

List Of Top Ten Largest Shareholders

(a) As at 26 August 2011, 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*	1,020,600,000	51.03
2. CHASE NOMINEES LIMITED 42	169,586,270	8.48
3. HSBC (SINGAPORE) NOMINEES PTE LTD	83,104,290	4.16
4. Thai NVDR Company Limited	79,592,372	3.98
5. ALBOUYS NOMINEES LIMITED	71,453,400	3.57
6. STATE STREET BANK AND TRUST COMPANY	44,633,780	2.23
7. STATE STREET BANK EUROPE LIMITED	44,162,786	2.21
8. THE BANK OF NEW YORK (NOMINEES) LIMITED	35,668,279	1.78
9. STATE STREET BANK AND TRUST COMPANY FOR AUSTRALIA	25,409,493	1.27
10. BNP PARIBAS SECURITIES SERVICES LUXEMBOURG	23,370,000	1.17

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

1. Mr.Prasan Maleenont holds 121,667,500 shares which is 6.08%.
2. Mr.Pravit Maleenont holds 127,575,000 shares which is 6.38%.
3. Mr.Prachum Maleenont holds 127,575,000 shares which is 6.38%.
4. Ms.Ratana Maleenont holds 123,575,000 shares which is 6.18%.
5. Ms.Nipa Maleenont holds 127,575,000 shares which is 6.38%.
6. Ms.Amphorn Maleenont holds 125,175,000 shares which is 6.26%.
7. Mrs.Ratchanee Nipatakusol holds 110,317,500 shares which is 5.52%
8. Ms.Tracy Ann Maleenont holds 78,570,000 shares which is 3.93%.
9. Ms.Cathleen Maleenont holds 78,570,000 shares which is 3.93%.

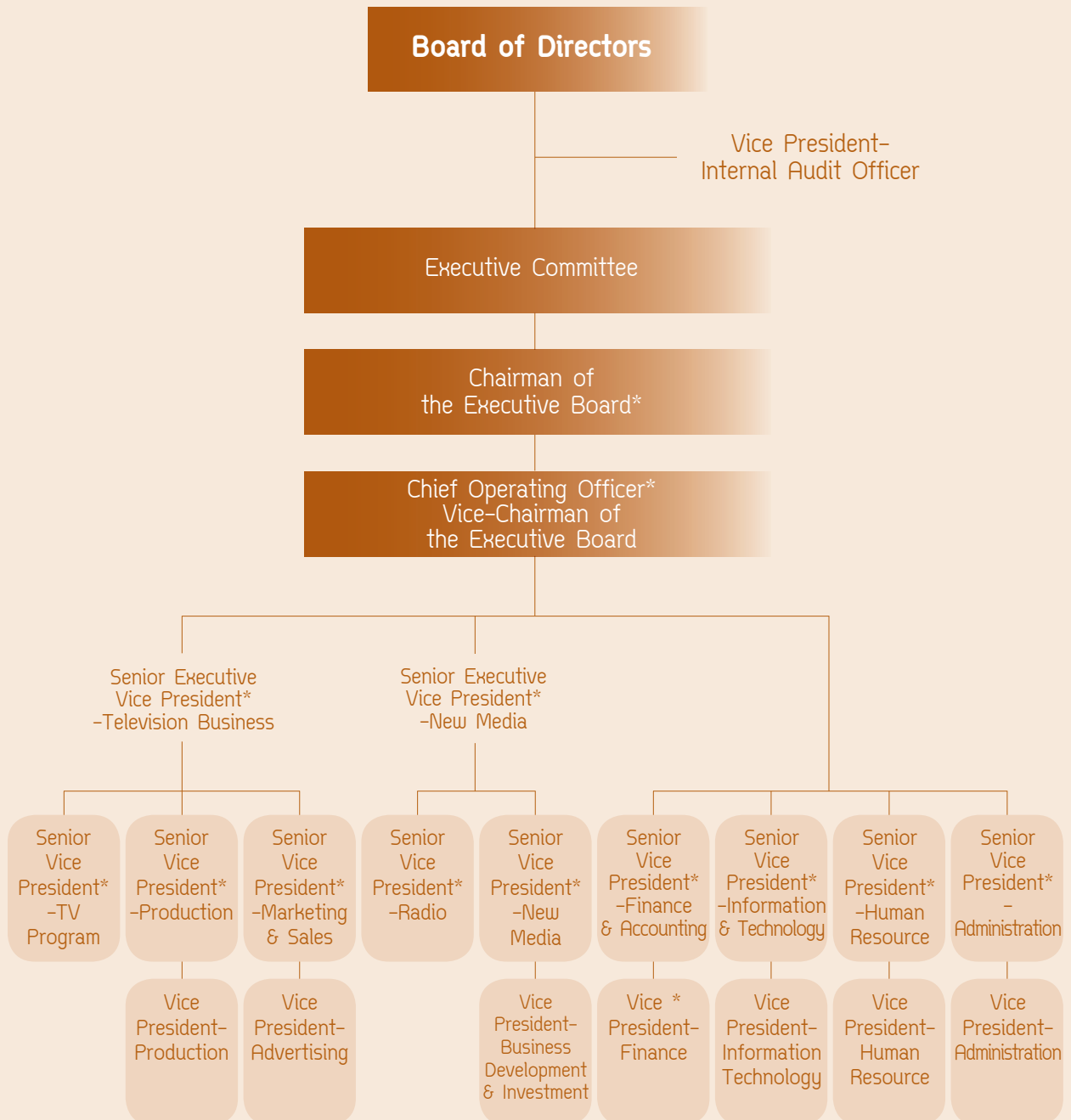
Change in Holding of the Company's Shares by Directors and Executives:

During the year 2011, holdings of other directors and executives did not change.

(b) 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.

