

GMM
GRAMMY
ANNUAL REPORT

THE GMM PHENOMENON

2011

WELCOME TO THE NEW ERA

ANNUAL REPORT
2011

General Information

Company Name:	GMM Grammy PCL (“The Company”)
Business:	Entertainment and Media
Head Office:	50 GMM Grammy Place, Sukhumvit 21 Road (Asoke), Klongtoey Nua, Wattana, Bangkok 10110
Company Registration:	PCL. 0107537000955
Company Homepage:	www.gmmgrammy.com
Telephone:	0-2669-9000
Facsimile:	0-2669-9009



HUMAN BEINGS WILL NEVER STOP CONSUMING
MUSIC AND ENTERTAINMENT.



THE WAY PEOPLE CONSUME CONTENT
WILL ALWAYS BE CHANGING.

ONE THING WILL NEVER CHANGE....

GMM GRAMMY WILL BE THERE IN ADVANCE.



AND THAT'S THE ENERGY SOURCE THAT WILL PROPEL
THE GMM PHENOMENON INTO INFINITY.



VISION

To be a leader in creating and producing of all forms of entertainment,
in tandem with all types of media and technological developments,
to provide a great quality of life and unlimited happiness.

MISSION

ENGAGE
in the continuous creation
of excellent and innovative work

ENCOURAGE
a learning organization

ENRICH
people so they are passionate and
skillful in their work and enjoy
a better quality of life

ENDORSE
social responsibilities and activities

TABLE OF CONTENTS

Financial highlights	p. 17
Message from chairman and Group CEO	p. 20
Audit committee report	p. 25
Corporate governance report	p. 29
Report of nomination and remuneration committee	p. 33
Report on the board of directors' responsibility towards the financial statements	p. 37
Board of directors	p. 41
Executive committee	p. 57
Investment structure	p. 61
Business operation	p. 65
Risk factors	p. 85
Management discussion and analysis	p. 95
Connected transactions	p. 99
Good corporate governance policies	p. 115
Corporate social responsibilities	p. 119
Shareholding structure	p. 127
Companies in which Grammy holds more than 10%	p. 131
Detail of board of directors and management team	p. 141
Other reference persons	p. 159
Please see Annual Report 2011 (Book 2) for Management, Corporate Governance and Financial Statement	

FINANCIAL HIGHLIGHTS

Unit in THB million	2011	2010	2009
Total revenues	9,388	8,812	8,124
Revenue from sales and services	9,103	8,640	7,878
Total costs	5,397	5,119	4,796
Gross profit	3,706	3,521	3,082
Earnings before Non-controlling interest of the subsidiaries	684	591	541
Net earnings for the year	626	523	511
Dividend paid	286	430	461
Total assets	8,534	7,565	6,926
Total liabilities	4,891	3,750	3,440
Non-controlling interest of the subsidiaries	712	628	501
Equity attributable to the Company’s shareholders	2,930	3,187	2,984
Weighted average number of ordinary shares (Million shares)	530	530	527
Net earning per share (Baht)	1.18	0.99	0.97
Dividend paid per share (Baht)	0.54	0.81	0.87
Book value per share (Baht)	5.53	6.01	5.63
Net profit margins	6.66%	5.94%	6.29%
Return on equity	20.45%	16.96%	17.16%
Return on assets	7.77%	7.22%	7.44%

2009 DIVIDENDS PAID OUT AT 0.87 BAHT PER SHARE IN 2009 CONSISTED OF:

The interim dividend payment for the first half-year operational result of 2008 was 0.55 baht per share, according to the resolution at the Board of Directors meeting 4/2009 on 13 August 2009. Dividend payment for the second half-year operational result of 2009 was 0.32 baht per share, as determined at the 2010 Annual General Meeting of Shareholders held on 26 April 2010.

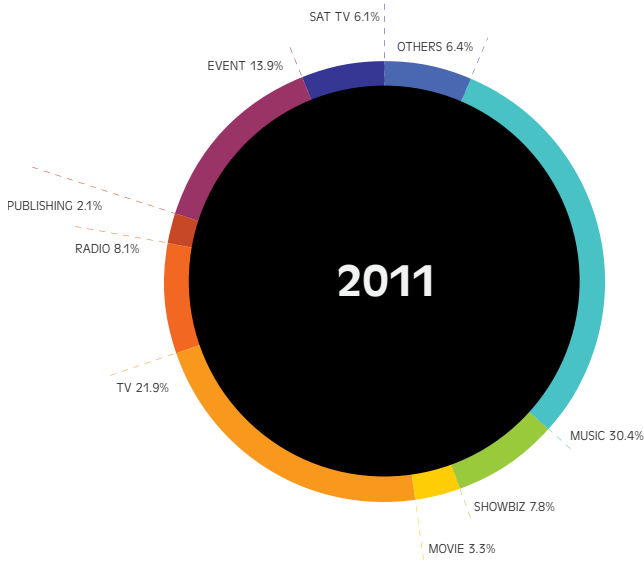
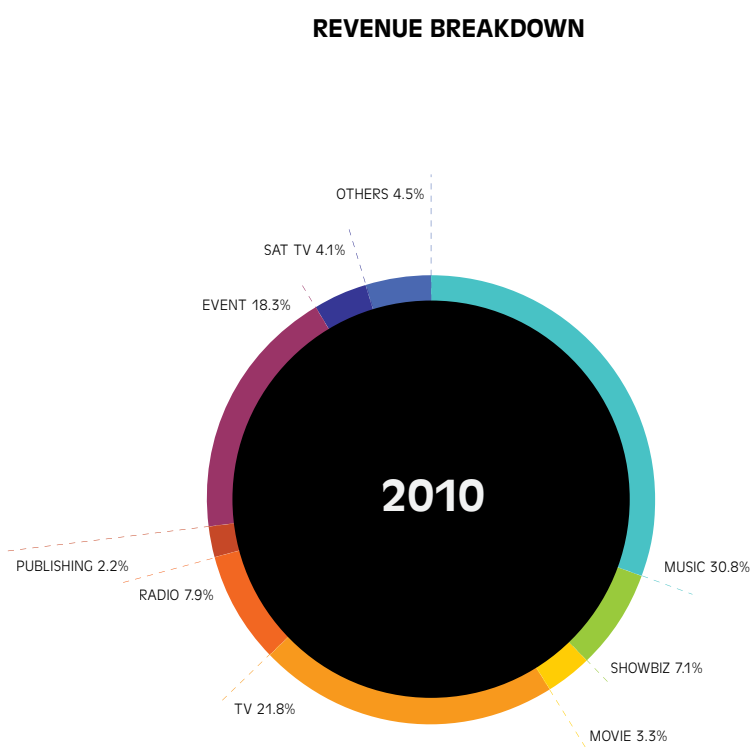
2010 DIVIDENDS PAID OUT AT 0.81 BAHT PER SHARE IN 2010 CONSISTED OF:

The interim dividend payment for the first half-year operational result of 2010 was 0.40 baht per share, according to the resolution at the Board of Directors meeting 4/2010 on 11 August 2010. Dividend payment for the second half-year operational result of 2010 was 0.41 baht per share, as determined at the 2011 Annual General Meeting of Shareholders held on 27 April 2011.

2011 DIVIDENDS PAID OUT AT 0.54 BAHT PER SHARE IN 2011 CONSISTED OF:

The interim dividend payment for the first half-year operational result of 2011 was 0.54 baht per share, according to the resolution at the Board of Directors meeting 5/2011 on 10 August 2011. In order to reserve cash on hand for the ongoing projects under the Company’s business plan, the Board of Directors meeting 1/2012 held on 27 February 2012 to approve the omission of dividend payment for the second half-year operational result of 2011*.

* The omission of dividend payment for the second half-year operational result of 2011 has to be approved by the 2012 Annual General Meeting which will be held on 25 April 2012.



LETTER FROM THE CHAIRMAN AND GROUP CEO

Dear Shareholders,

We are very pleased to inform you that the year 2011 is another year of success under a very challenging environment from one of the worst flood ever hit Thailand during the final quarter of the year. Grammy generated a net profit of THB 626 million, a growth of 20% from last year, while revenues grew 6.5%. In addition, we have laid the foundation for the new era of Grammy by launching the “GMM Z” satellite TV platform to extend our current business and prepare for solid and sustainable growth in the future.

During the past year, Grammy started restructuring its business operation to prepare for new opportunities by building on its content creation expertise, as well as a complete library of content accumulated during 28 years of operation. We believe that strong and quality content platform can last forever. In addition, the delivery of the content through appropriate media platforms that match consumer lifestyle and are convenient for consumer will sustain the long-term growth of Grammy.

As a consequence, in addition to the constant flow of ad spending into satellite TV media from the increasing eyeballs on satellite TV platforms during the past few years, Grammy saw an opportunity to become the leading satellite TV platform operator in Thailand. Therefore, the “GMM Z” satellite TV platform was launched to extend Grammy’s existing businesses and to reduce the dependence on other satellite TV platforms. In addition, it provided Grammy an opportunity to offer Pay TV and Pay-per-view services to its customer base. In doing so, Grammy has gradually acquired international entertainment and sport content and will launch the Pay TV service since in 2012. Furthermore, Grammy will acquire and produce more quality content in order to turn the “GMM Z” platform into the number one satellite TV platform in the country.

Grammy expects that in the next few years, the majority of Thai population will watch TV via satellite, be it free or satellite TV channels. The difference between free and satellite TV channels will steadily diminish until there is no difference. All channels will then be on the same playing field, resulting in the convergence of advertising rates.

In 2011, Grammy made an adjustment to its music business, resulting in a higher proportion of revenues from digital business, artist management business, and show business. In addition, it focused on selling music in digital format by developing a digital content delivery platform to match consumer lifestyle, which has changed with the progress of technology. Grammy believes that such fo-

cus has expanded its revenue channels and strengthened its content. Moreover, Grammy is in a process of applying to be an MVNO with one of the licensed operators in order to generate additional revenues.

For media business, including the production of TV shows to be aired on free TV, radio stations, and publishing, it grew dramatically during the first three quarters of the year due to the improvement of the overall economy pushing media spending higher. However, the media business was severely hit by one of the worst flood in Thailand in the final quarter of the year, thus making the Q4 results miss the target. However, based on the full year results, radio, TV and publishing businesses still generated growth from a year earlier. Grammy expects revenues from the media business to start recovering in the first quarter of 2012 and to return to normal by the second quarter of this year. For publishing business, one new magazine title was launched and Grammy shifted towards new media by producing magazines in digital format (e-magazine). Moreover, Grammy has a policy to expand contents from publishing business into satellite TV business.

Grammy launched additional satellite TV channels, namely JKN, Play, and MAXXI TV, to serve the demand from viewers and higher ad spending on satellite TV media. This part of business will be merged with the aforementioned satellite TV platform business for operational efficiency.

For movie business, 3 movies were screened in theatres in 2011, same number of movies as in 2010. However, box office revenue was 28% higher due to the success of “Laddaland” and “Suck Seed the Movie”, which generated box office revenues of THB 112 and 75 million, respectively. They were ranked number 3 and 4 of the highest gross revenue among Thai films being screened in 2011.

On corporate social responsibility, Grammy joined with a group of companies to raise fund for flood recovery under the project “Power of Thai”. A number of fund raising activities have already begun and more will be carried out in the first half of 2012. In addition, other activities to give back to the society were conducted on a regular basis, namely fund raising concert for kids with heart disease, fund raising activities for victims of tsunami in Japan, and blood donation activities among employees and artists of Grammy, just to name a few.

On regulatory front, after the enactment of the Frequency Allocation Act B.E. 2553, the National Broadcasting and Telecommunications Commission (NBTC) was royally endorsed and took office on 7 October 2011 after a lengthy selection process. The very first mission of the Commission is to prepare master plans for broadcasting and telecommunication industries, as well as the national frequency management table. After that, it has to set rules and regulations for the issuance of various licenses, and guidelines for the regulation of each industry, which will ensure the transparency and equality of competition for all players in the markets.

On 9 February 2012, the NBTC arranged a public hearing on 3 draft master plans, namely the draft master plan for frequency management, the draft master plan for broadcasting industry, and the draft master plan for telecommunication industry, from all stakeholders. The opinions gathered from the hearing will be incorporated into the drafting process before publishing in the Royal Gazette.

Above all, the GMM Grammy Group continues to uphold its intention to conduct its business on the basis of ethical and good corporate governance principles, and demonstrating corporate social responsibility (CSR) until it is embedded in the corporate culture. This will be achieved by integrating the organization’s vision, duties, strategies, and goals, to inspire confidence in shareholders, investors, and every stakeholder, and lead the Company to greater business success. At the same time, the Company will continue its unceasing support and development of education, sports, communities, society, and the environment.

Finally, Grammy’s missions cannot be achieved without the supports from shareholders, the management team, business partners, financial institutions, related governmental entities, agencies, and customers, as well as all employees who have been working very hard for all the past year. On behalf of the Board of Directors, I would like to thank everyone, in hopes that the Company will continue to grow and advance sustainably to yield good long-term returns to every shareholder in terms of the shares’ long-term price increase and satisfactory annual dividends to reciprocate your trust in us over the years.

Mr. Paiboon Damrongchaitham
Chairman

Ms. Boosaba Daorueng
Group Chief Executive Officer

AUDIT COMMITTEE REPORT

The Audit Committee (“the Committee”) has been appointed by a resolution passed by the Board of Directors and comprises 4 independent Directors. Mr. Chai Nasylvanta was appointed Chairman of the Audit Committee and the other members are Mr. Dej Bulsuk, Mr. Weerawong Chittmittrapap and Ms. Suvabha Charoenying. The Director of the Internal Audit Department serves as the secretary to the Committee.

In 2011, the Committee had performed according to the Audit Committee Charter which complies with the relevant rules and regulations set forth by the Stock Exchange of Thailand and the Good Corporate Governance policy. The Committee conducted 5 meetings, The summary of attendance of Audit Committee members is as follows :

Name	Position	Regular Meeting
Mr. Chai Nasylvanta	Chairman	5/5
Mr. Dej Bulsuk	Member	5/5
Mr. Weerawong Chittmittrapap	Member	5/5
Ms. Suvabha Charoenying	Member	5/5

The Committee activities could be summarized as follows:

- 1) Reviewed the quarterly and the annual financial statements for the year 2011 regarding the disclosure of significant information, rendered by the Internal Audit Department, the External Auditors and the Management, to ensure the accuracy, reliability and adequacy.
- 2) Reviewed the efficiency and the adequacy of the GMM Grammy Group’s internal control system in cooperation with the Internal Audit Department, the External Auditors and the Management.
- 3) Reviewed that the Company abided by the SEC and SET rules and regulations, other related laws, the Company’s good corporate governance and Code of Ethics Policies, through coordination with Management and Internal Audit Department
- 4) Considered and recommended the appointment of external auditors and their audit fee. For the year 2012, The Committee, in coordination with the Internal Audit Department and the Management, Considered the independence and the qualities of the audit task and recommended the reappointment of Mr. Narong Puntawong or Mr. Supachai Phanyawattano or Mr. Termphon Opanaphan or Mr. Khitsada Lerdwana (for subsidiaries), Certified Public Accountant (Thailand) No. 3315, 3930, 4501 and 4958respectively, of Ernst & Young Office Limited as the Company’s and its’ subsidiaries’ External Auditors and the audit fee for the fiscal year 2012. The appointment of the External Auditor for the year

2021 was approved by the Board of Directors and will be proposed to the Shareholders for their further approval. For the year 2011, the Committee conducted 1 meeting with External Auditor.

- 5) Reviewed related transactions or conflict of interest issues to ensure that transactions were reasonable and fair in accordance with the rules or announcements of the SET and the disclosures were correct and complete.
- 6) Reviewed and acknowledged internal audit results quarterly. Followed up management actions and progresses on the internal and external audit findings and recommendations. Approved the internal audit plan for the year 2012. In addition, the Committee reviewed the Independence of the Internal Audit and concurred to the performance evaluation of the Internal Audit staffs and their remunerations which were assessed and proposed by Chief Executive Officer.
- 7) Annually reviewed and updated the Charter of Audit Committee and Internal Audit, to ensure that the Charters still suit with the Company’s business environment.
- 8) Conducted the Audit Committee self assessment on its composition, qualification, activities in compliance to the audit Committee Charter, training, authority and the independence. For the year 2010, the Committee concluded that the Committee has adequately completed its duty as assigned and reported the assessment results along with the Committee’s activities to the Board of Directors Meetings on February 27, 2012.
- 9) Reviewed that the Company abided by the Good Corporate Governance and Code of Ethics Policies. Reviewed and updated the policy with the Management and internal auditor to suit with the Company’s business environment before rendering it to the Board of Directors for approval.

As the result of the above obligations, the Committee agreed that in general, the internal control system of the company and subsidiaries was adequate, fairly established and appropriate to the Company’s businesses. There also was no significant weakness of internal control which would affect the accuracy and reliability of financial statements and the efficiency and effectiveness to achieve the business goals. In addition, there was adequate control system for the connected transactions associated with the Major Shareholders, Directors, Management or other related persons. The Committee and the management recognized the importance of good corporate governance, internal control, and continuous risk management, which would ensure good corporate governance principles of company, acceptable level of internal control and risk management, accurate and reliable accounting and financial reporting practices, together with compliance with the laws, the rules or announcements of the SET and regulations related to the Company’s businesses.



(Mr. Chai Nasylvanta)
Chairman of the Audit Committee
27 February 2012

CORPORATE GOVERNANCE REPORT

The Board of Directors strongly believes in ethical business practices, sound corporate governance, and corporate social responsibility, which are firmly embedded in the organization’s corporate culture. This is achieved by integrating the organization’s vision, duties, strategies and goals in the same direction, to inspire confidence to shareholders, investors, and stakeholders, so the Company will continue to prosper alongside its contributions to the development and support of education, society, and the environment.

The Board of Directors has appointed five committees to effectively and thoroughly consider any significant matters as specified in each of the committee’s charter. Each committee conducts regular meetings and reports its progress to the Board of Directors on a regular basis, as well as to the shareholders in the Annual Report. This helps the Company achieve its goal and complies with the good corporate governance principles.

Since 2005, the Group has announced the adoption of Corporate Governance Policies, paying close attention to the roles and responsibilities of the Board of Directors, Committees, and the rights of shareholders, especially equal treatment of every shareholder, and taking care of the interests of various stakeholders. This is done by transparent disclosure of information, showing all connected transactions, monitoring for insider trading, conducting internal audits, and installing risk management systems, and practicing business ethically. These measures are frequently revised and updated as appropriate to changing circumstances and policy guidance from the Stock Exchange of Thailand or other regulatory bodies. The Company has issued a portable concise and easy to understand policy manual, and has broadcasted the information on the intranet and company website for the benefit of investors and the general public.

The Board of Directors’ meeting No. 4/2011, held on 13 July 2011, passed a resolution to amend some of the corporate governance policies, which had been raised by the Corporate Governance and Ethics committee, in order to be in compliance with the regulations from the authority, and approved the manual on good corporate governance and business ethics (third revision), which was effective on 14 July 2011 onwards. Key amendments of the policies are as follows.

- 1) Provide shareholders channels to propose meeting agendas or send questions to the Board of Directors, and nominate their candidates of choice for directorship via the Company’s website at least 3 months prior to the end of the fiscal year, or during 15 September to 31 December of every year.
- 2) Provide shareholders holding at least 3% of the total issued and fully paid-up shares to propose meeting agendas, nominate candidates for directorship in the Com-

- pany, and submit questions related to the Company’s business in advance of the annual general meeting.
- 3) Set a limit of 5 listed companies (including Grammy) on which each of the Company’s Board of Directors can serve as directors.
- 4) Encourage to arrange more than 6 Board of Directors’ meetings per year to ensure that each Board member is able to closely monitor the progress of the Company efficiently.
- 5) Encourage each Board member to attend the Board meeting regularly. On average, each member should attend at least 80% of the meeting per year.
- 6) Promote, support, and facilitate each member of the Board of Directors and sub-committees, management team, and the Company’s secretary to regularly attend seminars, trainings, or activities organized by Thai Institute of Directors, Stock Exchange of Thailand, and Securities and Exchange Commission.
- 7) Appoint a nomination and remuneration committee, on which an independent director serves as the chairman.
- 8) Set the term of membership of each sub-committee at 3 years, starting from 14 May 2011.

The Company disclosed and distributed the Good Corporate Governance and Business Ethics Manual to directors, management team, and all employees via intranet and the Company’s website. Furthermore, the Board of Directors had put in place a monitoring system to ensure the strict compliance with the code of corporate governance and business ethics.

As the Company adopted the Good Corporate Governance Guideline in its business operation and continuously improved the guideline, it received an “Excellent (5 stars)” rating in the Corporate Governance Report of Thai Listed Companies, prepared by Thai Institute of Directors. This is an improvement from the previous year and higher than the average ratings of 497 listed companies. In addition, the Company also received a “Very Good” rating for the quality of the Annual General Meeting, evaluated by Thai Investors Associations, for 2009 - 2011. The rating received was higher than the average ratings of 416 companies being surveyed.

The Company will continue to adhere to its Good Corporate Governance policies, whilst encouraging frequent revision and development of better ways to apply them at work. Disclosing the ways the Company incorporates good governance in practice demonstrates the efficacy of its transparent and ethical management, the organization’s sense of responsibility towards society and the environment, and inspires confidence in its shareholders, investors, and stakeholders.



(Mr. Vichate Tantiwanich)
Chairman of Corporate Governance and Ethics Committee
27 February 2012

REPORT OF THE NOMINATION AND REMUNERATION COMMITTEE

Appointed by the Board of Directors ("the Board") since 27 February 2009, the Nomination and Remuneration Committee of GMM Grammy Public Company Limited ("the Committee") currently consists of 3 members (2 members are independent directors). Mr. Dej Bulsuk is the Chairman, Mr. Chai Nasyolvanta and Mr. Paiboon Damrongchaitham are members.

