



บริษัท บีอีซี เวิลด์ จำกัด (มหาชน)
BEC WORLD PUBLIC COMPANY LIMITED

(Translation)

April 9, 2007

Re: Invitation to the 2007 Annual Ordinary General Meeting of Shareholders

To: The Company's shareholders

- Enclosures:
1. Copy of minutes of the 2006 Annual Ordinary General Meeting of Shareholders
 2. Copy of the 2006 annual report
 3. Data of persons who are nominated to be elected as directors
 4. Company's Articles of Association relating to the General Meeting of Shareholders
 5. Proxy Form
 6. List of documents required for registration to attend the Meeting
 7. Map showing the location of the Imperial Queen's Park Hotel

BEC World Public Company Limited will arrange for the 2007 Annual Ordinary General Meeting of Shareholders to be held on Friday, April 27, 2007 at 2.30 p.m. at the Rainbow Room, 5th Floor, Imperial Queen's Park Hotel, No.199 Soi Sukhumvit 22, Bangkok, to consider the following agenda:

1st Agenda: To Certify The Minutes Of The 2006 Annual Ordinary General Meeting Of Shareholders

Information for Consideration: The 2006 Annual Ordinary General Meeting of Shareholders was held on 26 April, 2006 and the Minutes of the meeting had already been submitted to the SET and MOC within 14 days after the meeting. The company had also posted the minute on company's website "www.becworld.com" for general review. There were no comment nor any suggestion received, so far. A copy of the minute is enclosed as supporting document for agenda 1.

Opinion of the Board: The Board of Directors is of the opinion that the shareholders meeting should certify the said Minutes.

Page 1 of 5

3199 อาคารมาลีนนท์ ทาวเวอร์ ชั้น 2, 3, 8, 9, 30-34 ถนนพระราม 4 แขวงคลองตัน เขตคลองเตย กรุงเทพฯ 10110 โทร. 0-2204-3333, 0-2262-3333 โทรสาร. 66 (0) 2204-1384

3199 Malenont Tower. Floor 2, 3, 8, 9, 30-34 Rama IV Road, Klongton, Klongtoey, Bangkok 10110, Thailand. Tel. 0-2204-3333, 0-2262-3333 Fax : 66 (0) 2204-1384

เลขประจำตัวผู้เสียภาษีอากร 3 101 90786 5



บริษัท บีอีซี เวิลด์ จำกัด (มหาชน)

BEC WORLD PUBLIC COMPANY LIMITED

2nd Agenda: To Acknowledge The Board Of Directors' Report

Information for Consideration: The Director report is shown as part of the enclosed Annual Report. However, for the convenience of our shareholders a copy of such report is also enclosed separately as supporting document for agenda 2.

Opinion of the Board: The Board of Directors is of the opinion that the report be presented to our shareholders.

3rd Agenda: To Approve The Balance Sheet And The Statements Of Income For The Fiscal Year Ended December 31, 2006

Information for consideration: According to the Company's Articles of Association, the Board of Directors has to prepare the balance sheet and the statements of Income for the fiscal year then ended and have them be audited by the auditor of the company and ready for shareholders' approval at the AGM. The balance sheet and statements of Income for the year ended December 31, 2006 are presented as part of the attached Company's Annual Report together with management discussion and analysis.

Opinion of the Board: The Board of Directors is of the opinion that the balance sheet and the statements of Income for the year ended December 31, 2006 as audited and reported without qualification by the auditor should be approved by the shareholders meeting.

4th Agenda: To Approve Appropriation of The Profit of The Year 2006

Information for consideration: For the year 2006 the net operating results of the company is a profit of Baht 1,642,734,365 when adding this to the retained earnings brought forward at the beginning of the year of Baht 993,038,672 then deducting the final dividend of the year 2005 paid within the year by the 2006 AGM of Baht 600 million at Baht 0.30 a share; and the interim dividend of Baht 700 million at Baht 0.35 a share paid by the Board's resolution on September 7, 2006 thereby the total retained earnings at the end of 2006 available for appropriation is amounting to Baht 1,335,773,037.



บริษัท บีอีซี เวิลด์ จำกัด (มหาชน)

BEC WORLD PUBLIC COMPANY LIMITED

However, there are changes in accounting for investments, imposed by the Federation of Accounting Professions, from the equity method to the cost method in separate (the company only) financial statements of the company effective from January 1, 2007. The changes are retroactive and require the restatement of the separate (the company only) financial statements of the company causes the retained earnings at the beginning of this year was restated as deficit of Baht 1,569,774,212.78, thus the company cannot pay any dividend unless the deficit is cleared.

Opinion of the Board: The Board of Directors is of the opinion that the retained earnings of the company cannot be appropriated this year.

