



ANNUAL REPORT 2020

GMM
GRAMMY



The logo for GMM Grammy is centered on a white background. The top part features the letters 'GMM' in a large, bold, blue font, with a horizontal blue line extending from the bottom of 'G' to the top of 'M'. Below this line, the word 'GRAMMY' is written in a smaller, blue, all-caps font. The background is a light blue color with white, wispy cloud shapes and three small, white bird silhouettes flying in the upper right area.

GMM
GRAMMY



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



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and Group CEO

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



GMM MUSIC

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

HOME SHOPPING



GDH



JOINT VENTURE

The One Enterprise



GMM MUSIC

Digital Music

Artist Management

Digital TV

Music Distribution

GMM Z

Home Shopping

Showbiz

Concert & Festival

MOVIE

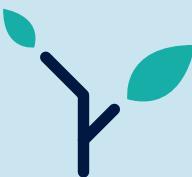
GMM Z



SUSTAINABLE GROWTH

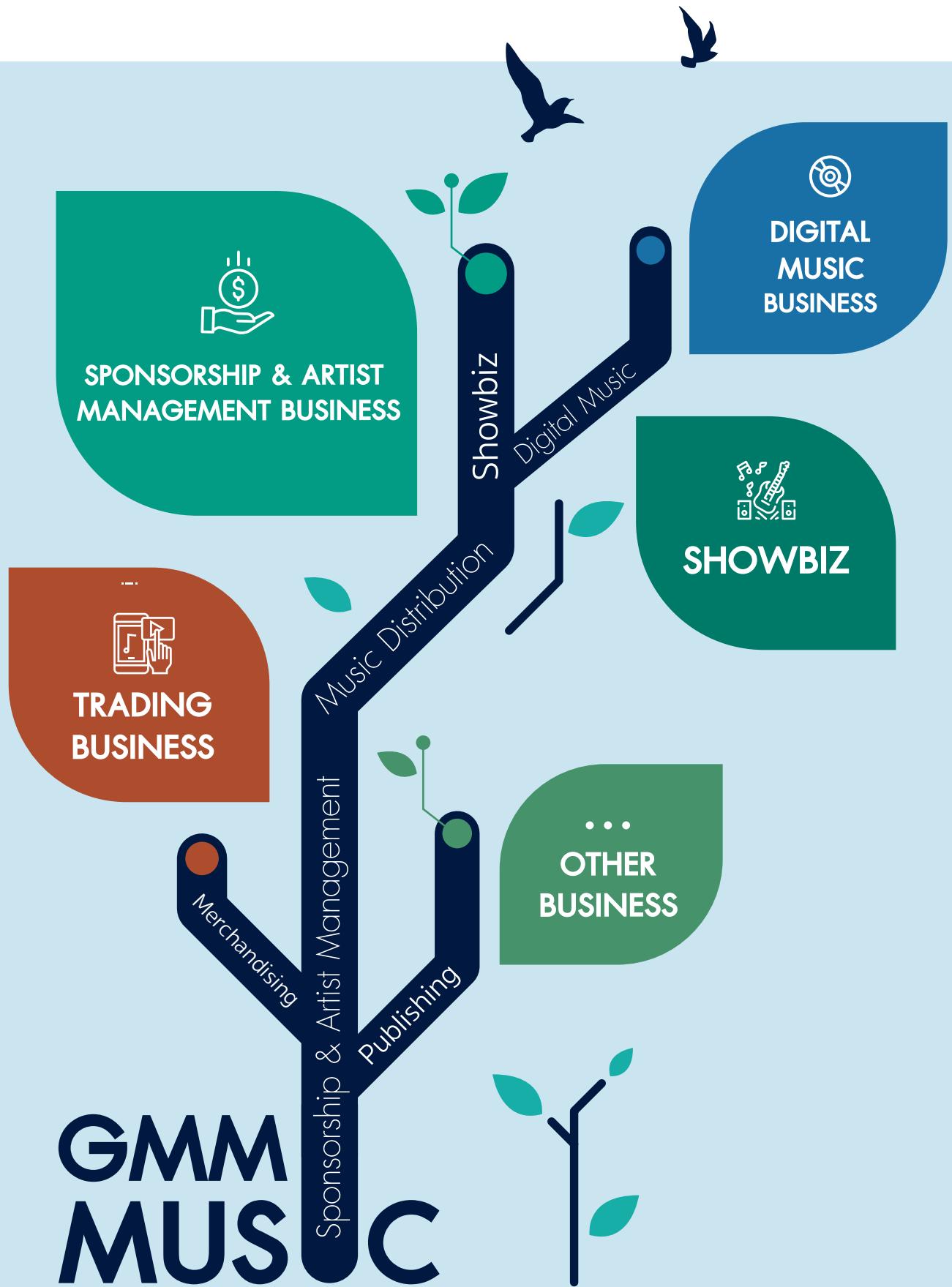


GMM MUSIC



- Music Distribution
 - Digital Music
 - Music Publishing
 - Physical Music
- Sponsorship & Artist Management
- Showbiz (Concert & Festival)
- Merchandising and Others

GMM MUSIC



#1 Largest Music Company in Thailand by Revenue



Total Streams on Joox

420 M+

2020 Total Streams on Facebook 4 Billion view

70% Streams growth
on Spotify

New release

#1 Total music Streams on YouTube Thailand 11 Billion view



Total Facebook
subscribers **78 M**,
65% growth

Most streamed
Country Artists
on Joox

2020 Total
streams growth
45%

2020 Total
subscribers **175 M**,
37% growth

451
New releases

Total Library
30,000+
songs

Total MVS
22,000+
songs

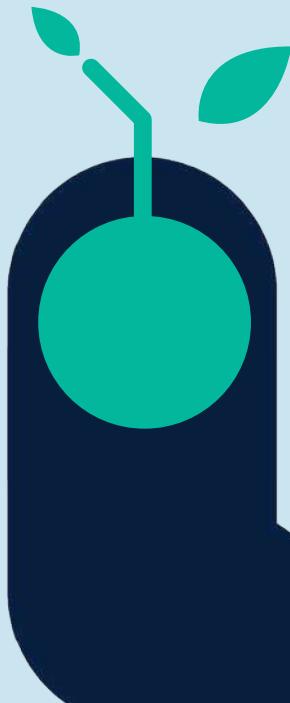
2020 Total audiences'
concert & festival
232,000+

2020 Total Live shows
nationwide
2,800+





JOINT VENTURE



THE ONE ENTERPRISE



ณเดชน์
คุกนิยะ

ใบเฟร็น
พิมพ์ชนก

แบงค์
ธิติ

ใหม่ນ
คัลเลีย

เพ็อก
พงศธร

อ้าย คนหล่อ Wong



3 ธันวาคมนี้
ในโรงภาพยนตร์

ผลงานล่าสุด
จากผู้กำกับ

“ไอฟาย..แต็งกิ้ว..เลิฟยู”



GROSS
DOMESTIC
HAPPINESS



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Designed by
Newmedia Thaweesuk



Providing quality entertainment,
top grossing movies and online
streaming content both locally
and internationally.





GMM Z





Message from Chairman and Group CEO



Mr. Paiboon Damrongchaitham
Chairman



Miss Boosaba Daorueng
Group Chief Executive Officer



Dear Shareholders,

2020 was a challenging year with COVID-19 pandemic impacting the economy severely and shifting consumer behavior to the “New Normal”. Our customers and employees’ safety has always been our top priority which led us to limit and adjust some of our operations in order to ensure our commitment to our customers and employees. We have proven our resilience and remain the leader in music and media content production industry. Not only we maintained our position, but we have also grown our business by evolving ourselves, expanding into new businesses and strengthening the business structure in the digital transformation era. With our relentless effort and the support of various strategic partners, we were able to reinvent the company and become stronger and leaner. Despite the limitation in organizing concerts and events due to the social distancing policy and other preventive measures, we were able to grow music, our core business, through digital music.

In terms of Joint Venture investment, the performance has improved significantly. This is mainly driven by the investment and operations restructuring that we have executed in 2020 in order to achieve optimal collaboration and efficient operations for the best interest of all stakeholders. One of the key actions was to have The One Enterprises Company Limited as the only joint venture company operating our content businesses with a focus on broadcasting via digital TV channel.

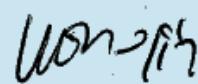
Our Movie business was also impacted by the COVID-19 crisis. However, we have expanded our audience base and income channels by partnering with various streaming platforms. Our aspiration in producing high-quality and outstanding contents remains unchanged. Amidst the pandemic, our Home-Shopping business was able to maintain its customer base and expand into the new sales channels. Sharp growth is expected in the near future.

In addition to our focus on new business opportunities and strategy execution, people development is also our priority. We believe in building people capabilities and developing top talents are the core of our business especially in the digital era where trends are shifting constantly. We are committed to good corporate governance and sustainable development. It has been our great honor to receive ‘Five Stars’ rating, the highest ranking of listed-company’s corporate governance, award from the Thai Institute of Directors (IOD) for the tenth consecutive years. With all actions the company has taken, we aim to be able to enhance value and deliver sustainable return to our shareholders in the immediate future.

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



Mr. Paiboon Damrongchaitham
Chairman



Miss Boosaba Daorueng
Group Chief Executive Officer



Securities and Shareholders Information

1. The Company's Security

As of December 31, 2020, the Company has registered capital of 819,949,729 THB, consisting of 819,949,729 common shares with a par value of 1 baht per share. The Company paid-up capital is 819,949,729 THB.

2. Major Shareholders

2.1) Top shareholders according to the share registration book closing on November 30, 2020 are as follows:

Rank	Shareholders	No. of Shares	% Holding
1.	Mr. Paiboon Damrongchaitham*	392,834,599	47.910
2.	Mr. Thaveechat Jurangkool	134,635,723	16.420
3.	Mr. Nuttapol Jurangkool	81,122,700	9.894
4.	Bualuang Long-Term Equity Fund	24,437,800	2.980
5.	UOB KAY HIAN (HONG KONG) LIMITED - Client Account	22,932,520	2.797
6.	Mr. Komol Juangroongruangkit	22,720,000	2.771
7.	Bangkok Bank Public Co.,Ltd.	12,278,693	1.497
8.	Mr. Fahmai Damrongchaitham*	9,342,400	1.139
9.	Mr. Rafah Damrongchaitham*	9,000,000	1.098
10.	Mrs. Hathairat Jurangkool	8,137,400	0.992
11.	Miss Fahchai Damrongchaitham*	7,969,873	0.972
12.	Miss Ingfah Chumrongchaitham	7,969,872	0.972
13.	Mr. Takonkiet Viravan	6,930,856	0.845
14.	Bualuang Long-Term Equity Fund 75/25 (BLTF75)	5,306,400	0.647
15.	Mr. Kitti Ngammaharat	5,248,900	0.640
16.	Bualuang Equity RMF (BERMF)	5,001,200	0.610
17.	Bualuang Flexible RMF (BFLRMF)	4,816,500	0.587
Total		760,685,436	92.771

* Mr. Paiboon Damrongchaitham Group consists of Mr. Paiboon Damrongchaitham; holding 392,834,599 shares (equivalent to 47.910%), Mr. Fahmai Damrongchaitham; holding 9,342,400 shares (equivalent to 1.139%), Mr. Rafah Damrongchaitham, holding 9,000,000 shares (equivalent to 1.098%), Miss Fahchai Damrongchaitham holding 7,969,873 shares (equivalent to 0.972%) and Miss Ingfah Damrongchaitham, holding 7,969,872 shares (equivalent to 0.972%)

The free float of minority shareholders on June 2, 2020 (the day of the registration book closing by the Company for reporting the “Distribution of Ordinary Shares Report Form” to the SET) amounted to 2,092 shareholders, equivalent to 20.57% of the Company’s paid-up capital.

Distribution of Shareholders by Nationality

The distribution of shareholders according to the nationality, as of the latest book registration closing date on November 30, 2020, is as follows:

*No. of	Total			Juristic person			Natural person		
	*No. of Shareholders	Number of Shares	%	*No. of Shareholders	No. of Shares	%	*No. of Shareholders	*No. of Shareholders	%
Thai Shareholders	2,314	792,002,147	96.59	17	61,038,518	7.44	2,297	730,963,629	89.15
Foreign shareholders	23	27,947,582	3.41	14	27,747,282	3.38	9	200,300	0.03
Total	2,337	819,949,729	100.00	31	88,785,800	10.82	2,306	731,163,929	89.18

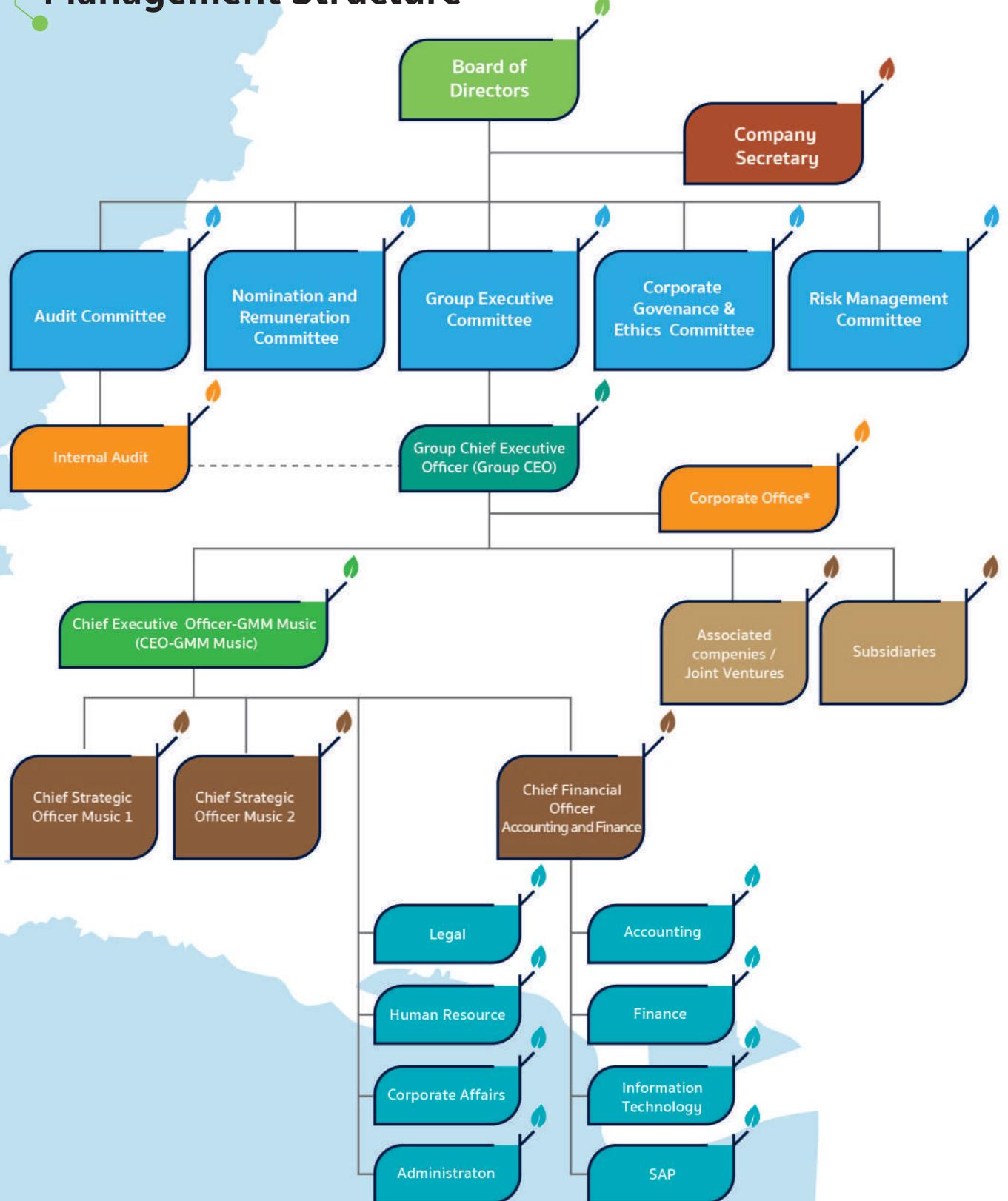
* Information provided by Thailand Securities Depository Co., Ltd., the number of shareholders will be counted based upon different accounts or addresses.

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

3. Dividend Policy

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

Management Structure



* The responsible agency : Corporate Secretary, Investor Relations, Advisories, Central officers

This structure will be effective from January 25, 2021.

The Company's management structure as of December 31st, 2020 comprises Board of Directors and other 4 sub-committees were appointed by the Board of Directors in order to support and facilitate maximized efficiency and performance of the Board of Directors, namely (1) Audit Committee, (2) Nomination and Remuneration Committee, (3) Risk Management Committee and (4) Corporate Governance and Ethics Committee. Moreover, the Board of Directors also appointed Group Executive Committee of which the structure comprising of top executives by positions, as shown by the above organization chart.

Board of Directors

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

As of December 31, 2020, the Board of Directors consisted of 11 directors who are qualified with extensive skills, knowledge and experiences that are beneficial to the Company's strategy implementation and future success as follows:

(1) 3 members were executive directors.

(2) 8 members were non-executive directors, comprised of:

- ▶ 4 independent directors, equivalent to 1/3 of the total number of directors.
- ▶ 4 non-executive directors, who did not involve in daily operations of the Company.

Each year, 1/3 of total numbers of directors due to retire by rotation (according to the Company's Articles of Association). In 2020, the Board of Directors held 8 meetings. The meeting schedules were set in advance.

Names of the Company's directors, terms of the positions and their meeting attendance throughout the year are shown below:

Name	Title	Appointment Date at AGM	Meeting Attendance (times)	No. of Years for Directorship
1. Mr. Paiboon Damrongchaitham	Chairman	2020 Annual General Meeting (AGM)	8/8	26 years 9 months
2. Miss Boosaba Daorueng	Director / Vice-Chairman	2020 Annual General Meeting (AGM)	8/8	26 years 9 months
3. Dr. Naris Chaiyasoot	Independent Director	2019 Annual General Meeting (AGM)	8/8	7 years 9 months
4. Mr. Suvit Mapaisansin	Independent Director	2018 Annual General Meeting (AGM)	8/8	5 years 8 months
5. Mr. Sunyaluck Chaikajornwat ¹²	Independent Director	2018 Annual General Meeting (AGM)	8/8	0 year 0 months
6. Mr. Chanitr Charnchainarong	Independent Director	2019 Annual General Meeting (AGM)	8/8	5 years 1 month
7. Mr. Phawit Chitrakorn	Director	2020 Annual General Meeting (AGM)	8/8	3 years 8 months
8. Mr. Fahmai Damrongchaitham	Director	2019 Annual General Meeting (AGM)	7/8	3 years 7 months

Name	Title	Appointment Date at AGM	Meeting Attendance (times)	No. of Years for Directorship
9. Miss Suwimon Chungjotikapisit	Director	2018 Annual General Meeting (AGM)	8/8	10 years 1 month
Mr. Warathorn Wongsawangsir ^{\text{1}}	Independent Director	2018 Annual General Meeting (AGM)	7/7	1 years 4 months
Dr. Lackana Leelayouthayotin ^{\text{4}}	Director	2020 Annual General Meeting (AGM)	8/8	5 years 6 months
Mrs. Saithip Montrikul na Audhaya ^{\text{3}}	Director	2019 Annual General Meeting (AGM)	6/8	18 years 5 months

Note:

\text{1} Mr. Warathorn Wongsawangsiri resigned from the Board of Directors effective from December 18, 2020.

\text{2} Mr. Sunyaluck Chaikajornwat was appointed the independent director, according to resolution passed at the Board of Directors' Meeting No.8/2020 effective on December 23, 2020 to replace the resigned director Mr. Warathorn Wongsawangsiri.

\text{3} \text{4} Dr. Lackana Leelayouthayotin and Mrs. Saithip Montrikul Na Audhaya resigned from the Board of Directors effective from January 4, 2021.

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

Directors with signing authority on behalf of the Company

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

Duties and Responsibilities of the Board of Directors

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

Those of which could be summarized as follows:

1. To perform all duties using their knowledge, abilities and experience for the best benefit of the Company in accordance with the law, the Company's objectives and Articles of Association, Corporate Governance and Business Ethics Manual and resolution of the Shareholders' Meeting with honesty, integrity and prudence, to protect the Company's interests.
2. To set the corporate vision, mission, long term goal and Corporate Governance and Business Ethics Manual and to approve strategies, policies, business plans and budgets and to supervise the executives to make sure that they follow the established policies effectively and efficiently to increase economic value of the Company and maximize shareholders' wealth.

3. To clearly delineate and set forth the duties, responsibilities and authority of the Board of Directors, Sub-committees and executives team as specified in the Company's Corporate Authorization Index (CAI).
4. To approve or give consent to submit significant transactions to the Shareholders Meeting for approval such as new investments, acquiring or disposing assets, in accordance with the SEC and the SET rules and regulations and the Company's Corporate Authorization Index.
5. To approve or give consent to submit to the Shareholders Meeting for approval any connected transactions and transactions which may lead to potential conflicts of interest of the Company and subsidiaries, so as to be in compliance with the SEC and SET rules and regulations and the Company's Corporate Authorization Index.
6. To ensure that the Company has reliable accounting systems, financial reports and accounting audits.
7. To ensure that the Company has sufficient and effective internal controls and risk management systems, monitored by an internal audit department that collaborates with the Audit Committee on significant risks.
8. To be honest and loyal and to possess integrity and ethics in running the business; having a genuine interest in the Company and focusing on sustainable business operation.
9. To constantly aware of responsibility to shareholders and operate the business in the interest of shareholders and transparently disclose accurate and complete information to investors under high standard.
10. To be responsible for the executives team's performance and operations by ensuring that the team is well dedicated and cautious in operating the business.
11. To be responsible for financial reports by preparing a report of the Board of Directors' financial accountability in the annual report, together with the auditor's report.

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

1. Policy and business operations of the Group.
2. Determination of the Corporate Authorization Index with exception to the matters which require the shareholders' approval such as, capital increase, capital decrease, debenture issuing.
3. Defining the organizational structure of the business line.
4. Approval of annual budget and manpower of the Group.
5. Employment, appointment, transfer and dismissal of the Chief Executive Officer.
6. Defining or changing of employee's provident fund.
7. Legal transaction with value equal to or greater than 100 million baht.
8. Loan, Bank Guarantee and Forward Exchange Contract with value greater than 1,000 million baht.
9. Short term investment with value greater than 50 million baht.
10. Long term investment with value greater than 20 million baht.
11. Debt restructuring and write off with value greater than 500 million baht per debtor.

12. New budget or new project on production of new program, or any project which is not included in the annual budget.
13. Legal transaction with respect to the transfer of intellectual property.
14. Legal transaction with respect to the grant of exploitation of Exclusive intellectual property right.
15. Write off fixed assets with value greater than 50 million baht.
16. Rules for the connected transactions with general commercial term and condition.

Roles and Responsibilities of the Chairman

Roles and Responsibilities towards the Company

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

Roles and Responsibilities towards the Board of Directors

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

Roles and Responsibilities towards the Executives

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

Roles and Responsibilities towards Employees, Shareholders and Stakeholders

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

Group Executive Committee

The Group Executive Committee's structure comprises of highly qualified persons and top executives were have knowledge and experience in business lines not less than 5 persons, appointed at the Board of Directors' Meeting No.1/2021 held on January 12, 2021, which passed a resolution to appoint the members of The Group Executive Committee, effective from January 25, 2021 onwards, were noted as follows:

Name	Title	Meeting Attendance (times)
1. Miss Boosaba Daorueng	Chairman	14/14
2. Mr. Kittisak Chuangaroon ¹	Vice Chairman	14/14
3. Mr. Krij Thomas ²	Vice Chairman	11/14
4. Mr. Phawit Chitrakorn	Member	14/14
5. Mr. Fahmai Damrongchaitham	Member	12/14
6. Mrs. Kanokporn Sanawatana ⁴	Member	0/0
Mr. Sompohb Budspawanich ¹	Member	8/8
Miss Prapawadee Thanirananon ²	Member	8/8
Mrs. Karnsuda Sansuthi ³	Member	14/14

Note: Additional information and changes during the year 2020 - January 2021

\1\2 Mr. Sompohb Budspawanich and Miss Prapawadee Thanirananon were resigned from the member of The Group Executive Committee, according to the resolution of the Board of Directors' Meeting No. 4/2020 held on July 3rd, 2020, effective on July 15th, 2020.

\3 Mrs. Karnsuda Sansuthi resigned the member of The Group Executive Committee, effective from December 15, 2020 and resigned from being an employee of the Company, effective from January 13th, 2021.

\4 Mrs. Kanokporn Sanawatana was appointed the member of The Group Executive Committee, according to the resolution of the Board of Directors' Meeting No.1/2021, held on January 12th, 2021, effective on January 25th, 2021.

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

Roles and Responsibilities of the Group Executive Committee

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

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

Executives Team ('Executives' as defined by the SEC)

As of January 25, 2021, the Company's executives team ('Executives' in this instance refers to the top four most senior members of the management team ranked below the Group Chief Executive Officer or Group CEO, irrespective of their positions, including the position equivalent to the fourth rank and senior executives in the Accounts and Finance Departments, or the position equivalent to the Chief Finance Officer or CFO), comprised 6 qualified members as follows:

Name	Title
1. Miss Boosaba Daorueng	Group Chief Executive Officer
2. Mr. Phawit Chitrakorn	Chief Executive Officer - GMM Music
3. Mr. Fahmai Damrongchaitham	Chief Strategic Officer-Music 1
4. Mr. Sompohb Budspawanich	Chief Strategic Officer-Music 2
5. Mrs. Kanokporn Sanawatana ^{\2}	Chief Financial Officer
Mrs. Karnsuda Sansuthi ^{\1}	Chief Financial Officer

Note: Additional information and changes in January 2021

\1 Mrs. Karnsuda Sansuthi resigned from being an employee of the Company effective from January 13th, 2021.

\2 Mrs. Kanokporn Sanawatana was appointed Chief Financial Officer, according to the resolution of the Board of Directors' Meeting No.1/2021, held on January 12th, 2021, effective on January 25th, 2021.

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

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

1. Implementing vision and mission of the Company and its subsidiaries through specific strategies to achieve maximum benefit.
2. Managing the business of the Group under appropriate cooperation and mutual support in music business, media business, satellite TV business and related business lines.
3. Managing and supervising overall business operation of the Company according to purposes, policies, rules, regulations, Article of Association, Corporate Governance and Business Ethics Manual and Authorization and Procedure Manual of the Group by reporting to the Board of Directors regularly.
4. Setting policy on personnel management and supporting operations in all departments for sustainable development with full potential.

5. Providing advice, recommendation, or working experience, guidelines for business strategies to the executives team and employees for the best benefit of the GRAMMY Group.
6. Being responsible for effective financial and budgetary management.
7. Performing other duties as assigned by the Board of Directors, and/or Shareholders Meeting, according to the purposes, Articles of Association of the Company and related laws.

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

Changes to GRAMMY Shares Held by Directors, Executives and Auditor

As of February 17th, 2021, the figures of individual shares holding (directly and indirectly) compared to February 28th, 2020, were as follows:

No.	Director/Executive	Position	Number of Shares Holding As of February 17, 2021	Percentage (%)*	Number of Shares Holding As of February 28, 2020	Percentage (%)**	Number of Share Change Increase/ (Decrease) During the Year
1	Mr. Paiboon Damrongchaitham ¹ Spouse/Immature Children Concert Party ¹ Juristic person that is not related but is a Concert Party ¹ through the holding of 100% children, Geurtfah Co., Ltd.	Chairman	392,834,599 - 34,282,145 433,600	47.91 - 4.18 0.05	392,834,599 - 34,247,945 421,200	47.91 - 4.18 0.05	- - 34,200 12,400
2	Mrs. Boosaba Daorueng Spouse/Immature Children Related Juristic Person	Vice Chairman Group CEO	1,150,120 600,120 -	0.14 0.07 -	1,150,120 600,120 -	0.14 0.07 -	- - -
3	Dr. Naris Chaiyasoot Spouse/Immature Children Related Juristic Person	Independent Director	- - -	- - -	- - -	- - -	- - -
4	Mr. Suvit Mapaisansin Spouse/Immature Children Related Juristic Person	Independent Director	- - -	- - -	- - -	- - -	- - -
5	Mr. Sunyaluck Chaikajornwat ⁴ Spouse/Immature Children Related Juristic Person	Independent Director	- - -	- - -	- - -	- - -	- - -
6	Mr. Chanitr Charnchainarong Spouse/Immature Children Related Juristic Person	Independent Director	- - -	- - -	- - -	- - -	- - -

No.	Director/Executive	Position	Number of Shares Holding As of February 17, 2021	Percentage (%)*	Number of Shares Holding As of February 28, 2020	Percentage (%)**	Number of Share Change Increase/ (Decrease) During the Year
7	Ms. Suwimon Chungjotikapisit Spouse/Immature Children Related Juristic Person	Director	- - -	- - -	- - -	- - -	-
8	Mr. Phawit Chitrakorn Spouse/Immature Children Related Juristic Person	Director CEO GMM Music	- - -	- - -	- - -	- - -	-
9	Mr. Fahmai Damrongchaitham ¹² Spouse/Immature Children Related Juristic Person	Director Chief Strategic Officer–Music 1	9,342,400 - -	1.14 - -	9,308,200.00 - -	1.14 - -	34,200
10	Mr. Sompobh Budspawanich Spouse/Immature Children Related Juristic Person	Chief Strategic Officer–Music 2	- - -	- - -	- - -	- - -	-
11	Mrs. Kanokporn Sanawatana ¹³ Spouse/Immature Children Related Juristic Person	Chief Financial Officer	- - -	- - -	- - -	- - -	-
12	Mr. Termphong Opanaphan Spouse/Immature Children Related Juristic Person	Auditor (CPA No. 4501)	- - -	- - -	- - -	- - -	-
13	Mr. Warathorn Wongsawangsiri ¹³ Spouse/Immature Children Related Juristic Person	Independent Director (Resignation, effective December 18, 2020)	- - -	- - -	- - -	- - -	-
14	Dr. Lackana Leelayouthayotin ¹⁵ Spouse/Immature Children Related Juristic Person	Director (Resignation, effective January 4, 2021)	- - -	- - -	- - -	- - -	-
15	Mrs. Saithip Montrikul Na Audhaya ¹⁶ Spouse/Immature Children Related Juristic Person	Director (Resignation, effective January 4, 2021)	120 - -	0.00 - -	120 - -	0.00 - -	-
16	Mrs. Karnsuda Sansuthi ¹⁷ Spouse/Immature Children Related Juristic Person	Chief Financial Officer (Resignation, effective January 13, 2021)	- - -	- - -	- - -	- - -	-

Note:

- \1 \2 Mr. Paiboon Damrongchaitham is the father of Mr. Fahmai Damrongchaitham. (Mr. Paiboon Damrongchaitham Group, who is a concert party group consisting of Mr. Paiboon Damrongchaitham; holding 392,834,599 shares (equivalent to 47.910%), Mr. Fahmai Damrongchaitham; holding 9,342,400 shares (equivalent to 1.139%), Mr. Rafah Damrongchaitham; holding 9,000,000 shares (equivalent to 1.098%), Miss Fahchai Damrongchaitham; holding 7,969,873 shares (equivalent to 0.972%), Miss Ingfah Damrongchaitham, holding 7,969,872 shares (equivalent to 0.972%) and Geurtfah Co., Ltd.; holding 433,600 shares (equivalent to 0.053%).
- \3 Mr. Warathorn Wongsawangsiri resigned from the Board of Directors effective from December 18th, 2020.
- \4 Mr. Sunyaluck Chaikajornwat was appointed the independent director, according to resolution passed at the Board of Directors' Meeting No.8/2020 effective on December 23rd, 2020 to replace the resigned director Mr. Warathorn Wongsawangsiri .
- \5 \6 Dr. Lackana Leelayouthayotin and Mrs. Saithip Montrikul Na Audhaya resigned from the Board of Directors effective from January 4th, 2021.
- \7 Mrs. Karnsuda Sansuthi resigned from being an employee of the Company effective from January 13th, 2021.
- \8 Mrs. Kanokporn Sanawatana was appointed the Chief Financial Officer, according to resolution passed at the Board of Directors' Meeting No.1/2021, held on January 12th, 2021, effective on January 25th, 2021 to replace the resigned Mrs. Karnsuda Sansuthi.

Company Secretary

Mrs. Somsuda Ruampumsuk, Director of Corporate Secretary, as the Company Secretary, effective as of May 13, 2015. This person is considered well qualified with great capabilities, possesses many years of useful experience, successfully participated in training seminars and related courses required and being able to carry out the duties of the Company Secretary so that the Company adheres to related laws and Good Corporate Governance regulations.

Duties and Responsibilities of the Company Secretary

1. Being a Secretary to the Board of Directors by coordinating with all parties in organizing Board of Directors Meetings and Shareholders Meetings so that they adhere to principles of Good Corporate Governance and related regulations, the Company's Articles of Associations and best practices and related laws such as the Securities and Exchange Act and the Public Limited Company Act B.E. 1992.
2. Being responsible for disclosing the Company's information in line with the SET's and SEC's regulations and other regulatory bodies.
3. Providing basic advice to the Board of Directors and executives who have to follow the Company's Articles of Association, rules of the SEC and SET and any new regulations that may be relevant to the Company.
4. Preparing and storing important documents such as the registration of the Company's directors, the invitation letter and minutes of the Board of Directors Meeting, the invitation letter and minutes of the Shareholders Meeting, the Annual Report, shares holding report of directors and executives' team and reports of conflicts of interest filed by directors and executives.
5. Supervising various activities and events performed by the Board of Directors to ensure the efficiency and effectiveness of their works and the greatest benefits to the Company.
6. Coordinating with related parties to ensure that the resolutions from the Board of Directors Meetings and the Shareholders Meetings are carried out.
7. Executing additional duties as assigned by the Board of Directors.

The person taking the highest responsibility in finance and accounting (CFO) and the person supervising accounting (Chief Accountant)

The person taking the highest responsibility in finance and accounting

Mrs. Karnsuda Sansuthi, Chief Financial Officer (CFO), as the person taking the highest responsibility in finance and accounting, effective as of January 21, 2016 to January 13, 2021 due to resigning from being an employee of the Company. This person is considered well qualified with great capabilities, possesses many years of useful experience, successfully participated in training seminars and related courses required and being able to carry out the duties of the CFO. Mrs. Karnsuda completed 12 hours orientation program in 2017 and attended continuous accounting knowledge enhancement training of 20 hours in 2020.

At present, the Company has appointed Mrs. Kanokporn Sanawatana to be the Chief Financial Officer. as the person taking the highest responsibility in finance and accounting, effective as of January 25, 2021 onwards. This person is considered well qualified with great capabilities, possesses many years of useful experience, successfully participated in training seminars and related courses required and being able to carry out the duties of the CFO. Mrs. Kanokporn attended continuous accounting knowledge enhancement training of 12 hours in 2020.

The person supervising accounting

Miss Kadearoon Uppathamp, Accounting Director, as the person supervising accounting, effective as of December 31, 2016. This person is considered well qualified with great capabilities, possesses many years of useful experience, successfully participated in training seminars and related courses required and being able to carry out the duties of the Chief Accountant with criteria specified by Department of Business Development.

In 2020, Miss Kadearoon has completed the necessary and relevant training seminars to perform the duties of good accounting supervision by attended continuous training programs in accounting total training was 12 hours, by attending the Update course Accounting standards and adaptation of accountants in the digital age 2020 for 6 hours organized by EY Office Company Limited and the Update Legal e-Payment, e-Tax Invoice&e-Receive, e-Withholding Tax and e-Filling for 6 hours organized by Dharmniti Seminar and Training Company Limited.

Remuneration of Directors and Executives

1) Remuneration of Directors and Sub-committee

1.1) Remuneration of Directors

The Board of Directors has clearly and transparently set the policy on director's remuneration by assigning the Nomination and Remuneration Committee to determine guidelines and policies on the remuneration of the Board of Directors and sub-committees, both monetary and non-monetary in each year and presented to the Board of Directors and / or shareholders meeting for approval. The director's remuneration has been considered under appropriateness for duties and responsibilities, comparing with other companies in similar businesses, as well as the benefits to the Company. The Director's

Remuneration Survey Report which conducted by the IOD (latest data), the information on remuneration of director and executive of listed companies by the SET was also taken into consideration.

Remuneration of Directors in 2020 was in accordance with the resolution from the 2020 annual shareholders' meeting on July 3rd, 2020 at the amount of 6,650,000 baht based upon changing the remuneration criteria comprising of the monthly remuneration, the meeting allowance and annual bonus, for the Chairman of the Company, Independent Directors and Non-Executive Directors except the Executive Directors that will not receive monthly remuneration and meeting allowance because they already receive salary from being an employee of the Company, same as last year; summarized as follows:

1.1.1 Monthly Remuneration (paid for directors every month)

Unit: Baht/Person/Time	
Position	Monthly Remuneration
Chairman	50,000
Independent Director	20,000
Director	20,000
Executive Director*	-

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

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

Unit: Baht/Person/Time	
Position	Meeting Allowance
Chairman	20,000
Independent Director	20,000
Director	20,000
Executive Director*	-

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

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

- Total annual bonus in 2020 for the Board was being paid from the amount approved by the shareholders as mentioned above, deducted by total monthly remuneration and meeting allowances paid to directors and independent directors during the year. The annual bonus was proportionated according to individual attendance records for the year, with an allocation rate for Chairman applied twice the number of attendance; while an allocation rate for independent director, director and executive director applied at one time the number of attendance by consideration and approval of Chairman of the Nomination and Remuneration Committee.

1.1.4 Non-monetary/Other benefits

None

1.2) Remuneration of Sub-committees

1.2.1 Remuneration for the Audit Committee

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

1.2.1. Monthly Remuneration (paid for directors every month)

Unit: Baht/Person/Time

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

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

Unit: Baht/Person/Time

Position	Meeting Allowance for the Audit Committee
Chairman of Audit Committee	20,000
Audit Committee (per person)	20,000

1.2.1.3 Non-monetary/ Other benefits

None

1.2.2 Remuneration of other Sub-committees

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

1.2.3 Remuneration of directors as directors of the subsidiaries

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

In 2020, remuneration for 11 directors of the Board, was amounting to 6,650,000 baht in total, with details as follows:

Name	Title	Remuneration for the Board of Directors			Remuneration for the Audit Committee		Non-Monetary	Total Remuneration 2020 (Baht)
		Meeting Allowance 2020 (Baht)	Monthly Remuneration 2020 (Baht)	Director's Annual Gratuity 2020 (Baht)	Meeting Allowance 2020 (Baht)	Monthly Remuneration 2020 (Baht)		
1. Mr. Paiboon Damrongchaitham	Chairman	160,000	600,000	353,885	-	-	none	1,113,885
2. Dr. Naris Chaiyasoot	Chairman of the Audit Committee + Independent Director	160,000	240,000	176,942	100,000	360,000	none	1,036,942
3. Mr. Chanitr Charnchainarong	Member of the Audit Committee + Independent Director	160,000	240,000	176,942	100,000	120,000	none	796,942
4. Mr. Suvit Mapaisansin	Member of the Audit Committee + Independent Director	160,000	240,000	176,942	100,000	120,000	none	796,942
5. Mr. Warathorn Wongsawangsiri ¹	Member of the Audit Committee + Independent Director	140,000	230,968	154,825	100,000	115,484	none	741,276
5. Mr. Sunyaluck Chaikajornwat ²	Member of the Audit Committee + Independent Director	-	5,806	-	-	2,903	none	8,710
6. Miss Suwimon Chungjotikapisit	Non-Executive Director	160,000	240,000	176,942	-	-	none	576,942
7. Dr. Lackana Leelayouthayotin ³	Non-Executive Director	160,000	240,000	176,942	-	-	none	576,942
8. Mrs. Saithip Montrikul Na Audhaya ⁴	Non-Executive Director	120,000	240,000	132,707	-	-	none	492,707
9. Miss Boosaba Daorueng	Director / Executive Director	-	-	176,942	-	-	none	176,942
10. Mr. Phawit Chitrakorn	Director / Executive Director	-	-	176,942	-	-	none	176,942
11. Mr. Fahmai Damrongchaitham	Director / Executive Director	-	-	154,825	-	-	none	154,825
Total (Baht)		1,220,000	2,276,774	2,034,839	400,000	718,387	-	6,650,000

Note :

\1 Mr. Warathorn Wongsawangsiri resigned from the Board of Directors effective from December 18th, 2020.

\2 Mr. Sunyaluck Chaikajornwat was appointed the independent director, according to resolution passed at the Board of Directors' Meeting No.8/2020 effective on December 23rd, 2020 to replace the resigned director Mr. Warathorn Wongsawangsiri.

\3 \4 Dr. Lackana Leelayouthayotin and Mrs. Saithip Montrikul Na Audhaya resigned from the Board of Directors effective from January 4th, 2021.

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

In 2020, the Company has evaluated the performance of top executives. (and all employees) in term of Key Performance Index (KPI). Each employee must set their KPIs together with action plans and submit to the Group Chief Executive Officer and/or Group Executive Committee and/or Board of Directors which will be in conjunction with compensation, salary adjustment and bonus. The performance evaluation with KPI is performed together with performance evaluation set by the Human Resources Department.

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

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

In 2020, the total monetary remuneration for Group Executive Committee member and top executives in total 8 persons amounted to 70,710,128 Baht.

Remuneration Description	Amount (Baht)
Salary and Bonus	67,875,158
Other Benefits:	
- Provident Fund	2,563,970
- (Depend on the period of employment)	271,000
Total	70,710,128

Human Resources

The Group's total numbers of workforce, both full-time and part-time employees (with a definite contract term), as of December 31st, 2020 were 1,383.

Company	2020		(Unit: Person)
	Full-time	Part-time	
GMM Grammy Plc.	660	12	672
Subsidiaries	627	84	711
Total	1,287	96	1,383

Note : Full-time employees are employees whose employment contracts do not indicate the date of their employment termination.
: Part-time employees are employees whose employment contracts clearly indicate the date when their employment with the Company ends, such as contractual employees and freelancers.

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

1. The Company believes in the value of human beings by treating employees as the most important resource that the Company would promote its policy on employee's development for the utmost working efficiency.
2. The Company regards each employee as a respected and honored colleague who should be well cared for.
3. The Company will ensure fair employment and offer fair career advancement opportunities.
4. The Company will operate under the basis of teamwork, where everyone works together as a single unit and will work to build excellent morale among employees at every level.
5. The Company will develop all employees in terms of their knowledge, ability, expertise, operational and management skills as appropriate so that they can continue to advance and grow.
6. The Company will promote and retain all talented employees to ensure they work with the Company as long as possible.
7. The Company will promote and support employees to ensure stability in their profession, with promotions being granted to employees who have suitable quality before seeking to recruit externally sourced candidates to fill the positions.
8. The Company will review benefits and other remuneration to remain on par with other companies in the same industry and commensurate with the position, experience, qualifications and quality of each employee. The pay will also be based on the Company's performance, as well as the country's socio-economic environment.
9. The Company considers that human resources management is a duty to be directly handled by immediate supervisor and that the human resources department serves as a consulting unit. Therefore, it is the supervisor's responsibility to closely monitor and ensure the well-being of their staff.
10. Employees should consult with their supervisor in order to discuss any suggestions or assistance to resolve the problems or may obtain advice and assistance from the Human Resources Department as well.

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

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

-None-

Major labor disputes in the past 3 years

-None-

Employee Remuneration and Benefits

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

1. Salary and bonus

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

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

2. Other benefits

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

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

In 2020, total salaries, bonuses and employer's contributions paid for the entire Group were amounting to 966.83 million Baht, details are as follows:

Company	2020			(Unit: Million Baht)
	Salaries	Bonuses	Employer's contributions	
GMM Grammy Plc.	563.30	64.09	18.20	645.59
Subsidiaries	252.28	63.21	5.75	321.24
Total	815.58	127.30	23.95	966.83

3. Employee Welfare

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

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

In 2020, the Company reviewed and ensured that the Human Resources Management Policies, Company Employment Regulations and Welfare Manual were fully and constantly being complied.

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Board of Directors



Mr. Paiboon Damrongchaitham
Chairman



Miss Boosaba Daorueng
Vice-Chairman



Mr. Suvit Mapaisansin
Independent Director



Dr. Naris Chaiyasoot
Independent Director



Mr. Chanitr Charnchainarong
Independent Director



Mr. Sunyaluck Chaikajornwat
Independent Director



Dr. Lackana Leelayouthayotin
Director



Miss Suwimon Jhungjotikapisit
Director



Mrs. Saithip Montrikul na Audhaya
Director



Mr. Phawit Chitrakorn
Director



Mr. Fahmai Damrongchaitham
Director

Remarks: Dr. Luckana Leelayouthayotin and Mrs. Saithip Montrikul na Audhaya resigned from the Board of Directors', effective from January 4th, 2021.



Management Team



Miss Boosaba Daorueng
Group Chief Executive Officer



Mr. Phawit Chitrakorn
Chief Executive Officer
GMM Music



Mr. Sompohb Budspawanich
Chief Strategic Officer–Music 2



Mr. Fahmai Damrongchaitham
Chief Strategic Officer–Music 1



Mrs. Karnsuda Sansuthi
Chief Financial Officer

Remarks: Mrs. Karnsuda Sansuthi
resigned, effective from January 13th, 2021.



Board of Directors and Management Team

as of 25/02/2021

Mr. Paiboon Damrongchaitham (Age: 71 years)

Chairman of the Board / Chairman of the Company Advisory Board

Date of Directorship

March 25, 1994

Education Background

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

Seminar Accomplishment

The National Broadcasting and Telecommunications Commission
Broadcasting Executive Forum (BCF), Class 1/2013

Number of Share Holding (%) as of 17/02/2021

392,834,599 shares (47.91%), including related parties,
according to Section 59 of the Securities and Exchange Act

Experience

Listed Companies

2008 - Present	Chairman of the Company Advisory Board, GMM Grammy Plc.
1998 - Present	Chairman of the Board, GMM Grammy Plc.
Jul 2011 - 13 Jul 2014	Member of the Nomination and Remuneration Committee, GMM Grammy Plc.
2005 - Jul 2011	Chairman of the Nomination and Remuneration Committee, GMM Grammy Plc.
1998 - 2008	Chairman of the Executive Committee Advisor, GMM Grammy Plc.

Other Companies

13 Aug 2020 - Present	Director, Fah damrongchaitham Co., Ltd.
11 Apr 2018 - Present	Director, GDH 559 Co., Ltd.
31 May 2017 - Present	Chairman of the Board, The One Enterprise Co., Ltd.
2009 - Present	Director, Ruamfah Deawkan Co., Ltd.
2005 - Present	Director, Trinaga Co., Ltd.
2001 - Present	Director, Geurtfah Co., Ltd.
1998 - Present	Director, Global Music and Media (China) Co., Ltd.

2001 - Present	Director, Geurtfah Co., Ltd.
1998 - Present	Director, Global Music and Media (China) Co., Ltd.
1998 – Present	Chairman/Founder, Damrongchaitham Foundation
1987 – Present	Director, Ruamfah Co., Ltd.
12 Jan 2018 -1 Dec 2020	Director (Authorized Director), GMM Media Plc.
21 Dec 2019 -30 Nov 2020	Chairman of the Executive Committee, GMM Channel Holding Co., Ltd.
7 Dec 2017- 30 Nov 2020	Director (Authorized Director), GMM Channel Holding Co., Ltd.
21 Dec 2017- 20 Dec 2019	Chairman of the Board, GMM Channel Holding Co., Ltd.
Apr 2015 - 9 Dec 2019	Director, Juditangton Co., Ltd. (Liquidation Completed)
Nov 2011- 4 Dec 2019	Chairman of the Board, O-Shopping Co., Ltd. (Formerly GMM CJ O-Shopping Co., Ltd.)
2009 - 26 Dec 2018	Vice Chairman, Family Know-how Co., Ltd. (Dissolution)
2002 - 12 Nov 2018	Director, H.Y. Infinite Co., Ltd (Formerly Hou Yuu Co., Ltd.) (Liquidation Completed)
2008 - 20 June 2017	Chairman of the Company Advisory, GMM Media Plc.
Mar 2012 - Sep 2012	Director, GMM Z Co., Ltd.
2005 - 2009	Chairman of the Nomination and Remuneration Committee, GMM Media Plc.
2002 - 2009	Chairman of the Board, GMM Media Plc.
2007 - 2008	Advisor to the Executive Committee, GMM Media Plc.
2005 - 2007	Chairman of the Risk Management Committee, GMM Media Plc.
2002 - 2007	Chairman of the Executive Director, GMM Media Plc.

Miss Boosaba Daorueng (Age: 68 years)

Vice Chairman of the Board (Authorized Director) / Chairman of the Risk Management Committee/ Chairman of the Corporate Governance and Ethics Committee/ Chairman of the Group Executive Committee/ Group Chief Executive Officer

Date of Appointment (as a director)

March 25, 1994

Date of Appointment (as an executive)

2009

Education Background

Bachelor of Liberal Arts, Thammasat University

Number of Share Holding (%) as of 17/02/2021

1,750,240 shares (0.21%), including related parties, according to Section 59 of the Securities and Exchange Act

Education Background

Listed Companies

13 May 2017- Present	Chairman of the Corporate Governance and Ethics Committee, GMM Grammy Plc.	29 Mar 2018 - Present	Director, Teen Talk Co., Ltd.
May 2012- Present	Chairman of the Group Executive Committee, GMM Grammy Plc.	29 Mar 2018 - Present	Director, EXACT Co., Ltd.
Feb 2012 - Present	Group Chief Executive Officer, GMM Grammy Plc.	19 Apr 2017- Present	Director, Z Trading Co., Ltd.
2008 - Present	Vice Chairman of the Board, GMM Grammy Plc.	15 Jul 2016 - Present	Director, Sawasdee Thaweesuk Co., Ltd.
2005 - Present	Chairman of the Risk Management Committee, GMM Grammy Plc.	15 Jul 2016 - Present	Director, Siangdee Thaweesuk Co., Ltd.
Mar 1994 - Present	Director (Authorized Director), GMM Grammy Plc.	15 Jul 2016 - Present	Director, Nadao Bangkok Co., Ltd.
2009 - May 2012	Co-Chief Executive Director, GMM Grammy Plc.	14 Dec 2015 - Present	Director, GDH 559 Co., Ltd.
2009 - Feb 2012	Co-Chief Executive Officer, GMM Grammy Plc.	27 May 2015 - Present	Director, Ngandee Thaweesuk Co., Ltd.
		Jul 2013 - Present	Director, Digistream Co., Ltd.
		Oct 2012 - Present	Director, GDC Co., Ltd.
		Oct 2010 - Present	Director, GR Vocal Studio Co., Ltd.
		Jul 2005 - Present	Director, Fan TV Co., Ltd.
		Apr 2004 - Present	Director, Scenario Co., Ltd.
		Jul 2003 - Present	Director, Digital Arms Co., Ltd.
		May 2000 - Present	Director, GMM Holding Co., Ltd.
		Dec 1998 - Present	Director, GMM Digital Domain Co., Ltd.
		Nov 1998 - Present	Director, MGA Co., Ltd.
		Nov 1998 - Present	Director, Grammy Publishing House Co., Ltd.
		Aug 1998 - Present	Director, GMM Music Publishing International Co., Ltd.
		1998 - Present	Director, Global Music and Media (China) Co., Ltd.
20 May 2020 - Present	Director, GMMZ Co., Ltd.		
18 May 2020 - Present	Director, Bravo Studio Co., Ltd.		
17 Aug 2018 - Present	Director, OSP TV Co., Ltd.		
18 Apr 2018 - Present	Director, GS ONE Co., Ltd.		

