



BEC World Public Company Limited



39  
Anniversary

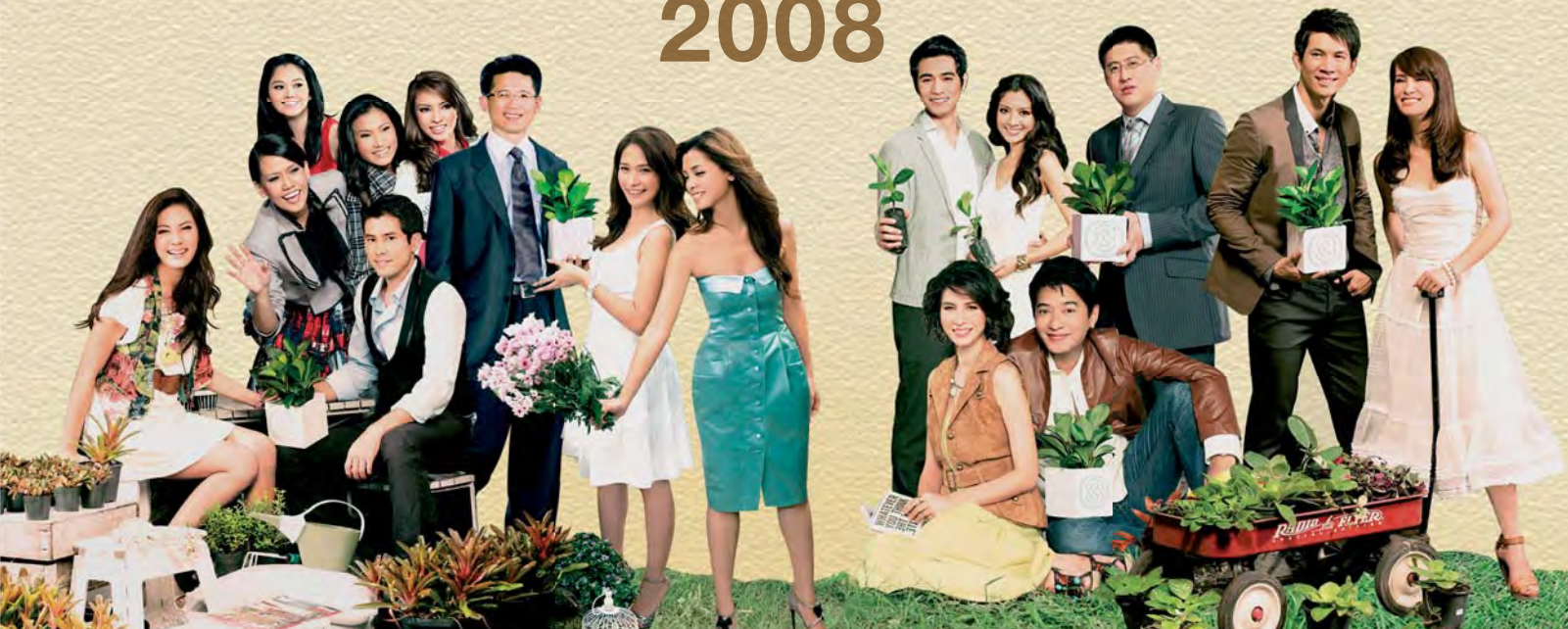


REPORT

KEEP 3 CHANNELS  
SAVE 3 TO LOVE  
GROW WITH THE WORLD  
CHANNEL 3

ANNUAL REPORT

2008



# Contents



" to be the market leader and the best provider,  
in the production and presentation of the highest quality new,  
information and entertainment programming "

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## Important Financial Data

Unit : Million Baht

### Important Financial Data

	2008	2007	2006
Total Assets	8,675	8,197	7,226
Total Liabilities	1,467	1,558	1,031
Total Shareholders' Equity	7,208	6,639	6,195
Revenues from Sales	8,798	7,785	6,775
Total Revenues	8,961	7,968	6,951
Gross Margin	5,521	4,538	3,491
Net Profit	2,875	2,252	1,643

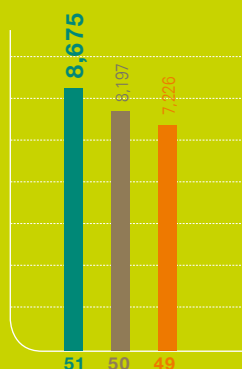
### Financial Ratio

	2008	2007	2006
Net Profit to Total Revenues	32.08%	28.26%	23.63%
Return on Total Shareholders' Equity	39.89%	33.92%	26.52%
Return on Total Assets	33.14%	27.47%	22.73%
Net Profit per Share (Baht)	1.44	1.13	0.82
Dividend per Share (Baht)	1.35*	1.05	0.75
Book Value Per Share (Baht)	3.60	3.32	3.10

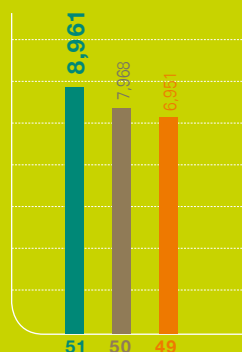
Remark \* Dividend for 2008 is the proposed number shown here as indicator. It includes an interim dividend which was paid on September 17, 2008, of Baht 0.60 per share.

### Dividend Payment Policy

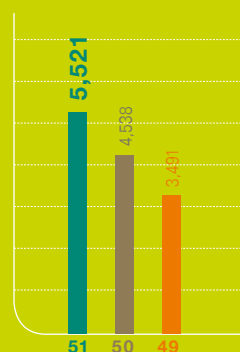
BEC World Plc. has its policy to pay dividend at the rate of not lower than 90% of its net profits of each fiscal year, except in the year which it is required to invest hugely in important projects. The dividend payments from the subsidiaries, most of which BEC has about 99.99% ownership, depends largely upon cash flow projections of the company and such subsidiary.



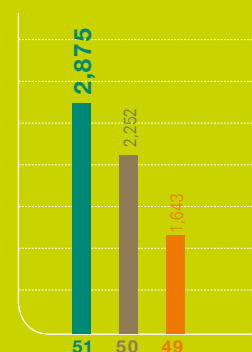
Total Assets



Total Revenues



Gross Margin



Net Profit



### To The Shareholders of BEC World Public Company Limited

2008 is the best year of BEC World once again, as our advertising income and our net profit are both at the record high. The group was able to make Baht 2,875 millions as its net profit for the year, Baht 623 millions more than that of the prior year or 28 percent higher. This is a resultant of our efforts in expanding our business initiated since 2004 - 5, help pushing our advertising sale revenue up continuously since the last quarter of 2005. Our advertising income in 2008 is 17 percent higher or Baht 1,172 millions more than that of prior year which is a better growth rate than the industry; came from the higher utilization rate of our commercial air-time, from primetime expansion and from air-time rate increases on certain day parts. We were able to keep our operating costs inflation at a much lower growth rate than that of our revenue growth which helps increasing the margin of BEC World further and improving our ability to further enhance our shareholders' wealth much more effectively.



BEC World were able to achieve such record results amid increasingly uncertainty within the industry, without the support of macro-economy as our continuing efforts in expanding our business help create variety and diversity among the audience of our broadcasting channel which in turn enhance diversity in portfolio of our clientele. Despite the weaker industry, we still saw a large number of advertisers, both big and small, increased their spending and as the industry was also consolidating when one network was transformed to be “non-commercial public service broadcasters” since the beginning of 2008, all these had helped pushing the market share in advertising income of BEC World up. Unfortunately, we were not fully benefited from internal improvements of our competitive edges and momentum we have created as bad news of macro-economy diminished our growth potentials. However, even bad news seem to be worsen during the year but BEC World is still able to deliver a better result every quarter even in the fourth quarter of 2008 which macro economic conditions of the country is the worse. It is a strong evidence of our strength and ability. We are confidence that our strength, our ability and our competitive edges will still helping us in continuing improving our shareholders’ wealth further this year even the macro economic conditions are expecting to be worsen. With such confident, the Board of Directors is proposing to pay a higher final dividend of Baht 0.75 per share, making its full year dividend of Baht 1.35 per share.

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



**(Vichai Maleenont)**

Chairman

On behalf of the Board of Directors



## To The Shareholders of BEC World Public Company Limited

The Audit Committee was appointed by the Board of Directors, comprising three independent and non-executive directors, namely Mr. Arun Ngamdee as Chairman, Mr. Prathan Rangsimaporn and Mr. Manit Boonprakob as members of the Committee. Our main duties and responsibilities are to review accuracy and sufficiency of financial reports of the Company, to provide adequate and effective internal audit and internal control system of the Company, to supervise and control the Company to comply with all related laws and regulations, to ensure sufficiency of disclosure of information by the Company, and to consider and propose the appointment of the Company's auditors and remuneration.

During the year 2008, the Audit Committee has held six meetings, where all members of the Committee have attended all meetings. The significant agendas are as follows:

1. Reviewing quarterly, annual and consolidated financial statements of the Company and its subsidiaries, prior to submission to the Board of Directors, the Securities and Exchange Commission and the Stock Exchange of Thailand. After due consideration of the said financial statements and discussions with external auditors and management, we are of the opinion that the above-mentioned financial statements have been prepared in accordance with generally accepted accounting principles, which are accurate and complete with sufficient disclosure of information.



2. Evaluating sufficiency and appropriateness of the Company's internal control system, through the supervision, control and review of the Internal Audit Office and external auditors with full support for their independent operation; introducing to apply risk assessment as guideline for examining in order to mitigate potential damage to business operation of the Company; and discussing with internal audit officer and external auditor to consider material suggestions for enhancing efficiency of their operation and internal control including following up the adjustment and development of the work. We opine that the internal control system and risk management of the Company are sufficient and appropriate.
3. Reviewing compliance of relevant rules, regulations and laws; following up compliance of operation systems of the Company. We found that there is no significant matter concerning non-compliance of the aforesaid rules, regulations and laws.
4. Reviewing the connected transactions or transactions which may cause conflict of interest to ensure full compliance with laws and regulations of the Stock Exchange of Thailand. We are of the opinion that the aforesaid transactions are reasonable and for the best interest of the Company. The Company has also disclosed accurate and complete information.
5. Reviewing organization the structure, scope and responsibilities as well as charter of the Internal Audit Office and annual audit plan.
6. Reviewing and discussing with the auditor and management representative to acknowledge any issue(s) which might cause administrative difficulties or might impact the Company's business operation; providing advice to the management as deemed appropriate.
7. We have already evaluated our performance according to the charter of the Audit Committee. We are of the opinion that we have fully complied with the said charter and have reported the performance result and given advice to the Board of Directors for the acknowledgement regularly in every Board of Directors meeting.

For the year 2009, the Audit Committee has proposed the Board of Directors to further propose to the Annual General Shareholder Meeting to appoint Dr. Virach Aphimeteetamrong, Mr. Chaiyakorn Aunpitipongsa and/or Mr. Apiruk Ati-anuwat, certified auditors of Dr. Virach & Associates as the Company's auditor for the accounting period for year 2009 since they are qualified and independent from the Company and its subsidiaries, which is appropriate for appointment. The adjusted audit fee as proposed is also reasonable.



**(Arun Ngamdee)**

Chairman of the Audit Committee  
On behalf of the Audit Committee



**Mr. Vichai Maleenont**  
Chairman

**Mr. Prasan Maleenont**  
Vice-Chairman

**Mr. Arun Ngamdee**  
Independent Director



**Mr. Prathan Rangsimaporn**  
Independent Director

**Mr. Manit Boonprakob**  
Independent Director

**Mr. Pravit Maleenont**  
Director



**Ms. Ratana Maleenont**  
Director

**Ms. Nipa Maleenont**  
Non-Executive Director

**Ms. Amphorn Maleenont**  
Director



**Mr. Prachum Maleenont**  
Director

**Mrs. Ratchanee Nipatakusol**  
Director

**Mr. Matthew Kichodhan**  
Non-Executive Director

**Mrs. Chalaipon Itthiithavorn**  
Company Secretary



## Executive Directors and Executive Officers



### Audit Committee

- |                             |                                  |
|-----------------------------|----------------------------------|
| 1. Mr. Arun Ngamdee         | Chairman of the Audit Committee  |
| 2. Mr. Prathan Rangsimaporn | Member of the Audit Committee    |
| 3. Mr. Manit Boonprakob     | Member of the Audit Committee    |
| Mr. Chatchai Thiamtong      | Secretary of the Audit Committee |

### Nominating Committee

- |                               |                                       |
|-------------------------------|---------------------------------------|
| 1. Ms. Ratana Maleenont       | Chairman of the Nominating Committee  |
| 2. Mr. Prachum Maleenont      | Member of the Nominating Committee    |
| 3. Mrs. Ratchanee Nipatakusol | Member of the Nominating Committee    |
| Mr. Chatchai Thiamtong        | Secretary of the Nominating Committee |

### Executive Directors and Executives Officers

- |                                      |  |
|--------------------------------------|--|
| 1. Mr. Vichai Maleenont              | Chairman of the Executive Board (CEO)  |
| 2. Mr. Prasan Maleenont              | Vice-Chairman of the Executive Board,<br>Chief Operating Officer (COO)                               |
| 3. Mr. Pravit Maleenont              | Executive Director - Television Business and<br>Senior Executive Vice President                      |
| 4. Mr. Prachum Maleenont             | Executive Director - New Media Business and<br>Senior Executive Vice President                       |
| 5. Ms. Ratana Maleenont              | Executive Director - Finance and Accounting Business   |
| 6. Ms. Amphorn Maleenont             | Executive Director - Production Business   |
| 7. Mrs. Ratchanee Nipatakusol        | Executive Director - Marketing and Sales Business  |
| 8. Mr. Panithan Tosnaitada           | Vice President - Advertising   |
| 9. Mr. Somrak Narongvichai           | Vice President - Production  |
| 10. Mr. Borisut Puranasamriddhi      | Vice President - Administration  |
| 11. Mr. Chatchai Thiamtong           | Vice President - Finance   |
| 12. Ms. Apinya Kangsanarak Ph.D.     | Vice President - Human Resource  |
| 13. Mr. Pisanu Ruangrajitpakorn      | Vice President - Technology  |
| 14. Mr. Natthrapong Phisitphadhrikul | Vice President - Internal Audit Office<br>(He has registered name change from Mr. Noppong Bootkhwan) |
| 15. Mr. Nopphadol Khemayotin         | Vice President - Business Development<br>and Investment  |



**BEC World Public Company Limited**

**Broadcasting and Media Business**

**Programme Sourcing and Production**

**Free TV Broadcasting**

99.99% The Bangkok Entertainment Co., Ltd. (300)

**Radio Broadcasting**

99.99% You & I Corporation Co., Ltd. (35)

**New Media**

99.99% Satellite TV Broadcasting Co., Ltd. \*(1)

99.99% Bangkok Satellite & Telecommunication Co., Ltd. \*(25)

99.99% BEC Multimedia Co., Ltd. (200 : paid up 50)

99.99% BECi Corporation Co., Ltd. (200)

49.99% Thai Audiotex Service Ltd. (30)

0% Digital Factory Co., Ltd.<sup>3</sup> (10)

0% Mobi (Thai) Co., Ltd.<sup>3</sup> (7.5) **0%**

**Documentary and Entertainment Programme Sourcing and Production**

99.99% New World Production Co., Ltd. (5)

99.99% Bangkok Television Co., Ltd. (5)

99.99% Rungsirojvanit Co., Ltd. (5)

99.99% BEC International Distribution Co., Ltd. (5)

59.99% TVB 3 Network Co., Ltd. (10)

**Production of Shows, Music and Marketing Promotion Activities**

59.99% BEC-Tero Entertainment Plc. (250 : paid up 200)

59.99% ThaiTicketMajor Co., Ltd. (10)

0% ThemeSTAR Limited<sup>1</sup> (4.02)

99.99% BEC-Tero Exhibition Ltd. (5)

49.00% Virgin BEC-Tero Radio (Thailand) Co., Ltd. (49.96)

99.99% BEC-Tero Arsenal Ltd. (18)

**Extended and Supporting Businesses**

99.99% BEC IT Solution Co., Ltd. (15)

99.99% BEC Broadcasting Center Co., Ltd. (1)

99.99% BEC Asset Co., Ltd. (30)

99.99% BEC Studio Co., Ltd.\*(5)

99.99% BEC News Bureau Co., Ltd.\*(5)

17.87% CVD Entertainment Plc.<sup>2</sup> (354)

**Note:** - Data as at December 2008

- Number in brackets are registered capital in Baht million except ThemeSTAR Limited which is in million US Dollar.

- % show is holding percentage except Virgin BEC-Tero Radio (Thailand) Co., Ltd.

\* Not yet operating

<sup>1</sup> In March 2008, BEC-TERO has sold the rest 40.00% to the major shareholder.

<sup>2</sup> In July 2008, CVD increases the authorized share capital from 32.40 million shares to 35.40 million shares, decrease in BEC's shareholding from 19.52% to 17.87% of paid-up share capital.

<sup>3</sup> In December 2008, has registered of dissolution. At present are under liquidation.







# Activities for Society and Environment during 2008

## Channel 3 Station – National Resource and Environment Preservation TV station

Channel 3 Radio&TV Station [Channel 3] performs its media role by continuously presenting various useful news and information regarding society and environment to their audiences. Not only monitoring status of such matters, but also responsible for society by behaving as a good model.

Due to the 39<sup>th</sup> anniversary of Channel 3, we have brought some code of practice regarding society and environment, which consistently performs to impose such practice as “Mission”. For this year, we have disseminated information and news to public to make them realize about danger from



global warming which is a serious concern, as well as to organize a campaign to seriously preserve and rejuvenate national resources and environment . Channel 3 would act as a national TV station, showing responsibility towards the society regarding environment. On 4 December 2008, Thai Environment Day, Channel 3 by Mr. Pravit Maleenont, managing director, has officially launched a project “39 years TV to Save the World”. Such project was well supported by Chaipattana Foundation, Army, Navy, and many governmental and private sectors.

Channel 3 has set the following campaigns and activities for “39 years TV to Save the World” through various TV programs:

**See San Bunterng:** Requesting celebrities to make a speech regarding World Preservation campaign to save, keep and additionally plant trees in accordance with concept “Keep Save grow’ continuously all years.



**Toh Kao Bunterng:** Making public relation to encourage audiences to view Channel 3 via our website to support campaign of global warming under the concept “How do you save the world”. The program also requests the audience to present their own ways to save the world to us as to: (1) How do you save the world? (2) How long do you carry on your way to save the world? and (3) What is the benefit in doing so?

**Tam Roy Ton Mai Khong Phor:** Documentary program telling the story about the plant grown by the King in every part of Thailand.



**Thiang Wan Than Hetkan:** Bringing interesting news regarding energy saving and replacement energy to persistently broadcast during the term of the project.



**Ruang Den Yen Nee:** Additional campaign supporting Tam Roy Ton Mai Khong Phor program. This program invited its audiences to join in planting trees and forest to save the world.

**Chee Wit Chee Wa:** Launching campaign to invite Thai society to take care of their health and lives including saving the world by doing some exercises, i.e. charity walking and jogging in order to receive donation money to help handicapped regarding harelip and cleft palate under the supervision of Surgery Center for Head and Face handicapped, Ramathipdee Hospital.



**3 Dimensions News:** Presenting documentary program “100 Places to remember before they disappear” regarding changes of various places in the world which has a potential to be disappeared from the world map within the upcoming 30 - 60 years due to the weather problem. This is for addressing concern to all people and encourage them to take care and preserve environment and national resource seriously with Channel 3.





## Activities for Society and Environment during 2008 (Continued)

**Idea Battle Ground:** Launching 3 projects to save the world, i.e. “Bio decoration Item to relieve Global Warming”, “Bio Vessel - 2<sup>nd</sup> Year Competition” and “Drinking Container Squeezing Invention for Community”, including to launch website [www.brainchildtv3.com](http://www.brainchildtv3.com) and Idea Battle Ground’s call center to open a room for seeking information regarding child invention and market for invention exchange.



**Animation Nong Wig 3:** During the program break, Channel 3 displays animation “Nong Wig 3” to provide concepts to save the world “Keep Save Grow” throughout this year.

**Activity “Rak Pha Chalerm Pra Keat”:** Channel 3 and BECi Corporation Limited have mutually jointed with project “Kao Lan Kla Pad Sib Pansa Maha Mongkol” to follow king project to add numbers of trees in forest and also preserve and rejuvenate forest at Tab Larn National Park, Prachinburi Province. BECi Corporation Limited also gave some money, derived from short movie competition under the concept “The King’s idea towards the Global Warming”, to Khoa Yai National Park Guardian Foundation as well as gave scholarship to local schools to enhance cooperation to save the forest.



**Activity TV3 Traveling Concert:** We have started the campaign “39 years TV to Save the World” with audiences and fans of Channel 3 in many provinces by growing forest together with project “Recover Forest by The King’s Prestige” under the supervision of Army, including to join the campaign of sea environment preservation for area 15,000 sea miles as well as the project “Save Our Sea 2009 : SOS 2009” under the supervision of Navy.

**Activity “Free Sea Turtle to the Environment”:** The activity was arranged at Sea Turtle Preservation Center beach, Navy, Sattaheep, Chonburi Province in February 2009.



In addition, we also published news and carried on activities under the campaign “39 years TV to Save the World” to Krob Krua Kao radio station, Sor.TorRor. FM 106 MHz via its DJs.

Many divisions of Channel 3, i.e., HR, Production, Program Provider, News Group, Krob Krua Kao Group, PR and website [Thaitv3.com](http://Thaitv3.com) also follow up the campaign “39 years TV to Save the World” by participating in every corner of the society, helping together to save the national resource and environment, including to join the activities to save forest, water, resources, environment, the world and global warming.



## Activities for Society and Environment during 2008 (Continued)



### Activity “Sharing Knowledge to Child and Youth in Wilderness Area”:

Channel 3 assist to educate child and youth in Project for Development of Child and Youth in remote area (GorPorDor.) under project of H.R.H. Princess Maha Chakri Sirindhorn. Channel 3 received some official sponsorship from Lactasoy Co., Ltd. with the support of information and cooperation from H.R.H. Princess Maha Chakri Sirindhorn’s Personal Affairs Division. We have participated this project in 2 places, i.e., operation area for Learning Center, high ground Bann Jor Lue Tai community, Sopmeiy District, Mae-Hongsorn Province, of which Channel 3 assisted to support their learning by arranging for learning corner, providing books, learning materials and various necessary items to response for their necessities. Another place was operation area Pra Pariyat Thamma School, General Educational Department, Chaingrai

Province. Channel 3 has supported learning media and learning materials to them for establishing library of Pra Pariyat Thamma Wieng Chai Pittaya School. We also provide book shelves with dharma books and learning skill supporting books to 19 Pra Pariyat Thamma Schools.



### Poo Ying Teung Poo Ying:

From Project “Tham Dee Tham Dai Ngai Nid Deaw” to the big Project “Yep Tao Term Jai” Soo Pai Mareng:

During 2008, program Poo Ying Teung Poo Ying has arranged traveling project to sell its souvenir giving the proceeds to various foundations under the project “Tham Dee Tham Dai Ngai Nid Deaw”, i.e., raising fund for making playground to children in Wishing Well Slum Child Foundation to make their final dream comes true for those child who suffer in the last stage of cancer.

Project “Bra Charity”: This project was established under the joint cooperation with The Mall Group, having objective for the purpose of sharing generosity to female prisoner by donating the lingerie in good condition to support their livings according to the creativity HRH Princess Bajrakitiyabha.



## Activities for Society and Environment during 2008 (Continued)

Project “Yep Tao Term Jai - Soo Pai Mareng”: Poo Ying Tueng Poo Ying program has jointly cooperated with club “Phuen Chuay Phuen - Wan Suk”, to organize an activity with Queen Sirikit Centre, Chulalongkorn Hospital, making campaign to produce artificial breast during September-November of the year to give to those patients who suffer by breast cancer. This project invited some volunteers to learn on how to make artificial breast embroidery at Maleenont Tower. We also organized many activities to all parts of Thailand, giving knowledge regarding cancer to people. We were also highly grateful that HRH Princess Soamsawali represented as the chairman to close the project. HRH, also gave artificial breast in the amount of 25,898 pieces to the head of Queen Sirikit Centre, Chulalongkorn Hospital for giving to all of those patients in Thailand.



### “30 Young Chaew”:

Activity “Love is giving” We cooperated with Thai Red Cross by organizing a campaign to invite people to donate blood at Thai Red Cross on Henri Dunant Road. There were some actors, singers, reporters and TV program producers joining every activity. There were 3 activities during 2008.

“Campaign for Health Care”: program “30 Young Chaew” was chosen to be the presenter of “Thai Osteoporosis Foundation” by broadcasting knowledge to audiences to take care of themselves in case of facing osteoporosis, including to provide information about healthy food and exercises to avoid from the osteoporosis.



Activity “Chaew Rak Lok”: This activity is made to provide knowledge and understanding on how preserve environment. We encourage our audiences to deliver the drinking containers to us for recycle purpose. During all 6 months of this activity, there were many people in nationwide delivering the drinking containers for recycling in the amount of 20.8 million pieces. This helps to reduce garbage at 208 tons including 166,400 Kgs. of CO<sub>2</sub>, which leads to the green house effect phenomenon. The drinking containers also could be recycled to tables and chairs for 6,240 sets, including to make notepads in the amount of 416,000 pieces which were given to the students of Border Patrol Police Schools in Thailand.



Activity “San Sai Yai Mai Sin Sud Baby Charity”: On the occasion of the National Mother Day, we invited all people to realize the value of “unused belongings” for donation. This activity could collect clothes and toys, giving to impoverished children through Thai Red Cross for 120,000 pieces.



## Activities for Society and Environment during 2008 (Continued)



### Tun Lok Keela:

Activity for child and youths to love sports.

This TV program is made for distributing the full team football sportswear including footballs for the third year consecutively to the secondary school students who lack of the sportswear and sport equipment for 2 schools per month. The activity focused on the schools in the backcountry or wilderness area in order to encourage youth who are interested in sports, supporting them to be national sport players.



### Activities for Continuation and Propaganda of Buddhism

Activity: preparing greeting cards in the important days of Buddhism religious, containing Buddha's teachings as to warning and guidelines for living one's life; These greeting cards were sent to all of supporters of Channel 3.

Broadcasting TV programs to support good moral and Buddhism, i.e. Chee Wit Mai Sin Wang, Dhamma Nai Jai. Channel 3 participated in many activities which support and promulgate Buddhism with various authorities and organizations including to arrange for activities on the important Buddhism celebration days, i.e., philanthropy, arrangement of dharma training and preliminary enlightenment prescription in festivals and special occasions to employees and public.

Project "Tarn Pra Tai of Supreme Patriarch": Helping Nargis's victims at Rangoon, Burma; Channel 3 together with the representatives of Supreme Patriarch have traveled by Royal Thai Air Force's plane to deliver goods for living to such victims 2 times.



### Channel 3's Activities for Society:

Channel 3 encouraged our new artists to realize in their role to be good models for children and participated in public charitable activities to those who have fewer social opportunities. The activities were arranged under the name of "Channel 3 for Society" which have been organized consecutively. During 2008, there are activities as follows:

9<sup>th</sup> Activity: at the new-born baby home in Baan Srinakarín Community, one of the Foundation For Slum Child Care under the support of HRH Princess Galyani Vadhana;

10<sup>th</sup> Activity: at the Corporate Social Responsibility Institute, Nakornpathom province;

11<sup>th</sup> Activity: at the Lighthouse Training Center for the Mentally Retarded;

12<sup>th</sup> Activity: at Worradit Wittaya Prasut School, Ayutthaya Province;

13<sup>th</sup> Activity: at Huay Pheung Village, Mae Pha Luang and Mu Seor Pha Hee Village, Maesai, Chiang Rai Province; this project was under the cooperation between Channel 3, Siam Commercial Bank and Royal Thai Air Force for donation of blankets and winter clothes to students and local villagers in the area facing a severe winter.





## Activities for Society and Environment during 2008 (Continued)

### Activities organized under the Cooperation among Channel 3, as the mass media, and various Government and Private Sectors:

**March:** Channel 3 co-operates with Bank for Agriculture and Agricultural Cooperatives to grow forest for the King's reputation at mangrove forest area, Khokkham Cooperative Settlement, Khokkham, Samut Sakhon province; Channel 3 participated in campaign of Bangkok Metropolis for turning off the light for 1 hour to solve global warming.

**April:** Channel 3 awarded pins to its audience regarding campaign to reduce road accident during Songkran festival; TV program producers and artists of Channel 3 joined the charity activity to build the school buildings for outreach children at Watchanmanee School, Sawaengha, Angthong Province.

**May:** Many news reporters and artists of Channel 3 attended the activity "One Generosity Million Thanks" to gain donation to support the construction of Somdej Phra Thep Phra Rat Building, faculty of Medicines, Rama Thibordi Hospital, Mahidol University; Channel 3 cooperated with Thai Red Cross to organized the project "Wiping Tears from Nargis Cyclone" to gain donation for helping victims in Myanmar; Channel 3 joined the project to stop smoking with the Office of Thai Health Promotion Foundation on the world's stop smoking day 2008.

**June:** Many celebrities and reporters from Krob Krua Kao 3 joined the activity "bicycling for Energy Saving" having Mr. Aphirak Kosayothin, the governor of Bangkok Metropolis, as the chairman; Channel 3 artist joined the activity "Thai People Force against Drug".

**August:** TV program producers and artists of Channel 3 joined the activity "Kor Karn Boon" by growing forest around Khaokheelek Temple, Saraburi Province, to dedicate as the merit for the King and in the occasion of the Queen's birthday.

**September:** Channel 3 leaded its artists to sell flags on Mahidol Day, giving the proceeds to support the patients, paupers and outreach person.

**October:** Channel 3 under the joint cooperation with Elka (Thailand) Co., Ltd. held the activity to turn on the pink light against breast cancer at Maleenont Tower Building, Rama 4 road as the only place in Thailand, decorating pink light around the building together with other significant places all over the world.

**November:** Channel 3 under the joint cooperation with Office of Thai Health Promotion Foundation attended walking activity under the campaign "Loi Krathong without Alcohol" and "Happiness, Delightful and Safety Loi Krathong without Alcohol"; Channel 3 let some artists be the envoy in the project "Recover Forest by The King's Prestige" organized by the Army and Ministry of Natural Resources and Environment at Glorified Natural Study Center, Bangpu, Samut Prakan Province.

**December:** program "Toh Khao Banterng" organized the activity "Im Boon Im Jai Duay Maiprom", having more than 500 volunteers to embroider some wool caps given to monks and pilgrims during winter season; Channel 3 under the join cooperation with the Air Force and Air Force Wife Association gave winter clothes to those suffered by severe winter at Sanpartong, Chiang Mai Province to offer a royal charity to the King on the occasion of the King's Birthday on 5 December 2008





THE BEC WORLD Group was established in 1995 by combining all of the “MALEENONT” companies involving in businesses of broadcasting, media, TV programme sourcing and production. At the end of the year 2008, the BEC WORLD Group comprises of 23 companies which are BEC World Plc., 21 subsidiaries and 1 associate company, whereby BEC World Plc., is the parent company. The businesses of the BEC WORLD Group are divided into the following categories:-

## **1. Broadcasting and Media Business**

### **1.1 TV Broadcasting**

\* Terrestrial Free to Air TV broadcasting covers the whole area of the country: the BEC WORLD Group operates Thai TV Color Channel 3, a terrestrial nation wide free to air television network through Bangkok Entertainment Co., Ltd. (under the joint operating agreement with MCOT Public Company Limited) which has obtained license from previously the Mass communication Organization of Thailand. This license is valid until March 2020. The Company has exclusive right and ownership over airtime for broadcasting. The Company is obliged to schedule TV programmes, arrange and update the programming format in order to attract and maintain viewers as the highest rating all the times.

\* Subscribed TV broadcasting: The BEC World Group also broadcasts its TV programmes to U.S.A. and Canada in the form of subscription program, providing such service 24-hour all days for the interested member in service area for TV subscription programme.

