

(TRANSLATION)
Minutes of the Annual General Shareholder Meeting of 2020
Of
BEC World Public Company Limited

Time and Place

The Meeting was held on Monday, 10 August 2020 at 2.00 p.m. at Maleenont Tower (M2) 8th Floor, 3199 Rama IV Road, Klong-ton Sub-district, Klong-toey District, Bangkok 10110, THAILAND. Mr. Somchai Boonnamsiri, Independent Director, Chairman of the Board and the Chairman of the Audit Committee, served as the Chairman of the Meeting.

The Chairman announced that the Company was aware of its responsibility toward the public due to COVID-19 outbreak situation. Therefore, for the meeting today, the Company had prepared a procedure for screening attendees, adjusted the meeting formalities to reduce congestion in the meeting venue, refrained from serving foods and drinks, and canceled the distribution of annual report to reduce contacting of shared objects. In this regard, the Company thanked all attendees for understanding and cooperation, as well as apologizing for any inconvenience today. The Chairman stated that there were 46 shareholders present in person, representing 719,660,943 shares, and 45 shareholders represented by proxies, representing 607,820,232 shares, i.e. a total of 91 attendees with 1,327,481,175 shares or about 66.37% of the issued shares, and thereby a quorum was constituted pursuant to **Articles of Association (“AOA”)** of the Company. Therefore, the Chairman stated that the general shareholders meeting of 2020 was convened.

After the Chairman of the Meeting stated that the Meeting was convened, there were some additional shareholders joined the Meeting. Finally, there were a total of 100 shareholders and proxies attending the Meeting, comprising of 51 shareholders in person, representing 725,279,648 shares and 49 represented by proxies, representing 607,841,633 shares, i.e. a total of 1,333,121,281 shares, equivalent to 66.66% of the total issued shares.

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 of the Company, attending the Meeting as follows:

- 1) Mr. Somprasong Boonyachai Non-Executive Director and Chairman of the Corporate Governance Committee
- 2) Miss Amphorn Maleenont Executive Director
- 3) Mrs. Ratchanee Nipatkusol Executive Director and Member of the Corporate Governance Committee
- 4) Miss Nipa Maleenont Non-Executive Director
- 5) Mr. Prathan Rangsimaporn Independent Director, Member of the Audit Committee and Chairman of the Nomination and Remuneration Committee



- 6) Mr. Manit Boonprakob Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee
- 7) Mr. Chansak Fuangfu Independent Director
- 8) Mr. Matthew Kichodhan Non-Executive Director
- 9) Mr. Tospol Maleenont Non-Executive Director and Member of the Corporate Governance Committee

The total number of directors attending the Meeting were 10 directors out of the current 11 directors, representing 91% of the total number of current directors.

There were executive officers of the Company attending the Meeting as follows:

- 1) Mr. Piriyaudit Choophungart Executive Vice President - Finance and Accounting (equal to "CFO")
- 2) Mr. Somrak Narongwichai Executive Vice President - Production
- 3) Mr. Subundit Suwannop Deputy Chief Operating Officer
- 4) Mr. Nopphadol Khemayotin Executive Vice President - Investment
- 5) Mr. Charkrit Direkwattanachai Executive Vice President - Corporate Affairs
- 6) Mr. Warut Leeruangsakul Executive Vice President - Digital Operation and Business Partners
- 7) Mr. Nattapong Pisitpatkul Assistant Managing Director - Internal Audit and Risk Management Office
- 8) Miss Tracy Ann Maleenont Vice Managing Director of the Bangkok Entertainment Co., Ltd.

Mr. Chatchai Thiamtong, acting as Secretary of the Board of Directors, Secretary of the Audit Committee, and Secretary of the Nomination and Remuneration Committee, was the assistant of the Chairman in convening this Meeting.

Also attending the Meeting were Mr. Chaiyakorn Aunpitipongsa, an auditor from Dr. Virach and Associates Office and Mr. Paiboon Amonpinyokeat, a legal consultant from P&P Law Firm.

Before the Meeting was convened, the Chairman assigned the Secretary of the Board of Directors ("**Secretary**") to inform the Meeting about all procedures in making queries, sharing opinions and exercising their voting rights. In this regard, the Secretary informed that the Meeting was held in accordance with the guideline for convening meeting under the COVID-19 outbreak control measures. Consequently, the Company took into account the convenience, safety and benefit of the attendees by reducing congestion and exposure, including controlling the meeting time. The Company, therefore, requested that the Meeting be conducted with clear and concise procedures according to the agenda specified. If any shareholders or proxies wished to ask any question or make any comment during the Meeting, they were requested to write down the question/comment on the paper prepared by the Company together with the voting cards, specifying the first name and surname of the shareholder and proxy attending the Meeting and the number of shares held, and handed them to the Company's staff. In this regard, in order for the Secretary to have the information of attendees who made suggestion, comment or ask question to properly and completely record the minutes of the Meeting, any unanimous



question/comment paper would be rejected. In addition, the Company requested for cooperation from the attendees to ask questions, only those related to the Meeting agendas. For any questions, which were not relevant to the Meeting agenda but were beneficial to shareholders and investors in general, the Company would present answers to such questions on the Company's website.

In exercising the voting right for each agenda, the shareholder had one vote per share. In this regard, the Company had prepared voting cards for the agenda for consideration only, and gave such voting cards to shareholders upon his/her registration for attending the Meeting. The shareholders were entitled to vote by marking a sign in voting card, whether approval, disapproval or abstain. The vote of each shareholders could not be divided, except the vote from Custodian, using the proxy form C.

For proxies using the proxy form B and form C and Custodian, whose grantor had already specified the intention to vote in each agenda, the registration officer would record such votes into the system as specified in the proxy upon the registration. Furthermore, to enable the Meeting to be efficient, in counting votes, the Company would only count rejection votes and abstention votes, which would leave the rest of the votes as approving votes. Moreover, the nature of voided voting cards was also explained to the Meeting.

In counting votes to resolve each agenda, to expedite the procedure, if there was no shareholder or proxy objecting or having a different opinion from that of the Board of Directors, it should be deemed that the Meeting agreed or approved the matter as proposed by the Board of Directors. Any shareholder or proxy who wished to cast vote for not approving or abstain from voting should mark a sign on the voting card and give the said card to the Company's officer for counting. In addition, to confirm the voting, the Company requests the shareholders and proxies to sign the voting cards before giving them to the Company's officer. Furthermore, the Company applied the bar code system for supporting the registration and vote counting.

In order to record the Minutes of the Meeting accurately, the voting card should be returned to the Company after the Meeting was closed. If the shareholders, attending the meeting by themselves, or proxies who received the right from the grantor to consider and cast the vote as they deemed appropriate, wished to leave the meeting before the meeting was closed, and wished to cast the vote for disapproval or abstain in advance, the Company asked for cooperation from such shareholders or proxies to inform the Company's staffs before leaving. In case the shareholder or proxy holder attending the Meeting failed to specify his/her intention, whether disapproval or abstain from voting, and failed to return the voting card to the Company, it should be deemed that he/she approved such agenda.

In exercising the voting right in each agenda, the resolution would be made by the simple majority vote of the shareholders who attended the meeting and entitled to vote, except the fifth agenda, for considering the remuneration of the directors, to be resolved by the affirmative votes of not less than two - third of the votes from shareholders who attended the meeting, and the seventh agenda, for considering the amendment to the Company's AOA, to be resolved by the affirmatives votes of not less than three – fourth of the votes from shareholders who attended the meeting and entitled to vote. Shareholders were entitled to cast their votes in all agendas. The announcement of result of each agenda would specify the number of approval vote, disapproval vote, abstention vote and void ballot.

Thereafter, the Secretary requested Mr. Kittisak Akarasirisombat, a representative from Dr. Virach and Associates Co., Ltd. to be the inspector of the vote-counting for transparency and in compliance with the law and the Company's AOA. In addition, to ensure that the vote-counting procedure was carried on properly, the Secretary requested one of shareholders to witness such vote-counting procedure. In this



regard, Miss Metavee Mahaamphornpruek, a shareholder, volunteered to be the witness in vote counting. In addition, Mr. Chatchai Aiumchoonam, a representative of Shareholders' right protection volunteer from the Thai Investors Association, also attended the meeting.

