



Major Cineplex Group Public Company Limited

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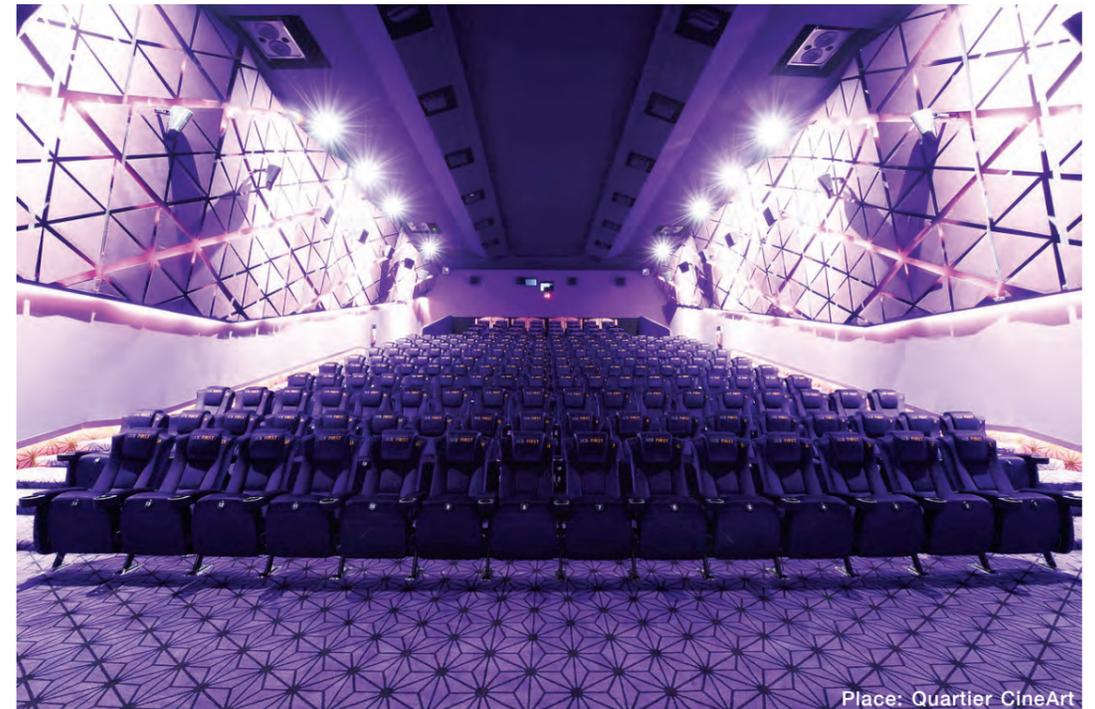
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<http://www.majorcineplex.com>



Major Cineplex Group Public Company Limited

ANNUAL REPORT 2015



SHARING THE WORLD'S BEST
ENTERTAINMENT DREAMS



LIFESTYLE
entertainment



Financial Highlights

As of December 31	*2013	2014	2015
Revenue (Bt.million)	7,713	8,623	8,580
EBITDA (Bt.million)	2,161	2,343	2,544
Net profit (Bt.million)	1,052	1,086	1,171
EBITDA margin (%)	28	27	30
Net margin (%)	14	13	14
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Total assets (Bt.million)	13,630	13,932	14,246
Total liabilities (Bt.million)	7,530	7,546	7,598
Total equity (Bt.million)	6,099	6,387	6,648
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Number of shares (million)	887.6	890.1	892.5
Book value (Bt.)	6.87	7.18	7.45
Earnings per share (Bt.)	1.18	1.22	1.31
Dividend per share (Bt.)	1.00	1.05	1.15
Dividend payout (%)	**85	86	88
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Net interest-bearing D/E	0.70	0.62	0.65
Return on assets (%)	8	8	8
Return on equity (%)	17	17	18

*Revised accounting policies for accounting standard NO.TAS12 : Deferred Tax

**Dividend payout before revised accounting policies



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Milestone

In 2015, Major continued impressive growth.

April 2015

- Opening of Quatier CineArt at EmQuartier shopping mall, located on Sukhumvit Road, with 8 theaters (Include Imax screen, 4DX system and Screen X). Furthermore, it is Thailand's (and indeed Southeast Asia's) first Screen X theatre, with a futuristic technology developed by CJ CGV, which uses innovative multi-projection in a three-screens configuration at the front and the two side walls of an auditorium with nine sophisticated projectors and Dolby Atmos sound system.
- Opening of EGV Cinema at Nakhonsrithammarat with 4 theaters.

May 2015

- Opening of Major Cineplex at Central Rayong with 8 theaters.
- Opening of Major Cineplex at Big C Nan with 2 theaters.

July 2015

- Opening of EGV Cinema at Big C Udonthani with 4 theaters.
- Opening of Major Cineplex at Sahathai Suratthani with 7 theaters.

August 2015

- Major Holding International Co., Ltd. coordinated with Platinum Cineplex Co., Ltd. "Major Platinum Cineplex", opened with 5 theaters at Vientiane Center, located at the center of Vientiane Capital in Laos. Major Holding holds 60% and Platinum Cineplex holds 40%.
- Opening of EGV Cinema at Lotus Suratthani with 6 theaters.
- M Pictures Entertainment Public Company Ltd., company's subsidiary invested 40,000 shares with 1.77 million baht in MVP M-Pictures Film Distribution (Laos) Co., Ltd. The company has acquisition and distribution film rights business in Laos. The Company holds 36.98%.
- Opening of Westgate Cineplex at Central Plaza WestGate Bangyai with 12 theaters. (Include 4DX system and IMAX screens)

October 2015

- Opening of Major Cineplex at Central Samui with 3 theaters.
- Opening of Major Cineplex at Lotus Khonkaen with 5 theaters.
- Opening of Promenade Cineplex with 8 theaters (Include 4DX system).

November 2015

- Opening of Eastville Cineplex at Central Festival EastVille with 8 theaters (Include 4DX system).

December 2015

- Opening of Diana Cineplex at Hatyai with 5 theaters.





Message from Chairman of the Board of Directors Somchainuk Engtrakul

2015 was another challenging year for business operation of the private sector in Thailand. However, Major Cineplex Group Public Company Limited, when compared to many other companies, has strong potential to drive further with its obvious progress, while the core business also demonstrated strength from the 2015 operation result.

The Company remained committed to creating and promoting the growth of industry. It had restructured its business to achieve maximum efficiency and invest continually to expand its network of modern and comprehensive entertainment centers so as to lay a solid foundation for future growth. Meanwhile, the Company also strives to maintain and manage financial status prudently along with looking for opportunities to add value to the Company. Moreover, the Company encouraged the film industry to grow by expanding its theatre branches nationwide including the CLMV countries. It also pushed the film industry to reach international standards and be able to expand markets in overseas. This was a strategic development for the industry to grow in a holistic view.

Over the last several years, advertising business of the Company has grown continually coupled with the growth of market share of cinema advertising. It has become an important part of the Company's profits due to revenue being generated

by existing assets such as cinema advertising and so on. In the meantime, the Company has also implemented sales of advertising media in various ways. This allows a wider customer base, and several kinds of media can reach consumers well. The Company is then confident that its advertising business can generate increasing revenue in 2016 and in the following years as well.

On behalf of the management of Major Cineplex Group Company Limited, I would like to express our gratitude to service users, employees, shareholders, business partners and stakeholders for trust and support in all aspects. I appreciate the confidence that you grant to us and believe that this success still continues in the coming years.

Best regards,

Somchainuk Engtrakul
Chairman of the Board of Directors

Message from
**Chairman of the
 Executive Committee
 & CEO**
Vicha Poolvaraluk



In 2015 Thailand faced sluggish economic condition attributed to several negative factors i.e. volatile and slowing global economies, declining oil prices with direct repercussion on consumers' confidence and their buying behavior. It was a challenging year that tested the management capability for all business operators in Thailand.

The company's results in the past 5 years show continuous revenue growth. In 2015 it invested in the opening of 5 theaters in Lao PDR following similar investments in Cambodia in 2014. The company remains focused to expand theatres to cover the whole of Thailand and CLMV in order to reach strategic locations while expanding the market and customer base within Thailand and overseas.

In 2016, the company will continue to follow the Vision 2020 path by expanding the number of theatres of between 80-200 locations including modernizing the existing ones with the main emphasis in meeting the needs and satisfaction of consumers whilst creating the Movie Experience to support the cinema industry as a whole and ensure sustainable growth in the future. This effort shall include bringing in new technology and innovation for the experience of Thai consumers before anyone else under the best services e.g. the theatre's sight and sound system and the development of automatic ticketing system to be more suited for the purpose.

We are determined to make further refinements to our theatres to have the best quality for our customers by capitalizing on our vision, dedication and readiness in all aspects of the operations to develop our overseas theatres and the distribution of Thai movies across CLMV in line with our aspiration to become the leading player in the theatre business and the leader in lifestyle entertainment.

In conclusion, in my capacity as the managing director, I would like to thank the management team, the staff of Major Cineplex group for their utmost dedication in carrying out their duty under sound business principle and to thank the shareholders, business partners and supporters who have unfailingly given their trust and support to the company in running the business and I truly hope that everyone will step ahead stably together with the company into the future.

Best regards,

Vicha Poolvaraluk
Chairman of the Executive Committee

Report of the Audit Committee

Over the past 2015, the Audit Committee of Major Cineplex Group Public Company Limited is comprised of three independent directors. The Audit Committee is empowered by the Board of Directors.

The Audit Committee has duty which delegated by the Board of Directors to examine financial information and plan, also investigate related transactions which having conflict of interest. The Committee pursues and promotes good corporate governance by actively creating awareness and providing advice to management on sound risk management and internal control practices.

For the fiscal year 2015, the Audit Committee held nine meetings. In such meetings, the Committee met management, internal auditor and external auditor, in which one meeting met auditor without executive management.

In such meetings, the Audit Committee met independently with the management, the internal and external auditors of the Company, conducted reviews and evaluations of accounting policies, the procedures relative to the accounting policies, the internal control assessment, and the audit plan. The Audit Committee also verified and accepted every quarterly financial statements and provided assessments and recommendations to the Board of Directors. Where weaknesses were identified in internal controls, corrective action plans were established to eliminate or reduce the associated risks.

The Internal Auditor serves to identify and verify business risks and control weaknesses within the Company by carrying out audit activities systematically. The reports on compliance with good internal control practices and procedures with recommendations were discussed with the relevant management team to incorporate their agreed action plans and submitted to the Audit Committee. Furthermore, the Internal Auditor has held regular meetings with the Audit Committee to give updates on audit results. The Audit Committee is fully committed to ensure that both corrective and preventive actions are taken in an effective and timely manner.

The Audit Committee provided the following opinions:

1. The Company's 2015 financial reports are accurate, complete and reliable.
2. The Company's assets are safeguarded, proper accounting records are maintained, and resources are utilized effectively and efficiently.
3. The Company complied with the securities laws, the Exchange's regulations, and other laws relating to the Company's business.
4. Mr. Pisit Thangtanagul of PricewaterhouseCoopers ABAS, the Company's auditor, is suitable and provided appropriate services.
5. The related transactions arising in 2015 were rational and made for the optimal benefits of the Company.

Accordingly, the Audit Committee has recommended to the Board of Directors that Mr. Phai boon Tunkul Certified Public Accountant No.4298, Mr. Kajornkiet Aroonpirodjanakul Certified Public Accountant No.3445 Mr. Boonlert Kamolchanokkul Certified Public Accountant No.5339 and Mr. Chanchai Chairpravit Certified Public Accountant No. 3760 of PricewaterhouseCoopers ABAS Company Limited, be appointed as the Company's auditor for the fiscal year ending 31 December 2016. The appointment of the auditor and acceptance of its fees will be subjected to the approval of the shareholders at the Annual General Meeting to be held on 5 April 2016.



(Chai Jroongtanapibarn)

Chairman of the Audit Committee

17 February 2016

Responsibility Statement of the Board of Directors to the Financial Statement

The Board of directors is responsible for the company and consolidated financial statements as well as financial information as publicized in annual report. The financial statements are prepared according to generally accepted accounting standard in Thailand which applied appropriate policy, consistent practice with careful consideration and best estimation as well as enough disclosure of information in the notes to financial statement. Moreover, the Board of directors has provided and maintained efficient internal control system to ensure that accounting records are accurate, complete and adequate to preserve assets and prevent fraud or materially irregular operations.

Also, the Board of directors has appointed audit committees who are independent directors and not be a part of management team to take responsibility of financial statements, internal control system and to ensure and opine over related and conflict of interests transactions that are accurate and complete. The audit committee's opinion has been shown in the audit committee report in this annual report.

The Board of directors believes that the company's internal control system is sufficient and be able to ensure that the company and consolidated financial statements as of December 31, 2015 are reasonably trusted.



(Mr. Somjainuk Engtrakul)
Chairman of the Board




(Mr. Vicha Poolvaraluk)
Chairman

Directors & Management Team



Mr. Somchainuk Engtrakul Age 71
Chairman of the Board of Directors

Education

- Ph.D (Honorary Degree) in Public Administration, Sripatham University
- Bachelor of Laws, Sripatham University
- B.A.(Economics), UPSALA COLLEGE NEW JERSEY, U.S.A.

Experience

- 2004-Present : Chairman of the Board of Directors, Major Cineplex Group Plc.
- 2000-2004 : Permanent Secretary, Ministry of Finance
- 1997-2000 : Director-General, The Customs Department, Ministry of Finance

- 1996-1997 : Director-General, The Excise Department, Ministry of Finance

Other Positions

- Chairman, Dhipaya Insurance Public Company Limited
- Chairman, Vejthani Public Company Limited
- Chairman, Nok Airlines Public Company Limited
- Chairman, Energy Absolute PCL
- Director, Siam Piwat Company Limited

Director Training Program

from the Thai Institute of Directors (IOD)

- RCP - Role of the Chairman Program
- DAP - Director Accreditation Program



Mr. Vicha Poolvaraluk Age 52
Director, Chairman of Executive Committee
% of Shareholding 32.93%

Education

- Master Degree of Business Administration, United States International University of San Diego, U.S.A.
- Bachelor Degree of Business Administration, Chulalongkorn University

Experience

- 1995-Present : Chairman of Executive Committee, Major Cineplex Group Plc.
- 2012-Present : Chairman of Executive Committee, Major Care Foundation
- 2003-Present : Director, Siam Future Development Plc.

Other Positions

- Director, Member Activities, Chulalongkorn University Alumni Association

Director Training Program

from the Thai Institute of Directors (IOD)

- DCP - Director Certification Program



Mrs. Paradee Poolvaraluk Age 54
Director and Executive Director
% of Shareholding 2.06%

Relationship with Management

- Chairman's spouse

Education

- Master Degree of Business Administration, United States International University of San Diego, U.S.A.
- Bachelor Degree of Business Administration, Chulalongkorn University

Experience

- 1998-Present : Director and Executive Director, Major Cineplex Group Plc.



Mr. Verawat Ongvasith Age 45
Director and Executive Director
% of Shareholding 0.13%

Relationship with Management

- Younger brother of the Chairman's spouse

Education

- Master Degree of Business Administration, Boston University of San Diego, U.S.A.
- Bachelor Degree of Business Administration, Chulalongkorn University

Experience

- 2002-Present : Director and Executive Director, Major Cineplex Group Plc.

- 2003-Present : Director, Siam Future Development Plc.

Other Positions

- Chairman of Executive Committee, Sofitel So Bangkok Hotel
- Chairman of Executive Committee, Veranda Resort and Spa
- Chairman of Executive Committee, Vivat Construction Co.,Ltd.

Director Training Program

from the Thai Institute of Directors (IOD)

- DAP - Director Accreditation Program



Mr. Chai Jroongtanapibarn Age 61

**Independent Director
and Chairman of Audit Committee**

% of Shareholding 0.08%

Education

- Master Degree of Accounting, Thammasart University
- Bachelor Degree of Accounting, Chulalongkorn University

Experience

- 2002-Present : Independent Director and Chairman of Audit Committee, Major Cineplex Group Plc.
- 1980-1997 : Executive Director & Chief Finance Officer, The Minor Group

Other Positions

- Chairman of Audit Committee, Team Precision Plc.
- Chairman of Audit Committee, Thai Metal Trade Plc.
- Director, Siam Future Development Plc.
- Audit Committee, Oishi Group Plc.
- Audit Committee, Siam Food Plc.

Director Training Program

from the Thai Institute of Directors (IOD)

- ACP – Audit Committee Program
- DCP – Director Certification Program



Mr. Vallop Tangtrongjit Age 64

Independent Director and Audit Committee

% of Shareholding 0.01%

Education

- Master Degree of Business Administration, Chapman University, U.S.A.
- Bachelor Degree of Business Administration, San Diego University, U.S.A.

Experience

- 2002-Present : Independent Director and Audit Committee, Major Cineplex Group Plc.
- 1995-1997 : Co-Ordinator, Regency Co.,Ltd.
- 1983-1995 : Manager, Wellcom Co.,Ltd.
- 1977-1983 : Project Co-Ordinator, Vivat Construction Ltd.

Other Positions

- Managing Director, Potara Co., Ltd.

Director Training Program

from the Thai Institute of Directors (IOD)

- FSD - Financial Statement for Director
- DCP - Director Certification Program
- DAP - Director Accreditation Program
- FND - Finance for Non - Finance Directors



Mr. Kraithip Krairiksh Age 61

Independent Director and Audit Committee

Education

- Master of Arts in Economics , Northeastern University U.S.A.
- Bachelor of Arts in Economics , Tufts University U.S.A.

Experience

- 2015 - Present : Independent Director and Audit Committee, Major Cineplex Group Plc.
- 2004 - 2008 : Chief Operating Officer ,TMB Bank Plc.
- 1978 - 2004 : Managing Director (the last position), The Industrial Finance Corporation of Thailand

Other Positions

- Chairman of Directors , Pace Development Corporation Plc.
- Chairman of Directors , KT ZMICO Securities Co.,Ltd.
- Audit Committee, Vanachai Group Plc.
- Audit Committee, Samitivej Plc.

- Director, Krungthep Tanakom Co.,Ltd.
- Director, Capital Market Development Fund Foundation
- Director, Affairs promotion of The Royal Cadet Academy
- Chairman of director, Bangkok Metropolitan Administration's Weekend Market

Director Training Program

from the Thai Institute of Directors (IOD)

- Corporate Governance for Capital Market Intermediaries 3/2015, Thai Institute of Directors (IOD)
- DAP – Director Accreditation Program Thai Institute of Directors (IOD)
- The Urban Development & Administration Training Course for The Executive Administrator (BMA.1), Urban Green Development Institute
- Diploma, National Defence College, The Joint State - Private Sector Course Class.16, The National Defence College (NDC)



Pol. Sub. Lt. Kriengsak Lohachala Age 73

Director

Education

- Doctor of Public Administration, Ramkhamhaeng University
- Master of Public Administration, Kent State University, U.S.A.
- Bachelor of Laws, Thammasat University

Experience

- Present : Director, Major Cineplex Group Plc.
- 2012-Present : Chairman of the Advisory, Major Care Foundation
- 2000-2002 : Permanent Secretary, Bangkok Governor
- 1990–2000 : Deputy Permanent Secretary, Bangkok Governor

Other Positions

- Consultant, Bureau of the Crown Property
- Chairman of the board, MASTER AD Plc.
- Member, Rajaprajnugroh Foundation under the Royal Patronage
- Member, Ruk Muangthai Foundation
- Independent Director and Audit Committee, Pricha Group Plc.

Director Training Program

from the Thai Institute of Directors (IOD)

- DAP - Director Accreditation Program



Mr. Wichai Poolworaluk Age 53

Director

% of Shareholding 0.32%

Relationship with Management

- Cousin of Chairman

Education

- Bachelor Degree of Economics, Thammasat University
- Modern Managers Program (MMP) class10, Faculty of Commercial and Accountancy, Chulalongkorn University
- Program Executives Capital Market Academy (CMA.) Class.1

Experience

- 2005-Present : Director, Major Cineplex Group Plc.
- 2006- Present : President, Worulak Property Company Limited

- 2007-2013 : Chairman of the Board, International Research Corporation Public Company Limited (IRCP)
- 2005-2009 : President, Thai Investors Association (TIA)
- 1993-2004 : Director & Chairman of the board, EGV Entertainment Plc. (EGV)

Other Positions

- Sub-committee for Construction of SET, The Stock Exchange of Thailand (SET)
- Committee Member, Thammasat Economics Association

Director Training Program

from the Thai Institute of Directors (IOD)

- DCP - Director Certification Program



Dr. Satian Pooprasert Age 63

Independent Director

Education

- Bachelor of Medicine, Faculty of Medicine, Ramathibodi Hospital, Mahidol University
- Top Executive Program in Commerce and Trade (TEPCoT) Class.5, Commerce Academy
- Cambridge-Thammasat Executive Education Program, United Kingdom Class.1
- Program Executives Capital Market Academy (CMA.) Class.5
- Diploma, National Defence College, The Joint State - Private Sector Course Class.14

Experience

- 2012-Present : Independent Director, Major Cineplex Group Plc.

