

(Translation)

No. BorThorGor. 151/L 107.001/48

February 17, 2005

Re: Engagement of CH. Karnchang Public Company Limited for Inspection, Repair and Improvement of the Si Rat Expressway and the Udon Rattaya Expressway

Attn. The President of the Stock Exchange of Thailand

Enclosures: 1) Information Memorandum on Connected Transaction of Bangkok Expressway Public Company Limited

2) Information Memorandum on Connected Transaction of Northern Bangkok Expressway Company Limited (Subsidiary)

Bangkok Expressway Public Company Limited hereby notifies the resolution passed by the Board of Directors Meeting No. 1/2005 on February 17, 2005, granting approval for Bangkok Expressway Public Company Limited to carry out inspection, repair and improvement of the Si Rat Expressway, in the amount of Baht 76,192,022.56 (excluding VAT), and the resolution passed by the Executive Board Meeting No. 1/2005 of Northern Bangkok Expressway Company Limited (Subsidiary) on January 20, 2005, granting approval for the Subsidiary to carry out repair and improvement of the Udon Rattaya Expressway, in the amount of Baht 20,815,000.- (excluding VAT). The respective transactions of the Company and of the Subsidiary represent 0.52% and 0.14% of the net tangible asset value in the consolidated financial statements of the Company and the Subsidiary as at December 31, 2004. In this regard, CH. Karnchang Public Company Limited, as a major shareholder in Bangkok Expressway Public Company Limited, will be engaged to carry out such inspection, repairs and improvements, constituting connected transactions under the Stock Exchange of Thailand Notification. These transactions are considered normal business transactions of the Company without any general trading conditions pursuant to the Stock Exchange of Thailand Notification, Re: Disclosure of Information and Act of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003), as detailed in the Enclosures.

Please be informed accordingly.

Very truly yours,

- Signature -

(Mr. Suvich Pungchareon)  
Managing Director

**Inspection, Repair and Improvement of the Si Rat Expressway****1. Transaction Date and Related Party**

## 1.1 Transaction Date

By the month of March 2005.

## 1.2 Related Party

Employer : Bangkok Expressway Public Company Limited

Contractor : CH. Karnchang Public Company Limited

**2. General Description and Details of Connected Transaction**

Bangkok Expressway Public Company Limited, as operator of the Si Rat Expressway, will carry out the repair and improvement of the Si Rat Expressway, in the amount of Baht 76,192,022.56 (excluding VAT), the transaction represents 0.52% of the net tangible asset value in the consolidated financial statements of the Company and the Subsidiary as at December 31, 2004.

The fact that CH. Karnchang Public Company Limited, as a major shareholder of Bangkok Expressway Public Company Limited, shall carry out the foregoing work, constitutes a connected transaction, which is a normal business transaction of the Company without any general trading conditions, pursuant to the Stock Exchange of Thailand Notification, Re: Disclosure of Information and Act of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003).

**3. Total Value and Basis of Calculation of the Total Value of Transaction**

3.1 Total Value of Consideration : Baht 76,192,022.56

3.2 Payment Method : By cheques in  
installments of work

3.3 Basis of Calculation of the Value

The Company has complied with the policy of the Board of Directors relating to the inspection, repair and improvement of the Second Stage Expressway, which is

considered a normal business transaction without any general trading conditions, as follows:

- 1) Inspection shall be conducted as necessary for the repair and improvement.
- 2) Independent consulting engineer shall be provided for inspection and evaluation of the value of work;
- 3) The Audit Committee grants approval for the following matters:
  - (1) The transaction is justified and results in the optimum benefit to the Company, taking into consideration the expertise, experience and price;
  - (2) The Company's disclosure of information is accurate and complete pursuant to the Stock Exchange of Thailand Notification, Re: Disclosure of Information and Act of Listed Companies Concerning the Connected Transactions.

