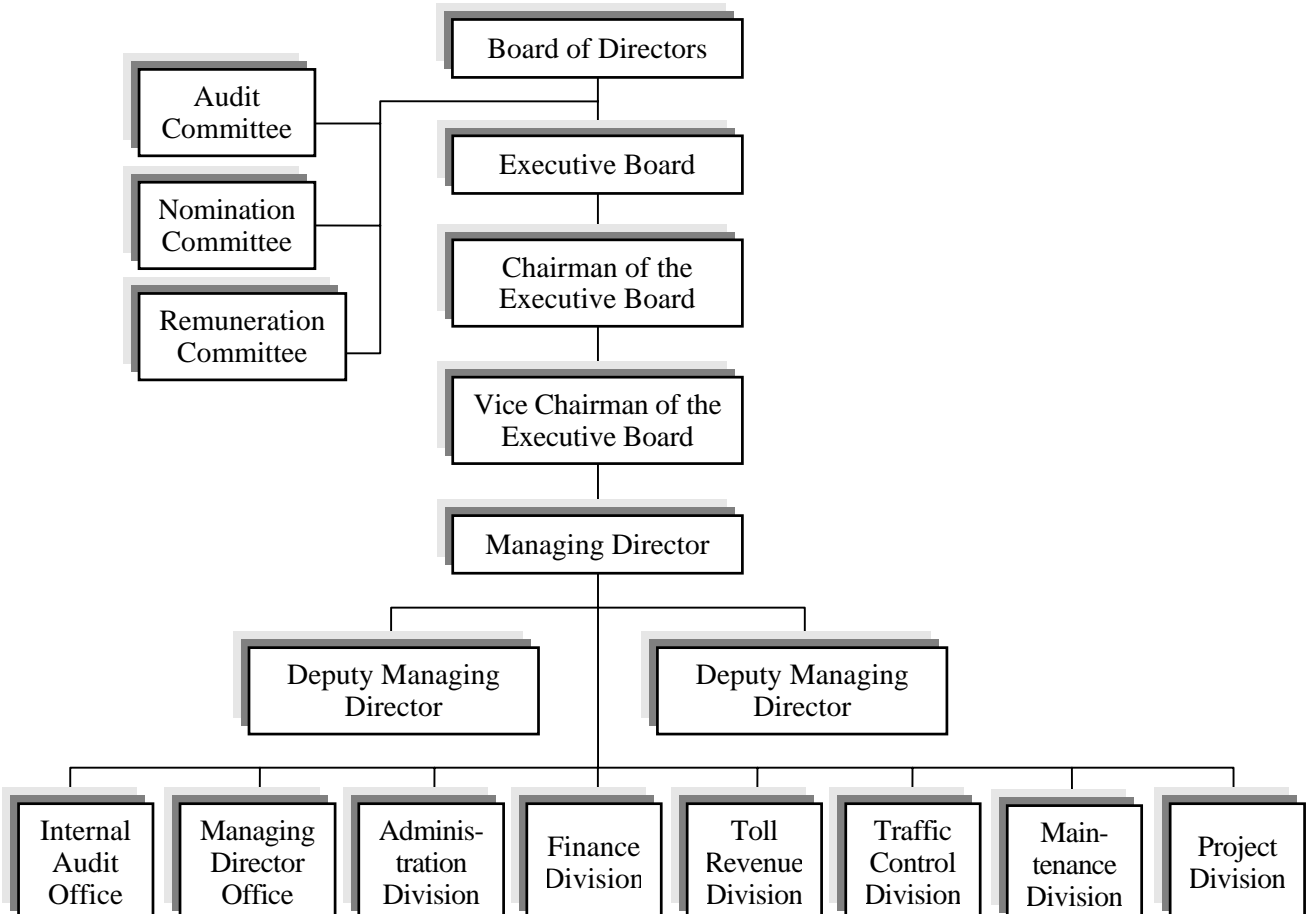


9. Management

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 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, related 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 2004, the Company's Board of Directors has 12 directors, whose names are listed below (as per the details in the attachment):

1. Dr. Virabongsa Chairman of the Board (Independent Director)
Ramangkura of Directors
(Term of office from April 10, 2002 until the 2005 Annual Ordinary General Meeting of Shareholders)
2. Prof. Suphachai Director (Independent Director)
Phisitvanich
(Term of office from April 8, 2004 until the 2007 Annual Ordinary General Meeting of Shareholders)
3. Gen. Sampao Choosri Director (Independent Director)
(Term of office from February 26, 2004 until the 2006 Annual Ordinary General Meeting of Shareholders) ⁽¹⁾
4. Prof. Dr. Kanok Director (Independent Director)
Wongtrangan
(Term of office from April 10, 2002 until the 2005 Annual Ordinary General Meeting of Shareholders)
5. Mr. Plew Trivisvavet Director (Executive Director)
(Term of office from April 10, 2002 until the 2005 Annual Ordinary General Meeting of Shareholders)
6. Mr. Supong Director (Executive Director)
Chayutsahakij
(Term of office from April 29, 2003 until the 2006 Annual Ordinary General Meeting of Shareholders)
7. M.L. Prasobchai Director (Executive Director)
Kasemsant

