

5. Shareholding Structure and Management

5.1 Top Ten Major Shareholder

Our registered capital values Bt. 50 million, consisting totally of 50 million common shares at Bt. 1 par value. All the common shares are issued and paid up with total value of Bt. 50 million.

List of Major Shareholders as Appeared in Registration Book as of January 22, 2009 as following;

Name	Share Volume Owned	%
1. Ounvorawong Family*	23,526,900	47.05
2. Mrs.Kasemsri Wannarote	4,241,700	8.48
3. Mr.Nat Whangmahaporn	3,200,000	6.40
4. Mrs. Ubonwan Thitapanit	1,410,000	2.82
5. Mr.Supote Wannarote	1,085,000	2.17
6. Mr.Chanchai Phosrichareonkun	1,000,000	2.00
7. Mr.Surapong Atichartsak	1,000,000	2.00
8. Mr.Piyapassorn Dornchandaeng	977,600	1.96
9. Mr.Taweepan Chantarapan	786,400	1.57
10. Other Shareholders	12,772,400	25.55
รวมทั้งหมด	50,000,000	100.00

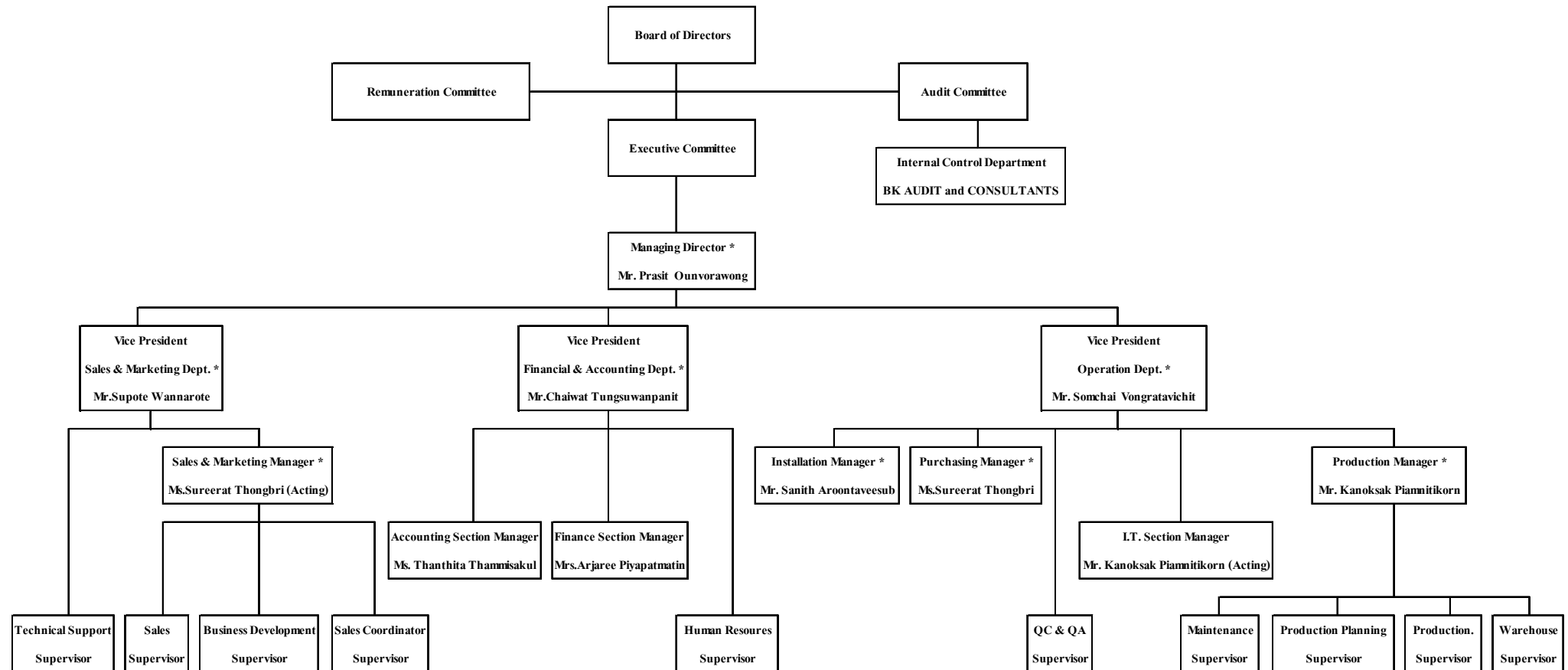
Remarks: * Ounvorawong Family is composed of Mr. Prasit Ounvorawong (13,150,000shares), Mrs. Rossukon Ounvorawong (10,076,900 shares), Mr. Nontakorn Ounvorawong (100,000 shares), Mr. Nuttakorn Ounvorawong (100,000 shares) and Miss Panchanit Ounvorawong (100,000 shares)

5.2 Dividend Policy

We devise dividend policy to maintain a minimum of 40% pay-out ratio, out of the net profit achieved in each fiscal year after corporate income tax and legal reserve. Nevertheless, we may occasionally consider determining lower pay-out ration for any fiscal year should there be additional financial requirements for further business investment.

5.3 Management

Organization Chart (As of Dec. 31, 2009)



Remark : * Management as per Securities and Exchange Commission, Thailand's definition

Board of Directors and Management Team**Board of Directors and Management Team**

There are 4 groups of committee, which are Board of Directors, Board of Executive Directors, Audit Committee, and Board of Remuneration Designated, with details as follow:

Board of Directors

As of December 31, 2009, the Board of Director is composed of 7 members.