The Chairman commenced the Meeting to consider each agenda, respectively, as specified in the invitation letter for this shareholder meeting, previously sent to all shareholders, having details as follows:

1. To Acknowledge the Board of Directors Report:

The Chairman informed the Meeting that the Company's AOA stipulated that the Meeting had to consider and acknowledge the annual report of the Board of Directors with respect to the prior year's operating result. A copy of the Board of Directors report regarding the Company's activities in 2019, as shown in the Annual Report 2019, had been sent to all shareholders, as supporting document for the 1st Agenda, together with the invitation letter for the Shareholder Meeting.

The Board of Directors had opined that the Board of Directors' report regarding the Company's activities in 2019 should be proposed to the Meeting for acknowledgement., the Chairman, therefore, assigned the Executive Vice President - Finance and Accounting to present the Board of Directors' report to the Meeting for acknowledgement as follows:

"To: Company Shareholders

BEC World Public Company Limited

2019 was a challenging year for the entire TV industry. Even though the NBTC approved the exit of 7 digital TV channels, and returning of their licenses under Section 44, the competition remains fierce amongst the ongoing 15 channels. Advertising revenue for BEC World in 2019 was at Baht 6,743 million, declining by 22% from that of 2018, which was at Baht 8,643 million, while total non-advertising revenue increased by 6% to Baht 1,567 million derived from concerts and other events. However, the revenue from copyrights and other services under the non-advertising revenue decreased by Baht 87 million, mainly due to a loss of opportunity in simulcast revenue from our global licensing business. The foregoing has caused BEC World to sustain a net loss of Baht 397 million, an increase of loss by 20.3% from Baht 330 million loss in 2018, with the main items from the return of two digital TV licenses (Ch.28 & Ch.13), the decrease of production & network costs, the decrease of selling and administrative expenses by 4.2%, where one-time expenses from compensation expenses (severance pay) from organization downsizing was included. However, the decrease of expenses from restructuring was expected to be fully realized in 2020.

Despite a loss in profit compared to the previous year, BEC World's financial position remains stable since there was cash flow from operations of Baht 2,442 million in 2019. Cash and cash equivalents as of December 31, 2019 was at Baht 2,665 million, which was increased by Baht 549 million from December 31, 2018. This increase was mainly from the return of the two digital TV licenses.

2020 is still a challenging year for BEC World caused by impact of global and domestic economy in 1Q/2020 and concerns over the COVID-19 outbreak, that has resulted in (a) an overall economic that has caused a slow down of domestic cash flow, and (b) decrease of domestic consumption, which directly affected local advertising spending.



However, we anticipate that the domestic consumption would be increased within 3Q/2020, that would result in a recovery of the advertising expenditure. We have strong determination to continue improving the development and transformation of BEC World continuously, that could be seen from improved TV ratings performance as a whole in 1Q/2020 comparing with that of 4Q/2019. One of the main strategies is a content strategy focusing on a prime time (18.00 to 22.35), while we have sought for new partners with experience and expertise to develop proper content for non-prime time.

We are committed to double non-advertising revenue from our global licensing and online businesses, comparing with the revenue of 2019, to mitigate impact from a decrease of TV advertisement market and build a foundation for future growth. We have been confirmed by our business partners and half of the anticipated revenue has been secured. We are also determined to reduce cost at least 10%, including, but not limited to, analog switch-off, programming cost reductions, and ongoing organization restructuring. These measures would ensure that the Company would gain profit once again.

On behalf of the Board of Directors, we would like to express our sincere appreciation to our shareholders, customers, agencies, partners, artists, directors, and employees for the ongoing support. We are committed to make BEC World to become "Thailand's leading content & entertainment platform" as outlined in our newly updated vision statement, while building a solid foundation for the company to grow new sources of revenue and profitability. We look forward to many more exciting years to come."

Furthermore, the Executive Vice President reported to the Meeting the development regarding the declaration of intent to join the private sector's Collective Action Coalition (CAC) to prevent corruption. The Company already initiated the declaration of intent process by contacting the Thai Institute of Directors (IOD). In this regard, the Company has set out anti-corruption policies, which was disclosed in the Company Social Responsibility report, and has set out guidelines in the Code of Conduct. The Company then communicated the said policies and guidelines to employees at every level. In addition, the Company also encouraged executives and employees to be seriously conscious of this matter to create a clear guideline in the same direction for the whole organization. In this matter, the Company has appointed a committee to evaluate and review the guideline to ensure the sufficient efficiency of the internal control system. Moreover, the Company has also created a channel for receiving complaints and suggestions to be presented to the meeting of the Audit Committee and the Board of Directors, including performing a regular follow-up of such operation to be ready to declare its intention and join the private sector's Collective Action Coalition (CAC) to prevent corruption.

During this agenda, there was a shareholder and proxy asked the question and provided comment, as follows:

Mr. Wason Pongputtamon, a shareholder, expressed that he felt hopeless about the performance of BEC. This was because its revenue generation has greatly declined even the Company has tried to earn more income from online and oversea channels. In particular, the administrative expenses were still extremely high when compared to the current income. In addition, if BEC was still unable to reduce its size and expenses to be consistent with the lower income, it would have no chance to generate a profit.



The Chairman clarified that the Company had intention and always tried to reduce costs and expenses. In 2019, the Company could reduce costs and expenses up to 12% when compared to the previous year, while the advertising expenditure in the industry decreased up to 15%. Furthermore, in the beginning of 2020, there was the COVID-19 outbreak. Thus, there were many factors causing the product owners to delay on spending the advertising budget. For the downsizing issue, the Company has already implemented the actions. The Company has reduced the number of employees from 2,500 to 1,700 over the past two years. The Company tried to do what we could do, and tried to do it continuously. Cost reduction has been a top priority for all executives. The Company would like to ask shareholders to pay attention to what the Company would do in the future.

Resolution: The Meeting acknowledged the report of the Company's activities in the year 2019 as proposed by the Board of Directors.

2. **To Consider and approve the financial statement for the Fiscal Year as of 31 December 2019 and acknowledge the relevant auditor's report:**

The Chairman stated to the Meeting that, pursuant to the AOA of the Company, the Board of Directors had to prepare the balance sheet and profit and loss statement at the end of fiscal year, to be audited and commented by the Company's auditor, and subsequently approved by the Audit Committee and the Board of Directors before submitting the same for approval by the AGM. The financial statement for the year ended 31 December 2019 and the auditor report including its explanation, analysis report of management division were shown in page 48-113 of the Annual Report 2019, which had been sent to all shareholders together with the invitation letter for this shareholder meeting. For the shareholders' convenience, a copy of this annual report, financial statement, and the explanation of the material matters had been sent to all shareholders, as supporting document for 2nd Agenda, together with the invitation letter for this shareholder meeting. The Explanations and Management Analysis could be summarized, as follows:

Revenue

- Total revenue of BEC Group for the year 2019 was at Baht 8,310.2 million, a decrease by Baht 1,815.0 million, or 17.9% decline from the year 2018 at Baht 10,125.7 million.
- BEC Group's advertising income for the year 2019 was at Baht 6,743.5 million, a decrease by Baht 1,899.9 million, or 22% from the year 2018 at Baht 8,643.4 million. The decrease in advertising income was mainly from the high competition and being under constant pressure from the Thai economy in 2019, during which advertisers' advertising budgets were constrained.
- Income from copyrights and other services for the year 2019 was at Baht 953.3 million, a decrease by Baht 87.0 million, or 8.4% from the year 2018 at Baht 1,040.3 million. The drop in revenue was from the decline in copyrights licensing to foreign countries comparing to the previous year, as well as the decrease in income from online businesses via BEC Group's platforms and websites.
- Income from organizing concerts and shows for the year 2019 was at Baht 557.0 million, an increased by Baht 188.5 million, or 51.1% from the year 2018 at Baht 368.5 million in line with the increase in number and scale of activities during the year.



- For income from the return of two licenses to use allocated frequencies for national commercial digital television services, after the broadcasting termination on 31 October 2019, the NBTC approved the compensations for the said return of licenses to the subsidiary of the Company in the amount of Baht 1,129.5 million. The Company's subsidiary recognized the difference between the book value and such compensation as net income from the return of licenses to use allocated frequencies in the amount of Baht 344.3 million in the income statement.

