

**Minutes of the 2006 Annual Ordinary General Meeting of Shareholders
of
Bangkok Expressway Public Company Limited
Wednesday, April 5, 2006
Ballroom 1 on the 3rd Floor of The Emerald Hotel
No. 99/1 Ratchadapisek Road, Dindaeng Subdistrict,
Dindaeng District, Bangkok Metropolis**

The Meeting commenced at 3:00 p.m.

Attending Directors

- | | |
|-------------------------------------|--|
| 1. Dr. Virabongsa Ramangkura | Chairman of the Board of Directors as
the Chairman of the Meeting |
| 2. Professor Suphachai Phisitvanich | |
| 3. General Sampao Choosri | |
| 4. Prof. Dr. Kanok Wongtrangan | |
| 5. Mr. Plew Trivisvavet | |
| 6. M.L. Prasobchai Kasemsant | |
| 7. Mr. Spong Chayutsahakij | |
| 8. Mr. Akadej Bijaphala | |
| 9. Mr. Panit Dunnvatanachit | |
| 10. Mr. Sutas Sutanchainont | |
| 11. Mr. Suvich Pungchareon | |

Attending Shareholders

As at the closing date of the share register for suspension of share transfer on March 16, 2006, the total number of shareholders who had the right to attend the Meeting was 9,440 shareholders with the total of 770,000,000 shares sold. There were a total of 495 shareholders attending the 2006 Annual Ordinary General Meeting of Shareholders, holding among them 440,445,621 shares or 57.20 percent of the total number of shares sold, comprising:

111 shareholders attending the Meeting in person, holding among them 5,405,910 shares, representing 0.70 percent; and

384 shareholders attending the Meeting by proxy, holding among them 435,039,711 shares, representing 56.50 percent.

The quorum was present in accordance with the Articles of Association of the Company, which stipulate that there shall be not less than 25 shareholders holding in aggregate not less than one-third of the total number of shares sold.

In this regard, Dr. Virabongsa Ramangkura, Chairman of the Board of Directors, attended the Meeting as proxy for a shareholder, holding 1,200,000 shares, representing 0.27 percent of shares present at the Meeting. Prof. Suphachai Phisitvanich, Chairman of the Audit Committee, acted as proxy for 65 shareholders, holding among them 80,094,250 shares, representing 18.18 percent of shares present at the Meeting.

Prior to proceeding with the Meeting in accordance with the agenda, the Chairman informed the Meeting as follows:

1. In casting votes, one share is one vote. For Agenda 1 to Agenda 7, resolutions shall be passed by the majority of votes of shareholders who attend the Meeting and cast votes. For Agenda 8: Investment in Thai Tap Water Supply Co., Ltd., the resolution shall be passed by affirmative votes of not less than three-fourths of the total number of votes of shareholders who attend the Meeting and are entitled to vote. Shareholders who are the connected persons and/or who have conflict of interest and are not entitled to vote on this Agenda are CH. Karnchang Public Company Limited and CH. Karnchang-Tokyu Construction Co., Ltd.
2. In case that shareholders had appointed their proxies and voted on various matters, and the Secretary collected such votes in computer, the proxies would not be required to vote again in the Meeting unless they intend to change the votes.
3. The shareholders attending the Meeting in person and intending to vote against or abstain shall use the voting cards as provided by the Secretary.
4. Any shareholders wishing to make inquiries or requiring the Management to make further clarification on any issues shall inform their names and make inquiries when the presentation of each respective agenda ends.

Thereafter, the Chairman proceeded with the Meeting in accordance with the following agenda:

Item 1 **Approval of the Minutes of the 2005 Annual Ordinary General Meeting of Shareholders**

The Chairman informed the Meeting that the Board of Directors Meeting No. 1/2006, which was held on February 27, 2006, resolved that the 2006 Annual Ordinary General Meeting of Shareholders consider approving the Minutes of the 2005 Ordinary General Meeting of Shareholders, which was held on April 7, 2005, the copy of which had been sent to shareholders, together with the notice of this Meeting.

The Chairman requested the Meeting to consider this matter.

The Meeting considered and voted on this matter. The Chairman of the Board of Directors informed the Meeting that he acted as proxy of a shareholder for 1,200,000 votes, representing 1,200,000 favorable votes; and

The Chairman of the Audit Committee informed the Meeting that he acted as proxy of shareholders for 80,094,250 votes, representing 66,735,650 favorable votes and 13,358,600 abstaining votes.

The Chairman announced the voting results as follows:

427,087,021	votes cast by shareholders
427,087,021	favorable votes
-	unfavorable vote
13,358,600	abstaining votes

The Meeting resolved, by majority of the votes of the shareholders who attended the Meeting and cast votes, to approve the Minutes of the 2005 Annual Ordinary General Meeting of Shareholders, as proposed.

Item 2 Acknowledgement of Results of the Company's Operation during the Year 2005

The Chairman requested the Meeting to acknowledge the results of the Company's operation during the year 2005, as per the 2005 Annual Report which had been delivered to all shareholders in advance, and also requested Mr. Suvich Pungchareon, Managing Director, to further clarify the details of this matter to the Meeting.