### **1.2 Radio Broadcasting**

The BEC World Group operates radio broadcasting business through Bangkok Entertainment Co., Ltd., You & I Corporation Co., Ltd. and BEC-Tero Entertainment Plc. Virgin BEC-Tero Radio (Thailand) Co., Ltd., (which is joint venture between BEC Tero and Virgin Radio Asia) which is air time seller and advisor of programming improvement. The radio broadcasting operates on 2 FM frequencies which are FM 95.5 and 105.5 MHz. The broadcasting of FM 95.5 is joint operating with the Public Relations Department under the short-term agreement expiring in July 2009, while FM MCOT 105.5 is operated under the agreement which is valid until March 2020.

### **1.3 New Media**

New media is related to information transmission in form of picture and voice through telephone signal and all other related businesses to Internet and mobile service. These new businesses are operated by BECi Corporation Ltd., BEC Multimedia Co., Ltd., and Thai Audiotex Service Ltd. The BEC WORLD Group also wishes to expand the business related to satellite broadcasting and satellite TV through Bangkok Satellite & Telecommunication Co., Ltd. and Satellite TV Broadcasting Co., Ltd.

## **2. Programme Sourcing – Production, Distribution and Extended and Supporting Businesses.**

### **2.1 Documentary and Entertainment Programme Sourcing and Production**

The BEC WORLD Group acquires, produces and distributes programmes, i.e., news, sports, entertainment including series, variety and game shows, etc., through BEC World Public Co., Ltd., Rungsirojvanit Co., Ltd., New World Production Co., Ltd., BEC International Distribution Co., Ltd., TVB 3 Network Co., Ltd., Bangkok Television Co., Ltd. and BEC-Tero Entertainment Plc. They provide and produce documentaries, entertainment programmes, mostly for Thai TV Color-Channel 3.

### **2.2 Production of Shows, Music and Marketing Promotion Activities**

BEC-Tero Entertainment Plc. is responsible for production of shows, music and campaign activities, especially in organization and promotion of international shows, concerts, various marketing campaigns, sponsorship and marketing promotion activities of local sport and entertainment events. ThaiTicketMajor Co., Ltd. provides public relations activities and advertising services, as well as ticket sales (shows and bus). All event organizers and product exhibitions including other businesses in relation thereto are operated by BEC-Tero Exhibitions Ltd., while football club and related businesses such as training and souvenir sales are operated by BEC-Tero Arsenal Ltd.

### **2.3 Extended and Supporting Businesses**

Other extended and supporting businesses are provided by several subsidiaries, mostly, for internal use. BEC IT Solution Co., Ltd., provides information technology services. BEC Broadcasting Center Co., Ltd. provides broadcasting facilities services. BEC Asset Co., Ltd. provides asset management and leases. The BEC WORLD Group plans to provide a wide range of production services, including studio and equipment rental and post-production services by BEC STUDIO Co., Ltd. as well as a plan to make the news departments of both Thai TV Color-Channel 3 and radio stations, an autonomous unit as BEC News Bureau Co., Ltd., to be responsible for producing news programmes, not only for its own television and radio uses, but also for selling to other news agencies.

At present, BEC World Public Co., Ltd. has a registered capital of Baht 2 billion and a share capital of 2,000 million shares, the company's shares listed as "BEC", began trading on the SET on July 18, 1996. As at the end of 2008, the BEC WORLD Group employed a total of 1,774 personnel.

BEC World Public Company Limited is located at No. 3199, Maleenont Tower, 30-34 Floor, Rama IV Road., Klongton, Klongtoey, Bangkok 10110, and can be reached by telephone at # (66) 2204-3333, 2262-3333, by Fax #(66) 2204-1384 and at Web-site: [www.becworld.com](http://www.becworld.com).





### Industrial Environment – Broadcasting and Advertising Media Business:

BEC World group engages in both domestic and international broadcasting. The domestic broadcasting is conducted through channel 3 TV station, a free TV covering areas throughout the country and for international broadcasting through subscribed TV system in Thai language broadcasting in U.S.A. and Canada for viewers within the subscribed areas. Since our international broadcasting is so small, thus this report focuses mainly on industrial environment of TV business of domestic broadcasting which is a core business of BEC World group, which is a competitive industry. TV business could be categorized into two major types, free TV and subscribed TV.

For free TV business, currently there are six main networks where the 5 original networks (Channel 3, 5, 7, 9 and 11) broadcast in VHF system and the new network (T-PBS) broadcasts in UHF system. Even though all networks have nationwide broadcasting coverage, only two major networks (channel 3 and channel 7) have dominated the broadcasting industry with the aggregate percentage of viewers during primetime at 70%. Channel 7 has been accepted as the market leader in term of number viewers since it could establish its nationwide network coverage long before its peers and had advantage in creating viewer base. Now, it has market share on viewers around 40%. For Channel 3, it had originally focused on viewers in city area so the percentage sharing in viewers was smaller. Over the past ten years, channel 3 has offered variety of TV programs to suit broader range of audience to increase number of viewers; however, it still has been the second rank in the viewership share, at around 30%, which is lower than channel 7. For other four channels, each of them has only around 10% or less of sharing while channel 11 has the least viewers. When agreements between the Government and “iTV” was terminated and “iTV” was changed to “TiTV” in 2007, there was no material change in the competition environment then as the Government has allowed TiTV to operate its business as usual; but when TiTV was transformed to be a public services TV (T-PBS) with no advertising in the middle of January 2008 reducing the total number of commercial TV and as Nielsen Media research reported





that TiTV had a huge in market share in TV advertising spending, over 15% in 2007, thus caused a big change in industry environment, especially the market share on advertising spending. It was reported that the spending on advertising through TV media was lower year-on-year almost every month in 2008, except during the second quarter as the base was much lower in 2007 due to change from “iTV” to “TiTV” (which caused a much lower market share of “TiTV” during that period). The industrial environment, therefore, grew from the previous year on this quarter and could mark as the best quarter of 2008. However, the drop of spending on advertising through TV for the year 2008 was reported at only 4.4 percent thus every other channels apart from “T-iTV / T-PBS” is getting better year-on-year; whereas Channel 11 (which was re-branded as NBT) who had covered the “Beijing Olympic” much longer than other channels was reported as the one with the biggest growth rate from its low base because of its restrictions in advertising in the past. Anyhow, when reviewing Nielsen’s advertizing spending report in detail; not all every advertiser had reduced their spending. There are several advertisers, both big and medium sizes, except those who used to be a big supporter of “iTV / T-iTV”, have increased their advertising spending; and several of those have also increased their spending by more than 20% and there are a lot of new advertisers, as well; thus caused a reduction in the share of most of the advertisers. They are the strong indicators of the diversity, resiliency and great growth potential of the industry which had allowed our channel 3 and other channels to raise the rate-card up on certain day-parts since the beginning of the year as well as another round around the mid of 2<sup>nd</sup> quarter before the bad news from both outside of the country and the domestic one hit the macro-economy pulling the demand down consecutively during the last 2 months of the year, even the drops were still a minor one.

Anyhow, Neilsen Media research reported that Channel 3 and Channel 7, the major operators, received their advertising revenue sharing at a rate lower than the market share of their viewers. Channel 3 received the market share of advertising spending in the second rank following Channel 7, similar to the market share of viewers. However, the difference of their advertising revenue sharing between Channel 3 and Channel 7 was narrower than their viewer sharing, while small broadcasting operators received their advertising revenue sharing higher than their viewer sharing. However, no one could confirm correctness and accuracy of such report. Although the market share of the two major operators has been high, other operators have been aggressively competing to receive bigger market shares. Moreover, the broadcasting industry still faces with new challenges including potential new competition as there is still room in UHF system for new players and other platforms awaiting for future directions to be set by the new independent regulatory body which is in the process to be established, but these changes will not be suddenly occurred as prior warnings, such as, public discussion of a draft master plan, shall be required to be notified prior to implement the changes or issuing new licenses. Competition for the industry is interesting and observable.





## Management Discussion & Analysis (Continued)

As to subscribed TV business, there has been only one national player who has obtained license and various small local operators. Although those operators have been in the business for many years, but they have been unable to significantly expand their subscriber base causing many operators to transform themselves to be free TV in the hope that they would get advertising revenue instead. However, with their limited penetration and so fragment in nature, they have not been able to attract most of viewers of free TV. Besides, most of subscribers live in central area surrounded by high rise buildings and subscribed TV operators also carry signal of free TV included in its service, this has helped solving a lot of blind spot problems of free TV. As for BEC World group, the Company also sells TV programs to subscribed TV operators. Despite the lack of competition among subscribed TV operators currently, they have been grouped together causing reduction in our potential opportunity. However, we believe that with our strengths in TV production and high quality of programs, there are still opportunities where we will be able to generate additional incomes from subscribed TV businesses.

For radio business, which is a part of business of BEC World group, competition is more intense than TV broadcasting as there are a lot more players including both FM and AM frequencies. With narrower coverage than TV, each radio program or station has become much more segmented. Each radio station is now focusing on its niche audience market and has clear market position. Improved and changing economic environment has benefited operators with clear market positions and created more competition among radio operators. As we realize that key success factors for both TV and radio operators are the ability to reach into advertisers' target groups, we focus our efforts on the quality and expansion of our audience base. Each of our radio station has created its niche market and become successful for the second half of the last year. However, as the setting-up of the new independent regulatory body (NBC - National Broadcasting Commission) which started by the 1997 Constitution has been postponed, most of the radio licenses were expired and became short-term licenses to be renewed on yearly basis causing the increase of competition to fight for radio frequency and the increase of operating cost, as well as create business interruption if one could not be granted for maintaining the frequency. Although the program could still be presented to another radio station, this could reduce the profitability of the radio business. However, for radio business of BEC World, it would not create any impact since the revenue from this business has not been significant proportion.

New media business, which includes internet websites and messaging service via mobile network, such as voice message, text message, still and dynamic image contents, also experienced rising competition as there have been more and more players getting into the market while market volume has been dramatically increased. However, we believe that key success factors for this business are quality of content and effective marketing. Therefore, we are confident that BEC World is well placed to compete with its peers. Sharing with this new media business will increase opportunity of the group to raise value of its programs. However, this business is considered very small with normal growth rate.





### Industrial Environment – Program Sourcing and Production Business:

For program sourcing and production business, as a broadcaster, we need to source programs for our own broadcasting business, and we have also expanded into live performance and film production. While organizing live performance is quite diverse, the BEC World group has the expertise in organizing international performance of which there are only a few meaningful players. BEC World group has got a strong track record, extensive marketing and promotion network for its subsidiaries to engage in TV media and radio businesses. The competition has not been intense due to BEC World group has been a top choice among the leading players in this business for any operator who wishes to organize a show in Thailand. As for film production, even BEC World had revitalized the Thai film industry, but because of our success in the past, there have been a lot of new film producers coming into the market with at least one Thai film a week or even more, therefore, BEC World group has decided to reduce its role in film production and focuses more on distribution of these Thai films to other countries.

### Risk factors:

As BEC World's major incomes have been derived from selling airtime to advertisers, the key risk factor is the growth of advertising spending which depends on purchasing power of consumers in the country and competition among manufacturers who are the real advertising spenders. Though the management is unable to control these factors directly, we believe that this is not a serious concern for our business operation because main advertising spenders of TV and radio media are consumer product manufacturers who target mass market, which has been growth continuously as a result of growing economic and high competition in consumer product industries. In addition, the recovery of economic as a whole has caused the higher competition and the entry of new advertisers resulting in growing of advertising spending since 1999 in line with improved economic environment. Though such growth has slowed down during the past couple of years due to reduction of consumer confidence, there is still major growth in many areas. The risk that advertising spending will fall is very minimal and if happens, it would only be temporary. This is because the competition in advertising market is a factor to raise advertising money as well as media in BEC World group remain the most effective mean in reaching end-consumers. BEC World group continues to improve the operating efficiency in order to better reach its end-consumers than its competitors. This may be viewed as one of the risk factors whether the group would be able to maintain or raise its efficiency in reaching end-consumers despite its success in improving efficiency of programs and sourcing. There is also a risk of competition with other operators both old operators who could improve their efficiency and new operators who may acquire license to establish a new network when a new independent regulatory body who is also the license issuer is established. Although BEC World group may not be significantly affected from change of regulators and industry reform to be initiated by this new regulator since the Company has been allowed to continue the operation under protection of the Constitution and under the new act governing broadcasting business operation as enacted during the later part of the first quarter of 2008. However due to the





## Management Discussion & Analysis (Continued)

delay of establishment of such regulatory body and the nature of some contracts to operate radio frequencies granted on yearly basis, there is also a risk whether the group will be granted for renewal of operation of relevant radio frequencies. However, since the revenue generated from radio business is still small and the profitability is also low, the impact to the group is minimal if the group cannot carry on this business. The risks from potential substitutes of TV media include electronic media such as internet; new TV media such as Satellite TV, Digital TV, etc.,. BEC World group believes that, though there is more clear development in this area. However, there is no immediate impact on the operation of BEC World group from these new media in the near future especially in regard to selling advertising airtime. This is because advertising spending tends to concentrate on media which can effectively reach mass target group. Similarly, impact on the group's business from subscribed TV's selling airtime as currently allowed by law is still small since the subscribed TV normally has small group of viewers which can be considered as niche market while free TV (Channel 3, 5, 7, 9, 11) has viewer base throughout the country which is a mass market. On the other hand, Channel 3 has received indirect benefits from subscribed TV operator who tends to have subscribers in urban area. Subscribed TV has helped solving blind spot problem of free TV caused by high rise buildings blocking VHF and UHF signals. As a result, Channel 3 has been able to expand its viewer base. This is also one among many reasons to encourage the manufacturers or product owners to confine in purchasing air time of Channel 3. Free TV advertising remains the most popular approach for consumer product manufacturers as the market sharing for Free TV remains quite high compared to other media. For other electronic media, such as, internet, although it has been new and become popular quickly, the access of users is limited and is regarded as a niche market as well. This new media is normally used as a supplementary media to free TV advertising and is only effective if the advertisers focus on niche market where mass market media may be too expensive for a small target market. These advertisers are not our main clients but they may establish new product/advertiser to raise competition in the market in the future which, eventually, will be benefit to BEC World group.

Apart from business risks, it is the fact that Maleenont family holds majority shares approximately 57% of BEC World's total shares. Therefore, Maleenont family is able to set management policy of the Company. However, the Company has strictly complied with good corporate governance policy as well as all principles as to minority shareholder protection. There are also both internal and external independent units to supervise management of the Company. In addition, the Company shall obtain special resolution from the shareholder meeting in order to undertake any transaction which is deemed material under the law. The foregoing factors shall ensure and help reduce the administrative and management risks.





### Operating Result

Due to modification in accounting policy as to investment money in subsidiaries and associated companies as recorded in specific financial statement of the Company, which is effective this year, operating result of the Company as shown in such financial statement is different from the operating result of the group. To avoid any confusion, explanation is provided in the consolidated financial statement of the Company.

### Structure of BEC World Group

In 2008, there was no material change of shareholding structure of BEC World group except for sale of all investment in “ThemeStar”, associated company which has been loss continuously in the first quarter of the year and change investment money in “CVD”, which is used to be “associated company”, to be investment in “Available for Sale Securities” in the third quarter of the year since “CVD” has increased its registered capital, issuing new shares to its new shareholders and causing modification to the shareholding ratio of the existing shareholders. There was also registration for company dissolution for Mobi (Thai) Co., Ltd. and Digital Factory Co., Ltd. at the end of the year since both of them have ceased its business operation for many years.



### Net Profit

BEC World group had net profit (equity of the Company) for year 2008 in the amount of Baht 2,875 million or Baht 623 million higher than the previous year which was increased 27.7% compare with the previous year, increasing the revenue more than 16.7% or Baht 1,172 million compared with the previous year due to increased amount of sale of air time, extension of prime time and super prime period and adjustment of air time rate for some period. The modification of show time also allowed benefit to air time usage. While service cost remained a bit higher than the previous year from the change of show time, adjustment of some TV programme, broadcasting of Olympic game and the growth of inflation rate during the year, however, the costs and expenses increased in lower rate compared to the increase of profit. This caused BEC World's profit and net profit rates a lot more higher than the previous year.

### Sale Revenue

Revenue from selling air time of BEC World group in 2008 was growing at Baht 1,172 million or 16.7% higher than the previous year due to the increased amount of selling air time consecutively, extension of prime time and super prime period which was for the increasing of demand in air time as expected and adjustment of air time rate for some period.. The modification of show time also allowed benefit to air time usage. Revenue from organizing concert and show was also lower than the previous year due to the reduction of number of activities and less sponsorship, especially for international tennis matches which normally organized in the third quarter of the year which received less revenue this year. This caused more loss from organizing tennis match compared to the previous year.

### Costs and Expenses

Service cost was increased at 4.2% compared to the previous year despite the broadcasting of Olympic game, modification of show time, extension of super prime time period which was for the increasing of demand in air time as expected. These also raised the opportunity to generate more revenue and profit. Cost for organizing shows was decreased in proportion to the reduction of number of activities. For sale expense, which increased at 13.4%, it was increased in proportion to the increase of sale volume. The management cost increased at 2.2% was due to the allowance for doubtful debt for the tennis matches from the previous years, which also caused extraordinary expense in the third quarter of this year. In conclusion, though the inflation rate was a bit high during the year, the operating cost and expense were increased only at 2.4% from the previous year which could reflect the efficiency in controlling cost and expense of the Company.





### Financial Status

Total assets were increased compared with the balance as at the end of year 2007. Cash and temporary investment money were increased significantly consistent with the increase of profit. Investment money in associated company was re-classified to long-term investment in Available for Sale Securities. The profit for modification of such investment money and the change of market value were not recorded in profit and loss statement but they were directly recorded in Equity section. Liabilities were slightly decreased from the previous year even the tax liabilities slightly increased. Equity was increased in accordance with the increase of profit. The group remains stable.

### Factors that may affect Operating Result and Financial Status in the Future:

Most of the group's operating costs and expenses do not directly relate to the revenue. They are either fixed or varied according to the market situation. In 2008, BEC World group had slightly increased of its service cost. However, it seems that there would be no factors, which could materially increase the costs and expenses this year as our expansion will be small due to the problem regarding macro-economy. Furthermore, it is widely assumed that the value of Baht currency which may drop will not cause effect to us and the inflation rate would be quite low this year. The concern that the intense competition in the TV broadcasting business would increase the programming costs significantly is seemed to be exaggerated as the industry does not have problem on shortage of resources and the key success factor is not the competition for bidding for resource. The competition in this industry also tends to be less than the previous year due to the change of government operator. Therefore, the group's operating efficiency and profitability depends very much on its ability to generate revenue. Although the selling of advertising airtime, which is the main source of our revenue, depends largely on the growth of the overall advertising expenditure of the economy which is beyond the direct control of the group management. The macro-economic crisis may cause anxiety to many advertisers that the budget of the consumers may reduce. However, with the intense competition in the market, in line with economic expansion as well as an effort to solve economic crisis by government sector increasing in budget of the consumers, it is thus our belief that the group's profitability this year, 2009, will be improved further. As the group has a very strong capital structure with excellent liquidity without any problem of assets quality, there should be no financial problem of any kind.



## Report of Directors Relating to Responsibility for Financial Statements

The accompanied financial statements comprised of Balance Sheets, Statements of Income, Statements of Changes in Shareholders' Equity, Statement of Cash Flows and Notes to the Financial Statements have been prepared by the management in conformity with generally accepted accounting principles and appropriate accounting policies applied consistently and based on management's best estimates and judgments with adequate disclosure of material issues.

The Board of Directors has set up and maintained effective internal control system designed to provide the management with reasonable assurance that transactions are recorded properly, the assets are safeguarded and that material frauds and malpractices are precluded.

The Board of Director also appointed the Audit Committee, which comprises of three independent non-executive directors to review the accuracy and sufficiency of the company's financial reports and to ensure the adequacy and the efficiency of the internal control systems of the Company. Opinion of the Audit Committee is shown in Audit Committee's Report published in this annual report.

BEC World Plc. also arranged to have independent certified public accountant as auditor auditing the financial statements. The auditor performed audits of the financial statements in accordance with generally accepted auditing standards and expressed his independent opinion on the true and fair of the company's financial positions and performance of its operations as stated in the financial statements. Auditor's Report is also shown in this annual report.



**(Mr. Vichai Maleenont)**

Chairman

On behalf of the Board of Directors

*V & A*

**Dr. Virach and associate Office Company Limited**

7<sup>th</sup> Floor, Panunee Building, 518/3 Ploenchit Road., Bangkok 10330

Tel. (66) 2252-2860, 2255-2518 Fax. (66) 2254-1210

**To The Shareholders BEC World Public Company Limited**

I have audited the consolidated balance sheets of BEC World Public Company Limited and its subsidiaries as at December 31, 2008 and 2007, the related consolidated statements of income, changes in shareholders' equity and cash flows for the years then ended and the separate financial statements of BEC World Public Company Limited for the same periods. These financial statements are the responsibility of the Company's management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audit in accordance with generally accepted auditing standards. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. I believe that my audit provides a reasonable basis for my opinion.

In my opinion, the aforementioned financial statements present fairly, in all material respects, the financial position of BEC World Public Company Limited and its subsidiaries and the separate financial statements of BEC World Public Company Limited as at December 31, 2008 and 2007, the results of their operations and their cash flows for the years then ended in accordance with generally accepted accounting principles.



**(Mr. Chaiyakorn Aunpitipongsa)**

Certified Public Accountant Registration No. 3196

February 16, 2009

## BEC World Public Company Limited and Subsidiaries

AS AT DECEMBER 31, 2008 AND 2007

### ASSETS

Unit : Baht

	Notes	Consolidated		Separate Financial Statements	
		2008	2007	2008	2007
<b>Current Assets</b>					
Cash and cash equivalents		3,327,569,824	3,201,101,650	922,384,213	1,853,361,960
Current investments					
Fixed deposit at bank		982,429,644	240,834,639	920,000,000	200,834,638
Investments in Open-end Fund - net	4.2, 5	99,117,613	330,698,360	11,325	286,810,827
Investments in other companies	4.3, 9	2,183,993	-	-	-
Total current investments		1,083,731,250	571,532,999	920,011,325	487,645,465
Trade accounts receivable-net	4.4, 6	715,884,181	746,049,720	350,084,266	496,707,694
Shot-term loans to related parties - net	7	31,151,084	44,065,570	224,996,923	329,262,585
Inventories	4.5, 8	375,081	311,700	-	-
Other current assets					
Dividend receivable		-	-	1,349,985,100	-
Concerts and television programmes under process	4.6	19,038,406	24,068,881	1,143,780	1,143,780
Accrued interest income		36,463,754	24,369,203	18,012,221	12,698,657
Others		124,693,629	132,772,155	6,230,829	8,188,027
Total other current assets		180,195,789	181,210,239	1,375,371,930	22,030,464
Total Current Assets		5,338,907,209	4,744,271,878	3,792,848,657	3,189,008,168
<b>Non-current Assets</b>					
Investments in associates - net	4.7, 9	-	150,702,346	-	98,074,187
Investments in subsidiaries - net	4.7, 9	-	-	798,348,528	794,186,528
Other long-term investments					
Investments in available-for-sale securities-net	4.8, 10	91,712,500	-	91,712,500	-
Investments in other companies	4.9	3,000,000	8,999,990	-	-
Investments in land and structures	4.10, 11	63,431,165	63,431,165	763,980	763,980
Total other long-term investments		158,143,665	72,431,155	92,476,480	763,980
Property, plant and equipment-net	4.11, 12	481,009,733	628,460,489	25,675,366	53,666,517
Intangible assets-net	4.12, 13	45,745,932	44,874,879	58	25,913
Deferred right to use property - net	4.13, 14	1,165,983,341	1,101,166,974	-	-
Deferred pictures rental, picture products, plays and copyright charges - net	4.14, 15	1,179,127,289	1,274,659,074	525,489,291	613,624,106
Deposit on pictures copyright		37,203,832	32,704,573	11,203,832	-
Prepaid plays production		179,824,000	64,820,000	150,824,000	64,820,000
Fixed deposit with obligation	23.1	20,430,175	9,307,990	-	-
Other non - current assets		68,490,843	74,056,184	10,471,683	10,201,683
Total Non - current Assets		3,335,958,810	3,453,183,664	1,614,489,238	1,635,362,914
<b>TOTAL ASSETS</b>		<b>8,674,866,019</b>	<b>8,197,455,542</b>	<b>5,407,337,895</b>	<b>4,824,371,082</b>

Notes to the financial statements form an integral part of these statements.

# Balance Sheets (Continued)

## BEC World Public Company Limited and Subsidiaries

AS AT DECEMBER 31, 2008 AND 2007

### LIABILITIES AND SHAREHOLDERS' EQUITY

Unit : Baht

	Notes	Consolidated		Separate Financial Statements	
		2008	2007	2008	2007
<b>Current Liabilities</b>					
Bank overdrafts from financial institutions		2,834,841	-	-	-
Trade accounts payable		173,359,098	385,996,259	88,466,959	224,559,443
Corporate income tax payable		643,820,786	481,723,044	53,419,400	56,113,997
Other current liabilities					
Accrued expenses		410,413,797	351,743,631	26,858,599	26,952,062
Revenue Department payable		82,940,097	65,114,387	15,387,840	10,594,438
Undue sale tax		45,595,216	44,831,534	22,902,709	31,862,702
Cash received from selling tickets- the contracting-companies		18,545,097	64,454,965	-	-
Others		89,776,514	163,887,066	3,092,830	2,652,616
Total other current liabilities		647,270,721	690,031,583	68,241,978	72,061,818
Total Current Liabilities		1,467,285,446	1,557,750,886	210,128,337	352,735,258
Total Liabilities		1,467,285,446	1,557,750,886	210,128,337	352,735,258
<b>Shareholders' Equity</b>					
Share capital					
Authorized share capital					
2,000,000,000 common stocks of Baht 1 par value		2,000,000,000	2,000,000,000	2,000,000,000	2,000,000,000
Issued and paid-up share capital					
2,000,000,000 common stocks at Baht 1 each		2,000,000,000	2,000,000,000	2,000,000,000	2,000,000,000
Premium on common stocks	19	1,166,724,373	1,166,724,373	1,166,724,373	1,166,724,373
Unrealized loss on investments in available-for-sale securities	10	(5,820,850)	-	(5,820,850)	-
Translation of financial statement differences		-	(3,393,650)	-	-
Retained earnings					
Appropriated					
Legal reserve	18	200,000,000	200,000,000	200,000,000	200,000,000
Unappropriated		3,711,708,961	3,136,499,206	1,836,306,035	1,104,911,451
Total Shareholders' Equity of the Company		7,072,612,484	6,499,829,929	5,197,209,558	4,471,635,824
Minority Interest		134,968,089	139,874,727	-	-
Total Shareholders' Equity		7,207,580,573	6,639,704,656	5,197,209,558	4,471,635,824
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<b>8,674,866,019</b>	<b>8,197,455,542</b>	<b>5,407,337,895</b>	<b>4,824,371,082</b>

Notes to the financial statements form an integral part of these statements.

# Statements of Income

## BEC World Public Company Limited and Subsidiaries

FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007

Unit : Baht

	Notes	Consolidated		Separate Financial Statements	
		2008	2007	2008	2007
<b>REVENUES</b>					
Advertising income		8,194,334,301	7,022,458,655	530,880,000	520,871,750
Income from copyright and other services		212,685,189	250,281,878	912,690,244	1,044,465,906
Income from organizing concerts and shows		391,106,588	513,245,013	-	-
Gain on investment disposal in subsidiary	9	-	26,278,748	-	-
Dividend income	9	-	-	2,647,178,460	2,809,626,808
Other incomes					
Interest income		107,298,263	102,372,521	67,549,548	63,495,940
Gain from reverse loss on impairment of investments in subsidiaries		-	-	4,200,000	-
Others		55,466,137	53,448,944	7,029,090	1,772,416
Total other incomes		162,764,400	155,821,465	78,778,638	65,268,356
Total Revenues		8,960,890,478	7,968,085,759	4,169,527,342	4,440,232,820
<b>EXPENSES</b>					
Cost of sales and services		2,892,636,215	2,776,338,879	773,152,339	892,342,772
Cost of organizing concerts and shows		384,525,699	470,861,074	-	-
Selling expenses		508,695,803	448,542,364	2,291,915	3,531,494
Administrative expenses		922,287,575	902,499,640	209,725,622	195,043,366
Loss on investment impairment in subsidiaries and associate		-	-	578,837	63,445,570
Loss on investment disposal in associate		27,015,111	-	-	-
Directors' remuneration	16	15,940,000	15,336,000	15,940,000	15,336,000
Total Expenses		4,751,100,403	4,613,577,957	1,001,688,713	1,169,699,202
Profit before Finance Costs and Income Tax Expenses		4,209,790,075	3,354,507,802	3,167,838,629	3,270,533,618
Finance costs		(151,980)	(798,427)	-	-
Share of loss from investment in associates		(20,454,859)	(60,136,839)	-	-
Profit before Income Tax Expenses		4,189,183,236	3,293,572,536	3,167,838,629	3,270,533,618
Income Tax Expenses	25	(1,250,943,592)	(983,679,169)	(136,444,045)	(165,622,167)
Net Profit		2,938,239,644	2,309,893,367	3,031,394,584	3,104,911,451
Profit attributable to					
Equity holders of the parent		2,875,209,755	2,251,927,340	3,031,394,584	3,104,911,451
Minority Interest		63,029,889	57,966,027	-	-
Earnings per share to equity holders of the parent	4.15				
Basic Earnings Per Share (Baht)		1.44	1.13	1.52	1.55
Issued and paid-up 2,000,000,000 common stocks					

Notes to the financial statements form an integral part of these statements.

## BEC World Public Company Limited and Subsidiaries

FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007

Unit : Baht

	Notes	Issued and paid-up share capital	Premium on common stocks	Unrealized loss	Translation of financial statement differences	Retained earnings		Treasury common stocks of associate	Total equity holders of the parent	Minority interest	Total
						Legal reserve	Unappropriated				
Beginning balances, January 1, 2007		2,000,000,000	2,536,498,586	-	(2,529,790)	200,000,000	1,335,773,037	(20,975,384)	6,048,766,449	145,746,354	6,194,512,803
Translation of financial statement differences					(863,860)				(863,860)	(575,907)	(1,439,767)
Minority interest increase during the year									-	4,921,252	4,921,252
Minority interest decrease during the year									-	(156,518)	(156,518)
Net profit for the year 2007							2,251,927,340		2,251,927,340	57,966,027	2,309,893,367
Transferred legal reserve and premium on common stocks to offset with the deficits in the separate financial statements	19		1,369,774,213			(200,000,000)	1,569,774,213		-	-	-
Appropriated for legal reserve	18					200,000,000	(200,000,000)		-	-	-
Treasury common stocks of associate	9						(20,975,384)	20,975,384	-	-	-
Dividend payment	16						(1,800,000,000)		(1,800,000,000)	-	(1,800,000,000)
Subsidiary's dividend paid to minority interest									-	(68,026,481)	(68,026,481)
Ending balances, December 31, 2007		2,000,000,000	1,166,724,373	-	(3,393,650)	200,000,000	3,136,499,206	-	6,499,829,929	139,874,727	6,639,704,656
Translation of financial statement differences					(361,962)				(361,962)	(241,308)	(603,270)
Minority interest increase during the year									-	10	10
Minority interest decrease during the year									-	(577,348)	(577,348)
Sold investment in associate held by subsidiary					3,755,612				3,755,612	2,503,744	6,259,356
Available-for-sale securities											
Unrealized loss recognized in equity holders				(5,820,850)					(5,820,850)	-	(5,820,850)
Net profit for the year 2008							2,875,209,755		2,875,209,755	63,029,889	2,938,239,644
Dividend payment	16						(2,300,000,000)		(2,300,000,000)	-	(2,300,000,000)
Subsidiary's dividend paid to minority interest									-	(69,621,625)	(69,621,625)
Ending balances, December 31, 2008		2,000,000,000	1,166,724,373	(5,820,850)	-	200,000,000	3,711,708,961	-	7,072,612,484	134,968,089	7,207,580,573

Notes to the financial statements form an integral part of these statements.

