

(Translation)

No. BorThorGor.151/L107.002/53

24 February 2010

Re: Scheduling of the 2010 Annual Ordinary General Meeting of Shareholders and Declaration of Dividend Payment

Attn.: The President of the Stock Exchange of Thailand

Bangkok Expressway Public Company Limited hereby notifies the resolutions of the Board of Directors' Meeting No.1/2010 which was held on 24 February 2010, as follows:

1. That the balance sheet and the profit and loss account for the year ended 31 December 2009 be approved to be proposed to the 2010 Annual Ordinary General Meeting of Shareholders.
2. That the 2010 Annual Ordinary General Meeting of Shareholders be held on Thursday 22 April 2010 at 2:00 p.m. at Prof. Sangvian Indaravijaya Auditorium 3rd Floor, The Stock Exchange of Thailand Building. In this regard, Wednesday 10 March 2010 shall be the record date for the right to attend the 2010 Annual Ordinary General Meeting of Shareholders, and the list of shareholders shall be collected pursuant to Section 225 of the Securities and Exchange Act by closing the share register book for suspension of share transfer on Thursday 11 March 2010.

That Friday 30 April 2010 be the record date for the right to receive dividend payment for the operational results from July to December 2009, and the list of shareholders shall be collected pursuant to Section 225 of the Securities and Exchange Act by closing the share register book for suspension of share transfer on Tuesday 4 May 2010, and if approved by the Ordinary General Meeting of Shareholders, the Company shall make dividend payment on Friday 14 May 2010.

3. That the agenda for the 2010 Annual Ordinary General Meeting of Shareholders be determined, with the opinions of the Board, as follows:

Item 1. To consider and approve the Minutes of the 2009 Annual Ordinary General Meeting of Shareholders

Facts and Reasons The 2009 Annual Ordinary General Meeting of Shareholders was held on April 1, 2009. The Company completely prepared and publicized the Minutes of the Meeting through the Company's website: www.becl.co.th since April 16, 2009,

as well as disseminating photographs of the Meeting on each agenda item through the Company's website for viewing by interested shareholders, which the Company did not receive any request for amendment to the draft Minutes of the Meeting.

Opinion of the Board

Having considered the matter, the Board of Directors was of the opinion that the Minutes of the 2009 Annual Ordinary General Meeting of Shareholders were properly and completely recorded, and thus should be approved.

Item 2.

To acknowledge the Company's operational results for the year 2009

Facts and Reasons

The report on the Company's operational results for the year 2009 was shown in the Annual Report 2009 distributed to the shareholders together with the notice of this Meeting, whereby the Company will publicize such report through the Company's website: www.becl.co.th at least 30 days prior to the Ordinary General Meeting of Shareholders.

Opinion of the Board

Having considered the matter, the Board of Directors deemed it appropriate to report the Company's operational results to the Meeting of Shareholders for acknowledgment without passing any resolution.

Item 3.

To consider and approve the balance sheet and the profit and loss account for the year ended 31 December 2009

Facts and Reasons

The balance sheet and the profit and loss account for the year ended 31 December 2009 as shown in the Annual Report were reviewed by the Audit Committee and the Board of Directors, and audited by the auditor of Ernst & Young Office Limited.

Opinion of the Board

Having considered the matter, the Board of Directors deemed it appropriate to propose the Meeting of Shareholders to approve the balance sheet and the profit and loss account for the year ended 31 December 2009 which had been reviewed by the Audit Committee and the Board of Directors, and audited by the auditor.

Item 4.

To consider and approve the appropriation of profit

Facts and Reasons

The Company derived a net profit for the year 2009 in the amount of Baht 1,702,284,973 without accumulated loss. The Company could therefore consider making dividend payment to the shareholders pursuant to Section 115 of the Public Limited Companies Act B.E. 2535 (1992) and Article 35 of the Articles of Association which prohibits the dividend payment from any money other than profit, and also prohibits the dividend payment should the Company still have accumulated loss, whereby dividends shall be equally distributed according to the number of shares and subject to the approval of the shareholders' meeting.

Furthermore, according to Article 36 of the Articles of Association, the Company must appropriate to a reserve fund, from the annual net profit at least five percent of the annual net profit less the total accumulated loss brought forward (if any) until the reserve fund reaches an amount not less than 10 percent of the registered capital of the Company.

In considering dividend payment, the Company shall take into account the operational results and returns of shareholders in the long run. The Board of Directors will consider the rate of dividend payment which, in its opinion, is appropriate, provided that the Company shall still have cash reserve to continuously accommodate its expansion and investment in business projects. During the year 2009, the Company already made interim dividend payment for the operational results from January to June 2009 at the rate of Baht 0.55 per share on 24 September 2009.