Aug 1996 - Present	Director, Magic Film Co., Ltd.	4 Apr 2018 - 20 Sep 2018	Director, GMM Channel Co., Ltd.
Nov 1995 - Present	Director, More Music Co., Ltd.	4 Apr 2018 - 14 Sep 2018	Director / Chief Executive Officer, GMM Channel Holding Co., Ltd.
Sep 1994 - Present	Director, Extraorganizer Co., Ltd.	Aug 2015 - 12 Jan 2018	Director, A-Time Media Co., Ltd.
20 May 2020 - 9 Dec 2020	Director, Tee Fah Studio Co., Ltd. (Liquidation Completed)	Aug 2015 - 12 Jan 2018	Director, GMM TV Co., Ltd.
20 May 2020 - 4 Dec 2020	Director, Gung Ho Studio Co., Ltd. (Liquidation Completed)	2015 - 12 Jan 2018	Director, GMM Media Plc.
2004 - 4 Dec 2020	Director, Deetalk Co., Ltd. (Liquidation Completed)	Sep 2013 - 12 Jan 2018	Director, GMM Channel Co., Ltd.
Apr 2004 - 29 Jun 2020	Director, GMM Tai Hub Co., Ltd. (Liquidation Completed)	Aug 2015 - 7 Dec 2017	Director, GMM Channel Trading Co., Ltd.
21 Jul 2016 - 16 Jun 2020	Director, Good Things Happen Co., Ltd.	May 2010 - 2 Jun 2017	Director, Acts Studio Co., Ltd.
Feb 2006 - 2 Mar 2020	Director, GMM Goods Co., Ltd.	Sep 2015 - 1 Jun 2017	Director, Exact Scenario Co., Ltd.
Nov 1998 - 5 Aug 2019	Director, Digital Gen Co., Ltd. (Liquidation Completed)	Sep 2013 - 1 Jun 2017	Director, GMM One TV Co., Ltd.
Jan 1997 - 5 Aug 2019	Director, GMM Studio Co., Ltd. (Liquidation Completed)	21 Jul 2015 - 31 May 2017	Director, The One Enterprise Co., Ltd.
Aug 1999 - 24 Sep 2018	Director, GBroadcast Co., Ltd.	Sep 2015 - 3 Mar 2017	Director, Memiti Co., Ltd.
20 Apr 2018 - 24 Sep 2018	Director, Change2561 Co., Ltd.	Sep 2004 - 20 Jan 2016	Director, Luckdee Thaweesuk Co., Ltd. (Liquidation Completed)
4 Apr 2018 - 24 Sep 2018	Director, A-Time Media Co., Ltd.	Nov 1998 - 31 Jan 2017	Director, GTH On-air Co., Ltd. (Liquidation Completed)
4 Apr 2018 - 24 Sep 2018	Director, GMM TV Co., Ltd.	Jul 2005 - 1 Jul 2015	Director, Index Creative Village Plc. (Former Index Event Agency Plc.)
4 Apr 2018 - 20 Sep 2018	Chairman of the Board / Director, GMM Media Plc.	2003 - 2008	Advisor to the Executive Committee and the Board of Directors, GMM Media Plc.

Dr. Naris Chaiyasoot (Age: 65 years)
Independent Director / Chairman of the Audit Committee/
Chairman of the Nomination and Remuneration Committee

Date of Directorship

March 20, 2013

Education Background

B.A. Economics (Honors), Thammasat University
M.A. Economics (English Program), Thammasat University
Ph.D. Economics, University of Hawaii, USA

Seminar Accomplishment

The Thai Institute of Directors (IOD)

1. Role of the Chairman Program (RCP), Class 45/2019
2. Advanced Audit Committee Program (AACP), Class 29/2018
3. Chartered Director Class (CDC), Class 3/2008
4. Director Certification Program (DCP), Class 82/2006
5. Director Accreditation Program (DAP), Class 32/2005
6. Finance for Non-Finance Directors (FND), Class 19/2005

Number of Share Holding (%) as of 17/02/2021

-None-

Experience

Listed Companies

May 2016 - Present	Chairman of the Board, AP (Thailand) Plc.
13 Nov 2015 - Present	Chairman of the Nomination and Remuneration Committee, GMM Grammy Plc.
Aug 2015 - Present	Chairman of the Board / Audit Committee, Banpu Power Plc.
Mar 2013 - Present	Chairman of the Audit Committee / Independent Director, GMM Grammy Plc.
Dec 2012 - 18 Apr 2018	Chairman of the Audit Committee / Independent Director, Fortune Parts Industry Plc.
Mar 2013 - 13 Nov 2015	Member of the Nomination and Remuneration Committee, GMM Grammy Plc.
2009 - 2012	Director, Thai Oil Plc.
2008 - 2011	Director, PTT Plc.

Other Companies

20 Jan 2018 - Present	Chairman, Function International Co., Ltd.
2018 - Present	Chairman, Travelex (Thailand) Co., Ltd.
Oct 2015 - Present	Chairman, RX manufacturing Co., Ltd.
Oct 2015 - 2020	Advisor, Organization for Researches in art, culture, urban and leisure development (ORAC), Japan
May 2016 - 2017	Chairman of the Board, Thai Credit Guarantee Corporation
Jan 2015 - 30 Sep 2015	Deputy Permanent Secretary, Ministry of Finance
Jul 2014 - 30 Sep 2015	Chairman of the Board, Export-Import Bank of Thailand
Apr 2014 - 30 Sep 2015	Director, Bangkok Commercial Asset Management Co., Ltd.
Oct 2011 - 30 Sep 2015	Chairman of the Board, Dhanarak Asset Development Co., Ltd.
2010 - 30 Sep 2015	Chairman, Deposit Protection Agency
2011 - Dec 2014	Director-General, The Treasury Department, Ministry of Finance
2011 - Jun 2014	Chairman, Small and Medium Enterprise Development Bank of Thailand
2010 - 2011	Board Member, Capital Market Supervisory Board, The Securities and Exchange Commission
2010 - 2011	Director-General, Fiscal Policy Office, Ministry of Commerce
2009 - 2010	Deputy Permanent Secretary, Ministry of Finance
2006 - 2007	Inspector-General, Ministry of Finance
1998 - 2004	President of Chancellor, Thammasat University

Mr. Suvit Mapaisansin (Age: 62 years)

Independent Director/ Member of the Audit Committee / Member of the Nomination and Remuneration Committee / Member of the Corporate Governance and Ethics Committee

Date of Directorship

April 29, 2015

Education Background

Bachelor of Economics, Chulalongkorn University
Master of Business Management, Sasin Graduate Institute of Business Administration of Chulalongkorn University

Seminar Accomplishment

The Thai Institute of Directors (IOD)

1. Course Director Certification Program Class 12/2001
2. Course Audit Committee Program Class 37/2011

Number of Share Holding (%) as of 17/02/2021

-None-

Experience

Listed Companies

13 Nov 2015 - Present	Member of the Nomination and Remuneration Committee, GMM Grammy Plc.	2011 - 2012	Chairman of the Audit Committee / Member of the Audit Committee, Krungthai Card Plc.
13 May 2015 - Present	Member of the Audit Committee, GMM Grammy Plc.	2009 - 2012	Independent Director, Krungthai Card Plc.
13 May 2015 - Present	Member of the Corporate Governance and Ethics Committee, GMM Grammy Plc.	2003 - 2009	Chief Executive Officer, Phatra Securities Plc.
29 Apr 2015 - Present	Independent Committee, GMM Grammy Plc.	Other Companies	
2012 - Present	Director, Kiatnakin Phatra Plc.	3 Sep 2018 - Present	Director, Alpha Absolute Co., Ltd.
2009 - Present	Director, Kiatnakin Phatra Securities Plc.	2010 - Present	Director, KKP Capital Plc.
3 Apr 2014 - 1 Feb 2017	Independent Director/ Member of the Audit Committee, Golden Lime Plc.	2011 - 2 Apr 2014	Independent Director / Member of the Audit Committee, Golden Lime Co., Ltd.
		2012 - 2014	Chairman of the Board of Directors, Phatra Asset Management Co., Ltd.
		2012 - 2014	Chairman of the Board of Directors, KK TRADE Securities Co., Ltd.
		26 Jun 2002-27 May 2003	Vice Chairman of the Board, The Stock Exchange of Thailand
		6 Feb 2001 - 25 Jun 2002	Director, The Stock Exchange of Thailand
		2000 - 2002	Managing Director, Merrill Lynch Phatra Securities Co., Ltd.

Mr. Chanitr Charnchainarong (Age: 57 years)
Independent Director / Member of the Audit Committee

Date of Directorship	November 13, 2015	May 2018 - Present	Chairman of the Board / Independent Director, Northeast Rubber Plc.
Education Background	Bachelor of Science (Electrical Engineering), Purdue University, USA Master of Science (Electrical Engineering), Purdue University, USA Chartered Financial Analyst (CFA), CFA Institute, USA	Nov 2015 - Present	Independent Director / Member of the Audit Committee, GMM Grammy Plc.
		Oct 2015 - Dec 2018	Independent Director / Chairman of the Board, Comanche International Plc.
Seminar Accomplishment	The Thai Institute of Directors (IOD) 1. Director Certification Program (DCP), Class 52/2004 Other Institutes 2. Senior Executives of Justice Administration, Class 19/2014, Office of the Judicial Training Institute 3. Advanced Management Program (AMP), Class 185/2013, Harvard Business School, Harvard University, USA 4. Public Economics Management for Executives, Class 9/2011, King Prajadhipok's Institute 5. Capital Market Academy Leader Program, Class 2/2006, Capital Market Academy	Other Companies	Independent Director, Strategic Property Investors Co., Ltd.
Number of Share Holding (%) as of 17/02/2021	-None-	Jul 2016 - Present	Executive Vice President, Central Group.
Experience		2016 - Present Senior	Independent Director, UOB (Thailand) Plc.
Listed Companies		May 2015 - Present	Advisor, Vnet Capital Co., Ltd.
23 Sep 2020 - Present	Independent Director / Member of the Audit Committee / Member of the Nomination Committee / Member of the Risk Management Committee/ Member of the Corporate Governance and Social Responsibility Committee, Asia Plus Group Holdings Plc.	Apr 2015 - Jul 2016	Member of University Council, Kasetsart University
Aug 2019 - Present	Independent Director / Member of the Audit Committee, Global Connections Plc.	2015 -2016	Director, CA Infimedia Co., Ltd.
		May 2015 - Apr 2016	Senior Advisor, The Quant Group Co., Ltd.
		Aug 2011 - Apr 2015	Vice President, The Stock Exchange of Thailand (SET)
		Feb 2006 - Feb 2014	President, Market for Alternative Investment (mai)

Mr. Sunyaluck Chaikajornwat (Age: 43 years)

Independent Director / Member of the Audit Committee / Member of the Corporate Governance and Ethics Committee

Date of Directorship

December 23, 2020

Education Background

Bachelor of Engineering, Assumption University, 1999.
LL.B., Thammasat University, 2000.
LL.M Columbia University, USA, 2005.

Seminar Accomplishment

-None-

Number of Share Holding (%) as of 17/02/2021

-None-

Experience

Listed Companies

23 Dec 2020 - Present Independent Director /Member of the Audit Committee/ Member of the Corporate Governance and Ethics Committee,
GMM Grammy Plc.

Other Companies

Jun 2001 - Present Partner,
Weerawong,
Chinnavat and Partners Co., Ltd.

Miss Suwimon Jhungjotikapisit (Age: 68 years)

Director (Authorized Director) / Member of the Nomination and Remuneration Committee / Company Advisor

Date of Directorship

November 13, 2010

Education Background

Bachelor of Political Science (Honors), Chulalongkorn University

Seminar Accomplishment

The Thai Institute of Directors (IOD)

Director Certification Program (DCP), Class 12/2011

Number of Share Holding (%) as of 17/02/2021

-None-

Experience

Listed Companies

Jul 2014 - Present	Member of the Nomination and Remuneration Committee, GMM Grammy Plc.
Nov 2010 - Present	Director (Authorized Director), GMM Grammy Plc.
Nov 2005 - Present	Company Advisor, GMM Grammy Plc.

Other Companies

5 Mar 2018 - Present	Director, Digistream Co., Ltd.
18 Apr 2018 - Present	Director, GS One Co., Ltd.
29 Mar 2018 - Present	Director, GDC Co., Ltd.

Jan 2016 - Present	Director, Saea Tid Peak Krub Co., Ltd.
Dec 2010 - Present	Director, MGA Co., Ltd.
Dec 2010 - Present	Director, Magic Film Co., Ltd.
Nov 2010 - Present	Director, A-Time Traveller Co., Ltd.
Nov 2010 - Present	Director, GMM Holding Co., Ltd.
Nov 2010 - Present	Director, Grammy Publishing House Co., Ltd.
Nov 2010 - Present	Director, Digital Arms Co., Ltd.
Oct 2010 - Present	Director, More Music Co., Ltd.
Oct 2010 - Present	Director, Geurtfah Co., Ltd.
Oct 2010 - Present	Director, Teen Talk Co., Ltd.
Oct 2010 - Present	Director, Ruamfah Co., Ltd.
Oct 2010 - Present	Director, Trinaga Co., Ltd.
2010 - Present	Director, Fan TV Co., Ltd.
Jul 2009 - Present	Director, Ruam Fah Deaw Gun Co., Ltd.
28 Jan 2008 - Present	Director / Treasurer, Damrongchaitham Foundation
Feb 2007 - Present	Director, U-Star (Thailand) Co., Ltd.
Nov 2010 - 4 Dec 2020	Director, Deetalk Co., Ltd. (Liquidation Completed)

Nov 2010 - 29 Jun 2020	Director, GMM Tai Hub Co., Ltd. (Liquidation Completed)
Nov 2010 - 20 May 2020	Director, GBroadcast Co., Ltd.
Nov 2010 - 20 May 2020	Director, GMM Music Publishing International Co., Ltd.
5 Jun 2017 - 20 May 2020	Director, GMM Z Co., Ltd.
Dec 2010 - 19 May 2020	Director, GR Vocal Studio Co., Ltd.
Nov 2010 - 19 May 2020	Director, GMM Digital Domain Co., Ltd.
Nov 2010 - 19 May 2020	Director, Extraorganizer Co., Ltd.
Oct 2010 - 19 May 2020	Director, Exact Co., Ltd.
Nov 2010 - 2 Mar 2020	Director, GMM Goods Co., Ltd.
Apr 2015 - 9 Dec 2019	Director, Judtangton Co., Ltd. (Liquidation Completed)
Apr 2018 - 5 Aug 2019	Director, Digital Gen Co., Ltd. (Liquidation Completed)
Nov 2010 - 5 Aug 2019	Director, GMM Studio Co., Ltd. (Liquidation Completed)
Oct 2010 - 12 Nov 2018	Director, H.Y.Infinite Co., Ltd. (Liquidation Completed)
Nov 2010 - 12 Jan 2018	Director, GMM Media Plc.
Oct 2010 - 12 Jan 2018	Director, GMM TV Co., Ltd.
Nov 2010 - 12 Jan 2018	Director, A-Time Media Co., Ltd.
Dec 2010 - 30 Jun 2017	Advisor, GMM Media Plc.
Dec 2010 - 20 Oct 2016	Director, Bliss Publishing Co., Ltd. (Liquidation Completed)
Oct 2010 - 13 Jun 2016	Director, Hou Yoo Central World Co., Ltd. (Liquidation Completed)
Nov 2010 - 20 Jan 2016	Director, Luckdee Thaweesuk Co., Ltd. (Liquidation Completed)
Sep 2010 - Nov 2015	Director, A Gen Event Agency Co., Ltd.
May 2010 - Sep 2015	Director, Acts Studio Co., Ltd.
Dec 2010 - 4 Aug 2015	Director, In Publishing Co., Ltd.
Dec 2010 - 4 Aug 2015	Director, GMM Times Co., Ltd.
Nov 2010 - 4 Aug 2015	Director, Image Publishing Co., Ltd.
Nov 2010 - 4 Aug 2015	Director, GMM Inter Publishing Co., Ltd.
Dec 2010 - 1 Jul 2015	Director, Index Creative Village Plc.
Apr 2010 - 2014	Director, Image On-air Co., Ltd.

Mr. Phawit Chitrakorn (Age: 45 years)

Director (Authorized Director) / Member of the Group Executive Committee / Member of the Risk Management Committee / Member of the Corporate Governance and Ethics Committee / Chief Executive Officer- GMM Music

Date of Appointment (as a director)

April 28, 2017

Date of Appointment (as an executive)

January 1, 2016

Education Background

Bachelor of Business Administration (Advertising),
Assumption University

Number of Share Holding (%) as of 17/02/2021

-None-

Experience

Experience

13 May 2017 - Present	Member of the Risk Management Committee, GMM Grammy Plc.	18 Apr 2018 - Present	Director, FAN TV Co., Ltd.
13 May 2017 - Present	Member of the Corporate Governance and Ethics Committee, GMM Grammy Plc.	28 Mar 2018 - 9 Dec 2020	Director, Tee Fah Studio Co., Ltd. (Liquidation Completed)
28 Apr 2017 - Present	Director (Authorized Director), GMM Grammy Plc.	1 May 2018 - 4 Dec 2020	Director, Gung Ho Studio Co., Ltd. (Liquidation Completed)
1 Jan 2017 - Present	Chief Executive Officer- GMM Music, GMM Grammy Plc.	10 Apr 2018 - 2 Mar 2020	Director, GMM Goods Co., Ltd.
26 Feb 2016 - Present	Member of Group Executive Committee, GMM Grammy Plc.	18 Apr 2018 - 5 Mar 2019	Director, Digistream Co., Ltd.
Jan 2016 - Dec 2016	Chief Marketing Officer, GMM Grammy Plc.	19 Apr 2017- 5 Jun 2017	Director, GMM Z Co., Ltd.

Other Companies

20 May 2020- Present	Director, GMM Music Publishing International Co., Ltd
Apr 2018 - Present	Advisory, SIX Network Co., Ltd.
21 May 2018 - Present	Director, Bravo Studio Co., Ltd.
18 Apr 2018 - Present	Director, GR Vocal Studio Co., Ltd.

Mr. Fahmai Damrongchaitham (Age: 34 years)

Director (Authorized Director) / Member of the Group Executive Committee / Member of the Risk Management Committee / Chief Strategic Officer-Music 1

Date of Appointment (as a director)

May 12, 2017

Date of Appointment (as an executive)

February 27, 2018

Education Background

Bachelor of Arts in Communication, Faculty of Annenberg School for Communication, University of Southern California, USA

Seminar Accomplishment

-None-

Number of Share Holding (%) as of 17/02/2021

9,308,200shares (1.14%), including related parties, according to Section 59 of the Securities and Exchange Act

Experience

Listed Companies

15 May 2019 - Present	Chief Strategic Officer-Music 1, GMM Grammy Plc.
27 Feb 2018 - Present	Member of the Risk Management Committee, GMM Grammy Plc.
12 May 2017 - Present	Director (Authorized Director), GMM Grammy Plc.
27 Feb 2017 - Present	Member of the Group Executive Committee, GMM Grammy Plc.
22 Aug 2011 - Present	Director, Investment Committee, GMM Grammy Plc.
1 Dec 2016 - 14 May 2019	Chief Sale Officer-GMM Music, GMM Grammy Plc.
9 Dec 2011 - 12 May 2017	Member of Risk Management Committee.
Oct 2014 - 30 Nov 2016	Managing Director - Aratist, GMM Grammy Plc.
16 Jun 2010 - 30 Sep 2014	Managing Director, Sanamluang Music, GMM Grammy Plc.
2011 - Dec 2012	Co-Chief Operation Officer (Co-OO), GMM Grammy Plc.
9 Dec 2011 - Mar 2012	Member of the Corporate Governance and Ethics Committee, GMM Grammy Plc.

28 Jul 2008 - 15 Jun 2010 Marketing Officer, GMM Grammy Plc.

Other Companies

13 Aug 2020 - Present	Director, Fah damrongchaitham Co., Ltd.
11 Apr 2019 - Present	Director, GMP Foods Co., Ltd.
31 May 2017 - Present	Director, The ONE Enterprise Co., Ltd.
Jan 2016 - Present	Director, Saea Tid Peak Krub Co., Ltd.
Oct 2012 - Present	Managing Director, Z Trading Co., Ltd.
Aug 2012 - Present	Director, U-Star (Thailand) Co., Ltd.
2011 - Present	Director, Geurtfah Co., Ltd.
2011 - Present	Director, Ruamfah Co., Ltd.
2009 - Present	Director, Ruam Fah Deaw Gun Co., Ltd.
13 Sep 2007 - Present	Director and Secretary, Damrongchaitham Foundation
7 Dec 2017 - 30 Nov 2020	Director, GMM Channel Holding Co., Ltd.
21 May 2018 - 20 May 2020	Director, Gung Ho Studio Co., Ltd. (Liquidation Completed)
28 Mar 2018 - 20 May 2020	Director, Tee Fah Studio Co., Ltd. (Liquidation Completed)
Mar 2017 - 20 May 2020	Director, Z Trading Co., Ltd.
21 May 2018 - 18 May 2020	Director, Bravo Studio Co., Ltd.
18 Apr 2018 - 18 May 2020	Director, FAN TV Co., Ltd.
Apr 2015 - 9 Dec 2019	Director, Judtangton Co., Ltd. (Liquidation Completed)
Sep 2019 - 4 Dec 2019	Director, O-Shopping Co., Ltd. (Formerly GMM CJ O-Shopping Co., Ltd.)
24 Aug 2018 - 14 Mar 2019	Director, Proud Project One Co., Ltd.
18 Apr 2018 - 5 Mar 2019	Director, Digistream Co., Ltd.
20 Apr 2018 - 24 Sep 2018	Director, Change2561 Co., Ltd.
12 Jan 2018 - 24 Sep 2018	Director, A-Time Media Co., Ltd.
12 Jan 2018 - 24 Sep 2018	Director, GMM TV Co., Ltd.
12 Jan 2018 - 20 Sep 2018	Director, GMM Channel Co., Ltd.
6 Dec 2017 - 20 Sep 2018	Director, GMM Media Plc.
2011 - 12 Nov 2018	Director, H.Y. Infinite Co., Ltd.
Apr 2013 - 5 May 2017	Director, 3-RD Co., Ltd.
Feb 2012 - Sep 2012	Marketing Director, GMM Z Co., Ltd.

Mr. Sompohb Budspawanich (Age: 54 years)

Member of the Risk Management Committee / Chief Strategic Officer- Music 2

Date of Appointment (as an executive)

February 27, 2018

Education Background

Bachelor of Business Administration (Accounting),
Ramkhamhaeng University

Seminar Accomplishment

Other Institutes
Finance for the boss Class 34/2012,
Management & Psychology Institute

Number of Share Holding (%) as of 17/02/2021

-None-

Experience

Listed Companies

15 May 2019 - Present	Chief Strategic Officer-Music 2, GMM Grammy Plc.
Feb 2018 - Present	Member of Risk Management Committee, GMM Grammy Plc.
Feb 2018 - 15 Jul 2020	Member of Group Executive Committee, GMM Grammy Plc.
2017 - 14 May 2019	Chief Operating Officer- GMM Music, GMM Grammy Plc.
2016 - 2017	Vice of Chief Executive Officer, GMM Music, GMM Grammy Plc.
2014 - 2016	Vice of Chief Financial Officer, GMM Grammy Plc.
2007 - 2014	Vice President of Accounting, GMM Grammy Plc.

Other Companies

21 May 2018 - Present	Director, Bravo Studio Co., Ltd.
18 Apr 2018 - Present	Director, GR Vocal Studio Co., Ltd.

18 Apr 2018 - Present	Director, FAN TV Co., Ltd.
10 Apr 2018 - Present	Director, GMM Goods Co., Ltd.
2015 - Present	Director, GDH 559 Co., Ltd.
2015 - Present	Director, GMM Music Publishing International Co., Ltd.
28 Mar 2018 - 9 Dec 2020	Director, Tee Fah Studio Co., Ltd. (Liquidation Completed)
21 May 2018 - 4 Dec 2020	Director, Gung Ho Studio Co., Ltd. (Liquidation Completed)
2006 - 29 Jun 2020	Director, GMM Tai Hub Co., Ltd. (Liquidation Completed)
2012 - Mar 2018	Director, Teen Talk Co., Ltd.
2014 - 2017	Director, Family Know-how Co., Ltd. (Dissolution)
19 Aug 2015 - 1 Jun 2017	Director, GMM One TV Co., Ltd.
2013 - 1 Jun 2017	Director, Acts Studio Co., Ltd.
2013 - 1 Jun 2017	Director, Exact Scenario Co., Ltd.
2013 - 3 Mar 2017	Director, Memiti Co., Ltd.
2012 - Apr 2017	Director, GMM Z Co., Ltd.
2011 - 31 Jan 2017	Director, GTH On-air Co., Ltd. (Liquidation Completed)

Mrs. Kanokporn Sanawatana (Age: 49 years)

Member of the Risk Management Committee / Member of the Group Executive Committee / Chief Financial Officer

Date of Appointment (as an executive)

January 25, 2021

Education Background

Bachelor of Accountancy, Dhurakij Pundit University
Master of Business Administration, Finance and Banking,
Ramkhamhaeng University

Seminar Accomplishment

The Thai Institute of Directors (IOD)

1. Director Certification Program (DCP), Class 171/2013
2. Advance Audit Committee Program (AACP), Class 22/2016
3. Certification of Japanese Language and Art,
Nagasaki Wesleyan Junior College
4. IT for Non-IT auditor, National Science and Technology
Development Agency (NSTDA)
5. Mini-Master of HR Management, Chulalongkorn University
6. Prepare for changes in financial reporting standards about
the financial instruments, The Stock Exchange of Thailand
7. Design of management system and human resource
development, Institute for the development science.

Number of Share Holding (%) as of 17/02/2021

-None-

Experience

Listed Companies

25 Jan 2021 - Present Chief Financial Officer / Member of
Group Executive Committee /
Member of Risk Management
Committee, GMM Grammy Plc.

7 May 2020 - 1 Jan 2021 Chief Financial Officer (CFO) and
Executive Vice President-Finance
Accounting & Legal,
The Platinum Group Plc.

1 Jul 2019 - 1 May 2020	Chief Financial Officer (CFO), J.S.P. Property Plc.
2017 - 29 May 2019	Executive Vice President Accounting (CFO), Charn Issara Development Plc.
Other Companies	
2015 - 2017	Executive Vice President on Accounting and Finance (CFO), Aurora Design Co., Ltd. (Aurora group)
2014 - 2015	Director of Strategy Planning & Risk Management Department, Student Loan Fund, Ministry of Finance
2011 - 2014	Director of Management and Administration, Electronic-Government Agency (Public Organization), Ministry of Information and Communication Technology

Mr. Warathorn Wongsawangsiri (Age: 38 years)

Independent Director / Member of the Audit Committee /
Member of the Corporate Governance and Ethics Committee
(resigned, effective from December 18, 2020)

Date of Directorship

May 14, 2019

Education Background

LL.B. (1st Class Honors), Chulalongkorn University, 2004
LL.M. (Honors), Northwestern University School of Law, USA, 2010
Thai Barrister-at-Law, Thai Bar Association, 2005

Seminar Accomplishment

The Thai Institute of Directors (IOD)

1. Course Director Certification Program Class (DCP) 2018

Number of Share Holding (%) as of 17/02/2021

-None-

Experience

Listed Companies

14 May 2019 - Present Independent Director /
Member of the Audit Committee/
Member of the Corporate
Governance and Ethics Committee,
GMM Grammy Plc.

Other Companies

Nov 2019 - Present	Director (Authorized Director), Herbert Smith Freehills (Thailand) Co., Ltd.
Jan 2017 - Present	Lecturer, The Thai Institute of Directors Association (IOD)
Jan 2016 - Aug 2019	Partner, Weerawong, Chinnavat and Partners Co., Ltd.
Jan 2015 - Jun 2019	Director, Chulalongkorn Law School Alumni Association (C.L.S.A.A.)
Jan 2012 - Dec 2015	Senior Associate, Weerawong, Chinnavat & Peangpanor Co., Ltd.

Dr. Lackana Leelayouthayotin (Age: 67 years)

Director

(resigned, effective from January 4, 2021)

Date of Directorship

June 24, 2015

Education Background

B.Sc. (Chemistry), Chulalongkorn University
MBA (Marketing), Catholic University of Leuven, Belgium
DBA (Marketing), University of Southern Queensland, Australia

Seminar Accomplishment

The Thai Institute of Directors (IOD)

1. Director Certification Program (DCP), Class 225/2016
2. Director Certification Program (DCP), Class 225/2016

Other Institutes

2. Cyber Resilience by Bank of Thailand (August 21, 2019)
3. Global Brand Forum (2004)
4. Unleashed the Power Within by Anthony Robbins, Singapore (2001)
5. Asia Pacific Chief Executive Grid Seminar, Grid Organization Development and Change Management (2000)
6. Advance Executive Program (AEP), Kellogg School of Management, North Western University, USA (1998)
7. Data-Based Competitive Benchmark in Marketing, Asia Pacific Marketing Federation, Philippines (1994)
8. Update in Strategic Management by University of California Berkley, Singapore (1994)
9. Developing the First-Class Manager, Hawksmere, Hong Kong (1989)
10. Marketing Manager, Queen's University, Canada (1984)

Number of Share Holding (%) as of 04/01/2021

-None-

Experience

Listed Companies

5 Apr 2019 - Present	Independent Director and Member of the Executive Committee. Siam Commercial Bank Public Company
26 Feb 2016 - Present	Chairman of the Audit Committee/ Independent Director/Member of Nomination and Remuneration Committee, Techno Medical Public Co., Ltd
Apr 2015 - Present	Independent Director, Lam Soon (Thailand) Plc.
24 Jun 2015 - 4 Jan 2021	Director, GMM Grammy Plc.
2015 - 2017	Company Advisor, GMM Grammy Plc.

Other Companies

2 Mar 2020 - Present	Chairman of the Board, Rojukiss International Plc. (This juristic person transformed from Aisance Co., Ltd.)
Jun 2019 - Present	Vice president, Chulalongkorn University Alumni Association under the King's Patronage)
Aug 2018 - Present	Funds for patients and hospitals Somdet Phra Yanasawon Foundation Patriarch Wat Bowornniwet Vihara, Royal Patronage.
2017 - Present	Independent Director, Bangchak Retail Co., Ltd.
8 Aug 2016 - Present	Independent Director/Member of Audit Committee, Shera Plc. (former is Mahaphant Fibre-Cement Plc.)
25 Jan 2016 - Present	Managing Director, Advisor and Beyond Co., Ltd.
25 Jul 2014 - Present	Chairman, The Foundation for Education of The Marketing Association of Thailand
Jul 2013 - Present	Company Advisor, Brand's Suntory (Thailand) Co. Ltd (former is Cerebos (Thailand) Co., Ltd. renamed since 22 May 2017)
1997 - Present	Member of Committee and Chairman of Subcommittee on Increasing Blood Donors, National Blood Centre Thai Red Cross Society
Dec 2019 - Mar 2020	Chairman of the Board, Aisance Co., Ltd.
2017 - Mar 2020	Director, Aisance Co., Ltd.
15 Sep 2015 - Dec 2019	Advisor to the Strategy Subcommittee, Thailand Institute of Nuclear Technology (Public Organization)
15 Sep 2015 - Jun 2019	Chairman of the Audit Committee, Thailand Institute of Nuclear Technology (Public Organization)
Aug 2015 - 12 Jan 2018	Director, GMM Channel Co., Ltd.
21 Jul 2015 - 31 May 2017	Director, The One Enterprise Co., Ltd.
Oct 2007 - 13 Mar 2017	Director, Tipco F & B Co., Ltd.
2010 - 2014	Executive Vice President & CEO of Health Supplement Division, Cerebos Pacific Limited
2006 - 2014	Board of Director, Cerebos Pacific Limited
2005 - 2009	Executive Vice President & CEO South East Asia, Cerebos Pacific Limited

Mrs. Saithip Montrikul Na Audhaya (Age: 64 years)
Director (Authorized Director)

(resigned, effective from January 4, 2021)

Date of Directorship

July 16, 2002

Education Background

Bachelor of Arts (Mass Communications),

Chulalongkorn University

Honorary Bachelor of Technology

(Mass Communication of Technology),

Rajamangala University of Technology Rattanakosin

Number of Share Holding (%) as of 04/01/2021

120 shares (0%), including related parties, according to
 Section 59 of the Securities and Exchange Act.

Experience

Listed Companies

2002 - 4 Jan 2021	Director (Authorized Director), GMM Grammy Plc.	Oct 2006 - 30 Mar 2018	Director, Digital Arms Co., Ltd.
2009 - 28 Feb 2019	Member of the Risk Management Committee, GMM Grammy Plc.	1996 - 30 Mar 2018	Director, GMM Digital Domain Co., Ltd.
Jan 2017 - 27 Feb 2018	Chief Executive Officer-GMM Media, GMM Grammy Plc	Mar 2012 - 29 Mar 2018	Director, GDC Co., Ltd.
May 2012 - 27 Feb 2018	Member of the Group Executive Committee, GMM Grammy Plc.	Feb 2009 - 29 Mar 2018	Chairman of the Board, GMM Media Plc.
Oct 2014 - Dec 2016	Chief Executive Officer-GMM Channel Digital TV (GMM Media), GMM Grammy Plc.	2004 - 29 Mar 2018	Director, Exact Co., Ltd.
Feb 2012 - Jul 2014	Chief Executive Officer-Media Business, GMM Grammy Plc.	Nov 1995 - 29 Mar 2018	Director, Teen Talk Co., Ltd.
2009 - May 2012	Co-Chief Executive Director, GMM Grammy Plc.	Mar 2012 - 19 Apr 2017	Director, Z Trading Co., Ltd.
1989 - Feb 2009	Executive Director, GMM Grammy Plc.	Dec 2010 - 20 Oct 2016	Director, Bliss Publishing Co., Ltd (Liquidation Completed)
20 Apr 2018 - Present	Director / Chief Executive Officer, Change2561 Co., Ltd.	Sep 2010 - Nov 2015	Director, A Gen Event Agency Co., Ltd.
29 Mar 2018 - 30 Nov 2020	Vice Chairman of the Board, GMM Channel Holding Co., Ltd.	Jun 2011 - Sep 2015	Director, Memiti Co., Ltd.
7 Dec 2017 - 30 Nov 2020	Director, GMM Channel Holding Co., Ltd.	May 2010 - Sep 2015	Director, Acts Studio Co., Ltd.
2007 - 30 Nov 2020	Director, A-Time Traveler Co., Ltd.	Aug 2014 - Aug 2015	Director, GMM One TV Co., Ltd.
21 Dec 2017 - 29 Mar 2018	Chief Executive Officer, GMM Channel Trading Co., Ltd.	Mar 2009 - Jul 2015	Director, Index Creative Village Plc.
Aug 2014 - 4 Apr 2018	Director, GMM Channel Co., Ltd.	2007 - Oct 2014	Chief Executive Officer, GMM Media Plc.
2002 - 4 Apr 2018	Director, GMM Media Plc.	2002 - 30 Sep 2014	Managing Director, GMM Media Plc.
2000 - 4 Apr 2018	Director, GMM TV Co., Ltd.	1989 - Sep 2014	Managing Director, A-Time Media Co., Ltd.
1989 - 4 Apr 2018	Director, A-Time Media Co., Ltd.	Mar 2012 - 23 Jul 2014	Director, GMM Z Co., Ltd.
Aug 2015 - 30 Mar 2018	Director, Deetalk Co., Ltd	2007 - Dec 2011	Managing Director, A-Time Traveler Co., Ltd.
		Aug 2008 - Feb 2009	Vice Chairman of the Board, GMM Media Plc.
		2007 - Feb 2009	Chairman of the Risk Management Committee, GMM Media Plc.
		1995 - Jan 2007	Managing Director, GMM TV Co., Ltd.
		2005 - 2007	Member of the Risk Management Committee, GMM Media Plc.
		2002 - 2007	Executive Director, GMM Media Plc.

Mrs. Karnsuda Sansuthi (Age: 51 years)

Member of the Risk Management Committee / Member of the Group Executive Committee / Chief Financial Officer

(resigned, effective from January 13, 2021)

Date of Appointment (as an executive)

January 12, 2016

Education Background

Bachelor of Accountancy, Chulalongkorn University
Master of Business Administration, Financial Management, National Institute of Development Association, Bangkok

Seminar Accomplishment

The Thai Institute of Directors (IOD)

1. Director Certification Program (DCP), Class 199/2015
2. Company Secretary Program (CSP), Class 56/2014
3. Strategic Financial Leadership Program(SFLP) 2017 ,
Thai Listed Companies Association(TLCA)

Number of Share Holding (%) as of 13/01/2021

-None-

Experience

Listed Companies

12 Jan 2016 - 13 Jan 2021	Chief Financial Officer, GMM Grammy Plc.
26 Feb 2016 - 15 Dec 2020	Member of Risk Management Committee, GMM Grammy Plc.
12 Jan 2016 - 15 Dec 2020	Member of Group Executive Committee, GMM Grammy Plc.
2013 - Aug 2015	Member of Executive Committee/ Senior Vice President of Financial and Accounting, The Platinum Group Public Co., Ltd.
2012 - 2013	Senior Vice President of Financial and Accounting, Subsidiary Companies of The Platinum Group Public Co., Ltd.

Other Companies

20 May 2020 - 15 Dec 2020	Director, GBroadcast Co., Ltd.
20 May 2020 - 15 Dec 2020	Director, GMMZ Co., Ltd.
20 May 2020 - 15 Dec 2020	Director, GMM Holding Co., Ltd.
20 May 2020 - 15 Dec 2020	Director, MGA Co., Ltd.
19 May 2020 - 15 Dec 2020	Director, Digistream Co., Ltd.
19 May 2020 - 15 Dec 2020	Director, Teen talk Co., Ltd.
19 May 2020 - 15 Dec 2020	Director, More Music Co., Ltd.
19 May 2020 - 15 Dec 2020	Director, Magic Film Co., Ltd.
19 May 2020 - 15 Dec 2020	Director, Extraorganizer Co., Ltd.
18 May 2020 - 15 Dec 2020	Director, Grammy Publishing House Co., Ltd.
18 May 2020 - 15 Dec 2020	Director, G S-One Co., Ltd.

18 May 2020 - 15 Dec 2020	Director, GDC Co., Ltd.
18 May 2020 - 15 Dec 2020	Director, Digital Arms Co., Ltd.
17 Aug 2018 - 15 Dec 2020	Director, OSP TV Co., Ltd.
18 May 2020 - 4 Dec 2020	Director, Deetalk Co., Ltd. (Liquidation Completed)
18 Mar 2016 - 29 Jun 2020	Director, GMM Tai Hub Co., Ltd. (Dissolution)
21 May 2018 - 20 May 2020	Director, Gung Ho Studio Co., Ltd. (Liquidation Completed)
28 Mar 2018 - 20 May 2020	Director, Tee Fah Studio Co., Ltd. (Liquidation Completed)
21 May 2018 - 18 May 2020	Director, Bravo Studio Co., Ltd.
18 Mar 2016 - Sep 2019	Director, GMM CJ O Shopping Co., Ltd.
18 Mar 2016 - 5 Mar 2018	Director, Digistream Co., Ltd.
5 Jul 2016 - 26 Dec 2018	Director, Family Know-how Co., Ltd. (Dissolution)
21 Apr 2016 - 18 Apr 2018	Director, Digital Gen Co., Ltd. (Liquidation Completed)
18 Mar 2016 - 18 Apr 2018	Director, Deetalk Co., Ltd.
18 Mar 2016 - 18 Apr 2018	Director, G S-One Co., Ltd.
18 Mar 2016 - 12 Jan 2018	Director, GMM Channel Co., Ltd.
18 Mar 2016 - 12 Jan 2018	Director, GMM TV Co., Ltd.
18 Mar 2016 - 12 Jan 2018	Director, A-Time Media Co., Ltd.
18 Mar 2016 - 12 Jan 2018	Director, GMM Media Plc.
18 Mar 2016 - 7 Dec 2017	Director, GMM Channel Trading Co., Ltd.
18 Mar 2016 - 2 Jun 2017	Director, Acts Studio Co., Ltd.
18 Mar 2016 - 1 Jun 2017	Director, GMM One TV Co., Ltd.
18 Mar 2016 - 1 Jun 2017	Director, Exact Scenario Co., Ltd.
18 Mar 2016 - 31 May 2017	Director, The ONE Enterprise Co., Ltd.
4 Jan 2017 - 5 May 2017	Director, 3-RD Co., Ltd.
18 Mar 2016 - 18 Apr 2017	Director, GMMZ Co., Ltd.
18 Mar 2016 - 3 Mar 2017	Director, Memiti Co., Ltd.
Sep 2015 - Dec 2015	Chief Financial Officer, NIST International School
2002 - 2012	Finance Director, United Distribution Business Co., Ltd.

getsunova



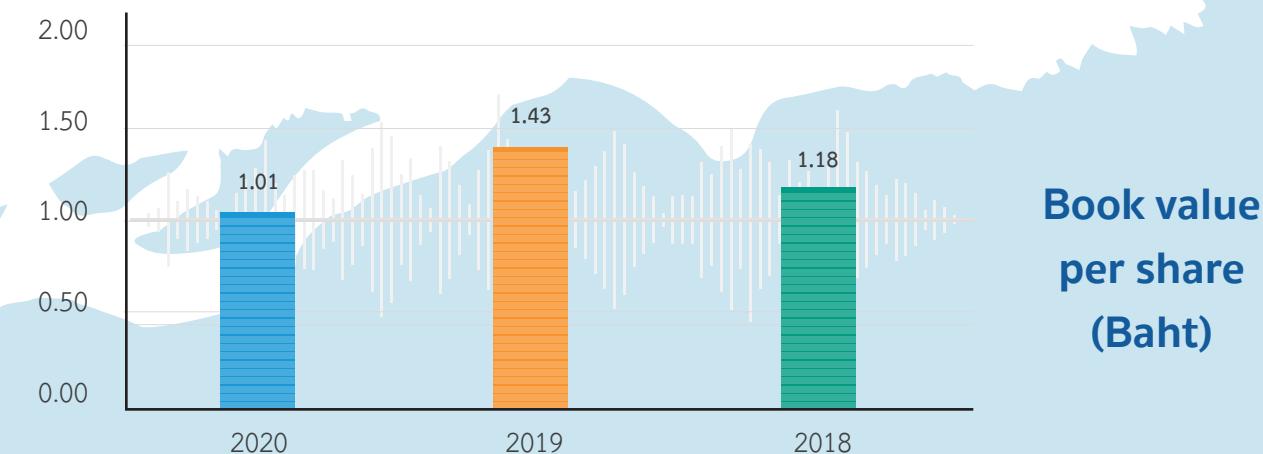
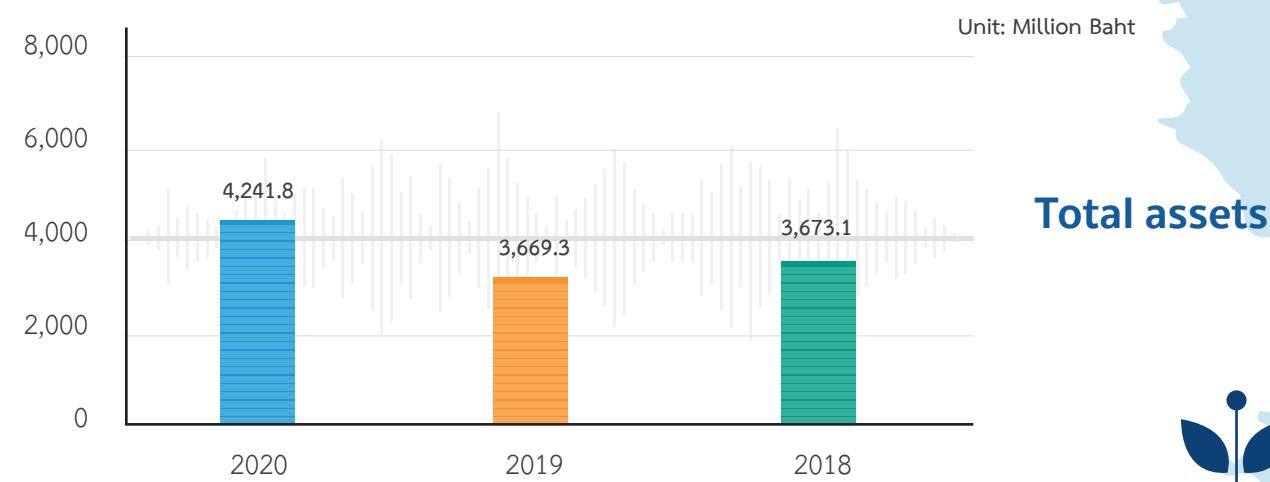
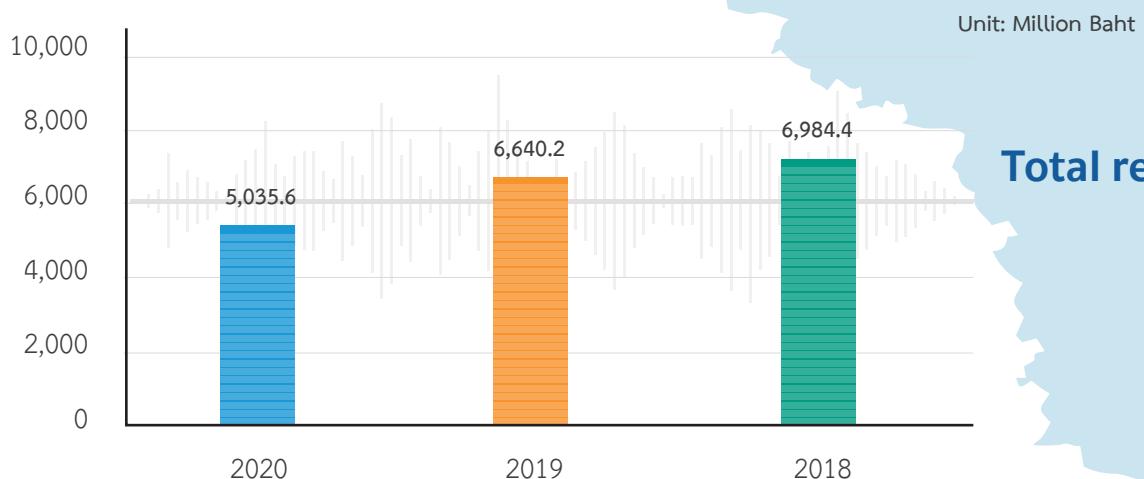
DIGITAL EP ALBUM





Financial Highlights

Products / Services	Consolidated Financial Statement (Unit: Million Baht)		
	2020	2019	2018
Total revenues	5,035.6	6,640.2	6,984.4
Revenue from sales and services	4,971.6	6,602.2	6,870.5
Total costs	3,134.4	4,025.0	4,364.7
Gross profit	1,837.2	2,577.2	2,505.8
Earnings/(loss) before Non-controlling interest of the subsidiaries	(149.6)	374.7	63.0
Net earnings/(loss) for the year	(175.4)	341.9	15.4
Dividend paid	164.0	82.0	-
Total assets	4,241.8	3,669.3	3,673.1
Total liabilities	3,284.0	2,338.3	2,529.3
Non-controlling interest of the subsidiaries	129.7	161.6	174.4
Equity attributable to the Company's shareholders	828.1	1,169.3	969.4
Weighted average number of ordinary shares (Million shares)	819.9	819.9	819.9
Net earning/(loss) per share (Baht)	(0.21)	0.42	0.02
Dividend paid per share (Baht)	0.20	0.10	-
Book value per share (Baht)	1.01	1.43	1.18
Net profit/(loss) margins	-3.48%	5.15%	0.22%
Return on equity	-17.56%	31.97%	1.61%
Return on assets	-4.43%	9.31%	0.41%



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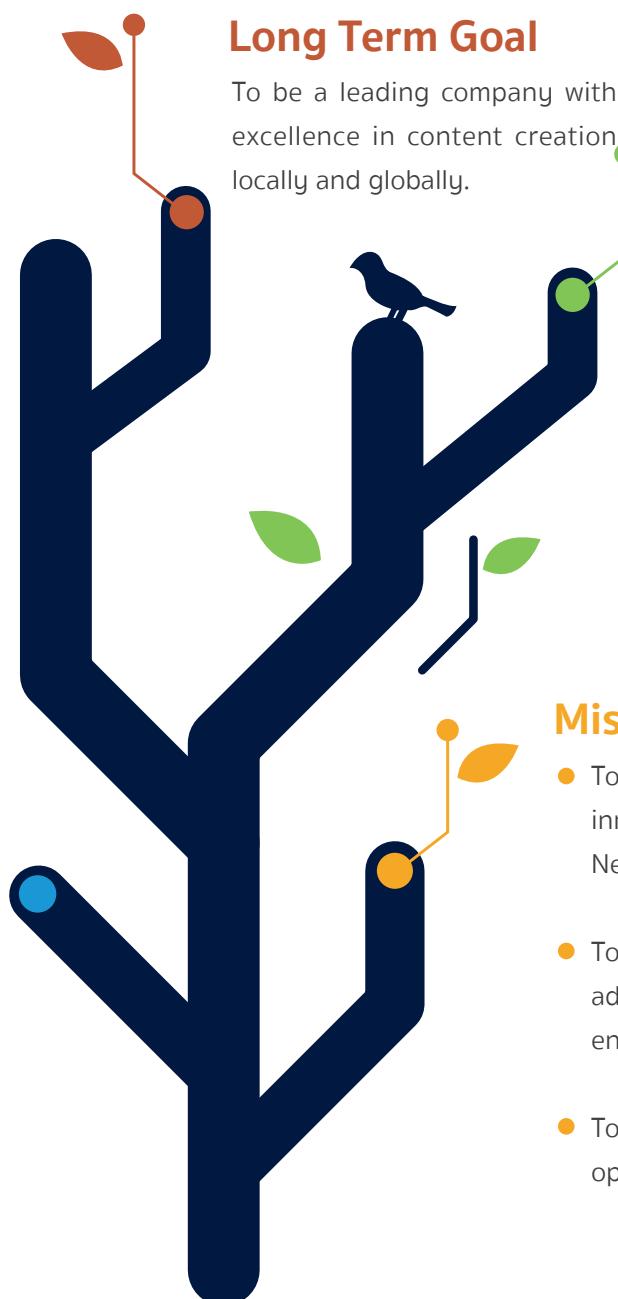


White
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Policy and Business Overview

Vision, Mission and Long Term Goal

The Board of Directors will review the Company's vision, mission and long term goal every year, so as to determine and adjust the Company's business targets and directions to suit the situation as appropriated. The Board's Meeting No.6/2020 on November 13, 2020 reviewed and affirmed vision, mission and long term goal as stated above.





Major Changes and Development

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

2018

March The Company additionally purchased ordinary shares of The One Enterprise Company Limited, a joint venture, for THB 220 million from Scenario Company Limited, an associate company. Thus, the shareholding of the Company in The One Enterprise Company Limited increased from 25.50 percent to 31.27 percent

May GMM Channel Holding Company Limited, a joint venture, established a subsidiary name 'Change 2561 Company Limited' to operate TV programs production business for broadcasting on Digital TV and online platforms and organizing concerts. Change 2561 Company Limited has THB 20 million in paid-up capital.

August Established a subsidiary name 'OSP TV Company Limited' to operate as a satellite television platform provider. The percentage of shareholding is 51 percent and Paid-up 25 percent at THB 130,000. GMM CJO Shopping Company Limited (Present: O Shopping Company Limited) holds 49 percent of shares.

September GMM Channel Holding Company Limited, a joint venture, established a subsidiary name "GMM Studio International Company Limited" to operate TV programs production for broadcasting on Digital TV and online platforms. GMM Studio International Company Limited has THB 20 million in paid-up capital.

November The Company closed down 'Family Know How Company Limited,' an associate company jointly owned (50 percent) with the Stock Exchange of Thailand. The Company announced the discontinuing of Money Channel broadcast on cable TV and satellite TV from January 1, 2019 onwards.

2019

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

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

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

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

2020

March

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

April

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

November

The Company passed a resolution to approve the sale of shares in GMM Channel Holding Company Limited, a joint venture of the Company, in the amount of 9,999,998 shares with a par value of THB 100 per share, or equivalent to 50 percent of the total shares of GMM Channel Holding Company Limited at THB 120 per share for a total of THB 1.2 billion, to The One Enterprise Company Limited, another joint venture of the Company. This restructuring has resulted in the Company's investment in just one joint venture, namely, The One Enterprise Company Limited.

The Company passed a resolution to approve the purchase of shares by GMM Holding Company Limited, a 100 percent wholly-owned subsidiary of the Company, in 'GMM Channel Company Limited' for a total of 20,920,000 shares with a par value of THB 100 per share, or equivalent to 100 percent of the total sold shares at the price of THB 1.

The Company passed a resolution to approve the purchase of shares by GMM Holding Company Limited, a 100 percent wholly-owned subsidiary of the Company, in 'Content and Artist Network Company Limited' for a total of 1,000 shares with a par value of THB 100 per share, or equivalent to 100 percent of the total sold shares at the price of THB 1.

The Company passed a resolution to approve the purchase of shares by GMM Holding Company Limited, a 100 percent wholly-owned subsidiary of the Company, in A-Time Traveler Company Limited. The purchase of said shares was made from A-Time Media Company Limited and the original shareholders of A-Time Traveler Company Limited for a total of 10,000 shares with a par value of THB 25 per share, or equivalent to 20 percent of the total sold shares at the price of THB 250,000.

