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Minutes of the Annual General Shareholder Meeting of 2024
Of
BEC World Public Company Limited

Time and Place

BEC World Public Company Limited (“Company”) held the Annual General Shareholder Meeting of 2024 (“Meeting”) on Friday, 26 April 2024 at 2.00 p.m. via teleconference through electronic device. Mr. Somchai Boonnamsiri, Independent Director, Chairman of the Board of Directors, and the Chairman of the Audit & Risk Committee, served as the Chairman of the Meeting (“Chairman”). Mrs. Chalaiporn Itthithavorn, Company Secretary, and Secretary of the Audit & Risk Committee (“Secretary”), was the assistant of the Chairman in convening this Meeting.

Conducting meeting via electronic media (E-AGM), and complying with PDPA laws

The Secretary announced to the Meeting that the meeting was conducted via the method of teleconference through electronic device and online media (“e-Meeting”). The Company shall collect, use and disclose your personal data as deemed necessary and for the lawful objectives.

The Company prioritized in complying with Personal Data Protection Act, especially in security of the personal data, and respected the privacy rights of shareholders, grantees and proxies by setting up the privacy policy, specifying the strict operational policy, to ensure that personal data of attendees shall be used under the lawful objectives and in accordance with the laws. The privacy policy has already been shown in the Company’s website.

In organizing the Meeting via electronic media (e-Meeting), the Company intended to fully comply with the Emergency Decree on Electronic Meetings (B.E. 2563) 2020, other related regulations and the Articles of Association of the Company regarding the shareholders’ meeting by electronic devices.

For this Meeting, the Company selected the e-Meeting system of Inventech Systems (Thailand) Co., Ltd., “Inventech Connect” system, which is the electronic media conferencing system that conforms to the standards and procedures stipulated in the Emergency Decree on Electronic Meetings (B.E. 2563) 2020 and the Notification of Ministry of Digital Economy and Society re: Standards for Maintaining Security of Meetings via Electronic Means, B.E. 2563 (2020) and other related regulations.

The Board of Directors promoted shareholders' participation in meetings. Shareholders who were unable to attend in person may appoint proxies to attend on their behalf. The Company facilitated this by providing shareholders with proxy forms (Forms B and C) along with the meeting invitation.



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The shareholders and proxies, collectively referred to as attendees, could attend the Meeting, casting votes or E-Voting, as well as asking question(s) by typing and sending the question(s) or recording the question(s), as if they were physically present at the shareholder meeting, via Inventech meeting system. The attending shareholders could participate the Meeting via live streaming throughout the Meeting and ask questions by typing messages through the Inventech Connect system, eliminating the need for travel. This helped reduce expenses and air pollution from commuting, which one of the key methods for advocating the reduction of greenhouse gas emissions. aligning with the Company's ESG policy.

Quorum

When the meeting time arrived, the Chairman assigned the secretary to notify the Quorum of meeting. The secretary stated that this meeting was conducted entirely through electronic media, which there were 15 shareholders presented in person, representing 527,487,176 shares, and 38 shareholders represented by proxies, representing 639,823,039 shares, i.e., a total of 53 attendees with 1,167,310,215 shares or about 58.3655% of the issued shares, which was not less than one-third of the issued shares (2,000,000 shares), and thereby a quorum was constituted pursuant to Articles of Association (“AOA”) of the Company. Therefore, the Chairman stated that the Annual General Shareholders Meeting of 2024 was convened.

The Company allowed the shareholders and proxies to register their attendance until the Meeting was over. During the Meeting, there were some additional shareholders joined the Meeting. Finally, there were a total of 58 shareholders and proxies attending the Meeting, representing 1,178,174,015 shares, equivalent to 58.9087% of the total issued shares, comprising of 20 shareholders, representing 538,350,976 shares, and 38 proxies, representing 639,823,039 shares. This minute of Meeting showed the actual votes casted in each agenda.

Directors, Executives, Auditor and Legal Consultant

The Chairman stated to the Meeting that, the Board of Directors paid attention to the Shareholders Meeting, since it was the great opportunity to meet all shareholders. The Company thanked the shareholders and proxies for giving their time for attending this Shareholders' Meeting.

The Chairman introduced the directors, the executives, the auditor, and the legal consultant of the Company, attending the Meeting via electronic devices and online media as follows:

- 1) Mr. Somchai Boonnamsiri Independent Director, Chairman of the Board of Directors (“Chairman”) and Chairman of the Audit & Risk Committee
- 2) Mr. Somprasong Boonyachai Non-Executive Director and Chairman of the Corporate Governance Committee
- 3) Ms. Ratana Maleenont Executive Director, Member of the Nomination and Remuneration Committee and Authorized Director
- 4) Ms. Amphorn Maleenont Executive Director and Authorized Director
- 5) Mrs. Ratchanee Nipatkusol Executive Director, Member of the Corporate Governance Committee and Authorized Director



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| 6) | Ms. Tracy Anne Maleenont | Executive Director and Member of the Corporate Governance Committee |
| 7) | Ms. Piyawadee Maleenont | Executive Director |
| 8) | Ms. Nipa Maleenont | Non-Executive Director and Authorized Director |
| 9) | Mr. Matthew Kichodhan | Non-Executive Director and Directors Consultant |
| 10) | Mr. Chansak Fuangfu | Independent Director |
| 11) | Mr. Prathan Rangsimaporn | Independent Director, Chairman of the Nomination and Remuneration Committee and Member of the Audit & Risk Committee |
| 12) | Mr. Manit Boonprakob | Independent Director, Member of the Audit & Risk Committee and Member of the Nomination and Remuneration Committee |
| 13) | Mr. Tatchapol Poshyanonda | Independent Director |

the total number of directors attending the Meeting (including the Chairman) were 13 directors, representing 100.00% of the total number of current directors which is 13 directors.

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

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| 1.) | Mr. Chatchai Thiamtong | Acting President – Television Business, Secretary of the Board of Directors and Secretary of the Nomination and Remuneration Committee |
| 2) | Ms. Pinkamol Maleenont | Assistant to Group Chief Operating Officer |
| 3.) | Mr. Somrak Narongwichai | EVP – Production |
| 4.) | Mr. Subandit Suwannop | EVP - Programming |
| 5.) | Mr. Nopphadol Khemayotin | EVP - Investment |
| 6.) | Mr. Piriyaudit Choophungart | EVP - Finance & Accounting |
| 7.) | Dr. Akaraphol Weerawong | EVP - People & Resources Management |
| 8.) | Ms. Sarinthip Jarunsathianchai | EVP - Internal Audit |
| 9.) | Mr. Charkrit Direkwattanachai | EVP - Corporate Affairs & Communications |

Mr. Charkrit Direkwattanachai served as the Assistant for Meeting Facilitation, specifically in terms of presenting questions or suggestions from meeting participants.

In addition, Mr. Chaiyakorn Aunpitipongsa, the auditor from Dr. Virach and Associates Office Company Limited, attended the Meeting via electronic devices and online media, and Mr. Paiboon Amonpinyokeat, the legal consultant from Paiboon Legal Counsellors Limited, physically attended the Meeting at this live-streaming conference room.

Miss Siriwan Jiamjaipaiboon, the representative of an external law firm attended the Meeting to serve as an inspector, monitoring and verifying vote counts in the Meeting to ensure the Meeting was conducted transparently, correctly and in compliance with laws and the Company's AOA.

In addition, the Company received the introduction letter of Miss Raksina Promchot, the right protection volunteer from the Thai Investors Association, to attend the Meeting at live-streaming conference room to assess the quality of this Meeting.



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In this Meeting, Mrs. Chalaiporn Itthithavorn, the Company Secretary, served as the secretary at the meetings, the meeting facilitator, and was responsible for preparing the Meeting minutes.

