

comply with the arbitral award within 60 days from the date the case was final. Such arbitral award required the Company to install noise barriers for 6 complainants, arrange for entrance-exit for 3 complainants, and reimburse EXAT for Baht 1.4 Million which was advanced to the complainants.

On March 20, 2015, the Company made payment to EXAT pursuant to the judgment in the amount of Baht 1.4 Million, together with interest from the date on which EXAT advanced such amount until the payment would be made in full in the amount of Baht 1.3 Million, totaling Baht 2.7 Million, and the Company submitted to the Central Administrative Court its statements for notification of its compliance with the arbitral award.

2. Cost of arrangements of the entrance - exit and resolution of complaints

On January 23, 2014, the Arbitral Tribunal issued its arbitral award ruling that EXAT may not exercise a right of claim demanding the Company to pay the cost of arrangements of the entrance - exit and the cost of road construction, together with drainage and free flow drains, totaling Baht 0.4 Million, therefore dismissed EXAT's claims and requests.

On May 7, 2014, EXAT submitted a petition for revocation of the arbitral award to the Central Administrative Court. At present, it is pending the Central Administrative Court's consideration.

3. Cost of utilization of the Second Stage Expressway Control Center Building

On February 16, 2015, the Arbitral Tribunal rendered its arbitral award that the Company was not required to deliver or leave the vicinity of the Second Stage Expressway Control Center Building, and was not required to pay EXAT for the cost of utilization of such area. In this regard, EXAT accepted this arbitral award, the case was thus final.

However, given that all of the remaining cases are not yet final and the Company's management believed that there would be no material impact upon the Company, the Company therefore did not record such entries in the financial statements.

### 5.1.3 Lawsuit

An expressway user sued the Expressway Authority of Thailand (EXAT) and the Company on grounds of wrongful act in relation to traffic management and safety on the Si Rat Expressway System, whereby EXAT was the first defendant and the Company was the second defendant. The Court of First Instance adjudged to dismiss the plaintiff's claim. The Appeal Court adjudged to require EXAT and the Company to jointly compensate the plaintiff in a total amount of Baht 2.3 Million, with interest at the rate of 7.5 percent per annum, from May 21, 2005 onwards until the payment would be made in full. In this regard, the Company, EXAT and the plaintiff lodged their respective appeals with the Supreme Court.

On June 30, 2015, the Supreme Court adjudged to confirm the Appeal Court's judgment requiring EXAT and the Company to jointly compensate the plaintiff. On August 10, 2015, the Company duly deposited such payment with the Court per the judgment.

## 6. General Information and Other Significant Information

### 6.1 General Information

(1) General information of the Company

Company Issuing Securities	: Bangkok Expressway and Metro Public Company Limited ("BEM")
Business Operation	: Construction and management of the expressways and the rail mass rapid transit system projects, including other related businesses
Company Registration No.	: 0107558000491
Registered Capital	: Baht 15,285 Million, which is fully paid up.
Head Office	: 587 Sutthisarnvinitchai Road, Dindaeng Subdistrict, Dindaeng District, Bangkok 10400
Telephone	: 0 2641 4611 and 0 2354 2000
Fax	: 0 2641 4610 and 0 2354 2040
Website	: www.bemplc.co.th

Branch Office (1)	: 238/7 Asoke-dindaeng Road, Bangkapi Subdistrict, Huai Khwang District, Bangkok 10310
Telephone	: 0 2641 4611
Fax	: 0 2641 4610
Branch Office (2)	: 189 Rama IX Road, Huai Khwang Subdistrict, Huai Khwang District, Bangkok 10310
Branch Office (3)	: 189/1 Rama IX Road, Huai Khwang Subdistrict, Huai Khwang District, Bangkok 10310
Branch Office (4)	: 189/2 Rama IX Road, Huai Khwang Subdistrict, Huai Khwang District, Bangkok 10310
Telephone	: 0 2354 2000
Fax	: 0 2354 2040