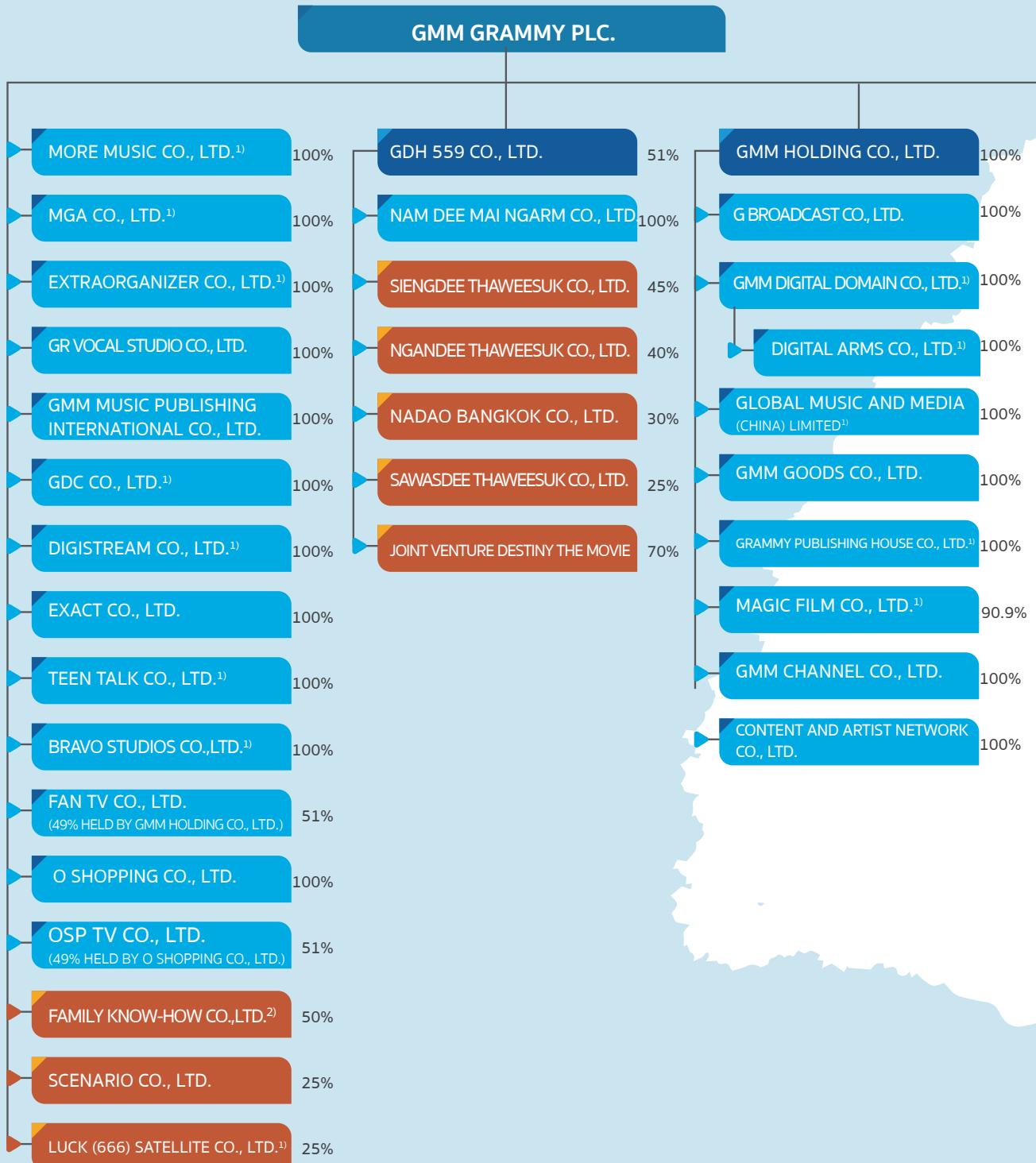
The Company has also passed a resolution effective after the sale of all shares of GMM Channel Holding Company Limited to The One Enterprise Company Limited, with GMM Channel Company Limited as a subsidiary of the Company and licensee for the use of frequencies and as a digital terrestrial television broadcasting business operator. Said resolution approves entering into a contractual agreement for the appointment of a marketing representative for the GMM 25 television channel as well as a licensing agreement for the use of television program names and an intellectual property license agreement between GMM Channel Company Limited and GMM Channel Holding Company Limited for the operation of programs on the GMM 25 television channel starting from January 1, 2021, and expiring at the specified expiry date of the GMM 25 television channel license (including the renewal period). Said license is currently set to expire on April 24, 2029.

The Company passed a resolution approving financial assistance to The One Enterprise Company Limited as a guarantee for loans from financial institutions in the amount of 31.27 percent, or not more than 50 percent of the THB 2.2 billion loans to The One Enterprise Company Limited to be used as a funding source for the purchase of share prices in GMM Channel Holding Company Limited. The maximum guarantee amount is THB 1.1 billion.

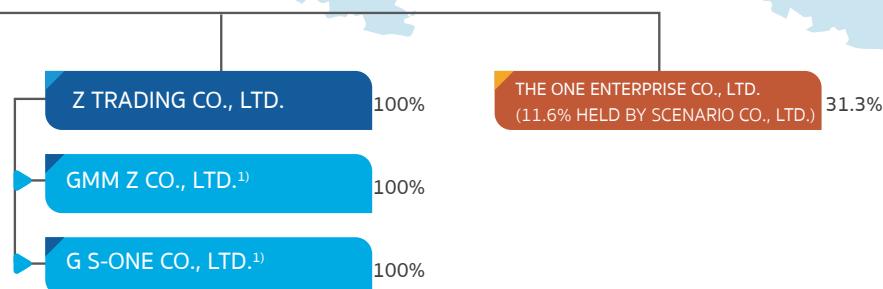
The Company deregistered discontinued subsidiaries with the Ministry of Commerce, Tifa Studio Limited, Gung Ho Studio Company Limited, and Deetalk Company Limited.



Shareholding Structure of the Company



as of 31 December 2020



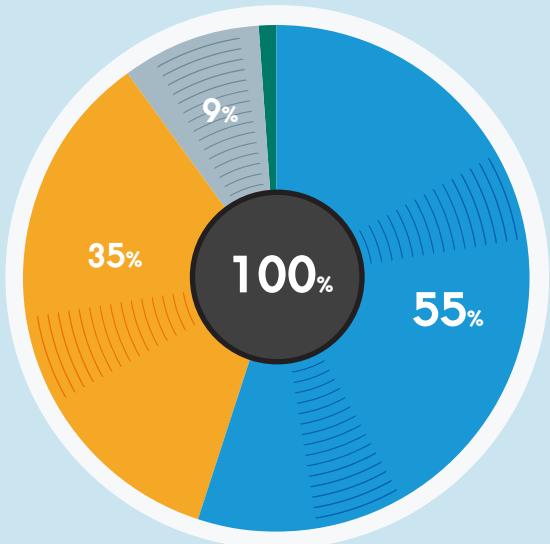
- 1) Temporary discontinued operations.
- 2) Dissolution, liquidation is being process.

  Subsidiaries

 Associate Companies/Joint Venture



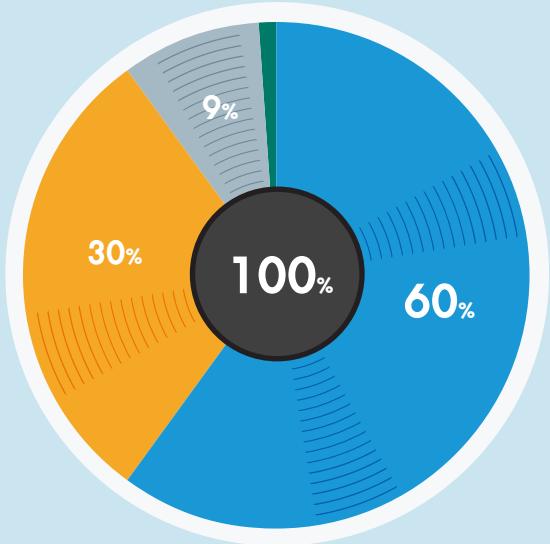
Revenues Structure



Revenue Structure 2020

Unit: Million Baht

Music	2,759	55%
Merchandise	1,751	35%
Other Business	462	9%
Other Income (Interest income, Dividend income, etc.)	64	1%
Total		5,036



Revenue Structure 2019

Unit: Million Baht

Music	4,014	60%
Merchandise	1,973	30%
Other Business	615	9%
Other Income (Interest income, Dividend income, etc.)	38	1%
Total		6,640

Product / Service	Operated by	2020		2019		2018		
		Million Baht	%	Million Baht	%	Million Baht	%	
Music and digital businesses								
Music								
GMM Grammy Plc.		300.60	6.0	493.51	7.4	621.31	8.9	
GMM Music Publishing International Co., Ltd.		232.07	4.6	313.26	4.7	249.88	3.6	
GR Vocal Studio Co., Ltd.		22.23	0.4	30.57	0.5	23.72	0.3	
Fan TV Co., Ltd.		5.05	0.1	10.40	0.2	17.15	0.2	
Total revenues from music		559.96	11.1	847.74	12.8	912.06	13.1	
Digital Music								
GMM Grammy Plc.		937.85	18.6	1,123.26	16.9	860.23	12.3	
Total revenues from digital music		937.85	18.6	1,123.26	16.9	860.23	12.3	
Showbiz								
GMM Grammy Plc.		1,260.84	25.0	2,043.34	30.8	1,965.65	28.1	
Total revenues from showbiz		1,260.84	25.0	2,043.34	30.8	1,965.65	28.1	
Total revenues from music and digital businesses		2,758.65	54.8	4,014.34	60.5	3,737.94	53.5	
Merchandise businesses								
Home Shopping								
O Shopping Co., Ltd.		1,531.87	30.4	1,693.53	25.5	2,305.50	33.0	
OSP TV Co.,Ltd.		0.00	0.0	0.20	0.0	0.19	0.0	
Total revenue from home shopping		1,531.87	30.4	1,693.73	25.5	2,305.69	33.0	
Set Top Box IIa: Broadcasting								
Z Trading Co., Ltd.		211.76	4.2	279.54	4.2	240.44	3.4	
Total revenue from set top box and broadcasting		211.76	4.2	279.54	4.2	240.44	3.4	
Direct Sales								
GMM Goods Co., Ltd.		7.40	0.1	-	-	-	-	
Total revenue from direct sales		7.40	0.1	-	-	-	-	
Total revenue from merchandise businesses		1,751.03	34.8	1,973.27	29.7	2,546.13	36.5	
Other businesses								
GMM Grammy Plc.		52.25	1.0	147.82	2.2	148.07	2.1	
Exact Co., Ltd.		2.29	0.0	1.92	0.0	7.41	0.1	
GMM Tai Hub Co., Ltd.		-	-	-	-	6.85	0.1	
GDH 559 Co., Ltd.		352.33	7.0	464.87	7.0	412.57	5.9	
Nam Dee Mai Ngarm Co., Ltd.		4.34	0.1	-	-	-	-	
GMM Channel Co., Ltd.		50.67	1.0	-	-	-	-	
Other subsidiaries		-	-	-	-	11.58	0.2	
Total revenue from other businesses		461.88	9.2	614.61	9.3	586.48	8.4	
Finance income		3.55	0.1	6.20	0.1	7.21	0.1	
Other income		60.51	1.2	31.83	0.5	106.60	1.5	
Total revenues		5,035.62	100.0	6,640.25	100.0	6,984.36	100.0	





Business Description

The Group divides its business into three main categories, consisting of 1) Core Business 2) Related Business and 3) Joint Venture Business, which are summarized as follows:

1. Core Business

The music business operates under the “Total Music Business” model, including artist selection, music production, marketing, music content management, music distribution in terms of physical and digital products, show business and artist management business.

1.1 Music Business

1.1.1 Digital Music Business

Fast-developing technology together with changes in consumer behavior compels the music industry to find the best way to reach consumers and generate more revenue for the Company. The digital music business involves converting music content into a digital format for distribution through online music streaming platforms such as YouTube, Facebook, Spotify, JOOX, iTunes, Tencent Music and Line TV, where users can listen to music online, on-demand, or from playlists. Users may also download music for listening offline.

1.1.2 Rights Management Business

Management and collection of copyrights fees from business operators who use the Company’s music for commercial purposes such as radio operators, restaurants, and karaoke operators.

1.1.3 Physical Products

Physical distribution of products includes DVD, MP3, USB, and MP3 formats as well as box-set albums. Sales and distribution are carried out through traditional trade channels, modern trade channels, and kiosks as well as e-commerce and the call center.

1.2 Artist Management Business

The Company has a policy to improve artist singing skills and acting skills with an emphasis on artist development to elevate to the real professional level. In this regard, the Company places importance on increasing income for artists in the form of live performances in pubs and bars, as well as other opportunities such as serving as product presenters, which leads to artists’ growing popularity over time.

1.3 Showbiz (Concerts and Festivals)

Our GMM SHOW unit organizes concerts and music festivals, where revenue generates in the form of tickets sales, sponsorships, and event organizing. After the government eased up the pandemic lockdown measures in the second half of the year, GMM SHOW could start operations again with the strict social-distancing measures. Accordingly, GMM SHOW have employed the “Field Wave” technology to track the movement, density, and interaction of the audiences. Despite the pandemic situation, the Company have successfully and safely organized many concerts in the year 2020 such as ATOM House of Hearts Concert, The Gentlemen Live, FANTOPIA 2020, Peck Palitchoke: The Final Odyssey Concert, as well as music festivals including Genie Fest 2020: Rock Mountain, Chiang Yai Fest 2 and Big Mountain Music Festival.

1.4 Artist Product

Our unit GMM GOODS develop the “artist products”, collaborate with our popular artists in development, designs and strategic development. The merchandises are distributed through SLM (Single-Level Marketing) channel. In 2020, the Company have launched the first one with “AURA-THAI”, the facial care products by Thailand’s top singer “Tai-Oratai” targeting her loyal fan clubs.

1.5 Other Business

In addition, the Company also operates the artist’s online content business, music academy “GR Vocal” and venue rental “GMM Live House” at the Central World to support our Showbiz and artist management operations (venue rental business ceased operation in December 2020).



Industry Outlook

From the digital music revolution in 2020, the Company remains a leader in the music industry in Thailand and also expand to the larger audiences throughout the region and the rest of the world. Our business strategies are transformed into the social and streaming platforms with the cooperation with the leading players in the market, YouTube, Facebook, Spotify, Line TV, JOOX and iTunes. We also work with China-based Tencent Music to expand our audiences to China. During the pandemic, the government implemented measures to temporarily halt concerts performance and large gathering. In the third quarter, the government has eased the measures, live music performances could be resumed with the special measures including social distancing, the audience limitations, and the registration towards contact tracing. Moreover, we are expanding into ‘Media Commerce’, the collaboration with our famous artists to develop their own merchandises. In 2021, the Company still focus on the production of quality content to serve the various targets through all possible channels. With the uncertainty of the world-wide economic and pandemic situation the digital music industry can still grow. The Company have developed strategies to maintain the industry leadership by using the innovations in the concert organization complying with the government measures for the highest safety of our audiences and staff.

2. Related Business

2.1 Home Shopping Business

The home shopping business operates under ‘O SHOPPING’ to promote quality domestic and international products aiming for the best customer benefits and satisfactions. O SHOPPING programs are on Digital TV, Satellite TV and online to conveniently reach all customer targets with 24/7 services via phone and online.



Industry Outlook

In 2020, the home shopping industry is still growing in positive number comparing to the previous years with the market value of THB 14,000 million. Most people choose to spend time at home during the COVID-19 situation and shop more through the online channels. Since more people start to concern on their health, the popular products include nutrition supplements, kitchenware, and fitness equipment. In 2021, O SHOPPING will also focus to the young generations to serve their online purchasing behavior. We have

forecasted that the home shopping business will grow from the current customer bases and expanding to the new group of customers. The Company have developed strategies toward the business growth and sustainability as follows:

- Creating exciting and reliable television content presented in formats that are easy to understand, which will induce consumers to purchase goods.
- Building confidence in the purchase of goods and services, including providing services as advertised, guaranteeing product quality, efficient delivery systems, and secure payment systems.
- An increasing variety of goods and emphasizing on popular products such as fashion goods, lifestyle goods and E-commerce goods offered to meet demand from consumers of all groups.
- Developing online, internet sales channels and applications on smartphones and social media.

2.2 Movie Business

The movie business operates under GDH 559 Company Limited, a subsidiary of the Company. GDH aims to produces fine movies and series to domestic and international markets. GDH's films and series are in various of genres with its own unique signature. With the talented team members, GDH have innovated new storylines to entertain Thai and International audiences. In 2020, GDH have one movie showing in the theatre, a romantic-comedy "The Con-Heartist". Our series "Bad Genius the Series" (spinoff from the film Bad Genius) was recreated and simulcasted at the same time in Thailand and China.



Industry Outlook

With changes of consumer behaviors and the exponential growth of the digital platforms, there have been more content creators in the industry. The consumers now have more choices and preferences. In 2020, the COVID-19 pandemic contributed directly to the decline of the film industry in Thailand. Even after the ease of the lockdown in the second half of the year, the movie industry has to adapt and earn income from the other channels. In 2021, the whole picture of the industry is still unclear, the movie companies have to adjust their strategies to the situation. If the big-budget movies can be released this year as planned, the whole film business will bounce back. Accordingly, GDH strongly focus to produce high-quality and outstanding contents to expand our domestic and international audiences to various distribution channels. Several internal and external factors contribute to the success of Thai movies, including:

- Stories and scripts must be fresh and remarkable. Thorough research is needed to produce each story. The screenwriter must use effective writing skills and possess knowledge of movie language as well as conversational language so that the message is conveyed to the target audience in a relatable way.
- Branding: Film producers and studios must ensure moviegoers of the quality in all the movies they produce and that their films always receive grand receptions and are successful.
- Analyses are needed to truly understand target customers, determine the movie genre, and prepare proper scripts, actors and actresses, as well as the right public relations plans. These will help meet the demands of target customers.

2.3 Satellite TV Business

The satellite TV business can be divided into two main categories as follows:

2.3.1 Satellite TV Platform

Provides platform services and sales of Set-top boxes (STB) for Satellite TV and Digital TV, Internet Protocol Television, Music Box, MP3 Player, and Karaoke Microphone to support the Company's main business include the products below:

- GMM Z X-tream (HyBrid) is the integrated box with Satellite TV, Internet and other applications using Android operating system.
- GMM Z HDi is the portable Satellite TV set-top box with WIFI integration and applications such as YouTube.
- GMM Z STREAM is an internet protocol TV box with Android 7.1 operating system providing Ultra HD4K.
- GMM Z HD WISE PLUS is a newer model enabling high-definition Full HD with PVR system, time shift system, and multiplicative media playing function.
- GMM Z HD SMILE, the new look in white color comes with OTA system that adds a channel automatically, smart remote for simple use, and a newly-designed LED screen as well as simple button design.
- GMM Z Music Box Chill Out is a new music box with more than 10,000 easy listening hits.
- MP3 KARAOKE GMM Z STAR, free hit music from WE, Easy to connect with karaoke application. Applicable to both Android and iOS with 2-way speaker power and portable MP3 player.

2.3.2 Satellite TV Media

Content production of “Fan Music” aired on satellite TV channels. However, the Company have decided to discontinue broadcasting “Fan Music” in December 2020.



Industry Outlook

The satellite TV platform remains the television medium that has the highest number of viewers in the country coupled with the NBTC's must-carry regulations imposed on digital TV, companies, and media agencies, which continue to use satellite TV platform as a medium to reach their target market more effectively. However, the satellite TV industry has slowed down since 2020 due to technological advancements in communications. Media consumption behavior has also shifted from traditional media to digital and online media, which results in more intense competition. While the economic recession and advertising spending has slowed, the operating results for the satellite TV business continues to decline. Especially in the past year, business operators have adapted and expanded to online channels as well as cooperating with strategic partners to sell content on other platforms. The direction is likely to remain stable. For the Group, the satellite television business has an essential role in supporting the public relations of the Group such as the music business, offering greater exposure across the country.

3. Joint Venture

Produce contents for broadcasting through digital TV and FM radio stations. The Company collaborate with and invest in The One Enterprises Company Limited in content production. The One Enterprise Company Limited will be the Company's flagship company for the operation of its content production business, including dramas, series, and other programs, with a focus on broadcasting via digital TV channels, as well as on FM radio frequency channels. Its objective is to create quality, informational, and entertainment content to meet the needs of all target audiences. Throughout 2020, The One Enterprise Company Limited and the group of companies under GMM Channel Holding Company Limited have created a wide array of content proving highly popular both in terms of feedback and ratings, such 'Crown of grass', 'Dancing Angel', 'I want to be born again near you', 'Love revenge', 'Rerng Rita' '2 Gether the Series' and variety programs such as 'Roo Mai Krai Sode 2020', 'Duan Pleng Ching Toon', 'The Golden Songs Season 2', 'Look Toong Soo Fud', and 'Chae'.

In addition, The One Enterprise Company Limited also operates the management of the digital television channel, Channel One 31, with One 31 Company Limited (a 100 percent wholly owned subsidiary of The One Enterprise Company Limited) as licensee for use of frequencies and as a digital television broadcasting business operator, high definition (HD) category. The One Enterprise Company Limited is also hired by the Company to market and co-produce content for the GMM 25 digital television channel, with GMM Channel Company Limited (100 percent of shares wholly owned by the Company) as licensee for use of frequencies and as a digital television broadcasting business operator, standard definition (SD) category.

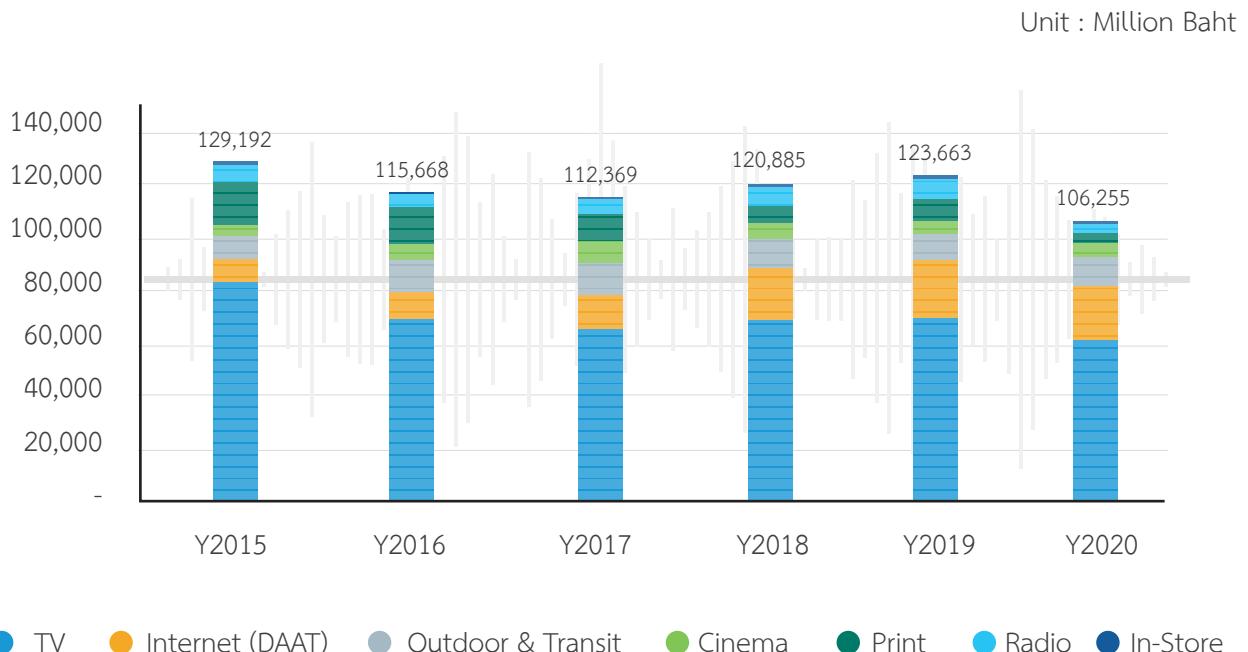
The One Enterprise Company Limited also operates a production business for content or programming to be broadcasted through FM radio, websites, and mobile applications, with three radio stations, each having unique characteristics and strengths to reach and respond to the needs of its target audiences.



Industry Outlook

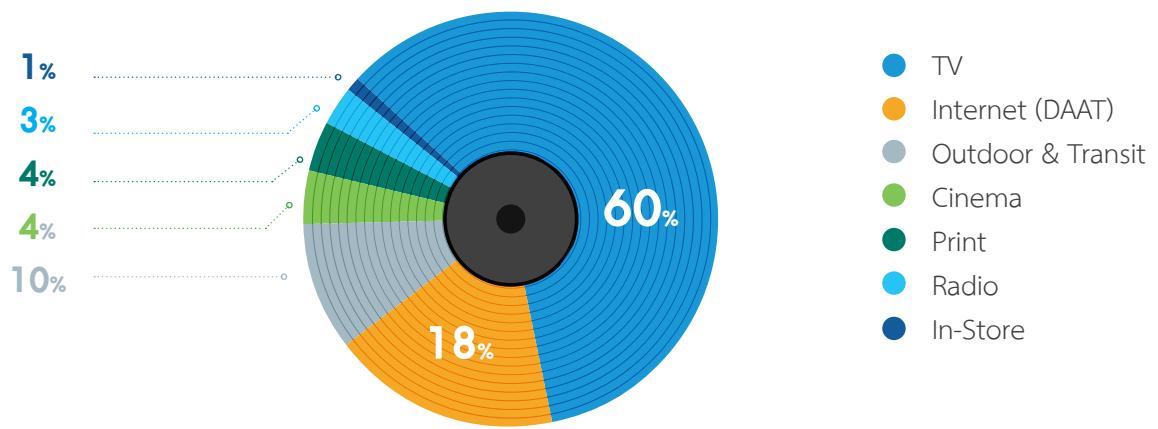
The overall advertising expenditure for all media decreased 14% YoY from THB 123,663 million 2019 to THB 106,255 million in 2020. The majority of the overall advertising budget is still the television media at about 59 percent, on the other hand, the cinema media advertising has severely decreased 51 percent.





Source: Nielsen Advertising Information Service, DAAT (Digital Advertising Association (Thailand))

Media Advertising Expenditures in 2020 is THB 106,255 million.



Source: Nielsen Advertising Information Service, DAAT (Digital Advertising Association (Thailand))

In the past years, the advertising budget was still allocated mostly into Digital TV since it effectively reaches households national-wide. In 2021, the total advertising value most likely will stay at the same level, the advertisers may hold some of their advertising budget due to the pandemic situation. In the intense competition of the digital TV industry, all channels release their magnet contents to draw viewers to watch their broadcasts rather than from the online media to gain their rating and standing among the competitors.





RISK FACTORS

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

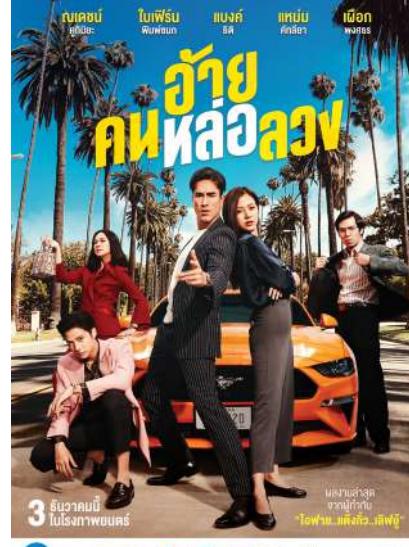
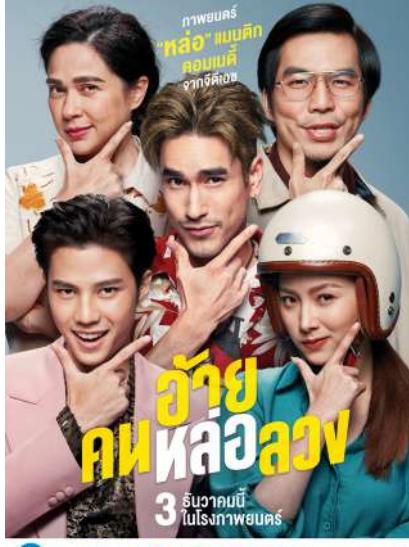
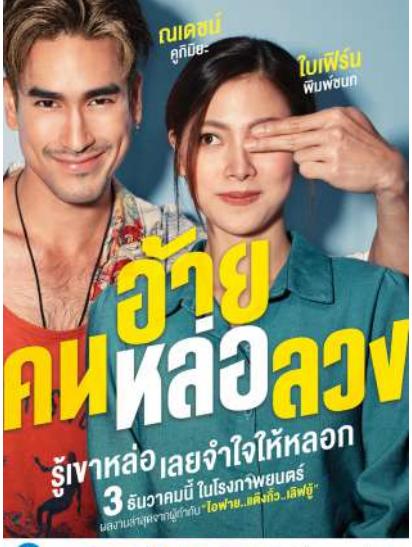
In 2019, the Group has improved strategies in various areas on a continued basis, aiming to manage risks that may arise in both new and core businesses of the Group, such as preparation on production technologies and capital funds, improvement of organizational structures and work processes, and human resources development at high and middle levels in support of the Group's business management team in response to rapid business growth.

Corporate Risk

1. Risk from Piracy

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

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



Moreover, to promote the legal purchase of goods, the Group has continuously developed goods and services as well as new digital service platforms to keep pace with consumers' ever-changing behavior and convenience as well as technological developments while also supplementing the Group's revenue. These digital services include categories of download services, such as ringtones, ring-back tones, full songs and full MVs, in both a la carte and subscription services, through channel application 123GMM on both iOS and Android, website www.gmember.com and the iTunes Store. Moreover, we include services for listening to music on the internet without the need for downloading (Music Streaming). Customers can listen to hot music tracks from around the world. We also expand the method for reaching the Group's content via GMM Grammy Official Account on YouTube as well as other web-based and mobile applications. In addition, the Company has developed digital content and partnered with digital platforms to create various types of content such as Music stickers with LINE and Artist Content with Line TV. Artist content lets fans feel closer to their favorite artists and creates loyalty, which encourages them to buy copyrighted products. By keeping pace with technology and changes in consumer behavior, the Company builds customer engagement and generates more revenue.

2. Risk from Competition in Digital TV Business

Transforming into digital TV is a significant step where people have more option in selecting information they want to see (Fragmentation of Viewing). Such change causes high competition in advertisement rate and broadcast programs. Existing plus new players in the market generates fluctuation in advertisement rate (per minute), especially newly broadcast programs which have not been rated. Therefore, income derived from TV programs are depended on ratings of each program where most of the advertisement agencies and products or service providers would hold their decision to see the supplement factors such as government regulations, ratings standards or general image of each channel. Nonetheless, the transition from analog to digital television has been delayed due to many factors. For instance, an intermittent in expansion of digital television network (MUX-Multiplexer) and digital television subsidy coupons distribution scheme by NBTC causes availability to access to digital content in many areas.

The Company, as a professional operator with experience and expertise in production of television program, still commit to bring to our audience the appropriate and useful television programs. We have created and developed the content of drama, series, news, variety show, game show to constantly present to audiences through two digital TV channels namely ONE HD (31) and GMM25 (25). The Company is capable of producing a variety of contents therefore both digital TV channels are distinct and able to meet the needs of audiences. In order to expand the target audience and to compete in the domestic market and towards the ASEAN community, we have added online channel which enables audience to reach the content through computer or even smart-phones or tablets so as to lead the two digital TV channels to achieve leadership of digital television industry.

The Company has actively acquired strategic alliances to jointly invest in digital TV channels to both strengthen the business and enhance competitiveness in the digital TV industry through continuous development of content and programming that meets target audiences preferences, which boosts popularity and channel ratings.

3. Risk of Business Interruptions due to Force Majeure

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

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

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

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

4. Risk from Retarded Internal Process Adjustment to the Rapid Business Expansion

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

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

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

5. Risk from Relying on Individual Talent

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

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



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

The COVID-19 pandemic affected the overall economic situation of the entire country and included partial city shutdowns and suspension of activities involving large numbers of people. As such, the Company was unable to conduct its business at normal full capacity, resulting in decreased operating income as compared to the previous year. The business types most affected were artist management and show business (Concert and Festival), while those least affected were the digital music business and rights management business. Throughout the year, management closely monitored the situation and assessed any possible financial impacts on an ongoing basis, so that appropriate estimates and decision-making could be carried out as the situation changed.

Operating Results

Total revenue in 2020 was THB 5,032.1 million, a decrease of THB 1,602.0 million, or 24.1%, from the previous year. This was the result of measures taken to prevent the spread of the COVID-19 pandemic, resulting in limitations on the Company's operations. These changes in Company revenue were primarily due to a decrease to THB 4,971.6 million, or 24.7%, in the sales of goods, service income, and revenue from copyrights, as compared to 2019. It can be summarized as follows.

- 1) Music Business Revenue consists of sales from music distribution, digital music business, rights management business, show business and artist management, and the satellite television business with the Fan Music Channel. Music business revenue generated by the Group totaled THB 2,758.7 million, or 55.5% of total operating revenue. The Company's music business revenue decreased by 31.3% as compared to the previous year. The majority of the decline in revenue was due to the effect of COVID-19 and government prevention measures, which had an impact on show business and artist management. These measures meant those businesses were unable to operate as usual starting from the first quarter of 2020. However, after the government announced its intention to relax restrictions and allow the organization of said activities, the Company was then able to resume activities for a time under a new plan in strict compliance with social distancing measures, until the second wave of the pandemic returned in the fourth quarter of 2020. As the Company is aware of the need for the strict implementation of government measures for Covid prevention, it has, as such, utilized "field wave" technology in order to track movement and assess attendee traffic and density in event areas. As a result, events and music festivals this year have continued to receive excellent feedback, including the ATOM House of Hearts Concert, The Gentlemen Live, FANTOPIA 2020, Peck Palitchoke: The Final Odyssey Concert, Genie Fest 2020: Rock Mountain, Chiang Yai Fest 2, and the Big Mountain Music Festival. For the year 2020, the Company was able to maintain revenue from the digital music business and rights management business at a level similar to 2019.
- 2) Home Shopping Business Revenue totaled THB 1,539.3 million, a decrease of 9.1% as compared to the previous year. This too was due to the impact of the COVID-19 pandemic on the Thai economy and increased competition in the home shopping and e-commerce markets.
- 3) Movie Business Revenue for 2020 totaled THB 356.7 million, a decrease of 23.3% as compared to the previous year. In 2020, box office revenue came from one movie released in December of 2020—"The Con-Heartist"—while in 2019 there were three films released. This too was due to the COVID-19 situation, resulting in movies slated for release this year being postponed. Nonetheless, copyright revenue in this field has grown due to the sale of film rights for streaming and digital platforms.

- 4) Satellite TV Set-Top Box “GMM Z” Business Revenue totaled THB 211.8 million, a decrease of 24.2% from the previous year, mainly due to the COVID-19 pandemic and the resultant decrease in sales from modern trade channels in other provinces.
- 5) Other Revenue in 2020 totaled THB 105.2 million, a decrease of 29.7% from the previous year, due to the cancellation of some management-related services.

Cost of Sales and Services for the year 2020 totaled THB 3,134.4 million, a decrease of 22.1 %, as a result of cost management in accordance with lower revenues. The total cost-to-operating income ratio from operations for this quarter was 63.0% of the operating income.

Gross Profit decreased by 28.7%, from THB 2,577.2 million to THB 1,837.2 million, while the gross profit margin decreased from 39.0% to 37.0% as compared to 2019, only a slight drop in comparison to other revenues as a result of good cost control and management by the Company.

Selling, General and Administrative Expenses totaled THB 2,402.6 million, an increase of 13.4%. Selling, general and administrative expenses for normal business operations in 2020 changed in accordance with lower revenues, but the increase from a purchase-sale transaction of investment in a joint venture.

The year 2020 saw losses totaling THB 175.4 million, a decrease of 151.3% as compared to 2019, which saw profits of THB 341.9 million baht. This was the result of accounting transactions related to joint venture restructuring.

Investment Business

In 2020, the share of profits from investments of the Company totaled THB 408.8 million. This was higher than the previous year which saw a loss of THB 9.5 million. The increase in 2020 was due to continuous improvements in operating results. Said share is derived from two company groups: The One Enterprise Company Limited and GMM Channel Holding Company Limited. Later in November of 2020, the Company restructured its investment and operations in joint ventures, resulting in current investment in only one joint venture: The One Enterprise Company Limited.

The One Enterprise Group operates a content production business with a focus on broadcasting via digital TV channels and FM radio frequency channels. At present, The One Enterprise Company Limited is the Company’s flagship company for content production such as dramas, series, and other programs. In 2020, companies under The One Enterprise Company Limited created a number of works that were highly popular, both in terms of feedback and ratings, including “Crown of Grass”, “Dancing Angel”, “Let Me Be Reborn Close to You”, “Love’s Losing Game”, “Rollicking Rita”, and “2gether: The Series”, as well as a number of variety programs, such as “Roo Mai Krai Sode 2020?”, “Song Duel for Winnings”, “The Golden Song Season 2”, “Lukthung Fight”, and “Chae”, among others.

Financial Status of GMM Grammy Public Company Limited Group as of December 31, 2020

1) Assets

As of December 31, 2020, the Company had total assets of THB 4,241.8 million, an increase of THB 572.5 million from THB 3,669.3 million as of December 31, 2019. Key items are as follows:

- Cash and cash equivalents totaling THB 727.7 million, an increase of THB 275.8 million from the THB 451.9 million at the end of 2019.
- Trade and other receivables totaling THB 912.4 million, a decrease of THB 252.9 million from the THB 1,165.3 million at the end of 2019, due to a reduction in sales.
- Investment in joint ventures totaling THB 288.3 million, a decrease of THB 188.1 million from THB 476.4 million at the end of 2019, due to the sale of investment in the GMM Channel Holding Company Limited group.
- Right of use assets increased by THB 379.5 million due to recording of right of use assets according to the adoption of the Thai Financial Reporting Standard 16 (“TFRS 16”), effective as of January 1, 2020.
- Cost of spectrum licensing increased by THB 480.3 million due to investment in GMM Channel Company Limited, the digital TV licensee for the GMM25 channel.

2) Liabilities

At the end of 2020, the Company group had total liabilities of THB 3,284.0 million, an increase of THB 945.6 million from the THB 2,338.3 million at December 31, 2019. Key items are as follows:

- Short-term bank loans increased by THB 50.0 million.
- Long-term liabilities, both current portion of long-term debts and long-term debt-net of the current portion, increased by THB 399.3 million from THB 298.5 million on December 31, 2019, to THB 697.8 million due to investment restructuring.
- The current portion of long-term lease liabilities and long-term liability-net of the current portion totaled THB 388.1 million, an increase of THB 369.5 million from the THB 18.7 million at the end of 2019, due to the recording of lease liabilities according to the adoption of the Thai Financial Reporting Standard 16, Leases (“TFRS 16”), effective as of January 1, 2020.

3) Shareholders' Equity

As of the end of 2020, the Company group had shareholders' equity totaling THB 957.8 million, a decrease of THB 373.1 million due to dividend payments to shareholders of THB 164.0 million in April of 2020 and due to losses incurred during the year. The interest-bearing debt to equity ratio increased from 0.24x at the end of 2019 to 1.19x at the end of 2020, which, if excluding lease liabilities per the Thai Financial Reporting Standard 16, Leases (“TFRS 16”), would be 0.78x

Liquidity and Cash Flow

Cash and cash equivalents amounted to THB 727.7 million, an increase of THB 275.8 million, which comprised THB 175.4 million in net cash flow from operating activities, THB 1,305.3 million in net cash flow from investing activities, and THB 1,205.0 million in net cash flow used in financing activities.

4) Key Ratios in 2020

	2020	2019
Liquidity Ratios		
Liquidity ratio (times)	1.00	1.16
Average collection period (days)	35	36
Inventory turnover ratio* (times)	15.81	21.27
Average inventory period (days)	23	17
Average payment period (days)	122	93
Profitability Ratios		
Gross profit margin (percentage)	36.95	39.03
Operating profit margin (percentage)	(10.03)	7.40
Net profit margin (percentage)	(3.49)	5.15
Return on equity* (percentage)	(17.56)	31.97
Financial Policy Ratios		
Debt to equity ratio (times)	3.43	1.76
Interest coverage ratio (times)	7.11	27.51
Per Share Information		
Book value per share (THB)	1.01	1.43
Net profit (loss)attributable to parent company shareholders per share (THB)	(0.21)	0.42
Dividend per share** (THB)	0.20	0.10

* Using average calculation formula

** Dividends per share are accrued dividends

5) Key Factors and Influences that May Affect Future Operating and Financial Status

The Company continues to place major focus on creating quality content for expansion into all markets and via all types of channels in accordance with the growth of the digital platform market, both domestically and internationally, which has opened greater opportunities for businesses to produce even more quality content than ever before. Amidst economic uncertainty and a global epidemic, the Company has developed strategies to maintain its leadership and innovative place in the concert industry in compliance with measures set forth by the government to insure the safety of both attendees and staff, as well as with the use of music popularity indexes in order to predict successful music and artists accurately. It is currently expected that throughout 2021, only minimal changes will be seen in the total value of the advertising market as entrepreneurs will likely postpone use of advertising budgets due to the economic conditions. Overall, liquidity and cash flow at the end of 2020 remained sound, attesting to the strong financial position of the Company group. That said, the above disclosures only highlight information regarding new events and circumstances, and, as such, should be used in conjunction with information disclosed in the Company's financial statements.

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Report on the Board of Director's Responsibility towards the Financial Statements

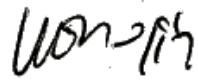
The Board of Directors recognizes the importance of the Corporate Governance Management Policy and the preparing process of the financial statement and financial information as reported in the annual report enable to ensures that the statements are prepared in accordance with the Thai generally accepted 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 the Audit Committee, which comprises independent directors, to be responsible for the quality of financial reports and internal control. This also provides a reasonable assurance on the reliability of the financial statement 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.**

At the Board of Directors' meeting on February 25, 2021, which every Audit Committee members, management and internal audit department attended to evaluate the sufficiency of the Company's internal control system for the year 2020. The system set by the management which compliance with the SET regulations and COSO guideline. The Board agreed with the Audit Committee that the Group's quarterly and the annual financial statement for the year 2020 (which has been audited by the 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 the 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 the 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



Independent Auditor's Report

To the Shareholders of GMM Grammy Public Company Limited

Opinion

I have audited the accompanying consolidated financial statements of GMM Grammy Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2020, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of GMM Grammy Public Company Limited (the Company) for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of GMM Grammy Public Company Limited and its subsidiaries, and of GMM Grammy Public Company Limited as at 31 December 2020, and their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

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

Emphasis of Matters

I draw attention to the following matters.

- a) As discussed in Note 3 to the consolidated financial statements, in the fourth quarter of 2020, the Group has assessed the financial impacts of the uncertainties of the COVID-19 Pandemic on the valuation of assets, provisions and contingent liabilities. As a result, in preparing the consolidated and separate financial statements for the year ended 31 December 2020, the Group has decided to discontinue application of all relief measures which the Group elected to apply under the Accounting Guidance on Temporary Relief Measures for Accounting Alternatives in Response to the Impact of the COVID-19 Pandemic issued by the Federation of Accounting Professions. This has no significant impact on the Company's consolidated and separate financial statements.
- b) As discussed in Note 15 to the consolidated financial statements, in November 2020, The ONE Enterprise Company Limited (a joint venture of the Company) invested Baht 2,200 million in GMM Channel Holding Company Limited and its subsidiaries, which are engaged in the production of television and radio programmes. The ONE Enterprise Company Limited provisionally recorded the acquisition using its best estimate of the identifiable assets acquired and liabilities assumed. The ONE Enterprise Company Limited is to finalise its accounting for this acquisition within 1 year after the acquisition date in accordance with Thai Financial Reporting Standard No. 3 Business Combinations. The amounts recorded as at 31 December 2020 may, therefore, change. Since the Group recognised share of profit/loss from the joint venture under the equity method, it may be affected by finalisation of the acquisition accounting that will need to be adjusted later.

My opinion is not modified in respect of these matters.

Key Audit Matters

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

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

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

Revenue recognition

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

I have examined the revenue recognition of the Group by

- Assessing and testing the Group's IT system and its internal controls with respect to the revenue cycle by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls.
- Applying a sampling method to select sales and service agreements to assess whether revenue recognition was consistent with the conditions of the relevant agreement, and whether it was in compliance with the Group's policy.
- On a sampling basis, examining supporting documents for sales and service transactions occurring during the year and near the end of the accounting period, and with special consideration given to expanding the scope of the examination supporting documentation for transactions occurring near the end of the accounting period.
- Reviewing credit notes that the Group issued after the period-end, with special consideration given to expanding the scope of sampling of documentation.
- Performing analytical procedures on disaggregated data to detect possible irregularities in sales transactions throughout the period, particularly for accounting entries made through journal vouchers.

Investments acquisition and disposal

As discussed in Note 1.3 to the consolidated financial statements, in 2020, the Group restructured its investments by investing in GMM Channel Company Limited which is engaged in production of television programmes and digital TV broadcasting, Content Artist Network Company Limited which is engaged in investment in other company and A-Time Traveller Company Limited which is engaged in providing travel service and special activities both inbound and outbound. The Group also sold investment in GMM Channnel Holding Company Limited and its subsidiaries (a joint venture, 50% held by the Company).

I have focused on these acquisition and disposal transactions since they are material to the financial statements and having affected to assets and liabilities accounts in the statement of financial position and also revenues and expenses accounts in the income statement of the Company. In addition, the management was required to exercise substantial judgment when appraising the fair value of the assets acquired and liabilities assumed from such investment acquisition.

I have examined the aforementioned investments acquisition and disposal by

- Examining the terms and conditions of the share sale/purchase agreement and inquired with management as to the nature and objectives of the acquisition in order to evaluate whether the acquisition meet the definition of a business combination under Thai Financial Reporting Standard 3 Business combinations.
- Checking the value of the acquisition to supporting documents and related payments to assess whether they reflected the fair value of the consideration transferred and did not include acquisition-related costs.
- Assessing the fair value of assets acquired and liabilities assumed specified in the documentation of measurement under the acquisition method as prepared by the management, by considering the methods and significant assumptions used by the management in calculating the fair value of such assets and liabilities.
- Examining supporting documents for investments acquisition and disposal including evidence of payment for purchase and receiving for sale from relevant entities.
- Assessing accounting records related to the investments acquisition and disposal, and reviewing the disclosures related to these investments acquisition and disposal in notes to the consolidated financial statements.

