

Corporate Governance Policy

The Board of Directors has a commitment to run the business in compliance with good corporate governance framework as encouraged by the Stock Exchange of Thailand to ensure that the organization has efficient operation system which will lead to sustainable growth.

The Board of Directors commits to run the business under good business ethics and corporate governance framework with responsibility to our society, community and environment by integrating this commitment with the Company's vision, mission, strategy and business goals to enhance the confidence of shareholders, investors, and all stakeholders. The Board of Directors initiated the compilation of the corporate governance policy in 2015 and approved this policy which applies to its directors, Management, employees and other persons acting on its behalf. And reviewed on an annual basis or when deemed appropriate to ensure that the policy is up to date and relevant to current business dynamic and environment. Consistent with frameworks as additionally suggested by the Stock Exchange of Thailand and/or other regulators to ensure that the corporate governance frameworks are in line with international standard.

Good Corporate Governance Policy

1. The Board of Directors, the Management, and all employees shall commit to comply with laws and integrate good corporate governance policy with vision, mission, strategy, and long-term goal of the Company, and strengthen the Company by installing efficient operation system in the Company which will enhance confidence of shareholders, investors, and all stakeholders.
2. The Board of Directors shall equitably and fairly respect and treat all shareholders as well as facilitate shareholders when they exercise their rights on any matter.
3. The Board of Directors shall support the enhancement of relationship and cooperation between the Company and its stakeholders as well as shall provide an appropriate way of communication.
4. The Board of Directors shall develop the Company's corporate governance policy and business ethics for use as guidelines for all stakeholders such as shareholder, customer, creditor, employee, community, society and environment.
5. The Board of Directors shall engage in the development of vision and mission and approve the framework for creating strategy, policy, business plan, and budget as well as oversee and ensure that the management runs the business in accordance with the prescribed policy for the benefit of the Company and shareholder as a whole.
6. The Board of Directors shall ensure that the Company has a clear organization structure and a clear segregation of duties and responsibilities of the Board of Directors, sub committees, CEO, and management. This also includes an installation of appropriate and sufficient internal control and audit, risk management, and policy to prevent conflict of interest and misuse of insider information.
7. The Board of Directors shall ensure that the Company provides financial statements and financial information in compliance with generally-accepted accounting standards, discloses information sufficiently and reliably and hires capable and independent auditor(s).
8. The Board of Directors shall ensure that the Company discloses material information both related and not related to financial information sufficiently, accurately, completely, reliably, transparently, thoroughly, and timely via appropriate channels and fairly-accessible investor relation division.
9. The Board of Directors may appoint sub-committee as deemed appropriate to help scrutinize important works and ensure that such sub-committee reports operating results to the Board of Directors in a timely manner and to shareholders via the Company's annual report.
10. The Board of Directors shall develop a performance monitoring process to monitor the past performance of the Board of Directors and the sub-committee such as Audit Committee, Corporate Governance Committee, Risk Management Committee, and Nomination and Compensation Committee. Such performance monitoring report shall be presented to the Board of Director and shall be used to enable the Company to improve efficiency going forward.
11. The Board of Directors shall develop an appropriate, transparent and fair nomination process for all top management positions.

In addition, the Board of Director shall ensure that the good corporate governance and business ethics framework is well understood by all employee levels and is strictly enforced within in the Company. This can be done through training sessions for employees and management to educate them on the guidelines of how to perform their roles toward themselves, the Company, shareholders, and stakeholders with responsibility, transparency, honestly, carefully and ethically. Other than training, other activities shall be developed to enhance knowledge and understanding and growing right mindsets of employees toward performing their duties responsibly, carefully, and honestly within the good corporate governance framework.

The Board of Directors put an importance on compliance with good corporate governance and realises that it is the Board of Directors' responsibilities to encourage good corporate governance practices to create trust among shareholders, investors and other stakeholders. Efficient and transparent management will lead to sustainable growth. With that realisation, the Company has formulated and disseminated the following corporate governance policies for executives and other employees to acknowledge and conform to. The policies can be categorised into 5 sections below:

- (1) Right of Shareholders
- (2) Equitable Treatment of Shareholders
- (3) Role of Stakeholders
- (4) Disclosure and Transparency
- (5) Board Responsibilities

Section 1: Right of Shareholders

The Company ensures that all shareholders have rights to receive the Company's information correctly, adequately, equally in a timely manner in order to properly make any decision. Therefore, the Board of Directors, stipulated the following policies.

1. Shareholders' Meeting

1.1) The Company shall send out invitation letters to shareholders' meeting including supporting documents related to meeting agendas. The invitation letter must contain objectives, reasons and comments from the Board of Directors for all agendas and must be sent to shareholders at least 21 days (or any duration as specified by law) before the scheduled meeting for the shareholders to review the information. In case that the shareholders cannot attend the meeting in person, the Company shall allow proxy voting either from the independent directors or other delegates as assigned by the shareholders using the proxy form attached with the meeting notice.

1.2) The Company shall facilitate all shareholders equally regarding the venue and proper timing of the meeting. The meeting venue shall be in a good location where shareholders who drive have sufficient parking spaces and where general shareholders can access easily via public transportation. The map to the meeting venue shall be attached with the meeting invitation letter.

1.3) At the shareholders' meeting, the Company stipulated that the Chairman of the meeting inform and explain the attendees of the voting process for each agenda before the meeting commences officially. The voting will be conducted according to the order of the agenda and no abrupt change of important information or additional agendas are allowed. The shareholders shall have equal rights to review the performance of the Company, make inquiries, comments and recommendations at the meeting. Directors and executives shall attend the meeting to answer these questions. Moreover, the Board of Directors will arrange independent persons such as independent directors or Company's auditors to count the votes at the meeting.

1.4) The Company shall add more channels for the shareholders to gain access to news and information by posting and updating related news and information on the Company's website. Notice of the meeting, meeting agenda and supporting documents must be easily available for download before the meeting date.

1.5) The Company requires all directors to attend the meeting to respond to inquiries from shareholders.

1.6) The meeting minutes must be recorded with completeness, speed, correctness and transparency as well as include all the important questions and comments for further reviews of the shareholders. Additionally, the meeting will be video-recorded for future reference and the shareholders meeting reports will be posted on the Company's website available for the shareholders to access as well as submitted to the Stock Exchange of Thailand within 14 days after the shareholders' meeting.

1.7) The Company shall facilitate dividend distributions to the shareholders through banking account transfers (in case of dividend payment) in order that the shareholders receive the dividends on time without the risks of delayed delivery or lost and damaged cheques.

Section 2: Equitable Treatment of Shareholders

The Company shall act impartially to all shareholders and formulate policies to reserve the rights of all shareholders. The shareholders' meeting will be conducted based on the agenda specified in the meeting notice and no agenda shall be added without notice. The Company shall send out meeting notice at least 21 days (or any duration as specified by law) before the scheduled meeting enough for the shareholders to have sufficient time to review the information.

Invitation to Shareholders to Propose Agenda Items and Candidates of Directorship in Advance.

At the Annual General Meeting, all shareholders are invited to exercise their rights to propose matters to be included as meeting agenda items and nominate candidates for director position in advance in order to promote fair and equal treatment. The rights will be given to single shareholder or a group of shareholders who own at least 5% of the traded shares and continuously hold the shares for the minimum time of 12 months at the meeting date. The Company disclosed the rule on its website and through newsfeed on SET's website. The shareholders can propose meeting agenda items and nominate candidates for directorship within the period given by the Company through the following channels i.e.. Company Secretariat's email at companysecretary@planbmedia.co.th (for informal submission of copies of documents) and registered mails to Company Secretariat (for formal submission of original documents for considerations). However, there was no shareholder proposing agenda items and/or nominating candidates for directorship in advance.

Proxy voting

To reserve the rights of the shareholders who are not able to attend the meeting, the Company will send a Proxy Form B with clear details of items for proxy voting including required documents together with the notice of the meeting. The shareholders can assign their representations to a proxy or an independent directors to attend and cast the votes on their behalf. The Company shall include in the meeting notice at least a name of an independent director that the shareholders can appoint as a proxy. In addition, the Company shall make the meeting notice, proxy forms and other details and processes available on the Company's website.

Furthermore, the Company has policies to facilitate and encourage all shareholders to attend the meeting by allowing the shareholders to submit proxy forms to delegate the independent directors to vote on their behalf in advance before the meeting day, not just only on the meeting day. Besides, to encourage institutional investors and custodians to participate in the shareholders' meeting, the shareholders can beforehand check the list of names, information and supporting documents for meeting registration as well as arrange with the Company the delivery of proxy form and supporting documents from institutional investors if needed. The Company will provide stamp duties for the shareholders who submit the proxy forms without charge.

The Company will disclose the voting results on its website for each agenda item in the Annual General Meeting and Extraordinary General Meeting within the next day after the meeting.