No.	Name	Position
1.	Dr. Suradej Chuntranuluck	Independent Director/Chairman/Chairmand of Audit Committee
2.	Mr. Prasit Ounvorawong	Director
3.	Mr. Supote Wannarote	Director
4.	Ms. Sureerat Thongbri	Director
5.	Mr. Somchai Vonggratanavichit	Director
6.	Mr. Lertchai Wongchaiyasit	Independent Director / Audit Committee
7.	Mr. Numpon Ngunnumchoke	Independent Director / Audit Committee

Authorized Director for Legal Binding

Mr. Prasit Ounvorawong signs in conjunction with Mr. Supot Wannarote or Ms. Sureerat Thongbri

Authority of Board of Directors

Board of Directors is authorized to manage the company in conformity with laws, objectives, company regulations and legal shareholder resolutions with honesty, in good faith, and for the best interests of the company. Major authority and responsibilities of Board of Directors are summarized below:

1. Hold Annual Ordinary General Meeting of Shareholders within 4 months following and end of the company's fiscal year.
2. Hold Board of Directors' Meeting on a quarterly basis in minimum.
3. Oversee Preparation of balance sheet and profit & loss statements at the end of the company's fiscal year and propose the audited sheet and statements in Shareholders' meeting for consideration and approval.
4. Authorized one of more directors or other person deemed appropriate to implement any given task on behalf of and under supervision of the Board of Directors Alternatively, the Board of Director may consider giving such person an authority deemed appropriate and within agreed course of time. Such authorization or authorized person may be subject to alterations as deemed appropriated. Board of Directors may also consider giving authority to Board of Executive Directors to carry out any given tasks in accordance with the authority and

responsibilities of Board of Executive Directors, provided that such authorization does not cause conflict of interests between Executive Directors/other persons with the company and subsidiary.

5. Set business goals, guidelines, policy, business plan and corporate budget, as well as oversee management and policy implementation by Board of Executive Directors in line with devised policy. The following issues require prior shareholder approval: any action that, by law, requires shareholder resolution, such as altering the company's par value or registered capital, debenture issuance, sale or transfer of significant business in part or in whole to other persons, acquisition of other business, amendment to the company's Memorandum of Association and Articles of Association, etc. In addition, Board of Directors has authority and responsibilities to ensure corporate compliance with relevant stock exchange legislation, rules and regulations set by the Stock Exchange of Thailand, such as inter transaction, acquisition or disposal of significant assets pursuant to the SET regulations and laws related to the company's business.
6. Review management structure and consider appointment of Board of Executive Directors, President and other committee as deemed appropriate.
7. Ensure implementation of business plan and budgeted expenditure on a continual basis.
8. Not being engaged in operations of any enterprise of similar business nature or in competition with the company's business; and not enter into partnership agreement of any kind or directorship with any privately owned business or enterprise of similar business nature or in competition with the company's business for the sake of either personal interests or interests of other persons, except for prior notification to Shareholders' Meeting before being appointed as director.
9. Disclose the company without delay any matter interests, whether direct or indirect, in the company's transactions or increase/decrease in securities ownership in the company or subsidiary.

Board of Executive Directors

Appointment of Board of Executive Directors was made in Board of Directors' Meeting No. 1/2005, 2/2005 and 3/2005 on March 25, 2005, May 26, 2005, July 15, 2005 and August 10, 2007. There are totally five Executive Directors as follow

No.	Name	Position
1.	Mr. Prasit Ounvorawong	Managing Director
2.	Mr. Supote Wannarote	Executive Director
3.	Mr. Somchai Vonggratanavichit	Executive Director
4.	Ms. Sureerat Thongbri	Executive Director
5.	Mr. Chaiwat Tungsuwanpanit	Executive Director

Authority and Responsibilities of Board of Executive Directors

Board of Executive Directors has authority and responsibilities to manage the company's operations in normal course of business as well as to set policy, business plan, budget requirements, management structure and authority and set business criteria in accordance with economic environment. All the afore-mentioned authority and responsibilities are subject to further consideration for approval by Board of Directors. Board of Executive Directors is also responsible of the Board of Executive Directors.

1. Plan and devise business policy, direction, strategy, plan and main organizational and management structure in accordance with economic and market environment and submit to Board of Directors for approval.
2. Plan and set business plan, annual budget and management authority in different operation lines and submit to Board of Directors for approval.
3. Follow up and ensure that corporate policy and management guidelines are implementing in efficient manner and in response to industry environment.
4. Consider approval and bidding for assignment implementation with state agency or persons with maximum value of not over 25 million baht.
5. Make decision to employ or terminate management level personnel, except for Managing Director or management personnel who hold director position.
6. Oversee and ensure day-to-day implementation of Board approval business plan.
7. Sign accounting papers for withdrawal of commercial bank deposit in accordance with conditions and granted facility as occasionally permitted by Board of Directors.
8. Be authorized to approve payment as determined in Board-approved annual budget, which allows Board of Executive Directors to approve payment for expenses at unlimited ceiling.
9. Enter into agreement that gives rise to binding effects to the company for between one to three years with maximum value not over 25 million baht.
10. Invest in capital expenditure with maximum value of not over 25 million baht or as determined in Board approved annual budget.
11. Provide funds for financing Board approved investment or investment in capital expenditure or provide funds for refinancing existing debts under more favorable terms and conditions.
12. Consider approval for annuan bonus payment to employee in accordance with Board approved budget.
13. Consider approval for remuneration increment for employee in accordance with Board approved budget.
14. Perform other duties as occasionally assigned by Board of Directors.

Board of Executive Directors may consider assigning its financial approval authority to certain management level staff in order to implement on or more tasks under certain scope of authority, which Board of Executive Director deems appropriate.

In addition, the above-mentioned assignment of authority to Board of Executive Directors must be in compliance with Articles of Association. In the event of any task implementation that involves or may involve the vested interests or conflict of interests of any Executive Director or other persons (pursuant to notification of the Securities and Exchange Commission), Board of Executive Directors is required to submit the said issue to Board of Directors for further consideration. In such Board of Directors' Meeting to consider the said issue, the Executive Directors or person of vested interests or conflict of interests has no right to vote on the issue.