As this Meeting was entirely convened by teleconference through electronic devices, before the Meeting was convened, the Secretary informed the Meeting about the rules in relation to the shareholders' meeting, the rights of attendees in casting their votes, and explained the procedure for attending the Meeting through electronic devices which the attendees could make queries, share opinions or recommendations to the Meeting, including exercise their voting rights through electronic devices and online media, and the vote counting. The Company has already provided shareholders with the meeting procedures along with the meeting invitation sent via postal mail, which can be summarized as follows:

- The procedure for casting votes through communication devices:The attendees could attend the Meeting through both computers and mobile phones. The attendees had to contact the service provider to inform the username and request for the password in accordance with the method set out by the Company, details of which were informed in the invitation letter for the Meeting. On the date of the Meeting, the attendees had to verify the identity by using the password obtained and the attendees gave consent for complying with the rules for participating the Annual General Shareholders Meeting of 2024. At this stage, it shall be deemed that the attendees completed the meeting registration, the number of shares held by the attendees would be counted as a quorum.
- To vote in the Meeting, shareholders or proxies would choose the agenda they wished to cast their vote, then, click "vote", the system would show 3 types of voting results, i.e., agree, disagree, and abstain. In case the proxy representing more than one shareholder, the system would show the list of all shareholders appointing the him/her as the proxy and the voting will be separated into each of the shareholder account. The vote can be cancelled by clicking "cancel".
- For the attendees who wished not to abstain or not casting their vote within the time limit, the Company would count the vote as "agree" with the respective agenda.
- For participants who were proxies representing multiple shareholders, they can switch user accounts to cast their votes, by pressing the "Switch Account" button.
The attendees had two minutes to cast their votes after the opening of the voting for each agenda. During this time, participants can change their vote until the Chairman announced the closure of the voting. Once the voting for each item is closed, the secretary will announce the voting results to the meeting. Participants can view the summary of the voting results by pressing the "Voting Results" button.

The vote counting process

- Since this Meeting was conducted through electronic device, once the attendees passed the verification process and their votes were count as a quorum, the voting was, then, conducted by clicking button, hence, there would not be invalid ballot in any circumstances.
- In respect of the shareholders who appointed the Company's independent director as their proxies for attending and casting votes on their behalves, the Company recorded the voting since the Meeting's registration process.



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- The resolution of the Meeting shall be conducted in accordance with the Company's AOA, which is on the one vote for each share basis. Voting shall be conducted openly, in which the attendees might vote agree, disagree, or abstain in each agenda. In counting the votes, the Company would deduct "disagree" and "abstain" vote from the total vote of attendees attending the Meeting with the right to vote, and the remaining are deemed as "agree", excluding the 5th agenda, which is counted abstained as part of voting result

Counting votes in each agenda

- The 1st agenda is only for shareholder's acknowledgement without voting
- The 2nd, 3rd, 4th and 6th agendas, the Company required approval through a majority vote, with the affirmative vote of the majority of the total votes of attendees present and voting.
- Whereby the 4th Agenda "To consider and elect directors in replacement of directors retiring by rotation for the year 2024", the Company required the attendees to vote electing for each director separately. The system will separate votes for each director in order.
- In the 5th Agenda, it required an affirmative resolution from a two-third vote of the total number of votes of the attendees who attended the meeting.
- If there is no disagree or abstain vote, it should be deemed that the Meeting agreed or approved the matter.

Making enquiries or giving opinions in meeting

- Before the voting of each agenda, the Company would allow attendees to submit questions or express their opinions relating to that agenda as appropriate.
- If the attendees wished to submit questions or express opinions in any agenda, attendees might choose "asking questions" on the menu bar, clicked to choose the agenda, and typed messages in the message box, then, clicked "send" and your question would be sent to the meeting system. In addition, the method for asking questions via computer devices or other communication devices such as mobile phones will be the same.

Meeting management

- For the purpose of meeting management to enable the Meeting to consider all agendas, the Company reserved the right to screen the questions / recommendations by combining the questions / recommendations which were repetitive or similar altogether. In the case that the questions / recommendations are not related to the agenda, the Company would keep the questions / recommendations to present to the Meeting at the last meeting session after finish all agendas were considered.
- Furthermore, as notified by the Company through the publication of the AGM invitation for the year 2024 on the Company's website, dated March 25, 2024, shareholders of the Company whose names appeared in the shareholder register of the Company as of March 8, 2024, can submit advance questions related to the AGM for the year 2024 via email to comsec@becworld.com. Shareholders must confirm their identity by presenting their name, surname, shareholder registration number, or national ID card number for verification purposes. Shareholders can submit advance questions until April 19, 2024. The Company



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secretary would like to inform the meeting attendees that as of April 19, 2024, no shareholders have submitted advance questions.

Please be informed, accordingly.

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

1. To acknowledge the Board of Directors report:

The Chairman assigned Mr. Piriyaudit Choophungart, EVP - Finance & Accounting , to present the Board of Directors report to the Meeting for acknowledgement.

EVP - Finance & Accounting informed the Meeting that the Company's AOA stipulated that the Annual General Meeting had to consider and acknowledge the annual report of the Board of Directors with respect to the prior year's operating result. The Board of Directors report regarding the Company's activities in 2023, as shown in the annual report form 56-1 One Report for the year 2023, and to facilitate the attendees, the report was available as the supporting document for the 1st agenda, which had been sent to the shareholders together with the invitation letter for this Meeting.

The Board of Directors considered and agreed that the Board of Directors' report regarding the Company's activities in the year 2023 should be proposed to the Annual General Shareholder Meeting of 2024 for acknowledgement via video presentation as follows:

The Board of Directors Report

“Dear Shareholders of BEC World Public Company Limited,

In 2023, BEC World Public Company Limited (“BEC Group” or “the Company”) remained committed to driving sustainable business growth, following its strategy to grow and maintain its leadership in television viewership. Throughout the year, the Company presented high-quality drama series, starting with “Royal Doctor”, “To the Moon and Back” and “The Betrayal” in the early part of the year, and “Love Destiny 2” toward the end of the year and was able to generate better income from related businesses, Global Content Licensing and Digital Platform business. In addition to the success of the dramas throughout the year, 2023 was also a year of success for the movie business, which had restarted in the previous year. The Company achieved great success with the film “Tee-Yod” which was presented this year.

However, the year 2023 was another challenging year for the Company due to the uncertainty and economic problems of Thailand, which faced many challenges from the global economic slowdown, geopolitical conflicts, the aftermath of Thai household debt, and persistently high inflation, which led to businesses slowing down their spending domestically throughout the year. Nielsen Media Research reported that the estimated advertising expenditures on television for 2023 decreased by 3.2 % compared to the previous year. Although “television” remains the main advertising medium and has the largest market share of advertising expenditures.



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As a result of the overall economic and industry conditions mentioned above, BEC Group's advertising income in 2023 was at Baht 3,963.2 million, a decrease of 10.9%, or Baht 486 million lower than in 2022. The income from copyright and other services was at Baht 689.8 million, an increase of 3.6% from 2022. The Company remains committed to cost efficiency and has been able to continuously reduce costs. In 2023, the cost of sales and services decreased by 3.4% from 2022 to Baht 3,440.4 million. Selling and administrative expenses increased by 10.8% from 2022 to Baht 881.4 million due to the Company's expansion into new businesses, as well as increased costs for public relations and marketing promotion of BEC Group's dramas and the development of its digital platform, 3Plus. The decrease in advertising income of Baht 486 million resulted in a 65.4% decrease in the Company's consolidated net profit attributable to BEC World to Baht 210 million in 2023 compared to the previous year. However, BEC Group had cash and short-term investment equivalents of Baht 3,818.7 million and net cash flow from operating activities of Baht 1,974 million as ending of 2023, indicating the Company's strong financial position.

BEC Group has never stopped learning and proactively developing the organization to be ready to face all challenging situations. At the same time, the Company also develops good corporate governance and manages risks appropriately, which has helped the Company become a leading entertainment Company with good governance for over 54 years and is committed to sustainable growth in the future. For this reason, in 2023, the Company received an "Excellent" or 5-star rating from the Corporate Governance Report of Thai Listed Companies 2023 from the Thai Institute of Directors.

On behalf of the Board of Directors, we would like to express our sincere gratitude to our shareholders, customers, agencies, business partners, artists, Executive Directors, and employees for their continuous support. We are committed to fully fulfilling our responsibilities to create maximum value for our shareholders and all stakeholders fairly. We will also continue to care for the environment, society, and communities, aiming for sustainable growth together. We are determined to drive BEC Group towards achieving its vision of becoming "Thailand's leading content and entertainment platform", building a solid foundation for the Company, and seeking new sources of revenue and profit growth.