Opinion of the Board

Having considered the consolidated financial statements of the Company and its Subsidiary, the Board of Directors was of the opinion that in the year 2009, the Company had profit and thus deemed it appropriate to propose the Meeting of Shareholders to approve the appropriation of profit by making dividend payment from the consolidated financial statements for the operational results from July to December 2009 at the rate of Baht 0.70 per share, amounting to Baht 539,000,000. The total amount of dividend

payment for the year 2009, including the interim dividend payment for the operational results from January to June 2009 at the rate of Baht 0.55 per share, would thus be at the rate of Baht 1.25 per share, totaling Baht 962,500,000.

Item 5.

To consider the election of directors to replace those due to retire by rotation in the 2010 Annual Ordinary General Meeting of Shareholders

Facts and Reasons

Article 13 of the Articles of Association stipulates that one-third of the number of directors shall vacate their office in the annual ordinary general meeting, whereby the directors who have been in office for the longest term shall retire and may be re-elected. In this 2009 Annual Ordinary General Meeting of Shareholders, four directors are due to retire by rotation, namely, Professor Suphachai Phisitvanich, M.L. Prasobchai Kasemsant, Mrs. Vallapa Assakul and Mrs. Payao Marittanaporn

As the Company has granted an opportunity for the shareholders to nominate any person to be appointed as director in advance, none of the shareholders nominates any person for consideration. The Nomination and Remuneration Committee, whereby the interested directors, namely, has resolved to propose that such four directors retired by rotation return to their office for another term.

Opinion of the Board

Having considered the matter, the Board of Directors, excluding the nominated directors, agreed with the Nomination and Remuneration Committee's proposal for the Meeting of Shareholders to elect Professor Suphachai Phisitvanich, M.L. Prasobchai Kasemsant, Mrs. Vallapa Assakul and Mrs. Payao Marittanaporn the directors who retired by rotation, to return to their office for another term.

Item 6.

To consider the determination of remuneration for directors

Facts and Reasons

In the past year, the 2009 Annual Ordinary General Meeting of Shareholders approved the remuneration for the Company's directors by paying bonus for the year 2008 in the amount of not exceeding Baht 8,450,000 and the remuneration for directors for the year 2009 in the amount of not exceeding Baht 12,600,000, excluding bonus for the year 2009.

For the year 2010, the Nomination and Remuneration Committee has proposed the remuneration for directors as appropriate to the duties and responsibilities of the directors, whereby bonus for the year 2009 shall be paid to the directors in the amount of not exceeding Baht 9,460,000 and the remuneration for the year 2010 shall be paid to the directors in the amount of not exceeding Baht 12,600,000.

Opinion of the Board

It was deemed appropriate to propose the matter to the Meeting of Shareholders to approve the remuneration for directors as proposed by the Nomination and Remuneration Committee, namely, bonus for the year 2009 for directors in the amount of not exceeding Baht 9,460,000 and remuneration for directors for the year 2010 which should remain unchanged in the amount of not exceeding Baht 12,600,000.

Item 7.

To consider the appointment of auditor and fixing of remuneration

Facts and Reasons

Article 29 of the Articles of Association stipulates that the auditor shall be appointed and remuneration shall be fixed at every annual ordinary general meeting of shareholders.

The Audit Committee has considered proposing the appointment of the auditor for the year 2010, taking into account reliability, capability to provide service and advice on audit and certification of the financial statements in a timely manner. It is deemed appropriate to nominate the same auditor, namely, Ernst & Young Office Limited, as the Company's auditor for the year 2010 by proposing the Board of Directors to consider nominating to the Meeting of Shareholders either Miss Rungnapa Lertsuwankul or Mr. Sophon Permsiriwallop or Miss Sumalee Reewarabandith or Miss Vissuta Jariyathanakorn

or Mrs. Nonglak Pumnoi of Ernst & Young Office Limited for appointment as the auditor for the year 2010 with the auditing fee of not exceeding Baht 929,000.

Opinion of the Board

It was deemed appropriate to nominate to the Meeting of Shareholders either Miss Rungnapa Lertsuwankul or Mr. Sophon Permsiriwallop or Miss Sumalee Reewarabandith or Miss Vissuta Jariyathanakorn or Mrs. Nonglak Pumnoi of Ernst & Young Office Limited for appointment as the auditor for the year 2010 with the auditing fee of not exceeding Baht 929,000.

Item 8.

To consider other matter (if any)

Please be informed accordingly.

Very truly yours,

-Signature-

(Mrs. Payao Marittanaporn)
Managing Director

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