**BEC World Public Company Limited and Subsidiaries**

FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007

Unit : Baht

	Note	Issued and paid-up share capital	Premium on common stocks	Unrealized loss	Retained earnings (deficits)		Treasury common stocks of associate	Total
					Legal reserve	Unappropriated		
Beginning balances, January 1, 2007-before restated		2,000,000,000	2,536,498,586		200,000,000	1,335,773,037	(20,975,384)	6,051,296,239
Adjustment entry								
Cumulative effect on the change in accounting policy	3					(2,905,547,250)	20,975,384	(2,884,571,866)
Restated balances, January 1, 2007		2,000,000,000	2,536,498,586	-	200,000,000	(1,569,774,213)	-	(3,166,724,373)
Transferred legal reserve to offset with the deficits	19				(200,000,000)	200,000,000		-
Transferred premium on common stocks to offset with the deficits	19		(1,369,774,213)			1,369,774,213		-
Net profit for the year 2007						3,104,911,451		3,104,911,451
Dividend payment	16					(1,800,000,000)		(1,800,000,000)
Appropriated for legal reserve	18				200,000,000	(200,000,000)		-
Ending balances, December 31, 2007		2,000,000,000	1,166,724,373	-	200,000,000	1,104,911,451	-	4,471,635,824
Available-for-sale securities								
Unrealized loss recognized in equity holders				(5,820,850)				(5,820,850)
Net profit for the year 2008						3,031,394,584		3,031,394,584
Dividend payment	16					(2,300,000,000)		(2,300,000,000)
Ending balances, December 31, 2008		2,000,000,000	1,166,724,373	(5,820,850)	200,000,000	1,836,306,035	-	5,197,209,558

Notes to the financial statements form an integral part of these statements.

# Statements of Cash Flows

## BEC World Public Company Limited and Subsidiaries

FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007

Unit : Baht

	Consolidated		Separate Financial Statements	
	2008	2007	2008	2007
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Profit before income tax expenses	4,189,183,236	3,293,572,536	3,167,838,629	3,270,533,618
ADJUSTMENTS TO RECONCILE NET PROFIT TO NET CASH PROVIDED FROM (USED IN) OPERATIONS				
Depreciation	237,101,613	231,638,987	28,805,494	29,417,436
Amortization of intangible assets	4,065,847	4,005,617	25,855	37,309
Amortization of right to use property	109,189,901	100,305,965	-	-
Amortization of pictures rental, plays, picture products and copyright charges	1,152,732,687	1,206,485,175	733,727,237	837,728,131
Amortization of goodwill	-	5,095,552	-	-
Bad debts	10,061,701	300,000	-	-
Increase (decrease) in doubtful debt				
- Trade accounts receivable	9,721,479	(14,078,607)	-	-
- Short - term loans to related parties	2,848,916	-	2,989,663	1,925,464
Unrealized (gain) loss on investments in Open-end Fund	624,463	793,666	(498)	(615)
(Gain) loss on assets disposal	(1,671,030)	1,617,675	(3,733)	(69,491)
(Gain) loss on exchange rates	429,734	(220,985)	681,788	(391,373)
Dividend income	-	-	(2,647,178,460)	(2,809,626,808)
Loss on impairment of investments in subsidiaries and associates	-	-	578,837	63,445,570
Gain from reverse loss on impairment of investments in subsidiaries	-	-	(4,200,000)	-
Gain on investment disposal in subsidiary	-	(26,278,748)	-	-
(Gain) loss on investment disposal in associate	27,015,111	(353,461)	-	-
Gain on investment disposal in other company	(1,301,998)	-	-	-
Interest income	(107,298,263)	(102,372,521)	(67,549,548)	(63,495,940)
Interest expenses	151,980	798,427	-	-
Share of loss on investment in associates	20,454,859	60,136,839	-	-
Share of loss on subsidiaries' dissolution	1,085,352	-	-	-
Profit from operation before changes in operating assets and liabilities items	5,654,395,588	4,761,446,117	1,215,715,264	1,329,503,301

Notes to the financial statements form an integral part of these statements.

# Statements of Cash Flows (Continued)

## BEC World Public Company Limited and Subsidiaries

FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007

Unit : Baht

	Consolidated		Separate Financial Statements	
	2008	2007	2008	2007
<b>CASH FLOWS FROM OPERATING ACTIVITIES (CONTINUED)</b>				
(INCREASE) DECREASE IN OPERATING ASSETS ITEMS				
Investments in Open-end Fund	230,956,284	(292,867,868)	286,800,000	(286,800,000)
Trade accounts receivable	11,443,851	(66,633,863)	146,623,428	(154,115,775)
Inventories	(63,381)	133,456	-	-
Other current assets	18,122,377	62,544,050	1,957,198	(1,861,749)
Deposit on pictures copyright charges	(4,499,259)	(15,204,573)	(11,203,832)	-
Prepaid plays production	(115,004,000)	20,180,000	(86,004,000)	15,180,000
Other non-current assets	5,055,518	(20,049,649)	(270,000)	(1,710,811)
INCREASE (DECREASE) IN OPERATING LIABILITIES ITEMS				
Trade accounts payable	(213,240,427)	149,748,528	(136,756,869)	135,585,480
Other current liabilities	(48,074,301)	78,116,223	(3,837,243)	14,079,663
CASH PROVIDED FROM OPERATION	5,539,092,250	4,677,412,421	1,413,023,946	1,049,860,109
Interest expenses paid	(40,348)	(672,617)	-	-
Income tax expenses paid	(1,093,094,503)	(761,992,348)	(139,138,642)	(145,818,343)
NET CASH PROVIDED FROM OPERATING ACTIVITIES	4,445,957,399	3,914,747,456	1,273,885,304	904,041,766
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
(Increase) decrease in fixed deposits at bank	(741,595,005)	407,486,250	(719,165,362)	(160,666,474)
(Increase) decrease in fixed deposit with obligation	(11,122,185)	(6,106,211)	-	-
Proceeds from interest income	95,203,712	109,213,135	58,159,976	61,814,517
Proceeds from investments disposal in subsidiary	-	31,200,000	-	-
Purchase of investments in subsidiary	-	(163,180)	-	-
Proceeds from dividend income	-	7,653,250	1,297,193,360	2,809,626,808
Increase in short-term loans to related parties	-	-	(2,200,000)	(33,200,000)
Settlement from short-term loans to related parties	10,065,570	10,758,030	107,552,007	214,760,209
Proceeds from investments disposal in associate	11,355,112	1,199,700	-	-
Proceeds from investments disposal in other company	5,034,660	-	-	-
Purchase of fixed assets	(88,682,757)	(85,647,591)	(814,348)	(464,542)
Proceeds from fixed assets disposal	6,098,569	3,254,687	3,738	70,281
Increase in intangible asset	(4,936,900)	-	-	-
Increase in right to use property	(174,006,268)	(43,619,436)	-	-
Increase in pictures rental, picture products, plays and copyright charges	1,057,200,902)	(1,274,881,535)	(770,539,882)	(1,054,616,920)
Proceeds from plays disposal	-	-	124,947,460	145,899,130
NET CASH PROVIDED FROM (USED IN) INVESTING ACTIVITIES	(1,949,786,394)	(839,652,901)	95,136,949	1,983,223,009

Notes to the financial statements form an integral part of these statements.

# Statements of Cash Flows (Continued)

## BEC World Public Company Limited and Subsidiaries

FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007

Unit : Baht

	Consolidated		Separate Financial Statements	
	2008	2007	2008	2007
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Increase in bank overdrafts and short-term loans from financial institutions	2,834,841	-	-	-
Dividend payment	(2,300,000,000)	(1,800,000,000)	(2,300,000,000)	(1,800,000,000)
Subsidiary's dividend paid to minority interest	(69,606,725)	(68,026,481)	-	-
Increase in minority interest	10	-	-	-
NET CASH USED IN FINANCING ACTIVITIES	(2,366,771,874)	(1,868,026,481)	(2,300,000,000)	(1,800,000,000)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	129,399,131	1,207,068,074	(930,977,747)	1,087,264,775
CASH AND CASH EQUIVALENTS AS AT JANUARY 1,	3,201,101,650	1,994,033,576	1,853,361,960	766,097,185
<u>LESS</u> CASH AND CASH EQUIVALENTS TRANSFERRED FROM DISSOLVED COMPANIES HELD BY SUBSIDIARY	(2,930,957)	-	-	-
CASH AND CASH EQUIVALENTS AS AT DECEMBER 31,	3,327,569,824	3,201,101,650	922,384,213	1,853,361,960
<b>ADDITIONAL DISCLOSURE ITEMS TO CASH FLOWS STATEMENTS :</b>				
NON - CASH ITEMS CONSIST OF				
Increase in other accounts receivable from investment disposal in other company	2,267,328	-	-	-
Transferred accrued interest income to short-term loans to related parties	-	-	4,076,008	9,292,367
Dividend receivable	-	-	1,349,985,100	-
Increase in intangible asset from assets payable	-	38,249,839	-	-
Increase in fixed assets from assets payable	5,503,838	33,767,955	-	-
Transferred premium on common stocks to offset with deficits (See Note 19)	-	1,369,774,213	-	1,369,774,213
Transferred legal reserve to offset with deficits (See Note 19)	-	200,000,000	-	200,000,000
Transferred investments in associates to available-for-sale securities	97,533,350	-	97,533,350	-
Unrealized loss	5,820,850	-	5,820,850	-
Appropriated for legal reserve (See Note 18)	-	200,000,000	-	200,000,000

Notes to the financial statements form an integral part of these statements.

# Statements of Cash Flows (Continued)

## BEC World Public Company Limited and Subsidiaries

FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007

Unit : Baht

	Consolidated		Separate Financial Statements	
	2008	2007	2008	2007
<b>ADDITIONAL DISCLOSURE ITEMS</b>				
<b>TO CASH FLOWS STATEMENTS :</b>				
NON - CASH ITEMS CONSIST OF				
Subsidiary's dividend payable to minority interest	14,900	-	-	-
Translation of financial statement differences	361,962	863,860	-	-
Decrease in minority interest from translation of financial statement differences	241,308	575,907	-	-
Increase in minority interest from investment disposal in associate	2,503,744	-	-	-
Decrease in retained earnings from write-off treasury common stocks of associate (See Note 9)	-	20,975,384	-	-
<b>SUPPLEMENTARY STATEMENTS</b>				
Reclassified investments in subsidiaries				
In the year 2008 MOBI (THAI) CO., LTD. and DIGITAL FACTORY CO., LTD. which are subsidiaries of BECI CORPORATION LIMITED have stopped their operations and registered of dissolution. Therefore, current investments are reclassified to investments in other companies and outstanding assets and liabilities are transferred from the consolidation, as follows :				
Cash and cash equivalents	2,930,957	-	-	-
Other current assets	501,750	-	-	-
Equipment - net	108,199	-	-	-
Other non-current assets	509,823	-	-	-
Trade accounts payable	(81,052)	-	-	-
Other current liabilities	(122,984)	-	-	-
Minority interest	(577,348)	-	-	-
Beginning investments	3,269,345	-	-	-
Share of loss on subsidiaries' dissolution	(1,085,352)	-	-	-
Current investments in other companies - ending	2,183,993	-	-	-

Notes to the financial statements form an integral part of these statements.

## BEC World Public Company Limited and Subsidiaries

DECEMBER 31, 2008 AND 2007

### 1. Type of Business

#### 1.1 General information

Legal status	A juristic person established under Thai law and listed on the Stock Exchange of Thailand.
Company location	2 <sup>nd</sup> , 3 <sup>rd</sup> , 8 <sup>th</sup> , 9 <sup>th</sup> and 30 <sup>th</sup> - 34 <sup>th</sup> Floors, at Maleenont Tower, 3199 Rama IV Road, Kwaeng Klongtan, Khet Klongtoey, Bangkok 10110, Thailand.
Type of business	(1) Providing, producing TV programmes and selling air time. (2) Holding shares in subsidiaries and associates which operate business as stated in Note 9 to the financial statements.

#### 1.2 Joint operation information

1.2.1 A subsidiary has made an agreement for joint operation of color TV transmission with the Mass Communication Organization of Thailand (MCOT) dated April 28, 1978 as amended the first time on September 13, 1982, the second time on July 16, 1987 and the third time on May 2, 1989. The subsidiary was granted the right for joint operation of Channel 3 color ThaiTV station's transmission until March 25, 2020. All property created or procured for the operation under this agreement shall be transferred to the MCOT on the date the subsidiary creates or procures. The subsidiary has the right to use such property.

Under the above agreement, the subsidiary has to pay annual compensation to the Mass Communication Organization of Thailand as specified in the agreement.

1.2.2 A subsidiary has made an agreement to lease air time for operating programme and advertisement with the Mass Communication Organization of Thailand dated January 25, 1990 as amended on September 22, 1994. The subsidiary was granted the right to operate programme and advertise through an MCOT FM radio station, at 105.5 MH frequency in Bangkok until January 31, 2020. To be consistent with the term of the agreement for joint operation of color TV transmission as amended, it is agreed that if the agreement for joint operation of color TV transmission is terminated before its term for whatever reason, this agreement shall be deemed terminated.

Under the above agreement, the subsidiary has to pay the monthly air time and other expenses to the MCOT as specified in the agreement.

1.2.3 In August 2004, the Mass Communication Organization of Thailand (MCOT) was dissolved and MCOT Public Company Limited was set up to take over all the existing business, rights, liabilities, obligations and assets of the MCOT.

## 2. Basis for Preparation of Financial Statements

2.1 The consolidated and the separate financial statements are prepared in accordance with Thai Accounting Standards under the Accounting Act, B.E. 2543 (2000) including the Accounting Profession Act, B.E. 2547 (2004) and the Notification of the Office of Securities and Exchange Commission except the financial statements of ThemeSTAR Limited, an associate of BEC-TERO Entertainment Public Company Limited, are prepared in accordance with the Accounting Standards of the United States. And for preparation of consolidated financial statements, they are adjusted following the same accounting policy of the parent company.

### 2.2 Announcement of new Accounting Standards

The following Accounting Standards have been revised and become effective for accounting periods beginning on or after January 1, 2007.

TAS 44 (revised 2007)	Consolidated and Separate Financial Statements
TAS 45 (revised 2007)	Investments in Associates
TAS 46 (revised 2007)	Interests in Joint Ventures

The group companies have performed according to revised Accounting Standards since the effective date. In 2007 financial statements, the group companies have changed their accounting policies relating to the recording of investments according to such Accounting Standards as described in Note 3.

The following Accounting Standards have been revised and become effective for accounting periods beginning on or after January 1, 2008.

TAS 25 (revised 2007)	Cash Flows Statements
TAS 29 (revised 2007)	Leases
TAS 31 (revised 2007)	Inventories
TAS 33 (revised 2007)	Borrowing Costs
TAS 35 (revised 2007)	Presentation of Financial Statements
TAS 39 (revised 2007)	Accounting Policies, Changes in Accounting Estimates and Errors
TAS 41 (revised 2007)	Interim Financial Reporting
TAS 43 (revised 2007)	Business Combinations
TAS 49 (revised 2007)	Construction Contracts
TAS 51	Intangible Assets

The group companies have performed according to revised Accounting Standards since the effective date, without any significant impact to current financial statements.

The following Accounting Standards have been revised and become effective for accounting periods beginning on or after January 1, 2009.

TAS 36 (revised 2007)	Impairment of Assets
TAS 54 (revised 2007)	Non-current Assets Held for Sale and Discontinued Operations

Management of group companies has assessed such Accounting Standards, and believes that they will not have any significant impact on the financial statements for the effective year.

## Notes To The Financial Statements (Continued)

2.3 These consolidated financial statements included the financial statements of BEC World Public Company Limited with its subsidiaries, the equity of associated companies and the Company's portion in joint venture as follows:

Particulars	% Holding		Established In
	2008	2007	
<b>SUBSIDIARIES DIRECTLY HELD BY THE COMPANY</b>			
1. THE BANGKOK ENTERTAINMENT CO., LTD.	99.99	99.99	THAILAND
2. RUNGSIROJVANIT CO., LTD.	99.99	99.99	THAILAND
3. NEW WORLD PRODUCTION CO., LTD.	99.99	99.99	THAILAND
4. BEC BROADCASTING CENTER CO., LTD.	99.99	99.99	THAILAND
5. YOU & I CORPORATION CO., LTD.	99.99	99.99	THAILAND
6. BEC ASSET CO., LTD.	99.99	99.99	THAILAND
7. BEC STUDIO CO., LTD.	99.99	99.99	THAILAND
8. BEC INTERNATIONAL DISTRIBUTION CO., LTD.	99.99	99.99	THAILAND
9. BEC NEWS BUREAU CO., LTD.	99.99	99.99	THAILAND
10. BANGKOK TELEVISION CO., LTD.	99.99	99.99	THAILAND
11. BANGKOK SATELLITE & TELECOMMUNICATION CO., LTD.	99.99	99.99	THAILAND
12. BEC IT SOLUTION CO., LTD.	99.99	99.99	THAILAND
13. SATELLITE TV BROADCASTING CO., LTD.	99.99	99.99	THAILAND
14. BEC-TERO ENTERTAINMENT PUBLIC CO., LTD.	59.99	59.99	THAILAND
15. BECI CORPORATION LTD.	99.99	99.99	THAILAND
16. BEC MULTIMEDIA CO., LTD.	99.99	99.99	THAILAND

Particulars	% Holding		Established In
	2008	2007	
<b>SUBSIDIARY HELD BY BEC INTERNATIONAL DISTRIBUTION CO., LTD.</b>			
1. TVB 3 NETWORK CO., LTD.	59.99	59.99	THAILAND
<b>SUBSIDIARIES HELD BY BEC-TERO ENTERTAINMENT PUBLIC COMPANY LIMITED</b>			
1. THAITICKETMAJOR CO., LTD. (Formerly: THAITICKETMASTER.COM CO., LTD.)	59.99	59.99	THAILAND
2. BEC-TERO EXHIBITIONS CO., LTD.	99.99	99.99	THAILAND
3. BEC-TERO ARSENAL CO., LTD.	99.99	99.99	THAILAND
<b>SUBSIDIARIES HELD BY BECI CORPORATION LTD.</b>			
1. MOBI (THAI) CO., LTD.	-	59.99	THAILAND
2. DIGITAL FACTORY CO., LTD.	-	50.99	THAILAND
3. THAI AUDIOTEX SERVICE LTD.	49.99	49.99	THAILAND

## Notes To The Financial Statements (Continued)

Particulars	% Holding		Established In
	2008	2007	
<b>ASSOCIATES HELD BY BEC-TERO ENTERTAINMENT PUBLIC COMPANY LIMITED</b>			
1. VIRGIN BEC-TERO RADIO (THAILAND) LTD.	51.00	51.00	THAILAND
2. MOBI (THAI) CO., LTD.	-	40.00	THAILAND
3. ThemeSTAR Limited	-	40.00	British Virgin Islands
<b>JOINT VENTURE INVESTED BY BEC-TERO ENTERTAINMENT PUBLIC COMPANY LIMITED</b>			
1. BEC-TERO SCENARIO JOINT VENTURE	50.00	50.00	THAILAND
<b>ASSOCIATE HELD BY THE COMPANY</b>			
1. CVD ENTERTAINMENT PUBLIC CO., LTD.	-	19.52	THAILAND

2.4 Inter-company balances and transactions of the Company, subsidiaries and joint venture have been eliminated from the consolidated financial statements.

2.5 The difference between book value of subsidiaries and cost of investments was shown under goodwill. The Company amortizes goodwill by the straight-line method in 5 years which was completely amortized in 2007.

### 3. Changes in Accounting Policy

In 2007, the Company has changed its accounting policy for investments in subsidiary and associated companies which is presented in the separate financial statements from the equity method to the cost method following the Accounting Standard No. 44 (revised 2007) "Consolidated and Separate Financial Statements" and Accounting Standard No. 45 (revised 2007) "Investments in Associates". Cumulative effect on the change in accounting policy in the past which has to be decreasingly adjusted to the beginning retained earnings for the separate financial statements as at January 1, 2007 was Baht 2,905.55 million.

### 4. Summary of Significant Accounting Policies

#### 4.1 Revenues and expenses recognition

Revenues and expenses are recorded on an accrual basis.

Income from advertising is recorded as revenues whenever the service is broadcasting via television and radio.

Income from pictures and plays products are recorded as revenues upon the transmission dates or sales.

Income from organizing concert and live shows are recorded after the action performed.

#### 4.2 Investments in Open-end Fund

Investments in Open-end Fund are considered as trading securities, stated at fair value. Cost of disposed investments during the year is calculated by the weighted average method.

## Notes To The Financial Statements (Continued)

### 4.3 Short-term investments in other companies

Short-term investments in other companies are presented by the cost method net after the allowance for impairment.

### 4.4 Trade accounts receivable and allowance for doubtful accounts

Trade accounts receivable are stated at net realizable value. The Company provides allowance for doubtful accounts by estimating from the uncollectible accounts receivable based on the past experience in debt collection and the current status of outstanding debtors on the balance sheet date.

### 4.5 Inventories

Inventories for sale are stated at cost or net realizable value, whichever is the lower. Cost is calculated by the weighted average method.

Programmes which are not yet transmitted are stated at cost and will be recognized as cost after the transmission.

The Company provides allowance for diminution in value of inventories for the obsolete, deteriorated inventories and expected to be unsaleable by considering from the condition of inventories.

### 4.6 Concerts and television programmes under process

Concerts under process are amortized to cost of production after proportion of show performed.

Television programmes under process are stated at cost of production under processing and producing, which will be recorded to cost whenever the copyrights are transferred and submitted or after transmission.

### 4.7 Investments in subsidiaries, associates and joint venture

Subsidiaries are companies in which the group of the Company has power to govern the financial and operating policies. The Company included the subsidiaries in the consolidated financial statements since the date that the group Company has power to govern until the date of the power to govern is ended. The investments in subsidiaries for the separate financial statements are presented by the cost method net after the allowance for impairment.

Associates are companies in which the group of the Company has significant influence and power to participate in determining the financial and operating policies of the associates but not up to the level of governing such policies. Investments in associates shown in the consolidation are presented by the equity method. The group Company will record the investments in associates at zero and will not recognize the share of loss any more, whenever the share of loss in those associates has investment deficiency. The investments in associates for the separate financial statements are presented by the cost method net after the allowance for impairment.

Joint venture are economic operating activities of person or party from two persons or enterprises up by specifying of mutual control as agreed in the contract. The investments in joint venture for the separate financial statements are presented by the cost method net after the allowance for impairment.

### 4.8 Investments in available-for-sale securities

Investments in available-for-sale securities are marketable securities with the objective for long-term investments which stated at fair value. The difference between fair value and cost is shown as separate item in shareholders' equity under the caption "Unrealized gain (loss) of available-for-sale securities".

### 4.9 Investments in other companies

Investments in other companies are those companies in which the group of the Company has shareholding but has no power to govern or participate in setting up any policy. Investments in other companies are stated at cost.

## Notes To The Financial Statements (Continued)

### 4.10 Investments in land and structures

Investments in land and structures are stated at cost.

### 4.11 Property, plant and equipment

Property, plant and equipment are stated at cost. Depreciation of fixed assets is calculated by the straight-line method based on the estimated useful lives of assets, as follows:

Particulars	Useful Lives (Years)
Building	20
Office furniture and equipment	3 – 10
Utilities system	5
Television and radio operating equipment	5
Leasehold improvement	5
Motor vehicles	5 – 10
Processing and tools equipment	5

### 4.12 Intangible assets

The computer softwares are amortized to expenses by the straight-line method based on the estimated useful lives of 5 years.

### 4.13 Deferred right to use property

Deferred right to use property is amortized to expenses by the remaining periods of concession or by the straight-line method based on the estimated useful lives of the following assets :

Particulars	Useful Lives (Years)
Building	5 - 20 or the remaining periods of concession
Building improvement	5
Other structures	5
Color television and radio transmitter	10 or the remaining periods of concession
Color television and radio equipment	5 – 10
Television relay vehicles	5 – 10
Network station property	5 or the remaining periods of concession

### 4.14 Deferred pictures rental, picture products, plays and copyright charges

Pictures rental are amortized to expenses by the straight-line method according to the period specified in the agreement or portion of pictures transmission as specified in the agreement or according to the right as obtained for transmission.

Picture products are amortized to cost by the ratio of revenues received based on the estimated total revenues.

Plays charges are amortized to expenses at 20% per annum since the acquisition and will be amortized to expenses until the balance is equal to 20% of initial cost when the whole story is transmitted for the first time. After that, the straight-line method will be applied to amortize within 5 years.

Copyright charges are amortized to expenses by the straight-line method according to the period specified in the agreement.

## Notes To The Financial Statements (Continued)

### 4.15 Basic earnings per share

Basic earnings per share is calculated by dividing the annual net profit by the number of issued and paid-up common stocks at the end of the year.

### 4.16 Foreign currency transactions

Foreign currency transactions incurred during the year are recorded in Baht at the rate ruling on the date of transactions. Outstanding foreign currency assets and liabilities on the balance sheet date are converted to Baht at the rates of exchange in effect on that date except the transactions of forward exchange contract with the bank, the fair value will be applied. Gains or losses on exchange rates are credited or charged to operations during the year.

For preparation of the consolidated financial statements, the financial statements of the companies denominated in foreign currencies are converted to Baht based on the following exchange rates :

- Assets and liabilities were translated by the average exchange rates at the end of the year.
- Shareholders' equity and depreciation were translated by the exchange rates in effect on the transaction dates.
- Revenues and expenses were translated by the average exchange rates for the year.

The difference from translation of financial statements in foreign currencies was shown under Shareholders' Equity.

### 4.17 Barter income

Barter income arose from the exchange of different goods or service for other goods or service, of which is recognized at fair value of those goods or service in exchange.

### 4.18 Cash and cash equivalents

For the purpose of preparation of cash flows statements, cash and cash equivalents are cash on hand and fixed deposit at the financial institutions due not more than 3 months with no obligation.

### 4.19 Employee benefits

The Company provides a provident fund, which is a defined contribution plan, the assets of which are held in a separate trust fund and managed by the external fund manager. Such provident fund is contributed by payments from employees and the Company. Contributions to the provident fund are charged to the statements of income in the incurred period.

The Company will record the expenses for employee benefit under the Thai Labour Law in the incurred year.

### 4.20 Use of accounting estimates

In preparation of financial statements in accordance with generally accepted accounting principles requires management to use various estimates and assumptions that will affect the reported amounts of revenues, expenses, assets and liabilities including the disclosure of contingent assets and liabilities. Actual results may differ from those estimates.

## Notes To The Financial Statements (Continued)

### 5. Investments in Open-end Fund

Unit : Baht

Particulars	Consolidated		Separate Financial Statements	
	2008	2007	2008	2007
Investments in Open-end Fund-Debt securities	100,638,874	331,491,281	10,037	286,810,037
Allowance for adjustment investment value in Open-end Fund	(1,521,261)	(792,921)	1,288	790
Net Investments in Open-end Fund	99,117,613	330,698,360	11,325	286,810,827

Investments in Open-end Fund are trading securities. The difference between fair value and cost is shown as allowance for investment value adjustment in Open-end Fund. Gains (losses) on investments in Open-end Fund incurred during the year were duly presented in the statements of income as follows :

Unit : Baht

Particulars	Consolidated		Separate Financial Statements	
	2008	2007	2008	2007
Unrealized gain (loss) on investments in Open-end Fund	(624,463)	(793,666)	498	615
Realized gain on disposal of investments in Open-end Fund	8,885,782	610,667	6,472,957	-
Gains (losses) on investments in Open-end Fund	8,261,319	(182,999)	6,473,455	615

### 6. Trade Accounts Receivable

The Company and subsidiaries have trade accounts receivable that can be classified according to the aging of outstanding balances as follows:

Unit : Baht

AGING	Consolidated		Separate Financial Statements	
	2008	2007	2008	2007
Trade accounts receivable				
Current	365,900,507	389,218,145	-	-
Overdue within 3 months	339,598,619	307,639,658	-	1,200,000
Over 3 to 6 months	7,017,137	17,120,881	-	-
Over 6 to 12 months	2,032,826	1,377,666	-	-
Over 12 months	49,010,126	58,277,900	-	-
Cheque returned	3,955,064	7,398,795	-	-
Total	767,514,279	781,033,045	-	1,200,000
Less Allowance for doubtful accounts	(60,238,581)	(50,467,820)	-	-
Trade accounts receivable - net	707,275,698	730,565,225	-	1,200,000
Trade accounts receivable of related parties	8,608,483	15,533,777	350,084,266	495,507,694
Less Allowance for doubtful accounts	-	(49,282)	-	-
Trade accounts receivable of related parties - net	8,608,483	15,484,495	350,084,266	495,507,694
Total trade accounts receivable - net	715,884,181	746,049,720	350,084,266	496,707,694

## Notes To The Financial Statements (Continued)

As at December 31, 2007, the subsidiary did not set up any allowance for doubtful trade accounts receivable of the government agency in the consolidated financial statements amount of Baht 20 million, due to they are expected to be collectible. Such subsidiary has provided allowance for doubtful trade accounts receivable in the financial statements ended December 31, 2008.

