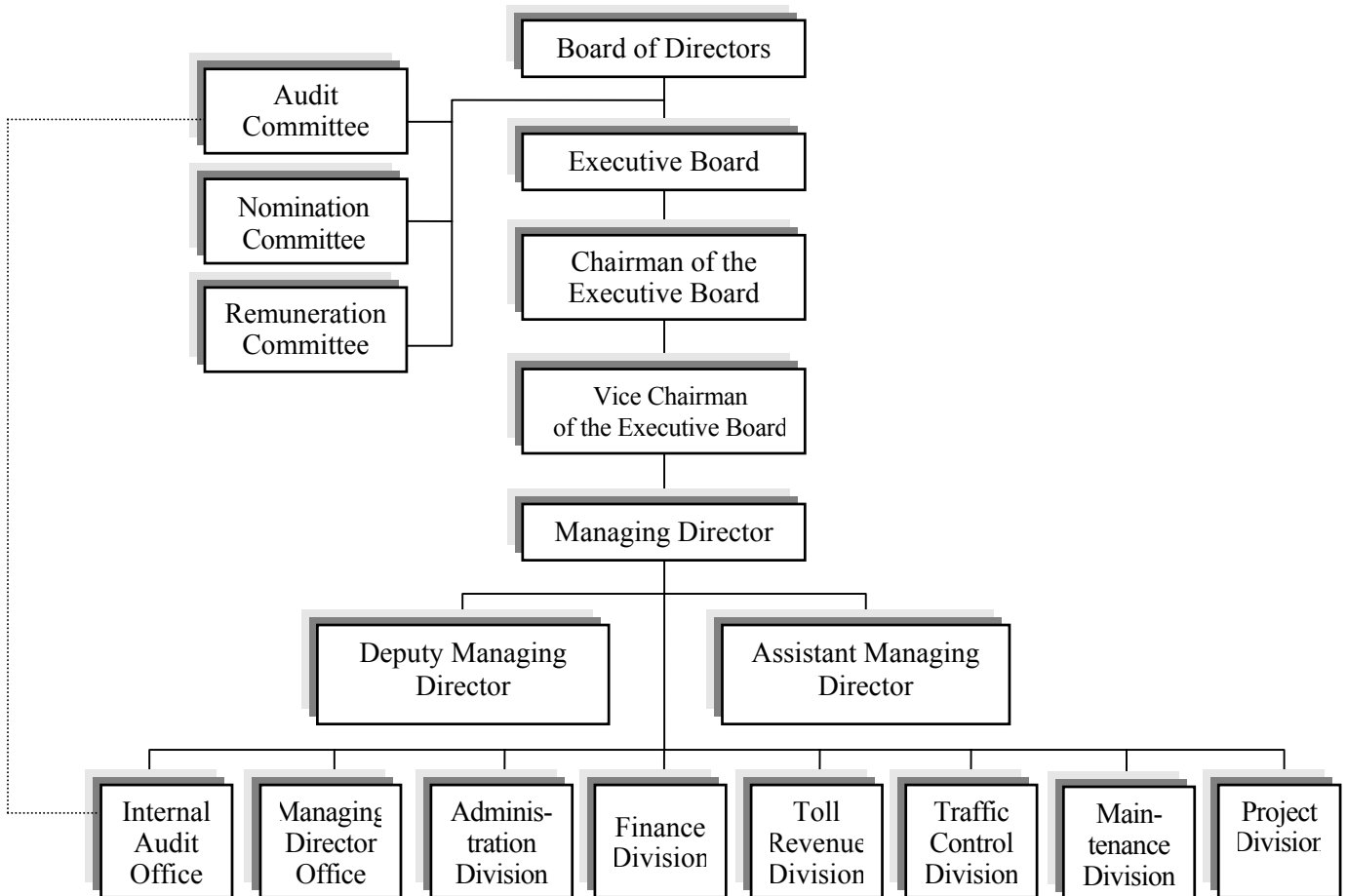


**9. Management**

**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 the 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 2006, 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 5 April 2006 until the 2009 Annual Ordinary General Meeting of Shareholders)
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 5 April 2006 until the 2009 Annual Ordinary General Meeting of Shareholders)



