

(TRANSLATION)

**Minutes of the Annual General Meeting of the Shareholders for the year 2006
of
BEC World Public Company Limited**

Time and Place

The Meeting was held on Wednesday of April 26, 2006, at 3.30 p.m., at the Imperial Queen's Park Hotel, Queen's Park Room 2, 2nd Floor, No. 199 Soi Sukhumvit 22, Bangkok Metropolis. Mr. Prasan Maleenont, Vice Chairman of the Executive Board, served as the Chairman of the Meeting.

The Chairman stated that 213 shareholders representing 1,740,849,698 shares or approximately 87.04% of the issued shares attended the Meeting, in person and by proxies, and thereby a quorum was constituted pursuant to the Company's Articles of Association.

However, after the Chairman of the Meeting stated that the Meeting was convened, there still be some shareholders joining and registering continuously. Finally, there was 272 shareholders representing 1,757,574,613 shares or approximately 87.88% of the issued shares attended the Meeting. Therefore, for completeness and correctness, this Minutes of the Annual General Meeting of the Shareholders will present the votes as actually registered for each agenda.

The Chairman introduced the directors and executive officers of the Company who attended the Meeting as follows:

- 1) Mr. Arun Ngamdee Independent Director and Chairman of the Audit Committee
- 2) Mr. Manit Boonprakob Independent Director and Member of the Audit Committee
- 3) Mr. Prachum Maleenont Director and Executive Director, New Media Business
- 4) Miss Ratana Maleenont Director and Executive Director, Finance and Accounting
- 5) Miss Nipa Maleenont Director
- 6) Miss Amphorn Maleenont Director and Executive Director, Production
- 7) Mrs. Ratchanee Nipatkusol Director and Executive Director, Marketing and Sale
- 8) Mr. Pratharn Rangsimaporn Independent Director and Member of the Audit Committee
- 9) Mr. Borisut Puranasamriddhi Vice President, Administration
- 10) Mr. Panithan Tosnaitada Vice President, Advertising
- 11) Mr. Somrak Narongvichai Vice President, Production
- 12) Dr. Apinya Kangsanarak Vice President, Human Resource
- 13) Mr. Noppong Bootkhwan Vice President, Internal Audit Office
- 14) Mr. Chatchai Thiamtong Vice President, Finance and the Company's Secretary, who was the assistant in proceeding with this Meeting

In this Meeting, Mr. Chaiyakorn Unpitipongsa, a representative of the auditor from Dr. Virach and Associates Office and Mr. Pradit Sahachaiyan, a legal consultant from International Legal Counsellors Thailand Ltd. have also attended the Meeting.

Before the Meeting was convened, the Chairman, however, assigned the Secretary to inform the Meeting on the process in questioning, giving an opinion and voting that, due to the previous meeting, there were many shareholders who questioned or gave their opinions to the Meeting without giving their names resulting in the uncompleted Minutes of such Meeting. The Company, therefore, would like to ask for the cooperation from the shareholders to introduce themselves to the Meeting before questioning or making any suggestion including asking questions which are relevant to the agendas of the Meeting. In case where the question is not relevant to the agendas of this Meeting, the Company shall publish the questions and answers on the Company's website at www.becworld.com in order to keep shareholders who were absent from the Meeting informed thoroughly. In addition, for the convenience in counting votes to resolve the matters, if any shareholder or proxy, who attends the Meeting, disagrees with the Board of Directors' opinion or wishes to abstain from voting, such shareholder or proxy is required to vote on the voting card given upon the registration for attending the Meeting and hand over the same to the officer of the Company for counting the votes. In case the shareholder or proxy fails to give his/her opinion whether to disagree or wish to abstain from voting, it shall be deemed that such shareholder or proxy agrees with the Board of Directors' opinion in that agenda.