In addition, any task related to inter transaction or acquisition or disposal of significant assets of the company or subsidiary as the case may be pursuant to the notification of the Stock Exchange of Thailand shall require prior to shareholder approval and/or any other compliance with criteria and procedures as stipulated in the said notification in order to be in conformity with the Stock Exchange of Thailand's requirements governing the said issue.

Authority and Responsibilities of Managing Director

1. Manage the company's operations in normal course of business as well as manage general day-to-day business operations in accordance with Board approved business policy, plan and strategy.
2. Be authorized to any transaction in normal course of business, including preparing proposal, entering into agreement, purchasing and employment with maximum value of not over 10 million baht per item or in accordance with authorization regulation as occasionally determined by Board of Director.
3. Assign management authority and responsibilities to the company's management of employee according to Board approved organization chart and in compliance with relevant legislation and articles of Association.
4. Be authorized to assign authority an/or assign one or more tasks to other persons for implementation on behalf of Managing Director within the scope of Managing Director's authority as determined herein or in compliance with legislation. The said assignment of authority must be conducted in compliance with legislation, Articles of Association, order or resolution of Board of Directors and/or the company.
5. Be authorized to make decision with regards to employment, appointment, relocation, dismissal, termination of employment, remuneration determination for employee of lower than management level, as well as appointment of employer representative attached to the company's Providence Fund Committee.
6. Be authorized to issue order, regulation, announcement and memorandum in connection with employee work execution in order to fulfill company policy and for the best interests of the company and organizational discipline.
7. Perform other duties as occasionally assigned by Board of Directors.

The work executive of Managing Director is under supervision of Board of Directors in order to ensure conformity with Board approved business policy and compliance with legislation, regulation and Articles of Association. Managing Director is required to turn Board approved business policy into practice along with periodic report of implementation progress directly to Board of Directors.

In order to execute the above mentioned work, Managing Director is required to comply with relevant legislation and Articles of Association if such specific legislation, regulation, or Articles of Association exist, In the event of any work execution related to or may be related to vested interests or conflict of interest of Managing Director, or any work execution related to person with conflict of interests, as determined in the notification of the Stock Exchange of Thailand, Managing Director shall have no authority to approve such issue. Managing Director is required to submit such issue to Board of Directors for further consideration.

In addition, issue of inter transaction or acquisition or disposal of assets of the company or subsidiary as the case may be, as determined in the notification of the Stock Exchange of Thailand, requires prior approval from Board of Directors' or Shareholders' Meeting and/or any compliance with criteria and procedure determined in the said notification. This is aimed to preserve business transparency and to promote the best interests of shareholders.

Audit Committee

The Extraordinary General Meeting of Shareholders No. 7/2004, held on December 27, 2004, passed as resolution to appointed three members as follow:

No.	Name	Position
1.	Dr. Suradej Chuntranuluck	Chairman of Audit Committee
2.	Mr. Lertchai Wongchaiyasit	Audit Committee
3.	Mr. Numpon Ngunnumchoke	Audit Committee

All three members of Audit committee possess independence in their work execution in accordance with the definition of independent director as follow:

1. Director who owns not over 5% of the total shares eligible for voting of the company, parent company, subsidiary, associated company or person with probable conflict of interests.
2. Director who is not an employee, staff, advisor or authorized decision maker of the company, parent company, subsidiary, associated company or person with probable conflict of interests.
3. Director who has no family relationship or legitimate relationship with person with probable conflict of interests.
4. Director who has no business relationship with the company, parent company, subsidiary, associated company or person with probable conflict of interests in the manner that may jeopardize independent judgment.
5. Director who possesses no other quality that may jeopardizes expression of independent opinions about the company business operation.

Authority and Responsibilities of Audit Committee

Audit Committee has authority and responsibilities as follow:

1. Review financial statements to ensure fair and complete presentation and adequate disclosure by coordination with independent auditor and responsible management. Prepare quarterly and annual financial reports. Provide independent auditor with suggestion to audit any certain item deemed appropriate and significant during auditing session.
2. Review the company's administration of internal controls to ensure effectiveness in cooperation with independent auditor and internal auditor.
3. Select and propose and appointment of the company's independent auditor and remuneration based on performance reliability, resource adequacy and amount of workload of the auditing firm, including professional experience of selected independent auditor.
4. Consider disclosing the company's information with regards to inter transaction or conflict or interests in a complete and fair presentation.
5. Perform other duties as assigned by Board of Directors and as agreed by Audit Committee. For example, review of financial management policy, risk management policy, compliance with business codes of conduct among management team, or review in consultation with the management of significant issues subject to public disclosure and pursuant to relevant legislation, such as Management Discussion and Analysis etc.
6. Prepare task implementation report of Audit Committee and disclose in the company's Annual Report. This said task implementation report, signed by Chairman of Audit Committee, must contain of the following information:
 - 6.1 Opinions about fairness, completion and reliability of preparation and disclosure of the company's financial information.
 - 6.2 Opinions about adequacy of the company's administration of internal controls.
 - 6.3 Supporting reasons for appointment of the company's independent auditor.
 - 6.4 Opinions about compliance with legislation and requirements of the Stock Exchange of Thailand or with business related legislation.
 - 6.5 Any other reports deemed necessary fro disclosure to investors and the public under the scope of authority and responsibilities assigned by Board of Directors.