During the year 2011, in performing its roles as assigned by the Board, the Committee held 2 meetings, with perfect attendance, to carry its duties and responsibilities as outcomes could be summarized as follows:

1) Deliberating the qualifications of candidates for the Company's directors to replace 4 directors who retired by rotation namely, Mr. Paiboon Damrongchaitham, Mr. Krij Thomas, Mr. Sataporn Panichraksapong, and Mr. Kreingkarn Kanjanapokin. In enhancing and supporting the Company's Good Corporate Governance Policy on welcoming the minor shareholders' proposal on appropriate candidates to be appointed as the Company's directors via direct contact with the Company Secretary, Investor Relation Unit, or the Company's website from 15 October 2010 to 14 January 2011. During such period, no shareholder nominated any candidate for consideration, the Committee (excluding the member with vested interests), with consideration of the appropriateness and maximum benefits to the Company, resolved to propose to the Board for appointing the 4 retired directors as the Company's directors for another term before submitting to the 2011 Annual General Meeting of Shareholders for approval as the Committee opined that those retired directors were knowledgeable, capable, experienced in the Company's business, and also had broad visions, good records of meeting attendance and completed qualifications required by the Public Limited Company Act B.E. 2535.

2) Setting the directors' remuneration for the year 2011 in terms of meeting allowance and annual gratuity including allocation guideline to the Board to get approval at the 2011 Annual General Meeting of Shareholders held on 27 April 2011.

3) Setting the Audit Committee's remuneration for the year 2011 in terms of annual compensation including allocation guideline to the Board for approval before submitting to the 2011 Annual General Meeting of Shareholders held on 27 April 2011 for acknowledgement respectively.

The remuneration of the directors and members of the Audit Committee was considered by taking into account for their respective duties and responsibilities, together with the Company's performances. In considering this, the remuneration of comparable leading companies of the same size in similar industry, with reference to the Report of the Survey on Remuneration of Director and Management of Listed Companies, had been taken as a benchmark for suitability and transparency.

4) Evaluating performances of the Co-CEOs for the year 2011 namely, Miss Boosaba Daorueng and Mrs. Saithip Montrikul Na Audhaya. The Committee deemed it appropriate to evaluate the performances of the Co-CEOs as "Excellent" rank (being scored by 90%-95%), and had reported the result to the Board of Directors Meeting No. 7/2011 for approval.

The Committee had reported its performance to the Board for acknowledgement regularly. Throughout the year 2011, the Committee had independently and transparently performed its roles and duties as assigned by the Board with full effort, honesty, integrity, and prudence for the best benefit of the Company, shareholders, and all stakeholders.



(Mr. Dej Bulsuk)

Chairman of the Nomination and Remuneration Committee
6 February 2012

REPORT ON THE BOARD OF DIRECTORS' RESPONSIBILITY TOWARDS THE FINANCIAL STATEMENTS

The Board of Directors recognizes the importance of the Corporate Governance Management Policy and the preparing process of the financial statement and financial information as reported in the annual report enable to ensures that the statements are prepared in accordance with the Thai generally accepted accounting standards, using appropriate and consistent accounting policy and sufficient information is disclosed in the notes to financial statements. The Board of Directors has appointed Audit Committee, which comprises independent directors, to be responsible for the quality of financial reports. This also reasonable assurance the existing of the efficiency and effectiveness of internal control such as safeguarding of assets connected or potential conflict of interest transactions and the compliance to applicable laws and regulations, which the Audit Committee's opinion is stated in the Audit Committee Report.

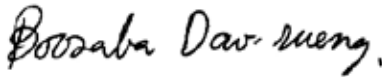
Moreover, in the Board of Directors' meeting on 27 February 2012, which every Audit Committee members, management and internal audit department attended, the sufficiency of the Company's internal control system for the year 2011 has been evaluated. The system, set by the management which compliance with the SET regulations

and COSO guideline, was divided into 5 major components in Control Environment, Risk Assessment, Control Activities, Information and Communication and Monitoring and Evaluation. The Board agreed with the Audit Committee that the GMM Grammy Group's quarterly and the annual financial statement for the year 2011 (which has been audited by the Company's external auditor) has been prepared in accordance with generally accepted accounting principles and disclosed sufficiently, accurately and reliably. In general, the internal control system of the Company and subsidiaries was fairly established and appropriate to the Company business. There were no internal control deficiencies which would affect the accuracy and reliability of financial statement and the achievement of the entity's business goal. The Board of Directors has expressed the opinion on the sufficient of the Company and subsidiaries' internal control system in "Internal Control" section.

Furthermore, the Board encourages the Management in continuous developing the GMM Grammy Group's quality of internal control system, risk management and good corporate governance. The adequate and appropriate supervision should also be in place to enable the achievement of the established objective and goal.



(Mr. Paiboon Damrongchaitham)
Chairman



(Ms. Boosaba Daorueng)
Group Chief Executive Officer

BOARD OF DIRECTORS

Mr. Krij Thomas
Director

Mr. Takonkiet Viravan
Director

Ms. Boosaba Daorueng
Vice Chairman

Mr. Paiboon Damrongchaitham
Chairman

Ms. Suwimon Chungjotikapisit
Director

Mrs. Saithip Montrikul Na Audhaya
Director

Mr. Sataporn Panichraksapong
Director

Mr. Kreingkarn Kanjanapokin
Director





Mr. Paiboon Damrongchaitham
Chairman, Chairman of the Company Advisor,
Member of the Nomination and Remuneration Committee

EDUCATION BACKGROUND

Bachelor of Arts (Mass Communications) (Honors), Chulalongkorn University
Doctoral of Business Administration (Honorary), Christian University

EXPERIENCE

GMM Grammy Plc.
2008 - Present Chairman of the Company Advisor
1998 - Present Chairman
July 2011 - Present Member of the Nomination and Remuneration Committee
2005 - July 2011 Chairman of the Nomination and Remuneration Committee
1998 - 2008 Advisor to the Executive Committee

Other Companies
2009 - Present Vice Chairman, Family Know How Co., Ltd.
2008 - Present Chairman of the Company Advisor, GMM Media Plc.
2007 - 2008 Advisor to the Executive Committee, GMM Media Plc.
2005 - 2009 Chairman of the Nomination and Remuneration Committee, GMM Media Plc.
2005 - 2007 Chairman of the Risk Management Committee, GMM Media Plc.
2002 - 2009 Chairman, GMM Media Plc.
2002 - 2007 Chief Executive Officer, GMM Media Plc.



Ms. Boosaba Daorueng
Vice Chairman, Director, Co - Chief Executive Director,
Chairman of the Risk Management Committee,
Group Chief Executive Officer, Chief Creative Officer (Creative Division)

EDUCATION BACKGROUND

Bachelor of Liberal Arts, Thammasat University

EXPERIENCE

GMM Grammy Plc.
Feb 2012 - Present Group Chief Executive Officer (Group CEO)
2009 - Present Co-Chief Executive Director
2008 - Present Vice Chairman
2005 - Present Chairman of the Risk Management Committee
2001 - Present Chief Creative Officer (Creative Division)
1994 - Present Director
2009 - Feb 2012 Co-Chief Executive Officer
2002 - Feb 2009 Chief Executive Director, Chief Executive Officer

Other Companies
Oct 2010 - Present Director, GR Vocal Studio Co., Ltd
May 2010 - Present Director, Acts Studio Co., Ltd.
2008 - Present Advisor, GMM Media Plc.
2003 - 2008 Advisor to the Board of Directors /
Advisor to the Executive Committee, GMM Media Plc.



Mrs. Saithip Montrikul Na Audhaya

Director, Co-Chief Executive Director,
Member of the Risk Management Committee,
Chief Executive Officer (Media Business)

EDUCATION BACKGROUND

Bachelor of Arts (Mass Communications), Chulalongkorn University

EXPERIENCE

GMM Grammy Plc.

Feb 2012 - Present	Chief Executive Officer (Media Business)
2009 - Present	Co-Chief Executive Director, Member of the Risk Management Committee
2002 - Present	Director
2009 - Feb 2012	Co-Chief Executive Officer
1989 - Feb 2009	Executive Director

Other Companies

Mar 2012 - Present	Director, GMM Z Co., Ltd.
Sep 2010 - Present	Director, A Gen Event Agency Co., Ltd.
May 2010 - Present	Director, Acts Studio Co., Ltd.
Apr 2010 - Present	Director, Image On Air Co., Ltd.
2009 - Present	Chairman, GMM Media Plc.
2007 - Present	Chief Executive Office, GMM Media Plc.
2007 - Present	Director / Managing Director, A-Time Traveller Co., Ltd.
2002 - Present	Director / Managing Director, GMM Media Plc.
1989 - Present	Director / Managing Director, A-Time Media Co., Ltd.
2008 - Feb 2009	Vice Chairman, GMM Media Plc.
2007 - Feb 2009	Chairman of the Risk Management Committee, GMM Media Plc.
2005 - 2007	Member of the Risk Management Committee, GMM Media Plc.
2002 - 2007	Executive Director, GMM Media Plc.



Mr. Krij Thomas

Director, Executive Director,
Member of the Risk Management Committee,
Chief Executive Officer (Music Business)

EDUCATION BACKGROUND

Bachelor of Arts (Mass Communications), Chulalongkorn University

EXPERIENCE

GMM Grammy Plc.

Feb 2012 - Present	Chief Executive Officer (Music Business)
2011 - Feb 2012	Senior Executive Vice President (Music Business Division)
Feb 2011 - Present	Member of the Risk Management Committee
2008 - Present	Director
2004 - Present	Executive Director
2003 - Present	Managing Director (Grammy Gold Division)
2008 - 2010	Executive Vice President (Music Business Division)
2005 - 2006	(Acting) Managing Director (GMM International Division)
2001 - 2003	Deputy Managing Director (Grammy Gold Division)

Other Companies

2007 - Present	Director, 3-RD Co., Ltd.
1997 - Present	Director, Krij Thomas Co.,Ltd.



Ms. Suwimon Chungjotikapisit
Director, Company Advisor

EDUCATION BACKGROUND

Bachelor of Political Science, Chulalongkorn University (Honors)

SEMINAR ACCOMPLISHMENT

The Thai Institute of Directors (IOD):
Director Certification Program (DCP), Class 12/2001

EXPERIENCE

GMM Grammy Plc.

Nov 2010 - Present	Director
2005 - Present	Company Advisor

Other Companies

Oct 2010 - Present	Director, GR Vocal Studio Co., Ltd
Sep 2010 - Present	Director, A Gen Event Agency Co., Ltd.
May 2010 - Present	Director, Acts Studio Co., Ltd.
Apr 2010 - Present	Director, Image On Air Co., Ltd.
2002 - 2004	Executive Vice President, Central Pattana Plc.
2001 - 2003	Director, Central Pattana Plc.
1997 - 2001	Vice President, Central Pattana Plc.
	Vice President - Leasing and Marketing, Central Pattana Plc.



Mr. Kreingkarn Kanjanapokin
Director, Executive Director

EDUCATION BACKGROUND

Bachelor of Political Science, Chiang Mai University

SEMINAR ACCOMPLISHMENT

The Thai Institute of Directors (IOD):
Financial Statement for Directors Program, 2008
Director Accreditation Program (DAP) (Class 30/2004)

EXPERIENCE

GMM Grammy Plc.

2009 - Present	Director, Executive Director
2008 - Present	Director, GMM Media Plc.
2004 - Present	Director / Co-Chief Executive Officer, Index Creative Village Plc. (formerly known as "Index Event Agency Plc.")
2001 - 2004	Managing Director, Index Event Agency Co., Ltd.

OTHER PRESENT WORKS

Special Speaker, Master Degree, School of Communication Arts, University of the Thai Chamber of Commerce, Bangkok University and National Institute of Development Administration (NIDA)
Special Speaker, Reputable Institutes and Organizations.



Mr. Takonkiet Viravan
Director, Executive Director

EDUCATION BACKGROUND

Bachelor of Communication & Theatre, Boston College, U.S.A.
M.S. (Broadcasting), Boston University, U.S.A.

EXPERIENCE

GMM Grammy Plc.
2009 - Present Director
2009 - Present Executive Director

Other Companies
Sep 2010 - Present Director, A Gen Event Agency Co., Ltd.
May 2010 - Present Director / Managing Director, Acts Studio Co., Ltd.
2004 - Present Director / Managing Director, Scenario Co., Ltd.
2003 - Present Director / Managing Director, Teentalk Co. Ltd.
2002 - Present Director, GMM Media Plc.
1991 - Present Director / Managing Director, Exact Co., Ltd.
2002 - Feb 2009 Executive Director, GMM Media Plc.



Mr. Sataporn Panichraksapong
Director, Executive Director,
Member of the Risk Management Committee,
Assistant to Chief Executive Officer (Music Business)

EDUCATION BACKGROUND

Bachelor of Journalism and Mass Communications (Cinematography), Thammasat University

EXPERIENCE

GMM Grammy Plc.
2009 - Present Director
2009 - Present Executive Director, Member of the Risk Management Committee
2008 - Present Assistant to Executive Vice President (Music Business Division)
2005 - 2006 Senior Vice President, Chief Executive Officer Office

Other Companies
2009 - Present Director, GMM Media Plc.
2007 - Present Director / Managing Director, GMM TV Co., Ltd.
 (formerly known as Grammy Television Co., Ltd.)
2007 - Feb 2009 Member of the Risk Management Committee, GMM Media Plc.
2005 - 2007 Deputy Managing Director, Grammy Television Co., Ltd.
2002 - 2005 Director - Music Business Division, RS Promotion Plc.



Mr. Chai Nasylvanta
Chairman of the Audit Committee,
Independent Director,
Member of the Nomination and Remuneration Committee

EDUCATION BACKGROUND

Bachelor of Engineering (Electrical Engineering), Chulalongkorn University
M.B.A. (Finance), University of Pennsylvania, U.S.A.

EXPERIENCE

GMM Grammy Plc.	
2009 - Present	Chairman of the Audit Committee, Member of the Nomination and Remuneration Committee
1999 - Present	Independent Director
1999 - Feb 2009	Member of the Audit Committee

Other Companies

2006 - Present	Director / Vice Chairman, Advance Aviation Co., Ltd.
2006 - Present	Independent Advisor, Benchachinda Holding Co., Ltd.
1993 - Present	Director, AON (Thailand) Ltd.
1989 - Present	Director, AON Group (Thailand) Ltd.
2006 - Apr 2009	Director, Post Publishing Plc.
2005 - Feb 2009	Member of the Nomination and Remuneration Committee, GMM Media Plc.
2005 - 2006	Director, Total Access Communication Plc.
2002 - Feb 2009	Independent Director / Chairman of the Audit Committee, GMM Media Plc.
1995 - 2006	Independent Advisor, United Communication Industry Plc.
1984 - 1995	Senior Vice President, Project Finance Department, Bangkok Bank Plc.



Mr. Dej Bulsuk
Independent Director, Member of the Audit Committee,
Chairman of the Nomination and Remuneration Committee

EDUCATION BACKGROUND

Bachelor of Business Administration, Thammasat University

SEMINAR ACCOMPLISHMENT

The Thai Institute of Directors (IOD):
Director Accreditation Program (DAP) (Class 23/2004)

EXPERIENCE

GMM Grammy Plc.	
July 2011 - Present	Chairman of the Nomination and Remuneration Committee
2009 - Present	Member of the Audit Committee
2002 - Present	Independent Director
2006 - July 2011	Member of the Nomination and Remuneration Committee
2006 - Feb 2009	Chairman of the Audit Committee
2002 - 2006	Member of the Audit Committee

Other Companies

2004 - Present	President, CCC Business Development Co., Ltd. Director, Siam Future Development Plc. Independent Director / Member of the Audit Committee, The Erawan Group Plc.
2002 - Present	Independent Director / Member of the Audit Committee, Jay Mart Plc.
2001 - Present	Independent Director / Member of the Audit Committee, AEON Thana Sinsap (Thailand) Plc.
2007 - 2009	Director, Thailand Convention and Exhibition Bureau (TCEB) (Public Organization) Chairman of the Good Governance, ecruitment and Remunera tion Committee, TCEB
2006 - 2009	Advisor to the Board, President Bakery Plc.
2004 - 2006	Honorary Chairman, McThai Co.,Ltd. (McDonald’s Thailand)
2002 - 2009	Independent Director / Member of the Audit Committee, GMM Media Plc.
2001 - 2006	Chairman - Ronald McDonald House Charities Foundation
1984 - 2004	President & Joint Venture Partner, McThai Co.,Ltd. (McDonald’s Thailand)



Mr. Weerawong Chittmittrapap
Independent Director, Member of the Audit Committee

EDUCATION BACKGROUND

Bachelor of Laws, Chulalongkorn University
Master of Laws, University of Pennsylvania, U.S.A
Thai Barrister-at-Law and the first Thai lawyer admitted to the New York State Bar

SEMINAR ACCOMPLISHMENT

The Thai Institute of Directors (IOD):
Director Certification Program (DCP) (Class 0/2000)

EXPERIENCE

GMM Grammy Plc.
2006 - Present Independent Director / Member of the Audit Committee

Other Companies
Feb 2010 - Present Independent Director, Minor International Plc.
Apr 2009 - Present Director / Member of the Audit Committee, Thai Airways International Plc.
Director, Nok Airlines Co., Ltd.
2008 - Present Chairman, Weerawong, Chinnavat & Peangpanor Ltd.
(formerly known as “White & Case (Thailand) Ltd.”)
2007 - Present Director / Member of the Audit Committee, Siam Food Products Plc.
2001 - Present Director / Member of the Audit Committee, Berli Jucker Plc.
2005 - 2006 Director, Nutrix Plc.
2001 - 2007 Director / Member of the Audit Committee, ITV Plc.
1996 - 2008 Executive Partner, White & Case (Thailand) Co., Ltd

OTHER PRESENT WORKS

Qualified Member to Trade Competition Committee, Ministry of Commerce
Special Speaker, The Thai Institute of Directors
Special Advisor, Thai Listed Company Association
Special Lecturer, Institute of Legal Education, Thai Bar Association



Ms. Suvabha Charoenying
Independent Director, Member of the Audit Committee

EDUCATION BACKGROUND :

Bachelor of Business Administration (Finance), Assumption University
Master of Business Administration, Assumption University

SEMINAR ACCOMPLISHMENT

The Thai Institute of Directors (IOD):
Successful Formulation & Execution of Strategy (Class 6/2010)
DCP Refresher (Class 1/2005)
Finance for Non Finance Director (Class 1/2003)
Director Certification Program (DCP) (Fellow Member) (Class 1/2000)

OTHER INSTITUTES

Certified Financial Planner (CFP), Thai Financial Planner Association (Class 1/2009)
TLCA Executive Development Program, Thai Listed Companies Association (Class 2/2008)
Leader Program, Capital Market Academy (Class 1/2005)
Certificate in Families Business : Generation to Generation, Harvard Business School (2004)

EXPERIENCE

GMM Grammy Plc.
2010 - Present Independent Director / Member of the Audit Committee, GMM Grammy Plc.

Other Companies
2009 - Present Director / Executive Director, Thanachart Securities Plc.
2001 - Present Managing Director, Thanachart Securities Plc.
1996 - 2001 Chief Executive Officer, Schroder Asset Management Ltd.
1993 - 1996 Vice President, KGI Securities Plc.
1990 - 1993 Vice President, Morgan Grenfell Thai Company Limited
1988 - 1990 Manager, Business Development Department, Kasikorn Bank Plc

EXECUTIVE COMMITTEE

1. MS. BOOSABA DAORUENG	CO-CHIEF EXECUTIVE DIRECTOR
2. MRS. SAITHIP MONTRIKUL NA AYUDHAYA	CO-CHIEF EXECUTIVE DIRECTOR
3. MR. KRIJ THOMAS	EXECUTIVE DIRECTOR
4. MR. SUWAT DAMRONGCHAITHAM	EXECUTIVE DIRECTOR
5. MR. TAKONKIET VIRAVAN	EXECUTIVE DIRECTOR
6. MR. KAMRON PRAMOJ NA AYUTTHAYA	EXECUTIVE DIRECTOR
7. MR. SATAPORN PANICHRAKSAPONG	EXECUTIVE DIRECTOR
8. MR. KREINGKARN KANJANAPOKIN	EXECUTIVE DIRECTOR
9. MR. VICHATE TANTIWANICH	EXECUTIVE DIRECTOR
10. M.L.KORNKASIWAT KASEMSRI ¹	EXECUTIVE DIRECTOR
11. MR. PREMON PINSKUL ²	EXECUTIVE DIRECTOR /
	SECRETARY TO EXECUTIVE
	COMMITTEE
MR.WUT ASAWASERMCHAROEN ³	EXECUTIVE DIRECTOR /
	SECRETARY TO EXECUTIVE
	COMMITTEE
MR. CHANCHAI PHANSOPHA ⁴	EXECUTIVE DIRECTOR
MR. KITTISAK CHUANG-A-ROON ⁵	EXECUTIVE DIRECTOR
MR. SANTISUK CHONGMANKONG ⁶	EXECUTIVE DIRECTOR
MR. WICHIAN RERKPAISARN ⁷	EXECUTIVE DIRECTOR
MR. YONGSAK EKPRACHYASAKUL ⁸	EXECUTIVE DIRECTOR

REMARKS: ADDITIONAL INFORMATION AND CHANGES DURING THE YEAR 2011

¹ At the Board of Directors Meeting No.2/2011 held on 13 May 2011, the resolution was passed to appoint M.L.Kornkasiwat Kasemsri as an Executive Director (who assumed his position during the year), effective as of 13 May 2011.

² At the Board of Directors Meeting No.4/2011 held on 13 July 2011, the resolution was passed to appoint Mr. Premon Pinskul as an Executive Director (who assumed his position during the year), effective as of 13 July 2011.

