



---

VALUE  
GROWTH  
INNOVATION



VGI is a unique market leader with exclusive access to behavioural data from our Advertising, Payment and Logistics platforms. We turn data to meaningful consumer insight, enabling us to offer Offline-to-Online (O2O) Solutions. To provide a better customer experience, we help brands to navigate their customers at every stage of the purchasing process.

**[www.vgi.co.th](http://www.vgi.co.th)**

# ADVERTISING PAYMENT LOGISTICS



# TABLE OF CONTENTS

## PART I BUSINESS AND PERFORMANCE

### 1.0 TO INVESTORS

1.1	Our Ambitions and Strategy	06
1.2	Financial Highlights	07
1.3	Chairman's Letter	08
1.4	Our Board of Directors	10
1.5	Our Management	12
1.6	Our History	14
1.7	Important Events in the Past 3 Years	16
1.8	Awards and Achievements in 2020/21	18

### 2.0 VGI ECOSYSTEM

2.1	VGI Ecosystem	20
2.1.1	Advertising	20
2.1.2	Payment	26
2.1.3	Logistics	28
2.1.4	Our Strategy	30
2.2	Industry Development	31

### 3.0 ANNUAL BUSINESS REVIEW

3.1	Capital Markets Review	34
3.2	2020/21 Financial Review	40
3.3	Social, Community and Environment Responsibility for Sustainable Growth	46

### 4.0 RISK MANAGEMENT

4.1	Risk Management Policy and Plan	48
4.2	Risk Factors to the Business Operations	50

### 5.0 CORPORATE INFORMATION

5.1	General and Other Material Information	56
5.2	Corporate Structure	58
5.3	Subsidiaries, Associated Companies and Jointly Controlled Entities Information	59
5.4	Relationship with Major Shareholders	64
5.5	Dividend Policy	66

## PART II CORPORATE GOVERNANCE

### 6.0 CORPORATE GOVERNANCE POLICY

6.1	Overview of the Policy and the Corporate Governance	70
6.2	Corporate Governance Structure and significant information regarding the Board of Directors, Sub-Committees, Management, employees and other information	77
6.3	Key Performances in Corporate Governance	93
6.4	Internal Control and Related Party Transactions	102

## PART III FINANCIAL REPORT

### 7.0 FINANCIAL STATEMENTS

7.1	Director's Responsibility Report	116
7.2	Independent Auditor's Report	117
7.3	Audited Financial Statements	121
7.4	Notes to Consolidated Financial Statements	132
	Certification of Information Accuracy	205
	Definitions	206

## PART IV OTHERS AND ATTACHMENTS

Attachment 1	Details of Directors, Executives, Controlling Persons, the Person Taking the Highest Responsibility in Finance and Accounting and the Person Supervising Accounting and Company Secretary	210
Attachment 2	Details of Directors of Subsidiaries	222
Attachment 3	Details of the Head of Internal Audit	225
Attachment 4	Assets for Business Operations	226
Attachment 5	Policy and Guideline for Corporate Governance and Code of Conduct of the Company	234
Attachment 6	Audit Committee Report and other Subcommittees' Reports	235



# **PART I**

## **BUSINESS AND PERFORMANCE**



# 1

## Business and Performance

---

<b>1.1</b>	<b>Our Ambitions and Strategy</b>	<b>06</b>
<b>1.2</b>	<b>Financial Highlights</b>	<b>07</b>
<b>1.3</b>	<b>Chairman's Letter</b>	<b>08</b>
<b>1.4</b>	<b>Our Board of Directors</b>	<b>10</b>
<b>1.5</b>	<b>Our Management</b>	<b>12</b>
<b>1.6</b>	<b>Our History</b>	<b>14</b>
<b>1.7</b>	<b>Important Events in the Past 3 Years</b>	<b>16</b>
<b>1.8</b>	<b>Awards and Achievements in 2020/21</b>	<b>18</b>

# 1.1 OUR AMBITIONS AND STRATEGY

## VISION

---

- Pioneering Solutions for Tomorrow

## MISSION

---

- Design pioneering experience for consumers
- Create pioneering platform for brands
- Build pioneering and sustainable business for stakeholders, social and environment

## VALUES

---

V

### Values

We believe in long-term value creation. Creating sustainable value for our shareholders, partners and society is our fundamental principle.

G

### Growth

We aim to achieve industry-leading growth. Strengthening our unique business units and partnering with key complimentary market leaders around the world is our key growth differentiator.

I

### Innovation

We commit to digital, technologies and R&D excellence to develop and launch new generation products and solutions that meet ever-changing consumer demands.

## STRATEGY

---

VGI aims to be the marketing leader in providing Offline-to-Online ("O2O") Solutions. We continued to build on the foundations of our business model established by acquisitions and partnership. Our strategy is clear, strengthening the integration of our offline to online platform, spanned by the continual enrichment of VGI's data sources, to provide optimal O2O Solutions for our clients.



# FINANCIAL HIGHLIGHTS 1.2

	2018/19 (Restated) <sup>1</sup>	2019/20	2020/21
<b>STATEMENT OF COMPREHENSIVE INCOME (THB mn)</b>			
Revenue from services <sup>2</sup>	3,611	4,000	2,480
OOH Advertising			
Transit	2,405	2,184	1,327
Office and Other	412	371	213
Outdoor	265	294	-
Digital Services	529	1,151	940
Cost of sales	1,461	1,948	1,544
Gross profit	2,150	2,052	936
EBITDA	1,672	1,523	1,582
Net profit	1,101	1,424	980
<b>STATEMENT OF FINANCIAL POSITION (THB mn)</b>			
Total assets	22,773	17,077	20,970
Total liabilities	6,166	3,999	3,907
Total shareholders' equity	16,607	13,078	17,063
<b>CASH FLOW (THB mn)</b>			
Cash from operating activities	1,775	997	166
Capital expenditures	(750)	(521)	(480)
<b>PER SHARE DATA (THB / share)</b>			
Earnings per share	0.13	0.17	0.11
Dividend per share <sup>3</sup>	0.094	0.061	0.061
Book value per share	1.60	1.48	1.93
<b>KEY RATIOS</b>			
Gross profit margin (%)	59.5%	51.3%	37.7%
EBITDA margin (%)	46.3%	38.1%	63.8%
Net profit margin (%)	30.5%	35.6%	39.5%
Debt to equity (times)	0.19x	0.14x	0.07x
ROA (%) <sup>4</sup>	6.8%	7.9%	5.2%
ROE (%) <sup>5</sup>	12.2%	10.8%	6.7%
<b>SHARE INFORMATION (as of 31 March)</b>			
Share price (THB)	9.05	5.70	7.25
Outstanding shares (shares mn)	8,557	8,611	8,611
Market capitalisation (THB mn)	77,438	49,084	62,431
Par value (THB per share)	0.1	0.1	0.1

**Note:**

- Currently, VGI's business comprised of Advertising, Payment and Logistics business. The categorisation of accounting for each of these platforms is different, with Advertising recorded under the OOH media segment; Payment under the Digital Services segment, and most of the Logistics performance recorded under the equity method.
- In 2019/20, the Company had completed the deconsolidation of Master Ad public Company Limited ("MACO") resulting from the change in status of investment in MACO from the subsidiary to associate, which was effective since 30 January 2020. Going forward, VGI will only recognise MACO's performance as a share of profit (loss) from investment of MACO.

<sup>1</sup> The Company restated the Financial Position as at 31 March 2019 after the measurement of fair value of Trans.Ad Group and Gold Star Group's identifiable assets was completed. The Company restated the statement of comprehensive income in 2018/19 following to:-

1) The new financial reporting standards TFRS 15 Revenue from Contracts with Customers.

2) The deconsolidation of MACO.

<sup>2</sup> Excludes other income.

<sup>3</sup> Pay out dividend for 2020/21 in the amount of not exceeding THB 593mn (the second half of 2020/21 is subject to the resolution of Annual General Meeting).

<sup>4</sup> Excludes MACO's assets in 2018/19 and 2019/20.

<sup>5</sup> Calculated from equity attributable owners of the company.

# 1.3 CHAIRMAN'S LETTER



As I write this message, Thailand is facing the third wave of the COVID-19 pandemic, which is more severe than ever before, both in terms of infection and death rates. Coupled with a slow vaccine rollout, the outbreak has inevitably left our national economy and businesses counting the costs. In this challenging time, we fully grasp the hardship everyone is facing; on behalf of the company, I would like to pass on our message of encouragement and hope that we all shall get through this crisis together.

Since the first wave of the pandemic, I, together with the BTS, VGI team and our subsidiaries, have donated over THB 100mn to support various COVID relief programmes. And we have continued to do so during this latest wave. With the aim to bring back a sense of normalcy to the Thai people as soon as possible, VGI Group, in collaboration with the Thai Chamber of Commerce and 40 business leaders, has rendered assistance to the Government in its vaccine rollout plan, by offering our media space free of charge to public agencies and non-profit organisations.

As always, our utmost priority remains with the wellbeing and safety of our employees – “our family” – who are unquestionably the key force that have led us through countless crises. We have done our very best to ensure they are safe and protected regardless of the challenges and difficulties we were encountering. And now, I am happy to announce that we have managed to secure COVID-19 vaccines for all our staff.

Meanwhile, we remain committed to driving sustainable development. Last year, VGI joined hands with Pomelo Fashion Company Limited (“Pomelo”), Asia’s leading omnichannel fashion platform, to launch the “Trash to Treasure” upcycling project, which helped slash over 200,000 pieces of Pomelo’s single-use packaging. Given our leading role in the media industry, we have also offered our media space for many environmental and sustainability projects, for instance, the “Climate Clock” campaign, in collaboration with Root the Future, an environmental non-profit with a mission to raise awareness about climate change and sustainability. To this end, we aim to be listed on the Dow Jones Sustainability Indices (DJSI) and Thailand Sustainability Investment (THSI) as part of our corporate sustainability mission.

While the last fiscal year was marked by unprecedented volatility due to the coronavirus outbreak, VGI managed to achieve total revenue of THB 2,480mn and net profit of THB 980mn, and was able to pay dividend to our shareholders at THB 0.061 per share. This is a testament to our robust business foundation and the efficacy of our Offline-to-Online (“O2O”) Solutions strategy, which have continuously earned us the trust of leading businesses and corporates from various industries.

In the past year, VGI has formed new alliances with several major companies leading the digital transformation, who are also steadfast in helping consumers overcome the impact of COVID-19. Rabbit Group, our subsidiary, has entered into a joint venture with AEON Thana Sinsap (Thailand) Public Company Limited, a market leader in retail financial services, and Humanica Public Company



**Keeree Kanjanapas**  
Chairman of the Board of Directors

Limited, a pioneer of human resource management system, to offer Digital Lending service through the establishment of Rabbit Cash Company Limited (“Rabbit Cash”), creating an easy solution for consumers to access funding at their fingertips. Moreover, Rabbit Group has signed a MoU with Mitsubishi Corporation Group to bind Mitsubishi staff IDs with the Rabbit Card, an alliance which helps promote health and safety of Mitsubishi employees through contactless and cashless interactions.

It is also with great pleasure that another one of our subsidiaries, Kerry Express (Thailand) Public Company Limited (“KEX”) was successfully listed on the Stock Exchange of Thailand (“SET”) on 24 December 2020. We are very proud that our advertising efforts helped play a role in leading KEX Initial Public Offerings (“IPO”) share price to surge remarkably by 132% to THB 65.00 per share from the IPO price of THB 28.00 per share. The partnership between VGI and KEX remains strong ever since we invested in KEX in August 2018. We have continued to co-develop synergy products and services to provide new advertising solutions for our clients, including through the delivery of more than 1.6 million sampling products; installation of wrap advertising on over 700 KEX trucks; and introduction of a “Driver Handover” service, which enables retailers and brands to deliver product samplings handled by KEX’s couriers to end consumers through KEX’s last-mile delivery.

Marking our success as the leading provider of O2O Solutions, we have been awarded the Thailand’s Top Corporate Brands 2020 Award for achieving the highest

corporate brand value, and the SET Awards for Best Investor Relations for the second consecutive year. Internationally, we have also won the International Finance Award (IFA) for the Most Innovation O2O Solutions for Payment and Logistics Platforms and ASEAN’s Transformation Champion in 2020 from Innosight. Such recognitions attest to our unique capabilities and determination to achieve success and sustainable growth. Moreover, VGI was included in the MSCI Small Cap Indices by Morgan Stanley Capital International (MSCI) Index, an achievement which reflects investor confidence in our business potential, both at the national and international levels.

Finally, on behalf of the Board of Directors, executives and staff, I would like to express my heartfelt thanks and gratitude to all stakeholders who have supported us during this trying time. We shall remain vigilant and monitor the situation closely in order to be proactive in tackling sudden challenges. With our diversified business portfolios and experience in handling disruptions in the past, I firmly believe that we will be able to navigate this crisis once again. To all our staff, a big thank you for your relentless dedication, patience and hard work in helping our company succeed over the years.

Last but not least, I would like to extend my very best wishes to all medical personnel and parties involved in the fight against this pandemic. I thank you from the bottom of my heart for your courage and sacrifice. I am confident that Thailand will overcome this once in a lifetime challenge and, together, we will prevail.



# 1.4 BOARD OF DIRECTORS



**Mr. Keeree Kanjanapas**

- Chairman of the Board of Directors

**Mr. Marut Arthakaivavatee**

- Vice Chairman of the Board of Directors
- Member of the Nomination and Remuneration Committee
- Member of the Corporate Governance Committee

**Mr. Kavin Kanjanapas**

- Director
- Chairman of the Executive Committee

**Mr. Surapong Laoha-Unya**

- Director





**Mr. Kong Chi Keung**

- Director

**Mr. Chan Kin Tak**

- Director
- Member of the Nomination and Remuneration Committee
- Member of the Corporate Governance Committee
- Member of the Executive Committee
- Member of the Risk Management Committee

**Assoc. Prof. Jaruporn Viyanant**

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

**Mrs. Maneeporn Siriwanawong**

- Independent Director
- Member of the Audit Committee
- Chairman of the Nomination and Remuneration Committee

**Mr. Kiet Srichomkwan**

- Independent Director
- Member of the Audit Committee
- Chairman of the Risk Management Committee
- Member of the Nomination and Remuneration Committee

# 1.5 OUR MANAGEMENT



**Mr. Kavin Kanjanapas**

- Chairman of the Executive Committee



**Mr. Lap Shun Nelson Leung**

- Member of the Risk Management Committee
- Chief Executive Officer



**Mr. Chan Kin Tak**

- Member of the Risk Management Committee
- Member of the Executive Committee
- Chief Operating Officer



**Mrs. Oranuch Rujirawona**

- Member of the Risk Management Committee
- Chief Sales Officer



**Mrs. Chitkasem Moo-Ming**

- Member of the Risk Management Committee
- Member of the Executive Committee
- Chief Financial Officer

Remark:

- Ms. Voralak Worachuttharn resigned from the positions of the member of the Risk Management Committee, member of the Executive Committee, Chief Legal and Compliance Office on 1 January 2021, and the company secretary's position on 10 February 2021.



**M.L. Kriengkrai Hastindra**

- Member of the Executive Committee
- Deputy Chief Sales Officer  
(not an Executive as defined by the SEC)



**Ms. Daranee Phanklin**

- Financial Controller



**Mrs. Pitchapaksorn Jitopas**

- Billing and Accounting Director

# 1.6 OUR HISTORY

Since VGI was established in 1998, we have been committed to be Thailand's most customer-oriented media company. Today, we are an Offline-to-Online ("O2O") Solutions providers. Our mission is to be the leader in designing pioneering experience for consumers. Through our ecosystem, we are able to deliver unique solutions to meet the demands of advertisers and brands. We also strive to build pioneering and sustainable business for stakeholders, society and the environment.

## 1990s – 2009: Bangkok Centric Network

1990s

- Keeree Kanjanapas founded the Bangkok Transit System Public Company Limited (BTS), the sole operator of Bangkok's famous BTS SkyTrain.

1998

- His son as the business successor, Kavin Kanjanapas then invented the new concept and business model of BTS SkyTrain financed by advertising, laying the foundations for the company's future success. VGI Global Media was born.

1999

- The BTS SkyTrain system was officially opened. VGI was granted the exclusive 30 years right from BTS to manage the advertising spaces and commercial areas on all BTS network.

2003

- The Company expanded its business into Modern Trade Media to manage advertising space in the leading modern trade retailer, including Watsons, Tesco Lotus, Big C and Carrefour. Later, this business unit was stopped the operation in 2015.

2009

- VGI acquired 100.0% of Point of View Media Group Company Limited, whose business is providing advertising service across premier office buildings in Bangkok CBD.

## 2012 – 2016: Nationwide Out-of-Home Advertising Network

2012

- VGI became a publicly traded company on the Stock Exchange of Thailand.





2015

VGI established its nationwide network coverage through acquisitions of companies operating in the Out-of-Home (“OOH”) Advertising business:-

- VGI expanded its stake in Master Ad Public Company Limited (“MACO”) to 37.4%<sup>1</sup> – the leading company in outdoor and street furniture media in Thailand – from the 25.0% stake it held since 2014.
- VGI acquired 30.0% of Aero Media Group Company Limited, which manages aviation media across Thailand.
- VGI acquired a 40.0% stake in Demo Power (Thailand) Company Limited, the largest demonstration services business in Thailand.

## 2017 – 2018: Transformation to be the O2O Solutions Provider

2017

- VGI acquired 90.0% of the shares in Bangkok Smartcard System Company Limited and BSS Holdings Company Limited (collectively known as Rabbit Group), which provide a lifestyle digital/online solutions through its digital financing services. This acquisition embarked the Company’s journey to be an O2O Solutions Provider.
- VGI expands its advertising business to international market through VGI Global Media (Malaysia) Sdn. Bhd. (“VGIM”) to operate an OOH media in Malaysia and Indonesia. In 2018, VGI transferred its international business operation to MACO, nevertheless, VGI still maintains the shareholding in VGIM at 25.0%.
- Jointly established The ICON VGI Company Limited – a joint venture between ICONSIAM Retail Company Limited (75.0%) and VGI (25.0%) – to provide advertising services in the Gold Line.

2018

- Jointly established Supremo Media Company Limited – a joint venture between Supremo Company Limited (75.0%) and VGI (25.0%) – to provide OOH advertising services at Pathumwan Skywalk.
- After the establishment of the smart e-Wallet namely Rabbit LinePay Company Limited (“RLP”) in 2016, RLP has partnered with Advanced Info Services Public Company Limited (“AIS”), the number 1 telecommunications operator in Thailand. Through the investment of 33.3% in newly issued shares by AIS, this partnership help boosting RLP user base and strengthening its online payment position.

<sup>1</sup> As of March 2021, VGI held 26.6% in MACO

# 1.7 IMPORTANT EVENTS IN THE PAST 3 YEARS

The past 3 years was shaped by VGI's success in completing our Offline-to-Online ("O2O") ecosystem, having Advertising, Payment and Logistics platforms. To reflect the reposition of our business model as a single brand identity, we unveils a new vision: "Pioneering Solutions for Tomorrow" and rolling out the new corporate branding. This transformation has enabled us to attract new alliances, strengthen our ecosystem for sustainable growth.

## 2018 – Present: Strengthening O2O Ecosystem through Partnership

2018

### JULY

- VGI acquired 23.0%<sup>1</sup> in Kerry Express (Thailand) Public Company Limited ("KEX"), the country's leader in parcel delivery. This acquisition is a significant step for the Company to establish a comprehensive O2O ecosystem covering Advertising, Payment and Logistics business.

2019

### FEBRUARY

- VGI announced the new logo and brand.

### MARCH

- VGI established a joint venture named VGI AnyMind Technology Company Limited with AdAsia Holdings ("AnyMind"), an AI solutions provider for the advertising, influencer marketing and human resource industries. The joint venture is owned 49.0% by VGI and 51.0% by AnyMind and others. Leveraging technology with digital Out-of-Home ("OOH") media to provide dynamic and highly targeted ads offline and online.
- VGI acquired 18.6% stake in Plan B Media Public Company Limited ("PlanB"), Thailand's leading OOH advertising media provider. This partnership has strengthen the Company's OOH Advertising market position in Thailand through the Group's media capacity and synergy initiatives.

### APRIL

- VGI acquired 25.0% in Ads Chao Phraya Company Limited, an outdoor media provider on boats and port along Chao Phraya River, enabling the Company to expand media inventory to boat transportation and capture new target audiences.

### MAY

- Jointly established V-Click Technology Company Limited – a joint venture between iClick Interactive Asia Group Limited (49.0%), the largest online marketing and data technology platform in China, VGI (30.0%) and others (21.0%) – to capture advertising opportunities in the Chinese consumer market.

<sup>1</sup>As of March 2021, VGI held 18.1% in KEX



2019

### JULY

- VGI legally changed its name from VGI Global Media Public Company Limited to VGI Public Company Limited.

### AUGUST

- VGI established a joint venture named SLV Retail Company Limited ("SLV") with SAHA Group companies; SAHA Lawson Company Limited ("SL") – Japanese style convenience store and SAHA Pathana Inter-Holding Public Company Limited ("SPI") – Thailand's largest consumer product provider. The joint venture was hold 30.0% by VGI, 60.0% by SL and 10.0% by SPI. Through this partnership, SLV will operate Lawson 108 convenience stores along the Company's mass transit platform as well as offering Rabbit card and Rabbit LinePay as an option for cashless payments.

2020

### JANUARY

- The issuance of Master Ad Public Company Limited ("MACO")'s newly issued shares to PlanB of 1,080mn shares has diluted VGI's shareholding in MACO from 33.2% to 26.6%. Furthermore, VGI has reduced representatives in MACO's Board of Directors to 2 out of 7 persons; thus, resulted in the change of MACO's status from a subsidiary to an associate company of VGI.

2021

### MARCH

- Rabbit Care Company Limited (formerly known as Rabbit Internet Company Limited), a subsidiary of VGI, expanded its insurance brokerage business by investing 100.0% in Asia Direct Insurance Broker Company Limited, an online and telesales motor insurance broker.
- Entered into agreement to form a joint venture named Rabbit Cash Company Limited ("Rabbit Cash") between BSS Holdings Company Limited (77.0%), AEON Thana Sinsap (Thailand) Public Company Limited (18.0%) and Humanica Public Company Limited (5.0%) – to leverage on the Groups' data and technology with partnerships' network to creates an easy and safely solutions for consumer to access funding.

<sup>2</sup> Rabbit Cash was successfully established on 1 April 2021.

# 1.8 AWARDS AND ACHIEVEMENTS IN 2020/21

In 2020/21, VGI continues to reaffirm the success of its strategic transition from a traditional Out-of-Home Media Company into the most innovative Offline-to-Online (“O2O”) Solutions provider, receiving numerous awards and accolades from local and international organisations. Such accomplishments have conferred the Company world-class recognition, leading to greater confidence among customers, investors and partners.

## AWARDS



**Thailand's Top Corporate Brands Award under Media Category** for the 4<sup>th</sup> consecutive year by the Faculty of Commerce and Accountancy Chulalongkorn University and in collaboration with the Stock Exchange of Thailand (“SET”)

**The Most Innovative O2O Solutions for Payment and Logistics Platforms in 2020** by International Finance Award (IFA)

**ASEAN's Transformation Champions in 2020** by Innosight



**Best Investor Relations Award from SET Awards 2020** by SET and Money & Banking Magazine

**Superbrands Award under the Banking/Finance and Credit Card Category in 2020** awarded to Rabbit Card by Superbrands Thailand

## ACHIEVEMENTS



**Include into MSCI Small Cap Indices** effective in December 2020 from the Morgan Stanley Capital International (MSCI) Index



**ESG Top 100 Listed Companies** for the 3<sup>rd</sup> consecutive year by the ESG Rating Unit of Thaipat Institute



**Include into SET50 Index** during a period of January 2021 to June 2021



**Excellent Corporate Governance Report of Thai Listed Companies 2020** for the 5<sup>th</sup> consecutive year by Thai Institute of Directors Association (IDO)



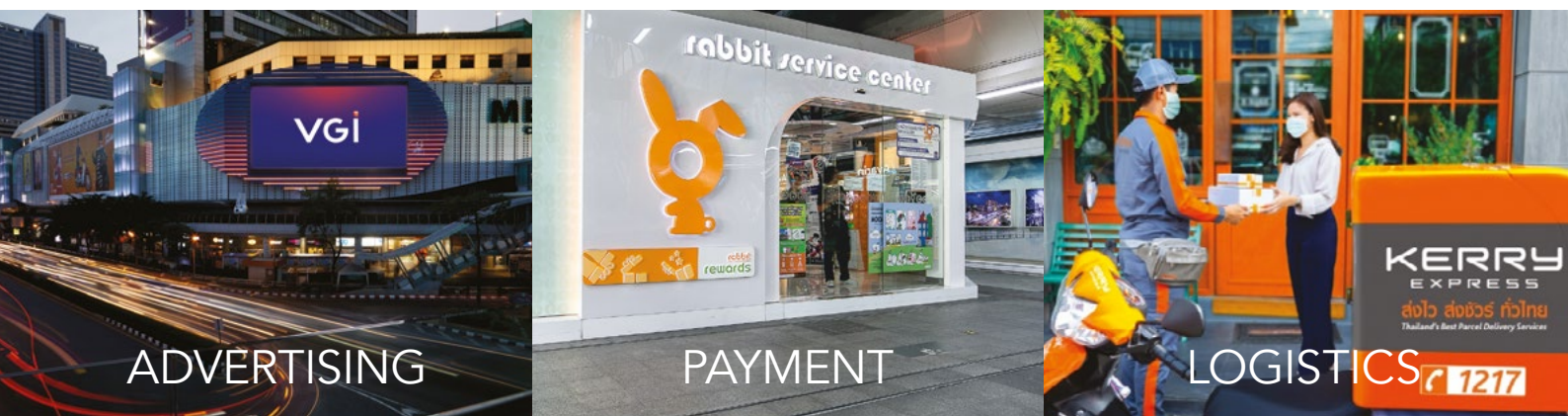
# 2

## VGI Ecosystem

---

<b>2.1</b>	<b>VGI Ecosystem</b>	<b>20</b>
<b>2.1.1</b>	<b>Advertising</b>	<b>20</b>
<b>2.1.2</b>	<b>Payment</b>	<b>26</b>
<b>2.1.3</b>	<b>Logistics</b>	<b>28</b>
<b>2.1.4</b>	<b>Our Strategy</b>	<b>30</b>
<b>2.2</b>	<b>Industry Development</b>	<b>31</b>

## 2.1 VGI ECOSYSTEM



### REVENUE STRUCTURE

VGI starts our business from solely being a media rental company providing traditional Out-of-Home (“OOH”) advertising, which previously focusing in Bangkok areas. The Company’s vision for sustainable growth has led VGI to expand media network across Thailand by making strategic partnerships with several leading companies. With rapid technological advancements, we see tremendous opportunities that have led to the strategic integration of Payment and Logistics. Currently, the Company is focusing on 3 main businesses comprising 1) Advertising, 2) Payment and 3) Logistics.

The categorisation of accounting for each of these platforms is different, with Advertising recorded under the OOH Advertising segment; Payment under the Digital Services segment, and most of the Logistics performance recorded under the equity method.

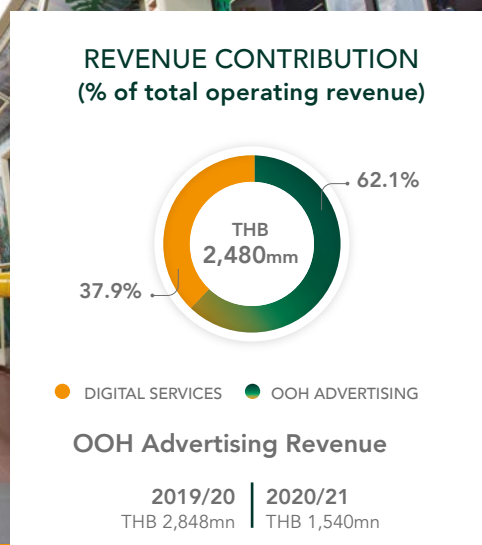
	THB (mn)			% Contribution		
	2018/19 (Restated) <sup>1</sup>	2019/20	2020/21	2018/19 (Restated) <sup>1</sup>	2019/20	2020/21
<b>OOH Advertising</b>	<b>3,082</b>	<b>2,849</b>	<b>1,540</b>	<b>82.9%</b>	<b>66.3%</b>	<b>47.5%</b>
Transit	2,405	2,184	1,327	64.7%	50.8%	40.9%
Office and Other	412	371	213	11.1%	8.6%	6.6%
Outdoor	265	294	-	7.1%	6.9%	-
<b>Digital Services</b>	<b>529</b>	<b>1,151</b>	<b>940</b>	<b>14.3%</b>	<b>26.8%</b>	<b>29.0%</b>
<b>Total operating revenue</b>	<b>3,611</b>	<b>4,000</b>	<b>2,480</b>	<b>97.2%</b>	<b>93.1%</b>	<b>76.5%</b>
<b>Other income</b>	<b>103</b>	<b>298</b>	<b>764</b>	<b>2.8%</b>	<b>6.9%</b>	<b>23.5%</b>
<b>Total revenue</b>	<b>3,714</b>	<b>4,298</b>	<b>3,244</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>

#### 2.1.1 ADVERTISING BUSINESS

Our advertising business consists of 2 principal segments including OOH media and Online and Digital Marketing. Our OOH is comprising of 1) advertising in transit network (“Transit media”), 2) advertising in office buildings (“Office media”), 3) billboards and street furniture advertising (“Outdoor media”), 4) advertising in airports (“Aviation”) and 5) demonstration services (free products sampling) in modern trade and on BTS station (“Activation”). Transit

and Office media are managed by VGI itself. Outdoor media is managed through a 26.6% and 18.6% stake in MACO and Plan B Media Public Company Limited (“PlanB”), respectively. Aviation and Activation media are managed through a 30.0% stake in Aero Media Group Company Limited (“Aero Media”) and 40.0% shareholding in Demo Power (Thailand) Company Limited (“Demo Power”). The Online and Digital Marketing is under the business unit named VGI Digital Lab which is a comprehensive online media agency.

<sup>1</sup> The Company restated the statement of comprehensive income in 2018/19 following to 1) the new financial reporting standards TFRS 15 Revenue from Contracts with Customers and 2) the deconsolidation of Master Ad Public Company Limited (“MACO”) on 30 January 2020, which resulted in the change in the status of MACO from a subsidiary to an associate. Therefore, the Company only recognised MACO’s performance as share of profit (loss) from the investment.



## 1. KEY DEVELOPMENT IN 2020/21

- VGI launched a new media package named 'Welcome Package' campaign, combining of 3 LED screens at the entrance of 20 BTS stations. This media package offers a panoramic view and each displaying eye-catching gimmick that simultaneously merges one another to deliver memorable impressions among target consumers.

## 2. NETWORK, PRODUCTS AND CONCESSIONS

### 2.1 TRANSIT

#### NETWORK

The Company has rights to manage advertising space across the BTS SkyTrain core network and extensions (collectively, "BTS Network"), which run through key commercial, residential and office areas of central Bangkok. The BTS Network covers 30 stations (including 7 extension stations) with a combined track length of 31.0km as well as 98 BTS trains (392 carriages). Transit media on the BTS Network has one of the highest viewer exposure in the OOH media sector

#### PRODUCTS

The Company caters to advertisers at all levels through a diversified Transit media product portfolio that captures both large groups of viewers and targeted audiences. Our products are widespread across trains and stations, where BTS's passengers are able to see our media during their journey on the BTS Network. Our media on the BTS

Network is categorised into 2 main products comprising of media space rental and merchandising space rental.

#### Media Space Rental

VGI offers 2 main types of media platform on the BTS Network comprising of static and digital media. Our Transit media originated from static media and we currently have over 20,000 static displays, such as train wraps (inside and outside the trains), stairs, ticket office and advertising on station platforms. One of our most popular static media is the full train sponsor, which display advertising cover both inside and outside BTS train body as well as LCD screen in train. This product is similar to a giant moving billboard that courses through Central Bangkok, captivating the attention of transit patrons, motorists and pedestrians in a unique way. The increasing proliferation of digital media has reshaped the media landscape significantly. Digital media is now the key feature of Transit media as it provides advertisers with flexibility and scalability to communicate messages to a target audience through frequent delivery of dynamic images. We have over 2,000 digital screens in trains and on stations in the form of LCD screens in trains, Platform Truss LEDs, Platform Screen Doors and E-Posters. With the introduction of digital media, we are now able to offer innovative products that integrate digital and static media such as our Platform Truss LEDs, which synchronises with the movement of the incoming train to display the same advertisements as the train wrap when the train arrives at the station.

- **Merchandising Space Rental**

The Company has the rights to manage merchandising space on 30 BTS stations and is responsible for investment of the utility system and maintenance of the stations for the duration of the contract. Construction and decoration of the shops, which must be approved by the Company, are the responsibility of the tenants, along with utility expenses according to actual usage. As of 31 March 2021, merchandising space comprised of approximately 8,244 sq.m. with more than 1,105 shops and kiosks for rent. In terms of rental duration, we provide short term contracts of 3 to 6 months for kiosks and medium term contracts of 1 to 3 years.

## CONCESSIONS

- **Core Network Concession**

The Company was granted the rights to manage advertising space across 23 stations on the core network from our parent company, Bangkok Mass Transit System Public Company Limited ("BTSC") from 18 May 2012 to 4 December 2029. A percentage-based revenue sharing scheme is applied to the core network contract and paid to BTSC on an annual basis. The revenue shared is determined by a percentage of the Transit media revenue generated from the core network, starting at 5.0% on the effective date of the contract (18 May 2012) and increasing by 5.0% every 5 years to a maximum of 20.0%.

- **Extensions Concession**

In May 2015, the Company was granted the rights to manage advertising space across 7 stations on the extensions to the core network from BTSC and Bangkok Metropolitan Administration ("BMA") from 6 May 2015 to 4 December 2029 and a fixed rate concession fee is paid to BMA.

## 2.2 OFFICE

### NETWORK, PRODUCTS AND CONTRACTS

VGI offers two types of networks under building media: Office media and the recently acquired Residential Building media. Office media includes digital screens which are installed inside office building elevators as well as other waiting areas inside office buildings, such as lobbies. Residential Building media consists of digital screens in residential buildings. Office and Residential

Building media, particularly inside the elevators, are considered captive media as there is confined space where the media are placed and people are usually idle; therefore, the audience's attention tends to be more focused towards the advertisements. Advertisements in the elevators are extremely successful at being viewed frequently due to their high traffic, as it is the only practical means of accessing high-rise office building, and are seen several times a day. As of 31 March 2021, VGI owned the largest Office media network with 192 office buildings and 1,476 screens which are centrally-controlled from VGI's head office.

Our Office media is also being complemented by a horizontal expansion into an adjacent segment. In November 2015, VGI became an exclusive sales agent for Artista Media Limited Partnership (ARTISTA) across 315 residential buildings under leading brands such as AP, LPN and Grand Unity Development, making VGI the largest media company in the country to provide advertising services in office and residential buildings, covering 507 buildings with over 2,233 screens.

The duration of each contract is typically 3 to 5 years and VGI has sole exclusive rights during the contractual term. Other individuals are not permitted to advertise inside the elevators, at the lift lobby or within 20 – 30 meters from the lift lobby area. Remunerations for the buildings' landlords depend on each agreement; some landlords require annual fixed rates while other landlords require revenue sharing with annual minimum guarantees.

## 2.3 OUTDOOR

Outdoor media segment, which we operate through MACO, is another focus area for the Company. Following to MACO's agreement with PlanB on Advertising Media Management and Service Agreement, PlanB has become an exclusive selling agent for all domestic media assets of MACO, while MACO will only be the owner for those assets. After this restructuring, MACO will focus on international expansion across the ASEAN market, which they have already laid the strong foundation for growth in Malaysia and Indonesia as well as expanded its footprint into Vietnam market. With MACO's extensive network, VGI has now expanded its presence from Thailand to ASEAN region. (Please find more details of the Outdoor media segment in 2020/21 MACO's annual report and 2020 PlanB's annual report)



## 2.4 AVIATION

The Company entered into Aviation market through an initial 20.0% investment in Aero Media in 2015, which has since been increased to 30.0%. Aero Media was granted the rights to provides media services for domestic airports throughout Thailand, including Thailand's prime airports, Suvarnabhumi Airport and Don Muang Airport. Its products include a wide range of advertising structures in different key formats comprising of LED Screens, Jet Bridges, trolleys media and inflight media.

## 2.5 ACTIVATION

VGI has expanded the business into demonstration business, known as direct sampling, through a 40.0% investment in Demo Power. With more than 20 years of experience, Demo Power is the largest trial and demonstration service company in Thailand covering more than 1,000 locations nationwide and is the largest player in this market. Demo Power's network includes exclusive partnership with the top retailers in Thailand to manage the entire process of demonstration in Big C, Tesco Lotus, Tops Supermarket and Villa Market as well as commercial space at BTS, MRT, office buildings and popular theme parks. From hypermarkets to supermarkets and BTS stations, the nationwide coverage enables the business unit to reach more than 40mn audience interactions a year.

## 2.6 ONLINE AND DIGITAL MARKETING

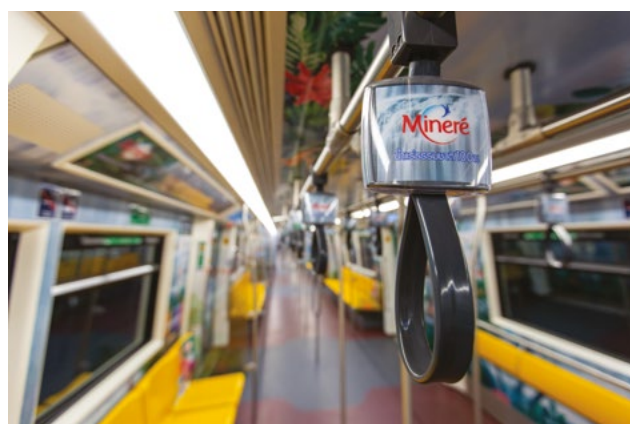
Nowadays, advertising world has dramatically changed as advertisers' demand for the total solutions to meet their marketing objectives – Awareness, Engagement and Conversion. VGI is aware of this trend, hence, we established a new business unit named VGI Digital Lab which is a comprehensive online media agency. The core product, customer data platform (CDP), aggregate and combines real purchase data across our platforms – Advertising, Payment and Logistics. Purchase or transaction data is the best indicator of future buying behavior and we can build targeted audience for digital marketing which delivers higher end conversion performance for our clients when compared to the standard practice of targeting based on online behavior. With growing popularity, the service received higher demand from both local and global brands.

## 3. TARGET CUSTOMERS

As the market leader in Offline-to-Online ("O2O") Solutions, with extensive and diversified media platforms, we are able to reach a wide range of audiences, both in Bangkok and beyond. Through our pioneering services, we are able to deliver unique solutions to meet the demands of advertisers and brands who turn to our services not only to foster Brand Awareness, Engagement and Conversion, but also to improve their corporate image, especially major companies and thriving businesses with high growth potential.

Our clientele can be divided into 2 categories, comprising of 1) media agency and 2) direct customer, both from the public and private sectors. We strive to continuously grow our client base by constantly optimising our services and expanding our networks – offline and online – utilising Big Data from our subsidiaries and corporate partners to deliver precise and effective solutions to meet the lifestyles of our target customers, thereby solidifying our customer base. The contribution between media agency and direct customer are summarised as follows:

	2018/19	2019/20	2020/21
Agency	75.8%	68.4%	64.0%
Direct Clients	24.2%	31.6%	36.0%



## 4. ENGINES FOR GROWTH

### 4.1 5 – 6X ORGANIC GROWTH FROM BTS EXPANSION

Currently, the total length of existing rail mass transit lines is only 169.6 km<sup>2</sup> (including BTS SkyTrain, MRT Subway and Airport Rail Link), mainly covering areas around the city centre. The pervasion (defined as rail mass transit length per million population) in Bangkok has reached merely 15.6 km<sup>3</sup> per million of the Bangkok population, far behind those of other developed countries. As such, the government has made the expansion of public transportation infrastructure a top priority on the national agenda. The latest Mass Rapid Transit Master Plan in the Bangkok Metropolitan Region (M-MAP, 2010 – 2029) outlines an aggressive plan to develop rail mass transit into a more mature network. The Ministry of Transport's Office of Transport and Traffic Policy and Planning (OTP) targets to have 12 routes with a total rail length of 515.2 km across Bangkok and vicinities by 2029. The expansion of the rail mass transit network such as the BTS SkyTrain, MRT Subway and Airport Rail Link can all expect to receive mutual benefits as the lines act as a feeder to each other, which gives potential opportunities for Transit media companies to tap into the rail mass transit expansion network.

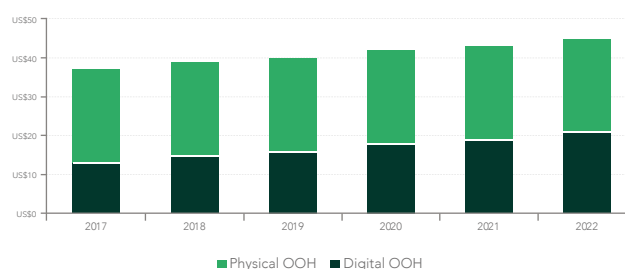
As of 31 March 2021, the BTS Network was able to capture around 41.1% of the market share in terms of distance. However, BTS is the leader in terms of ridership with a market share based on weekday ridership of 59.0% on the entire network as it is located in the Central Business District area in Bangkok<sup>4</sup>. In terms of advertising, the higher ridership translates to more viewers or "eyeballs" of our advertising; therefore, the growing number of eyeballs will make our Transit media increasingly valuable to media advertisers. Despite this, the existing rail mass transit is still immature. In the next 4 years, the government and the BMA are planning to implement an additional 175.9 km of which BTS is well positioned to secure a total of 77.5 km. Therefore, VGI stands to benefit immensely from the mass transit network expansion and we expect that our media capacity will increase up to 5 to 6 times in terms of number of trains and stations once BTS has secured and operates all of the new lines.

### 4.2 INVENTORY EXPANSION FROM DIGITALISATION

Nielsen study reveals OOH is the second fastest growing media category with OOH medium providing the highest rate of online activation per dollar, of any offline media. It was even more effective than digital banner ads. Advertisers are building on this, using cross-channel campaigns that span OOH placements and mobile ads, often tied to specific locations. As such, this trend is projected to grow going forward as more campaigns continue the conversation across multiple media channels not only just a single media outlet.

The proliferation of Internet of Things (IoT) devices and ongoing development of future smart technological devices will enable Digital OOH to actually take the market share from the overall advertising spending due to the ability to offer a potent combination of higher-quality and more dynamic advertising, more precise targeting and more effective outcome measurement. Future Market Insights expects Digital OOH to grow substantially globally by 11.0% CAGR over the forecast period of 2018 – 2028. As part of our strategy, the Company is already and will continue to convert our OOH assets to digital media. Since 2019, the Group's companies has been released digital media across our OOH network such as 40 screens of VGI Immerse on 4 BTS stations, 42 LED screens of MACO's Street Media and 107 screens of Welcome Package on 20 BTS stations.

**Figure 1: OOH growth will be powered by digital but physical OOH will hold firm.**



Source: Global Entertainment and Media Outlook 2018 – 2022, PwC, Ovum

<sup>2</sup> As of March 2021

<sup>3</sup> The Bureau of Registration Administration, Department of Provincial Administration, Ministry of Interior.

<sup>4</sup> BTSG

## 5. RESEARCH AND DEVELOPMENTS

Technologies from emerging communications industries can be combined with OOH media to make the OOH medium more attractive, dynamic and interactive. This competitive advantage is allowed OOH advertising budget to take market share from the total advertising spending. In doing so, the Company has anticipated the desire from advertisers for media that deliver engagement. During 2018/19, VGI has formed joint venture named VGI AnyMind Technology Company Limited with AnyMind Group Limited (“AnyMind Group”), an Artificial Intelligence (AI) solutions provider for the advertising, influencer marketing and human resource industries. Through VGI’s OOH media inventories, Rabbit Group’s data and AnyMind Group, the joint venture will be able to offer products that combine the power of data optimisation and advertising spaces to the market. This partnership extends VGI’s offering in the increasingly important market segment of Digital OOH media and leveraging AnyMind Group’s technology and digital platform to deliver performance-driven, dynamic and highly-targeted ads offline and online – creating a seamless O2O customer journey.

Moreover, the Company and iClick Interactive Asia Group Limited (“iClick”) (Nasdaq: ICLK), an independent online marketing and data technology platform in China, have formed a joint venture named V-Click Technology Company Limited that will enable brands in Southeast Asia to capture the multi-billion dollar Chinese consumer market through a range of technology-driven marketing solutions. Together the firms will generate significant cross border marketing opportunities, which can be addressed through a suite of mobile and new media products, including:

- China Solutions, which comprise a wide range of digital marketing offerings ranging from marketing intelligence tools, social, and mobile solutions. These offerings not only help clients gain in-depth insights of the Chinese market based on iClick’s 780mn consumer profiles, but also provide an efficient way for clients to acquire the right consumers across multi channels in China, especially the significant number of Chinese outbound travelers.



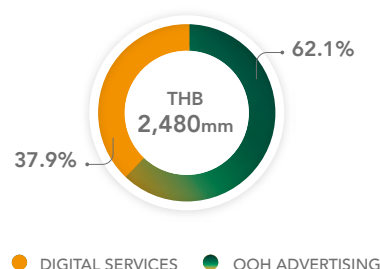
- O2O Solutions – 10,000 new mobile charging stations with the ability to display marketing messages that will be introduced and placed throughout VGI’s network across Thailand, in prominent locations such as BTS SkyTrain stations throughout Thailand leading mass transit system, and the distribution centres of Kerry Express (Thailand) Public Company Limited (“KEX”), the leading parcel delivery company in Thailand.

Additionally, VGI Digital Lab, our data-driven digital marketing arm, will help us on creating unique product offerings by monetising the Company and partners’ purchase and transaction data. This will allow us to target the right advertising in the right channel at the right time to the right audiences.





## REVENUE CONTRIBUTION (% of total operating revenue)



### Digital Services Revenue

2019/20	2020/21
THB 1,151mn	THB 940mn

## 2.1.2 PAYMENT BUSINESS

Our payment business is operated under Bangkok Smartcard System Company Limited (“BSS”) and BSS Holdings Company Limited (“BSSH”), collective called “Rabbit Group”. Rabbit Group is a Digital Lifestyle Solutions with 2 key services: 1) Payment and 2) Services. Payments on the mass transit system and retail stores through the Rabbit Card and Rabbit LinePay (“RLP”), an e-Wallet for both offline and online (e-Commerce) payments. Services includes providing micro-loans under Rabbit AEON loan, an online brokerage and comparative website under “Rabbit Finance” and a digital lending provider under “Rabbit Cash”.

### 1. KEY DEVELOPMENTS IN 2020/21

- Rabbit LinePay Company Limited launched an app-to-app top up service to provide more convenient for RLP users by seamlessly connecting RLP e-Wallet with 3 Mobile Banking applications, including SCB EASY, K PLUS and KMA.
- RLP has partnered with eLong International Travel (Hong Kong) Limited or ‘TravelGo.com’, the leading Chinese online travel booking platform, to provide an exclusive online flight and bus reservation services through RLP platform. This strategic cooperation will allow us to provide seamless and high-quality mobile travel service.

- The number of Rabbit cards issued have increased by 9.0% to 14.2mn in 2020/21. The growth is driven by an expansion of rabbit card’s touchpoints to several transportation modes including BTS new lines, buses (Chiang Mai, Phuket, Salaya and Nontaburi), and piers & boats along the Chao Phraya River as well as collaboration with leading companies to use Rabbit Card as staff ID card.
- RLP now serves more than 8.2mn users, an increase 11.8% from March 2020, which driven by an expansion of its services to cover several platform such as transportation, food and e-Commerce.

## 2. BUSINESS UNIT

### 2.1 PAYMENT

The Rabbit Card was launched on 1 May 2012 by BSS, introducing an electronic fare collection system for the BTS Skytrain and the BRT. Within eight years of operation, nearly 14.2mn Rabbit Cards have been sold. BSS has also partnered with over 500 retail partners, covering a wide variety of brands in food and beverage, retail as well as the entertainment sector. To date, the Rabbit Card can be used for payment at more than 7,000 locations. Since last year, BSS has launched its Rabbit Card usage and top-up service at mini Big C and FamilyMart convenience stores and at food courts under the CPN group and Central department stores, expanding the Rabbit retail network nationwide.

BSS has continued to partner with major food and beverage retailers, such as KFC and the Minor Food Group (Burger King, Swensens, Dairy Queen etc.) and enter into coffee shops and stores in petrol stations as Inthanin coffee and Spar super market. BSS has also secured a deal with Watson pharmacy nationwide and brought in a major deal with Sony Technology (Thailand) Company Limited, enabling Rabbit Card usage in the canteen at their Amata site.

In April 2016, Rabbit Group has further expanded its e-money business from offline to online channels by establishing the first integrated offline-online e-Wallet service in Thailand called RLP. The joint venture between Rabbit Pay System Company Limited, LINE Company (Thailand) Limited and LINE Biz Plus Limited, merges a substantial base with the most popular messaging application in Thailand. Later, in March 2018, Advanced Info Services Public Company Limited ("AIS"), the number 1 telecommunications operator in Thailand, joined RLP as the third member of the joint venture. Along with AIS the other stakeholders of RLP are also the number 1 players in their respective industries: Bangkok Mass Transit System (BTS) in transit, Rabbit Group in cashless micro payments, LINE messenger in mobile communications, KEX in e-Commerce logistics and VGI. The partnership establishes anchors and will drive adoption of cashless payments, offer solutions for the 'unbanked' population and is aligned with the government's vision of Thailand 4.0 and a cashless society.

Likewise, during the past year, RLP has grown its merchant base significantly through offline and online channels. RLP now has over 8.2mn users. In October 2019, RLP partnered with Bangkok Bank to launch the Be1<sup>st</sup> Smart Rabbit LinePay Card, which is sold through Bangkok Bank branches nationwide. This partnership has assisted RLP to acquire more users and promote its offline-online e-Wallet services.

Apart from expanding coverage and user base, RLP has collaborated with LINE to allow LINE points to be spent with RLP merchants. The collaboration increases RLP user stickiness as well as potentially encourages LINE users to register for RLP.

Through these expansion and partnerships, we have now become the leading e-money service provider with integrated payment services on both offline and online channels. Together, RLP e-Wallet and the Rabbit Card can be used at more than 100,000 offline and online merchants. Finally, through our micro-transaction data analytics, we can enhance our media business by offering our clients intelligent, targeted advertising and activation capabilities.



## 2.2 SERVICES

### Rabbit Finance

Rabbit Finance is part of the Rabbit Care Company Limited (formerly known as Rabbit Internet Company Limited) and currently Thailand's largest financial marketplace with online comparison services for insurance and banking products as well as offline (telesales) conversion capabilities. Rabbit Finance generates revenue streams from B2C insurance brokerage, B2B insurance brokerage, insurance media, banking media and other media. (Please find more details about Rabbit Finance services and clients at Rabbit Finance's website as link: [www.rabbitfinance.com](http://www.rabbitfinance.com))

### AEON Rabbit Member Card

BSS has partnered with AEON Thana Sinsap (Thailand) Public Company Limited ("AEON") to launch the AEON Rabbit Member Card, merging the services and benefits of BSS and AEON into in one card. The co-branded card was launched on 16 February 2015. This card aims to give cardholders additional financial services (access to personal credit facilities, cash withdrawal and purpose loans from business partners of AEON's network) and quick access to mass transportation and easy payment channels at various retail outlets. The current loan balance is more than THB 1,500mn.

## Rabbit Cash

On 1 April 2021, BSSH established a joint venture named Rabbit Cash Company Limited ("Rabbit Cash") with AEON and Humanica Public Company Limited ("Humanica"). Rabbit Cash will leverage technology and digital payment of Rabbit Group along with experience in various forms of microfinance of AEON and Humanica's network to create an easy solutions for consumers to access funding through digital platforms. The joint venture aims to launch a welfare loan for interested employees under Humanica management for over 700,000 people and expect to develop in other financing products within 2021

### 3. TARGET CUSTOMER

As a pioneer in e-money services in Thailand, Rabbit Group offers digital lifestyle solutions catering to the majority of consumer groups in Thailand, especially for smartphones and public transportation users. With the rise of e-commerce and social commerce markets in the country, which has led to a shift in consumer behaviour towards cashless transactions and digital financial services, Rabbit Group's customers are growing rapidly. This is even more so as many businesses have opted to replace their employee ID cards with the Rabbit Cards in order to provide more convenient solutions for their employees.

### 4. ENGINES FOR GROWTH

The increasing use cases and partnership models are key to driving our payment business. We will be launching various services on the RLP platform, including partnerships with Online Travel Agencies (OTAs) and insurance comparative websites as well as our new digital lending business, on top of our existing services. Each transaction will provide insights into each individual consumers' interests and offline and online behaviours; thereby improving the depth and breadth of our database. This in turn will enrich and expand our O2O Solutions and enables us to offer an integrated model of services on branding, engagement and performance for our clients.



### 2.1.3 LOGISTICS BUSINESS

In August 2018, VGI has expanded to Logistics business, through a 23.0% investment in KEX, the number 1 express delivery services with average parcels delivered at 1.2mn in a day and is a member of Kerry Logistics Network Limited's global network. This acquisition is a significant step for the Company to establish an O2O ecosystem. As at end of December 2020, KEX's network and services cover more than 1,230 distribution centres with over 15,991 service points nationwide, KEX takes the lead in convenient, reliable and speedy delivery solutions to its customers, ranging from individuals, e-retailers and individual sellers on social media and ensures their parcels are successfully delivered on time. KEX pioneered payment-on-delivery in the country including the acceptance of cash or RLP upon the pickups and deliveries to households.

#### 1. KEY DEVELOPMENT IN 2020/21

- On 24 December 2020, KEX was successfully listed on the Stock Exchange of Thailand (SET) under the trading ticker 'KEX'. Its share price surged by 132% to THB 65.00 per share from the Initial Public Offerings ("IPO") price of THB 28.00 per share. During the IPO period, VGI was the spearhead in pushing the boundaries of advertising for KEX's first IPO by utilising all media assets under the Company's platforms to enhance awareness, engagement and conversion for KEX's investors and interested stakeholders.

- Since the acquisition of KEX in July 2018, VGI and KEX have continued to launch several product development, including more than 1.6mn pieces of smart sampling and parcel sticker, 700 Trucks Wrap and 4 parcel shops on 4 BTS station. Moreover, we also introduce new product called 'Driver Handover' – a new product development with KEX – to deliver product samplings handled by KEX's couriers for end consumers through KEX's last-mile delivery, which expects to fully launch within this year.



## 2. TARGET CUSTOMER

As the pioneer of convenient and express delivery solutions in Thailand, KEX offer a comprehensive range of integrated parcel delivery services to customers which related to e-Commerce and social commerce industries including Consumer-to-Consumer (C2C), Business-to-Consumer (B2C) and Business-to-Business (B2C). Moreover, consumers have now become reliant on the newfound digital shopping solutions, shopping online is no longer seen as an option for many but rather a necessity. This led to Direct-to-Consumer (D2C) trend, whereby businesses build their own online channels and utilise social media or e-market platforms, which will stimulus online transaction going forward.



## 3. ENGINES FOR GROWTH

Despite 2020 was the year of uncertainty from the pandemic, but being a blessing in disguise for the e-commerce and social commerce sectors. This was mainly due to the restriction measures created a shift in consumers' habits towards online shopping, which rapidly turned into part of the 'new normal' lifestyle'. Moreover, Thailand's high internet penetration rate, the average time a consumer spends on the internet via communication devices and a growing middle class with higher purchasing power will create opportunities for last-mile delivery companies to capture higher volume growth.

Given that Thailand's e-Commerce to retail penetration rate and parcel delivery volume per capita is still immature compared to developed countries', the logistics sectors are well-positioned to accommodate and propel further growth of e-Commerce in the country moving forward.



## 2.1.4 OUR STRATEGY

Since VGI has successfully established itself as the O2O Solutions provider with a comprehensive ecosystem – Advertising, Payment and Logistics. We are able to offer higher quality of advertising and marketing campaigns at every touch point of the customer journey, bridging by the Group's data to provide a better solutions for our clients.

### OFFLINE

As communication channels become more fragmented, a one-stop-shop media solution is becoming more relevant. Consolidation is the key to our success. VGI is already the leader in OOH media in Thailand.

Our media portfolio covers all forms of OOH advertising such as Transit, Billboards, Street, Buildings and Airports. This business unit is expected to see continued growth substantially, with mass transit line expansion; increased building supply; billboard and street portfolio expansion through new licensing agreements and external collaborations; and the increasing popularity of low cost airlines. Furthermore, we are focusing on expanding our presence in key ASEAN markets, such as Malaysia and Indonesia as well as other countries in the region.

To ensure we remain at the top in the OOH advertising industry, we intend to unlock greater value from our OOH media portfolio through the digitalisation of our top value OOH media assets to offer innovative premium products.

### DATA

Determining the right target audience can no longer be based on simple demographic terms. To know your customers, it is crucial to fully grasp their interests, behaviour and decision-making processes. The superior quality of the data and depth of information we possess allow us to engage our target audience with the right advertising messages, at the right time, throughout our customer touchpoints.

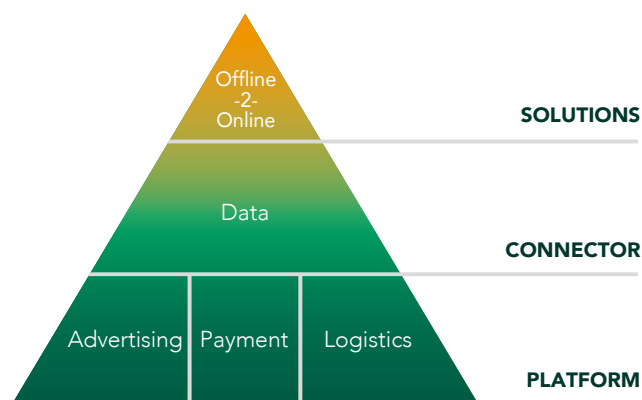
Our key vertical move to complement our existing business portfolio involves the expansion of our payment network through our subsidiary, Rabbit Group and partnerships with its strategic alliances. In addition, to enhance the performance of our products and solutions, we constantly experiment and pivot the use of data with various targeting technologies. With such dedication, we can attract, develop and retain the best talents to build a strong data scientist team.

### ONLINE

Digital and online marketing has become one of the key channels for advertising driven by the acceleration of internet access and the increasing popularity of smartphones. Advertisers can use these channels to reach a wider audience, whether in city centres or elsewhere. We are pioneering in this unique online field which enables us to integrate online and offline media inventories into one single end-to-end advertising platform.

### SOLUTIONS

In a period of historical soft media advertising spend and structural and behavioural shifts, competitive pressure is heightened. By broadening our exposure to OOH media – which continues to grow solidly – VGI has deftly positioned itself to benefit from new paradigms while augmenting its service offerings with potentially more effective, targeted and more readily measurable solutions. Our strategy is clear, strengthening the integration of our offline to online platform, spanned by the continual enrichment of our data sources, to provide optimal O2O solutions for our clients.





# INDUSTRY DEVELOPMENTS 2.2



## ADVERTISING INDUSTRY

2020 was a year of unprecedented challenges. According to the Bank of Thailand (“BOT”), the country’s GDP declined by 6.6% compared to the previous year, the most severe contraction since the 1998 Asian Financial Crisis. This was mainly due to the COVID-19 pandemic and subsequent lockdowns issued by the Government, which had a major bearing on the export and tourism sectors. With the economic slowdown, advertising expenditures<sup>1</sup> fell by 15.6% YoY to THB 104,407mn. Traditional media (newspapers, magazines and radio), Out-of-Home (“OOH”) media, and television declined by 28.6%, 19.5% and 12.8% to THB 7,435mn, THB 11,715mn and THB 61,330mn, respectively. Meanwhile, digital media grew slightly by 0.3% YoY to THB 19,610mn.

The Thai advertising market has been shaped by major developments over the past few years before the crisis period. Traditional media such as television, newspaper, magazine and radio has been in steady decline, while OOH and online/digital media have become the go-to choice of advertisers. The expansion of OOH and online/digital media has been encouraged by several factors, including lifestyle changes, with the urban population spending more time outside their homes; the rapid increase in the number of internet users (today the internet penetration rate in Thailand stands at 69.5%, while the average time a consumer spends on the internet via

communication devices is around 524 minutes per day<sup>2</sup>, a significant increase from 300 minutes per day in the past few years) and the growing recognition of these media as effective and measurable advertising and marketing tools.

Within the OOH media landscape, the trend has shifted from the sole focus on OOH platform to an integrated platform connecting the offline and online worlds. This new approach has proven effective in helping advertisers reach the desired target audience rather than reaching a large audience via mass communications and meet their objectives in creating awareness, engagement and conversion. In this exciting environment, companies able to adapt themselves are more likely to survive and outperform their counterparts.

Nielsen study in 2017 reveals OOH is the second fastest growing media category, with OOH medium providing the highest rate of online activation per dollar of any offline media. It is found to be even more effective than digital banner ads. Advertisers are building on this, using cross-channel campaigns that span OOH placements and mobile ads, often tied to specific forward as more campaigns continue the conversation across multiple media channels not only on just a single media outlet.

In addition, digital technologies have led to the significant growth of OOH advertising. Future Market Insights<sup>3</sup> expects Digital OOH to grow substantially globally by

<sup>1</sup> Nielsen Company (Thailand) and Digital Advertising Association (Thailand) (“DAAT”)

<sup>2</sup> We are social, Hootsuite, Jan 2021

<sup>3</sup> Future Market Insights is the premier provider of market intelligence and consulting services in over 150 countries.

11.0% CAGR over the forecast period of 2018 – 2028. The promising potential from the integration of OOH and online/digital media will enable both sectors to actually take over market share from the overall advertising spending, particularly from traditional media sector, due to their ability to offer a potent combination of higher quality and more dynamic advertising, more impact, more precise targeting and more effective outcome measurement.

### E-COMMERCE INDUSTRY (PAYMENT AND LOGISTICS)

In 2020, Thailand's e-Commerce market grew remarkably by 80.0% YoY to THB 294bn<sup>4</sup>, driven by the Coronavirus outbreak, which led consumers to switch to online channels to purchase products and services to avoid frequenting crowded spaces. This impressive growth was also spurred by more retailers and brands moving towards digital commerce to seize the e-commerce boom, and the fact that internet penetration in Thailand reached 69.5%, coupled with an increase in time spent online and overall consumer's purchasing power.

The expansion of the e-Commerce market has significantly influenced the Thai government to launch the Digital Thailand 4.0 programme in order to support and accommodate digital payments. Under this programme, the government has allocated budget to build a nationwide broadband network, installing more than 881,337 electronic data capture (EDC) terminals<sup>5</sup> across the country as well as launching the PromptPay service, which allows registered customers to transfer funds using only their mobile numbers or citizen ID. Such initiatives have brought new wave of opportunities for the digital payment sector as it is an integral and flexible part of the e-Commerce market. This has in fact been reflected in a strong growth in digital payment overview with the digital transaction volume in 2020 increasing by 318.1% to 13,400mn from 2016, and the digital transaction per user per year jumping significantly from 49 in 2016 to 133 in 2020. This massive expansion in digital payments is also driven by demands arising from an increase in the number of internet users and mobile phones, and an influx of innovative technology allowing for more convenient transactions.



The rise of e-Commerce is also fueling enormous growth in logistics as it is the final platform connecting sellers with end-consumers. With burgeoning demands from both online retailers and consumers, the opportunities for Thailand's logistics industry are endless. A perfect example of this new phenomenon is the proliferation in the number of customers of Kerry Express (Thailand) Public Company Limited ("KEX"), an associated company of VGI. Back in 2012, KEX's service was dominated by corporate customers or Business-to-Business (B2B), however the increasing pervasiveness of e-Commerce has shifted its operations to around 56% Consumer-to-Consumer (C2C) in 2020. Thanks to the booming e-Commerce activities, KEX's was also able to deliver 1.2mn parcels in a day in 2020, up from 8,000 parcels in 2012, a 150X increase.

Given that Thailand's e-Commerce to retail penetration rate is still immature compared to developed countries', the digital payment and logistics sectors are well-positioned to accommodate and propel further growth of e-Commerce in the country moving forward.

<sup>4</sup> Priceza is a shopping search engine and comparison platform with presence in 6 countries in Southeast Asia.

<sup>5</sup> BOT

# 3

## Annual Business Review

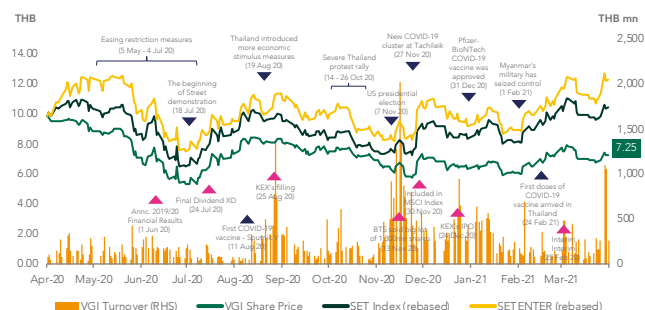
---

<b>3.1</b>	Capital Markets Review	<b>34</b>
<b>3.2</b>	2020/21 Financial Review	<b>40</b>
<b>3.3</b>	Social, Community and Environment Responsibility for Sustainable Growth	<b>46</b>

# 3.1 CAPITAL MARKETS REVIEW

## 1. HISTORICAL SHARE PRICE ANALYSIS AND TRADING SUMMARY

Figure 1: VGI Annual Stock Performance



Source: www.setsmart.com

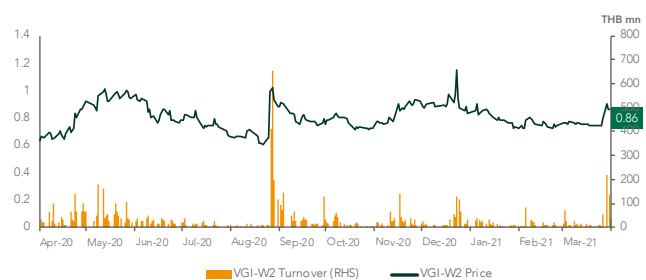
2020/21 was marked by unprecedented volatility mainly caused by the Coronavirus outbreak. Starting in March 2020, the World Health Organisation (WHO) declared COVID-19 a pandemic, sending shockwaves across global equity markets. During the same period, the outbreak in Thailand spread in several clusters, of which the largest was at Lumpinee Boxing Stadium. Thereafter, confirmed cases continued to rise over a hundred cases per day. Consequently, the Government declared a State of Emergency and announced curfew, effective on 26 March 2020 and 3 April 2020, respectively.