7. M.L. Prasobchai                      Director                      (Executive Director)  
Kasemsant  
(Term of office from 8 April 2004 until the 2007 Annual Ordinary  
General Meeting of Shareholders)
8. Mr. Panit                                  Director                      (Executive Director)  
Dunnvatanachit  
(Term of office from 5 April 2006 until the 2009 Annual Ordinary  
General Meeting of Shareholders)
9. Miss Arisara                              Director                      (Executive Director)  
Dharamadhaj  
(Term of office from 5 April 2006 until the 2009 Annual Ordinary  
General Meeting of Shareholders)
10. Mr. Akadej Bijaphala<sup>(1)</sup> Director                      (Executive Director)  
(Term of office from 8 April 2004 until the 2007 Annual Ordinary  
General Meeting of Shareholders)
11. Mr. Sutas                                  Director                      (Non-Executive  
Sutanchainont                                  Director)  
(Term of office from 7 April 2005 until the 2008 Annual Ordinary  
General Meeting of Shareholders)
12. Mr. Suvich                                  Director and                      (Executive Director)  
Pungchareon<sup>(2)</sup>                                  Secretary to the  
Board  
(Term of office from 8 April 2004 until the 2007 Annual Ordinary  
General Meeting of Shareholders)

Remarks:           <sup>(1)</sup> Mr. Akadej Bijaphala resigned from his office, effective  
since 31 December 2006.

<sup>(2)</sup> Mr. Suvich Pungchareon, as the Managing Director,  
retired on 31 December 2006, and was replaced by Mrs.  
Payao Marittanaporn since 1 January 2007.

**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. Supong Chayutsahakij, M.L. Prasobchai Kasemsant and Mr. Suvich Pungchareon<sup>(1)</sup>, whereby two of these five directors shall jointly sign and affix the Company seal.

Remark:           <sup>(1)</sup> Mrs. Payao Marittanaporn is a director authorized to sign and bind the Company in replacement of Mr. Suvich Pungchareon as from 1 January 2007.

**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.

## **(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

2006, the Executive Board comprises seven executive directors as listed below:

- |    |                                       |                                      |
|----|---------------------------------------|--------------------------------------|
| 1. | Mr. Plew Trivisvavet                  | Chairman of the Executive Board      |
| 2. | Mr. Supong Chayutsahakij              | Vice Chairman of the Executive Board |
| 3. | M.L. Prasobchai Kasemsant             | Executive Director                   |
| 4. | Mr. Panit Dunnvatanachit              | Executive Director                   |
| 5. | Miss Arisara Dharamadhaj              | Executive Director                   |
| 6. | Mr. Akadej Bijaphala <sup>(1)</sup>   | Executive Director                   |
| 7. | Mr. Suvich Pungchareon <sup>(2)</sup> | Executive Director                   |

Remarks: <sup>(1)</sup> Mr. Akadej Bijaphala resigned from his office, effective since 31 December 2006.

<sup>(2)</sup> Mr. Suvich Pungchareon retired on 31 December 2006, and was replaced by Mrs. Payao Marittanaporn since 1 January 2007.

The Executive Board schedules to meet monthly to consider various matters within the scope of its authority and duties as assigned by the Board of Directors and to consider screening such matters to be proposed to the Board of Directors for consideration and approval.

#### **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.

**(3) Audit Committee**

The Board of Directors appointed an Audit Committee to supervise the Company's operations. As at 31 December 2006, 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 2006, the Audit Committee convened 7 meetings.

**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.

**(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, with a three year term of office. As at 31 December 2006, 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   |

In the year 2006, the Nomination Committee convened two meetings. The first meeting was for nomination of qualified persons to be proposed and appointed as directors of the Company to replace the directors who retired from the office by rotation. The second meeting was for nomination of a person to be proposed and appointed as the Managing

Director to replace the existing Managing Director who retired on 31 December 2006.

#### **The 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 a qualified person 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.