³ At the Board of Directors Meeting No.2/2011 held on 13 May 2011, the resolution was passed to appoint Mr. Wut Asawasermcharoen as an Executive Director and Secretary to the Executive Committee, effective as of 13 May 2011, and Mr. Wut Asawasermcharoen resigned from his position of Executive Director and Secretary to the Executive Committee, and employee of the Company (who assumed and resigned from his positions during the year), effective as of 1 July 2011.

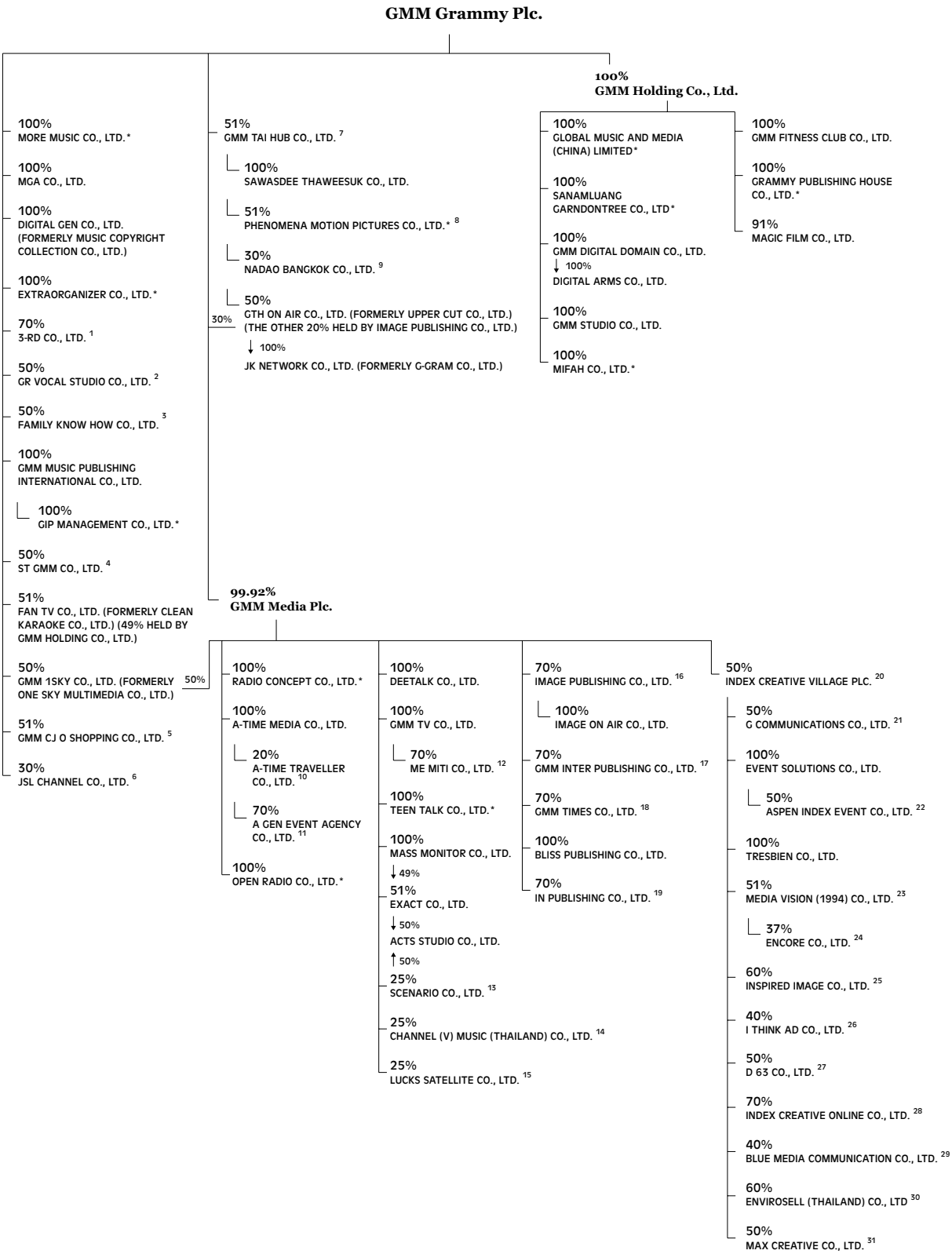
⁴ At the Board of Directors Meeting No.2/2011 held on 13 May 2011, the resolution was passed to appoint Mr. Chanchai Phansopha as an Executive Director, effective as of 13 May 2011, and Mr. Chanchai Phansopha resigned from his position of Executive Director and employee of the Company (who assumed and resigned from his position during the year), effective as of 1 September 2011.

⁵⁻⁸ At the Board of Directors Meeting No.2/2011 held on 13 May 2011, the resolution was passed to terminate their positions of Executive Director (during the year), effective as of 13 May 2011.

**** At the Board of Directors Meeting No.1/2012 held on 27 February 2012, the resolution was passed to appoint Mr. Thana Thienachariya as an Executive Director, effective as of 27 February 2012.****

INVESTMENT STRUCTURE

INVESTMENT STRUCTURE AS OF 31 DECEMBER 2011



NOTE: * Non-active

OTHER SHAREHOLDERS ARE AS FOLLOWS.

- 1. 3-RD CO., LTD.**
Miss Kanokdao Karnjanapusakij with 10% shareholding, Mrs. Kanokporn Nitrteeranont with 10% shareholding, and Mr. Chatchawan Kusmith with 10% shareholding.

2. GR VOCAL STUDIO CO., LTD.
Mr. Rungrodj Dullapun with 50% shareholding.

3. FAMILY KNOW HOW CO.,LTD
The Stock Exchange of Thailand with 50% shareholding.

4. ST GMM CO., LTD.
STG Multimedia Co., Ltd. with 50% shareholding.

5. GMM CJ O SHOPPING CO., LTD.
CJ O Shopping Co., Ltd. with 49% shareholding.

6. JSL CHANNEL CO., LTD.
JSL Global Media Co., Ltd. with 70% shareholding.

7. GMM TAI HUB CO.,LTD.
Poolvoralaks Group with 27% shareholding, Hub Ho Hin Bangkok Co.,Ltd. with 14% shareholding, and others with 8% shareholding.

8. PHENOMENA MOTION PICTURE CO.,LTD.
Phenomena Co.,Ltd. with 49% shareholding.

9. NA DAO BANGKOK CO.,LTD.
Mr. Songyos Sukmakanand with 45% shareholding, Hub Ho Hin Bangkok Co.,Ltd. with 10% shareholding, and others with 15% shareholding.

10. A-TIME TRAVELLER CO.,LTD.
Mr. Worarit Waijeranai with 60% shareholding, and Miss Saratchaya Chantanithi with 20% shareholding.

11. A GEN EVENT AGENCY CO.,LTD.
Mr. Veerachai Nichapatr with 10% shareholding, Mr. Akarat Yongthongrang with 10% shareholding and Mr. Sippakorn Wongsamarn with 10% shareholding.

12. ME MITI CO., LTD.
Mr. Roongtham Poomsinil with 30% shareholding.

13. SCENARIO CO.,LTD.
Mr. Takonkiet Viravan with 52% shareholding, and others with 23% shareholding.

14. CHANNEL (V) MUSIC (THAILAND) CO.,LTD.
Channel(V) Natherlands No.2B.V with 49% shareholding, and TRUE Vision with 26% shareholding.

15. LUCKS SATELLITE CO.,LTD.
Lucks (666) Co.,Ltd. with 75% shareholding.
- 16. IMAGE PUBLISHING CO.,LTD.**
Mr. Kamron Pramoj na Ayutthaya with 30% shareholding.

17. GMM INTER PUBLISHING CO.,LTD.
Ms. Laikram Lerdvitayaprasit with 19% shareholding, and others with 11% shareholding.

18. GMM TIMES CO.,LTD.
TP Ventures Private Ltd. with 30% shareholding.

19. IN PUBLISHING CO.,LTD.
Osotspa Holding Co.,Ltd. with 30% shareholding.

20. INDEX CREATIVE VILLEG PLC.
Kanjapokin Group with 50% shareholding.

21. G COMMUNICATIONS CO., LTD.
Ms. Monya Thongdeelert with 50% shareholding.

22. ASPEN INDEX EVENT CO.,LTD.
was registered in the United Arab Emirates with 50% shareholding by Mr. Hashem Al Marzouqi.

23. MEDIA VISION (1994) CO., LTD.
Mrs. Nongrak Hongsakul with 49% shareholding.

24. ENCORE CO., LTD.
A.V. Systems Co.,Ltd., Light Source Co.,Ltd., and others with 33%, 20% and 10% shareholding respectively.

25. INSPIRE IMAGE CO., LTD.
Mr. Phichet Lakdee with 40% shareholding.

26. I THINK AD CO., LTD.
Mr. Phised Kanjanapokin and others with shareholding of 25% and 35% respectively.

27. D 63 CO.,LTD.
Miss Supaluck Suwat and others with 33% and 17% shareholding respectively.

28. INDEX CREATIVE ONLINE CO.,LTD.
Mr. Adilfetri Praprugsujarit with 25% shareholding, and Mr. Mongkol Paoobnang with 5% shareholding.

29. BLUE MEDIA COMMUNICATION CO.,LTD.
Mr. Burapaporn Musiksindhorn with 40% shareholding, and Mr. San Birombhadhi with 20% shareholding.

30. ENVIROSELL (THAILAND) CO., LTD.
Ms Sarinporn Chivananda with 40% shareholding.

31. MAX CREATIVE CO., LTD.
Master Ad Plc. with 50% shareholding.

BUSINESS OPERATION

BUSINESS DESCRIPTION

The Company’s business can be divided into four main categories as follows:

1) MUSIC BUSINESS AND RELATED BUSINESSES

operates under the “Total Music Business” model, consisting of music production and copyrights, digital content business, show business, and artist management business.

Music Production and Copyrights

Physical Products sale is directly related with music creation and show businesses in that music and recorded live shows are sold in the forms of CDs, VCDs, DVDs, and MP3s via modern trade outlets (superstores and discount stores) and traditional trade channels (wholesalers and retailers) nationwide. In addition, they are also sold via Call Center and Online channel at www.shopping8000.com.

Rights Management Business

involves collecting copyrights fees from other parties using the Company’s property for commercial purposes.

Digital Content Business is the digitization of music content for distribution through mobile phone networks, the internet, and external parties via downloading services for ringtones, ring back tones, full song downloads, and even complete music videos (full MVs). These services are available on an a la carte basis or through monthly subscription on mobile phones (*123), and website (www.gmember.com).

Show Business is the business of creating and producing various staged events, such as concerts and theatrical performance.

Artist Management Business handles the selection and development of new artists, including managing, and sourcing assignments to music and non-music artists.

2) MEDIA BUSINESS COMPRISES THE FOLLOWING

Radio Business

produces and hosts F.M. radio programs.

Television Business

involves the production of television programs and the provision of production services for airtime rented from Channels 3, 5, 7, and 9.

Publishing Business

is the production and distribution of magazines, and pocket books in various popular genres.

Full-service events creation and management business

runs through the entire spectrum from proposing ideas to organizing events, sourcing contractors, and coordinating with all related parties to ensure that results achieve clients’ goals. Index Creative Village PCL and its subsidiaries are responsible and operate this line of business.

3) BROADCASTING BUSINESS

consists of the production of television channels to be aired on satellite TV and the “GMM Z” satellite TV platform, comprising the sale of set-top box, the provision of pay TV and pay-per-view services, and the resale of the Company’s acquired broadcasting rights.

4) MOVIE BUSINESS

produces feature films to be screened in movie theatres.

MUSIC BUSINESS
AND MUSIC RELATED BUSINESSES





MUSIC BUSINESS AND COPYRIGHTS

In 2011, the Company released 259 music albums, encompassing every consumer target group, namely pop, rock, alternative, country/’songs for life’, R&B, soul, and compilation of top hits during the year. Sales and distribution is carried out through modern trade channels (superstores and discount stores), traditional trade channels (wholesalers and retailers) throughout the country, and the Company’s own retail stores, Imagine. As of December 2011, there were 161 Imagine retail stores. Furthermore, the Company manages and collects copyrights fees from food operators, restaurants, radio operators, karaoke outlets, and karaoke booths and other operators who use the Company’s music for commercial purposes.

DIGITAL CONTENT BUSINESS

In 2011, digital business - the consumption of music via mobile telephone and the Internet - is still one of the main channels to sell music. The Company offers music downloading services on an ‘a la carte’ (individual song) basis, and monthly subscription basis, to leading mobile telephone network operators in Thailand. In addition, the www.gmember.com” www.gmember.com website is the core site for music, news about artists, music downloads, and other activities.

ARTIST MANAGEMENT BUSINESS

The Company has a policy to train and develop both Music and Non-music artists to enhance their capabilities in singing, acting, and dancing. In addition, it also tries to expand revenue channels for those artists in the forms of live performance in pubs and bars, as well as employment opportunities as product presenters.

SHOW BUSINESS

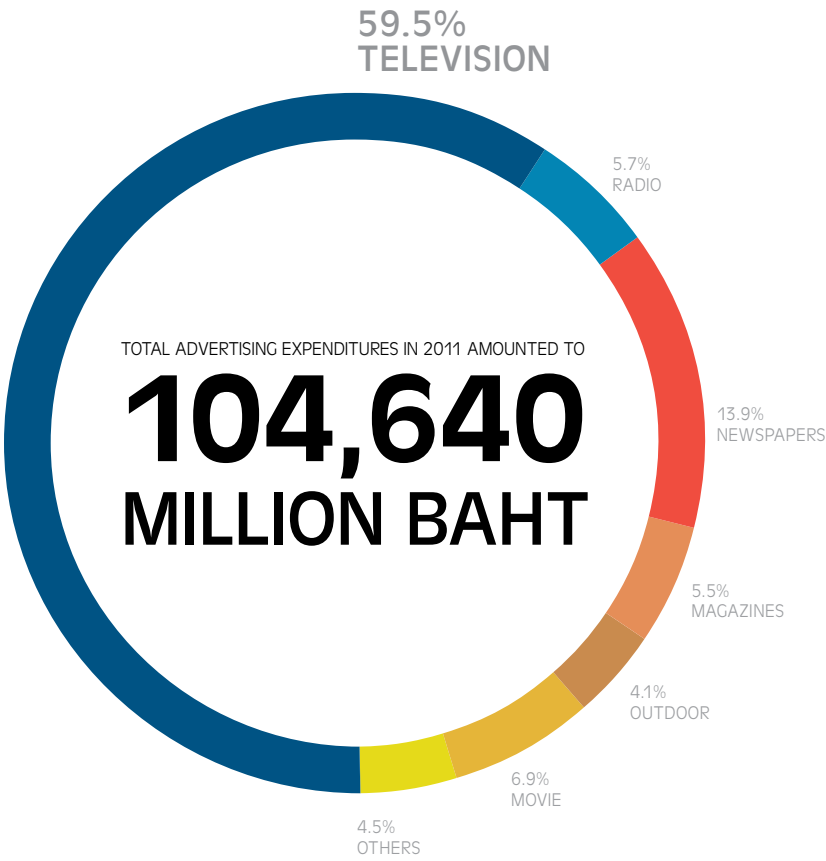
This business employs its music and artist resources in producing a variety of concerts in various formats, such as promoting albums and theme concerts. In 2011, the Company organized 16 concerts. The largest ones were Bird A Sa Sanook & A Sa Sanook Encore Plus, Bie Sukrit in Concert, 20 Years Christina Aguilar Concert. In addition, it also organized 2 music festivals, namely Chick Mountain Music Festival and Big Mountain Music Festival 3. Besides generating revenues from the sale of tickets and sponsorship, this business also generates additional revenues from the sale of VCD and DVD recordings of live performances.

INDUSTRY OUTLOOK

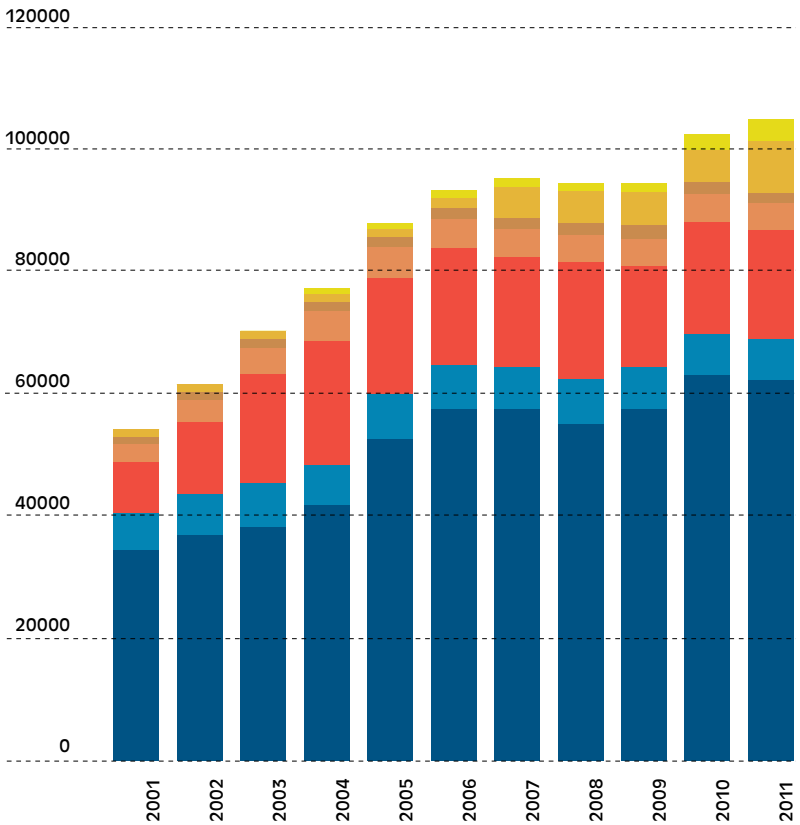
In 2012, competition is expected to continue in the same way as it did over the past year, in that the digital business has positive growth prospects from growing consumer preferences for this channel, especially since more people will listen to music via their mobile telephones and other types of equipment. In addition, the Company plans to organize live concerts throughout the year as another channel to generate additional revenue from music business. Key strategies in the digital music business include increasing service formats, activities and to support the business through creative marketing. It is expected that its unlimited song download subscription service will remain its top service option. Furthermore, the Company will expand its music streaming service for consumers who don’t want to store music on their devices to all mobile operators in 2012, after successfully creating the platform and launch the service with one mobile operator. The Company is also applying to be a mobile virtual network operator (MVNO) with a licensed mobile operator with an aim to accommodate a greater variety of content and services enabled by high speed downloads.

MEDIA BUSINESS

MARKET SHARE OF ADVERTISING EXPENDITURES IN 2011



VALUE OF VARIOUS MEDIA ADVERTISING EXPENDITURES (MILLION BAHT)



TELEVISION RADIO NEWSPAPER MAGAZINES
OUTDOOR MOVIE OTHERS

The Group has four media business lines: radio, television, publishing, and event creative and management.





The overall advertising budget across all media in 2011 compared to 2010 increased from 101,010 million baht to 104,640 million baht, or 3.6%. This is partly due to the domestic and foreign economic revival during the second half of 2010. As consumer confidence improved and consumption began to pick up, clients began to increasingly use their budgets for media and marketing campaigns. Another contributing factor is the rise in advertising fees in certain types of media. Therefore, the media advertising business began to improve since the beginning of 2011 and continued through the first nine months of the year. However, during the last quarter of the year, spending on media was suddenly disrupted by the great flood. This resulted in overall advertising budget across all media growing

only slightly. The medium that expanded the fastest was “online” media which soared 62.1%, followed in-store media which grew by 46.3%. Television still remains the primary medium for most clients, growing 15.0%, and remains the leading medium in the industry. On the other hand, radio and newspaper media expenditure figures fell slightly by 3.1% and 3.0% respectively.

As of 31 December, 2011, television advertisements still remain the most popular medium, capturing 59.5% of the market share. Newspapers came in second place with 13.9%, followed by movie theatres at 6.9%, radio at 5.7%, magazines at 5.5%, and open air media and others at 8.6%. (Source: Nielsen Media Research (Thailand) Ltd.)

RADIO BUSINESS

Producing radio programs that will be broadcasted through a station requires bidding for airtime for commercial purposes from various FM radio stations. In 2011, the Group has four radio stations.

Radio Station	Day/Airtime/ Network Coverage	Type of Program	Target Group	Concession
	24 Hours daily/Bangkok Metropolitan, Petchburi and Prachuab Khiri Khan	Thailand’s first radio program that campaigns for the environment. The first and only program in Thailand that airs easy listening music program in all styles and from all eras. It is the nation’s longest standing top-rated program.	Working professionals, both male and female aged 30 and up who are financially stable and possess high consumption power. The audience consists of people who are modern, constructive, creative, thoughtful, and considerate, and care about the environment, as well as things happening around them.	Office of The National Broadcasting and Telecommunications Commission
	24 Hours daily in Bangkok Metropolitan, Ang Thong, Kanchanaburi, some parts of Chonburi and Ratchaburi	Top ranked entertainment business-oriented radio station and the only station of its kind in Thailand. It is the “Talk of the Town” in being the fastest provider of accurate and in-depth reports.	Teenagers and working professionals aged between 18 - 35 who admire modern things, and follow the latest trends in all forms of entertainment.	The Royal Thai Army Radio Station
	24 hours daily / Bangkok Metropolitan, Ayutthaya, Saraburi, Chonburi	A top-rated radio program for trendy teenagers and the new generation who want something new, fun, and novel.	Male and female teenagers aged between 15-25	Broadcast Armor Radio Station
	24 hours daily / Bangkok Metropolitan and Chonburi	Offering new and trendy “Chill Listening” music, unlike other easy listening music channels that repeatedly play the same songs.	Trendy young working professionals, aged between 24 and 34 who enjoy listening to unique trendy music.	Broadcast Armor Radio Station

A variety of multimedia pictures and sounds are available on the internet which can be downloaded and updated from A-Time Media. The company also offers Live Radio on four channels via the internet with additional information in seven A-Time Media websites.



