

MANAGEMENT AND CORPORATE GOVERNANCE

Board of Directors

BEC World's Board of Directors consists of 14 directors, which is a unitary Board comprising 5 executive directors and 9 non-executive directors, 5 out of which are independent directors. This is adequate to audit the Company's management as required under the CG rules for registered company.

Board of Directors

As of March 21, 2017, the Company's Board of Directors comprised 14 directors, as follows:

- | | | | |
|-----|----------------|--------------|---|
| 1. | Mr. Somchai | Boonnamsiri | Independent Director / Chairman of the Board ⁽⁶⁾ |
| 2. | Mr. Prachum | Maleenont | Director / Vice-Chairman of the Board ⁽⁶⁾ |
| 3. | Mr. Somprasong | Boonyachai | Director ⁽⁵⁾ |
| 4. | Miss Ratana | Maleenont | Director |
| 5. | Miss Amphorn | Maleenont | Director |
| 6. | Mrs. Ratchanee | Nipatakusol | Director |
| 7. | Miss Nipa | Maleenont | Non-Executive Director |
| 8. | Mr. Chansak | Fuangfu | Independent Director |
| 9. | Mr. Arun | Ngamdee | Independent Director/ Audit Director |
| 10. | Mr. Prathan | Rangsimaporn | Independent Director/ Audit Director |
| 11. | Mr. Manit | Boonprakob | Independent Director/ Audit Director |
| 12. | Mr. Matthew | Kichodhan | Non-Executive Director |
| 13. | Mr. Voravat | Maleenont | Non-Executive Director ⁽⁴⁾ |
| 14. | Mr. Tospol | Maleenont | Non-Executive Director ⁽⁴⁾ |

Mr. Chatchai Thiamtong is Board of Director's Secretary.

CV showing experiences of the directors and the executive officers are displayed in page 140-147

Remark : The amendment of directors detail during 2016 and March 21, 2017, is as follows:

- (1) Mr. Vichai Maleenont, the Chairman, resigned from the director position, with effect from August 15, 2016;
- (2) Mr. Prasarn Maleenont, retired from the director position since he passed away on October 16, 2016;
- (3) Mr, Pravit Maleenont, resigned from the director position, with effect from November 9, 2016;
- (4) The Board of Director No. 5/2559, appointed Miss Tracy Ann Maleenont, Mr. Voravat Maleenont and Mr. Tospol Maleenont as the director in the vacant position, with effect from November 10, 2016;
- (5) The Board of Director No. 1/2560 acknowledged the resignation from the director position of Miss Tracy Ann Maleenont and appointed Mr. Somprasong Boonyachai as the director in the vacant position. In addition, the Board of Director appointed Mr. Somprasong Boonyachai as the executive director, with effect from January 18. 2017;
- (6) The Board of Director No. 2/2560 appointed Mr. Somchai Boonnamsiri as Chairman and appointed Mr. Prachum Maleenont as Vice Chairman, with effect from February 23. 2017;

Authorized Directors

Authorized directors are, Miss. Ratana Maleenont, Mr. Prachum Maleenont, Miss. Amphorn Maleenont, Miss. Nipa Maleenont and Mrs. Ratchanee Nipatakusol, in which 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, 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 who has responsibilities to administrate and control the management to be in accordance with laws, Company's objectives and regulations as well as the Board of Shareholder's decisions. 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 Directors and Executive Committee to inform to the Company Secretary if the director or his/her close relative(s) and person(s) related to the directors has any interest in the transaction to be entered into with the management agreement, the Company, or the Company's subsidiaries. The Company Secretary will compile as well as reporting information to Audit Directors and consideration of permission for any transactions following procedures, including completely disclosing any transactions regarding to regulations.

Performance of The Board of Directors

In 2016, the Board of Directors convened 5 meetings.

	Name-Family Name	Number of attendance time	Number of meetings
1	Mr. Vichai Maleenont ⁽¹⁾	1	3
2	Mr. Prasan Maleenont ⁽²⁾	2	4
3	Mr. Pravit Maleenont ⁽³⁾	3	4
4	Mr. Somchai Boonamsiri	5	5
5	Mr. Prachum Maleenont	4	5
6	Miss Ratana Maleenont	5	5
7	Miss Amphorn Maleenont	5	5
8	Mrs. Ratchanee Nipatakusol	5	5
9	Miss Nipa Maleenont	5	5
10	Mr. Chansak Fuangfu	4	5
11	Mr. Arun Ngamdee	4	5
12	Mr. Prathan Rangsimaporn	5	5
13	Mr. Manit Boonprakob	5	5
14	Mr. Matthew Kichodhan	4	5
15	Miss Tracy Ann Maleenont ⁽⁴⁾⁽⁵⁾	1	1
16	Mr. Voravat Maleenont ⁽⁴⁾	1	1
17	Mr. Tospol Maleenont ⁽⁴⁾	1	1

Remark :

During the year of 2016, there is an amendment of directors and their performance as follows:

- (1) Mr. Vichai Maleenont, the Chairman, resigned from the director position, with effect from August 15, 2016;
- (2) Mr. Prasarn Maleenont passed away on October 16, 2016;
- (3) Mr. Pravit Maleenont, resigned from the director position, with effect from November 9, 2016;
- (4) The Board of Director No. 5/2559, in which the meeting held on November 10, 2016, appointed Miss Tracy Ann Maleenont, Mr. Voravat Maleenont and Mr. Tospol Maleenont as the director in the vacant position, with effect from November 10, 2016;
- (5) The Board of Director No. 1/2560 acknowledged the resignation from the director position of Miss Tracy Ann Maleenont with effect from January 5, 2017.

Executive Officers

Executive Board

During the year 2016, executives comprised the follow:

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

The amendment of Executive Board during 2016 is as follows:

- (1) Mr. Prasarn Maleenont passed away on October 16, 2016;
- (2) Mr. Pravit Maleenont, resigned from the director position, with effect from November 9, 2016;

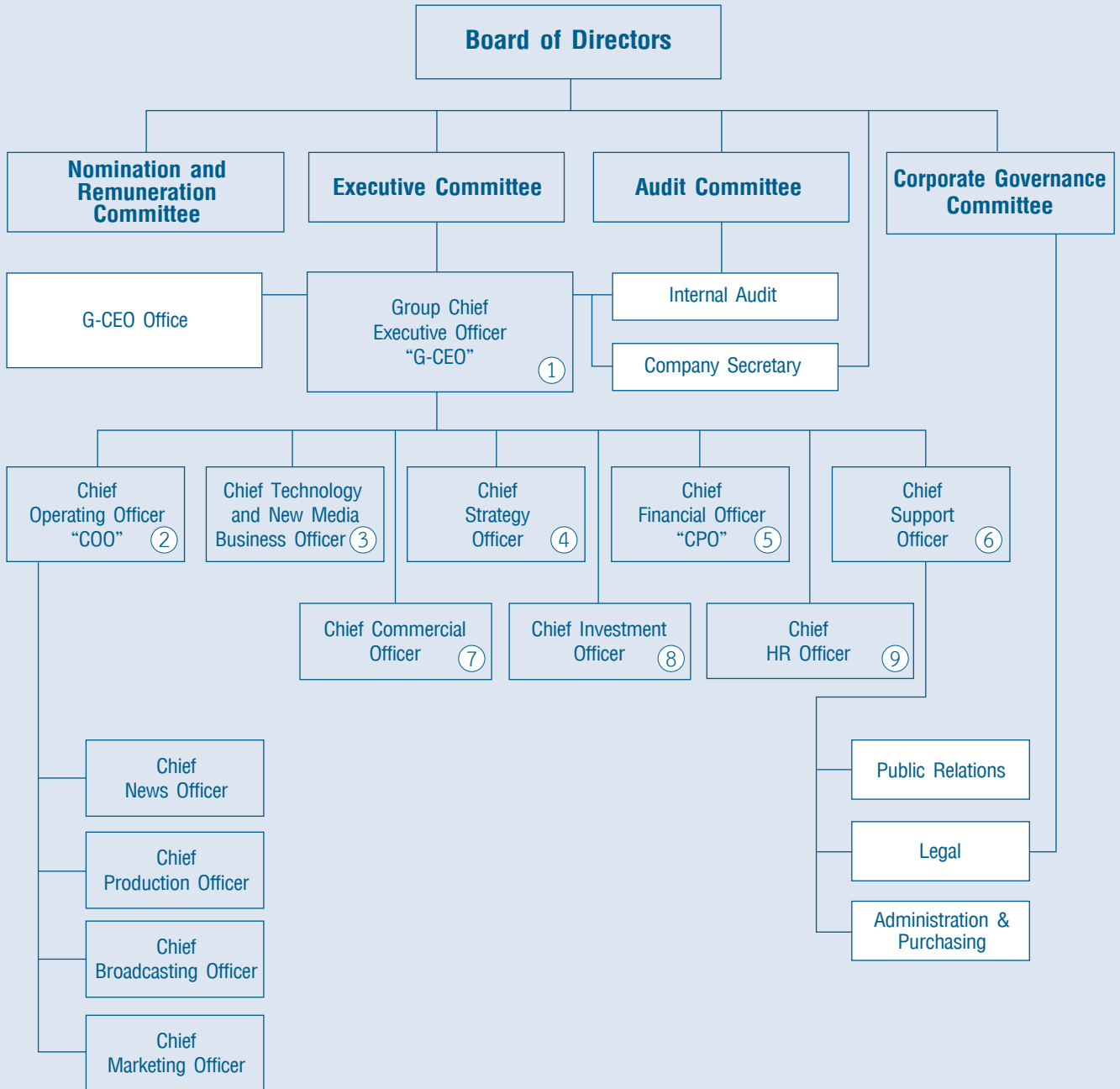
The amendment of Executive Officers during 2017 is as follows:

The Board of Director's Meeting of BEC World Plc. in the Meeting No. 5/2560, held on the 21st of March 2017, passed resolutions regarding the adjustment of internal management structure. The Executive Board proposed their opinion to the Board of Directors to consider the adjustment of internal management structure in order to strengthen the television business which is the core business and to create new job position to support the business expansion to generate new income. In addition, the Nomination and Remuneration Committee proposed the name of senior candidates to take the position in accordance with the revised structure. Therefore, the Director Board passed the resolution to revise the internal management structure as proposed by the Executive Board. These appointments are effective from the 21st of March 2017, onwards. Furthermore, the meeting approve the appointment of senior executives, as follows:

1. Appointing Mr. Prachum Maleenont – Vice Chairman and Executive Director, as Group Chief Executive Officer (“G-CEO”),
2. Appointing Ms. Amphorn Maleenont – Director and Executive Director, as Chief Operating Officer. (“COO”)
3. Certifying and specifying new position name for Miss Ratana Maleenont - Director and and Executive Director, as Chief Financial Officer (“CFO”)

Management Structure BEC World Plc.

as of 21 March 2017



Remark : ① - ⑨ means "Executives" as specified in the Notification of the Securities and Exchange Commission

Compensation of Directors and Management in 2016

(1) Monetary Compensation for the Directors and Management

At the end of 2016, the Company had 14 directors and had 5 executive officers, 4 of them were also the Company's directors. The Company's directors and management received monetary compensation in 2016 as follows:

- (a) Compensation to directors: Baht 19,770,000.-
(The company has only specified Compensation to directors in monetary, i.e., meeting allowance and remuneration. Other extra compensations are not designated.)
- (b) Aggregate amount of compensation to all executive officers Baht: 26,995,883.-
(i.e., salary, vehicle and living allowance, bonus, and contribution to provident fund).

Table showing compensation to directors in 2016

In 2016, the Board of Directors convened 5 meetings, the Audit Committee convened 7 meetings and the Nominating Committee convened 2 meetings. The meeting details and the amount of compensation can be summarized as follows:

	Name-Family name		Meeting Allowance	Remuneration	Total
1	Mr. Vichai	Maleenont (1)	30,000	653,000	683,000
2	Mr. Prasan	Maleenont (2)	40,000	591,000	631,000
3	Mr. Pravit	Maleenont (3)	60,000	677,000	757,000
4	Mr. Somchai	Boonnamsiri	100,000	1,100,000	1,200,000
5	Mr. Prachum	Maleenont	120,000	1,250,000	1,370,000
6	Miss Ratana	Maleenont	140,000	2,390,000	2,530,000
7	Miss Amphorn	Maleenont	100,000	1,250,000	1,350,000
8	Mrs. Ratchanee	Nipatakusol	140,000	1,250,000	1,390,000
9	Miss Nipa	Maleenont	100,000	1,250,000	1,350,000
10	Mr. Chansak	Fuangfu	80,000	1,100,000	1,180,000
11	Mr. Arun	Ngamdee	220,000	1,250,000	1,470,000
12	Mr. Prathan	Rangsimaporn	220,000	1,135,000	1,355,000
13	Mr. Manit	Boonprakob	240,000	1,135,000	1,375,000
14	Mr. Matthew	Kichodhan	80,000	1,250,000	1,350,000
15	Miss Tracy Ann	Maleenont (4) (5)	20,000	573,000	593,000
16	Mr. Voravat	Maleenont (4)	20,000	573,000	593,000
17	Mr. Tospol	Maleenont (4)	20,000	573,000	593,000

Remark : The amendment of directors' detail in 2016 is as follows:

- (1) Mr. Vichai Maleenont resigned from director position with effect from August 15, 2016;
- (2) Mr. Prasan Maleenont passed away on October 16, 2016;
- (3) Mr. Pravit Maleenont resigned from director position with effect from November 9, 2016;
- (4) The Board of Directors No. 5/2559 passed the resolution for appointing Miss Tracy Ann Maleenont Mr. Voravat Maleenont and Mr. Tospol Maleenont to be directors of the Company in the vacant positions, with effect from November 10, 2016, onwards;
- (5) The Board of Directors No. 1/2560 acknowledged the resignation from the director position of Miss. Tracy Ann Maleenont, with effect from January 5, 2016. In addition, the meeting passed the resolution to appoint Mr. Somprasong Boonyachai to be director of the Company in the vacant position. Furthermore, the meeting appointed Mr. Somprasong Boonyachai as the Executive Director, with effect from January 18, 2016 onwards.

(2) Other compensations which are not monetary

- None -

The Company Secretary

Appointment and specified responsibilities of Company Secretary: On 7 August, 2008, The Board of Directors meeting No. 4/2551 has appointed Mrs.Chalaiporn Ittithavorn to be the Company Secretary, commencing from 7 August, 2008, having minimum responsibility as required by laws, 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 of Directors or sub-committee meeting resolution to the relevant divisions for their acknowledgement, as well as to follow up the compliance thereof. Apart from minimum requirement prescribed by laws, the Board of Directors has assigned the Company Secretary to follow up and inform rules and regulations prescribed by SEC and SET and all relevant laws concerning business operation of the Company. 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 of Directors and coordinating to process and facilitate the seminar registration for the Board of Directors 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 of Directors has arranged for adequate number of officers at the Company Secretarial Office for assisting the performance of the Company Secretary. Company Secretary Information is displayed in page 149

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 2016, the BEC World group has total of 2,552 employees divided by the course of work as follows:

- Television broadcasting and media	1,657	persons
- Sourcing and producing documentaries, entertainment programme	140	persons
- Radio broadcasting	115	persons
- Production of Shows, Music, and Campaign Activities	530	persons
- Chain and Supporting Businesses	110	persons
Total	<u>2,552</u>	persons

Employee remuneration: 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 2016 in an amount of 1,621.1 Million Baht, which such amount already included the remuneration of the Company's employees in the amount of 110.7 Million Baht, consisting of salary, over time expenses, allowance, bonus, contribution to the provident fund, medical allowance and other welfares. The details of such remuneration is shown in the social responsibility report, under the subject sincerely "support" the services to improve the knowledge and ability pursuant to their mission, as well as to create love and good relationship in the organization during employment period.

Throughout 2016, the Company and its subsidiaries has expenses on officer training seminars in an amount of Baht 6.7 Million Baht.

Corporate Governance

1. Corporate Governance Policy

The Board of Directors has paid attention to Good Corporate Governance policy by implementing the CG policy to the business operation. The Board of Directors is of the view that Good Corporate Governance will improve effective and efficiency of the Company business operation, promoting the stability and lasting growth, increasing the investment value of the shareholder in the long term and strengthen faith and trust in the organization for the entire employee, shareholder, investor and interested person. The Board of Directors has implemented the following Good Corporate Governance suggested by SET;

1. 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.
2. The Company has regulated the policy, which is direction of the important Company operation in advance every year. The Board of Directors shall paid attention to the internal control and assessment system to supervise the executive operation to be efficient and in accordance with the policy. The Company shall always concern about business risk by providing adequate risk control and management.
3. The Company shall honor rights and treatment to shareholder and all groups of interested party with honesty, equality and fairness.
4. All directors shall perform their duty with honest and shall not take any advantage from information or opportunities of the Company for themselves or the third party. In addition, the Board of Directors shall control and prevent any conflicts with respect to the Company's interest.
5. The Board of Directors shall control and manage business operation to be in accordance with the Company's objective and shareholder's resolution with prudence under the Company's Article of Association, law and business ethics. All business decision shall be made under reliable and adequate information. The Board of Directors shall conduct their duty with their best endeavor, efficiency and responsibility.

The Board of Directors shall always review the Corporate Governance policy and guidance to the policy to update such policy to be up-to-date and to prepare the better implementation of the said policy of the organization.

2. Subcommittee

2.1 Director Structure

The Board of Directors has established sub-committees to assist for management or scrutiny of some certain matters. These sub-committees are, Executive Committee, Audit Committee, Corporate Governance Committee and Nominating and Remuneration 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.

In conducting the management, the Board of Directors has assigned the Executive Committee, comprising 5 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 Group Chief Executive Officer "G-CEO" 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.

The Corporate Governance Committee shall support the Director's operation by stipulating corporate governance policy and practice guideline, which is in accordance with the international standard corporate governance policy. The Company should comply with this corporate governance policy in order to encourage the concrete operation as well as promoting the Company to grow sustainably with the moral, transparent and accountable operation. This will encourage the reliability to the shareholders, investors, the interested person and any related person.