### 7. Short-term Loans To Related Parties

Unit : Baht

Particulars	Consolidated		Separate Financial Statements		Interest Rate ( % )	
	2008	2007	2008	2007	2008	2007
<b>Company Loans to - subsidiaries</b>						
<b>1. BEC BROADCASTING CENTER CO., LTD.</b>						
Beginning balances	-	-	190,000,000	190,000,000		
Settlement during the year	-	-	-	-		
Ending balances	-	-	190,000,000	190,000,000	4.00 - 5.75	5.00 - 5.75
<b>2. YOU &amp; I CORPO RATION CO., LTD.</b>						
Beginning balances	-	-	66,047,018	67,281,380		
Compound interest	-	-	2,742,920	3,783,331		
Settlement during the years	-	-	-	(5,017,693)		
Ending balances	-	-	68,789,938	66,047,018	4.00 - 5.75	4.00 - 6.25
<u>Less</u> Allowance for doubtful accounts	-	-	(68,789,938)	(66,047,018)		
Total short-term loans - net	-	-	-	-		
<b>3. BEC ASSET CO., LTD.</b>						
Beginning balances	-	-	79,262,585	150,565,980		
Compound interest	-	-	1,333,088	5,349,210		
Settlement during the years	-	-	(45,598,750)	(76,652,605)		
Ending balances	-	-	34,996,923	79,262,585	4.00 - 5.25	4.00 - 6.25
<b>4. BEC INTERNATIONAL DISTRIBUTION CO., LTD.</b>						
Beginning balances	-	-	2,753,257	2,593,431		
Compound interest	-	-	-	159,826		
Settlement during the year	-	-	(1,953,257)	-		
Ending balances	-	-	800,000	2,753,257	4.00 - 5.00	4.00 - 6.25
<u>Less</u> Allowance for doubtful accounts	-	-	(800,000)	(2,753,257)		
Total short-term loans - net	-	-	-	-		

# Notes To The Financial Statements (Continued)

Unit : Baht

Particulars	Consolidated		Separate Financial Statements		Interest Rate ( % )	
	2008	2007	2008	2007	2008	2007
<b>5. TVB 3 NETWORK CO., LTD.</b>						
Beginning balances	-	-	16,400,000	13,400,000		
Increase during the years	-	-	2,200,000	3,000,000		
Ending balances	-	-	18,600,000	16,400,000	4.25 - 6.50	4.25 - 6.50
Less Allowance for doubtful accounts	-	-	(18,600,000)	(16,400,000)		
Total short-term loans - net	-	-	-	-		
<b>6. BEC-TERO ENTERTAINMENT PUBLIC CO., LTD.</b>						
Beginning balances	-	-	60,000,000	162,889,911		
Settlement during the years	-	-	(60,000,000)	(102,889,911)		
Ending balances	-	-	-	60,000,000	5.87	5.87 - 6.67
<b>7. BECI CORPORATION LTD.</b>						
Beginning balance	-	-	-	-		
Increase during the year	-	-	-	30,000,000		
Settlement during the year	-	-	-	(30,000,000)		
Ending balance	-	-	-	-	-	4.00
<b>8. BANGKOK SATELLITE &amp; TELECOMMUNICATION CO., LTD.</b>						
Beginning balance	-	-	-	-		
Increase during the year	-	-	-	200,000		
Settlement during the year	-	-	-	(200,000)		
Ending balance	-	-	-	-	-	4.00
TOTAL SHORT-TERM LOANS TO SUBSIDIARIES - NET	-	-	224,996,923	329,262,585		
<b>SUBSIDIARY LOANS TO - Associate Held By Subsidiary Company</b>						
<b>1. VIRGIN BEC-TERO RADIO (THAILAND) LTD.</b>						
Beginning balances	34,000,000	34,000,000	-	-		
Settlement during the year	-	-	-	-		
Ending balances	34,000,000	34,000,000	-	-	10.92 - 11.30	10.92 - 11.75
Less Allowance for doubtful accounts	(2,848,916)	-	-	-		
Total short-term loans - net	31,151,084	34,000,000	-	-		

# Notes To The Financial Statements (Continued)

Unit : Baht

Particulars	Consolidated		Separate Financial Statements		Interest Rate ( % )	
	2008	2007	2008	2007	2008	2007
2. ThemeSTAR Limited						
Beginning balances	10,065,570	21,516,060	-	-		
Increase during the year	-	-	-	-		
Settlement during the years	(10,065,570)	(10,758,030)	-	-		
Loss from exchange rate	-	(692,460)	-	-		
Ending balance	-	10,065,570	-	-	8.50	8.50
TOTAL LOANS TO ASSOCIATES HELD BY SUBSIDIARY COMPANY	31,151,084	44,065,570	-	-	-	-
TOTAL SHORT-TERM LOANS TO RELATED PARTIES - NET	31,151,084	44,065,570	224,996,923	329,262,585		

## 8. Inventories

Unit : Baht

Particulars	Consolidated		Separate Financial Statements	
	2008	2007	2008	2007
Finished goods	329,820	263,369	-	-
Programmes not yet on the air	38,961	35,883	-	-
Other goods	6,300	12,448	-	-
Total	375,081	311,700	-	-

## 9. Investments In Subsidiaries And Associates

Unit : Baht

Particulars	% Holding		Cost Method		Equity Method	
	2008	2007	2008	2007	2008	2007
<b>SUBSIDIARIES</b>						
1. THE BANGKOK ENTERTAINMENT CO., LTD.	99.99	99.99	299,999,200	299,999,200		
2. RUNGSIROJVANIT CO., LTD.	99.99	99.99	34,999,510	34,999,510		
3. NEW WORLD PRODUCTION CO., LTD.	99.99	99.99	59,999,160	59,999,160		
4. BEC BROADCASTING CENTER CO., LTD.	99.99	99.99	42,996,990	42,996,990		
5. YOU & I CORPORATION CO., LTD.	99.99	99.99	34,999,300	34,999,300		
6. BEC ASSET CO., LTD.	99.99	99.99	29,999,930	29,999,930		
7. BEC STUDIO CO., LTD.	99.99	99.99	4,999,930	4,999,930		

# Notes To The Financial Statements (Continued)

Unit : Baht

Particulars	% Holding		Cost Method		Equity Method	
	2008	2007	2008	2007	2008	2007
8. BEC INTERNATIONAL DISTRIBUTION CO., LTD.	99.99	99.99	4,999,930	4,999,930		
9. BEC NEWS BUREAU CO., LTD.	99.99	99.99	4,999,930	4,999,930		
10. BANGKOK TELEVISION CO., LTD.	99.99	99.99	4,999,930	4,999,930		
11. BANGKOK SATELLITE & TELECOMMUNICATION CO., LTD.	99.99	99.99	24,999,930	24,999,930		
12. BEC IT SOLUTION CO., LTD.	99.99	99.99	14,999,930	14,999,930		
13. SATELLITE TV BROADCASTING CO., LTD.	99.99	99.99	999,930	999,930		
14. BEC-TERO ENTERTAINMENT PUBLIC CO., LTD.	59.99	59.99	122,116,158	122,116,158		
15. BECI CORPORATION LTD.	99.99	99.99	199,992,000	199,992,000		
16. BEC MULTIMEDIA CO., LTD.	99.99	99.99	49,998,000	49,998,000		
INVESTMENTS IN SUBSIDIARIES			936,099,758	936,099,758		
<u>LESS</u> ALLOWANCE FOR IMPAIRMENT			(137,751,230)	(141,913,230)		
TOTAL INVESTMENTS IN SUBSIDIARIES - NET (SEPARATE FINANCIAL STATEMENTS)			798,348,528	794,186,528		
<b>ASSOCIATE</b>						
1. CVD ENTERTAINMENT PUBLIC CO., LTD.	-	19.52	-	288,883,397	-	98,074,187
<u>LESS</u> ALLOWANCE FOR IMPAIRMENT			-	(190,809,210)		
TOTAL INVESTMENTS IN ASSOCIATE - NET (SEPARATE FINANCIAL STATEMENTS)			-	98,074,187		
<b>ASSOCIATES HELD BY BEC-TERO ENTERTAINMENT PUBLIC COMPANY LIMITED</b>						
1. VIRGIN BEC-TERO RADIO (THAILAND) LTD.	51.00 *	51.00*	25,479,930	25,479,930	-	17,177,655
2. ThemeSTAR LTD.	-	40.00	-	64,201,171	-	35,450,504
INVESTMENTS IN ASSOCIATES HELD BY SUBSIDIARY COMPANY			25,479,930	89,681,101		
<u>LESS</u> ALLOWANCE FOR IMPAIRMENT			(25,479,930)	(37,000,000)		
TOTAL INVESTMENTS IN ASSOCIATES HELD BY SUBSIDIARY COMPANY - NET			-	52,681,101		
TOTAL INVESTMENTS IN ASSOCIATES (CONSOLIDATED)					-	150,702,346

\* compute equity based on right to receive dividend and vote on meeting at 49%

# Notes To The Financial Statements (Continued)

## Transactions of Subsidiaries

### The subsidiaries held by BECI CORPORATION LTD.

MOBI (THAI) CO., LTD. and DIGITAL FACTORY CO., LTD.

In December 2008, MOBI (THAI) CO., LTD. and DIGITAL FACTORY CO., LTD., subsidiaries of BECI CORPORATION LTD. have registered of dissolution with the Ministry of Commerce and are under liquidation. Thus, investments in such companies are reclassified to current investments in other companies in the financial statements amount of Baht 2.18 million.

### The subsidiaries held by BEC-TERO ENTERTAINMENT PUBLIC COMPANY LIMITED

THAITICKET MAJOR CO., LTD.

In June 2007, BEC-TERO ENTERTAINMENT PUBLIC COMPANY LIMITED, the Company's subsidiary has sold its investments of 400,000 shares in THAITICKETMASTER.COM CO., LTD. amount of Baht 31.20 million to MAJOR CINEPLEX GROUP PUBLIC CO., LTD. which resulted the decrease in shareholding proportion to 59.99% and recognized gain from disposal on investment amount of Baht 26.28 million. THAITICKETMASTER.COM CO., LTD. has changed and registered its new name to THAITICKETMAJOR CO., LTD.

#### BEC-TERO Exhibitions Company Limited

In June 2007, the Company's subsidiary has increasingly invested in 50,000 common stocks of BEC-TERO EXHIBITIONS COMPANY LIMITED by buying from ASIA CONGRESS EVENT CO., LTD., which is the minority shareholder amount of Baht 0.03 million, resulting the increase in shareholding proportion to 61.00%. Later, in September 2007, the Company's subsidiary has increasingly invested in 195,000 common stocks of BEC-TERO EXHIBITIONS COMPANY LIMITED by buying from PICO (THAILAND) PUBLIC COMPANY LIMITED which is the minority shareholder amount of Baht 0.13 million, resulting the increase in shareholding proportion to 99.99%

#### BEC-TERO Arsenal Company Limited

In December 2008, the Company's subsidiary has increase its investment in 3,599,992 common stocks of BEC-TERO ARSENAL COMPANY LIMITED (paid-up at Baht 1.25 each) in the initial shareholding proportion 99.99% amount of Baht 4.50 million. Thus, making the investment in such company to be Baht 17.80 million (fully paid-up at Baht 5 each).

### Associates held by BEC-TERO Entertainment Public Company Limited

VIRGIN BEC-TERO RADIO (THAILAND) LTD.

The financial statements of Virgin BEC-TERO Radio (Thailand) Limited are based on the reports of other certified public accountants. Investment and the equity which are recorded in the consolidated are as follows:

Unit : Million Baht

Consolidated	Balance Sheet Transactions	
	2008	2007
INVESTMENT	-	17.18
	<b>For The Years Ended December 31,</b>	
<b>Income Statement Transactions</b>	<b>2008</b>	<b>2007</b>
SHARE OF LOSS FROM INVESTMENTS FOR USING THE EQUITY METHOD	(17.18)	(24.18)

## Notes To The Financial Statements (Continued)

As at December 31, 2008, Virgin BEC-TERO Radio (Thailand) Limited has a capital deficiency, so the subsidiary recorded the investments in associate equal to zero and recorded the share of loss on investment which is over the cost amount of Baht 2.85 million. The subsidiary provides allowance for doubtful debt for loan to Virgin BEC-TERO Radio (Thailand) Limited and records a doubtful debt amount of Baht 2.85 million in the statements of income.

### ThemeSTAR Limited

Financial statements as at December 31, 2007 of ThemeSTAR Limited which are calculated the investments for using the equity method based on financial statements prepared by the management, unaudited by the auditor. The consolidated financial statements included the investments in such company by equity method amount of Baht 35.45 million (included of translation of financial statements differences amount of Baht 5.66 million) and included share of loss from investments for using the equity method for the year ended 2007 amount of Baht 7.31 million. In March 2008, the Company's subsidiary has sold investment in ThemeSTAR Limited amount of Baht 11.36 million by recognizing share of loss from investments for using the equity method until the date of investment disposal amount of Baht 2.74 million which incurred loss from investment disposal amount of Baht 27.02 million.

### SMBT PUBLISHING (THAILAND) CO., LTD.

In December 2007, the Company's subsidiary has sold investment in SMBT PUBLISHING (THAILAND) CO., LTD., amount of Baht 1.20 million by recognizing share of loss from investments for using the equity method until the date of investment disposal amount of Baht 0.56 million which resulting in gain from investment disposal amount of Baht 0.35 million.

## Joint Venture Invested By BEC-TERO Entertainment Public Company Limited

### BEC-TERO SCENARIO Joint Venture

In May 2007, BEC-TERO ENTERTAINMENT PUBLIC COMPANY LIMITED, the Company's subsidiary has signed Joint Venture Agreement with SCENARIO COMPANY LIMITED to set up BEC-TERO SCENARIO Joint Venture, accounted for joint capital 50% amount of Baht 20 million.

## Investments In Other Company Invested By BEC-TERO Entertainment Public Company Limited

### PENA BEC-TERO CO., LTD.

In January 2008, BEC-TERO ENTERTAINMENT PUBLIC COMPANY LIMITED, has sold investment in PENA BEC-TERO CO., LTD to Pena House Co., Ltd amount of Baht 7.30 million (Baht 12.17 per share) which resulting in gain from investment disposal amount of Baht 1.30 million by fixing payment condition and share transfer to be completed within September 2008. As at December 31, 2008, the Company's subsidiary received settlement amount of Baht 5.03 million. For the last payment amount of Baht 2.27 million, Pena House Co., Ltd has postponed the payment and transferring of shares to the beginning 2009.

## Transaction Incurred To Associate

### CVD Entertainment Public Company Limited

In July 2008, CVD Entertainment Public Company Limited increases the authorized share capital from 32.40 million shares to 35.40 million shares. Resulting the decrease in the Company's shareholding from 19.52% to 17.87% of paid-up share capital. As a consequence, the Company does not have any significant influence over the associate. The Company, therefore, has reclassified investments in associate to available-for-sale securities, by using the fair value on the date of transaction for accounting record.

## Notes To The Financial Statements (Continued)

The financial statements of CVD Entertainment Public Company Limited are based on the reports of other certified public accountants. Investment and the equity which are recorded in the consolidated and the separate financial statements are as follows :

Unit : Million Baht

	Consolidated		Separate Financial Statements	
	2008	2007	2008	2007
<b>Balance Sheet Transactions</b>				
INVESTMENT-NET	-	98.07	-	98.07
<b>Income Statement Transactions</b>	<b>For The Years Ended December 31,</b>			
	<b>2008</b>	<b>2007</b>	<b>2008</b>	<b>2007</b>
SHARE OF LOSS FROM INVESTMENTS FOR USING THE EQUITY METHOD	(0.54)	(4.17)	-	-

As at December 31, 2007, the Company held 6.33 million shares in CVD Entertainment Public Company Limited which is listed on the Stock Exchange of Thailand, with the market price equal to Baht 120.18 million. In March 2004, CVD Entertainment Public Company Limited has purchased treasury common stocks from shareholders in general, such treasury common stocks have to be sold after 6 months from the completion of purchase date but not exceeding 3 years. The Company has sold some of CVD Entertainment Public Company Limited's shares which resulted in gain on disposal of investment, due to the repurchased price is higher than book value. CVD Entertainment Public Company Limited recognized the purchase of treasury common stocks in the shareholders' equity. Therefore, the Company has recorded the treasury common stocks of its associate for the excess price over book value amount of Baht 20.97 million in the Company's shareholders' equity. However, CVD Entertainment Public Company Limited disposal of treasury common stocks had not been occurred within time limited. As a consequence of time, such company has written-off treasury stock in March 2007 by decreasing authorized share capital and paid-up capital and retained earnings which resulted in decreasing treasury common stocks of associated company in retained earnings of the Company in March 2007.

Unit : Baht

Particulars	Type Of Business	Paid-up Capital		Dividend	
		2008	2007	2008	2007
<b>SUBSIDIARIES</b>					
1. THE BANGKOK ENTERTAINMENT CO., LTD.	Operating business of TV and radio stations	300,000,000	300,000,000	1,499,996,000	1,499,996,000
2. RUNGSIROJVANIT CO., LTD.	Providing, producing TV programmes and sell air time for advertising	5,000,000	5,000,000	799,988,800	599,991,600
3. NEW WORLD PRODUCTION CO., LTD.	Providing, producing TV programmes and sell air time for advertising	5,000,000	5,000,000	-	399,994,400
4. BEC BROADCASTING CENTER CO., LTD.	Servicing TV programmes transmission	1,000,000	1,000,000	49,996,500	99,993,000
5. YOU & I CORPORATION CO., LTD.	Producing radio programmes, radio operating station and producing pictures	35,000,000	35,000,000	-	-
6. BEC ASSET CO., LTD.	Own and leasing assets	30,000,000	30,000,000	-	-
7. BEC STUDIO CO., LTD. (*)	Producing programmes and servicing studio equipment	5,000,000	5,000,000	-	-

\* NOT YET OPERATING

# Notes To The Financial Statements (Continued)

Unit : Baht

Particulars	Type Of Business	Paid-up Capital		Dividend	
		2008	2007	2008	2007
8. BEC INTERNATIONAL DISTRIBUTION CO., LTD.	Providing, producing TV programmes	5,000,000	5,000,000	-	-
9. BEC NEWS BUREAU CO., LTD. (*)	Producing news programmes	5,000,000	5,000,000	-	-
10. BANGKOK TELEVISION CO., LTD.	Providing, producing TV programmes and sell air time for advertising	5,000,000	5,000,000	199,997,200	99,998,600
11. BANGKOK SATELLITE & TELECOMMUNICATION CO., LTD. (*)	Satellite uplink - downlink services	25,000,000	25,000,000	-	-
12. BEC IT SOLUTION CO., LTD.	Information technology services, retail of computer accessories and maintenance service	15,000,000	15,000,000	-	-
13. SATELLITE TV BROADCASTING CO., LTD. (*)	Satellite uplink - downlink services	1,000,000	1,000,000	-	-
14. BEC-TERO ENTERTAINMENT PUBLIC COMPANY LIMITED	Providing and producing TV programmes and sell air time for TV advertising; producing and promoting music for organizing concert, producing pictures and plays	200,000,000	200,000,000	97,199,960	101,999,958
15. BECI CORPORATION LTD.	Invest in internet business	200,000,000	200,000,000	-	-
16. BEC MULTIMEDIA CO., LTD.	Invest in multimedia business	50,000,000	50,000,000	-	-
<b>COMPANIES HELD BY</b>					
1. BEC INTERNATIONAL DISTRIBUTION CO., LTD.					
<b>SUBSIDIARY</b>					
1. TVB 3 NETWORK CO., LTD.	Providing and producing TV programmes and sell air time	10,000,000	10,000,000	-	-
2. BEC-TERO ENTERTAINMENT PUBLIC COMPANY LIMITED					
<b>SUBSIDIARIES</b>					
1. THAITICKETMAJOR CO., LTD.	Servicing for producing advertisement, reserve and selling show ticket, servicing to make seats reservation and sell bus tickets	10,000,000	10,000,000	7,199,196	5,499,962

\* NOT YET OPERATING

# Notes To The Financial Statements (Continued)

Unit : Baht

Particulars	Type Of Business	Paid-up Capital		Dividend	
		2008	2007	2008	2007
2. BEC-TERO EXHIBITIONS CO., LTD.	Servicing and organizing and consulting in exhibition	5,000,000	5,000,000	-	-
3. BEC-TERO ARSENAL CO., LTD.	Managing a football team and other related business	18,000,000	13,500,000	-	-
<b>ASSOCIATES</b>					
1. VIRGIN BEC-TERO RADIO (THAILAND) LTD.	Producing radio programmes, operating radio station	49,960,800	49,960,800	-	-
2. ThemeSTAR Limited	Organizing show	-	160,502,947	-	-
<b>JOINT VENTURE</b>					
1. BEC-TERO SCENARIO JOINT VENTURE	Organizing show and concert	40,000,000	40,000,000	-	-
3. BECI CORPORATION LTD.					
<b>SUBSIDIARY</b>					
1. DIGITAL FACTORY CO., LTD.	Mobile entertainment service	-	10,000,000	-	-
2. THAI AUDIOTEX SERVICE LTD.	Providing audio information services via telephone	30,000,000	30,000,000	-	-
<b>COMPANY HELD BY TWO</b>					
<b>SUBSIDIARIES</b> (See Note 2)					
1. MOBI (THAI) CO., LTD.	Mobile entertainment service	-	7,500,000	-	-
<b>ASSOCIATE</b>					
1. CVD ENTERTAINMENT PUBLIC COMPANY LIMITED	Distributing and renting video tape, VCD and DVD	-	324,000,000	-	7,653,250
TOTAL DIVIDEND				2,654,377,656	2,815,126,770
- DIVIDEND RECEIVED FROM SUBSIDIARIES AND ASSOCIATE				2,647,178,460	2,809,626,808
- DIVIDEND RECEIVED FROM SUBSIDIARIES AND HELD BY SUBSIDIARIES				7,199,196	5,499,962

## Notes To The Financial Statements (Continued)

### 10. Investments In Available-for-sale Securities

Investments in available-for-sale securities arose from reclassification of investments in associate to available-for-sale securities (See Note 9) as follows:

Unit : Baht

Particulars	Consolidated And Separate Financial Statements	
	2008	2007
CVD ENTERTAINMENT PUBLIC COMPANY LIMITED		
Acquisition cost	288,883,397	-
<u>Less</u> Adjustment of investments value	(191,350,047)	-
Fair value on the date of reclassification	97,533,350	-
<u>Less</u> Unrealized loss on investment revaluation	(5,820,850)	-
Investments in available-for-sale securities - net	91,712,500	-

### 11. Investments In Land And Structures

The Company and its subsidiaries invested in land and structures which are under consideration for commercial use. Therefore, the total acquisition cost was recorded as investments in land and structures. There is no indication of impairment of such land and structures, then no allowance for impairment of assets has been made.

### 12. Property, Plant And Equipment

Unit : Baht

Particulars	Consolidated				
	2007	Increase	Disposal/ Unused	Transferred To / From	2008
<u>Cost</u>					
Land	5,569,750	-	(775,500)	-	4,794,250
Building	2,990,000	-	-	-	2,990,000
Office furniture and equipment	447,292,899	13,620,017	(5,868,520)	9,330,062	464,374,458
Utility systems	100,761,163	241,000	(198,922)	-	100,803,241
Television and radio equipment	250,911,394	22,060,351	-	-	272,971,745
Leasehold improvement	115,232,359	411,056	-	-	115,643,415
Motor vehicles	385,607,122	21,831,407	(15,804,338)	5,244,979	396,879,170
Tools and processing equipment	305,764,326	8,662,943	(19,800)	51,983,787	366,391,256
Assets under installation	46,243,978	27,359,821	-	(66,764,598)	6,839,201
Total	1,660,372,991	94,186,595	(22,667,080)	(205,770)	1,731,686,736

# Notes To The Financial Statements (Continued)

Unit : Baht

Particulars	Consolidated				2008
	2007	Increase	Disposal/ Unused	Transferred To / From	
<u>Accumulated depreciation</u>					
Building	873,244	149,500	-	-	1,022,744
Office furniture and equipment	330,075,220	58,297,854	(5,555,333)	(97,571)	382,720,170
Utility systems	51,513,736	20,142,284	(104,494)	-	71,551,526
Television and radio equipment	219,871,197	21,849,774	-	-	241,720,971
Leasehold improvement	58,195,810	22,850,596	-	-	81,046,406
Motor vehicles	215,418,588	53,852,574	(12,566,755)	-	256,704,407
Tools and processing equipment	155,964,707	59,959,031	(12,959)	-	215,910,779
Total	1,031,912,502	237,101,613	(18,239,541)	(97,571)	1,250,677,003
Property, plant and equipment - net	628,460,489				481,009,733
Depreciation for the years	231,638,987				237,101,613

As at December 31, 2008 and 2007, the consolidated financial statements have fully depreciated fixed assets and are usable at the cost of Baht 506.70 million and Baht 444.59 million, respectively.

Unit : Baht

Particulars	Separate Financial Statements			
	2007	Increase	Disposal/ Unused	2008
<u>Cost</u>				
Office furniture and equipment	128,622,485	768,113	(4,400)	129,386,198
Utility systems	19,280,129	-	-	19,280,129
Motor vehicles	45,199,526	46,235	(55,140)	45,190,621
Processing and tools equipment	318,010	-	-	318,010
Total	193,420,150	814,348	(59,540)	194,174,958
<u>Accumulated depreciation</u>				
Office furniture and equipment	88,461,524	21,225,949	(4,396)	109,683,077
Utility systems	12,148,964	3,856,026	-	16,004,990
Motor vehicles	38,825,588	3,723,079	(55,139)	42,493,528
Processing and tools equipment	317,557	440	-	317,997
Total	139,753,633	28,805,494	(59,535)	168,499,592
Equipment - net	53,666,517			25,675,366
Depreciation for the years	29,417,436			28,805,494

As at December 31, 2008 and 2007, the separate financial statements have fully depreciated fixed assets and are usable at the cost of Baht 54.70 million and Baht 46.62 million, respectively.

## Notes To The Financial Statements (Continued)

### 13. Intangible Assets

Unit : Baht

Particulars	Consolidated			
	2007	Increase	Transferred To/From	2008
The computer softwares	28,038,504	2,063,401	39,563,838	69,665,743
The computer softwares under installation	39,563,838	2,873,499	39,563,838)	2,873,499
Total	67,602,342	4,936,900	-	72,539,242
<u>Less</u> Intangible assets accumulative amortization	22,727,463	4,065,847	-	26,793,310
Intangible assets - net	44,874,879			45,745,932
Amortization of intangible assets for the years	4,005,617			4,065,847

As at December 31, 2008 and 2007, the consolidated financial statements have fully amortized intangible assets, which are usable at the cost of Baht 21.90 million and Baht 12.70 million, respectively.

Unit : Baht

Particulars	Separate Financial Statements			
	2007	Increase	Transferred To/From	2008
The computer softwares	2,267,820	-	-	2,267,820
<u>Less</u> The computer softwares accumulative amortization	2,241,907	25,855	-	2,267,762
Intangible assets - net	25,913			58
Amortization of intangible assets for the years	37,309			25,855

As at December 31, 2008 and 2007, the separate financial statements have fully amortized intangible assets, which are usable at the cost of Baht 2.27 million and Baht 2.14 million, respectively.

### 14. Deferred Right To Use Property

Unit : Baht

Particulars	Consolidated			
	2007	Increase	Transferred To/From	2008
<u>Cost</u>				
Building	90,985,384	3,764,234	-	94,749,618
Building improvement	54,436,026	4,037,970	3,709,487	62,183,483
Other structures	1,819,856	-	-	1,819,856
Color television and radio transmitter	300,316,002	-	-	300,316,002
Color television and radio equipment	455,339,483	3,058,200	15,923,900	474,321,583
Television relay vehicles	11,562,675	27,000	-	11,589,675
Network station property	1,951,583,085	3,525,000	139,772,836	2,094,880,921
Property under installation	13,196,323	159,593,864	(159,406,223)	13,383,964
Total	2,879,238,834	174,006,268	-	3,053,245,102

# Notes To The Financial Statements (Continued)

Unit : Baht

Particulars	Consolidated			2008
	2007	Increase	Transferred To/From	
<b>Accumulative Amortization</b>				
Building	74,348,719	1,532,387	-	75,881,106
Building improvement	33,805,379	7,246,334	-	41,051,713
Other structures	1,399,765	117,948	-	1,517,713
Color television and radio transmitter	208,193,403	8,123,620	-	216,317,023
Color television and radio equipment	434,856,580	7,749,478	-	442,606,058
Television relay vehicles	11,562,528	1,342	-	11,563,870
Network station property	1,013,905,486	84,418,792	-	1,098,324,278
Total	1,778,071,860	109,189,901	-	1,887,261,761
Deferred Right to Use Property - net	1,101,166,974			1,165,983,341
Amortization of right to use property for the years	100,305,965			109,189,901

As at December 31, 2008 and 2007, the consolidated financial statements have fully amortized right to use property, which are usable at the cost of Baht 826.13 million and Baht 820.61 million, respectively.

## 15. Deferred Pictures Rental, Picture Products, Plays And Copyright Charges

Unit : Baht

Particulars	Consolidated		Separate Financial Statements	
	2008	2007	2008	2007
Deferred Pictures Rental, Picture Products, Play and Copyright Charges-net brought forward	1,274,659,074	1,206,262,714	613,624,106	542,634,447
<u>Add</u> Increase during the years	1,057,200,902	1,274,881,535	770,539,882	1,054,616,920
<u>Less</u> Decrease by inter - company sales	-	-	(124,947,460)	(145,899,130)
Total	2,331,859,976	2,481,144,249	1,259,216,528	1,451,352,237
<u>Less</u> Amortization during the years	(1,152,732,687)	(1,206,485,175)	(733,727,237)	(837,728,131)
Deferred Pictures Rental, Picture Products, Play and Copyright Charges - net carried forward	1,179,127,289	1,274,659,074	525,489,291	613,624,106

## Notes To The Financial Statements (Continued)

### 16. Dividend Payment And Directors' Remuneration

On August 19, 2008, the Board of Directors's Meeting No. 5/2008 was held and has a resolution to pay interim dividend at Baht 0.60 per share amount of Baht 1,200 million. The interim dividend payment was made on September 17, 2008.

On April 25, 2008, the Ordinary General Shareholders' Meeting was held and has acknowledged the payment of interim dividend to the shareholders on August 6, 2007 and May 8, 2007 and has a resolution to pay dividend for the results of their operations for the second half of the year 2007 at Baht 0.55 per share amount of Baht 1,100 million, dividend payment was made on May 23, 2008. The meeting also approved to pay the directors' remuneration for the year 2008 comprised of meeting allowance not over Baht 1 million and directors' bonus amount of Baht 15 million.

On August 6, 2007, the Board of Directors's Meeting No. 4/2007 was held and has a resolution to pay interim dividend at Baht 0.50 per share amount of Baht 1,000 million. The interim dividend payment was made on August 29, 2007.

On May 8, 2007, the Board of Directors's Meeting No. 3/2007 was held and has a resolution to pay interim dividend at Baht 0.40 per share amount of Baht 800 million for the second half year results of their operation for the year 2006. The interim dividend payment was made on May 30, 2007.

On April 27, 2007, the Ordinary General Shareholders' Meeting was held and has acknowledged the payment of interim dividend during the year 2006 to the shareholders following the Board of Directors's Meeting held on August 8, 2006, which has a resolution to pay interim dividend at Baht 0.35 per share amount of Baht 700 million. The interim dividend payment was made on September 7, 2006, and has a resolution not to pay additional dividend because of the Company has deficits due to the change in accounting policy following Note 3. The meeting also approved to pay the directors' remuneration for the year 2007 and for meeting allowance not over Baht 0.5 million and directors' bonus amount of Baht 15 million.

### 17. Transactions With Related Parties

The Company and subsidiaries have certain transactions with the related parties which are related through the shareholding or having shareholders or co-directors. Such transactions incur in normal business at market price which are comparable to the trading transactions with others. The effects of these transactions were reflected in the accompanying financial statements on the bases mutually determined by the Company and subsidiaries with parties concerned as follows:

Related And Parties	Relationship
1. Subsidiaries	See Note 9
2. Associates	See Note 9 (In July 2008, The Company reclassified investments category in associate to available-for-sales securities)
2.1 CVD INTERNATIONAL CO., LTD.	Subsidiary of CVD ENTERTAINMENT PUBLIC CO., LTD.
2.2 CVD MEDIA CO., LTD.	Subsidiary of CVD ENTERTAINMENT PUBLIC CO., LTD.
2.3 CVD MUSIC CO., LTD.	Subsidiary of CVD ENTERTAINMENT PUBLIC CO., LTD.
3. Associates held by subsidiaries	See Note 9
4. Related companies	
4.1 MALEENONT TOWER CO., LTD.	Shareholders and /co-directors
4.2 MILLIONAIRE PROPERTY FUND	MALEENONT TOWER CO., LTD., is major investment unitholder

## Notes To The Financial Statements (Continued)

The significant transactions with related persons and parties are as follows:

Unit : Baht

Balance Sheet Transactions	Consolidated		Separate Financial Statements	
	2008	2007	2008	2007
1. Trade accounts receivable (Note 6)				
- Subsidiaries	-	-	350,084,266	495,492,530
- Associate	-	6,202,509	-	15,164
- Associates held by subsidiary	8,591,459	9,281,986	-	-
- Related companies	17,024	-	-	-
Total	8,608,483	15,484,495	350,084,266	495,507,694
2. Loans extended (Note 7)				
- Subsidiaries - net	-	-	224,996,923	329,262,585
- Associates held by subsidiary - net	31,151,084	44,065,570	-	-
Total	31,151,084	44,065,570	224,996,923	329,262,585
3. Other current assets				
- Subsidiaries	-	-	7,146,791	9,579,249
- Associates held by subsidiary	28,202,460	24,037,283	-	-
Total	28,202,460	24,037,283	7,146,791	9,579,249
4. Sale of plays (Note 15)				
- Subsidiaries	-	-	124,947,460	145,899,130
5. Other non-current assets				
- Leased building deposits				
- Related companies	40,644,930	39,609,935	9,304,056	9,304,056
6. Trade accounts payable				
- Subsidiaries	-	-	303,186	2,765,749
- Associates held by subsidiary	3,878,750	3,844,243	-	-
Total	3,878,750	3,844,243	303,186	2,765,749
7. Other current liabilities				
- Subsidiaries	-	-	22,909,076	31,938,080
- Associates	-	236,707	-	892
- Associates held by subsidiary	86,359,658	77,858,401	-	-
- Related companies	10,829,581	11,980,634	113,144	125,225
Total	97,189,239	90,075,742	23,022,220	32,064,197
8. Advertisement income				
- Subsidiaries	-	-	530,880,000	520,871,750
- Associates held by subsidiaries	83,574,605	80,034,000	-	-
Total	83,574,605	80,034,000	530,880,000	520,871,750

# Notes To The Financial Statements (Continued)

Unit : Baht

Balance Sheet Transactions	Consolidated		Separate Financial Statements	
	2008	2007	2008	2007
9. Income from copyright and other services				
- Subsidiaries	-	-	901,887,186	1,027,022,332
- Associates	1,962,155	13,664,367	2,039	2,749,199
- Associates held by subsidiaries	5,826,814	6,187,012	-	-
- Related companies	181,040	-	-	-
Total	7,970,009	19,851,379	901,889,225	1,029,771,531
10. Income from show				
- Associates held by subsidiary	12,020,000	14,711,121	-	-
11. Other income				
- Subsidiaries	-	-	15,684,549	27,462,418
- Associates held by subsidiary	15,288,596	22,396,739	-	-
Total	15,288,596	22,396,739	15,684,549	27,462,418
12. Cost of sales and services				
- Subsidiaries	-	-	54,296,343	84,158,233
- Associates held by subsidiary	2,821,126	1,523,874	-	-
- Related companies	111,350,494	105,165,674	-	-
Total	114,171,620	106,689,548	54,296,343	84,158,233
13. Cost of show				
- Associates held by subsidiary	12,350,000	15,123,475	-	-
14. Selling and administrative expenses				
- Subsidiaries	-	-	24,153,515	25,561,534
- Associates held by subsidiary	184,687,718	175,253,086	-	-
- Related companies	112,863,194	103,186,389	42,384,244	40,130,907
Total	297,550,912	278,439,475	66,537,759	65,692,441

## 18. Legal Reserve

In compliance with the Public Company Act, B.E. 2535 (1992), the Company has to set up legal reserve at least 5% of annual net profit less deficits brought forward (if any) until meet 10% of authorized share capital. Such legal reserve is not allowed to pay for dividend. In 2007, the Company has appropriated for legal reserve amounting to Baht 200.00 million, which fully comply to legal reserve requirement.