At the beginning of the first quarter of 2020/21, the Thai government implemented several restriction measures to contain the outbreak. Restrictions were gradually eased from mid-May 2020 onwards, where signs of recovery began to emerge. Correspondingly, the Stock Exchange of Thailand Index ("SET Index") rose by 21.1% in a range of 1,105.51 to 1,339.03 points. Meanwhile, VGI's share price was trading at a range of THB 5.35 to THB 7.50, reaching its annual high at THB 8.40 on 8, 11 and 12 May 2020. This was mainly due to positive announcement of the Company's full-year financial results, which posted a robust net profit, and the Company's intention to pay dividends to shareholders.

Despite further acceleration in new cases of COVID-19 in several countries, the global equity indices rebounded impressively in the second quarter of 2020/21 against the backdrop of gradual economic recovery, the upcoming US President Election and the possibility of vaccine discovery. However, the SET Index decreased by 8.3% during this quarter after the release of the revised GDP

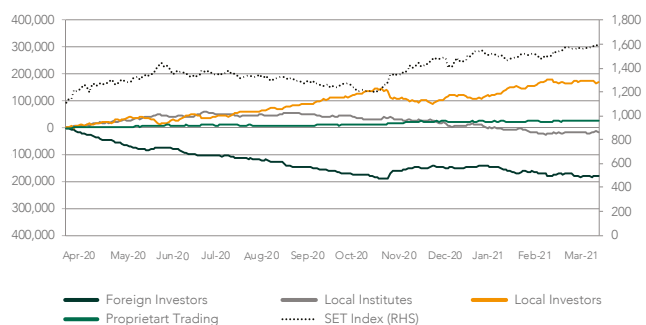
growth forecast at -8.1% for 2020 – the lowest since the 1997 Asian Financial Crisis – and the growing political tensions in the country. During this period, VGI's share price underperformed the SET Index, declining at a range of THB 6.35 to THB 7.70, reaching its quarterly low at THB 5.70. VGI's share price increased sharply again by 28% from its lowest price on 27 August 2020, following the submission of Kerry Express (Thailand) Public Company Limited ("KEX") filing, declaring its intention to Initial Public Offerings ("IPO") to the Securities and Exchange Commission (SEC).

Figure 2: VGI-W2 Performance



Source: www.setsmart.com

Figure 3: Cumulative Investor Flow (2020/21)



Source: www.setsmart.com

Global equity made robust gains during the third quarter of 2020/21, bolstered by Pfizer Inc. and BioNTech SE achieving the first authorisation in the world for COVID-19 vaccine and the expectation that Joe Biden might win the US President Election, which signified a positive sign for US-China trade relations. These factors contributed to the rise of the SET Index by 16.2% during this quarter. However, VGI's share price dropped yet again in October 2020 before the sale of THB 1,300 mn shares at THB 6.00



per share by BTS Group Holdings Public Company Limited (“BTSG”). As a result, shareholding of Bangkok Mass Transit System Public Company Limited (BTSC) and BTSG (collectively called BTS) decreased to 51.0% from 66.3%. The proceeds from this big-lot transaction were expected to be used in BTSG’s infrastructure projects and the Eastern Economic Corridor (ECC). Nevertheless, BTS Group expressed its intention to maintain its holding of VGI at no less than 51.0% and continued to position VGI as its Offline-to-Online (O2O) Solutions provider. As a result, VGI’s share price rose during the last two months of this quarter, reaching its quarterly high at THB 7.90 on 26 November 2020. This was mainly driven by the announcement of the Company’s inclusion into the Morgan Stanley Capital International (MSCI) Small Cap Index, effective on 1 December 2020, and positive sentiment from KEX’s IPO of 300mn shares at a price of THB 28.0 per share on 24 December 2020. Despite such gains, this quarter ended with growing concerns over another wave of COVID-19 from 2 new clusters in Tachileik province in Myanmar and the Central Shrimp Market in Samut Sakhon.

Nevertheless, the upward trend of global equity markets persisted into the fourth quarter, thanks to massive stimulus measures across the globe and an accelerated COVID-19 vaccination rollout, leading to mounting optimism for a strong economic recovery. Despite the slower-than-expected distribution of vaccine in Thailand and a new cluster at Bang Khae Market, the SET Index grew by 8.1%, reaching its annual high at 1,589.53 points on 30 March 2021, backed by the Government’s measures to boost the consumption and tourism sectors. Meanwhile, VGI’s share price traded sideways at a range of THB 6.70 to THB 7.25 in this quarter, which is equivalent to an increase of 8.2%. This was mainly due to the Company’s solid financial performance which surpassed its lowest net profit and its intention to pay interim dividend at THB 0.02 per share.

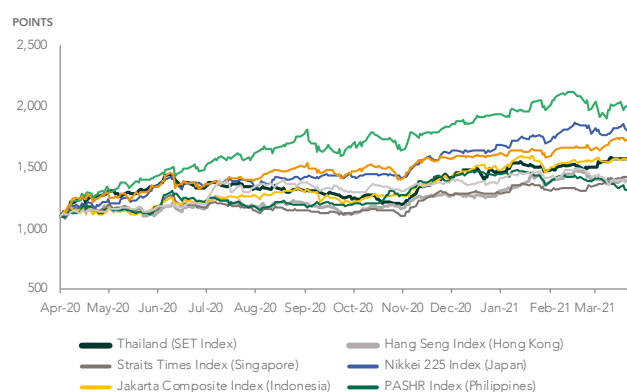
In summary, VGI’s share price was affected from the spread of the Coronavirus during the year. The Company recorded the market capitalisation at THB 62,431.0mn as of 31 March 2021. From 1 April 2020, VGI shares’ average trading volume was 39.9mn shares per day and average daily value was THB 278.6mn (or USD 8.9mn)<sup>1</sup>, an increase of 96.7% and 52.5% YoY, respectively. During the same

period, the SET and SETENTER Indices average trading volumes were 21,689.9mn and 180.2mn shares per day and average daily values were THB 74,248.6mn and THB 898.6mn, or USD 2,376.7mn and USD 28.8mn, respectively.

## 2. INDICES PERFORMANCE COMPARISON

The SET Index increased by 41.0% for the year ended 31 March 2021, a directional trend that was mirrored across other emerging markets. Foreign Investors and local Institutes were net seller by THB 178.7bn and THB 15.3bn, respectively. On the other hand, local investors and proprietary traders predominantly net bought their positions to the tune of THB 168.6bn and THB 25.4bn respectively. The SET Index performed in line with other regional peers such as Nikkei 225 Index (Japan) (+54.2%), Jakarta Composite Index (Indonesia) (+31.9%) and Straits Times Index (Singapore) (+27.6%) over the same period. SET Media & Publishing (SETENTER) increased by 63.3% from 31.45 points on 31 March 2020 to 51.4 points on 31 March 2021.

Figure 4: SET Index Versus Regional Peers



Sources: [www.setsmart.com](http://www.setsmart.com), [www.hsi.com.hk](http://www.hsi.com.hk), [indexes.nikkei.co.jp](http://indexes.nikkei.co.jp), [www.straitstimes.com/stindex](http://www.straitstimes.com/stindex) and [www.pse.com.ph](http://www.pse.com.ph) and Bloomberg

Note: Regional indices have been rebased for performance comparison to the SET Index.

<sup>1</sup> Exchange rate at THB 31.24 per USD as of 31 March 2021



Figure 5: Summary of VGI Stock Performance and Regional Indices

	2018/19	2019/20	2020/21
<b>Share price (THB)</b>			
Year-end	9.05	5.70	7.25
Year-high	9.10	10.30	8.40
Year-low	6.90	5.30	5.35
Average daily traded value (THB mn)	153.7	182.7	278.6
Average daily traded volume (mn shares)	20.0	20.3	39.9
Number of shares outstanding at year-end (mn)	8,556.7	8,611.2	8,611.2
Market capitalisation at year-end (THB mn)	77,438.0	49,083.6	62,431.0
<b>Change (YoY) – Stock dashboard</b>			
VGI	+14.6%	-35.2%	+27.2%
SETENTER Index	-17.1%	-41.7%	+63.3%
SET Index	-8.1%	-31.5%	+41.0%
Nikkei 225 Index (Japan)	-0.9%	-12.1%	+54.2%
Straits Times Index (Singapore)	-6.4%	-23.7%	+27.6%
Hang Seng Index (Hong Kong)	-3.5%	-20.2%	+20.2%
Jakarta Composite Index (Indonesia)	+3.7%	-29.7%	+31.9%
PASHR Index (Philippines)	-0.1%	-32.9%	+21.2%
NASDAQ Index (USA)	9.4%	-0.4%	+72.0%
Dow Jones Index (USA)	7.6%	-15.5%	+50.5%

Sources: www.setsmart.com, www.hsi.com.hk, indexes.nikkei.co.jp, www.straitstimes.com/stindex and www.pse.com.ph and Bloomberg

### 3. SHAREHOLDER STRUCTURE

As of 31 March 2021, the Company had 18,604 shareholders. The major shareholders were Bangkok Mass Transit System Public Company Limited (“BTSC”) and BTS Group Holdings Public Company Limited (“BTSG”), who owned 29.7% or 2,554.4mn shares, and 21.9% or 1,887.5mn shares, respectively. During 2020/21, BTSC sold 1,300mn shares or equivalent to 15.0% in VGI through big lot transaction on 13 November 2020. This resulted in a decrease in shareholding by Strategic Shareholders from 75.7% to 60.6% of the total shares. Meanwhile shareholding by Thai Institutions, Foreign Institutions and Retail increased to 19.8%, 11.9% and 7.8%, respectively. Consequently, the Company’s free float shareholding stood at 39.4% of total paid-up capital. The Company actively engaged both Thai and overseas shareholders throughout the year. For more details, please see the subsequent heading ‘Investor Relations’ (Please find more details of the major shareholders in section 5.4 Relationship with Major Shareholders).

Figure 6: Shareholding by Shareholder Type

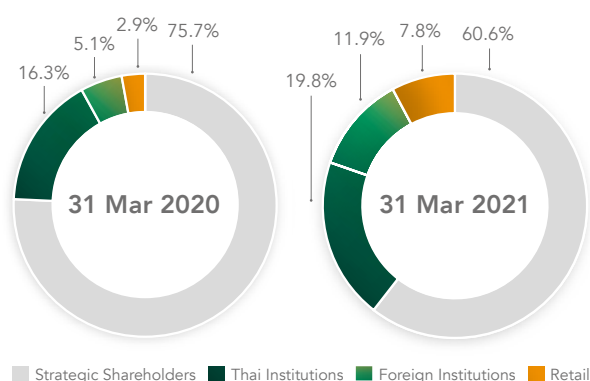


Figure 7: Shareholder Distribution

No. of shares held	No. of shareholder(s)	% of all shares
> 100mn	8	72.8%
> 50mn - 100mn	7	5.7%
> 1mn - 50mn	227	16.3%
100,001 - 1mn	902	3.3%
10,001 - 100,000	3,953	1.6%
1,001 - 10,000	7,094	0.4%
1 - 1,000	6,413	0.0%
<b>Total</b>	<b>18,604</b>	<b>100.0%</b>

## 4. OTHER CAPITAL MARKETS ACTIVITY

### 4.1 VGI-W1 Warrants (VGI-W1) Issuance

On 3 July 2014, the Annual General Meeting of the Company's shareholders passed a resolution to issue 858mn units of VGI-W1 to be allocated to the existing shareholders of the Company at no cost with an allocation ratio 1 warrant to every 4 existing ordinary shares. VGI-W1 was issued on 1 August 2014 and has a term of 4 years from the issuance date (Last exercise date and expiration Date is on 1 August 2018). The exercise ratio of VGI-W1 is 1 unit of warrant for 1 ordinary share and the exercise price is THB 14 per share.

On 11 March 2015, the Extraordinary General Meeting of the Company's shareholders No. 1/2015 passed a resolution to pay a second interim dividend in form of cash at rate THB 0.011 per share and stock dividend at rate of 1 new share for every 1 existing share. The XD date (which determines the shareholders eligibility to such dividends) was set as 17 March 2015. To comply with the terms and conditions governing the rights and obligations of VGI-W1, the Company adjusted the exercise price of the warrants, from THB 14 per share to THB 7 per share, and the exercise ratio of the warrants, from 1 warrant per ordinary share to 1 warrant per 2 ordinary shares. That was effective from 17 March 2015 onwards. Subsequently, on 15 July 2016, the Company has amended the warrant exercise ratio from 1:2 to 1:1 by issuing additional warrants to existing warrant holders on the basis of 1 unit per 1 unit of existing warrant.

VGI-W1 has expired on 1 August 2018. The Company has received total proceeds from the exercise of VGI-W1 warrants of THB 8,618mn, or around 72.0% of maximum proceeds.

### 4.2 VGI-W2 Warrants (VGI-W2) Issuance

On 5 July 2018, the Annual General Meeting of the Company's shareholders passed a resolution to issue 1,711mn units of VGI-W2 to be allocated to the existing shareholders of the Company at no cost with an allocation ratio 1 warrant to every 5 existing ordinary shares. VGI-W2 was issued on 11 September 2018 and has a term of 4 years from the issuance date (Last exercise date and expiration date is on 10 September 2022). The exercise ratio of VGI-W2 is 1 unit of warrant for 1 ordinary share and the exercise price is THB 10 per share.

### 4.3 SET50/100 Index Constituent Member

VGI was included as a constituent member of the SET100 Index since the beginning of July 2013. Subsequently, from January 2014 to June 2015, the Company was included as a constituent of the SET50 Index, but was later excluded in July 2015, though it remained in the SET100 Index. However, the Company was excluded from the SET100 Index in January 2018 due to failure to meet free-float requirement. VGI was once again announced as a constituent of the SET50 Index for the period January 2021 to June 2021 following recent periodic review update by SET. The SET50 and SET100 Indices comprise Thailand's largest 50 and 100 companies by market capitalisation that also conforms to certain turnover and free float conditions.

For turnover, the monthly turnover value of an eligible firm must be at least 50% of the average turnover of all listed companies in the SET. For free-float, a minimum threshold of 20% of paid-up capital must be maintained. The index review is conducted every 6 months (in June and December for inclusion in July and January, respectively). With its inclusion into both the SET50 and SET100 Indices, VGI was able to expand potential shareholder base, for instance, by automatically becoming eligible for certain investment funds.

Source: [www.set.or.th](http://www.set.or.th)

### 4.4 FTSE SET Index and FTSE Global Equity Index Constituent

On 24 December 2012, VGI was announced as a constituent of FTSE SET Index series and classified under FTSE SET Mid Cap Index. Jointly created by the global index provider FTSE Group and SET, the FTSE SET Index series is designed to measure the performance of Thai capital market and is comprised of six indices segmented by market capitalisation. The FTSE SET Index series is reviewed semi-annually in June and December.

In addition, since June 2014, VGI has also been included as a constituent of FTSE Global Equity Index series, which is designed to measure the performance of securities in 49 countries globally, and classified under FTSE Thailand Small Cap Index. The FTSE Global Equity Index series is reviewed semi-annually in March and September.

Source: FTSE Russell

#### 4.5 MSCI Index Constituent

On 11 November 2020, VGI was included into the MSCI Small Cap Indices from the Morgan Stanley Capital International (MSCI) index, the world-class benchmark for international investors and fund managers. The MSCI index is reviewed quarterly in February, May, August and November and based on the MSCI Global Investable Indexes (GIMI) Methodology that allows for meaningful global views and cross regional comparisons across all market capitalization size, sector and style segments and combinations.

Source: MSCI

### 5. INVESTOR RELATIONS

The Company places a high priority on investors' access to the Company. The Investor Relations ("IR") Department is responsible for communications between the Company and investors, including shareholders, analysts and potential investors. The IR Department functions as the channel for two-way communications, the first of which is to publicise the accurate, complete and timely information of the Company, which includes business operations, performance and key events that affect the Company's performance. The other aspect is to report the investment community's opinions and suggestions to the Executive Committee and the Board of Directors on a quarterly basis in order to acknowledge (and respond where relevant to) the viewpoints that investors have on the Company.

Key performance indicators are established in order to align the goals of the division with the goals of the Company. In short, these are related to enlarged visibility (such as number of meetings held, number of roadshows attended, website traffic) as well as quality and timeliness of product and service offerings (taking into account product delivery times, response times as well as results from surveys).

In 2020/21, the Company met domestic and overseas institutional buy-side investors a total of 403 investors, of which 252 were domestic buy-side and 77 were overseas investors. Additionally, the Company has maintained its marketing efforts by attending 4 domestic events in 2020/21.

The Company hosted several investor-centric activities, including 4 quarterly earnings review meetings for analysts and fund managers. Additionally, the Company also participated in 'SET Opportunity Day' and 'Thailand Focus 2020: Resiliency to move forward' hosted by The Stock Exchange of Thailand during the year in order to increase its exposure to retail investors and others, who interested in VGI.

The Company continued to hold quarterly earnings review conferences and the webcasts of these are available both on the Company's website within 24 hours from the meeting as well as on the SET website. For 2020/21, the Company not only expects to maintain its communication efforts across all areas but also to increase certain IR activities. For example, the Company has plans to attend domestic and overseas NDRs/conference at least 8 times a year and continue to arrange site visits for investment community.

Figure 8: Investor Relations Key Statistics

Investor Relations Key Statistics	2019/20 (investors)	2020/21 (investors)
Domestic Institutional Investors met (Buy-side)	121	252
Overseas Institutional Investors met (Buy-side)	84	77
Domestic Sell-side met	121	73
Overseas Sell-side met	2	1
<b>Total Investors</b>	<b>324</b>	<b>403</b>

	2019/20 (times)	2020/21 (times)
Analyst Earnings Review meeting / Opportunity day	6	6
No. of Roadshow / Conference / Site Visit and Event	6	4
Company Visit / Conference call	106	100

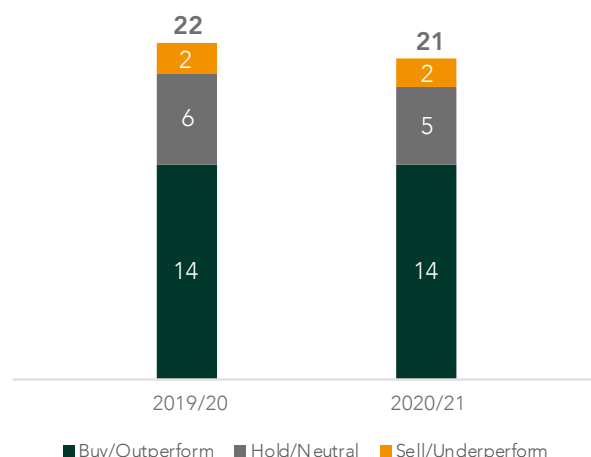
The Company website represents one of the key communications channels with the investment community. The website is the definitive source of information on the Group and has been designed based on Best Corporate Governance Practices. Its contents include live share price feeds, download versions of publications (including annual reports, financial statements, MD&A and company presentations), financial calendar and webcasts of analyst meetings. In 2020/21, the website was mainly accessed by visitors from Thailand, United States, India and Singapore.

In December 2020, the Company was honoured with the 'Best Investor Relations Award' by the Stock Exchange of Thailand and Money & Banking Magazine. This award was an assessment of the Board of directors and management's support on IR function, IR activity, information on IR website and IR service.

In 2020/21, the Company was covered by 21 research companies. Out of the 21 research companies, there were 2 brokers that initiated research namely; KGI Securities Public Company Limited, Yuanta Securities (Thailand) Company Limited. The other 19 research companies, namely, Asia Plus Securities Company Limited, Bualuang Securities Public Company Limited, CIMB Securities (Thailand) Company Limited, Citicorp Securities (Thailand) Limited, Credit Suisse Securities (Thailand) Limited, Country Group Securities Public Company Limited, DBS Vickers Securities (Thailand) Company Limited, Finansia Syrus Securities Public Company Limited, Kiatnakin Phatra

Securities Public Company Limited, Krungsri Securities Public Company Limited, KTB Securities (Thailand) Public Company Limited, KT Zmico Securities Company Limited, MayBank KimEng Securities (Thailand) Public Company Limited, Nomura Securities Public Company Limited, Phillip Securities (Thailand) Public Company Limited, Thanachart Securities Public Company Limited, TISCO Securities Company Limited, UBS Securities (Thailand) Limited and UOB Kay Hian Securities (Thailand) Public Company Limited. As of 31 March 2021, 14 out of the 21 companies placed a buy or outperform recommendation on VGI, 5 placed a hold or neutral recommendation and 2 placed a sell or underperform recommendation with average consensus target price of THB 7.98 per share.

**Figure 9: Analyst Recommendation Summary**



### Investor Relations Contact Details

For enquiries by shareholders and investors, please contact our Investor Relations Department.

<b>Head of Investor Relations</b>	: Daniel Ross (Chief Investment Officer, BTS Group Holdings)
<b>Investor Relations</b>	: Ms. Pinyada Saengsakdaharn Ms. Nantarach Atthawong
<b>Contact Telephone</b>	: +66 (0) 2273 8611 - 15 ext. 1513 and 1538
<b>Email</b>	: ir@vgi.co.th
<b>Website</b>	: <a href="http://www.vgi.co.th">http://www.vgi.co.th</a>
<b>SET Share Symbol</b>	: VGI
<b>SET Warrant Symbol</b>	: VGI-W2

## 3.2 2020/21 FINANCIAL REVIEW

### CONSOLIDATED P&L SNAPSHOT

THB (mn)	2019/20	2020/21	YoY (%)
<b>Operating revenue</b>	<b>4,000</b>	<b>2,480</b>	<b>-38.0%</b>
Cost of sales	1,948	1,544	-20.7%
Gross profit	2,052	936	-54.4%
SG&A	1,304	926	-29.0%
Share of profit (loss) from JVs & associates	131	338	158.3%
EBITDA	1,523	1,582	3.9%
EBIT	1,177	1,113	-5.4%
Interest expenses	74	73	-1.1%
Tax	214	133	-37.9%
<b>Net profit from operation</b>	<b>1,281</b>	<b>184</b>	<b>-85.6%</b>
<b>Net profit*</b>	<b>1,424</b>	<b>980</b>	<b>-31.2%</b>
Gross profit margin	51.3%	37.7%	
EBITDA margin	38.1%	63.8%	
Net profit margin from operation	32.0%	7.4%	
Net profit margin	35.6%	39.5%	

\*As shown in financial statement, excluding minority interest.

### REVENUE BREAKDOWN (THB mn)

THB (mn)	2019/20	2020/21	YoY (%)
<b>OOH Advertising</b>	<b>2,848</b>	<b>1,540</b>	<b>-46.0%</b>
Transit	2,184	1,327	-39.2%
Office and Other	371	213	-42.6%
Outdoor	294	-	-100.0%
<b>Digital Services</b>	<b>1,151</b>	<b>940</b>	<b>-18.3%</b>
<b>Total revenue</b>	<b>4,000</b>	<b>2,480</b>	<b>-38.0%</b>

### % Contribution to total revenue

	2019/20	2020/21
<b>OOH Advertising</b>	<b>71.2%</b>	<b>62.1%</b>
Transit	54.6%	53.5%
Office and Other	9.3%	8.6%
Outdoor	7.4%	-
<b>Digital Services</b>	<b>28.8%</b>	<b>37.9%</b>
<b>Total revenue</b>	<b>100.0%</b>	<b>100.0%</b>

### PERFORMANCE ANALYSIS (2020/21 vs 2019/20)

2020/21 was marked by an unprecedented global crisis triggered by the COVID-19 pandemic. Thailand, like other countries, was hit hard by the crisis due to numerous nationwide lockdowns, which led to a contraction in consumer confidence and left a huge impact on business and public life. However, the Company managed to rise to the challenge, delivering a solid performance as evident in its 2020/21 net profit at THB 980mn, thanks to the strength of its Offline-to-Online ("O2O") Solutions strategy and strategic partnerships, which allowed it to operate with greater flexibility and helped diversify risks through multiple source income.

In 2020/21, the Company's **operating revenue** declined by 38.0% YoY to THB 2,480mn, with our **OOH Advertising** and **Digital Services revenues** contributing 62.1% and 37.9% of total revenue, respectively.

**OOH Advertising segment** was hard hit by the aforementioned crisis. As a result, the Company recorded revenue of THB 1,540mn, a decrease of 46.0% YoY with a utilisation rate at 40.0% in line with our target.

- **Transit media revenue** was THB 1,327mn, a decrease of 39.2% YoY from THB 2,184mn.
- **Office and Other media revenue** was THB 213mn, a decrease of 42.6% YoY from 371mn.

**Digital Services segment revenue** decreased by 18.3% YoY to THB 940mn, mainly due to the low demand on advertising and marketing spending in online advertising and less revenue recognition from project management. Nevertheless, this decrease was partially offset by higher insurance commission and lead generation.

**Other income** was THB 764mn, significantly increased by 156.5% YoY mainly from an increase in gain on sale of investments. During 2020/21, VGI sold 1.0% of its stakes



in Kerry Express (Thailand) Public Company Limited ("KEX"), which is equivalent to a total gain of THB 593mn. Nevertheless, going forward, with the strength of KEX's operations, the Company intends to maintain its stakes in KEX in order to leverage the rise of e-Commerce through this strategic partnership.

VGI also counteracted the sharp pandemic-related fall in revenue by making extensive cost savings, for instance through reducing maintenance and employee expenses and negotiating discounts with landlords and service providers. Such immediate actions are partially reflected in lower cost of selling, general and administrative (SG&A) expenses.

**Cost of sales** declined by 20.7% YoY to THB 1,544mn in 2020/21. This was attributable to the decrease in revenue-based OOH Advertising segment. **Cost-to-sales ratio** increased to 62.3% (prior year: 48.7%), as a result **gross profit margin** decreased to 37.7% (prior year: 51.3%).

**Selling, general and administrative expenses ("SG&A")** decreased by 29.0% YoY to THB 926mn. The decrease was primary the aforementioned cost savings and reduce in one-time expenses, which comprised of 1) impairment of investment and assets and 2) expected credit losses. **SG&A to revenue ratio** increased to 37.3% (prior year: 32.6%) due to revenue decrease in higher rate than SG&A.

The Company recorded **share of profit from investments in joint ventures and associates** of THB 338mn (prior year: THB 131mn). The positive result was primarily from the recognition of extraordinary gain from change in ownership interests in the associate due to KEX's IPO of THB 513mn. Nevertheless, the share of profit was mainly offset by the loss from MACO Group.

**Net gain from extraordinary items** was THB 795mn, consisting of 1) gain from change in ownership interests in the associate due to KEX's IPO of THB 513mn and 2) gain on sale of investment in KEX of THB 468mn. This was mainly offset by 3) impairment of MACO assets and international business operation of THB 185mn. These consequently led to a recognition of **net profit** of THB 980mn with a **net profit margin** of 39.5% (prior year: 35.6%). **Net profit from operation** was recorded at THB 184mn and **net profit margin from operation** of 7.4%.

## FINANCIAL POSITION

From 1 April 2020, the Company has adopted Thai Financial Reporting Standards 9 (TFRS 9) – Financial Instruments and Thai Financial Reporting Standards 16 (TFRS 16) – Leases for its financial statement reporting for the first time.

- Under TFRS 9, the Company is required to classify the equity investment and derivatives as financial assets/liabilities and recognise an allowance for expected credit losses on its financial assets. The Company will measure fair value of equity investment and all derivatives as applied hedge accounting in other comprehensive income. The expected credit losses is to consider as impairment of trade receivables.
- Under TFRS 16, the Company is required to record lease contract, which has outstanding period of more than 12 months in the financial statements. The affected lease contracts related to the lease of space of advertising, office building space, motor vehicles and equipment.

## ASSETS

ASSETS BREAKDOWN	31 MARCH 2020		31 MARCH 2021	
	(THB mn)	% out of total	(THB mn)	% out of total
Cash & cash equivalents and short-term investments and other current financial assets	730	4.3%	1,461	7.0%
Trade & other receivables	1,061	6.2%	794	3.8%
Equipment – net	1,142	6.7%	1,220	5.8%
Investment in JVs, associates and other long-term investments and other non-current financial assets	11,851	69.4%	15,019	71.6%
Goodwill/Estimated amount by which costs of the acquisition of investment in a subsidiary exceed identifiable net assets of the acquiree	236	1.4%	291	1.4%
<b>Other assets</b>	<b>2,057</b>	<b>12.0%</b>	<b>2,185</b>	<b>10.4%</b>
<b>Total assets</b>	<b>17,077</b>	<b>100.0%</b>	<b>20,970</b>	<b>100.0%</b>

**Total assets** as of 31 March 2021 stood at THB 20,970mn, an increase of THB 3,893mn or 22.8% from THB 17,077mn as of 31 March 2020.

**Total current assets** were THB 3,210mn, increasing by 23.2% or THB 604mn, primarily from an increase in 1) cash & cash equivalents and short-term investments and other current financial assets of THB 731mn, which was mainly from the cash received from sale of the investment in Kerry Express (Thailand) Company Limited and. However, the increase in current asset was mainly offset by a decrease in 2) trade & other receivables of THB 267mn (see further details in trade and other receivable section).

**Total non-current assets** stood at THB 17,760mn, increasing by 22.7% or THB 3,290mn, due to an increase in 1) investment in JVs, associates companies and other long-term investments and other non-current financial assets of THB 3,168mn, which was mainly from the

investment in Plan B Media Public Company Limited and iClick Interactive Asia Group Limited, 2) right-of-use assets of THB 438mn, 3) equipment – net of THB 79mn and 4) Goodwill/Estimated amount by which costs of the acquisition of investment in a subsidiary exceed identifiable net assets of the acquiree of THB 54mn. The increase was partially offset by a decrease in 5) deferred tax assets of THB 467mn, which was mainly from the decrease in loss from change in value of other non-current financial assets.

**Trade and other receivables** were THB 794mn, decreasing by 25.1% or THB 267mn due to a decrease in revenue. As of 31 March 2021, the allowance for expected credit losses was THB 170mn. Average collection period at end of this year was 136 days compared to 97 days as of 31 March 2020 due to the impact of COVID-19 pandemic in 2020/21.

AGING OF TRADE RECEIVABLES (THB mn)	31 MARCH 2020	31 MARCH 2021
Not yet due	596	307
Up to 6 months	253	96
Over 6 months	129	190
Allowance for expected credit losses	195	170
Total	784	423
% of total trade and other receivables	74.0%	53.3%

## LIABILITIES AND SHAREHOLDERS' EQUITY

LIABILITIES AND EQUITY BREAKDOWN	31 MARCH 2020		31 MARCH 2021	
	(THB mn)	% out of total	(THB mn)	% out of total
Short term loans	450	2.6%	-	-
Trade & other payables	464	2.7%	399	1.9%
Accrued expenses	561	3.3%	377	1.8%
Current portion of long-term loans from financial institutions	239	1.4%	1,159	5.5%
Other current liabilities	945	5.5%	1,248	5.9%
Long term loan	1,200	7.0%	-	-
Other non-current liabilities	140	0.8%	724	3.5%
<b>Total liabilities</b>	<b>3,999</b>	<b>23.3%</b>	<b>3,907</b>	<b>18.6%</b>
<b>Shareholders' equity</b>	<b>13,078</b>	<b>76.7%</b>	<b>17,063</b>	<b>81.4%</b>
<b>Total liabilities and equity</b>	<b>17,077</b>	<b>100.0%</b>	<b>20,970</b>	<b>100.0%</b>

**Total liabilities** were THB 3,907mn, a decrease of THB 92mn or 2.3% from THB 3,999mn as of 31 March 2020 mainly from a decrease in 1) loan from financial institution THB 730mn. However, this decrease was offset by an increase in 2) lease liabilities of THB 488mn and 3) deferred tax of THB 197mn.

**Total equity** was THB 17,063mn, increasing by THB 3,986mn or 30.5%, mainly due to an increase in 1) other components of shareholders' equity, which arose mainly from the gain on investments in equity instruments designated at fair value through other comprehensive income of THB 3,110mn and 2) retained earnings of THB 929mn.

### LIQUIDITY AND CASH FLOW (THB mn)

Beginning cash (31/3/2020)	685	CFO	166	CFI	1,303	CFF	(739)	Ending Cash (31/3/2021)	1,415
-------------------------------	-----	-----	-----	-----	-------	-----	-------	----------------------------	-------

For the twelve months ended 31 March 2021, **net cash from operating activities** was THB 166mn. **Net cash from investing activities** was THB 1,303mn mainly from cash received from 1) sale of investment in associates of THB 832mn, 2) sale of other non-current financial assets of THB 633mn and 3) dividend income of THB 312mn. These

were offset by cash paid for 4) capital expenditures of THB 480mn. **Net cash used in financing activities** was THB 739mn. The key component was cash paid for 1) short term and long term loans of THB 689mn, and 2) dividend paid of THB 310mn. These were offset by cash received from 3) non-controlling interests for issuance of ordinary shares of subsidiary of THB 366mn.

### FINANCIAL RATIOS

Profitability Ratios				Liquidity Ratios			
		2019/20	2020/21			31 MAR 2020	31 MAR 2021
Gross profit	(%)	51.3%	37.7%	Current ratio	(time)	1.0	1.0
Operating EBITDA	(%)	38.1%	63.8%	Quick ratio	(time)	0.9	0.9
Cash-to-net profit	(%)	83.8%	14.9%	Account receivable turnover	(time)	3.8	2.7
Net profit				Average collection period	(days)	97.1	136.5
(excl. NCI)	(%)	33.1%	30.2%	Payable days	(days)	75.4	102.1
Return on equity	(%)	10.8%	6.7%				
Efficiency Ratios				Leverage Ratios			
Return on assets	(%)	7.9%	5.2%	Liability to equity	(time)	0.3	0.2
Return on fixed assets	(%)	144.8%	115.7%	Debt to equity	(time)	0.1	0.1
Assets turnover	(time)	0.2	0.2				

Remark:

- Financial ratios were calculated based on The Stock Exchange of Thailand's and The Securities and Exchange Commission, Thailand formula.
- Following to the deconsolidation of MACO on 30 January 2020, the Company had restated profit and loss statement in 2019/20. The statement of financial position only as end of March 2020 had reflected the aforementioned deconsolidation. Therefore, the Company calculated the ratio, which related to statement of financial position in 2020/21 as an average of balance at the end of March 2020 and March 2021.

## SUMMARY OF KEY FIGURES IN FINANCIAL STATEMENTS

### STATEMENT OF FINANCIAL POSITION

THB mn	2018/19 (Restated)	2019/20	2020/21
Total current assets	5,133	2,607	3,210
Total non-current assets	17,640	14,470	17,760
<b>Total assets</b>	<b>22,773</b>	<b>17,077</b>	<b>20,970</b>
Total current liabilities	4,435	2,660	3,183
Total non-current liabilities	1,731	1,340	724
<b>Total liabilities</b>	<b>6,166</b>	<b>3,999</b>	<b>3,907</b>
<b>Total equity</b>	<b>16,607</b>	<b>13,078</b>	<b>17,063</b>
<b>Total liabilities and equity</b>	<b>22,773</b>	<b>17,077</b>	<b>20,970</b>

### STATEMENT OF COMPREHENSIVE INCOME

THB mn	2018/19 (Restated)	2019/20	2020/21
<b>Revenue from services and sales</b>			
Transit media	2,405	2,184	1,327
Office & Other media	412	371	213
Outdoor media	265	294	-
Digital Services	529	1,151	940
<b>Total revenue from services</b>	<b>3,611</b>	<b>4,000</b>	<b>2,480</b>
Other income	104	298	764
<b>Total revenues</b>	<b>3,714</b>	<b>4,298</b>	<b>3,244</b>
<b>Costs of services and sales</b>	<b>1,461</b>	<b>1,948</b>	<b>1,544</b>
<b>Gross profit</b>	<b>2,150</b>	<b>2,052</b>	<b>936</b>
<b>EBITDA</b>	<b>1,672</b>	<b>1,523</b>	<b>1,582</b>
<b>EBIT</b>	<b>1,360</b>	<b>1,177</b>	<b>1,113</b>
<b>Net profit excluding minority interest</b>	<b>1,101</b>	<b>1,424</b>	<b>980</b>



## STATEMENT OF CASHFLOWS

THB mn	2018/19 (Restated)	2019/20	2020/21
Profit before tax	1,558	1,551	1,040
Net cash flows from operating activities	1,775	997	166
Net cash flows from investing activities	(10,990)	(275)	1,303
Net cash flows from financing activities	9,971	(1,536)	(739)
Net increase (decrease) in cash and cash equivalents	748	(821)	731
Cash and cash equivalents at beginning of year	757	1,506	685
Translation adjustments	(8)	(7)	-
Cash and cash equivalents at end of year	1,506	685	1,415

## FINANCIAL RATIOS

	2018/19 (Restated)	2019/20	2020/21
<b>Profitability Ratios</b>			
Gross profit (%)	59.5%	51.3%	37.7%
Operating EBITDA (%)	46.3%	38.1%	63.8%
Net profit (%)	30.5%	35.6%	39.5%
Return on equity	12.2%	10.8%	6.7%
<b>Liquidity Ratios</b>			
Current ratio (times)	1.2	1.0	1.0
Quick ratio (times)	0.8	0.9	0.9
<b>Efficiency Ratios</b>			
Return on asset (%)	6.8%	7.9%	5.2%
Assets turnover (times)	0.2	0.2	0.2
<b>Leverage Ratio</b>			
Liability to equity (times)	0.4	0.3	0.2
Debt to equity (times)	0.2	0.1	0.1

Remark:

- Financial ratios were calculated based on The Stock Exchange of Thailand's formula.
- Following to the deconsolidation of MACO on 30 January 2020, the Company had restated profit and loss statement in 2019/20. The statement of financial position only as end of March 2020 had reflected the aforementioned deconsolidation. Therefore, the Company calculated the ratio, which related to statement of financial position in 2020/21 as an average of balance at the end of March 2020 and March 2021.

### 3.3 SOCIAL, COMMUNITY AND ENVIRONMENT RESPONSIBILITY FOR SUSTAINABLE GROWTH



The Company has laid the foundation for growth and sustainable success in the future contributed from dedication of the Company's executives and employees, including fair and transparent supervision of the Board of Directors and the executives by taking into account roles of all stakeholders as well as having management under environmental standards and developing society and community. In this respect, the Company has continuously prepared the "Sustainability Report 2020/21" in accordance with the Sustainable Development Goals and GRI Sustainability Reporting Standards by way of a core option for the 6<sup>th</sup> consecutive year to disseminate the Company's policy and performance in corporate social responsibility (CSR) of the Company through indicators, i.e. economic, social and environmental, on which made between 1 April 2020 and 31 March 2021. For more information, please refer to the Sustainability Report 2020/21 published on the Company's website at [www.vgi.co.th](http://www.vgi.co.th).

# 4

## Risk Management

---

<b>4.1</b>	Risk Management Policy and Plan	<b>48</b>
<b>4.2</b>	Risk Factors to the Business Operations	<b>50</b>

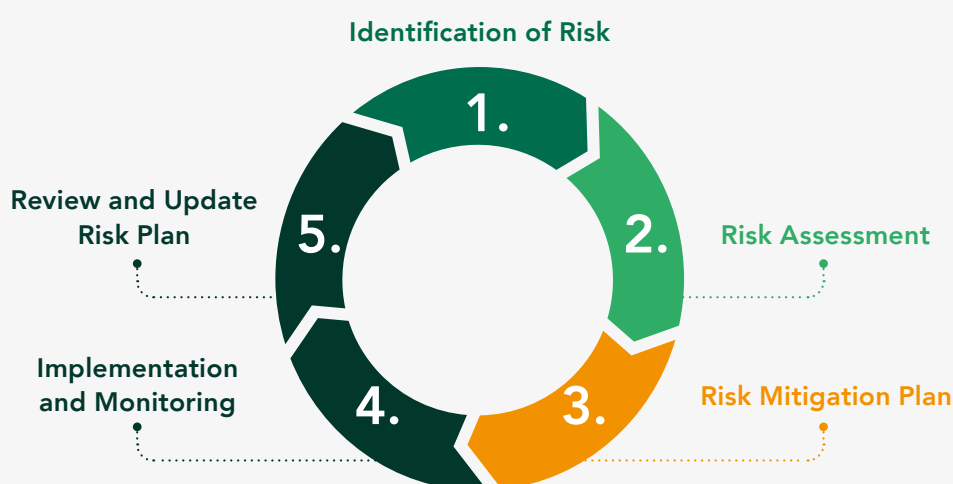
# 4.1 RISK MANAGEMENT POLICY AND PLAN



## Risk Management Policy

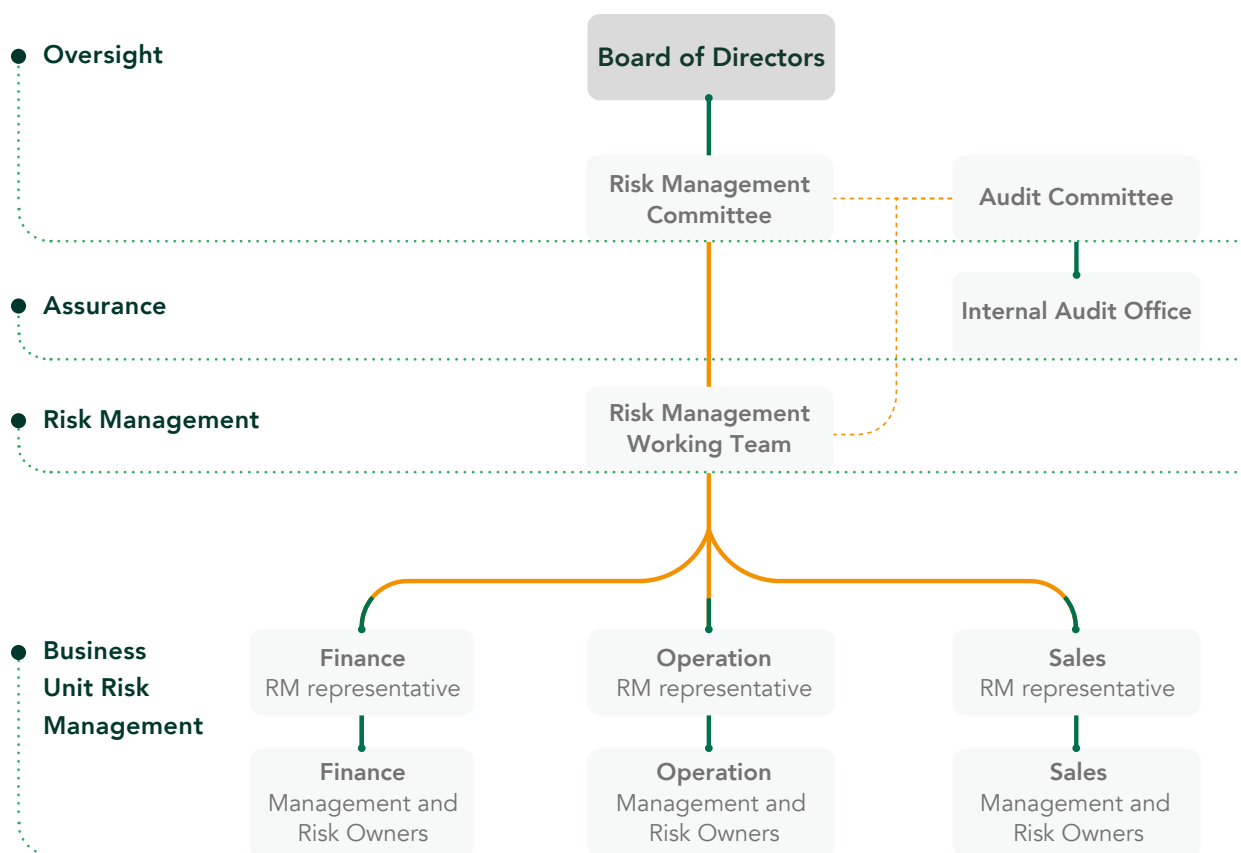
The Company recognises the importance of risk management as a key mechanism that will help the Company to achieve its targets under its business plans, strategies, and visions, the changing business environment and factors which may affect the business operation. The risk management would also reduce obstacles and/or losses which may occur in profits, business operations and confidence of investors and stakeholders to the Company. Therefore, the Company has set up and developed the Enterprise Risk Management Policy that is consisting of risk management activities, monitoring and reviewing the risk management structure of the organisation.

## Risk Management Process





## Risk Management Structure



The Board of Directors established and appointed the Risk Management Committee which consists of an independent director sitting as the Chairman and the chiefs from each command line as members of the Risk Management Committee. The Risk Management Committee is assigned to issue policies, measures and guidelines of the risk management. And to monitor, follow up and recommend the process of risk management to the Company to ensure a robust and efficient risk management. The Risk Management Working Team ("**RM Working Team**") consists of representatives from each business unit. The RM Working Team will support the Risk Management Committee by ensuring that all organisational risks are under the risk appetite approved by the Board of Directors. And the Risk Management Committee has to report the key performance of enterprise risk management to the Board of Directors yearly. Furthermore, the Company assigned the risk management responsibilities to all executives and employees of the Company. This is the core principle of risk management and to build the risk management as the Company's culture.

## 4.2 RISK FACTORS TO THE BUSINESS OPERATIONS

The Company reviews and identifies the risk factor on an annual basis under the following process.



The Company's risks are analysed and divided into 4 dimensions, namely, (1) strategic risks, (2) operational risks, (3) financial risks, and (4) compliance risks. Below are the significant, but not exhaustive, risk factors that the Board of Directors viewed that could have material adverse effects on the Company's current business operations.

### 1) Reliance on a concession agreement with BTSC for business operation

Core revenue of the Company derives from providing advertising media services and merchandising areas in BTS system. For the fiscal year ended 31 March 2021, the revenue from advertising media services and merchandising areas in BTS system was approximately THB 1,327 million, equivalent to 53.51 percent of the total revenue according to the consolidated financial statements. Therefore, if the Company's rights to manage advertising media and merchandising areas obtained from BTSC is somehow terminated, it may cause a material adverse effect on the company's business, financial position, and operating results.

The License to Manage Marketing Service in BTS Skytrain System Agreement between the Company and BTSC (the "BTSC License Agreement") has a term of 17 years ending 4 December 2029 or may be terminated upon an occurrence of any of the following events:

- (a) BTSC may exercise its rights to terminate the agreement in case of any of the following events, i.e. (1) the Company fails to pay concession fee to BTSC within 30 days after due date; (2) the Company commits any material breach and fails to remedy within the specified period; or (3) the Company is insolvent or becomes bankrupt.
- (b) Termination of the Concession Agreement between BTSC and the BMA. The BMA has sole rights to terminate the Concession Agreement only on any of these two grounds, i.e. (1) BTSC is under receivership in the bankruptcy case; or (2) BTSC is deliberately and continuously in breach of any material term of the Concession Agreement, unless such breach is remedied within the specified period. The said two grounds for terminating the Agreement are out of the Company's control.

In the past several years, the Company has managed this risk factor by diversifying the sources of revenue to mitigate risk. As a result, the proportion of revenue generated from business in reliance on the BTSC License Agreement tended to decrease, reflecting from the growth of revenues from online and digital marketing service business and E-payment business. In the fiscal year 2020/21 ending 31 March 2021, the Company has increased revenue from the digital services business at 37.9% of the total revenue in the consolidated financial statement.

## 2) Reliance on major media agencies

The Company's key customers can be categorised into 2 groups, i.e. media agencies and brand owners. As a normal course of media or advertising service business, brand owners usually engage media agencies to provide advertising strategic planning, including advertising budget and media type selection. This ensures that the advertising or marketing budget will be well spent to maximise the benefits of raising brand awareness and reaching the target audience with precision. For the fiscal year ended 31 March 2021, the Company generated revenue from providing services for media agencies of approximately THB 1,057.65 million, equivalent to 63.97 percent of the total revenue from the Company's media service. The top 5 media agencies contributed 78.45 percent of the total revenue from service for media agencies. Therefore, if the Company could not maintain a good long-term business relationship with media agencies, it may cause a material adverse effect to the Company's business, financial position, operating results, and business opportunity.

Apart from consistent customer relationship management through regular activity arrangements to build good customer relationship, the Company manages the risk by forming a team to support and work closely with media agencies. The team will plan advertising strategy and budget for the brand customers to maximise efficiency and strengthen the relationship between the Company and the agencies to grow together in the long run. In addition, the Company has the policy to increase the proportion of the brand owner customers and expand to the Chinese market to mitigate the risk of being dependent on media agencies. Currently, VGI increased the proportion of revenue derived from brand owner customers from 36.03 percent in the past year to 31.58 percent. The increase resulted from the expansion of online services and implementation of the programmatic system as an additional channel to purchase or sell media of the Company. The new implementation enables the brand owner customers to access the advertising media of the Company more conveniently.

## 3) Media business is varied by the overall economic situation

The overall economic situation of the country is a key factor that directly impacts the growth of businesses. Advertising media business is varied considerably by the economic situation. When the country's economy is in recession or slowdown, either by domestic or global factors or political instability, it usually leads to a downturn of various sectors, such as manufacturing, export or unemployment problems. Such factors negatively affect income, purchasing power, spending behavior and consumer confidence. These effects directly impact the marketing needs and the carefulness in allocating the advertising budget of brand owners, which may cause an adverse effect on the overall advertising media industry and the Company's business, financial position and operating results.

Furthermore, the spread of COVID-19 in 2020 and the worrying of the new wave have severely impacted the media industry. The economic recession has plunged the spending in the media industry undoubtedly. And it has also brought in the new lifestyle and consumer's behavior. The new normal world after COVID has begun.

The Company managed the risk factor by updating the Company's advertising media to be up-to-date and integrating online and offline media by utilising the big data acquired from various platforms in VGI ecosystem and cooperate with the creative agencies and partners. This allows VGI to develop such big data into consumer insights enabling VGI to present the brand's products and services to target audience with precision and assess the result efficiently. This is to ensure that the advertising budget of brands, although reduced by the business stagnation, would still be spent on the Company's advertising media. In the past year, the Company has invested in and partnered with other businesses such as the establishment of Rabbit Cash Company Limited ("**Rabbit Cash**"), a joint venture with AEON Thana Sinsap (Thailand) Public ("**AEONTS**") and Humanica Public Company Limited ("**HUMAN**") to expand into the digital lending market and the acquisition of Asia Direct Insurance Broker Co., Ltd. ("**ADB**"), a leading omnichannel motor insurance brokerage to grow the insurance customer's base of Rabbit Group instead of the organic expansion. These investments will complete the Company's ecosystem and diversify the sources of revenue, which would reduce the impact from the risk of economic fluctuations on the advertising media industry.

In addition, the Company also used this opportunity to change the Company's out-of-home media platform in the prime locations from static signage to digital screens to add more value to the media of the Company once the situation resolved. The strong diversification of revenue sources from online and digital marketing business of Digital Lab, E-payment and insurance brokerage business of Rabbit Group, and logistics business of Kerry played an important part in minimising the economic impacts on the Company in this crisis. These businesses benefited from the fact that people turned to use e-commerce platform more.

#### 4) Business expansion

The Company has adopted a strategy to continuously expand into a new business regime to support and yield high benefits to VGI Group's business operations at both domestic and international levels. Such expansion is expected to strengthen its existing business and enhance its opportunity to achieve long-term sustainable growth. During the 2020/21 fiscal year, the Company has invested or jointly invested in businesses in March 2021 as follows;

- Rabbit Care, the leading online brokerage for insurance and banking products, a subsidiary in VGI Group, acquired 100% shares in Asia Direct Insurance Broker Co., Ltd. ("**ADB**"), a leading omnichannel motor insurance brokerage. This is to expand its motor insurance vertical through online and telesales and promote its digital platform to a wider audience. This is a step-stone to strengthen the ecosystem towards the vision of becoming the first choice for insurance and banking advise. Moreover, Rabbit Care expects synergies from shared IT services, operational excellence, and top line expansion through cross selling.
- BSSH, a subsidiary in VGI Group, AEONTS, and HUMAN, announced the establishment of Rabbit Cash Company Limited ("**Rabbit Cash**"), a joint venture in digital lending market who creates, an easy solution for consumers to access funding at their fingertips nearly instantaneously.

The expansion of each new business requires considerable amount of fund and resources. At times, there might be certain limitation to information required prior to the decision making and working time. If the business expansion could not generate return as projected, it could have an adverse effect on the company's business, financial position, and overall operating results. Thus, the Company has a policy to manage this risk factor by selecting strategic partners who have potential, strength, expertise, and experience in the business, including engaging financial, accountant, legal, and tax advisors to conduct due diligence and providing feasibility study prior to making decision in each investment, taking into account the interests of the Company and its shareholders, with an emphasis on the additional benefit that the Company will receive from the synergy which would derive from the investment.

#### 5) Risk of the cyber security

The cyber threats are the concern for the organisation around the world. The concern has increased especially when the consumers and organisations rely more on the digital tools from smartphone, computer or tablet devices. The cyber attack may impact the company on the financial loss, reputation and, customer's trust.

The customers' data and other data are the key of VGI which enable the Offline-to-Online ("**O2O**") Solutions and the synergies of the ecosystem. The Company has developed the measures to improve cyber security, covering the policy, organisation management, and technology to manage cyber security. These factors could impact the Company's activities e.g. issuing and reviewing of the IT Policy on a yearly basis, restriction the right to the devices and IT network of the employees, firewall installation to separate the internal and external network, IT audit for software, hardware and network. Moreover, the Company received ISO27001:2013, number CERTIFICATE IS 738819 dated 25 December 2020.

#### 6) Technological advancement and rapid change of consumer behaviors

Technology advancement plays a vital role in facilitating and changing people's way of living daily life widely and rapidly. Examples include the communication via text messages instead of physical discussion, purchase of products and services through an online channel instead of physical stores, or consumption of news or entertainment programs via smart phone or tablet instead of television



or radio, so-called “Digital Disruption”. This phenomenon was boosted by the COVID-19 outbreak which all sectors had to adopt work-from-home and social distancing measures. All of which have become a condition that force people to change their way of living to rely more on technology and digital means. For example, meeting had to be via video conference, ordering food from the restaurant had to rely on delivery application. These practices have become a new normal which the business sectors must adapt themselves to handle such sudden change. If the business adaptation is not timely, it could have an adverse effect on the company's business, financial position, and operating results.

The Company's strategy are to maintain the best-in-class quality of the products and services, to create distinctive media and digital services and to, synergise the offline and online services. The synergies were from analysing data collecting from the different platforms of VGI Group. VGI has also developed and created new products and services to the market. This will help us retain as the leader of the media industry.

#### **7) Business operation of the Company must rely on personnel with specialised expertise and good customer relationship**

The Company's business, as a service business needs to rely on its personnel to contact and offer products to media agencies and brand owners. Therefore, the personnel in sales and marketing divisions and the Company's executives need to retain a good relationship with the media agencies and brand owners. In addition, management efficiency to optimise the usage of the advertising space and creativity of advertising media formats that meet brand owners' objectives and targets require executives and personnel with knowledge, expertise, and experience in media planning and management. Therefore, if the Company cannot retain the executives and personnel in the organisation, it may have a material adverse effect on the company's business, financial position, operating results, and business opportunity.

The Company managed this risk factor by continuously prioritising the management and development of the Company's human resources. The personnel must work together to constitute an on-the-job training that enables the personnel within the same team to work interchangeably. In addition, the Company provided hard-skills and soft-skills training courses to its personnel and recognised the importance of building a career path for its personnel. The Company also gives priority to the appropriate remuneration, welfare and benefits given to its personnel taking into account the Company's operating results and individual employee's performance. Besides, the Company has prepared a succession plan for chief level employees to build the next generation of executives to ensure stability and enhance growth of the organisation in a long run. Further, the Company has a plan to adopt a talent management program to retain high potential employees to share long-term growth with the Company.

#### **8) Change in laws relating to business operations**

Enactment of new laws or amendment to laws concerning business operations of VGI Group may have an adverse effect on the business, financial position and operating results of the Company if the Company and/or its subsidiaries are unable to promptly adjust its business operations to comply with the applicable laws.

To manage this risk factor, the Company has organised a team to continuously monitor the development of the laws concerning business operations of VGI Group. The team regularly attends seminars and/or trainings held by governmental and private organisations with respect to the laws relating to business operations of VGI Group. This ensures that the Company's personnel have correct knowledge and understanding regarding the business operation laws. In the fiscal year 2019/20, the Company has prepared to comply with the personal data protection laws by engaging a leading legal advisor to conduct due diligence and gap analysis. The engagement also includes providing advices regarding supplementing measures to ensure that the use and process of personal data enhance the efficiency and effectiveness of media service to precisely reach the target audience and comply with the applicable laws in all respect.



# 5

## Corporate Information

---

<b>5.1</b>	General and Other Material Information	<b>56</b>
<b>5.2</b>	Corporate Structure	<b>58</b>
<b>5.3</b>	Subsidiaries, Associated Companies and Jointly Controlled Entities Information	<b>59</b>
<b>5.4</b>	Relationship with Major Shareholders	<b>64</b>
<b>5.5</b>	Dividend Policy	<b>66</b>

# 5.1 GENERAL AND OTHER MATERIAL INFORMATION



## General and other material information

**Name** : VGI Public Company Limited  
**Year of Establishment** : 1995  
**First trading day** : 11 October 2012  
**Stock symbol** : VGI  
**Market** : SET  
**Industry** : Services  
**Sector** : Media and publishing  
**Registration No.** : 0107555000066  
**Registered Capital** : THB1,079,752,074.30  
**Paid-up capital** : THB856,116,570.80  
as of 31 March 2021  
**Number of Listed Shares** : 8,611,165,708 shares  
(Ordinary Shares) as of 31 March 2021  
**Par value** : THB0.10 per share  
**Number of VGI-W2 Warrants** : 1,661,334,814 units  
as of 31 March 2021  
**Head Office** : 21 TST Tower, 9<sup>th</sup> Floor,  
Viphavadi Rangsit Road, Chomphon,  
Chatuchak, Bangkok 10900  
**Telephone** : +66 (0) 2273 8884  
**Facsimile** : +66 (0) 2273 8883  
**Website** : www.vgi.co.th

**Company Secretary Division** : Telephone: +66 (0) 2273 8884 ext. 391  
Facsimile: +66 (0) 2273 8883  
Email address: companysecretary@vgi.co.th  
**Investor Relations** : Telephone: +66 (0) 2273 8611-5  
ext. 1513, 1520  
Facsimile: +66 (0) 2273 8610  
Email address: ir@vgi.co.th  
**Stock Registrar** : Thailand Securities Depository Co., Ltd.  
93 Ratchadaphisek Road, Dindaeng,  
Dindaeng, Bangkok 10400  
Telephone: +66 (0) 2009 9000  
Call Center: +66 (0) 2009 9999  
Facsimile: +66 (0) 2009 9991  
Email address: TSDCallCenter@set.or.th  
Website: www.set.or.th/tsd  
**Auditor** : EY Office Limited  
33<sup>rd</sup> floor, Lake Ratchada Office  
Complex, 193/136-137  
Rachadaphisek Road, Klongtoey,  
Bangkok 10110  
Telephone: +66 (0) 2264 0777  
Facsimile: +66 (0) 2264 0789-90  
Mr. Pornanan Kitjanawanchai  
Certified Public Accountant No. 7792



## Legal Dispute

As of March 31, 2021, the outstanding legal disputes or lawsuits which involve the Company and/or the Company's subsidiaries that may have material adverse effect to the business operation of the Company or the Company's subsidiaries, excluding those arising from the ordinary course of business of the Company and/or the Company's subsidiaries, is as follows:

### 1) Dispute between Midas Global Media Co., Ltd. ("Midas") and the Company on the ground of breach of contract

**Trial Commencement :** June 25, 2018 – Thai Arbitration Institute, Office of the Judiciary

**Date and Venue** May 5, 2020 – Civil Court

**Dispute** : Midas, which was a joint venture company formerly owned by the Company and Deelight Multimedia Co., Ltd. ("**Deelight**"), claimed that the Company was in breach of the Shareholders' Agreement of Midas dated February 5, 2014 (the "**Shareholders' Agreement**") which was executed between the Company and Deelight and claimed for damages in the amount of THB 1.004 billion with an interest at the rate of 7.5 per cent per annum.

**Result** : On February 7, 2020, the arbitral award dated February 5, 2020 rendered by a majority of arbitration tribunal (2 against 1) was delivered to the Company. According to the arbitral award, it was found that the Company was in breach of contract and ruled the Company to pay damages to Midas in the amount of THB 579 million with an interest rate of 7.5 per cent per annum from the date on which the case was submitted (i.e. June 25, 2018) until it has been fully paid. However, the Company disagreed with the arbitral award and submitted a motion to the Civil Court on May 5, 2020 to set aside the arbitral award.

**Progress** : On April 2, 2020, Midas filed a motion to the Civil Court for enforcement of the arbitral award requesting the Company to comply with the arbitral award.  
: On May 5, 2020, the Company filed a motion to the Civil Court to set aside the arbitral award.  
: On September 30, 2020, the Civil Court allowed that the motion for enforcement of the arbitral award filed by Midas and the motion for setting aside the arbitral award filed by the Company be combined into one case. The case is now under the process of witness investigation by both sides.

### 2) Civil dispute between Midas (as the plaintiff) and the Company together with MACO (as the defendants) on the ground of tort

**Trial Commencement :** February 14, 2018 – Civil Court

**Date and Venue**

**Dispute** : Midas filed a lawsuit with the Civil Court against the Company and MACO on the ground of tort claiming for compensation in the amount of THB24 million with an interest rate of 7.5 per cent per annum as a result of the entry into the service agreement for advertising airtime on 4 LED billboards dated January 31, 2017 between Midas and MACO

**Result** : On September 12, 2019, the Civil Court dismissed the case since the fact attested by the plaintiff could not establish that the Company and MACO was in fraudulent to cause trade damage to Midas, and therefore, it was not a tort committed by the Company against Midas.

**Progress** : On January 20, 2021, the Court of Appeal upheld the decision of the Court of First Instance.

### 3) Civil dispute between the Company (as the plaintiff) and Mr. Surachate Lucksameepong ("Mr. Surachate") with 3 companions (as the defendants) on the ground of breach of reciprocal contract

**Trial Commencement :** May 5, 2020 – Civil Court

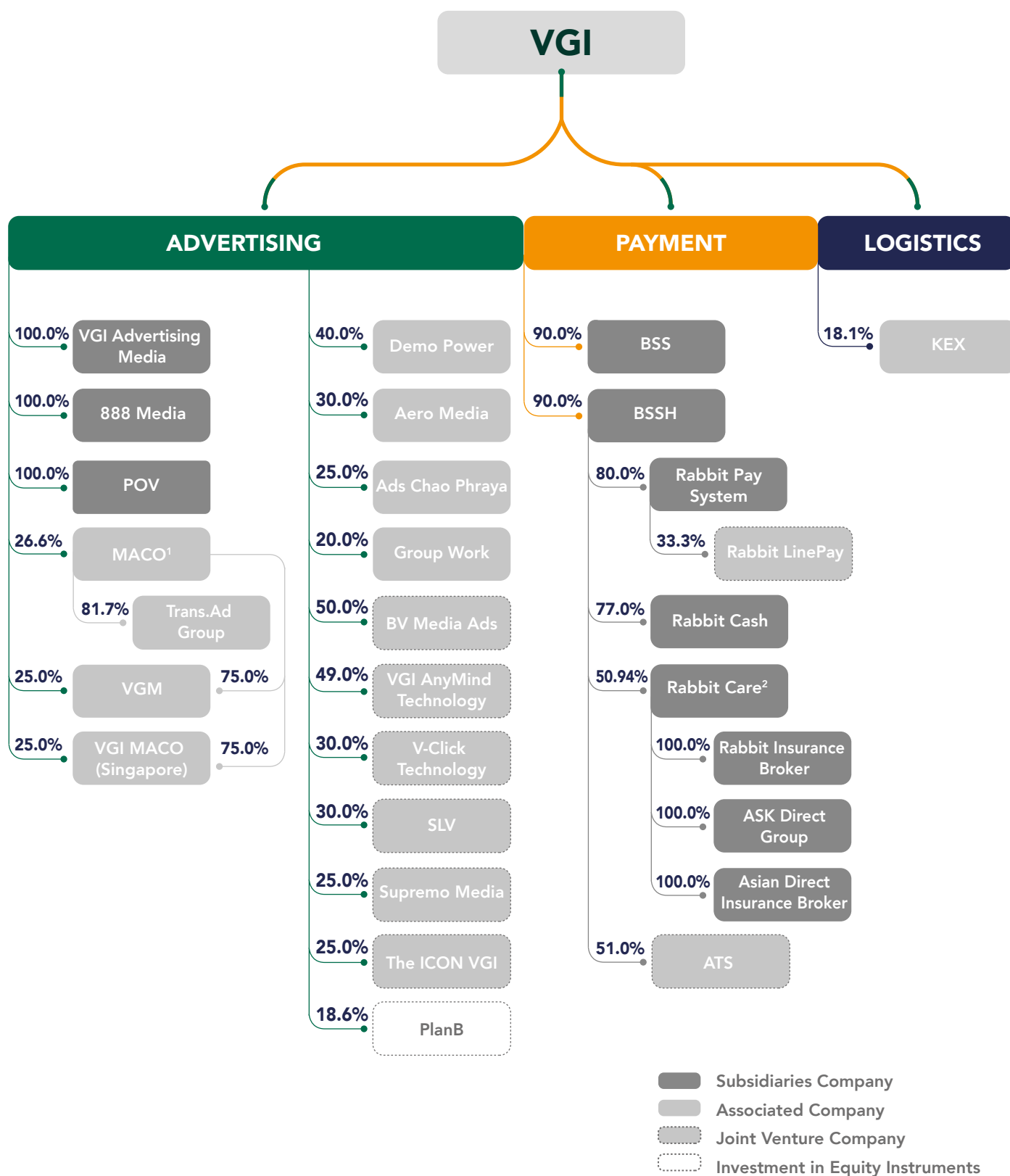
**Date and Venue**

**Dispute** : The Company filed a lawsuit with the Civil Court against Mr. Surachate, Deelight, and Deelighting International Co., Ltd. on the ground of a breach of reciprocal contract and claimed for damages in the amount of THB 1.181 billion with an interest rate of 7.5 per cent per annum.