- 2005-2006 : Member of Board of Directors, Thailand Center of Excellence for Life Sciences
- 2004-2006 : Member of Board of Directors of Metropolitan Electricity Authority

Other Positions

- 2011-Present : Directors of The Foundation of International Education (FIE), NIST International School
- 2003-Present : Managing Director / CEO, Praram 9 Hospital
- 1995-Present : Executive of Directors, Rely (Thailand) Co., Ltd.
- 1992-Present : Member of Board of Directors, Praram 9 Hospital

Director Training Program

from the Thai Institute of Directors (IOD)

- DCP - Director Certification Program



Mr. Thanakorn Puriwekin Age 59

Director and Chief Films Officer

% of Shareholding 0.05%

Education

- Master Degree of Business Administration, United States International University of San Diego, U.S.A.
- Bachelor Degree of Business Administration, Bangkok University

Experience

- 1995-Present : Director and Chief Films Officer, Major Cineplex Group Plc.

Other Positions

- Director, Chief Executive Officer, M Pictures Entertainment Plc.

Director Training Program

from the Thai Institute of Directors (IOD)

- DAP - Director Accreditation Program



Mr. Kitikorn Poomsawang Age 61

Chief Construction Officer

Education

- Thonburi Commercial Collage

Experience

- 2013-Present : Chief Construction Officer, Major Cineplex Group Plc.

- 1990 - 1995 : Administration Dept. Manager, Welco Department Store
- 1978 - 1990 : Assistance Branch Manager, First Bangkok City Bank



Mrs. Jinda Wantanahatai Age 52

Chief Retails Officer

% of Shareholding 0.01%

Education

- Bachelor Degree of Arts, Chandrakasem Rajabhat University

Experience

- 2008-Present : Chief Retails Business, Major Cineplex Group Plc.
- 2006 – 2008 : Director of Retails Business, Major Cineplex Group Plc.

- 1995 – 2006 : Retail Sale Manager, Major Cineplex Group Plc.
- 1993 – 1995 : Marketing Manager, The Mall Group Co.,Ltd.
- 1990 – 1992 : Sales Manager, AG Wilkinson Property
- 1982 - 1989 : Sales Manager, Dynasty Agency



Mr. Niti Pattanapakdee Age 49

Chief Media Officer

% of Shareholding 0.01%

Education

- Bachelor Degree of Business Administration, Department of Advertising and Public Relations, Ramkhamhaeng University

Experience

- 2013 - Present : Chief Media Officer, Major Cineplex Group Plc.
- 2003 – 2013 : General Manager, Major Cineplex Group Plc.

- 1999 – 2003 : Vice President, Nation Multimedia Group Plc.
- 1996 – 1999 : Managing Director, Creative Syndicate Co.,Ltd.
- 1990 – 1996 : Senior Sales Manager, Nation Multimedia Group Plc.

Other Positions

- Director, Thai Ticket Major Co.,Ltd.



Mr. Apichart Kongchai Age 49

Chief Cinema Officer

% of Shareholding 0.01%

Education

- MBA, Concentration Hotel & Restaurant Management, New Haven University CT, U.S.A.
- Bachelor of Science Sociology and anthropology, Chiangmai University

Experience

- 2013 - Present : Chief Cinema Officer, Major Cineplex Group Plc.

- 2009 – 2013 : Director, Major Cineplex Group Plc.
- 2008 – 2009 : Asst. Director, Major Cineplex Group Plc.
- 2002 – 2008 : General Manager, Major Cineplex Group Plc.
- 1994 – 2002 : General Marketing Manager, OGC Group Co.,Ltd.
- 1992 – 1994 : Resident Manager, Centre Point Q-House Public Company



Ms. Thitapat Issarapornpat Age 47

Chief Finance Officer/Company secretary

Education

- Master of Business Administration, Chulalongkorn University
- Bachelor of Business Administration, Major in Accounting, Ramkhamhaeng University

Experience

- 2013 - Present : Chief Finance Officer, Major Cineplex Group Plc.
- 2012 - Present : Director/ Treasurer of Major Care Foundation
- 2009 – 2013 : Head of Accounting & Finance/Company Secretary, Major Cineplex Group Plc.

- 1991 – 2009 : Accounting Manager, Wiik & Hoeglund Public Co., Ltd.

Other Positions

- Director, EGV Entertainment Plc. and subsidiaries company
- Director, Siam Future Development Plc.
- Director, Thai Ticket Major Co., Ltd.
- Director, M Pictures Entertainment Plc.
- Director, Talent One Co., Ltd.
- Director, K Arena Co., Ltd.



Ms. Sudaporn Trongpanich Age 41

Chief Technology Officer

% of Shareholding 0.01%

Education

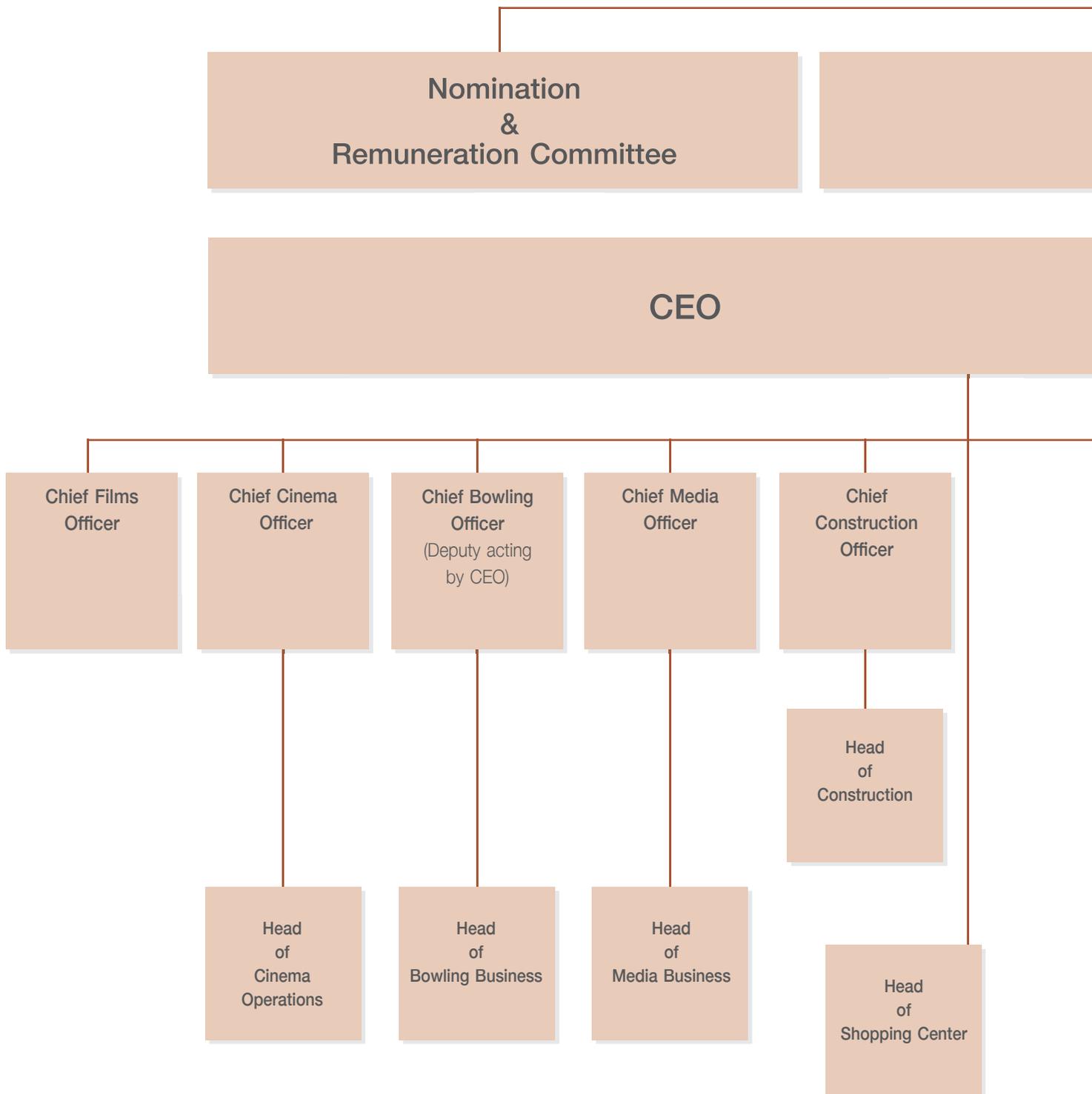
- Master of Science(Economics), Kasetsart University
- Bachelor Degree of Business Administration (Business Computer), Siam University

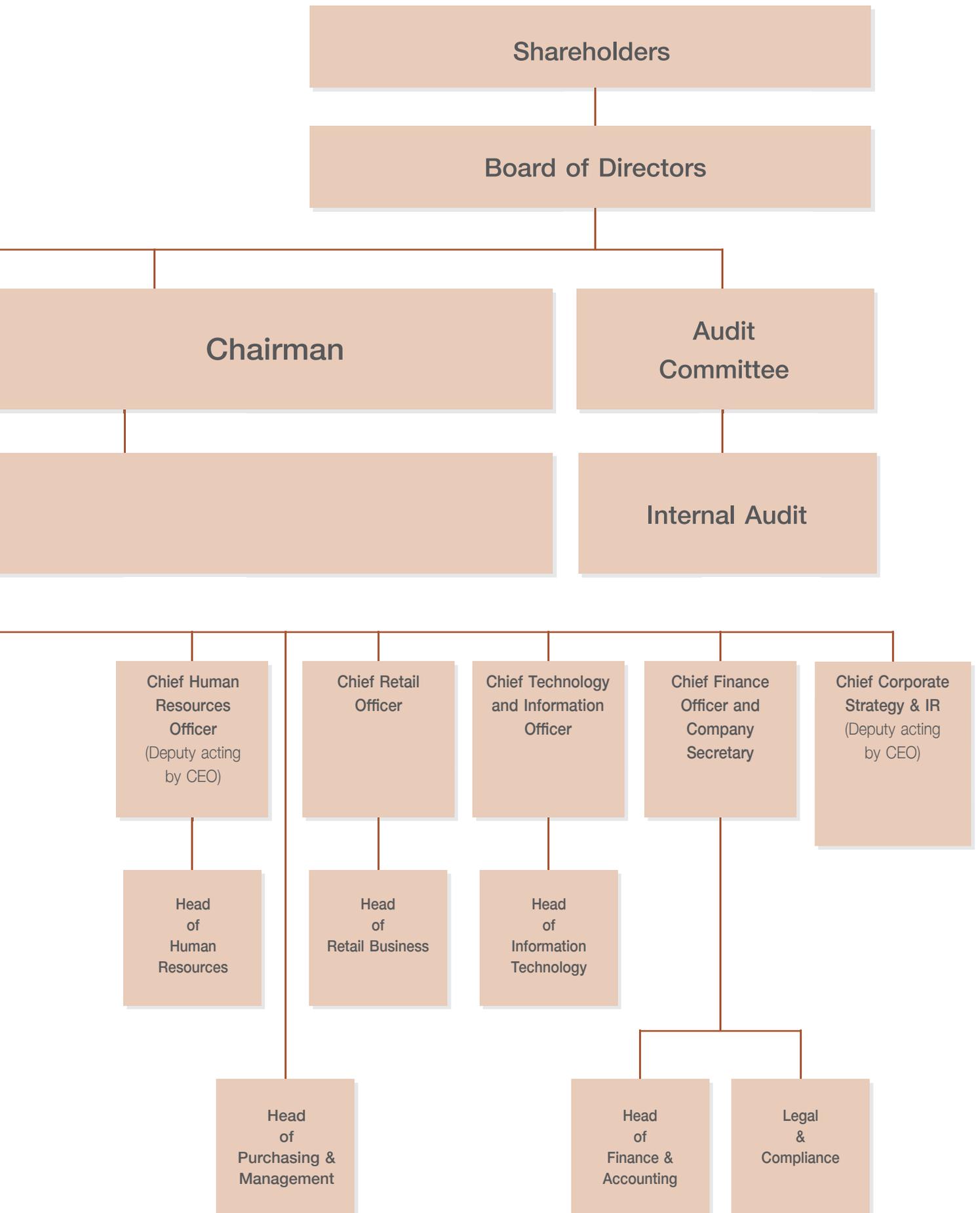
Experience

- 2013 - Present : Chief Technology Officer, Major Cineplex Group Plc.
- 2011 – 2013 : Head of IT, Major Cineplex Group Plc.
- 2008 – 2011 : IT Department Manager, Major Cineplex Group Plc.
- 1999 – 2008 : IT Application Development-Manager (VP), TISCO Information Technology Co.Ltd.

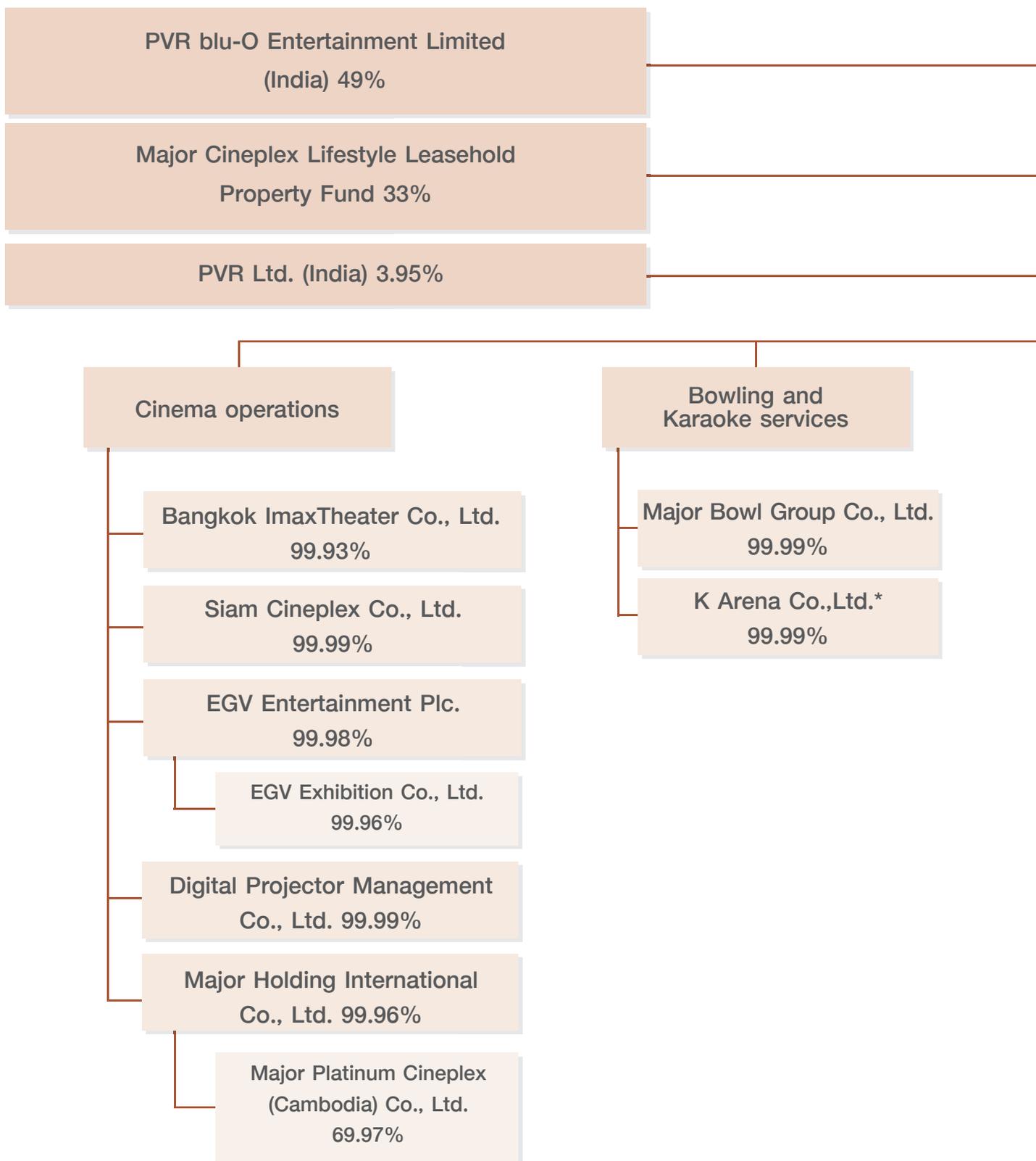
Organization Chart

Major Cineplex Group Plc.



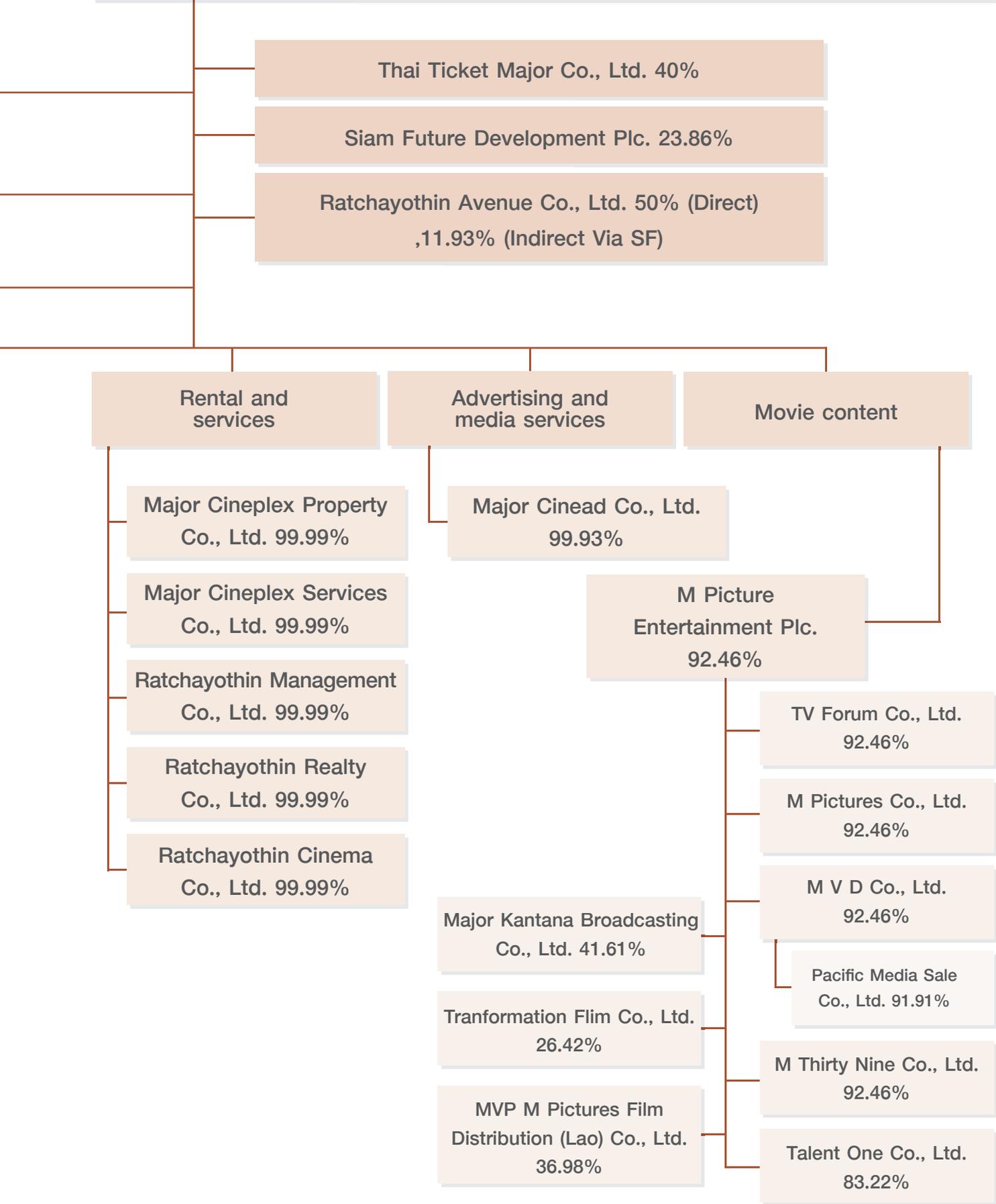


Group Structure



*K-Arena Co., Ltd. In 2014 – Joint Venture

Major Cineplex Group Public Company Limited



General Information of the Company

Subsidiaries, Associates & Joint Ventures

Theatre Business

Name Major Cineplex Group Plc.
Nature of business Cinema & Entertainment Complex operator, concession vendor and Rental equipment
Head Office 1839, 1839/1-6 Phaholyothin Rd., Ladyao, Jatujak, Bangkok 10900
Registration no. 0107545000047
Registered capital 896,266,347 Baht
Paid up capital 892,519,658 Baht (as of 31 December 2015)
% of Shareholding 100.00%

Theatre Business

Name Bangkok Imax Theater Co.,Ltd.
Nature of business Cinema & Entertainment Complex operator, concession vendor
Head Office 1839 Phaholyothin Rd., Ladyao, Jatujak, Bangkok 10900
Registration no. 0105544003725
Registered capital 1,000,000 Baht
Paid up capital 1,000,000 Baht
% of Shareholding 99.93%