5th Agenda: To Approve Transfer of Legal Reserve and Share Premium to Offset the Deficit

Information for consideration: According to the changes in accounting for investments, imposed by the Federation of Accounting Professions, from the equity method to the cost method in separate (the company only) financial statements of the company effective from January 1, 2007. The changes are retroactive and require the restatement of the separate (the company only) financial statements of the company causes the retained earnings at the beginning of this year (at January 1, 2007)was restated as deficit of Baht1,569,774,212.78. However, as the company had already appropriated its profit of Baht200 million as Legal Reserve and has Share Premium of Baht2,563,498,586; and the Public Company Law allows company to transfer these Legal Reserve and Share Premium to offset the deficit.

Opinion of the Board: The Board of Directors is of the opinion that the meeting should approve the transfer of Legal Reserve and Share Premium to offset the whole amount of the deficit of Baht 1,569,774,212.78.



บริษัท บีอีซี เวิลด์ จำกัด (มหาชน)

BEC WORLD PUBLIC COMPANY LIMITED

6th Agenda: To Appoint a New Director and Appoint Directors To Replace Those Who Were Due To Retire By Rotation And Fixing The Remuneration Of The Directors For The Year 2007

Information for consideration: According to the Company's Articles of Association, Board of Directors consists of not less than 5 persons; one-third of the Directors must retire by rotation at the Annual Ordinary General Meeting of Shareholders. The directors who retired can be re-elected for another period by the meeting. Furthermore the director have right to receive the remuneration.

Currently there are 11 directors in our Board of Directors. The 4 directors who are retiring by rotation at this meeting are Mr. Arun Ngamdee, Mr.Prathan Rangsimaporn, Mr.Manit Boonprakob and Mrs. Ratchanee Nipatakusol. The biography of each person are presented as supporting document for agenda 6.

Opinion of the Board: The Board of Directors is of the opinion that the meeting should re-elect Mr. Arun Ngamdee, Mr.Prathan Rangsimaporn, Mr.Manit Boonprakob and Mrs. Ratchanee Nipatakusol the retiring directors as the directors, and Mr. Matthew Kichodhan should be elected as a new director, top up the Board of Director to 12 persons, to add more diversity to the board to enhance its efficiency; and the remuneration of the directors for the year 2007 should be fixed as follows:

- A. Meeting allowance for the Chairman of the Board shall be fixed at Baht 8,000 and for other directors shall be fixed at Baht 4,000 each per each board meeting and Meeting allowance for any sub-committee member shall be fixed at Baht 4,000 each per each meeting. The total Meeting Allowance of the year 2007 should be within Baht 500,000 as same as last year.
- B. Compensation at the amount of Baht 15 million, increased from last year level by Baht 3 millions, shall be fixed for all the directors, for the year 2007, to be appropriated among them by the Board.



บริษัท บีอีซี เวิลด์ จำกัด (มหาชน)

BEC WORLD PUBLIC COMPANY LIMITED

7th Agenda: To Appoint Auditors And To Fix The Auditors' Fee For The Year 2007

Information for consideration: The Audit Committee has been assigned by the Board of Directors to select and appoint auditors and to fix the annual auditor fee. The Audit Committee had recommended the Board to nominate Mr. Chaiyakorn Aunpitipongsa and/or Mr. Apiruk Ati-anuwat of Dr. Virach & Associates Office, the previous auditor to be the auditor of the companies within the Group for the fiscal year 2007 and also recommended that the audit fee for the fiscal year 2007 should be fixed at the amount of Baht 5,243,000.-, an increase of 5.3% from the prior year. The increase of the audit fee is a resultant of the expansion of the existing business. The audit fee for the company is only Baht 1,160,000.- which 7.4% increased from prior year.

Opinion of the Board: The Board of Directors is of the opinion that Mr. Chaiyakorn Aunpitipongsa CPA# 3196 and/or Mr. Apiruk Ati-anuwat CPA# 5202, of Dr. Virach & Associates Office, should be appointed as the Company's auditors for the fiscal year 2007, and the meeting should fix the audit fee for the group at the amount of Baht 5,243,000 which the Company's part is Baht 1,160,000.-, slightly increased from prior year as the businesses have expanded.

The Company has fixed the date for closing the Company's Share Register Book for determining the rights of the shareholders to attend the 2007 Annual Ordinary General Meeting of Shareholders, from 12.00 noon of April 9, 2007 until the meeting is completed.

We would appreciate it if you could attend the meeting on the day and at the time and place so indicated. In the case that you wish to appoint a proxy, which may be any one of our independent directors, to attend the meeting and vote on your behalf, please kindly fill out the attached proxy form and present it to the Company together with the required supporting documents within April 25, 2007.

Yours faithfully,
BEC World Public Company Limited

-Signature-

(Mr. Vichai Maleenont)
Chairman of the Board



(TRANSLATION)

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

Time and Place

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

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

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

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

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



(TRANSLATION)

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

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

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

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

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

The Chairman requested the Meeting to consider and approve the Minutes of the Annual General Meeting of the Shareholders for the year 2005 held on April 27, 2005 which prepared and already sent to the Stock Exchange of Thailand and Ministry of Commerce within 14 days after the Meeting was finished. Moreover, the Company has published the Minutes of the Annual General Meeting of the Shareholders for the year 2005 on the Company's website at www.becworld.com in order for the shareholders and the related person to review the correctness and completeness of the material information as provided therein. So far, there is no



(TRANSLATION)

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

objection to the correctness and completeness of the information in any aspect. The Board of Directors has already reviewed such Minutes and opined that the Meeting should approve the said Minute which is specified as supporting documents for this Meeting sent to the shareholders together with the Notice of this Meeting. The Chairman, therefore, proposed the Meeting to consider.

