

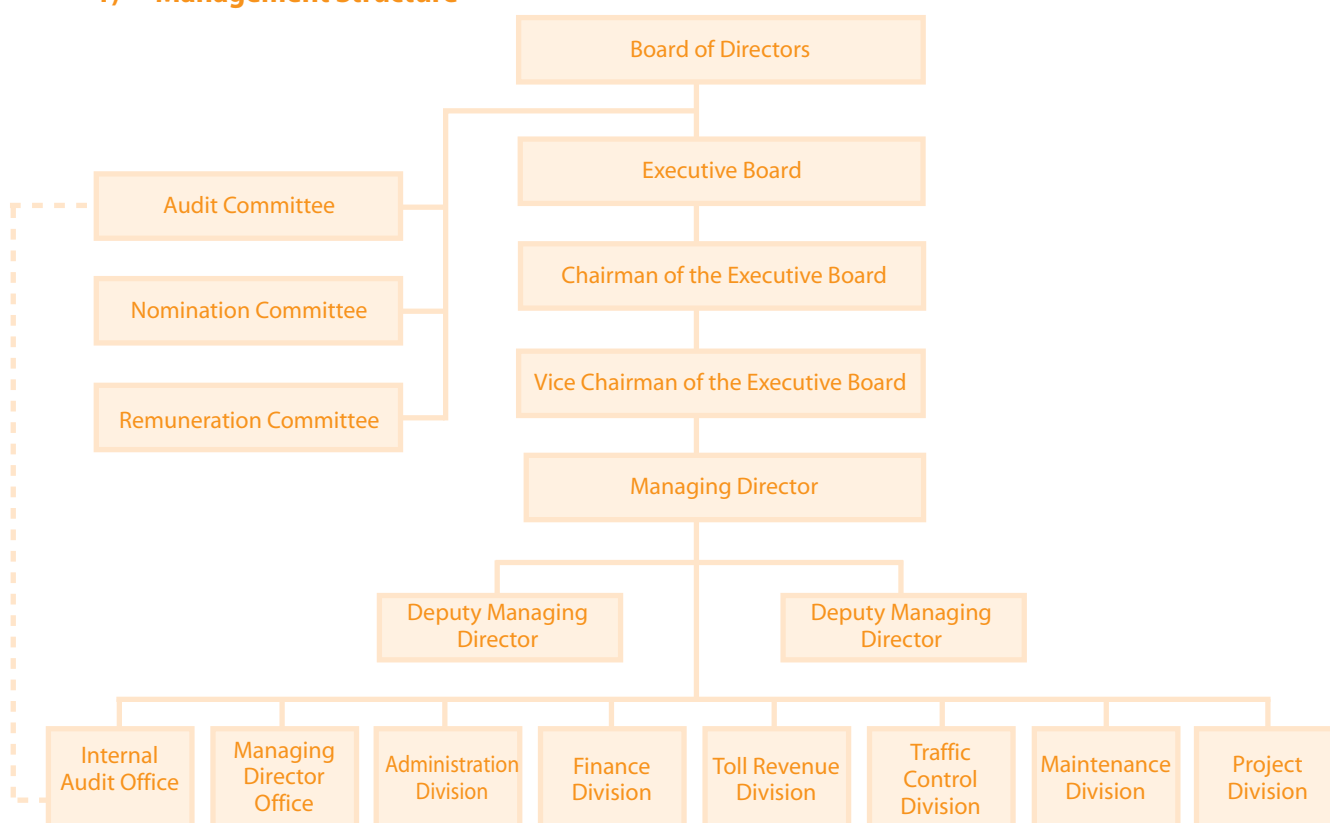
The Company's dividend payments during the past five years are as follows:

Dividend from Operations	Dividend Declared (Million Baht)	Dividend per share (Baht)	Net Profit (Million Baht)	Percentage of Dividend to Net Profit
2001	578	0.75	874	66
2002	770	1.00	878	88
2003	1,155	1.50	1,233	94
2004				
- First half	770	1.00	943	82
- Second half	770	1.00	973	79
Total in 2004	1,540	2.00	1,916	80
2005				
- First half	385	0.50	747	52
- Second half	385 <sup>(1)</sup>	0.50 <sup>(1)</sup>	741	52
Total in 2005	770	1.00	1,488	52

<sup>(1)</sup>This is included in the agenda for the 2006 Annual Ordinary General Meeting of Shareholders on 5 April 2006.

## Management

### 1) Management Structure



The Company's management structure comprises five committees, namely, the Board of Directors, the Executive Board and the Audit Committee, the Nomination Committee, and the Remuneration Committee, as well as management team. The Board of Directors shall include four independent directors with the following qualifications:

1. Holding no more than five percent of the paid-up capital of the Company, subsidiary company, associated company, related company, including such shares held by related persons;
2. Having no involvement in the management of the Company, subsidiary company, associated company, related company or any major shareholder of the Company, and not being an employee, a staff member or an advisor receiving a regular salary from the Company, subsidiary company, associated company, related company or any major shareholder of the Company;
3. Having no benefit or interest, whether directly or indirectly, in any financial matters or management of the Company, subsidiary company, associated company, or any major shareholder of the Company, and having no benefit or interest in such manner during the period of one year prior to such appointment as director, except where the Company's Board of Directors has carefully considered that such previous benefit or interest shall not affect the directors' independence in the performance of duties and provision of opinions;
4. Not being a related person or a close relative of an executive or major shareholder of the Company;
5. Not being a director who is appointed as representative to protect the benefit of any director, major shareholder or any shareholder who is a related person of any major shareholder of the Company;
6. Being able to independently perform duties and provide opinions or report the results of the performance of duties as assigned by the Board of Directors, without being under control of any executive or major shareholder of the Company, including any related person or close relative of such person.

