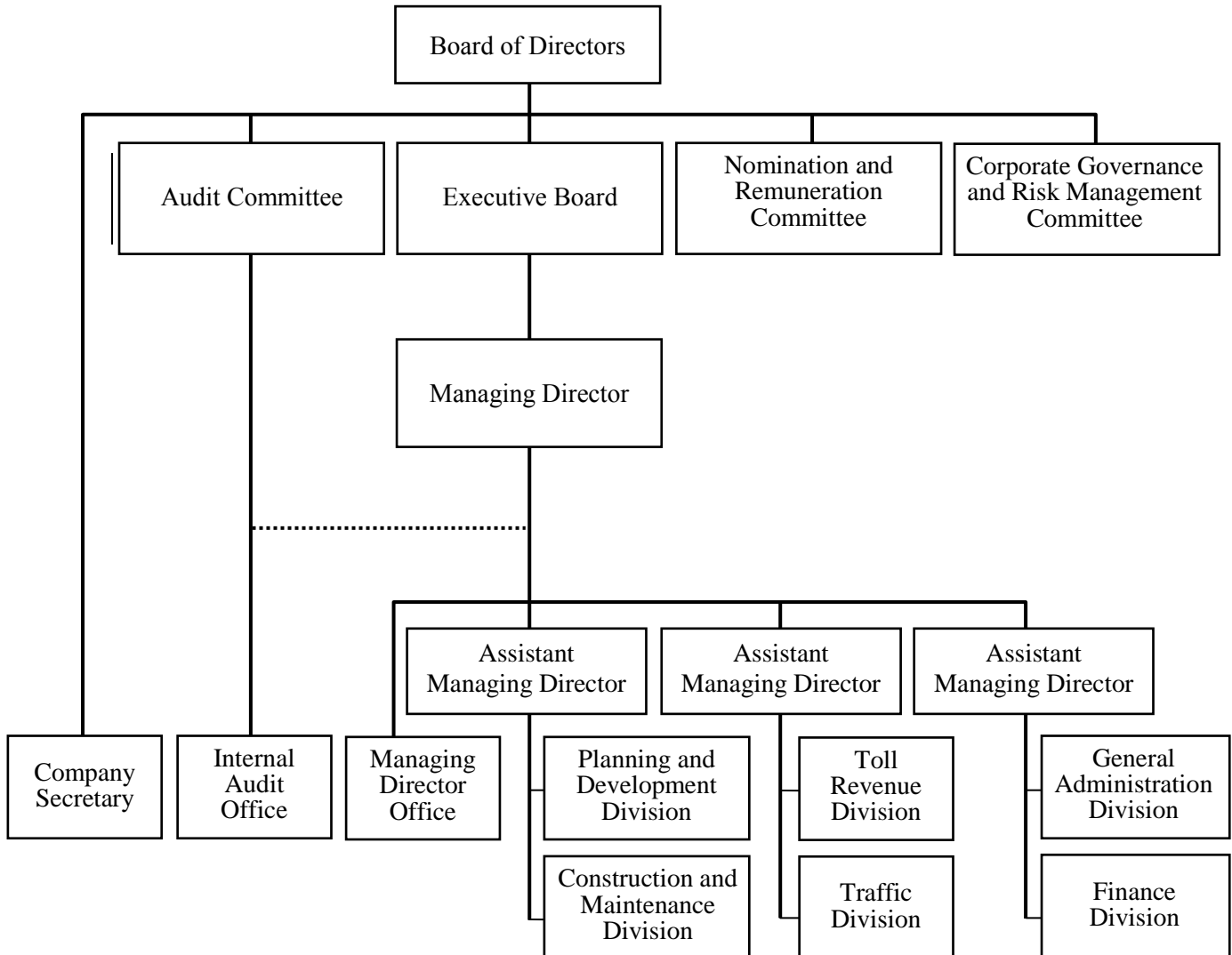


9. Management

9.1 Management Structure



Remark : Management Structure as at 31 December 2009

The Company's management structure comprises the Board of Directors and another four subcommittees, namely, the Audit Committee, the Executive Board, the Nomination and Remuneration Committee, the Corporate Governance and Risk Management Committee, with the Managing Director as the highest executive of the management team, totaling 14 persons.

The structure of the Board of Directors consists of 12 qualified members, comprising: seven executive directors, four independent directors and one non-executive director, constituting a counterbalance from non-executive directors. In this regard, the Company has four independent directors, which represent one-third of all directors.

The list of names of four committees and executives, including authority and duties of the respective committees and the nomination procedures are described as follows:

9.1.1 Board of Directors

As at 31 December 2009, the Company's Board of Directors has 12 directors, whose names are listed below:

Name-Surname	Position	Category	Term of Office
1. Dr. Virabongsa Ramangkura	Chairman of the Board of Directors	Independent Director	From 18 April 2008 until the 2011 Annual Ordinary General Meeting of Shareholders
2. Prof. Suphachai Phisitvanich	Director Audit Committee Chairman Corporate Governance and Risk Management Committee Chairman	Independent Director	From 4 April 2007 until the 2010 Annual Ordinary General Meeting of Shareholders
3. Gen. Sampao Choosri	Director Audit Committee Member Nomination and Remuneration Committee Chairman Corporate Governance and Risk Management Committee Member	Independent Director	From 1 April 2009 until the 2012 Annual Ordinary General Meeting of Shareholders
4. Prof. Dr. Kanok Wongtrangan	Director Audit Committee Member Nomination and Remuneration Committee Member Corporate Governance and Risk Management Committee Member ⁽¹⁾	Independent Director	From 18 April 2008 until the 2011 Annual Ordinary General Meeting of Shareholders
5. Mr. Plew Trivisvavet	Director Chairman of the Executive Board Nomination and Remuneration Committee Member	Executive Director	From 18 April 2008 until the 2011 Annual Ordinary General Meeting of Shareholders

6. Mr. Supong Chayutsahakij	Director Vice Chairman of the Executive Board Corporate Governance and Risk Management Committee Member Nomination and Remuneration Committee Member	Executive Director	From 1 April 2009 until the 2012 Annual Ordinary General Meeting of Shareholders
7. M.L. Prasobchai Kasemsant	Director Executive Director	Executive Director	From 4 April 2007 until the 2010 Annual Ordinary General Meeting of Shareholders
8. Mr. Panit Dunnvatanachit	Director Executive Director	Executive Director	From 1 April 2009 until the 2012 Annual Ordinary General Meeting of Shareholders
9. Miss Arisara Dharamadhaj	Director Executive Director	Executive Director	From 1 April 2009 until the 2012 Annual Ordinary General Meeting of Shareholders
10. Mrs. Vallapa Posyanond	Director Executive Director	Executive Director	From 4 April 2007 until the 2010 Annual Ordinary General Meeting of Shareholders
11. Mr. Sintop Sirisingha	Director	Non-Executive Director	From 18 April 2008 until the 2011 Annual Ordinary General Meeting of Shareholders
12. Mrs. Payao Marittanaporn	Director Executive Director Managing Director	Executive Director	From 4 April 2007 until the 2010 Annual Ordinary General Meeting of Shareholders

Remark: The executives' profiles appear in Attachment A-1 to A-7.

- (1) Prof. Dr. Kanok Wongtrangan was appointed as Corporate Governance and Risk Management Committee Member according to the resolution of the Board of Directors' Meeting No. 1/2009 held on 25 February 2009 in order to ensure that the subcommittee members are mostly independent directors in accordance with the good corporate governance principles for listed companies.

The Board of Directors' Meeting No. 4/2008, held on 26 November 2008, resolved that the term of independent director shall be defined to become stricter than that defined by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand, as per the details of independent directors' qualifications as follows:

Qualifications of Independent Directors

1. Holding no more than 0.5 percent of the paid-up capital of the Company, its parent company, subsidiary, associated company, or legal entity which may have conflict of interest, including such shares held by related persons and other qualifications as stipulated by the Office of SEC.
2. Having no involvement in the management/not being employee/staff/advisor receiving a regular salary or controller of the Company, its parent company, subsidiary, associated company, subsidiary at the same level or legal entity which may have conflict of interest at present and during the past two years prior to appointment.
3. Having neither relationship by blood or by legal registration in the capacity as parent, spouse, sibling and offspring, including spouse of the offspring, with any executive, major shareholder, controller or person to be nominated as executive or controller of the Company or its subsidiary.
4. Having neither business relationship with the Company, its parent company, subsidiary, associated company, or legal entity which may have conflict of interest at present and during the past two years prior to appointment in the following manners:
 - (1) Provision of professional services, i.e., auditor, other professional service provider receiving fee more than Baht 2 Million per year, such as, legal advisor, financial advisor, property appraiser, etc.
 - (2) Trading/business with a transaction value of Baht 20 Million or more or at least 3 percent of the Company's net tangible asset value, whichever is lower, and, in considering the transaction value, any transactions executed during the past six months prior to the date of this transaction execution shall be included.
5. Not being a director who is appointed as representative of any director, major shareholder or any shareholder who is a related person of any major shareholder of the Company.
6. Not having any other characteristics preventing him/her from giving an independent opinion.