Remuneration Designated Committees

As at 28 December 2006, the meeting of the committees was held as 5/2006, agreed to nominate 4 Remuneration but one of the committee resigned in the year 2007. Therefore, the remaining 3 remuneration committee as follow:

No.	Name	Position
1.	Mr. Lertchai Wongchaiyasit	Chairman of Renumeration Committee
2.	Mr. Numpon Ngunnumchoke	Renumeration Committee
3.	Mr. Prasit Ounvorawong	Renumeration Committee

Scope of responsibility of the Remuneration Designated Committees

Remuneration Designated Committees have the following duties:

1. Evaluate the performance of the committees, sub-committees and the Managing Director every year.
2. Consider the remuneration to the committees, sub-committees, including the monthly remuneration, meeting expenses, yealy bonus and other benefits, both in form of monetary and non-monetary, by using the fair and resonable criterior or methods and structure, to propose to the shareholders to approve.
3. Consider the remuneration to the Managing Director, including the monthly remuneration, meeting expenses, yealy bonus and other benefits, both in form of monetary and non-monetary, by using the fair and resonable criterior or methods and structure, to propose to the shareholders to approve.
4. Consider the remuneration to the committees, sub-committees, Managing Director, according to the preformance result, company operating result, industrial procedures and leading registered company in the Stock Exchang Market of Thailand and the scope of responsibility
5. Perform other duties as assigned by the Committees

Company Secretary

In compliance with new legislation and requirements of the Stock Exchange of Thailand, the meeting of committees was held as 2/2008 on May 14,2008, passed as resolution to appoint Ms.Ratima Ngamsa-nga as a company secretary. This would be effective on September 1,2008 onwards, with responsibilities as follow ;

1. Create, maintain and keep a central filing systems for followed documents ;
 - A. Registration of committee
 - B. Appointment letter for committee meeting, minute of meetings and annual report.
 - C. Shareholder appointment letter and annual general meeting report
2. Keeping stakeholder report that reported by committees or company executives.

3. Perform other duties pursuant to the notification of Capital Markets Board of Committee.

Selection of Director and Executive Committee

The company had no nominating Director and Executives Committee, in particular the selection of persons who will be appointed as a director, determined by qualification, knowledge, experience and able to attend the Board meeting consistently. The director will be appointed by the Board majority basis and the following methods ;

1. Shareholders have one vote per share equal to one on one sound according to they hold.
2. In the election of directors, how ballot are cast of voting shareholders may use its right to vote for anyone eligible to be director individually or several people at once upon the shareholder's meeting deemed appropriate. The votes or resolution of any individual shareholder to exercise the votes are all in accordance with Article 1. Nevertheless, they have not been prohibited to splits how many votes to any other candidates.
3. In regards voting for selection of director, resolution are passed with a majority vote. In case of equal vote, chairman of the meeting will vote and give the binding result.

Company Executives

As December 31, 2009, the company has 7 executives as follow ;

No.	Name	Position
1.	Mr. Prasit Ounvorawong	Managing Director
2.	Mr. Supote Wannarote	Vice President, Sales and Marketing
3.	Mr. Chaiwat Tungsuwanpanit	Vice President, Accounting and Finance
4.	Mr. Somchai Vongratanavichit	Vice President, Operation
5.	Ms. Sureerat Tongbri	Purchasing Manager
6.	Mr. Kanoksak Piamnitikorn	Production Manager
7.	Mr. Sanit Aroonthawesub	Installation Manager

5.4 Remuneration to Management Team

(1) Financial Remuneration

Total Remuneration Paid to Directors.

	2007	2008	2009
Total Remuneration Paid to All Directors in Capacity as Company's Director	1,456,800	541,016	1,161,971
Number of Directors (Person)	9	8	7

Remarks: Shareholders' Meeting 1/2008, held on April 18, 2008, passed the resolution to remunerate company's directors set forth below:

Board Meeting Allowance: Chairman of the Board is remunerated at 6,000 baht / session.

Director is remunerated at 4,000 baht/session.

Audit Committee Meeting Allowance: Chairman of Audit Committee is remunerated at 5,000 baht / session.

Audit Committee Member is remunerated at 3,000 baht/session.

Remuneration Committee Meeting Allowance: Chairman of Remuneration Committee is remunerated at 3,000 baht / session.

Remuneration Committee Member is remunerated at 2,000 baht/session.

(2) Other Forms of Remuneration

Board of Directors' Meeting 1/2005, held on March 25, 2006, passed the resolution raise Providence Fund on behalf of the company and for company's employees. American International Assurance Company Limited is appointed as fund manager. The providence fund, effective on May 26, 2005, is composed of premiums paid by each employee at 3% of his/her monthly salary and another 3% by the company.

5.5 Corporate Governance

The Board of Directors devises own policy of best practices for company's directors, which is consistent with the Code of Best Practices for Directors of Listed Company according to the guidelines of the Stock Exchange of Thailand year 2006. Determinations of such provisions are based on practicality. In addition, we introduce and adhere to the 5 items of Good Corporate Governance as a guideline for our business policy development. This is aimed to ensure efficiency and transparency of our management and business operations, which in turn protect and enhance confidence amount shareholders, investors, employees and all concerned parties, resulting in the following guidelines:

Item 1 : Rights of Shareholders

Recognizing the rights for all shareholders, the company ensures that the shareholders are entitled to all rights on a fair and acceptable and trusted standards, namely the rights to buy new shares, sell, transfer shares, the rights to receive the dividends

from the company, to obtain adequate information, the rights to attend the shareholder's meeting, the rights to express opinions freely, the rights to make a decisions on important affairs of the company. However, the shareholders have the right to vote at meeting according the number of shares owned by each shareholder, whereby one share is for the one vote as following action.