**(1) Board of Directors**

As at 31 December 2005, the Company's Board of Directors has 12 directors, whose names are listed below (as per the details in the attachment):

1. Dr. Virabongsa Ramangkura Chairman of the Board of Directors (Independent Director)  
(Term of office from 7 April 2005 until the 2008 Annual Ordinary General Meeting of Shareholders)
2. Prof. Suphachai Phisitvanich Director (Independent Director)  
(Term of office from 8 April 2004 until the 2007 Annual Ordinary General Meeting of Shareholders)
3. Gen. Sampao Choosri Director (Independent Director)  
(Term of office from 26 February, 2004 until the 2006 Annual Ordinary General Meeting of Shareholders)<sup>(1)</sup>
4. Prof. Dr. Kanok Wongtrangan Director (Independent Director)  
(Term of office from 7 April 2005 until the 2008 Annual Ordinary General Meeting of Shareholders)
5. Mr. Plew Trivisvavet Director (Executive Director)  
(Term of office from 7 April 2005 until the 2008 Annual Ordinary General Meeting of Shareholders)
6. Mr. Supong Chayutsahakij Director (Executive Director)  
(Term of office from 29 April 2003 until the 2006 Annual Ordinary General Meeting of Shareholders)
7. M.L. Prasobchai Kasemsant Director (Executive Director)  
(Term of office from 8 April 2004 until the 2007 Annual Ordinary General Meeting of Shareholders)
8. Mr. Panit Dunnvatanachit Director (Executive Director)  
(Term of office from 29 April 2003 until the 2006 Annual Ordinary General Meeting of Shareholders)

- |     |                        |                                     |  |
|-----|------------------------|-------------------------------------|--|
| 9.  | Mr.Tanachai Aruntat    | Director                            | (Executive Director)<br>(Term of office from 7 April 2005 until the 2006 Annual Ordinary General Meeting of Shareholders) <sup>(2)</sup> |
| 10. | Mr.Akadej Bijaphala    | Director                            | (Executive Director)<br>(Term of office from 8 April 2004 until the 2007 Annual Ordinary General Meeting of Shareholders)                |
| 11. | Mr.Sutas Sutanchainont | Director                            | (Non-Executive Director)<br>(Term of office from 7 April 2005 until the 2008 Annual Ordinary General Meeting of Shareholders)            |
| 12. | Mr. Suvich Pungchareon | Director and Secretary to the Board | (Executive Director)<br>(Term of office from 8 April 2004 until the 2007 Annual Ordinary General Meeting of Shareholders)                |

**Remarks** : (1) Appointed to replace General Chetta Thanajaro, whose term of office would last until the 2006 Annual Ordinary General Meeting of Shareholders.  
(2) Appointed to replace Mr. Dusit Tengniyom, whose term of office would last until the 2006 Annual Ordinary General Meeting of Shareholders.

### **Directors authorized to sign and bind the Company shall be as follows:**

Directors authorized to sign and bind the Company are Dr. Virabongsa Ramangkura, Mr. Plew Trivisvavet, Mr. Spong Chayutsahakij, M.L. Prasobchai Kasemsant and Mr. Suvich Pungchareon, whereby two of these five directors shall jointly sign and affix the Company seal.

#### **(2) Executive Board**

The Board of Directors appointed an Executive Board to assist in providing advice and suggestions to the management and make other arrangements as assigned by the Board of Directors. As at 31 December 2005, the Executive Board comprises seven executive directors as listed below:

- |    |                 |                |   |
|----|-----------------|----------------|---|
| 1. | Mr. Plew        | Trivisvavet    | Chairman of the Executive Board   |
| 2. | Mr. Spong       | Chayutsahakij  | Vice Chairman of the Executive Board  |
| 3. | M.L. Prasobchai | Kasemsant      | Executive Director  |
| 4. | Mr. Panit       | Dunnvatanachit | Executive Director  |
| 5. | Mr.Tanachai     | Aruntat        | Executive Director<br>(who replaced Mr. Dusit Tengniyom as from 7 April 2005) |
| 6. | Mr. Akadej      | Bijaphala      | Executive Director  |
| 7. | Mr. Suvich      | Pungchareon    | Executive Director  |

#### **(3) Audit Committee**

The Board of Directors appointed an Audit Committee to supervise the Company's operations. As at 31 December 2005, the Audit Committee comprises three independent directors as listed below:

- |    |                              |                          |
|----|------------------------------|--------------------------|
| 1. | Prof. Suphachai Phisitvanich | Audit Committee Chairman |
| 2. | Gen. Sampao Choosri          | Audit Committee Member   |
| 3. | Prof. Dr. Kanok Wongtrangan  | Audit Committee Member   |

The Audit Committee shall regularly meet at least every 3 months and report to the Board of Directors. In the year 2005, the Audit Committee convened 7 meetings.