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

The Company determines four directors authorized to sign and bind the Company, comprising Mr. Plew Trivisvavet, Mr. Supong Chayutsahakij, M.L. Prasobchai Kasemsant and Mrs. Payao Marittanaporn, whereby two of these four directors shall jointly sign and affix the Company's seal.

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 wealth 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, the Company's information 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.

Nomination, Appointment and Term of Office of Directors

The Nomination and Remuneration Committee shall select and propose qualified persons to hold the position of the Company's directors or nominated persons to be appointed as directors in advance as it deems appropriate to the Board of Directors for submission to the shareholders' meeting, or the Board of Directors' meeting for appointment in accordance with Article 13 of the Articles of Association stipulating that at every annual ordinary general meeting of shareholders, one-third of the number of directors shall vacate their office and if the number of directors is not a multiple of three, then the number nearest to one-third must retire from office. Therefore, the Company's directors shall have a term of office of three years, whereby the retiring directors may be re-elected. In case of nomination and appointment of directors by shareholders, the following criteria and procedures shall apply:

1. Each shareholder has one vote for one share held.
2. Election of directors shall be made on an individual basis, provided that the vote by each individual shareholder shall reflect the number of all shares held by such shareholder at the time of the vote in accordance with Item 1 and no shareholder shall apportion partial vote to any specific candidate.
3. Upon completion 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.

9.1.2 Executive Board

The Board of Directors appointed the 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 2009, 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. | Mrs. Vallapa Posyanond | Executive Director |
| 7. | Mrs. Payao Marittanaporn | Executive Director |

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. Setting up business plan, budget and managerial authority of the Company as assigned by the Board of Directors.
3. Inspecting, following up to ensure compliance with the Company's policies and plans with efficiency.
4. Conducting feasibility studies on new projects, such as, project granted by EXAT or under the Second Stage Expressway Agreement.
5. Having power to approve any juristic act binding upon the Company in an amount of not exceeding Baht 50 Million (Fifty Million Baht Only) per act.
6. 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.
7. The Executive Board or the Chairman of the Executive Board shall have power to convene the Executive Board's meetings and/or determine rules and regulations of the meetings as it deems appropriate.
8. Reporting on the Company's operational results to the Board of Directors.
9. Proceeding with other matters as assigned by the Board of Directors from time to time.

Nomination and Appointment of Executive Directors

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.

9.1.3 Audit Committee

The Board of Directors appointed the Audit Committee to assist in supervising the Company's business. As at 31 December 2009, the Audit Committee comprises three independent directors as listed below:

- | | | |
|----|--------------------------------|--|
| 1. | Prof. Suphachai Phisitvanich * | Audit Committee Chairman
(Independent Director) |
| 2. | Gen. Sampao Choosri | Audit Committee Member
(Independent Director) |
| 3. | Prof. Dr. Kanok Wongtrangan | Audit Committee Member
(Independent Director) |

* Serving as Audit Committee member with the knowledge and experience in review of the financial statements.

The General Manager of the Internal Audit Office shall serve as secretary to the Audit Committee.

The Audit Committee shall regularly meet at least every three months with the external auditor, the internal auditor and the management and executives responsible for account and finance, for review of financial statements on a quarterly basis and report to the Board of Directors, or in case the management team would execute any connected transactions or transactions relating to asset acquisition or disposal which shall take into account appropriateness, justification and the utmost benefit of the Company, the Audit Committee Chairman may convene additional meeting, whereby in 2009, the Audit Committee convened four meetings and one meeting with the auditor without the management team.

The Audit Committee's Authority and Duties

1. Reviewing to ensure that the Company's financial reports are accurate and adequate.
2. Reviewing to ensure the Company's internal control system and internal audit system are suitable and effective, considering the independence of the internal audit unit as well as granting approval on consideration for appointment, transfer, termination of employment of head of the internal audit unit or any other unit responsible for the internal audit.
3. Reviewing to ensure the Company's performance in compliance with the securities and exchange law, requirements of the Stock Exchange and the laws relating to the Company's business.
4. Considering, selecting, submitting for appointment of person who is independent to serve as the Company's auditor, proposing remuneration of such person as well as meeting with the auditor without the management team at least once a year.
5. Considering connected transactions or transactions which may have conflict of interest in compliance with the laws and requirements of the Stock Exchange in order to ensure that such transactions are justified and of the utmost benefit to the Company.
6. Preparing report of the Audit Committee to be disclosed in the Company's Annual Report, whereby such report must be signed by the Audit Committee Chairman and be comprised of at least the following information:
 - (a) Opinions on correctness, completeness, and reliability of the Company's financial reports;
 - (b) Opinions on adequacy of the Company's internal control system;

- (c) Opinions on compliance with the securities and exchange law, requirements of the Stock Exchange or laws relating to the Company's business;
 - (d) Opinions on appropriateness of the auditor;
 - (e) Opinions on transactions which may have conflict of interest;
 - (f) Number of meetings of the Audit Committee and attendance of each Audit Committee member;
 - (g) Overall opinions or observations by the Audit Committee from the performance of duties in accordance with the charter;
 - (h) Other matters that should be informed to shareholders and general investors within the scope of the duties and responsibilities assigned by the Board of Directors.
7. Performing any other activities as assigned by the Board of Directors and approved by the Audit Committee.

Nomination, Appointment and Term of Office of the Audit Committee

The Audit Committee shall be appointed by the Board of Directors, as nominated by the Nomination and Remuneration Committee from the Company's independent directors and at least one person thereof shall have accounting and finance knowledge, with a three-year term of office. Any member of the Audit Committee who retires by rotation may be reappointed.

9.1.4 Nomination and Remuneration Committee

The Board of Directors appointed the Nomination Committee and the Remuneration Committee in November 2007. Subsequently on 27 February 2008, the Board of Directors' Meeting No. 1/2008 resolved to restructure the Nomination Committee and the Remuneration Committee in compliance with the guidelines of the good corporate governance by combining the Nomination Committee and the Remuneration Committee into one committee and resolved to nominate General Sampao Choosri, currently an independent director, to hold the position of Chairman of the Nomination and Remuneration Committee as proposed by the Corporate Governance and Risk Management Committee in accordance with the good corporate governance principles which state that the chairman of each subcommittee should be an independent director.

Therefore, the Nomination and Remuneration Committee comprises four members as follows:

- | | | |
|----|---------------------|---|
| 1. | Gen. Sampao Choosri | Nomination and Remuneration
Committee Chairman
(Independent Director) |
|----|---------------------|---|

2. Mr. Plew Trivisvavet Nomination and Remuneration Committee Member
3. Prof. Dr. Kanok Wongtrangan Nomination and Remuneration Committee Member (Independent Director)
4. Mr. Supong Chayutsahakij Nomination and Remuneration Committee Member

In 2009, the Nomination and Remuneration Committee convened one meeting for nomination of qualified persons to be proposed and appointed as directors of the Company to replace the directors who retired by rotation, for review of remuneration of directors for 2009 and bonus for 2008 for submission to the 2009 Annual Ordinary General Meeting of Shareholders for approval, and for consideration of remuneration of the Managing Director in accordance with an evaluation of working performance for presenting the Board of Directors for approval under the criteria.

The Nomination and Remuneration Committee's Authority and Duties

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

Nomination, Appointment and Term of Office of the Nomination and Remuneration Committee

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

9.1.5 Corporate Governance and Risk Management Committee

The Board of Directors appointed the Corporate Governance and Risk Management Committee to perform the duty to formulate policies and directions of operations in respect of the good corporate governance of the Company, including business ethics. Subsequently, the Board of Directors considered and reviewed the appointment of members of the Corporate Governance and Risk Management Committee to ensure performance of duties with transparency and independence in compliance with the guidelines of the good corporate governance which state that the majority of members of the subcommittees should be independent directors. Therefore, the Board of Directors' Meeting No. 1/2009 held on 25 February 2009 resolved to appoint Prof. Dr. Kanok Wongtrangan, currently an independent director, to hold the position of the Corporate Governance and Risk Management Committee Member replacing Mrs. Payao Marittanaporn.

Therefore, the Corporate Governance and Risk Management Committee comprise four members as follows:

- | | | |
|----|------------------------------|---|
| 1. | Prof. Suphachai Phisitvanich | Corporate Governance and Risk Management Committee Chairman
(Independent Director) |
| 2. | Gen. Sampao Choosri | Corporate Governance and Risk Management Committee Member
(Independent Director) |
| 3. | Mr. Supong Chayutsahakij | Corporate Governance and Risk Management Committee Member |
| 4. | Prof. Dr. Kanok Wongtrangan | Corporate Governance and Risk Management Committee Member
(Independent Director) |

The Corporate Governance and Risk Management Committee shall meet for following up and evaluating the results of performance in compliance with the good corporate governance principles and risk management plan of the Company. In 2009, the Corporate Governance and Risk Management Committee convened one meeting.

The Corporate Governance and Risk Management Committee's Authority and Duties

1. Studying and following up movement, tendency and performance in respect of the good corporate governance for submission to the Board of Directors for consideration as to appropriateness for adoption as guidelines for the Company's operations.