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

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

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

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

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

Mr. Chatchai Thiamtong, a representative of the Management, stated to the shareholders that, for the last year, almost all of entertainment business operators have been adversely effected by the economic conditions. However, the Management did not overlook such matter regarding the decline in the operating results. The income of the Group of Company mainly derives from air time via television broadcasting media which depends on conditions of consumers in the country to spend their money. In the year 2004 and 2005, the confidence of consumers was greatly



(TRANSLATION)

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

reduced resulting in a serious adversely effect to the entertainment industry. However, the Management expected that the economic, which has already been recovered, would give a positive effect to the business of the Company. In order to be ready for this, the Management, therefore, started to invest more since 2004 by improving TV programs, adjusting the showtime and extending broadcasting time of the Channel 3 TV Station. The foregoing activities have caused the additional expenses immediately but the revenue was slowed down by the economic condition in general. After encountered with the problem since the end of year 2004 to the middle of year 2005, the Company gradually recovered at the end of year 2005 including the 4th quarter thereof. With regard to the competitive strategy, in addition to the improvement of TV program and introduction of new TV program, the Company has successfully made a new trend of prime time in the morning program. The Group of Company was successful from the attempt to produce new TV program relating to news by producing "Krob Krua Kao" in the morning, and the Company was successful from "Ruang Lao Chao Nee". With regard to women TV program, the Company was successful from "Poo Ying Teung Poo Ying" and also added more broadcasting time to "30 Young Jaew". For sports program, apart from adding more broadcasting time, the Company also added new sport TV program. For evening period, the Company has added more movie programs to be 3 movies instead and considered extending the broadcasting time for movie after news which have the highest air time rate. We extended the prime time movie from 1 hour and 30 minutes to 2 hours. The foregoing investments were for the purpose of generating source of profit for the Company in the future. The Management believes that, after the economic crisis has been passed, the said preparation by the Company should gain positive effect from the current economic conditions before other TV Stations. The Management believes that the year 2006 will be better than year 2005 which was the year that the Company attained the lowest operating results since listed in the Stock Exchange of Thailand.

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

Mr. Chatchai Thiamtong, a representative of the Management, stated that, the better operating results in the 4th quarter of year 2005 was resulting from both external and internal factors. The internal factor was because of the capability of BEC World Group in adjusting the showtime and improving TV program to be more suitable for the audiences/viewers which may be noticed from many awards have been given to our TV programs by outside organizations during the past



(TRANSLATION)

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

year. This was resulting in the increase of audiences/viewers. With regard to the external factor, it was because of the relief after the economic crisis that caused the slow down in spending the advertising budget for more than 18 months, including the increasing of consumer index causing all product owners to promote their products in order to maintain their recognition in the market. The aforementioned was resulting in the increasing of the competition in the market which affected the increase in our income. These 2 factors remained supportive to the Company up to present.

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

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



(TRANSLATION)

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

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

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

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



(TRANSLATION)

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

develop the Company's businesses and aims to obtain the good operating results for the wealth of the shareholders. However, the Management is not too optimistic, the duty of care principle will always be applied in managing the business.

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

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

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

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



(TRANSLATION)

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

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

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

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

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

Mrs. Sajeerat Maetheesuwapab, a minority shareholder, has made note to the Management that, in the year 2005, the Group of Companies obtained less income but there was trade account receivable overdue payment for more than 12 months totaling Baht 39.5 Million, cheque returned for Baht 4.8 Million. The Company has set reserve for doubtful account in the amount of Baht 55 Million as shown in page 34 of the Annual Report 2005. She, then, asked the Management on how to increase the effectiveness in collecting such debt. Another issue was about the necessity in giving short-term loan to the related company in the year 2005 in the amount of Baht 696 Million which is greater than the loan given in the year 2004.

Mr. Chatchai Thiamtong, a representative of the Management, asked the shareholders to focus more on the consolidated financial statement according to the structure of the Group of Company with related businesses rather than any specific financial statement of the Company. This is because only a single of any financial statement may not be able to provide adequate



(TRANSLATION)

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

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

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

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



(TRANSLATION)

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

the objective for registering Theme Star in British Virgin Island is only for the best interest of the shareholders in getting all the profit.

Resolution: The Meeting resolved and approved the balance sheet and the profit and loss statement of the Company for the fiscal year ended December 31, 2005 as proposed with 1,754,093,346 votes or equal to 99.80% of the quorum, and abstentions of 3,465,237 votes or equal to 0.20% of the quorum.