#### **(4) Nomination Committee**

The Board of Directors appointed a Nomination Committee to assist in considering and selecting qualified persons to hold the position of the Company's directors, and the Managing Director. As at 31 December 2005, the Nomination Committee comprises three members as listed below:

- |    |                             |                               |
|----|-----------------------------|-------------------------------|
| 1. | Dr.Virabongsa Ramangkura    | Nomination Committee Chairman |
| 2. | Prof.Suphachai Phisitvanich | Nomination Committee Member   |
| 3. | Mr. Plew Trivisvavet        | Nomination Committee Member   |
- With a three year term of office.

**(5) Remuneration Committee**

The Board of Directors appointed a Remuneration Committee to assist in determining criteria for consideration of remuneration and determination of remuneration for directors and the Managing Director, as well as consideration of adjustment of salary rates and other remunerations for the Managing Director. As at 31 December 2005, the Remuneration Committee comprises three members as listed below:

- |    |                             |                                 |
|----|-----------------------------|---------------------------------|
| 1. | Dr.Virabongsa Ramangkura    | Remuneration Committee Chairman |
| 2. | Prof.Suphachai Phisitvanich | Remuneration Committee Member   |
| 3. | Mr. Plew Trivisvavet        | Remuneration Committee Member   |
- With a three year term of office.

**(6) Management Team**

As at 31 December 2005, the management team<sup>(1)</sup> of the Company comprises 11 persons as listed below:

- |     |                               |   |
|-----|-------------------------------|---|
| 1.  | Mr. Suvich Pungchareon        | Managing Director                               |
| 2.  | Mrs. Payao Marittanaporn      | Deputy Managing Director                        |
| 3.  | Mr. Somnuk Charnond           | Deputy Managing Director                        |
| 4.  | Mr. Sanguan Kunatinun         | General Manager of Project Division             |
| 5.  | Mrs. Sudruthai Prommart       | General Manager of Traffic Control Division     |
| 6.  | Mrs. Ngamnit Kanokgarnjanar   | General Manager of Administration Division      |
| 7.  | Mr. Phaisan Lertsalaluck      | General Manager of Maintenance Division         |
| 8.  | Mr. Phakpoom Thaweewittayarut | General Manager of Managing Director Office     |
| 9.  | Miss Vasana Wattananukulchai  | Deputy General Manager of Toll Revenue Division |
| 10. | Miss Panan Tosuwanthaworn     | Deputy General Manager of Finance Division      |
| 11. | Mrs. Wattana Sittiwaitayaporn | Deputy General Manager of Internal Audit Office |

**Remark<sup>(1)</sup>** The management team refers to the definition of the "executive" of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand (as detailed in the attachment).

**(7) Secretary to the Company**

The Managing Director Office serves as to the Company secretary with the duties as follows:

- Convening the Board of Directors meetings, the Executive Board meetings and the shareholders meetings;
- Handling the information disclosure and report to ensure compliance with relevant laws and regulations and good corporate governance;
- Coordinating or cooperating in providing directors with information, including supporting the development of the directors;
- Contacting shareholders;
- Acting as an intermediary to store and record the Company's information and documents;
- Coordinating with external consultants, such as legal consultants.

## **(8) Structure of the Board of Directors of the Subsidiary**

As at 31 December 2005, the Subsidiary's Board of Directors has nine qualified members as listed below:

- |    |  |                                    |
|----|--|------------------------------------|
| 1. | Mr. Plew Trivisvavet                                   | Chairman of the Board of Directors |
| 2. | Mr. Supong Chayutsahakij                               | Director                           |
| 3. | M.L. Prasobchai Kasemsant                              | Director                           |
| 4. | Mr. Panit Dunnvatanachit                               | Director                           |
| 5. | Mr. Tanachai Aruntat                                   | Director                           |
|    | (who replaced Mr. Dusit Tengniyom as from 2 June 2005) |                                    |
| 6. | Mr. Akadej Bijaphala                                   | Director                           |
| 7. | Mr. Sutas Sutanchainont                                | Director                           |
| 8. | Mr. Suvich Pungchareon                                 | Director                           |
| 9. | Mrs. Payao Marittanaporn                               | Director                           |

### **Directors authorized to sign and bind the Subsidiary**

Directors authorized to sign and bind the Subsidiary are Mr. Plew Trivisvavet, Mr. Supong Chayutsahakij, M.L. Prasobchai Kasemsant, Mr. Suvich Pungchareon and Mrs. Payao Marittanaporn, whereby two of these five directors shall jointly sign and affix the Subsidiary seal.

## **2) Nomination of Directors and Executives**

### **(1) Board of Directors**

The Nomination Committee shall select and propose qualified persons to hold the position of the Company's directors to the Board of Directors so as to nominate them to the shareholders meeting, or proposing the nomination to the Board of Directors meeting for consideration and appointment. In case of appointment by shareholders, the following criteria and procedures shall apply:

1. Each shareholder has one vote for one share held.
2. Group election of all directors to be appointed on such occasion shall be voted on a single occasion or if deemed appropriate by the meeting of shareholders, the election may be on an individual basis, the vote by each individual shareholder, whether as individual or group election, shall reflect the number of all shares held by such shareholder at the time of the vote in accordance with 1 and no shareholder shall apportion partial vote to any specific candidate.
3. In case of election on an individual basis, the candidates with the highest number of votes in a descending order shall be elected as directors up to the number of directors to be elected or vacancies at that time. More than one candidate having equal votes for the final vacancies shall be appointed by drawing of lots.