Organization Chart of the Company

BEC World Public Company Limited.
as of December 31, 2011



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, 7 non-executive directors, not less than 5 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 2011, the Company's Board of Directors comprised 14 directors, namely,

- | | |
|-------------------------------|--------------------------------------|
| 1. Mr. Vichai Maleenont | Chairman of the Executive Board |
| 2. Mr. Prasan Maleenont | Vice-Chairman of the Executive Board |
| 3. Mr. Pravitt 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 |
| 13. Mr. Chansak Fuangfu | Independent Director |
| 14. Mr. Somchai Boonnamsiri | Independent Director |

Mr. Chatchai Thiamtong as Board of Director's Secretary and Mrs. Chalaiporn Itthithavorn as the Company's Secretary.

CV showing experiences of the directors and the executive officers are displayed in page 107-117.

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 Maleeenont, 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 2011, the Board of Directors convened 6 meetings.

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

Executive Committee and the Executive Officers

As at 31 December 2011, 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 2011 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

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 2011, 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 2011, the Committee convened 6 meetings.

Name-Family Name	Number of attendance time/ number of meetings
1. Mr. Arun Ngamdee	6/6
2. Mr. Prathan Rangsimaporn	6/6
3. Mr. Manit Boonprakob	6/6

The Nominating Committee

As at 31 December 2011, 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 2011, the Nominating Committee convened 2 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 and Auditor in 2011

3.1 Monetary Compensation for the Directors and Management

At the end of 2011, the Company had 14 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 2011 as follows:

(a) Compensation to directors

The compensation was Baht 18,000,000.- as meeting allowance and remuneration.

Unallocated director compensation was Baht 1,000,000.-

(b) Aggregate amount of compensation to all executive officers

The compensation was Baht 31,243,267.-(i.e., salary, vehicle and living allowance, bonus, and contribution to provident fund).

Table showing compensation to directors in 2011.

In 2011, the Board of Directors convened 6 meetings, the Audit Committee convened 6 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	90,000	2,082,000	2,172,000
2. Mr. Prasan Maleenont	60,000	1,227,250	1,287,250
3. Mr. Pravit Maleenont	40,000	1,227,250	1,267,250
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	60,000	1,227,250	1,287,250
7. Miss Amphorn Maleenont	60,000	1,227,250	1,287,250
8. Mrs. Ratchanee Nipatakusol	60,000	1,227,250	1,287,250
9. Mr. Arun Ngamdee	120,000	1,100,000	1,220,000
10. Mr. Prathan Rangsimaporn	110,000	1,000,000	1,110,000
11. Mr. Manit Boonprakob	120,000	1,000,000	1,120,000
12. Mr. Matthew Kichodhan	40,000	1,227,250	1,267,250
13. Mr. Chansak Fuangfu	60,000	1,000,000	1,060,000
14. Mr. Somchai Boonnamsiri	60,000	1,000,000	1,060,000

3.2 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

2011

Section 1 Shareholder Rights

1) The Board of Directors has prescribed CG policy regarding shareholder rights and treatment to shareholder as follows:

- (1) The Company shall honor rights and treatment to shareholder and all groups of interested party with honesty, equality and fairness.
- (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 electronic 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 to allow 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 2011 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 2011 Annual General shareholders meeting through electronic 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 48 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 through this channel.
- 7) In the 2011 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 2011 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 2011, 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 2011 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, 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 2011, there has 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 page 91-92). In addition, the Company has exploited the SET's electronic 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 10 March 2011 regarding resolution to call for the 2011 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 25 March 2011 which displayed all information for 33 days prior to the shareholder meeting's date, except for supporting documents for the first agenda (the minutes of 2010 AGM), which the Company had posted it on website within 14 days following the closing date of 2010 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 balance sheet and income and loss statement as of 31 December 2010, which were a material information contained in 2010 Annual Report, both in Thai and English version, it was uploaded on website 33 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 2011, the Company delivered all shareholders the invitation letters 14 days in advance before the shareholder meeting date (the first meeting).

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 2011 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 2011 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 2011 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 2011, this agenda was proposed for appointment of the independent directors. The Board of Directors has nominated the former directors who have been retired by rotation. The aforesaid nominated directors have already been considered their qualifications by the Nominating Committee and their performance for the latest year were also provided.
 - **Agenda for director compensation:** For 2011 AGM, the Company informed the amount and category of director compensation, the adjusted amount compared with the prior 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 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 of Directors has arranged for details of each agenda, and director’s opinion. sufficient, i.e. rate of dividend, information regarding interim dividend payment and total amount of all dividend payments, net profit and accumulative profit as specified in specific and consolidate financial statement of the Company and its subsidiaries as well as to present ratio of dividend and net profit for consideration. Such information was clear for shareholders’ decisions.
 - In 2011, 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 2011, 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

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. There were 13 directors from total 14 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.
3. 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.
4. The Company did not add any additional agendas without notifying the shareholders in the shareholders meeting in advance.
5. The Chairman conducted the meeting in each agenda as specified in the invitation letter, sent to all shareholders without any changes or addition.
6. 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 2011 AGM, the Company also asked for cooperation from all shareholders to submit voting slip for director appointment agenda to the Company for record.
7. 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.
8. 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 2011, 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 2011 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 2011 AGM to SET within 14 days from the shareholders meeting date and also subsequently submitted the same to the Board of Directors meeting No.3/2554 dated 12 May 2011 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 2010 financial statement in May 2011.
3. After filing the minutes with SET, the Company will upload all shareholders meeting minutes on the Company's website. In year 2011, 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 social security, the Company has 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 2011, 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 2011, 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 2011. 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:** operated by 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 actors, 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 for their efficient business planning. Sale Division of Bangkok Entertainment Co., Ltd. is responsible for customer management. 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 2011, 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 2011, 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, 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 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.
- **Activity for Society and Environment:** Activity for Society and Environment shows in this Annual Report page 14-19
- **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 2011, 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 as of 31 December 2011 and in this 2011 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 in this 2011 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.