## Notes To The Financial Statements (Continued)

### 19. Offset The Deficits

On April 27, 2007, the Ordinary General Shareholders' Meeting for 2007 was held and has a resolution to transfer legal reserve and premium on common stocks to offset with the Company's deficits as at January 1, 2007, of which was the restated balance of cumulative effect on the change in accounting policy as described in Note 3, as follows :

- legal reserve amount of Baht 200.00 million
- premium on common stocks amount of Baht 1,369.77 million

Such transferring of the legal reserve and premium on common stocks transactions amount of Baht 1,569.77 million, hereby resulting the increase in the same amount as the unappropriated retained earnings in the consolidated financial statements.

### 20. Expenses By Nature

Unit : Baht

Particulars	Consolidated		Separate Financial Statements	
	2008	2007	2008	2007
(Increase) decrease in changing of finished goods	(63,381)	133,456	-	-
Directors' remuneration	15,940,000	15,336,000	15,940,000	15,336,000
Employee benefit expenses	1,028,238,569	946,310,610	86,047,136	74,884,324
Depreciation and amortization expenses	1,503,090,048	1,547,531,296	762,558,586	867,182,876
Other expenses	2,203,895,167	2,104,266,595	137,142,991	212,296,002
Total	4,751,100,403	4,613,577,957	1,001,688,713	1,169,699,202

### 21. Financial Information By Segment

The Company and its subsidiaries operate in one industrial segment, that is the business of entertainment and recreation which operate in one geographical area, Thailand. Therefore, the revenues, profit and all assets shown in the consolidated and the separate financial statements are related to the aforesaid business segment and geographical area.

### 22. Registered Provident Fund

The Company and its subsidiaries have set up and registered provident fund in accordance with the Provident Fund Act B.E. 2530 (1987), in order to be the savings and welfare promotion, as well as the fringe benefits upon resignation or retirement to its employees according to the Company's regulation. The fund is partly contributed by the employees and another part by the Company at the rate 3 - 5% of their basic salaries. Hereby, the Company has appointed the Kasikorn Asset Management Company Limited to be the fund manager.

Provident fund contributions made by the Company and its subsidiaries for their employees and recorded as expenses in the income statements for the years ended December 31, 2008 and 2007 are Baht 21.76 million (the Company Baht 1.69 million) and Baht 19.64 million (the Company Baht 1.53 million), respectively.

## Notes To The Financial Statements (Continued)

### 23. Commitments And Contingent Liabilities

#### 23.1 Commitments and contingent liabilities

The subsidiaries have commitments and contingent liabilities, as follows:

Unit : Million Baht

Particulars	Consolidated		Separate Financial Statements	
	2008	2007	2008	2007
Bank guarantees	9.43	13.78	-	-
Letters of credit	-	6.98	-	-

The bank guarantees and some letters of credit are secured by fixed deposit at bank.

#### 23.2 Commitments on copyright charges under buying forward contract

The subsidiaries have commitments on copyright charges under buying forward contract, as follows:

Unit : Million Baht

Particulars	Consolidated		Separate Financial Statements	
	2008	2007	2008	2007
Current portion				
- Copyright of pictures	9.19	6.32	-	-
- Copyright of UEFA Champions League	-	14.57	-	-

#### 23.3 Commitments on long-term lease

The Company and its subsidiaries have commitments on long-term lease, as follows:

- The Company and its subsidiaries have entered into Lease Agreement to lease the office space of Maleenont Tower, on 2<sup>nd</sup> - 9<sup>th</sup>, 21<sup>st</sup>, 25<sup>th</sup> - 28<sup>th</sup> and 30<sup>th</sup> - 34<sup>th</sup> Floors, at 3199 Rama IV Road, Kwaeng Klongtan, Khet Klongtoey, Bangkok with Millionaire Property Fund for the total period of 3 years, by gradually signing the agreement, commencing from April 9, 2007, November 12, 2007 and January 19, 2008.
- Its subsidiary has entered into Lease Agreement to lease the space of Maleenont Tower (M II), on B2 and 2<sup>nd</sup> - 12<sup>th</sup> Floors for the period of 3 years, commencing from April 9, 2007 to April 8, 2010.
- Its subsidiary has entered into Lease Agreement to lease the space of BAIYOK II Building, 84<sup>th</sup> Floor for the period of 3 years, commencing from March 17, 2008 to March 16, 2011.

## Notes To The Financial Statements (Continued)

Unit : Million Baht

Particulars	Consolidated	Separate
		Financial Statements
Space rental, equipment and furnishing on the leased space (per month))		
Maleenont Tower	4.72	1.86
Maleenont Tower (M II)	2.83	-
BAIYOK II Building	1.20	-
Total	8.75	1.86
Common services (per month)		
Maleenont Tower	3.14	1.24
Maleenont Tower (M II)	1.89	-
Total	5.03	1.24
Total	13.78	3.10

### 23.4 Commitments on joint-operation contracts with MCOT

According to the Television Joint-operation Contract, the subsidiary has to pay annual compensation to MCOT, the total payable amount of compensation since January 1, 2009 and 2008 to March 25, 2020 amounting to Baht 2,190.34 million and Baht 2,333.04 million, respectively. And to pay annual compensation according to the Contract of Operating Programme and Advertisement through an MCOT FM radio station, at 105.5 MH frequency to MCOT, the total payable amount of compensation since January 1, 2009 and 2008 to January 31, 2020 amounting to Baht 230.31 million and Baht 242.46 million, respectively.

### 23.5 Commitments from guarantees for the loans

BEC-TERO ENTERTAINMENT PUBLIC COMPANY LIMITED, the Company's subsidiary guarantees for the loans of VIRGIN BEC-TERO RADIO (THAILAND) LTD., the associate held by such subsidiary with certain financial institution at the maximum amount of Baht 40 million.

## 24. Disclosure Of Financial Instruments

The Company and its subsidiaries have information relating to financial instruments both in and off balance sheets, as follows:

### 24.1 Accounting policies and procedure

- See Note 4.

## Notes To The Financial Statements (Continued)

### 24.2 Risk from breach of contracts

- Due to the contracting party does not follow the requirement in the contract which caused damage to the Company and its subsidiaries.
- Risk from concentration of credit is minimal even most of the trade accounts receivable of the Company and its subsidiaries are advertising agencies, due to businesses of the group spread through out the industries and not concentrated within any particular agency or group of agencies and the group has closely monitored each trade account receivable business, thus the Company and its subsidiaries do not expect any material damage from this kind of risk.
- For the financial assets shown in the balance sheets, the book value of such assets is net from various provisions to be estimated fair value. Such provisions are assumed to be the highest value of risk incurred from breach of contracts.

### 24.3 Risk relating to interest rate of financial assets

Risk from the fluctuation in interest rate may have negative effect to the Company and its subsidiaries for the current and the following years. Management believes that they can manage the contingent risk, due to the Company has set up a plan and follow up the situation closely.

### 24.4 Risk from currency exchange rate

The Company and its subsidiaries have outstanding foreign currency assets and liabilities at the balance sheet date which the amounts are immaterial. Therefore, there is no exchange rate risk.

As at December 31, 2008, the subsidiary has entered into a Buying Forward Exchange Contracts with certain local commercial bank for hedging against the fluctuation of exchange rate risk which might be affected to amount of Baht that the subsidiary has to pay the liabilities in foreign currency amount of USD 0.74 million. The delivery will be made during January 2009 to May 2009 with the exchange rate on delivery date about Baht 33.84 - 35.43 to USD 1.

### 24.5 Fair value of financial instruments

The following methods and assumptions are used to estimate the fair value of financial instruments:

- Financial assets shown at book value which equal to estimated fair value.
- Financial liabilities shown at book value almost the same with fair value, due to such liabilities will be matured in short term.

## 25. Income Tax

Corporate income taxes of the Company, subsidiaries and joint venture for the years ended December 31, 2008 and 2007 have been calculated from the accounting profit and adjusted with other revenues and some expenses which are exempted from income tax, such as dividend income etc. or being disallowable expenses in income tax computation purposes such as doubtful debt and loss on impairment, etc.

Corporate income taxes of the Company for the year 2008 only profit not more than Baht 300 million was calculated at the rate of 25% and profit over Baht 300 million was calculated at the rate of 30%. For the year 2007 was calculated at the rate of 30%.

Corporate income taxes of subsidiaries and joint venture were calculated at the rate of 15, 25 and 30 per cent.

## 26. Legal Case

26.1 The Company and certain subsidiary were filed a lawsuit as joint defendant in breach of copyright and trademark worth Baht 110 million. On March 24, 2008, a plaintiff has withdrawn of this charge. As a result, the Company and subsidiary have no negative effect from being sued.

26.2 Certain subsidiary was filed a lawsuit as a defendant in breach of copyright worth Baht 730 million, which the Court of first instance has rendered its judgment to dismiss the case and the plaintiff has submitted an appeal against such case. However, the subsidiary company expects no negative effect from being appealed. Therefore, the contingent expenses from the outcome of such case have not been accounted for.

## 27. Reclassification Of Accounts

Certain accounts of the 2007 financial statements have been reclassified to conform with the presentation of 2008 financial statements.

## 28. Financial Statements Approval

These financial statements are duly approved by the Company's directors on February 16, 2009.

# Revenue Structure

## Revenue Structure of the Group during the Previous Three Years.

(All these revenues were generated within the kingdom and are net of intra-group transactions.)

Product/Service	Provided by Co., Ltd.	2008		2007		2006	
		Million Baht	%	Million Baht	%	Million Baht	%
<u>Advertising Income</u>							
<u>From Television</u>							
	BEC World Plc.						
	Bangkok Entertainment <sup>1</sup>						
	New World Production <sup>1</sup>						
	Rungsirojvanit <sup>1</sup>						
	BEC-Tero Entertainment <sup>2</sup>						
	Bangkok Television <sup>1</sup>						
	You & I Corporation <sup>1</sup>						
	BEC International Distribution <sup>1</sup>						
	<u>Total advertising income from television</u>	7,857.66	87.69	6,696.39	84.04	5,762.06	82.89
<u>From Radio Station</u>							
	<u>Total advertising income from radio station</u>	336.67	3.76	326.07	4.09	352.07	5.07
<b>Total Advertising Income</b>		<b>8,194.33</b>	<b>91.45</b>	<b>7,022.46</b>	<b>88.13</b>	<b>6,114.13</b>	<b>87.96</b>
<u>Income from Copyright and Other Services</u>							
	Bangkok Entertainment <sup>1</sup>	2.09	0.02	9.09	0.11	5.60	0.08
	BEC World Plc.	10.80	0.12	17.44	0.22	38.33	0.55
	Bangkok Television <sup>1</sup>	3.28	0.04	10.87	0.14	10.35	0.15
	BEC -Tero Entertainment <sup>2</sup> and sub.	115.70	1.29	123.57	1.55	150.67	2.17
	BEC International Distribution <sup>1</sup>	11.66	0.13	6.05	0.08	3.10	0.05
	BEC IT Solution <sup>1</sup>	0.83	0.01	1.98	0.02	1.42	0.02
	BEC Asset <sup>1</sup>	-	-	0.29	0.00	0.99	0.01
	BECI Corporation <sup>1</sup>	68.33	0.76	80.99	1.02	84.30	1.21
<b>Income from copyright and Other Services</b>		<b>212.69</b>	<b>2.37</b>	<b>250.28</b>	<b>3.14</b>	<b>294.77</b>	<b>4.24</b>
<u>Income from concerts and shows</u>							
	BEC-Tero Entertainment <sup>2</sup> and sub.	391.11	4.36	513.25	6.44	365.81	5.26
<b>Total Income from Sales and Services.</b>		<b>8,798.13</b>	<b>98.18</b>	<b>7,785.99</b>	<b>97.71</b>	<b>6,774.71</b>	<b>97.46</b>
Company's portion in net income of associate		-	-	-	-	15.20	0.22
Other Income		162.76	1.82	182.10	2.29	161.24	2.32
<b>Total Revenue</b>		<b>8,960.89</b>	<b>100.00</b>	<b>7,968.09</b>	<b>100.00</b>	<b>6,951.15</b>	<b>100.00</b>

Notes <sup>1</sup>99.99% held by BEC World Public Company Limited

<sup>2</sup>59.99% held by BEC World Public Company Limited

### Revenue Structure and Changes from the Previous Year

BEC World's major revenue is advertising income came mainly from sales of Thai TV Color Channel 3's commercial airtime, especially during the time slots that filled up with programmes sourced or produced by BEC World and its subsidiaries. Other significant sales revenue is income from concerts and shows. Revenue from copyright and other services came mainly from income from right to use our programmes, movies and dramas (soap-opera); service fees from selling show tickets and selling bus tickets; revenue from Mobile Entertainment, and other services etc., while other income came mainly from interest earnings and return from investments.

Our advertising income in the year 2008 is higher 16.7 percent year-on-year, an increase of Baht 1,172 millions. The increase came from air-time rate increases on certain day parts, from expansion of prime and super-prime slots - which were needed to accommodate higher than anticipated demands, and from the higher utilization rate of our commercial air-time derived from changes in programming chart. The concerts and shows revenue is lower "year-on-year" as we reduced the number of events and got less sports in organizing an ATP Tennis Tournament in the 3rd quarter of the year.

# LIST OF TOP TEN LARGEST SHAREHOLDERS

As at 4 September 2008, the latest closing of the company share registrar within the last fiscal year.

Name of the shareholders	No. of shares held	Percentage
1. MALEENONT GROUP*	1,131,860,000	56.59
2. HSBC (SINGAPORE) NOMINEES PTE LTD	164,843,778	8.24
3. CHASE NOMINEES LIMITED 42	78,063,370	3.90
4. Thai NVDR Company Limited	62,809,811	3.14
5. SOMERS (U.K.) LIMITED	36,500,400	1.83
6. NORTRUST NOMINEES LTD.	30,563,700	1.53
7. CHASE NOMINEES LIMITED 1	29,721,850	1.49
8. MELLON BANK,N.A.	22,771,700	1.14
9. THE BANK OF NEW YORK (NOMINEES) LIMITED	22,455,548	1.12
10. Government Pension Fund	14,816,600	0.74

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

1. Mr.Prasan Maleenont	holds	157,140,000	shares which is	7.86%.
2. Mr.Pravit Maleenont	holds	228,400,000	shares which is	11.42%.
3. Mr.Prachum Maleenont	holds	157,140,000	shares which is	7.86%.
4. Ms.Ratana Maleenont	holds	157,160,000	shares which is	7.86%.
5. Ms.Nipa Maleenont	holds	117,740,000	shares which is	5.89%.
6. Ms.Amphorn Maleenont	holds	157,140,000	shares which is	7.86%.
7. Ms.Tracy Ann Maleenont	holds	78,570,000	shares which is	3.93%.
8. Ms.Cathleen Maleenont	holds	78,570,000	shares which is	3.93%.

The company has individuals within the Maleenont family - The Maleenont, who are the majority shareholder, set its policy, control direction and direct the business. BEC World is the main business of the Maleenont.

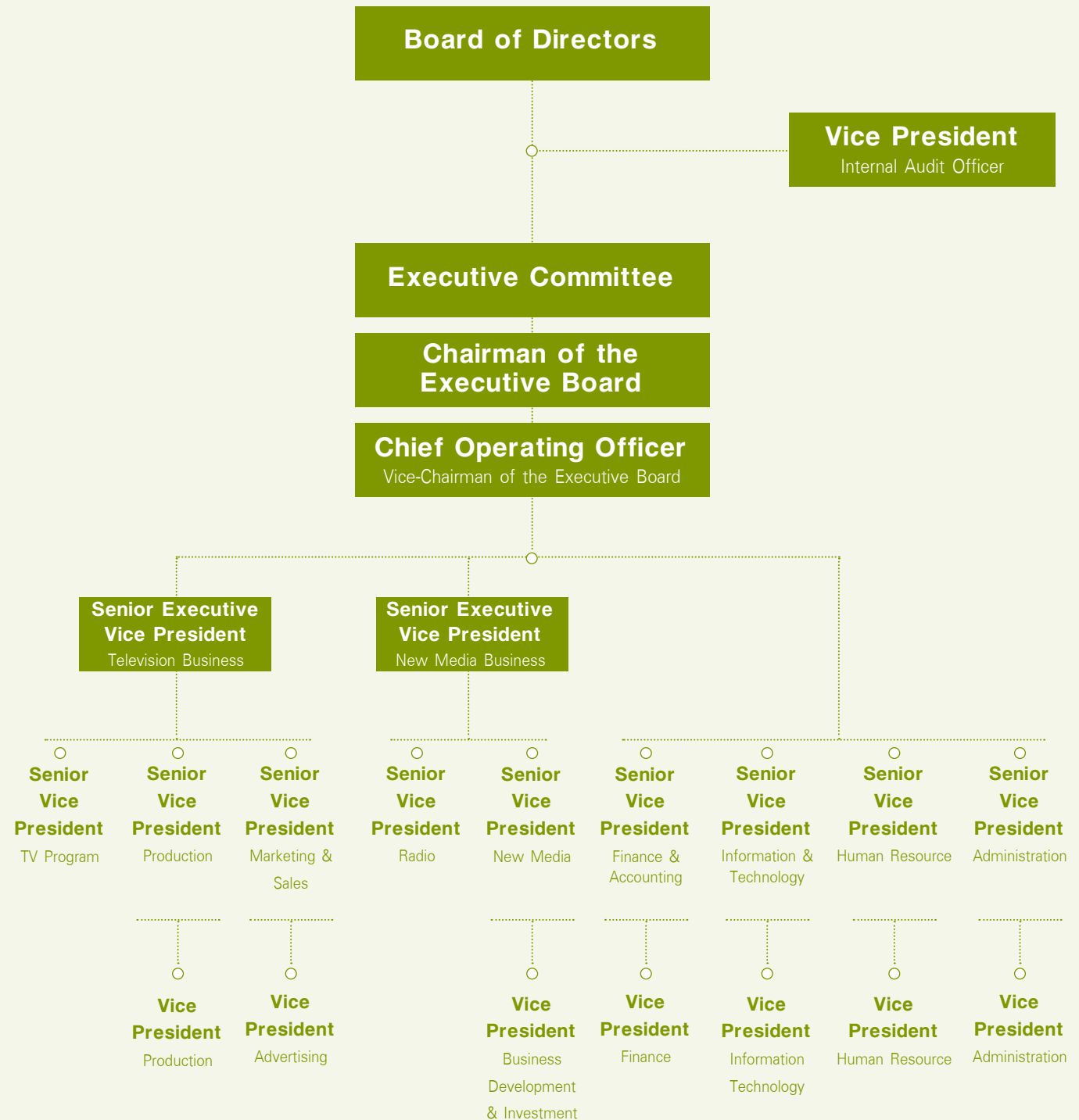
## CHANGE IN HOLDING OF THE COMPANY'S SHARES BY DIRECTORS AND EXECUTIVES:

During the year 2008, Mr.Panithan Tosnaitada's shareholding has increased by 60,000 shares and Mr. Chatchai Thiamtong's shareholding has increased by 50,000 shares. Holdings of other directors and executives did not change.

# Organization Chart of the Company

## Organization Chart

BEC World Public Company Limited.  
as of December 31, 2008



# Management Structure

BEC World is managed by Board of Directors, which is a unitary Board comprising 7 executive directors, 5 non executive directors, not less than 3 out of which are independent directors, which is adequate to audit the Company's management as required under the CG rules.

The Board has established sub committees to assist it for management or screening matters. Those subcommittees are, Executive Committee, Audit Committee and Nominating Committee. The Board of Directors is the highest body of the Company which shall determine vision, direction and policy of the Company and make decision for the best interest of the Company and shareholders on a long term basis, as well as giving advice and considering the operation of the Executive Committee, which is responsible for management and supervision of the administration unit.

In conducting the management, the Board of Directors has assigned the Executive Committee comprising 7 directors, each of them has duty to supervise and control routine works of each business unit, depending on expertise, interest, capability, and suitability of each person. Chairman of the Executive Committee shall be the person who is responsible for supervision and control of the management. The Executive Committee shall obtain direction/policy and principles of good corporate governance from the Board of Directors to determine the operation plan with the Chairman responsible for supervision and control of the executive officers' management and performance.

The Audit Committee has duty to audit the management's performance. It has major role in auditing the financial report to ensure the accuracy of financial statements as required by the generally accepted accounting standard. The accounting policy has been properly selected and strictly complied. The audit also includes the audit made to ensure sufficient disclosure of material information, information relating to connected transaction or transactions which may have conflict of interest.

## Board of Directors

As of 31 December 2008, the Company's Board of Directors comprises 12 directors, namely,

- |     |                            |                            |
|-----|----------------------------|----------------------------|
| 1.  | Mr. Vichai Maleenont       | Chairman of the Board      |
| 2.  | Mr. Prasan Maleenont       | Vice-Chairman of the Board |
| 3.  | Mr. Pravit Maleenont       | Director                   |
| 4.  | Miss Ratana Maleenont      | Director                   |
| 5.  | Miss Nipa Maleenont        | Non-Executive Director     |
| 6.  | Miss Amphorn Maleenont     | Director                   |
| 7.  | Mr. Prachum Maleenont      | Director                   |
| 8.  | Mrs. Ratchanee Nipatakusol | Director                   |
| 9.  | Mr. Arun Ngamdee           | Independent Director       |
| 10. | Mr. Prathan Rangsimaporn   | Independent Director       |
| 11. | Mr. Manit Boonprakob       | Independent Director       |
| 12. | Mr. Matthew Kichodhan      | Non-Executive Director     |

Mr. Chatchai Thiamtong is responsible for the Company's secretarial works.

The Board of Directors meeting No.4/2008 dated 7 August 2008 has passed a resolution to appoint Mrs. Chalaiporn Itthithavorn to be the Company Secretary.

Records of working experiences of works of the directors and the executive officers are shown in Attachment 1, page 0107 - 0112.

## Management Structure (Continued)

**Independent director** means director who is independent in giving opinion. The Board of Directors meeting No. 4/2008 considered qualifications of the independent director as follows:

- 1) Director who may hold shares in the Company not more than 1% of the total shares entitled to cast vote.
- 2) Director who does not have management duty in the Company or subsidiary.
- 3) Director who is independent from the management and controlling shareholders.
- 4) Director who shall not be close relative or the person who has received or had interest jointly with the management, the major shareholders or the controlling persons.
- 5) Director who does not have material business relationship with the Company which may influence the opinion to be given independently.
- 6) Director who is not the employee or staff who has received salary during two years before assuming the position.

### Authorized Director

Authorized directors are Mr. Vichai Maleenont, Chairman, to sign with the Company seal, or Mr. Prasan Maleenont, Mr. Pravit Maleenont, Miss. Ratana Maleenont, Mr. Prachum Maleenont, Miss. Amphorn Maleenont, Miss. Nipa Maleenont and Mrs. Ratchanee Nipatakusol, any two directors to jointly sign with the Company seal.

### Scope of Authority of the Board of Directors

The Board of Directors is the highest body of the Company which shall determine vision, direction and policy and make decision for the best interest of the Company and shareholders, as well as give advice and consider an operation of the Executive Committee, which is responsible for management and supervision of the administration unit. Director shall perform the duty in compliance with laws, objectives and articles of association of the Company as well as resolutions of the shareholders meetings. The Board of Directors may delegate one or more directors or other persons to perform any act on behalf of the Board of Directors.

### Measures to prevent Conflict of Interest

The Board of Directors has set measures to prevent conflict of interest by requiring director to inform the Board of Directors if the director or his/her close relative and person related to the director has any interest in the transaction to be entered into with the Company, any change of shareholding of the Company, or any other company in the group which the Company holds shares more than 25% of the total shares issued and subscribed of the said company.

### Performance of The Board of Directors

In 2008, the Board of Directors convened 6 meetings.

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

# Management Structure (Continued)

## Executive Committee and Executive Officers

As at 31 December 2008, the Company's Executive Committee comprises 7 executive directors as follows:

- |    |                |            |   |
|----|----------------|------------|---|
| 1. | Mr. Vichai     | Maleenont  | Chairman of the Executive Board   |
| 2. | Mr. Prasan     | Maleenont  | Vice-Chairman of the Executive Board, Chief Operating Officer                     |
| 3. | Mr. Pravit     | Maleenont  | Senior Executive Vice President, Executive Director, Television Business Division |
| 4. | Mr. Prachum    | Maleenont  | Senior Executive Vice President, Executive Director, New Media Business Division  |
| 5. | Miss Ratana    | Maleenont  | Executive Director, Finance and Accounting Division                               |
| 6. | Miss Amphorn   | Maleenont  | Executive Director, Production Division   |
| 7. | Mrs. Ratchanee | Nipatkusol | Executive Director, Marketing and Sale Division                                   |

Executive officers as at 31 December 2008 comprised 15 officers as follows:

- |     |                 |                   |  |
|-----|-----------------|-------------------|--|
| 1.  | Mr. Vichai      | Maleenont         | Chairman of the Executive Board  |
| 2.  | Mr. Prasan      | Maleenont         | Chief Operating Officer, President   |
| 3.  | Mr. Pravit      | Maleenont         | Senior Executive Vice President, Senior Vice President, Television Business Division |
| 4.  | Mr. Prachum     | Maleenont         | Senior Executive Vice President, Senior Vice President, New Media Business Division  |
| 5.  | Miss Ratana     | Maleenont         | Senior Vice President, Finance and Accounting Division                               |
| 6.  | Miss Amphorn    | Maleenont         | Senior Vice President, Production  |
| 7.  | Mrs. Ratchanee  | Nipatkusol        | Senior Vice President, Marketing and Sale Division                                   |
| 8.  | Mr. Panithan    | Tosnaitada        | Vice President, Advertising Division   |
| 9.  | Mr. Somrak      | Narongvichai      | Vice President, TV Production Division   |
| 10. | Mr. Borisut     | Puranasamriddhi   | Vice President, Administration Division  |
| 11. | Mr. Chatchai    | Thiamtong         | Vice President, Finance Division   |
| 12. | Dr. Apinya      | Kangsanarak       | Vice President, Human Resource Division  |
| 13. | Mr. Pisanu      | Ruangrajitpakorn  | Vice President, Technology Division  |
| 14. | Mr. Natthrapong | Phisitphadhrikul* | Vice President, Internal Audit Office  |
| 15. | Mr. Nopphadol   | Khemayotin        | Vice President, Business Development and Investment Division                         |

Remark: \* He has registered name change from Mr. Noppong Bootkhwan.

## Scope of Authority of the Executive Committee and Executive Officers

The Board of Directors has appointed the Executive Committee to be a working group responsible for routine management of the Company, and also act as directors in subsidiaries. Currently, the Company's Executive Committee comprise 7 directors, each of them has duty to supervise and control routine works of each business unit, depending on expertise, interest, capability, and suitability of each person. They also hold positions of directors in subsidiaries. Chairman of the Executive Committee shall be the person who is responsible for supervision and control of the Executive Committee. The Executive Committee shall obtain direction/policy and principles of good corporate governance from the Board of Directors to determine the operation plan having the Chief Operating Officer responsible for supervision and control of the executive officers' management and performance. The Board of Directors has delegated authority to the Executive Committee to perform the duty for the Board of Directors. However, for certain matters which are new or relate to more line of commands, the Executive Committee may refer the matter to the Board of Directors for approval on case by case basis, such as, in case of joint investment with others for new business.

# Management Structure (Continued)

## Performance of Duty of Executive Committee and Executive Officer

The Executive Committee and executive officers normally convene the meeting once a week.

## Audit Committee

As at 31 December 2008, the Audit Committee comprised 3 directors as follows:

1. Mr. Arun Ngamdee Chairman of the Audit Committee
2. Mr. Prathan Rangsimaporn Audit Committee
3. Mr. Manit Boonprakob Audit Committee

Mr. Chatchai Thiamtong, secretary of the Audit Committee

## Scope of Authority of the Audit Committee

The Company's Audit Committee has scope of authority and responsibility toward the Board of Directors as follows:

1. To verify and ensure the accuracy and sufficiency of the Company's financial reports;
2. To verify and ensure efficiency and suitability of the Company's internal control and internal audit system, consider the independence of the internal audit office, approve the appointment, transfer or terminate the head of internal audit office or other related divisions responsible for internal control;
3. To verify and ensure the Company's compliance with laws regarding Securities and Exchange Control, rules and regulations of the Stock Exchange and laws relating to the Company's businesses;
4. To consider, select, nominate for appointment of independent person to be the Company's auditor and propose compensation for the Company's auditor including to attend the meeting with auditor without the management's attendance at least once a year;
5. To consider the connected transaction or transaction which may cause conflict of interest to comply with the laws and regulations of SET in order to ensure that such transaction is reasonable and for the best interest of the Company;
6. To prepare report of the Audit Committee for disclosure in the Company's annual report. The Audit Committee Report is shown on page 04 - 05;
7. To perform any other duties as assigned by the Board of Directors and as agreed by the Audit Committee.

## Performance of Duty of the Audit Committee

In 2008, the Committee convened 6 meetings.

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

## The Nominating Committee

As at 31 December 2008, the Nominating Committee comprised 3 directors as follows:

1. Miss Ratana Maleenont Nominating Committee
2. Mr. Prachum Maleenont Nominating Committee
3. Mrs. Ratchanee Nipatakusol Nominating Committee

## Management Structure (Continued)

### Scope of Authority of the Nominating Committee

The Nominating Committee has scope of authority and responsibility toward the Board of Directors as follows:

- 1) To determine procedures and criteria to nominate directors of the Company including top management of the Company for transparency purpose;
- 2) To select persons qualified for nomination as new director or top management;
- 3) To provide opinion to the Board of Directors and to report the result of performance to the Board of Directors regularly.

### Performance of Duty of the Nominating Director

In 2008, the Nominating Committee convened 1 meeting.