### **(2) Executive Board**

The Executive Board shall be appointed by the meeting of the Board of Directors pursuant to the Articles of Association which specify that one or several directors may be authorized by the Board of Directors to take any action on behalf of the Board of Directors.

### **(3) Audit Committee**

The Audit Committee shall be appointed by the meeting of the Board of Directors, as nominated by the Nomination Committee, with a three year term of office. Any member of the Audit Committee who retires by rotation may be reappointed.

**(4) Nomination Committee**

The Nomination Committee shall be appointed by the meeting of the Board of Directors, with a three year term of office.

**(5) Remuneration Committee**

The Remuneration Committee shall be appointed by the meeting of the Board of Directors, with a three year term of office.

**(6) Executives**

The Managing Director shall be appointed by the Board of Directors, as nominated by the Nomination Committee. Executives from the level of Division General Manager or higher shall be appointed by the Executive Board.

**3) Remuneration of Directors and Executives**

The Company has considered providing appropriate remuneration for directors and executives as per the criteria of determination of remuneration for directors as follows:

1. Remuneration shall be appropriate for and in line with the scope of duties and responsibilities of each director, e.g., as chairman of the Board of Directors, chairman of each committee and member of the Executive Board, the Audit Committee, the Nomination Committee and the Remuneration Committee, who shall receive additional remuneration for such position;
2. The level of remuneration shall be sufficient to attract and retain knowledgeable and qualified directors to perform duties for the Company;
3. The elements of remuneration are clear, transparent and easy to understand.

The remuneration for executives shall be subject to the criteria as specified by the Board of Directors, namely, such remuneration is appropriate and at a sufficient level to attract and retain qualified high level executives to work for the Company, as well as at a rate comparable to companies at the same level or in the same business. In the year 2005, the remuneration of directors and executives is as follows:

1. Remuneration for directors of the Company comprising office remuneration, meeting allowance, allowance, bonus, the total remuneration for directors of the Company in the year 2005 amounted to Baht 21,552,299;

Name of Director	Position	Office remuneration and meeting allowance					Bonus for 2004	Total
		Board of Directors	Executive Board	Audit Committee	Nomination Committee & Remuneration Committee	Office remuneration		
1 Dr. Virabongsa Ramangkura	Chairman of the Board of Directors	400,000	-	-	100,000	1,500,000	1,120,000	3,120,000
2 Mr. Plew Trivisavet	Chairman of the Executive Board	400,000	500,000	-	100,000	500,000	1,120,000	2,620,000
3 Mr. Supong Chayutsahakij	Vice Chairman of the Executive Board	400,000	500,000	-	-	-	800,000	1,700,000
4 M.L. Prasobchai Kasemsant	Executive Director	400,000	500,000	-	-	-	800,000	1,700,000
5 Mr. Tanachai Aruntat (appointed on 7 April 2005)	Executive Director	294,793	365,372	-	-	-	-	660,165
6 Mr. Panit Dunnwatanachit	Executive Director	400,000	500,000	-	-	-	800,000	1,700,000
7 Mr. Akadej Bijaphala	Executive Director	400,000	500,000	-	-	-	800,000	1,700,000
8 Mr. Suvich Pungchareon	Executive Director	400,000	500,000	-	-	-	800,000	1,700,000
9 Prof. Suphachai Phisitvanich	Audit Committee Chairman	400,000	-	400,000	100,000	200,000	960,000	2,060,000
10 Prof. Dr. Kanok Wongtrangan	Audit Committee Member	400,000	-	400,000	-	-	640,000	1,440,000
11 Gen. Sampao Choosri	Audit Committee Member	400,000	-	400,000	-	-	640,000	1,440,000
12 Mr. Sutas Sutanchainont	Director	400,000	-	-	-	-	320,000	720,000
13* Mr. Dusit Tengniyom (resigned on 18 March 2005)	Executive Director	85,556	106,578	-	-	-	800,000	992,134
Total		4,780,349	3,471,950	1,200,000	300,000	2,200,000	9,600,000	21,552,299

2. Remuneration for directors of the Subsidiary comprising office remuneration, meeting allowance, allowance, the total remuneration for 9 directors of the Company, which was received from the Subsidiary in the year 2005, amounted to Baht 1,360,000;
3. Remuneration for executives from the level of Vice Chairman of the Executive Board and the Managing Director downwards to 4 executive levels ranked below the Managing Director, a total of 12 persons, amounted to Baht 37,856,686.30.

#### 4) Corporate Governance

Given the fact that the National Corporate Governance Committee evaluated the corporate governance of Thai listed companies for the year 2005, a total of 371 companies, whereby Bangkok Expressway Public Company Limited was ranked as one of the top 100 companies therein having a top score of 82%. However, the Board of Directors has always continued to review the corporate governance policy and to emphasize the significance of the compliance with the good corporate governance principles to ensure the transparency and responsibility of the Board of Directors and executives and to also build up confidence for shareholders, investors and all related parties. In this regard, the policy in support of the good corporate governance has been introduced covering 15 primary principles as follows:

##### (1) Corporate Governance Policy

1. Shareholders and stakeholders shall be equally and fairly treated.
2. The Board of Directors is committed to creating value added to the operations in the long term through careful and prudent management, is responsible to perform the duties to ensure sufficient efficiency for the optimum benefit to shareholders, prevents any conflicts of interest and is also responsible for any decision and arrangements made by the Board of Directors.
3. All activities are undertaken with transparency and open for inspection with sufficient information disclosure to all relevant parties.
4. The business operations always take into account various risks with appropriate risk control and management.