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 electronic 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 2011, 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 2010 and financial statement of 1st-3rd quarter of 2011. During almost every meeting, Mr.Chatchai Thaimtong, senior vice president, Finance Division, Mr. Surin Krittayapongpan, Marketing and Sale Director of the main subsidiary of the Company provide information and clarification regarding operating result, marketing, policy/business trend to the analysts directly.
- In addition, the Company has assigned Mr.Chatchai Thaimtong to join some activities held by securities companies i.e.
- 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 3 institutional investors visiting the Company per week.

Plan for conducting IR activities for 2012, 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 electronic system and with SEC.
2. To give an opportunity to local and international investors to visit the Company and meet executive directors (Company Visit), except some financial period - 2 weeks before closing the financial statements.
3. To attend investor activities as invited by securities companies, both locally and internationally to meet all investors.

Section 5 Directors Responsibilities

1. Structure of Board of Directors

- 1.1. There are 14 members of Board of Directors, comprising 7 executive directors and 7 non executive directors provided that among those 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 2011, 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 77. List of management and executive officers is shown on page 79 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. CEO will be responsible for policy management and COO will be responsible for following up, supervising all related section to comply with the Company's policies by fixing target, work plan, result assessment and improvement guideline.
- 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 78 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 43.17% 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 118 of this report. In 2011, there were 3 non executive directors assuming the director position in other listed companies, i.e. Mr. Matthew Kichodhan, being director in other 3 listed companies; Mr. Chansak Fuangfu, being director in another listed company and Mr. Somchai Boonnamsiri, being director in another Securities Company.
- 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. Now, none of the senior management is a director in other listed companies.
- 1.11 The Board has appointed Mrs.Chalaiporn Ittithavorn to be the Company Secretary, having minimum responsibility as required bylaws, 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 the Annual Report, 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 81 of this report.
- 2.9 In 2011, the Nominating Committee has reported the performance result to the meeting of Board of Director No.2/2554, held on 10 March 2011. Number of meetings of the Nominating Committee and their performance are shown on page 81 of this Annual Report.

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” page 78 and “Scope of Authorization of Executive Director and Management Officer, page 80 of this report as well as Annual 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 2011, 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. The Company also filed information disclosure through electronic system, disclosing such details in the remark of financial statement, correctly. Such information regarding conflict of interest of 2011 is shown on "Connected Transaction with Related Party which may cause Conflict of Interest" of this report as well as Annual Report.

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 2011, 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 early of the 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 2011, there were 6 meetings. (Details of the meetings are shown in Management Section, page 79).
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.
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, 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, except for main agenda as required by law, the Chairman and CEO shall gather other information to be acknowledged by other directors and/or specified as meeting agenda 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 2011, the evaluation was conducted on February 15, 2012.

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 in, "Director Compensation", page 82.

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 3 of them have already attended DCP program. All 3 members of the Audit Committee have already attended Audit Committee Program (ACP). There is also 1 executive director, having no knowledge regarding accounting and finance, has already been attended Finance for Non-Finance Directors 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 2011, 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.

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 2011, the Company group has total of 1,899 employees divided by the course of work as follows:

- Television broadcasting and media	1,129	persons
- Sourcing and producing documentaries, entertainment programme	131	persons
- Radio broadcasting	102	persons
- Production of Shows, Music, and Campaign Activities	436	persons
- Chain and Supporting Businesses	101	persons
Total	1,899	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 2011 in an amount of 1,279 Million Baht consisting of salary, over time expenses, allowance, bonus, contribution to the provident fund, medical allowance and other welfares.

As the employees are deemed 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 2011, the Company group has organized internal training courses suitable to each unit, i.e., How to Respond in Riot Situation, Experienced Marketing, Transmission of News Clipping and Video Visual via Internet, Working and Living Goal, Techniques for News Reporting by Video Visual (aspect of new directors), 3D Design, Next Step of Krobkruakao No.4, Quality and Morality for Work, Treatment of Mentality after Crisis, Next Step for Communication Technology for TV Station No.4, Dharma in Office, Training for News Reporters, Changing Stress for Creativity, Mediation No.1,2/2554, Guideline for Account Receivable, Doubtful Account and Uncollectable Account and Techniques for Saving Electricity and Energy in Building. 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 4.45 Million (including seminar fee organized by the Company group).

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.

6. 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 material 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. Upon receiving any issue or recommendation for improvement of internal control system, it shall be emphasized in the report as well as to inform compliance thereof to the Board of Director. 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 hereof.

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 2011, as reported through the Audit Committee in February 14, 2012 and reported to the Board of Director on 15 February 2012, respectively. It indicates that the Company and its subsidiaries have the efficient internal control system in the general acceptance, however some matters might be improved. Such result of assessment has already been passed to the Executive Directors and auditor for their acknowledgement and improvement.

Payment of Audit Fee

Audit Fee

2011 AGM passed a resolution to approve audit fee at the total amount of Baht 6,270,000.- The actual audit fee incurred in 2011 was Baht 6,284,000.- or Baht 14,000.- higher than the amount approved by 2011 AGM. This is due to the fact that the audit fee was paid in accordance of various volume of works according restructure of the Company group, having details as follows:

- 1) There has been an incorporation of IMG BEC-TERO Sports and Entertainment Co., Ltd. [IMG BEC-TERO] in August 2011 after proposing the audit fee to 2011 AGM. This causes some additional audit fee for reviewing accounting records in third quarter of 2011 and auditing works for 2011 in the amount of Baht 30,000.-
- 2) There was a dissolution of Thai Audiotex Service Co., Ltd., causing reduction of audit fee in the amount of Baht 16,000.-

Other Fees (Non-Audit Fee)

-None-

Connected Transactions between Related Parties which may cause Conflict of Interest in the year 2011

In 2011, BEC World group has entered into some connected transactions between related parties which may cause conflict of interest, as follows:

Related parties which may cause conflict of interest	Details of relationship	Transaction value (Million Baht)	Type of Transaction
Sport Art Co., Ltd.	Relatives of director of BECW is a majority shareholder in this company	1.90	Revenue from sale of advertising time
Millionaire Property Fund And Maleenont Tower Co.,Ltd	Directors and executive officers of the Company are majority shareholders of Maleenont Tower Co.,Ltd.	125.52	service costs - lease agreement not exceeding 3 years and utility charges for lease building to support broadcasting system,
	Maleenont Tower Co., Ltd. is a majority unit holder of Millionaire Property Fund.	120.92	management costs - lease agreement not exceeding 3 years and utility charges for office building

1. Necessity and Reasonableness of Transactions

Connected transactions during the previous year are necessary and reasonable transactions for the highest benefits for the Company, as follows:

- 1) Transaction for sale of advertising time, which is considered as ordinary business transaction. Due to subsidiaries of the Company has to obtain various TV programs to broadcast via Channel 3 TV Station to maintain its viewership, the Audit Committee was of the view that Sport Art Co., Ltd. is a program producer for Thai boxing sport contest, introducing its program with modern theme. Its programs were popular for both Thai and foreign viewers. The rate of advertising fee of this transaction could be compared with the reference price of similar transactions made between subsidiaries and other TV producers.
- 2) Transaction for lease of office spaces, which is considered as short-term lease transaction. The Audit Committee was of the view that, in conducting TV and radio station of subsidiaries, the Company group requires not only normal office area, but also wish to lease some space, having a special design to serve their business operation as studio and technical room for program production. The lessor also gave a special favor to design 12-storey building to suit such requirement. The leased premises could support long term business expansion and also, located in downtown, having suitable communication and transportation system, enabling to facilitate Company's business operation. Most commercial terms and conditions of such connected transactions were better than normal terms and conditions, based on general market price

2. 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". Unless such transaction is in favor for business operation of the Company group. In addition, the Company group tends to enter into the said connected transaction as mentioned in item 1 above pursuant to the following reasons:

- 1) Subsidiaries of the Company still has to obtain various TV programs to broadcast via Channel 3 TV Station to maintain its viewership. Thai boxing sport contest of Sport Art Co., is still the most popular program in terms of viewership.
- 2) For lease transaction in Maleenont Tower, the Company group has spent considerable investment for studio construction and system works. Therefore, the Company group has a policy to renew lease term to exploit the premises in Maleenont Tower as much as possible to be worth for its investment.

With respect to connected transactions which may arise in the future, the Board of Director shall comply with Securities and Exchange Act of 1992, Notifications of Capital Market Supervisory Board and Regulations concerning Connected Transaction. The Company shall assign the audit Committee to consider, review and opine appropriateness of the price and reasonableness for entering into any transaction between the related parties which may cause conflict of interests. For determination of consideration and all relevant conditions, the Audit Committee may requires for opinion from independent experts at the Company's expense in the event that the Audit Committee has no expertise in considering any specific transaction.

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) 0-2262 - 3333, 0-2204 - 3333
Fax. (66) 0-2204 - 1384

2. Name: RUNGSIROJVANIT CO., LTD.

Business: Providing, producing TV programmes and sell air time 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) 0-2262 - 3333, 0-2204 - 3333
Fax. (66) 0-2204 - 1384

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

Business: Providing, producing TV programmes and sell air time 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) 0-2262 - 3333, 0-2204 - 3333
Fax. (66) 0-2204 - 1384

4. Name: BEC BROADCASTING CENTER CO., LTD.

Business: Servicing studio equipment
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) 0-2262 - 3333, 0-2204 - 3333
Fax. (66) 0-2204 - 1384

5. Name: YOU & I CORPORATION COMPANY LIMITED

Business: Producing radio programmes, operating radio station
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) 0-2262 - 3279
Fax. (66) 0-2262 - 3665

6. Name: BEC ASSET CO., LTD.

Business: Own and leasing assets.
Registered Capital: Baht 30 million
(Issued and fully paid-up share capital 3,000,000 common shares)
Office: 3rd Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel. (66) 0-2262 - 3759
Fax. (66) 0-2262 - 3780

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

Business: Producing programmes and servicing studio equipment
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) 0-2262 - 3333, 0-2204 - 3333
Fax. (66) 0-2204 - 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: 2nd Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel. (66) 0-2262 - 3333, 0-2204 - 3333
Fax. (66) 0-2204 - 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: 2nd Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel. (66) 0-2262 - 3333, 0-2204 - 3333
Fax. (66) 0-2204 - 1384

10. Name: BANGKOK TELEVISION CO., LTD.

Business: Providing, producing TV programmes and sell air time 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) 0-2262 - 3333, 0-2204 - 3333
Fax. (66) 0-2204 - 1384

11. Name: BANGKOK SATELLITE & 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) 0-2262 - 3333, 0-2204 - 3333
Fax. (66) 0-2204 - 1384

12 Name: BEC IT SOLUTION CO., LTD.

Business: Information technology services, retail of computer accessories 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) 0-2262 - 3759
Fax. (66) 0-2262 - 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) 0-2262 - 3333, (66) 0-2204 - 3333
Fax. (66) 0-2204 - 1384

14. Name: BEC-TERO ENTERTAINMENT PUBLIC COMPANY LIMITED

Business: Providing and producing TV programmes and sell air time for TV advertising; organizing show, concert and campaign activity.
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) 0-2262 - 3800
Fax. (66) 0-2262 - 3801-2

15. Name: BECi Corporation 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) 0-2204 - 9999
Fax. (66) 0-2204 - 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: 4th Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel. (66) 0-2204 - 9999
Fax. (66) 0-2204 - 9970

SUBSIDIARY HELD BY BEC INTERNATIONAL DISTRIBUTION CO.,LTD.