The Managing Director clarified to the Meeting as follows:

1. As for the results of operation during the year 2005, the Company and its subsidiary derived net profit from operations in the amount of Baht 1,488 Million, as compared to the profit from the normal operations, excluding the result of tax saving from selling investments in the subsidiary in the year 2004, which generated a net profit of Baht 1,388 Million. The profit from normal operations represented a growth rate of 7.20 percent. Considering the net figure, the net profit in the year 2005 decreased by Baht 428 Million, representing 22.32 percent.

Despite the world's oil crisis that gave rise to a substantial increase in oil prices in the previous year, toll revenue of the Company and its subsidiary was slightly affected by such factor. Toll revenue in the year 2005 amounted to Baht 6,715 Million, as compared to that of the preceding year which amounted to Baht 6,550 Million, reflecting an increase by Baht 165 Million, representing 2.52 percent.

2. Investment
 - (1) The Company increased its investment in Bangkok Metro Public Company Limited by Baht 493 Million, resulting in an increase in its shareholding ratio as at December 31, 2005, from 15.15 percent to 19.65 percent of the paid-up registered capital.
 - (2) The investment in SouthEast Asia Energy Limited, which was granted concession from the Lao government for design, development, construction and operation of the Nam Ngum 2 Hydroelectric Power Plant for a concession period of 25 years from the date of operation, amounted to Baht 22 Million, representing a shareholding ratio of 12.50 percent.
 - (3) In addition, the Company also invested in Thai Tap Water Supply Co., Ltd., which operates the business of production and distribution of tap water to the Provincial Waterworks Authority in the vicinity of Nakhon Pathom Province and Samut Prakan Province, by way of the Water Purchase and Sale Agreement with the Provincial Waterworks Authority, with a contract term of 30 years from the date of commencement of water distribution, on July 21, 2004, representing 4.83 percent of the paid-up registered capital of Baht 3,000 Million, which is currently increased to 4.84 percent of the paid-up registered capital of Baht 3,250 Million.

3. Services

In the year 2005, the Company improved its services for a more convenience to Expressway motorists through the opening of the flyover across Prachachuen Road and Klong Prapa to exit at Ratchadapisek Road which resolved the traffic problems at the exit to Prachachuen

Road. In this regard, the number of Expressway users increased from 10,457 vehicles per day to 14,342 vehicles per day. Furthermore, the Company installed an additional toll booth at Prachachuen 2 Toll Plaza and three additional reversible toll booths at Asoke 4 Toll Plaza, thereby enhancing the capacity of the toll collection in rush hours from 4,829 vehicles per hour to 5,221 vehicles per hour, which relieved the accumulated queue at the front of the toll plazas in morning rush hours during which there are a number of motorists using the Expressway.

4. Corporate governance

The Company continually realized the importance of its corporate governance and responsibility towards shareholders and interested persons of the Company. In the year 2005, the Company was ranked in top 100 companies with the highest scores on the corporate governance as evaluated by the National Good Corporate Governance Commission.

The Chairman requested the Meeting to consider this matter.

The Meeting considered and voted on this matter. The Chairman of the Board of Directors informed the Meeting that he acted as proxy of a shareholder for 1,200,000 votes, representing 1,200,000 favorable votes; and

The Chairman of the Audit Committee informed the Meeting that he acted as proxy of shareholders for 80,094,250 votes, representing 66,735,650 favorable votes and 13,358,600 abstaining votes.

The Chairman announced the voting results as follows:

427,087,021 votes cast by shareholders

427,087,021 favorable votes

- unfavorable vote

13,358,600 abstaining votes

The Meeting resolved, by majority of the votes of the shareholders who attended the Meeting and cast votes, to acknowledge the results of the Company's operation during the year 2005.

Item 3 Approval of the Balance Sheet and the Profit and Loss Statement for the Year Ended December 31, 2005

The Chairman explained to the Meeting that by Article 32 of the Articles of Association, the Board of Directors shall cause a balance sheet and profit and loss statement as at the end of the fiscal year of the Company to be made and audited by the auditor. The balance sheet and the profit and loss statement would then be submitted to the annual ordinary general meeting of shareholders for consideration and approval. In addition, by Article 33 of the Articles of Association, the Board of Directors shall send the balance sheet and the profit and loss statement which have been audited by the auditor, and the report of the auditor, to the shareholders, together with the notice of the annual ordinary general meeting of shareholders.

The Board of Directors Meeting No. 1/2006, which was held on February 27, 2006, resolved that the 2006 Annual Ordinary General Meeting of Shareholders consider approving the balance sheet and the profit and loss statement of the Company and the consolidated financial statements of

Bangkok Expressway Public Company Limited and its subsidiary as at December 31, 2005, which had already been audited by the auditor.

Questions and Suggestions of Shareholders

1. The shareholders inquired on the results of operation for the year 2005 which declined as compared to the year 2004.

The Managing Director explained that in the year 2004, the Company sold certain portion of shares in Northern Bangkok Expressway Company Limited, and gained benefits from tax saving which lowered its income tax expenses than that incurred in the year 2005. Upon comparison of the profit figure in the year 2005 of Baht 1,488 Million with the profit from the normal operations in the year 2004 of Baht 1,388 Million, it can be seen that the Company continued to have profit growth, which resulted from growth of the traffic volume and the Company's expense control.

