital of 1 million baht. The Company invested in 10,000 ordinary shares, with the par value of 100 baht, accounting for 99.97% of the total shares.



## 2019

- On February 20, 2019, the shareholders of TSP Production Service Co., Ltd., approved the capital increase from 10,000 ordinary shares at the par value of 100 baht to 20,000 ordinary shares at the par value of 100 baht. The Company invested in all newly issued shares, with the total investment amounting to 1 million baht.
- On December 23, 2019, the Board of Directors meeting No. 12/2019 approved the disposal of all shares in Time Lapse Co., Ltd. to external parties and directors. The disposal was expected to be completed by 2020, therefore, the investment in Time Lapse Co., Ltd., was put under the current asset item.

## 2020

- On January 27, 2020, the Company received the returned capital from Time Lapse Co., Ltd because Time Lapse Co., Ltd. decreased the registered capital by 60,000 shares, with the par value of 100 baht. The Company received the total returned capital at the amount of 5.81 million baht, based on its shareholding.
- On February 27, 2020, the Company disposed all of its 328,950 ordinary shares in Time Lapse Co., Ltd., to external parties and directors. The Company received the proceeds from the share disposal amounting to 6.62 million baht. On December 27, 2019, the Company received a deposit of 2 million baht and realized the divestment loss of 26.28 million baht and marked the reversal of allowance for impairment of related investment at the amount of 27.85 million baht.
- Book Makers Co., Ltd. registered the business dissolution with the Ministry of Commerce on January 19, 2018 and completed the liquidation process on October 28, 2020. The Company received the returned capital and the retained earnings from Book Makers Co., Ltd. at the amount of 703,718 baht and marked the reversal of the allowance for impairment on related investment at the amount of 5 million baht.
- On October 1, 2020, the extraordinary meeting No. 1/2020 of the shareholders of TSP Production

Service Co., Ltd., approved the capital increase from 20,000 ordinary shares at the par value of 100 baht to 100,000 ordinary shares at the par value of 100 baht. The Company invested in all newly issued shares, with the total investment amounting to 8 million baht.

- On November 16, 2020, the extraordinary meeting No. 2/2020 of the shareholders of TSP Production Service Co., Ltd., approved the business dissolution. The Company had held shares in this subsidiary at 99.99%, with the registered capital of 10 million baht, consisting of 100,000 ordinary shares at the par value of 100 baht. This subsidiary has registered the business dissolution since November 16, 2020; the company had been under the liquidation process.

## 2021

- On November 19, 2021, the liquidation process of TSP Production Service Co., Ltd was completed.

## 2. Investment policies in joint ventures

- In August 2017, Matching Studio Plus Co., Ltd. invested in Transformation Film Co., Ltd. with the total investment amount of 25,000,000 baht for the total of 250,000 shares at the par value of 100 baht, accounting for 14.29% of the total registered and paid-up capital. The investment was jointly proceeded with other three juristic persons. The Company used the equity method to book the investment in the joint venture.
- On March 24, 2017, the Company purchased shares in Transformation Film Co., Ltd. from the subsidiary Matching Studio Plus Co., Ltd. at the amount of 250,000 shares at the par value of 100 baht with the cost of 5.20 million baht. This investment in the joint venture was booked by the cost method in the separate financial statement.
- On July 23, 2018, Transformation Film Co., Ltd. increased the capital of 70 million baht but the Company did not increase the investment in Transformation Film Co., Ltd.; therefore, the shareholding in this subsidiary decreased from 14.29% to 10.20%.

- In 2019, the Company realized the impairment loss from the investment in the joint venture, Transformation Film Co., Ltd., for the remaining amount of 1.88 million baht as the joint venture continued to generate losses and the book value of this investment was higher than the recoverable amount.
  - In 2020, the Company realized the impairment loss from the investment in the joint venture, Transformation Film Co., Ltd., at the full amount because the joint venture continued to generate losses and the book value of this investment was higher than the recoverable amount.
3. Investment policies in securities
- Company does not have any policies to invest in any securities, except for certain investments relating to the Company's core business operation.

#### 4. Contracts relating to business operation

##### 4.1 Long-term land leases

As of December 31, 2021 The Company had engaged in office leases for business operation as the following details.

Contract parties	Landlord : The Crown Property Bureau Tenant : Matching Maximize Solution Public Company Limited
Objective	Lease land and Varichves Palace Building to serve as reception area
Leased Venue	Sukhothai Road, Dusit Sub-district, Dusit District, Bangkok
Contract Life	30 years, from March 15, 2005 to March 15, 2035
Terms and conditions	1) During the contract period, in case the authority wishes to expropriate the land for state purposes, the tenant is required to return the property within one month from the date the tenant is informed. In this case, the landlord will pay fair compensation for expenses related to the existing renovation or decoration of the property. 2) Upon the end of the lease in any cases, the tenant is required to move out of the property and return the property, in good conditions, to the landlord within one month, starting from the day of the end of the lease.
Area	1 Rai and 282.37 Square Wa

Contract parties	Landlord : The estate of Mrs. Deh Janmanee Tenant : Gear Head Co., Ltd.
Objective	Lease partial land on the Deed Title No. 5920, Parcel No. 81, Sub-district No. 2753
Leased Venue	Samsen Nok Sub-district, Huaykwang District, Bangkok
Contract Life	3 years from January 1, 2019 to December 31, 2021 3 years from January 1, 2022 to December 31, 2024
Terms and conditions	Upon the end of the lease in any cases, the tenant is required to move out of the property, and return the property in good conditions to the landlord within one month, starting from the day of the end of the lease.
Area	3 Rai

## 4.2 Airtime leases

Contract parties	Lessor : Bangkok Broadcasting & TV Co., Ltd. Lessee : Matching Maximize Solution Public Company Limited
Objective	Lease airtime for broadcast of the Company's TV content on 7HD channels and all network channels
Details of airtime	<p>Content: Plod Nee  Broadcast: Video Tape  Broadcast Date and Time: Every Sunday at around 16.30 – 17.00 hrs  (From January 6 to January 13, 2019)</p> <p>Content: Plod Nee Mahachon  Broadcast: Video Tape  Broadcast Date and Time: Every Sunday at around 16.30 – 17.00 hrs  (From January 20 – February 24, 2019)  : Every Saturday at around 16.00 – 16.30 hrs  (From March 2 to June 29, 2019)</p> <p>Content: Plod Nee Plick Chee Vit  Broadcast: Video Tape  Broadcast Date and Time: Every Monday to Tuesday at around 17.15 – 18.00 hrs.  (From July 1 to September 30, 2019)  (From October 1 to December 31, 2019)  (From January 6 to March 31, 2020)  (From January 4 to March 30, 2021)  : Every Monday to Tuesday at around 15.45 – 16.30 hrs  (From April 5 to June 29, 2021)  (From July 5 to August 31, 2021)  : Every Friday at around 16.45 – 17.30 hrs  (From September 3 – September 24, 2021)  (From October 1 to December 31, 2021)</p> <p>Content: Plod Need Ngern Duan (Quick Money)  Broadcast: Video Tape  Broadcast Date and Time: Every Friday at around 16.45 – 17.30 hrs  (From January 14 to March 25, 2022)</p>
Contract Life	Three months, extendable every quarter provided that no party asks to terminate the contract

### 1.3.2 Persons with possible conflicts of interest who hold shares in the subsidiaries and affiliates at over 10% of the number of shares with the voting right

- None -

### 1.3.3 Relationship with the business group of the major shareholders

- None -

### 1.3.4 Shareholders

The major shareholders and the percentage of shareholding out of the total registered capital and the paid-up capital as of the latest book closing date on March 10, 2022 are as follows.

No	Major shareholders	Shareholding	% of paid-up capital
1	BBTV Production Co., Ltd. <sup>/1</sup>	685,613,224	87.72%
2	Mr.Vera Supattaratid	11,170,000	1.43%
3	Mr.Chatchavarn Piyapraphanphong	10,424,137	1.33%
4	Mr.Panumas Mongkholsapaya	6,000,060	0.77%
5	Mr.Prasit Rakthaisanthawee	3,305,900	0.42%
6	Mr.Witoon Chanphichai	2,643,740	0.34%
7	Mr.Pornchai Ariyaratthathopas	2,505,700	0.32%
8	Mr.Rangson Chiawsirikajorn	2,350,000	0.30%
9	Mr.Vasin Phathikulset	2,128,100	0.27%
10	Mrs.Siriwan Yodsakda	2,000,000	0.26%
10	Mrs.Sunantha Sachdev	2,000,000	0.26%
Total		730,140,861	93.41%

Note

- <sup>/1</sup> BBTV Production Co., Ltd. is a group of companies managing 7HD Channel, consisting the following shareholders:
- |                                       |        |
|---------------------------------------|--------|
| Bangkok Broadcasting and TV Co., Ltd. | at 30% |
| BBTV Asset Management Co., Ltd.       | at 25% |
| BBTV Sat Television Co., Ltd.         | at 25% |
| Stronghold Asset Co., Ltd.            | at 20% |

## 1.4 REGISTERED AND PAID-UP CAPITAL

### 1.4.1 Ordinary shares

As of December 31, 2021, the Company's registered capital stood at 781,629,851 million baht, consisting of 781,629,851 ordinary shares at the par value of 1.00 baht and the paid-up capital of 781,628,733 shares at the par value of 1.00 baht.

## 1.5 ISSUANCE OF OTHER SECURITIES

- None-

## 1.6 DIVIDEND PAYOUT POLICY

The Company's minimum dividend payout is 40% of the net profit, provided that there are no other necessary reasons to use this amount and that the amount of dividend paid must not significantly affect the Company's core business operation. Meanwhile, the subsidiaries do not have a minimum dividend payout policy but the dividend payment at each subsidiary depends on the performance and the needs for capital of that particular subsidiary.



## 2. RISK MANAGEMENT

### 2.1 RISK MANAGEMENT POLICIES AND PLANS

The Company realizes the importance of the control of operating risks, and the Company also commits to reach our business objectives. Therefore, the Company outlines the framework for management of risks and strategies, the resources used for risk management, and the risk management plans. All of these would be employed to keep the risk level at an acceptable level and also add the value to the organization, which could respond to the expectation of the stakeholders and support sustainable business operation under the good corporate governance. Hence, the Company arranges systematic risk management and continues to develop enhance the risk management system. In this connection, the Company has set a management committee to work and consider matters at a policy level. In order to create a clear operation guideline for risk management, the Company has set the following risk management policies, as follows:

1. Arrange the organizational risk management, which is up to the international standards. The Company arranges the internal control system, based on the suggestion of the SET and the Committee of Sponsoring Organizations of the Treadway Commission (COSO), which outlined the Internal Control Framework concepts. The Company identified the responsibilities and authority of management and employees at the operating level in a clear written form. The operation also includes control and optimization of the Company's assets. Duties of operating employees, monitoring and controlling bodies, as well as evaluating bodies are clearly separated in order to create appropriate balance of power and cross-checking.

2. All directors, managements, and employees from all units or sections are required to evaluate, monitor and support effective risk management, as well as manage and keep the risk at an acceptable level.
3. Determine guidelines to prevent and mitigate risks from the Company's operation in order to avoid possible damages or losses. In addition, performance relating to risk management is regularly followed and monitored.
4. Promote risk management as part of the organizational culture, which can lead to mutual understanding and awareness about risks. Create knowledge for educating employees at all levels, allowing them to learn, research, and exchange experiences. This will lead to development and enhancement of risk management procedure, which contributes to effective risk management mechanism.

### 2.2 BUSINESS OPERATION RISKS

In 2021, the COVID-19 pandemic have continued to spread nationwide. Therefore, the government had imposed stringent measures to contain the infections, such as a ban on activities involving big crowds and travel restrictions. While the Company's operation was negatively impacted by these restrictions, we tried to handle the situation by applying measures to mitigate the impact on the Company's business operation as much as possible. For example, the past tapes were re-run in order to reduce cost and operating expenses. Several measures were imposed in a bid to prevent infections in the organization, such as work from home and social distancing. Employees were required to wear mask all the time. Screening points and sanitizer gel were provided. The exact cleaning time schedule was set. Furthermore, the Company also continued to monitor possible impacts of the pandemic in order to ensure business continuity and keep risks at a manageable level.



The Company's core businesses, i.e., equipment rental services, studio rental services, and content production business, entailed different risks, as discussed below:

## 2.2.1 Equipment Rental Service Business

### COVID-19 Pandemic

The government's measures aimed at containing COVID-19 pandemic had inevitably impacted film and video production business. Such restrictions include the limitation on the number of crew members, the restriction from venue owners, and travel restrictions. Film and video producers had to adjust themselves to be able to operate under the government's measures. Once the measures are relaxed, the equipment rental service business is expected to gradually pick up.

### Higher production cost seen by clients

Limited production budget is another factor leading to the risk that the Company may face price competition in the equipment rental and business. However, companies with our state-of-the-art equipment and reasonable prices should be able to withstand the ongoing economic headwind in the long term.

### Technological changes and obsolete filming equipment

The Company provides equipment rental services for production of all types. The technology for such equipment changes rapidly. Clients tend to choose service providers who can offer new equipment they are familiar with. The Company has continued to invest in new equipment to serve clients' demand. Likewise, the Company has also enhanced personnel's efficiency to provide equipment with special techniques and offer technical support to the clients. The Company periodically conducts personnel trainings to develop personnel skills in using equipment in order to offer the best professional services to the clients.

### Risk of Equipment Investment

To provide equipment rental services, the Company has to consistently put huge investment in new equipment. Therefore, the Company may be exposed to some investment risks if the invested equipment fails to attract the clients and thus become unable to break even and general good returns. To address the risk, the Company takes into account clients' needs and demand as well as analyzes profitability outlook before deciding to invest in any new equipment.

## 2.2.2 Studio Rental Service Business

### COVID-19 Pandemic

Travel restrictions and quarantine requirement led to production cost elevation. Hence, companies coordinating with foreign production crew had to plan more carefully. The plan adjustment may lead to production delay and this will lead the risk exposure for coordinating operators as they may have already proceed with the setting arrangement as earlier requested by the clients. On the other hand, some coordinating companies may decide to increase the order for rental space (so as to reserve the studio space in case of possible delays) in order to support and smoothen the production.

### Possible failure to attract clients as targeted

Risks associated with possible failure to attract clients may cause the Studio Park to fail to yield profits or good returns to the Company. However, the Company has tried to mitigate the risks under an acceptable level. With extensive experience in the film and TV broadcast industry, the Company foresees growing demand for rental studios. Moreover, the Company is the first provider of the rental studio up to the NC 25 International Standard. Furthermore, the Company also provides state-of-the art equipment, which is one of our strengths. In addition, we have various practical functions to serve and meet clients' demand. For instance, we provide water tanks for two pools, which can be used for both indoor and outdoor shoots. We also have two subway carriages and platforms. Besides, the project also helps support the government's policy to attract more foreign film production crew into the country and it should also well respond to the growing competition in the digital TV industry. Therefore, the Company is confident that its Studio Park project will serve large clients' demand very well and that it will demonstrate a potential to attract a number of international clients.

## 2.2.3 Content Business

In 2021, the Company adjusted the TV content production business toward the content business, which consists of two segments: 1) Film/drama production; and 2) TV content production (general programs); Risk exposure to this business is as follows:

### COVID-19 Pandemic

In 2021, the content production and management was also impacted by COVID-19. Hence, customers who had planned on ad spending through TV or other channels decided to postpone the plan as well as cut ad budget. However, as the coverage of COVID-19 vaccination is now over 50%, it is hoped that the infections can be contained and once the pandemic is brought under complete control, operators will resume their normal ad spending or increase budget on ad spending.

### Technological Changes

One risk impacting the Company's operation is the rapid changes in technologies, especially 'Over the Top - OTT' technology, e.g., Netflix, and Disney+, which can be available on the internet through a number of devices, such as computers, mobile phones, or TV boxes. The popularity of these new platforms are increasing in contrast to that of TV screen, which is on a consistent downtrend. This is the risk, which comes with both new opportunities and challenges. Last year, the Company developed content products presented to OTT operators in order to generate income from this new source.

### Falling popularity on TV programs or changing consumer behavior trend

Consumer behavior is very dynamic as it is always variable to the popularity trends. The program's rating is a key factor directly impacting revenue from the TV content business. Advertising agencies and product/service owners decide to choose TV programs to advertise or promotes their goods or services, based mainly on the ratings and the value for the ad budget based on the number of viewers. Therefore, creation

of interesting content to attractive consumers and maintenance of the rating are key factors impacting the growth in Company's revenue and earnings.

#### **Shift of ad spending flows toward new media channels away from TV media**

The ad spending trend is under the ongoing transition period; the ad spending through TV media (free TV) has become scarcer, while more ad spending budget is distributed to other media channels, especially digital media, online advertising media, internet media, outdoor media and transit media. New media channels tend to become more influential in consumers' decision making to buy products and services. However, TV media remains the major media for ad spenders as it still gains the biggest market shares given it can reach customers in mass markets. Realizing this factor, the Company has continued to develop our content and present more content varieties to match consumers' behaviors, both for the existing content style and new styles in order to ensure content quality, which will lead to higher rating.

#### **Operators' limited ad budget**

The current economic slowdown as a consequence of COVID-19 pandemic has impacted operators' ad budget allocation. Operators tend to spend their ad budget more carefully, which can be evidenced by the change in their ad spending allocation strategy, i.e., from full-year planning to shorter-term planning. However, a wide range of ad media channels can still attract operators to spend their ad budget in order to promote their products/services among their targeted customers effectively. Furthermore, new players in certain businesses may be attracted to spend more ad budget. In the meantime, the state sector may also come up with new projects, which require extensive advertising through various media channels. Should the economy recover, operators will become more confident in ad spending; and this will ultimately help to boost ad spending growth.

#### **Program lineup reshuffle or amendments in terms and conditions in the contracts**

Engaging in the TV content production business, the Company sees risks linked to the possibility that the TV channel may reshuffle its program lineup in order to maintain its market share or rating. Likewise, there is a risk that the TV station may decide to amend the terms and conditions in the contract, e.g., hiking the airtime lease rates, lowering revenue sharing, reducing advertising time slots, and etc., which may impact the continuation of the Company's TV programs. Being well aware of such risks, the Company tries to minimize the chances that the TV station will decide not to renew the subleasing contracts or decide to renew the contracts but under some unfavorable conditions. In so doing, the Company is committed to steady enhancement of our content in order to raise audience share and popularity (i.e., boosting the program's rating), as well as attracting more sponsors given that the rating level and the number of program sponsors are key factors for the TV station to decide whether or not to renew the subleasing contracts. The Company keeps monitoring our popularity and boosting audience shares by improving our content style regularly.

## **2.3 MANAGEMENT RISKS**

### **2.3.1 Influence of major shareholders on overall management policies**

As of March 10, 2022, the major shareholder, BBTB Production, held 87.716% of the total paid-up capital. With this percentage of shareholding, BBTB Production has power to make decisions and determine management policies to a certain degree. With this shareholding concentration on the only major shareholder, it is impossible that the Company will be taken over by other companies, without the approval from BBTB, even though other shareholders may see opportunities to raise the

corporate value. Being well aware of this issue, the Company takes good corporate governance principles seriously and also appoints the Audit Committee, consisting of three independent directors from the total nine directors. The independent directors can help enhance the management as well as bring transparency and balance the power of directors. The independent directors also act as representatives of retail shareholders to examine the performance of the management. Moreover, should there be any significant legal issues, approval from shareholder meetings is required before further procedure. The aforementioned factors help to control management and management risks quite well.

### **2.3.2 Possible conflicts of interests and competing businesses from the major shareholder**

BBTV is the Company's indirect major shareholder (i.e. it is the major shareholder of BBTV Production Co., Ltd, which is the Company's major shareholder). It is also an indirect holder of all shares in Media Studio Co, Ltd. ("Media Studio"), which operates TV content production business, similar to the Company's business. Media Studio produces news and entertainment programs broadcast only on Channel 7HD. Hence, Media Studio's business may be seen as competing business with one of the Company's businesses. However, although the two companies are held by the same group of the shareholder, their production crews are separated. While both companies produce TV content, the content of each firm is different. In addition, their other businesses are different. It should also be noted that the TV content production is just one of the Company's several businesses; and according on the Company's major business plan, the Company is currently focusing more on becoming a leader in studio rental and equipment rental services to serve all groups of clients.

### **2.3.3 Low free float that will reduce trading liquidity**

As of March 9, 2021, most of the Company's shares at around 685,613,224 shares or 87.72% were held by BBTV Production Company Limited (i.e., the major shareholder). Therefore, the free float is quite low, at just 12.27% of the registered paid-up capital. This means that there may be not many trading transactions in the secondary market and that general investors may not be able to access regular trading transactions. Therefore, there is a risk that shareholders may be unable to sell shares at their desired prices. In this connection, the Company is seeking an appropriate solution to the problems relating to share distribution, according to the regulations of the SET.

## **2.4 FINANCIAL RISKS**

The Company has a policy to offer a credit term and follow strict debt collection measures. The Company consistently carries out strict debt collection procedure and seeks reasons from certain clients who fail to settle the payment on a monthly basis. The management monitors this issue closely and continues to review credit lines for each client. Amid the economic downtrend especially during COVID-19 pandemic, the Company has become more cautious about credit term and monitor clients' payment more closely.

## **2.5 OTHER RISKS**

The Company emphasizes certain ways to mitigate the risk of COVID-19 pandemic among employees. Thus, the Company continues to ensure safety and welfare for employees on a regular basis. For example, employees are required to strictly keep distancing. Temperature screening is also provided. Testing with an antigen test kit (ATK) is required every seven days. All employees are covered by a COVID-19 insurance policy. In addition, employees are given opportunities to receive the alternative vaccine, i.e., Sinopharm, and they are also encouraged to receive booster doses, as per the government's measure.



## 3. DRIVING BUSINESS FOR SUSTAINABILITY

### 3.1 POLICIES AND OBJECTIVES OF SUSTAINABILITY MANAGEMENT

The Company realizes the significance of operating business with responsibilities for environment, which relate and support United Nations Sustainable Development Goals (UN SDGs). These goals concern balanced development in three key pillars of dimensions for sustainability, consisting of economic, social and environmental dimensions. Therefore, the Company has outlined policies relating to sustainability management, covering issues about environment, society and corporate governance. The Company has set up the Corporate Governance Committee to work on promotion and support of management operation in order to ensure that the Company's business operation focuses on sustainable growth with responsibility for environment and society under good corporate governance principles. The Company has employed a key strategy to create awareness and understanding among all involved parties in order to push forward for concrete practice. In this connection, the key strategy for sustainability of the Company covers all three aspects as follows.



#### Environmental aspect

The Company focuses on effective uses of resources and minimization of environmental impacts; the core of our business operation throughout the past year.

Media knowledge and technology have been appropriately applied amid changing circumstances. For example, during the COVID-19 pandemic, technology has been adapted to facilitate and smoothen effective resource management. In addition, the Company launched a number of projects aimed at saving power and water. The Company also arranged systematic waste management. An examples of these projects is the “Green Office Program.” Furthermore, the 3Rs principle has also been implemented. All these are aimed at creating the organization culture with awareness understanding on this issue being put into concrete practice.





### Social aspects

The Company sees the significance of the value of human resources, so we take good care of employees with equality and fairness as well as respect of human rights. The company also ensures good sanitary and safety standards while creating good relation and giving good collaborations with the community and the state sector in order to be part of the community and society.

The Company has a policy and standard operation guidelines in human resource development. Human development is arranged while local employment opportunities are offered with standard benefits. In terms of community and society, during the COVID-19 pandemic, the Company has taken part in promoting community's better living quality by organizing a social event under the project "MMS collaboration with Chulalongkorn Hospital, Thai Red Cross Society" for establishment of four field cohort wards in the area of Chulalongkorn Hospital to serve red-coded and yellow-coded COVID-19 patients. VTR was made to present the Company's activities for the community. Overall, it should be noted that good business driving requires tender treat to human resources, community and society in order to drive development alongside growth.



### Corporate governance aspects

The Company promotes and supports business transparency, scrutiny mechanism, balance of power, and operation strictly under laws, regulations and various requirements. The Company also takes care of the right of all stakeholders with equality and fairness.

The Company emphasizes the importance of corporate governance, so policies about corporate governance, anti-corruption, risk management, and internal audit, as well as The Code of Ethical Business were all established, with further details being obtained at <https://www.matchinggroup.com/th/about-ethic>. The Company arranges rules and regulations as specified by laws and/or required by supervisory agencies. This is aimed at balancing of power in business operation and increasing verities of services provided to serve clients' demand and enhance competitiveness, which should lead to confidence in operation of entertainment business. This should also help create additional value to the Company in the long term.






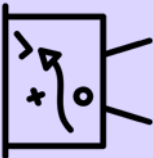




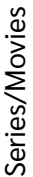


### Objectives for sustainable development in 2022

Over the past year, the Company was committed to enhancement of our competitiveness and business sustainability in order to make all stakeholders trust and rely on the Company. For 2022, the Company has outlined objectives and operation plans, which can be referred to as operational framework under the standard operation that reflects responsibilities to the society and environment. This framework is reflected by our CSR-in-process operation, which covers economic, social and environmental aspects under seven issues: 1) corporate governance; 2) promotion and respect of human rights; 3) fair treat to labors; 4) environmental preservation; 5) fair business operation for consumers; 6) participation; and 7) community development. All these are under the strategy to create awareness and understanding about the concept, which can lead to concrete operation guidelines. In addition, technology has been applied for maximum benefits in accordance with the nature of businesses. Meanwhile, the Company is well prepared to cope with challenges amid the ongoing dynamic circumstances around the globe. Further details will be discussed in this annual report.

## 3.2 MANAGEMENT OF IMPACTS ON STAKEHOLDERS IN THE BUSINESS VALUE CHAIN

### 3.2.1 The business value chain

01 Procurement		02 Production Process	03 Goods/Service Distributions	04 Marketing/Sales	05 After-Sale Services
  	Quality and Modern Equipment	Professional Personnel	Provide rental filming equipment with technicians at shooting siter	 1. Survey and analyze clients' demand  2. Set target  3. Set strategies	 1. Evaluation satisfaction  2. Listen to satisfaction  3. Create good relationships with clients
	Studio (Indoor/Outdoor)	Utilities and Facilities	Provide both indoor and outdoor studio rental with professional personnel		
 	Venues Venes	Equipment Host/Actors /Actresses	Content Style	Content Production	Over The Top (OTT)
	Equipment + Team	Producer	Plod Nee	TV	
	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>
	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	Variety		

### 3.2.2 Stakeholders in business value chain

Stakeholders	Procedure	Stakeholders' expectation	Responses to stakeholders' expectation
<b>Stakeholders within the organization</b>			
Stakeholders	<ul style="list-style-type: none"> <li>Annual General Meetings/ Extraordinary shareholders meetings</li> <li>Regularly release information through the Company's website and email</li> </ul>	<ul style="list-style-type: none"> <li>Good earnings and good investment returns</li> <li>Good corporate governance</li> <li>Transparent business operation</li> <li>Disclose accurate information on a timely manner</li> <li>Effectively communicate with shareholders</li> <li>Welcome shareholders' comments in regard to operating performance of the Company</li> </ul>	<ul style="list-style-type: none"> <li>Complete annual reports</li> <li>General good performance and dividends</li> <li>Disclose information with transparent and in a timely manner through the SET's channels and other channels including Company's website</li> <li>Complete and improve good corporate governance principles regularly and consistently</li> <li>Invite shareholders to determine meeting agendas in the AGMs and express their opinions in the meetings</li> </ul>
Employees	<ul style="list-style-type: none"> <li>Evaluate annual performance and personal development plan</li> <li>Arrange socializing activities among employees and management, e.g., manager meetings and annual staff parties</li> <li>Arrange meetings in the department level and other activities</li> </ul>	<ul style="list-style-type: none"> <li>Secured job and career advance</li> <li>Appropriate benefits</li> <li>Appropriate working house and payment</li> <li>Respect the right of equality</li> <li>Safety and good sanitary in workspace</li> </ul>	<ul style="list-style-type: none"> <li>Determine policies and operation plan of HR relevance to relevance to relating laws</li> <li>Offer good career path and appropriate remuneration and benefits</li> <li>Provide standard trainings</li> <li>Arrange annual appraisal plan</li> <li>Improve workplace environment</li> </ul>
<b>Stakeholders outside the organization</b>			
Clients	<ul style="list-style-type: none"> <li>Interact with clients when providing services</li> <li>Survey clients' satisfaction through email and online media</li> <li>Socialize and create networks</li> <li>Arrange exhibitions and trade/service shows</li> </ul>	<ul style="list-style-type: none"> <li>Service quality: response to clients' demand, creditability, accountability and appropriate changes</li> <li>Value of money</li> <li>Delivery of standard goods/services meeting clients expectations and relevant laws</li> <li>Transparent pricing, e.g., quotations in website</li> </ul>	<ul style="list-style-type: none"> <li>Provide trainings to ensure excellent services</li> <li>Deliver standard services</li> <li>Introduce new service channels to serve clients' demand</li> <li>Conduct clients' surveys</li> <li>Review sale promotional campaign on a regular basis</li> <li>Be honest to clients</li> </ul>
Business Partners	<ul style="list-style-type: none"> <li>Meetings and inspection of quality of products/service</li> <li>Provide trainings and activities for partners to participate regularly</li> <li>Consistent opinion survey</li> </ul>	<ul style="list-style-type: none"> <li>Fair and equal treatment to all partners</li> <li>Transparent and fair procurement and recruitment processes</li> <li>Regular and clear orders</li> <li>Provision of goods/services in a timely manner with flexibility in pricing as appropriate</li> </ul>	<ul style="list-style-type: none"> <li>Complete operation guideline and code of ethical business of partners</li> <li>Conduct opinion surveys from partners</li> <li>Review and improve recruitment process</li> <li>Examine and solve problems immediately</li> </ul>
Community	<ul style="list-style-type: none"> <li>Regularly visit communities and community leaders</li> <li>Participate in community activities through employment and other community development projects</li> </ul>	<ul style="list-style-type: none"> <li>Recruitment</li> <li>Participate in activities aimed at development of economy, society and communities</li> <li>Reduce impacts on the society and the community.</li> <li>Listen to comments from the communities and regularly communicate with the communities</li> </ul>	<ul style="list-style-type: none"> <li>Recruit local labor and promote vocational development in the communities</li> <li>Promote local recruitment/procurement</li> <li>Participate in community activities regularly</li> </ul>

### 3.3 SUSTAINABILITY MANAGEMENT IN THE ENVIRONMENTAL DIMENSION

#### 3.3.1 Environmental policies and operation guideline

Emphasizes environmental preservation, the Company is committed to business operation that directs to mitigation of environmental and social impacts. The Company has complied operation guidelines to focus on necessary use of energy in order to prevent and eliminate resource wastes as well as environmental impacts. In 2021, the Company continued to launch environmental preservation projects, with the following guidelines.

- The Company promotes and supports all employees to be aware of and understand the concept of saving resources through campaigns

and trainings. In addition, technological innovations have also been effectively applied in the production process or services, with the safety and impacts on environment being taken into account.

- The Company conducted the “Green Office Program” aimed at saving energy, utilizing energy with the best benefits and only when necessary. The Company has launched campaigns encouraging employees to save more energy, such as the waste sourcing procedure in the office under the concept of 3R (Reduce, Reuse, and Recycle). There are signs urging employees to turn off the lights when not in use at the light switchboards around the office. There are signs posted at the copy machine area, asking employees to use paper only when necessary while more documents are stored in the electronic form in order to reduce the use of paper and power in the office.



Pictures from the Green Office Program



### 3.3.2 Environmental operation performance

Following the campaigns aimed at creating employees' awareness on preservation of resources and effective use of energy, concrete changes were found as seen by continued decreases in the Company's energy expenses as shown on the table below.

#### 1. Energy management (power): the power use dropped by 26,413 units

Unit Used	Electricity Bill		Increase	%
	Y2020	Y2021		
Units	100,382	73,969	(26,413)	26.31%

Note: Data only at the head office

#### 2. Water resource: water usage fell by 488 units

Unit Used	Water Bill		Increase	%
	Y2020	Y2021		
Units	1,125	637	(488)	43.38%

Note: Data only at the head office

#### 3. Waste management

The Company provides different bins for sourcing trash and separating waste trash from trash for recycling process. Employees and all involved parties manage to throw the trash property in the correct sourcing bins; hence, the waste management can be orderly carried out. This practice helps to create employees' awareness on preservation of global resources.

#### 4. Greenhouse gas emission information

The Company focuses on the importance of management for reduction of greenhouse gas emission. In 2021, the Company's key business activities that caused the highest greenhouse gas emission involved power consumption from air conditioners in the office and fuel consumption by the Company's vehicles. The Company currently employs an initial action plan to reduce greenhouse gas emission as follows.

- Plan for optimizing the use of oil- fueled vehicles for filming equipment transportation.
- Prepare maintenance schedules for the Company's vehicles so as to save energy and reduce greenhouse gas emission.
- Continuously promote environmentally friendly work operation and consider installing electrical appliances, specifically designed to reduce greenhouse gas emission in the office.

## 3.4 SUSTAINABILITY MANAGEMENT IN THE SOCIAL DIMENSION

### 3.4.1 Social policies and operation guideline

The Company sees the significance of and focuses on human rights. The Company treats labor with fairness and be responsible for consumers and help to develop the community and society, as the following details.

#### 1. Respect human rights

The Company operates business, with respects of human rights of all stakeholders, including management, employees, clients or partners. The Company adhere to international human right principles, equality, individual freedom, and equality of dignity and rights of individuals. The Company is strongly against discrimination of nationalities, races, religions, languages, ages, genders, skin colors, physical status, political view or individual status. The following the operation guideline.

- The Company and the subsidiaries offer equal employment opportunities to general individuals, including disabled people.
- The Company respects employees' rights in expressing opinions and allows them to freely express their opinions without interference.
- The Company communicates to all employees and ensures that they understand the policy to respect human rights and reaffirms that all employees must not threaten others either verbally or by body language.

## 2. Fair treat to labor

Being well aware that manpower is a key factor for business operation because employees' potential is a part that drives the Company's growth and helps the Company achieve objectives, the Company has outlined the following recruitment policies and operation guideline in order to create systematic human resource development.

- The Company supports and respects the protection of human rights. For example, the Company is against any practices of labor forcing, especially child labor. The Company neither collects money nor keep employees' identification documents unless required by law.
- The Company makes payment of wages and remuneration in the Thai baht currency at the rates not less than what specified by laws. The Company does not deduct employees' remuneration in any cases, unless specified by law.
- The Company ensures that the number of working hours does not exceed the maximum hours specified by law and calculate overtime hours in accordance with relevant laws.
- The Company provides safe workplace for pregnant employees; the Company neither terminates their employment contracts nor reduce their benefits due to their pregnancy.
- The Company provides safe and hygienic workplace as well as necessary and appropriate healthcare facilities.



## Personnel policies and operation guideline

- The Company promotes organizational culture and pleasant working environment and also treats employees with respect among one another. The Company tries to tighten relationship and bond among employees under the umbrella because the Company is aware that employees are the Company's most valuable resources and they are key success factors for the Company.
- The Company supports employees' efficiency enhancement by arranging public trainings and in-house trainings for employees at all levels. In addition, the Company organizes field trips for employees to observe business operation of peers in the same industries in order to broaden visions as well as learn new technologies, which can be used for development of the organization.
- Employment, appointments, transfer, remuneration and benefits of employees are considered, based on fairness and facets as well as the Company's actual operation performance.
- Safety is also another key issue. It's the Company's responsibility in creating working environment that is safe for employees' lives and their property. The Company also provides necessary and appropriate welfare items, e.g., an annual test of alarm system, annual check-up, group life insurance and accident insurance policies, OPD allowance, and other financial aids that can help ease their expense burden.





Fire extinguish rehearsal activity organized by Matching Maximize Solution Plc.

### 3. Responsibility to consumers

The Company is committed to create clients' satisfaction, with the following operation guideline.

- The Company creates TV content presenting useful information, assistance and creation of good opportunities for people in the communities. The Company's TV programs also act as a stage presenting an opportunity for those who possess skills but lack potential support or sponsorship.
- The Company focuses on offering quality services to our clients, with state-of-the-art equipment, convenient and high safety standard service venues as well as highly-skilled personnel to meet clients' need. The Company treats clients with fairness, e.g., offering services exactly as stated in the terms and conditions in the service contracts.
- The Company has outlined the policies and operation guideline about personal data, according to the Personal Data Protection Act. The Company has communicated the information of this Act to employees to ensure that employees acknowledge legal impacts in case of disclosure of personal data without consent or permission by law.

### 4. Participation in community and society development

Emphasizing the responsibility to society, the Company supports, collaborates, and provides assistance in various community development programs. The assistance is in the forms of both cash sponsor and gifts or freebies offered to the youths in several occasions.

#### 3.4.2 Social operation performance

The Company follows the human right principles, starting from recruitment to taking care of employees and personnel to create harmony and unity in the organization. In 2021, key employee-related operation is as follows.

##### (1) Employment

Details	Number of Headcounts	
	Male	Female
Permanent Employees	332	86

##### Employee training

In 2021, the Company provided 15 trainings for employees, with the average hour of knowledge development activity of three hours per year per employee versus the target of six hours per employee per year.



### Safety and sanitary

The COVID-19 pandemic had continued in 2021. In order to reduce risks of illnesses, injuries or death, the Company arranged health insurance policies to cover COVID-19 for employees; this was a part for the Company to take care of employees as appropriate.

### Employees' bond

In 2021, employees voluntarily resigned, with the turnover rate of 5.84%.

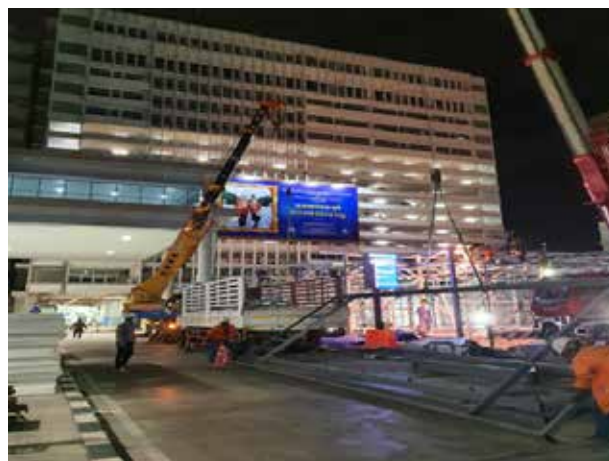
### (2) Clients

The Company continued to develop goods and services to serve clients and meet their satisfaction with responsibility, honesty and moral. In 2021, the Company's services were well satisfied by clients, without any complaints in major matters.

### (3) Community and society

The Company has a policy to operate business with responsibility to community and society with emphasis on reduction of environmental impacts. The Company tries to avoid any actions that may have a negative impact on people's living quality in the surrounding community. In 2021, the Company received no complaints from the community either about social or environmental matters.

Moreover, the Company also takes part in enhancement of living quality in the community through social activities under the project "MMS" collaboration with Chulalongkorn Hospital, Red Cross Society" The Company took pictures of the construction of four four field cohort wards in the area of Chulalongkorn Hospital and made VTR to present the story about the construction of these four four field cohort wards within ten days to serve red-coded and yellow-coded COVID-19 patients. The opening ceremony of the wards was held on August 12, 2021.



Pictures from "MMS' collaboration with Chulalongkorn Hospital, Thai Red Cross Society" Project

## 4. MANAGEMENT DISCUSSION AND ANALYSIS: MD&A

### SIGNIFICANT FINANCIAL INFORMATION

#### 1. Financial Statement

##### 1.1 Audit Reports

###### 2019

The audit report for financial statement fiscal year 2019, ending December 31, 2019, audited by Khun Sa-nga Chokenitisawat, License No.11251 from PricewaterhouseCoopers ABS Co., Ltd, showed unqualified opinion.

###### 2020

The audit report for financial statement fiscal year 2020, ending December 31, 2020, audited by Khun Sa-nga Chokenitisawat, License No.11251 from PricewaterhouseCoopers ABS Co., Ltd, showed unqualified opinion.

###### 2021

The audit report for financial statement fiscal year 2021, ending December 31, 2021, audited by Khun Sa-nga Chokenitisawat, License No.11251 from PricewaterhouseCoopers ABS Co., Ltd, showed unqualified opinion.





## 1.2 Consolidate Financial Statement Year 2019–2021

Statement of Financial position	Audited financial statement					
	Dec 31, 2019		Dec 31, 2020		Dec 31, 2021	
	Million Baht	%	Million Baht	%	Million Baht	%
<b>Assets</b>						
Cash and cash equivalents	67.01	3.82%	22.40	1.38%	68.09	4.22%
Account and other receivables, net	103.96	5.93%	67.58	4.17%	77.15	4.78%
Inventories	13.85	0.79%	13.30	0.82%	10.98	0.68%
VAT awaiting refund	1.75	0.10%	1.42	0.09%	-	0.00%
Withholding tax deducted at sources, net	22.80	1.30%	22.47	1.39%	20.19	1.25%
Other current assets	0.78	0.04%	0.30	0.02%	0.45	0.03%
Non-current assets held for sale	6.78	0.39%	-	0.00%	-	0.00%
<b>Total current assets</b>	<b>216.93</b>	<b>12.37%</b>	<b>127.47</b>	<b>7.87%</b>	<b>176.86</b>	<b>10.97%</b>
Property, plant and equipment, net	1,249.97	71.27%	1,213.68	74.89%	1,184.62	73.47%
Assets for rent, net	270.91	15.45%	227.12	14.01%	204.63	12.69%
Right of use assets, net	-	0.00%	14.66	0.90%	11.31	0.70%
Intangible assets, net	3.08	0.18%	2.30	0.14%	1.56	0.10%
Deferred tax assets, net	11.77	0.67%	33.99	2.10%	32.19	2.00%
Other non-current assets	1.11	0.06%	1.44	0.09%	1.32	0.08%
<b>Total non-current assets</b>	<b>1,536.84</b>	<b>87.63%</b>	<b>1,493.20</b>	<b>92.13%</b>	<b>1,435.63</b>	<b>89.03%</b>
<b>Total assets</b>	<b>1,753.77</b>	<b>100.00%</b>	<b>1,620.69</b>	<b>100.00%</b>	<b>1,612.49</b>	<b>100.00%</b>
<b>Liabilities</b>						
Short-term borrowing from bank	40.00	2.28%	35.00	2.16%	-	0.00%
Account and other payables	41.09	2.34%	21.04	1.30%	46.23	2.87%
Current portion of long-term borrowing from bank, net	14.56	0.83%	21.10	1.30%	36.05	2.24%
Current portion of liability under finance lease, net	3.26	0.19%	3.39	0.21%	3.59	0.22%
Other current liabilities	12.57	0.72%	8.71	0.54%	9.45	0.59%
Liabilities directly associated with non-current assets held for sale	1.57	0.09%	-	0.00%	-	0.00%
<b>Total current liabilities</b>	<b>113.05</b>	<b>6.45%</b>	<b>89.24</b>	<b>5.51%</b>	<b>95.32</b>	<b>5.91%</b>
Long-term borrowing from bank, net	98.05	5.59%	166.02	10.24%	169.79	10.53%
Liability under finance lease, net	1.18	0.07%	11.52	0.71%	7.92	0.49%
Employee benefit obligations	35.28	2.01%	15.34	0.95%	17.35	1.08%
<b>Other non-current liabilities</b>	<b>134.51</b>	<b>7.67%</b>	<b>192.88</b>	<b>11.90%</b>	<b>195.06</b>	<b>12.10%</b>
<b>Total liabilities</b>	<b>247.56</b>	<b>14.12%</b>	<b>282.12</b>	<b>17.41%</b>	<b>290.38</b>	<b>18.01%</b>

Statement of Financial position	Audited financial statement					
	Dec 31, 2019		Dec 31, 2020		Dec 31, 2021	
	Million Baht	%	Million Baht	%	Million Baht	%
<b>Shareholders' equity</b>						
Share capital	781.63	44.57%	781.63	48.23%	781.63	48.47%
Issued and paid-up share capital	781.63	44.57%	781.63	48.23%	781.63	48.47%
Share premium	906.21	51.67%	906.21	55.92%	906.21	56.20%
Appropriated - legal reserve	10.66	0.61%	10.66	0.66%	10.66	0.66%
Unappropriated	(191.99)	-10.95%	(359.93)	-22.21%	(376.40)	-23.34%
Equity attributable to owners of the parent	1,506.51	85.90%	1,338.57	82.59%	1,322.11	81.99%
Non-controlling interests	(0.30)	-0.02%	-	0.00%	-	0.00%
<b>Total equity</b>	<b>1,506.21</b>	<b>85.88%</b>	<b>1,338.57</b>	<b>82.59%</b>	<b>1,322.11</b>	<b>81.99%</b>
<b>Total liabilities and equity</b>	<b>1,753.77</b>	<b>100.00%</b>	<b>1,620.69</b>	<b>100.00%</b>	<b>1,612.49</b>	<b>100.00%</b>

Statements of Comprehensive Income	Audited financial statement					
	Dec 31, 2019		Dec 31, 2020		Dec 31, 2021	
	%	Million Baht	%	Million Baht	%	ร้อยละ
Services income	474.07	98.92%	247.30	99.02%	347.71	99.11%
Sales	5.17	1.08%	2.44	0.98%	3.14	0.89%
Total revenue	479.24	100.00%	249.74	100.00%	350.84	100.00%
Cost of services	(335.87)	-70.08%	(263.69)	-105.59%	(253.68)	-72.31%
Cost of sales	(2.19)	-0.46%	(1.11)	-0.44%	(1.16)	-0.33%
Total cost of sales and services	(338.06)	-70.54%	(264.80)	-106.03%	(254.84)	-72.64%
Gross profit	141.18	29.46%	(15.06)	-6.03%	96.00	27.36%
Other income	0.82	0.17%	4.85	1.94%	3.82	1.09%
Profit before expenses	142.00	29.63%	(10.21)	-4.09%	99.83	28.45%
Selling expenses	(17.84)	-3.72%	(11.28)	-4.52%	(7.79)	-2.22%
Administrative expenses	(151.52)	-31.62%	(160.50)	-64.27%	(95.45)	-27.21%
Other expenses	(2.53)	-0.53%	-	0.00%	-	0.00%
Finance cost	(6.97)	-1.45%	(10.57)	-4.23%	(11.25)	-3.21%
Share of loss on investment in joint venture	(0.82)	-0.17%	-	0.00%	-	0.00%
Total expenses	(179.68)	-37.49%	(182.35)	-73.02%	(114.49)	-32.63%
Profit (loss) before income tax	(37.68)	-7.86%	(192.56)	-77.10%	(14.66)	-4.18%
Tax income (expense)	7.98	1.67%	22.69	9.09%	(1.81)	-0.52%
Net profit (loss) from continuing operations	(29.70)	-6.20%	(169.87)	-68.02%	(16.47)	-4.69%
Profit (Loss) from discontinued operations	(9.02)	-1.88%	-	0.00%	-	0.00%

Statements of Comprehensive Income	Audited financial statement					
	Dec 31, 2019		Dec 31, 2020		Dec 31, 2021	
	%	Million Baht	%	Million Baht	%	ร้อยละ
Net profit (loss) for the year	(38.72)	-8.08%	(169.87)	-68.02%	(16.47)	-4.69%
Loss after revaluation of employee benefit obligations after retirement	(1.79)	-0.37%	3.57	1.43%	-	0.00%
Income tax associated with other comprehensive income	0.22	0.05%	(0.70)	-0.28%	-	0.00%
Total comprehensive income (expenses) for the year-net off tax	(40.29)	-8.41%	(167.00)	-66.87%	(16.47)	-4.69%
<b>Net Profit (loss) attributable to</b>	0.35	0.07%	-	0.00%	-	0.00%
Owners of the parent	(38.39)	-8.01%	(169.85)	-68.01%	(16.47)	-4.69%
Non-controlling interest	(0.33)	-0.07%	-	0.00%	-	0.00%
	(38.72)	-8.08%	(169.85)	-68.01%	(16.47)	-4.69%
<b>Total comprehensive income (expense) attributable to</b>						
Owners of the parent						
- From continuing operations	(30.85)	-6.44%	(166.98)	-66.86%	(16.47)	-4.69%
- From discontinued operations	(9.11)	-1.90%	-	0.00%	-	0.00%
Non-controlling interest	(0.33)	-0.07%	-	0.00%	-	0.00%
	(40.29)	-8.41%	(166.98)	-66.86%	(16.47)	-4.69%
Earnings (loss) per share						
Basic earnings (loss) per share (Baht)	(0.05)		(0.22)		(0.02)	

Statement of cash flows	Audited Statement		
	2019	2020	2021
Net cash generated from operating activities	95.35	(91.42)	94.37
Net cash generated from (used in) investing activities	(94.95)	(10.35)	(29.01)
Net cash generated from (used in) financing activities	47.48	57.16	(19.68)
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>47.88</b>	<b>(44.61)</b>	<b>45.69</b>
Opening balance of cash and cash equivalents	21.20	67.01	22.40
Cash and cash equivalents from discontinued operations	(2.07)		
<b>Closing balance of cash and cash equivalents</b>	<b>67.01</b>	<b>22.40</b>	<b>68.09</b>

Key financial ratios	Unit	Dec 31, 2019	Dec 31, 2020	Dec 31, 2021
<b>LIQUIDITY RATIOS :-</b>				
Liquidity ratio	Time	1.92	1.43	1.86
Quick ratio	Time	1.51	1.01	1.52
Cash ratio	Time	0.98	(0.90)	1.02
Account receivables turnover	Time	3.19	2.05	3.79
Average receivables day	Day	114.35	178.14	96.29
Inventory turnover	Time	25.57	19.51	20.99
Average day sale	Day	14.27	18.71	17.39
Account payable turnover	Time	8.32	8.52	7.58
Payment period	Day	43.86	42.82	48.17
Cash cycle	Day	84.76	154.03	65.51
<b>PROFITABILITY RATIOS :-</b>				
Gross Profit Margin	%	29.46	(6.03)	27.36
Operating Profit Margin	%	(6.58)	(74.81)	(2.06)
Other revenue to total revenue	%	0.17	1.94	1.09
Cash to profitability	%	(302.40)	48.94	(1,304.10)
Net Profit Margin	%	(8.06)	(66.71)	(4.64)
Return on Equity	%	(2.54)	(11.94)	(1.24)
<b>EFFICIENCY RATIOS :-</b>				
Return on Assets	%	(2.22)	(10.07)	(1.02)
Return on Fixed Assets <sup>/1</sup>	%	0.09	(10.23)	6.06
Assets Turnover	Time	0.27	0.15	0.22
<b>FINANCIAL POLICY RATIOS :-</b>				
Debt/Equity Ratio	Time	0.16	0.21	0.22
Interest Coverage Ratio <sup>/2</sup>	Time	16.68	(6.97)	10.41
Cash Basis/ <sup>3</sup>	Time	0.77	(2.00)	2.44

Note

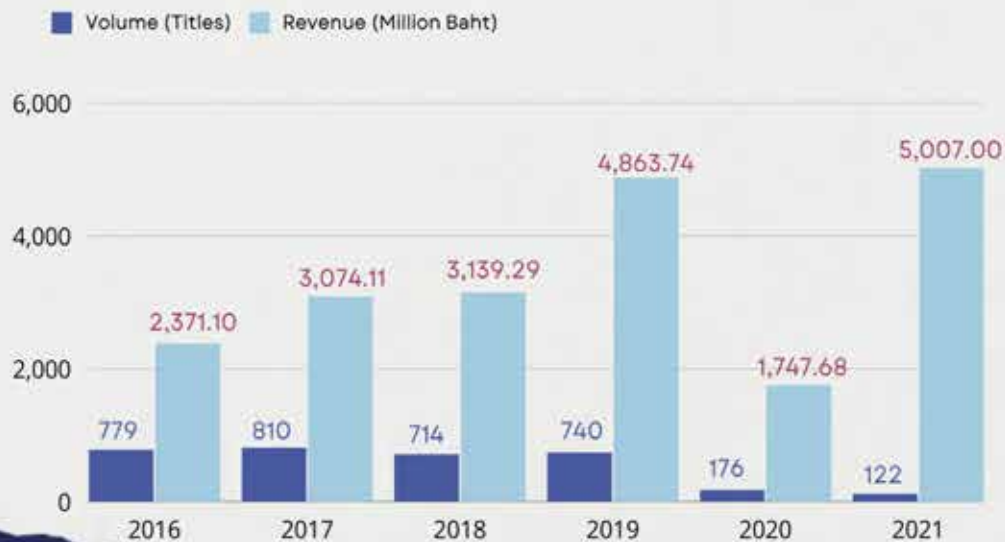
<sup>/1</sup> Return on Fixed Assets does not include assets for lease.