#### **(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, with a three year term of office. As at 31 December 2006, the Remuneration Committee comprises three members as listed below:

- |    |                              |                                    |
|----|------------------------------|------------------------------------|
| 1. | Dr. Virabongsa Ramangkura    | Remuneration Committee<br>Chairman |
| 2. | Prof. Suphachai Phisitvanich | Remuneration Committee<br>Member   |
| 3. | Mr. Plew Trivisvavet         | Remuneration Committee<br>Member   |

In the year 2006, the Remuneration Committee convened two meetings. The first meeting was for screening the remuneration of directors for the year 2006 and bonus for the year 2005 to be proposed to the 2007 Ordinary General Meeting of Shareholders for consideration and approval. The second meeting was for consideration of remuneration of the Managing Director to be proposed by the Nomination Committee to the Board of Directors for appointment to replace the Managing Director who retired.

#### **The 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 to 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) Management Team**

As at 31 December 2006, the management team<sup>(1)</sup> of the Company comprises 10 persons as listed below:

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

Remarks<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).

<sup>(2)</sup> Mr. Suvich Pungchareon retired on 31 December 2006.

<sup>(3)</sup> Mrs. Payao Marittanaporn assumed the position of Managing Director since 1 January 2007.

**(7) Secretary to the Company**

The Managing Director Office serves as secretary to the Company 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, whereby shareholders may inquire or request any information needed by contacting at telephone number

0-2641-4611 ext. 610 and 613 or sending questions via email at secretary@becl.co.th;

- 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 2006, 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.	Miss Arisara Dharamadhaj	Director
6.	Mr. Akadej Bijaphala <sup>(1)</sup>	Director
7.	Mr. Sutas Sutanchainont	Director
8.	Mr. Suvich Pungchareon <sup>(2)</sup>	Director
9.	Mrs. Payao Marittanaporn	Director

Remarks: <sup>(1)</sup> Mr. Akadej Bijaphala resigned from his office, effective since 31 December 2006.

<sup>(2)</sup> Mr. Suvich Pungchareon resigned from his office, effective since 31 December 2006.

## 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<sup>(1)</sup> and Mrs. Payao Marittanaporn, whereby two of these five directors shall jointly sign and affix the Subsidiary seal.

Remarks: <sup>(1)</sup> Mr. Suvich Pungchareon retired from being a director authorized to sign and bind the Subsidiary, effective since 31 December 2006.

## 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 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 2006, 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 2006 amounted to Baht 19,405,277;



Unit : Baht

Name of Director	Position	Office remuneration and meeting allowance for the year 2006					Bonus for 2005	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	875,000	2,875,000
2 Mr. Plew Trivisvavet	Chairman of the Executive Board	400,000	500,000	-	100,000	500,000	875,000	2,375,000
3 Mr. Supong Chayutsahakij	Vice Chairman of the Executive Board	400,000	500,000	-	-	-	625,000	1,525,000
4 M.L. Prasobchai Kasemsant	Executive Director	400,000	500,000	-	-	-	625,000	1,525,000
5 Miss Arisara Dharamadhaj (appointed on 5 April 2006)	Executive Director	295,604	369,506	-	-	-	-	665,110
6 Mr. Panit Dunnvatanachit	Executive Director	400,000	500,000	-	-	-	625,000	1,525,000
7 Mr. Akadej Bijaphala	Executive Director	400,000	500,000	-	-	-	625,000	1,525,000
8 Mr. Suvich Pungchareon	Executive Director	400,000	500,000	-	-	-	625,000	1,525,000
9 Prof. Suphachai Phisitvanich	Audit Committee Chairman	400,000	-	400,000	100,000	200,000	750,000	1,850,000
10 Prof. Dr. Kanok Wongtrangan	Audit Committee Member	400,000	-	400,000	-	-	500,000	1,300,000
11 Gen. Sampao Choosri	Audit Committee Member	400,000	-	400,000	-	-	500,000	1,300,000
12 Mr. Sutas Sutanchainont	Director	386,667	-	-	-	-	250,000	636,667
13 Mr. Tanachai Aruntat (passed away on 17 March 2006)	Executive Director	83,333	104,167	-	-	-	461,000	648,500
14 Mr. Dusit Tengniyom (resigned on 18 March 2005)	Executive Director	-	-	-	-	-	130,000	130,000
Total		4,765,604	3,473,673	1,200,000	300,000	2,200,000	7,466,000	19,405,277