Access to Company's Information

The Company shall not discriminate against any particular group of shareholders such as majority shareholders, minority shareholders, Thai or foreign shareholders. All shareholders have the equal rights to access information disclosed to shareholders and general public through its website at www.planbmedia.co.th or contact Investor Relations department at +66 (0) 2530-8081 or irplanb@planbmedia.co.th

Section 3: Roles of the Stakeholders

The Company realises and acknowledges the rights of all stakeholders for both internal stakeholders such as shareholders and employees and external stakeholders such as clients, trading partners, creditors, competitors, government and other related agencies including communities. Knowing that supports from the respective shareholders will give the Company a competitive edge and generate profits that allow a long-term value creation, the Company stipulated the following policies

3.1) Policies towards Directors and Executives

The Company put in place policies to prevent directors and executives from using their positions for personal benefits. Directors and executives must refrain from any transaction with potential conflict of interest with the Company. Moreover, directors and executives with significant potential conflict of interest that could affect the independence of their opinions are not permitted to participate in any related decision-making process. Especially, these directors or executives will be prohibited from considerations or voting of any agenda item they have conflict of interest with the Company and its subsidiaries.

3.2) Policies and Guidelines towards Employees

The Company values its employees as the key success factor to achieve its goals and therefore emphasises the fair treatment of its employees in terms of career opportunity, compensations, appointment, relocation and competency development by issuing the following guidelines

- 1) Treat the employees with politeness and respect their individuality
- 2) Compensate the employees fairly and properly at par with the industry as well as provide and arrange welfares and benefits above the levels required by laws such as provident fund, 5S activity, safety, hygiene and environmental management for the workplace including annual health check-up for employees.
- 3) Maintain working environment for the safety of life and property of employees. In 2016, there was no report of severe accidents that led to death or critical injuries under Company's operations.
- 4) Appointment and relocation including rewarding and punishment must be conducted with honesty and based on each employee's knowledge, abilities and appropriateness.
- 5) Company shall stress on knowledge and competency development of the employees in a consistent and thorough fashion. The Company organised various trainings both internally and externally that are in line with Company's business and its employees' needs in order to develop their competencies to be able to perform their jobs professionally. In 2016, average hours of training per employee from both internal and external trainings are as shown below:

No of Employees	Number of hours of training for all employees (hours)	Average hours of training per employee
353	3,816	11.8*

*This is calculated based on total training hours divided by average of the number of employees at the beginning and ending of 2016.

- 6) Listen to employees' opinions and recommendations based on their professional knowledge.
- 7) Strictly abide by laws, rules and regulations related to employees.

3.3) Policies and Guidelines towards Shareholders

Bearing in mind that the Company belongs to the shareholders, the Company committed to delivering added values to the shareholders in the long term and thus stipulated the following guidelines.

- 1) Perform their duties with honesty and make decisions based on professional conducts with prudence and fairness to both majority and minority shareholders for the best interest of all shareholders.
- 2) Provide fact-based reports on the Company's status, performance, financial position as well as accounting and other related reports consistently and adequately.
- 3) Inform all shareholders equally of Company's future directions and trends for both positive and negative sides based on realistic possibilities with sufficient supporting information and reason.
- 4) Avoid seeking personal benefits for yourself and other parties through the use of private information of the Company or refrain from any action that has potential conflict of interest with the Company.

3.4) Policies and Guideline towards Customers

The Company issued the following guidelines stressing the importance of customers to the Company's business.

- 1) Deliver services to the customers with politeness and enthusiasm. Always be ready to take care of customers as close relatives with honesty, willingness and full attention as well as ensure right, quick and trustful services.
- 2) Maintain confidentiality of customers' information and refrain from using the information for personal benefits or the benefits of related others.
- 3) Provide correct, adequate and up-to-date information to customers regarding the Company's services. False advertising that can lead to misunderstandings on quality or conditions of Company's services is prohibited.
- 4) Recommend the most efficient and beneficial ways for customers to receive the services from the Company.

3.5) Policies and Guideline towards Business Partners.

Under its policies towards business partners, employees are required to treat business partners with fairness and honesty and act for the best interest of the Company under fair compensation. business partner selection should be conducted fairly based on reputation, capacity, expertise, experience, financial status and lawfulness. Moreover, equitable treatment, transparency and straightforwardness must be ensured while business partners must be treated in accordance with agreements, contracts and business ethics. The Company must avoid situations that can potentially lead to conflict of interest. Negotiation and settlement of issues must concern relationships with business partners. The following guidelines are applied.

- 1) Do not solicit, accept or pay any wrongful benefit in dealing business with its business partners.
- 2) Information involving solicitation, acceptance or payment of any wrongful benefit must be disclosed and both parties must mutually resolve the problem instantly and fairly.
- 3) Strictly conform to agreed conditions and in case of any breach of the condition, notify the business partners in advance in order to seek mutual solutions.

3.6) Policies and Guideline towards Creditors

In conducting business, the Company is obliged to treat the creditors with fairness, responsibility and transparency and strictly comply with conditions in contracts or financial obligations. The Company honors its obligations of repayment, guarantee conditions and capital management. The Company shall not be involved in fraudulent activities such as concealing information or facts that can lead to any damage to its creditors. In case of any breach of contract, the Company must notify the creditors in advance to seek mutual solutions to the issue.

3.7) Policies and Guidelines towards Competitors

The Company encourages fair competition with its competitors and is against wrongfully obtaining or using trade secrets of its competitors. The following guidelines are applied.

- 1) Conduct business under proper competition rules
- 2) Do not wrongfully obtain trade secrets or other confidential information
- 3) Do not sabotage reputation of the competitors through false accusation.
- 4) Promote and support free market and fair trade and do not encourage monopoly or exclusive agreement.
- 5) Encourage collaborations with competitors in the format that benefits the consumers, not for the purpose to monopolize revenue streams or market shares that can result in lower quality of products and services or pricing of products of services that are not in favor of the interest of consumers in general.

3.8) Policies and Guideline towards Society/Community

The Company implemented policies that make it accountable for the economy and the society and commit to good citizenship practices and compliance to applicable laws, rules and regulations. The Company thrives on growing its business while enhancing the quality of the society and community it operates in. Social responsibility is encouraged in every part of the Company from policy/directional level to operational level. The Company truly believes that business conduct with social responsibility is the key driving force for sustainable development of the community and the country.

3.9) Environmental Policy

The Board of Directors has a policy in committing to run the business under good ethics and corporate governance framework together with social and environmental responsibility by integrating those values in the Company's vision, mission, strategy, and corporate goal to pave the way to the Company's sustainable growth. The Company shall respect human rights, treat all employees fairly, treat customer and consumers responsibly, participate in corporate social responsible activities for causes such as environment conservation, religion preservation, natural resource and energy conservation, as well as support educational and social events for the benefits of society and the disadvantaged to ensure their sustainable self-reliance.

Moreover, the Company also run other supporting activities that help promote quality of life, hygiene and environment including safety of life and property in the workplace. The Company also encourages efficient resource utilisation through energy saving measures and recycling/reuse aiming to enhance environmental awareness of the employees in the Company.

The Company has set clear goals and objectives in its environmental management to be applied company-wide. This goal is implemented through the employee training sessions to cultivate a social and environment responsibility mindset on employees of all levels. In addition, the Company also encourages its employees to join corporate social responsible activities.

Policies on Business Ethics

Policies regarding ethical business conducts that promote good corporate governance are summarised below

1) Violation of Human Rights

The Company has set clear policies and practices that offer all stakeholders fairness under applicable rules and regulations related to employees and international basic human rights. This includes no discrimination against birthplace, nationality, age, color, religion, disability, roots, educational institution or other statuses and conditions that are not relevant to their abilities to perform their professional duties. Additionally, respects to individuality and human dignity are rigorously encouraged.

2) Anti-corruption and Bribery Policy

The Company is strongly against all kinds of corruptions and briberies and implemented policies ensuring the compliance to laws and good citizenship for the society and the country of its employees. Besides, the Company encourages its business partners to legally conduct their businesses under shared goals of promoting sustainable social development. In order to show its commitment in anti-corruption initiatives, the Company has set out clear rules and guidelines regarding the matter for the directors and employees to follow and published them on the Company's website.

3) Giving and Acceptance of Gifts

Employees must not solicit gifts, assets or any benefit from constructors, traders, suppliers, investors or any party related to the Company business.

Employees must not give or accept gifts, assets or any benefit that could influence their decision-making except in case of normal gift-giving traditions with reasonable values. Supervisors have the authority to return the gifts if the acceptance is deemed dubious.

4) Donation for Charities

To give back to the society, donations to charitable organisations are permitted either in monetary or other formats. However, employees and/or related departments must provide documents detailing the charity causes to the Managing Director for approval to ensure that the donations will not be used as a means to avoid outright bribery.

Apart from posting policies and guidelines on anti-corruption and bribery on its website, the Company also includes these contents in its new employee orientation program to communicate and reiterate these policies to its executives and employees.

In case of any dubious action that incurs risks of corruption and bribery, ones must notify the authority or send complaints to companysecretary@planbmedia.co.th as a direct channel to high-level concerned persons. The whistleblowers can rest assured that the complaint or tip-off will be kept confidential and anonymous to protect the rights of the complainants. Suitable persons will be appointed to examine and follow up on all cases and the Company will consistently evaluate the potential risks from activities prone to corruption and bribery.