<sup>/2</sup> Interest Coverage Ratio = Operating cash flow + interest expenses from operating activities+ tax /interest expenses from operating and investing activities

<sup>/3</sup> Cash Basis = Operating cash flow/ (debt repayment + capital expenditure+ asset purchase+ dividend payout)

# The Volume of Foreign Filming in Thailand in 2021

## Volume during 2016–2021



## Volume during 2020–2021 (January–December)

	Volume (Titles)	Revenue (Million Baht)
2020	176	1,747.68
2021	122	5,007.00
	▼ 30.68%	▲ 186.49%

**Source:** Thailand Film Office, Department of Tourism as of 30 December 2021



## 2. Discussion and analysis of financial position and operational performance in the past year

### Overall performance of 2021

The Company marked the loss for the owners of the parent company in 2021 at the amount of 16.47 million baht, representing a decrease in loss by 153.38 million baht or a loss decline of 90.30% on a year-on-year basis, compared to the loss of 169.85 million baht reported in 2020.

In 2021, the revenue from the sale of the ad timeslots dropped due to the impact of COVID-19 pandemic, which prompted firms to delay their ad spending plans while awaiting a clearer development of the situation.

Regarding the equipment rental service business in 2021, the volume of foreign production crews coming to Thailand increased; therefore, the value of foreign production in Thailand increased accordingly. In addition, the Company also launched promotional campaigns to boost sales.

As for the studio rental business, the Company succeeded in marketing production crews engaged in “streaming” business, which generated revenue at around 73.46 million baht, hitting the target.





### **Economic condition and industry overview**

The National Economic and Social Development Council reported that the Thai GDP in 2021 expanded by 1.6%, improving from a decline of 6.2% in 2020. The economy was mainly impacted by the new surge of COVID-19 pandemic Omicron variant, which impeded domestic economic growth. For the expenditure, as the private consumption and the household consumption continued to deteriorate, the ad spending on TV was accordingly limited.

According to Global Entertainment & Media (E&M) Outlook 2021-2025 from Thailand-based PwC Company, the Thai media and entertainment industry will continue to be impacted by the COVID-19 pandemic. However, several segments should benefit from consumers' changing behaviors toward the digital platforms. In addition, there are signs of some recoveries in certain segments that may help offset slower growth in the previous year. Therefore, the growth in digital media is expected to achieve 4-5% CAGR during the next five years. On the contrary, the growth in conventional TV and home video business as well as in the print media business is expected to show negative growth this year at -3% and -2%, respectively.

According to Thailand Film Office, Tourism Department, there were 122 foreign movies filmed in Thailand in 2021, down by 54 titles or a decline of 30.68% from 176 movies reported in 2020. However, in 2021, the value of foreign filming in the country increased to 5,007 million baht, up by 3,259.32 million baht or an increase of 186.49% from 1,747.68 million baht reported for 2020. The key contributor in 2021 was feature films with the amount of 2,265.78 million baht, up by 1,528.37 million baht or an increase of 207.26% from 737.40 million baht recorded for 2020. The production of TV series marked at 2,053.51 million baht, increasing by 1,716.83 million baht or a jump of 509.95% from 336.67 million baht seen in 2020. Meanwhile, the value of commercials productions increased by 2.3 million baht or an increase of 0.83% on a year-on-year basis to 282.73 million baht from 280.39 million baht in 2020. The revenue from the production of game shows/reality shows in 2021 marked at 356.00 million baht, up by 215.00 million baht or increasing by 152.48% from 141.00 million baht in 2020.

## Results of Operations

The Company's revenue increased significantly. The core businesses in 2021, i.e., the equipment rental service business, the studio rental business and the content business generated total revenue of 350.84 million baht, increasing by 101.10 million baht, up by 40.48% on a year-on-year basis. The loss from the owners of the parent was marked at 16.47 million baht, representing a decrease in loss by 153.38 million baht or the loss dropping by 90.30% compared to the year 2020.

### Revenue breakdown by business (excluding other revenue)

Details	2019		2020		2021	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenue from equipment rental services	380.72	79.44	192.00	76.88	248.92	70.95
Revenue from studio rental services	46.17	9.63	15.69	6.28	73.46	20.94
Revenue from TV content production	47.18	9.85	39.61	15.86	25.33	7.22
Sale revenue	5.17	1.08	2.44	0.98	3.13	0.89
<b>Gross Profit (Loss)</b>	<b>479.24</b>	<b>100.00</b>	<b>249.74</b>	<b>100.00</b>	<b>350.84</b>	<b>100.00</b>

### Equipment rental service business

In 2021, revenue from the equipment rental service business increased thanks to the revenue earned from foreign clients, who came to film feature films, TV series, commercials, TV content, TV dramas and others in Thailand. This business generated revenue amounting to 248.92 million baht, accounting for 70.95% of the total revenue, increasing by 56.92 million baht or an increase of 29.65% compared to the figure booked for 2020.

### Studio rental service business

The studio rental service business is operated by "The Studio Park", which supports a larger base of foreign clients who are production crews coming to film in Thailand. The Studio Park also serves local production crews, including those producing commercials and TV content. In 2021, this business brought the company 73.46 million baht in revenue, accounting for 20.94% of the total revenue. In 2021, the revenue from this business increased by 57.77 million baht or a jump of 368.20% on a year-on-year basis.

### TV content production business

In 2021, the TV content production business generated the revenue of 25.33 million baht, making up 7.22% of the total revenue. The revenue from this business dropped by 14.28 million baht or a fall of 36.05%, compared to the figure reported for 2020. The decline was due to the fact that clients decided to delay their ad spending amid the new surge of COVID-19 pandemic and economic slowdown. Nevertheless, the Company attempted to handle the situation by adjusting the content style and reducing costs.

## Costs of sales and services

In 2021, the Company reported costs of sales and services at 254.84 million baht, decreasing by 9.96 million baht or a drop of 3.76 % on a year-on-year basis. Hence, the Company marked the gross profit in 2021 at 96.00 million baht, equivalent to a profit margin of 27.36% thanks to cost control to match the situation.

## Gross Profit Margin

Cost structure and gross profit	2019		2020		2021	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenue from sales and services	479.24	100.00	249.74	100.00	350.84	100.00
Cost of sales and services	338.06	70.54	264.80	106.03	254.84	72.64
<b>Gross profit (loss)</b>	<b>141.18</b>	<b>29.46</b>	<b>(15.06)</b>	<b>(6.03)</b>	<b>96.00</b>	<b>27.36</b>

## Selling general and administration (SG&A) expenses and other expenses

In 2021, the Company booked SG&A expenses at 103.24 million baht, down by 68.54 million or a drop of 39.90 % from the figure reported for 2020. The Company restructured the organization in 2020 and fine tune the policy about cost management in all segments in order to match the situation. Therefore, the SG&A expenses declined in 2021.

SG&A and other expenses	2019		2020		2021	
	Million Baht	%	Million Baht	%	Million Baht	%
Selling expenses	17.84	10.38	11.28	6.57	7.79	7.55
Administration expenses	151.52	88.15	160.50	93.43	95.45	92.45
Other expenses	2.53	1.47	-	-	-	-
<b>Total</b>	<b>171.89</b>	<b>100.00</b>	<b>171.78</b>	<b>100.00</b>	<b>103.24</b>	<b>100.00</b>
Ratio of SG&A expenses to revenue		35.87		68.78		29.43

The Company booked finance costs amounting to 11.25 million baht, increasing by 0.68 million baht or an increase of 6.43 % when compared to the figure reported in 2020. In 2021, the Company took out a new loan amounting to 24.00 million baht and repaid debts of 5.28 million baht.

## Net profit

In 2021, the parent Company booked a net loss of 16.47 million baht, i.e., a loss decline by 153.38 million baht or a drop of 90.30% from the loss marked in 2020. The smaller loss was made possible by lower costs and expenses as a result of better cost control.

## Analysis of financial position in 2021 and 2020

### Assets

As of December 31, 2021, the total assets decreased by 8.20 million baht to 1,612.49 million baht, equivalent to a decrease of 0.51 % from the total assets of 1,620.69 million baht reported in 2020. The total assets consisted of the following:

- Cash and cash equivalent amounted to 68.09 million baht.
- Net account receivables and other receivables amounted to 77.15 million baht. Most receivables were undue receivables and receivables overdue not longer than three months, which was a normal credit term for general clients.
- The inventories amounted to 10.98 million baht, most of which were filming equipment and TV content during production.
- Net land, plant and equipment amounted to 1,184.62 million baht, down by 29.05 million baht or a decline of 2.39% in 2021. The decline was due to the depreciation amounting to 38.03 million baht. Moreover the additional assets were purchased during the year at 8.98 million baht.
- Net assets for lease marked at 204.63 million baht, down by 22.49 million baht or a drop of 9.90% because of the depreciation amounting to 46.99 million baht and the purchase of additional assets during the year at the amount of 25.10 million baht. Meanwhile, the assets amounting to 0.60 million baht were amortized.

### Liabilities

As of December 31, 2021, the Company saw the total liabilities of 290.38 million baht, consisting of the current liabilities at 95.32 million baht and the non-current liabilities amounting to 195.06 million baht. The total liabilities in 2021 increased by 8.26 million baht or an increase of 2.93% on a year-on-year basis due to the following reasons:

- The long-term loan from financial institutions in 2021 amounted to 205.84 million baht, increasing by 18.72 million baht or an increase of 10%, compared to the loans amounting to 187.12 million baht recorded in 2020. The increase was because during the year the Company took out additional loans at 24 million baht and settled the loan repayment of 5.28 million baht.
- Lease liabilities in 2021 declined by 3.40 million baht to 11.51 million baht, or a drop of 22.80% on a year-on-year basis from 14.91 million baht in 2020. During the period, the Company repaid lease liabilities amounting to 4.10 million baht and amortize deferred interest of 0.70 million baht.
- The employee benefit obligation increased by 2.01 million baht to 17.35 million baht, or an increase of 13.10% on a year-on-year basis from 15.34 million baht recorded in 2020.

### Interest Bearing Debts

Details	2019		2020		2021	
	Million Baht	%	Million Baht	%	Million Baht	%
Loans from financial institutions	152.61	97.17	222.12	93.71	205.84	94.70
Debts under financial leases	4.44	2.83	14.91	6.29	11.51	5.30
<b>Interest bearing debts</b>	<b>157.05</b>	<b>100.00</b>	<b>237.03</b>	<b>100.00</b>	<b>217.35</b>	<b>100.00</b>



## Shareholders' equities

As of December 31, 2021, the shareholders' equities decreased by 16.46 million baht or a decrease of 1.23 % to 1,322.11 million baht compared to the figure booked in 2020. The Company's book value per share stood at 1.69 baht, as of December 31, 2021.

## Asset management ability

As of December 31, 2021, the net account receivables and other receivables amounted to 77.15 million baht, up by 9.57 million baht or an increase of 14.16% compared to 67.58 million baht recorded in 2020. This was because the allowance for expected losses in 2021 marked at 28.23 million baht, down by 12.14 million baht or a drop of 30.07 % on a year-on-year basis due to the reversal of allowance for expected losses and the amortization of receivables. In 2021, the account receivable ratio stood at 3.79 times and the average receivable days marked at 96.29 days versus 2.05 times and 178.14 days, respectively, in 2020.

	Consolidated financial statement	
	2021	2020
	Million Baht	Million Baht
Account receivables		
- Other businesses	101.39	101.15
- Related businesses	0.25	1.22
Accrue income	2.94	0.06
Deduct advance income	(3.52)	(0.15)
Allowance for expected losses	(28.23)	(40.37)
<b>Account receivables and accrue income – net</b>	<b>72.83</b>	<b>61.91</b>
Advance expenses	3.38	3.28
Other receivables	0.94	2.39
	<b>77.15</b>	<b>67.58</b>

The inventories as of December 31, 2021 marked at 10.98 million baht, consisting of filming equipment worth 10.03 million baht and TV content under production amounting to 0.95 million baht. The inventory figure was down by 2.32 million baht, or a drop of 17.44% from 13.30 million baht reported for the inventories in 2020, which consisted of filming equipment worth 11.19 million baht and TV content under production amounting to 2.11 million baht.

## Liquidity and capital adequacy

In regard to the Company's liquidity as of December 31, 2021, the Company's net cash flow received from operating activities amounted to 94.37 million baht, and the net cash flow used for investing activities amounted to 29.01 million baht – mostly for purchase of assets for leases. Meanwhile, the net cash flow used for funding activities amounted to 19.68 million baht. The overall net cash flow increased by 45.68 million baht. Therefore, the Company's remaining cash flow at the end of the period amounted to 68.08 million baht. Details of cash flow are as follows.

Details	2021
Net cash flow received from operating activities	94.37
Net cash flow used for investing activities	(29.01)
Net cash flow used for funding activities	(19.68)
<b>Net decrease in cash and cash equivalents</b>	<b>45.68</b>
Opening balance of cash and cash equivalents	22.40
<b>Cash and cash equivalent at the end of the period</b>	<b>68.08</b>

In 2021 and 2020, the Company saw liquidity ratios at 1.86 times and 1.43 times, respectively, and the operating cash flow to current liabilities in 2021 was at 1.02 times, up from (0.90) times in 2020.

## Capital Structure

Details	Unit	2019	2020	2021
Total Liabilities	Million Baht	247.56	282.12	290.38
Interest bearing debts	Million Baht	157.05	237.03	217.35
Shareholder's equity	Million Baht	1,506.21	1,338.57	1,322.11
Interest bearing debt to equity ratio	Time	0.10	0.18	0.16
Debt to equity (D/E) ratio	Time	0.16	0.21	0.22

As of December 31, 2021, the Company's issued and paid-up capital amounted to 781.63 million baht and the premium on shares was valued at 906.21 million baht. The liabilities totaled 290.38 million baht, with interest bearing debts amounting to 217.35 million baht, down by 19.68 million baht from 2020. Hence, the Company's debt to equity ratio was at 0.22 times, and the interest bearing debt to equity ratio was at 0.16 times.

## Off-balance Sheet Obligations

As of December 31, 2021, the Company had off-balance sheet obligations mostly from core business operation, such as obligations from letters of guarantee, obligations from capital expenditure, and guarantee obligations. All aforementioned obligations were already disclosed in Item 34 of the financial statement for the fiscal year 2021.

## Factors or events impacting the Company's future financial statement and earnings performance

Amid increasing risks at the 2021 yearend, including the spreading of COVID-19 Omicron variant and the possibility that the Fed may implement QE tapering sooner than expected, as well as the Russia-Ukraine conflict. All these factors are expected to have significant impact on both Thai and global economies. The global GDP in 2022 may expand by just 3.6% from 4.9% under the worst case scenario. Meanwhile, the Thai GDP is expected to expand in the range of 3.5% – 4.5%. The Thai economic outlook post-COVID-19 crisis is highly uncertain in 2022. Operators should always monitor the latest information and business trends, as well as study the spending trends of customers which may change in accordance with the circumstances in order to adjust their business operation as appropriate. Nonetheless, the Company has been prepared for opportunities after the COVID-19 crisis is over by preparing basic infrastructure, filming techniques, modern equipment, COVID-19 pandemic prevention measures to reduce risks. In addition, the Company's strength concerning highly experienced personnel and support from the government are the important factors to attract foreign production crews to use the Company's services.

## 5. GENERAL INFORMATION AND OTHER SIGNIFICANT INFORMATION

### 5.1 GENERAL INFORMATION

#### 5.1.1 General Information of the Company

Company Name	: Matching Maximize Solution Public Company Limited
Business Overview	: TV content production, Films/Series production services , Event management and the subsidiaries operating equipment rental services business and studio rental services business
Head Office	: No. 305/12, Soi Sukhothai 6, Sukhothai Road, Dusit Sub-district, Dusit District, Bangkok 10300
Telephone	: 0-2669-4200-9
Fax	: 0-2243-4124 , 0-2243-1494
Homepage	: <a href="http://www.matchinggroup.com">www.matchinggroup.com</a>
Registered capital	: 781,629,851 baht
Paid-up capital	: 781,628,733 baht, consisting of 781,628,733 ordinary shares at 1 baht per share

#### 5.1.2 Information of legal entities in which the Company held 10 percent of shares or more

Company Name	: Gear Head Company Limited
Business Overview	: Equipment rental services business
Head Office	: No.999 Moo 2, Bangbor Sub-district, Bangbor District, Samutprakan 10560
Telephone	: 0-2039-3999
Fax	: 0-2091-8258-9
Branch 1	: No. 779/34 Prachauthit Road, Samsen Nok Sub-district, Huaykwang District, Bangkok 10560
Telephone	: 0-2691-6395-8
Homepage	: <a href="http://www.gearheadthailand.com">www.gearheadthailand.com</a>
Registered capital	: 175,500,000 baht
Paid-up capital	: 175,500,000 baht, consisting of 1,755,000 ordinary shares at 100 baht
The Company's Shareholding Percentage	: 100 percent

**Company Name** : **The Studio Park (Thailand) Company Limited**  
**Business Overview** : Studio rental services business  
**Head Office** : No. 305/12 Soi Sukhothai 6, Sukhothai Road, Dusit Sub-district, Dusit District, Bangkok 10300  
**Telephone** : 0-2669-4200-9  
**Fax** : 0-2243-4124 , 0-2243-1494  
**Branch 1** : No. 999 Moo 2, Bangbor Sub-district, Bangbor District, Samutprakan 10560  
**Telephone** : 0-2034-5999-9  
**Homepage** : [www.thestudioparkthailand.com](http://www.thestudioparkthailand.com)  
**Registered capital** : 780,000,000 baht  
**Paid-up capital** : 780,000,000 baht, consisting of 7,800,000 ordinary shares at 100 baht  
**The Company's** : 100 percent  
**Shareholding Percentage**

**Company Name** : **TSP Production Service Company Limited <sup>/1</sup>**  
**Business Overview** : Foreign film production coordinator in Thailand/ a joint venture to produce films or a coordinator about film production with individuals/ or juristic persons/ international organizations involved in film production and related activities  
**Head Office** : No. 999 Moo 2, Bangbor Sub-district, Bangbor District, Samutprakan 10560  
**Telephone** : 0-2034-5999  
**Fax** : 0-2674-8090  
**Registered capital** : 10,000,000 baht  
**Paid-up capital** : 10,000,000 baht, consisting of 100,000 ordinary shares at 100 baht  
**The Company's** : 100 percent  
**Shareholding Percentage**

Note

<sup>/1</sup> has completed the liquidation process on November 19, 2021

**Company Name** : **Transformation Films Company Limited**  
**Business Overview** : Feature Films Production  
**Head Office** : No.55 Sukhon Sawat Rd. Lat Phrao, Lat Phrao, Bangkok 10230  
**Telephone** : 0-2932-5600  
**Homepage** : <https://transformation-films.com>  
**Registered capital** : 245,000,000 baht  
**Paid-up capital** : 245,000,000 baht, consisting of 2,450,000 ordinary shares at 100 baht  
**The Company's** : 10.20 percent  
**Shareholding Percentage**

### 5.1.3 Information of Registrar

Registrar	: Thailand Securities Depository Company Limited
Office	: 93 Rachadapisek Road, Dindaeng Sub-district, Bangkok, 10400
Telephone	: 0-2009-9000
Fax	: 0-2009-9991
Homepage	: <a href="http://www.set.or.th/tsd">www.set.or.th/tsd</a>

### 5.1.4 Information of Authorized Auditor

Company Name	: Pricewaterhousecoopers ABAS Co., Ltd
Office	: 15 <sup>th</sup> Floor, Bangkok City Building, No. 179/74-80 South Sathorn Rd, Thungmahamek, Sathorn, Bangkok 10120
Telephone	: 0-2286-9999
Fax	: 0-2286-5050
Homepage	: <a href="http://www.pwc.com">www.pwc.com</a>

### 5.1.5 Information of Internal Auditor

Company Name	: JR Business Advisory Company Limited
Office	: No. 288/123, Soi Phutabucha, Kangkae Sub-district, Phutabucha Road, Tungkru, Bangkok, 10140
Telephone	: 0-2815-7862
Fax	: 0-2815-7862

### 5.1.6 Information of Legal Advisor

Company Name	: Siam Premier International Company Limited
Office	: 26 <sup>th</sup> Floor, Central World, No. 999/9 Rama I Rd, Pathumwan, Bangkok 10330
Telephone	: 02-646-1888
Fax	: 02-646-1919
Company Name	: <a href="http://www.siampremier.co.th">www.siampremier.co.th</a>

## 5.2 OTHER SIGNIFICANT INFORMATION

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## 5.3 LEGAL DISPUTES

The Company and the group do not have any legal disputes, which will have negative impact on the Company and the group's assets at a larger extent than 5% of the shareholders' equity in the consolidate financial statement as of the end of fiscal year 2021.





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## **CORPORATE GOVERNANCE**

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## 6. CORPORATE GOVERNANCE POLICY

Matching Maximize Solution Public Company Limited (The Company) strongly emphasizes the significance of the management with good corporate governance as this is a key factor to add value and maximize returns to the shareholders as well as all stakeholders in the long term. In addition, the Company is also committed to enhancement of corporate governance. The Board of Directors follows the Code of Best Practices and ensures that the Company's business operation is strictly under the supervisory principles of the Securities and Exchange Commission of Thailand (SEC) and the Stock Exchange of Thailand (SET).

Corporate governance is a part of the Company's business operation policies, with a commitment to running business with social responsibility and fairness as well as respects of the right and responsibility for all shareholders, investors, and all stakeholders. The Company reviews and amends corporate governance policies regularly to match the ongoing changes in regulations and circumstances.

### 6.1 OVERVIEW OF CORPORATE GOVERNANCE POLICIES AND OPERATION GUIDELINE

#### 6.1.1 Policies and operation guideline for directors

Directors realize and believe that corporate governance will be a key factor benefiting the Company's business operation as it can enhance the Company's competitiveness, as well as increase value and returns to shareholders and all stakeholders in the long term. In addition, it can also create confidence among shareholders, investors and stakeholders as well as related parties. To succeed in corporate governance operation, all parties in the organization shall collaborate and follow the corporate governance principles. Hence, the Company's Board of Directors has amended the existing corporate governance principles to provide operation guideline for all management, employees and personnel of the Company as well as the subsidiaries. The Company's corporate government policies cover the following issues.



1. Directors, management and employees will follow the corporate governance principles with understanding.
2. Directors, management, and employees will be committed to equal treatment to all stakeholders and performing duties for maximum benefits to the Company with their full competency, faithfulness, transparency, and ability to securitize.
3. Ensure appropriate internal control system and risk management.
4. Ensure adequate, reliable and prompt disclosure of important information, without any impacts on the Company's rightful benefits.
5. Realize and stick firmly to fairness and equality; treat shareholders and stakeholders with equality.
6. Directors are encouraged to attend trainings related to compliance, both internally and externally, such as the trainings organized by Thai Institute of Directors (IOD).

#### **Nomination and remuneration of directors and management**

In 2013, the Company established the Nomination and Remuneration Committee to outline the principles and policies to nominate and determine remuneration for the directors in the Board of Directors and sub-committees. The Company is also responsible for selecting and nominating qualified individuals to become the Company's directors. In 2021, the Nomination and Remuneration Committee determined the remuneration packages for directors and sub-committee members as appropriate to the scopes of their duties and responsibilities, taking into account the comparison with peers in the industry who have the similar business size, the business expansion and the Company's growth. After determining the remuneration packages, the Company established the Nomination and Remuneration Committee proposed them to the Board of Directors' approval. The remuneration of the Board of Directors and the directors in the sub-committees must be approved by the shareholders' meeting (details about the remuneration for the directors and management are disclosed in the management section).

#### **Independence of the directors from the management**

The Company has a policy to clearly separate the responsibilities of the chairman of the Board of Directors and the Chief Executive Office. Therefore, the two positions are not held by the same person. The duties between the directors and the management, which are based on the Company's management structure, are clearly separated. Directors are free to express their opinions about the Company's operation, but they do not involve in daily operation. Meanwhile, the Chief Executive Officer is responsible for the Company's management, based on the scope of duties as assigned by the directors. The Chief Executive Office has a duty to report to the Executive Committee and the Board of Directors in order to balance power between each other.

#### **Development of directors**

The Company has a policy to promote and support all directors, encouraging them to attend a number of relevant trainings to enhance their performance, such as the trainings organized by Thai Institute of Directors (IOD), the SET, other organizations and etc.

### **6.1.2 Policies and operation guideline relating to shareholders and stakeholders**

The Company recognizes the basic rights of the shareholders and stakeholders, as the shareholders are both investors and the Company's owners. The Company has a policy to encourage the shareholders to exercise their rights, as the following details:

1. The right to receive accurate, complete, sufficient and prompt information;
2. The right to attend the shareholders' meetings, express opinions, and raise questions in the meetings in accordance with the meeting agenda;
3. The right to nominate or dismiss directors;
4. The right to approve the auditor and propose audit fee;
5. The right to propose a meeting agenda that requires additional review in the shareholders' meetings;
6. Other rights as stated by related laws and the Company's regulations

In addition to the basic rights of the shareholders, the Company also facilitates and promotes the rights of the shareholders, ensuring that they receive information relating to shareholders' meeting, as the following details.

1. The Company has a policy to ensure that the shareholders' meetings are organized in accordance with relevant laws and regulations of the SEC and the SET.
2. The Company arranges the shareholder meeting documents including accurate, complete and adequate information, which are sufficient for the right exercising of the shareholders. The meeting agendas are published on the Company's website within the day when the meeting agendas are approved by the Company's Board of Directors. All information to support the meeting agendas are publicized to inform the shareholders 21 days prior to the scheduled meeting date.
3. The Company sends shareholders invitation letters, which include the meeting agendas, the details of each agenda which clearly states whether it is for acknowledgement, approval or consideration. The letters are sent to the shareholders no less than 14 days prior to the meeting; moreover, the invitation letters and details about the meeting are also published in the newspapers for three consecutive days to inform the shareholders about the meeting.
4. The Company arranges a proxy document attached to an invitation letter for any shareholders who may be unable to attend the meeting. Such shareholders may ask any person or an independent director to act as their proxy.
5. The Company encourages all shareholders to express their opinions and raise questions in the shareholders' meeting, with key issues being noted in the shareholder meeting minute.
6. The Company applies technology to the shareholder meetings to ensure that the shareholder meetings are conducted with high speed and accuracy.
7. Prior to a meeting, the Company informs the shareholders of the numbers of shareholders who will be present at the meeting and those

who will attend the meeting by proxy, as well as the details about meeting method, voting and vote counts.

8. The Company encourage the use of ballots in the shareholder meetings and encourage the shareholders to vote separately in each agenda. In the case that one agenda consists of several issues, voting will be separated for each issue.
9. The Company arranges independent individuals to count and examine votes or witness the vote counts in each meeting. The Company also discloses the votes of agreement, not agreement, and no vote in each agenda to the shareholders throughout the meeting. Details of these are included in the meeting minutes.
10. After the meeting, the Company publishes the meeting resolution of each agenda as well as the number of votes in each agenda on the Set Portal system of the SET and on the Company's website within 14 days following the meeting date.
11. The Company ensures effective storage system for the meeting minutes, which can be examined and used as reference.

#### **Equal treatment to stakeholders**

The Company emphasizes equal and fair treatment to all shareholders, either major or minority shareholders, retail shareholders or institutional investors, local or foreign investors. All shareholders are treated fairly and equally as following guideline:

1. All shareholders have the rights and equality of receiving information, expressing opinions and asking questions in the meetings, in accordance with the meeting agendas and the issues proposed in the meetings.
2. Shareholders receive the meeting details and agendas from the Company's website prior to the meeting date. To promote the rights of the shareholders, the Company posts an announcement inviting retail shareholders to nominate a qualified person to be a director and suggest additional meeting agendas for the Annual General Meetings of shareholders as well as clear operation practice.
3. The Company has the policy and operation

guideline about the use of inside information in order to prevent directors, management and employees from wrongly using inside information or prevent inside trading. In addition, the trading of the Company's securities is suspended for one month before the financial statement and inside information are released to the public.

4. Directors and management are required to report the details about their stakeholding so that the Board of Directors can consider any transactions that may lead to conflicts of interest and that may impact overall decision making, for the Company's benefits. Directors and management involving in personal interest related to any transactions done within the Company shall not take part in decision making in such transactions.
5. Directors and management are required to report the details about their holding and trading of securities to the Company's secretary office, which will submit such report to the SEC, depending on the case, within the duration specified by related laws and regulations.

#### **Control of insider information**

The Company emphasizes corporate governance, transparency and effectiveness as well as fair treatment to securities holders and stakeholders. Thus, The Company outlines a policy to prevent the use of internal information to ensure fairness for all parties and to comply with the Company's code of conduct. The Company has set certain rules to prevent insider trading among related parties, i.e., directors, management, and employees of the Company including related corporates. These also include their spouses and minor children. The guideline for prevention of the use of key internal information for personal benefits as well as for the Company's securities trading is as follows:

1. The Company sets the rules to prevent the use of internal information and include them in the Company's code of conduct and operation guideline, stating that directors, management, and employees are not allowed to disclose the

Company's important information nor use the information to seek their personal benefits.

2. The Company limits the number of individuals who are aware of internal information. The passcode system is used to prevent outsiders' access. Employees in different levels are given certain levels of authority to access the Company's information, based on their work levels and appropriate to their roles and responsibilities.
3. The Company arranges all employees to acknowledge and sign in the form stating that they will not disclose confidential information, not do anything wrong about computer use, and not infringe intellectual property. New employees are required to sign this form together with the employment contract and they are required to ratify that they will follow the anti-corruption policies.
4. The Company appoints certain persons to be responsible as a center for public information disclosure.
5. Directors, management and employees are prohibited from using inside information, gained from performing duties in their positions, to support the decision for securities trading or engage in future contracts relating to the Company's securities whether or not such transactions generate returns. In addition, they are required to refrain from trading the securities within one month prior to public disclosure of the financial statement or such insider information and within at least 24 hours after the aforementioned information is disclosed to public.
6. The Company educates and informs the directors and management of their duty relating the reports of the holding of the Company's securities and related future contracts according to Section 59 of the Securities Act B.E 2535 (including the amendment). These include the holding of themselves and their spouses and minor children in case they hold the combined



securities at over 30% of the voting rights of such juristic person. If anyone holds such securities and future contracts, they should report their stakeholding relating to the changes of the securities of the Company arising from the purchase, disposal, transfer, and receive of the transfer of the securities.

7. Directors and management who hold the Company's securities or future contracts shall inform the Company's secretary, who will help facilitate and cooperate about submitting the reports of the holding of such securities and the future contracts to the SEC.
8. Directors and management are required to report about all changes to the holding of the Company's securities and future contracts in the Board of Directors' meetings.
9. Directors, management and employees who do not follow the aforementioned guideline shall be deemed as guilty of violating the Company's rules, depending on each case.

#### **Prevention of Conflict of Interests**

Realizing possible conflicts of interests, the Board of Directors issues the guideline as a part of the Code of Conduct for all management and employees so that they can avoid possible conflicts of interests between themselves and the Company. In addition, the guideline also aims avoid possible conflicts of interest with shareholders when dealing with trade partners and other parties.

Moreover, the Board of Directors determines the transactions that may cause conflicts of interests or connected transactions and appropriately review them in the board meetings. The Board of Directors clearly determines the policy and the guideline, as well as approval procedure in accordance with the Stock Exchange of Thailand's regulations. For instance, a person who has conflicts of interest or is a connected party shall inform the Company of his/her relationship or connection with such transactions and shall not take part in considering such transaction. This also means he/she has no power to approve such transaction. In addition, pricing and conditions of the connected transactions shall be approved after

consideration in the same manner as normal business practices done with third parties.

In case the Audit Committee possesses no expertise in considering certain transactions that may lead to conflicts of interest, the Company shall seek independent opinions about such transactions from the internal auditor, or an independent expert, or the Company's authorized auditor. Such independent opinions shall be taken into account before decision making of either the Board of Directors or the shareholders, whatever the case may be.

All connected transactions are disclosed in the Company's annual report based on the 56-1 One Report as well as the Company's financial statements.

#### **Anti-fraud and corruption**

The Company has a policy to promote and support anti-corruption action and act against any forms of bribery. The policy is clearly stated in the Code of Conduct to demonstrate the Company's intention to act against any forms of frauds and corruption. On November 25, 2020, Matching Maximize Solution Public Company Limited signed in Thailand's Private Sector Collective Action Against Corruption and also established a working panel to work on drafting and adjusting the existing operation guideline and related policies to prevent corruption. The working panel is also required to determine the information disclosure channel and the channel to receive complaints, which will be complied before submission to the Corporate Governance Committee and the Board of Directors, respectively.

#### **Operation Guideline**

1. The Company supports and encourages all personnel to see the significance of anti-corruption practice, and implant the awareness against corruption in employees' mind as part of the Company's organizational culture.
2. The Company educates and ensures the same understanding with external parties associated with the Company's business regarding the

practice that is required to comply with the set anti-corruption policy.

3. The Company arranges the internal control system to prevent any corruption actions covering matters about the sale, the purchase, the agreement, the human resource management, the accounting and finance, the accounting record and data record, the operation, as well as other procedure relating to anti-corruption measure.
4. The Company arranges the payment procedure, with clear approval process and the approval limit indicated. Any disbursement and payment apart from the Company's business operation must be accompanied with clear supporting documents to prevent improper disbursement and inappropriate political assistance. It should also be ensured that any payment for charity or donations is not done to support any corruption actions. Moreover, it must always be ensured that any disbursement to support business operation is not done on the pretext of engaging in any corruption.
5. The Company arranges risk management measures to prevent corruption that may arise from business operation. Some events from the business operation that entail high corruption risk levels should be identified. The risk levels should be assessed both in terms of the chance of risks and possible impacts. The Company also monitors the progress on risk management to prevent risks and reviews risk management measures, ensuring that the risk is at the acceptable levels.
6. The Company arranges internal control operation to ensure that the Company's existing risk management system in regard to corruption helps the Company to achieve the set objective. In addition, the Company also examines the internal operation to ensure that it goes well in line with the Company's set rules and regulations.
7. The Company assigns the management to monitor and control the operation of employees from all levels and related parties. In particular, employees under the supervisory of the

management shall understand and strictly follow the Company's anti-corruption policy.

8. Directors, management and employees, as well as related parties are required to strictly follow the Company's anti-corruption policy, corporate governance policy, code of conduct and regulations. They are prohibited from involving in corruption both directly and indirectly.
9. Directors, management and employees are prohibited from offering or receiving gifts, entertainment and unnecessary or improper payment to and from government officials or any individuals who involve in business operation with the Company. Anyone who is offered gifts with unusually high value is required to reject such gifts and report the matter to his or her supervisor immediately.
10. The Company's personnel must not ignore when they witness any actions deemed as corruption, which relates to the Company. In light of this incident, they should inform their supervisor or responsible persons. They should also collaborate in the investigation procedure. Should they have any questions, they shall consult with their supervisors.
11. Directors, management and employees are required to sign their signatures to acknowledge the Company's anti-corruption policy; this practice can confirm that all employees are aware of and understand the Company's policy and they are also willing to strictly follow the corporate governance principle in regard to the anti-corruption policy as part of the organization overall operation.

#### **Political assistance**

The Company and the subsidiaries are politically neutral; hence, the Company has set the following basic operation guideline for political assistance.

1. The Company supports any practice under the laws and the democratic form of government with the King as Head of State. The Company does not have a policy of any operation practice to offer any assistance to particular political parties, either directly or indirectly.
2. Directors, management and employees have

the right and freedom to express their political views under the laws. However, they shall not do anything that will cause the Company to lose its neutral political stance. In addition, they shall not do anything from political action involvement that causes damages to the Company.

3. Directors, management or employees shall not use any resources of the Company for political activities and they shall not perform any political activities inside the Company.

### **Donation for charity**

Support for community development and enhancement of living quality and healthcare, education, cultural arts and environment is part of the Company's activities to support and offer returns to the society. To ensure that social support activities are not a way to involve in corruption activities, the Company has the following guideline for donation to charity.

1. For any donations for charity under the name of the Company, receivers must be foundations, charitable organizations, temples, hospitals, educational institutions, or organizations for society. All these organizations must have reliable certificates, which can be verified. To make a donation to sponsor any activities, such activities must be able to be proved that they are really organized for charity and they are activities aimed at achieving the project's objectives and really benefiting the society.
2. To make a donation for charity, the Company must make sure that the money is really used for charity, without any objective to use charity as a way to conceal corruption.
3. After making a donation for charity, there must be clear documents, such as receipts or certificates of donation clearly indicating the donator name, the amount of the donation and the objective of the donation. The donation procedure must also conform to the Company's regulation in order to ensure that the donation for charity is not a way to conceal corruption.

### **Cash sponsorship**

For cash sponsorship, there must be a proof

that the sponsorship helps the sponsored project to succeed; this is for public relation purposes, thus creating good image for the Company. Alternatively, the sponsorship can be done as part of real corporate social responsibility activities. The activities must be transparently and lawfully conducted in order to avoid any hidden purposes and prevent the activities that may be claimed and used to conceal bribery. The principles for cash sponsorship are as follows:

1. In approving the sponsorship, there must be a proof that the person(s) requesting for the sponsorship will really organize the activities and that the sponsorship helps the sponsored project to succeed for public relation purposes and thus for good image for the Company or that the sponsorship is offered as part of the corporate social responsibility.
2. There must be the proof that the cash sponsorship does not relate to offering of some benefits to the Company's personnel or any organizations and that the sponsorship is not claimed as the pretext for corruption.
3. Do not offer or request cash sponsorship or agree to offer cash sponsorship or some other benefits to state officials, both locally and internationally, or officers of international organizations. Do not perform anything that can motivate others to perform wrong actions. Everyone is required to strictly follow the internal control measures in order to prevent the Company's personnel or related parties from doing any unlawful actions.

### **Offer and receipt of gifts, entertainment and other expenses**

The Company improperly offering gifts or entertainment or spending on other expenses for clients may lead to opportunities for risks of corruption as these events may pave the way for directors, management and employees to involve in bribery. Moreover, any actions that violate the policies of certain clients or partners may lead the some opportunity losses. The Company emphasizes the significance of creating of good relation with business partners while maintaining the Company's good reputation as the entity that operates business with faithfulness and lawfulness. The criteria for

disbursement of gifts, payments for entertainment and services are as follow:

1. The Company does not have a policy to offer money, gifts, and benefits in any forms to clients, business partners of external organizations or stakeholders in a bid to gain business profit, except for usual business lunch or dinner, discounts or sales promotional programs.
2. The Company neither offer nor receive any gifts or any benefits that may influence decision making or lead a person to neglect to properly perform duties or fail to work to conform to the Company's regulation, code of conduct, rules, and work procedure as well as laws.
3. Gifts and some fees for entertainment and service must be offered under the Company's name and these must be done only by the authorized person or the Company's representative, except for the case that is necessary under the business norm. The value of each time of entertainment or service shall not exceed 5,000 baht per person.
4. The persons receiving entertainment or service must not be directors, management or the Company's employees, except those who have the duty or are assigned to participate in such activities.
5. The expenses for entertainment and services must directly relate to the entertainment or services that can facilitate business operation, such as travel allowance, accommodation allowance, food and drink allowance, entertainment performance and sport related expenses.
6. The HR manager/ assigned units have the responsibility in compiling the list of certain bodies as reviewed by various units in order provide gifts for them; this will be done in accordance with the normal business norm, such as new year gifts, and the list shall be subsequently approved by the authority.
7. The assigned working group on anti-corruption holds the responsibility to review the offering and receiving of gifts, entertainment and other

expenses to ensure that the related procedure strictly conforms to the anti-corruption policy and the working group also has the duty to report the result of the review to the Corporate Governance Committee.

#### **Receipt of gifts or any other benefits**

The Company has a policy not to receive any gifts or souvenirs or any forms of benefits in any cases, which may relate to any contacts under the name of the Company. This is in exception for the case that the receipt of gifts relates to the personal relation and it neither has any impact on decision making nor causes the person to neglect to do his/her job. The Company's personnel have the duty to inform external parties of the Company's policy about gift receipt. In case of the necessity to receive any gifts, each department must compile the gifts and record the receipt in the "gift receipt record form" and submit such gifts to the central administration office to management the gifts. The operation guideline is as follows:

- 1) Do not receive cash or cash equivalent, such as cheque, bonds, securities and property.
- 2) The gifts must not be illegal objects.
- 3) In case of fruit or dried supply baskets, the baskets must be submitted to the central administration office on the following day at the latest.
- 4) In case of fresh food, such as cake, fruits, sweets, supervisors in each department shall decide to manage such gifts, e.g., sharing or distributing them within the departments or to other departments.
- 5) For calendars, diaries or key chains with symbols of the sender organizations, department's managers shall be the representatives to receive them and they have the authority to consider distributing them to employees.
- 6) In case of the receipt of gifts or souvenirs between organizations to organizations, such as

from contract signing, such gifts shall be deemed as the Company's property and be kept at the central administration body, i.e., the secretary of the Corporate Governance Committee who will control the receipt and the distribution of the gifts in the future.

### **Business entertainment**

Business entertainment, e.g., business luncheon, recreational activities related to business operation or any trade practice norms, as well as any activities aimed at creation of knowledge and understanding of the business and the trade, can be reasonably conducted and these activities must not influence decision making in business operation, cause negligence in performing duties, or cause conflicts of interest.

- 1) Those who seek an approval must make a clear written request, indicating the details, the objectives, the venue and the organizations to whom the entertainment is offered. The request will be submitted to the authority for further approval and the approval will depend on the budget limit and authority indicated in the Company's authority table.
- 2) Approvers should examine a request of approval, taking into account the objectives, opportunity and appropriate value before considering approval.
- 3) Those who request an approval must show the receipts, appreciation notes, or other documents as supporting documents to show proof for further disbursement and accounting records.

### **Procurement and Recruitment**

The recruitment and procurement within the Company must be done with transparency and faithfulness in compliance with the Company's recruitment and procurement guideline as well as related laws and regulations of the state and private sectors, including any laws to prevent improper use of power as well as the rules and regulations issued by the Office of National Anti-Corruption Commission.

### **Risk Assessment**

1. The Company's management must understand possible risks arising from bribery and corruption, and they shall communicate these to employees to ensure that employees in all levels have mutual understanding and collaborate to work in order to ensure effective risk management.
2. The Company conducts risk assessment on various transactions done by the Company, which may contain some steps or process that may present opportunities for bribery and corruption. The Company reviews the overall risk management policies regularly at least once a year and always ensure that the existing risk management measures are appropriate to prevent or limit risks to acceptable levels.

### **Internal Control and Internal Audit**

The Company arranges the internal control system to prevent bribery and corruption; the internal control system covers financial operation, accounting operation, and data record processes, including other processes relating to anti-corruption measures.

1. The Company manages the internal audit process annually by hiring an external auditor to perform as an internal auditor for the Company in order to ensure independent auditing operation and ensure that the business operation is conducted within the right and appropriate boundary and that the Company follows policies, laws and regulations relating to the business
2. The Company reviews the auditing operation by the authorized auditor every quarter and every year, according to the accounting standards and regulations of related organizations.

### **Record and storage of accounting information**

1. The Company has a process to examine accounting transactions and appropriately approve the transactions in the accounting system. The Company will consider various policies, regulations, related laws, contracts, and agreements. All transactions must be done in accordance with appropriate accounting standards and policies.



2. Operating expenses and investment expenditures must be accompanied by correct and complete supporting documents. They must be approved, based on the budget limit and authority as indicated in the policies about operating expenses and capital expenditure.
3. Financial reports must be completed accurately and must be reliable. The information must be significant, accurate and complete. The reports shall include connected transactions and possible liabilities.
4. The Company has a policy to control the record of accounting documents and ensure that the records are sufficient and safe, so that the accounting documents can be examined immediately. Access to accounting data shall also be controlled and back-up data shall be safely kept.
5. The Company creates the system to maintain the data system to prevent an access of data, a modification to data, an improper data completion in the work operation system, computer work system and data protection system.

#### **Human Resources**

The Company will use this policy as part of human resource management operation, starting from recruitment, selection, trainings, performance evaluation, rewarding, and promotion. Supervisors at all levels must communicate with the employees to ensure that they follow the policy with the business activities under their responsibility and to ensure that the operation is efficiently conducted. Moreover, the Company also arranges that all personnel declare that they acknowledge the anti-corruption policies. The Company will protect employees and will not reduce position, punish employees or cause any negative impacts on employees who refuse to engage in any corruption activities.

#### **Trainings and communication**

1. Directors, management and employees shall continue to receive trainings or acknowledge anti-corruption policies to ensure they are aware of the policies. In particular, they should

be aware of various forms of corruption, risks arising from possible involvement in corruption. In addition, there should be reports in case of any suspicions about corruption. Moreover, the training about this policy will be part of the orientation program for new directors, management, and employees.

2. The Company will communicate the anti-corruption policy to representatives, business intermediary, distributors of goods/services and contractors, starting from the time when business contacts begin and afterwards as appropriate. The Company encourage the representatives, business intermediary, distributors of goods/services and contractors, to adhere the standards of the social responsibility, as the Company does.

#### **Whistleblowing or complaining**

All directors, management, and employees have the responsibility about general monitoring. Should they have questions or there be any evidence that directors, management, employees or any person involve in corruption, illegal actions or should anyone be treated unfairly, they may inform or lodge a complaint with the Company as the follow procedure:

#### **Complaint channels**

Complaints can be lodged verbally or in a written form or via an email to the following bodies.

1. Audit Committee, Tel: 02-669-4200-9; Fax: 02-243-4124 or e-mail: AC@mmsbangkok.com
2. Corporate Governance Committee, Tel: 0-2669-4200-9; Fax: 02-243-4124 or e-mail: CG@mmsbangkok.com
3. Director of the Human Resource Department; Tel: 0-2669-4200-9 or e-mail: HR@mmsbangkok.com.
4. Complaint through e-mail: whistle@mmsbangkok.com
5. Suggestion box in front of the finger scan machine

#### **Conditions and review of complaints or clues for wrongdoers**

##### **Process to investigate fact**

1. Complaints are received, followed by the process of investigating and compiling fact or person(s)/

- unit(s) may be assigned to be representatives to handle the matter within three working days.
2. Complaint responders/ assigned persons can invite the involving employees to give information or ask them to submit relevant documents to examine the fact.
  3. After a complaint passes the review, the compliant responders shall report to the top management before reporting to Corporate Governance Committee, the Audit Committee and finally the Board of Directors.
  4. After the matter being complained is found to be true, the person involving in that matter must receive disciplinary punishment or legal punishment. The human resource department proposes the matter for the top executive for further orders.

#### **Measures to protect complainers/ whistle blowers**

Complainers, whistle blowers or cooperators in the investigation process shall be protected as follows:

1. Complainers/ whistle blowers or cooperators in the investigation are not required to disclose their identities if they view that disclosing their identities may endanger them or lead to some impacts on themselves or closed ones.
2. Any information that can identify the complainers, the whistle blowers, and the cooperators must be kept confidential. Relevant actions will be carefully taken as necessary for the purpose of seeking the fact, with the safety and possible impact on the complainers, the whistle blowers, the cooperators or related persons being seriously taken into consideration.
3. Complainers, whistle blowers, and cooperators in the investigation or cooperators who faithfully provide true information will not receive disciplinary punishment and they will be protected from any actions that impact or cause unsafety, such as threats, intimidation, detention, work disturbance, libel action or unfair treatment.
4. In the case that complainers/whistle blowers or cooperators in the investigation believe they

are threatened, intimidated, detained, disturbed at work or face any label action or unfair treatment, they shall report to the chairman of Audit Committee, the direct supervisor or the director of the human resource department immediately. If the issue remains unsolved, they should report the matter to the aforementioned whistle blowing channels.

#### **Monitoring and Reviewing**

1. The Company arranges the monitoring and reviewing of the policy and operation guideline for prevention and action against fraud and corruption regularly (at least once a year), considering new laws and regulations, risk assessment, and changing situations or environment. The Corporate Governance Committee should be assigned to consider the adequacy and the effectiveness of the anti-corruption measures and report to the Board of Directors.
2. The internal audit department will examine the internal control process regularly and report any unusual issues immediately to ensure that the internal control system is effective in terms of anti-corruption measure. The points from the examination result will be discussed in order to seek appropriate solutions with the Chief Executive Office and then the report should be submitted to the Corporate Governance Committee and the Audit Committee, depending on each case. Moreover, the Company also arranges that the report about compliance with the anti-corruption policy is submitted to the Board of Directors so that the Board can acknowledge and monitor regularly at least once a quarter.

## **6.2 CODE OF CONDUCT**

### **1. Definitions and Meanings**

**Ethics** refer to stated decent behaviors to practice or the ethics can also mean treatment to

other people with fairness.

**Code of Conduct** refers to the determined decent behavior standard for directors, management and employee to follow and practice. The code of ethical business must be adequately clear so that it can prevent wrongdoing or improper actions that may lead to damages or bad consequence and it should reflect the organization's desire to have everyone do any actions under laws and regulations, based on the organization's policies and value principles. Moreover, the code of ethical business must always be reviewed or updated in order to ensure that the operation guideline is always based on faithfulness principles and high professional standards.

## 2. Compliance with the code of conduct

2.1 The Company, i.e., Matching Maximize Solution Public Company Limited, and the companies under umbrella wish to have all directors and employees understand and follow the standards stated in the code of conduct, which covers the following issues.