5. The Company also introduces the code of business ethics for compliance by directors and staff.

The Board of Directors appointed several committees, namely, the Audit Committee, the Nomination Committee and the Remuneration Committee, to support the management of the Company to ensure compliance with the corporate governance policy, which focuses on the transparency without giving rise to any interest which may be resulted from establishing the relevant policy and decision making.

## **(2) Shareholders: Rights and Equitable Treatment**

The Company realizes the shareholders' right to receive the Company's information correctly, completely, sufficiently, instantly and equally for decision making in the shareholders meeting. Therefore, on every occasion of the shareholders meeting, the Company delivers notice and agenda of the meeting to the shareholders for 10 days prior to the meeting date. Each item of the agenda would be accompanied by the Board's opinions. The chairman of the meeting would indicate that all shareholders are equally entitled to scrutinize the Company's operations, make inquiries and provide comments and suggestions, and such significant inquiries and comments would be recorded in the minutes of the meeting, allowing further inspection by shareholders. As for the shareholders who are unable to participate in the meeting in person, the Company proposed that they might authorize the Chairman of the Audit Committee to attend the meeting and vote on their behalf. In the year 2005, the Chairman of the Audit Committee was authorized to attend and vote on behalf of 76 shareholders in the 2005 Annual Ordinary General Meeting of Shareholders.

## **(3) Rights of Stakeholders**

The Company realizes the significance of rights of every group of all stakeholders, whether inside, such as, staff and executives of the Company and the Subsidiary, or outside, such as, competitors, creditors, government sector and other relevant authorities. The Company recognizes support from these stakeholders which could help building up the Company's competitiveness and profitability to result in long term success for the Company.

In terms of customers, the Company has continual work plans for improvement of the Expressway for motorists to ensure a more rapid and convenient service, e.g., opening for service of the flyover crossing the Prachachuen Road and Khlong Prapa to exit to Ratchadapisek Road so that motorists would not await traffic lights on Prachachuen Road, allowing for convenient commute; addition of toll booth at Prachachuen 2 Toll Plaza from 2 to 3 toll collection lanes; and addition of 3 reversible toll booths at Asoke 4 Toll Plaza. Moreover, in the year 2006, the Company plans to add toll collection lanes at Muang Thong Thani Toll Plaza, and expand the entrance to Bang Sue Toll Plaza.

In respect of person who is related to the business of the Company, the Company has fairly treated such related person, taking into account the equitable treatment, without barrier, special right, discrimination, which are clearly specified in writing in the Company's code of business ethics.

As for the lenders, the Company has complied with the conditions of the Credit Facilities Agreement at all times to build up confidence of the financial institution lenders who provide financial support to the Company's projects, and has never breached any conditions thereof.

Regarding staffing, the Company focuses on the improvement of skills and capabilities as well as the clear performance evaluation through the key performance indicators (KPI) for every significant activity, provides regular training to the rescue operators and traffic management staff on the Expressways to ensure the efficient performance and safety to staff and motorists, including various quality group activities for staff participation in the improvement of their performance.

As for the contribution to society, the Company has supported educational fund to students in need, provided fertilizers for plantation in the agricultural project for lunch in several provincial schools, granted computers to various provincial schools in need.

In addition, the Company has also sponsored the “Thai Property Safeguard Project” through JorSor. 100 Radio Station, for helping motorists whose cars were stolen. In this regard, the Company coordinated with the relevant organizations to prevent stolen cars from being illegally sold at the border. It is the seventh year that the Company has been sponsoring this Project.

#### **(4) Shareholders Meetings**

In convening the shareholders meeting, the Company would choose venue and time of the meeting appropriate and convenient for shareholders. In the year 2005, the Company held one shareholders meeting, namely an Annual Ordinary General Meeting of Shareholders on 7 April 2005, at The Radisson Hotel, at 3:00 p.m. The registration commenced from 1:00 p.m. onwards. There were nine directors attending the 2005 Annual Ordinary General Meeting of Shareholders, including the chairmen of all committees, the managing directors and the management teams of the Company and the Subsidiary.

Before the meeting was commenced, the chairman of the meeting would clearly inform the shareholders of the voting method and the shareholders’ right, whereby the Company would proceed with the meeting in accordance with the order of the agenda as specified in the notice of the meeting, and would allow shareholders to express their opinions and make inquiries in each agenda.

In addition, in making dividend payment to the shareholders, the Company has coordinated with Thailand Securities Depository Co., Ltd. by participating in the e-Dividend program for remittance of dividends into bank accounts designated by the shareholders to facilitate them to receive dividends on time, to prevent such problems as defaced or lost cheques or late arrival of cheques, by way of transfer of money to bank accounts as designated by the shareholders.