2. Was the decline in the Company's share price a result of the Company's declaration of dividend at a lower rate so as to utilize funds for investment in Thai Tap Water Supply Co., Ltd.?

The Managing Director clarified that the Company currently entered the 16th year of its business operation under the Expressway Agreement, which marked the middle of the 30 year concession period. The Board therefore considered making such investment to create value added to shareholders and the Company for continued operation despite the expiration of the concession period. In this regard, the Board carefully considered investing in projects which would continuously provide returns, and with appropriate risk management.

The Chairman requested the Meeting to consider this matter.

The Meeting considered and voted on this matter. The Chairman of the Board of Directors informed the Meeting that he acted as proxy of a shareholder for 1,200,000 votes, representing 1,200,000 favorable votes; and

The Chairman of the Audit Committee informed the Meeting that he acted as proxy of shareholders for 80,094,250 votes, representing 66,735,650 favorable votes and 13,358,600 abstaining votes.

The Chairman announced the voting results as follows:

410,943,587	votes cast by shareholders
410,943,587	favorable votes
-	unfavorable vote
29,502,034	abstaining votes

The Meeting resolved, by majority of the votes of the shareholders who attended the Meeting and cast votes, to approve the balance sheet and the profit and loss statement for the year ended December 31, 2005, which had already been audited by the auditor, as proposed.

Item 4 Approval of Profit Appropriation

The Chairman requested the Managing Director to clarify details of this matter to the Meeting.

The Managing Director clarified to the Meeting that by Article 35 of the Articles of Association, payment of dividends from money other than profit is not allowed and by Article 36, the Company shall 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 or more of the registered capital of the Company. In so doing, the Board of Directors shall render an opinion in connection therewith to be presented for approval by the shareholders meeting.

In the year 2005, the results of the Company's operation were as follows:

Net profit for the year 2005	Baht	1,488,298,452
Plus: Retained earnings brought forward after dividend payment for the year 2004	Baht	<u>941,650,770</u>
Retained earnings before appropriation	Baht	<u>2,429,949,222</u>

The Board of Directors Meeting No. 3/2005, which held on August 25, 2005, considered that the Company had sufficient profit for declaration of interim dividend payment, and therefore resolved to grant approval for the Company to declare interim dividend payment for the results of operation during January to June 2005, at the rate of Baht 0.50 per share. Such interim dividend was paid on September 22, 2005. Furthermore, the Board of Directors Meeting No. 1/2006, which was held on February 27, 2006, resolved to propose that the 2006 Annual Ordinary General Meeting of Shareholders consider approving the appropriation of 5 percent of the net profit for the year 2005, amounting to Baht 74,414,923 as the legal reserve, and dividend payment for the results of operation during July to December 2005, at the rate of Baht 0.50 per share, totaling Baht 385,000,000, to shareholders whose their names were listed in the shareholder register book as at March 16, 2006. In this regard, the dividend payment was scheduled to be paid on May 4, 2006.

The total dividend payment for the year 2005 was at the rate of Baht 1 per share, totaling Baht 770,000,000, representing 51.74 percent of the net profit, with the details as follows:

Retained earnings before appropriation	Baht	2,429,949,222
Less: Profit appropriated as legal reserve at the rate of 5 percent of the net profit	Baht	(74,414,923)
Less: Dividend payment for the year 2005	Baht	<u>(770,000,000)</u>
Retained earnings carried forward	Baht	<u>1,585,534,299</u>

Questions and Suggestions of Shareholders

1. Why did the Company's dividend rate decline while the retained earnings before appropriation were higher than that of the previous year? The shareholders proposed the Company pay dividend for the year 2005 at the rate of Baht 1.50 per share, due to the fact that considering the

retained earnings, the Company would be able to pay more dividend, with the remaining funds sufficient to purchase shares in Thai Tap Water Supply Co., Ltd.

The Managing Director clarified that the figure of retained earnings carried forward for the year 2005 was higher than that of the year 2004 because a part thereof was required to be reserved for increased obligations, such as, obligations under the Second Stage Expressway Agreement for compensation for site acquisition to the Expressway and Rapid Transit Authority of Thailand at an accelerating rate that increases every year, including loan repayment under the Credit Facilities Agreement.

The General Manager of Finance Division added that the burden of loan repayment for the years 2005 and 2006 amounted to approximately Baht 2,100 Million and Baht 2,500 Million, respectively. The compensation for site acquisition was Baht 300 Million for the year 2005, and Baht 500 Million for the year 2006, which amount would be gradually increased up to Baht 1,616 Million in the final year 2019. Moreover, it was further explained that the figures of retained earnings and cash balance in the books of account were not the same item as certain portion of the retained earnings would be in the form of assets which were utilized by the Company for investment.

Mrs. Payao Marittanaporn, Deputy Managing Director, also added that retained earnings and cash balance were different items and derived from different sources. The retained earnings derived from its revenue less expense which would be accumulated to increase and would decrease upon dividend payment, while cash balance derived from cash receipts less cash payments, whereby such cash receipts may come from income and loan and such cash payments may be in the form of expenses, loan repayments or investment.

2. The Company should consider partially reducing remuneration for directors and using such funds to pay dividend to shareholders, and it was very likely that the Company would win the dispute.

