

20 March 2007

Subject Invitation to attend the 2007 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 2007 Annual Ordinary General Meeting of Shareholders on Wednesday, 4 April 2007 at 15:00 hours at Prof. Sangvian Indaravijaya Hall, 3rd Floor, The Stock Exchange of Thailand Building, 62 Ratchadaphisek Road, Klongtoey, Bangkok 10110, to consider the matters as follows: (Detail of each agenda was publicized through Company's website : [www@ becl.co.th](http://www@becl.co.th) since March 2,2007)

Item 1. To consider and approve the Minutes of the 2006 Annual Ordinary General Meeting of Shareholders (Enclosure 1)

Facts and Reasons The 2006 Annual Ordinary General Meeting of Shareholders was held on April 5, 2006. The Company completely prepared and publicized the Minutes of the Meeting through the Company's website: www.becl.co.th since April 19, 2006, and 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 2006 Annual Ordinary General Meeting of Shareholders were properly and completely recorded, and thus should be approved.

Item 2. To consider and acknowledge the Company's operational results for the year 2006 (Enclosure 2)

Facts and Reasons The report on the Company's operational results for the year 2006 was shown in the Annual Report 2006 distributed to shareholders together with the notice of the Meeting, whereby the Company publicized such report through the Company's website: www.becl.co.th in advance.

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 December 31, 2006 (Enclosure 2)

Facts and Reasons The balance sheet and the profit and loss account for the year ended December 31, 2006 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 to the Meeting of Shareholders to approve the balance sheet and the profit and loss account for the year ended December 31, 2006 which had been reviewed by the Audit Committee and the Board of Directors, and audited by the auditor.

Item 4.
Facts and Reasons

To consider and approve the appropriation of profit (Enclosure 3)

The Company derived a net profit for the year 2006 in the amount of Baht 1,543,207,099 without accumulated loss. The Company could therefore consider making dividend payment to 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 term. 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 2006, the Company already made interim dividend payment for the operational results from January to June 2006 at the rate of Baht 0.50 per share on October 6, 2006.

Opinion of the Board

Having considered the matter, the Board of Directors was of the opinion that in the year 2006, the Company had profit and thus deemed it appropriate to propose the Meeting of Shareholders to approve the appropriation of profit as legal reserve at the rate of 5 percent of the net profit of the year 2006, amounting to Baht 77,160,355, and the dividend payment for the operational results from July to December 2006 at the rate of Baht 0.50 per share. The total amount of dividend payment for the year 2006, including the interim dividend payment for the operational results from January to June 2006 at the rate of Baht 0.50 per share, would thus be at the rate of Baht 1 per share, totaling Baht 770,000,000.

Item 5.

Facts and Reasons

To consider the election of directors to replace those due to retire by rotation in the Annual Ordinary General Meeting of Shareholders (Enclosure 4)

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. In this 2006 Annual Ordinary General Meeting of Shareholders, four directors are due to retire by rotation, namely, Prof. Suphachai Phisitvanich, M.L. Prasobchai Kasemsant, Mrs. Vallapa Posyanond and Mrs. Payao Marittanaporn.

Opinion of the Board

Having considered the matter, the Board of Directors, excluding the nominated directors, agreed with the Nomination Committee's proposal for the Meeting of Shareholders to elect Prof. Suphachai Phisitvanich, M.L. Prasobchai Kasemsant, Mrs. Vallapa Posyanond 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 (Enclosure 5)

Facts and Reasons

In the past year, the 2006 Annual Ordinary General Meeting of Shareholders approved the remuneration for the Company's directors by paying bonus for the year 2005 in the amount of not exceeding Baht 7,500,000 and the remuneration for directors for the year 2006 in the amount of not exceeding Baht 12,000,000, excluding bonus for the year 2006, and also authorized the Remuneration Committee to set out the criteria for such payment.

For the year 2007, the Remuneration Committee has proposed the remuneration for directors as appropriate to the duties and responsibilities of the directors, whereby bonus for the year 2006 shall be paid to the directors in the amount of not exceeding Baht 7,800,000 and the remuneration for the year 2007 shall remain unchanged in the amount of not exceeding Baht 12,000,000.

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 Remuneration Committee, namely, bonus for the year 2006 for directors in the amount of not exceeding Baht 7,800,000 and remuneration for directors for the year 2007 which should remain unchanged in the amount of not exceeding Baht 12,000,000.

Item 7. To consider the appointment of auditor and fixing of remuneration (Enclosure 6)

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 2007, 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 2007 by proposing the Board of Directors to consider nominating to the Meeting of Shareholders either Mr. Sophon Permsiriwallop or Miss Rungnapa Lertsuwankul 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 2007 with the auditing fee of not exceeding Baht 785,000.

Opinion of the Board

It was deemed appropriate to nominate to the Meeting of Shareholders either Mr. Sophon Permsiriwallop or Miss Rungnapa Lertsuwankul 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 2007 with the auditing fee of not exceeding Baht 785,000.

Item 8. 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 7) 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 2006 Annual Ordinary General Meeting of Shareholders 
 2. 2006 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. A proxy form **(Proxy A.)**  **(Proxy B.)**  **(Proxy C.)** 
 8. Procedures for Participation in the 2007 Annual Ordinary General Meeting of Shareholders 
 9. Articles of Association Regarding Shareholders Meeting 
 10. Map of meeting place 

* Please bring the proxy (enclosure 7) to show at the meeting even shareholders who attend the meeting in person

Managing Director Office
Tel. 0-2641-4611 Extension 610, 613