5) Infringement to Intellectual Property Rights or Copyrights

The Company has set out policies that prohibit intellectual property right infringement. All directors, executives and employees must not violate computer software copyrights by downloading and/or installing any software programs that are not undertaken by the Company's IT department. Additionally, regular inspections from the IT department will be conducted to prevent any kind of software copyright infringement. Also, the Company has offered training sessions to educate and train employees at all levels to cultivate a mindset to respect intellectual properties and copyright works and also encourage employees to participate in any related activities for this cause.

6) The Use of Information and Communication Technology

Information security measures and guidelines are implemented to defend valuable or confidential information from intentional or imprudent disclosure to external parties. All confidential or private information and documents are stored and protected in the respective departments' systems. Access is only limited to authorised departments or persons who are a member of working team as a part of access control policy.

Besides, the Company requires its IT department to store applicable user information according to Thailand Computer Crime Act BE2550 and announcements from the Ministry of ICT on rules regarding computer traffic data storage of service providers.

7) Complaint and Whistle Blower

The Company encourages its management and employees to run business on a proper, transparent, fair, and investigable basis. This shall be in compliance with the Company's good corporate governance and ethic framework. To enable this policy, the Company has set out the whistleblower protection procedures.

The Company offers processes or channels for all stakeholders to file their complaints directly to independent members of the Audit Committee as follows:

- 1) By post at Audit Committee, Plan B Media Co., Ltd., 1213/420 Soi Lad Prao 94, Plabpla, Wangthonglang, Bangkok, 10310
- 2) By email at auditcommittee@planbmedia.co.th
- 3) By email at companysecretary@planbmedia.co.th Tel: +66 (0) 2530-8053-6 #108). The Company has a policy to keep information of the Whistleblowers or complainants confidential and to protect such Whistleblowers or complainants against any retaliatory actions.

To guarantee justice and fairness for its employees as a valuable human capital, the Company established channels for the employees to send their complaints as well as informed them of the approaches and procedures. The Company has proper conducts for complaint handling to investigate and find out facts to uphold justice and protect the complainant/whistleblowers or witnesses of unfair relocations/demotions or disciplinary actions. These conducts must be published in writing in Human Resource Management Guidelines and announced to all employees.

In 2016, there was no complaint and the Company has not found any wrongdoings that violate the corporate governance and ethic framework, related laws, and the SEC and SET's regulations.

Whistleblower Protection Procedures

The Board of Directors has set out the Whistleblower protection procedures. The information of the Whistleblowers shall be kept highly confidential. The recipient of such confidential information has responsibility to keep information and evidences related to the complaints, and the information of the whistleblowers strictly confidential. Such confidential information shall not be disclosed to irrelevant parties unless required by laws.

8) Conflict of Interest

The Board of Directors formulated following policies and guidelines to prevent conflict of interest that may occur.

1. To avoid any conflict of interest, the Board of Directors must be prudent in supervising all transactions with potential conflict of interest. Policies and procedures regarding related party transactions must be published in writing in the Delegation of Authority Manual and/or get approvals from shareholders as required by the Stock Exchange of Thailand. Moreover, Arm's Length Basis must be applied in compliance with the Stock Exchange of Thailand's rules that ensure independence and equality of transactions in terms of prices and conditions.
2. In case that the Board of Director is authorised to approve related party transactions, independent directors or the audit committee must attend the meeting of the Board of Directors.
3. The Audit Committee will report to the Board of Directors of transactions with potential conflict of interest including related party transactions on a regular basis while interested persons have no right to vote or approve those transactions.
4. In case that there exist related party transactions that are subject to information disclosure or shareholders' approval according to the Stock Exchange of Thailand, details of the transactions regarding the nature of relationship between related parties, transaction pricing policies, rationales behind the transaction as well as respective comments from the Board of Directors on the transactions must be disclosed to the shareholders

5. In case of related party transaction in the format of financial assistance, the Board of Directors has set out guidelines regarding this kind of transaction in the Delegation of Authority Manual approved by the Board of Directors.
6. The Board of Directors prohibits directors, executives and employees who have inside information from engaging in any purchase/sales of Company's shares during the period of one month prior to the public disclosure of its financial statements.
7. The Board of Directors stipulates that directors, executives and interested persons (as defined by SEC and SET) prepare and submit their conflict of interest reports to the Company and the Company Secretary summarises and presents the report of conflict of interest of directors, executives and interested persons including changes in the reports to the meeting of the Board of Directors on a semi-annual basis.
8. The Board of Directors requires all details of significant related party transactions to be disclosed in the information reports and/or Form 56-1 and annual report. The details must contain lists of names, relationship, type of transaction, conditions, pricing policies, transaction's value, rationales and comments from the Audit Committee and/or the Board of Directors.

9) Anti-Corruption Policy

The Company is committed to conducting business with morals, ethics, transparency and accountability to all stakeholders and emphasising the importance of anti-corruption actions. To ensure that the directors, executives and employees of the Company shall perform their duties with those values, the Company stipulated their business ethics and professional ethics as a part of its Corporate Governance Policy.

Corruption is defined as "an action or inaction that involves the misuse of power/authority including violations of laws, ethics, rules and regulations or Company's policies to seek inappropriate benefits in forms of solicitation, acceptance, proposal, or offer of assets or other benefits from government officials or other parties that conduct business with the Company"

The Company has set clear policies as guidelines for its employees to follow regarding anti-corruption effort as below.

- Directors, executives, employees of the Company are prohibited to undertake or support any kind of corruption and are required to strictly conform to Anti-Corruption measures.
- Directors, executives, employees of the Company have duties to comply with good corporate governance and Anti-Corruption policies. The Board of Directors assigned the Management to announce and implement anti-corruption measures throughout the organization.
- Create organizational culture that values honesty and justice.
- Organize trainings for employees to encourage them to perform their duties with honesty and strictly comply with organization-wide business and ethical conducts under corporate governance policies and anti-corruption policies.
- The Company put in place human resource management processes that reflect its commitment to anti-corruption measures from selection to trainings, performance evaluation, rewards and promotions.
- The Company ensures that its internal control system is adequate to achieve its set goals. Internal audit must be thorough and covers all departments in order to guarantee compliance to rules and regulations as well as to detect errors and weaknesses in order to make recommendations that help improve the efficiency and effectiveness of its operations under good corporate governance policy.
- Cooperate with government in disclosing income statements to National Anti-Corruption Commission (NACC) for all departments that enter contracts with the government.
- Company Secretary and internal audit manager are assigned roles to promote good corporate governance.

Anti-Corruption Procedures

Employees at all levels shall comply with the following anti-corruption conducts.

- Follow the anti-corruption procedures, business codes of conduct and ethics, and the Company's rules by not getting involved directly or indirectly in any mean of corruption.
- Refrain from taking any action that shows intent toward corruption or bribery with stakeholders of the Company on the scope of works under responsibility both directly and indirectly in order for the benefits of the Company, employees or related persons.
- Do not neglect to inform the manager or responsible parties and cooperate in any further investigation when knowing of any actions connected to corruption in the Company.
- When taking any action that is corruption-prone, employees at all level of the Company must follow the following guidelines with care.
 - For gifts, reception and other related expenses, employees must follow the policy as explained in the good corporate governance and business ethics as well as the Company's anti-corruption procedures.
 - For donation for charity purpose, such donation must be under the Company's name to any organization whose mission is for social benefits and such organization must be reliable with proper license. The donation must also be processed with transparency in accordance with the Company's rules, laws, and must be examined and audited to ensure that such donation is not made for a corruption purpose.
 - Sponsorship both by money and assets to any activities or projects must specify the name of the Company. Such sponsorship must have an objective in enhancing business and the Company's image and must be processed with transparency in line with the Company's rules and laws.
 - Any business relationship, any purchase and hiring, and any business communication with the government, private sector counterparty, and any party related to the business operation must be transparent, honest and in accordance with related laws.
 - The Company has a neutral political policy, meaning that all employees have political rights and freedom under laws. However, employees must not take any action or use the Company's resources for the political purpose as such actions may hurt the Company's neutral political policy and can cause harm to the Company for involving in political activities.

Measures and Guidelines

- The Company encourages and support its employees at all levels to realize the importance and have an awareness of anti-corruption efforts by installing the internal control process that can prevent any kind of corruption and bribery.
- The anti-corruption procedures cover human resources management including recruitment, promotion, training, performance evaluation, and remuneration to employees. Managers of all level are responsible for communicating such anti-corruption procedures to their teams to enable them to apply such procedures in business activities under their responsibilities and ensuring that the business operation has been run efficiently and in line with the procedures.
- The Company shall give a fair treatment and protection to employees or any person who acts as a whistle blower for the corruption activities related to the Company and to employees who refrain from getting involved in corruption activities as seen in the Company's whistleblower protection procedures.
- Persons who get involved in corruption is considered to break the work rules and code of conducts in people management and thus shall be considered for stipulated disciplinary punishment as well as legal punishment.
- The Company shall continuously review the measures and guidelines to ensure the relevancy with changes in laws and business environment.