Expenses

- Total expenses of BEC Group for year 2019 was at Baht 7,535.9 million, a decrease by Baht 1,250.6 million or 14.2% from year 2018 at Baht 8,786.5 million.
- Cost of sales and services for year 2019 was at Baht 7,055.3 million, a decrease by Baht 1,422.3 million or 16.8% from year 2018 at Baht 8,477.6 million. The lower cost of sales and services was due to the decrease in management cost from the adjustment of TV programs, rerun of drama series, and reduction of deferred license fees from the return of two licenses to use allocated frequencies for national commercial digital television services and the cost reduction from downsizing the organization.
- The cost of concerts and shows for year 2019 was at Baht 480.6 million, an increase by Baht 171.7 million or 55.6% from higher number and size of events during the year.
- BEC-Tero Entertainment Public Company Limited, a subsidiary of the Company, has terminated the joint venture agreement with Forever BEC-Tero Company Limited and Forever Group Company Limited. There was Baht 145.6 million set for doubtful debts for other receivables.

Financial Cost:

- Financial cost for the year 2019 was at Baht 126.9 million, a decrease by Baht 41.8 million or 24.8% from the year 2018 at Baht 168.7 million due to the lower interest obligation.

Financial Statement Conclusion:

- In conclusion, BEC Group reported consolidated Net loss attributable to BEC World of Baht 397.2 million.

Assets:

- As of December 31, 2019, BEC group had total assets of Baht 11,354.5 million, a decrease by Baht 2,965.5 million or 20.7% from Baht 14,320.1 million as of December 31, 2018, mainly from the decrease in the deferred right to use spectrum from returning the broadcasting licenses.
- Total current assets increased by 11.8% to Baht 4,695.3 million, mainly from cash and cash equivalent and short-term investments on its consolidated balance sheet totaling Baht 2,816.0 million, an increase of Baht 647.8 million or an increase by 29.9% from the year ending 2018 at Baht 2,168.2 million. The Company has received the compensations from the return of two licenses to use allocated frequencies in the amount of Baht 856.06



million from the NBTC after the termination of broadcasting of the two digital television channels.

- Total non-current assets decreased by Baht 3,459.5 million or 34.2% to Baht 6,659.2 million. The decrease was mainly from lower deferred rights to use spectrum and the reduction of the remaining license fees.

Liabilities:

- As of December 31, 2019, BEC group had total liabilities of Baht 5,636.0 million, a decrease by Baht 2,447.6 million or 30.3% from end of year 2018 at Baht 8,083.7 million, mainly from the decrease of accrued rights to use spectrum resulted from Sections 44 by Baht 2,193.6 million.

Shareholders' Equity:

- As of December 31, 2019, BEC group had total shareholders' equity of Baht 5,718.4 million baht (total shareholders' equity of Parent Company was at Baht 5,623.3 million and for non-controlling interest was at Baht 95.1 million), a decrease by Baht 517.9 million from 31 December 2018 at Baht 6,236.4 million. The decrease in total shareholders' equity was mainly due to the decrease in retained earnings of Baht 397.2 million from net loss for the year.

The Board of Directors considered and resolved that the Meeting should approve the financial statement for the year ending 31 December 2019, which had been audited by the auditor without qualified opinion, and acknowledge the said auditor's report.

Therefore, the Chairman proposed this agenda to the Meeting for their consideration.

During this agenda, there were shareholders and proxies asked questions and proposed opinion, as follows:

Mr. Anu Wongsarakit, a shareholder, inquired about the Company's operating result in the following topics: has the Company finished its corporate restructuring, staffs reduction and shutting down the analog system yet? How was the competition, advertising rates, and the search for potential customers? What were the benefits that the Company has gained from not having to pay the license fee to the NBTC? How to utilize the remaining main channels?

Mr. Piriyadit Choophungart, Executive Vice President - Finance and Accounting, clarified that the Company Group ceased the analog broadcasting in March 2020, and reduced the number of employees and cut the costs and expenses. However, the result of such cessation and reduction would be reflected in full next year.

Mr. Anu Wongsarakit, further inquired about the financial statements in the following topics: what was the impact of the new accounting standard? Were there any reversing entry or extra pay for the employees' reserve money? How was the Company's cash flow and liquidity? How could the Company perform in the current economic conditions?

The Executive Vice President - Finance and Accounting clarified that for the new accounting standard starting in 2019, the Company has adjusted the revenue recognition from the contracts executed with the customers. Thus, the Company had to reclassify the presentation of advertising revenue and selling expenses. With respect to the employees' reserve money, the Company has



adjusted the number of days for severance pay from 300 days to 400 days according to the law. In terms of the cash flow, the Company's liquidity has improved, taking into account the cash remained at the end of period. In addition, the Company Group has obtained the compensation from the return of the licenses to use allocated frequencies for national commercial digital television services for two channels. Such compensation increased the cash and the temporary investment of the Company at the end of 2019 to be at Baht 2,816 million, an increase of Baht 647 million.

The Chairman explained that the Board of Directors was concerned about the cash flow, which has been monitored regularly in order to ensure that the Company Group would have a sufficient cash flow for operating the business. The financial overview of the Company Group was still stable.

Mr. Sathaporn Kothiranurak, a shareholder, stated that since the auditor's report stated in the Key Audit Matter that the deferred tax asset was Baht 1,124 million, what was an asset characteristic of such item? When would it be utilized? For the examination procedures, how could the Company be sure that the said value was still accurate without any impairment?

Mr. Chatchai Thiamthong, the Secretary, clarified that listed companies have applied the deferred tax system. Therefore, whichever year the Company suffered losses according to the tax law, it could utilize past losses to offset future profits for another five years, and thus such could be recorded as a deferred tax asset. For the Company Group, there were subsidiaries, who suffered a relatively large amount of losses, such as, BEC-Multimedia Co., Ltd., a digital TV licensee. We could use this loss to reduce taxes in the future which worth Baht 1,124 million. In this regard, the auditor concluded the said matter as a Key Audit Matter, in which the Company Group believed that it would be able to make a profit in the future. In order to benefit from this asset, the term 'profit' might be different from the profit shown in the consolidated financial statements. That was because for the Company Group, there were many subsidiaries. Some companies might be able to make profits, while some companies might suffer losses. Thus, what we have tried to do was to reorganize the business of the Company Group by returning the licenses of two digital channels, to reduce unnecessary expenses and the number of employees, restructuring the business, reducing the number of subsidiaries and bringing the business into a subsidiary that would generate enough profits to enjoy tax benefits. In this regard, the auditor had to be cautious. Therefore, this matter was concluded as a Key Audit Matter.

Mr. Sathaporn Kothiranurak, a shareholder, stated that from the income statement shown in the Annual Report page 62, the doubtful debt from the termination of the joint venture agreement was in the amount of Baht 145.62 million. What was the cause of that? Was there any chance to reduce this damage? And how?

The Executive Vice President - Finance and Accounting clarified that the doubtful debt of Baht 145.62 million was the debt that BEC-Tero Entertainment Plc. ("BEC-Tero"), a subsidiary of the Company, had agreed with Forever BEC-Tero Company Limited to terminate the joint venture agreement made with it. Consequently, BEC-Tero had to record the doubtful accounts after the said termination.

Mr. Sathaporn Kothiranurak, a shareholder, enquired that with regard to the cash flow statement shown in the Annual Report on page 68, the Company transferred the withholding tax for more than one year to non-current assets amounting to Baht 302.44 million in 2019, and Baht 291.91



million in 2018. Why did this happen? Why the Company did not request for a refund of such amount?

The Executive Vice President - Finance and Accounting clarified that the deferred income tax was caused by losses from operating results. In addition, since the Company Group has requested for a tax refund, the deferred tax assets were set up in the past year. A certain amount of tax refund has been obtained, and that tax refunds have been requested consecutively. The issue of withholding tax transfer which has been paid for more than one year was non-current assets, in the amount of Baht 302.44 million in 2019, and in the amount of Baht 291.91 million in 2018 was due to the tax refund as well. The other factor was the right to exercise tax benefits in the future.