In the selection of the contractor for inspection, repair and improvement of the Si Rat Expressway, the Company has considered those companies, which jointly established Joint Venture BBCT to carry out the construction of the Si Rat Expressway, due to their expressway construction expertise, for the inspection, repair and improvement on this occasion. Such companies are Bilfinger Berger Construction Co., Ltd. from Germany, CH. Karnchang Public Company Limited, and Tokyu Construction Co., Ltd. from Japan. Having considered the capability, know-how, ability and readiness of engineers, experts and their team, the availability of machinery and equipment to be used in the inspection, repair and improvement, and the rate of fees and costs of engineers, experts and their team, as well as other matters, CH. Karnchang Public Company Limited is considered well capable of carrying out this work due to the availability of the existing engineers and skilled workers with experience in the construction of the Si Rat Expressway and the Udon Rattaya Expressway. In this regard, CH. Karnchang Public Company Limited is well prepared to

immediately commence the work, and also possesses know-how comparable to international construction companies, and machinery and equipment for inspection, repair and improvement of the Si Rat Expressway to ensure the rapidity of the work, not to mention the fact that CH. Karnchang Public Company Limited is currently providing services of inspection, repair and improvement of the Si Rat Expressway, Phase II. In respect of the fee for engagement of CH. Karnchang Public Company Limited, the Company has negotiated in the ordinary course of business, and comparing to the price estimated by the independent consulting engineer company, such fee is lower than the estimated price.

**4. Details of Connected Persons**

- 4.1 CH. Karnchang Public Company Limited holds 100,167,750 shares, representing 13.01 percent, in Bangkok Expressway Public Company Limited as at September 14, 2004;
- 4.2 Mr. Plew Trivisvavet holds the position of Chairman of the Executive Board of Bangkok Expressway Public Company Limited and Chairman of the Executive Board of CH. Karnchang Public Company Limited;
- 4.3 Mr. Prasert Marittanaporn holds the position of Assistant Managing Director of CH. Karnchang Public Company Limited and is the spouse of Mrs. Payao Marittanaporn, Deputy Managing Director of Bangkok Expressway Public Company Limited.

**5. Nature and Scope of Interest of Connected Persons**

CH. Karnchang Public Company Limited holds 100,167,750 shares, representing 13.01 percent, in Bangkok Expressway Public Company Limited as at September 14, 2004.

**6. Fund Source** : Cash flow from the Company's operation.

**7. Director Having Interest and Being Connected Person** is Mr. Plew Trivisvavet, who neither participated nor voted in the Meeting.

**8. Opinion of the Board**

Having considered the matter, the Board of Directors was of the opinion that this transaction was justified because:

- 8.1 The construction cost is appropriate and lower than that was estimated by the independent consulting company;
- 8.2 The Company would obtain optimum benefit due to the fact that the contractor has expertise and experience in construction of the Second Stage services for inspection and repair of the Si Rat Expressway, Phases I and II, hence it being well prepared to carry out the work and ready to immediately commence the work.

**9. Opinion of the Audit Committee and/or the Company's Directors which is different from the Board's Opinion under Clause 8.**

- None -

**Repair and Improvement of  
the Udon Rattaya Expressway**

**1. Transaction Date and Related Party**

1.1 Transaction Date

By the month of March 2005.

1.2 Related Parties

Employer : Northern Bangkok Expressway Company  
Limited

Contractor : CH. Karnchang Public Company Limited

**2. Description of Connected Assets**

Northern Bangkok Expressway Company Limited (Subsidiary), as operator of the Udon Rattaya Expressway, will carry out the repair and improvement of the Udon Rattaya Expressway, in the amount of Baht 20,815,000.- (excluding VAT), the transaction represents 0.14% of the net tangible asset value in the consolidated financial statements of the Company and the Subsidiary as at December 31, 2004.

The fact that the Subsidiary would engage CH. Karnchang Public Company Limited, as a major shareholder of Bangkok Expressway Public Company Limited, to carry out the foregoing work, constitutes a connected transaction, which is a normal business transaction of the Company without any general trading conditions, pursuant to the Stock Exchange of Thailand Notification, Re: Disclosure of Information and Act of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003).