The Chairman stated that the Meeting was convened at 3.40 p.m. for considering the matters in the agendas specified in the Notice of the Meeting sent to all shareholders previously as follows:

1. To consider and approve the Minutes of the Annual General Meeting of the Shareholders for the year 2005:

The Chairman requested the Meeting to consider and approve the Minutes of the Annual General Meeting of the Shareholders for the year 2005 held on April 27, 2005 which prepared and already sent to the Stock Exchange of Thailand and Ministry of Commerce within 14 days after the Meeting was finished. Moreover, the Company has published the Minutes of the Annual General Meeting of the Shareholders for the year 2005 on the Company's website at www.becworld.com in order for the shareholders and the related person to review the correctness and completeness of the material information as provided therein. So far, there is no objection to the correctness and completeness of the information in any aspect. The Board of Directors has already reviewed such Minutes and opined that the Meeting should approve the said Minute which is specified as supporting documents for this Meeting sent to the shareholders together with the Notice of this Meeting. The Chairman, therefore, proposed the Meeting to consider.

Resolution: The Meeting, after due consideration, resolved that the Minutes of the Annual General Meeting of Shareholders for the year 2005 be approved as proposed with 1,739,849,698 votes or equal to 99.94% of the quorum and the abstentions of 1,000,000 votes or 0.06% of the quorum.

2. To acknowledge the report of the Board of Directors:

The Chairman proposed to the Meeting for acknowledgement of the report of the Board of Directors on the Company's activities for the year 2005 as shown in pages 2 and 3 of the Annual Report 2005, a copy of which was sent to the shareholders together with the Notice of this Meeting.

During the Meeting, there was a shareholder who did not introduce himself, requested the Company to add the information relating to the operating results in the form of graph presentation in order to make it easier for understanding. With regard to this request, the Management agreed to consider such request and improve in the future.

Mrs. Sajeerat Maetheesuwapab, a minority shareholder, has made her comment regarding the operating results of BEC World group during the past 2-3 years that the income has been declined while the expenses increased especially for the year 2005, she, therefore, would like to know the management policy on how to increase the operating results in the year 2006.

Mr. Chatchai Thiamtong, a representative of the Management, stated to the shareholders that, for the last year, almost all of entertainment business operators have been adversely effected by the economic conditions. However, the Management did not overlook such matter regarding the decline in the operating results. The income of the Group of Company mainly derives from air time via television broadcasting media which depends on conditions of consumers in the country to spend their money. In the year 2004 and 2005, the confidence of consumers was greatly reduced resulting in a serious adversely effect to the entertainment industry. However, the Management expected that the economic, which has already been recovered, would give a positive effect to the business of the Company. In order to be ready for this, the Management, therefore, started to invest more since 2004 by improving TV programs, adjusting the showtime and extending broadcasting time of the Channel 3 TV Station. The foregoing activities have caused the additional expenses immediately but the revenue was slowed down by the economic condition in general. After encountered with the problem since the end of year 2004 to the middle of year 2005, the Company gradually recovered at the end of year 2005 including the 4th quarter thereof. With regard to the competitive strategy, in addition to the improvement of TV program and introduction of new TV program, the Company has successfully made a new trend of prime time in the morning program. The Group of Company was successful from the attempt to produce new TV program relating to news by producing "Krob Krua Kao" in the morning, and the Company was successful from "Ruang Lao Chao Nee" . With regard to women TV program, the Company was successful from "Poo Ying Teung Poo Ying" and also added more broadcasting time to "30 Young Jaew". For sports program, apart from adding more broadcasting time, the Company also added new sport TV program. For evening period, the Company has added more movie programs to be 3 movies instead and considered extending the broadcasting time for movie after news which have the highest air time rate. We extended the prime time movie from 1 hour and 30 minutes to 2 hours. The foregoing investments were for the purpose of generating source of profit for the Company in the future. The Management believes that, after the economic crisis has been passed, the said preparation by the Company should gain positive effect from the current economic conditions before other TV Stations. The Management believes

that the year 2006 will be better than year 2005 which was the year that the Company attained the lowest operating results since listed in the Stock Exchange of Thailand.

Non-introduced shareholder has requested the Management to explain the reason why the operating results in the 4th quarter of year 2005 were improved.