1. Disclose the important information and necessary for shareholders regarding the company's business via The Company's website and Stock Exchange Market of Thailand's system.
2. The Company will send the meeting invitation containing the date and the agenda of the meetings and relevant documents for all shareholders completely with the full details of meeting venue, details of each items in the meeting, annual report, proxy statement and independence committee information. In case of the shareholders are unable to attend the meetings, they are entitled to appoint a representative to act as their proxy, using the proxy forms attached to the notice of the meeting.
3. Provide significant and sufficient detailed information of the agendas of meeting 30 days in advance. This will be posted on the Company's website in order to all shareholders have an opportunity to acknowledge all information before the meeting.
4. Before the meeting, the chairman must clearly inform the shareholders the number of shareholders which is included in the proxy form, then demonstrate how ballots are cast and counted the result of the vote ; hence consist of the independence committees, the auditors and The Company's staffs for transparency calculation and will show the result of vote in each agendas.
5. At the meetings, the shareholders are allowed to freely express their opinions, give suggestions and raise questions on any agenda before calling for a vote on a resolution. Should shareholders have questions on any agenda issues, specialists in the specific fields are available to answer those questions under the responsibility of the Board.
6. The Company gives shareholders who show up late a chance to vote on agenda item still under deliberation.
7. All directors attend each shareholder's meeting, and all shareholders are allowed to raise questions to the chairman of each committees on any matters.
8. The company conducts its business efficiently for its growth and returns to shareholders appropriately.

Item 2 : Equitable Treatment of Shareholders

The company realizes all shareholders, both of major and minor are valued and treated as equally and fairly. As following actions;

1. The Company gives all shareholders a chance to suggest the additional agenda items and also propose the person who are appointed as annual general meeting's committee before sending meeting invitation. Hence, the Company must inform the details and timeline of the right via Stock Exchange Market of Thailand's news system.

2. The meeting will be run on each agenda items respectively according to the meeting invitation and also no the additional items besides of the meeting invitation.
3. To provide shareholders with a list of all Independent Directors on proxy form in order to have an option to appoint any Independent Directors as their proxies and to encourage them to use proxy form that allow balloting direction.
4. To prepare the ballot in each agenda issues for all shareholders in voting especially, for the shareholders who are disagree and no vote with any agendas in order to the shareholders are able to freely express in any agendas and also check the resolution when finish the meeting.
5. Giving all shareholders a chance to have an option on their own voting to select the Independent Director individually.
6. The company defines the way of confidential information retention as well as the prevention of insider trading as part of GCG practices and the Code of Business Conduct. Thus, the Board, top executives and all employees must adhere to in practice in order to protect any effective matters with the company.
7. To conduct action role for the committee, Board of executive and all employees regards to conflict in the company's code of conduct in order to treat the fair of advance.

Item 3 :Roles of Stakeholders

The Company has defined the equitable treatment policy to every group of stakeholder: for instance, individual shareholders and investors, customers, suppliers and/or lenders, business competitors, employees, government and community and public in accordance with the rights of The Company's code of conduct and corporate governance in order to build the cooperation between the Company and all stakeholders, making benefit, sustainable finance and its business.

Treatment for the stakeholder

1. Shareholders and Investors

The Company has policies on business operations, adheres to the practiced principles defined by ethical framework and effort to improve constant growth of business, good result in order to make a suitable and sustainable benefit for shareholder's investment and all investors as continually and sustainable with adhering to the adequate treatment towards all shareholders.

2. Customers

Recognizing of the customer satisfaction is the most important, hence the company has brought ISO 9001:2000 standard using in its company. Moreover, the company has also conducted the quality policy as "The company will produce the quality product with high standard and continual development for customer satisfaction".

3. Suppliers and/or lenders

STEEL has policies to keep good relations with suppliers and/or lenders in term of business which is based on fair, and treats all its suppliers and/or lenders equally for the maximum benefit of STEEL and avoiding the situation of conflict of interest, including strictly follows promises in order to mutually reach benefit.

4. Competitors

The company treats its competitors based on a competitive context as fairly. No seeking for the confidential information of competitors as dishonestly or improperly.

5. Employees

STEEL realized the importance of employees that are most valuable assets that will be a part of encouraging to achieve target and its business expansion. It is, therefore, STEEL has policies to take care its employees to have a good quality of life and also places emphasis on fair employment, proper welfare, improve their skill and working in safety and sanitation.

6. Government

The company operates its business in order to improve and develop the growth of country, stipulated by the law, rule and related regulation, along with business traditional.

7. Community & Public

STEEL organized its business under responsibilities for communities and society. In addition, the company emphasizes to contribute continuously to the public benefit of society as well as concern in safety standard, good health, adequate environment and effectiveness.

Item 4: Information Disclosure and Transparency

The company realizes the importance of information disclosure which are related company, both financial information and non-financial information. Information disclosed via the SET Community Portal and STEEL's website shall be accurate, complete, up to date and reliable, written both in Thai and in English for instance ; annual meeting report, 56-1 form, invitation letter and shareholders meeting report.

The company is committed to obeying the law, regulations and obligations mandated by the Securities and Exchange Commission (SEC), SET and other related government sectors, for example:

1. Reveal accurate, complete and timely financial information, especially financial statements and present it along with the Audit Committee report in an annual report.
2. Require the company's directors and executives to disclose their interests in connection with those of STEEL and the persons involved in the company's interests.
3. Disclose the role and duty of the committee and sub-committee, meeting record and attendance record of each member of the committee in annual report.
4. Disclose the policy on remuneration of the directors and the top executives, including forms, types and amount of remuneration for each member of the committees.

Item 5 : The Responsibilities of the Board

1. Structure of the Board of Directors

The Board of Directors comprises of the persons who are accepted knowledgeable and competent, moreover, responsible for drawing up corporate policy and collaborating with the top executives in making the operating plans both short term and long term plans. In addition, the Board shall be responsible to draw up financial policy, risk management policy and the organization overview. The Board shall play an important role in overseeing, monitoring and assessing the performance of the company and the top executives on an independence basis.

Presently, the company has fixed an appropriate number of directors as 7 which comprises 4 executive directors and 3 non-executive directors, who are independent directors. The independent directors must be independent of others and must not being stakeholder, no relationship with major shareholder neither being an executive nor representative of major shareholder.