The Chairman requested the Meeting to consider this matter.

The Meeting considered and voted on this matter. The Chairman of the Board of Directors informed the Meeting that he acted as proxy of a shareholder for 1,200,000 votes, representing 1,200,000 favorable votes; and

The Chairman of the Audit Committee informed the Meeting that he acted as proxy of shareholders for 80,094,250 votes, representing 66,735,650 favorable votes and 13,358,600 abstaining votes.

The Chairman announced the voting results as follows:

427,085,721	votes cast by shareholders
409,130,315	favorable votes
17,955,406	unfavorable votes
13,359,900	abstaining votes

The Meeting resolved, by majority of the votes of the shareholders who attended the Meeting and cast votes, that profit be allocated as reserve in the amount of Baht 74,414,923 and dividend payment for the results of

operation during July to December 2005 be paid to the shareholders whose names were listed in the shareholders register book as at March 16, 2006, in the amount of Baht 385,000,000 or at the rate of Baht 0.50 per share. The dividend payment was scheduled to be paid on May 4, 2006. The Company had paid interim dividend for the results of operation during January to June 2005 on September 22, 2005 at the rate of Baht 0.50 per share. Therefore, the total dividend payment for the year 2005 was at the rate of Baht 1 per share, totaling Baht 770,000,000.

Item 5 Election of Directors to Replace those who Vacate Offices

The Chairman requested the Managing Director to clarify to the Meeting regarding the election of directors to replace those who would vacate the offices.

The Managing Director clarified to the Meeting that according to Article 13 of the Articles of Association, one third or the closest number to one third of the directors shall vacate offices at every annual ordinary general meeting. For the first and second years after the registration of the Company, the directors who will vacate offices shall be determined by the drawing of lots. For the following years, the directors who hold the longest terms of office shall vacate offices and those who vacate offices by rotation may be re-elected to take offices.

The Company directors as appointed to take offices were as follows:

- | | | | |
|-----|---|--------------|----------------|
| 1. | Gen. Sampao Choosri
Appointed on February 26, 2004 to replace
Gen. Chetta Thanajaro who had been: | Appointed on | April 29, 2003 |
| 2. | Mr. Supong Chayutsahakij | Appointed on | April 29, 2003 |
| 3. | Mr. Panit Dunnvatanachit | Appointed on | April 29, 2003 |
| 4. | Mr. Tanachai Aruntat
Appointed on April 7, 2005 to replace
Mr. Dusit Tengniyom (passed away on March 17,
2006) who has been: | Appointed on | April 29, 2003 |
| 5. | Prof. Suphachai Phisitvanich | Appointed on | April 8, 2004 |
| 6. | M.L. Prasobchai Kasemsant | Appointed on | April 8, 2004 |
| 7. | Mr. Akadej Bijaphala | Appointed on | April 8, 2004 |
| 8. | Mr. Suvich Pungchareon | Appointed on | April 8, 2004 |
| 9. | Dr. Virabongsa Ramangkura | Appointed on | April 7, 2005 |
| 10. | Mr. Sutas Sutanchainont | Appointed on | April 7, 2005 |
| 11. | Mr. Plew Trivisvavet | Appointed on | April 7, 2005 |
| 12. | Prof. Dr. Kanok Wongtrangan | Appointed on | April 7, 2005 |

Therefore, four directors who were due to retire by rotation in the 2006 Annual Ordinary General Meeting of Shareholders would be as follows:

1. Gen. Sampao Choosri
2. Mr. Supong Chayutsahakij
3. Mr. Panit Dunnvatanachit
4. Mr. Tanachai Aruntat

Dr. Virabongsa Ramangkura, as the Chairman of the Nomination Committee, clarified to the Meeting that the Nomination Committee Meeting No. 1/2006, which was held on February 27, 2006, resolved to propose this matter to the 2006 Annual Ordinary General Meeting of Shareholders to consider appointing such directors retiring by rotation to return to their offices as directors for

another term. In order to be consistent with the good corporate governance, the Board of Directors prepared and distributed profiles of the nominated persons to the shareholders.

The Board of Directors Meeting No. 1/2006, which was held on February 27, 2006, resolved to propose this matter to the 2006 Annual Ordinary General Meeting of Shareholders to appoint such directors who were due to retire by rotation to return to their offices as directors, as proposed by the Nomination Committee.

Since Mr. Tanachai Aruntat passed away on March 17, 2006 and he had taken his office for less than two months, the Board of Directors thus did not appoint a new director to replace him. The Meeting was therefore requested to nominate persons for appointment as a new director to replace the former director who passed away.

Article 12 (2) of the Articles of Association stipulates that when electing directors, the casting of votes shall be made at one time for a group of persons up to the full number of all directors to be elected at that time or, if the shareholders meeting deems appropriate, the casting of votes shall be made to elect directors on an individual basis. However, in the casting of votes in either case, each such person elected by the shareholders shall receive votes from shareholders according to the total number of shares held by each shareholder and no shareholder can allot his or her votes to any person in any number.

Miss Pornpansa Ratanaphusadeekul, a proxy of Krung Thai Bank Public Company Limited, as a shareholder, nominated Miss Arisara Dharamadhaj, the Assistant to the Managing Director of Krung Thai Bank Public Company Limited, to the Meeting for consideration and appointment as a new director to replace the former director who passed away, as per her profile in the document distributed to the Meeting by the Secretary.