The Nomination and Remuneration Committee shall promote the director's operation by specifying the specification of candidate who is proper qualification for being director / highest executive. This committee shall also specify the rule and procedure for recruiting the person in various profession who has the proper qualification and having no the prohibited specification under the law, to be proposed for the director appointment to the Board of Directors meeting and the Shareholders meeting, respectively. In the event that the director retires before his/her term, the Nomination and Remuneration Committee shall propose the candidate to the Board of Directors meeting, so that the Board of Directors shall consist of the knowledge, capability and various professional person in order to support the operation of the Company group.

Executive Committee

As at 21 March 2017, the Company's Executive Committee comprised 5 executive directors as follows:

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|-------------------|------------|---|
| 1. Mr. Prachum | Maleenont | Executive Director, New Media Business Division |
| 2. Miss Ratana | Maleenont | Executive Director, Finance and Accounting Division |
| 3. Miss Amphorn | Maleenont | Executive Director, Production Division |
| 4. Mrs. Ratchanee | Nipatkusol | Executive Director |
| 5. Mr. Somprasong | Boonyachai | Executive Director |

Remark : The amendment of Executive Committee's detail in 2016 is as follows:

- (1) Mr. Vichai Maleenont - the Chairman, resigned from director position with effect from August 15, 2016;
- (2) Mr. Prasan Maleenont - the Vice Chairman, passed away on October 16, 2016;
- (3) Mr. Pravit Maleenont - the Executive, the Television Business division, resigned from director position with effect from November 9, 2016;
- (4) The Board of Directors meeting passed the resolution to appoint Mr. Somprasong Boonyachai to be director of the Company in the vacant position. Furthermore, the meeting appointed Mr. Somprasong Boonyachai as the Executive Director, with effect from January 18, 2016 onwards.

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 5 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 Group 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 month.

Audit Committee

The Board of Directors has appointed the Audit Committee pursuant to the regulation of SEC and SET, consisting of 3 independent directors. In addition, the Board of Directors has established the Internal Audit Office as another division in the Company and prescribed its Charter for supporting its performance. The Internal Audit Office shall directly report its performance to the Audit Committee.

The Board of Directors has approved roles, duties, responsibilities and Charter of the Audit Committee in writing; 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.

As at 31 December 2016, 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

(2) The Audit Committee who has knowledge and understanding in accounting and finance and has experience in auditing the Company financial statement is Mr. Manit Boonprakob, a certified public accountant, registration no. 2929. Currently, Mr. Manit Boonprakob is the Committee on Professional Ethics of Accounting Profession under the royal patronage of His Majesty the King. The details is as shown in the detail of director in page 146

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, propose compensation for the Company's auditor and propose the termination of the 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.
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 2016, the Committee convened 7 meetings, having details as follows.

	Name-Family Name	Number of attendance time	Number of meetings
1.	Mr. Arun Ngamdee	7	7
2.	Mr. Prathan Rangsimaporn	6	7
3.	Mr. Manit Boonprakob	7	7

The Nominating Committee

The Board of Directors has appointed the Nominating Committee, consisting of 3 directors, to assist the Board of Directors 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 of Directors comprising of qualified directors who can support the BEW World 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.

During 2016, 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 2016, the Nominating Committee convened 2 meetings, having detail as follow.

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

The amendment of the Nominating Committee in 2016

In the Board of Directors No. 4/2560, held on 10 March 2017, the Board acknowledged the resignation from the Nominating Committee position of Mr. Prachum Maleenont and Mrs. Ratchanee Nipatakusol. Subsequently, the Board passed the resolution to revise the structure of Nominating Committee as well as adding the responsibility and changing the name to be Nomination and Remuneration Committee. The Nomination and Remuneration Committee, as of 21 March 2017, comprised two independent directors and one executive director, totally, three directors, as follows:

1. Mr. Prathan Rangsimaporn Chairman of Nomination and Remuneration Committee
2. Mr. Manit Boonprakob Nomination and Remuneration Committee
3. Miss Ratana Maleenont Nomination and Remuneration Committee

Mr. Chatchai Thiamtong, Secretary of the Nomination and Remuneration Committee

In this regard, the Nomination and Remuneration Committee will consider a charter and propose such charter to the Board of Directors for consideration and approval in due course.

Corporate Governance Committee

The Board of Directors of BEC World Plc. supports the operation of the company group to be conformed the good corporate governance and business ethic. The Board of Directors No. 4/2560, held on 10 March 2017, passed the resolution to appoint the Corporate Governance Committee in order to support the operation of the Board of Directors, by stipulating the policy in relation to the good corporate governance and general practice to be in accordance with the international good corporate governance which the Company should conform thereto. This will encourage the concrete operation in the Company according to good corporate governance, as well as promoting the Company to grow sustainably arising from the operation with moral, transparent and accountability. This also creates the reliability to the shareholders, investors, interested person and all related person.

Corporate Governance Committee, consisting of the following persons:

- | | |
|-------------------------------|--|
| 1. Mr. Somprasong Boonyachai | Chairman of Corporate Governance Committee |
| 2. Mrs. Ratchanee Nipatakusol | Corporate Governance Committee |
| 3. Mr. Chansak Fuangfu | Corporate Governance Committee |
| 4. Mr. Voravat Maleenont | Corporate Governance Committee |
| 5. Mr. Tospol Maleenont | Corporate Governance Committee |
| 6. Mr. Chadej Tangcharoen | Corporate Governance Committee and Secretary |

Mrs. Chalaiporn Ittithavorn is the Assistant Secretary of Corporate Governance Committee

The Corporate Governance Committee will consider a charter and propose such charter to the Board of Directors for consideration and approval in due course.

3. Nomination and Appointing of Directors and Executive Officers

3.1 Independent Director

To nominate any Independent Director and submit such candidate the personnel for the Annual General Meeting to appoint as the Company Independent Director, apart from the criteria regarding education, training and work experience qualification, the Board of Directors also considers such candidate shall have no qualification and background contrary to definition of “Independent Director” imposed by law.

Independent Director means a director who is independent in giving opinion. The Board of Directors reviewed qualifications of the independent director as follows:

- 1) Director who may hold shares in the Company not more than 0.5% 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.

During the previous the fiscal year, no Independent director has material business relationship with the Company or provide any professional service to the Company.

3.2 Nomination and Appointing of Directors and Executive Officers

Since 21 March 2017, the selection for the nominating of the Company Director and Executive Officers is considered by the Nomination and Remuneration Committee without the condition of being any shareholder representative. The shareholder is free to nominate any person who has proper qualification by sending the name, education and work background to the Company via the Company website before the Board of Directors meeting for calling annual general shareholder meeting each year. For the Company Director Election, as the Article of Association of the Company specified that the voting right shall be 1 share per 1 vote without any right for cumulative voting; therefore, the shareholder is unable to divide their voting right during the election to make any candidate have more or less vote than other candidate.

4 Corporate governance of subsidiary company and associated company

(1) Corporate governance of subsidiary company and associated company

The Company’s investment policy in order to expand the Company’s business is to expand into 2 ways, which are 1.) by BEC World Plc.’s direct investment or 2.) through BEC-TERO Entertainment Plc., the subsidiary company, in which the Company holds 60% of shares. Such expansion include both the establishment of the new business entities and the new companies. The said new companies are more likely to be the subsidiary companies than associated companies. However, in some expansion cases, which we enter into partnership with third parties, BEC World and BEC-TERO tend to establish the joint-venture company. The investment policy for such joint-venture company is that BEC World or BEC-TERO will be the major shareholder of the said joint-venture company, provided that it will hold more than 50% of shares in order to be able to control the management direction and also the vote

in the shareholder meeting. As for the subsidiary companies and associated companies' corporate governance, the Company will nominate its executive directors to be the directors and executive directors of the said companies as pursuant to the investment proportion. In this regard, the Company's executive directors are able to effectively monitor the joint-venture company's operation and also control its policy making in the significant business.

The control of investment expansion in form of subsidiary company's establishment allows the Company's Board of Directors and Executive Committee to be able to closely monitor overall operation. This is because the Company has to conduct financial report within the end of every month, together with every company in the Company's group in the same accounting system. This will increase the capability to conduct financial report rapidly in the same standard. Regarding the transaction with the related person, acquisition or disposal of asset transaction or other significant transactions, the Company strives to fully conform to procedure, rules and regulations of government authorities. The Work System Compliance and Development Division, Internal Audit Office will study and monitor rules and regulations of Capital Market Supervisory Board, the Securities and Exchange Commission and Stock Exchange of Thailand, including other regulatory authorities (if any). It will, then, prepare work manual, acknowledge the relevant division and ensure its conformity thereto, including provide suggestion and recommendation in order to comply with such regulations.

