



LIST OF TOP TEN LARGEST SHAREHOLDERS

As at 28 September 2009, the latest closing of the company share registrar within the last fiscal year.

Name of the shareholders	No. of shares held	Percentage
1. MALEENONT GROUP*	1,131,860,000	56.59
2. HSBC (SINGAPORE) NOMINEES PTE LTD	104,871,385	5.24
3. CHASE NOMINEES LIMITED 42	96,020,570	4.80
4. Thai NVDR Company Limited	48,025,623	2.40
5. THE BANK OF NEW YORK (NOMINEES) LIMITED	45,943,348	2.30
6. STATE STREET BANK AND TRUST COMPANY	41,992,976	2.10
7. SOMERS (U.K.) LIMITED	26,955,900	1.35
8. CHASE NOMINEES LIMITED 1	19,145,950	0.96
9. STATE STREET BANK AND TRUST COMPANY FOR AUSTRALIA	16,835,993	0.84
10. MELLON BANK,N.A.	15,604,500	0.78

Remark: * Detail of the Maleenont Group is as follow:

1. Mr.Prasan Maleenont holds	157,140,000	shares which is	7.86%.
2. Mr.Pravit Maleenont holds	228,400,000	shares which is	11.42%.
3. Mr.Prachum Maleenont holds	157,140,000	shares which is	7.86%.
4. Ms.Ratana Maleenont holds	157,160,000	shares which is	7.86%.
5. Ms.Nipa Maleenont holds	117,740,000	shares which is	5.89%.
6. Ms.Amphorn Maleenont holds	157,140,000	shares which is	7.86%.
7. Ms.Tracy Ann Maleenont holds	78,570,000	shares which is	3.93%.
8. Ms.Cathleen Maleenont holds	78,570,000	shares which is	3.93%.

The company has members of Maleenont family – The Maleenont, as majority shareholder that could set management policy and control business operation of the Company, significantly, whereby BEC World is the main business of the Maleenont.

AMENDMENT IN INFORMATION OF THE EXECUTIVE OFFICERS: In February 2010, the Company sent a letter to the Office of SEC regarding the Company’s disclosure of personal information of 7 officers beyond the definition of “the Executive Officers”, i.e., (1) Mr. Panithan Tosnaitada, (2) Mr. Somrak Narongvichai, (3) Mr. Borisut Puranasamriddhi, (4) Mr. Pisanu Ruangrajitpakorn, (5) Dr. Apinya Kangsanarak, (6) Mr. Natthrapong Pisitphadrikul and (7) Mr. Nopphadol Khemayotin.

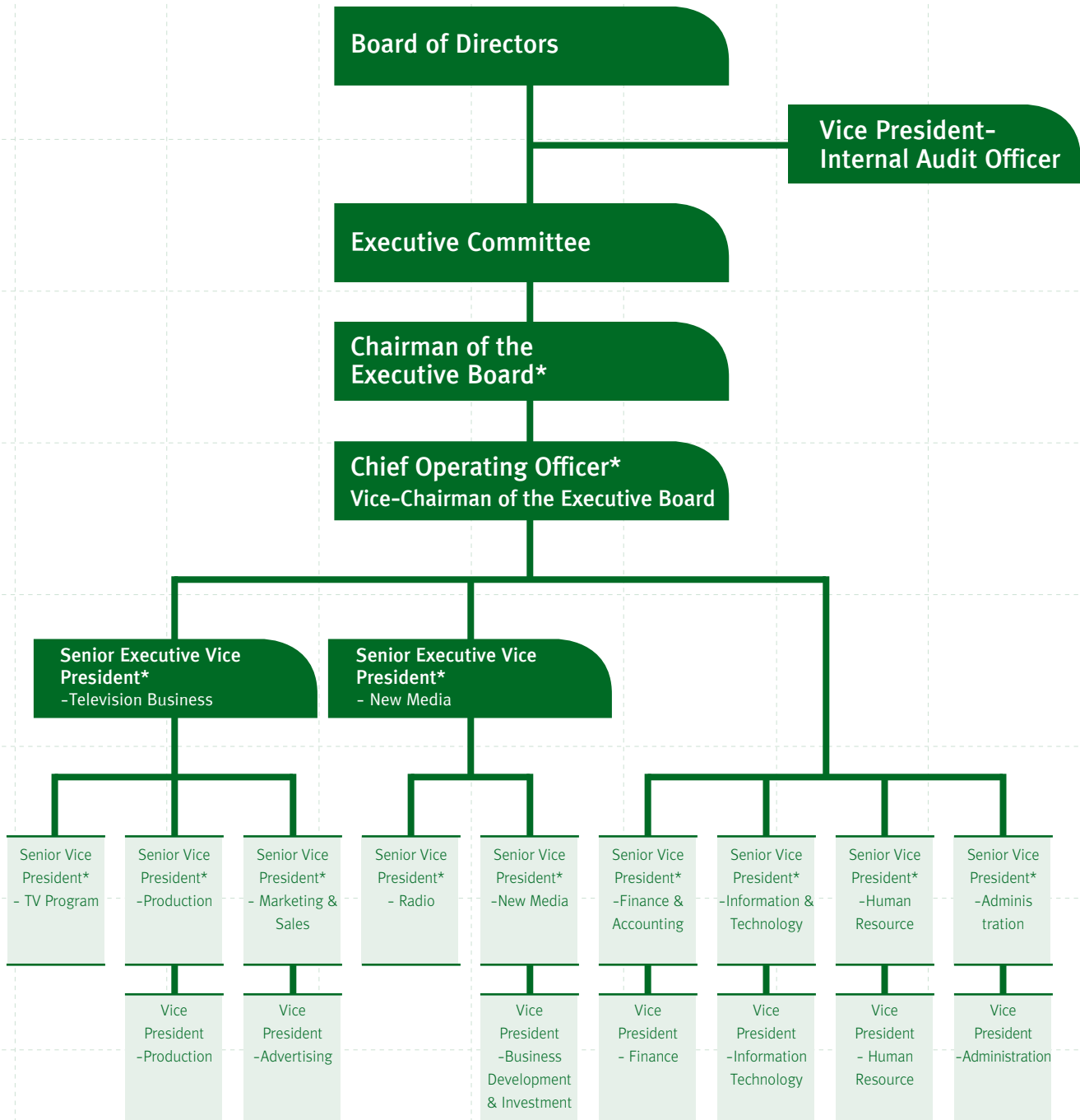
CHANGE IN HOLDING OF THE COMPANY’S SHARES BY DIRECTORS AND EXECUTIVES:

At the end of 2009, there was no change in shareholding by any Director and Executive.



MANAGEMENT

Organization Chart of the Company
BEC World Public Company Limited.
as of December 31, 2009



Remark: * means the executive officer according the definition of "Executive Officer"

1. Management Structure

BEC World is managed by Board of Directors, which is a unitary Board comprising 7 executive directors, 5 non executive directors, not less than 3 out of which are independent directors, which is adequate to audit the Company's management as required under the CG rules.

The Board has established sub-committees to assist for management or scrutiny of some certain matters. These sub-committees are, Executive Committee, Audit Committee and Nominating Committee. The Board of Directors is the highest body of the Company which shall determine vision, direction and policy of the Company and make decision for the best interest of the Company and shareholders on a long term basis, as well as giving advice and considering the operation of the Executive Committee, which is responsible for management and supervision of the administration unit.

In conducting the management, the Board of Directors has assigned the Executive Committee, comprising 7 directors, each of them has duty to supervise and control routine works of each business line, depending on expertise, interest, capability, and suitability of each person. Chairman of the Executive Committee shall be the person who is responsible for supervision and control of the management. The Executive Committee shall comply with direction/policy and principles of good corporate governance from the Board of Directors form and impose business plan. The COO shall manage and control all performance of the executive officers.

The Audit Committee has duty to audit the management's performance. It has major role in auditing the financial report to ensure the accuracy of financial statements as required by the generally accepted accounting standard. The accounting policy has been properly selected and strictly complied, which includes the audit conducted to ensure sufficient disclosure of material information, information relating to connected transaction or transactions which may have conflict of interest.

Board of Directors

As of 31 December 2009, the Company's Board of Directors comprised 12 directors, namely,

- | | | |
|-----|---------------------------|-------------------------------------|
| 1. | Mr. Vichai Maleenont | Chairman |
| 2. | Mr. Prasan Maleenont | Vice-Chairman |
| 3. | Mr. Pravit Maleenont | Director |
| 4. | Miss Ratana Maleenont | Director |
| 5. | Miss Nipa Maleenont | Non-Executive Director |
| 6. | Miss Amphorn Maleenont | Director |
| 7. | Mr. Prachum Maleenont | Director |
| 8. | Mrs.Ratchanee Nipatakusol | Director |
| 9. | Mr. Arun Ngamdee | Independent Director |
| 10. | Mr. Prathan Rangsimaporn | Independent Director |
| 11. | Mr. Manit Boonprakob | Independent Director |
| 12. | Mr. Matthew Kichodhan | Non-Executive Director |
| | Mr. Chatchai Thiamtong | Secretary of the Board of Directors |

The Board of Directors meeting No.4/2551 dated 7 August 2008 passed a resolution appointing Mrs. Chalaiporn Itthithavorn as the Company's Secretary.

CV showing experiences of the directors and the executive officers are Shown on page 92-97.

Independent Director means a director who is independent in giving opinion. The Board of Directors meeting No. 4/2551 reviewed qualifications of the independent director as follows:

- 1) Director who may hold shares in the Company not more than 1% of the total shares entitled to cast vote.
- 2) Director who does not have management duty in the Company or subsidiary.
- 3) Director who is independent from the management and the controlling shareholders.
- 4) Director who shall not be close relative or the person who has received or had interest jointly with the management, the major shareholders or the controlling shareholders.
- 5) Director who does not have business relationship significantly with the Company which can influence opinion to be given independently.
- 6) Director who is not the employee or staff who has received salary regularly during two years before assuming the position.

Authorized Directors

Authorized directors are Mr. Vichai Maleenont, the Chairman, to sign with the Company seal, or Mr. Prasan Maleenont, Mr. Pravit Maleenont, Miss. Ratana Maleenont, Mr. Prachum Maleenont, Miss. Amphorn Maleenont, Miss. Nipa Maleenont and Mrs. Ratchanee Nipatakusol, any two directors to jointly sign with the Company seal.

Scope of Authority of the Board of Directors

The Board of Directors is the highest body of the Company which shall determine vision, direction and policy and make decision for the best interest of the Company and shareholders on a long term basis, as well as giving advice and considering the operation of the Executive Committee, which is responsible for management and supervision of the administration unit. Director shall perform the duty in compliance with laws, objectives and articles of association of the Company as well as resolutions of the shareholders meetings. The Board of Directors may delegate one or more directors or other persons to perform any act(s) on behalf of the Board of Directors.

Measures to prevent Conflict of Interest

The Board of Directors has set measures to prevent conflict of interest by requiring director to inform the Board of Directors without delay if the director or his/her close relative(s) and person(s) related to the director has any interest in the transaction to be entered into with the Company, any change of shareholding of the Company, or any other company in the group which the Company holds shares more than 25% of the total shares issued of the said company.

Performance of The Board of Directors

In 2009, the Board of Directors convened 5 meetings.

	Name-Family Name	Number of attendance time/number of meetings
1	Mr. Vichai Maleenont	4/5
2	Mr. Prasan Maleenont	5/5
3	Mr. Pravit Maleenont	5/5
4	Mr. Prachum Maleenont	5/5
5	Miss Ratana Maleenont	5/5
6	Miss Nipa Maleenont	5/5
7	Miss Amphorn Maleenont	5/5
8	Mrs. Ratchanee Nipatakusol	5/5
9	Mr. Matthew Kichodhan	3/5
10	Mr. Arun Ngamdee	4/5
11	Mr. Prathan Rangsimaporn	5/5
12	Mr. Manit Boonprakob	5/5

Executive Committee and the Executive Officers

As at 31 December 2009, the Company's Executive Committee comprised 7 executive directors as follows:

- | | |
|------------------------------|---|
| 1. Mr. Vichai Maleenont | Chairman of the Executive Board |
| 2. Mr. Prasan Maleenont | Vice-Chairman of the Executive Board, Chief Operating Officer |
| 3. Mr. Pravit Maleenont | Senior Executive Vice President, Executive Director, Television Business Division |
| 4. Mr. Prachum Maleenont | Senior Executive Vice President, Executive Director, New Media Business Division |
| 5. Miss Ratana Maleenont | Executive Director, Finance and Accounting Division |
| 6. Miss Amphorn Maleenont | Executive Director, Production Division |
| 7. Mrs. Ratchanee Nipatkusol | Executive Director, Marketing and Sale Division |

The Executive Officers according to the definition of "the Executive Officer", as at 31 December 2009 comprised 8 executive officers as follows:

- | | |
|------------------------------|--|
| 1. Mr. Vichai Maleenont | Chairman of the Executive Board (CEO) |
| 2. Mr. Prasan Maleenont | Chief Operating Officer (COO) |
| 3. Mr. Pravit Maleenont | Senior Executive Vice President, Senior Vice President, Television Business Division |
| 4. Mr. Prachum Maleenont | Senior Executive Vice President, Senior Vice President, New Media Business Division |
| 5. Miss Ratana Maleenont | Senior Vice President, Finance and Accounting Division |
| 6. Miss Amphorn Maleenont | Senior Vice President, Production |
| 7. Mrs. Ratchanee Nipatkusol | Senior Vice President, Marketing and Sale Division |
| 8. Mr. Chatchai Thiamtong | Vice President, Finance |

Remark: With respect to the amendment of the executive officers' information, in February 2010, the Company sent a letter to the Office of SEC regarding the Company's disclosure of personal information of 7 officers beyond the definition of "the Executive Officers", i.e., (1) Mr. Panithan Tosnaitada, (2) Mr. Somrak Narongvichai, (3) Mr. Borisut Puranasamriddhi, (4) Mr. Pisanu Ruangrajitpakorn, (5) Dr. Apinya Kangsanarak, (6) Mr. Natthrapong Pisitphadhrikul and (7) Mr. Nopphadol Khemayotin.