Other than business risk management, the Company has added corruption risk in the overall risk management process, thus corruption risk is required to be determined and examined. In 2016, the Company signed a joint declaration with the Thai Private Sector's Collective Action Coalition for Anti-Corruptions to encourage and push forward a clear and concrete anti-corruption policy.

Section 4 Disclosure of Information and Transparency

The Board of Directors established clear policies to disclose financial and other information related to the Company's business and performance that are correct, complete, adequate, consistent and timely as well as representing its true financial and operational status including its future business trends.

The Board of Directors thrives on ensuring strict compliance with related laws, rules and regulations pertaining to disclosure of information and transparency. The Company shall disclose its information in both Thai and English through various channels including its website, press' channels and distributed media of the Stock Exchange of Thailand so that its investors and other stakeholders can get an easy access to the information. Continuous improvement of information disclosure is expected under the guidelines announced by the Stock Exchange of Thailand and the Securities and Exchange Commission.

Investor Relations

The Company is dedicated to nurturing its relationships with investors as well as maintain information disclosure standards for shareholders and other groups of investors based on equality, consistency, correctness, completeness, thoroughness, transparency and timeliness. Therefore, the Company set up its Investor Relations Department to specifically handle issues regarding the matters.

Investor Relations department directly reports to the Managing Director and acts as a contact point for investors, shareholders, institutional investors and minority shareholders. Meetings are conducted regularly to analyse business performance of the Company while organization and financial information and other general information are disclosed to shareholders, analysts, credit rating agencies and related parties through various channels such as reports to the Stock Exchange of Thailand or the Securities and Exchange Committee and the Company's website. Furthermore, information on the Company's website is posted and updated in both Thai and English on a regular basis ;for example: vision, mission, financial statements, public relations news, annual reports, organisational structure, management structure, shareholding structure and majority shareholders to ensure correct and most current information for investors.

Additionally, the Company focuses on providing financial statements that represent its true financial status and business performance with accuracy, completeness and adequacy under Generally Accepted Accounting Principles (GAAP). The Company will publish information on its directors including roles and responsibilities of the Board of Directors and other sub-committees as well as remunerations of directors and high-level executives in its annual report (Form 56-2) and annual information disclosure form (Form 56-1).

Information will be published and updated in both Thai and English on its website (<http://investor-th.planbmedia.co.th>) on a regular basis. Information on the Company's website shall include but not limited to

- 1) Vision and mission
- 2) Company's business
- 3) Lists of names of the Board of Directors, sub-committees and high-ranked executives
- 4) Financial statements and reports related to financial position and business performance of current year and previous year
- 5) Form 56-1 and downloadable annual reports
- 6) Direct and indirect shareholding structure
- 7) Group of companies' structure including subsidiaries and associated companies
- 8) Direct and indirect majority shareholders who own more than 5% of outstanding shares with voting rights

- 9) Notice of the Annual General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders
- 10) Good corporate governance policy
- 11) Corporate charter or roles and responsibilities, qualifications, and term of office of the Board of Directors, sub-committees including issues that require approvals from the Board of Directors
- 12) Ethics and code of conducts for employees and directors
- 13) Contact information of units or persons responsible for investor's relation such as telephone numbers

In 2016, the Company managed the following contact with related parties to provide Company's information as summarised below:

Activity	Number of Times Per Year
Company Visit	50
Analyst Meeting / Opportunity Day	1
Roadshow	5
Press Release	4

The Company has no record of incidents that it was executed by regulators regarding misconducts in information disclosure.

Board of Directors Report on Financial and Non-Financial Issues

The Board of Directors has a responsibility to disclose both financial and non-financial information with adequacy, credibility and timeliness in order that the shareholders and other stakeholders have an equal access to the information. The Board of Directors must ensure that the information on the Company's website is updated, complete, consistent and current. Contents must be carefully prepared and published in easy-to-understand and concise language as well as in a clear, accurate and transparent manner.

Policy on Disclosure of Public Information

The Company has a policy to disclose important information to the general public ranging from financial position and operating performance, organizational shareholding structure, list of names and biographies of the Board of Directors, sub-committees and management team, risk factors and risk management policies for predictable risks related to both operations and finance, corporate governance structures and policies to roles and responsibilities of the Board of Directors in financial reporting and Audit Committee's report from the Chairman. In addition, important information also covers attendance reports of directors and members of sub-committees, remuneration criteria for the Board of Directors and high-level executives, remuneration for each individual director, information report on the Company's operating performance, related information that can influence prices of the Company's shares or investment decisions or shareholders' interests according to announcements of Stock Exchange of Thailand and other applicable laws, rules and regulations and other required information. The Company shall also make its financial statements and annual reports available in various channels not limited to the Stock Exchange of Thailand's information feeds and its own website. The purpose of this public disclosure is for investors or potential investors to make informed decisions on their investments in the Company.

Section 5 Roles and Responsibilities of the Board of Directors

1) Board of Directors Structure

The Board of Directors holds responsibilities to the shareholders in conducting, supervising and directing business to meet the set goals in the way that optimise shareholders' benefits while keeping the best interest of all stakeholders at heart.

The Board of Directors shall act in compliance with laws, objectives, rules and regulations of the Company as well as resolutions from the shareholders' meeting. The Board of Directors must perform their

duties with honesty and act in good faith for the best interest of the shareholders and other stakeholders in both short and long run. To attain Company's goals, the Board of Directors must make sure vision, mission, goals, policies, directions, strategic plans, work plans, annual budgets of the Company are in place. The Board of Directors shall provide opinions and make decisions regarding the business of the Company as well as monitor and supervise its business to achieve its goals in accordance with the guidelines recommended by the Stock Exchange of Thailand and the Securities and Exchange Commission.

The Board of Directors consists of a 9 members; 3 of which are independent directors and 2 of them are female. There is more than 1 non-executive director who has direct working experience related to the business of the Company. Noted that there is no director or independent directors who holds directorship in more than 5 listed companies to ensure that a director can perform their roles and duties efficiently and that a director can devote sufficient time in performing their roles and duties as the Company's director. In addition, a director should not act as a director of any listed company that may cause a conflict of interest with the Company and the ability to perform a director role and the Directorship in other listed company by executive directors, Chief executive Officer, Managing Director and Top Management no more than 2 directorship positions in publicly listed companies, excluding subsidiaries, affiliates and joint-venture companies of the Company where supervisions is required for the benefit of the Company.

2) Roles and Responsibilities of the Board of Directors

The Board of Directors comprises knowledgeable individuals with expertise and experience in conducting business who are responsible for formulating, setting, and reviewing policies, vision, strategies, goals, missions, business plans and budgets of the Company on a yearly basis. In 2016, the Company reviewed its strategy in the Board of Director's meeting no. 1/2017 on February 15, 2017. The Board of Directors is also responsible in supervising the management team to conduct business efficiently and effectively according to its goals and in compliance with laws, objectives, rules and regulations and resolutions of the shareholders' meeting. The directors must perform their duties with accountability, honesty and prudence in accordance with good conducts in order to add highest economic values to the business and for highest stability to the shareholders.

The number of independent directors must be at least one third of the total number of directors in the Board of Directors and not lower than 3. The Board of Directors consists of 9 members and 3 of which are independent directors. Independent directors must be fully qualified according to related announcements of the Capital Market Supervisory Board and the Stock Exchange of Thailand. In addition, at least half of the number of the Board of Directors must be residents of Thailand.

Each director shall perform his/her duties and maintain their independent discretion in making decisions on various issues as well as questioning, commenting or objecting in case of conflicts pertaining to issues affecting interests of stakeholders without being under influence of any particular party.

Roles and Responsibilities of the Board of Directors

Members of the Board of Directors are required to conform to laws, objectives, rules and regulations of the Company, resolutions of the Board of Directors, resolutions for the shareholders' meetings with and perform their duties with accountability, prudence and honesty.

1. Review and approve visions, business strategies, business direction, goals, guidelines, work plans and budgets of the Company and its subsidiaries as proposed by the management.
2. Supervise overall management and performance of the CEO, management, or any person assigned to perform managerial duties as stipulated by the Board of Directors's policy.
3. Monitor the Company's operating performance constantly and ensure that it is in line with business plan and budgets.
4. Ensure that the Company and its subsidiaries adopt proper and efficient accounting systems including internal control and internal audit systems.
5. Assure that balance sheets and income statements are prepared and complete at the end of accounting year and sign off those financial statements before presenting to shareholders' meetings for approval.