**Result** : -

**Progress** : On December 3, 2020, the Civil Court dismissed the case with a view that the case should first be gone through the arbitration.  
: On March 2, 2021, the Company filed a motion to appeal the Civil Court's order to dismiss the case. Currently, the case is being considered by the Court of Appeal.

## 5.2 CORPORATE STRUCTURE



<sup>1</sup> VGI together with BTS Group Holdings Company Limited ("BTSG") has a total holding in MACO of 41.1% (BTSG holds 14.6%).

<sup>2</sup> Rabbit Internet Company Limited registered the change of name to Rabbit Care Company Limited on 25 February 2021.

# SUBSIDIARIES, ASSOCIATED COMPANIES AND JOINTLY CONTROLLED ENTITIES INFORMATION 5.3

Information on the entities that the Company hold the issued shares over 10% directly or indirectly (As of 31 March 2021)

	Name of Company/ Address	Type of Business	Registered Capital	Total Issued Shares (Shares)	Type	Shareholding (%)
1.	<b>VGI Advertising Media Co., Ltd.</b> 21 TST Tower, 9 <sup>th</sup> Floor, Viphavadi Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 2273 8884 Fax: +66 2273 8883	Providing advertising media services (It has currently ceased the operation because of the expiration of the concession agreement with Tesco Lotus.)	THB 10,000,000	100,000 (par value of THB 100 per share)	Ordinary shares	100.00
2.	<b>888 Media Co., Ltd.</b> 21 TST Tower, 9 <sup>th</sup> floor, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 2273 8884 Fax: +66 2273 8883	Providing advertising media and production service	THB 20,000,000	2,000,000 (par value of THB 10 per share)	Ordinary shares	100.00
3.	<b>Point of View (POV) Media Group Co., Ltd.</b> 21 TST Tower, 9 <sup>th</sup> floor, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 2273 8884 Fax: +66 2273 8883	Providing advertising media services in office buildings	THB 10,000,000	1,000,000 (par value of THB 10 per share)	Ordinary shares	100.00
4.	<b>BSS Holdings Co., Ltd.</b> 21 TST Tower, 19 <sup>th</sup> floor, Soi Choei Phuang, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 2617 8338 Fax: +66 2617 8339	Investing in securities of other companies	THB 1,200,000,000	12,000,000 (par value of THB 100 per share)	Ordinary shares	90.00
5.	<b>RabbitPay System Co., Ltd.</b> 21 TST Tower, 19 <sup>th</sup> floor, Soi Choei Phuang, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 2617 8338 Fax: +66 2617 8339	Investing in securities of other companies	THB 800,000,000	8,000,000 (par value of THB 100 per share)	Ordinary shares	80.00 (held by BSS Holdings Co., Ltd.)

	Name of Company/ Address	Type of Business	Registered Capital	Total Issued Shares (Shares)	Type	Shareholding (%)
6.	<b>Rabbit-LINE Pay Co., Ltd.</b> 127 Gaysorn Tower, Unit A and B, 18 <sup>th</sup> floor, Rajdamri Road, Lumpini, Pathumwan, Bangkok 10330 Tel: +66 2022 8497	Providing payment, e-money and online services	THB 599,999,400	5,999,994 (par value of THB 100 per share)	Ordinary shares	33.33 (held by RabbitPay System Co., Ltd.)
7.	<b>ATS Rabbit Special Purpose Vehicle Co., Ltd.</b> 388 Exchange Tower, 27 <sup>th</sup> floor, Sukhumvit Road, Khlong Toei, Bangkok 10110 Tel: +66 2689 7000 Fax: +66 2689 7010	A special purpose vehicle for securitisation under the Emergency Decree regarding Securitisation B.E. 2540 (1997)	THB 40,000	400 (par value of THB 100 per share)	Preferred shares and ordinary shares	51.00 (held by BSS Holdings Co., Ltd.)
8.	<b>ASK Direct Group Co., Ltd.</b> 1 Q House Lumpini Building, 29 <sup>th</sup> Floor, South Sathorn Road, Thung Maha Mek, Sathon, Bangkok 10210 Tel: +66 2022 1222 Tel: +66 2022 1222	Providing telesales and telemarketing services	THB 1,000,000	1,000 (par value of THB 1,000 per share)	Ordinary shares	100.00 (held by Rabbit Care Co., Ltd.)
9.	<b>Rabbit Insurance Broker Co., Ltd.</b> 1 Q House Lumpini Building, 29 <sup>th</sup> Floor, South Sathon Road, Thung Maha Mek, Sathon, Bangkok 10210 Tel: +66 2022 1222	Providing non-life and life insurance brokerage services	THB 31,300,000	313,000 (par value of THB 100 per share)	Ordinary shares	100.00 (held by Rabbit Internet Co., Ltd.)
10.	<b>Rabbit Internet Co., Ltd.<sup>1</sup></b> 1 Q House Lumpini Building, 29 <sup>th</sup> Floor, South Sathon Road, Thung Maha Mek, Sathon, Bangkok 10210 Tel: +66 2022 1222	Providing webpage system and telemarketing services	THB 9,334,000	9,334 (par value of THB1,000 per share)	Preferred shares and ordinary shares	50.94 (held by BSS Holdings Co., Ltd.)
11.	<b>Bangkok Smartcard System Co., Ltd.</b> 21 TST Tower, 19 <sup>th</sup> and 24 <sup>th</sup> floors, Vibhavadi Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 2617 8338 Fax: +66 2617 8339	Providing e-money services	THB 400,000,000	4,000,000 (par value of THB 100 per share)	Ordinary Shares	90.00

<sup>1</sup> Rabbit Internet Co., Ltd. registered the change of name to Rabbit Care Co., Ltd. on 25 February 2021 and the increase of its registered capital by THB2.334 million from THB7 million to THB9.334 million on 18 June 2020 with the Department of Business Development, Ministry of Commerce.

	Name of Company/ Address	Type of Business	Registered Capital	Total Issued Shares (Shares)	Type	Shareholding (%)
12.	<b>BV Media Ads Limited<sup>2</sup></b> 900 Tonson Tower, 8 <sup>th</sup> floor, Ploen Chit Road, Lumphini, Pathum Wan, Bangkok 10330 Tel: +66 98 354 6651	Providing advertising and public relations services	THB 70,000,000	700,000 (par value of THB100 per share)	Ordinary shares	50.00
13.	<b>VGI AnyMind Technology Co., Ltd.</b> 689 Bhiraj Tower at EmQuartier, 34 <sup>th</sup> floor, Sukhumvit Road (Soi 35) Klong Tan Nuea, Klong Toei, Wattana, Bangkok 10110 Tel: +66 2048 5707	Providing advertising media services and programmatic systems for out-of-home media	THB 10,000,000	100,000 (par value of THB 100 per share)	Ordinary shares	49.00
14.	<b>Demo Power (Thailand) Co., Ltd.</b> 1126/2 New Petchburi Road, Makkasan, Ratchathewi, Bangkok 10400 Tel: +66 2023 7077 Fax: +66 2250 7102	Providing product sampling services	THB 3,000,000	30,000 (par value of THB 100 per share)	Ordinary shares	40.00
15.	<b>Aero Media Group Co., Ltd.</b> 115/1-3 Sukhothai Grand Building, Sukhothai Road, Dusit, Bangkok 10300 Tel: +66 2697 9944 Fax: +66 2697 9945	Providing marketing and advertising media service in airports or aviation related spaces	THB 85,700,000	85,700 (par value of THB 1,000 per share)	Ordinary shares	30.00
16.	<b>SLV Retail Co., Ltd.<sup>3</sup></b> 2170 Bangkok Tower, 2 <sup>nd</sup> floor, Phetchaburi Road, Bangkapi, Huay Kwang, Bangkok 10310 Tel: +66 2308 0701-2 Fax: +66 2308 0700-8	Carrying out business of convenience stores under Lawson108 brand in mass transport related areas in Thailand	THB 30,000,000	300,000 (par value of THB100 per share)	Ordinary shares	30.00

<sup>2</sup> BV Media Ads Limited registered the increase of its registered capital by THB30 million from THB40 million to THB70 million on 18 March 2021 with the Department of Business Development, Ministry of Commerce.

<sup>3</sup> SLV Retail Co., Ltd. registered the increase of its registered capital by THB10 million from THB20 million to THB30 million on 24 February 2021 with the Department of Business Development, Ministry of Commerce.



	Name of Company/ Address	Type of Business	Registered Capital	Total Issued Shares (Shares)	Type	Shareholding (%)
17.	<b>V-Click Technology Co., Ltd.</b> 90/42 Sathorn Thani Building 1, 16 <sup>th</sup> floor, North Sathorn Road, Silom, Bangrak, Bangkok 10500 Tel: +66 2938 3388 Fax: +66 2938 3486-7	Providing advertising media services	THB 90,000,000	18,000,000 (par value of THB 5 per share)	Ordinary shares	30.00
18.	<b>Master Ad Plc.</b> 21 TST Tower, 21 <sup>st</sup> and 22 <sup>nd</sup> , Viphavadi Rangsit Road, Chomphon, Chatuchak, Bangkok 10900 Tel: +66 2938 3388 Fax: +66 2938 3489	Providing out-of-home media and production services	THB 678,752,372.80	5,411,980,914 (par value of THB 0.10 per share)	Ordinary shares	26.58
19.	<b>The ICON VGI Co., Ltd.</b> <sup>4</sup> 299 Icon Siam Department Store, Charoen Nakhon Road, Khlong Ton Sai, Khlong San, Bangkok 10600 Tel: +66 2658 1000 Fax: +66 2658 1022	Providing advertising media services	THB 23,100,000	231,000 (par value of THB100 per share)	Ordinary shares	25.00
20.	<b>Supremo Media Co., Ltd.</b> 989 Siam Piwat Tower, Rama 1 Road, Pathumwan, Pathumwan, Bangkok 10330 Tel: +66 2658 1000 Fax: +66 2658 1022	Providing advertising media services	THB 1,000,000	10,000 (par value of THB 100 per share)	Ordinary shares	25.00
21.	<b>VGI Maco (Singapore) Private Limited</b> 50 Raffles Place #17-01 Singapore Land Tower, Singapore 048623	Investing in advertising media business in South East Asia region	SGD 100 THB 282,937,736.83	100 (par value of SGD1 per share) 12,200,378 (par value of THB 23.19)	Ordinary shares	25.00
22.	<b>VGI Global Media (Malaysia) Sdn. Bhd.</b> <sup>5</sup> 12 <sup>th</sup> Floor, Menara Symphony No.5, Jalan Prof. Khoo Kay Kim Seksyen 13 46200 Petaling Jaya Selangor, Malaysia Tel: +603 2011 2338 Fax: +60 3772 01111	Providing advertising media services	MYR 114,022,518	114,022,518 (par value of MYR1 per share)	Ordinary shares	25.00

<sup>4</sup>The ICON VGI Co., Ltd. registered the increase of its registered capital by THB22.1 million from THB1 million to THB23.1 million on 27 October 2021 with the Department of Business Development, Ministry of Commerce.

<sup>5</sup>VGI Global Media (Malaysia) Sdn. Bhd. registered the increase of its registered capital by MYR72.25 million from THB41.78 million to THB114.02 million on 23 March 2021.

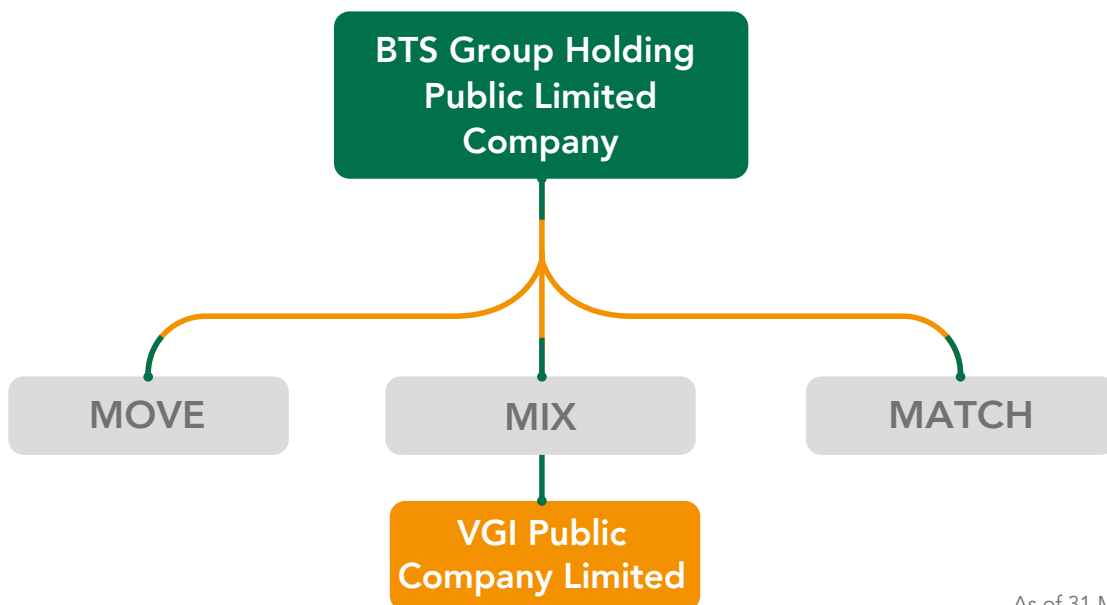
	Name of Company/ Address	Type of Business	Registered Capital	Total Issued Shares (Shares)	Type	Shareholding (%)
23.	<b>Ads Chaophraya Co., Ltd.</b> 1/11 Mahathat Alley, Maha Rat Road, Grand Palace, Pranakorn, Bangkok 10200 Tel: +66 2024 1344 Fax: +66 2024 1343	Providing advertising media services	THB 1,142,900	11,429 (par value of THB 100 per share)	Ordinary shares	25.00
24.	<b>Kerry Express (Thailand) Plc.</b> 89 Chaophraya Building, 9 <sup>th</sup> Floor, Unit 906, Soi Wat Suanplu, Charoen Krung Road, Bangrak, Bangkok 10500 Tel: +66 (0) 2238 5558 Fax: +66 (0) 2237 3752	Logistics	THB 120,000,000	1,740,000,000 (par value of THB100 per share)	Ordinary shares	18.06
25.	<b>Groupwork Co., Ltd.</b> 475 Siripinyo Building, 16 <sup>th</sup> Floor, Unit 1603/2, Si Ayutthaya Road, Thanon Phaya Thai, Ratchathewi, Bangkok 10400 Tel: +6686 464 6297	Providing office building rental and/or working space services	THB 6,250,000	62,500 (par value of THB 100 per share)	Ordinary shares	20.00
26.	<b>Plan B Media Plc.</b> 298/64-65 Pitsanulok Road, Siyakmahanak, Dusit, Bangkok 10300 Tel: +66 2530 8053-6 Fax: +66 2530 8057	Providing out-of-home media and production services	THB 458,848,957.40	3,882,568,101 (par value of THB 0.10 per share)	Ordinary shares	18.59
27.	<b>Asian Direct Insurance Broker Co., Ltd.</b> 626 BBD Buidling (Rama 4), 4 <sup>th</sup> Floor, Maha Phruttharam, Bang Rak, Bangkok 10500 Tel : +66 2089 2000	Providing out-of-home media and production services	THB 1,200,000	12,000 (par value of THB100 per share)	Ordinary Shares	100.00 (held by Rabbit Care Co., Ltd.)

## 5.4 RELATIONSHIP WITH MAJOR SHAREHOLDERS



### Relationship with the major shareholders

VGI Group is part of the BTSG Group which holds shares in the Company directly and indirectly (through BTSC) at 51.61% of the issued shares (information as of the book closing date on 31 March 2021). BTSG has the business structure as follows:



As of 31 March 2021

In 2020/2021, the Company had the main revenue from advertising media services and merchandising spaces on the BTS sky train at the estimated THB 1,327mn which is 40.90 of the total revenue of the Company. The Company has the exclusive right in managing the advertising media services and merchandising spaces on the BTS sky train from BTSC who is the major shareholder. Therefore, if the BTSC terminate the exclusive right, it will highly impact the Company's business, financial status and the performance. (See further detail in section 4. Risk factor on reliance on a concession agreement with BTSC for business operation)

## Shareholders

### List of the major shareholders

Top 10 Major Shareholders

As of 31 March 2021

No.	Name	No. of Shares	% of Total
1.	Bangkok Mass Transit System Public Company Limited <sup>(1)</sup>	2,554,351,500	22.7
2.	BTS Group Holdings Public Company Limited <sup>(2)</sup>	1,887,503,304	21.9
3.	Bangkok Bank Public Company Limited	719,974,432	8.4
4.	THAI NVDR COMPANY LIMITED	392,282,140	4.6
5.	UBS AG SINGAPORE BRANCH	277,846,200	3.2
6.	LGT BANK (SINGAPORE) LTD	186,000,000	2.2
7.	SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	128,820,903	1.5
8.	CREDIT SUISSE (SINGAPORE) LIMITED	119,333,500	1.4
9.	BANK OF SINGAPORE LIMITED-THB SEG AC	100,000,000	1.2
10.	BUALUANG LONG TERM EQUITY FUND	79,280,600	0.9
	<b>Total (Top 10)</b>	<b>6,445,392,579</b>	<b>67.8</b>

### Warrant Holder (VGI-W2)

Top 10 Major Warrant Holder (VGI-W2)

As of 31 March 2021

No.	Name	No. of Shares	% of Total
1.	Mr. Wanchai Panwichien	487,722,100	29.4
2.	Bangkok Bank Public Company Limited	143,994,886	8.7
3.	BTS Group Holdings Public Company Limited <sup>(2)</sup>	100,000,000	6.0
4.	Bangkok Mass Transit System Public Company Limited	100,000,000	6.0
5.	Mr. Sittichai Matanachai	75,641,000	4.6
6.	Bangkok Mass Transit System Public Company Limited	50,000,000	3.0
7.	Thai NVDR Company Limited	35,169,922	2.1
8.	Mr. Suwit Taepaisitpong	14,000,000	0.8
9.	Mr. Pawin Reungworaboon	13,500,000	0.8
10.	Mr. Teerapat Chuenchom	1,990,000	0.8
	<b>Total (Top 10)</b>	<b>1,022,017,908</b>	<b>62.2</b>

Note:

\*BTSC is a subsidiary company of BTSG, holding 97.5% of BTSC's total shares. BTSC's core business is mass transit.

\*\*BTSG comprises of 4 business which are Mass Transit Business, Media Business, Property Business and Services Business. As of 31 March 2021, Major shareholders of BTSG, holding 39.85%, is Mr. Keeree Kanjanapas Group, which consists of: (1) Mr. Keeree Kanjanapas holding:- 2,560,441,052 shares on his own name, 830,000,000 shares through the custodian, UBS AG SINGAPORE BRANCH, 350,000,000 shares through the custodian, UBS AG HONG KONG BRANCH, 369,011,200 shares through the custodian, CREDIT SUISSE AG, SINGAPORE BRANCH and 100,000,000 shares through the custodian, THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED, HONGKONG BRANCH, (2) Mr. Kavin Kanjanapas holding 602,934,595 shares (3) Ms. Susan Kanjanapas holding 32,000,055 shares (4) K2J Holding Co., Ltd. holding 400,440,000 shares and (5) Amsfield Holdings Pte. Ltd. holding 51,092 shares.

# 5.5 DIVIDEND POLICY

## Dividend Policy

The Company has a policy to pay dividends of no less than 50% of net profit after deducting tax under the separate financial statement and legal reserve. The dividend payment policy may vary depending on the business performance, financial status, cash flow, future business plan and investment capital requirement, business expansion and other management factors that the Board of Directors and/or shareholders of the Company views appropriate.

The dividend payment of the subsidiaries considers the business performance, financial status, cash flow, future business plan and investment capital requirement, business expansion and other management factors that relevant to the subsidiaries.

The details of the dividend payment in the past 3 years is as shown below.

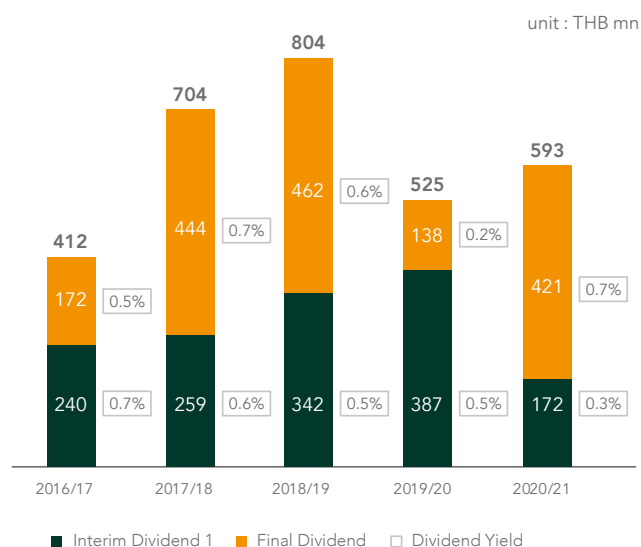
	2018/19	2019/20	2020/21
<b>Number of Shares</b>			
- Interim Dividend (mn Shares)	8,556.68	8,611.17	8,611.17
- Final Dividend (mn Shares)	8,561.17	8,611.17	Est. 10,272.50 <sup>1</sup>
<b>Dividend (THB per share)</b>			
- Interim Dividend (THB per share)	0.094	0.061	0.061
- Final Dividend (THB per share)	0.040	0.045	0.020
- Final Dividend (THB per share)	0.054	0.016	0.041
<b>Total Dividend (THB mn)</b>	804.57	525.27	Est. 593.38 <sup>2</sup>
<b>Net Profit of the Separate Financial Statement (THB mn)</b>	1,198.30	1,054.20	732.39
<b>Dividend Payout Ratio</b>	67%	50%	81%

Note:

<sup>1</sup> The shares above is from the total amount of the current issued shares of 8,611.17 million shares adding the highest capital increase shares for VGI-W2 issued for the shareholders of the Company under the Rights Offering. And this is on the assumption that the VGI-W2 will remain the full amount on the exercise date on 30 June 2021. The Company will have the number of increase shared from the VGI-W2 exercise to calculate the dividend payment after the exercise date. The Company will inform through the SET electronic disclosure channel. The dividend payment and payout ratio may vary from the final number of shares after the exercising of the warrants.

<sup>2</sup> Calculation is based on the assumption that the VGI-W2 will remain the full amount on the exercise date on 30 June 2021.

## VGI Dividend Payment Record



Note:

- Dividend yield is calculated using VGI closing share price one day before the date of Board of Director Meeting approving the relevant dividend.
- 2020/21 final dividend is subject to shareholders' approval at the shareholders' meeting.





# **PART II**

## **CORPORATE GOVERNANCE**



# 6

## Corporate Governance Policy

---

<b>6.1</b>	Overview of the Policy and the Corporate Governance	<b>70</b>
<b>6.2</b>	Corporate Governance Structure and Significant Information Regarding the Board of Directors, Sub-Committees, Management, Employees and Other Information	<b>77</b>
<b>6.3</b>	Key Performances in Corporate Governance	<b>93</b>
<b>6.4</b>	Internal Control and Related Party Transactions	<b>102</b>

# 6.1 CORPORATE GOVERNANCE POLICY

## Achievements in 2020/2021

- Assessed in the "Excellent" level in the 2020 Corporate Governance Report of Thai Listed Companies (CGR) by the Thai Institute of Directors (IOD)
- Scored 100 out of 100 from the quality assessment of the 2020 Annual General Meeting of Shareholders by the Thai Investors Association
- Ranked as one of the ESG100 securities with outstanding performance in the aspects of environment, society, and corporate governance, evaluated by the Thaipat Institute

## Corporate Governance Policy

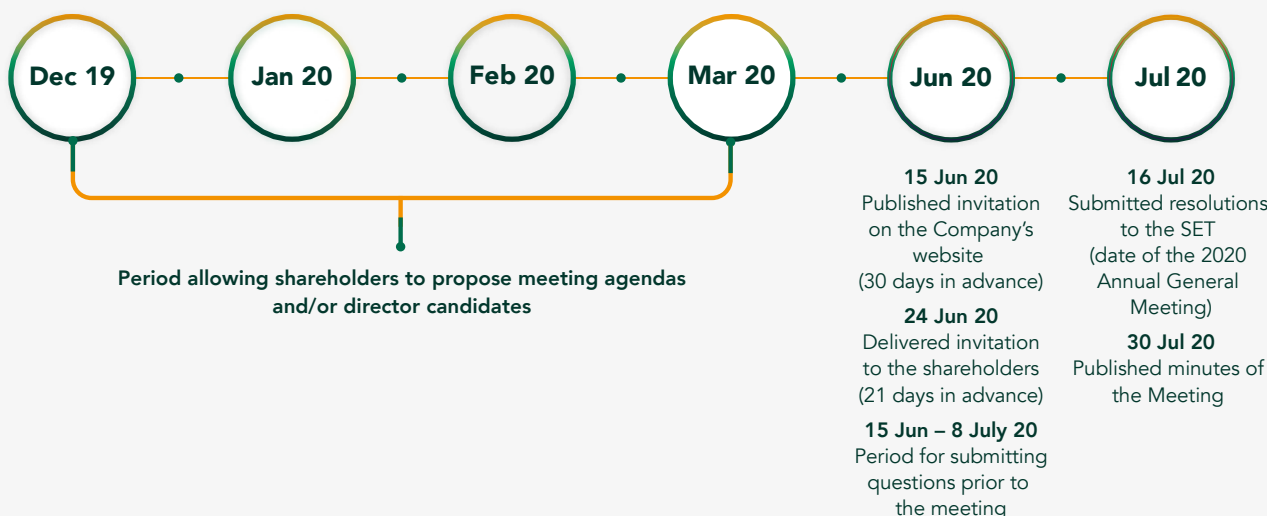
The Company places an importance on corporate governance with a strong belief that good corporate governance is an important factor to promote and support the business to sustainably grow. The Company has thus implemented the Corporate Governance Policy covering various aspects, e.g. (1) rights of shareholders, (2) equitable treatment of shareholders, (3) roles of stakeholders, (4) disclosure and transparency, and (5) responsibilities of the Board of Directors, pursuant to the Principles of Good Corporate Governance for Listed Companies of the SET and the Good Corporate Governance for Listed Companies 2017 issued by the Office of the SEC and the Thai Institute of Directors. The Company reviewed and developed its Corporate Governance Policy and Code of Conduct on an annual basis to ensure that such criteria is sufficient, appropriate, and consistent with the Company's nature of

business. The Company published such Policy on its website at [http://www.vgi.co.th/sustainability/economic/Corporate Governance Report on the Past year](http://www.vgi.co.th/sustainability/economic/Corporate%20Governance%20Report%20on%20the%20Past%20year)

## Section 1: Right of Shareholders

The Company gave priority to the rights of shareholders as the owners of the Company by encouraging and supporting all groups of shareholders, whether retail investors or institution investors, to exercise their rights, with details as follows:

- (1) Disclosed important information relating to the performance and key transactions, including the quarter and annual performance through disclosure channel of the SET and the Company's website to facilitate the shareholders so that they were able to access the performance of the Company by various channels in a timely manner; and
- (2) With respect to procedure in relation to the annual general meeting of shareholders:
  - In 2020/21, the Company held the 2020 Annual General Meeting of Shareholders on 16 July 2020, which was within 4 months from the end of the Company's fiscal year. The date of the meeting was not during long holidays or on any public holiday. The meeting was held at Eastin Grand Hotel Sathorn Bangkok, Surasak Ballroom, which was convenient to travel to. The meeting room was large enough to support the number of shareholders, with strict security system;



- The process of calling and convening the meeting was in accordance with the laws and in accordance with the guidelines stipulated by the SET and the Thai Investors Association, as follows:
- Prepared the invitation and meeting materials in Thai and English to support foreign shareholders, in which the invitation stated venue, date and time of the meeting together with the agenda items and sufficient supporting documents, including objectives, reasons, and necessity of each agenda, as well as opinions of the Board of Directors, so that the shareholders had sufficient time to review them prior to the meeting; the Company published the invitation, both in Thai and English versions, on its website 30 days prior to the meeting and delivered the same together with related documents, including the annual report, to the shareholders at least 21 days prior to the meeting;
- Arranged a document verification and registration process prior to the date of the meeting to register and delegate voting rights to independent director, as such, the registration and proxy need not be submitted at the shareholders' meeting that encouraged the institution investors and/or shareholders holding shares through custodian to attend the meeting; in addition, the Company prepared duty stamps to serve at no cost for shareholders who wished to authorize a proxy or the Company's independent director to attend the meeting and vote on their behalf;
- Directors, members of sub-committees, executives from all main command lines, and the Company Secretary attended the meeting to respond to enquiries and listen to the shareholders' opinion;
- Engaged legal advisor and auditor to respond to shareholders' enquiries and arranged for a representative from a law firm as an intermediary to join minority shareholders to witness the vote counting process which there was no minority shareholder volunteered to be the witness in the vote counting;
- Utilized barcode system in the registration and vote counting for transparency, convenience, quickness, and efficiency of the meeting; in addition, the shareholders were able to register to attend the meeting all throughout the course of the meeting to exercise their right to vote on the agendas that had not yet been considered and resolved;
- Prior to proceeding the agendas, the secretary to the meeting had introduced to the meeting the Board of Directors, executives, the Company's auditors, and legal advisor present at the meeting and informed the meeting of the criteria for voting and vote counting procedures;
- During the meeting, the chairman of the meeting provided equal opportunities to all attendees to express their opinions and ask questions that were relevant to the agendas, and answered the questions pertinently and provided adequate time to shareholders for discussion;
- For agenda in respect of the election of directors, the shareholders were arranged to vote for each director individually and separately, in which directors who must retire by rotation at the 2019 Annual General Meeting of Shareholders had temporarily left the meeting room so that the meeting had the opportunity to freely discuss the relevant matters; and
- Minutes of the meeting were correctly and completely recorded, with numbers of approved, disapproved, and abstained votes in every agenda that required voting, including recording a summary on material and relevant opinions, enquiries, and answers in each agenda; in addition, the Company published the resolutions through the disclosure channel of the SET within the same day of the meeting, and submitted the said minutes to the SET, including publishing on the Company's website within 14 days from the date of the meeting.



## Section 2 Equitable Treatment of Shareholders

The Company treated all shareholders equally, irrespective of gender, age, nationality, religion, beliefs, and political opinions and regardless of whether they are minority, majority or institutional shareholders, with key details, as follows:

- (1) In the 2019 Annual General Meeting of Shareholders, the Company opened an opportunity for its shareholders to exercise their rights to propose agenda and nominate candidate for election as a director of the Company in advance, between 24 December 2019 – 31 March 2020. Shareholder(s) who individually or collectively hold shares no less than 5 percent of the Company's total voting rights, were entitled to propose agenda and nominate candidate to be elected as the Company's director at the annual general meeting of shareholders. The Company has publicized such criteria on the Company's website and announced the same on the SET website.
- (2) To maintain the rights of shareholders who could not attend the shareholders' meeting in person, the shareholders may appoint his/her/its representative or the Company's independent director, i.e. Assoc. Prof. Jaruporn Viyanant, Mrs. Maneeporn Siriwatanawong, or Mr. Kiet Srichomkwan to attend the meeting and vote on their behalf by providing Proxy Form B which explicitly and clearly set out details of authorization.
- (3) To protect shareholders' rights and procure equitable treatment to all shareholders with respect to the access to the Company's information, the key information in relation to the operation and important transactions, including the invitation to the shareholders' meeting and all supporting materials, were prepared in Thai and translated into English and publicized to the shareholders and the public via the Company's website: <http://investor.vgi.co.th/th/downloads/shareholders-meeting> or the Investor Relations Department at telephone no. +66 (0) 2273 8611-15 ext. 1513 or via email at [ir@vgi.co.th](mailto:ir@vgi.co.th).

- (4) The Company prohibited the directors, executives and employees of VGI Group, including other related persons from using inside information for the benefit of the trade of securities of the Company, its subsidiaries, and associated companies pursuant to the determined criteria and procedures, and prohibited the same persons from disclosing inside information to outsiders or non-related persons before such inside information has been publicly disclosed via the channel of the SET. In addition, the directors and executives of the Company were required to report the interests of themselves and their related persons in accordance with the defined criteria and procedures, in order for preventing any transaction that may create a conflict of interest. Interested directors and/or executives are prohibited from attending the meeting and/or cast their votes in the respective agenda. This was to ensure to the shareholders, public, and competent government agencies that the Company had undertaken actions based on fair and equitable treatment to all shareholders.

## Section 3 Roles of the Stakeholders

The Company acknowledges and take into consideration the roles and benefits of all stakeholders involving in the Company's business, such as shareholders, customers, employees, business partners, competitors, creditors, public, and community. The Company therefore gives priority to the rights of all groups of stakeholders by treating each group of stakeholders properly, equitably and fairly. The Company believes that good relationships with all groups of stakeholders play an important role in the sustainable development and long-term success of the organization. The details of which are as follows:

- (1) The Company has set, in writing, the stakeholder treatment policy and guidelines and disseminated the same to its directors, executives and employees for their acknowledgement and adherence, to ensure that all stakeholders will be treated fairly. The treatment must be suitable to the stakeholders' needs, with sufficient communication channels. The Company's key policies and guidelines regarding the rights of stakeholders are as follows:

- **Shareholders** Shareholders, as the owners of the Company, are entitled to be treated fairly and equitably in accordance with the shareholders' rights prescribed by laws and the Company's Articles of Association, including the rights to attend a general meeting of shareholders, the voting rights, the rights to express their opinions independently, and the rights to acquire fair return.
- **Customers** VGI Group is committed to build satisfaction and gain confidence from the customers who are an important part in contributing to our business growth and success. There are thus guidelines to offer and provide services that are of quality at a fair price. VGI Group provides to its customers with excellent and integrated services with due care and responsibility, including giving accurate and sufficient information to the customers to allow them to make an informed decision before choosing our products and services and to avoid the customers' misunderstanding on the quality or conditions of products or services. VGI Group also constantly develops the quality and formats of products and services to respond to the needs of the customers. In 2019/20, the Company received a satisfaction survey score of 92.25, assessed by 20 customers who are media agencies and brand owners. VGI Group may engage expert, who is accepted among the research field, to conduct research concerning consumers' media consumption behavior in various aspects, e.g. efficiency, exceptionality, attractiveness, and impact on decision whether to purchase the products seen on the advertising media in daily life. To maintain good relationships with the customers in the long term, VGI Group conducts surveys on customer satisfaction to acknowledge comments and complaints, which will be used as guidelines for service and operational improvement. Further, VGI Group improves the personnel who provides services to the customers by arranging training courses and conveying knowledge and understanding to its employees pre and post duty, including continuously enhancing their skills and knowledge in order for the customers to receive best benefit from the service of VGI Group.  
  
Moreover, VGI Group strictly adheres to the confidentiality policy and guidelines and will not exploit such information for undue benefits of itself or others, unless the customers' consent has been

obtained and/or VGI Group is required by laws to disclose such information. In 2019/20, the Company has engaged a leading law firm to advise VGI Group on the development process of the system, procedures, and plans in relation to the customer data which falls under the scope of personal data in order to be ready for the full enforcement of the Personal Data Protection Act B.E. 2562 (2019).

- **Employees** VGI Group believes that employees are the key and valuable resources that contribute to the sustainable business growth. Therefore, VGI Group treats all levels of employees fairly by respecting the rights of employees under the human rights principles, placing an importance on wellness, occupational health, safety of life and asset, and employees' working environment; including promoting good corporate culture and working environment. In addition, VGI Group provided opportunity for career growth to all levels of employees with an emphasis on the development of potential, knowledge, and capability of its employees. Therefore, the focus is put on personnel development by arranging internal and external training courses, and activities among the employees and between the employees and the executives to build good relationship within the organization. (Please see additional details in Form 56-1 under Section 8.9 Personnel.)
- **Business Partners** Business partners are an important part which contributes to the growth of VGI Group, including creating added value to the customers and shareholders. Therefore, VGI Group prioritizes the fair selection of business partners, taking into consideration their reputation, compliance with the laws, regulations, and customs, as well as adhering to the principle of equal treatment, emphasizing transparency, and straightforwardness in doing business. VGI Group has a policy to treat its business partners with strict compliance with the agreements and business ethics. In the event of any non-compliance due to force majeure, VGI Group will promptly notify the relevant business partners to mutually seek a solution. In addition, VGI Group also arranged activities to build good relationship with business partner by jointly contributing to the society on an annual basis.

- **Competitors** VGI Group treats its competitors in compliance with the laws and good business ethics, based on fair competition. VGI Group will not discredit nor seek confidential information of its competitors in bad faith or in an inappropriate manner but will operate its business honestly and professionally. In addition, VGI Group also promotes free and fair trade and will not monopolize or undertake any actions that may violate non-competition law at the domestic and international levels.
- **Creditors** VGI Group gain confidence from our creditors by emphasizing honesty and strict adherence to the agreements and conditions as agreed with its creditors. In addition, VGI Group has a policy with respect to loan and interest payment so that it is correct, timely, and complete, including not spending the loan for any purposes other than those agreed by the creditors. In this regard, VGI Group does not have a policy to conceal any information or facts that may cause damage to our creditors.
- **Consumers** VGI Group places an importance on the standard of our media, especially in terms of safety concerning media installation and view. VGI Group studied, evaluated, and improved the media's impact on the consumers consistently, e.g. regular measurement of noise level of digital media located inside the trains and on the stations to ensure that the noise level of our media is in line with the standard required by law, and safety inspections of the installed media to prevent causing damages to commuters.

Furthermore, VGI Group is thoughtful about our media consumers by implementing procedures to verify the content of the advertisement in accordance with the applicable laws. VGI Group also shares parts of our multimedia to publicize the contents that are beneficial to the public, community, and environment, such as news of the government agencies and any agencies that have social missions, content which raise awareness to the importance of environmental issues and campaign for change of daily behavior to reduce the impact on the environment, and report of the current situations so that the passengers acknowledge the information promptly even while commuting.

- **Society, Community and Environment** VGI Group focuses on driving the business to grow sustainably in parallel with developing the society, community, and environment and elevating the quality of life in the Thai society. The policy concerning the responsibility towards the society, community, and environment was therefore implemented and implanted in all parts of the organization, with a belief that a conscious business operation will be an important driving force towards the sustainable development in the communal and national levels.

VGI Group has always been supporting and arranging activities that are beneficial to the society, community, and environment in various aspects, as part of our mission. VGI Group continuously arranges activities at macro level and community level, that are appropriate to the societal context at the time being to give back and return the profits to the society. (For more details, please refer to the 2020/21 Sustainability Report, which is made available on the Company's website at <http://investor.vgi.co.th/th/corporate-governance/sustainability>)

#### Contact and Complaint Channels

- **For Public** VGI provides channels for all stakeholders to contact or lodge their complaints with respect to (1) the Board of Directors directly via the Company Secretary Division, or (2) the Audit Committee directly via the Internal Audit Division. In this regard, the Company shall keep information of the complainant confidential.

#### Company Secretary Division

Tel: +66 (0) 2273 8884 ext. 391  
 Fax: +66 (0) 2273 8883  
 Email: [companysecretary@vgi.co.th](mailto:companysecretary@vgi.co.th)  
 Or by post to the Company Secretary Division at the Company's address

#### Internal Audit Division

Tel: +66 (0) 2273 8611-15 ext. 1117-1119  
 Fax: +66 (0) 2273 8616  
 Email: [internalaudit@vgi.co.th](mailto:internalaudit@vgi.co.th)  
 Or by post to the Internal Audit Division at the Company's address

- **For employees** VGI Group has set up complaint channels for employees to submit their complaints as per the methods and procedures as required by each relevant company. In this respect, VGI Group has established protective measures for employees who submit the complaints and/or the witness who provide information regarding unfair treatment in the Human Resources Management Rules and Procedures, which have been announced to all employees on the Company's intranet.
- **Corruption within the Organization** All stakeholders are able to raise any suspicious corruption within the VGI Group via the following channels:

#### **Company Secretary Division**

Tel: +66 (0) 2273 8884 ext. 391

Fax: +66 (0) 2273 8883

Email: VGI\_CAC@vgi.co.th

Or by post to the Internal Audit Division at the Company's address

### **Section 4 Disclosure and Transparency**

The Company discloses the important information relating to the operation and key transactions of VGI Group, including quarterly and yearly performances, so that the shareholders and stakeholders can access information in an accurate, complete, and timely manner. The information disclosures are prepared in Thai, with English translation available, via websites of the SET and the Company and other appropriate channels, to display the transparency of our business operation. The Company's website is one of the main channels used to communicate with the shareholders and investors. The Company's website was designed in accordance with the good corporate governance principles, containing the most recent prices of securities, publication available for download (including Sustainability Report, Form 56-1 One Report, financial statements, financial statement discussion and analysis, Corporate Governance Policy and Code of Conduct, and information relating to the Company's shareholders' meeting), stock calendar, record of webcast with analysts.

### **Section 5 Board Responsibilities**

The Board of Directors carries leadership, visions, and mission to lead VGI Group to be the leader of future solutions by being the leader of consumer experience design, leader of new platform creation for marketers and brands, and leader in building sustainable business for all stakeholders, including the society and surrounding environment. The Board of Directors is independent in decision-making and responsible for taking a supervisory role for the best interest of the overall shareholders.

- **Separation of Power, Duties, and Responsibilities of the Chairman of the Board of Directors and the Chief Executive Officer**

The Company explicitly separates the power, duties, and responsibilities of the persons taking the positions of the Chairman of the Board of Directors and the Chief Executive Officer for the purposes of transparency. This is to support the independent performance of the Board of Directors in the supervisory roles and prevent any one person from having limitless power. The scope of power, duties, and responsibilities of the Chief Executive Officer is as follows:

- (1) To oversee, manage, operate and conduct the day-to-day business operations for the Company's interest in accordance with the policy, vision, target, business plan and budget as determined by the Board of Directors' meetings and/or designated by the Executive Committee;
- (2) To manage the Company's operations to be in line with the missions determined by the Executive Committee and in accordance with the Company's business plan, budget and strategy as specified by the Board of Directors and/or the Executive Committee;
- (3) To oversee the operations with respect to finance, marketing, human resource management and other general operations to be in accordance with the policy and operation plans of the Company as specified by the Board of Directors and/or the Executive Committee;

- (4) To employ, appoint, transfer, dismiss, terminate and determine the rate of wages and remuneration for the employees holding positions lower than the Executive Committee; and may assign such responsibility to other person to act on his/her behalf;
- (5) To determine rewards, salary increment, remuneration and special bonus other than the regular salary and annual bonus of the employees, as approved by the Board of Directors and/or the Executive Committee;
- (6) To negotiate and enter into any agreements and/or transactions concerning the Company's normal course of business (e.g. a purchase of machinery and other assets according to the budget approved by the Board of Directors, a purchase of inventory and sales of goods, etc.), where the value of each transaction shall be in accordance with the authority limit approved by the Board of Directors;
- (7) To consider and approve intercompany loans among the Company and its subsidiaries;
- (8) To issue orders, policies, announcements and memorandums to ensure that the operations of the Company are in accordance with the policies and for the interest of the Company, including maintaining the discipline within the organization;
- (9) To perform other tasks designated by the Board of Directors and/or the Executive Committee; and to have the authority to perform any tasks that are necessary in relation thereto;

- (10) To delegate any person(s) to perform any task on his/her behalf, provided that such delegation shall not be the authorization to allow the designated person with a conflict of interest, or any kind of benefit with the Company or its subsidiaries to approve such transaction; and
- (11) If the Chief Executive Officer is not in office or is not available to perform his/her duties, the Deputy Chief Executive Officer shall act and perform all duties on his/her behalf and she/he shall report or present the approved matters to the Chief Executive Officer as soon as practicable.

In this regard, the Chief Executive Officer shall not exercise his/her authority to approve a transaction which himself/herself or his/her related person(s) may have a conflict or conflict of interest with the Company or its subsidiaries.

#### **Code of Conducts**

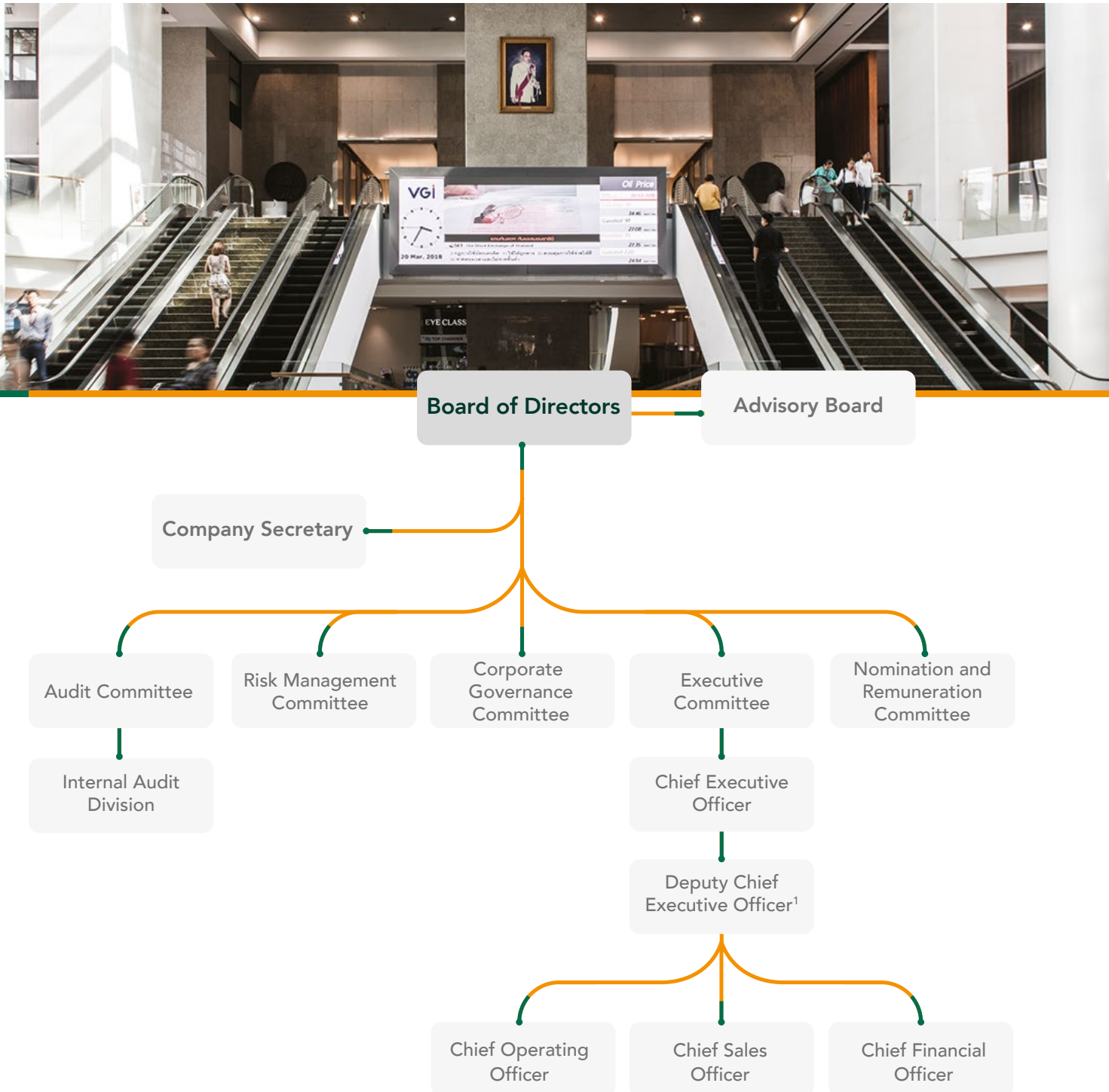
The Company issued the Corporate Governance Policy and Code of Conduct ("Code of Conduct") which applies to shareholders and all stakeholders from customers, employees, business partners, competitors, creditors, society, community, and environment. The Code of Conduct has been effective from 2012. The Company reviews the policy, measure and procedure of the corporate governance on an annual basis. In 2020/2021, the Board of Directors' Meeting No.3/2021 reviewed and approved the Code of Conduct on 23 March 2021.

The Company discloses the Code of Conduct on the Company's website: <http://www.vgi.co.th/sustainability/economic/>



# CORPORATE GOVERNANCE STRUCTURE AND SIGNIFICANT INFORMATION REGARDING THE BOARD OF DIRECTORS, SUB-COMMITTEES, MANAGEMENT, EMPLOYEES AND OTHER INFORMATION 6.2

Organisation Chart



Remarks:

<sup>1</sup> The Deputy Chief Executive Officer is under nomination to fill vacancy

## Information regarding the Board of Directors and Sub-Committees

### Board of Directors

#### Composition of the Board of Directors

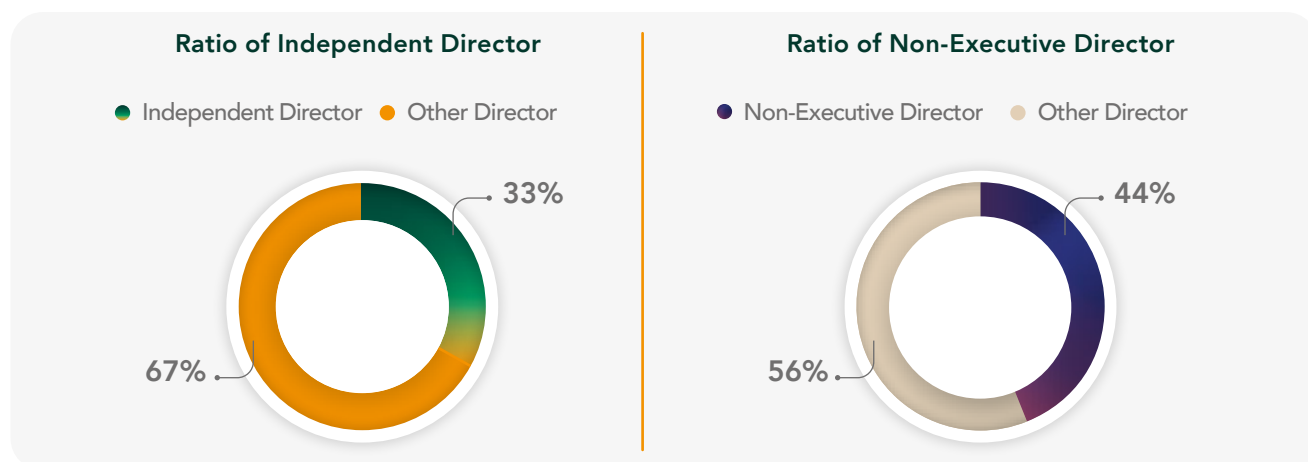
The Board of Directors consists of 9 members, which is corresponding to the businesses and size of VGI Group, comprising 3 independent directors, 4 non-executive directors, and 2 executive directors. All of which are experts from various professionals, such as business administration, engineering, financing, marketing, accounting and auditing, and experienced in advertising media industry; and are qualified according to the applicable laws and the Corporate Governance Policy. The composition are divided into 2 female directors and 7 male directors. All directors can independently consider, provide opinions, and vote to supervise the business of VGI Group, without any pressure, to ensure that the performance of the management is carried out in an efficient, correct, and transparent manner and protecting the interests of the Company and its shareholders.

The Board of Directors consisted of 9 directors, as follows:

No.	Name	Title	Date of Appointment as Directors	Total Office Period (Years)
1.	Mr. Keeree Kanjanapas	Chairman	30 March 2012	9
2.	Mr. Marut Arthakaivalvatee	Vice Chairman	15 November 2007	13
3.	Mr. Kavin Kanjanapas	Director	28 May 2003	17
4.	Mr. Kong Chi Keung	Director	15 June 2000	20
5.	Mr. Surapong Laoha-Unya	Director	10 November 2006	14
6.	Mr. Chan Kin Tak	Director	15 November 2007	13
7.	Assoc. Prof. Jaruporn Viyanant	Independent Director	30 March 2012	9
8.	Mrs. Maneeporn Siriwatanawong	Independent Director	30 March 2012	9
9.	Mr. Kiet Srichomkwan	Independent Director	22 August 2016	4

Information as of 31 March 2021

VGI has the Board of Directors with 12 years average tenure.



### **Duties and Responsibilities of the Board of Directors**

- 1) To perform the duties in accordance with the laws, the Company's objectives and Articles of Association, including resolutions of the shareholders' meetings with honesty, good faith and due care for the utmost benefits of the Company and its shareholders
- 2) To determine the Company's vision, policy and business direction; to monitor and oversee the management to ensure that these policies are efficiently and effectively implemented to sustainably create and maximize the value to the Company and its shareholders; and to consider, review and approve the Company's vision, mission, strategy and direction on an annual basis, i.e. a short-term period of 1 - 2 year(s), and a mid-term to long-term period of 3 - 5 years, by taking into account circumstance and change in any factors, including innovation and technology relating to business operation
- 3) To determine the Company's business plan, annual budget and corporate key performance indicators; to monitor and supervise the management's business administration, including reviewing quarterly performance and operating results of the Company in comparison with the business plan and budget; and to consider the future trends
- 4) To determine the remuneration structure and welfare for the employees, through appropriate remuneration mechanisms conforming with short-term and long-term performance of the Company
- 5) To supervise the management to ensure that the accounting system, financial reporting and audit system are reliable; and to monitor adequacy of cash flow, including ensuring that the Company has an appropriate and sufficient internal control system
- 6) To consider and approve acquisition and disposal of assets, investment in new businesses and any matters as required by the relevant laws, notifications, regulations and rules
- 7) To consider and/or opine on the Company's and its subsidiaries' connected transactions and/or the entry into transactions of the Company and its subsidiaries (in the event that the transaction size does not trigger a threshold to be approved by the shareholders' meeting) to ensure compliance with the relevant laws, notifications, regulations and rules
- 8) To monitor and prevent conflict of interest among the stakeholders of the Company
- 9) To consider and approve the payment of interim dividends to shareholders
- 10) To equitably consider the Company's affairs by taking into account the interest of the shareholders and all groups of stakeholders, whereby a director shall report to the Company, without delay, on his/her conflict of interest in relation to an agreement entering with the Company or an increase or decrease in his/her shareholding in the Company or its subsidiaries. In any transactions where the Company or its subsidiaries entered into with a director or any person who may have a conflict or any conflict of interest, the interested director shall not be entitled to cast his/her vote regarding such transactions
- 11) To oversee the business operations with integrity and business ethics; to promote the creation of corporate culture for all employees to adhere to and perform their duties with morals and ethics; to annually review the corporate governance policy; and to regularly evaluate the implementation of such policy at least once a year
- 12) To report responsibilities of the Board of Directors for preparing the financial statements by disclosing the same together with external auditor's report in the Company's annual report which must cover key matters according to the SET's code of best practice for directors of listed companies, and to disclose material information in an accurate, sufficient and timely manner in compliance with the applicable regulations, standards and guidelines.
- 13) To delegate one or more directors or any other persons to perform any matters on behalf of the Board of Directors; however, such delegation shall not be an authorization or sub-authorization that allows the delegated person(s) to approve any transaction that he/she or any person who may have a conflict of interest has an interest or any conflicts of interest with the Company or its subsidiaries
- 14) To appoint sub-committees to monitor the management system and the internal control system to ensure the compliance with the Company's policies; and to assign the annual performance evaluation and review the duties and responsibilities specified in the charters of relevant sub-committees

- 15) To delegate authorities, duties, and responsibilities to the management to clearly separate the roles, duties and responsibilities between the Board of Directors and the management; to oversee that the management duly performs its duties as designated; to review the separation thereof; and to regularly monitor and evaluate the management's performance in order to balance the managerial power, enhance independence in performing duties and increase efficiency in operations
- 16) To appoint the Advisory Board comprising professional experts on the relevant matters to provide advice and recommendations on relevant business affairs of the Company or its subsidiaries. Nonetheless, such opinion or advice from the Advisory Board is merely a view from external counsels who are not the Company's management, and it has no legal binding effect against the Company.
- 17) To prepare and review the succession plan to determine the succession process for the senior executive positions.
- 18) To appoint the Company Secretary to ensure that the Board of Directors and the Company comply with relevant laws, rules and regulations.
- 19) To annually evaluate the performance of the Board of Directors by group and individual basis to be used as a guideline for reviewing the Board of Directors' performance, including reviewing its duties and responsibilities pursuant to its charter on an annual basis.

#### Roles and Responsibilities of the Chairman and the Vice Chairman of the Board of Directors

Chairman	Vice Chairman
<ol style="list-style-type: none"> <li>1) To oversee performance of the Board of Directors and other sub-committees to ensure that it is efficiently carried out and achieves the business objectives; and to ensure that all directors form parts in promoting corporate culture with ethics and good corporate governance</li> <li>2) To convene meetings of the Board of Directors, which the Chairman or the person designated by him shall send the invitation letter to all directors at least 7 days prior to the meeting date, except in the case of urgency, and such invitation letter shall specify the venue, date and time of the meeting and the nature of businesses to be transacted; and that the Chairman shall allocate enough meeting time to allow the management to provide complete information, to allow the directors to thoroughly discuss the matters, and to exercise their judgements independently in making a decision</li> <li>3) To preside over the Board of Directors' meeting and to use a casting vote in a case of tie vote at the Board of Directors' meeting</li> <li>4) To preside over the shareholder's meeting and to conduct the meeting in compliance with the Company's Articles of Association and a sequence of agenda as scheduled</li> <li>5) To perform any other duties in compliance with the applicable laws, particularly duties required to perform by the Chairman</li> </ol>	<ol style="list-style-type: none"> <li>1) To act in the capacity of the Chairman in his/her absence or being unable to perform duties</li> <li>2) To perform or undertake any other matters as designated by the Chairman and/or the Board of Directors</li> <li>3) To perform any other acts according to the laws or regulations of the competent governmental authorities</li> </ol>

## Sub-Committees

### 1) Audit Committee

The Audit Committee consists of 3 members, as follows:

No.	Name	POsition
1.	Assoc. Prof. Jaruporn Viyanant <sup>1</sup>	Chairman of the Audit Committee
2.	Mrs. Maneeporn Siriwatanawong	Member of the Audit Committee
3.	Mr. Kiet Srichomkwan	Member of the Audit Committee

Information as of 31 March 2021

Remarks:

<sup>1</sup> Assoc. Prof. Jaruporn Viyanant is a member of the Audit Committee who has adequate knowledge and experience to review the Company's financial statements.

### Duties and Responsibilities of the Audit Committee

- 1) To review that the Company accurately and adequately discloses financial reports
- 2) To review that the Company's internal control system and internal audit system are appropriate and efficient; to consider the adequacy of the budget for manpower, and independence of the Internal Audit Division, including approving the appointment, transfer and dismissal of the head of the Internal Audit Division or the head of any other units in charge of internal audit
- 3) To review that the Company complies with the securities and exchange laws, the regulations of the SET and other laws relevant to the Company's businesses
- 4) To consider, select, nominate and dismiss an independent person(s) to be the Company's external auditor(s); to propose their remuneration; and to attend a meeting with the external auditor(s) without the management at least once a year
- 5) To review connected transactions or transactions that may lead to a conflict of interest to ensure that they are in compliance with the laws and regulations of the SET, are reasonable and for the best interest of the Company
- 6) To prepare and disclose an Audit Committee's report in the Company's annual report executed by the Chairman of the Audit Committee and must have the minimum of the following information:
  - (1) an opinion on the accuracy, completeness and trustworthiness of the Company's financial reports;
  - (2) An opinion on the adequacy of the Company's internal control system;
  - (3) An opinion on the compliance with the securities and exchange laws, the regulations of the SET and the Capital Market Supervisory Board or the laws relevant to the Company's business;
  - (4) An opinion on the suitability of the external auditor(s);
  - (5) An opinion on the transactions that may lead to a conflict of interest;
  - (6) The number of the Audit Committee's meetings and the attendance of each committee member;
  - (7) An opinion or overall observation of the Audit Committee from performing its duties under the Charter of the Audit Committee;
  - (8) A fraud, irregularities or material deficiency in the internal control system; and
  - (9) Other matters which, according to the Audit Committee's opinion, should be made known to the shareholders and general investors pertaining to the scope of duties and responsibilities assigned by the Board of Directors.
- 7) To review the internal control management in relation to the organization's anti-corruption as follows:
  - (1) To review the internal audit plan of the Internal Audit Division to determine if the internal controls cover the implementation of anti-corruption measures and other related policies, including fraudulent risk from operations of the Company



- (2) To review if reference documents and the self-assessments of anti-corruption measures under the Thailand's Private Sector Collective Action Coalition Against Corruption are correct
  - (3) To acknowledge reports in relation to corruption, e.g. periodic reports of fraudulent incidents, urgent reports of severe fraudulent incidents, and reports of results of the investigations and disciplinary actions taken
  - (4) To consult with the external auditor in the event of any material fraud
  - 8) To review and opine on the internal audit plan and the performance of the Internal Audit Division, on which the Audit Committee has the authority to request the relevant management, executives, or employees of the Company to give their opinions, attend meetings, or submit any relevant and necessary documents
  - 9) To appoint, at the Company's cost, independent advisors possessing knowledge and expertise to provide advice, recommendation and assistance in performing of duties of the Audit Committee as it deems appropriate
  - 10) To review the Audit Committee Charter and its performance in the previous year at least once a year
  - 11) To annually evaluate the performance of the Audit Committee by group and individual basis, which shall be used as a guideline for the review of the Audit Committee's performance
  - 12) To undertake any actions assigned by the Board of Directors subject to the Audit Committee's approval
- The roles and responsibilities of the Audit Committee under the Charter of Audit Committee is disclosed on the Company's website: <http://www.vgi.co.th/sustainability/economic/>

## 2) Nomination and Remuneration Committee

The Nomination and Remuneration Committee consisted of 5 members as follows:

No.	Name	Title
1.	Mrs. Maneeporn Siriwatanawong	Chairman of the Nomination and Remuneration Committee
2.	Assoc. Prof. Jaruporn Viyanant	Member of the Nomination and Remuneration Committee
3.	Mr. Marut Arthakaivalvatee	Member of the Nomination and Remuneration Committee
4.	Mr. Kiet Srichomkwan	Member of the Nomination and Remuneration Committee
5.	Mr. Chan Kin Tak	Member of the Nomination and Remuneration Committee

Information as of 31 March 2021

### Duties and Responsibilities of the Nomination and Remuneration Committee<sup>1</sup>

- 1) To consider and opine on the Board of Directors' structure, i.e. the size and composition of the Board of Directors, in consideration of the Company's size and business strategy comparing with the current size and composition of the Board of Directors, including reviewing the independence of each independent director so as to adjust the Board of Directors' structure to correspond with the Company's strategy
- 2) To determine the criteria and process for nominating a candidate for directors by considering:
  - (1) Qualifications of the director which must be suitable and concordant with the Company's strategy, structure, size and composition of the Board of Directors as determined by the Board of Directors;
  - (2) Appropriateness of his / her knowledge, experience, expertise and availability, including other requirements as stipulated by laws or regulations of the governmental authorities; and

- (3) Diversity in the structure of the Board of Directors (board diversity) and the qualifications and skills of the director(s) which may be necessary or inadequate in the Board of Directors to which the board skill matrix will be used to identify the required qualifications.
- 3) To nominate a candidate who has the qualifications in accordance with the specified criteria of directors in the following events:
  - (1) In the event a director retires by rotation, for the Board of Directors' approval and proposing the same to the shareholders' meeting for election
  - (2) In the event there is a vacancy in the Board of Directors for any reasons (other than retirement by rotation), for the Board of Directors' appointment as a new director of the Company in replacement of such vacancy; and
  - (3) In the event an election of a new director is needed to conform with the Board of Directors' structure, for the Board of Directors' approval and proposing the same to the shareholders' meeting for appointment.
- 4) To consider the appropriate structure, amount, form and criteria for all types of remuneration (monetary and non-monetary) for the Chairman of the Board of Directors, directors of the Company and members of the sub-committees; to review the appropriateness of the current criteria by taking into account the remuneration paid by other companies in the same industry and other listed companies in a similar market capitalization to give incentive and retain valuable directors with the Company; and to propose the same to the Board of Directors and the shareholders' meeting for approval, respectively
- 5) To consider the key performance indicators of the Chairman of the Executive Committee and the Chief Executive Officer; to propose the results of such evaluation to the Board of Directors for approval; and to propose the structure, amount, and form of remuneration of the Chairman of the Executive Committee and the Chief Executive Officer, which reflects the results of the evaluation, to the Board of Directors for approval
- 6) To consider the appropriateness and conditions for offering of new shares, warrants or other securities to the directors and the employees as an incentive for the directors and the employees to perform their duties to increase value for the shareholders for the long run; including retaining qualified personnel with the Company under the fair conditions to the shareholders
- 7) To report its past performance to the Board of Directors and/or the shareholders' meeting
- 8) To conduct the annual performance self-assessment and report its results to the Board of Directors
- 9) To appoint working groups to assist the Nomination and Remuneration Committee in performing its functions; and to appoint independent advisors who have knowledge and expertise to provide advice, recommendation and to assist the Nomination and Remuneration Committee in performing its functions
- 10) To undertake any other actions in relation to the nomination and determination of remuneration as designated by the Board of Directors and to perform any other tasks required by laws and regulations of the governmental authorities

The roles and responsibilities of the Nomination and Remuneration under the Charter of Nomination and Remuneration is disclosed on the Company's website: <http://www.vgi.co.th/sustainability/economic/>

Remark:

<sup>1</sup> The Charter of the Nomination and Remuneration was amended by the resolution of the Board of Directors' Meeting No. 4/2020 held on 29 May 2020.