Signed Mr. Somchai Boonnamsiri – Chairman of the Board of Directors

Mr. Chatchai Thiamtong - Acting President of Television Business

Furthermore, the EVP – Finance and Accounting reported to the Meeting for acknowledgement on the development of participation to the Thai Private Sector Collective Action Against Corruption (CAC) as follows:

The Board of Directors and executives of BEC Group prioritize conducting business with consideration for all stakeholders and adhering to good corporate governance principles. They are committed to combating corruption and promoting transparency to establish a standard of business conduct. The Company has been certified as a member of Thai Private Sector Collective Action Against Corruption, known as CAC, since June 30, 2022.



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In addition, in the year 2023, the Company had organized the activities for promoting and giving knowledge as to anti-corruption, including, writing articles “Act on 3” on the weekly electronic journals named “Organization News Story”, and launching the campaign “No Gift More Friendship” for refraining from accepting gift during the New Year Festival etc. In the year 2024, the Company remains committed to continually implement guidelines for combating corruption.

Please be informed, accordingly.

Questions and advice from the meeting

- When the deadline for asking questions or giving advices has elapsed, Mr. Charkrit Direkwattanachai, the assistant meeting facilitator, announced that there was no participant who asked questions and gave advices in the 1st agenda.

The secretary stated to the Meeting that this matter is for the shareholders’ acknowledgement without voting to pass this resolution, and the Chairman summarized the resolution passed at the 1st agenda.

Resolution: The Meeting acknowledged the report of the Company’s activities in the year 2023 as proposed by the Board of Directors.

2. To consider and approve the financial statement for the fiscal year end on 31 December 2023 and acknowledge the relevant auditor’s report:

The Chairman assigned Mr. Piriyaudit Choophungart, EVP - Finance & Accounting who is the financial executive of the Company, to present the financial statement and relevant auditor’s report to the meeting.

EVP - Finance & Accounting stated to the Meeting that, pursuant to the AOA of the Company, the Board of Directors had to prepare the balance sheet and profit and loss statement at the end of fiscal year, to be audited and commented by the Company’s auditor, and subsequently approved by the Audit Committee and the Board of Directors before submitting the same for approval by shareholders’ meeting at the Annual General Shareholders Meeting. The financial statement for the year ended 31 December 2023 and the auditor report including its explanation and analysis of Management Discussion & Analysis (MD&A) Division, were shown in the Annual Report 2023 (in Form 56-1 One Report 2023) of the Company, which had been made available in the invitation letter for the Meeting and sent via QR code to all shareholders. For facilitating the attendees, the copy of auditor report, balance sheet and profit and loss statement at the end of fiscal year together with explanation and analysis of management division were available as the supporting documents for the 2nd agenda.

For the audit report, auditors from Dr. Virach & Associate Office Company Limited audited the consolidated financial statement of BEC World Public Company Limited and subsidiaries composing of consolidated balance sheet on 31 December 2023, consolidated profit and loss statement, consolidated statement of total comprehensive income, consolidated shareholders change statement, and consolidated cashflow statement for the year ended on the same day and a note for balance sheet, including a note summarized important accounting policies, and the BEC World Public Company Limited’s separate financial statement, and gave the opinion that “the above financial statements shows the financial situation on 31 December 2023, the performance result and



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cashflow for the year ended on the same day of BEC World Public Company Limited and subsidiaries, and the separated financial statement of BEC World Public Company Limited are correct and materially appropriate according to the financial report standard.”

The Company has summarized some financial information along with explanations and analyses from the management's discussion and analysis (MD&A) into the supporting documents for the 2nd agenda. These documents have been displayed on the Company's website and QR codes have been provided to all shareholders along with the meeting invitation letter for their convenience to download the documents.

Thereafter, the video presentation, the explanation and analysis of management division (or MD&A) were presented which can be summarized as follows:

- BEC World Public Company Limited or “BEC Group” is the leading entertainment industry with the vision of “Thailand’s leading content and entertainment platform”
- The year of 2023 proved to be yet another challenging year, but the Company remained steadfast in driving sustainable business growth in line with its growth strategy and maintaining its leadership position in television viewership throughout the year. Nevertheless, the Thai economy continued to face various uncertain risk factors in its recovery, stemming from the repercussions of global economic downturn. Despite the momentum from gradual growth in the tourism sector and private consumption, there were also disruptions caused by changes in the Thai government, leading to a slowdown in domestic spending by entrepreneurs throughout the year.
- Nielsen Media Research revealed that the advertising expenditure in the year 2023 was approximately 116,413 million Baht in which the total advertising expenditure in TV media was 60,689 million Baht which decreased by 3.2% comparing to last year. Nevertheless, television sector was still the main advertising media and had the highest market shares were approximately 52.1%.
- The Company was continuously implementing “Single Content Multiple Platforms” strategy in the year 2023. Additionally, the Company still maintained the leadership in TV business, both rating aspect and the targeted viewers throughout the year 2023 by broadcasting quality dramas such as “You touched my heart”, “Royal Doctor”, “Matalada”, “Nobody if I’m not”, “The Betrayal” and “Love Destiny 2”. In addition, the Company is committed to developing and expanding market in all of its businesses, with creative dramas that contribute significantly to society, leading to the country’s soft power at the national level. The significant development in the year 2023 are as follows:
 1. Launching of Film Business: The film “ทีหยด” (Tee Yod) achieved unparalleled success as the second film produced by the Company, making history in the Thai film industry by debuting as the highest-grossing film, generating revenue exceeding 100 million baht in the fastest time of the year. It accumulated a total revenue of over 400 million baht and rose to become the third highest-grossing Thai film in history.
 2. Global Content Licensing Business: There has been continuous expansion, both in distributing to existing customer bases in the Southeast and Northeast Asian markets, and in expanding into new customer markets.



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3. Digital Platform Business: Launching a collaboration project with business partners to increase the membership of the 3Plus Premium application. In the year of 2023, the Subscription Video on Demand (SVOD) on "3Plus Premium" platform, the Company's online streaming service, which offers subscription-based services, has successfully surpassed 100,000 subscriptions as planned.
4. BEC STUDIO: In 2023, BEC STUDIO produced 2 series to business partners such as "The Office Games" and "My Undercover Chef".

In addition, the Company has expanded into the music business by releasing the second song of "Bow Maylada Susri" titled "Nae Num Hai Bphen Fan Rao"

The Company also received the international and national rewards such as:

1. Innovation Awards for OTT Platform. The Company which was 1 of 2 Thailand's companies received the reward in Asia-Pacific Broadcasting+ Awards 2023. The drama "Royal Doctor" received the Innovation Awards for OTT Platform.
 2. Content Asia Awards. The Company received the award from Content Asia Awards, the 4th held in 2023, with participants from 123 attendees from 12 countries. This award was considered a major accolade in Asia's entertainment industry.
 3. The Company received the Drama recognition reward, awarded by the Ministry of Culture, for the drama series "Matalada". The content of the drama, encompassing all elements, was recognized for promoting the relationship in the family. Additionally, the Company has published the special content "BIG3 TASTE of DRAMA" to ensure that the Company focused on producing content that catered to audiences of all ages and platforms.
- From the overall economic and industrial overview mentioned above, it has resulted in advertising revenue for the BEC Group in the year of 2023 reaching 3,963 million Baht, decreased by 486 million Bath or 11 percent from 2022. Whilst the revenues from copyrights and other services were 690 million Baht, increased by 4% from 2022 due to the positive feedbacks which led to soft power in the society and collaboration with several business partners for increasing the SVOD members.
 - The total revenue of BEC Group was 4,664 million Baht, decreased by 9 percent from the year 2022 which was 5,136 million Baht. However, advertising income was still the Company's main revenue which was approximately 85% of the total revenue and income from copyrights and other services was approximately 15 percent of total revenue.
 - The cost of sale and the cost of service of the Company in 2023 were 3,440 million Baht, which were decreased by 3 percent or 121 million Bath from the year 2022 which was 3,561 million Bath. The reasons were the reduction of expense in dramas and series, including a decrease in series purchases, adjustment of the program schedule which reduced the dramas broadcasting time from the usual 2 hours to 1.30 hours, and rebroadcasting series for controlling the cost in accordance with ongoing cost control measures.



