

BorThorGor. 600/L107.001/49

21 March 2006

Subject Invitation to attend the 2006 Annual Ordinary General Meeting of Shareholders
To Shareholders of Bangkok Expressway Public Company Limited

Whereas the Board of Directors of Bangkok Expressway Public Company Limited passed a resolution to summon the 2006 Annual Ordinary General Meeting of Shareholders on Wednesday, 5 April 2006 at 15:00 hours at Ballroom 1, 3rd Floor, the Emerald Hotel, No. 99/1 Ratchadapisek Road, Din Daeng, Bangkok 10400, to consider the matters as follows:

1. To consider and approve the Minutes of the 2005 Annual Ordinary General Meeting of Shareholders (Enclosure 1)

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

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

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 (Enclosure 2)

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 profit appropriation (Enclosure 3)

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
(Enclosure 4)

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 (Enclosure 5)

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
(Enclosure 6)

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. (Enclosure 7)

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)

You are cordially invited to attend the Meeting on the date, and at the time and place as mentioned above. Should you be unable to attend the Meeting in person, you may appoint Professor Suphachai Phisitvanich, Chairman of the Audit Committee, or any other person as your proxy to attend and vote at the Meeting on your behalf.

Furthermore, the Company has enclosed herewith a proxy form for this Meeting. (Enclosure 9) Please fill in and sign the proxy form and kindly return the same to the Company at least 1 day prior to the date of the Meeting or submit it to the Chairman of the Board of Directors or his designate at the Meeting prior to attending the Meeting.

By resolution of the Board of Directors

(Dr. Virabongsa Ramangkura)
Chairman of the Board of Directors

- Enclosures
1. Copy of Minutes of the 2005 Annual Ordinary General Meeting of Shareholders
 2. 2005 Annual Report
 3. Profit appropriation
 4. Curricula Vitae of the nominated persons to be directors in replacement of those who retired by rotation
 5. Determination of remuneration for directors
 6. Names of the auditor and details on the auditing fee
 7. The investment in Thai Tap Water Supply Co., Ltd.
 8. Information of Connected Transaction
 9. A proxy form
 10. Procedures for Participation in the 2006 Annual Ordinary General Meeting of Shareholders

* Please bring the proxy (enclosure 9) to show at the meeting even shareholders who attend the meeting in person

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