Scope of Authority of the Executive Committee and the Executive Officers

The Board of Directors has appointed the Executive Committee to be a working group responsible for routine management of the Company. Currently, the Company's Executive Committee comprised 7 directors, each of them has duty to supervise and control routine works of each business unit, depending on expertise, interest, capability, and suitability of each person. They also hold positions of directors in subsidiaries. Chairman of the Executive Committee shall be the person who is responsible for supervision and control of the Executive Committee. The Executive Committee shall obtain direction/policy and principles of good corporate governance from the Board of Directors to determine the operation plan with the Chief Operating Officer responsible for supervision and control of the executive officers' management and performance. The Board of Directors has delegated authority to the Executive Committee to perform the duty on behalf of the Board of Directors. However, for certain matters which are new or relate to more line of commands, the Executive Committee may refer the matter to the Board of Directors for approval on a case by case basis, such as, in case of joint investment with others for new business.

Performance of Duty of the Executive Committee and the Executive Officers

The Executive Committee and the executive officers normally convene the meeting once a week.

Audit Committee

As at 31 December 2009, the Audit Committee comprised 3 directors as follows:

1. Mr. Arun Ngamdee Chairman of the Audit Committee
 2. Mr. Prathan Rangsimaporn Audit Committee
 3. Mr. Manit Boonprakob Audit Committee
- Mr. Chatchai Thiamtong, secretary of the Audit Committee

Scope of Authority of the Audit Committee

The Company's Audit Committee has scope of authority and responsibility toward the Board of Directors as follows:

1. To verify and ensure the accuracy and sufficiency of the Company's financial reports;
2. To verify and ensure the efficiency and suitability of the Company's internal control and internal audit system, consider the independency of the internal audit office, approve the appointment, transfer or terminate employment of the head of internal audit office or other related divisions responsible for internal control;
3. To verify and ensure the Company's compliance with laws regarding Securities and Exchange Control, rules and regulations of the Stock Exchange and laws relating to the Company's businesses;
4. To consider, select, nominate for appointment of independent person to be the Company's auditor and propose compensation for the Company's auditor including to attend the meeting with the auditor without the management's attendance at least once a year;
5. To consider connected transaction or transaction which may be subject to conflict of interest to comply with the laws and regulations of the SET in order to ensure that such transaction is reasonable and done for the best interest of the Company;
6. To prepare the Audit Committee's report for disclosure in the Company's annual report. The Audit Committee's Report is on page 4-5.
7. To perform any other duties as assigned by the Board of Directors and as agreed by the Audit Committee.

Performance of Duty of the Audit Committee

In 2009, the Committee convened 7 meetings.

Name-Family Name	Number of attendance time/number of meetings
1. Mr. Arun Ngamdee	7/7
2. Mr. Prathan Rangsimaporn	7/7
3. Mr. Manit Boonprakob	7/7

The Nominating Committee

As at 31 December 2009, the Nominating Committee comprised 3 directors as follows:

1. Miss Ratana Maleenont Chairman of the Nominating Committee
2. Mr. Prachum Maleenont Nominating Committee
3. Mrs. Ratchanee Nipatakusol Nominating Committee

Scope of Authority of the Nominating Committee

The Nominating Committee has scope of authority and responsibility toward the Board of Directors as follows:

1. To determine procedures and criteria to nominate directors of the Company, including top management of the Company for transparency purpose;
2. To select persons qualified for nomination as new director or top management;
3. To provide opinion to the Board of Directors and to report the result of performance to the Board of Directors regularly.

Performance of Duty of the Nominating Committee

In 2009, the Nominating Committee convened 1 meeting.

Name-Family Name	Number of attendance time/number of meetings
1. Miss Ratana Maleenont	1/1
2. Mr. Prachum Maleenont	1/1
3. Mrs. Ratchanee Nipatakusol	1/1

2. Nomination of Directors and Executive Officers

In accordance with the Company's articles of association, it specifies that the Company shall have not less than 5 directors, not less than half of them shall have domicile within the Kingdom. Directors shall be appointed by the shareholders meeting. In every annual general shareholders meeting, one third of the directors shall retire from the director under term of their rotation period. Nomination of directors shall be in accordance with the Company's articles of association which provide that each shareholder shall have vote, equivalent to the number of shares held by him/her. The shareholders may exercise their rights to cast all votes to select one or more directors, but they may not split their votes. The candidate(s) who receive highest scores, respectively, shall be appointed as directors in the number required for such term. In case position of director is vacant for any reason, other than by rotation term, under the articles of association, the appointment of directors to fill in such vacancy shall be undertaken, unless the remaining term of such director is less than 2 months. In this connection, the Nominating Committee shall propose name of person to the Board of Directors for further appointment. With respect to nomination of the executive officers, the selection process may be conducted by supervisor in chain of command, or through the Nominating Committee, depending upon the position. However, in the past, change(s) in the position of executive officers is not quite often.

3. Compensation of Directors, Management in 2009

Monetary Compensation for the Directors and Management

At the end of 2009, the Company had 12 directors and had 8 executive officers, 7 of them were also the Company's directors.

The Company's directors and management received monetary compensation in 2009 as follows:

- (a) Compensation to directors

The compensation was Baht 15,790,000.- as meeting allowance and remuneration.

- (b) Aggregate amount of compensation to all executive officers

The compensation was Baht 47,192,896.- (i.e., salary, bonus, vehicle allowance and contribution to provident fund).

Table showing compensation to directors in 2009.

In 2009, the Board of Directors convened 5 meetings, the Audit Committee convened 7 meetings and the Nominating Committee convened 1 meeting. The meeting details and the amount of compensation can be summarized as follows:

Name-Family name	Meeting Allowance	Remuneration	Total
1. Mr. Vichai Maleenont	60,000	2,082,000	2,142,000
2. Mr. Prasan Maleenont	50,000	1,227,250	1,277,250
3. Mr. Pravit Maleenont	50,000	1,227,250	1,277,250
4. Mr. Prachum Maleenont	60,000	1,227,250	1,287,250
5. Miss Ratana Maleenont	60,000	1,227,250	1,287,250
6. Miss Nipa Maleenont	50,000	1,227,250	1,277,250
7. Miss Amphorn Maleenont	50,000	1,227,250	1,277,250
8. Mrs. Ratchanee Nipatakusol	60,000	1,227,250	1,287,250
9. Mr. Arun Ngamdee	110,000	1,100,000	1,210,000
10. Mr. Prathan Rangsimaporn	120,000	1,000,000	1,120,000
11. Mr. Manit Boonprakob	120,000	1,000,000	1,120,000
12. Mr. Matthew Kichodhan	30,000	1,227,250	1,257,250

Other compensations, such as, stock option plan, convertible securities, debenture or other benefits which the management received from the Company

-None-

4. Corporate Governance

Corporate Governance (CG) Compliance Report

BEC World PLC

2009

Section 1 Shareholder Rights

1. The Board of Directors has prescribed CG policy regarding shareholder rights and treatment to shareholder as follows:
 - 1.1 The Company shall honor rights and treatment to shareholder and all groups of interested party with honesty, equality and fairness.
 - 1.2 The Company shall operate the business with transparency, which can be examined and shall disclose sufficient information to all related parties correctly, not misleading in material information. The Company shall not conceal any information which should be notified. The information to be disclosed/notified must be up to date and communicated within due time and thoroughly.

The Board of Directors has controlled the Company's secretarial works and the Investor Relations ("IR") Unit to ensure the application of the CG policy to protect shareholder rights and also encourage all shareholders to exercise their rights i.e. right to receive dividend, right to receive updated business information disseminated via the Stock Exchange of Thailand's ELCID system and the Company's website, www.becworld.com, to enable all shareholders and investors to receive such information in due course. It must provide sufficient information beneficial for their investment and decisions, encouraging shareholders to exercise their rights to attend the

meetings, casting their voting rights, sharing their views in shareholders meeting, including exercising their rights to vote for director appointment, director compensation, auditor appointment and auditor fee, including, exercising their rights to make decisions on material transactions, having considerable impact on the Company.

2. The Board of Directors has controlled the Company's secretarial works and the IR Unit to protect shareholders' rights more than those required by laws, such as, the right to receive sufficient information to make decision, which shall be updated, correct, complete and transparent. To disseminate such information comprehensively and in appropriate time, the Board of Directors has arranged to disseminate the information on the Company's website, www.becworld.com, including allowing the shareholders to visit the Company. The Company has also made PR news regarding business development of the group in the forms of business and/or entertainment news broadcasted on Channel 3, which has been operated by the group, news in business and entertainment sections of newspapers, all of which have been highly effective and readily accessible media for people in nationwide.
3. In 2009 Annual General Shareholders meeting, the Company facilitated all shareholders to exercise their rights in attending the meeting and casting their votes without any restriction or deterioration of the shareholder's rights to access the Company's information required for disclosure. There was no distribution of additional information without prior notice, no additional agenda or amendment of any material information. The Company also allowed shareholders who came late to attend the meeting.
4. The Company has informed information regarding the resolution of the Board of Directors to call for the 2009 Annual General shareholders meeting through ELCID system by attaching draft of the invitation letter regarding the shareholders meeting as approved by the Board of Directors, the contents of which contained all information relating to date, time, place and agendas of the meeting, as well as, resolutions of the Board, sent 40 days in advance prior to the shareholders meeting date and accordingly disseminated through the Company's website, immediately, after notifying the said details to the SET.
5. The Company has assigned Thailand Securities Depository Co., Ltd. ("TSD"), acting as the Company's Share Registrar to deliver the invitation letter, calling for the shareholders meeting to shareholders within 14 days in advance prior to the shareholders meeting.
6. The Company has disclosed its information via the Company's website, and updated all information consistently to enable the shareholders to review and study the Company's information thorough this channel.
7. In the 2009 shareholders meeting, the Chairman allocated the meeting time properly and allowed the shareholders to express their views and make enquiries to the meeting in accordance with the agendas, freely. The details of which can be viewed from Minutes of the shareholder meeting on the Company's website.
8. In 2009 shareholders meeting, Chairman of various Sub-Committees, comprising Chairman of the Audit Committee and Chairman of the Nominating Committee also attended the meeting, giving an opportunity to the shareholders to make enquiries in all related matters. The details of which can be viewed from the Shareholder meeting Minutes on the Company's website.
9. The Company is aware of the importance of unlawful utilization of insider information which creates unfairness against shareholders. The Board, therefore, has set a policy in relation to this matter and notified all directors, management and management officers involving such insider information for their acknowledgement. In this connection, director/management/officer, having knowledge regarding financial status of the Company and its group, including any other information having an effect on trading price of the Company's stock, which has not been publicly available, shall not enter into any sale or purchase transaction of the Company's stocks at least 2 weeks before announcement of the operating result in each quarter or before filing such information to SET. All directors and management, responsible for filing report of stock acquisition with the Office of SEC, shall submit copy of the said report to the Company Secretary to inform any modification in securities holding to the Board for acknowledgement in every meeting. In 2009, everyone provided full cooperation and fully complied with the Company's policy.

The Board has prescribed “a Conflict of Interest Policy” by requiring all directors and management, including all related persons of the directors and the management, having any interest in any transaction entered into with any company in the group, shall disclose such information together with all documents to the Company Secretary immediately upon knowing the said information in order to propose for acknowledgement of Company’s Board of Directors to make further decision for benefit of the Company. To enable the Company to be independent in making such decision, director or management who has a conflict of interest, shall not participate in making a decision over any transaction between the Company and him/herself, as a person who has a conflict of interest.

Section 2 Equal Treatment to all Shareholders

In the 2009 shareholders meeting, the Company seriously paid attention to equal treatment to all shareholders without discrimination. The Company duly complied with CG guidance imposed by the Office of SEC and SET by holding a shareholders meeting on April 29, 2009, having details as follows:

Before the Shareholders Meeting

1. The Board has given all shareholders an opportunity to exercise their rights by opening communication channel for them to contact the Company and the Board through the Company’s website, www.becworld.com, or IR Unit at e-mail address: ir@becworld.com or contact by themselves in person at the Company office, Maleenont Tower Building. Should any shareholder wish to express his/her opinion, suggestion or making any enquiry, he or she shall have the right to do so via the above methods. Upon receiving any request from the shareholder, the Company, by the Company Secretary office, may propose the said matter to the Company’s Board of Directors for consideration within meeting agenda in due time prior to the Board request for annual general shareholders meeting.
In 2009, there have been no shareholders proposed any matter(s) to be included in agendas for the meetings, or propose any candidate to be appointed as director.
2. The Company has established the IR Unit to contact, coordinate, manage and provide any information for shareholders and general investors. The IR Unit has organized various activities beneficial to shareholders and general investors of the Company, (please see Section 4, page 74-76). In addition, the Company has exploited the SET’s ELCID system to notify such information to the shareholders as well.
3. In case any shareholder proposes any agenda, the Company will receive and consider only agenda which would be useful to all shareholders on the condition that such request is possible for the Board to comply and it is not contrary to laws and related regulations. Under such terms and conditions, the Company will add such request as meeting agenda, accordingly, including director opinion regarding such matter. With respect to director appointment proposal, Nominating Committee would consider qualifications of each candidate proposed by shareholder in accordance with selection process imposed by the Company prior to Company’s Board consideration.
4. In case the Board opines that such matter, proposed by shareholder is not useful for the sake of the shareholder or such request has too short period to consider, including candidate proposal, submitted in very late time and difficult to consider qualifications in accordance with the Company’s criteria, the Board will assign the Company Secretary to contact such shareholder to clarify the reason for refusal of such matter to be included in the agenda, or inform name of such candidate for acknowledgement of the shareholders meeting only.
5. Other than invitation letters for shareholders meeting and supporting documents for shareholders meeting, the Company shall deliver proxy forms together with explanation of all related documents required to be presented by shareholder/proxy for shareholder meeting registration attached with the invitation letters.