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- Whilst the expenses of sales and management were 881 million Baht, which were increased by 11 percent from the year 2022, due to expanding the new business and promoting the expansion of the market and the development of the digital platform 3Plus of Bec Group.
- The advertising revenue decreased by 486 million Bath caused the Company to have a net profit decreased by 65 percent from the previous year which was 210 million Bath in this year.
- The cash and cash equivalents, including short-term investment, amounted to 3,819 million Bath and there was a net cashflow from operations of 1,974 million Bath at the end of the year 2023.
- On 31 December 2023, BEC Group had total assets of 9,441 million Baht, decreased by 2% from 31 December 2022, which was mostly from decreasing of cash and cash equivalents from payment of dividend and repayment of debenture at the total amount of 320 million Baht.
- Total current assets was 4,660 million Baht, decreased by 1%, which was mostly from decreasing of cash and cash equivalents by 134 million Baht from 31 December 2022, and mostly from decreasing of cash and cash equivalents and the short-term investment from payment of divided.
- Total non-current assets was 4,781 million Baht, decreased by 2%.
- The Company had total debt at 3,295 million Baht, decreased by 2% from the end of the year 2022.
- Total shareholders' equity was 6,147 million Baht, decreased by 2% which was mostly from paid the dividend.

For the year 2024, it remains another challenging year for the Company. The Thai Bankers' Association predicts that the Thai economy in 2024 is trending towards gradual expansion, with growth projected at 2.8 to 3.3 percent. This growth is supported by economic stimulus measures and continued recovery in the tourism sector.

However, there still remains the risk from the uncertainty of the global economy and potential geopolitical conflicts that may affect the economy in Thailand.

Despite the many challenges, the Company continues to see opportunities for continuous business growth. It aims to develop the organization's potential proactively and expand channels for diverse content dissemination. Additionally, it seeks to venture into new businesses beyond its core television business, in line with the vision of becoming "a leader in content and entertainment in Thailand". This is under the strategy of "Single Content, Multiple Platforms," with growth targets set for every business group within the Company as follows:

1. Maintaining the market position and expanding the audience base;
2. Expanding the distribution of content licensing business to new areas and increasing purchases from existing customer countries;
3. Expanding the viewer base of the digital platform 3Plus to younger audiences, including organizing marketing activities to increase SVOD memberships and using 3Plus to promote talent of actors and actresses under the channel management for advertising products and services of customers on various platforms;



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4. Producing comprehensive content by BEC Studio, including original content and on-demand contents, to broadcast on Channel 3, 3Plus and distributing to platform providers both domestically and internationally;
5. Extending the success of the film “Tee Yod” by distributing it on other platforms both domestically and internationally, along with planning to produce additional 2-3 films.

To ensure long-term growth, in addition to maintaining revenue from television advertising, the Company also plans to distribute copyrighted contents both domestically and internationally. Additionally, there are plans to expand the music business and leverage intellectual property, including launching artist management in 2024.

The Company has recognized that achieving goals and sustainability in business requires more than just good operating results. It involves building businesses on the foundation of good corporate governance, social responsibility, and environmental care, as well as meeting the expectations of stakeholders from upstream to downstream, both directly and indirectly throughout the value chain of business operations. This is to make BEC Group a ‘Total Entertainment Company’ that can grow alongside society, communities, and the environment sustainably.

BEC group is ready for the 54th year as “Thailand’s leading content and entertainment platform” with passion to drive the business to grow sustainably, to deliver the valuable content to the public in order the Company could grow steadily and cause the great operating income in long term to all stakeholders.

Please be informed, accordingly

After video presentation, conclusion and analysis from management division or MD&A in 2023, the Chairman allowed the participants in the Meeting to ask questions / give opinions via video conference.

During this agenda, there was a question from Mr. Pongsapak Imror, a shareholder attending the meeting in person, to enquire about whether the Company has any plans to expand its business or seek new sources of revenue from which businesses. This is because the performance has not been growing as expected. How does the Company manage this aspect?

The Chairman assigned Mr. Chatchai Thiamtong, the Acting President of Television Business, to answer this question. Mr. Chatchai announced to the meeting that the presentation in the video has already answered covering the information regarding this question. However, he further elaborated that the Company plans to expand its viewer base by increasing the variety of programs. When the viewer base expands, there is an opportunity to increase advertising revenue which is the core business. Regarding the distribution of the content, the Company has expanded its market beyond its original focus on revenue from within the country and Asian countries to expand in the global level, opening markets in Latin America, Europe, and South Africa. It is also working to increase customers in Southeast Asia which is the primary market. Also, the OTT technology has played a significant role, leading to an increase in players and distribution channels for the Company’s programs. In the digital business segment, the Company is making efforts to reach the viewers through partner platforms such as Youtube, Facebook, and Tiktok, which are significant sources of revenue for the Company. In addition, the Company has developed a platform called “Ch3plus” which offers various channels for viewers to watch content without pay, including watching past dramas. Moreover, the Company has introduced “Ch3plus



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premium”, which is a subscription-based channel and has approximately 180,000 subscribers. This year, the Company has been able to increase subscribers at a relatively good rate by changing its policy from offering some past contents for free to offering some contents for free to attract viewers to the subscription system. These efforts aim to increase revenue from the existing business model.

In terms of new business ventures, the Company leverages its existing business foundation, which is film production, utilizing the Company’s actors and actress and capabilities to reach the viewers in another format. Last year, the Company achieved success with the film “Tee Yod”, rapidly over a hundred one million Bath in revenue and earning over 400 million Bath in nationwide. Additionally, the Company has been able to open up the film market in several foreign countries. While the majority of revenue from selling copyrights of “Tee Yod” was realized last year, there are still some parts that will contribute to the Company’s income and profit this year, especially from licensing rights to other entrepreneurs, both domestically and internationally. Moreover, this year, the Company plans to release two films for viewers to enjoy in the latter half of the year. Apart from films, the Company also plans to produce music, introducing new artists, in which some of whom viewers may have already seen their work. The Company strives to accumulate experience and accumulate copyrighted artists and songs under its own banner.

In the upcoming opportunities, the Company will begin to venture into showbiz business, which will expand the Company’s revenue base beyond music production alone. In terms of artist management, domestic viewers should start to see new faces of artists from the channels that the Company has contracted to manage. The revenue comes in the form of artist management fees for hiring artists. Currently, the Company has around 30 new-generation artists who are being introduced to the audience, aiming to generate income in this aspect. The Company will continue to try to introduce new artists to expand this business further. Moreover, the Company is seeking opportunities to expand into other businesses, whether they can promote the potential of the Company’s existing business or other businesses that will strengthen the Company’s future. This is because the Company has resources, besides manpower, it also has copyright program and remaining revolving funds. These are the Company's efforts in seeking business opportunities to expand, find new sources of revenue and profit, for shareholders’ benefit.

The secretary announced at the meeting that this agenda was to approve the financial statement for the fiscal year end on 31 December 2023 and acknowledge the relevant auditor’s report. The resolution for this agenda item must be passed with a majority of the total votes cast by shareholders present and voting. The meeting has requested that shareholders cast their votes using the Inventech Connect voting system.

The Chairman assigned the Secretary to conclude voting result and inform to the Meeting. During this agenda, there were a total of 58 shareholders and proxies attending the Meeting, having 1,178,174,015 cast votes. The non-voting which was not counted as cast votes is 0 cast vote. The Meeting resolved by a majority vote of the shareholders attending the Meeting, with 1,178,174,015 affirmative votes, representing 100.00% of the quorum, and 0 negative votes, representing 0.00% of the quorum without any voided ballot.

Resolution: The Meeting, resolved by majority of the shareholders who attended the Meeting and casted the vote, considered and approved the financial statement for the fiscal year ending December 31, 2023, as proposed.



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3. To consider and approve allocation of the net profit as a legal reserved fund, and approve the dividend payment for the year 2023:

Mr. Piriyaadit Choophungart, EVP - Finance and Accounting, informed to the Meeting that the AOA required the Company to allocate part of its annual net profit as a reserved fund according to the law in the amount of not less than 10% of its registered capital. In addition, the dividend payment was to be made from the Company's profit. If the Company had accumulated losses, the dividend payment was prohibited. The dividend payment required the Shareholder Meeting's approval. Nevertheless, the Board of Directors might pay interim dividends to shareholders from time to time, if the Board of Directors deemed that there was sufficient profit to do so. Upon the announcement of interim dividend payment, the Board of Directors must report such payment to the subsequent Shareholders Meeting for acknowledgement.