The Chairman requested the Meeting to consider this matter.

The Meeting considered and voted on this matter. The Chairman of the Board of Directors informed the Meeting that he acted as proxy of a shareholder for 1,200,000 votes, representing 1,200,000 favorable votes; and

The Chairman of the Audit Committee informed the Meeting that he acted as proxy of shareholders for 80,094,250 votes, representing 66,735,650 favorable votes for the appointment of four directors, 40,000 unfavorable votes for appointment of Mr. Panit Dunnvatanachit and Miss Arisara Dharamadhaj, and 13,358,600 abstaining votes.

The Chairman announced the voting results as follows:

427,081,521	votes cast by shareholders	
	<u>favorable votes</u>	<u>unfavorable votes</u>
Gen. Sampao Choosri	427,041,521	40,000
Mr. Supong Chayutsahakij	426,425,721	655,800
Mr. Panit Dunnvatanachit	426,385,721	695,800
Miss Arisara Dharamadhaj	426,385,721	695,800
13,364,100	abstaining votes	

The Meeting resolved, by majority of the votes of the shareholders who attended the Meeting and cast votes, that the directors who were due to retire by rotation be appointed to return to the Board of Directors and a new director be appointed to replace the former director who passed away, as follows:

- | | |
|------------------------------------|--|
| 1. Gen. Sampao Choosri | To return to the Board of Directors |
| 2. Mr. Supong Chayutsahakij | To return to the Board of Directors |
| 3. Mr. Panit Dunnvatanachit | To return to the Board of Directors |
| 4. Miss Arisara Dharamadhaj | To replace Mr. Tanachai Aruntat |

The term of office would be effective as from April 5, 2006 to the 2009 Annual Ordinary General Meeting of Shareholders.

Item 6 Determination of Remuneration for Directors

The Chairman requested Mr. Plew Trivisvavet, Chairman of the Executive Board, as a member of the Remuneration Committee, clarified to the Meeting on this matter.

Mr. Plew Trivisvavet explained that by Article 14 of the Articles of Association, directors are entitled to receive remuneration from the Company in the form of honorarium, meeting allowance, consideration, bonus or benefit in any other forms as may be approved by the meeting of shareholders.

In the preceding year, the 2005 Annual Ordinary General Meeting of Shareholders resolved to approve bonus and remuneration for directors, whereby bonus for the year 2004 was paid to the directors within the amount of Baht 9,600,000 and other remuneration in the form of honorarium, meeting allowance, consideration or benefit in any other forms, exclusive of bonus for the year 2005, to the directors for the year 2005 be paid within the amount of Baht 12,000,000, and that the Remuneration Committee be authorized to set out the criteria and procedures for such payment.

In the year 2006, the Remuneration Committee deemed it appropriate to propose to the 2006 Annual Ordinary General Meeting of Shareholders for consideration and approval of bonus and remuneration for directors as follows:

1. Bonus for the year 2005 within the amount of Baht 7,500,000; and
2. Other remuneration in the form of honorarium, meeting allowance, consideration or benefit in any other forms, exclusive of bonus for the year 2006, to be paid to the directors for the year 2006 within the amount of Baht 12,000,000.

The Remuneration Committee proposed the remuneration in accordance with the criteria by considering the scope of duties, responsibilities and volume of assignments within their respective duties and responsibilities as Chairman or members of various committees of the Company, on a case by case basis. The remuneration for the year 2006 can be summarized as follows:

1.	The Board of Directors	Baht	6,300,000
2.	The Executive Board	Baht	4,000,000
3.	The Audit Committee	Baht	1,400,000
4.	The Remuneration Committee	Baht	150,000
5.	The Nomination Committee	Baht	<u>150,000</u>
	Total	Baht	<u>12,000,000</u>

The Chairman requested the Meeting to consider this matter.

The Meeting considered and voted on this matter. The Chairman of the Board of Directors informed the Meeting that he acted as proxy of a shareholder for 1,200,000 votes, representing 1,200,000 favorable votes; and

The Chairman of the Audit Committee informed the Meeting that he acted as proxy of shareholders for 80,094,250 votes, representing 63,233,650 favorable votes, 3,500,000 unfavorable votes and 13,360,600 abstaining votes.

The Chairman announced the voting results as follows:

427,075,221 votes cast by shareholders

421,670,321 favorable votes

5,404,900 unfavorable votes

13,370,400 abstaining votes

The Meeting resolved, by majority of the votes of the shareholders who attended the Meeting and cast votes, to approve the remuneration for the Company directors whereby bonus for the year 2005 be paid to the directors within the amount of Baht 7,500,000 and payment for other remuneration in the form of honorarium, meeting allowance, consideration or benefit in any other forms, to the directors for the year 2006, exclusive of bonus for the year 2006, be approved within the amount of Baht 12,000,000.

Item 7 Appointment of Auditor and Fixing of Remuneration

The Chairman requested Prof. Suphachai Phisitvanich, Chairman of the Audit Committee, to inform the Meeting of the appointment of auditor and fixing of remuneration.