6. With respect to filing of information with the SET on 17 March 2009 regarding resolution to call for the 2009 annual general shareholders meeting, the Company has posted the draft of invitation letter of shareholders meeting, both Thai and English version, in the last section of such information disclosure. The Company will post the original invitation letters, together with relevant supporting documents, financial statement proxy and explanation of the documents and all required documents to be presented by the shareholders/proxy before commencement of the Meeting, and also the Annual Report, having the same contents as ones sent to all shareholders in hard copy both in Thai and English on the Company's website on 19 March 2009 which displayed all information for 40 days prior to the shareholder meeting's date, except for supporting documents for the first agenda (the minutes of 2008 AGM), which the Company had posted it on website within 14 days following the closing date of 2008 AGM. The last section of such information, sent to shareholders also informed all shareholders that, in case any shareholder wishes to review such information before the Meeting in advance prior to receiving the invitation letter and supporting documents in hard copy form sent by registered mail, he/she can review it by logging into the Company's website. The latest information posted on website was the 2008 Annual Report, both in Thai and English version; it was uploaded on website 20 days after the shareholder meeting date.
7. The Company has appointed TSD to be the Company's Share Registrar to deliver all invitation letters to all shareholders. In 2009, the Company delivered all shareholders the invitation letters 10 days in advance before the shareholder meeting date.
8. The Company has encouraged all shareholders to exercise their rights in attending the meeting and casting their voting rights. The Company has delivered all forms of proxy letters to all shareholders for their convenience. In case any shareholder can not attend the meeting, the Company facilitated such shareholders by enabling to appoint his/her proxy to attend the meeting on his/her behalf, or appointing Mr. Manit Boonprakob, an independent director, appointed by the Board to be an alternative proxy. The Company has encouraged shareholders to use the shareholder proxy form to control their votes.
In the 2009 Shareholder Meeting, both Thai and foreign shareholders, particularly, the institutional shareholders, appointed Mr. Manit Boonprakob to be their proxies to exercise their voting rights.
9. The Company has published the invitation letters for the 2009 Annual General Shareholder Meeting in "Kaohoon (Stock News)" newspaper for 3 consecutive days, approximately 1 week, before the Shareholder meeting date to call for the shareholders meeting.
10. With respect to the invitation letters for 2009 annual general shareholders meeting, the Company has arranged for disclosure of information, supporting each agenda properly for consideration, as follows:
 - Agenda for director appointment:** preliminary information of each candidate (such as prefix, name, age, director category, educational background, experience including any information which may cause a conflict of interest against the Company's business), position in other companies. In 2009, this agenda was proposed for appointment of the former directors who have been nominated by the Nominating Committee. There was no appointment of independent director this year. The director performance in last year and director opinions for shareholders' consideration have been provided to all shareholders by the Company
 - Agenda for director compensation:** the Company informed the amount and category of director compensation, reasons to adjust director compensation, comparison between the director compensation this year and last year. The Company fixed the director compensation in monetary form only, not in any other forms of benefits. In considering the director compensation, since there is no sub-committee appointed by the Board for this purpose, the Board has jointly considered this matter by themselves. The Board was allowed to consider their compensation, as approved by the shareholder meeting, voluntarily and reasonably. The Board properly discussed and expressed their views for shareholders' decision.

Agenda for auditor appointment and auditing fee: the Audit Committee has proposed names of the former auditor and auditing firm and also explained reason for appointing the former auditor. In addition, the Company has provided details regarding working period of the auditor as specified in the supporting documents for meeting. The Audit Committee focuses on importance of auditor independence, considering appropriateness of auditing fee incremental including reasonable rate of auditor fee. The Board of Directors has requested enough information in each agenda, providing their own opinion for shareholders' decision.

Agenda for dividend allocation: The dividend payment policy is shown in page 1 of the Annual Report, as well as, in the supporting document for this agenda. The Board proposed the meeting to allocate profit for legal reserved fund, as specified by laws, and for payment of dividend to shareholders. The Board has clarified reason of unpaid dividend allocation, effects on the Company and shareholders. The Board also has proposed the shareholders meeting to consider in each agenda, respectively, to enable the Company to pay dividend. The Board of Directors has arranged for details of each agenda, and director's opinion. Sufficient and clear for shareholders' decisions.

In 2009, there was no agenda to consider and approve any material matter of the Company, i.e., increase/decrease of registered capital, amendment of articles of association, sale/dissolution/transfer/merger of the Company's business.

11. In case any shareholder has any query regarding corporate agenda, the shareholders may send their questions relevant to each agenda to the Board of Directors in advance before the Meeting date by sending a letter to the Company's Board of Directors or contacting through IR Unit or the Company Secretary or sending the question(s) via the Company's website. However, in 2009, there was no shareholder(s), submitting any query regarding the Meeting agendas to the Board of Directors in advance before the shareholders meeting date.

Annual General Shareholder Meeting, April 29, 2009.

1. To facilitate all shareholders, the Company brought computer systems to assist in registering the shareholders attending the meeting, including printing of voting cards, specifying details of attendees and number of shares, having voting rights, in each agenda.
2. The Company convened the shareholders meeting in accordance with the date, time and place, as previously informed all shareholders, without any immediate change of meeting place which might cause some shareholders to be unable to attend the meeting.
3. There were 11 directors attending the shareholders meeting. The Chairman could not attend the meeting. However, Chairman of the Audit Committee and Chairman of the Nominating Committee, including all senior vice presidents of the Company, all, attended the meeting. Vice Chairman, who also represented as Chief Operating Officer of the Company, acting as the Chairman of the shareholder meeting. In addition, the Company invited auditor and legal counselor to join the meeting in order to clarify and answer all questions of the shareholders.
4. The Chairman informed that the quorum, consisting of required number of attendees and shares, was duly constituted to commence the meeting and also clarified voting right procedures to all shareholders in the shareholders meeting.
5. The Company did not add any additional agendas without notifying the shareholders in the shareholders meeting in advance.
6. The Chairman conducted the meeting in each agenda as specified in the invitation letter, sent to all shareholders without any changes or addition.

7. With respect to voting, the Chairman informed the meeting to use voting card in each agenda for transparency, and available for further examination in case there is any argument raised by any shareholders. The Company prepared voting cards for every agenda. Agenda for director appointment, the Company provided 1 voting card per 1 director. For 2009 AGM, the Company also asked for cooperation from all shareholders to submit voting slip for director appointment agenda to the Company for record.
8. Agenda for director appointment, the Chairman proposed the meeting to consider director appointment to replace the former directors, under rotation retire, by proposing list of candidates to be considered by the meeting one by one to enable the shareholders to exercise their rights to vote for director appointment.
9. The Chairman conducted the meeting orderly and properly allocated the meeting time for each agenda, enabling all attendees to freely express their views, suggestion including making any inquiry or doubt in various matters regarding meeting agenda or any matters related to the Company. The Chairman also allocated reasonable time for the executive director(s) and the management(s) in clarifying/answering all questions to all attendees. To respect all shareholders' rights, the Chairman had to control the meeting and the time spent in an effective way. For any query which was not relevant to the meeting agenda or the Company, the Chairman would answer such query after the meeting was finished. For 2009, the Chairman allocated proper time for the executive directors and management to answer all queries during the meeting.

After the Shareholders Meeting Date

1. In 2009 AGM, the Company Secretary was responsible for preparing all minutes of the shareholders meeting, specifying date, time and place; a quorum, divided by a number of shares, a number of shareholders and proxy; list of directors and managements who attended the meeting; voting procedure; agenda and resolution of each agenda, classified as agreed, disagreed or abstained; including queries/ suggestion from shareholders together with correct and complete answers from the Board of Directors.
2. The Company Secretary has submitted the minutes of 2009 AGM to SET within 14 days from the shareholders meeting date and also subsequently submitted the same to the Board of Directors meeting No.3/2552 dated 15 May 2009 which was the first meeting held after the shareholders meeting date for their consideration of correctness and completeness. Then, the minutes was proposed for signing by the authorized directors of the Company for certification, and resubmitted to SET. The said minutes was also submitted to the Ministry of Commerce together with approval of 2008 financial statement in May 2009.
3. After filing the minutes with SET, the Company will upload all shareholders meeting minutes on the Company's website. In year 2009, the Company has disclosed the shareholders meeting minutes on the Company's website within 14 days after the shareholders meeting date so that the shareholders, who did not attend the meeting, would be aware of all details of the meeting and enable the shareholders who attended the meeting to express their views before the next meeting.

Section 3 Roles of Interested Persons

The Board is aware of the importance and roles of all interested person groups toward the Company. Therefore, the Board has prescribed role of interested persons in CG policy, which the Company will respect, all of their rights and provide fair treatment to all groups of shareholders and interested persons with honest, equality, fairness and awareness of rights of all interested persons by forming the practical policy as follows:

- (1) Arranging for Code of Conduct in written documents for directors, managements, and employees to understand ethics which the Company applies to operate the business including monitoring the compliance with the Code of Conduct.

- (2) Setting a unit to be responsible for interested person treatment in each group to ensure that there is a responsible unit to actually apply the said Code to interested persons.
- (3) Imposing rights of each group of interested person including roles and duties of each unit toward each group of interested persons.

Interested person treatment

Treatment for Company shareholders: the Board has assigned the IR Unit and the Company Secretary to be responsible for taking care of shareholders and investors. The management has set a policy for shareholder treatment to realize shareholders' rights and treat them with fairness and equality, encouraging shareholders to exercise their rights. In operating business, other than seeking only profit for shareholders in form of dividends, the Board also pays attention to enhance value of business entity and prosperity for shareholders in long term period by declaring policy to pay dividends at least 90% of net profit.

Treatment for internal interested persons: i.e. employee and management of Company group are the most valuable assets of the Company. The Board has assigned HR division to take care all employees to receive reasonable compensation, giving fair treatment, encouraging all employees to develop their own knowledge, capacity and experience to be suitable for their duties to succeed in their works, arranging good and safe environment for working. For employee benefits, the Company has arranged the group insurance (i.e. life insurance, accident insurance and health insurance), other than benefits provided under the labor law. Not only has social security, the Company also provided provident fund, annual health check-up and uniform, etc. The Board has arranged an intranet system to increase inter-communication within organization. During the year 2009, the oil price, which was the main factor for production and transportation businesses, was increased causing the increase of the cost of living, the Board has considered to increase the living cost for employees to be suitable for the economic condition. In addition, additional benefits given to employees who work in 3 southern provinces of Thailand as approved in 2007 have been given continuously up to 2009, as follows: 1) increasing the amount of life insurance 10 times more than normal employees; 2) allocating a special allowance for 3,000 –4,500 Baht/person/month; and providing flack jacket to everyone in 2007. Also, the Board has supported all employees who have faith in Buddhism to practice in the dharma without regarding as taking leaves.

Treatment for TV producers or TV operators or actors: Channel 3 operated by The Bangkok Entertainment Co., Ltd. has assigned TV program Division to take care all TV producers and actors with a policy to treat them equally. Due to TV air time limits and high numbers of TV producers/operators and an actor, the management has to allocate air time properly for all TV producers/operators to equally allow them to have opportunity to generate income and to TV actors to maintain their popularities. In case there is agreement between Channel 3 and TV producer, the TV program Division has to strictly comply with terms and conditions of agreements, such as, complete and punctual payment of compensation. In addition, the TV Program Division has supported various training programs i.e. training for new TV producer, legal training by copyright experts to protect their own copyright and performer's right.

Treatment for Customers: i.e. advertising agency, product owners, TV program sponsor. Customers should receive updated information on TV programs and show time of Channel 3 for their efficient business planning. Sale Division of The Bangkok Entertainment Co., Ltd. is responsible for customer management. The Bangkok Entertainment Co., Ltd. has policy to treat customers with honest and sincerity by facilitating them with rapid, credible commitment and keeping confidentiality. Distribution of information in relation to TV programs to customers must be efficient, i. e, the information shall contain material information sufficient for making decision, the distribution must be comprehensive, equal, and timely since commercial air time is limited.

Treatment for Creditors: The BEC World group has a policy to treat all creditors equally by assigning Accounting Division to be responsible for monitoring of debt payment and strict and timely complying with terms and conditions under relevant agreement to maintain good commercial relationship, reputation and image of the business, including mitigating from any potential penalty arising from breach of contract. In 2009, the Company fully complied with all agreements with creditors.