Other Information

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

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

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work I have performed, I conclude that there is a material misstatement of this other information, I am required to report that fact. I have nothing to report in this regard.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

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

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



Termphong Opanaphan

Certified Public Accountant (Thailand) No. 4501

EY Office Limited

Bangkok: 25 February 2021



Statement of financial position

GMM Grammy Public Company Limited and its subsidiaries
As at 31 December 2020

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements		
		2020	2019	2020	2019	
Assets						
Current assets						
Cash and cash equivalents	8	727,677,141	451,917,194	284,439,520	186,404,544	
Current investments	9	-	120,149,721	-	-	
Trade and other receivables	10	912,380,120	1,165,293,858	541,165,931	981,802,551	
Prepaid expenses		42,352,002	38,474,581	9,366,727	9,583,271	
Inventories	11	213,250,581	183,282,339	100,828,282	78,068,170	
Advance payments		26,437,780	29,692,581	23,174,210	24,282,370	
Other current assets	12	127,363,679	89,886,041	44,127,287	30,975,242	
Total current assets		2,049,461,303	2,078,696,315	1,003,101,957	1,311,116,148	
Non-current assets						
Other non-current financial assets	13	5,822,878	-	5,572,928	-	
Investments in subsidiaries	14	-	-	734,847,007	785,681,939	
Investments in joint ventures	15	288,316,799	476,366,582	1,191,549,700	2,191,549,400	
Investments in associates	16	176,496,025	190,375,328	194,341,357	194,341,357	
Other long-term investments	17	-	6,554,990	-	6,554,990	
Loans to related parties	7	-	-	1,530,000	-	
Leasehold improvement and equipment	18	177,491,800	246,695,406	67,544,087	143,238,638	
Right-of-use assets	26	379,450,901	-	234,349,521	-	
Intangible assets	19	300,715,441	333,873,282	307,876,556	322,384,646	
Cost of spectrum license	20	480,305,762	-	-	-	
Deferred tax assets	35	185,265,799	176,426,658	161,175,266	146,394,822	
Other non-current assets	21	198,475,352	160,292,114	79,491,866	55,085,102	
Total non-current assets		2,192,340,757	1,590,584,360	2,978,278,288	3,845,230,894	
Total assets		4,241,802,060	3,669,280,675	3,981,380,245	5,156,347,042	

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



Statement of financial position (continued)

GMM Grammy Public Company Limited and its subsidiaries
As at 31 December 2020

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements		
		2020	2019	2020	2019	
Liabilities and shareholders' equity						
Current liabilities						
Short-term loan from bank	22	50,000,000	-	50,000,000	-	
Trade and other payables	23	1,334,628,841	1,245,822,453	611,305,572	743,210,652	
Unearned income		381,165,462	338,969,591	231,055,415	193,540,317	
Short-term loans from related parties	7	-	-	549,800,000	648,200,000	
Current portion of long-term loan	25	75,000,000	-	75,000,000	-	
Current portion of liabilities under finance lease agreements	26	-	7,831,633	-	7,831,633	
Current portion of lease liabilities	26	80,880,557	-	53,556,911	-	
Income tax payable		7,576,807	13,700,184	-	-	
Other current liabilities	24	127,698,654	189,557,092	95,286,723	163,544,247	
Total current liabilities		2,056,950,321	1,795,880,953	1,666,004,621	1,756,326,849	
Non-current liabilities						
Long-term loan - net of current portion	25	622,805,577	298,495,548	223,925,391	298,495,548	
Liabilities under finance lease agreements - net of current portion	26	-	10,822,470	-	10,822,470	
Lease liabilities - net of current portion	26	307,231,032	-	193,946,832	-	
Provision for long-term employee benefits	27	229,396,217	232,531,436	184,198,115	192,255,153	
Obligation on loan guarantee	28	-	-	400,000,000	-	
Other non-current liabilities		67,595,047	610,350	492,547	600,350	
Total non-current liabilities		1,227,027,873	542,459,804	1,002,562,885	502,173,521	
Total liabilities		3,283,978,194	2,338,340,757	2,668,567,506	2,258,500,370	

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



Statement of financial position (continued)

GMM Grammy Public Company Limited and its subsidiaries
As at 31 December 2020

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
Shareholders' equity					
Share capital					
Registered					
819,949,729 ordinary shares of Baht 1 each		<u>819,949,729</u>	<u>819,949,729</u>	<u>819,949,729</u>	<u>819,949,729</u>
Issued and fully paid					
819,949,729 ordinary shares of Baht 1 each		819,949,729	819,949,729	819,949,729	819,949,729
Paid-in capital					
Share premium	29	1,896,968,197	1,896,968,197	1,896,968,197	1,896,968,197
Retained earnings					
Appropriated - statutory reserve	29, 31	13,719,594	13,719,594	13,719,594	13,719,594
Unappropriated (deficit)	29	(1,863,211,859)	(1,250,403,447)	(1,417,700,696)	169,526,097
Other components of shareholders' equity		<u>(39,341,895)</u>	<u>(310,913,274)</u>	<u>(124,085)</u>	<u>(2,316,945)</u>
Equity attributable to owners of the Company		828,083,766	1,169,320,799	1,312,812,739	2,897,846,672
Non-controlling interests of the subsidiaries		<u>129,740,100</u>	<u>161,619,119</u>	<u>-</u>	<u>-</u>
Total shareholders' equity		957,823,866	1,330,939,918	1,312,812,739	2,897,846,672
Total liabilities and shareholders' equity		<u>4,241,802,060</u>	<u>3,669,280,675</u>	<u>3,981,380,245</u>	<u>5,156,347,042</u>

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



Income statement

GMM Grammy Public Company Limited and its subsidiaries
For the year ended 31 December 2020

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
Revenues					
Sales of goods	32	1,696,544,264	2,092,832,751	212,062,338	336,176,770
Service income	32	1,914,495,897	2,908,604,465	1,344,520,395	2,268,555,025
Revenues from copyrights	32	1,360,517,444	1,600,781,191	1,176,815,093	1,472,260,341
Dividend income	14	-	-	87,372,595	70,176,876
Gain from sales of investments in joint venture	15	-	-	200,000,300	-
Other income		60,510,958	31,831,069	53,317,811	24,499,058
Total revenues		5,032,068,563	6,634,049,476	3,074,088,532	4,171,668,071
Expenses					
Cost of sales and services		3,134,371,775	4,025,043,252	1,937,920,748	2,600,777,989
Selling, distribution and servicing expenses		398,516,722	480,171,646	56,091,002	82,914,594
Administrative expenses		1,566,355,380	1,638,093,030	1,007,418,596	1,073,747,309
Expected credit loss of loans to related parties (reversal)	7	-	-	1,051,175,000	(3,825,000)
Loss from subsidiary's liquidation	14	-	-	88,446,796	(1,474,137)
Loss from recognise obligation on loan guarantee	28	-	-	400,000,000	-
Loss on impairment of investments in subsidiaries (reversal)	14	-	-	(61,463,898)	69,059,956
Loss on impairment of investment in associate (reversal)	16	-	-	-	(10,800,000)
Loss from sales of investment in joint venture	15	437,724,280	-	-	-
Total expenses		5,536,968,157	6,143,307,928	4,479,588,244	3,810,400,711
Operating profit (loss)		(504,899,594)	490,741,548	(1,405,499,712)	361,267,360
Share of profit (loss) from investments in joint ventures	15	408,815,876	(9,554,853)	-	-
Share of loss from investments in associates	16	(3,414,311)	(1,878,955)	-	-
Finance income		3,552,754	6,197,407	7,005,339	4,480,224
Finance cost	33	(40,747,616)	(21,217,586)	(37,351,877)	(29,389,171)
Profit (loss) before income tax income (expenses)		(136,692,891)	464,287,561	(1,435,846,250)	336,358,413
Income tax income (expenses)	35	(12,937,588)	(89,592,187)	14,784,743	(61,966,526)
Profit (loss) for the year		(149,630,479)	374,695,374	(1,421,061,507)	274,391,887
Profit (loss) attributable to:					
Equity holders of the Company		(175,413,204)	341,869,572	(1,421,061,507)	274,391,887
Non-controlling interests of the subsidiaries		25,782,725	32,825,802		
		(149,630,479)	374,695,374		
Basic earnings (loss) per share	36				
Profit (loss) attributable to equity holders of the Company		(0.21)	0.42	(1.73)	0.33

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



Statement of comprehensive income

GMM Grammy Public Company Limited and its subsidiaries
For the year ended 31 December 2020

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2020	2019	2020	2019
Profit (loss) for the year		(149,630,479)	374,695,374	(1,421,061,507)	274,391,887
Other comprehensive income:					
<i>Other comprehensive income to be reclassified</i>					
<i>to profit or loss in subsequent periods:</i>					
Exchange differences on translation of financial statements					
in foreign currency - net of income tax		2,055	1,476,742	-	-
Gain (loss) on change in value of available-for-sale investments					
- net of income tax		-	6,229	-	6,229
Other comprehensive income to be reclassified					
<i>to profit or loss in subsequent periods - net of income tax</i>		2,055	1,482,971	-	6,229
<i>Other comprehensive income not to be reclassified</i>					
<i>to profit or loss in subsequent periods</i>					
Actuarial loss - net of income tax	27, 35	-	(12,527,713)	-	(9,151,283)
Gain on investment in equity designated at fair value					
through other comprehensive income - net of income tax		17,200	-	17,200	-
Share of actuarial loss of joint ventures - net of income tax	15	-	(5,643,196)	-	-
Share of actuarial loss of associates - net of income tax	16	-	(535,643)	-	-
Other comprehensive income not to be reclassified					
<i>to profit or loss in subsequent periods - net of income tax</i>		17,200	(18,706,552)	17,200	(9,151,283)
Other comprehensive income for the year		19,255	(17,223,581)	17,200	(9,145,054)
Total comprehensive income for the year		(149,611,224)	357,471,793	(1,421,044,307)	265,246,833
Total comprehensive income attributable to:					
Equity holders of the Company		(175,393,949)	324,878,150	(1,421,044,307)	265,246,833
Non-controlling interests of the subsidiaries		25,782,725	32,593,643		
		(149,611,224)	357,471,793		

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



Statement of changes in shareholders' equity

(Unit: Baht)

Consolidated financial statements

	Equity attributable to equity holders of the Company										
	Other components of shareholders' equity					Other changes by the owners					
	Share	Share premium	Retained earnings	Appropriated - statutory reserve	Unappropriated (deficits)	Capital deficit	Investment and book value from business combination	Change in shareholding under common control	Total other components of shareholders' equity	Total equity attributable to equity holders of the Company	Equity attributable to non-controlling interests of the subsidiaries
Equity attributable to equity holders of the Company											
Issued and paid-up share capital	Share	Share premium	Retained earnings	Appropriated - statutory reserve	Unappropriated (deficits)	Capital deficit	Investment and book value from business combination	Change in shareholding under common control	Total other components of shareholders' equity	Total equity attributable to equity holders of the Company	Equity attributable to non-controlling interests of the subsidiaries
Balance as at 1 January 2019	819,949,729	4,847,628,795	81,994,973	(4,510,739,690)	2,250,205	(2,323,174)	(269,376,464)	-	(269,449,433)	969,384,374	1,143,813,240
Profit for the year	-	-	-	341,869,572	-	-	-	-	341,869,572	32,895,802	374,693,374
Other comprehensive income for the year	-	-	-	(18,474,333)	1,476,742	6,229	-	-	1,482,971	(16,991,422)	(232,189)
Total comprehensive income for the year	-	-	-	323,395,179	1,476,742	6,229	-	-	1,482,971	324,878,150	32,593,643
Equity attributable to non-controlling interests of the subsidiaries	-	-	-	-	-	-	(42,946,812)	(42,946,812)	(45,403,390)	(88,350,202)	-
Transfer of statutory reserve and share premium to offset deficit (Note 30)	-	(2,950,660,596)	(81,994,973)	3,032,655,571	-	-	-	-	-	-	-
Dividend paid (Note 30)	-	-	-	(81,994,913)	-	-	-	-	(81,994,913)	-	(81,994,913)
Transfer retained earnings to statutory reserve (Note 31)	-	-	-	13,719,594	(13,719,594)	-	-	-	-	-	-
Balance as at 31 December 2019	819,949,729	1,896,368,197	13,719,594	(1,250,403,447)	3,726,947	(2,316,945)	(269,376,464)	(42,946,812)	(310,913,274)	1,169,320,799	161,619,119
Balance as at 1 January 2020	819,949,729	1,896,368,197	13,719,594	(1,250,403,447)	3,726,947	(2,316,945)	(269,376,464)	(42,946,812)	(310,913,274)	1,169,320,799	161,619,119
Cumulative effect of changes in accounting policies due to the adoption of new financial reporting standards (Note 4)	-	-	-	(4,029,118)	-	2,175,860	-	-	2,175,860	(1,853,456)	-
Balance as at 1 January 2020	819,949,729	1,896,368,197	13,719,594	(1,254,432,565)	3,726,947	(141,285)	(269,376,464)	(42,946,812)	(308,737,614)	1,167,467,341	161,619,119
*as reclassified	-	-	-	(175,413,204)	-	-	-	-	(175,413,204)	-	-
Loss for the year	-	-	-	-	2,055	17,200	-	-	19,255	(176,393,349)	25,782,725
Other comprehensive income for the year	-	-	-	(175,413,204)	2,055	17,200	-	-	19,255	(176,393,349)	25,782,725
Total comprehensive income for the year	-	-	-	(163,999,626)	-	-	(269,376,464)	-	(163,999,626)	-	(163,989,626)
Dividend paid (Note 30)	-	-	-	(269,376,464)	-	-	(269,376,464)	-	-	-	-
Subsidiaries' liquidation	-	-	-	-	-	-	-	-	-	-	-
Equity attributable to non-controlling interests of the subsidiaries	-	-	-	-	-	-	-	-	-	(57,661,744)	(57,661,744)
Balance as at 31 December 2020	819,949,729	1,896,368,197	13,719,594	(1,863,211,859)	3,729,002	(124,085)	(42,946,812)	(39,341,855)	828,083,766	129,740,100	957,823,866

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

Statement of changes in shareholders' equity (continued)

(Unit: Baht)

Separate financial statements						
			Other components of shareholders' equity			
			Other	comprehensive income	Loss on changes in value of equity investments	Total other components of shareholders' equity
Issued and paid-up share capital	Share premium	Statutory reserve	Retained earnings Appropriated - statutory reserve	Unappropriated (deficit)		
819,949,729	4,847,628,795	81,994,973	(3,032,655,571)	(2,323,174)	(2,323,174)	2,714,594,752
Balance as at 1 January 2019						
Profit for the year	-	-	274,391,887	-	-	274,391,887
Other comprehensive income for the year	-	-	(9,151,283)	6,229	6,229	(9,145,054)
Total comprehensive income for the year	-	-	265,240,604	6,229	6,229	265,246,833
Transfer of statutory reserve and share premium to offset deficit (Note 29)	(2,960,660,598)	(81,994,973)	3,032,655,571	(81,994,913)	-	(81,994,913)
Dividend paid (Note 30)	-	-	13,719,594	(13,719,594)	-	-
Transfer retained earnings to statutory reserve (Note 31)	-	-	13,719,594	169,526,097	(2,316,945)	2,897,846,672
Balance as at 31 December 2019	819,949,729	1,896,968,197	13,719,594	169,526,097	(2,316,945)	2,897,846,672
Balance as at 1 January 2020						
Cumulative effect of changes in accounting policies due to the adoption of new financial reporting standards (Note 4)	-	-	(2,175,660)	2,175,660	2,175,660	2,175,660
Balance as at 1 January 2020 - as reclassified	819,949,729	1,896,968,197	13,719,594	167,350,437	(141,285)	(141,285)
Loss for the year	-	-	-	(1,421,061,507)	-	(1,421,061,507)
Other comprehensive income for the year	-	-	-	-	17,200	17,200
Total comprehensive income for the year	-	-	-	(1,421,061,507)	17,200	(1,421,044,307)
Dividend paid (Note 30)	-	-	-	(163,989,626)	-	(163,989,626)
Balance as at 31 December 2020	819,949,729	1,896,968,197	13,719,594	(1,417,700,696)	(124,085)	1,312,812,739

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



Statement of cash flows

GMM Grammy Public Company Limited and its subsidiaries
As at 31 December 2020

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Cash flows from operating activities				
Profit (loss) before tax	(136,692,891)	464,287,561	(1,435,846,250)	336,358,413
Adjustments to reconcile profit (loss) before tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	280,936,806	210,438,619	130,830,593	100,478,689
Difference from lease agreements discount	1,459,185	-	1,182,452	-
Bad debts and doubtful debts (reversal)	(69,255,606)	48,848,846	(69,255,606)	33,915,290
Reversal of loss on impairment of financial assets	8,048,926	-	7,074,918	-
Reversal of reduction of cost of inventory to net realisable value	(17,089,681)	(34,195,684)	(39,644,686)	(36,331,415)
Reversal of provision for sales returns	(45,773,397)	(122,471,990)	(44,070,995)	(122,303,699)
Reversal of prepaid cost	(6,894,607)	-	(6,894,607)	-
Loss (gain) from subsidiary's liquidation	-	-	88,446,796	(1,474,137)
Loss on impairment of investments in subsidiaries (reversal)	-	-	(61,463,899)	69,059,956
Loss on impairment of investment in associate (reversal)	-	-	-	(10,800,000)
Loss on impairment of leasehold improvement and equipment	543,450	-	-	-
Loss on impairment of other non-current financial assets	1,000,000	-	1,000,000	-
Loss on fair value adjustments of non current financial instruments	3,562	-	3,562	-
Expected credit loss on loans to related parties (reversal)	-	-	1,051,175,000	(3,825,000)
Loss from sales of investment in associate	1,323,341	-	-	-
Loss (gain) from sales of investment in joint venture	437,725,484	-	(200,000,300)	-
Loss on impairment of assets held for sale	-	610,150	-	610,150
Loss on impairment of intangible assets	11,327,874	-	-	-
Loss (gain) on disposal of equipment and intangible assets	46,549,581	(2,209,251)	46,711,375	(179,835)
Loss from obligation on loan guarantee	-	-	400,000,000	-
Gain from lease agreement cancellation	(5,890,993)	-	(2,586,824)	-
Dividend income	-	-	(87,372,595)	(70,176,876)
Share of (profit) loss from investments in joint ventures	(408,815,876)	9,554,853	-	-
Share of loss from investments in associates	3,414,311	1,878,955	-	-
Long-term employee benefit expenses	72,464,296	64,922,161	37,720,330	53,416,747
Interest income	(3,552,754)	(6,197,407)	(7,005,339)	(4,480,224)
Interest expenses	40,747,616	21,217,586	37,351,877	29,389,171
Profit (loss) from operating activities before changes in operating assets and liabilities	211,578,627	656,684,399	(152,644,198)	373,657,230
Decrease (increase) in operating assets				
Trade and other receivables	586,760,936	(88,768,016)	491,531,185	(118,967,783)
Prepaid expenses	20,884,666	(11,069,108)	216,544	(2,782,076)
Inventories	(81,786,613)	(83,823,360)	18,937,881	7,947,325
Advance payments	5,143,698	(4,302,293)	1,108,160	(3,282,644)
Other current assets	66,516,507	24,153,493	28,337,527	14,820,508
Other non-current assets	(40,436,132)	(20,366,818)	(27,985,072)	(16,480,059)

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



Statement of cash flows (continued)

GMM Grammy Public Company Limited and its subsidiaries
As at 31 December 2020

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Increase (decrease) in operating liabilities				
Trade and other payables	(207,200,229)	(4,659,372)	(146,472,473)	45,856,812
Unearned income	(22,782,097)	125,608,018	37,515,098	89,635,411
Other current liabilities	(26,280,408)	(9,117,540)	(24,186,529)	(4,788,863)
Provision for long-term employee benefits	(18,839,317)	(178,536)	(8,526,933)	-
Other non-current liabilities	66,984,697	610,350	(107,804)	600,350
Decrease in cost of spectrum license payable	(224,700,000)	-	-	-
Cash flows from operating activities	335,844,335	584,771,217	217,723,386	386,216,211
Cash paid for interest expenses	(47,236,938)	(21,255,887)	(38,402,623)	(30,478,769)
Cash paid for termination wages	(51,428,983)	(5,385,917)	(21,606,836)	(2,170,406)
Cash paid for income tax	(96,069,103)	(112,390,183)	(41,473,052)	(69,193,891)
Cash received from income tax refund	34,279,846	1,214,695	-	-
Net cash flows from operating activities	175,389,157	446,953,925	116,240,875	284,373,145
Cash flows from investing activities				
Acquisition of equipment	(65,945,075)	(55,466,170)	(35,919,465)	(31,894,154)
(Increase) decrease in loans to related parties		-	(1,052,705,000)	3,825,000
Cash paid to purchase additional investments in subsidiaries	-	-	-	(69,986,700)
Cash received from right of claim on returning capital from subsidiaries' liquidation	-	43,551,278	-	43,551,278
Cash received from returning investments of subsidiaries	-	-	23,852,035	118,972,862
Cash received from returning investments of associate	-	13,000,000	-	13,000,000
Cash paid to purchase other long-term investments	-	(4,000,000)	-	(4,000,000)
Cash received from disposal of investment in associate	1,814,501	-	-	-
Cash received from disposal of investment in joint venture	1,200,000,000	-	1,200,000,000	-
Cash received from purchase of investment in subsidiaries	33,233,696	-	-	-
Cash paid to purchase other investment	(249,950)	-	-	-
Cash received from disposal of equipment and intangible assets	7,587,183	4,198,509	7,286,615	2,033,268
Dividend received from subsidiaries and associates	7,327,150	11,000,000	101,372,135	65,476,614
Cash paid from non-controlling interests of subsidiaries from investments in subsidiaries	(2,534,338)	(66,297,077)	-	-
Interest income	3,946,876	5,879,673	4,275,402	3,968,329
Decrease in other current financial asset	120,149,721	-	-	-
Increase in current investments	-	(118,698,764)	-	-
Net cash flows from (used in) investing activities	1,305,329,764	(166,832,551)	248,161,722	144,946,497

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



Statement of cash flows (continued)

GMM Grammy Public Company Limited and its subsidiaries
As at 31 December 2020

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Cash flows from financing activities				
Increase in short-term loans from bank	50,000,000	-	50,000,000	-
Repayment of long-term loan	(500,000,000)	(252,000,000)	-	(252,000,000)
Decrease in short-term loans from related parties	(460,600,000)	-	(98,400,000)	(200,800,000)
Repayment of liabilities under lease agreements	(75,243,998)	(11,992,091)	(53,977,995)	(10,200,873)
Dividend paid	(163,989,626)	(81,994,913)	(163,989,626)	(81,994,913)
Dividend paid to non-controlling interest of subsidiaries	(55,127,405)	(22,053,124)	-	-
Net cash flows used in financing activities	(1,204,961,029)	(368,040,128)	(266,367,621)	(544,995,786)
Increase in translation adjustments				
	2,055	1,476,742	-	-
Net increase (decrease) in cash and cash equivalents	275,759,947	(86,442,012)	98,034,976	(115,676,144)
Cash and cash equivalents at beginning of year	451,917,194	538,359,206	186,404,544	302,080,688
Cash and cash equivalents at end of year	727,677,141	451,917,194	284,439,520	186,404,544

Supplemental cash flows information:

Non-cash transactions:

Increase in assets from lease agreements	39,678,744	-	5,007,600	-
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The accompanying notes are an integral part of the financial statements.



Notes to consolidated financial statements

GMM Grammy Public Company Limited and its subsidiaries
For the year ended 31 December 2020

1. General information

1.1 Corporate information

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

1.2 Coronavirus disease 2019 Pandemic

With the COVID-19 pandemic continuing to evolve, the announcement of a state of emergency and a social distancing campaign, despite current easing of some restrictions on social gatherings and activities, the Group's continued strict compliance with measures to prevent the spread of the COVID-19 and has been unable to operate its business at full capacity. This has resulted in a significant decrease in the Group's revenue compared to the same period last year. However, the Group's management is closely monitoring ongoing development to assess the financial impact in respect of the valuation of assets, provisions, and contingent liabilities so that appropriate estimates and use of judgement can be made when circumstances change.

1.3 Restructuring of the investments by the Group

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

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



Notes to consolidated financial statements

GMM Grammy Public Company Limited and its subsidiaries
For the year ended 31 December 2020

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

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



Notes to consolidated financial statements

GMM Grammy Public Company Limited and its subsidiaries
For the year ended 31 December 2020

2. Basis of preparation

2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development dated 11 October 2016, issued under the Accounting Act B.E. 2543.

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

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

2.2 Basis of consolidation

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

Company	Nature of business	Country of incorporation	Percentage of shareholding	
			2020	2019
			%	%
<u>Subsidiaries directly held by the Company</u>				
1. GMM Holding Company Limited	Holding company	Thailand	100	100
2. GMM Music Publishing International Company Limited	Management of music copyrights	Thailand	100	100
3. GMM Tai Hub Company Limited	Non-active and completed liquidation on 29 June 2020	Thailand	-	51
4. Fan TV Company Limited (Held 49% by GMM Holding Company Limited, a subsidiary)	Production of satellite television programmes	Thailand	51	51
5. GR Vocal Studio Company Limited	Vocal and music schools	Thailand	100	100
6. O Shopping Company Limited (formerly known as "GMM CJ O Shopping Company Limited")	Wholesale and retail by using advertising media and receiving phone orders and E-commerce order	Thailand	100	100
7. MGA Company Limited	Currently non-active	Thailand	100	100
8. Extraorganizer Company Limited	Currently non-active	Thailand	100	100
9. More Music Company Limited	Currently non-active	Thailand	100	100
10. GDC Company Limited	Currently non-active	Thailand	100	100



Notes to consolidated financial statements

GMM Grammy Public Company Limited and its subsidiaries
For the year ended 31 December 2020

Company	Nature of business	Country of incorporation	Percentage of shareholding	
			2020	2019
			%	%
11. Z Trading Company Limited	Production and distribution of satellite television and digital TV receivers	Thailand	100	100
12. Digistream Company Limited	Currently non-active	Thailand	100	100
13. Deetalk Company Limited	Non-active and completed liquidation on 4 December 2020	Thailand	-	100
14. GDH 559 Company Limited	Production of films and television programmes	Thailand	51	51
15. Teen Talk Company Limited	Currently non-active	Thailand	100	100
16. Exact Company Limited	Production of television programmes	Thailand	100	100
17. Tifa Studios Company Limited	Non-active and completed liquidation on 9 December 2020	Thailand	-	100
18. Gung Ho Studios Company Limited	Non-active and completed liquidation on 4 December 2020	Thailand	-	100
19. Bravo Studios Company Limited	Currently non-active	Thailand	100	100
20. OSP TV Company Limited	Satellite television platform provider (Held 49% by O Shopping Company Limited (formerly known as "GMM CJ O Shopping Company Limited", a subsidiary))	Thailand	51	51
<u>Subsidiaries held by GMM Holding Company Limited</u>				
1. Grammy Publishing House Company Limited	Currently non-active	Thailand	100	100
2. GMM Goods Company Limited	Distribution of consumer goods	Thailand	100	100
3. G Broadcast Company Limited	Satellite television platform provider	Thailand	100	100
4. GMM Digital Domain Company Limited	Currently non-active	Thailand	100	100
5. Magic Film Company Limited	Currently non-active	Thailand	91	91
6. Global Music and Media (China) Limited	Currently non-active	Hong Kong SAR	100	100
7. GMM Channel Company Limited	Production of television programmes and digital TV broadcasting	Thailand	100	-
8. Content and Artist Network Company Limited	Currently non-active	Thailand	100	-
<u>Subsidiary held by GMM Digital Domain Company Limited</u>				
1. Digital Arms Company Limited	Currently non-active	Thailand	100	100
<u>Subsidiaries held by Z Trading Company Limited</u>				
1. G S-one Company Limited	Currently non-active	Thailand	100	100
2. GMM Z Company Limited	Currently non-active	Thailand	100	100



Notes to consolidated financial statements

GMM Grammy Public Company Limited and its subsidiaries
For the year ended 31 December 2020

Company	Nature of business	Country of incorporation		Percentage of shareholding	
		2020	2019	%	%

Subsidiary held by GDH559 Company Limited

1. Nam Dee Mai Ngarm Company Limited	Provide advertising media, public relations consulting and organizer	Thailand	100	-
<p>b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.</p>				
c)	Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.			
d)	During the year 2020, there were the following changes in the composition of the subsidiaries:			
1.	Additional of investments (as details mentioned in Note 14 to the financial statements)			
1.1	Purchase of investment in a subsidiary, Nam Dee Mai Ngarm Company Limited (invested by GDH559 Company Limited, a subsidiary), by purchasing 9,996 ordinary shares of Baht 100 each from others. Then, additionally invested in 20,000 ordinary shares at a price of Baht 100 per share. Thus, the shareholding in that subsidiary is 100%.			
1.2	Purchase of investment in a subsidiary, GMM Channel Company Limited (invested by GMM Holding Company Limited, a subsidiary), by purchasing 20,919,998 ordinary shares totaling to Baht 1 from a related party. Thus, the shareholding in that subsidiary is 100%.			
1.3	Purchase of investment in a subsidiary, Content and Artist Network Company Limited (invested by GMM Holding Company Limited, a subsidiary), by purchasing 996 ordinary shares totaling to Baht 1 from a related party. Thus, the shareholding in that subsidiary is 100%.			
2.	Completed liquidation of subsidiaries, Deetalk Company Limited, Gung Ho Studios Company Limited, Tifa Studios Company Limited and GMM Tai Hub Company Limited, during the current year (as details mentioned in Note 14 to the financial statements).			



Notes to consolidated financial statements

GMM Grammy Public Company Limited and its subsidiaries
For the year ended 31 December 2020

- e) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
- f) The assets and liabilities in the financial statements of overseas subsidiary are translated to Baht using the exchange rate prevailing on the end of reporting period, and revenues and expenses translated using monthly average exchange rates. The resulting differences are shown under the caption of "Exchange differences on translation of financial statements in foreign currency" in the statements of changes in shareholders' equity.
- g) Material balances and transactions between the Company and its subsidiaries have been eliminated from the consolidated financial statements.
- h) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.

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

2.4 In 2020, the Group has participated in joint operation with other joint operators with the value of investment of Baht 15 million. The Group recognised sharing in assets, liabilities, revenue and expenses relating to its involvement in a joint operation as detail follows:

Name of entity	Nature of business	Formerly in	Involvement in joint operation
			2020
%			

Attended by GDH559 Company Limited

Joint Venture Destiny The Movie	Production of film	Thailand	70
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The financial information of joint operation relating to company's involvement which are included in consolidated financial statement as detail follows:



Notes to consolidated financial statements

GMM Grammy Public Company Limited and its subsidiaries
For the year ended 31 December 2020

Summary of financial statement as at 31 December 2020.

	(Unit: Million Baht)
	Consolidated
	financial statement
Current asset	16
Non-current assets	-
Current liabilities	(1)
Non-current liabilities	-
Joint operator's equity	<u>15</u>

There is no other comprehensive income for the year ended 31 December 2020.

3. New financial reporting standards

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

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

Financial reporting standards related to financial instruments

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

Financial reporting standards:

TFRS 7	Financial Instruments: Disclosures
TFRS 9	Financial Instruments

Accounting standard:

TAS 32	Financial Instruments: Presentation
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Financial Reporting Standard Interpretations:

TFRIC 16	Hedges of a Net Investment in a Foreign Operation
TFRIC 19	Extinguishing Financial Liabilities with Equity Instruments



Notes to consolidated financial statements

GMM Grammy Public Company Limited and its subsidiaries
For the year ended 31 December 2020

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

The adoption of these standards has the impact on the Group's financial statements to result in the following adjustments.

- Classification and measurement of non-listed equity investments - The Group has decided to measure these investments at fair value and classify them as financial assets at fair value through profit or loss or financial assets at fair value through other comprehensive income.
- Classification and measurement of investments in available-for-sale debt securities
 - The Group has decided to classify these investments as financial assets at amortised cost or fair value through profit or loss based on their characteristics of the contractual cash flows and the Group's business model on the TFRS 9 transition date.
- Recognition of credit losses - The Group recognises an allowance for expected credit losses on its financial assets, and it is no longer necessary for a credit-impaired event to have occurred. The Group applies the simplified approach to consider impairment of trade receivables.

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

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

TFRS 16 Leases

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

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



Notes to consolidated financial statements

GMM Grammy Public Company Limited and its subsidiaries
For the year ended 31 December 2020

The Group recognised the cumulative effect of the adoption of this financial reporting standard as an adjustment to retained earnings as at 1 January 2020, and the comparative information was not restated.

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

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

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

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

During the period from the first quarter to the third quarter of 2020, the Group elected to apply the temporary relief measures on accounting alternatives relating to a simplified approach to determine expected credit losses, a measurement of the fair value of unquoted equity investments, impairment of assets and reversal of deferred tax assets.

In the fourth quarter of 2020, the Group has assessed the financial impacts of the uncertainties of the COVID-19 Pandemic on the valuation of assets, provisions and contingent liabilities. As a result, in preparing the financial statements for the year ended 31 December 2020, the Group has decided to discontinue application of all temporary relief measures on accounting alternatives with no significant impact on the Group's financial statements.

b) Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2021

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

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



Notes to consolidated financial statements

GMM Grammy Public Company Limited and its subsidiaries
For the year ended 31 December 2020

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

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

The impacts of changes in accounting policies on the statements of financial position at the beginning of 2020 due to the adoption of these standards are presented as follows:

Statement of financial position	Consolidated financial statements			
	The effect of			(Unit: Thousand Baht)
	31 December 2019	financial instruments	TFRS 16	
Assets				1 January 2020
Current assets				
Current investments	120,150	(120,150)	-	-
Other current financial assets	-	120,150	-	120,150
Non-current assets				
Other non-current financial assets	-	6,555	-	6,555
Investments in joint ventures	476,367	-	(1,853)	474,514
Other long-term investments	6,555	(6,555)	-	-
Leasehold improvement and equipment	246,695	-	(16,234)	230,461
Right-of-use assets	-	-	518,227	518,227
Other non-current assets	160,292	-	(20,667)	139,625
Liabilities and shareholders' equity				
Current liabilities				
Trade and other payables	1,245,822	-	(18,195)	1,227,627
Current portion of liabilities under finance lease agreements	7,832	-	(7,832)	-
Current portion of lease liabilities	-	-	83,325	83,325
Non-current liabilities				
Liabilities under finance lease agreements - net of current portion	10,822	-	(10,822)	-
Lease liabilities - net of current portion	-	-	434,850	434,850
Shareholders' equity				
Deficits - unappropriated	1,250,404	2,176	1,853	1,254,433
Other components of shareholders' equity	310,913	(2,176)	-	308,737



Notes to consolidated financial statements

GMM Grammy Public Company Limited and its subsidiaries
For the year ended 31 December 2020

(Unit: Thousand Baht)

Statement of financial position	Separate financial statements			
	The effect of			
	31 December 2019	financial instruments	TFRS 16	1 January 2020
Assets				
Non-current assets				
Other non-current financial assets	-	6,555	-	6,555
Other long-term investments	6,555	(6,555)	-	-
Leasehold improvement and equipment	143,239	-	(16,234)	127,005
Right-of-use assets	-	-	378,079	378,079
Liabilities and shareholders' equity				
Current liabilities				
Trade and other payables	743,211	-	(10,146)	733,065
Current portion of liabilities under finance lease agreements	7,832	-	(7,832)	-
Current portion of lease liabilities	-	-	63,307	63,307
Non-current liabilities				
Liabilities under finance lease agreements - net of current portion	10,822	-	(10,822)	-
Lease liabilities - net of current portion	-	-	327,338	327,338
Shareholders' equity				
Retained earnings - unappropriated	(169,526)	2,176	-	(167,350)
Other components of shareholders' equity	2,317	(2,176)	-	141



Notes to consolidated financial statements

GMM Grammy Public Company Limited and its subsidiaries
For the year ended 31 December 2020

4.1 Financial instruments

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

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	Other	Other	Other	Other
Classification of available-for-sale debt investments as financial assets at amortised cost or fair value through profit or loss	Retained earnings	components of shareholders' equity	Retained earnings	components of shareholders' equity
	2,176	(2,176)	2,176	(2,176)
Impacts of the adoption of financial reporting standards related to financial instruments	2,176	(2,176)	2,176	(2,176)

b) As at 1 January 2020, classification and measurement of financial assets required by TFRS 9, in comparison with classification and the former carrying amount, are as follows:

	(Unit: Thousand Baht)				
	Consolidated financial statements				
	The former carrying amount	Classification and measurement in accordance with TFRS 9			
		Fair value			
		Fair value through profit or loss	through other comprehensive income	Amortised cost	Total
Financial assets as at 1 January 2020					
Cash and cash equivalents	451,917	-	-	451,917	451,917
Current investments	120,150	-	-	120,150	120,150
Trade and other receivables	1,165,294	-	-	1,165,294	1,165,294
Other long-term investments	6,555	482	1,059	5,014	6,555
Total financial assets	1,743,916	482	1,059	1,742,375	1,743,916



Notes to consolidated financial statements

GMM Grammy Public Company Limited and its subsidiaries
For the year ended 31 December 2020

(Unit: Thousand Baht)

Separate financial statements				
The former carrying amount	Classification and measurement in accordance with TFRS 9			
	Fair value			
	Fair value through profit or loss	through other comprehensive income	Amortised cost	Total
Financial assets as at 1 January 2020				
Cash and cash equivalents	186,405	-	-	186,405
Trade and other receivables	981,803	-	-	981,803
Other long-term investments	6,555	482	1,059	5,014
Total financial assets	1,174,763	482	1,059	1,173,222
				1,174,763

As at 1 January 2020, the Group has not designated any financial liabilities at fair value through profit or loss.

4.2 Leases

On adoption of TFRS 16, the Group recognised lease liabilities in relation to leases that previously classified as operating leases measured at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rate as of 1 January 2020. For leases that previously classified as finance leases, the Group recognised the carrying amount of the lease assets and lease liabilities before transition as right-of-use assets and lease liabilities, respectively at the date of initial application.

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
Operating lease commitments as at 31 December 2019	631,104	493,314
Less: Short-term leases and leases of low-value assets	(13,529)	(660)
Add : Option to extend lease term	234,777	201,108
Less: Contracts reassessed as service agreements	(287,593)	(266,082)
Add: Others	8,529	480
Less: Deferred interest expenses	(73,767)	(56,169)
Increase in lease liabilities due to the adoption of TFRS 16	499,521	371,991
Liabilities under finance lease agreements as at		
31 December 2019	18,654	18,654
Lease liabilities as at 1 January 2020	518,175	390,645
Incremental borrowing rate (percent per annum)	4.75 - 6.25 %	4.75 - 6.25 %



Notes to consolidated financial statements

GMM Grammy Public Company Limited and its subsidiaries
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	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
Comprise of:		
Current lease liabilities	83,325	63,307
Non-current lease liabilities	434,850	327,338
	<u>518,175</u>	<u>390,645</u>

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

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
Buildings and building improvement	501,993	361,845
Motor vehicles	16,234	16,234
Total right-of-use assets	518,227	378,079

5. Significant accounting policies

5.1 Revenue and expense recognition

Sales of goods

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

Revenues from services

a) Revenues from production of satellite television and digital TV programmes

Revenues from production of satellite television and digital TV programmes represent the service income from advertising, promotion and production of television programmes and are stated on the basis of the invoiced value, after deducting discounts and allowances. Service income from advertising and promotion is recognised when services have been rendered on satellite television and digital TV programmes. Service income from production of television programmes is recognised when the production is completed.

b) Revenues from production of concerts

Revenues from production of concerts are recognised as income when the performances take place.



Notes to consolidated financial statements

GMM Grammy Public Company Limited and its subsidiaries
For the year ended 31 December 2020

c) Revenues from production of motion pictures

Income from box-office sharing is recognised as income when the motion pictures have been exhibited.

Sales of motion pictures and advertising income are the invoiced value of the films delivered and the services rendered after deducting discounts and allowances.

In cases where royalties from motion pictures are charged at fixed amounts which the licensee cannot refund and the licensor has no further obligations subsequent to granting the rights, the royalties are recognised as income in full when the licensee is entitled to exploit the rights under the terms of the agreement.

d) Management fee and consultant fee income

Management fee and consultant fee income are recognised when services have been rendered.

e) Artist management income

Artist management income is recognised when services have been rendered.

f) Revenues from studio service

Revenues from studio service are recognised when services have been rendered taking into account the stage of completion.

g) Revenues from event advisor and organizer and provision of event equipment

Revenues from event advisor and organizer and provision of event equipment are recognised when services have been rendered taking into account the stage of completion.

h) Revenues from production and service

Revenues from production and service are recognised when services have been rendered taking into account the stage of completion.

Revenues from copyrights

Revenues from copyrights are recognised when the right to receive payment is established, and reasonable estimates of such amount can be made.

Interest income

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



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Finance cost

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

Dividend income

Dividend income is recognised when the right to receive the dividends is established.

5.2 Cash and cash equivalents

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

5.3 Inventories

- a) CDs, VCDs, DVDs and USB Flashdrive are valued at the lower of cost (moving average method) or net realisable value.
- b) Television programmes represent the accumulated production costs in progress and those which are completed and ready for broadcasting. The costs, which consist of expenses directly associated with programme production, are charged against income when the programmes are broadcasted.
- c) Master tapes represent the accumulated costs of master tape production in progress and which has been completed. The costs, consisting of expenses directly associated with production, are charged against income when albums are launched for sale, except for cost of lyrics, melodies and compositions that are transferred to be the intangible asset subjected as “the copyrights to musical compositions”.
- d) Motion picture and cartoon production represents the accumulated production and filming costs which are currently in production, and is transferred to be the intangible asset subjected as “motion picture and cartoon copyrights” when they are exhibited.
- e) Satellite television receivers are valued at the lower of cost (moving weighted average method) or net realisable value.
- f) Other inventories are valued at the lower of cost (moving weighted average method) or net realisable value.

5.4 Investments in subsidiaries, joint ventures and associates

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

Investments in subsidiaries, joint ventures and associates are accounted for in the separate financial statements using the cost method.



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5.5 Leasehold improvement and equipment / Depreciation

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

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

<u>Useful lives</u>		
Leasehold improvement	-	5 years
Operating equipment	-	5 years
Computer and equipment	-	3 years
Furniture, fixtures and office equipment	-	5 years
Motor vehicles	-	5 years
Others	-	5 years

Depreciation is included in determining income.

No depreciation is provided for construction in progress and equipment under installation.

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

5.6 Intangible assets

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

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually either individually or at the cash generating unit level. The assessment of indefinite useful lives of the intangible assets is reviewed annually.

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

- a) Computer software is carried at cost less accumulated amortisation and allowance for impairment losses (if any). It is amortised on a straight-line basis over the contract periods.
- b) Program rights are carried at cost less accumulated amortisation and allowance for impairment losses (if any).



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They are recognised as the assets and liabilities under the license contracts when the license contracts period whereby, the cost of rights are known, and rights are under control of the Group. Program rights are amortised on a straight-line basis over the license contract periods.

The Program rights that transfers from inventory, the Group had amortised this right by using 60% of the cost from the first on-air, and other cost are amortised by the basis of straight line for 5 years.

- c) Motion picture and cartoon copyrights are carried at cost less accumulated amortisation and allowance for impairment losses (if any). They are amortised in proportion to their consumptions through various distribution channels, but over periods of no more than 10 years (for motion pictures) and 5 years (for cartoons) from the release date.

Game licenses and other rights are carried at cost less accumulated amortisation and impairment losses (if any). Game licenses and other rights are amortised on a straight-line basis over the license contract periods.

Intangible assets with indefinite useful lives are the copyrights and musical compositions which are carried at cost less accumulated amortisation and impairment losses (if any). They have the indefinite useful life, therefore they are not amortised but are tested for impairment annually either individually or at the cash generating unit level. The assessment of indefinite useful life is reviewed annually.

5.7 Cost of spectrum license

Cost of spectrum license is carried at cost less accumulated amortisation and impairment losses (if any). It is recognised as the asset and liability under the license when the license period whereby, the cost of license is known. Cost of spectrum license is amortised on a straight-line basis over the license period, 15 years.

5.8 Goodwill

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

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



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

5.9 Leases

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

The Group as a lessee

Accounting policies adopted since 1 January 2020

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

Right-of-use assets

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

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

Buildings	1 - 6	years
Motor vehicles	5	years

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



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Lease liabilities

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

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

Short-term leases and leases of low-value assets

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

Accounting policies adopted before 1 January 2020

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

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



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5.10 Related party transactions

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

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

5.11 Foreign currencies

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

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

Gains and losses on exchange are included in determining income.

5.12 Impairment of non-financial assets

At the end of each reporting period, the Group performs impairment reviews in respect of the property, plant and equipment right-of-use asset and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. The Group also carries out annual impairment reviews in respect of goodwill and intangible assets with indefinite useful lives. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount.

An impairment loss is recognised in the income statements.

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



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5.13 Provision for goods returns

Provision for goods returns is estimated with reference to actual goods returns occurring during the year and calculated at the rate of sales made during the year.

5.14 Employee benefits

Short-term employee benefits

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

Post-employment benefits

Defined contribution plans

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

Defined benefit plans

The Group has obligations in respect of the severance payments it must make to employees upon retirement under labor law. The Group treats these severance payment obligations as a defined benefit plan.

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

Actuarial gains and losses arising from post-employment benefits are recognised immediately in other comprehensive income.

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

5.15 Provisions

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



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5.16 Income Tax

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

Current tax

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

Deferred tax

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

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

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

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

5.17 Financial instruments

Accounting policies adopted since 1 January 2020

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

Classification and measurement of financial assets

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



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Financial assets at amortised cost

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

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

Financial assets designated at FVOCI (equity instruments)

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

Gains and losses recognised in other comprehensive income on these financial assets are never recycled to the income statement.

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

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

Financial assets at FVTPL

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

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

Dividends on listed equity investments are recognised as other income in the income statement.

Classification and measurement of financial liabilities

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



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Derecognition of financial instruments

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

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

Impairment of financial assets

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

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

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

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



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Offsetting of financial instruments

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

Accounting policies adopted before 1 January 2020

Trade accounts receivable

Trade and other receivables are stated at the net realisable value. Allowance for doubtful accounts is provided for the estimated loss that may be incurred in collection of receivables. The allowance is generally based on collection experience and analysis of debt aging.

Investments

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

The fair value of marketable securities is based on the latest bid price of the last working day of the year. The fair value of debt instruments is determined based on yield rates quoted by the Thai Bond Market Association. The fair value of unit trusts is determined from their net asset value.

The weighted average method is used for computation of the cost of investments.

In the event the Group reclassifies investments from one type to another, such investments will be readjusted to their fair value as at the reclassification date. The difference between the carrying amount of the investments and the fair value on the date of reclassification are recorded in the income statement or recorded as other components of shareholders' equity, depending on the type of investment that is reclassified.



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On disposal of an investment, the difference between net disposal proceeds and the carrying amount of the investment is recognised in the income statement.

5.18 Fair value measurement

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

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

Level 1 - Use of quoted market prices in an active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

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

6. Significant accounting judgements and estimates

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

Significant judgements and estimates are as follows:



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Leases

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

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

Estimating the incremental borrowing rate - The Group as a lessee

The Group cannot readily determine the interest rate implicit in the lease, therefore, the management is required to exercise judgement in estimating its incremental borrowing rate to discount lease liabilities. The incremental borrowing rate is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

Allowance for expected credit losses of trade and other receivables

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

Fair value of financial instruments

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



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Impairment of investments

The Group treats investments in subsidiaries, joint ventures, associates and other long-term investments as impaired when there has been a significant or prolonged decline in the fair value below their cost or where other objective evidence of impairment exists. The determination of what is “significant” or “prolonged” requires judgement of the management regarding to its projections of future operating performance, future business plans, and determination of an appropriate discount rate and key assumptions.

Leasehold improvement and equipment/Depreciation

In determining depreciation of leasehold improvement and equipment, the management is required to make estimates of the useful lives and residual values of the Group’s plant and equipment and to review estimate useful lives and residual values when there are any changes.

In addition, the management is required to review leasehold improvement and equipment for impairment on a periodical basis and record impairment losses when it is determined that their recoverable amount is lower than the carrying amount. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

Intangible assets/Amortisation

In determining the amortisation of intangible assets, the management is required to make estimates of economic useful lives and the amortisation method of the intangible assets, and to review the amortisation period when there are any changes.

In addition, the management is required to review intangible assets for impairment and record impairment losses when it is determined that their recoverable amount is lower than the carrying amount. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent that it is probable that taxable profit will be available against which the temporary differences and losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of estimate future taxable profits.



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Post-employment benefits under defined benefit plans

The obligation under the defined benefit plan is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

7. Related party transactions

During the years, the Group had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Group and those related parties.

(Unit: Million Baht)

	Consolidated		Pricing policy*
	2020	2019	
<u>Transactions with joint ventures</u>			
Sales of goods	6	7	(2)
Service income	156	284	(2)/(5)/(6)
Revenues from copyrights	55	74	(3)
Other income	8	11	(5)
Service expenses	414	509	(5)/(6)
<u>Transactions with associated companies</u>			
Service income	2	1	(2)
Revenues from copyrights	1	1	(3)
Other income	1	2	(5)
Service expenses	28	46	(5)
<u>Transactions with related companies</u>			
Other income	2	-	(5)
Rental and service expenses	161	149	(1)/(5)/(6)



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(Unit: Million Baht)

	Separate		<u>Pricing policy*</u>
	financial statements	2020	2019
<u>Transactions with subsidiaries</u>			
(eliminated from the consolidated financial statements)			
Service income	21	22	(2)/(4)/(5)
Revenues from copyrights	161	247	(3)
Other income	3	3	(5)
Interest income	6	2	(7)
Service expenses	63	55	(5)
Interest expenses	4	8	(7)
<u>Transactions with joint ventures</u>			
Sales of goods	6	7	(2)
Service income	113	221	(2)/(5)/(6)
Revenues from copyrights	28	17	(3)
Other income	8	11	(5)
Service expenses	243	352	(5)/(6)
<u>Transactions with associated companies</u>			
Rental and service expenses	8	6	(2)
<u>Transactions with related companies</u>			
Other income	2	-	(5)
Rental and service expenses	115	131	(1)/(5)/(6)

*Pricing policy explanation

- (1) Contract price with the rental rate as appraised by independent valuer
- (2) With reference to prices charged to third parties depending on when the sales were made and the agreement
- (3) Charge per unit purchased/sold with reference to market price
- (4) Cost plus margin
- (5) Mutually agreed price
- (6) Contract price
- (7) At the rate not lower than the rate of fixed deposit or the rate of minimum loan rate (MLR)
minus 1% per annum based on case by case



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As at 31 December 2020 and 2019, the balances of the accounts between the Company and those related parties are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
<u>Trade and other receivables - related parties (Note 10)</u>				
Subsidiaries	-	-	48,599	89,589
Joint ventures	118,997	95,896	14,523	79,151
Associated companies	698	463	73	73
Related companies (related by common shareholder)	692	350	692	350
Total trade and other receivables - related parties	<u>120,387</u>	<u>96,709</u>	<u>63,887</u>	<u>169,163</u>
<u>Trade and other payables - related parties (Note 23)</u>				
Subsidiaries	-	-	23,852	17,087
Joint ventures	180,427	180,639	56,502	152,500
Associated companies	9,428	24,121	4,325	4,200
Related companies (related by common shareholder)	21,417	6,007	3,854	5,150
Total trade and other payables - related parties	<u>211,272</u>	<u>210,767</u>	<u>88,533</u>	<u>178,937</u>
<u>Lease liabilities - related party</u>				
Related companies (related by common shareholder)	262,816	-	227,921	-
Total lease liabilities - related party	<u>262,816</u>	<u>-</u>	<u>227,921</u>	<u>-</u>
<u>Unearned income from the marketing agent right</u>				
<u>- related party (other non-current liabilities)</u>				
Joint venture	67,000	-	-	-
Total unearned income from marketing agent right	<u>67,000</u>	<u>-</u>	<u>-</u>	<u>-</u>
- related parties	<u>67,000</u>	<u>-</u>	<u>-</u>	<u>-</u>

On 30 November 2020, GMM Channel Company Limited ("GMM25"), a subsidiary of the Company and holder of Digital TV broadcasting license entered into an agreement to with GMM Channel Holding Company Limited ("Channel Holding") regarding the appointment of marketing agent transaction for GMM25 digital tv channel responsible for finding customers and sales of advertising media of GMM25. The agreement is effective from 1 January 2021 until the expiry of the term of the broadcasting license of GMM25. On 15 December 2020, GMM25 received fee payment of Baht 67 million from GMM Channel Holding Company Limited in respect of the appointment as marketing agent under this agreement, in addition to the income that each party is to receive upon fulfilment of the conditions stipulated in the agreement.



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Loans to/loans from related parties

As at 31 December 2020 and 2019, the balances of loans between the Company and those related companies and the movement of loans are as follows:

(Unit: Thousand Baht)

	Separate financial statements					
	31 December 2019	During the year		31 December 2020		
		Increase	Decrease			
<u>Loans to related parties</u>						
Subsidiaries						
Digistream Company Limited	12,000	-	-	12,000		
Fan TV Company Limited	21,420	1,530	(3,825)	19,125		
GMM Holding Company Limited	-	1,122,000	(67,000)	1,055,000		
Total	33,420	1,123,530	(70,825)	1,086,125		
<u>Less:</u> Allowance for expected credit losses (2019: Allowance for doubtful accounts)	(33,420)	(1,055,000)	3,825	(1,084,595)		
Loans to related parties - net	-	68,530	(67,000)	1,530		

Minimum interest rate charged on loans to subsidiaries is charged at the rate not lower than the rate of fixed deposit or the rate of minimum loan rate (MLR) minus 1% per annum based on case by case.

Set out below is the movement in the allowance for expected credit losses of loans to related parties.

(Unit: Thousand Baht)

	Separate financial statements
As at 1 January 2020	33,420
Provision for expected credit losses	1,055,000
Amount recovered	(3,825)
As at 31 December 2020	1,084,595

The significant increase of Baht 1,055 million in the allowance for expected credit losses of loans to related parties in 2020 was mainly due to GMM Holding Company Limited.



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(Unit: Thousand Baht)

	Separate financial statements					
	During the year		Balance as at 31 December	2020		
	2019	Increase				
<u>Short-term loans from related parties</u>						
Subsidiaries						
MGA Company Limited	22,500	-	-	22,500		
GMM Music Publishing International Company Limited	103,000	22,000	(47,000)	78,000		
GMM Holding Company Limited	131,900	7,500	(139,400)	-		
More Music Company Limited	5,800	-	-	5,800		
Z Trading Company Limited	194,000	68,000	(15,000)	247,000		
O Shopping Company Limited (Formerly known as "GMM CJ O Shopping Company Limited")	-	50,000	-	50,000		
Exact Company Limited	122,000	-	(12,000)	110,000		
Teen Talk Company Limited	28,000	-	-	28,000		
GR Vocal Studio Company Limited	9,000	3,000	(5,500)	6,500		
Tifa Studios Company Limited	9,000	-	(9,000)	-		
Gung Ho Studios Company Limited	9,000	-	(9,000)	-		
Bravo Studios Company Limited	12,000	-	(12,000)	-		
GDC Company Limited	2,000	-	-	2,000		
Total	648,200	150,500	(248,900)	549,800		

Minimum interest rate charged on loans from subsidiaries are charged at the rate not lower than the rate of fixed deposit or the rate of minimum loan rate (MLR) minus 1% per annum based on case by case.

Directors and management's benefits

During the years ended 31 December 2020 and 2019, the Group had employee benefit expenses payable of their directors and management as below.

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Short-term employee benefits	74,796	85,633	73,296	83,035
Post-employment benefits	4,192	10,076	4,118	9,997
Total	78,988	95,709	77,414	93,032



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Guarantee obligations with related parties

The Group has outstanding guarantee obligations with its related parties, as described in Note 28 and Note 39.5 to the financial statements.

Cash and cash equivalents

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Cash on hand and at banks	727,675	451,915	284,437	186,403
Short-term investments	2	2	2	2
Total cash and cash equivalents	727,677	451,917	284,439	186,405

As at 31 December 2020, bank deposits in saving accounts, fixed deposits and highly liquid investments carried interests between 0.05 and 0.73% per annum (2019: between 0.10 and 1.20% per annum) (the Company only: between 0.05 and 0.73% per annum, 2019: between 0.10 and 1.20% per annum).

Current investments

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Fixed deposit	-	120,150	-	-
Total current investments	-	120,150	-	-

As at 31 December 2019, current investments carried return on investment between 1.25 to 1.70% per annum.



Notes to consolidated financial statements

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10. Trade and other receivables

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements	2020	financial statements	2020
	2019		2019	
<u>Trade receivables - related parties</u>				
Aged on the basis of due dates				
Not yet due	15,792	24,291	26,752	69,777
Past due				
Up to 3 months	8,721	5,276	1,916	1,525
3 - 6 months	644	-	19	-
6 - 12 months	193	-	-	36
Over 12 months	327	625	13,867	13,867
Total	25,677	30,192	42,554	85,205
<u>Less Allowance for expected credit losses</u>				
(2019: Allowance for doubtful accounts)				
	-	-	(13,867)	(13,867)
Total trade receivables - related parties, net	25,677	30,192	28,687	71,338
<u>Trade receivables - unrelated parties</u>				
Aged on the basis of due dates				
Not yet due	201,690	380,253	135,575	307,363
Past due				
Up to 3 months	123,164	140,352	75,550	104,622
3 - 6 months	20,551	24,929	11,011	22,167
6 - 12 months	19,877	28,868	16,919	25,975
Over 12 months	173,834	208,093	37,417	80,375
Total	539,116	782,495	276,472	540,502
<u>Less Allowance for expected credit losses</u>				
(2019: Allowance for doubtful accounts)				
	(188,364)	(238,876)	(46,351)	(108,775)
Total trade receivables - unrelated parties, net	350,752	543,619	230,121	431,727
Total trade receivables - net	376,429	573,811	258,808	503,065



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(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
<u>Other receivables</u>				
Other receivables - related parties	6,889	27,827	12,420	33,470
Other receivables - unrelated parties	102,496	72,028	39,497	39,833
Dividends receivable from subsidiaries	-	-	11,999	25,999
Accrued income - related parties	87,821	38,690	10,781	38,356
Accrued income - unrelated parties	379,452	492,607	246,559	379,734
Total other receivables	576,658	631,152	321,256	517,392
<u>Less</u> Allowance for expected credit losses (2019: Allowance for doubtful accounts)	(40,707)	(39,669)	(38,898)	(38,654)
Total other receivables - net	535,951	591,483	282,358	478,738
Total trade and other receivables - net	912,380	1,165,294	541,166	981,803

Set out below is the movement in the allowance for expected credit losses of trade and other receivables.