Theatre Business

Name Siam Cineplex Co.,Ltd.
Nature of business Cinema & Entertainment Complex operator, concession vendor
Head Office 1839 Phaholyothin Rd., Ladyao, Jatujak, Bangkok 10900
Registration no. 0105547057656
Registered capital 150,000,000 Baht
Paid up capital 150,000,000 Baht
% of Shareholding 99.99%

Theatre Business

Name EGV Entertainment Plc.
Nature of business Cinema & Entertainment Complex operator, concession vendor
Head Office 1839 Phaholyothin Rd., Ladyao, Jatujak, Bangkok 10900
Registration no. 0107545000225
Registered capital 260,001,575 Baht
Paid up capital 260,001,575 Baht
% of Shareholding 99.98%

Theatre Business

Name EGV Exhibition Co.,Ltd.
Nature of business Cinema & Entertainment Complex operator, concession vendor
Head Office 1839 Phaholyothin Rd., Ladyao, Jatujak, Bangkok 10900
Registration no. 0105539139100
Registered capital 100,000,000 Baht
Paid up capital 100,000,000 Baht
% of Shareholding 99.96%

Theatre Business

Name Digital Projector Management Co.,Ltd.
Nature of business Projector rental and system management
Head Office 1839 Phaholyothin Rd., Ladyao, Jatujak, Bangkok 10900
Registration no. 015554048284
Registered capital 5,000,000 Baht
Paid up capital 5,000,000 Baht
% of Shareholding 99.99%

Theatre Business

Name Major Holding International Co.,Ltd.
Nature of business Holding Business
Head Office 1839 Phaholyothin Rd., Ladyao, Jatujak, Bangkok 10900
Registration no. 015556003661
Registered capital 150,000,000 Baht
Paid up capital 90,400,000 Baht
% of Shareholding 99.96%

Theatre Business

Name Major Platinum Cineplex (Cambodia) Co.,Ltd.
Nature of business Cinema & Entertainment Complex operator, concession vendor and Bowling service
Head Office No.35-37, Street 214, Sangkat Boeung Raing, Khan Daun Penh, Phnom Penh, Kingdom of Cambodia.
Registration no. 0714 E/2014
Registered capital KHR 400,000,000 (100,000 USD x 32.5) = 3,250,000 Baht
Paid up capital KHR 400,000,000 (100,000 USD x 32.5) = 3,250,000 Baht
% of Shareholding 69.97%

Bowling and Karaoke business

Name Major Bowl Group Co.,Ltd.
Nature of business Bowling, Karaoke and Entertainment services
Head Office 1839 Phaholyothin Rd., Ladyao, Jatujak, Bangkok 10900
Registration no. 0105541034263
Registered capital 36,000,000 Baht
Paid up capital 36,000,000 Baht
% of Shareholding 99.99%

Bowling and Karaoke business

Name K Arena Co.,Ltd.
Nature of business Karaoke services
Head Office 1839 Phaholyothin Rd., Ladyao, Jatujak, Bangkok 10900
Registration no. 010555064356
Registered capital 20,000,000 Baht
Paid up capital 20,000,000 Baht
% of Shareholding 99.99%

Rental and Services Business

Name Major Cineplex Property Co.,Ltd.
Nature of business Building space for rent
Head Office 1221/39, 1239 Sukhumvit Rd., North Klongton, Wattana, Bangkok 10110
Registration no. 0105537078910
Registered capital 78,000,000 Baht
Paid up capital 78,000,000 Baht
% of Shareholding 99.99%

Rental and Services Business

Name Major Cineplex Service Co.,Ltd.
Nature of business Utilities services
Head Office 1221/39 Sukhumvit Rd., North Klongton, Wattana, Bangkok 10110
Registration no. 0105540016130
Registered capital 23,000,000 Baht
Paid up capital 23,000,000 Baht
% of Shareholding 99.99%

Rental and Services Business

Name Ratchayothin Management Co.,Ltd.
Nature of business Utilities services
Head Office 1839 Phaholyothin Rd., Ladyao, Jatujak, Bangkok 10900
Registration no. 0105540016121
Registered capital 5,000,000 Baht
Paid up capital 5,000,000 Baht
% of Shareholding 99.99%

Rental and Services Business

Name Ratchayothin Realty Co.,Ltd.
Nature of business Building space for rent
Head Office 1839 Phaholyothin Rd., Ladyao, Jatujak, Bangkok 10900
Registration no. 0105539097628
Registered capital 100,000,000 Baht
Paid up capital 100,000,000 Baht
% of Shareholding 99.99%

Rental and Services Business

Name Ratchayothin Cinema
Nature of business Building space for rent
Head Office 1839 Phaholyothin Rd., Ladyao, Jatujak, Bangkok 10900
Registration no. 0105541034255
Registered capital 10,000,000 Baht
Paid up capital 10,000,000 Baht
% of Shareholding 99.99%

Advertising business

Name Major CineAd Co.,Ltd.
Nature of business Advertising and advisory service
Head Office 234, 13th floor, Ratchadapisek Rd., Ladyao, Jatujak Bangkok 10900
Registration no. 0105544103711
Registered capital 1,000,000 Baht
Paid up capital 1,000,000 Baht
% of Shareholding 99.93%

Movie Contents

Name M Pictures Entertainment Plc.
Nature of business Publishing, advertising and distribution of film rights
Head Office 234, 13th floor, Ratchadapisek Rd., Ladyao, Jatujak Bangkok 10900
Registration no. 0107544000124
Registered capital 1,315,337,205 Baht
Paid up capital 1,300,119,176 Baht
% of Shareholding 92.46%

Movie Contents

Name TV Forum Co.,Ltd.
Nature of business Television Media Business
Head Office 234, 13th floor, Ratchadapisek Rd., Ladyao, Jatujak Bangkok 10900
Registration no. 0105538027090
Registered capital 100,000,000 Baht
Paid up capital 100,000,000 Baht
% of Shareholding 92.46%

Movie Contents

Name M Pictures Co.,Ltd.
Nature of business Distribution of film rights for cinema, VCD/DVD production and TV broadcast
Head Office 234, 13th floor, Ratchadapisek Rd., Ladyao, Jatujak Bangkok 10900
Registration no. 0105548154744
Registered capital 150,000,000 Baht
Paid up capital 150,000,000 Baht
% of Shareholding 92.46%

Movie Contents

Name M V D Co.,Ltd.
Nature of business Distribution of VCD/DVD ,Blu-ray and film rights
Head Office 234, 13th floor, Ratchadapisek Rd., Ladyao, Jatujak Bangkok 10900
Registration no. 0105545084664
Registered capital 200,000,000 Baht
Paid up capital 200,000,000 Baht
% of Shareholding 92.46%

Movie Contents

Name Pacific Media Sale Co.,Ltd.
Nature of business VCD/DVD distribution
Head Office 234, 13th floor, Ratchadapisek Rd., Ladyao, Jatujak Bangkok 10900
Registration no. 0105547163570
Registered capital 100,000 Baht
Paid up capital 100,000 Baht
% of Shareholding 91.91%

Movie Contents

Name M Thirty Nine Co.,Ltd.
Nature of business Film production
Head Office 234, 13th floor, Ratchadapisek Rd., Ladyao, Jatujak Bangkok 10900
Registration no. 0105552004395
Registered capital 100,000,000 Baht
Paid up capital 100,000,000 Baht
% of Shareholding 92.46%

Movie Contents

Name Talent One Co.,Ltd.
Nature of business Film production, services for all forms of entertainment and sales of pocket book
Head Office 59/1 Soi Sukhumvit 39, Wattana, Bangkok 10110
Registration no. 010554068617
Registered capital 40,000,000 Baht
Paid up capital 40,000,000 Baht
% of Shareholding 83.22%

Movie Contents

Name Major Kantana Broadcasting Co.,Ltd.
Nature of business Satellite broadcasting and distribution of film rights
Head Office 991 Siam Paragon, 5th- 6th Floor Rama 1 Rd., Phatumwan, Bangkok 10330
Registration no. 0105553012928
Registered capital 40,000,000 Baht
Paid up capital 40,000,000 Baht
% of Shareholding 41.61%

Movie Contents

Name Transformation Film Co.,Ltd.
Nature of business Film production, Advertising, Television programmes service provided for all forms of entertainment
Head Office No.6 Soi Nak Ni Wat 12, Nak Ni Wat Rd., Ladprao, Bangkok 10230
Registration no. 0105557122281
Registered capital 175,000,000 Baht
Paid up capital 165,000,000 Baht
% of Shareholding 26.42%

Movie Contents

Name MVP Pictures Film Distribution (Laos) Co.,Ltd.
Nature of business Film Distribution in Laos
Head Office 4th Floor, Vientiane Centre Shopping Mall, No 13, Kouvieng Road, Nongchan Village, Sisatannak District, Vientiane Capital, Lao People's Democratic Republic
Registration no. -
Registered capital KIP 1,000,000,000 (122,775USD x 36.15) = 4,438,316 Baht
Paid up capital KIP 400,000,000 (49,110USD x 36.15) = 1,775,327 Baht
% of Shareholding 36.98%

Strategic Investment

Name Thai Ticket Major Co.,Ltd.
Nature of business Agent for selling of tickets
Head Office 3199 Maleenon Tower, 27th Floor, Rama 4 Rd., Klongton, Khlongtoei, Bangkok 10110
Registration no. 0105543020073
Registered capital 10,000,000 Baht
Paid up capital 10,000,000 Baht
% of Shareholding 40.00%

Strategic Investment

Name Siam Future Development Plc.
Nature of business Rental of building space and utilities services
Head Office 99 Ratchadapisek Rd., Dindang, Bangkok 10400
Registration no. 0107545000187
Registered capital 1,776,618,036 Baht
Paid up capital 1,776,607,541 Baht
% of Shareholding 23.86%

Strategic Investment

Name Ratchayothin Avenue Co.,Ltd.
Nature of business Rental of building space and utilities services
Head Office 99 Ratchadapisek Rd., Dindang, Bangkok 10400
Registration no. 0105550006391
Registered capital 135,000,000 Baht
Paid up capital 135,000,000 Baht
% of Shareholding 50.00% (Indirect 11.93%)

Strategic Investment

Name Major Cineplex Lifestyle Leasehold Property Fund
Nature of business Rental of building and utilities service
Head Office 400/22 KASIKORN BANK Building, 6th, 12th Floor, Phaholyothin Rd., Samsen Nai, Phaya Thai, Bangkok 10400
Registration no. 179/2550
Registered capital 3,300,000,000 Baht
Paid up capital 3,300,000,000 Baht
% of Shareholding 33.00%

Strategic Investment

Name PVR blu-O Entertainment Limited
Nature of business Bowling alley operator
Head Office 61 Basnt Lok, Vasant Vihar, New Delhi 110 057 India
Registration no. 179/2550
Registered capital INR 400,000,000 (INR 400,000,000 x 0.4947) = 197,880,000 Baht
Paid up capital INR 343,571,420 (INR 343,571,420 x 0.4947) = 169,964,781 Baht
% of Shareholding 49.00%

Strategic Investment

Name PVR Limited
Nature of business Cinema & Entertainment Complex operator, concession vendor
Head Office 61 Basnt Lok, Vasant Vihar, New Delhi 110 057 India
Registration no. 55-67827
Registered capital INR 937,000,000 (INR 937,000,000 x 0.5082) = 476,183,400 Baht
Paid up capital INR 465,651,880 (INR 465,651,880 x 0.5082) = 236,644,285 Baht
% of Shareholding 3.95%

Nature of Business



Major Cineplex Group Plc. (MAJOR) is Thailand's leading Lifestyle Entertainment Company established in 1995 and MAJOR was listed on the Stock Exchange of Thailand (SET) in May 2002 with core business in cinema, bowling, karaoke and ice skating rink, rental and services, advertising media and movie contents. As rapid business growth, the company is **"The World's Best Cinema and Total Lifestyle Entertainment Complex Provider"**. Moreover, the company has also focused on the best technology and innovation to serve the better service to customer. All in all, MAJOR becomes to be **"Sharing the world's best entertainment dreams"**.

To broaden its network of lifestyle entertainment portfolio as well as establishing partnerships for

sustainable future growth, At year-end 2015 the company also invests:

- **23.86% in Siam Future Development Plc. (SF)** – a lifestyle-neighborhood-mall developer,
- **40% in Thaiticketmajor Co., Ltd. (TTM)** – a ticket sales channel for concerts, sport events, transportation, etc.
- **33% in Major Cineplex Lifestyle Leasehold Property Fund (MJLF)** – a real-estate investment trust (REIT) as rental of building and utilities service.
- **92.46% in M Pictures Entertainment Plc. (MPIC)** – a media & theatrical film distribution company.
- **3.95% in PVR Limited (PVRL)** – a leading, premium multiplex cinema exhibition company in India.
- **49% in PVR blu-O Entertainment Ltd.** – joint venture with PVR Ltd., a leading, premium multiplex cinema exhibition company in India, to set-up bowling alleys, karaoke centers across India.
- **69.97% in Major Platinum Cineplex (Cambodia) Co.,Ltd.** – Cinema and Bowling service in Cambodia.
- **59.97% in Major Platinum Cineplex (Laos) Co.,Ltd.** – Cinema service in Laos.

Cinema Business



The "Theater Cineplex" concept was first introduced in Thailand in 1995 when Mr. Vicha Poolvaraluk, the founder of the company built standalone "Cineplex" concept with typically built on a long-term leasehold land (20-30 year). A standalone Cineplex is about 7-10 story building combines customer experiences of cinema & entertainment complex that means, moviegoers are offered; not only a wide range of films selection in the multiplex cinema format, but also a vast variety of restaurants, gift shops, bookstores and many other lifestyle shops in one stop with a strong "movie culture" which ensures continuous flow of moviegoers traffic every week, the retail space in the standalone Cineplex has been able to sustain a high occupancy rate in excess of 90% and above at all time. At year-end 2015, the company has operated 5 locations standalone Cineplex located surrounding Bangkok, Pinklao (The first standalone in Thailand), Sukhumvit, Ratchayothin, Major Rangsit and



Esplanade Ngamwongwan-Kaerai.

Besides the standalone cineplexes, the company also deploys three other expansion models to populate cineplexes around the country:

- Shopping mall model
- Lifestyle neighborhood mall model
- Hypermarket model



The shopping mall model was used more in the past when the shopping malls were sprouting up rapidly & practically everywhere. It was a handy growth vehicle as cineplexes could ride on their historically high growth phase without too much capital outlay as for the standalone cineplexes model. As an alternative vehicle for growth, the lifestyle neighborhood mall model was created in 2004 when the company took a stake in a lifestyle-neighbor-mall developer, Siam Future Development Plc. (Siam Future). A lifestyle neighborhood mall is typically built on a smaller plot of land (3 - 5 acres) next to the residential areas. Because of its compact size, it takes only 6-12 months for a lifestyle neighborhood mall construction to complete, thus serving as an excellent

vehicle to populate cineplexes in the metropolitan areas as well as more urbanized areas around the country.

With the strong movie culture and having cineplexes as anchor tenant, Siam Future Development Co.,Ltd. has grown exponentially with retails space increased by over 10 folds to over 400,000 sq.m. in the past 4 years. The synergy is extremely well pronounced. The company could rapidly penetrate into the residential areas providing an enhanced convenience access to the moviegoers. Siam Future, on the other hand, could fill up its retail space easily having cinema & bowling anchoring in its lifestyle neighborhood malls.

The hypermarket model is used to populate the cineplexes in the provincial areas. The company builds

Domestic branch	Screens	Seats
Siam Paragon	16	4,476
Esplanade Ngamwongwan-Kaerai	16	4,200
Rangsit	16	3,465
Ratchayothin	15	3,740
Mega Bangna	15	3,445
Seacon square	14	3,311
Pinklao	13	3,850
Esplanade Ratchadapisek	12	2,725
Central Westgate	12	2,365
Samrong	12	2,228
Central Pinklao	11	1,973
Central Festival Chiangmai	10	2,435
Central Festival Hatyai	10	2,361
Bangkapi	10	2,256
Bangna	10	1,954
Seacon bangkae	10	1,832
Future Rangsit	10	1,701
Rama3	9	2,596
Rama2	9	1,710
Korat	8	2,475
Udonthani	8	2,120
Lotus Bangyai	8	2,050
Promanade	8	1,911
Pattaya	8	1,748
Sukhumvit	8	1,746
Paradise Park	8	1,550
Central Rayong	8	1,530
Quartier CineArt	8	1,436
Central Eastville	8	1,232
Ramkhamheang	7	2,114
Chiangmai	7	1,843

Domestic branch	Screens	Seats
Central Ubonrajathani	7	1,566
Fashion Island	7	1,476
Sahathai Suratthani	7	1,408
Ladprao	7	908
Nonthaburi	7	827
Petkhasem	6	1,746
Samsen	6	1,505
Robinson Saraburi	6	1,317
Lotus Suratthani	6	1,298
Chachoengsao	5	1,711
Lotus Baanpong	5	1,442
Big C Chanthaburi	5	1,338
Amatanakorn	5	1,310
Big C Roi-Et	5	1,277
Lotus Srinakarin	5	1,259
Lotus Songkla	5	1,243
Chiangrai	5	1,231
Lotus Khon Kaen	5	1,228
Aomyai	5	1,224
Central Pisanulok	5	1,169
Big C Mahachai	5	1,168
Robinson Samutprakan	5	1,165
Nakornsawan	5	1,138
Diana Hatyai	5	1,051
Lotus Khon Kaen Patunum	5	1,041
Changwattana	5	1,040
Salaya	5	1,003
Ubonrajathani	5	826
Hua hin	4	1,404
Ayutthaya	4	1,313
Lotus Nawanakorn	4	1,194

Domestic branch	Screens	Seats
Lotus Maesod	4	1,184
Sriracha	4	1,181
Petchaboon	4	1,144
Krabi	4	1,134
Saraburi	4	1,100
Lotus Klaeng	4	1,079
Big C Suphanburi	4	1,068
Pitsanulok	4	1,067
Chonburi	4	1,063
Thanyaburi	4	1,020
Robinson Mukdahan	4	1,016
Kamphaengphet	4	1,008
Lotus Nongbualumphu	4	994
Lotus Nakornsawan	4	972
Nakornsrithammarat	4	971
Robinson Roi Et	4	961
The Sky Ayutthaya	4	951
Lotus Nakornsrithammarat	4	876
Robinson Sakonnakhon	4	856
Big C Udonthani	4	844
Lotus Suphanburi	4	839
Samui	3	918
Central Samui	3	672
Phang nga	3	634
Big C Prachinburi	2	712
Big C Nakhonphanom	2	616
Big C Nan	2	498
International branch		
Aeon Mall - Cambodia	7	1,578
Vientiane Center - Laos	5	1,148
Total	601	141,308

cinemas & bowling in the hypermarket structures as an anchor tenant. For the provincial dwellers, hypermarket or discount store supercenter serves as a perfect destination, not only for shopping but also for family entertainment, in a very similar fashion as shopping malls are to the urban people. The company joins with two hypermarket operators, Tesco Lotus & Big-C.

Currently the company commands over 80% market share of the Thai cinema industry. Because of in 2004 the company was due to the acquisition of EGV Entertainment Plc., with about 23% market share.

At year-end 2015, the company operated 12 different brands:

- Major Cineplex
- EGV Cinemas
- Paragon Cineplex
- Esplanade Cineplex
- Paradise Cineplex
- Mega Cineplex
- Hatyai Cineplex
- Quartier CineArt
- Westgate Cineplex
- Promenade Cineplex
- Eastville Cineplex
- Diana Cineplex

The company has totally 91 branches in Thailand and overseas, 601 screens and about 141,308 seats. For the reason of Thailand is still in the “underscreened” situation. The company continues to add about 60-90 new screens in year 2016. And expand at least 50-80 screens per next year for cover the countries.

The company concentrates every segment of customers and provide all kind of innovation to serve customers as of RealD, 2D, 3D, 4DX, IMAX to complete customer’s entertainment and experiences. The company offers cinema services covering the full spectrum of the customer segments. The mass-segment cinema, “Major Cineplex” brand, is used for the geographical expansion & tapping the new markets. Various international designs are adopted for the customer experiences.

On the high-end, plenty of service & product innovations are created and installed for the “Future of Entertainment Civilization” customer experiences in the “six-star” ambience at the “Paragon Cineplex”. For example, the “Bangkok Airways Blue Ribbon Screen”



at the Paragon Cineplex is equipped with nothing but fully-reclined, genuine leather seats in cubicles along with pillows & blankets for the entire auditorium seatings. Not only serving food and beverage in personal lounge before watching the movie but also offering spa service which is the first customer service of Thai cinema industry. Another product innovation at the Paragon Cineplex is the “ENIGMA: the Shadow Screen”, a luxurious movie club exclusively for members only. Thirty-four exclusive seats, resembling living room couches adjacent to an exclusive club equipped with full bar services, are perfect for private parties. The venue has become very popular, not only among the high net worth individuals, but also the corporate customers who prefer using the ENIGMA for entertaining their VIP customers in an exclusive atmosphere.