MARKET CONDITIONS AND INDUSTRY OUTLOOK

The competition in the radio industry in 2011 was still as intense as it was in 2010, in terms of operators striving to attract a greater share of the market, target listeners and radio media advertisement buyers. The latter especially was a tough battle due to changes in consumer behaviour. Previously, clients had purchased long-term annual advertisement contracts. Now, they prefer purchasing short-term contracts ranging from six months, three months, one month per quarter, or on a monthly basis. All business operators had to devise all types of marketing tactics to win the hearts of its clients and listeners. In 2011, there was one new radio station on air, replacing the existing country music station. Furthermore, there was one station changing its name.

Although competition will continue to intensify as witnessed in the past, the basis for competing today has changed. Instead of battling for airwave concessions at yearend when contracts are slated for renewal, operators now compete for market share. Most customers are more cautious in spending their advertising budgets, and more selective in choosing operators whom they believe can

best reach their target consumers. Therefore, operators have to seek strategies that enable them to create strong brand for each station to retain their existing audience and attract new listeners by emphasizing attractive marketing activities. It is vital that customer needs are met as much as possible so they will purchase more advertising hours. Moreover, radio business operators have to develop and manage their operations to the highest capacity, and be nimble in adjusting its strategies to handle various situations, in order to maintain their market share.

As a consequence of the establishment of the National Broadcasting and Telecommunications Commission in October 2011, master plans for frequency allocation and for broadcasting are being drafted. After the enactment of the master plans, the NBTC may specify a time period to reform all radio frequencies being occupied by both state agencies and private operators in order to reallocate them and issue proper licenses. However, the NBTC is in the process of drafting those master plans, thus, there is still no clear rules and conditions on the application for a license to use radio frequency commercially.

TELEVISION BUSINESS

Television business encompasses the production of programs and shows and commission to produce programs and shows to be aired on 4 free television stations, namely Channels 3, 5, 7, and 9.

Every television station aims to produce quality programs that attract views, especially during prime time slots such as during news broadcasts or dramas aired after news broadcasts to draw the greatest number of viewers. Program producers, they continue to compete with each other for the best programs and vie for the best broadcasting hours on all the channels.

MARKET CONDITIONS AND OUTLOOK

In 2011, Thai politics, economy, and society gradually improved from the political incident during the first half of 2010, so was the consumer confidence. This had resulted in a sharp increase in spending on advertising and public relations on free TV during the first 9 months of the year, which was up by 10.1% from the same period a year earlier. However, the flood during the final quarter of the year this spending was ground to a halt, resulting in the full year growth of only 2.4%.

It is expected that ad spending on free TV will continue to grow in 2012 and attract the most expenditures even though the impact from the great flood during the last

In renting airtime for programs, the station will evaluate the program's quality, format, and way the material is presented to ensure that the programs are in line with the stations' policies, and likelihood of being popular among the target audience (getting high ratings). This will all tie in with the demand from advertisers of goods and services who will want to advertise during those programs, as free television advertisements remains the most highly contested and most favored media.

Program producers have to devise creative and unique ways of presenting their programs, as well as adapting the format, quality, and content with changes and developments in the market. More importantly, the programs have to meet the needs of the television stations in terms of its policies and audience ratings.

quarter of 2011 may still linger in early 2012. However, the proportion of its share in the total media spending, compared to the value of the money may be lower due to heavy competition from new media, especially cable and satellite TV targeting similar audience, encroaching on its market share. Media spending on cable and satellite TV is expected to sustain its strong growth due to the limitation on free television advertising spots that are not permitted to exceed 240 minutes per day. With limited time, it will lead to heavy competition to retain market shares among the players. Therefore, the winners will be businesses that can show their value and capability to reach their target audience and rise above their competitors.



In 2011, the Group produced a total of 28 television programs in different categories.

Program Type	Format	Target Audience	Number of Programs
DRAMAS/SIT-COMS	This type of program is one that the Group is most adept at producing and continues to offer its programs to television stations. During the past year, the Group's dramas that were aired received positive audience ratings, and were among the leaders in this genre, in terms of prime time soap operas and sit-coms. The Group is considered the leader in producing sit-coms and continues to win highest market ratings, in addition to their acclaim for constructive dramas targeting teenaged viewers.	The entire family, suitable for all genders and ages	11
VARIETY SHOWS	A clear and well-defined target audience. Program angles are usually based on a variety of formats: popular entertainment, current issues and ideas, combined with current events that effectively integrate knowledge and fun through famous show hosts by highlighting topics of current interest by presenting ideas, often by including a socially constructive angle, in interesting and effective way. This is an area that allows the Group to effectively showcase and maximize the organization's potential capacity and range as a complete entertainment media giant. This is evident in developing reality shows that have been drawing a lot of attention from the Group's primary consumers who require novel ways of showing the capabilities of the participants, such as singing.	Teenagers and families, suited for general viewing	8
TEENAGE ORIENTED PROGRAMS	These programs cater to carefully targeted viewers. Programs cover a wide variety of entertaining formats that focus on presenting constructive and popular issues to teenaged viewers, blended with useful and creative information. It is also a channel to source new artists for the entertainment industry.	Teenagers nationwide	3
MUSIC	Music programs featuring various artists' music videos and concerts helps promote and publicize the Group's latest music releases.	Teenagers aged 15 years and up/high school and college students/ housewives	4
GAME SHOWS	This type of program remains popular among viewers because they combine fun, knowledge, and entertainment in a complete package. Moreover, the Group's game show differs from its competitors with formats that are distinct, lively, and exciting, and a key selling point being audience and celebrity participation. Moreover, by including elements that improve society and uphold cultural traditions, these additional factors ensure that the Group's show continues to win the hearts of its viewers.	The entire family, suitable for all genders and ages	1
KIDS	This program caters to specific targeted viewers and uses technology to create an animation show to attract the target group. In addition, it blends in useful and creative information effectively.	The entire family, suitable for all genders and ages	1



PUBLISHING BUSINESS

The Group’s publishing business produces monthly and bi-weekly fashion, women’s and men’s and entertainment magazines, as well as being the publisher and distributor of pocket books. There are a total of six publications comprising two local magazines and four magazines produced under foreign licensing. Each magazine’s unique characteristics are as follows:

Magazine/ Publication	Content Description	Target Group
IMAGE	Fashion, beauty and entertainment. Noted for its trendy photographs.	No limitation on gender or age of readers. For general audience, from students to working professionals.
MADAME FIGARO	A magazine for women who are interested in fashion and appreciative of beautiful artwork. Provides entertainment and information to well-educated women with good taste.	Well-educated working women between 25 - 35 years with a refined taste in beauty and fashion.
HER WORLD	Covers fashion, beauty, current issues, entertainment and lifestyles of modern women who use their time for personal development, in preparation for the changing world as they mature.	Women ranging from students to working professionals aged between 18 - 28.
MAXIM	Encompasses various aspects of a modern lifestyle for individualistic men: informative and entertaining covering fashion, lifestyle, technology and health.	Confident modern men aged men between 18 - 40 years interested in current social events, fashion, entertainment, and cutting-edge technology.
IN MAGAZINE	Emphasizes celebrities’ romantic relationships, in-depth interviews, and celebrity style tips that are adapted to the average Thai woman. Most readers tend to be optimistic.	Urban women, from university students to working professionals aged 18 - 29, with middle to high income levels.
ATTITUDE	Covers fashion and lifestyle of a group of individuals who has unique taste and lifestyle.	No limitation on gender or age of readers, who have a unique lifestyle and dare to show off their lifestyle.
POCKET BOOKS	Topics of the books cover Fiction, Non-Fiction, Style, and Self Esteem which encourage readers to see their own value. There are also J Books which are translations of Japanese contemporary literature.	For Pocket Book, the target group is women between 17 - 35 years old who are interested in trendy and current issues, and are open-minded towards a variety of viewpoints.



MARKET CONDITIONS

Competition in the publishing industry over the past year continued to be intense. Advertising revenue for publishing sector grew satisfactory in the first three quarters of 2011, but collapsed in the fourth quarter due to the Great Flood. This resulted in a flattish revenue development for the full year 2011. Nielsen Media Research (Thailand) Limited revealed that the budget allocated to magazines in 2011 was 5.5% of total media spending, equivalent to 5,708 million baht, an increase of 0.25% from the previous year.

Revenue from pocket book is expected to grow further in 2012 even though people tend to spend cautiously. Consumers tend to make choices on the basis of the books’ quality and the publishers’ reputation. Leading publishing houses generally guarantee a high standard of writing and content quality. Thus, given consumer preferences and strong competition, only solid brand names and leading publishers will survive in the long run.

GMM Grammy Group’s subsidiary, Bliss Publishing, is considered a medium sized publishing house with a distinct business strategy which focuses on niches that fewer

players exist and lack market leaders. In addition, it will produce pocket book in e-book format to accommodate new generation of readers whose lifestyles are tied to technology.

In 2012, the magazine publishing industry is expected to improve even though competition will remain stiff in terms of content, format, the date magazines are circulated to the stands. More importantly, there are changes in consumer behavior in light of digital innovations such as reading magazines and books on the internet, or by using hand held devices such as iPads and e-book readers. These channels have attracted the attention of many publishing companies, including GMM Grammy and its foreign magazines. For this year, the Company plans to retain its customer base and attract new customers through new distribution channels and adapt to their constantly changing lifestyles. In addition, it will offer advertising packages that bundle various media, such as print, satellite TV, outdoor billboard, and LED screen, to its customers, and provide printing services to businesses that want to share information with their customers.

EVENT CREATION & MANAGEMENT

Event Creation & Management is a business that offers a complete range of event management services from proposing ideas, sourcing various contractors and coordinating with related parties, to producing and managing work to meet the clients' needs and aims. Index Creative Village Plc. and its subsidiaries are responsible for overseeing and managing related businesses which can be divided into 2 groups:

Creating and managing marketing media - This group is responsible for proposing creative ideas and developing marketing strategies to create a complete range of marketing communications services demanded by clients, including event marketing, advertising and public relations.

The production and equipment rentals group is responsible for producing and sourcing equipment for various activities. This includes preparing light, sound and special effects, as well as setting up performance stages for exhibitions. Moreover, the company also offers rentals of cameras, and light and sound editing equipment,

designing and backdrop production services for television programs. By collaborating with business associates and partners worldwide, the Group also brings in interesting and attractive performances for special marketing activities.

The events creation & management group's innovative and varied offerings continue to make waves in this industry in terms of creativity and technology. Many projects have been widely acclaimed, and the company has received the most domestic and international awards amongst its peers.

TARGET GROUP

There are two target groups:

Private sector - businesses in this sector are its primary customers and target group. These clients need to penetrate through to their consumers as much as possible. Most of their needs focus on event marketing and brand activation such as launching new products or services, sales enhancing activities, and organizing banquets for sales representatives. These companies need a company that is reliable, has a proven track record and has the ability to offer creative new ideas which can be transformed into reality.

Public sector - Clients in the group generally select activities to communicate with the general public, usually in the form of exhibitions, special activities or organizing international conferences. These public sector organizations require a company that provides a complete array of services from organizing the events and activities to public relations, which are areas that Index Group can readily provide.

MARKET CONDITIONS AND OPERATIONS

Though the events management industry has more than 200 operators, most companies have fewer than 20 employees. Only 25 companies have staff sizes not exceeding 50 employees, and fewer than 10 companies have more than 50 employees. Therefore, the overall market is one where market segmentation according to company size is

clearly delineated. Index Group is the only company capable of providing comprehensive services that are creative and delivers results, as well as a wide range of rental equipment. Thus, competition is considered relatively low in this industry.

INDUSTRY TRENDS AND COMPETITION

The event creation and management industry continues to show growth prospects because these activities are no longer limited to the private sector alone as it has expanded to encompass the public sector. Many government organizations have begun to increasingly use event organizers to broadcast information to the public as well as to support its work and government policies. Due to the current economic situation, private sector businesses have a greater need for media or activities to communicate through to their consumers as much as possible, while maximizing the efficacy and value in spending their marketing budgets. Moreover, trends indicate an increase in the use of more frequent and large-scale marketing activities. Therefore, larger and more reputable companies will stand a greater chance of winning assignments compared to medium and small companies. Among competitors in this market, only three operators considered large. Thus, competition in this industry is not too intense. In addition, as a preparation for the ASEAN Economic Community in the next few years, the Company is expanding its reach internationally.












BROADCASTING BUSINESS

Broadcasting business can be divided into 3 main components.

“GMM Z” Satellite TV Platform is the Company’s new line of business, launched in late 2011 and is responsible for the sale of satellite TV set-top-box to consumers.

Pay TV and Pay-per-view business is also the Company’s new line of business launched at the same time as the “GMM Z” Satellite TV Platform. This business is responsible for acquiring broadcasting rights of contents from their owners or entities being granted the rights from the owners in Thailand, and reselling them to the Company’s Pay TV and Pay-per-view subscribers.

Satellite TV Media is the production of TV shows to be aired on satellite TV channels. Compared to the past, this business requires relatively low investments due to good domestic and international coverage of satellite signal, mitigating the need to install additional receiving towers. All that it takes to operate this business are television channel licenses and good programs for broadcasting. The Company produces 10 satellite TV channels currently aired via Thaicom as follows.

Grammy Channels	Genres	Target Audience	First Aired
	Contemporary Thai Look Thung	General audience	October 2008
	Variety shows that cater to teenagers	Pre-teens and teenagers	February 2009
	Variety talk shows, contemporary music programs, footage of rare concerts, and programs targeting working professionals’ lifestyles.	Working professionals and teenagers	March 2009
	Dramas, sit-coms and entertaining variety shows	General audience	April 2009
	* Programs on financial matters and investments	General audience and working professionals with an interest in finance and investments	October 2009
	** Variety of comedy shows	General Audience	October 2010
	*** Series from Korea and Japan	General Audience	April 2011
	+ Variety of comedy shows	General Audience	April 2011
	++ Variety of comedy shows	Working professionals, teenagers	April 2011
	Variety of lifestyle shows	Working men professionals	December 2011

* The channel is jointly-owned (50% each) with the Stock Exchange of Thailand, through the Group’s subsidiary Family Know-How Co. Ltd.

** The channel is jointly-owned with Luck 666 Co., Ltd. holding 25%, through Lucks Satellite Co., Ltd.

*** The channel is jointly-owned with STG Multimedia., Ltd. by holding 50%.

+ The channel is jointly-owned with JSL Global Media Co., Ltd. by holding 30%.

++ The channel is jointly-owned with GMM Tai Hub Co., Ltd. (a subsidiary) and Image Publishing Co., Ltd. (a subsidiary of GMM Media Plc, which is the Company’s subsidiary) by holding 30%.

COMPETITION AND INDUSTRY OUTLOOK

After the announcement of the Broadcasting and Public Media Act BE 2551 on 5 March 2008, cable and satellite television industry operators were stimulated as they are now permitted to legally operate and earn advertisement revenue from advertisement spots not exceeding six minutes per hour. Consequently, the cable and satellite television business has become more attractive and is considered a viable channel for new television operators since there are viewers in more than 10 million households nationwide. This means that the audience watching cable and satellite television constitutes more than 50% of all television viewers in Thailand. (Source: CASBAA - Cable & Satellite Broadcasting Association of Asia, December 2010) Furthermore, the satellite television audience increased to 12 million households in August 2011 (Source: AGB Nielsen).

Together with rapid technological innovations to both signal transmitters and receivers that are easy to install and increasingly cheaper, as well as offering more channels than free television, this has led to a rapid expansion of cable and satellite television viewers. Therefore, many large producers of program content interested in the business have made headways into the satellite television business. These operators focus on the quality of their pictures and offer a wide variety of program formats. Thus viewing programs on satellite television has become an alternative for viewers that corresponds to changing consumer behavior, whereby viewers will only watch programs that match their lifestyles, and tend to stay tuned to their favorite channels. This behavior differs greatly from viewers of free television channels. The growth of viewers that are clearly segmented has attracted growing interest from clients and advertisement agencies in purchasing advertisements for products and services that can effectively target their consumers on certain channels and programs. Moreover, advertising fees on satellite television is considerably cheaper than free television, making competition fierce in the cable and satellite television business both within industry players and particularly in terms of the scope of expansion in terms of winning market share from free television channel operators. It is expected that satellite businesses will comprise 10% of the 60 billion baht television-based advertising spending in 2012.



MOVIE BUSINESS

Movie making is a business that generates about 3 - 5% of the Company’s revenues. The business requires fairly high investments and considerable planning and production periods of approximately 8 months to 1 years, depending on the size of the project.

DISTRIBUTION CHANNELS/SOURCES OF REVENUE

- Revenue from ticket price profit sharing when screened in Bangkok movie theatres. The Company and theatre owners share their profits equally at 50% each.
- Movie copyrights from provincial cinema networks
- Revenue from selling movie copyrights to home entertainment business operators who transfer the content into VCDs and DVDs.
- Copyrights from cable television channels
- Copyrights from free television channels
- Movie copyrights sales to foreign companies.
- Revenue from various product sponsors

Over the past six years, GTH Co., Ltd., a subsidiary of the Company, had aimed to continue producing quality films at a rate of 4 - 5 movies a year. The movie genres will differ from each other, such as comedies, romances, romantic comedies, and horror movies. The company is well-equipped in terms of personnel, and it has skilled teams working together in conducting in-depth market research and moviegoers before investing in new projects. This is a key reason that enables the company to offer new and novel things that have proven consistently popular among viewers.

In 2011, the film industry in Thailand was worth 3.9 billion baht (box office figures only), which increased by 15% from 2010. Foreign movies garnered 68% of the market share while Thai movies captured approximately 32%.

In 2011, 47 Thai movies raked in total box office revenues of 1,230 million baht. Three movies produced by GTH Co., Ltd. were screened, generating 223 million baht in box office sales, up by 28% from 2010.

In 2011, the Company screened three films, namely Suck Seed the Movie (Suck Seed... Huay Khan Thep), Laddaland, and Top Secret.. Billionaire Teenager (Wai Roon Pun Lan). These movies received great responses from the audience, with Laddaland and Suck Seed generating the third and fourth highest box office revenues of all Thai films in 2011, bringing in 112 and 75 million baht, respectively, trailing on The Legend of King Naraesuan 3 and 4.

The Company’s marketing strategy of promoting campaigns that reach target viewers to draw them to the cinemas is a common industry practice. Emphasis is given to setting promotional budgets and media appropriate to the intended audience. Promoting movies before they are released is an essential element in the modern film industry so the audience will know what movies are going to be screened soon. Moreover, new methods of promoting movies are considered an important strategy.

INDUSTRY TRENDS AND COMPETITION

The key operators in the industry that have continuously released movies are Sahamongkol International Co. Ltd., GTH Co., Ltd., M39, Phranakorn Film Co., Ltd., Five Star Production Co., Ltd., and M Pictures Co., Ltd.

In 2012, the Thai film market size is expected to grow further as there numerous foreign blockbusters slated to be released. GTH expects to release four movies targeting the company’s primary audience aged between 15 and 30 years.



RISK FACTORS

The company and companies in the group (“The Group”) manage business risks which cover any risks that may occur in corporate and operational level by the board of directors, internal auditors, and all employees. Since 2011, the Group has strengthened the corporate risk management mechanism by establishing the corporate risk management and internal control department with the purpose of deploying the Enterprise Risk Management (COSO ERM), increasing focus on risk management throughout the organization which supports the good governance, and integrating all processes and activities across the organization aiming to manage such risks. In addition, the Risk Management Committee (RMC) has increased the efficiency of managing business risks by setting quarterly review in order to monitor and to evaluate closely with all activities.

CORPORATE RISK

1. Risk from Ineffectiveness to Increase New Business

In order to become the leader in Total Entertainment Business by expanding the Group’s business strategy from the number one content provider in Thailand to be the platform operator serving customers via Free TV channels and Pay TV channels, the Group has hugely invested in the Set Top Box (STB) business named GMM Z. Moreover, this new business move requires the Group to acquire more expertise of the industry in order to operate the business efficiently. Therefore, these two factors probably create significant corporate risk if the Group manages this new business ineffectively in terms of not increasing new business value which will consequently affect the Group’s revenue structure.

However, the Group has places priority on such risk and takes several approaches under a very close supervision of the board of directors to manage it in order to ensure that the Group is going to increase the new business value. The approaches, for example, consist of recruiting experts in the broadcasting industry to drive the platform operator business; acquiring world-class entertainment and sports contents; creating differentiation from other players in the industry by giving away three premium same-quality-of-Pay TV channels with no extra charges only for GMM Z customers which are GMM Z one : Premier channel (Highlight of special program and best hit sports), GMM Z two : Movies channel (Thai and international movies), and GMM Z three : Family channel (Documentary, family, and children programs). Introducing three different STB packages which are GMM Z Smart (1,500 Baht / Free TV 200++ channels, 3 premium channels, Pay TV channel available), GMM Z Easy (500 Baht / Free TV only), and GMM Z Genius HD (2,500 Baht / High-definition television: HDTV); additionally, is an approach to ensure that all life-style market segmentations are covered by GMM Z STB products. Moreover, another considerable approach is to drive this new business with business partners which are distributors, electric appliances shops, satellite TV installation technicians in all provinces, and six premier satellite TV receiver retailers selling full set of GMM Z packages.

2. Risk from Failing to Get Renewals on Concessions / Rental Contracts

To produce radio programs, the Group leases predominantly short-term airtime from radio stations to air these programs. Since the lease for radio station normally runs between 1-3 years, the scope of business expansion is limited. Besides, after his Majesty the King ratified the Act on Organization to Assign Radio Frequency and to Regulate the Broadcasting and Telecommunications Services B.E. 2553 (2010) and the Act was published in the Government Gazette, which come into force on the day of December 20, 2010. This Act will open up new opportunities for the private companies to operate the business of radio and television stations. The growth of new entrants in a highly competitive and tight market may have a significant impact on the bidding process of the contracts. The Group, therefore, runs the risk of failing to get renewals on concessions / rental contracts which may affect the continuity of the radio programs and consequently affect the Group’s revenue on radio business.