As for the management of subsidiary companies, Internal Audit Division, Internal Audit Office, has assessed the system, analyzed, evaluated and provided suggestion and information regarding the said assessment. This is to enhance the efficiency of the subsidiary company's operation, together with having the appropriate and concisely adequate internal control system and risk management. When the Internal Audit Office has found any issues which may cause any potential problem, it will, then, inform the executive of the subsidiary companies, and provide the suggestion to resolve it. In case the subsidiary companies are obliged to determine any significant transactions, for instance, capital increase or decrease, merger and acquisition, dissolution, such subsidiary companies have to have consent of executive directors or the Board of Directors of the Company. This depends on the size of such transaction whether it is a significant transaction or not.

(2) The Company has no shareholders' agreement

5. Prevention on Exploitation of Internal Data

The Company has realized significance of prevention of insider trading by Director, Management (as defined as "Management") and employee, whether for personnel gain or for trading the Company security, including taking caution for the disclosing of such information to any irrelevant party prior to the appropriate time, since such disclosure could cause unfairness to the shareholder and investor. Therefore, the Company has regulated the course of action for the Director, Management and employee who has accessed to the internal data that they should strictly forfeit from trading the Company's security for two weeks prior to and after the Company's general information disclosure, whether it is the Company's operation result or significant development or any information that would affect the Company's share price. The Secretary of the Board of Directors has previously made the memorandum requesting the cooperation to the Director and Management (as defined as "Management") from time to time to emphasize the Director and Management's obligation under the law for reporting any change of security holding to the Board of Directors' meeting. In 2016, every director and executive gives full cooperation to comply with the Company's policy.

In addition, with respect to Clause 1.4 of employee's ethics to the customers in employee manual, it specifies that the employee shall keep the customer's confidential and shall not seek any benefit from such information. In addition, Clause 3.5 of the said employee's ethic also specifies that the employee shall not ask for or receive any benefit from the customer in return for the work in his/her position.

6. Auditor Compensation

(1) Audit Fee

In 2016, the Company and its subsidiaries paid the auditing fees to Dr. Virach and Associates Co., Ltd. in the amount of 7,500,000 Baht (Seven Million Five Hundred Thousand Baht), in accordance with the amount approved in AGM 2016.

(2) Non - Audit Fee

- none -

7. Good Corporate Governance Practice

Corporate Governance (CG) Compliance Report BEC World PLC 2016

Section 1 Shareholder Rights and Section 2 Equal Treatment to all Shareholders:

Shareholder Rights Protection

1. The Board of Directors has prescribed CG policy regarding shareholder rights and equal treatment to all shareholders as follows:
 - The Company shall honor rights and treatment to shareholder and all groups of interested party with honesty, equality and fairness.
 - 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.

Practically, the Board of Directors encourages the shareholder to exercise their rights by voting in the shareholder's meeting, whether for the appointing or dismissing the director, the director's compensation, the auditor appointing and compensation or the dividend payment. The shareholder is entitled to inquire the operation result, including inquiring about any development that might affect the Company. Previously, the number of local institutions investors and foreign investors who exercise their vote during the shareholder meeting is increasing gradually. In addition, many of the local institutions investors and foreign investors are frequently visiting the Management to inquire the investment and development policy of the Company. Furthermore, the Company also held the analyst meeting every quarter, on the day after the filing of financial statement to SET, to clarify the additional information regarding the information disclosed in the financial statement, including information regarding business tendency to support the decision of shareholder and investor

2. The internal department responsible for facilitating all shareholders: The Board of Directors has assigned the Investor Relation unit ("IR") to assist and facilitate shareholders including to disclosing and providing information to shareholders. Shareholders and Investors can reach such information via the Company's website "www.becworld.com" or if the shareholders would like to contact the company via IR and the company secretary, they can contact the Company via e-mail address: ir@becworld.com. In addition, the shareholders can contact the Company via post or present themselves at the Company's office, located at 30th Fl., Maleenont Tower, No.3199, Rama IV Road, Klongton Sub-District, Klongtoey District, Bangkok 10110, Tel: 02 262 3635, Fax: 02 262 3170.
3. The disclosure of information and the contact: The disclosure of information shall be made thoroughly, equally and update, such information must provide sufficient, correct and complete information beneficial for their investment and decisions. After submitting information via the Stock Exchange of Thailand's electronic system, the Company shall also disclose the information on its website, www.becworld.com. The information has been prepared in 2 versions i.e. Thai and English version for foreign shareholders. Channel for obtaining information of the Company: Besides those information provided in website of the Stock Exchange of Thailand ("SET"), www.set.or.th, the shareholders and investors can also follow up such information via the company's website; namely www.becworld.com.
4. The Company always gives priority to equal treatment to all shareholders, whether institutions investors or minority shareholder, both Thai and Foreign nationality, without discrimination. In addition, the Company has a policy to encourage all classes of shareholders to attend the meeting, exercising their voting right and giving comment in the shareholder meeting. In this regard, the Company prepared and sent invitation letters, supporting documents, and other documents explaining the required documents which the shareholders shall present prior to such meeting. There are 2 versions of documents i.e. Thai and English versions and to be sent to all shareholders in advance before the meeting date.

5. The Company has facilitated shareholders to fully exercise their rights for attending and voting in the meeting. In no cases shall the Company do anything that would restrict the right to attend the meeting and vote. To illustrate, (1) The Company chose a meeting location in which is located in the center of the city, having the convenient transportation in order to facilitate the shareholders / proxies to travel and attend the meeting. (2) The Company has sent Proxy Form B and C, to facilitate the shareholders who could not attend the meeting to be able to exercise their voting right, to all shareholders together with an invitation letter. The proxy form shall enable the shareholders to vote in each agenda, especially for director appointment, the shareholders are able to vote, individually. The shareholders are entitled to empower a third person as a proxy holder to attend the meeting or authorize independent directors whose names specified by the company as a proxy holder to vote on behalf of themselves. In this stage, the shareholders can send the filled and voted Proxy Form to the Company via post before the meeting date, which is not burden the shareholders too much. (3) As for the registration for attending the meeting, the Company has provided the computer system to assist the registration, attend the meeting and assess the voting result in each agenda. In addition, the Company also provided the voting ballot for the shareholders at the registration point for the convenient of the vote count.
6. The proposal of agenda and candidate director: Should any shareholders wish to propose the issue for shareholder meeting, including any suggestion, the name and detail of the person who they deemed to be qualified for the director position, including in case of the shareholder has the question regarding any agenda; they should propose the issue, question and the supporting information for consideration to The Board of Directors in advance before the meeting via website “www.becworld.com” or via post to the Company Secretary, located at 30th Fl., Maleenont Tower, No.3199, Rama IV Road, Klongton Sub-District, Klogtoey District, Bangkok 10110, Tel: 02 262 3635, Fax: 02 262 3170. Upon receiving any proposal from the shareholder, the Company, by the Company’s Secretary, shall propose the said matter to the Company’s Board of Directors for consideration within meeting agenda in due time prior to the Board of Directors request for annual general shareholders meeting. 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. In case the Board of Directors opines that such matter, proposed by shareholder is not related with the company’s business activities or useful for the sake of the shareholder or such request has too short period to consider, the Board of Directors 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; However, In 2016, there has been no minority shareholders proposed any matter(s) to be included in agendas for the meetings, proposed the candidate to be voting as director, including there has no question sending prior the meeting.

Invitation Letter

7. With respect to the AGM 2016, the board of directors considered to contain the agendas as prescribed by laws, whereas, the shareholders, taking a position of Managements, did not propose any additional agendas to the Board of Directors meeting. The normal agenda for AGM are (1) to acknowledge the Board of Director report (2.) considering to approve the financial statement for the Fiscal Year as of December 31, 2016 (3.) considering replacement of directors by rotation retirement (4.) considering director remuneration for the Year 2017 [the Company makes payment only meeting allowance and compensation to its directors] (5.) considering the appointment of auditor and auditing Fee for the Year 2017 (6.) considering approving profit allocation, in which the Articles of Association protects the right of shareholders by specifying that the Company shall pay the dividend to shareholders equally as per the ratio of shares held.
8. According to the invitation letter for AGM2016, it contains the information regarding the date, time and place of the meeting and agenda of meeting. The Company has arranged for disclosure of information, supporting each agenda properly for acknowledgement and consideration, and specified the objectives and reasons, the resolution of the Board of Directors of each agenda as proposed. The Company has delivered the invitation letter and supporting documents in English for foreign shareholders. The documents delivered were as follows:

- Agenda for director election: preliminary information of each candidate (such as prefix, name, age, director category, period, educational/training background, work experience including any information which may cause a conflict of interest against the Company's business, position in other companies, dividing to listed company and non-listed company, the Company's security holding ratio, previous year performance, etc.). In 2016, there were 4 directors. The Nominating Committee opined that the Board of Director and the Shareholders should elect the aforesaid retired directors for another term. The said retired directors' qualification has been reconsidered by the Nominating Committee. The Nominating Committee considered and opined that four retired directors have qualified and have no prohibited qualification under the Public Company Act, as well as having no offence record under Securities and Exchange Act. In addition, they have the strong background in the Company business, which is the benefit for the Company. In the preceding term, they performed their obligation with responsibility, care and honesty, which is in accordance with the law, objectives and the resolution of the shareholders meeting. In addition, they could well control the Company's business. Therefore, the Nominating Committee opines that the retired directors should be re-elected as the director of the Company. In addition, three of the said retired directors are the Independent Directors, which the Company showed the definition of Independent Director for shareholders' consideration.
- Agenda for director compensation: Since there has been no sub-committee appointed by the Board of Directors to propose the remuneration of the directors to annual general meeting of shareholder, the Board of Directors has jointly considered this matter by them. To determine the compensation rate, apart from considering the method of paying the compensation, the Board of Director also considered the amount of compensation as well. As such, the Board of Director considered the rate of the compensation by comparing the compensation rate of other companies in the same industry, and other companies, having similar income and profit. In addition, the trend of the Company's operation, the direction of industry as well as other environment factors have been taken into consideration. To propose this agenda, the Board of Directors properly discussed and expressed their views for shareholders' decision. As for 2016 AGM, the Board of Directors has considered to propose the compensation rate for the directors as the same rate of 2015. The compensation rate of the directors proposed to the shareholder meeting shall be in monetary form only namely attendance fee and directors' pension and the Board of Directors had not proposed additional beneficial offers to the meeting for consideration.
- Agenda for auditor appointment and auditing fee: the Audit Committee has been appointed by the Board of Directors to consider, elect, appoint and propose the name of the auditor and auditing fee for BEC World group, as well as to propose the termination of the auditor. As for 2016, the Audit Committee has jointly considered this matter and proposed the name of the former auditor to be the auditor of BEC World group for the another year. The names of the former auditor and auditing firm and also explained reason for appointing the former auditor has been specified in the supporting documents for meeting. The Audit Committee opined that the auditor had proper qualification, knowledge and expertise in profession. In addition, the operational result of the previous year was acceptable and satisfy. The auditor was also independent, having no relationship with the Company and its subsidiaries. Furthermore, the Audit Committee considered the appropriateness of auditing fee incremental, by comparing with the quantity of increased works, the auditing fees of other listed companies in the same industry, the auditing fees of other companies, having the similar operational results. The Board of Directors has presented enough information in each agenda, providing their own opinion for shareholders' decision.
- Agenda for dividend allocation: The dividend payment policy is shown in the supporting documents for considering the agenda regarding dividend allocation, as well as, in the important financial information topic in page 1 of the Annual Report.. 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, compared 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 this 2016 shareholders meeting, 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. In addition, in order to grant the right to the shareholders, equally, in the Board of Directors meeting for calling shareholders meeting, the Board of Director did not consider and specify other agenda, since it would deprive the right of shareholders who did not attend the meeting to consider such agenda.
9. The Company has presented to the shareholders the opportunity to exercises their rights in nominating the name of the person who they deemed to be qualified for the director position. The shareholders can nominate the name of such person together with his/her information for qualification consideration (i.e. criminal record, education and work experience, etc.), along with the nominated person's letter of consent allowing the Company to investigate his/her profile. The shareholders may propose the said matter to the Company's Board of Directors for consideration within meeting agenda in due time prior to the Board of Directors request for annual general shareholders meeting through the Company's Secretary or IR Unit via www.becworld.com, or at e-mail address: ir@becworld.com. 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 of Directors consideration to propose such matter to the shareholders meeting thereafter. However, in the 2016 shareholders meeting, there has been no shareholder proposed any candidate to be appointed as director.
 10. The Company has informed the shareholders of the required documents for the attendant registration as shown in the attendant document attached together with an invitation letter. The attendant document show the attendant registration time, the proxy, shareholders rights and the voting procedure.
 11. The Company has encouraged shareholders, who could not attend the meeting by themselves, to appoint their proxies to exercise their right to attend the meeting and vote. The Company has sent Proxy Form B and C to all shareholders together with an invitation letter. An explanation for required documents from shareholder and/or proxy holder including an English translation thereof was also provided for foreign investors. The Company has never specified any difficult condition or obstacle to appoint such proxy. In case of any shareholder, who could not attend the meeting and wishes to appoint independent director of the Company as proxy holder, the Company has proposed Mr. Manit Boonprakob, an independent director, to exercise their voting rights.
 12. The calling for the 2016 AGM, the Company has informed information regarding the resolution of the Board of Directors to call for the 2016 AGM through SET's electronic system on 17 March 2016, by attaching draft of the invitation letter both Thai and English regarding the shareholders meeting as approved by the Board of Directors, the contents of which contained all information relating to date, time, place agendas of the meeting, objectives and reasons, supporting documents for agenda consideration and acknowledgement, as well as, resolutions of the Board of Directors, sent 41 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. In the last section of such information disclosure, The Company has informed that the Company will post the original invitation letters of 2016, together with relevant supporting documents, financial statement and proxy etc., having the same contents as ones sent to all shareholders in hard copy both in Thai and English on the Company's website, www.becworld.com which displayed all information for 35 days prior to the shareholder meeting's date. This helped shareholders to study relevant information of the meeting in advance before receiving the invitation letter via post mail.
 13. Delivering of invitation letter: 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 of 2016 to shareholders within 14 days in advance prior to the shareholders meeting.
 14. Publishing of invitation letter: The Company has published the invitation letters for the 2016 Annual General Shareholder Meeting in "Kaohoon (Stock News)" newspaper for 3 consecutive days, approximately 2 weeks, before the Shareholder meeting date.

The Meeting

15. To facilitate all shareholders, the Company brought computer systems to assist in registering the shareholders attending the meeting, such as printing of voting cards and barcode, specifying details of attendees and number of shares, having voting rights, in each agenda, including the voting evaluation during each agenda. The shareholder could register to attend the meeting at all times, provided that the computer system shall adjust the total votes to the registered attendant of the shareholders. The Company shall close the attendant registration before the voting of the final agenda.
16. There were 10 directors from total 14 directors, including the Chairman of Nominate Committee, CEO, CFO and all senior Vice-President in each unit attending the shareholders meeting. attended the meeting. Vice Chairman, who also represented as Chief Executive 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.
17. In AGM 2016, the Company secretary invited the auditor team who was not responsible for clarifying the queries, to assist the examination of the vote counting. However, since the Company Secretary, as the meeting moderator did not inform the said duty of the auditor, the Company's Secretary did not record such duty in the minutes of AGM meeting. Notwithstanding, there was one shareholder volunteering to be the witness of the vote counting.
18. 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.
19. The meeting's procedure: The Chairman conducted the meeting in each agenda as specified in the invitation letter, sent to all shareholders without any changes or addition. The Company did not add any additional agendas or change any supporting information in the meeting without notifying the shareholders in the shareholders meeting in advance.
20. 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. Regarding the director appointment agenda, the voting cards were separated to enable the attendees to vote each director. There is one type of the Company share which is the ordinary share. In addition, the Article of Association of the Company specifies regarding the share and voting right of shareholders that they shall be granted the voting right equally, by having 1 vote per 1 share. The secretary also showed the result of voting result in all agenda.
21. 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 election, the Company also asked for cooperation from all shareholders to submit voting slip for director appointment agenda to the Company for record.
22. 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, the Chairman would answer such query after the meeting was finished. For 2015, the Chairman allocated time for answering every query during the meeting as shown in the minutes of the meeting posted on Company's website.

Preparation of Minutes of Meeting and Disclosure Meeting's Resolutions

23. In 2016 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, by specifying clear position; voting procedure, and counting of votes; agenda and resolution of each agenda. Before the meeting of each agenda, the Company specified the details of agenda, objectives and reasons of each agenda, directors' opinion and the resolution of

meeting in each agenda. Especially the agenda required voting, the Company has specified number of votes clearly, classified as agreed, disagreed or abstained; including queries/ suggestion/ opinion from shareholders/ proxies, attending the meeting and inquiring/suggesting in such meeting together with answers from the Board of Directors, including significant clarification. All queries, clarification and suggestion would be recorded in the minutes of meeting in order that the shareholders who did not attend the meeting could acknowledge the said queries, clarification and suggestion from the shareholders

24. The Company Secretary has summarized the resolution of the meeting, including the details of each agenda (agree / disagree / absent) through SET electronic system once the meeting was completed immediately and has submitted the minutes of 2016 AGM to SET within 14 days from the shareholders meeting date and also subsequently submitted the same to the Board of Directors 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 2015 financial statement in May 2016.
25. After filing the minutes with SET, the Company has uploaded the meeting minutes on the Company's website. For 2016, the Company has disclosed the 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. Until now, the Company has not been informed by shareholders that the said minutes of AGM 2016 was incomplete or incorrect.

Prevention on Exploitation of Internal Data

26. The Company has prescribed its policy to prevent insider's trading, of which has been informed to all employees and directors. CG on Exploitation of Internal Data has shown in Section 5. From the past, the Company has never experienced any insider trading by its director or Management.