The Chairman of the Audit Committee informed the Meeting that 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 Meeting considered the proposal of audit services of the existing auditor, namely, Ernst & Young Office Limited, and also considered the reliability, expertise in the provision of services and advisory fee for audit as well as timely certification of the financial statements, therefore, it was deemed appropriate to propose the existing auditor, Ernst & Young Office Limited, as the Company's auditor for the year 2006, and Mr. Sophon Permsiriwallop as the signatory for certification of the financial statements as the second year.

The Board of Directors Meeting No. 1/2006, which was held on February 27, 2006, resolved to propose that the 2006 Annual Ordinary General Meeting of Shareholders:

- 1) Appoint one of the following auditors of Ernst & Young Office Limited and determine remuneration of the auditor, as proposed by the Audit Committee Meeting No. 1/2006, which was held on February 7, 2006, namely,

<u>Name</u>	<u>License No.</u>	<u>Audit Year for the Company</u>
1. Mr. Narong Puntawong	3315	-
2. Mr. Ruth Chaowanagawi	3247	-
3. Mr. Sophon Permsiriwallop	3182	1

As the Company's auditor to conduct the audit and sign for certification of the financial statements of the Company for the year 2006.

In order to be consistent with the good corporate governance, it was suggested that the Company change its auditor every five years to cross-check the operation of the auditor. In the year 2006, Ernst & Young Office Limited therefore proposed Mr. Sophon Permsiriwallop as the signatory for certification of the financial statements of the Company as the second year.

- 2) Determine the auditing fee in the total amount of not exceeding Baht 750,000, comprising:

	<u>Year 2006</u>	<u>Year 2005</u>	Unit: Baht <u>Increase</u>
1. Fee for auditing the annual financial statements	465,000	450,000	15,000
2. Fee for reviewing the financial statements for the first three quarters	<u>285,000</u>	<u>285,000</u>	-
Total	<u>750,000</u>	<u>735,000</u>	<u>15,000</u>

The auditing fee was increased from the year 2005 by Baht 15,000, representing 2.04 percent, which was a reasonable increase rate not exceeding the inflation rate for the year 2005 which stayed at 4.5 percent. Upon comparing with other listed companies with a similar size, the Company's auditing fee paid to its auditor was not considered higher.

The Chairman requested the Meeting to consider this matter.

The Meeting considered and voted on this matter. The Chairman of the Board of Directors informed the Meeting that he acted as proxy of a shareholder for 1,200,000 votes, representing 1,200,000 favorable votes; and

The Chairman of the Audit Committee informed the Meeting that he acted as proxy of shareholders for 80,094,250 votes, representing 66,733,650 favorable votes, 13,360,600 abstaining votes.

The Chairman announced the voting results as follows:

426,427,221	votes cast by shareholders
426,427,221	favorable votes
-	unfavorable vote
14,018,400	abstaining votes

The Meeting resolved, by majority of the votes of the shareholders who attended the Meeting and cast votes, to approve the appointment of either Mr. Narong Puntawong or Mr. Ruth Chaowanagawi or Mr. Sophon Permsiriwallop of Ernst & Young Office Limited as the Company's auditor for the year 2006 with the remuneration of not exceeding Baht 750, 000, as proposed.

Item 8 Investment in Thai Tap Water Supply Co., Ltd.

The Chairman requested the Managing Director to clarify to the Meeting regarding the investment in Thai Tap Water Supply Co., Ltd.

The Managing Director explained that:

- 1) Bangkok Expressway Public Company Limited (BECL) had a policy to invest in infrastructure business or any business in support of the Company's operation, and to create an opportunity and long-term return to the Company. The Board of Directors was of the view that investment in Thai Tap Water Supply Co., Ltd. (TTW) would generate a worthwhile return on investment and benefit to the Company. The Board of Directors thus granted approval for the Company to invest in TTW. Initially, the Company held 1,450,000 ordinary shares in TTW, or 4.83 percent of the registered capital of Baht 3,000 Million, which would then be increased to 1,573,850 shares when TTW increased its capital to Baht 3,250 Million, or representing 4.84 percent of the registered capital of Baht 3,250 Million. Furthermore, the Board of Directors assigned the Management to consider the feasibility to additionally invest in TTW.

The Company then requested to purchase additional shares in TTW from CH. Karnchang Public Company Limited, the major shareholder of TTW, so as to increase the Company's shareholding ratio, as designated by the Board of Directors. CH. Karnchang Public Company Limited then issued a letter dated February 27, 2006, informing the Company, as shareholder and business partner, that CH. Karnchang Public Company Limited intended to sell no more than 1,676,150 ordinary shares in TTW to BECL, at the price of Baht 320 per share.

The Management has considered the nature of business, return on investment and conducted risk assessment as follows:

1. Nature of Business

Thai Tap Water Supply Co., Ltd. (TTW), located at No. 30/10 Moo 12 Tambon Rai Khing, Amphoe Sam Phran, Nakhon Pathom Province, operates the business of production and distribution of tap water to the Provincial Waterworks Authority in the vicinity of Nakhon Pathom Province and Samut Sakhon Province, by entering into the Water Purchase and Sale Agreement with the Provincial Waterworks Authority (PWA), on a Build-Own-Operate or BOO basis, namely, TTW shall invest in the construction of the tap water production and distribution systems, and upon completion of the concession period, the title to the tap water production and distribution systems shall not be required to be transferred to the Provincial Waterworks Authority, with a contract term of 30 years, from the date of commencement of water distribution, on July 21, 2004. Moreover,

TTW was granted an investment promotion by the Board of Investment or BOI for 8 years.