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
As at 1 January 2020		278,545		161,296
Increase from investment in subsidiaries		11,732		-
Provision for expected credit losses		9,438		7,075
Amount recovered		(1,389)		-
Amount written off		(69,255)		(69,255)
As at 31 December 2020		229,071		99,116

10. Inventories

(Unit: Thousand Baht)

	Consolidated financial statements					
	Reduce cost to net		realisable value		Inventories-net	
	Cost	2020	2019	2020	2019	2020
	2020	2019	2020	2019	2020	2019
CDs, VCDs, DVDs and USB Flashdrive	98,856	125,201	(78,205)	(117,850)	20,651	7,351
Motion picture and cartoon production	36,496	39,796	-	-	36,496	39,796
Work in process	103,541	89,392	(17,522)	(17,522)	86,019	71,870
Television programmes	19,065	-	(17,678)	-	1,387	-
Satellite television and Digital TV receivers	33,199	29,052	(9,714)	(6,642)	23,485	22,410
Others	47,341	42,178	(2,128)	(323)	45,213	41,855
Total	338,498	325,619	(125,247)	(142,337)	213,251	183,282



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(Unit: Thousand Baht)

	Separate financial statements					
	Cost		Reduce cost to net realisable value		Inventories-net	
	2020	2019	2020	2019	2020	2019
CDs, VCDs, DVDs and USB Flashdrive	101,376	125,222	(78,205)	(117,850)	23,171	7,372
Work in process	95,179	88,218	(17,522)	(17,522)	77,657	70,696
Total	196,555	213,440	(95,727)	(135,372)	100,828	78,068

During the current year, the Group reversed the reduce of cost of net realisable value by Baht 35 million (2019: Baht 34 million) (the Company only: Baht 40 million, 2019: Baht 36 million) and reduced the amount of inventories recognised as expenses during the year.

12. Other current assets

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Input tax refundable	56,318	46,775	-	-
Withholding tax deducted at source	68,165	39,228	41,473	27,749
Others	2,881	3,883	2,654	3,226
Total other current assets	127,364	89,886	44,127	30,975

13. Other non-current financial assets

	(Unit: Thousand Baht)	
	31 December 2020	
	Consolidated financial statements	Separate financial statements
<u>Debt instruments at amortised cost</u>		
Government Savings Bank Bond	5,014	5,014
Total debt instruments at amortised cost - net	5,014	5,014
<u>Debt instruments at FVTPL</u>		
Unit Trusts in Tisco Fixed - Income Fund	3,197	3,197
Less: Allowance for expected credit losses	(2,719)	(2,719)
Total debt instruments at FVTPL - net	478	478
<u>Non-listed equity investments at FVOCI</u>		
Siam Telemarketing Company Limited	3,000	3,000
Pracharath Rak Samakkee Social Enterprise (Thailand) Company Limited	1,000	1,000
CTH Public Company Limited	1,030,340	-
A-Time Traveller Company Limited	250	-
Total	1,034,590	4,000
Less: Allowance for expected credit losses	(1,034,340)	(4,000)
Total non-listed equity investments at FVOCI	250	-



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	(Unit: Thousand Baht)	
	31 December 2020	
	Consolidated financial statements	Separate financial statements
<u>Financial assets at FVOCI</u>		
Listed equity investments		
BEC World Public Company Limited	81	81
Total financial assets at FVOCI	81	81
Total other non-current financial assets - net	<u>5,823</u>	<u>5,573</u>

The Group has pledged all stock certificates of CTH Public Company Limited as a collateral for long-term loans from a bank. The Group is required to comply with conditions and restrictions stipulated in the agreement.

The Company has used Government Savings Bank Bond Baht 0.1 million as a collateral in court. The Company currently in a process of requesting to return those bonds.

14. Investments in subsidiaries

Details of investments in subsidiaries as presented in separate financial statements are as follows:

Company	Separate financial statements							
	Paid-up capital		Shareholding		Cost		Dividend received	
	2020	2019	2020	2019	2020	2019	2020	2019
	(Million Baht)	(Million Baht)	(%)	(%)	(Million Baht)	(Million Baht)	(Million Baht)	(Million Baht)
MGA Company Limited	10.5	10.5	100	100	10,500	10,500	-	1,500
Extraorganizer Company Limited	1	1	100	100	999	999	-	-
More Music Company Limited	1	1	100	100	1,000	1,000	-	1,400
GMM Holding Company Limited	100	100	100	100	100,000	100,000	-	-
GMM Music Publishing International Company Limited	5	5	100	100	4,999	4,999	26,998	28,998
GMM Tai Hub Company Limited	-	3	-	51	-	67,907	-	-
Fan TV Company Limited	200	200	51	51	83,777	83,777	-	-
GR Vocal Studio Company Limited	5	5	100	100	2,525	2,525	-	-
O Shopping Company Limited (Formerly known as "GMM CJ O Shopping Company Limited")	356	356	100	100	251,751	251,751	-	-
GDC Company Limited	47	47	100	100	46,814	46,814	-	-
Z Trading Company Limited	5,935	5,935	100	100	5,935,000	5,935,000	-	-
Digistream Company Limited	1	1	100	100	1,000	1,000	-	-
GDH 559 Company Limited	150	150	51	51	76,500	76,500	57,375	22,950
Deetalk Company Limited	-	1	-	100	-	19,392	-	1,979
Exact Company Limited	60	60	100	100	81,979	81,979	3,000	13,350



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(Unit: Thousand Baht)

Company	Separate financial statements							
	Paid-up capital		Shareholding		Cost		Dividend received	
	2020	2019	2020	2019	2020	2019	2020	2019
	(Million Baht)	(Million Baht)	(%)	(%)				
Teen Talk Company Limited	40	40	100	100	44,260	44,260	-	-
OSP TV Company Limited	0.25	0.25	51	51	127	127	-	-
Tifa Studios Company Limited	-	12.5	-	100	-	12,500	-	-
Gung Ho Studios Company Limited	-	12.5	-	100	-	12,500	-	-
Bravo Studios Company Limited	12.5	12.5	100	100	12,500	12,500	-	-
Total					6,653,731	6,766,030	87,373	70,177
<u>Less</u> Allowance for impairment of investments					<u>(5,918,884)</u>	<u>(5,980,348)</u>		
Investments in subsidiaries - net					734,847	785,682		

During the current period, changes of investments in subsidiaries which have been presented in the separate financial statements are as follows:

Additional investment in subsidiary

Investor	Subsidiary	Nature of business	Percentage of shareholding		Description	Amount (Thousand Baht)
			(%)	(%)		
GDH 559 Company Limited	Nam Dee Mai	Media advertising, public relations	100	100	Purchase of investment from others 9,996 ordinary shares of Baht 100 each. The shareholding is 100%. Then, additionally invested in 20,000 ordinary shares at a price of Baht 100 per share for a total of Baht 2 million. The capital increase has no effect to the shareholding in that company.	3,000
	Ngarm Company Limited	consultancy, and marketing organizer				
GMM Holding Company Limited	GMM Channel Company Limited	Production of television programmes and digital on-air	100	100	Purchase of investment from the related company 20,919,998 ordinary shares of Baht 1 each, the shareholding is 100%.	-
GMM Holding Company Limited	Content and Artist Network Company Limited	Currently non-active	100	100	Purchase of investment from the related company 996 ordinary shares of Baht 1 each, the shareholding is 100%.	-



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Reduction of capital by subsidiaries

Investor	Subsidiaries	Percentage of shareholding (%)	Description
GMM Grammy Public Company Limited	GMM Tai Hub Company Limited	51	Deregistered with the Ministry of Commerce on 27 June 2019, completed liquidation on 26 June 2020, and made a cash liquidation payment of Baht 3 million to shareholders.
GMM Grammy Public Company Limited	Tifa Studios Company Limited	100	Deregistered with the Ministry of Commerce on 11 November 2020, completed liquidation on 9 December 2020, and made a cash liquidation payment of Baht 10 million to shareholders.
GMM Grammy Public Company Limited	Gung Ho Studios Company Limited	100	Deregistered with the Ministry of Commerce on 4 November 2020, completed liquidation on 4 December 2020, and made a cash liquidation payment of Baht 10 million to shareholders.
GMM Grammy Public Company Limited	Deetalk Company Limited	100	Deregistered with the Ministry of Commerce on 4 November 2020, completed liquidation on 4 December 2020, and made a cash liquidation payment of Baht 1 million to shareholders.

On 2 March 2020, GMM CJ O Shopping Company Limited registered the change of name to be “O Shopping Company Limited”.

During the current year, The Company reversed recorded allowance for impairment loss of investment in a subsidiary of Baht 61 million (2019: recorded allowance for impairment loss of investment in a subsidiary of Baht 69 million).

GMM Holding Company Limited (a subsidiary) additionally invested in ordinary shares of GMM Channel Company Limited and Content and Artist Network Company Limited. Thus, the Group has control over such companies and has classified GMM Channel Company Limited and Content and Artist Network Company Limited as subsidiaries. There is a purchase price difference higher than the net asset book value at the acquisition date.



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The valuation of the assets and liabilities of GMM Channel Company Limited and Content and Artist Network Company Limited at the acquisition date was as follows:

	(Unit: Thousand Baht)	
	Content and GMM Channel Company Limited	Artist Network Company Limited
Cash and cash equivalents	33,229	4
Trade and other receivables	272,641	-
Prepaid expenses	24,762	-
Inventories	3,928	-
Advance payments	1,889	-
Other current assets	35,998	-
Leasehold improvement and equipment	10,524	-
Right-of-use assets	59,293	-
Cost of spectrum license	485,157	-
Other non-current assets	55,727	-
Total assets	983,148	4
Trade and other payables	(293,633)	(202)
Unearned revenue	(64,978)	-
Short-term loans from related parties	(460,600)	-
Long-term loans	(898,880)	-
Lease liabilities	(62,363)	-
Cost of spectrum license payable	(224,700)	-
Other current liabilities	(10,198)	-
Provision for long-term employee benefits	(10,312)	-
Total liabilities	2,025,664	(202)
Net assets	(1,042,516)	(198)
Shareholding percentage	100.00	100.00
Fair value of net assets in shareholding percentage of the Group	(1,042,516)	(198)
Consideration paid for investments	-	-
Losses on purchases at fair value are recognised in the income statement	(1,042,516)	(198)



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15. Investments in joint ventures

15.1 Details of investments in joint ventures:

Investments in joint ventures represent investments in entities which are jointly controlled by the Group and other companies. Details of these investments are as follows:

Company	Nature of business	Consolidated financial statements					
		Shareholding percentage		Cost		Carrying amounts based on equity method	
		2020 (%)	2019 (%)	2020	2019	2020	2019
The ONE Enterprise Company Limited	Production of television programmes and digital on-air	31.27	31.27	1,191,550	1,191,550	288,317	348,460
GMM Channel Holding Company Limited	Production of television programmes and digital on-air	-	50.00	-	361,700	-	127,907
Total				<u>1,191,550</u>	<u>1,553,250</u>	<u>288,317</u>	<u>476,367</u>

Company	Nature of business	Separate financial statements			
		Shareholding percentage		Carrying amounts based on cost method	
		2020 (%)	2019 (%)	2020	2019
The ONE Enterprise Company Limited	Production of television programmes and digital on-air	31.27	31.27	1,191,550	1,191,550
GMM Channel Holding Company Limited	Production of television programmes and digital on-air	-	50.00	-	1,000,000
Total				<u>1,191,550</u>	<u>2,191,550</u>

The Company has pledged all stock certificates of The ONE Enterprise Company Limited as collateral for a joint venture's long-term loans from a bank.

During the current year, change of investments in joint venture is as follows:

Disposal of investment in joint venture

Investor	Joint venture	Percentage of shareholding (%)	Description		Amount (Thousand Baht)
			Description		
GMM Grammy Public Company Limited	GMM Channel Holding Company Limited	100	Disposal of all 9,999,998 ordinary shares at a price of Baht 120 per share to a third party (its cost was Baht 1,000 million)		1,200,000



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15.2 Share of comprehensive income and dividend income

During the year, the Group recognised its share of comprehensive income from investments in the joint ventures in the consolidated financial statements and dividend income in the separate financial statements as follows:

Joint ventures	Consolidated financial statements				(Unit: Thousand Baht)	
	Share of other comprehensive income (loss) from investments in joint ventures during the year		Share of other comprehensive income (loss) from investments in joint ventures during the year		Dividend received during the year	
	2020	2019	2020	2019	2020	2019
The ONE Enterprise Company Limited	216,961	60,980	-	(1,486)	-	-
GMM Channel Holding Company Limited	191,855	(70,535)	-	(4,157)	-	-
Total	408,816	(9,555)	-	(5,643)	-	-

15.3 Summarised financial information about material joint ventures

Summarised financial information about financial position

	As at 31 December			
	The ONE Enterprise Company Limited Group		GMM Channel Holding Company Limited Group	
	2020	2019	2020	2019
Cash and cash equivalents	412	198	-	170
Current assets	1,865	1,135	-	965
Non-current assets	5,161	2,835	-	1,400
Total assets	7,438	4,168	-	2,535
Short-term loans	-	(80)	-	(625)
Other current liabilities	(1,994)	(688)	-	(943)
Long-term loans	(2,975)	(1,848)	-	(899)
Other non-current liabilities	(364)	(76)	-	(109)
Total liabilities	(5,333)	(2,692)	-	(2,576)
Net assets	2,105	1,476	-	(41)
Shareholding percentage (%)	31.27	31.27	-	50.00
Share of net assets	658	462	-	(21)
Elimination entries and others	(370)	(114)	-	-
Intangible assets	-	-	-	149
Carrying amounts of joint ventures based on equity method	288	348	-	128



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Summarised information about comprehensive income

(Unit: Million Baht)

	For the years ended 31 December			
	The ONE Enterprise		GMM Channel Holding	
	Company Limited Group	Company Limited Group	2020	2019
Revenues	3,216	2,782	-	2,551
Cost of sales and services	(1,538)	(1,524)	-	(1,640)
Selling and servicing expenses	(121)	(186)	-	(195)
Administrative expenses	(802)	(707)	-	(764)
Share of profit from investments in associates	5	-	-	-
Finance cost	(87)	(103)	-	(80)
Profit (loss) before income tax expenses	673	262	-	(128)
Income tax income (expenses)	(38)	(84)	-	19
Profit (loss) for the year	635	178	-	(109)
Other comprehensive income	-	(4)	-	(8)
Total comprehensive income	635	174	-	(117)

One 31 Company Limited (“One 31”), a subsidiary of The ONE Enterprise Company Limited, has received a license to use the spectrum to provide terrestrial digital television service in the type of national commercial service (“License agreement”) for General (Variety) high-definition category from the National Broadcasting and Telecommunications Commission (“NBTC”). License agreement allowed a period of 15 years commencing on 25 April 2014 to 24 April 2029. One 31 was required to make payments for the bid prices of Baht 3,320 million (exclusive of VAT) for the licenses under the conditions specified by the NBTC.

GMM Channel Company Limited (“GMM Channel”) (formerly a subsidiary of GMM Channel Holding Company Limited, had become a subsidiary of GMM Holding Company Limited in 2020), has received a license to use the spectrum to provide terrestrial digital television service in the type of national commercial service for General (Variety) standard-definition category from the National Broadcasting and Telecommunications Commission (“NBTC”). License agreement allowed a period of 15 years commencing on 25 April 2014 to 24 April 2029. GMM Channel was required to make payments for the bid prices of Baht 2,290 million (exclusive of VAT) for the licenses under the conditions specified by the NBTC.

Furthermore, according to the notification of the NBTC and related laws, One 31 and GMM Channel have a duty to pay license and other fees, and annual fee to the Broadcasting and Telecommunications Research and Development Fund for Public Interest.



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On 11 April 2019, it was announced in the Government Gazette that the National Broadcasting and Telecommunications Commission (NBTC) has set criteria, methods, and conditions for the return of operating licenses and compensation for those digital TV operators who wish to return their licenses, the granting of waivers of the remaining license fee installments to operators, including rental fee subsidies for broadcasting networks (MUX) for the remaining years of the digital TV licenses. However, the management of both joint ventures did not intend to return the spectrum licenses and will continue to operate their digital TV business.

On 11 April 2019, One 31 and GMM Channel has made adjustments for the effects of license fee waiver of the last two payments (Installment 5 and 6) of the additional concluded bid prices which were above the reserved prices, resulting in higher share of profit from investment in The One Enterprise Company Limited of Baht 5 million and lower share of loss from investment in GMM Channel Holding Company Limited of Baht 8 million during the year 2019.

One 31 and GMM Channel have already paid the full spectrum license fee.

In November 2020, The ONE Enterprise Company Limited, a joint venture invested Baht 2,200 million in the ordinary shares of GMM Channel Holding Company Limited and its subsidiaries, which are engaged in the production of television and radio programmes. The ONE Enterprise Company Limited provisionally recorded the acquisition using its best estimate of the identifiable assets acquired and liabilities assumed. The ONE Enterprise Company Limited is to finalise its accounting for this acquisition within 1 year after the acquisition date in accordance with Thai Financial Reporting Standard No. 3 Business Combinations. The amounts recorded as at 31 December 2020 may, therefore, change. Since the gain/loss on business combination recognised by the Group is presented under the equity method, it may be affected by finalisation of the acquisition accounting that will need to be adjusted later.

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16. Investments in associates

16.1 Details of associates

Company	Nature of business	Country of incorporation	Consolidated financial statements						(Unit: Thousand Baht)	
			Paid up capital		Percentage of shareholding		Cost			
			2020 (Million Baht)	2019 (Million Baht)	2020 (%)	2019 (%)	2020	2019		
Associates held by the subsidiaries										
Nadao Bangkok Company Limited	Films production and talent agency services	Thailand	2	2	30	30	600	600	17,943 13,448	
Sawasdee Thaweesuk Company Limited	Design and post production of advertising media and films and public relations for films	Thailand	5	5	25	25	937	937	2,506 3,864	
Stengdee Thaweesuk Company Limited	Provide recording movie sound and movie advertisement, produce sound and music for movie	Thailand	5	5	45	45	2,250	2,250	2,334 2,010	
Ngandee Thaweesuk Company Limited	Public relation and organizer	Thailand	1	1	40	40	400	400	2,315 2,685	
Goodthing Happen Company Limited	Provide advertising media, public relation consulting, and organizer	Thailand	-	5	-	25	-	1,092	- 3,370	
Associates held by the Company										
Family Know How Company Limited	Dissolution and in a process of liquidation	Thailand	50	50	50	50	12,000	12,000	5,704 5,704	
Lucks (666) Satellite Company Limited	Currently non-active	Thailand	20	20	25	25	5,000	5,000	- -	
Scenario Company Limited	Production of television programmes and plays	Thailand	70	70	25	25	17,500	17,500	145,694 159,294	
Total							38,687	39,779	176,496 190,375	



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(Unit: Thousand Baht)

Company	Nature of business	Country of incorporation	Separate financial statements						Carrying amounts based on cost method - net	
			Percentage of shareholding		Cost	Allowance for impairment of investments		2020	2019	
			2020	2019		2019	2020			
Family Know How Company Limited	Dissolution and in a process of liquidation	Thailand	50	50	12,000	(6,300)	(6,300)	5,700	5,700	5,700
Lucks (666) Satellite Company Limited	Currently non-active	Thailand	25	25	5,000	(5,000)	(5,000)	-	-	-
Scenario Company Limited	Production of television programmes and plays	Thailand	25	25	<u>188,641</u>	<u>188,641</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>188,641</u>
Total					<u>205,641</u>	<u>205,641</u>	<u>(11,300)</u>	<u>(11,300)</u>	<u>194,341</u>	<u>194,341</u>

During the current year, change of investments in associates is as follows:

Disposal of investment in associate

Investor	Associate	Nature of business	Description	Amount
GDH 559 Company Limited	Goodthing Happen Company Limited	Provide advertising media, public relation consulting and organizer	Disposal of all 9,500 ordinary shares at a price of Baht 191 per share to a third party (its cost was Baht 1.09 million)	(Thousands Baht) 1,815

In 2019, the Company recorded the allowance for impairment loss of investments in associates Baht 11 million in the separate financial statements.



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16.2 Share of profit/loss and dividend income

During the year, the Group has recognised their share of profit/loss from investments in associates in the consolidated financial statements and dividend income in the separate financial statements as follows:

Company	Consolidated financial statements				(Unit: Thousand Baht)	
	Share of profit (loss) from investments in associates during the year		Share of other comprehensive income (loss) from investments in associates during the year		Separate financial statements	
	2020	2019	2020	2019	2020	2019
Scenario Company Limited	(13,599)	(25,263)	-	(313)	-	-
Nadao Bangkok Company Limited	8,995	10,834	-	(64)	-	-
Family Know How Company Limited	-	10,800	-	-	-	-
Other associates	1,190	1,750	-	(159)	-	-
Total	(3,414)	(1,879)	-	(536)	-	-

16.3 Summarised financial information about material associates

Summarised information about financial position

	As at 31 December				(Unit: Million Baht)	
	Scenario Company Limited		Nadao Bangkok Company Limited			
	2020	2019	2020	2019		
Current assets	124	142	177	152		
Non-current assets	737	714	11	14		
Current liabilities	(45)	(55)	(126)	(118)		
Non-current liabilities	(230)	(161)	(2)	(2)		
Net assets	586	640	60	46		
Shareholding percentage (%)	25	25	30	30		
Share of net assets	147	160	18	14		
Elimination entries and others	(1)	(1)	-	(1)		
Carrying amounts of associates based on equity method	146	159	18	13		



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Summarised information about comprehensive income

(Unit: Million Baht)

	For the years ended 31 December			
	Scenario Company Limited		Nadao Bangkok Company Limited	
	2020	2019	2020	2019
Revenue	87	250	315	391
Profit (loss)	(54)	(101)	38	52

17. Other long-term investments

(Unit: Thousand Baht)

	31 December 2019			
	Consolidated financial statements		Separate financial statements	
	Cost	Fair Value	Cost	Fair Value
<u>Securities available-for-sale</u>				
Unit Trusts in Tisco Fixed - Income Fund	3,197	482	3,197	482
BEC World Public Company Limited	236	59	236	59
Total	3,433	541	3,433	541
<u>Add Unrealised loss on changes in value of investments</u>				
	(2,892)		(2,892)	
Securities available-for-sale - net	541		541	
<u>Other investments</u>				
Siam Telemarketing Company Limited	3,000		3,000	
Pracharath Rak Samakkee Social Enterprise Company Limited	1,000		1,000	
CTH Public Company Limited	1,030,340		-	
Total	1,034,340		4,000	
<u>Less Allowance for impairment of investments</u>	(1,033,340)		(3,000)	
Other investments - net	1,000		1,000	
<u>Other</u>				
Government Savings Bank Bond	5,014		5,014	
Total	5,014		5,014	
Total other long-term investments - net	6,555		6,555	

The Group has pledged all stock certificates of CTH Public Company Limited as a collateral for long-term loans from a bank. The Group is required to comply with conditions and restrictions stipulated in the agreement.

The Company has used Government Savings Bank Bond Baht 0.1 million as a collateral in court. The Company currently in a process of requesting to return those bonds.



Notes to consolidated financial statements

18. Leasehold improvement and equipment

(Unit: Thousand Baht)

	Consolidated financial statements					Construction in progress and equipment under installation	Total		
	Leasehold improvement	Operating equipment	Furniture, fixtures and office equipment		Motor vehicles				
Cost:									
1 January 2019	494,302	514,008	190,583	342,796	109,489	7,415	1,658,593		
Additions	5,110	9,105	6,857	13,804	2,230	24,107	61,213		
Disposals	(20,573)	(49,911)	(8,650)	(29,596)	(8,512)	-	(117,242)		
Transfer in (out)	702	13,624	248	-	-	(14,574)	-		
31 December 2019	479,541	486,826	189,038	327,004	103,207	16,948	1,602,584		
Adjustments of right-of-use assets due to									
TFRS 16 adoption	-	-	-	-	(43,503)	-	(43,503)		
Additions	9,611	2,602	3,984	16,626	-	30,007	62,830		
Disposals/written off	(126,543)	(100,280)	(9,234)	(105,598)	(16,553)	-	(358,208)		
Transfer in (out)	23,998	-	6,155	-	-	(30,153)	-		
Increase from investment acquisition in subsidiaries	34,695	86,780	4,181	38,347	-	-	164,003		
31 December 2020	421,302	475,928	194,124	276,379	43,151	16,802	1,427,686		



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Construction in progress and equipment under installation

	Consolidated financial statements					
	Leasehold improvement	Operating equipment	Furniture, fixtures and office equipment	Computer and equipment	Motor vehicles	Total
Accumulated depreciation:						
1 January 2019	343,833	390,212	161,858	303,672	81,278	1,280,853
Depreciation for the year	30,920	19,975	10,651	18,888	10,804	91,238
Depreciation on disposals	(20,434)	(49,851)	(8,349)	(29,493)	(7,125)	(115,252)
31 December 2019	354,319	360,336	164,160	293,067	84,957	1,256,839
Adjustments of right-of-use assets due to TFRS 16 adoption	-	-	-	-	(27,269)	(27,269)
Depreciation for the year	31,498	12,515	10,343	20,300	566	75,222
Depreciation on disposals/written off	(79,382)	(96,286)	(9,031)	(105,507)	(16,717)	(306,923)
Increase from investment in subsidiaries	31,839	75,175	3,527	33,431	-	143,972
31 December 2020	338,274	351,740	168,999	241,291	41,537	1,141,841
Allowance for impairment loss:						
1 January 2019	21,218	70,761	1,139	5,911	1	99,030
31 December 2019	21,218	70,761	1,139	5,911	1	99,030
Increase during the year	-	-	-	543	-	543
Increase from investment acquisition in subsidiaries	2,570	5,582	628	-	-	8,780
31 December 2020	23,788	76,343	1,767	6,454	1	108,353
Net book value:						
31 December 2019	104,004	55,729	23,739	28,026	18,249	16,948
31 December 2020	59,240	47,845	23,358	28,634	1,613	16,802
Depreciation for the year						
2019 (Baht 7 million included in cost of sales and services, and the balance in selling and administrative expenses)						91,238
2020 (Baht 1 million included in cost of sales and services, and the balance in selling and administrative expenses)						75,222



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(Unit: Thousand Baht)

	Separate financial statements						Construction in progress and equipment under installation	Total
	Leasehold improvement	Operating equipment	Furniture, fixtures and office equipment	Computer and equipment	Motor vehicles			
Cost:								
1 January 2019	345,186	101,048	130,364	250,253	92,188	354	919,393	
Additions	3,709	5,636	4,671	10,882	3	12,740	37,641	
Disposals	(17,877)	(13,420)	(7,425)	(22,923)	(4,703)	-	(66,348)	
Transfer in / (out)	506	-	-	-	-	(506)	-	
	331,524	93,264	127,610	238,212	87,488	12,588	890,686	
31 December 2019								
Adjustments of right-of-use assets due to TFRS 16 adoption	-	-	-	-	-			
Additions	6,532	1,771	1,024	13,206	(43,503)	-	(43,503)	
Disposals/written off	(108,631)	(26,666)	(8,552)	(104,193)	(9,587)	10,317	32,850	
Transfer in / (out)	17,485	-	5,332	-	-	-	(257,629)	
	246,910	68,369	125,414	147,225	34,398	(22,817)	-	
31 December 2020						88	622,404	
Accumulated depreciation:								
1 January 2019	253,289	92,063	118,913	233,666	64,424	-	762,355	
Depreciation for the year	19,457	6,083	4,261	9,883	9,903	-	49,587	
Depreciation on disposals	(17,856)	(13,365)	(7,137)	(22,821)	(3,316)	-	(64,495)	
	254,890	84,781	116,037	220,728	71,011	-	747,447	
31 December 2019								
Adjustments of right-of-use assets due to TFRS 16 adoption	-	-	-	-	-			
Depreciation for the year	21,606	3,071	4,814	11,509	(27,269)	-	(27,269)	
Depreciation on disposals/written off	(61,470)	(22,867)	(8,363)	(104,152)	121	-	41,121	
	215,026	64,985	112,488	128,085	(9,587)	-	(206,439)	
31 December 2020					34,276	-	554,860	
Net book value:								
31 December 2019	76,634	8,483	11,573	17,484	16,477	12,588	143,239	
31 December 2020	31,884	3,384	12,926	19,140	122	88	67,544	
Depreciation for the year								
2019 (all included in selling and administrative expenses)							49,587	
2020 (all included in selling and administrative expenses)							41,121	



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As at 31 December 2020, the Group had certain leasehold improvement and equipment items which were fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation and allowance for impairment of those assets amounted to approximately Baht 848 million (2019: Baht 820 million) (the Company only: Baht 503 million, 2019: Baht 602 million).

19. Intangible assets

(Unit: Thousand Baht)

Consolidated financial statements					
	Copyrights to musical compositions	Computer software	Program rights	Motion picture and cartoon copyrights, games licenses and other rights	Total
Cost:					
1 January 2019	349,133	170,797	470,872	2,004,524	2,995,326
Additions	3,000	3,811	-	1,030	7,841
Transferred from inventories - internal creation	4,764	-	51,656	73,511	129,931
Disposals/written off	-	(528)	-	(1,052,693)	(1,053,221)
31 December 2019	356,897	174,080	522,528	1,026,372	2,079,877
Additions	2,216	1,468	-	-	3,684
Transferred from inventories - internal creation	4,841	-	11,328	63,562	79,731
Disposals/written off	(923)	(33,792)	(1,877)	(61,264)	(97,856)
Increase from investment in subsidiaries	-	5,730	1,452,518	-	1,458,248
31 December 2020	363,031	147,486	1,984,497	1,028,670	3,523,684
Accumulated amortisation:					
1 January 2020	124,664	142,111	235,881	1,921,154	2,423,810
Amortisation for the year	1,511	8,801	42,328	66,561	119,201
Amortisation on written off	-	(282)	-	(1,052,693)	(1,052,975)
31 December 2019	126,175	150,630	278,209	935,022	1,490,036
Amortisation for the year	2,158	7,042	12,279	79,716	101,195
Amortisation on disposals/written off	(77)	(31,785)	(2)	(61,263)	(93,127)
Increase from investment in subsidiaries	-	5,051	1,175,609	-	1,180,660
31 December 2020	128,256	130,938	1,466,095	953,475	2,678,764
Allowance for impairment loss:					
1 January 2019	-	-	201,023	54,945	255,968
31 December 2019	-	-	201,023	54,945	255,968
Increase during the year	-	-	11,328	-	11,328
Increase from investment in subsidiaries	-	-	276,909	-	276,909
31 December 2020	-	-	489,260	54,945	544,205
Net book value:					
31 December 2019	230,722	23,450	43,296	36,405	333,873
31 December 2020	234,775	16,548	29,142	20,250	300,715
Amortisation for the year					
2019 (Baht 106 million included in cost of sales and services, and the balance in selling and administrative expenses)					119,201
2020 (Baht 87 million included in cost of sales and services, and the balance in selling and administrative expenses)					101,195



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(Unit: Thousand Baht)

Separate financial statements					
			Motion picture and cartoon copyrights, games licenses and other rights		
	musical compositions	Computer software	Program rights	and other rights	Total
Cost:					
1 January 2019	396,928	110,812	479,038	348,106	1,334,884
Additions	3,000	1,165	-	-	4,165
Transferred from inventories -					
internal creation	4,764	-	51,656	-	56,420
31 December 2019	404,692	111,977	530,694	348,106	1,395,469
Additions	2,216	1,362	-	-	3,578
Transferred from inventories -					
internal creation	4,841	-	-	-	4,841
Disposal/written off	(923)	(26,489)	-	-	(27,412)
31 December 2020	410,826	86,850	530,694	348,106	1,376,476
Accumulated amortisation:					
1 January 2019	140,169	91,519	242,199	309,239	783,126
Amortisation for the year	1,864	5,695	42,328	1,005	50,892
31 December 2019	142,033	97,214	284,527	310,244	834,018
Amortisation for the year	2,511	4,548	12,279	781	20,119
Disposal/written off	(77)	(24,527)	-	-	(24,604)
31 December 2020	144,467	77,235	296,806	311,025	829,533
Allowance for impairment loss:					
1 January 2019	-	-	202,870	36,196	239,066
31 December 2019	-	-	202,870	36,196	239,066
31 December 2020	-	-	202,870	36,196	239,066
Net book value:					
31 December 2019	262,659	14,763	43,297	1,666	322,385
31 December 2020	266,359	9,615	31,018	885	307,877
Amortisation for the year					
2019 (Baht 44 million included in cost of sales and services, and the balance in selling and administrative expenses)					50,892
2020 (Baht 15 million included in cost of sales and services, and the balance in selling and administrative expenses)					20,119

As at 31 December 2020, the Group had certain computer software items which were fully amortised but are still in use. The gross carrying amount before deducting accumulated amortisation of those assets amounted to approximately Baht 108 million (2019: Baht 99 million) (the Company only: Baht 61 million, 2019: Baht 64 million).



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The copyrights to musical compositions have the indefinite useful lives because they are expected to contribute to the Group's net cash inflows indefinitely. Therefore, the copyrights to musical compositions would not be amortised until their useful lives are determined to be finite.

The value of the copyrights in such musical compositions depends on the popularity of the artist and possibility of further distribution or re-release of such compositions. However, the management of the Group believes that the compositions will generate future benefits in excess of their net book values through their re-release in various forms, and therefore no allowance for impairment losses of deferred copyrights is required.

20. Cost of spectrum license

Net book value of cost of spectrum license as at 31 December 2020 and 2019 is presented below.

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	2020	2019
Cost	1,228,328	-
<u>Less</u> Accumulated amortisation	(748,022)	-
Net book value	480,306	-

A reconciliation of the net book value of cost of spectrum for the year 2020 and 2019 is presented below.

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	2020	2019
Net book value at beginning of year	-	-
Subsidiary acquired during the year (Note 14)	485,157	-
Amortisation	(4,851)	-
Net book value at the end of year	480,306	-

GMM Channel Company Limited, a subsidiary, has received a license to use the spectrum to provide terrestrial digital television service in the type of national commercial service ("License agreement") for General (Variety) standard-definition category from the National Broadcasting and Telecommunications Commission ("NBTC"). License allowed a period of 15 years commencing on 25 April 2014 to 24 April 2029



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21. Other non-current assets

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements	2020	2019	financial statements
Deposit		65,782	57,413	38,482
Prepaid expenses		-	12,617	-
Withholding tax deducted at source		123,287	83,243	33,431
Others		9,406	7,019	7,579
Total other non-current assets		<u>198,475</u>	<u>160,292</u>	<u>79,492</u>
				<u>55,085</u>

22. Short-term loan from bank

	Interest rate (percent per annum)	(Unit: Thousand Baht)			
		Consolidated		Separate	
		financial statements	2020	2019	financial statements
Short-term loan from bank	MMR		50,000	-	50,000
Total			<u>50,000</u>	<u>-</u>	<u>50,000</u>
					<u>-</u>

23. Trade and other payables

		(Unit: Thousand Baht)			
		Consolidated		Separate	
		financial statements	2020	2019	financial statements
Trade and other payables - related parties			70,198	130,521	44,516
Trade and other payables - unrelated parties			487,687	486,929	183,528
Accrued cost - related parties			141,074	80,246	44,017
Accrued cost - unrelated parties			375,416	328,911	267,979
Accrued expenses - unrelated parties			181,561	174,156	67,655
Accrued commission			<u>78,693</u>	<u>45,059</u>	<u>3,611</u>
Total trade and other payables			<u>1,334,629</u>	<u>1,245,822</u>	<u>611,306</u>
					<u>743,211</u>



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24. Other current liabilities

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements	2020	financial statements	2019
	2020	2019	2020	2019
Undue output tax	21,247	38,764	8,286	24,194
Accrued withholding tax	37,803	40,019	26,874	33,749
Provision for sales returns	60,624	106,397	59,408	103,479
Others	8,025	4,377	719	2,122
Total other current liabilities	127,699	189,557	95,287	163,544

25. Long-term loan

The outstanding balances as of 31 December 2020 and 2019 consisted of:

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements	2020	financial statements	2019
	2020	2019	2020	2019
25.1 A Baht loan of the Company, credit facility Baht 1,500 million. Interest is to be paid in monthly installment commencing the month of the first drawdown. Principle is to be paid in quarterly installment commencing June 2018, within 9 years from the date of the first drawdown. The loan carries an interest rate at the Minimum Loan Rate (MLR) minus fixed rate per annum as stated in the agreement.	300,000	300,000	300,000	300,000
25.2 A Baht loan of a subsidiary, credit facility Baht 1,500 million. Interest is to be paid in monthly installment commencing the month of the first drawdown. Principle is to be paid in quarterly installment commencing June 2018, within 9 years from the date of the drawdown. The loan carries an interest rate at the Minimum Loan Rate (MLR) minus fixed rate per annum as stated in the agreement.	400,000	-	-	-
Total	700,000	300,000	300,000	300,000
<u>Less</u> Deferred loan advisory fee	(2,194)	(1,504)	(1,075)	(1,504)
	697,806	298,496	298,925	298,496
<u>Less</u> Current portion	(75,000)	-*	(75,000)	-*
Long-term loan - net of current portion	622,806	298,496	223,925	298,496

*The Company made repayment of loan principal cover to the June 2021 installment.



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The loan agreement contains certain covenants and restrictions. These relate to, among other things, the maintenance of their financial ratios at the rate prescribed in the agreements.

The loan in Note 25.2 is guaranteed by the Company and pledged all of common stocks of such subsidiary, except common stocks held by directors of the Company and/or others with the bank.

As at 31 December 2020, the Group has long-term credit facility amount Baht 900 million which has not been drawn within the available period of June 2020, therefore this facility has been cancelled.

26. Leases

The Group as a lessee

The Group has lease contracts for used in its operations. Leases generally have lease terms between 1 - 6 years.

a) Right-of-use assets

Movement of right-of-use assets for the year ended 31 December 2020 are summarised below:

	(Unit: Thousand Baht)		
	Consolidated financial statements		
	Motor		
	Buildings	vehicles	Total
As at 1 January 2020	501,993	16,234	518,227
Increase due to acquisition of subsidiary (Note 14)	59,293	-	59,293
Additions	30,816	8,863	39,679
Write-off	(115,990)	-	(115,990)
Adjustment due to the election to apply the Temporary Relief Measures for Accounting Alternatives - reduction in lease payments	(1,459)	-	(1,459)
Lease modification	(20,631)	-	(20,631)
Depreciation for the year	(90,406)	(9,262)	(99,668)
As at 31 December 2020	<u>363,616</u>	<u>15,835</u>	<u>379,451</u>



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	(Unit: Thousand Baht)		
	Separate financial statements		
	Motor		
	Buildings	vehicles	Total
As at 1 January 2020	361,845	16,234	378,079
Additions	-	5,564	5,564
Write-off	(57,889)	-	(57,889)
Adjustment due to the election to apply the Temporary Relief Measures for Accounting Alternatives - reduction in lease payments	(1,182)	-	(1,182)
Lease modification	(20,631)	-	(20,631)
Depreciation for the year	(60,715)	(8,876)	(69,591)
31 December 2020	221,428	12,922	234,350

b) Lease liabilities (2019: Finance lease)

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Lease payments	432,812	20,310	275,271	20,310
Less: Deferred interest expenses	(44,700)	(1,656)	(27,767)	(1,656)
Total	388,112	18,654	247,504	18,654
Less: Portion due within one year	(80,881)	(7,832)	(53,557)	(7,832)
Lease liabilities - net of current portion	307,231	10,822	193,947	10,822

A maturity analysis of lease payments is disclosed in Note 41 under the liquidity risk.

c) Expenses relating to leases that are recognised in profit or loss

	(Unit: Thousand Baht)	
	For the year ended 31 December 2020	
	Consolidated	Separate
financial statements	financial statements	financial statements
Depreciation expense of right-of-use assets	101,127	70,773
Interest expense on lease liabilities	22,736	16,255
Expense relating to short-term leases or low-value assets	14,321	3,271



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d) Others

The Group had total cash outflows for leases for the year ended 31 December 2020 of Baht 110 million, including the cash outflow related to short-term lease, leases of low-value assets and variable lease payments that do not depend on an index or a rate. Moreover, the Group had non-cash additions to right-of-use assets and lease liabilities of Baht 40 million (the Company only: Baht 5 million).

27. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensation payable to employees after they retire from the company, was as follows:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Provision for long-term employee benefits				
at beginning of year	232,531	166,184	192,255	138,097
Included in the income statement:				
Past service cost	-	32,394	-	29,151
Current service cost	19,522	23,133	14,335	18,526
Interest cost	1,513	4,009	1,778	3,569
Included in other comprehensive income:				
Actuarial loss arising from				
- Financial assumptions changes	-	15,517	-	11,439
Less Classify to accrued expense	(24,170)	(8,527)	(24,170)	(8,527)
Benefits paid during the year	-	(179)	-	-
Provisions for long-term employee benefits at end of year				
	<u>229,396</u>	<u>232,531</u>	<u>184,198</u>	<u>192,255</u>

Long-term employee benefit expenses included in the income statement consist of the following:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Past service cost				
	-	32,394	-	29,151
Current service cost	19,522	23,133	14,335	18,526
Interest cost	1,513	4,009	1,778	3,569
Loss on curtailments	-	5,386	-	2,171
Total expense recognised in the income statement				
	<u>21,035</u>	<u>64,922</u>	<u>16,113</u>	<u>53,417</u>



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On 5 April 2019, The Labor Protection Act (No. 7) B.E. 2562 was announced in the Royal Gazette. This stipulates additional legal severance pay rates for employees who have worked for an uninterrupted period of 20 years or more, with such employees entitled to receive not less than 400 days' compensation at the latest wage rate. The law is effective from 5 May 2019. This change is considered a post-employment benefits plan amendment and the Group has additional long-term employee benefit liabilities of Baht 32 million (The Company only: Baht 29 million) as a result. The Group reflected the effect of the change by recognising past service costs as expenses in the income statements of 2019.

The Group expects to pay long-term employee benefit within 1 year for approximately Baht 19 million (2019: Baht 69 million) (the Company only: Baht 17 million, 2019: Baht 61 million).

As at 31 December 2020, the weighted average duration of the liabilities for long-term employee benefit is 8 years (2019: 9 years) (the Company only: 7 years, 2019: 8 years).

Significant actuarial assumptions are summarised below:

	(Unit: percent per annum)			
	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Discount rate	1.58	1.58	1.58	1.58
Salary increase rate (depending on age and job position of employee)	2.50 - 7.00	2.50 - 7.00	2.50 - 7.00	2.50 - 7.00
Turnover rate	0.00 - 28.00	0.00 - 28.00	0.00 - 28.00	0.00 - 28.00

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2020 and 2019 are summarised below:

	(Unit: Thousand Baht)			
	As at 31 December 2020			
	Consolidated financial statements		Separate financial statements	
Discount rate	Increase 0.5%	Decrease 0.5%	Increase 0.5%	Decrease 0.5%
Salary increase rate	(6,784)	7,201	(4,886)	5,170
Turnover rate	8,965	(8,495)	6,552	(6,229)
	Increase 20%	Decrease 20%	Increase 20%	Decrease 20%
	(14,075)	17,250	(9,774)	11,724



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(Unit: Thousand Baht)

	As at 31 December 2019			
	Consolidated financial statements		Separate financial statements	
	Increase 0.5%	Decrease 0.5%	Increase 0.5%	Decrease 0.5%
Discount rate	(6,644)	7,052	(4,942)	5,229
Salary increase rate	8,079	(7,690)	6,091	(5,817)
	Increase 20%	Decrease 20%	Increase 20%	Decrease 20%
Turnover rate	(11,889)	14,510	(8,354)	9,975

28. Obligation on loan guarantees

As at 31 December 2020, the Company's obligation under bank guarantee granted for credit facility of a subsidiary increased by Baht 400 million (2019: None). Generally, such guarantee is binding for as long as the underlying obligation has not yet been discharged by the subsidiary.

29. Transfer of statutory reserve and share premium to offset the deficit

On 26 April 2019, the Annual General Meeting of the Company's shareholders passed a resolution transferring statutory reserve of Baht 82 million and share premium of Baht 2,951 million to offset the deficit of the Company as at 31 December 2018 of Baht 3,033 million. The offset deficit has no effect to shareholders' equity of the Company as a whole. The Company recorded such transaction during the year 2019

30. Dividend payment

On 24 March 2020, the Board of Directors' Meeting of the Company passed a resolution approving an interim dividend payment from the Company's 2019 profit or Baht 0.20 per share to the Company's shareholders, totaling Baht 164 million. The Company has already paid dividend in April 2020. On 3 July 2020, the Annual General Meeting of Shareholders has passed a resolution acknowledging the interim dividend payment from the Company's 2019 profit.

On 13 August 2019, the Board of Directors' Meeting of the Company passed a resolution approving the payment of an interim dividend of Baht 0.10 per share to the Company's shareholders, totaling Baht 82 million.



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31. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside a statutory reserve at least 5% of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10% of the registered capital. The statutory reserve is not available for dividend distribution. During the year 2020, the Company has not appropriated the retained earnings as the statutory reserve (2019: Baht 14 million).

32. Revenues from contract with customers

(Unit: Thousand Baht)

	For the years ended 31 December			
	Consolidated		Separate	
	financial statements	2020	financial statements	2019
Goods and services type				
Sale of goods		1,696,545	2,092,833	212,062
Revenues from production of satellite				336,177
television		158,465	142,834	-
Revenues from production of motion pictures		210,866	382,831	-
Management fee and consultant fee income		61,702	147,822	69,128
Revenues from showbiz and provision of				165,018
equipment		1,461,221	2,204,542	1,275,393
Revenues from other services		22,242	30,576	-
Revenues from copyrights		1,360,517	1,600,780	1,176,815
Total revenues from contracts with customers	4,971,558	6,602,218	2,733,398	4,076,992
Timing for recognise revenue				
Recognise revenue at a point in time		4,374,190	5,877,953	2,369,608
Recognise revenue over time		597,368	724,265	363,790
Total revenues from contracts with customers	4,971,558	6,602,218	2,733,398	4,076,992

33. Finance cost

(Unit: Thousand Baht)

	Consolidated			
	Consolidated		Separate	
	financial statements	2020	financial statements	2019
Interest expenses on borrowings		18,012	19,781	21,097
Interest expenses on lease liabilities		22,736	1,437	16,255
Total	40,748	21,218	37,352	29,389



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34. Expenses by nature

Significant expenses classified by nature are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements	2020	2019	financial statements
Salary and wages and other employee benefits	1,133,494	1,112,094	755,001	737,584
Depreciation	174,890	91,238	110,712	49,587
Amortisation expenses	106,047	119,201	20,119	50,892
Rental expenses from operating lease agreements	36,069	182,679	12,798	145,522
Changes in inventories of finished goods and work in progress	19,524	46,108	16,885	64,367

35. Income tax

Income tax expenses for the years ended 31 December 2020 and 2019 are made up as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements	2020	2019	financial statements
Current income tax:				
Current income tax charge	(21,781)	(75,659)	-	(41,444)
Deferred tax:				
Relating to origination and reversal of temporary differences	8,843	(13,933)	14,785	(20,523)
Income tax income (expense) reported in the income statement				
	<u>(12,938)</u>	<u>(89,592)</u>	<u>14,785</u>	<u>(61,967)</u>

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2020 and 2019 are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements	2020	2019	financial statements
Deferred tax relating on actuarial gain		(2,989)		(2,288)
Deferred tax relating to loss on change in value of available-for-sale investments	-	2	-	2
Deferred tax on gain from the change in value of financial assets measured at FVOCI	4	-	4	-



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The reconciliation between accounting profit and income tax expenses is shown below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Accounting profit (loss) before tax	(136,693)	464,288	(1,435,846)	336,358
Applicable tax rate	20%	20%	20%	20%
Accounting profit (loss) before tax multiplied by income tax rate	(27,339)	92,858	(287,169)	67,272
Effects about temporary differences and tax losses	4,145	(7,262)	-	-
Effects of preparing the consolidated financial statements	109,711	2,289	-	-
Share of loss (profit) from investments in joint ventures	(81,763)	1,911	-	-
Share of loss from investments in associates	683	376	-	-
Difference in tax rate in the Group	(114)	(54)	-	-
Effects of:				
Dividends received are excluded from taxable profit	-	-	(17,475)	(14,035)
Non-deductible expenses	10,776	1,118	14,248	(1,408)
Additional expense deductions allowed	(3,161)	(1,644)	(2,331)	(748)
Loss on impairment of investments in subsidiaries	-	-	197,942	10,886
Expected credit loss from obligation from loan guarantee	-	-	80,000	-
Total	7,615	(526)	272,384	(5,305)
Income tax expenses (income) reported in the income statement	12,938	89,592	(14,785)	61,967

The tax rates enacted at the end of the reporting period of the Group is 15% to 20% (2019: 15% to 20%).



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The components of deferred tax assets and deferred tax liability are as follows:

(Unit: Thousand Baht)

	Statements of financial position			
	Consolidated		Separate	
	financial statements	financial statements	2020	2019
Deferred tax assets				
Allowance for expected credit losses				
(2019: Allowance for doubtful accounts)	19,244	31,737	17,050	29,486
Allowance for diminution in value of inventories	16,067	23,635	15,641	23,570
Allowance for assets impairment	1,562	3,020	1,562	1,562
Accumulated depreciation - leasehold				
improvement and equipment	-	3,164	-	3,164
Accumulated amortisation - intangible assets	22,118	24,881	21,460	23,775
Unrealised fair value loss on investments	575	578	575	578
Allowance for other non-current financial assets	200	-	200	-
Lease	4,484	-	2,158	-
Provision for long-term employee benefits	44,721	45,529	36,840	38,451
Provision for sales returns	11,882	20,744	11,881	20,696
Unused tax losses	64,413	16,416	53,808	-
Others	-	6,723	-	5,113
Total	185,266	176,427	161,175	146,395

As at 31 December 2020, the Group has deductible temporary differences and unused tax losses totaling Baht 3,881 million (2019: Baht 2,219 million), on which deferred tax assets have been recognised as the Group believes future taxable profits may not be sufficient to allow utilisation of the temporary differences and unused tax losses.

The unused tax losses amounting to Baht 2,533 million will gradually expire by the year 2025.

36. Earnings (loss) per share

Basic earnings (loss) per share is calculated by dividing profit (loss) for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.



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The following table sets for the computation of basic earnings per share:

	Consolidated		Separate	
	financial statements	2020	financial statements	2020
	2019		2019	
Profit (loss) attributable to equity holders of				
the parent company (Thousand Baht)	(175,413)	341,870	(1,421,062)	274,392
Weighted average number of ordinary				
shares (Thousand shares)	819,950	819,950	819,950	819,950
Basic earnings (loss) per share (Baht/share)	(0.21)	0.42	(1.73)	0.33

37. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance. The chief operating decision maker has been identified as Board of Directors and Executive Committee of the Group.

For management purposes, the Group structured business units in accordance with the governance of the chief operating decision maker. The Group has two principal reportable segments i.e. 1) Music segment comprising music business, showbiz and satellite television 2) Others segment comprising merchandise and other services business (home shopping, satellite box and satellite television platform provider), and others (films, Digital TV Business GMM25 and others). These operations are mainly carried on in the geographic area of Thailand.

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and on a basis consistent with that used to measure operating profit or loss in the financial statements.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

Inter-segment revenues are eliminated on consolidation.



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The following table present revenue and profit (loss) information regarding the Group's operating segments for the years ended 31 December 2020 and 2019, respectively.

(Unit: Million Baht)

	For the years ended 31 December									
	Music		Others		Merchandise		Elimination of Inter-segment revenues		Total	
			and other services		Others					
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
Revenue from external customers	2,759	4,014	1,751	1,973	462	615	-	-	4,972	6,602
Inter-segment revenues	225	282	89	113	45	56	(359)	(451)	-	-
Total revenues	2,984	4,296	1,840	2,086	507	671	(359)	(451)	4,972	6,602
Segment operating profit	855	1,434	775	826	290	420	(83)	(103)	1,837	2,577
Other income									60	32
Selling, distribution and servicing expenses									(399)	(480)
Administrative expenses									(1,566)	(1,638)
Loss from sales of investment in joint venture									(438)	-
Share of profit (loss) from investments in joint ventures									409	(9)
Share of loss from investments in associates									(3)	(2)
Finance income									4	6
Finance cost									(41)	(21)
Income tax expenses									(13)	(90)
Profit (loss) for the year									(150)	375

Major customers

For the years 2020 and 2019, the Group has no major customer with revenue of 10% or more of an entity's revenues.

38. Provident fund

The Group and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. The Group and employees contribute to the fund monthly at the rates of 3% and 5% of basic salary. The fund, which is managed by SCB Asset Management Company Limited, will be paid to employees upon termination in accordance with the fund rules. During the year 2020, the Group recognised the contributions amounting to Baht 26 million as expenses (2019: Baht 26 million) and for the Company only amounting to Baht 19 million (2019: Baht 18 million).