Director's Interest and Connected Transaction

27. The Company disclosed the details of connected transaction, in the topic of "Connected Transaction". The Auditing Committee considered the transaction in order to examine the connected transaction to be reasonable. In addition, the price should be, comparable to the market price. The terms and conditions of the transaction must be in the normal course of business. Finally, the utmost of the Company group should be considered. The Company has never conducted any connected transaction in the form of financial assistance to other companies which are not subsidiary companies of BEC World group
28. Regarding the acquisition or disposal of asset transaction or other related transactions, BEC World group complies with all regulations as specified by Capital Market Supervisory Board, the Securities and Exchange Commission Thailand.
29. The Board of Directors has set a measure to prevent conflict of interest by imposing duty of directors, Management to inform their interest, close relative and related person regarding the entering into any transaction with the Company and subsidiary company to the Company Secretary. The Company Secretary will then gather the information and inform the Audit Committee and the Chairman in order to inform the Board of Directors, respectively.
30. In the event that the directors and Managements wish to propose the Company to enter into any transaction with conflict of interest with related person, the directors and Managements shall inform the Company in advance through the Audit Committee Office; in order for the Audit Committee Office to propose such matters for approval before entering into such transaction. The said information shall include the detail of the transaction with the BEC World group, i.e. parties' information, relationship, transaction characteristic and size and the interest of the related person in the transaction together with the relevant documents. The Audit Committee will then consider the reasonability of the transaction, the appropriateness of the price, the information of the price in the similar market and compare with the conditions of general business transactions, for the utmost of the Company and its subsidiaries, in order to propose their opinion to the Board of Directors or the shareholders meeting for the approval and compliance with the regulation regarding Connect Transaction of such transaction.

31. For mutual interest of the Company, it is a practice of the Board of Directors' meeting that, in case of any directors, Managements or related person have conflict of interest in any transaction, such director shall not attend the meeting during decision making of such transaction in order to ensure independence for consideration.
32. After the approval by the Board of Directors meeting or the shareholders meeting, the Board of Directors has assigned the Company Secretary to generally disclose the information as regulated and has assigned the Audit Committee to consider sufficiency and appropriateness for disclosure in financial statement and Annual Report, Connected Transactions with Related Party which may cause Conflict of Interest Section.
33. In addition, the approving of principle for transaction has regulate the precise period for reviewing the reason and appropriateness of the entering into transaction and the appropriateness of the transaction condition from time to time. As for any transaction which principle has been approved, there shall be a report summarizing the amount of transaction informing the Audit Committee and the Board of Directors at every ending of the accounting period.
34. In considering the entering into any transaction, the Audit Committee may assign the independent expert, the Company's auditor, financial advisor or legal counselor to provide their own opinion as supporting information with the Company's expense.

The Share structure of the Company

35. There is only one category of company share, i.e. the common share, having equal voting right, one share per one vote. In addition, there is no cross-shareholding and no pyramid shareholding.
36. The Board of Directors hold shares totally at the rate of 26.15%. However, if counting closed relatives' shares, the shares held by directors and their relatives are 47%, totally.
37. There are more than 40% Free Float shares (of the issued and paid up shares).
38. There is no shareholder agreement.
39. Other: Investor Relation Unit facilitates the shareholders of the Company. The shareholders could contact the Company via Investor Relation Unit, in which the Company does not impose the condition/barrier against shareholders for contacting Investor Relation Unit.

Section 3 Roles of Interested Persons:

The Board of Directors is aware of the importance and roles of all interested person groups toward the Company. Therefore, the Board of Directors 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 is as shown in the corporate social responsibility report of BEC World Group (not including in this report) under the following section, 1.) The important of BEC World's interested person, 2.) "Create" good, valued and society benefiting program, 3.) "Support" the services to improve the knowledge and ability pursuant to their mission, as well as to create love and bond in the organization for the employment period. The activity for social and environment is as shown in the corporate social responsibility report of BEC World Group under "Support" the activity showing the social and environment responsibility.

- Indemnification: the Board of Directors 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 working group to collect information and evidence as well as appointing a committee to consider compensation and procure a measure, and amount of money or other compensations to any injured persons in reasonable, fair and efficient measure to mitigate such damage.

- Human Right Policy: The Company's group conduct business regarding television station operation and television program production, especially producing news program, documentary program and entertainment program, having the audience in every genders and ages all over the country. Conducting as mass communication creates the opportunity to interact with the number of people. Therefore, the executives and employees shall perform their duty with carefulness and responsibility to the public. They shall perform their obligations, whatsoever in any environment, under the media ethics, also shall respect and not violate against the human right.
- Mechanism for Interested Person's Participation: the Board of Directors 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 coordinator. Any interested person may send a problem, opinion or any suggestion to the Board of Directors and every Sub-committee through the Company Secretary directly or via the Company's website. In addition, the Board of Directors 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 / Right Violation: the Board of Directors has prescribed procedures for a notification and complaint of any illegal transaction or immorality, incorrect financial statement or defective internal control system including right violation by notifying such matter(s) in writing with supporting evidences to the Internal Audit Office. The Internal Audit Office shall examine and then report such matter to the Audit Committee, subsequently. Both of them shall mutually conduct to set a measure to restrain damage including specifying protective measure for this matter. Such complaint shall be deemed to be "confidential information", without disclosing name of the notifying person, resource. In addition, all documents and evidences shall be kept securely in order to protect the security of the notifying person. The Internal Audit Office will conduct an investigation of information and report to the Audit Committee and the Board of Directors, respectively.
- Anti-Corruption policy is shown in Corporate Social Responsibilities report.
- Policy and practice regarding none infringement of intellectual property: Board of Directors sets standard policy to prevent infringement of intellectual property especially Copyright, for example establishing a unit to be responsible for managing other person's copyright works and contacting other person for acquiring license to exploit their copyright works. In addition, the Company has provided a training program regarding the intellectual property law to the executives, employees, television program producers and reporter etc.
- 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.

Section 4 Information Disclosure and Transparency

The Board of Directors 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.

IR Unit

1. IR Unit: The Board of Directors has established IR Unit under direct control of Finance Division, responsible for preparation and disclosure of material information, both financial information and non-financial information in accordance with regulations of the SET and SEC. IR Unit always evaluate to improve efficiency of information disclosure, 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.

2. IR Unit, BEC WORLD PUBLIC COMPANY LIMITED, located at 30th Fl., Maleenont Tower, No. 3199, Rama IV Road, Klongton Sub-District, Klogtoey District, Bangkok 10110, Tel: 02 262 3635, Fax: 02 262 3170 website: www.becworld.com or e-mail address: ir@becworld.com.
3. The Board of Directors 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. Such disclosure of information with respect to the Company's development shall be strictly complied with SET regulations regarding information disclosure of listed Company.
4. Many of the local institutions investors and foreign investors are frequently visiting the Management to inquire the investment and development policy of the Company. Furthermore, the Company also held the analyst meeting every quarter, on the day after the filing of financial statement to SET, to clarify the additional information to regarding the information disclosed in the financial statement, including information regarding business tendency to support the decision of shareholder and investor
5. In addition, IR Unit is a coordinator with 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.
6. The IR activities: In 2016: The Company has convened the analyst meeting at head office, totally 4 times by holding such activities in the next following working day after filing financial statement of 2015 and financial statement of 1st – 3rd quarter of 2016. Mr.Chatchai Thaimtong, Senior Vice President, Finance Division, Mr. Surin Krittayapongpan, Vice Managing Director, acting on behalf of the deputy Managing Director and Executive President and Marketing Manager of Bangkok Entertainment Co., Ltd. of the subsidiary of the Company, conducting the core business of the Company, have provided information and clarification regarding operating result, marketing, policy/business trend to the analysts directly. In addition, giving an opportunity to institutional investors, both local and international, to visit business entity and meet executive directors (Company Visit), where roughly there were 2 institutional investors visiting the Company per week. In addition, the Company has assigned Mr.Chatchai Thaimtong to join some activities held by local securities companies; plan for conducting IR activities for 2016, the Company shall convene the analyst meeting and press conference for the operating result at the Company's head office, in every quarter, giving an opportunity to local and international investors to visit the Company and meet executive directors (Company Visit), except some financial period – 2 weeks before disclosing the operating result. In addition, the Company shall attend investor activities as invited by securities companies, and shall consider appropriateness for visiting investor in foreign countries.
7. Communication channel of the Company: The Board of Directors 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 BEC World 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.

