



**Supporting Documents for 1st Agenda: Considering to certify the  
Minutes of Annual General Shareholder Meeting for year 2007**

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**(TRANSLATION)**

**Minutes of the Annual General Shareholder Meeting of 2007  
of  
BEC World Public Company Limited**

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**Time and Place**

The Meeting was held on Friday of April 27, 2007, at 2.30 p.m., at the Imperial Queen's Park Hotel, Rainbow Room, 5<sup>th</sup> 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 485 shareholders, representing 1,614,771,740 shares or approximately 80.74% of the issued shares, attended the Meeting, in person and by proxies, and thereby a quorum was constituted pursuant to Articles of Association of the Company.

However, after the Chairman of the Meeting stated that the Meeting was convened, there are some late shareholders joining and registering continuously. Finally, there were 613 shareholders representing 1,671,701,705 shares or approximately 83.59% of the issued shares attended the Meeting. Therefore, for completeness and correctness, this Minute of the Annual General Shareholder Meeting will present the votes as actually registered for each agenda.

The Chairman introduced the directors and executive officers of the Company, attending the Meeting as follows:

- 1) Mr. Arun Ngamdee Independent Director and Chairman of the Audit Committee
- 2) Mr. Pratharn Rangsimaporn Independent Director and Member of the Audit Committee
- 3) Mr. Manit Boonprakob Independent Director and Member of the Audit Committee
- 4) Mr. Pravit Maleenont Director and Executive Director, Television Business Division
- 5) Mr. Prachum Maleenont Director and Executive Director, New Media Business Division
- 6) Miss Ratana Maleenont Director and Executive Director, Finance and Accounting Division
- 7) Miss Nipa Maleenont Director
- 8) Miss Amphorn Maleenont Director and Executive Director, Production Division
- 9) Mrs. Ratchanee Nipatkusol Director and Executive Director, Marketing and Sale Division
- 10) Mr. Panithan Tosnaitada Vice President, Advertising Division
- 11) Mr. Somrak Narongvichai Vice President, TV Production Division
- 12) Mr. Borisut Puranasamriddhi Vice President, Administration Division
- 13) Mr. Pisanu Ruangrajitpakorn Vice President, Technology Division
- 14) Dr. Apinya Kangsanarak Vice President, Human Resource Division
- 15) Mr. Noppong Bootkwan Vice President, Internal Audit Office

- 16) Mr. Nopphadol Khemayotin Vice President, Business Development and Investment Division
- 17) Mr. Chatchai Thiamtong Vice President, Finance and the Company Secretary, who was the assistant in convening with this Meeting

In this Meeting, Mr. Chaiyakorn Unpitipongsa, a representative of the auditor from Dr. Virach and Associates Office and Mr. Paiboon Amonpinyokeat, a legal consultant from Gilberte, Reed & Co., have also attended the Meeting.

Before the Meeting was convened, the Chairman, however, assigned the Company Secretary to inform the Meeting about all procedures in making a query, sharing an opinion and exercising their voting rights since the previous meeting, there were some shareholders who questioned or gave their opinion to the Meeting without notifying their names. This causes the uncompleted Minutes of such Meeting. The Company, therefore, would like to ask for cooperation from the shareholders to introduce themselves to the Meeting before questioning or making any suggestion including asking questions which are relevant to the Meeting agenda. In case where the question is not relevant to the Meeting agenda, the Company shall publish the questions and answers on the Company's website at [www.becworld.com](http://www.becworld.com) in order to keep shareholders who were absent from the Meeting informed thoroughly. In addition, for the sake of agenda summary, if any shareholder or proxy, who attends the Meeting, disagrees with the opinion of Board of Director or wishes to abstain from voting, he/she is required to vote by the voting card given upon his/her registration for attending the Meeting and give the said card to the Company officer for counting the votes. In case any shareholder or proxy is silent, whether to disagree or wish to abstain from voting, it shall be deemed that such shareholder or proxy agrees with the opinion of Board of Director in such agenda.