Mr. Chatchai Thiamtong, a representative of the Management, stated that, the better operating results in the 4th quarter of year 2005 was resulting from both external and internal factors. The internal factor was because of the capability of BEC World Group in adjusting the showtime and improving TV program to be more suitable for the audiences/viewers which may be noticed from many awards have been given to our TV programs by outside organizations during the past year. This was resulting in the increase of audiences/viewers. With regard to the external factor, it was because of the relief after the economic crisis that caused the slow down in spending the advertising budget for more than 18 months, including the increasing of consumer index causing all product owners to promote their products in order to maintain their recognition in the market. The aforementioned was resulting in the increasing of the competition in the market which affected the increase in our income. These 2 factors remained supportive to the Company up to present.

Mr. Prakrit Tanpipat, a minority shareholder, raised 2 issues which are (i) during the past 3 years, it was true that BEC World group gained low income consecutively, and as the Management stated that in the year 2005 the Company has received many awards which are more than profits. However, by analyzing the operating results as shown in page 19 of the Annual Report 2005 in the section of opinion expression regarding factors which may affect the business operation in the future. Major costs and expenses of the Group did not have any direct effect to the income. From the view of finance person, the cost and income should be related (Matching Principle). If the cost is about to increased, the income should be in the same direction. He, therefore, would like to propose the Management to consider giving more support to TV program which can generate more income than TV program which received award, and (ii) in the analysis section, it stated that there should not be any factor which may affect in the cost increment which is more unlikely to be. This is because, it has been dramatically changed in the current economic condition which is an external factor, recently, the Bank of Thailand has announced that the GDP is at 4% and the increasing of oil price should affect the operating results of this year.

Mr. Chatchai Thiamtong, a representative of the Management, stated that, according to the Matching Principle issue raised by the shareholder, the general principle in operating business is that when selling 1 piece of product it shall be recorded the cost for 1 piece of such product. However, in providing of advertising media via TV Station business, i.e., to produce 1 movie with an exact cost of production and the rule of the regulator allowing to broadcast the advertisement, in average, 12 minutes per hour per day, provided that the maximum advertising period will not more than twelve and a half minutes per one hour. Accordingly, if the Company can sell all such 12 minutes of advertising in 1 hour, the production cost will be the same. However, if the Company can only sell 8 minutes of advertising in 1 hour, the production cost still remains the same. This can explain that why, in this case, the cost is not related to the income unlike selling other products. In the beginning of year 2005, the effect of economic crisis after the tsunami disaster caused the slow down of advertising industry and the

reduction of advertising resulting in selling only partial of air time while the cost remained the same. This type of business is called “High Operating Leverage”. The variation of income seriously affects the profit due to the cost is fixed. Only the case where the Company is able to increase more income with the fixed cost, a higher growth rate of profit could be obtained. In our country, advertising industry is deemed to be a new industry with an opportunity to produce a high growth rate. In the past, it has shown that the spending of money in advertising media has been increased which caused the purchase of shares in the advertising media company at the price with high P/E value. However, the High Operating Leverage also causes disadvantage, which is the lost of income does not mean that the expense is reduced. The lost of income, therefore, greatly affects the profit rate. These are factors which affect the business operation of the Company as reported by the Management in the Annual Report. For the point that the external factors may affect the result of business operation in the year 2006 by causing more cost, such as oil price, interests, inflation rate, the Company is of the view that such factors are not the major cost of the Company unlike production cost which would depend on the volume of TV program as introduced by the Company. The Management opined that the cost of year 2005 has already been adjusted. Therefore, the effect from cost of production in the year of 2006 should be less.

Mrs. Sajeerat Maetheesuwapab, a minority shareholder, has made her comment to the Management regarding the investment by the Group of Company that the Group of Company has invested through 28 companies of which 17 subsidiaries are being 99.99% owned by the Company. In this regard, the Company should consider closing some subsidiaries that cannot generate income. As in the year 2005, the whole Group of Company has recognized the loss more than Baht 60 Million from the subsidiaries. She, therefore, asked the Chairman of the Audit Committee to consider this matter.