Mr. Sathaporn Kothiranurak, a shareholder, also enquired that in the Annual Report on page 81, the loan of YOU & I Corporation Co., Ltd. ("YOU & I") was shown to be the balance of Baht 117.7 million. However, there was the deduction of doubtful debts in the amount of Baht 117.7 million. What was the cause of that?

The Executive Vice President - Finance and Accounting clarified that YOU & I was a subsidiary, which was in the process of pending liquidation. It has ceased the business operation. Previously, when YOU & I had business operation, YOU & I had a loan balance and interest, which was the loan borrowed from the parent company. At the end, when it was unable to continue its business, YOU & I discontinued its operation. In this regard, since the doubtful debts was made for this loan, it did not have any effect on the Company.

Mr. Sathaporn Kothiranurak, a shareholder, further enquired that with respect to the debenture accounts in the amount of Baht 2,998 million, which had been already issued, had the Company prepared enough money for it? In addition, were there any financial plans to issue more bonds this year or next year or not?

The Executive Vice President - Finance and Accounting clarified that the debentures in the amount of Baht 2,998 million would be due for repayment in the middle of 2022. The Company provided three options. Option 1: issuing debentures for the amount not exceeding Baht 4 billion as already approved by the 2018 Annual General Meeting of Shareholders; option 2: obtaining a short-term loan from a bank for an approximate amount of Baht 2 billion; and option 3: since the Company had approximately Baht 2 billion in cash; therefore, upon the maturity of the debentures of Baht 2,998 million, the Company might choose to issue debentures as approved by the 2018 Annual General Meeting of Shareholders. In this regard, the debentures might be or might be not issued to the full amount depending on the situation at the time.

As there was no further question and comment from shareholders and proxies, the Chairman concluded voting result. During this agenda, there were a total of 98 shareholders and proxies attending the Meeting, having 1,328,521,276 cast votes with 0 abstention, not included in the vote. The Meeting resolved by a majority vote of the shareholders attending the Meeting, with 1,328,521,276 affirmative votes, representing 100.00% of the quorum, and 0 negative votes, representing 0.00% of the quorum without any voided ballot.

Resolution: The Meeting, resolved by majority of the shareholders who attended the Meeting and casted the vote, considered and approved the financial statement for the fiscal year ending December 31, 2019, as proposed.



3. **To consider allocating the net profit as a reserved fund and approving to refrain the payment of the dividend for year 2019:**

The Chairman stated to the Meeting that the AOA required the Company to allocate part of its annual net profit as a reserved fund in the amount of not less than 10 percent of its registered capital. In addition, the dividend payment was to be made from the Company's profit. If the Company had accumulated losses, the dividend payment was prohibited. The dividend payment required the shareholder meeting's approval. Nevertheless, the Board of Directors might pay interim dividends to shareholders from time to time, if the Board of Directors deemed that there was sufficient profits to do so. Upon the announcement of interim dividend payment, the Board of Directors must report such payment to the subsequent meeting of shareholders for acknowledgement.

The Company allocated for the reserved fund in the amount Baht 200,000,000.- (Two Hundred Million Baht), equivalent to 10% of the registered capital of the Company, in accordance with the law and the AOA.

In this regard, the Company had a policy to pay dividend at least 90% of the net profit to the shareholders as shown in consolidated financial statement. Under such policy, the Company had practice to pay dividend for 2 times per year, i.e., interim dividend payment upon informing public about the operating result in second quarter of each year, and annual dividend payment as approved by the AGM.

For 2019, BEC World Group suffered loss in the shareholder equity in the amount of Baht 397,166,175 (Three Hundred Ninety Seven Million One Hundred Sixty-Six Thousand One Hundred Seventy Five Baht) or Baht 0.20 per share (Twenty Satang per share). In this regard, BEC World's net profit in the shareholder's equity shown in the Company's separate financial statement was Baht 607,885,615 (Six Hundred Seven Million Eight Hundred Eighty-Five Thousand Six Hundred and Fifteen Baht). The remaining unallocated retained earnings of the Company as of 31 December 2019 was Baht 2,294,256,261 (Two Thousand Two Hundred Ninety Four Million Two Hundred Fifty Six Thousand Two Hundred and Sixty-One Baht) as stated in its consolidated financial statement, and 3,798,296,941 Baht (Three Thousand Seven Hundred Ninety Eight Million Two Hundred Ninety Six Thousand Nine Hundred and Forty-One Baht) as stated in its separate financial statement.

The Board of Directors considered and agreed to propose to the Meeting to refrain from the payment of the dividend for the year 2019.

The Chairman, therefore, requested the Meeting to consider this matter.

During this agenda, there were shareholders and proxies asked questions and proposed opinion, as follows:

Mr. Somkid Wongpakorn, a shareholder, inquired how much the remaining retained earnings was.

Mr. Piriya-dit Choophungart, Executive Vice President - Finance and Account, clarified that as of 31 December 2019, the consolidated financial statements showed unallocated retained earnings in the amount of Baht 2,294,256,261 (Two Thousand Two Hundred Ninety-Four Million Two Hundred Fifty-Six Thousand Two Hundred and Sixty-One baht).



Thereafter, the Chairman announced the result of the vote. During this agenda, there were a total of 99 shareholders attending the Meeting, having 1,328,521,281 cast votes with 0 abstention, not included in the vote. The Meeting resolved by a majority vote of the shareholders attending the Meeting, with 1,328,491,581 affirmative votes, representing 99.9977% of the quorum, and 29,700 negative votes, representing 0.0022% of the quorum without any voided ballot.

Resolution: The Meeting considered and resolved by majority votes of the shareholders who attended the Meeting and casted the vote, approving the profit allocation as a reserve fund refrain the payment of the dividend payment of 2019.

4. To consider and elect directors in replacement of the directors retiring by rotation

The Chairman informed the Meeting that, according to section 71 of the Public Limited Companies Act and the AOA of the Company, the Company must have at least 5 directors and one-third of all directors must be due by rotation retirement at the AGM. The directors in the position for the longest period must be due by rotation retirement and could be re-elected for another term by the shareholder meeting

Currently, the Company has 13 directors. For this 2020, there were 5 directors to retire by rotation (There was no independent director to retire this year) as follows:

- 1.) Miss Ratana Maleenont - Executive Director, Member of the Nomination and Remuneration Committee, and Authorized Director;
- 2.) Miss Nipa Maleenont - Non-Executive Director;
- 3.) Mr. Somprasong Boonyachai - Non-Executive Director, and Chairman of the Corporate Governance Committee;
- 4.) Mr. Ariya Banomyong - Executive Director, President, Member of the Risk Management Committee;
- 5.) Mr. Tospol Maleenont - Non-Executive Committee, Member of the Corporate Governance Committee, and Member of the Risk Management Committee.

During 1 October 2019 - 31 December 2019, the Company offered shareholders an opportunity to propose any person, having proper qualifications to be appointed as director to the AGM 2020 for consideration. However, no candidate has been proposed by shareholders so far.

In this regard, Mr. Tospol Maleenont, who was due to retire by, notified the Chairman of his intention to vacate from the director position upon the expiration of his term this year. In addition, Mr. Ariya Banomyong, who was also due to retire by rotation, has submitted a resignation letter to resign from the director and President position, effective as from 20 June 2020 onward.

The Nomination and Remuneration Committee was of the view that, under the nomination criteria, the above three retired directors, i.e. 1.) Miss Ratana Maleenont, 2.) Miss Nipa Maleenont, and 3.) Mr. Somprasong Boonyachai, were qualified under the Public Company Act and had no offence record under the Securities and Exchange Act. Furthermore, the retired directors had performed their duties with responsibility, care and honesty, in compliance with relevant laws, the Company's objectives, AOA and the resolutions of shareholders meeting. In addition, the retired directors were expert with good knowledge in the Company business, which was very beneficial for the Company. Pursuant to the AOA of the Company, there is no restriction to re-elect the directors who are due to retire by rotation as directors for another term. Additionally, by inquiring the said three retired directors, they were pleased to be directors for another term. After consideration, the



Nomination and Remuneration Committee recommended the Board of Directors to consider and propose to the shareholder meeting to re-elect the three retired directors, and suggested the Board of Directors to propose to the shareholder meeting to elect Mr. Surin Krittayapongpan and Miss Tracy Ann Maleenont as new directors to replace the directors who were due to retire by rotation retirement this year with no intention to assume the directorship for another term.