2.1.1 Persuade, stimulate and motivate directors and employees to collaborate in creating value to the organization.

2.1.2 Expectation and benefits of directors and employees, as well as key stakeholders in the organizational business cycle, namely shareholders, directors, management, employees, clients, business partners, payables, competitors, communities, society, environment, and the state sector.

2.1.3 Ensure that the legal rights of all stakeholders are protected.

2.1.4 Treat all stakeholders faithfully, transparently and fairly.

2.2 In case there is a problem relating to practice or certain points need improvement, supervisors should be informed, based on the chain of command

## 6.3 KEY CHANGES AND DEVELOPMENT OF THE POLICIES, OPERATION GUIDELINE AND THE CORPORATE GOVERNANCE SYSTEM IN THE PAST YEAR

The Corporate Governance Committee outlined the corporate governance policies and the code of conduct for directors, management, and employees to follow. The Company also saw that the companies under the group also applied the policies and guideline appropriately and adequately for the Company's business, based on faithfulness, honestly, transparency, fairness, and relevant laws. The Company reviewed the policies, the code of conduct, and charter of committees every year in order to remain updated amid the changing situations and circumstances.



In 2021, the Company continued to follow operation guideline from the Corporate Governance Code 2017 (CG Code) for SET-listed firms announced by the SEC and the SET. The Company believes that the management process under the corporate governance principle meets the international standards and it can enhance the competitiveness for the organization. It can make the Company become more widely accepted both domestically and internationally. This is the key factor for the Company to reach our business goal and add more business value to the Company. Furthermore, it can also create confidence among all groups of stakeholders.

The Corporate Governance Committee review the corporate governance policy and the charter of Corporate Governance Committee once a year. The Committee also arranges relevant operation in accordance with the guideline of CAC. Furthermore, the Committee also arranges a training

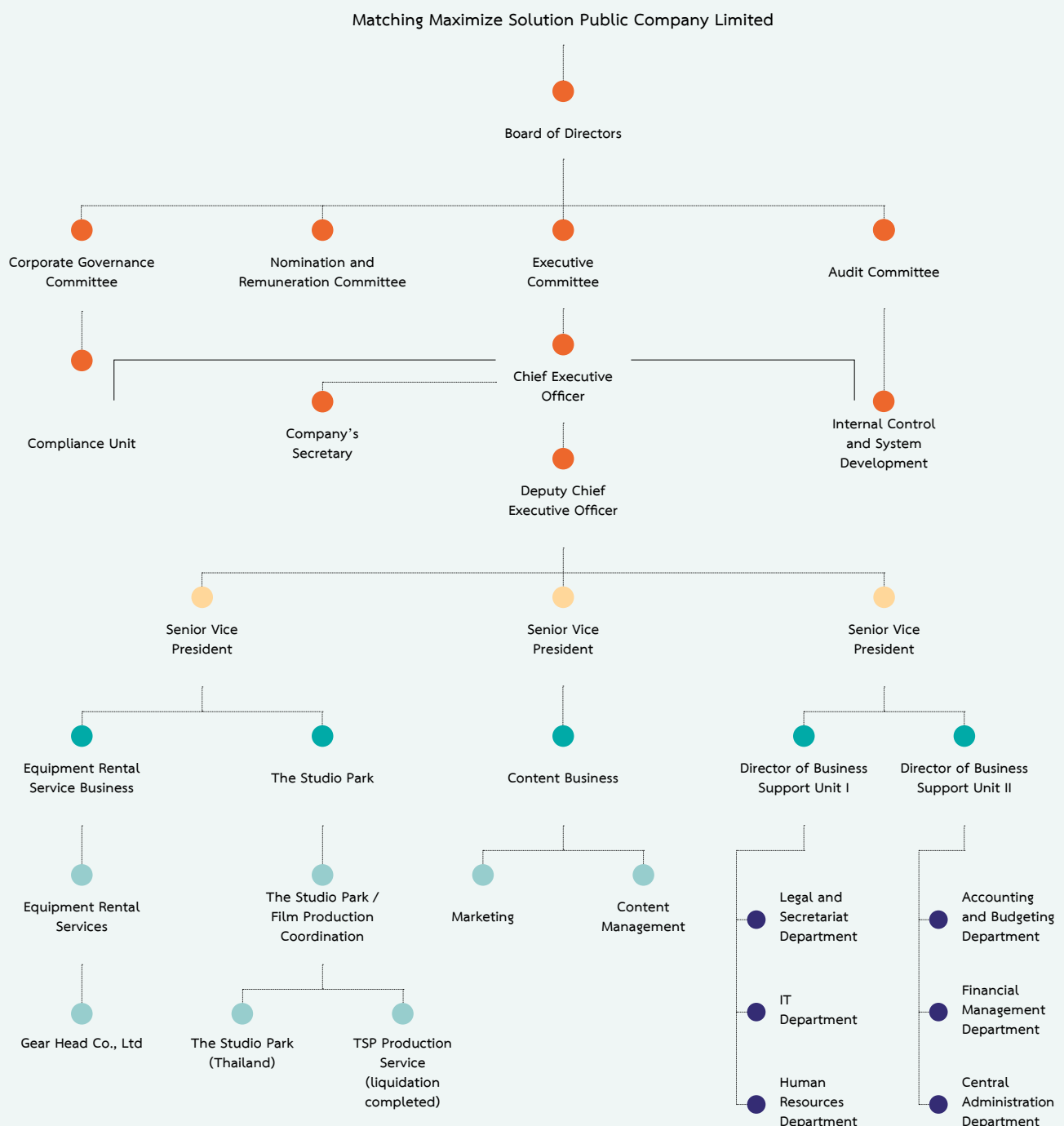
to educate employees on operation in compliance with the anti-corruption policy. This training is aimed at communicating with the directors, the management and the employees and ensuring that they acknowledge the set policy and operation guideline. They are required to sign to ratify their participation following the training. A letter is sent in order to announce the Company's partnership with the CAC. Business partners and clients are informed about this partnership. In addition, the Company also arranges channels for contact with the Corporate Governance Committee both verbally or through the Company's online media in case any corruption case is observed; however, no corruption was whistle blown.



In September 2021, the Company submitted a request for an accreditation from Thailand's Private Sector Collective Action Against Corruption (CAC) to the Thai Institute of Directors (IOD), as a secretariat body to the CAC. Subsequently, on September 30, 2021, the Company received the accreditation and became a CAC certified organization.

## 7. CORPORATE GOVERNANCE STRUCTURE AND KEY INFORMATION ABOUT BOARD OF DIRECTORS, SUB-COMMITTEES, MANAGEMENT, EMPLOYEES AND OTHERS

### 7.1 CORPORATE GOVERNANCE STRUCTURE AS OF MARCH 10, 2022



**Note**

- TSP Production Service Co., Ltd. already completed the liquidation process and registered the business liquidation with the Department of Business Development, Ministry of Commerce, on November 19, 2021.
- The Company's management structure consists of the Board of Directors and four sub-committees: 1) Executive Committee; 2) Audit Committee; 3) Nomination and Remuneration Committee; and 4) Corporate Governance Committee



## 7.2 DETAILS ABOUT BOARD OF DIRECTORS

### Board of Directors

As of December 31, 2021, the Board of Directors (BOD) consisted of the following nine members:

Name	Position Attendance	BOD Meetings in 2021		
		Attendance	Total meetings	(%)
1. Mr. Sansrit Yenbamrung	Chairman of the BOD	13	13	100
2.Mr. Akarat Na Ranong	Independent Director and Chairman of Audit Committee	13	13	100
3. Mr. Chatrapee Tantixalerm	Independent Director and Member of Audit Committee	13	13	100
4. Mr. Kamol Ratanachai	Independent Director and Member of Audit Committee	13	13	100
5. Mr. Poomchai Wacharapong	Director	12	13	92.30
6. Yaowalak Poolthong, PhD	Director	13	13	100
7. Mr. Chayanont Ulit	Director	13	13	100
8. Mr. Neil Wayne Thompson	Director	12	13	92.30
9. Mr. Komkrit Sirirat	Director	13	13	100

### Duties and responsibilities the Board of Directors

1. Manage and ensure that the Company's business operation conforms to related laws, objectives, and regulations as well as the lawful resolutions of the shareholders' meetings, with honesty and trustworthiness; and maintain benefits of the Company.
2. Determine objectives, guidance, policies, business plans, and budgets of the Company; control and supervise the Executive Committee to ascertain that they follow the assigned policies - except for the following matters, which are required by laws that the Board of Directors must receive the resolution of the shareholders' meeting: capital increases or decreases, issuances of debentures; full or partial disposition or transfer of the Company's business to other parties; acquisition or receipt of transfers of other company's businesses; and amendments to the letters of memorandum or articles of association, and etc.
3. Consider appointing some sub-committees, as deemed appropriate, to be Executive Committee, Audit Committee, Corporate Governance Committee, and Nomination and Remuneration Committee or other sub-committees to perform duties as assigned by the Board of Directors.
4. Assign any individuals to operate the Company's business affairs under the Board of Directors' supervision; approve certain degrees of authority to such individuals within a timeframe as deemed appropriate by the Board of Directors; and the Board of Directors may cancel, dismiss, or amend such authority.
5. Perform duties by applying knowledge, skills, and experiences to bring utmost benefits to the business operation of the Company, with honesty, morality and responsibility to shareholders; and disclose information to investors accurately, completely and transparently.
6. Supervise the Company's management to perform duties efficiently in accordance with relevant laws, the Company's objectives, regulations and policies; and instruct the management to present significant matters concerning the Company's operation and connected transactions for review so as to be certain that those matters and transactions

are conducted in compliance with the rules and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand.

7. Arrange the internal audit department for internal control to monitor the internal business operation and cooperate with the Audit Committee.

For any matter that a director or an authorized individual may involve in a conflict of interests with the Company and its subsidiaries, such director or authorized individual shall not have a voting right to cast votes for that particular matter.

## 7.3 DETAILS ABOUT THE SUB-COMMITTEES

The Company's management structure consists four sub-committees: 1) Executive Committee; 2) Audit Committee; 3) Nomination and Remuneration Committee; and 4) Corporate Governance Committee.

### 7.3.1 Executive Committee

As of December 31, 2021, the Executive Committee was comprised of the following six members.

Name	Position
1. Mr. Sansrit Yenbamrung	Chairman of the Executive Committee
2 Mr. Poomchai Wacharapong	Director of the Executive Committee
3. Yaowalak Poolthong, Ph.D.	Director of the Executive Committee
4. Mr. Chayanont Ulit	Director of the Executive Committee
5. Mr. Neil Wayne Thompson	Director of the Executive Committee
6. Mr. Komkrit Sirirat	Director of the Executive Committee

### Duties and Responsibilities of the Executive Committee

1. Propose to the Board of Directors to consider approving the following matters:
  - Goals
  - Business policies
  - Business plans
  - Business strategies
  - Management power
  - Annual expenditure budget
  - Risk management policies
  - Scope of authority and responsibilities of the managing director
  - Other matters that may have significant impacts on the company's operation
  - Other matters that the Executive Committee views that are necessary to be proposed for approval or that they are relevant to the principles set by the Company's Board of Directors
2. Ensure that the Company's operation is in line with the Company's business policies, business plans as well as business strategies, which have already been approved by the Company's Board of Directors.
3. Control and oversee the Company's business policies, business plans, and business strategies as well as earnings performance of the subsidiaries.
4. Be authorized to approve the borrowing or loan applications to finance the Company's normal business operation and also to act as a guarantor and settle the payment to support the Company's core business operation, with each transaction value not exceeding 20,000,000 baht or equivalent. Such amount shall conform to the ceiling approved by the Board of Directors. However, this ceiling is subject to change as appropriate under the Board of Directors' consideration.
5. Review and approve liquidity management for various transactions including deposits, bills of exchanges of financial institutions, government bonds, open mutual fixed-income funds for the amount not exceeding 30,000,000 baht; and review deposit transaction reports prepared by the financial management department.

6. Outline the Company's organization and management structure including recruitment, training, employment, and employment termination.
7. Consider an investment in projects or securities or joint venture deals as approved by the Company's Board of Directors.
8. Perform other duties as occasionally assigned by the Board of Directors.

For any transactions that may lead to conflicts of interest or personal benefits for any members of the Executive Committee (according to the Notification of the SEC), the Executive Committee shall propose such transactions to the Board of Directors for further approval. A particular member of the Executive Committee with possible conflicts of interests shall not have a voting right in the Board of Directors' meeting regarding that transaction.

### 7.3.2 Audit Committee

As of December 31, 2021, the Audit Committee comprised the following three independent members.

Name	Position
1. Mr. Akarat Na Ranong	Chairman of the Audit Committee
2. Mr. Chatrapee Tantixalerm	Director of the Audit Committee
3. Mr. Kamol Ratanachai	Director of the Audit Committee

Mr. Kamol Ratanachai is an independent director and a member of the Audit Committee, who possesses knowledge and experience in reviewing of the Company's financial statement.

#### Terms and Appointment of members of Audit Committee

The Board of Directors appoints three independent directors to be members of the Audit Committee. At least one of the three independent directors is required to possess knowledge and experience in accounting and finance. The members of the Audit Committee must be independent as stated in the rules and regulations concerning qualifications and scope

of duties and responsibilities of the Audit Committee announced in the Notification of the Stock Exchange of Thailand. The members of Audit Committee shall serve the term of three years. Once the term is completed, they shall be re-elected. The Audit Committee reports directly to the Board of Directors and the scope of their duties and responsibilities, as stated in the charter of the Audit Committee, is reviewed and amended at least once annually.

In case a position in the Audit Committee becomes vacant due to other reasons, apart from a normal term completion, the Board of Directors shall appoint a qualified individual to fill in the vacancy within 90 days in order to fulfill the requirement for the composition of the Audit Committee as determined by the Board of Directors. The replacement shall be in the position only for the remaining duration of his or her predecessor.

#### Duties and Responsibilities of the Audit Committee

The Audit Committee has duties and responsibilities, according to Notification of the Stock Exchange of Thailand concerning the qualification and scope of duties and responsibilities of the Audit Committee B.E. 2551, which became effective from July 1, 2008, onwards. The duties and responsibilities are as follows:

1. Review the Company's financial statements, ensuring that they are accurate and adequate.
2. Review the Company's internal control system and internal audit system and assure that they are appropriate and effective; review and approve the charters of the internal audit unit, business plans and budget; ensure the independence of the internal audit unit; provide opinions concerning appointments, transfers, and employment termination of the internal audit head or of any other departments overseeing internal audit affairs.
3. Review the Company's operations and assure that they conform to the rules and regulations of the Stock Exchange of Thailand, and other requirements related to the Company's business operation.

4. Consider proposing an independent individual as the Company's authorized auditor as well as proposing the auditor fee; attend the meetings with the authorized auditor, without the presence of the management, at least once a year.
5. Review connected transactions or some transactions that may cause conflicts of interest in order to ensure that those transactions are in compliance with the regulations of the Stock Exchange of Thailand, and make sure that those transactions are justified and bring maximum benefit to the Company.
6. Prepare the report of Audit Committee, which will be included in the Company's annual report; the report must be signed by the Chairman of the Audit Committee and states at least the following details:
  - a) Opinions concerning accuracy, adequacy and reliability of the Company's financial reports.
  - b) Opinions concerning the sufficiency of the Company's internal control system.
  - c) Opinions whether the Company follows the laws related to securities and the stock market, regulations of the Thai stock market and the laws related to the Company's business.
  - d) Opinions on whether the Company's auditor is qualified.
  - e) Opinions concerning some transactions that may cause conflicts of interest.
  - f) Opinions in regard to the number of the Audit Committee meetings and the attendance of each member.
  - g) Opinions or overall observance notes that the Audit Committee receives from the charter-based operation.
  - h) Other matters that should be disclosed to the shareholders and general investors under the scope of responsibilities assigned by the Board of Directors.
7. Perform other duties as assigned by the Board of Directors and approved by the Audit Committee.
8. Review the Company's risk management as well as possible risks concerning corruption, and ensure that the operation based on the anti-corruption policies is carried out appropriately and effectively.
9. Report the operation performances of the Audit Committee to the Board of Directors at least four times a year.
10. Be empowered to hire advisors or external parties, as stated by the Company's regulations, to provide opinions or consultancy as necessary.
11. Be empowered to invite directors, management, department heads, or the Company's employees to discuss or answer the Audit Committee's questions.
12. Review the scope of authority, duties, and responsibilities and evaluate the annual performance of the Audit Committee.
13. Should the Audit Committee find that the following matters may have a significant impact on the Company's financial statement as well as operating performance, the Committee shall report to the Board of Directors in order to address the matters within the set timeframe as found appropriate by the Audit Committee.
  - 13.1 Transactions with possible conflicts of interests
  - 13.2 Corruptions or unusual matters or significant defects of the internal control system
  - 13.3 Violation of the laws concerning rules and regulations of the Stock Exchange of Thailand, and any other laws related to the Company's business operation
14. In case the auditor finds some unusual matters that may indicate that the Management Director or any individuals in charge of the Company's operation violate the laws, the auditor should notify the Audit Committee for immediate scrutiny. The Audit Committee shall submit the preliminary scrutiny result to the Securities and Exchange Commission and the auditor within 30 days, starting from the date the auditor reports such suspicious matters. The scrutiny procedure shall comply with the regulations of the Capital Market Supervisory Board.
15. Review and amend the charter of the Audit Committee as well as reference issues once a year; and propose the amended charter of the Audit Committee to the Board of Directors for approval. This can be done only at the BOD meetings.

Note that the aforementioned scope of authority of the Audit Committee does not include the power that enables a member of the Audit Committee or an authorized representative for that member to express opinions about any cases that the particular member or the representative or any person with connected transactions (as announced by the Securities and Exchange Commission and/or the Notification of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand) may have conflicts of interests with the Company, its subsidiaries and related companies.

### 7.3.3 Nomination and Remuneration Committee

The Board of Director meeting No. 1/2013 on January 25, 2013, resolved that the Company established the Nomination and Remuneration Committee. The Committee has a responsibility of setting policies and criteria to select, and nominate persons to be the directors in the BOD, members of sub-committees and top executives as well directors for subsidiaries for which the Company holds shares of at least 50%. In addition, the Nomination and Remuneration Committee also has the responsibility to consider approving appropriate remuneration amounts for the Company's directors and management.

As of December 31, 2021, the Nomination and Remuneration Committee consisted of the following three members.

Name	Position
1. Mr. Sansrit Yenbamrung	Chairman of the Nomination and Remuneration Committee
2. Mr. Chatrapee Tantixalerm	Director of the Nomination and Remuneration Committee
3. Mr. Kamol Ratanachai	Director of the Nomination and Remuneration Committee

#### Duties and Responsibilities of the Nomination and Remuneration Committee

1. Determine policies, regulations and operation guidelines:
  - 1.1. Determine policies, principles, and guidelines for selection and nomination of the Company's directors, sub-committee members as well as top management

positions, i.e., Chief Executive Officer, Deputy Chief Executive Officer, and Senior Vice Presidents.

- 1.2. Determine policies, principles, and guideline for selection and short-listing of qualified individuals to be directors or hold other equivalent positions at the companies in which the Company holds stake at least 50%; and/or select suitable persons from those companies to take a role for such positions.
- 1.3. Determine the policy on remuneration and other benefits as well as other packages for directors, sub-committee members and top management members of the Company, including directors or equivalent positions in which the Company holds stake at least 50%.
2. Select or nominate qualified individuals
 

The Committee is to select or nominate qualified individuals and propose those nominated persons to the Company's Board of Directors, for the following positions:

  - 2.1. Directors for the Board of Directors
  - 2.2. Directors in the sub-committees that report directly to the Board of Directors
  - 2.3. The Company's management, i.e., Chief Executive Officer, Deputy Chief Executive Officer, and Senior Vice Presidents, including the directors or equivalent positions in the companies in which the Company holds stake at least 50%
3. Review remuneration details

The Nomination and Remuneration Committee ensures that the Company's directors, sub-committee members, management members, i.e., Chief Executive Officer, Deputy Chief Executive Officer, and Senior Vice Presidents, receive suitable remuneration packages in accordance with their responsibilities as well as the Company's policies in line with peers in the industry. Any directors who hold greater responsibilities shall receive suitable remuneration packages accordingly.

4. Other duties and responsibilities
  - 4.1 Ensure that the size and composition of the Company's Board of Directors are suitable for the organization and the changing



environment; the Board of Directors shall consist of individuals with knowledge, skills, abilities and extensive experience in various fields that would benefit the Company's corporate governance and business operation.

- 4.2 Set the guideline for appraisal of the performance of the directors and management members, i.e., Chief Executive Officer, Deputy Chief Executive Officer, and Senior Vice Presidents, in order to review the annual remuneration, based on scopes of responsibilities and associated risk. Potential value addition for the shareholders' equity in the long term shall be taken into account for performance appraisal.
- 4.3 Appraise performance of the Company's Directors and Chief Executive Officer.
- 4.4 Complete the succession plan for Chief Executive Officer and consider approving the succession plans for other top executive positions, such as Deputy Chief Executive Officer, and Senior Vice Presidents.
- 4.5 Disclose the policies and report the performance of the Nomination and Remuneration Committee in the Company's annual report.
- 4.6 Seek opinions from independent advisers who possess particular expertise, only when necessary, with the expenses being responsible by the Company (e.g., surveys on the remuneration of the Nomination and Remuneration Committees or management members and etc.).

### 7.3.4 Corporate Governance Committee

As of December 31, 2021, the Corporate Governance Committee consisted of the following three members.

Name	Position
1. Mr. Chatrapee Tantixalerm	Chairman of Corporate Governance Committee
2. Mr. Akarat Na Ranong	Director of Corporate Governance Committee
3. Mr. Kamol Ratanachai	Director of Corporate Governance Committee

### Appointment of Corporate Governance Committee

The Company's Board of Directors appoints the Corporate Governance Committee, consisting of at least three directors, two of whom are independent directors. (Note that at present, all three members of Corporate Governance Committee are independent directors).

The Board of Directors appoints any member of the Corporate Governance Committee as a chairman of the Committee. The Company's Board of Directors or the chairman of the Corporate Governance Committee are empowered to appoint one person or more than one person, as appropriate, to be a secretary or secretaries of the Corporate Governance Committee.

Duties and Responsibilities of the Corporate Governance Committee The Corporate Governance Committee holds the following duties and responsibilities.

1. Outline the Company's corporate governance policies, a code of conduct, an anti-corruption policy and a sustainability management policy to comply with related laws and propose them to the Board of Directors for approval for further operational practice at all employee levels.
2. Promote and support the Company's business operation to comply with the set corporate governance policies, the code of conduct, the anti-corruption policy and the sustainability management policy; and provide a guideline to direct the Company's operation toward compliance with all those set policies.
3. Evaluate and review the corporate governance policies, the code of conduct, anti-corruption policy and sustainability management policy, and evaluate the operation guideline in compliance with the associated laws at least once a year; and propose the review/valuation outcome as well as suggested amendments to the Board of Director to consider approving the proposed amendments.
4. Supervise and provide suggestions regarding corporate social responsibility (CSR) to ensure that the CSR operation is carried out in line with the set policy for sustainability management.

5. Review connected transactions or some transactions that may cause conflicts of interest in order to ensure that those transactions are in compliance with the regulations of the Stock Exchange of Thailand, and make sure that those transactions are justified and bring maximum beneficial to the Company.
6. Prepare the report of Audit Committee, which will be included in the Company's annual report; the report must be signed by the Chairman of the Audit Committee and states at least the following details:
7. Consider rewarding for good performance of the compliance unit.
8. Report the performance of the Corporate Governance Committee to the Board of Directors, and disclose the performance report in the Company's annual report.
9. Determine principles and an operation guideline as well as arrange ways to receive complaints; and summarize those complaints to the Board of Directors for further consideration.
10. Perform any other corporate governance-related duties as assigned by the directors.

Under the scope of responsibilities, the Corporate Governance Committee is empowered to determine principles, related operation guidelines under the scope of duties and responsibilities, and also to order the management, department heads or relevant employees to provide opinions, attend the meetings or submit necessary documents. In addition, under this scope of responsibilities, the Corporate Governance Committee is eligible to seek advice from external independent advisors or any experts in other professions, provided that such advice is necessary and appropriate, under the Company's expenses.

The Corporate Governance Committee holds direct responsibilities for directors, and the Committee is also responsible for all forms of procedure that the Company has done with third parties.

## 7.4 DETAILS OF THE MANAGEMENT

### 7.4.1 Names and positions of the management

As of March 10, 2022, the Company's management (according to the definition of "Management" as in the Announcement of by the Capital Market Advisory Board Tor Jor 23/2551), consisted of the following members:

Name	Position
Mr. Chayanont Ulit	Chief Executive Office
Mr. Neil Wayne <sup>/1</sup> Thompson	Deputy Chief Executive Officer
Mr. Chatchai Thaowongsa	Senior Vice President, Content Business
Mrs. Ladawan Khumsap	Head of Accounting and Finance
Mr. Chanintorn Ulit	Senior Vice President, Equipment Rental Service Business
Mr. Adtachai Kittiwattananukroh	Vice President, Accounting, Finance and Budget Department

Note

<sup>/1</sup> Mr. Neil Wayne Thompson was appointed as the Deputy Chief Executive Officer, effective on January 1, 2021.

### Duties and Responsibilities of the Chief Executive Officer

1. Manage the Company's normal business operation.
2. Carry on operation according to the Company's business policies, business plans, and business strategies, which have been approved by the Board of Directors.
3. Authorize or assign any individuals as deemed appropriate by the Chief Executive Officer to perform duties on behalf of the Chief Executive Officer in some necessary and appropriate matters under the Chief Executive Officer's supervision, all of which must be under the principles of laws and the Company's regulations.

4. Perform other duties as assigned by the Board of Directors and/or the Executive Committee on a case-by-case basis.
5. Proceed with and approve the employment or acceptances of projects or binding agreements in the Company's core business operation within a limit of 15,000,000 baht or equivalent per transaction. This credit limit must conform to the Company's regulation about approval authority, which is considered by the Board of Directors. The limit is subject to change as found appropriate by the Board of Directors.
6. Hold authority to issue, revise, increase, and adjust regulations, orders and rules regarding the Company's operation, e.g., employment, appointment, and removal of officers and employees as well as setting salaries and other employee benefits and welfares.

The abovementioned scope of authority assigned to the Chief Executive Officer must be under the laws, rules, and regulations related to the Company's business. In a case where the Chief Executive Officer or a connected person may enter into counter-parties benefits or may involve a conflict of interests (according to the Notifications of the Securities Exchange Commissions and/or the Capital Market Supervisory Board and/or the Stock Exchange of Thailand), the Chief Executive Officer shall have no authorities to approve such case. The Chief Executive Officer must propose this matter to the Executive Committee and/or the Board of Directors for further review or approval.

Furthermore, connected transactions or transactions relating to acquisitions or dispositions of the Company's or the subsidiaries' assets, whichever the case may be, according to the Notification of the Stock Exchange of Thailand, must be approved by the shareholders' meeting and/or any other actions as stated in that Notification in order to follow the rules of the Stock Exchange of Thailand in that case.

#### **Duties and Responsibilities of the Deputy Chief Executive Officer**

1. Operate and manage the Company's normal business operation.
2. Manage and operate the Company's business in accordance with policies, business plans, and business strategies, which have already been approved by the Board of Directors.
3. Authorize or assign any individuals as deemed appropriate by the Deputy Chief Executive Officer to perform duties on behalf of the Deputy Chief Executive Officer in some necessary and appropriate matters under the Deputy Chief Executive Officer's supervision and under the laws and the Company's regulations.
4. Perform other duties as assigned by the Board of Directors and/or the Executive Committee on a case-by-case basis.
5. Proceed with and approve the employment or acceptances of projects or binding agreements in the Company's core business operation within a limit of 7,000,000 baht or equivalent per transaction. This credit limit must conform to the Company's regulation about the approval authority, which is already reviewed by the Board of Directors. The limit is subject to change as found appropriate by the Board of Directors.
6. Hold authority to issue, revise, increase, and adjust regulations, orders and rules regarding the Company's operation, e.g., employment, appointment, and removal of officers and employees as well as setting salaries and other employee benefits and welfares.

### **7.4.2 Remuneration Policy for the directors and the management**

#### **Cash remuneration**

In 2021, the remuneration for directors was carefully determined by the meetings of the Nomination and Remuneration Committee. The decision about remuneration was based on the Company's business expansion, earnings growth as well as the scopes of directors' responsibilities and the amount was subject to approval from the Annual General Meeting.

The remuneration consisted of:

- 1) Monthly fixed fee;
- 2) Attendance fee calculated in accordance with the number of scheduled meeting attendances for the sub-committees;
- 3) Special gratuity, variable to the Company's earnings performance each year.

As for the directors' remuneration in 2021, the following amount of remuneration for directors was unanimously approved by the 2021 Annual General Meeting of Shareholders held on April 28, 2021.

#### Monthly fixed fee (per director)

##### Board of Directors

Chairman	60,000	baht
Director	30,000	baht

##### Sub-committees

Chairman	30,000	baht
Directors	20,000	baht

The members of the Nomination and Remuneration Committee did not receive monthly remuneration

#### Meeting attendance fee (per attendance)

##### Nomination and Remuneration Committee

Chairman	30,000	baht
Directors	20,000	baht

##### Corporate Governance Committee

Chairman	30,000	baht
Directors	20,000	baht

The Board of Directors and other sub-committees did not meeting attendance fee.

In 2021, the Company's sub-committees consisted of 1) Executive Committee; 2) Audit Committee, 3) Nomination and Remuneration Committee; and 4) Corporate Governance Committee. Any members of sub-committees, who are also members of the Company's Board of Directors, also receive remuneration for the position of director.

Moreover, the Company does not have a policy to offer other forms of benefits, apart from cash, to directors (excluding general benefits offered to general employees)



### 7.4.3 Remuneration for directors and the management

#### (a) Remuneration for directors and the management

In 2021, the remuneration of the directors the management consisted of monthly remuneration and meeting attendance fee, as follows.

#### Remuneration for Executive Committee and the management

Name	Position	Remuneration (baht)					
		BOD	Executive Committee	Corporate Governance Committee	Audit Committee	Nomination and Remuneration Committee	Total
1. Mr. Sansrit Yenbarmung	<ul style="list-style-type: none"> <li>Chairman of Board of Directors</li> <li>Chairman of Executive Committee</li> <li>Chairman of Nomination and Remuneration Committee</li> </ul>	720,000	360,000	-	-	60,000	1,140,000
2. Mr. Poomchai Wacharapong	<ul style="list-style-type: none"> <li>Director in BOD</li> <li>Executive Director</li> </ul>	360,000	240,000	-	-	-	600,000
3. Yaowalak Poolthong, PhD	<ul style="list-style-type: none"> <li>Director in BOD</li> <li>Executive Director</li> </ul>	360,000	240,000	-	-	-	600,000
4. Mr. Chayanont Ulit <sup>/1</sup>	<ul style="list-style-type: none"> <li>Director in BOD</li> <li>Executive Director</li> <li>Chief Executive Officer</li> </ul>	360,000	-	-	-	-	360,000
5. Mr. Neil Wayne Thompson <sup>/1</sup>	<ul style="list-style-type: none"> <li>Director in BOD</li> <li>Executive Director</li> <li>Deputy Chief Executive Officer</li> </ul>	360,000	-	-	-	-	360,000
6. Mr. Komkrit Sirirat	<ul style="list-style-type: none"> <li>Director in BOD</li> <li>Executive Director</li> </ul>	360,000	240,000	-	-	-	600,000
7. Mr. Chatchai Thaowongsa	<ul style="list-style-type: none"> <li>Senior Vice President of the content business</li> </ul>	-	-	-	-	-	-
8. Mrs. Ladawan Khumsap	<ul style="list-style-type: none"> <li>Head of Accounting and Finance</li> </ul>	-	-	-	-	-	-
9. Mr. Adtachai Kittiwattananukroh	<ul style="list-style-type: none"> <li>Director Accounting, Finance and Budget Department</li> </ul>	-	-	-	-	-	-
10. Mr. Chanintorn Ulit	<ul style="list-style-type: none"> <li>Senior Vice President of the equipment rental business</li> </ul>	-	-	-	-	-	-
Total		2,520,000	1,080,000	-	-	60,000	3,660,000

Note<sup>/1</sup> The Executive Directors who were the Company's management intended to refrain from receiving the remuneration for Executive Committee from January to December 2021.



## (b) Remuneration for the management

As for the cash remuneration of the Company's management (based on the definition given by the SEC and the SET, management includes the Chief Executive Office and top-four executives and the executives equivalent to the fourth executive rankings). In 2021, the Company and its subsidiaries paid remuneration in a form of salaries at the total amount of 13.02 million baht.

### Other benefits

#### a) Other benefits for the directors

The Company does not have the policy to offer other benefits to the directors, apart from the monthly fixed fee and the meeting attendance fee as mentioned above (excluding the benefits to general employees). However, the Company is responsible for expenses related to relevant trainings or similar programs organized by the Thai Institute of Directors and other relevant institutions, which are beneficial to directors' performance. The Company also provides insurance policies for the directors and the management for a coverage of 100 million baht, covering the responsibilities of the Company and the subsidiaries for the policy coverage of one year. The Company extends such insurance policy yearly. In 2021, the Company did not make any claims for such insurance.

#### b) Other benefits for the management

The Company established a provident fund and offered other benefits, such as contributions to the Social Security Fund, the health insurance allowance and life insurance premium and etc. for the management. In 2021, the Company's contributions to the provident fund and other benefits for the management stood at 1.52 million baht.

## 7.5 DETAILS ABOUT EMPLOYEES

In 2021, the Company and the subsidiaries recorded a total of 418 employees, with the total paid benefit packages amounting to 5.64 million baht, including salaries, overtime payment, bonuses, medical allowance, contributions to the provident fund, life insurance premium and health insurance premium and the contributions to the Social Security Fund. In addition, the subsidiaries paid similar benefits packages for their personnel in the amount of 63.56 million baht.

As of December 31, 2021	Headcounts (persons)
Studio Rental Service Business - The Studio Park	28
Equipment Rental Service Business	371
The Content business and the central office	19

### Significant labor disputes over the past three years

During 2019-2021, the Company did not encounter any labor disputes.

### Relation between the management and labor union (if any)

While no labor union has been established in the Company thus far, the Company's management emphasizes the significance of employees' welfares, so the Company offers them fair and appropriate benefits, which can be comparable in the industry. Not only do employees receive compulsory benefits and welfare as specified by the labor protection law and other relevant laws, but they are also offered additional benefits, such as health insurance, accident insurance, provident funds and etc.

## 7.6 OTHER IMPORTANT INFORMATION

### 7.6.1 Head of Accounting and Finance, Accountant Supervisor, Company's Secretary, Outsourced Internal Auditor

- Mrs. Ladawan Khumsap is the head of Accounting and Finance. She is a qualified person, as per the qualification stated by the SEC and the SET, i.e., passing continued accounting trainings of not less than six hours per calendar year. The trainings were about principles and standards of the existing accounting standards or new accounting standards, which are relevant to the Company's business or expected to impact the completion of the Company's financial statement.
- Mr. Adtachai Kittiwattananukroh is the director of Accounting and Budgeting Department. He supervises the accounting and he is qualified to be an accounting supervisor as per the qualifications stated by the SEC, the SET and conditions for the accounting as stated in the criteria of the Department of Business Development. He attended the trainings to develop his knowledge about accounting for not

less than six hours per calendar year as stated in the criteria of the Department of Business Development.

- The Board of Directors appointed Mr. Nanat Sonsa-ad, Director of the Legal and Secretariat Department, to be the Company Secretary, effective on February 1, 2020.
- The outsourced internal auditor was Ms. Wanida Kanchanasanthisak, License No. 527. JR Business Advisory Co., Ltd.

The details of the aforementioned persons are shown in Attachment 1 and Attachment 3.

### 7.6.2 Head of Investor Relation

- None -

### 7.6.3 Remuneration for Auditor

1. Audit fee

The Company and the subsidiaries pay the audit company, for which the Company's authorized auditor worked, in fiscal year 2021 at the total amount of 2,310,000 baht, with 850,000 baht being the audit fee.

2. Non-audit fee  
- None-



## 8. REPORT OF KEY CORPORATE GOVERNANCE PERFORMANCE

### 8.1 SUMMARY OF THE PERFORMANCE OF BOARD OF DIRECTORS IN THE PAST YEAR

The Company's Board of Directors realizes the roles and responsibility in directing overall operation, as well as monitoring management's performance. They perform their work with knowledge, expertise, transparency, caution, and accountability to bring maximum benefits to the Company and shareholders. In the past year, the Board of Directors performed duties as directors. For instance, they determined policies and strategies for the management, which can help enhance the Company's business such as organizational restructuring, determining marketing strategies, and outlining guidelines for internal control system, as well as risk management and etc.

#### 8.1.1 Selection, Development and Performance Appraisal of Directors

##### Independent directors

The Nomination and Remuneration Committee determined the criteria and regulation for selecting persons to be independent directors, based on qualifications according to the Public Limited Company Act, the Securities and Exchange Act, the notification of the SEC and the SET, the notifications of the Capital Market Advisory Board, as well as other related regulations. The Committee also considers other qualifications such as experience and knowledge. The Company has a policy to appoint independent directors at least one thirds of the total directors and not less than three persons

Qualifications of independent directors

1. Be appointed by the directors or shareholders' meetings
2. Be qualified under the Securities and Exchange law and regulations of the SET:
  - 1) Holding shares at not more than one percent of the total shares with the voting right in the parent company, the subsidiary, or a person with controlling power; including the shareholding of persons relating to such independent director;
  - 2) Having never been a director participating in management, an employee, a consultant with regular salary, or a person with power to control the Company, the parent company, the subsidiary, the affiliate, the subsidiary at the same level, a major shareholder, or a person with controlling power, except relieved from the aforesaid characteristics at not less than two years before the appointment to the position. However, the prohibited characteristics do not include independent directors who used to work as civil servants or advisors to any government bodies holding major shareholding or having controlling power;
  - 3) Not being a person of whole blood or registration as stated in the law, in the manner of being father or mother, spouse, brotherhood and offspring including spouse of the offspring of the management, other directors, major shareholders, persons with controlling power or persons to be proposed as the Company's directors or management or persons with controlling power on the Company or subsidiaries;
  - 4) Not having business relation with the Company, the parent company, the subsidiaries, the affiliates, the major shareholders or the persons with controlling power, in the manners that may obstruct the independent exercise of discretion; not

- having been a significant shareholder of the or a person with controlling power who has business relation with the Company, the parent company, the subsidiary, the major shareholder, or the person with controlling power, except relieved from the aforesaid characteristics for not less than two years;
- 5) Not being or having been an auditor of the Company, the subsidiaries, the affiliates, a major shareholder or a person with controlling power; not being a significant shareholder, an authorized person or partner of auditing offices whose auditors work for the Company, the subsidiary, the affiliates, a major shareholder or a person with controlling power in the Company, except relieved from such characteristic at not less than two years before the date of submitting the request for the permission from the SEC and the SET;
  - 6) Not being or having been a professional provider of legal consulting or financial consulting services, who received the service fee exceeding two million baht per annum from the Company, the parent company, the subsidiaries, the affiliate, the major shareholders or a person with controlling power on the Company; not being a significant shareholder, a person with controlling power or a partner of the professional provider, except relieved from such characteristic not less than two years before the date of submitting the request for the permission from the office;
  - 7) Not being a director appointed to be a representative of a director of the major shareholders' companies or a major shareholder who has a relation to the major shareholder;
  - 8) Not operating similar business or involving in significant business competition to the Company or the subsidiary; not being a significant partner in a partnership company or not being a management director, an employee, an advisor who receive regular salaries; or not holding shares of over one

percent of the total shares with the voting right in other companies that operate business similar to or competing with the business of the Company or the subsidiary;

- 9) Not possessing other characteristics that will hinder independent opinions about the Company's operation;
- 10) Being generally trusted or accepted;
- 11) Being able to devote sufficient time to perform the duty as a director.

Independent directors are assigned by the Company's Board of Directors in operating the businesses of the Company, the parent company, the subsidiaries, the affiliates, the affiliate at the same levels, the shareholders the persons with controlling power. The can make collective decision.

In case of appointing a person to be an independent director but he/she has business relations or hold professional services with the value over the set amount in Item 4 or 6, the Board of Directors may give some exemptions, if they view that the appointment of such person will not have any impact on operation nor hinder independent opinions. The following details shall be disclosed in the invitation letters to an AGM in the agenda about appointment of independent directors.

- 1) Business relations or professional services that may make the person disqualified as stated by the regulations
- 2) Reasons and necessity for appointment of such person to be an independent director
- 3) Opinions of the Board of Directors about appointment of such person as an independent director

### **Nomination of directors and top management**

The Nomination and Remuneration Committee outlines the principles and policies to select the Company's directors and propose to the Board of Directors/ AGM. Nominated persons must possess qualifications under the Public Company Limited Act B.E. 2535, the Securities and Exchange Act, and the Notifications of the SET and the SEC, the Capital Market Advisory Board and/or other related regulations.

Moreover, the Nomination and Remuneration Committee selects directors based on their expertise and knowledge and etc. Under the Company's regulations, there must be five directors and not less than half of them must reside in the Kingdom. Directors are to be elected by majority voting in an AGM as the following details:

1. Each shareholder shall have one vote per share held.
2. Each shareholder shall cast all of his/her votes in (1) for one or more candidates, but shall not divide his/her voting rights amongst the candidates.
3. The candidates elected to fill up the vacant positions in the Board of Directors shall be selected in order of the number of votes received. In case where there is a tie amongst candidates, the chairman of the meeting shall cast the deciding vote.

In every AGM, one-third of directors have to leave the position. In case the number of directors cannot be divided into three parts, the number of directors closest to the one-third portion shall leave the position. In case there are many directors holding the same terms and the number of these directors is higher than the number of directors supposed to leave, the ones to leave shall be decided by lucky draws. A leaving director can be re-elected in the next term. In addition to completing the term, directors can be out of the position upon death, resignation, disqualification or possessing any unlawful qualifications or they are ordered to leave by the AGM's resolution or a court order.

Furthermore, directors are prohibited from operating the same business as the Company or competing with the Company or being partners in ordinary partnership or partners with unlimited responsibility in ordinary partnership or being directors in other corporate with similar business either for his/her own benefits or other parties' benefits; except that such directors report these details to the shareholders in the AGM before appointment of the directors.

### 8.1.2 Meeting attendance and rewards for attending directors

In 2013, the Company established the Nomination and Remuneration Committee. The Committee determined the remuneration for the directors and management in 2020, taking into account the business size, the scopes of their responsibilities and the Company's business growth, and propose the amount of remuneration to the Board of Directors' approval. The remuneration of the Board of Directors must be approved by the shareholders' meeting while that for sub-committees require approval from the Committee first before submitting to the shareholders' meetings. The remuneration of directors in the BOD and the sub-committee must be approved by the AGM (details about the remuneration of directors and management are disclosed in the Management Section). Meanwhile, the Company imposed the code of conduct or code of ethical business, which will be a guideline for all directors and employees to understand and follow in order to create corporate value. According to this code, directors, management, and all employees are encouraged to treat all stakeholders and society with transparency and fairness, and they are given freedom to perform duties to their work and society. Moreover, responsible persons are assigned to monitor operation and regularly adjust the code of conduct, as well as provide trainings for all employees to understand. In addition, public relation material or documents are also provided regularly and consistently.



Details of directors' meeting in 2021 are as follows:

Name	Position	Attendance / number of the total meetings (Time)				
		Board of Directors	Executive Committee	Corporate Governance Committee	Audit Committee	Nomination and Remuneration Committee
1. Mr. Sansrit Yenbamrung	<ul style="list-style-type: none"> <li>Chairman of Board of Directors</li> <li>Chairman of Executive Committee</li> <li>Chairman of Nomination and Remuneration Committee</li> </ul>	13/13	12/12	-	-	2/2
2. Mr. Akarat Na Ranong	<ul style="list-style-type: none"> <li>Independent director</li> <li>Member of Corporate Governance Committee</li> <li>Chairman of Audit Committee</li> </ul>	13/13	-	6/6	9/9	-
3. Mr. Chatrapee Tantixalerm	<ul style="list-style-type: none"> <li>Independent director</li> <li>Member of Audit Committee</li> <li>Member of Remuneration Committee</li> <li>Chairman of Corporate Governance Committee</li> </ul>	13/13	-	6/6	9/9	2/2
4. Mr. Kamol Ratanachai	<ul style="list-style-type: none"> <li>Independent director</li> <li>Member of Corporate Governance Committee</li> <li>Member of Audit Committee</li> <li>Member of Nomination and Remuneration Committee</li> </ul>	13/13	-	6/6	9/9	2/2
5. Mr. Poomchai Wacharapong	<ul style="list-style-type: none"> <li>Director</li> <li>Member of Executive Committee</li> </ul>	12/13	12/12	-	-	-
6. Yaowalak Poolthong , Ph.D	<ul style="list-style-type: none"> <li>Director</li> <li>Member of Executive Committee</li> </ul>	13/13	12/12	-	-	-
7. Mr. Chayanont Ulit	<ul style="list-style-type: none"> <li>Director</li> <li>Member of Executive Committee</li> <li>Chief Executive Officer</li> </ul>	13/13	12/12	-	-	-
8. Mr. Neil Wayne Thompson	<ul style="list-style-type: none"> <li>Director</li> <li>Member of Executive Committee</li> <li>Deputy Chief Executive Officer</li> </ul>	12/13	11/12	-	-	-
9. Mr. Komkrit Sirirat	<ul style="list-style-type: none"> <li>Director</li> <li>Member of Executive Committee</li> </ul>	13/13	11/12	-	-	-

In 2021, the remuneration of the directors of the Company and the Subsidiaries are as follows:

Name	Position	Remuneration (Baht)					
		Board of Directors	Executive Committee	Corporate Governance Committee	Audit Committee	Nomination and Remuneration Committee	Total
Mr. Sansrit Yenbamrung	<ul style="list-style-type: none"> <li>Chairman of Board of Directors</li> <li>Chairman of Executive Committee</li> <li>Chairman of Nomination and Remuneration Committee</li> </ul>	720,000	360,000	-	-	60,000	1,140,000
Mr. Akarat Na Ranong	<ul style="list-style-type: none"> <li>Independent director</li> <li>Member of Corporate Governance Committee</li> <li>Chairman of Audit Committee</li> </ul>	360,000	-	120,000	360,000	-	840,000
Mr. Chatrapee Tantixalerm	<ul style="list-style-type: none"> <li>Independent director</li> <li>Member of Audit Committee</li> <li>Member of Remuneration Committee</li> <li>Chairman of Corporate Governance Committee</li> </ul>	360,000	-	180,000	240,000	40,000	820,000
Mr. Kamol Ratanachai	<ul style="list-style-type: none"> <li>Independent director</li> <li>Member of Corporate Governance Committee</li> <li>Member of Audit Committee</li> <li>Member of Nomination and Remuneration Committee</li> </ul>	360,000	-	120,000	240,000	40,000	760,000
Mr.Poomchai Wacharapong	<ul style="list-style-type: none"> <li>Director</li> <li>Member of Executive Committee</li> </ul>	360,000	240,000	-	-	-	600,000
Yaowalak Poolthong, Ph.D	<ul style="list-style-type: none"> <li>Director</li> <li>Member of Executive Committee</li> </ul>	360,000	240,000	-	-	-	600,000
Mr. Chayanont Ulit <sup>/1</sup>	<ul style="list-style-type: none"> <li>Director</li> <li>Member of Executive Committee</li> <li>CEO</li> </ul>	360,000	-	-	-	-	360,000
Mr.Neil Wayne Thompson <sup>/1</sup>	<ul style="list-style-type: none"> <li>Director</li> <li>Member of Executive Committee</li> <li>Deputy CEO</li> </ul>	360,000	-	-	-	-	360,000
Mr.Komkrit Sirirat	<ul style="list-style-type: none"> <li>Director</li> <li>Member of Executive Committee</li> </ul>	360,000	240,000	-	-	-	600,000
Total		3,600,000	1,080,000	420,000	840,000	140,000	6,080,000

Note

<sup>/1</sup> The Executive Directors who were the Company's management intended to refrain from receiving the remuneration for Executive Committee from January to December 2021

### 8.1.3 Corporate Governance of subsidiaries and affiliates

Matching Maximize Solution Public Company Limited emphasizes the importance of management of the companies under the group. Therefore, the Company nominates directors or management to be directors of other firms under the umbrella to ensure that all firms under the umbrella following the same set policies and business operation guidance and that their management and internal control go in line with the Company's policies. This is aimed at bringing the highest benefits and create added value to all stakeholders. Directors of all firms under the group report their performance to the Company's Board of Directors and follow the guidelines for disclosure of information as announced by the Company. Moreover, the Company also has the internal control unit and the system development to review the internal control operation, and report the result to the management and the Audit Committee to ensure that the governance mechanism goes well in line with the guidelines determined by the Board of Directors.

In 2014, the Company jointly invested with four business partners to establish Transformation Films Company Limited to produce Thai feature films and release the films through a number of distribution channels. At present, the Company holds 250,000 shares in this joint venture, out of the total 2,450,000 shares, accounting for 10.2041%. There are seven directors, consisting of two directors from each partner, except one director who is the representative of the Company (appointed by the Board of Directors' meeting). Directors are responsible for management of the joint venture. In each meeting, two-thirds of the directors are required to be present in the meeting. In each meeting, the presence of at least one representative from all four partners is compulsory. The meeting resolution shall be done determined by the majority voting from the present directors.

### 8.1.4 Control of operation to ensure compliance with corporate governance policies

For the assessment of performance in compliance with the policy to prevent conflicts of interest, the Company's operation regarding the prevention conflicts of interest is as follows:

In 2021, the Company established the "operation guideline to prevent conflict of interest" for all management and directors to follow so that they can avoid any actions that may lead to conflicts of interest; any occasions that they may take some opportunities or information received from the management and employees to seek their personal benefits, and separate business operation to compete with the competitors. All review process and disclosure of stakeholding matters as well as any connected transactions or transactions that may lead to conflicts of interest must comply with the relevant laws and regulations announced by the SET. Connected persons are required to report details of connected transactions to be reviewed to the Company and they shall not be allowed to take part in decision making or approval such connected transactions. In approving such connected transactions, approvers must take account of the pricing and terms and conditions similar to other transactions done with third parties. In case of suspicious transactions or under the situation that may lead to conflicts of interest, written reports of such transactions shall be made to disclose the details to supervisors based on the chain of command. The reports are required to be submitted to the Company's Secretary, the internal control unit and the system development unit immediately before entering the review procedure whether or not such transactions involve entail conflicts of interest in the group.

The management and supervisors are required to ensure that all employees under their supervisory strictly follow the aforementioned operation guideline as well as other relevant regulations. In case any violation actions are found, further investigation and review of disciplinary punishment shall be proceeded.