Mr. Chatchai Thiamtong, a representative of the Management, stated to the shareholders that, the Management also agreed with the shareholder’s opinion. The reason why the Company has many subsidiaries is for the purpose of generating additional income apart from the main income from television advertising media business. Currently, it is only the beginning of investment, so the turnover might not be good at this stage. However, the Management has taken into consideration the operating results of these subsidiaries more closely. It can be seen that the amount of loss from total subsidiaries had been declined and some of them were dissolved, some of them have changed their core business, etc. The Management has a good intention to develop the Company’s businesses and aims to obtain the good operating results for the wealth of the shareholders. However, the Management is not too optimistic, the duty of care principle will always be applied in managing the business.

Mr. Arun Ngamdee, a Chairman of the Audit Committee, has made additional statement that, the Audit Committee has paid attention to this matter by investing more carefully, controlling the budget, considering the turnover from the investment. In investing, the Company should not spend too much money in the investment and such investment must receive turnover in an appropriate and reasonable amount. However, as this is only the beginning of the investment, the turnover, therefore, is still low i.e., the business operation of radio station for the first 3 years, in most case, will suffer loss due to the expenses greater than income, but would eventually break even in the 4th or 5th year. The decision to cease the investment so early would gain no interest from the investment, and this is normal and is the nature of the investment in media business.

Mr. Pramote Lipratanasakul, a minority shareholder, raised the issue regarding the reduction of operating results of the subsidiaries, and some of them were suffered loss such as Rungsirojvanit Co., Ltd., New World Production Co., Ltd., You and I Corporation Co., Ltd. and BEC International Distribution Co., Ltd.

Mr. Chatchai Thiamtong, a representative of the Management, explained to the shareholders that, most of the subsidiaries as referred to by the shareholder are in the television production business. As previously informed, the television production business was adversely affected from the economic crisis of advertising industry last year. The demand of air time was reduced which greatly affected the income of television production business greater than other business section. However, the Management believes that advertising business via television has a potential and the Company's investment will not be worthless. These subsidiaries tend to generate better profit since the 4th quarter of year 2005 and it is expected a positive result in the future.

Resolution: The Meeting acknowledged the report of the Company's activities in year 2005 as proposed by the Board of Directors.

3. To consider and approve the balance sheet and the profit and loss statements for the year ended December 31, 2005:

The Chairman requested the Meeting to consider and approve the balance sheet and the profit and loss statements of the Company for the fiscal year ended December 31, 2005 audited and opined by the auditor without condition. The Company has printed the aforementioned in pages 21 to 49 of the Annual Report 2005, a copy of which was sent to the shareholders together with the Notice of this Meeting. The Chairman further explained to the Meeting that:

Pursuant to the Articles of Association of the Company, the Board of Directors is required to prepare balance sheet and profit and loss statement at the end of fiscal year and provide the same to the auditor to verify and opine prior to propose to the shareholders in the Annual General Meeting for their approval. The balance sheet and profit and loss statement as of the year ended December 31, 2005 including their explanation and the management analysis as shown in page 14-19 of the Annual Report 2005 of the Company have already been sent to the shareholders together with the Notice of this Meeting.

The Board of Directors considered and opined that the Meeting should approve the balance sheet and profit and loss statement of the year ended December 31, 2005 as audited and opined by the auditor without condition, therefore, request the Meeting to consider.

Mrs. Sajeerat Maetheesuwapab, a minority shareholder, has made note to the Management that, in the year 2005, the Group of Companies obtained less income but there was trade account receivable overdue payment for more than 12 months totaling Baht 39.5 Million, cheque returned for Baht 4.8 Million. The Company has set reserve for doubtful account in the amount of Baht 55 Million as shown in page 34 of the Annual Report 2005. She, then, asked the Management on how to increase the effectiveness in collecting such debt. Another issue was about the necessity in giving

short-term loan to the related company in the year 2005 in the amount of Baht 696 Million which is greater than the loan given in the year 2004.