6. Consider and approve selection and nomination of Company's auditor including proper remunerations as proposed by the Audit Committee before presenting to shareholders' meeting for approval
7. Ensure that corporate governance policies under good governance are put in place in writing and applied efficiently throughout the Company to affirm accountability and fairness to all stakeholders.
8. Review and approve qualified individuals whose qualifications abide by Public Company Act BE2535 (and its amendments) and the Securities and Exchange Act BE2535 (and its amendments) including announcements, rules and regulations or procedures related to the appointment in case that a directorship position is vacant due to other causes apart from official end of term. Review and approve directors to replace ones who complete their terms including their remunerations and propose to the shareholders' meetings for approval.
9. Appoint the Audit Committee or any other sub-committees and define their roles and responsibilities of those sub-committees to assist and support the Board of Directors' duties.
10. Identify, authorise and adjust the list of authorised directors who can sign and bind the Company.
11. Review and appoint executives as defined by the Securities and Exchange Committee and the Capital Market Supervisory Board including Company Secretary and determine proper remunerations for those executives.
12. Ask for professional opinions from external organisations when necessary for decision-making purposes.
13. Encourage directors and executives of the Company to participate in various seminars organised by Thai Institute of Directors (IOD) for the curriculum related to roles and responsibilities of directors or executives.

In addition, delegations of roles and responsibilities of the Board of Directors shall not be in the manner that the delegation of authority or granting of sub-power of attorney allows the Board of Directors or its delegates to approve any transaction that they have a conflict of interest with the Company or its subsidiaries or there is personal interest involved (as defined in the announcements of the Securities and Exchange Commission or the Capital Market Supervisory Board) The exception can be made in case of transactions that comply with policies and practices approved by the shareholders' meetings or the Board of Directors.

Scope of Authority and Responsibility of the Chairman of the Board

1. Summon the Board of Director's meetings: The Chairman of the Board or any delegates who are assigned to send a meeting invitation to directors must send the meeting invitation to all directors at least 7 days before the meeting date, except for the case of emergency case. The meeting invitation must include venue, time, and agenda of each meeting.
2. Chair the Board of Director's meeting and shareholder's meeting: Other than acting as a chairman of the meetings, the Chairman must oversee the meetings to ensure that the meetings are conducted in accordance with the Articles of Association of the Company and planned agendas.
3. Cast the vote in the Board of Director's meeting in an event of tie votes.
4. Take any action that laws require such action to be a duty of the Chairman of the Board. Such actions must be in line with the Company's rules and good corporate governance policy.

3) Self-Evaluation of Directors

The Board of Directors shall have the Board Self-Assessment for the board as a committee and as an individual on an annual basis to assess the performance of the Board of Directors and to review and gather opinions on the Company's issues in the past year. Such assessment shall be sent to the Company Secretary who shall later summarize and present the assessment result to the Board of Directors' meeting for further solution and efficiency improvement.

In addition, performance evaluation of the committees will be conducted both as a committee and as an individual director. Criteria, processes and overall evaluation results will be disclosed in the annual report before Corporate Governance Policy part in those 5 sections as mentioned earlier. Performance evaluation form

for individual evaluation is divided into 3 topics as follow (1) structure and qualification of the board member, (2) the Board of Directors' meeting, (3) roles and responsibilities of the Board of Directors.

The Nomination and Remuneration Committee, in charge of the annual performance assessment of the Chief Executive Officer, must forward the assessment outcome to the Board for endorsement. The performance assessment for the Chief Executive Officer has 2 parts as follows;

part 1 - Measurement of Project Progress

part 2 - Performance Achievements

The performance appraisal outcome, dictating the annual pay raise for the Chief Executive Officer, is presented to the Board for further approval.

The reporting of the Sub-Committee Self-Assessment to the Board of Directors shall be on an annual basis to assess the performance of sub-committee as well as to review and gather opinions on the Company's issues in the past year. The summary of the Sub-Committee Self-Assessment shall be used for further solution and efficiency improvement. An individual self-assessment form shall be made in accordance with the charter of such sub-committee and the framework of good corporate governance by the Stock Exchange of Thailand adapted with the Company's structure and business nature.

4) Board of Directors Meeting

The Company has set out the following rules for the meeting of the Board of Directors:

- The Board of Directors shall generally convene at least 6 times in an accounting year in accordance with the meeting calendar scheduled a year in advance. Extra meetings can be arranged if necessary and appropriate. In that case, notifications must be made at least 7 days before the meeting. For all meetings, a quorum is complete when at least half of the directors attend the meeting.
- Agenda must be determined in advance. Company Secretary is assigned to ensure that all directors receive meeting documents at least 5 days before the meeting date that allows them to have enough time to review and consider agenda items in order to comment or vote.
- Chairman of the Board of Directors must allocate sufficient time for the management to present documents or information for discussions and for the Board of Committee to discuss important issues as well as allow and encourage each director to express their opinions before the Chairman summarises all comments from the meeting.
- In deliberating issues and agenda items, directors with potential conflict of interest regarding that particular agenda item have no right to vote and shall not be present in the meeting while that agenda item is being considered.
- In every meeting, minutes of the meeting must be kept in writing and documented after certified by the Board of Directors so that directors and related parties can review if needed.
- In addition, non-executive directors can summon a meeting among themselves as deemed appropriate in order to give opportunities for non-executive directors to discuss common issues without presence of executive directors. In 2016, the Audit Committee had a meeting with the Company's auditor without presence of management on December 15, 2016.

5) Roles and Responsibilities of Other Committees

The Board of Directors appointed a number of directors from the Board of Directors to be members of other committees to perform specific duties under those committees. Each sub-committee will have specific terms of office as the Board of Committee and have roles and responsibilities as assigned by current Board of Directors. The Board of Directors appointed 5 committees consisting of Audit Committee, Nomination and Remuneration Committee, Executive Committee, Risk Management Committee and Corporate Governance Committee

Sub-committees are

- 1) Audit Committee
- 2) Nomination and Remuneration Committee
- 3) Executive Committee
- 4) Risk Management Committee
- 5) Corporate Governance Committee

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 directors, at least one of whom has knowledge and understanding or experience in accounting or finance field sufficient for reviewing a financial statement.

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 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.

In 2016, the Company held a total of 7 Audit Committee's meetings. As of 31 December 2016, the Audit Committee consisted of 3 directors as follow

No	Name	Position	No. of Attendance of the Audit Committee Meeting
1	Pol.Gen. Somchai Vanichsenee	Chairman of the Audit Committee/ Independent Director	7/7
2	Dr. Pennapha Dhanasarnsilp	Member of the Audit Committee/ Independent Director	7/7
3	Mrs. Monluedee Sookpantararat	Member of the Audit Committee/ Independent Director	7/7

Mr. Kasemsan Itthithamwinit was appointed as the Secretary to Audit Committee

Mrs Monluedee Sookpantararat is qualified with her knowledge and experience in accounting and finance to perform an audit role in reviewing credibility of financial statements. Mrs Monluedee is a certified auditor of Thailand, a member of Audit Committee and an independent director for listed companies and held important positions in accounting and finance field in the past.

The Company outsourced P&L Internal Audit Co., Ltd. as the internal auditor of the Company who directly reports to the Audit Committee. Mr. Sakemsarn Itthithamvinij; the Secretary of the Audit Committee, is responsible for coordinating between the Audit Committee and P&L Internal Audit Co., Ltd.

Roles and Responsibilities of the Audit Committee

1. Ensure the accuracy and adequacy of the Company's financial reporting.
2. Foster appropriateness and effectiveness of internal control and internal audit system. Review independence of internal control department as well as approve, appoint or terminate the head of internal audit department and/or hire internal audit companies or other agencies responsible for internal audit of the Company.
3. Verify that the Company conduct its business in compliance with securities and exchange laws, rules and regulations from the Stock Exchange of Thailand as well as other laws related to Company's business.
4. Consider, select, nominate or terminate an independent individual as the auditor for the Company and determine proper remunerations for the auditor as well as attend meetings with the auditor at least once a year without the presence of the management.
5. Review related party transactions or transactions with potential conflict of interest to be in accordance with laws, rules and regulations of the Stock Exchange of Thailand and ensure that those transactions are reasonable and undertaken for the best interest of the Company.
6. Prepare the Audit Committee's reports and publish in the Company's annual reports. The reports must be signed by the Chairman of the Audit Committee and contain the following information.
 - (1) Comments on accuracy, completeness and credibility of financial statements of the Company.
 - (2) Comments on the adequacy of internal control systems of the Company

(3) Comments on compliance to Securities and Exchange laws, rules and regulations of the Stock Exchange of Thailand and other laws related to Company's business.

(4) Comments on the suitability of the auditor

(5) Comments on transactions with potential conflict of interest

(6) Number of meetings of the Audit Committee and attendance of each member.

(7) Comments or overall remarks the Audit Committee received from performing their duties according to the Charter.

(8) Other information that shareholders and general investors should know under roles and responsibilities assigned by the Board of Directors.

7. In performing the duties, the Audit Committee must report the Board of Directors in case of any dubious transaction or activity that can significantly affect the Company's financial status and performance so that actions shall be taken to tackle the problems.

(1) Transactions with conflict of interest

(2) Corruption or irregularities or errors of internal control system

(3) Violations of Securities and Exchange laws, rules and regulations of the Stock Exchange of Thailand and other laws related to Company's business.

If the Board of Directors or executives do not take immediate actions responding to the mentioned cases, a member of the Audit Committee shall report the above incident to the Securities and Exchange Commission or the Stock Exchange of Thailand.