Treatment for competitors: The BEC World group has a policy to give fair treatment to all TV program competitors equally and in good faith and lawful by developing quality of TV programs and efficiency of TV signal. Competitor is a significant factor to drive the Company to continuously develop its product quality and services. In 2009, the Company did not have any dispute with any competitor.

Treatment for Community/ Society: The BEC World group has a policy to conduct the business with morality and support Thai society without focusing on profit only. Therefore, any TV program provided by The Company group to be broadcasted through Channel 3 as operated by The Bangkok Entertainment Co., Ltd. offers not only entertainment but also knowledge and morality, such as, drama series broadcasted do not focus only entertainment but always have moral concept within each series. In addition, the Company has also provided some useful programs for woman and kids to encourage Thai society to accept woman capacity and pay more attention to family, especially, next generation of our society. Furthermore, the Board has paid attention to the media ethics. As TV station administered by The Bangkok Entertainment Co., Ltd., which is the highest efficient media to draw attention from public nationwide, we realize that seeking various TV programs may cause some impacts on some groups of people in society or community. The Board has assigned PR Unit to be responsible for public relations among TV stations, community and society to convey our good attitude and select suitable TV programs to entertain all viewers including listening to all opinions and suggestions from society and community for further improvement.

Environment: The Company group has a policy to operate the business without destroying environment, but supporting all campaigns or organizations to preserve environment. As The Bangkok Entertainment Co., Ltd. operates the business of television, a media with highest capacity to reach 96% of the people throughout the country, other than those activities for environment initiated by The Bangkok Entertainment Co., Ltd. it self, the Company group also has a policy to support activities and campaigns of various sectors/organizations, having objectives to preserve the environment, by joining such activities and campaigns, i.e., joining with Thai military force, Royal Forest Department and the Department of National Parks, Wildlife and Plant Conservation to arrange for “Forest Recovery by Royal Prestige” activity at the National Conserved Forest, left part forest of Pachee River, Amphur Chomboung, Ratchaburi Province, activity “Rak Phaa Rak Nam@ Samui Island, joining with the Tourism Authority of Thailand to arrange “Declaration to Preserve Environment” activity. With respect to social support activities, the Company Group has joined with the Ministry of Culture and DMG Publisher to arrange for “Wearing Thai Cloths – Offering Good Book to Monk’s Bowl”, giving to 99 monks to carry on good tradition and culture. In addition, the Company group has joined “World No-Tobacco Day 2009” campaign to prevent teenagers from smoking and make public aware of bad effect of cigarette, “the 16th Activity for Fighting against Cold from Winter” by joining with Airforce and Siam Commercial Bank to provide aid to youth in rural area, giving survival bags from the Princess Pa Foundation, giving blankets, consumer goods and arranging for mini concert from actors giving revenue from sale of tickets to 13 Border Patrol Police Schools for their further use.

Indemnification: the Board has imposed compensation package for any interested person who has been injured from the Company's violation. In such circumstance, the Company will appoint a committee to consider compensation to any injured persons in reasonable, fair and efficient measure to mitigate such damage.

Mechanism for Interested Person's Participation: the Board has set procedures to allow all interested persons to participate by requesting all relevant units responsible for each group of interested persons to arrange for meeting and hearing from each group of interest persons and reporting to the Board of Directors and relevant sub-Committee for acknowledgement of their opinion and suggestion. The Company Secretary has been assigned to be a co-ordinator. Any interested person may send a problem, opinion or any suggestion to the Board and every Sub-committee through the Company Secretary directly or via the Company's website. In addition, the Board has controlled and managed all divisions to disclose sufficient information within reasonable time to enable the interested person to have participation efficiently.

Notification or Complaint for Illegal Transaction: the Board has prescribed procedures for a notification and complaint of any illegal transaction or immorality, incorrect financial statement or defective internal control system by notifying such matter(s) to the Internal Audit Office to examine and report such matter to the Audit Committee, subsequently. Such complaint shall be deemed to be "confidential information", without disclosing name of the notifying or complaining person to public. The Internal Audit Office will conduct an investigation of information and prepare a report of such investigation.

Section 4 Information Disclosure and Transparency

The Board has paid attention to information disclosure and transparency by setting CG Policy, under the information disclosure and transparency section. The Company will conduct business with transparency and available to be examined and shall disclose sufficient information to all related persons completely, correctly and not misleading or concealing any material matters. The information to be disclosed must be updated, and the disclosure must be timely and widely done.

Efficiency of Information Disclosure Process

The Company has disseminated all material Company's information, both financial information and non-financial information correctly, completely, timely and transparently in accordance with the regulations, prescribed by the SET and SEC through SET and the Company's website by updating such information, consistently. In 2009, the Company complied with all regulations correctly and did not have any penalty in relation to the offence of non-disclosure.

To develop information disclosure system in efficiency way, IR Unit has evaluated efficiency of such system and impose key factor for such valuation. With respect to report/information to be filed within definite period i.e. filing one time per year, or per quarter, the Company attempts to expedite such submission to be faster and also provides efficient information regarding completeness and correctness of contents and disclosure of sufficient information for benefits of shareholders and investors. The Company has also disclosed all information required to be disclosed under the SET rules for analysts and media, via the Company's website as soon as we can to enable all interested persons to access the said information. In case of a mistake in preparation and disclosure of the information, to solve such problem, the Company shall prepare a memorandum, containing mistake issue and delay, indicating reasons and resolutions for the benefits of colleagues and other relevant persons to refer and use it for consideration in planning for the subsequent disclosure.

The Company disclosed information as specified in 56-1 Form in this 2009 Annual Report, providing details regarding director duties for the previous year including performance of the Audit Committee and the Nominating Committee, compensation paid to the directors, the executive officers, the business ethics and the director's training record.

Quality of Financial Report: The Board has made director responsibility report regarding financial report signed by Chairman as shown on page 22 of this report, to be proposed to shareholders, as specified in the 2009 Annual Report together with auditor report.

IR Unit

The Board has established IR Unit under direct control of Finance Division, responsible for preparation and submission of reports in accordance with regulations of the SET and SEC including disclosure of material information, both financial information and non-financial information, such as; notifying of material resolutions of the Board of Directors i.e. resolution to call for the shareholders meeting; fixing the date of closing share register book, and dividend payment, and etc., providing information and news on the Company's activities to communicate such information to all shareholders, investors, securities analyst and also general public where the information to be disclosed timely must be correct, complete and updated.

The Board has appointed Mr. Chatchai Thiamtong, Vice President of Finance Division, to be the authorized person to sign in filing of information application form via information disclosure system of SET, and to be a representative of the Management Division in providing the Company's information to shareholders, investors, analysts, press reporters and related government authority including clarifying on any rumor by disclosing information with respect to the Company's development in accordance with SET regulations regarding information disclosure of listed Company.

In addition, IR Unit is a coordinator between TSD - the Company Registrar to render registration service(s) for shareholders and closing of share register book, preparation and submission of various documents to shareholders via mail including preparation and submission of dividend check or transferring dividend to shareholders bank account.

The investors can contact IR Unit at:

IR Unit located at

30th Floor, Maleenont Tower

No.3199, Rama 4 Road, Klongton

Klongtoey, Bangkok 10110

Tel: (66) 2262-3635

Fax: (66) 2262-3170

E-mail address: ir@becworld.com

Communication channel of the Company: The Board has supported IR Unit by giving an opportunity to all shareholders, investors, analysts and reporters to access the Company's information through various channels, such as, through the Company's website, www.becworld.com, other than through the SET media, to disclose the Company's information to public widely, when the IR Unit distributes any Company's information to media, analysts and investors regarding information in the business industry and the Company group, the Company shall post the said documents on the Company's website, both in Thai and in English version, so that any person may follow up on the Company's information and the business industry consistently, having details as follows:

- Vision, information regarding business operation of the Company group, Board's report, structure of Board of Directors and shareholding structure, showing actual investment;
- Annual report, invitation letter for shareholders meeting and related documents to be sent to all shareholders showing the same documents as sent to shareholders via registered mail by posting such information on the Company's website, prior to delivery of the said documents via registered mail. The Company is always able to post such information on website on or before the closing date of share register book for calling shareholders meeting.
- Shareholders meeting minutes shall be posted on the website within 14 days after the shareholders meeting date;
- Financial statement and news which the Company distributes through SET system. Such information shall be posted after filing it with SET through ELCID system;
- Information for analysts and investors in any investor meeting shall be posted so that the disclosure of the Company's information is widely made.

IR Activities

In 2009, IR Unit arranged and joined the following activities.

- Analyst meeting and press conference at head office, totally 4 times by holding such activities in the next following working day after filing financial statement of 2008 and financial statement of 1st – 3rd quarter of 2009. During almost every meeting, Mr.Chatchai Thaimtong, Vice President-Finance Division, Mr. Surin Krittayapongpan, Marketing and Sale Director of the main subsidiary of the Company and Mr. Pravit Maleenont, an executive director, usually attended the meeting to provide information and clarification regarding operating result, marketing, policy/business trend to the analysts directly.
- Joining activities entitled "Opportunity Day" held by SET by attending 4 meetings with minority investors. The activities were arranged after the analyst meeting around 1 month to provide current market information to minority investors other than meeting for the analysts.
- In addition, the Company has assigned Mr.Chatchai Thaimtong to join some activities held by securities companies i.e. in January 2009, joining Thai Corporate Days in Singapore and Hong Kong as arranged by Thanachart Securities Company, in February 2009, joining TISCO Corporate Day as arranged by TISCO Securities Company, in March 2009, joining JP Morgan's Thailand Corporate Access Forum 2009 at Sukhothai Hotel, Bangkok, in September 2009, attending CLSA Investor's Forum 2009 as organized by CLSA Securities Company, in October 2009, joining SET Singapore Roadshow: Economy Recovery and Domestic Play during 27-28 October 2009 as arranged by the SET and Siam Commercial Securities Company. Mr.Pravit Maleenont, an executive director, occasionally joined these meetings to meet foreign investors.
- In addition, giving an opportunity to institutional investors, both local and international, to visit business entity and meet executive directors (Company Visit), consistently, especially after filing the operating result report with SET where roughly there were 2-3 institutional investors visiting the Company per week.

Plan for conducting IR activities for 2010, having details as follows:

1. To arrange for the analysts meeting and press conference for the operating result at the Company's head office, in every quarter by conducting such activities on the date after filing financial statement with SET through ELCID system and with SEC.
2. To meet with minority investors at SET every quarter by setting the date for such meeting around 30-45 days different from the meeting with analysts.

3. To give an opportunity to local and international investors to visit the Company and meet executive directors (Company Visit) at the convenience of executive directors, except some financial period – 2 weeks before closing the financial statements.
4. To attend investor activities as invited by securities companies, both locally and internationally to meet all investors. The tentative plans are to attend the activities for Asian investors, to be held in, either Hong Kong or Singapore, approximately twice, and once in Europe and once in USA.

Section 5 Directors Responsibilities

1. Structure of Board of Directors

- 1.1. There are 12 members of Board of Directors, comprising 7 executive directors and 5 non executive directors provided that among those directors, there are at least 3 independent directors. In 2010, the Company shall request the shareholder meeting to appoint 2 additional independent directors to comply with regulations regarding securities issuance and offering. After the additional directors are duly appointed, the Company shall have 14 directors, comprising 7 executive directors and 7 non executive directors. There are 5 independent directors, causing the Company structure to have at least 1/3 of independent directors from the total directors which is adequate to ensure the efficiency of the application of CG rules and the audit of the Company's management.
- 1.2 The Board has appointed the Nominating Committee to assist the Board in looking for qualified director and management of the Company by setting minimum criteria and qualifications for qualified candidate to be a management and director of the Company in accordance with the prescribed official and transparent rules and methods. Apart from considering professional directors, the Nominating Committee also looks for candidate from various professionals in order to make the Board comprising of qualified directors who can support the Company group's business. The Nominating Committee is entitled to perform their duties independently to propose candidates for directorship to the shareholder meeting for further approval. In case director completes his directorship term, the Company, by the Nominating Committee, shall select the qualified candidate to be proposed to the shareholders meeting for consideration. In 2009, there was no proposal from minority shareholders to nominate any person as a director candidate(s).
- 1.3 The Board of Directors consists of executive directors, having skills in entertainment business where each of them is responsible for different task which is subject to his/her expertise. Each independent director is professional in academic area and one of them is a skillful professional person in account and financial area. Every director has competent knowledge and qualifications with diversified experiences, morality, honesty and willingness to use their best endeavor for the Company. All of the directors have performed their duties with best capacity and dedicated themselves for the Company. List of the Board of Directors and their responsibilities can be viewed on page 60-61. List of management and executive officers is shown on page 62 of this report.
- 1.4 The Chairman also assumes position of Chief Executive Officer (CEO) as well. However, in practice, Chief Operating Officer (COO), who is also the Senior Executive Vice President shall be assigned to manage the Company. Chairman, CEO and all directors will co-operate and individually work in their own position, separately. Chairman will be policy leader and CEO will be leader in management.
- 1.5 The Board has imposed qualifications of "Independent Director" of the Company by applying criteria which is more stringent than the minimum criteria of the SEC by setting shareholding ratio, less than 1% of total voting shares. The definition and qualification of "Independent Director" is shown on page 60-61 of this report and Management Section of the Annual Report.