The proposed directors' resume were presented in the supporting documents for the 4th agenda. In this regard, persons No. 1 to No. 3 were the former directors due to retire by rotation this year and persons No.4 and No. 5 were new candidates to replace the directors, to retire by rotation with no intention to assume the directorship for another term.

The Board of Directors (excluding the interested persons) agreed with the suggestion of the Nomination and Remuneration Committee that the Meeting should re-elect 1.) Miss Ratana Maleenont, 2.) Miss Nipa Maleenont, and 3.) Mr. Somprasong Boonyachai, who were due to retire by rotation as directors for another term and elect Mr. Surin Krittayapongpan and Miss Tracy Ann Maleenont as new directors since the qualifications of the nominated persons were suitable for BEC Group Company's business operation.

The Chairman, therefore, requested the Meeting to consider this matter.

During this agenda, Miss Nipa Maleenont, Mr. Somprasong Boonyachai, Mr. Surin Krittayapongpan and Miss Tracy Ann Maleenont left the Meeting to allow the Meeting to discuss and consider the matter freely.

During this agenda, there were shareholders and proxies asked questions and provided comments as follows:

Mr. Anu Wongsarakit, a shareholder, asked whether or not the directors, who were due to retire by rotation this year and did not request to return to the position, provide a reason why they did not wish to be reappointed? And could the nominated persons perform the duties of the retired directors?

Mr. Chatchai Thiamthong, the Secretary, clarified that the two directors who were due to retire by rotation this year, but not nominated for re-election this year were (1). Mr. Tospol Maleenont and (2). Mr. Ariya Banomyong. Mr. Tospol informed that he did not wish to continue to serve as a director for the Company due to his personal reason as he had his personal matter. While Mr. Ariya Banomyong, the former President, had resigned for his personal reason since June 2020. In this regard, the Nomination and Remuneration Committee considered and opined that Mr. Surin Krittayapongpan and Miss Tracy Ann Maleenont had knowledge and skills, suitable to work as the directors in replacement of the ones who retired by rotation.

The Chairman clarified that Miss Tracy Ann Maleenont has already involved in the working group of the Executive Committee. In addition, Khun Surin Krittayaphongpan was a former executive of the Company Group for more than ten years. During his resignation, he became the chief executive of another digital TV channel. Therefore, he was a competent person who directly involved in the industry.

Mr. Basant Kumar Dugar, a shareholder, stated that he had researched the director information from SET SMART and found that Miss Ratana Maleenont, Miss Nipa Maleenont, and Mr. Somprasong Boonyachai were former directors of the Company. However, was Mr. Surin Krittayaphongpan to replace Mr. Ariya Banomyong a newcomer?



Mr. Chatchai Thiamthong, the Secretary, clarified that Mr. Surin Krittayaphongpan was a former executive who had worked for Bangkok Entertainment Company Limited as an executive of Thai Television Channel 3 station for many years. In addition, Mr. Ariya Banomyong was a new director who joined the Company last April, and had already resigned.

Mr. Basant Kumar Dugar, the shareholder, advised that the Chairman of the Board and the CEO should attend training courses for directors in the International Institute for Management Development (IMD) program.

Subsequently, the Chairman announced the result of the vote. During this agenda, there were a total of 99 shareholders attending the Meeting, having 1,328,521,281 cast votes. The Meeting considered and casted their votes for each director who were due to retire by rotation as follows:

1.) Reappointing Miss Ratana Maleenont to be the Company's director for another term with 1,148,693,739 affirmative votes, or 86.4640% of the quorum; 179,827,542 negative votes, or 13.5359% of the quorum; and at 0 abstention (does not count to the vote), without any voided ballot.

2.) Reappointing Miss Nipa Maleenont to be the Company's director for another term 1,195,324,980 affirmative votes, or 89.9740% of the quorum; 133,196,301 negative votes, or 10.0259% of the quorum; and at 0 abstention (does not count to the vote), without any voided ballot.

3.) Reappointing Mr. Somprasong Boonyachai to be the Company's director for another term with 1,190,169,220 affirmative votes, or 89.5860% of the quorum; 138,352,061 negative votes, or 10.4139% of the quorum; and at 0 abstention (does not count to the vote), without any voided ballot.

4.) Appointing Mr. Surin Krittayapongpan to be the Company's director to replace the directors who were due to retire by rotation with 1,322,933,280 affirmative votes, or 99.9072% of the quorum; 1,228,001 negative votes, or 0.0927% of the quorum; and at 4,360,000 abstentions (does not count to the vote), without any voided ballot.

5.) Appointing Miss Tracy Ann Maleenont to be the Company's director to replace the directors who were due to retire by rotation with 1,215,147,980 affirmative votes, or 91.7673% of the quorum; 109,013,301 negative votes, or 8.2326% of the quorum; and at 4,360,000 abstentions (does not count to the vote), without any voided ballot.

Resolution: The Meeting passed a resolution by a simple majority votes of the shareholders who attended the Meeting and casted the vote, to appoint Miss Ratana Maleenont, Miss Nipa Maleenont, and Mr. Somprasong Boonyachai, who were due to retire to be directors for another term and elect Mr. Surin Krittayapongpan and Miss Tracy Ann Maleenont as new directors to replace the directors who were due to retire by rotation.

5. To consider and approve director remuneration for the Year 2020:

The Chairman informed the Meeting that, according to the AOA of the Company, the director had the right to receive some remunerations, i.e., salary, compensation, meeting allowance, allowance, bonus, welfares and other remunerations in the same manner. However, the Company has made payment only the meeting allowance and compensation to its directors.



The Nomination and Remuneration Committee had considered and viewed that the meeting allowance and compensation was appropriate and the rate of such remuneration was suitable with the duties and responsibilities of directors and all sub-committee members. In this regard, the proposed rate, which was the same rate as the previous year, was appropriate and comparable to other companies in the same industry and companies with the same level of revenue. Therefore, the Nomination and Remuneration Committee had recommended the Board of Directors to consider and propose the director remuneration for the year 2020 to the Meeting.

The Board of Director considered and had the opinion that the Meeting should fix the remuneration for director and sub-committee member for 2020, as follows:

A. The Meeting Allowance:

- 1) The meeting allowance for each director meeting should be fixed, as follows:
 - For the Chairman of the Board of Directors, at Baht 30,000 (Thirty Thousand Baht).
 - For other directors, at Baht 20,000 (Twenty Thousand Baht).
- 2) The meeting allowance for each meeting of any sub-committee should be fixed, as follows:
 - For the Chairman of each Committee at Baht 25,000 (Twenty-Five Thousand Baht).
 - For each member of the committee, at Baht 20,000 (Twenty Thousand Baht).

B. Compensation: in the amount of Baht 18,000,000 (Eighteen Million Baht), equivalent to the previous year and the Board of Directors should allocate and use this budget as deemed appropriate.

The Chairman, therefore, requested the Meeting to consider this proposal.

During this agenda, there were shareholders and proxies asked questions and proposed opinion, as follows:

Mr. Anu Wongsarakit, a shareholder, inquired about how the Company calculated director's compensation? Why it had to be Baht 18 million? How much compensation did the Company spend last year since the Company sustained loss and there were no dividend payment.

The Chairman clarified on behalf of the Nomination and Remuneration Committee. Since this matter has already been submitted through the Board of Directors, the proposed directors' compensation has always been the same as the original amount of Baht 18 million for ten years. Last year, the Board of Directors allocated a compensation of Baht 16,399,425. For the compensation of 18 million baht, when it was allocated to each director, the rate payable could be comparable to other companies in the same industry. It was comparable to the rate that other listed companies with the same income amount paid to their directors. The Company's directors were experienced directors, having a specific knowledge and expertise in the work responsible by each of them. . Some of them were invited to serve as directors in several companies. However, the reasons why the Company had poor performance were from various factors, especially the competitive environment and the unfavorable economic conditions during these two to three years. All directors have dedicated, devoted, thought and given opinions and cooperated with each other very well. The Board of Directors was well aware that the Company had poor performance and that there is was dividend payable to shareholders. However, in order to retain



knowledgeable and competent directors, the Company had to pay appropriate remuneration to the directors.