Information Disclosure

8. The Company has prepared and distributed all material information, both financial information and non-financial information correctly, completely, sufficiently, timely and in accordance with the regulations, prescribed by the SET and SEC. Apart from making disclosure in form 56-1 and annual report, the Company also disclosed information through SET's electronic system and the Company's website (www.becworld.com) by updating such information, consistently. In 2016, the Company as complied with all regulations and disclosed the information prescribed by the SET and SEC correctly and did not have any penalty in relation to the offence of non-disclosure and never been ordered to edit the financial statement.
9. In filing the Company's documents to the SEC and the generally publishing through SET website of the financial statement, the Company shall always provide and file the management discussion and analysis (MD&A) together with the said financial statement. After the disclosure of financial statement through SET electronic systems, Company will also publish the said information through the Company's website.
10. Information in form 56-1 mainly shows in annual report. In this regard, the Company has shown both form 56-1 and annual report on the website for shareholder and investor to download.
11. The information disclosure in 2016 Annual Report of the Company having details as follows:
 - Important Financial Information and dividend allocation policy.
 - The report of Board of Directors showing the role, duty and opinion from their performance during the passing year to the shareholders as shown in page 2-3 of 2016 Annual Report, Director Report Section, signed by Chairman.
 - The report of Audit Committee showing the role, duty and opinion from their performance during the previous year to the shareholders, including the appointment of auditor and the determination of their remuneration, in which the auditor has been authorized by SEC office. The Board of Directors considered the qualification, the proficiency and the independence of the said auditors, in addition, such auditor has no relationship or involve with Company or subsidiaries, as shown in page 4-5 of 2016 Annual Report, Audit Committee Report Section, signed by Chairman of the Audit Committee.
 - The Company showed the business operation information and the structure of the Company group. The Company group specified the ratio of the Company's shareholding, under the topic of "The Business Operation". The Company disclosed the vision, objectives and long term target of the Company, as well as the strategy of business operation, the division of business operations within the group, the investment in subsidiary and associated company policy and substantial change and development regarding business operation and management.
 - Industrial Environment shown in Management Discussion and Analysis, giving information concerning market share and amount of money in the advertising industry. In addition, it also shows the analysis regarding industrial environment and competition in television business, program sourcing and production business, which the Company currently operates. It describes the position and potential in competition of the Company and subsidiaries in the group. In addition, it specifies risk factors of business operation, e.g. risk in growth of advertising costs and expenses, market share maintaining, amendment of broadcasting operational control, renewal operation agreement, substitute of tv media by new advertisement and risk in holding shares of the Company by a group of majority shareholders, which is the risk in management.
 - Report of the Board of Directors' Responsibilities for the financial statements signed by Chairman and proposed to the shareholder, as shown in this 2016 Annual Report. It is presented together with page, showing auditor report.
 - Financial Statement was audited by the auditor, authorized by the SEC office. The auditor certified the financial statement without the condition. The management discussion and analysis shows the overall business operation and substantial change, policy, strategy or business decision, the result of operation and capability of making profit, the description of revenue, e.g. revenue form airtime sale, licensing and other services, concerts and shows organizing, etc. as well as the details of expenses, e.g. cost of sales and services, organizing concerts and shows, selling and administrative expenses, financial cost, etc. There is the details regarding asset management capacity, showing financial status, total assets, assets component and assets quality. this also presents liquidity, source of investment, liabilities and management of off-balance sheet liabilities. In addition, it discloses factors or events which will affect financial status or operation in the future.

- The disclosure of shareholder structure including the shareholding of director and executive director, is shown in “List of major shareholders” topic. The Company specifies the shareholding of Maleenont group, which is the major shareholders, having the impact against the management policy determination or the substantial Company operation, by specifying the ratio of shareholding and the amendment of shareholding by directors and executive officer in the previous year. Furthermore, it is also shown in the detail of director and executive officer topic. Please note that the shares held by Maleenont group is held by themselves directly. The said shares are not held by its spouse or underage child.
- Management Structure showing information concerning the Board of Directors and executive directors, by disclosing the scope of authority, the authorized directors, measures to prevent conflict of interest, performance of duty, number of the meeting and number of the attendance time that each director attended during the previous year, including the detail concerning the compensation of directors and executive officer. The Company did not hire any director as the consultant, etc., therefore, there is no other compensation for the director. In addition, the information regarding the Company Secretary and personnel is also disclosed therein.
- CG Policy Section showing the detail of sub-committee, scope of authority of sub-committee, corporate governance policy, corporate governance practice, the recruitment of director and senior executives, corporate governance of subsidiary company and associated company and prevention on exploitation of internal data, which it is compulsory that the directors and executives shall notify the amendment of securities holding to the Company Secretary in order to report to the Board of Directors meeting. This section will also show auditor fees and related fees, including the corporate governance practice report of the previous year.
- The policy regarding social and environment and compliance with the regulated policy is as shown in the CSR report of the Company.
- In the Annual Report, the Company disclosed the information regarding the internal control and risk Assessment; the Company has provide the risk management manual and has assessed the operational risk for each division annually. The Work System Compliance and Development division, Internal Audit Office, has collect and report the said risk assessment summarizes for the Board of Directors consideration annually.
- Regarding the connected transaction, the Company disclosed information regarding during the year, including the necessity and appropriation of transactions. In addition, the Company specified the policy and trend of the execution of connected transactions. With respect to the future connected transaction, the Board of Directors will perform in accordance with the Securities and Exchange Act and the regulation of Capital Market Supervisory Board related to the connected transaction. In the event that there is a connected transaction between the Company or its subsidiary and any interested person, the Company will assign the Audit Committee to examine and provide opinion regarding the necessity and appropriation of the transaction. Regarding the consideration and condition thereof, if the Audit Committee has no expertise in such connected transaction, the Audit Committee may request for the opinion from the independent expert, in which the Company shall be responsible for any expenses thereof.
- Information regarding the Director, Executive officer, showing the name, position, age, experience, education background, director training program, other training program, the position in other listed and non-listed company, offence record in Securities and Exchange Act and/or Public Company Act. In addition, the Company also clearly disclosed that which director is independent director and non-executive director.

12. The disclosure of information and other news on www.becworld.com website objective is to ensure that the shareholders, investors and any related person receive the investment supporting information. As the information in the website is the direct information from the Company, the Company has considered the sufficiency, reliability, not misleading and timeliness of the information. In addition, for the benefit of the shareholders and investors, the Company has also disclosed the information of the past 3-5 years. The financial statement, MD&A, other news notified via the data center of SET, the main information will show in form 56-1 and annual report which also showing in Company website. The disclosed information is the following:
1. Vision and mission of the Company;
 2. Business operation characteristic;
 3. Structure and management (Company structure) showing the name of directors, the position and the detail of Executive directors;
 4. Quarter financial statement and its explanation including MD&A;
 5. Form 56-1 and current and previous Annual report;
 6. The information proposed to analyst and investors, news which the Company distributed through SET (Press Release). This information will be show in the website after submitting via the SET's electronic system, 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. This information shall be post on the Company's website prior to the sending of the registered mail and Minutes of shareholders meeting, this shall be posted on the website within 14 days after the meeting date;
 7. Shareholding structure for both directly and indirectly holding;
 8. BEC World group operational structure, showing the ratio of shareholding in subsidiary company and affiliated company (the Company has no special purpose enterprises investment);
 9. List of top 10 shareholders' names;
 10. Shareholder structure showing Maleenont group shareholding details (holding 47.03% which are the directors and Managements of the BEC World group);
 11. Shareholders meeting invitation letter for the current and previous year;
 12. Article of association (the Company has no Shareholder Agreement);
 13. Corporate governance policy; and
 14. The contacting channel in the website is supervised by the Company Secretary. The information showing on the website is both Thai and English.

Section 5 Directors Responsibilities

1. CG Policy: The Board of Directors has set CG policy in written documents for all employees in the organization to acknowledge and comply with such policy. The Board of Directors 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. The Board of Directors has paid attention to CG policy by having the Management Division report the problem and obstacle in the operation to the Board of Directors. The Board of Directors has opined and advised to improve CG policy and has reviewed the said policy at least once a year to update such policy.
2. Code of Conduct: The Board of Directors 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.

3. 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 of Directors also follows up the compliance of Code of Conduct by employees in organization via Management Section. In 2016, there was no problem in the application and compliance with the Code of Conduct. The Board of Directors has paid attention to Good Corporate Governance policy by implementing the CG policy to the business operation. The Board of Directors is of the view that Good Corporate Governance will improve effective and efficiency of the Company business operation, promoting the stability and lasting growth, increasing the investment value of the shareholder in the long term and strengthen faith and trust in the organization for the entire employee, shareholder, investor and interested person. The Board of Directors always implements the following Good Corporate Governance suggested by SET
4. The Board of Director determines the vision, mission and strategy of the Company to be the guideline of the business operation. These vision, mission and strategy shall be reconsidered once a year for appropriation and enabling the Company to be ready the change of industrial environment and competition. The Board of Director also monitor the employees to apply the said strategy for the operation.

Structure of Board of Director

5. The Board of Directors Structure: There are 14 members of Board of Directors, comprising 5 executive directors and 9 non-executive directors provided that among those directors, there are 5 independent directors. Currently, Mr. Somchai Boonnamsiri, as the independent letter, is the chairman of the Company. The executive directors and G-CEO are the representative of major shareholder and are also the Management of the BEC World group, having competent knowledge, skill and understanding in the business while the non-executive directors are the directors with diversified experiences; who were from professional career, government officer and finance and marketing business. The non-executive directors are expert in marketing, who have the work experience with the major ad purchasing company, and having competent knowledge and understanding in the business. The directors and senior executive officers of the Company, have never been the partnership of the auditing firm which the Company currently hires. The Board of Directors has no sexual discrimination.
6. In presenting the Directors' information, the Company has present the following information, i.e. name-surname, photo, position, education and work experience and positioning in the Company history, on the Company's website and in the Annual Report. As for the nomination and proposing to the AGM for the election of the directors, the Company shall present the information regarding the private information, nominated position, positioning history, criminal record, positioning in any business that might cause conflict of interest, shareholding ratio, including the opinion of the Nominating Committee, in the relevant AGM supporting documents of the year of election. Such documents will also be show on the website of the Company.
7. 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. Now the Executive Committee comprises 5 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 G-CEO shall control all performance of the executive officers.