- 1.6 There are 7 executive directors and 1 non-executive director, who are members of Maleenont family, a majority shareholder of the Company, holding totally 57% in the Company. The remaining shares are held by minority shareholders.
- 1.7 For disclosure of information of the Board' s structure, it is shown in Annual Report, which clearly indicates directors representing shareholders, non-executive directors, independent directors and executive directors.
- 1.8 The term for directorship both director and Sub-committee, are 3 years, without limitation of number of terms.
- 1.9 As the executive directors have normal routine management works in the Company and subsidiaries, assuming the position of director in other companies may disrupt some routine works. The Board, therefore, has set a policy that executive director may assume the position of director in other companies, which the Company has made investment and has condition of sending representative to act as directors to jointly control and manage the company. For non-executive director, he shall not assume the position of director in other companies more than 5 listed companies. However, if it is necessary to assume the position of director more than 5 companies, such director has to obtain prior approval from the Board of Directors, so that the director shall have sufficient time to perform his duty. Please see further details of executive directors and controlling person, page 92-97 of this report. In 2009, there was only 1 non executive director assuming the director position in other 2 listed companies.
- 1.10 As the senior management has normal routine management works in the Company and subsidiaries, assuming position as director in other companies, may disrupt his company's the routine works. The Board, therefore, has set a policy requiring the senior management to seek approval from the Board of Directors. The approval shall be granted if assuming such director position in other companies, does not affect Company's works under his responsibility and there should be limitation of liability. In the past, the Company used to grant approval to a finance director to be an independent director and Audit Committee in a listed Company. Now, none of the senior management is a director in other listed companies.
- 1.11 The Board has appointed Mrs.Chalaipon Ittithavorn to be the Company Secretary, having minimum responsibility as required by Securities and Stock Exchange Act, i.e., meeting arrangement, preparation and keeping of minutes for both the Board of Directors and shareholders meeting, including, report regarding director and management's interest. In case there is any pending issue in the meeting, the Company Secretary shall co-operate with various divisions to inform the Board or sub-committee meeting resolution to the relevant divisions for their acknowledgement, as well as to follow up the compliance thereof. . The Company Secretary shall also render advice related to rules and regulations regarding maintenance of status of listed company in SET and all relevant laws concerning business operation of the Company which the Board shall be aware of. In addition, the Company Secretary shall be responsible for activities of the Board of Directors, and all sub-committees collecting and proposing any training program for the Board and coordinating to process and facilitate the seminar registration for the Board including assigning to supervise IR Unit's works with the responsibilities to handle all activities of shareholders/investors and to provide information to analysts and investors. The Board has arranged for adequate number of officers at the Company Secretarial Office for assisting the performance of the Company Secretary.

2. Sub – Committee

- 2.1 The Audit Committee consists of 3 independent directors, one of which has good knowledge, understanding and experience in accounting and finance area.
- 2.2 The Board of Directors has approved roles, duties, responsibilities and Charter of the Audit Committee in writing.
- 2.3 Qualifications of the Audit Committee are in compliance with regulations of SET and SEC.
- 2.4 The Audit Committee has consistently reported their performance result to the Board of Directors at every meeting. Further, the report of past year performance is also shown on page 4-5.
- 2.5 The Board of Directors did not appoint any sub-Committee to consider compensation package for director. To consider such compensation for director, the Board of Directors has considered the matter based on information provided by the SET relating to compensation to director of listed company and proposed the consideration result to the shareholders meeting, as shown in invitation letter for consideration.
- 2.6 The Board has appointed the Nominating Committee to look for qualified candidate to be appointed as director and senior management as specified in the relevant rules and procedure.
- 2.7 The Board has approved roles, duties, responsibilities or Charter of the Nominating Committee in writing.
- 2.8 The Nominating Committee consists of 3 executive directors, list of the Nominating Committee names are shown on page 63.
- 2.9 In 2009, the Nominating Committee has reported the performance result to the meeting of Board of Director No.2/2552, held on 17 March 2009. Number of meetings of the Nominating Committee and their performance are shown on page 64.

Roles, Duties and Responsibilities of the Board of Directors

The Board has considered, and approved all significant matters regarding corporate management, such as, vision, strategy, financial target, risk, budget plan, control, management, including, supervising and controlling Management Division to conduct the business in accordance with the policy and strategy in efficiency way to enhance business value for the Company and shareholders including for the benefits of all related parties.

In the first meeting of the Board of Director of each year, the executive directors shall propose to the Board of Directors for approval of the determination of vision, task, strategy, financial target, risk, work plan and budget, then communications regarding strategy, objective, and etc., as approved by the Board of Director shall be made to all directors, executive directors, employees for clear understanding. The communication shall be made through the management at Vice President level. In this regard, the Company has arranged for intranet to support efficient communication within the organization. The secretary of the Board of Director shall follow up with executive officers to collect information and present operating report and progress according to work plan approved by the Board of Director on a routine basis. The Board has divided power of each director and the Management Division clearly, as shown in Section “Scope of Authorization of the Board of Directors” on page 61 and “Scope of Authorization of Executive Director and Management Officer, on page 62 of this report.

CG Policy

The Board has paid attention to CG policy by following up the development of compliance with the CG policy, also updating evaluation report regarding problems and business obstacles and giving reasonable comments and suggestion including improving the said policy as deemed appropriate.

The Board has set CG policy in written documents for all employees in the organization to acknowledge and comply with such policy. The Board has assigned HR Division to set up some activities to campaign and promote the CG policy to all employees to comply therewith, such as, setting up an announcement board for posting any knowledge information, communication through intranet system and review the said policy at least once a year to update such policy.

After following up compliance of the policy, we found that employees have adjusted their attitudes and accepted the importance of the application of the CG rules within the organization. Employees have applied the CG policy to well adapt with their duties resulting in changes of organization culture to meet international standard in terms of management, and transparency as reported herein.

Code of Conduct

The Board has prepared written Code of Conduct, consisting of 6 Sections i.e. 1) Code for Customer; 2) Code for Company; 3) Code for Ourselves; 4) Code for Supervisor; 5) Code for Colleague; and 6) Code for People under Control, as shown in the Employee Handbook already distributed to all employees to enable directors, management and all employees to understand the said Code of Conduct, which the Company has applied in conducting business. The Board of Directors has provided intranet system for communication and public relation of good conducts within organization. Should any employee have any queries, he or she may post such queries on the web-board through Intranet system. In addition, communication through internal e-mail system can also be done as well. HR Division is responsible for campaigning it to encourage all employees to comply therewith by preparing notice board to announce news and relevant information at the employee rest area and through the Intranet system. Initially, the Company explained and communicated with employees to understand objective of the Code of Conduct where in reality all employees had already been aware of it and complied therewith before it was compiled and made it in writing by HR Division. Now, information and news relating to the Code of Conduct distributed and presented often involve issue and case study of the real events to be used as a guideline for employees' due compliance. The presentation contains interesting presentation, friendly discussion, slide presentation and colorful documents, and etc.

All employees voluntarily follow with the said Code of Conduct. The Company encourages them to realize the value of Code of Conduct compliance. In addition, head of each unit also plays important role in such encouragement since he/she is familiar with all employees under his/her control. Supervisor has to give suggestions including stimulating all employees under his/her control and supervision to strictly comply therewith, evaluating an appropriateness of Code of Conduct as well. The Board also follows up the compliance of Code of Conduct by employees in organization via Management Section. In 2009, there was no problem in the application and compliance with the Code of Conduct.

Potential Conflict of Interest Transaction

The Board of Directors has imposed criteria of "Conflict of Interest" issue by instructing directors and managements, having direct and indirect interest in entering into any business transaction with the Company, to clarify such details with the Board upon being aware of the said transaction. In addition, during consideration of the said conflict of interest transaction, all interested directors shall not attend the meeting in such agenda and let the remaining directors have independent view to make a final decision about such transaction. Regarding potential and significant conflict of interest transaction, the Board shall assign the independent directors to review and scrutinize such matters, subsequently, proposing consequence of their

consideration to the Board of Directors. In case the Board has no expertise to consider the said connected transaction, the Board could assign an independent expert or corporate auditor to provide their own opinion regarding the said transaction as supporting information for the Board of Directors or shareholders. In March 2010, the Board of Director has considered renewal of lease Agreement to lease Maleenont Tower building which is deemed to be “a connected transaction, 3 years short-term lease category and supporting routine services”. The said connected transactions fell within the exception of SET notification regarding connected transaction and arm’s length doctrine. It was within the scope of the Company’s Board of directors to exclusively consider and approve such transaction without approval of a shareholders meeting. However, the Company had to disclose such transaction to the SET. During the said 2 meetings, all directors, having conflict of interest, left the meetings prior to commencing of such agenda. The remaining directors, independently, considered and approved the said transactions. In addition, those 2 transactions had already been reviewed and considered by the independent directors, where his opinion had also been submitted to the Board of Directors for consideration. The Company also filed information disclosure through ELCID system, disclosing such details in the remark of financial statement, correctly. Such information regarding conflict of interest of 2009 is shown on Page 86 “Connected Transaction with Related Party which may cause Conflict of Interest in the year 2009” of this report as well as Annual Report.

Internal control

The Company has prescribed and maintained all effective internal control system in order to reasonably ensure that all accounting data is recorded with correctness, accuracy and sufficient for take care Company’s assets. This also prevents all frauds and malpractice. The Board of Directors has also appointed the Audit Committee and the Internal Audit Office to review and examine adequacy and suitability of the internal control system of the Company and its subsidiaries, to identify internal control weakness, to recommend improvement and preventing measures, to manage risks of the organization. To provide independency of operation of Internal Audit Office and obtain co-operation from all levels of staff, the Board of Directors has published charter of the Audit Committee and the charter of the Internal Audit Office to keep all staffs thoroughly informed.

The Audit Committee holds meetings with the Auditor and the Internal Auditors, on a regular basis, at least once for every quarter to discuss and assess adequacy and suitability of internal control system of the Company and its subsidiaries. The Audit Committee also reports their operation and recommendation in system improvement, as well as, pursuit of such recommendations to the Board of Directors in the Board of Directors Meeting. The Audit Committee and the Board of Director unanimously agree that the internal control system of the Company and its subsidiaries is appropriate and adequate. Full report of the Audit Committee is shown on page 4-5.

The Internal Audit Office has been assigned by the Board of Directors to assess the internal control system, at least once time per year and report such result to the Board of Directors via the Audit Committee. The result of such assessment for the year 2009, as reported through the Audit Committee in January 2010 and reported to the Board of Director on 11 February 2010, respectively. It indicates that the Company has acceptable internal control system. Such result of assessment has already been passed to the Executive Directors and auditor for their acknowledgement and improvement.

Risk Management Policy

The Company has imposed a risk management policy to cover organization. All Divisions shall participate in risk management process by letting every manager to survey potential problems in his own division, suggest good solution to prevent and eliminate or lower problems and risk, give a guideline to minimize potential damages. The Internal Audit Office has been assigned to be the main authority to co-ordinate with all units in the organization for risk management and report to the Board of Directors periodically, particularly in a case where there is a change of risk level. The Board of Directors has also focused on giving an advance alarm signal of any unusual transaction. In addition, the Internal Audit Office is required to review the system and the efficiency of risk management evaluation, at least once a year and report to the Board of Directors and all relevant managements. In 2009, there was no transaction which might create significant risk on the Company.

Board of Directors Meeting

1. The Company Secretary prepared a memorandum, notifying of all meetings in advance throughout the year, by sending it to all directors at the end of December, last year to enable all directors to allocate their available times for all meetings.
2. The Company has determined to convene Board of Directors meetings, at least 5 times per year. The main agenda of the 4 meetings shall be the agenda of approving the operating result before disclosing it to public, and the remaining meeting shall be the consideration to convene an annual general shareholders meeting. In 2009, there were 5 meetings.(Details of the meetings are shown in Management Section, page 61).
3. Chairman and Senior Executive Vice President, shall jointly consider and select agenda to be proposed to the Board of Directors meeting on where each director shall have the right to propose his agenda to the meeting, independently.
4. The Board of Directors has assigned the Company Secretary to deliver supporting documents to all directors in advance, approximately one week, to enable them to have enough time to study all information. Supporting documents shall have material information sufficient for considering each agenda. In the past, there had been some problems regarding late delivery of supporting documents. The problem was solved by delivering only complete documents of relevant agenda to all directors in advance where the remaining documents would be delivered thereafter, as soon as possible, but at least 3 days before the meeting.
5. The Board of Directors may invite management or any person(s) involving in each matter for enquiry of any details during the meeting.
6. During the meeting, the Chairman shall allocate reasonable time for all agendas. The Chairman shall commence the meeting by giving opportunities for all directors to independently express their own opinion. All directors shall have rights to raise issue to be considered, give opinion and suggestions, independently. The meeting will hear all opinion and comments before making decision based on reasons, justification and appropriateness, especially in important agenda. To have correct and mutual understanding, the Chairman will summarize a resolution at the end of each agenda. Generally, it takes 3 hours approximately for each meeting, which is deemed to be proper time for the Board of Directors to consider the matter thoroughly.