#### **Assessment of performance in compliance with the policies to control the use of insider information**

The Company imposes the policy to control internal information and prevent all employees from disclosing it to external parties or using such information for their own benefits. There is sufficient and appropriate procedure to control the use of insider information and there is a written guideline for control and protection of the internal information. This guideline is communicated to all personnel to follow. The Company prohibits any persons related to internal information from trading the Company's securities within one month before the Company's financial information is disclosed. Furthermore, directors and management (as defined by the SEC) are required to report all details of their holding of securities or the changes of their securities holding in Board of Directors' meetings.

#### **Assessment of performance in compliance with the anti-fraud and corruption policy**

The Company has announced the following guidelines:

- 1) The Company arranges regular revision of anti-fraud and corruption policy and operation guidelines (at least once a year), taking into account of new laws, risk management and changing circumstances. In addition, the Corporate Governance Committee is also assigned to review the sufficiency and effectiveness of the anti-fraud and corruption measures and report the review result to the Board of Directors.
- 2) The internal control unit regularly inspects all operation processes and immediately report any unusual issues detached to ensure that the internal control system is effective enough to prevent corruption. The inspection result shall be further discussed to seek appropriate solutions and the entire outcome is subsequently submitted to the Chief Executive Office, the Corporate Governance Committee and the Audit Committee.
- 3) The performance in compliance with the anti-corruption policy is reported to the Board of Directors regularly at least once quarterly.



## 8.2 REPORT OF PERFORMANCE OF AUDIT COMMITTEE IN THE PAST YEAR

### The Audit Committee Report in 2021 is as follows:

The Audit Committee of Matching Maximize Solution Public Company Limited, appointed by the Company's Board of Directors, consists of three independent directors. The scope of responsibilities of the Audit Committee, based on the charter of the Audit Committee, is in compliance with the regulations of the Stock Exchange of Thailand

During the year 2021, the Audit Committee convened a total of nine meetings, attended by the authorized auditor, the Company's management and the internal auditor. One meeting was attended by the members of the Audit Committee and the authorized auditor alone, without the presence of the Company's management. The following key issues were reviewed in the meetings:

#### 1. Good Corporate Governance

The Audit Committee reviewed and examined whether Company's business operation was in compliance with the good corporate governance principles by meeting with the Company's management and the internal auditor to acknowledge the corporate governance guidelines as well as create the same awareness and understanding among the directors, the management, and the employees to ensure they followed the set policies. In 2021, the Company reviewed the corporate governance principles and the code of conduct to ensure they related to the anti-corruption policies. The Company announced the intention to become a member of the Thai Private Sector Collective Action against Corruption (CAC) and was accredited as an anti-corruption company by the CAC. The Company is confident that the management under the good corporate governance principles will help enhance the organization's competitiveness and this will be a key factor enabling the Company to create trust, add business value, and achieve our business goals in on a sustainable basis.

#### 2. Review of Financial Information

The Audit Committee reviewed the interim financial information and the annual financial information of the Company and the subsidiaries to ensure that such financial information was completed in compliance with general accounting standards, and that the information was appropriately and adequately disclosed. The results of the review/audit of the financial information were appropriately and adequately disclosed in the meetings attended by the management, the internal auditor, and the authorized auditor. In the meetings, some observed matters, as well as suggestions based on the review/audit report, the auditing plans and guideline and the independence of the authorized auditor were discussed. After being reviewed by Audit Committee, the report was then presented to the Company's directors for approval or proposal for the shareholders' approval whatever the case may be.

#### 3. Internal control, risk management and internal audit

The Audit Committee reviewed the Company's internal control, risk management, and internal audit operation in order to evaluate the efficiency and effectiveness. The Audit Committee arranged meetings with the internal auditor (JR Business Advisory Co., Ltd.) to review the annual internal audit plan. It was suggested that the plan should be adjusted to match the anti-corruption policies to support the application for membership of CAC as well as other external circumstances, such as the COVID-19 pandemic situation. JR Business Advisory Co., Ltd is an independent external agency, who performs as an internal audit unit. The firm performed its function based on the Company's annual audit plan and the budget approved by the Audit Committee. The audit results as well as the results of the follow-up observation of the progress on improvement of the internal audit system, based on the audit review, were reported. The Company's management was invited to provide information about the adequacy of the Company's internal control operation, the risk management, and the improvement based on the audit review. The Audit Committee made comments and provided additional suggestions for improvement of the



internal control operation to prevent operational risks and ensure that the Company's internal control mechanism, risk management, and audit system were appropriate and sufficient under the existing business circumstances.

#### **4. Compliance with relevant laws and policies set forth by the Board of Directors**

The Audit Committee examined whether the Company followed relevant laws and policies set forth by the Board of Directors through the internal audit process conducted by the Company's internal auditor and the authorized auditor. The Audit Committee arranged meetings with the Company's management, the authorized auditor, and the internal auditor to ensure that all involved parties were aware of the relevant laws and the policies set by the Company's Board of Directors. The Audit Committee also provided additional suggestions for the Company to enhance the efficiency and effectiveness of corporate governance, which would lead to consistent development.

#### **5. Review of connected transactions or transactions that may lead to conflicts of interest**

The Audit Committee reviewed connected transactions or transactions that may lead to conflicts of interests; the review was done by the internal auditor and the authorized auditor. The Audit Committee arranged meetings with the management in order to ensure that certain connected transactions were justified and that the information was disclosed, based on the appropriate and adequate framework designed to prevent possible conflicts of interests.

#### **6. Nomination of the authorized auditor and consideration of annual audit fee**

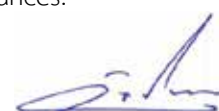
The Audit Committee considered selecting and nominating an authorized auditor and determining the amount of annual audit fee, taking into account the independence, qualifications and experience of the authorized auditor. In addition, the Audit Committee, together with the management, also appraised the performance and quality of the authorized auditor in the previous fiscal year.

The Audit Committee agreed to suggest that the Board of Directors propose to the shareholders' meeting to appoint PricewaterhouseCoopers ABAS Ltd. as the Company's authorized auditor for the fiscal year of 2021.

#### **7. Report of the performance of the Audit Committee to the Board of Directors**

The Audit Committee submitted nine reports of its performances, based on the scope of duties and responsibilities, to the Board of Directors. In addition, the Audit Committee also provided additional comments from observation and suggestions as well as further opinions that would benefit the Company's management and administration, which should be a mechanism to boost confidence among shareholders, investors, and all stakeholders of the Company.

The Audit Committee performed the duties independently under the scope of its responsibilities and continued to emphasize the significance of the good corporate governance, internal control, and internal audit. For the year 2021, the Audit Committee opined that the Company and the subsidiaries had effective internal control system, which was adequate and appropriate to the Company's business operation. The Committee did not find any defects with the Company's internal control system, which would have significant impacts on the accuracy and reliability of the Company's financial reports. In addition, the authorized auditor and internal auditor were found to have worked independently. Finally, the Company's corporate governance and internal control system were found sufficient and appropriate under the current business circumstances.



(Mr. Akarat Na Ranong)  
Chairman of Audit Committee

### 8.2.1 The number of the meetings and attendance of each member of the Audit Committee

Name	Position	Number of Audit Committee Meetings in 2021		
		Number of Attendance	Total Meeting	Portion (%)
1. Mr. Akarat Na Ranong	Chairman of Audit Committee	9	9	100
2. Mr. Chatrapee Tantixalerm	Member of Audit Committee	9	9	100
3. Mr. Kamol Ratanachai	Member of Audit Committee	9	9	100

### 8.2.2 Clarification of the performance of the Audit Committee

#### Audit Committee

During the year 2021, the Audit Committee convened a total of nine meetings to monitor the Company's operation, review the internal control and internal audit, as well as assess the effectiveness and efficiency of the internal control unit. In 2021, the Company's operation are as follows:

#### 1. Good Corporate Governance

The Audit Committee reviewed and examined whether Company's business operation was in compliance with good corporate governance principles by meeting with the Company's management and the internal audit to acknowledge the corporate governance guidelines, as well as create the same understanding among the directors, the management, and the employees to ensure they followed the set corporate governance policies. In 2021, the Company reviewed the corporate governance principles and the code of conduct to outline operation plans to be in accordance with anti-corruption policies. The Company declared to join the Thai Private Sector Collective Action against Corruption (CAC) and received the accreditation from CAC. The Company is confident that the Company's internal operation is under good corporate governance principles which should be able to enhance the competitiveness, and this is key factor that can create trust and additional business value to the Company on a sustainable basis.

#### 2. Review of Financial Information

The Audit Committee reviewed the interim financial information and the annual financial information of the Company and the subsidiaries to ensure that such financial information was completed in compliance with general accounting standards. The results of the review/audit of the financial information were appropriately and adequately disclosed in the meetings attended by the management, the internal auditor, and the authorized auditor. In the meetings, some observed matters, as well as suggestions based on the review/audit report, the auditing plans and guideline, and the independence of the authorized auditor were discussed. After being reviewed by Audit Committee, the report was then presented to the Board of Directors for approval or proposal for the shareholders' approval whatever the case may be.

#### 3. Internal control and internal audit

The Audit Committee reviewed the Company's internal control and internal audit operation in order to evaluate the efficiency and effectiveness of the internal audit department. The Committee arranged meeting with the internal audit (JR Business Advisory Co., Ltd) to review the annual internal audit plans. It was proposed that the plans should be adjusted to make it in line with the anti-corruption policies along with the plan for request of CAC accreditation to match the ongoing external risks, such as COVID-19 pandemic. The internal auditor from JR Business Advisory Co., Ltd. is an independent external auditor, who carried out

internal audit works and follow the annual audit plans under the budgets approved by the Audit Committee. The audit results as well as the results of the follow-up observation of the progress on improvement of the internal audit system, based on the audit review, were reported. The Company's management was invited to provide information about the adequacy of the Company's internal control operation and the improvement based on the audit review. The Audit Committee made comments and provided additional suggestions for improvement of the internal control system to prevent operational risks, and ensure that the mechanism of the Company's internal control and audit system were appropriate and sufficient under the current circumstance and the nature of business.

#### **4. Compliance with relevant laws and policies set forth by the Board of Directors**

The Audit Committee examined whether the Company followed relevant laws and policies set forth by the Board of Directors through the internal audit process of the Company's internal auditor and the authorized auditor. The Audit Committee arranged meetings with the Company's management, the authorized auditor, and the internal auditor to ensure that all involved parties were aware of the relevant laws and the policies set by the Company's Board of Directors. The Audit Committee also provided additional suggestions for the Company to enhance the efficiency and effectiveness of corporate governance, which would lead to consistent development.

#### **5. Review of connected transactions or transactions that may lead to conflicts of interests**

The Audit Committee reviewed connected transactions or transactions that may lead to conflicts of interests; the review was done by the internal auditor and the authorized auditor. The Audit Committee arranged meetings with the management in order to ensure that certain connected transactions were justified and the information about such matter was disclosed under the appropriate and adequate measures to prevent possible conflicts of interests.

#### **6. Nomination of the authorized auditor and determination of annual audit fee**

The Audit Committee considered selecting and nominating an authorized auditor and determining the amount of annual audit fee, taking into account the independence, qualifications and experience of the authorized auditor. In addition, the Audit Committee, together with the management, also appraised the performance of the authorized auditor in the previous fiscal year.

The Audit Committee agreed to suggest that the Board of Directors propose to the shareholders' meeting to appoint PricewaterhouseCoopers ABAS Ltd. as the Company's authorized auditor for the fiscal year of 2022.

#### **7. Report of the performance of the Audit Committee to the Board of Directors**

The Audit Committee submitted nine reports of the performances, based on the scope of duties and responsibilities to the Board of Directors. In addition, the Audit Committee made additional observation and suggestions, as well as expressed opinions that would benefit the Company's management and administration which should be a mechanism to boost confidence among shareholders, investors, and all stakeholders of the Company.

The Audit Committee performed work independently under the scope of their duties and responsibilities and they continued to emphasize the corporate government as well as internal control. In 2021, the Audit Committee opined that the Company and its subsidiaries had effective internal control system was adequate and appropriate to the Company's business operation. The Committee did not find any defects with the Company's internal control system, which would have significant impacts on the accuracy and reliability of the Company's financial reports. The authorized auditor and internal auditor performed duties independently. Finally, the Company's corporate governance and internal control system were found sufficient and appropriate under the current business circumstances.

## 8.3 SUMMARY OF THE PERFORMANCE OF OTHER SUB-COMMITTEES

### 8.3.1 The number of the meetings and attendance of each member of the sub-committees

#### Corporate Governance Committee

Name	Position	Number of Corporate Governance Committee Meetings in 2021		
		Number of Attendance	Total Meeting	Portion (%)
1. Mr. Chatrapee Tantixalerm	Chairman of Corporate Governance Committee	6	6	100
2. Mr. Akarat Na Ranong	Member of Corporate Governance Committee	6	6	100
3. Mr. Kamol Ratanachai	Member of Corporate Governance Committee	6	6	100

#### Nomination and Remuneration Committee

Name	Position	Number of Nomination and Remuneration Committee Meetings in 2021		
		Number of Attendance	Total Meetings	Portion (%)
1. Mr. Sansrit Yenbamrung	Chairman of Nomination and Remuneration Committee	2	2	100
2. Mr. Chatrapee Tantixalerm	Member of Nomination and Remuneration Committee	2	2	100
3. Mr. Kamol Ratanachai	Member of Nomination and Remuneration Committee	2	2	100



## 8.3.2 Performance of the sub-committees on the duties

### Performance of the Corporate Governance Committee

#### Corporate Governance Committee Report

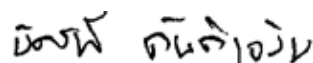
Matching Maximize Solution Public Company Limited (The Company) completely emphasizes the good corporate governance to support the Board of Directors' operation for matters relating to the corporate governance as well as promote and develop the Company's corporate governance-related operation. The Board of Directors follows the Code of Best Practices and ensures that the Company's business is strictly operated under the supervisory and regulations of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission of Thailand (SEC).

The Corporate Governance Committee consists of three independent directors, who perform duties as assigned by the Board of Directors under the scope of duties and responsibilities as stated in the Charter of the Corporate Governance Committee. In addition, the Corporate Governance Committee also has a duty to ensure that the Company's operation conforms to the good corporate governance guidelines.

In 2021, the Corporate Governance Committee convened six meetings to follow up the Company's operation and ensure it conformed to the good corporate governance policies. In addition, the Committee also ensured the development of anti-corruption culture in the organization and participation in anti-corruption affairs at the national level after creating understanding among the management concerning the operation procedure relating to the application for the accreditation by the Collective Action Coalition (CAC).

- 1) Reviewed the Company's corporate governance policies and the Charter of Corporate Governance Committee, and propose them for the Board of Directors' approval.
- 2) Arranged the regulations or operation guidelines in accordance with to the CAC's anti-corruption guidelines.
- 3) Arranged a course and training about anti-corruption operation in order to communicate the set policies and operation guidelines to directors, management and employees, with all participants being asked to sign their names after the training.
- 4) Sent letters to announce the Company's participation with the CAC and invite partners and customers to acknowledge it. The Company's online channel was arranged to educate people and contact channels to reach the Corporate Governance Committee were provided for blow whistling, both verbally and online.
- 5) Arranged a channel for blow whistling or lodging complaints through the Company's website; but no blow whistling or complaints were reported during the year.
- 6) In September 2021, the Company submitted the application for the accreditation as an anti-corruption appliance with the CAC to the Thai Institute of Directors and received the accreditation by the CAC on September 30, 2021.

The Corporate Governance Committee recognizes the significance of the corporate governance and ensures that the Company's operation conforms to the corporate governance policy and code of best practices. The Committee ensures that corporate governance policies are communicated and understood within the organization. In addition, the Committee always sees that the corporate governance operation is consistently performed within the organization in order to ensure the Company's effective business operation for maximum benefits to the Company and all stakeholders.



(Mr. Chatrapee Tantixalerm)

Chairman of the Corporate Governance Committee



## Performance of Nomination and Remuneration Committee

### The Nomination and Remuneration Committee Report

The Nomination and Remuneration Committee of Matching Maximize Solution Plc. consists of three members, namely: 1) Mr Sansrit Yenbamrung as the chairman; 2) Mr. Chatrapee Tantixalerm as a director, and 3) Mr. Kamol Ratanachai as a director. The committee performed duties as under the scope of responsibilities as assigned by the Board of Directors. Their duties include select and nominate qualified persons to be directors and determine remuneration and other benefits for directors and the management before submitting the proposals concerning such matters to the Board of Directors or the shareholders' meetings, whichever the case may be.

In 2021, the Nomination and Remuneration Committee arranged two meetings as planned. All members attended both meetings and meeting reports were consistently made to the Board of Directors. Key actions taken are summarized below.

1. Considered selecting qualified persons for the management positions.
2. Considered annual remuneration and meeting attendance allowance for the directors for the year 2021.
3. Considered the annual salary raises for the year 2022 of the Company's employees and management.

The Nomination and Remuneration Committee performed complete duties as indicated in the scope of duties and responsibilities of the committee. The committee selected qualified persons and determine remuneration carefully, based on comparative information of peers in the industry and in accordance with performance, ongoing economic conditions, assigned duties and responsibilities in order to create confidence among all stakeholders that the Company's Nomination and Remuneration Committee perform duties appropriately and fairly.



(Mr. Sansrit Yenbamrung)  
Chairman of the Nomination  
and Remuneration Committee

## Good Corporate Governance

The Company's Board of Directors realizes and strongly believes that good corporate governance principle will be a main factor to add values and enhance its competitiveness. The Company has studied and began to implement a new set of corporate government policies or Corporate Governance Code (CG Code) as a framework for our corporate governance practice in order enhance our corporate governance standard to meet the expectations of the business sector, investors, the capital market, and the overall society. Hence, the Company reviews and always updates our existing corporate governance principle to complete a guideline for good corporate governance guidance or the new Corporate Governance Code, which covers eight principle aspects.

1. Board of Directors, the management, and employees shall follow the good corporate governance principle with clear understanding.
2. Board of Directors, management, and employees shall adhere fairness and treat stakeholders with equality and perform duties with faithfully, honesty and transparency and their full potential to bring benefits to the Company; their performance shall be able be examined so as to create sustainable corporate value.

The Company's good corporate governance principles referred as the operation guideline for the Board of Directors, the management and the employees are discussed below:

### 1. Establish Clear Leadership Role and Responsibilities of the Board

The Company's directors shall possess skills, knowledge, abilities and extensive experience so that they can utilize their knowledge, skills, abilities and common senses to determine visions, missions, strategies, directions, policies, and objectives of the Company. The directors also monitor performance and ensure that objectives are achieved and perform duties in accordance with policies, regulations and related laws and requirements. They manage risks to ensure that the risks are at the acceptable level under the laws, objectives and shareholders' meeting

resolutions. They shall perform duties with honesty and caution, taking account of the biggest benefits to the Company. They should also be responsible for shareholders and all stakeholders. Additionally, they should work effectively, efficiently, transparently, with their performance being able to be securitized.

In addition to the operating performance, the directors should emphasize impacts of social issues as well as environmental and ethical issues. Morals and ethical should be promoted. The Company strictly performed operation with transparency, honesty, and fairness; it thus announced the code of ethical business of the code of conduct as standard operation guidelines for directors, management, and employees. This Code is clear enough to prevent wrongdoing or any actions that may damage images and the code also reflects the Company's desire to have everyone strictly follow the laws and the Company's policies and value. The Company announces its code of ethical business on the website [www.matchinggroup.com](http://www.matchinggroup.com) as a practical guideline for all employees to perform with efficiency.

### 2. Define Objective that Promote Sustainable Value Creation

The directors are responsible for determining, considering and approving key matters linked to the Company's operation, e.g., vision, missions, objectives, strategies and possible risks. The directors shall take into account creation of value for the Company, clients, shareholders, stakeholders and the society as a whole.

## Business Philosophy

To achieve sustainable growth and properly increase values for the stakeholders while taking into account relevant environmental aspects and providing benefits to the society as a whole, the Company set the business philosophy with the aims to:

- 1) Enhance the competitiveness as a market leader in services related to content and commercials production.
- 2) Become an excellent organization with the working teams committed to creation of new things, based on the confidence among one

another; the operational standard is set for the management and employees at all levels. Details of which are as follows:

- Focus on maximizing benefits for the Company in the long term in order to maximize value to shareholders;
- Adhere fair treatment to both shareholders and stakeholders;
- Prevent conflicts of interest;
- Manage business with carefulness, caution and responsibility;
- Perform duties with transparent operation that can be scrutinized;
- Ensure that the Company's internal control and internal audit systems are up to standard, reliable and efficient;
- Set the code of ethical business or code of conduct for directors and employees to follow.

The Board of Directors oversees the Company's annual plan and strategies, ensuring that they accord the main goal of the Company, taking into account the potential, relevant factors, ongoing circumstances, opportunities and acceptable risks. This is evidenced by the Company's investment in filming equipment, of which the technology can change rapidly, along with the fact that clients tend to choose an operator who can provide new equipment. Hence, the Company has continued to invest in new equipment to meet client's demand. Moreover, the Company has continued to enhance the personnel's potential and skill to invent some special equipment with special technique in order to provide technical support for the clients. Furthermore, regular trainings are provided for personnel, so that they possess extensive expertise and skills in using equipment to facilitate our clients.

The Company's business plans and strategies have been regularly reviewed to be prepared for potential changes. The Company has completed long-term business plans to ensure that we operate business in the right direction based on the long-term business plan and strategies. Therefore, the Company somewhat anticipate some possible events in future.

To communicate the Company's vision, mission or major business goal to employees and external parties, the Company publishes vision, mission, business overview, and business goals on the Company's website.

### 3. Strengthen Board Effectiveness

The Company's Board of Directors consists of nine directors, who serve each service term of three years. Two of them are management members, while seven do not involve in the management. Out of the total directors, three of them are qualified as independent directors, according to the Securities Exchange Commission (SEC)'s requirement that a SET-listed company must have independent directors at the number equivalent to or more than one-third of the total directors.

The Board of Directors acts as the representatives of the shareholders and oversees the Company's overall management. They shall lead and take part in determining the Company's targets, directions, policies, operation plans and budget. The Board of Directors should honestly make sure that the Company's business is operated in accordance with the laws, Company's objectives and related regulations, as well as the resolutions of the shareholder meetings in order to maintain the benefits of the shareholders, with other stakeholders also being taken into account. Likewise, the Board of Directors monitors the management's operation performance to ensure that the established policy is achieved efficiently and effectively to maximize corporate value as well as lead to the highest stability for the shareholders. The Board of Directors arranges the internal control system and the risk management system and closely follows the operation of these units on a regular basis.

Moreover, the Board of Directors also establishes the Executive Committee, who oversees the management's operation performance, ensuring that the management's operation is carried out in compliance with the set management policies. The scope of authority and duties of the Executive Committee is determined by the Board of Director and they are authorized to approve the investment

worth not more than 20 million baht. Meanwhile, the Chief Executive Officer is authorized to approve the investment worth no more than 15 million baht. In addition, the Company's Board of Directors appoints the Audit Committee to strengthen the Company's internal control system and ensure sufficient and appropriate good corporate governance practices.

The Chairman of the Company's Board of Directors shall not be the same person as the Chief Executive Officer so that the responsibilities in regard to corporate governance and general management are separated. This will allow the Company to operate business with transparency and minimize the chances of conflicts of interest and also prevent absolute power of the Chief Executive Officer thanks to the power balance between the two positions, which can better maximize benefits for the Company and the shareholders.

#### Sub-Committees

For more effective and transparent corporate governance, the Board of Directors sets up the following sub-committees to assist in operation and corporate governance affairs as the following details:

- **Executive Committee**  
Company's Board of Directors selects six qualified directors and the management to be members of Executive Committee to manage and supervise the Company's operation as assigned by the Board of Directors.
- **Audit Committee**  
The Board of Directors appoints three independent directors to be the members of the Audit Committee. At least one of the three independent directors must possess knowledge and experience in accounting and finance. The members of audit committee must be independent as stated in the rules and regulations concerning qualifications and scope of duties and responsibilities of the Audit Committee set by the Stock Exchange of Thailand (SET). The Audit Committee reports directly to the Board of Directors and their scope of duties and responsibilities, as stated in the charter of the Audit Committee, is reviewed and revised at least once annually.

- **Nomination and Remuneration Committee**  
The Board of Directors appoints the Nomination and Remuneration Committee, consisting of three non-management members, with most of them being independent directors. This Committee is responsible for setting policies, principles and guidelines for nomination and selection of the Company's directors, sub-committees and top executives. The Committee also determines the amounts of remuneration and other benefits for directors and sub-committee members as well as top executives. The Nomination and Remuneration Committee reports the performance and proposes opinions or suggestions to the Board of Directors.
- **Corporate Governance Committee**  
The Board of Directors appoints the Corporate Governance Committee, consisting of three non-management members and most of them are independent directors. The committee is assigned to establish corporate governance policies and determine corporate governance operation and guideline for the organization. The Committee also outlines anti-corruption policies and sustainability management policies in order to support the Company to manage business effectively with transparency and responsibilities to environment and society. This should help create trust and develop the business for sustainable growth, bringing benefits for all shareholders and stakeholders.

#### Board of Directors Meetings

The Board of Directors meets monthly and some special meetings are arranged as necessary. The invitation letters clearly indicating the meeting date and agenda are sent to the directors at least seven days prior to the scheduled meetings to ensure that the directors have adequate time to consider the information ahead of their meeting attendance. Each meeting normally takes not less than two hours. In each meeting, the Chairman of the meeting allows each director to express his/her opinions freely.

In 2021, there were 13 Board of Directors meetings, 12 Executive Committee meetings, 6 Corporate Governance Committee meetings, 9 Audit

Committee meetings, and 2 Nomination and Remuneration Committee meetings. The details of each director's attendance are shown in the following table:

Name	Position	No. of attendance / Total meetings									
		BOD		Executive Committee		Corporate Governance Committee		Audit Committee		Nomination and Remuneration Committee	
		2020	2021	2020	2021	2020	2021	2020	2021	2020	2021
1. Mr. Sansrit Yenbarnung	<ul style="list-style-type: none"> <li>Chairman of Board of Directors</li> <li>Chairman of Executive Committee</li> <li>Chairman of Nomination and Remuneration Committee</li> </ul>	17/17	13/13	14/14	12/12	-	-	-	-	4/4	2/2
2. Mr. Akarat Na Ranong	<ul style="list-style-type: none"> <li>Independent director</li> <li>Member of Corporate Governance Committee</li> <li>Chairman of Audit Committee</li> </ul>	17/17	13/13	-	-	5/5	6/6	6/6	9/9	-	-
3. Mr. Chatrapee Tantixalerm	<ul style="list-style-type: none"> <li>Independent director</li> <li>Member of Audit Committee</li> <li>Member of Nomination and Remuneration Committee</li> <li>Chairman of Corporate Governance Committee</li> </ul>	17/17	13/13	-	-	5/5	6/6	6/6	9/9	4/4	2/2
4. Mr. Kamol Ratanachai	<ul style="list-style-type: none"> <li>Independent director</li> <li>Member of Corporate Governance Committee</li> <li>Member of Audit Committee</li> <li>Member of Nomination and Remuneration Committee</li> </ul>	15/17	13/13	-	-	5/5	6/6	6/6	9/9	4/4	2/2
5. Mr. Poomchai Wacharapong	<ul style="list-style-type: none"> <li>Director</li> <li>Member of Executive Committee</li> </ul>	16/17	12/13	13/14	12/12	-	-	-	-	-	-
6. Yaowalak Poolthong, Ph.D	<ul style="list-style-type: none"> <li>Director</li> <li>Member of Executive Committee</li> </ul>	17/17	13/13	14/14	12/12	-	-	-	-	-	-
7. Mr. Chayanont Ulit	<ul style="list-style-type: none"> <li>Director</li> <li>Member of Executive Committee</li> <li>Chief Executive Officer</li> </ul>	6/6	13/13	5/5	12/12	-	-	-	-	-	-
8. Mr. Neil Wayne Thompson	<ul style="list-style-type: none"> <li>Director</li> <li>Member of Executive Committee</li> <li>Deputy Chief Executive Officer</li> </ul>	-	12/13	-	11/12	-	-	-	-	-	-
9. Mr. Komkrit Sirirat	<ul style="list-style-type: none"> <li>Director</li> <li>Member of Executive Committee</li> </ul>	-	13/13	-	11/12	-	-	-	-	-	-

The written minutes of the meetings, endorsed by the Board of Directors, are properly recorded and filed. They are always available for review and examination by the Board of Directors and related parties.



## Board of Directors' Reports

The Board of Directors holds responsibility for the Company and the subsidiaries' financial statements (already audited by the auditor), as well as all disclosed financial information. The Board of Directors realizes the importance of the accuracy and reliability of such financial reports and information. Hence, the Board of Directors has a policy to complete a report on the responsibility of the Board of Directors in regard to the financial reports and financial information disclosed in the Company's annual report. The financial statement is regularly prepared to conform to the generally accepted accounting standards. In preparing such financial reports, appropriate accounting policies are selected and consistently adapted with cautious judgment and forecast. Moreover, the significant information shall be adequately disclosed in the notes to financial statement covering important matters under the code of best practices for directors of SET-listed companies announced by SET.

Furthermore, the Audit Committee appointed by the Board of Directors is responsible for overseeing the quality of Company's financial reports, the internal control system, and the internal audit system. Comments from the Audit Committee are reported in the Form 56-1 One Report. All members of the Audit Committee and the management attend meetings in order to review the adequacy of the Company's internal audit system in various areas set by the Company's management. The minutes of every Board of Directors' meeting are recorded and contain proper details, e.g. questions and opinions of each director for each agenda and opposite opinion along with the rationales, so that the shareholders can examine the appropriateness of the directors in performing their duties. Meanwhile, the Board of Directors continuously and firmly focuses on applying the good corporate governance policies to the management and operation to promote good images and reliability of the Company among investors and the general public.

## Prevention of Conflict of Interests

Realizing possible conflicts of interests, the Board of Directors issues guidelines as a part of the code of ethical business for all management and employees to avoid any personal conflicts of interests with the Company and shareholders when dealing with trade partners and other parties.

In addition, the directors also require that transactions with possible conflicts of interest or connected transactions should be appropriately discussed and reviewed. The policies about related operation or procedure as well as approval process are clearly indicated, in accordance with the SET's principles. All related parties are required to inform of details about their relations with certain connected transactions. They shall not attend the meetings to review such transactions and they shall have no authority to approve such transactions. Pricing and conditions for such transactions shall be comparable to pricing and conditions for transactions done with external parties.

In case the Audit Committee possesses no expertise in particular matters related to certain connected transactions, the Company shall seek opinions from the internal auditor, the independent auditor or the authorized auditor so that the Board of Directors can consider such opinions before making decision, depending on each case.

Details of connected transactions are required to be disclosed in the Form 56-1 One Report and the Company's financial statement.

## Remuneration for Directors and Management

The Nomination and Remuneration Committee was established in 2013 to determine principles and policies about selecting and determining remuneration for the directors and the members of sub-committees. In addition, the Committee selected and nominated qualified persons to be directors. In 2021, the Nomination and Remuneration Committee determined the remuneration for the directors and the management, taking into account the scopes of their responsibilities and the Company's business growth, and business size, and proposed the amount of remuneration to the Board of Directors' approval. The remuneration of the Board of Directors and sub-committees must be approved by the shareholders' meeting (Note: The information in regard to the remuneration for the directors and management members is disclosed in the Management section).

## The Code of Ethical Business

The Company puts in place the code of conduct or the code ethical business as operation guidelines for directors and all employees to understand and follow so as to enhance the corporate value. A primary goal of the code of ethical business is to ensure that the directors, the management, and employees treat the Company, stakeholders and society in professional, honest, transparent, equal and responsible manners. They have the freedom to do perform their duties and shall be independently responsibility to the society. Moreover, the Company also assigns responsible persons to assess the performance and improve such code of ethical business on a regular basis.

Moreover, the Company also has a policy to regularly and continuously educate and provide trainings for all staff and management to ensure their understanding and knowledge and release relevant information on a regular basis.

## 4. Ensure Effective CEO and People Management

The Nomination and Remuneration Committee set the criteria and policy to nominate and appoint the Company's directors and top executives and propose the list for an approval of the Board of Directors and/or an Annual General Meeting of Shareholders. A person to be appointed as the company's director shall possess qualifications as specified by the Public Limited Company Act B.E. 2535, the Securities Exchange Act, notifications of the Stock Exchange Commission (SEC), notifications of the Capital Market Advisory Board and/or other regulations regarding other qualifications, such as work experience, knowledge, and etc. According to the Company's regulation, the Company's Board of Directors consists of at least five members and at least half of the total members shall reside in the kingdom of Thailand. In addition, the Company's directors shall be elected by majority voting in the Annual General Meeting of Shareholders as the following details:

1. Each shareholder shall have one vote per share held by them.
2. Each shareholder shall cast all of his/her votes in (1) for one or more candidates but shall not divide his/her voting rights amongst the candidates.
3. The candidates elected to fill up the vacant positions in the Board of Directors shall be selected in order of the number of the votes received. In a case there is a tie amongst candidates, the chairman of the meeting shall cast the deciding vote.

The Board of Directors oversees the management and personnel development. The board ensures that human resource management is carried out in accordance with the Company's vision, goals and strategies. They ensure that trainings are provided for employees to educate them, enhance their knowledge, ability and skills, and motivate them as appropriate. Finally, the Board of Directors also arranges the establishment of employee's provident fund for their pensions.

## 5. Nurture Innovation and Responsible Business

The directors promote innovations in order to enhance corporate value in accordance with the dynamic economic and environmental conditions. The Company creates organizational culture, principles and conceptual methods, operational process, view about content designs, and services. The directors make sure that the business management and operation are conducted with responsibility to society and environment. The directors also conduct that the Company operates business with ethics, not infringing the rights of the stakeholders, in order that everyone in the organization can achieve major objectives and goals. The guideline is as follows:

1. Responsibility to directors, the management, and employees
  - 1.1 The Company has a policy to determine appropriate and fair remuneration for the directors, the management, and employees.
  - 1.2 The Company emphasizes safety, security, and career paths of employees.
  - 1.3 The Company has a policy to have the directors, management, and employees protected by laws.

### 2. Responsibility to clients

The Company is committed to ensure that the business operation is done in accordance with laws and relevant standards, taking into account health conditions, safety, and fairness. Client's information is kept confidential. After-sales service is provided throughout product and service life. Clients' satisfaction is monitored to develop the products and service. Sales conduct is carried out with responsibility, preventing misunderstanding and not taking advantages of clients' misunderstanding.

### 3. Responsibility to business partners

The Company wishes to provide goods and services under good standards and ethics. Suppliers are invited to offer the bids and the selection process is appropriately carried out. There are appropriate criteria for selection of business partners, with proper

contracts being signed. The Company also ensures that the conditions stated in the contracts are strictly followed in order to prevent corruption in the procurement process.

The Company has a policy to keep clients' and partners' information confidential in the fair and independent business operation. No wrongdoing is conducted in the business operation between business partners and contract partners. There are no acts of bribery or provision of presents for other parties for business benefits. The Company upholds fair business practice under the decision principles based on comparison of conditions, prices and quality. In addition, services are provided with transparency, which can be securitized. Under any circumstances, the Company is strongly prohibited from offering or gaining improper business benefits.

The Company is committed to sustenance of sustainable relation with partners and contract parties with clear objectives about values of goods and services, worthwhile services, technical quality, and trust between each party. The Company has a policy to make a payment to business partners and contact partners in accordance with the agreed payment terms and conditions.

### 4. Responsibility to communities, society, environment and the state sector

The Company has a policy to run business while taking into account the communities, society, environment, and the state sector. The Company also complies with the existing laws and regulations related to the communities, society and the state sector. In case there are no certain laws on some particular matters, the Company treats communities, society, environment and the government with responsibility as the follow details:

- 4.1 Operate business under laws and the Company's regulations;
- 4.2 Operate business under laws and relevant state orders and regulations;
- 4.3 Take into account environmental aspects and decent tradition and culture;

- 4.4 Encourage directors, management and employees to act as good citizens who contribute to communities and society;
- 4.5 Respect virtuous national culture when doing business.

#### 5. Anti-corruption

The Company submitted a request for an accreditation from Thailand's Private Sector Collective Action Against Corruption (CAC) to the Thai Institute of Directors (IOD), as a secretariat body to the CAC. On September 30, 2021, the Company received the accreditation and became a CAC certified organization. This is for creation of standards for transparent business and enhancement of business ethical standards. Accordingly, the Company announced an anti-corruption policy aimed at tightening internal control measures and preventing corruption practices, e.g., offering gifts, special service compensation, and other expenses to officials or any individuals that may involve conflict of interests; receiving gifts or assets from outsiders. If the values or gifts are high and it is believed that receiving of such gifts is not appropriate, such items shall be returned to the senders. Regarding work transparency, all budget disbursement transactions must be done in accordance with the Company's regulation. Regarding a procedure to choose a supplier, the purchasing department has to follow bidding process. Moreover, the Company also arranges whistle blowing action and determines a guideline to protect whistle blowers under the relevant legal framework.

### 6. Strengthen Effective Risk Management and Internal Control

#### Risk Management

The Company realizes the importance of risk management, which is a key mechanism and tool for management helping the Company reach its goals and targets. The risk management also helps minimize losses while enhancing the Company's competitiveness. Moreover, the risk management is a key element for good governance. Hence, the Company continues to develop its risk management system. In light of this, the Company appoints the Executive Committee to work on the policy level.

Meanwhile, the Company also includes the risk management in the job description of all departments so that all employees realize and emphasize the importance of the risk management. All departments hold the responsibility to manage and control and maintain risks at acceptable levels. Finally, they regularly follow up and evaluate risks to be in line with changes in both internal and external circumstances.

#### Internal Control and Internal Audit

Realizing the importance of the internal control system, the Company thus focuses greatly on sufficiency and appropriateness of the internal control system covering finance, management and operation. The Company also ensures that its internal control system complies with related laws and regulation, and improves such system to meet the standard set by the Stock Exchange of Thailand, as well as the international standard called Internal Control Framework set by the Committee of Sponsoring organizations of the Treadway Commission or COSO. The Company clearly specifies the duties, responsibilities, and power of the employees both in the operation level and the management level in a written form. Uses of the Company's assets are controlled to maximize benefits to the Company. Moreover, the duties of employees in the operation, inspection and evaluation sectors are clearly separated in order that an appropriate balance of work is created. In addition, the Company also arranges the financial report system for the responsible departments. Note that the members of Board of Directors express their opinions concerning the sufficiency of the internal control system in the Company's financial report under the "Internal Control" section.

To ensure the efficiency in production of important documents and the internal control and to ensure that the internal control is improved regularly, the Company set up the internal audit department in 2008. This department is assigned to review the internal operation, as well as assess the effectiveness and the sufficiency of the internal control system of the Company and the subsidiaries. The internal audit department's main objective is to ensure that core operation and the financial activities of the Company

and the subsidiaries are effectively run and meet the management's objectives. Likewise, the internal audit department also inspects whether all operation of the Company is in accordance with relevant laws and regulations. Hence, in order to enable the members of internal audit department to perform their duties independently, the Board of Directors requires that the internal audit department report directly to the Audit Committee. The internal audit department is also assigned to carry out inspection duties, in accordance with the Company's annual business plan approved by the Audit Committee. The department carries out annual internal audit operation, as approved by the Audit Committee, and also reports outcome along with suggestions to the related management and Audit Committee in a prompt manner and a regular basis.

#### 7. Ensure Disclosure and Financial Integrity

The Board of Directors supports the personnel in charge of management and disclosure of financial information, such as the head of accounting and finance, the director of accounting and finance department, accountants, finance staff, the internal auditor, encouraging them to acquire knowledge, skills and experience appropriate for their responsibilities and ensuring that the Company has sufficient number of such personnel.

The Board of Directors arranges the management to monitor and assess the Company's financial position as well as report operating results to the directors on a regular basis. Once any signs of financial liquidity problems or any negative signs linked the Company's ability to repay debts are found, the directors and management work together to find rational solutions in a prompt manner.

The Board of Directors arrange the disclosure of information, e.g., financial reports, financial statement, annual reports, shareholder's structure, and shareholders' meetings through the Company's website to ensure that the information is disclosed equally both internally and externally in a prompt manner and with the same understanding.

#### 8. Ensure Engagement and Communication with Shareholders

Although the voting right of shareholders depends on the portion their stakeholding, this does not mean that the basic rights as stakeholders are different. The Company equally treats the stakeholders regardless of genders, ages, nationality, races, religions, belief, and political opinions. In case that any shareholders are unable to attend a meeting, they have the right to attend the meeting by proxy.

In every shareholder meeting, all shareholders have the rights and equality of receiving information, expressing opinions, and asking questions in accordance with the meeting agenda and the issues discussed in the meeting. The chairman of the meeting is responsible for allocating appropriate time for the shareholders to ask questions as well as encouraging them to express their opinions. Normally the shareholders are able to obtain the meeting details and agendas from the Company's website prior to the meeting date. To promote the rights of the shareholders, the Company posts an announcement encouraging the shareholders to nominate a person to take the role of a director and suggest additional meeting agendas for the Annual General Meetings (AGM) of shareholders. A clear operation guideline is established. The Company has a policy to hold an Annual General Meeting of Shareholders once a year within four months after the end of the previous fiscal year.

The Company disclosed the meeting agendas on the Company's website within the date the agendas are approved by the Board of Directors; this is to allow all shareholders to learn about the information regarding the meeting date and the meeting agendas. Details about meeting agendas are disclosed to the shareholders 21 days prior to the shareholder meeting. The meetings are attended by the chairman of Board of Directors, the chairman of the Audit Committee, the directors and the members of Audit Committee. The Board of Directors treats all shareholders with equality in terms of related licenses of the shareholders. The Company

assigns Thailand Securities Depository Co., Ltd. as the registrar for all shareholders meetings. The Company sends invitation letters, which include meeting agenda and clear indication whether such agendas are for acknowledgement, approval or consideration. In addition, comments from the directors about such matters are included. All related meeting documents are provided so that all shareholders study the matters beforehand and before making decisions in the meeting. Meeting documents are sent to shareholders at least 14 days prior to the meeting date or any other timeframe as indicated by related laws. Advertising on the meeting shall be published on a newspaper for three consecutive days at least three days prior to the meeting. A proxy letter is also attached to the invitation letter for the shareholders who are unable to attend and assign a proxy to attend and cash votes on their behalf. The shareholders can choose to assign a proxy or assign a director to attend the meeting or cash votes on their behalf. They are free to choose to allow their proxy to cast all votes or partial votes as they wish.

The matters to be carried out at an AGM are as follows:

- 1) Consider the Board of Directors' report regarding the Company's performance for the previous fiscal year.
- 2) Consider approving the balance sheet and the statement of comprehensive income.
- 3) Consider approving profit allocation and dividend payment.
- 4) Consider appointing new directors to replace those who leave after their terms end, and determine directors' remuneration.
- 5) Consider appointing an authorized auditor and determining the audit fee.
- 6) Discuss other matters as deemed appropriate by the chairman of the meeting.

The AGM resolution shall be comprised of the following votes:

- 1) In a normal case, the majority of votes shall be deemed resolution. In case of an equality of votes, the chairman of the meeting shall have a casting vote.

- 2) In the following cases, no less than three-fourth of the total number of votes cast by the present shareholders shall be deemed resolution:

- Sale or transfer of the Company's business, entirely or partially, to other parties
- Purchase or receive the transfer of the business from other companies or private companies to the Company
- Arrangement, amendment or termination of any contracts with respect to the granting of a lease of the Company's business, entirely or partially, the assignment to any other person(s) to manage the Company or the merge of the Company with any other parties in order to share profit and loss
- Additional amendment of the memorandum of association or article of association
- Capital increases or decreases
- Debenture issuances
- Company amalgamation
- Company dissolution

In case of some urgent matters or extraordinary agenda which may have an impact on shareholders' benefits or have to conform to any rules or regulations that require shareholders' resolution, the Company may call for an extraordinary general meeting, which will be done on a case-by-case basis.

The Company arranges the operation guideline under relevant laws and in accordance with the code of ethical business and emphasizes compliance with the good corporate governance principles, which relate the significance of the rights of all stakeholders as well as corporate social responsibility. The Company and subsidiaries' policies and operation guideline in regard to the CSR – in – process principles are as follows.

#### **1. Fair business operation**

The Company emphasizes the importance of business operation that promotes free trade competition. The business is carried out with honesty and fairness under relevant laws and the Company's rules and regulations. The Company avoids any activities that may cause conflicts of interests.



### Operation guideline.

1. In terms of purchases and recruitment, when choosing operators or contractors, the Company takes into account the equality and fairness. No special favor is given to any particular individuals or entities and the Company is open for fair competition.
2. The Company's policy is strongly against any activities that involve in infringement of intellectual property or copyrights.

### 2. Anti-corruption

The Company has a policy against all forms of corruptions and establishes the code of ethical business to highlight the intention against corruptions. In light of this, on November 25, 2020 Company signed in the Collective Action Coalition and set up a working panel to work in anti-corruption matters; draft and improve operation guidelines as well as related policies; and determine channels to release information and receive complaints.

#### Operation Guideline

1. The Company shall support and encourage personnel at all levels to see the significance of anti-corruption practice and implant the awareness against corruption in employees' mind as part of the Company's organizational culture.
2. The Company shall educate and ensure the same understanding with external parties who make business contact with the Company concerning requirements based on the Company's anti-corruption policies.
3. The Company shall arrange the internal control system to prevent any corruption actions covering several areas including sale, purchases, agreements, human resource management, accounting and finance, accounting records and data records, operation, as well as other procedure relating to anti-corruption measures.
4. The Company shall arrange payment procedure, with clear approval authority and the approval limit indicated. Any disbursement and payment transactions apart from the Company's core business operation must be accompanied by clear supporting documents to prevent improper disbursement transactions and inappropriate political assistance. It should also be ensured that any payment transaction for charity or donations is not done to support any corruption actions. In addition, it must always be ensured that a disbursement transaction to support business operation is not done on the pretext of engaging in any corruption.
5. The Company arranges risk management measures to prevent corruption that may arise from business operation. The risk levels should be assessed both in terms of the chance of risks and possible impacts. The Company also monitors the progress of risk management to prevent risks; reviews risk management measures, and ensures that risks is at the acceptable levels.
6. The Company arranges internal control operation to ensure that the Company's existing risk management system in regard to corruption helps the Company to achieve the set objectives. In addition, the Company shall examine the internal operation to ensure that it goes well in line with the Company's rules and regulations.
7. The Company assigns the management to monitor and control the operation of employees at all levels, as well as related parties. In particular, employees under the supervisory of the management shall understand and strictly follow the Company's anti-corruption policy.
8. The directors, management and employees as well as related parties are required to strictly follow the Company's anti-corruption policy, corporate governance policy, code of ethical business and regulations. They are prohibited from involving in corruption either directly nor indirectly.
9. The directors, the management, and employees are prohibited from offering or receiving gifts, entertainment, and improving any payment to and from government officials or any individuals who do business with the Company. The Company's personnel who are offered any gifts with unusually high value are required to reject the gifts and report the matter to their supervisor immediately.

10. The Company's personnel shall not ignore when they witness any actions deemed as corruption, which relates to the Company. In light of this incident, they should inform their supervisors or responsible persons. They should also collaborate in the investigation procedure. Should they have any problems or questions, they shall consult with their supervisors.
11. The directors, management, and employees are required to sign their signatures to acknowledge the Company's anti-corruption policy. This practice can confirm that all employees are aware of and understand the Company's policy and they are also willing to strictly follow the corporate governance principle in regard to the anti-corruption policy as part of their work operation for the entire organization.

### 3. Respect human rights

The Company focuses on the importance of human rights and follows human right principles, taking into account the equality, freedom, and equality of dignity and rights of individuals. The Company is strongly against discrimination of nationalities, races, religions, languages, ages, genders, marital status, sexual preferences and disability.

#### Operation guideline

1. Support and respect human right protection actions, e.g., not supporting any activities that force labor to work, being against child labor, and etc.
2. The Company and the subsidiaries offer equal employment opportunities to general individuals, including disabled people.

### 4. Treat labor with fairness

Being well aware that manpower is a key factor that can enable the Company to enhance our potential and successfully reach our business growth targets, the Company treats employees with fairness, with the following policies:

- 1) Recruitment policies and operation guideline
  - The Company is strongly against any practices of labor forcing, not collecting money nor keeping employees' identification documents unless required by law.

- The Company makes payment of wages and remuneration in the Thai baht currency at the rates not less than what specified by law and does not withhold employees' remuneration for any cases, except for the case specified by law.
- The Company sets the working hours at not exceeding the maximum hours specified by law and calculate overtime hours in accordance with relevant laws.
- The Company provides safe workplace for pregnant employees; in addition, the Company neither terminates their employment contracts nor reduces their benefits due to their pregnancy.
- The Company promotes the enhancement of employees' efficiency by arranging public trainings and in-house trainings for employees at all levels, as well as organizing field trips for visit other organizations in the same industry in order to broaden vision and learn new technologies, which can be used to develop the organization.
- The Company provides safe and hygienic workplace, as well as necessary and appropriate healthcare facilities.

#### 2) Personnel policies and operation guideline

- Employees are the Company's most valuable resources and they are key success factors for the Company. The Company creates favorable values, culture and working environment and also treats employees with politeness, along with respects of their rights and freedom. The Company also tries to tighten relationship and bond among employees under the same Company's group.
- Employment, appointments, transfer, remuneration and benefits of employees are based on fairness and facets as well as the Company's actual operation performance.
- Safety is also another key issue. It's the Company's responsibility in creating working environment that is safe for

employees' lives and their property. The Company also provides necessary and appropriate welfare items, e.g., certificate for free-drug workplace from the Department of Labor Protection and Welfare, an annual test of alarm system, annual check-up, group life insurance and accident insurance policies, OPD allowance, and other benefit packages.

- In 2021, the Company arranged measures to prevent COVID-19 infections for employees. The Company organized the project "MMS collaboration with Chulalongkorn Hospital, Thai Red Cross Society". MMS carried out the VTR to present the activities of the projection, i.e., establishment of four field cohort wards in the area of Chulalongkorn Hospital to serve red-coded and yellow-coded COVID-19 patients in just 10 days. Meanwhile, the Board of Directors also suggested to add the CSR plan as part of the strategy in order to show that the Company has responsibilities to the society and environment under the code of conduct and good management principles.

## 5. Responsibility to consumers

The Company is committed to development of goods/services that bring benefits to both the organization and society. The Company is also determined to produce high quality goods/services without harmful effects on consumers and environment.

### Operation guideline

- Create TV content which not only focuses on entertainment and profit, but also includes useful information, assistance and creation of good opportunities for people in communities, all of which will lead to benefits to the society in the future.
- Provide quality services that meet clients' need with fair treatment, e.g., producing works or offering services based on the terms and conditions stated in the contracts.

- Keep clients' information safe and confidential, unless authorized to disclose information by the clients.

## 6. Preserve environment

### Operation guideline

- In business process, the Company focuses on effective use of resources and technology in production process and service provision, taking into account safety and friendliness to environment.
- The Company effectively utilizes resources by initiating "Green Office Program" aimed at saving energy.