2. Improving and proposing the good corporate governance policy of the Company, including business ethics, to the Board of Directors.
3. Following up and evaluating the results under the good corporate governance principles of the Company as well as reporting the same to the Board of Directors.
4. Considering policies and work plans relating to risk management for submission to the Board of Directors for consideration.
5. Monitoring and reviewing overall risk management of the Company, strategies for risk management and alert system of all kinds of risk management in order to deal with risks to stay at acceptable level to ensure compliance with the risk management policy of the Company.
6. Reporting risks and operations for minimizing risks to the Board of Directors.
7. Proceeding with other matters as assigned by the Board of Directors.

Nomination, Appointment and Term of Office of the Corporate Governance and Risk Management Committee

The Corporate Governance and Risk Management Committee shall be appointed by the Board of Directors, with a three-year term of office.

9.1.6 Management Team

As at 31 December 2009, the management team⁽¹⁾ of the Company comprises 14 persons (information of executives appears in Attachment A-6 to A-9) as listed below:

- | | | |
|----|-------------------------------|--|
| 1. | Mrs. Payao Marittanaporn | Managing Director |
| 2. | Mr. Sanguan Kunatinun | Assistant Managing Director |
| 3. | Mrs. Sudruthai Prommart | Assistant Managing Director |
| 4. | Mrs. Ngamnit Kanokgarnjanar | Assistant Managing Director |
| 5. | Mr. Phakpoom Thaweewittayarut | Senior General Manager of Managing Director Office and Company Secretary |
| 6. | Miss Panan Tosuwanthaworn | Senior General Manager of Finance Division |
| 7. | Mr. Phaisan Lertsalaluck | General Manager of Traffic Division |
| 8. | Miss Vasana Wattananukulchai | General Manager of Internal Audit Office |

- | | | |
|-----|-------------------------------|--|
| 9. | Mrs. Wattana Sittiwatayaporn | General Manager of Planning and Development Division |
| 10. | Mr. Omsyn Pibulwarangkur | General Manager of Construction and Maintenance Division |
| 11. | Mrs. Supattra Bumnetphan | General Manager of Toll Revenue Division |
| 12. | Mr. Chalermkiat Sakonwisansak | Deputy General Manager of Construction and Maintenance Division |
| 13. | Miss Phenporn Kittiyopars | Deputy General Manager of Planning and Development Division |
| 14. | Mr. Rungsak Luengrattanamat | Deputy General Manager of Construction and Maintenance Division ⁽²⁾ |

Remarks: ⁽¹⁾ The management team refers to the definition of the “executive” of the Office of the Securities and Exchange Commission.
⁽²⁾ Effective since 1 January 2010.

The Managing Director’s Authority and Duties

The Managing Director shall have the duty to control and manage main business of the Company as operator of the Si Rat Expressway (Second Stage Expressway) and the extension under the Second Stage Expressway Agreement with EXAT and monitor all activities of the Company to ensure compliance with resolutions and policies as assigned and suggested by the Board of Directors. In this regard, the Board of Directors shall regularly evaluate performance of duties of the Managing Director for comparison with the target as determined on a yearly basis, whereby the Nomination and Remuneration Committee shall consider remuneration of the Managing Director by assessing from his/her performance in the previous year and proposing the same to the Board of Directors for approval under the criteria.

Nomination of Managing Director and Executives

As for the position of Managing Director, the Nomination and Remuneration Committee shall consider nominating qualified persons, namely, those who have knowledge and capacities and experience which are useful for management and operations to achieve objectives or targets as determined by the Board of Directors and have well understanding of the Company’s business, whereby the Nomination and Remuneration Committee shall propose the nominations to the Board of Directors for consideration and appointment.

As for any executives at the level of General Manager or higher, the management would propose the nominations to the Executive Board for consideration and appointment.

9.1.7 Company Secretary

The Board of Directors appointed Mr. Phakpoom Thaweewittayarut to serve as Company Secretary, effective since 28 November 2007, prior to enforcement of the Securities and Exchange Act (No. 4) B.E. 2551 (2008) (effective on 31 August 2008), with the duties and responsibilities as follows:

1. Providing suggestions to directors relating to provisions of laws, relevant rules and regulations.
2. Monitoring the Company to ensure performance in compliance with laws, Articles of Association, relevant regulations and the good corporate governance principles.
3. Convening meetings as stipulated by laws and Articles of Association, preparing and keeping minutes of meetings, as well as coordinating to ensure efficient performance in compliance with resolutions passed by the Board of Directors or the shareholders' meetings.
4. Monitoring to ensure disclosure of information and information memorandum to regulatory units.
5. Contacting and communicating with shareholders and relevant regulatory units, whereby shareholders may inquire or request any information as needed by contacting at Tel. 0-2641-4611 Ext. 500 or sending questions via email to companysecretary@becl.co.th.
6. Promoting provision of training in various courses and providing information useful for performance of duties of new directors.
7. Proceeding with other matters as assigned by the Board of Directors.

9.1.8 Structure of the Board of Directors of Northern Bangkok Expressway Company Limited (Subsidiary)

As at 31 December 2009, the Board of Directors of Northern Bangkok Expressway Company Limited (Subsidiary) has eight 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. Mrs. Vallapa Posyanond | Director |
| 7. Mr. Sintop Sirisingha | Director |
| 8. Mrs. Payao Marittanaporn | Director |

Directors authorized to sign and bind the Subsidiary

The Subsidiary determined four directors authorized to sign and bind the Subsidiary, comprising Mr. Plew Trivisvavet, Mr. Supong Chayutsahakij, M.L. Prasobchai Kasemsant and Mrs. Payao Marittanaporn, whereby two of these four directors shall jointly sign and affix the Subsidiary's seal.

9.2 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 subcommittee and member of the Executive Board, the Audit Committee, the Nomination and Remuneration Committee and the Corporate Governance and Risk Management 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.

In 2009, the remuneration for directors and executives is as follows:

1. Remuneration for directors of the Company comprises annual office remuneration, office remuneration for chairman, meeting allowance, and bonus. The total remuneration for directors of the Company in 2009 amounted to Baht 19,350,000, which was in line with the resolution of the 2009 Annual Ordinary General Meeting of Shareholders which approved the remuneration for directors as bonus for directors for 2008 in the amount of not exceeding Baht 8.45 Million and remuneration for directors for 2009 in the amount of not exceeding Baht 12.60 Million, thereby bringing the total approved amount of not exceeding Baht 21.05 Million.

Unit : Baht

Name of Director	Position	Office Remuneration for Directors and Meeting Allowance for 2009						Bonus for 2008	Total
		Board of Directors	Executive Board	Audit Committee	Nomination & Remuneration Committee	Corporate Governance and Risk Management Committee	Office Remuneration for Chairman		
1. Dr. Virabongsa Ramangkura	Chairman of the Board of Directors	400,000	-	-	-	-	1,500,000	1,000,000	2,900,000
2. Mr. Plew Trivisvavet	Director Chairman of the Executive Board Nomination and Remuneration Committee Member	400,000	500,000	-	125,000	-	500,000	1,000,000	2,525,000
3. Mr. Supong Chayutsahakij	Director Vice Chairman of the Executive Board Corporate Governance and Risk Management Committee Member Nomination and Remuneration Committee Member	400,000	500,000	-	125,000	125,000	-	800,000	1,950,000
4. M.L. Prasobchai Kasemsant	Director Executive Director	350,000	475,000	-	-	-	-	650,000	1,475,000
5. Miss Arisara Dharamadhaj	Director Executive Director	400,000	475,000	-	-	-	-	650,000	1,525,000
6. Mr. Panit Dunnvatanachit	Director Executive Director	400,000	500,000	-	-	-	-	650,000	1,550,000
7. Mrs. Vallapa Posyanond (with her intention not to receive remuneration)	Director Executive Director	-	-	-	-	-	-	-	-
8. Mrs. Payao Marittanaporn	Director Executive Director Managing Director	400,000	500,000	-	-	-	-	700,000	1,600,000
9. Prof. Suphachai Phisitvanich	Director Audit Committee Chairman Corporate Governance and Risk Management Committee Chairman	350,000	-	300,000	-	125,000	300,000	850,000	1,925,000
10. Prof. Dr. Kanok Wongtrangan	Director Audit Committee Member Nomination and Remuneration Committee Member Corporate Governance and Risk Management Committee Member	400,000	-	300,000	125,000	125,000	-	550,000	1,500,000
11. Gen. Sampao Choosri	Director Audit Committee Member Nomination and Remuneration Committee Chairman Corporate Governance and Risk Management Committee Member	400,000	-	300,000	125,000	125,000	100,000	650,000	1,700,000
12. Mr. Sintop Sirisingha	Director	400,000	-	-	-	-	-	300,000	700,000
	Total	4,300,000	2,950,000	900,000	500,000	500,000	2,400,000	7,800,000	19,350,000

2. Remuneration for directors of the Subsidiary comprises office remuneration for directors and meeting allowance. The total remuneration for eight directors, which was received from the Subsidiary in 2009, amounted to Baht 1,020,000.
3. Remuneration for executives from the level of Vice Chairman of the Executive Board and the Managing Director downwards to four executive levels ranked below the Managing Director, a total of 14 persons, amounted to Baht 47,405,295.