2. Sub-committee

The Board of Directors has appointed the sub-committees as following committees, Audit Committee, Corporate Governance and Nomination Committee and Remuneration Committee, to be responsible to their specific areas and report directly to the Board for its consideration.

2.1 The Audit Committee comprises 3 independent directors, those comprises at least one-third independent directors or not less than 3 directors constantly. The Audit Committee's qualification is required by SEC's regulation as following areas;

- (1) The Audit Committee who owns not over 5% of the total shares eligible for voting of the company, parent company, subsidiary, associated company or person with probable conflict of interests.
- (2) Not being an employee, staff, advisor or authorized decision maker of the company, parent company, subsidiary, associated company or person with probable conflict of interests.
- (3) The committee who has no family relationship in a manner as parents, spouses, brother and children, including associated child's spouse or legitimate relationship with authorized person decision maker of the company, parent company, subsidiary, associated company or person with probable conflict of interests.
- (4) The committee who has no business relationship with the company, parent company, subsidiary, associated company or person with probable conflict of interests in the manner that may jeopardize independent judgment
- (5) The committee who possesses no other quality that may jeopardizes expression of independent opinions about the company business.

The Audit Committees has duties to monitor and transparency in financial reports disseminated to the public, proposing nomination of external auditors and top executive who is responsible, including internal control and internal audit and risk management concisely, appropriately and up to date and efficiency. Those are audited by BK Audit and consultant which is responsible in internal monitoring and directly report to Board of Directors.

2.2 Nominating and Remuneration Committee comprises 3 directors, Roles of the Nominating and Remuneration Committee are to help the Board and shareholders on evaluating its own performance and report it to the Board annually, including considers and proposes structure of remuneration for directors and executives ,i.e. salary, severance pay, bonus, welfare, meeting allowance, and other fringe benefits. The remuneration payment method is considered by structure as fairly and reasonably.

2.3 The Executive committee is 5 persons, comprises concerned Board of Directors 4 persons and 1 which is non-Board of Directors. The executive committee is responsible to plan and devises policies, directions, strategies, plan, budget, organization structure and management structure. The business operation must be rooted in and consistent with economic situation and competitive situation, and submit to the Board of Directors to consider and and/or approve, including monitoring and evaluating the results in accordance with company's policies.

3. Roles and Responsibilities of committee

The Sub-committees duties in accordance with the law, the objects and regulations of the Company as well as he resolution of the Meeting of Shareholders, with approve of laws, honest and carefulness in the fringe benefits of the company. The Authority and Responsibilities of Sub-committee are as following areas;

3.1 The Board of Directors always adheres to criteria, method and disclosure of a connected transaction, as laid down by the Stock Exchange of Thailand, for the maximum benefits of the Company and shareholders and for sake of transparency of those transactions.

3.2 To define targets, business directions, policies, business plan and annual budget for the company, and other matters as assigned by the Board, exceptional some duties has been authorized by the shareholder meeting. For instance ; increasing capital, decreasing capital, debentures, selling and take over the business, revising of Memorandum of Association and Articles of Association or regulations i.e.

3.3 Consider management structure, set up the management committee, president and other sub-committee as properly.

3.4 Following up results in accordance with implement plan and company's budget continually.

3.5 Hold the annual general meeting of shareholders within 4 months since the fiscal year end.

3.6 To prepare the balance sheet and income statement at the end of fiscal year, annual reports for submitting to the meeting of shareholders which assured by the Audit Committee.

3.7 The director of operations may not have the same conditions as well as be competing with company's affairs, in ordinary partnership or a limited partnership. Liability of limited partnership, a director of a private company, a limited partnership or other operators, whether to make its own benefit or to benefit other. But exceptional will notify the shareholders before eligible resolution.

3.8 Whether being stakeholder in contract directly or not, including holding share or both increased debentures or decreased in company and corporate company. The committee must inform the company immediately.

4. Boards Meeting

It is the duty of a member of the Board to constantly attend the Board's meeting to acknowledge and together make decisions on business operations. The Meeting of the Board of Directors is held at least once every three months and in each meeting, agendas of meeting are predetermined in advance. In addition, the Board may urgently call for an extraordinary meeting of shareholders anytime.

At the meeting, the Chairman and the President of the company jointly determine on which items on agendas are relevant to the meeting. Every individual member of the Board is entitled to propose the agenda items. In each meeting, accompanying documents are sent to each director in advance so that they would have enough time to study and consider it.

When considering the matter agendas presented to the Board, Chairman of the Board presides over and duly conducts the meeting. All members of the board are allowed to express their freely opinions. Resolutions are passed with a majority vote, providing that one director is eligible for one vote. The director with any interest in the issue under consideration or the director ineligible to vote is excused and to be absent during vote. In case of a tie vote, chairman of the meeting will vote and give the binding result.

In the Board's meeting, the management is encouraged to attend the meeting to provide updated information to the Board, and to acknowledge policies directly for effective implementation.

After the meeting, the secretary to the Board is responsible for preparing the minutes, and sending the certified copies to the directors. The minutes must be approved at the following Board's meeting and certified by Chairman. In addition, the directors may make comments, corrections, or additions to ensure the greatest accuracy and completeness.