8. Perform the duties as assigned by the Board of Directors with the approval of the Audit Committee.

Nomination and Remuneration Committee

The Company appointed the Nomination and Remuneration Committee consisting of 3 directors as of 31 December 2016 as follows:

No	Name	Position
1	Dr. Pennapha Dhanasarnsilp	Chairman
2	Mrs.Monluedee Sookpantararat	Member
3	Mr. Ekapak Nirapathapongporn	Member

Mr. Kasemsarn Itthithamvinij was appointed as the secretary to the Nomination and Remuneration Committee.

Roles and Responsibilities of Nomination and Remuneration Committee

1. Consider and comment on the structure of the Board of Directors including optimal size and composition of the Board of Directors based on the Company's scale and business strategies compared to the current size and composition on the Board of Directors as well as the independence of each independent director and adjust the composition to align with the Company's strategies.

2. Stipulate procedures for nominations of directors based on the following criteria

- Qualifications of directors that align with the Company's strategies and are in harmony with structure, size and composition of the Board of Directors as mandated by the Board of Directors.

- Suitability of knowledge, experience, expertise and dedication of time including qualifications according to laws or rules and regulations of government authorities.

3. Search for individuals with qualifications according to the criteria

- In case that a director completes his term of office for the Board of Directors to acknowledge and nominate to shareholders' meetings for approval of appointment.

- In case of other reasons of retirement (apart from term of office completion) for the Board of Directors to consider and approve a new director to fill in the vacant director position.

- In case that an additional director has to be appointed corresponding to the structure of the Board of Directors for the Board of Directors to acknowledge and nominate to shareholders' meetings for approval of appointment.

4. Review the appropriateness of structures, amounts, formats, and criteria for both financial and non-financial remunerations of the Chairman of the Board of Directors, directors and other committees by considering the suitability of current criteria compared with remuneration information of other companies in the same industry as well as other comparable listed companies with similar market capitalisation. This is to attract and retain quality directors to be proposed to the Board of Directors to acknowledge for further nomination to shareholders' meetings for approval of appointment.

5. Review evaluation criteria of the Chairman of the Board of Directors and the Managing Director and present the results of the evaluations to the Board of Directors for approval. Propose amounts and formats of remunerations of the Chief Executive Officer and the Executive Director that are consistent with evaluation results to the Board of Directors for approval.

6. Assess the appropriateness and conditions of an offering of shares, warrants and other securities to directors and employees to incentivise them to perform their tasks to create added values to the shareholders in the long run and to retain quality workforce under fair rules to the shareholders.

7. Report performance results to the Board of Directors and/or shareholders' meetings.

8. Perform other tasks related to nomination and remuneration as assigned by the Board of Directors or as mandated by laws or rules and regulations from government authorities.

Executive Committee

The Company scheduled meetings to review its management and performance on a weekly basis. As of 31 December 2016, the Executive Committee consisted of 2 members as below

No.	Name	Position
1	Mr. Palin Lojanakosin	Chairman of Executive Committee
2	Dr. Pinijsorn Luechaikajohnpan	Executive Director

Mr. Prasong Jarungbenjatham was appointed as the secretary to the Executive Committee

Roles and Responsibilities of the Executive Committee

1. The Executive Committee is responsible for undertaking the Company's business to achieve set objectives and goals. The management must be in accordance with policies, rules and regulations or any orders stipulated by the Board of Directors. In addition, the Executive Committee is required to deliberate agenda items/ issues before presenting to the Board of Directors for approval or opinions.

2. Formulate visions, business strategies, directions, goals guidelines, work plans and budgets of the Company and its subsidiaries to present to the Board of Directors for approval.

3. Examine and monitor policy implementation and management practices on various matters to ensure effectiveness as assigned by the Board of Directors.

4. Review and approve special cases or other business as usual or normal operations of the Company under financial limit or annual budget as approved by the Board of Directors. The Executive Committee is entitled to exercise its authority as mandated while any taken action must not incur debts or other obligations with the amount exceeding 25 million baht including project finance loans made with any financial institution.

5. The Executive Committee shall report the following performances to the Board of Directors in specified time periods.

5.1 Performance reports in every quarter within period specified by the Stock Exchange of Thailand.

5.2 Auditor's report on the Company's financial statements including annual and quarterly financial statements in every quarter within period specified by the Stock Exchange of Thailand.

5.3 Other reports as deemed appropriate by the Board of the Directors.

6. For the deliberative assembly of the Executive Committee to consider and take on any authorised execution, a quorum is complete when at least half of the members of the Executive Committee participate.

7. In casting votes, each member of the Executive Committee is entitled to one vote. In case of a tie vote, the Chairman of the Executive Committee has the right to cast a final vote to determine the result.

8. A resolution on an agenda of the Executive Committee meeting is reached when at least 50% of the votes casted are in favour.

9. Meetings of the Executive Committee shall be arranged as necessary and appropriate. A director can call for a special meeting apart from ordinary meetings while other members must be informed of the agendas in advance at a proper period of time that is sufficient for all directors to review those respective agendas.

10. The Executive Committee can appoint a working group and/or a person to review matters presented to the Executive Committee or assist in any task beneficial to its duties or perform any assignments as required by the Executive Committee under the scope of responsibilities of the Executive Committee.

11. The Executive Committee is entitled to authorise and delegate sub power of attorney to any person to perform a specific task on its behalf while the delegation of authority must be under the scope as specified in the power of attorney and/or in compliance with rules, regulations or orders mandated by the Board of Directors. In granting authorities and responsibilities of the Executive Committee to others, it must not be in the way that the Executive Committee or its donees of power of attorney can approve any transaction that has potential conflict of interest or personal interests (as defined in the announcements of the Capital Market Supervisory Board or the Securities and Exchange Commission) with the Company or its subsidiaries.

Corporate Governance Committee

The Board of Directors established the Corporate Governance Committee. As of 31 December 2016, 3 members of the Corporate Governance Committee appointed by the Board of Directors are as listed below.

No	Name	Position
1	Pol. Gen Somchai Vanichsenee	Chairman
2	Mr. Ekapak Nirapathpongporn	Member
3	Dr. Pennapa Dhanasarnsilp	Member

Roles and Responsibilities of the Corporate Governance Committee

1. Consider, determine, review and improve corporate governance policies and business ethics of the Company to be in line with international standards and propose to the Board of Directors for approval as well as ensure strict compliance with corporate governance policies and business ethics of the Company.

2. Consider, determine, review and improve Corporate Social Responsibility (CSR) policies and propose to the Board of Directors for approval as well as ensure compliance to the CSR policies.

3. Consider, determine, review and improve Anti-Corruption and Bribery policies and propose to the Board of Directors for approval as well as ensure compliance to the Anti-Corruption and Bribery policies.

4. Report the performance results to the Board of Directors and/or the shareholders' meetings.

5. Evaluate the performance of the Corporate Governance Committee on an annual basis and report the evaluation results to the Board of Directors.

6. Establish working group to assist in any duty of the Corporate Governance Committee and appoint independent consultants with relevant knowledge and expertise to give advices and recommendations as well as support any duty of the Corporate Governance Committee.

7. Perform duties or undertake responsibilities as assigned by the Board of Directors as well as act in accordance with laws, rules and regulations stipulated by government authorities.

Risk Management Committee

The Company has set up the Risk Management Committee by appointing the following directors from the Board of Directors where at least one director is an independent director as listed below.

No	Name	Position
1	Mrs. Monluedee Sookpantararat	Chairman
2	Dr. Pinijsorn Luechaikajohnpan	Member
3	Mr. Tanet Lojanagosin	Member
4	Mr. Ekapak Nirapathpongporn*	Member

Mr. Kasemsarn Itthithamwinit was appointed as the secretary of the Risk Management Committee.

*The member was appointed a member of the Risk Management Committee effective from 15 December 2016.

Roles and Responsibilities of the Risk Management Committee

1. Formulate and review risk management policies and frameworks.
2. Supervise and promote risk management practices of the organization to be in alignment with business strategies and goals including changing environment.
3. Provide suggestions, monitor, evaluate risk management practices as well as put in place adequate risk management systems throughout the Company.
4. Review risk management reports of the Company and provide comments on possible risks including risk mitigation plan and risk management system development to ensure an effective risk management of the Company.
5. Support all related tasks and executions to meet risk management objectives of the Company.
6. Report risk management performance to the Board of Directors. In case that there is a factor or an incident significantly affecting the business doing of the Company, the Board of Directors must be notified for further deliberation and immediate actions.
7. Perform any duty as assigned by the Board of Directors.

6) Management

The Board of Directors has clearly defined and separated the scopes of authority, roles and responsibilities between the Board of Directors and the Management. In summary, the Board of Directors has an authority to formulate policies and monitor the performance of the Management and the Management is responsible for implementing those policies into practice and reporting the results to the Board of Directors. Chief Executive Officer (CEO) is the highest-ranking person responsible for making managerial decisions. Roles and responsibilities of the CEO can be summarised below.