9.3 Corporate Governance

The Company has adhered to the good corporate governance principles for management by always realizing the significance and responsibilities towards the shareholders and the stakeholders of the Company, as evidenced by the awards given to the Company by the organizations and agencies during 2003-2009, as summarized below:

2003

- The Disclosure Report Awards 2003 by the Office of the Securities and Exchange Commission (SEC) as a company with good annual information disclosure;

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 2006” hosted by the Stock Exchange of Thailand as one of the companies with the outstanding corporate governance report;
- The Company received a “Very Good” rating from the Thai Institute of Directors Association;

2007

- The Best Shareholder Treatment Awards as the best listed company in shareholder treatment, awarded by Thailand Securities Depository Company Limited in association with relevant authorities in the announcement of the results of the Shareholder Awards;
- The honorable awards for the “Board of the Year For Distinctive Practices” in the announcement of the results of the Board of the Year Awards for the years 2006/07 by the Thai Institute of Directors Association in association with the Stock Exchange of Thailand and other relevant authorities for commending the boards of directors having efficient and effective performance;
- The Company received an “Excellent” rating in the assessment of quality of the 2007 Annual Ordinary General Meeting of Shareholders by the Office of the Securities and Exchange Commission;

- The ASEAN Energy Awards 2007 in the category of energy conservation building, whereby the Company was selected by the Ministry of Energy to represent Thailand in the ASEAN competition in Singapore;
- The Thailand Energy Awards 2007, whereby the Company received the outstanding award for energy conservation in the category of non-designated building from the Department of Alternative Energy Development and Efficiency (DEDE), Ministry of Energy.

2008

- The Company received an “Excellent” rating in the assessment of quality of the 2008 Annual Ordinary General Meeting of Shareholders by the Office of the Securities and Exchange Commission;
- The Company received a “Very Good” rating from the Thai Institute of Directors Association;
- The Company received the certification of ISO 14001:2004 Environmental Management System from UKAS of England and NAC of Thailand on 14 November 2008.

2009

- The Company received an “Excellent” rating in the assessment of quality of the 2009 Annual Ordinary General Meeting of Shareholders and has been considered as a role model from Office of the Securities and Exchange Commission and the Thai Investors Association;
- The Company received an “Excellent” rating in the assessment of the corporate governance of Thai listed companies for 2009 from the Thai Institute of Directors Association;
- The Company was awarded the Most-admired Listed Company and the Most-admired Listed Company’s IR based on the Medium & Small Capitalization by the Securities Analysts Association.

The Board of Directors has emphasized the significance of compliance with the good corporate governance principles to build up confidence for shareholders, investors and all related parties, and therefore, continued to regularly review the corporate governance policy every year to ensure compliance with the good corporate governance principles for listed companies. The Company’s corporate governance policy is as follows:

Corporate Governance Policy

1) Shareholders' Rights

Encouraging shareholders to exercise their fundamental rights and taking care of shareholders beyond their rights as specified by law without any actions in violation of or depriving shareholders of their rights.

2) Equitable Treatment towards Shareholders

Supervising and monitoring all shareholders to be equally treated under their fundamental rights, laying down measures to prevent inside information usage for seeking personal interests or others which causes damage to shareholders as a whole.

3) Stakeholders' Role

Taking care of stakeholders based on their rights as specified by applicable laws without any actions in violation of or depriving stakeholders of their rights as well as establishing compensation measure in case any stakeholders suffer any damage arising from violation of the rights, promoting cooperation between the Company and stakeholders in order to build up wealth, financial stability and sustainability towards the Company.

4) Information Disclosure and Transparency

All activities are undertaken with transparency and open for inspection with sufficient information disclosure to all relevant parties as well as monitoring to ensure disclosure of important information relating to the Company, both financial information and non-financial information, shall be made correctly, completely, timely and transparently through an easy access with equality and reliability.

5) The Board of Directors' Responsibilities

The Board of Directors shall perform their duties with honesty and due care for the optimum benefit of the Company and fairness to all shareholders under the good internal control system and suitable risk management, including compliance with the Company's code of ethics.

At present, the Company has adhered to the good corporate governance principles for listed companies, divided into five sections as follows:

9.3.1 Shareholders' Rights

The Company realizes the shareholders' ownership right to control the Company via appointment of the Board of Directors to represent them and their right to decide on significant changes. The Company then promotes the shareholders to exercise their rights with

protection of their fundamental rights by way of sufficient access to the Company's information, participation in the shareholders' meeting to vote for appointment of directors, determination of remuneration for directors, appointment of auditor and determination of audit fee, including voting on any important matters of the Company, etc. The Board of Directors clearly establishes the corporate governance policy that the Company shall promote shareholders to exercise their fundamental rights, whereby the Company shall not take any actions in violation of or depriving shareholders of their rights.

In convening the shareholders' meeting, the Company shall arrange for the meeting date which shall not fall on any long holidays or public holidays; and the appropriate meeting time which shall not be too early in the morning or too late in the evening; including the meeting venue which shall be convenient for commuting, such as, close to a metro station or Expressway on-off ramp, and with sufficient parking area, together with route map of the meeting venue. In 2009, the Company held one shareholders' meeting, namely, the 2009 Annual Ordinary General Meeting of Shareholders on 1 April 2009 at Grand Ballroom, The Emerald Hotel at 2:00 p.m. In this regard, the Company disseminated notice of the meeting, together with details of each item of the agenda, on the Company's website in advance one month prior to the meeting date, as well as submitting notice of the meeting to Thailand Securities Depository Company Limited, as share registrar of the Company, for delivery to shareholders in advance 14 days prior to the meeting date so as to allow shareholders to have time to consider details of each agenda item. In addition, the delivery of the notice of the meeting also includes details relating to documents in support of the attendance of the meeting and arrangement of duty stamps, free of charge, for shareholders wishing to appoint proxy to attend the meeting. Furthermore, all three proxy forms as specified by law are made available on the Company's website for shareholders to use as appropriate.

In this regard, the Company arranged for reception staff to facilitate the shareholders attending the meeting and provide information to shareholders both before and after the meeting as well as during the meeting, serving refreshments to shareholders. Furthermore, the Company used the barcode system in the registration and voting for the purpose of convenience and rapidity, as well as facilitating shareholders in case they have any questions during the meeting.

The Board of Directors realizes the significance of attendance of the shareholders' meeting for answering questions and taking suggestions of shareholders into consideration. In 2009, all 12 directors attended the said meeting, including the Chairman of the Board of Directors, the Audit Committee Chairman, and the subcommittees, the managing directors and the management teams of the Company and the Subsidiary for answering shareholders' questions on various issues.

The Company proceeds with the meeting in accordance with the order of the agenda as specified in the notice of the meeting available on the Company's website for shareholders in advance 30 days, and allow shareholders to express their opinions and make inquiries in each agenda. Before starting the meeting, the chairman of the meeting would clearly inform the shareholders of the voting method and the shareholders' right as follows:

1. One share is one vote. For the agenda items requiring resolutions, resolutions shall be passed by majority of the votes. The agenda item for acknowledgment shall not require any resolution. As for the agenda item for determination of remuneration for directors, resolution shall be passed by votes of not less than two-thirds of the total number of votes of the shareholders who attend the meeting.
2. In case that shareholders have appointed their proxies and voted on various matters, and the officer would collect such votes in computer, whereby the legal advisor would inspect the casting of votes to ensure the transparency and correctness in accordance with the laws and regulations. Proxies would not be required to vote again in the meeting unless the information on such agenda item would change. Any shareholders intending to change their votes shall inform the officer to request for the voting cards.
3. The shareholders attending the meeting in person and intending to vote against or abstain from voting shall use the voting cards as provided by the officer.
4. The shareholders who attend the meeting after the meeting has already commenced shall be granted the right to be able to use their rights to vote on the agenda item which is pending consideration and which resolution has not yet been passed.

In regards to the minutes of the shareholders' meeting, the Company has clearly recorded information relating to the list of directors attending the meeting, material clarifications, questions-answers or opinions in brief, the meeting resolutions, whereby votes were divided into agree, disagree or abstain, which shall be available on the Company's website at www.becl.co.th within 14 days from the shareholders' meeting date rather than having the shareholders wait until the next meeting.

9.3.2 Equitable Treatment towards Shareholders

The Company realizes the significance of and monitors to ensure treatment towards all shareholders on an equal and fair basis as follows:

1. The shareholders' meeting proceeds in accordance with the order of the agenda as specified in the notice of the meeting without adding any agenda to the meeting without prior notice to the shareholders so that the shareholders have opportunity to study information in support of consideration of each agenda.