7. After the meeting, the Company Secretary shall be responsible for preparing the minutes of the meeting to be completed within 14 days. The Company Secretary shall review the minutes to ensure that it shall contain relevant details, namely, date, time, list of attending directors, summary of all agendas, all discussions and remarks, opinion, suggestion of each director, resolutions, (for a case where there is no unanimous vote, name and opinion of director who disagrees (if any), must also be included), name of the person who records the minutes, name of the Company secretary who reviews the minutes, all of which must be clear and complete. The Company Secretary is independent in considering the accuracy and completeness of the minutes
8. The Company Secretary shall be responsible for keeping all invitation letters, meeting minutes and supporting documents and arrange for good filing system for easy searching and retrieval. The Company has customary practice to certify the minutes in the subsequent meeting. Amendment of the minutes can not be made without the meeting's approval. Then, the minutes duly certified shall be sent to the Chairman for signing.
9. Number of the Board of Directors meetings is suitable for nature of director duty and business type since the Chairman and executive director shall select and gather all agendas required for the Board's approval to be included in 5 main meetings as scheduled at the beginning of each year. If it is necessary to convene additional meeting, such additional meeting may be convened as appropriate.
10. Since the Board of Directors meeting is not convened every month, the Company Secretary shall prepare a report of the Company's operating result and submit it to the Board of Directors every month.
11. If non-executive directors deems proper, they may convene the meeting as necessary among themselves without attendance of executive director, to discuss any problem and subsequently inform the managing director of the result of the meeting. Such meeting, normally, convenes before the meeting of Board of Director. The Company Secretary is responsible to arrange for meeting place.

Evaluation of Director Performance

the Board of Directors has set a director evaluation to assess their own performance, at least once a year, by evaluating performance of all directors together without individual evaluation. The Board has mutually set the criteria for such assessment by using the forms developed from samples advised by the SET. After receiving the evaluation result, the Board will determine direction to improve working process with an opportunity for every director to express his/her view, independently. In 2009, the evaluation was conducted on February 11, 2010.

Director Compensation

The Board of Directors has set a policy to pay monetary compensation for director suitable for economic condition, director responsibilities, operating result and nature of business, by imposing the criteria for director compensation, namely, 1) comparing with director compensation of other listed companies in the same industry, or those having similar income or profit; 2) Operating result of the Company; 3) reasonable compensation, suitable for obligation, duty and responsibility of director. The director who has more duties and responsibilities shall receive more compensation. The procedure for reviewing director compensation annually is transparent. The Board will jointly consider the director compensation at the Board of Directors meeting and submit it for further approval in the shareholders meeting. All compensation shall be paid in monetary form only. Details of compensation are as shown on page 65.

CEO Compensation

Since the Company has no Sub-Committee to consider compensation, the Board of Directors shall consider and approve compensation for CEO by take into account of duty, responsibility, performance and business profit of the Company. The Board shall evaluate CEO performance by comparing with the annual business target. The Board of Director also considered information regarding director and executive officer compensation of listed company.

Director and Management Development

The Board of Director pays attention to development of directors and executive officers by encouraging them to attend seminar and training course, building their knowledge and expertise for management. The Company shall support expenses and various facilities. Especially for DAP program of IOD, almost directors have already attended such program and 2 of them have already attended DCP program. The Company Secretary has been assigned to look for good training program(s) to be proposed to each director for consideration without restriction for only program organized by IOD. The Board of Directors has supported the Company Secretary to attend DCP program organized by IOD, and encouraged IR officers and internal audit officer, responsible for CG matter, to attend CG training program organized by private sector. In addition, the Company, by HR Department, also arranged for internal training program for general management for all personnel and specific program suitable for each unit which all executives could attend such programs.

Successive Plan for Company Management

The Board of Directors has set successive plan for company management. The Board of Directors focuses on development of director and management capacity, by preparing successive plan. The Company has already prepared candidates or successor for Chairman, CEO, COO, Vice President, temporarily and permanently, by appointing senior executive to be temporary successor to replace in important position. With respect to permanent candidate or successor, the Nominating Committee shall consider on case by case basis. In 2009, the Company applied the successive plan temporarily only when Chairman and CEO were not capable of attending the shareholders meeting and in case COO is not available due to traveling abroad.

5 Supervision on the Use of Insiders' Information

The Company has policy of prohibiting executives to use internal information of the Company for their own benefits including trading of Company's securities. The Company has already informed all executives and employees such policy and practical guidelines as well as recommendation of the Stock Exchange and the Security and Exchange Commission on the matters in order for them to be aware of the expecting standard and to strictly comply thereof. The Company in stipulated that the directors and executives must immediately report to the Company in case of trading of the Company's securities. Such reports (if any) shall be collected and represented to the Board of Directors at the following meeting. The executives are not allowed to use such information for their own benefit or to disclose internal sensitive information to the outsiders or those persons having no related duty to access such information. The management, all executive officers or any person receiving insider's information are asked not to trade the Company's securities before disclosure of financial statement to the public.

In addition, clause 1.4 in the section “ethics to the customer”, topic “ethics of the employee” as stated in the employee’s manual prescribes that the employees shall keep customer’s information confidential and shall not use them for personal advantage. Clause 3.5 in the section “ethic to ourselves”, prescribes that employees shall not use their authority and position to take advantage for their own sake.

6 Personnel

The Company believes in the importance of appropriate manpower allocation taking the size of the Company into account and preparation for the future plan. On 31 December 2009, the Company group has total of 1,796 employees divided by the course of work as follows:

- Television broadcasting and media	1,173	persons
- Sourcing and producing documentaries, entertainment programme	130	persons
- Radio broadcasting	25	persons
- Production of Shows, Music, and Campaign Activities	378	persons
- Chain and Supporting Businesses	90	persons
Total	1,796	persons

Suitable remuneration is the essential factor in promoting personnel’s courage and morale as well as building up their loyalty to the organization in a long term basis. The Company considers paying the total remuneration to the employees for the year 2009 in an amount of 939 Million Baht consisting of salary, over time expenses, allowance, bonus, contribution to the provident fund, medical allowance and other welfares.

As the employees are deems as valuable assets of the Company. The Company pays attention to the recruitment of efficient personnel as well as their development which will lead to the improvement of potential of the Company in the long term basis. The Company, therefore, has a policy to promote the development of skill of the employees by arranging them to attend many seminars matching to their course of work which are organized by external organization. HR Department also set up a training course within the Company by rotating to all departments as deemed appropriate. To make themselves ready for current business competition, variety and frequent training courses have been introduced to them.

For the year 2009, the Company group has organized internal training courses suitable to each unit, i.e., Next Step of News Family, Next Step of News Family for Regional Reporter, Pronunciation Course, Preparation of Cash Budget, Architecture with AutoCAD 2008, Strategy for Marketing Sale in Economic Crisis, Poisoned Attitude, Digital Television for Production, 39 Years with Green Dharma, Techniques for Exploitation of Accounting and Financial Information, Office Syndrome, Lifestyle(Dara) Good Personality, Good Speech and Great Mind, Telling story with Video News, Digital TV Transmission, Song Emotion and Meditation. For outside training, the courses which may support role and responsibility of the chosen employees. Total cost of training and seminar for the past year is approximately Baht 2.94 Million (including seminar fee organized by the Company group).

PAYMENT OF AUDIT FEE

1. Audit Fee

The shareholder meeting 2009 approved auditing fee at Baht 5,505,000.- The actual auditing fee paid by the Company group in 2009 is Baht 5,563,000.- which is higher than the amount approved around Baht 58,000. This is due to the restructure of 5 subsidiary companies, i.e., the board of directors of subsidiary companies has resized their business volume for New World Production Company Limited and BECi Corporation Limited. Thai Audiotex Service Limited has ceased its operation to prepare for liquidation procedure, causing reduction to the volume of services for audit and review and their auditing fee will be lower, accordingly. However, during 2009, the board of directors of subsidiary companies also considered restructure for 2 inactive companies, (1) BEC-Tero Exhibitions Limited, to arrange for reality show for performance competition via television, which was renamed to “Have A Good Dream Company Limited”, and (2) BEC-Tero Arsenal Company Limited, to sale advertisement on mobile phone, which was renamed to “BEC-Tero ComCom Company Limited”. Due to such additional work, the auditor, therefore, requested for additional auditing fee exceeding the approved amount - Baht 58,000.-

2. Non-Audit Fee

- None -



CONNECTED TRANSACTIONS WITH RELATED PARTY WHICH MAY CAUSE CONFLICT OF INTEREST IN THE YEAR 2009

In 2009, BEC World group has entered into some connected transactions with related parties which may cause conflict of interest, i.e., Lease Agreement in Maleenont Tower and other expenses with respect to such lease of premises. Details Details of which are as shown in Section 5.1 Core Assets for Business Operation; Leased Premises.

Related parties which may cause conflict of interest	Details of relationship	Transaction value (Million Baht)	Type of Transaction
Millionaire Property Fund	Directors and executive officers of the Company are majority shareholders of Maleenont Tower Co.,Ltd.	114.01	Sale and service costs
	Maleenont Tower Co., Ltd. is major unit holder of Millionaire	112.36	operating and management costs (lease agreement not exceeding 3 years and supporting transaction for normal business operation)
	Total	226.37	

Necessity and Reasonableness of Transactions

Connected transactions during the previous year are necessary and reasonable transactions for the highest benefits for the Company. Due to the lessee wishes to lease some space, special design to serve their business operation. The leased premises have to support long term business expansion, locating in downtown, having suitable communication and transportation system that could facilitate Company's business operation. Most commercial terms and conditions of such connected transactions are better than normal terms and conditions, based on general market price. In addition, remuneration paid thereunder could be computed from reference value or property by comparing with the market price in the same rental area.

Policy or Guideline for Connected Transactions

The Company has a policy to avoid entering into any connected transactions with any related party which may cause "Conflict of Interest". In 2009, there are some connected transactions i.e. Lease Agreement to use office space in Maleenont Tower Buildings, which the Company has previously obtained approval to relocate its principal office from Emporium Tower to Maleenont Tower Buildings by the Extraordinary General Shareholder Meeting on December 16, 2003. The necessity to enter into such connected transaction is that the Company is required to seek for office spaces to expand its business operation and Maleenont Tower Buildings could serve such purpose, offering convenience, elegance and also meet standard of other prime office buildings, especially, for 12-floor building which has been distinctively designed by the lessor to suit for operation requirement of the Company group. Rental rate is also at a fair price.

Due to the Company group has spent a considerable investment for design and decoration of the leased premises in Maleenont Tower Buildings to serve their own purpose, the Company has a policy to renew the Lease Agreement of Maleenont Tower Buildings and use various related services. Therefore, for the benefit of Company group, connected transactions as already entered into as well as those to be entered into in the future are inevitably, provided that, their terms and conditions are normal business operation and such rental and service rates are comparable with market price of other party. In addition, the Audit Committee, at the Company's expense, may assign an independent expert to consider, review and opine an appropriateness of the price and reasonableness for entering into such connected transactions.



SUPPLEMENTARY DATA

Details of Companies which the Company holds 10% or more of shares

SUBSIDIARIES

1. Name: THE BANGKOK ENTERTAINMENT CO., LTD.

Business: Operating business of TV and radio station.
Registered Capital: Baht 300 million ((Issued and fully paid-up share capital 3,000,000 common shares)
Office: 2nd Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel. (66) 2262 - 3333, 2204 - 3333
Fax. (66) 2204 - 1384

2. Name: RUNGSIROJVANIT CO., LTD.

Business: Providing, producing TV programmes and sell airtime for advertising.
Registered Capital: Baht 5 million (Issued and fully paid-up share capital 500,000 common shares)
Office: 2nd Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel. (66) 2262 - 3333, 2204 - 3333
Fax. (66) 2204 - 1384

3. Name: NEW WORLD PRODUCTION CO., LTD.

Business: Providing, producing TV programmes and sell airtime for advertising.
Registered Capital: Baht 5 million (Issued and fully paid-up share capital 500,000 common shares)
Office: 2nd Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel. (66) 2262 - 3333, 2204 - 3333
Fax. (66) 2204 - 1384

4 Name: BEC BROADCASTING CENTER CO., LTD.

Business: Studio equipment services
Registered Capital: 1 million Baht. (Issued and fully paid-up share capital 100,000 common shares)
Office: 2nd Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel. (66) 2262 - 3333, 2204 - 3333
Fax. (66) 2204 - 1384

5. Name: YOU & I CORPORATION COMPANY LIMITED

Business: Producing radio programmes, operating radio stations
Registered Capital: Baht 35 million (Issued and fully paid-up share capital 350,000 common shares)
Office: 2nd Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel. (66) 2262 - 3274
Fax. (66) 2262 - 3665

6. Name: **BEC ASSET CO., LTD.**

Business:	Holding and leasing assets.
Registered Capital:	Baht 30 million (Issued and fully paid-up share capital 3,000,000 common shares)
Office:	3 rd Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel.	(66) 2262 - 3759
Fax.	(66) 2262 - 3780

7. Name: **BEC STUDIO CO., LTD. (Not yet operating)**

Business:	Producing programmes and studio equipment services.
Registered Capital:	Baht 5 million (Issued and fully paid-up share capital 500,000 common shares)
Office:	2 nd Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel.	(66) 2262 - 3333, 2204 - 3333
Fax.	(66) 2204 - 1384

8. Name: **BEC INTERNATIONAL DISTRIBUTION CO., LTD.**

Business:	Providing, producing TV programmes, Holding Company
Registered Capital:	Baht 5 million (Issued and fully paid-up share capital 500,000 common shares)
Office:	2 nd Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel.	(66) 2262 - 3333, 2204 - 3333
Fax.	(66) 2204 - 1384

9. Name: **BEC NEWS BUREAU CO., LTD. (Not yet operating)**

Business:	Producing news programmes.
Registered Capital:	Baht 5 million (Issued and fully paid-up share capital 500,000 common shares)
Office:	2 nd Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel.	(66) 2262 - 3333, 2204 - 3333
Fax.	(66) 2204 - 1384