Roles and Responsibilities of the Chief Executive Officer

1. Supervise overall business operations of the Company to be in accordance with business objectives and as assigned by the Board of Directors.
2. Formulate and execute strategies and business plans and propose to the Board of Directors to attain set goals approved by the Board of Directors
3. Perform duties as assigned that are in line with policies of the Board of Directors.
4. Direct and issue rules, announcements and memos to ensure that policies are strictly followed.
5. Approve transactions and/or grant authorities to a person in dealing with legal obligations for business-as-usual transactions including transactions that the CEO is given the authority from the Board of Directors to act on their behalf. This shall include any transaction that is not directly binding the Company's assets.
6. Cooperate with executives and employees to conform to policies and business directions stipulated by the Board of Directors.
7. Seek new business and investment opportunities that are related to core business of the Company and its subsidiaries to boost revenues for the Company.
8. Review uses of the Company's rights or assets to insure any obligation with persons, companies, stores or financial institutions and present to the Board of Directors for approval.
9. approve payments on normal business expenses according to the approval limit assigned by the Board of Directors.
10. Review and approve investments in financial instruments including securities for the Company's own accounts according to the approval limit assigned by the Board of Directors.
11. Approve investment criteria in expanding business as well as entering a joint venture with other companies and present to the Board of Directors for approval for the next meeting.
12. Endorse significant expenses as specified in the annual expense budget or as approved in principle earlier.
13. Ensure that employees perform their tasks in compliance with policies, rules and regulations as well as good governance.
14. Develop knowledge, skills and competencies of employees to enhance Company's capabilities.
15. Hire consultants to assist in necessary tasks in various areas.
16. Approve related party transactions which are subject to normal trade conditions such as market pricing, normal service fees or general credit terms like normal customers under policies approved by the Board of Directors.
17. Appoint, relocate or terminate employees in management level.
18. Perform duties as assigned by the Board of Directors on a case by case basis. Nevertheless, the Chief Executive Officer has no authority in approving related party transactions where the trade conditions are not normal, acquisitions and disposals of Company's assets and/or transactions that the CEO or other persons have conflict of interest with the Company and its subsidiaries. An exception can be made for transactions with normal trade conditions or practices as approved by the Board of Directors or the shareholders in accordance with applicable rules set by the Stock Exchange of Thailand.

7) Corporate Secretary

Roles and responsibilities of Corporate Secretary are defined based on Public Limited Company Act, Securities and Exchange Act and the Stock Exchange of Thailand's Corporate Governance Principles for Listed Companies. This can be summarised as follows:

- (1) Give advices on laws, rules and regulations related to Board of Directors' undertaking of duties and the Company's business.
- (2) Prepare supporting documents and information for meetings of the Board of Directors as well as shareholders' meetings.

(3) Cooperate and follow up on related parties to ensure that resolutions of the meetings of Board of Directors or the shareholders meetings are carried out properly.

(4) Prepare and store important documents such as registration of Company's directors, notices and minutes of Board of Directors meetings,, annual reports, notices and minutes of shareholders' meetings.

(5) Keep conflict of interest reports as presented by directors or executives.

(6) Prepare data and presentations on the Company's business including other related information for new directors.

(7) Facilitate activities of the Board of Directors or shareholders.

8) Director and Executive Development

The Board of Directors encourages its people who are related to the corporate governance framework of the Company such as director, member of the sub-committee, management, company secretary, investor relation divisions, accounting division, etc. to attend training sessions or activities organized by Thai Institute of Directors (IOD), the Securities and Exchange Commission, the Stock Exchange of Thailand, Thai Listed Companies Association, Thai Investors Association and other professional associations on a regular and continuous basis in order for them to have a continuous learning which would enable them to improve the business operations in a way that shall be beneficial to their role undertaking. The Company shall notify directors and related individual of the training curriculum deemed relevant and beneficial to them to better perform their duties.

In 2016, Pol.Gen. Somchai Vanichsenee as a Chairman of the Board of Directors and independent director attended the Director Sharing Seminar No. 1/2016 under the topic "How the Chairman of the Board as the chair of AGM run an effective meeting" organized by the Stock Exchange of Thailand.

Furthermore, the Company realizes an importance of the orientation program for new directors by conducting an orientation program every time when a new director comes on board. The Company Secretary is responsible for presenting related documents and information that a new director needs to know to perform his/her duties well such as a good corporate governance and business ethics manual, the Articles of Association of the Company, company structure, shareholding structure, operating performance, laws, guidelines, related regulations, board training courses, and other information related to the Company's business to enable a new director to understand the business and operation of the Company.

9) Succession Plan for High-Level Executives

The Board of Directors realizes an importance of an ability to run the Company efficiently, effectively, and continuously which would lead to the Company's sustainable growth and progress. The Company thus has put in place its succession plan for high-level executives with the following objectives.

(1) Replace key positions for seamless operations

(2) Support its business plans related to manpower and workforce planning.

(3) Promote growth in professional career paths and engage employees as the Company put priorities on internal recruitment. The Company identified key positions where succession plans are required based on various factors such as age, experience, knowledge and expertise, past performance etc.

10) Annual Report of the Board of Directors

The Board of Directors is responsible for financial reporting of the Company including financial information appeared in annual reports. The reporting of financial statements must be in accordance with the Generally Accepted Accounting Principles (GAAP) and accounting policies must be carefully selected and consistently applied. Adequate disclosure of important information in the notes to financial statements must be ensured. The Board of Directors authorised the Audit Committee to supervise the quality of financial statements and provide comments to the Board of Directors.

Additionally, the Company also pays attention in supervising related party transactions and internal control as outlined below.

Related Party Transaction

The Company stresses on the transparency of all transactions while they must be for the best interest of the Company. Hence, prevention from transactions with possible conflict of interest, related party transactions or intra-company transaction is so crucial that the Company formulated the following policies.

1. Executives and other employees must strictly conform to the Company's code of conducts and ethics to gain trust among all stakeholders. Compliance information of all employees must be disclosed.
2. Directors and executives must notify the Company of any relationship or related party transaction with potential conflict of interest.
3. Report any related party transaction to the Audit Committee for revisions before proposing to the Board of Directors for approval according to good corporate governance principles as stipulated by the Stock Exchange of Thailand and the Securities and Exchange Commission.

Internal Control

The Board of Directors put in place internal control systems that cover all areas including finance and operations that are in compliance with laws and related rules and regulations. Efficient check and balance mechanism is adopted to protect Company's assets. In addition, delegation of authority and responsibilities of executives and other employees must be clearly defined with sufficient check and balance. Please note that all rules and regulations must be published in writing.

Nomination and Appointment of Director and Top Management

Director

The Board of Directors is composed of at least 5 directors; at least half of all directors must be domiciled in Thailand. The Board member may or may not be a shareholder of the Company. For nominating and appointing directors, the Nomination and Remuneration Committee is responsible for nominating new directors to the Board of Directors and the Board is responsible for appointing or proposing the nomination in the shareholders' meeting for shareholders to vote for the appointment (as the case may be). The criteria in consideration for nominating new directors are the structure of the Board of Directors including appropriate number of directors, board diversity, qualification, knowledge, capability, and experience in media business, missing director skills, profession, specialization, and gender. The nomination process may also start from the list of major shareholders who has business experiences beneficial to the Company. From the process, the Board Skill Matrix shall be developed to determine the qualification of the new board member and the Nomination and Remuneration Committee may nominate new directors from recommendation other directors of the Company, nomination by shareholders, professional search firm, director pool of other organizations, or from other ways as deemed appropriate. Such nominated individual must have qualification according to Public Limited Companies Act, B.E.2535, the Securities and Exchange Act, the Notification of the Office of the Securities and Exchange Commission, the Notification of the Capital Market Supervisory Board as well as related rules and regulations. However, the nomination of new director must be approved by the Board of Directors' meeting and/or shareholders' meeting (as the case may be). Per the company's rules, the shareholders' meeting can approve the appointment of new director using the following rules and procedures.

- (1) A shareholder shall have one vote for each share he holds or represents.
- (2) Each shareholder can use all the voting rights per (1) to elect one individual director or several directors but cannot allocate voting rights unequally for each individual candidate. In the other words, the votes shall not be distributed.
- (3) The candidates shall be ranked in descending order from the highest number of votes received to the lowest and shall be appointed as directors in that order until all of the director positions are filled. If the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the chairman of the meeting shall cast the deciding vote.

At the Annual General Meeting of Shareholders each year, one-third of the total directors must retire from office. If it is not possible to divide the total number of directors evenly by three, the number closest to one-third must retire from the Company. In the first year and second year after the Company became a listed company, the way to determine retiring directors is by drawing lots. For the following years, the length of service on the Board should be considered, so that those who have served longest are most eligible to retire. Nevertheless, a retiring director is eligible for re-election. Other than retiring from completing the directorship term, a director is considered retired from the Board due to:-

- (1) Death
- (2) Resignation
- (3) Lack of qualifications or prohibitions by laws
- (4) The shareholders' meeting votes of no less than 75% of the number of shareholders who are present in the meeting and eligible to vote and holding an aggregate number of shares of no less than half of total number of shares held by all shareholders who are present in the meeting and eligible to vote.
- (5) Retirement order by the court

In addition, the Company set a policy to prohibit its directors from undertaking the same nature of business or any business that may be in competition with the Company's business, or becoming limited partners or partners with unlimited liabilities in partnerships, or undertaking directorship role in any limited company or public companies which undertake the same nature of business or any business that may be in competition with the Company's business unless this is transparently notified in the shareholders' meeting before the voting to appoint such director. Furthermore, directors must notify the Company as soon as possible when knowing of their direct and indirect interests in any contracts that the Company entered or about to enter into and when acquiring or divesting of the shares or debentures of the Company or its subsidiaries.