Mr. Chatchai Thiamtong, a representative of the Management, asked the shareholders to focus more on the consolidated financial statement according to the structure of the Group of Company with related businesses rather than any specific financial statement of the Company. This is because only a single of any financial statement may not be able to provide adequate information and may cause confusion to the shareholders. Regarding the trade account receivable, the Company has suffered from economic crisis in the year 2005 as well as its traders. However, though the volume of trade account receivable was increased in the year 2005 but at the low rate, the reserve for doubtful account has been increased approximately Baht 5 Million from year 2004. The Group of Company has a policy to operate its businesses with care and without risk regarding credit term given to the traders. Most of traders are oversea companies who own their products and do not have any trouble with their product's quality. So, most of them do not have any trouble in making payment. In order to expand the competition and an opportunity of business, the Company has to support small business operators. The Group of Company applied duty of care principle, so we are aware of any damage which may occurred (if any) by setting reserve for doubtful account as required. However, the Management did not overlook and still strictly following up with the collecting of the debts. With respect to the loan issue, the referred amount of loan was provided only to the Group of Company. Most of subsidiaries are 99.99% owned by the Company, therefore, the provision of loan in the Group should not cause any problem. Outsider's loan was only in the amount of Baht 49 Million which was given to Virgin Radio (Thailand) Co., Ltd. under the joint venture between BEC-Tero Entertainment Plc. and Virgin Radio Asia Co., Ltd. pursuant to the obligation specified in the Shareholder Agreement. Also, Virgin Radio Asia Co., Ltd. has provided loan to Virgin Radio (Thailand) Co., Ltd. in the same amount. The Management is of the view that it was only a short-term loan so that Virgin Radio (Thailand) Co., Ltd. does not have to increase its registered capital.

Mr. Pramote Lipratanasakul, a minority shareholder, asked the Company about the business activity of Theme Star Co., Ltd. and the reason why it was registered in British Virgin Island.

Mr. Chatchai Thiamtong, a representative of the Management, explained to the shareholders that Theme Star Co., Ltd. ("**Theme Star**") is a joint venture company among BEC-Tero Entertainment Plc., 2 Americans (management officer) and 1 Australian individual. Theme Star engages in the business of organizing shows all over the world as same as the Disney on Ice Show as brought into Thailand by BEC-Tero Entertainment Plc. Due to the reason that the business is operated all over the world, the establishment of Theme Star, therefore, was made in the tax exemption country to avoid the double taxation issue. However, Theme Star is subject to corporate income tax according to the law of the country where the income is generated. Therefore, to pay the corporate income tax in the country of registration will result in paying double tax. In this regard, the objective for registering Theme Star in British Virgin Island is only for the best interest of the shareholders in getting all the profit.

Resolution: The Meeting resolved and approved the balance sheet and the profit and loss statement of the Company for the fiscal year ended December 31, 2005 as proposed

with 1,754,093,346 votes or equal to 99.80% of the quorum, and abstentions of 3,465,237 votes or equal to 0.20% of the quorum.

4. To consider and approve the profit appropriation for the year 2005 and dividend distribution:

The Chairman stated to the Meeting that, for the year 2005, the Company gained the profit from the operating results in the amount of Baht 881,135,712, and if combines with the unappropriated retained earnings as of the beginning of the year in the amount of Bath 1,411,902,960, the payment of dividend according to the resolution of the Annual General Meeting of the Shareholders for the year 2005 which resolved to pay the dividend for the operating results of last period of year 2004 at the rate of Baht 0.50 per share in the amount of Baht 1,000 Million, including and the payment of interim dividend paid pursuant to the resolution of the Board of Director at the rate of Baht 0.15 per share on September 7, 2005 in the additional amount of Baht 300 Million, totaling the dividend paid during year 2005 in the amount of Baht 1,300,000,000. The remaining is the amount to be reserved as unappropriated retained earnings as of December 31, 2005 which equals to Baht 993,038,672.

In addition, the Company has already appropriated its profits as its reserve fund as required by law in the amount equal to 10% of its registered share capital and the Company had a policy to pay the dividend to its shareholder not less than 90% of net profit in each fiscal year except in case the Company required to invest in any significant project.