Board of Directors' Meeting Attendance Statistics for the year 2009

Name	Position	Number	Number	Number	Number	Number
		1/2009	2/2009	3/2009	4/2009	5/2009
Dr. Suradej Chuntranuluck	Chairman of Board of Director and Chairman of Audit Committee	✓	✓	✓	✓	✓
Mr. Prasit Ounvorawong	Committee	✓	✓	✓	✓	✓
Ms. Sureerat Thongbri	Committee	✓	✓	✓	✓	✓
Mr. Supote Wannarote	Committee	✓	✓	✓	✓	✓
Mr. Somchai Vongratanavichit	Committee	✓	✓	✓	✓	✓
Mr. Lertchai Wongchaiyasit	Audit Committee	✓	✓	✓	✓	-
Mr. Numpon Ngurnnumchoke	Audit Committee	✓	✓	✓	✓	✓

5. Remuneration for the Board and the Management

The Company appropriately sets remuneration adequately for members of the Board and top executives at rates comparable to those of other top companies in the same industries. The remuneration for top executives is set by the Board of Directors, based on their responsibilities, performance and the operating results of the company.

In addition to basis remuneration, the company sets bonuses and variable payments for the directors according to guidelines approved by shareholders' meeting, and the payments for the top executives is based on their performance and the operating results of each business. The remuneration payment method correlates with the employees, performance, thus reflecting the company's operating results.

6. Performance Appraisal and Knowledge Enhancement

To enhance capabilities of the Board's and the Committee members, the company encourages and makes a convenient for all members who related in corporate governance management such as committees, the Boards and the top executives to attend various training and course benefited in order to find the ways for continual improvement the Board's performance.

In the case of changing the new directors, the company prepares a booklet for members of the Board, which includes the rules and regulations related the directors, including guidelines of business operations. The booklet is distributed to all current and new directors, for their basic information.

5.6 Measures Against Illegal Use Of Confidential Information

The company devises policy and sets verification procedures against illegal use of material internal information undisclosed to the public by directors and members of the management of their personal interest in securities trading as follow:

1. Directors and members of the management are informed of requirements and obligations made to them, their spouses and dependent sons/daughters to report their securities ownership to Office of Securities and Exchange Commission and the Stock Exchange of Thailand pursuant to Section 59 and its penalty, and Section 275 of the Securities and Exchange Act B.E. 2535.
2. The management is required to report any changes made to their securities ownership to the Office of Securities and Exchange Commission and the Stock Exchange of Thailand pursuant to Section 59 of the Securities and Exchange Act B.E. 2535. Such report must be made through the company in order to allow complete verification of securities ownership of each management member.
3. The Company shall send circulation letter to members of the management to notify that, should they have access or acknowledgement to material internal information sensitive to change in share prices, their securities trading is not allowed within the period of one month prior to the disclosure of financial statements to the public and they are not allowed to leak such material internal information to the outsiders or other unauthorized persons. In case of illegal use of such material internal information by members of the Board of Executive Directors, which can adversely affect the company or shareholders, the Board of Director shall consider applying appropriate penalties against such breach. Board of Directors is responsible for application of penalties for any breach conducted by management of lower hierarchy.

5.7 Evaluation of internal controlling system

In Board of Director's Meeting no.1/2010, held on February 26, 2010, there are the audit committees participated this meeting. The committees have evaluated controlling system by inquiry regarding information from the executives and the independent audit committee, BK Audit and consultant. Regarding sufficiency evaluation of controlling system 5 of 5 components are organization and environment control, risk assessment, control activities, information and communication, and monitoring and evaluation. After evaluation process, the boards have agreed that the company has the sufficient internal control systems especially, the internal control systems of 5 components which appropriating and adequating in order to protecting of corrupting or unauthorized from management and also including of the independent internal audit for follow up and evaluation. In addition, the company has confidential documentation that the committees, the accountant audit and authorized person enable to monitor in period of time appropriately.

At the present, the company has no its own internal audit department. By the way, the company hired BK Audit and Consultants (office) to be in charge an internal audit, giving a recommendation of reviewing the internal controlling system, create internal audit plan including internal audit proceeding by submit the result to the audit committee directly. In order to enhance in efficiency through monitoring and evaluation in accordance to audit committee's recommendation.

The audit committee's meeting no.1/2010, concluded internal audit result which approve of internal audit evaluation are as follow ;

1. **Control Environment** - To specify implementation of policies, together with clearly document, providing discipline or expected standard for employees in order to do following the ethical behavior.

2. **Risk Assessment** – No risk evaluation criteria or moderated guidance of risk in order to be a criteria as obviously.
3. **Control Activities** – Control activities must be established as the company target in order to following as ISO criteria, but there is no consideration consistent risk level.
4. **Information and Communication** – Providing report and information retrieval for some department is still problem, or unable to support whole requirement and database also is unable to connect the system. Hence, it must additional generate.
5. **Mornitoring and Evaluation** – The Boards of Director’s meeting is regularly held in order to contiuously monitor the company activities.

5.8 Remuneration for Independent Auditor

5.8.1 Auditing Remuneration

During the past year, the company paid auditing remuneration to auditing firm where independent auditor is attached to, person or entity related to independent auditor and accounting firm whre independent auditor is attached at the total amount of 540,000 baht.

5.8.2 Other Charges

-- None --

Board of Directors and Management Profiles

Name-Last Name ID Card No.	Age (Years)	Academic Background	Family Relationship with the Management	% shareholding	Work Experience for the Past 5 years			
					Period	Position	Organization Name/ Company	Type of Business
Dr. Suradej Chuntranuluck	63	- BS (Engineering) (Hon.), Chulalongkorn University - MSCE University of Minnesota - PH. D. University of Minnesota - IDO Certification, DAP 31	None	-	2004 – Present 1989 – Present	Chairman and Chairman of Audit Committee Chairman and Managing Director	Steel Intertech Plc. Citania Company Limited	Manufacture, distribution and installation of roll forming metal sheet products, and roof & wall related products Engineering Consultant
Mr. Prasit Ounvorawong	50	- BS (Mechanical Engineering) King Mongkut's Institute of Technology North Bangkok - MBA, National Institute of Development Administration - IDO Certification, DAP 31 - Public Management & Law 7, King Prajadhipok's Institute - CMA 9, Capital Market Academy	None	26.30	1995 – Present	Director and Managing Director	Steel Intertech Plc.	Manufacture, distribution and installation of roll forming metal sheet products, and roof & wall related products
Mr. Supote Wannarote	51	- BS (Civil Engineering) King Mongkut's Institute of Technology North Bangkok	None	0.002	2007 – Present 1997 - 2007 1989 - 1997 1989 - 1991 1982 - 1989	Vice president Sales and Marketing Advisor/Consulting Construction Manager Project Manager Project Engineer	Steel Intertech Plc. Engineer Budharut Co, Ltd Srisuwan Yotha Ltd., Part Dan Engineering Ltd., Part	Manufacture, distribution and installation of roll forming metal sheet products, and roof & wall related products Construction Construction Construction Construction
Ms. Sureerat Thongbri	38	- BBA, Bangkok University - IDO Certification, DAP 31	None	-	1995 – Present	Director and Executive Director	Steel Intertech Plc.	Manufacture, distribution and installation of roll forming metal sheet products, and roof & wall related products