At least one director must be individual with knowledge and experience in media business with a capability to review the Company's financial statements. In addition, the Company shall consider other qualifications as well such as business experience, specialization in an area related to the business, ethical qualification and etc.

Independent Member of Audit Committee

The Audit Committee comprises at least 3 independent directors who have an office term of 3 years. Criteria and procedures for appointing the member of the Audit Committee shall be in accordance with criteria and procedures for appointing the Company's Board of Directors. The member of the Audit Committee who retires after completing the office term may be re-elected in case that there is a vacancy in the Audit Committee due to causes other than retirement from completing office terms. The Board of Directors shall appoint qualified individual to fill in the vacancy so the Audit Committee can have sufficient number of members as stipulated by the Board of Directors. The replacing member shall have an office term equal to the remaining office term of the member whom he/she replaces.

The Company has a policy to nominate audit committee and independent director in accordance with the Notification of the Office of the Securities and Exchange Commission No. ThorJor.28/2551 re: Application for and Approval of Offer for Sale of Newly Issued Shares dated December 15, 2008 (including any further amendment). The Company's qualifications for audit committee are as follows:

1. Shall not hold shares exceeding 1.0% of the total number of voting shares of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, including shares held by related persons of such independent director.
2. Shall neither be nor have ever been a director with management authority, employee, staff member, advisor who receives a salary or is a controlling person of the Company, its parent company, subsidiary, associate, same-tier subsidiary company, major shareholder or controlling person unless the foregoing status has ended not less than two years prior to the date of becoming a director. Such prohibitions shall not, however, include cases where the independent director previously served as a government officer or an advisor to a government agency which is a major shareholder or controlling person of the Company.

3. Shall not be a person related by blood or legal registration as father, mother, spouse, sibling, or child, including spouse of child of other directors, of an executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary.

4. Shall neither have nor have ever had a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, in a manner that may interfere with his/her independent judgment, and neither is nor has ever been a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of becoming an independent director. The term “business relationship” shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantees, providing assets as collateral, and any other similar actions, which result in the applicant or his/her counterparty being subject to indebtedness payable to the other party in the amount of 3% or more of the net tangible assets of the applicant or 20 Million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions. The consideration of such indebtedness shall include indebtedness incurred during the period of one year prior to the date on which the business relationship with the person commences

5. Shall not be nor have ever been an auditor of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, and not be a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of submission for approval to the Securities and Exchange Commission

6. Shall not be nor have ever been a provider of any professional services including legal advisor or financial advisor who receives service fees exceeding 2 Million Baht per year from the Company, its parent company, subsidiary, associate, major shareholder or controlling person, and not be a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of submission for approval to the Securities and Exchange Commission

7. Shall not be a director appointed as representative of the Board of Directors, major shareholder or shareholder who is related to a major shareholder of the Company.

8. Shall not undertake any business in the same nature and in competition with the business of the Company or its subsidiary, nor be a significant partner in a partnership or director with management authority, employee, staff member or advisor who receives salary or holds shares exceeding 1% of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the Company or its subsidiary.

9. Shall not have any other characteristic that limits his or her ability to express independent opinions regarding the Company's operations.

10. Shall not be a director who is assigned by the Board of Directors to make decisions relating to business operations of the Company, its parent company, subsidiary, associate, same-tier subsidiary, major shareholders, or controlling persons.

11. Shall not be a director of subsidiary or same-tier subsidiary with listed company status.

Currently, the Company has 3 independent directors representing 1 out of 3 of all directors including (1) Pol.Gen. Somchai Vanichsenee, (2) Dr. Pennapa Dhanasarnsilp, (3) Mrs. Monluedee Sookpantarat. These independent directors are independent from major shareholders and management and pass all the qualifications listed above. For the past accounting period, the independent directors neither involved in any business nor provided any professional services to the Company.

In addition, at least one independent director who also undertake audit committee role must have a sufficient understanding of, and experience in, accounting or finance to take a responsibility in reviewing the Company's financial statement. Furthermore, the Company may consider other qualifications including business experience, specialization related to business, and ethical qualification and etc.

Executive Committee

The Board of Directors is responsible for nominating and appointing Executive Committee by considering from the directors and top executives of the Company who are capable of overseeing the general business and management issues of the Company and capable of drawing up corporate policy, strategy, budget, management structure including internal control and corporate performance assessment according to the policy stipulated by the Board of Directors. The Executive Committee comprises at least 3 executive directors.

Oversight of Company's Subsidiaries and Associates

The Board of Directors has set forth mechanisms for overseeing and monitoring the management and operations of Company's subsidiaries and associates to protect the Company's investment as follows.

1) Placing the Company's representative on the Board of subsidiaries

The Company has placed its representative on the board of the subsidiaries with details shown in the following table.

Subsidiary	Mr. Palin Lojanagosin	Mr. Pinijsorn Luechaikajohnpan
Verisign Co., Ltd.	Director	Director
Ads Cuisine Co., Ltd.	Director	Director
Master Standard Display Co., Ltd.	Director	Director
The One Plus Co., Ltd.	Director	Director
Mercy Plus Co., Ltd.	Director	Director
Maxview Media Group Co., Ltd.	Director	Director
Triple Play Co., Ltd.	Director	Director
Tuna Advertising Co., Ltd.	Director	Director
Plan B Malaysia SDN BHD	Director	Director
Plan B Eleven Co., Ltd.	Director	Director
Bright Sky Media Co., Ltd.	Director	Director

2) Mechanism for Overseeing Subsidiaries

The Company has empowered the Company's representative in the subsidiaries to oversee the subsidiaries' businesses to ensure subsidiaries' policies are in line with the Company's policies. Also, the Company's representatives must ensure that proper rules and procedures for connected transactions, disposal or acquisition of assets; or any other significant transactions of subsidiaries are completely and accurately stated in the Articles of Associations of the subsidiaries. Disclosure policies and procedures of the subsidiaries must be in line with the Company's ones and its information management and accounting records must allow the Company to review and gather information for developing consolidated financial statements in a timely manner.

Internal Information Management

The Board of Directors highly values the importance of good governance and to ensure the transparency and the prevention of misuse of internal information which has not yet publicly disclosed, the Company has set out the internal information policy as follows.

1. The Company shall provide training sessions to directors, executives as well as management-level

employees in the accounting and finance division who have higher or equal to division head position or equivalent to educate them about their responsibilities to develop and submit the reports of securities holding in the Company under their names, names of their spouse, and names of their children who are minors to the Securities and Exchange Commission pursuant to Section 59 and the penalty provision per Section 275 of Securities and Exchange Act B.E. 2535.

2. It is stipulated that directors and executives including management-level employees in the accounting and finance division who have higher or equal to division head position or equivalent report their securities holding and the holding of their spouse and minor children in a report format to the Company Secretary who is responsible for gathering and summarizing the securities holding reports and the change in securities holding reports, and then presenting to the Board of Directors before submitting to the Securities and Exchange Commission. The securities holding reports must be submitted within 30 days from the date of appointment as director or executives. For the change in securities holding reports, it must be submitted within 3 business days from the date of purchase, sales, transfer, and receiving a transfer of securities.

3. It is stipulated that directors, executives including management-level employees in the accounting and finance division who have higher or equal to division head position or equivalent and involved operation officers who receive material inside information which may affect the stock price refrain from trading the Company's securities from the period before the disclosure of financial statements or the Company's financial and operating status to the public until the period after such information become public information. The Company shall notify directors, executives including management-level employees in the accounting and finance division who have higher or equal to division head position or equivalent in written that they need to refrain from trading the Company's securities at least 30 days in advance before the disclosure of material information to the public. Also, those related to inside information should wait at least 24 hours after the information of the Company has disclosed to the public before they can trade the Company's securities and must not disclose such information to anyone.

4. The penalties for the misuse of inside information are regarded as a disciplinary offense under the regulations of the Company and the Company will consider sanctions as appropriate such as written warning, compensation reduction, work break without compensation, and dismissal or removal depending on the case of violation.

Auditor Professional Fee

The 2016 annual Shareholders' Meeting dated April 21, 2016 has a resolution to approve an auditor professional fee for 2016 totaling THB 3,106,000. The Company and its subsidiaries had paid the audit and review fee on its financial statements for the year ended December 31, 2016 to EY Company Limited totaling THB 3,796,000. The auditor has no other business relationship or interests with the Company and its subsidiaries in other aspects except an audit service.

Other Service Fee

-None-