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

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

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

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



(TRANSLATION)

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

- 1) appropriation for final dividend for the 2,000,000,000 ordinary shares at the rate of Baht 0.30 per share, totaling Baht 600,000,000
(This shall be paid from profit after tax at the rate of 30% to the shareholders whose names are appeared in the Share Register Book as on Thursday of April 7, 2006 and shall be made on May 25, 2006)
- 2) Remaining amount shall be reserved as unappropriated retained earnings in the amount of Baht 393,038,672

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

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

- 1) appropriation for the final dividend for 2,000,000,000 ordinary shares at the rate of Baht 0.30 per share, totaling Baht 600,000,000
(This shall be paid from profit after tax at the rate of 30% to the shareholders whose names are appeared in the Share Register Book as on Thursday of April 7, 2006 and shall be made on May 25, 2006)
- 2) Remaining amount shall be reserved as unappropriated retained earnings in the amount of Baht 393,038,672



(TRANSLATION)

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

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

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

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

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

For Chairman of the Board of Directors to be fixed at Baht 8,000 per meeting and for other directors to be fixed at Baht 4,000 per meeting.
 - To fix the meeting allowance for the Audit Committee Meeting and any other subcommittee as follows:

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

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

- 2) Director Remuneration :

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

He then proposed the Meeting to consider.



(TRANSLATION)

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

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

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

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

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

For Chairman of the Board of Directors to be fixed at Baht 8,000 per meeting and for other directors to be fixed at Baht 4,000 per meeting.
 - To fix the meeting allowance for the Audit Committee Meeting and any other subcommittee as follows:

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

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



(TRANSLATION)

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

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

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

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

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

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



(TRANSLATION)

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

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

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

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

Signed _____ Signature _____.

(Mr. Prasan Maleenont)

Chairman of the Meeting



Supporting Document for Agenda 2 : To Acknowledge the Board of Directors' Report

(Translation)

To The Shareholders of
 BEC World Public Company Limited

BEC World group was able to made Baht 1,643 millions as its net profit for the year 2006, higher than that of the last year by 86 percent or Baht 762 millions, as the advertising income increased continuously since the last quarter of prior year. Our advertising income is Baht 1,151 millions higher than last year from the higher utilization rate of our commercial air-time and from air-time rate increases on certain day parts. Our costs were quite stable and even the selling expenses were increased but at a much lower rate than the increase of revenue. Therefore, our operating margin and our net earnings had improved substantially. This confirms the recovery and the improved abilities of our television business as discussed in our previous year report. Our efforts in expanding the primetime and redeveloping certain time slots outside the primetime as well as our investment in new equipment to improve our quality of services initiated a few year ago show grate results. We are now able to further enhance our shareholders' wealth much more effectively. Our advertising income in the year 2006 is now the new record. It is much higher than those of prior years and is higher that the previous record, the year 2003, by 11 percent.

BEC World also is able to increase its audience share up substantially. Currently it is at the same level as we had during 2001 -2002. Our average audience share attained during 2006 is much higher than what we had during the last few year, thus had helped improve our revenue share as well. On the industry note, the major advertisers on television are still pretty much similar to those of prior years and still grew at high growth rate, but we saw beverage advertisements were substantially reduced during the second half of 2006 when compares with the first half level. However, on the brighter side, it is obvious that the industry is now much more diversified as many small advertisers increased their spending a lot especially during the second half of the year which is a good indicator for future growth opportunity. At the beginning of 2007, we saw financial institutions are adding to those fast moving consumer goods operators as big advertisers and BEC World is also gaining market share on ad-spending, increase its share back to level that we previously had in 2003 which is the year we made the record profit. We expect the industry will be further improved in the second half of this year, adding this to our internal improvements these will be a base for us to grow our revenue, to enhance our shareholders' wealth further.

The improvements in results of our operations reflect the concerted efforts of all level of our employees and our partners as well as the continuing supports we have got from our clients, audience, shareholders and investors. On behalf of the Board of Director, I would like to express our gratitude and our sincere thanks to all of them.

Signed _____ Signature _____

(Mr.Vichai Maleenont)

Chairman



บริษัท บีอีซี เวิลด์ จำกัด (มหาชน)
BEC WORLD PUBLIC COMPANY LIMITED

(Translation)

Date 21 March 2007

Attn: The Board of Directors of BEC World Public Company Limited

Re: The Changes in the Accounting Policy with respect to the Recording of Investment in Subsidiary and Associated Companies in Separate Financial Statement

As the Federation of Accounting Profession has issued the Notification of the Federation of Accounting Profession No. 26/2549 Re: Accounting Standard No. 44 Re: Consolidated Financial Statement and Accounting for Investment in Subsidiary Company (Amendment No.1) and No. 32/2549 Re: Explanations to Accounting Standard No. 44 Re: Consolidated Financial Statement and Accounting for Investment in Subsidiary Company (paragraph 27) and Accounting Standard No. 45 Re: Accounting for Investment in Associated Company (paragraph 11) which prescribe the method of recording investment in subsidiary company, and associated company from the equity method to cost method.