Name-Last Name ID Card No.	Age (Years)	Academic Background	Family Relationship with the Management	% shareholding	Work Experience for the Past 5 years			
					Period	Position	Organization Name/ Company	Type of Business
Mr. Somchai Vongrattanavichit	49	- B.E. (MECHANICAL ENGINEERING) RMIT UNIVERSITY (Royal Melbourne Institute of Technology) - MBA, Kasetsart University - IDO Certification, DAP 43	None	0.88	2005 – Present	Director and Executive Director	Steel Interterch Plc.	Manufacture, distribution and installation of roll forming metal sheet products, and roof & wall related products
					2004 - 2005	Director	Wide Connect Co., Ltd.	Distribution of Computer Appliances
					2004 - 2005	Director	All Link Company Limited	Distribution of Computer Appliances
					2005 – Present	Director	Kijcharoen Plastic Industry Co., Ltd.	Manufacture and Distribution of Color Pellet for Plastic Production
					2001 - 2003	Factory Manager	Hua Thai Manufacturing Pls.	Manufacture and Export Garments
1995 -2001	Director and Factory Manager	Kijcharoen Plastic Industry Co., Ltd.	Manufacture and Distribution of Color Pellet for Plastic Production					
Mr. Numpon Ngurnnumchoke	41	- BS (Mechanical Engineering) King Mongkut's Institute of Technology North Bangkok - MBA, Kasetsart University - IDO Certification, DAP 31	None	-	2005 – Present	Director and Audit Committee	Steel Interterch Plc.	Manufacture, distribution and installation of roll forming metal sheet products, and roof & wall related products
					1992 - Present	General Manager	Ngurnnamchoke Group Co., Ltd.	Retailing of Gift and Souvenirs
					2007-Jan. 2008	Director and Managing Director	Power – P Plc.	Manufacturer , construction material and pre-stress concrete pile
					2003-Jan.2008	Director	Wealthsprout Corporation Co., Ltd.	Commercial Consulting
					2006 – 2008	Director and Chairman of Audit Committee	Pinic Corporation Plc.	Retailing in Liquid Petroleum
					2003 - 2006	Managing Director	G. E. C. Property Co., Ltd.	Real Estate Development
2003 - 2006	Senior Vice President	Saim Nara Engineering & Consulting Co., Ltd.	Construction and Engineering Consultant					
Mr. Lertchai Wongchaiyasit	46	- Diploma of Operation Management, National University of Singapore - IDO Certification, DAP 31	None	-	2004 – Present	Director and Audit Committee	Steel Interterch Plc.	Manufacture, distribution and installation of roll forming metal sheet products, and roof & wall related products
					1995– Present	Managing Director	J. S. V. Hardware Co., Ltd.	Manufacture and Distribution of Metal Pipes

Name-Last Name ID Card No.	Age (Years)	Academic Background	Family Relationship with the Management	% shareholding	Work Experience for the Past 5 years			
					Period	Position	Organization Name/ Company	Type of Business
Mr.Chaiwat Tungsuwanpanit	49	- BA, Chulalongkorn University - MBA, Thammasat University - IDO Certification, DAP 31	None	-	2007 – Present	Vice president Accounting	Steel Intertech Plc.	Manufacture, disribution and installation of roll forming metal sheet products, and roof & wall related products
					2005 – 2007	General Manager in Accounting	Premier Steel Processing Co, Ltd	Distribution of all kind of steel
					2004 – 2005	Managing Manager	River Engineer Co, Ltd	Distribution of water pump
					2003	Accounting Controller	Bangkok Rant Plc.	Manufacture, distribution and export fresh duck and freeze duck.
Mr. Kanoksak Piamnitikorn	36	- BS, King Mongkut's Institute of Technology Thonburi - MBA, Bangkok University	None	-	2006 – Present	Production Manager	Steel Intertech Plc.	Manufacture, disribution and installation of roll forming metal sheet products, and roof & wall related products
					2005 – 2006	Business Development Manager	Business Care Service Co., Ltd.	Software Development and Distribution of Computer Appliances
					2002 – 2005	Business Development Manager	Supplier Connex Ltd.	Organization Data Base Management and e-catalog
					1998 - 2002	Sales / Production /	AGS Auto Parts Co., Ltd.	Vechicle Manufactureing and Molding
					1995 - 1998	Engineering Manager Production Manager	Thai Radiator Mfg. Co., Ltd.	Manufacture Vehicle Spare Parts e.g. Radiator, Gasoline Tanks and Steel Sheet Molding
Mr. Sanith Aroontaweesub	43	- BBA, Sukhothai Thammathirat University	None	-	2009 - Present	Installation Manager	Steel Intertech Plc.	Manufacture, disribution and installation of roll forming metal sheet products, and roof & wall related products
					1997 - 2009	Installation Section Manager	Steel Intertech Plc.	