Since station owners select operators on the basis of their program formats, the popularity of the program, and the producer’s ability to pay the concession lease or airtime rental; however, the Group has high confident to minimize such risk because of its caliber and readiness, in terms of production technology, capital, high skilled staff with experiences, a quality track record as a leading market player, wide acceptance from the audience, and good relations with station owners. Additionally, the Group will fully cooperate with the National Broadcasting and Telecommunications Commission (NBTC) which shall have the powers and duties as written in Section 27 Part 6 of the Act by providing useful information related to radio and television broadcasting in order to make shared understanding of the industry and to build nation-wide competitive advantage to enter the ASEAN market.

3. Risk from Piracy

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

Nonetheless, the government has issued various measures in a serious attempt to improve the protection and reduction of piracy. The latest measures are comprehensive, ranging from controlling the process of importing machines that can be used to produce pirated products, to controlling production and distribution processes. Penalties and fines have been increased against violators. Rewards are handed to police or to people who offer leads to the production, storage and retail sites of pirated goods.

Moreover, new channels to sell music via the internet have facilitated music purchases while ongoing campaigns help promote the purchase of legal products among Thai consumers. In the film industry, the Group has received warm cooperation from theatre operators in issuing various measures to reduce illegal recordings. The Group expects that with serious and continual collaboration between the government and private sectors, the use of pirated products will decrease significantly, benefiting the entire music industry in the future.

4. Risk from Broadcasting Technological Change in the Future

Broadcasting technology has been developed progressively from analog television to digital television, improving the method of TV broadcasting from transmitting encoded analog audio and analog video signal using RF (radio frequency) modulator to send signal (VHF/UHF) that can be fed into a television’s aerial/coaxial connector to transmitting audio and video by digital signals, which enables broadcasters to offer more channels to customers’ television with high quality video via satellite receivers and cable receivers. Subsequently, it requires the Group to continuously develop new type of entertainment content and services delivered through new channels.

Moreover, most entertainment content that the Group has bought currently is for satellite TV only. Therefore, if the technology changes rapidly in the future to other technologies such as Internet Protocol TV (IPTV), all content may not be broadcasted via those channels because of the limited rights to broadcast in all channels which may affect the ability to expand customer base in other channels.

Therefore, the group has managed risk from broadcasting technological change in the future by preparing standard contract to have all rights to broadcast purchased content via all media under a supervision of Content Purchasing Committee.

5. Risk from Retard Internal Process Adjustment to the Rapid Business Expansion

The Group’s business is divided into four main categories according to business type which are total music business, media business, movie business, and broadcasting business. Each business has its own characteristic which also requires different staff’s talent and expertise. In addition, the rapid business expansion of the Group may affect the internal process adjustment of each business group in various ways. The Group’s organization structure may create overlap of processes between business units and supporting units. Besides, some centralized policies issue may not support some processes of current business units or new business units. Consequently, these may cause risk from retard internal process adjustment to the rapid business expansion.

In order to sustain the business growth, however, such risk has been efficiently managed by revising organization structure and adjusting key processes in order to effectively implement all centralized policies together with developing a standardized performance evaluation across all units in the Group.

6. Risk from Business Discontinuity in the case of Natural Disasters

The risk of natural disasters such as Thailand flood crisis in 2011 is likely to recur in the future with possibility to increase the coverage damage and may cause some impact on the business discontinuity of the Group.

Although the emergency plan was set up and effectively managed during the recent flood disaster, the Group has developed the Business Continuity Plan (BCP) to ensure the continuity of the business activities in the case of natural disasters such as flood, earthquake, or fire and to get awareness of staff in terms of their roles and responsibilities during the crisis. In spite of these measures, the Group is still responsive to the fact that business operation, financial condition, business output, and business opportunity may be affected by any natural disasters in the future. Therefore, the Group has purchased insurance policies to cover damages that may occur from the natural disasters.

7. Risk from Relying on Individual Talent

The Group’s business is mainly based on people. The business has been grown by staff with experiences and distinctive talent especially for the music business, radio business, television business and media business. All staff, regardless of whether they are the artist or all the different supporting teams, are recognized as valuable members having high impact on the Group’s operations. Hence, whenever they move to a different corporate affiliate or other companies, this means a valuable loss which requires the Group to spend additional time developing new artists or supporting teams to replace them. In addition, without these staff, the corporate image and corporate identity may be affected.

However, the Group has continually managed the risk by focusing on developing and supporting all staff by involving them more in business operations. Furthermore, the Group has developed the standardized performance evaluation together with placing great importance on revising compensation package and benefits for staff to be competitive compared to the other companies in the same industry.

In addition, in order to keep the business growth in balance, the Group has invested in new businesses which most based on technology or systems such as GMM Z and Home Shopping.

8. Risk from Insufficient Successor Compared to the Rapid Business Expansion

The Group’s business has grown rapidly in recent years. Top managements who have successfully accelerated the business growth continually require more team members either top management level or middle management level to manage businesses of the Group. However, there are currently few successors in line to step up in management level which is a risk of the Group.

The Group, therefore, continues to place great importance on developing defined potential successors to get their understanding of the business at a glance and to get them involved in business operations. In addition, in order to retain staffs especially the successors to stay with the Group in the long-term basis, the Group has planned to review the standard of Human Resource Management (HRM) systems particularly in the performance evaluation, competitive compensation package, and benefits.

MANAGEMENT DISCUSSION AND ANALYSIS

OVERVIEW OF 2011 OPERATING PERFORMANCE

Despite the effect from the flood in the final quarter of the year, 2011 operating results remained solid. Total revenues and net profit were THB 9,388 and 626 million, growing 6.5% and 19.5%, respectively. Revenues from music, movie, and satellite TV increased by 7.2%, 5.6%, and 58.4%, respectively, while revenues from media business (including radio, TV, publishing, and event management) declined slightly by 2.2%.

For 2011, a total of 259 albums were released, a slight decline from 272 albums in 2010. However number of CD sold rose from 6.66 million units in 2010 to 7.15 million units. In addition, revenue from digital business was about the same as last year. Therefore, revenues from music business were THB 2,855 million, growing 5.1% from the previous year. Furthermore, 16 concerts were performed in 2011, 2 more than in 2010 due to the political incident during the second quarter of 2010. There were 5 theatrical plays, totaling 104 shows, being performed in 2011, compared to 4 plays, totaling 74 shows, in 2010. Consequently, revenue from show biz in 2011 grew 16.4% from last year to THB 732 million.

For 2011, 3 movies were screened in the theatres as in 2010, two of which, namely “Laddaland” and “Suck Seed the Movie”, earned the third and fourth highest gross revenue at the box office, following only Thai blockbusters “The Legend of King Naresuan 3 and 4”. As a result, total box office revenue in 2011 was THB 223 million, growing 28.0% from 2010. Including revenues from other channels, total revenues were THB 305 million, increasing 5.6% from a year earlier.

Revenue from media business in 2011 declined only slightly by 2.2% to THB 4,326 million as media spending in the first 3 quarter of 2011 had increased substantially from the same period a year earlier, on the back of continuous improvement of the overall economy.

Revenues from satellite TV business in 2011 totaled THB 570 million, an increase of 58.4% from a year earlier, from higher number of satellite TV channels and the sale of satellite set-top box, which had started in November 2011.

Net profit for 2011 was THB 626 million, up by 19.5% from 2010, as a result of higher revenues and continuous improvement in cost control, despite higher interest expenses and income tax.

CAPITAL STRUCTURE

Total assets at the end of 2011 totaled THB 8,534 million, an increase of 12.8% from the end of 2010, as a result of higher inventories of satellite set-top boxes and intangible assets. At the same time, interest-bearing debt increased to THB 1,683 million at the end of 2011 from THB 1,144 million at the end of 2010. In addition, we started booking long-term employee benefit in this fiscal year, resulting in an increase in liabilities to THB 4,891 million, up by 30.4% from the end of 2010. Furthermore, shareholders’ equity declined slightly by 4.5% to THB 3,643 million.

AUDIT FEES

In 2011, the Group appointed Khun Termphong Opanaphan of Ernst & Young as auditor and the person certifying the Group’s financial statements. The Group’s audit fees amounted to 9.156 million baht. There are no additional fees for services rendered this year, or to be rendered in future audits for any outstanding services carried forward.

The year 2011 was another milestone for the Group in preparing itself for the new era by launching the “GMM Z” satellite TV platform, a key element in bringing “Total Entertainment Solution” to its customer base. The platform will expand Grammy’s existing businesses from content creation to platform operator. In addition, it will give the Group an opportunity to provide Pay TV and Pay-per-view services.

CONNECTED TRANSACTIONS

1. PARTIES WHICH MAY HAVE CONFLICTS OF INTEREST THAT HAVE ENTERED INTO CONNECTED TRANSACTIONS WITH THE COMPANY AND ITS SUBSIDIARIES

In 2011, the Company and its subsidiaries entered into connected transactions with the Company and connected persons where conflicts of interest may have occurred. These included both transactions which were the normal course of business by the Company and subsidiaries, and transactions which were not. Business groups that conducted connected transactions are divided into 3 categories as follows:

A) THE GROUP

The Group comprises GMM Grammy Pcl. (“the Company”) and subsidiaries of the Company. Details of the Group are as follows:

Company	Business Type	% Holding by the Company <small>(As at 31 December 2011)</small>
GMM Grammy Public Company Limited	Complete one-stop music business: creates and produces various types of music products and in digital formats, collects music copyrights, manages artists, organizes concerts, production of satellite television programmes, and animation	-
Subsidiaries Directly held by the Company		
GMM Media Public Company Limited	Produces radio programs	99.92 %
GTH On Air Company Limited (Formerly Upper Cut Company Limited) (Another 50% is held by GMM Thai Hub, a subsidiary, and 20% is held by Image Publishing, a subsidiary)	Produces satellite television programmes	30 %
GMM Holdings Company Limited	Invest in other companies	100 %
GMM Music Publishing International Company Limited	Manage music copyrights	100 %
GMM Thai Hub Company Limited	Produces and distributes television programs	51 %
Clean Karaoke Company Limited (Another 49% is held by GMM Holdings, a subsidiary)	Manages Karaoke Booths and produces satellite television programmes	51%
3-RD Company Limited	Provides customer service via telephone	70 %
GR Vocal Studio Company Limited	Music Academy	50 %
STGMM Company Limited	Produces satellite television programmes	50 %
One Sky Multimedia Company Limited (Another 50% is held by GMM Media Public Company Limited)	Sale of satellite set-top box	50 %

Company	Business Type	% Holding by the Company <small>(As at 31 December 2011)</small>
GMM CJ O Shopping Company Limited	Wholesale and retail of goods, by taking orders by phones	51 %
MGA Company Limited	Currently inactive	100 %
Digital Gen Company Limited (Formerly Music Copyright Collection Company Limited)	Currently inactive	100 %
Extraorganizer Company Limited	Currently inactive	100 %
More Music Company Limited	Currently inactive	100 %
Subsidiaries held by GMM Media Public Company Limited		
A - Time Media Company Limited	Subleases radio stations	100 %
GMM TV Company Limited	Produces television programs	100 %
Teen Talk Company Limited	Provides visual effect or multimedia service	100 %
Bliss Publishing Company Limited	Produces and distributes books	100 %
Mass Monitor Company Limited	Investments in other companies	100 %
Image Publishing Company Limited	Produces and distributes magazines	70 %
Exact Company Limited (49% held by Mass Monitor Company Limited)	Produces television programs	51 %
GMM Inter Publishing Company Limited	Produces and distributes magazines	70 %
GMM Times Company Limited	Produces and distributes magazines	70 %
Deetalk Company Limited	Produces television programs	100 %
Index Creative Village Public Company Limited	Events organizer for all forms of marketing	50%
In Publishing Company Limited	Produces and distributes magazines	70 %
Radio Concept Company Limited	Currently inactive	100 %
Open Radio Company Limited	Currently inactive	100 %
Subsidiaries held by GTH On Air Company Limited (Formerly Upper Cut Company Limited)		
JK Network Company Limited (formerly G-Gram Company Limtied)	Provides e-commerce service on the Internet	100 %

Table continues on the next page

Company	Business Type	% Holding by the Company <small>(As at 31 December 2011)</small>
Subsidiaries held by GMM Holding Company Limited		
GMM Studio Company Limited	Provider of studio related services	100 %
Grammy Publishing House Company Limited	Distribute educational publications and media	100 %
GMM Fitness Club Company Limited	Manage fitness center	100 %
Sanamluang Garndontree Company Limited	Currently inactive	100 %
Mifa Company Limited	Currently inactive	100 %
GMM Digital Domain Company Limited	Currently inactive	100 %
Magic Film Company Limited	Currently inactive	90.91 %
Global Music and Media (China) Limited (Registered in Hong Kong)	Currently inactive	100 %
Subsidiary held by GMM Music Publishing International Company Limited		
G.I.P. Management Company Limited	Currently inactive	100%
Subsidiaries held by GMM Tai Hub Company Limited		
Sawasdee Taweesuk Company Limited	Designs productions, coordinate with media, advertisers and films; PR service for films	100 %
Phenomena Motion Pictures Company Limited	Currently inactive	51 %
Subsidiary held by GMM Digital Domain Company Limited		
Digital Arms Company Limited	Provider of digital content	100 %
Subsidiary held by A - Time Media Company Limited		
A Gen Event Agency Company Limited	Business events advisor and organizer	70 %
Subsidiary held by GMM TV Company Limited		
Me Miti Company Limited	Production of television programmes	70 %
Subsidiary held by Image Publishing Company Limited		
Image On Air Company Limited	Production of television programmes and business events advisor and organizer	100%
Subsidiary held by Exact Company Limited		
Acts Studio Company Limited (Another 50% is held by Scenario Co., Ltd., an associate)	Lease of studio	50 %

Company	Business Type	% Holding by the Company <small>(As at 31 December 2011)</small>
Subsidiaries held by Index Creative Village Public Company Limited		
Event Solutions Company Limited	Provide equipment for entertainment at events	100 %
Tresbien Company Limited	Personal event organizer - decorations and equipment for all types of events	100 %
Media Vision (1994) Company Limited	Colour, lights, sound systems equipment rentals	51 %
G Communications Company Limited	Public relations and organizer for all types of exhibitions	50 %
Inspire Image Company Limited	Design, produce and remove posters and media that supports sales	60 %
I Think Ad Company Limited	Consultant for creative advertising and public relations	40 %
D-63 Company Limited	Design and set up stage backdrops	50 %
Index Creative Online Company Limited	Consultant and designer, producer and adjusts Websites/Flash Media	70 %
Envirosell (Thailand) Company Limited	Consults, arranges seminars, and provides research and statistics	60 %
Subsidiary held by Event Solutions Company Limited		
Aspen Index Event Company Limited (Based in United Arab Emirates)	Events advisor and organizer in the Middle East	50 %
Subsidiaries held by Index Creative Village Public Company Limited		
Joint Venture ID 2	Design, construct and manage exhibition halls in Thailand OR Thai-style exhibition halls	67 %
Joint Venture Index City Neon	Recruit contractor for exhibition at Siriraj Hospital	50 %
Joint Venture Index D 103 Maco	Design, construct, and manage exhibition halls at Yeosu International Exposition 2012	70 %

B) ASSOCIATED COMPANIES

Company	Business Type	% Holding by the Company <small>(As at 31 December 2011)</small>
Associated company held by the Company		
Family Know-how Company Limited	Produce television programs and publishing media	50 %
JSL Channel Company Limited	Production of satellite television programs	30%
Associated companies held by GMM Media Public Company Limited		
Scenario Company Limited	Produce television programs and plays	25 %
Channel (V) Music (Thailand) Company Limited	Produce television programs	25 %
Lucks Satellite Company Limited	Production of satellite television programs	25%
Associated company held by GMM Tai Hub Company Limited		
Na Dao Bangkok Company Limited	Produces films and casts actors	30 %
Subsidiaries held by Index Creative Village Public Company Limited		
Blue Media Communications Company Limited	Design, produce and distributes print media and other media	40 %
Max Creative Company Limited	Public relations and marketing communication	50 %
Associated company held by Media Vision (1994) Company Limited		
Encore Company Limited	Advise and organize all types of marketing events	37 %

C) RELATED COMPANIES THROUGH COMMON DIRECTORS

Company	Business Type	Relationship
Hou Yuu Company Limited	Japanese restaurant	- Mr. Paiboon Damrongchaitham, a Director of the Company, is also a Director with signing authority at Hou Yuu Company Limited - Mr. Paiboon Damrongchaitham, the major shareholder of the Company, is a major shareholder (46.20%) of Hou Yuu Company Limited - Mr. Chai Nasylvanta who is an Independent Director and a member of the Company's Audit Committee holds 4% shares in Hou Yuu Co. Ltd.
Geurt Fah Company Limited	Property rental and related services	- Mr. Paiboon Damrongchaitham, a Director of the Company, is also a Director with signing authority at Geurt Fah Company Limited - Mr. Paiboon Damrongchaitham, a major shareholder of the Company and shareholder of many subsidiaries, is the largest shareholder of Geurt Fah Company Limited with 99.99% holdings
Ruam Fah Company Limited	perty rental and related services	- Mr. Paiboon Damrongchaitham, a Director of the Company, is also a Director with signing authority at Ruam Fah Company Limited - Mr. Paiboon Damrongchaitham, a major shareholder of the Company and shareholder of many subsidiaries, is the largest (99.99%) shareholder of Ruam Fah Company Limited
UStar (Thailand) Co., Ltd.	Distribute cosmetics	Mr. Paiboon Damrongchaitham, a Company Director and shareholder in many of the Company's subsidiaries, is a major shareholder owning 32.93% of UStar Co., Ltd.
Damrongchaitham Foundation	Support and develop educational and cultural aspects in youths	Mr. Paiboon Damrongchaitham is a Company Director, and the Foundation's Chairman
Jaktranubhab Limited Partnership	Property rental and other on-site services	Mr. Kamron Pramroj na Ayutthaya is a shareholder and Director of the Company's subsidiary is a member of the management team of Jaktranubhab Limited Partnership
Se-Education Public Company Limited	Produces books and technical publications, serves as a distribution and sales channel, and operates Se-Ed Book Center and its network	Mr. Suwat Damrongchaitham is a Director of the Company's many subsidiaries, is also a Director of Se-Education Public Company Limited
Methee 1 Company Limited	Produces and directs theatrical plays on radio, television. Produces magnetic picture and sound recordings.	Mr. Takonkiet Viravan, a Director of the Company, is Methee 1's largest shareholder (99.95%) and its Chairman.
Weerawong, Chinnavat, and Peangpanor Limited	Provides legal advice	Mr. Weerawong Chittmittrapap, an independent Director of the Company, is a director of this company.

2. CHARACTERISTICS OF CONNECTED TRANSACTIONS

The Company creates and produces music, distributes music products including digital music, organizes concerts, manages its artists, and satellite television business. Many of the Company’s subsidiaries operate a variety of media businesses to support the core business. Therefore, there are many connected transactions between the Company and its subsidiaries, as well as with the Group, associated companies and related companies with common directors. Connected transactions can be divided into 2 major categories, as follows:

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

CONNECTED TRANSACTIONS BETWEEN THE GROUP AND RELATED COMPANIES WITH COMMON DIRECTORS, WHICH ARE THE NORMAL COURSE OF BUSINESS

Parties that may have conflicts of interest	1) Se-Education Public Company Limited (Produces books and technical publications, serves as a distribution and sales channel. Operates Se-Ed Book Center network)	Relationship shown in 1 C)
	2) UStar (Thailand) Co., Ltd. (Distributes cosmetics)	Relationship shown in 1 C)
	3) Geurth Fah Co., Ltd. (Property rental)	Relationship shown in 1 C)
	4) Jaktranubhab Limited Partnership (Property rental)	Relationship shown in 1 C)
	5) Damrongchaitham Foundation (Support and develop educational and cultural aspects in youths)	Relationship shown in 1 C)
Types of Transaction	The Company’s revenues consists of: 1) Selling pocket books 2) Advertisement fees for cosmetics 3) Revenue from common expenses	
Total Consideration	Baht 19.41 million is the determined at cost plus gross profit (divided into the Company’s revenue of Baht 4.97 million and the subsidiaries’ revenue of Baht 14.44 million.)	
Outstanding Accounts Receivables	Baht 20.30 million as at 31 December 2011 (Of which Baht 18.31 million belong to the Company’s creditors, and Baht 1.99 million belong to the subsidiaries’ creditors)	
Opinion of the Audit Committee	The Audit Committee has the opinion that revenues based on cost price plus gross profit is according to the normal course of business; the Audit Committee has the opinion that such price setting is reasonable and fair.	