## 7. Take part in community and society development

Emphasizing the responsibility to society, the Company supports, collaborates and provides assistance in various community development programs.

- The Company signed the memorandum of understanding (MOU) with Bangkok University to promote and support knowledge sharing among experts, lectures and professional technicians, who are asked to conduct trainings and sharing their knowledge and skills in various fields, such as academic knowledge, organizational management knowledge, filming equipment instruction, as well as arrange collaboration in production of creative/academic works.
- The Company also takes part in enhancement of living quality in the community through social activities under the project "MMS collaboration with Chulalongkorn Hospital, Red Cross Society" The Company took pictures of the construction of four field cohort wards in the area of Chulalongkorn Hospital, and made VTR to present the story about the construction of these four field cohort wards within ten days to serve red-coded and yellow-coded COVID-19 patients. The opening ceremony of the wards was held on August 12, 2021.

## 9. INTERNAL CONTROL AND CONNECTED TRANSACTIONS

### 9.1 INTERNAL CONTROL

#### **Board of Directors' opinions about the internal control**

The Board of Directors realizes the significance of the internal control system as it is a key mechanism to mitigate risks and lead to effective business operation. This system also enables the Company to report accurate financial information on a prompt manner, as well as complies with all relevant laws and requirements associated with the Company's business operation. Therefore, the Company has appointed the Audit Committee to oversee the Company's internal control, risk management and corporate governance matters to ensure that all operation related to these matters are carried out effectively and efficiently.

According to the Board of Directors' meeting No. 1/2022 held on January 20, 2022, in the presence of all three members of the Audit Committee as well as the outsourced independent internal auditor, i.e., J.R Business Advisory, the attending directors and independent internal auditor assessed the Company's internal control system for the overall business operation in 2021, including the entire organization, departments and activities under the existing control environment of the overall industry involved by the Company's business. The assessment was conducted through interviews, information reconfirmation, review of related documents, completion of the surveys from heads of each department based on the organizational structure, and the results of the assessment of business process according to the audit plan in 2021. The assessment was aimed at determining the adequacy of the Company's internal control system, which is based on the internal control framework of the SEC, which was outlined under the concept of The Committee of Sponsoring Organization of the

Tradeway Commission (COSO). The concept identified five key elements of the internal control as follows:

- 1) Control Environment
- 2) Risk Assessment
- 3) Control Activities
- 4) Information & Communication
- 5) Monitoring Activities

The Audit Committee opines that the Company's internal control system is appropriate and sufficient for business operation under the existing control environment, and that it can prevent the Company's assets from being damaged or unlawfully used for seeking personal benefits by particular individuals.

#### **Head of internal control and compliance unit**

The Audit Committee Meeting No. 7/2021 on September 27, 2021 appointed JR Business Advisory Company Limited (JR) to be the outsourced internal auditor, and JR assigned Khun Wanida Kanjanasantisak, an audit partner to be responsible for the internal control operation for the Company. Khun Wanida possess extensive experience in internal audit. She attended various trainings related to internal audit operation, such as the Fraud Audit Program by the Internal Audit Association of Thailand, Control Self – Assessment: Facilitation Skills by the Internal Audit Association of Thailand and Anti-Corruption The Practical Guide (ACPG) Class of 17/2015, organized by Thai Institute of Directors. Therefore, the Audit Committee views that she is qualified to perform this function.

Note that to consider appointing, removing and transferring the head of the internal audit department is subject to approval (or acknowledgment) of the Audit Committee. The qualification of the head of internal audit is shown in Attachment 3.

### **Connected transaction policies**

The Company realizes operation under good corporate governance and in compliance with the code of conduct to ensure transparency and ability to be scrutinized. The operation is also conducted in compliance with the anti-corruption policies. In order to prevent conflicts of interest, connected transactions are divided into two groups:

- 1) Transactions occurring when the Company or the subsidiaries involve in transactions with the management, major shareholders, related parties or close relatives of the management or the major shareholders;
- 2) Transactions occurring when the Company or the subsidiaries involve in transactions with any juristic persons relating to the major shareholders, the controlling management or the persons nominated to be the management or persons having controlling power of SET-listed companies or subsidiaries including related parties or close relatives of those individuals

### **Principles and procedure for connected transactions**

Taking into account the principles about connected transaction procedure as announced by the SET, the Capital Market Supervisory Board, and the SEC, the Company specifies the following procedure for connected transactions.

- (1) Review connected transactions, based on similar trade and pricing terms applicable to general clients.
- (2) Transactions relating to offer or receipt of financial assistance must be justified, entails fair terms and conditions, and brings maximum benefits to the Company.
- (3) If no standard pricing can be used as a reference, the Company shall compare the prices of goods and services with those offered by external providers under similar terms and conditions.
- (4) Directors, management or persons involving in connected transactions with the Company or the subsidiaries can proceed with the transactions only upon approval from the shareholders' meetings, except for any transactions under

general trade terms or principles approved by the Board of Directors or small sized transactions without a requirement for the approval from the shareholders' meeting.

- (5) For any connected transactions falling under regulations or requirements of the SET, the Capital Market Supervisory Board and the SEC, the Company must strictly comply with such regulations or requirements.
- (6) The Company is required to disclose any transactions, which may lead to conflicts of interest, or any connected transactions under the principles announced by the SET, the Capital Market Supervisory Board, and the SEC, in the Annual Registration Statement and the annual report or any forms, whichever the case may be. The Company is required to disclose the information about connected transactions to the SET, based on the principles of the SET, as well as the information of other related transactions, based on the accounting standard principles.

### **Approval of connected transactions**

#### **1) Connected transactions under the approval authority of the management**

For any connected transactions under the approval authority of the management, related parties are responsible for reviewing the transaction details, based on the approval procedure and the Company's operation authority. The details of the transactions must be submitted to the Audit Committee, who will review the justification of the transactions. Such transactions should subsequently be disclosed in the Company's Annual Registration Statement and the annual report. In addition, the Company must ensure that those who are involved in the connected transactions are not present in the meetings held to review such transactions and hold no voting rights in the meetings.

#### **2) Connected transactions under the approval authority of the Board of Directors**

Any transactions with small to medium sizes and not being under the normal trade terms



and conditions are under the approval authority of the Board of Directors. Proposers of these transactions must present details concerning the necessity and justification of the transactions in order to seek opinions from the Audit Committee before submitting the proposal to the Board of Directors for approval. In addition, the Company must ensure that those who are involved in the connected transactions are not present in the meetings held to review such transactions and hold no voting rights in the meetings. Details of such transactions should subsequently be disclosed in the Company's Annual Registration Statement and the annual report.

**3) Connected transactions under the approval authority of the shareholders**

In case of any transactions under the approval authority of the shareholders, proposers of these transactions must present details concerning the necessity and justification of the transactions in

order to seek opinions from the Audit Committee before submitting the proposal to the Board of Directors for approval. In addition, the Company must ensure that any directors involved in the connected transactions are not present in the meetings held to review such transactions and hold no voting rights in the meetings. Once the resolution is reached by the BOD meeting, the Company Secretary shall prepare documents for an AGM so as to seek approval from the shareholders. The information to support decision making must be adequate, based on the principles of the SET, the Capital Market Supervisory Board and the SEC. Names and the number of shareholding of persons involving in connected transactions who hold no voting rights shall also be disclosed. Finally, details of such transactions should subsequently be disclosed in the Company's Annual Registration Statement and the annual report.





## 9.2 CONNECTED TRANSACTIONS

Details of connected transactions during 2019-2021

Persons with possible conflicts of interests/ nature of business/ nature of relation	Transaction Details	Transaction value (million baht)				Necessity and Justification
		2019	2020	2021	4Q21	
<b>Bangkok Broadcasting &amp; TV. Co., Ltd. (BBTV)</b>  <u>Nature of Business</u> Management of Channel 7  <u>Relation with the Company</u> <ul style="list-style-type: none"> <li>Be an indirect major shareholder (holding 30 % of shares in BBTV Production, which is the Company's major shareholder)</li> <li>The Company's directors, i.e., Mr. Sansrit Yenbamrung, and Yaowalak Poolthong, Ph.D were directors of BBTV.</li> </ul>	<u>Lease of airtime</u> The Company leased the airtime from BBTV to broadcast the content on Channel 7, i.e. "Plod Nee", Kob Dek Samng Ban, and Khon Ja Ruay Chuay Mai Dai.  <ul style="list-style-type: none"> <li>Cost of service</li> </ul>	12.05	13.90	7.89	0.93	The Company leased the airtime from BBTV to broadcast the content on Channel 7, which was Company's core business and the service cost was based on the airtime slots and the agreements. The transaction was done in according with the general trade practice.  <u>Comments of the Audit Committee</u> The service was the Company's core business. The service rate and payment conditions were acceptable. Hence, the transaction was found necessary and justified.
<b>BBTV News Media Co., Ltd. ("BBTVNM")</b>  <u>Nature of Business</u> Provide advertising and public relation service on the internet  <u>Relation with the Company</u> <ul style="list-style-type: none"> <li>BBTV, the indirect major shareholder of the Company, indirectly held all shares of BBTVNM.</li> </ul>	<u>Website design fee</u> The Company used BBTVNM's service about development and improvement of the website <ul style="list-style-type: none"> <li>Administrative expenses</li> <li>Account payables</li> </ul>	0.11 0.009	0.11 0.009	0.15 0.009	0.07 0.009	BBTVNM developed and maintained the website, with the service fee rate and payment conditions based on the normal rates in the business.  <u>Comments of the Audit Committee</u> Website development and maintenance was another channel to communicate with the targeted clients. The service fee rate and payment conditions were based on normal rates in the business practice. Thus, the transaction was necessary and justified

Persons with possible conflicts of interests/ nature of business/ nature of relation	Transaction Details	Transaction value (million baht)				Necessity and Justification
		2019	2020	2021	4Q21	
<p><b>Media Studio Co., Ltd.</b></p> <p><u>Nature of Business</u> Production of news, entertainment programs, knowledge and entertainment programs and dramas broadcast on Channel 7</p> <p><u>Relation with the Company</u> The Company's directors, i.e., Mr. Sansrit Yenbamrung, Yaowalak Poolthong, Ph.D and Mr. Poomchai Wacharapong were also directors of Media Studio Co.,Ltd.</p>	<p><b><u>Rented filming equipment</u></b> The Company's subsidiary Gear Head Co., Ltd (GH) provided rental filming equipment for content production, such as the programs 'Scoop' and 'The Cover'</p> <ul style="list-style-type: none"> <li>Revenue from rental services</li> <li>Account Receivables</li> </ul>	0.15 0.03	- -	- -	- -	<p>Media Studio Co., Ltd. received GH's service for its program production; this was the Company's core operation with the service fee rate being calculated from cost plus profit and service rates and payments conditions being set in accordance with normal business rates.</p> <p><u>Comments of the Audit Committee</u> This transaction was the Company's core operation and the service fee rate was calculated from cost plus profit and service rates and payments conditions were set in accordance with normal business operation practice. Thus, the transaction was necessary and justified.</p>
<p><b>HR Pro and Service Security Co., Ltd. ("HRP")</b></p> <p><u>Nature of Business</u> Human Resource Consultancy and Services</p> <p><u>Relation with the Company</u> The Company's directors, Mr. Sansrit Yenbamrung and Dr. Yaowalak Poolthong were also directors of HRP and Mr. Poomchai Wacharapong was an advisor to HRP.</p>	<p><b><u>Security service fee</u></b> The Company received the service from HRP who provided security guards for the Company.</p> <ul style="list-style-type: none"> <li>Administrative expenses</li> <li>Accrued expenses</li> </ul>	1.32 0.11	1.18 0.05	0.65 0.05	0.16 0.05	<p>HRP provided security guards for the Company, with the service fee rate and payment conditions being set, based on the market rates for normal business practice. Thus, the transaction was necessary and justified.</p> <p><u>Comments of the Audit Committee</u> The Company used outsourced security guards provided by the professional service provider instead of engaging in recruitment procedure by itself. This helped to facilitate the Company's internal management. The service fee rate and payment conditions were set based on normal business practices. Hence, the transaction was necessary and justified.</p>

Persons with possible conflicts of interests/ nature of business/ nature of relation	Transaction Details	Transaction value (million baht)				Necessity and Justification
		2019	2020	2021	4Q21	
HR Pro and Service Security Co., Ltd. ("HRP") (Cont'd)	<b>Security service fee</b> GH received the service from HRP who provided security guards for the firm. - Administrative expenses - Account payables - Accrued expenses	0.26 0.02 -	0.26 0.02 -	0.06 0.02 0.02	0.06 0.02 0.02	HRP supplied security officers for GH, with the service fee rate and payment conditions being set based on the market rate for normal business practice. Thus, the transaction was necessary and justified.  <u>Comments of the Audit Committee</u> The Company used outsourced security officers provided by the professional service provider instead of engaging in recruitment procedure by itself. This helped to facilitate the Company's internal management. The service fee rate and payment conditions were set, based on normal business practices. Hence, the transaction was necessary and justified.
	Personnel outsourcing expenses The subsidiary, Gear Head (GH) received the service from HRP who provided staff for GH. - Administrative expenses - Account payables	- -	- -	0.40 0.42	0.40 0.42	HRP provided staff for GH, with the service rate and payment conditions were based on the market rates. The transaction was necessary and justified.  <u>Comments of the Audit Committee</u> Gear Head (GH) received the service from HRP who provided staff. The service rate was based on cost plus profit. The payment conditions were based on the market rates. The transaction was necessary and justified.

Persons with possible conflicts of interests/ nature of business/ nature of relation	Transaction Details	Transaction value (million baht)				Necessity and Justification
		2019	2020	2021	4Q21	
<b>HR Pro and Service Security Co., Ltd. ("HRP") (Cont'd)</b>	<b>Security service fee</b>					TSP used outsourced security guards provided by the professional service provider instead of engaging in recruitment procedure by itself. This helped to facilitate the Company's internal management. The service fee rate and payment conditions were set, based on normal business practices. Hence, the transaction was necessary and justified.
	The Studio Park (Thailand) (TSP), the subsidiary, received the service from HRP who provided security guards for the firm					
	- Cost of service	0.06	0.007	0.031	0.026	
	- Administrative expenses	2.94	1.86	1.68	0.39	
	- Accrued expenses	0.24	0.17	0.14	0.14	
						<u>Comments of the Audit Committee</u> The Company received security guard service from HRP. The Company used professional service instead of engaging in recruitment procedure by itself. This helped to facilitate the Company's internal management. The service fee rate and payment conditions were set, based on normal business practices. Hence, the transaction was necessary and justified.
<b>Media Scene Co., Ltd.</b>	<b>Filming equipment rental</b>					Media Scene Co. Ltd. used GH's equipment rental services for its drama production.  <u>Comments of the Audit Committee</u> This transaction was the Company's core operation and the service fee rate was calculated, based on cost plus profit and the payment conditions were set in accordance with normal business operation practice. Thus, the transaction was necessary and justified.  The pricing for is transaction was based on the market price of the similar vehicles equipped with the accessories. The payment conditions were set in accordance with normal business rates. Thus, the transaction was necessary and justified.
	The Company's subsidiary GH provided rental filming equipment for production of TV dramas, such as Sakowduen, Nang Thip and Hi So Sa On.					
	- Rental and service revenue	1.64	2.75	3.07	1.36	
	- Revenue from rental services	-	-	0.003	0.001	
	- Account Receivables	0.03	0.41	0.25	0.25	
	Gear Head Co., Ltd sold an OB van and accessories.					
	- Other revenue	-	3.00	-	-	

Persons with possible conflicts of interests/ nature of business/ nature of relation	Transaction Details	Transaction value (million baht)				Necessity and Justification
		2019	2020	2021	4Q21	
<b>Media Scene Co., Ltd. (Cont'd)</b>	<b>Studio rental service</b> TSP (the subsidiary) provides the rental studio rental and filming sites for TV drama production. - Revenue from rental services	-	-	0.038	-	Media Scene used TSP's studio rental service for its TV drama production.  <u>Comments of the Audit Committee</u> This transaction was the Company's core operation. The service fee rate was calculated, based on cost plus profit and the payment conditions were set in accordance with normal business practice. Thus, the transaction was necessary and justified.
<b>Grand Lanluang Co., Ltd</b>	<b>Function room and catering service fee</b> The Company used the conference facility and catering service from Grand Lanluang Co. Ltd for the Company's AGM. - Administrative expenses	0.09	0.018	0.015	-	The Company used conference and catering facility including catering service for the Company's AGM.  <u>Comments of the Audit Committee</u> This transaction supported the Company's core operation. The service fee rate was calculated, based on cost plus profit and the payment conditions were set in accordance with normal business operation practice. Thus, the transaction was necessary and justified.
	<b>Office space service expenses</b> TSPP, a subsidiary, used space for its office. - Administrative expenses	0.61	0.32	-	-	TSPP, a subsidiary, used space for its office.  <u>Comments of the Audit Committee</u> This transaction supported the Company's core operation. The service fee rate was calculated, based on cost plus profit and the payment conditions were set in accordance with normal business operation practice. Thus, the transaction was necessary and justified.

Persons with possible conflicts of interests/ nature of business/ nature of relation	Transaction Details	Transaction value (million baht)				Necessity and Justification
		2019	2020	2021	4Q21	
<b>Transformation Film Co., Ltd</b>  <u>Nature of Business</u> Thai film production  <u>Relation with the Company</u> The Company's director, i.e., Mr. Chayanont Ulit was also a director of Transformation Film Co., Ltd.	<b>Filming equipment rental</b> GH (the subsidiary) provided equipment rental service for production of the movie, Deep Thai Movie  - Sale revenue - Rental service revenue - Account receivables	-	0.012	0.006	-	Transformation Film Co. Ltd used GH's rental service for filming its movie Deep Thai Movie.  <u>Comments of the Audit Committee</u> This transaction supported the Company's core operation. The service fee rate was calculated, based on cost plus profit and the payments conditions were set in accordance with normal business operation practice. Thus, the transaction was necessary and justified.
<b>Tero Entertainment PLC.</b>  <u>Nature of Business</u> Media, performance, and entertainment business.  <u>Relation with the company</u> The Company's directors, i.e., Mr, Komkrit Sirirat and Mr. Neil Wayne Thompson were directors in Tero Entertainment PLC.	<b>English translation fee</b> The Company used translation service for translation of PDPA from Thai to English from Tero Entertainment Plc. - Administrative expenses	-	-	0.021	0.021	The Company realized the importance of personal data protection, so it completed the personal data protection policy and published it on the Company's website to inform information owners to be aware of the Company's policy.  <u>Comments of the Audit Committee</u> This transaction supported the Company's core operation. The service fee rate was calculated, based on cost plus profit and the payments conditions were set in accordance with normal business operation practice. Thus, the transaction was necessary and justified.



Persons with possible conflicts of interests/ nature of business/ nature of relation	Transaction Details	Transaction value (million baht)				Necessity and Justification
		2019	2020	2021	4Q21	
<b>Mrs. Siripen Sasinmanop</b>  Relationship with the Company The sister of Mr. Montri Yoosomboon, Assistant Managing Director	<u>Lease the building</u> GH (a subsidiary) leased a three-storey town house No. 173/13-14 Soi Paholyothin 44, to use as its office. The renewable lease contract lasted one year - Administrative expenses (office lease expenses)	0.48	-	-	-	GH leased the property from Mrs. Siripen Sasinmanop to use as its office. The lease rate was appropriate when compared to the rates for leased property nearby. The payment conditions were set in accordance with the normal business practice, similar to the conditions set for third parties. Hence, the transaction was necessary and justified.  <u>Comments of the Audit Committee</u> This transaction supported the Company's core operation. The service fee rate was calculated, based on cost plus profit and the payment conditions were set in accordance with normal business operation practice. Thus, the transaction was necessary and justified.
	<u>Land lease</u> GH (subsidiary) leased the 405 square Wa land, deed title No. 39485 and 39488 to use as a car park and an equipment warehouse. The renewable lease contract lasted one year - Administrative expenses (land lease expenses)	0.42	-	-	-	GH leased the land from Mrs. Siripen Sasinmanop to use as a car park and an equipment warehouse. The rental rate was appropriate when compared to the rates for leased property nearby. The payment conditions were set in accordance with the normal business practice, similar to the conditions set for third parties. Hence, the transaction was necessary and justified.  <u>Comments of the Audit Committee</u> The transaction supported the Company's operation. The lease rate and the payment conditions were similar to what made with third parties. Hence, the transaction was necessary and justified.

## **1. Necessity and justification of connected transactions**

Reviewing the connected transactions occurring during 2019 to 2021, the Audit Committee opined that the occurring connected transactions were necessary, justified and beneficial to the Company.

## **2. Measure or procedures to approve the connected transactions**

The connected transactions were done based on the reasons and necessity where the benefits of the Company were taken into account. The values of transactions arising from the transactions were fair and in compliance with a general trade agreement and the regulations of the SET or the Capital Market Supervisory Board. In case there is a connected transaction between the Company or its subsidiaries and persons who have or may have a potential conflict of interest (when the Management sees that the connected transaction is necessary but it is beyond the scope of responsibilities of the Management), the Company will assign the Audit Committee to provide opinions on necessity and appropriateness of such transaction. If the Audit Committee has no expertise in considering potential connected transactions that may arise, the Company will seek opinions from independent experts or the Company's auditor. Such independent opinions will be used as part of a decision making process of the Board of Directors and/or shareholders, as appropriate.

Moreover, the Company's Board of Directors approved in principles of the trade agreements that included general trading conditions for connected transactions between the Company and its subsidiaries and the management and involved individuals. The management is able to approve the connected transactions between the Company and its subsidiaries and/or the management or involved individuals (for both existing and potential transactions), without

an approval from the Company's Board of Director Meeting or the Shareholders' Meeting. The connected transactions, which are in forms of trade agreements similar to what responsible men agree with general trade partners in similar situations and without power as the management, directors or involved individuals, must be reported to the Audit Committee and the Company's Board of Directors at least once annually.

After the Company involved in any connected transactions, it disclosed the information on such transactions as specified by the regulations of the SET. Such disclosed information was also reviewed by the Audit Committee. In addition, the Company also disclosed the connected transactions in the note to the financial statement which was reviewed by the Company's authorized auditor.

## **3. Future policies about connected transactions**

The Company has policies to carry out connected transactions between the Company and its subsidiaries as normal business transactions as well as venue rental transactions to support the Company's business. All conditions are set in accordance with normal trading transactions and can be comparable with what agreed with third parties. The Audit Committee or the Company's auditor or independent experts examine and provide their opinions in regard to the appropriateness of pricing and the justification of the connected transactions. For any potential connected transactions, the Board of Directors have to comply with the rules, regulations and notifications imposed by the SET, as well as guidelines on information disclosure regarding the connected transactions and the acquisition or disposition of substantial assets of the Company or its subsidiaries and the accounting standards of Accountants Association and Thailand's Certified Accountants Association.

The background of the slide features a teal-colored overlay on a photograph of two individuals in a laboratory or research environment. On the left, a person is partially visible, wearing a dark lab coat. On the right, another person is standing next to a piece of scientific equipment, possibly a microscope or a specialized camera system, which includes a large lens and various adjustment knobs. The overall scene suggests a focus on research and technology.

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# **FINANCIAL STATEMENTS**

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# Independent Auditor's Report

To the shareholders of Matching Maximize Solution Public Company Limited

## My opinion

In my opinion, the consolidated financial statements and the separate financial statements present fairly, in all material respects, the consolidated financial position of Matching Maximize Solution Public Company Limited (the Company) and its subsidiaries (the Group) and separate financial position of the Company as at 31 December 2021, and its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with Thai Financial Reporting Standards (TFRS).

## What I have audited

The consolidated financial statements and the separate financial statements comprise:

- the consolidated and separate statements of financial position as at 31 December 2021;
- the consolidated and separate statements of comprehensive income for the year then ended;
- the consolidated and separate statements of changes in equity for the year then ended;
- the consolidated and separate statements of cash flows for the year then ended; and
- the notes to the consolidated and separate financial statements, which include significant accounting policies and other explanatory information.

## Basis for opinion

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

## Key audit matters

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the consolidated and separate financial statements of the current period. I determine one key audit matter: Impairment of assets. The matter was addressed in the context of my audit of the consolidated and separate financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on the matter.

Key audit matter	How my audit addressed the key audit matter
<p><b><i>Impairment of assets</i></b></p> <p>Refer to notes to the consolidated financial statements : note 9 Critical accounting estimates and judgements and note 18 Property, plant and equipment, net.</p> <p>As of 31 December 2021, the Group has property, plant and equipment in the consolidated financial statements with the carrying amount of Baht 1,184.62 million. This included studio buildings and related assets of a subsidiary, which were for providing services and renting of studios, with the amount of Baht 633.36 million, which represented 53.47% of the total assets. The Group management determined that studio buildings and related assets were cash-generating unit (CGU), which was subject to impairment testing.</p> <p>During 2021, the Group management assessed that studio buildings and related assets of a subsidiary might be impaired as the capacity of the assets is lower than forecast.</p> <p>To measure the recoverable amount of studio buildings and related assets, the Group management engaged independent valuer to identify and assess fair value of assets which was calculated using the market approach model.</p> <p>From the assessment of valuation report, the fair value of the assets less costs to sell exceeded its carrying amount. The management concluded that no impairment provision was required.</p> <p>I focused on this area because the carrying amount of studio buildings and related assets was material to the consolidated financial statements and the provision for impairment of assets were based Group on management's judgement.</p>	<p>I understood and evaluated the Group management's impairment models and assessed the principles of Group management's judgement by the following procedures;</p> <ul style="list-style-type: none"> <li>• assessing the Group management's consideration whether there was any indication that assets might be impaired</li> <li>• evaluating the valuer's competency, independence and objectivity</li> <li>• understanding and evaluating the reasonableness of the approaches and key assumptions applied by valuer in the fair valuation of studio buildings and related assets</li> <li>• comparing the carrying amount of the assets with its recoverable amount of each CGU which the recoverable amounts have been determined based on the assets' fair value less costs to sell</li> <li>• reviewing the minutes of board of directors' meetings regarding to the current operation and future plan of a subsidiary</li> </ul> <p>From the procedures performed above, I found the assumptions made by Group management in impairment assessment to be reasonable based on the available evidence.</p>

## Other information

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

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

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

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

## Responsibilities of the directors for the consolidated and separate financial statements

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

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

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.



- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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

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

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

PricewaterhouseCoopers ABAS Ltd.

**Sa-nga Chokenitisawat**

Certified Public Accountant (Thailand) No. 11251

Bangkok

23 February 2022

## Matching Maximize Solution Public Company Limited

### Statements of Financial Position

As at 31 December 2021

		Consolidated financial statements		Separate financial statements	
		2021 Baht	2020 Baht	2021 Baht	2020 Baht
	Notes				
<b>Assets</b>					
<b>Current assets</b>					
Cash and cash equivalents	11	68,087,119	22,402,099	17,588,867	13,090,360
Trade and other receivables, net	12	77,153,253	67,583,716	4,115,955	10,928,841
Short-term loans to subsidiaries, net	35.4	-	-	415,705,950	450,205,950
Inventories	14	10,980,560	13,302,689	1,122,466	2,110,560
VAT refund		-	1,424,920	-	-
Withholding tax deducted at sources, net		20,190,820	22,474,984	4,504,531	4,904,364
Other current assets		446,654	301,062	2,075	163,399
<b>Total current assets</b>		<b>176,858,406</b>	<b>127,489,470</b>	<b>443,039,844</b>	<b>481,403,474</b>
<b>Non-current assets</b>					
Investments in subsidiaries, net	15	-	-	955,500,000	956,043,532
Investment in joint venture, net	16	-	-	-	-
Investment property, net	17	-	-	-	-
Property, plant and equipment, net	18	1,184,620,120	1,213,679,238	17,010,682	20,048,658
Assets for rent, net	19	204,628,452	227,120,878	-	-
Right-of-use assets, net	20	11,307,919	14,664,435	6,822,256	7,338,665
Intangible assets, net	21	1,562,949	2,299,991	97,189	133,282
Deferred tax assets, net	22	32,186,709	33,992,858	1,052,593	1,406,955
Other non-current assets		1,323,804	1,441,495	245,420	245,420
<b>Total non-current assets</b>		<b>1,435,629,953</b>	<b>1,493,198,895</b>	<b>980,728,140</b>	<b>985,216,512</b>
<b>Total assets</b>		<b>1,612,488,359</b>	<b>1,620,688,365</b>	<b>1,423,767,984</b>	<b>1,466,619,986</b>

Director \_\_\_\_\_

Director \_\_\_\_\_

The accompanying notes on pages 147 to 195 are an integral part of these consolidated and separate financial statements.

## Matching Maximize Solution Public Company Limited

### Statements of Financial Position (Cont'd)

As at 31 December 2021

		Consolidated financial statements		Separate financial statements	
		2021 Baht	2020 Baht	2021 Baht	2020 Baht
	Notes				
<b>Liabilities and equity</b>					
<b>Current liabilities</b>					
Short-term borrowings from bank	25 (a)	-	35,000,000	-	35,000,000
Trade and other payables	23	46,231,641	21,036,372	838,647	780,482
Current portion of long-term borrowing from bank, net	25 (b)	36,047,334	21,099,000	-	-
Current portion of lease liabilities, net	25 (c)	3,592,680	3,393,356	338,672	322,585
Other current liabilities	24	9,445,782	8,707,817	663,157	1,701,528
<b>Total current liabilities</b>		<b>95,317,437</b>	<b>89,236,545</b>	<b>1,840,476</b>	<b>37,804,595</b>
<b>Non-current liabilities</b>					
Long-term borrowing from bank, net	25 (b)	169,788,932	166,020,932	-	-
Lease liabilities, net	25 (c)	7,922,296	11,516,876	7,636,668	7,975,339
Employee benefit obligations	26	17,353,275	15,340,577	4,932,369	4,459,128
<b>Total non-current liabilities</b>		<b>195,064,503</b>	<b>192,878,385</b>	<b>12,569,037</b>	<b>12,434,467</b>
<b>Total liabilities</b>		<b>290,381,940</b>	<b>282,114,930</b>	<b>14,409,513</b>	<b>50,239,062</b>

Director \_\_\_\_\_

Director \_\_\_\_\_

The accompanying notes on pages 147 to 195 are an integral part of these consolidated and separate financial statements.

## Matching Maximize Solution Public Company Limited

### Statements of Financial Position (Cont'd)

As at 31 December 2021

		Consolidated		Separate	
		financial statements		financial statements	
		2021	2020	2021	2020
Notes		Baht	Baht	Baht	Baht
Liabilities and equity (Cont'd)					
Equity					
Share capital					
Authorised share capital					
	Ordinary shares, 781.63 million shares at par value of Baht 1 each	27	781,629,851	781,629,851	781,629,851
Issued and paid-up share capital					
	Ordinary shares, 781.63 million shares paid-up of Baht 1 each	27	781,628,733	781,628,733	781,628,733
	Share premium	27	906,214,683	906,214,683	906,214,683
Deficits					
	Appropriated - legal reserve	28	10,658,657	10,658,657	10,658,657
	Deficits		(376,395,654)	(289,143,602)	(282,121,149)
	Equity attributable to owners of the parent		1,322,106,419	1,409,358,471	1,416,380,924
	Non-controlling interests		-	-	-
	Total equity		1,322,106,419	1,409,358,471	1,416,380,924
	Total liabilities and equity		1,612,488,359	1,423,767,984	1,466,619,986

Director \_\_\_\_\_

Director \_\_\_\_\_

The accompanying notes on pages 147 to 195 are an integral part of these consolidated and separate financial statements.

## Matching Maximize Solution Public Company Limited

### Statements of Comprehensive Income

For the year ended 31 December 2021

	Notes	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
		Baht	Baht	Baht	Baht
<b>Revenue</b>					
Services income		347,708,731	247,302,198	25,330,502	39,628,833
Sales		3,135,905	2,444,397	-	-
<b>Total revenue</b>		<u>350,844,636</u>	<u>249,746,595</u>	<u>25,330,502</u>	<u>39,628,833</u>
<b>Cost of sales and services</b>					
Cost of services		(253,680,078)	(263,690,429)	(25,789,600)	(39,657,692)
Cost of sales		<u>(1,159,666)</u>	<u>(1,106,261)</u>	<u>-</u>	<u>-</u>
<b>Total cost of sales and services</b>		<u>(254,839,744)</u>	<u>(264,796,690)</u>	<u>(25,789,600)</u>	<u>(39,657,692)</u>
<b>Gross profit (loss)</b>		96,004,892	(15,050,095)	(459,098)	(28,859)
Other incomes	29	3,824,332	4,853,270	29,468,165	52,240,307
Selling expenses		(7,790,102)	(11,277,671)	(1,609,306)	(1,750,346)
Administrative expenses		(95,451,521)	(160,497,235)	(32,811,704)	(93,913,750)
Finance costs	30	<u>(11,248,468)</u>	<u>(10,569,999)</u>	<u>(1,256,148)</u>	<u>(1,211,701)</u>
<b>(Loss) before income tax</b>		(14,660,867)	(192,541,730)	(6,668,091)	(44,664,349)
Income tax	32	<u>(1,806,149)</u>	<u>22,689,473</u>	<u>(354,362)</u>	<u>(2,225,087)</u>
<b>Net (loss) for the year</b>		<u>(16,467,016)</u>	<u>(169,852,257)</u>	<u>(7,022,453)</u>	<u>(46,889,436)</u>

Director \_\_\_\_\_

Director \_\_\_\_\_

The accompanying notes on pages 147 to 195 are an integral part of these consolidated and separate financial statements.

## Matching Maximize Solution Public Company Limited

### Statements of Comprehensive Income (Cont'd)

For the year ended 31 December 2021

	Notes	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
		Baht	Baht	Baht	Baht
<b>Other comprehensive income (expense):</b>					
Item that will not subsequently be reclassified to profit or loss					
Remeasurements of post-employment benefit obligations	26	-	3,568,868	-	986,620
Income tax on items that will not subsequently be reclassified to profit or loss	22	-	(699,523)	-	(197,324)
<b>Other comprehensive income for the year, net of tax</b>		-	2,869,345	-	789,296
<b>Total comprehensive expense for the year</b>		<u>(16,467,016)</u>	<u>(166,982,912)</u>	<u>(7,022,453)</u>	<u>(46,100,140)</u>
<b>Loss per share</b>	33				
Loss per share (Baht)		(0.02)	(0.22)	(0.01)	(0.06)

Director \_\_\_\_\_

Director \_\_\_\_\_

The accompanying notes on pages 147 to 195 are an integral part of these consolidated and separate financial statements.



## Matching Maximize Solution Public Company Limited

### Statements of Changes in Equity

For the year ended 31 December 2021

	Consolidated financial statements							
	Attributable to owners of the parent				Non-controlling interests			
	Issued and paid-up share capital	Share premium	Deficits		Total owners of the parent	Non-controlling interests	Total equity	
			Appropriated - legal reserve	Unappropriated				
	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht
<b>Balance as at 1 January 2020</b>	781,628,733	906,214,683	10,658,657	(192,945,726)	1,505,556,347	(298,505)	1,505,257,842	
<b>Changes in equity for the year 2020</b>								
Disposal of investment in a subsidiary	-	-	-	-	-	298,505	298,505	
Total comprehensive expense for the year	-	-	-	(166,982,912)	(166,982,912)	-	(166,982,912)	
<b>Balance as at 31 December 2020</b>	781,628,733	906,214,683	10,658,657	(359,928,638)	1,338,573,435	-	1,338,573,435	
<b>Balance as at 1 January 2021</b>	781,628,733	906,214,683	10,658,657	(359,928,638)	1,338,573,435	-	1,338,573,435	
<b>Changes in equity for the year 2021</b>								
Total comprehensive expense for the year	-	-	-	(16,467,016)	(16,467,016)	-	(16,467,016)	
<b>Balance as at 31 December 2021</b>	781,628,733	906,214,683	10,658,657	(376,395,654)	1,322,106,419	-	1,322,106,419	

The accompanying notes on pages 147 to 195 are an integral part of these consolidated and separate financial statements.

## Matching Maximize Solution Public Company Limited

### Statements of Changes in Equity (Cont'd)

For the year ended 31 December 2021

	Separate financial statements					
	Issued and paid-up share capital Baht	Share premium Baht	Deficits		Total equity Baht	
			Appropriated - legal reserve Baht	Unappropriated Baht		
Balance as at 1 January 2020	781,628,733	906,214,683	10,658,657	(236,021,009)	1,462,481,064	
Changes in equity for the year 2020						
Total comprehensive expense for the year	-	-	-	(46,100,140)	(46,100,140)	
Balance as at 31 December 2020	781,628,733	906,214,683	10,658,657	(282,121,149)	1,416,380,924	
Balance as at 1 January 2021	781,628,733	906,214,683	10,658,657	(282,121,149)	1,416,380,924	
Changes in equity for the year 2021						
Total comprehensive expense for the year	-	-	-	(7,022,453)	(7,022,453)	
Balance as at 31 December 2021	781,628,733	906,214,683	10,658,657	(289,143,602)	1,409,358,471	

The accompanying notes on pages 147 to 195 are an integral part of these consolidated and separate financial statements.

## Matching Maximize Solution Public Company Limited

### Statements of Cash Flows

For the year ended 31 December 2021

	Notes	Consolidated		Separate	
		financial statements		financial statements	
		2021	2020	2021	2020
		Baht	Baht	Baht	Baht
<b>Cash flows from operating activities</b>					
Loss before income tax		(14,660,867)	(192,541,730)	(6,668,091)	(44,664,349)
Adjustments for:					
(Reversal of) expected credit loss of receivables	12	(4,231,321)	11,641,749	(181,885)	(21,423)
Depreciation and amortisation	31	89,130,213	99,952,046	3,743,628	5,024,070
Employee benefit obligations	26	2,012,698	(9,812,974)	473,241	(6,589,152)
Expected credit loss of short-term loans to subsidiaries	35.4	-	-	-	31,100,000
(Reversal of) allowance for impairment of assets	18	-	(1,780,774)	-	-
(Reversal of) allowance for impairment of investments in subsidiaries, net		-	-	-	(23,391,793)
(Gain) Loss from disposal of investment in a subsidiary		-	(908,701)	(46,567)	30,572,808
Write-off withholding tax deducted at source		3,276,011	230,627	26,934	145,988
Allowance for withholding tax deducted at sources		-	43,364	-	43,364
(Gain) from disposal of equipment		(373)	(451,856)	-	(408,015)
(Gain) from disposal of assets for rent		(446,328)	(2,218,415)	-	-
(Gain) from sale and lease back		-	(148,672)	-	-
Loss from write-off of equipment		5,434	6,354,378	-	4,507,801
Loss from write-off of assets for rent		117,301	241,943	-	-
(Gain) from write-off of right-of-use assets		-	(40,854)	-	(40,854)
Interest income	29	(34,455)	(68,912)	(29,159,419)	(29,909,936)
Finance costs	30	11,248,468	10,569,999	1,256,148	1,211,701
Cash flow before change in operating assets and liabilities		86,416,781	(78,938,782)	(30,556,011)	(32,419,790)
Change in operating assets and liabilities:					
- Trade and other receivables		(5,338,216)	23,536,077	6,994,771	9,759,711
- Inventories		2,322,129	544,009	988,094	(339,053)
- VAT refund		1,424,920	321,263	-	-
- Other current assets		(145,592)	476,340	161,324	(58,957)
- Other non-current assets		117,691	(327,557)	-	-
- Trade and other payables		21,027,012	(16,333,362)	58,165	(3,597,542)
- Other current liabilities		737,965	(3,714,042)	(1,038,371)	(193,536)
Cash flows from operating activities		106,562,690	(74,436,054)	(23,392,028)	(26,849,167)
Interest received		34,455	68,912	14,440	47,131
Interest paid		(11,231,053)	(10,551,148)	(1,256,148)	(1,211,701)
Received withholding tax refunded		10,300,881	7,397,622	1,365,926	1,459,282
Income tax paid		(11,292,728)	(7,344,453)	(993,027)	(2,038,909)
Employee benefit paid	26	-	(6,558,400)	-	(4,680,000)
Net cash generated from (used in) operating activities		94,374,245	(91,423,521)	(24,260,837)	(33,273,364)

The accompanying notes on pages 147 to 195 are an integral part of these consolidated and separate financial statements.

## Matching Maximize Solution Public Company Limited

### Statements of Cash Flows (Cont'd)

For the year ended 31 December 2021

		Consolidated		Separate	
		financial statements		financial statements	
		2021	2020	2021	2020
	Notes	Baht	Baht	Baht	Baht
<b>Cash flows from investing activities</b>					
Cash payment for short-term loans to subsidiaries	35.4	-	-	(7,000,000)	(71,000,000)
Cash received from short-term loans to subsidiaries	35.4	-	-	41,500,000	48,400,000
Cash payment for investment in subsidiaries	15	-	-	-	(8,000,000)
Cash received from capital return of subsidiaries	15	-	5,805,000	590,099	5,805,000
Cash received from sales of investment in subsidiaries		-	4,618,474	-	5,322,192
Cash payment for purchases of assets		(8,838,051)	(8,489,262)	(153,150)	(91,259)
Cash payment for purchases of assets for rent		(21,090,975)	(23,264,992)	-	-
Cash payment for purchases of intangible assets		(14,880)	(12,980)	-	-
Proceeds from disposal of equipment		374	564,067	-	414,084
Proceeds from disposal of assets for rent		933,229	10,428,809	-	-
Interest received from short-term loans to subsidiaries		-	-	29,144,979	29,862,805
Net cash (used in) generated from investing activities		(29,010,303)	(10,350,884)	64,081,928	10,712,822
<b>Cash flows from financing activities</b>					
Cash received from short-term borrowing from bank		77,000,000	80,000,000	65,000,000	80,000,000
Cash received from long-term borrowing from bank	25 (b)	24,000,000	82,110,000	-	-
Cash payment for short-term borrowing from bank		(112,000,000)	(85,000,000)	(100,000,000)	(65,000,000)
Cash payment for short-term loan to a third party		-	(6,000,000)	-	(6,000,000)
Cash payment for long-term borrowing from bank	25 (b)	(5,283,666)	(7,597,000)	-	-
Repayments to lease liabilities		(3,395,256)	(6,350,601)	(322,584)	(592,112)
Net cash (used in) generated from financing activities		(19,678,922)	57,162,399	(35,322,584)	8,407,888
<b>Net increase (decrease) in cash and cash equivalents</b>		45,685,020	(44,612,006)	4,498,507	(14,152,654)
Opening balance of cash and cash equivalents		22,402,099	67,014,105	13,090,360	27,243,014
<b>Closing balance of cash and cash equivalents</b>		68,087,119	22,402,099	17,588,867	13,090,360
<b>Non-cash transactions</b>					
Outstanding payable arising from purchases of assets		142,095	-	-	-
Outstanding payable arising from purchases of assets for rent		4,057,169	48,422	-	-
The reversal of right-of use assets	20	-	3,548,615	-	3,548,615
The reversal of lease liabilities		-	3,578,943	-	3,578,943

The accompanying notes on pages 147 to 195 are an integral part of these consolidated and separate financial statements.

# Matching Maximize Solution Public Company Limited

## Notes to the Consolidated and Separate Financial Statements

For the year ended 31 December 2021

### 1 General information

Matching Maximize Solution Public Company Limited, (the "Company") is a public limited company which is incorporated and domiciled in Thailand. The address of the Company's registered offices are as follows:

No. 305/12 Soi Sukhothai 6, Sukhothai Road, Dusit, Bangkok.

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

The Company and its subsidiaries (the Group) is principally engaged in the business of producing television programs and commercial production, providing film production equipment for rent and related services, selling of goods, providing services and renting of studio and production service and co-operation of movie film.

The consolidated and separate financial statements have been approved by the Board of Directors on 23 February 2022.

### 2 Significant events during the current year

There was a coronavirus disease 2019 epidemic ("COVID-19 outbreak") at the start of 2020, but it subsided. As a result, the group's activities are bound to improve in 2021.

Despite the ongoing COVID-19 outbreak in several parts of Thailand. The number of clients who use the group's services has dropped dramatically. Especially during the situation where the government received permission in limiting travel. The income of the organization grew from the previous year because both local and foreign customer are permitted to shoot, the group is still unable to cover its costs. As a result, the Group's loss was lower than the prior year. Management intends to control on business costs and expenses. The Group has reserve funds in the form of investments that can be converted to cash immediately and has a credit limit that can be withdrawn immediately (Note 25).

### 3 Financial position

At the 31 December 2021, the Group has deficit of Baht 376.40 million and has incurred a net loss for the year then ended of Baht 16.47 million. This indicator raised doubt on the Company's ability to continue as a going concern. Nevertheless, management believes that the Group has a business plan and available credit facilities are sufficient for operation, which enables the Group to continue as a going concern and fulfil all of its financial obligations now and in the future for a minimum period of 12 months. Therefore, the preparation of the financial statements is based on accounting principles applicable to going concern basis.

### 4 Basis of preparation

The consolidated and separate financial statements have been prepared in accordance with Thai Financial Reporting Standards ("TFRS") and the financial reporting requirements issued under the Securities and Exchange Act.

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

The preparation of financial statements in conformity with TFRS requires management to use certain critical accounting estimates and to exercise its judgement in applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas that are more likely to be materially adjusted due to changes in estimates and assumptions are disclosed in Note 9.

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

## 5 New and amended financial reporting standards

### 5.1 New and amended financial reporting standards that are effective for accounting period beginning on or after 1 January 2021 which related and have significant impacts to the Group

- a) **Revised Conceptual Framework for Financial Reporting** added the following key principals and guidance:

- Measurement basis, including factors in considering difference measurement basis
- Presentation and disclosure, including classification of income and expenses in other comprehensive income
- Definition of a reporting entity, which maybe a legal entity, or a portion of an entity
- Derecognition of assets and liabilities

The amendment also includes the revision to the definition of an asset and liability in the financial statements, and clarification the role of management's ability to maintain the entity's economic resources, and uncertainty of the measurement in financial reporting.

- b) **Amendment to TFRS 9, Financial instruments and TFRS 7, Financial instruments: disclosures** amended to provide relief from applying specific hedge accounting requirements to the uncertainty arising from interest rate benchmark reform such as IBOR. The amendment also requires disclosure of hedging relationships directly affected by the uncertainty.
- c) **Amendment to TAS 1, Presentation of financial statements and TAS 8, Accounting policies, changes in accounting estimates and errors** amended to definition of materiality. The amendment allows for a consistent definition of materiality throughout the Thai Financial Reporting Standards and the Conceptual Framework for Financial Reporting. It also clarified when information is material and incorporates some of the guidance in TAS.
- d) **Amendment to TFRS 16, Leases** amended to provide a practical expedient where lessees are exempted from having to consider individual lease contracts to determine whether rent concessions occurring as a direct consequence of the COVID-19 pandemic are lease modifications. It applies to rent concessions that reduce the lease payments due by 30 June 2022

### 5.2 Amended financial reporting standards that are effective for accounting period beginning or after 1 January 2022 which related and have significant impacts to the Group

The Group has not early adopted the amended financial reporting standard before the effective date as follow:

- a) **Interest rate benchmark (IBOR) reform – phase 2, amendments to TFRS 9, TFRS 7, and TFRS 16** provide relief measures addressing issues that might affect financial reporting during the reform, including the effects of changes to contractual cash flows or hedging relationship arising from the replacement of one benchmark with an alternative benchmark.

Key relief measures of the phase 2 amendments are as follows:

- When changing the basis for determining contractual cash flows for financial assets and financial liabilities (including lease liabilities), changes that are necessary as a direct result of the IBOR reform and which are considered economically equivalent, will not result in an immediate gain or loss in the income statement. TFRS 16 has also been amended to require lessees to use a similar practical expedient when accounting for lease modifications that change the basis for determining future lease payments as a result of the IBOR reform.
- Hedge accounting relief measures will allow most TFRS 9 hedge relationships that are directly affected by the IBOR reform to continue. However, additional ineffectiveness might need to be recorded.

TFRS 7 requires additional disclosure about:

- the nature and extent of risks arising from the IBOR reform to which the entity is exposed to
- how the entity manages those risks
- the progress in transitioning from the IBOR to alternative benchmark rates and how the entity is managing this transition.

The impact of the updated standard is now being assessed by group management.



## 6 Accounting policies

### 6.1 Consolidation and equity accounting

#### a) Subsidiaries

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

In the separate financial statements, investments in subsidiaries are accounted for using cost method.

#### b) Joint ventures

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

In the separate financial statements, investments in joint ventures are accounted for using cost method.

#### c) Equity method

The investment is initially recognised at cost which is consideration paid and directly attributable costs.

The Group's subsequently recognises shares of its joint ventures' profits or losses and other comprehensive income in the profit or loss and other comprehensive income, respectively. The subsequent cumulative movements are adjusted against the carrying amount of the investment.

When the Group's share of losses in joint ventures equals or exceeds its interest in the joint ventures, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint ventures.

#### d) Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A difference between the amount of the adjustment to non-controlling interests to reflect their relative interest in the subsidiary and any consideration paid or received is recognised within equity.

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

When the Group losses control, joint control or significant influence over investments, any retained interest in the investment is remeasured to its fair value, with the change in carrying amount recognised in profit or loss. The fair value becomes the initial carrying amount of the retained interest which is reclassified to investment in a joint venture or a financial asset accordingly.

#### e) Intercompany transactions on consolidation

Intra-group transactions, balances and unrealised gains on transactions are eliminated. Unrealised gains on transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in the joint ventures. Unrealised losses are also eliminated in the same manner unless the transaction provides evidence of an impairment of the asset transferred.

## **6 Accounting policies (Cont'd)**

### **6.2 Foreign currency translation**

#### **a) Functional and presentation currency**

The financial statements are presented in Thai Baht, which is the Group's functional and presentation currency.

#### **b) Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss.

### **6.3 Cash and cash equivalents**

In the statements of cash flows, cash and cash equivalents includes cash on hand, deposits held at call, short-term highly liquid investments with maturities of three months or less from acquisition date.

### **6.4 Trade accounts receivable**

Trade receivables are amounts due from customers for goods sold or service performed in the ordinary course of business. They are generally due for settlement within 60 - 90 days and therefore are all classified as current.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost.

The impairment of trade receivables are disclosed in Note 6.6(d).

### **6.5 Inventories**

#### **a) Equipment and accessories for film production**

Equipment and accessories for film production are stated at the lower of cost and net realisable value. Cost is determined by the weighted average method. The cost of purchase comprises both the purchase price and costs directly attributable to the acquisition, less all attributable discounts.

#### **b) TV programs production in progress**

TV programs production in progress, and TV programs ready for broadcasts are stated at production cost which is directly attributable to the program production. The cost will be recognised in the income statement when broadcast.

### **6.6 Financial assets**

#### **a) Classification**

The Group classifies its debt instrument financial assets in the following measurement categories depending on a) business model for managing the asset and ii) the cash flow characteristics of the asset whether they represent solely payments of principal and interest (SPPI).