The Board of Directors considered the said appropriation of profit and opined that the Meeting should approve the appropriation of profit for the year 2005 and approve the payment of dividend as follows:

- 1) appropriation for final dividend for the 2,000,000,000 ordinary shares at the rate of Baht 0.30 per share, totaling Baht 600,000,000

(This shall be paid from profit after tax at the rate of 30% to the shareholders whose names are appeared in the Share Register Book as on Thursday of April 7, 2006 and shall be made on May 25, 2006)

- 2) Remaining amount shall be reserved as unappropriated retained earnings in the amount of Baht 393,038,672

As previously stated to the Meeting that, during the year 2005, the Board of Directors has resolved to pay the interim dividend for the operation results of the Company's first six months of the year 2005 at the rate of Baht 0.15 per share which has already been paid on September 7, 2005, therefore, the Chairman would like the Meeting to be informed that if combines with the dividend to be paid as proposed for the approval in this Meeting at the rate of Baht 0.30 per share, the total dividend for the operation results of the year 2005 shall be in the amount of Baht 900,000,000 or equals to Baht 0.45 per share. This is for acknowledgement by the Meeting.

Resolution: Upon motion duly made and seconded, the Meeting approved the appropriation of profit and the payment of dividend for the year 2005 with 1,756,574,583 votes or equals to 99.94% of the quorum, and abstentions of 1,000,000 votes or equal to 0.06% of the quorum as follows:

- 1) appropriation for the final dividend for 2,000,000,000 ordinary shares at the rate of Baht 0.30 per share, totaling Baht 600,000,000

(This shall be paid from profit after tax at the rate of 30% to the shareholders whose names are appeared in the Share Register Book as on Thursday of April 7, 2006 and shall be made on May 25, 2006)

- 2) Remaining amount shall be reserved as unappropriated retained earnings in the amount of Baht 393,038,672

5. To consider the appointment of director to replace those who were due to retire by rotation and the fixing of the remuneration of the directors for the year 2006:

The Chairman informed the Meeting that there were 3 directors who were due to retire by rotation as follows: Mr. Prachum Maleenont, Miss Nipa Maleenont and Miss Amphorn Maleenont. Provided that the Company's Articles of Association does not prohibit the appointment of new directors from those who were due to retire by rotation. The Board of Directors considered and opined that the Meeting should re-elect the said 3 retired directors as the directors for another term and then requested the Meeting to consider.

In addition, the Chairman proposed the Meeting to fix the directors' remuneration for the year 2006. The Board of Directors considered and opined to propose the Meeting to fix the directors' remuneration at the same rate of the remuneration as approved since the year 1997 as follows:

- 1) Meeting Allowance : - To fix the meeting allowance for the Board of Directors' Meeting as follows:

For Chairman of the Board of Directors to be fixed at Baht 8,000 per meeting and for other directors to be fixed at Baht 4,000 per meeting.

- To fix the meeting allowance for the Audit Committee Meeting and any other subcommittee as follows:

Each member of the Audit Committee to be fixed at Baht 4,000 per meeting.

Provided that Meeting Allowance shall be limited to not exceed Baht 500,000.

- 2) Director Remuneration : Remuneration for the directors during the fiscal year 2006 to be fixed at the total amount of Baht 12 Million,

and to be allocated among the directors as they deem appropriate.

He then proposed the Meeting to consider.

Mr. Prakit Tanpipat, a minority shareholder, opined that the directors' remuneration of some company are based on the operating results by fixing the remuneration in a certain percentage of the operating results which means that the remuneration shall be based on operating results of that year. The operating results will be an indication for measuring the efficiency of the Board of Directors. In addition, Mr. Prakit stated that he has no idea about the history of adjustment of directors' remuneration, but would like to request the Board of Directors to take the afore-mentioned idea into consideration.

Mr. Chatchai Thiamtong, a representative of the Management, stated to the shareholders that, the remuneration of the directors will be fixed and will not base on the operating results. The remuneration at the rate of Baht 12,000,000 per year has been approved since the year 1997. The operating results for the past years were not good, the Board of Directors, therefore, did not request for an adjustment of their remuneration. However, the Management agreed to bring this idea with regard to the remuneration/bonus as proposed by the shareholder for considering adjusting as they deem appropriate.