**3. Total Value of Transaction and Basis of Calculation of Value**

3.1 Total Value of Consideration : Baht 20,815,000.-

3.2 Payment Method : By cheques in  
installments of work

3.3 Basis of Calculation of the Value

The Subsidiary has complied with the policy of the Board of Directors of Bangkok Expressway Public Company Limited relating to the inspection, repair and improvement of the Expressway, which is considered a normal business transaction without any general trading conditions, as follows:

- 1) Inspection shall be conducted as necessary for the repair and improvement.
- 2) Independent consulting engineer shall be provided for inspection and evaluation of the value of work;
- 3) The Audit Committee grants approval for the following matters:
  - (1) The transaction is justified and results in the optimum benefit to the Company, taking into consideration the expertise, experience and price;
  - (2) The Company's disclosure of information is accurate and complete pursuant to the Stock Exchange of Thailand Notification, Re: Disclosure of Information and Act of Listed Companies Concerning the Connected Transactions.

In the selection of the contractor for repair and improvement of the at-grade route of the Udon Rattaya Expressway, which was designed as continuously reinforced concrete pavement, the Subsidiary has considered those companies, which jointly established Joint Venture BBCT to carry out the construction of the Udon Rattaya Expressway, due to their expressway construction expertise, for the repair and improvement on this occasion. Such companies are Bilfinger Berger Construction Co., Ltd. from Germany, CH. Karnchang Public Company Limited, and Tokyu Construction Co., Ltd. from Japan. Having considered the capability, know-how, ability and readiness of engineers, experts and their team, the availability of machinery and equipment to be used in the repair and improvement, and the rate of fees and costs of engineers, experts and their team, as well as other matters, CH. Karnchang Public Company Limited is considered well capable of carrying out this work due to the availability of the existing engineers and skilled workers with experience in the construction of the Udon Rattaya Expressway. In this regard, CH. Karnchang Public Company Limited is well prepared to immediately commence the work, and also possesses know-how comparable to international construction companies, and

machinery and equipment for the repair and improvement of the Udon Rattaya Expressway to ensure the rapidity of the work, not to mention the fact that CH. Karnchang Public Company Limited is currently providing services of inspection, repair and improvement of the Si Rat Expressway, Phase II. In respect of the fee for engagement of CH. Karnchang Public Company Limited, the Company has negotiated in the ordinary course of business, and comparing to the price estimated by the independent consulting engineer company, such fee is lower than the estimated price.

#### **4. Details of Connected Persons**

- 4.1 CH. Karnchang Public Company Limited holds 100,167,750 shares, representing 13.01 percent, in Bangkok Expressway Public Company Limited as at September 14, 2004;
- 4.2 Northern Bangkok Expressway Company Limited is a subsidiary of Bangkok Expressway Public Company Limited;
- 4.3 Mr. Plew Trivisvavet holds the position of Chairman of the Executive Board of Bangkok Expressway Public Company Limited, Chairman of the Board of Directors and Chairman of the Executive Board of Northern Bangkok Expressway Company Limited, and Chairman of the Executive Board of CH. Karnchang Public Company Limited;
- 4.4 Mr. Prasert Marittanaporn holds the position of Assistant Managing Director of CH. Karnchang Public Company Limited and is the spouse of Mrs. Payao Marittanaporn, Managing Director of Northern Bangkok Expressway Company Limited.

#### **5. Nature and Scope of Interest of Connected Persons**

CH. Karnchang Public Company Limited holds 100,167,750 shares, representing 13.01 percent, in Bangkok Expressway Public Company Limited as at September 14, 2004.

6. **Fund Source** : Cash flow from the Company's operation.

7. **Directors Having Interest and Being Connected Persons** are Mr. Plew Trivisvavet and Mrs. Payao Marittanaporn, who neither participated nor voted in the Meeting.

## **8. Opinion of the Board**

Having considered the matter, the Board of Directors was of the opinion that this transaction was justified because:

- 8.1 The construction cost is appropriate and lower than that was estimated by the independent consulting company;
- 8.2 The Company would obtain optimum benefit due to the fact that the contractor has expertise and experience in construction of the Udon Rattaya Expressway services for inspection and repair of the Si Rat Expressway, Phases I and II, hence it being well prepared to carry out the work and is ready to immediately commence the work.

## **9. Opinion of the Audit Committee and/or the Company's Directors which is different from the Board's Opinion under Clause 8.**

- None -