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

Business: Providing and producing TV programmes and sell air time.
Registered Capital: Baht 10 million
(Issued and fully paid-up share capital 1,000,000 common shares)
Office: 9th Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel. (66) 0-2262 - 3050
Fax. (66) 0-2262 - 3066

SUBSIDIARIES HELD BY BEC-TERO ENTERTAINMENT PUBLIC COMPANY LIMITED

18. Name: THAITICKETMAJOR CO., LTD.

Business: Servicing for producing advertisement, reserve and selling show ticket,
Registered Capital: Baht 10 million
(Issued and fully paid-up share capital 1,000,000 common shares)
Office: 27th Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel. (66) 0-2262 - 3800
Fax. (66) 0-2262 - 3801-2

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

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: 74/2 Soi Ekkamai 22, Sukhumvit 63 (Ekkamai) Road,
Klongton Nua, Wattana, Bangkok 10110
Tel. (66) 0-2262 - 3800
Fax. (66) 0-2262 - 3801-2

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

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) 0-2262 - 3800
Fax. (66) 0-2262 - 3801-2

21. Name: BEC-TERO SCENARIO CO.,LTD.

(established in March 2010)
Business: Organizing show on the stage
Registered Capital: Baht 40 million
(Issued and fully paid-up share capital 4,000,000 common shares)
Office: 28th Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel. (66) 0-2262 - 3800
Fax. (66) 0-2262 - 3801-2

22. Name: BEC-TERO SASANA CO., LTD.

(established in April 2010)
Business: Managing a football club
Registered Capital: Baht 10 million
(Issued and fully paid-up share capital 1,000,000 common shares)
Office: 26st Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel. (66) 0-2262 - 3800
Fax. (66) 0-2262 - 3801-2

23. Name: BEC-TERO RADIO CO., LTD.

(Formerly: VIRGIN BEC-TERO RADIO (THAILAND) Co., Ltd. registered and changed the company name in February 2011)
Business: Producing radio programmes, and selling advertising on radio
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) 0 -2262 - 3500
Fax. (66) 0-2262 - 1410

24. Name: IMG BEC-TERO SPORTS & ENTERTAINMENT CO., LTD.

Business: Organizing and managing sport competition, fashion and various entertainments
Registered Capital: Baht 10,000,000 (Issued and fully paid-up share capital 1,000,000 shares)
Office: 28th Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel. (66) 0-2262 - 3800
Fax. (66) 0-2262 - 3801-2

SUBSIDIARY HELD BY BECI CORPORATION CO., LTD.**25. Name: Thai Audiotex Service Ltd.**

(registered of dissolution in December 2011)
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: 4th Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110 (Office of Liquidator)
Tel. (66) 0-2204 - 9999
Fax. (66) 0-2204 - 9970

1. Mr.Vichai Maleenont

The executive officer according the definition of “Executive Officer”

Position: Chairman of the Board, Chairman of the Executive Board

Age: 92 years

Work Experience:

1995 - Present Chairman of the Board, Chairman of the Executive Board and CEO 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/Training Program: High School Diploma

Previous record in illegal dealing for the past 10 years: None

Previous record in wrong doing on misuse of insiders’ information
and inappropriate connected transaction for the past 2 years: None

The Company’s securities ownership as of 31 December 2011: 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: 68 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 19 subsidiaries of BEC World Group.
Jan.1998-Present Chairman of the Board and Executive Director, BEC-Tero Entertainment Plc.

Education/Training Program: Bachelor Degree (Business Administration) Elmhurst College, Illinois, U.S.A.
Diploma, National Defence Course for the Joint State-Private Sectors (Class 7),
The National Defence College
Certificate of Director Accreditation Program (DAP) year 2004,
Thai Institution of Directors Associations (IOD)

Previous record in illegal dealing for the past 10 years: None

Previous record in wrong doing on misuse of insiders’ information
and inappropriate connected transaction for the past 2 years: None

The Company’s securities ownership as of 31 December 2011: 6.08%

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: 65 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/Training Program: Bachelor of Science, Engineering University of Illinois, Chicago, Illinois, USA
Diploma, National Defence Course for the Joint State-Private Sectors (Class 3),
The National Defence College
Certificate of Director Accreditation Program (DAP) year 2004,
Thai Institution of Directors Associations (IOD)

Previous record in illegal dealing for the past 10 years: None

Previous record in wrong doing on misuse of insiders’ information

and inappropriate connected transaction for the past 2 years: None

The Company’s securities ownership as of 31 December 2011: 6.38%

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: 62 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 12 subsidiaries of BEC World Group.

Education/Training Program: Bachelor Degree in Economics, Thammasat University.
Certificate of Director Accreditation Program (DAP) year 2004,
Thai Institution of Directors Associations (IOD)

Previous record in illegal dealing for the past 10 years: None

Previous record in wrong doing on misuse of insiders’ information

and inappropriate connected transaction for the past 2 years: None

The Company’s securities ownership as of 31 December 2011: 6.18%

Family Relationship: Member of Maleenont Family

5. Ms. Nipa Maleenont

Position: Non-Executive Director

Age: 60 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/Training Program: Bachelor Degree in Commercial and Accounting, Thammasat University.

Certificate of Director Accreditation Program (DAP) year 2004,

Thai Institution of Directors Associations (IOD)

Previous record in illegal dealing for the past 10 years: None

Previous record in wrong doing on misuse of insiders' information

and inappropriate connected transaction for the past 2 years: None

The Company's securities ownership as of 31 December 2011: 6.38%

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: 57 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/Training Program: Bachelor Degree in Commercial and Accounting, Thammasat University.

Certificate of Director Accreditation Program (DAP) year 2004,

Thai Institution of Directors Associations (IOD)

Previous record in illegal dealing for the past 10 years: None

Previous record in wrong doing on misuse of insiders' information

and inappropriate connected transaction for the past 2 years: None

The Company's securities ownership as of 31 December 2011: 6.26%

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: 56 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 13 subsidiaries of BEC World Plc.

