

5.1.2 Disputes submitted by EXAT claiming for damages in 3 disputes, with the total amount until the date of submission of the disputes of approximately Baht 1,589.2 million

1. Construction of the Udon Rattaya Expressway, Phase 2

EXAT submitted a statement of claim requiring the subsidiary to complete the construction of the Udon Rattaya Expressway, Phase 2, in accordance with Clause 8.5 a. of the conditions of the Bang Pa-In - Pak Kret Expressway Agreement, and compensate for the amount of Baht 1,587.7 million, together with interest under the Agreement. The Agreement states that although the conditions of the Agreement to commence the construction has been fulfilled, the subsidiary shall not yet obliged to carry out the construction if EXAT breach of the Agreement causing the subsidiary to suffer financial set back materially. EXAT are in breach of the Agreement with the competing road and the revision of toll rates. Therefore, the subsidiary acquired its rights to not commence the construction and EXAT is not entitled to claim for indemnity.

At present, it is pending the required arbitration proceedings of the Thai Arbitration Institute.

2. Cost of utilization of the Control Center Building (Bang Phun)

EXAT submitted a statement of claim requiring the subsidiary to be responsible for the cost of utilization of the Control Center Building (Bang Phun) in the amount of Baht 1.1 million, which the subsidiary was of the view that such cost claimed by EXAT was not within its scope of responsibility under the Agreement.

At present, it is pending the required arbitration proceedings of the Thai Arbitration Institute.

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

EXAT submitted a statement of claim requiring the Company to be responsible for the cost of arrangements of the entrance - exit claimed by complainants, and the cost of free flow drains, in the total amount of Baht 0.4 million, which the Arbitral Tribunal rendered its arbitral award ruling that EXAT had no right to claim for such costs.

On 7 May 2014, EXAT submitted a petition for revocation of the arbitral award.

At present, it is pending the Central Administrative Court's consideration.

Since the disputes are pending consideration, the Company and the subsidiary therefore did not record such entries in the financial statements.

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 Securities	: Northern Bangkok Expressway Company Limited (“NECL”)
Business Operation	: Construction and management of the Udon Rattaya Expressway
Head Office	: 587 Sutthisarnvitchai 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 Securities	: Bangkok Metro Networks Limited (“BMN”)
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	: 832 Sutthisarn 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 Securities	: TTW Public Company Limited (“TTW”)
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 Samphan, Nakhon Pathom Province 73210
Registered Capital	: Baht 3,990 Million, which is fully paid up.
Shareholding Percentage	: 19.45 percent
Telephone	: 0 2811 7526
Fax	: 0 2420 6064
Website	: www.ttwplc.com

Company Issuing Securities : CK Power Public Company Limited (“CKP”)

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 th 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

Securities Registrar	: Thailand Securities Depository Company Limited The Stock Exchange of Thailand 93 Rachadapisek Road, Dindaeng Subdistrict, Dindaeng District, Bangkok 10400 Telephone : 0 2009 9382 Fax : 0 2009 9476
Auditor	: EY Office Limited 193/136-137 Lake Rajada Office Complex, 33 rd 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

Execution Date	December 22, 1988
Party	The Expressway Authority of Thailand (“EXAT”)
Key Summary	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. The Second Stage Expressway System comprises Sector A (Rama IX-Rachadapisek), Sector B (Phayathai - Bangkoklo), and Sector C (Rachadapisek - Chaeng Watthana), covering a total distance of 29.8 kilometers. The Company shall be entitled to receive the toll revenue sharing in respect of both the Si Rat Expressway and the Chalerm Mahanakorn Expressway (First Stage Expressway), as constructed and operated by EXAT, throughout the concession period.

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

Execution Date	April 17, 1997
Party	The Expressway Authority of Thailand (“EXAT”)
Key Summary	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 distance of 8.7 kilometers, for a concession period of 30 years from April 22, 1997 until April 21, 2027. The Company shall be entitled to receive all toll revenues 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

Execution Date	September 15, 2012
Party	The Expressway Authority of Thailand (“EXAT”)
Key Summary	<p>The Company is obliged to carry out design, construction and operation of the Si Rat - Outer Ring Road Expressway, with the route 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 all toll revenues throughout the concession period.</p> <p>The concession period is divided into two phases:</p> <ul style="list-style-type: none">• Phase 1: 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;• Phase 2: Operation and provision of service, such as, toll collection, rescue operation and maintenance of the Expressway.