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39. Commitments and contingent liabilities

39.1 Investing commitments

As at 31 December 2020, the Group has uncalled portions of investments Baht 34 million in a joint operation and two associates registered in Thailand, totaling Baht 18 million (2019: in two associates registered in Thailand, totaling Baht 18 million) and of which Baht 355 million are from investments of the Company only in four subsidiaries and an associate registered in Thailand (2019: in five subsidiaries and an associate registered in Thailand, totaling Baht 355 million).

39.2 Capital commitments

As at 31 December 2020, the Company had no capital commitments (2019: the Company had capital commitments Baht 8 million, relating to the renovation and decoration of leasehold improvement).

39.3 Lease commitments

As at 31 December 2020, the Group has future lease payments required under these non-cancellable leases contracts that have not yet commenced as follows:

	(Unit: Million Baht)	
	Consolidated financial statements	Separate financial statements
Payable:		
Within 1 year	6	3
Over 1 and up to 5 years	8	1
Over 5 years	-	-
Total	14	4

39.4 Long-term service commitments

- a) The Group has entered into agreements with producers and singers to provide certain services to the Group under which the Group are to pay compensation at fixed rates based on the volume of sales generated as a result of the provision of these services, once sales exceed minimum quantity guarantees set out in the agreements.
- b) The Group has entered into agreements with four companies, who are to provide satellite transmission services for periods of 1 to 2 years, ending in 2021. The Group is obliged to pay transmission service fees and other expenses incurred in relation to such services, as stipulated in the agreements, totaling Baht 41 million and US dollars 0.9 million (2019: Baht 26 million and US dollars 0.5 million) and are thereby required to comply with conditions stipulated in the agreements.



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- c) The Group has entered into agreements with a company, who are to provide computer programmes and service for periods of 2 years, ending in 2021. The Group is obliged to pay service fee and other expenses incurred in relation to such services, as stipulated in the agreements, totaling US dollars 0.08 million (2019: US dollars 0.2 million) and are thereby required to comply with conditions stipulated in the agreements.
- d) The Group has entered into a service fee related to rental agreement for period of 1 to 3 years. The Group is obliged to pay service fees and other expenses according to the agreement, totaling Baht 78 million (2019: Baht 276 million) and are thereby required to comply with terms and conditions stipulated in the agreement.
- e) The Group has entered into other contract for the services such as internet service, high speed communication circuit, cleaning and security services; The Group is obliged to pay the fees and other related expenses according to the agreement , totaling Baht 11 million (2019: Baht 11 million) and are thereby required to comply with terms and conditions stipulated in the agreement.

39.5 Guarantees

- a) As at 31 December 2020, the Company has provided guarantees to bank for credit facilities granted to a joint ventures amounting to Baht 1,375 million (2019: two joint ventures amounting to Baht 1,400 million). Generally, the Company's guarantee is binding for as long as the underlying obligations have not yet been discharged by such joint venture.
- b) As at 31 December 2020, there were outstanding bank guarantees of approximately Baht 15 million issued by banks on behalf of the Group (2019: Baht 6 million) and Baht 6 million of the Company only (2019: Baht 6 million) in respect of certain performance bonds as required in the normal course of business. These included letters of guarantee amounting to Baht 14 million (2019: Baht 5 million) to guarantee contractual performance, Baht 1 million (2019: Baht 1 million) to guarantee electricity use guarantee other.
- c) As at 31 December 2020, the Company has provided guarantees for loans from bank granted related to guarantee the payments for the license fees and the lease agreements for digital terrestrial television service, granted to a joint ventures amounting to Baht 14 million and a subsidiary amounting to Baht 9 million (2019: two joint ventures amounting to Baht 131 million). Generally, the Company's guarantee is binding for as long as the underlying obligations have not yet been discharged by such joint ventures.



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40. Fair value hierarchy

As at 31 December 2020 and 2019, the Group had the assets and liabilities that were measured at fair value or for which fair value was disclosed using different levels of inputs as follows:

(Unit: Thousand Baht)				
Consolidated financial statements				
As at 31 December 2020				
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Financial assets measured at FVTPL				
Debt investments	-	478	-	478
Financial assets measured at FVOCI				
Equity investments	81	-	-	81
Assets for which fair value are disclosed				
Financial assets measured at amortised cost				
Debt investments	-	5,014	-	5,014
Liabilities for which fair value are disclosed				
Loans from	-	747,806	-	747,806
(Unit: Thousand Baht)				
Consolidated financial statements				
As at 31 December 2019				
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Available-for-sale investments				
Equity instruments	59	-	-	59
Debt instruments	-	482	-	482



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(Unit: Thousand Baht)

Separate financial statements				
As at 31 December 2020				
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Financial assets measured at FVTPL				
Debt investments	-	478	-	478
Financial assets measured at FVOCI				
Equity investments	81	-	-	81
Assets for which fair value are disclosed				
Financial assets measured at amortised cost				
Debt investments	-	5,014	-	5,014
Loans to	-	1,530	-	1,530
Liabilities for which fair value are disclosed				
Loans from	-	898,725	-	898,725

(Unit: Thousand Baht)

Separate financial statements				
As at 31 December 2019				
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Available-for-sale investments				
Equity instruments	59	-	-	59
Debt instruments	-	482	-	482

41. Financial instruments

41.1 Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash equivalents, trade and other receivables, loans, investments, trade and other payables, short-term and long-term loans and lease liabilities. The financial risks associated with these financial instruments and how they are managed is described below.



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Credit risk

The Group is exposed to credit risk primarily with respect to trade and other accounts receivable, loans, deposits with banks and financial institutions and other financial instruments. Except for derivatives, the maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position.

Trade receivables

The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. Outstanding trade receivables are regularly monitored. In addition, the Group does not have high concentrations of credit risk since it has a large customer base.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar credit risks. The Group classifies customer segments by customer type and rating. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written-off if past due for more. The Group will direct write-off the account receivables and other receivables once the legal action has been taken.

Financial instruments and cash deposits

The Group manages the credit risk from balances with banks and financial institutions by making investments only with approved counterparties by the Executive Committee considering the evaluation of rating agencies and within credit limits assigned to each counterparty. The credit limits shall be reviewed and adjusted during the period subject to the Groups executive committee. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

The credit risk on debt instruments is limited because the insignificant of the amount.

Market risk

There are two types of market risk comprising currency risk and interest rate risk.



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Currency risk

The exposure of the Group to foreign currency risk relates primarily to its investments in foreign subsidiaries, which currently are not hedged by any derivative financial instrument. However, the Group believes that there will be no material impact on the Group's financial statements because the amounts of its investments in foreign subsidiaries are immateriality. The Group also expose to foreign currency risk from import goods. The Group assessed these risks depending on the circumstances and may consider using forward contract to hedge.

Interest rate risk

The Group's exposure to interest rate risk relates primarily to its cash at banks, and long-term borrowings. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate

The Group's policy to manage its deposit rate is by depositing cash with government bank and/or banks with credit ratings by credit rating agencies and set a maximum limit on the average amount of cash deposit per month for each bank.

The Group's policy to manage its loan rate is by allocating 2 types of loan which is short-term loan and long-term loan. Each loan has different interest rate; short-term loan with a fixed rate and long-term loan with floating rates based on the policy interest rate set out by the Bank of Thailand. The appropriate use of each loans for business operations will lower the interest rate risk exposed by the Group. When the Group's liquidity position is high, the Group will make early repayment of existing loan with the banks to reduce interest expenses as well as interest rate risk.

As at 31 December 2020 and 2019, significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.



Notes to consolidated financial statements

GMM Grammy Public Company Limited and its subsidiaries
For the year ended 31 December 2020

(Unit: Million Baht)

Consolidated financial statements						
As at 31 December 2020						
Fixed interest rates						
Within 1 year	1-5 years	Over 5 years	Floating interest rate	Non- interest bearing	Total	Effective interest rate (% per annum)
Financial Assets						
Cash and cash equivalent	728	-	-	-	728	Note 8
Trade and other receivables	-	-	-	912	912	-
Other financial assets	-	5	-	1	6	0.36
	<u>728</u>	<u>5</u>	<u>-</u>	<u>913</u>	<u>1,646</u>	
Financial liabilities						
Short-term loans from bank	50	-	-	-	50	Note 22
Trade and other payables	-	-	-	1,335	1,335	Note 23
Long-term loans	-	-	698	-	698	Note 25
Lease liabilities	81	307	-	-	388	4.75 - 6.25
	<u>131</u>	<u>307</u>	<u>-</u>	<u>698</u>	<u>1,335</u>	<u>2,471</u>

(Unit: Million Baht)

Consolidated financial statements						
As at 31 December 2019						
Fixed interest rates						
Within 1 year	1-5 years	Over 5 years	Floating interest rate	Non- interest bearing	Total	Effective interest rate (% per annum)
Financial Assets						
Cash and cash equivalent	452	-	-	-	452	Note 8
Current investments	120	-	-	-	120	Note 9
Other financial assets	-	-	-	1,165	1,165	-
	<u>572</u>	<u>-</u>	<u>-</u>	<u>1,165</u>	<u>1,737</u>	
Financial liabilities						
Trade and other payables	-	-	-	1,246	1,246	-
Long-term loans	-	-	298	-	298	Note 25
Liabilities under finance lease	8	11	-	-	19	5.03 - 6.25
	<u>8</u>	<u>11</u>	<u>-</u>	<u>298</u>	<u>1,246</u>	<u>1,563</u>



Notes to consolidated financial statements

GMM Grammy Public Company Limited and its subsidiaries
For the year ended 31 December 2020

(Unit: Million Baht)

Separate financial statements						
As at 31 December 2020						
Fixed interest rates						
	Within 1 year	1-5 years	Over 5 years	Floating interest rate	Non- interest bearing	Total
						Effective interest rate (% per annum)
Financial Assets						
Cash and cash equivalent	284	-	-	-	-	284
Trade and other receivables	-	-	-	-	541	541
Short-term loans to related parties	-	-	-	2	-	2
Other financial assets	-	5	-	-	1	6
	284	5	-	2	542	833
Financial liabilities						
Short-term loans from bank	50	-	-	-	-	50
Trade and other payables	-	-	-	-	611	611
Short-term loans from related parties	-	-	-	550	-	550
Long-term loans	-	-	-	299	-	299
Lease liabilities	54	194	-	-	-	248
	104	194	-	849	611	1,758

(Unit: Million Baht)

Separate financial statements						
As at 31 December 2019						
Fixed interest rates						
	Within 1 year	1-5 years	Over 5 years	Floating interest rate	Non- interest bearing	Total
						Effective interest rate (% per annum)
Financial Assets						
Cash and cash equivalent	186	-	-	-	-	186
Current investments	-	-	-	-	982	982
	186	-	-	-	982	1,168
Financial liabilities						
Trade and other payables	-	-	-	-	743	743
Short-term loans from related parties	-	-	-	648	-	648
Long-term loans	-	-	-	298	-	298
Liabilities under finance lease	8	11	-	-	-	19
	8	11	-	946	743	1,708



Notes to consolidated financial statements

GMM Grammy Public Company Limited and its subsidiaries
For the year ended 31 December 2020

Interest rate sensitivity

The following table demonstrates the sensitivity of the Group's profit before tax to a reasonably possible change in interest rates on that portion of floating rate loans to and loans from affected as at 31 December 2020, with all other variables held constant.

Currency	Increase/decrease (%)	Effect on profit before tax
		(Thousand Baht)
Baht	+0.50	3,500
	-0.50	(3,500)

The above analysis has been prepared assuming that the amounts of the floating rate borrowings and all other variables remain constant over one year. Moreover, the floating legs of these borrowings are assumed to not yet have set interest rates. As a result, a change in interest rates affects interest payable for the full 12-month period of the sensitivity calculation. This information is not a forecast or prediction of future market conditions

Liquidity risk

The Group monitors the risk of a shortage of liquidity by maintaining the cash level and considering increasing the credit limit of both, internal and external credit lines to cover the liquidity needs, subject to guidance by the Group. The Group monitors the risk of a shortage of liquidity position by a recurring liquidity planning and maintains an adequate level of cash, fixed deposits and unused committed and uncommitted credit lines with various financial institutions and the Group has the ability to access adequate funding if needed.

The table below summarises the maturity profile of the Group's non-derivative financial liabilities as at 31 December 2020 based on contractual undiscounted cash flows:



Notes to consolidated financial statements

GMM Grammy Public Company Limited and its subsidiaries
For the year ended 31 December 2020

(Unit: Thousand Baht)

	Consolidated financial statements				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Non-derivatives					
Short-term loans from bank	-	50,027	-	-	50,027
Trade and other payables	-	1,334,629	-	-	1,334,629
Lease liabilities	-	98,218	329,688	4,905	432,811
Long-term loans	-	104,352	651,363	-	755,715
Total non-derivatives	-	1,587,226	981,051	4,905	2,573,182

(Unit: Thousand Baht)

	Separate financial statements				
	On demand	Less than 1 year	1 to 5 years	> 5 years	Total
Non-derivatives					
Short-term loans from bank	-	50,027	-	-	50,027
Trade and other payables	-	611,306	-	-	611,306
Lease liabilities	-	64,600	210,672	-	275,272
Long-term loans	-	87,352	233,234	-	320,586
Total non-derivatives	-	813,285	443,906	-	1,257,191

41.2 Fair values of financial instruments

Since the majority of the Company's financial instruments are short-term, loans and borrowings, in nature or carrying interest at rates close to the market interest rates, their fair value is not expected to be materially different from the amounts presented in the statement of financial position.

The methods and assumptions used by the Grouping estimating the fair value of financial instruments are as follows:

- For financial assets and liabilities which have short-term maturities, including cash and cash equivalents, accounts receivable and short-term loans related parties, accounts payable and short-term loans from related parties, short-term and long-term loan from bank the carrying amounts in the statement of financial position approximate their fair value.



Notes to consolidated financial statements

GMM Grammy Public Company Limited and its subsidiaries
For the year ended 31 December 2020

- b) The fair value of debt securities is generally derived from quoted market prices or by using the yield curve announced by the Thai Bond Market Association or by other relevant bodies determined using the yield curve of government bonds, adjusted with an appropriate risk premium, or, calculated using the yield curve announced by the Thai Bond Market Association, adjusted with an appropriate risk premium.
- c) The fair value of equity securities is generally derived from quoted market prices, or based on generally accepted pricing models when no market price is available.
- d) The fair value of long-term loans is estimated by discounting expected future cash flows by the current market interest rate of loans with similar terms and conditions.
- e) The fair value of fixed rate long-term loans is estimated by discounting expected future cash flow by the current market interest rate of loans with similar terms and conditions.

During the current year, there were no transfers within the fair value hierarchy

42. Capital management

The primary objective of the Group's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value. As at 31 December 2020, the Group's debt-to-equity ratio was 3.43:1 (2019: 1.76:1) and the Company's was 2.03:1 (2019: 0.78:1).

43. Subsequent event

On 12 January 2021, the Board of Directors' Meeting of the Company No.1/2564 passed a resolution approving to the signing of a Memorandum of Understanding (MOU) between O Shopping Company Limited and Rojukiss International Public Company Limited and setting up joint venture between the two companies with registered share capital amount not exceeding Baht 50 million.

On 15 January 2021, the Company signed a letter of intent (LOI) with Rojukiss International Public Company Limited ("Rojukiss") for the right to purchase of shares in Rojukiss at an amount not exceeding 59.94 million shares or 9.99 percent of total shares at the initial public offering price and the exercise period not later than 7 July 2021.

On 25 February 2021, the Board of Directors' Meeting of the Company No.2/2564 passed a resolution approving the followings.

- a) Approving ratification of the signing on letter of intent (LOI) and agreement as mentioned above and approving of asset acquisition from entering a call option of Rojukiss International Public Company Limited with conditions and give a power of attorney to persons assigned by the Board of Directors.



Notes to consolidated financial statements

GMM Grammy Public Company Limited and its subsidiaries
For the year ended 31 December 2020

- b) Approving the transfer statutory reserve of Baht 14 million and share premium of Baht 1,404 million to offset for the Company's deficit as at 31 December 2020 of Baht 1,418 million to be proposed to the Annual General Meeting of the Company's Shareholders. The offset deficit has no effect to shareholders' equity of the Company as a whole.

44. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 25 February 2021.



Audit Committee Report

GMM Grammy Public Company Limited and Its Subsidiaries

The Audit Committee (“the Committee”) comprises independent directors whom are well-educated and competent in various aspects, such as finance, accounting and law. Dr. Naris Chaiyasoot was appointed as a Chairman of the Audit Committee and the other members are Mr. Suvit Mapaisansin, Mr. Chanitr Charnchainarong and Mr. Warathorn Wongsawangsiri with the Senior Director of the Internal Audit Department serves as the secretary to the Committee.

In 2020, the Committee had performed their duties according to the Audit Committee Charter which complies with the relevant rules and regulations set forth by the Stock Exchange of Thailand and the Good Corporate Governance policy. The Committee conducted 5 meetings, The summary of attendance of Audit Committee members is as follows :

Name	Position	Meeting	Remark
1. Dr. Naris Chaiyasoot	Chairman	5 / 5	
2. Mr. Suvit Mapaisansin	Member	5 / 5	
3. Mr. Chanitr Charnchainarong	Member	5 / 5	
4. Mr. Warathorn Wongsawangsiri	Member	5 / 5	Resign 18 Dec 2020

The Committee activities could be summarized as follows:

1. Reviewed the quarterly and the annual financial statements for the fiscal year 2020 regarding the disclosure of significant information rendered by the Internal Audit Department, the External Auditors and the Management, to ensure the accuracy, reliability and adequacy and sumit to the Board of Directors for Approval.
2. Reviewed the efficiency and the adequacy of the GMM Grammy Group’s internal control system, risk management system and internal audit system in cooperation with the Internal Audit Department, the External Auditors and the Management.
3. Reviewed that the Company abided by the SEC and SET rules and regulations, other related laws, the Company’s good corporate governance policy and Code of Ethics, through coordination with Management and Internal Audit Department
4. Proposed and recommended the appointment of external auditors and their audit fee. For the year 2021 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. Termphong Opanaphan or Mr. Khitsada Lerdwana or Mrs. Poonnard Paocharoen, Certified Public Accountant (Thailand) No. 4501 4958 and 5238 respectively, of EY Office Limited (Formerly known as “Ernst & Young Office Limited”) as the Company’s and its’ subsidiaries’ External Auditors and the audit fee for the fiscal year 2021. 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 2020, the Committee conducted 1 meeting with External Auditor.

5. Reviewed related transactions or conflict of interest issues to ensure that the transactions were reasonable and fair in accordance with the rules or announcements of the SET and the disclosures were correct and complete.
6. Reviewed and acknowledged internal audit results quarterly. Followed up management operations and progresses on the internal and external audit findings and recommendations. Approved the internal audit plan for the year 2021. In addition, the Committee reviewed the Independence of the Internal Audit Department and considered the appointment, the migration, the transfer, lay off, evaluation and remunerations of The Head of Internal Audit as well as the evaluation of the performance and the remunerations of the Internal Audit staffs which were assessed and proposed by Group Chief Executive Officer and Head of Internal Audit.
7. Annually reviewed and updated the Charter of Audit Committee and Internal Audit, to ensure that the Charters are still suitable for the Company's business environment.
8. Conducted the Audit Committee self assessment on its composition, qualification, activities in compliance to the audit Committee Charter, training, authority and the independence. For the year 2020, the Committee concluded that the Committee has adequately completed their duty as assigned by the Board of Directors and reported the assessment results along with the Committee's activities to the Board of Directors Meetings on February 25, 2021.
9. Reviewed that the Company abided by the Good Corporate Governance and Code of Ethics Policies. Cooperated with the Management and the Internal Auditor to reviewed the policy to ensure the appropriateness before rendering them to the Board of Directors for approval.

As a result of the above obligations, the Committee agreed that in general, the internal control system of the company and its subsidiaries was adequate and appropriate for the business operations of the Company. In addition, the Company has provided adequate personnel to follow the system effectively as well as sufficient internal control system for monitoring the operations of the subsidiaries in order to protect the assets of the Company and the subsidiaries from improper conduct of the directors and executives including transactions with persons who may have a conflict of interest and related persons. As for the other relevant internal control issues, the Committee agreed that the Company has adequate internal control system. The Committee and the management recognized the importance of good corporate governance, internal control, and continuous risk management in order to ensure good corporate governance principles of company, acceptable level of internal control and risk management, accuracy and reliability of accounting and financial reporting practices including the compliance with the laws, the rules or announcements of the SET and other related regulations concerning the Company's businesses.



(Dr. Naris Chaiyasoot)

Chairman of the Audit Committee

February 25, 2021



Risk Management Committee Report

GMM Grammy Public Company Limited.

The Risk Management Committee was comprised of 6 members who are the Board of Directors and top executives with relevant knowledge, competence and experience that is beneficial to the group risk management. The Risk Management Committee was established by the Board of Directors resolution with duties to promote the set-up of an enterprise-wide risk management system for the Company and to embed an organizational culture. This is to provide reasonable assurance among all stakeholders that the Group's strategic operations are geared towards effective and efficient achievement of corporate goals and objectives. The Senior Director of the Internal Audit Department serves as the secretary to the Committee.

The Committee performs their duties as designated by the Board of Directors and within the purview of power and responsibility defined in the Risk Management Committee Charter. In 2020, the Committee held 1 meetings with the following results:

1. Acknowledged the significant corporate risks and approved the related risk responses for the year 2020.
2. Continuously supervised and monitored the implementation of the enterprise-wide risk management systems.
3. Reviewed the guidelines regarding the prevention of corruption involvement and Risk Management Committee Charter to ensure that they are sufficient and appropriate for the nature of the Company's businesses as well as related regulations.
4. Reported regularly to the Board of Directors on the significant risks and their responses.
5. Performed self-assessment for the year 2020 and reported to the Board of Directors on February 25, 2021.

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

(Miss Boosaba Daorueng)

Chairman of Risk Management Committee

25 February 2021



Report of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee, GMM Grammy Public Company Limited (“the Committee”), as of December 31, 2020, comprised three directors, two being independent directors and one being an executive director. Dr. Naris Chaiyasoot, Independent Directors, being Chairman of the Nomination and Remuneration Committee, Mr. Suvit Mapaisansin, Independent Directors, and Miss Suwimon Jhungjotikapisit, Directors, members of the Nomination and Remuneration Committee.

During the year 2020, the Committee, in performing roles in accordance with its charter and the scope of authority, held 3 meetings (with full attendance in each of the meetings) to consider important matters under its duties and responsibilities as assigned by the Board of Directors, which can be summarized as follows:

- (1) Nomination of persons with qualifications for the Company’s directorship to replace 4 directors who would retire by rotation, namely, 1) Mr. Paiboon Damrongchaitham 2) Dr. Lackana Leelayouthayotin 3) Miss Boosaba Daorueng and 4) Mr. Phawit Chitrakorn. To enhance and support the Company’s good corporate governance policy, the Company welcomed shareholders’ proposal for qualified candidates to be appointed as the Company’s directors with full qualifications as stipulated by the company since 30 October 2019 to 30 January 2020. During the period, no shareholder nominated any candidate for consideration. Therefore, the Committee Has considered the criteria of the company by using the Board Skill Matrix to consider the appropriateness and maximum benefits to the Company, the Committee was of the opinion that the 4 retiring directors, as mentioned, had full qualifications as stipulated by the Public Limited Companies Act and were well equipped with knowledge, capabilities and experiences useful for the Company’s business operations; they also had broad visions, satisfactory performance as directors, good records of meeting attendance and useful opinions proposed at the Board’s meetings. The Committee therefore resolved to propose to the Board of Directors’ Meeting No. 1/2020 on 28 February 2020 the nomination of the 4 retiring directors for appointment as the Company’s directors for another term before submitting to the 2020 Annual General Meeting of Shareholders held on July 3, 2020 for approval.
- (2) Nomination of a person with qualifications for the Company’s directorship to replace the director who resigned by using Board Skill Matrix. The Committee considered and proposed to the Board of Directors to appointed Mr. Sunyaluck Chaikajornwat was appointed as an Independent Director, Audit Committee and member of the Corporate Governance and Ethics Committee and approved the appointment by the Board of Directors’ Meeting No.8/2020 on December 23, 2020.
- (3) Determination of directors’ remuneration and the Audit Committee’s remuneration as annual compensation for the year 2020 using the same criteria as in 2019 by the remuneration criteria comprising of the monthly remuneration, the meeting allowance and annual bonus, for the Chairman of the Company, Independent Directors and Non-Executive Directors except the Executive

Directors that will not receive monthly remuneration and meeting allowance because they already receive salary from being an employee of the Company for submission to the Board of Directors for approval at the 2020 Annual General Meeting of Shareholders held on July 3, 2020.

The remuneration of directors and Audit Committee members was determined, with their respective duties and responsibilities for the Company's performances being considered and the remuneration of directors of companies in the same industry being compared, based on the Stock Exchange of Thailand's Report of the Survey on Remuneration of Directors of Listed Companies, for suitability and transparency.

- (4) Evaluation of the performances of the Group Chief Executive Officer (Group CEO), Ms. Boosaba Daorueng, for the year 2020. The Committee deemed it appropriate to rate the Group CEO's performances in 2020 as "Very Good" or 92.69% (within the range of 90-95%) and reported the evaluation result to the Board of Directors' Meeting No. 2/2021 held on February 25, 2021 for approval.
- (5) The Committee has conducted self-performance assessment for the year 2020 which comprises of 5 categories: Structure and Composition of the Committee, Roles and Responsibilities, Meeting, Duties Performance of the Committee's Members, and Self Development of the Committee's Members. The assessment criteria divided into 5 levels: 4 = excellent, 3 = good, 2 = fair, 1 = unsatisfactory, 0 = need improvement. The overall average result of the self-assessment of the Committee was equal to 3.51 points (Full score is 4 points).
- (6) The Committee has reviewed the current Nomination and Remuneration Committee Charter, which was of the opinion this charter is appropriate to the business of the group of companies, promotes the principles of good corporate governance at present. The scope of responsibility is to determine the criteria and policies for the nomination and remuneration of the Company's directors and sub-committees, including nominating, selecting, and proposing suitable persons to serve as directors of the Company and determining remuneration for the Company's directors. As well as performing other tasks as assigned and presented to the Board of Directors and/or the shareholders' meeting properly. The Committee proposed to the Board of Directors' Meeting No. 6/2020 held on November 13, 2020 for approval the continued use of the current Nomination and Remuneration Committee Charter.

The Committee reported its performance to the Board of Directors for acknowledgement on a regular basis. Throughout the year 2020, the Committee performed its duties with utmost ability, caution, prudence, transparency, and independence, for the best benefit of the Company, shareholders, and other stakeholders.



(Dr. Naris Chaiyasoot)

Chairman of the Nomination and Remuneration Committee

February 25, 2021



Report of the Corporate Governance and Ethics Committee

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

In 2020, the Corporate Governance and Ethics Committee ("the Committee") still adhered to and seriously developed its policy on corporate governance on a continuing basis; thus, several awards received from various organizations could be summarized as follows:

1. For evaluation of corporate governance reports of Thai listed companies by the Thai Institute of Directors (IOD), the Company was rated "Very Good" in 2006, 2008, 2009, and 2010, (in 2007, there was no survey on corporate governance of listed companies) and "Excellent (5 Stars)" for ten consecutive years, since 2011 to 2020.
2. For the evaluation of AGM checklist quality by the Thai Investors Association, the Company was rated "Very Good" in 2008, 2010, 2011, 2013, 2015 and 2017 and "Very Good: Should be a Role Model," in 2009, 2012, 2014, 2016 2018 ,2019 and 2020 (scoring 100 points).
3. The Committee has conducted the self-performance assessment for the year 2020 which comprises of 5 categories: Structure and Composition of the Committee, Roles and Responsibilities, Meeting, Duties Performance of the Committee's Members, and Self Development of the Committee's Members. The assessment criteria divided into 5 levels: 4 = excellent, 3 = good, 2 = fair, 1 = unsatisfactory, 0 = need improvement. The overall average result of the self-assessment of the Committee was equal to 3.48 points (Full score is 4 points).
4. The Committee have discussed and reviewed the Company's Corporate Governance Policy (the "CG Policy"), revised version 7, 2019 and announced used on December 1, 2019 and assess the operations of the corporate governance of the company according to the guidelines for Corporate Governance Code (the "CG Code") for Listed Companies 2017 by The Securities and Exchange Commission (the "SEC"). The Committee agreed that the current CG policy complies with these guidelines. However, some principals are not practicable due to the inconsistency with the Company's context and ongoing operations. Due to the resolution of the Board of Directors meeting that the principle is not in line with the current business context and business of the company, However, the Corporate Governance Committee and the Board of Directors have opinion that most of the main topics remain in line with the CG Code of the SEC and in accordance with the Company's business context in the present therefore there is no need for additional amendments.

5. The Committee reviewed the current Corporate Governance and Ethics Committee Charter, which was of the opinion this charter is appropriate to the business of the group of companies, beneficial to the governance of the Companies group and promote the operation of the Company to be effective and drive the Company sustainable growth. But to make it clearer and more concise and can be used to communicate to more effectively implement the corporate governance of the Company group. However, the Committee and the Board of Directors considered approval the amendment of the Charter by eliminating parts of the subject matter that are redundant and to be effective from 13 November 2020 onwards.

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



(Miss Boosaba Daorueng)

Chairman of the Corporate Governance and Ethics Committee

February 19, 2021

77 จังหวัด ทั่วไทย

GMM TV

กับเหลากรหลายเรื่องราวสุดทึ่ง “ติดตามได้ใน ไทยทึ่ง”





Corporate Governance

The Board of Directors intends to operate the business under good corporate governance principles promoted by The Securities and Exchange Commission, Thailand (“SEC”) and the Stock Exchange of Thailand (“SET”). It is also following the recommendations of the Thai Institute of Directors (IOD), according to the Corporate Governance Assessment Report, which promotes the efficient performance of registered companies, fairness, and confidence to all relevant stakeholders and lay solid foundation for sustainable growth.

The Company sets forth corporate governance policy as follows.

Corporate Governance Policy

The Board of Directors strongly believes in business operations with ethical practice, good corporate governance and corporate social responsibility, which are firmly embedded in the organization culture. It is integrated with the organization vision, mission, strategy and goal to boost confidence to all stakeholders and to bring the Company to business development along with participation in supporting the education, athletics, society and environment.

The Board of Directors initiated the compilation of the first Handbook on corporate governance policy, business ethics and code of conduct (portable version) issued in 2005 for all directors, executives, and employees to acknowledge and comply. It has been set to be revised, added or amended every 2 years or as deemed appropriate to ensure updatedness and alignment with the changing environment, as well as relevance to any additional guidelines issued by the SEC, the SET or related regulatory bodies, which will enhance the Company’s corporate governance up to international standards. Furthermore, the Board of Director Meeting No. 4/2019 on 12 November 2019 had approval on the Corporate Governance and Business Ethics Manual, 7th Revision 2019, which was effective from 1 December 2019, and announced, published, and distributed to the directors, executives and all employees to acknowledge, understand, and apply as the work practice with responsibility, transparency, honesty, and ethics of oneself, the organization, shareholders, and other stakeholders.

The Board of Director Meeting No. 6/2020 which held on 13 November 2020, with the agreement of the Corporate Governance and Business Ethics Committee No. 2/2020, have considered and reviewed the Company’s Corporate Governance Policy (the “CG Policy”) according to the guidelines for the Corporate Governance and Business Ethics Manual, and evaluation of the performance of corporate governance based on the Corporate Governance Principles for Registered Companies 2017 (the “CG Code”) by The Securities and Exchange Commission (the “SEC”) and agreed that the Company predominantly implemented the CG policy complies with these guidelines. However, some principals are not practicable due to the inconsistency with the Company’s context and ongoing operations. However, the Corporate Governance Committee and the Board of Directors shall consider and review the policy and practice of good corporate governance to be appropriate and consistent with the CG Code every year ensuring the latest developments of good corporate governance are assessed and where necessary encompassed

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

1. The Board of Directors, executives and employees adhere to performing in compliance with the laws and applying corporate governance principles to business operations by integrating with the vision, mission, strategy and Long term goal of the organization, as well as enhancing the organization to have an efficient administration system, which will help boost confidence of shareholders, investors and all stakeholders.
2. The Board of Directors respects the rights of shareholders, treats all shareholders equally and provides convenience to shareholders in the exercise of rights in various matters.
3. The Board of Directors promotes the process of enhancing good relationship and cooperation between the Company and all stakeholders and sets an appropriate communication channel for the purpose.
4. The Board of Directors sets policy and code of ethics of the Company to be guidelines for all stakeholders such as shareholders, customers and consumers, competitors, trade partners, creditors, employees, the community, the environment and the society.
5. The Board of Directors takes the role of determining vision and mission and approving guidelines for setting of business strategies, policies, plans and budgets, as well as monitoring and supervising the management to take actions according to the policies established in an efficient and effective way, in order to maximize business value and shareholder wealth.
6. The Board of Directors institutes the organization structure with clear delegation of duties and responsibilities of the Board of Directors, Sub-Committees, Group Chief Executive Officer and Chief Executive Officers in each business lines and puts in place appropriate and sufficient internal control and audit system, risk management system, prevention of conflicts of interest and use of insider information.
7. The Board of Directors monitors and ensures that the preparation of financial statements and information of the Company is in accordance with the generally accepted accounting standards, disclosure of information is sufficient and reliable and the Company has capable and independent auditor.
8. The Board of Directors ensures that the Company communicates and discloses important financial or non-financial information relating to the Company sufficiently, accurately, completely, reliably, transparently, thoroughly and in a timely manner, through various channels and the Investor Relations Department, which can be accessed conveniently and equitably.
9. The Board of Directors may appoint Board committees as deemed appropriate to help screen important matters and report operating results to the Board of Directors' meeting regularly, as well as report operating results to the shareholders in the annual report of the Company.
10. The Board of Directors arranges to have annual self-assessment of the Board of Directors and Sub-committees such as the Audit Committee, the Corporate Governance and Ethics Committee, the Risk Management Committee for use as a framework in evaluation of their performance in the previous year, so that rectification and improvement can be made to increase efficiency and the self-assessment results will be reported to the Board meeting for acknowledgement

11. The Board of Directors puts in place an appropriate, transparent and fair recruitment system for all crucial management positions.
12. The Board of Directors has an important role of arranging for the written Corporate Governance and Business Ethics Manual so that all directors, executives and employees acknowledge, understand and abide by the practice of corporate governance and business ethics in a strict manner and establishing a compliance monitoring measure thereon.

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

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

As the Company has all along adhered to the policy on corporate governance and business ethics in its business operations and has developed its corporate governance practice to be more efficient and suit the Company, the Company has been rated by various agencies as follows:

- **Corporate Governance Report of Listed Companies 2020**

Thai Institute of Directors (IOD) disclosed the result of the Corporate Governance Report Evaluation of Thai Listed Companies, it was revealed that GMM Grammy Public Company Limited was announced to be 1 of 240 listed companies that was rated in the top level of “**Excellence : 5 Stars**” (Score range 90-100 points) while the average score of all 692 listed companies was 83 points. The Company has been rated as “Excellent” for tenth consecutive years since 2011.

- **Quality of Annual General Meeting of Shareholders 2020**

According to the evaluation of the quality of annual general meetings of shareholders (AGM checklist) of listed companies carried out by the Thai Investors Association, the The Company was rated in “Very Good: Should be a Role Model,” with 100 points, while the average score of all listed companies under the survey was 93.10 points.

- **The Assessment of Anti-corruption Process Indicator 2020**

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

In 2020, SEC and Thai Pat Institute announced only the companies that joined Thailand's Collective Action Coalition Against Corruption (Thai CAC) held by IOD. There are 2 groups of companies comprising the signed a declaration on CAC and the verified by CAC.

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

Corporate Governance

Corporate Governance of company is divided into 5 categories:

- Rights of Shareholders
- Roles of Stakeholders
- Responsibilities of the Board of Directors
- Equitable Treatment of Shareholders
- Disclosure and Transparency

Chapter 1 Rights of Shareholders

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

The Annual General Meeting

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

1) Before the date of the shareholders' meeting

- Proposing agenda items, nominations of directors and advanced queries, the Company provided an opportunity for shareholders to propose agenda items and qualified persons to assume the post of director before the Annual General Meeting of Shareholders. In the 2020 Annual General Meeting of Shareholders, shareholders can make proposal from October 30, 2019 until January 30, 2020 on the Company's website on the menu "Corporate Governance", item "Shareholders Information". It has come out that, during the designated period, no shareholder proposed any agenda item or nominated any qualified person to assume the post of director to the Company.
- Presentation and information delivery to shareholders, the Company has appointed Thailand Securities Depository Co., Ltd. (TSD) as its securities registrar to send the meeting invitation notice, documents and other information which is important and necessary for decision-making to shareholders (in English in case of foreign shareholders) in advance before the meeting date and in

accordance with laws or/and regulatorys concerned. In the Annual General Meeting of Shareholders, the Company has disseminated the invitation notice and all relevant information (excluding annual report) on its website in Thai and English more than 30 days prior to the meeting so that shareholders will have sufficient time to study the information in advance for decision-making. In addition, the Company advertised meeting notices in newspapers to inform shareholders of the date, time, venue and agenda items in both Thai and English or 3 consecutive days and at least 3 days prior to the meeting.

- Facilitation and encouragement for shareholders to attend the meeting, including institutional investors, with the following policies:

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

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

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

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

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

Disclosure of Financial Performance to clarify the financial performance in the previous year including assets, revenue, expenses and profit/loss, including the management discussion and analysis (MD&A) reported in the Annual Report enclosed with the enclosed with the Invitation to the Annual General Meeting Remuneration of directors to clarify the guideline of Remuneration of Director in both monetary (e.g. Monthly Remuneration, meeting allowance, annual bonus) and other benefits agreed by the nomination and remuneration committee.

Nomination of directors, the Company indicates the directors' names and summarizes profile of each director to be nominated, such as name and surname, age, education background, work profile, number of companies in which such person is a director by divided into listed companies and other companies, positions in other competitor / related companies which may cause any conflict of interests, nomination criteria and procedure, type of director to be proposed such as Director or Independent Director. In case of nomination of the existing director to reassume the position, details of his/her meeting attendance in the previous year and his/her term/years in office shall also be provided. In case of the appointment of independent directors, the Company shall disclose its definition of "independent director" as defined and determined that the Company's definition is equal to or more concentrate than the minimum requirements of the SEC and the SET, including any information of any conflict of interests of such independent director on the Company, its subsidiaries, affiliates or entities may have a conflict at that time or during the last 2 years. Nomination of auditor and fixing of audit fees, the Company gives details on the names of certified public accountants and their company to be the auditor, experiences and competence as well as independence of the auditor and qualifications acceptable as the Company's auditor and approved by the SEC. Audit fees and/or other fees (if any) will also be clearly indicated so that shareholders

can consider appropriateness before making decision.

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

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

For the 2020 Annual General Meeting of Shareholders, the Company sent a meeting notice of at least 1 month in advance to shareholders through various channels, namely, the Company's website, SET portal and notices of shareholders' meeting. The meeting notice contained agenda items, the Board's opinions with other supporting documents such as facts, objectives, reasons of the Board's opinions, the Company's Articles of Association relevant to the meeting for the shareholders to consider in each agenda item, together with the minutes of the previous shareholders' meeting, containing the voting method, vote counts, list of all the directors attending the meeting (including the absent directors), list of executives attending the meeting, the voting inspector who was an outsider witnessing the vote count and the conduct of the meeting, questions from the shareholders and answers in the meeting, meeting's resolutions with the numbers of votes Agree, Disagree and Abstention for each agenda item where voting was required.

2) On the date of the shareholders' meeting

- The Company requires the meeting to be held according to the laws and taking into account convenience as well as rights and equitable treatment of the shareholders. Company staff are to provide convenience by checking documents of the meeting attendees 1 hour and a half before the meeting commencement and barcodes are used to facilitate and expedite registration.

At each shareholders' meeting, the Chairman, the directors, the Group Chief Executive Officer, Chairmen of all sub-committees and the management attend the meeting to allow shareholders to ask questions relating to the Company. The auditor of the Company will perform as the inspector to ensure that the meeting is conducted with transparency, compliance to applicable laws, rules of related regulators and the Company's Articles of Association.

- Before the meeting commences, the Group Chief Executive Officer who chairs the meeting will introduce the attending Board members, Chairmen of sub-committees, the management and the auditor of the Company, to the meeting and assign the Company Secretary to proceed with the meeting.
- The Company Secretary will notify the meeting of the quorum consisting of number of shareholders attending the meeting in person, number of shareholders attending by proxies and number of shareholders authorizing independent directors as their proxies, with clarification of voting and vote counting methods to the shareholders before the meeting commences. According to the Company's Articles of Association and the Public Limited Companies Act, Section 107 (1), 1 share is equivalent to 1 vote. In the event of a tie of votes, the Chairman will have the casting vote. Voting condition for shareholders or proxies is also be explained.
- The Company Secretary would conduct the meeting in accordance with the sequence of agenda items given in the notice of shareholders' meeting (except that the meeting resolves to change the sequence of agenda items in accordance with the provisions of the Public Limited Companies Act that requires the votes of at least 2/3 of the shareholders attending the meeting) and for fairness

to shareholders who do not attend the meeting, no other agenda items not specified in the notice of shareholders' meeting shall be added in the agenda. However, to allow shareholders to exercise their rights under law, shareholders who hold a number of shares combined not less than 1/3 of the total number of shares sold may ask the meeting to consider matters other than those specified in the notice of shareholders' meeting.

- The Board of Directors has provided for the use of ballot tickets in every agenda item that requires voting. This is for the purpose of transparency and auditability in case of an objection occurring thereafter, while votes are to be counted and the results thereof are disclosed and the meeting's resolutions are clearly recorded in the meeting's minutes.
- The Chairman allocates sufficient time and opens the floor to the shareholders to voice their opinions, suggestions and questions on each agenda item and regarding the operations of the Company. Important queries, clarifications and opinions shall be noted in the meeting minutes for acknowledgement by the shareholders who cannot attend the meeting.

In 2020, the Company organized the Annual General Meeting of Shareholders on July 3, 2020 at 2.00 pm at the Auditorium Room, 50 GMM Grammy Place, Sukhumvit 21 Rd (Asoke), Khlongtoe inuea, Wattana, Bangkok. 11 out of 11 directors attended the meeting (with attendance rate of 100%), comprising Chairman of the Board, Vice Chairman of the Board and Chairmen of Sub-committees, together with top management, representative from Legal Department and auditors, The representative of external auditor would serve as the inspector to ensure the transparency, completely, laws and the Company's Article of Association compliance and in case of dispute arising in respect of examination and voting throughout the meeting. The Chairman of the meeting appointed the Company Secretary to conduct the meeting. The Annual General Meeting of Shareholders resolved to approve all the agenda items proposed.

In the 2020 Annual General Meeting of Shareholders, there were a total of 45 shareholders attending in person, representing 432,428,975 shares, and 79 shareholders by proxy, representing 158,372,598 shares. There were 27 shareholders attending the Meeting by proxy granted to the Company's Independent Director, representing 143,468,996 shares. The total number of attendants who were shareholders and proxy holders was equal to 124 persons, representing 590,801,573 shares or 72.0534% of total 819,949,729 subscribed shares. The quorum was thereby constituted according to the Company's Articles of Association. The Board of Directors promoted 4 Independent Directors, whom represent shareholders, attending and voting throughout the meeting. The Company has opened registration for 2 hours before the Meeting.

At the Annual General Meeting of Shareholders, there were no agenda items of other businesses that had not been specified in the meeting notice.

3) After the shareholders' meeting

- The Board of Directors assigns the Company Secretary to prepare minutes of the shareholders' meeting to be complete and accurate with the following details:
Names and positions of directors, members of Sub-committees, top management and auditor who attend or absent at the meeting (if any).
The meeting quorum consisting of number of shareholders who attend the meeting in person, number of shareholders by proxies and number of shareholders authorizing independent directors as their proxies.
Methods of voting on each agenda item and vote counting before the meeting commences and

the way the ballot cards are used to count votes.

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

Key questions, clarification and opinions.

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

Chapter 2 Equitable Treatment of Shareholders

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

1. The Board of Directors gives the rights to shareholders to cast 1 vote per 1 share. For the same type of shares, they have the right to cast 1 vote per 1 share.
2. The Company allow a shareholder and/or a group of shareholders holding the Company's shares collectively at least 5 percent of voting rights to propose agendas and prospective directors before the Annual General Meetings. This description will be provided through SEC and the Company's website at least 3 months prior to the end of each fiscal year.
3. For the Annual General Meetings, the Company will send the meeting invitation notice and documents to shareholders at least 14 days prior to the meeting date and post the invitation notice and all information on the Company's website (<http://www.gmmgrammy.com>) in Thai and English more than 21 days prior to the meeting so that shareholders will have sufficient time to thoroughly study the meeting information for decision-making before receiving documents from the Company. The Company also advertised meeting notices in newspapers to inform shareholders of the date, time, venue and agenda items in both Thai and English for 3 consecutive days and at least 3 days prior to the meeting.
4. The Board of Directors provides convenience to shareholders who cannot attend the meeting in person by sending them Proxy Form Type A, B and C and attach documents and simple proxy-giving instruction so that proper documents will be prepared and none of difficulties expected. In addition, shareholders also have option to download the proxy form from the company's website.
5. The Board of Directors will nominate at least 1 independent director of the Company as an option of proxy for shareholders. The Company will attach the name and profile of the independent director with the meeting invitation notice.
6. The Board of Directors will conduct the meeting according to the agenda order outlined in the meeting invitation notice and will not add any other meeting agenda without notifying shareholders in advance apart from those specified in the invitation letter except extraordinary cases in order to protect the Company's interest under the governed laws.

7. The Board of Directors will arrange for use of ballots and qualified vote processing program on every agenda item which requires vote casting for transparency and inspection can be made in case debates occur later on. Also, an inspector is prepared for counting of votes and the vote results and resolutions of the meeting shall be disclosed clearly in the meeting minutes.
8. The Board of Directors sets a policy and guidelines of prevention of conflicts of interest and insider trading to seek interest for oneself or others in undue manner in the Corporate Governance and Business Ethics Manual of the Company and disseminates the policy to all directors, executives and employees of the Company for acknowledgement and strict compliance to prevent directors and executives of the Company from trading the Company's shares by using internal information or undertaking related party transactions and selling or buying assets in a manner which may breach or not comply with guidelines of the SET and the SEC.
9. In case of undertaking related party transactions which are required to be disclosed or to seek approval from shareholders according to requirements of the SET, prior to undertaking of the transaction, the Company has disclosed details such as name and relation of related parties, policy of determination of value of the transaction, rationale, as well as opinions on the transaction of the Audit Committee and the Board of Directors to shareholders clearly.
10. The Board of Directors requires directors and executives (according to definitions of the SEC) to comply with Section 89 of the Securities and Exchange Act by reporting their interest and their related persons' (including whenever there is change to information) by assigning the Company Secretary to report interest information (including changes) to the meeting of the Board of Directors for acknowledgement every 6 months to consider transactions of the Company which may have conflicts of interest with the Company. Directors and executives who have any related interest shall not attend the meeting to express opinions and have no rights to make a resolution of such matter.

Connected Transactions

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

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

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

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

In 2020, the Company did nothing in violation of or against the requirements of the SEC and the SET, whether insider trading, connected transactions or asset trading.

Chapter 3 Roles of Stakeholders

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

Ethics on Treatment of Shareholders

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

1. Performing duties and conducting business with integrity, transparency and accountability to shareholders on a regular basis and disclose accurate, complete and standard information to shareholders within the legal framework, business ethics and good corporate governance principles.
2. Managing business of the Company for stable progress by using knowledge, competence and experience to the full extent and make any decisions with integrity, honesty, care and justice for the highest benefits of the shareholders.
3. Supervising operations to ensure that the Company has appropriate financial status and management to protect and increase interests of shareholders.
4. Managing assets of the Company not to deteriorate, lose, or waste.
5. Not seeking benefits for oneself and related persons by disclosing internal information of the Company which is confidential and/or not yet disclosed to the public or outsiders which may cause damage to the Company.
6. Respecting the rights of shareholders by reporting status and operating results of the Company as well as information to all shareholders equally, regularly, timely, accurately, completely and factually by having sufficient supporting documents and in accordance with the requirements of the SET and the SEC.
7. Not performing any acts in a manner which may cause conflicts of interest to the Company without notifying the Company.

Ethics on Treatment of Customers and Consumers

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

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

Ethics on Treatment of Competitors

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

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

Ethics on Treatment of Trade Partners

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

1. Treating trade partners equally, fairly and based on fair returns acceptable to both parties.
2. Complying with agreements or conditions mutually agreed upon strictly and in case of non-compliance with any conditions, notify customers immediately to jointly seek solutions on a rationality basis.
3. Not asking for or accepting assets or other benefits which are dishonest to trading with trade partners.
4. In case there are grounds to believe that there is request or acceptance of assets or other benefits which are undue, information shall be disclosed to trade partners to jointly seek solutions in no time.

5. Having a policy or measures of checking and screening trade partners of the Company such as producers and contractors and support undertaking of businesses with trade partners who conduct business fairly without violating human rights and realizing the importance of social responsibility. The company executes a purchasing policy and appoint a purchasing committee in order to select trade partners under transparency and accountability.
6. Not giving cooperation to or supporting any persons or organizations which conduct illegal business or are a threat to the society and national security.
7. Being committed to maintaining sustainable relationship with trade partners and contract counterparts on the basis of mutual trust.

Ethics on Treatment of Creditors

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

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

Ethics on Treatment of Employees

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

1. Treating employees with respect for their honour, dignity and human rights.
2. Appointing, transferring and giving prizes as well as punishing employees with sincerity and according to their knowledge, competence, appropriateness and fairness without any discrimination.
3. Assessing staff performance and progress regularly.
4. Giving remuneration of various types to employees fairly, appropriately and according to their knowledge, competence, experience, positions, responsibilities and individual performance which are taken into consideration in line with the operating results of the Company, economic conditions and social environment.
5. Providing appropriate welfare and other benefits for employees that are comparable to those of other companies in the same or similar business and as prescribed by law, such as provident fund, etc.
6. Giving continuous and regular support and giving importance to knowledge and potential development which is beneficial to employees at all levels for their good career path.
7. Maintaining a good working environment for sanitation and safety to life and properties of employees regularly.
8. Providing appropriate facilities and welfare for disabled employees.

9. Supporting employees to have better quality of life and support development of life of employees' families so that they live a happy life and are able to rely on themselves sustainably according to the philosophy of sufficiency economy.
10. Promoting participation of employees and respecting the rights of gathering of employees to gather to propose or set working guidelines and/or agreements to create benefits for all parties and good working relations, including channel to complaint of any wrongdoings, approach to fact finding and protection of the whistle blower.
11. Supporting employees to work together under mutual culture and value and with high unity spirits.
12. Managing works with prudence and avoiding any unfair actions which may have impact on the job security of employees.
13. Complying with rules and regulations in relation to labour law (such as employment, termination of employment, etc) and welfare of employees.

Ethics on Roles and Responsibilities towards Community, the Environment and the Society

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

1. Supporting CSR development through co-creation with all stakeholders by participating, inspiring and giving opportunities to other organizations to work together.
2. Supporting provision of knowledge and training for staff to instill conscience of responsibility toward the community, the environment and the society in employees at all levels and encourage employees to participate in activities arranged by the Company.
3. Having social participation by supporting and promoting activities which maintain good tradition and culture and behaving as a good religion follower by supporting religious activities consistently.
4. Participating in supporting activities relating to education, sporting capabilities, development of professional knowledge, for sustainable self-dependence.
5. Having social responsibility relating to public benefits, maintenance of the environment and development of the community as well as creative projects to promote and support better living of underprivileged, the elderly, children and youths.
6. Having social responsibility in different forms such as organizing campaigns against narcotics continuously, hence promotion and support of children and youths to stay away from narcotics, leading to a strong community and narcotic-free society.
7. Holding various projects to assist and relieve misery of people who are in trouble in many ways.
8. Supporting the community surrounding the Company and other communities to be strong and self-dependent in a sustainable manner, give mutual help, have a good quality of life, be happy and live happily in harmony.
9. Campaigning and instilling in employees conscience of preservation and smart and efficient use of resources and energy.

10. Creating and supporting activities which are beneficial to maintenance, preservation and use of natural resources and energy on a consistent basis.
11. Not performing any acts which will impair the reputation of the country, natural resources and the environment.
12. Not cooperating with or support any persons or organizations conducting illegal business or being a threat to the society and national security.
13. Complying or monitoring to ensure strict compliance with relevant regulations and laws.