The Chairman commenced the Meeting at 2.40 p.m. to consider each agenda, respectively, as specified in Invitation Letter for Shareholder Meeting, previously sent to all shareholders, having details as follows:

**1. To consider and approve the Minutes of the Annual General Shareholder Meeting of 2006:**

The Chairman requested the Meeting to consider and approve the Minutes of the Annual General Shareholder Meeting for the year 2006, held on April 26, 2006. The Company has already made meeting report and subsequently sent to the Stock Exchange of Thailand and Ministry of Commerce within 14 days after the Meeting was completed. In addition, the Company has published the Minutes of the Annual General Shareholder Meeting of 2006 on the Company's website at [www.becworld.com](http://www.becworld.com) for the shareholders and the related person to review the correctness and completeness of the material information as provided therein. So far, there has no objection to the correctness and completeness of such information in any matter. Annual General Shareholder Meeting report of 2006 is in supporting documents for the Meeting which is already sent to all shareholders together with Invitation Letter for Shareholder Meeting. The Board of Director has already considered such Minutes and opined that the Meeting should approve the said Minute. The Chairman, therefore, proposed the Shareholder Meeting to consider.

During this agenda, there is no query or suggestion from any shareholder or proxy.

**Resolution:** The Meeting, after consideration, approved the Minutes of the Annual General Shareholder Meeting of 2006 as proposed by 1,614,771,740 votes or equal to 100.00% of the quorum, disagreed of 0 vote or equal to 0.00% of the quorum, and the abstentions of 0 vote or 0.00% of the quorum.

**2. To acknowledge Board of Director report:**

The Chairman proposed the Meeting to acknowledge Board of Director report regarding the Company's activities in 2006 as shown in pages 2 and 3 of the Annual Report 2006, a copy of which was sent to all shareholders together with the Invitation Letter for Shareholder Meeting.

During this agenda, there is no query or suggestion from any shareholder or proxy.

**Resolution:** The Meeting acknowledged the report of the Company's activities in year 2006 as proposed by the Board of Director.

**3. To consider and approve the balance sheet and income statement for the year ended December 31, 2006:**

The Chairman requested the Meeting to consider and approve the balance sheet and the company income statement for the fiscal year ended December 31, 2006, already audited without qualified opinion. Please see pages 25 to 58 of the Annual Report 2006, a copy of which was already sent to the shareholders together with Invitation Letter for shareholder meeting. The Chairman further explained to the Meeting that:

Pursuant to the Articles of Association of the Company, the Board of Director is required to prepare balance sheet and income statement at the end of fiscal year and provide the same to the auditor to verify and render his/her opinion prior to submission such documents to the shareholders in the Annual General Shareholder Meeting for their approvals. The balance sheet and income statement as of the year ended December 31, 2006 including their explanation and the management officer analysis as shown in pages 16-23 of the Company Annual Report 2006 have already been sent to the shareholders together with the Invitation Letter for Shareholder Meeting.

The Board of Director considered, opined that the Meeting should approve the balance sheet and income statement of the year ended December 31, 2006 as audited without qualified opinion, therefore, requesting the Meeting to consider.

During this agenda, there is no query or suggestion from any shareholder or proxy.

**Resolution:** The Meeting resolved and approved the balance sheet and the company income statement for the fiscal year ended December 31, 2006 as proposed by 1,666,343,702 votes or equal to 99.83% of the quorum, disagreed of 0 vote or equal to 0.00% of the quorum, and abstentions of 2,919,000 votes or equal to 0.17% of the quorum.

#### **4. To consider and approve the profit allocation for year 2006:**

The Chairman informed the Meeting that in 2006, the Company had profits from its operating result Baht 1,642,734,365 (One thousand six hundred forty two million seven hundred thirty four thousand three hundred and sixty five Baht). After combining such profits with unallocated accumulative profit as of January 31, 2005 – Baht 993,038,672 (Nine hundred ninety three million thirty eight thousand six hundred and seventy two Baht) and dividend payment in the mid of such year, which paid to normal shareholders holding 2,000,000,000 shares in accordance with resolution of Annual General Shareholder Meeting in 2006 (which approved to pay dividends from operating result in 2005), Baht 0.30 per share, totally Baht 600,000,000 (Six hundred million Baht), including the payment of interim dividend, paid pursuant to the resolution of the Board of Director No. 4/2549 held on August 8, 2006, at the rate of Baht 0.35 per share on September 7, 2006 in the additional amount of Baht 700 Million, totally, the dividend paid during year 2006 in the amount of Baht 1,300,000,000 (One thousand and three hundred million Baht). The remaining unallocated accumulative profit as of January 31, 2006 is Baht 1,335,773,037 (One thousand three hundred thirty five million seven hundred seventy three thousand and thirty seven Baht).