Resolution: The Meeting considered and resolved to appoint all 3 directors who were due to retire by rotation i.e., Mr. Prachum Maleenont, Miss Nipa Maleenont and Miss Amphorn Maleenont for another term and resolved that the directors' remuneration for the year 2006 shall be fixed as follows:

1) Meeting Allowance : - To fix the meeting allowance for the Board of Directors' Meeting as follows:

For Chairman of the Board of Directors to be fixed at Baht 8,000 per meeting and for other directors to be fixed at Baht 4,000 per meeting.

- To fix the meeting allowance for the Audit Committee Meeting and any other subcommittee as follows:

Each member of the Audit Committee to be fixed at Baht 4,000 per meeting.

Provided that Meeting Allowance shall be limited to not exceed Baht 500,000.

2) Director Remuneration : Remuneration for the directors during the fiscal year 2006 to be fixed at the total amount of Baht 12 Million, and to be allocated among the directors as they deem appropriate.

By having the approved votes of 1,756,574,613 or 99.94% of the quorum and abstentions of 1,000,000 votes or 0.06% of the quorum. All 3 directors received approved votes by the shareholder equally.

6. To consider the appointment of the auditor for the year 2006 and fix the remuneration:

The Chairman informed the Meeting that as Audit Committee has been assigned by the Company to select and propose the appointment of auditor for the Group of Company including the remuneration, the Audit Committee has considered and mutually agreed to propose the Meeting to appoint Dr. Virach Aphimeteetamrong and/or Mr. Chaiyakorn Unpitipongsa of Dr. Virach and Associates Office, which are the Company's existing auditor for the fiscal year 2005, and Mr. Apirak Ati-anuwat, the auditor from the same accounting firm, to be auditor of the Group of Company for the fiscal year 2006 for another term due to the reason that, after consideration, such persons have strong knowledge, capacity experience and reliable background. For the auditing fee for the group of Company in the year 2006, it shall be fixed at the amount of Baht 4,990,000 which is 11.14% increased from the previous year according to the growth of the existing business and expansion of new business during year 2005 that BEC World Group has set up one subsidiary company and, in year 2006, 2 new subsidiary companies, being an account for the Company of Baht 1,080,000, increased from the previous year at the rate of 1.89%.

The Board of Directors considered and opined that the Meeting should approve the appointment of Dr. Virach Aphimeteetamrong, Certified Public Accountant License No. 1378, and/or Mr. Chaiyakorn Unpitipongsa, Certified Public Accountant License No. 3196, and/or Mr. Apirak Ati-anuwat, Certified Public Accountant License No. 5202 as the Company's auditor for the fiscal year 2006, and propose the Meeting to fix the audit's remuneration for the Group of Company in an amount of Baht 4,990,000 which being an account for the Company of Baht 1,080,000, increased from the previous year at the rate of 1.89% according to the growth of the existing business and expansion of new business. He then proposed the Meeting to consider.

However, following the delivery of Notice of this Meeting to all shareholders, Dr. Virach Aphimeteetamrong has informed the Company of his intention to withdraw his services according to the regulations of the Office of Securities and Exchange Commission prohibiting any appointment of the same auditor for more than 5 years consecutively. Therefore, in appointing the auditor for this time, the Chairman proposed to appoint Mr. Chaiyakorn Unpitipongsa, Certified Public Accountant License No. 3196, and/or Mr. Apirak Ati-anuwat, Certified Public Accountant License No. 5202 as auditor for the fiscal year 2006. He then proposed the Meeting to consider.

Resolution: The Meeting resolved to appoint Mr. Chaiyakorn Unpitipongsa, Certified Public Accountant License No. 3196, and/or Mr. Apirak Ati-anuwat, Certified Public Accountant License No. 5202 of Dr. Virach and Associates Company Limited, as the Company's auditor for the fiscal year 2006 and approved to fix the auditing fee for the group of Company at Baht 4,990,000, which will be for an account of the Company at Baht 1,080,000, with 1,756,574,613 votes or equal to 99.94% of the quorum and abstentions of 1,000,000 votes or 0.06% of the quorum.

The Chairman declared the Meeting adjourned at 4.30 p.m.

Signed _____ **Signature** _____
(Mr. Prasan Maleenont)
Chairman of the Meeting