2. One independent director is nominated as an option for appointment as proxy of the shareholders for exercising the right to attend and vote on each agenda at the meeting by proxy.
3. Voting cards are provided for every agenda, whereby the Company uses the barcode system in the record and display of the results of casting of votes, as well as arranging the officer to collect the voting cards in the meeting room, and to ensure transparency, the Company has the legal advisor serve as witness in counting the votes.
4. The Company correctly and completely prepares and records the minutes of the meeting and disseminates the same to all shareholders via the Company's website after the minutes have been delivered to the Stock Exchange of Thailand 14 days after the end of the meeting. In addition, the Company also disseminates photographs and audio files of the shareholders' meeting on the Company's website for any interested shareholders.
5. The Company allows shareholders to propose agenda of the shareholders' meeting and nominate qualified persons to be considered and appointed as directors for the annual shareholders' meeting of the Company in advance prior to the meeting, commencing from the 2009 Annual Ordinary General Meeting of Shareholders, whereby the shareholders have been informed via the Stock Exchange of Thailand's website, including criteria for consideration on the Company's website. In this regard, the Board of Directors shall consider the appropriateness of the agenda proposed by the shareholders. As for the persons nominated to be considered and appointed as directors, the management shall propose such nominations to the Nomination and Remuneration Committee for further submission to the Board of Directors and the shareholders' meeting.
6. The Company has established measures to prevent inside information usage for seeking interest of directors and executives by informing all persons of their roles and duties to report their own securities holding, and on securities holding by their respective spouses or minor children who hold securities of the Company; and to report every change in such securities holding from purchase, sale, transfer or acceptance of transfer of securities, to the Securities and Exchange Commission in accordance with Section 59 of the Securities and Exchange Act B.E. 2535 (1992) within three days from the date of purchase, sale, transfer or acceptance of transfer of securities, whereby the Company shall give prior warning notice thereof in every meeting of the Board of Directors and the Executive Board. Moreover, directors and executives have also been informed of their duties and responsibilities as specified, including punishments under the Securities and Exchange Act B.E. 2535 (1992). In

addition, the Company prohibits executives who have access to inside information from taking any actions contrary to Section 241 of such Act, including relevant rules and regulations.

9.3.3 Stakeholders' Role

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, customers, business related persons, lenders, traders, competitors, society and communities, educational institutions adjacent to the Expressways, government sector and other relevant authorities. Any stakeholders wishing to contact or have any comments may directly contact the Company's director or Company Secretary at Tel. 0-2641-4611 Ext. 500 or via email to companysecretary@becl.co.th. 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. The Board of Directors has laid down the corporate governance policy that the Company shall treat stakeholders based on their rights as specified by applicable laws without any actions in violation of stakeholders' rights; and has established compensation measures in case any stakeholders sustain any damage arising from violation of the rights, for instance:

1. In terms of customers, the Company has a commitment to provision of quality and trusted service, realizes the significance of the fair treatment towards all customers and has continual work plans for improvement of the Expressway services for motorists to ensure a more rapid and convenient service with standard safety. Rules and regulations of service provision to which the Company has adhered are as follows:

- 1) Providing quality service to satisfy motorists' expectations.
- 2) Ensuring prompt response to motorists' needs, and allowing and facilitating motorists to make any comments or suggestions for service improvement.
- 3) Providing accurate and timely information on service.

2. In respect of person who is related to the business, the Company strictly discharges its duties in accordance with the Agreement with EXAT as contractual party and has fairly treated such business 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, through its work rules and regulations in accordance with the ISO 9001:2000 Quality Management System to ensure that the Expressways are always available for service.

3. In respect of traders, the Company has a commitment to procurement of standard goods and service, for the purpose of development and maintenance of sustainable relationship with traders, with the clear objectives of the quality of goods and service worth its value, technical standard and creditability, the Company therefore provides the fair and equal procurement procedures to all traders in compliance with work rules regarding procurement in accordance with the requirements of the ISO 9001:2000 Quality Management System, by strictly adhering to the practices as follows:

- 1) Determining criteria for consideration and selection of traders.
- 2) Ensuring competition on the basis of equal information access, without preventing any trader from participating in business competition.
- 3) Preparing contracts in appropriate and standard forms.
- 4) Arranging management and following up system to ensure complete compliance with the contracts, and internal control system to prevent fraud and misconduct in all steps of the procurement procedures.
- 5) Making payments to traders on time in accordance with terms of payment as mutually agreed.
- 6) Not allowing director and/or staff to accept any benefits from traders.
- 7) Evaluating traders on a yearly basis and informing results of evaluation with suggestions for traders to continuously improve the quality of goods and services, and also allowing traders to contact the management to make any complaints if they are unfairly treated.
- 8) Refraining from seeking any trader's secret dishonestly or improperly, such as, bribing director and staff of competitors.
- 9) Refraining from making a serious accusation against traders without reasonable grounds.

4. 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. Conditions which the Company has complied with and adhered to are as follows:

- 1) Strictly complying with conditions of the Credit Facilities Agreement as mutually agreed. In case it is unable to comply with any condition, the lenders shall be informed thereof in advance to jointly seek a solution.
- 2) Equitably and fairly treating towards all lenders on the basis of a win-win solution for both sides.
- 3) Regularly reporting on financial information which is accurate, complete and timely to lenders.
- 4) Refraining from demanding, receiving or accepting engagement for any fraudulent benefits in commercial terms.
- 5) Disclosing information on demand, receipt or acceptance of engagement of any fraudulent benefits, if any, to lenders to resolve the problems fairly and promptly.

In respect of the debenture holders, the Company issues debentures in accordance with applicable requirements, laws and notifications of the Securities and Exchange Commission and strictly complies with policies, objectives and resolutions of the shareholders' meeting. Also, the Company realizes the significance of its responsibility to fulfill commitments in accordance with the requirements regarding rights and duties of debenture issuer, including relevant contractual conditions.

5. Regarding staff, the Company considers staff as important resource to the Company's success. Therefore, in addition to promoting staff to receive additional training or education for improvement of their skills and capabilities, the Company also designs its organization to ensure the balance between efficiency and happiness for staff to work with safety, good health in pleasant surroundings, with fair remuneration, as well as having 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.

- 1) Providing the fair and appropriate benefits to staff according to their respective work competency, by mainly employing staff performance evaluation system for consideration of performance of staff and for motivation of staff to enhance their work competency.
- 2) Creating a participatory and teamwork environment by allowing staff to express their opinions on work performance.
- 3) Ensuring that staff take pride in and engage with the organization by encouraging staff's career development.
- 4) Ensuring equitable, honest, fair appointment, transfer, as well as providing reward and punishment according to knowledge, capacities and appropriateness of such staff.
- 5) Creating surroundings in work areas with good hygiene, safety for life and property of staff and the Company.
- 6) Giving priority to and regularly promoting staff's development of their knowledge and capacities.
- 7) Strictly complying with laws and regulations relating to staff.

6. As for the corporate social and environmental responsibility, the Company intends to jointly develop the capital city, including society and environment of Bangkok to ensure sustainable growth by continuously arranging the social activities, as per the following practices:

- 1) The Company has a policy to operate the business mainly taking into account the environment and impact on society as well as complying with laws and regulations on environment.
- 2) Rapidly and efficiently responding any events having impact on environment and communities caused by the Company's operations by fully cooperating with related government agencies.
- 3) Raising the consciousness and responsibility of staff in relation to environment under the ISO 14001:2004 Environment Management System as well as campaigning conservation and consumption of energy and resources with efficiency.

- 4) Communicating, exchanging knowledge and sharing experiences with persons, communities and other agencies for the purpose of participation in conservation of environment, improvement of work procedures to ensure suitability on a continuous and regular basis.

In this regard, the Company suitably organizes various activities and improves procedures to ensure good relationship and cooperation between the Company and such stakeholders. In 2009, the Company organized customer relations activities and social activities as follows:

- 1. The 2009 Annual “Public Service Executive Development Program”, Batch 3, of the Office of the Public Sector Development Commission (OPDC) to Develop Talented and Good Personnel**

The Company participated in the “Public Service Executive Development Program” organized by the Institute for Good Governance Promotion under the Office of the Public Sector Development Commission (OPDC), from the person selected from the public servants with high capacities which are regarded as the intelligent personnel resource of the country to join training and development of new executive generation, by accepting the invitation to train, batch 3, for 2009, to coach and share knowledge and experiences of the high ranking executive from the Company for developing talented and good public servants with capabilities, vision and ideas in respect of the good corporate governance in order to ensure the real understanding and perspective as well as goals of private sector’s operations in association with the government sector, which will further help develop and enhance the country’s competitiveness. This is also considered a corporate social responsibility activity which creates concrete and sustainable value.

- 2. Good Relationship with Shareholders and Bondholders**

- 1) “Company Visit”

The Company brought the group of 95 shareholders to visit the Company’s Control Center of the Si Rat Expressway and its routes as well as tourist attractions at the end of the Expressway at Phra Chula Chom Klao Fort, Bangkok Naval Base, for shareholders to well understand the business operations and to ensure good relationship between shareholders and the Company.

2) “Learning Thai Riverside Culture”

The Company brought the group of its 62 bondholders to join the Thai Culture activity at Suan Samphran Rose Garden Riverside, including river cruiser to visit Wat Rai Khing and Don Wai Market in Nakhon Pathom Province to learn Thai lifestyles and folk wisdom and to ensure good relationship between bond holders and the Company.

3. Good Relationship with Expressway Users

1) “Temple Tour in Suphanburi with Expressway”

The Company brought the group of 39 Expressway users to travel together to visit the historical sites, arts and cultures of temples in Suphanburi Province, as well as visiting the 100-year old market at Kao Hong Market.