Table continues on the next page

CONNECTED TRANSACTIONS BETWEEN THE GROUP AND RELATED COMPANIES WITH COMMON DIRECTORS, WHICH ARE THE NORMAL COURSE OF BUSINESS (CONTINUED)

Parties that may have conflicts of interest	1) Hou Yuu Company Limited (operates a Japanese restaurant)	Relationship shown in 1 C)
	2) Geurt Fah Company Limited (Property rental and related services)	Relationship shown in 1 C)
	3) Ruam Fah Company Limited (Asset rental services)	Relationship shown in 1 C)
	4) Methee 1 Company Limited (Produces and directs stage plays, and produces magnetic sound and picture recordings)	Relationship shown in 1 C)
	5) Weerawong, Chinnavat, and Peangpanor Limited (Provides legal advice)	Relationship shown in 1 C)
Types of Transaction	Service related expenses for the Company consists of: 1) Food expenses for entertainment and meetings 2) Utilities, parking fees and parking space 3) Vehicle rental 4) Creative agency, director 5) Legal advice	
Total Consideration	Baht 55.42 million is the mutually agreed upon prices (divided into the Company’s service expenses of Baht 24.75 million and subsidiaries’ service expenses of Baht 30.67 million.)	
Outstanding Accounts Payables	As at 31 December 2011, the amount is Baht 6.84 million (Company’s accounts payable of Baht 4.14 million and subsidiaries’ accounts payable of Baht 2.70 million)	
Opinion of the Audit Committee	The Audit Committee has the opinion that production fees, directing theatrical productions and other expenses are determined by market rates and contract prices that are also based on market levels according to the normal course of business, and legal fee are based on the scope, difficulty, understanding, and experience of service providers, which is the normal course of business; the Audit Committee has the opinion that such price setting is reasonable and fair.	
Parties that may have conflicts of interest	1) Damrongchaitham Foundation (Support and develop educational and cultural aspects in youths)	Relationship shown in 1 C)
Types of Transaction	These companies are the Company’s creditors for: Taking deposit of books and delivering them to donors	
Outstanding Accounts Payable	As of the 31 December, 2011 the amount is Baht 3.03 million (totally owed to Subsidiaries’ creditors)	
Opinion of the Audit Committee	The Audit Committee believes that accepting book donations for further delivery to donors, for an administrative fee from sales is the normal course of business, and is regarded as reasonable and fair.	

CONNECTED TRANSACTIONS BETWEEN THE GROUP AND ASSOCIATED COMPANIES,
WHICH ARE THE NORMAL COURSE OF BUSINESS

Parties that may have conflicts of interest	1) Scenario Company Limited (Produce television programs and theatrical productions)	Relationship shown in 1 B)
	2) Channel (V) Music (Thailand) Company Limited (Produce television programs)	Relationship shown in 1 B)
	3) Blue Media Communications Company Limited (Design, produce, and sale of books and other media)	Relationship shown in 1 B)
	4) Na Dao Bangkok Company Limited (Produces films on commission and provides marketing services)	Relationship shown in 1 B)
	5) Family Knowhow Company Limited (Produce television programs and publications)	Relationship shown in 1 B)
	6) Lucks Satellite Company Limited (Produce satellite television programmes)	Relationship shown in 1 B)
Types of Transaction	Revenue from: 1) Selling products 2) Producing television programs that generate revenue from advertisement sales 3) Producing satellite television programs that generate revenue from channel management 4) Organizing concerts and staging theatrical performances 5) Artist management 6) Commissions to produce programs, equipment sourcing service fees, and other services 7) Interest 8) Other revenue	
Total Consideration	In the amount of Baht 40.00 million. Price is set at actual cost of production and operations plus profit. (Revenue belonging to the Company is Baht 7.20 million and Baht 32.80 million goes to its subsidiaries)	
Outstanding Accounts Receivable	As of 31 December 2011 the amount is Baht 12.95 million (The Company is a trade creditor owed Baht 2.10 million while its subsidiaries are owed Baht 10.85 million)	
Opinion of the Audit Committee	The Audit Committee has the opinion that revenues derived from advertisements in producing television programs, determined by using the cost of production and operation plus a profit is according to the normal course of business. Therefore, such price setting is reasonable and fair.	

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CONNECTED TRANSACTIONS BETWEEN THE GROUP AND ASSOCIATED COMPANIES,
WHICH ARE THE NORMAL COURSE OF BUSINESS (CONTINUED)

Types of Transaction	Service fees, consisting of: 1. Cost of advertisement spots on television and sponsorship fees. 2. Share of copyrights from the sale of television programs such as dramas and drama soundtracks on tapes, CDs and VCDs. 3. Operating costs of sourcing equipment related to light, sound and picture 4. Operating costs in sourcing artists 5. Fees for program hosts
Total Consideration	The amount is Baht 304.63 million. The price is determined on the basis of the quality of the work and services rendered, where the final price depends on negotiations between the service recipient and service provider. (The Company's cost of services is Baht 4.99 million and Baht 299.64 million to its subsidiaries).
Account payables and other payables	As of 31 December 2011, Baht 40.10 million (These companies are trade creditors of the Company and its subsidiaries at Baht 1.52 million and Baht 38.58 million respectively)
Opinion of the Audit Committee	The Audit Committee has the opinion that these service expenses are based on market rates and contract prices that are also based on market levels, is according to the normal course of business; the Audit Committee has the opinion that such price setting is reasonable and fair.

CONNECTED TRANSACTIONS BETWEEN THE GROUP AND DIRECTORS

Parties that may have conflicts of interest	Directors in the Company and its subsidiaries who are skilled in composing music, serving as program hosts, directing and writing scripts.
Types of Transaction	The Group paid copyright fees, program host fees, director’s fees and screenwriter’s fees to these Directors.
Total Consideration	Amount of Baht 1.20 million. Prices are determined by the unit cost of products/ goods sold at market prices. Prices also depend on the quality and services received. The final service fee will depend on negotiations between the companies receiving the services and service providers (All Company’s expense.)

Trade payables and other payables	As of 31 December 2011, Baht 0.63 Million (the Company owes the entire amount.)
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Opinion of the Audit Committee	The Audit Committee has the opinion that composing songs and providing other services by the Company’s Directors who possess extensive expertise and experience in the business has benefited the Company. Therefore, fees to compose music and other services depends on many factors such as the scope and complexity of the work, creativity, reputation and experience of the service provider. The Company has taken these factors into consideration in setting the preliminary price, but the final price depends on negotiations between the customer and service provider. The Audit Committee has the opinion that setting prices by taking into consideration the scope and level of difficulty of the work, and the creativity.
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CONNECTED TRANSACTIONS THAT ARE NOT THE NORMAL COURSE OF BUSINESS BETWEEN THE GROUP AND RELATED COMPANIES WITH COMMON DIRECTORS

Lessee	The Group
Lessor (Company or Individual that may of Conflicts of Interest)	Geurt Fah Company Limited
Relationship	1. Mr. Paiboon Damrongchaitham is a director of the Company and is also a Director of Geurt Fah Company Limited 2. Mr. Paiboon Damrongchaitham who is a major shareholder of the Company and holds shares in many subsidiaries, is also a major shareholder of Geurt Fah Company Limited
Characteristic of connected transaction	The Group rents a 43 storey office building, located at 50 Asoke Road (Sukhumvit Soi 21), Klongtoey Nuea, Wattana, Bangkok from Geurt Fah Company Limited
Size of rented space	Approximately 30,200 sq.m. on floors 2-3, 5-6, 9-14, and 16-43, accounting for 78% of total rental space
Contract tenure	3 years (from 1 May 2010 to 30 April 2012), where the lessee can renew the lease for a period of 3 years each time
Rental and service rates	Increased by 8 % from original rental and service rate of Baht 350 per sq.m. per month to Baht 378 per sq.m. per month
Price setting policy	In compliance with the original contract conditions of having renewal options every 3 years at market rates, except for the first rental renewal, where the rental and service rates increase cannot exceed 15%.
Total rent and service fees that the Group pays to Geurt Fah in 2011	Baht 124.06 million (The rental and service fees from the Company in the amount of Baht 82.08 million and subsidiaries in the amount of Baht 41.97 million)
Total consideration	Approximately Baht 408 million throughout the 3 year period (excluding VAT and related taxes)
Opinion of the Audit Committee :	The Audit Committee has the opinion that the rental rate which the Company and subsidiaries paid to Geurt Fah Company Limited in the amount ranging between Baht 350 - 397 per sq.m. per month is reasonable and fair. This rate is in the range of market rental rates, which currently runs between Baht 400 - 600 per sq.m. per month, according to an appraisal report by Siam Appraisal and Services Company Limited, an independent appraiser on the SEC’s approved list.

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CONNECTED TRANSACTIONS THAT ARE NOT THE NORMAL COURSE OF BUSINESS BETWEEN THE GROUP AND RELATED COMPANIES WITH COMMON DIRECTORS (CONTINUED)

Lessee	Image Publishing Company Limited
Lessor (Company or persons which may have conflict of interest)	Jaktranubhab Limited Partnership
Relationship	As lessee: Mr. Kamron Pramroj na Ayutthaya is a director and member of the management team of the Company's subsidiary As lessor: Mr. Kamron Pramroj na Ayutthaya is the managing partner of Jaktranubhab Limited Partnership
Characteristic of connected transaction	Image Publishing Company Limited rents an office building located at 217/7 Sukhumvit 63 (Ekamai), Sukhumvit Road, Wattana, Bangkok from Jaktranubhab Limited Partnership
Size of rented space	Approximately 1,440 square meters
Contract tenure	3 years (from 1 January 2009 - 31 December 2011) with plans to adjust rent at the end of the third year.
Rental and service rate	Baht 250 baht per sq. m. or Baht 360,000 per month
Price setting policy	Conventional conditions according to market rates
Rent paid by the Group to Jaktranubhab Limited Partnership in 2010	Baht 4.32 million (Entire amount is for the Company's subsidiary's rent and services)
Total consideration	Baht 12.96 million for the 3 year period (excluding VAT and other related taxes)
Opinion of the Audit Committee :	The Audit Committee has the opinion that the rental rate of 250 baht per sqm per month which Image Publishing Company Limited paid to Jaktranubhab Limited Partnership is reasonable and fair. Such a rate is comparable with average office rental rates in the vicinity.

GOOD CORPORATE
GOVERNANCE POLICIES

The corporate governance policies of the Company, prescribed in the Corporate Governance and Business Ethics Handbook, are as follows:

1. The Board of Directors, executives, and employees strongly believe in complying with laws and adapting the good corporate governance principles to business operations together with vision, missions, strategy, and goal of the organization, and enhance the organization to have an efficient management system, which can help increase confidence of shareholders, investors, and all stakeholders.
2. The Board of Directors respects the rights of shareholders and treats all shareholders equally and provides convenience to shareholders to exercise their rights in various matters.
3. The Board of Directors supports a process of creating of good relationship and collaboration between the Company and all stakeholders and sets an appropriate communication channel.
4. The Board of Directors sets policies and business ethics of the Company to be guidelines for all stakeholders such as shareholders, customers and consumers, competitors, trade partners, creditors, employees, community, environment, and community.
5. The Board of Directors has a role to set vision and mission, and approve of guidelines on dertermination of strategies, policies, business plans, and budgets as well as monitor and supervise the management to take actions according to the policies established efficiently and effectively to increase economic value to the utmost for the business and the highest benefits of shareholders.
6. The Board of Directors arranges an organizational structure and delineate duties and responsibilities of the Board of Directors, subcommittees, Group-Chief Executive Officers, Chief Executive Officers of each business line and the management clearly, and sets aproprate and sufficient internal control and audit system, risk management system, prevention of conflicts of interest and insider trading.
7. The Board of Directors ensures that the preparation of financial statements and information of the Company is in accordance with the generally accepted accounting standards and information disclosure is sufficient and credible, as well as arranges for auditors who are capable and independent.
8. The Board of Directors supervises the Company to communicate and disclose important information relating to the company either financial or non-financial information, sufficiently, correctly, accurately, credibly, transparently, thoroughly, and in timely manner through various channels and the Investor relations which can be accessed conveniently and equitably.
9. The Board of Directors may appoint subcommittees as deemed appropriate to help screen important tasks and report operating results in the Board of Directors' meeting regularly, and report operating results to shareholders in the annual report of the Company.
10. The Board of Directors arranges for annual self-assessment of the Board of Directors and subcommittees such as Audit Committee, Group-Chief Executive Officers to be used as a framework in evaluating and reviewing its own performance in the previous year so that it can make correction and improve its efficacy by presenting self-assessment results to the Board of Directors for acknowledgement and consideration.
11. The Board of Directors arranges for an appropriate, transparent, and fair system of selection of all crucial management positions.
12. The Board of Directors has an important role of arranging for the written Corporate Governance and Business Ethics Handbook so that all directors, executives, and employees acknowledge, understand, and abide by the corporate governance and business ethics in a strict manner and has a monitoring method to ensure compliance.

BUSINESS ETHICS

The Board of Directors is committed to operating the Company according to business ethics and adheres to legal standards and code of conduct by establishing business ethics in operating the Company in the Corporate Governance and Business Ethics Handbook. Its guidelines are as follows:

1. Conduct businesses by adhering to integrity, transparency, and fariness according to laws, regulations, and requirements relating to business operations to ensure that prior to making any decisions or taking any actions, the highest benefits of all stakeholders such as shareholders, customers and consumers, competitors, trade partners, creditors, employees, community, environment, and society, have been taken into consideration.
2. Perform duties with knowledge, capabilities, expertise, determination, and care, and fully develop knowledge and adapt management knowledge and skills for highest returns of investors as well as develop the Company to grow sustainably.
3. Disclose information completely, accurately, transparently, and in accordance with laws, regulations, and requirements of regulatory bodies.
4. Treat all stakeholders such as shareholders, customers, competitors, trade partners, creditors, employees, and society fairly and equitably, and disclose information to all related persons completely and accurately.
5. Promote respect and adherence to human rights based on dignity of human beings by not discriminating or giving any privileges or treating any person unequally due to differences in race, nationality, religion, sex, and economic status.
6. Not seek any interest for oneself and related persons by using any information which is not yet to be disclosed or confidential or disclosing such information to outsiders or performing any acts which lead to conflicts of interest.
7. Set an appropriate and sufficient internal control system, and develop system and mechanism of monitoring, controlling, and balancing of the use of power to be appropriate, clear, and effective, to prevent frauds and corruption.
8. Adhere to relevant laws relating to occupational safety and sanitation to maintain a good working environment of employees to be healthy and safe to both life and property.
9. Promote, develop, and respect intellectual properties of other persons as well as evaluate such works fairly by not discriminating against or giving any privileges or treating any person unequally
10. Support and promote activities which are beneficial to the society, culture, and tradition.
11. Set as duties and responsibilities of all employees to comply with rules and regulations of the Company relating to works and the Corporate Governance and Business Ethics Handbook of the Company as well as relevant laws to prevent employees from conducting any offenses or causing severe damage to themselves, colleagues, outsiders, or the Company.

The Board of Directors has a policy to encourage the dissemination of corporate governance culture to be understood at all levels in various forms and to be effective in practice under the corporate governance principles and conduct businesses according to business ethics, so that all directors, executives, and employees acknowledge, understand, and abide by the corporate governance and business ethics in performing their duties responsibly, transparently, honestly, carefully, and having ethics towards oneself, organization, shareholders, and stakeholders.

CORPORATE SOCIAL
RESPONSIBILITIES



CONTRIBUTION OF FUNDS FOR VICTIMS OF NATURAL DISASTERS ACROSS THAILAND

Paiboon Damrongchaitam, Chairman of GMM Grammy Public Company Limited, made a THB 500,000 donation to the Arts and Crafts Promotion Foundation for flood victims.

Paiboon Damrongchaitam, Chairman of GMM Grammy Public Company Limited, made an appearance before H.R.H. Princess Soamsawali to make a donation of contribution under “Thai Helps Thai” project to “Friends in Need (of “PA”) Volunteers Foundation Thai Red Cross” for flood victims across Thailand.

H.E. Yingluck Shinawatra received THB 1,000,000 and THB 200,000 donations from Boosaba Daoreung, Co CEO of GMM Grammy Public Company Limited, and the representatives of Thongchai McIntyre, respectively, at fund raising event “Thai Forces to help flood victim”.



“THAI HELPS THAI” PROJECT FOR FLOOD VICTIM

GMM Grammy Public Company Limited launched the project “Thai Helps Thai”, inviting the public to make donations for flood victims in the Southern part of Thailand through Friends in Need (of “PA”) Volunteers Foundation Thai Red Cross. In addition, Grammy continuously gathered donated goods, raised additional funds, as well as involved its management team and artists in various flood relieve activities.



“POWER OF THAI” PROJECT

GMM Grammy continued to carry out flood recovery activities, and joined with the “Power of Thai” project to raise funds and perform other activities, such as the contribution of THB 10 from the sale of each individual product to the “Power of Thai” fund, a field trip to renovate a school, and the creation of “Power of Thai” song.



“THAI FOR JAPAN” PROJECT

GMM Grammy Public Company Limited, one of the media companies volunteering to gather entertainment people for “Thai for Japan” project, inviting the public to make donations for victims of the most severe earthquake and tsunami in Japanese history. Fund raising activities and sale of T-shirts with “Thai for Japan” tag line were carried out to show Thai’s support for the Japanese. A total sum of THB 2,400,000 was donated to Thai Red Cross. In addition, the song “Eek Mai Nan (Not too long)” in Thai and Japanese version was created to show our support for the victims, and given to H.E. Seiji Kojima, the Japanese Ambassador in Thailand.



PROJECT TO HONOR H.M. THE KING, “FOLLOWING THE KING”, ON THE AUSPICIOUS OCCASION OF H.M. THE KING 84TH BIRTHDAY ON 5 DECEMBER 2011

GMM Grammy Public Company Limited launched a project to honor H.M. the King, called “Following the King”, on the auspicious occasion of H.M. the King 84th Birthday on 5 December 2011 to show our loyalty towards the King, by creating a song “Following the King”, sung by Byrd, Thongchai McIntyre and children chorus.



DAMRONGCHAITAM FOUNDATION, 13 YEARS OF EDUCATION OPPORTUNITY FOR THAI YOUTH

On 13 September 2007, Ministry of Finance declared Damrongchaitam Foundation as a public charity organization No. 643. The foundation has given education opportunity for Thai youth for 13 years. It was founded by Mr. Paiboon Damrongchaitam, Chairman of GMM Grammy Public Company Limited, to provide scholarships for good students lacking of funds until they get Bachelor’s degrees. For the educational year 2011, there were 246 active students and 9 classes, totaling 184 students, already receiving their Bachelor’s degrees.



PROJECT FOR THE ENVIRONMENT

GMM Grammy Public Company Limited participated in the project “BEAT 2010” (BUILDING ENERGY AWARDS OF THAILAND 2010), under the concept “ENERGY TREND SETTER”.



“SUNSHINE ROAD” PROJECT, FOR BETTER QUALITY OF LIFE IN THE SOCIETY

The “Sunshine Road” project is the cooperation among Grammy, governmental agency, and various entities to promote activities that benefit the society, such as activities of Green Charity, blood donation, creation of music for the society, charity concerts to promote sharing, projects to help the disabilities, projects to help under-privileged children and youths, project to promote “World AIDS Day”, project to campaign against violation to children and women, and various projects under Thai Red Cross.



PROJECTS FOR CHILDREN AND THE YOUTHS

The projects were created to promote and develop children and the youths to have good attitudes towards themselves, others around them, and the society as a whole. They encompassed gifts for children on Children Day, activities on Youth Day, activities promoting Dhamma to the youths, food for under-privilege children, and other volunteering projects.



PROJECT BUILDING AWARENESS OF INTELLECTUAL PROPERTY

GMM Grammy Public Company Limited has a policy to promote the use of legal products and cooperates with various related governmental and private entities to build awareness of Intellectual Property and encourage the public to stop buying, selling, and using counterfeit products. This will help reduce the violation of copyrights in the long term.



“THE POWER OF VOLUNTEERS” BETTER QUALITY OF LIFE

GMM Grammy Public Company Limited, in cooperation with Ramathibodi Foundation under the patronage of H.R.H. Maha Chakri Sirindhorn, launched the project “The Power of Volunteers” in order to improve and sustain the health of Thais by making contributions to construct H.R.H. Sirindhorn Building and donations for other projects, such as Grammy 4 channels 4 hearts for kids.

Grammy is committed to continuously participate in various activities that yield the sustainability of development of Thai society.

AWARDS 2011



GMM GRAMMY PUBLIC COMPANY LIMITED was chosen to be a role model of companies that had always been doing good deeds benefiting the society at large, under the project "Passing on good deeds.. Endless", arranged by the Public Relations Committee of the event to honor H.M. the King.



GMM GRAMMY PUBLIC COMPANY LIMITED'S Corporate Governance rating was raised to the highest level of "Excellence (5 stars)", according to the Corporate Governance Report of Thai Listed Companies 2011. Furthermore, the quality of Annual General Meeting 2011 was also rated at "Very Good" level for 3 consecutive years.



GMM GRAMMY PUBLIC COMPANY LIMITED received an award on "innovation and building awareness on energy conservation for the public" from the participation in "BEAT 2010" (Building Energy Awards of Thailand 2010), organized by the Energy Policy and Planning Office, Ministry of Energy.



SAITHIP MONTRIKUL NA AYUDHAYA, Co-CEO of GMM Grammy Public Company Limited, received the "Excellent ESCO Award 2012" from Mr. Pramuan Chanpong, Deputy Director of Department of Alternative Energy Development and Efficiency, at "Thailand ESCO Fair 2012". Grammy received the award for the company with the best energy management.

SHAREHOLDING STRUCTURE

1. THE COMPANY'S SECURITY

As of 31 December 2011, the Company has registered capital of THB 530,556,100, consisting of 530,556,100 common shares with a per value of THB 1 each, and paid-up capital of THB 530,264,947.

2. MAJOR SHAREHOLDERS

2.1 Top shareholders according to the share registration on 14 March 2012 are:

Rank	Shareholders	Number of shares	Holding (%)
1.	Mr. Paiboon Damrongchaitham*	298,036,730	56.21%
2.	CHASE NOMINEES LIMITED 42	47,186,400	8.90%
3.	Mr. Taweechat Chulangkoon	27,754,800	5.23%
4.	CREDIT SUISSE AG, SINGAPORE BRANCH	20,777,100	3.92%
5.	STATE STREET BANK AND TRUST COMPANY FOR AUSTRALIA	17,112,866	3.23%
6.	NORTRUST NOMINEES LTD.	12,864,354	2.43%
7.	Mr. Natthapol Chulangkoon	9,500,000	1.79%
8.	Thai NVDR Co., Ltd.	7,068,017	1.34%
9.	Mr. Takonkiet Viravan	5,775,700	1.09%
10.	HSBC (SINGAPORE) NOMINEES PTE LTD	4,630,900	0.87%
Total		450,362,867	84.93%

* Mr. Paiboon Damrongchaitham Group consists of Mr. Paiboon Damrongchaitham (holding 289,061,630 shares, equivalent to 54.51) and Geurt Fah Co., Ltd. (holding 8,975,100 shares, equivalent to 1.69).
The free float of minority shareholders on 28 March 2011 (the last day of the registration book referred to by the Company for reporting the "Distribution of Ordinary Shares Report Form" to the SET) amounted to 2,321 shareholders, equivalent to 27.40% of the Company's paid-up capital.