The Company will change the recording method as from 1 January 2007 resulting in adjustment of the separate financial statement for the year 2006 as compared in the financial statement for the year 2007. As a consequence, unappropriated retain earnings as stated in the separate balance sheet as at 31 December 2006 has been decreased in an amount of Baht 2,905,547,250.08. The unappropriated retain earnings account of the Company has been adjusted from Baht +1,333,773,037.30 to Baht -1,369,774,212.78 (deficit).

Please be informed accordingly.

Sincerely yours,

(signature)

(Miss Ratana Maleenont)
Director, Finance and Accounting

Certified the correctness

(signature)

(Mr. Chaiyakorn Un-pitipongsa)
Certified Public Accountant, License No. 3196



Supporting Document Agenda 6: To Appoint a New Director and Appoint Directors To Replace Those Who Were Due To Retire By Rotation And Fixing The Remuneration Of The Directors For The Year 2007

Data of the Person Who are Nominated to be Elected as a New Director



1. Mr. Matthew Kichodhan

Age: 41 years

Work Experience:

April 2006 - Present	Director, CVD Entertainment Plc.
Present	Chief Operation Officer, Minor Corporation Plc.
2006 - Present	Authorized Director, Esmido Fashion Co., Ltd.
2004-2005	Vice President, Business Management, Asia Pacific Gillette Asia Pacific Group
1995 – 2004	Brand Marketing Director, Asia Pacific Pepsi-Cola International

Education: M.B.A., Imperial College, University of London
Bachelor of Commerce, University of Toronto

Previous record in illegal dealing: None

Previous record in wrong doing on misuse

of insiders' information and

inappropriate connected transaction: None

Holding of BEC World shares: 0.06%

Family relationship: None



Data of the Persons Who are Nominated to be Elected as Directors



1. Mr.Arun Ngamdee

Position: Independent Director and Chairman of the Audit Committee

Age: 71 years

Work Experience:

1999-Present Chairman of The Audit Committee of BEC World Plc.

1995 - Present Independent Director of BEC World Plc.

1993-1995 Director General of Public Relations Department.

1989 - 1993 Deputy Director General of Public Relations Department.

Education:

MA, Public Relations, Boston University

Bachelor Degree of Arts, Chulalongkorn University

Certificate of Top Executive from NIDA and Institute
of Civil Servant Development.

Certificate of Director Accreditation Program (DAP), Thai Institution
of Directors Associations (IOD)

Certificate of Audit Committee Program (ACP), IOD

Previous record in illegal dealing: None

Previous record in wrong doing on misuse of insiders' information and
inappropriate connected transaction: None

Holding of BEC World shares: 0.00%

Family relationship: None

Performance during the year 2006 (No. of attendance / No. of total meetings):

- Board Meeting 5/5
- Audit Committee Meeting 6/6



2. Mr. Prathan Rangsimaporn

Position:	Independent Director and Member of the Audit Committee
Age:	73 years
Work Experience:	
1999-Present	Member of Audit Committee of BEC World Plc.
1995 - Present	Independent Director of BEC World Plc.
	Senior Public Relations Expert
	Director, Division of Directing Broadcasting Commission.
	Member and Secretary to the Directing Broadcasting Commission,
Education:	MA Journalism, University of Panjab, Pakistan, Under SEATO Scholarship, BA Journalism, BA Social Administration, Thammasat University Certificate of Director Accreditation Program (DAP), Thai Institution of Directors Associations (IOD) Certificate of Audit Committee Program (ACP), IOD
Previous record in illegal dealing:	None
Previous record in wrong doing on misuse of insiders' information and inappropriate connected transaction:	None
Holding of BEC World shares:	0.00%
Family relationship:	None
Performance during the year 2006 (No. of attendance / No. of total meetings):	
	- Board Meeting 5/5
	- Audit Committee Meeting 6/6



3. Mr. MANIT BOONPRAKOB

Position: Independent Director and Member of the Audit Committee

Age: 56 years

Work Experience:

Dec.1999-Present	Independent director and a member of the Audit Committee of BEC World Plc.
1998-Present	Managing Director of BMS Consulting Office, Executive
1998-Present	Director of THABB Support Ltd. and Chirachit Co., Ltd.
1993-1998	Director and Executive Director, EVP – Finance and CFO of ABB Group of companies in Thailand.

Education:

Master Degree in Business and Administration, Thammasat University.

Bachelor Degree in Accounting, Chulalongkorn University.