In 2011, the state-of-the-art 4DX Theater is available only at Paragon Cineplex. With specially designed seats, 24 types of incredible effects and the 3D digital screening system, this celluloid innovation exposes movie-goers to all sensational experience of motion pictures, light, sound, tactility, and scents. All effects—3 degree-of-freedom movements, air blows, scents, vibration and leg tickler—will excite the audiences with new flavors of movie-watching. Via special 4D glasses, audiences will enjoy lively motion pictures shown on silver screen of Masterimage 3D system.

At year-end 2015, the company has operated 7 locations of 4DX theaters: Paragon, Ratchayothin, Central festival Chiangmai, Central festival Hatyai, Central Plaza West Gate, The Promenade and Central Festival East Ville.

For oversea operation, the company opened theatre in Cambodia at Aeon Mall on area 6,000 sq.m. located in the centre of Phnompeh, Cambodia including 7 screens 1,578 seats, provide 5 theatres of 2D and 3D system, 1 theatre for VIP screen and 1 theatre 4DX screen. And in 2015 opened theatre in Vientiane, Laos with 5 theatres, 1,148 seats



Bowling, Karaoke and Ice Skating Business



Bowling & Karaoke business was added to the portfolio of lifestyle entertainment services in 1997. The first Major Sukhumvit Standalone Cineplex 20 bowling lanes. Rather than being a typical sports bowling venue, “Major Bowl Hit” was launched with an “entertainment bowling” concept and positioning, where friends & families could come in & enjoy the game. In 2006, “Blu-O Rhythm & Bowl” was introduced, targeting at the high-end of the consumer segments in the metro areas. The first Blu-O Rhythm & Bowl was put up at the Siam Paragon (a mega shopping mall in the heart of Bangkok) offering 38 bowling lanes, 16 karaoke rooms, include 2 Platinum rooms equipped with 4 exclusive bowling lanes each & karaoke facilities and it has been received very well. The company operated branches under brand “Blu-O Rhythm & Bowl”. Oversea expansion, At June 2014, the Company has expanded the Bowling Business to Cambodia. The new branch offering 13 bowling lanes included 1 Platinum room.

The “sub-zero: the Ice Skate Club” is the latest lifestyle entertainment that had been added to the portfolio. It has quickly become one of the most popular meeting joints for the hip & cool customer segments in town with the concept “sport and entertainment”. The company

provides academy ice link by offering Figure and Hockey class. Sub-zero has a compact ice skating rink of about 800 – 1,000 sq.m. per branch. In 2015, the company operated 5 locations of ice skating comprising Esplanade Ngamwongwan-Kaerai (December 2009), Sukhumvit (March 2012), Mega Cineplex (May 2012), Central festival Chiangmai (November 2013), Central festival Hatyai (December 2013).

At year-end 2015, the company operated 20 bowling locations comprising 356 lanes, 199 karaoke rooms and 5 ice skating rinks in Thailand and Cambodia.

In 2008, the concept of entertainment bowling expanded internationally into India. A joint venture company, PVR blu-O Entertainment Co.,Ltd. (PVR Blu-O) was set up to operate entertainment bowling business in India in the partnership of PVR Limited, a leading cinema



Domestic branch	Bowling Lanes	Karaoke Rooms	Ice Skating Rinks
Ratchayothin (Blu-o)	38	24	-
Siam Paragon (Blu-o)	38	16	-
Rangsit (Blu-o)	26	17	-
Mega Cineplex (Blu-o)	24	-	1
Esplanade Ngamwongwan-Kaerai (Blu-o)	24	13	1
Esplanade Ratchada (Blu-o)	22	17	-
Pattaya (Blu-o)	22	9	-
Pinklao	20	15	-
Sukhumvit (Blu-o)	20	10	1
Fashion Island	16	13	-
Udonthani	16	7	-
Central Festival Hatyai (Blu-o)	15	10	1
Changwattana	14	9	-
Nakhonsawan	12	9	-
Ayutthaya	10	10	-
Chonburi	10	8	-
Samui	8	7	-
Hua Hin	8	5	-
Central Festival Chiangmai	-	-	1
International branch			
Aeon Mall - Cambodia	13	-	-
Total	356	199	5

operator incorporated and listed in Stock Exchange of India. The first “Club Fashion Bowling” operated by PVR bluO has been commercially opened since March 2009 in Ambiance mall – Gurgaon, New Delhi. In 2015, PVR BluO operated bowling 6 locations in India at Gurgaon (24 Lanes), Orion Mall-Bangalore (27 Lanes), Market City-Pune (17 Lanes), Market City- Bangalore (16 Lanes), Elante mall-Chandigarh (25 Lanes), Pavilion mall-Ludhiana (16 Lanes) as totally 125 Lanes.



Rental and Services Business

The company operates retail space in the Standalone Cineplex, to complement the lifestyle entertainment model by offering the customers with more variety of entertainment service beyond movie, bowling karaoke and ice skating. The company selects trendy brands that offer distinctive products and services that match customers’ lifestyle. Retail spaces are packaged in 2 types – long-term lease contracts which are more than 3 years and short-term rental contracts which are less than 3 years.

As the Cineplex becomes “destination” for lifestyle

entertainment, the company is able to attract many leading international chains as well as the newly emerging local brands. With the intense competition among the quick-serve restaurant chains, every brand is in need of new space to populate their new branches and expand their network every year. This has resulted in high occupancy rate at every location. Services accompanied space rental are the electricity, air-conditioned services, fire protection system, cleaning and security system as well as common area management services such as elevator, escalator and parking.

In 2014 the company has renovated the area outside of cinema building at Major Ratchayothin location and furnished property to international theme called “Center Point @ Major Ratchayothin”. This shopping center has many shops, including clothes shopping, beauty complexes, restaurants and also outdoor activities such as secondhand market, activities areas or mini-concerts.



Branch	Areas (sq.m.)	%Occupancy
Sukhumvit	6,617	92%
Ratchayothin	2,979	97%
Samrong	2,148	41%
Rangsit	1,564	100%
Aornyai	1,150	99%
Future Rangsit	692	100%
Ramkhamheang	451	73%
Samui	436	92%
Nakhonsawan	190	50%
Pitsanulok	186	100%
Rama II	133	92%
Bangkapi	110	100%
Lotus Navanakorn	99	100%
Chiangmai	30	100%
Metropolis	21,961	100%
Siam Paragon	374	58%
Ngamwongwan-Kaerai	11,537	82%
Total	50,658	91%

Advertising Services Business

Advertising services business leverages off the traffic that cinema & other lifestyle entertainment attract. The company is able to draw between 25-30 million customers into the cineplexes around the country annually. A subsidiary called “Major CineAd Co., Ltd.” has been established to entice the advertisers and media agencies with full-range of advertising services, ranging from simple cinema screen advertising to fully-integrated below-the-line media solutions incorporating all media available in the cineplex network around the country. With additional revenues generated on the existing assets, advertising service revenues from cinemedia enjoy a hefty margin in excess of 85%.

Today, cinemedia integrate below-the-line media solutions for many dominant players in many industries. The solutions include not only the screen advertising but also new media like VDO walls, tri-vision, plasma screens, menu board, outdoor media (Billboard/Cut-out) and 4D Ads, the new innovation only used for theatre.

In Additional, the company has promotion activities such as interactive media and cross promotion.

By the reason of cinemedia provides variety, effectiveness and directly target than other channel, lead to the continued of revenue growth.



Movie Content Business

The company has a strategic investment in the film distribution business through its 92.46% stake in M Pictures Entertainment Plc. (MPIC). In the past, the company invested in film distribution business in direct. On the theatrical side, the company held a stake in M Pictures Co., Ltd. (MP) which provided the upstream theatrical distribution services. On the downstream home entertainment distribution side, the company held a stake in Pacific Marketing and Entertainment Group Co., Ltd. whose name has subsequently been changed to MVD Co., Ltd. (MVD). Completed in July 2009, both MP & MVD have now been included into MPIC to create an integrated distribution company under one roof.

For the upstream theatrical distribution, MPIC is to manage the 52 weeks film programming and smoothen out the revenue seasonality imposed by the Hollywood's. MPIC distributes films from independent studios as well as other Asian films from Japan & Korea. With the company's dominant market position in the exhibition window, MPIC is riding on a solid platform to maximize its revenue as well.

For the downstream home entertainment distribution, MVD is to manage the timing of the DVD/VCD releases as well as the DVD/VCD pricing in bid to optimize revenue generating ability in each window and protect the core cinema business. With the appropriate timing of the DVD/VCD releases (typically 3-4 months subsequent to theatrical releases) and with proper pricing, a film can maximize its revenues in the cinema window as well as in the home entertainment distribution window itself.

In 2009, MPIC Group also set up a film production company, namely M Thirty-nine Co., Ltd. (M39), to stimulate and advocate growth in Thai films production. Leveraging of MPIC's own integrated distribution capability, combining with the company's dominant market share in cinema, the group ultimately aims to grow Thailand's film industry as a whole.



In 2013 MPIC group had made additional investment in Talent One Co., Ltd., film production, service for all forms of entertainment, represented 83.22% of shareholders.

Additionally, MPIC group acquired ordinary shares in Major Kantana Broadcasting Co.Ltd. (M channel), satellite broadcasting and distribution of film rights, from Major Cineplex Group Plc.(MAJOR) by way of exchange of the company's newly issued ordinary shares, represented 41.61% of the paid-up share capital.

In 2014, MPIC has established a joint venture company with another 3 more companies which are True Icontent Co.,Ltd. And Bangkok Film Studio Co.,Ltd. joint venture in equal proportions (holds 28.57% of the shares: Bt 50 million and Matching Studio Plus Co.,Ltd. (holds 14.29% ; Bt 25 million). This joint venture company named Transformation Films Co.,Ltd. which has registered capital of Bt 175 million. The objective of this JV Company is not only producing Thai films but set the target to produce about 4-6 quality movies per year and marketing also distribute Thai films to Asean. On 28 August 2014, First released romantic comedy films "Took-kae Rak-Paeng-Mak". as of 2015 The Group indirectly holds shares representing 26.42% of the issued share capital.

On 22 August 2015, M Pictures Entertainment Public Company Ltd., company's subsidiary invested 40,000 shares with 1.77 million baht in MVP M-Pictures Film Distribution (Laos) Co., Ltd. The company has acquisition and distribution film rights business in Laos. The Company holds 36.98%.



Strategic Investments

Siam Future Development Plc. (SF)

The company currently invests 23.86% in Siam Future Development Plc., a lifestyle-neighborhood-mall developer. The lifestyle malls that Siam Future develops are low-rise, open-air building next to the residential areas. The rationale for the investment in 2004 was to help each other grow. With the “movie culture”, the company is an anchor tenant that generates traffic to the lifestyle malls. With its rapid pace of expansion, Siam Future provides the company with an excellent vehicle for growth, especially in the metropolitan areas where the company wants to improve cinema access convenience to its customers.

Siam Future is listed on the Stock Exchange of Thailand with the symbol SF.

Major Cineplex Lifestyle Leasehold Property Fund (MJLF)

A major milestone that took place also in June 2007 was the completion of the REIT. Two of the standalone cineplexes (Major Ratchayotin & Major Rangsit) were initially injected into the MJLF, raising Baht 2.3 billion in cash. With the proceed, the company reinvests 33.0% back into the fund, while the remaining amount was reinvested into a brand new standalone cineplex in Ngamwongwan-Kaerai area and a new lifestyle mall, Major Avenue @ Ratchayotin, a 50:50 joint venture between MAJOR & Siam Future.

This development marks an important step for the group as MJLF becomes a vital vehicle for sustainable future growth. The company can now expand with the original standalone cineplex model without fresh capital calls. The standalone cineplexes with much larger number of cinema screens & bowling lanes are expected to drive higher rate of growth for the income statements than the balance sheets, enabling the company to adopt the “asset-light” strategy with hope to generate higher rate of returns going forward.

MJLF is listed on the Stock Exchange of Thailand with the symbol MJLF.

Thai Ticket Major Co., Ltd. (TTM)

In June 2007, the company took 40.0% stake in Thai Ticket Master Dot Com Co., Ltd., whose name was subsequently changed to Thai Ticket Major Co., Ltd. (TTM). The rationale was to expand the company’s business into ticketing sales channel as well as enhancing value from the existing assets. Cinema ticket box offices are turned into also ticketing services counters for concerts, sports events,

transportation. Not only better utilization of the resources at the box offices, TTM also generates additional traffic into the cineplexes which could also be enticed to consume other entertainment services.

PVR Limited. (PVRL)

Incorporated and listed in the Stock Exchange of India, PVR is a leading and premium multiplex cinema exhibition company in India. PVR pioneered the multiplex revolution in India by establishing the first multiplex cinema in 1997. Currently, our geographically diverse cinema circuit in India consists of 109 branches with 491 screens. In 2015, the company’s shareholding in PVR is 3.95%

PVR is listed on the Stock Exchange of India with the symbol PVRL.

PVR blu-O Entertainment Ltd.

A joint venture company, namely PVR blu-O Entertainment Ltd. (PVR blu-O), was set up in 2008 by PVR Limited & MAJOR. While adding a new lifestyle entertainment to PVR’s business model, PVR blu-O is to introduce a new experience of entertainment bowling to the Indian patrons and provide the company with an opportunity to unlock potential growth to Indian market. In 2015, the company holds 49% of PVR blu-O. Both of these investments (in PVR and PVR blu-O) can be considered as a great opportunity to tap into the enormous growth potentials that the Indian market has to offer.

Major Platinum Cineplex (Cambodia) Ltd.

The Company policy has expanded the Cinema Business to Overseas for Asean Economics Community (AEC) which the first market to invest is Phnom Penh, Cambodia. It’s coordinate between Major Holding International Co.,Ltd (Subsidiary) and Platinum Cineplex (which incorporated in Cambodia) invest in Major Platinum Cineplex Cambodia Co.,Ltd. in a 70:30 ratio, a service provider for cinema brand “Major Cineplex” opened the world class luxury cinema 7 Theatres and 13 Bowling Lanes.

Major Platinum Cineplex (Laos) Ltd.

Major Holding International Co., Ltd. coordinated with Platinum Cineplex Co., Ltd. under “Major Platinum Cineplex” brand, opened 5 theaters at Vientiane Center, located at the center of Vientiane Capital in Laos. Major Holding holds 60% and Platinum Cineplex holds 40%.

Risk Factors

The company has its own risk management policy. The following are business risks and risk mitigation.

Risk from film release

Cinema exhibitors have to greatly rely on the steady flow of films. The absence of new movies definitely bright about loss in revenue because income from movie show accounts for 69% of the whole revenue. The main income of the cinema is from ticket sale and the sale amount depends on the number of movies show as well as the popularity of each movie. Indeed, cinema is the primary and paramount channel to deliver the movie, so the movie producer and movie owner have to rely on the cinema so as to pave the way for the subsequent movie redistribution in the form of DVD and VCD. Consequently, the interaction among cinema exhibitors, movie representative and movie producers are independent in nature. In this regard, the common goal of the 3 mentioned parties to attain constant growth significantly mitigates the risk of film release. At present, the market share of the company is more than 80% (The evaluation of market share bases on ticket sale for each movie during the first week of show). The company holds market leadership which enhances its bargaining power against movie owners and movie representatives. In addition, the company's entry into movie producing business through M Pictures Entertainment Plc. Also lessens the risk resulting from the off-peak period in which there is no grand movie from Hollywood.

Nevertheless, the company is committed to foster cooperative relationship with international and domestic movie producers because the nature of the industry requires interdependence. The company also makes agreement with the movie producer right from the production planning of the movie to ensure effective risk management from film release.

Risk from competition

As the industry leader in terms of modern facilities and prime locations, the company has incessantly continued the expand its branches and modernize the existing theaters. There are four models of expansion: standalone cinema, shopping mall, lifestyle mall and hypermarket. This strategy aims at expanding customer base. However, the expansion and growth in branch of competitors also has impacts on the company in terms of possible revenue reduction and comparison of service and facilities by the consumers. The company is fully aware of such competition and hence it focuses on maintaining customer base and explore new customer group by offering additional entertainment experiences including bowling centers, karaoke service and other boutiques in the branch. The company also has constant revamp of the cinemas. These efforts enhance the potentials of the company, making it paramount cinema operator.

The other competitor for the cinema is VCD and DVD, legally and illegally produced. The DVD and VCD segment is growing because of a shorter cinema show period of each movie. However it is deemed that this risk is significant because visitors to the company branches can also enjoy other entertainments in addition to watching movies. For the piracy problem, the governments also make serious effort in suppressing those illegal DVDs and VCDs, driving down the number of these illegal media.

Risk from new expansion

In 2016, the company is planning to increase 60-90 additional cinemas in Bangkok and the vicinity. The total investment is 1,000 million baht. The expansion will be financed from financial institutions and/or from publishing the debenture and/or from the cash in operation.

The investment for the expansion may induce uncertainty, resulting from return on investment. The new operations may face delayed opening or higher expenditure due to increasing project cost. However, thanks to the well-established experience, the company has average pay-back period of 3-4 years per branch and the average IRR (internal rate of return) for each project is 15-20%. Prior to the project, a feasibility study is carefully conducted. Plus, the project locations are always situated in the residential areas, downtowns or near business districts. These factors ensure fruitful expansion.

Nonetheless, if the payback period is longer than expected, the company may consider adjust the number of cinemas, bowling lanes, rental space or rental fee. Sometime, the expansion is co-invested with other partners including Siam Future Development Plc., and operator of the shopping mall. Such cooperation makes the company aware of the updated market insights as well.

Risk from management

The business of the company has been established and become successful under the helm of Mr.Vicha Poolvaraluk, the founder of the company. Hence, it has been perceived that the company has to rely on his stature and experience while there is perceived risk from the change in shareholding among the company founders. Any change related to the founder may not only have ramifications on the relations with the movie producers but also has implication on the confidence in the company and the company revenue as a whole. However, such risk is unlikely given the ownership and bond which Mr.Vicha has developed with the company. His commitment to the company has resulted in uninterrupted growth and he is determined to take the company into another level.

Moreover, the company has the policy to constantly develop new executives for each business operation.

They will be groomed by seasoned senior executives. This enhances the capability to handle risk from management

Risk from fire accident

The fire accident causes halt in business operation, leading to loss in revenue. However, the company has insurance policy for variance type of accident including fire with sufficient financial coverage for property, business stoppage and third-party liability. As preventive measure, the company has mandatory fire drills which are facilitated and organized by firefighters.

Risk from terrorism and Unrest

The domestic unrest remains persistent. Though the risk in this regard may lead to reducing number of moviegoers and decrease in the company revenue, it is considered that the risk from unrest and public security is insignificant. The company always places important on strict security measures. Stringent security surveillance is employed as preventive measure in order to reduce the chance for any disorder in the areas under the company jurisdiction. The company is also equipped with CCTV system and metal-detection machines to further secure the property for all people concerned.

Unexpected Risk

In case of unexpected situation, the company prepares business continuing plan for deal with all risk management. This plan can be adapted for all situations. Then, the company could manage and adjust itself to mollify all risk by efficiency.

Good Corporate Governance

The company is strongly committed to direct and operate its business by adhering to International standard. The company's board of directors used practice guideline Corporate Governance Self Assessment improved to Good Corporate Governance issued by the Stock Exchange of Thailand ("SET") to the company's efficient and transparent management system inclusive to strongly respect shareholders's right and has equal treatment towards shareholders providing accurate and sufficient of significant information for the best benefits of shareholders. In the last year, the company has implemented and maintained good corporate governance practice and complies with those five categories. Details are as follow;

1. Right of shareholders

1.1 Shareholders' right protection policy

- The company's board of directors formulates the shareholder's right protection policy in writing in 2009. The policy emphasizes on allowing shareholders to have equal rights to have access to the company's operational performance; participating in various decision making; and protecting, promoting, and encouraging shareholders to fully exercise their rights; and not infringing shareholder's rights. Key policies are as follows:

Policy on shareholders' right protection

- The board of directors is responsible for protecting and respecting basic rights of the company's shareholders, such as a right to purchase, sell or transfer shares, a right to the company's profit sharing; right to obtain sufficient information about the company's operation; right to attend the shareholder's meeting to appoint or terminate directors and independent auditors, approve dividend payment, formulate or amend Article and Memorandum of Association, and also a right to approve capital increase or reduction and special items.

- The board of directors has duty to promote and support shareholders to exercise their right in various areas at the Annual General Shareholder's Meeting, including the right to propose meeting agenda in advance, the right to nominate persons as directors, the right to submit questions to the company prior to the annual shareholder's meeting and the right to openly express opinions and ask questions at the shareholder's meeting.

- The board of directors shall not take any action which may infringe or limit shareholders' right.

- The board of directors has responsibility to facilitate

the applying of the shareholders' rights such as giving the significant information updated via website, inviting the shareholders to visit the theatre, etc.