Due to modification of accountant record in accounting policy with respect to recognizing of investment in subsidiaries or associated companies in the profit and loss of Company account, which converted from equity method to cost method, and its retrospective adjustment pursuant to the Notifications of the Federation of Accounting Profession Nos. 26/2549 and 32/2549 effective from January 1, 2007 onwards, in light of the said regulations, unallocated accumulative profit as of the beginning of the year 2007 of the Company shall become loss in the amount of Baht 1,569,774,212.78 (One thousand five hundred sixty nine million seven hundred seventy four thousand two hundred twelve Baht and seventy eight Satang). Therefore, the Company could not pay dividend until such loss has been eliminated from the profit and loss account.

However, such change in accounting policy which causes Company loss as previously informed, is merely an adjustment in accounting number. In fact, the Company still has enough business profit to pay the dividend to the shareholders. The Board of Director will find a resolution to pay dividend to the shareholders as soon as possible.

The Board of Director considered, opined that the Meeting could not approve the profit allocation, therefore, requesting the Meeting to consider.

During this agenda, there is no query or suggestion from any shareholder or proxy.

**Resolution:** Upon motion duly made and seconded, the Meeting acknowledged the payment of interim dividend at the rate of Baht 0.35 per share in the amount of Baht 700 Million (which has already been paid on 7 September 2006) and resolved not to approve profit allocation in 2006 by 1,670,555,205 votes or equal to 100.00% of the quorum, disagreed of 0 vote or equals to 0.00% of the quorum, and abstentions of 0 vote or equal to 0.00% of the quorum.:

5. **To consider and approve transfer of legal reserved fund and share premium to compensate accumulative loss:**

The Chairman informed the Meeting that the said accounting policy, as to investment in subsidiaries and associated companies in the financial statement of the Company from equity method to cost method pursuant to Notifications of the Federation of Accounting Profession effective from January 1, 2007 onwards, has caused unallocated accumulative profit of the Company as of January 1, 2007 demonstrated in deficit by showing accumulative loss in an amount of Baht 1,569,774,212.78 (One thousand five hundred sixty nine million seven hundred seventy four thousand two hundred twelve Baht and seventy eight Satang). However, the Company has maintained legal reserved fund in an amount of Baht 200,000,000 (Two hundred million Baht) and also share premium in the amount of Baht 2,536,498,586 (Two thousand five hundred thirty six million four hundred ninety eight thousand five hundred and eighty six Baht), therefore, the Company may transfer such legal reserved fund and share premium to compensate the said accumulative loss according to the Public Company Limited Act of 1992.

The Board of Director considered, opined that the Meeting should approve the transfer of the said legal reserved fund and share premium to compensate accumulative loss in the whole amount of Baht 1,569,774,212.78 (One thousand five hundred sixty nine million seven hundred seventy four thousand two hundred twelve Baht and seventy eight Satang), therefore, requesting the Meeting to consider.

During this agenda, there is no query or suggestion from any shareholder or proxy.

**Resolution:** The Meeting resolved and approved the transfer of legal reserved fund and share premium to eliminate accumulative loss in the whole amount of Baht 1,569,774,212.78 (One thousand five hundred sixty nine million seven hundred seventy four thousand two hundred twelve Baht and seventy eight Satang) as proposed by 1,671,675,405 votes or equal to 100.00% of the quorum, disagreed of 0 vote or equal to 0.00% of the quorum, and abstentions of 0 vote or equal to 0.00% of the quorum.

6. **To consider additional appointment of 1 new director and agenda for replacement of director by rotation retire and director compensation for the year 2007:**

The Chairman informed the Meeting that, according to Article of Association of the Company, the quorum of the directors shall not be less than 5 persons and one-third of the directors, who are in charge for the longest period, shall be due by rotation retire in every annual general shareholder meeting of the Company provided that the Articles of Association of the Company does not prohibit the appointment of new directors from those who were due by rotation retire. In addition, the director shall be entitled to receive remuneration, i.e., salary, reward, meeting allowance, allowance, bonus, welfares and other remunerations in the same manner.