Ethics on Respecting Human Right Law and Practice

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

1. Performing business in strict compliance with human right law and practice and provide employees with knowledge about human right law and practice for their further adoption in their work.
2. Ensuring that all employees familiarize themselves with laws related to their duties and responsibilities and strictly observe such laws.
3. Promoting the respect of and adherence to human right practice on the basis of human dignity.
4. Treating all employees on the basis of human dignity and respect their personal rights and duties.
5. Offering a non-discriminative and equal career opportunity for women, the disabled, incapacitated persons and all other under privileged groups.
6. Neither give a special favor to nor discriminate against any individuals due to race, nationality, color, gender, religion, age, language, physical and health condition, personal status, economic and social status, social value, education and political opinion.
7. Ensuring the incapacitated employees are provided with appropriate facilitating equipment and welfare.
8. Putting in place a policy or measure for screening key trade partners such as suppliers and contractors and ensure that these key trade partners undertake their businesses with fair practices and non-violation of human rights
9. Encouraging employees' participation and respect their right to unify and come forward with their suggestions or ideas on operational directions and corrective measures that will be beneficial to all parties and strengthen a good working relation and cooperation.
10. Establishing a follow-up and monitoring process to prevent the Company and employees from conducting business, acting or participating in an act or failing to act in such a way that violates human rights.

Ethics on Intellectual Property and Copyright

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

1. Supporting development and respect creation or innovation of intellectual property rights and copyrights and evaluate the value of such innovation fairly.
2. Protecting and respecting intellectual property rights and copyrights of the Company and other persons by not violating or supporting any acts which are in violation thereof, such as making duplicates,

adapting original material in any way, copying, broadcasting music and pictures, or making distribution to the public or any other acts and not claiming other persons' works as one's own.

3. Supporting and participating in activities which are beneficial to protection and prevention of violation of intellectual property rights and copyrights.
4. Supporting provision of knowledge and training to employees to instill conscience of respect and creation of intellectual property rights and copyrights in employees at all levels, as well as encourage employees to participate in activities held by the Company.
5. Issuing the Company's work regulations by prohibiting employees from behaving in the manner which may tarnish the reputation of the Company by following regulations, notifications and orders of government agencies, or laws relating to intellectual property rights and copyrights such as trademark law, patent law, license law or other relevant laws, as well as announcements, orders, rules and regulations set by the Company.
6. Treating and regarding violation of intellectual property rights and copyrights as a severe offence and if such offence is found, the Company will take penal action against the employee who has been found guilty of such violation according to the Company's work regulations and laws.

In 2020, the Company cooperated with state agencies and related private sector parties in a campaign against piracy to encourage the public to be more aware of the intellectual property to help reduce the piracy problem in the long run. The Company joined hands with state agencies and the private sector to prevent piracy and prosecute violators. By the year 2020 the Company and its affiliates have taken legal action against 193 piracy cases composing of 84 lawsuits settlement, no prosecution pending due to the COVID situation. Therefore, no copyright infringement shop was prosecuted cases and no judged cases.

Ethics on Vested Interest and Conflict of Interest

The Board of Directors is aware of the importance of conflict of interest prevention and has thus adopted the following policy and guidelines:

1. To safeguard against a conflict of interest, the Board of Directors exercises due care when there occurs any transaction involving a potential conflict of interest by observing a policy and procedure for approval of connected transactions, established in writing in the Authorization and Procedure Manual, and/or seeking approval from shareholders in line with the SET's regulations, as well as complying with the SET's regulations, with transaction price and conditions executed on an arm's length basis.
2. If the connected transaction is subject to approval from the Board of Directors, there must be independent directors or Audit Committee members participating in the relevant Board meeting.
3. The Audit Committee is to regularly propose any conflicted transactions and connected transactions to the Board of Directors and the person with a potential conflict of interest is not entitled to cast vote on or approve any such transactions.
4. Before entering into a connected transaction which is required to be disclosed publicly or be approved by the shareholders in accordance with the SET's regulations, the Company shall clearly disclose to the shareholders details such as names and nature of relationship of the connected persons, policy on determination of transaction price, rationale for entering into the transaction and opinion of the Board of Directors on the transaction.
5. For transactions that involve financial assistance, the Board of Directors has established a guideline on this type of connected transactions in the Corporate Authorization Index which was duly approved by the Board of Directors.

6. The Board of Directors has a guideline to maintain and prevent of use internal information in written. According to the guideline, directors, management and employees, who could access to insider information, are prohibited from trading the Company's securities during a one-month period before a release of the Company's financial statements to the public.
7. The Board of Directors has set a policy requiring that the directors, Executive Committee members and management (according to definitions of the SEC), including their respective related persons according to Section 59 of the Securities and Exchange Act, report their holding of the Company's securities and that the Company Secretary on quarterly basis is required to submit a summary report on the said securities holding and changes in securities holding in the Company to the Board of Directors' meeting quarterly for acknowledgement.
8. The Board of Directors has stipulated that the directors, management and their related persons (according to definitions of the SEC) must prepare and submit a report on interests to the Company and the Company Secretary has the duty to submit a summary report on the interests of the directors, management and their related persons and any subsequent changes thereof to the Board of Directors' meeting for acknowledgement on a semi-annual basis.
9. The Board of Directors has stipulated that all material connected transactions, with details regarding the conflicted persons, nature of relationship, type of the transactions, conditions for the transactions, pricing policy, transaction value, rationale and necessity of the transactions and opinion rendered by the Audit Committee and/or the Board of Directors, must be revealed in an information memorandum and/or the Company's annual registration statement (Form 56-1) and annual report.

Whistle Blower

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

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

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

In 2020, there was neither complaint nor action in a manner that violated or failed to comply with applicable laws, rules and regulations of the SET and the SEC.

Protection of Whistleblowers

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

Chapter 4 Information Disclosure and Transparency

The Board of Directors supervises the Company to communicate and disclose important information relating to the Company, either financial or non-financial information. The Company's key guidelines are as follows:

1. Provision of communication and data distribution channels

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

1) The Company's website

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

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

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

3) Investor relations

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

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

Investor Relations Department

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

4) Office of Corporate Secretary

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

Office of Corporate Secretary

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

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

The Board of Directors arranges for disclosure of information such as business description, the major shareholders, the committee and executives, corporate governance policy, updated information, acquisition

and disposal of assets, connected transactions, issuance of securities, shareholders meeting, and committee resignation. These also includes quarterly and annual report in annual information disclosure (Form 56-1), Annual report, Financial statements, and quarterly analysis in order to provide all stakeholders precise, transparent, reliable information complying laws and corporate governance regulations.

In 2020, the Company submitted quarterly and yearly financial statements and reports by the timeline and pursuant to the criteria of the SET and no instruction has been made by Office of the SEC for the Company to rectify the financial statements.

Chapter 5 Responsibilities of the Board of Directors

The Board of Directors is well aware of its roles, duties and responsibilities for directing the Company's operation, monitoring the Management's operation, performing duties with knowledge, competence, transparency, due care and accountability for the Company and its shareholders and being independent of the Management. Here are the key guidelines on the Board's operations:

Board Composition

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

Qualifications of Directors

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

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

Qualifications of Independent Directors

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

- 1) Holding shares of not exceeding 1% of total voting shares of the Company, its parent company, its subsidiaries, its associated companies, its major shareholders, or its controlling persons, including shares held by related parties.

- 2) Not being or have ever been an executive director, employee, staff, corporate advisor receiving a regular salary, or a controlling person of the Company, its parent company, its subsidiaries, its associated companies, its same-level subsidiaries, its major shareholders, or its controlling persons unless the foregoing status has ended for more than 2 years prior to being appointed as Independent Director. Such prohibitions exclude government officer or advisor to any government agency who is major shareholder or controlling person of the Company.
- 3) Not being a person related by blood line or by law in terms of father, mother, spouse, sibling and child, including spouse of the children, of other directors, management, major shareholders, controlling persons, or persons to be nominated as directors, management or controlling persons of the Company or its subsidiaries.
- 4) Not being or have ever been an auditor of the Company, its parent company, its subsidiaries, its associated companies, its major shareholders, or its controlling persons and is not a significant shareholder, a controlling person, or a partner of an audit firm which employs auditors of the Company, its parent company, its subsidiaries, its associated companies, its major shareholders, or its controlling persons unless the foregoing relationship has ended for more than 2 years prior to being appointed as Independent Director.
- 5) Not being or have had a business relationship with the Company, its parent company, its subsidiaries, its associated companies, its major shareholders, or its controlling persons, in the manner that may interfere with his/her independent judgement, or is not or has not ever been a significant shareholder or a controlling person of any person having business relationship with the Company, its parent company, its subsidiaries, its associated companies, its major shareholders, or its controlling persons unless the foregoing relationship has ended for more than 2 years prior to being appointed as Independent Director. The term “business relationship” aforementioned includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services, grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions which result in the Company or his counterparty being subject to indebtedness payable to the other party in the amount of 3% or more of the net tangible assets of the Company or 20 million baht or more, whichever is lower.
- 6) Not being or have ever been any professional advisor including legal or financial advisor who receives an annual service fee exceeding 2 million baht from the Company, its parent company, its subsidiaries, its associated companies, its major shareholders, or its controlling persons and is not a significant shareholder, a controlling person, or a partner of the professional advisor unless the foregoing relationship has ended for more than 2 years prior to being appointed as Independent Director.
- 7) Not being a director representing Board member of the Company's, its major shareholders, or a shareholder who is related to the Company's major shareholders.
- 8) Does not own/run any business similar to or material competing with the Company or its subsidiaries, or not being a significant partner in any partnership, executive director, employee, staff, advisor receiving regular salary, or holds more than 1% of total voting shares of the company similar to or material competing with the Company or its subsidiaries.
- 9) Have no any other characteristics which make him/her incapable of expressing independent opinions with regard to the Company's business.
- 10) After being appointed, Independent Director may be authorized by the Board of Directors to make a collective decision to execute business of the Company, its parent company, its subsidiaries, its associated companies, its same-level subsidiaries, its major shareholders, or its controlling persons

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

Terms of service of Director

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

The Nomination and Remuneration Committee will select and nominate qualified persons to be directors to the Board of Directors before seeking approval from the shareholders' meeting.

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

New Director Orientation

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

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

Director Development

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

As of December 31, 2020, the Board of Directors and sub-committees attending courses organized by IOD and by other institutions, as tabulated below:

Name	Title	Courses organized by IOD							Courses organized by other institutes
		CDC	DAP	DCP	ACP	AACP	FND	RCP	
Dr.Naris Chaiyasoot	Chairman of the Audit Committee Member of the NRC Independent Director	3/2008	32/2005	82/2006	-	29/2018	19/2005	45/2019	
Mr. Suvit Mapaisansin	Independent Director Member of the Audit Committee Member of the NRC Member of the CG	-	-	12/2001	37/2011	-	-	-	
Mr. Chanitr Chamchainarong	Independent Director Member of the Audit Committee	-	-	52/2004	-	-	-	-	1. Capital Market Academy Leader Program, Class 2/2006, Capital Market Academy 2. Public Economics Management for Executives, Class 9/2011, King Prajadhipok's Institute 3. Advanced Management Program (AMP) class 185/2013, Harvard Business School Harvard University, USA 4. Senior Executives of Justice Administration, Class 19/2014, Office of the Judicial Training Institute
Miss Suwimon Chungjotikapit	Director Member of the NRC	-	-	12/2011	-	-	-	-	
Dr. Lackana Leelayouthayotin (Resigned from director Effective January 4, 2021.)	Director			225/2016					1. Global Brand Forum 2. Unleashed the Power Within by Anthony Robbins, Singapore 3. Asia Pacific Chief Executive Grid Seminar Grid Organization Development and Change Management 4. Advance Executive Program(AEP), Kellogg School of Management, North Western University, USA 5. Data-Based Competitive Benchmark in Marketing, Asia Pacific Marketing Federation, Philippines 6. Update in Strategic Management by University of California Berkley, Singapore 7. Developing the First-Class Manager, Hawksmere, Hong Kong 8. Marketing Manager, Queen's University, Canada 9. Cyber Resilience by Bank of Thailand (August 21, 2019)

NRC = Nomination and Remuneration Committee

CDC = Chartered Director Class

DCP = Director Certification Program

FND = Finance of Non-Finance Director

RCP = Role of the Chairman Program

CG = Corporate Governance and Ethics Committee

DAP = Director Accreditation Program

ACP = Audit Committee Program

AACP = Advance Audit Committee Program

Board of Directors' Meetings

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

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

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

In each meeting, the Chairman allows each director to express his/her opinions freely and allocates time appropriately and efficiently. In case of a director having a stake in a matter being considered, the director shall inform the meeting of such stake and shall not participate in discussing the matter and not exercise the voting right on the matter. At least 2/3 of the total number of directors shall be presented to form a quorum at the time of the Board passing a resolution.

The Board of Directors has a policy to encourage each board member to attend the board meeting consistently, with an average participation of at least 80% of total number of board meetings held in each year. The total number of meetings held and attendance by each member of the Board of Directors and board committees are disclosed in the Company's annual registration statement (Form 56-1) and annual report.

Besides, the Board of Directors has a policy to encourage non-executive directors, independent directors and members of the Audit Committee to hold meetings among themselves as deemed fit in order to discuss about any crucial management issues without the presence of the management. In 2020, the Audit Committee members, held 1 meeting with the external auditor without the presence of the management on February 28, 2020.

Merger and Segregation of Duties

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

Independence of Board of Directors and Management

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

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

2. Balance of power

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

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

Directorship in Other Listed Companies

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

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

- 1) Each director is allowed to hold directorship in other listed companies not more than 5 listed companies, inclusive of the Company, to ensure the directors' efficiency and sufficient allocation of time to serve on the Company's Board of Directors.

2) Directors should avoid holding directorship in any other listed company that could create a conflict of interest with the Company and in performing their duty as the Company's director.

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

The Board of Directors allows the Group Chief Executive Officer and top executives to take directorship in other companies and most of them are appointed as directors of companies in the Group; in all it is of benefit to the Company, not affecting the performance of their respective duties and responsibilities.

In case that the Group Chief Executive Officer and top executives are appointed as director of companies other than companies in the Group; the approval process shall be in accordance with the Corporate Authority Index (CAI) and proceeds as approved by the Board of Directors.

Annual Self-Assessment

1. The Board of Directors' Self-assessment

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

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

The ranking results of Board self-assessment, broken down into 6 categories, for 2020 were as shown below:

	Board of Directors Assessment	Director Assessment
Assessment Category	1. Structure and qualifications of the Board of Directors 2. Roles and responsibilities of the Board of Directors 3. Board of Directors' meetings 4. Performance as a director 5. Relationship with the management team 6. Director's personal development and development of the management	1. Qualifications, knowledge, ability 2. Independence 3. Performance as a director 4. Attention to duty and responsibility 5. Director's personal development
Average Score	3.73	3.77

2. The Sub-committees' Self-assessment

In 2020, the Board of Directors required that self-assessment apply to all Sub-committees, namely, the Audit Committee, Risk Management Committee, Corporate Governance and Ethics Committee and Nomination and Remuneration Committee; formerly this applied to only the Audit Committee. The self assessment results were reported to the Board of Directors on a yearly basis for review of the committees' performance, including opinions on issues related to their performance of duties during the past year, with an aim to make improvements and enhance work efficiencies. The performance assessment forms were determined according to each committee's scope of duties and responsibilities. For the Audit Committee, the performance assessment was also based on the

Best Practice Guidelines for Audit Committee, developed by the SET, the Thai Institute of Directors (IOD) and companies with good ratings on good corporate governance, where applicable to the Company.

In 2020, all the Sub-committees performed their duties well with knowledge and abilities in accordance with the scopes of duties and responsibilities given in their respective charters and align with the regulator's best practice guidelines. The Company Secretary summarized the results of each Sub-committee's performance assessment for submission to the Board of Directors at the Board's Meeting No.2/2021 on February 25, 2021. The Sub-Committees assessment is divided into 5 rankings: 4 = Excellent, 3 = Very Good, 2 = Good, 1 = Unfavourable, 0 = Need Improvement

Results of the self-assessment

Sub Committee	Average Score in 2020
1. Audit Committee	3.90
2. Nomination and Remuneration Committee	3.51
3. Risk Management Committee	3.68
4. Corporate Governance and Ethics Committee	3.48

3. Group Chief Executive Officer's Evaluation

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

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

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

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

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

In 2020, the Nomination and Remuneration Committee evaluated the performance of Miss Boosaba Daorueng, the Group Chief Executive Officer for 2020 and reported to the Board of Directors' meeting No. 2/2021 held on February 25, 2021, that the overall evaluation of the Group Chief Executive Officer was rated "Very Good", or equivalent to the average score of 92.69%

Succession Plans

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

Sub-Committees

The Board of Directors has appointed various sub-committees to help screen crucial issues with due care and efficiency. These committees hold meetings and report their findings to the Board of Directors for acknowledgement, approval or consideration, as the case may be, on a regular basis and report their performance for the shareholders' information in the annual report. This helps to support and enables the Company's overall operation to attain the established goals and comply with good corporate governance principles. The Board of Directors has approved the charter of each committee, clearly stipulating therein the committee objectives, qualifications, composition, terms of service, scope of power, duty and responsibility, reporting and meetings. The charter of each committee will be reviewed from time to time to ensure its appropriateness and is posted on the Company's Website (the details of the Board of Directors and Management Team are presented in the title "Management Structure"). There are 4 sub-committees as follows:

1. Audit Committee

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

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

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

As of December 31, 2020, the Audit Committee comprised 4 independent directors who possessed qualifications as required by the SET and the SEC. In 2020, the Audit Committee held a total of 5 meetings. Members of the committee, appointment term and their attendance at the meeting are as follows:

Name	Title	Meeting Attendance (Times)	Note
1. Dr. NarisChaiyasoot ¹	Chairman	5/5	
2. Mr. Suvit Mapaisansin ¹	Member	5/5	
3. Mr. Chanitr Charnchainarong	Member	5/5	
4. Mr. Sunyaluck Chaikajornwat ²	Member	-/-	Appointed on Decembe 23 rd , 2020
Mr. Warathorn Wongsawangsiri ³	Member	5/5	Resigned on December 18 th , 2020

¹1 Dr. Naris Chaiyasoot and Mr. Suvit Mapaisansin are the members of the Audit Committee who are knowledgeable and experienced in financial statement review.

²2 Board of Directors meeting No.8/2020 held on December 23rd, 2020 resolved to appoint Mr. Sunyaluck Chaikajornwat as the new member of Audit Committee and Independent Director.

³3 Mr. Warathorn Wongsawangsiri resigned from her positions as Independent Director and Member of the Audit Committee effective on December 18th, 2020.

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

Duties and Responsibilities of the Audit Committee

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

2. Nomination and Remuneration Committee

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

The Nomination and Remuneration Committee holds or calls a meeting as deemed appropriate at least once a year and has the power to additionally call a meeting as deemed fit.

The Nomination and Remuneration Committee performs duties as designated by the Board of Directors and within the purview of power, duties and responsibilities defined in the Nomination and Remuneration Committee Charter. The Company has a policy to disseminate the Company's Nomination and Remuneration Committee Charter through the GRAMMY Group's Intranet to ensure it is communicated to all people across the organization.

As of December 31, 2020, the Nomination and Remuneration Committee's 3 reputable members comprised 1 Director and 2 Independent Directors. In 2020, the Nomination and Remuneration Committee held a total of 3 meetings. Members of the committee and their attendance at the meeting in 2020 are as follows:

Name	Title	Meeting Attendance (times)
1. Dr. Naris Chaiyasoot	Chairman	3/3
2. Miss Suwimon Chungjotikapisit	Member	3/3
3. Mr. Suvit Mapaisansin	Member	3/3

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

Duties and Responsibilities of the Nomination and Remuneration Committee

Nomination

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

Remuneration

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

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

3. Risk Management Committee

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

The Risk Management Committee holds or calls a meeting as deemed appropriate at least twice a year and has the power to additionally call a meeting as deemed fit.

The Risk Management Committee performs duties as designated by the Board of Directors and within the purview of power, duties and responsibilities defined in the Risk Management Committee Charter.

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

As of December 31, 2020, the Risk Management Committee comprised 6 members whose terms last 3 years according to the Corporate Governance and Business Ethics Manual of the Company. In 2020, the Risk Management Committee held 1 meeting. Members of the committee and their attendance at the meeting in 2020 are as follows:

Name	Title	Meeting Attendance (Times)
1. Miss BoosabaDaorueng	Chairman	1/1
2. Mr. Phawit Chitrakorn	Member	1/1
3. Mr. Sompohn Budspawanich	Member	1/1
4. Mr. Fahmai Damrongchaitham	Member	1/1
5. Mrs. Kanokporn Sanawatana ¹	Member	-/-
Mrs. Montana Thawaranont ²	Member	1/1
Mrs. Karnsuda Sansuthi ³	Member	1/1

Note:

¹ Mrs. Kanokporn Sanawatana was appointed the member of The Group Executive Committee, according to the resolution of the Board of Directors' Meeting No.1/2021, held on on January 12th, 2021, effective on January 25th, 2021.

² Mrs. Montana Thawaranont was terminated from being a Risk Management Committee due to retire on December 31st, 2020.

³ Mrs. Karnsuda Sansuthi resigned the member of The Group Executive Committee, effective from December 15th, 2020 and resigned from being an employee of the Company effective from January 13th, 2021.

Duties and Responsibilities of the Risk Management Committee

1. Assessing and presenting policies, set risk management policy and framework and propose to theBoard of Directors for approval.
2. Examining and agreeing on acceptable risk levels, approve risk management plans and present to the Board of Directors.

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

4. Corporate Governance and Ethics Committee

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

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

As of December 31, 2020, the Corporate Governance and Ethics Committee had 4 qualified members, comprising 2 independent directors and 2 directors from management team with a 3 year term according to the Company's Corporate Governance and Business Ethics Manual. There was a total of 2 meeting in 2020. Members of the committee and their attendance in 2020 are as follows.

Name	Title	Meeting Attendance (Times)
1. Miss Boosaba Daorueng	Chairman	2/2
2. Mr. Phawit Chitrakorn	Member	2/2
3. Mr. Suvit Mapaisansin	Member	2/2
4. Mr. Sunyaluck Chaikajornwat ¹ Mr. Warathorn Wongsawangsiri ²	Member	-/-
	Member	2/2

¹1 The Board of Directors meeting No.8/2020 held on December 23rd, 2020, resolved to appoint Mr. Sunyaluck Chaikajornwat as an Independent director and the new member of Corporate Governance and Ethics Committee effective on December 23rd, 2020, in replacement of the resigned Independent Director, Mr. Warathorn Wongsawangsiri. The terms of Mr. Sunyaluck Chaikajornwat is effective until April 1st, 2021.

²2 Mr. Warathorn Wongsawangsiri resigned from member of Corporate Governance and Ethics Committee effective December 18th, 2020.

Duties and Responsibilities of the Corporate Governance and Ethics Committee

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

Nomination and Appointment of Directors and Executives

1. Nomination and Appointment of Directors

Policy and Criteria for Nomination and Appointment of New Directors

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

Policy and Criteria for Nomination and Appointment of Current Directors who shall retire by rotation in each year

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

Director nomination and appointment procedures

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

- 1) Preparing the Board Skill Matrix for determining the qualifications of a director according to the Company's policies and criterias of the selection process.
- 2) Selecting qualified directors who are suitable with the Company's business from the following sources:
 - 2.1) The proposing of nominations of directors by the shareholders in the Annual General Meeting of Shareholders which the Company inform shareholders through the SET and company's website.
 - 2.2) The list in the IOD Chartered Director database.
 - 2.3) Internal executives, outsiders who have the required qualifications.
- 3) The Nomination and Remuneration Committee approaches, interviews and discusses with the persons possessing the required qualifications to ensure that the persons will be willing to take directorship with the Company if appointed by the Board of Directors or a shareholders' meeting, as the case may be.

- 4) The Nomination and Remuneration Committee proposes the person who meets the nomination criteria to the Board of Directors for appointment or endorsement before submission to a shareholders' meeting for appointment individually, on the basis of
 - 4.1) share held is equivalent to 1 vote.
 - 4.2) Each shareholder may use all votes in clause 1 to elect 1 person or several persons as directors but cannot divide the votes for any persons.
 - 4.3) Persons who receive the highest number of votes respectively shall be appointed as directors in the number of directors that have to be elected.

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

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

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

2. Nomination and Appointment of Executives

Human Resource Unit will recruit and select qualified individuals with knowledge, experience, skill and understanding of business and propose to authorized persons for consideration.

Executives shall be nominated and appointed in line with the Corporate Authorization Index as follows:

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

Supervision of Subsidiaries and Associated Companies' Operations

The Board of Directors has mechanisms to supervise and control the operations of subsidiaries and associated companies as follows:

- 1) Sending the Company's high-level executives with knowledge, abilities and experiences related to the business and management to be directors or executives of those companies at least in proportion to the number of shares held, with consent of the Board of Directors, Group Chief Executive Officer or Chief Executive Officer of each business line in accordance with the Corporate Authorization Index as specified in the scopes of duties and responsibilities of directors or executives representing the Company.
- 2) Requiring that a meeting of high-level executives be held once a month to jointly determine policies, strategies, operating guidelines, follow up on operations in accordance with the set strategies and report the operating results, problems and obstacles to the management to participate in determining policies on business operations. The meeting is divided into groups, such as Group Executive Committee Meeting, where high-level executives from each business attend and the Executive Committee of each business, etc.
- 3) The Board of Directors has determined the Group's Authorization Index, specifying approval power in supervising subsidiaries and associated companies, such as management power, investment, financial management, approval of connected transactions, etc.

- 4) Determining regulations for important functions such as Human Resources Management Regulation, Purchasing Regulation, Asset Management Regulation, Advance Payment Regulation, etc., so as to provide the Group with definitive operating guidelines as standards for supervision and control.
- 5) Sending teams to randomly inspect operations of subsidiaries on a regular basis.
- 6) Operation and expense control by centralizing, finance, accounting and operations departments of subsidiaries and determining payment ceilings and authorized persons for payment with co-signers for review purpose and supporting documents in place.
- 7) Requiring that subsidiaries and associated companies prepare annual budgets, with budget review and adjustment for operating controls on a regular basis
- 8) Disclosure of financial information, the Company's overall operating results, consolidated financial statement and financial information, prepared in accordance with generally-accepted accounting standards and audited by reliable auditors and disclosure of other important information, such as investment structures, risk factors and connected transactions.

Confidentiality and Treatment of Insider Information

The Board of Directors is committed to conducting business with integrity, transparency, fairness and equal treatment of all stakeholders and adopts a policy on confidentiality and treatment of insider information by instituting a code of ethics on confidentiality, protection of information and treatment of insider information in the Company's Corporate Governance and Business Ethics Manual, which could be summarized as follows:

- 1) The Company shall provide the directors and management with knowledge and understanding about reporting of their securities holding and changes in securities holding in the Company to the SEC according to Section 59 of the Securities and Exchange Act B.E. 1992, whereby they must also provide such report to the Company Secretary for further notification to concerned parties. They must also be informed of punishment clauses for any violation or non-compliance with the said regulation.
- 2) The directors, members of Group Executive Committee and management (according to definitions of the SEC), including their respective related persons according to Section 59 of the Securities and Exchange Act, have the duty to report their holding of the Company's securities at the first chance of their being appointed to assume such position and upon any later change in their said securities holding. The Company Secretary is to submit a summary report on the said securities holding and changes in securities holding in the Company to the Board of Directors' meeting quarterly for acknowledgement.
- 3) It is stated in the employment contract, working principles and employee best practices towards the Company and also is deemed to be employees' business ethics, that employees shall strictly protect confidential information and shall not, due to their position in the Company, seek to benefit themselves or their related parties by unethically using or publicly disclosing the Company's information or news which is confidential and has not yet been released to the public, or to cause a decrease in the Company's benefits, or take any actions that create conflicts of interest.
- 4) Importance is attached to the strict and consistent protection of customers' confidential information and prevention of the use of such information for personal benefits or related parties' benefits, except for the information that must be disclosed publicly according to relevant laws.
- 5) In cases where external parties are involved in special projects dealing with information undisclosed to the public and is in the negotiation stage, such projects fall into the scope of insider information as it may affect the price of the Company's securities. These external parties must sign a confidentiality agreement with the Company until the information is disclosed to the SET and the SEC.

- 6) The Company has established a code of ethics on the use of computers, information and communication technology so as to control and protect data security in information systems and/or prevent outsiders from gaining access to such information. The Company also sets the levels of employees' data accessibility according to their authority and responsibility.
- 7) The Company will levy, according to its regulations, the maximum penalty on any member of the Management, employees or related parties found to have unethically used insider information or behaved in such a way that could cause damage to the Company.
- 8) The Management will report any unethical use of insider information or behavior that could cause damage to the Company to the Board of Directors for information on a yearly basis.

In 2020, the Company's approach to prevention of unethical use of insider information was still effective.

Compensation of External Auditor

Compensation paid by the Company and its subsidiaries to external auditors

1) Auditing fees

In 2020, the Group appointed EY Office Limited and Pro Trinity Ltd. as the Group's external auditors with auditing fees, amounting to 5,605,600 baht with a breakdown as follows:

- Auditing fees for EY Office Limited, in parts of the Company amounting to 3,053,600 baht and in parts of subsidiaries amounting to 2,414,500 baht, Total amount 5,468,100 baht
- Auditing fees for Pro Trinity Ltd., in parts of small subsidiaries amounting to 137,500 baht

2) Compensation for other services

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

Other Operations Under the Principles of Good Corporate Governance

In 2020, the Company was in compliance with the guidelines, however, several matters that have not been disclosed or complied with the principles of good corporate governance 2012 as stipulated by the SET and The Corporate Governance Report of Thai Listed Companies (CGR) by the Thai Institute of Directors Association (Thai IOD) as follows:

The principles of good corporate governance 2012 as stipulated by the SET

Responsibilities of the Board of Directors

1. The Board of Directors should have independent directors who comment on the performance of the management independently. The number of independent directors should meet or exceed the SEC requirements. The remaining directors should be representatives of each group of shareholders. In case of the chairman is not an independent director, the number of directors should be proportionate to the ownership of each group. The independent directors should make up more than 50% of the Board.
 - The Independent Directors consist of 4 persons or one-third of total directors which is in compliance with the composition of the number of directors as defined by the Company.
2. The chairman of the Board of Directors should be an independent director.
 - The Board of Directors does not elect an independent director as a committee chairman due to the fact that there is no qualified person with appropriate experience, knowledge and business skills which is consistent to the Company's strategy.
3. The majority of remuneration committee members should be independent directors, including its chairman. This committee is responsible for setting the criteria and the form of payment to directors and top executives and presenting the results to the Board of Directors. While the Board of Directors approves executives' remuneration, the shareholders must approve those of directors

- The Nomination and Remuneration Committee is responsible for setting the criteria and the form of payment to directors and Group Chief Executive Officer. While the criteria and form of payment to other top executives; Chief Executive Officer of Business Group; Chief Financial Officer; Chief Legal Officer, are based on the evaluation of their work performance which is connected to the operating result of the Company. The Human Resource Department will process and submit the result of the evaluation to the Group Chief Executive Officer for acknowledgement and approval.

4. The Nomination and Remuneration Committee should be comprised entirely of independent directors. It is responsible for setting the criteria and process of nominating directors and top executives, selecting qualified candidates according to the predetermined criteria and process and presenting the results to the Board of Directors. Then, the Board of Directors will present the results to the shareholders' meeting for election. Therefore, the criteria used in selecting and the process followed in appointing new directors and senior management should be disclosed.

- The Nomination and Remuneration Committee is composed of 2 independent directors and 1 executive director with one of the independent committee serving as the committee chairman. The duties of Nomination and Remuneration Committee are seeking and selecting appropriate persons to assume the position of the Company's directors as stipulated in the criteria and procedures disclosed. In regard to the nomination of top executives, the Human Resource Department will seek, select and propose to the Group Executive Committee or the Board of Directors for approval.

5. The Board of Directors should appoint an external consultant to facilitate a board assessment at least once every three years and assessment results should be disclosed in the annual report.

- The Company has no policy because the expense is high.

6. Remuneration of the managing director and top executives should be in accordance with the board policy and within the limit approved by shareholders. For the best interests of the Company, executives' salaries, bonuses and other long-term compensation should correspond to the performance of each given executive. Type and level of compensation should be related to shareholders' benefit and the sustainability of the Company.

- Remuneration of the managing director (Group Chief Executive Officer) and top executives is in accordance with the principles and policy stipulated by the Board of Directors based on the evaluation form of the operation result of the Company and performance of each executive, thus, the matter is not proposed to the meeting of shareholder for approval.

The Corporate Governance Report of Thai Listed Companies (CGR) by the Thai Institute of Directors Association (Thai IOD)

Responsibilities of the Board of Directors

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



Internal Control and Risk Management

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

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

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

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

All Board of Directors members and the Management, had collaboratively evaluated the sufficiency of internal control during 2020. The Board of Directors' Meeting on February 25, 2021 comprising of the Board of Directors, the Audit Committee, and the Management convened a meeting for the adequacy of the internal control systems of the Company and its subsidiaries as set up by the Management in five areas, namely, internal control, risk assessment, operation control, information and communication system and monitoring system. The Board of Directors and the Audit Committee shared the same opinion that:

“

“In general, the internal control system of the company and its subsidiaries was adequate and appropriate to the business operations of the Company. In addition, the Company has provided adequate personnel to follow the system effectively , as well as the internal control system for monitoring the operations of the subsidiaries in order to protect the assets of the Company and the subsidiaries from wrongful action of the directors and executives including transactions with persons who may have a conflict of interest and related persons. The Committee and the Management recognized the importance of good corporate governance, internal control, and continuous risk management, which would ensure good corporate governance principles of company, acceptable level of internal control and risk management, accurate and reliable accounting and financial reporting practices, together with compliance with the laws, the rules or announcements of the SET and regulations related to the Company’s businesses.”

”

Head of Internal Audit Department

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

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



Connected Transactions

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

In 2020, The Company and its subsidiaries entered into connected transactions with the Company and connected persons where conflicts of interest may have occurred. These included both transactions which were the normal course of business by the Company and subsidiaries, and transactions which were not. Business that conducted connected transactions is divided into 3 categories as follows:

A) The Group

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

Details of the Group are as follows:

Company	Business Type	% Holding by the Company (As at 31 December 2020)
GMM Grammy Public Company Limited	Fully-integrate entertainment businesses, including music business, satellite television business, digital television business, home shopping business, movies business and co-investment in other businesses	-
<u>Subsidiaries Directly held by the Company</u>		
GMM Holdings Company Limited	Holding company	100 %
GMM Music Publishing International Company Limited	Management of music copyrights	100 %
Fan TV Company Limited	Production of satellite television programmes	51 %
GR Vocal Studio Company Limited	Vocal and music schools	100 %
(Another 49% is held by GMM Holdings, a subsidiary)		
O Shopping Company Limited (Formerly known "GMM CJ O Shopping Company Limited")	Wholesale and retail by using advertising media and phone orders service and E-commerce orders	100 %
Z Trading Company Limited	Production and distribution of satellite television and digital TV receivers	100 %
Exact Company Limited	Production of television programmes	100 %
Digistream Company Limited	Currently inactive	100 %
GDC Company Limited	Currently inactive	100 %
MGA Company Limited	Currently inactive	100 %
Extraorganizer Company Limited	Currently inactive	100 %
More Music Company Limited	Currently inactive	100 %
Teen Talk Company Limited	Currently inactive	100 %
Bravo Studios Company Limited	Currently inactive	100 %
GDH559 Company Limited	Production of film and television programmes	51 %
OSP TV Company Limited	Satellite television platform provider	51 %
(Held 49% by O Shopping Company Limited, a subsidiary)		

Company	Business Type	% Holding by the Company (As at 31 December 2020)
<u>Subsidiaries held by GMM Holding Company Limited</u>		
GMM Channel Company Limited	Production of television programmes and digital on-air	100 %
GMM Goods Company Limited	Distribution of consumer goods	100 %
G Broadcast Company Limited	Satellite television platform provider	100 %
Grammy Publishing House Company Limited	Currently inactive	100 %
GMM Digital Domain Company Limited	Currently inactive	100 %
Magic Film Company Limited	Currently inactive	90.91 %
Global Music and Media (China) Limited	Currently inactive	100 %
Content and Artist Network Company Limited	Currently inactive	100 %
<u>Subsidiary held by GMM Digital Domain Company Limited</u>		
Digital Arms Company Limited	Currently inactive	100 %
<u>Subsidiaries held by Z Trading Company Limited</u>		
G S-one Company Limited	Currently inactive	100 %
GMM Z Company Limited	Currently inactive	100 %
<u>Subsidiaries held by GDH559 Company Limited</u>		
Nam Dee Mai Ngarm Company Limited	Media advertising, public relations consultancy, and marketing organizer	100 %

B) Associated Companies and Joint Venture

Company	Business Type	% Holding by the Company (As at 31 December 2020)
<u>Associated companies held by the Company</u>		
Family Know-how Company Limited	Dissolution and in a process of liquidation	50 %
Lucks (666) Satellite Company Limited	Currently inactive	25 %
Scenario Company Limited	Production of television programmes and plays	25 %
<u>Associated companies held by GDH559 Company Limited</u>		
Siengdee Thaweesuk Company Limited	Provide recording movie sound and movie advertisement, produce sound and music for movie	45 %
Ngandee Thaweesuk Company Limited	Public relation and organizer	40 %
Na Dao Bangkok Company Limited	Films production and talent agency services	30 %
Sawasdee Thaweesuk Company Limited	Design and post-production of advertising media and films and public relations for films	25 %
<u>Joint Venture held by the Company</u>		
The One Enterprise Company Limited (Another 11.64% held by Scenario Company Limited)	Production of television programmes and digital on-air and holding company	31.27 %
<u>Joint Venture held by GDH559 Company Limited</u>		
Joint Venture Destiny The Movie	Production of films	70 %

C) Related Companies through Common Directors

Company	Business Type	Relationship
Geurt Fah Company Limited	Property rental and related services	<ul style="list-style-type: none"> - Mr. Paiboon Damrongchaitham, a director of the Company, is also an authorized director with signing authority at Geurt Fah Company Limited - Miss Suwimon Jhungjotikapisit, a director of the Company, is also an authorized director with signing authority at Geurt Fah Company Limited - Mr. Fahmai Damrongchaitham, a director of the Company, is also an authorized director with signing authority at Geurt Fah Company Limited
Weerawong, Chinnavat & Partners Company Limited	Thailand's Leading Law Firm	<ul style="list-style-type: none"> - Mr. Sunyaluck Chaikajornwat was appointed the independent director of the Company, effective from 23 December 2020, is also a partnering lawyer at Weerawong, Chinnavat & Partners Company Limited.

Characteristics of Connected Transactions

The Company operates the fully-integrate entertainment businesses, such as music business and co-investment in other businesses, etc. Many of the Company's subsidiaries operate a variety of media businesses to support the core business. Therefore, there are many connected transactions between the Company and its subsidiaries, as well as with the Group, associated companies and related companies with common directors. Connected transactions can be divided into 2 major categories, as follows:

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

Measures or procedures on approval of connected transaction

By virtue of Section 89/12 of the Securities and Exchange Act B.E. 2008 (No.4) which states that a director, executive or related person can enter into the transaction with the Company or its subsidiary only under approval by the meeting except for commercial transaction with terms as those an ordinary person would agree with any unrelated counter party under similar circumstances and/or criteria which has already been approved by the Board of Directors. In the Board of Directors' Meeting No. 1/2011, held on February 25, 2011, assembly passed its resolution to approve agreement and conditions of commercial transaction with related person. In addition, the Company has determined the Corporate Authorization Index (CAI) No. 1/2015 regarding the execution of connected transaction to be in compliance with the notifications of the Stock Exchange of Thailand.

Policy or Trend of Future Connected Transactions

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

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

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

	1) Geurt Fah Company Limited (Property rental and related services) 2) Weerawong, Chinnavat & Partners Company Limited (Thailand's Leading Law Firm)	Relationship shown in C Relationship shown in C
Types of Transaction	Other services fee	
Total Consideration	2.23 million Baht, with reference to price setting based on mutual agreement (comprising the Company's income of 2.23 million Baht)	
Outstanding Accounts Receivable	As at 31 December 2020, the amount is 0.52 million Baht. (comprising the Company's accounts receivable of 0.52 million Baht).	
Opinion of the Audit Committee	Audit Committee has the opinion that the revenues derived as above is based on mutual agreement which refers to the market price and is according to the normal course of business. The Audit Committee agreed that such price setting is reasonable and fair.	
Types of Transaction	1) Utilities, parking fees and advertising space fee 2) Legal consultancy fees	
Total Consideration	21.86 million Baht, with reference to price setting based on market prices, and contractual prices according to market, as well as prices based on mutual agreement. (comprising the Company's service expenses of 16.59 million Baht and subsidiaries' service expenses of 5.27 million Baht).	
Outstanding Accounts Payable	As at 31 December 2020, the amount is 5.16 million Baht. (comprising the Company's accounts payable of 3.88 million Baht and subsidiaries' accounts payable of 1.28 million Baht).	
Opinion of the Audit Committee	Referring to the executives and management of the Company consideration and review of the other expenses upon market price, including legal expenses under contractual prices aligned to the market together with prices based on mutual agreement, such price setting is in accordance with the normal course of business and deemed reasonable. The Audit Committee has the opinion that the price setting is likely to be appropriate and reasonable, as agreed by the management.	

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

Parties that may have conflicts of interest	<p>1) Scenario Company Limited (Production of television programmes and plays)</p> <p>2) Good Things Happen Company Limited (Media advertising, public relations consultancy, and marketing organizer)</p> <p>3) Na Dao Bangkok Company Limited (Films production and talent agency services)</p> <p>4) Ngandee Thaweesuk Company Limited (Public relation and organizer)</p> <p>5) Sawasdee Thaweesuk Company Limited (Design and post production of advertising media and films and public relations for films)</p> <p>6) Siengdee Thaweesuk Company Limited (Provide recording movie sound and movie advertisement, produce sound and music for movie)</p> <p>7) The One Enterprise Company Limited (Production of television programmes and digital on-air and holding company)</p> <p>8) GMM Channel Holding Company Limited (Holding company)</p>	<p>Relationship shown in B)</p> <p>GDH559 Company Limited, a subsidiary disposal all of its investments in ordinary shares of such company in June 2020, it is no longer an associated company.</p> <p>Relationship shown in B)</p> <p>A Joint venture 50% held by the Company. Restructuring become a company in The One Enterprise Group on 30 November 2020.</p>
Types of Transaction	<p>1) Revenue from producing television programmes that generate revenue from advertisement sales</p> <p>2) Revenue from producing digital TV programmes</p> <p>3) Revenue from organizing concerts and staging theatrical performances</p> <p>4) Revenue from copyrights of songs, dramas and programmes</p> <p>5) Revenue from artist management</p> <p>6) Revenue from studio rental, event organization</p> <p>7) Revenue from management and advisory fee</p> <p>8) Interest income</p> <p>9) Other income</p>	
Total Consideration	In the amount of 229 million Baht, the price is based on mutual agreement with reference to a market price. (comprising the Company's revenue at 155.40 million Baht, while 73.62 million Baht goes to its subsidiaries)	
Outstanding Accounts Receivable	As of 31 December 2020, the amount is 119.70 million Baht (comprising the Company's receivables at 14.60 million Baht, and its subsidiaries at 105.10 million Baht.)	

Unearned income from the Appointment of Marketing Agent	As of 31 December 2020, the amount is 67 million Baht (comprising the Company's unearned income in an amount of - million Baht and its subsidiaries in an amount of 67 million Baht (Unearned income is the income regarding the appointment GMM Channel Holding Co., Ltd. (Joint venture) to the marketing agent for GMM25 Digital TV channel and responsible for finding customers and sales of advertising media of GMM25. The agreement is effective from January 1, 2021 until the expiry of the term of the broadcasting license of GMM25.
Opinion of the Audit Committee	Audit Committee has the opinion that the revenues derived as above is based price setting according to mutual agreement which refers to the market price and is in accordance with the normal course of business. The Audit Committee agreed that such price setting is reasonable and fair.
Types of Transaction	<p>Service expenses, consisting of:</p> <ol style="list-style-type: none"> 1. Cost of advertisement spots on television and sponsorship fees. 2. Share of copyrights from the sale of television programmes such as dramas and drama soundtracks on digital platforms. 3. Media cost and time rental for program production. 4. Soap opera production cost, event organization and property rental. 5. Operating costs in sourcing artists. 6. Fees for program hosts.
Total Consideration	The amount is 441.73 million Baht. The price depends on negotiations between the service recipient and service provider which refers to market price. (The Company's cost of services is 251.69 million Baht and 190.05 million Baht to its subsidiaries).
Trade and other payables	As of 31 December 2020, the amount is 189.85 million Baht (comprising the Company's trade creditors at 60.83 million Baht and its subsidiaries at 129.03 million Baht).
Opinion of the Audit Committee	The Audit Committee has the opinion that the service expenses as above are based on price setting according to mutual agreement which refers to market price. The Audit Committee agreed that such price setting is reasonable and fair.

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

Lessee:	The Group
Lessor (Company or Individual that may of Conflicts of Interest)	Geurt Fah Company Limited
Relationship	<ol style="list-style-type: none"> 1. Mr. Paiboon Damrongchaitham is a director of the Company, is also an authorized director with signing authority at Geurt Fah Company Limited. 2. Mr. Fahmai Damrongchaitham is a director of the Company, is also an authorized director with signing authority at Geurt Fah Company Limited 3. Miss Suwimon Jhungjotikapisit, a Director of the Company, is also an authorized director with signing authority at Geurt Fah Company Limited.
Characteristic of connected transaction	The Group rents a 43 storey office building, located at 50 Asoke Road (Sukhumvit Soi 21), Khlongtoeinuea, Wattana, Bangkok from Geurt Fah Company Limited.
Size of rented space	As of 31 December 2020, approximately 16,393.40 sq.m, accounting for 41% of total rental space.
Contract tenure	3 years (from 1 May 2019 to 30 April 2022)
Rental and service rates	<p>Increasing from the previous rate of Baht 615 per square meter per month, being adjusted each year as follow:</p> <p>1st year (1 May 2019-30 April 2020) 637 Baht, increased by 3.5%</p> <p>2nd year (1 May 2020-30 April 2021) 666 Baht, increased by 4.5%</p> <p>3rd year (1 May 2021-30 April 2022) 700 Baht, increased by 5.0%</p>
Price setting policy	Referring to market rate during contract renewal.
Total rent and service fees that the Group pays to Geurt Fah in 2020	<p>128.69 million Baht</p> <p>(The rental and service fees from the Company in the amount of 99.47 million Baht and subsidiaries in the amount of 29.22 million Baht).</p>
Trade and other payables	As of 31 December 2020, the amount is 12.75 million Baht (comprising the Company's trade creditors at - million Baht and its subsidiaries at 12.75 million Baht).
Total consideration	Approximately 373 million Baht 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 637-700 Baht per sq.m per month is reasonable and fair. This rate is in the range of market rental rates, which currently runs between 650-720 Baht per sq.m per month, according to an appraisal report by Jones Lang LaSalle (Thailand) Limited, an independent appraiser on the SEC's approved lists.

Remarks: For historical data, go to the Company's website at www.gmmgrammy.com > Investor > Events and Publications > SET 56-1





Corporate Social Responsibilities (CSR)

Policy

The Board of Directors defined in the Company's business ethics for being norm of the Company to all stakeholders as the Corporate Governance and Business Ethics Policy and Manual (<http://www.gmmgrammy.com/cg-e-book/CG%20Manual%205-2556.pdf>) which is distributed through the various channels such as E-mail, the Group's intranet and the Company's website. Board of Directors has the policies and regulations about Ethics on Roles and Responsibilities towards Community, the Environment and the Society as follows:

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

Operations and Report

Stakeholders are the persons that involve with the Company in the value chain and should be treated with care following by their rights stated in relevant laws and regulations. The Company should not do any acts which can be regarded as violation of stakeholder rights and coordinate with them to create mutual prosperity, stability and sustainability. The Company separates stakeholders into 2 major groups as follows:

Stakeholders

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1. Primary Stakeholders such as shareholders, customers, suppliers, creditors, employees, etc.
2. Secondary Stakeholders such as regulatory agencies, government etc.

Stakeholders	Prospect	Activity/Channel of relationships in 2020
Shareholders Investors	<ul style="list-style-type: none">• Return (dividends or stock dividends) and sustainable organizational growth• The Board of Directors have normative ethics	<ul style="list-style-type: none">• Organized Annual shareholder's meeting• Joined the activities of SET• Made press Release on the Company's investment or every significant business activities• Presented the Company's information and overall industrial condition to the domestic institutional investors• Organized site visit• Gave information and answered questions by E-mail, letter, phones
Business Partner	<ul style="list-style-type: none">• Financial strength• Personnel's knowledge and expertise• Fair and transparent business	<ul style="list-style-type: none">• Meeting• Company's visit• Complaints filing and channels for submitting complaints, recommendations
Analysts	<ul style="list-style-type: none">• Complete, correct and updated information used to analyze and recommend for investors	<ul style="list-style-type: none">• Welcomed analysts who visit the Company to enquire about its operating results• Organized site visit• Made press release on the Company's investment or significant business activities• Gave information and answered questions by E-mail, letter, phones

Stakeholders	Prospect	Activity/Channel of relationships in 2020
Customers Consumers	<ul style="list-style-type: none"> Good products and services delivered in time with fair price View TV programs and/ or radio programs with variety of news, information and entertainment Artists are role model for the society 	<ul style="list-style-type: none"> Assigned sale representative to visit customers' shop Organized meet and greet events for artist fan clubs Gave information, answered questions and gathered the claims via call center and sales
Competitors	<ul style="list-style-type: none"> Regulatory compliance among fair and moral competitions Non-infringement of intellectual property rights 	<ul style="list-style-type: none"> Met at business meetings on various occasions
Trade Partners	<ul style="list-style-type: none"> Fulfil obligations under the business contracts Fair trading practice 	<ul style="list-style-type: none"> Organized partner agreement discussion Organized business partner meetings with the executives Cooperated to organize social activities
Creditors	<ul style="list-style-type: none"> Fulfil the obligations under the loan contracts Receive the loan payment in time 	<ul style="list-style-type: none"> Organized meeting with banks and financial institution Welcomed bank to meet the executive Company's visit Invited creditors to join conference on business partnership
Employees	<ul style="list-style-type: none"> Compensation and privileges Promotion Seminars and trainings to develop employee skill Adequate facility, healthy and safety workplace 	<ul style="list-style-type: none"> Made merit in the Company anniversary Organized fire drill and first aid training Provided the channels and processes for any complaints Offered employees to attend seminars and trainings Monitored the operation of each business every month and learned from executive coaching Communication channels such as intranet, E-mail
Community	<ul style="list-style-type: none"> Transparent disclosure Safety and environmental preservation Corporate responsibility to improve quality of life 	<ul style="list-style-type: none"> Provided the channels and processes for any complaints Organized CSR activities such as "Music Therapy" to encourage prisoners to return to society with good deed every year Company's visit
Auditors	<ul style="list-style-type: none"> Fair compensation Complete and correct information 	<ul style="list-style-type: none"> Provided the meeting with the Audit Committee without the executives at least once a year Cooperated to give the information
Regulators Government	<ul style="list-style-type: none"> Compliance with laws and regulations Supporting the government projects 	<ul style="list-style-type: none"> Attended seminars and trainings Joined events organized by government agencies
Media	<ul style="list-style-type: none"> Transparent disclosure 	<ul style="list-style-type: none"> Made press release on the Company's investment or significant business activities

Strategy for Sustainable Development

The Board of Director strongly believes in conducting business according to business ethics and good corporate governance principles alongside corporate social responsibility. This is carried by integrating with prospects of all stakeholders to define strategy for sustainable development for creating shared values between corporate and social which will create sustainable business growth.

The Group reinforces its role as a “content provider” covering television, radio, music, movies and showbiz. It is now ready to develop an online platform as a part of its “Total Media Solutions” strategy. In 2020, the company revised the management structure within each business segment in order to enhance its strength. For sustainable development, operating strategies include 3 aspects.

Economic

1. Branding by creating the relationship between business and customers with the impression, making customers feel happy and bound to the company.
2. Collaboration with domestic and international partners in order to expand contents to international markets including China, Korea, ASEAN and other countries.
3. Being the content provider and trendsetter in media industry, the Group targets to create high quality in terms of both commercial, art and culture in order to build up mutual benefit for both the company and society.
4. Presenting contents covering online, on-air and on-ground, especially focused online content.
5. Seeking investment opportunities to grow strongly and steadily.
6. Good corporate governance abide by business ethics includes transparent, fair and traceable operations to laws and regulations.