The Company has already allocated a reserved fund in the amount of Baht 200,000,000 (Two Hundred Million Baht) or 10% of its registered capital in accordance with the law and the Company's Articles of Association. In addition, the Company had a policy to pay dividend of not less than 50 percent from the net profit of the shareholder's equity as described in the consolidated financial statements after deduction of legal reserves and other reserves of each year. The payment of dividend was based on the economic and market conditions, the Company's cash flow status, and the future investment plan.

For 2023, BEC World Group had net profit which is BEC World's shareholders' equity as shown in the consolidated financial statements in the amount of 210,005,187 Baht (Two Hundred Ten Million Five Thousand One Hundred and Eighty-Seven Baht) and the remaining unallocated retained earnings as of 31 December 2023 as shown in the consolidated financial statements in the amount of 2,808,888,797 Baht (Two Thousand Eight Hundred Eight Million Eight Hundred Eighty Eight Thousand Seven Hundred and Ninety Seven Baht). The Company had net profit shown in the separated financial statement in the amount of 82,841,556 Baht (Eighty-Two Million Eight Hundred Forty One Thousand Five Hundred and Fifty Six Baht) and the remaining unallocated retained earnings of the Company as of 31 December 2023 in the amount of 4,209,864,172 Baht (Four Thousand Two Hundred Nine Million Eight Hundred Sixty Four Thousand One Hundred and Fifty Two Baht).

The Board of Directors opines to propose AGM 2024 to allocate the profit of 2023 to be dividend of 2023 at the rate of Baht 0.06 per share (Six Satang per share), totally, Baht 120,000,000 (One Hundred Twenty Million Baht), equivalent to 57.14% of net profit in 2023 from operation result in consolidated financial statements. The Board of Directors proposes to pay the dividend, from retained earning of Company which shall pay corporate income tax at the rate of 20% of net profit and to impose the names of the shareholders who are entitled to receive the dividends in which the Company shall fix the Record Date on 8 May 2024 and the Board of Directors proposes to pay the dividend on Thursday, May 23, 2024.

In conclusion, after deducting the dividend payment, the remaining for unallocated accumulative profit of the Company is Baht 4,089,864,172 (Four Thousand Eighty Nine Million Eight Hundred Sixty Four Thousand One Hundred and Seventy Two Baht) as stated in the separated financial statement of the Company and Baht 2,688,888,797 (Two Thousand Six Hundred Eighty Eight Million Eight Hundred Eighty Eight Thousand Seven Hundred and Ninety Seven Baht) as stated in consolidated financial statement.



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Voting requirement: This agenda requires an affirmative resolution of a majority vote of the total number of votes of the shareholders who attend the meeting and cast their votes.

The Chairman asked the Meeting for consideration.

When the deadline for questions or suggestions had passed, Mr. Chakrit informed the meeting that for agenda 3rd, there was no participant who asked questions or made any suggestions.

The secretary informed the meeting and requested all attendees to cast their votes using the Inventech Connect voting system.

The Chairman assigned the Secretary to announce the result of the vote. During this agenda, there were a total of 58 shareholders attending the Meeting, having 1,178,174,015 cast votes with 0 abstention, not included in the vote. The Meeting resolved by a majority vote of the shareholders attending the Meeting, with 1,178,174,015 affirmative votes, representing 100% of the quorum, and 0 negative votes, representing 0% of the quorum without any voided ballot.

Resolution: The Meeting considered and resolved by majority votes of the shareholders who attended the Meeting and casted the vote, approving the profit allocation as a reserve fund and to be dividend of 2023 at the rate of Baht 0.06 per share (Six Satang per share), totally, Baht 120,000,000.- (One Hundred and Twenty Million Baht), equivalent to 57.14% of net profit in 2023 from operation result in consolidated financial statements. The Board of Director proposes to pay the dividends, from retained earnings of Company which has to pay corporate income tax at the rate of 20% of net profit and to impose the names of the shareholders who are entitled to receive the dividends in which the Company shall fix the Record Date on May 8, 2024, and approve to pay the dividends on May 23, 2024 as proposed by the Board of Directors.

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

This Meeting agenda is to propose Miss. Amphorn Maleenont, Mrs. Ratchanee Nipatakusol, Mr. Prathan Rangsimaporn, Mr. Manit Boonprakob and Dr. Tatchapol Poshyanonda who were former Directors and retired this year to be re-elect for another term. Before this Meeting agenda, Miss. Amphorn Maleenont, Mrs. Ratchanee Nipatakusol, Mr. Prathan Rangsimaporn, Mr. Manit Boonprakob and Dr. Tatchapol Poshyanonda left the Meeting to allow the Meeting to discuss and consider the matter freely.

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

For the year 2024, there are five directors who are due by rotation retirement, comprising of two executive directors and three independent directors, as follows:

- | | | |
|--------------------------------|---|----------------------------------------------------------------------------|
| (1) Miss Amphorn Maleenont | - | Executive Director, Authorized Director |
| (2) Mrs. Ratchanee Nipatakusol | - | Executive Director,
Member of the CG Committee, and Authorized Director |



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- (3) Mr. Prathan Rangsimaphorn - Independent Director,
Member of the Audit and Risk Committee,
Chairman of the Nomination and Remuneration Committee
- (4) Mr. Manit Boonprakob - Independent Director,
Member of the Audit and Risk Committee,
Member of the Nomination and Remuneration Committee
- (5) Dr. Tatchapol Poshyanonda - Independent Director

The Nomination and Remuneration Committee was of the view that, under the nomination criteria, the above five retired directors, are qualified under the Public Limited Companies Act and have no offence record under the Securities and Exchange Act.

Furthermore, previously, the retired directors performed their duty with responsibility, care, and honesty, which was in accordance with the relevant law, the Company's objectives, AOA, and the resolutions of Shareholders Meeting. In addition, the retired directors are expert and have good knowledge in the Company business which is very beneficial for the Company. Moreover, pursuant to the AOA of the Company, there is no restriction to re-elect the directors who are due by rotation retirement as directors for another term. After consideration, the Nomination and Remuneration Committee recommended the Board of Directors to consider and proposed to the Annual General Shareholders Meeting of 2024 to re-elect the said five retired directors to be directors for another term. The proposed directors' personal background and experience are presented in the supporting documents for the 4th agenda.

The Board of Directors considered the opinion of the Nomination and Remuneration Committee, by considering the appropriateness and the best interest of the Company. The Board of Directors also opined that the above five retired directors were qualified by law and had no prohibited characteristic as prescribed by law. In addition, all retired directors were expert, having good knowledge, vision and experience in media business, program production and sourcing business and other related business which was beneficial to the operation of the Company group and in accordance with relevant regulations. The Board of Directors has considered, thoroughly, then proposed AGM to re-elect (1) Miss Amphorn Maleenont (2) Mrs. Ratchanee Nipatakusol (3) Mr. Prathan Rangsimaporn (4) Mr. Manit Boonprakob and (5) Dr. Tatchapol Poshyanonda to be directors for another term.

The Chairman informed the Meeting to consider this proposal.

When the deadline for questions or suggestions had passed, Mr. Chakrit informed the meeting that for agenda 4.1-4.5, there were no attendees who asked questions or made any suggestions.

The Secretary informed the Meeting that this matter requires an affirmative resolution of a majority vote of the total number of votes of the shareholders who attend the Meeting and cast their votes. The Company allowed shareholders to consider and cast vote to elect each director in which the system would separate votes for each director accordingly.



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The Meeting is proposed to cast votes.