Mr. Wason Pongputtamon, a shareholder, opined that the Board of Directors might show sincerity by considering proposing to reduce the director's remuneration in the year that the Company suffered losses, especially when it has already suffered losses for two years consecutively. In addition, there has been a decline in operating results for six years. The Board of Directors, thus, should reduce the directors' remuneration. When the performance improved, then it would be more appropriate to increase the remuneration. The shareholder noted that while the directors' remuneration did not increase; the administrative expenses and executives' remuneration were extremely high and have never reduced at all. The high-level executives should take responsibility. Since the Company must pay appropriate remuneration in order to retain competent directors, they were asked to create profitable operating results. While the Company earning decreased lower, administrative expenses was not reduced.

Mr. Somkid Wongpakorn, a shareholder, opined that for other listed companies, directors had proposed to reduce the remuneration themselves, taking into account of the tendency of unfavorable operating result of the year.

Mr. Basant Kumar Dugar, a shareholder, advised that the directors' remuneration might be set as a bonus by stipulating a condition such as a bonus 1% of the net profit growth.

The Chairman was pleased for all opinions of the shareholders and would take it into consideration during the next year's meeting. However, the director's remuneration rate proposed to the meeting today was due to the resolution of the Board of Directors proposed to the AGM. It was, therefore, necessary to propose the rate as determined by the Board of Directors.

Thereafter, the Chairman announced the result of the vote. During this agenda, there were a total of 99 shareholders attending the Meeting, having 1,328,521,281 cast votes with 0 abstention, not included in the vote, representing 0.00% of the quorum. The Meeting resolved by a majority vote of the shareholders attending the Meeting and voting with 1,189,595,681 affirmative votes, representing 89.5428% of the quorum, and 138,925,600 negative votes, representing 10.4571% of the quorum without any voided ballot.

Resolution: The Meeting considered and resolved by not less than two-thirds of the total votes of the shareholders who attended the Meeting approving the directors' compensation for the year 2020, as proposed.

6. To consider and approve the appointment of auditor and auditing fee for the Year 2020:

The Chairman informed the Meeting that the Public Limited Companies Act specified that the shareholder meeting must appoint auditor and fix auditing fee of the Company every year, provided that the same auditor may be re-appointed.

The Audit Committee has been assigned by the Board of Directors to select and propose the appointment or dismissal of the BEC Group Company's auditor including the remuneration. The Audit Committee had recommended the Board of Director to nominate Dr. Virach Aphimeteetamrong, CPA# 1378 and/or Mr. Chaiyakorn Aunpitipongsa CPA# 3196, and/or Mr. Apiruk Ati-anuwat CPA# 5202, and/or Dr. Preecha Suan CPA# 6718, and/or Miss Kornkaew Dabkaew CPA#8463 of Dr. Virach & Associates Office, the former auditor, to be the auditor of BEC Group Company for the fiscal year 2020, due to their abilities, expertise and reliability. In



addition, their performance in the past was acceptable and reliable. They were independent auditors, having no personal relationship or interests with the Company and its subsidiaries, executives, major shareholders or related person of such aforesaid person. Also, there was no transaction which could have a conflict of interest. In this regard, Dr. Virach Aphimeteetamrong was the auditor who has certified the financial statements of the Company for 2 year, since 2018 until present.

The Audit Committee had provided opinion that the Meeting should appoint Dr. Virach Aphimeteetamrong, CPA# 1378 and/or Mr. Chaiyakorn Aunpitipongsa CPA# 3196, and/or Mr. Apiruk Ati-anuwat CPA# 5202, and/or Dr. Preecha Suan CPA# 6718, and/or Miss Kornkaew Dabkaew CPA#8463 of Dr. Virach & Associates Office to be the auditors of the BEC Group Company for the fiscal year 2020 again.

With respect to auditing fees for 2020, the auditor proposed to reduce the auditing fee in accordance with the amount of work that was expected to be reduced due to the Board of Directors' plan to restructure the BEC Group Company. Therefore, the auditor agreed to reduce the auditing fee for 2020 to Baht 6,710,000 (Six Million Seven Hundred and Ten Thousand Baht), i.e. a decrease by Baht 359,000 (Three Hundred and Fifty-Nine Thousand Baht) or 5.08% comparing to the previous year. In this regard, the auditing fees could be separated into two parts as follows; the auditing fee for the Company, at Baht 1,430,000 (One Million Four Hundred and Thirty Thousand Baht), an increase by Baht 40,000 (Forty Thousand Baht) or 2.9% comparing to last year, and at Baht 5,280,000 (Five Million Two Hundred and Eighty Thousand Baht) for subsidiaries.

The Audit Committee was of the view that the proposed auditing fee was appropriate and suitable with the reduction of the expected amount of work due to the restructuring of the BEC Group Company. The Audit Committee therefore had proposed the above auditing fee to the Board of Directors meeting to consider proposing this agenda to the AGM 2020 for approval.

The Board of Directors had agreed with the suggestion of the Audit Committee that the shareholder meeting should appoint Dr. Virach Aphimeteetamrong, CPA# 1378 and/or Mr. Chaiyakorn Aunpitipongsa CPA# 3196 and/or Mr. Apiruk Ati-anuwat CPA# 5202, and/or Dr. Preecha Suan CPA# 6718, and/or Miss Kornkaew Dabkaew CPA#8463 of Dr. Virach & Associates Office as the Company's auditors for the fiscal year 2020, and the meeting should reduce the auditing fee for BEC Group Company to Baht 6,710,000 (Six Million Seven Hundred and Ten Thousand Baht), i.e. a decrease by Baht 359,000 (Three Hundred and Fifty-Nine Thousand Baht) or 5.08% comparing to the previous year. Based on such amount, the auditing fee for the Company was at Baht 1,430,000 (One Million Four Hundred and Thirty Thousand Baht), an increase by Baht 40,000 (Forty Thousand Baht) or 2.9% comparing to last year, and Baht 5,280,000 (Five Million Two Hundred and Eighty Thousand Baht) for subsidiaries. In addition, the Board of Directors was of the view that the proposed auditing fees was appropriate and suitable with the expected amount of work in BEC Group Company.

The Chairman, therefore, requested the Meeting to consider the proposal.

During this agenda, there were shareholders and proxies asked questions and proposed opinion, as follows:

Mr. Anu Wongsarakit, a shareholder, stated that the Board of Directors explained that the audit fee proposed by the auditors at this time was appropriate and consistent with the expected



workload of the Company Group. However, considering the restructuring of the Company Group, termination of the analog system, and return of two digital TV licenses, the number of transactions should be reduced. However, the audit fee was decreased by only Baht 359,000 or 5.08% lower. Thus, it was inconsistent. Has the Company negotiated with the auditor to reduce the audit fee?

Mr. Chaiyakorn Aunpitipongsa, the auditor of Dr. Virach & Associates Office, clarified that although the Company stated that it would restructure by dissolving the subsidiary companies, it hasn't dissolved any subsidiary companies yet. However, it was expected to dissolve one or two companies at the end of this year. As the company has not been dissolved yet, it still had ongoing transactions despite the decline in advertising income. Therefore, the number of financial transactions has not decreased at all. The auditors were still required to review the accounts which must at least perform up to a minimum standard required by the SEC which becoming more intense. In addition, since new accounting standards had been issued, the accounting work became more detailed.

Mr. Somkid Wongpakorn, a shareholder, inquired about the basis of the audit fee determination? He asked whether it was based on the available money, income or assets since assets of the Company has been declined. He viewed that the new accounting standards had been issued in order to make the financial statements' information presentation be more clearly and accurately. Hence, the auditors should not claim that they would have more works. .

Mr. Chaiyakorn Aunpitipongsa, the auditor, explained that the audit fee was calculated based on the hours that the auditors would spend. Different businesses would have different workloads; thus, the audit fee would be different.

Mr. Chatchai Thiamthong, the Company Secretary, explained that the audit fee might be decreased starting this year because of the restructuring of the subsidiary companies. We have started to transfer employees and assets. Some subsidiaries might be able to dissolve later within the end of this year. Mr. Chatchai, as the Secretary of the Audit Committee, has realized the efforts of the Audit Committee in negotiating for a reduction of the audit fee. He would like to further clarify that during the restructuring, there were various problems arose, causing the auditor's work not to be any lesser. Thus, the auditor required more time to audit. New accounting standards have caused auditors to do more works.

