

(Translation)

No. BorTorGor. 151/L107.002/49

February 27, 2006

Re: Declaration of Dividend Payment and Scheduling for the 2006 Annual Ordinary General Meeting of Shareholders

Attn.: President of the Stock Exchange of Thailand

Bangkok Expressway Public Company Limited hereby informs the resolutions of the Board of Directors Meeting No. 1/2006, which was held on February 27, 2006, as follows:

1. Resolved to approve the balance sheet and income statement for the year ending December 31, 2005 for submission to the 2006 Annual Ordinary General Meeting of Shareholders.
2. Resolved to schedule the closing date of the share register for suspension of the share transfer, to be Thursday, March 16, 2006, at 12:00 hours until the Ordinary General Meeting of Shareholders adjourns, for the right to attend the 2006 Annual Ordinary General Meeting of Shareholders, and for the right to receive dividends derived from the operational results during the period from July to December 2005. In case where the Ordinary General Meeting of Shareholders grants approval, the Company would distribute dividends on Thursday, May 4, 2006.
3. Resolved to schedule the 2006 Annual Ordinary General Meeting of Shareholders to be held on Wednesday, April 5, 2006, at 3:00 p.m., at Ballroom I on the 3<sup>rd</sup> Floor, The Emerald Hotel Bangkok.
4. Resolved to determine the agenda for the 2006 Annual Ordinary General Meeting of Shareholders as follows:
  1. To consider and approve the Minutes of the 2005 Annual General Meeting of Shareholders

Opinion of the Board : It was deemed appropriate to approve the Minutes of the 2005 Annual General Meeting of Shareholders.

2. To consider and acknowledge the Company's business operation for the year 2005

Opinion of the Board : It was deemed appropriate to acknowledge the Company's business operation for the year 2005.

3. To consider and approve the balance sheet and income statement for the year ending December 31, 2005

Opinion of the Board : It was deemed appropriate to approve the balance sheet and income statement for the year ending December 31, 2005, which had been audited by the auditor.

4. To consider and approve the allocation of profit

Opinion of the Board : It was deemed appropriate to allocate profit in an amount of Baht 74,414,923 as a reserved fund and distribute dividends derived from the operational results during the period from July to December 2005, in an amount of Baht 385,000,000 or Baht 0.50 per share, provided that the Company had distributed interim dividends derived from the operational results during the period from January to June 2005 on September 22, 2005, at the rate of Baht 0.50 per share. In this regard, the total of dividend payments for the year 2005 amounted to the rate of Baht 1 per share, totaling Baht 770,000,000.

5. To consider the election of directors to replace those due to retire by rotation

Opinion of the Board: It was deemed appropriate to elect General Sampao Choosri, Mr. Supong Chayutsahakij, Mr. Panit Dunnvatanachit and Mr. Tanachai Aruntat, as directors who were due to retire by rotation, to resume their office for another term, as proposed by the Nomination Committee.

6. To consider the determination of remuneration for directors

Opinion of the Board: It was deemed appropriate to determine bonus for the year 2005 and remuneration for the year 2006 for directors, as proposed by the Remuneration Committee, namely, bonus for the year 2005 in an amount of not exceeding Baht 7,500,000, and remuneration for directors for the year 2006 in an amount of not exceeding Baht 12,000,000.

7. To consider the appointment of auditor and determination of remuneration

Opinion of the Board: It was deemed appropriate to appoint either Mr. Narong Puntawong or Mr. Ruth Chaowanagawi or Mr. Sophon Permsiriwallop from Ernst & Young Office Limited to be the Company's auditor for the year 2006, to which remuneration would be paid at the rate of not exceeding Baht 750,000.

8. To consider the investment in Thai Tap Water Supply Co., Ltd.

Opinion of the Board: It was deemed appropriate for the Company to acquire 1,676,150 ordinary shares in Thai Tap Water Supply Co., Ltd., representing an investment ratio of 5.16 percent of the issued and paid-up registered capital, at the price of Baht 320 per share, totaling Baht 536,368,000 from CH. Karnchang Public Company Limited, which is deemed to be a connected transaction.

9. To consider other matters (if any)
5. Resolved to schedule the delivery of the notice of the Shareholders Meeting, opinions of the financial advisors, and the information memorandum to the shareholders, together with the Stock Exchange of Thailand, to be 14 days prior to the date of the Shareholders Meeting.

Please be informed accordingly.

Very truly yours,

-Signature -

(Mr. Suvich Pungchareon)  
Managing Director

Managing Director Office  
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