6.2.4 The Bang Pa-in - Pak Kret Expressway Agreement

Execution Date	September 27, 1996
Parties	Northern Bangkok Expressway Company Limited (“NECL”) and the Expressway Authority of Thailand (“EXAT”)
Key Summary	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

Execution Date	September 15, 2012
Party	CH. Karnchang Public Company Limited (“CH. Karnchang Plc.”)
Key Summary	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 - Chaloen Ratchamongkhon Line

Execution Date	August 1, 2000
Party	The Mass Rapid Transit Authority of Thailand (“MRTA”)
Key Summary	<p>The Company has been granted the exclusive right by MRTA for:</p> <ul style="list-style-type: none"> • Design, manufacture, supply, installation, testing of the M&E Equipment, including trial running to ensure its readiness for general public services; • Operation and maintenance of M&E Systems for commercial operation with the purpose of the public mass rapid transit service; • Financing for support of the Company’s operation under this Agreement. <p>The Company executed the Concession Agreement for the MRTA Initial System Project - Chaloen 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

Execution Date	December 19, 2001 (and amendments)
Party	Siemens (Thailand) Limited (“Siemens”)
Key Summary	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

Execution Date	January 30, 2002 (and amendments)
Party	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)
Key Summary	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

Execution Date	March 11, 2005 (and amendments)
Party	Bangkok Metro Networks Limited ("BMN")
Key Summary	<p>BMN has the right for commercial development, as follows:</p> <ul style="list-style-type: none"> • Right for development of spaces in 11 metro stations and the basement level of Lat Phrao park and ride facility; • 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; • 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; • Right for management of the Passenger Information Display installed in the metro stations and trains.

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

Execution Date	September 4, 2013
Party	The Mass Rapid Transit Authority of Thailand (“MRTA”)
Key Summary	<p>This Agreement is a concession agreement for investment, supply of M&E Systems, and O&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&E Systems and the rolling stocks, including the O&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"> • <u>Phase 1: Design and Construction</u> To invest in the design, supply, installation, commissioning of the M&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 Klong Bang Phai, construction of dormitory and training building, and other public utilities in the depot at Klong 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; • <u>Phase 2: Train Operation Service</u> To provide the operation and maintenance services for the MRT Purple Line Project, Klong Bang Phai Station - Tao Poon 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&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.

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 (Khlung Bang Phai Station - Tao Poon Station), Contract 4: Concession for Supply of M&E Systems and O&M Services

Execution Date	September 4, 2013 (and amendment)
Party	CH. Karnchang Public Company Limited (“CH. Karnchang Plc.”)
Key Summary	<p>CH. Karnchang Plc. has main duties under this Project Management Agreement as follows:</p> <ul style="list-style-type: none"> • 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&E Equipment, including 21 rolling stocks with three cars each, 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 not exceeding Baht 20,011 Million; • CH. Karnchang Plc. will arrange for financing for the Works in Phase 1 of the Concession Agreement and accept the payment of the M&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); • To maintain the civil infrastructure, including stations, elevated structures, and depot; to maintain the M&E Equipment inside stations, elevated structures, and depot; to maintain elevators and escalators inside stations and depot; to supply equipment, tools, spare parts and personnel for maintenance work. Such maintenance service shall be provided for eight years from November 17, 2015 to November 16, 2023 for the contract value not exceeding Baht 1,520 Million; • To maintain the civil infrastructure and M&E Systems for the MRT Purple Line Project for the contract value of Baht 155 Million for a period of seven years from January 1, 2017 to December 31, 2023.

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 (Khlung Bang Phai Station - Tao Poon Station), Contract 4: Concession for Supply of M&E Systems and O&M Services

Execution Date	May 2, 2014
Party	CH. Karnchang Public Company Limited (“CH. Karnchang Plc.”)
Key Summary	<p>The Company has main duties under this Contract as follows:</p> <ul style="list-style-type: none"> • 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; • 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; • To prepare manuals, operating procedures, regulations and the O&M Services plans as well as personnel training for the O&M Services, so as to be ready for service within the timeframe specified in the Contract. <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 not exceeding Baht 450 Million.</p>

6.2.13 The Project Management Agreement for Supply and Installation of M&E 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

Execution Date	November 5, 2015
Party	CH. Karnchang Public Company Limited (“CH. Karnchang Plc.”)
Key Summary	<p>CH. Karnchang Plc. has main duties under this Agreement as follows:</p> <ul style="list-style-type: none"> • 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&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; • To upgrade the communication systems of the MRT Chaloem Ratchamongkhon Line Project (MRT Blue Line) to be compatible with the MRT Purple Line Project; • To maintain civil infrastructure and M&E Systems, to ensure that the performance of such systems meets the requirements of the Works in Phase 2 of the Concession Agreement. <p>The contract value shall not exceed Baht 1,056 Million.</p>

6.2.14 The Project Management Agreement for Maintenance Service on Civil Infrastructure and M&E Systems for the MRT Chaloem Ratchamongkhon Line Project (Hua Lamphong Station - Bang Sue Station)

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