(2) Legal entities in which the Company holds 10 percent of shares or more

**Company Issuing** : **Northern Bangkok Expressway Company Limited (“NECL”)**

**Securities**

Business Operation	: Construction and management of the Udon Rattaya Expressway
Head Office	: 587 Sutthisarnvinitchai Road, Dindaeng Subdistrict, Dindaeng District, Bangkok 10400
Registered Capital	: Baht 6,000 Million, Baht 5,250 Million of which is paid up.
Shareholding Percentage	: 99.99 percent
Telephone	: 0 2641 4647
Fax	: 0 2641 4646

**Company Issuing** : **Bangkok Metro Networks Limited (“BMN”)**

**Securities**

Business Operation	: 1. Lease of retail spaces in the metro stations and the basement level of the Lat Phrao park and ride facility 2. Procurement and/or production of advertising media in the metro stations and inside the trains 3. Provision of service and maintenance of telecommunications system equipment in the metro stations
Head Office	: 587 Viriyathavorn Building, 12 <sup>th</sup> Floor, Sutthisarnvinitchai Road, Dindaeng Subdistrict, Dindaeng District, Bangkok 10400
Branch Office	: 587 Viriyathavorn Building, 9 <sup>th</sup> Floor, Sutthisarnvinitchai Road, Dindaeng Subdistrict, Dindaeng District, Bangkok 10400
Registered Capital	: Baht 254 Million, which is fully paid up.
Shareholding Percentage	: 65.19 percent
Telephone	: 0 2690 8200
Fax	: 0 2690 8212
Website	: www.bmn-mrt.com

**Company Issuing** : **TTW Public Company Limited (“TTW”)**

**Securities**

Business Operation	: Production and distribution of water supply to the Provincial Waterworks Authority and investment in companies operating the business of other public utilities
Head Office	: 30/130 Moo 12, Buddhamonthon 5 Road, Tambon Rai Khing, Amphoe Samphran, Nakhon Pathom Province 73210
Registered Capital	: Baht 3,990 Million, which is fully paid up.
Shareholding Percentage	: 19.57 percent
Telephone	: 0 2811 7526
Fax	: 0 2420 6064
Website	: www.ttwplc.com

<b>Company Issuing Securities</b>	: <b>CK Power Public Company Limited (“CKP”)</b>
Business Operation	: Investment by holding shares in other companies (Holding Company) operating the business of production and distribution of electricity from various types of energy
Head Office	: 587 Viriyathavorn Building, 19 <sup>th</sup> Floor, Sutthisarnvinitchai Road, Dindaeng Subdistrict, Dindaeng District, Bangkok 10400
Registered Capital	: Baht 9,240 Million, Baht 7,370 Million of which is paid up.
Shareholding Percentage	: 19.40 percent
Telephone	: 0 2691 9720
Fax	: 0 2691 9723
Website	: www.ckpower.co.th

**(3) Reference**

<b>Securities Registrar</b>	: <b>Thailand Securities Depository Company Limited</b> The Stock Exchange of Thailand 93 Rachadapisek Road, Dindaeng Subdistrict, Dindaeng District, Bangkok 10400 Telephone : 0 2009 9382 Fax : 0 2009 9476
<b>Auditor</b>	: <b>EY Office Limited</b> 193/136-137 Lake Rajada Office Complex, 33rd Floor, New Rajadapisek Road Klongtoey District, Bangkok 10110 Telephone : 0 2264 0777 Fax : 0 2264 0789

## 6.2 Other Significant Information

### Key Summary of Agreements

#### 6.2.1 The Second Stage Expressway Agreement

<b>Execution Date</b>	December 22, 1988
<b>Party</b>	The Expressway Authority of Thailand (“EXAT”)
<b>Key Summary</b>	The Company is obliged to carry out construction and operation of the Si Rat Expressway (Second Stage Expressway), as well as related businesses under the Second Stage Expressway Agreement, for a concession period of 30 years from March 1, 1990 until February 29, 2020, under the terms and conditions to be agreed upon between both parties. The Second Stage Expressway System comprises Sector A (Rama IX-Ratchadapisek), Sector B (Phayathai - Bangkhlo), and Sector C (Ratchadapisek - Chaeng Watthana), covering a total distance of 29.8 kilometers. The Company shall be entitled to receive the toll revenue sharing throughout the concession period in respect of both the Si Rat Expressway and the Chalem Mahanakorn Expressway (First Stage Expressway), as constructed and operated by EXAT.