July 2002- Present Director and Executive Director of BEC-Tero Entertainment Plc.

Education/Training Program: Bachelor Degree (Marketing) Assumption Commerce University.
Certificate of Director Accreditation Program (DAP) year 2004,
Thai Institution of Directors Associations (IOD)

Previous record in illegal dealing for the past 10 years: None

Previous record in wrong doing on misuse of insiders’ information
and inappropriate connected transaction for the past 2 years: None

The Company’s securities ownership as of 31 December 2011: 6.38%

Family Relationship: Member of Maleenont Family

8. Mrs. Ratchanee Nipatakusol

The executive officer according the definition of “Executive Officer”

Position: Director and Executive Director - Marketing and Sales Business
Member of the Nominating Committee

Age: 54 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/Training Program: Bachelor Degree (Art), Thammasat University.
Certificate of Director Accreditation Program (DAP) year 2004, and
Certificate of Finance for Non - Finance Directors Program year 2004,
Thai Institution of Directors Associations (IOD)

Previous record in illegal dealing for the past 10 years: None

Previous record in wrong doing on misuse of insiders’ information
and inappropriate connected transaction for the past 2 years: None

The Company’s securities ownership as of 31 December 2011: 5.52%

Family Relationship: Member of Maleenont Family

9. Mr.Arun Ngamdee

Position: Independent Director and Chairman of the Audit Committee

Age: 77 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/Training Program: MA, Public Relations, Boston University
Bachelor Degree of Arts, Chulalongkorn University
Certificate of Top Executive from NIDA and Institute of Civil Servant Development.
Certificate of Director Accreditation Program (DAP) year 2003, and Certificate of Audit Committee Program (ACP) year 2005, Thai Institution of Directors Associations (IOD)

Previous record in illegal dealing for the past 10 years: None

Previous record in wrong doing on misuse of insiders' information and inappropriate connected transaction for the past 2 years: None

The Company's securities ownership as of 31 December 2011: 0.00%

Family Relationship: None

10. Mr. Prathan Rangsimaporn

Position: Independent Director and Member of the Audit Committee

Age: 78 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/Training Program: MA Journalism, University of Panjab, Pakistan, Under SEATO Scholarship, BA Journalism, BA Social Administration, Thammasat University
Certificate of Director Accreditation Program (DAP) year 2003, and Certificate of Audit Committee Program (ACP) year 2005, Thai Institution of Directors Associations (IOD)

Previous record in illegal dealing for the past 10 years: None

Previous record in wrong doing on misuse of insiders' information and inappropriate connected transaction for the past 2 years: None

The Company's securities ownership as of 31 December 2011: 0.00%

Family Relationship: None

11. Mr. Manit Boonprakob

Position:	Independent Director and Member of the Audit Committee
Age:	61 years
Work Experience:	
June 2011 - Present	Ethics Committee of Federation of Accounting of Professions, under the Royal Patronage of His Majesty the King
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.
June 2011 - Present	Ethic Committee of Federation of Accounting Professions, under the Royal Patronage of His Majesty the King
1993 - 1998	Director and Executive Director, EVP - Finance and CFO of ABB Group of companies in Thailand.
Education/Training Program:	Master Degree in Business and Administration, Thammasat University. Bachelor Degree in Accounting, Chulalongkorn University. Certified Public Accountant (Thailand) Diploma in Director Certification Program (DCP#02/2000), and Certificate of Audit Committee Program (ACP) year 2005, Thai Institution of Directors Associations (IOD)
Previous record in illegal dealing for the past 10 years:	None
Previous record in wrong doing on misuse of insiders' information and inappropriate connected transaction for the past 2 years:	None
The Company's securities ownership as of 31 December 2011:	0.00%
Family Relationship:	None

12. Mr. Matthew Kichodhan

Position:	Non-Executive Director
Age:	45 years
Work Experience:	
Sep 2009 - Present	Senior Vice President, International Business, Thai Beverage Plc.
Present	Managing Director, Oishi Group Plc.
April 2006 - Present	Director of WAVE Entertainment Plc.
2007- Present	Independent Director of Ocean Glass Plc.
2006 - Aug.2009	Director and Chief Operations Officer of Minor Corporation Plc. and Director of subsidiaries
2004 - 2005	Vice President, Business Management, Asia Pacific, GILLETTE ASIA PACIFIC GROUP
1995 - 2004	Brand Marketing Director, Asia Pacific Region, PEPSI-COLA INTERNATIONAL
Education/Training Program:	Master of Science, Management, Imperial College (Management School), University of London, England Bachelor of Commerce, University of Toronto, Canada Diploma in Director Certification Program (DCP#95/2007), Certificate of Director Accreditation Program (DAP#57/2006), Thai Institute of Directors Association (IOD)
Previous record in illegal dealing for the past 10 years:	None
Previous record in wrong doing on misuse of insiders' information and inappropriate connected transaction for the past 2 years:	None
The Company's securities ownership as of 31 December 2011:	0.00%
Family Relationship:	None

13. Mr. Chansak Fuangfu

Position:	Independent Director
Age:	61 years
Work Experience:	
Present	Director, Vice President to present Director, Senior Executive Bangkok Bank Public Company Limited Independent Director, BEC- Tero Entertainment Public Company Limited Independent Director, WAVE Entertainment Public Company Limited Director, Teijin Polyester (Thailand) Company Limited Director, Hi-Tech Nittsu Co., Ltd. Director, Thai Industrial Estate Corporation Limited
Education/Training Program:	MBM, Asian Institute of Management, Philippines. AMP, Harvard Business School., U.S.A., 2000 B.Sc.(Economic) with Honours, Thammasat University, Thailand. Diploma, National Defence Course for the Joint State - Private Sectors (Class 9), The National Defence College Certificate of Director Accreditation Program (DAP) year 2004, Thai Institution of Directors Associations (IOD)
Previous record in illegal dealing for the past 10 years:	None
Previous record in wrong doing on misuse of insiders' information and inappropriate connected transaction for the past 2 years:	None
The Company's securities ownership as of 31 December 2011:	0.00%
Family Relationship:	None