10. Name: **BANGKOK TELEVISION CO., LTD.**

Business:	Providing, producing TV programmes and sell airtime for advertising.
Registered Capital:	Baht 5 million (Issued and fully paid-up share capital 500,000 common shares)
Office:	2 nd Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel.	(66) 2262 - 3333, 2204 - 3333
Fax.	(66) 2204 - 1384

**11. Name: BANGKOK SATELLITES & TELECOMMUNICATION CO., LTD.
(Not yet operating)**

Business: Satellite uplink - downlink services.
Registered Capital: Baht 25 million (Issued and fully paid-up share capital 2,500,000 common shares)
Office: 2nd Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel. (66) 2262 - 3333, 2204 - 3333
Fax. (66) 2204 - 1384

12 Name: BEC IT SOLUTION CO., LTD.

Business: Information technology service, retail of computer equipments and maintenance service.
Registered Capital: Baht 15 million (Issued and fully paid-up share capital 1,500,000 common shares)
Office: 3rd Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel. (66) 2262 - 3759
Fax. (66) 2262 - 3780

**13. Name: SATELLITES TV BROADCASTING CO., LTD.
(Not yet operating)**

Business: Satellite TV operator.
Registered Capital: Baht 1 million (Issued and fully paid-up share capital 100,000 common shares)
Office: 2nd Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel. (66) 2262 - 3333, (66) 2204 - 3333
Fax. (66) 2204 - 1384

14. Name: BEC-TERO ENTERTAINMENT PUBLIC COMPANY LIMITED

Business: Providing and producing TV programmes and sell airtime for TV advertising, producing and promoting songs for concert, producing pictures and plays.
Registered Capital: Baht 250 million (Issued and fully paid-up share capital 200,000,000 common shares)
Office: 25th-28th Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel. (66) 2262 - 3800
Fax. (66) 2262 - 3801-2

15. Name: BECi Corporation CO., LTD.

Business: Invest in Internet business.
Registered Capital: Baht 200 million (Issued and fully paid-up share capital 20,000,000 common shares)
Office: 4th Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel. (66) 2204 - 9999
Fax. (66) 2204 - 9970

16. Name: BEC MULTIMEDIA CO., LTD.

Business:	Invest in multimedia business.
Registered Capital:	Baht 200 million ((Issued 20,000,000 Common shares; 25% paid-up)
Office:	4 th Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel.	(66) 2204 - 9999
Fax.	(66) 2204 - 9970

SUBSIDIARY HELD BY BEC INTERNATIONAL DISTRIBUTION CO.,LTD.

17. Name: TVB 3 NETWORK CO., LTD.

Business:	Providing, producing TV programmes and sell airtime.
Registered Capital:	Baht 10 million (Issued and fully paid-up share capital 1,000,000 common shares)
Office:	9 th Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel.	(66) 2262 - 3050
Fax.	(66) 2262 - 3066

SUBSIDIARIES HELD BY BEC-TERO ENTERTAINMENT PUBLIC COMPANY LIMITED

18. Name: THAITICKETMAJOR CO., LTD.

Business:	Producing advertisement, reserved and selling show ticket.
Registered Capital:	Baht 10 million (Issued and fully paid-up share capital 1,000,000 common shares)
Office:	27 th Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel.	(66) 2262 - 3800
Fax.	(66) 2262 - 3801-2

19. Name: HAVE A GOOD DREAM CO., LTD.

(Formerly: BEC-Tero Exhibitions Co., Ltd. registered and changed the company name in March 2009)

Business:	Providing and producing TV programmes and sell air time for TV
Registered Capital:	Baht 10 million (Issued and fully paid-up share capital 1,000,000 common shares)
Office:	989 25 th Fl., Siam Tower, Unit B1, Rama I Road, Pratumwan, Pratumwan, Bangkok.
Tel.	(66) 2262 - 3800
Fax.	(66) 2262 - 3801-2

20. Name: **BEC-TERO COMCOM CO.,LTD.**

(Formerly: BEC-Tero Arsenal Co., Ltd., registered and changed the company name in April 2009)

Business: Advertising agency on the idle-screens of mobile telephones through mobile operators in Thailand

Registered Capital: Baht 28 million (Issued and fully paid-up share capital 5,600,000 common shares)

Office: 21st Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110

Tel. (66) 2262 - 3800

Fax. (66) 2262 - 3801-2

ASSOCIATE HELD BY BEC-TERO ENTERTAINMENT PUBLIC COMPANY LIMITED

21. Name: **Virgin BEC-Tero Radio (Thailand) Co., Ltd.**

Business: Producing radio programmes, and sell airtime for advertising

Registered Capital: Baht 49,960,800 (Issued and fully paid-up share capital 4,996,080 shares)

Office: 23th - 24th Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110

Tel. (66) 2204 - 3500

Fax. (66) 2204 - 1410

SUBSIDIARY HELD BY BECI CORPORATION CO., LTD.

22. Name: **THAI AUDIOTEX SERVICE LTD.**

Business: Providing Audio Information services via telephone

Registered Capital: Baht 30 million ((Issued and fully paid-up share capital 3,000,000 common shares)

Office: 52/149 Sukhumvit Soi 3, Sukhumvit Road, North Klongtoey, Wattana, Bangkok

Tel. (66) 2204 - 9999

Fax. (66) 2204 - 9970



DIRECTORS AND EXECUTIVES DATA

1. Mr.Vichai Maleenont

The executive officer according the definition of “Executive Officer”

Position	: Chairman of the Board, Chairman of the Executive Board
Age	: 90 years
Work Experience	:
1995 - Present	Chairman of the Board and Chairman of the Executive Board of BEC World Plc. Chairman of the Executive Board and Director of The Bangkok Entertainment Co., Ltd. Director and Authorized Director of 3 subsidiaries of BEC World Group.
Education	: High School Diploma
Previous record in illegal dealing	: None
Previous record in wrong doing on misuse of insiders' information and inappropriate connected transaction	: None
Holding of BEC World shares	: 0.00%
Family Relationship	: Member of Maleenont Family

2. Mr. Prasan Maleenont

The executive officer according the definition of “Executive Officer”

Position	: Vice-Chairman of the Board, Vice-Chairman of the Executive Director and Chief Operating Officer
Age	: 66 years
Work Experience	:
1995 - Present	Vice-Chairman of the Board, Vice-Chairman of the Executive Director and Chief Operating Officer of BEC World Plc Vice-Chairman of the Executive Board of The Bangkok Entertainment Co., Ltd.
Present	Director and Authorized Director of 18 subsidiaries and 1 associate of BEC World Group.
Jan.1998 - Present	Chairman of the Board and Executive Director, BEC-Tero Entertainment Plc.
Feb.2001 - Feb.2007	Chairman of the Board and Executive Director, CVD Entertainment Plc.
1997 - Feb. 2007	Director and Executive Director of 5 subsidiaries of CVD Entertainment Plc.
Education	: Bachelor Degree (Business Administration) Elmhurst College, Illinois, U.S.A. Certificate of National Defense Curriculum (Joint Government/Private Sectors) Class7
Directors Training Program	: Certificate of Director Accreditation Program (DAP), Thai Institution of Directors Associations (IOD)
Previous record in illegal dealing	: None
Previous record in wrong doing on misuse of insiders' information and inappropriate connected transaction	: None
Holding of BEC World shares	: 7.86%
Family relationship	: Member of Maleenont Family

3. Mr.Pravit Maleenont

The executive officer according the definition of “Executive Officer”

Position	:	Director, Executive Director – Television Business and Senior Executive Vice President
Age	:	63 years
Work Experience	:	
1995 – Present		Director, Executive Director – Television Business and Senior Executive Vice President, BEC World Plc.
Present		Managing Director of The Bangkok Entertainment Co., Ltd.
Present		Director and Authorized Director of 7 subsidiaries of BEC World Group.
Education	:	Bachelor of Science, Engineering University of Illinois, Chicago, Illinois, USA Certificate of National Defense Curriculum (Joint Government/Private Sectors) Class3
Directors Training Program	:	Certificate of Director Accreditation Program (DAP), Thai Institution of Directors Associations (IOD)
Previous record in illegal dealing	:	None
Previous record in wrong doing on misuse of insiders’ information and inappropriate connected transaction	:	None
Holding of BEC World shares	:	11.42%
Family relationship	:	Member of Maleenont Family

4. Ms. Ratana Maleenont

The executive officer according the definition of “Executive Officer”

Position	:	Director, Executive Director – Finance and Accounting Business Chairman of the Nominating Committee
Age	:	60 years
Work Experience	:	
1995 – Present		Director, Executive Director – Finance and Accounting Business of BEC World Plc.
Present		Director and Executive Director of The Bangkok Entertainment Co., Ltd.
Present		Director and Authorized Director of 13 subsidiaries of BEC World Group.
Education	:	Bachelor Degree in Economics, Thammasat University.
Directors Training Program	:	Certificate of Director Accreditation Program (DAP), Thai Institution of Directors Associations (IOD)
Previous record in illegal dealing	:	None
Previous record in wrong doing on misuse of insiders’ information and inappropriate connected transaction	:	None
Holding of BEC World shares	:	7.86%
Family relationship	:	Member of Maleenont Family

5. Ms. Nipa Maleenont

Position	: Non-Executive Director
Age	: 58 years
Work Experience	:
1995 - Present	Director and Authorized Director of BEC World Plc., and The Bangkok Entertainment Co., Ltd.
Present	Director and Authorized Director of 3 subsidiaries of BEC World Group
Education	: Bachelor Degree in Commercial and Accounting, Thammasat University.
Directors Training Program	: Certificate of Director Accreditation Program (DAP), Thai Institution of Directors Associations (IOD)
Previous record in illegal dealing	: None
Previous record in wrong doing on misuse of insiders' information and inappropriate connected transaction	: None
Holding of BEC World shares	: 5.89%
Family relationship	: Member of Maleenont Family

6. Ms. Amphorn Maleenont

The executive officer according the definition of "Executive Officer"

Position	: Director and Executive Director - Production Business
Age	: 55 years
Work Experience	:
1995 - Present	Director and Executive Director - Production Business of BEC World Plc. and The Bangkok Entertainment Co., Ltd.
Present	Director and Authorized Director of 12 subsidiaries of BEC World Group.
Education	: Bachelor Degree in Commercial and Accounting, Thammasat University. Directors Training Program : Certificate of Director Accreditation Program (DAP), Thai Institution of Directors Associations (IOD)
Previous record in illegal dealing	: None
Previous record in wrong doing on misuse of insiders' information and inappropriate connected transaction	: None
Holding of BEC World shares	: 7.86%
Family relationship	: Member of Maleenont Family

7. Mr. Prachum Maleenont

The executive officer according the definition of “Executive Officer”

Position	:	Director, Executive Director – New Media Business and Senior Executive Vice-President , Member of the Nominating Committee
Age	:	57 years
Work Experience	:	
1995 – Present		Director, Executive Director – New Media Business and Senior Executive Vice-President of BEC World Plc.
		Director and Executive Director of The Bangkok Entertainment Co., Ltd.
Present		Director and Authorized Director of 14 subsidiaries of BEC World Plc.
Jul. 2002 – Present		Director and Executive Director of BEC-Tero Entertainment Plc.
Education	:	Bachelor Degree (Marketing) Assumption Commerce University.
Directors Training Program	:	Certificate of Director Accreditation Program (DAP), Thai Institution of Directors Associations (IOD)
Previous record in illegal dealing	:	None
Previous record in wrong doing on misuse of insiders’ information and inappropriate connected transaction	:	None
Family relationship	:	Member of Maleenont Family

8. Mrs. Ratchanee Nipatakul

The executive officer according the definition of “Executive Officer”

Position	:	Director and Executive Director – Marketing and Sales Business Member of the Nominating Committee
Age	:	52 years
Work Experience	:	
1995 – Present		Director and Executive Director – Marketing and Sales Business of BEC World Plc.
Present		Executive Vice President of The Bangkok Entertainment Co., Ltd.
Present		Director and Authorized Director of 5 subsidiaries of BEC World Group.
Education	:	Bachelor Degree (Art), Thammasat University.
Directors Training Program	:	Certificate of Director Accreditation Program (DAP), Thai Institution of Directors Associations (IOD) Certificate of Finance for Non – Finance Directors Program, IOD
Previous record in illegal dealing	:	None
Previous record in wrong doing on misuse of insiders’ information and inappropriate connected transaction	:	None
Holding of BEC World shares	:	0.00%
Family relationship	:	Member of Maleenont Family

9. Mr.Arun Ngamdee

Position	:	Independent Director and Chairman of the Audit Committee
Age	:	75 years
Work Experience	:	
1995 - Present		Chairman of the Audit Committee of BEC World Plc.
1995 - Present		Independent Director of BEC World Plc.
1993 - 1995		Director General of Public Relations Department.
1989 - 1993		Deputy Director General of Public Relations Department.
Education	:	MA, Public Relations, Boston University Bachelor Degree of Arts, Chulalongkorn University Certificate of Top Executive from NIDA and Institute of Civil Servant Development.
Directors Training Program	:	Certificate of Director Accreditation Program (DAP), Thai Institution of Directors Associations (IOD) Certificate of Audit Committee Program (ACP), IOD
Previous record in illegal dealing	:	None
Previous record in wrong doing on misuse of insiders' information and inappropriate connected transaction	:	None
Holding of BEC World shares	:	0.00%
Family relationship	:	None