2. Remuneration for directors of the Subsidiary comprising office remuneration, meeting allowance, allowance, the total remuneration for 10 directors of the Company (including Mr. Tanachai Aruntat who passed away on 17 March 2006), which was received from the Subsidiary in the year 2006, amounted to Baht 1,348,908;
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 11 persons, amounted to Baht 43,308,356

#### 4) Corporate Governance

The Company realizes the significance and responsibilities towards the shareholders and the stakeholders of the Company, which could be seen from the rewards given to the Company by the organizations and agencies during the years 2003-2006, as follows:

- 2003 - The Disclosure Report Awards 2003 by the Office of the Securities and Exchange Commission;
- 2004 - According to the result of the survey of corporate governance practices of Thai Listed Companies for the year 2004 conducted by the Thai Institute of Directors Association, the Company was evaluated as one of the top 50 companies in Best Corporate Practice (TOP 50);
- 2005 - According to the result of the survey of corporate governance practices of Thai Listed Companies for the year 2005

conducted by the Thai Institute of Directors Association, the Company was evaluated as one of the top 100 companies in Best Corporate Practice (TOP 100);

- 2006 - The Best Corporate Governance Report Awards in the “SET Awards 2000” hosted by the Stock Exchange of Thailand and the Money & Banking Magazine;
  - According to the result of the survey of corporate governance practices of Thai Listed Companies for the year 2006 conducted by the Thai Institute of Directors Association, the Company was evaluated in the “very good” level with a score of 88, as per the Corporate Governance Report of Thai Listed Companies 2006;
  - According to the evaluation of quality in the convention of the ordinary general meeting of shareholders conducted by the Office of the Securities and Exchange Commission in association with the Listed Companies Association and the Thai Investors Association, for the first year, the Company received a score of 85.86.

However, the Board of Directors has continued to regularly 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.

The Company has a policy to promote and support all directors and executives to receive training with the Thai Institute of Directors and other institutes in the relevant courses in order to extend their knowledge relating to the roles and duties of directors and executives to perform their duties in accordance with the good corporate governance principles.

**(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 prior to the meeting date. As from the year 2006, the Company changed the schedule for delivery of prior notice of the meeting to the shareholders from 10 days to 14 days. Each item of the agenda would be accompanied by the Board's opinions. During the meeting, the chairman of the meeting would indicate that all shareholders are equally entitled to scrutinize the Company's operations, make inquiries and provide comments or suggestions, and such significant inquiries and comments would be recorded in the minutes of the meeting, and as from the year 2006, the Company disclosed the information of the minutes of the meetings on the Company's website for 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. The Chairman of the Audit Committee was authorized to attend and vote on behalf of 65 shareholders in the 2006 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, as well as to accommodate the increased number of the Expressway users, especially due to the opening of the Suvarnabhumi Airport. The Company constructed additional toll booths at Srinagarindra Toll Plaza and constructed double-deck toll booths at Asoke 4 Toll Plaza (inbound), including reversible lane toll booth at Asoke 3 Toll Plaza to resolve problems of accumulated queuing for paying tolls at the front of the Toll Plaza during rush hours.

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.

As for the contribution to society, the Company intends to be a part in development of the Thai society by continuously arranging the social activities. The projects in the year 2006 were as follows:

- Sponsoring the activities for the youths by granting funds in various projects, e.g., This Life is for Thailand and His Majesty the King Project, Activists Training Camp, Kindness to Hill Tribe Project, Science Development and Promotion Project, in the form of funding or providing educational equipment, sports equipment, food and medicines.
- Organizing the useful social activities, in association with FM 91 Traffic Radio to arrange for training in the "Drive Safely with the Expressway" Project for those interested to learn and practice their skills for driving safely on the Expressways, and promoting the Run for the One We Love Project for raising funds to the Bone Marrow Transplantation Project.