### 3) Risk Management Committee<sup>1</sup>

The Risk Management Committee consisted of 6 members as follows:

No.	Name	Title
1.	Mr. Kiet Srichomkwan	Chairman of the Risk Management Committee
2.	Mr. Lap Shun Nelson Leung	Member of the Risk Management Committee
3.	Mr. Chan Kin Tak	Member of the Risk Management Committee
4.	Mrs. Oranuch Rujirawona	Member of the Risk Management Committee
5.	Mrs. Chitkasem Moo-Ming	Member of the Risk Management Committee
6.	Ms. Voraluck Worachuttharn	Member of the Risk Management Committee

Information as of 31 March 2021

Remarks:

<sup>1</sup> The Risk Management Committee was appointed by the resolution of the Board of Directors' Meeting No. 8/2019 held on 8 November 2019.

#### Duties and Responsibilities of the Risk Management Committee

- 1) To determine the Company's risk management policy, guidelines and framework and to propose the said matters to the Board of Directors for approval
- 2) To monitor, oversee, follow up and provide recommendations concerning risk management scheme and process of the Company to ensure that they are continuous, efficient, and conforming with the Company's overall business strategies and directions
- 3) To promote and support risk management to be embedded as one of the Company's corporate cultures
- 4) To arrange for communications, information exchange and cooperation with the Audit Committee on the risk management and internal audit agenda at least once a year
- 5) To report key results of the meeting, including enterprise risk assessment and mitigation results to the Board of Directors
- 6) To undertake any other tasks in regard to risk management agenda as designated by the Board of Directors
- 7) To appoint a risk management working team to assess risks in the Company's business operations, explore appropriate measures to manage the identified risks and propose to the Risk Management Committee, and to monitor the risk management process to ensure efficiency and continuity, under the risk management framework and policy of the Company
- 8) To appoint independent advisors who are knowledgeable with expertise to provide advice and recommendations, and to assist the Risk Management Committee in performing their functions to achieve the objectives

The roles and responsibilities of the Risk Management Committee under the Charter of Risk Management Committee is disclosed on the Company's website: <http://www.vgi.co.th/sustainability/economic/>

#### 4) Corporate Governance Committee

The Corporate Governance Committee consisted of 3 members as follows:

No.	Name	Title
1.	Assoc. Prof. Jaruporn Viyanant	Chairman of the Corporate Governance Committee
2.	Mr. Marut Arthakaivalvatee	Member of the Corporate Governance Committee
3.	Mr. Chan Kin Tak	Member of the Corporate Governance Committee

Information as of 31 March 2021

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

- 1) To consider, determine, review, and update the Corporate Governance Policy and the Code of Conduct to be in line with the regulator's practices, and an international standard; to propose the same to the Board of Directors for consideration and approval; and to monitor to ensure the compliance of the Corporate Governance Policy and the Code of Conduct
- 2) To consider, determine, review and update the corporate social responsibility (CSR) policy; to propose the same to the Board of Directors for consideration and approval; and to monitor the implementation of the corporate social responsibility policy
- 3) To consider, determine, review and update the policy and guidelines on anti-corruption and bribery; to propose the same to the Board of Directors; and to monitor the implementation of the policy and guidelines on anti-corruption and bribery
- 4) To report its past performance to the Board of Directors and/or the shareholders' meeting
- 5) To conduct an annual evaluation of the performance of the Corporate Governance Committee and to report the result of the evaluation to the Board of Directors
- 6) To appoint working teams to assist the Corporate Governance Committee in performing its functions and to appoint independent advisors who are knowledgeable with expertise to provide advice, recommendation and assistance to the Corporate Governance Committee in performing its functions
- 7) To undertake any other actions as designated by the Board of Directors and required by laws or regulations of the governmental authorities.

The roles and responsibilities of the Corporate Governance Committee under the Charter of Corporate Governance Committee is disclosed on the Company's website: <http://www.vgi.co.th/sustainability/economic/>

#### 5) Executive Committee

The Executive Committee consisted of 7 members as follows:

No.	Name	Title
1.	Mr. Kavin Kanjanapas	Chairman of the Executive Committee
2.	Mr. Lap Shun Nelson Leung	Member of the Executive Committee
3.	Mr. Chan Kin Tak	Member of the Executive Committee
4.	Mrs. Oranuch Rujirawona	Member of the Executive Committee
5.	Mrs. Chitkasem Moo-Ming	Member of the Executive Committee
6.	Ms. Voraluck Worachuttharn	Member of the Executive Committee
7.	M.L. Kriengkrai Hastindra	Member of the Executive Committee

Information as of 31 March 2021

### **Scope of Duty and Responsibility of the Executive Committee<sup>1</sup>**

- 1) To determine policy, direction, strategy and management structure for the Company's business operation according to and corresponding to the conditions of economy and competition, and to propose the same to the Board of Directors for consideration and approval
- 2) To prepare a business plan, budget and the management authority of the Company and to propose the same to the Board of Directors for consideration and approval
- 3) To oversee, review, and monitor the Company's performance, on a monthly basis, to ensure alignment with the approved policy, strategy, direction and performance target, including business plan and budget; and to ensure that all performances are carried out in an efficient and effective manner and to report the result of performance to the Board of Directors
- 4) To consider and approve the entry into any agreement and/or transaction concerning or supporting the normal course of business of the Company and its subsidiaries under the relevant policy (e.g. sale and purchase, investment, or joint investment, disposal of investment for the purposes of carrying out the business in accordance with the objectives of the Company and its subsidiaries), for a transaction with value not exceeding THB 30,000,000 (thirty million), or equivalent, per transaction
- 5) To consider and approve the borrowing of any loans or the arrangement of credit facilities from financial institutions, as well as lending money, pledging, mortgaging, creating encumbrance or becoming surety by the Company and its subsidiaries, for a transaction value of not exceeding THB 30,000,000 (thirty million), or equivalent, per transaction
- 6) To consider and approve transaction between the Company and its subsidiaries with director, executive, or any related person thereof, where such transaction is Company's normal course of business with general commercial terms or transaction supporting the Company's normal course of business with general commercial terms, with calculable consideration of not exceeding THB 30,000,000 (thirty million), or equivalent, per transaction
- 7) To consider and approve any communication and registration with the governmental authority or supervisory authority, as well as making payment as the Company is required by laws, including but not limit to fees and/or taxes on behalf of the Company for the purposes of carrying out the business in accordance with the Company's objectives
- 8) To consider and approve the opening/closing of bank account and the receipt of other banking related service, including determining the authorized signatories for the Company's bank account
- 9) To consider, approve, operate and monitor any matter related to the Company's normal course of business or the Company's day-to-day business operation, including but not limited to the remuneration policy, salary structure, the Company's normal expenses and lawsuits filed by the Company or against the Company
- 10) To consider project, agreement, transaction and/or any other movement, which is beyond the Executive Committee's authority and to propose the same to the Board of Directors for consideration and approval, unless such matter falls under the responsibility and/or authority of other sub-committee to consider and propose directly to the Board of Directors
- 11) To consider and approve the implementation of the Company's project approved by the Board of Directors, and to report the progress of such project to the Board of Directors
- 12) To consider and approve the engagement of advisor for the implementation of the Company's project that are in the Company's normal course of business or in support of the Company's normal course of business
- 13) To consider, approve or acknowledge any matter in relation to the management that the Executive Committee deems necessary or appropriate to be solved urgently, which otherwise may have caused damages to the Company, and to promptly report the same to the Board of Directors
- 14) To delegate authority to other person(s) to perform any task under the Executive Committee's supervision, or to delegate such person(s) to have authority in a scope of authority and within a period of time as the Executive Committee deems appropriate. The Executive Committee may terminate, revoke, amend or change the designated person(s) or the designation of authority as appropriate.



- 15) To consider and approve any other matter and to perform any other act as assigned by the Board of Directors from time to time
- 16) To appoint working team(s) to assist the Executive Committee in performing its duties and to appoint independent advisor who have knowledge and expertise to provide advice, recommendation and assistance to the Executive Committee's performance
- 17) To determine corporate key performance indicators and propose the same to the Board of Directors for consideration and approval, including assessing the

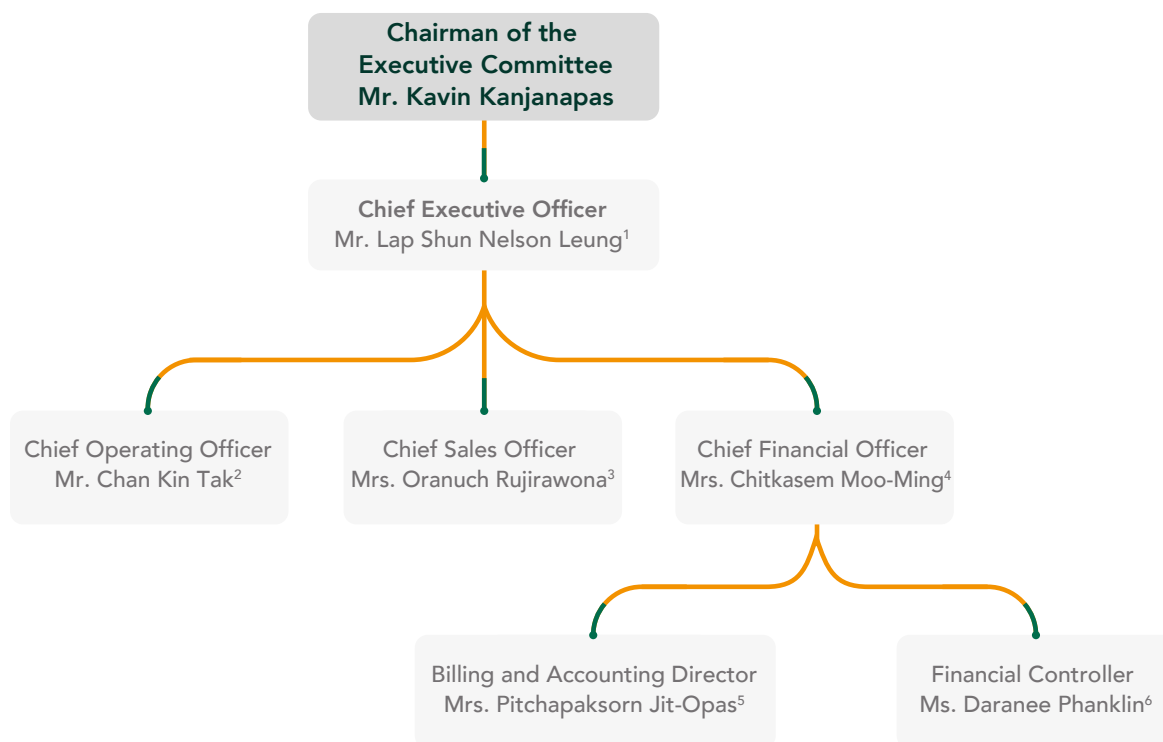
Company's performance in accordance with the said corporate key performance indicators and propose the result of the assessment to the Board of Directors for acknowledgement

- 18) To perform or undertake any other acts as assigned by the Board of Directors and to perform any other tasks as stipulated by laws or regulations of the governmental authorities.

The roles and responsibilities of the Executive Committee under the Charter of Executive Committee is disclosed on the Company's website: <http://www.vgi.co.th/sustainability/economic/>

## Executives Information

### Management Structure



Note:

<sup>1-6</sup> are the executives under the Notification of the Securities and Exchange Commission Re: Determination of Definitions in Notifications relating to Issuance and Offer for Sale of Securities

## Employees

The Company and its 9 subsidiaries had a total of 707 employees, consisting of 318 males and 389 females as of 31 March 2021.

## Welfare

VGI Group provides welfares to the employees, e.g. (a) provident fund as security for the employees and their families, (b) cooperative as an alternative for savings, investment and financial aid for employees who are members, (c) housing loans to encourage the employees to have their own residence, (d) health insurance, life insurance and accident insurance for accommodating medical treatments of the employees and their families, (e) annual health checkup and (f) other financial aids.

## Provident Fund

Company	Yes/No PVD	No. of Employees having PVD	Ratio of Employees having PVD
VGI and its wholly owned subsidiaries (4 companies)	Yes	239	98%
BSS, BSSH and their subsidiaries (6 companies)	Yes	446	98%

## Dispute regarding the labour issue in the past year

-No-

## Recruitment and Human Resources Development

Every employee is considered a valuable resource that will allow VGI Group to achieve its goals and business plans. VGI Group, therefore, formulates human resource management policies in terms of recruitment and laying out guidelines for skills and competencies development for our employees to retain quality employees. Along with the promotion of creating awareness of being an important part of the VGI Group as follows:

### Recruitment

VGI Group places the importance of human resources development, starting from the recruitment process by adhering to the principle that the selection process must be transparent and is conducted through equality and fairness (Merit System). This is done by setting up with certain sets of qualifications such as specifying educational qualifications, work experiences, expertise, and other requirements of each position. The qualified candidates will be selected according to established methods such as written test, professional aptitude test, and/or interview with supervisors of related fields to obtain qualified employees who are suitable for the positions.

Nonetheless, when there are vacancies or new openings, VGI Group has a policy to hire or recruit qualified internal employees before hiring external candidates. This excepts the situation that there are insufficient employees, or the position needs an expert in a specific area that does not allow internal recruitment.

In addition, all new employees will attend an orientation. This will allow all the employees to be aware of the vision and mission of VGI Group, as well as guidelines and regulations through human resource management of VGI Group, to be able to understand their roles and responsibilities, and to be able to achieve their work objectives.

### Training and Development

VGI Group places the importance of the human resources development by providing internal and external training, which will consider appropriate training for VGI Group's business. The training considers the competency assessment results that the Company has set as a policy and guideline to support the operation to be more efficient and for the organisation to achieve the vision, mission, and goals. There are three training program types as follows:

- (1) Core Course is a programme designed to increase knowledge and skills to increase the efficiency in the working environment and create good morals

- (2) Management Course is a programme designed for supervisors which is about work management and management of subordinates
- (3) Functional Course is a programme related to the job scope of the employees

During 2020/2021, the Company has conducted over 32 programmes with the main programmes such as (1) "Anti-Corruptions and Laws Related to the Use of Personal Data" to enhance knowledge and understanding of the important corruption measures and guidelines as well as the use of personal information for the Company's operations to be corruption-free and in accordance with the law on personal data protection (2) Programmes related to organisational risk management for the Risk Working Committee which comprised of the representatives of each business unit. This allows the Risk Working Committee to evaluate and manage risk from operations of each business unit efficiently and thoroughly by doing joint training with BTS Group.

#### **Fair Treatment to All Employees**

VGI Group places the importance of fair treatment of all employees of the organisation. Starting from the recruitment process, appointment, and appropriate promotions to be suitable with duties and responsibilities based on the knowledge, skills, and potential of the employees without any bias or using a kinship system to measure the performance. Moreover, VGI Group also provides opportunities for employees at all levels to express their opinions and suggestions to the operational guidelines, to support participation on the development and improvement of the organisation's operations.

In addition, the Company also manages the Human Rights and Labour Practices in accordance with the Human Rights Policy of the Company, which was approved by the Board of Directors' Meeting No. 3/2021 on 23 March 2021.

#### **Communication of Employees' Opinions**

To acknowledge the satisfaction or the level of happiness in officiating the duties of each employee, VGI Group has set out an Employee Satisfaction Survey and an Employee Engagement Survey to gather opinions and suggestions of all levels of employees as well as a 360-Degree Survey for the management level. Such data will be used to improve the efficiency in managing the organisation for both short term and long term. The Company also has

set out rules for filing complaints for employees to use in filing complaints, to be a channel to resolve grievance and problems of employees from equality and fairness of their work environment. Moreover, the Management also organises regular meetings to exchange opinions between the Management and employees. This will bring the organisation to its goal of working in the same direction with efficiency. VGI Group is confident that communication and exchanging of opinions and experiences in the workplace for all the employees will lead to good relationships between employees of all levels.

#### **Good Quality of Life in Workplace**

VGI Group places the importance of the quality of life in the workplace for its employees, as this will enable the employees to work with full potential and efficiency. Thus, VGI Group is attentive in taking care of the workplace to be secure and hygienic both in terms of sourcing for standardised materials, tools, and office equipment to be align with the ergonomic concept and does not have a negative effect on the body, does not create pollution, as well as creating the appropriate environment and keep the workplace hygienic for good welfare and health of its employees. Moreover, VGI Group also conducted health check-ups for its employees every year, to maintain and promote good health sustainability for its employees. In the case that a certain event occurs that affects the health of the employees, VGI Group is ready to take action to rectify the situation immediately, as well as campaigning and educating employees to maintain good health.

In addition, VGI Group recognises the amount of workload in each business unit to be in accordance with the existing number of employees. Thus, if the number of employees in each unit is insufficient with the workload, VGI Group will hire new employees to fill in with the additional positions and workloads, which will then create a better quality of life for the employees.

#### **Good Management System and Cooperation**

VGI Group sees the importance of working system that allows continuous process from the beginning until the end and creates quality results, reducing and eliminating conflict in the workplace. VGI Group then encourages each business unit to prepare an operation manual to work between each business unit in the organisation. The Company has published this operating manual via the intranet and the manual is regularly reviewed and revised as deemed

appropriate. Moreover, VGI Group also supports the good working culture and environment by focusing on creating friendliness between employees and the Management. So that employees of all levels can feel that they are parts of the family which will enable them to be happy both mentally and physically when coming to work.

### **Building Good Relationships between the Management and Employees**

VGI Group places importance of building good working relationships between the Management and employees as this will positively affect working together. VGI Group regularly hosts activities between employees and the Management such as New Year parties and Buddhist ceremonies. VGI Group believes that employees relationships activities can be a key factor in developing good relationships of the Management and employees to be bonded as one and allow happiness in working, which will bring the organisation to the goal by working in the same direction efficiently.

### **Cultivating Good Morales for the Organisation and Society**

For the employees to adhere and for the benefit of good discipline of the majority, when any employee circumvents or violates the work regulations, that employee will be deemed to have committed an offence. An offence will be considered and taken any corrective measures according to work regulations as deemed appropriate. This is done by adhering to the principle of good governance (Corporate Governance) that is set out by VGI Group as a framework that the Management and employees strictly follow. VGI Group believes that developing employees to be good and talented people will help the organisation grow stably and sustainably. Such framework will ultimately enhance the quality of the society as a whole.

Moreover, VGI Group cultivates a culture of social, community and environmental care within the organisation. Thus, VGI Group has set up a policy of cost-effective energy consumption and conservation of natural resources to instil and create awareness among employees to reduce unnecessary energy consumption and the use of natural resources for its maximum benefits. In this regard, VGI Group has actively supported and encouraged employees at all level to participate in the matter seriously by setting out guidelines such as reducing paper usage by using two-sided paper, reduce toner consumption by reducing colour printing, and reducing energy consumption by turning off un-used lights during lunch break, for example.

### **Safety and Hygiene in Workplace**

VGI Group pays attention to employees' safety and hygiene and all related parties, which is considered most important. Therefore, VGI Group has conducted 1. Occupational Safety, Health and Environment Guidelines<sup>1</sup> 2. Appointed Occupational Safety, Health and Environment Committee (OSH&E Committee)<sup>2</sup> who has the main responsibilities to follow according to the Occupational Safety, Health and Environment Guidelines<sup>(2)</sup> 3. Appointed Safety Committee<sup>3</sup> 4. Appointed Safety Officers for Management Level<sup>4</sup> 5. Appointed Safety Officers for Supervisor Level<sup>5</sup> to ensure employees regarding the safety and occupational hygiene for serving their duties in the workplace. VGI Group acknowledges that safety and occupational hygiene are a basic responsibility for employees and all related parties.

## Summary of the remuneration, training hours, leave and accidents or serious injuries from work of the employees of the Company and Subsidiaries

	VGI and its wholly owned subsidiaries (4 companies)	BSS, BSSH and their subsidiaries (6 companies)	Total 10 companies
Total employees (Persons)	255	452	707
Remuneration (THB Million) <sup>3</sup>	237.40	362.5	599.9
Training hours (Hours)	4,751.50	2,306	11,575.6
Average training hours per employee per year (Hours)	18.30	6.5	27.80
Average sick leaves per year (Days) <sup>4</sup>	5.5	3	3.84
Average personal leaves per year (Days)	0.75	0.7	0.66
Average annual leaves per year (Days)	6.87	6.2	7.06
Average other types of leaves (Times) <sup>5</sup>	3	2	7
Accidents or serious injuries from work (Times)	0	0	0
Labor disputes (Times)	0	0	0

### Company Secretary

Ms. Prispakorn Pangwiphat was appointed as the Company Secretary by the Board of Directors with effect from 10 February 2021, where the scope of duties and responsibilities of the Company Secretary are as follows:

- 1) To hold the Board of Directors' meetings and shareholders' meetings in accordance with the applicable laws and the Company's Articles of Association, including relevant regulations
- 2) To prepare and retain register of directors, invitations to the Board of Directors' meetings, minutes of the Board of Directors' meetings, invitations to shareholders' meetings and minutes of shareholders' meetings, including the annual reports of the Company
- 3) To keep the reports on conflicts of interest reported by directors or executives

- 4) To provide advice and recommendations to directors regarding laws and regulations in relation to maintenance of listing status on the SET and good governance, including laws and regulations relating to the Company's business operation
- 5) To ensure that disclosure and reports of information comply with laws and/or regulations of the SET, the Office of the SEC, and other competent authorities as well as the principles of good governance
- 6) To undertake any actions required by the Capital Market Supervisory Board or designated by the Board of Directors

The Company Secretary attended various training courses organized by the Thai Institute of Directors, e.g. Corporate Secretary Program (CSP) and Corporate Governance for Executives (CGE). The Company Secretary also regularly and continuously enrolls in training or seminar courses organized by the SET, the Office of the SEC and other

#### Remarks

<sup>1</sup> Announcement No. 13/2564 dated 25 February 2021

<sup>2</sup> Announcement No. 7/2564 dated 1 February 2021

<sup>3</sup> Announcement No. 9/2564 dated 8 March 2021

<sup>4</sup> Announcement No. 11/2564 dated 25 February 2021

<sup>5</sup> Announcement No. 12/2564 dated 24 March 2021



relevant organizations to understand the scope of duties and responsibilities of the Company Secretary and to be able to fully support the roles of the Board of Directors. (For further profile of the Company Secretary, please refer to *Attachment 1 - Details of Directors, Executives, Controlling Persons, the person taking the highest responsibility in finance and accounting and the person supervising accounting and Company Secretary*).

### Head of Internal Audit Division

The Company has appointed Mr. Pipop Intaratut as the Internal Audit Director as of 2012. Mr. Pipop Intaratut has extensive experience in conducting internal audit on business that has similar nature as the Company's business and has enrolled in various internal audit training programs, i.e. training programs organized by the Thai Institute of Directors (IOD), the Institute of Internal Auditors of Thailand (IIAT) and other organizations. Furthermore, Mr. Pipop Intaratut has knowledge and understanding in the Company's business activities and operations. Therefore, the Audit Committee viewed that Mr. Pipop Intaratut is appropriately qualified to perform this duty.

The appointment, dismissal, or transfer of the Head of Internal Audit must be approved by the Audit Committee. (For further profile of the Company Secretary, please refer to *Attachment 3 - Details of the Head of Internal Audit*).

### Audit Fee

In 2021, the Board of Directors appointed EY Company Limited as the external auditor of the Company and subsidiaries for year 2021/2022

The audit firm and auditors have no relationship or conflict of interest with the Company/subsidiaries/management/shareholders or other persons related to the aforementioned persons.

The Company and its subsidiaries have paid audit fee to EY Company Limited for reviewing and auditing the financial statements for the fiscal year ended 31 March 2020, with details as follows

	2020/21 (THB million)	201/20 (THB million)
Audit fee for the fiscal year (THB million)	2.95	2.80
Number of subsidiaries (companies)	11	9

Remarks:

<sup>1</sup>There was a change in the number of the Company's subsidiaries in the fiscal year 2020/21, from 9 companies to 11 companies.

### Non-Audit Fee

The Company and its subsidiaries have paid the non-audit fee of THB 1.48 million for the services fee for reviewing in connection with the purchase price allocation, impairment of investments and consulting of the new financial reporting standards to EY Company Limited.

# KEY PERFORMANCES IN CORPORATE GOVERNANCE 6.3

## 1. Performance of the Board of Directors in the past year

The Company set the Board of Directors' meeting dates in advance every year. For the important or urgent agenda, the Chairman of the Board of Directors can call the meeting for the agenda. In 2020, the Board of Directors held the 6 meetings in total.

The Board of Directors has reviewed and approved the policies and considered the goals and the resources usage for sustainable growth.

## Nomination, Development, and Assessment of the Board of Directors

### Nomination of New Directors

The Nomination and Remuneration Committee is responsible for determining the criteria for nominating candidates for the Company's directors. Qualifications of the directors must be suitable and corresponding with the Company's strategy and the Board's structure, size and composition as determined by the Board of Directors. Such nominated persons must possess suitable qualifications in terms of knowledge, capability, experience, expertise and time dedication, and must be qualified according to the Public Limited Companies Act B.E. 2535 (1992) (as amended), the Securities and Exchange Act B.E. 2535 (1992) (as amended), and the relevant notifications of the SET and the Capital Market Supervisory Board. Appointment of the Company's directors must be approved by the Board of Directors' meeting (by disinterested directors) and/or the shareholders' meeting (as the case maybe). In nominating a new director, the Nomination and Remuneration Committee may engage a professional search firm or use the director pool database of various agencies or proceed by any other means as the Nomination and Remuneration Committee deems appropriate.

In nominating the Company's independent director, the candidate must be qualified according to the definition of an independent director as defined by the Company, which is more stringent than the requirements of the Office of the SEC and the SET.

In nominating a director, the Nomination and Remuneration Committee (by disinterested members) shall consider the structure of the Board of Directors to ensure that the Board of Directors has diversity, appropriate qualifications and skills that are necessary and still lacking in the Board of Directors according to the board skill matrix. In addition, to promote a good corporate governance practice, the Company allows the Company's shareholders holding shares in an aggregate of not less than 5 percent of the Company's total voting rights or the Company's shareholder(s) who, individually or jointly, hold shares in the amount of not less than 3 percent of the total voting rights, having held such shares no less than 6 months from the date of share acquisition to the date of proposal<sup>1</sup>, to nominate director candidates for election at the annual general meeting of shareholders according to the requirements and conditions required by the Company.

### Qualifications of Directors

- 1) Completely qualifying to be a director of a company according to the Public Limited Companies Act B.E. 2535 (1992) (as amended), the Securities and Exchange Act B.E. 2535 (1992) (as amended), and the relevant notifications of the SET and the Capital Market Supervisory Board;
- 2) Possessing qualification and various knowledge, capabilities, skills, experience, and expertise that are beneficial to the Company' business operation;
- 3) Being independent, carrying out the director's duty with due care and integrity, possessing strong physical and mental health, including being able to dedicate to work for the Company; and
- 4) Possessing good professional background, not operate a business, being a partner in any ordinary partnership, being a partner without limit in any limited partnership, or being a director of any other private or public company, which has the same nature of business and competes with the Company, unless it was informed to the meeting of shareholders prior to the passing of resolution appointing such director and done so in compliance with the relevant regulations.

### **Additional Qualifications of Independent Directors**

A person who will be the Company's independent director must be qualified according to the definition of independent director as defined by the Company, which is more stringent than the requirements of the Office of the SEC and the SET, as follows:

- (1) Holding no more than 0.5 percent of the Company's total shares entitling to votes of the Company, its parent company, subsidiaries, associated companies, major shareholder, or controlling person, including the shares held by related persons of any such independent director;
- (2) Neither being nor having been a director involving in the management, employee, staff, salaried consultant, or controlling person of the Company, its parent company, subsidiary, associated company, same-level subsidiary, major shareholder, or controlling person, unless foregoing status has ended for not less than two years;
- (3) Not being a person related by blood or registration under the laws as father, mother, spouse, sibling and child (including spouse of the children) of the executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling person of the Company or its subsidiaries;
- (4) Not having business relationship with the Company, its parent company, subsidiaries, associated companies, major shareholder, or controlling person, in a manner which may interfere with his independent judgment; neither being nor having been a significant shareholder or controlling person of any person having business relationship with the Company, its parent company, subsidiaries, associated companies, major shareholder or controlling person, unless the foregoing relationship has ended for not less than 2 years;
- (5) Neither being nor having been an auditor of the Company, its parent company, subsidiaries, associated companies, major shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiaries, associated companies, major shareholder or controlling person, unless the foregoing relationship has ended for not less than 2 years;
- (6) Neither being nor having been any professional advisor, including legal advisor or financial advisor, who receives service fees exceeding two million Baht from the Company per annum, its parent company, subsidiaries, associated companies, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of such professional advisor, unless the foregoing relationship has ended for not less than 2 years;
- (7) Not being a director who was appointed as a representative of the Company's directors, major shareholder, or shareholders who are related to the Company's major shareholder;
- (8) Not operating a business which has the same nature of business and competes with the business of the Company or subsidiaries or being the director involving in the management, employee, staff, salaried consultant, or holding shares exceeding 1 percent of the total number of voting rights of the other companies operating the business with the same nature and in competition with the Company or its subsidiaries; and
- (9) Not possessing any characteristic which disables the expression of independent opinions with respect to the Company's business operation.

Once appointed as an independent director, the independent director may be assigned by the Board of Directors to make collective decision on the operation of the Company, its parent company, subsidiaries, same-level subsidiaries, major shareholders, or controlling persons.

### **Orientation for New Directors**

The Board of Directors has decided to organize orientation for new director to communicate the summary of visions, missions, and values of the Company, including providing documents for new director to complement his performance as a director of the Company.

### **Term of Office of Directors**

In every annual general meeting of shareholders, one-third (1/3) of the directors, or the number nearest to one-third if the number is not a multiple of three, must retire from office. Retiring directors may be re-elected.

### Nomination of Chief Executive Office

The Nomination and Remuneration Committee is responsible for the nomination of a person to be the Chief Executive Officer following to the qualifications specified by the Company, by considering the Deputy Chief Executive Officer and the Chief Executive Officer within the organization first. If there is no qualified person within the organization, then the Nomination and Remuneration Committee will nominate external candidate to propose to the Board of Directors for appointment. The candidate shall possess qualifications at least as follows:

- Completely qualifying to be an executive of a listed company according to the Securities and Exchange Act B.E. 2535 (1992) (as amended) and the relevant notifications of the SET and the Capital Market Supervisory Board;
- Possessing visions with respect to the management of large organization and management of media business or related businesses; and
- Possessing leadership, being decent interpersonal relations and able to contact and cooperate in an international level, domestically and internationally.

### Succession Plan

The Company has adopted a succession plan for executives with objectives (1) to subordinate personnel in the important positions in order for an uninterrupted operation, (2) to respond to the business plan of the Company concerning the planning and preparation of manpower, and (3) to enhance the career path opportunity and encourage the employees as the Company has a policy to prioritize the nomination of the personnel within the organization. In this regard, the Company has considered the important positions which require a succession plan. The nomination of successors will take into account various factors, such as age, working experience, and past performance.

### Summary of Attendance in Board of Directors' and Sub-Committees' Meeting

Name	Number of Attendances / Number of Meetings					
	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Corporate Governance Committee	Risk Management Committee	Executive Committee
Mr. Keeree Kanjanapas	6/6					
Mr. Marut Arthakaivalatee	5/6		3/3	4/4		
Mr. Surapong Laoha-Unya	6/6					
Mr. Kavin Kanjanapas	6/6					12/12
Mr. Kong Chi Keung	5/6					
Mr. Chan Kin Tak	6/6		3/3	4/4	2/2	11/12
Assoc. Prof. Jaruporn Viyanant	6/6	6/6	3/3	4/4		
Mrs. Maneeporn Siritwatanawong	6/6	6/6	3/3			
Mr. Kiet Srichomkwan	6/6	6/6	3/3		2/2	
Mr. Lap Shun Nelson Leung					1/2	12/12
Mrs. Oranuch Rujirawona					2/2	11/12
Mrs. Chitkasem Moo-Ming					2/2	12/12
Ms. Voraluck Worachuttharn					2/2	12/12
M.L. Kriengkrai Hastindra						12/12

**Remarks:**

Directors and/or members of sub-committees were unable to attend the relevant meetings due to important tasks and have informed the Company Secretary and/or Secretary to each sub-committee prior to the meeting date.

## Remuneration of Directors and Executives

### Directors' Remuneration

#### 1) Monetary Remuneration

The Nomination and Remuneration Committee determined the directors' remuneration for 2020 by taking into account the business size and the Board of Directors' responsibilities, in comparison with other comparable listed companies in terms of market capitalization. The 2020 Annual General Meeting of Shareholders, held on 16 July 2020, passed a resolution to approve the directors' remuneration and bonus for the year 2020 in the amount of not exceeding THB2.63 million, equivalent to 0.5 percent of the annual cash dividend of the Company paid to the shareholders from the Company's operating results for the fiscal year ended 31 March 2020 (decreased by approximately 34.58 percent comparing with the directors' bonus of the preceding year). The directors were delegated to allocate the same among themselves after being approved by the 2020 Annual General Meeting of Shareholders.

The rates of directors' remuneration (including the executives who took the position of director) in 2020 are as follows:

	Year 2020	Year 2019
Monthly Remuneration	per month / person	per month / person
Chairman of the Board of Directors	THB80,000	THB80,000
Chairman of the Audit Committee	THB66,700	THB66,700
Vice Chairman of the Board of Directors	THB66,700	THB66,700
Directors	THB40,000	THB40,000
Meeting Allowance	per attendance / person	per attendance / person
Board of Directors	None	None
Audit Committee		
- Chairman of the Audit Committee	THB20,000	THB20,000
- Members of the Audit Committee	THB20,000	THB20,000
Nomination and Remuneration Committee		
- Chairman of the Nomination and Remuneration Committee	THB20,000	THB20,000
- Members of the Nomination and Remuneration Committee	THB20,000	THB20,000
Corporate Governance Committee		
- Chairman of Corporate Governance Committee	THB20,000	THB20,000
- Members of Corporate Governance Committee	THB20,000	THB20,000
Risk Management Committee		
- Chairman of the Risk Management Committee	THB20,000	None
- Members of the Risk Management Committee	None	None
Executive Committee	None	None



Breakdown of directors' remuneration in 2020 is as follows:

(Unit: THB)

	Name	Remuneration	Meeting Allowance	Bonus	Total
1.	Mr. Keeree Kanjanapas	840,000	-	526,000	1,366,000
2.	Mr. Marut Arthakaivalvatee	700,350	120,000	263,000	1,083,350
3.	Mr. Kavin Kanjanapas	420,000	-	263,000	683,000
4.	Mr. Kong Chi Keung	420,000	-	263,000	683,000
5.	Mr. Surapong Laoha-Unya	420,000	-	263,000	683,000
6.	Mr. Chan Kin Tak	420,000	120,000	263,000	803,000
7.	Assoc. Prof. Jaruporn Viyanant	700,350	240,000	263,000	1,203,350
8.	Mrs. Maneeporn Siriwatanawong	420,000	180,000	263,000	863,000
9.	Mr. Kiet Srichomkwan <sup>2</sup>	420,000	180,000	263,000	863,000
<b>Total</b>		<b>4,760,700</b>	<b>840,000</b>	<b>2,630,000</b>	<b>8,230,700</b>

Remuneration which the Company's directors received from holding position in the Company's subsidiaries in 2020 is as follow:

(Unit: THB)

	Name	Subsidiary	Position	Remuneration <sup>1</sup>
1.	Mr. Keeree Kanjanapas	POV	Director	5,000
		VGIAD	Director	5,000
2.	Mr. Kavin Kanjanapas	POV	Director	5,000
		VGIAD	Director	5,000
3.	Mr. Chan Kin Tak	POV	Director	5,000
		VGIAD	Director	5,000

Remark:

<sup>1</sup> the Company's director received only meeting allowance from the Company's subsidiaries.

## 2) Non-monetary remuneration

- None -

### Executive Remuneration

The Nomination and Remuneration Committee is also responsible for considering and determining the amount and forms of short-term and long-term remunerations of the Chairman of the Executive Committee and the Chief Executive Officer. In determining such remuneration, the Nomination and Remuneration Committee took into account the performance assessments based on various key performance indicators, business achievement, and the Company's operating results comparing with other listed companies in the same industry. The executive's remuneration must be proposed to the Board of Directors' meeting for consideration and approval on an annual basis.

Criteria for performance assessment are as follows:

	Key Performance Indicators (KPIs)
<b>Chairman of the Executive Committee</b>	<ul style="list-style-type: none"> <li>• Shareholder's wealth</li> <li>• Corporate governance</li> <li>• Corporate social responsibilities</li> <li>• Relationship with customers, landlords and business alliances</li> </ul>
<b>Chief Executive Officer</b>	<ul style="list-style-type: none"> <li>• Financial performance</li> <li>• Service and products from customers' perspective</li> <li>• Operational excellence</li> <li>• Personnel development</li> <li>• Innovation</li> </ul>

For other executives, the Chief Executive Officer will determine the remunerations of each executive, as appropriate, based on various performance indicators. The overall annual salary adjustment will be in line with the economic situation and the Company's operating results. The executives' remuneration (excluding the monthly remuneration and meeting allowance paid as directors and/or members of the sub-committees) in 2020/21 is as follows:

	Year 2020/21
Number of Executives (Person)	8
Remuneration from the Company's and its subsidiaries (THB Million)	51.8

### **Oversight of the subsidiaries' and the associated companies' operations**

The Company has monitoring and supervising mechanisms in relation to the management and operation of its subsidiaries and associated companies to maintain benefit of the Company's investment, as follows:

- 1) The Board of Directors will consider and designate the Company's directors, executives or authorized persons to be the representatives in the subsidiaries and the associated companies according to the Company's shareholding ratio in such entities to monitor, supervise, and determine important policies and/or engage in the management of such businesses for the best interest of the Company. In this respect, the Board of Directors and/or the Executive Committee (as the case may be) will instruct the Company's representatives on the vote casting direction for any significant agenda items of the companies which VGI has invested in (whether directly or indirectly);
- 2) The Company has the mechanism to monitor the disclosure of financial information, operating results, the entry into connected transactions, acquisition and disposal of assets, or any other significant transactions of the subsidiaries and the associated companies so that they are accurate and complete according to the Office of the SEC's and the SET's regulations; and
- 3) The Company requires its subsidiaries and associated companies to have a suitable and adequate internal control system.

### **Monitoring of the corporate governance policy and procedure compliance**

VGI places the importance to good corporate governance. VGI has issued the policy and guidelines of the corporate governance policy and code of conduct. The Company also encouraged the understanding and compliance of the policy constantly. Moreover, VGI considers and reviews the corporate governance policy and code of conduct on the annual basis. The Board of Directors' Meeting no.3/2021 has reviewed the policy on 23 March 2021.

VGI has monitored to ensure the compliance of the good corporate governance as follows.

### Conflict of Interest Policy

VGI Group recognizes the importance of doing business with transparency, taking into account all stakeholders. Thus, it has become an important policy to prohibit the directors, executives, and employees from exploiting their positions to seek personal benefit from performing their duties. Therefore, a policy on related party transaction was adopted as a guideline for directors, executives, and employees of VGI Group (Please see additional information under Section 12 Related Party Transaction).

In this regard, VGI requires its directors and executives to send their report on conflict of interest of themselves and their related person(s) to the Company Secretary Division to keep for record and deliver copies of the same to the Chairman of the Board of Directors and the Chairman of the Audit Committee for their acknowledgement within 7 business days from the date of receipt of such report, as an information for examining and overseeing any item which may be a conflict of interest with VGI Group and to comply with relevant regulations, announcements, and the conflict of interest policy of the Company.

In addition, the Board of Directors also set additional conflict of interest policy to prevent any conflict of the best interest of VGI Group and VGI shareholders, including maintaining good corporate governance, as follows:

- 1) When entering into new business, the Company must propose the details regarding the feasibility study plan to the Board of Directors or any person designated by the Board of Directors, and must arrange for a consideration of investment plan, taking into account the return and benefit that would be generated upon the Company and its shareholders. Nonetheless, the Company has no policy to make any transaction with its directors, executives, major shareholders, or any related person thereof, unless it is necessary or to support the business of VGI Group, and for the best benefit of the Company and its shareholders as a whole. In addition, the Company must strictly comply with the relevant announcement and regulations with respect to related party transaction.
- 2) If it is necessary for the Company to lend to its joint venture company in a form of shareholder loan as a financial support, the Company will lend according to the investment proportion, unless there is a necessary and appropriate cause which the Board of Directors will consider and approve on a case by case basis.

However, the Company has no policy to lend money to its directors, executives, or shareholders and/or related person thereof or the joint venture business of the said persons, unless it is a lending proportionate to the investment percentage or for the best interest of the Company and its shareholders. In addition, the Company must strictly comply with the relevant announcements and regulations with respect to related party transaction.

- 3) The Company will prepare agreements in writing according to the form as required by laws, and systematically keep such agreements for record.
- 4) The Board of Directors has approved, in principle, with respect to trade agreements which contain general trade conditions for the transaction between the Company or its subsidiaries with the directors, executives, or any related person thereof to be in line with Section 89/12 of the Securities and Exchange Act B.E. 2535 (as amended). For the related party transaction which does not contain general trade conditions and/or following market price, the Company must strictly comply with the relevant announcements and regulations with respect to related party transaction and not infringing the intellectual property of others.

### Insider Information Policy

VGI is well aware of the importance of the prevention of insider information use by the directors, executives, and employees for the benefit of themselves or others. Therefore, the directors, executives, and employees shall strictly comply with the rules and regulations of the Office of the SEC and the good corporate governance principles, with material details summarized as follows:

- 1) VGI directors and executives (including spouse and minor children of such person) are required to report the change in their securities holding to the Office of the SEC according to Section 59 of the Securities and Exchange Act B.E. 2535 (as amended) within 3 business days from the date of the change in securities holding, and deliver copy of such report to the Company Secretary Division on the same date of report to the Office of the SEC in order to gather, summarize, and present to the Board of Directors' Meeting for their acknowledgement on a quarterly basis.

- 2) The directors, executives, and employees are prohibited from using insider information for the benefit of VGI securities trade or disclosing insider information to outsiders or non-related persons

before such insider information has been publicly disclosed via electronic information disclosure system of the SET.

For clarification regarding the compliance of the insider information policy, VGI has implemented its guidelines which can be summarized as follows:

Restricted Person for Purchase and Sell	Restricted Securities for Purchase and Sell	Blackout Period for Purchase and Sell (From the Date of Disclosure of Financial Statements)		Blackout Period for Purchase and Sell in Case Any Incident Which May Affect the Securities Price Occurred
		Before Disclosure	After Disclosure	
The Company, its subsidiaries, associated companies, directors, executives, and/or any person in the position or in the command line which has access to the insider information of the Company, its subsidiaries, and associated companies	Securities of the Company, its subsidiaries, and associated companies	1 month prior to the date of the Board of Directors' Meeting which has the agenda to consider and approve the financial statements	1 day after the date of the Board of Directors' Meeting which approves the financial statements	<ul style="list-style-type: none"> <li>- 14 days prior to the date of each Board of Directors' Meeting</li> <li>- Until 1 day after the date of each Board of Directors' Meeting</li> </ul>

If any director, executive, or employee violates the aforementioned insider information policy, not only would there be a penalty according to the Securities and Exchange Act B.E. 2535 (as amended), but it would also be considered as a violation to the work regulations which a disciplinary action shall be imposed. The disciplinary actions consist of 3 degrees, from written warning, suspending no more than 7 days without pay, and dismissing without paying compensation, respectively depending on the nature of violation, degree of violation, or degree of damage occurred.

#### Anti-Corruption and Bribery Policy

VGI Group has a policy to operate its business with integrity, honesty, and transparency pursuant to the relevant laws and standards, with a determination to fight all forms of corruption and bribery following the Company's declaration of intention to join the Thailand's Private Sector Collective Action Coalition Against Corruption (CAC). On 18 August 2017, the Company became a member of the Thailand's Private Sector Collective Action Coalition Against Corruption, and has been consistently encouraging and requiring the

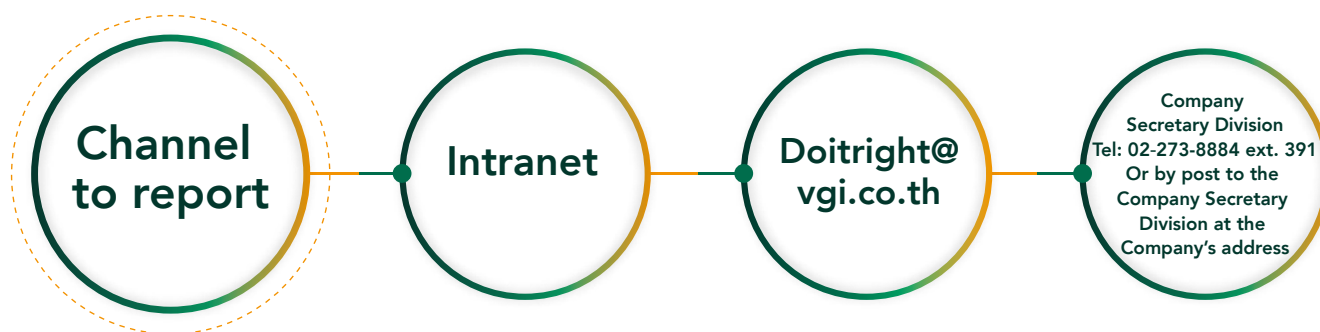
Company, its subsidiaries, and any person relating to the business operation of VGI Group to comply with the anti-corruption and bribery policy. In addition, on 30 June 2020, the Company participated in the risk assessment of the Anti-Corruption and extended the membership with CAC which will be expired on 29 June 2023.

The Board of Directors, executives, and all levels of employees have complied with the "Do It Right" guideline as addressed by the Executive Director of the Company and Chairman of BTS Group Holdings Public Company Limited group companies. The Board of Directors issued the Anti-Corruption measures (review on an annual basis) which consists of

- (1) Anti-Corruption Policy which covers the measures and procedures regarding the charitable contribution, political contribution, no giving or acceptance of gifts from government agencies, no acceptance, offer or demanding gifts or rewards for the business and other costs.
- (2) Whistle Blowing Policy and Protection Measures
- (3) Fraud Risk Management Guideline which is the additional measure of the anti-corruption

In addition, VGI also adopted a reporting system for the receipt of gift, asset, or any other benefit according to the "No Gift Policy". VGI has compiled the gifts that were unable to be returned to the giver and handled them as appropriate.

#### Whistle Blower



VGI encourages directors, executives, employees of the Company to conduct the business in a proper transparent, fair and accountable manner. Therefore, the Company established a channel for receiving clues about wrongdoing, actions that violate the Company's procedures, law, ethics, code of conduct or any other action suspected of corruption. All stakeholders can report incidents or clues through 3 different channels, either the internal and outside the organization, of complainants and informants. The Company will conceal the name, address or any information that can identify the complainants or the informants. And the information of the complainants and the informants will be kept confidential. In 2020/2021 VGI has not received any clues or complaints about corruption.

## 6.4 INTERNAL CONTROL AND RELATED PARTY TRANSACTIONS

### Internal Control System

The Board of Directors places an importance on a good internal control system with a view that a good internal control system will enhance the Company's operation to achieve its objectives and goals as determined, particularly the matters relating to efficiency and effectiveness of business operations, reliability of financial reports and compliance with applicable laws and regulations. In this regard, the Board of Directors assigned the Audit Committee to review and evaluate the Company's internal control system, and report to the Board of Directors on an annual basis for determining a business supervisory framework and ensuring efficiency and effectiveness of the internal control system. The evaluation of the internal control system covers various aspects in accordance with the Internal Control-Integrated Framework set out by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

The Board of Directors' Meeting No. 4/2021, held on 27 May 2021, acknowledged the evaluation results and the Audit Committee's opinion on the sufficiency of the Company's internal control system, and had an opinion in line with the Audit Committee's that the Company's internal control system was sufficient and suitable for its business operation and that there were no material deficiencies in the internal control system. The details of which can be summarised as follows:

#### 1) Control Environment

The Company clearly determined and reviewed its vision, missions, strategies and business directions and announced the same as an operational framework for all employees' acknowledgement. The Company also had an organization structure that supports the effectiveness of the Company's operation by dividing into command lines where the scope of duties and responsibilities of each command line were clearly determined. The organization structure is regularly reviewed to be suitable for the Company's business operation to ensure that each business unit can achieve their objectives and goals.

In addition, the Company has set out its policy and procedures for the approval of matters relating to finance, procurement, general administration, human resources management, and the Corporate Governance Policy and Code of Conduct with clear penalties set out to be imposed on any violation. The Company regularly reviewed and developed relevant policies, rules and operating procedure manual so that to be line with its vision, missions, strategies and business directions and suitable for situation. In this regard, the Company has arranged a training program to build knowledge and understanding with respect to the Corporate Governance Policy and Code of Conduct, including measures and guidelines on anti-corruption for the Company's executives and personnel. Relevant policies, rules, and operating procedure manuals were communicated to the employees and published via the Company's intranet for acknowledgement. It was required as one of the duties and responsibilities of all directors, executives, and employees to acknowledge and strictly adhere to the Company's policies and guidelines. In this regard, the Company's directors, executives, and supervisors shall set a good example and be responsible for monitoring, supervising, and encouraging their subordinates to behave and comply with the Company's defined policies and guidelines.

#### 2) Risk Management

The Company was aware of the importance of risk management as a key mechanism that would help the Company achieve its targets according to its objectives, business plans, strategies and visions. Thus, the Company has set up and developed framework and procedures to manage risks in line with the guidance outlined by the COSO to reduce probability of incident which might have negative impact on the organization. The risk management process consisted of 4 steps, i.e. (1) risk identification, (2) risk assessment, (3) risk management and mitigation, and (4) risk monitoring and report.



### 3) Control Activities

The Company has set policies, manuals, and operating procedures in writing and monitor, control, and ensure their strict compliance on a regular basis. The Company has set out clear scopes of authority and limit of approval of the Board of Directors, the Executive Committee, the Chief Executive Officer, and each level of management. There was an explicit separation of duties and responsibilities for procurement, accounting records and treasury to ensure efficiency of internal audit. In addition, the Company has also circumspectly specified policies and procedures on the Company's entry into transactions with its major shareholders, directors, executives, or any of their related persons, including the connected transactions or the transactions that may have conflict of interest. The policies and procedures were also specified for the use of insider information and the Company's assets for their own interest. These were consistent and in compliance with rules and regulations specified by the Office of SEC, the Capital Market Supervisory Board and the SET.

Moreover, the Company has set policies and procedures for regular monitoring and control of the operations of its subsidiaries. Guidelines regarding monitoring, supervising, and determining important policies were also provided to the Company's representatives who are in the subsidiaries, to ensure that the operation of the subsidiaries would be in accordance with the objectives, targets, and the applicable laws.

### 4) Information and Communication

The Company gave priority to the quality of the information and communication system to ensure that the shareholders, the Board of Directors, sub-committees, executives, employees, and other stakeholders obtain accurate, complete, and sufficient information in a timely manner to make an informed decision. The Company has carried out various matters relating to the information and communication system, as follows:

- Adopted accounting policies that are in accordance with the Generally Accepted Accounting Principles (GAAP) which are suitable for the Company's business operation; and had all accounting records and its supporting documents which properly kept and verifiable;
- Prepared and delivered invitations to meetings together with supporting documents, and recorded minutes of meetings in an accurate and complete manner and proposed to the Board of Directors and shareholders within the time period specified by law; in addition, the Company has prepared and disclosed reports on management discussion and analysis, other material information, or information that may affect the price of the Company's securities, in accordance with the applicable regulations, including having important documents systematically kept by the company secretary in order for any verification;
- Communicated internally via various channels to allow the executives and employees to acknowledge and access the information efficiently, e.g. direct communication from the Chief Executive Office through the arrangement of CEO Town Hall, publication of news and documents of the Company via intranet, email, VGI LINE official account in LINE Messaging application, and other information platforms of the Company;. further, the Company also had the Company Secretary Division to cooperate and communicate with the Board of Directors and the sub-committees; and
- Arranged for an investor relations team to provide information and respond to the investors' enquiries, including arranging for a communicating channel for external stakeholders to communicate through the investor relations team, the Company Secretary Division, and the Internal Audit Division. (Please consider additional contact details under Subject 6. Corporate Governance) In addition, the Company has arranged a specific channel for reporting on any suspicious corruption/bribery via email at VGI\_CAC@vgi.co.th. Those complaints will be collected and presented further to the Audit Committee and/or the Corporate Governance Committee and/or the Board of Directors (as the case may be).

## 5) Monitoring Activities

The Company had clear procedures to monitor the implementation of the internal control system to achieve the defined objectives and goals. Such procedures have been reviewed on a regular basis to be in line with the Company's business operation. The Internal Audit Division was responsible for reviewing and evaluating the Company's internal control system, including providing recommendations to improve operating procedures to ensure that the internal control system was sufficient and appropriate and report the evaluation results of the same directly to the Audit Committee. In case any material deficiencies were discovered, the relevant persons must report the cause and propose solutions to the Audit Committee and/or the Board of Directors (as the case may be). Furthermore, the Company has set up procedures to monitor the progress of the corrective actions and report the same to the Audit Committee and/or the Board of Directors (as the case may be) in the specified timeframe.

### Opinion of the Audit Committee and the Auditor on the Company's Internal Control System

The Audit Committee has evaluated the sufficiency of the Company's internal control system in 5 aspects, i.e. control environment, risk management, control activities, information and communication, and monitoring activities, and viewed that the Company's internal control system was sufficient and suitable for the business operation, capable of protecting the Company's assets from unduly or unauthorised use by its directors or the executives, and no material deficiency in the internal control system was found. In addition, the Company's auditor has reviewed the internal control system that relates to auditing to design an appropriate approach to audit consolidated financial statements and standalone financial statements for the current situation. The auditor viewed that the Company's consolidated financial statements and standalone financial statements accurately represents financial position, operating results, and cashflow of the Company as of 31 March 2021 and fairly according to the standards of financial reports.

## Internal Audit Division

The Internal Audit Division is responsible for examining and assessing the sufficiency of the Company's internal control system on financial and non-financial information, including reviewing compliance with internal rules and providing recommendations for development and improvement of the Company's operations to ensure full compliance with applicable laws and regulations, with good corporate governance and internal control to enable the Company to achieve its business objectives.

The Internal Audit Division prepared an annual audit plan and a 3-year audit plan based on the risk assessment principles with respect to risks that may affect the Company's operation, covering the entire operating procedures of the organization. Such plans have been approved by the Audit Committee. The scope of Internal Audit Division's functions covers examination, review, and assessment of sufficiency and efficiency of the Company's internal control system, including quality of performance in the following matters:

- Reliability of the internal control system, including compliance with the accounting and financial standards and policies to ensure that the accounting and financial information of the Company and its subsidiaries is accurate and reliable, including measures for protecting the Company's assets from any corruption or fraud;
- Reliability of the internal control system in terms of administration and operation to ensure that they are in line with the policies and plans and complying with the applicable laws, rules, and regulations of the supervisory authorities, including the Company's rules which govern various aspects, i.e. management, operation, procurement, marketing, administration, finance and accounting, and human resources;
- Reliability of the internal control system in terms of information by reviewing the structure of the Information and Technology Division, access to information and programs, data processing, system development, data backup, backup plans in case of emergency, authority for operating the system, and storage of documents, manuals, and computer system flowchart; and

- Reliability of the internal control system in terms of anti-corruption to respond to the Company's anti-corruption measures, which shall promote the Company's business operation with integrity and sustainable development. In this respect, the Internal Audit Division is one of the channels to receive complaints. The operation manual in respect of receipt of complaints, was prepared which consist of general compliants, complaints on matters causing material adverse impact, and compliants on suspicious matters concerning corruption and fraud. The Internal Audit Division will monitor the progress of complaint handling and report such progress to the Audit Committee.

The Internal Audit Division presents the audit report to the Audit Committee on a quarterly basis, including monitoring the progress of the corrective actions regularly as per the recommendations provided and encouraging the business units to conduct risk self-assessment. The Internal Audit Division is independent from other departments and is able to access the information and asset of the Company that relate to the auditing. The Internal Audit Division are also able to request for information and explanation from the relevant persons on the subject matters assigned by the Audit Committee to audit. This is to ensure that the internal control system is effective and efficient, the financial report is credible, and the operation is in compliance with the applicable laws, rules, and regulations of the governmental and supervisory agencies and in line with the Company's policies, plans, rules, regulations, orders, and announcements as well as to protect the Company's assets, to prevent the Company from any contingent damage, and to create checks and balances among the business units so that the goals are accomplished.

In addition, the Internal Audit Division encourages its personnel to develop their competencies by regularly attending internal and external training courses to enhance their knowledge, abilities, and expertise in internal audit function, including any other skills necessary to carry out the tasks.

## **Related Party Transactions**

### **Related party transactions between the Company and persons who may have conflicts of interest for the fiscal years ended 31 March 2021 and transactions during the past 2 years**

For the fiscal year 2020/21, the Company and its subsidiaries had related party transactions disclosed by the auditor in the notes to audited financial statements and reviewed by the Audit Committee. The Audit Committee viewed that the management conducted the transactions for the utmost benefit of the Company on the arm's length basis under general trading conditions when compared with transactions with third party. The details of the key related party transactions of the Company and its subsidiaries are as follows:

Persons with Conflict of Interest / Relationship	Transactions	Transaction Value for the fiscal year ended			Necessity and Rationale of Transactions
		31 March 2021	31 March 2020	31 March 2019	
		(THB million)	(THB million)	(THB million)	
<b>BTSG</b> <ul style="list-style-type: none"> <li>BTSG is a major shareholder and a controlling person of the Company.</li> <li>The Company and BTSG have 4 directors in common, namely:               <ol style="list-style-type: none"> <li>Mr. Keeree Kanjanapas;</li> <li>Mr. Kavin Kanjanapas;</li> <li>Mr. Surapong Laoha-Unya; and</li> <li>Mr. Kong Chi Keung.</li> </ol> </li> </ul>	Revenue from providing advertising media	-	85.56	-	It was the Company's normal course of business transaction. The service fees the Company charged BTSG was the same rates it charged other major customers.
	Expenses from using investor relations service and CSR works <sup>(1)</sup>	7.06	5.40	7.36 <sup>(1)</sup>	<p>BTSG is a listed company on the SET and the Company's parent company. BTSG has its own investor relations department and there are certain parts of business database that need to be shared between BTSG and the Company. Therefore, using the investor relations service from BTSG would benefit the Company in terms of operational flexibility. In addition, it would be more efficient to have one team handling investor relations activities of the two companies. In this respect, the investor relations service fees quoted by BTSG was reasonable comparing with cost that would incur to the Company if it renders the investor relations function itself or engages an external service provider.</p> <p><b>Remark:</b>            (1) A transaction value for the fiscal year 2018/19 was a sum of service fee and expense charged by BTSG from the following services, (a) investor relations service in the amount of THB4.35 million and (b) CSR works in the amount of THB3.01 million.</p>

Persons with Conflict of Interest / Relationship	Transactions	Transaction Value for the fiscal year ended			Necessity and Rationale of Transactions
		31 March 2021	31 March 2020	31 March 2019	
		(THB million)	(THB million)	(THB million)	
<b>BTSC</b> <ul style="list-style-type: none"> <li>BTSC is a major shareholder and a controlling person of the Company.</li> <li>The Company and BTSC have 3 directors in common, namely:               <ol style="list-style-type: none"> <li>Mr. Keeree Kanjanapas;</li> <li>Mr. Kavin Kanjanapas; and</li> <li>Mr. Surapong Laoha-Unya</li> </ol> </li> </ul>	Revenue from providing advertising media and merchandising spaces	7.56	9.45	10.30	It was the Company's normal course of business transaction. The service fees the Company charged BTSC was the same rates it charged other major customers.
	Revenue from LCD screen service for BTSC to use for advertisement and communication	1.71	2.11	0.51	The Company had revenue from allowing BTSC to use LCD screens (which currently no longer used for the Company's business operation) at a reasonable price, which was beneficial to the Company.
	Concession fee in relation to the rights of marketing management in BTS Skytrain system between the Company and BTSC and expense relating to the said management	187.30	298.52	300.20	BTSC licensed the Company to manage marketing service in the BTS Skytrain system. The Company, therefore, was required to pay concession fee to BTSC. The concession fee payable to BTSC was comparable and close to the rates paid by other companies engaging in similar business as the Company's.

Persons with Conflict of Interest / Relationship	Transactions	Transaction Value for the fiscal year ended			Necessity and Rationale of Transactions
		31 March 2021	31 March 2020	31 March 2019	
		(THB million)	(THB million)	(THB million)	
	Expenses for maintenance service for platform screen door system and signaling system	18.50	21.33	23.38	The Company engaged BTSC to provide maintenance services for the platform screen door system and its signaling system, because the work required particular expertise, given it related to the BTS Skytrain system. Therefore, BTSC had a good understanding in the system, given it had involved in the design process of the signaling system. The service fees quoted by BTSC was reasonable comparing with other service providers, taking into account BTSC's expertise.
<b>Rabbit Rewards Co., Ltd. ("Rabbit Rewards")</b> <ul style="list-style-type: none"> <li>Rabbit Rewards is a subsidiary of BTSG (holding the shares in Rabbit Rewards indirectly through RB Services Co., Ltd.), which is a major shareholder and a controlling person of the Company.</li> <li>The Company and Rabbit Rewards have 3 directors in common, namely:               <ol style="list-style-type: none"> <li>(1) Mr. Keeree Kanjanapas;</li> <li>(2) Mr. Kavin Kanjanapas; and</li> <li>(3) Mr. Surapong Laoha-Unya.</li> </ol> </li> </ul>	Revenue from providing advertising media and merchandising spaces	1.02	1.72	3.37	It was the Company's normal course of business transaction. The service fees charged to Rabbit Rewards was the same rates as the Company charged other major customers.
	Licensing fee and expenses for use of analytic services and database system to support the Company's advertising business		-	0.45	It was a transaction supporting the Company's normal course of business in relation to data analysis for enhancing efficiency in reaching target audience of the Company's advertising media. Rabbit Rewards had expertise in data analysis which would benefit the Company. Such service fee was reasonable comparing with the cost that would incur to the Company if it engages an external service provider.



Persons with Conflict of Interest / Relationship	Transactions	Transaction Value for the fiscal year ended			Necessity and Rationale of Transactions
		31 March 2021 (THB million)	31 March 2020 (THB million)	31 March 2019 (THB million)	
<b>Unison One Co., Ltd.</b> <b>("Unison One")</b> <ul style="list-style-type: none"> <li>Unison One is a subsidiary of U City Plc. ("U City"), who has a major shareholder in common with the Company, i.e. BTSG.</li> <li>BTSG and Unison One have 2 directors in common, namely:  (1) Mr. Kavin Kanjanapas; and  (2) Mr. Kong Chi Keung.</li> </ul> <p><b>Remark:</b>  (1) On 15 September 2017, Unison One accepted the transfer of ownership over the office building from Dnal Co., Ltd. ("Dnal"), a subsidiary of BTSG, which is a major shareholder and a controlling person of the Company. The transaction value for the fiscal year ended 31 March 2018 comprised  (a) Transaction No. 1 – payment received by Dnal and Unison One in the amount of THB7.45 million and THB8.50 million, respectively; and  (b) Transaction No. 2 – payment received by Dnal and Unison One in the amount of THB0.13 million and THB0.06 million, respectively.</p>	Rental fees from the lease of office building space from Unison One (Transaction No.1)	16.82	17.62	16.54	It was a transaction supporting the Company's normal course of business. The expenses included rental and service fees from the rent of office space and storage space for advertising media tools and materials of the Company's and its subsidiaries. Location of the rented property was close to the BTS train depot which was convenient for conveying devices to be installed BTS-related advertising media. The fees charged by Unison One was the same rates it charged other tenants and were comparable with the rates offered for the nearby property.
	Expenses for advertising media through LCD screens in office building for the Company's customers (Transaction No. 2)	0.09	0.22	0.25	It was the Company's normal course of business transaction. The service fees payable to Unison One was similar to the fees paid to the owners of other large-sized buildings.
<b>Man Kitchen Co., Ltd.</b> <b>("Man Kitchen")</b> <ul style="list-style-type: none"> <li>Man Kitchen is a subsidiary of Man Food Holdings Co., Ltd. ("Man Food"), who has a major shareholder in common with the Company, i.e. BTSG.</li> <li>The Company and Man Kitchen have 1 director in common, namely Mr. Kavin Kanjanapas.</li> </ul>	Expenses for food and services at Chef Man Restaurant for customer entertainment	0.52	1.02	2.71	It was a transaction supporting the Company's normal course of business. The expenses were for customer reception at Chef Man Restaurant, which were the same rates it charged third party customers.