The project value is in the amount of Baht 10,000 Million. Sources of fund shall be from loans extended by three domestic financial institutions, amounting to Baht 7,000 Million, and the company's initial registered capital is in the amount of Baht 3,000 Million.

The Tap Water Production (Western Bangkok) Project of TTW comprises:

(1) Bang Len Water Treatment Plant

This Water Treatment Plant has the production capacity of 320,000 cubic meters. Raw water shall be taken from Tha Chin River to go through treatment process, namely, aeration, sedimentation, filtration, adjustment of acid/base balance, disinfection and then finally storage, after which the water shall be conveyed to the water delivery station.

(2) Buddha Monthon Pumping Station

This Pumping Station shall obtain water from the Bang Len Water Treatment Plant. It has a clear water container with the storage capacity of 50,000 cubic meters to distribute water to residents in the areas of Amphoe Sam Phran, Amphoe Buddha Monthon and Amphoe Nakhon Chai Si in Nakhon Pathom Province, as well as Amphoe Krathum Baen in Samut Sakhon Province.

(3) Mahachai Pumping Station

This Pumping Station has a clear water container with the storage capacity of 20,000 cubic meters to distribute water to residents in Amphoe Mueang, Samut Sakhon Province.

2. Risk Assessment

(1) Risk from Liabilities of TTW

TTW has long-term loan liabilities from financial institutions in the amount of approximately Baht 7,000 Million, from the year 2001 to the year 2013. According to the loan agreement, TTW shall maintain the ratio of liabilities to shareholders' equity not to exceed 2.33 times. Despite its high long-term liabilities, upon considering the financial statements as at December 31, 2005, there are significant financial ratios showing the ability to manage liabilities, as follows:

The ratio of liabilities to shareholders' equity is 2.09 times, which is generally accepted for public utility project requiring a large amount of investment in construction of plants, machinery and equipment, including water pipeline system.

The current ratio is 2.80 times, which shows the ability to manage all short-term liabilities and reflects a high liquidity.

The interest serviceability ratio is 3.21 times, which is sufficient for repayment of all interest expenses. From the year 2005 onwards, the company shall start to make repayment of the principal under the long-term loan agreement and the repayment shall be made in full in the year 2013. It is estimated that the interest serviceability ratio would range between 1.86-2.77 times, which would be sufficient to manage all long-term liabilities.

According to the foregoing financial ratios, along with forecast of its profitability in the future, and the results of operation of TTW in the year 2004 in which the commercial operation has commenced, with the net profit of Baht 432.57 Million, and the net profit in the year 2005 amounting to Baht 335 Million, it could be seen that TTW, itself, would have sufficient ability to repay the loan extended by the financial institutions. In addition, given the absence of any liabilities other than those as shown in the financial statements, the chance to have an impact from the risk from liabilities of TTW is very slim.

(2) Risk from Inability to Increase Water Cost

The concession agreement between TTW and the Provincial Waterworks Authority specifies that the water cost shall be increased according to the consumer price index in Bangkok and its vicinity, with the base price in the year 1999 equal to Baht 13.90 per cubic meter. There would be a risk from the inability to increase the water cost. However, due to the clear criteria for calculation of the distribution price, together with the reliability of the Provincial Waterworks Authority, which is one of the significant state enterprises of Thailand, despite the fact that the water cost rate as charged by the Provincial Waterworks Authority to its consumers could not be increased according to the actual cost structure, the obligation under the concession agreement still has a low risk from the Provincial Waterworks Authority's non-compliance with the agreement. During the two-year period since TTW's commencement of the operation, the water cost distributed by TTW to the Provincial Waterworks Authority has been increased from time to time in accordance with the agreement.

(3) Risk from Breach of the Concession Agreement

TTW may be fined and/or the concession agreement may be terminated in the following cases:

- If, in any month, the actual volume of purchase and sale of water is lower than the total volume of the specified minimum purchase of water and thus could not accommodate the demand of the Provincial Waterworks Authority, TTW shall pay a fine to the Provincial Waterworks Authority, provided that the fine in any particular year shall not exceed Baht 50 Million.

- If TTW is unable to produce and distribute tap water at the minimum volume, or the water production capacity decreases to the extent that TTW could not distribute tap water up to 70 percent of the minimum volume, for more than 90 consecutive days, due to defects of machinery, operation failure or any other causes which are under control of TTW.
- If TTW is unable to produce tap water to meet the specified standard, for more than 60 consecutive days, and such event is caused by defects of machinery, operation failure or any other causes which are under control of TTW.

As for this kind of risk, it could be seen that since the commencement of the operation in the year 2004, for a period of two years ago, TTW has been able to manage its operation without any difficulty. TTW has also obtained technology transfer and know-how in terms of management from the former shareholder, namely, Thames Water International (Thailand) Ltd., during the operation commencement. This could minimize the risk which may arise from defects of machinery and operation failure.