Certified Public Accountant (Thailand)

Diploma in Directors Certification Program (DCP), Thai Institution of Directors Associations (IOD)

Certificate in Audit Committee Program (ACP), (IOD)

Previous record in illegal dealing: None

Previous record in wrong doing on misuse of insiders' information and inappropriate connected transaction: None

Holding of BEC World shares: 0.00%

Family relationship: None

Performance during the year 2006 (No. of attendance / No. of total meetings):

- Board Meeting 5/5
- Audit Committee Meeting 6/6



4. Mrs. Ratchanee Nipatakusol

Position:	Director and Executive Director – Marketing and Sales Business
Age:	50 years
Work Experience:	
1995 – Present	Director and Executive Director – Marketing and Sales Business of BEC World Plc.
Present	Director and Authorized Director of 5 subsidiaries of BEC World Group.
Education:	Bachelor Degree (Art), Thammasat University. Certificate of Director Accreditation Program (DAP), Thai Institution of directors Associations (IOD) Certificate of Finance for Non – Finance Directors Program (FN), IOD
Previous record in illegal dealing:	None
Previous record in wrong doing on misuse of insiders' information and inappropriate connected transaction:	None
Holding of BEC World shares:	0.00%
Family relationship:	Member of Maleenont Family
Performance during the year 2006 (No. of attendance / No. of total meetings):	- Board Meeting 5/5



ARTICLES OF ASSOCIATION
of BEC World Public Company Limited (General Meeting Part)

No. 14 The Company shall have a Board of Directors consisting of not less than 5 persons and not less than half of the total number of the directors shall have residence within the Kingdom of Thailand.

No. 15 A director may be the shareholder of the Company.

No. 16 Unless otherwise prescribed in No. 21 hereof, the directors shall be elected at the general meeting of the shareholders in accordance with the following rules and procedures:

(a) Each shareholder shall have one vote equal to the number of shares held.

(b) Each shareholder may exercise all the votes he has under (1) to elect a person or persons to be the directors. In case of election of persons to be the director, he may not allot his votes to any such person at any number.

(c) The person who received the highest votes in their respective order of the votes shall be elected as directors at the number equal to the number of directors of the Company or to the number of directors to be elected at such time. In the event of tie votes among the persons elected in order of respective high numbers of votes, which number exceeds the number of directors of the Company to elect or to be elected at such time, the chairman shall have the casting vote.

No. 17 At the general meeting of each year, one-third of the directors must retire from their offices. The directors who occupy the position for the longest period must retire. If the number of the directors cannot be divided into three parts, then the number of the directors nearest to one-third must retire from their offices.

No. 18 A retiring director is eligible for re-election.

No. 22 If the general meeting removes a director before the expiration of his period of office by a resolution passed by a vote of not less than three-fourth of the shareholders and proxies (if any) who are present in the meeting and are entitled to vote and have the shares collectively together not less than half of the amount of the shares held by the shareholders and proxies (if any) who are present and are entitled to vote in the meeting.

No. 26 The Board of Directors must select one director among themselves to be the chairman of their meeting and the Board of Directors may select a director or directors to be the vice chairman who shall have the duties as prescribed in the Articles of Association in the business as assigned by the chairman.

ARTICLES OF ASSOCIATION
Of BEC World Public Company Limited (General Meeting Part)

No. 27 If the chairman is not present at a meeting or unable to perform the duty, and if a vice chairman is present, the vice chairman shall preside in the meeting as the chairman. If there is no vice chairman or the vice chairman is unable to perform his duties, the directors present may elect one among themselves to be chairman of such meeting.

No. 28 The director shall perform the duty in accordance with the laws, objectives and the Articles of Association of the Company including the resolution of the general meeting.

The Board of Directors may appoint a director or directors or any other person to perform any tasks on its behalf.

The director of the Company shall have the right to receive the remuneration for the performance of the duty such as salary, reward, meeting fees, allowances, bonus, welfare and any other benefits in the same manner.

No. 29 In case where the director is elected subject to No. 21, the director must not undertake the business of the same nature as and competing with that of the Company, nor may he be a director in another public limited company carrying on a business of the same nature as and competing with that of the Company unless he has notified the general meeting of such undertaking before the resolution of the appointment is passed.

No. 32 The Board of Directors shall hold an annual general meeting of the shareholders within four months from the end of the accounting year of the Company.

No. 35 In summoning of a meeting of the shareholders, the Board of Directors shall perform as follows:

(a) preparing the notice of the summoning of the meeting specifying the place, date and time of meeting and agenda of the meeting and matters to be proposed at the meeting together with any other appropriate details. The notice must clearly specify the matter for acknowledgement, approval or consideration as the case may be, including the opinion of the Board of Directors towards the said business; and

(b) sending the notice to the shareholders not later than seven days before the date fixed for the meeting; and

(c) publishing at least for a consecutive period of 3 days in the newspaper, not later than 3 days before the date fixed for the meeting.



ARTICLES OF ASSOCIATION

of BEC World Public Company Limited (General Meeting Part)

No. 36 At the general meeting, there shall be shareholders and proxies (if any) present at the meeting at a number of not less than 25 persons or not less than half of the total number of the shareholders and such shareholders shall hold shares altogether at not less than one-third of the total amount of shares sold, in order to constitute a quorum.