Persons with Conflict of Interest / Relationship	Transactions	Transaction Value for the fiscal year ended			Necessity and Rationale of Transactions
		31 March 2021	31 March 2020	31 March 2019	
		(THB million)	(THB million)	(THB million)	
<b><u>Little Corner Co., Ltd.</u></b> <b>("Little")</b> <ul style="list-style-type: none"> <li>Little is a subsidiary of Man Food (holding shares in Little indirectly through Man Kitchen), who has a major shareholder in common with the Company, i.e. BTSG.</li> <li>The Company and Little have 1 director in common, namely Mr. Kavin Kanjanapas.</li> </ul>	Expenses for food and services at M Krub Restaurant for customer entertainment	-	-	0.36	It was a transaction supporting the Company's normal course of business. The expenses were for customer reception at M Krub Restaurant, which were the same rates it charged third party customers.
<b><u>EGS Assets Co., Ltd.</u></b> <b>("EGS")</b> <ul style="list-style-type: none"> <li>EGS is a subsidiary of U City who has a major shareholder in common with the Company, i.e. BTSG.</li> <li>The Company and EGS have 2 directors in common, namely:               <ol style="list-style-type: none"> <li>(1) Mr. Kavin Kanjanapas; and</li> <li>(2) Mr. Kong Chi Keung.</li> </ol> </li> </ul> <p><b><u>Remark:</u></b>                (1) On 31 August 2018, EGS accepted the transfer of ownership over the land and building of Eastin Grand Sathorn Bangkok from Mo Chit Land Co., Ltd. ("<b>Mo Chit</b>") (formerly known as, BTS Assets Co., Ltd.), a subsidiary of U City. The transaction values for the fiscal year ended 31 March 2018 is the payment received by Mo Chit from the Company, and the transaction values for the fiscal year ended 31 March 2019 comprised the payment received by Mo Chit and EGS in the amount of THB0.773 million and THB0.344 million, respectively.</p>	Room rental and service fees for holding meetings at Eastin Grand Hotel Sathorn	0.27	0.72	1.11	It was a transaction supporting the Company's normal course of business. The expenses were for residential and meeting rooms at Eastin Grand Sathorn Bangkok to accommodate customer reception and the Company's meetings. The rates charged by Eastin Grand Sathorn Bangkok were the same rates it charged third party customers.

Persons with Conflict of Interest / Relationship	Transactions	Transaction Value for the fiscal year ended			Necessity and Rationale of Transactions
		31 March 2021 (THB million)	31 March 2020 (THB million)	31 March 2019 (THB million)	
<b>Muangthong Assets Co., Ltd. ("Muangthong")</b> <ul style="list-style-type: none"> <li>Muangthong is a subsidiary of U City, who has a major shareholder in common with the Company, i.e. BTSG.</li> <li>The Company and Muangthong have 2 directors in common, namely:               <ol style="list-style-type: none"> <li>Mr. Kavin Kanjanapas; and</li> <li>Mr. Kong Chi Keung.</li> </ol> </li> </ul>	Service fee for holding board of directors' meetings at U Sathorn Bangkok Hotel	-	0.004	0.06	It was a transaction supporting the Company's normal course of business. The service fees were for meeting rooms for the board's meetings at U Sathorn Bangkok Hotel. The rates charged by U Sathorn Bangkok Hotel were the same rates it charged third party customers.
<b>Hwakay Thai (Thailand) Co., Ltd. ("Hwakay Thai")</b> <ul style="list-style-type: none"> <li>Ms. Susan Kanjanapas, a daughter of Mr. Keeree Kanjanapas, Chairman of the Board of Directors of the Company, is a director of, and has more than 10 percent interest in, and control over, Oriental Field Ltd., holding 49 percent shares in Hwakay Thai.</li> </ul>	Room rental and service fees for holding a shareholders' meetings at Eastin Hotel Makkasan Bangkok	-	-	0.05	It was a transaction supporting the Company's normal course of business. The expenses were for residential and meeting rooms at Eastin Makkasan Bangkok for customer reception and the Company's meetings. The rates charged by Eastin Makkasan Bangkok were the same rates it charged third party customers.

## **Measures and Procedures for Approval of Related Party Transactions**

The Company has set out measures and procedures for approval of related party transactions. Any entry into a related party transaction with interested persons by the Company and/or its subsidiaries must be considered and opined by the Audit Committee in terms of necessity and appropriateness of such transaction taking into account the best interest of the Company. If the Audit Committee does not have the expertise to consider such transaction, the Company shall engage an independent expert or the Company's auditor to provide opinion on such transaction, so that the Audit Committee and/or the Board of Directors and/or the shareholders, as the case may be, can use such opinion to support their decision-making. To approve related party transactions, any interested persons will not be entitled to vote on the relevant agenda. The Company will disclose any related party transactions in the notes to its financial statements audited by the Company's auditor, and 56-1 One Report.

## **Policy on Entry into Related Party Transactions**

The Company set out its policy on entry into a related party transaction as follows:

- (1) Directors and executives of the Company and its subsidiaries must prepare a report on their conflicts of interest, including those of their related person(s), and submit the same to the Company as information for compliance with the regulations concerning related party transactions;
- (2) Entry into any related party transaction that may lead to any conflict of interest must be avoided;
- (3) In the case that it is necessary to enter into a related party transaction, the Company and its subsidiaries are required to propose such related party transaction to the Executive Committee, the Audit Committee, the Board of Directors, or the shareholders' meeting (as the case may be) for approval, except for the transaction having general commercial terms, which have been approved in principle by the Board of Directors;
- (4) When the Company wishes to enter into a related party transaction, it is required to comply with the Company's internal procedures and the regulations specified by the Office of the SEC and the SET;

- (5) Prices and conditions of a related party transaction shall be determined on an arm's length basis, which must be fair, reasonable, and for the best interest of the Company. In the case there is no comparable price in an uncontrolled transaction, the Company will compare the price with the products or services having the same or similar nature;
- (6) Any interested person on a related party transaction shall not be entitled to approve or vote on such agenda; and
- (7) In considering a key related party transaction, the Company or its subsidiaries may appoint an independent expert to appraise and compare the price in order to ensure that such related party transaction is reasonable and for the best interest of the Company.

## **Tendency on Entry into Related Party Transactions with Interested Persons**

The Company has a policy to avoid entry into any related party transactions that may lead to conflicts of interest. However, the Company may need to enter into a related party transaction with interested person(s) in the future probably because of continuous commercial agreements executed by the Company in the past or it may be part of the Company's normal course of business.

In this respect, the Board of Directors shall comply with laws concerning securities and exchange and relevant regulations, notifications, orders, or requirements and the Company's internal rules concerning related party transactions and major acquisition and disposition of asset transactions. This is to ensure that any decision to enter into these related party transactions will not create any conflicts of interest and will be made for the best interest of the Company and the shareholders. The Company will disclose its related party transactions in the 56-1 One Report and the notes to financial statements audited by the Company's auditor.

# **PART III**

## **FINANCIAL REPORT**





# 7

## Financial Report

---

<b>7.1</b>	Director's Responsibility Report	<b>116</b>
<b>7.2</b>	Independent Auditor's Report	<b>117</b>
<b>7.3</b>	Audited Financial Statements	<b>121</b>
<b>7.4</b>	Notes to Consolidated Financial Statement	<b>132</b>
	Confirmation of Information Accuracy	<b>205</b>
	Definitions	<b>206</b>

# 7.1 DIRECTOR'S RESPONSIBILITY REPORT

The Board of Directors of VGI Public Company Limited is responsible for the financial statements of the Company and its subsidiaries provided in this Annual Report, which have been prepared in accordance with generally accepted accounting standards (GAAP) in Thailand under the Accounting Profession Act B.E. 2547, and the presented in compliance with stipulations under Notification of Department of Business Development dated 28 September 2011 by virtue of Accounting Act B.E. 2543. In this regard, the Board is aware of the accounting policies and believes that these are appropriate and have been consistently applied. The notes to the financial statements disclose details of useful and material financial information supported by reasonable and prudent judgments and estimations where necessary. The Company's external auditor has audited the financial statements and expressed an unqualified opinion in the auditor's report.

The Board of Directors further recognises the importance of presenting a comprehensive view of the Company's financial position and has reviewed and included in this annual report, the Management's discussion and analysis report on the Company's business performance for the benefit of shareholders and other stakeholders.

The Board is also responsible for overseeing that an effective system of corporate governance, including risk management, internal controls and compliance is put in place in order to have reasonable assurance that the financial records of the Company are accurate and complete. The Board evaluates the adequacy of the internal controls system on an annual basis.

The Board of Directors has also appointed the Audit Committee, entirely comprised of Independent Directors, to oversee the accuracy and adequacy of the financial reporting process as well as review the suitability and efficiency of the internal control and independence of the internal audit system. The opinion of the Audit Committee is shown in the Audit Committee Report contained in this Annual Report.

In the opinion of the Board, the audited financial statements and the notes to the financial statements show essential and accurately the financial status, performance and cash flow of the Company during the reporting period in accordance with GAAP, and that the management discussion and analysis offer a fair and relevant view of the business performance of the Company. Further, that the Company has established and maintains a system of corporate governance and internal controls that give reasonable assurance on the integrity of the financial reporting procedures.



**Marut Arthakaivalvatee**  
Vice Chairman of the Board of Directors



**Kavin Kanjanapas**  
Chairman of Executive Committee

# INDEPENDENT AUDITOR'S REPORT 7.2

To the Shareholders of VGI Public Company Limited

## Opinion

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

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of VGI Public Company Limited and its subsidiaries and of VGI Public Company Limited as at 31 March 2021, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

## Basis for Opinion

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

## Emphasis of Matters

I draw attention to the following matters.

- a) Note 1.2 to the financial statements, the COVID-19 pandemic is continuing to evolve, it has slowed down the economic recovery, adversely impacting most businesses and industries. This situation significantly affects the Group's business activities, and this is significantly impacting the Group's financial position, operating results, and cash flows at present and is expected to do so in the future. The Group's management has continuously monitored ongoing developments and assessed the financial impact in respect of the valuation of assets, provisions and contingent liabilities, and has used estimates and judgement in respect of various issues as the situation has evolved.
- b) Note 3 to the financial statements regarding the changes in accounting policies due to the adoption of new financial reporting standards and the effect of the termination of Accounting Guidance on Temporary Relief Measures for Accounting Alternatives in Response to the Impact of the COVID-19 Pandemic. The Group has assessed the financial impacts of these and recognized an impairment loss for investment in associate amounting to Baht 219 million in administrative expenses in the separate financial statements for the current year.
- c) Note 34.4 to the financial statements regarding litigation between the Company and Midas Global Media Company Limited.

My opinion is not modified in respect of these matters.

## Key Audit Matters

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

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

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

### Revenue recognition under the advertising business

The Group has entered into agreements with a large number of customers, and used sales promotions, discounts and special discounts to boost sales. As a result, the Group's recognition of revenues is subject to a variety of conditions under these agreements. The amount and timing of revenue recognition also directly and significantly affects the Group's profit or loss, and service income is a significant item in the financial statements.

I reviewed the revenue recognition of the Group by gaining an understanding of the Group's internal controls with respect to the revenue cycle and selecting representative samples to test the operation of the designed controls, applying a sampling method to select service agreements to assess whether revenue recognition was consistent with the conditions of the relevant agreements, and whether it was in compliance with the Group's policy. I also examined supporting documents on a sampling basis, for actual sales and service transactions occurring during the year and near the end of the accounting period, sent confirmations for the outstanding balance of account receivables, and reviewed credit notes that the Group issued after the period-end date. In addition, I performed analytical procedures on the revenue accounts to detect possible irregularities in sales and service transactions throughout the period, particularly for accounting entries made through journal vouchers.

### Impairment of goodwill and investments consideration

As at 31 March 2021, the Group had goodwill with a carrying amount of Baht 236 million and investments in subsidiaries, joint ventures and associates with a carrying amount of Baht 9,223 million (the Company only: Baht 9,426 million) as discussed in Notes 10, 11, 12 and 16 to the financial statements. In addition, as discussed in Note 12.4 to the financial statements, the Group recognised impairment loss of investment in associate amounting to Baht 219 million in the separate financial statements for this year. The determination of impairment of those assets are significant accounting estimates requiring management to exercise a high degree of judgment in identifying the impairment indicators and cash generating units, and estimating the cash inflows that are expected to be generated from that group of assets in the future including setting an appropriate discount rate and long-term growth rate.

I assessed the indicators of the impairment of assets, the identification of cash generating units and the financial models selected by management, by gaining an understanding of management's decision-making process and testing the significant assumptions applied in preparing estimates of the cash flows expected to be realised from the assets in the future, which involved comparing those assumptions to information from both internal and external sources of the Group and comparing past cash flow projections to actual operating results, in order to evaluate the cash flow projections. I also evaluated the discount rate applied by the Group through analysis of the weighted average cost of capital of the entity, tested the calculation of the realisable values of the assets using the selected financial model, and considered the impact of changes in key assumptions on those realisable values, especially changes in the discount rate and long-term revenue growth rates. Moreover, I reviewed the disclosures made with respect to the impairment assessment for those assets.

### Leases

As discussed in Note 3 to the financial statements, the Group adopted TFRS 16 Leases and elected not to restate comparative information. The Group recognised right-of-use assets and lease liabilities in the consolidated statement of financial position, amounting to Baht 395 million and Baht 437 million, respectively (the Company only: Baht 354 million and Baht 398 million, respectively) as at 1 April 2020 and amounting to Baht 438 million and Baht 488 million, respectively (the Company only: Baht 386 million and Baht 436 million, respectively) as at 31 March 2021. The calculations of the right-of-use assets and lease liabilities reflected in the financial statements are complex, primarily due to the large number of leases held by the Group, and the variety of terms of individual lease contracts. In addition, management is required to exercise judgement in determining the incremental borrowing rate (IBR) and whether there is an option to extend the lease period. There is therefore a risk relating to completeness and accuracy of the lease data which underpins the TFRS 16 calculations.

I have examined the lease recognition of the Group in relation to TFRS 16 as follows.

- Gained an understanding of and assessed the design and implementation of the key controls of the Group relating to the implementation of TFRS16.
- Determined whether the contracts of the Group meet the criteria of leases under TFRS 16, and considered the completeness of the lease data by testing the reconciliation of the lease liabilities to operating lease commitments disclosed in the notes to the consolidated financial statements for the year 2020.
- Verified the accuracy of the underlying lease data by agreeing selected samples of leases to the original contracts.
- Tested the correctness of the calculation of the right-of-use assets and lease liabilities by selecting samples to recalculate.
- Assessed the incremental borrowing rate (IBR) applied in determining lease liabilities.
- Reviewed the disclosures made in the notes to the consolidated financial statements pertaining to leases, including disclosures relating to the first-time adoption of TFRS 16.

### **Other Information**

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

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

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

When I read the annual report of the Group, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance for correction of the misstatement.

### **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

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

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

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

### **Auditor's Responsibilities for the Audit of the Financial Statements**

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

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

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

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies

in internal control that I identify during my audit.

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

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period

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

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

**Pornanan Kitjanawanchai**

Certified Public Accountant (Thailand) No. 7792

EY Office Limited

Bangkok: 27 May 2021



# AUDITED FINANCIAL STATEMENTS 7.3

VGI Public Company Limited and its subsidiaries

## Statement of financial position As at 31 March 2021

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
<b>Assets</b>					
<b>Current assets</b>					
Cash and cash equivalents		1,415,442,219	684,839,432	887,690,259	391,276,140
Current investments		-	45,371,741	-	-
Bank account for advances received from cardholders	8	558,697,733	556,053,912	-	-
Trade and other receivables	9	793,869,941	1,060,607,415	375,240,349	720,643,622
Short-term loans to related parties	7	-	133,360,500	109,500,000	220,360,500
Current portion of long-term loans to related parties	7	-	7,825,500	-	7,825,500
Prepaid expenses	20.1 e)	298,827,288	37,174,098	295,828,200	9,152,131
Other current financial assets		45,870,381	-	-	-
Other current assets		97,493,247	81,320,157	20,572,657	8,787,785
<b>Total current assets</b>		<b>3,210,200,809</b>	<b>2,606,552,755</b>	<b>1,688,831,465</b>	<b>1,358,045,678</b>
<b>Non-current assets</b>					
Restricted bank deposits		6,257,000	3,947,480	-	-
Long-term loans to related parties - net of current portion	7	130,375,109	122,549,609	233,800,875	38,475,375
Investments in subsidiaries	10	-	-	1,352,795,187	1,352,795,187
Investments in joint ventures	11	372,417,502	421,896,504	69,681,250	38,988,476
Investments in associates	12	8,850,441,730	8,860,423,186	8,002,974,586	8,324,748,258
Other long-term investments	13	-	2,568,817,198	-	2,568,817,198
Buildings improvement and equipment	14	1,220,028,021	1,141,511,844	1,115,042,425	1,043,319,016
Right-of-use assets	20	437,562,383	-	385,942,439	-
Intangible assets	15	456,409,543	432,302,536	38,413,986	50,824,896
Estimated amount by which costs of the acquisition of investment in a subsidiary exceed identifiable net assets of the acquiree	10.2	54,313,360	-	-	-
Goodwill	16	236,287,202	236,287,202	-	-
Deferred tax assets	29	93,087,283	560,425,617	64,045,343	549,760,533
Other non-current financial assets	17	5,796,318,831	-	5,796,318,831	-
Other non-current assets		106,535,194	122,231,864	27,780,438	46,659,460
<b>Total non-current assets</b>		<b>17,760,033,158</b>	<b>14,470,393,040</b>	<b>17,086,795,360</b>	<b>14,014,388,399</b>
<b>Total assets</b>		<b>20,970,233,967</b>	<b>17,076,945,795</b>	<b>18,775,626,825</b>	<b>15,372,434,077</b>

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

**Statement of financial position (continued)**  
**As at 31 March 2021**

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2021	2020	2021	2020
Liabilities and shareholders' equity					
Current liabilities					
Short-term loans from financial institutions		-	450,000,000	-	450,000,000
Trade and other payables	18	399,124,518	464,320,772	114,233,614	130,634,957
Accrued expenses		377,351,831	561,111,416	271,334,649	490,957,099
Advances received from cardholders	8	480,150,318	515,239,886	-	-
Current portion of long-term loans from financial institutions	19	1,158,987,662	239,000,000	1,158,987,662	200,000,000
Current portion of lease liabilities	20	109,792,636	-	84,096,729	-
Income tax payable		189,843,457	71,799,667	188,333,499	70,773,460
Unearned revenues		103,560,119	51,964,825	58,202,054	44,928,221
Deposits from cardholders		58,423,700	86,738,600	-	-
Deposits received from rental spaces		79,545,531	88,367,457	79,545,531	88,367,457
Other current financial liabilities	21	79,594,012	-	79,594,012	-
Other current liabilities		146,751,866	131,180,819	70,664,211	69,042,598
Total current liabilities		3,183,125,650	2,659,723,442	2,104,991,961	1,544,703,792
Non-current liabilities					
Long-term loans from financial institutions - net of current portion	19	-	1,200,000,000	-	1,200,000,000
Lease liabilities - net of current portion	20	378,416,123	-	352,181,817	-
Provision for long-term employee benefits	22	140,490,463	122,347,458	79,905,252	74,442,148
Deferred tax liabilities	29	201,065,385	4,425,298	201,065,385	4,425,298
Other non-current liabilities		3,880,332	12,790,649	3,880,332	4,385,652
Total non-current liabilities		723,852,303	1,339,563,405	637,032,786	1,283,253,098
Total liabilities		3,906,977,953	3,999,286,847	2,742,024,747	2,827,956,890

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

**Statement of financial position (continued)**  
**As at 31 March 2021**

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
<b>Shareholders' equity</b>					
Share capital					
Registered					
10,797,520,743 ordinary shares of					
Baht 0.1 each		1,079,752,074	1,079,752,074	1,079,752,074	1,079,752,074
Issued and fully paid-up					
8,611,165,708 ordinary shares					
(31 March 2020:8,611,165,707					
ordinary shares) of Baht 0.1 each		861,116,570	861,116,570	861,116,570	861,116,570
Share premium		12,730,144,769	12,730,144,769	12,730,144,769	12,730,144,769
Retained earnings					
Appropriated - statutory reserve	24	112,104,638	112,104,638	112,104,638	112,104,638
Unappropriated		2,856,470,019	1,927,099,280	2,245,963,163	1,530,752,076
Differences on business combination					
under common control	25	(663,671,949)	(663,671,949)	(663,671,949)	(663,671,949)
Deficit from changes in the ownership					
interests in subsidiaries	25	(43,924,613)	(159,003,127)	-	-
Other components of shareholders' equity		739,452,444	(2,023,895,015)	747,944,887	(2,025,968,917)
Equity attributable to owners of the Company		16,591,691,878	12,783,895,166	16,033,602,078	12,544,477,187
Non-controlling interests of the subsidiaries		471,564,136	293,763,782	-	-
<b>Total shareholders' equity</b>		<b>17,063,256,014</b>	<b>13,077,658,948</b>	<b>16,033,602,078</b>	<b>12,544,477,187</b>
<b>Total liabilities and shareholders' equity</b>		<b>20,970,233,967</b>	<b>17,076,945,795</b>	<b>18,775,626,825</b>	<b>15,372,434,077</b>

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

# Statement of comprehensive income

## For the year ended 31 March 2021

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
<b>Profit or loss:</b>					
<b>Continued operation</b>					
Revenues					
Revenues from services and sales	26	2,166,956,564	3,581,397,840	1,355,822,993	2,600,000,705
Rental income		312,920,893	418,477,995	312,920,893	418,477,995
Dividend income		58,761,992	146,151,683	328,326,954	563,557,149
Other income					
Gain on sale of investment in associate	12.3	592,749,341	-	625,858,395	-
Others		112,463,471	151,730,170	37,252,107	74,161,051
<b>Total revenues</b>		<b>3,243,852,261</b>	<b>4,297,757,688</b>	<b>2,660,181,342</b>	<b>3,656,196,900</b>
<b>Expenses</b>					
Costs of services and sales		1,543,892,357	1,947,713,813	992,760,019	1,396,956,160
Servicing and selling expenses		317,369,365	365,889,366	139,819,322	225,066,206
Administrative expenses		608,279,838	938,310,846	583,461,420	711,847,255
<b>Total expenses</b>		<b>2,469,541,560</b>	<b>3,251,914,025</b>	<b>1,716,040,761</b>	<b>2,333,869,621</b>
<b>Profit from operating activities</b>		<b>774,310,701</b>	<b>1,045,843,663</b>	<b>944,140,581</b>	<b>1,322,327,279</b>
Share of profit from investments in joint ventures and associates	11, 12	338,434,039	131,021,170	-	-
<b>Profit before finance cost and income tax</b>		<b>1,112,744,740</b>	<b>1,176,864,833</b>	<b>944,140,581</b>	<b>1,322,327,279</b>
Finance cost	28	(73,157,153)	(73,956,589)	(69,876,643)	(69,923,049)
<b>Profit before income tax</b>		<b>1,039,587,587</b>	<b>1,102,908,244</b>	<b>874,263,938</b>	<b>1,252,404,230</b>
Income tax	29	(132,910,940)	(214,132,931)	(141,875,654)	(197,588,606)
<b>Profit from continued operation for the year</b>		<b>906,676,647</b>	<b>888,775,313</b>	<b>732,388,284</b>	<b>1,054,815,624</b>
<b>Discontinued operation</b>					
Gain on change in status of investment		-	550,322,818	-	-
Loss		-	(135,333,455)	-	-
<b>Profit from discontinued operation for the year</b>	12.1	<b>-</b>	<b>414,989,363</b>	<b>-</b>	<b>-</b>
<b>Profit for the year</b>		<b>906,676,647</b>	<b>1,303,764,676</b>	<b>732,388,284</b>	<b>1,054,815,624</b>

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

**Statement of comprehensive income (continued)**  
**For the year ended 31 March 2021**

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
Other comprehensive income:					
Other comprehensive income to be reclassified to profit or loss in subsequent years:					
Exchange differences on translation of financial statements in foreign currencies		-	5,891,854	-	-
Exchange differences on translation of financial statements in foreign currencies of associates		(7,686,412)	2,073,902	-	-
Gain on cash flow hedges - net of income tax		13,013,108	-	13,013,108	-
Loss on hedges of a net investment in a foreign operation - net of income tax		(66,360)	-	-	-
Net change in costs of hedging - net of income tax		(2,813,573)	-	-	-
Loss on changes in value of available-for-sale investments- net of income tax		-	(1,991,813,265)	-	(1,991,813,265)
Other comprehensive income to be reclassified to profit or loss in subsequent years - net of income tax		2,446,763	(1,983,847,509)	13,013,108	(1,991,813,265)
Other comprehensive income not to be reclassified to profit or loss in subsequent years:					
Actuarial loss - net of income tax		-	(22,083,797)	-	(10,967,192)
Share of actuarial loss from investments in associates		(5,699,295)	-	-	-
Gain on investments in equity instruments designated at fair value through other comprehensive income - net of income tax		3,110,038,152	-	3,110,038,152	-
Other comprehensive income not to be reclassified to profit or loss in subsequent years - net of income tax		3,104,338,857	(22,083,797)	3,110,038,152	(10,967,192)
Other comprehensive income for the year		3,106,785,620	(2,005,931,306)	3,123,051,260	(2,002,780,457)
Total comprehensive income for the year		4,013,462,267	(702,166,630)	3,855,439,544	(947,964,833)

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

**Statement of comprehensive income (continued)**  
**For the year ended 31 March 2021**

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2021	2020	2021	2020
<b>Profit (loss) attributable to:</b>					
Equity holders of the Company					
Profit from continued operation		979,765,129	926,045,855	732,388,284	1,054,815,624
Profit (loss) from discontinued operation					
Gain on change in status of investment		-	550,322,818	-	-
Loss		-	(52,428,576)	-	-
		979,765,129	1,423,940,097	732,388,284	1,054,815,624
Non-controlling interests of the subsidiaries					
Loss from continued operation		(73,088,482)	(37,270,542)		
Loss from discontinued operation		-	(82,904,879)		
		(73,088,482)	(120,175,421)		
		906,676,647	1,303,764,676		
<b>Total comprehensive income attributable to:</b>					
Equity holders of the Company					
Profit (loss) from continued operation		4,086,550,740	(1,080,090,465)	3,855,439,544	(947,964,833)
Profit (loss) from discontinued operation					
Gain on change in status of investment		-	550,322,818	-	-
Loss		-	(39,634,703)	-	-
		4,086,550,740	(569,402,350)	3,855,439,544	(947,964,833)
Non-controlling interests of the subsidiaries					
Loss from continued operation		(73,088,473)	(37,869,636)		
Loss from discontinued operation		-	(94,894,644)		
		(73,088,473)	(132,764,280)		
		4,013,462,267	(702,166,630)		
<b>Earnings per share</b>					
30					
Basic earnings per share					
Profit attributable to equity holders of					
the Company		0.11	0.17	0.09	0.12
<b>Earnings per share from continued operation</b>					
Basic earnings per share					
Profit attributable to equity holders of					
the Company		0.11	0.11	0.09	0.12

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



# Statement of changes in shareholders' equity

## For the year ended 31 March 2021

(Unit: Baht)

Consolidated financial statements														
Equity attributable to owners of the Company														
	Other components of shareholders' equity													
	Other comprehensive income													
	Issued and paid-up share capital	Share premium	Retained earnings	Differences on business combination under common control	Deficit from changes in the ownership interests in a subsidiary	Exchange differences on translation of financial statements in foreign currencies	Effect of hedges of a net investment in a foreign operation	Cost of hedging reserve	Surplus (deficit) on changes in value of investments	Share of other comprehensive income from associates	Total other components of shareholders' equity	Total equity attributable to owners of the Company	Non-controlling interests of the subsidiaries	Total shareholders' equity
<b>Balance as at 1 April 2019</b>	855,668,009	12,193,069,747	112,104,638	1,469,309,474	(663,671,949)	(223,825,464)	(14,282,818)	-	-	(34,155,652)	-	13,694,215,985	2,912,503,510	16,606,719,495
Profit for the year	-	-	-	1,423,940,097	-	-	-	-	-	-	-	1,423,940,097	(120,175,421)	1,303,764,676
Other comprehensive income for the year	-	-	-	(17,885,902)	-	-	14,282,818	-	(1,991,813,265)	2,073,902	(1,975,456,545)	(1,993,342,447)	(12,588,859)	(2,005,931,306)
Total comprehensive income for the year	-	-	-	-	-	-	-	-	(1,991,813,265)	2,073,902	(1,975,456,545)	(569,402,350)	(132,744,280)	(702,166,630)
Increase in share capital	5,448,561	537,075,022	-	-	-	-	-	-	(1,991,813,265)	-	-	542,523,583	-	542,523,583
Dividend paid (Note 33)	-	-	-	(849,799,879)	-	-	-	-	-	-	-	(849,799,879)	-	(849,799,879)
Dividend paid by a subsidiary to non-controlling interests of the subsidiary	-	-	-	-	-	-	-	-	-	-	-	-	(107,577,643)	(107,577,643)
Disposal of investment in subsidiary without loss of control	-	-	-	-	-	9,759,814	-	-	-	-	-	9,759,814	-	9,759,814
Increase in non-controlling interests of the subsidiaries from acquisition of investment in subsidiary	-	-	-	-	-	-	-	-	-	-	-	-	22,883,364	22,883,364
Acquisition of investment in subsidiary	-	-	-	-	-	(43,401,987)	-	-	-	-	-	(43,401,987)	(116,598,013)	(160,000,000)
Loss of control of investment in the subsidiary	-	-	-	(98,464,510)	-	98,464,510	-	-	-	-	-	-	(2,284,683,156)	(2,284,683,156)
<b>Balance as at 31 March 2020</b>	861,116,570	12,730,144,769	112,104,638	1,927,099,280	(663,671,949)	(159,003,127)	-	-	(2,025,968,917)	2,073,902	(2,023,895,015)	12,783,895,166	293,763,782	13,077,658,948
<b>Balance as at 31 March 2020</b>	861,116,570	12,730,144,769	112,104,638	1,927,099,280	(663,671,949)	(159,003,127)	-	-	(2,025,968,917)	2,073,902	(2,023,895,015)	12,783,895,166	293,763,782	13,077,658,948
Cumulative effect of change in accounting policies (Note 4)	-	-	-	(50,739,598)	-	-	(38,594,422)	-	5,490,835	-	(33,103,587)	(83,843,185)	-	(83,843,185)
<b>Balance as at 1 April 2020 - as restated</b>	861,116,570	12,730,144,769	112,104,638	1,876,359,682	(663,671,949)	(159,003,127)	-	(38,594,422)	(2,020,478,082)	2,073,902	(2,056,988,602)	12,700,051,981	293,763,782	12,993,815,763
Profit for the year	-	-	-	979,765,129	-	-	-	-	-	-	-	979,765,129	(73,088,482)	906,676,647
Other comprehensive income for the year	-	-	-	(5,689,304)	-	-	13,013,108	(66,360)	(2,813,573)	(7,686,412)	3,112,484,915	4,086,550,740	9	3,106,785,620
Total comprehensive income for the year	-	-	-	-	-	-	-	-	3,110,038,152	(7,686,412)	3,112,484,915	4,086,550,740	(73,088,473)	4,013,462,267
Dividend paid (Note 33)	-	-	-	(309,989,357)	-	-	-	-	(7,686,412)	-	-	(309,989,357)	-	(309,989,357)
Issuance of ordinary shares of subsidiary (Note 10.1)	-	-	-	-	-	115,078,514	-	-	-	-	-	115,078,514	250,888,827	365,967,341
Sales of equity instruments	-	-	-	316,033,869	-	-	-	-	(316,033,869)	-	-	-	-	-
<b>Balance as at 31 March 2021</b>	861,116,570	12,730,144,769	112,104,638	2,856,470,019	(663,671,949)	(43,924,613)	(66,360)	(2,813,573)	773,526,201	(5,612,510)	739,452,444	16,591,691,878	471,564,136	17,063,256,014

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

# Statement of changes in shareholders' equity (continued)

## For the year ended 31 March 2021

(Unit: Baht)

Separate financial statements									
	Other components of shareholders' equity								
	Issued and paid-up share capital	Share premium	Retained earnings		Differences on business combination under common control	Other comprehensive income			Total shareholders' equity
			Appropriated	Unappropriated		Effect of cash flow hedges	Surplus (deficit) on changes in value of investments	Other components of shareholders' equity	
Balance as at 1 April 2019	855,668,009	12,193,069,747	112,104,638	1,336,703,524	(663,671,949)	-	(34,155,652)	(34,155,652)	13,799,718,317
Profit for the year	-	-	-	1,054,815,624	-	-	-	-	1,054,815,624
Other comprehensive income for the year	-	-	-	(10,967,192)	-	-	(1,991,813,265)	(1,991,813,265)	(2,002,780,457)
Total comprehensive income for the year	-	-	-	1,043,848,432	-	-	(1,991,813,265)	(1,991,813,265)	(947,964,833)
Increased share capital	5,448,561	537,075,022	-	-	-	-	-	-	542,523,583
Dividend paid (Note 33)	-	-	-	(849,799,880)	-	-	-	-	(849,799,880)
Balance as at 31 March 2020	861,116,570	12,730,144,769	112,104,638	1,530,752,076	(663,671,949)	-	(2,025,968,917)	(2,025,968,917)	12,544,477,187
Balance as at 31 March 2020	861,116,570	12,730,144,769	112,104,638	1,530,752,076	(663,671,949)	-	(2,025,968,917)	(2,025,968,917)	12,544,477,187
Cumulative effect of change in accounting policies (Note 4)	-	-	-	(23,221,709)	-	(38,594,422)	5,490,835	(33,103,587)	(56,325,296)
Balance as at 1 April 2020 – as restated	861,116,570	12,730,144,769	112,104,638	1,507,530,367	(663,671,949)	(38,594,422)	(2,020,478,082)	(2,059,072,504)	12,488,151,891
Profit for the year	-	-	-	732,388,284	-	-	-	-	732,388,284
Other comprehensive income for the year	-	-	-	-	-	13,013,108	3,110,038,152	3,123,051,260	3,123,051,260
Total comprehensive income for the year	-	-	-	732,388,284	-	13,013,108	3,110,038,152	3,123,051,260	3,855,439,544
Dividend paid (Note 33)	-	-	-	(309,989,357)	-	-	-	-	(309,989,357)
Sales of equity instruments	-	-	-	316,033,869	-	-	(316,033,869)	(316,033,869)	-
Balance as at 31 March 2021	861,116,570	12,730,144,769	112,104,638	2,245,963,163	(663,671,949)	(25,581,314)	773,528,201	747,944,887	16,033,602,078

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

## Cash flow statement

### For the year ended 31 March 2021

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
<b>Cash flows from operating activities</b>				
Profit before tax from continued operation	1,039,587,587	1,102,908,244	874,263,938	1,252,404,230
Profit before tax from discontinued operation	-	447,675,830	-	-
Profit before tax	1,039,587,587	1,550,584,074	874,263,938	1,252,404,230
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities:				
Depreciation	386,441,311	411,048,823	324,826,506	226,387,820
Amortisation	82,881,842	208,215,140	12,619,910	16,090,791
Unrealised loss on exchange	548,281	-	-	-
Expected credit losses (reversal)	7,668,778	210,823,141	18,158,455	177,622,671
Allowance for impairment of assets	-	178,026,186	219,208,318	190,116,853
Loss (gain) on disposals of assets	2,364,643	-	(5,734)	-
Loss on write-off of assets	-	82,468,758	-	2,868,189
Provision for long-term employee benefits	23,279,464	55,827,954	10,687,851	22,915,074
Dividend income	(58,761,992)	(146,151,683)	(328,326,954)	(563,557,149)
Gain on sale of investment in associate	(592,749,341)	-	(625,858,395)	-
Gain on sale of derivatives	(11,140,192)	-	(11,140,192)	-
Gain on sales of equity instruments	-	(47,997,793)	-	(47,997,793)
Gain on changes in status of investments	-	(550,322,818)	-	-
Loss on forward exchange contracts at fair value	1,838,735	-	5,438,651	-
Share of profit from investments in joint ventures and associates	(338,434,042)	(43,905,789)	-	-
Interest income	(21,703,724)	(43,256,281)	(11,458,469)	(18,397,578)
Interest expenses	69,219,961	85,215,487	66,421,092	68,794,041
Profit from operating activities before changes in operating assets and liabilities	591,041,311	1,950,575,199	554,834,977	1,327,247,149
Operating assets (increase) decrease				
Bank account for advances received from cardholders	(2,643,821)	(54,479,931)	-	-
Trade and other receivables	299,646,617	(514,190,680)	357,731,672	(88,607,091)
Other current assets	(265,570,951)	(96,729,368)	(296,450,039)	6,575,112
Other non-current assets	(5,656,671)	(22,052,232)	(5,841,722)	26,313,364
Operating liabilities increase (decrease)				
Trade and other payables	(8,164,984)	(43,439,710)	45,658,970	26,580,765
Accrued expenses	(185,878,997)	301,138,044	(219,624,841)	74,053,207
Advances received from cardholders	(35,089,570)	26,699,763	-	-
Unearned revenues	50,812,708	(18,290,829)	12,768,513	(2,549,767)
Deposits from cardholders	(28,314,900)	(28,753,870)	-	-
Deposits received from renting spaces	(8,821,926)	(722,218)	(8,821,926)	(722,218)
Other current liabilities	(32,354,168)	(26,059,327)	(31,485,816)	11,869,093
Provision for long-term employee benefits	(5,459,747)	(5,069,046)	(5,224,747)	(2,876,975)
Other non-current liabilities	-	8,739,264	-	-
Cash flows from operating activities	363,544,901	1,477,365,059	403,545,041	1,377,882,639
Cash paid for interest expenses	(69,695,470)	(88,791,369)	(66,642,736)	(69,102,164)
Cash paid for corporate income tax	(144,003,487)	(397,393,307)	(117,443,975)	(280,238,088)
Corporate income tax refund received	16,341,680	6,114,321	-	-
<b>Net cash flows from operating activities</b>	<b>166,187,624</b>	<b>997,294,704</b>	<b>219,458,330</b>	<b>1,028,542,387</b>

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

## Cash flow statement (continued)

### For the year ended 31 March 2021

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
<b>Cash flows from investing activities</b>				
Decrease (increase) in restricted bank deposits	(709,520)	18,456,537	-	-
Cash paid for purchases of debt instruments	-	(20,947,810)	-	-
Proceeds from sales of debt instruments	-	963,540,124	-	855,000,000
Increase in short-term loans to related parties	-	(61,882,432)	(94,500,000)	(171,360,500)
Increase in long-term loans to related parties	-	-	(130,500,000)	-
Decrease in long-term loans to related parties	-	5,869,125	15,000,000	5,869,125
Net cash paid for purchases of investments in subsidiaries	(27,887,894)	(27,777,636)	-	(18,048,000)
Cash received from sales of investments in subsidiaries	-	-	-	9,716,990
Cash of subsidiaries with loss of control	-	(702,241,441)	-	-
Cash paid for purchases of investments in joint ventures	(32,481,250)	(31,577,500)	(32,481,250)	(31,577,500)
Cash paid for purchases of investments in associates	(70,734,434)	(196,683,384)	(70,734,434)	(196,683,384)
Cash received from sale of investment in associate	935,000,000	-	935,000,000	-
Cash paid for purchases of equity instruments	(323,891,641)	(489,654,865)	(323,891,641)	(489,654,865)
Cash received from sales of equity instruments	990,801,209	252,365,499	990,801,209	252,365,499
Cash paid to settle payables from purchases of equity instruments	(34,113,054)	-	(34,113,054)	-
Cash received from sale of derivatives	11,140,192	-	11,140,192	-
Advances paid for purchases of assets	(576,050)	(35,264,009)	(576,050)	(25,296,795)
Acquisition of equipment	(318,484,422)	(386,479,703)	(272,755,594)	(211,691,945)
Acquisition of intangible assets	(79,899,261)	(69,235,448)	(209,000)	(3,999,120)
Cash paid to settle payables from purchases of assets	(80,780,403)	(29,842,722)	(14,883,252)	(77,673,444)
Dividend income	312,282,810	478,860,659	328,326,954	563,557,149
Interest income	23,097,082	50,961,202	11,597,716	21,520,081
Proceeds from sales of assets	476,359	6,295,253	96,030	114,388
<b>Net cash flows from (used in) investing activities</b>	<b>1,303,239,723</b>	<b>(275,238,551)</b>	<b>1,317,317,826</b>	<b>482,157,679</b>
<b>Cash flows from financing activities</b>				
Increase in short-term loans from financial institutions	1,050,000,000	5,429,349,106	1,050,000,000	4,640,000,000
Decrease in short-term loans from financial institutions	(1,500,000,000)	(6,383,110,000)	(1,500,000,000)	(5,890,000,000)
Cash received from long-term loans from financial institutions	-	121,535,000	-	-
Repayment of long-term loans from financial institutions	(239,000,000)	(58,150,000)	(200,000,000)	-
Repayment of lease liabilities	(105,802,544)	-	(80,372,680)	-
Cash paid to settle payables from purchases of investments in subsidiary	-	(38,000,000)	-	-
Cash paid for purchases of investments in subsidiaries	-	(160,000,000)	-	-
Cash received from sales of investments in a subsidiary without loss of control	-	9,716,990	-	-
Cash received from non-controlling interests for issuance of ordinary shares of subsidiary	365,967,341	-	-	-
Proceeds from exercise of warrants	-	500,000,000	-	500,000,000
Dividend paid	(309,989,357)	(849,799,880)	(309,989,357)	(849,799,880)
Dividend paid by subsidiaries to non-controlling interests of the subsidiaries	-	(107,577,975)	-	-
<b>Net cash flows used in financing activities</b>	<b>(738,824,560)</b>	<b>(1,536,036,759)</b>	<b>(1,040,362,037)</b>	<b>(1,599,799,880)</b>
<b>Translation adjustments</b>	<b>-</b>	<b>(7,135,726)</b>	<b>-</b>	<b>-</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>730,602,787</b>	<b>(821,116,332)</b>	<b>496,414,119</b>	<b>(89,099,814)</b>
Cash and cash equivalents at beginning of year	684,839,432	1,505,955,764	391,276,140	480,375,954
<b>Cash and cash equivalents at end of year</b>	<b>1,415,442,219</b>	<b>684,839,432</b>	<b>887,690,259</b>	<b>391,276,140</b>

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

# Cash flow statement (continued)

## For the year ended 31 March 2021

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
<b>Supplemental disclosures of cash flow information</b>				
Non-cash transactions				
Payable of acquisition of equipment	12,445,820	63,036,426	11,738,461	13,909,581
Payable of acquisition of intangible assets	36,371,510	31,022,461	-	-
Payable of purchases of other long-term investments	-	34,113,054	-	34,113,054
Transfer advance payment for purchases of assets to property, plant and equipment	25,296,795	11,418,212	25,296,795	11,418,212
Increase in investment in associate from loan settlement	135,841,818	-	135,841,818	-
Issuance of additional ordinary shares for purchase of investment in associate	-	42,523,573	-	42,523,573
Increase in right-of-use assets from lease liabilities	149,760,888	-	121,856,670	-

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

# 7.4 NOTES TO CONSOLIDATED FINANCIAL STATEMENT

VGI Public Company Limited

**Notes to consolidated financial statements**  
**For the year ended 31 March 2021**

## 1. General information

### 1.1 Corporate information

VGI Public Company Limited ("the Company") is a public company incorporated and domiciled in Thailand. Its parent company is Bangkok Mass Transit System Public Company Limited ("BTSC"), which is incorporated in Thailand. The parent company of the Group is BTS Group Holdings Public Company Limited ("BTSG"). The Company is principally engaged in the arrangement and provision of advertising services in BTS stations, inside BTS trains, on BTS train bodies, in office buildings, and other spaces and the rental of retail space at BTS stations. The registered office of the Company is at 21, 9th Floor, TST Tower, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok.

### 1.2 The outbreak of the coronavirus (COVID-19)

The Coronavirus disease 2019 pandemic significantly affects. It has slowed down the economic recovery, adversely impacting most businesses and industries. This situation significantly affects the Group's business activities, and this is significantly impacting the Group's financial position, operating results, and cash flows at present, and is expected to do so in the future. The Group's management has continuously monitored ongoing developments and assessed the financial impact in respect of the valuation of assets, provisions and contingent liabilities, and has used estimates and judgement in respect of various issues as the situation has evolved.

## 2. Basis of preparation

### 2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development, issued under the Accounting Act B.E. 2543.

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from the Thai language financial statements.

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

### 2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of VGI Public Company Limited ("the Company") and the following subsidiary companies ("the subsidiaries"):



Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2021 (Percent)	2020 (Percent)
<u>Subsidiaries directly owned by the Company</u>				
VGI Advertising Media Company Limited			100.00	100.00
888 Media Company Limited	Management and provision of advertising services	Thailand	100.00	100.00
Point of View (POV) Media Group Company Limited	Management and provision of advertising services	Thailand	100.00	100.00
BSS Holdings Company Limited	Investment in securities of other companies	Thailand	90.00	90.00
Bangkok Smartcard System Company Limited	Provision of electronic payment services for mass transit system and retail stores	Thailand	90.00	90.00
<b>Held by BSS Holdings Company Limited</b>				
RabbitPay System Company Limited	Provision of electronic money, electronic payment services through any device or network and bill payment services, and investment in securities of other companies	Thailand	80.00	80.00
Rabbit Care Company Limited (Formerly known as "Rabbit Internet Company Limited")	Investment in securities of other companies	Thailand	50.94	60.00
<b>Held by Rabbit Care Company Limited</b>				
Rabbit Insurance Broker Company Limited	Provision of non-life insurance broker and marketing representative	Thailand	100.00	100.00
ASK Direct Group Company Limited	Provision of marketing and advertising media consultant and agency	Thailand	100.00	100.00
Asia Direct Insurance Broker Company Limited	Provision of online car insurance broker and direct sales services for all types of products via telesales	Thailand	100.00	-

- b) The Group is deemed to have control over an investee or subsidiaries if it has rights, or are exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
- c) Subsidiaries are fully consolidated, being the date on which the Group obtains control, and continue to be consolidated until the date when such control ceases.
- d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
- e) The assets and liabilities in the financial statements of overseas subsidiary companies are translated to Baht using the exchange rate prevailing on the end of reporting period, and revenues and expenses translated using monthly average exchange rates. The resulting differences are shown under the caption of "Exchange differences on translation of financial statements in foreign currencies" in the statement of changes in shareholders' equity.
- f) Material balances and transactions between the Group have been eliminated from the consolidated financial statements.

g) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.

2.3 The separate financial statements present investments in subsidiaries, joint ventures and associates under the cost method.

### 3. New financial reporting standards

#### a) Financial reporting standards that became effective in the current year

During the year, the Group has adopted the revised (revised 2019) and new financial reporting standards and interpretations which are effective for fiscal years beginning on or after 1 January 2020. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards. The adoption of these financial reporting standards does not have any significant impact on the Group's financial statements. However, the new standard involves changes to key principles, which are summarised below:

##### Financial reporting standards related to financial instruments

A set of TFRSs related to financial instruments consists of five accounting standards and interpretations, as follows:  
Financial reporting standards:

TFRS 7 Financial Instruments: Disclosures

TFRS 9 Financial Instruments

Accounting standard:

TAS 32 Financial Instruments: Presentation

Financial Reporting Standard Interpretations:

TFRIC 16 Hedges of a Net Investment in a Foreign Operation

TFRIC 19 Extinguishing Financial Liabilities with Equity Instruments

These TFRSs related to financial instruments make stipulations relating to the classification of financial instruments and their measurement at fair value or amortised cost, taking into account the type of instrument, the characteristics of the contractual cash flows and the Company's business model, calculation of impairment using the expected credit loss method, and hedge accounting. These include stipulations regarding the presentation and disclosure of financial instruments.

The impact of the adoption of these standards on the Group's financial statements is as follows.

- Classification and measurement of investments in equity instruments of non-listed companies - The Group is to measure investments in equity instruments of non-listed companies at fair value and to classify the investments as financial assets at fair value, through either profit or loss or through other comprehensive income.
- Recognition of expected credit losses - The Group recognises an allowance for expected credit losses on its debt instruments measured at amortised cost or fair value through other comprehensive income, contract assets, loan commitments, and financial guarantees issued by the Group, and it is no longer necessary for a credit-impaired event to have occurred.
- Recognition of derivatives - The Group is to initially recognise derivatives at their fair value on the contract date and subsequently measure them at fair value at the end of each reporting period. Changes in the fair value of derivatives are recognised in profit or loss. However, the Group applies of hedge accounting for derivatives.
- Hedge accounting - All of the Group's hedging relationships existing before TFRS 9 adoption, that are eligible under TFRS 9 requirements, remain eligible to be treated as hedging relationships

The Group adopted these financial reporting standards which the cumulative effect is recognised as an adjustment to the retained earnings and/or other components of shareholders' equity as at 1 April 2020, and the comparative information was not restated.

The cumulative effect of the change is described in Note 4 to the financial statements.

Furthermore, the Group elected to early adopt the amendments to TFRS 9 and TFRS 7 relating to interest rate

benchmark reform during the year. These amendments are effective for fiscal years beginning on or after 1 January 2021. These amendments provide reliefs which enable the Group's hedge accounting to continue during the period of uncertainty, before the replacement of an existing interest rate benchmark with an alternative risk-free interest rate. The relevant details are disclosed in Note 36.1 to the financial statements.

#### **TFRS 16 Leases**

TFRS 16 supersedes TAS 17 Leases together with related interpretations. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases, and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is low value.

Accounting by lessors under TFRS 16 is substantially unchanged from TAS 17. Lessors will continue to classify leases as either operating or finance leases.

The Group adopted these financial reporting standards using the modified retrospective method of initial adoption of which the cumulative effect is recognised as an adjustment to the retained earnings as at 1 April 2020, and the comparative information was not restated.

The cumulative effect of the change is described in Note 4 to the financial statements.

#### **Accounting Guidance on Temporary Relief Measures for Accounting Alternatives in Response to the Impact of the Covid-19 Pandemic**

The Federation of Accounting Professions announced Accounting Guidance on Temporary Relief Measures for Accounting Alternatives in Response to the Impact of the COVID-19 Pandemic. Its objectives are to alleviate some of the impacts of applying certain financial reporting standards, and to provide clarification about accounting treatments during the period of uncertainty relating to this situation.

On 22 April 2020, the Accounting Treatment Guidance was announced in the Royal Gazette and it is effective for the financial statements prepared for reporting periods ending between 1 January 2020 and 31 December 2020.

The Group has elected to apply the following temporary relief measures on accounting alternatives:

- Not to take into account forward-looking information when determining expected credit losses, in cases where the Group uses a simplified approach to determine expected credit losses.
- Not to account for any reduction in lease payments by lessors resulting from the COVID-19 situation as a lease modification, with the lease liabilities that come due in each period reduced in proportion to the reduction and depreciation of right-of-use assets and interest on lease liabilities recognised in each period reversed in proportion to the reduction, with any differences then recognised in profit or loss.
- Not to use information relating to the COVID-19 situation in determining whether sufficient taxable profits will be available in future periods against which deferred tax assets can be utilised.
- Not to consider the COVID-19 situation as an indication that an asset may be impaired in accordance with TAS 36, Impairment of Assets.
- Not to use information relating to the COVID-19 situation that may affect the cash flow forecasts used in testing goodwill.

The Group has assessed the financial impacts of the uncertainties of the COVID-19 Pandemic on the valuation of assets, provisions and contingent liabilities. As a result, all temporary relief measures on accounting alternatives are terminated on 31 December 2020, the Group recognised resulting losses, amounting to Baht 219 million, in administrative expenses in the separate financial statements for the current year related to impairment of investment, as described in Note 12.4 to the financial statements.

#### **b) Financial reporting standards that became effective for fiscal years beginning on or after 1 January 2021**

The Federation of Accounting Professions issued a number of revised financial reporting standards and interpretations, which are effective for fiscal years beginning on or after 1 January 2021. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The management of the Group is currently evaluating the impact of these standards to the financial statements in the year when they are adopted.

#### 4. Cumulative effects of changes in accounting policies due to the adoption of new financial reporting standard

As described in Note 3 to the financial statements, the Group has adopted financial reporting standards related to financial instruments and TFRS 16. The cumulative effect of initially applying these standards is recognised as an adjustment to retained earnings and/or other components of shareholders' equity as at 1 April 2020. Therefore, the comparative information was not restated.

The impacts from changes in accounting policies as at 1 April 2020 due to the adoption of these standards are presented as follows:

(Unit: Thousand Baht)

	Consolidated financial statements			
	The impacts of			
	Financial reporting standards related to financial instruments	TFRS 16		
31 March 2020			1 April 2020	
Statement of financial position				
Assets				
Current assets				
Current investments	45,372	(45,372)	-	-
Trade and other receivables	1,060,607	(503)	-	1,060,104
Other current financial assets	-	45,372	-	45,372
Other current assets	118,494	-	(7,045)	111,449
Non-current assets				
Investments in associates	8,860,423	(5,405)	(21,608)	8,833,410
Other long-term investments	2,568,817	(2,568,817)	-	-
Property, plant and equipment	1,141,511	-	(11,762)	1,129,749
Right-of-use assets	-	-	394,586	394,586
Deferred tax assets	560,426	9,648	4,045	574,119
Other non-current financial assets	-	2,575,681	-	2,575,681
Total assets	14,355,650	10,604	358,216	14,724,470
Liabilities				
Current liabilities				
Accrued expenses	561,111	(714)	(23,603)	536,794
Current portion of long-term loans from financial institutions	239,000	(1,070)	-	237,930
Current portion of lease liabilities	-	-	92,442	92,442
Other Current liabilities	131,181	-	(2,694)	128,487
Non-current liabilities				
Long-term loans from financial institutions - net of current portion	1,200,000	(6,423)	-	1,193,577
Lease liabilities - net of current portion	-	-	345,030	345,030
Deferred tax liabilities	4,425	1,373	-	5,798
Other non-current financial liabilities	-	56,450	-	56,450
Other non-current liabilities	12,791	-	(8,127)	4,664
Total liabilities	2,148,508	49,616	403,048	2,601,172
Shareholders' equity				
Retained earnings - unappropriated	1,927,099	(5,908)	(44,832)	1,876,359
Other components of shareholders' equity	(2,023,895)	(33,104)	-	(2,056,999)
Total shareholders' equity	(96,796)	(39,012)	(44,832)	(180,640)

(Unit: Thousand Baht)

	Separate financial statements			
	The impacts of			
	31 March 2020	Financial reporting standards related to financial instruments	TFRS 16	
<b>Statement of financial position</b>				
<b>Assets</b>				
<b>Current assets</b>				
Other current assets	17,940	-	(7,042)	10,898
<b>Non-current assets</b>				
Other long-term investments	2,568,817	(2,568,817)	-	-
Right-of-use assets	-	-	354,024	354,024
Deferred tax assets	549,761	9,648	4,045	563,454
Other non-current financial assets	-	2,575,681	-	2,575,681
<b>Total assets</b>	<b>3,136,518</b>	<b>16,512</b>	<b>351,027</b>	<b>3,504,057</b>
<b>Liabilities</b>				
<b>Current liabilities</b>				
Accrued expenses	490,957	(714)	(23,603)	466,640
Current portion of long-term loans from financial institutions	200,000	(1,070)	-	198,930
Current portion of lease liabilities	-	-	71,928	71,928
<b>Non-current liabilities</b>				
Long-term loans from financial institutions - net of current portion	1,200,000	(6,423)	-	1,193,577
Lease liabilities, net of current portion	-	-	325,924	325,924
Deferred tax liabilities	4,425	1,373	-	5,798
Other non-current financial liabilities	-	56,450	-	56,450
<b>Total liabilities</b>	<b>1,895,382</b>	<b>49,616</b>	<b>374,249</b>	<b>2,319,247</b>
<b>Shareholders' equity</b>				
Retained earnings - unappropriated	1,530,752	-	(23,222)	1,507,530
Other components of shareholders' equity	(2,025,969)	(33,104)	-	(2,059,073)
<b>Total shareholders' equity</b>	<b>(495,217)</b>	<b>(33,104)</b>	<b>(23,222)</b>	<b>(551,543)</b>

#### 4.1 Financial instruments

Details of the impact on retained earnings and other components of shareholders' equity as at 1 April 2020 due to the adoption of financial reporting standards related to financial instruments are presented as follows:

(Unit: Thousand Baht)

	Retained earnings		Other components of shareholders' equity
	Consolidated financial statements	Separate financial statements	Consolidated / Separate financial statements
Recognition of an allowance for expected credit losses on financial assets	(4,761)	-	-
Recognition of derivatives at fair value through profit or loss	(1,147)	-	-
Fair value measurement of non-listed equity investment	-	-	5,490
Recognition of derivatives under cash flow hedge	-	-	(38,594)
Impacts of the adoption of financial reporting standards related to financial instruments	(5,908)	-	(33,104)

The classifications, measurement basis and carrying values of financial assets in accordance with TFRS 9 as at 1 April 2020, and with the carrying amounts under the former basis, are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements			
	Classification and measurement in accordance with TFRS 9			
	Carrying amounts under the former basis	Fair value through other comprehensive income	Amortised cost	Total
<b>Financial assets as at 1 April 2020</b>				
Cash and cash equivalents	684,839	-	684,839	684,839
Bank account for advances received from cardholders	556,054	-	556,054	556,054
Trade and other receivables	1,060,607	-	1,060,104	1,060,104
Short-term loans to related parties	133,361	-	133,361	133,361
Current portion of long-term loans to related parties	7,826	-	7,826	7,826
Other current financial assets	45,372	-	45,372	45,372
Restricted bank deposits	3,947	-	3,947	3,947
Long-term loans to related parties - net of current portion	122,550	-	122,550	122,550
Other non-current financial assets	2,568,817	2,575,681	-	2,575,681



(Unit: Thousand Baht)

	Separate financial statements			
	Classification and measurement in accordance with TFRS 9			
	Carrying amounts under the former basis	Fair value through other comprehensive income	Amortised cost	Total
<b>Financial assets as at 1 April 2020</b>				
Cash and cash equivalents	391,276	-	391,276	391,276
Trade and other receivables	720,644	-	720,644	720,644
Short-term loans to related parties	220,361	-	220,361	220,361
Current portion of long-term loans to related parties	7,826	-	7,826	7,826
Long-term loans to related parties - net of current portion	38,476	-	38,476	38,476
Other non-current financial assets	2,568,817	2,575,681	-	2,575,681

As at 1 April 2020, the Group has not designated any financial liabilities at fair value except derivatives amounting to Baht 56 million for which the Group applies hedge accounting with the change in fair value to be recognized in other comprehensive income.

## 4.2 Leases

Upon initial adoption of TFRS 16, the Group recognised lease liabilities previously classified as operating leases at the present value of the remaining lease payments, discounted by using the Group's incremental borrowing rate at 1 April 2020. For leases previously classified as finance leases, the Group recognised the carrying amount of the right-of-use assets and lease liabilities based on the carrying amounts of the lease assets and lease liabilities immediately before the date of initial application of TFRS 16.

(Unit: Thousand Baht)

	Financial Report	
	Consolidated financial statements	Separate financial statements
Operating lease commitments as at 31 March 2020	46,309	32,261
Long-term commitments assessed as lease as at 31 March 2020	408,912	408,912
Less: Short-term leases and leases of low-value assets	(19,557)	(19,268)
Add: Option to extend lease term	11,035	10,638
Add: Contracts reassessed as lease agreements	29,016	12,311
Add: Others	2,176	3,215
Less: Deferred interest expenses	(51,240)	(50,217)
Increase in lease liabilities due to TFRS 16 adoption	426,651	397,852
Liabilities under finance lease agreements as at 31 March 2020	10,821	-
Lease liabilities as at 1 April 2020	437,472	397,852
Incremental borrowing rate (% per annum)	0.46 - 6.46	1.86 - 3.02
Comprise of:		
Current lease liabilities	92,442	71,928
Non-current lease liabilities	345,030	325,924
	437,472	397,852

The adjustments of right-of-use assets due to TFRS 16 adoption as at 1 April 2020 are summarised below:

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
Space for advertising	305,254	305,254
Motor vehicles	34,042	20,452
Building	55,290	28,318
Total right-of-use assets	394,586	354,024

## 5. Significant accounting policies

### 5.1 Revenue recognition

#### Rendering of services

##### Advertising income

Advertising income is recognised when services have been rendered taking into account the stage of completion. Service rate charged is in accordance with service area, service rate charged per area and service period stipulated in the contract.

Commissions paid or discounts given to counterparties who are considered to be customers of the Group are recorded net of revenues from advertising services and volume rebates given to counterparties who are considered to be agents of the Group (which are not the customers of the Group) are recorded as selling expenses.

##### Service income

Revenue from service provision of customer information online is recognised when control of the asset or service are transferred to the customer. Revenue is measured at the amount received or expected receivable of the asset or service transferred, after deducting return and discounts.

Revenue from other digital service provision is recognised when services have been rendered taking into account the stage of completion.

Revenue from advertising production is recognised upon completion of service in cases where control of the assets created has not yet been transferred to the customers.

Insurance brokerage income is recognised on the date the insurance policy comes into effect, net of discounts, and when services have been rendered. In cases where, it is highly uncertain that such income will be received, as a result of policy cancellation, the brokerage income is recorded as advance brokerage income, and recognised as income over the covered period of the policy.

##### Revenues from system installation services

Revenue from system installation services is recognised over time when services have been rendered taking into account the stage of completion, measuring based on information provided by the Group's project managers (output method).

The recognised revenue which is not yet due per the contracts has been presented under the caption of "Accrued income" under other receivables in the statement of financial position. The amounts recognised are reclassified to trade receivables when the Group's right to consideration is unconditional such as upon completion of services and acceptance by the customer.

The obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer is presented under the caption of "Unearned revenue" in the statement of financial position. The amounts are recognised as revenue when the Group performs under the contract.

Revenue from system installation services is recognised upon completion of service which control of the assets created has not yet been transferred to the customers.

### **Sales of goods**

Revenue from sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods. Revenue is measured at the amount of the consideration received or receivable, excluding value added tax, of goods supplied after deducting returns, discounts, allowances and price promotions to customers.

### **Dividends**

Dividends are recognised when the right to receive the dividends is established.

### **Interest income**

Interest income is calculated using the effective interest method and recognised on an accrual basis. The effective interest rate is applied to the gross carrying amount of a financial asset, unless the financial assets subsequently become credit-impaired when it is applied to the net carrying amount of the financial asset (net of the expected credit loss allowance).

### **Finance cost**

Interest expense from financial liabilities at amortised cost is calculated using the effective interest method and recognised on an accrual basis.

## **5.2 Cash and cash equivalents**

Cash and cash equivalents consist of cash in hand and at banks, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

## **5.3 Inventories**

Inventories are valued at the lower of cost under the weighted average method and net realisable value.

## **5.4 Investments**

Investments in joint ventures and associates are accounted for in the consolidated financial statements using the equity method.

Investments in subsidiaries, joint ventures and associates are accounted for in the separate financial statements using the cost method, less allowance for impairment of investments (if any).

## **5.5 Buildings improvement and equipment / Depreciation**

Buildings improvement and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any).

Depreciation of buildings improvement and equipment is calculated by reference to their costs, on the straight-line basis over the following estimated useful lives:

Buildings improvement	- 5 - 20 years and contract period
Equipment	- 5 - 10 years
Furniture, fixtures and office equipment	- 2 - 10 years
Motor vehicles	- 5 - 6 years

Depreciation is included in profit or loss.

No depreciation is provided on assets under installation.

An item of buildings improvement and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

## 5.6 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale

are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

## 5.7 Intangible assets

Intangible assets with finite lives are amortised on a systematic basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged to profit or loss.

A summary of the intangible assets with finite useful lives is as follows:

	<u>Useful lives</u>
Royalty	- 10 years
Computer software	- 2-10 years

No amortisation is provided on computer software under development.

## 5.8 Goodwill

Goodwill is initially recorded at cost, which equals to the excess of cost of business combination over the fair value of the net assets acquired. If the fair value of the net assets acquired exceeds the cost of business combination, the excess is immediately recognised as gain in profit or loss.

Goodwill is carried at cost less any accumulated impairment losses. Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the Group's cash generating units (or group of cash-generating units) that are expected to benefit from the synergies of the combination. The Group estimates the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in profit or loss. Impairment losses relating to goodwill cannot be reversed in future periods.

## 5.9 Business combinations under common control

Business combinations under common control are accounted for using the pooling of interests method, with the cost of the business combinations under common control being the fair value, at the date of exchange, of the consideration transferred to obtain control. The assets and liabilities of the entities pooled are recognized based on their book values, in proportion to the interests previously under common control.

Differences between the costs of the business combination under common control and the acquirer's proportionate interests in the book value of the pooled entities are directly recognised in shareholders' equity (and if the pooled entities have profit or loss transactions directly recognised in the shareholders' equity, the financial statements after business combination present the transaction as if the business combination occurred at the earliest reporting date). The remaining difference between the cost of the business combination under common control and the acquirer's proportionate interest in the book value of the pooled entities, after recognising the profit or loss transactions directly in shareholders' equity, is presented as "Differences on business combination under common control" in shareholders' equity.

Costs relating to business combinations under common control are accounted for as expenses in the period in which the business combination occurred.

## 5.10 Leases

At inception of contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

## The Group as a lessee

### Accounting policies adopted since 1 April 2020

The Group applied a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. At the commencement date of the lease (i.e. the date the underlying asset is available for use), the Group recognises right-of-use assets representing the right to use underlying assets and lease liabilities based on lease payments.

#### **Right-of-use assets**

Right-of-use assets are measured at cost, less accumulated depreciation, any accumulated impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities initially recognised, initial direct costs incurred, and lease payments made at or before the commencement date of the lease less any lease incentives received.

Depreciation of right-of-use assets are calculated by reference to their costs, on the straight-line basis over the shorter of their estimated useful lives and the lease term.

Space for advertising	- 1 - 14 years
Buildings	- 1.5 - 6 years
Motor vehicles	- 1 - 6 years
Equipment storage space	- 9 years

If ownership of the leased asset is transferred to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

#### **Lease liabilities**

Lease liabilities are measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be payable under residual value guarantees. Moreover, the lease payments include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

The Group discounted the present value of the lease payments by the interest rate implicit in the lease or the Group's incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

#### **Short-term leases and leases of low-value assets**

A lease that has a lease term less than or equal to 12 months from commencement date or a lease of low-value assets is recognised as expenses on a straight-line basis over the lease term.