#### 6.2.2 The Agreement for the Extension of the Second Stage Expressway System (Sector D)

<b>Execution Date</b>	April 17, 1997
<b>Party</b>	The Expressway Authority of Thailand (“EXAT”)
<b>Key Summary</b>	The Company is obliged to carry out construction and operation of the Si Rat Expressway (Second Stage Expressway) for the extension of the Second Stage Expressway System, Sector D (Rama IX - Srinagarindra), covering a total distance of 8.7 kilometers, for a concession period of 30 years from April 17, 1997 until April 16, 2027. The Company shall be entitled to receive the toll revenue throughout the concession period.

### 6.2.3 The Concession Agreement for Investment, Design, Construction, Operation, Provision of Service and Maintenance of the Si Rat - Outer Ring Road Expressway Project

<b>Execution Date</b>	September 15, 2012
<b>Party</b>	The Expressway Authority of Thailand (“EXAT”)
<b>Key Summary</b>	<p>The Company is obliged to carry out design, construction and operation of the Si Rat - Outer Ring Road Expressway (starting from Kanjanapisek Road and connecting to the Si Rat Expressway around the North of the Mo Chit 2 Bus Terminal), covering a total distance of 16.7 kilometers, for a concession period of 30 years from December 15, 2012 until December 14, 2042. The Company shall be entitled to receive the toll revenue throughout the concession period.</p> <p>The concession period is divided into two phases:</p> <ul style="list-style-type: none"> <li>• <u>Phase 1</u>: Design, construction, supply and installation of electrical and mechanical system equipment, toll collection system, communications system and traffic controlling system, and other systems relating to the Expressway, for the period of not exceeding 48 months from December 15, 2012;</li> <li>• <u>Phase 2</u>: Operation and provision of service, such as, toll collection, rescue operation and maintenance of the Expressway.</li> </ul>

### 6.2.4 The Bang Pa-in - Pak Kret Expressway Agreement

<b>Execution Date</b>	September 27, 1996
<b>Parties</b>	Northern Bangkok Expressway Company Limited (“NECL”) and the Expressway Authority of Thailand (“EXAT”)
<b>Key Summary</b>	NECL is obliged to carry out construction and operation of the Udon Rattaya Expressway (Bang Pa-in - Pak Kret Expressway), connecting to the Si Rat Expressway around Chaeng Watthana Road and ending at Amphoe Bang Pa-in, Phra Nakhon Si Ayutthaya Province, covering a total distance of 32 kilometers, for a concession period of 30 years from September 27, 1996 until September 26, 2026.

### 6.2.5 The Project Management Agreement for Construction of the Si Rat - Outer Ring Road Expressway Project

<b>Execution Date</b>	September 15, 2012
<b>Party</b>	CH. Karnchang Public Company Limited (“CH. Karnchang Plc.”)
<b>Key Summary</b>	The Company engaged CH. Karnchang Plc. on a Lump Sum Turnkey basis as project manager for the design and construction of the Si Rat - Outer Ring Road Expressway, supply and installation of electrical and mechanical system equipment, toll collection system, communications system and traffic controlling system, rescue operation system and other systems, including administration of the construction until completion, for the construction period of 48 months from December 15, 2012 or until December 14, 2016, with the project value of Baht 22,500 Million.

## 6.2.6 The Concession Agreement for the MRTA Initial System Project - ChaloeM Ratchamongkhon Line

<b>Execution Date</b>	August 1, 2000
<b>Party</b>	The Mass Rapid Transit Authority of Thailand (“MRTA”)
<b>Key Summary</b>	<p>The Company has been granted the exclusive right by MRTA for:</p> <ul style="list-style-type: none"> <li>• Design, manufacture, supply, installation, testing of the M&amp;E Equipment, including trial running to ensure its readiness for general public services;</li> <li>• Operation and maintenance of M&amp;E Systems for commercial operation with the purpose of the public mass rapid transit service;</li> <li>• Financing for support of the Company’s operation under this Agreement.</li> </ul> <p>The Company (formerly, BMCL) executed the Concession Agreement for the MRTA Initial System Project - ChaloeM Ratchamongkhon Line (Hua Lamphong Station - Bang Sue Station) with MRTA. The official commencement of operations was on July 3, 2004. The Company has the exclusive right to collect fare box revenue and undertake any and/or all activities and commercial development as specified in the Agreement, including advertising, retail space leasing in the project and telecommunications services in the metro stations and in the trains, for a period of 25 years from July 2, 2004 until July 1, 2029.</p>