2) “Preserve Coral Reefs with Expressway on Mother’s Day”

The Company brought 39 Expressway users from 13 families to jointly nurture coral reefs at Toei Ngam Beach, the Royal Thai Marine Corps, Amphoe Sattahip, Chonburi Province, in order to increase natural habitats of sea animal as initiated by Her Majesty the Queen on the occasion of Her Majesty the Queen’s Birthday on 12 August 2009.

3) “Visit King’s Project with Expressway”

The Company brought 43 Expressway users from 15 families to learn the natural conservation activity as initiated by His Majesty the King, to visit the Royal Nature Conservation Center, Nakhon Nayok Province, and Khun Dan Prakarnchon Dam, the longest roller compacted concrete dam in the world, in order to strengthen family relationship and to ensure good relationship between Expressway users and the Company, on the occasion of the National Father’s Day.

4. Good Relationship with Related Authorities

1) “Watch Movie with Expressway”

The Company brought the families of staff of the Expressway Authority of Thailand, police officers of Expressway Police Station 2 and staff of the Company to watch “Khan Kluay II” at Major Cineplex, Ratchayothin, in order to strengthen family relationship and to ensure good relationship among such three entities.

2) “Offer Buddhist Lent Candles and Visit Ancient Capital”

The Company brought the group of 44 executives and staff of the Toll Collection Department of the Expressway Authority of Thailand and the Toll Revenue Department of the Company, to jointly offer candles and bathing robes to monks at Wat Tha Ka Rong, as well as to pay respect to the Buddha images in Ayudhaya Province, in order to promote the Buddhist tradition on the occasion of the Buddhist Lent Day, and to strengthen good relationship between such two organizations.

5. Promotion of Learning to Youths

1) “Train the Trainers Campaign”

The Company, in association with the Education Department, Bangkok Metropolitan Administration, and Nation Education Company Limited, organized the “Train the Trainers Campaign” in order to develop English teachers, who are regarded as important personnel for English teaching to their students, to ensure their English proficiency, by training 20 English teachers from 10 educational institutions under Bangkok Metropolitan Administration, nearby the Expressway, and assigned Nation Education Company Limited to formulate the English training course.

2) “Expressway Scholarships to Adjacent Schools”

The Company granted scholarships to underprivileged students with good academic records, including funds for school development continuously as the second year for educational purposes to Chumchon Wat Sadet School, Wat Buakhwan School, Wat Phasuk Manichak School, Rama IX Kanchanaphisek School and Wat Uthaitaram School, totaling Baht 250,000.

3) “BECL Grants Scholarships to Staff’s Children”

The Company granted 66 scholarships to staff’s children with good academic records at the levels of elementary and high school, totaling Baht 230,000, continuously as the third year.

4) “Learning Sufficiency Economy with Expressway”

The Company took the group of 64 teachers and elementary students from Wat Phrayayang School and 62 teachers and students from Wat Mahapruetharam School to visit the rice farming demonstration of Teacher Thani in Pathum Thani Province for youths to aware of the value of Thai agriculture and to raise their awareness in relation to sufficiency economy.

6. Raising Awareness of Environmental Preservation

1) “Environmental Preservation with Expressway”

The Company brought the group of 46 executives and staff of the Company to jointly nurture coral reefs at Toei Ngam Beach, the Royal Thai Marine Corps (Royal Thai Navy), Amphoe Sattahip, Chonburi Province, to jointly rehabilitate sea environment and build up awareness of environmental preservation and conservation and jointly campaign for reducing global warming on the occasion of the World Environment Day.

9.3.4 Information Disclosure and Transparency

1. The Board of Directors establishes the policy that the Company shall undertake activities with transparency and open for inspection with sufficient information disclosure to all relevant parties as well as monitoring to ensure disclosure of correct, complete, timely and reliable information, and all parties shall be able to easily access such information on an equal basis.

In disclosure of significant information of the Company, other than dissemination under the specified criteria via channels of the Stock Exchange of Thailand, the Company shall also disseminate information on the Company’s website, both Thai and English, such as, annual report, annual registration statement (Form 56-1), corporate governance policy, the Company’s information, public relations news, by regularly updating the website for users to be able to conveniently access such information in a timely manner and to gain the optimum benefit.

In disclosure of financial report, the Board of Directors shall prepare Report on Responsibilities of the Board of Directors towards the Financial Report to be shown simultaneously with Report of the Auditor, as per the details on page 13-1

2. The Board of Directors realizes the significance of accurate, complete, transparent, thorough and timely information disclosure relating to the Company, both financial and non-financial data, such as, movement of traffic volume, toll revenue, loan status, financial report, operational results, financial ratio, dividend records and other information having an impact on the value of securities of the Company. This shall be in accordance with the good corporate governance principles, by disseminating such information and news for investors and relevant parties to use the same in support of decision making 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 www.becl.co.th which is available in both Thai and English, together with monthly corporate presentation of information to investors, updated on the 10th day of the following month to be regularly and timely available to all investors. Moreover, an Analyst Consensus made by a group of analysts from many different securities companies is also available through the link on our website at www.settrade.com in order to assist investors in making their investment decisions.

The Company has also been a member of Thai IR Club since 2005, and has Investor Relations which has the duty to communicate, with the specific team ready to provide information and news to investors and analysts, make appointment, as well as coordinating with investors, shareholders and debenture holders to ensure access to information on an equal basis. In this regard, those interested in investment may contact Khun Suttida Sukhanindr, Investor Relations, at 0-2641-4611 Ext. 530 or 532-533. Investors, who may find it inconvenient to visit the Company's Office No. 238/7, Asoke-Dindaeng Road, Bangkapi Subdistrict, Huaykwang District, Bangkok 10310, Thailand, may also arrange a conference call or subscribe for information and news mailing list via the website or submit questions or email to ir@becl.co.th.

In 2009, the Company was awarded the Most-admired Listed Company and the Most-admired Listed Company's IR (Mrs. Suttida Sukhanindr, Senior Manager, Investor Relations Department) based on the Medium & Small Capitalization by Securities Analysts Association as voted by analysts in securities companies and asset management companies which admired the Company's provision of information and answers to questions. In 2008, in selection of IR Award by the Stock Exchange of Thailand, according to the result of assessment of the Company's information (only Clause 1), the Company also received the total score of 91.79 percent, the highest score of companies in the SET 50 group. In 2009, the Company has received the total score of 93.99 percent, the highest score of all listed companies on the Stock Exchange with the market value higher than Baht 10,000 Million.

Other than disclosure of information under the duty pursuant to the practice and legal requirements, the Company also has the policy to rotate high level executives to participate in providing information and answers to questions to investors so that they would be personally aware of opinions and requirements of Thai and foreign investors. The Managing Director, the Assistant Managing Directors, the Finance Division General Manager and the Company Secretary have always participated in investor relations activities. As for communication within the organization, the Investor Relations Department prepares IR Report, by collecting and summarizing questions and opinions of investors towards business operations of the Company for submission to the executives on a monthly basis in order to present useful suggestions or feedback of investors to the executives for further improvement of the operations.

In 2009, the Company provided reception for 63 company visits and conference calls, arranged for 1 press interview, 35 press releases and convened meetings with analysts on a quarterly basis at the Company and at the Opportunity Day event organized by the Stock Exchange of Thailand for clarification on the quarterly operational results, provision of information on progress of the Electronic Toll Collection system project, and for the management to answer questions to investors and the press. As for the Roadshow in this year, the Company participated in conferences for presenting information to institutional investors in the Asia Pacific Infrastructure & Transportation Conference in Hong Kong, organized by Macquarie Securities (Thailand) Limited, and also participated in the TISCO Corporate Day event organized by TISCO Securities Company Limited for presenting information to institutional investors, as well as participating in SET in the city 2009 exhibition held by the Stock Exchange of Thailand for providing information to general public.

The Company annually organized the Company Visit project and the Bondholders Relations project for allowing shareholders to visit and meet its management. The Company also publishes Si Rat newsletter for disseminating business information, which has been delivered to all shareholders and debenture holders of the Company bimonthly. In addition, the Company surveyed opinions and requirements of analysts and investors in relation to quality of communication and investor relations activities in 2009 for further improvement. The survey revealed that the provision of service in such investor relations activities was satisfactory representing 91.9 percent.

In 2009, the Company additionally offered the new audio communication channel by means of TeleConference via

Voice Over IP to enable investors around the world to contact ir@becl.co.th or contact the investor relations via website at www.becl.co.th for making an appointment for Voice Over Internet Protocol at lower cost. Furthermore, the Company plans to organize the Road Show abroad, as well as suitably allocating budget for investor relations activities on a yearly basis.

3. In regard to the policy on payment of remuneration for directors and executives, the Company establishes clear and transparent policy on remuneration for directors and the Managing Director, subject to review by the Nomination and 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, and 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, as per the details of Remuneration of Directors and Executives on pages 9-15 to 9-16.

9.3.5 The Board of Directors' Responsibilities

1) The Board of Directors' Structure

The structure of the Board of Directors consists of 12 qualified members, comprising: seven executive directors, four independent directors and one non-executive director, constituting a counterbalance from non-executive directors. In this regard, the Company has four independent directors, which represent one-third of all directors. 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.