2) Opinion of the Board of Directors and the Audit Committee

Having considered the matter, the Board of Directors is of the opinion that the transaction to additionally purchase ordinary shares in TTW is an investment giving rise to return from dividend, as income supplemental to the main business of the Company. In addition, the transaction to purchase ordinary shares in Thai Tap Water Supply Co., Ltd. is a justifiable decision to invest in a project which tends to derive a good rate of return on investment on a long-term basis, with appropriate and acceptable risk management. This would bring the optimum benefit to the Company. In respect of the valuation of shares by the discounted cash flow approach (DCF), the selling price of Baht 320 per share would allow the Company to derive a return on investment at the rate of 11.42 percent. The said price is considered justifiable with a reasonable rate of return.

The Board of Directors Meeting No. 1/2006, held on February 27, 2006, therefore resolved to grant approval for the Company to propose this matter to the 2006 Annual Ordinary General Meeting of Shareholders, to consider granting approval for the Company to purchase additional shares in TTW from CH. Karnchang Public Company Limited, in the number of 1,676,150 shares or representing 5.16 percent of the registered capital, at the price of Baht 320 per share, amounting to Baht 536,368,000. The volume of transaction represents 3.60 percent of net tangible assets of the Company as at December 31, 2005. Upon combination of all transactions, BECL would hold 3,250,000 shares, representing 10 percent of the registered capital of TTW.

The execution of this transaction with CH. Karnchang Public Company Limited, which is the major shareholder of Bangkok Expressway Public Company Limited, is deemed as connected transaction as per the Stock Exchange of Thailand Notification, Re: Disclosure of Information and

Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003), the details of which are shown in the Information Memorandum.

The Chairman informed the Meeting that the consideration for the connected transaction shall require the resolution of the Meeting with not less than three-fourths of the votes of shareholders attending the Meeting in person and by proxy, excluding votes of shareholders who have conflict of interest, namely, CH. Karnchang Public Company Limited with 113,267,750 votes and CH. Karnchang-Tokyu Construction Co., Ltd. with 9,551,140 votes, a total of 122,818,890 votes.

Questions and Suggestions of Shareholders

1. What were the reasons for the Company to purchase shares in TTW at the price of Baht 320 per share whilst the Company previously purchased shares at the price of Baht 290 in the year 2005, let alone the fact that the book value was merely at Baht 115.05 per share?

Mrs. Payao Marittanaporn, Deputy Managing Director, clarified that the purchase of shares in TTW in the year 2005 at the price of Baht 290 reflected the share value at that time. Subsequently, at the beginning of the year 2006, TTW purchased shares in Water Flow Co., Ltd., as tap water producer for TTW, thereby enabling TTW to produce tap water on its own and generated more profits which were entirely vested in TTW. As a result, the share value in TTW therefore increased accordingly. As for the purchase of shares on this occasion, the Company purchased such shares at the same price as the other new shareholder, namely, Mitsui Water Holdings (Thailand) Co., Ltd.

2. What method did the Company use for evaluation of the share value in TTW and what was the discount rate?

Mrs. Payao Marittanaporn, Deputy Managing Director, clarified that the evaluation of price of such shares was based on the current net present value of the cash flow, which is a method generally accepted among financiers, using the average cost of debt, based on an assumption of future value between 6 and 9 percent, calculated from the hypothesis at MLR-1% and cost of equity at 13.57 percent.

3. In making a decision for additional investment in TTW until the shareholding ratio reached 10 percent of the registered capital, the Company should carefully consider such matter and arrange for appropriate risk management. However, the Company should have purchased additional shares in TTW so as to be sufficient to have its representative acting as director on the board of directors of TTW for participation in the company's management.

The Chairman clarified that regarding the purchase of shares in Thai Tap Water Supply Co., Ltd., the Board of Directors carefully considered the transaction, with the review of the Audit Committee on the justification of the transaction, for approval every time, provided that the directors who had conflict of interest did not attend the Meeting and voted on such matter. The Board of Directors was therefore independent and granted approval based substantially upon the interests of the Company.

The Chairman requested the Meeting to consider this matter.

The Meeting considered and voted on this matter. The Chairman of the Board of Directors informed the Meeting that he acted as proxy of a shareholder for 1,200,000 votes, representing 1,200,000 favorable votes; and

The Chairman of the Audit Committee informed the Meeting that he acted as proxy of shareholders for 80,094,250 votes, representing 78,889,650 favorable votes, 1,202,600 unfavorable votes and 2,000 abstaining votes.

The Chairman announced the voting results of 317,626,731 votes of shareholders who had the right to vote as follows:

307,259,531 votes cast by shareholders

282,164,831 favorable votes

25,094,700 unfavorable votes

10,367,200 abstaining votes

The Meeting resolved, by more than three-fourths of the votes of the shareholders who attended the Meeting and cast votes, to approve the execution of the connected transaction by way of purchase of 1,676,150 ordinary shares in Thai Tap Water Supply Co., Ltd. representing 5.16 percent of the issued and paid-up registered capital, at the price of Baht 320 per share, amounting to Baht 536,368,000, from CH. Karnchang Public Company Limited.

Item 9 Other matter

- None -

There was no other matter for consideration. The Chairman adjourned the Meeting at 6:10 p.m.

(Dr. Virabongsa Ramangkura)
Chairman of the Meeting