8. The Board of Directors has imposed qualifications of “Independent Director” of the Company by applying minimum criteria of the SEC by setting shareholding ratio, less than 0.5% of total voting shares. The definition and qualification of “Independent Director” is shown on Management Structure Section, Board of Directors Sub Section, and also shown in the Annual Report.
9. Currently, there are 5 Independent Directors constituting as one third of the total directors. The Independent Director is independent from the executive department. The Board of Directors has regularly reviewed the Independent Director qualification for the compliance of the Company with the independent director ratio of SEC. In addition, there are 2 Independent Directors, being the director in other listed and non-listed company, but not exceeding 5 companies.
10. The term for directorship both director and Sub-committee, are 3 years, without limitation of number of terms. Currently, there is no limit to the consecutive directorship of the director and independent director.
11. There are 4 executive directors and 3 non-executive directors, who are members of Maleenont family, a majority shareholder of the Company, currently holding totally 47.03% in the Company. From such amount, the executive directors and non-executive directors hold shares in the amount 26.14%, totally. The remaining shares are held by minority shareholders. Previously, there was no proposal from minority shareholders to nominate any person as a director candidate(s).
12. As the executive directors have normal routine management works in the Company and subsidiaries, the Board of Directors, 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 prior inform the Board of Directors, so that the director shall have sufficient time to perform his duty. The detail of each director’s position is disclosed to the shareholders in this Annual Report. In 2016, there was 3 non-executive directors assuming the director position in other listed companies, which was Mr. Matthew Kichodhan, being director in other 2 listed companies. Mr. Chansak Fuangfu and Mr. Somchai Boonnamsiri, being director in other listed company.
13. 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 of Directors has no policy to encourage senior management work for other business entity except in the same group. In case of necessity, such senior management shall seek approval from the Executive Committee. Now, none of the senior management is a director in other listed companies.
14. The Company Secretary is a permanent employee of the Company who has been appointed by the Board of Directors. The information regarding qualification, experience, education and training experience, including duty and responsibility of the Company Secretary is shown in the Management Structure Section, Company Secretary Sub Section and Director, Management, Chief of Internal Audit Officer and Company Secretary Information Section. The aforesaid is also shown in the website of the Company.

Sub – Committee

15. The Audit Committee: The information and qualification of the Audit Committee and the information of the Audit Officer who has knowledge, understanding and experience in accounting and finance is disclosed in the Corporate Governance Section, Sub-Committee Sub Section in the Report of the Audit Committee as shown in page 4-5 of the 2016 Annual Report.
16. In the Board of Director Meeting No. 4/2560, held on 10 March 2017, the Board passed the resolution to appoint the Corporate Governance Committee and to adjust the structure of the Nominating Committee to be the Nomination and Remuneration Committee. The Chairman of the Nomination and Remuneration Committee is the Independent Director. Also, the Secretary of the Board of Director is the secretary of Nomination and Remuneration Committee. Nomination and Remuneration Committee has the duty to select, recruit the qualified person, having no prohibited specification under the law, in order to propose to the Board of Directors Meeting and the Shareholders meeting, respectively. Then, the Board of Directors will vote for the highest executive director. In addition, the shareholder meeting shall approve the remuneration of the Committee and Sub-Committee. The disclosure of the Nomination and Remuneration Committee is disclosed in the Corporate Governance Section, Sub-Committee Sub Section.

17. The power of the Board of Directors and the Management Division has been divided clearly. The power of the Board of Directors is shown in the Management Structure Section, Sub-Committee Sub Section while the power of the Executive Committee and executive officer is shown in the Corporate Governance Section, Executive Committee Sub Section.
18. The Audit Committee has opined regarding the sufficiency of the Internal Control System and Risk Management in Page 4-5 of the Annual Report.
19. Notification for Internal Corruption: The affected party or those who know such action may file the information and evidence to the Internal Audit Office through the Company's website www.becworld.com to examine and report such matter to the Audit Committee. For the safety of the notifying person, the officer in the Internal Audit Office and the Company Secretary shall keep the information of the notifying person and any sources of such information confidential.
20. The BEC World group's subsidiary company administration control: The Company has sent the Executive Director to be the director of the subsidiary company pursuant to the shareholding ratio in order to closely control the administration of the subsidiary company, including to continuously and regularly keeping track of the operation result.
21. Board of Directors' Meeting
 - The Company has determined to convene Board of Directors meetings, at least 5 times per year, provided that the Company Secretary shall provide the notification letter notifying the Board of Directors meeting in advance throughout the year at the beginning of the year. The notification letter shall notify the main agenda of the 4 meetings, which 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. 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 G-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.
 - The Company Secretary has provided the memorandum notifying the Board of Directors meeting in advance throughout the year and has sent such memorandum to all of the Directors at the beginning of the year so that the Directors could arrange their time to attend the meeting.
 - Chairman and G-CEO, 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.
 - Every Director can propose the agenda to the meeting by proposing and sending documents through the Company Secretary to propose to the Chairman of the Board of Directors for considering putting in the meeting agenda.
 - The Board of Directors has assigned the Company Secretary to gather and deliver supporting documents to all directors in advance, approximately one week, to enable them to have enough time to study all information. In the past, there had been some problems regarding late delivery of supporting documents, however, this could be solved with an assistance of e-mail in communication and delivery of computer file before submission of the documents. 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.
 - The Board of Directors may invite the senior Executive and any Executive, relevant to each agenda, to the meeting in order for the Board of Directors to get to know the Executive who managing such matters and to inquire the addition detail and opinion regarding the said matters. The Board of Directors may request additional opinion from the independent expert, the Company's auditor, financial advisor or legal counselor as supporting information with the Company's expense.

- 11 out of 14 directors have attended not less than 75% of the Board of Directors meeting convened in 2016.
 - 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 4 hours approximately for each meeting, which is deemed to be proper time for the Board of Directors to consider the matter thoroughly.
 - The Board of Directors may request additional necessary information from the G-CEO or the person assigned by the G-CEO.
 - The Board of Directors has encouraged the non-executive directors to convene the meeting among themselves without attendance of executive director, to discuss any issue and subsequently inform the managing director of the result of the meeting. Such meeting, normally, convenes before the meeting of the Board of Directors. The Company Secretary is responsible to arrange for meeting place separated from the Board of Directors' meeting place.
 - 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.
 - 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 cannot be made without the meeting's approval. Then, the minutes duly certified shall be sent to the Chairman for signing
 - There are 5 meetings in the year 2016, the number of attendance time each director attended the meeting is shown in the Management Structure Section, Board of Directors Sub Section.
 - 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.
 - The Director Board prepared report of the board of directors' responsibilities for the financial statements, shown in the Annual Report together with the Auditor's report.
 - From the last year, there is no negative reputation due to the failure in performing the obligation regarding the supervision of director. The director did not conduct any offence which was fraud or immoral. There is no resignation of the non-executive director due to the corporate governance.
22. Evaluation of Director Performance: The Board of Directors and the Audit Committee 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 of Directors and the Audit Committee 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 of Directors will determine direction to improve working process with an opportunity for every director to express his/her view, independently. In 2016, the evaluation was conducted on February 23, 2017.

23. Director and Senior Management Compensation: The Board of Directors has set a policy to pay monetary compensation for director and Management suitable for economic condition, director and Management responsibilities, operating result and nature of business, by imposing the criteria for director and Management compensation, namely, 1) comparing with director and Management compensation of other listed companies in the same industry, or those having similar income or profit; 2) Operating result of the Company and tendency of operating result; 3) reasonable compensation, suitable for obligation, duty, responsibility and experience of director and Management. The director and Management who has more duties and responsibilities shall receive more compensation. The procedure for reviewing director and Management compensation annually is transparent. The Board of Directors will jointly consider the director and Management 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. As for the G-CEO Compensation, since the Company has no Sub-Committee to consider compensation; the Executive Director shall consider and approve compensation for G-CEO by take into account of duty, responsibility, performance and business profit of the Company. The Board of Directors also considered information regarding director and executive officer compensation of listed company presented by the Company Secretary.
24. Successive Plan for Company Management: The Board of Directors prioritized successive plan, by assigning the Human Resources Department to propose the qualified person to the Nomination and Remuneration Committee, to search for the person to be the executive officer in the event that the senior executive officers could not perform their duty. As such, the Nomination and Remuneration Committee has already recruited person for such successive plan.
25. Director and Management Development: The Board of Directors 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.
26. Giving information and orientation to the new director, the Company assigned Vice President of Human Resource to give information regarding the internal control management and business ethics and regulations of the organization. Regarding the information in relation to the Company's group business, industry, the operational result in the past, including the vision and target, the Vice President of Finance, who is responsible for investor relation tasks, will provide such information to the new director. In addition, the Company Secretary will be an assistance for supporting the information regarding other practices of the Board of Directors and other information of shareholders.