The Company determines qualifications of "independent directors" stricter than the minimum requirements of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

The Board of Directors has not yet determined the policy on holding the position of director in other companies since, after considering the matter, it deems that all directors of the Company devote their time to regularly attend meetings and provide useful suggestions to the Company. In 2007, the Board of Directors also received the Board of the Year For Distinctive Practices Award for the years 2006/07. Furthermore, the Board of Directors also appointed the Company Secretary in accordance with the guidelines for the good corporate

governance principles to perform the duty to provide suggestions relating to various laws and regulations as required by the Board of Directors and to supervise activities of the Board of Directors as well as coordinating to ensure performance in compliance with the Board of Directors' resolutions.

2) Subcommittees

The Company has 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 and Remuneration Committee, and the Corporate Governance and Risk Management Committee. In this regard, the Board of Directors has determined duties and responsibilities of each subcommittee as detailed on pages 9-6 to 9-12.

3) Role, Duties and Responsibilities of the Board of Directors

1. 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 vision, 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.
2. The Board of Directors has established the corporate governance policy which shall be reviewed at least once a year.
3. The Company has prepared its code of business ethics since 2002, with the approval by the Board of Directors, whereby the code of business ethics contains proper conduct and practices for directors, executives and staff, specifying guidelines for conduct and treatment towards the Company, 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.

4. In consideration of any transactions which may have conflict of interest, interested directors shall not attend nor vote on such matter at the meeting.

In respect of risk management, the Board of Directors followed up and acknowledged risk management plan of the Company from the management's report on operational results in every the Board of Directors' meeting and from Report of the Corporate Governance and Risk Management Committee.

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 the same to ensure appropriateness. Other than the survey on the compliance with the Company's code of business ethics for directors, executives and staff on a yearly basis, with their signatures 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, and 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.

The Board of Directors and executives adhere to the guidelines for the good corporate governance principles by improving their conduct and practices towards interested persons to ensure compliance with such guidelines on a regular basis, e.g., independence of the Chairman of the Board of Directors, giving priority to shareholders to the extent that the Company received an "Excellent" rating of the ordinary general meeting of shareholders from the Office of the Securities and Exchange Commission in association with the Listed Companies Association and the Thai Investors Association in 2007, 2008, and 2009 consecutively. Furthermore, all staff has also participated in showing social responsibility by continuously implementing energy conservation project by expanding the scope of the use of electricity, oil, water and papers. As for the environment, in 2009, the Company has implemented the Environment Conservation Expressway Program as the third year, for 2 times, for motorists and staff to nurture coral reefs with the Royal Thai Marine Corps, Sattahip, having 39 motorists and 46 staff participating in the program.

4) The Board of Directors' Meetings

The Company shall give prior notice of annual schedule of the Board of Directors' meetings, together with the main agenda, to directors so as to allow directors to be able to manage time to attend the meetings. The Board of Directors shall regularly meet every 3 months and may convene additional meetings as necessary. The Managing Director Office shall deliver the notice of meeting and agenda as clearly pre-determined, for 10 days prior to the meeting date and deliver the supporting documents in advance, so as to allow the Board to review the same prior to the meeting.

The agenda shall be determined by mutual discussion between the Chairman of the Board of Directors and the Managing Director. In 2009, the Board convened four regular meetings, and there were also meetings of the Executive Board on every third Wednesday of each month, totaling 12 meetings. Most of the directors were able to attend the meetings, except where they were engaged by urgent business. In every meeting, the Chairman of the Board of Directors shall serve as the chairman of the meeting to ensure each item shall be carefully considered and all directors shall be allowed to express their opinions and take part in discussions. In addition, the high level executives will attend the meeting to clarify the information in the capacity as persons directly relevant to the problems to the satisfaction prior to passing resolution on each item.

The meeting attendance of the Board of Directors (attendances/ total number of meetings) is summarized as follows:

Names of Directors	Board of Directors	Executive Board	Audit Committee	Nomination and Remuneration Committee	Corporate Governance and Risk Management Committee
1. Dr. Virabongsa Ramangkura	4/4	-	-	-	-
2. Prof. Suphachai Phisitvanich	3/4	-	4/4	-	1/1
3. Gen. Sampao Choosri	4/4	-	4/4	1/1	1/1
4. Prof. Dr. Kanok Wongtrangan	4/4	-	4/4	1/1	1/1
5. Mr. Plew Trivisvavet	4/4	12/12	-	1/1	-
6. Mr. Supong Chayutsahakij	4/4	12/12	-	1/1	1/1
7. M.L. Prasobchai Kasemsant	3/4	11/12	-	-	-
8. Mr. Panit Dunnvatanachit	4/4	12/12	-	-	-
9. Miss Arisara Dharamadhaj	4/4	11/12	-	-	-
10. Mrs. Vallapa Posyanond	4/4	10/12	-	-	-
11. Mr. Sintop Sirisingha	4/4	-	-	-	-
12. Mrs. Payao Marittanaporn	4/4	12/12	-	-	-

5) Board Self-Assessment

The Board of Directors has a policy to assess the overall performance of the Board of Directors at least once a year. In 2009, the Company Secretary delivered self-assessment form to each director for considering the overall performance of the Board of Directors so as to use the assessment results for improvement and correction of the Board of Directors' performance. In this regard, the assessment results, divided into six subjects, namely, structure and qualifications of the Board of Directors; role, duties and responsibilities of the Board of Directors; the Board of Directors' meeting, directors' duties; relations with the management; and self-development of directors and development of executives, are summarized as follows:

1. Structure and Qualifications of the Board of Directors

Most directors are of the view that the structure and qualifications of the Board of Directors are proper, namely, there are 12 directors, comprising five non-executive directors (four independent directors or one-third of all directors by the definition of the Company's independent directors stricter than that of the Office of the Securities and Exchange Commission) and seven executive directors which are suitable to the nature of business operations of the Company. The Board of Directors comprises personnel with sufficient knowledge and experiences in a variety of fields and performed their overall duties efficiently. In this regard, the Board of Directors appointed another four subcommittees, namely:

- (1) The Audit Committee with duty to help supervise and monitor the business as well as considering the appropriateness and justifications of various transactions for the optimum benefit of the Company;
- (2) The Nomination and Remuneration Committee with duty to consider criteria and procedures of nomination of qualified persons to be appointed as the Company's directors based on transparency, fairness, without influence of any persons;
- (3) The Corporate Governance and Risk Management Committee with duty to establish policies and directions of operations in respect of the good corporate governance of the Company, including code of business ethics; and
- (4) The Executive Board with duty to supervise and provide suggestions to the management team and proceed with other matters as assigned by the Board of Directors

2. Role, Duties and Responsibilities of the Board of Directors

Most directors are of the view that the role, duties and responsibilities of the Board of Directors are proper, namely, the Board of Directors gives priority and contributes sufficient time to consider significant matters relating to directions of the Company's business operations, review the good corporate governance policy of the Company, as well as ensuring compliance with various policies, review of the code of business ethics, together with monitoring to ensure that no conflict of interest arises from any connected transactions and transactions which may have conflict of interest. The Board of Directors also follows the procedures as specified by taking into account the optimum benefit of the Company. Furthermore, the Board of Directors regularly reviews the internal control system to ensure good and sufficient internal control system and appropriate risk management, as well as following up and monitoring to ensure performance of duties of the management in accordance with the policies as assigned by the Board of Directors.

3. The Board of Directors' Meeting

Most directors are of the view that the Board of Directors' meetings are proper, namely, the Company gives prior notice of annual schedule of the meetings, together with the main agenda, to directors so that they would be able to manage their time to attend every meeting. The number of meetings and agenda are suitable, thereby supporting the Board of Directors to perform duties efficiently and be able to supervise and monitor the Company's business operations with success. Moreover, directors also receive supporting documents prior to each meeting and have sufficient time to study additional information in preparation for each meeting. The supporting documents contain sufficient information for decision making to the benefit of the Company. Furthermore, the atmosphere at each Board of Directors meeting allows all directors to express constructive opinions without any influence of any persons. In addition, directors could fully discuss significant issues at each meeting.

4. Directors' Duties

Most directors are of the view that directors' performance of duties is satisfactory, namely, they are well prepared and sufficiently study information prior to each meeting and regularly attend the meetings. In addition, directors independently provide their opinions and impartially consider various matters and are independent on passing resolutions, including useful suggestions for the Company's operations; and understand the significance of each matter and properly contribute their time to consider such matter and accept different opinions among directors without conflict.

5. Relations with the Management

Most directors are of the view that the relations with the management are proper. Directors could straightforwardly discuss with the Managing Director and maintain good relations with the management, whereby the Managing Director could request directors' advice as necessary and the Board of Directors does not intervene in performance of duties of the management. Moreover, the Board of Directors also participates in solving problems as appropriate in case of the management's performance of duties does not meet the operational plans and forecast budget.