The Chairman assigned the Secretary to announce the result of the vote. There were no changes in the attendees listed as voting members for agenda 4.1-4.5. During this agenda, there were a total of 58 shareholders attending the Meeting, having 1,178,174,015 cast votes. The Meeting considered and casted their votes for each director who were due to retire by rotation as follows:

- 1.) Reappointing Miss Amphorn Maleenont to be the Company's director for another term with 0 abstentions (does not count to the vote), 1,172,504,515 affirmative votes, or 99.5187% of the quorum; 5,669,500 negative votes, or 0.4812% of the quorum; without any voided ballot.
- 2.) Reappointing Mrs. Ratchanee Maleenont, to be the Company's director for another term 0 abstentions (does not count to the vote), 1,172,504,515 affirmative votes, or 99.5187% of the quorum; 5,669,500 negative votes, or 0.4812% of the quorum; without any voided ballot.
- 3.) Reappointing Mr. Prathan Rangsimaporn to be the Company's director for another term with 100 abstentions (does not count to the vote), 1,151,173,405 affirmative votes, or 97.7082% of the quorum; 27,000,510 negative votes, or 2.2917% of the quorum without any voided ballot.
- 4.) Reappointing Mr. Manit Boonprakob to be the Company's director for another term with 100 abstentions (does not count to the vote), 1,151,173,405 affirmative votes, or 97.7082% of the quorum; 27,000,510 negative votes, or 2.2917% of the quorum without any voided ballot.
- 5.) Reappointing Dr. Tatchapol Poshyanonda to be the Company's director for another term with 100 abstentions (does not count to the vote), 1,178,173,915 affirmative votes, or 100% of the quorum; 0 negative votes, or 0.0000 % of the quorum without any voided ballot.

Resolution: The Meeting passed a resolution by a simple majority votes of the shareholders who attended the Meeting and casted the vote, to appoint Miss Amphorn Maleenont, Mrs. Ratchanee Nipatakusol, Mr. Prathan Rangsimaporn, Mr. Manit Boonprakob and Dr. Tatchapol Poshyanonda, who were due to retire to be directors for another term.

After finishing the 4th agenda Meeting, the Chairman invited Miss. Amphorn Maleenont, Mrs. Ratchanee Nipatakusol, Mr. Prathan Rangsimaporn, Mr. Manit Boonprakob and Dr. Tatchapol Poshyanonda, back to the Meeting.

5. To consider and approve director remuneration for the Year 2024:

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

The Nomination and Remuneration Committee considered the remuneration and benefit of directors of the Company and director in the sub-committee, by taking into the account of the appropriateness, role, duty,



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responsibility, economic factor, target and overall Company operation result. The directors' remuneration and benefit shall be suitable to the duty and responsibility, also comparable to the other companies, having the same size of business and asset, and being in the same industry. Previously, the Company had paid director consideration in the form of meeting allowance and compensation to directors.

The Board of Director considered the opinion of the Nomination and Remuneration Committee also the factor of the suitability to the duty, the scope of responsibility, the reasonableness, the performance of directors, the suitability to the type of business and the business expansion, by comparing with the director consideration other listed companies, having the same size of business and being in the same industry, subsequently, opined that the Shareholder Meeting should fix the remuneration for director for 2024, which was equal to the consideration of the previous year, as follows:

A. The meeting allowance:

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

B. Compensation: in the amount of Baht 18,000,000 (Eighteen Million Baht), equal to the previous year. In addition, the Company requests the shareholders meeting to assign directors to allocate and use this budget as deemed appropriate.⁸

In addition, the above director remuneration for 2024 is equal to the consideration for 2023, which is 0.00% change compared to the previous year.

When the deadline for asking questions or giving advices has elapsed, Mr. Charkrit announced that there were no attendees who asked questions and gave advice in the 5th agenda.

The Secretary informed that this matter requires an affirmative resolution of a two-third vote of the total number of votes of the shareholders who attend the meeting.

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

Thereafter, the Chairman assigned the Secretary to announce the result of the vote. During this agenda, there were a total of 58 shareholders attending the Meeting, having 1,178,174,010 cast votes. The Meeting resolved by not less than two-thirds of the total votes of the shareholders who attended the Meeting with 0 abstention (does not count to the vote), representing 0.0000%. The Meeting resolved by the votes from the shareholders attending



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the Meeting and cast their vote at 1,178,074,010 affirmative votes, representing 99.9915% of the quorum, and 100,000 negative votes, representing 0.0084% of the quorum without any voided ballot.

Resolution: The Meeting considered and resolved by not less than two-thirds of the total votes of the shareholders who attended the Meeting approving the directors' compensation for the year 2024, as proposed, which are

- A. The meeting allowance:
- 1.) The meeting allowance for each director meeting should be fixed at the same rate as the previous year, as follows:
 - For the Chairman of the Board of Director shall be fixed at Baht 30,000 (Thirty Thousand Baht).
 - For other directors shall be fixed at Baht 20,000 (Twenty Thousand Baht).
 - 2.) The meeting allowance for each meeting of any sub-committee should be fixed as follows:
 - For the Chairman of each Committee shall be fixed at Baht 25,000 (Twenty-Five Thousand Baht).
 - For each member of the committee shall be fixed at Baht 20,000 (Twenty Thousand Baht).
- B. Compensation: in the amount of Baht 18,000,000 (Eighteen Million Baht), equal to the previous year In addition, the Company requests the shareholders meeting to assign directors to allocate and use this budget as deemed appropriate.

6. To consider and approve the appointment of auditor and auditing fee for the Year 2024:

Mr. Piriyaadit Choophungart, Executive Vice President - Finance and Accounting informed the Meeting that the Public Limited Companies Act specified that the Shareholders Meeting must appoint auditor and fix auditing fee of the Company every year, provided that the same auditor may be re-appointed. The Audit & Risk Committee has been assigned by the Board of Directors to select and propose the appointment or dismissal of the BEC Group Company's auditor including the remuneration. The Audit & Risk Committee recommended the Board of Director to nominate the following auditors: (1) Dr. Virach Aphimeteetamrong, CPA# 1378 and/or; (2) Mr. Chaiyakorn Aunpitipongsa CPA#3196, and/or; (3) Mr. Apiruk Ati-anuwat CPA# 5202, and/or; (4) Miss Ratcharin Charoenkichpailert CPA#7037 of Dr. Virach & Associates Office, for the fiscal year 2024, due to their abilities, expertise and reliability. In addition, their performance in the past is acceptable and reliable. They are also independent auditors, having no personal relationship or interests with the Company and its subsidiaries, executives, major shareholders or related person of such aforesaid person. Also, there is no transaction which could have a conflict of interest. In this regard, Mr. Chaiyakorn Aunpitipongsa is the auditor who has certified the financial statement of the Company for one year, since 2022 until present.

The Audit and Risk Committee considered and agreed to propose to the Broad of Directors Meeting to consider propose to the Annual General Shareholders Meeting in 2024 to appoint Dr. Virach Aphimeteetamrong, CPA# 1378 and/or Mr. Chaiyakorn Aunpitipongsa CPA# 3196 and/or Mr. Apiruk Ati-anuwat CPA# 5202, and/or Miss Ratcharin Charoenkichpailert CPA#7037 of Dr. Virach & Associates Office Company Limited as the Company's auditors for the fiscal year 2024.



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Before presenting the auditing fees for 2024, the Board of Directors would like to inform the Meeting that the actual auditing fees paid for 2023 is 3,585,000 Baht which is equal to the approved auditing fees by AGM of 2023.

With respect to auditing fees for 2024, the auditor proposes the auditing fee at the rate of 3,675,000 Baht (Three Million Six Hundred Seventy Five Thousand Baht) which is more than the auditing fees of 2023 for 90,000 Baht (Ninety Thousand Baht) or equivalent to 2.51% in which the auditing fees of the Company is 1,450,000 Baht (One Million Four Hundred Fifty Thousand Baht), which is more than the auditing fees of last year for 20,000 Baht (Twenty Thousand Baht), and the auditing fees of subsidiaries is 2,225,000 Baht (Two Million Two Hundred Twenty Five Thousand Baht), which is more than the auditing fees of last year for 25,000 Baht (Twenty Five Thousand Baht). The said auditing fee is adjusted to be appropriated with the increased amount of work due to the business expansion plan and the additional investment plan.

	Auditing Fee (Baht)			
	for 2024 (the year proposed for consideration)	for 2023	(+/-)	(+/-) (%)
Total auditing fees of the Company's group	3,675,000	3,585,000	90,000	2.51%
- The auditing fees for Company	1,450,000	1,430,000	20,000	1.40%
- The auditing fees for subsidiaries	2,225,000	2,155,000	70,000	3.25%

The Audit and Risk Committee was of the view that the proposed auditing fee was appropriate and was suitable with the adjustment of the expected amount of work which is expected to be increased due to the business plan of the BEC Group Company. The Audit and Risk Committee therefore proposed the above auditing fee to the Board of Directors Meeting for proposing their opinion to the AGM 2024 for approval.