#### **(5) Leadership and Vision**

The Board of Directors comprises personnel from the business sector and from various professional fields, has leadership, vision, knowledge, ability and experiences in various fields, and has independency on decision making for the optimum benefits to the Company and shareholders as a whole. The Board of Directors participates in determination (or approval) of visions, missions, strategies, targets, business plan and budget of the Company, and supervise the management to take actions to ensure compliance with the business plans and forecast budget with efficiency and effectiveness so as to result in the optimum economic value to the business and build up confidence to shareholders.

As for the newly appointed directors, the Company will prepare summarized information for them to be informed of the Company’s information by means of convening a meeting with certain directors, executives and related staff for the purpose of clarification and answer to questions. In addition, the said directors shall be encouraged to take any training course as suggested by the Office of the Securities and Exchange Commission, hosted by the Institute of Directors (IOD).

#### **The Board of Directors’ Authority and Duties**

1. Supervising the Company’s operations to ensure compliance with laws, detailed objectives and the Articles of Association, as well as resolutions of shareholders meetings, and protecting the Company’s interest based on the good corporate governance principles.
2. Determining policies and directions of the Company’s operations and supervising the

management to take actions to ensure compliance with the policy with efficiency and effectiveness so as to result in the optimum economic value to the business and great prosperity to shareholders.

3. Convening the annual ordinary general meeting of shareholders by no later than four months from the Company's year end account closing date and convening extraordinary general meeting of shareholders as required.
4. Convening the Board of Directors meetings on a quarterly basis, and each meeting requires at least 60 percent of all directors. Decisions of the meeting shall be made by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have an additional casting vote.
5. Considering approval for budget for investment and the Company's annual business operations, including monitoring use of the Company's resources.
6. Providing complete, correct and sufficient reports on financial information, data and general information which are important for shareholders, and affirming the certification of the reported information.
7. Introducing to the Company an internal control system, internal audit and efficient measures to manage risks, as well as following up on such matters on a regular basis.
8. Considering clearly determining and separating roles, duties and responsibilities among the Board of Directors, subcommittees and the management, with regular communication regarding such roles, duties and responsibilities to directors, subcommittee members, the management and staff of the Company.
9. Supervising the Executive Board to comply with the specified policies and the Executive Board is authorized to approve any transaction binding upon the Company in an amount of not exceeding Baht 50 Million per transaction, excluding those transactions giving rise to conflict or interest, including such transactions requiring approval from shareholders as per the regulations of the SEC and the Stock Exchange.

#### **The Executive Board's Authority and Duties**

1. Delivering guidelines for policy, supervising, providing suggestions and advice for the Managing Director and the management.
2. Conducting feasibility studies on new projects, such as, project granted by ETA or under the Second Stage Expressway Agreement.
3. Having power to approve any juristic act binding upon the Company in an amount of not exceeding Baht 50,000,000 (Fifty Million Baht Only) per act.
4. Having power to approve, appoint, remove, and determine salary and other remunerations, including expenses and facilities of the Company's officers or staff in the position of General Manager or higher, but not including the Managing Director.
5. The Executive Board or the Chairman of the Executive Board shall have power to convene the Executive Board meetings and/or determine rules and regulations of the meetings as it deems appropriate.
6. Proceeding with other matters as assigned by the Board of Directors from time to time.

#### **The Audit Committee's Authority and Duties**

1. Reviewing the Company's financial reports.
2. Reviewing the Company's internal control system.
3. Considering, selecting and submitting for appointment of the Company's auditor.
4. Reviewing performance in compliance with relevant regulations and laws.
5. Considering disclosure of connected transactions to be accurate and complete.
6. Preparing reports of the Audit Committee to be included in the Company's Annual Report.
7. Performing any other activities as assigned by the Board of Directors and approved by the Audit Committee.

#### **Nomination Committee's Duties and Responsibilities**

1. Considering selecting and proposing qualified persons to hold the position of the Company's directors to the Board of Directors so as to nominate them to the shareholders meeting, or proposing the nomination to the Board of Directors for consideration and appointment.
2. Considering selecting and proposing qualified persons to hold the position of the Managing Director to the Board of Directors for consideration and appointment.
3. Proceeding with other matters as assigned by the Board of Directors.

#### **Remuneration Committee's Duties and Responsibilities**

1. Considering determining criteria for consideration of remuneration of directors and the Managing Director.
2. Considering determining remuneration of directors and proposing the same the shareholders meeting for consideration and approval.
3. Considering reviewing salary rates and other remunerations for the Managing Director and proposing the same to the Board of Directors for approval.
4. Proceeding with other matters as assigned by the Board of Directors.

#### **(6) Control of Inside Information Usage**

The Company has policies and procedures for controlling the use of inside information by directors, executives and staff to prevent any occurrence of the use of inside information for personal interests or others', whereby directors and executives acknowledge their obligation to disclose reports on their respective holding of securities and the holding of securities by their spouses and underage offspring, as well as acknowledge the requirement to report changes in securities holding on every occasion of buying, selling, transfer or acceptance of transfer of securities, to the Securities and Exchange Commission pursuant to Section 59 of the Securities and Exchange Act B.E. 2535 (1992). In addition, the Company would remind them of the said requirements in the Board of Directors meetings and the Executive Board meetings. Furthermore, directors and executives also acknowledge the penalty pursuant to the Securities and Exchange Act B.E. 2535 (1992), and the Company prohibits its executives who have access to inside information from taking any action violating Section 241 of the Securities and Exchange Act B.E. 2535 (1992).