If after an hour from the time fixed for the general meeting of the shareholders and the number of shareholders present are still not sufficient to constitute a quorum as described in the first paragraph of No. 36,

(a) in case the meeting has been summoned upon the requisition of shareholders, the meeting shall be dissolved; or

(b) in case the general meeting has not been summoned upon the requisition of shareholders, another general meeting shall be summoned and the notice convening the meeting shall be sent to the shareholders within a period of not less than 7 days from the date fixed for the meeting without publishing the notice in the newspaper for this subsequent meeting and at such meeting no quorum shall be necessary as provided in the first paragraph of No. 36.

No. 37 The chairman of the meeting of shareholders has duty to control the meeting in accordance with the Articles of Association of the Company with respect to the general meeting. The meeting of shareholders must proceed according to the agenda specified in the notice of the meeting in respective order. However, the meeting may vary the sequence of the agenda if approved by a resolution passed by two-third or more of the votes cast by the shareholders or proxies (if any) attending the meeting.

After the meeting of shareholders completes its consideration of the agenda pursuant to the first paragraph, the shareholders or proxies (if any) holding in aggregate one-third of the total issued shares may request the meeting to consider any matters in addition to the agenda prescribed in the notice of the meeting.

If the meeting of shareholders is unable to complete its consideration of the agenda as mentioned in the first paragraph or unable to complete its consideration of the additional matters raised by the shareholders as mentioned in the second paragraph and it is necessary to adjourn the meeting, then the meeting must fix the place, date and time of the adjourned meeting. The Board of Directors must send a notice of the meeting specifying the place, date, time and agenda to shareholders not less than 7 days before the meeting date. The notice must also be published at least for a consecutive period of 3 days in the newspaper before the meeting date.

ARTICLES OF ASSOCIATION
Of BEC World Public Company Limited (General Meeting Part)

No. 38 A resolution of the general meeting shall consist of the following votes:

(a) In a normal case, the resolution shall be passed by a majority of the shareholders and proxies (if any) present and entitled to vote in the meeting. In the case of a tie vote, the chairman of the meeting presents at the meeting shall be entitled to a casting or second vote.

(b) In the following cases, the resolution shall be passed by a vote of not less than three-fourth of the total number of the shareholders and the proxies (if any) present at the meeting and are entitled to vote in the meeting.

(1) a sale or transfer of all or substantial part of the business of the Company to any other person;

(2) a purchase or acceptance of the transfer of businesses of other public or private companies to be owned by the Company;

(3) an entering into, amendment or termination of any agreement relating to a lease out, hire-purchase or hire-purchase in the form of leasing of all or substantial part of the businesses of the Company;

(4) an assignment of the management control of the business of the Company to any other person;

(5) a merger with any other person for the purposes of profit and loss sharing;

(6) an amendment to the Memorandum or Articles of Association of the Company;

(7) an increase or reduction of the capital of the Company;

(8) the issuance of debentures in accordance with Section 145 of the Public Limited Companies Act B.E. 2535;

(9) an amalgamation of the Company in accordance with Section 146 of the Public Limited Companies Act B.E. 2535

(10) a dissolution of the Company in accordance with Section 154 of the Public Limited Companies Act B.E. 2535; and

(11) the issuance of new shares for debt payment and the debt-for-equity conversion plan in accordance with Section 54/1 of the Public Limited Companies Act (No.2) B.E. 2544

For the share owned by the Company, the Company shall not be entitled to exercise the votes at the meeting and such share shall not be accounted in the vote of the general meeting's resolution.

No. 39 A poll may be demanded by at least 5 shareholders and approved by a resolution passed by a majority of the shareholders and proxies (if any) present and entitled to vote in the meeting. One share will be accounted for one vote.



ARTICLES OF ASSOCIATION
of BEC World Public Company Limited (General Meeting Part)

- No. 40 The following businesses shall be transacted in the annual general meeting:
- (a) to consider the report of the Board of Directors relating to the operation of the businesses in the last year as proposed to the meeting;
 - (b) to consider and approve a balance sheet and profit and loss statement;
 - (c) to consider electing the new director replacing the retired directors; and
 - (d) to consider any other businesses.
- No. 43 The Board of Directors must propose the balance sheet and profit and loss statement as at the end of the accounting period of the Company to the annual general meeting of shareholders for approval.
- No. 44 The Company must appropriate at least 5 percent of the annual net profits less retained losses (if any) as a reserve fund until the reserve fund reaches a minimum of 10 percent of the total registered capital.
- No. 45 No dividend shall be paid from any money other than from the profits. If the Company still sustains accumulated losses, no dividends shall be paid.
- No. 46 The Board of Directors may declare interim dividends payable to all shareholders from time to time if they consider that the amount of profits justifies the declaration of interim dividends. After the interim dividends are paid, the Board of Directors must report to the shareholders at the next meeting of shareholders.
- No. 47 The Company shall perform the following procedures after the Company or the Board of Directors declares of interim dividends:
- (a) pay dividends within one month from the date the resolution is passed by the meeting of the shareholders or of the Board of Directors as the case may be;
 - (b) notify the shareholders of the distribution of the dividend in writing; and
 - (c) publishing such distribution of dividend in the newspaper
- No. 48 The Board of Directors must deliver the following documents to the shareholders together with the notice of the annual general meeting;
- (a) copies of the audited balance sheet and profit and loss statement together with the auditor's report; and
 - (b) the directors' annual report having description as prescribed in Section 114 of the Public Limited Companies Act B.E. 2535.
-