The Board of Directors agrees with the suggestion of the Audit and Risk Committee that the Shareholder Meeting should approve to appoint Dr. Virach Aphimeteetamrong, CPA# 1378 and/or Mr. Chaiyakorn Aunpitipongsa CPA# 3196 and/or Mr. Apiruk Ati-anuwat CPA# 5202, and/or Miss Ratcharin Charoenkichpailert CPA#7037 of Dr. Virach & Associates Office Company Limited as the Company's auditors for the fiscal year 2024. Also, the Shareholder Meeting should approve the auditing fees of the Company and subsidiaries at 3,675,000 Baht (Three Million Six Hundred Seventy Five Thousand Baht), which are the auditing fees for the Company in the amount of 1,450,000 Baht (One Million Four Hundred Fifty Thousand Baht) and the auditing fees for subsidiaries in the amount of 2,225,000 Baht (Two Million Two Hundred Twenty Five Thousand Baht). In addition, the Board of Directors was of the view that the proposed auditing fees was appropriate and was suitable with the expected to be increased in accordance with BEC Group Company's business plan.

The Chairman informed the Meeting that this matter requires an affirmative resolution of a majority vote of the total number of votes of the shareholders who attend the Meeting and cast their votes.



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

When the deadline for asking questions or giving advice has elapsed, Mr. Charkrit announced that there were no attendees who asked questions and gave advice in the 6th agenda.

Subsequently, the Chairman assigned the Secretary to announce the result of the vote to the Meeting. During this agenda, there were a total of 58 shareholders attending the Meeting, having 1,178,173,915 cast votes with 0 abstention, not included in the vote. The Meeting passed a resolution by a majority vote of the shareholders attending the Meeting and voting with 1,178,173,915 affirmative votes, representing 99.9999% of the quorum, and 100 negative vote, representing 0.0000% of the quorum without any voided ballot.

Resolution: The Meeting considered and resolved by majority of the shareholders who attended the Meeting and casted the vote, to appoint Dr. Virach Aphimeteetamrong, CPA# 1378 and/or Mr. Chaiyakorn Aunpitipongsa CPA# 3196 and/or Mr. Apiruk Ati-anuwat CPA# 5202, and/or Miss Ratcharin Charoenkichpailert CPA#7037 of Dr. Virach & Associates Office as the Company's auditors for the fiscal year 2024, and fix the total auditing fee in 2024 for the Company Group and BEC World Group's subsidiaries in the amount of Baht 3,675,000 million (Three Million Six Hundred Seventy Five Thousand Baht), which are the auditing fees only for the Company in the amount of Baht 1,450,000 (One Million Four Hundred Fifty Thousand Baht).

The Chairman informed the Meeting that at this moment, the Meeting already covered all agenda. The Chairman then gave the executives to answer the questions that was not related to the agenda of the Meeting which the shareholders and proxies inquired by submitting a question paper during the Meeting. In this regard, this question-and-answer session was for the purpose of clarification and exchanging of ideas only. There was no consideration and vote for this matter.

- Question from Miss Raksina Promchot, the delegate appointed by the Thai Investors Association

Miss Raksina Promchot would like this question to be proposed after the conclusion of agenda the conclusion of agenda 6th. She inquired that the Thai Investor Association has a policy to propose that companies listed on the Stock Exchange of Thailand hold general/extraordinary shareholders' meetings in a hybrid format, combining on-site meetings and online-meetings to facilitate convenient interaction, communication and inquiry among shareholders, executives, and committees according to the circular letter from the Securities and Exchange Commission (SEC) No. 2/2024 regarding cooperation in organizing general shareholder meetings, dated on January 10, 2024.

Therefore, Miss Raksina proposed for your consideration the implementation of a Hybrid meeting format in accordance with the policy of the Thai Investors Association as outlined above.

The Chairman stated that the Board of director acknowledged and appreciated this suggestion which will be taken into consideration for future deliberations regarding shareholders' meetings.



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- Question from Mr. Konlawath Punya, shareholder attending the Meeting by himself

Mr. Konlawath inquired the issue about the current trend where Boy love/Girl love is gaining popularity in Thailand and abroad. He asked whether Channel 3 has any business plans related to this market.

The Chairman assigned Mr. Chatchai Thiamtong, the Acting President of Television Business, to answer this question. Mr. Chatchai explained that Channel 3's business plan for BL series (Boy Love) this year includes one completed series, "Kun Dai Pai Tor" ("You're There"), and another one currently in production. As for GL series (Girls Love) or Yuri, one series titled "Jai Sorn Ruk" ("Hidden Love") is in production and is scheduled to broadcast around June. GL series features well-known actresses who have previously starred in several Channel 3 dramas over the past two years.

Regarding future plans for BL/GL series production, Mr. Chatchai stated that they are monitoring audience trends closely. From observing viewer preferences, they are beginning to see signs that the popularity of BL series is waning. Additionally, both BL and GL series face time constraints, which need to be carefully managed. Shareholders are assured that the management team will not ignore this issue and Channel 3 will be always trending. They will closely follow audience preferences to plan dramas that align with viewers' interests. However, due to the niche audience of BL/GL series, especially in terms of events and artist management, actors and actresses in BL/GL series may build fanbases more quickly. Also, the productions of BL/GL series is faster compared to prime-time dramas, which typically take longer to produce.

- Question from Mr. Piyaphong Prasartthong, a shareholder attending the Meeting by himself

Mr. Piyaphong inquired regarding the ratings of "Love Destiny 2", which was broadcast last year and is currently re-broadcast, and how popular it is.

The Chairman assigned Mr. Chatchai Thiamtong, the Acting President of Television Business, to answer this question. Mr. Chatchai explained that the ratings for the rebroadcast of the series "Love Destiny 2" are not as high as the first broadcast. This is a natural occurrence for rebroadcast, especially for "Love Destiny 2," which achieved very high ratings during its first broadcast ("first run"). Some episodes even reached ratings of up to 2 digits, and on some days, ratings reached up to 12, considering that it was broadcasted on both TV and online platforms for viewers to watch as catch-up content, including Ch3Plus and partner platforms that purchased licenses. This resulted in millions of viewers. It is natural for the ratings of rebroadcast to be lower than the first broadcast. However, Channel 3 believes that there will be viewership during the primetime slot (7:00 PM), which may not have watched the first broadcast last year. Channel 3 uses the rerun of the series "Love Destiny 2" as an opportunity to improve the quality of programming during the 7:00 PM time slot. The current program schedule uses rebroadcasting at 6:00 PM to attract viewers to watch the second slot of the new series from 7:00 PM to 8:00 PM, followed by the third slot at 8:30 PM (post-news drama), which the length is about one and a half hours.

Recently, the market has offered lower advertising rates for the primetime drama slot compared to post-news dramas. At the beginning of this trend in the industry, primetime dramas, which are aired at 7:00 PM,



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had higher advertising revenue. However, the truth is that the advertising rates per minute during the primetime slot are lower than post-news dramas, while the production costs for dramas are not significantly different.

When considering future directions for profitability, it becomes necessary to adjust advertising rates. This is a key reason why Channel 3 chooses to utilize reruns at various times. While Channel 3 produces content for viewership, the channel itself does not directly earn revenue from viewership. Direct revenue from viewers comes from the ch3plus premium platform, where viewers must pay a subscription fee. Currently, there are nearly two hundred thousand subscribers, while television viewership reaches up to four million people nationwide. Channel 3 earns revenue from advertising sales. To generate income, it's necessary to carefully select content that will attract a large audience and schedule it appropriately throughout the day. Television stations opting for reruns must ensure advertisers that there will be a significant viewership. While the decision to air reruns may disappoint some viewers, it's necessary for the business to remain profitable. The Company hopes that viewers will understand and continue to support the channel going forward.

- Question from Mr. Chakpetch Charoenwilaisuk, shareholder attending the Meeting by himself asked questions as follows:
 - 1) Questions regarding BEC Studio 1) Is there another drama produced by BEC Studio that has not yet broadcast? When will it be broadcast? 2) What are BEC Studio's plans for this year? Will there be additional productions?