### Accounting policies adopted before 1 April 2020

Leases of property, plant or equipment which transfer substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lower of the fair value of the leased assets and the present value of the minimum lease payments. The outstanding rental obligations, net of finance charges, are included in long-term payables, while the interest element is charged to profit or loss over the lease period. The assets acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease period.

Leases of property, plant or equipment which do not transfer substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognised as an expense in profit or loss on a straight-line basis over the lease term.

### **The Group as a lessor**

A lease that transfers substantially all the risks and rewards incidental to ownership of an underlying asset to a lessee is classified as finance leases. As at the commencement date, an asset held under a finance lease is recognised as a receivable at an amount equal to the net investment in the lease or the present value of the lease payments receivable and any unguaranteed residual value. Subsequently, finance income is recognised over the lease term to reflect a constant periodic rate of return on the net investment in the lease.

A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset to a lessee. Lease receivables from operating leases is recognised as income in profit or loss on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying assets and recognised as an expense over the lease term on the same basis as the lease income.

### **5.11 Related party transactions**

Related parties comprise individuals or enterprises that control, or are controlled by, the Group, whether directly or indirectly, or which are under common control with the Group.

They also include associated companies, and individuals or enterprises which directly or indirectly own a voting interest in the Group that gives them significant influence over the Group, key management personnel, directors, and officers with authority in the planning and direction of the Group's operations.

### **5.12 Foreign currencies**

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency. Items of each entity included in the consolidated financial statements are measured using the functional currency of that entity.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period.

Gain and loss on exchange are included in determining income, except equity translation difference of instruments measured at fair value through other comprehensive income are included in the fair value gain or loss on equity instruments in other comprehensive income.

### **5.13 Impairment of non-financial assets**

At the end of each reporting period, the Group performs impairment reviews in respect of non-financial assets whenever events or changes in circumstances indicate that an asset may be impaired. The Group also carries out annual impairment reviews in respect of goodwill. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Group could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

An impairment loss is recognised in profit or loss.

In the assessment of asset impairment except for goodwill, if there is any indication that previously recognised impairment losses may no longer exist or may have decreased, the Group estimates the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The increased carrying amount of the asset attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss.



## 5.14 Employee benefits

### Short-term employee benefits

Salaries, wages, bonuses and contributions to the social security fund are recognised as expenses when incurred.

### Post-employment benefits and other long-term employee benefits

#### Defined contribution plans

The Group and its employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Group. The fund's assets are held in a separate trust fund and the Group's contributions are recognised as expenses when incurred.

#### Defined benefit plans and other long-term employee benefits

The Group has obligations in respect of the severance payments they must make to employees upon retirement under labor law. The Group treats these severance payment obligations as a defined benefit plan. In addition, the Group provides other long-term employee benefit plan, namely long service awards.

The obligation under the defined benefit plan and other long-term employee benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from defined benefit plans are recognised immediately in other comprehensive income.

Actuarial gains and losses arising from other long-term benefits are recognised immediately in profit and loss.

Past service costs are recognized in profit or loss on the earlier of the date of the plan amendment or curtailment and the date that the Company recognizes restructuring-related costs.

## 5.15 Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

Provision for anticipated losses on installation projects is made in the accounts in full when the possibility of loss is ascertained.

## 5.16 Income tax

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

### Current tax

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

### Deferred tax

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

The Group recognises deferred tax liabilities for all taxable temporary differences while it recognises deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that they are probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

At each reporting date, the Group reviews and reduce the carrying amounts of deferred tax assets to the extent that they are no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Group records deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

## 5.17 Financial instruments

### Accounting policies adopted since 1 April 2020

The Group initially measures financial assets at its fair value plus, in the case of financial assets that are not measured at fair value through profit or loss, transaction costs. However, trade receivables, that do not contain a significant financing component, are measured at the transaction price as disclosed in the accounting policy relating to revenue recognition.

### **Classification and measurement of financial assets**

Financial assets are classified, at initial recognition, as to be subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI"), or fair value through profit or loss ("FVTPL"). The classification of financial assets at initial recognition is driven by the Group's business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

### Financial assets at amortised cost

The Group measures financial assets at amortised cost if the financial asset is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate ("EIR") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

### Financial assets designated at FVOCI (equity instruments)

Upon initial recognition, the Group can elect to irrevocably classify its equity investments which are not held for trading as equity instruments designated at FVOCI. The classification is determined on an instrument-by-instrument basis.

Gains and losses recognised in other comprehensive income on these financial assets are never recycled to profit or loss.

Dividends are recognised as other income in profit or loss, except when the dividends clearly represent a recovery of part of the cost of the financial asset, in which case, the gains are recognised in other comprehensive income.

Equity instruments designated at FVOCI are not subject to impairment assessment.

### Financial assets at FVTPL

Financial assets measured at FVTPL are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

These financial assets include derivatives, security investments held for trading, equity investments which the Group has not irrevocably elected to classify at FVOCI and financial assets with cash flows that are not solely payments of principal and interest.

Dividends on listed equity investments are recognised as other income in profit or loss.

### **Classification and measurement of financial liabilities**

Except for derivative liabilities, at initial recognition the Group's financial liabilities are recognised at fair value net of transaction costs and classified as liabilities to be subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. In determining amortised cost, the Group takes into account any discounts or premiums on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in profit or loss.

### **Derecognition of financial instruments**

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or have been transferred and either the Group has transferred substantially all the risks and rewards of the asset, or the Group has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

### **Impairment of financial assets**

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure (a lifetime ECL).

The Group considers a significant increase in credit risk to have occurred when contractual payments are more than 30 days past due and considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to have a significant increase in credit risk and to be in default using other internal or external information, such as credit rating of issuers.

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. It is based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset, and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

#### Accounting policies adopted before 1 April 2020

### **Accounts receivable**

Accounts receivable are stated at the net realisable value. Allowance for doubtful accounts is provided for the estimated losses that may be incurred in collection of receivables.

The allowance is generally based on collection experience and analysis of debt aging.

### **Investments**

- a) Investments in securities held for trading and derivative instruments are stated at fair value. Changes in the fair value of these securities are recorded in the profit or loss.
- b) Investments in available-for-sale securities are stated at fair value. Changes in the fair value of these securities are recorded in other comprehensive income, and will be recorded in profit and loss when the securities are sold.
- c) Investments in debt securities, both due within one year and expected to be held to maturity, are recorded at amortised cost. The premium/discount on debt securities is amortised/accreted by the effective rate method with the amortised/accreted amount presented as an adjustment to the interest income.
- d) Investments in non-marketable equity securities, which the Group classifies as other investments, are stated at cost net of allowance for impairment loss (if any).

## 5.18 Derivatives and hedge accounting

The Group uses derivatives, such as forward currency contracts, cross currency and interest rate swaps to hedge its foreign currency risks and interest rate risks.

Derivatives are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. The subsequent changes are recognised in profit or loss unless the derivative is designated and effective as a hedging instrument under cash flow hedge / hedges of a net investment in a foreign operation. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Derivatives are presented as non-current assets or non-current liabilities if the remaining maturity of the instrument is more than 12 months and it is not due to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

### Hedge accounting

For the purpose of hedge accounting, hedges are classified as:

- Cash flow hedges when hedging the exposure to a variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability
- Hedges of a net investment in a foreign operation

At the inception of a hedging relationship, the Group formally designates and documents the hedging relationship to which it wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge.

The documentation, at the inception of the hedge and on an ongoing basis, includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how the Group will assess whether the hedging relationship meets the hedge effectiveness requirements, including analysis of the sources of hedge ineffectiveness and how the hedge ratio is determined.

A hedging relationship qualifies for hedge accounting if it meets all of the following hedge effectiveness requirements:

- There is 'an economic relationship' between the hedged item and the hedging instrument.
- The effect of credit risk is not the dominant factor in the value changes that result from that economic relationship.
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

Hedges that meet all of the qualifying criteria for hedge accounting are accounted for, as described below:

#### Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in other comprehensive income in the cash flow hedge reserve, while any ineffective portion is recognised immediately in profit or loss. The cash flow hedge reserve is adjusted to the lower (in absolute amounts) of the cumulative gain or loss on the hedging instrument and the cumulative change in fair value of the hedged item.

The way cash flow hedge reserve accumulated in other comprehensive income are subsequently accounted for, depends on the nature of the underlying hedged transaction. If the hedged transaction subsequently results in the recognition of a non-financial item, the reserve accumulated in equity is removed from the separate component of equity and included in the initial cost or other carrying amount of the hedged asset or liability. This is not a reclassification adjustment and is not recognised in other comprehensive income for the period. For any other cash flow hedges, the reserve accumulated in other comprehensive income is subsequently reclassified to profit or loss as a reclassification adjustment in the same period which the hedged cash flows affect profit or loss.

If cash flow hedge accounting is discontinued, the cash flow hedge reserve accumulated in other comprehensive income must remain in equity if the hedged future cash flows are still expected to occur. Otherwise, the reserve will be immediately reclassified to profit or loss as a reclassification adjustment. After discontinuation, once the hedged cash flow occurs, the way the reserve remaining in equity is accounted for depends on the nature of the underlying transaction as described above.

The Group designates only the spot element of forward contracts and the financial instrument excluding the foreign currency basis spread as a hedging instrument. The change in fair value of the forward element of forward contracts and the foreign currency basis spread of financial instrument that relates to the hedged item is separately accounted for as a cost of hedging which is recognised in other comprehensive income and accumulated in a separate component of equity under cost of hedging reserve.

If the hedged item is transaction-related, the cost of hedging reserve accumulated in other comprehensive income is reclassified to profit or loss when the hedged item affects profit or loss. If the hedged item is time-period related, then the reserve accumulated in other comprehensive income is reclassified to profit or loss on systematic and rational basis. The reclassified amounts are recognised in profit or loss in the same line as the hedged item. If the hedged item is a non-financial item, then the reserve is removed directly from equity and included in the initial carrying amount of the recognised non-financial item. Furthermore, if the Group expects that some or all of the loss accumulated in cost of hedging reserve will not be recovered in the future, that amount is immediately reclassified to profit or loss.

#### Hedges of a net investment in a foreign operation

Hedges of a net investment in a foreign operation, including a hedge of a monetary item that is accounted for as part of the net investment, are accounted for in a way similar to cash flow hedges. Gains or losses on the hedging instrument relating to the effective portion of the hedge are recognised as other comprehensive income while any gains or losses relating to the ineffective portion are recognised in profit or loss. On disposal of the foreign operation, the cumulative value of any such gains or losses recorded in equity is transferred to profit or loss.

### **5.19 Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability

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

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

- Level 1      Use of quoted market prices in an observable active market for such assets or liabilities
- Level 2      Use of other observable inputs for such assets or liabilities, whether directly or indirectly
- Level 3      Use of unobservable inputs such as estimates of future cash flows

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

## **6. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES**

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures; and actual results could differ from these estimates. Significant judgements and estimates are as follows:

### **Leases**

#### **Determining the lease term with extension and termination options - The Group as a lessee**

In determining the lease term, the management is required to exercise judgement in assessing whether the Group is reasonably certain to exercise the option to extend or terminate the lease considering all relevant facts and circumstances that create an economic incentive for the Group to exercise either the extension or termination option.

#### **Estimating the incremental borrowing rate - The Group as a lessee**

The Group cannot readily determine the interest rate implicit in the lease, therefore, the management is required to exercise judgement in estimating its incremental borrowing rate to discount lease liabilities. The incremental borrowing rate is the rate of interest that the Group would have to pay to borrow over a similar term, and with

a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

#### **Allowance for expected credit losses**

In determining an allowance for expected credit losses of financial assets, the management needs to make judgement and estimates based upon, among other things, past collection history, aging profile of outstanding debts, the expected future cash-inflows and the forecast economic condition for groupings of various customer segments with similar credit risks. The Group's historical credit loss experience and forecast economic conditions may also not be representative of whether a customer will actually default in the future.

#### **Fair value of financial instruments**

In determining the fair value of financial instruments recognised in the statement of financial position that are not actively traded and for which quoted market prices are not readily available, the management exercise judgement, using a variety of valuation techniques and models. The input to these models is taken from observable markets, and includes consideration of credit risk, liquidity, correlation and longer-term volatility of financial instruments. Change in assumptions about these factors could affect the fair value recognised in the statement of financial position and disclosures of fair value hierarchy.

#### **Allowance for impairment of non-financial assets**

In determining allowance for impairment of non-financial assets, the management is required to exercise judgements regarding determination of the recoverable amount of the asset, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs of disposing of the asset. The value in use calculation is based on a discounted cash flow model. The cash flows do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the performance of the assets of the cash-generating unit being tested (the fair value less costs to sell calculated by the income approach, the cash flows include significant future investments that will enhance the performance of the assets of the cash-generating unit being tested). The recoverable amount is sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

#### **Buildings improvement and equipment / Depreciation**

In determining depreciation of buildings improvement and equipment, the management is required to make estimates of the useful lives and residual values of the buildings improvement and equipment including asset decommissioning costs and to review estimated useful lives, residual values and asset decommissioning costs when there are any changes.

#### **Litigations**

The Group has contingent liabilities as a result of litigations. The Group's management has used judgement to assess of the results of the litigations and believes that no loss will result. Therefore no contingent liabilities are recorded as at the end of reporting period.



(Unit: Million Baht)

## 7. RELATED PARTY TRANSACTIONS

During the years, the Group had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Group and those related parties.

	Consolidated financial statements		Separate financial statements		Transfer pricing policy
	2021	2020	2021	2020	
<b>Transactions with subsidiaries</b> (eliminated from the consolidated financial statements)					
Service income	-	-	18	80	Contract rate
Interest income	-	-	8	6	Contract rate
Costs of services	-	-	98	378	Contract rate
Acquisition of equipment and computer software	-	-	-	188	Contract price
<b>Transactions with the ultimate parent company</b>					
Service income	66	136	-	78	Contract rate
Investor relation expenses	7	5	7	5	Contract rate
<b>Transactions with the parent company</b>					
Service income	58	63	9	12	Contract rate
Revenue from installation services	3	48	-	-	Contract rate
Concession fees and other costs of services	214	350	202	314	Contract rate
Costs of system installation	-	40	-	-	Contract rate
<b>Transactions with jointly controlled entities</b>					
Service income	24	55	20	42	Contract rate
Revenue from installation services	9	57	-	-	Contract rate
Sales	-	7	-	-	Agreed-upon price
Interest income	10	13	-	-	Contract rate
Costs of services	9	14	-	-	Contract rate
<b>Transactions with associates</b>					
Service income	67	59	58	56	Contract rate
Interest income	2	5	2	3	Contract rate
Costs of services	163	45	110	32	Contract rate
Acquisition of equipment and computer software	196	-	196	-	Contract price
<b>Transactions with related companies</b>					
Service income	8	25	1	1	Contract rate
Revenue from installation services	9	-	-	-	Contract rate
Costs of services	30	6	-	1	Contract rate
Rental and service expenses	25	27	16	17	Contract rate

As at 31 March 2021 and 2020, the balances of the accounts between the Group and those related individuals or companies were as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
<b>Trade and other receivables - related parties (Note 9)</b>				
Ultimate parent company	29,677	84,041	-	29,997
Parent company	26,716	8,123	286	2,088
Subsidiaries	-	-	4,907	13,925
Jointly controlled entities	51,640	71,722	1,638	13,001
Associates	95,645	61,941	36,985	34,747
Related companies (related by common shareholders and/or directors)	1,195	2,799	-	106
Total trade and other receivables - related parties	204,873	228,626	43,816	93,864
<b>Prepaid expenses - related parties</b>				
Ultimate parent company	-	11	-	-
Parent company	7,087	7,903	7,087	7,903
Subsidiary	-	-	7,200	-
Associates	631	2,040	631	2,040
Related companies (related by common shareholders and directors, or being shareholders of subsidiaries)	-	11	-	-
Total prepaid expenses - related parties	7,718	9,965	14,918	9,943
<b>Advance payments for purchases of assets - related party</b>				
Associate	576	16,075	576	16,075
Total advance payments for purchases of assets - related party	576	16,075	576	16,075
<b>Deposits - related parties</b>				
Parent company	642	795	642	643
Jointly controlled entities	1,461	1,136	-	-
Related companies (related by common shareholders and directors)	4,169	5,636	3,483	3,380
Total deposits - related parties	6,272	7,567	4,125	4,023
<b>Trade and other payables - related parties (Note 18)</b>				
Ultimate parent company	570	482	570	482
Parent company	22,798	98,252	16,992	21,334
Subsidiaries	-	-	4,033	10,385
Jointly controlled entities	112	1,194	-	1,192
Associates	33,185	27,763	24,113	19,164
Related companies (related by common shareholders and/or directors, being shareholders of subsidiaries, or related as the Company is a shareholder)	7,013	23,282	763	259
Total trade and other payables - related parties	63,678	150,973	46,471	52,816

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
<b>Accrued expenses - related parties</b>				
Ultimate parent company	-	861	-	-
Parent company	65,195	82,070	60,049	81,531
Subsidiaries	-	-	2,409	10,778
Jointly controlled entities	236	-	236	-
Associates	15,064	49,936	41,345	40,580
Related companies (related by common shareholders and/or directors, or being shareholders of subsidiaries)	26,960	1,742	24	799
Total accrued expenses - related parties	107,455	134,609	104,063	133,688
<b>Lease liabilities - related parties</b>				
Parent company	346,046	-	346,046	-
Related company (associate of ultimate parent company)	27,532	-	24,877	-
Total lease liabilities - related parties	373,578	-	370,923	-
<b>Unearned revenues - related parties</b>				
Ultimate parent company	50	3	-	-
Parent company	4,386	5,191	4,386	4,891
Jointly controlled entities	338	488	100	250
Associates	2,794	1,078	2,786	1,049
Related company (related by common shareholders and directors)	12	-	-	-
Total unearned revenues - related parties	7,580	6,760	7,272	6,190
<b>Other current liabilities - related parties</b>				
Parent company	2,346	-	-	-
Jointly controlled entities	13,246	3,560	2,200	-
Associate	1,346	-	1,346	-
Related company (being a shareholder of a subsidiary)	-	1,642	-	-
Total other current liabilities - related parties	16,938	5,202	3,546	-

Short-term loans to related parties

As at 31 March 2021 and 2020, the balances of short-term loans between the Group and those related companies and the movements were as follows:

(Unit: Thousand Baht)

Short-term loans	Consolidated financial statements			
	Balance as at 31 March 2020	Increase during the year	Decrease during the year	Balance as at 31 March 2021
<b>Associate</b>				
Aero Media Group Company Limited	21,000	-	-	21,000
Less: Allowance for expected credit losses	(21,000)	-	-	(21,000)
Total	-	-	-	-

(Unit: Thousand Baht)

Short-term loans	Separate financial statements			
	Balance as at 31 March 2020	Increase during the year	Decrease during the year	Balance as at 31 March 2021
<b>Subsidiary</b>				
Bangkok Smartcard System Company Limited	15,000	94,500	-	109,500
<b>Associate</b>				
Aero Media Group Company Limited	21,000	-	-	21,000
Less: Allowance for expected credit losses	(21,000)	-	-	(21,000)
Total	15,000	94,500	-	109,500

Long-term loans to related parties

As at 31 March 2021 and 2020, the balances of long-term loans between the Group and those related companies and the movements were as follows:

(Unit: Thousand Baht)

Long-term loans	Consolidated financial statements			
	Balance as at 31 March 2020	Increase during the year	Decrease during the year	Balance as at 31 March 2021
<b>Jointly controlled entity</b>				
ATS Rabbit Special Purpose Vehicle Company Limited	84,074	-	-	84,074
<b>Associates</b>				
Demo Power (Thailand) Company Limited	46,301	-	-	46,301
VGI Global Media (Malaysia) Sdn Bhd (Note 12.4)	133,361 <sup>1</sup>	2,481	(135,842)	-
Total	263,736	2,481	(135,842)	130,375
Less: Current portion	(7,826)			-
Long-term loans to related parties - net of current portion	255,910			130,375

<sup>1</sup> As at 31 March 2020, this was presented as a short-term loan.

(Unit: Thousand Baht)

Long-term loans	Separate financial statements			
	Balance as at 31 March 2020	Increase during the year	Decrease during the year	Balance as at 31 March 2021
<b>Subsidiary</b>				
BSS Holding Company Limited	72,000 <sup>1</sup>	130,500	(15,000)	187,500
<b>Associates</b>				
Demo Power (Thailand) Company Limited	46,301	-	-	46,301
VGI Global Media (Malaysia) Sdn Bhd (Note 12.4)	133,361 <sup>1</sup>	2,481	(135,842)	-
Total	251,662	132,981	(150,842)	233,801
Less: Current portion	(7,826)			-
Long-term loan to a related party - net of current portion	243,836			233,801

<sup>1</sup> As at 31 March 2020, this was presented as a short-term loan.

#### Directors and management's benefits

During the years ended 31 March 2021 and 2020, the Group had employee benefit expenses payable to its directors and management as detailed below.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Short-term employee benefits	144	207	63	76
Post-employment benefits	15	17	5	5
Total	159	224	68	81

#### Guarantee obligations with related party

The Company has outstanding guarantee obligations with its associate, as described in Note 34.3 b) to the financial statements.

## 8. BANK ACCOUNT FOR ADVANCE RECEIVED FROM CARDHOLDERS

In order to comply with the Notification of the Bank of Thailand applicable to electronic card businesses, Bangkok Smartcard System Company Limited has to deposit cash received in advance from cardholders with financial institutions in an amount not less than the outstanding balance of the advance receipts at the end of each day. These funds cannot be used for any purposes other than making payment to goods or service providers on behalf of the cardholder. As at 31 March 2021, the balances of bank account for cash received in advance from cardholders and cash received in advance from card holders were Baht 559 million and Baht 480 million, respectively (2020: Baht 556 million and Baht 515 million, respectively).

## 9. TRADE AND OTHER RECEIVABLES

(Unit: Thousand Baht)

### Trade receivables - related parties

Aged on the basis of due dates Not yet due

Past due

Up to 3 months

3 - 6 months

6 - 12 months

Over 12 months

Total

Less: Allowance for expected credit losses (2020: Allowance for doubtful accounts)

Total trade receivables - related parties - net

### Trade receivables - unrelated parties

Aged on the basis of due dates

Not yet due

Past due

Up to 3 months

3 - 6 months

6 - 12 months

Over 12 months

Total

Less: Allowance for expected credit losses (2020: Allowance for doubtful accounts)

Total trade receivables - unrelated parties - net

Post-dated cheques

Total trade receivables - unrelated parties - net

Total trade receivables - net

Consolidated financial statements		Separate financial statements	
2021	2020	2021	2020
57,287	108,628	26,436	55,032
15,862	45,306	13,592	34,464
56	5,550	-	12,010
1,712	12,207	1,712	11,565
43,786	52,193	43,786	36,336
118,703	223,884	85,526	149,407
(42,717)	(74,869)	(42,717)	(59,195)
75,986	149,015	42,809	90,212
249,663	487,817	186,978	405,630
74,072	169,932	56,061	156,804
6,483	32,435	5,952	30,013
17,315	44,770	17,296	38,725
127,177	19,835	108,700	11,523
474,710	754,789	374,987	642,695
(127,202)	(119,985)	(110,095)	(108,565)
347,508	634,804	264,892	534,130
61	543	-	-
347,569	635,347	264,892	534,130
423,555	784,362	307,701	624,342

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
<b>Other receivables</b>				
Other receivables - related parties	54,229	34,676	107	107
Other receivables	137,333	67,215	8,538	31,776
Dividend receivable - related party	38,674	37,894	-	-
Interest receivable from financial institutions	2,462	3,916	581	281
Interest receivable from related parties	1,590	4,509	733	3,655
Accrued income - related parties	34,780	2,918	553	276
Accrued income	104,425	128,295	57,413	60,593
Total	373,493	279,423	67,925	96,688
Less: Allowance for expected credit losses (2020:				
Allowance for doubtful accounts)	(3,178)	(3,178)	(386)	(386)
Total other receivables - net	370,315	276,245	67,539	96,302
Total trade and other receivables - net	793,870	1,060,607	375,240	720,644

Set out below is the movement in the allowance for expected credit losses of trade and other receivables.

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
As at 1 April 2020	198,536	168,146
Provision for expected credit losses	2,284	1,530
Received payment	(27,723)	(16,479)
As at 31 March 2021	173,097	153,197



**10. INVESTMENTS IN SUBSIDIARIES**

Details of investments in subsidiaries as presented in the separate financial statements are as follows:

Company's name	Paid-up capital		Cost		Allowance for impairment of investment		Carrying amounts based on cost method - net		Dividend received during the years	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
VGI Advertising Media Company Limited	10,000	10,000	10,000	10,000	-	-	10,000	10,000	-	-
888 Media Company Limited	20,000	20,000	20,000	20,000	-	-	20,000	20,000	38,000	80,000
Point of View (POV) Media Group Company Limited	10,000	10,000	60,000	60,000	(45,354)	(45,354)	14,646	14,646	-	-
BSS Holdings Company Limited	1,200,000	1,200,000	1,302,804	1,302,804	-	-	1,302,804	1,302,804	-	-
Bangkok Smartcard System Company Limited	400,000	400,000	669,017	669,017	-	-	669,017	669,017	-	-
Total			2,061,821	2,061,821	(45,354)	(45,354)	2,016,467	2,016,467		
Deficit on business combination under common control							(663,672)	(663,672)		
Investments in subsidiaries - net							1,352,795	1,352,795		

(Unit: Thousand Baht)

Details of investments in subsidiaries that have material non-controlling interests

Company's name	Proportion of equity interest held by non-controlling interests		Accumulated balance of non-controlling interests in subsidiaries		Loss attributable to non-controlling interests in subsidiaries during the years	
	2021 (Percent)	2020 (Percent)	2021	2020	2021	2020
BSSH	10	10	434	258	(9)	-

(Unit: Million Baht)

Summarised financial information that based on amounts before inter-company elimination about subsidiaries that have material non-controlling

Summarised information about financial position

(Unit: Million Baht)

	BSSH	
	2021	2020
Current assets	796	479
Non-current assets	1,005	857
Current liabilities	(607)	(374)
Non-current liabilities	(47)	(24)

Summarised information about comprehensive income

(Unit: Million Baht)

	BSSH	
	2021	2020
Revenues	594	538
Profit (loss)	(91)	3
Other comprehensive income	-	(2)
Total comprehensive income	(91)	1

Summarised information about cash flows

(Unit: Million Baht)

	BSSH	
	2021	2020
Cash flows from (used in) operating activities	(132)	22
Cash flows from (used in) investing activities	243	(5)
Cash flows from financing activities	81	80
Net increase in cash and cash equivalents	192	97

**10.1 Rabbit Care Company Limited (Formerly known as “Rabbit Internet Company Limited”) (“RC”) (held by BSS Holding Company Limited (“BSSH”))**

On 7 May 2020, the Extraordinary General Meeting of RC passed a resolution to approve the increase in its registered share capital by issuing 2,334 additional preferred shares at a price of USD 6,428.60 per share, or for a total of Baht 481 million. BSSH acquired 555 additional preferred shares, totaling Baht 115 million, and as a result, its shareholding in the RC is changed from 60% to 50.94% of all of the total paid-up shares. The accounting records are detailed below.

(Unit: Thousand Baht)

	Consolidated financial statements
Cash received from the newly issued preferred shares of subsidiary	481,334
Less: Cash paid of BSSH for the newly issued preferred shares of subsidiary	(115,368)
	365,966
Less: Non-controlling interests of subsidiary adjusted	(250,887)
Deficit from the changes in the ownership interests in subsidiary	115,079

## 10.2 Asia Direct Insurance Broker Company Limited ("ADB") (held by RC)

On 10 February 2021, the Company's Board of Directors passed a resolution approving RC's acquisition of 12,000 ordinary shares of ADB from its existing shareholders ("the Sellers"), representing 100% of all issued shares of ADB, at a purchase price of Baht 36,888,112. ADB is principally provision of online car insurance broker and direct sales services for all types of products via telesales.

RC is currently in the process of measuring the fair value at the acquisition date of the identifiable assets acquired, liabilities assumed and goodwill. The carrying amounts of the identifiable assets acquired and liabilities assumed of ADB as at the acquisition date are summarised below.

(Unit: Thousand Baht)

Cash and cash equivalents	9,000
Trade and other receivables	12,346
Other current assets	1,881
Restricted bank deposits	1,600
Equipment	1,624
Right-of-use assets	9,836
Other non-current assets	7,557
Trade and other payables	(31,506)
Accrued expenses	(2,117)
Other current liabilities	(17,487)
Lease liabilities	(9,836)
Provision for long-term employee benefits	(323)
Net assets of the subsidiary	(17,425)
Cash paid for purchases of investment in the subsidiary	36,888
Less: RC's proportionate share of identifiable net assets of the acquiree	17,425
Estimated amount by which cost of the acquisition of investment in the subsidiary exceeds identifiable net assets of the acquiree	54,313
Cash paid for purchase of investment in the subsidiary	36,888
Less: Cash and cash equivalents of the subsidiary	(9,000)
Net cash paid for purchase of investment in the subsidiary	27,888

## 11. INVESTMENTS IN JOINT VENTURES

Investments in joint ventures represent investments in entities which are jointly controlled by the Group and other companies. Details of these investments are as follows:

		(Unit: Thousand Baht)				
Joint ventures	Nature of business	Country of incorporation	Consolidated financial statements			
			Shareholding percentage		Carrying amounts based on equity method	
			2021 (Percent)	2020 (Percent)	2021	2020
Titanium Compass Sdn Bhd <sup>1</sup> ("TCSB")	Provision of advertising media in the mass rapid transit (MRT) system, Lembah Kelang - Jajaran Sungai Buloh - Kajang (KVMRT-SBK Line (MRT1)) in Malaysia	Malaysia	-	19	-	-
The ICON VGI Company Limited	Management of advertising media for the Gold Line Monorail Mass Rapid Transit System project	Thailand	25	25	1,580	211
Supremo Media Company Limited	Management of advertising media	Thailand	25	25	1,764	6,037
ATS Rabbit Special Purpose Vehicle Company Limited	Special purpose juristic person established to receive the transfer of rights of claim in consumer loans arising from use of credit granted through AEON Rabbit Member Cards, whereby ATS will convert the rights of claim to securities	Thailand	51	51	22	22
Rabbit-LINE Pay Company Limited	Provision of electronic money, electronic payment services through any device or network and bill payment services, under the name "Rabbit LINE Pay"	Thailand	33.33	33.33	337,580	399,952
BV Media Ads Limited	Provide Media and public relations services	Thailand	50	50	13,063	6,327
VGI AnyMind Technology Company Limited	Development for outdoor media applications	Thailand	49	49	4,413	4,745
V-Click Technology Company Limited	Distributor of online advertising media in China to serve brand owners in Thailand and development for mobile applications	Thailand	30	30	8,655	-
SLV Retail Company Limited	Provision of convenience stores in mass transit facilities in Thailand	Thailand	30	30	5,341	4,603
Total					372,418	421,897

<sup>1</sup> During the year, the Company transferred the rights and interests in 19% of TCSB's shares to VGI Global Media (Malaysia) Sdn Bhd.

(Unit: Thousand Baht)

Joint ventures	Nature of business	Country of incorporation	Separate financial statements			
			Shareholding percentage		Carrying amounts based on equity method	
			2021 (Percent)	2020 (Percent)	2021	2020
Titanium Compass Sdn Bhd <sup>1</sup> ("TCSB")	Provision of advertising media in the mass rapid transit (MRT) system, Lembah Kelang - Jajaran Sungai Buloh - Kajang (KVMRT-SBK Line (MRT1)) in Malaysia					
The ICON VGI Company Limited	Management of advertising media for the Gold Line Monorail	Malaysia	-	19	-	1,788
Supremo Media Company Limited	Mass Rapid Transit System project	Thailand	25	25	1,631	250
BV Media Ads Limited	Management of advertising media	Thailand	25	25	250	250
VGI AnyMind Technology Company Limited	Provide Media and public relations services	Thailand	50	50	35,000	15,000
V-Click Technology Company Limited	Development for outdoor media applications Distributor of online advertising media in China to serve brand owners in Thailand and development for mobile applications	Thailand	49	49	4,900	4,900
SLV Retail Company Limited	Provision of convenience stores in mass transit facilities in Thailand	Thailand	30	30	18,900	10,800
Total		Thailand	30	30	9,000	6,000
					69,681	38,988

<sup>1</sup> During the year, the Company transferred the rights and interests in 19% of TCSB's shares to VGI Global Media (Malaysia) Sdn Bhd.

Share of comprehensive income

(Unit: Thousand Baht)

Joint ventures	Share of profit (loss) from investments in joint ventures during the years	
	2021	2020
The ICON VGI Company Limited	(12)	(12)
Supremo Media Company Limited	227	5,040
BV Media Ads Limited	(13,265)	(7,498)
ATS Rabbit Special Purpose Vehicle Company Limited	22,736	41,036
Rabbit-LINE Pay Company Limited	(62,372)	(111,084)
VGI AnyMind Technology Company Limited	(332)	(155)
V-Click Technology Company Limited	555	(10,800)
SLV Retail Company Limited	(2,261)	(1,397)
Total	(54,724)	(84,870)

Dividend income

(Unit: Thousand Baht)

Joint ventures	For the years ended 31 March			
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Supremo Media Company Limited	4,500	7,000	4,500	7,000
ATS Rabbit Special Purpose Vehicle Company Limited	22,736	41,036	-	-
Total	27,236	48,036	4,500	7,000

Summarised financial information about material joint ventures

Summarised information about financial position

(Unit: Million Baht)

	ATS		RLP	
	2021	2020	2021	2020
Other current assets	1,954	1,972	511	768
Non-current assets	2	2	223	243
Other current liabilities	(98)	(101)	(289)	(387)
Other non-current liabilities	(1,858)	(1,873)	(6)	(5)
<b>Net assets</b>	-	-	<b>439</b>	<b>619</b>
Shareholding percentage (%)	51	51	33.33	33.33
<b>Share of net assets</b>	-	-	<b>146</b>	<b>206</b>
Fair value adjustment of assets acquired and liabilities assumed	-	-	4	6
Goodwill	-	-	188	188
<b>Carrying amounts of joint ventures based on equity method</b>	-	-	<b>338</b>	<b>400</b>

Summarised information about comprehensive income

(Unit: Million Baht)

	ATS		RLP	
	2021	2020	2021	2020
Revenues	402	466	144	114
Profit (loss)	45	82	(180)	(327)
Adjustment of amortization of fair value adjustment of assets acquired and liabilities assumed	-	-	(6)	(6)

**12. INVESTMENTS IN ASSOCIATES**

Details of associates:

(Unit: Thousand Baht)

Company's name	Nature of business	Country of incorporation	Consolidated financial statements			
			Shareholding percentage		Carrying amounts based on equity method	
			2021 (Percent)	2020 (Percent)	2021	2020
Aero Media Group Company Limited	Provision of advertising media in 13 domestic airports	Thailand	30.00	30.00	115,799	115,799
Demo Power (Thailand) Company Limited	Arrangement of marketing activities, including distribution of samples and carrying out product demonstrations to promote sales	Thailand	40.00	40.00	445,907	444,907
Groupwork Company Limited	Rental of real estate for office space and/or co-working space, including spaces inside the BTS skytrain system	Thailand	20.00	20.00	3,410	1,592
Kerry Express (Thailand) Public Company Limited	Provision of domestic express delivery services	Thailand	18.06	23.00	6,353,183	6,173,407
Ads Chaophraya Company Limited	Rendering advertising media services exclusively on passenger boats, express boats, ferries, tourist boats travelling along the Chao Phraya River and rendering advertising media services on billboards located on piers along river	Thailand	25.00	25.00	93,759	90,126
Master Ad Public Company Limited	Management and provision of advertising services	Thailand	26.58	26.58	1,892,021	2,137,335
VGI Global Media (Malaysia) Sdn Bhd	Investment in advertising media business	Malaysia	25.00	25.00	-	13,056
VGI MACO (Singapore) Private Limited	Investment in advertising media business	Singapore	25.00	25.00	62,162	-
Total					8,966,241	8,976,222
Less: Allowance for impairment					(115,799)	(115,799)
Net					8,850,442	8,860,423



(Unit: Thousand Baht)

Company's name	Nature of business	Country of incorporation	Separate financial statements			
			Shareholding percentage		Cost	
			2021 (Percent)	2020 (Percent)	2021	2020
Aero Media Group Company Limited	Provision of advertising media in 13 domestic airports	Thailand	30.00	30.00	180,386	180,386
Demo Power (Thailand) Company Limited	Arrangement of marketing activities, including distribution of samples and carrying out product demonstrations to promote sales	Thailand	40.00	40.00	416,090	416,090
Groupwork Company Limited	Rental of real estate for office space and/or co-working space, including spaces inside the BTS skytrain system	Thailand	20.00	20.00	1,250	1,250
Kerry Express (Thailand) Public Company Limited	Provision of domestic express delivery services	Thailand	18.06	23.00	5,713,664	6,022,806
Ads Chaophraya Company Limited	Rendering advertising media services exclusively on passenger boats, express boats, ferries, tourist boats travelling along the Chao Phraya River and rendering advertising media services on billboards located on piers along river	Thailand	25.00	25.00	100,000	100,000
Master Ad Public Company Limited	Management and provision of advertising services	Thailand	26.58	26.58	1,701,235	1,701,235
VGI Global Media (Malaysia) Sdn Bhd	Investment in advertising media business	Malaysia	25.00	25.00	219,208	83,366
VGI MACO (Singapore) Private Limited	Investment in advertising media business	Singapore	25.00	25.00	70,736	1
Total					8,402,569	8,505,134
Less: Allowance for impairment					(399,594)	(180,386)
Net					8,002,975	8,324,748

Share of comprehensive income

(Unit: Thousand Baht)

Associates	Consolidated financial statements			
	Share of profit (loss)		Share of other comprehensive income	
	2021	2020	2021	2020
Aero Media Group Company Limited	-	(46,084)	-	-
Demo Power (Thailand) Company Limited	1,000	26,782	-	-
Groupwork Company Limited	1,818	(193)	-	-
Kerry Express (Thailand) Public Company Limited (Note 12.3)	754,597	268,340	(5,699)	-
Ads Chaophraya Company Limited	3,826	(9,874)	-	-
Puncak Berlian Sdn Bhd	-	(49,471)	-	-
Meru Utama Sdn Bhd	-	(15,648)	-	-
Eyeballs Channel Sdn Bhd	-	(3,738)	-	-
PT AVABANINDO PERKASA	-	(18,258)	-	-
Master Ad Public Company Limited	(217,647)	(7,620)	(7,750)	2,351
VGI Global Media (Malaysia) Sdn Bhd	(141,800)	(15,460)	-	(277)
VGI MACO (Singapore) Private Limited	(8,636)	-	63	-
	393,158	128,776	(13,386)	2,074
Discontinued operations (Note 12.1)	-	87,115	-	-
Total	393,158	215,891	(13,386)	2,074

Dividend income

(Unit: Thousand Baht)

Associates	For the years ended 31 March	
	Consolidated / Separate financial statements	
	2021	2020
Kerry Express (Thailand) Public Company Limited	226,872	287,040
Ads Chaophraya Company Limited	193	-
Total	227,065	287,040

Fair value of investment in associates listed in SET

(Unit: Thousand Baht)

	2021	2020
Master Ad Public Company Limited	1,050	791
Kerry Express (Thailand) Public Company Limited	16,338	-

#### Summarised financial information about material associates

#### Summarised information about financial position

(Unit: Million Baht)

	Kerry		MACO	
	2021	2020	2021	2020
Current assets	10,521	3,168	2,048	3,398
Non-current assets	7,511	3,077	3,782	3,238
Other current liabilities	(3,563)	(2,739)	(2,862)	(3,426)
Other non-current liabilities	(3,352)	(955)	(1,313)	(208)
Non-controlling interests of the subsidiaries	-	-	397	(101)
<b>Net assets</b>	<b>11,117</b>	<b>2,551</b>	<b>2,052</b>	<b>2,901</b>
Shareholding percentage (percent)	18.06	23	26.58	26.58
<b>Share of net assets</b>	<b>2,008</b>	<b>587</b>	<b>545</b>	<b>771</b>
Fair value adjustment of assets acquired and liabilities assumed	210	320	127	142
Elimination entries	-	-	(5)	(1)
Goodwill	4,135	5,266	1,225	1,225
<b>Carrying amounts of associates based on equity method</b>	<b>6,353</b>	<b>6,173</b>	<b>1,892</b>	<b>2,137</b>

#### Summarised information about comprehensive income

(Unit: Million Baht)

	Kerry		MACO	
	2021	2020	2021	2020
Revenues	18,291	19,858	2,104	417
Profit (loss)	1,335	1,384	(746)	(24)
Other comprehensive income	(26)	(19)	(29)	9
Adjustment of amortization of fair value adjustment of assets acquired and liabilities assumed	(232)	(232)	(58)	(5)

#### Investment in associate with capital deficit

The Group has investment in an associate which has a capital deficit and recognised share of losses from investment in associate up to the amount of its obligations as described in Note 34.3 b) to the financial statements. The unrecognised share of losses of this associate as at 31 March 2021 and 2020 is as follows.

(Unit: Million Baht)

Company's name	Unrecognised share of losses			
	Share of losses		Cumulative share of losses up to 31 March	
	2021	2020	2021	2020
VGI Global Media (Malaysia) Sdn Bhd	56	-	56	-
Total	56	-	56	-

## 12.1 Master Ad Public Company Limited ("MACO")

On 30 January 2020, MACO issued and offered 1,080 million additional ordinary shares to Plan B Media Public Company Limited. As a result, the Company's shareholding in MACO decreased from 33.17% to 26.55% of all issued shares of MACO and the Company therefore lost control over MACO and has had no ability to direct MACO's significant activities.

The Company has changed the classification of its investment in MACO from the investment in a subsidiary to an association since 30 January 2020 and recorded gain on change in status of the investment amounting to Baht 550 million in the statement of comprehensive income for the year ended 31 March 2020.

The Company completed the measurement of the fair values of the identifiable assets acquired and liabilities assumed of the associates. The value of the identifiable assets acquired and liabilities assumed of MACO as at the change in status of the investment date were summarised as below.

(Unit: Thousand Baht)

บริษัทร่วม	MACO		VGIM	
	Fair value	Carrying value	Fair value	Carrying value
Cash and cash equivalents	2,024,983	2,024,983	3,890	3,890
Current investments	20,000	20,000	-	-
Trade and other receivables	965,501	965,501	313,170	313,170
Advance payments to contractors	79,303	79,303	-	-
Other current assets	308,482	308,482	2,920	2,920
Restricted bank deposits	38,676	38,676	-	-
Investments in joint ventures	1,950,000	1,950,000	-	-
Investments in associates	180,774	180,385	183,117	183,117
Investment properties	171,995	62,595	-	-
Plant and equipment	879,046	879,046	98,373	98,373
Intangible assets	669,600	642,200	150,335	150,335
Goodwill	-	893,136	53,833	53,833
Deferred tax assets	24,348	24,348	-	-
Other non-current assets	99,613	99,613	5,897	5,897
Short-term loans from financial institutions	(745,000)	(745,000)	-	-
Trade and other payables	(1,566,789)	(1,566,789)	(144,348)	(144,348)
Short-term loans from related parties	(121,486)	(121,486)	(485,944)	(485,944)
Accrued expenses	(691,762)	(691,762)	(40,338)	(40,338)
Income tax payable	(27,471)	(27,471)	-	-
Other current liabilities	(273,250)	(273,250)	-	-
Long-term loans from financial institutions	(113,385)	(113,385)	-	-
Provision for long-term employee benefits	(53,308)	(53,308)	-	-
Deferred tax liabilities	(148,554)	(129,200)	(36,056)	(36,056)
Other non-current liabilities	(30,170)	(30,170)	(2,100)	(2,100)
Non-controlling interests of the subsidiaries	(189,471)	(298,800)	12,423	12,423
Net assets of the associates	3,451,675	4,117,647	115,172	115,172
Shareholding percentage (%)	26.55		25	
Share of net assets of the associate	916,420		28,793	
Goodwill	1,224,977		-	
Cost of the acquisition of investment in the associate	2,141,397		28,793	

The operating results of MACO were separately presented under the heading of “Profit from discontinued operations for the year” in the statement of comprehensive income. The details are as follows:

(Unit: Thousand Baht)

	For the year ended 31 March 2020
<b>Revenues</b>	
Revenues from services and sales	1,941,518
Other income	77,246
<b>Total revenues</b>	2,018,764
<b>Expenses</b>	
Costs of services and sales	1,084,357
Servicing and selling expenses	314,798
Administrative expenses	622,334
<b>Total expenses</b>	2,021,489
<b>Loss from operating activities</b>	(2,725)
Share of loss from investments in associates	(87,115)
<b>Loss before finance cost and income tax</b>	(89,840)
Finance cost	(12,807)
<b>Loss before income tax expenses</b>	(102,647)
Income tax expenses	(32,687)
<b>Loss for the year from discontinued operation</b>	(135,334)
<b>Gain on change in status of investment</b>	550,323
<b>Total profit for the year from discontinued operation</b>	414,989

Cash flow information from the discontinued operations for the year ended 31 March 2020 are as follows:

(Unit: Thousand Baht)

Cash flows used in operating activities	(279,809)
Cash flows used in investing activities	(266,211)
Cash flows from financing activities	514,727

Details of earnings per share of the discontinued operation for the year ended 31 March 2020 are as below.

Basic earnings per share (Baht) 0.058

## 12.2 VGI MACO (Singapore) Private Limited (“VGIMS”)

During the current year, VGIMS increased its registered share capital by SGD 12 million, from SGD 100 (100 ordinary shares of SGD 1 each), through the issue of 12 million additional ordinary shares of SGD 1 each. The Company made full payment for the additional ordinary shares in proportion to its shareholding.

VGIMS used the proceeds from payment for the shares to acquire 830,000 additional ordinary shares of VGI Vietnam Joint Stock Company (“VGI Vietnam”), representing 15% of the total issued shares of VGI Vietnam, at a total price of VND 208,599 million (equivalent to Baht 283 million). VGIMS has a significant influence over such company and therefore classified it as investment in associate. VGIMS paid for and received the shares on 16 September 2020 (the acquisition date).

In addition, VGIMS entered into the Share Purchase Agreement with the existing shareholders (“Sellers”) to acquire 553,000 ordinary shares of VGI Vietnam, representing 10% of the total issued shares of VGI Vietnam, at a total price of VND 139,066 million. The payment and transfer of shares will be made after VGIMS and the sellers comply with conditions precedent stipulated in the Share Purchase Agreement.

The Sellers grant VGIMS the option to sell shares (Put option) as stipulated in the Shareholder Agreement, as detailed below:

- 1) Option to sell shares if there is an occurrence of events as stipulated in the agreement. The exercise period is two years after the acquisition date of additional ordinary shares.
- 2) Option to sell shares at any time during a one-year period after the second year from the acquisition date of additional ordinary shares.

The Company entered into forward exchange contracts that were designated as a hedge of the net investment in VGI Vietnam, the functional currency of which is VND.

Detail of forward exchange contracts are as below:

<u>Notional amount</u>	<u>Maturity date</u>
VND 52,150 million	13 September 2021

Subsequently, VGIMS and the Sellers completed all conditions precedent stipulated in the Share Purchase Agreement. On 7 April 2021, VGIMS increased its registered share capital by Baht 189 million, from Baht 283 million, through the issue of 8 million additional ordinary shares and made a payment to the Seller for the share purchase at a total price of VND 139,066 million. On 9 April 2021, VGIMS received transfer of ordinary shares from the Seller.

### **12.3 Kerry Express (Thailand) Public Company Limited ("KEX")**

In December 2020, KEX made an initial public offering (IPO) of 300 million newly issued ordinary shares with a par value of Baht 0.5 each, at an offering price of Baht 28 per share, amounting to Baht 8,400 million. The Stock Exchange of Thailand approved the 300 million ordinary shares of KEX with a par value of Baht 0.5 each as listed securities, with trading permitted from 24 December 2020. As a result, the Company's shareholding in KEX decreased from 23% to 19.03% of all issued shares. The Company recorded the resulting gain of Baht 513 million from the change in ownership interests in the associate under "Share of profit from investments in joint ventures and associates" in the consolidated statement of comprehensive income for the year.

Subsequently, in February 2021, the Company sold 17 million ordinary shares of KEX through the Stock Exchange of Thailand for a total of Baht 935 million. As a result, the Company's shareholding in KEX decreased from 19.03% to 18.06% of all issued shares. The Company recorded the gain on sale of investment in associate of Baht 593 million (the Company only: Baht 626 million) in the statement of comprehensive income for the year.

### **12.4 VGI Global Media (Malaysia) Sdn Bhd ("VGIM") (25% held by the Company and 75% held by MACO)**

#### **a) Capital increase**

In March 2021, the Company's Executive Committee Meeting passed a resolution approving the acquisition of VGIM's additional ordinary shares issued and offered to its existing shareholders on a pro rata basis to their respective shareholding (rights offering). VGIM issued 72 million additional ordinary shares at an offering price of MYR 1 each, to its existing shareholders. The Company paid the additional shares in proportion to its shareholding. VGIM used the proceeds from payment for the shares to repay loans and accrued interest to the Company and MACO. In addition, the Company's Executive Committee Meeting passed a resolution approving the acquisition of 6 million of VGIM's additional ordinary shares issued and offered to its existing shareholders, at an offering price of MYR 1 per share for use as working capital. In April 2021, the Company made full payment for the additional ordinary shares in proportion to its shareholding.

## **b) Advertisement Concession Agreement**

### Advertisement Concession Agreement of the airport

Under the Advertisement Concession Agreement, VGIM Group has rights to use advertising space in concession areas of an airport in Malaysia for operating advertising business ("Airport"). VGIM Group is to pay a minimum guaranteed monthly fee as stipulated in the agreement. However, the Coronavirus disease 2019 pandemic is continuing to evolve, adversely impacting the business activities of the Airport. VGIM Group is negotiating with the managements of the Airport to request postponement of payment and reduction of the fees payable as from April 2020.

The Advertisement Concession Agreement of the Airport ended on 30 April 2021. VGIM Group has an option to renew the agreement for 3 years and pay a minimum guaranteed monthly fee as stipulated in the agreement. However, VGIM Group did not exercise the renewal option because VGIM Group is negotiating with the Airport's management for the reduction of the outstanding fee payable.

On 7 April 2021, VGIM Group proposed to the Airport to rent and sublease the advertising media assets from VGIM Group if the Airport managed the advertising itself or to engage VGIM Group to manage the concession area temporarily until a new tender is awarded. However, the Airport has not responded to VGIM Group's proposal. On 21 April 2021, the Airport announced a tender offer for the management of the advertising area in the Malaysian Airport and the tender offer was closed on 11 May 2021. VGIM Group has submitted a bid proposal and it is expected a decision on the new concessionaire will take no less than 1 month.

As at 31 March 2021, the Group recorded liabilities based on the minimum guaranteed monthly fee stipulated in the agreement and had unpaid amounts arising from April 2020, amounting to Baht 290 million. VGIM Group will settle the payable when the negotiations are concluded.

### Advertisement Concession Agreement of Mass Rapid Transit

Under the Advertisement Concession Agreement, VGIM Group has rights to use advertising space in concession areas of Mass Rapid Transit in Malaysia ("MRT"). VGIM Group is to pay a minimum guaranteed monthly fee as stipulated in the agreement. However, the Coronavirus disease 2019 pandemic is continuing to evolve, adversely impacting the business activities of the MRT. VGIM Group is negotiating with the authorities' managements to request postponement of payment and reduction of the fees payable as from April 2020. In February 2021, VGIM Group partially paid the concession fee to MRT and VGIM Group's management is negotiating and requesting a further discount on the remaining fee.

As at 31 March 2021, VGIM Group recorded liabilities based on the minimum guaranteed monthly fee stipulated in the agreement and had unpaid amounts arising from April 2020, amounting to Baht 29 million. VGIM Group will settle the payable when the negotiations are concluded.

### Financial guarantee by the Company

MACO has entered into the guarantee agreement with a financial institution to issue bank guarantees amounting to MYR 15.6 million and MYR 2.0 million to the Airport and MRT in Malaysia, respectively, on behalf of subsidiaries security as stipulated in the Advertisement Concession Agreement. Such bank guarantees are valid until October and December 2021, respectively. MACO has entered into a memorandum of agreement with the Company in jointly liable for the sum of bank guarantees at the proportionate of shareholding in VGIM, which the Company recognised allowance for expected credit losses on the financial guarantee contracts.

### Impairment of investment in associate

During the year, the Company recognises an impairment loss for investment in associate amounting to Baht 219 million in administrative expenses in the separate financial statements for the current year to reduce the carrying amount of the asset to its recoverable amount. This is because of the Coronavirus disease 2019 pandemic which is adversely impacting the business activities of the MRT and Airport. There are delays in purchases of advertising in those locations, which are operated by the VGIM Group. As a result, VGIM Group



had operating losses during the year. In addition, the concession agreement which granted the right to manage the concession area in the Airport ended on 30 April 2021 and it is highly uncertain whether a new concession agreement will be made.

The Company has determined the recoverable amounts of its investment in associate based on value in use, using cash flow projections based on financial estimates approved by the management, covering the periods stipulated in the Advertisement Concession Agreement.

Key assumptions used in the value in use calculations are as follows:

(Unit: % per annum)

Pre-tax discount rate 12.00

Management has considered the discount rate as a pre-tax rate to reflect the risks specific to the associate.

More details are described in MACO's Note 8.1.4 b) to the financial statements for the year ended 31 March 2021.

### 13. OTHER LONG-TERM INVESTMENTS

(Unit: Thousand Baht)

#### Investments in available-for-sale securities

Domestic equity security

Foreign equity security

Allowance for change in value

#### Other investments

Foreign equity security

Total

Consolidated / Separate financial statements	
2020	
	4,845,566
	99,987
	4,945,553
	(2,532,460)
	2,413,093
	155,724
	2,568,817

## 14. BUILDINGS IMPROVEMENT AND EQUIPMENT

(Unit: Thousand Baht)

Consolidated financial statements									
	Land	Buildings and building improvement	Buildings improvement	Equipment	Furniture, fixtures and office equipment	Motor vehicles	Assets under installation	Total	
<b>Cost:</b>									
1 April 2019	18,538	102,137	40,762	3,118,279	303,850	29,522	406,954	4,020,042	
Additions	-	1,755	2,771	9,505	24,143	11,082	427,601	476,857	
Disposals	-	(17,577)	-	(92,045)	(17,726)	(5,470)	(14,546)	(147,364)	
Transfer in (out)	-	20,535	11,921	603,663	12,569	-	(655,058)	(6,370)	
Acquisitions of subsidiaries	-	119,071	-	-	4,312	5,157	2,922	131,462	
Decrease from change in status of investment from subsidiary to associate	(18,538)	(227,430)	-	(1,330,716)	(119,478)	(19,615)	(68,133)	(1,783,910)	
Translation adjustment	-	1,509	-	882	2,473	(324)	1,762	6,302	
31 March 2020	-	-	55,454	2,309,568	210,143	20,352	101,502	2,697,019	
Adjustments of right-of-use assets due to TFRS 16 adoption	-	-	-	-	-	(19,888)	-	(19,888)	
Additions	-	-	15,690	13,339	11,184	-	314,684	354,897	
Disposals	-	-	(207)	(67)	(1,781)	-	(1,956)	(4,011)	
Transfer in (out)	-	-	(262)	367,711	8,675	-	(369,999)	6,125	
Acquisitions of subsidiaries	-	-	-	6,270	-	-	-	6,270	
31 March 2021	-	-	70,675	2,696,821	228,221	464	44,231	3,040,412	
<b>Accumulated depreciation:</b>									
1 April 2019	-	59,645	12,614	1,726,169	219,379	15,998	-	2,033,805	
Depreciation for the year	-	19,668	5,482	353,797	26,264	5,837	-	411,048	
Depreciation on disposals	-	(9,225)	-	(75,585)	(10,343)	(4,703)	-	(99,856)	
Transfer out	-	(2,094)	-	(1,401)	(1,562)	-	-	(5,057)	
Acquisitions of subsidiaries	-	46,034	-	-	2,417	1,418	-	49,869	
Decrease from change in status of investment from subsidiary to associate	-	(115,108)	-	(630,702)	(92,342)	(9,940)	-	(848,092)	
Translation adjustment	-	1,080	35	2	3,048	(106)	-	4,059	
31 March 2020	-	-	18,131	1,372,280	146,861	8,504	-	1,545,776	
Adjustments of right-of-use assets due to TFRS 16 adoption	-	-	-	-	-	(8,126)	-	(8,126)	
Depreciation for the year	-	-	7,576	247,618	17,630	86	-	272,910	
Depreciation on disposals	-	-	(200)	(50)	(1,695)	-	-	(1,945)	
Transfer out	-	-	-	(2,608)	-	-	-	(2,608)	
Acquisitions of subsidiaries	-	-	-	4,646	-	-	-	4,646	
31 March 2021	-	-	25,507	1,621,886	162,796	464	-	1,810,653	

(UNIT: THOUSAND BAHT)

Consolidated financial statements							
	Land	Buildings and building improvement	Buildings improvement	Equipment	Furniture, fixtures and office equipment	Motor vehicles	Assets under installation
							Total
<b>Allowance for impairment loss:</b>							
1 April 2020	-	-	-	9,731	-	-	9,731
31 March 2021	-	-	-	9,731	-	-	9,731
<b>Net book value:</b>							
31 March 2020	-	-	37,323	927,557	63,282	11,848	1,141,512
31 March 2021	-	-	45,168	1,065,204	65,425	-	1,220,028
<b>Depreciation for the year</b>							
2020 (Baht 354 million included in costs of services, and the balance in administrative expenses)							411,048
2021 (Baht 244 million included in costs of services, and the balance in administrative expenses)							272,910

(UNIT: THOUSAND BAHT)

Seperate financial statements					
	Buildings improvement	Equipment	Furniture, fixtures and office equipment	Assets under installation	Total
<b>Cost:</b>					
1 April 2019	20,724	1,843,010	127,727	187,898	2,179,359
Additions	-	302	12,584	223,883	236,769
Disposals	-	(12,666)	(3,659)	-	(16,325)
Transfer in (out)	8,796	318,678	1,380	(328,854)	-
31 March 2020	29,520	2,149,324	138,032	82,927	2,399,803
Additions	-	29	3,205	306,479	309,713
Disposals	-	(57)	(4)	-	(61)
Transfer in (out)	(262)	363,690	262	(363,690)	-
31 March 2021	29,258	2,512,986	141,495	25,716	2,709,455
<b>Accumulated depreciation:</b>					
1 April 2019	32	1,025,283	108,644	-	1,133,959
Depreciation for the year	1,095	215,422	9,871	-	226,388
Depreciation on disposals	-	(9,935)	(3,659)	-	(13,594)
31 March 2020	1,127	1,230,770	114,856	-	1,346,753
Depreciation for the year	2,619	226,000	9,358	-	237,977
Depreciation on disposals	-	(41)	(7)	-	(48)
31 March 2021	3,746	1,456,729	124,207	-	1,584,682
<b>Allowance for impairment loss:</b>					
1 April 2020	-	9,731	-	-	9,731
31 March 2021	-	9,731	-	-	9,731
<b>Net book value:</b>					
31 March 2020	28,393	908,823	23,176	82,927	1,043,319
31 March 2021	25,512	1,046,526	17,288	25,716	1,115,042
<b>Depreciation for the year</b>					
2020 (Baht 215 million included in costs of services, and the balance in administrative expenses)					226,388
2021 (Baht 226 million included in costs of services, and the balance in administrative expenses)					237,977

## 15. INTANGIBLE ASSETS

(Unit: Thousand Baht)

Consolidated financial statements					
	Intangible assets acquired through business combination	Computer software	Royalty	Computer software under development	Total
<b>Cost:</b>					
1 April 2019	995,566	566,287	300	168,263	1,730,416
Additions	-	35,467	-	64,147	99,614
Disposals	(95,123)	(48)	(300)	(447)	(95,918)
Transfer in (out)	-	57,165	-	(55,743)	1,422
Acquisitions of subsidiaries	162,226	896	-	-	163,122
Decrease from change in status of investment from subsidiary to associate	(1,050,871)	(20,584)	-	-	(1,071,455)
Translation adjustment	2,539	(46)	-	-	2,493
31 March 2020	14,337	639,137	-	176,220	829,694
Additions	-	25,323	-	91,012	116,335
Disposals	-	-	-	(613)	(613)
Transfer in (out)	-	134,856	-	(143,589)	(8,733)
31 March 2021	14,337	799,316	-	123,030	936,683
<b>Accumulated amortisation:</b>					
1 April 2019	174,731	330,491	214	-	505,436
Amortisation for the year	139,220	68,996	-	-	208,216
Amortised on disposals / write off	(51,779)	(545)	(214)	-	(52,538)
Transfer in (out)	-	214	-	-	214
Acquisitions of subsidiaries	-	829	-	-	829
Decrease from change in status of investment from subsidiary to associate	(247,873)	(16,909)	-	-	(264,782)
Translation adjustment	38	(22)	-	-	16
31 March 2020	14,337	383,054	-	-	397,391
Amortisation for the year	-	82,882	-	-	82,882
31 March 2021	14,337	465,936	-	-	480,273
<b>Net book value</b>					
31 March 2020	-	256,083	-	176,220	432,303
31 March 2021	-	333,380	-	123,030	456,410
<b>Amortisation for the year</b>					
2020 (Baht 40 million included in costs of services, Baht 139 million included in servicing and selling expenses and the balance in administrative expenses)					208,216
2021 (Baht 61 million included in costs of services and the balance in administrative expenses)					82,882

**Cost:**

1 April 2019

Additions

Transfer in (out)

31 March 2020

Additions

31 March 2021

**Accumulated amortisation:**

1 April 2019

Amortisation for the year

31 March 2020

Amortisation for the year

31 March 2021

**Net book value**

31 March 2020

31 March 2021

**Amortisation for the year**

2020 (included in administrative expenses)

2021 (included in administrative expenses)

Separate financial statements		
Computer software	Computer software under development	Total
93,373	46,013	139,386
-	3,999	3,999
37,341	(37,341)	-
130,714	12,671	143,385
-	209	209
130,714	12,880	143,594
76,469	-	76,469
16,091	-	16,091
92,560	-	92,560
12,620	-	12,620
105,180	-	105,180
38,154	12,671	50,825
25,534	12,880	38,414
		16,091
		12,620

**16. GOODWILL**

The Group allocated goodwill acquired through business combinations to the cash generating units (CGUs) for annual impairment testing as follows:

(Unit: Thousand Baht)

	Consolidated financial statements	
	2021	2020
Advertising space in the building segment	78,656	78,656
Rabbit Care Company Limited (Formerly known as "Rabbit Internet Company Limited")	157,631	157,631
Total	236,287	236,287

The Group determined the recoverable amounts of the CGUs based on value-in-use by preparing projections of the cash flows that are expected to be generated from that group of assets in the future, with reference to financial projections approved by the management. These cash flow projections cover a period of 5 years.

Key assumptions used in value in use of significant CGUs calculation are summarised below:

	Advertising space in the building segment	Rabbit Care Company Limited
Long term growth rates	3.00%	3.00%
Discount rates	14.83%	10.00 - 11.73%

The management determined growth rates based on historical operation results and expected market growth, inflation rate and discount rates is the rate that reflects the risks specific to each CGU.

The management believes that there is no impairment loss for goodwill.

## 17. OTHER NON-CURRENT FINANCIAL ASSETS

(Unit: Thousand Baht)

	31 March 2021
	Consolidated / Separate financial statements
<b>Equity instruments designated at fair value through other comprehensive income</b>	
Listed equity instruments	
Advertising	
Digital service	5,269,175
Non-listed equity instruments	371,253
Digital service	155,891
Total	5,796,319

The Company sold equity instruments and recognised gain from investments at fair value through other comprehensive income in retained earnings. The details were as follows:

(Unit: Million Baht)

	For the year ended 31 March 2021
	Consolidated / Separate financial statements
Selling price	991
Gain from sales of investments recognised in retained earnings	395

### Dividend

(Unit: Million Baht)

	For the year ended 31 March 2021
	Consolidated / Separate financial statements
Plan B Media Public Company Limited	59
Total	59



## 18. TRADE AND OTHER PAYABLES

(Unit: Thousand Baht)

	งบการเงินรวม		งบการเงินเฉพาะกิจการ	
	2021	2020	2021	2020
Trade payables - related parties	52,815	117,220	43,175	51,296
Trade payables	280,856	213,342	52,322	21,949
Accrued interest expenses to financial institutions	946	2,334	946	2,334
Accrued interest expense - related parties	-	254	-	-
Other payables for purchases of assets - related parties	7,279	27,082	1,875	1,261
Other payables for purchases of assets	14,814	24,159	10,083	13,622
Other payables from purchases of investments	22	34,135	-	34,113
Other payables - related parties	3,584	6,417	1,421	259
Other payables	38,809	39,378	4,412	5,801
Total trade and other payables	399,125	464,321	114,234	130,635

## 19. LONG-TERM LOANS FROM FINANCIAL INSTITUTIONS

(Unit: Thousand Baht)

Loan	Interest rate	Repayment schedule	Consolidated financial statements		Separate financial statements	
			2021	2020	2021	2020
1	6M THBFIX plus a certain margin specified in the agreement	Annual installments as from February 2021 to February 2022	600,000	700,000	600,000	700,000
2	Zenginkyo Tokyo Interbank Offered Rate (ZTIBOR) plus a certain margin	Annual installments as from March 2021 to March 2022	558,988	700,000	558,988	700,000
3	Minimum Loan Rate (MLR) minus a certain spread specified in the agreement	Monthly installments as from November 2015 to October 2021	-	39,000	-	-
Total			1,158,988	1,439,000	1,158,988	1,400,000
Less: Current portion			(1,158,988)	(239,000)	(1,158,988)	(200,000)
Long-term loans from financial institutions - net of current portion			-	1,200,000	-	1,200,000

Movements of the long-term loan from financial institutions account during the year ended 31 March 2021 are summarised below.