- | | | |
|----|------------------------|--------------------|
| 5. | Mr. Dusit Tengniyom | Executive Director |
| 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 2004, the Audit Committee comprises three members 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 2004, the Audit Committee convened six 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 2004, 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 Director 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 2004, 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 2004, the management team⁽¹⁾ of the Company comprises 10 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	Deputy General Manager of Internal Audit Office
9.	Miss Vasana Wattananukulchai	Deputy General Manager of Toll Revenue Division
10.	Miss Panan Tosuwanthaworn	Deputy General Manager of Finance Division

Remark⁽¹⁾ 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 Office of the Managing Director 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;
- 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 2004, 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. Dusit Tengniyom | Director |
| 6. | Mr. Akadej Bijaphala | Director |
| 7. | Mr. Sutas Sutanchainont | Director |
| 8. | Mr. Suvich Pungchareon | Director |
| 9. | Mrs. Payao Marittanaporn | Director |
- (who replaced Mr. Somnuk Charnond as from 20 December 2004)

Directors authorized to sign and binding 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 to the Board of Directors and executives. The remuneration for the Board of Directors shall be based on duties, responsibilities and volume of assignments within their responsibilities, which is subject to the approval of the meeting of shareholders. The remuneration for executives shall be subject to the criteria and policy as specified by the Board of Directors. In the year 2004, the remuneration for 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 2004 amounted to Baht 17,798,263;

Unit : Baht

Name of Director	Position	Office remuneration and meeting allowance					Bonus for 2003	Total
		Board of Director	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	700,000	2,700,000
2 Mr. Plew Trivisvavet	Chairman of Executive Board	400,000	500,000	-	100,000	500,000	700,000	2,200,000
3 Mr. Supong Chayutsahakij	Vice Chairman of the Executive Board	400,000	500,000	-	-	-	500,000	1,400,000
4 M.L. Prasobchai Kasemsant	Executive Director	400,000	500,000	-	-	-	500,000	1,400,000
5 Mr. Dusit Tengniyom	Executive Director	400,000	500,000	-	-	-	500,000	1,400,000
6 Mr. Panit Dunnvatanachit (appointed on April 29,2003)	Executive Director	400,000	500,000	-	-	-	338,360	1,238,360
7 Mr. Akadej Bijaphala	Executive Director	400,000	500,000	-	-	-	500,000	1,400,000
8 Mr. Suvich Pungchareon (appointed on April 29,2003)	Executive Director	400,000	500,000	-	-	-	338,360	1,238,360
9 Prof. Suphachai Phisitvanich	Audit Committee Chairman	400,000	-	400,000	100,000	200,000	600,000	1,700,000
10 Prof. Dr. Kanok Wongtrangan	Audit Committee Member	400,000	-	400,000	-	-	400,000	1,200,000
11 Gen. Sampao Choosri (appointed on April 29,2003)	Audit Committee Member	336,667	-	336,666	-	-	-	673,333
12 Mr. Sutas Sutanchainont (appointed on April 29,2003)	Director	400,000	-	-	-	-	66,300	466,300



Unit : Baht

Name of Director	Position	Office remuneration and meeting allowance					Bonus for 2003	Total
		Board of Director	Executive Board	Audit Committee	Nomination Committee & Remuneration Committee	Office remuneration		
13 * Mr. Chali Sophonpanich (retire by rotation on April 29, 2003)	Former Executive Director (2003)	-	-	-	-	-	161,640	161,640
14 * Dr. Sombat Kijalaksana (retire by rotation on April 29, 2003)	Former Executive Director (2003)	-	-	-	-	-	161,640	161,640
15 * Gen. Chetta Thanajaro (resign on November 6, 2003)	Former Director (2003)	-	-	-	-	-	338,630	338,630
16 * Mr. Montien Kulthamrong (resign on August 8, 2003)	Former Director (2003)	-	-	-	-	-	120,000	120,000
Total		4,736,667	3,500,000	1,136,666	300,000	2,200,000	5,924,930	17,798,263

Remark : * No. 13-16 are bonuses for directors who were in office in the year 2003

2. Remuneration for directors of the Subsidiary comprising office remuneration, meeting allowance, allowance, bonus, the total remuneration for 8 directors of the Subsidiary in the year 2004 amounted to Baht 1,200,000;
3. Remuneration for executives from the level of Deputy Chairman of the Board of Directors and the Managing Director downwards to 4 executive levels ranked below the Managing Director, a total of 11 persons, amounted to Baht 30,932,922.

4) Corporate Governance

The Board of Directors has always reviewed the corporate governance policy and continued 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 interested parties 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 of meeting and agenda 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 2004, the Chairman of the Audit Committee was authorized to attend and vote on behalf of 66 shareholders in the Annual Ordinary General Meeting of Shareholders.

(3) Rights of Stakeholders Group

The Company realizes the significance of rights of all stakeholders groups, 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 interested parties 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 on- and off-ramps for motorists to ensure a more rapid and convenient services, e.g., the improvement of the exits to Rama IV Road and Rama IX Road in the year 2004, and the improvement of the exit around Prachachuen Road by constructing a flyover crossing the intersection to enter Ratchadapisek Road, which is expected to be completed in the year 2005.