10. Mr. Prathan Rangsimaporn

Position	:	Independent Director and Member of the Audit Committee
Age	:	76 years
Work Experience	:	
1999 - Present		Member of Audit Committee of BEC World Plc.
1995 - Present		Independent Director of BEC World Plc.
1992-2008		Special Instructor of the Faculty of Journalism and Mass Communication, Thammasat University
1994 - 2001		The Dean of the Faculty of Communication Arts, Siam University
1993		Senior Public Relations Expert
1986 - 1988		Director, Division of Directing Broadcasting Commission. Member and Secretary to the Directing Broadcasting Commission,
Education	:	MA Journalism, University of Panjab, Pakistan, Under SEATO Scholarship, BA Journalism, BA Social Administration, Thammasat University
Directors Training Program	:	Certificate of Director Accreditation Program (DAP), Thai Institution of Directors Associations (IOD) Certificate of Audit Committee Program (ACP), IOD
Previous record in illegal dealing	:	None
Previous record in wrong doing on misuse of insiders' information and inappropriate connected transaction	:	None
Holding of BEC World shares	:	0.00%
Family relationship	:	None

11. Mr. Manit Boonprakob

Position	: Independent Director and Member of the Audit Committee
Age	: 59 years
Work Experience	:
Dec.1999 - Present	Independent director and a member of the Audit Committee of BEC World Plc.
1998 - Present	Managing Director of BMS Consulting Office, Executive Director of THABB Support Ltd. and Chirachit Co., Ltd. Director and Executive Director, EVP - Finance and CFO of ABB Group of companies in Thailand.
Education	: Master Degree in Business and Administration, Thammasat University. Bachelor Degree in Accounting, Chulalongkorn University. Certified Public Accountant (Thailand)
Directors Training Program	: Diploma in Director Certification Program (DCP), Thai Institution of Directors Associations (IOD) Certificate of Audit Committee Program (ACP), IOD
Previous record in illegal dealing	: None
Previous record in wrong doing on misuse of insiders' information and inappropriate connected transaction	: None
Holding of BEC World shares	: 0.00%
Family relationship	: None

12. Mr. Matthew Kichodhan

Position	: Non-Executive Director
Age	: 43 years
Work Experience	:
Sep. 2009 - Present	Senior Vice President, International Business, Thai Beverage PLC.
2006 - Aug. 2009	Director and Chief Operating Officer of Minor Corporation Plc and Director of subsidiaries
Apr. 2006 - Present	Director of WAVE Entertainment Plc. Independent Director of Ocean Glass Plc
2004-2005	Vice President, Business Management, Asia Pacific, GILLETTE ASIA PACIFIC GROUP
1995 - 2004	Brand Marketing Director, Asia Pacific Region, PEPSI-COLA INTERNATIONAL
Education	: Master of Science, Management, Imperial College (Management School), University of London, England Bachelor of Commerce, University of Toronto, Canada
Directors Training Program	: Diploma in Director Certification Program (DCP), Thai Institute of Directors Association (IOD) Certificate of Director Accreditation Program (DAP), IOD
Previous record in illegal dealing	: None
Previous record in wrong doing on misuse of insiders' information and inappropriate connected transaction	: None
Holding of BEC World shares	: 0.00%
Family relationship	: None

13. Mr.Panithan Tosnaitada

Position	: Vice President, Advertising Department
Age	: 66 years
Work Experience	:
1996 - Present	Vice President, Advertising Department, BEC World Plc.
1980 - 1995	Vice President of The Bangkok Entertainment Co.,Ltd.
Education	: Bachelor Degree
Previous record in illegal dealing	: None
Previous record in wrong doing on misuse of insiders' information and inappropriate connected transaction	: None
Holding of BEC World shares	: 0.00%
Family relationship	: None

14. Mr.Somrak Narongvichai

Position	: Vice President - Production Department
Age	: 59 years
Work Experience	:
1996 - Present	Vice President, Production Department, BEC World Plc.
1991 - 1995	Program Product Manager of The Bangkok Entertainment Co., Ltd.
Education	: Bachelor Degree (Art-Drama), Chulalongkorn University.
Previous record in illegal dealing	: None
Previous record in wrong doing on misuse of insiders' information and inappropriate connected transaction	: None
Holding of BEC World shares	: 0.00%
Family relationship	: None

15. Mr.Borisut Puranasamriddhi

Position	: Vice President - Administration Department
Age	: 63 years
Work Experience	:
1996 - Present	Vice President - Administration Department, BEC World Plc.
1990 - 1995	Public Relations Manager of The Bangkok Entertainment Co.,Ltd.
Education	: Bachelor Degree (Journalism), Thammasat University The Program for Senior Executives in Criminal Justice Administration (Section 4), National Academy of Criminal Justice
Previous record in illegal dealing	: None
Previous record in wrong doing on misuse of insiders' information and inappropriate connected transaction	: None
Holding of BEC World shares	: 0.00%
Family relationship	: None

16. Mr.Chatchai Thiamtong

The executive officer according the definition of “Executive Officer”

Position	:	Vice President – Finance, Secretary of the Board of Directors and Secretary of the Audit Committee
Age	:	58 years
Work Experience	:	
1996 – Present		Vice President – Finance and Secretary of the Board of Directors of BEC World Plc.
1999 – Present		Secretary of the Audit Committee
1999 – 10 Apr. 2001		Independent Director and a member of the Audit Committee of SINGER (Thailand) Plc.
1991 –1995		Director – SINGER (Thailand) Plc.
Education	:	Bachelor Degree in Accounting, Thammasat University Bachelor Degree in Law, Thammasat University
Directors Training Program	:	Diploma in Director Certification Program (DCP), Thai Institution of directors Associations (IOD)
Previous record in illegal dealing	:	None
Previous record in wrong doing on misuse of insiders’ information and inappropriate connected transaction	:	None
Holding of BEC World shares	:	0.01%
Family relationship	:	None

17. Ms. Apinya Kangsanarak Ph.D.

Position	:	Vice President – Human Resource Department
Age	:	48 years
Work Experience	:	
2002 – Present		Vice President – Human Resource Department, BEC World Plc. Manager Personal Department, The Bangkok Entertainment Co., Ltd.
1995 – 2002		Senior Vice President Human Resource Development Department and Human Resource Management Department of Bangkok Metropolitan Bank Plc.
Education	:	Philosophy of doctor (Higher Education), Chulalongkorn University. Master of Education, Srinakarintharawiroth University. Bachelor of Science, Mahidol University.
Previous record in illegal dealing	:	None
Previous record in wrong doing on misuse of insiders’ information and inappropriate connected transaction	:	None
Holding of BEC World shares	:	0.00%
Family relationship	:	None

18. Mr. Pisanu Ruangrajitpakorn

Position	: Vice President - Technology Department
Age	: 56 years
Work Experience	:
May 2003 - Present	Vice President - Technology Department, BEC World Plc. and Managing Director, BEC IT Solution Co.,Ltd.
2000 - Apr. 2003	Assistant Vice President - IT, Samart Corporation Plc.
1996 - 1998	VP, RIS Co., Ltd.
Education	: Bachelor Degree in Accounting, Chulalongkorn University
Previous record in illegal dealing	: None
Previous record in wrong doing on misuse of insiders' information and inappropriate connected transaction	: None
Holding of BEC World shares	: 0.00%
Family relationship	: None

19. Mr. Natthrapong Phisitphadhrikul

(registered changing the name from Mr.Noppong Bootkhwan)

Position	: Vice President - Internal Audit Office
Age	: 44 years.
Work Experience	:
Jan.2004 - Present	Vice President - Internal Audit Office, BEC World Plc.
Aug.2002 - Dec.2003	Internal Audit Division Manager, Inter Comfort Co., Ltd.
Sep.2001 - Aug.2002	Internal Audit Department Manager, Singer (Thailand) Plc.
Jun.1997 - Sep.2001	Senior Internal Audit manager, Financial and Accounting Manager, CRC. Ahold Co., Ltd.
Mar.1995 - Jun.1997	Internal Audit Division Manager, STC Group of Companies
Jul.1991 - Mar.1995	Internal Auditor, Siam Tyre Plc.
Education	: M.B.A. Thammasat University Mini M.B.A. UTCC B.B.A. (Accounting) Ramkhamhaeng University Certified Internal Auditor (CIA) No. 30806 Certified Professional Internal Auditor (CPIA) No. 3012
Previous record in illegal dealing	: None
Previous record in wrong doing on misuse of insiders' information and inappropriate connected transaction	: None
Holding of BEC World shares	: 0.00%
Family relationship	: None

20. Mr. Nopphadol Khemayotin

Position	:	Vice President - Business Development and Investment Department
Age	:	43 years
Work Experience	:	
Feb.2004 - Present		Vice President - Business Development and Investment Department, BEC World Plc.
2001 - 2003		Senior Vice President, Investment Department Asset Plus Securities Plc.
1999 - 2001		Vice President, Investment Department Asset Plus Securities Co., Ltd.
1998 - 1999		Assistant Vice President, Private Fund Management Department, One Asset Management Limited
Education	:	Bachelor of Arts (B.A.) in Finance and Banking, Thammasat University, Bangkok, Thailand Master of Business Administration (M.B.A) in Finance Western International University, Arizona, U.S.A Certificate of Achievement (Future Market) Sakura Dellsher Education Program, Chicago, U.S.A (Received Full Academic Scholarship)
Previous record in illegal dealing	:	None
Previous record in wrong doing on misuse of insiders' information and inappropriate connected transaction	:	None
Holding of BEC World shares	:	0.00%
Family relationship	:	None

BEC World's existing Executives and Controlling Parties holding management roles in subsidiaries, associated and related companies as of December 31, 2009

List Name of The Executive and Controlling Parties	BEC World Plc.	Company																							
		1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24
1. Mr. Vichai Maleenont	X//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//
2. Mr. Prasan Maleenont	//	//	//	//	//	//	//	//	//	//	//	//	X//	//	//	//	//	//	//	//	//	//	//	//	//
3. Mr. Pravit Maleenont	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//
4. Mr. Prachum Maleenont	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//
5. Ms. Ratana Maleenont	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//
6. Ms. Nipa Maleenont	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//
7. Ms. Amphorn Maleenont	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//
8. Mrs. Ratchanee Nipatakusol	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//
9. Mr. Arun Ngamdee	/																								
10. Mr. Prathan Rangsimaporn	/																								
11. Mr. Manit Boonprakob	/																								
12. Mr. Matthew Kichodhan	/																								
13. Mr. Chatchai Thiamtong	/																								

Details of Companies stated in the above table Subsidiaries Directly Held by the Company

Subsidiaries Directly Held by the Company	Subsidiary Directly Held by BEC International Distribution Co., Ltd.	Remark
1. Bangkok Entertainment Co., Ltd.	17. TVB 3 Network Co., Ltd.	X = Chairman // = Authorized Director / = Director
2. Rungsirjavanit Co., Ltd.	Subsidiaries Directly Held by BEC-TERO Entertainment Plc.	¹ = Formerly : BEC-TERO Exhibitions Co.,Ltd. registered and changed the company name in March 2009
3. New World Production Co., Ltd.	18. Thai Ticket Major Co., Ltd.	² = Formerly : BEC-TERO Arsenal Co.,Ltd., registered and changed the company name in April 2009.
4. BEC Broadcasting Center Co., Ltd.	19. Have A Good Dream Co., Ltd. ¹	
5. You & I Corporation Co., Ltd.	20. BEC-Tero ComCom Co., Ltd. ²	
6. BEC Asset Co., Ltd.	Associated Company held by BEC-TERO Entertainment Plc.	
7. BEC Studio Co., Ltd.	21. Virgin BEC-TERO Radio (Thailand) Co., Ltd.	
8. BEC International Distribution Co., Ltd.	Subsidiary Directly Held by BECi Corporation Ltd.	
9. BEC News Bureau Co., Ltd.	22. Thai Audiotex Service Ltd.	
10. Bangkok Television Co., Ltd.	Related Companies	
11. Bangkok Satellite & Telecommunication Co., Ltd.	25. Maleenont Tower Co., Ltd.	
12. BEC IT Solution Co., Ltd.	26. Millionaire Property Fund	
13. Satellite TV Broadcasting Co., Ltd.		
14. BEC-TERO Entertainment Plc.		
15. BECi Corporation Ltd.		
16. BEC-Multimedia Co., Ltd.		

Name List of the Executive and Controlling Parties of the Subsidiaries

Name List of the Executives and Controlling Parties	Bangkok Entertainment Co., Ltd.	Rungsitjvanit Co., Ltd.	BEC-Tero Entertainment Plc.	Bangkok Television Co., Ltd.
1. Mr.Chatri Sophonpanich	X			
2. Mr. Vichai Maleenont	//	//		
3. Mr. Prasan Maleenont	//		X//	//
4. Mr. Pravit Maleenont	//			//
5. Mr. Prachum Maleenont	//		//	//
6. Ms. Ratana Maleenont	//	//		//
7. Ms. Nipa Maleenont	//			
8. Ms. Amphorn Maleenont	//	//		//
9. Mrs. Ratchanee Nipatakusol		//		
10. Mr.Boonyarith Suwanphucksak		/		
11. Dr.Cathleen Maleenont			//	
12. Mr.Brian L. Marcar			//	
13. Mr.Chansak Fuangfu		/	/	
14. Mr.Pravit Jitnarapong		/	/	
15. Dr.Varasak Voraphamorn				/
16. Mr.Manootham Thajai				/

Remark : Subsidiaries mean significant subsidiaries of the Company, i.e., generating revenue over 10% of total revenue in 2009 profit and loss statement.

X = Chairman // = Authorized Director / = Director



REFERENCE PERSONS

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Website: <http://www.tsd.co.th>
E-mail: contact.tsd@set.or.th

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