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
Net book value as at 31 March 2020	1,439,000	1,400,000
Adjustments due to TFRS 9 adoption	(7,493)	(7,493)
Net book value as at 1 April 2020	1,431,507	1,392,507
Less: Repayment	(239,000)	(200,000)
Unrealised gain on exchange	(33,519)	(33,519)
Net book value as at 31 March 2021	1,158,988	1,158,988

The loan agreements contain several covenants which, among other things, require the Company to maintain a certain interest bearing debt-to-equity ratio and debt service coverage ratio at the rate prescribed in the agreements, and maintain incurrence of additional indebtedness, the major shareholder structure and management structure, and the shareholding in companies stipulated in the agreements.

In order to hedge the foreign exchange rate and interest rate risks associated with the long-term loans, the Company entered into an interest rate swap agreement and a cross currency and interest rate swap agreement to swap the full amount of the loan as discussed in Note 36.1 to the financial statements.

## 20. LEASES

### 20.1 The Group as a lessee

The Group has lease contracts for used in its operations. Leases generally have lease terms between 1 - 14 years.

#### a) Right-of-use assets

Movement of right-of-use assets for the year ended 31 March 2021 are summarised below:

(Unit: Thousand Baht)

	Consolidated financial statements				
	Space for advertising	Buildings	Motor vehicles	Equipment storage space	Total
1 April 2020	-	-	-	-	-
Adjustments of right-of-use assets due to TFRS 16 adoption	305,254	55,290	34,042	-	394,586
Additions	30,742	37,055	5,540	76,424	149,761
Acquisitions of subsidiaries	-	9,836	-	-	9,836
Depreciation for the year	(57,316)	(36,139)	(17,079)	(6,087)	(116,621)
31 March 2021	278,680	66,042	22,503	70,337	437,562

(Unit: Thousand Baht)

	Separate financial statements				
	Space for advertising	Buildings	Motor vehicles	Equipment storage space	Total
1 April 2020	-	-	-	-	-
Adjustments of right-of-use assets due to TFRS 16 adoption	305,254	28,318	20,452	-	354,024
Additions	30,742	9,285	5,405	76,424	121,856
Depreciation for the year	(57,316)	(13,458)	(13,077)	(6,087)	(89,938)
31 March 2021	278,680	24,145	12,780	70,337	385,942

**b) Lease liabilities**

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Lease payments	543,899	-	489,500	-
Less: Deferred interest expenses	(55,690)	-	(53,221)	-
Total	488,209	-	436,279	-
Less: Portion due within one year	(109,793)	-	(84,097)	-
Lease liabilities - net of current portion	378,416	-	352,182	-

maturity analysis of lease payments is disclosed in Note 36.2 to the financial statements under the liquidity risk.

**c) Expenses relating to leases that are recognised in profit or loss**

(Unit: Thousand Baht)

	For the year ended 31 March 2021	
	Consolidated financial statements	Separate financial statements
Depreciation expense of right-of-use assets	116,621	89,938
Interest expense on lease liabilities	14,244	12,298
Expense relating to short-term leases and leases of low-value assets	8,255	7,853
Expense relating to variable lease payments	106,295	106,295

The Group has lease contracts for space for advertising that contains variable payments based on revenue. The lease term is 1 to 15 years.

**d) Cash outflows for leases**

The Group had total cash outflows for leases for the year ended 31 March 2021 of Baht 515 million, including the cash outflow related to short-term lease, leases of low-value assets and variable lease payments based on revenue. Moreover, the Group had non-cash additions to right-of-use assets and lease liabilities of Baht 150 million.

**e) Others**

On 24 February 2021, the Company and an unrelated company entered into Sale of Advertising Exclusive Right of Street Furniture Agreement under which the Company is to pay a consideration as stipulated in the agreement for the exclusive rights to use advertising media, effective from 1 April 2021 and 31 March 2022. The Company paid the consideration on during the year.

## 20.2 Group as a lessor

The Group has entered into operating leases for the merchandising areas at BTS stations of the lease terms are between 1 to 15 years.

The Group has future minimum rentals receivable under non-cancellable operating leases as at 31 March 2021 and 2020 as follows:

(Unit: Thousand Baht)

	Consolidated / Separate financial statements	
	2021	2020
Within 1 year	119,840	172,299
Over 1 and up to 5 years	189,010	274,479
Over 5 years	127,690	158,682

## 21. OTHER FINANCIAL LIABILITIES

(Unit: Thousand Baht)

	31 March 2021	
	Consolidated financial statements	Separate financial statements
<b>Financial liabilities measured at fair value through profit or loss</b>		
Forward exchange agreements	-	5,439
<b>Financial liabilities measured at fair value through other comprehensive income</b>		
Forward exchange agreements	5,439	-
Cross currency and interest rate swap	62,608	62,608
Interest rate swap	11,547	11,547
<b>Total</b>	<b>79,594</b>	<b>79,594</b>

## 22. PROVISION FOR LONG-TERM EMPLOYEE BENEFITS

Provision for long-term employee benefits, which represents compensation payable to employees after they retire and other long-term benefits, was as follows:

(Unit: Thousand Baht)

	Consolidated financial statements					
	Defined benefit plan in respect of severance payments to employees upon retirement		Other long-term employee benefit plan		Total	
	2021	2020	2021	2020	2021	2020
<b>Provision for long-term employee benefits at beginning of year</b>	120,967	89,834	1,380	7,504	122,347	97,338
Included in profit or loss:						
Current service cost	20,527	20,000	330	4,451	20,857	24,451
Interest cost	2,392	3,571	31	232	2,423	3,803
Past service cost and losses on settlement	-	27,145	-	430	-	27,575
Included in profit or loss/other comprehensive income:						
Actuarial loss arising from						
Demographic assumptions changes	-	5,346	-	-	-	5,346
Financial assumptions changes	-	20,712	-	-	-	20,712
Experience adjustments	-	1,546	-	-	-	1,546
Acquisitions of subsidiaries	323	-	-	-	323	-
Decrease from change in status of investment from subsidiary to subsidiary	-	(42,655)	-	(10,653)	-	(53,308)
Benefits paid during the year	(5,460)	(4,485)	-	(584)	(5,460)	(5,069)
Translation adjustment	-	(47)	-	-	-	(47)
<b>Provision for long-term employee benefits at end of year</b>	<b>138,749</b>	<b>120,967</b>	<b>1,741</b>	<b>1,380</b>	<b>140,490</b>	<b>122,347</b>

(Unit: Thousand Baht)

Separate financial statements					
	Defined benefit plan in respect of severance payments to employees upon retirement		Other long-term employee benefit plan		Total
	2021	2020	2021	2020	2021 2020
<b>Provision for long-term employee benefits at beginning of year</b>	73,083	40,524	1,359	171	74,442 40,695
Included in profit or loss:					
Current service cost	8,901	5,713	323	1,322	9,224 7,035
Interest cost	1,434	1,657	30	35	1,464 1,692
Past service cost and losses on settlement	-	14,188	-	-	- 14,188
Included in profit or loss/other comprehensive income:					
Actuarial loss arising from Financial assumptions changes	-	9,273	-	-	- 9,273
Experience adjustments	-	4,436	-	-	- 4,436
Benefits paid during the year	(5,225)	(2,708)	-	(169)	(5,225) (2,877)
<b>Provision for long-term employee benefits at end of year</b>	78,193	73,083	1,712	1,359	79,905 74,442

Line items in profit or loss under which long-term employee benefit expenses are recognised are as follows:

(Unit: Thousand Baht)

Consolidated financial statements					
	Defined benefit plan in respect of severance payments to employees upon retirement		Other long-term employee benefit plan		Total
	2021	2020	2021	2020	2021 2020
Administrative and selling expenses	22,919	50,715	361	5,113	23,280 23,280

(Unit: Thousand Baht)

Separate financial statements					
	Defined benefit plan in respect of severance payments to employees upon retirement		Other long-term employee benefit plan		Total
	2021	2020	2021	2020	2021 2020
Administrative and selling expenses	10,335	21,558	353	1,358	10,688 22,916

The Group expects to pay Baht 8 million of long-term employee benefits during the next year (The Company only: Baht 6 million) (2020: Baht 4 million (The Company only: Baht 4 million)).

As at 31 March 2021, the weighted average duration of the liabilities for long-term employee benefit of the Group is 18 years.

Significant actuarial assumptions are summarised below:

(Unit: Percent per annum)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Discount rate	2.0	2.0	2.0	2.0
Salary increase rate	3.0-7.0	6.0-7.0	6.0-7.0	6.0-7.0
Turnover rate	2.0-10.0	2.0-10.0	2.0-10.0	2.0-10.0

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 March 2021 and 2020 are summarised below:

(Unit: Million Baht)

	As at 31 March 2021			
	Consolidated financial statements		Separate financial statements	
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rate	(19)	24	(10)	11
Salary increase rate	22	(19)	11	(9)

(Unit: Million Baht)

	As at 31 March 2020			
	Consolidated financial statements		Separate financial statements	
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rate	(16)	20	(9)	10
Salary increase rate	20	(16)	10	(9)

(Unit: Thousand units)

## 23. WARRANTS

Balance as at 1 April 2019  
Exercised  
Balance as at 31 March 2020  
Balance as at 31 March 2021

VGI-W2
1,711,335
(50,000)
1,661,335
1,661,335

Warrants to purchase newly issued ordinary shares of the Company (VGI-W2). Details are as follows:

Issuance date	11 September 2018
Number of warrants granted	1,711,334,815 warrants
Allocation ratio	1 warrant to 5 existing ordinary shares
Term of warrants	4 years from the issuance date
Exercisable date for the first time	The last business day of the first quarter after the issuance date
Exercise ratio	1 warrant per 1 ordinary share
Exercise price	Baht 10 per share

## 24. STATUTORY RESERVE

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside to a statutory reserve at least 5 percent of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10 percent of the registered capital. The statutory reserve is not available for dividend distribution. At present, the statutory reserve has fully been set aside.

## 25. DEFICIT

Differences on business combination under common control consisted of differences between the costs of business combination under common control and the sum of the net book values of assets and liabilities of the subsidiaries as at the date of combination.

Deficit from changes in the ownership interests in a subsidiary consisted of deficit from changes in the Company's ownership interests in a subsidiary that do not result in a loss of control and is calculated based on differences between considerations paid or received as a result of the changes in ownership interests in the Company's subsidiary and non-controlling interests of the subsidiaries at the net book value of the subsidiaries as of the date the change occurred. Non-controlling interests of the subsidiaries are measured at the value of the identifiable net assets of the subsidiaries, based on the percentage shareholdings of the non-controlling interests.

## 26. REVENUE FROM CONTRACTS WITH CUSTOMERS

### 26.1. Revenue classification

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Advertising income	1,249,386	2,479,277	1,233,514	2,422,862
Service income	639,123	612,937	-	-
Revenues from system installation services	43,259	104,473	-	-
Sales	18,570	48,641	-	-
Other income	216,619	336,070	122,309	177,139
Total revenues from services and sales	2,166,957	3,581,398	1,355,823	2,600,001

### 26.2 Revenue recognised in relation to contract balances (contract assets and contract liabilities)

(Unit: Thousand Baht)

	Consolidated financial statements		Separate	
	2021	2020	2021	2020
Revenue recognised that was included in contract liabilities at the beginning of the year	28,313	56,050	20,258	21,861

### 26.3 Revenue to be recognised for the remaining performance obligations

As at 31 March 2021, revenue aggregating to Baht 360 million is expected to be recognised in the future relating to performance obligations that are unsatisfied (or partially unsatisfied) of contracts with customers (2020: Baht 510 million) (The Company only: Baht 126 million (2020: Baht 96 million)). The Group expects to satisfy the performance obligations within 8 years (The Company only: 8 years).



## 27. EXPENSES BY NATURE

Significant expenses classified by nature are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
<b>Continued operation:</b>				
Salaries and wages and other employee benefits	538,181	649,071	281,798	375,670
Depreciation and amortisation	355,792	346,396	250,597	242,479
Depreciation of right-of-use assets	113,532	-	86,849	-
Concession fees	112,418	281,346	112,418	280,435
Signboard and premise taxes (reversal)	(6,788)	57,320	(7,014)	57,040
Marketing and sales promotion expenses	197,716	210,412	57,618	100,611
Loss on impairment of assets	-	125,530	219,208	190,117
Allowance for expected credit loss (reversal)	7,669	204,562	18,158	177,622
<b>Discontinued operation:</b>				
Salaries and wages and other employee benefits	-	378,048	-	-
Depreciation and amortisation	-	272,868	-	-
Billboard rental expenses	-	26,470	-	-
Rental expenses from other operating lease agreements	-	168,022	-	-
Signboard and premise taxes	-	26,991	-	-
Marketing and sales promotion expenses	-	75,408	-	-
Subcontract	-	762,927	-	-
Loss on impairment of assets	-	56,724	-	-
Loss on write - off of assets	-	67,296	-	-

## 28. FINANCE COST

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Interest expense on borrowings	22,666	71,842	21,813	68,794
Interest expense on lease liabilities	14,244	-	12,298	-
Interest expense on cross currency and interest rate swaps	32,310	-	32,310	-
Others	3,937	2,115	3,456	1,129
Total	73,157	73,957	69,877	69,923

## 29. INCOME TAX

Income tax expenses for the years ended 31 March 2021 and 2020 are made up as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
<b>Current income tax:</b>				
Current income tax charge	164,710	319,284	155,996	221,902
<b>Deferred tax:</b>				
Relating to origination and reversal of temporary differences	(31,799)	(72,465)	(14,120)	(24,313)
<b>Income tax expenses reported in the statement of comprehensive income</b>	<b>132,911</b>	<b>246,819<sup>1</sup></b>	<b>141,876</b>	<b>197,589</b>

<sup>1</sup> Baht 214 million under continued operation and Baht 33 million under discontinued operation.

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 March 2021 and 2020 are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Deferred tax on gain on cash flow hedges	3,253	-	3,253	-
Deferred tax on actuarial loss	-	(5,521)	-	(2,742)
Deferred tax on loss from changes in value of available-for-sale investments	-	(497,953)	-	(497,953)
Deferred tax on gain from changes in value of investments in equity instruments	777,510	-	777,510	-
Deferred tax on loss from hedges of a net investment in a foreign operation	(17)	-	-	-
Deferred tax on a net change in cost of hedging	(703)	-	-	-
Total	780,043	(503,474)	780,763	(500,695)

The reconciliation between accounting profit and income tax expense is shown below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Profit before income tax expenses from continued operation	1,039,588	1,102,908	874,264	1,252,404
Profit before income tax expenses from discontinued operation	-	447,676	-	-
Accounting profit before tax	1,039,588	1,550,584	874,264	1,252,404
Applicable tax rate (percent)	20	20	20	20
Accounting profit before tax multiplied by income tax rate	207,918	310,117	174,853	250,481
Effects of:				
Non-deductible expenses	740	68,126	34,800	53,134
Additional expense deductions allowed	(2,037)	(2,920)	(2,037)	(2,175)
Exemption of income	(14,461)	(20,872)	(65,665)	(103,851)
Difference in tax rates of subsidiaries in overseas countries	-	(7,393)	-	-
Tax losses for the year of subsidiaries which deferred tax assets have not been recognised	18,180	29,365	-	-
Temporary differences for the prior year which deferred tax assets have not been recognized in the current year	(4,665)	-	-	-
Utilisation of previously unrecognised tax losses	-	(18,882)	-	-
Gain on change in status of investment	-	(110,064)	-	-
Share of loss (profit) from investments in joint ventures and associates	(67,687)	(8,781)	-	-
Others	(5,077)	8,123	(75)	-
Income tax expenses reported in the statement of comprehensive income	132,911	246,819	141,876	197,589

The reconciliation between accounting profit and income tax expense is shown below.

(Unit: Thousand Baht)

	Statement of financial position			
	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
<b>Deferred tax assets</b>				
Allowance for expected credit losses				
(2020: Allowance for doubtful accounts)	22,775	22,775	21,713	21,713
Loss on changes in value of available-for-sale investments	-	506,492	-	506,492
Provision for long-term employee benefits	28,098	24,491	15,981	14,889
Lease	10,067	-	10,067	-
Derivatives	7,716	-	7,716	-
Unused tax losses	10,266	-	-	-
Others	14,165	6,667	8,568	6,667
Total	93,087	560,425	64,045	549,761
<b>Deferred tax liabilities</b>				
Gain on changes in value of equity instruments	193,382	-	193,382	-
Others	7,683	4,425	7,683	4,425
Total	201,065	4,425	201,065	4,425

As at 31 March 2021, the Group had deductible temporary differences and unused tax losses totaling Baht 859 million (2020: Baht 609 million) (the Company only: Baht 465 million (2020: Baht 261 million)).

The unused tax losses of the subsidiaries amounting to Baht 862 million (2020: Baht 616 million).

As at 31 March 2021, the total amount of temporary differences associated with investments in associates for which deferred tax liability has not been recognised, is Baht 847 million (2020: Baht 534 million).

### 30. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing profit for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

Diluted earnings per share is calculated by dividing profit for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year plus the weighted average number of ordinary shares which would need to be issued to convert all dilutive potential ordinary shares into ordinary shares. The calculation assumes that the conversion took place either at the beginning of the year or on the date the potential ordinary shares were issued.

The following table sets forth the computation of basic and diluted earnings per share:

Consolidated financial statements					
Profit for the year		Weighted average number of ordinary shares		Earnings per share	
		2021 (Thousand Baht)	2020 (Thousand Baht)	2021 (Baht)	2020 (Baht)
<b>Basic earnings per share</b>					
Profit attributable to equity holders of the Company		979,765	1,423,940	0.11	0.17

Separate financial statements					
Profit for the year		Weighted average number of ordinary shares		Earnings per share	
		2021 (Thousand Baht)	2020 (Thousand Baht)	2021 (Baht)	2020 (Baht)
<b>Basic earnings per share</b>					
Profit attributable to equity holders of the Company		732,388	1,054,816	0.09	0.12

Details of calculation of earnings per share from continued operation for the years ended 31 March 2021 and 2020 are as below.

Consolidated financial statements					
Profit for the year		Weighted average number of ordinary shares		Earnings per share	
		2021 (Thousand Baht)	2020 (Thousand Baht)	2021 (Baht)	2020 (Baht)
<b>Basic earnings per share</b>					
Profit attributable to equity holders of the Company		979,765	926,046	0.11	0.11

Separate financial statements					
Profit for the year		Weighted average number of ordinary shares		Earnings per share	
		2021 (Thousand Baht)	2020 (Thousand Baht)	2021 (Baht)	2020 (Baht)
<b>Basic earnings per share</b>					
Profit attributable to equity holders of the Company		732,388	1,054,816	0.09	0.12

The exercise price of the VGI-W2 warrants was higher than the average market price of the Company's ordinary shares for the years ended 31 March 2021 and 2020. Therefore, the Company did not assume conversion of the warrants in the calculation of its diluted earnings per share in the consolidated and separate financial statements.

### 31. SEGMENT INFORMATION

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance, which is measured based on operating profit or loss and on a basis consistent with that used to measure operating profit or loss in the financial statements. The chief operating decision maker has been identified as Chief Executive Officer.

For management purposes, the Group is organised into business units based on the services they provide, and there are four reportable segments as follows:

- 1) Provision of advertising space in the elevated mass transit system segment ("BTS segment"),
- 2) Provision of outdoor advertising space segment
- 3) Digital service segment, and
- 4) Other segment

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

The following table presents revenues and profit information regarding the Group's operating segments for the years.

(Unit: Million Baht)

	BTS segment		Outdoor segment		Digital service Segment		Other segment		Consolidated	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
<b>Revenues</b>										
Revenues from external customers	1,327	2,184	-	294	940	1,151	213	371	2,480	4,000
Inter-segment revenues	20	76	-	2	152	134	20	10	192	222
Total revenues	1,347	2,260	-	296	1,092	1,285	233	381	2,672	4,222
Adjustments and eliminations	(20)	(76)	-	(2)	(152)	(134)	(20)	(10)	(192)	(222)
Total revenues - net	1,327	2,184	-	294	940	1,151	213	371	2,480	4,000
<b>Results</b>										
<b>Segment profit</b>	627	1,356	-	100	247	420	109	228	983	2,104
Adjustments and eliminations	5	4	-	(2)	(34)	(46)	(19)	(8)	(48)	(52)
<b>Segment profit - net</b>	632	1,360	-	98	213	374	90	220	935	2,052
Unallocated income and expenses:										
Dividend income									59	146
Other income									112	152
Gain on sale of investment in associate									593	-
Servicing, selling and administrative expenses									(924)	(1,304)
Share of profit from investments in joint ventures and associates									338	131

	BTS segment	Outdoor segment	Digital service Segment	Other segment	Consolidated
	2021 2020	2021 2020	2021 2020	2021 2020	2021 2020
Finance cost	-	-	-	-	(73)
Income tax	-	-	-	-	(133)
<b>Profit from continued operation for the year</b>	-	-	-	-	907
<b>Discontinued operation</b>	-	-	-	-	-
Gain on change in status of investment loss	-	-	-	-	550
<b>Profit from discontinued operation for the year</b>	-	-	-	-	(135)
<b>Profit for the year</b>	-	-	-	-	415
<b>Loss attributable to non-controlling interests of the subsidiaries</b>	-	-	-	-	907
<b>Profit attributable to equity holders of the Company</b>	-	-	-	-	1,304
					73
					120
					980
					1,424

Revenue from external customers is based on locations of the customers.

	(Unit: Million Baht)	
	For the years ended 31 March	
	2021	2020
Revenue from external customers		
Thailand	2,275	3,755
China	205	245
Total	2,480	4,000

For the year 2021 and 2020, the Group has no major customer with revenue of 10% or more of an entity's revenues.

### 32. PROVIDENT FUND

The Group and its employees have jointly established provident funds in accordance with the Provident Fund Act B.E. 2530. The Group and its employees contribute to the funds monthly at the specified rate. The funds will be paid to employees upon termination in accordance with the fund rules. The contributions for the year ended 31 March 2021 amounting to Baht 17 million (the Company only: Baht 9 million) (2020: Baht 21 million (the Company only: Baht 8 million)) were recognised as expenses.

### 33. DIVIDENDS

Dividends	Approved by	Total dividends (Million Baht)	Dividend per share (Baht)
Final dividends for 2019	Annual General Meeting of the shareholders on 9 July 2019	462	0.054
Interim dividends for 2020	Board of Directors' meeting No. 1/2020 on 12 February 2020	388	0.045
Total dividends for the year ended 31 March 2020		850	
Final dividends for 2020	Annual General Meeting of the shareholders on 16 July 2020	138	0.016
Interim dividends for 2021	Board of Directors' meeting No. 2/2021 on 15 February 2021	172	0.020
Total dividends for the year ended 31 March 2021		310	

### 34. COMMITMENTS AND CONTINGENT LIABILITIES

As at the end of reporting period, the Group had commitments and contingent liabilities as follows:

#### 34.1 Capital commitments

As at 31 March 2021, the Group had capital commitments of Baht 47 million (2020: Baht 195 million) (the Company only: Baht 18 million (2020: Baht 182 million)), relating to the acquisitions of equipment and computer software, the installation of ticketing systems and information management system, the development of website, the acquisitions of advertising media.

### 34.2 Long-term commitments

- a) The Group had outstanding commitments with respect to the concession fees stipulated in the agreements as follows.
- 1) An agreement with the parent company to obtain a license to manage and provide advertising spaces on BTS stations, BTS trains and to manage the merchandising areas and marketing activities at BTS stations, including commercial broadcasting through plasma screens and LCD screens
  - 2) An agreement with the parent company granting a license to manage space supporting travel on the Bangkok Mass Transit System project (on stations and connected space of the 2.2 kilometer long Silom extension line, and the 5.25 kilometer long Sukhumvit extension line of the Bangkok mass transit system)
  - 3) Concession agreements for the installation and management of advertising media in buildings with a related company and unrelated companies, whereby it is to install, and manage the provision of advertising through, LCD screens in these buildings
  - 4) Concession agreements for the management and provision of advertising space, and other related agreements

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Fees payable:				
In up to 1 year	2	57	2	57
In over 1 and up to 5 years	6	163	6	163
In over 5 years	5	189	5	189

As described in Note 3 to financial statements regarding initial adoption of TFRS 16, the Group recognised lease liabilities based on long-term commitments as at 31 March 2020 except short-term leases and leases of low-value assets.

- b) As at 31 March 2021, the Group had outstanding commitments which future payments are required in respect of service agreements amounting to Baht 137 million (2020: Baht 139 million) (the Company only: Baht 74 million (2020: Baht 57 million)).

### 34.3 Guarantees

- a) As at 31 March 2021, there were outstanding bank guarantees of approximately Baht 14 million (2020: Baht 14 million) (the Company only: Baht 7 million (2020: Baht 10 million)) issued by banks on behalf of the Group to guarantee contractual performance, electricity use, among others in respect of certain performance bonds as required in the normal course of business. The bank guarantees issued to the subsidiary's suppliers by banks on behalf of the subsidiary are secured by pledges of the subsidiary's fixed deposits.
- b) As discussed in Note 12.4 to financial statements, MACO has entered into a memorandum of agreement with the Company in jointly liable at the proportionate of shareholding in VGIM for the sum of bank guarantees on behalf of the VGIM Group to the Airport and MRT.

### 34.4 Litigations

- 34.4.1 Dispute between Midas Global Media Co., Ltd. ("Midas") (as a claimant) and the Company (as a respondent) on the ground of a breach of contract in relation to the default of Shareholders Agreement

On 25 June 2018, Midas, a former joint venture company between the Company and Deelight Multimedia Co., Ltd. ("Deelight"), submitted a dispute to the Thai Arbitration, Black Dispute No. 37/2561, claiming that the Company was in breach of Midas' Shareholders Agreement dated 5 February 2014 (the "Shareholders Agreement") made between the Company and Deelight, and requiring for damages in the amount of Baht 1,004 million with an interest at the rate of 7.5% per annum.



On 7 February 2020, the Company was notified of the arbitration award dated 5 February 2020, rendered by a majority vote of the Tribunal (2:1), decided that the Company was in breach of contract and that the Company must pay damages to Midas in the amount of Baht 579 million with an interest at the rate of 7.5% per annum from the date of the dispute submission (i.e. 25 June 2018) until completion of payment. On 2 April 2020, Midas filed a motion to the Civil Court to render the judgment enforcing the Company to abide by the arbitration award.

In this regard, the Company and the legal consultant of the Company had a different opinion from such arbitration award and are of the view that the said arbitration award may be both factually and legally deviated. As such, on 5 May 2020, the Company filed the motion to the Civil Court to abrogate the said arbitration award.

In this respect, the Company has filed a motion to the Civil Court to request for the joinder of the motion to render the enforcement of the arbitration award filed by Midas and the motion to abrogate the arbitration award filed by the Company, in which such joinder is allowed on 30 September 2020. Currently, those motions are under the consideration of the Civil Court.

As the said dispute has not been final and binding and the executive of the Company is certain that the Company duly complied with its contractual obligations according to the Shareholders Agreement, the provisions from the said dispute thus was not recorded in the financial statements for the year.

#### 34.4.2 Civil case between Midas (as a plaintiff) and the Company and MACO (as defendants) accusing of wrongful act

On 14 February 2018, Midas filed a civil lawsuit against the Company and MACO accusing the Company and MACO of wrongful act, claiming damages in the amount of Baht 24 million with an interest at the rate of 7.5% per annum, on grounds of the Airtime on 4 LED Billboards Agreement dated 31 January 2017 between Midas and MACO. On 12 September 2019, the Civil Court dismissed the case as the facts which Midas presented to the court did not accountably proved that the Company and MACO jointly committed fraud against Midas which might have caused trading damage. Therefore, it did not constitute a wrongful act against Midas. Midas subsequently submitted a motion to appeal. On 20 January 2021, the Appeal Court gave a verdict upholding the judgement of the Civil Court. The plaintiff has requested an extension of the period to appeal the Supreme Court and the court has issue an order permitting an extension until 2 June 2021.

### 35. FAIR VALUE HIERARCHY

As at 31 March 2021 and 2020, the Group had the assets and liabilities that were measured at fair value using different levels of inputs as follows:

(Unit: Million Baht)

	Consolidated / Separate financial statements			
	As at 31 March 2021			
	Level 1	Level 2	Level 3	Total
<b>Assets measured at fair value</b>				
Investments				
Quoted equity instruments	5,640	-	-	<b>5,640</b>
Non-quoted equity instrument	-	156	-	<b>156</b>
<b>Liabilities measured at fair value</b>				
Derivatives				
Forward exchange contracts	-	5	-	<b>5</b>
Interest rate swap agreement	-	12	-	<b>12</b>
Cross currency and interest rate swap agreement	-	63	-	<b>63</b>
<b>Asset for which fair value are disclosed</b>				
Investment in associate	17,388	-	-	<b>17,388</b>

(Unit: Million Baht)

	Consolidated / Separate financial statements			
	As at 31 March 2020			
	Level 1	Level 2	Level 3	Total
<b>Assets measured at fair value</b>				
Investment in available-for-sale security				
Equity instruments	2,413	-	-	<b>2,413</b>
<b>Liabilities for which fair value are disclosed</b>				
Derivatives				
Cross currency and interest rate swap agreement	-	37	-	<b>37</b>
Interest rate swap agreement	-	19	-	<b>19</b>
<b>Asset for which fair value are disclosed</b>				
Investment in associate	791	-	-	<b>791</b>

### 36. FINANCIAL INSTRUMENTS

#### 36.1 Derivatives and hedge accounting

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
<b>Derivative liabilities</b>				
Derivatives liabilities not designated as hedging instruments				
Foreign exchange forward contracts	-	-	5,439	-
Derivatives liabilities designated as hedging instruments				
Foreign exchange forward contracts	5,439	-	-	-
Cross currency and interest rate swap	62,608	-	62,608	-
Interest rate swap	11,547	-	11,547	-
<b>Total derivative liabilities</b>	<b>79,594</b>	<b>-</b>	<b>79,594</b>	<b>-</b>

#### Derivatives designated as hedging instruments

Cash flow hedges

Foreign currency and interest rate risk

The Group also uses cross currency and interest rate swap and interest rate swap and which is designated as hedging instruments to hedge cash flows on variable-rate loans whereby the Group receives a principle in foreign currency stipulated in the agreement and a variable interest rate equal to ZTIBOR and THBFX plus a certain margin specified in the agreement and pays principle and interest at a fixed rate of interest as specified in the agreements.

There is an economic relationship between the hedged items and the hedging instruments as the terms of the cross currency and interest rate swap and interest rate swap match those of loans and interests (i.e., notional amount and expected payment date). The Group has established a hedge ratio of 1:1 for the hedging relationships as the underlying risks of the cross currency and interest rate swap and interest rate swap are identical to the hedged risk components. To test the hedge effectiveness, the Group uses the hypothetical derivative method and compares the changes in the fair value of the hedging instruments against the changes in fair value of the hedged items attributable to the hedged risks.

Hedge ineffectiveness can arise from:

- Differences in the timing of the cash flows of the hedged items and the hedging instruments
- Different indexes (and accordingly different curves) linked to the hedged risk of the hedged items and hedging instruments
- The counterparties' credit risk differently impacting the fair value movements of the hedging instruments and hedged items

The Group is holding the following derivatives as hedging instruments as at 31 March 2021:

	Maturity within 1 year
<b>Cross currency and interest rate swap (for loans and interests)</b>	
Notional amount (Million Baht)	600
Exchange rate (JPY/Baht)	3.247
Fixed rate (%)	Fixed rate specified in the agreement
Floating rate (%)	ZTIBOR plus a certain margin specified in the agreement
<b>Interest rate swap (for interests)</b>	
Notional amount (Million Baht)	600
Fixed rate (%)	Fixed rate specified in the agreement
Floating rate (%)	6M THBFX plus a certain margin specified in the agreement

The impact of the hedging instruments on the statement of financial position as at 31 March 2021 and the effect of the cash flow hedge in the statement of comprehensive income for the year then ended are, as follows:

(Unit: Million Baht)

	Notional amounts	Carrying amount	Changes in fair value used for measuring ineffectiveness
Cross currency and interest rate swap - hedge the risk arising from loans and interests	600	(63)	(26)
Interest rate swap - hedge the risk arising from interests	600	(12)	8

The impact of hedged items on the statement of financial position as at 31 March 2021 is, as follows:

(Unit: Million Baht)

	Effective portion recognised in shareholders' equity	Cash flow hedge reserve
Loans and interests	(18)	26

#### Effect from interest rate benchmark reform

The Group has exposures to benchmark InterBank Offered Rates ("IBORs") on its financial instruments that will be replaced or reformed. There is uncertainty over the timing and the methods of transition in some jurisdictions that the Group operates in. The Group anticipates that IBOR reform will impact its risk management and hedge accounting. The Group elects to early adopt the amendments to TFRS 9 and TFRS 7 to those hedging relationships directly affected by IBOR reform.

The Group monitors IBOR reform. The committee evaluates the extent to which contracts reference IBOR cash flows, whether such contracts will need to be amended as a result of IBOR reform and how to manage communication about IBOR reform with counterparties.

The Group hold cross currency and interest rate swap and interest rate swaps which are designated in cash flow hedging relationships. These swaps have floating legs that are indexed to ZTIBOR and THBFX.

benchmark rate to an alternative benchmark interest will occur. This transition may occur at different times for the hedged item and hedging instrument, which may lead to hedge ineffectiveness. If there is an impact from the IBOR reform in the future, the Group will measured its hedging instruments indexed to ZTIBOR using available quoted market rates for ZTIBOR based instruments of the same tenor and similar maturity and has measured the cumulative change in the present value of hedged cash flows attributable to changes in ZTIBOR on a similar basis. The Group will not be impacted by the THBFX interest rate reform as the THBFX interest rate swap will expire before the reform.

### Hedge of net investment in foreign operation

As discussed in Note 12.2 to the financial statements, during the year, the Group entered into forward contracts which have been designated as a hedge of the net investment in the associate in Vietnam. The forward contracts are being used to hedge the Group's exposure to the VND foreign exchange risk on the investment. Gains or losses on the effective portion of hedging instrument are transferred to other comprehensive income to offset any gains or losses on translation of the net investment in the associate.

There is an economic relationship between the hedged item and the hedging instrument as the net investment creates a translation risk that will match the foreign exchange risk on the forward contracts. The Group has established a hedge ratio of 1:1 as the underlying risk of the hedging instrument is identical to the hedged risk component. The hedge ineffectiveness will arise when the amount of the investment in the foreign associate becomes lower than the amount of the fair value of forward contracts.

### Impact of hedging on equity

Set out below is the reconciliation of each component of equity and the analysis of other comprehensive income:

(Unit: Thousand Baht)

	Cash flow hedges reserve	Cost of hedging reserve	Effect of hedges of a net investment in a foreign operation
<b>As at 1 April 2020</b>	<b>(38,594)</b>	-	-
Changes in fair value arising from derivatives designated as hedging instruments	(17,705)	(5,238)	(82)
Amount reclassified to profit or loss	-	1,721	-
Foreign currency revaluation of the borrowing	33,971	-	-
Tax effect	(3,253)	703	16
<b>As at 31 March 2021</b>	<b>(25,581)</b>	<b>(2,814)</b>	<b>(66)</b>

## 36.2 Financial risk management objectives and policies

The Group has the financial risks associated with significant financial instruments and how they are managed is described below.

### Credit risk

The Group is exposed to credit risk primarily with respect to accounts receivable, loans, deposits with banks and financial institutions and other financial instruments. Except for derivatives, the maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position. The Group's maximum exposure relating to derivatives is noted in the liquidity risk topic.

## Receivables

The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. Outstanding receivables are regularly monitored. In addition, the Group does not have high concentrations of credit risk since it has a large customer base in various industries.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on expected future cash flow and/or days, past due for groupings of various customer segments with similar credit risks. The Group classifies customer segments by customer type. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Financial instruments and cash deposits

The Group manages the credit risk from balances with banks and financial institutions by making transactions only with approved counterparties.

The credit risk on debt instruments and derivative financial instruments is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

## Market risk

There are three types of market risk comprising currency risk, interest rate risk and equity price risk.

### Foreign currency risk

The Group's exposure to the foreign currency risk relates primarily to its loans that are denominated in foreign currency and its investments in overseas associate.

The Group manages its foreign currency risk of loans and overseas investment by entering into the cross currency and interest rate swaps and foreign exchange forward with contract period during 12 months and 5 years. The details are described in Note 36.1 to the financial statements.

As at 31 March 2021 and 2020, the balances of financial assets and liabilities denominated in foreign currencies are summarised below.

Foreign currency	Consolidated / Separate financial statements					
	Financial assets		Financial liabilities		Average exchange rate	
	2021 (Million)	2020 (Million)	2021 (Million)	2020 (Million)	2021 (Baht per 1 foreign currency unit)	2020
Japanese yen	-	-	1,948	2,273	0.2967	0.3011
United State Dollar	17	5	-	1	30.0371	32.6712
Renminbi	2	4	2	3	4.6187	4.6026

### Interest rate risk

The Group's exposure to interest rate risk relates primarily to its long-term loans and lease liabilities. 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 enters into interest rate swap, in which it agrees to exchange, at specified intervals, between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount.

As at 31 March 2021 and 2020, significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

- Financial assets
  - Cash and cash equivalents
  - Bank account for advances received from cardholders
  - Trade and other receivables
  - Other current financial assets
  - Long-term loans to related parties
- Financial liabilities**
  - Trade and other payables
  - Accrued expenses
  - Advances received from cardholders
  - Deposits from cardholders
  - Deposits received from rental spaces
  - Long-term loans from financial institutions
  - Lease liabilities

Consolidated financial statements							
As at 31 March 2020							
	Fixed interest rates			Floating interest rate	Non-interest bearing	Total	Interest rate
	Within 1 year	1-5 years	Over 5 years				
Financial assets							
Cash and cash equivalents	-	-	-	685	-	685	0.05 - 2.00
Bank account for advances received from cardholders	483	-	-	73	-	556	0.38 - 1.76
Trade and other receivables	-	-	-	-	1,061	1,061	-
Short-term loans to related parties	133	-	-	-	-	133	Note 7
Long-term loans to related parties	8	38	84	-	-	130	Note 7
Financial liabilities							
Short-term loans from financial institutions	450	-	-	-	-	450	Note 18
Trade and other payables	-	-	-	-	464	464	-
Accrued expenses	-	-	-	-	561	561	-
Advances received from cardholders	-	-	-	-	515	515	-
Deposits from cardholders	-	-	-	-	87	87	-
Deposits received from rental spaces	-	-	-	-	88	88	-
Long-term loans from financial institutions	-	-	-	1,439	-	1,439	Note 19



Separate financial statements							
As at 31 March 2020							
	Fixed interest rates			Floating interest rate	Non-interest bearing	Total	Interest rate
	Within 1 year	1-5 years	Over 5 years				
Financial assets							
Cash and cash equivalents	-	-	-	888	-	888	0.05 - 0.55
Trade and other receivables	-	-	-	-	375	375	-
Short-term loans to related parties	110	-	-	-	-	110	Note 7
Long-term loans to related parties	-	234	-	-	-	234	Note 7
Financial liabilities							
Trade and other payables	-	-	-	-	114	114	-
Accrued expenses	-	-	-	-	271	271	-
Deposits received from rental spaces	-	-	-	-	80	80	-
Long-term loans from financial institutions	-	-	-	1,159	-	1,159	Note 19
Lease liabilities	84	181	171	-	-	436	1.86 - 3.32

(Unit: Million Baht)

Separate financial statements						
As at 31 March 2020						
	Fixed interest rates			Floating interest rate	Non-interest bearing	Total
	Within 1 year	1-5 years	Over 5 years			
Financial assets						
Cash and cash equivalents	-	-	-	391	-	391
Trade and other receivables	-	-	-	-	720	720
Short-term loans to related parties	220	-	-	-	-	220
<b>Financial liabilities</b>						
Short-term loans from financial institutions	450	-	-	-	-	450
Trade and other payables	-	-	-	-	131	131
Accrued expenses	-	-	-	-	491	491
Deposits received from rental spaces	-	-	-	-	88	88
Long-term loans from financial institutions	-	-	-	1,400	-	1,400
						Interest rate
						0.05 - 1.00
						Note 7
						Note 18
						-
						-
						-
						Note 19

### Equity price risk

Equity price risk is the risk arising from changes in the price of equities or common stock that may cause volatility in earning or fluctuations in the value of financial assets. The Group has policies to manage the risk by maintaining long-term equity investments and investing in growth potential equities and/or those intended to support the business. The Group has closely managed and monitored market situations to provide information for management to monitor the risk.

### Liquidity risk

The Group gives high priority to liquidity management by holding appropriate levels of cash and cash equivalents along with other liquid assets and arranging sufficient credit facilities with financial institutions. In addition, the Group has access to a wide range of funding sources. The Group regularly monitors the adequacy of liquidity and adjusts its liquidity management strategy on a timely basis.

The table below summarises the maturity profile of the Group's non-derivative financial liabilities and derivative financial instruments as at 31 March 2021 based on contractual undiscounted cash flows:

(Unit: Million Baht)

	Consolidated financial statements			
	Less than 1 year	1 to 5 years	> 5 years	Total
<b>Non-derivatives</b>				
Trade and other payables	399	-	-	399
Lease liabilities	120	240	184	544
Long-term loans	1,171	-	-	1,171
<b>Derivatives</b>				
Foreign exchange forward: net settled	5	-	-	5
Cross currency and interest rate swap: gross settled				
Cash inflows	(586)	-	-	(586)
Cash outflows	649	-	-	649
Interest rate swap: gross settled				
Cash inflows	(10)	-	-	(10)
Cash outflows	22	-	-	22

(Unit: Million Baht)

	Separate financial statements			
	Less than 1 year	1 to 5 years	> 5 years	Total
<b>Non-derivatives</b>				
Trade and other payables	114	-	-	114
Lease liabilities	96	210	184	490
Long-term loans	1,171	-	-	1,171
<b>Derivatives</b>				
Foreign exchange forward: net settled	5	-	-	5
Cross currency and interest rate swap: gross settled				
Cash inflows	(586)	-	-	(586)
Cash outflows	649	-	-	649
Interest rate swap: gross settled				
Cash inflows	(10)	-	-	(10)
Cash outflows	22	-	-	22

### 36.3 Fair value of financial instruments

The methods and assumptions used by the Group in estimating the fair value of financial instruments are as follows:

- For financial assets and liabilities which have short-term maturity, including cash and cash at banks, accounts receivable, short-term loans, advances, deposits, accounts payable and short-term loans, their carrying amounts in the statement of financial position approximate their fair value.
- For equity securities, their fair value is generally derived from quoted market prices or the equity value from recently funding.
- For long-term loans to related parties carrying interest approximate to the market rate, their carrying amounts in the statement of financial position approximates their fair value.
- For long-term loans from financial institutions carrying interest approximate to the market rate, their carrying amounts in the statement of financial position approximates their fair value.
- For derivatives, their fair value has been determined by using a discounted future

cash flow model and a valuation model technique. Most of the inputs used for the valuation are observable in the relevant market, such as spot rates of foreign currencies, yield curves of the respective currencies, interest rate yield curves and commodity price yield curves. The Group had considered to counterparty credit risk when determining the fair value of derivatives

During the current year, there were no transfers within the fair value hierarchy.

### 37. CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to ensure that they have appropriate capital structure in order to support their business and maximise shareholder value.

### 38. EVENTS AFTER THE REPORTING PERIODS

38.1 On 1 April 2021, BSS Holdings Company Limited ("BSSH"), a subsidiary of the Company, AEON Thana Sinsap (Thailand) Public Company Limited ("AEONTS") and Humanica Public Company Limited ("HUMAN") established a joint investment to incorporate Rabbit Cash Company Limited ("Rabbit Cash"). The details are as follows:

Registered Capital	Baht 800 million, divided into 8 million shares, with a par value of Baht 100 per share
Shareholding structure	BSSH holds 77%, AEONTS hold 18% and HUMAN hold 5% of total issued shares
Board of Directors	5 directors comprising of the 4 directors nominated by BSSH and 1 director nominated by AEONTS
Nature of business	Carrying out business of providing lending services through digital platform under the brand of "Rabbit Cash"

On 22 March 2021, a meeting of the Company's Executive Committee passed resolution to approve BSSH to increase its registered share capital in an amount of 6,160,000 shares, with a par value of Baht 100 per share, or a total of approximately Baht 616 million for the investment in Rabbit Cash. On 12 April 2021, the Company subscribed newly issued ordinary shares of BSSH which is issued and offered to its existing shareholders on a pro rata basis to their respective shareholding (Rights Offering) in the amount of 5,544,000 shares, with the total value of Baht 554 million and the Company fully paid up the shares on 22 April 2021. BSSH registered the increase in share capital on 23 April 2021.

38.2 On 23 April 2021, the KEX's Annual General Meeting of Shareholders passed resolution to approve a final dividend for 2020 of Baht 0.655 per share, or a total of Baht 1,009.2 million, KEX has paid interim dividends of Baht 0.435 per share, totaling Baht 626.4 million.

The outstanding dividend of Baht 0.22 per share, or a total of Baht 382.8 million will be paid to the shareholders.

38.3 On 27 May 2021, a meeting of the Company's Board of Directors passed the significant resolutions to propose to a meeting of shareholders for consideration a resolution to declare a final dividend for the year ended 31 March 2021 of Baht 0.061 per share, or a total of not more than Baht 593 million, The Company has paid interim dividends of Baht 0.020 per share, totaling Baht 172 million. The outstanding dividend of Baht 0.041 per share, or a total of not more than Baht 421 million will be paid to the shareholders.

### 39. APPROVAL OF FINANCIAL STATEMENTS

These financial statements were authorised for issue by the Company's Board of Directors on 27 May 2021.

## CONFIRMATION OF INFORMATION ACCURACY

The Company having carefully, reviewed the information contained in this Form 56-1 One Report, hereby certify that the said information is accurate complete and true, is not misleading and does not omit any material information which is required to be disclosed and false or that:

- (1) The financial statements and financial information forming a part in this Form 56-1 One Report contain accurate and complete material information in respect of the financial condition, results of operations and cash flows of the Company and its subsidiaries;
- (2) The Company is responsible for arranging for an effective disclosure system to assure that the Company properly and completely discloses the material information of the Company and its subsidiaries, and shall be responsible for monitoring to ensure compliance with such system;
- (3) The Company is responsible for arranging for an effective internal controls and monitoring them to ensure compliance with such system, and the Company has reported the information as of 12 May 2021 relating to the internal control, including the deficiency and material change of the internal control that may affect preparation of financial reports of the Company and its subsidiaries, to the auditor and Audit Committee.

As evidence that all documents are the same set of documents that the Company has reviewed, The Company assigned Miss Prispakorn Pangwiphat to initial all pages hereof. If any pages do not have the initials of Miss Prispakorn Pangwiphat indicated, it shall be deemed that the Company has not reviewed the aforesaid information.

**Marut Arthakaivalvatee**  
Authorised Director

**Mr. Chan Kin Tak**  
Authorised Director

Proxy

**Miss Prispakorn Pangwiphat**  
Company Secretary

# DEFINITIONS

Unless, otherwise specified in this document, the following words shall have the following meanings:

<b>ACP</b>	means	Ads Chaophraya Company Limited
<b>AERO</b>	means	Aero Media Group Company Limited
<b>Airport Rail Link</b>	means	Train Transportation System connecting to Suvarnabhumi Airport
<b>AnyMind Group</b>	means	AnyMind Group Limited and its subsidiaries
<b>Asia Direct Insurance Broker</b>	means	Asia Direct Insurance Broker Company Limited
<b>ASK Direct Group</b>	means	ASK Direct Group Company Limited
<b>ATS</b>	means	ATS Rabbit Special Purpose Vehicle Company Limited
<b>Bangkok</b>	means	Bangkok Metropolitan
<b>BMA</b>	means	Bangkok Metropolitan Administration, including other agencies that may have the authority to act on behalf of BMA; in this case, it means Krungthep Thanakom Company Limited
<b>BRT</b>	means	Bus Rapid Transit (BRT) provides the mass transit in the urban and outlying areas by using the special lane separated from the main road, and that makes it speedier than other buses. At present, there are 12 stations with 16 kilometers long, connecting Chong Nontree along Narathiwas Road through Rama III Road to Ratchapruke, and having the station connecting to BTS at Chong Nonsi Station
<b>BSS</b>	means	Bangkok Smartcard System Company Limited
<b>BSSH</b>	means	BSS Holdings Company Limited
<b>BTS Group</b>	means	Bangkok Mass Transit System Public Company Limited and BTS Group Holdings Public Company Limited
<b>BTS SkyTrain System</b>	means	MRT Green Line Project and MRT Green Line Extensions
<b>BTSC</b>	means	Bangkok Mass Transit System Public Company Limited
<b>BTSG</b>	means	BTS Group Holdings Public Company Limited
<b>BV Media Ads</b>	Means	BV Media Ads Company Limited
<b>Company / VGI</b>	means	VGI Public Company Limited
<b>Concession Agreement</b>	means	Bangkok Mass Transit System Concession Agreement between the BMA and BTSC for the operation of the MRT Green Line Project and/or the service of the MRT Green Line Extensions
<b>Digital Media</b>	means	Multimedia
<b>DPT/ Demo</b>	means	Demo Power (Thailand) Company Limited
<b>EBIT</b>	means	Earnings before interest and taxes
<b>EBITDA</b>	means	Earnings before interest and taxes, depreciation and amortisation
<b>Group Work</b>	Means	Groupwork Company Limited
<b>Humanica</b>	means	Humannica Public Company Limited
<b>iClick</b>	means	iClick Interactive Asia Group Limited
<b>KEX</b>	Means	Kerry Express (Thailand) Public Company Limited
<b>MACO</b>	means	Master Ad Public Company Limited
<b>Media Agency</b>	means	Advertising agency who provides strategic planning for use of various types of media as well as media budget planning and media usage decision making of the owners of goods and/or services
<b>Member of the Executive Committee</b>	means	Member of the Executive Committee, who may be or may not be the Company's directors
<b>Modern Trade</b>	means	Modern retail stores characterised by countrywide network such as Tesco Lotus and Big C
<b>MRT</b>	means	M.R.T. Chaloe Ratchamongkhon, connecting from Hua Lamphong and Bang Sue, with combined track length of 20 kilometers, totaling 18 stations and having the station connected to 3 BTS stations i.e. Sala Deang station, Asoke station and Mo Chit station
<b>MRT Green Line Extensions</b>	means	Extension lines from the MRT Green Line Project to which BTSC provides the operational and maintenance services to Krungthep Thanakom, covering (i) the Silom Line Extension with a combined track length of 7.5 kilometers, (ii) the Sukhumvit Line Extension with a combined track length of 5.25 kilometers, (iii) the MRT Northern Green Line Extension with a combined track length of 18.4 kilometers and (iv) the MRT Southern Green Line Extension with a combined track length of 12.8 kilometers
<b>MRT Green Line Project</b>	means	The original mass transit line in Bangkok covering 23 stations with a combined track length of 23.5 kilometers, i.e. the Silom Line covering 7 stations with a combined track length of 6.5 kilometers (including Siam station), connecting National Stadium station and Saphan Taksin station and the Sukhumvit Line covering 17 stations with a combined track length of 17 kilometers (including Siam station), connecting Mo Chit station and On Nut station



<b>MRTA</b>	means	Mass Rapid Transit Authority of Thailand
<b>Multimedia</b>	means	Advertising media which can present static picture, movie and sound in the form of short advertising film broadcasted on the digital screens, such as, plasma screen, LCD screen, LED screens etc.
<b>PBSB</b>	means	Puncak Berlian Sdn. Bhd.
<b>PLANB / PlanB</b>	means	Plan B Media Public Company Limited
<b>POV</b>	means	Point of View (POV) Media Group Company Limited
<b>Rabbit Care</b>	means	Rabbit Care Company Limited
<b>Rabbit Cash</b>	means	Rabbit Cash Company Limited
<b>Rabbit Group</b>	means	Bangkok Smartcard System Company Limited and BSS Holdings Company Limited
<b>Rabbit Insurance Broker</b>	means	Rabbit Insurance Broker Company Limited
<b>Rabbit Pay System</b>	means	Rabbit Pay System Company Limited
<b>Right to Advertise in the Office Building Agreement</b>	means	LCD screens installation and management in office building agreement, being granted to the Company for management of the advertising space in the passenger lifts, hall way and lobby of the office buildings
<b>Right to Manage Marketing Services in the BTS Sky Train System</b>	means	License to Manage Marketing Services Agreement entered with BTSC, for granting to the Company the exclusive right to manage the advertising space and merchandising area in the MRT Green Line Project, and Agreement on the License to Manage Promotional Space for the Commutation on the Bangkok Mass Transit System Project with BTSC, for granting to the Company the exclusive right to manage the advertising space and merchandising area in the Silom Line Extension and the Sukhumvit Line Extension i.e. Krung Thonburi station, Wongwian Yai station, Bang Chak station, Punnawithi station, Udom Suk station, Bang Na station, and Bearing station
<b>RLP</b>	means	Rabbit-LINE Pay Company Limited
<b>SL</b>	means	SAHA Lawson Company Limited
<b>SLV</b>	means	SLV Retail Company Limited
<b>SPI</b>	means	SAHA Pathana Inter-Holding Public Company Limited
<b>SEC</b>	means	Securities and Exchange Commission
<b>SET</b>	means	Stock Exchange of Thailand
<b>Silom Line Extension</b>	means	The 7.5 kilometers extension of Silom Line, comprising of 6 stations, connecting Saphan Taksin station and Bang Wa station
<b>Static Media</b>	means	Static picture, such as, vinyl sign, light box, Trivision, escalator gateway
<b>Sukhumvit Line Extension</b>	means	The 5.25 kilometers extension of Sukhumvit Line, comprising of 5 stations, connecting Bang Chak station and Bearing station
<b>Supremo Media</b>	means	Supremo Media Company Limited
<b>TCSB</b>	means	Titanium Compass Sdn. Bhd.
<b>The ICON VGI</b>	means	The ICON VGI Company Limited
<b>Trans. Ad Group</b>	means	Trans. Ad Solutions Company Limited and its subsidiaries
<b>V-Click Technology</b>	means	V-Click Technologh Company Limited
<b>VGI AnyMind Technology</b>	means	VGI AnyMind Technology Company Limited
<b>VGIADVGI Group</b>	means	VGI Advertising Company LimitedVGI Public Company Limited and its subsidiaries
<b>VGI Advertising Media</b>	means	VGI Advertising Media Company Limited
<b>VGI Group</b>	means	VGI Public Company Limited and its subsidiarie
<b>VGI-W1 / VGI-W1 WarrantsVGIAD</b>	means	Warrants to Purchase the Newly Issued Ordinary Shares of the Company No. 1 (VGI-W1)VGI Advertising Company Limited
<b>VGI-W2 / VGI-W2 WarrantsVGI-W1 / VGI-W1 Warrants</b>	means	Warrants to Purchase the Newly Issued Ordinary Shares of the Company No. 2 (VGI-W2)Warrants to Purchase the Newly Issued Ordinary Shares of the Company No. 1 (VGI-W1)
<b>VGIM/ VGM</b>	means	VGI Global Media (Malaysia) Sdn. Bhd.
<b>VGMVGI-W2 / VGI-W2 Warrants</b>	means	VGI Global Media (Malaysia) Sdn. Bhd.Warrants to Purchase the Newly Issued Ordinary Shares of the Company No. 2 (VGI-W2)
<b>VGI MACO (Singapore)</b>	means	VGI MACO (Singapore) Private Limited
<b>888 Media</b>	means	888 Media Company Limited



# PART IV

## OTHERS AND ATTACHMENTS

---

<b>Attachment 1</b>	Details of Directors, Executives, Controlling Persons, the Person Taking the Highest Responsibility in Finance and Accounting and the Person Supervising Accounting and the Company Secretary	<b>210</b>
<b>Attachment 2</b>	Details of Directors of Subsidiaries	<b>222</b>
<b>Attachment 3</b>	Details of the Head of Internal Audit	<b>225</b>
<b>Attachment 4</b>	Assets for the Business Operations	<b>226</b>
<b>Attachment 5</b>	Policy and Guideline for Corporate Governance and Code of Conduct of the Company	<b>234</b>
<b>Attachment 6</b>	Audit Committee Report and Other Sub-Committees' Reports	<b>235</b>

# Attachment 1

## Details of Directors, Executives, Controlling Persons, the Person Taking the Highest Responsibility in Finance and Accounting and the Person Supervising Accounting and the Company Secretary

as of 31 March 2021

\* Shares held by director and executive, including by their spouse and minor children. As of 1 April 2019, the Company had 8,611,165,708 total issued shares.

### Mr. Keeree Kanjanapas

Age 71 years

#### Title

- Chairman / Authorised Director

#### Date of Appointment as Director:

30 March 2012

#### Education

Training programs organised by  
Thai Institute of Directors

- Director Accreditation Program (DAP) Year 2011

#### Other training programs

- Top Executive Program (CMA 10) Year 2010, Capital Market Academy

#### Shareholding in the Company (%)\*

52,220,000 (0.61%)

#### Family Relationship with Other Directors and Executives

Father of Mr. Kavin Kanjanapas

#### Working Experience during Past 5 Years

2012 – Present Chairman of the Board of Directors, VGI Plc.

#### Other Listed Companies in Thailand

2017 – Present Chairman of the Board of Directors, U City Plc.  
2012 – Present Chairman of the Sustainability Committee, BTS Group Holdings Plc.  
2010 – Present Chairman of the Executive Committee, BTS Group Holdings Plc.  
2006 – Present Chairman of the Board of Directors, BTS Group Holdings Plc.  
1993 – Present Director, BTS Group Holdings Plc.

### Other Companies

Feb 2020 – Present Director, U-Tapao International Aviation Co., Ltd.  
2018 – Present Director, BTS Infrastructure Services Co., Ltd.  
2017 – Present Director, BTS Infrastructure Development Co., Ltd.  
2017 – Present Director, Eastern Bangkok Monorail Co., Ltd.  
2017 – Present Director, Northern Bangkok Monorail Co., Ltd.  
2017 – Present Director, RB Services Co., Ltd.  
2015 – Present Chairman of the Executive Committee, Bangkok Mass Transit System Plc.  
2010 – Present Chairman, Bangkok Mass Transit System Plc.  
1996 – Present Director, Bangkok Mass Transit System Plc.  
2015 – Present Director, BSS Holdings Co., Ltd.  
2010 – Present Director, Rabbit Rewards Co., Ltd.  
2009 – Present Director, Bangkok Smartcard System Co., Ltd.  
2009 – 2018 Director, BTS Land Co., Ltd.  
1993 – 2018 Director, PrannaKiri Assets Co., Ltd.  
1992 – 2018 Director, Tanayong Food and Beverage Co., Ltd.  
1991 – 2018 Director, Thana City Golf & Sports Club Co., Ltd.  
1990 – 2018 Director, Siam Paging and Communication Co., Ltd.  
1990 – 2018 Director, Tanayong Property Management Co., Ltd.  
1988 – 2018 Director, Nuvo Line Agency Co., Ltd.

**Mr. Marut Arthakaivalvatee**

Age 65 years

**Title**

- Vice Chairman / Member of the Nomination and Remuneration Committee / Member of the Corporate Governance Committee / Authorised Director

**Date of Appointment as Director:**

15 November 2007

**Education**

- Bachelor Degree of Communication Arts, Chulalongkorn University
- Master Degree of Business Administration, Chulalongkorn University

**Training Programs Organised by****Thai Institute of Directors**

- Director Accreditation Program (DAP) Year 2014
- Anti-Corruption for Executive Program (ACEP) Year 2014

**Other Training Programs**

- Academy of Business Creativity (ABC2), Year 2014, Sripatum University

**Shareholding in the Company (%)\***

305,110 (0.004%)

**Family Relationship with Other Directors and Executives**

–

**Working Experience during Past 5 Years**

2016 – Present Vice Chairman, VGI Plc.  
 2015 – Present Member of the Corporate Governance Committee, VGI Plc.  
 2012 – Present Member of the Nomination and Remuneration Committee, VGI Plc.  
 2007 – Present Director, VGI Plc.  
 2012 – 2016 Member of the Executive Committee, VGI Plc.  
 1999 – 2016 Chief Executive Officer, VGI Plc.

**Other Listed Companies in Thailand**

2017 – Present Chairman, Nation Multimedia Group Plc.

**Other Companies**

2018 – Present Director, Ads Chaophraya Co., Ltd.  
 2018 – Present Director, Supremo Media Co., Ltd.  
 2017 – Present Director, The Icon VGI Co., Ltd.  
 2016 – Present Director, Aero Media Group Co., Ltd.  
 2007 – Present Director, VGI Advertising Media Co., Ltd.  
 2017 – 2018 Director, VGI Global Media (Malaysia) Sdn. Bhd.  
 2010 – 2015 Director, 999 Media Co., Ltd.  
 2010 – 2015 Director, 888 Media Co., Ltd.  
 2010 – 2015 Director, VGI Advertising China Company Limited  
 2007 – 2015 Director, Midas Global Media Co., Ltd.  
 2018 – Present Director, Supremo Media Co., Ltd.

**Mr. Kavin Kanjanapas**

Age 46 years

**Title**

- Director / Chairman of the Executive Committee / Authorised Director

**Date of Appointment as Director:**

28 May 2003

**Education**

- Stonyhurst College, UK

**Training programs organised by****Thai Institute of Directors**

- Director Accreditation Program (DAP) Year 2007

**Other training programs**

- Top Executive Program (CMA 16) Year 2013, Capital Market Academy

**Shareholding in the Company (%)\***

–

**Family Relationship with Other Directors and Executives**

Son of Mr. Keeree Kanjanapas

**Working Experience during Past 5 Years**

2012 – Present Chairman of the Executive Committee, VGI Plc.  
 2003 – Present Director, VGI Plc.

### Other Listed Companies in Thailand

2020 – Present	Chief Officer of MATCH Business, BTS Group Holdings Plc.
2018 – Present	Director, Kerry Express (Thailand) Plc.
2017 – Present	Director, U City Plc.
2015 – Present	Chief Executive Officer BTS Group Holdings Plc.
2010 – Present	Executive Director, BTS Group Holdings Plc.
2007 – Present	Director, BTS Group Holdings Plc.
2017 – 2018	Independent Director, BEC World Plc.

### Other Companies

Apr. 2021 – Present	Director, Rabbit Cash Co., Ltd.
Mar. 2021 – Present	Director, Capricorn Hill Co., Ltd.
2020 – Present	Director, Prime Area Retail Co., Ltd.
2020 – Present	Director, Prime Area 9 Co., Ltd.
2020 – Present	Director, Prime Area 12 Co., Ltd.
2020 – Present	Director, Prime Area 38 Co., Ltd.
2020 – Present	Director, BGSR 6 Co., Ltd.
2020 – Present	Director, BGSR 81 Co., Ltd.
2020 – Present	Director, U-Tapao International Aviation Co., Ltd.
2020 – Present	Director, Mochit Land Co., Ltd.
2019 – Present	Director, SLV Retail Co. Ltd.
2019 – Present	Director, Majestic Park Co., Ltd.
2019 – Present	Director, Future Domain Co., Ltd.
2018 – Present	Director, Kerry Express (Thailand) Plc.
2018 – Present	Director, Turtle 23 Co., Ltd.
2018 – Present	Director, U Global Hospitality Co., Ltd.
2017 – Present	Director, BTS Infrastructure Development Co., Ltd.
2017 – Present	Director, Vienna House (Thailand) Co., Ltd.
2017 – Present	Director, Northern Bangkok Monorail Co., Ltd.
2017 – Present	Director, Eastern Bangkok Monorail Co., Ltd.
2017 – Present	Director, BTS Infrastructure Development Co., Ltd.
2017 – Present	Director, Man Food Holdings Co., Ltd.
2017 – Present	Director, Kamkoong Property Co., Ltd.
2017 – Present	Director, Natural Park Ville Co., Ltd.
2017 – Present	Director, Natural Real Estate Co., Ltd.
2017 – Present	Director, Park Opera Co., Ltd.
2017 – Present	Director, Richee Property Management Co., Ltd.
2017 – Present	Director, Park Gourmet Co., Ltd.

2017 – Present	Director, Project Green Co., Ltd.
2017 – Present	Director, Unison One Co., Ltd.
2017 – Present	Director, RB Services Co., Ltd.
2017 – Present	Director, Keystone Management Co., Ltd.
2016 – Present	Director, KMJ 2016 Co., Ltd.
2015 – Present	Director, Travelodge (Thailand) Co., Ltd.
2015 – Present	Director, The Community Two Co., Ltd.
2015 – Present	Director, The Community One Co., Ltd.
2015 – Present	Director, Kingkaew Assets Co., Ltd.
2015 – Present	Director, Ratburana Property Co., Ltd.
2015 – Present	Director, Keystone Estate Co., Ltd.
2015 – Present	Director, BSS Holdings Co., Ltd.
2015 – Present	Member of the Executive Committee, Bangkok Smartcard System Co., Ltd.
2009 – Present	Director, Bangkok Smartcard System Co., Ltd.
2014 – Present	Director, Little Corner Co., Ltd.
2013 – Present	Director, Man Kitchen Co., Ltd.
2010 – Present	Director, Tanayong Hong Kong Limited
2010 – Present	Director, Absolute Hotel Services Hong Kong Limited
2010 – Present	Director, Rabbit Rewards Co., Ltd.
2009 – Present	Director, Bangkok Mass Transit System Plc.
2009 – Present	Director, Point of View (POV) Media Group Co., Ltd.
2009 – Present	Director, VGI Advertising Media Co., Ltd.
2008 – Present	Director, Thana City Golf & Sports Club Co., Ltd.
2008 – Present	Director, Tanayong Property Management Co., Ltd.
2008 – Present	Director, PrannaKiri Assets Co., Ltd.
2008 – Present	Director, Siam Paging and Communication Co., Ltd.
2008 – Present	Director, Tanayong Food and Beverage Co., Ltd.
2008 – Present	Director, Absolute Hotel Services Co., Ltd.
2018 – 2020	EGS Assets Co., Ltd.
2016 – 2020	Nine Square Property Co., Ltd.
2014 – 2020	Director, Win Win Kitchen Co., Ltd.
2014 – 2020	Mak8 Co., Ltd.
2010 – 2020	BTS Land Co., Ltd.
2008 – 2020	Muangthong Assets Co., Ltd.
2015 – 2018	Director, Unicorn Enterprise Co., Ltd.