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss); and
- those to be measured at amortised cost.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

## 6 Accounting policies (Cont'd)

### 6.6 Financial assets (Cont'd)

#### a) Classification (Cont'd)

For investments in equity instruments, the Group has an irrevocable election at the time of initial recognition to account for the equity investment at fair value through profit or loss (FVPL) or at fair value through other comprehensive income (FVOCI) except those that are held for trading, they are measured at FVPL.

#### b) Recognition and derecognition

Regular way purchases, acquires and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

#### c) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether the cash flows are solely payment of principal and interest.

#### d) Impairment

The Group applies the TFRS 9 simplified approach in measuring the impairment of trade receivables, which applies lifetime expected credit loss, from initial recognition, for all trade receivables.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected credit loss rates are based on payment profiles, historical credit losses as well as forward-looking information and factors that may affect the ability of the customers to settle the outstanding balances.

For other financial assets carried at amortised cost and FVOCI, the Group applies TFRS 9 general approach in measuring the impairment of those financial assets. Under the general approach, the 12-month or the lifetime expected credit loss is applied depending on whether there has been a significant increase in credit risk since the initial recognition.

The significant increase in credit risk (from initial recognition) assessment is performed every end of reporting period by comparing expected risk of default as of the reporting date against estimated risk of default on the date of initial recognition.

The Group assesses expected credit loss by taking into consideration forward-looking information and past experiences. The expected credit loss is a probability-weighted estimate of credit losses (probability-weighted present value of estimated cash shortfall). The cash shortfall is the difference between all contractual cash flows that are due to the Group and all cash flows expected to receive, discounted at the original effective interest rate.

When measuring expected credit losses, the Group reflects the following:

- probability-weighted estimated uncollectible amounts
- time value of money; and
- supportable and reasonable information as of the reporting date about past experience, current conditions and forecasts of future situations.

Impairment (and reversal of impairment) losses are recognised in profit or loss.

## 6 Accounting policies (Cont'd)

### 6.7 Investment property

Investment properties, principally land under leases, are held for long-term rental yields or for capital appreciation or both and are not occupied by the Group.

Investment property is measured initially at cost, including directly attributable costs and borrowing costs.

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

Subsequently, they are carried at cost less accumulated depreciation and impairment.

Land is not depreciated.

### 6.8 Property, plant and equipment

All other property, plant and equipment are stated at historical cost less accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the item will flow to the Group. The carrying amount of the replaced part is derecognised.

All other repairs and maintenance are charged to profit or loss when incurred.

Land is not depreciated. Depreciation on other assets is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

#### Building and equipment

Land improvement and leasehold studio building improvement	10, 20 years
Office building and office building improvement	5, 10, 20 years
Studio building and studio building improvement	20, 60 years
Utility system	5, 10, 20 years
Production equipment	5 years
Furniture fixture and office equipment	5, 10 years
Motor vehicles	10 years

#### Assets for rent

Production equipment	5, 10 years
Supply for film production	3 years
Motor vehicles	5, 10 years

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

Gains or losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in other incomes.

### 6.9 Intangible assets

#### Computer software

Acquired computer software is measured at cost. These costs are amortised over their estimated useful lives not over than 5 years.

Cost associated with maintaining computer software are recognised as an expense as incurred.

## 6 Accounting policies (Cont'd)

### 6.10 Impairment of assets

Assets that have an indefinite useful life are tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired. Other assets that are subject to amortisation are reviewed for impairment whenever there is an indication of impairment. An impairment loss is recognised for the amount by which the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

Where the reasons for previously recognised impairments no longer exist, the impairment losses on the other assets concerned other than goodwill is reversed.

### 6.11 Leases

#### Leases - where the Group is the lessee

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate
- amounts expected to be payable by the lessee under residual value guarantees
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets are small items of office furniture.

## 6 Accounting policies (Cont'd)

### 6.12 Financial liabilities

#### a) Classification

Financial instruments issued by the Group are classified as either financial liabilities or equity securities by considering contractual obligations.

- Where the Group has an unconditional contractual obligation to deliver cash or another financial asset to another entity, it is considered a financial liability unless there is a predetermined or possible settlement for a fixed amount of cash in exchange of a fixed number of the Group's own equity instruments.
- Where the Group has no contractual obligation or has an unconditional right to avoid delivering cash or another financial asset in settlement of the obligation, it is considered an equity instrument.

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

#### b) Measurement

Financial liabilities are initially recognised at fair value and are subsequently measured at amortised cost.

#### c) Derecognition and modification

Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled, or expired.

Where the terms of a financial liability are renegotiated/modified, the Group assesses whether the renegotiation / modification results in the derecognition of that financial liability. Where the modification results in an extinguishment, the new financial liability is recognised based on fair value of its obligation. The remaining carrying amount of financial liability is derecognised. The difference as well as proceed paid is recognised as other gains/(losses) in profit or loss.

Where the modification does not result in the derecognition of the financial liability, the carrying amount of the financial liability is recalculated as the present value of the renegotiated / modified contractual cash flows discounted at its original effective interest rate. The difference is recognised in other gains/(losses) in profit or loss.

### 6.13 Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are added to the cost of those assets less investment income earned from those specific borrowings. The capitalisation of borrowing costs is ceased when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

Other borrowing costs are expensed in the period in which they are incurred.

### 6.14 Current and deferred income taxes

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

#### *Current tax*

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



## 6 Accounting policies (Cont'd)

### 6.14 Current and deferred income taxes (Cont'd)

#### *Deferred income tax*

Deferred income tax is recognised on temporary differences arising from differences between the tax base of assets and liabilities and their carrying amounts in the financial statements. However, deferred income tax is not recognised for temporary differences arise from:

- initial recognition of an asset or liability in a transaction other than a business combination that affects neither accounting nor taxable profit or loss is not recognised
- investments in subsidiaries, associates and joint arrangements where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax is measured using tax rates of the period in which temporary difference is expected to be reversed, based on tax rates and laws that have been enacted or substantially enacted by the end of the reporting period.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

### 6.15 Employee benefits

#### a) Short-term employee benefits

Liabilities for short-term employee benefits such as wages, salaries, paid annual leave, bonuses and medical care that are expected to be settled wholly within 12 months after the end of the period are recognised in respect of employees' service up to the end of the reporting period. They are measured at the amount expected to be paid.

#### b) Defined contribution plan

The Group pays contributions to a separate fund on a mandatory basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due.

#### c) Defined benefit plans

Amount of retirement benefits is defined by the agreed benefits the employees will receive after the completion of employment. It usually depends on factors such as age, years of service and an employee's latest compensation at retirement.

The defined benefit obligation is calculated by an independent actuary using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using market yield of government bonds that matches the terms and currency of the expected cash outflows.

Remeasurement gains and losses are recognised directly to other comprehensive income in the period in which they arise. They are included in retained earnings in the statements of changes in equity.

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

#### d) Termination benefits

The Group recognises termination benefits at the earlier of (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the Group recognises costs for the related restructuring. Benefits due more than 12 months are discounted to their present value.

## **6 Accounting policies (Cont'd)**

### **6.16 Provisions**

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation. The increase in the provision due to passage of time is recognised as interest expense.

### **6.17 Revenue recognition**

Revenue of the Group consist principally revenue from television program and commercial production, post production and edition of visual and audio effect of film, rental and service of film production equipment, sales of goods, and service and rental of studio.

Revenue from television program and commercial production are recognised when the advertisement or program is broadcasted.

Revenue from post production and edition of visual and audio effect of film is recognised when control of ownership of the post production and edition are transferred, being when the production and edition are delivered, to the buyer. Revenue from altering and additional production are recognised when completed.

Revenue from service and rental of equipment is recognised when services are rendered. Rental with inclusive of service revenues are recognised based on portion of service rendered.

Revenue from sales of goods comprised the fair value of the consideration received or receivable for the sales of goods net of value-added tax, returns and discounts. Revenue from sales of goods is recognised when control of goods is transferred to the buyer.

Revenue from providing service and renting of studio is recognised when services are rendered.

#### **Other income**

Interest income is amortisation on a time proportion basis, taking account of the principal outstanding and the effective rate over the period to maturity, when it is determined that such income will accrue to the Group.

Dividend income is recognised when the right to receive payment is established.

### **6.18 Dividend distribution**

Dividend distributed to the Company's shareholders is recognised as a liability when interim dividends are approved by the Board of Directors, and when the annual dividends are approved by the shareholders.

### **6.19 Segment reporting**

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

## **7 Financial risk management**

### **7.1 Financial risk factors**

The Group exposes to a variety of financial risks: market risk (including foreign exchange risk, interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The board of directors provides written principles for overall risk management which is carried out by a central treasury department (the Group treasury), including identification, evaluation and hedge of financial risks in close co-operation with operating units.

#### **7.1.1 Foreign exchange risk**

The Group operates in the business of producing television programs and commercial production, providing post production and edition of visual and audio effect of film services, providing film production equipment for rent and related services, selling of goods, providing services and renting of studio and production service and co-operation of movie film in Thailand. Therefore, it operation does not based on foreign exchange rate and does not uses any forward contracts, transacted with the financial institutions, to hedge their exposure to foreign currency risk of transactions in foreign currency.

#### **7.1.2 Interest rate risk**

The Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group is exposed to interest rate risk relates primarily to its deposits at financial institutions, loans to related parties, short-term borrowings, and long-term borrowings. 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 assesses that the interest rate risk is insignificant as the interests from financial assets and financial liabilities are not significantly different.

#### **7.1.3 Credit risk**

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

##### **a) Risk management**

Credit risk is managed on a group basis. For banks and financial institutions, only independently rated parties with a minimum rating of 'B' are accepted.

If customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set based on internal or external ratings in accordance with limits set by the board. The compliance with credit limits by customers is regularly monitored by line management.

Sales to retail customers are required to be settled in cash or using major credit cards to mitigate credit risk. There are no significant concentrations of credit risk, whether through exposure to individual customers, specific industry sectors and/or regions.

## 7 Financial risk management (Cont'd)

### 7.1 Financial risk factors (Cont'd)

#### 7.1.3 Credit risk (Cont'd)

##### b) Impairment of financial assets

The Group has financial assets that are subject to the expected credit loss model:

- Trade and other receivables
- Loan to related parties

While cash and cash equivalents are also subject to the impairment requirements of TFRS 9, the identified impairment loss was immaterial.

##### *Trade receivables*

The Group applies the TFRS 9 simplified approach to measure expected credit losses which uses a lifetime expected credit loss for all trade receivables.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due.

Information about the expected credit loss of trade receivables is disclosed in Note 12.

The Group write-off trade receivables when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the group, and a failure to make contractual payments or cannot be contacted.

Impairment losses on trade receivables are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

The Group recognised impairment of trade receivables based on the incurred loss model such as uncollectible, which was not taken into account future losses. Therefore, loss allowance and allowance for doubtful accounts are not comparable.

##### *Loans to related parties*

The Group considers loans to related parties that carry a significant increase in credit risk. Therefore, an allowance for loss from estimated loss over the term of the loan is recognized.

Information about the expected credit loss of loans to related parties is disclosed in Note 35.4.

## 7 Financial risk management (Cont'd)

### 7.1 Financial risk factors (Cont'd)

#### 7.1.4 Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, the group treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors i) rolling forecasts of the Group's liquidity reserve (comprising the undrawn borrowing facilities below); and ii) cash and cash equivalents on the basis of expected cash flows. In addition, the Group's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary, monitoring balance sheet liquidity ratios and maintaining financing plans.

#### a) Financing arrangements

Information about the undrawn credit facilities as at 31 December is disclosed in Note 25(b).

#### b) Maturity of financial liabilities

The tables below analyse the maturity of financial liabilities grouping based on their contractual maturities. The amounts disclosed are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

Maturity of financial liabilities	Consolidated financial statements				Carrying value Baht
	Within 1 year Baht	1 - 5 years Baht	Over 5 years Baht	Total Baht	
<b>As at 31 December 2021</b>					
Trade and other payables	46,231,641	-	-	46,231,641	46,231,641
Lease liabilities	4,094,379	3,428,598	7,092,000	14,614,977	11,514,976
Long-term borrowings from bank	36,047,334	147,730,000	22,058,932	205,836,266	205,836,266
<b>Total financial liabilities</b>	<b>86,373,354</b>	<b>151,158,598</b>	<b>29,150,932</b>	<b>266,682,884</b>	<b>263,582,883</b>
Maturity of financial liabilities	Consolidated financial statements				Carrying value Baht
	Within 1 year Baht	1 - 5 years Baht	Over 5 years Baht	Total Baht	
<b>As at 31 December 2020</b>					
Short-term borrowings from bank	35,000,000	-	-	35,000,000	35,000,000
Trade and other payables	21,036,372	-	-	21,036,372	21,036,372
Lease liabilities	4,094,379	6,658,976	7,956,000	18,709,355	14,910,232
Long-term borrowings from bank	21,099,000	131,856,000	34,164,932	187,119,932	187,119,932
<b>Total financial liabilities</b>	<b>81,229,751</b>	<b>138,514,976</b>	<b>42,120,932</b>	<b>261,865,659</b>	<b>258,066,536</b>

## 7 Financial risk management (Cont'd)

### 7.1 Financial risk factors (Cont'd)

#### 7.1.4 Liquidity risk (Cont'd)

##### b) Maturity of financial liabilities (Cont'd)

Maturity of financial liabilities	Separate financial statements				Carrying value Baht
	Within 1 year Baht	1 - 5 years Baht	Over 5 years Baht	Total Baht	
<b>As at 31 December 2021</b>					
Trade and other payables	838,647	-	-	838,647	838,647
Lease liabilities	720,000	3,138,000	7,092,000	10,950,000	7,975,340
<b>Total financial liabilities</b>	<b>1,558,647</b>	<b>3,138,000</b>	<b>7,092,000</b>	<b>11,788,647</b>	<b>8,813,987</b>
Maturity of financial liabilities	Separate financial statements				Carrying value Baht
	Within 1 year Baht	1 - 5 years Baht	Over 5 years Baht	Total Baht	
<b>As at 31 December 2020</b>					
Short-term borrowings from bank	35,000,000	-	-	35,000,000	35,000,000
Trade and other payables	780,482	-	-	780,482	780,482
Lease liabilities	720,000	2,994,000	7,956,000	11,670,000	8,297,924
<b>Total financial liabilities</b>	<b>36,500,482</b>	<b>2,994,000</b>	<b>7,956,000</b>	<b>47,450,482</b>	<b>44,078,406</b>

## 7.2 Capital management

### 7.2.1 Risk management

The objectives when managing capital are to:

- safeguard their ability to continue as a going concern, to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital

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

Consistent with others in the industry, the Group monitors capital based on gearing ratio which is determined by dividing net debt with equity.

#### **Loan covenants**

Under the terms of the major borrowing facilities, the Group is required to comply with debt to equity ratio not more than 2 times.

The Group has complied with these covenants throughout the reporting period.



## 8 Fair value

Fair values are categorised into hierarchy based on inputs used as follows:

- Level 1: The fair value of financial instruments is based on the current bid price by reference to the Stock Exchange of Thailand.
- Level 2: The fair value of financial instruments is determined using significant observable inputs and, as little as possible, entity-specific estimates.
- Level 3: The fair value of financial instruments is not based on observable market data.

See Note 17 and Note 25 for disclosure of the investment properties and borrowings that are disclosed at fair value.

## 9 Critical accounting estimates and judgements

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

### a) Estimated impairment of investments in subsidiaries and investment in joint venture

The Group tests whether investments in subsidiaries and investment in joint venture have suffered any impairment. The recoverable amounts have been determined by management based on estimated cash flow of the subsidiaries and joint venture.

### b) Impairment of receivables

The Group maintains an expected credit loss to reflect impairment of trade receivables relating to estimated losses resulting from the inability of customers to make required payments.

### c) Impairment of property, plant and equipment and intangible assets

The Group considers impairment indicator for property, plant and equipment and intangible assets as described in Note 6.10. The recoverable amounts have been determined based on the higher of an asset's fair value less costs to sell and value in use. The fair value is measured by independent valuer. The calculation of value-in-use requires the use of estimates. The change in the assumption used would impact the recoverable amount.

### d) Property and equipment, assets for rent and intangible assets

Management determines the estimated useful lives and residual values for the Group's property and equipment, asset for rent and intangible assets. Management will revise the depreciation charge where useful lives and residual values are different from previously estimation, or it will write off or write down technically obsolete or assets that have been abandoned or sold.

### e) Deferred tax

Deferred tax assets and liabilities are recognised for temporary difference arising between tax bases of assets and liabilities and their carrying amount for accounting purposes as at the end of reporting date. Significant management judgment is used in considering whether it is highly probable that the Group will generate sufficient taxable profits from its future operations to minimize these deferred tax assets. The Group's assumptions regarding the future taxable profits and the anticipated timing of minimise of deductible temporary differences and significant changes in these assumptions from period to period may have a material impact on financial position and results of operations.

### f) Defined retirement benefit obligations

The present value of the retirement benefit obligations depends on a number of assumptions. Key assumptions used and impacts from possible changes in key assumptions are disclosed in Note 26.

## **9 Critical estimates and judgements (Cont'd)**

### **g) Classification of joint arrangements**

The Group holds 10.20% of the voting rights in Transformation Film Co., Ltd. The Group has joint control over this arrangement as under the contractual agreements, unanimous consent is Group required from all parties to the agreements for all relevant activities.

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

## 10 Segment information

Financial statements by business segments are as follows:

### For the year ended 31 December 2021

	Television programs Baht	Equipment rental and service Baht	Studio rental and service Baht	Sales of products Baht	Total Baht
Revenues					
Gross segment revenues	25,330,502	249,127,184	96,401,096	3,144,472	374,003,254
Inter-segment revenues	-	(208,500)	(22,941,551)	(8,567)	(23,158,618)
Net revenues from third parties	25,330,502	248,918,684	73,459,545	3,135,905	350,844,636
Segment result					
Other income	(4,412,357)	14,077,485	11,374,086	1,976,239	23,015,453
Interest paid					3,824,332
Unallocated cost/expenses					(11,248,468)
Income tax					(30,252,184)
					(1,806,149)
Net loss for the year					(16,467,016)
Timing of revenue recognition:					
At a point in time	25,330,502	-	-	3,135,905	28,466,407
Over time	-	248,918,684	73,459,545	-	322,378,229
	25,330,502	248,918,684	73,459,545	3,135,905	350,844,636

## Financial statements by business segments are as follows: (Cont'd)

As at 31 December 2021	Television programs Baht	Equipment rental and service Baht	Studio rental and service Baht	Sales of products Baht	Total Baht
<b>Segment for assets</b>					
Property, plant, and equipment, net	17,010,682	6,007,117	1,161,602,322	-	1,184,620,121
Assets for rent, net	-	204,628,451	-	-	204,628,451
Other assets	34,835,795	152,543,434	25,286,907	10,573,651	223,239,787
					<u>1,612,488,359</u>
<b>Segment for liabilities</b>					
Payable arising from purchases of fixed assets	-	4,081,645	117,619	-	4,199,264
Bank borrowings	-	98,997,334	106,838,932	-	205,836,266
Other liabilities	14,409,512	47,770,358	18,166,540	-	80,346,410
					<u>290,381,940</u>
<b>Depreciation and amortisation</b>					
Capital expenditure	3,743,628	53,325,909	32,060,676	-	89,130,213
	153,150	21,538,476	8,252,280	-	29,943,906

10 Segment information (Cont'd)

Financial statements by business segments are as follows: (Cont'd)

For the year ended 31 December 2020

	Television programs Baht	Equipment rental and service Baht	Studio rental and service Baht	Sales of products Baht	Total Baht
Revenues					
Gross segment revenues	39,607,806	194,269,432	38,899,922	2,461,499	275,238,659
Inter-segment revenues	-	(2,288,982)	(23,205,980)	(17,102)	(25,492,064)
Net revenues from third parties	39,607,806	192,000,450	15,693,942	2,444,397	249,746,595
Segment result	(9,996,118)	(75,857,618)	(50,121,899)	1,338,137	(134,637,498)
Other income					4,853,270
Interest paid					(10,569,999)
Unallocated cost/expenses					(52,187,503)
Income tax					22,689,473
Net loss for the year					(169,852,257)
Timing of revenue recognition:					
At a point in time	39,607,806	-	-	2,444,397	42,052,203
Over time	-	192,000,450	15,693,942	-	207,694,392
	39,607,806	192,000,450	15,693,942	2,444,397	249,746,595

10 Segment information (Cont'd)

Financial statements by business segments are as follows: (Cont'd)

As at 31 December 2020

**Segment for assets**

Property, plant, and equipment, net  
Assets for rent, net  
Other assets

	Television programs Baht	Equipment rental and service Baht	Studio rental and service Baht	Sales of products Baht	Total Baht
	20,048,658	8,948,866	1,184,681,714	-	1,213,679,238
	-	227,120,878	-	-	227,120,878
	40,321,846	111,637,233	16,737,041	11,192,129	179,888,249
					<u>1,620,688,365</u>

**Segment for liabilities**

Payable arising from purchases of fixed assets  
Bank borrowings  
Other liabilities

	-	48,422	-	-	48,422
	35,000,000	76,998,000	110,121,932	-	222,119,932
	15,239,062	35,179,314	9,528,200	-	59,946,576
					<u>282,114,930</u>

**Depreciation and amortisation  
Capital expenditure**

	5,024,070	62,956,049	31,971,927	-	99,952,046
	91,259	26,428,858	5,247,117	-	31,767,234

Unallocated costs mainly represent corporate expenses. Segment assets consist primarily property and equipment, assets for rent, short-term investments, and operating cash.

Liabilities mainly are trade and other payables purposed to be used for operating of all segments.



## 11 Cash and cash equivalents

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Cash on hand	555,000	535,000	95,000	95,000
Deposits held at call with banks	67,532,119	21,867,099	17,493,867	12,995,360
	<u>68,087,119</u>	<u>22,402,099</u>	<u>17,588,867</u>	<u>13,090,360</u>

As at 31 December 2021, deposits held at call with banks carry interest at the rate 0.13% per annum (2020: 0.13% to 0.38% per annum).

## 12 Trade and other receivables, net

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Trade receivables				
- Third parties	101,390,055	101,151,541	6,401,275	12,718,421
- Related parties (Note 35.3)	251,450	1,220,976	-	-
Unearned income	2,942,727	58,618	-	-
<u>Less</u> Advances received	(3,520,600)	(145,874)	(3,385,000)	-
Expected credit loss	(28,235,448)	(40,375,186)	(17,087)	(2,410,506)
Trade receivables and unearned income, net	72,828,184	61,910,075	2,999,188	10,307,915
Prepaid expenses	3,380,480	3,280,002	746,960	620,926
Other receivables	944,589	2,393,639	369,807	-
	<u>77,153,253</u>	<u>67,583,716</u>	<u>4,115,955</u>	<u>10,928,841</u>

The loss allowance for trade receivables and unearned income was determined as follows:

	Consolidated financial statements					
	Not yet due Baht	Up to 3 months Baht	3 - 6 months Baht	6 - 12 months Baht	More than 12 months Baht	Total Baht
<b>As of 31 December 2021</b>						
Gross carrying amount - trade receivables and unearned income	56,060,405	18,541,820	518,357	2,543,092	23,399,958	101,063,632
Loss allowance	1,590,485	989,127	90,768	2,165,110	23,399,958	28,235,448
	Consolidated financial statements					
	Not yet due Baht	Up to 3 months Baht	3 - 6 months Baht	6 - 12 months Baht	More than 12 months Baht	Total Baht
<b>As of 31 December 2020</b>						
Gross carrying amount - trade receivables and unearned income	44,742,635	14,046,378	3,456,014	10,259,203	29,781,031	102,285,261
Loss allowance	1,153,500	1,620,531	716,720	7,103,404	29,781,031	40,375,186

## 12 Trade and other receivables, net (Cont'd)

	Separate financial statements					Total Baht
	Not yet due Baht	Up to 3 months Baht	3 - 6 months Baht	6 - 12 months Baht	More than 12 months Baht	
<b>As of 31 December 2021</b>						
Gross carrying amount						
- trade receivables						
and unearned income	2,148,237	687,475	180,563	-	-	3,016,275
Loss allowance	4,942	2,591	9,554	-	-	17,087
	Separate financial statements					Total Baht
	Not yet due Baht	Up to 3 months Baht	3 - 6 months Baht	6 - 12 months Baht	More than 12 months Baht	
<b>As of 31 December 2020</b>						
Gross carrying amount						
- trade receivables						
and unearned income	7,495,423	2,856,657	-	-	2,366,341	12,718,421
Loss allowance	7,036	37,129	-	-	2,366,341	2,410,506

The reconciliations of loss allowance for trade receivables for the year ended 31 December are as follow:

	Consolidated financial statements	
	2021 Baht	2020 Baht
At 1 January 2021	40,375,186	33,062,098
(Reverse) recognised loss allowance recognised in profit or loss (during the year	(4,231,321)	11,641,749
Receivable written off during the year as uncollectible	(7,908,417)	(4,328,661)
<b>As of 31 December</b>	<b>28,235,448</b>	<b>40,375,186</b>
	Separate financial statements	
	2021 Baht	2020 Baht
At 1 January 2021	2,410,506	2,431,929
(Reverse) loss allowance recognised in profit or loss during the year	(181,885)	(21,423)
Written off during the year as uncollectible	(2,211,534)	-
<b>As of 31 December</b>	<b>17,087</b>	<b>2,410,506</b>

### 13 Financial assets and financial liabilities

As at 31 December 2021 and 2020, classification of the Group's financial assets and financial liabilities are as follows:

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
<b>Financial assets</b>				
Cash and cash equivalents	68,087,119	22,402,099	17,588,867	13,090,360
Trade and other receivables, net	77,153,253	67,583,716	4,115,955	10,928,841
Short-term loans	-	-	415,705,950	450,205,950
Other non-current financial assets	1,323,804	1,441,495	245,420	245,420
<b>Financial liabilities</b>				
Short-term borrowings from bank	-	35,000,000	-	35,000,000
Trade and other payables	46,231,641	21,036,372	838,647	780,482
Other current financial liabilities	9,445,782	8,707,817	663,157	1,701,528
Long-term borrowings from bank	205,836,266	187,119,932	-	-
Lease liabilities	11,514,976	14,910,232	7,975,340	8,297,924

#### 13.1 Other financial assets at amortised cost

##### a) Classification of financial assets at amortised cost

The Group classifies its financial assets as at amortised cost only if both of the following criteria are met:

- the asset is held within a business model whose objective is to collect the contractual cash flows;
- the contractual terms give rise to cash flows that are solely payments of principal and interest

##### b) Expected credit loss

Information about the impairment of financial assets at amortised cost and the Group's exposure to credit risk is disclosed in Note 12 and Note 35.4.

### 14 Inventories

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Equipment and accessories for film production	10,031,921	11,192,129	-	-
TV programs production in progress	948,639	2,110,560	1,122,466	2,110,560
	<u>10,980,560</u>	<u>13,302,689</u>	<u>1,122,466</u>	<u>2,110,560</u>

## 15 Investments in subsidiaries, net

	Separate financial statements	
	2021 Baht	2020 Baht
Investments in subsidiaries	955,500,000	965,500,000
<u>Less</u> Allowance for impairment	-	(9,456,468)
Investments in subsidiaries, net	<u>955,500,000</u>	<u>956,043,532</u>

Movements of investments in subsidiaries are summarised as follows:

	Separate financial statements	
	2021 Baht	2020 Baht
<b>For the years ended 31 December</b>		
Opening net book amount	956,043,532	968,351,739
Acquisition	-	8,000,000
Disposal	-	(32,895,000)
Decrease in capital of a subsidiary	-	(5,805,000)
Dissolution of a subsidiary	(10,000,000)	(5,000,000)
Reversal of impairment on investments in subsidiaries	9,456,468	32,848,261
Impairment on investment (Note 29)	-	(9,456,468)
Closing net book amount	<u>955,500,000</u>	<u>956,043,532</u>

## 15 Investments in subsidiaries, net (Cont'd)

The details of investments in subsidiaries are as follows:

Subsidiaries	Nature of business	Relationship	Paid up Share capital ('000)		% Ownership Interest		2021		2020	
			2021	2020	2021	2020	Cost Method	Allowance for impairment	Cost Method	Allowance for impairment
							Baht	Baht	Baht	Baht
Gear Head Co., Ltd.	Provide film production equipment for rent									
	and related services	Direct shareholder	175,500	175,500	99.99	99.99	175,500,000	-	175,500,000	-
The Studio Park (Thailand) Co., Ltd.	Provide services and renting of studio									
TSP Production Services Co., Ltd.	Production service and Co-operation of movie film	Direct shareholder	780,000	780,000	99.99	99.99	780,000,000	-	780,000,000	-
			-	100,000	-	99.99	-	-	10,000,000	(9,456,468)
							955,500,000	-	955,500,000	(9,456,468)
										543,532
										956,043,532

All subsidiaries are incorporated in Thailand. All holdings are investments in ordinary shares.

## 15 Investments in subsidiaries, net (Cont'd)

All subsidiary undertakings are included in the consolidation. The proportion of the voting rights in the subsidiary undertakings held directly by the parent company do not differ from the proportion of ordinary shares held.

### 2021

TSP Production Services Co., Ltd. had registered for liquidation with Ministry of Commerce on 16 November 2020 and was dissolved on 19 November 2021. The Company received the capital return from TSP Production Services Co., Ltd. amounting to Baht 590,099. The related allowance for impairment of Baht 9.46 million has been reversed.

### 2020

On 27 January 2020, the Company received a refund capital from Time lapse Co., Ltd. for capital reduction of 60,000 shares at Baht 100 par value. The Company received refund capital for Baht 5.81 million in proportion of ownership interest.

On 27 February 2020, the Company disposed the investment in Time Lapse Co., Ltd. to third parties and director for 328,950 shares, totalling Baht 6.62 million. On 27 December 2019, the Company received deposit for Baht 2 million. The Company recognised loss from disposal of Baht 26.28 million. The related allowance for impairment of Baht 27.85 million has been reversed.

Book Maker Co., Ltd. had registered for liquidation with Ministry of Commerce on 19 January 2018 and was dissolved on 28 October 2020. The Company received the capital return and retained earnings from Book Maker Co., Ltd. amounting to Baht 703,718. The related allowance for impairment of Baht 5 million has been reversed.

On 1 October 2020, the Extraordinary Shareholders' Meeting No. 1/2020 of TSP Production Services Co., Ltd. approved to increase the authorised share capital from 20,000 ordinary shares at value of Baht 100 each to 100,000 ordinary shares at par value of Baht 100 each. The Company has subscribed all the newly issued shares, totalling Baht 8 million.

On 16 November 2020, the Extraordinary Shareholders' Meeting No. 2/2020 of TSP Production Services Co., Ltd. approved the dissolution of TSP Production Services Co., Ltd., a subsidiary in which the Company holds 99.99% shares, with a registered capital of Baht 10 million, divided into 100,000 ordinary shares at par value of Baht 100 each. The liquidation was registered with the Ministry of Commerce on 14 November 2020. As at the reporting date, the Company is currently being processed of liquidation.

## 16 Investment in joint venture, net

Details of Transformation Film Co., Ltd. are as follows:

Joint venture	Nature of business	Nature of relationship	% Ownership interest	
			31 December 2021	31 December 2020
Transformation Film Co., Ltd.	Production of film, advertisement, television programmes, and providing entertainment services in all forms	Direct shareholder	10.20	10.20

Joint venture is incorporated in Thailand. Holdings are investments in ordinary shares.

The Company recognised an impairment loss on investments in Transformation Film Co., Ltd. in full amount as this joint venture has suffered a continued loss and the carrying amount of the investment exceeds its recoverable amount.



## 17 Investment properties, net

	Consolidated financial statements	
	2021 Baht	2020 Baht
<b>As at 31 December</b>		
Cost	1,960,000	1,960,000
<u>Less</u> Provision for impairment	<u>(1,960,000)</u>	<u>(1,960,000)</u>
Net book amount	<u>-</u>	<u>-</u>

As at 31 December 2021, a subsidiary owns a piece of property that is not utilised, with total cost of Baht 1.96 million (2020: Baht 1.96 million), comprising land and building at Kanchanaburi Province.

For the years ended 31 December 2021 and 2020, there is no income or expense that is related to investment properties recognised in profit and loss.

### Fair value

The fair value measurement information in accordance with TFRS 13 are given below.

- Quoted prices in active markets for identical assets (level 1).
- Significant other observable inputs (level 2).
- Significant unobservable inputs (level 3).

	Consolidated financial statements	
	2021 Baht	2020 Baht
<b>Fair value</b>		
Land and building - Kanchanaburi Province (level 2)	-	-
Total fair value	<u>-</u>	<u>-</u>

### Valuation techniques used to derive Level 2 fair value

Level 2 fair value of the Group's investment properties was appraised by independent professional qualified valuer who holds a recognised relevant professional qualification and has experience in the location and categories of the investment properties valued. Fair value of land and building at Kanchanaburi Province valued by applying cost approach. Under the approach, sales prices of comparable properties in the close proximity are adjusted for differences in key attributes such as width of land. The most significant input into this valuation approach is price per square wah.

18 Property, plant and equipment, net

Consolidated financial statements										
	Land	Land	Office	Studio	Utility	Production	Furniture	Motor	Construction	Total
	improvement	improvement	building and	building and	system	equipment	fixtures	vehicles	in progress	Baht
	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht
<b>At 1 January 2020</b>										
Cost	500,412,426	20,926,203	232,401,359	329,277,224	251,227,495	3,494,672	90,450,693	5,176,870	14,365,474	1,447,732,416
Less Accumulated depreciation	-	(6,410,552)	(59,106,322)	(30,300,299)	(34,694,778)	(3,409,238)	(57,233,129)	(4,824,042)	-	(195,978,360)
Less Provision for impairment	-	(1)	(1,780,752)	-	(21)	-	-	-	-	(1,780,774)
Net book amount	500,412,426	14,515,650	171,514,285	298,976,925	216,532,696	85,434	33,217,564	352,828	14,365,474	1,249,973,282
<b>For the year ended 31 December 2020</b>										
Opening net book amount	500,412,426	14,515,650	171,514,285	298,976,925	216,532,696	85,434	33,217,564	352,828	14,365,474	1,249,973,282
Additions	-	-	723,395	-	680,000	-	1,439,526	-	5,089,193	7,932,114
Transfer in (out)	-	-	1,395,894	14,839,172	878,621	-	403,369	-	(17,517,056)	-
Disposals and write-off, net	-	(236,125)	(1,780,753)	(4,206,378)	(21)	(29)	(243,281)	(2)	-	(6,466,589)
Reversal of impairment	-	1	1,780,752	-	21	-	-	-	-	1,780,774
Depreciation (Note 31)	-	(1,884,801)	(8,865,177)	(5,874,346)	(12,652,777)	(56,357)	(10,040,289)	(166,596)	-	(39,540,343)
Closing net book amount	500,412,426	12,394,725	164,768,396	303,735,373	205,438,540	29,048	24,776,889	186,230	1,937,611	1,213,679,238
<b>At 31 December 2020</b>										
Cost	500,412,426	18,999,381	224,922,859	323,259,973	251,520,055	3,117,677	82,326,012	4,542,342	1,937,611	1,411,038,336
Less Accumulated depreciation	-	(6,604,656)	(60,154,463)	(19,524,600)	(46,081,515)	(3,088,629)	(57,549,123)	(4,356,112)	-	(197,359,098)
Net book amount	500,412,426	12,394,725	164,768,396	303,735,373	205,438,540	29,048	27,776,889	186,230	1,937,611	1,213,679,238

18 Property, plant and equipment, net (Cont'd)

	Consolidated financial statements												
	Land improvement and leasehold studio building improvement	Land Baht	Office building and improvement	Studio building and improvement	Utility system	Production equipment	Furniture fixtures and office equipment	Motor vehicles	Construction in progress	Total Baht			
<b>For the year ended</b>													
<b>31 December 2021</b>													
Opening net book amount	500,412,426	12,394,725	164,768,396	303,735,373	205,438,540	29,048	24,776,889	186,230	1,937,611	1,213,679,238			
Additions	-	-	56,075	33,277	51,000	-	762,039	-	8,077,755	8,980,146			
Disposals and write-off, net	-	-	-	-	-	-	(5,435)	-	-	(5,435)			
Depreciation (Note 31)	-	(1,874,365)	(8,468,277)	(5,399,445)	(12,689,030)	(12,409)	(9,489,630)	(100,673)	-	(38,033,829)			
Closing net book amount	500,412,426	10,520,360	156,356,194	298,369,205	192,800,510	16,639	16,043,863	85,557	10,015,366	1,184,620,120			
<b>At 31 December 2021</b>													
Cost	500,412,426	18,999,381	224,978,934	323,293,250	251,571,055	3,117,677	83,059,990	4,542,342	10,015,366	1,419,990,421			
Less: Accumulated depreciation	-	(8,479,021)	(68,622,740)	(24,924,045)	(58,770,545)	(3,101,038)	(67,016,127)	(4,456,785)	-	(235,370,301)			
Net book amount	500,412,426	10,520,360	156,356,194	298,369,205	192,800,510	16,639	16,043,863	85,557	10,015,366	1,184,620,120			

Depreciation of Baht 27,205,554 (2020: Baht 27,685,030) and Baht 10,828,275 (2020: Baht 11,855,313) are included in cost of providing services and administrative expenses, respectively, in the consolidated financial statements.

Land of a subsidiary with book value of Baht 278.24 million (2020: Baht 278.24 million) was pledged as a collateral for loan acquired by subsidiary.

18 Property, plant and equipment, net (Cont'd)

	Separate financial statements					
	Land improvement and leasehold studio building improvement Baht	Office building improvement Baht	Studio building improvement Baht	Production equipment Baht	Furniture fixtures and office equipment Baht	Motor vehicles Baht
<b>At 1 January 2020</b>						
Cost	931,229	60,087,145	20,856,423	3,494,672	25,988,500	4,673,510
Less Accumulated depreciation	(434,167)	(37,686,238)	(16,131,484)	(3,409,238)	(25,190,172)	(4,607,578)
Net book amount	497,062	22,400,907	4,724,939	85,434	798,328	66,932
<b>For the year ended 31 December 2020</b>						
Opening net book amount	497,062	22,400,907	4,724,939	85,434	798,328	66,932
Additions	-	-	-	-	91,259	-
Disposals and write-off, net	(236,124)	-	(4,206,378)	(29)	(71,337)	(2)
Depreciation (Note 31)	(36,011)	(3,004,358)	(518,561)	(56,357)	(420,122)	(65,924)
Closing net book amount	224,927	19,396,549	-	29,048	398,128	6
<b>At 31 December 2020</b>						
Cost	511,481	60,087,145	-	3,117,677	20,668,092	4,083,982
Less Accumulated depreciation	(286,554)	(40,690,596)	-	(3,088,629)	(20,269,964)	(4,038,976)
Net book amount	224,927	19,396,549	-	29,048	398,128	6
<b>For the year ended 31 December 2021</b>						
Opening net book amount	224,927	19,396,549	-	29,048	398,128	6
Additions	-	-	-	-	153,150	-
Depreciation (Note 31)	(25,573)	(3,004,357)	-	(12,409)	(148,787)	-
Closing net book amount	199,354	16,392,192	-	16,639	402,491	6
<b>At 31 December 2021</b>						
Cost	511,481	60,087,145	-	3,117,677	20,821,242	4,038,982
Less Accumulated depreciation	(312,127)	(43,694,953)	-	(3,101,038)	(20,418,751)	(4,038,976)
Net book amount	199,354	16,392,192	-	16,639	402,491	6

Depreciation of Baht 12,409 (2020: Baht 574,919) and Baht 3,178,717 (2020: Baht 3,526,414) are included in cost of providing services and administrative expenses, respectively, in the separate financial statements.

**19 Assets for rent, net**

	Consolidated financial statements			
	Production equipment Baht	Motor vehicles Baht	Assets under installation Baht	Total Baht
<b>At 1 January 2020</b>				
Cost	815,477,711	174,961,645	1,296,834	991,736,190
<u>Less</u> Accumulated depreciation	(601,814,817)	(119,010,232)	-	(720,825,049)
Opening net book amount - as previously reported	213,662,894	55,951,413	1,296,834	270,911,141
Effect from changes in accounting policy	(12,182,038)	(2,233,883)	-	(14,415,921)
Opening net book amount - as restated	<u>201,480,856</u>	<u>53,717,530</u>	<u>1,296,834</u>	<u>256,495,220</u>
<b>For the year ended 31 December 2020</b>				
Opening net book amount - as restated	201,480,856	53,717,530	1,296,834	256,495,220
Additions	17,234,894	5,104,205	489,714	22,828,813
Transfer in (out)	1,487,707	-	(1,487,707)	-
Transferred to right-of-use assets (Note 20)	11,010,665	-	-	11,010,665
Disposals and write-off, net	(7,194,211)	(1,258,126)	-	(8,452,337)
Depreciation (Note 31)	(45,646,464)	(9,115,019)	-	(54,761,483)
Closing net book amount	<u>178,373,447</u>	<u>48,448,590</u>	<u>298,841</u>	<u>227,120,878</u>
<b>At 31 December 2020</b>				
Cost	796,912,397	166,068,269	298,841	963,279,507
<u>Less</u> Accumulated depreciation	(618,538,950)	(117,619,679)	-	(736,158,629)
Net book amount	<u>178,373,447</u>	<u>48,448,590</u>	<u>298,841</u>	<u>227,120,878</u>
<b>For the year ended 31 December 2021</b>				
Opening net book amount	178,373,447	48,448,590	298,841	227,120,878
Additions	20,867,085	-	4,232,637	25,099,722
Transfer in (out)	18,840	280,000	(298,840)	-
Disposals and write-off, net	(588,035)	(16,167)	-	(604,202)
Depreciation (Note 31)	(39,153,131)	(7,834,815)	-	(46,987,946)
Closing net book amount	<u>159,518,206</u>	<u>40,877,608</u>	<u>4,232,638</u>	<u>204,628,452</u>
<b>At 31 December 2021</b>				
Cost	814,260,776	164,281,747	4,232,638	982,775,161
<u>Less</u> Accumulated depreciation	(654,742,570)	(123,404,139)	-	(778,146,709)
Net book amount	<u>159,518,206</u>	<u>40,877,608</u>	<u>4,232,638</u>	<u>204,628,452</u>

Depreciation of Baht 46,987,946 (2020: Baht 54,761,483) is included in cost of providing services in the consolidated financial statements.

## 20 Right-of-use assets, net

Consolidated financial statements				
	Office building Baht	Production equipment Baht	Motor vehicles Baht	Total Baht
Opening net book amount at 1 January 2020	19,662,838	12,182,038	2,233,883	34,078,759
Lease termination	(3,548,615)	-	-	(3,548,615)
Transferred to assets for rent, net (Note 19)	-	(11,010,665)	-	(11,010,665)
Depreciation (Note 31)	(3,487,297)	(1,171,373)	(196,374)	(4,855,044)
Net book amount at 31 December 2020	12,626,926	-	2,037,509	14,664,435
Opening net book amount at 1 January 2021	12,626,926	-	2,037,509	14,664,435
Depreciation (Note 31)	(3,160,142)	-	(196,374)	(3,356,516)
Net book amount at 31 December 2021	9,466,784	-	1,841,135	11,307,919

Separate financial statements		
	Office building Baht	Total Baht
Opening net book amount at 1 January 2020	11,730,843	11,730,843
Lease termination	(3,548,615)	(3,548,615)
Depreciation (Note 31)	(843,563)	(843,563)
Net book amount at 31 December 2020	7,338,665	7,338,665
Opening net book amount at 1 January 2021	7,338,665	7,338,665
Depreciation (Note 31)	(516,409)	(516,409)
Net book amount at 31 December 2021	6,822,256	6,822,256

The expense relating to leases that not included in the measurement of lease liabilities and right-of-use and cash outflows for leases is as follows:

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Expense relating to short-term leases	43,200	299,546	-	-



**21 Intangible assets, net**

	Consolidated financial statements		
	Software Baht	Copyright Baht	Total Baht
<b>At 1 January 2020</b>			
Cost	8,400,999	350,825	8,751,824
<u>Less</u> Accumulated amortisation	<u>(5,669,637)</u>	<u>-</u>	<u>(5,669,637)</u>
Net book amount	<u>2,731,362</u>	<u>350,825</u>	<u>3,082,187</u>
<b>For the year ended 31 December 2020</b>			
Opening net book amount	2,731,362	350,825	3,082,187
Additions	12,980	-	12,980
Amortisation (Note 31)	<u>(795,176)</u>	<u>-</u>	<u>(795,176)</u>
Closing net book amount	<u>1,949,166</u>	<u>350,825</u>	<u>2,299,991</u>
<b>At 31 December 2020</b>			
Cost	8,413,979	350,825	8,764,804
<u>Less</u> Accumulated amortisation	<u>(6,464,813)</u>	<u>-</u>	<u>(6,464,813)</u>
Net book amount	<u>1,949,166</u>	<u>350,825</u>	<u>2,299,991</u>
<b>For the year ended 31 December 2021</b>			
Opening net book amount	1,949,166	350,825	2,299,991
Additions	14,880	-	14,880
Amortisation (Note 31)	<u>(751,922)</u>	<u>-</u>	<u>(751,922)</u>
Closing net book amount	<u>1,212,124</u>	<u>350,825</u>	<u>1,562,949</u>
<b>At 31 December 2021</b>			
Cost	8,428,859	350,825	8,779,684
<u>Less</u> Accumulated amortisation	<u>(7,216,735)</u>	<u>-</u>	<u>(7,216,735)</u>
Net book amount	<u>1,212,124</u>	<u>350,825</u>	<u>1,562,949</u>

Amortisation of Baht 751,922 (2020: Baht 795,176) are included in administrative expenses in the consolidated financial statements.

## 21 Intangible assets, net (Cont'd)

	Separate financial statements		
	Software Baht	Copyright Baht	Total Baht
<b>At 1 January 2020</b>			
Cost	2,575,500	45,500	2,621,000
<u>Less</u> Accumulated amortisation	(2,408,544)	-	(2,408,544)
Net book amount	166,956	45,500	212,456
<b>For the year ended 31 December 2020</b>			
Opening net book amount	166,956	45,500	212,456
Amortisation (Note 31)	(79,174)	-	(79,174)
Closing net book amount	87,782	45,500	133,282
<b>At 31 December 2020</b>			
Cost	2,575,500	45,000	2,621,000
<u>Less</u> Accumulated amortisation	(2,487,718)	-	(2,487,718)
Net book amount	87,782	45,000	133,282
<b>For the year ended 31 December 2021</b>			
Opening net book amount	87,782	45,500	133,282
Amortisation (Note 31)	(36,093)	-	(36,093)
Closing net book amount	51,689	45,500	97,189
<b>At 31 December 2021</b>			
Cost	2,575,500	45,500	2,621,000
<u>Less</u> Accumulated amortisation	(2,523,811)	-	(2,523,811)
Net book amount	51,689	45,500	97,189

Amortisation of Baht 36,093 (2020: Baht 79,174) are included in administrative expenses in the separate financial statements.

## 22 Deferred income taxes

Deferred income taxes are calculated in full on temporary differences, using the liability method and using a principal tax rate of 20% (2020: 20%). The deferred taxation related to the temporary differences between the carrying amounts and the tax bases of assets and liabilities of the Group are summarised below:

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
<b>Deferred tax assets:</b>				
Deferred tax asset to be recovered within 12 months	5,635,986	8,075,037	3,418	482,101
Deferred tax asset to be recovered more than 12 months	28,080,911	27,667,897	1,049,175	924,854
	33,716,897	35,742,934	1,052,593	1,406,955
<b>Deferred tax liabilities:</b>				
Deferred tax liabilities to be settled more than 12 months	(1,530,188)	(1,750,076)	-	-
	(1,530,188)	(1,750,076)	-	-
Deferred income tax, net	32,186,709	33,992,858	1,052,593	1,406,955

## 22 Deferred income taxes (Cont'd)

The movements in deferred tax assets and liabilities during the year are as follows:

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
At 1 January	33,992,858	11,764,310	1,406,955	3,859,516
Retrospective adjustments from changes in accounting policy	-	238,598	-	(30,150)
Charged/(credited) to profit or loss (Note 32)	(1,806,149)	22,689,473	(354,362)	(2,225,087)
Charged/(credited) to other comprehensive income	-	(699,523)	-	(197,324)
At 31 December	32,186,709	33,992,858	1,052,593	1,406,955

Deferred income tax assets and liabilities are offset when the income taxes related to the same fiscal authority.

Deferred tax assets and deferred tax liabilities in the consolidated financial positions are presented at net amount of assets and liabilities incurred in each subsidiary.

	Consolidated financial statements				
	1 January 2021 Baht	Adjustment Baht	Charged/ (credited) to profit or loss Baht	Charged/ (credited) to other comprehensive income Baht	31 December 2021 Baht
<b>Deferred tax assets</b>					
Allowance for doubtful account	8,075,037	-	(2,439,051)	-	5,635,986
Employee benefit obligations	2,900,191	-	383,341	-	3,283,532
Tax losses	24,734,678	-	-	-	24,734,678
Lease Liabilities	33,028	-	29,673	-	62,701
	35,742,934	-	(2,026,037)	-	33,716,897
<b>Deferred tax liabilities</b>					
Right-of-use assets	(1,750,076)	-	219,888	-	(1,530,188)
	(1,750,076)	-	219,888	-	(1,530,188)
Deferred income taxes, net	33,992,858	-	(1,806,149)	-	32,186,709

	Consolidated financial statements				
	1 January 2020 Baht	Adjustment Baht	Charged/ (credited) to profit or loss Baht	Charged/ (credited) to other comprehensive income Baht	31 December 2020 Baht
<b>Deferred tax assets</b>					
Allowance for doubtful account	6,373,821	238,598	1,426,618	-	8,075,037
Employee benefit obligations	6,301,209	-	(2,701,495)	(699,523)	2,900,191
Provision for employee compensation	544,840	-	(544,840)	-	-
Tax losses	-	-	24,734,678	-	24,734,678
Lease Liabilities	-	-	33,028	-	33,028
	13,219,870	238,598	22,983,989	(699,523)	35,742,934
<b>Deferred tax liabilities</b>					
Right-of-use assets	(1,455,560)	-	(294,516)	-	(1,750,076)
	(1,455,560)	-	(294,516)	-	(1,750,076)
Deferred income taxes, net	11,764,310	238,598	22,689,473	(699,523)	33,992,858

## 22 Deferred income taxes (Cont'd)

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

Separate financial statements					
	1 January 2021 Baht	Adjustment Baht	Charged/ (credited)to profit or loss Baht	Charged/ (credited) to other comprehensive income Baht	31 December 2021 Baht
<b>Deferred tax assets</b>					
Allowance for doubtful account	482,101	-	(478,683)	-	3,418
Employee benefit obligations	891,826	-	94,648	-	986,474
Lease Liabilities	33,028	-	29,673	-	62,701
	1,406,955	-	(354,362)	-	1,052,593
<b>Deferred tax liabilities</b>	-	-	-	-	-
Deferred income taxes, net	1,406,955	-	(354,362)	-	1,052,593
Separate financial statements					
	1 January 2020 Baht	Adjustment Baht	Charged/ (credited)to profit or loss Baht	Charged/ (credited) to other comprehensive income Baht	31 December 2020 Baht
<b>Deferred tax assets</b>					
Allowance for doubtful account	516,536	(30,150)	(4,285)	-	482,101
Employee benefit obligations	3,342,980	-	(2,253,830)	(197,324)	891,826
Lease Liabilities	-	-	33,028	-	33,028
	3,859,516	(30,150)	(2,225,087)	(197,324)	1,406,955
<b>Deferred tax liabilities</b>	-	-	-	-	-
Deferred income taxes, net	3,859,516	(30,150)	(2,225,087)	(197,324)	1,406,955

Deferred income tax assets are recognised for tax loss and carry forwards only to the extent that realisation of the related tax benefit through the future taxable profits is probable.