Moreover, the work rules of the Company prohibit staff from disclosing the Company secrets to third parties or abuse their positions to seek benefits for themselves or for other persons. Any violation of this is deemed to be a disciplinary misconduct subject to employment termination. In the past, there has never been any occurrence of misuse of inside information for personal interests or others.

**(7) Business Ethics**

The Company prepared its code of business ethics since the year 2002, with the approval by the Board of Directors, whereby the code of business ethics contains proper conduct and practices for executives and staff, specifying guidelines for conduct and treatment towards the Company, their colleagues, third parties and society, in accordance with the ethics. In this regard, during the past, all directors, executives and staff have been informed and well understood of the proper and ethical conduct and complied with such practices in the performance of their duties in line with the Company's mission, with honesty, integrity and equality, to build up confidence of shareholders and all interested groups, including the public and society.

To ensure the strict compliance with such practices, the Company conducted survey on the compliance with the Company's code of business ethics for directors, executives and staff on a yearly basis. In addition, all directors, executives and staff also signed their names to express their responsibility for the compliance with the Company's code of business ethics. Moreover, the Company has continuously supported training on corporate governance on a yearly basis to high and middle level executives, so as to enhance their knowledge, understanding, visions, good attitudes towards the Company's management in compliance with the good corporate governance principles to build leadership and succession to the management, as well as the performance of their duties and corporate motivation, with the morality and ethics.

**(8) Balance of Power for Non-Executive Directors**

The structure of the Board of Directors consists of 12 qualified members, comprising:

- 7 executive directors
- 4 independent directors
- 1 non-executive director

In this regard, the Company has 4 independent directors, which represent one third of all directors, constituting a counterbalance from non-executive directors.

**(9) Aggregation or Segregation of Positions**

The Chairman of the Board of Directors is an independent director by the definition of the Stock Exchange of Thailand and has no relationship with the management and is not the Managing Director, so as to separate between the policy making and supervisory duty and the regular managerial duty.

**(10) Remuneration for Directors and Executives**

Remuneration for directors : The Company establishes clear and transparent policy on remuneration for directors and the Managing Director, subject to review by the Remuneration Committee. The remuneration shall be at the same level as that in the same industry and sufficiently high to retain the qualified directors and the Managing Director.

Remuneration for executives : Remuneration for executives, excluding the Managing Director, shall be in accordance with the principles and policies determined by the Executive Board corresponding to the Company's operational results and performance of the executives.

The amount of remuneration in the year 2005 appears in Remuneration of Directors and Executives on page 49 to 50.

#### (11) Meeting of the Board of Directors

The Board of Directors shall regularly meet every 3 months and may convene extraordinary meeting as necessary and the agenda must be clearly determined in advance, including consideration of operational results on a regular basis. The Office of the Managing Director shall act as secretary to the Company in delivery of the notice of meeting and agenda for 10 days prior to the meeting date and delivery of the supporting documents for 1 day prior to the meeting date, so as to allow the Board to review the same prior to the meeting. In the year 2005, the Board convened four regular meetings, and there were also meetings of the Executive Board on every third Thursday of each month. Most of the directors would be able to attend the meetings, except where they were engaged by urgent business. Furthermore, the Board of Directors also evaluated the performance of the entire Board so as to review the performance and various problems over the past period.

The attendance of the Board of Directors is as follows:

Names of Directors	Board of Directors	Executive Board	Audit Committee	Nomination Committee	Remuneration Committee
1. Dr. Virabongsa Ramangkura	4/4	-	-	1/1	1/1
2. Prof. Suphachai Phisitvanich	4/4	-	7/7	1/1	1/1
3. Gen. Sampao Choosri	4/4	-	7/7	-	-
4. Prof. Dr. Kanok Wongtrangan	4/4	-	7/7	-	-
5. Mr. Plew Trivisvavet	4/4	12/12	-	1/1	1/1
6. Mr. Supong Chayutsahakij	4/4	12/12	-	-	-
7. M.L. Prasobchai Kasemsant	4/4	9/12	-	-	-
8. Mr. Panit Dunnvatanachit	3/4	9/12	-	-	-
9. Mr. Tanachai Aruntat*	1/3	5/7	-	-	-
10. Mr. Akadej Bijaphala	4/4	11/12	-	-	-
11. Mr. Sutas Sutanchainont	4/4	-	-	-	-
12. Mr. Suvich Pungchareon	4/4	12/12	-	-	-

\* Appointed on 7 April 2005 to replace Mr. Dusit Tengniyom.

#### (12) Subcommittees

The Company established three subcommittees, namely, the Audit Committee, the Nomination Committee and the Remuneration Committee as detailed on pages 46 to 47

#### (13) Internal Control and Internal Audit Systems

Details appear in Internal Control on page 59.

#### (14) Report of the Board of Directors

Details appear in Report on Responsibilities of the Board of Directors towards Financial Report on page 75.

#### (15) Relations with Investors

The Board of Directors realizes the significance of accurate, complete, transparent, thorough and timely information disclosure, including financial report, operational results and other relevant information, as well as material information having impact on the value of securities of the Company in accordance with the good corporate governance principles. In this regard, various information and news are disseminated to support the decision of investors and related parties through various dissemination

channels and media of the Stock Exchange of Thailand, the Office of the Securities and Exchange Commission, including the Company's website at <http://www.becl.co.th>.