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 eighth year that the Company has been sponsoring this Project.

- Sponsoring the environment preservation activities, in association with the Conservation and Restoration of Coral Reefs and Beaches Foundation and the Thai Industrial Estate Foundation to sponsor the Construction of Offshore Breakwater to Conserve Ancient Temple in Prachuap Khiri Khan Province Project.

Regarding staffing, the Company considers staff as key factor to the Company's success. The Company therefore promotes the staff to receive additional training or education for improvement of their skills and capabilities as well as the clear performance evaluation through the key performance indicators (KPI) for every significant activity. The Company takes into account the safety to both staff's performance and to motorists by providing regular training to the rescue operators and traffic management staff on the Expressways to ensure the efficient performance and safety, including various quality group activities for staff participation in the improvement of their performance.

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

In convening the shareholders meeting, the Company takes into account the convenience of shareholders by choosing convenient venue

and appropriate time of the meeting. In the year 2006, the Company held one shareholders meeting, namely, an Annual Ordinary General Meeting of Shareholders on 5 April 2006, at The Emerald Hotel, at 3:00 p.m. The registration commenced from 1:00 p.m. onwards. The Company used the barcode system in the registration and voting to ensure correctness and rapidity. There were 11 directors attending the 2006 Annual Ordinary General Meeting of Shareholders, as per the entire number of directors at such time, including the chairmen of all committees, the managing director 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 facilitates the shareholders by allowing them to use the e-Dividend program for remittance of dividends into bank accounts in order to receive dividends on time and to prevent such problems as defaced or lost cheques or late arrival of cheques.

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

The Board of Directors comprises personnel from the business sector and from various professional fields, with 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.

The Board of Directors of the Company and the high level executives give priority to attending training or seminar in various courses or development of knowledge and skills, and as a result, all directors have already passed the training course of the Thai Institute of Directors Association (IOD).

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 Association (IOD).

**(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. 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.

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) within 3 business days after the date of buying, selling, transfer or acceptance of transfer of securities. 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).

**(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. In addition, the Company requires that the code of business ethics shall be regularly reviewed. Should the proper conduct and practices in the Company's code of business ethics not cover its business operation, the Company will immediately amend to ensure appropriateness.

Other than arrangement of survey on the compliance with the Company's code of business ethics for directors, executives and staff on a yearly basis, and signed their names to express their responsibility for the compliance with the Company's code of business ethics, 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 and 1 non-executive director, constituting a counterbalance from non-executive directors. In this regard, the Company has 4 independent directors, which represent one third of all 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 2006 appears in Remuneration of Directors and Executives on page 9-11 to 9-12.

**(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 as clearly pre-determined, 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 2006, 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 were able to attend the meetings, except where they were engaged by urgent business. In every meeting, the high level

executives will attend the meeting to clarify the information in the capacity as persons directly relevant to the operations. 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	-	-	2/2	2/2
2. Prof. Suphachai Phisitvanich	4/4	-	7/7	2/2	2/2
3. Gen. Sampao Choosri	3/4	-	6/7	-	-
4. Prof. Dr. Kanok Wongtrangan	4/4	-	7/7	-	-
5. Mr. Plew Trivisvavet	4/4	10/12	-	2/2	2/2
6. Mr. Supong Chayutsahakij	4/4	12/12	-	-	-
7. M.L. Prasobchai Kasemsant	4/4	9/12	-	-	-
8. Mr. Panit Dunnvatanachit	3/4	8/12	-	-	-
9. Miss Arisara Dharamadhaj <sup>(1)</sup>	2/3	8/9	-	-	-
10. Mr. Akadej Bijaphala	4/4	12/12	-	-	-
11. Mr. Sutas Sutanchainont	3/4	-	-	-	-
12. Mr. Suvich Pungchareon	4/4	12/12	-	-	-

**Remark:** <sup>(1)</sup> Appointed on 5 April 2006 to replace Mr. Tanachai Aruntat who passed away on 17 March 2006.

## (12) Subcommittees

The Company established four subcommittees to closely monitor and supervise the operation and regularly report to the Board of Directors, namely, the Executive Board, the Audit Committee, the Nomination Committee and the Remuneration Committee as detailed on pages 9-6 to 9-8.