14. Mr. Somchai Boonnamsiri

Position:	Independent Director
Age:	57 years
Working Experience:	
Nov 07 - present	Chief Executive Officer, Krung Thai Asset Management Plc.
Jun 95 - present	Chairman, Wall Street Tullett Prebon Co., Ltd.
Jan 03 - Jan 08	Director and Member of Audit Committee and Risk Management Committee, Eastern Water Resources Development and Management Plc.
Dec 06 - Sept 07	Advisor and Chairman of Risk Management Committee, Krung Thai Asset Management Plc.
Dec 05 - Jul 07	Director and Member of Audit Committee, Thailand Privilege Card Co., Ltd.
Oct 03 - Nov 06	Chairman, Wall Street Tullett Prebon Securities Co., Ltd.
Jan 03 - Oct 06	Director and Member of Audit Committee & Financial Management Committee, Metropolitan Waterworks Authority
Nov 05 - Sept 06	Advisor to Investment and Risk Management Committee, Thailand Tobacco Monopoly
Education/Training Program:	M.A. Economics, The Victoria University of Manchester, England BSc. (Hons.) Economics, The University of Salford, England Ordinary National Diploma in Business Studies with distinctions City of Bath Technical College, England

Secondary School, Amnuay Silpa, Pranakorn
Capital Market Academy Class 8,
Capital Market Academy, Bangkok, Thailand
Diploma, National Defence Course for the Joint State - Private Sectors (Class 9),
The National Defence College
Diploma in Director Certification Program (DCP#59/2005),
Thai Institute of Directors Association (IOD)

Previous record in illegal dealing for the past 10 years: None

Previous record in wrong doing on misuse of insiders' information

and inappropriate connected transaction for the past 2 years: None

The Company's securities ownership as of 31 December 2011: 0.00%

Family Relationship: None

15. Mr.Panithan Tosnaitada

Position: Vice President - Advertising Department

Age: 68 years

Work Experience:

1996 - Present Vice President, Advertising Department, BEC World Plc.

1980 - 1995 Vice President of The Bangkok Entertainment Co., Ltd.

Education/Training Program: Bachelor Degree (Administrative), Winning College, Hong Kong

Previous record in illegal dealing for the past 10 years: None

Previous record in wrong doing on misuse of insiders' information

and inappropriate connected transaction for the past 2 years: None

The Company's securities ownership as of 31 December 2011: 0.00%

Family Relationship: None

16. Mr.Somrak Narongvichai

Position: Vice President - Production Department

Age: 61 years

Work Experience:

1996 - Present Vice President, Production Department, BEC World Plc.

1991 - 1995 Program Product Manager of The Bangkok Entertainment Co., Ltd.

Education/Training Program: Bachelor Degree (Art-Drama), Chulalongkorn University.

Previous record in illegal dealing for the past 10 years: None

Previous record in wrong doing on misuse of insiders' information

and inappropriate connected transaction for the past 2 years: None

The Company's securities ownership as of 31 December 2011: 0.00%

Family Relationship: None

17. Mr.Borisut Puranasamriddhi

Position: Vice President - Administration Department

Age: 65 years

Work Experience:

1996 - Present	Vice President - Administration Department, BEC World Plc.
1990 - 1995	Public Relations Manager of The Bangkok Entertainment Co.,Ltd.

Education/Training Program: 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 for the past 10 years: None

Previous record in wrong doing on misuse of insiders' information
and inappropriate connected transaction for the past 2 years: None

The Company's securities ownership as of 31 December 2011: 0.00%

Family Relationship: None

18. Mr.Chatchai Thiamtong

The executive officer according the definition of "Executive Officer"

Position: Vice President - Financial Department, Secretary of the Board of Directors
and Secretary of the Audit Committee

Age: 60 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 April 2001	Independent Director and a member of the Audit Committee of SINGER (Thailand) Plc.
1991 - 1995	Director - SINGER (Thailand) Plc.

Education/Training Program: Bachelor Degree in Accounting, Thammasat University
Bachelor Degree in Law, Thammasat University
Directors Training Program: Diploma in Director Certification Program (DCP 63/2005),
Thai Institution of directors Associations (IOD)

Previous record in illegal dealing for the past 10 years: None

Previous record in wrong doing on misuse of insiders' information
and inappropriate connected transaction for the past 2 years: None

The Company's securities ownership as of 31 December 2011: 0.015%

Family Relationship: None

19. Ms. Apinya Kangsanarak Ph.D.

Position: Vice President - Human Resource Department

Age: 50 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/Training Program: Philosophy of doctor (Higher Education), Chulalongkorn University.

Master of Education, Srinakarintharawitot University.

Bachelor of Science, Mahidol University.

Previous record in illegal dealing for the past 10 years: None

Previous record in wrong doing on misuse of insiders' information
and inappropriate connected transaction for the past 2 years: None

The Company's securities ownership as of 31 December 2011: 0.00%

Family Relationship: None

20. 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 - April 2003 Assistant Vice President - IT, Samart Corporation Plc.

1996 - 1998 VP, RIS Co., Ltd.

Education/Training Program: Bachelor Degree in Accounting, Chulalongkorn University

Previous record in illegal dealing for the past 10 years: None

Previous record in wrong doing on misuse of insiders' information
and inappropriate connected transaction for the past 2 years: None

The Company's securities ownership as of 31 December 2011: 0.00%

Family Relationship: None

21. Mr.Natthrapong Phisitphadhrikul

(registered changing the name from Mr.Noppong Bootkhwan)

Position: Vice President - Internal Audit Office

Age: 46 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.