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

### Nomination of Directors and Executive Officers

The Company's articles of association provide that the Company shall have not less than 5 directors where not less than half of which shall have domicile within the Kingdom. Directors shall be appointed from the shareholders meeting. At every annual general shareholders meeting, one third of the directors shall retire from the directorship by rotation on term. Nomination of directors shall be in accordance with the Company's articles of association which provide that each shareholder shall have vote equivalent to the number of shares held by him/her. The shareholders may exercise their rights to cast all votes to select one or more directors, but they may not split their votes. The candidates who receive highest scores respectively shall be appointed as directors in the number required for such term. In case where the position of director is vacant for any reason other than by term rotation, the articles of association provide that the appointment of directors to fill in such vacancy shall be undertaken, unless the remaining term of such director is less than 2 months. In this connection, the Nominating Committee shall propose name to the Board of Directors for appointment. With respect to nomination of the executive officers, the selection process may be conducted by supervisor in chain of command, or through the Nominating Committee, depending upon the position. However, in the past, it was very rare for a change in the position of executive officers.

### Compensation of Directors, Management and Auditors in 2008

#### Monetary Compensation for the Directors and Management

In 2008, there was no change in the structure of the Company's management. At the end of 2008, the Company had 12 directors and had 15 executive officers where 7 of which were also the Company's directors.

The Company's directors and management received monetary compensation as follows:

- (a) Compensation to directors

The compensation was Baht 15,940,000.- in the forms of meeting allowance and remuneration.

- (b) Aggregate amount of compensation to executive officers

The compensation was Baht 49,923,078.-, in the forms of salary, bonus, vehicle allowance and contribution to provident fund.

## Management Structure (Continued)

### Table showing compensation to directors in 2008.

In 2008, the Board of Directors convened 6 meetings, the Audit Committee convened 6 meetings and the Nominating Committee convened 1 meeting. The amount of compensation can be summarized as follows:

	Name-Family name		Meeting Allowance	Remuneration	Total
1.	Mr. Vichai	Maleenont	90,000	2,082,000	2,172,000
2.	Mr. Prasan	Maleenont	60,000	1,227,250	1,287,250
3.	Mr. Pravit	Maleenont	60,000	1,227,250	1,287,250
4.	Mr. Prachum	Maleenont	70,000	1,227,250	1,297,250
5.	Miss Ratana	Maleenont	70,000	1,227,250	1,297,250
6.	Miss Nipa	Maleenont	60,000	1,227,250	1,287,250
7.	Miss Amphorn	Maleenont	60,000	1,227,250	1,287,250
8.	Mrs. Ratchanee	Nipatakusol	70,000	1,227,250	1,297,250
9.	Mr. Arun	Ngamdee	120,000	1,100,000	1,220,000
10.	Mr. Prathan	Rangsimaporn	120,000	1,000,000	1,120,000
11.	Mr. Manit	Boonprakob	120,000	1,000,000	1,120,000
12.	Mr. Matthew	Kichodhan	40,000	1,227,250	1,267,250

**Other compensations**, such as, stock option plan, convertible securities, debenture or other benefits which the management received from the Company

- None -

### Payment of audit fee

#### The payment of the audit fee

In 2008, the Company and subsidiary paid the audit fee to office of the auditor in the total amount of Baht 5,476,000.- (Five million four hundred seventy six thousand Baht), lower than the amount approved by the 2008 annual general shareholders meeting at Baht 24,000 since there were 2 subsidiaries of the group already registered for company dissolution in December 2008. The auditor was not required to conduct audit and review for these 2 companies as from the 4th quarter of 2008. Therefore, there was no auditing fee for such work.

#### Payment of non audit fee

- None -

Corporate Governance (CG) Compliance Report BEC World PLC 2008

## Corporate Governance (CG) Compliance Report BEC World PLC 2008

### Section 1 Shareholder Rights

1. The Board of Directors has imposed CG policy regarding shareholder right and shareholder treatment as follows:

- (1) The Company shall respect and be aware of shareholder treatment and all groups of interested party with honest, equality and fairness.
- (2) The Company shall operate the business with transparency, available for examination, having enough information to disclose to all related parties correctly, not misleading in material information, providing all information within due time and thoroughly.

The Board of Directors has controlled the Company's secretarial works and the Investor Relations ("IR") Unit to apply CG policy to protect shareholder rights and also encourage all shareholders to exercise their rights i.e. right to receive dividends, right to receive updated corporate information disseminated via the Stock Exchange of Thailand's ELCID system and the Company's website, [www.becworld.com](http://www.becworld.com), to enable all shareholders and investors to receive such information within due time. There shall be sufficient information beneficial for their investment decisions and to encourage shareholders to exercise their rights to attend the meetings, casting their voting rights, sharing their views in shareholders meeting including exercising their rights to vote for director appointment, director compensation, auditor appointment and auditor fee, including, exercising their rights to make decisions on material transactions, having considerable impact on the Company.

2. The Board of Directors has controlled the Company's secretarial works and the IR Unit to look after shareholders' rights more than those required by laws, such as, the right to receive sufficient information to make decision, which shall be updated, correct, complete and transparent. To disseminate the information comprehensively and within due time, the Board of Directors has arranged to disseminate the information on the Company's website, [www.becworld.com](http://www.becworld.com), including to allow the shareholders to visit the Company. The Company has made PR news regarding business development of the group in the forms of business and/or entertainment news broadcasted on Thai TV Channel 3 - highly effective and readily accessible media for people nationwide, which has been operated by the group.

3. For the 2008 Annual General Shareholders meeting, the Company facilitated all shareholders to exercise their rights in attending the meeting and casting their votes without any restriction or deterioration of the shareholder's rights to access the Company's information required for disclosure. There was no distribution of additional information without prior notice, no additional agenda or amendment of any material information. The Company also allowed shareholders who came late to attend the meeting.

4. The Company has informed information regarding the resolution of the Board of Directors to call for the 2008 Annual General shareholders meeting through ELCID system by attaching draft of the invitation notice of the shareholders meeting as approved by the Board of Directors, the contents of which contained the information relating to date, time, place and agendas of the meeting as well as resolutions of the Board, which had been sent 37 days in advance prior to the shareholders meeting date and disseminated through the Company's website immediately after notifying the particulars to the SET.

5. The Company has assigned Thailand Securities Depository Co., Ltd. ("TSD"), which has acted as the Company's Share Registrar to deliver the invitation notices calling for the shareholders meeting to shareholders within 12 days in advance prior to the shareholders meeting.

## Corporate Governance (Continued)

6. The Company has disclosed its information via the Company's website, and updated the information consistently to enable the shareholders to review and study the Company's information through this channel.

7. In the 2008 shareholders meeting, the Chairman allocated the meeting time properly and allowed the shareholders to express their views and make enquiries to the meeting in accordance with the agendas freely. The details of which can be viewed from the shareholder meeting Minutes on the Company's website.

8. In the 2008 shareholders meeting, Chairman of various Sub-Committees comprising Chairman of the Audit Committee and Chairman of the Nominating Committee also attended the meeting, giving an opportunity to the shareholders to make enquiries in all related matters, the details of which can be viewed from the Shareholder meeting Minutes on the Company's website.

9. The Company is aware of the importance of unlawful utilization of insider information which creates unfairness against shareholders. The Board, therefore, has set a policy in relation to this matter and notified all directors, management and management officers involving such insider information for acknowledgement. In this connection, director/management/officer, having knowledge of financial status of the Company and its group, including any other information having an effect on the trading price of the Company's stock, which has not been publicly available shall not enter into any sale or purchase transaction of the Company's stocks at least 2 weeks before announcement of the operating result in each quarter or before filing such information to SET. All directors and management responsible for filing report of stock acquisition with the Office of SEC shall submit copy of the said report to the Company Secretary to inform any modification in securities holding to the Board for acknowledgement in every meeting. In 2008, everyone provided full cooperation and fully complied with the Company's policy.

The Board has set "a Conflict of Interest Policy" by requiring all directors and management including all related persons of the directors and the management, having any interest in any transaction entered into with any company in the group, shall disclose such information together with all documents to the Company Secretary immediately upon learning it in order to propose it to the Company's Board of Directors for acknowledgement and decision for benefit of the Company as a whole. To enable the Company to be independent in making decision, director or management who has a conflict of interest shall not take part in making a decision in a transaction between the Company and him/herself, as a person who has a conflict of interest. In 2007, the Company entered into connected transactions in relation to leasing of the premise in Maleenont Tower buildings, a connected transaction of a short term lease agreement, not exceeding 3 years, and a service support ordinary business. The approval was made for transactions to be made two times since the Lease Agreement had two commencement periods with 10 months difference, expiring in April 2010 and January 2011, respectively. The Company has arranged for the Board to consider and approve such connected transactions according to the relevant notification of SET. In considering the said connected transactions, the Company had duly complied with the Company's policy, i.e., the independence rules, including the conditions and rules stipulated in the notification regarding connected transactions by arranging all directors who had conflict of interest to leave the Meetings every time to enable the remaining directors to be independent in making decisions. In addition, for 2008, there is an announcement of The Capital Market Supervisory Board No.Tor.Jor. 21/2551 concerning with a connected transaction prescribed under Section 89/12(1) of the Securities and Stock Exchange Act, the Board therefore, considered and approved other expenses related to the lease of Maleenont Tower's premises and relevant service fees which may additionally occur throughout the lease agreements among BEC World group, Millionaire Property Fund and Maleenont Tower Co., Ltd. These expenses were previously considered as "normal business transaction to support business", falling under power of the Management to incur them without consent of the shareholders meeting. In considering approval of such connected transaction, all directors who have conflict of interest, left the meeting to enable the remaining directors to be independent in making final decision.

### Section 2 Equal Treatment to all Shareholders

In the 2008 shareholders meeting, the Company seriously paid attention to equal treatment to all shareholders without discrimination. The Company duly complied with CG guidance imposed by the Office of SEC and SET by holding a shareholders meeting on April 25, 2008, having details as follows:

#### Before the Shareholders Meeting

1. The Board has given all shareholders an opportunity to exercise their rights by opening communication channel for them to contact the Company and the Board through the Company's website, [www.becworld.com](http://www.becworld.com), or IR Unit at e-mail address: [ir@becworld.com](mailto:ir@becworld.com) or contact by themselves in person at the Company office, Maleenont Tower Building. Should any shareholder wish to express his/her opinion, suggestion or making any enquiry, he or she shall have the right to do so via the above methods. Upon receiving any matter from the shareholder, the Company, by the Company Secretary office, may propose the said matter to the Company's Board of Directors for consideration within due time prior to the Board's calling for annual general shareholders meeting.

In 2008, minority shareholders neither proposed any matter to be included in the agendas of the meetings, nor proposed any person to be nominated as director.

2. The Company has established the IR Unit to contact, coordinate, manage and provide any information for shareholders and general investors. The IR Unit has organized various activities beneficial to shareholders and general investors of the Company, (please see Chapter 4, page 088). However, the Company has not exploited the SET's ELCID system to notify the shareholders.

3. In case any shareholder proposes any agenda, the Company will receive and consider only agenda which would be beneficial to all shareholders as a whole, not against the relevant laws or regulations and it is possible for the Board to implement it. If so, it would be included in agenda for the shareholders meeting accordingly, including director opinion regarding such relevant agenda. With respect to director appointment proposal, Nominating Committee would consider qualifications of the candidate proposed by shareholder in accordance with selection process imposed by the Company prior to proposing to the Company's Board for consideration.

4. In case the Board considers any matter proposed by shareholder and deems that it is not advantageous to shareholders as a whole, or it is the matter proposed by the shareholder within short period and not possible to consider it in accordance with the process, including in case of director appointment, if there is no sufficient time to consider the qualifications in accordance with the Company's criteria and is not possible to propose the matter to the Board of Directors Meeting within due time, the Board will assign the Company Secretary to contact such shareholder to clarify the reason for refusal of such matter to be included in the agenda, or to nominate the candidate proposed by the shareholder to the shareholders meeting.

5. Other than invitation letters for shareholders meeting and supporting documents for shareholders meeting, the Company shall deliver proxy forms together with explanation of all related documents required to be presented by shareholder/proxy for shareholder meeting registration attached with the invitation letters.

## Corporate Governance (Continued)

6. With respect to filing of information with the SET regarding resolution to call for the 2008 annual general shareholders meeting, the Company has posted the draft of invitation letter of shareholders meeting, both Thai and English version, in the last section of such information disclosure. The Company would post the original invitation letters together with relevant supporting documents, financial statement proxy and explanation of the documents and all required documents to be presented by the shareholders/proxy before commencement of the Meeting, and the annual report, with the same contents of those sent to all shareholders in hard copy both in Thai and English on the Company's website for 36 days prior to the shareholder meeting's date, except for supporting documents for the first agenda which was the minutes of 2007 AGM, which the Company had posted it on website within 14 days following the closing date of 2007 AGM. The shareholder who wishes to review the information before the Meeting in advance prior to receiving the invitation letter and supporting documents in hard copy form sent by registered mail, he/she can review it by logging into the Company's website. The latest information posted on website was 2007 annual report both in Thai and English version, it was posted on website 24 days before the shareholder meeting date.

7. The Company has appointed TSD to be the Company's Share Registrar to deliver all invitation letters to all shareholders. In 2008, the Company delivered all shareholders the invitation letters 14 days in advance before the shareholder meeting date.

8. The Company has encouraged all shareholders to exercise their rights in attending the meeting and casting their voting rights. The Company has delivered all forms of proxy letters to all shareholders for their convenience. In the case where any shareholder can not attend the meeting, the Company would give an opportunity to such shareholders to appoint his/her proxy to attend the meeting on his/her behalf, or appointing Mr. Manit Boonprakob - an independent director appointed by the Board to be an alternate proxy. The Company has encouraged shareholders to use the shareholder proxy form to control their votes.

In the 2008 Shareholder Meeting, both Thai and foreign shareholders, particularly the institutional shareholders, appointed Mr. Manit Boonprakob to be their proxies to exercise their voting rights.

9. The Company has published the invitation letters for the 2008 Annual General Shareholder Meeting in "Kaphoon (Stock News)" newspaper for 3 consecutive days, approximately 1 week before the Shareholder meeting date to call for the shareholders meeting.

10. With respect to the invitation letters for the 2008 annual general shareholders meeting, the Company has arranged for disclosure of information supporting each agenda properly for consideration as follows:

Agenda for director appointment: preliminary information of each candidate (such as prefix, name, age, director category, educational background, experience including any information which may cause a conflict of interest against the Company's business) position in other companies. In 2008, this agenda was proposed for appointment of the former directors who have been nominated by the Nominating Committee. There was no appointment of independent director this year. The director performance in last year and director opinions for shareholders' consideration have been provided to shareholders by the Company.

Agenda for director compensation: the Company informed the amount and category of director compensation, reasons to adjust director compensation, comparison between the director compensation this year and last year. The Company fixed the director compensation in monetary form only, not in any other forms of benefits. In considering the director compensation, since there is no sub-committee appointed by the Board for this purpose, the Board has jointly considered this matter by themselves. The Board was allowed to consider their compensation, as approved by the shareholder meeting, voluntarily and reasonably. The Board properly discussed and expressed their views for shareholders' decision.

Agenda for auditor appointment and auditing fee: the Audit Committee has proposed names of the former auditor and auditing firm and also explained reason for appointing the former auditor. In addition, the Company has provided details regarding working period of the auditor as specified in the supporting documents for meeting. The Audit Committee focuses on importance of auditor independence, considering appropriateness of auditing fee incremental including reasonable rate of auditor fee. The Board of Directors has requested enough information in each agenda, providing their own opinion for shareholders' decision.

Agenda for dividend allocation: The dividend payment policy is shown in page 1 of the annual report as well as in the supporting document for this agenda. The Board proposed the meeting to allocate the profit for legal reserved fund as specified by laws and for payment of dividend to shareholders. The Board has clarified reason of unpaid dividend allocation, effects on the Company and shareholders. The Board also has proposed the shareholders meeting to consider each agenda, respectively, to enable the Company to pay dividend. The Board of Directors has arranged for details of each agenda, and director opinion be shown sufficient and clear for shareholders' decisions.

In 2008, there was no agenda to consider and approve any material matter of the Company, i.e., increase/decrease registered capital, amendment of articles of association, sale/dissolution/transfer/merger of the Company's business.

11. In case any shareholder has any query regarding corporate agenda, the shareholder may send the question relevant to the agenda to the Board of Directors in advance before the Meeting date by sending a letter to the Company's Board of Directors, or contacting through IR Unit or the Company Secretary or sending the question(s) via the Company's website. However, in 2008, there was no shareholder(s), submitting any query regarding the Meeting agendas to the Board of Directors in advance before the shareholders meeting date.

### **Annual General Shareholder Meeting, April 25, 2008.**

1. To facilitate all shareholders, the Company brought computer systems to assist in registering the shareholders attending the meeting, including printing of voting cards, specifying details of attendees and number of shares having voting rights, by each agenda.

2. The Company convened the shareholders meeting in accordance with the date, time and place as previously informed all shareholders, without any immediate change of meeting place which might cause some shareholders to be unable to attend the meeting.

3. There were 10 from 12 directors attending the shareholders meeting. While the Chairman could not attend the meeting, Chairman of the Audit Committee and Chairman of the Nominating Committee including all senior vice presidents of the Company attended the meeting. Vice Chairman, who also represented as Chief Operating Officer of the Company, acted as the Chairman of the shareholder meeting. In addition, the Company invited auditor and legal counselor to join the meeting in order to clarify and answer the questions of the shareholders.

4. The Chairman informed that the quorum, consisting of required number of attendees and shares, was duly constituted to commence the meeting and also clarified of the voting right procedures to all shareholders in the shareholders meeting.

5. The Company did not add any additional agendas without notifying the shareholders in the shareholders meeting.

6. The Chairman conducted the meeting in accordance with the order of agendas specified in the invitation letter sent to all shareholders without any changes or addition.

7. With respect to voting, the Chairman informed the meeting to use voting card in each agenda for transparency, and proper for examination in case of any dispute, if subsequently raised by any shareholders. The Company prepared voting cards for every agenda, except the agenda for director appointment, where voting card was used per each individual. For 2008 AGM, the Company also asked for cooperation from the shareholders to submit voting slip for director appointment agenda to the Company for record.

8. Agenda for director appointment, the Chairman proposed the meeting to consider director appointment to replace the directors, under rotation retire, by proposing list of candidates to be considered by the meeting one by one to enable the shareholders to exercise their rights to vote for director appointment.

9. The Chairman conducted the meeting orderly and properly allocated the meeting time for each agenda enabling all attendees to freely express their views, suggestion including making any inquiry or doubt in various matters regarding meeting agenda or any matters related to the Company. The Chairman also allocated reasonable time for the executive director(s) and the management(s) in clarifying/answering all questions to all attendees. To respect all shareholders' rights, the Chairman had to control the meeting and the time spent in an effective way. For any query which was not relevant to the meeting agenda or the Company, the Chairman would answer such query after the meeting was adjourned. For 2008, the Chairman allocated proper time for executive directors and management to answer all queries during the meeting.

### After the Shareholders Meeting Date

1. For 2008 AGM, the Company Secretary was responsible for preparing the minutes of the shareholders meeting, specifying date, time and place; a quorum, divided by a number of shares, a number of shareholders and proxy, list of directors and managements who attended the meeting, voting procedure, agenda and resolution of each agenda, classified as agreed, disagreed or abstained, including queries/ suggestion from shareholders together with correct and complete answers from the Board of Directors.

2. The Company Secretary has submitted the minutes of 2008 AGM to SET within 14 days from the shareholders meeting date and also subsequently submitted the same to the Board of Directors meeting No.3/2008 dated 14 May 2008 which was the first meeting held after the shareholders meeting date for their consideration of correctness and completeness. Then, the minutes was proposed for signing by the authorized directors of the Company for certification, and resubmitted to SET. The said minutes was also submitted to the Ministry of Commerce together with the approved financial statement of 2007 in May 2008.

3. After filing the minutes with SET, the Company would disseminate the shareholders meeting minutes on the Company's website. For year 2008, the Company has disseminated the shareholders meeting minutes on the Company's website within 14 days after the shareholders meeting date so that the shareholders who did not attend the meeting would learn details of the meeting and enable the shareholders who attended the meeting to express their views before the next meeting.

## Section 3 Roles of Interested Persons

The Board is aware of the importance and roles of all interested person groups toward the Company. Therefore, the Board has set role of interested persons in CG policy which the Company will respect all of their rights and provide fair treatment to all groups of shareholders and interested persons with honest, equality, fairness and awareness of rights of all interested persons by forming the practical policy as follows:

- 1) Arranging for Code of Conduct in written documents for directors, managements, and employees to understand ethics which the Company applies to operate the business including monitoring the compliance with the Code of Conduct.
- 2) Setting a unit to be responsible for interested person treatment in each group to ensure that there is a responsible unit to actually apply the said Code to interested persons.
- 3) Imposing rights of each group of interested person including roles and duties of each unit toward each group of interested persons.

### Interested person treatment

Treatment for Company shareholders: the Board has assigned the IR Unit and the Company Secretary to be responsible for taking care of shareholders and investors. The management has set a policy for shareholder treatment to realize rights of shareholders and treat them with fairness and equality, encourage shareholders to exercise their rights. In operating business, other than seeking only profit for shareholders in form of dividends, the Board also pays attention to enhance value of business entity and prosperity for shareholders in long term period by declaring policy to pay dividends at least 90% of net profit.

Treatment for internal interested persons: i.e. employee and management of Company group which are the most valuable assets of the Company. The Board has assigned HR division to take care all employees to receive reasonable compensation, giving fair treatment, encourage all employees to develop their own knowledge, capacity and experience to be suitable for their duties to succeed in their works, arrange good and safe environment for working. For employee benefits, the Company has arranged the group insurance (i.e. life insurance, accident insurance and health insurance), other than benefits provided under the labor law. Not only social security, the Company has also provided provident fund, annual health check-up and uniform, etc. The Board has arranged an intranet system to increase inter-communication within organization. During the year 2008, the oil price, which was the main factor for production and transportation businesses, was increased causing the increase of the cost of living, the Board has considered to increase the living cost for employees to be suitable for the economic condition. In addition, the Board has approved for additional benefits to employees who work in 3 southern provinces of Thailand for 2008 in the same manner like 2007, as follows: 1) increasing the amount of life insurance 10 times more than normal employees; 2) allocating a special allowance for 3,000 - 4,500 Baht/person/month; and 3) providing flack jacket to everyone. Also, the Board has supported all employees who have faith in Buddhism to practice in the dharma without regarding as taking leaves.

## Corporate Governance (Continued)

Treatment for TV producers or TV operators or actors: For those who are qualified TV producer for Channel 3, the Board has assigned TV program Division to take care all of them equally. Due to TV air time limits and high numbers of TV producers/operators and actors, the management has to allocate air time properly for all TV producers/operators equally to allow them to have opportunity to generate income and to TV actors to maintain their popularities. In case of having agreements, the TV program Division has to ensure the strict compliance with the agreements, such as, complete and punctual payment of compensation. In addition, the TV Program Division has supported various training programs i.e. training for new TV producer, legal training by copyright experts to protect their own copyright and performer's right.

Treatment for Customers: i.e. advertising agency, product owners, TV program sponsor. Customers should receive updated information on TV programs and show time of Channel 3 for their efficient business planning. Sale Division is responsible for customer management. The Board has policy to treat customers with honest and sincerity by facilitating them with rapid, credible commitment and keeping confidentiality. Distribution of information in relation to TV programs to customers must be efficient, i. e, the information shall contain material information sufficient for making decision, the distribution must be comprehensive, equal, and timely since commercial air time is limited.

Treatment for Creditors: the Board has a policy to treat all creditors equally by assigning Accounting Division to be responsible for monitoring of debt payment and strict and timely compliance with terms and conditions under relevant agreement to maintain good commercial relationship, reputation and image of the business, including mitigating from any potential penalty arising from breach of contract. In 2008, the Company fully complied with all agreements with creditors.

Treatment for competitors: the management has a policy to give fair treatment to all TV program competitors equally and in good faith and lawful by developing quality of TV programs and efficiency of TV signal. Competitor is a significant factor to drive the Company to continuously develop quality of products and services. In 2008, the Company did not have any dispute with any competitor.

Treatment for Community/ Society: the Board has a policy to conduct the business with morality and support Thai society without focusing on profit only. Therefore, any TV program broadcasted by Channel 3, offers not only entertainment but also knowledge and morality, such as, drama series broadcasted do not focus only entertainment but always have moral concept within each series, In addition, the Company has also provided some useful programs for woman and kids to encourage Thai society to accept woman capacity and pay more attention to family, especially, next generation of our society. Furthermore, the Board has paid attention to the media ethics. As TV station, which is the highest efficient media to draw attention from public nationwide, we realize that seeking various TV programs may cause some impacts on some groups of people in society or community. The Board has assigned PR Unit to be responsible for public relations among TV stations, community and society to convey our good attitude and select suitable TV programs to entertain all viewers including listening to all opinions and suggestions from society and community for further improvement.

Environment: the Board has a policy to operate the business without destroying environment, but supporting all campaigns or organizations to preserve environment. In 2008, Channel 3 has arranged for “39 years Channel 3 to Save the World” activities to support the campaign of global warming by encouraging public to use clothing bag instead of plastic bag and preparing colorful clothing bags distributed to all attendees in various activities held by Channel 3. In addition, the Company attended forest planting project with many entities/organizations to create and return good environment back to Thai society, and also made campaign for using paper in most efficient way by using 2 sided paper in office and using water with realizing of its value. Activities for Society and Environment during 2008, page 012 - 017.

Indemnification: the Board has imposed compensation package for any interested person who has been injured from the Company’s violation. In such circumstance, the Company will appoint a committee to consider compensation to any injured persons in reasonable, fair and efficient measure to mitigate such damage.

Notification or Complaint for Illegal Transaction: the Board has set clear procedures for a notification and complaint of any illegal transaction or immorality, incorrect financial statement or defective internal control system by notifying such matter(s) to the Internal Audit Office to examine and report such matter to the Audit Committee, subsequently. Such complaint shall be deemed to be “confidential information”, without disclosing name of the notifying or complaining person to public. The Internal Audit Office will conduct an investigation of information and prepare a report of such investigation.

**Procedure for Participation of Interested Person:** the Board has set procedures to allow all interested persons to have participation by requiring relevant units responsible for each group of interested persons to arrange for the meeting and hearing from each group of interest persons and reporting to the Board of Directors and relevant sub-Committee for acknowledgement of their opinion and suggestion. The Company Secretary has been assigned to be a coordinator. Any interested person may refer any matter involving a problem, opinion or any suggestion to the Board and every Sub-committee through the Company Secretary directly or via Company website. In addition, the Board has controlled and managed all divisions to disclose sufficient information within reasonable time to enable the interested persona to have participation in an efficient way.

## Section 4 Information Disclosure and Transparency

The Board has paid attention to information disclosure and transparency by setting CG Policy, under the information disclosure and transparency section. The Company will conduct business with transparency and auditable and shall disclose sufficient information to all related persons completely, correctly and not misleading or concealing any material matters. The information to be disclosed must be updated, and the disclosure must be timely and widely done.

### Efficiency of Information Disclosure Process

The Company has disseminated all material Company's information, both financial information and non-financial information correctly, completely, timely and transparently in accordance with the regulations prescribed by the SET and SEC through SET and the Company's website by updating such information, consistently. In 2008, the Company complied all regulations correctly and did not subject to any penalty in relation to the offence of non-disclosure.

To develop information disclosure system in efficiency way, IR Unit has evaluated efficiency of such system and impose key factor for such valuation. With respect to report/information to be filed within definite period i.e. filing one time per year, or per quarter, the Company attempts to expedite such submission to be faster and also provides efficient information regarding completeness and correctness of contents and disclosure of sufficient information for the benefits of shareholders and investors. The Company has also disclosed all information required to be disclosed under the SET rules for analysts and media, via the Company's website as soon as possible to enable all interested persons to access the said information. In case of a mistake in preparation and disclosure of the information, to prevent a repeated mistake, the Company shall prepare a memorandum containing the issue of mistake and delay indicating reasons and resolutions for the benefits of colleagues and other relevant persons to refer and use it for consideration in planning for the subsequent disclosure.

**Information Disclosure in 2008 Annual Report:** Other than providing all information in 56-2 form of SEC, the Company has also disclosed the following information:

1) Information regarding of director duties

- Board of Directors, specified in Management Section, page 072.
- Audit Committee, specified in Management Section, page 074.
- Nominating Committee, specified in Management Section, page 075.

2) Director compensation shall be paid in monetary form, especially for the current director, acting as director, executive committee director and director in sub-Committee only. The Company will not pay any consideration to the director in conducting other duties. Director Compensation, is shown in Management Section, page 076.

3) Director training background is shown in page 0107 - 0112.

**Quality of Financial Report:** The Board has made director responsibility report regarding financial report signed by Chairman, to be proposed to shareholders, as specified on page 028 together with auditor report, having essential contents as follows:

- Complying with generally accepted accounting principles, suitable for business, applying proper accounting policy which has been constantly complied.
- Financial report having correct, complete and true contents in accordance with the accounting standard.

### IR Unit

The Board has established IR Unit under direct control of Finance Division, responsible for preparation and submission of reports in accordance with regulations of the SET and SEC including disclosure of material information, both financial information and non-financial information, such as, notifying of material resolutions of the Board of Directors i.e. resolution to call for the shareholders meeting, fixing the date of closing share register book, and dividend payment, and etc., to provide information and news on the Company's activities to communicate such information to all shareholders, investors, securities analyst and also general public where the information to be disclosed timely must be correct, complete and updated.

The Board has appointed Mr. Chatchai Thiamtong, Vice President of Finance Division, to be the authorized person to sign in filing of information application form via information disclosure system of SET, and to be a representative of the Management Division in providing the Company's information to shareholders, investors, analysts, press reporters and related government authority including clarifying on any rumor by disclosing information with respect to the Company's development in accordance with SET regulations regarding information disclosure of listed Company.

In addition, IR Unit is a coordinator between TSD - the Company Registrar to render registration service for shareholders and closing of share register book, preparation and submission of various documents to shareholders via mail including preparation and submission of dividend check or transferring dividend to shareholders bank account.

The investors can contact IR Unit at:

IR Unit located at

30th Floor, Maleenont Tower

No.3199, Rama 4 Road, Klongton

Klongtoey, Bangkok 10110

Tel: 0-2262-3635

Fax: 0-2262-3170

E-mail address: [ir@becworld.com](mailto:ir@becworld.com)

**Communication channel of the Company:** The Board has supported IR Unit by giving an opportunity to all shareholders, investors, analysts and reporters to access the Company's information through various channels, such as, through the Company's website, [www.becworld.com](http://www.becworld.com), other than through the SET media, to disclose the Company's information to public widely, when the IR Unit distributes any Company's information to media, analysts and investors regarding information in the business industry and the Company group, the Company shall post the said documents on the Company's website both in Thai and in English version so that any person may follow up on the Company's information and the business industry consistently.

### Having details as follows:

- Vision, information regarding the business operation of the Company group, the Board's report, structure of the Company's Board of Directors and shareholding structure, showing real shareholding structure;
- Annual report, invitation letter for shareholders meeting and related documents to be sent to shareholders showing the same documents as sent to shareholders via registered mail by posting such information on the Company's website in advance prior to delivery the said documents via registered mail. The Company is always able to post such information on website on or before the closing date of share register book for calling shareholders meeting.
- Shareholders meeting minutes shall be posted on the website within 14 days after the shareholders meeting date;

Financial statement and news which the Company distributes through SET system. Such information shall be posted after filing it with SET through ELCID system;

- Information for analysts and investors in any investor meeting shall be posted so that the disclosure of the Company's information is widely made.

### IR Activities

In 2008, IR Unit arranged and joined the following activities.