The Company also arranges an Investor Relations unit to communicate and provide services of news and information to investors and analysts to equally obtain information. In this regard, investors may contact at 0-2641-4611 Ext.630 and 632 or [ir@becl.co.th](mailto:ir@becl.co.th).

Other than the disclosure of information in accordance with provisions of laws, the Company provides information to local and foreign investors. In the year 2005, in addition to providing reception for 74 company visits of investors and 5 meetings of analysts, the Company also participated in 2 meetings in Singapore and the United States of America, and 2 Road Shows in Hong Kong and the United Kingdom. Moreover, the Company participated in the SET in The City 2005 in November 2005.

## 5) Personnel

- (1) As at 31 December 2005, the Company has a total of 624 staff. The staff in the operation line is the main line of business of the Company, representing 80 percent of all staff, while the remaining staff would be reporting to the Office of the Managing Director and the Internal Audit Office, representing 4 percent, and the Support Line, representing 16 percent.

- (2) Human resource development policy

The Company realizes the significance of continuous development of personnel, which is deemed as the main work plans each year, so as to achieve certain objectives in provision of development of quality of work and quality of life of staff to ensure the excellence of management in provision of satisfaction and impression to service users. The Company then set out work plans and proceeded with personnel development by focusing on the following main aspects:

1. Improvement of competency of work operation in both primary line and support line, particularly in respect of such main line, training course on knowledge of work operation has been provided, in order for staff to have competency and skills in using equipment, tools with specific characteristics for the respective aspects in rescue operation, traffic management, toll collection and maintenance of system and route, to ensure the excellence of service in line with the policy of the Company.
2. Development of potential of all staff at every level, based on the belief that every person has potential which could be used without limitation if they were provided support and opportunity. The Company thus allows staff to show their potential through various quality activities, such as, 5S, Suggestion System and Work Improvement. In addition, staff who will become executives of the Company in the future will be encouraged to develop their managerial skills by taking Mini MBA course from leading educational institutes, as well as support them to further study in a level higher than bachelor degree in the fields relating to their assigned duties or long term training course in specific fields, including continued study visits in Thailand and overseas.
3. Determination of the succession plan, particularly such work positions in the primary line, showing that the Company focuses on rather internal than outside recruitment, and significantly takes into account the performance and potentials. In this regard, the Company makes preparations for those potential successors in the development of their knowledge, competency and skills as required for their work positions.
4. Given the fact that the Company realizes safety in life and assets of its customers, the Company

thus also realizes work safety accordingly, whereby each department shall set out measures relating to proper use of safety equipment as appropriate for each task, as well as providing budget in support of improvement of the efficiency of such equipment to be ready for effective and sufficient use. Moreover, the Company also provides training to its staff on the awareness of safety at work and daily life.

5. The Company realizes the significance of the quality of life of staff, which is deemed as one of the primary objectives of the quality policy by ensuring that the Company complies with such policy. The Company also encourages the roles of the staff welfare committee, beginning with the arrangement for the legitimate election as required by law, so as to ensure that acceptable staff representatives would be elected to perform the duty of inspection of the Company's treatment of staff under the legal requirements; as well as provision of other benefits than those prescribed by law in a widespread and fair treatment manner, including advice on welfare improvement as appropriate for the changing circumstances.

Moreover, the Company is still determined to improving the efficiency and quality of work performance, by way of maintenance of the quality of its service provision through the Company's quality management certification, ISO 9001:2000, which has been certified by SGS (Thailand) Limited in accordance with UKAS Standard of England and NAC Standard of Thailand since the year 2001 up to the present time. Furthermore, the Company continues to focus on the significance and support of group quality activities, such as, 5S, Suggestion System and Work Improvement, as well as the QCC Day/Quality Day event, which are held every year since the year 2000. These activities encourage staff to demonstrate their performance of tasks in such activities in the presence of the high level executives, and also encourage their participation in presentation of achievements with external organizations to share knowledge and experience, and to serve as encouragement and positive attitude for their group quality activities in the future.

In regard to the labor relations, the Company encourages and supports budget for leisure activities by allowing staff who are interested in useful activities to form activity group in the form of various clubs, such as, sports club, which would arrange for activities throughout the year, e.g., jogging for good health, as well as participation in running for charity in association with the government sector on various occasions; arrangement of the annual internal sports activity, so as to encourage staff to work out and then select the Company's athletes to participate in sports competition with external organizations to gain more experience. Furthermore, there are also clubs for recreation and society, such as, musical club and voluntary community development club. In this regard, such activities are well supported by the Company and interested staff, thereby allowing the said activities to proceed in accordance with the objectives of establishment.

### **(3) Benefits**

In addition to such remuneration for work performance, including various benefits as provided by law, the Company also realizes the significance of the quality of life of staff, therefore, the Company provides additional benefits in relation to health for staff by way of provision of benefits relating to medical and dental treatment fees as an option and facilitate staff to receive medical treatment other than hospitals as specified in their social security card, as well as giving Engerix-B vaccination to staff who have no immunity from such disease, including the yearly general medical examination and specific medical examination based on age and gender to the staff.

Furthermore, the Company also provides security to staff in case of leaving employment or retirement, by establishing a provident fund, whereby the Company also remits contributions to the fund at the rate of 5 percent of wages, as well as group life insurance for staff, so as to ensure security for staff family accordingly.