## 6.2.7 The Maintenance Contract for the Maintenance of the M&E Equipment and Trackwork, including its Amendments

<b>Execution Date</b>	December 19, 2001 (with amendments on July 3, 2007, December 12, 2008, July 1, 2010, and September 30, 2013)
<b>Party</b>	Siemens (Thailand) Limited (“Siemens”)
<b>Key Summary</b>	Siemens is obliged to carry out repair and maintenance of the M&E Equipment and Trackwork, supply and installation of necessary spare parts for the systems, planning for inspection for safety, storage and procurement of spare parts, recruitment of necessary personnel for the Company’s maintenance unit, and storage and delivery of adequate spare parts for one-year operation to the Company after expiration of the Maintenance Contract, which will expire in July 2024.

## 6.2.8 The Spare Supply Contract for the Delivery of Spares and Rendering of Engineering Support Services for the M&E Equipment and Trackwork, including its Amendments

<b>Execution Date</b>	January 30, 2002 (with amendments on July 3, 2007, December 12, 2008, July 1, 2010, and September 30, 2013)
<b>Party</b>	Siemens AG, Germany (the party has been changed from Lincas Electro Vertriebs - Gesellschaft m.b.H to Siemens AG, Germany, a company in the same group)
<b>Key Summary</b>	Siemens AG is obliged to carry out repair and maintenance of the M&E Equipment and Trackwork, supply and installation of necessary spare parts for the systems, planning for inspection for safety, storage and procurement of spare parts, recruitment of necessary personnel for the Company’s maintenance unit, and storage and delivery of adequate spare parts for one-year operation to the Company after expiration of the Maintenance Contract, which will expire in July 2024.

## 6.2.9 The Agreement for Granting of Right for Commercial Development to Bangkok Metro Networks Limited

<b>Execution Date</b>	March 11, 2005, October 1, 2007, August 18, 2009, with amendments on February 25, 2009 and March 11, 2015
<b>Party</b>	Bangkok Metro Networks Limited (“BMN”)
<b>Key Summary</b>	<p>BMN has the right for commercial development, as follows:</p> <ul style="list-style-type: none"> <li>• Right for development of spaces in 11 metro stations and the basement level of Lat Phrao park and ride facility;</li> <li>• Right for commercial development for procurement and/or production of advertising media in various forms, such as stickers, light boxes of various sizes, platform billboards, in the metro stations and trains;</li> <li>• Right for provision of telecommunications service in the metro stations and trains, as well as IRDN (Integrated Radiating Distributed Network) service, to accommodate the communication service of all mobile phone systems, including other telecommunications service of all types in the future;</li> <li>• Right for management of the Passenger Information Display installed in the metro stations and trains.</li> </ul>

## 6.2.10 The Concession Agreement for the MRT Purple Line Project, Bang Yai - Rat Burana, Bang Yai - Bang Sue Section (Khlong Bang Phai Station - Tao Poon Station), Contract 4: Concession for Investment, Supply of M&E Systems and O&M Services