1.2 Allowing shareholders to study information prior to the shareholder's meeting

- The board of directors and the company's administration has implemented a policy on shareholder's right, which covers the areas beyond those required by law, especially the right to receive information and significant information. At the Annual General Meeting of the Shareholders for the Year 2015 on 2 April 2015, the company provided sufficient opportunity for shareholders to study the information for 30 days prior to the meeting date. The information published on the company's website: corporate.majorcineplex.com is as follows:

- Invitation to the Annual General Meeting of the Shareholders for the Year 2015
- Attachment 1: The minutes of the Annual General Meeting of the Shareholders for the Year 2014
- Attachment 2: Annual Report for the Year 2014 in CD-ROM format
- Attachment 3: Financial Statements for year ended 31 December 2014
- Attachment 4: Information about net profit and dividend payment allocation
- Attachment 5: Background of directors who are nominated for reappointment replacing directors who retire at the expiration of their terms, and directors' authority for 4 persons
- Attachment 6: Directors remuneration details
- Attachment 7: List of independent auditors and auditors' remuneration
- Proxy form A (general)
- Proxy form B (Ministry of Commerce's form)
- Proxy form C (for custodian)
- Independent directors' details (for proxy)
- Document to confirm shareholder's right to attend the meeting
- The Company's rules related to shareholder's meeting
- Map of the meeting venue

- The information and document of the Annual General Meeting of the Shareholders for the Year 2015 were published in both Thai and English languages and are the same as the printed document mailed to shareholders by Depository for Securities (Thailand) Limited (TSD), the company's registrar. Shareholders were given sufficient time to study the information before receiving the printed document from the company 7 days in advance before the meeting.

- In the meeting day, the company facilitated shareholders

to exercise their rights to attend the meeting by implementing a barcode system for registration and vote counting, as well as providing the stamps for proxy authorization. The label of registered shareholders was provided for access convenience while meeting, without timelessly to recheck their documents.

- After the Annual General Meeting of the Shareholders for the Year 2015, the company compiled the document, including agenda, meeting resolutions, voting results, questions and shareholders' opinion expressed at the meeting, and prepared the "Annual General Meeting of the Shareholders for the Year 2015 Minutes" for publishing on the company's website.

1.3 Preventing limitation of shareholders' right

- The company's board of directors did not take any action that might infringe or limit shareholders' right must to published all the information on its website prior to the annual general meeting of the shareholders for the year 2015. The company did not distribute additional document containing significant information during the meeting, or add or change meeting agenda or amend significant information without prior notice.

1.4 Providing convenience in shareholders' right exercising

- The company provided sufficient convenience for shareholders and shareholder's proxy to register to attend the meeting by implementing a barcode system for registration and vote counting as well as distributing voting ballots to the shareholders before the meeting began.

- The company clearly stated shareholders' meeting rules and process in the meeting invitation. The moderator of the meeting also informed the attending shareholders of the rule and voting process at the meeting. The shareholders' meeting minutes also included a record that the meeting was informed of the rules and voting process.

- The company invited its shareholders to exercise their right to site visit. The company also regularly updates information and significant information published on its website.

1.5 Giving sufficient time and opportunity for shareholders to express their opinions

- The company provided opportunity for shareholders to ask questions related to the meeting agenda openly express their opinion. The chairman of the board of directors asked the meeting at the end of each agenda. Questions related to the meeting agenda or the company and shareholders' opinion, as well as the answers or clarification by the board of directors or the company's management were all record in the meeting minutes.

- The company arranged for voice recording of the shareholder's meeting, and disclosed the significant issues raised during in the meeting minutes for reference in the future and enable shareholders who could not attend the meeting to catch up with the meeting details.

1.6 Meeting attendance of directors

- With fully respect of shareholder's right, all the 11 members of the board of directors attended annual general meeting of the shareholders for the year 2015. It could conclude that the company still developed organizing the 2015 annual general meeting of shareholders as more strict than the Good Corporate Governance guideline.

2. Equitable treatment towards minor shareholders

The board of directors respect shareholder's equal treatment formulated the minor shareholder as follow:

- The company allowed shareholders, individual or in groups holding minor shares of at least 100,000 shares for no more than 12 consecutive months, to propose meeting agenda 4 months prior to the Annual General Meeting of the Shareholders for the Year 2015 or from 1 October 2014 to 31 January 2015. The criteria for proposing meeting agenda in advance was published on the company's website. The board of directors' secretary was assigned to compile the meeting agenda and proposed to the independent directors for consideration and to make them the official meeting agenda to the Board on February 2015. In 2015, none of shareholders proposed meeting agenda.

- The company opened opportunity for shareholders, individual or in groups to nominate persons to be appointed as directors or submit questions related to the meeting agenda 4 months prior to the Annual General Meeting of the Shareholders for the Year 2015 or from 1 October 2014 to 31 January 2015. The company's secretary was assigned to compile the nominated person's details and proposed to the nomination committee to consider the qualifications of person nominated by minor shareholders in accordance with the company's nomination procedure and to make them the official meeting agenda to the Board on February 2015. In 2015, none of shareholders made nomination.

- The board of directors follows shareholder's right protection policy in order to allocate appropriate time for consideration and to conform to the meeting regulations, the company did not propose new agenda during the meeting or distribute additional document for shareholders consideration without prior notice.

- The board of directors encouraged shareholders to select the proxy form that provides them with freedom to select voting decision – agree, not agree, abstain, by preparing Proxy B form. The company also prepared the proxy A (general) and proxy C (for custodian) for its shareholders and published them for easy download on the company's website 30 days prior to the meeting.

- The board of directors provided convenience for

shareholders who could not attend the meeting but wish to exercise their voting rights by allowing them to assign proxy. The company arranged for 2 independent directors to attend the meeting and vote on behalf of the shareholders; (i) Mr. Chai Jroongtanapibarn, Independent Director and Chairperson of Audit Committee (ii) Mr. Naruenart Ratanakanok, Independent Director and Audit Committee Member. Shareholders can appoint one of the two independent directors as their proxy.

- The board of directors encouraged the meeting to use voting ballots. Voting ballots were prepared for each agenda, such as dividend payment and independent auditor remuneration, for transparency and reference in case of objection later

- The board of directors formulated to executive directors and employees use internal information for advantage in Code of Conduct cover internal information security trading, conflict of interest and confidentiality announce in the Good Corporate Governance guideline, meeting and company's website. The company's secretary was responsibility announces disclosure rules to the board of directors and executive director explain acquisition of security and disclosure related transactions between director and management.

3. Roles of Stakeholders

3.1 Good corporate governance policy related to stakeholders

- The board of directors has stipulated and concerned for all stockholders. Not only follow regulation but also create new policy to reach both of good corporate governance and corporate social and environment responsibilities, by measuring related to stakeholders include 5 parts as follows:

1. Employees and families
2. Customers and creditors
3. Shareholders
4. Business partners
5. Analysts, Investors and Financial Institutions

1. Employees and families

The Company sets policy on treatment towards employees as follows:

Policy on treatment towards employees

1. The company shall appropriately reward employees by considering each employee's performance using measurable tools and with fairness. The rewards include monthly remuneration, overtime payment, bonus, production reward, life and health insurance and provident fund.

2. The company shall promote and develop employees' knowledge and skills, for example, by arranging training and seminar for executives and employees of all levels.

3. The company shall fairly and equally treat all employees, such as in performance appraisal, work record confidentiality, and employee's benefits.

4. The company shall respect employees' right and provide opportunities for employees to speak up in case they are not treated properly by providing comment box or through Human Resources Department.

5. The company shall provide safe and hygienic work environment that enhance work efficiency and effectiveness.

2. Customers and creditors

Customers

The company sets policy on treatment towards customers.

1. The company creates customers relationship and cooperation from honesty, reliability and confidence.

2. The company has the duty to build customer satisfaction with sufficient and appropriate responsibility and care, as well as giving priority to customer's problems and needs. The management and all employees shall respect the following measures:

- Committed to deliver quality products that directly meet the customer's requirement.
- Respect the conditions agreed with the customers.
- Equally propose price and trade conditions to customers in the same category.
- Provide the customers with accurate information about the product quality and qualifications to ensure confidence and fairness to the company's customers.
- Willing to address customer's needs and concerns as well as to handle complaints, to recommend and to monitor progress of the matters informed by the customers.

Creditors

The company sets policy on treatment towards creditors.

1. The company shall build relationship with and treat creditors with integrity and trust.

2. The company shall be responsible and best respect all conditions agreed with the creditors.

3. Shareholders

The board of directors has formulated policy related to shareholders.

1. The company has duty to protect and respect basic rights of shareholders which are the right to purchase or transfer shares; the right to receive the company's profit share, the right to receive sufficient information about the company's operation; the right to participate in the shareholder's meeting to appoint or terminate directors, appoint external auditor, approve dividend payment, allocate annual net profit, set or amend Article or Memorandum of Association, capital increase or decrease and approve special items.

2. The company has the right to promote and encourage shareholders to exercise their right at 'the Annual General Shareholders' Meeting, including the right to propose agenda in advance, the right to nominate directors in advance, the right to propose questions to the meeting prior to the meeting date, and the right to express opinion and ask questions in the meeting.

3. The company shall not take any action that may infringe or limit the shareholders.

4. Business partners

The company sets policy on treatment towards business partners.

1. The company is responsible for building good relationship with every business partner.

2. The company is responsible for providing equal opportunity for each business partner to propose products and services. The company's management and employees who are responsible for dealing with customers shall follow the measures below:

- Equally and fairly treat all business partners.
- Consider and make decision by comparing quality of products and related conditions for the best benefits of the company in both short and long term.
- Keep confidentiality in relations to customers, not accept bribes or commissions from business partners and not disclose information or one or many business partners to other partners.

5. Analysts, Investors and Financial Institutions

The company sets policy on treatment towards Analysts, Investors and Financial Institution.

1. The company provides information to analysts, investors and financial institutions including the information about the financial performances, business outlook accordance with the regulations and good corporate governance policy.

2. All information including the news that might affect investment decision will be provided in the corporate website

3.2 Compensation to stakeholders in case of damage caused by infringement

• The board of directors has implemented measures on the use of internal information that directors, executives and the company's employees as follows:

Measures on preventing internal information that directors, executives and the company's employees

1. The board of director's secretary is responsible for reporting to the company's directors and the management the shareholdings of the directors and executives, spouses and children who have not yet reached manhood, and report the changes in shareholdings according to the article 59 and punishment article 275 of the Securities and Exchange Act B.E. 2535.

2. The board of directors shall advise directors, executives and employees who have access to significant internal information to avoid trading the company's shares one month before and one week after the distribution of such significant information, including financial statements which affect changes in share prices. This is to avoid possible frauds under the Securities and Exchange Act.

• The company has stipulated the measures to prevent directors and executive directors from using internal information for own or other's benefits. The measures are stated in the company's code of ethics for the management and employees.

Measures on preventing conflict of interest of directors, executives and employees

1. The company's management and employees shall not take any action for personal benefits or to obtain assets of the company or customers.

2. The directors and employees shall not be engaged in or have own business or activities that may cause conflict of interest that may conflict with the responsibilities of the directors and employees.

3. In case that the position and responsibilities of the executives and employees may directly or indirectly provide benefits to themselves or members of their family (spouse, father, mother, children, cousins) or acquaintance, the directors and employees shall not be involved in decision making and immediately report to their immediate supervisors.

4. The company shall avoid assigning the directors or employees to perform a task that may lead to a situation that causes conflict of interest to the company or the company's customers.

5. In case the company's directors and employees are involved in external activities or hold positions in other organizations, such as being directors, advisors, representatives or employees, such condition must not cause direct or indirect conflict of interest to the company and its customers or affect the persons' ability to perform their duty.

6. Directors and employees are not to work for or hold positions in other organizations which operate similar business or compete with or may have conflict of interest with the company.

• The company's board of directors has consistently received information about possible conflict of interest of directors, executives and employees in the company's transactions. The internal audit department is responsible for reporting information related to conflict of interest to the audit committee for acknowledgement and consideration and the audit committee consistently monitor, review and report the information to the board of directors for acknowledgement and consideration. In 2015, there is no report that the company's directors, executives and employees having conflict of interest that causes damage to the company.

• The company has stipulated the following measures on compensating stakeholders in case of damage due to infringement.

1. Employees and families

Measures to prevent damage from employee right infringement.

The company has arranged for sufficient remuneration and benefits for its employees and strictly followed the treatment towards employee policy. A comment box is provided for employees as a channel to receive complaints and recommendation from employees affected by unpleasant work conditions. In 2015, there is no employee complaint related to infringement.

2. Customers and Creditors

Measures to prevent damage from customer and creditors right infringement.

The company has take good care to customers in accordance towards customer's policy and set up customer service section for customers to file complaint in case they have problems and need help to protect damage customer. For preventive to the problem from the customers and creditors infringement in the later, thus executive must consider qualification of customers and creditors before the transaction by considering based on the principles of integrity, honesty and reliability. In 2015, there is no customers and creditors complaint related to infringement.

3. Shareholders

Measures to prevent damage from shareholder right infringement.

The company has implemented measures in protecting the basic rights of shareholders, including the right to receive information, and the right to participate in shareholders' meeting, exercise their rights beyond those required by law, such as to propose meeting agenda in advance to the meeting date, and nominating persons to be elected as directors in advance. The company shall evaluate and monitor the results of the implemented measures in order to prevent possible damages from shareholders' rights infringement. The evaluation shall be done internally through departments which are responsible for shareholder's rights protection, and externally through the AGM checklist program organized on annual basis by the SEC, Thai Investors Association and the Association of Listed Companies. In 2015, there is no shareholders' complaint related to neither right infringement nor limitation.

4. Analysts, Investors and Financial Institutions

Measures to prevent damage from analysts, investors and financial institutions right infringement.

The company provides information to analysts, investors and financial institutions including the information about the financial performances, business outlook at least once a quarter or not less than 4 times per year. In addition, the information is provided in several channels such as IR line (02-511-5427 ext. 893), corporate website, one-on-one

meeting, group meeting and site visit. Therefore, the company has never received complaints from not getting information from the analysts Investors and financial institutions.

3.3 Stakeholders' participation mechanism

- The board of directors has set mechanism for stakeholders' participation as follows:

1. The company provided a channel for complaints and / or comments through the Call Center at 02-5115427 ext 114 and via the company's intranet for employees sticky.

2. The company provided opportunities for investors to express their opinions to the board of directors through the company's website, under investor relations (IR) section.

3.4 Mechanism for protection of those who report frauds

- The board of directors provided various channels for report on frauds, unethical or illegal practice related to financial statements and internal control system through the Internal Audit Department via telephone or the company's website.

- The board of directors ensured that the persons who report frauds would be well protected by keeping all information about the reporting person highly confidential.

- The board of directors has stipulated an effective process to handle the reports irregularity. Initially, the internal audit department will make a summary and submit it to the audit committee for further investigation and report to the board of directors in case the matters are true and may have impact on the company's operation.

4. Information disclosure and transparency

4.1 Results of the execution of corporate governance policy

- In 2015, the company accurately, adequately, timely and transparently disclosed the information required by the SEC and SET through SET's online channel and the company's website. The company has never been punished by the SEC or SET for not disclosing the information as required. The company also regularly appraises the efficiency of information disclosure process and strictly follows the regulations on information disclosure.

- The company also published and regularly updated all significant information submitted to the SET and other information on its website as well as provided such information both in Thai and English for all stakeholders to have equal access to the information.

4.2 Remuneration of the directors and the management

- The remuneration committee formulated the policy on remuneration of directors, Chief Executive Officer and top executives for the year 2015 as follows:

The policy on remuneration to directors, chief executive officer and top executive directors

1. Remuneration of the company's directors, chief executive officer and top executive directors shall be set in accordance with their duty, scope of responsibility, fairness and attractiveness, which should be equal to remuneration for directors in other listed companies in the same industry and similar size, as well as the size, as well as the company's performance, business environment and overall economic condition.

2. The remuneration committee shall be responsible for initial consideration and propose for the approval of the board of directors and the annual general meeting of the shareholders the maximum remuneration of the year, position remuneration and meeting allowance.

3. The remuneration committee shall respect the resolution of the Annual General Meeting of the Shareholders on the remuneration budget and details which are also disclosed in the annual report. Remuneration that the directors received from positions in other companies, such as consultancy fee, and directorship in the Company's subsidiaries shall also be disclosed.

4. Any director who currently holds management position in the company and receives remuneration in the forms of monthly salary will not be entitled for the remuneration.

- The remuneration committee proposed to the board of directors and the Annual General Meeting of the Shareholders for the Year 2015 to approve a total of no more than Baht 12.5 million remunerations for the nonexecutive directors. Remunerations for the directors are shown in remunerations of board of directors section. The company's directors who also hold directorship in subsidiaries did not receive remunerations from the subsidiaries.

4.3 Board of Directors Report

- The company prepared the board of director responsibility towards financial statements together with the independent auditor's report (published in the annual report under chapter board of director's responsibility towards financial statements).

4.4 Roles and duties of the Board of Directors and Committee

- The board of directors performed their duties in managing the company's operation under the law, objective and regulation of the company and the resolutions at the AGM. with honesty in the best interests of shareholders. The Board of Directors has appointed committees to assist in the detailed study of performance monitoring and filtering tasks as assigned

Board of Directors

In 2015, the board of directors convened 4 times. All meetings were arranged in compliance with the Company's Article of Association and the Public Limited Company Act B.E. 2535. Meeting invitation and related significant information were distributed to the directors 7 days prior to the meeting. The board also provided adequate and equal opportunities for the directors to discuss significant issues. The board of directors' secretary and legal advisor attended and recorded the meeting, questions, and recommendations by the directors in order to allow directors and concerned parties to study and audit. For the annual general meeting of shareholders in 2015 convened 1 times with top executive director, audit committee and legal advisor as follow:

Name	Position	Board of Directors Meeting / Total Meeting	2015 Annual General Meeting
Mr. Somchainuk Engtrakul	Chairman of the Board	4/4	✓
Mr. Vicha Poolvaraluk	Director	4/4	✓
Mr. Verawat Ongvasith	Director	4/4	✓
Mrs. Paradee Poolvaraluk	Director	3/4	✓
Mr. Thanakorn Puriwekin	Director	4/4	✓
Pol. Sub. Lt. Kriengsak Lohachala	Independent Director	4/4	-
Mr. Wichai Poolworulak	Director	4/4	✓
Mr. Chai Jroongtanapibarn	Independent Director / Chairman of Audit Committee	4/4	✓
Mr. Vallop Tangtrongjit	Independent Director / Audit Committee Member	4/4	✓
Mr. Kraithip Krairiksh*	Independent Director / Audit Committee Member	2/4	-
Dr. Satian Pooprasert	Independent Director	4/4	✓

*The Board of Director Meeting of Major Cineplex Group Public Company Limited ("the Company"), No. 2/2015, held on 8 May 2015; the meeting had approved to appoint Mr. Kraithip Krairiksh as an Independent Director and Audit Committee to replace Mr. Naruenart Ratanakanok who had passed away. Effective date from 8 May 2015 onwards.

Executive Committee

• In 2015, the executive committee performed their duties in managing the company's operation; reviewing policies, business plan, investment plan, and annual budget plan for 2015 to present to the board of directors for approval; monitoring, supervising and controlling the execution of plans to achieve the preset goals earlier approved by the board of directors or as assigned; and reporting the quarterly and annual operational performance to the board of directors for acknowledgement. The executive committee also provided its opinion on the committee's performance in the message from the Chief Executive Officer as published in the annual report.

Audit Committee

• In 2015, the audit committee performed its duties in reviewing the financial statements of the company and its subsidiaries, auditing the internal control report submitted every month by the internal audit, meeting with independent auditors to discuss various matters. The audit committee chairman reported significant matters to the board of directors for consideration by including those matters as meeting agenda. The audit committee also provided its opinion in the audit committee report as published in the annual report.

• In 2015, the audit committee convened 9 times and committee member's attendance is as follows:

Rank	Audit Committee	Audit Committee Meeting / Total Meetings
1.	Mr. Chai Jroongtanapibarn	Total Meetings
2.	Mr. Vallop Tangtrongjit	9/9
3.	Mr. Kraithip Krairiksh *	5/9

**The Board of Directors Meeting of Major Cineplex Group Public Company Limited ("the "Company"), No. 2/2015, held on 8 May 2015; the meeting had approved to appoint Mr. Kraithip Krairiksh as an Independent Director and Audit Committee to replace Mr. Naruenart Ratanakanok who had passed away .Effective date from 8 May 2015 onwards.*

Nomination and Remuneration Committee

The nomination committee's duties

• In 2015, the nomination and remuneration committee performed its duties in nominating 4 directors to replace a director who left office at the annual general meeting of shareholders for the year 2015. The committee considered the qualification, knowledge, capability, experience, good work history, and ethic. As a result, the 4 directors were nominated to be re-elected, which was approved by the board of directors and the annual general shareholder's meeting.

• In 2015, the nomination and remuneration committee convened one time. All committees attend the meetings.

The remuneration committee's duties

• The remuneration committee performed its duties in setting remunerations for directors who were not the company's executives or employees for the year 2015, by considering their duties, scope of responsibilities, which were equal to the remunerations paid to directors in listed companies of the same size and in the same industry, as well as considering the company's performance, business environment and the overall economy. The remunerations were submitted to the board of directors and the annual general meeting of the shareholders for approval.

• In 2015, the remuneration committee convened one time. All committees attend the meetings.