(Translation)

List of Document Required for Registration Prior to Attend the Meeting and Proxy

1. Registration Time: 12.00 p.m. – 2.00 p.m.
2. The shareholders or their proxy holders are required to present the following documents prior to attending the 2007 Annual Ordinary General Meeting of the Shareholders (as the case may be):
 - 2.1 In the case where the shareholder is an individual:
 - 2.1.1 In the case where the shareholder attending the meeting in person, please present a valid document showing photograph of the shareholder, which had been issued by the government agencies such as identification card, driving license, or passport.
 - 2.1.2 In the case where the shareholder attending the meeting by proxy, please present the following:
 - (a) A completed Proxy Form which is duly signed by the shareholder (proxy grantor) and the proxyholder;
 - (b) A certified correct copy of the shareholder's document issued by the government agencies with details according to item 2.1.1 above; and
 - (c) The proxyholder's document issued by the government agencies with details according to item 2.1.1 above.
 - 2.2 In the case where the shareholder is a juristic person:
 - 2.2.1 In the case where the authorized representative(s) of the shareholder attending the meeting in person, please present the following:
 - (a) Document of the said authorized representative(s) issued by the government agencies with details according to item 2.1.1 above; and
 - (b) A certified correct copy of Company Affidavit of the shareholder showing that it's authorized representative(s) is/are authorized to act on behalf of the shareholder.
 - 2.2.2 In the case where the shareholder attending the meeting by its proxy, please present the following:
 - (a) A completed Proxy Form which is duly signed by the shareholder (proxy grantor) and the proxyholder;
 - (b) A certified correct copy of Company Affidavit of the shareholder showing that its authorized representative(s) is/are authorized to act on behalf of the shareholder; and
 - (c) The proxyholder's document issued by the government agencies with details according to item 2.1.1 above.
 - 2.2.3 In the case where Custodian is proxy:
Please enclose evidences of proxy grantor accordance with 2.2 (b) and (c) together with enclose letter of certification or copy of a permit to certify the permission to act as a Custodian.
 - 2.3 In the event that the shareholder is a non-Thai shareholder or a juristic person incorporated under the foreign laws:

Items 2.1 and 2.2 shall be applied mutatis mutandis to a non-Thai shareholder or a shareholder who is a juristic person incorporated under foreign laws as the case may be, however, subject to the following:
 - (a) For the Company Affidavit, it may be document issued by either the government agencies in the country where such juristic person is incorporated or by its company officer, provided that it must contain details with respect to the corporate name, the name of its authorized person(s), and signing condition(s) of the authorized persons, and location of principal office.
 - (b) English translation that has been certified by its authorized person(s) is required to be presented, in case its original document is not in English language.

3. Proxy

Shareholder who cannot attend the Meeting may appoint a person as your Proxy as follows:

- 1) Complete the Proxy Form which attached
- 2) Authorize a person to attend and vote at the Meeting on your behalf by specifying the name with details of a person to be your Proxy or authorize Mr.Manit Boonprakob an Independent Director of the Company by specify his name.
- 3) Affix the 20 Baht stamp duty with specifying the date of Proxy Form across such stamp duty.
- 4) Submit the completed Proxy Form and return it to the secretary company at 3199 Maleenont Tower, 30th Floor, Rama 4 Road, Klongton, Klongtoey, Bangkok 10110, by Wednesday, April 25, 2007 or 2 hours before beginning of the Meeting.

4. Exercise of the vote at the shareholder's meeting

4.1 Exercise of the vote

Exercise of the vote for each matter, one share will be accounted for one vote.

The Company shall give the shareholders or proxies the card for voting upon registration. The total amount of votes which the shareholders or proxies are entitled to exercise shall be specified in the card.

4.2 Guidelines for exercising the vote for each matter

Upon completion of the presentation of the details for consideration in each matter, the Chairman shall propose the meeting to consider voting. Then, the Chairman shall request the shareholders who attend the meeting and wish to vote for disapproval or abstentions to raise their hands together with submitting the voting card specifying disapproval or abstentions to the Company's officers in order that it shall be collected and counted in respective order.

4.3 Count of votes

In order to facilitate the count of votes, the number of votes which the proxies wish to exercise as specified in the Proxy Form shall be recorded by the registration section. These votes shall be combined with the vote presented at the meeting and calculated the total amount of votes throughout the meeting.

The Company shall count the votes for each matter by deducting disapproved votes and the abstentions of the shareholder. Also, the votes shall be recorded by specifying approved or disapproved votes or abstentions clearly in the Minutes of the meeting.

Map of the Imperial Queen's Park Hotel

199 Sukhumvit 22 Bangkok 10110

Tel. 66 (0) 2261 – 9000 Fax. +66 (0) 2261 – 9530 – 4