<b>Execution Date</b>	September 4, 2013
<b>Party</b>	The Mass Rapid Transit Authority of Thailand (“MRTA”)
<b>Key Summary</b>	<p>This Agreement is a concession agreement for investment, supply of M&amp;E Systems, and O&amp;M services, for a concession period of 30 years from September 4, 2013 to September 3, 2043, on a PPP Gross Cost basis, or a joint investment between the government sector and the private sector, whereby the government sector invests in all civil works and the private sector invests in the M&amp;E Systems and the rolling stocks, including the O&amp;M Services according to standards as specified in the Agreement.</p> <p>The main duties of the Company under this Concession Agreement are as follows:</p> <ul style="list-style-type: none"> <li>• <u>Phase 1: Design and Construction</u> To invest in the design, supply, installation, commissioning of the M&amp;E Equipment, including 21 rolling stocks with three cars each, signaling, communications, power supply, automatic fare collection, repair and maintenance equipment, platform screen doors, and other related equipment in all 16 metro stations, for a total distance of 22 kilometers, and in the depot at Khlong Bang Phai, construction of dormitory and training building, and other public utilities in the depot at Khlong Bang Phai, as well as management of the construction and personnel for train operation and trial run, until completion and handover of the ownership to MRTA and opening of the train operation service under the terms and conditions as specified in the Agreement;</li> <li>• <u>Phase 2: Train Operation Service</u> To provide the operation and maintenance services for the MRT Purple Line Project, Tao Poon Station - Khlong Bang Phai Station, throughout the concession period, in accordance with the quality standards and requirements as specified by MRTA in the Concession Agreement, as well as to arrange for maintenance and improvement of related equipment and tools, in respect of both civil infrastructure and M&amp;E Equipment, including personnel with knowledge and expertise as necessary and sufficient for operation under the Agreement throughout the concession period. The Works in Phase 2 are exclusive of management and maintenance of all four park and ride facilities.</li> </ul>

### 6.2.11 The Project Management Agreement for Supply and Installation of the M&E Systems for the MRT Purple Line Project, Bang Yai - Rat Burana, Bang Yai - Bang Sue Section (Khlomg Bang Phai Station - Tao Poon Station), Contract 4: Concession for Supply of M&E Systems and O&M Services

<b>Execution Date</b>	September 4, 2013 (with amendment on November 17, 2015)
<b>Party</b>	CH. Karnchang Public Company Limited (“CH. Karnchang Plc.”)
<b>Key Summary</b>	<p>CH. Karnchang Plc. has main duties under this Project Management Agreement to complete the Works in Phase 1 of the Concession Agreement for opening of the train operation service. The Works in Phase 1 of the Concession Agreement comprise the design, supply, installation, commissioning of the M&amp;E Equipment, including 21 rolling stocks with three cars each, signaling, communications, power supply, automatic fare collection, repair and maintenance equipment, platform screen doors, and other related equipment in all 16 metro stations, for a total distance of 22 kilometers, and in the depot at Khlomg Bang Phai, construction of dormitory and training building, and other public utilities in the depot at Khlomg Bang Phai, as well as management of the construction and personnel for train operation and trial run. CH. Karnchang Plc. must complete such arrangements within 1,200 days from the date the Company executed the Concession Agreement or until December 17, 2016 for the contract value of not exceeding Baht 20,011 Million.</p> <p>In addition, CH. Karnchang Plc. will arrange for financing for the Works in Phase 1 of the Concession Agreement and accept the payment of the M&amp;E Equipment from the Company in accordance with the repayment schedule to be received by the Company from MRTA under the Concession Agreement (Contract 4).</p> <p>Later on November 17, 2015, the scope of maintenance work has been amended, therefore, CH. Karnchang Plc.’s main duties under the Agreement are added to read as follows:</p> <ul style="list-style-type: none"> <li>• To maintain the civil infrastructure, including stations, elevated structures, and depot;</li> <li>• To maintain the M&amp;E Equipment inside stations, elevated structures, and depot;</li> <li>• To maintain elevators and escalators inside stations and depot;</li> <li>• To supply equipment, tools, spare parts and personnel for maintenance work.</li> </ul> <p>CH. Karnchang Plc. shall provide such maintenance service for eight years from November 17, 2015 to November 16, 2023 for the contract value of not exceeding Baht 1,520 Million.</p>

### 6.2.12 The Contract for Engineering Services and Commissioning for Operation Service in the MRT Purple Line Project, Bang Yai - Rat Burana, Bang Yai - Bang Sue Section (Khlomg Bang Phai Station - Tao Poon Station), Contract 4: Concession for Supply of M&E Systems and O&M Services