Education/Training Program: 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 for the past 10 years: None

Previous record in wrong doing on misuse of insiders' information

and inappropriate connected transaction for the past 2 years: None

The Company's securities ownership as of 31 December 2011: 0.00%

Family Relationship: None

22. Mr.Nopphadol Khemayotin

Position: Vice President - Business Development and Investment Department

Age: 45 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.

Education/Training Program: Certificate of Achievement (Future Market)

Sakura Dellsher Education Program, Chicago, U.S.A (Received Full Academic Scholarship)

Certificate of Laws and Ethics for Fund Management

Association of Investment Management Companies (AIMC) Thailand

Master of Business Administration (M.B.A) in Finance

Western International University, Arizona, U.S.A

Bachelor of Arts (B.A.) in Finance and Banking, Thammasat University, Bangkok, Thailand

Previous record in illegal dealing for the past 10 years: None

Previous record in wrong doing on misuse of insiders' information

and inappropriate connected transaction for the past 2 years: None

The Company's securities ownership as of 31 December 2011: 0.00%

Family Relationship: None

BEC World's existing Executives and Controlling Parties holding management roles in subsidiaries and related companies as of December 31, 2011

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	25	26	27
1. Mr. Vichai Maleenont	X, //	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//
2. Mr. Prasan Maleenont	//	//	//	//	//	//	//	//	//	//	//	//	//	X, //	//	//	//	//	//	//	//	//	//	//	//	//	//	//
3. Mr. Pravitt Maleenont	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//
4. Mr. Prachum Maleenont	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//
5. Ms. Ratana Maleenont	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//
6. Ms. Nipa Maleenont	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//
7. Ms. Amphorn Maleenont	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//
8. Mrs. Ratchanee Nipatakul	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//	//
9. Mr. Arun Ngamdee	/																											
10. Mr. Prathan Rangsimaporn	/																											
11. Mr. Manit Boonprakob	/																											
12. Mr. Chansak Fuangfu*	/																											
13. Mr. Somchai Boonnamsiri*	/																											
14. Mr. Matthew Kichodhan	/																											
15. Mr. Chatchai Thiamtong	/																											

Details of Companies stated in the above table

Subsidiaries Directly Held by the Company

- Bangkok Entertainment Co., Ltd.
- Rungsirjavanit Co., Ltd.
- New World Production Co., Ltd.
- BEC Broadcasting Center Co., Ltd.
- You & I Corporation Co., Ltd.
- BEC Asset Co., Ltd.
- BEC Studio Co., Ltd.
- BEC International Distribution Co., Ltd.
- BEC News Bureau Co., Ltd.
- Bangkok Television Co., Ltd.
- Bangkok Satellite & Telecommunication Co., Ltd.

Subsidiaries Directly Held by BEC-TERO Entertainment Plc.

- Thai Ticket Major Co., Ltd.
- Have A Good Dream Co., Ltd.
- BEC-Tero ComCom Co., Ltd.
- BEC-Tero Scenario Co., Ltd.
- BEC-Tero Sasana Co., Ltd.
- BEC-Tero Radio Co., Ltd.¹

(Formerly: Virgin BEC-Tero Radio (Thailand) Co., Ltd.)

- IMG BEC-Tero Sports & Entertainment Co., Ltd.²

Related Companies

- Maleenont Tower Co., Ltd.
- Millionaire Property Fund
- Sport Art Co., Ltd.

Remark:

X = Chairman // = Authorized Director / = Director

¹ = registered the change of company name with the Ministry of Commerce on February 3, 2011

² = established in August 2011

Name List of the Executives and Controlling Parties of the Subsidiaries

Name List of the Executives and Controlling Parties	Bangkok Entertainment Co., Ltd.	Rungsirojvanit 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. Pravrit Maleenont	//			//
5. Mr. Prachum Maleenont	//		//	//
6. Ms. Ratana Maleenont	//	//		//
7. Ms. Nipa Maleenont	//			
8. Ms. Amphorn Maleenont	//	//		//
9. Mrs. Ratchanee Nipatakusol		//		
10. Mr. Boonyarith Suwanphucksa		/		
11. Dr. Cathleen Maleenont			//	
12. Mr. Brian L. Marcar			//	
13. Mr. Chansak Fuangfu			/	
14. Mr. Pravrit 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 2011 profit and loss statement.

X = Chairman // = Authorized Director / = Director

Reference Persons

SHARE REGISTRAR:

THAILAND SECURITY DEPOSITORY COMPANY LIMITED

The Stock Exchange of Thailand Building

Office: 62 Rachadapisek Road, Klongtoey, Klongtoey, Bangkok 10110

Call Center: 0-2229-2888

Tel: 0-2596-9000

Fax: 0-2832-4994-5

Website: www.tsd.co.th

E-mail: contact.tsd@set.or.th

AUDITOR:

Dr.Virach Aphimeteetamrong, CPA# 1378

Mr.Chaiyakorn Aunpitipongsa CPA# 3196

Mr.Apiruk Ati-anuwat CPA# 5202

DR.VIRACH AND ASSOCIATE OFFICE COMPANY LIMITED

Office: 518/3 Panunee Building, 7th Floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330

Tel: 0-2252-2860, 0-2255-2518

Fax: 0-2254-1210

LEGAL COUNSELORS:

P&P Law Firm

Office: 3199 Maleenont Tower Building, 22nd Floor, Rama IV Road,
Klongton, Klongtoey, Bangkok 10110

Tel: 0-2665-6150

Fax: 0-2665-6153

Website: www.paiboon.biz

E-mail: pa@paiboon.biz

FINANCIAL ADVISOR:

ASIA PLUS SECURITIES PUBLIC COMPANY LIMITED

Office: 175 Sathorn City Tower, 3/1 Floor, South Sathorn Road,
Thungmahamek, Sathorn, Bangkok 10120

Tel: 0-2285-1888, 0-2680-1111

Fax: 0-2670-9271

Website: www.asiaplus.co.th