DISTRIBUTION OF SHAREHOLDERS BY NATIONALITY

The distribution of shareholders according to their nationality, as of the last day of the registration book, 14 March 2012, is as follows:

Shareholders	Grand Total			Corporations			Individuals		
	No. of share-holders	No. of shares	%	No. of share-holders	No. of shares	%	No. of share-holders	No. of shares	%
Thai	2,127	394,533,895	74.40	11	16,731,317	3.15	2,115	377,802,578	71.25
Foreign	55	135,731,052	25.60	37	135,670,652	25.59	18	60,400	0.01
Total	2,182	530,264,947	100.00	48	152,401,969	28.74	2,134	377,862,978	71.26

2.2 The major shareholder that has a significant influence on the management policies or the operation of the Company is Paiboon Damrongchaitham Group.

3. DIVIDEND POLICY

The Company and its subsidiaries has a policy of paying dividends to shareholders at a rate not less than 40% of the Group's net profit after corporate tax and regulatory reserve, subject to economic conditions and future operations.

COMPANIES IN WHICH GRAMMY
HOLDS MORE THAN 10%

GMM Grammy Public Company Limited, and its Subsidiaries
COMPANIES IN WHICH GMM GRAMMY HOLDS MORE THAN 10% OF THEIR SHARES

			Issued Shares
Company	Business Type	Type	Number
Parent company			
GMM Grammy Plc.	Produce television programs and publishing media	Common Shares	530,264,947
Subsidiaries			
1. GMM Music Publishing International Co., Ltd.	Manage music copyrights	Common Shares	50,000
2. Digital Arms Co., Ltd.	Provide digital content	Common Shares	7,000,000
3. Fan TV Co., Ltd. (Formerly known as “Clean Karaoke”)	Handles music copyrights, karaoke business and production of television programs and broadcast via cable and satellite television	Common Shares	2,000,000
4. MGA Co., Ltd.	Rent assets and machineries for manufacturing of music products	Common Shares	1,200,000
5. Digital Gen Co., Ltd. (Formerly known as “Music Copyright Collection”)	MVNO business (Mobile Virtual Network Operator)	Common Shares	50,000
6. J K Network Co., Ltd.(Formerly known as “G-Gram”)	Handles website “www.myplaychannel.com”	Common Shares	100,000
7. GMM Tai Hub Co., Ltd.	Produce and distribute movies	Common Shares	30,000,000
8. Sawasdee Thaweek Co.,Ltd.	Produce and distribute movies	Common Shares	10,000
9. GMM Studio Co., Ltd.	Rental TV program production equipment	Common Shares	500,000
10. Teen Talk Co., Ltd.	Rental TV program production equipment	Common Shares	400,000
11. Acts Studio Co., Ltd.	Studio services	Common Shares	2,000,000
12. GR Vocal Studio Co., Ltd.	Vocal and musical school	Common Shares	50,000
13. GMM Fitness Club Co., Ltd.	Fitness center	Common Shares	4,000,000
14. 3-RD Co.,Ltd.	Provide call center outsourcing service, design marketing strategy and create electronic media via internet	Common Shares	180,000
15. GMM Holding Co., Ltd.	Invest in other businesses	Common Shares	2,500,000
16. GMM Media Plc.	Responsible for marketing and distribution channel management and production of radio programmes including production of television programs and broadcast via cable and satellite television	Common Shares	200,255,500
17. A-Time Media Co., Ltd.	Sublease of radio stations	Common Shares	10,000
18. Exact Co., Ltd.	Responsible for marketing and distribution channel management and production of television programmes including production of television programs and broadcast via cable and satellite television	Common Shares	600,000
19. GMM TV Co.,Ltd.	Responsible for marketing and distribution channel management and production of television programmes including production of television programs and broadcast via cable and satellite television	Common Shares	200,000

GMM Grammy Public Company Limited, and its Subsidiaries
COMPANIES IN WHICH GMM GRAMMY HOLDS MORE THAN 10% OF THEIR SHARES

Company	Business Type	Issued Shares	
		Type	Number
20. Deetalk Co., Ltd.	Provide digital content	Common Shares	7,000,000
21. GTH on Air (Formerly known as “Upper Cut”)	Production of television programs and broadcast via cable and satellite television	Common Shares	400,000
22. STGMM Co., Ltd.	Production of television programs and broadcast via cable and satellite television	Common Shares	400,000
23. GMM One Sky Co., Ltd. (Formerly known as “One Sky Multimedia”)	Production and distribution of satellite equipment	Common Shares	1,000,000
24. Image On Air Co., Ltd.	Production of television programs and event organizer	Common Shares	100,000
25. Me Miti Co., Ltd.	Production and advertising on television programs	Common Shares	60,000
26. GMM CJ O Shopping Co., Ltd.	Home shopping business through various media channels. Including the establishment of distribution center and call center	Common Shares	5,400,000
27. Image Publishing Co., Ltd.	Production and distribution of magazine	Common Shares	1,000,000
28. GMM Inter Publishing Co., Ltd.	Market, find distribution channels and produce magazines	Common Shares	100,000
29. GMM Times Co., Ltd.	Market, find distribution channels and produce magazines	Common Shares	3,100,000
30. Grammy Publishing House Co., Ltd.	Distribution of education publication	Common Shares	1,650,000
31. Bliss Publishing Co., Ltd.	Production and distribution of pocket books	Common Shares	425,000
32. In Publishing Co.,Ltd.	Responsible for marketing and distribution channel management production and distribution of magazine	Common Shares	500,000
33. Index Creative Village Plc.	Business events advisor and organizer	Common Shares	172,000,000
34. Media Vision (1994) Co., Ltd.	Sound system installation services for entertainment events	Common Shares	408,910
35. Event Solutions Co., Ltd.	Provision of equipment for entertainment events	Common Shares	330,000
36. Aspen Index Event Co., Ltd.	Provision of service and organization of activities in the Middle East	Common Shares	800
37. Tresbien Co., Ltd.	Decoration and provision of equipment for conferences and ceremonial events	Common Shares	120,000
38. G Communications Co., Ltd.	Provision of service and organization of activities	Common Shares	50,000
39. Inspire Image Co.,Ltd.	Responsible for creative design printing/billboard and marketing promotion	Common Shares	60,000
40. I Think Ad Co.,Ltd.	Responsible for advertising creation and public relations consulting	Common Shares	50,000
41. D 63 Co.,Ltd.	Designs and sets up stage backdrops and theatres	Common Shares	30,000
42. Index Creative Online Co.,Ltd.	Design and develop computer programme and internet, design and production website, domain name registration	Common Shares	50,000
43. A Gen Event Agency Co., Ltd.	Business event consultant and organizer	Common Shares	30,000
44. Envirosell Thailand Co., Ltd.	Seminar, consultancy services, observational research specialized and statistical survey	Common Shares	80,000

GMM Grammy Public Company Limited, and its Subsidiaries
COMPANIES IN WHICH GMM GRAMMY HOLDS MORE THAN 10% OF THEIR SHARES

Issued Shares			
Company	Business Type	Type	Number
45. More Music Co., Ltd.	Currently inactive	Common Shares	160,000
46. Sanamluang Garndontree Co., Ltd.	Currently inactive	Common Shares	200,000
47. GMM Digital Domain Co., Ltd.	Currently inactive	Common Shares	500,000
48. GIP Management Co., Ltd.	Currently inactive	Common Shares	80,000
49. Global Music and Media (China) Limited	Currently inactive	Common Shares	1,507,500
50. Extraorganizer Co., Ltd.	Currently inactive	Common Shares	10,000
51. Phenomena Motion Pictures Co., Ltd.	Currently inactive	Common Shares	200,000
52. Magic Film Co.,Ltd.	Currently inactive	Common Shares	22,000
53. Radio Concept Co., Ltd.	Currently inactive	Common Shares	200,000
54. Open Radio Co., Ltd.	Currently inactive	Common Shares	1,000,000
55. Mass Monitor Co., Ltd.	Currently inactive	Common Shares	500,000
56. Mifah Co., Ltd.	Currently inactive	Common Shares	450,000
Associated companies			
1. Scenario Co., Ltd.	Market, find distribution channels and produce television programs	Common Shares	14,000,000
2. Encore Co., Ltd.	Sell and provide rent of equipment and spare parts, machinery and accessories used for light, sound and picture	Common Shares	1,000,000
3. Channel (V) Music (Thailand) Co.,Ltd.	Responsible for marketing and distribution channel management for music	Common Shares	1,100,000
4. Blue Media Communication Co.,Ltd.	Design, produce and distribute publishing related media and products	Common Shares	50,000
5. Nadao Bangkok Co.,Ltd.	Produces movies, conduct artist management and provide advisories for the movie industry	Common Shares	20,000
6. Family Know-how Co., Ltd.	Media business, specializing in economic, financial and stock market investment information	Common Shares	2,500,000
7. Lucks Satellite Co., Ltd.	Production of television programs and broadcast via cable and satellite television	Common Shares	200,000
8. JSL Channel Co., Ltd.	Production of television programs and broadcast via cable and satellite television	Common Shares	1,000,000
9. Max Creative Co., Ltd.	Consulting and managing on branding and integrated marketing communication	Common Shares	50,000
Other companies			
1. Matichon Plc.	Prodution and distribution of newspapers magazines and pocket books	Common Shares	185,349,200
2. Post Publishing Plc.	Prodution and distribution of newspapers magazines and pocket books	Common Shares	500,000,000
3. Media Center Co.,Ltd.	Produce and sell singing equipments	Common Shares	120,000
4. A-Time Traveller Co.,Ltd.	Responsible for domestic and international trip service	Common Shares	20,000
5. SE-Education Plc.	Produce, distribute and retail books, publications, periodicals and pocket books	Common Shares	323,921,130

GMM Grammy Public Company Limited, and its Subsidiaries
COMPANIES IN WHICH GMM GRAMMY HOLDS MORE THAN 10% OF THEIR SHARES

1. GMM Grammy Plc., subsidiaries and associated companies have registered office at 50 GMM Grammy Place, Sukumvit 21 Rd.(Asoke), Khlongtoeinuea, Wattana, Bangkok except the following companies

1.1 MGA Co., Ltd.	Office : 38 Chawanich Building Soi Sukhumvit 69 (Saleenimitr), Sukhumvit Rd., North Prakanong, Wattana, Bangkok
1.2 GMM Tai Hub Co., Ltd.	Office : 92/11 Soi Sukhumvit 31 (Sawasdee), Sukhumvit Rd., Klongtonnua, Wattana, Bangkok
1.3 Sawasdee Thaweesuk Co.,Ltd.	Office : 92/11 Soi Sukhumvit 31 (Sawasdee), Sukhumvit Rd., Klongtonnua, Wattana, Bangkok
1.4 Acts Studio Co., Ltd.	Office : 49/107 Moo 6, Ladsawai, Lamlukka, Pathumthani
1.5 3-RD Co., Ltd	Office : 222 14th-16th Fl., Woravit Building, Sipraya, Bangrak, Bangkok
1.6 Image On Air Co., Ltd.	Office : 217/7 Soi Sukhumvit 63 (Akamai), Sukhumvit Rd., Klongton, Wattana, Bangkok
1.7 Image Publishing Co., Ltd.	Office : 217/7 Soi Sukhumvit 63 (Akamai), Sukhumvit Rd., Klongton, Wattana, Bangkok
1.8 Index Creative Village Plc.	Office : 545 Soi Pridi Bhanomyong 42, Sukhumvit 71 Rd., North Prakanong, Wattana, Bangkok
1.9 Media Vision (1994) Co., Ltd.	Office : 999, 999/9 Moo 2, Bangkhen, Mueng nonthaburi, Nonthaburi
1.10 Event Solutions Co., Ltd.	Office : 545 Soi Pridi Bhanomyong 42, Sukhumvit 71 Rd., North Prakanong, Wattana, Bangkok
1.11 Aspen Index Event Co., Ltd.	Office : P.O. Box 21994, Dubai, United Arab Emirates
1.12 Tresbien Co., Ltd.	Office : 545 Soi Pridi Bhanomyong 42, Sukhumvit 71 Rd., North Prakanong, Wattana, Bangkok
1.13 G Communications Co., Ltd.	Office : 92/56-57 E Sathontanee tower 2, 19th floor, Sathonnuea Rd., Silom, Bangrak, Bangkok
1.14 Inspire Image Co., Ltd.	Office : 957/28-30 Sukhumvit Soi 71 Klongtonnuea, Wattana, Bangkok
1.15 I Think Ad. Co., Ltd.	Office : 545 Soi Pridi Bhanomyong 42, Sukhumvit 71 Rd., North Prakanong, Wattana, Bangkok
1.16 D 63 Co., Ltd.	Office : 555 Soi Ladprow 107 Ladprow Rd. Klongjan, Bangkok, Bangkok
1.17 Index Creative Online Co.,Ltd.	Office : 545 Soi Pridi Bhanomyong 42, Sukhumvit 71 Rd., North Prakanong, Wattana, Bangkok
1.18 A Gen Event Agency Co., Ltd.	Office : 1755/4 Soi Ladprow 94 (Panjamitr), Plub-Pla, Wangthonglang, Bangkok
1.19 Envirosell Thailand Co., Ltd.	Office : 957/28-30 Sukhumvit Soi 71 Klongtonnuea, Wattana, Bangkok
1.20 Global Music and Media (China) Limited	Office : 6th Floor, Sunning Plaza, 10 Hysan Avenue, Causeway Bay, Hong Kong
1.21 Phenomena Motion Pictures Co., Ltd.	Office : 14 Soi Suwanmanee, Samsennok, Huay Kwang, Bangkok
1.22 Encore Co., Ltd.	Office : 999, 999/9 Moo 2 Bangkhen, Mueng nonthaburi, Nonthaburi
1.23 Channel (V) Music (Thailand) Co.,Ltd.	Office : 989 6th Fl. Siam Discovery,Unit No. 608-609 Rama 1 Rd., Pathumwan, Bangkok
1.24 Blue Media Communication Co.,Ltd.	Office : 545 Soi Pridi Bhanomyong 42, Sukhumvit 71 Rd., North Prakanong, Wattana, Bangkok
1.25 Nadao Bangkok Co.,Ltd.	Office : 104 Soi Sukhumvit 31 (Sawasdee), Sukhumvit Rd, Klongtonnua, Wattana, Bangkok
1.26 Family Know How Co., Ltd.	Office : 62 Ratchadaphisek Rd., Khlongtoei, Bangkok
1.27 Lucks Satellite Co., Ltd.	Office : 1417 Soi Ladprow 94 (Panjamitr), Plub-Pla, Wangthonglang, Bangkok
1.28 JSL Channel Co., Ltd.	Office : 154 Soi Ladprow 107 (Deesomchok) Ladprow Rd., Klong-Jan, Bangkok, Bangkok
1.29 Max Creative Co., Ltd.	Office : 545 Soi Pridi Bhanomyong 42, Sukhumvit 71 Rd., North Prakanong, Wattana, Bangkok

GMM Grammy Public Company Limited, and its Subsidiaries
COMPANIES IN WHICH GMM GRAMMY HOLDS MORE THAN 10% OF THEIR SHARES

2. The registered office of the other companies are follows;

2.1 Matichon Plc.	Office : 12 Tethsaban-Narueman Rd., Prachanivate 1, Ladyao, Chatuchuk, Bangkok
2.2 Post Publishing Plc.	Office : 136 Bangkok Post, Sunthorn Kosa Rd., Kwang Klong Toey, Khet Klong Toey, Bangkok
2.3 Karaoke Center Co., Ltd.	Office : 21/38-39 Moo. 2 Soi Vipavadee 60, Luk Si, Bangkok
2.4 A-Time Traveller Co.,Ltd.	Office : 50 GMM Grammy Place, Sukumvit 21 Rd.(Asoke), Khlongtoeinuea, Wattana, Bangkok
2.5 SE-Education Plc.	Office : Nation Tower, Floor 19, 1858/87-90, Bangna-Trad Rd., Bang Na, Bangkok

DETAIL OF BOARD OF DIRECTORS AND MANAGEMENT TEAM

GMM Grammy Public Company Limited
DETAIL OF BOARD OF DIRECTORS AND MANAGEMENT TEAM

Name	Education	Number of Share Owned (%) (31/12/11)	Relationship among Management	Experience (at least past 5 years)						
				Period	Job Title	Company Name				
1. Mr. Paiboon Damrongchaitham (Age : 62 Years)	Bachelor of Arts (Mass Communications) (Honors) Chulalongkorn University	289,061,630 shares (54.51%)	Uncle of Mr.Suwat Damrongchaitham	2008 - Present	Chairman of the Company Advisor	GMM Grammy Plc.				
		Including related parties, according to Section 59 of the Securities and Exchange Act		1998 - Present	Chairman of the Board	GMM Grammy Plc.				
	July 2011 - Present			Member of the Nomination and Remuneration Committee	GMM Grammy Plc.					
	2009 - Present			Vice Chairman	Family Know How Co., Ltd.					
	2008 - Present			Chairman of the Company Advisor	GMM Media Plc.					
	2007 - 2008			Advisor to the Executive Committee	GMM Media Plc.					
	2005 - July 2011			Chairman of the Nomination and Remuneration Committee	GMM Grammy Plc.					
	2005 - 2009			Chairman of the Nomination and Remuneration Committee	GMM Media Plc.					
	2005 - 2007			Chairman of the Risk Management Committee	GMM Media Plc.					
	2002 - 2009			Chairman	GMM Media Plc.					
	2002 - 2007			Chief Executive Officer	GMM Media Plc.					
	1998 - 2008	Advisor to the Executive Committee		GMM Grammy Plc.						
2. Mr. Chai Nasylvanta (Age : 53 Years)	Bachelor of Engineering (Electrical Engineering) Chulalongkorn University	- None -	-	2009 - Present	Chairman of the Audit Committee Member of the Nomination and Remuneration Committee	GMM Grammy Plc. GMM Grammy Plc.				
				M.B.A. (Finance) University of Pennsylvania, U.S.A.	1999 - Present	Independent Director	GMM Grammy Plc.			
	2006 - Present				Director / Vice Chairman	Advance Aviation Co.,Ltd.				
	2006 - Present				Independent Advisor	Benchachinda Holding Co.,Ltd				
	1993 - Present				Director	AON (Thailand) Ltd.				
	1989 - Present				Director	AON Group (Thailand) Ltd.				
	2006 - Apr 2009				Director	Post Publishing Plc.				
	2005 - Feb 2009				Member of the Nomination and Remuneration Committee	GMM Media Plc.				
	2005 - 2006				Director	Total Access Communication Plc.				
	2002 - Feb 2009				Independent Director / Chairman of the Audit Committee	GMM Media Plc.				
	1999 - Feb 2009				Member of the Audit Committee	GMM Grammy Plc.				
	1995 - 2006				Independent Advisor	United Communication Industry Plc.				
	1984 - 1995				Senior Vice President, Project Finance Department	Bangkok Bank Plc.				
	3. Mr. Dej Bulsuk (Age: 61 Years)				Bachelor of Business Administration Thammasat University	- None -	-	July 2011 - Present	Chairman of the Nomination and Remuneration Committee	GMM Grammy Plc.
								2009 - Present	Member of the Audit Committee	GMM Grammy Plc.
					Seminar Accomplishment The Thai Institute of Directors (IOD) : Director Accreditation Program (DAP) (Class 23/2004)			2002 - Present	Independent Director	GMM Grammy Plc.
								2004 - Present	President	CCC Business Development Co.,Ltd.
				Director					Siam Future Development Plc.	
Independent Director / Member of the Audit Committee		The Erawan Group Plc.								
2002 - Present		Independent Director / Member of the Audit Committee	Jay Mart Plc.							
2001 - Present 2007 - 2009		Independent Director / Member of the Audit Committee Director	AEON Thana Sinsap (Thailand) Plc. Thailand Convention and Exhibition Bureau (TCEB) (Public Organization)							
		2007 - 2009	Chairman of the Good Governance, Recruitment and Remuneration Committee	Thailand Convention and Exhibition Bureau (TCEB) (Public Organization)						
2006 - July 2011		Member of the Nomination and Remuneration Committee	GMM Grammy Plc.							
2006 - Feb 2009 2006 - 2009		Chairman of the Audit Committee Advisor to the Board	GMM Grammy Plc. President Bakery Plc.							