The Group did not recognise deferred income tax assets of Baht 125,785,228 and Baht 69,397,172 (2020: Baht 156,869,139 and Baht 77,110,600), respectively, in respect of losses amounting to Baht 628,926,142 and Baht 347,397,172 (2020: Baht 784,345,695 and Baht 385,552,998), respectively, that can be carried forward against future taxable income.

## 23 Trade and other payables

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Trade payable				
- Third parties	14,192,317	5,554,463	216,803	282,205
- Related parties (Note 35.3)	456,355	32,635	9,630	9,630
Advance received	249,793	3,801,362	-	-
Fixed assets payables	4,199,264	48,422	-	-
Deposit	942,078	1,493,059	-	-
Other payables - Third parties	9,601,990	2,373,335	3,094	48,728
Accrued expenses	16,589,844	7,733,096	609,120	439,919
	46,231,641	21,036,372	838,647	780,482

## 24 Other current liabilities

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Withholding tax payable	1,082,684	982,762	231,469	245,148
Value added tax payable	8,363,098	7,725,055	431,688	1,456,380
	<u>9,445,782</u>	<u>8,707,817</u>	<u>663,157</u>	<u>1,701,528</u>

## 25 Borrowings

	Notes	Consolidated financial statements		Separate financial statements	
		2021 Baht	2020 Baht	2021 Baht	2020 Baht
<b>Current</b>					
Short-term borrowings from bank	(a)	-	35,000,000	-	35,000,000
Current portion of long-term borrowings					
- Bank borrowings	(b)	36,047,334	21,099,000	-	-
- Lease liabilities	(c)	3,592,680	3,393,356	338,672	322,585
Total current borrowings		<u>39,640,014</u>	<u>59,492,356</u>	<u>338,672</u>	<u>35,322,585</u>
<b>Non-current</b>					
Bank borrowings	(b)	169,788,932	166,020,932	-	-
Lease liabilities	(c)	7,922,296	11,516,876	7,636,668	7,975,339
Total non-current borrowings		<u>177,711,228</u>	<u>177,537,808</u>	<u>7,636,668</u>	<u>7,975,339</u>
<b>Total borrowings</b>		<u>217,351,242</u>	<u>237,030,164</u>	<u>7,975,340</u>	<u>43,297,924</u>

### a) Short-term borrowings from bank

As at 31 December 2021, the company did not have short-term borrowings from a financial institution represent promissory notes and are unsecured. (2020: Baht 35 million and interest rate at Minimum Loan Rate minus one (MLR - 1) per and repayable within March 2021.)

### b) Long-term bank borrowings, net

Movements in long-term borrowings from bank for the years ended 31 December 2021 and 2020 are analysed as follows:

	Consolidated financial statements	
	2021 Baht	2020 Baht
Opening balance as at 1 January	187,119,932	112,606,932
Addition	24,000,000	82,110,000
Repayment	(5,283,666)	(7,597,000)
Closing balance as at 31 December	<u>205,836,266</u>	<u>187,119,932</u>
Current portion of long-term borrowings	36,047,334	21,099,000
Long-term borrowings payable between 1 to 5 years	147,730,000	131,856,000
Long-term borrowings payable later than 5 years	22,058,932	34,164,932
	<u>205,836,266</u>	<u>187,119,932</u>

## 25 Borrowings (Cont'd)

### b) Long-term bank borrowing, net (Cont'd)

As at 31 December 2021, long-term borrowings from bank amounting to Baht 205.84 million (2020: Baht 187.12 million) comprised of Gear Head Co., Ltd. amounting to Baht 99.00 million and The Studio Park (Thailand) Co., Ltd. amounting to Baht 106.84 million (2020: comprised of Gear Head Co., Ltd. amounting to Baht 77 million and The Studio Park (Thailand) Co., Ltd. amounting to Baht 110.12 million).

Gear Head Co., Ltd. (a subsidiary) entered into long-term loan agreements with a local commercial bank amounting to Baht 80 million to improve liquidity and expand rental and service business. This long-term loan carried interest at Minimum Loan Rate (MLR) per annum as following :

- Loan facility amounting to Baht 50 million is repayable in monthly installments from December 2021 to August 2026, at the percentage specified in the loan agreement. The loans are guaranteed by the Company.
- Loan facility amounting to Baht 30 million is repayable in monthly installments from December 2021 to October 2026, at the percentage specified in the loan agreement. The loans are guaranteed by the Company.

Gear Head Co., Ltd. (a subsidiary) entered into long-term loan agreements with a local commercial bank according to the Ministry of Finance proposed new measure to support business recovery and transformation post-COVID-19. The measure is soft loan facility for businesses. This long-term loan carried interest at rate of 2% per annum as following:

- Loan facility amounting to Baht 20 million is repayable in monthly installments from December 2022 to December 2027, at the percentage specified in the loan agreement. The loans are guaranteed by the Company.
- Loan facility amounting to Baht 4 million is repayable in monthly installments from December 2021 to December 2026, at the percentage specified in the loan agreement. The loans are guaranteed by the Company.

The Studio Park (Thailand) Co., Ltd. (a subsidiary) entered into long-term loan agreements with a local commercial bank amounting to Baht 537 million for The Studio Park project. This long-term loan carried interest at Minimum Loan Rate minus a stipulated margin (MLR - margin) per annum as following:

- Loan facility amounting to Baht 500 million is repayable in monthly installments from December 2021 to February 2028, at the percentage specified in the loan agreement. The loan is secured by the mortgage of the Company's land.
- Loan facility amounting to Baht 25 million is repayable in monthly installments from December 2021 to December 2027, at the percentage specified in the loan agreement. The loan is secured by the mortgage of the Company's land.
- Loan facility amounting to Baht 12 million is repayable in monthly installments from December 2021 to June 2028, at the percentage specified in the loan agreement. The loan is secured by the mortgage of the Company's land

The loan agreement contains covenants imposed on the Group as specified in the agreement, related to such matters as maintenance of certain debt to equity and maintenance of shareholder status.

### Borrowing facilities

The Group have the undrawn committed borrowing facilities:

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Floating interest rate due over 1 year	70,000,000	15,000,000	50,000,000	15,000,000



## 25 Borrowings (Cont'd)

### b) Long-term bank borrowing, net (Cont'd)

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

	Consolidated financial statements			
	Carrying amounts		Fair values	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Long-term borrowings from bank	205,836,266	187,119,932	205,836,266	187,119,932

The fair value of current borrowings is closely to their carrying amount, as the impact of discount rate is not significant.

Fair value of non-current borrowings are based on discounted cash flows using a discount rate based upon the borrowing rate of 2.00% to 5.25% per annum (2020: 4.25% to 6.00% per annum) and are within level 2 of the fair value hierarchy.

### c) Lease liabilities, net

Maturity of lease liabilities are as follow:

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
<b>Minimum lease liabilities payments</b>				
Not later than one year	4,094,379	4,094,379	720,000	720,000
Later than 1 year but not later than 5 years	3,428,598	6,658,976	3,138,000	2,994,000
Later than 5 years	7,092,000	7,956,000	7,092,000	7,956,000
	14,614,977	18,709,355	10,950,000	11,670,000
<u>Less</u> Future finance charges on leases	(3,100,001)	(3,799,123)	(2,974,660)	(3,372,076)
Present value of lease liabilities	11,514,976	14,910,232	7,975,340	8,297,924
<b>Representing lease liabilities:</b>				
- current	3,592,680	3,393,356	338,672	322,585
- non-current	7,922,296	11,516,876	7,636,668	7,975,339
	11,514,976	14,910,232	7,975,340	8,297,924
<b>Present value of lease liabilities:</b>				
Not later than one year	3,592,680	3,393,356	338,672	322,585
Later than 1 year but not later than 5 years	2,086,869	5,116,937	1,801,241	1,575,400
Later than 5 years	5,835,427	6,399,939	5,835,427	6,399,939
	11,514,976	14,910,232	7,975,340	8,297,924

The movements of lease liabilities for the year can be analysed as follows:

	Consolidated financial statements Baht	Separate financial statements Baht
Opening net book value	14,910,232	8,297,924
Repayment to lease liability	(4,094,379)	(720,000)
Amortised deferred interest (Note 30)	699,123	397,416
Closing net book value	11,514,976	7,975,340

## 25 Borrowings (Cont'd)

### d) Interest rate

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

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Short-term borrowings from bank	-	MLR - 1	-	MLR - 1
Long-term borrowings from bank	MLR and MLR - 0.25 and 2%	MLR and MLR - 0.5	-	-
Lease liabilities	4.88%, 5.88% And 7.02%	4.88%, 5.88% 6.00%, 6.25% and 7.02%	4.88%	4.88%

## 26 Employee benefit obligations

### Retirement benefits

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

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Statement of financial position:				
Retirement benefits	17,353,275	15,340,577	4,932,369	4,459,128
Profit or loss charge included in operating profit for:				
Retirement benefits (Note 31)	2,012,698	(9,812,974)	473,241	(6,589,152)
Remeasurement for:				
Retirement benefits	-	3,568,868	-	986,620

## 26 Employee benefit obligations (Cont'd)

The movements in the defined benefit obligation for the years are as follows:

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
At 1 January	15,340,577	35,280,819	4,459,128	16,714,900
Current service cost	1,821,809	2,545,396	420,865	863,646
Past service cost	-	(12,998,906)	-	(7,602,630)
Interest expense	190,889	640,536	52,376	259,442
Transfer to subsidiary	-	-	-	(109,610)
	<u>17,353,275</u>	<u>25,467,845</u>	<u>4,932,369</u>	<u>10,125,748</u>
Remeasurements:				
(Gain) from change in financial assumptions	-	(1,323,446)	-	(629,282)
Experience (gain)	-	(2,245,422)	-	(357,338)
	<u>-</u>	<u>(3,568,868)</u>	<u>-</u>	<u>(986,620)</u>
Benefit payment	-	(6,558,400)	-	(4,680,000)
At 31 December	<u>17,353,275</u>	<u>15,340,577</u>	<u>4,932,369</u>	<u>4,459,128</u>

The significant actuarial assumptions used were as follows:

	Consolidated and Separate financial statements	
	2021 %	2020 %
Discount rate	1.49	1.49
Inflation rate	2.00	2.00
Salary growth rate		
- Aged below 30 years	5.00	5.00
- 30 - 40 years	4.00	4.00
- 40 - 55 years	3.50	3.50
- Above 55 year	3.00	3.00
Turnover rate		
- Aged below 30 year	30.00	30.00
- 30 - 40 years	14.00	14.00
- 40 - 55 years	8.00	8.00
- Above 55 years	-	-

**26 Employee benefit obligations (Cont'd)****Retirement benefits (Cont'd)**

Sensitivity analysis for each significant assumption used is as follows:

	Consolidated financial statements					
	Change in assumption		Impact on defined benefit obligation			
	2021	2020	Increase in assumption		Decrease in assumption	
			2021	2020	2021	2020
Discount rate	1%	1%	Decrease by 9.13%	Decrease by 9.88%	Increase by 10.30%	Increase by 11.13%
Salary growth rate	1%	1%	Increase by 11.28%	Increase by 11.11%	Decrease by 9.94%	Decrease by 9.81%
Turnover rate	20%	20%	Decrease by 9.99%	Decrease by 9.90%	Increase by 12.24%	Increase by 12.07%
Mortality change rate	1%	1%	Decrease by 0.41%	Decrease by 0.41%	Increase by 0.46%	Increase by 0.45%

	Separate financial statements					
	Change in assumption		Impact on defined benefit obligation			
	2021	2020	Increase in assumption		Decrease in assumption	
			2021	2020	2021	2020
Discount rate	1%	1%	Decrease by 7.95%	Decrease by 8.80%	Increase by 8.73%	Increase by 9.72%
Salary growth rate	1%	1%	Increase by 9.66%	Increase by 9.60%	Decrease by 8.78%	Decrease by 8.72%
Turnover rate	20%	20%	Decrease by 7.50%	Decrease by 7.41%	Increase by 8.51%	Increase by 8.39%
Mortality change rate	1%	1%	Decrease by 0.32%	Decrease by 0.31%	Increase by 0.35%	Increase by 0.34%

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method has been applied as when calculating the retirement benefits recognised in the statement of financial position.

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

## 26 Employee benefit obligations (Cont'd)

### Retirement benefits (Cont'd)

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

Changes in bond yields : Decrease in Government bond yields will increase plan liabilities.

The weighted average duration of the defined benefit obligation is 12.6 years (2020: 13.6 years).

Expected maturity analysis of undiscounted retirement benefits are as follows:

Consolidated financial statements					
	Less than a year Baht	Between 1-2 years Baht	Between 2-5 years Baht	Over 5 years Baht	Total Baht
At 2021					
Retirement benefits	938,935	191,719	2,957,285	40,007,940	44,095,879
Total	938,935	191,719	2,957,285	40,007,940	44,095,879
Consolidated financial statements					
	Less than a year Baht	Between 1-2 years Baht	Between 2-5 years Baht	Over 5 years Baht	Total Baht
At 2020					
Retirement benefits	-	938,935	1,758,065	41,398,879	44,095,879
Total	-	938,935	1,758,065	41,398,879	44,095,879
Separate financial statements					
	Less than a year Baht	Between 1-2 years Baht	Between 2-5 years Baht	Over 5 years Baht	Total Baht
At 2021					
Retirement benefits	-	-	-	9,995,277	9,995,277
Total	-	-	-	9,995,277	9,995,277
Separate financial statements					
	Less than a year Baht	Between 1-2 years Baht	Between 2-5 years Baht	Over 5 years Baht	Total Baht
At 2020					
Retirement benefits	-	-	-	9,995,277	9,995,277
Total	-	-	-	9,995,277	9,995,277

## 27 Share capital and premium on share capital

	Authorised number of shares Shares	Issued and fully paid-up			
		Number of shares Shares	Ordinary shares Baht	Share premium Baht	Total Baht
At 1 January 2020	781,629,851	781,628,733	781,628,733	906,214,683	1,687,843,416
Shares issuance	-	-	-	-	-
At 31 December 2020	781,629,851	781,628,733	781,628,733	906,214,683	1,687,843,416
Shares issuance	-	-	-	-	-
At 31 December 2021	781,629,851	781,628,733	781,628,733	906,214,683	1,687,843,416

As at 31 December 2021, the total number of authorised ordinary shares is 781,629,851 shares (2020: 781,629,851 shares) with a par value of Baht 1 each (2020: Baht 1 each). The number of issued and fully paid-up ordinary share is 781,628,733 shares (2020: 781,628,733 shares).

## 28 Legal reserve

	Consolidated and Separate financial statements	
	2021 Baht	2020 Baht
At 1 January	10,658,657	10,658,657
Appropriate during the year	-	-
At 31 December	10,658,657	10,658,657

Under the Public Companies Act., B.E. 2535, the Company is required to set aside as statutory reserve at least 5% of its net profit after accumulated deficit brought forward (if any) until the reserve is not less than 10% of the registered capital. This reserve is not available for dividend distribution.

## 29 Other incomes

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Interest income from loans to subsidiaries (Note 35.1)	-	-	29,144,979	29,862,805
Interest income	34,455	68,912	14,440	47,131
Management fee income to subsidiaries (Note 35.1)	-	-	-	29,087,064
Net gain from disposal of assets	334,966	2,560,299	-	408,015
Net (loss) on exchange rate	(176,374)	(76,060)	-	-
(Loss) from impairment of investments in subsidiaries (Note 15)	-	-	-	(9,456,468)
Others	3,631,285	2,300,119	308,746	2,291,760
	3,824,332	4,853,270	29,468,165	52,240,307



### 30 Finance costs

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
<b>Interest:</b>				
Borrowing from a third party	-	25,644	-	25,644
Bank borrowings	10,549,345	9,518,998	858,732	700,274
Lease liabilities (Note 25)	699,123	1,025,357	397,416	485,783
	<u>11,248,468</u>	<u>10,569,999</u>	<u>1,256,148</u>	<u>1,211,701</u>

### 31 Expenses by nature

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Depreciation - building and equipment (Note 18)	38,033,829	39,540,343	3,191,126	4,101,333
Depreciation - assets for rent (Note 19)	46,987,946	54,761,483	-	-
Depreciation - right-of-use assets (Note 20)	3,356,516	4,855,044	516,409	843,563
Amortisation - intangible assets (Note 21)	751,922	795,176	36,093	79,174
Staff costs	128,030,501	213,265,951	5,930,920	41,367,846
Employee benefit expense (Note 26)	2,012,698	(9,812,975)	473,241	(6,589,152)
Director and executive remuneration	19,451,190	16,660,417	17,605,190	15,373,750
Outsourcing service fee	17,358,713	5,322,121	1,561,053	2,831,452
Operating leases	24,202,278	21,170,080	7,890,720	16,007,502

### 32 Income tax

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Current tax on profits for the year	-	-	-	-
Deferred income tax (Note 22)	1,806,149	(22,689,473)	354,362	2,225,087
Income tax	<u>1,806,149</u>	<u>(22,689,473)</u>	<u>354,362</u>	<u>2,225,087</u>

### 32 Income tax (Cont'd)

Tax on the Group's profit before tax differs from the theoretical amount that would arise using the tax rate of 20% (2020: 20%) as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021 Baht</b>	<b>2020 Baht</b>	<b>2021 Baht</b>	<b>2020 Baht</b>
(Loss) before income tax	(14,660,867)	(192,541,730)	(6,668,091)	(44,664,349)
Tax calculated at a tax rate of 20% (2020: 20%)	(2,932,173)	(38,508,346)	(1,333,618)	(8,932,870)
The effect of:				
Expenses not deductible for tax purposes	1,874,990	738,821	459,410	8,909,601
Additional deductible expenses	(1,979,980)	(43,868)	(1,953,432)	(7,095)
Tax losses for which no deferred income tax asset was recognised	4,843,312	15,123,920	3,182,002	2,255,451
Income tax	<u>1,806,149</u>	<u>(22,689,473)</u>	<u>354,362</u>	<u>2,225,087</u>

### 33 (Loss) per share

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

The basic (loss) per share are as follows:

	<b>Consolidated financial statements</b>		<b>Separate financial statements</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
(Loss) attributable to ordinary shareholders of the Company (Baht)	(16,467,016)	(169,852,257)	(7,022,453)	(44,664,349)
Weighted average number of shares (Shares)	781,628,733	781,628,733	781,628,733	781,628,733
Basic earnings (loss) per share (Baht per share)	(0.02)	(0.22)	(0.01)	(0.06)

There are no potential dilutive ordinary shares in issue during 2021 and 2020.

## 34 Commitments and contingencies

### 34.1 Letter of guarantee

As at 31 December 2021, there are letters of guarantee issued by a commercial bank in respect of television air time contracts, performance, and electricity usage, on behalf of the Company and subsidiaries totalling Baht 2.35 million (2020: Baht 1.52 million).

### 34.2 Capital commitments

Commitment as at the statement of financial position date related to capital expenditure but not recognised in the financial statements is as follows:

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Property, plant and equipment	4,023,998	296,451	-	-

### 34.3 Guarantees

- the Company has provided guarantees for long-term bank borrowing in Gear Head Co., Ltd. for a total of Baht 104 million (2020: Baht 80 million).
- The Studio Park (Thailand) Co., Ltd. pledged its land as a security for long-term bank borrowing of Baht 537 million (2020: Baht 537 million).

## 35 Related party transactions

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

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

The Company is controlled by The BBTV Productions Co., Ltd. (incorporated in Thailand), which owns 87.72% of the Company's shares. The remaining 12.28% of the shares are widely held. The significant investments in subsidiaries and joint venture are set out in Note 15 and Note 16.

Transactions with the companies and parties under The BBTV Productions Co., Ltd. group are considered related parties transactions. In addition, companies and parties relating to directors and directors' family are also considered related parties.

### 35 Related party transactions (Cont'd)

Relationships with related parties were as follow:

Name of entities	Country of incorporation	Nature of relationships
The BBTV Productions Co., Ltd.	Thailand	Parent company
Gear Head Co., Ltd.	Thailand	Subsidiary
The Studio Park (Thailand) Co., Ltd.	Thailand	Subsidiary
Bangkok Broadcasting & TV. Co., Ltd.	Thailand	Related company and common director
HR Pro Security and Service Co., Ltd.	Thailand	Related company and common director
BBTV New Media Co., Ltd.	Thailand	Related company and common director
Media Studio Co., Ltd.	Thailand	Related company and common director
Media Scene Co., Ltd.	Thailand	Related company and common director
Grand Larn Luang Co., Ltd.	Thailand	Related company and common director
TERO Entertainment Public Company Limited	Thailand	Related company and common director

The following material transactions were carried out with related parties:

#### 35.1 Revenue from sales and services

For the years ended 31 December	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
<b>Revenues from rental and service</b>				
Related parties	5,536,167	2,745,939	-	-
<b>Revenues from sale</b>				
Related parties	9,517	-	-	-
<b>Interest income</b>				
Subsidiaries (Note 29)	-	-	29,144,979	29,862,805
<b>Other income</b>				
Subsidiaries (Note 29)	-	-	-	29,087,064

#### 35.2 Purchases of goods and services

For the years ended 31 December	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
<b>Cost of services</b>				
Subsidiaries	-	-	9,500	2,386,906
Related parties	7,922,120	13,903,000	7,890,720	13,896,000
	<u>7,922,120</u>	<u>13,903,000</u>	<u>7,900,220</u>	<u>16,282,906</u>
<b>Operating expenses</b>				
Subsidiaries	-	-	206,067	43,456
Related parties	3,169,816	3,742,951	836,016	1,305,333
	<u>3,169,816</u>	<u>3,742,951</u>	<u>1,042,083</u>	<u>1,348,789</u>

### 35 Related party transactions (Cont'd)

The following material transactions were carried out with related parties: (Cont'd)

#### 35.3 Outstanding balances arising from sales/purchases of goods/services

As at 31 December	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
<b>Trade receivables</b> (included in Note 12 "Trade and other receivables, net")				
Related parties	251,450	1,220,976	-	-
<b>Trade payable</b> (included in Note 23 "Trade and other payables")				
Related parties	456,355	32,635	9,630	9,630
<b>Accrued expense</b>				
Related parties	218,906	229,049	54,478	54,478

#### 35.4 Short-term loans to subsidiaries, net

For the years ended 31 December	Separate financial statements	
	2021 Baht	2020 Baht
<b>Subsidiaries</b>		
Beginning balance - previously reported	450,205,950	545,900,000
Retrospective adjustments from changes in accounting policy	-	(87,194,050)
Beginning balance - as restated	450,205,950	458,705,950
Loans granted during the year	7,000,000	71,000,000
Repayments received during the year	(41,500,000)	(48,400,000)
Recognised expected credit loss	-	(31,100,000)
Ending balance	415,705,950	450,205,950

#### 35.5 Directors and executive remuneration

For the years ended 31 December	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Salaries and other short-term employee benefits	19,451,190	16,660,417	17,605,190	15,373,750
Post-employee benefits	401,661	514,280	349,773	514,280
	19,852,851	17,174,697	17,954,963	15,888,030

The background is a close-up, orange-tinted photograph of mechanical components, likely from a machine or engine. It features various metal parts, including a large circular flange on the right and several cylindrical components with ribbed textures. The lighting is warm and directional, creating strong highlights and shadows that emphasize the metallic surfaces and the complexity of the machinery.

# 4

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## **VERIFICATION OF INFORMATION**

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## VERIFICATION OF INFORMATION

The Company has carefully reviewed all information in this financial statement and would like to verify that the information provided is complete, containing no false statement, not misleading, and not lacking material facts. Moreover, the Company hereby certify that:

- (1) The financial statement and financial information reported in the Annual Report is accurate and complete, covering all major issues relating to the financial position, operating results and the cash flows of the Company and the subsidiaries.
- (2) The Company has created a decent financial disclosure system to ensure that the key information of the Company and the subsidiaries is accurately and completely disclosed. In addition, the Company has ensured that the operation guideline in such system has been followed.
- (3) The Company has established the decent internal control system, ensuring that the operation guideline for the system has been strictly followed. The Company has informed the auditor and the audit directors of the information concerning the assessment of internal control system as of February 23, 2022. Such information covers any discovered defects and major changes to the internal control system, as well as any malpractice that may have an impact on the completion of the financial reports of the Company and the subsidiaries.

So as to prove that all documents are the same as the documents verified by the Company, the Company hereby authorize Mr. Nanat Sonsa-ad to sign his name in all pages of this document for verification. Any documents with the absent signature of Mr. Nanat Sonsa-ad shall be deemed as unverified information, not the information or documents as above verified by the Company.

<u>Name</u>	<u>Position</u>	<u>Signature</u>
1. Mr. Sansrit Yenbamrung	Chairman of the BOD	- Sansrit Yenbamrung - .....
2. Mr. Chayanont Ulit	CEO	- Chayanont Ulit - .....
Authorized person:- Mr. Nanat Sonsa-ad	Director of the Legal and Secretariat Department	- Nanat Sonnsa-ad - .....



A professional studio lighting setup in a dark room. A large, rectangular softbox is suspended in the center, emitting a warm, golden light. To the right, a large, circular spotlight is mounted on a stand, also emitting a warm light. Two cylindrical pendant lights hang from the ceiling on the left. The floor is covered with a pattern of square tiles. The overall atmosphere is warm and professional.

**ATTACHMENT**

## ATTACHMENT 1

### Details of Directors, Management, Persons with Controlling Power and Company's Secretary

Details of directors, management (as defined by the market) and persons with controlling power, the head of accounting and finance and the supervisor of accounting and the Company's Secretary as of March 10, 2022.



**Mr. Sansrit Yenbarnung**

- Chairman of the Board \*
- Chairman of the Executive Committee
- Chairman of the Nomination and Remuneration Committee

(\* Director who are authorized to sign in binding the Company)

Age 64 (years)

#### Education

- Master of Business administration in international trade Sul Ross State University, Alpine ,Texas , U.S.A.

#### Percentage of Shareholding

- None -

#### Relationship with the other Executive

- None -

Work Experience in the last 5 years		
Period	Position	Name of Companies / Organizations
Apr 2018-Present May 2018-Present	<ul style="list-style-type: none"> <li>• Chairman of the Board of Director</li> <li>• Chairman of the Executive Committee</li> <li>• Chairman of Nomination and Remuneration Committee</li> </ul>	Matching Maximize Solution PCL.
Apr 2014-Mar 2018	<ul style="list-style-type: none"> <li>• Director</li> </ul>	
Apr 2014-Apr 2018	<ul style="list-style-type: none"> <li>• Executive Director</li> </ul>	
Other Listed Companies		
Feb 2019-Present	<ul style="list-style-type: none"> <li>• Director</li> </ul>	Grand Canal Land PCL.
Dec 2004-Dec 2018	<ul style="list-style-type: none"> <li>• First Executive Vice President</li> </ul>	Bank of Ayudhya PCL.
Sep 2002-Nov 2004	<ul style="list-style-type: none"> <li>• Executive Vice President</li> </ul>	
Other Companies / Organizations		
Jan 2020-Present	<ul style="list-style-type: none"> <li>• Director</li> </ul>	Gear Head Co.,Ltd.
May 2019-Present	<ul style="list-style-type: none"> <li>• Director</li> </ul>	BBTV Equity Co.,Ltd.
Apr 2019-Present	<ul style="list-style-type: none"> <li>• Director</li> </ul>	Great Fortune Equity Co.,Ltd.
Apr 2019-Present	<ul style="list-style-type: none"> <li>• Director</li> </ul>	Khao Kheow Country Club Co.,Ltd.
Mar 2019-Present Feb 2014-Mar 2019	<ul style="list-style-type: none"> <li>• Chairman of the Board of Director</li> <li>• Advisory Chairman</li> </ul>	HR PRO Security and Services Co., Ltd.
Apr 2018-Dec 2020	<ul style="list-style-type: none"> <li>• Director</li> </ul>	Bangkok Broadcasting & TV Co., Ltd.
Apr 2018-Present Apr 2014-Mar 2019	<ul style="list-style-type: none"> <li>• Chairman of the board</li> <li>• Director</li> </ul>	Media Studio Co., Ltd.

Work Experience in the last 5 years		
Period	Position	Name of Companies / Organizations
Aug 2017-Present	• Director	Grand Prime Asset Co., Ltd.
Sep 2012-Present	• Director	Grand Huay Kaew Co.,Ltd.
Oct 2010-Present	• Chairman of the board • Chief Executive Officer	Grand Larn Luang Co., Ltd.
Sep 2002-Dec 2018	• Director • Chairman of the • Executive Committee	Krungsri Ayudhya AMC Co., Ltd.



#### Mr.Chayanont Ulit

- Director \*
- Chief Executive Officer
- Executive Director

(\* Director who are authorized to sign in binding the Company)

Age 53 (years)

#### Education

- Bachelor of Architecture, Chulalongkorn University.
- Certificate, Director Certification Program (2021) : IOD
- Financial Concepts for Business Management (2021) : SET

#### Percentage of Shareholding

- None -

#### Relationship with the other Executive

- None -

Work Experience in the last 5 years		
Period	Position	Name of Companies / Organizations
Aug 2020-Present	<ul style="list-style-type: none"> <li>• Excutive Director chiet Excutive Offcer</li> <li>• Director</li> </ul>	Matching Maximize Solution PCL.
Other Companies / Organizations		
Aug 2020-Present	<ul style="list-style-type: none"> <li>• Director</li> <li>• Managing Director</li> </ul>	Gear Head Co., Ltd.
Aug 2020-Present	<ul style="list-style-type: none"> <li>• Director</li> <li>• Managing Director</li> </ul>	The Studio Park (Thailand) Co., Ltd
Nov 2020-Nov 2021	<ul style="list-style-type: none"> <li>• Liquidator</li> </ul>	TSP Production Service Co., Ltd.
Sep 2020-Present	<ul style="list-style-type: none"> <li>• Chairman of the Board of Director</li> <li>• Director</li> </ul>	Transformation Film Co., Ltd.



### Mr.Neil Wayne Thompson

- Director \*
- Deputy Chief Executive Officer
- Executive Director

(\* Director who are authorized to sign in binding the Company)

Age 65 (years)

### Education

- Certificate, Technician , Telecom Central New Zealand
- Certificate, Director Accreditation Program (2021) : IOD
- Certificate, Director Certification Program (2021) : IOD

### Percentage of Shareholding

- None -

### Relationship with the other Executive

- None -

Work Experience in the last 5 years		
Period	Position	Name of Companies / Organizations
Dec 2020–Present	<ul style="list-style-type: none"><li>Executive Director</li></ul>	Matching Maximize Solution PCL.
Jan 2021–Present	<ul style="list-style-type: none"><li>Director</li><li>Deputy Chief Executive Officer</li></ul>	
Other Companies / Organizations		
Mar 1998–Present	<ul style="list-style-type: none"><li>Deputy Managing Director</li></ul>	Tero Entertainment PCL.
Dec 2014–Present	<ul style="list-style-type: none"><li>Chairman of Executive Director</li><li>Director</li></ul>	Live Nation Tero Entertainment Co., Ltd.
Jul 2002–Present	<ul style="list-style-type: none"><li>Managing Director</li><li>Director</li></ul>	Tero Radio Co., Ltd.



### Mr.Poomchai Wacharapong

- Director \*
- Executive Director

(\* Director who are authorized to sign in binding the Company)

Age 64 (years)

#### Education

- Master (Economics) North Texas State University, U.S.A.
- Certificate, Senior Executive Program (SEP) , Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Certificate, Director Certification Program (2008) : IOD
- Certificate, Roles of the Chairman Program (2008) : IOD

#### Percentage of Shareholding

0.0001%

#### Relationship with the other Executive

- None -

Work Experience in the last 5 years		
Period	Position	Name of Companies / Organizations
May 2018 - Present Jan 2014 - Present Jan 2014 - Dec 2019 Jan 2014 - May 2018	<ul style="list-style-type: none"><li>Executive Director</li><li>Director</li><li>Chief Executive Officer</li><li>Chairman of the Executive Committee</li></ul>	Matching Maximize Solution PCL
Other Companies / Organizations		
Nov 2018 - Nov 2020	<ul style="list-style-type: none"><li>Director</li></ul>	TSP Production Service Co., Ltd.
May 2018 - Present	<ul style="list-style-type: none"><li>Director</li></ul>	Media Studio Co., Ltd.
Mar 2015 - Present	<ul style="list-style-type: none"><li>Director</li></ul>	Baansuay Group Co., Ltd. (Suratthani)
Jul 2014 - Mar 2020	<ul style="list-style-type: none"><li>Director</li></ul>	Time Lapse Co., Ltd.
Nov 2018 - Jan 2020 Jul 2014 - Jan 2020	<ul style="list-style-type: none"><li>Chairman of the Board of Director</li><li>Director</li></ul>	Transformation Film Co., Ltd.
Feb 2014 - Present	<ul style="list-style-type: none"><li>Director</li></ul>	The Studio Park (Thailand) Co., Ltd.
Feb 2014 - Present Nov 2017 - Dec 2019	<ul style="list-style-type: none"><li>Director</li><li>Chief Executive Officer</li></ul>	Gear Head Co., Ltd.
Feb 2014 - Jan 2018	<ul style="list-style-type: none"><li>Director</li></ul>	Book Maker Co., Ltd.
Jun 2016 - Present	<ul style="list-style-type: none"><li>Advisor</li></ul>	HR Pro Security and Services Co., Ltd.
Aug 2013 - Present	<ul style="list-style-type: none"><li>Director</li></ul>	TV Digital HR Co., Ltd.
Oct 2010 - Present	<ul style="list-style-type: none"><li>Director</li></ul>	Grand Larn Luang Co., Ltd.



### Yaowalak Poolthong ,PhD

- Director \*
- Executive Director

(\* Director who are authorized to sign in binding the Company)

Age 61 (years)

#### Education

- PhD in Marketing, Thammasat University (International Program)
- Master of International Business Administration, The University of Sydney, Australia
- Master of International Business Administration – Exchange Program, Waseda University, Japan
- Director Certification Program (DCP) - Thai Institute of Directors (IOD)
- Capital Market Academy (CMA)

#### Percentage of Shareholding

- None -

#### Relationship with the other Executive

- None -

Work Experience in the last 5 years		
Period	Position	Name of Companies / Organizations
Apr 2018–Present Jul 2018–Present	<ul style="list-style-type: none"><li>Director</li><li>Executive Director</li></ul>	Matching Maximize Solution PCL
Other Companies / Organizations		
Jun 2020–Present	<ul style="list-style-type: none"><li>Director</li></ul>	Gear Head Co., Ltd.
Apr 2019–Present	<ul style="list-style-type: none"><li>Director</li></ul>	BBTV Productions Co., Ltd.
Apr 2019–Present	<ul style="list-style-type: none"><li>Director</li></ul>	Stronghold Assets Co., Ltd.
Apr 2019–Dec 2020 Apr 2019–Mar 2021 Jan 2021–Dec 2021	<ul style="list-style-type: none"><li>Managing Director</li><li>Director</li><li>Advisor</li></ul>	Bangkok Broadcasting & TV Co., Ltd.
Sep 2018–Present	<ul style="list-style-type: none"><li>Director</li></ul>	Signature Agency Co., Ltd.
May 2017–Aug 2019	<ul style="list-style-type: none"><li>Director</li></ul>	Media Now Co., Ltd.
Apr 2017–Present	<ul style="list-style-type: none"><li>Director</li></ul>	Media Scene Co., Ltd.
Apr 2017–Dec 2017	<ul style="list-style-type: none"><li>Director</li></ul>	Razorfish & Partner Co., Ltd.
May 2015–Present Apr 2014–Present	<ul style="list-style-type: none"><li>Chief Executive Officer</li><li>Director</li></ul>	Media Studio Co., Ltd.
Jan 2014–Present	<ul style="list-style-type: none"><li>Director</li></ul>	HR Pro Security and Services Co., Ltd.
Aug 2013–Present	<ul style="list-style-type: none"><li>Director</li></ul>	TV Digital HR Co., Ltd.





#### Mr. Komkrit Sirirat

- Director
- Executive Director

Age 60 (years)

#### Education

- Master of Computer Engineering at Florida Institute of Technology, Florida, USA
- Bachelor of Electrical Engineering at Florida Institute of Technology, Florida, USA
- Completed the Thammasat University Leadership Program, Class 16<sup>th</sup>
- Certificate, Director Accreditation Program (2021) : IOD
- Certificate, Director Certification Program (2021) : IOD

#### Percentage of Shareholding

- None -

#### Relationship with the other Executive

- None -

Work Experience in the last 5 years		
Period	Position	Name of Companies / Organizations
Dec 2020-Present	<ul style="list-style-type: none"> <li>• Executive Director</li> <li>• Director</li> </ul>	Matching Maximize Solution PCL
Other Companies / Organizations		
Jan 2013-Present	<ul style="list-style-type: none"> <li>• Director</li> </ul>	Committee at Major Care Foundation
Jan 2007-Present	<ul style="list-style-type: none"> <li>• Deputy Managing Director</li> </ul>	Tero Entertainment PLC
Jan 2007-Present	<ul style="list-style-type: none"> <li>• Deputy Managing Director</li> </ul>	Thai TicketMajor Co., Ltd.



**Mr. Akarat Na Ranong**

- Independent Director
- Chairman of the Audit Committee
- Corporate Governance Committee

Age 69 (years)

#### Education

- Master's Degree ,Business Administration (Management) , Marshall University, USA.
- Ethical Leadership Program (ELP 17/2019) (2562) :IOD
- Certificate, Role of the Chairman Program (2017) : IOD
- Certificate, Director Certification Program (2013) : IOD
- Certificate, Role of the Compensation Committee (2007) : IOD
- Certificate, Director Accreditation Program (2007) : IOD
- Certificate, Audit Committee Program (2004) : IOD
- Certificate, Leader Program, Capital Market Academy (Class 6) (2008)

#### Percentage of Shareholding

- None -

#### Relationship with the other Executive

- None -

Work Experience in the last 5 years		
Period	Position	Name of Companies / Organizations
Sep 2019-Present May 2010-Present	<ul style="list-style-type: none"> <li>• Corporate Governance Committee</li> <li>• Independent Director</li> <li>• Chairman of the Audit Committee</li> </ul>	Matching Maximize Solution PCL
<b>Other Listed Companies</b>		
Nov 2017-Present	<ul style="list-style-type: none"> <li>• Independent Director</li> <li>• Chairman of Audit Committee</li> <li>• Nomination Compensation and Corporate Governance Committee</li> </ul>	Symphony Communication PCL.
Jul 2017-Present	<ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Risk Management Committee</li> <li>• Investment Committee</li> </ul>	Krungthai AXA Life Insurance PCL.
Jun 2013-Apr 2018	<ul style="list-style-type: none"> <li>• Chairman</li> </ul>	Food Capitals PCL
2011-Present	<ul style="list-style-type: none"> <li>• Chairman</li> <li>• Audit Committee</li> <li>• Chairman of Nomination and Remuneration Committee</li> </ul>	FINANSA PCL.
2001- Jul 2017	<ul style="list-style-type: none"> <li>• Independent Director</li> <li>• Chairman of Audit Committee</li> <li>• Nomination and Remuneration Committee</li> <li>• Corporate Governance Committee</li> </ul>	Krungthai Card PCL.
<b>Other Companies / Organizations</b>		
May 2018- Mar 2020	<ul style="list-style-type: none"> <li>• Director</li> <li>• Executive Director</li> </ul>	Wind Energy Holding Co., Ltd.
2014-Present	<ul style="list-style-type: none"> <li>• Independent Director</li> <li>• Chairman of the Board of Director</li> <li>• Chairman of Audit Committee</li> </ul>	KPN Academy Co., Ltd.
2011-Present	<ul style="list-style-type: none"> <li>• Independent Director</li> <li>• Audit Committee</li> </ul>	FINANSA Securities Limited



**Mr. Chatrapee Tantixalerm**

- Independent Director
- Audit Committee
- Nomination and Remuneration Committee
- Chairman of the Corporate Governance Committee

Age 59 (years)

#### Education

- MBA Finance , Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Certificate, Corporate Governance for Capital Market Intermediaries (2/2015) : IOD
- Certificate, Director Accreditation Program (48/2005) : IOD

#### Percentage of Shareholding

- None -

#### Relationship with the other Executive

- None -

Work Experience in the last 5 years		
Period	Position	Name of Companies / Organizations
Sep 2017-Present	<ul style="list-style-type: none"> <li>• Independent Director</li> <li>• Audit Committee</li> <li>• Nomination and Remuneration Committee</li> <li>• Chairman of the Corporate Governance Committee</li> </ul>	Matching Maximize Solution PCL
<b>Other Listed Companies</b>		
Dec 2015-Present	<ul style="list-style-type: none"> <li>• Director</li> <li>• Chairman of Audit Committee</li> <li>• Nomination and Remuneration Committee</li> </ul>	SISB PCL
Sep 2009-Present	<ul style="list-style-type: none"> <li>• Independent Director</li> <li>• Chairman of Audit Committee</li> </ul>	TSFC Securities PCL.
Aug 2018-Present	<ul style="list-style-type: none"> <li>• Independent Director and Audit Committee</li> <li>• Chairman of Nomination and Remuneration Committee</li> </ul>	Beryl 8 pluspcs
<b>Other Companies / Organizations</b>		
Jun 2020- Present	<ul style="list-style-type: none"> <li>• Director</li> </ul>	Association of Investment Management Companies
Jan 2020- Present	<ul style="list-style-type: none"> <li>• Appeal Committee</li> </ul>	The Stock Exchange of Thailand
Jul 2015-Present	<ul style="list-style-type: none"> <li>• Chairman of the Board and Independent Director</li> </ul>	Frasers Property Commercial Asset Management (Thailand) Co., Ltd.
Aug 2015-Present	<ul style="list-style-type: none"> <li>• Director and Chief Executive Officer</li> </ul>	Talis Asset Management Co., Ltd.



#### Mr. Kamol Ratanachai

- Independent Director
- Audit Committee
- Nomination and Remuneration Committee
- Corporate Governance Committee

Age 56 (years)

#### Education

- Master of Business Administration (MBA) , Bangkok University
- Certified Internal Auditor (CIA), The Institute of Internal Auditor U.S.A.
- CAC SME IA Certification : Thailand's Private Sector Collective Action Coalition Against Corruption (CAC)
- Ethical Leadership Program (ELP) (2019) :IOD
- Corporate Governance for Executives (CGE) (2019) :IOD
- Certificate, How to Develop a Risk Management Plan (HRP) (2018) : IOD
- Certificate, Risk Management Program for Corporate Leaders (2017) : IOD
- Certificate, Director Certification Program (2016) : IOD
- Certificate, Anti-Corruption : The Practical Guide (2015) : IOD
- Certificate, How to Measure the Success of Corporate Strategy (2013) : IOD
- Certificate, Successful Formulation & Execution of Strategy (2012) : IOD
- Certificate, Audit Committee Program (2009) : IOD
- Certificate, Director Accreditation Program (2008) : IOD

#### Percentage of Shareholding

- None -

#### Relationship with the other Executive

- None -

Work Experience in the last 5 years		
Period	Position	Name of Companies / Organizations
Sep 2019-Present	<ul style="list-style-type: none"><li>Corporate Governance Committee</li></ul>	Matching Maximize Solution PCL
Jan 2013-Present	<ul style="list-style-type: none"><li>Nomination and Remuneration Committee</li></ul>	
Nov 2010-Present	<ul style="list-style-type: none"><li>Independent Director</li><li>Audit Committee</li></ul>	
Other Listed Companies		
May 2014-Present	<ul style="list-style-type: none"><li>Independent Director</li><li>Audit Committee</li></ul>	Eastern Power Group PCL.
2011-Present	<ul style="list-style-type: none"><li>Independent Director</li></ul>	Sriracha Construction PCL.
Other Companies / Organizations		
May 2018-Present	<ul style="list-style-type: none"><li>Chairman of Audit Committee</li></ul>	Superrich Currency Exchange (1965) Co., Ltd.
Jun 2015- Dec 2018	<ul style="list-style-type: none"><li>Head of Internal Audit</li></ul>	KPN Academy Co., Ltd.
Jul 2014- Mar 2020	<ul style="list-style-type: none"><li>Independent Director</li></ul>	Time Lapse Co., Ltd
Jul 2012-Present	<ul style="list-style-type: none"><li>Independent Director</li></ul>	Gear Head Co., Ltd.
Jul 2012-Present	<ul style="list-style-type: none"><li>Independent Director</li></ul>	The Studio Park (Thailand) Co., Ltd.
Jul 2012-Jan 2018	<ul style="list-style-type: none"><li>Independent Director</li></ul>	Book Maker Co., Ltd.
Jul 2012-Dec 2016	<ul style="list-style-type: none"><li>Independent Director</li></ul>	Matching Studio Plus Co., Ltd
Jul 2012-Dec 2016	<ul style="list-style-type: none"><li>Independent Director</li></ul>	Matching Entertainment Co., Ltd

### Mr.Chatchai Thaowongsa

- Senior Vice President

Age 53 (years)

#### Education

- Bachelor of Business Administration RamkhamHaeng University

#### Percentage of Shareholding

- None -

#### Relationship with the other Executive

- None -

Work Experience in the last 5 years		
Period	Position	Name of Companies / Organizations
June 2015–Present	• Senior Vice President of Marketing Dep.	Matching Maximize Solution PCL
Nov 2003–May 2015	• Manager of Marketing Dep	

### Mrs. Ladawan Khumsap

- Senior Vice President

Age 55 (years)

#### Education

- Master of Accounting Thammasat University
- Continued trainings on accounting in 2021 and other activities as stated in the announcement No. 24/2021 for the total of 33 hours
- Training: CFO Refresher Class No. 2/2021 from the center for promotion of capital market knowledge development, the SET
- Training: TCMA, Class 1/21, 3-subject curriculum

#### Percentage of Shareholding

0.0128%

#### Relationship with the other Executive

- None -

Work Experience in the last 5 years		
Period	Position	Name of Companies / Organizations
Nov 2020–Present	• Liquidator	TSP Production Service Co., Ltd.
Sep 2020–Present	• Chief Finance Officer	Matching Maximize Solution PCL
2013–Present	• Senior Vice President	
Sep 2020–Present	• Director	The Studio Park (Thailand) Co., Ltd.
Sep 2020–Present	• Deputy Managing Director	Gear Head Co., Ltd.

### Mr.Chanintorn Ulit

- Senior Vice President

Age 47 (years)

#### Education

- Bachelor of Film and Video Rangsit University

#### Percentage of Shareholding

- None -

#### Relationship with the other Executive

- None -

Work Experience in the last 5 years		
Period	Position	Name of Companies / Organizations
Jan 2022-Present	• Director	The Studio Park (Thailand) Co., Ltd.
Sep 2020-Present	• Senior Vice President	Matching Maximize Solution PCL.
Jun 2020-Present	• Director	Gear Head Co., Ltd.
Jun 2020-Present	• Deputy Managing Director	

### Mr.Adtachai Kittiwattananukroh

- Vice President (The head accountant)

Age 48 (years)

#### Education

- Master of Business Administration Ramkhamhaeng University
- Forensic Accounting Certificate : FAC)
- Training: Fundamental of TFRS 9)
- Training: Personal Data Protection Act B.E. 2562 and digital-related laws
- Training: Understanding of practical principles about land, plant and equipment and borrowing
- Training: TCMA, Class 1/21, 3-subject curriculum

#### Percentage of Shareholding

- None -

#### Relationship with the other Executive

- None -

Work Experience in the last 5 years		
Period	Position	Name of Companies / Organizations
Sep 2020-Present	• Vice President	Matching Maximize Solution PCL
Nov 2007-Present	• Vice President Accounting and Budgeting Dep.	

### Mr.Nanat Sonsa-ad

- Vice President
- Company Secretary

Age 39 (years)

#### Education

- Master of Laws Bangkok University
- Bachelor of Laws Thammasat University
- Company Secretary Program (CSP) Class 109 (2020) : IOD
- Professional Development Program for Company Secretary, Class No. 1/2021, Thai Listed Company Association
- Training: Effective Minutes Taking (EMT) 49/2021 : IOD

#### Percentage of Shareholding

- None -

#### Relationship with the other Executive

- None -

Work Experience in the last 5 years		
Period	Position	Name of Companies / Organizations
Sep 2020-Present	• Vice President	Matching Maximize Solution PCL
Feb 2020-Present	• Company Secretary	
May 2013-Present	• Vice President Legal Dept.	
Sep 2020-Present	• Assistant Managing Director	Gear Head Co., Ltd.



## ATTACHMENT 2

### Details of directors of the subsidiaries

Names of the Company / Names of directors	The Company	Subsidiaries		
	MATCH	The Studio Park (Thailand) Co., Ltd.	Gear Head Co. Ltd.	TSP Production* Service Co., Ltd.
Mr. Sansrit Yenbamrung	X , IV, V		I	
Mr. Chayanont Ulit	I , IV	I	I	VII
Mr. Poomchai Wacharapong	I , IV	I	I	
Mr. Neil Wayne Thompson	I , IV			
Mr. Komkrit Sirirat	I , IV			
Yaowalak Poolthong, PhD	I , IV		I	
Mr. Akarat Na Ranong	II , III , VI			
Mr. Chatrapee Tantixalerm	II , III , V , VI			
Mr. Kamol Ratanachai	II , III , V , VI	II	II	
Mrs. Ladawan Khumsap		I		VII
Mr. Chanintorn Ulit		I	I	

Note :

- X = Chairman of Board of Directors      I = Director      II = Independent Director  
 III = Audit Committee      IV = Executive Director      V = Nomination and Remuneration Committee  
 VI = Corporate Governance Committee      VII = Liquidator

\* TSP Production Service Company Limited has completed the liquidation process on November 19, 2021.