Mr. Wason Pongputtamon, a shareholder, inquired about the appointment of several auditors.

Mr. Chaiyakorn Aunpitipongsa, a representative of the auditor, explained that it was as per the guideline recommended by the SEC that since the auditors must be set up by the general meeting of shareholders, a number of auditors must be appointed in case of necessity to change the auditor to sign the financial statements.

Mr. Wason Pongputtamon, a shareholder, opined that Dr. Virach & Associates Office had audited the Company for a long time, thus, they might be too courteous toward the Company. The Company should give a chance for other audit companies to propose their fees. It might be better to change the auditor to obtain a different perspective.

The Chairman thanked for all advice from shareholders and would take it into consideration. As for the auditors' rotation, there was already a rotation of the auditor who signed the report within the office.



Mr. Basant Kumar Dugar, a shareholder, encouraged the Company to hire an auditor from one of the Big 4. In addition, the auditors should obtain the ASEAN CPA license as the ASEAN Economic Community has already been established since early 2016.

Subsequently, the Chairman announced the result of the vote. During this agenda, there were a total of 100 shareholders attending the Meeting, having 1,333,121,281 cast votes with 100 abstentions, not included in the vote. The Meeting passed a resolution by a majority vote of the shareholders attending the Meeting and voting with 1,326,201,181 affirmative votes, representing 99.4809% of the quorum, and 6,920,000 negative votes, representing 0.5190% of the quorum without any voided ballot.

Resolution: The Meeting considered and resolved by majority of the shareholders who attended the Meeting and casted the vote, to appoint Dr. Virach Aphimeteetamrong, CPA# 1378 and/or Mr. Chaiyakorn Aunpitipongsa CPA# 3196 and/or Mr. Apiruk Ati-anuwat CPA# 5202, and/or Dr. Preecha Suan CPA# 6718, and/or Miss Kornkaew Dabkaew CPA#8463 of Dr. Virach & Associates Office as the Company's auditors for the fiscal year 2020, and fix the auditing fee for the Company Group in the amount of Baht 6,710,000 (Six Million Seven Hundred and Ten Thousand Baht), comprising the auditing fee for the Company at Baht 1,430,000 (One Million Four Hundred and Thirty Thousand Baht), and 5,280,000 (Five Million Two Hundred and Eighty Thousand Baht) for subsidiaries.

7. To consider and approve the amendment to the Articles of Association of the Company:

The Chairman informed the Meeting that to amend the Company's AOA to make it consistent with the Company's current business practice and laws and regulations currently applicable to the Company (i.e. the Public Limited Companies Act B.E 2535 (as amended) and the Securities and Exchange Act B.E 2535 (as amended)), as well as to support the electronic meeting pursuant to the Emergency Decree on Electronic Meeting B.E. 2563) or other relevant regulations, the Board of Directors, therefore, had proposed the Meeting to consider and approve the amendment to the Company's AOA of three Articles i.e. Article 33, Article 41, and Article 34 paragraph 3, the details of which shown in the supporting documents for the 7th Agenda.

In this regard, the reasons and the essence of the amendment to the abovementioned articles could be summarized as follows:

Article 33 and 41 (Meeting via electronic media)

To enable the Company to convene a Board of Director and shareholder meeting via electronic means in accordance with the terms and conditions of the current applicable laws or any laws that may be amended in the future, Article 33 and Article 41 of the current AOA should be amended.

Article 34 paragraph 3 (Intellectual Property Work Management)

Since the Company has amended its intellectual property work management practice, Article 34 of the current AOA should be amended to be in line with the said practice.

The purpose of the above amendment is to amend the AOA to be in consistent and suitable with the current practice and applicable laws according to the aforesaid reasoning. The Board of Directors' meeting had an opinion to propose the Meeting to consider and approve the said amendment of the AOA.



For the purpose of good order in effecting registration of the amendment of the AOA which might require revision of words or statements in the AOA, or in the registration documents in order to be in line with the resolution of the shareholders meeting, in accordance with order, suggestion or opinion of the registrar, Department of Business Development, Ministry of Commerce, or officers of other relevant authorities, the Board of Directors proposed to the Meeting for consideration and approval of the delegation of the authority to (a) authorized directors and/or (b) any persons assigned by authorized directors to amend the words or statements in the AOA or in documents and/or application for the purpose of registration of the amendment of the AOA with the Department of Business Development, Ministry of Commerce, to do any necessary acts for the purpose of accomplishing the amendment of the AOA, forthwith without the need to seek further approval from the Board of Directors' meeting or the shareholders meeting.

The Board of Directors proposed the Meeting to approve the amendment to the Company's AOA, and approve the authorization as proposed.

During this agenda, there was no query or suggestion from shareholders or proxy.

Therefore, the Chairman announced the result of the vote. During this agenda, there were a total of 100 shareholders attending the Meeting, having 1,333,121,281 cast votes with 24,168,600 abstentions, representing 1.8129% of the quorum. The Meeting resolved by a majority vote of the shareholders attending the Meeting and voting with 1,308,952,681 affirmative votes, representing 98.1870% of the quorum, and 0 negative vote, representing 0.00% of the quorum without any voided ballot.

Resolution: The Meeting considered and resolved by affirmative votes of not less than three-fourth of the total number of votes of the shareholders who attended the meeting and entitled to vote, to amend the AOA as proposed and approved the delegation of the authority to (a) authorized directors and/or (b) any persons assigned by authorized directors to amend the words or statements in the AOA or in documents and/or application for the purpose of registration of the amendment of the AOA with the Department of Business Development, Ministry of Commerce, to do any necessary acts for the purpose of accomplishing the amendment of the AOA, forthwith without the need to seek further approval from the Board of Directors' meeting or the shareholders meeting as proposed.

At this moment, the Meeting already covered all agenda. The Chairman then gave Mr. Surin Kittayapongpan an opportunity to answer the questions that was not related to the agenda of the Meeting which the shareholders and proxies inquired by submitting a question paper during the meeting. In this regard, this question and answer session was for the purpose of clarification and exchanging of ideas only. There was no consideration and votes for this matter.

Mr. Anu Wongsarakit, a shareholder, inquired about other matters, i.e. would there be any news program or drama that could be expected to generate income? What was the trend for selling content to Tencent, Netflix and other platforms? What was the next plan for event and concert organizing? What was the benefit of broadcasting rerun dramas and cost saving?

Mrs. Yaowalak Auayporn, the proxy of InfoQuest Co., Ltd., inquired about how the Company's business plan would be for this year? How much revenue would shrink? How would the business be recovered this year?



Mr. Somkid Wongpakorn, a shareholder, inquired about the additional usage of contents to generate more income besides television broadcasting, e.g. creating revenue from Facebook; how could we make children, youth, or new generation watch Channel 3's content?

Mr. Surin Kittayapongpan, the President – Television Business, answered the queries on an informative basis as follows:

- "Channel 3 has been broadcasting rerun dramas for a long time. One of the reasons for broadcasting rerun dramas is for the purpose of sales, i.e. to compensate the rating for agency customers who purchase advertising time of new dramas. The purpose of this selling method is to promote the sale of new dramas' advertising time to be more worthwhile. Moreover, in addition to the reduction of production costs, some rerun dramas also generate revenue as well. Drama program is the main program of the station. In the past, our drama programs had generated more than half of the station's revenue, following by news programs.
- With respect to the trend of selling contents to OTT platforms such as Netflix, Disney, Amazon Prime, etc., since our business is television business, content is the most important asset. Our success derives from dramas, news, and variety programs. The next course of action is to make our dramas great again, to cause viewer to choose Channel's 3 news as their first choice, and to make our variety programs to be diverse and outstanding again. The station invests in the production of content only once but the content can be sold many times through various channels, whether offline or online, i.e. "Single Content Multiple Platform". The emerging of new technologies is not a problem or obstacle to our business, but it will support our business by facilitating the access to content. Therefore, content is the most important asset and we have to produce quality content. Furthermore, when a foreign OTT platform provides service in Thailand, they will need Thai content as well. Regarding the generation of additional income from contents, there are many types of OTT platform, such as creating a platform to disseminate content on a subscription basis. However, Facebook is not subscription platform. Many producers usually share their content via Facebook to keep their viewer from missing the content. To build up on the content as the shareholder mentioned is when the audience cannot view our content if they have not watched them on television. In this regard, we can also do business with Facebook, since Facebook will serve as a medium for viewers to watch our program via channels that convenient for them. Moreover, a good drama is not necessarily need to be first ranking drama in rating. If the target audience and advertisement purchaser for a drama is certain, we will be able to generate income and sell advertising time.
- Regarding the solution for people who do not watch television, such as kids. We consider ourselves as the number one content producer in the country. We are currently working on content production in order to become the top of mind of the audience. In this regard, we do not need to be number one in rating, but we strive to be the channel that able to generate income. For administration direction, we endeavor to increase contents for kids and youth. In this regard, we must first produce content that meet the demand of viewers. We will then place such content into a platform that is convenient for audience, i.e. television for older people or other platform for kids, depending on each person's lifestyle.