## (13) Internal Control and Internal Audit Systems

Details appear in Internal Control on page 10-1.

## (14) Report of the Board of Directors

Details appear in Report on Responsibilities of the Board of Directors towards Financial Report on page 14-1.

## (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>, which is

provided in two languages (Thai and English languages). The Company regularly updates the information on the 10<sup>th</sup> day of every month to be generally available to all investors.

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. Investors, who may find it inconvenient to visit may also contact for conference call or submit questions via email at [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 2006, in addition to providing reception for 98 company visits of investors and 5 meetings of analysts, the Company also participated in 2 meetings in Singapore and Hong Kong. Moreover, the Company realizes the significance of the domestic institutional investors by arranging the Road Show in Bangkok to publicize the Company's information to seven domestic fund management companies.

## 5) Personnel

- (1) As at 31 December 2006, the Company has a total of 613 staff. The staff in the operation line is the main line of business of the Company, representing 79 percent of all staff, while the remaining staff would be reporting to the Office of the Managing Director and the Internal Audit Office, representing 5 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 performance 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. Maintenance of good personnel who have high ability and work potential, whereby the Company would allow for advancement in their career paths by setting out clear criteria to be regularly implemented every year. Moreover, the Company arranges for the individual development plan, especially such personnel at the supervisor level or higher.
5. 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.
6. 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.

7. The Company emphasizes on the significance of quality of life, not only for staff but also motorists and the communities surrounding the Expressway routes, and therefore, has approved the budget in the operation of environmental management system in accordance with ISO 14001 standard by preparing the operational plan for the year 2007.
8. The Company and staff, as Thai people, realize the national energy problems and deem it as a duty to jointly conserve energy. On 1 March 2006, the Company appointed a work group for energy conservation, comprising staff in the supervisory level from every unit to perform the duties as follows:
  - To arrange the activities and training for staff's awareness of energy conservation;
  - To study and analyze factors affecting the use of energy;
  - To study the energy saving methods without any effect on the efficiency in the Company's business operation nor reducing the staff's quality of life;
  - To propose the concept of energy conservation and prepare the operational plan;

- To adapt the achieved practical guidelines as part of routine operation.

In such arrangements, the Company conducted training for staff to become aware of the energy problems and guidelines to conserve energy in both staff and organization levels. Training for staff were already conducted on four occasions, with a total of 309 staff attending the training, representing 50 percent of all staff. In addition, the Company took staff to visit the energy conservation exhibitions held by two external agencies obtaining the outstanding energy conservation awards. The Company's staff then contributed to initiate more than 30 energy saving measures, which were improved as appropriate and continuously practiced until present. In this regard, such initial measures may not result in monetary return, but aim to promote awareness among the staff on energy conservation which would lead to change in lifestyle and thought of energy conservation guidelines. Regarding such arrangements, the Company participated in Value Engineering - Energy Conservation Project of the Department of Alternative Energy Development and Efficiency, the Ministry of Energy.

9. The Company encourages staff to live by the Royal Speech of His Majesty the King in respect of Sufficiency Economy, by joining with the Bangkok Metropolitan Administration in the Sufficient Life Project in accordance with the Royal Initiatives Project, which would cause staff to have discipline in money spending so as to properly and cost-effectively spend and save money by keeping records of income and expenditure. In this regard, the Company arranged for training for staff, whereby there were 162 staff attending the training. The expected result would be that staff can apply knowledge to practice and further extend to their colleagues and families.

### (3) Benefits

In order to determine the appropriate and competitive remuneration, to maintain the good and competent staff to work with the organization, the Company participated in the survey of wages and remuneration with the institute conducting wage survey every year. Therefore, it can be assured that the Company determines the fair and appropriate remuneration to the staff. 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 cancer examination 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.