## ATTACHMENT 3

### Profile Head of Internal Audit

Name/Company/Positon	Educational Background	Experience/Training
Ms. Wanida Kanjanasantisak CPIAT NO. 527	<ul style="list-style-type: none"> <li>- Bachelor of Business Administration (Accounting) Ramkhamhaeng University</li> <li>- Master of Business Administration (General Management) Ramkhamhaeng University</li> </ul>	<b>Internal Audit : 15 Year</b> Review and evaluate the internal control system to identify business risks and plan the audit of the real estate. Construction, Transportation service, Printing and Packaging business, Manufacturing Industry, Car Rent Service
	<b>Certificate / Training</b> <ol style="list-style-type: none"> <li>1. Certified Professional Internal Auditor of Thailand (CPIAT) No.527</li> <li>2. Internal Auditor CAC SME-IOD</li> <li>3. Chief Financial Officer Certification Program Class 8/2008 Federation of Accounting Professions</li> <li>4. Modern Management Program (MMP) Class 11/2011, Chulalongkorn Business School</li> <li>5. Anti-Corruption Program : The Practical Guide (ACPG) Class 17/2015 IOD</li> <li>6. Fraud Audit Program : Class 2019 The Institute of Internal Auditors of Thailand</li> <li>7. Financial Audit Program : Class 2019, The Institute of Internal Auditors of Thailand</li> <li>8. Control Self - Assessment : Facilitation Skills Program : Class 2020, The Institute of Internal Auditors of Thailand</li> <li>9. Concepts &amp; Principles of Law Enforcement Personal Data Protection Act B.E. 2562 (PDPA), Class 2, Thammasat University</li> </ol>	<b>Accounting : 19 Year</b> <ol style="list-style-type: none"> <li>1. Tax Planning of Manufacturing Contruction, Real Estate and Service Business</li> <li>2. Improvement and Design Cost System and Accounting System and Job Order, Procurement System and Inventory System</li> <li>3. Analyze and Compare Standard Cost and Actual Cost</li> <li>4. Analyze Work Plan and Estimate Cash-in flow and Cash-out flow and Prepare Budget</li> <li>5. Experience in auditing Accounting Information and Financial Information</li> </ol>

#### JR Business Advisory Company Limited

Address 288/123 Soi Buddhabucha 36 Bangmod, Thungkhru, Bangkok, Post Code 10140

Tel. and Fax 02-815-7862 , Mobile 086-792-7112

## ATTACHMENT 4

### Assets used in business operation and details about asset appraisal

#### 1. Major fixed assets

##### 1.1 Land, plant and equipment - net

As of December 31, 2021, the Company recorded land, plant and equipment with the net amount of 1,184.62 million baht as the following details:

Type of assets	Ownership Right	Net value (Million Baht)	Obligation
1. Land	Owner	500.41	Partially mortgaged
2. Buildings/studio and adjustment	Owner	658.05	None
3. Accessories, office supplies and vehicles	Owner	16.15	None
4. Projects under construction	Owner	10.01	None
Total		1,184.62	

##### 1.2 Leasable assets-net

As of December 31, 2021, the Company reported the leasable assets with the net amount of 204.63 million baht as the following details:

Type of assets	Ownership Right	Net value (Million Baht)	Obligation
1. Shooting equipment	Owner	159.52	None
2. Vehicles	Owner	40.88	None
3. Ongoing projects	Owner	4.23	None
Total		204.63	

The leasable assets consist of shooting equipment provided by Gear Head for one-time rental services without any long-term contract obligations.

#### 2. Right-of-use assets under leases

As of December 31, 2021, the Company reported right-of-use assets under leases the net amount of 11.31 million baht as the following details:

Type of assets	Ownership Right	Net value (Million Baht)	Obligation
1. Office building	Owner (Possessor)	9.47	None
2. Vehicles	Owner (Possessor)	1.84	None
Total		11.31	

### 3. Intangible assets-net

As of December 31, 2021, the Company recorded intangible assets, i.e., computer programs and the copyright amounting to 1.56 million baht as the following details:

Type of assets	Ownership Right	Net value (Million Baht)	Obligation
Computer programs and the copyright	Owner	1.56	None

### 4. Contracts relating to business operation

#### 4.1 Long-term land leases

As of December 31, 2021, the Company had engaged in office leases for business operation as the following details.

Contract parties	Landlord: The Crown Property Bureau Tenant: Matching Maximize Solution Public Company Limited
Objective	Lease land and Varichves Palace Building to serve as reception area
Leased Venue	Sukhothai Road, Dusit Sub-district, Dusit District, Bangkok
Contract Life	30 years, from March 15, 2005 to March 15, 2035
Terms and conditions	1) During the contract period, in case the authority wishes to expropriate the land for state purposes, the tenant is required to return the property within one month from the date the tenant is informed. In this case, the landlord will pay fair compensation for expenses related to the existing renovation or decoration of the property. 2) Upon the end of the lease in any cases, the tenant is required to move out of the property and return the property, in good conditions, to the landlord within one month, starting from the day of the end of the lease.
Area	1 Rai and 282.37 Square Wa

Contract parties	Landlord: The estate of Mrs. Deh Janmanee Tenant: Gear Head Co., Ltd.
Objective	Lease partial land on the Deed Title No. 5920, Parcel No. 81, Sub-district No. 2753
Leased Venue	Samsen Nok Sub-district, Huaykwang District, Bangkok
Contract Life	3 years from January 1, 2019 to December 31, 2021 3 years from January 1, 2022 to December 31, 2024
Terms and conditions	Upon the end of the lease in any cases, the tenant is required to move out of the property and return the property in good conditions to the landlord within one month, starting from the day of the end of the lease.
Area	3 Rai









## 4.2 Airtime leases

Contract parties	Lessor: Bangkok Broadcasting & TV Co., Ltd. Lessee: Matching Maximize Solution Public Company Limited
Objective	Lease airtime for broadcast of the Company's TV content on 7HD channel and all network channels
Details	<p>Content: Plod Nee Broadcast Date and Time : Every Sunday at around 16.30 – 17.00 hrs (From January 6 to January 6, 2019)</p> <p>Content: Plod Nee Mahachon Broadcast: Video Tape Broadcast Date and Time : Every Sunday at around 16.30 -17.00 hrs (From January 20 – February 24, 2019) : Every Saturday at around 16.00 – 16.30 hrs (From March 2 to June 29, 2019)</p> <p>Content: Plod Nee Plick Chee Vit Broadcast : Video Tape Broadcast Date and Time : Every Monday to Tuesday at around 17.15 – 18.00 hrs. (From July 1 to September 30, 2019) (From October 1 to December 31, 2019) (From January 6 to March 31, 2020) (From January 4 to March 30, 2021) : Every Monday to Tuesday at around 15.45 - 16.30 hrs. (From April 5 to June 29, 2021) (From July 5 to August 31, 2021) : Every Friday at around 16.45 - 17.30 hrs (From September 3 - September 24, 2021) (From October 1 to December 31, 2021)</p> <p>Content: Plod Need Ngern Duan (Quick Money) Broadcast: Video Tape Broadcast Date and Time : Every Friday at around 16.45 – 17.30 hrs (From January 14 to March 25, 2022)</p>
Contract Life	Three months, extendable every quarter provided that no party asks to terminate the contract

## Trademarks and copyrights

As of December 31, 2021, the Company had held eight trademarks and service marks as follows:

trademarks/service marks

No	Trademarks/ service marks	Names of products and services	Type
1		Kob Dek Sarng Ban Program	TV Content production
2		Plod Nee Program	TV Content creation
3		Im Mee Pee Mun	TV and radio program creation
4		GEAR HEAD	Vehicle rental
5		GEAR HEAD	Rental services for cameras, video cameras, sound recorders, audio-visual materials, audio materials, and radio and television receivers
6		HANDY GEAR	Rental services for vehicles, cameras, video cameras, video recorders, audio materials, and radio and television receivers
7		THE STUDIO PARK	Rental services for studios for film shooting, video recording, cameras, video cameras, video recorders, and voice recorders
8		FOOT GEAR	Rental services for cameras, video cameras, video recorders, sound recorders, audio-visual materials, audio materials, and radio and television receivers

## Details about asset appraisal

-None-

## ATTACHMENT 5

### Corporate Governance Policy and Code of Ethical Business

#### Corporate Governance Code

The Company's Board of Directors recognizes and strongly believes that the good corporate governance principle will be a main factor to add values and enhance the Company's competitiveness. At present, the Company has studied and begun to implement a new set of corporate government policy or Corporate Governance Code (CG Code) as a framework for our corporate governance practice in order enhance our corporate governance standard to meet the expectations of the business sector, investors, the capital market, and the overall society. Hence, the Company reviews and always updates our existing corporate governance principle to complete a guideline for good corporate governance guidance or the new Corporate Governance Code, which covers eight principle aspects. The Company follows the following guidelines:

1. Board of Directors, management, and employees shall follow the good corporate governance principle with clear understanding.
2. Board of Directors, management, and employees shall adhere fairness and treat stakeholders with equality and perform duties with faithfully, honesty and transparency and their full potential to bring benefits to the Company. Their performance shall be able be examined so as to create sustainable corporate value.

The Company's good corporate governance principle referred as the operation guideline for the Board of Directors, management and employees is discussed below:

#### 1. Establish Clear Leadership Role and Responsibilities of the Board

The Company's directors shall possess skills, knowledge, abilities and extensive experience so that they can utilize their knowledge, skills, abilities, and common senses to determine visions, missions, strategies, directions, policies, and objectives of the Company. The directors also monitor performance and ensure that objectives are achieved and perform duties in accordance with policies, regulations and various rules. They manage risks, ensuring that the risks are at the acceptable level under the laws, objectives and shareholders' meeting resolutions. They shall perform duties with honesty and caution, taking account of the biggest benefits to the Company. They should be responsible for shareholders and all stakeholders. They should also work effectively, efficiently, transparently, with their performance being able to be securitized.

In addition to the operating performance, the directors should emphasize social issues, as well as environmental and ethical issues. Morals and ethical should be promoted. The Company should strictly firmly to transparency, honesty, and fairness; it thus announced The Code of Ethical Business as standard operation guidelines for directors, management, and employees. This Code is clear enough to prevent wrongdoing or any actions that may damage images, and the Code also reflects the Company's desire to have everyone strictly follow the laws and the Company's policies and value. The Company announces its Code of Ethical Business on the website [www.matchinggroup.com](http://www.matchinggroup.com) as a practical guideline for all employees to perform with efficiency.



## 2. Define Objective that Promote Sustainable Value Creation

The directors are responsible for determining, considering, and approving key matters linked to the Company's operation, e.g., vision, missions, objectives, strategies, and possible risks. The directors shall take into account the value to the Company, clients, shareholders, stakeholders, and the society as a whole.

### Business Philosophy

To achieve sustainable growth and properly increase values for the stakeholders while taking account of relevant environmental aspects and providing benefits to the society as a whole, the Company set the business philosophy with the aims to:

- 1) Enhance the competitiveness as a market leader in content and commercials production services;
- 2) Become an excellent organization with the working teams committed to creation of new things, based on the confidence among one another; the operational standard is set for the management and employees at all levels. Details of which are as follows:
  - Focus on maximizing benefits for the Company in the long term in order to maximize value to shareholders;
  - Adhere fair treatment to both shareholders and stakeholders;
  - Prevent conflicts of interest;
  - Perform management with carefulness, caution, and responsibility;
  - Ensure transparent operation that can be scrutinized;
  - Ensure that the Company's internal control and internal audit systems are up to standard, reliable and efficient;
  - Set the Code of ethical Business for directors and employees to follow.

The Board of Directors oversees the Company's annual plan and strategies, ensuring that they accord the main goal of the Company, taking into account the potential, relevant factors, ongoing circumstances, opportunities, and acceptable risks. This is evidenced by the Company's investment in filming equipment, of which the technology can change rapidly. As the Company is aware that clients tend to choose an operator who can provide new equipment, the Company has continued to invest in new equipment to meet client's demand. Moreover, the Company has continued to enhance the personnel's potential and skill to invent some special equipment with special technique in order to provide technical support for the clients. Furthermore, regular trainings are provided for personnel, so that they possess extensive expertise and skills in using equipment to facilitate our clients.

The Company's business plans and strategies have been regularly reviewed to be prepared for potential changes. The Company has completed long-term business plans to ensure that we emphasize long-term business plan and strategies and that we can somewhat anticipate some possible events in future.

To communicate the Company's vision, mission or major business goals to employees and external parties, the Company publishes the vision, mission, business overview, and business goals in the Company's website.

### 3. Strengthen Board Effectiveness

The Company's Board of Directors consists of nine directors, who serve each service term of three years. Two of them is a management member, while seven do not involve in the management. Out of the total directors, three of them are qualified as independent directors, according to the Securities Exchange Commission (SEC)'s requirement that a SET-listed company must have independent directors at the number equivalent to or more than one-third of the total directors.

The Board of Directors acts as the representatives of the shareholders and oversees the Company's overall management. They shall lead and take part in determining the Company's targets, directions, policies, operation plans, and budget. The Board of Directors should honestly make sure that the Company's business is operated in accordance with the laws, Company's objectives and related regulations, as well as the resolutions of the shareholder meetings in order to maintain the benefits of the shareholders, with other stakeholders also being taken into account. In addition, the Board of Directors monitors the management's operation performance to ensure that the established policy is achieved efficiently and effectively to maximize corporate value, as well as lead to the highest stability for the shareholders. The Board of Directors arranges the internal control system and the risk management system, and closely follows the operation of these units on a regular basis.

Moreover, the Board of Directors also establishes the Executive Committee, who oversees the management's operation performance, ensuring that the management's operation is carried out in compliance with the set management policies. The scope of authority and duties of the Executive Committee is determined by the Board of Director, and they are authorized to approve the investment worth not more than 20 million baht. Meanwhile, the Chief Executive Officer is authorized to approve the investment worth no more than 15 million baht. In addition, the Company's Board of Directors appoints the Audit Committee to strengthen the Company's internal control system and ensure sufficient and appropriate good corporate governance practices.

The Chairman of the Company's Board of Directors shall not be the same person as the Chief Executive Officer so that the responsibilities in regard to corporate governance and general management are separated. This will allow the Company to operate business with transparency and minimize the chances of conflicts of interest and also prevent absolute power of the Chief Executive Officer thanks to the power balance between the two positions, which can better maximize benefits for the Company and the shareholders.

#### **Sub - Committee**

For more effective and transparent corporate governance, the Board of Directors sets up the following sub-committees to assist in operation and corporate governance affairs as the following details:

- **Executive Committee**

Company's Board of Directors selects six qualified directors and the management to be members of Executive Committee to manage and supervise the Company's operation as assigned by the Board of Directors.

- **Audit Committee**

The Board of Directors appoints three independent directors to be the members of the Audit Committee. At least one of the three independent directors must possess knowledge and experience in accounting and finance. The members of audit committee must be independent as stated in the rules and regulations concerning qualifications and scope of duties and responsibilities of the Audit Committee set by the Stock Exchange of Thailand (SET). The Audit Committee reports directly to the Board of Directors and their scope of duties and responsibilities, as stated in the charter of the Audit Committee, is reviewed and revised at least once annually.

- **Nomination and Remuneration Committee**

The Board of Directors appoints the Nomination and Remuneration Committee, consisting of three non-management members with most of them being independent directors. This Committee is responsible for setting policies, principles and guidelines for nomination and selection of the Company's directors, sub-committees and top executives. The Committee also determines the amounts of remuneration and other benefits for directors and sub-committee members as well as top executives. The Nomination and Remuneration Committee reports the performance, and proposes opinions or suggestions to the Board of Directors.

- **Corporate Governance Committee**

The Board of Directors appoints the Corporate Governance Committee, consisting of three non-management members and most of them are independent directors. The committee is assigned to establish corporate governance policies and determine corporate governance operation and guideline for the organization. The Committee also outlines anti-corruption policies and sustainability management policies in order to support the Company to manage business effectively with transparency and responsibilities to environment and society. This should help create trust and develop the business for sustainable growth, bringing benefits for all shareholders and stakeholders.

## Board of Directors Meetings

The Board of Directors meets monthly and some special meetings are arranged as necessary. The invitation letters clearly indicating the meeting date and agenda are sent to the directors at least seven days prior to the scheduled meetings to ensure that the directors have adequate time to consider the information ahead of their meeting attendance. Each meeting normally takes not less than two hours. In each meeting, the Chairman of the meeting allows each director to express his/her opinions freely.

In 2021, there were 13 Board of Directors meetings, 12 Executive Committee meetings, 6 Corporate Governance Committee meetings, 9 Audit Committee meetings, and 2 Nomination and Remuneration Committee meetings. The details of each director's attendance are shown in the following table:

Name	Position	No. of attendance / Total meetings				
		BOD	Executive Committee	Corporate Governance Committee	Audit Committee	Nomination and Remuneration Committee
1. Mr. Sansrit Yenbamrung	<ul style="list-style-type: none"> <li>Chairman of Board of Directors</li> <li>Chairman of Executive Committee</li> <li>Chairman of Nomination and Remuneration Committee</li> </ul>	13/13	12/12	-	-	2/2
2. Mr. Akarat Na Ranong	<ul style="list-style-type: none"> <li>Independent director</li> <li>Member of Nomination and Remuneration Committee</li> <li>Chairman of Audit Committee</li> </ul>	13/13	-	6/6	9/9	-
3. Mr. Chatrapee Tantixalerm	<ul style="list-style-type: none"> <li>Independent director</li> <li>Member of Audit Committee</li> <li>Member of Nomination and Remuneration Committee</li> <li>Chairman of Corporate Governance Committee</li> </ul>	13/13	-	6/6	9/9	2/2
4. Mr. Kamol Ratanachai	<ul style="list-style-type: none"> <li>Independent director</li> <li>Member of Corporate Governance Committee</li> <li>Member of Audit Committee</li> <li>Member of Nomination and Remuneration Committee</li> </ul>	13/13	-	6/6	9/9	2/2
5. Mr. Poomchai Wacharapong	<ul style="list-style-type: none"> <li>Director</li> <li>Member of Executive Committee</li> </ul>	12/13	12/12	-	-	-
6. Yaowalak Poolthong, Ph.D.	<ul style="list-style-type: none"> <li>Director</li> <li>Member of Executive Committee</li> </ul>	13/13	12/12	-	-	-
7. Mr. Chayanont Ulit	<ul style="list-style-type: none"> <li>Director</li> <li>Member of Executive Committee</li> <li>Chief Executive Officer</li> </ul>	13/13	12/12	-	-	-

Name	Position	No. of attendance / Total meetings				
		BOD	Executive Committee	Corporate Governance Committee	Audit Committee	Nomination and Remuneration Committee
8. Mr. Neil Wayne Thompson	- Director - Member of Executive Committee - Deputy Chief Executive Officer	12/13	11/12	-	-	-
9. Mr. Komkrit Sirirat	- Director - Member of Executive Committee	13/13	11/12	-	-	-

The written minutes of the meetings, endorsed by the Board of Directors are properly recorded and filed. They are always available for review and examination by the Board of Directors and related parties.

### Board of Directors' Reports

The Board of Directors holds responsibility for the Company and the subsidiaries' financial statements (already audited by the auditor), as well as all disclosed financial information. The Board of Directors realizes the importance of the accuracy and reliability of such financial reports and information. Thus, the Board of Directors has a policy to complete a report on the responsibility of the Board of Directors in regard to the financial reports and financial information disclosed in the Company's annual report. The financial statement is regularly prepared to conform to the generally accepted accounting standards. In preparing such financial reports, appropriate accounting policies are selected and consistently adapted, with cautious judgment and forecast. Moreover, the significant information shall be adequately disclosed in the notes to financial statement covering important matters under the code of best practices for directors of SET-listed companies announced by SET.

Moreover, the Audit Committee appointed by the Board of Directors is responsible for overseeing the quality of Company's financial reports, the internal control system, and the internal audit system. Comments from the Audit Committee are reported in the Form 56-1 One Report. All members of the Audit Committee and the management attend meetings in order to review the adequacy of the Company's internal audit system in various areas set by the Company's management. The minutes of every Board of Directors' meeting are recorded and contain proper details, e.g. questions and opinions of each director for each agenda and opposite opinion along with the rationales, so that the shareholders can examine the appropriateness of the directors in performing their duties. Meanwhile, the Board of Directors continuously and firmly focuses on applying the good corporate governance policies to the management and operation to promote good images and reliability of the Company among investors and the general public.

### Prevention of Conflict of Interests

Realizing possible conflicts of interests, the Board of Directors issues guidelines as a part of the code of ethical business for all management and employees to avoid any personal conflicts of interests with the Company and shareholders when dealing with trade partners and other parties.

Moreover, the directors also require that transactions with possible conflicts of interest or connected transactions should be appropriately discussed and reviewed. The policies about related operation or procedure, as well as approval process are clearly indicated in accordance with the SET's principles. All related parties are

required to inform of details about their relations with certain connected transactions. They shall not attend the meetings to review such transactions and they shall have no authority to approve such transactions. Pricing and conditions for such transactions shall be comparable to pricing and conditions for transactions done with external parties.

In case the Audit Committee possesses no expertise in particular matters related to certain connected transactions, the Company shall seek opinions from the internal auditor, the independent auditor or the authorized auditor so that the Board of Directors can consider such opinions before making decision, depending on each case.

Details of connected transactions are required to be disclosed in the Form 56-1 One Report and the Company's financial statement.

### **Remuneration for Directors and Management**

The Nomination and Remuneration Committee was established in 2013 to determine principles and policies about selecting and determining remuneration for the directors and the members of sub-committees. In addition, the Committee selected and nominated qualified persons to be directors. In 2021, the Nomination and Remuneration Committee determined the remuneration for the directors and the management, taking into account the scopes of their responsibilities and the Company's business growth, and business size, and proposed the amount of remuneration to the Board of Directors' approval. The remuneration of the Board of Directors and sub-committees must be approved by the shareholders' meeting (Note: The information in regard to the remuneration for the directors and management members is disclosed in the Management section).

### **The Code of Ethical Business**

The Company puts in place the code of conduct or the code ethical business as operation guidelines for directors and all employees to understand and follow in order to enhance the corporate value. A primary goal of the code of ethical business is to ensure that the directors, the management and employees treat the Company, stakeholders and society in professional, honest, transparent, equal, and responsible manners. They have the freedom to do perform their duties and shall be independently responsibility to the society. Moreover, the Company assigns responsible persons to assess the performance and improve such code of ethical business on a regular basis.

Furthermore, the Company has a policy to regularly and continuously educate and provide trainings for all employees and management to ensure their understanding and knowledge and release relevant information on a regular basis.

## **4. Ensure Effective CEO and People Management**

The Nomination and Remuneration Committee set the criteria and policy to nominate and appoint the Company's directors and top executives, and propose the list for an approval of the Board of Directors and/or an Annual General Meeting of Shareholders. A person to be appointed as the company's director shall possess qualifications as specified by the Public Limited Company Act B.E. 2535, the Securities Exchange Act, notifications of the Stock Exchange Commission (SEC), notifications of the Capital Market Advisory Board and/or other regulations regarding other qualifications such as work experience, knowledge, and etc. According to the Company's regulation, the Company's Board of Directors consists of at least five members and at least half of the total members shall reside in the kingdom of Thailand. In addition, the Company's directors shall be elected

by majority voting in the Annual General Meeting of Shareholders as the following details:

1. Each shareholder shall have one vote per share held by them.
2. Each shareholder shall cast all of his/her votes in (1) for one or more candidates but shall not divide his/her voting rights amongst the candidates.
3. The candidates elected to fill up the vacant positions in the Board of Directors shall be selected in order of the number of the votes received. In a case there is a tie amongst candidates, the chairman of the meeting shall cast the deciding vote.

The Board of Directors oversees the management and personnel development. The board ensures that human resource management is carried out in accordance with the Company's vision, goals and strategies. They ensure that trainings are provided for employees to educate them, enhance their knowledge, ability and skills, as well as motivate them as appropriate. Finally, the Board of Directors also arranges the establishment of employee's provident fund for their pensions.

## 5. Nurture Innovation and Responsible Business

The directors promote innovations so as to enhance corporate value in accordance with the dynamic economic and environmental conditions. The Company creates organizational culture, principles and conceptual methods, operational process, view about content designs, and services. The directors ensure that the business management and operation are conducted with responsibility to society and environment. The directors also see that the Company operates business with ethics, not infringing the rights of the stakeholders in order that everyone in the organization can achieve major objectives and goals. The guideline is as follows:

### 1. Responsibility to directors, the management and employees

- 1.1 The Company has a policy to determine appropriate and fair remuneration for the directors, the management and employees.
- 1.2 The Company emphasizes safety, security and career paths of employees.
- 1.3 The Company has a policy to have the directors, management and employees protected by laws.

### 2. Responsibility to clients

The Company is committed to ensuring that the business operation is done in accordance with laws and relevant standards, taking into account health conditions, safety, and fairness. Client's information is kept confidential. After-sales service is provided throughout product and service life. Clients' satisfaction is monitored to develop the products and service. Sales conduct is carried out with responsibility, preventing misunderstanding, and not taking advantages of clients' misunderstanding.

### 3. Responsibility to business partners

The Company wishes to provide goods and services under good standards and ethics. Suppliers are invited to offer the bids and the selection process is appropriately carried out. There are appropriate criteria for selection of business partners with proper contracts being signed. The Company also ensures that the conditions stated in the contracts are strictly followed in order to prevent corruption in the procurement process.

The Company has a policy to keep clients' and partners' information confidential in the fair and independent business operation. No wrongdoing is conducted in the business operation between business partners and contract partners. There are no acts of bribery or provision of presents for other parties for business benefits.



The Company upholds fair business practice under the decision principles based on comparison of conditions, prices, and quality. In addition, services are provided with transparency, which can be securitized. Under any circumstances, the Company is strongly prohibited from offering or gaining improper business benefits

The Company is committed to sustenance of sustainable relation with partners and contract parties with clear objectives about values of goods and services, worthwhile services, technical quality, and trust between each party. The Company has a policy to make a payment to business partners and contact partners in accordance with the agreed payment terms and conditions.

#### **4. Responsibility to communities, society, environment and the state sector**

The Company has a policy to run business while taking into account the communities, society, environment, and the state sector. The Company also complies with the existing laws and regulations related to the communities, society, and the state sector. In case there are no certain laws on some particular matters, the Company treats communities, society, environment and the government with responsibility as the follow details:

- 4.1 Operate business under laws and the Company's regulations;
- 4.2 Operate business under laws and relevant state orders and regulations;
- 4.3 Take into account environmental aspects and decent tradition and culture;
- 4.4 Encourage directors, management, and employees to act as good citizens who contribute to communities and society;
- 4.5 Respect virtuous national culture when doing business.

#### **5. Anti-fraud and corruption**

The Company submitted a request for an accreditation from Thailand's Private Sector Collective Action Against Corruption (CAC) to the Thai Institute of Directors (IOD), as a secretariat body to the CAC. On September 30, 2021, the Company received the accreditation and became a CAC certified organization. This is for creation of standards for transparent business and enhancement of business ethical standards. Accordingly, the Company announced an anti-corruption policy aimed at tightening internal control measures and preventing corruption practices, e.g., offering gifts, special service compensation, and other expenses to officials or any individuals that may involve conflict of interests; receiving gifts or assets from outsiders: if the values or gifts are high and it is believed that receiving of such gifts is not appropriate, such items shall be returned to the senders. Regarding work transparency, all budget disbursement transactions must be done in accordance with the Company's regulation. Regarding a procedure to choose a supplier, the purchasing department has to follow bidding process. Moreover, the Company also arranges whistle blowing action and determines a guideline to protect whistle blowers under the relevant legal framework.

## 6. Strengthen Effective Risk Management and Internal Control

### Risk Management

The Company realizes the importance of risk management, which is a key mechanism and tool for management helping the Company reach its goals and targets. The risk management also helps minimize losses while enhancing the Company's competitiveness. Moreover, the risk management is a key element for good governance. Hence, the Company continues to develop its risk management system. In light of this, the Company appoints the Executive Committee to work on the policy level. Meanwhile, the Company also includes the risk management in the job description of all departments so that all employees realize and emphasize the importance of the risk management. All departments hold the responsibility to manage, control, and maintain risks at acceptable levels. Finally, they regularly follow up and evaluate risks to be in line with changes in both internal and external circumstances.

### Internal Control and Internal Audit

Realizing the importance of the internal control system, the Company thus focuses greatly on sufficiency and appropriateness of the internal control system covering finance, management, and operation. The Company also ensures that its internal control system complies with related laws and regulation and improves such system to meet the standard set by the Stock Exchange of Thailand and, as well as the international standard called Internal Control Framework set by the Committee of Sponsoring organizations of the Treadway Commission or COSO. The Company clearly specifies the duties, responsibilities, and power of the employees both in the operation level and the management level in a written form. Uses of the Company's assets are controlled to maximize benefits to the Company. In addition, the duties of employees in the operation, inspection, and evaluation sectors are clearly separated in order that an appropriate balance of work is created. Moreover, the Company also arranges the financial report system for the responsible departments. Note that the members of Board of Directors express their opinions concerning the sufficiency of the internal control system in the Company's financial report under the "Internal Control" section.

To ensure the efficiency in production of important documents and the internal control and to ensure that the internal control is improved regularly, the Company set up the internal audit department in 2008. This department is assigned to review the internal operation as well as assess the effectiveness and the sufficiency of the internal control system of the Company and the subsidiaries. The internal audit department's main objective is to ensure that core operation and the financial activities of the Company and the subsidiaries are effectively run and meet the management's objectives. In addition, the internal audit department also inspects whether all operation of the Company is in accordance with relevant laws and regulations. Hence, in order to enable the members of internal audit department to perform their duties independently, the Board of Directors requires that the internal audit department report directly to the Audit Committee. The internal audit department is also assigned to carry out inspection duties, in accordance with the Company's annual business plan approved by the Audit Committee. The department carries out annual internal audit operation, as approved by the Audit Committee, and also reports outcome as well as suggestions to the related the management and Audit Committee in a prompt manner and a regular basis.

## 7. Ensure Disclosure and Financial Integrity

The Board of Directors supports the personnel in charge of management and disclosure of financial information such as the head of accounting and finance, the director of accounting and finance department, accountants, finance staff, the internal auditor, encouraging them to acquire knowledge, skills, and experience appropriate for their responsibilities and ensuring that the Company has sufficient number of such personnel.

The Board of Directors arranges the management to monitor and assess the Company's financial position, as well as report operating results to the directors on a regular basis. Once any signs of financial liquidity problems or any negative signs linked the Company's ability to repay debts are found, the directors and management work together to find rational solutions in a prompt manner.

The Board of Directors arrange the disclosure of information, e.g., financial reports, financial statement, annual reports, shareholder's structure and shareholders' meetings through the Company's website to ensure that the information is disclosed equally both internally and externally in a prompt manner and with the same understanding.

## 8. Ensure Engagement and Communication with Shareholders

Although the voting right of shareholders depends on the portion their stakeholding, this does not mean that the basic rights as stakeholders are different. The Company equally treats the stakeholders regardless of genders, ages, nationality, races, religions, belief, and political opinions. In case that any shareholders are unable to attend a meeting, they have the right to attend the meeting by proxy.

In every shareholder meeting, all shareholders have the rights and equality of receiving information, expressing opinions, and asking questions in accordance with the meeting agenda and the issues discussed in the meeting. The chairman of the meeting is responsible for allocating appropriate time for the shareholders to ask questions as well as encouraging them to express their opinions. Normally, the shareholders are able to obtain the meeting details and agendas from the Company's website prior to the meeting date. To promote the rights of the shareholders, the Company posts an announcement encouraging the shareholders to nominate a person to take the role of a director and suggest additional meeting agendas for the Annual General Meetings (AGM) of shareholders. A clear operation guideline is established. The Company has a policy to hold an Annual General Meeting of Shareholders once a year within four months after the end of the previous fiscal year.

The Company disclosed the meeting agendas on the Company's website within the date the agendas are approved by the Board of Directors. This is to allow all shareholders to learn about the information regarding the meeting date and the meeting agendas. Details about meeting agendas are disclosed to the shareholders 21 days prior to the shareholder meeting. The meetings are attended by the chairman of Board of Directors, the chairman of the Audit Committee, the directors and the members of Audit Committee. The Board of Directors treats all shareholders with equality in terms of related licenses of the shareholders. The Company assigns Thailand Securities Depository Co., Ltd. as the registrar for all shareholders meetings. The Company sends invitation letters, which include meeting agenda and clear indication whether such agendas are for acknowledgement, approval or consideration. In addition, comments from the directors about such matters are also included. All related meeting documents are provided so that all shareholders study the matters beforehand and before making decisions in the meeting. Meeting documents are sent to shareholders at least 14 days prior to the meeting date or any other timeframe as indicated by related laws. Advertising on the meeting shall be published on a newspaper for three consecutive days at least three days prior to the meeting. A proxy letter is also attached to the invitation letter for the shareholders who are unable to attend and assign a proxy to attend and cash

votes on their behalf. The shareholders can choose to assign a proxy or assign a director to attend the meeting or cash votes on their behalf. They are free to choose to allow their proxy to cast all votes or partial votes as they wish.

The matters to be carried out at an AGM are as follows:

- 1) Consider the Board of Directors' report regarding the Company's performance for the previous fiscal year.
- 2) Consider approving the balance sheet and the statement of comprehensive income.
- 3) Consider approving profit allocation and dividend payment.
- 4) Consider appointing new directors to replace those who leave after their terms end; and determine directors' remuneration.
- 5) Consider appointing an authorized auditor and determining the audit fee.
- 6) Discuss other matters as deemed appropriate by the chairman of the meeting.

The AGM resolution shall be comprised of the following votes:

- 1) In a normal case, the majority of votes shall be deemed resolution. In case of an equality of votes, the chairman of the meeting shall have a casting vote.
- 2) In the following cases, no less than three-fourth of the total number of votes cast by the present shareholders shall be deemed resolution:
  - Sale or transfer of the Company's business, entirely or partially, to other parties;
  - Purchase or receive the transfer of the business from other companies or private companies to the Company;
  - Arrangement, amendment or termination of any contracts with respect to the granting of a lease of the Company's business, entirely or partially, the assignment to any other person(s) to manage the Company or the merge of the Company with any other parties in order to share profit and loss;
  - Additional amendment of the memorandum of association or article of association;
  - Capital increases or decreases;
  - Debenture issuances;
  - Company amalgamation;
  - Company dissolution;

In case of some urgent matters or extraordinary agenda which may have an impact on shareholders' benefits or have to conform to any rules or regulations that require shareholders' resolution, the Company may call for an extraordinary general meeting, which will be done on a case-by-case basis.

The Company arranges the operation guideline under relevant laws and in accordance with the code of ethical business and emphasizes compliance with the good corporate governance principles which relate the significance of the rights of all stakeholders, as well as corporate social responsibility. The Company and subsidiaries' policies and operation guideline in regard to the CSR – in – process principles are as follows:

## **1. Fair business operation**

The Company emphasizes the importance of business operation that promotes free trade competition. The business is carried out with honesty and fairness under relevant laws and the Company's rules and regulations. The Company avoids any activities that may cause conflicts of interests.

### **Operation guideline.**

1. In terms of purchases and recruitment, when choosing operators or contractors, the Company takes into account the equality and fairness. No special favor is given to any particular individuals or entities and the Company is open for fair competition.

2. The Company's policy is strongly against any activities that involve in infringement of intellectual property or copyrights.

## 2. Anti-fraud and corruption

The Company has a policy against all forms of corruptions and establishes the code of ethical business to highlight the intention against corruptions. In light of this, on November 25, 2020 Company signed in the Collective Action Coalition and set up a working panel to work in anti-corruption matters; draft and improve operation guidelines as well as related policies; and determine channels to release information and receive complaints.

### Operation Guideline

1. The Company shall support and encourage personnel at all levels to see the significance of anti-corruption practice and implant the awareness against corruption in employees' mind as part of the Company's organizational culture.
2. The Company shall educate and ensure the same understanding with external parties who make business contact with the Company concerning requirements based on the Company's anti-corruption policies.
3. The Company shall arrange the internal control system to prevent any corruption actions covering several areas including sale, purchases, agreements, human resource management, accounting and finance, accounting records and data records, operation, as well as other procedure relating to anti-corruption measures.
4. The Company shall arrange payment procedure, with clear approval authority and the approval limit indicated. Any disbursement and payment transactions apart from the Company's core business operation must be accompanied by clear supporting documents to prevent improper disbursement transactions and inappropriate political assistance. It should also be ensured that any payment transaction for charity or donations is not done to support any corruption actions. Also, it must always be ensured that a disbursement transaction to support business operation is not done on the pretext of engaging in any corruption.
5. The Company arranges risk management measures to prevent corruption that may arise from business operation. The risk levels should be assessed both in terms of the chance of risks and possible impacts. The Company also monitors the progress of risk management to prevent risks; reviews risk management measures; and ensures that risks is at the acceptable levels.
6. The Company arranges internal control operation to ensure that the Company's existing risk management system in regard to corruption helps the Company to achieve the set objectives. In addition, the Company shall examine the internal operation to ensure that it goes well in line with the Company's rules and regulations.
7. The Company assigns the management to monitor and control the operation of employees at all levels as well as related parties. In particular, employees under the supervisory of the management shall understand and strictly follow the Company's anti-corruption policy.
8. The directors, management, and employees, as well as related parties are required to strictly follow the Company's anti-corruption policy, corporate governance policy, code of ethical business and regulations. They are prohibited from involving in corruption either directly or indirectly.
9. The directors, the management, and employees are prohibited from offering or receiving gifts, entertainment and improving any payment to and from government officials or any individuals who do business with the Company. The Company's personnel who are offered any gifts with unusually high value are required to reject the gifts and report the matter to their supervisor immediately.
10. The Company's personnel shall not ignore when they witness any actions deemed as corruption, which relates to the Company. In light of this incident, they should inform their supervisors or responsible

persons. They should also collaborate in the investigation procedure. Should they have any problems or questions, they shall consult with their supervisors.

11. The directors, management and employees are required to sign their signatures to acknowledge the Company's anti-corruption policy. This practice can confirm that all employees are aware of and understand the Company's policy, and they are also willing to strictly follow the corporate governance principle in regard to the anti-corruption policy as part of their work operation for the entire organization. .

### **3. Respect human rights**

The Company focuses on the importance of human rights and follows human right principles, taking into account the equality, freedom, and equality of dignity and rights of individuals. The Company is strongly against discrimination of nationalities, races, religions, languages, ages, genders, marital status, sexual preferences, and disability.

#### **Operation guideline**

1. Support and respect human right protection actions, e.g., not supporting any activities that force labor to work, being against child labor, and etc.
2. The Company and the subsidiaries offer equal employment opportunities to general individuals, including disabled people.

### **4. Treat labor with fairness**

Being well aware that manpower is a key factor that can enable the Company to enhance our potential and successfully reach our business growth targets, the Company treats employees with fairness, with the following policies:

#### **1) Recruitment policies and operation guideline**

- The Company is strongly against any practices of labor forcing, not collecting money nor keeping employees' identification documents unless required by law.
- The Company makes payment of wages and remuneration in the Thai baht currency at the rates not less than what specified by law and does not withhold employees' remuneration for any cases, except for the case specified by law.
- The Company sets the working hours at not exceeding the maximum hours specified by law and calculate overtime hours in accordance with relevant laws.
- The Company provides safe workplace for pregnant employees. In addition, the Company neither terminates their employment contracts nor reduces their benefits due to their pregnancy.
- The Company promotes the enhancement of employees' efficiency by arranging public trainings and in-house trainings for employees at all levels as well as organizing field trips for visit other organizations in the same industry in order to broaden vision as well as learn new technologies, which can be used to develop the organization.
- The Company provides safe and hygienic workplace, as well as necessary and appropriate healthcare facilities.

#### **2) Personnel policies and operation guideline**

- Employees are the Company's most valuable resources and they are key success factors for the Company. The Company creates favorable values, culture and working environment, and also treats employees with politeness along with respects of their rights and freedom. The Company also tries to tighten relationship and bond among employees under the same Company's group.
- Employment, appointments, transfer, remuneration, and benefits of employees are based on fairness and facets as well as the Company's actual operation performance.

- Safety is also another key issue. It's the Company's responsibility in creating working environment that is safe for employees' lives and their property. The Company also provides necessary and appropriate welfare items, e.g., certificate for free-drug workplace from the Department of Labor Protection and Welfare, an annual test of alarm system, annual check-up, group life insurance, accident insurance policies, OPD allowance, and other benefit packages.
- In 2021, the Company arranged measures to prevent COVID-19 infections for employees. The Company organized the project "MMS collaboration with Chulalongkorn Hospital, Thai Red Cross Society". MMS carried out the VTR to present the activities of the projection, i.e., establishment of four field cohort wards in the area of Chulalongkorn Hospital to serve red-coded and yellow-coded COVID-19 patients in just 10 days. Meanwhile, the Board of Directors also suggested to add the CSR plan as part of the strategy in order to show that the Company has responsibilities to the society and environment under the code of conduct and good management principles.

## 5. Responsibility to consumers

The Company is committed to development of goods/services that bring benefits to both the organization and society. The Company is also determined to produce high quality goods/services without harmful effects on consumers and environment.

### Operation guideline

- Create TV content, which not only focuses on entertainment and profit but also includes useful information, assistance, and creation of good opportunities for people in communities, all of which will lead to benefits to the society in the future.
- Provide quality services that meet clients' need with fair treatment, e.g., producing works or offering services based on the terms and conditions stated in the contracts.
- Keep clients' information safe and confidential, unless authorized to disclose information by the clients.

## 6. Preserve environment

### Operation guideline

- In business process, the Company focuses on effective use of resources and technology in production process and service provision, taking into account safety and friendliness to environment.
- The Company effectively utilizes resources by initiating "Green Office Program" aimed at saving energy.

## 7. Take part in community and society development

Emphasizing the responsibility to society, the Company supports, collaborates and provides assistance in various community development programs.

- The Company signed the memorandum of understanding (MOU) with Bangkok University to promote and support knowledge sharing among experts, lectures and professional technicians, who are asked to conduct trainings and sharing their knowledge and skills in various fields such as academic knowledge, organizational management knowledge, filming equipment instruction, as well as arrange collaboration in production of creative/academic works.
- The Company also takes part in enhancement of living quality in the community through social activities under the project "MMS collaboration with Chulalongkorn Hospital, Red Cross Society" The Company took pictures of the construction of four field cohort wards in the area of Chulalongkorn Hospital and made VTR to present the story about the construction of these four field cohort wards within ten days to serve red-coded and yellow-coded COVID-19 patients. The opening ceremony of the wards was held on August 12, 2021.



## **Code of Ethical Business**

### **Maximize Solution Public Company and subsidiaries**

#### **1. Definitions**

##### **“Ethics”**

Moral principles that govern a person’s behaviors or the conducting of an activity, meaning behaviors toward others with fairness.

##### **“Code of Ethical Business”**

Standards for good conducts determined for directors, management and employees to follow. The Code of Ethical Business must be clear enough to prevent wrongdoing or any actions that may lead to bad reputations and reflect organization’s demand that everyone follows laws and regulations under policies and value of organizations. Moreover, the Code of Ethical Business must be reviewed and updated regularly to ensure that the operation guidelines for honest and professional operation are always up to standard.

#### **2. Compliance with the Code of Ethical Business**

2.1 “The Company” refers to Matching Maximize Solution Public Company Limited. The Company and the subsidiaries want directors and all employees to be responsible for understanding and following the set standards. The Company’s Code of Ethical Business covers and emphasizes the following issues:

2.1.1 Persuasion, stimulation and motivation for directors and employees to work together to create value to the organization

2.1.2 Expectation and benefits of directors and employees including stakeholders

“Stakeholders” refer to stakeholders, who are significant to organization’s business cycles, including shareholders, directors, management, clients and trade partners, trade payables, competitors, communities, society, environment, and the state sector.

2.1.3 Creation of confidence that legal rights of the stakeholders are protected

2.1.4 Treatment of stakeholders with honesty, transparency and fairness

2.2 Operational problems or some points to be improved should be informed to supervisors, based on the chain of command.

#### **3. Business Operation Guideline**

3.1 The Company strictly conforms to laws related to business and trade; while some actions are allowed by law, the Company will behave only in the most honest and righteous.

3.2 The Company believes that performing business with honesty and morals is the right and sustainable way for business operation.

3.3 The Company respects national norms, tradition, and culture.

3.4 The Company will manage operation with honesty. It shall also complete accounting correctly, present and use budget clearly, save budget. The Company shall also assess investment in various projects with honesty, accuracy, and transparency under certain principles.

3.5 The Company expects honesty from all levels of employees in terms of following the Company’s policies, accounting principles, and other internal control operation. In case employees see any actions that violate the Company’s policies and regulations that may cause corruption or damage the Company’s reputation, they shall report to supervisors.

3.6 The Company will perform business, taking into account their duty and responsibility to the Nation, Religion, and the King, as well as the country’s laws and good morals.

#### **4. Conflicts of Interest**

- 4.1 The Company demands that all employees avoid conflicts of interest neither their own interest nor the Company's interest in contacting business partners and other parties.
- 4.2 An action that employees disclose the Company's confidential information to other parties during the time when they remain employed by the Company without a permission from the Company is regarded as an action relating to conflicts of interest.
- 4.3 Directors and employees are prohibited from using the Company's internal information for their personal benefits or benefits to externals, especially the information undisclosed to the public, according to the rules and regulations of the SET and related laws.
- 4.4 The action that the Company's directors or employees are directors or advisors to other companies or other business associations must not cause a conflict of interest or impede their direct duties and they must gain an approval from the Company proceeding with such action.
- 4.5 Employees shall save the Company's assets with the maximum benefits and not for personal benefits.
- 4.6 In case directors or employees or their family members take part or hold shares in other companies, which may cause conflicts of interest, they must report to the Company in a written form.

#### **5. Responsibility to shareholders**

- 5.1 The Company shall try to expand growth so as to bring shareholders good returns for a long time; hence, the shareholders shall benefit from effective operation and good earnings performance.
- 5.2 The Company shall respect the shareholders' right to receive necessary information to assess the Company's management, and the Company shall disclose correct and actual information and report the financial position of the Company to shareholders regularly under international standards accepted by foreign capital markets as stated by the SET.
- 5.3 The Company has a policy to book accounting items correctly and completely in accordance with accounting standards and related laws. The accounting must be examined by the internal auditor and external auditor and the Audit Committee.
- 5.4 The Company shall respect and maintain all legal rights of the shareholders and the shareholders shall be treated with honesty, transparency, and fairness.

#### **6. Relation with business partners and contract partners**

- 6.1 The Company demands that provision of goods and service is under standard and ethics, based on the following principles.
  - 6.1.1 There are appropriate and fair competitions among bidders with appropriate selection process.
  - 6.1.2 There are criteria to assess and select business and contracted partners.
  - 6.1.3 An appropriate form of contracts is created.
  - 6.1.4 There is a management and monitoring system to ensure that all parties completely follow the terms and conditions in the contracts so as to prevent corruption in all procurement process.
- 6.2 The Company wishes to provide good, quality and professional services with honesty and fairness.
- 6.3 The Company has a policy to keep business partners and contract partners' information confidential and operate business with fairness and independence. The Company shall not unlawfully operate business with business partners and contract partners, neither bribing nor providing objects for other people in a bid of seeking business benefits.
- 6.4 The Company operates business with fairness under decision criteria and comparisons on conditions, prices and quality, including other services with transparency and ability to be scrutinized. Under any circumstances, the Company always prohibits requesting for business benefits from business partners

- or contract partners.
- 6.5 The Company is committed to developing and maintaining sustainable relations with business partners and contract parties with clear objectives concerning the value of goods and services, the value for the money, the technical quality and trust among one another.
- 6.6 The Company has a policy to make payment to business partners and contract partners on time under the agreed terms of payment.
- 6.7 The Company wishes to operate business between business partners and contract partners accurately and they shall be protected by related consumer protection laws.
- 7. Responsibility to the directors, the management and employees**
- 7.1 The Company has a policy to determine fair and appropriate remuneration for the directors, the management, and employees.
- 7.2 The Company emphasizes employees' welfare, security, and career advance.
- 7.3 The Company has a policy to have the directors, the management and employees protected by laws.
- 8. Relation with account payables and creditors**
- The Company has a policy to follow terms and conditions in the contracts with account payables and creditors with honesty and fairness.
- 9. Competitors**
- 9.1 The Company has a policy to operate business with fairness, not alleging or damaging competitors.
- 9.2 The Company has a policy to operate business and compete with competitors under the set rules and trade competition laws.
- 10. Responsibility to communities, society, environment and the state sector**
- 10.1 The Company has a policy to run business while taking into account the communities, society, environment, and the state sector. The Company also complies with the existing laws and regulations related to the communities, society and the state sector. In case there are no certain laws on some particular matters, the Company treats communities, society, environment, and the government with responsibility as follows:
- 10.1.1 Operate business under laws and organizational regulations.
- 10.1.2 Operate business under laws and relevant state orders and regulations.
- 10.1.3 Take into account environmental aspects and decent tradition and culture.
- 10.1.4 Encourage the directors, the management and employees to act as good citizens who contribute to communities and society and promote participation in political activities.
- 10.1.5 Respect virtuous national culture when doing business.
- 11. Management of information and confidentiality**
- 11.1 As an organization in the society with a duty to follow information within the same society, the Company has a policy to manage the Company's information effectively and disclose only necessary, accurate and appropriate information to the society under suitable occasions.
- 11.2 The Company has a clear and appropriate policy to keep confidential information under control by the responsible units; this also includes the control of the computer and software network system.
- 11.3 The Company has a personal data protection policy in order to create sufficient standards relating to personal data protection as specified by the related law.

## **12. International business operation**

- 12.1 The Company has a policy to expand international business operation effectively, with an appropriate system relating to quality, prices, and services, as well as emphasize accurate copy rights, the intellectual property and the trademarks.

## **13. Gifts and business entertaining**

- 13.1 The Company has a policy to operate business with transparency and morals. Therefore, the directors, management, and employees shall not destroy the Company's reputation by behaving improperly or doing any actions that may create controversy about honest and fairness issues.
- 13.1.1 The Company demands that the directors, the management, and employees should avoid offering or receiving objects or any benefits from business partners and any parties relating to the Company's business operation, except for some gifts offered during festive or traditional seasons under appropriate value that receivers may consider receiving.
- 13.1.2 In case the directors, the management and employees receive cash gifts or any objects with high value, they shall report to their supervisors or those with the highest authority for their acknowledgement and then return to senders.
- 13.1.3 The directors, management, and employees should avoid offering or receiving unusual business entertaining, in a nature that is beyond normal relation, from other parties who engage in businesses relating to the Company's affairs.

## **14. Safety and sanitary**

- 14.1 The Company will attempt to prevent accidents, injuries and illnesses caused by profession with serious cooperation from all employees. In addition, the Company will limit risks relating to safety, which may arise during business operation.
- 14.2 The Company arranges the designs of tools and equipment and completes operation guidelines. The Company also provides trainings and controls operation, taking into account the safety of lives and property of the employees, as well as the entire society where the Company is operating business.
- 14.3 The Company will cooperate with state agencies, as well as other organizations in eliminating emergencies or accidents caused by business operation in a rapid, effective, and cautious manner.
- 14.4 The Company will comply with related laws and regulations; in case of the absence of certain laws or enforcement on certain matters, the Company shall adapt reliable standards about safety management for such matters.

The complete charters of Board of Directors, and sub-committees of Company are now available at [www.matchinggroup.com](http://www.matchinggroup.com).

## ATTACHMENT 6

### **Audit Committee Report**

As shown in Item 8.2 : Report of the performance of the Audit Commilttee



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