The Chairman assigned Mr. Chatchai Thiamtong, the Acting President of Television Business, to answer this question. Mr. Chatchai explained that there is still one drama produced by BEC Studio that has been completed but has not yet aired. The sales team is currently considering selling the rights to entrepreneurs interested in original content or what we call Day Before Broadcasting (DBB). However, it is understood that the buyer market has recently become narrower because purchasing original content rights through DBB requires a significant budget for promotion. On the other hand, if purchased through Simulcast or what is known as Day of Broadcasting (DOB), which is seen on the main OTT platforms in the country, there is leverage from Channel 3's broadcasting as content advertisement to attract viewers directly to the OTT operators. Therefore, the sale of DBB must wait for opportunities. However, BEC Studio has sent scripts of their dramas to pitch to customers.

BEC Studio is attempting to find ways to create organic growth and produce content. It must be acknowledged that producing content first before selling it as original content to OTT platforms is different from producing for broadcasting on Channel 3, as it generates revenue from advertising, especially post-news drama advertisement and airing on partner platforms like YouTube, which also shares advertisement revenue. Although creating contents used high budgets are a risk, the Company is committed to providing returns to shareholders, the board, and management, and its mission is to continuously grow the Company, expanding channels to reach and access viewers more easily.



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- 2) Is there any plan to acquire a content creator Company to strengthen the Channel, similar to what Workpoint did with its recent its acquisition?

Mr. Chatchai explained that the Company is actively seeking opportunities to venture into new businesses. There is a dedicated management team working specifically on this, and he himself, in his capacity as the acting, frequently discusses this with the team. The Company group has sufficient circulating funds and shares the view that Channel 3 is in a position where it needs to start exploring ways to enhance its current business. Initially, the Company group aimed to strengthen or expand its existing capabilities which led the track is narrow. However, the Company group has been making consistent efforts. Examples of this can be seen in various programs today. The Company has lowered its level of aspirations from seeking to enhance its capabilities to focus on what we can manage within projects where we have a stake. The management team is open to considering discussions if any shareholders have expertise in business development. They are willing to engage in discussions about potential business opportunities. If there are interesting proposals, the management team is interested in considering them to foster organic growth within the Company group, as previously mentioned.

- 3) Is there any idea to send the actors or actresses to new channels to increase fanbases, such as online programs not produced by the Channel?

Mr. Chatchai stated that the management team is working on it. When the management team operates online programs, it must acknowledge that online media caters to specific groups. Shareholders asking questions may not have noticed or it is possible that the work the Company is doing has not yet generated interest or awareness among shareholders. In the future, the Company will expand the channels for distributing the content it creates. This may involve placing content that has not yet been aired on the Company's online media platform, ch3plus, for shareholders to view. The Company has already placed various programs on the platform, not just rebroadcasts, but also new clips, new programs, news programs, and talk shows.

In the future, BEC Studio will increase the production of content for online channels. The Company will expand its broadcasting on channels such as ch3plus and partner channels, including YouTube, Twitter, and TikTok. Channel 3 has a presence on all platforms, but there may be algorithms that limit access, requiring shareholders to make a little effort to access the content. Sometimes, the channel station has to invest in digital marketing to generate likes and make its actors and actresses known to the audience through online media, so they are recognized for their work.

- Question from Mr. Pongsaphak Imero, a shareholder attending the Meeting by himself asked questions and gave suggestions as follows:

- 1) Currently, is there rating box still necessary since there are only 3,000 boxes nationwide? How does this affect advertising sales compared to the popularity trend on social media? Although Channel 3's drama series have been popular, the ratings may not be as high as expected. How does the Channel 3 view this issue?



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Mr. Chatchai responded to this question by stating that the National Broadcasting and Telecommunications Commission (NBTC) has allocated a portion of the budget to the Digital Association to collaborate with the private sector. Currently, the private sector referred to is Nielsen, the owner of the 3,000 rating boxes mentioned by the Shareholder. The expansion of audience measurement and reporting via non-television media is still under development. It remains to be seen how businesses will conclude their negotiations with Nielsen as there are areas that require further development and improvement. Nielsen has acknowledged this, and they have provided television viewing reports via non-traditional media to television operators. When combining viewer behavior from television and online media through OTT platforms, it is believed that the viewership for Channel 3 has increased, surpassing that of other channels. However, the increase is estimated to be around 10%, which some may not consider significant. Moreover, the industry is currently experiencing a buyer's market, where conditions not favorable to buyers will be disregarded. Buyers will prioritize factors that benefit them and pressure broadcasters. If Channel 3's bargaining power improves, it will also positively impact the business of the BEC Group.

- (2) Mr. Pongsaphak would like Channel 3 to consider organizing a talent search program to discover new actors and actresses to join the Channel, similar to the format of "The Face Thailand" but changing from a model competition to the search for new actors and actresses. The audition should be opened nationwide, and popular actors and actresses on Channel 3 are mentors, including the producers will provide challenges for each episode. Then, the top 3 contestants will make a contract with Channel 3 to become actors or actresses under Channel 3 together with starring in new dramas immediately. This part could be classified as a reality show and is likely to be popular. Additionally, Mr. Pongsaphak suggested Channel 3 acquire the rights to remake the series "The Untamed" into a Thai version.

The Chairman assigned Mr. Chatchai Thiamtong, the Acting President of Television Business, to answer this question. Mr. Chatchai expressed gratitude for the shareholders' feedback and saw it as a valuable suggestion. He emphasized that Channel 3 does not ignore the recruitment of quality new artists and actors, as sourcing for new programs is a primary responsibility. There are various methods for talent scouting, and the one suggested by the shareholders is one of them, which Channel 3 has consistently employed in the past. However, there have been instances where Channel 3 has not discovered new artists despite the investments made. Additionally, programming decisions must consider the audience's preferences to ensure entertainment for audiences. Therefore, program production must be engaging and inclusive, with storytelling and presentation methods being key considerations. Also, the process of recruiting new artists and actors is ongoing.

- (3) When will the Company appoint a new managing director? Is it possible that executives from the Maleenont group, which is the major shareholder, will be appointed to this position?

The Chairman explained that the issue of appointing a new managing director is currently under consideration by the Board of director which is progressing adequately.



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- (4) Mr. Pongsaphak would like to suggest that Channel 3 reduce the production of remake dramas and focus on new novels or new plots. Additionally, he advised Channel 3 to enhance the quality control of television programs.

The Chairman responded by acknowledging the recommendations for further consideration.

- (5) Mr. Pongsaphak would like to praise Channel 3 for organizing the 54th Entertainment Fair “3 Miracles” on March 23rd, 2024. This year, Channel 3 received praise from the fans and attendees, both in-person and at home, stating that the shows were exceptionally well done. There were new and unique elements each year, and the venue was suitable. However, Mr. Pongsaphak would like to suggest for consideration. The restroom facilities were insufficient for the attendees' needs. For future events, it would be beneficial to increase the number of mobile restrooms available for attendees.

Additionally, for future events, Mr. Pongsaphak recommended incorporating new sports competitions to allow female actors from the channel to participate, similar to male actors. This could include traditional sports like relay races, long-distance running, or tug-of-war, which would attract more viewers due to the diverse and unique activities, different from previous years.

Mr. Chatchai, as a representative, would like to acknowledge and consider the suggestions for future event planning. Additionally, he provided information during the meeting regarding the Company's team being cautious about the safety of actors and actresses. Some sports competitions may pose injury risks to the participants. In the past, Channel 3 has allowed female actresses to participate in competitions to enhance the excitement of the event. However, there have been instances where actresses were injured during the competitions. Therefore, the format was adjusted to involve both male and female actors in processions to interact closely with Channel 3 fans attending the event and those watching the live broadcast at home. This approach requires significant investment. Nevertheless, as a team representative, Mr. Chatchai expresses gratitude for the suggestions and welcomes further input from shareholders. The team will explore new activities to enhance the viewing experience both at the venue and for those watching live broadcasts at home.

The Chairman informed the Meeting that at this moment, the Meeting has followed each agenda, in which the Meeting has been informed all the detail today, including the voting and certifying of all agendas. Should any shareholder have any question or suggestion, please leave the question, or contact the investor relations of the Company. The investor relations division will collect all questions and answers on the Company's website for acknowledgement of shareholders and investors. The Chairman as the representative of the Board of Directors would like to thank all shareholders/proxies who sacrificed their valuable time to attend this Meeting.



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The Chairman, closed the Meeting at 4.30 p.m.

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

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

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