- Analyst meeting at head office, totally 4 times by holding such activities in the next following working day after filing financial statement of 2007 and financial statement of 1st - 3rd quarter of 2008. During almost every meeting, Mr.Chatchai Thaimtong, senior vice president, Finance Division, Mr. Surin Krittayapongpan, Marketing and Sale Director of the main subsidiary of the Company and Mr. Pravit Maleenont, an Executive Director, usually attended the meeting to provide information and clarification regarding operating result, marketing, policy/business trend to the analysts directly.
- Joining activities entitled "Opportunity Day" held by SET by attending 4 meetings with minority investors. The activities were arranged after the analyst meeting around 1 month to provide current market information to minority investors other than meeting for the analysts.
- In addition, the Company joined some activities held by securities companies i.e. in January 2008, joining CLSA Asia Investors' Forum 2007 at Las Vegas, USA, in March 2008, joining Asia Investment Conference 11th organized by Credit Suisse Securities Company at Hong Kong, in April 2008, joining JP Morgan's Thailand Corporate Access Forum 2008 at Sukhothai Hotel, Bangkok, in September 2008, joining Thailand Focus 2008 organized by SET and CLSA Securities Company, at the end of September 2008, attending investor meeting in Hong Kong, CLSA Investor's Forum 2008 as organized by CLSA Securities Company, in October 2008, joining TISCO Corporate Day at TISCO Securities Company, Bangkok. Mr. Pravit Maleenont, executive director and Mr. Surin Krittayapongpan, Marketing and Sale Director of the main subsidiary of the Company, occasionally joined these meetings to meet foreign investors.
- In addition, giving an opportunity to institutional investors, both local and international, to visit business entity and meet executive directors (Company Visit), consistently, especially after filing the operating result report with SET where roughly there were 2 institutional investors visiting the Company per week.

### Plan for conducting IR activities for 2009, having details as follows:

1. To arrange for the analysts meeting and press conference for the operating result at the Company's head office, every quarter by conducting such activities on the date after filing financial statement with SET through ELCID system and with SEC.
2. To meet with minority investors at SET every quarter by setting the date for such meeting around 30-45 days different from the meeting with analysts.
3. To give an opportunity to local and international investors to visit the Company and meet executive directors (Company Visit) at the convenience of executive directors which shall not be 2 weeks before releasing the financial statements.
4. To attend investor activities as invited by securities companies, both locally and internationally to meet all investors. The tentative plans are to attend the activities for Asian investors, to be held in either Hong Kong or Singapore, approximately twice, and once in Europe and once in USA.

## Section 5 Directors Responsibilities

### 1. Structure of Board of Directors

- 1.1. There are 12 members of Board of Directors, comprising 7 executive directors and 5 non executive directors provided that among those directors, there are at least 3 independent directors to comply with the CG rules of listed company which is enough to check, balance and audit the Company's management. To make CG policy more efficient, the Board of Directors deems there should be a restructuring of the Board's structure due to severe competition in entertainment business. To prepare for such competition, the Board agrees to increase a non-executive director, by assigning the Nominating Committee to look for a qualified candidate with suitable background to be a new director provided that the appointment of such new director has to follow and comply with the Company's criteria.
- 1.2 The Board has appointed the Nominating Committee to assist the Board in looking for qualified director and management of the Company by setting minimum criteria and qualifications for qualified candidate to be a management and director of the Company in accordance with the prescribed official and transparent rules and methods. In case director completes his directorship term, the Company, by the Nominating Committee, shall select the qualified candidate to be proposed to the shareholders meeting for consideration. In 2008, there was no proposal from minority shareholders to nominate any person as a director candidate(s).
- 1.3 The Board of Directors consists of executive directors, having skills in entertainment business where each of them is responsible for different task which is subject to his/her expertise. Each independent director is professional in academic area and one of them is a skillful professional person in account and financial area. Every director has competent knowledge and qualifications with diversified experiences, morality, honesty and willingness to use their best endeavor for the Company. All of the directors have performed their duties with best capacity and dedicated themselves for the Company. List of the Board of Directors and their responsibilities can be viewed on page 071. List of management and management officers is shown on page 073 of this report.

## Corporate Governance (Continued)

- 1.4 The Chairman also assumes the position of Chief Executive Officer (CEO) as well. However, in practice, Chief Operating Officer(COO), who is also the Senior Executive Vice President is delegated to manage the Company. Chairman, CEO and all directors will co-operate and individually work in their own position, separately. Chairman will be policy leader and CEO will be leader of managements.
- 1.5 The Board has imposed qualifications of “Independent Director” of the Company by applying criteria which is more stringent than the minimum criteria of the SEC by setting shareholding ratio less than 1% of total voting shares. The definition and qualification of “Independent Director” is shown on page 072.
- 1.6 There are 7 executive directors and 1 non-executive director, who are members of Maleenont family, a majority shareholder of the Company, holding totally 57% in the Company. The remaining shares are held by minority shareholders.
- 1.7 For disclosure of information of the Board’s structure, it is shown in annual report, which clearly indicates directors representing shareholders, non-executive directors, independent directors and executive directors.
- 1.8 The term for directorship both director and Sub-committee, are 3 years, without limitation of number of terms.
- 1.9 As the executive directors have normal routine management works in the Company and subsidiaries, assuming the position of director in other companies may disrupt the routine works. The Board therefore has set a policy that executive director may assume the position of director in other companies which the Company has made investment and has condition of sending representative to act as directors to jointly control and manage the company. For non-executive director, he shall not assume the position of director in other companies more than 5 listed companies. However, if it is necessary to assume the position of director more than 5 companies, such director has to obtain prior approval from the Board of Directors, except in case of a new director where such new director must not have been a director in more than 5 companies before assuming a directorship in the Company so that the director shall have sufficient time to perform his duty. Please see further details of executive directors and controlling person, page 0107 - 0112 of this report. In 2008, there was only 1 non executive director assuming the director position in other 3 listed companies.
- 1.10 As the senior management has normal routine management works in the Company and subsidiaries, assuming the position of director in other companies may disrupt the routine works. The Board therefore has set a policy requiring the senior management to seek approval from the Board of Directors. The approval shall be granted if assuming the position of director in other companies does not affect the works under his responsibility and there should be limitation of liability. In the past, the Company used to grant approval to a finance director to be an independent director and Audit Committee in a listed Company. Now, none of the senior management is a director in other listed companies.

1.11 The Board has appointed Mrs. Chalaipon Ittithavorn to be the Company Secretary, having minimum responsibility as required by Securities and Stock Exchange Act, i.e., meeting arrangement, preparation and keeping of minutes for both the Board of Directors and shareholders meeting including report regarding director and management's interest. In case there is any pending issue in the meeting, the Company Secretary shall cooperate with various divisions to inform the Board or sub-committee meeting resolution to the relevant divisions for their acknowledgement, as well as to follow up the compliance thereof. The Company Secretary shall also render advice related to rules and regulations regarding maintenance of status of listed company in SET and all relevant laws concerning business operation of the Company which the Board shall be aware of. In addition, the Company Secretary shall be responsible for activities of the Board of Directors, and all sub-committees collecting and proposing any training program for the Board and coordinating to process and facilitate the seminar registration for the Board including assigning to supervise IR Unit's works with the responsibilities to handle all activities of shareholders/investors and to provide information to analysts and investors. The Board has arranged for adequate number of officers at the Company Secretarial Office for assisting the performance of the Company Secretary.

### 2. Sub - Committee

- 2.1 The Audit Committee consists of 3 independent directors, one of which has good knowledge, understanding and experience in accounting and finance area.
- 2.2 The Board of Directors has approved roles, duties, responsibilities and Charter of the Audit Committee in writing.
- 2.3 Qualifications of the Audit Committee are in compliance with regulations of SET and SEC.
- 2.4 The Audit Committee has consistently reported their performance result to the Board of Directors at every meeting. Further, the report of past year performance is also shown in the annual report, page 4-5.
- 2.5 The Board of Directors did not appoint any sub-Committee to consider compensation package for director. To consider compensation for director, the Board of Directors has considered the matter based on information provided by the SET relating to compensation to director of listed company and proposed the consideration result to the shareholders meeting, as shown in invitation letter for consideration.
- 2.6 The Nominating Committee consists of 3 executive directors, list of the Nominating Committee names are shown on page 074 of this report.
- 2.7 The Board has appointed the Nominating Committee to look for qualified candidate to be appointed as director and senior management as specified in the relevant rules and procedure
- 2.8 The Board has approved roles, duties, responsibilities or Charter of the Nominating Committee in writing.
- 2.9 The Nominating Committee has reported the performance result as assigned to the Board of Directors.

### Roles, Duties and Responsibilities of the Board of Directors

The Board has considered, and approved all significant matters regarding corporate management such as vision, strategy, financial target, risk, budget plan, control, management including supervise and control Management Division to conduct the business in accordance with the policy and strategy in efficiency way to enhance business value for the Company and shareholders including for the benefits of all related parties.

The Board of Directors has arranged all communications regarding strategy, objective, corporate performance to directors, executive directors, employees to acknowledge and understand fully by arranging the meetings to clarify the executive and managing division through executive committee meeting to let all executives to know and convey such knowledge to all divisions and units under their control. The Board has divided power of each director and the Management Division clearly, as shown in Section “Scope of Authorization of the Board of Directors” page 072 and Scope of Authorization of Executive Director and Management Officer, page 073.

**CG Policy:** The Board has paid attention to CG policy by following up the development of compliance with the CG policy, also updating evaluation report regarding problems and business obstacles and giving reasonable comments and suggestion including improving the said policy as deemed appropriate.

The Board has set CG policy in written documents for all employees in the organization to acknowledge and comply with such policy. The Board has assigned HR Division to set up some activities to campaign and promote the CG policy to all employees to comply therewith, such as, setting up an announcement board for posting any knowledge information, communication through intranet system and review the said policy at least once a year to update such policy.

After following up compliance of the policy, we found that employees have adjusted their attitudes and accepted the importance of the application of the CG rules within the organization. Employees have applied the CG policy to well adapt with their duties resulting in changes of organization culture to meet international standard in terms of management, and transparency as reported herein.

**Code of Conduct:** The Board has prepared written Code of Conduct, consisting of 6 Sections i.e. 1) Code for Customer; 2) Code for Company; 3) Code for Ourselves; 4) Code for Supervisor; 5) Code for Colleague; and 6) Code for People under Control, as shown in the Employee Handbook already distributed to all employees to enable directors, management and all employees to understand the said Code of Conduct, which the Company has applied in conducting business. The Board of Directors has provided intranet system for communication and public relation of good conducts within organization. Should any employee have any queries, he or she may post such queries on the web-board through Intranet system. In addition, communication through internal e-mail system can also be done as well. HR Division is responsible for campaigning it to encourage all employees to comply therewith by preparing notice board to announce news and relevant information at the employee rest area and through the Intranet system. Initially, the Company explained and communicated with employees to understand objective of the Code of Conduct where in reality all employees had already been aware of it and complied therewith before it was compiled and made it in writing by HR Division. Now, information and news relating to the Code of Conduct distributed and presented often involve issue and case study of the real events to be used as a guideline for employees’ due compliance. The presentation contains interesting presentation, friendly discussion, slide presentation and colorful documents, and etc.

All employees voluntarily follow with the said Code of Conduct. The Company encourages them to realize the value of Code of Conduct compliance. In addition, head of each unit also plays important role in such encouragement since he/she is familiar with all employees under his/her control. Supervisor has to give suggestions including stimulate employees under his/her control and supervision to strictly comply therewith and shall evaluate an appropriateness of Code of Conduct as well. The Board also follows up the compliance of Code of Conduct by employees in organization via Management Section. In 2008, there was no problem in the application and compliance with the Code of Conduct.

**Potential Conflict of Interest Transaction:** The Board of Directors has imposed criteria of “Conflict of Interest” issue by instructing directors and managements, having direct and indirect interest in entering into any business transaction with the Company, to clarify such details with the Board upon being aware of the said transaction. In addition, during consideration of the said conflict of interest transaction, all interested directors shall not attend the meeting in such agenda and let the remaining directors have independent view to make a final decision about such transaction. Regarding potential and significant conflict of interest transaction, the Board shall assign the independent directors to review and scrutinize such matters, subsequently, proposing consequence of their consideration to the Board of Directors. In case the Board has no expertise to consider the said connected transaction, the Board could assign an independent expert or corporate auditor to provide their own opinion regarding the said transaction as supporting information for the Board of Directors or shareholders. In 2007, the Company entered into a connected transaction, namely, Lease Agreement to lease Maleenont Tower buildings as office space which is deemed to be “a connected transaction, 3 years short-term lease category and supporting routine services”. The Board has considered the said connected transaction 2 times since the Lease Agreements have different expiry dates with 10 months difference. The said connected transactions fell within the exception of SET notification regarding connected transaction and arm’s length doctrine. It was within the scope of the Company’s Board of directors to exclusively consider and approve such transaction without having to convene a shareholders meeting. However, the Company had to disclose such transaction to the SET. During the said 2 meetings, all directors having conflict of interest left the meetings prior to commencing of such agenda. The remaining directors, independently, considered and approved the said transactions. In addition, those 2 transactions had already been reviewed and considered by the independent directors, where his opinion had also been submitted to the Board of Directors for consideration. The Company also filed information disclosure through ELCID system, disclosing such details in the remark of financial statement, correctly. Such information regarding conflict of interest of 2008 is shown on page 0100 of this report.

**Internal control:** The Board of Directors has established an “Internal Audit Office” to be responsible for internal audit, developing work flow to be independent unit in conducting its own activities, which shall directly report to the Audit Committee. The Board has arranged for establishment of system of management control, financial report and rules and policy compliance. The Internal Audit Office has a duty to examine and audit of the compliance of the internal control system and develop work flow including making report to the Board of Directors. In addition, the Internal Audit Office will evaluate a sufficiency and appropriateness of the internal control system and internal audit to be proposed to the Board for consideration, at least once a year. The said report was submitted to the Board on 19 February 2009. In 2008, the Company had a fair efficient internal control system The Board of Directors rendered their opinion regarding sufficiency of internal control system and internal audit in the annual report, page 028.

**Risk Management Policy:** The Company has set a risk management policy to cover organization. All Divisions shall participate in risk management process by letting every manager to survey potential problems in his own division, suggest good solution to prevent and eliminate or lower problems and risk, give a guideline to minimize potential damages. The Internal Audit Office has been assigned to be the main authority to co-ordinate with all units in the organization for risk management and report to the Board of Directors periodically, particularly in a case where there is a change of risk level. The Board of Directors has also focused on giving an advance alarm signal of any unusual transaction. In addition, the Internal Audit Office is required to review the system and the efficiency of risk management evaluation, at least once a year and report to the Board of Directors and all relevant managements. In 2008, there was no transaction which might create significant risk on the Company.

### Board of Directors Meeting

1. The Company Secretary prepared a memorandum notifying of all meetings in advance throughout the year, by sending it to all directors at the end of December, last year to enable all directors to allocate their available times for all meetings.
2. The Company has determined to convene Board of Directors meetings, at least 5 times per year. The main agenda of the 4 meetings shall be the agenda of approving the operating result before disclosing it to public, and the remaining meeting shall be the consideration to convene an annual general shareholders meeting. In 2008, there were 6 meetings. (Details of the meetings are shown in Management Section, page 072).
3. Chairman and Senior Executive Vice President, shall jointly consider and select agenda to be proposed to the Board of Directors meeting on where each director shall have the right to propose his agenda to the meeting, independently.
4. The Board of Directors has assigned the Company Secretary to deliver supporting documents to all directors in advance, approximately one week, to enable them to have enough time to study all information. Supporting documents shall have material information sufficient for considering each agenda. In the past, there had been some problems regarding late delivery of supporting documents. The problem was solved by delivering only complete documents of relevant agenda to all directors in advance where the remaining documents would be delivered thereafter, as soon as possible, but at least 3 days before the meeting.

5. The Board of Directors may invite management or any person(s) involving in each matter for enquiry of any details during the meeting.
6. During the meeting, the Chairman shall allocate reasonable time for all agendas. The Chairman shall commence the meeting by giving opportunities for all directors to independently express their own opinion. All directors shall have rights to raise issue to be considered, give opinion and suggestions, independently. The meeting will hear all opinion and comments before making decision based on reasons, justification and appropriateness, especially in important agenda. To have correct and mutual understanding, the Chairman will summarize a resolution at the end of each agenda. Generally, it takes 3 hours approximately for each meeting, which is deemed to be proper time for the Board of Directors to consider the matter thoroughly.
7. After the meeting, the Company Secretary shall be responsible for preparing the minutes of the meeting to be completed within 14 days. The Company Secretary shall review the minutes to ensure that it shall contain relevant details, namely, date, time, list of attending directors, summary of all agendas, all discussions and remarks, opinion, suggestion of each director, resolutions, (for a case where there is no unanimous vote, name and opinion of director who disagrees (if any), must also be included), name of the person who records the minutes, name of the Company secretary who reviews the minutes, all of which must be clear and complete. The Company Secretary is independent in considering the accuracy and completeness of the minutes. The Company has customary practice to certify the minutes at the subsequent meeting. Amendment of the minutes can not be made without the meeting's approval. Then, the minutes duly certified shall be sent to the Chairman for signing. The Company Secretary shall inform relevant divisions to acknowledge details of resolutions for due compliance and report the compliance result to the meeting accordingly.
8. The Company Secretary shall be responsible for keeping all invitation letters, meeting minutes and supporting documents and arrange for good filing system for easy searching and retrieval.
9. Number of the Board of Directors meetings is suitable for nature of director duty and business type since the Chairman and executive director shall select and gather all agendas required for the Board's approval to be included in 5 main meetings as scheduled at the beginning of each year. If it is necessary to convene additional meeting, such additional meeting may be convened as appropriate. Please see further details in Management Section, page 072.
10. Since the Board of Directors meeting is not convened every month, the Company Secretary shall prepare a report of the Company's operating result and submit it to the Board of Directors every month.
11. If non-executive directors deems proper, they may convene the meeting as necessary among themselves without attendance of executive director, to discuss any problem and subsequently inform the managing director of the result of the meeting.

**Evaluation of Director Performance:** the Board of Directors has set a director evaluation to assess their own performance, at least once a year, by evaluating performance of all directors together without individual evaluation.. The Board has mutually set the criteria for such assessment by using the forms developed from samples advised by the SET. After receiving the evaluation result, the Board will determine direction to improve working process. In 2008, the evaluation was conducted on February 19, 2009.

**Director Compensation:** The Board of Directors has set a policy to pay sufficient compensation for director suitable for economic condition, director responsibilities, operating result and nature of business, by imposing the criteria for director compensation, namely, 1) comparing with director compensation of other listed companies in the same industry, or those having similar income or profit; 2) Operating result of the Company; 3) reasonable compensation, suitable for obligation, duty and responsibility of director. The director who has more duties and responsibilities shall receive more compensation. The procedure for reviewing director compensation annually is transparent. The Board will jointly consider the director compensation at the Board of Directors meeting and submit it for further approval in the shareholders meeting. All compensation shall be paid in monetary form only. Details of compensation are as shown in Section 9.3.1, Director Compensation, page 075.

**CEO Compensation:** the Board of Directors shall consider and approve compensation for CEO by take into account of duty, responsibility, performance and business profit of the Company. The Board shall evaluate CEO performance by comparing with the annual business target. To comply with the targeted business plan, the management shall present business operation information and business plan, prepared in advance, which are regularly presented such documents at the Board of Director meeting every time. The CEO performance assessment shall be conducted every year before making a new business plan next year.

**Director and Management Development:** In 2007, the Company had a new additional non-executive director, who already passed DCP program of IOD. The Board has assigned the Company Secretary to compile and prepare documents useful for new director duty, i.e. legal information regarding conducting Company business, laws relating to validity of listed Company in SET; orientation for business character, business guidance for new director, Company structure, Board of Directors, past operating result and HR information.

With respect to the current directors, the Board of Directors has encouraged directors and senior managements to attend training program consistently to develop their skills in various fields to enhance their capacities. The Company Secretary has been assigned to look for good training program(s) to be proposed to each director for consideration.

Since the past 2 years, the Board of Directors has supported the Company Secretary to attend DCP program organized by IOD, and encouraged IR officers and internal audit officer, responsible for CG matter, to attend CG training program.

**Successive Plan for Company Management:** The Board of Directors has set successive plan for company management. The Board of Directors focuses on development of director and management capacity, by preparing successive plan. The Company has already prepared candidates or successor for Chairman, CEO, COO, Vice President, temporarily and permanently, by appointing senior executive to be temporary successor to replace in important position. With respect to permanent candidate or successor, the Nominating Committee shall consider on case by case basis. In 2008, the Company applied the successive plan temporarily only when Chairman and CEO were not capable of attending the shareholders meeting and in case COO is not available due to traveling abroad.

### **Supervision on the Use of Insiders' Information**

The Company has policy of prohibiting executives to use internal information of the Company for their own benefits including trading of Company's securities. The Company has already informed all executives and employees such policy and practical guidelines as well as recommendation of the Stock Exchange and the Security and Exchange Commission on the matters in order for them to be aware of the expecting standard and to strictly comply thereof. The Company in stipulated that the directors and executives must immediately report to the Company in case of trading of the Company's securities. Such reports (if any) shall be collected and represented to the Board of Directors at the following meeting. The executives are not allowed to use such information for their own benefit or to disclose internal sensitive information to the outsiders or those persons having no related duty to access such information. The management, all executive officers or any person receiving insider's information are asked not to trade the Company's securities before disclosure of financial statement to the public.

In addition, clause 1.4 in the section "ethics to the customer", topic "ethics of the employee" as stated in the employee's manual prescribes that the employees shall keep customer's information confidential and shall not use them for personal advantage. Clause 3.5 in the section "ethic to ourselves", prescribes that employees shall not use their authority and position to take advantage for their own sake.

## Corporate Governance (Continued)

### Personnel

The Company believes in the importance of appropriate manpower allocation taking the size of the Company into account and preparation for the future plan. On 31 December 2008, the Company group has total of 1,774 employees divided by the course of work as follows:

- Television broadcasting and media	1,163	persons
- Sourcing and producing documentaries, entertainment programme	134	persons
- Radio broadcasting	47	persons
- Production of Shows, Music, and Campaign Activities	354	persons
- Chain and Supporting Businesses	76	persons
Total	1,774	persons

Suitable remuneration is the essential factor in promoting personnel's courage and morale as well as building up their loyalty to the organization in a long term basis. The Company considers paying the total remuneration to the employees for the year 2008 in an amount of Baht 1,028,000,000 consisting of salary, over time expenses, allowance, bonus, contribution to the provident fund, medical allowance and other welfares.

As the employees are deems as valuable assets of the Company. The Company pays attention to the recruitment of efficient personnel as well as their development which will lead to the improvement of potential of the Company in the long term basis. The Company, therefore, has a policy to promote the development of skill of the employees by arranging them to attend many seminars matching to their course of work which are organized by external organization. HR Department also set up a training course within the Company by rotating to all departments as deemed appropriate. To make themselves ready for current business competition, variety and frequent training courses have been introduced to them.

For the year 2008, the group Company has organized various courses, i.e., Development of Work System and Preparation of KPI, Leadership, Communication Technology for TV Station, Risk Management, Sale and Marketing in Multimedia Age, Concept Design, General English, 3D Architecture with Autodesk Viz, ethics for living happily life, etc. For outside training, the courses which may support role and responsibility of the chosen employees. Total cost of training and seminar for the past year is approximately Baht 2.31 Million (including seminar fee organized by the Company group).

### Internal Control

The Company has set up and maintained effective internal control system in order to reasonably ensure that accounting data is recorded with correctness, accuracy and adequacy, assets are safeguarded as well as no frauds and malpractices are precluded. The Board of Directors has also appointed the Audit Committee and the Internal Audit Office to review and examine the adequacy and the suitability of the internal control system of the Company and its subsidiaries, to identify internal control weakness, to recommend improvement and preventing measures, to manage risks of the organization. To provide independence of operation of Internal Audit Office and obtain cooperation from all ranks of staff, the Board of Directors has published charter of the Audit Committee and the charter of the Internal Audit Office to keep all staffs thoroughly informed.

The Audit Committee holds meetings with the Auditor and the Internal Auditors on a regular basis at least once every quarter to discuss and assess adequacy and suitability of internal control system of the Company and its subsidiaries. The Audit Committee also reports their operation and recommendation in improving the systems as well as the following up of such recommendations to the Board of Directors in the Board of Directors Meeting. The Audit Committee and the Board of Directors unanimously agree that the internal control system of the Company and its subsidiaries is appropriate and adequate. Full report of the Audit Committee is shown on page 04 - 05 hereof.

The Internal Audit Office has been assigned by the Board of Directors to assess the internal control system at least once a year and report the result to the Board of Directors via the Audit Committee. The result of assessment for the year 2008 as reported through the Audit Committee in January 2009 indicates that the Company has the acceptable internal control system save as for some issues that can be improved. Such result of assessment has already been passed to the Executive Directors and auditor for their acknowledgement and improvement.

## Connected Transactions with Related Party which may cause Conflict of Interest in the year 2008.

In 2008, BEC World group has entered into some connected transactions with related parties which may cause conflict of interest, i.e., Lease Agreement in Maleenont Tower and other expenses with respect to such lease of premises. Details of which are as shown in Section 5.1 Core Assets for Business Operation; Leased Premises.

Related parties which may cause conflict of interest	Details of relationship	Transaction value (Million Baht)	Type of Transaction
Millionaire Property Fund	Directors and executive officers of the Company are majority shareholders of Maleenont Tower Co., Ltd.	111.35	Sale and service costs, operating and management costs (lease agreement not exceeding 3 years and supporting transaction for normal business operation)
	Maleenont Tower Co., Ltd. is major unit holder of Millionaire Property Fund.	112.86	
	<b>Total</b>	<b>224.21</b>	

### Necessity and Reasonableness of Transactions

Connected transactions during the previous year are necessary and reasonable transactions. For benefits of the Company, most commercial terms and conditions of such connected transactions are better than normal terms and conditions, based on general market price. In addition, remuneration paid thereunder could be computed from reference value or property by comparing with the market price in the same rental area.

### Procedures or Steps for Connected Transaction Approval

Transactions are based on necessity and reasonableness by significantly focusing on benefit of the Company. Provided always that, remuneration payable to another party shall be a fair market price. The executive divisions shall propose Audit Committee to consider and render opinion as to any transaction(s) beyond their authority, and subsequently, propose to the Board of Director for further approval as they deem appropriate. Details and procedures for approval of connected transactions of the Company are as shown on page 078

After entering into such connected transactions, the Company shall disclose connected transaction information in accordance with the regulations of SET. Also, the Audit Committee shall review such information disclosure as well.

### Policy or Guideline for Connected Transactions

The Company has a policy to avoid entering into any connected transactions with any related party which may cause "Conflict of Interest". In 2007, there are some connected transactions i.e. Lease Agreement to use office space in Maleenont Tower Buildings, which the Company has previously obtained approval to relocate its principal office from Emporium Tower to Maleenont Tower Buildings by the Extraordinary General Shareholder Meeting on December 16, 2003. The necessity to enter into such connected transaction is that the Company is required to seek for office spaces to expand its business operation, and Maleenont Tower Buildings could serve such purpose, offering convenience, elegance and also meet standard of other prime office buildings, especially, for 12-floor building which has been distinctively designed by the lessor to suit for operation requirement of the Company group. Rental rate is also at a fair price.

Due to the Company group has spent a considerable investment for design and decoration of the leased premises in Maleenont Tower Buildings to serve their own purpose, the Company has a policy to renew the Lease Agreement of Maleenont Tower Buildings and use various related services. Therefore, for the benefit of Company group, connected transactions as already entered into as well as those to be entered into in the future are inevitably, provided that, their terms and conditions are normal business operation and such rental and service rates are comparable with market price of other party. In addition, the Company will regularly assign independent experts and/or Audit Committee (as per necessity) to consider, review and opine an appropriateness of the price and reasonableness for entering into such connected transactions.

## Supplementary Data

Details of Companies which the Company holds 10% or more of shares

### 1. The Bangkok Entertainment Co., Ltd.

Business:	Operating business of TV and radio station.
Registered Capital:	Baht 300 million (30,000,000 shares)*
BEC WORLD holds:	2,999,992 shares.
Office:	2 <sup>nd</sup> Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel.	(02) 262 - 3333, 204 - 3333
Fax.	(02) 204 - 1384

### 2. Rungsirojvanit Co., Ltd.

Business:	Providing, producing TV programmes and sell airtime for advertising.
Registered Capital:	Baht 5 million (500,000 shares)*
BEC WORLD holds:	499,993 shares.
Office:	2 <sup>nd</sup> Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel.	(02) 262 - 3333, 204 - 3333
Fax.	(02) 204 - 1384

### 3. New World Production Co., Ltd.

Business:	Providing, producing TV programmes and sell airtime for advertising.
Registered Capital:	Baht 5 million (500,000 shares)*
BEC WORLD holds:	499,993 shares.
Office:	2 <sup>nd</sup> Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel.	(02) 262 - 3333, 204 - 3333
Fax.	(02) 204 - 1384

### 4. Bangkok Television Co., Ltd.

Business:	Providing, producing TV programmes and sell airtime for advertising.
Registered Capital:	Baht 5 million (500,000 shares)*
BEC WORLD holds:	499,993 shares.
Office:	2 <sup>nd</sup> Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel.	(02) 262 - 3333, 204 - 3333
Fax.	(02) 204 - 1384

### 5. BEC International Distribution Co., Ltd.

Business:	Providing, producing TV programmes, Holding Company
Registered Capital:	Baht 5 million (500,000 shares)*
BEC WORLD holds:	499,993 shares.
Office:	2 <sup>nd</sup> Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel.	(02) 262 - 3333, 204 - 3333
Fax.	(02) 204 - 1384

## Supplementary Data (Continued)

### 6. TVB 3 Network Co., Ltd.

**Business:** Providing, producing TV programmes and sell airtime.  
**Registered Capital:** Baht 10 million (1,000,000 shares)\*  
**BEC International Distribution Co.,Ltd. holds:** 599,993 shares.  
**Office:** 9<sup>th</sup> Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110  
**Tel.** (02) 262 - 3572  
**Fax.** (02) 204 - 1384

### 7. You & I Corporation Company Limited

**Business:** Producing radio programmes, operating radio stations and producing pictures.  
**Registered Capital:** Baht 35 million (350,000 shares)\*  
**BEC WORLD holds:** 349,993 shares.  
**Office:** 2<sup>nd</sup> Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110  
**Tel.** (02) 262 - 3500  
**Fax.** (02) 204 - 1410

### 8. BEC Studio Co., Ltd.\*\*

**Business:** Producing programmes and studio equipment services.  
**Registered Capital:** Baht 5 million (500,000 shares)\*  
**BEC WORLD holds:** 499,993 shares.  
**Office:** 2<sup>nd</sup> Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110  
**Tel.** (02) 262 - 3333, 204 - 3333  
**Fax.** (02) 204 - 1384

### 9. BEC News Bureau Co., Ltd.\*\*

**Business:** Producing news programmes.  
**Registered Capital:** Baht 5 million (500,000 shares)\*  
**BEC WORLD holds:** 499,993 shares.  
**Office:** 2<sup>nd</sup> Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110  
**Tel.** (02) 262 - 3333, 204 - 3333  
**Fax.** (02) 204 - 1384

### 10. Bangkok Satellites & Telecommunication Co., Ltd.\*\*

**Business:** Satellite uplink - downlink services.  
**Registered Capital:** Baht 25 million (2,500,000 shares)\*  
**BEC WORLD holds:** 2,499,993 shares.  
**Office:** 2<sup>nd</sup> Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110  
**Tel.** (02) 262 - 3333, 204 - 3333  
**Fax.** (02) 204 - 1384

## Supplementary Data (Continued)

### 11. Satellites Tv Broadcasting Co., Ltd.\*\*

Business:	Satellite TV operator.
Registered Capital:	Baht 1 million (100,000 shares)*
BEC WORLD holds:	999,993 shares.
Office:	2 <sup>nd</sup> Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel.	(02) 262 - 3333, 204 - 3333
Fax.	(02) 204 - 1384

### 12. BEC Broadcasting Center Co., Ltd.

Business:	Services TV programmes transmission
Registered Capital:	1 million Baht. (100,000 shares)*
BEC WORLD holds:	99,993 shares.
Office:	2 <sup>nd</sup> Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel.	(02) 262 - 3333, 204 - 3333
Fax.	(02) 204 - 1384

### 13. BEC Asset Co., Ltd.

Business:	Holding and leasing assets.
Registered Capital:	Baht 30 million (3,000,000 shares)*
BEC WORLD holds:	2,999,993 shares.
Office:	3 <sup>rd</sup> Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel.	(02) 262 - 3759
Fax.	(02) 262 - 3780

### 14. BEC It Solution Co., Ltd.

Business:	Information technology service, retail of computer equipments and maintenance service.
Registered Capital:	Baht 15 million (1,500,000 shares)*
BEC WORLD holds:	1,499,993 shares.
Office:	3 <sup>rd</sup> Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel.	(02) 262 - 3759
Fax.	(02) 262 - 3780

### 15. BEC Multimedia Co., Ltd.

Business:	Invest in multimedia business.
Registered Capital:	Baht 200 million (20,000,000 Common shares 25% paid-up)
BEC WORLD holds:	19,999,200 shares.
Office:	4 <sup>th</sup> Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
Tel.	(02) 204 - 9999
Fax.	(02) 204 - 9970

## Supplementary Data (Continued)

### 16. BECi Corporation CO., LTD.

<b>Business:</b>	Invest in Internet business.
<b>Registered Capital:</b>	Baht 200 million (20,000,000 shares)*
<b>BEC WORLD holds:</b>	19,999,200 shares.
<b>Office:</b>	4 <sup>th</sup> Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
<b>Tel.</b>	(02) 204 - 9999
<b>Fax.</b>	(02) 204 - 9970

### 17. Thai Audiotex Service Ltd.

<b>Business:</b>	Providing Audio Information services via telephone
<b>Registered Capital:</b>	Baht 30 million (3,000,000 shares)*
<b>BECi Corporation holds:</b>	1,499,995 shares
<b>Office:</b>	52/149 Sukhumvit Soi 3, Sukhumvit Road, North Klongtoey, Wattana, Bangkok
<b>Tel.</b>	(02) 204 - 9999
<b>Fax.</b>	(02) 204 - 9970

### 18. MOBI (Thai) Co., Ltd.

(In December 2008, has registered of dissolution. At present are under liquidation.)