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 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 held the 4th Saving and Safety with Expressway Project to provide services for tuning up benzene engines for petrol saving, and checking basic safety standard of car free of charge before taking long trips. This is to support the government's campaign for minimizing the national energy consumption and alleviating air pollution.

In addition, the Company has also sponsored various educational and public charitable activities, e.g., grants for the victims in the South, and scholarships and computers to various provincial schools in need.

(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 2004, the Company held two shareholders meetings, namely an Annual Ordinary General Meeting of Shareholders on 8 April 2004, at The Radisson Hotel, at 3:00 p.m. The registration commenced from 1:00 p.m. onwards. There were eight directors attending the 2004 Annual Ordinary General Meeting of Shareholders, including the chairmen of all committees.

In addition, dividends were declared to shareholders. In this regard, 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 shareholders to facilitate them to receive dividends on time, to prevent such problems as defaced or lost cheques or late arrival of cheques.

(5) Leadership and Vision (Clause 5 of the Good Corporate Governance)

The Board of Directors comprises personnel from the business sector and from various professional fields, has leadership, 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' 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 between 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 Directors.
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) 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. This is done by providing knowledge to the directors and executives so as to realize 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 the penalty pursuant to the Securities and Exchange Act B.E. 2535 (1992). In addition, the Company requires its directors and executives to report change of securities holding to the Securities and Exchange Commission pursuant to Section 59 of the Securities and Exchange Act B.E. 2535 (1992). Furthermore, 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 Company secrets to third parties or use their position to take advantage wrongfully for themselves or for other persons. Any violation of this is deemed to be a disciplinary wrongdoing resulting in employment termination. In the past, there has never been any occurrence of the use of inside information for personal interests.

(7) Business Ethics

Based on the approval by the Board of Directors for the preparation of the Company's code of business ethics since the year 2002, 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, 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 to the monitoring of the Company's compliance with the code of business ethics, all directors, executives and staff also signed their names to express their responsibility for the compliance with the Company's code of business 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 2004 appears in Remuneration of Directors and Executives on page [9-7 to 9-8].

(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 2004, 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 directors

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

* Appointed on February 26, 2004 to replace Gen. Chetta Thanajaro.

(12) Subcommittees

The Company established three subcommittees, namely, the Audit Committee, the Nomination Committee and the Remuneration Committee as detailed on pages [9-5] to [9-6].

(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>.

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 633 or investor@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 2004, in addition to providing reception for regular company visits of investors and analysts, the Company also participated in the Thailand Focus 2004 Conference in September and the SET in The City 2004 in November.

5) Personnel

(1) As at 31 December 2004, the Company has a total of 627 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 sets out policies and work plans for human resources, focusing on the improvement of the efficiency and quality of the staff as follows:

1. Introduction of work improvement theory by way of staff's participation in activities to enhance efficiency and quality of the staff;
2. Training and development of knowledge and competency;
3. Encouragement of learning and creativity;
4. 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;
5. Creation of a pleasant and safe work environment, including provision of training to staff on awareness of safety at work and daily living of staff;
6. Arrangement of appropriate benefits to secure and satisfy staff by encouraging the roles of the welfare committee to actually perform duties as specified by law; and
7. Equal and fair treatment towards staff in compliance with the provisions of law, and provision of appropriate remuneration.

The improvement of efficiency and quality of the staff in line with the foregoing direction has continuously improved the work efficiency and quality, resulting in renewal of the Company's quality management certification, ISO 9001 : 2000, from SGS (Thailand) Limited in accordance with UKAS Standard of England and NAC Standard of Thailand. The Company is still committed to developing, improving and creating new schemes to ensure the efficiency and quality of work, on the basis of the application of various quality management systems to the Company's work systems, such as, 5S, Work Improvement, and Suggestion System, which are the activities starting from the year 2000 up to the present time. Staff provides

cooperation and participates in such activities. Each activity has been continuously developed and improved, as can be seen from the results over the past year. For instance, 66 sites under the Five Principles activity could continue to maintain their standards and are available for visit by the government agencies and private companies. The Work Improvement activity established groups raising topics for work improvement and presented 117 work products. The Suggestion System activity allowed staff to propose a total of 962 suggestions, 409 of which were taken into consideration and implemented, representing 43 percent of all suggestions. These examples evidence the Company's successful effective application of the quality activities.

In regard to the labor relations, the Company sets out policies on treatment of staff in strict compliance with the provisions of law, including encouraging staff to participate in sharing opinions and skills through various activities, whether work or leisure, such as, sports activities, music, social contribution activities, with positive results to the labor relations, as evidenced by the absence of any labor disputes with the Company. Furthermore, the commission of serious disciplinary misconduct by staff tends to decrease continually, and the work attendance rate is increasing, reflecting the positive attitude of staff.

(3) Benefits

In addition to such remuneration for work performance, including various benefits as provided by law, the Company also provides additional benefits in relation to health for staff by way of yearly general medical examination and specific medical examination based on age and gender to ensure the good quality of living for 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.