Social

1. Improving the quality of life of the communities and societies with attention, care and share.
2. Having social responsibility in organizing campaigns against narcotics continuously, hence promotion and support of children and youths to stay away from narcotics, leading to a healthy community and narcotic-free society
3. Supporting and promoting activities which maintain good tradition and culture and behaving as a good religion follower by supporting religious activities consistently
4. Holding various projects to assist and relieve misery of people who are in trouble in many ways

Environment

1. Training, campaigning and instilling in employees conscience of preservation and smart and efficient use of resources and energy
2. Creating and supporting activities which are beneficial to maintenance, preservation and use of natural resources and energy on a consistent basis

The Group has conducted business according to business ethics and good corporate governance principles alongside with corporate social responsibility as follows:

1. Fair Business Operation

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

- 1.1 The Company has definite policies and practices on the treatments of all stakeholders as specified in the ethics of treatment of shareholders, ethics of treatment of customers and consumers, ethics of treatment of competitors, ethics of treatment of trading partners, ethics of treatment of creditors and ethics of treatment of employees, without a preference for any particular groups or persons.
- 1.2 The Company has definite operating procedures and practices for various matters such as purchasing and employment, with approval authorization powers clearly defined for respective matters so that operations can be carried out with transparency, justice and accountability.
- 1.3 Opening opportunity for all stakeholders to express their opinions for improvement of the Company's business operations at various occasions, such as annual general meetings of shareholders, business visits, press conferences, analyst meetings, etc.
- 1.4 The Board of Directors is committed to conduct business with integrity, transparency, fairness and equal treatment of all stakeholders and adopts a policy on confidentiality and treatment of insider information by instituting a code of ethics on confidentiality, protection of information and treatment of insider information.
- 1.5 The Board of Directors has a policy to respect intellectual property rights of other persons by not violating or supporting any acts which can be regarded as violation of intellectual property rights and copyrights of other persons, thus reflecting the Company's strong intention to conduct business with fairness and respect for and compliance with the laws relating to intellectual property rights, by instituting a code of Ethics on Intellectual Property and Copyright and the Company has a policy to promote the use of legal products by cooperating with state agencies and related private sector parties in a campaign against piracy. The information technology was held to prevent software piracy, the rights to download software belongs to IT employees only.
- 1.6 The Group promotes free trade competition under fair play rules, not seeking confidential information of business competitors in a dishonest manner.
- 1.7 Treating trading partners equitably and fairly, not demanding or receiving any dishonest assets or benefits from trading partners, having definite operating procedures and purchasing committees responsible for the selection of trading partners and not cooperating with or supporting any persons or organizations engaged in illegal businesses or posing threats to society and national security.
- 1.8 Maintaining agreements and foster sustainable relationships with trading partners and contracting parties, adhering to trading conditions or agreements made with each other in a strict manner.

2. Anti-corruption

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

The Company has supervisory measures in place to ensure that employees comply with anti-corruption policies and practices and provides channels where complaints and information on dishonest practices

can be sent to the Audit Committee, which comprises independent directors, by posting and e-mail to auditcommittee@gmmgrammy.com, as given in the Company's website, Annual Information Report Form (Form 56-1), the Company's Annual Report and Good Corporate Governance and Business Ethics Manual for processing and submission to the Board of Directors. The Company also has a policy to protect the provider of information or clues and treat the information with strict confidentiality, with measures on investigation and punishment under relevant regulations. In 2020, there were no reports or cases of fraudulent activities involving the Company and/or affiliated companies.

3. Respecting Human Right

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

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

4. Fair Treatment of Labor

The Board of Directors is conscious of the value of every employee as given in the policies and practices in the ethics on Treatment of Employees in the Corporate Governance and Business Ethics Manual.

In 2020, the Group organized welfare-related activities on personnel promotion and development in various areas, as follows:

4.1 Annual health check-up was arranged for employees with health examination choices suitable to the age of each employee and special health examination at discount prices at the Company's premises and provisions. The Company also encourage members of the employees' families to have special health examinations with discount prices.



- 4.2 Employee welfare in various forms, such as medical expenses (inpatient, outpatients, dental care, optical care), treatment room service, life insurance and group accident insurance, financial assistance and other welfare (financial assistance in case of the death of employees and the death of their parents, children or spouses under law; employee's marriage, employee's ordination, etc.)
- 4.3 Providing housing loan sources with special interest rates and benefits in other transactions with banks for employees.
- 4.4 Supporting and providing knowledge to employees on financial investment, tax management and savings for the future, by inviting experts from financial institutions to lecture on investment in interesting funds that have tax benefits such as Provident Funds. In 2020, the Company also organized "Financial Management in the New Normal era" seminar.



- 4.5 Arranged and dispatched its employees to attend of 17 courses (135.4 hours) conducted by various institutions, focusing on managerial, professional and team-working skill development. The company's training course is divided into 2 parts;
 - The back office staffs were trained by several training courses. The training average hours are 4.6 hours /person/year.
 - The front office staffs have completed a total of 8 courses such as Data- Driven Content Strategy, Digital Content Marketing, and Intensive UI. The majority of these are online courses due to the spread of the COVID-19. Additionally, staffs were trained in term of on the job training individually. The supervisor guide, teach and pass on knowledge and techniques to the staffs directly. This has more advantage than attending training course as they can practice, understand the process and solve the problems in real situation, but the training hours could not be recorded evidently.
- 4.6 Encouraging employees to participate in an array of activities regularly arranged by the Group such as Corporate Anniversary Charity and 3 Blood Donation Events in February, August, and November. In 2020, only the Company's employees are allowed to donate.



4.7 Employees may lodge complaints or provide clues on suspicious cases of right infringement, fraudulent action breaches of laws and policies on good governance and business ethics, to the Audit Committee by e-mail at auditcommittee@gmmgrammy.com for investigation and submission to the Board of Directors. Encouraging employees to participate in an array of activities regularly arranged by the Group such as GMM Songkran Celebration, Corporate Anniversary Charity, Blood Donation Day.

Besides, the Company has provided other assistance to the employees when needed, for instance, the Company decided to grant subsidy and accommodation at work during the previous heavy flood.

The Board of Directors has realized about safety and health at workplace as stated in Ethics on Workplace Safety and Health Policy to provide a safe and hygienic working atmosphere for management and employees.

In 2020, the Company took measures to ensure safety and health as follows:

- 1) Spraying insecticide at the office every month to prevent the build up of dirt, contagion insects.
- 2) Disinfected the office building using OxivirTB to prevent the COVID-19 virus.
- 3) Vaccination against flu virus in 4 species.
- 4) Training on the use of air conditioning system of the building.
- 5) Training on the fire escape and evacuation drills to resue those trapped in the building basics to employees annually at GMM Grammy Place
- 6) Provide training staffs and occupational safety staffs

With commitment to the safety and health of employees, in 2020, the Company did not have any report on injury or illness as a result of work.



5. Responsibility to Customers and Consumers

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

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

5.1 Disclosing detailed information of goods and services. The goods are not hazardous to consumers and can be returned in case of defects or failed behind the information on the label and advertisement, or they can be returned under normal commercial conditions of certain types of business. There are multiple channels for the changes or the returns of goods, depending on the characteristics of the distribution. Following are examples of the changes or returns of goods in the past by the Company.

- Returns of concert tickets which was cancelled by the Company, the audiences were informed in advance through various channel and allowed to return the ticket at the 13 main counters of Thaiticketmajor, or Call Center (662) 262 3456 or GMM Live at GMM Grammy Place, Asoke, call (662) 669 8846.
- Set-top boxes of GMM Z Trading Co., Ltd. can be changed within 1-year warranty conditions, new set-top box would be delivered to the customers free of charge within 15 days of the date of change agreement. Customers may contact sale agent shops for change or directly return the boxes to GMM Z Trading Co., Ltd. Via Post Box 88, Phra Khanong, Bangkok, while wholesale customers have to contact sales representatives.
- Change of damaged CDs, VCDs or DVDs of Imagine shops, the Company's retail shops, can be made in seven days, with the shop's receipt being presented.
- Return of damaged or outdated CDs, VCDs, or DVDs, in case of wholesale, can be made through the Company's sales representatives under the agreement made between the customers and the Company.
- Change or return of goods of GMM CJ O Shopping Co., Ltd. can be made under the condition and time period for each product on a case by case basis such as errors in delivery, losses during delivery, change of color or size (for fashion goods). The Company is responsible for the delivery cost in case of change if the error is made by the Company. In case of the change of color or size is made by the request of the customer, the delivery cost shall be borne by the customer. The customer may call for information or request to return goods at (662) 817 9988 or e-mail care@gcj.co.th.

- 5.2 The Group is committed to develop goods and services of all categories, aiming to access every customer and bring about customer satisfaction by offering quality goods and service on a continued basis.
- 5.3 Considering the importance of the safety of employees, the Company takes measures to deal with violence activities. For example, for concert shows, the Company has plans in place and rehearses all staffs to brace for violence that may occur, such as deployment of staff to take care of the audience and escort them to safe places in case of a violent incident. Insurance is also bought to cover such activities.
- 5.4 The Group has a record of customers database and customer category in order to give discounts, privileges or offers sales promotion activities. The Company has a security system to protect the database. No information can be shared with others without consent of the customer.
- 5.5 With diverse businesses and customer databases, the Group has set up a call center to provide advices and information, answers, receiving complaints and solving problems for customers and interest parties. Customers can call the Group's call center at (662) 669 9000 and directly call each business's call center such as the call center for set-top boxes of GMM Z at 1629 and the call center of A-Time Media Co., Ltd. At (662) 669 9500. Besides, the Group has other communications channels such as e-mail and post, as may be deemed convenient to the customers.
- 5.6 With commitment to the development of goods and services, the Company does not only consider the profits but also responsibility to society and environment. Therefore, the Company introduce its professionalism to help solving social problems or social development to create economic and social values, such as:
 - Well-known songs in honor of His Majesty the King such as "Ton Mai Khong Phor" (Tree of the Father), "Khong Khwan Jak Kon Din" (Gift from the Soil), "Roop Thi Mee Yoo Thuk Baan" (The Photo Belonging to Every House), "Phra Racha Phu Songtham" (The Virtuous King) special songs in order to express our loyalty for the royal institution.
 - Songs to create willpower, give spirit and positive attitude, leading life from the past until present, such as "Tham Dee Dai Dee" (Do Good, Receive Good), "Phalang Namjai Thai" (Power of Thai Spirit), "Cheewit Pen Khong Rao" (Life is Ours), "Saeng Sud Thai" (The Last Light) and "Rua Lek Khwan Ok Jak Fang" (Small Boats Should Leave the Shore), "Dharmajati" (The Natural), and "Rot Fai Kabuan Haeng Kwahm Fun" (Train of Dreams).

- Preserving traditional Thai country music. As one of Thailand's cultural heritages, the Thai Country music has unique characteristics, including the pronunciation and the way of use of language. Thai traditional country songs reflect Thai lifestyle, beliefs and society, which all contribute to the country's heritage. We elaborately composed quality Thai country songs, with touching lyrics and symphonic melodies and those songs have become timelessly renowned.
- Radio station, Green Wave F.M. 106.5, owned by A-Time Media Company Limited, the Company's joint venture, is a radio station which is the first and only station in Thailand focuses on environmental conscience. Green Wave also plays music which appeals to every generation and enjoys the longest popularity, focusing on reporting social and environmental information. It also campaigns for a healthy and green Earth. Green Wave organizes these activities by inviting listeners to do good deeds together, helping, and giving back to the community, like donating blood giving, unneeded items to be reused, providing public relations campaigns to raise funds for the sick, poor, and unfortunate and taking care of the environment as well.
- To Be Number 1 Project (as detailed in "The Anti-drug project).
- Programs on digital TV channels. Apart from dramas, variety shows, sitcoms, and game shows, they also offer news and documentaries which accounted not less than 25%

6. Environment Conservation

Considering the importance of environment protection, especially energy conservation (which will be discussed under Innovations and the Dissemination of Innovations in Corporate Social Responsibility Operations), the campaign and creation of awareness among employees in energy conservation and the wise and efficient use of resources and energy has been applied. The Board also creates useful activities for environment protection and supports the use of resources, environment and energy on a continued basis, where all employees are duty-bound to prevent the property under their care from degradation, loss or damage, as well as efficient use of other resources of the Company and the country. The Company has prepared guidelines for management and campaigns in various forms, with emphasis on the use of energy as necessary to reduce the waste of resources.

In 2020, the Company arranged the training for the employees on the use of air conditioning system of the building. The office air conditioning system has been improved with the installation of automatic temperature control cabinet and Sensor detector of temperature in AHU room to control the temperature to meet the standard of all floors for the whole building causing the temperature in the work area to be stable and the air compressors does not function hard at the same time (compressor rotary in functioning) to reduce energy and save energy costs by approximately 10%. This can support the conservation and the use of natural resources, the environment, and the reduction of energy. It is also the care on the employee's health both directly and indirectly.

7. Community and Social Development

During the past years, the Group had important roles on social responsibility and environment, with key persons in various areas taking part in activities as operators, organizers or supporters, aiming to enable communities to be self-dependent, help each other, have good quality of life and live together with happiness continuously. In 2020, the Group's major projects on community and social responsibility were as follows:

Projects in Honor of His Majesty King Maha Vajiralongkorn Phra Vajiraklaochaoyuhua, Her Majesty Queen Sirikit the Queen Mother, and members of the Royal Family of Thailand

- ▶ Artists from GMM Grammy Public Company Limited, Meentra Intira Morales and Id Issarapong Dokyor, were selected by the National Council on Social Welfare of Thailand under Royal Patronage as presenters for the occasion of the 52nd Day of Persons with Disabilities, 2020, under the concept of “Persons with Disabilities A New Way of Life in the Shade of His Majesty’s Virtue” in honor of His Majesty King Maha Vajiralongkorn Phra Vajiraklaochaoyuhua, Her Majesty Queen Sirikit the Queen Mother, Her Majesty Queen Suthida Bajrasudhabimalalakshana, and members of the Royal Family of Thailand.



- ▶ Artists from GMM Grammy Public Company Limited, Earkwan Warunya Mahawong and Nanon Korapat Kirdpan, were selected by the National Council on Social Welfare of Thailand under Royal Patronage as public relations presenters for the sale of jasmine products for the Thai National Mother’s Day 2020 event of the National Council on Social Welfare. They participated in the filming of public relations media, including TV spots, posters, and print media in the Thai National Mother’s Day 2020 book. All proceeds from the sale of said jasmine products were presented to Her Majesty Queen Sirikit the Queen Mother as contributions to a charity fund of Her Majesty’s royal charity projects and for the Community Aid Fund of the National Council on Social Welfare, to bring help to those who are suffering or in distress and to provide scholarships to educationally disadvantaged children and youth nationwide.



- ▶ Artists from GMM Grammy Public Company Limited participated in the “To Be Number One” project, which was presided over by Princess Ubolratana Rajakanya Sirivadhana Barnavadi as project president, with To Be Number One concerts and activities in various provinces nationwide to motivate and raise awareness among the country’s youth, providing them with knowledge and understanding of the dangers of illicit drugs and how to make good use of leisure time so as to resist and stay away from drugs. These projects were organized with the Department of Mental Health, Ministry of Public Health of Thailand.

▶ Artists from GMM Grammy Public Company Limited and other entertainment personalities, including Nanon Korapat, Jennie Panhan, Ohm Pawat, Pae Wisawa, Dada Warinda, Ong Khemarat, Bookko Thanatchaphan, B Namthip, Film Thanapat, Bie Sukrit, Gun Napat, Dome Jaruwat, Krit Jenpanichkarn, Off Chainon, Arm Pongsatorn, the family of Un Puwanart, and Jem Jittarin, invited the public to support the purchase of products from Peungpa shops, namely “Survival Caps and Bucket Hats” to help prevent the spread of Covid-19. Proceeds were donated to the Friends in Need (of “PA”) Volunteers Foundation, Thai Red Cross, to help victims affected by the crisis.



▶ Artists from GMM Grammy Public Company Limited, Bird Thongchai McIntyre, Palaphol Tochaphol Pholkongseng, and Paowalee Pornpimon Feangfong, filmed public relations clips inviting the public to join the “Friends in Need (of “PA) 2020” event organized by the Friends in Need (of “PA”) Volunteers Foundation, Thai Red Cross, under the concept of “25 Years of Sufficiency, Sharing, and Sustainability”.



▶ Another artist from GMM Grammy Public Company Limited, Lumpearn Wongsakorn, provided encouragement and entertainment to prison inmates as part of the Gumlungjai (Encouragement) Project of Her Royal Highness Princess Bajrakitiyabha Narendira Debyavati, the Princess Rajasarinisiribajra. The project was carried out at the Kanchanaburi Central Prison for the Promotion of Good Quality of Life in Society.



กำลังใจ

Project for the Promotion of Good Quality of Life in Society

The Project for the Promotion of Good Quality of Life in Society is supported by GMM Grammy Public Company Limited, in collaboration with the government sector and other various agencies, for the support of activities that benefit society as a whole.

- ▶ Artists from GMM Grammy Public Company Limited, Joss Way-Ar Sangngern, Ploy Phatchatorn Thanawat, Sit Korrawith Srisongkram, Eff Rattapong Pitichan, and Toto Thanadech O-phatthanyakorn, participated in the press conference for the “September 24th, Prince Mahidol Day-Be a Giver to Underprivileged Patients by Siriraj Hospital”, a project carried out in observation of Prince Mahidol Day by the Faculty of Medicine Siriraj Hospital, Mahidol University, to honor and commemorate His Royal Higness Prince Mahidol Adulyadej, the “Father of Modern Medicine in Thailand”.



- ▶ Mr. Paiboon Damrongchaitham, Chairman of GMM Grammy Public Company Limited, presented a donation to Khunying Eua-Pranee Jiravanont, president of The Somdet Chaopraya Hospital Foundation under The Royal Patronage of Her Royal Highness Princess Sirindhorn as contribution to a building commemorating Her Royal Highness Princess Maha Chakri Sirindhorn's 60th Birthday Anniversary.



- ▶ Artists from GMM Grammy Public Company Limited, Win Pawin Kulkaranyawich and Louis Thanawin Teeraphosukarn, joined the launch of the virtual Red Cross Fair event on an online platform under the theme “Connectivity of Giving #GivingFromtheHeartWithoutBorders” in order to raise funds for those in need and disaster victims via the work of the Thai Red Cross Society. Said proceeds will contribute to a charity fund of royal establishment for the support of the Thai Red Cross Society and will be used to purchase medical equipment and support medical treatment for patients in a variety of projects, as well as for blood services, enhancing the quality of life and providing aid to the victims of various disasters according to the mission of the Thai Red Cross Society.

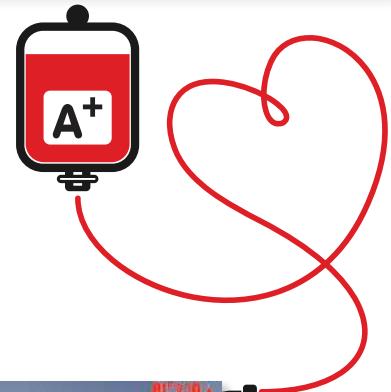


- ▶ Artists from GMM Grammy Public Company Limited, Puimek Napasorn Weerayuttvilai and Patrick Nattawat Finkler, joined the press conference for the candle-lighting event on World AIDS Day 2020, “AIDS: We Can Walk Together Without Stigma” by the Thai Red Cross AIDS Research Centre. The artists participated in the event as the presenters for World AIDS Day 2020, which falls on the 1st of December every year, with the purpose of helping to build a correct understanding of AIDS, as well as to urge greater AIDS awareness and a greater priority placed on cooperation, prevention, and problem-solving, including non-discrimination



and the reduction of stigma and negative perceptions toward those infected with the disease.

- ▶ Artists from GMM Grammy Public Company Limited, First Kanaphan Puitrakul and Fluke Pusit Ditaphisit, invited the public to donate blood with the “Mask for Blood Hero” Campaign under the Plus One Blood Donation, More Blood More Lives Project. The Project is organized by the National Blood Center of the Thai Red Cross Society to promote first-time blood donations, to encourage regular blood donors, and to increase the number of blood donations. The campaign seeks to boost blood donations with the creation of the “Mask for Blood Hero” cloth masks given to blood donors as mementos. Artists from GMM Grammy Public Company Limited, Pup Patchai Pakdesusuk, Paowalee Pornpimon Feangfong, and Gunachi Achirawich Saliwattana, joined the campaign promotion by wearing the “Mask for Blood Hero” cloth masks.



- ▶ GMM Grammy Public Company Limited organized activities to promote cooperation under the main campaign, “CLEAN ENERGY FOR LIFE-Use Clean Energy for Better Quality of Life for All”, by enhancing and promoting greater knowledge, awareness, and participation in matters of electricity. In collaboration with the Energy Regulatory Commission, Ministry of Public Health, and the Bangkok Metropolitan Administration, the “Fire from the Sky for Hospitals”- Clean Energy for 77 Hospitals Across Thailand was organized, with Thongchai McIntyre as the KOL or main representative of the project as a communicator for clean energy with the official project song, “For the World to See (Thai Kindness)”, along with other Grammy artists. Additionally, the GMM BEST SINGER LIVE FROM HOME activities were carried out, with Grammy artists such as Palaphol Pholkongseng, Num Kala, Paowalee Pornpimon, Tao Phusilpa, Tree Chainarong, Kowthip Thidadin, Palm Instinct, Atom Chanakan, New - Jiew, Peck Premanat, Billkin, and Praewa communicating a message of cooperation in the installation of solar cell systems on the roof of 77 community hospitals throughout the country.



- ▶ GMM Grammy Public Company Limited donated net proceeds totaling THB 500,000 from the GMM Online Festival Concert to Professor Suthipong Wacharasindhu, MD, Dean of the Faculty of Medicine, Chulalongkorn University, to contribute to the research and development of a Covid-19 Vaccine at the Vaccine Research Centre, Faculty of Medicine, Chulalongkorn University.



▶ Artists from GMM Grammy Public Company Limited, Palaphol Tochaphol Pholkongseng, Num Noppasin Sangsuwan, Jiew Piyanut Sueajongpru, Praew Kanitkul Nedtabud, Matung Radupdao Srirawong, Laem Sompol Rungpanich, Tao Phusilpa Warinruk, and Earnkwan Warunya, visited a variety of areas to hand out “Share the Fullness” coupons supported by the Create Happiness Day: Fight Against Covid-19 project, thanks to the donations of Thai people nationwide provided to merchants and stores in order to help those affected by the Covid-19 crisis.



▶ Artists from GMM Grammy Public Company Limited, Palaphol Tochaphol Pholkongseng, New Napassorn Phuthornjai, Jiew Piyanut Sueajongpru, Lula Kanyarat Tiyapornchai, Pup Patchai Pakdesusuk, Num Noppasin Sangsuwan, Bank Preeti Barameeanant, Pat Rannaphan Yungyuenpoonchai, Patcha Anek-ayuwat, Kacha Nontanun Anchuleepradit, Phai Phongsathon, Id Issarapong Dokyor, Paowalee Pornpimon Feangfong, Tai Orathai Dabkham, Tao Phusilpa Warinruk, Matung Radupdao Srirawong, Jeng Daycha Konarlo, and Moze Trinasit Siripatchayasan, invited Thai people to work together to “Stay At Home to Stop the Infection for the Nation” and sent messages of encouragement to doctors, nurses, and medical teams and personnel, as well as to all Thai people everywhere, with hopes and wishes that the current crisis of the Covid-19 epidemic will soon pass.



- ▶ Artists from GMM Grammy Public Company Limited, Palaphol Tochaphol Pholkongseng, Num Noppasin Sangsuwan, Paowalee Pornpimon Feangfong, Lula Kanyarat Tiyapornchai, Ohm Cocktail, Tao Phusilpa Warinruk, Hay Chutima Singjaicheun, Cham Chamrum, joined with the Faculty of Medicine, Siriraj Hospital, Mahidol University, in organizing the “Siriraj Invites the Thai People to Fight Covid” campaign with “Social Distancing” activities to help remind people to distance from one another and prevent the spread of Covid-19. Celebrities were invited to join in the “Stay Home Challenge: I beg you-please stay home!” via the medium of a meaningful song: “Rao Mee Rao (We Have Us)” by late artist Waen Thitima Suttasunthorn. The song was shared via social media by many artists, actors, and well-known personalities across the entertainment industry, to provide encouragement to medical personnel and all Thai people in overcoming the Covid-19 crisis together.



- ▶ Artists from GMM Grammy Public Company Limited, Bank Preeti Barameeanant, Ying Rhatha Phongam, Praew Kanitkul Nedtabud, and Tee Jetset'er, participated in the “Covid Without Legs” Campaign to promote correct prevention of the spread of Covid-19, organized by the Chulabhorn Royal Academy in collaboration with The Advertising Association of Thailand and advertising partners to establish a correct understanding of how to prevent the spread of Covid-19, as well as to help raise awareness and create proper habits that can be practiced by all.



- ▶ Artists from GMM Grammy Public Company Limited, Gun Napat Injaiuea and Kleur Kitti Cheawwongkul, joined with the Department of Health, Ministry of Public Health, in filming a set of public relations clips showing how to keep the elderly safe from the Covid-19 virus with 3 simple principles—“Reduce, Avoid, Care”—showing good prevention methods for the elderly, their family members, and those around them, and promoting proper care of the elderly.



- ▶ Artist from GMM Grammy Public Company Limited, Paowalee Pornpimon Feangfong, joined with the Office of Thai Media Fund in a campaign to educate the general public about the Covid-19 epidemic prevention through the song “Hahng Noy Toy Nid – Covid-19 (A Little Apart, A Little Away – Covid-19)”. Advice and correct procedures were introduced throughout the song in an easy-to-understand format to help the public better reduce the risk of contracting Covid-19.



- ▶ Artists from GMM Grammy Public Company Limited, Tai Orathai Dabkham, Phai Phongsathon Srijan, and the Paradox band, joined together to galvanize the Thai public and society toward intolerance to corruption with the symposium #donttoleratecheaters “NO MORE CORRUPTION—Greater Openness, Greater Transparency”. The artists acted as representatives of these values by using their music to ignite positive social trends that promote intolerance to corruption and by participating in a campaign with students, undergraduates, and the general public, to promote the topic of cultivating a conscience of intolerance to any and all forms of cheating and corruption.



- ▶ Artist from GMM Grammy Public Company Limited, Palaphol Tochaphol Pholkongseng, was selected by the Department of Employment, Ministry of Labor, to film a public relations media campaign inviting Thai employers to apply for work permits for their foreign employees. The main objectives of the campaign were to help employers understand the importance of obtaining proper work permits for their workers, to allow foreign workers to obtain valid work permits, and to introduce the new, convenient, swift registration process for the above.



- ▶ Artist from GMM Grammy Public Company Limited, Num Noppasin Sangsuwan, participated in a campaign for road travel safety with a public relations clip in the “If You’re Not Ready, Don’t Drive” campaign organized by the Department of Disaster Prevention and Mitigation (DDPM) to garner greater attention and raise awareness for road safety. The project also sought to advocate for the reduction and prevention of road accidents, leading to the creation of a sustainable road safety culture within Thai society.



Projects for Children and Youth

- ▶ Mr. Paiboon Damrongchaitham, Chairman of the Damrongchaitham Foundation, organized a merit-making ceremony on the occasion of the “22nd Anniversary of the Damrongchaitham Foundation”, and handed out congratulatory certificates to honor the scholarship graduates for the year 2020, along with Foundation Committee Members Torung Jarungkitanant; Jiraporn Vinyarat; Prapawadee Thanirananon, Foundation Director; Foundation staff; and scholarship students



- ▶ GMM Z Trading Co., Ltd. (GMMZ), a subsidiary of GMM Grammy, in collaboration with Thai Habel Industrial Company Limited, T.A.T. (Thailand) Co., Ltd., and satellite TV retailers, organized the “2nd GMM Z Gift Boxes for the Children” project to support distance education via the DLT Satellite TV Channel in order to address problems of teacher shortages in rural areas and to enhance the quality of education in schools.



Projects Supporting the Royal Thai Army

▶ Artists from GMM Grammy Public Company Limited, New Napassorn Phuthornjai and Jiew Piyanut Sueajongpru, participated in the “46th Red Cross Charity Concert”, jointly organized by the Royal Thai Navy and the Thai Red Cross Society. The artists were accompanied by the Royal Thai Navy Orchestra and the concert was broadcast live on the Facebook pages of both the Royal Thai Navy and the Thai Red Cross Society. All net proceeds were presented to Her Majesty Queen Sirikit the Queen Mother for the support of the Thai Red Cross Society.



▶ Artists from GMM Grammy Public Company Limited, Matung Radupdao Srirawong and Hay Chutima Singjaicheun, joined the “Honoring our Brave Soldiers, February 3rd, Thai Veteran’s Day” event, which falls on the 3rd of February every year and was organized by the War Veterans Organization of Thailand. In honor of this occasion, various ceremonies, and activities, including a luncheon and music concert, were scheduled throughout the day in tribute to and commemoration of the heroism, bravery, and sacrifices of the veterans.



Awards Received by Artists in 2020

▶ Artists from GMM Grammy Public Company Limited, Tai Orathai Dabkham and Num Noppasin Sangsuwan, received the “Diamond in Song” award on National Thai Language Day, organized by the Office of Literature and History, the Fine Arts Department, the Ministry of Culture. The “Diamond in Song” award is given to persons in the music industry selected for their outstanding performance of the Thai language. The award may be given to composers and singers who show both proper language and singing abilities in accordance with the principles of the Thai language.



▶ Artists from GMM Grammy Public Company Limited, Nanon Korapat Kirdpan and Earnkwan Warunya Mahawong, received the “Children High in Gratitude to Their Mother 2020 Award” in the singer and performing artist field from the National Council on Social Welfare of Thailand under Royal Patronage.



▶ An artist from GMM Grammy Public Company Limited, Nanon Korapat Kirdpan, received the “National Outstanding Youth Award” in the field of Mass Media for Child and Youth Prevention of Social Problems. In addition, another artist from GMM Grammy Public Company Limited, Tao Pusin Warinruk, received the “Person Contributing to Children and Youth Award” also in the field of Mass Media for Child and Youth Prevention of Social Problems. These awards were made on National Youth Day 2020, organized by the Department of Children and Youth, Ministry of Social Development and Human Security of Thailand.



▶ An artist from GMM Grammy Public Company Limited, Id Issarapong Dokyor, received an award as a benefactor supporting the 52nd Day of Persons with Disabilities, 2020, under the concept of “Persons with Disabilities—A New Way of Life in the Shade of His Majesty’s Virtue” in honor of His Majesty King Maha Vajiralongkorn Phra Vajiraklaochaoyuhua, Her Majesty Queen Sirikit the Queen Mother, Her Majesty Queen Suthida Bajrasudhabimalalakshana, and members of the Royal Family of Thailand.





Outstanding Organization Awards for Support of Various Activities

GMM Grammy Public Company Limited received a number of awards as an outstanding organization supporting and providing assistance to social activities for the year 2020 as follows:

- ▶ The “Outstanding Creative Media Award” from Her Royal Highness Princess Bajrakitiyabha Narendira Debyavati, the Princess Rajasarinisribajra, at the candle-lighting event on World AIDS Day 2020 held on December 1st, 2020. The ceremony was held at the King Chulalongkorn Memorial Hospital by the Thai Red Cross AIDS Research Center, Thai Red Cross Society.
- ▶ A commemorative pin as an “Organization Supporting Friends in Need (of “PA”) 2020 Event” from Her Royal Highness Princess Bajrakitiyabha Narendira Debyavati, the Princess Rajasarinisribajra, on December 8th, 2020, at Queen Sirikit Park.
- ▶ A commemorative pin for support from artists participating in the the Gumlungjai (Encouragement) Project of Her Royal Highness Princess Bajrakitiyabha Narendira Debyavati, the Princess Rajasarinisribajra, on September 26th, 2020, at the Kanchanaburi Central Prison.
- ▶ A royal award as a supporter of the 52nd Day of Persons with Disabilities, 2020, from H.E. Mr. Ampol Senanarong as royal representative on November 7th, 2020, at IMPACT Muang Thong Thani. The event was organized by the National Council on Social Welfare of Thailand under Royal Patronage.
- ▶ An award from the Chief Justice of the Criminal Court as an Organization Supporting Projects for the Potentiality Enhancement of Judicial Officers in the Court of Justice, 2020, on September 15th, at the Criminal Court (Ratchada Road).

8. Innovation and the Dissemination of Innovation through Corporate Social Responsibility

The Company cooperated with Geurt Fah Company Limited, the owner of GMM Grammy Place building, has joined a campaign on producing personnel for building energy conservation or Building Energy Awards of Thailand 2010 Project (BEAT 2010), aiming to instill awareness on energy conservation among the public, produce personnel on energy conservation as an important force for the country in the long run and encourage the general public to become aware of energy conservation from real examples of known buildings. As the detail of measures in the Company's annual registration statement (Form 56-1)

Company has received awards from the projects as follows:

1. **ESCO Project Award 2012**, No. 1, under the energy service company promotion project for the success in energy conservation through the use of ESCO system of the Institute of Industrial Energy, the Federation of Thai Industries and the Department of Alternative Energy Development and Efficiency (DEDE), Ministry of Energy on January 17, 2012.
2. **The Ministry of Energy's BEAT Awards 2010** on innovation and creation of mass awareness on energy conservation on March 8, 2012.

Dissemination of innovation

The Company has disseminated innovation on energy conservation to the mass of people by

1. Publication of works in the book, "Join Forces to Conserve Building Energy," published by Energy Policy and Planning Office, Ministry of Energy
2. Publication of works in Eworld Magazine, Issue 2013-02 of February 2013, under the topic, "GMM Grammy uniting all green building sciences for sustainable energy saving."
3. Sending representatives to join hands with the Federation of Thai Industries in giving lectures on the topic, "Break Energy Crisis by ESCO Service," in various regions such as Bangkok, Pattaya, Nakhon Ratchasima, Rayong, Phetchaburi, etc.
4. Sending representatives to give lectures on energy conservation technology transfer to graduate students on energy conservation at Thammasat University.
5. Welcoming interested parties from various sectors, including universities and business, to visit the Company's Energy Conservation Project in GMM Grammy Place Building, such as Airports of Thailand Public Company Limited, CP All Public Company Limited, PTT Public Company Limited, Energy Policy and Planning Office, Ministry of Energy, King Mongkut's University of Technology Thonburi, Thammasat University, Tesco Lotus Company Limited, Siam Paragon Department Stores, Bangkok Metro Public Company Limited, etc.

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

Business Operations with Impacts on Social Responsibility

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

Activities Beneficial to Society and Environment

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

Additional Guidelines on the Prevention of Corruption Involvement

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

Fraud risk assessment process

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

Supervision and control practices to prevent and monitor fraud risk

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

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

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

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

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

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



မြတ်စွာ ရှိမှုနည်

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Details of the Head of Internal Audit, Company Secretary, Head of Compliance and Chief Accountant

Mr. Wichai Santadanuwat (Age: 45 years)

Head of Internal Audit¹¹

Education

Master of Business Administration (MBA), Bangkok University
Bachelor of Accounting, Bangkok University

Seminar Accomplishment:

The Thai Institute of Directors (IOD):

- ▶ Advance Audit Committee Program (AACP) 34/2019
- ▶ Family Business Governance (FBG) 9/2017
- ▶ Director Certification Program (DCP) 229/2016
- ▶ How to Develop a Risk Management Plan (HRP) 07/2015
- ▶ Anti-Corruption: The Practical Guide (ACPG) 2014
- ▶ Handling Conflict of Interest: What the Board Should do? (2008)

The Institute of Certified Accountants and Auditors of Thailand (ICAAT):

1. Fundamental SAP R3 Auditing (2007)
2. Risk Assessment for Better Audit Planning (2005)
3. Introductory to Computer Assisted in Auditing (2005)

Thai Listed Companies Association (TLCA):

- ▶ Risk Management Conference (2009)

Other Institutes:

1. IT Audit for Non IT Audit, NSTDA Academy (2012)
2. Cyber Defense Initiative Conference (CDIC), ACIS Professional Center (2009)

“Number of Share Holding (%) (as of 31/12/2020)”

-None-

“Relationship among Executives”

-None-

Experience during the past 5 years

Listed Companies

Sep 2014 - Present	Internal Audit Senior Director/ GMM Grammy Plc. Secretary of the Audit Committee GMM Grammy Plc.
Jan 2007 - Aug 2014	Internal Audit Director/Secretary of the Audit Committee GMM Grammy Plc.
Jan 2005 - Dec 2006	Internal Audit Department Manager
Jan 2004 - Dec 2004	Internal Audit Division Manager GMM Grammy Plc.
May 2001 - Dec 2003	Internal Audit Supervisor GMM Grammy Plc.
Mar 1997 - Apr 2001	Internal Audit Staff Charoen Pokkaphan Food Plc.

Other Companies

Jun 1996 - Mar 1997	Internal Audit Staff Bara winsor Co., Ltd
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Mrs. Somsuda Ruampumsuk Age: (48 Years)
Corporate Secretary and Head of Compliance¹²

Education

Bachelor of Engineering, Computer Engineering
King Mongkut's Institute of Technology Ladkrabang

Seminar Accomplishment:

The Thai Institute of Directors (IOD):

- ▶ Company Secretary Program (CSP) Class 71/2016
- ▶ Board Reporting Program (BRP) Class 19/2016
- ▶ Company Reporting Program (CRP) Class 16/2016
- ▶ Effective Minute Taking (EMT) Class 36/2016

The Institute of Certified Accountants and Auditors of Thailand (ICAAT):

1. Fundamentals for Corporate Secretaries
2. Advances for Corporate Secretaries
3. Session Sharing Seminar Guidelines for the disclosure of CG Code “Essentially apply or explain” (June 11, 2018)
4. AGM Assessment Project (Jan 21, 2020)

Other Institutes:

- ▶ Smart Disclosure Program (SDP)
- ▶ SCP Straight Through
- ▶ CSR for Corporate Sustainability: P01 Class 8
- ▶ Criminal Liabilities of Representatives of Juristic Person Act Seminar (May 18, 2017)
- ▶ New set portal system Seminar (May 23, 2017)
- ▶ Guidelines for the use of the Securities Change Management System for Directors, Executives and Auditors (Form 59-2) Seminar (July 11, 2017)
- ▶ New CG Code Seminar (July 31, 2017)
- ▶ New Issuer Portal Training Course (Nov 10, 2017)
- ▶ Training on how to improve the preparation of the Free Float Report (April 19, 2019).
- ▶ Training on how to use the SET Link system (1 Oct 2019)
- ▶ Seminar Preparation of Directors and Executives on Personal Data Protection (March 5, 2020)

**“Number of Share Holding (%)
(as of 31/12/2020)”**

-None-

“Relationship among Executives”

-None-

Experience during the past 5 years

Listed Companies

Aug 2016 - Present	Secretary of the Corporate Governance and Ethics Committee GMM Grammy Plc.
Jan 2016 - Present	Director, Office of Corporate Secretary GMM Grammy Plc.
May 2015 - Present	Corporate Secretary GMM Grammy Plc.
May 2015 - Dec 2015	Manager, Office of Corporate Secretary GMM Grammy Plc.
Mar 2013 - May 2015	Co-ordinator Manager GMM Grammy Plc.
Jun 2012 - Aug 2013	Procurement Director TT&T Plc.
2009 - 2012	Acting Regulatory Affairs Director TT&T Plc.
2005 - 2009	Concession Management Manager TT&T Plc.
1994 - 2005	Engineer TT&T Plc.

Other Companies

July 2015 - Present	Company Secretary The One Enterprise, Ltd.
Dec 2017 - Nov 2020	Company Secretary GMM Channel Holding, Ltd.

Ms. Kadearoon Uppathamp (Age: 50 years)

Chief Accountant

Education

Bachelor of Accounting, The University of the Thai Chamber of Commerce

Seminar Accomplishment:

EY

- ▶ Update Accounting Standards and Robotic Process Automation (Y2020)
- ▶ Update Accounting Standards (TFRS 15) and (TFRS16) (Y2019)

Dharmniti Seminar and Training

- ▶ Update Legal e-Payment, e-Tax Invoice&e-Receive, e-Withholding Tax and e-Filing (Y2020)
- ▶ Tax Planning Corporate income tax and Value add tax (Y2019)
- ▶ Transfer pricing (Y2018)

SET (The Stock Exchange of Thailand)

- ▶ TFRS9,TFRS15,TFRS16 (Y2019)

Nation Broadcasting and Telecommunication Commission (NBTC)

- ▶ Knowledge about annual license fees Accounting Income classification in broadcasting and television business (Y2018)

NYC Management Co., Ltd

- ▶ Revenue from contracts made with customers (TFRS15)

M wiz Accounting Consultant

- ▶ Update Corporate Income Tax Y2017 and Tax issues that accountants should know
- ▶ Update Financial Report Standards Y2017 and Tax issues related to revenue recognition
- ▶ Update New law Y2016 Guidelines and tax benefits

Executive Plus

- ▶ Tax for Accounting (Y2015)
- ▶ Update Accounting Standards (Y2015)

“Number of Share Holding (%) (as of 31/12/2020)”

-None-

“Relationship among Executives”

-None-

Experience during the past 5 years

Listed Companies

Jul 2016 - Present Accounting Director
GMM Grammy Plc.

Other Companies

Jun 2005 - Jun 2016 Accounting Manager
United Distribution Business, Ltd.
Mar 2001 - Jun 2005 Accounting Section Chief
United Distribution Business, Ltd.
Apr 1996 - Feb 2001 Accounting Staff
United Distribution Business, Ltd.

Remarks:

- \1 Duties and Responsibilities according to the Audit Committee's Charter regarding Head of Internal Audit
 - 1. Supervising the Internal Audit Department policies and operations, by evaluating the Internal Audit Charter, the independence of its audits, the scope of work and audit schedules.
 - 2. Evaluating, appointing, transferring, and terminating the Head of Internal Audit Department, as well as assessing the performance and approving compensation for the Internal Audit Department in accordance with evaluation performed by the Head of Internal Audit Department and top executives of the Company.
 - 3. Reviewing the recommendations conducted by the external auditor and the Internal Audit Department, as well as monitoring the management team to ensure that recommendations have been sufficiently followed and effective action has been taken within an appropriate timeframe.
- \2 Duties and Responsibilities of the Company Secretary (and acting as Head of Compliance)
 - 1. Being a Secretary to the Board of Directors by coordinating with all parties in organizing Board of Directors Meetings and Shareholders Meetings so that they adhere to principles of Good Corporate Governance and related regulations, the Company's Articles of Associations and best practices, and related laws such as the Securities and Exchange Act and the Public Limited Company Act B.E. 1992.
 - 2. Being responsible for disclosing the Company's information in line with SET's and SEC's regulations, and other regulatory bodies.
 - 3. Providing basic advice to the Board of Directors and Management who have to follow the Company's Articles of Association, rules of SEC and SET, and any new regulations that may be relevant to the Company.
 - 4. Preparing and storing important documents such as the registration of the Company's directors, the invitation letter and minutes of the Board of Directors Meeting, the invitation letter and minutes of the Shareholders Meeting, the Annual Report, shares holding report of directors and management team, and reports of conflicts of interest filed by directors and the management.
 - 5. Supervising various activities and events performed by the Board of Directors to ensure the efficiency and effectiveness of their works, and the greatest benefits to the Company.
 - 6. Coordinating with related parties to ensure that the resolutions from the Board of Directors Meetings and the Shareholders Meetings are carried out.
 - 7. Executing additional duties as assigned by the Board of Directors.



General and Other Information

General Information

Company Name	► GMM Grammy Public Company Limited (“The Company”)
Head Office	► 50 GMM Grammy Place, Sukhumvit 21 Road (Asoke), Khlongtoeinuea, Wattana, Bangkok 10110
Business	► Entertainment and media
Company Registration Number	► PCL. 0107537000955
Telephone	► +66 2669 9000
Facsimile	► +66 2669 9009
Company Homepage	► http://www.gmmgrammy.com
Authorized capital	► 819,949,729 baht consisting of 819,949,729 ordinary shares with a par value of 1 baht each (as of December 31, 2020)
Authorized & Paid-up capital	► 819,949,729 baht consisting of 819,949,729 ordinary shares with a par value of 1 baht each (as of December 31, 2020)

Other Reference Persons

Share Registrar

► Thailand Securities Depository Co., Ltd.
14th Floor, 93 Ratchadaphisek Road,
Dindaeng, Bangkok 10400
Tel: +66 2009 9000
Fax: +66 2009 9992

Auditor

► EY Office Limited
Lake Rajada Office Complex, 33rd Floor,
193/136-137 Ratchadaphisek Road,
Klongtoey, Bangkok 10110
Tel: +66 2264 9090
Fax: +66 2264 0789-90

Legal Advisor

► BAKER & MCKENZIE Co.,Ltd
Abdulrahim Place, 25th Floor,
990 Rama IV Road
Silom, Bangrak, Bangkok 10500
Tel: +66 2666 2824
Fax: +66 2666 2924

► Weerawong, Chinnavat & Partners Ltd.
Mercury Tower, 22nd Floor,
540 Ploenchit Road
Lumpini, Pathumwan
Bangkok 10330
Tel: +66 2264 8000
Fax: +66 2657 2222

IFA

► Jay Capital Advisory Limited
Ocean Tower 1, 11th Floor,
170/30 Ratchadaphisek Road,
Klongtoey, Bangkok 10110
Tel: +662 661 8803-5
Fax: +662 661 8813

► SRPP Limited
21F Silom Complex
191 Silom Road, Bangrak,
Bangkok 10500
Tel: +662 029 1700



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

GMM GRAMMY PUBLIC COMPANY LIMITED, AND ITS SUBSIDIARIES

Company	Business Type	Type of share	Number of paid-up shares (Shares)	Issued and paid-up shares (Baht)
Parent company				
GMM Grammy Plc.	Fully-integrate entertainment businesses, including music business, satellite television business, digital television business, home shopping business, movies business and co-investment in other businesses	Common Shares	819,949,729	819,949,729
Subsidiaries				
1. GMM Music Publishing International Co., Ltd.	Management of music copyrights	Common Shares	50,000	5,000,000
2. Fan TV Co., Ltd.	Production of satellite television programmes	Common Shares	2,000,000	200,000,000
3. GDH 559 Co., Ltd.	Production of films and television programmes	Common Shares	1,500,000	150,000,000
4. GR Vocal Studio Co., Ltd.	Vocal and music schools	Common Shares	50,000	5,000,000
5. GMM Holding Co., Ltd.	Holding company	Common Shares	2,500,000	100,000,000
6. Exact Co., Ltd.	Production of television programmes	Common Shares	600,000	60,000,000
7. Z Trading Co., Ltd.	Production and distribution of satellite television and digital TV receivers	Common Shares	59,350,000	5,935,000,000
8. G Broadcast Co., Ltd.	Satellite television platform provider	Common Shares	450,000	45,000,000
9. O Shopping Co., Ltd. (formerly known as "GMM CJ O Shopping Co., Ltd.")	Wholesale and retail by using advertising media and phone orders service and receiving phone and E-commerce orders	Common Shares	5,400,000	356,400,000
10. OSP TV Co., Ltd.	Satellite television platform provider	Common Shares	10,000	250,000
11. GMM Goods Co., Ltd.	Distribution of consumer goods	Common Shares	4,000,000	30,000,000
12. Nam Dee Mai Ngarm Co., Ltd.	Provide advertising media, public relations consulting, and organizer	Common Shares	30,000	3,000,000
13. GMM Channel Co., Ltd.	Production of television programmes and digital on-air	Common Shares	20,920,000	2,092,000,000
14. Bravo Studios Co., Ltd.	Currently non-active	Common Shares	500,000	12,500,000
15. MGA Co., Ltd.	Currently non-active	Common Shares	1,200,000	10,500,000
16. More Music Co., Ltd.	Currently non-active	Common Shares	160,000	1,000,000
17. GMM Digital Domain Co., Ltd.	Currently non-active	Common Shares	500,000	50,000,000
18. Digital Arms Co., Ltd.	Currently non-active	Common Shares	7,000,000	70,000,000
19. Global Music and Media (China) Limited	Currently non-active	Common Shares	1,507,500	HK\$1,883,875
20. Extraorganizer Co., Ltd.	Currently non-active	Common Shares	10,000	1,000,000
21. GDC Co., Ltd.	Currently non-active	Common Shares	500,000	46,815,000
22. Grammy Publishing House Co., Ltd.	Currently non-active	Common Shares	1,650,000	165,000,000
23. Magic Film Co., Ltd.	Currently non-active	Common Shares	22,000	2,200,000
24. G S-one Co., Ltd.	Currently non-active	Common Shares	1,150,000	115,000,000
25. Teen Talk Co., Ltd.	Currently non-active	Common Shares	400,000	40,000,000
26. Digistream Co., Ltd.	Currently non-active	Common Shares	10,000	1,000,000
27. GMM Z Co., Ltd.	Currently non-active	Common Shares	6,400,000	6,400,000
28. Content and Artist Network Co., Ltd.	Currently non-active	Common Shares	1,000	100,000

Company	Business Type	Type of share	Number of paid-up shares (Shares)	Issued and paid-up shares (Baht)
Associated companies				
1. Scenario Co., Ltd.	Production of television programmes and plays	Common Shares	14,000,000	70,000,000
2. Nadao Bangkok Co., Ltd.	Films production and talent agency services	Common Shares	20,000	2,000,000
3. Sawasdee Thaweesuk Co., Ltd.	Design and post production of advertising media and films and public relations for films	Common Shares	50,000	5,000,000
4. Siengdee Thaweesuk Co., Ltd.	Provider of recording movie sound and movie advertisement, produce sound and music for movie	Common Shares	500,000	5,000,000
5. Ngandee Thaweesuk Co., Ltd.	Public relations and organizer	Common Shares	100,000	1,000,000
6. Family Know-How Co., Ltd.	Dissolution, liquidation is being in process	Common Shares	2,500,000	25,000,000
7. Lucks (666) Satellite Co., Ltd.	Currently non-active	Preferred Shares	2,500,000	25,000,000
		Common Shares	200,000	20,000,000
Joint Ventures				
1. The ONE Enterprise Co., Ltd.	Production of television programmes and digital on-air and holding company	Common Shares	38,100,000	3,810,000,000
2. Joint Venture Destiny The Movie	Production of films	-	-	14,791,000
Other Companies				
1. A-time Traveller Co., Ltd.	Currently non-active	Common Shares	50,000	1,250,000

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

1. GDH 559 Co., Ltd. ► Office : 92/11 Soi Sukhumvit 31 (Sawasdee), Sukhumvit Rd., Klongtonnua, Wattana, Bangkok
2. O Shopping Co., Ltd. ► Office : 88/8 Rama 9 Rd., Huaykwang, Bangkok
3. OSP TV Co., Ltd. ► Office : 88/8 Rama 9 Rd., Huaykwang, Bangkok
4. Nam Dee Mai Ngarm Co., Ltd. ► Office : 92/11 Soi Sukhumvit 31 (Sawasdee), Sukhumvit Rd., Klongtonnua, Wattana, Bangkok
5. Global Music and Media ► Office : Level 12, 28 Hennessy Road, Wanchai, Hong Kong (China) Limited
6. Scenario Co., Ltd. ► Office : 99 Ratchadaphisek Rd., Din Daeng, Din Daeng, Bangkok
7. Nadao Bangkok Co., Ltd. ► Office : 92/14 Soi Sukhumvit 31 (Sawasdee), Sukhumvit Rd., Klongtonnua, Wattana, Bangkok
8. Sawasdee Thaweesuk Co., Ltd. ► Office : 92/44 Soi Sukhumvit 31 (Sawasdee), Sukhumvit Rd., Klongtonnua, Wattana, Bangkok
9. Siengdee Thaweesuk Co., Ltd. ► Office : 92/11 Soi Sukhumvit 31 (Sawasdee), Sukhumvit Rd., Klongtonnua, Wattana, Bangkok
10. Ngandee Thaweesuk Co., Ltd. ► Office : 357 Soi Sukhumvit 31 (Sawasdee), Sukhumvit Rd., Klongtonnua, Wattana, Bangkok
11. Family Know-How Co., Ltd. ► Office : 93 Ratchadaphisek Rd., Khlongtoei, Bangkok
12. Lucks (666) Satellite Co., Ltd. ► Office : 1417 Soi Ladprow 94 (Panjamitr), Plub-Pla, Wangthonglang, Bangkok



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GMM GRAMMY PUBLIC COMPANY LIMITED.

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