6. Self-Development of Directors and Development of Executives

Most directors are of the view that the self-development of directors and development of executives are satisfactory, namely, directors understand their role, duties and responsibilities, have sufficient knowledge and understanding of the Company's business, pay attention to significant information or news relating to economic and industrial conditions, changes in rules and regulations and the state of competition, which would allow directors to efficiently perform their duties. In this regard, all directors are trained to ensure their understanding of performance of duties in the capacity of directors. Furthermore, in case of new directors, the Board of Directors would have the management provide documents or briefing for the new directors to understand the business and performance of duties as directors. In addition, the Board of Directors also sets out the succession plan to ensure continuity of performance of duties of the Company's high level executives.

The Corporate Governance and Risk Management Committee shall adopt the self-assessment results of the Board of Directors as information for proposing the practice and guidelines of the Board of Directors in compliance with the good corporate governance principles to the Board of Directors for consideration as appropriate.

6) Remuneration of Directors and Executives

Remuneration for directors : The Company establishes clear and transparent policy on remuneration for directors which in line with the scope of duties and responsibilities of each director eg.as chairman or member of subcommittees, subject to review by the Nomination and 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 Managing Director : The Company has implemented a formal assessment of performance of the Managing Director since 2007 which assessed by each director so as the Nomination and Remuneration Committee can use the assessment result to consider the remuneration for the Managing Director in accordance with company's operating result in order to propose to Board of directors for determination.

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 2009 appears in Remuneration of Directors and Executives on pages 9-15 to 9-16.

7) Development of Directors and Executives

1. Directors and Executives Training

The Board of Directors and the high level executives realize the significance of participation in training or seminars in various courses or development of their knowledge and skills. The Board of Directors attends training courses organized by the Thai Institute of Directors Association (IOD), namely, Director Certification Program (DCP), Directors Accreditation Program (DAP), Board Performance Evaluation, The

Role of Chairman (RCM), Audit Committee Program, Role of Compensation Committee (RCC) (as per Information of Company Executives on pages A-1 to A-7). In this regard, the Company also continues to coordinate with IOD to send its directors to participate in various training courses as provided by IOD.

2. Orientation for New Directors

The Company also arranges for orientation for newly-appointed directors, whereby the Board of Directors assigns the Managing Director, the Company Secretary and the Managing Director Office to meet with newly-appointed directors by convening a meeting with the relevant directors and/or executives and/or officers for clarification and answer to questions, as well as preparing documents and summary information for new directors, such as, information relating to the Company, listed company director's handbook, the good corporate governance principles, code of ethics, power and duties of the Board of Directors, the annual schedule of the Board of Directors' meetings. Furthermore, the Company also has its directors attend training course, as suggested by the Office of the Securities and Exchange Commission, as conducted by the Thai Institute of Directors Association (IOD).

8) Succession Plan

The Board of Directors sets out succession plan in the executive level and in the primary line, by significantly taking into account the performance and potentials of each person. 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.

The Company sets out succession plan for the high level executives of the Company, by emphasizing on the nomination of personnel since the establishment of the Company for development and preparations through performance evaluation system, and development and preparations for advancement and promotion in accordance with the staff's line of command. The implementation of strategy and succession plan of the high level executives who may be changed or retire to ensure the availability of personnel to succeed to the position is considered a part of the Company's human resource development to determine personnel to replace the high level executive, subject to consideration, approval and appointment of executive, whereby the Nomination and Remuneration Committee's meeting shall review the principles, as well as selecting knowledgeable and qualified person, while the Board

of Directors shall consider appointing person at the Managing Director level, and the Executive Board shall consider appointing the executives at the General Manager level and higher. As for the middle level executives and staff, a committee of the high level executives and the middle level executives shall consider promoting in the line of command as appropriate.

The executive who has been determined to succeed to an office shall not only be qualified and experienced in the appropriate field, but shall have also accepted transfer of knowledge and experience as well as attending the additional necessary training courses to be well prepared in the performance of duties in a higher position in the future, and to ensure smooth succession and continued management.

The Company sets up the human resource management system with sufficient allocation and following up of the assessment in respect of nomination process for qualified and knowledgeable person as required, appropriate and fair remuneration, determination of duties and responsibilities, performance of personnel, performance standard, personnel development and efficient communication, to ensure that the staff has knowledge and skills, and the Company's human resource management is efficient and suitable based on the Performance Management System : PMS, which is in preparation in respect of both knowledge and understanding for acceptance by staff, including the data storage system in support of the reliable and auditable assessment.

9.4 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's 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. Moreover, the Company has also developed a control system of use of the Company's information by adopting such information security systems as the restriction of access to the Company's information by setting authorization level of staff's access to the Company's information to correspond to their responsibilities.

9.5 Personnel

9.5.1 Number of Staff

As at 31 December 2009, the Company has a total of 655 staff, comprising personnel in the main line, namely, Toll Revenue Division, Traffic Division, Construction and Maintenance Division, and Planning and Development Division, representing 81.37 percent of all staff, personnel under supervision of the Managing Director Office and the Internal Audit Office, representing 5.65 percent, and personnel in the support line, such as, General Administration Division and Finance Division, representing 12.98 percent.

In 2009, the Company has made preparations for personnel by way of development and provision of training to staff in related lines and recruitment of staff according to the manpower plan to accommodate the improvement of the Electronic Toll Collection system to ensure efficient provision of service to motorists.

9.5.2 Human Resource Development Policy

The Company realizes the significance of continued development of personnel, by focusing on improvement, enhancement and development of competency of the Company's personnel, which is deemed as the main work plans each year, so as to achieve the goal of providing an excellence of service to satisfaction and impression to service users. The Company then sets out work plans and proceeds 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, both in theory and in practice, by experts 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, including refresh and advanced courses to ensure the excellence of service in line with the policy of the Company. Moreover, the Key Performance Indicators : KPIs are scheduled to be reviewed on a yearly basis to ensure compliance with the Company's policy and master plan.
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 QCC. 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 supporting 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. Furthermore, the Company also sets out the work plan to improve the performance evaluation by using KPIs in the evaluation to ensure concrete results, along with factors in respect of work behavior of staff which would serve as a mechanism to retain competent personnel and for the purpose of development of staff's competency.
 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, including review of use of such equipment on a regular basis throughout the year and emergency simulation drill. Moreover, the Company also provides training to its staff on the awareness of safety at work, life, and assets of its customers. Furthermore, to ensure the provision of service in compliance with the Company's policy, in 2009, the Company has provided the additional training to its staff who had not yet been given training in the "Fire Fighting" course, in the main and related support lines, with a total of 34 participants, including the "First Aid" course to staff in the main traffic line, with a total of 24 participants.
 6. The quality of life of staff 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. A meeting of the welfare committee, with the presence of the Managing Director and the executives, shall be

held at least four times a year, thereby granting the opportunity for the welfare committee to meet with the Company's highest level executives to provide their opinions, as well as acknowledging the Company's various policies directly from the executives, creating good understanding towards each other which leads to adjustment and improvement of the Company's welfare in various aspects to ensure appropriateness, such as, support of budget and time for development of their music skills.

Moreover, the Company is still determined to improve 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 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 QCC, as well as the QCC Day/Quality Day event, which are held every year since 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.

Other than the continued support of quality activities every year, the Company also supports the development of knowledge beneficial to the activity improvement by training course and participates in the events of presentation of achievements awarded at the national level organized by various institutions.

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 is also a music club for recreation and encouragement of the expression of artistic and performance talents as well as allowing staff to perform their shows in various events of the Company.

The Company realizes the significance of life quality of not only the staff but also the motorists and the society around the

Expressway routes in accordance with the guidelines of ISO 14001 Environmental Management System. The Company was then certified by SGS (Thailand) Limited in accordance with UKAS Standard of England and NAC Standard of Thailand on 14 November 2008, through the commitments of the management team and contribution of staff in realizing the significance and necessity as members of the world community with duty to preserve the environment.

The Company and staff, as Thai people, realize the national energy problems and deem it as a duty to jointly conserve energy. According to participation in the Energy Conservation Project in association with the Department of Alternative Energy Development and Efficiency (DEDE), the Ministry of Energy, since 1 March 2006 until the present, the Company's staff have continually engaged into energy conservation activities, whereby it has been included in the Company's policy on environment which shall be continuously implemented and improved, as follows:

1. Arranging the activities and training for staff's awareness of energy conservation;
2. Studying and analyzing factors affecting the use of energy;
3. Studying the energy saving methods without any effect on the efficiency in the Company's business operation without reducing the staff's quality of life;
4. Proposing the concept of energy conservation and prepare the action plan;
5. Adapting the achieved practical guidelines as part of routine operation.

9.5.3 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, including plan to improve the performance evaluation by the Performance Management System: PMS to increase staff's knowledge and skills and to determine fair remuneration for work performance for each 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 Engerix-B vaccination to staff who have no immunity from such disease, including the yearly general medical examination and cancer examination to the staff. In 2009, the Company has provided cooperation in preventing the H1N1 flu pandemic by providing information for self care and others, keeping work place clean and sterile, and providing special welfare services to its staff at risk, namely, flu vaccination for special medical treated and examination.

Furthermore, the Company also provides security to staff in case of leaving employment or retirement, by establishing a provident fund, whereby the Company also arranges group life insurance for staff, so as to ensure security for staff family accordingly.