<b>Business:</b>	Mobile Entertainment Service
<b>Registered Capital:</b>	Baht 7.5 million (1,500,000 shares)*
<b>BECi Corporation holds:</b>	899,995 shares and BEC-Tero Entertainment holds: 600,000shares.
<b>Office:</b>	4 <sup>th</sup> Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
<b>Tel.</b>	(02) 262 - 3800
<b>Fax.</b>	(02) 262 - 3801 - 2

### 19. Digital Factory Co., Ltd.

(In December 2008, has registered of dissolution. At present are under liquidation.)

<b>Business:</b>	Mobile Entertainment Service
<b>Registered Capital:</b>	Baht 10 million (1,000,000 shares)*
<b>BECi Corporation holds:</b>	509,995 shares.
<b>Office:</b>	4 <sup>th</sup> Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110
<b>Tel.</b>	(02) 262 - 3800
<b>Fax.</b>	(02) 262 - 3801 - 2

## Supplementary Data (Continued)

### 20. BEC-Tero Entertainment Public Company Limited [Registration No. 4085460007]

(Registered to be Public Company Limited on 12 March 2003)

**Business:** Providing and producing TV programmes and sell airtime for TV advertising, producing and promoting songs for concert, producing pictures and plays.

**Registered Capital:** Baht 250 million (250 million Common Shares; Baht 200 million paid-up)

**BEC WORLD holds:** 120,000,000 shares(60% of total shares), since April, 1998

**Office:** 25<sup>th</sup>-28<sup>th</sup> Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110

**Tel.** (02) 262 - 3800

**Fax.** (02) 262 - 3801 - 2

### 21. Thaiticketmajor Co., Ltd.

[Formerly: THAITICKETMASTER.COM CO.,LTD. Registered the changed of the company's name in June 2007]

**Business:** Producing advertisement, reserved and selling show ticket.

**Registered Capital:** Baht 10 million (1,000,000shares)\*

**BEC-Tero Entertainment holds:** 599,993 shares. (which is 59.99% of the paid-up capital)

(BEC-Tero has sold its investments 400,000 shares to MAJOR CINEPLEX GROUP PCL. in June 2007)

**Office:** 27<sup>th</sup> Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110

**Tel.** (02) 262 - 3800

**Fax.** (02) 262 - 3801 - 2

### 22. Virgin BEC-Tero Radio (Thailand) Co., Ltd.

**Business:** Producing radio programmes, operating radio station

**Registered Capital:** Baht 49,960,800 (4,996,080 shares)\*

**BEC-Tero Entertainment holds:** 2,547,993 shares. (Registered in June 2002)

**Office:** 24<sup>th</sup> Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110

**Tel.** (02) 204 - 3500

**Fax.** (02) 204 - 1410

### 23. ThemeSTAR Limited

**Business:** Show organizing

**Registered Capital:** USD 4,019.608 (4,019.608 shares)\*

**BEC-Tero Entertainment holds:** 51% in November 2004, then in December 2005 decreased the shareholding proportion to 40.00%, in March 2008, BEC-Tero has sold the rest 40.00% to the major shareholder.

**Office:** East Asia Chambers, P.O. Box 901, Road Town, Tortola, British Virgin Islands

**Tel.** (02) 262 - 3800

**Fax.** (02) 262 - 3801 - 2

## Supplementary Data (Continued)

### 24. BEC-Tero Exhibitions Co., Ltd.

**Business:** Exhibition organizer and relating business  
**Registered Capital:** Baht 5 million (500,000 shares)\*  
**BEC-Tero Entertainment holds:** 499,994 shares. (Registered in January 2006) (June 2007, BEC-Tero had brought the shares of "BEC-Tero Exhibitions" from minority shareholders, resulting in the increase in shareholding proportion to 99.99%)  
**Office:** 27<sup>th</sup> Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110  
**Tel.** (02) 262 - 3800  
**Fax.** (02) 262 - 3801 - 2

### 25. BEC-Tero Arsenal Co., Ltd.

**Business:** Manages a football club and related business  
**Registered Capital:** Baht 18 million (3,600,000 shares, Baht 5 per share, fully paid up in December 2008)\*  
**BEC-Tero Entertainment holds:** 3,599,992 shares. (Registered in February 2006)  
**Office:** 26<sup>th</sup> Fl., Maleenont Tower, 3199 Rama IV Road, Klongton, Klongtoey, Bangkok 10110  
**Tel.** (02) 262 - 3800  
**Fax.** (02) 262 - 3801 - 2

### 28. Pena BEC-Tero Co., Ltd.

**Business:** Operate retail business of selling merchandise under right of WARNER BROS. in Thailand.  
**Registered Capital:** Baht 50 million (5,000,000 shares)\*  
**BEC-Tero Entertainment holds:** 599,999 shares. (In January 2008, BEC-Tero has sold the investment to Pena House Co., Ltd.)  
**Office:** 967 Soi Charansanitwong 46, Charansanitwong Rd., Bangyeekhan, Bangplad, Bangkok  
**Tel.** (02) 434 - 6921  
**Fax.** (02) 434 - 7537

### 29. CVD Entertainment Public Company Limited (Registration No. 0107536000978) [CVD]

**Business:** Distribution and rental of videotape, VCD and DVD  
**Registered Capital:** Baht 354 million (35,400,000 shares)\*  
**BEC WORLD holds:** 6,325,000 shares In July 2008, CVD increases the authorized share capital from 32.40 million shares to 35.40 million shares. Resulting the decrease in BEC's shareholding from 19.52% to 17.87% of paid-up share capital.  
**Office:** 3199 Maleenont Tower 15/F, Rama 4 Road, KlongTon, KlongToey Bangkok 10110  
**Tel.** (02) 665 - 6705  
**Fax.** (02) 665 - 6750

**Note** \* : Common share - 100% paid-up

\*\* : Not yet operation

## Directors and Executives Data

### 1. Mr. Vichai Maleenont

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

**Age:** 89 years

**Education:** High School Diploma

**Directors Training Program:** None

**Previous record in illegal dealing:** None

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

**Holding of BEC World shares:** 0.00%

**Family Relationship:** Member of Maleenont Family

**Work Experience:**

1995 - Present Chairman of the Board and Chairman of the Executive Board of BEC World Plc.  
Chairman of the Executive Board and Director of  
The Bangkok Entertainment Co., Ltd.  
Director and Authorized Director of 3 subsidiaries of BEC World Group.

### 2. Mr. Prasan Maleenont

**Position:** Vice-Chairman of the Board  
Vice-Chairman of the Executive Director and Chief Operating Officer

**Age:** 65 years

**Education:** Bachelor Degree (Business Administration) Elmhurst College, Illinois, U.S.A.  
Certificate of National Defense Curriculum (Joint Government/Private Sectors) Class7

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

**Previous record in illegal dealing:** None

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

**Holding of BEC World shares:** 7.86%

**Family relationship:** Member of Maleenont Family

**Work Experience:**

1995 - Present Vice-Chairman of the Board, Vice-Chairman of the Executive  
Director and Chief Operating Officer of BEC World Plc.  
Vice-Chairman of the Executive Board of The Bangkok Entertainment Co., Ltd.  
Present Director and Authorized Director of 18 subsidiaries and 1 associate of BEC World Group.  
Jan. 1998 - Present Chairman of the Board and Executive Director, BEC-Tero Entertainment Plc.  
Feb. 2001 - Feb. 2007 Chairman of the Board and Executive Director, CVD Entertainment Plc.  
1997 - Feb. 2007 Director and Executive Director of 5 subsidiaries of CVD Entertainment Plc.

## Directors and Executives Data (Continued)

### 3. Mr. Pravit Maleenont

**Position:** Director, Executive Director - Television Business and Senior Executive Vice President

**Age:** 62 years

**Education:** Bachelor of Science, Engineering University of Illinois, Chicago, Illinois, USA  
Certificate of National Defense Curriculum (Joint Government/Private Sectors) Class3

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

**Previous record in illegal dealing:** None

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

**Holding of BEC World shares:** 11.42%

**Family relationship:** Member of Maleenont Family

**Work Experience:**

1995 - Present Director, Executive Director - Television Business and Senior Executive Vice President, BEC World Plc.

Managing Director of The Bangkok Entertainment Co., Ltd.

Present Director and Authorized Director of 7 subsidiaries of BEC World Group.

### 4. Ms. Ratana Maleenont

**Position:** Director, Executive Director - Finance and Accounting Business

**Age:** 59 years

**Education:** Bachelor Degree in Economics, Thammasat University.

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

**Previous record in illegal dealing:** None

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

**Holding of BEC World shares:** 7.86%

**Family relationship:** Member of Maleenont Family

**Work Experience:**

1995 - Present Director, Executive Director - Finance and Accounting Business of BEC World Plc.  
Director and Executive Director of The Bangkok Entertainment Co., Ltd.

Present Director and Authorized Director of 15 subsidiaries of BEC World Group.

## Directors and Executives Data (Continued)

### 5. Ms. Nipa Maleenont

**Position:** Non - Executive Director

**Age:** 57 years

**Education:** Bachelor Degree in Commercial and Accounting, Thammasat University.

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

**Previous record in illegal dealing:** None

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

**Holding of BEC World shares:** 5.89%

**Family relationship:** Member of Maleenont Family

**Work Experience:**

1995 - Present Director and Authorized Director of BEC World Plc., and  
The Bangkok Entertainment Co., Ltd.

Present Director and Authorized Director of 3 subsidiaries of BEC World Group

### 6. Ms. Amphorn Maleenont

**Position:** Director and Executive Director - Production Business

**Age:** 54 years

**Education:** Bachelor Degree in Commercial and Accounting, Thammasat University.

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

**Previous record in illegal dealing:** None

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

**Holding of BEC World shares:** 7.86%

**Family relationship:** Member of Maleenont Family

**Work Experience:**

1995 - Present Director and Executive Director - Production Business  
of BEC World Plc. and The Bangkok Entertainment Co., Ltd.

Present Director and Authorized Director of 12 subsidiaries of BEC World Group.

## Directors and Executives Data (Continued)

### 7. Mr. Prachum Maleenont

**Position:** Director, Executive Director - New Media Business and  
Senior Executive Vice-President

**Age:** 53 years

**Education:** Bachelor Degree (Marketing) Assumption Commerce University.

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

**Previous record in illegal dealing:** None

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

**Holding of BEC World shares:** 7.86%

**Family relationship:** Member of Maleenont Family

#### Work Experience:

1995 - Present Director, Executive Director - New Media Business and  
Senior Executive Vice-President of BEC World Plc.

Director and Executive Director of The Bangkok Entertainment Co., Ltd.

Present Director and Authorized Director of 16 subsidiaries of BEC World Plc.

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

April 2001 - Nov.2005 Director and Executive Director of CVD Entertainment Plc. and 3 subsidiaries.

2004 - Nov.2005 Chairman of the Nomination and Remuneration Committee of CVD Entertainment Plc.

### 8. Mrs. Ratchanee Nipatakusol

**Position:** Director and Executive Director - Marketing and Sales Business

**Age:** 51 years

**Education:** Bachelor Degree (Art), Thammasat University.

**Directors Training Program:** Certificate of Director Accreditation Program (DAP),  
Thai Institution of Directors Associations (IOD)  
Certificate of Finance for Non - Finance Directors Program, IOD

**Previous record in illegal dealing:** None

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

**Holding of BEC World shares:** 0.00%

**Family relationship:** Member of Maleenont Family

#### Work Experience:

1995 - Present Director and Executive Director - Marketing and Sales Business of BEC World Plc.

Present Director and Authorized Director of 6 subsidiaries of BEC World Group.

## Directors and Executives Data (Continued)

### 9. Mr. Arun Ngamdee

**Position:** Independent Director and Chairman of the Audit Committee

**Age:** 74 years

**Education:** MA, Public Relations, Boston University  
Bachelor Degree of Arts, Chulalongkorn University  
Certificate of Top Executive from NIDA and Institute of Civil Servant Development.

**Directors Training Program:** Certificate of Director Accreditation Program (DAP),  
Thai Institution of directors Associations (IOD)  
Certificate of Audit Committee Program (ACP), IOD

**Previous record in illegal dealing:** None

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

**Holding of BEC World shares:** 0.00%

**Family relationship:** None

**Work Experience:**

1999 - Present Chairman of The Audit Committee of BEC World Plc.  
1995 - Present Independent Director of BEC World Plc.  
1993 - 1995 Director General of Public Relations Department.  
1989 - 1993 Deputy Director General of Public Relations Department.

### 10. Mr. Prathan Rangsimaporn

**Position:** Independent Director and Member of the Audit Committee

**Age:** 75 years

**Education:** MA Journalism, University of Panjab, Pakistan, Under SEATO Scholarship,  
BA Journalism, BA Social Administration, Thammasat University

**Directors Training Program:** Certificate of Director Accreditation Program (DAP),  
Thai Institution of directors Associations (IOD)  
Certificate of Audit Committee Program (ACP), IOD

**Previous record in illegal dealing:** None

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

**Holding of BEC World shares:** 0.00%

**Family relationship:** None

**Work Experience:**

1999 - Present Member of Audit Committee of BEC World Plc.  
1995 - Present Independent Director of BEC World Plc.  
Senior Public Relations Expert  
Director, Division of Directing Broadcasting Commission.  
Member and Secretary to the Directing Broadcasting Commission

## Directors and Executives Data (Continued)

### 11. Mr. Manit Boonprakob

**Position:** Independent Director and Member of the Audit Committee

**Age:** 58 years

**Education:** Master Degree in Business and Administration, Thammasat University.  
Bachelor Degree in Accounting, Chulalongkorn University.  
Certified Public Accountant (Thailand)

**Directors Training Program:** Diploma in Director Certification Program (DCP), Thai Institution of directors Associations (IOD)  
Certificate of Audit Committee Program (ACP), IOD

**Previous record in illegal dealing:** None

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

**Holding of BEC World shares:** 0.00%

**Family relationship:** None

**Work Experience:**

Dec.1999 - Present Independent director and a member of the Audit Committee of BEC World Plc.

1998 - Present Managing Director of BMS Consulting Office, Executive

Director of THABB Support Ltd. and Chirachit Co., Ltd.

Director and Executive Director, EVP - Finance and CFO of ABB Group of companies in Thailand.

### 12. Mr. Matthew Kichodhan

**Position:** Non-Executive Director

**Age:** 42 years

**Education:** Master of Science, Management, Imperial College (Management School),  
University of London, England  
Bachelor of Commerce, University of Toronto, Canada

**Directors Training Program:** Diploma in Director Certification Program (DCP), Thai Institute of Directors Association (IOD)  
Certificate of Director Accreditation Program (DAP), IOD

**Previous record in illegal dealing:** None

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

**Holding of BEC World shares:** 0.00%

**Family relationship:** None

**Work Experience:**

2006 - Present Director and Chief Operations officer of Minor Corporation Plc and Director of subsidiaries

April 2006 - Present Director of CVD Plc.

2007 - Present Independent Director of Ocean Glass Plc

2004 - 2005 Vice President, Business Management, Asia Pacific, GILLETTE ASIA PACIFIC GROUP

1995 - 2004 Brand Marketing Director, Asia Pacific Region, PEPSI-COLA INTERNATIONAL

## Directors and Executives Data (Continued)

### 13. Mr. Panithan Tosnaitada

**Position:** Vice President, Advertising Department

**Age:** 65 years

**Education:** Bachelor Degree

**Previous record in illegal dealing:** None

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

**Holding of BEC World shares:** 0.00%

**Family relationship:** None

**Work Experience:**

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

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

### 14. Mr. Somrak Narongvichai

**Position:** Vice President - Production Department

**Age:** 58 years

**Education:** Bachelor Degree (Art-Drama), Chulalongkorn University.

**Previous record in illegal dealing:** None

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

**Holds of BEC World shares:** 0.00%

**Family relationship:** None

**Work Experience:**

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

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

### 15. Mr. Borisut Puranasamriddhi

**Position:** Vice President - Administration Department

**Age:** 62 years

**Education:** Bachelor Degree (Journalism), Thammasat University  
The Program for Senior Executives in Criminal Justice Administration  
(Section 4), National Academy of Criminal Justice

**Previous record in illegal dealing:** None

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

**Holding of BEC World shares:** 0.00%

**Family relationship:** None

**Work Experience:**

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

1990 - 1995 Public Relations Manager of The Bangkok Entertainment Co.,Ltd.

## Directors and Executives Data (Continued)

### 16. Mr. Chatchai Thiamtong

**Position:** Vice President - Finance, Company Secretary and  
Secretary of the Audit Committee

**Age:** 57 years

**Education:** Bachelor Degree in Accounting, Thammasat University  
Bachelor Degree in Law, Thammasat University

**Directors Training Program:** Diploma in Director Certification Program (DCP), Thai Institution of directors Associations (IOD)

**Previous record in illegal dealing:** None

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

**Holding of BEC World shares:** 0.01%

**Family relationship:** None

**Work Experience:**

1996 - Present Vice President - Finance and Company Secretary of BEC World Plc.

1999 - Present Secretary to the Audit Committee

1999 - 10 April 2001 Independent Director and a member of the Audit Committee of SINGER (Thailand) Plc.

1991 - 1995 Director - SINGER (Thailand) Plc.

### 17. Ms. Apinya Kangsanarak Ph.D.

**Position:** Vice President - Human Resource Department

**Age:** 47 years

**Education:** Philosophy of doctor (Higher Education), Chulalongkorn University.  
Master of Education, Srinakarintharawitrot University.  
Bachelor of Science, Mahidol University.

**Previous record in illegal dealing:** None

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

**Holding of BEC World shares:** 0.00%

**Family relationship:** None

**Work Experience:**

2002 - Present Vice President - Human Resource Department, BEC World Plc.

Manager Personal Department, The Bangkok Entertainment Co., Ltd.

1995 - 2002 Senior Vice President Human Resource Development Department

and Human Resource Management Department of Bangkok Metropolitan Bank Plc.

## Directors and Executives Data (Continued)

### 18. Mr. Pisanu Ruangrajitpakorn

**Position:** Vice President - Technology Department  
**Age:** 55 years  
**Education:** Bachelor Degree in Accounting, Chulalongkorn University  
**Previous record in illegal dealing:** None  
**Previous record in wrong doing on misuse of insiders' information and inappropriate connected transaction:** None

**Holding of BEC World shares:** 0.00%

**Family relationship:** None

**Work Experience:**

May 2003 - Present Vice President - Technology Department, BEC World Plc.  
and Managing Director, BEC IT Solution Co., Ltd.  
2000 - April 2003 Assistant Vice President - IT, Samart Corporation Plc.  
1996-1998 VP, RIS Co., Ltd.

### 19. Mr. Natthrapong Phisitphadhrikul

(He has registered name change from Mr. Noppong Bootkhwan)

**Position:** Vice President - Internal Audit Office  
**Age:** 43 years.  
**Education:** M.B.A. Thammasat University  
Mini M.B.A. UTCC  
B.B.A. (Accounting) Ramkhamhaeng University  
Certified Internal Auditor (CIA) No. 30806  
Certified Professional Internal Auditor (CPIA) No. 3012

**Previous record in illegal dealing:** None

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

**Holding of BEC World shares:** 0.00%

**Family relationship:** None

**Work Experience:**

Jan.2004 - Present Vice President - Internal Audit Office, BEC World Plc.  
Aug.2002 - Dec.2003 Internal Audit Division Manager, Inter Comfort Co., Ltd.  
Sep.2001 - Aug.2002 Internal Audit Department Manager, Singer (Thailand) Plc.  
Jun.1997 - Sep.2001 Senior Internal Audit manager, Financial and Accounting Manager, CRC. Ahold Co., Ltd.  
Mar.1995 - Jun.1997 Internal Audit Division Manager, STC Group of Companies  
Jul.1991 - Mar.1995 Internal Auditor, Siam Tyre Plc.

## Directors and Executives Data (Continued)

### 20. Mr. Nopphadol Khemayotin

**Position:** Vice President - Business Development and Investment Department

**Age:** 42 years

**Education:** Certificate of Achievement (Future Market)  
Sakura Dellsher Education Program, Chicago, U.S.A  
(Received Full Academic Scholarship)

1996 Certificate of Laws and Ethics for Fund Management  
Association of Investment Management Companies (AIMC) Thailand

1990 - 1992 Master of Business Administration (M.B.A) in Finance  
Western International University, Arizona, U.S.A  
Bachelor of Arts (B.A.) in Finance and Banking,  
Thammasat University, Bangkok, Thailand

**Previous record in illegal dealing:** None

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

**Holding of BEC World shares:** 0.00%

**Family relationship:** None

#### **Work Experience:**

Feb.2004 - Present Vice President - Business Development and Investment Department, BEC World Plc.

2001 - 2003 Senior Vice President, Investment Department Asset Plus Securities Plc.

1999 - 2001 Vice President, Investment Department Asset Plus Securities Co., Ltd.

1998 - 1999 Assistant Vice President, Private Fund Management Department, One Asset Management Limited

1996 - 1998 Assistant Vice President, Mutual Fund management Department, One Asset Management Limited

## BEC World's existing Executives and Controlling Parties holding management roles in subsidiaries, associated and related companies as of December 31, 2008

List Name of the Executive and Controlling Parties	BEC World Plc.	Company																
		1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	
1. Mr. Vichai Maleenont	X, //	//	//	//	//													
2. Mr. Prasan Maleenont	//	//		//	//	//	//	//	//	//	//	//	//	//	//	//	//	X, //
3. Mr. Pravit Maleenont	//	//		//		//						//	//	//	//	//		
4. Mr. Prachum Maleenont	//	//			//	//	//	//	//	//	//	//	//	//	//	//	//	//
5. Ms. Ratana Maleenont	//	//	//			//	//	//	//	//	//	//	//	//	//	//	//	
6. Ms. Nipa Maleenont	//	//			//						//	//						
7. Ms. Amphorn Maleenont	//	//	//			//	//		//	//	//	//	//	//	//	//	//	
8. Mrs. Ratchanee Nipatakul	//		//	//			//			//	//							
9. Mr. Arun Ngamdee	/																	
10. Mr. Prathan Rangsimaporn	/																	
11. Mr. Manit Boonprakob	/																	
12. Mr. Matthew Kichodhan	/																	
13. Mr. Panithan Tosnaitada																		
14. Mr. Somrak Narongvichai																		
15. Mr. Borisut Puranasamriddhi																		
16. Mr. Chatchai Thiamtong																		
17. Dr. Apinya Kangsanarak																		
18. Mr. Pisanu Ruangrajitpakorn																		
19. Mr. Natthrapong Phisitphadhrikul (register changed his name from Mr. Noppong Bootkhwon)																		
20. Mr. Nopphadol Khemayotin																		

## Details of Companies stated in the above table

**Subsidiaries Directly Held by the Company**

- |                                      |  |   |
|--------------------------------------|--|---|
| 1. Bangkok Entertainment Co., Ltd.   | 6. You & I Corporation Co., Ltd.             | 12. BEC News Bureau Co., Ltd.                       |
| 2. Rungsirjavanit Co., Ltd.          | 7. BEC Asset Co., Ltd.                       | 13. BEC Studio Co., Ltd.                            |
| 3. New World Production Co., Ltd.    | 8. BEC IT Solution Co., Ltd.                 | 14. Bangkok Satellite & Telecommunication Co., Ltd. |
| 4. BEC Broadcasting Center Co., Ltd. | 9. BECi Corporation Ltd.                     | 15. Satellite TV Broadcasting Co., Ltd.             |
| 5. Bangkok Television Co., Ltd.      | 10. BEC-Multimedia Co., Ltd.                 | 16. BEC-TERO Entertainment Plc.                     |
|                                      | 11. BEC International Distribution Co., Ltd. |   |

Remark X = Chairman

// = Authorized Director

/ = Director

## BEC World's existing Executives and Controlling Parties holding management roles in subsidiaries, associated and related companies as of December 31, 2008

List Name of the Executive and Controlling Parties	BEC World Plc.	Company									
		17	18	19	20	21	22	23	24	25	26
1. Mr. Vichai Maleenont	X, //										//
2. Mr. Prasan Maleenont	//	//			//	//	//	//	//	//	//
3. Mr. Pravit Maleenont	//										//
4. Mr. Prachum Maleenont	//		//	//	//	//					//
5. Ms. Ratana Maleenont	//		//	//	//						//
6. Ms. Nipa Maleeno	//										//
7. Ms. Amphorn Maleenon	//	//									//
8. Mrs. Ratchanee Nipatakusol	//			//							//
9. Mr. Arun Ngamdee	/										
10. Mr. Prathan Rangsimaporn	/										
11. Mr. Manit Boonprakob	/										
12. Mr. Matthew Kichodhan	/										
13. Mr. Panithan Tosnaitada											
14. Mr. Somrak Narongvichai											
15. Mr. Borisut Puranasamriddhi											
16. Mr. Chatchai Thiamtong											
17. Dr. Apinya Kangsanarak											
18. Mr. Pisanu Ruangrajitpakorn											
19. Mr. Natthrapong Phisitphadhrikul (register changed his name from Mr. Noppong Bootkhwon)											
20. Mr. Nopphadol Khemayotin											

## Details of Companies stated in the above table

Subsidiary Directly Held by  
BEC International Distribution Co., Ltd.

17. TVB 3 Network Co., Ltd.

Subsidiaries Directly Held by  
BECi Corporation Ltd.

18. Digital Factory Co., Ltd.\*

19. Thai Audiotex Service Ltd.

Subsidiary Held by BECi Corporation Ltd.  
and BEC-TERO Entertainment Plc.

20. Mobi (Thai) Co., Ltd.\*

Subsidiaries Directly Held by BEC-TERO  
Entertainment Plc.

21. ThaiTicket Major Co., Ltd.

22. BEC - Tero Exhibitions Ltd.

23. BEC - Tero Arsenal Co., Ltd.

Associated Companies held by  
BEC-TERO Entertainment Plc.

24. Virgin BEC-TERO Radio (Thailand) Co., Ltd.

## Related Companies

25. Maleenont Tower Co., Ltd.

26. Millionaire Property Fund

Remark : X = Chairman

// = Authorized Director

/ = Director

\* = These companies have registered of dissolution with the Ministry of Commerce in December 2008.

In July 2008, CVD Entertainment Public Company Limited increases the authorized share capital from 32.40 million shares to 35.40 million shares. Resulting the decrease in the Company's shareholding from 19.52% to 17.87% of paid - up share capital As a consequence, the Company does not any significant influence over the associate.

## Directors and Executives Data (Continued)

Name List of the Executives and Controlling Parties of the Subsidiaries

Attachment 2

Name List of the Executives and Controlling Parties			Bangkok Entertainment Co., Ltd.	Rungsirojvanit Co., Ltd.	BEC-Tero Entertainment Plc.
1.	Mr. Chatri	Sophonpanich	X		
2.	Mr. Vichai	Maleenont	/, //	/, //	
3.	Mr. Prasan	Maleenont	/, //		X, /, //
4.	Mr. Pravit	Maleenont	/, //		
5.	Mr. Prachum	Maleenont	/, //		/, //
6.	Ms. Ratana	Maleenont	/, //	/, //	
7.	Ms. Nipa	Maleenont	/, //		
8.	Ms. Amphorn	Maleenont	/, //	/, //	
9.	Mrs. Ratchanee	Nipatakusol		/, //	
10.	Mr. Boonyarith	Suwanphucksa		/	
11.	Dr. Cathleen	Maleenont			/, //
12.	Mr. Brian L. Marcar				/, //
13.	Mr. Chansak	Fuangfu			/
14.	Mr. Pravit	Jitnarapong			/

Remark : Subsidiaries mean significant subsidiaries of the Company, i.e., generating revenue over 10% of total revenue in 2008 profit and loss statement.

**X = Chairman    // = Authorized Director    / = Director**

## Reference Persons

### Share Registrar:

#### Thailand Security Depository Company Limited

62 The Stock Exchange of Thailand Bld. 1<sup>st</sup> Fl.

Rachadapisek Road, Klongtoey, Bangkok 10110

Tel. (66) 2229-2800 Fax. (66) 2359-1259

Call Center: (66) 2229 2888 Website: <http://www.tsd.co.th>

E-mail: [contact.tsd@set.or.th](mailto:contact.tsd@set.or.th)

### Auditor:

#### Dr. Virach and Associate Office Company Limited

7<sup>th</sup> Floor, Panunee Building.

518/3 Ploenchit Road., Bangkok 10330

Tel. (66) 2252-2860, 255-2518

Fax. (66) 2254-1210

### Legal Counselor:

#### International Legal Counselors Thailand Limited [ILCT]

18<sup>th</sup> Floor, Sathorn City Tower

175 South Sathorn Road, Bangkok, 1012

Tel. (02) 679-6005

Fax. (02) 679-6041

### P&P Law Firm

3199 Maleenont Tower Building Rama IV Road,

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Tel. (66) 2665-6150

Fax. (66) 2665-6153

[www.pai boon.biz](http://www.pai boon.biz)

### Financial Advisor:

#### Asia Plus Securities Public Company Limited

11<sup>th</sup> Floor, Sathorn City Tower,

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Tel. (66) 2285-1888, 2680-1111

Fax. (66) 2670-9271



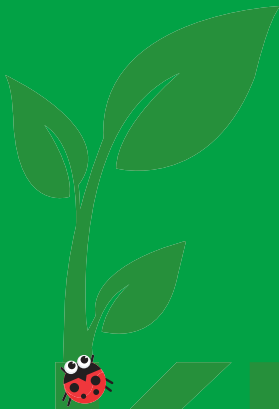


Registration No. 0107538000673  
(Formerly: Bor. Mor. Jor. 590)

## BEC World Public Company Limited

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