<b>Execution Date</b>	May 2, 2014
<b>Party</b>	CH. Karnchang Public Company Limited (“CH. Karnchang Plc.”)
<b>Key Summary</b>	<p>The Company (formerly, BMCL) has main duties under this Contract as follows:</p> <ul style="list-style-type: none"> <li>• To provide support in terms of information, documents and skilled personnel in the selection of subcontractor/manufacturer of the Railway Systems, including preparation of the tender documents for submission of proposals, evaluation of proposals, and negotiations on details and conditions thereof;</li> <li>• To arrange for skilled personnel to participate in the carrying out of the design, supply, installation and commissioning of the Railway Systems to CH. Karnchang Plc. in support of the operation under the Contract;</li> <li>• To prepare manuals, operating procedures, regulations and the O&amp;M Services plans as well as personnel training for the O&amp;M Services, so as to be ready for service within the timeframe specified in the Agreement.</li> </ul> <p>The Company shall complete such arrangements within a period of not exceeding 32 months from the date of execution of the Contract or until January 1, 2017 for the contract value of not exceeding Baht 450 Million.</p>

**6.2.13 The Project Management Agreement with CH. Karnchang Public Company Limited for Supply and Installation of Equipment, and Maintenance Services on Civil Infrastructure and M&E Systems for the MRT Purple Line Project, Bang Yai - Rat Burana, Bang Yai - Bang Sue Section (Bang Sue Station - Tao Poon Station, excluding the stations), Contract 5: Concession for Investment, Supply of M&E Systems and O&M Services, as well as for Supply and Installation of Equipment to Upgrade Communication Systems of the MRT Blue Line Project**

<b>Execution Date</b>	November 5, 2015
<b>Party</b>	CH. Karnchang Public Company Limited (“CH. Karnchang Plc.”)
<b>Key Summary</b>	<p>CH. Karnchang Plc. has main duties under the Agreement as follows:</p> <ul style="list-style-type: none"> <li>• To carry out the works under the scope of the Works in Phase 1 of the Concession Agreement, whereby CH. Karnchang Plc. shall supply the M&amp;E Equipment, e.g., signaling systems, power supply systems, communication systems, SCADA system, automatic fare collection system (AFC), and other systems as per the details in the Concession Agreement, including preparations and financing for the Works in Phase 1;</li> <li>• To upgrade the communication systems of the M.R.T. Chaloem Ratchamongkhon Line Project (MRT Blue Line) to be compatible with the MRT Purple Line Project;</li> <li>• To maintain civil infrastructure and M&amp;E Systems, to ensure that the performance of such systems meets the requirements of the Works in Phase 2 of the Concession Agreement.</li> </ul> <p>CH. Karnchang Plc. shall complete such arrangements under the scope of the Works in Phase 1 within a period of not exceeding 15 months from the date of MRTA’s notice to proceed, and under the scope of the Works in Phase 2 within a period of not exceeding 12 months from the train operation commencement for the contract value of not exceeding Baht 1,056 Million.</p>

**6.2.14 The Project Management Agreement with CH. Karnchang Public Company Limited for Maintenance Service on Civil Infrastructure and M&E Systems for the M.R.T. Chaloem Ratchamongkhon Line Project (MRT Blue Line) (Hua Lamphong Station - Bang Sue Station)**

<b>Execution Date</b>	November 17, 2015
<b>Party</b>	CH. Karnchang Public Company Limited (“CH. Karnchang Plc.”)
<b>Key Summary</b>	<p>CH. Karnchang Plc. has main duties under this Agreement as follows:</p> <ul style="list-style-type: none"> <li>• To maintain the civil infrastructure, including stations, tunnels and depot;</li> <li>• To maintain the M&amp;E Systems inside stations, tunnels and depot;</li> <li>• To maintain elevators and escalators inside stations;</li> <li>• To supply equipment, tools, spare parts, and personnel for maintenance work.</li> </ul> <p>CH. Karnchang Plc. shall provide such maintenance service for eight years from November 17, 2015 to November 16, 2023 for the contract value of not exceeding Baht 1,270 Million.</p>