4.5 Relationship with shareholders

• The company's board of directors formulated a policy to accurately, adequately, transparently and timely disclose reliable significant information and information that may affect the company's share price. It assigned the investors relations to be the company's representative in communicating to institute

and individual investors as well as analysts and concerned government agencies. The company's website (corporate.majorcineplex.com) is used as a channel to distribute all information, including the information about the company, business, financial information, news that may affect investment decision, reports submitted to the SET, the company's activities, and shareholders' meeting details, to enable shareholders to keep updated of the company's movement and required information. The investor relation is directly responsible for information provision.

• The company prepared a rough investors relations plan which is subjected to change depending on conditions and environment as follows:

1. Organize a quarterly analysts meeting. The company will also organize a meeting between its Investors Relations and analysts when analysts need more information on additional matters.

2. Arrange road-shows at least once a year to provide information to domestic and overseas investors.

3. Participate in exhibitions held to provide information to investors, such as the exhibitions arranged by SET, Brokers' Association and other organizations.

5. The Board of Director's Responsibilities

5.1 Policy on Good Corporate Governance

• The company's board of directors is committed to direct the business in compliance with the good corporate governance which is beneficial and important to promote efficiency and transparency of the company's operation, increase competitive advantages, and add long-term value to the shareholders. The board of directors and the administration have formulated good corporate governance practice and made them the company's policy in writing. The board of directors approved the policy which has essence as follows:

- Respecting shareholder's right on various matters, including allowing shareholders to propose agenda in advance for the shareholders' meeting, and nominating in advance persons to be selected as directors, etc. and not taking any action which may infringe or limit the rights of shareholders.

- Equitably and fairly treating all shareholders, investors, stakeholders and related parties.

- Accurately, adequately, equitably, and timely disclosing information to shareholders, investors, stakeholders and related parties through appropriate channels, including website, to enable shareholders and stakeholders to have easy access to the information.

- Performing its duties and responsibility in supervising and directing the operations of the company with integrity, ethics and prudence to achieve the company's goal and for the best benefits of the company and its shareholders, as well as preventing conflict of interests.

- Managing the company with transparency under sufficient internal control and audit system.

- Controlling and managing risks at the appropriate level.

- Operating the company with integrity and in compliance with laws and business ethics.

5.2 Structure of the Board of Directors and Committees

- The board of directors viewed that, considering its current scope of responsibilities, it is appropriate to have 11 members who have different qualification, skill, experience and specialization that will benefit the company, and ability to contribute time and efforts to perform duty to strengthen the board of directors.

- The board of directors gives priority to transparency and therefore stipulated that the board of director chairman is an independent director and shall not be the same person as the Chief Executive Officer or President.

- The board of directors stipulated a formal and transparent process of director nomination which is free from influence from shareholders with control authority. The nomination Committee shall nominate directors by considering education, capability, experience, etc. in accordance with the scope of responsibilities of the board of directors or committees. The nominee list will be proposed to the board of directors' consideration and appointment.

- The board of directors disclosed the list of the directors and committee members in terms of names, positions, age, education, shareholdings, work experience and relationship with the company's executives in various channels, including the annual report and the company's website.

5.3 Leadership and vision

- The board of directors has strong leadership, vision and independence in making decision for the best benefit of the company and its shareholders. Roles and responsibilities of each committee are clearly separated. The administration information for the board of directors consideration.

- The board of directors expects to a goal to ensure stable business with long-term sustainability and success in cooperation with the management in reviewing and ensuring that vision and mission best address the changing environment.

The business goals, business plan and budget were prepared by taking into consideration the maximum added value and long-term stability of the company and its shareholders. The board of directors also direct the business and ensure that the business operation is efficiently executed by the management.

- The board of directors encouraged good corporate governance within the organization and formulated good corporate governance practice, code of ethics, measures and approval procedure of related transaction between the company and related parties or persons who may have conflict of interest, as well as clearly separated the authority of shareholders from that of the board of directors, the board of directors and the executives and other committees for balance of power and independence and transparency.

5.4 Conflict of interest

- The board of directors shall consider related transaction that may cause conflict of interest between shareholders, directors and the management with best prudence, integrity, reasonableness and independence within good business ethic framework, and disclose complete information for the best benefit of the company. The board of directors shall strictly conform to the criteria and procedures or regulations set by SET and ask the audit committee to provide information about the necessity and appropriateness of such transaction.

- The board of directors formulated measures and approval procedure of related transaction between the company and its subsidiaries or persons who may have conflict of interest. The persons who may have direct and indirect conflict of interest shall not be allowed to make decision on the matter. The audit committee is required to participate in the consideration and provide opinions on the necessity and reasonableness of the items proposed for the best benefits of the Company. The board of the financial statements prepared by using the generally accepted accounting principles published in the annual report.

5.5 Business ethics

- The board of directors prepared the Management and Employees' Code of Ethics for the Company's management and employees to use as guideline in performing their duties and to strictly and consistently implement in terms of business operations, equitable and fair treatment towards stakeholders, matters related to conflict of interest, information confidentiality and possible fraudulent use of information, bribes, and gifts. The board of directors assigned the internal audit unit to monitor and audit the implementation of Code of Ethics.

- The board of directors shall monitor and ensure that the company's business operation, directors' ability to perform their duties, operation by the management, and employees work are within ethical framework in addition to the company's regulations and related laws.

5.6 Balance of power for non-executive directors

- The board of directors structure comprised 6 non-executive and independent directors and 5 executive directors. As of 31 December 2015, the company had 11 members of

the board of directors. The balance of power by non-executive directors was as follows:

Executive directors 5 persons (45 %)

Non-executive and independent directors 6 persons (55 %)

5.7 Integration or segregation positions for managerial balance of power

- The board of directors clearly divides scopes of roles and responsibilities among the board of directors, executive committee, audit committee, nomination committee, remuneration committee and chairman of executive committee, as well as the chairman of board with a clear stipulation that shall not be the same person as the Chairman of the Executive Committee or Chief Executive Officer not have any relations with the management in order to prevent any executive to have unlimited, check and balance management.

5.8 Role and responsibilities of the Board of Directors

- In 2015, the board of directors reviewed and approved significant operational matters and directed the management to efficiently implement the policy and effectively manage the budget.

- The board of directors reviewed the approved written good corporate governance policy at least once a year.

- The board of directors prepared and distributed the Code of Ethics in writing to directors, executives and employees; and reviewed other ethics for directors, executives and employees to understand ethical standards applied to its business operation. The board of directors assigned the internal audit department to monitor the execution of such standards.

- The board of directors provided financial statement control and regulations implementation. The internal audit department independently performed its duty in monitoring the implementation of these regulations and control measures and reviewed the system at least once a year.

5.9 The Board of Director's meeting

- The board of directors convened at least 4 times a year and arranged the meeting in accordance with the company's rules, the Public Limited Company Act B.E. 2535 and SET's regulations. The chairman of the board of directors, in the capacity of the meeting chairman, shall promote prudence in any consideration, provide sufficient time for the management to present significant information and for directors to discuss the matter. Meeting minutes for every meeting was made for future reference and checking. The directors are responsible for attending every meeting of the board of directors except in case of extreme necessity.

- Before the board of directors meeting in 2015, At the end of the year 2014 the board of director secretary prepared meeting agenda for the board of directors to be able to schedule themselves all the year round. The board of director secretary shall prepare the whole year meeting agenda and matters to be considered in each meeting in order to provide sufficient detailed information.

- In considering the number of meeting, the board of director's secretary prepared meeting schedule the annual general shareholders meeting and set the date of closing of the company's registration book, while the meetings in

May, August and December are scheduled for reviewing and approving financial statements for the first, second and third quarters, and the December meeting is organized to consider budget for the following year.

- In each meeting in 2015 the company's secretary will send meeting agenda and related information were distributed to the directors 7 days prior to the meeting date to provide sufficient time for the directors to study and discuss important issues.

- The meetings were strictly held in compliance with the company's rules and regulations, and the Public Limited Company Act B.E. 2535. by allowing directors to discuss the matter carefully, thoroughly and the company's secretary and legal advisor to attend meetings and take notes, questions, and recommendations of the committee. Other directors and related parties to track and monitor them.

- In each meeting, the chairman of the board of directors would conduct the meeting to last for 1-2 hours, which was sufficient for the management to present the matters for consideration and for the directors to carefully and equally discuss the important issues. The chairman of the board of directors also encouraged attending directors to use their best consideration, ask questions and make recommendation on each agenda in every meeting.

5.10 Self assessment of the Board of Directors

The company's secretary prepared criteria for self assessment of CG Self Assessment directors for the board of directors' consideration and self assessment at the end of every year to determine and correct the problem as well as improve the efficiency and effectiveness.

5.11 Remuneration of directors and executives

The board of directors appointed the Nomination and Remuneration Committee to be responsible for ensuring in 2015 remuneration of directors was in line with the pre-set criteria and in similar range as that offered by other companies

5.12 Directors and executives development

- The board of directors encouraged and provided training opportunities for the company's directors and members of committees to further improve their ability to perform their tasks. The company have 10 directors attended courses Director Accreditation Program (DAP) and /or Director Certification Program (DCP) organized by the Thailand Institute of Directors.

- the company's secretary prepared directors guidebook and criteria on information disclosure, profile, shareholdings, changes to shareholding of directors, etc. and distributed to new directors.

- The board of directors stipulated that the Chief Executive Officer shall prepare a regular report for the board of directors to update on the development and succession plans that the Chief Executive Officer and the President prepared in case they could not perform their duties.

- The board of directors approved the executive development plan by assigning the Chief Executive Officer to report progress of executive development plan undertaken during the year. This plan is considered in parallel to the succession plan.

Corporate Management Structure

The company's management structure, as of 31 December 2015, comprises of the board of directors and 3 committees namely executive committee, audit committee and nomination and remuneration committee. The committees' scopes of authorities as responsibilities are as follows :

(1) Board of Directors

1.1 Non-Executive Directors

Non-Executive Directors mean outside directors who are not the company's executive or employees, nor executive directors, nor authorized signatory directors, independent from the company shareholder, executives and stakeholders, able to equally protect the benefit of all shareholders, and prevent conflict of interest between the company and related parties.

1.2 Executive Directors

Executive directors mean directors who are involved in routine operation and management as well as are authorized signatory directors. The board of directors comprises the chairman who is an independent director, 6 non-executive independent directors and 5 executive directors. The number of 11 members of the board of directors is supposed to be appropriate, as well as the composition of 45 percent executive directors all are knowledgeable and can provide in-depth comment in regards to entertainment industry as well as formulate strategic business plan, while non-executive independent directors shall be account for 55 percent. The non executive directors shall have good knowledge and understanding of the overall entertainment industrial sector, finance and banking, asset management, auditing, law and others, which would encourage positive opinion expression in the board of directors' meetings. The board of directors shall make decision for the best benefits of the company.

As of 31 December 2015, the company's board of directors consisted of eleven directors as follow :

Name	Position	% of Shareholding
1. Mr. Somchainuk Engtrakul	Chairman of the Board/ Independent Director	-
2. Mr. Vicha Poolvaraluk	Director	32.93
3. Mr. Verawat Ongvasith	Director	0.13
4. Mrs. Paradee Poolvaraluk	Director	2.06
5. Mr. Thanakorn Puriwekin	Director	0.05
6. Mr. Vicha Poolvaraluk	Director	0.32
7. Mr. Chai Jroongtanapibarn	Independent Director / Chairman of Audit Committee	0.08
8. Mr. Vallop Tangtrongjit	Independent Director/ Audit Committee Member	0.01
9. Mr. Kraithip Krairiksh *	Independent Director/ Audit Committee Member	-

Name	Position	% of Shareholding
10. Pol. Sub. Lt. Kriengsak Lohachala	Independent Director	-
11. Dr. Satian Pooprasert	Independent Director	-

**The Board of Directors Meeting of Major Cineplex Group Public Company Limited ("the "Company"), No. 2/2015, held on 8 May 2015; the meeting had approved to appoint Mr. Kraithip Krairiksh as an Independent Director and Audit Committee to replace Mr. Naruenart Ratanakanok who had passed away, Effective date from 8 May 2015 onwards.*

Authorized Signatory Director on the Company's behalf is

"Mr. Vicha Poolvaraluk, Mrs. Paradee Poolvaraluk, Mr. Verawat Ongvasith, Mr. Thanakorn Puriwekin Two in four jointly sign and combined with the company seal will be binding upon the company"

Authorities of the Board of Directors

1. The board may assign one or more directors to act on behalf.

2. The board may authorize a director to sign together with the company seal on behalf of the company.

3. The board may appoint or empower any person to conduct the company's business under its supervision with suitable issues and timings. Its appointment or empowerment may be withdrawn by the board itself.

4. Directors, who might have interests on any matter, must have no right to vote on such matters.

5. The board might approve the interim dividend payment if the company has sufficient profit to do so. This payment should be reported to the next shareholders' meeting.

6. Regarding to the Public Company Limited Act B.E 2535 indicated that some transactions, e.g., the consideration and approval of the company's financial statements, the consideration of profit and capital reserve allocation, the election for directors' replacement due to term expiration, the determination of remuneration, the appointment of external auditors with their compensation, the sales and transfers of The company's partial or overall business, the purchase or transfer the ownership from other companies, the preparation, amendment or revocation of the company's leasing contracts and the empowerment to any person to conduct the business on behalf of the company or the merger with other persons to share profits and losses, the board must have the resolution from the shareholders' meeting on such matters.

Responsibilities of the Board of Directors

1. The board must conduct the business in compliance with laws, the company's objectives, articles of association, and resolutions of the shareholders' meetings with integrity and prudence for the company's best interests.

2. The board must inform the company immediately their direct or indirect interests regarding to the company's contracts occurred during the fiscal year. Furthermore, they must inform their changes on their holding common shares or bond in the company itself or the affiliate companies during the fiscal year.

3. The board must arrange the meeting at least every three month with more than a half of total directors attending the meetings. The resolutions of the meetings are based on the majority votes.

4. The board must organize the annual general shareholder's meeting within four months after the ending of the company's fiscal year.

5. All directors are restricted from conducting, investing, and being partner in the companies having the same business as the company. In case that any director or parties with possible conflict of interest, as per announcements of the Securities and Exchange Commission (SEC) and/or the Stock Exchange of Thailand (SET), may have conflict of interest, the director(s) shall have no authority to approve the matter thus for the best benefits of the company and shareholders.

(2) Independent Directors

Definition

Independent directors mean director that have specifications as follows :

1. Hold not exceeding 0.5% of total voting shares of the company, its subsidiaries, affiliates or other juristic persons with possible conflict of interest, including the shares held by their related persons (under section 258 of securities and exchange act).

2. Neither involving in management, non-controlling nor being authorized signatory person, nor being the company's executive' employees, salaried consultant, competent authorized person to control the company, its subsidiaries, affiliates or other juristic persons and in the last 3 years before appointment.

3. Not being a person related by blood or legal registration such as father, mother, spouse, and child including spouse of the child to executives, the company shareholders, controlling persons, or persons to be nominated as executive or controlling person of the company or its subsidiary and be independent from the company shareholders executives and controlling persons.

4. Not having a business relationship with the company in occasional service and commercial business, in accordance with the SET's requirement on the related transaction.

5. Not being a person who has been appointed as a representative of the company's director, the company shareholders or shareholders who are related to the company shareholders.

6. Not having any characteristics which make him/her incapable in expressing independent opinions.

7. Be capable in protecting all shareholders/ benefits equally and supervising in order to prohibits any conflict of interest between the company and related persons, and able to attend the meetings of the board of directors in order to make a decision on significant issues.

Independent directors shall perform their duty independently to ensure that the company's politics, plans and operations are correct, appropriate and in line with the company's objectives and rules as well as the shareholders' meeting resolution and related laws in order to equally protect shareholders' benefits. Furthermore, this definition of independent directors has been revised so as to be more strictly than that defined by SEC.

Criteria in Selecting Independent Directors

The company selects independent directors by considering

knowledge, experience, and profound understanding of related businesses, vision, sufficient time to perform duty and qualities as stated in the concerned government agencies' announcements, regulations and rules. The company would invite qualified persons to be its independent directors. The company considers that the independent directors are able to exercise their knowledge and capability as well as provide opinions that are useful and appropriate to support the company's business operation.

(3) Audit Committee

The meeting of the board of directors resolved the qualifications of the audit committee in accordance with and under the international standards as promulgated by SEC/ SET. Moreover, the authority scope of the audit committee was adjusted according to and under the SET notification.

Definition

Audit Committee

Audit committee members mean persons appointed by the board of directors or the company's shareholders. The audit committee members must be independent directors and not to be directors assigned by the board of directors to make decision on business operations of the company, parent companies, subsidiaries, joint venture, similar subsidiaries, or any juristic persons that may have conflict of interest. They must be neither the director of parent companies, subsidiaries, joint venture and similar subsidiaries. They must have qualifications and responsibilities as announced by the SEC and as per the SET regulations on the qualifications and work scope of audit committee. They shall also have sufficient knowledge and experience to review the reliability of the financial statements and perform other duties under their roles as audit committee members.

The board of directors considered that all the audit committee members are qualified according to the company's definition and comply with the SEC and SET regulations. The audit committee meeting also considered that Mr. Chai Jroongtanapibarn has good knowledge and expertise in accounting and finance, as well as experience in auditing which is adequate to review the reliability of the financial statements. Therefore, he was appointed as the chairman of the audit committee, the biography has been disclosed in the audit committee member's certificate of biography submitted to SET according to the new regulation.

As at 31 December 2015, the Audit Committee consists of the Audit Committee are independent directors of 3 members with 3 years term, Moreover, the two of Audit Committee have already passed the "Audit Committee Program" arranged by Thai Institute of Directors (IOD).

Three members of Audit Committee are;

Name	Position
1. Mr. Chai Jroongtanapibarn	Chairman of Audit Committee
2. Mr. Vallop Tangtrongjit	Audit Committee Member
3. Mr. Kraithip Krairiksh	Audit Committee Member

Responsibilities of Audit Committee

1. Ensure accurate and adequate financial reports.
2. Ensure appropriate and efficient internal control and internal audit system to appropriate, efficiency and independence of internal audit as well as consideration set up remove, layoff head of internal audit or other associated.
3. Review the company's operation to comply with the Securities and Exchange Act, the Stock Exchange of Thailand's regulation or other related laws.
4. Consider, assort, appoint external auditors and consider the compensation for them. Until attend with auditor without manager at least time per year.
5. Consider the disclosure of the company's information regarding to the connected transactions or conflicts of interest transaction to ensure the completeness and accuracy.
6. Prepare the corporate governance report, signed by the chairperson of the audit committee, and disclose in the company's annual report.
 - (A) Opinion about completeness to reliability of financial statement.
 - (B) Opinion about adequacy internal system.
 - (C) Opinion about performance under the law (security and stock exchange) or the law relative to the business.
 - (D) Opinion about monitor of auditor.
 - (E) Opinion about conflict of interest.
 - (F) Amount of person audit committee meeting.
 - (G) Opinion and notice of the board of directors form charter.
 - (H) Other items to shareholders and investors acknowledge under the scope and responsibility form director committee.
7. Perform other duties as assigned by the board of directors.
8. Be accountable to the board of directors as per roles and responsibilities entrusted and shall report to them the performance, recommendations and findings at least twice a year.

In any case where any audit committee member or parties with possible conflict of interest, have conflict of interest which the company or its affiliates, the acquisition or sale of assets of listed companies and related transactions (if any), as per announcements of the SEC and/ or SET, the audit committee shall report the matter to the board of directors and/ or the shareholders' meeting for consideration and approval in compliance with referred law and regulations.

(4) Executive Committee

As at 31 December 2015, Executive Committee of The Company consisted of four members;

Name	Position
1. Mr. Vicha Poolvaraluk	Chairman of Executive Committee
2. Mr. Verawat Ongvasith	Executive Committee
3. Mrs. Paradee Poolvaraluk	Executive Committee
4. Mr. Thanakorn Puriwekin	Executive Committee

Responsibilities of Executive Committee

1. Operate and manage the company's business in accordance with laws, objectives and regulations of the company as assigned by the board of directors.

2. Operate and manage the company's business in accordance with policy and strategy set by the board of directors.

3. Follow shareholders' resolutions with honesty, ethics and care for the company's benefits.

4. Approve borrowings or lending from/to financial institutions including guarantee or make payment in ordinary business of the company such as capital expenditures within 60 million baht per each transaction.

5. Appoint or cancel staff of the company whose title are lower than chief executive officer.

6. Prepare, propose and set business policy and strategy to the board of directors.

7. Organize the company's structure and management including interviewing, employing, training and un-employing staff.

8. Set business plan, authority and budget as well as manage business according to policy and strategy proposed to the board of directors.

All related or conflict of interest transactions with executive directors in accordance with rules and regulations of Securities and Exchange Commission must not be voted by those executive directors who are related or have conflict of interests. Executive director must to present to the board of director and/or shareholder's meeting consider and approve under regulation or announcement or related law.

(5) Nomination and Remuneration Committee

Definition

• Nomination and Remuneration Committee

The company's nomination and remuneration committee means group of persons appointed by the board of directors as the nomination and remuneration committee. The nomination and remuneration committee chairman shall be an independent director. At least three fourths of the nomination and remuneration committee members shall be independent directors in order to maintain transparency and independence in performing their duty. The committee members shall have good knowledge and sufficient experience to nominate directors and top management of the company, as well as to perform other tasks as the nomination committee.