**Mr. Surapong Laoha-Unya**

Age 59 years

**Title**

- Director / Authorised Director

**Date of Appointment as Director:**

10 November 2006

**Education**

- Bachelor of Engineering (Civil Engineering), Kasetsart University
- M.M.E. Civil Engineering, Chulalongkorn University

**Training programs organised by****Thai Institute of Directors**

- Director Accreditation Program (DAP) Year 2010

**Other training programs**

- The Senior Executive Bangkok Management Program Year 2013, Urban Green Development Institute

**Shareholding in the Company (%)\***

84,110 (0.0009%)

**Family Relationship with Other Directors and Executives**

–

**Working Experience during Past 5 Years**

2006 – Present Director, VGI Plc.

**Other Listed Companies in Thailand**

2020 – Present Chief Officer of MOVE Business, BTS Group Holdings Plc.

2010 – Present BTS Group Holdings Plc.

**Other Companies**

2020 – Present Director, BGSR 6 Co., Ltd.

2020 – Present Director, BGSR 81 Co., Ltd.

2020 – Present Director, U-Tapao International Aviation Co., Ltd.

2018 – Present Director, BTS Infrastructure Services Co., Ltd.

2017 – Present Director, BTS Infrastructure Development Co., Ltd.

2017 – Present Director, Eastern Bangkok Monorail Co., Ltd.

2017 – Present Director, Northern Bangkok Monorail Co., Ltd.

2017 – Present Director, RB Services Co., Ltd.

2016 – Present Director, Rabbit Insurance Broker Co., Ltd.

- 2015 – Present Executive Director / Chief Executive Officer / Chief Administrative Officer (acting), Bangkok Mass Transit System Plc.
- 2006 – Present Director, Bangkok Mass Transit System Plc.
- 2015 – 2019 Chief Operating Officer (acting), Bangkok Mass Transit System Plc.
- 2015 – Present Director, Rabbit Care Co., Ltd.
- 2015 – Present Director, ASK Direct Group Co., Ltd.
- 2015 – Present Director, RabbitPay System Co., Ltd.
- 2015 – Present Director, BSS Holdings Co., Ltd.
- 2014 – Present Director, Bangkok Payment Solutions Co., Ltd.
- 2010 – Present Director, Rabbit Rewards Co., Ltd.
- 2009 – Present Executive Director / Director, Bangkok Smartcard System Co., Ltd.
- 2009 – 2018 Director, BTS Land Co., Ltd.

**Mr. Kong Chi Keung**

Age 46 years

**Title**

- Director / Authorised Director

**Date of Appointment as Director:**

15 June 2000

**Education**

- BA (Honorary Degree) Business Administrative, University of Greenwich, United Kingdom
- MBA (Executive) Sasin Graduate Institute of Business Administration, Chulalongkorn University

**Training programs organised by****Thai Institute of Directors**

- Director Accreditation Program (DAP) Year 2007

**Shareholding in the Company (%)\***

242,370 (0.003%)

**Family Relationship with Other Directors and Executives**

–

**Working Experience during Past 5 Years**

2000 – Present Director, VGI Plc.

**Other Listed Companies in Thailand**

2017 – Present Director, U City Plc.

2015 – Present Deputy Chief Executive Officer, BTS Group Holdings Plc.

2010 – Present Member of the Executive Committee, BTS Group Holdings Plc.



2010 – Present Member of the Nomination and Remuneration Committee, BTS Group Holdings Plc.  
 2007 – Present Director, BTS Group Holdings Plc.

#### Other Companies

April 2021 – Present Director, Rabbit Cash Co., Ltd.  
 March 2021 – Present Director, Capricorn Hill Co., Ltd.  
 January 2021 – Present Director, Prime Area Retail Company Limited  
 2020 – Present Director, Prime Area 9 Co., Ltd.  
 2020 – Present Director, Prime Area 12 Ltd.  
 2020 – Present Director, Prime Area 38 Co., Ltd.  
 2020 – Present Director, BGSR 6 Co., Ltd.  
 2020 – Present Director, BGSR 81 Co., Ltd.  
 2020 – Present Director, U-Tapao International Aviation Co., Ltd.  
 2019 – Present Director, Majestic Park Co., Ltd.  
 2019 – Present Director, Future Domain Co., Ltd.  
 2019 – Present Director, U Global Hospitality Holding (Hong Kong) Limited  
 2019 – Present Director, U Hospitality Holding (Hong Kong) Limited  
 2018 – Present Director, Turtle 23 Co., Ltd.  
 2018 – Present Director, U Global Hospitality Co., Ltd.  
 2018 – Present Director, EGS Assets Co., Ltd.  
 2018 – Present Director, Thana City Golf & Sports Club Co., Ltd.  
 2018 – Present Director, UNISON One Co., Ltd.  
 2018 – Present Director, Muangthong Assets Co., Ltd.  
 2018 – Present Director, PrannaKiri Assets Co., Ltd.  
 2018 – Present Director, Siam Paging and Communication Co., Ltd.  
 2018 – Present Director, Mak8 Co., Ltd.  
 2018 – Present Director, Tanayong Food and Beverage Co., Ltd.  
 2018-Present Director, Tanayong Property Management Co., Ltd.  
 2018 – Present Director, BTS Land Co., Ltd.  
 2017 – Present Director, Park Gourmet Co., Ltd.  
 2017 – Present Director, Project Green Co., Ltd.  
 2017 – Present Director, Park Opera Co., Ltd.  
 2017 – Present Director, Richee Property Management Co., Ltd.  
 2017 – Present Director, Northern Bangkok Monorail Co., Ltd.  
 2017 – Present Director, Eastern Bangkok Monorail Co., Ltd.  
 2017 – Present Director, Kamkoong Property Co., Ltd.

2017 – Present Director, Natural Real Estate Co., Ltd.  
 2017 – Present Director, Natural Park Ville Co., Ltd.  
 2016 – Present Director, Rabbit Insurance Broker Co., Ltd.  
 2016 – Present Director, RABBIT-LINE PAY Co., Ltd.  
 2016 – Present Director, Nine Square Property Co., Ltd.  
 2016 – Present Director, The Community Two Co., Ltd.  
 2016 – Present Director, The Community One Co., Ltd.  
 2016 – Present Director, Kingkaew Assets Co., Ltd.  
 2016 – Present Director, Ratburana Property Co., Ltd.  
 2015 – Present Director, ASK Direct Group Co., Ltd.  
 2015 – Present Director, Rabbit Care Co., Ltd.  
 2015 – Present Director, ATS Rabbit Special Purpose Vehicle Co., Ltd.  
 2015 – Present Member of Executive Committee, Bangkok Mass Transit System Plc.  
 2012 – Present Chief Financial Officer, Bangkok Mass Transit System Plc.  
 2014 – Present Director, Bangkok Payment Solutions Co., Ltd.  
 2010 – Present Director, Tanayong Hong Kong Limited  
 2008 – Present Director, Absolute Hotel Services Co., Ltd.  
 2017 – 2019 Director, Mochit Land Co., Ltd.  
 2017 – 2018 Director, BTS Sansiri Holding Thirteen Limited  
 2017 – 2018 Director, BTS Sansiri Holding Twenty Two Limited  
 2017 – 2018 Director, BTS Sansiri Holding Twenty One Limited  
 2017 – 2018 Director, BTS Sansiri Holding Nineteen Limited  
 2016 – 2018 Director, BTS Sansiri Holding Twenty Limited  
 2016 – 2018 Director, Ratchada Alliance Co., Ltd.  
 2016 – 2018 Director, BTS Sansiri Holding Seventeen Limited  
 2016 – 2018 Director, BTS Sansiri Holding Sixteen Limited  
 2016 – 2018 Director, BTS Sansiri Holding Fifteen Limited  
 2016 – 2018 Director, Unicorn Enterprise Co., Ltd.  
 2016 – 2018 Director, BTS Sansiri Holding Fourteen Limited  
 2016 – 2018 Director, BTS Sansiri Holding Twelve Limited  
 2016 – 2018 Director, BTS Sansiri Holding Eleven Limited

2015 – 2018	Director, BTS Sansiri Holding Nine Limited
2015 – 2018	Director, BTS Sansiri Holding Eight Limited
2015 – 2018	Director, BTS Sansiri Holding Seven Limited
2015 – 2018	Director, BTS Sansiri Holding Six Limited
2015 – 2018	Director, BTS Sansiri Holding Five Limited
2015 – 2018	Director, BTS Sansiri Holding Four Limited
2015 – 2018	Director, BTS Sansiri Holding Three Limited
2015 – 2018	Director, BTS Sansiri Holding Two Limited
2015 – 2018	Director, BTS Sansiri Holding One Limited
2015 – 2018	Director, Nuvo Line Agency Co., Ltd.
2016 – 2017	Director, Keystone Estate Co., Ltd.

#### **Mr. Chan Kin Tak**

Age 55 years

#### **Title**

- Director / Member of the Nomination and Remuneration Committee / Member of the Corporate Governance Committee / Member of the Risk Management Committee / Member of the Executive Committee / Chief Operating Officer / Authorised Director

#### **Date of Appointment as Director:**

15 November 2007

#### **Education**

- St. Louis Old Boy College

#### **Training programs organised by Thai Institute of Directors**

- Director Accreditation Program (DAP) Year 2010
- Director Certification Program (DCP) Year 2013

#### **Shareholding in the Company (%)\***

–

#### **Family Relationship with Other Directors and Executives**

–

#### **Working Experience during Past 5 Years**

2019 – Present	Member of the Risk Management Committee, VGI Plc.
2015 – Present	Member of the Corporate Governance Committee, VGI Plc.
2012 – Present	Member of the Executive Committee, VGI Plc.
2012 – Present	Member of the Nomination and Remuneration Committee, VGI Plc.
2007 – Present	Director, VGI Plc.
2003 – Present	Chief Operating Officer, VGI Plc.

#### **Other Listed Companies in Thailand**

- None -

#### **Other Companies**

2017 – Present	Director, VGI Global Media (Malaysia) Sdn. Bhd.
2016 – Present	Director, Demo Power (Thailand) Co., Ltd.
2009 – Present	Director, Point of View (POV) Media Group Co., Ltd.
2007 – Present	Director, VGI Advertising Media Co., Ltd.
2010 – 2015	Director, 999 Media Co., Ltd.
2010 – 2015	Director, 888 Media Co., Ltd.
2010 – 2015	Director, VGI Advertising China Company Limited
2007 – 2015	Director, Midas Global Media Co., Ltd.

#### **Assoc. Jaruporn Viyanant**

Age 77 years

#### **Title**

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

#### **Date of Appointment as Director:**

30 March 2012

#### **Education**

- Bachelor Degree of Accounting, Thammasat University
- Master Degree of Financial Economics, Middle Tennessee State University, United States of America

### Training Programs Organised by Thai Institute of Directors

- Anti Corruption for Executive Program (ACEP) Year 5/2015
- Director, Certification Program Update (DCPU) Year 1/2014
- Role of the Compensation Committee (RCC) Year 12/2011
- Monitoring the system of internal control and Risk Management (MIR) Year 9/2010
- Monitoring the Quality of Financial Reporting (MFR) Year 7/2010
- Monitoring Fraud Risk Management (MFM) Year 10/2010
- Monitoring the Internal Audit Function (MIA) Year 7/2010
- Audit Committee Program Year 28/2009
- Director, Certification Program (DCP) Year 126/2009

### Other training programs

- Top Executive Program (CMA 10) Year 2010, Capital Market Academy
- Financial Management Certificate, University of Bath, UK
- Advanced Certificate Course, King Prajadhipok's Institute

### Shareholding in the Company (%)\*

–

### Family Relationship with Other Directors and Executives

–

### Working Experience during Past 5 Years

2015 – Present	Chairman of the Corporate Governance Committee, VGI Plc.
2015 – Present	Member of the Nomination and Remuneration Committee, VGI Plc.
2012 – Present	Chairman of the Audit Committee, VGI Plc.
2012 – Present	Independent Director, VGI Plc.
2012 – 2015	Chairman of the Nomination and Remuneration Committee, VGI Plc.

### Other Listed Companies in Thailand

2015 – Present	Chairman of the Corporate Governance and Social Responsibilities Committee / Member of the Audit Committee / Independent Director, Inoue Rubber (Thailand) Plc.
----------------	---

### Other Companies

2017 – Present	Independent Director / Chairman of the Audit Committee, BBGI Plc.
2014 – Present	Independent Director / Member of the Audit Committee / Member of the Nomination and Remuneration Committee, Ocean Life Insurance Plc.
2016 – 2017	Independent Director / Chairman of the Audit Committee / Member of the Nomination and Remuneration Committee, KSL Green Innovation Plc.

### Other Organizations

2020 – Present	Director, Thammasat University Hospital Foundation
2018 – 2019	Audit and Corporate Governance Committee Member, Thailand Arbitration Centre, Ministry of Justice
2014 – 2020	Monitoring and Evaluation Committee Member, Office of The National Broadcasting and Telecommunications Commission
2014 – 2019	Senior Advisor and Audit Committee member, Digital Government Development Agency (Public Organization)
2011 – 2014	Financial Institutions Policy Committee, Bank of Thailand
2011 – 2014	Strategy Sub-Committee Chairman and member, Anti-Money Laundering Office
2011 – 2014	Managing Director / Audit Committee Chairman, Digital Government Development Agency (Public Organisation)
2009 – 2011	Audit Committee Chairman / Member, Stock Exchange of Thailand
2008 – Present	Academic Professional, Faculty of Commerce and Accountancy, Thammasat University
2005 – Present	Academic Standard Committee, Faculty of Business Administration, Rangsit University
1992 – 2009	Director, Thammasat University Hospital Foundation

**Mrs. Maneeporn Siriwatanawong**

Age 72 years

**Title**

- Independent Director / Member of the Audit Committee / Chairman of the Nomination and Remuneration Committee

**Date of Appointment as Director:**

30 March 2012

**Education**

- Bachelor Degree of Accounting, Thammasat University

**Training programs organised by Thai Institute of Directors**

- Director Accreditation Program (DAP) Year 2012

**Shareholding in the Company (%)\***

–

**Family Relationship with Other Directors and Executives**

–

**Working Experience during Past 5 Years**

- |                |   |
|----------------|---|
| 2015 – Present | Chairman of the Nomination and Remuneration Committee, VGI Plc. |
| 2012 – Present | Member of the Audit Committee, VGI Plc.                         |
| 2012 – Present | Independent Director, VGI Plc.                                  |
| 2012 – 2015    | Member of the Nomination and Remuneration Committee, VGI Plc.   |

**Other Listed Companies in Thailand**

- None -

**Other Companies**

- |             |   |
|-------------|---|
| 2010 – 2019 | Advisor, Singhapattana Chiang Mai Co., Ltd. |
| 2010 – 2019 | Advisor, Chiang Mai Pattana Group Co., Ltd. |

**Mr. Kiet Srichomkwan**

Age 84 years

**Title**

- Independent Director / Member of the Audit Committee / Chairman of the Risk Management Committee

**Date of Appointment as Director:**

22 August 2016

**Education**

- Bachelor Degree in Business Administration, Western New Mexico University

**Training programs organised by Thai Institute of Directors**

- Risk Management Program for Corporate Leaders (RCL) Year 2019
- Director Certification Program (DCP) Year 2002
- Director Accreditation Program (DAP) Year 2003
- Finance for Non-Finance Director (FND) Year 2003
- Audit Committee Program (ACP) Year 2004
- Improving the Quality of Financial Reporting (QFR) Year 2006
- Monitoring the Quality of Financial Reporting (MFR) Year 2009
- Monitoring the Internal Audit Function (MIA) Year 2010
- Monitoring Fraud Risk Management (MFM) Year 2010
- Monitoring the System of Internal Control and Risk Management (MIR) Year 2010
- Role of the Nomination and Governance Committee (RNG) Year 2012
- Role of the Chairman Program (RCP) Year 2012
- Director Certification Program Update (DCPU)

**Other Training Programs**

- Top Executive Program in Commerce and Trade (TEPCoT) Year 2009 organised by Commerce Academy

**Shareholding in the Company (%)\***

–

**Family Relationship with Other Directors and Executives**

–

### Working Experience during Past 5 Years

2019 – Present	Chairman of the Risk Management Committee, VGI Plc.
2017 – Present	Member of the Nomination and Remuneration Committee, VGI Plc.
2016 – Present	Member of the Audit Committee, VGI Plc.
2016 – Present	Independent Director, VGI Plc.

### Other Listed Companies in Thailand

2019 – Present	Chairman of the Remuneration and Nomination Committee, The Navakij Insurance Plc.
1999 – Present	Independent Director / Audit Committee, The Navakij Insurance Plc.
2012 – 2019	Member of the Remuneration and Nomination Committee, The Navakij Insurance Plc.

### Other Companies

2003 – Present	Chairman, Alinkij Siam Co., Ltd.
2002 – Present	Chairman, Toyota Petchaboon Toyota's Dealer Co., Ltd.
1995 – Present	Director, Pen Sook Co., Ltd.
1990 – Present	Director, Suan Petchaboon Co., Ltd.
1988 – Present	Director, Din Prasit Co., Ltd.
1988 – Present	Director, Thai Petchaboon Co., Ltd.
1987 – Present	Director, Suan Silver Beach Co., Ltd.
1977 – Present	Chairman of the Board of Director, Benja Rungrueng Co., Ltd.

### Mr. Lap Shun Nelson Leung

Age 46 years

#### Title

- Member of the Risk Management Committee / Member of the Executive Committee / Chief Executive Officer

#### Education

- Bachelor of Mathematics, University of Waterloo, Canada
- MBA (Executive) Sasin Graduate Institute of Business Administration of Chulalongkorn University

#### Shareholding in the Company (%)\*

–

#### Family Relationship with Other Directors and Executives

–

### Working Experience during Past 5 Years

2019 – Present	Member of the Risk Management Committee, VGI Plc.
2018 – Present	Chief Executive Officer, VGI Plc.
2017 – Present	Member of the Executive Committee, VGI Plc.
2017 – 2018	Deputy Chief Executive Officer, VGI Plc.

### Other Listed Companies in Thailand

2020 – Present	Chief Officer of MIX Business, BTS Group Holdings Plc.
2019 – 2020	Director, Plan B Media Plc.

### Other Companies

2019 – Present	Director, V-Click Technology Co., Ltd.
2019 – Present	Director, VGI AnyMind Technology Co., Ltd.
2017 – Present	Director, RB Services Co., Ltd.
2017 – Present	Member of the Executive Committee, Bangkok Smartcard System Co., Ltd.
2016 – Present	Chief Executive Officer, BSS Holdings Co., Ltd.
2016 – Present	Director, Rabbit-LINE Pay Co., Ltd.
2015 – Present	Director, BSS Holdings Co., Ltd.
2015 – Present	Director, Rabbit Care Co., Ltd.
2015 – Present	Director, Rabbit Insurance Broker Co., Ltd.
2015 – Present	Director, ASK Direct Group Co., Ltd.
2015 – Present	Director, RabbitPay System Co., Ltd.
2015 – Present	Director, ATS Rabbit Special Purpose Vehicle Co., Ltd.

2014 – Present	Director, Bangkok Payment Solutions Co., Ltd.
2010 – Present	Director, Rabbit Rewards Co., Ltd.
2009 – Present	Director, Bangkok Smartcard System Co., Ltd.
2016 – 2020	Chief Executive Officer, BSS Holdings Co., Ltd.
2019 – 2020	Director, VGI AnyMind Technology Co. Ltd.

### **Mrs. Oranuch Rujirawona**

Age 57 years

#### **Title**

- Member of the Risk Management Committee / Member of the Executive Committee / Chief Sales Officer

#### **Education**

- Bachelor Degree of Business Administration, Rajapark Institute

#### **Other Training Programs**

- Academy of Business Creativity (ABC1), Year 2013, Sripatum University

#### **Shareholding in the Company (%)\***

200,000 (0.002%)

#### **Family Relationship with Other Directors and Executives**

–

#### **Working Experience during Past 5 Years**

2019 – Present	Member of the Risk Management Committee, VGI Plc.
2017 – Present	Member of the Executive Committee / Chief Sales Officer, VGI Plc.
2012 – 2016	Member of the Executive Committee, VGI Plc.
1999 – 2016	Chief Sales and Marketing Officer, VGI Plc.

#### **Other Listed Companies in Thailand**

- None -

#### **Other Companies**

- None -

### **Mrs. Chitkasem Moo-Ming**

Age 46 years

#### **Title**

- Member of the Risk Management Committee / Member of the Executive Committee / Chief Financial Officer

#### **Education**

- Bachelor of Business Administration, Finance and Banking, Chulalongkorn University
- Master of Business Administration, Finance and Strategy, University of North Carolina at Chapel Hill, United States of America

#### **Training Programs Organised by Thai Institute of Directors**

- Company Secretary Program (CSP) Year 2012,
- Director Certificate Program (DCP) Year 2014

#### **Other Training Programs**

- TLCA CFO Professional Development Program (TLCA CFO CPD): Regarding "How important are intangible assets impairments?" and "How important of employee benefit actuarial valuation", Thai Listed Companies Association
- Understanding of accounting and tax for the business making decision, Faculty of Commerce and Accountancy, Chulalongkorn University
- CEDI-Babson Entrepreneurial Leadership Program Babson College, United States of America

#### **Shareholding in the Company (%)\***

–

#### **Family Relationship with Other Directors and Executives**

–

#### **Working Experience during Past 5 Years**

2019 – Present	Member of the Risk Management Committee, VGI Plc.
2016 – Present	Member of the Executive Committee / Chief Financial Officer, VGI Plc.

**Other Listed Companies in Thailand**

2016 – 2016	Senior Vice President – Finance and Accounting, Oishi Group Plc.
2016 – 2016	Company Secretary, Oishi Group Plc.
2013 – 2016	Vice President Finance and Accounting, Oishi Group Plc.
2012 – 2016	Member of the Risk Management Committee, Oishi Group Plc.

**Other Companies**

2016 – 2016	Director, and Senior Vice President, Thai Drinks Co., Ltd.
2015 – 2016	Director, Food of Asia Co., Ltd.
2015 – 2016	Director, Oishi Group Limited Liability Company, Vietnam
2014 – 2016	Director, Oishi Myanmar Limited, Myanmar
2014 – 2016	Director, SPM Foods and Beverages Co., Ltd.
2014 – 2016	Director, Oishi F&B (Singapore) Pte. Ltd., Singapore
2013 – 2016	Director, Oishi International Holdings Limited, Hong Kong

**M.L. Kriengkrai Hastindra**

Age 76 years

**Title**

- Member of the Executive Committee / Deputy Chief Sales Officer

**Education**

- Rajamangala University of Technology Krungthep

**Shareholding in the Company (%)\***

–

**Family Relationship with Other Directors and Executives**

–

**Working Experience during Past 5 Years**

2017 – Present	Deputy Chief Sales Officer, VGI Plc.
2012 – Present	Member of the Executive Committee, VGI Plc.
2007 – 2017	Deputy Chief Sales and Marketing, VGI Plc. Officer

**Other Listed Companies in Thailand**

- None -

**Other Companies**

2016 – Present	Director, Demo Power (Thailand) Co., Ltd.
2015 – Present	Director, Aero Media Group Co., Ltd.
2015 – 2018	Director, Midas Global Media Co., Ltd.

**Ms. Daranee Phanklin**

Age 56 years

**Title**

- Financial Controller

**Education**

- Bachelor Degree of Accounting, Dhurakij Pundit University
- Master Degree of Business Administration, Dhurakij Pundit University

**Training programs organised by Thai Institute of Directors**

- Director Certification Program (DCP) Year 2015

**Shareholding in the Company (%)\***

–

**Family Relationship with Other Directors and Executives**

–

**Working Experience during Past 5 Years**

2008 – Present	Financial Controller, VGI Plc.
1999 – 2008	Financial Manager, VGI Plc.

**Other Listed Companies in Thailand**

2014 – 2020	Director, Master Ad Plc.
2018 – 2020	Member of the Corporate Governance Committee, Master Ad Plc.

**Other Companies**

2020 – Present	Director, Titanium Compass Sdn. Bhd.
2016 – 2020	Director, Green Ad Co., Ltd.
2016 – 2020	Director, Master & More Co., Ltd.



## Profiles of the Company Secretary

### Mrs. Pitchapaksorn Jit-Opas

Age 53 years

#### Title

- Billing and Accounting Director  
(Designated to be directly responsible for supervising the accounting, qualified according to the qualifications and conditions of accountant as required by the Announcement of the Department of Business Development)

#### Education

- Bachelor Degree of Accounting, Ramkhamhaeng University
- Master Degree of Accounting, Ramkhamhaeng University

#### Other Trainings

- TFRS 9 and TFRS 7: Accounting for Hedging Accounting Training organised by EY Office Limited (CPD 12 hours)
- TFRS 9 and TFRS 7: Financial Instruments: Classification and Measurement Training organised by EY Office Limited (CPD 9 hours)
- TFRS 9 and TFRS 7: Impairment Training organised by EY Office Limited (CPD 12 hours)

#### Shareholding in the Company (%)\*

–

#### Family Relationship with Other Directors and Executives

–

#### Working Experience during Past 5 Years

2008 – Present Billing and Accounting Director, VGI Plc.  
2000 – 2008 Accounting Manager, VGI Plc.

#### Other Listed Companies in Thailand

- None -

#### Other Companies

2015 – 2019 Director, Aero Media Group Co., Ltd.  
2014 – 2015 Chief Financial Officer,  
Midas Global Media Co., Ltd.

### Ms. Prispakorn Pangwiphat

Age 33 years

#### Title

- Company Secretary

#### Education

- Bachelor of Laws, Thammasat University
- LL.M. Taxation, Queen Mary, University of London
- LL.M. Intellectual Property Law, University College London

#### Training Programs Organised by Thai Institute of Directors

- Corporate Governance for Executive (CGE)
- Company Secretary Program (CSP)

#### Other Trainings

- Specialist in Financial Technology, The Thai Institute of Banking and Finance Association
- Insurance Compliance Year 1, Chula Unisearch
- Women in Leadership, Cornell University
- Foundation of Company Secretary, The Listed Companies Association
- Intensive Course of Company Secretary, The Listed Companies Association

#### Shareholding in the Company (%)\*

–

#### Family Relationship with Other Directors and Executives

–

#### Working Experience during Past 5 Years

2020 – Present Company Secretary VGI Plc.

#### Other Companies

2020 Company Secretary FWD Life Insurance Pcl. (Amalgamated entity with SCB Life Insurance Pcl. )  
2018 – 2020 AVP – Company Secretary, Commercial Law and Contract FWD Life Insurance Pcl.  
2017 – 2018 AVP – Corporate and Legal Affairs, Krungthai-AXA Life Insurance Pcl.  
2015 – 2017 Manager – Corporate and Legal Affairs, Krungthai-AXA Life Insurance Pcl.  
2014 – 2015 Tax Consultant, PwC Thailand

# Attachment 2

## Details of Directors of Subsidiaries

Information on the Positions of Directors and Executives in the Company, Subsidiaries, Associated Companies, Jointly Controlled Entities and Related Companies

as of 31 March 2021

Companies	Directors and Executives															
	Mr. Keeree Kanjanapas	Mr. Marut Arthakaivalvatee	Mr. Kavin Kanjanapas	Mr. Surapong Laoha-Unya	Mr. Kong Chi Keung	Mr. Chan Kin Tak	Assoc. Prof. Jaruporn Viyanant	Mrs. Maneeporn Siriwatanawong	Mr. Kiet Srichomkwan	Mr. Lap Shun Nelson Leung	Mrs. Oranuch Rujirawona	Mrs. Chitkasem Moo-Ming	Ms. Voraluck Worachuttharn	M.L. Kriengkrai Hastindra	Ms. Daranee Phanklin	Mrs. Pitchapaksorn Jit-Opas
VGI Plc.	A	B	C,G,K	G	G	F,G,K	H, J	I, J	I, J	D,F,K	F, K	F, K	F, K	F	K	K
Subsidiaries																
1. VGI Advertising Media Co., Ltd.		G	G			G										
2. 888 Media Co., Ltd.																
3. Point of View (POV) Media Group Co., Ltd.		G	G			G										
4. BSS Holdings Co., Ltd.	G		G	G						D, G						
5. RabbitPay System Co., Ltd.				G						G						
6. ASK Direct Group Co., Ltd.				G	G					G						
7. Rabbit Insurance Broker Co., Ltd.				G	G					G						
8. Rabbit Care Co., Ltd. <sup>(1)</sup>				G	G					G						
9. Bangkok Smartcard System Co., Ltd.	G		F, G	F, G						D,F,G						
Associated Companies																
1. Master Ad Plc.																
2. VGI Global Media (Malaysia) Sdn. Bhd.						G										
3. VGI MACO (Singapore) Private Limited																
4. Demo Power (Thailand) Co., Ltd.						G								G		
5. Aero Media Group Co., Ltd.		G												G		G
6. Groupwork Co., Ltd.																
7. Kerry Express (Thailand) Plc.			G													
8. Ads Chaophraya Co., Ltd.		G														
Jointly Controlled Entities																
1. Titanium Compass Sdn. Bhd.															G	
2. The ICON VGI Co., Ltd.		G														
3. Supremo Media Co., Ltd.		G														
4. Rabbit-LINE Pay Co., Ltd.					G					G						
5. ATS Rabbit Special Purpose Vehicle Co., Ltd.					G					G						
6. BV Media Ads Limited																
7. VGI AnyMind Technology Company Limited																
8. V-Click Co., Ltd.										G						
9. SLV Retail Co., Ltd.			G													

Companies	Directors and Executives															
	Mr. Keeree Kanjanapas	Mr. Marut Arthakaivalatee	Mr. Kavin Kanjanapas	Mr. Surapong Laoha-Unya	Mr. Kong Chi Keung	Mr. Chan Kin Tak	Assoc. Prof. Jaruporn Viyanant	Mrs. Maneeporn Siriwatanawong	Mr. Kiet Srichomkwan	Mr. Lap Shun Nelson Leung	Mrs. Oranuch Rujirawona	Mrs. Chitkasem Moo-Ming	Ms. Voraluck Worachuttharn	M.L. Kriengkrai Hastindra	Ms. Daranee Phanklin	Mrs. Pitchapaksorn Jit-Opas
Related Companies																
1. BTS Group Holdings Plc.	A, C		D,F,G	F, G	E,F,G											
2. Bangkok Mass Transit System Plc.	A, C		G	D,F,G	F, K											
3. BTS Infrastructure Services Co., Ltd.	G		G	G												
4. BTS Infrastructure Development Co., Ltd.	G		G	G												
5. Northern Bangkok Monorail Co., Ltd.	G		G	G	G											
6. Eastern Bangkok Monorail Co., Ltd.	G		G	G	G											
7. The Community Two Co., Ltd.			G		G											
8. The Community One Co., Ltd.			G		G											
9. Kingkaew Assets Co., Ltd.			G		G											
10. U City Plc.	A		G		G											
11. Tanayong Hong Kong Limited			G		G											
12. Thana City Golf & Sports Club Co., Ltd.			G		G											
13. Absolute Hotel Services Co., Ltd.			G		G											
14. Travelodge Co., Ltd.			G													
15. Absolute Golf Services Co., Ltd.			G													
16. Absolute Hotel Services Hong Kong Limited			G													
17. Kamkoong Property Co., Ltd.			G		G											
18. Tanayong Property Management Co., Ltd.			G		G											
19. UNISON One Co., Ltd.			G		G											
20. Muangthong Assets Co., Ltd.			G		G											
21. BTS Land Co., Ltd.			G		G											
22. Tanayong Food and Beverage Co., Ltd.			G		G											
23. Mak8 Co., Ltd.			G		G											
24. Ratburana Property Co., Ltd.			G		G											
25. Nine Square Property Co., Ltd.			G		G											
26. PrannaKiri Assets Co., Ltd.			G		G											
27. Siam Paging and Communication Co., Ltd.			G		G											
28. Project Green Co., Ltd.			G		G											

Companies	Directors and Executives															
	Mr. Keeree Kanjanapas	Mr. Marut Arthakaivalvatee	Mr. Kavin Kanjanapas	Mr. Surapong Laoha-Unya	Mr. Kong Chi Keung	Mr. Chan Kin Tak	Assoc. Prof. Jaruporn Viyanant	Mrs. Maneeporn Siriwatanawong	Mr. Kiet Srichomkwan	Mr. Lap Shun Nelson Leung	Mrs. Oranuch Rujirawona	Mrs. Chitkasem Moo-Ming	Ms. Voraluck Worachuttharn	M.L. Kriengkrai Hastindra	Ms. Daranee Phanklin	Mrs. Pitchapakorn Jit-Opas
Related Companies																
29. Keystone Estate Co., Ltd.			G													
30. Keystone Management Co., Ltd.			G													
31. Natural Park Ville Co., Ltd.			G		G											
32. Natural Real Estate Co., Ltd.			G		G											
33. Richee Property Management Co., Ltd.			G		G											
34. Park Opera Co., Ltd.			G		G											
35. Park Gourmet Co., Ltd.			G		G											
36. Vienna House (Thailand) Co., Ltd.			G													
37. RB Services Co., Ltd.	G		G	G						G						
38. Rabbit Rewards Co., Ltd.	G		G	G						G						
39. Bangkok Payment Solutions Co., Ltd.				G	G					G						
40. Man Food Holdings Co., Ltd.			G													
41. Man Kitchen Co., Ltd.			G													
42. Little Corner Co., Ltd.			G													
43. KMJ 2016 Co., Ltd.			G													
44. Turtle 23 Co., Ltd.			G		G											
45. U Global Hospitality Co., Ltd.			G		G											
46. EGS Assets Co., Ltd.			G		G											
47. Majestic Park Co., Ltd.				G	G											
48. Future Domain Co., Ltd.				G	G											
49. U Global Hospitality Holding (Hong Kong) Ltd.					G											
50. U Hospitality Holding (Hong Kong) Ltd.					G											
51. U-Tapao International Aviation Co., Ltd.	G			G	G											

**A** = Chairman

**D** = Chairman Executive Officer

**G** = Director

**J** = Independent Director

**B** = Vice Chairman

**E** = Deputy Chief Executive Officer

**H** = Chairman of the Audit Committee

**K** = Executive

**C** = Chairman of the Executive Committee

**F** = Member of the Executive Committee

**I** = Member of the Audit Committee

<sup>1</sup>Rabbit Internet Co., Ltd. registered the change of name to Rabbit Care Co., Ltd. on 25 February 2021.

# Attachment 3

## Details of Head of Internal Audit Division

as of 31 March 2021

### Mr. Pipop Intaratut

Age 50

#### Position

- Internal Audit Director

#### Education

- Bachelor of Business Administration (Accounting), Ramkhamhaeng University
- Master of Business Administration (Financial), Ramkhamhaeng University

#### Training program hosted by Thai Institute of Directors

- Director Accreditation Program (DAP)
- Audit Committee Program (ACP)
- Monitoring Fraud Risk Management (MFM)
- Monitoring the System of Internal Control and Risk Management (MIR)
- Monitoring the Internal Audit Function (MIA)
- Monitoring the Quality of Financial Reporting (MFR)
- Company Secretary Program (CSP)

#### Other training programs

- Anti-Corruption Synergy to Success, Institute of Internal Auditors of Thailand
- Crafting the Cybersecurity Excellences, Information Systems Audit and Control Association – Bangkok Chapter

#### Working Experience

- 2012 – Present Internal Audit Director, VGI Plc.

#### Other Listed Companies in Thailand

- 2011 – Present Internal Audit Office Director, BTS Group Holdings Plc.
- 2018 – Present Internal Audit Director, Master Ad Plc.

#### Other Companies

- 2005 – Present Internal Audit Director, Bangkok Mass Transit System Plc.

#### Other Organizations

- 2014 – Present Member of Risk and Internal Control Committee, Thai Listed Companies Association

# Attachment 4

## Assets for Business Operations

### The Main Assets for Business Operations

The Company and its subsidiaries have the main assets for the business operations as follows:

1) Fixed assets for the business operations of the Company and subsidiaries are as follows.

Type of Assets	Ownership	Book Value (Million Baht)	Obligation
<b>Media Equipment</b>			
In the BTS Sky Train	Own <sup>(1)</sup>	949.51	No
In the Office Buildings	Own	43.20	No
Outside of the Building	Own	4.09	No
Electronic Payment	Own	68.39	No
ยานพาหนะ	เช่าซื้อ	11.85	มี
Building Improvement	Own	45.17	No
Fixtures and office equipment	Own	65.42	No
Assets under installation	Own	44.23	No

Information as of March 31, 2021

2) Intangible assets for the business operations of the Company and subsidiaries are as follows.

As of 31 March 2021, the Intangible assets for the business operations of the Company and subsidiaries (including the accounting system, computer programme, customer database and trademark and service marks) has the total book value of THB 456.41 million. The details are as follows.

### 2.1) Concession Contract

#### (a) Marketing Management License Contract between the Company and BTSC

<b>Parties</b>	: The Company and BTSC
<b>Objectives of the Contract</b>	: The Company has the exclusive right to manage advertising spaces and retail spaces on BTS stations and advertising spaces interior and exterior of the BTS trains under the core Green Line for 23 stations, subject to the terms and conditions of the Contract.
<b>Contract term</b>	: 17 years, from 18 May 2012 to 4 December 2029 In the case where the concession agreement between the Bangkok Metropolitan Administration (BMA) and BTSC is extended, the Company has the right of first refusal to negotiate for the right on marketing management according to the extended term of the concession agreement between the BMA and BTSC.

Remark:

<sup>1</sup> Please see the condition of the ownership transfer of the media equipment in the BTS sky train in section 2.1 (a) asset ownership

#### Licensing fee

: The Company shall pay annual licensing fee to BTSC as follows:

**Phase 1:** During 18 May 2012 and 17 May 2017, at the rate of 5 percent of the annual revenue generated from the use of spaces licensed by BTSC under the Contract (exclusive of VAT)

**Phase 2:** During 18 May 2017 and 17 May 2022, at the rate of 10 percent of the annual revenue generated from the use of spaces licensed by BTSC under the Contract (exclusive of VAT)

**Phase 3:** During 18 May 2022 and 17 May 2027, at the rate of 15 percent of the annual revenue generated from the use of spaces licensed by BTSC under the Contract (exclusive of VAT)

**Phase 4:** During 18 May 2027 and 4 December 2029, at the rate of 20 percent of the annual revenue generated from the use of spaces licensed by BTSC under the Contract (exclusive of VAT)

Payment of such annual licensing fee shall be made on a quarterly basis, which shall be payable within 60 days from the last day of each calendar quarter.

#### Right of first refusal

: In the event that BTSC would be granted with any rights from the government, governmental agencies, organizations, and/or other private sectors to operate rapid transit, any other mode of transportation and/or any other projects, BTSC agrees to grant the Company with the right of first refusal to negotiate the right to manage advertising spaces, retail spaces and/or any other merchandising spaces under appropriate terms and conditions.

#### Duties and Obligations of the Company

: • **Investment on construction/installation**

(a) All materials and equipment necessary for the construction/installation of advertising signboards, advertising media on the BTS trains both interior and exterior, retail shops including installation and maintenance of electric meters and payment of all utility bills in connection with the construction/installation shall be wholly borne by the Company.

(b) All materials and equipment necessary for the construction/installation of automatic platform screen doors, including installation and maintenance of electric meters and payment of all utility bills in connection with the construction/installation shall be wholly borne by the Company, provided that it shall not exceed 23 stations throughout the contract term.

• **Properties ownership**

When the Contract is expired or otherwise terminated for whatsoever reasons, the ownership in the facilities, installations, boards, display boards and commercial counters, electric wires, electrical switchboards, automatic platform screen doors and other equipment installed by the Company including advertising signboards, retail shops which are attached to the stations and, if removed, would cause damage to the licensed spaces, shall be vested to BTSC's concession grantor or BTSC (as determined by BTSC).



## Contract Termination

- **Maintenance and repair**

The Company has an obligation to maintain and repair advertising signboards, advertising media on exterior space of the BTS trains, retail shops, automatic platform screen doors at its own cost.

- **Costs and expenses**

All costs and expenses relating to the management of advertising signboards, advertising media on exterior space of the BTS trains, retail shops, automatic platform screen doors, including investment costs, business operation costs, cleaning costs, utility fees such as water supply, electricity, phone and all kinds of taxes, governmental charges, and stamp duty (if any) shall be borne by the Company.

- **Insurance**

The Company shall procure an all risks insurance and a third party insurance beneficial to BTSC whereby the names of the Company, BTSC and any other person designated by BTSC as the beneficiaries at the Company's own cost.

: The Contract shall be terminated upon an occurrence of any of the following events:



- (a) Upon the completion of the contract term when the Company does not exercise its renewal right
- (b) When either party is in material breach or misrepresentation and the other party serves a remedy notice but the defaulting party fails to remedy such breach within 60 days upon receipt of the remedy notice and the non-defaulting party exercises its right to terminate the Contract.
- (c) In the case where the building and construction on which BTS stations in the core Green Line (including Silom Line and Sukhumvit Line total 23 stations) is located become damaged or destroyed, and an independent engineer acceptable to both parties opines that such building and construction could not be restored within a reasonable period of time.
- (d) In the event that the Company becomes insolvent or bankrupt and BTSC exercises its right to terminate the Contract.

## (b) Management of Supporting Spaces on Bangkok Mass Transit System License Contract between the Company and BTSC

The Company entered into the Management of Supporting Space on Bangkok Mass Transit System License Contract dated 8 May 2015 with BTSC, under which the Company is entitled to the exclusive right to manage advertising spaces and retail spaces on the extended BTS Sukhumvit Line and Silom Line (for 7 stations; i.e. Krung Thon Buri, Wongwian Yai, Bang Chak, Punnawithi, Udom Suk, Bang Na and Bearing) for 13 years ending on 4 December 2029. The Company agrees to pay licensing fee to BTSC in the forms of fixed rate fee and revenue sharing at the rate mutually agreed by the parties. The key terms and conditions of the license agreement relating to the extended BTS Sukhumvit Line and Silom Line are the same as those of the license agreement relating to the core Green Line as above discussed in Section 2.1) (A).


## 2.2) Trademarks and Service Marks<sup>1</sup>

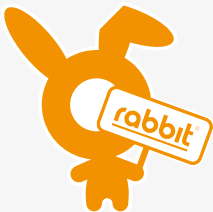
The Company and its subsidiaries have important trademarks and service marks used in their operations as follows:

Order	Trademark / Service Mark	Owner	Product / Service Details	Protection period
1.		BSS	<ol style="list-style-type: none"> <li>1) Microchip, Computer software, Electronic encryption card, Smart card, Electronic module, computer memory, Electronic card reader, Electronic card reader and writer, Online and offline electronic payment machines, CD, DVD, Flash drive, Electronic publications, Mobile phone strap, Mobile phone, Mobile phone sleeve, Mobile phone case, CD or DVD case, SIM card, Electronic storage and encryption module, Electronic signal amplifier</li> <li>2) Promotional service, Business management service for issuing credit cards for payment of goods/services, Retail management</li> <li>3) Provide cash card and financial smart card service, Credit financial service, Card spending data collection service, Card payment information service, Clearing house service</li> <li>4) Database Access Service, Service allocating memory space on the card, Service of ready-made data program on the card, Electronic Personnel Access Control Service</li> </ol>	May 31, 2011 – May 30, 2021
2.			<ol style="list-style-type: none"> <li>1) Microchip, Computer software, Electronic encryption card, Smart card, Electronic module, computer memory, Electronic card reader, Electronic card reader and writer, Online and offline electronic payment machines, CD, DVD, Flash drive, Electronic publications, Mobile phone strap, Mobile phone, Mobile phone sleeve, Mobile phone case, CD or DVD case, SIM card, Electronic storage and encryption module, Electronic signal amplifier</li> <li>2) Promotional service, Business management service for issuing credit cards for payment of goods/services, Retail management</li> <li>3) Provide cash card and financial smart card service, Credit financial service, Card spending data collection service, Card payment information service, Clearing house service</li> <li>4) Database Access Service, Service allocating memory space on the card, Service of ready-made data program on the card, Electronic Personnel Access Control Service</li> </ol>	May 31, 2011 – May 30, 2021

Order	Trademark / Service Mark	Owner	Product / Service Details	Protection period
3.			<p>1) Microchip, Computer software, Electronic encryption card, Smart card, Electronic module, computer memory, Electronic card reader, Electronic card reader and writer, Online and offline electronic payment machines, CD, DVD, Flash drive, Electronic publications, Mobile phone strap, Mobile phone, Mobile phone sleeve, Mobile phone case, CD or DVD case, SIM card, Electronic storage and encryption module, Electronic signal amplifier</p> <p>2) Promotional service, Business management service for issuing credit cards for payment of goods/services, Retail management, Customer Service, Service providing commercial information for trade members about the accumulation and collection of reward points, Merchant service of checking reward points and discount coupons for trade members, Service bringing together a wide range of products to allow customers to view and purchase, Online auction</p> <p>3) Provide cash card and financial smart card service, Credit financial service, Card spending data collection service, Card payment information service, Clearing house service, Provide real estate information, Financial information service</p> <p>4) Database Access Service, Service allocating memory space on the card, Service of ready-made data program on the card, Electronic Personnel Access Control Service, A web service that collects and presents news from around the world.</p>	March 30, 2016 – March, 29 2016
4.			<p>1) Microchip, Computer software, Electronic encryption card, Smart card, Electronic module, computer memory, Electronic card reader, Electronic card reader and writer, Online and offline electronic payment machines, CD, DVD, Flash drive, Electronic publications, Mobile phone strap, Mobile phone, Mobile phone sleeve, Mobile phone case, CD or DVD case, SIM card, Electronic storage and encryption module, Electronic signal amplifier</p>	March 30, 2016 – March, 29 2016

Order	Trademark / Service Mark	Owner	Product / Service Details	Protection period
			<ul style="list-style-type: none"> <li>2) Promotional service, Business management service for issuing credit cards for payment of goods/services, Retail management, Customer Service, Service providing commercial information for trade members about the accumulation and collection of reward points, Merchant service of checking reward points and discount coupons for trade members, Service bringing together a wide range of products to allow customers to view and purchase, Online auction</li> <li>3) Provide cash card and financial smart card service, Credit financial service, Card spending data collection service, Card payment information service, Clearing house service, Provide real estate information, Financial information service</li> <li>4) Database Access Service, Service allocating memory space on the card, Service of ready-made data program on the card, Electronic Personnel Access Control Service, A web service that collects and presents news from around the world.</li> </ul>	
5.			<ul style="list-style-type: none"> <li>1) Microchip, Computer software, Electronic encryption card, Smart card, Electronic module, computer memory, Electronic card reader, Electronic card reader and writer, Online and offline electronic payment machines, CD, DVD, Flash drive, Electronic publications, Mobile phone strap, Mobile phone, Mobile phone sleeve, Mobile phone case, CD or DVD case, SIM card, Electronic storage and encryption module, Electronic signal amplifier</li> <li>2) Promotional service, Business management service for issuing credit cards for payment of goods/services, Retail management, Customer Service, Service providing commercial information for trade members about the accumulation and collection of reward points, Merchant service of checking reward points and discount coupons for trade members, Service bringing together a wide range of products to allow customers to view and purchase, Online auction</li> </ul>	March 30, 2016 – March 29, 2026

Order	Trademark / Service Mark	Owner	Product / Service Details	Protection period
			<p>3) Provide cash card and financial smart card service, Credit financial service, Card spending data collection service, Card payment information service, Clearing house service, Provide real estate information, Financial information service</p> <p>4) Database Access Service, Service allocating memory space on the card, Service of ready-made data program on the card, Electronic Personnel Access Control Service, A web service that collects and presents news from around the world.</p>	
6.			<p>1) Microchip, Computer software, Electronic encryption card, Smart card, Electronic module, computer memory, Electronic card reader, Electronic card reader and writer, Online and offline electronic payment machines, CD, DVD, Flash drive, Electronic publications, Mobile phone strap, Mobile phone, Mobile phone sleeve, Mobile phone case, CD or DVD case, SIM card, Electronic storage and encryption module, Electronic signal amplifier</p> <p>2) Promotional service, Business management service for issuing credit cards for payment of goods/services, Retail management, Customer Service, Service providing commercial information for trade members about the accumulation and collection of reward points, Merchant service of checking reward points and discount coupons for trade members, Service bringing together a wide range of products to allow customers to view and purchase, Online auction</p> <p>3) Provide cash card and financial smart card service, Credit financial service, Card spending data collection service, Card payment information service, Clearing house service, Provide real estate information, Financial information service</p> <p>4) Database Access Service, Service allocating memory space on the card, Service of ready-made data program on the card, Electronic Personnel Access Control Service, A web service that collects and presents news from around the world.</p>	March 30, 2016 – March 29, 2026

Order	Trademark / Service Mark	Owner	Product / Service Details	Protection period
7.			<ol style="list-style-type: none"> <li>1) Database Access Service, Service allocating memory space on the card, Service of ready-made data program on the card, Electronic Personnel Access Control Service, A web service that collects and presents news from around the world.</li> <li>2) Promotional service, Business management service for issuing credit cards for payment of goods/services, Retail management, Customer Service, Service providing commercial information for trade members about the accumulation and collection of reward points, Merchant service of checking reward points and discount coupons for trade members, Service bringing together a wide range of products to allow customers to view and purchase, Online auction</li> <li>3) Provide cash card and financial smart card service, Credit financial service, Card spending data collection service, Card payment information service, Clearing house service, Provide real estate information, Financial information service</li> </ol>	March 30, 2016 – March 29, 2026

Information as of March 31, 2021

**Note**

Trademarks and service marks are valid for 10 years from the date of registration with the Department of Intellectual Property, Ministry of Commerce ("Department of Intellectual Property"). Trademark/service mark owners can renew for a period of 10 years by submitting an application within 90 days prior to the expiration date with the Department of Intellectual Property.

# Attachment 5

## Policy and Guideline Corporate Governance and Code of Conduct of the Company

VGI places high importance and intends to promote the corporate governance through excellent management system and the check and balance mechanism to ensure transparency, verifiability of the management and no corruption. And the purpose is to create the utmost benefits for shareholders and aware of all stakeholders.

As from 2012, VGI has prepared and announced the Corporate Governance Policy and Code of Conduct ("**Policy**") to be used as a guideline for the directors, executives, and all levels of employees, which has been acknowledged and adhered in performing their functions. To improve VGI's corporate governance standard to meet the international standard practices, as well as being suitable for business circumstance and operation, the Board of Directors determine that this Policy should be reviewed and revised.

For more information, please see <http://www.vgi.co.th/th/sustainability/economic/>





# Attachment 6

## Audit Committee Report

The Audit Committee of VGI PLC. (the “Company”) consists of 3 Independent Directors, namely, Associate Professor Jaruporn Viyanant as the Chairman of the Audit Committee, Mrs. Maneeporn Siriwatanawong and Mr. Kiet Srichomkwan as the Members of the Audit Committee and Mr. Pipop Intaratut as the Secretary to the Audit Committee.

In 2020/21, the Audit Committee undertook the duties and responsibilities regarding matters assigned by the Board of Directors, which were summarised as follows;

1. Reviewed the Company’s financial reports, including quarterly and annual financial statements with regards to their accuracy and adequacy of disclosure. The Audit Committee has had meetings with the Company’s auditor and found no reason to believe that such financial reports were not prepared in accordance with Generally Accepted Accounting Principles.
2. Reviewed and ensured the Company has an appropriate and efficient internal control and internal audit system, considered the adequacy of the budget, manpower and considered the independence of the internal audit department. Also the audit committee has monitored the approval, promotion, transfer, and layoff of chief of internal audit and any other functions which work under the internal audit department. The internal audit department is under the Audit Committee and is tasked with evaluating the appropriateness and effectiveness of the internal control system by considering business operation, prevention and control of loss, authority to make financial decisions ensuring the compliance with applicable laws, ensuring internal control system that the company has an appropriate and adequate internal control system in each of the Company’s activities to achieve the purpose and goals of the Company and to manage the Company’s business.
3. Reviewed the Company’s operations to be in compliance with the regulations of the Securities and Exchange Commission and the Stock Exchange and all applicable laws relating to the Company’s business. Has conducted meetings with the management and head of related departments to ensure the Company had good and efficient operations and management processes in accordance with the principle of good corporate governance. In addition, the Audit Committee has reviewed the practices of Corporate Governance according to the principles of Corporate Governance of Thailand Listed Companies.
4. Considered, selected and nominated independent persons to act as the Company’s auditor by proposing to the Board of Directors to appoint Mr. Pornanan Kitjanawanchai, Certified Public Accountant (Thailand) No. 7792, and/or Mrs. Cholaros Suntiasvaraporn, Certified Public Accountant (Thailand) No. 4523, and/or Miss Siraporn Ouuanunkun, Certified Public Accountant (Thailand) No. 3844 from EY Office Company Limited to act as the auditor for the Company. Such appointment and fee for fiscal year 2019/20 were approved by the Board of Directors and are to be proposed to the General Meeting of Shareholders of the Company.
5. Considered and reviewed the connected transactions or the transactions that may lead to conflicts of interest between the Company with related person or related companies and whether the transactions are appropriate and benefit the company and have been transacted on an arm’s length basis.
6. Reviewed the Company’s manage internal control on Anti-Fraud & Corruption of the organization in accordance with anti-corruption measures under the Thailand’s Private Sector Collective Action Coalition against corruption.
7. Prepared this Audit Committee Report and disclosed the Report signed by the Chairman of the Audit Committee in the Annual Report 2019/20.
8. From 1 April 2020 to 31 March 2021, the Audit Committee conducted six meetings by which each member has attended the meetings as follows

Names	Position	Times attended / Total number of meetings
Assoc. Prof. Jaruporn Viyanant	Chairman of the Audit Committee	6/6
Mrs. Maneeporn Siriwatanawong	Member of the Audit Committee	6/6
Mr. Kiet Srichomkwan	Member of the Audit Committee	6/6

From each of meeting, there was discussions with the management, external auditor and internal audit on the related matters. And a meeting with external auditor without the management once.

#### Overall Audit Committee's Opinions

In the fiscal year 2020/21, the Audit Committee is of the opinion that it performs its duties under the Audit Committee Charter, which in turn follows the Stock Exchange of Thailand's regulations. In this regard with full cooperation and support of all parties, the Audit Committee has efficiently performed its functions within a responsible and satisfactory manner. The Audit Committee has reviewed the Company's financial reporting and found that it is accurate, adequate, and complied with the General Accepted Accounting Principles. The Internal Control and Internal Audit systems are suitable and efficient enough for achieving the Company's target, in line with the principles of good corporate governance and in compliance with the Public Companies Act, the Securities and Exchange Act, as well as all relevant laws and regulations that relate to the Company's operation.



**Assoc. Prof. Jaruporn Viyanant**  
Chairman of the Audit Committee

# Nomination and Remuneration Committee Report

The Nomination and Remuneration Committee of VGI Public Company Limited (the “Company”) consists of 3 Independent Directors, namely, Mrs. Maneeporn Siri Wattanawong as the Chairman of the Nomination and Remuneration Committee, Associate Professor Jaruporn Viyanant, Mr. Kiet Srichomkwan and 1 Executive Director, Mr. Chan Kin Tak as the Members of the Nomination and Remuneration Committee and 1 Non-Executive Director, Mr. Marut Arthakaivalvatee as the Member of the Nomination and Remuneration Committee and Mrs. Sununya Srinoikhao as the Secretary to the Nomination and Remuneration Committee.

In 2020/21, the Nomination and Remuneration Committee conducted 3 meetings attended by all members to undertake the duties and responsibilities regarding matters assigned by the Board of Directors. The Nomination and Remuneration Committee’s significant activities during the year can be summarised below:

1. Considered and recommended on the Board of Directors structure, i.e., the appropriate size and composition of the Board of Directors, taking into consideration the Company’s size and business strategy in comparison with the current size and composition of the Board of Directors, as well as, reviewed the independence of each of independent directors, to adjust the Board of Directors’ structure correspond with the Company’s strategy and further proposed to the Board of the Directors’ meeting for consideration and approval;
2. Determined the criteria and process for nominating a person for the director position by considering:
  - Qualifications of a director which are appropriate for and correspond with the Company’s strategy, structure, size and composition of the Board of Directors as determined by the Board of Directors;
  - Suitability in term of knowledge, experience, expertise and availability including the qualification under the relevant laws or regulations.
  - Diversity in the structure of the Board of Directors (Board Diversity) and other qualifications that are necessary and are still lacking in the Board of Directors by creating the Board Skill Matrix;
3. Nominated and recommend candidate who has qualifications specified for the director rotation by laws. And proposed to the Board of Directors and the shareholders’ meeting to consider and approve.
4. Considered the structure, amount, form, and criteria for all remuneration (monetary and non-monetary) for the Chairman of the Board of Directors, directors, and members of the sub-committees, by reviewing the current criteria in comparison with the remuneration paid by other companies in the same industry and other listed companies with the similar market capitalisation to motivate and retain valuable directors with the Company. And to propose to the Board of Directors’ approval, e.g., providing in the director and officer insurance (“D&O”).
5. Considered the performance assessment criteria of the Chairman of the Executive Committee and the Chief Executive Officer and to present the result to the Board of Directors for approval., This includes proposing the structure, amount and type of remuneration of the Chairman of the Executive Committee and the Chief Executive Officer in short and long term. The proposal is in consistent with the result of the performance assessment.

6. Conducted the self-evaluation of the 2020/21 and concluded that all duties had been fully discharged as assigned. The result was reported to the Board of the Directors.
7. Prepared this report of the Nomination and Remuneration Committee to report the 2020/21 performance to the Board of the Directors and/or the shareholders, which is disclosed in the 2020/21 56-1 One Report;
8. Appointed the committee to help working in various tasks of the Nomination and Remuneration Committee, as well as, appointed the independent advisor to provide advice and support the Nomination and Remuneration Committee's activities;
9. Performed other actions related to the nomination and remuneration assigned by the Board of the Directors. And to comply under the laws and regulations.



**Mrs. Maneeporn Siri Wattanawong**

Chairman of the Nomination  
and Remuneration Committee

# Report of the Corporate Governance Committee

The Corporate Governance Committee of VGI Public Company Limited (the “**Company**”) consists of 3 members including 1 independent director, Assoc. Prof. Jaruporn Viyanant, as the Chairman of the Corporate Governance Committee, 1 non-executive director, Mr. Marut Arthakaivalvatee, and 1 executive director, Mr. Chan Kin Tak, with Ms. Prispakorn Pangwiphat, the Company Secretary, being designated as the secretary to the Corporate Governance Committee.

In 2020/21, the Corporate Governance Committee held 4 meetings in total and performed its duties following the work plans, in line with the duties and responsibilities of the Corporate Governance Committee as required by its Charter, which can be summarised as follows:

## **Corporate Governance and Sustainability Dimension**

- The Corporate Governance Committee has overseen the communication and training procedures via e-learning system so that all of the Company’s employees recognised and understood the essence of the Corporate Governance Policy and Code of Conduct, and ensured due and strict compliance with relevant guidelines.
- The Corporate Governance Committee has caused the Company to declare and determine its long-term sustainability targets, which consist of 3 goals of waste reduction, water and energy management, and Inspire Platform. Whereas through Inspire Platform, the concept of sharing media airtime for raising sustainability awareness to the society, the Company has carried out several key projects such as “Save Water Save Life” for saving water resources, “Be the Idol” for encouraging protective measures during COVID-19 pandemic and “Climate Clock” for raising societal awareness on climate change issue.
- The Corporate Governance Committee has set forth additional policies to ensure the Company’s clear sustainability framework that encompasses all economic, social, and environment dimensions by implementing Sustainability Development Policy, Stakeholder Engagement Policy, and Human Rights Policy.

## **Society, Community and Environment Dimension**

- The Corporate Governance Committee has determined work plans regarding the corporate social responsibility (CSR), with an emphasis on conducting the business with sustainable growth along with making contributions to the development of the community, society and environment, for the Company’s CSR activities to cover various aspects, e.g. in the societal and communal aspect, there was “We’re Sharing for Thais” and “Box of Relief & Happiness” campaigns, together with VGI Group and BTS Group, to give out charity boxes containing essential supplies to the households who were affected by the COVID-19 crisis. In the environmental aspect, there was “VGI x Pomelo” project where the Company joined force with the leading fashion platform, to create the packaging from the Company’s used billboards vinyl by repurposing them to replace the single-use plastic containers, promoting the organizational circular economy and reducing the impact from production waste on the environment.

## **Anti-Corruption Dimension**

- The Corporate Governance Committee has overseen the renewal of the Thailand’s Private Sector Collective Action Coalition against Corruption (CAC) membership until it completed and fulfilled the Company’s intention. In the past year, the Company has organised training programs about anti-corruption guidelines for the executives and employees.

In addition, the Corporate Governance Committee has considered and reviewed its Charter, the Corporate Governance Policy and Code of Conduct, and the anti-corruption measures for the year 2020/21, to ensure that such requirements and measures are adequate, appropriate, and in accordance with the Corporate Governance Code for Listed Companies of the Securities and Exchange Commission and the Stock Exchange of Thailand, including other relevant regulations.

Further, the Corporate Governance Committee has conducted its 2020/21 annual performance assessment and viewed that, overall, the Corporate Governance Committee has completely performed its duties as designated. And thus, the Corporate Governance Committee prepared this report to communicate its 2020/21 annual performance assessment with the Board of Directors for its acknowledgement and to disclose the same in Form 56-1 One Report 2020/21.

In the past year, the Company has determined to constantly conduct business with good corporate governance relating to anti-corruption and CSR. As a result, the Company was classified in the “Excellent” or “5 Stars” level of the 2020 annual assessment of the Corporate Governance Survey of Listed Companies conducted by the Thai Institute of Directors for the sixth consecutive year. And the Company was ranked as one of the top 100 securities with outstanding performance in environmental, social and governance dimensions, which was evaluated by ESG rating agency of the Thaipat Institute.



**Assoc. Prof. Jaruporn Viyanant**

Chairman of the Corporate  
Governance Committee



# Report of the Risk Management Committee

The Risk Management Committee of VGI Public Company Limited (the “**Company**”) consists of independent and executive directors who have the knowledge, experiences, and capabilities necessary for the Company and complied with the specified qualifications. The Committee consists of 5 members Mr. Kiet Srichomkwan as the Chairman of the Risk Management Committee, Mr. Lap Shun Nelson Leung, Mr. Chan Kin Tak, Mrs. Oranuch Rujirawona and Mrs. Chitkasem Moo-Ming as members of the Risk Management Committee. And Ms. Prispakorn Pangwiphat is the secretary to the Risk Management Committee.

In 2020/21, the Risk Management Committee had performed the roles and responsibilities assigned by the Board of Directors as follows:

1. To determine the Company’s risk management policy, guidelines and framework and to propose the said matters to the Board of Directors for approval;
2. To monitor, oversee, follow up and provide recommendations concerning risk management scheme and process of the Company to ensure that they are continuous, efficient and conforming with the Company’s overall business strategies and directions;
3. To report key results of the meeting, including enterprise risk assessment and mitigation results to the Board of Directors;
4. Appointed the head of risk management working team to monitor the risk management working team’s performance;
5. The Risk Management Committee considered and approved the Enterprise Risk Management Policy (ERM Policy). The ERM policy is in line with COSO ERM 2017 and covers the internal governance and risk culture. And it also covers the strategy and objective planning which in line with the business plan and risk management procedure, review and development of the risk management, including the communication and reporting of the internal and external risk control.
6. Prepared this Risk Management Report and disclosed the Report signed by the Chairman of the Risk Management Committee in the 56-1 One Report 2020/21.
7. From 1 April 2020 to 31 March 2021, the Risk Management Committee conducted two meetings by which each member attended the meetings as follows



Names	Position	Times attended / Total number of meetings
Mr. Kiet Srichomkwan	Chairman of the Risk Management Committee	2/2
Mr. Lap Shun Nelson Leung	Member of the Risk Management Committee	2/2
Mr. Chan Kin Tak	Member of the Risk Management Committee	2/2
Mrs. Oranuch Rujirawona	Member of the Risk Management Committee	2/2
Mrs. Chitkasem Moo-Ming	Member of the Risk Management Committee	2/2
Ms. Voraluck Worachuttharn*	Member of the Risk Management Committee	2/2

\* Ms. Voraluck Worachuttharn resigned as the member of the Risk Management Committee, effective on 1 January 2021.

#### Overall Risk Management Committee's Opinions

In the fiscal year 2020/21, the Risk Management Committee is of the opinion that it performed its duties and responsibilities under the Risk Management Committee Charter. And the performance was proper and adequate by recognising the benefit of the Company and all stakeholders.



**(Mr. Kiet Srichomkwan)**

Chairman of the Risk Management Committee





**VGI PUBLIC COMPANY LIMITED**

21 TST Tower, 9<sup>th</sup> Floor, Vibhavadi Rangsit Road,  
Chomphon, Chatuchak, Bangkok 10900 Thailand  
Tel. +66 (0) 2273 8884 Fax. +66 (0) 2273 8883

**[www.vgi.co.th](http://www.vgi.co.th)**