- What is our expectation on revenue from new dramas? Previously, COVID-19 problem causes the production of new drama to be delayed. Furthermore, we also have to save our costs since advertisers reduce their expenditure. As a result, during July, we only broadcast one new drama per week. In this regard, we planned to place two new dramas per week in August and 3 dramas per week in September onward, depending on the readiness of advertising time purchaser. For every drama that we produce, we have drama selection committee who consider everything from the script to actors as we intend to produce a quality drama. We strive to meet the demand of audiences and also have strategy to achieve the said goal.
- Regarding revenue generation from rerun dramas on Tencent and other OTT platforms, Mr. Surin clarified that we leverage the costs well since a single content produced can create income many time, i.e. broadcasting the first run on television and rerun them thereafter, whether on television or other multiple platforms, both domestically and internationally, such as LINE TV, We TV, Tencent, and Netflix. Consequently, we can create considerable income from a single content. For foreign licensing, in addition to the licensing we directly made by ourselves, we also appointed JKN as our distributor since JKN has an expertise in selling content in foreign countries, such as the CLMV countries, Korea, Indonesia, Philippines, Malaysia, Singapore and Brunei. In this regard, we have separated the licensing territory so that it would not be overlapped with JKN. Nevertheless, the revenue from this part is still insufficient and we endeavor to continue to expand the sale."

Miss Yotsaya Techasaratul, a shareholder, inquired as follows: "1.) How does adjusting prime time into two periods and the broadcasting of rerun drama positively affect the operating result? 2.) What is the Company's plan for expanding simulcast broadcasting with foreign countries? and what are the rates for such licensing to each country? / for the third and fourth quarter of 2020, how many dramas were licensed? and licensed to how many countries? 3.) How will the Company manages the dramas, movies, and various contents in the pipeline (produced content) which have not been broadcasted for the best interest of the Company? For future dramas, how will the Company manages them in order to be more efficient in the future? 4.) What channel can the Company generates more revenue from the Company's artists and actors?"

Mr. Anu Wongsarakit, a shareholder, inquired about the Company's growth target in the new normal era after the restructuring and COVID-19, and how the digital disruption impacted the Company.

Mr. Warut Leeruangsakul, the Executive Vice President - Digital Operation and Business Partners, answered and added to the online question, with respect to the "content everywhere" concept as follows:

"Channel 3's online platform has great potential, especially for teenagers. However, online content viewing behavior of children, teenagers, and adult is different. On every platforms, teenagers often only watches short highlight clips, while adult will watch from the beginning until the end. In this regard, the accumulated total view of Channel 3's content from the beginning until the end from every platforms is very high, exceeding one billion views per year and increasing at two digits every years. The Company generates income from online business from two ways, i.e. from the increasing of views every months and the selling price for viewer that view the content. The selling price can only be raised if we know our audience, i.e. what kind of content is their



preference and how they access such content. Therefore, we have to gather the scattered Channel 3's content viewer from various platforms into our platform. With respect to the issue mentioned by the shareholder that the viewers still watch Channel 3, but they watch it on the media that is convenient for them, e.g. some people watch them online on a smart TV or through a set-top box (such as Android Box), technology disruption is our opportunity to bring our content to younger audience who still watch a variety of content from the station in the form that they choose".

Mr. Surin replied as follows:

- "As to the question whether the split of prime time into two periods and the broadcasting of rerun drama positively affect the operating result? Television business operation has to adapt according to the situation. The adjustment of prime time into two periods was made according to the economic conditions since the advertisers have reduced their expenditure, while there are fixed cost in the business television. Therefore, the station has to adapt itself in accordance with the decrease in demand of the market. Likewise, broadcasting of rerun dramas is also due to the economic situation. However, our rerun dramas is still able to generate high rating despite having been broadcasted more than one time. The positive effect to the operating result of the aforesaid is cost saving as we can retain our viewer without using new dramas. Although the income is not as much as the new drama, broadcasting rerun drama is a cost-effective."
- Mr. Surin clarified that airing content at the same time in overseas while broadcasting domestically, also known as simulcast, was one of the explanation to the "Single Content Multiple Platform" concept explained earlier that it generated income for the Company. By licensing our content to be aired in China via OTT platforms, in addition to the popularity of our dramas, our actors also gained some reputation from the Chinese as well. In 2020, we made two simulcasts, i.e. My Husband in Law (อกเกือบหักแอบรักคุณสามี) and Prophecy of Love (พยากรณ์ซ่อนรัก), which were very well received. To answer the shareholder's question as to which channel could help the Company generate more revenue from the Company's artists and actors, Mr. Surin stated that when China bought our drama, the Chinese company purchaser had to do some marketing to promote and attract viewers before the drama was on air, that would also help promote our actors, giving an opportunity for our actors to present themselves abroad by arranging meet & greet event to create popularity. That was a challenge for us to seek for a fine solution to make actors and actress be more popular both domestically and internationally to leverage our business and create an opportunity to generate income. In addition, we could also create merchandise, using our actors and actress as a brand in the future.

As to how much the revenue shrunk this year and how to recover from it, the Chairman clarified that for the first six months of this year, which included the lock down period, the industry shrunk by 15%. Although there were more people watching television during the lock down, the advertisers and goods owners were also more cautious and reduced their advertising expenditure in order to use the budget on other sale promotion method besides advertising. Nevertheless, despite the shrinking industry situation, we were not discouraged and tried to generate revenue in every way.



Mr. Wason Pongputtamon, a shareholder, inquired as to why overseas sales still generated low income. Moreover, he also commented on the Company's ability to reduce costs, as well as the development of a news program that only has news reporting without news analysis.

The Chairman explained that for the overseas distribution, there were parts that we made the distribution by ourselves and the part that the distribution was made by JKN as our distributor. For the distribution by JKN, we accelerated sales by setting out targets in the contract. For our distribution, we have also licensed our dramas for simulcast in China. Although this simulcast licensing could be sold at a high price, the number of the first run drama that we could simulcast in China was very limited due to China's quota and censorship system. We would try to solve this issue in order to have more sales.

Mr. Surin clarified that, in the past, Channel 3 grew from drama and news programs. Our news program was a reputation of our station. Nevertheless, it was a matter of business that has caused a rotation of news personnel. Television business has evolved and changed all the time. We intended to improve our news program and created new news personnel to strengthen the news program. The audience was attracted to the news reporter. News programs have been a mandatory program which must be available in every digital television channel as required by the NBTC. Moreover, the executives have also focused on creating new people for the news team.

Mr. Somkid Wongpakorn, a shareholder, suggested that, as he had kids, youngsters did not demand famous people to present the news. It could be anyone who could communicate the news to them. Therefore, Mr. Somkid wished to see the opportunity for the new generation to express their opinions in the news presentation.

The Chairman informed the Meeting that he accepted every suggestion and comment to further develop the Company and apologized for any inconvenience. The Board of Directors would like to thank all shareholders who sacrificed their valuable time to attend this Meeting. The Chairman then closed the Meeting.

The Chairman closed the Meeting at 4.50 p.m.

Signed _____ Signature _____
(Mr. Somchai Boonnamsiri)
Chairman of the Meeting

Signed _____ Signature _____
(Mr. Chatchai Thiamtong)
Secretary of the Board of Directors
The Reviewer

Signed _____ Signature _____
(Mrs. Chalaiporn Itthithavorn)
The Company Secretary