The company's nomination and remuneration committee comprises the committee chairman who is an independent director, 2 independent directors and 1 executive director (information of the nomination and remuneration committee members are under the information about the board of directors and management chapter). The board of directors considered that all members of the nomination and remuneration committee have the qualifications Thailand. The nomination and remuneration committee considered that Mr. Chai Jroongthanapibarn, an independent director, is knowledgeable and has experience in nomination and remuneration of directors and top management, and therefore appointed him the committee chairman.

As of 31 December 2015, The Nomination and Remuneration Committee comprises 4 members with 3 years term. They are as follows :

Name	Position
1. Mr. Chai Jroongtanapibarn	Chairman of Nomination and Remuneration Committee
2. Mr. Vallop Tangtrongjit	Nomination and Remuneration Committee
3. Mr. Kraithip Krairiksh	Nomination and Remuneration Committee
4. Mr. Verawat Ongvasith	Nomination and Remuneration Committee

Responsibilities on Nomination Function

1. To formulate criteria and policy in nominating directors, members of different committees and the chief executive officer.

2. To consider and nominate appropriate persons to be appointed as directors, and members of different committees and the chief executive officer for approval by the board of directors and/or shareholders' meeting.

3. The board of directors must to report the results of the nomination committee meetings or other matters that the board of directors should be informed.

4. To perform any tasks assigned by the board of directors.

Responsibilities on Remuneration Function

1. To formulate criteria and policy on remunerations for the board of directors, committees and chief executive officer for the approval by the board of directors and/or, as the case may be, the shareholders' meeting.

2. To set necessary and appropriate annual remunerations for the board of directors, committees and the chief executive officer.

3. The board of directors must to report the results of the remuneration committee's meeting results or other matters the board of directors should be informed.

4. To perform any tasks assigned by the board of directors.

(6) Company Secretary

The board of directors appointed Ms. Thitapat Issarapornpat to perform the duties of company secretary on giving the advices regarding laws and regulations which the board of directors shall be aware, to monitor the board of directors' conduct as well as to coordinate and follow up the execution to be according to the board of directors' resolution.

Responsibilities of the Company Secretary

1. To give basic advice to the board of directors on related laws, regulations and provisions in accordance with the good practices as well as follow up and monitor the compliance to be accurate and consistent.

2. To arrange meetings of the board of directors, committees and shareholders in accordance with the applicable laws, the company's regulations and practices, as well as complying with the good corporate governance policy of the company and SET.

3. To monitor the disclosing of data and information to the responsible government agencies according to the regulations and requirements of related organizations, including communicating with shareholders and take care of them appropriately.

4. To provide and keep the following documents;
 - a) Director's record.
 - b) Invitation letter and minutes if the board of directors meeting, as well as the company's annual report.
 - c) Invitation letter to shareholders and its minutes.
5. To keep the conflict of interest report provided by directors or executives.
6. To support the assignment given by the board of directors.
7. To operate others as specified by the capital market committee of SET.

(7) Chief Executive Officer and Management Team

Responsibilities of the Chief Executive Officer

As at 31 December 2015, Management team of the company consisted 8 members;

Name	Position
1. Mr. Vicha Poolvaraluk	Chief Executive Officer
	Deputy - Chief Corporate Strategy & Investor Relations
	Deputy - Chief Bowling Business
	Deputy - Chief Human Resource
2. Mr. Thanakorn Puriwekin	Chief Film Officer
3. Mrs. Jinda Wantanahatai	Chief Retails Officer
4. Ms. Thitapat Issarapornpat	Chief Finance & Account Officer
5. Mr. Kitikorn Poomsaeang	Chief Construction Officer
6. Mr. Niti Pattanapakdee	Chief Media Officer
7. Mr. Apichart Kongchai	Chief Cinema Officer
8. Ms. Sudaporn Trongpanich	Chief Technology Officer

Responsibilities of Chief Executive Officer

1. To formulate business plan, investment plan, and annual budget plan for approval by the executive committee and/or the board of directors.

2. To be responsible for the overall management and to deliberate all the company's policies to achieve the preset objectives and within the policy, business plan and budget plan approved by the board of directors.

3. To be approve an execution or payment according to the company's authorization regulations or annual budget approved by the board of directors.

4. To recruit, hire, transfer, reshuffle, suspend or terminate employment of any executives or employees and to stipulate scope of roles and responsibilities and appropriate remuneration. An execution of position equivalent to senior via president or higher shall be reported to the board of directors, while an execution of positions equivalent to the internal audit department executives shall be made with the audit committee's consideration.

5. To appoint respective authorized persons to sign the company's document in the area of accounting, finance, purchase, production, sale and general management as well as other important document.

6. To set, change, revise or cancel any rules, regulations, order, announcement, punishment measures and internal control systems for use as guideline for all employees and to enable the internal management is executed as per the company's policies.

7. To appoint advisors in various respects significant to the operations for the best benefits of the company. The CEO is empowered to appoint attorney(s) to the lawsuit or defend case related to the company.

8. To assign person to perform task on his/her behalf as deemed appropriate. Such authorization can be terminated, changed or modified.

9. To report the company's performance, progress of any projects and financial status to the executive committee and the board of directors.

10. To perform other works assigned by the executive committee or the board of directors.

In case that the CEO or other persons with possible conflict of interest may have conflict of interest, the CEO shall have no right to approve such matter.

Remuneration of the Board of Directors

The board of directors' meeting no.1/2015 on 13 February 2015 resolved to approve the remunerations for 2015 no more than Baht 12,500,000 for the directors. Separate to annual compensation and meeting fee Baht 7,200,000 Noted that the company pays an additional Baht 5,300,000 of special remuneration to director's base on year performance.

Name	Position	Annual Remuneration (Baht)	Special Remuneration (Baht)
1. Mr. Somchainuk Engtrakul	Chairman of the Board/ Independent Director	871,000	1,081,863
2. Mr. Vicha Poolvaraluk	Director	723,000	1,081,862
3. Mr. Verawat Ongvasith	Director/Nomination and Remuneration Committee	664,000	348,475
4. Mrs. Paradee Poolvaraluk	Director	636,000	348,475
5. Mr. Thanakorn Puriwekin	Director	636,000	348,475
6. Mr. Wichai Poolworaluk	Director	545,000	348,475
7. Mr. Chai Jroongtanapibarn	Independent Director/Chairman of Audit Committee/ Chairman of Nomination and Remuneration Committee	751,000	348,475
8. Mr. Vallop Tangtrongjit	Independent Director/Audit Committee Member/ Nomination and Remuneration Committee	642,000	348,475
9. Mr. Kraithip Krairiksh <i>(replace for Mr. Naruenart Ratanakanok effective date 8 May,2015)</i>	Independent Director/Audit Committee Member/ Nomination and Remuneration Committee	642,000	348,475
10. Pol. Sub.Lt.Kriengsak Lohachala	Independent Director	545,000	348,475
11. Dr. Satian Pooprasert	Independent Director	545,000	348,475

Remuneration of The Company's Management as of year 2015

Remuneration	Persons	Remuneration (Million Baht)
Salary, Bonus and Provident Fund	7	34.69

Other Remuneration

In addition to ordinary remuneration, the company also allocated Employee Stock Options Program for the company's management and employees (prior to the company's initial

public offering) in the recognition of the management and employees' contribution to the company as well as motivation to work for the company in the long run. The details are shown in ESOP section as follow:

Employee stock option (ESOP-W4) was distributed among the company's management as followed:

Name	Position	Shares (Million)
1. Mrs. Jinda Wantanahatai	Chief Retails Officer	0.35
2. Ms. Thitapat Issarapornpat	Chief Finance & Account Officer	0.35
3. Mr. Kitikorn Poomsaeang	Chief Construction Officer	0.35
4. Mr. Niti Pattanakdee	Chief Media Officer	0.25
5. Mr. Apichart Kongchai	Chief Cinema Officer	0.35
6. Ms. Sudaporn Trongpanich	Chief Technology Officer	0.25

Internal Control

The Board of directors stresses on the internal control system and internal audit in both management and operational levels. The board of directors and the management are directly responsible for providing and maintaining internal control system, and evaluating the sufficiency of the internal control. The internal control consists of five components: organization and environment, risk management, operational control of management, information system and communication, and monitoring system. These components help determine business direction, develop information and communication to ensure well-informed decisions, divide authority and determine the financial approval for each management level, and set clear operational procedure for each line of work. These areas of control also determine ethical practice, set transaction process to prevent conflict of interest with any parties, ensure appropriate access to information, and uphold the generally accepted accounting principles which support the work of independent auditors.

The internal control of the company examines financial transactions, operations and other functions which involve business activities. It helps make sure that all the activities are conducted in accordance with the efficient and determined directions. To secure the independence, the internal audit department directly reports to audit committee.

In 2015, the audit committee had 9 meetings to consider the transactions and the sufficiency of internal control. It also had meetings with auditors to review and scrutinize the financial disclosure in the financial statements as well as considering annual audit plan.

Control on Inside Information

The company requires that its executives, member of the board and the employees adhere to the ethical use of inside information. The information, especially the trading of the company's shares, must be kept confidential. The measures to prevent the use of inside information for personal gain are following:

1. All the executives are informed of their responsibility in reporting the shareholding of individual, spouse and underage children. Any change in shareholding has to be reported as required by Sections 59 and 275 of Securities and Exchange Act (B.E. 2535)

2. All executives who have access to significant inside information and the financial statement are notified by written communication that they should refrain from trading the shares of the companies for one month. They are also reminded that such information is confidential and cannot be revealed to any individuals before the financial statement or such information is publicized.

Punitive measures for violators range from verbal warning to termination of employment.

Labor Dispute

Currently, The company does not have any labor dispute.

Personnel Development Policy

The company has internal trainings to improve skills of staff. The training involves on the job training and coaching by senior staff in each line of work. The company also encourages its employees to attend external seminars and has decent remuneration to ensure long-term work commitment.

Dividend Policy

The company has policy to pay dividend to the shareholders. In case of sufficient cash flow and there is no need for additional investment, the company will pay dividend of 40% of net profit. However, the company board may set a different dividend level in respond to the circumstance of the company, the situation of the company's liquidity, the economic condition and market outlook.

Internal Control

The internal audit department did the assessment of the sufficiency for 2015. The assessment was approved by the audit committee and was forwarded to the board meeting no.1/2016 on 17 February 2016.

The evaluation of sufficiency for internal control took into account five elements including (1) Control Environment, (2) Risk Assessment, (3) Control Activities, (4) Information and Communication, and (5) Monitoring System. The board was of the view that the internal control was sufficient.

In addition, the board viewed that the control on transaction with major shareholders and the management was ample, and encouraged consistent internal control to uphold good corporate governance.

Assessment of Sufficiency for Internal Control

The Board has considered the assessment of the sufficiency of the internal control systems of the Company for 2015 with details 5 sections as follow :

1. Control Environment

The committee sets clear and measurable target for operation. For example, it requires annual operation plan and three-year plan which contributes to the achievement of vision and mission. After the approval, these plans will be translated into action plan for the execution of each business unit. The management then constantly monitors the plan implementation. If problems arise or any situation is likely to derail the plan, the management will adapt the plan and seek the board approval before implementing the adaption.

The board reviews the goal and business plan to make sure that the management has prudently conducted the business based on the past and present performance, vision and mission of the company, overall national economic data, and direction set by the board. The board also reviews the efficiency of personnel and the appropriateness of remuneration relative to economic conditions.

The company establishes departments which are suitable for operation. A review on the company structure is made to determine if it is respondent

to the change of business environment. For operational efficiency, the head office is structured into various departments to ensure strong support organization-wide.

The company has code of conduct as part of good corporate governance. The code of conduct is announced company-wide. Especially, it reminds the management and the employees to refrain from conflict of interest with any trading partners. Punitive measures are also clearly written.

The company has operation manual and business process flow for financial transactions, procurement activities and administration. This is to prevent malpractice and corruption. The announcements, regulations and instructions are always updated to keep pace with the change in business practice.

As a service provider, the company takes into consideration the fairness to all business partners for common benefits. All partners are treated equally, responsibly with transparency.

2. Risk Assessment

The company regularly conducts risk management to establish external and internal risk factors which may impact the company. All risks are properly handled and closely followed up.

The company carefully analyzes the situation which may lead to risks. This serves as early warning which will be brought to attention of the board for risk management.

The company has the policy to control risks and maintain follow-up measures to reduce risk for the company.

Executive meetings are held monthly or when emergency case arises. There are also channels to communicate organization-wide to urge staff to observe risk management measures. Risks are also prioritized for systematic response.

Follow-up mechanism is established to make sure the compliance of risk management plan with indicators for relevant risks. This will be reported to the board every month.

3. Control Activities

The company has written instruction to set approving authority for each management level and all employees are informed of this authority. This authority is regularly reviewed to reflect business operation.

The company delegate (1) approval function, (2) account recording function, and (3) property custodianship with clear workflow. This is to ensure mutual control.

The company has clear procedure in approving the transaction with major shareholders, and executive committee members. The board and the audit committee have a clear ethical policy for this. The conduct of any transaction is always made with awareness of corporate long-term benefit. Any transaction with possible conflict of interest must be reported to the audit committee for review.

The company ensures compliance of obligation to all parties concerned.

The company monitors the operation of its subsidiaries. If the company invests in any subsidiary companies, it will send a representative into the board of the subsidiary. Likewise, the subsidiary sends a representative in the debtor committee of the company.

The company conducts its business in accordance with the law. A legal department is established to follow up change in laws and regulations, and provide internal legal advice.

The company never violates the law. It supports lawful practice.

4. Information and Communication

The company always prepares documents and information in advance of the board's meetings. Additional documents may be provided to the board on the meeting day.

Invitation letters, meeting documents and report of previous meeting are always sent out to the participants prior to the meeting date.

Meeting minutes are made to capture essential details, suggestion, concerns and opposition (if any). The minutes may be amended and will be approved in the subsequent meeting.

The documents for accounting records are well kept.

The company uses appropriate accounting methods under the generally accepted accounting principles. It is also audited by certified public accountants.

5. Monitoring System

The company sets its annual goal and seeks approval from the board. The management regularly reports the progress to the board.

Each business unit is evaluated on daily, monthly and yearly basis in various platforms, such as key performance index. This not only ensures the goal achievement and performance index. This not only ensures the goal achievement and reduces risk but also allows the company to adjust itself in respond to the changing environment.

The company establishes the audit committee and the audit department.

This is to enhance internal control and compliance to the regulations. This department gives advice to other departments by encouraging self control. It reports to the management and the audit committee.

Though the management directs the internal control, the audit department is independent and reports to the audit committee. It provides guidance to ensures compliance to internal control system. The work of internal audit is also reported to the high-level management and the audit committee.

The audit department reports to the board and the audit committee every month. Any default which needs urgent attention will be reported to the audit committee immediately for prompt action also assign to the internal audit department follows and regularly monitor and report progress to improve the deficiencies are significant ongoing to the board/the audit committee every month.

The management is responsible for reporting to the board of directors its decision which may have significant impacts on the reputation and financial situation of the company. This includes any issues related to malfeasance and violation of law. In addition, the internal audit department that monitors the performance, including fraud or suspected fraud. Practice that violates the law, which may affect the reputation. And financial position of the company significantly as the audit committee assignments. And reported the matter to the Audit Committee.

Human Resources

Personnel

As at December 31, 2015, the company recorded the number of 2,589 employees, to be well-prepared for the continued growth on cinema business, bowling & karaoke business, advertising business, rental business and movie contents business. In 2015, the company opened 13 new branches to cover Bangkok, vicinity and Up country for customer convenience.

Business Units	Number of Employees
Head Office	454
Cinema	1,259
Bowling & Karaoke	570
Advertising	56
Rental Space & Services	143
Movie Contents	107
Total	2,589

**Exclude temporary staffs*

Staff Remunerations

In 2015, the company expenditure for staff remunerations, consisting of salary, overtime, allowance, house rental, bonus, social security fund and provident fund totally amount 817 million baht included subsidiary company 62 million baht.

In addition, the company provides the other benefits to employee such as sale incentive, Employee Stock Options Program for the managements and employees who contribution to the company as well as motivation to work for the company in the long run.

Human Resource Management Policy

Recruitment and Motivation

The company places a focus on internal recruitment and then gives additional trainings since promotion from within will not only get staff acquainted with the company's operations and help create morale in working, but also attract them to stay longer with the company, who provides them with the comparable compensation with other companies in the same industry. In addition, the company has provided nice working environment that would increase staffs enthusiasm.

Human Resource Development

The company arranges for the staff both on the job training and functional training. For on-the-job training, senior staffs give advices and recommendations all through the whole process to junior staffs. With respect to functional trainings, various in-house training courses will be arranged by both internal and external lecturers or sending staff to attend outside seminar programs such as training in management and regularly operating. The company arranges other soft skills such as leadership skill, selling & negotiation technique, marketing skill, team work development etc.

In addition, The company is a long-term program with an objective to promote and serve students who need to utilize their free time by working to get experiences. In this connection, The company offers the students a chance to practice in some position considered to be appropriate with their maturity, skill, and spare time of each student.

Related Transactions

Transactions occurred in 2015 (please refer to the Notes to the Financial Statements for more).

Person/Juristic person who may have conflict of interests	% of Ownership interest	Type of transaction	2015 Amount (million baht)	Major details/condition
Siam Future Development Plc.	Associates with 23.86% holding	Revenue:		
		1. Dividend income	7.69	The transaction is from investment.
		2. Other income	3.36	This is a normal business transaction.
		Expense:		
		1. Rental, service and utilities fee	23.69	To rent rental space to operate cinema and bowling business in Chachoengsao, Chang Wattana and Pattaya branches, approved by Audit Committee to be comparable to market price.
		2. Other expense	1.10	This is a normal business transaction.
		Trade account receivable	5.26	This is a normal business transaction.
		Other receivable	18.66	This is a normal business transaction.
		Deposits (included in other non-current assets)	5.39	This is a normal business transaction.
		Trade account payable	0.02	This is a normal business transaction.
		Other payable	2.71	This is a normal business transaction.
Ratchayothin Avenue Co., Ltd.	Associates with 50% direct holding and 11.93% indirect holding through SF	Expense:		
		1. Interest expense	0.81	This is a normal business transaction. and interest 8% per year
		2. Other expenses	0.38	This is a normal business transaction.
		Other payable	0.72	This is a normal business transaction.

Person/Juristic person who may have conflict of interests	% of Ownership interest	Type of transaction	2015 Amount (million baht)	Major details/condition
Major Cineplex Lifestyle Leasehold Property Fund	Associates with 33% holding	Revenue:		
		1. Management fee income	39.58	Property management fee which is a normal business transaction. Approved by Audit Committee to be comparable to market price.
		2. Utilities fee income	25.31	Utilities and service fee which is a normal business transaction. Approved by Audit Committee to be comparable to market price.
		3. Dividend income	111.30	The transaction is from investment.
		Expense:		
		1. Rental and service	155.17	Rental space to operate cinema and bowling businesses under MJLF area. This is a normal business transaction, approved by Audit Committee to be comparable to market price.
		2. Interest expense from financial lease (included in finance costs)	1.53	This is a normal business transaction.
		3. Other expense	3.19	This is a normal business transaction.
		Trade account receivable	2.23	This is a normal business transaction.
		Other receivable	4.04	This is a normal business transaction.
		Deposits (included in other non-current assets)	3.46	This is a normal business transaction.
		Trade account payable	0.30	This is a normal business transaction.
		Other payable	0.09	This is a normal business transaction.
		Advance receipt from property lease (included in other non-current liabilities)	26.01	This is a normal business transaction.
		Deposit receipt from property lease (included in other non-current liabilities)	120.00	This is a normal business transaction.

Person/Juristic person who may have conflict of interests	% of Ownership interest	Type of transaction	2015 Amount (million baht)	Major details/condition
Major Cineplex Lifestyle Leasehold Property Fund (cont.)		Finance lease liabilities (included in long-term borrowings from financial institutions)	20.95	This is a normal business transaction.
Thai Ticket Major Co., Ltd.	Associates with 40.00% holding	Revenue: 1. Dividend income 2. Other income	12.00 2.89	The transaction is from investment. This is a normal business transaction.
		Expense: Other expense	0.60	This is a normal business transaction.
		Other receivable	0.09	This is a normal business transaction.
		Other payable	1.34	Money from selling ticket and payback next month
Major Kantana Broadcasting Co., Ltd.	Joint ventures with 41.61% indirect holding through MPIC (MAJOR's subsidiary company)	Revenue: 1. Management fee income 2. Rental and service income 3. Advertising income 4. Virtual print fee	0.28 1.78 6.12 0.02	This is a normal business transaction. This is a normal business transaction. This is a normal business transaction. This is a normal business transaction.
		Expense: 1. Advertising expense 2. Other expense	1.81 0.02	This is a normal business transaction. This is a normal business transaction.
		Trade account receivable	0.03	This is a normal business transaction.
		Other payable	0.42	This is a normal business transaction.
Transformation Film Co., Ltd.	Joint ventures with 26.42% indirect holding through MPIC (MAJOR's subsidiary company)	Revenue: 1. Management fee income 2. Sponsorship income 3. Virtual print fee	4.70 0.34 0.73	This is a normal business transaction. This is a normal business transaction. This is a normal business transaction.
		Expense: Film hire cost	10.46	This is a normal business transaction.
		Trade account receivable	0.22	This is a normal business transaction.
		Other receivable	0.92	This is a normal business transaction.