Table continues on the next page

GMM Grammy Public Company Limited
DETAIL OF BOARD OF DIRECTORS AND MANAGEMENT TEAM

Name	Education	Number of Share Owned (%) (31/12/11)	Relationship among Management	Experience (at least past 5 years)		
				Period	Job Title	Company Name
				2004 - 2006	Honorary Chairman	McThai Co.,Ltd. (McDonald's Thailand)
				2002 - 2009	Independent Director / Member of the Audit Committee	GMM Media Plc.
				2002 - 2006	Member of the Audit Committee	GMM Grammy Plc.
				2001 - 2006	Chairman	Ronald McDonald House Charities Foundation
				1984 - 2004	President & Joint Venture Partner	McThai Co.,Ltd. (McDonald's Thailand)
4. Mr. Weerawong Chittmittrapap (Age : 54 Years)	Bachelor of Laws Chulalongkorn University Master of Laws University of Pennsylvania U.S.A. * Thai Barrister-at-Law and the first Thai lawyer admitted to the New York State Bar Seminar Accomplishment The Thai Institute of Directors (IOD) : Director Certification Program (DCP) (Class 0/2000)	- None -	-	2006 - Present	Independent Director / Member of the Audit Committee	GMM Grammy Plc.
				Apr 2009 - Present	Director / Member of the Audit Committee	Thai Airways International Plc.
				2008 - Present	Director	Nok Airlines Co., Ltd.
					Chairman	Weerawong, Chinnavat & Peangpanor Ltd. (formally known as "White & Case (Thailand) Ltd.")
				2007 - Present	Director and Member of the Audit Committee	Siam Food Products Plc.
				2001 - Present	Director and Member of the Audit Committee	Berli Jucker Plc.
				2005 - 2006	Director	Nutrix Plc.
				2001 - 2007	Director and Member of the Audit Committee	ITV Plc.
				1996 - 2008	Executive Partner	White & Case (Thailand) Ltd.
					Other Present Works : - Qualified Member to Trade Competition Committee, Ministry of Commerce - Special Speaker, The Thai Institute of Directors (IOD) - Special Advisor, Thai Listed Companies Association - Special Lecturer, Institute of Legal Education, Thai Bar Association	
5. Ms. Suvabha Charoenying (Age : 48 Years)	Bachelor of Business Administration (Finance) Assumption University Master of Business Administration Assumption University Seminar Accomplishment : The Thai Institute of Directors (IOD) : 1. Audit Committee Program (ACP) (Class 35/2011) 2. Successful Formulation & Execution of Strategy (Class 6/2010) 3. DCP Refresher (Class 1/2005) 4. Finance for Non Finance Director (Class 1/2003) 5. Director Certification Program (DCP) (Fellow Member) (Class 1/2000) Other Institutes : 1. Certified Financial Planner (CFP) (Class 1/2009) 2. TLCA Executive Development Program (EDP 2) (Class 2/2008), Thai Listed Companies Association 3. Leader Program (Class 1/2005) Capital Market Academy 4. Certificate in Families Business : Generation to Generation Year 2004, Harvard Business School	- None -	-	2010 - Present	Independent Director / Member of the Audit Committee	GMM Grammy Plc.
				2009 - Present	Director / Executive Director	Thanachart Securities Plc.
				2001 - Present	Managing Director	Thanachart Securities Plc.
				1996 - 2001	Chief Executive Officer	Schroder Asset Management Ltd.
				1993 - 1996	Vice President	KGI Securities Plc.
				1990 - 1993	Vice President	Morgan Grenfell Thai Company Limited
				1988 - 1990	Manager, Business Development Department	Kasikorn Bank Plc

Table continues on the next page

GMM Grammy Public Company Limited
DETAIL OF BOARD OF DIRECTORS AND MANAGEMENT TEAM

Name	Education	Number of Share Owned (%) (31/12/11)	Relationship among Management	Experience (at least past 5 years)		
				Period	Job Title	Company Name
6. Ms. Boosaba Daorueng (Age : 59 Years)	Bachelor of Liberal Arts Thammasat University	1,500,200 shares (0.28%) Including related parties, according to Section 59 of the Securities and Exchange Act	-	Feb 2012 - Present	Group Chief Executive Officer (Group CEO)	GMM Grammy Plc.
				2009 - Present	Co-Chief Executive Director	GMM Grammy Plc.
				2008 - Present	Vice Chairman	GMM Grammy Plc.
				2005 - Present	Chairman of the Risk Management Committee	GMM Grammy Plc.
				2001 - Present	Chief Creative Officer (Creative Division)	GMM Grammy Plc.
				1994 - Present	Director	GMM Grammy Plc.
				Oct 2010 - Present	Director	GR Vocal Studio Co., Ltd.
				May 2010 - Present	Director	Acts Studio Co., Ltd.
				2551 - Present	Advisor	GMM Media Plc.
				2009 - Feb 2012	Co-Chief Executive Officer	GMM Grammy Plc.
				2003 - 2008	Advisor to the Board of Directors	GMM Media Plc.
					Advisor to the Executive Committee	GMM Media Plc.
				2002 - Feb 2009	Chief Executive Officer / Chief Executive Director	GMM Grammy Plc.
7. Mrs. Saithip Montrikul Na Audhaya (Age: 55 Years)	Bachelor of Arts (Mass Communications) Chulalongkorn University	100 shares (0%) Including related parties, according to Section 59 of the Securities and Exchange Act	-	Feb 2012 - Present	Chief Executive Officer (Media Business)	GMM Grammy Plc.
				2009 - Present	Co-Chief Executive Director	GMM Grammy Plc.
				2002 - Present	Member of the Risk Management Committee	GMM Grammy Plc.
					Director	GMM Grammy Plc.
				Feb 2012 - Present	Director	GMM Broadcasting Co.,Ltd.
				Mar 2012 - Present	Director	GMM Z Co.,Ltd.
				Sep 2010 - Present	Director	A Gen Event Agency Co., Ltd.
				May 2010 - Present	Director	Acts Studio Co., Ltd.
				Apr 2010 - Present	Director	Image On Air Co., Ltd.
				2009 - Present	Chairman	GMM Media Plc.
				2007 - Present	Chief Executive Officer	GMM Media Plc.
				2007 - Present	Director / Managing Director	A-Time Traveller Co., Ltd.
				2002 - Present	Director / Managing Director	GMM Media Plc.
				1989 - Present	Director / Managing Director	A-Time Media Co.,Ltd.
				2009 - Feb 2012	Co-Chief Executive Officer	GMM Grammy Plc.
				2008 - Feb 2009	Vice Chairman	GMM Media Plc.
				2007 - Feb 2009	Chairman of the Risk Management Committee	GMM Media Plc.
				2005 - 2007	Member of the Risk Management Committee	GMM Media Plc.
				2002 - 2007	Executive Director	GMM Media Plc.
				1989 - Feb 2009	Executive Director	GMM Grammy Plc.
8. Mr. Thana Tienachariya (Age : 43 Years)	Bachelor of Economics (Second Honors) Chulalongkorn University Master of Business Administration - Washington State University, U.S.A. Seminar Accomplishment : 1. TLCA Executive Development Program (Class 8/2011) Thai Listed Companies Association 2. Political Leadership in New Era (Class 1/2011) King Prajadjipok's Institute 3. Leader Program (Class 8/2009) Capital Market Academy (CMA)	-	-	Feb 2012 - Present	Chief Executive Officer (Broadcasting Business)	GMM Grammy Plc.
				Feb 2012 - Present	Executive Director	GMM Grammy Plc.
					Director	GMM Broadcasting Co.,Ltd.
				Mar 2012 - Present	Director / Chief Executive Officer	GMM Z Co.,Ltd,
				May2011-Dec2011	Chief Executive Officer	P.K. Garment (Import-Export) Co.,Ltd.
				Jun2010-Apr 2011	Chief Corporate Affairs Officer	Total Access Communication Plc.
				May2005-May2010	Chief Commercial Officer	Total Access Communication Plc.
				1996 - 2005	Vice President	Total Access Communication Plc.

Table continues on the next page

GMM Grammy Public Company Limited
DETAIL OF BOARD OF DIRECTORS AND MANAGEMENT TEAM

Name	Education	Number of Share Owned (%) (31/12/11)	Relationship among Management	Experience (at least past 5 years)		
				Period	Job Title	Company Name
9. Mr. Krij Thomas (Age : 52 Years)	Bachelor of Arts (Mass Communications) Chulalongkorn University	1,320,000 shares (0.25%) Including related parties, according to Section 59 of the Securities and Exchange Act	-	Feb 2012 - Present	Chief Executive Officer (Music Business)	GMM Grammy Plc.
				2011 - Feb 2012	Senior Executive Vice President (Music Business Division)	GMM Grammy Plc.
				Feb 2011 - Present	Member of the Risk Management Committee	GMM Grammy Plc.
				2008 - Present	Director	GMM Grammy Plc.
				2004 - Present	Executive Director	GMM Grammy Plc.
				2003 - Present	Managing Director (Grammy Gold Division)	GMM Grammy Plc.
				2007 - Present	Director	3-RD Co.,Ltd.
				1997 - Present	Managing Director	Krij Thomas Co.,Ltd.
				2008 - 2010	Executive Vice President (Music Business Division)	GMM Grammy Plc.
				2005 - 2006	(Acting) Managing Director (GMM International Division)	GMM Grammy Plc.
				2001 - 2003	Deputy Managing Director (Grammy Gold Division)	GMM Grammy Plc.
				1999 - 2001	Assistant Vice President (Grammy Gold Division)	GMM Grammy Plc
10. Ms. Suwimon Chungjotikapisit (Age : 59 Years)	Bachelor of Political Science (Honors) Chulalongkorn University Seminar Accomplishment : The Thai Institute of Directors (IOD): Director Certification Program (DCP) (Class 12/2001)	- None -	-	Nov 2010 - Present	Director	GMM Grammy Plc.
				2005 - Present	Company Advisor	GMM Grammy Plc.
				Oct 2010 - Present	Director	GR Vocal Studio Co., Ltd.
				Sep 2010 - Present	Director	A Gen Event Agency Co., Ltd.
				May 2010 - Present	Director	Acts Studio Co., Ltd.
				Apr 2010 - Present	Director	Image On Air Co., Ltd.
				2002 - 2004	Executive Vice President	Central Pattana Plc.
				2001 - 2003	Director	Central Pattana Plc.
				1997 - 2001	Vice President	Central Pattana Plc.
					Vice President - Leasing and Marketing	Central Pattana Plc.
11. Mr. Kreingkarn Kanjanapokin (Age : 49 Years)	Bachelor of Political Science Chiang Mai University Seminar Accomplishment : The Thai Institute of Directors (IOD): 1. Financial Statement for Directors Program, 2008 2. Director Accreditation Program (DAP) (Class 30/2004)	1,866,200 shares (0.35%) Including related parties, according to Section 59 of the Securities and Exchange Act	-	2009 - Present	Director / Executive Director	GMM Grammy Plc.
				2008 - Present	Director	GMM Media Plc.
				2004 - Present	Director / Co-Chief Executive Officer	Index Creative Village Plc.
						(formerly known as "Index Event Agency Plc.")
				2002 - 2004	Managing Director	Index Event Agency Co., Ltd.
12. Mr. Takonkiet Viravan (Age : 45 Years)	Bachelor of Communication & Theatre Boston College U.S.A. M.S. (Broadcasting) Boston University U.S.A.	5,775,700 shares (1.09%) Including related parties, according to Section 59 of the Securities and Exchange Act	-	2009 - Present	Director	GMM Grammy Plc.
				2009 - Present	Executive Director	GMM Grammy Plc.
				Sep 2010 - Present	Director	A Gen Event Agency Co., Ltd.
				May 2010 - Present	Director / Managing Director	Acts Studio Co., Ltd
				2004 - Present	Director / Managing Director	Scenario Co.,Ltd.
				2003 - Present	Director / Managing Director	Teentalk Co.,Ltd.
				2002 - Present	Director	GMM Media Plc.
				1991 - Present	Director / Managing Director	Exact Co.,Ltd.
				2002 - Feb 2009	Executive Director	GMM Media Plc.

Table continues on the next page

GMM Grammy Public Company Limited
DETAIL OF BOARD OF DIRECTORS AND MANAGEMENT TEAM

Name	Education	Number of Share Owned (%) (31/12/11)	Relationship among Management	Experience (at least past 5 years)		
				Period	Job Title	Company Name
13. Mr. Sataporn Panichraksapong (Age : 44 Years)	Bachelor of Journalism and Mass Communications (Cinematography) Thammasat University	200,000 shares (0.04%) Including related parties according to Section 59 of the Securities and Exchange Act	-	2009 - Present	Director	GMM Grammy Plc.
				2009 - Present	Executive Director / Member of the Risk Management Committee	GMM Grammy Plc.
				2008 - Present	Assistant to Chief Executive Officer (Music)	GMM Grammy Plc.
				2009 - Present	Director	GMM Media Plc.
				2007 - Present	Director / Managing Director	GMM TV Co., Ltd. (Formerly known as "Grammy Television Co., Ltd.")
				2007 - Feb 2009	Member of the Risk Management Committee	GMM Media Plc.
				2005 - 2006	Senior Vice President, Chief Executive Officer Office	GMM Grammy Plc.
				2005 - 2007	Deputy Managing Director	Grammy Television Co., Ltd.
				2002- 2005	Director - Music Business Division	GMM Grammy Plc.
				2005 - Present	Executive Director	RS Promotion Plc.
				2004 - Present	Managing Director (Digital Division)	GMM Grammy Plc.
				1998 - Present	Managing Director (Grammy Big Division)	GMM Grammy Plc.
				Nov 2010 - Present	Director	SE-EDUCATION Plc.
				2007 - Present	Director	3-RD Co.,Ltd.
14. Mr. Suwat Damrongchaitham (Age : 45 Years)	Bachelor of Business Administration (Marketing) Assumption University (ABAC)	- None -	Nephew of Mr. Paiboon Damrongchaitham	2006 - Present	Director / Managing Director	Digital Arms Co.,Ltd.
				2005 - Present	Director / Managing Director	GMM Digital Domain Co., Ltd
				2005 - 2006	Advisor	Siam Infinit Co., Ltd
				2004 - 2005	Managing Director	Siam Infinit Co., Ltd
				2002 - 2005	Managing Director	GMM Music Publishing International Co., Ltd
				2009 - Present	Executive Director	GMM Grammy Plc.
				Apr 2010 - Present	Director / Managing Director	Image On Air Co., Ltd.
15. Mr. Kamron Pramoj Na Ayutthaya (Age : 49 Years)	Bachelor of Communication Arts - Otis Person School of Design Los Angeles U.S.A.	- None -	-	2002 - Present	Director	GMM Media Plc.
				1987 - Present	Director / Managing Director	Image Publishing Co.,Ltd.
				2002 - Feb 2009	Executive Director	GMM Media Plc.
16. Mr. Vichate Tantiwanich (Age: 51 Years)	Bachelor Degree of Economics Chulalongkorn University	- None -	-	Feb 2011 - Present	Chairman of the Corporate Governance Committee	GMM Grammy Plc.
				Feb 2011 - Present	Member of the Risk Management Committee	GMM Grammy Plc.
				Nov 2010 - Present	Executive Director	GMM Grammy Plc.
				Oct 2010 - Present	Company Advisor	GMM Grammy Plc.
				May 2011 - Present	Chief Executive Officer	Siam Future Development Plc.
	MBA, Finance & Marketing University of Hartford Connecticut,U.S.A			May 2011 - Present	Independent Director/ Member of the Audit Committee	Central Plaza Hotel Plc.
				Feb 2012 - Present	Director	GMM Broadcasting Co.,Ltd.
				Mar 2012 - Present	Director	GMM Z Co.,Ltd.
				Feb 2011 - Present	Director	Family Know How Co., Ltd.
				Nov 2010 - Present	Economic and Capital Market Veteran	Airport of Thailand
	Seminar Accomplishment : The Thai Institute of Directors (IOD): 1. DCP Refresher (Class 3/2006) 2. Director Certification Program (DCP) (Class 2/ 2000)			Sep 2010 - Present	Chairman of Executive Board	Bangkok University
				Sep 2010 - Present	Creative Entrepreneurship Development Institute	
				Aug 2010 - Present	Advisor, Market for Alternative Investment	Market for Alternative Investment : mai
					Vice Chairperson of Capital Market Academy Committee	The Stock Exchange of Thailand : SET
				Mar 2010 - Present	Advisor	The Senate Sub-Committee on Money Capital Markets Assurance
				2009 - Present	Chairperson of Corporate Structure & Human Resource Committee	Bank for Agriculture and Agricultural Co-Operatives

Table continues on the next page

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				Period	Job Title	Company Name			
	Other institutes : 1. Top Executive Program in Commerce and Trade (TEPCoT 2) (Class 3/ 2010) 2. Certified Financial Planner (CFP) (Class 1/ 2009) Thai Financial Planner Association 3. Leader Program (Class 1/2005) Capital Market Academy 4. Executive Leadership Program, 2005, U.S.A			2009 - Present	Advisor, Law and Regulations Committee (2009 - 2011)	The General Insurance Association			
				2009 - Present	Board of Director, Creative Entrepreneurship Development Institute	Bangkok University			
				2008 - Present	Advisor	Thai-Japanese Association			
				2005 - Present	Executive Director	International Chamber of Commerce (Thailand)			
				2008 - 2010	Chairperson, Economic Faculty Association	Chulalongkorn University			
				2010	Director	SETTRADE.COM Company Limited			
				2010	Director	Thailand Futures Exchange PCL.			
				2009 - 2010	Chairperson, Investment Committee	The Stock Exchange of Thailand : SET			
				2008	Advisor, Asset development Subcommittee	State Railway of Thailanad			
				2007 - 2008	Subcommittee in Thailand Quality Award : TQA	Thailand Productivity Institute			
				2006 - 2010	Chief Marketing Officer, Issuers & New Listings and Markets Division	Market for Alternative Investment : mai			
				2006 - 2010	Chairman Advisory Committee	Market for Alternative Investment : mai			
				2006 - 2007	Chief Executive Officer	Family Know-how Company Limited			
				2005 - 2008	Independent Director/ Member of the Audit Committee	Small Business Credit Guarantee Corporation			
				2004 - 2008	Vice Chairman, Economic and Business Alumni Association	Chulalongkorn University			
17. Mr. Premon Pinskul (Age : 56 Years)	Master of Accounting (Commerce and Accountancy) Thammasat University	- None -	-	Jul 2011 - Present	Executive Director / Secretary to the Executive Committee	GMM Grammy Plc.			
				Jul 2011 - Present	Member of the Risk Management Committee	GMM Grammy Plc.			
	Jul 2011 - Present			Member of the Corporate Governance Committee	GMM Grammy Plc.				
	Jun 2011 - Present			Chief Financial Officer	GMM Grammy Plc.				
	Feb 2012 - Present			Director	GMM Broadcasting Co.,Ltd.				
	Mar 2012 - Present			Director	GMM Z Co.,Ltd.				
	2005 - 2011			Assistant Chief Financial Officer	Total Access Communication Plc.				
	Master of Arts (Economics) University of Detroit, U.S.A.			2011 - Present	2011 - Present	2011 - Present	2011 - Present	2011 - Present	2011 - Present
Master of Business Administration University of Detroit, USA	2011 - Present	2011 - Present	2011 - Present	2011 - Present	2011 - Present	2011 - Present			

Table continues on the next page

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				Period	Job Title	Company Name
	Other Institutes : Domestic 1. Future Cooperation on Development of Judicial Process 2010 2. New Approaches on Development of Judicial Process 2009 Friedrich Naumann STIFTUNG FUR DIE FREIHEIT and Rabibhadanasak Judicial 3. Research Institute Fund Manager Refreshment Course 2549 - AIMC 4. The 4 Roles of Leadership - Franklin Covey 5. Risk Management Seminar - The Thai Institute of Banking and Finance Association 6. Advance Accounting Seminar 7. Financial Statement Analysis Workshop - Securities Analyst Association International : 1. Citi Asia Pacific Investor Conference 2010 - Citibank, Hong Kong 2. 12th Annual Conference:Corporate Governance-Seizing the Initiative International Corporate Governance Network, South Africa 3. Euromoney Conferences: The 3rd Annual Asia Pacific Bond Congress - Euromoney, Hong Kong 4. Pacific Pension Institute's 2006 Winter Roundtable - Pacific Pension Institute, U.S.A. 5. Uses of Futures:Practical Strategy and Overview on Legal, Documentation, and Operational Issues, Barclays Global Investors, Singapore 6. Investment Process and System - PIMCO, U.S.A. 7. Asian and Middle East Fixed Income Conference Standard Chartered Bank, Dubai 8. World Investment Challenge - Permodalan Nasional Berhad, Malaysia 9. The 2nd Annual Asia Pacific Bond Congress - Euromoney, Hong Kong 10. Asia Pacific Fixed Income Investor Conference - Citigroup, Singapore 11. Investment Management Training Course - Merrill Lynch Investment Managers, England 12. Daiwa Securities SMBC Bond Seminar 2004 and the Bond Training Program - Daiwa Securities SMBC Co.,Ltd., Japan					

Table continues on the next page

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				Period	Job Title	Company Name
	13. Focus on the Investment Professional Practitioner - PIMCO Institute, U.S.A. 14. Fixed Income Solution for Low Yield Environment - Singapore 15. Central Banks & Official Institutions Conference - Goldman Sachs Asset Management, Hong Kong					

OTHER REFERENCE PERSONS

REGISTERED OFFICE

GMM Grammy Public Company Limited
50 GMM GRAMMY PLACE, Sukhumvit 21 Rd. (Asoke),
Khlongtoeinuea, Wattana, Bangkok 10110
Tel (662) 669-9000, FAX (662) 669-9737

SHARE REGISTRAR

Thailand Securities Depository Co., Ltd.
62 The Stock Exchange of Thailand Building, 4, 6-7th Floor,
Rajadapisek Rd., Khlongtoey, Bangkok 10110
Tel (662) 229-2800, Fax (662) 359-1259

AUDITOR

Ernst & Young Office Limited
33rd Floor, 193/136-137 Lake Rajada Office Complex,
New Rajadapisek Rd., Bangkok 10110
Tel (662) 264-0777, (662) 661-9190,
Fax (662) 264-0789-90, (662) 661-9192

LEGAL ADVISORS

BAKER & MCKENZIE Co.,Ltd
22nd - 25th Floors, Abdulrahim Place,
990 Rama IV Road, Silom, Bangrak, Bangkok 10500
Tel (662) 636-2000 Fax (662) 636-2111

Weerawong Chinnavat and Peangpanor Ltd.
22nd Floor Mercury Tower
540 Plearnjit Road Lumpini
Pathumwan Bangkok 10330
Tel (662) 264-8000 Fax (662) 657-2222