Currently, there are 11 directors of the Company and there are 4 directors are due by rotation retire this year as follows: Mr. Arun Ngamdee, Mr. Pratharn Rangsimaporn, Mr. Manit Boonprakob and Mrs. Ratchanee Nipatkusol, their backgrounds and contributions have been displayed in the supporting documents for Agenda 6.

The Board of Director considered, opined that the Meeting should re-elect the said 4 retired directors, Mr. Arun Ngamdee, Mr. Pratharn Rangsimaporn, Mr. Mani Boonprakob and Mrs. Ratchanee Nipatkusol, as the directors for another term and appoint Mr. Matthew Kichodhan, to be a new additional director totally 12 directors in the Company to increase variety and effectiveness of the Board of Director. Their educational background and contributions have been displayed in the supporting documents for Agenda 6, then requesting the Meeting to consider.

In addition, the Chairman proposed the Meeting to consider director compensation for the year 2007. The Board of Director considered and opined to propose the Meeting to consider director compensation for the year 2007 as follows:

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

For Chairman of the Board of Director 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 such Meeting Allowance shall not exceed Baht 500,000.

- 2) Director Remuneration : Remuneration for the directors during the fiscal year 2007 to be fixed at the total amount of Baht 15 Million, higher than the remuneration of the previous year in an amount of Baht 3,000,000 or 25% increment, and to be allocated among the directors as they deem appropriate.

During this agenda, there is no query or suggestion from any shareholder or proxy.

**Resolution:** The Meeting considered and resolved to appoint Mr. Matthew Kichodhan to be an additional new director of the Company as proposed by 1,665,095,305 votes or equal to 99.61% of the quorum, disagreed of 6,600,300 votes or equal to 0.39% of the quorum, and abstentions of 0 vote or equal to 0.00% of the quorum, appoint all 4 directors who were due by rotation retire, i.e., Mr. Arun Ngamdee, Mr. Pratharn Rangsimaporn, Mr. Mani Boonprakob and Mrs. Ratchanee Nipatkusol, for another term provided that all 4 directors received approved votes by the shareholder equally by 1,669,974,205 votes or equal to 99.90% of the quorum, disagreed of 1,727,500 votes or equal to 0.10% of the quorum, and abstentions of 0 vote or equal to 0.00% of the quorum, and resolved that the directors' remuneration for the year 2007 shall be fixed as follows:

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

For Chairman of the Board of Director 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 not exceed Baht 500,000.

- 2) Director Remuneration : Remuneration for the directors during the fiscal year 2007 to be fixed at the total amount of Baht 15 Million, and to be allocated among the directors as they deem appropriate.

**7. To consider the auditor appointment for the year 2006 and auditing fee:**

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 Company group including the remuneration. The Audit Committee has considered and mutually agreed to propose the Meeting to appoint Mr. Chaiyakorn Unpitipongsa of Dr. Virach and Associates Office, who is the Company's existing auditor for the fiscal year 2006, and Mr. Apirak Ati-anuwat, the auditor from the same accounting firm, to be auditor of the Company group for the fiscal year 2007 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 Company group in the year 2007, it shall be fixed at the amount of Baht 5,243,000 which is 5.3% increased from the previous year according to the growth of the existing business, being an account for the Company of Baht 1,160,000, increased from the previous year at the rate of 7.4%.

The Board of Director considered, opined that the Meeting should approve the appointment of 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 2007, and propose the Meeting to fix the audit's remuneration for the Company group in an amount of Baht 5,243,000. Auditing fee for the Company is only Baht 1,160,000, increasing from the previous year at the rate of 7.4% according to the growth of the existing business and expansion of new business. He then proposed the Meeting to consider.

During this agenda, there is no query or suggestion from any shareholder or proxy.

**Resolution:** The Meeting resolved to appoint Mr. Chaiyakorn Unpitipongsa, Certified Public Accountant License No. 3196, and/or Mr. Apirak Ati-anuwat, Certified Public