Person/Juristic person who may have conflict of interests	% of Ownership interest	Type of transaction	2015 Amount (million baht)	Major details/condition
MacThai Co., Ltd	100% holding by Mr. Vicha Poolvaraluk	Revenue:		
		1. Rental, service and utilities fee income	34.33	Rental space of MAJOR Group at Ratchayothin, Sukhumvit, Rangsit, Samrong, and Metropolis branches. This is normal transaction and approved by Audit Committee to be comparable to market price.
		2. Interest income	0.14	This is a normal business transaction.
		3. Other income	1.11	This is a normal business transaction.
		Expense:		
		Rental, service and utilities expense	0.02	This is a normal business transaction.
		Trade account receivable	2.06	This is a normal business transaction.
		Other receivable	0.13	This is a normal business transaction.
		Finance lease receivable	1.71	This is a normal business transaction.
		Other payable	0.07	This is a normal business transaction.
		Advance receipt from land rental (included in other non-current liabilities)	12.56	This is a normal business transaction.
		Deposit receipt from property lease (included in other non-current liabilities)	5.67	This is a normal business transaction.
Mackenna Land Co., Ltd.	Holding by Mr. Vicha Poolvaraluk 95% and Mrs. Paradee Poolvaraluk 5%	Expense:		
		Other expense	0.99	This is a normal business transaction.
		Other payable	0.34	This is a normal business transaction.
Well Ad Co., Ltd.	Holding by Mr. Vicha Poolvaraluk 70% and Mrs. Paradee Poolvaraluk 25%	Expense:		
		Management fee	23.40	Bt 1.95 million per month started from 1 January 2012 – 31 December 2016. Approved by Audit Committee. The agreed price as stipulated in the agreements and is no more than 1% of revenue with cooperative less than compensation for Managing Director in listed companies.

Person/Juristic person who may have conflict of interests	% of Ownership interest	Type of transaction	2015 Amount (million baht)	Major details/condition
Well Cineplex Co., Ltd.	Holding by Mr. Vicha Poolvaraluk's father 20%, Mr. Vicha Poolvaraluk's mother 20% and Mr. Vicha Poolvaraluk 10%	Revenue:		
		Management fee income	4.80	400,000 baht a month for manage pinklao branch owned by Mr.Vicha's father. This is normal transaction and approved by Audit Committee to be comparable to market price.
		Expense:		
		Equipment rental	18.51	1.54 million baht a month covered 8 screens for 15 years started from 1 February 2002 to 31 January 2017. The agreed price was comparable for those of EGV cinema at Central Pinklao and was approved by Audit Committee
		Trade receivable	0.01	This is a normal business transaction.
Well Entertainment Part, Ltd.	Holding by Mr. Vicha Poolvaraluk's father 50%, Mr. Vicha Poolvaraluk's mother 10%	Expense:		
		Rental, service and utilities fee	26.91	Rental spaces and service charges amount to 800 baht a month a sq.m. for operate cinema business at pinklao branch for 15 years started from 1 February 2002 to 31 January 2017, The agreed price is comparable for those of EGV cinema at Central Pinklao and was approved by Audit Committee
		Other receivable	0.02	This is a normal business transaction.
		Trade account payable	0.72	This is a normal business transaction.
Petch Pinklao Co., Ltd.	Holding by Mr. Vicha Poolvaraluk 99.99%	Revenue:		
		Management fee income	2.40	Management fees charged to income as salary in 200,000 baht per month. This is normal transaction and approved by Audit Committee to be comparable to market price.
		Expense:		
		1. Rental, service and utilities fee	35.68	Paid for the right to rent MAJOR Cineplex pinklao branch. The agreed price was comparable Central Pinklao's project and was approved by Audit Committee.
		2. Sponsorship expense	0.35	This is a normal business transaction.
		3. Other expense	0.80	This is a normal business transaction.

Person/Juristic person who may have conflict of interests	% of Ownership interest	Type of transaction	2015 Amount (million baht)	Major details/condition
Petch Pinklao Co., Ltd. (cont.)		Trade receivable	2.57	This is a normal business transaction.
		Trade account payable	0.12	This is a normal business transaction.
		Other payable	2.45	This is a normal business transaction.
Veranda Resort and Spa Co., Ltd.	Holding by Mrs. Paradee Poolvaraluk 10%	Expense: Other expense	0.13	This is a normal business transaction.
Viracha Co., Ltd.	Holding by Mr. Vicha Poolvaraluk 40% and Mrs. Paradee Poolvaraluk 30%	Expense: Other expense	0.82	This is a normal business transaction.
		Other payable	0.17	This is a normal business transaction.
PVR Limited	Related with 3.95 % holding	Revenue: Dividend income	0.95	The transaction is from investment.
Ratchayothin Avenue Management Co., Ltd.	11.93% Indirect holding through Siam Future Development Plc. and 50.00% Indirect holding through Ratchayothin Avenue Co., Ltd.	Revenue: Management fee income	0.34	27,000 baht a month for manage ratchayothin branch. This is normal transaction and approved by Audit Committee to be comparable to market price.
		Expense: 1. Utilities expense	1.45	This transaction was for rental space with purpose of operating the company's office at Ratchayothin avenue. Approved by Audit Committee to be comparable to market price.
		2. interest expense	0.06	This is a normal business transaction and interest 8% per year.
		Other receivable	8.51	This is a normal business transaction.
		Other payable	0.12	This is a normal business transaction.

Person/Juristic person who may have conflict of interests	% of Ownership interest	Type of transaction	2015 Amount (million baht)	Major details/condition
SF Development Co., Ltd.	11.69% Indirect holding through Siam Future Development Plc.	Expense:		
		1. Rental, service and utilities fee	50.84	This is a normal business transaction.
		2. Other expense	2.97	This is a normal business transaction.
		Deposits (included in other non-current assets)	25.82	This is a normal business transaction.
		Trade payable	0.02	This is a normal business transaction.
		Other payable	8.05	This is a normal business transaction.
We Fitness Co., Ltd.	Holding by Mrs. Paradee Poolvaraluk 99.99%	Revenue:		
		1. Management fee income	0.82	Management fees charged to income as salary and commission. This is normal transaction and approved by Audit Committee to be comparable to market price.
		2. Rental, service and utilities fee	18.40	To rent space in the building of the MAJOR Group.
		3. Other income	1.35	This is a normal business transaction.
		Trade receivable	0.83	This is a normal business transaction.
		Other receivable	0.17	This is a normal business transaction.
Siam Future Property Co., Ltd.	23.86% Indirect holding through Siam Future Development Plc.	Expense:		
		1. Rental, service and utilities fee	14.20	To rent rental space and service to operate cinema and bowling business in Esplanade branch. This is normal transaction and approved by Audit Committee to be comparable to market price.
		2. Advertising Cost	2.40	This is a normal business transaction.
		3. Other expense	0.40	This is a normal business transaction.
		Other receivable	12.60	This is a normal business transaction.
		Deposits (included in other non-current assets)	0.01	This is a normal business transaction.
Friend Aircraft Co., Ltd.	Holding by Mr. Vicha Poolvaraluk 50%	Expense:		
		Other expense	7.58	This is a normal business transaction.
		Other payable	0.62	This is a normal business transaction.

Major Shareholders

Top 10 Shareholders as of December 2015

Shareholders	Shares	%
1. Vicha Poolvaraluk*	293,840,100	32.9
2. Thai NVDR Company Limited	70,627,672	7.9
3. STATE STREET BANK AND TRUST COMPANY	51,709,200	5.8
4. STATE STREET BANK EUROPE LIMITED	35,785,619	4.0
5. CHASE NOMINEES LIMITED	32,280,808	3.6
6. LITLEDOWN NOMINEES LIMITED	25,831,700	2.9
7. N.C.B.TRUST LIMITED-NORGES BANK 11	24,112,600	2.7
8. RBC INVESTOR SERVICES BANK S.A.	23,256,917	2.6
9. NORBAX, INC.	19,008,190	2.1
10. Paradee Poolvaraluk	18,345,536	2.1

**Mr. Vicha Poolvaraluk has transferred 30,594,800 shares to Morgan Stanley & Co. International Plc - Hong Kong (15,000,000 shares) DBS Nominee Pte. - Singapore (10,000,000 shares) and UBS Bank AB - Singapore (5,594,800 shares) beneficial ownership is remaining under his name.*

Employee Stock Option Program

According to the Annual General Meeting of the Shareholders for 2012, the shareholders approved the company issued and offered grants of warrants to management and employees as followed:

ESOP-W4

Employee stock option program # 4

Type	Indicate hold and non-transferable.
Term	5 year from the issuing date.
Offering method	Allot to 108 directors and employees without offering.
Offering price	Price (0 baht a unit).
Exercise Ratio	1 warrant for 1 common share.
Exercise period	Last working day of March, June, September and December till to expiry on which the last date is 9 April 2017.

Grant date	Issued Units	Exercise Ratio (Unit/Share)	Exercise Price (Baht/Unit)	Exercise Period	
				Start	End
10 April 2012	8,690,000	1.000	15.440	30 June 2014	9 April 2017

The exercise ratio and price on the modification date are detailed below :

Modification date	Issued Units	Exercise Ratio (Unit per Share)	Exercise Price (Baht per Unit)
28 February 2013	8,570,000	1.017	15.182
10 April 2014	8,570,000	1.033	14.948
9 April 2015	8,570,000	1.051	14.687

For 2015, the warrant issued amount 8,570,000 units (that the warrant were not issued amount 120,000 units), the exercise price 14.687 baht per unit

Exercise result ESOP-W4

No.	Exercise Date	Number of ordinary share	Increased of authorized share capital (Baht)	Use of proceed
1	30 June 2014	916,271	13,696,418.91	Branch expansion /Working capital
2	30 September 2014	1,248,058	18,655,970.98	Branch expansion /Working capital
3	30 December 2014	318,164	4,755,915.47	Branch expansion /Working capital
4	31 March 2015	213,314	3,188,617.67	Branch expansion /Working capital
5	30 June 2015	1,840,246	27,027,693.00	Branch expansion /Working capital
6	30 September 2015	317,927	4,669,393.85	Branch expansion /Working capital
7	30 December 2015	89,335	1,312,063.15	Branch expansion /Working capital

Corporate Social Responsibility Activities for 2015



Major Cineplex Group share happiness in the Elderly's Day by giving chance to the elderly at 60 years of age and above to enjoy watching movies for free.

Major Cineplex Group shared happiness in the Elderly's Day by giving chance to all seniors at 60 years of age and above to enjoy their freedom lives watching movies for free during 13-14 April 2015. Just showing ID card with membership card 'M Gen Freedom,' they were granted a free movie ticket to see all movies of all rounds at all day in both regular and digital system at the theatres of every brand of Major Cineplex Group i.e. Major Cineplex, EGV, Esplanade Cineplex, Paragon Cineplex, Paradise Cineplex, Mega Cineplex, Hat Yai Cineplex and the latest brand new Quatier CineArt at every branch nationwide. Extra! Seniors who do not have a membership card 'M Gen Freedom' can sign up for free at the branch they saw the movie.

Major Cineplex Group donated money received from the celebration event of 20th year anniversary by sharing happiness to customers and society.

Borisut Buranasamrit, Committee and Secretary of Krob Krua Koa Sarm Foundation and **Sorayuth Suthasanajinda**, News Reporter of Ruang Lao Chao Nee mutually received donated money THB 560,000 from **Vicha Poolvaraluk**, Chairman of the Board of Directors of Major Cineplex Group brought from the event held for celebrating the 20th anniversary of "Sharing Major Dream." In order to thank customers for their kind support for over 20 years, free 200,000 movie tickets were distributed to customers who were also invited to donate money for THB 20 per seat.

All earnings with no expense deduction were given to Krob Krua Kao Sarm Foundation and Major Care Foundation in the amount of THB 560,000 and THB 552,400 respectively to render further help to society.

Quatier Cineart joined TAT campaigning "Wear Thai Dress, Watch Free Movies Every Tuesday"

Major Cineplex Group joined with Tourism Authority of Thailand in campaigning "Wear Thai Dress, Watch Free Movies Every Tuesday" between 16 June – 11 August 2015 in regular seats and regular system before 18.00 p.m. 100 seats per day at Quatier CineArt.

Major Cineplex Group donated for education to Thai Rath Foundation

Vicha Poolvaraluk, CEO of Major Cineplex Group Public Company Limited donated 200,000 baht for education to Thai Rath Foundation via **Sarawut Watcharaphon**, Editor of Thai Rath Newspaper so as to render further help to society.

Come together...Broaden Horizons and Create Smiles with "Major Care Foundation" funding to help disadvantaged children, the disabled and the elderly in society.

Major Care Foundation was established with strong commitment and desire to take part in helping alleviate social problems and develop Thai society to be better as a society of quality. This was the project of "Broaden Horizons and Create Smiles," which aims to help promote and improve lives of disabled children and disadvantaged elderly in society as well as focus on providing assistance



for public benefits. This included emphasizing education coupled with broadening horizons in learning and fulfilling experience and also rendering happiness, smiles and laughs to develop creativity and create inspiration of disabled children and the elderly.

“Broaden Horizons, Creating Smiles” Activity

In 2015, Major Care Foundation held an activity “Broaden Horizons, Creating Smiles” in order to bring disadvantaged children to watch movies in cinemas of Major Cineplex Group for 222 times, totaling 65,126 children who already received stationary 65,126 sets and led seniors to watch movies 31 times, totaling 7,872 people both in Bangkok and other provinces such as Bangkok, Samut Prakarn, Pathum Thani, Saraburi, Chon Buri, Rayong, Chanthaburi, Chachoengsao, Prachin Buri, Suphan Buri, Mahachai, Ban Pong in Ratchaburi, Chiang Rai, Chiang Mai, Nan, Phitsanulok, Phetchabun, Kamphaeng Phet, Tak province. Tak, Ubon Ratchathani, Udon Thani, Khon Kaen. Nong Bua Lamphu, Nakhon Phanom, Roi Et, Mukdaharn, Sakol Nakorn, Hua Hin, Prachuap Khirikhan, Surat Thani, Nakhon Sri Thammarat, Krabi, Phang Nga and Songkhla. **“Broaden Horizons and Creating Smiles”** activity placed the targets of implementation in the first 3 years as follows: First was to take at least 100,000 disadvantaged children to watch movies with support of stationary supplies for children 100,000 sets. The Major Care Foundation was able to take disadvantaged children to watch movies during 3-year period beginning in 2013 totaling 21,646 children, in 2014 totaling 24,901 children and in 2015 totaling 65,126 children, the grand total of which was 111,673 children with support of stationary

supplies 111,673 sets. Second was to take at least 15,000 elderly to watch movies during this 3-year period. There were 5,958, 5277 and 7,872 elderly taken to see movies in 2013, 2014 and 2015 respectively, the grand total of which was 19,107 people. This showed our success in achieving goals of the first 3 years as planned.

Walk and Run for Charity Activity, “Major Care Mini Marathon 2015 Run with Care,” – Every Running Step for Kids’ Bright Future

Major Care Foundation in collaboration with Bangkok Metropolitan held the event of walk and run for charity **“Major Care Mini Marathon 2015 Run with Care”** under the theme **“Every Running Step for Kids’ Bright Future”** on Sunday 8 February 2015 beginning at 5:00 pm. at the front area of Public Library, Lumpini Park to campaign for the general public to join the exercise for good health, having fun and encouraging families to do things together as well as have the opportunity to make the merit for charity. All proceeds after expenses were used for the charitable activities of the Foundation such as supporting stationaries, scholarships and creating a film room for learning and then giving to rural schools with disadvantaged students in the schools which were the center of the community spreading across the country 10 schools per year. Children would have a small area in the school to do learning activities outside the classroom with a teacher’s guide through animated films, cartoon movies and creative documentaries which were kinds of media supplemented with knowledge that help broaden the idea and create inspiration.

Management Discussion & Analysis

An Overview of the Company in 2015

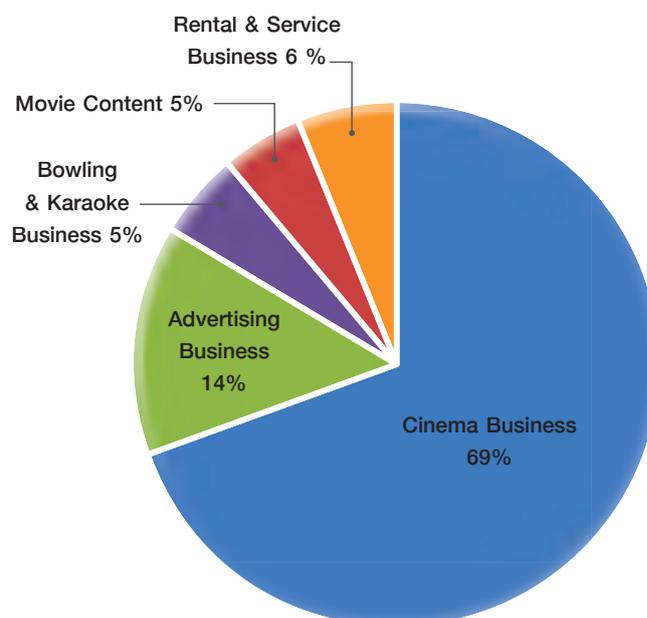
Major Cineplex Group Public Company Limited operates five main businesses: cinema, bowling, karaoke and ice skating rink, space rental and service as well as advertising and movie content. In 2015, the Company continues to grow steadily with various forms of its branch expansion to penetrate target group of customers more widely and aimed to expand into the CLMV countries. There was an increase of 13 domestic branches and 80 screens. Whereas 1 branch and 5 screens abroad were opened in Vientiane Center located at the central area of Vientiane, Laos after a joint venture between Major Holdings International Co., Ltd. and Platinum Cineplex Co., Ltd. with 60% shares held by the Company and 40% shares held by Platinum Cineplex.

Therefore, at the end of 2015, the Company opened a total of 91 branches with 601 screens and 20 branches of bowling, karaoke, ice skating rink including 356 lanes of bowling, 199 karaoke rooms and 5 ice skating rinks and 50,658 sq.m. rental space.

For movie content business groups, M Pictures Entertainment Public Company Limited invested in MVP M-Pictures Film Distribution (Laos) Co., Ltd. to run business of film distribution in Laos with 40,000 shares amounting to THB 1.77 million, as a joint venture of the company group, the shareholdings of which were 36.98 percent of the share capital to support the continual growth of the cinema business, and to enhance the business strength of the company group.

An Overview of the Operating Results in 2015

The Company had total revenue of THB 8,580 million, reducing slightly from 2014 around THB 42 million or 0.5 percent, mostly from movie content due to a decrease of distribution industry of DVD/VCD. However, the main revenue from the Company's businesses such as cinema, advertising, space rental and services continued to grow steadily which can be classified as follows:



The Company had other income in the amount of THB 384 million. When compared to 2014, the income increased by THB 153 million or about 66 percent, mostly from gains on the increasing sales of investment in associates and securities available for sale (Siam Future Development PCL and PVR Co., Ltd.).

However, due to having efficient cost and expense management, the Company had a net profit of THB 1,171 million, increasing THB 85 million, or equivalent to 8 percent when compared to that in 2014 while earnings per share in 2015 was equivalent to THB 1.31 which was better than THB 1.22 baht per share in 2014.

The Company's Financial Status at the End of 2015

Assets

The Company had total assets at the end of 2015 in the value of THB 14,246 million increasing THB 314 million or 2 percent from 2014, which included a decrease of current assets THB 352 million and an increase of non-current assets THB 665 million.

Liabilities

The Company had total liabilities at the end of 2015 in the value of THB 7,598 million increasing THB 52 million or 0.7 percent from 2014, which included an increase of current liabilities THB 937 million and a decrease of non-current liabilities THB 885 million.

Cash

As at the end of 2015, the Company had cash and cash equivalents in the amount of THB 312 million, decreasing THB 265 million from 2014 as a result of cash flow from operating activities in the amount of THB 1,900 million, cash flow exploited in investment activities on new branches in the amount of THB 1,325 million and cash flow used by procurement activities THB 840 million.

Financial Ratios

The Company had an increasing profitability ratio when compared to 2014 as follows: the net profit margin of 13.65 percent increased by 1.05 percent (12.60 percent in 2014), return on equity or ROE of 17.61 percent increased by 0.6 percent (17.01 percent in 2014) due to the operating performance with continuous growth and efficiency, return on the Company's assets of 8.22 percent increased by 0.42 (7.8 percent in 2014) and debt to equity ratio or D/E 1.14 times, reducing 0.04 times from 2014 (1.18 times in 2014).

In conclusion, the financial status of the Company in 2015, the increased assets and liabilities were caused by the branch expansion to support the needs of our customers in all areas. However, the Company still maintains its liabilities at an appropriate level.

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