

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 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 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, 19th 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, 33rd Floor, New Rajadapisek Road
Klongtoey District, Bangkok 10110
Telephone : 0 2264 0777
Fax : 0 2264 0789

Legal Advisors : The Legists Group
990 Abdulrahim Place, 9th Floor
Rama IV Road, Silom Subdistrict
Bangrak District, Bangkok 10500
Telephone : 0 2636 1111
Fax : 0 2636 0000

Financial Advisor : Advisory Plus Company Limited
1550 Thanapoom Tower, 10th Floor
New Petchburi Road, Makkasan Subdistrict
Ratchathewi District, Bangkok 10400
Telephone : 0 2652 7858-64
Fax : 0 2652 7867

Debenture Registrars	<p>: Siam Commercial Bank Public Company Limited 1060 New Petchburi Road, Makkasan Subdistrict Ratchathewi District, Bangkok 10400 Telephone : 0 2544 3924 Fax : 0 2937 7783</p> <p>: Krung Thai Bank Public Company Limited 977/2 Phaholyothin Road, Samsen Nai Subdistrict Phayathai District, Bangkok 10400 Telephone : 0 2298 0831 Fax : 0 2298 0835</p>
Regularly Contacted Financial Institutions	<p>: Krung Thai Bank Public Company Limited 35 Sukhumvit Road, Khlong Toei Nuea Subdistrict Watthana District, Bangkok 10110 Telephone : 0 2208 4631-9 Fax : 0 2256 8619</p> <p>: Siam Commercial Bank Public Company Limited 9 Ratchadaphisek Road, Chatuchak Subdistrict Chatuchak District, Bangkok 10900 Telephone : 0 2256 2323</p> <p>: TMB Bank Public Company Limited 3000 Phaholyothin Road, Chom Thong Subdistrict Chatuchak District, Bangkok 10900 Telephone : 0 2299 2511-2 Fax : 0 2299 2752</p>

6.2 Other Significant Information

Key Summary of Agreements in the Company's Businesses

6.2.1 Expressway Business

6.2.1.1 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 - Ratchadapisek), Sector B (Phayathai - Bangkok), 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 in respect of both the Si Rat Expressway and the Chalerms Mahanakorn Expressway (First Stage Expressway), as constructed and operated by EXAT, throughout the concession period.

6.2.1.2 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.

6.2.1.3 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 (and amendments)
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>On July 19, 2017, the Company executed the Amendment Agreement with EXAT for construction of a connection between the Si Rat - Outer Ring Road Expressway and the northern part of the Si Rat Expressway (heading to Chaeng Watthana), for a design and construction period of not exceeding 18 months.</p>

6.2.1.4 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.

6.2.2 Rail Business

6.2.2.1 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	The Company shall have the duties in design, manufacture, supply, installation, test run and commissioning of the M&E Equipment, including operation and maintenance of M&E Systems throughout the concession period of the M.R.T. Chaloen Ratchamongkhon Line, which covers a total distance of 20 kilometers, with 18 stations. 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. And from March 31, 2017 onwards, this Concession Agreement shall be deemed as integral part of the Concession Agreement for the MRT Blue Line Project.

6.2.2.2 The Concession Agreement for the MRT Blue Line Project

Execution Date	March 31, 2017
Party	The Mass Rapid Transit Authority of Thailand (“MRTA”)
Key Summary	<p>The Company is obliged to supply, install and test the M&E Equipment for the MRT Blue Line Extension Project, provide train operation service for the M.R.T. Chaloen Ratchamongkhon Line Project and the MRT Blue Line Extension Project as Through Operation, and the Company is entitled to fare box revenue and to commercial development throughout the concession period, whereby the Company shall be responsible for all investments and operating costs throughout the concession period, with benefits or interests sharing to the MRTA as agreed upon in the Agreement for a period of 33 years from the date of the MRTA’s Notice to Proceed (NTP), divided into:</p> <p><u>Phase 1</u> : Supply, installation, and testing of the M&E Equipment for the MRT Blue Line Extension Project, and trial run, for an operating period of 36 months from the date of MRTA’s Notice to Proceed;</p> <p><u>Phase 2</u> : Operation and maintenance of the MRT Blue Line Project, for a period of 30 years, from the date of service commencement which generates revenue from the whole line of the MRT Blue Line Project.</p> <p>The MRT Blue Line Extension Project is connected with the M.R.T. Chaloen Ratchamongkhon Line Project at Bang Sue Station and Hua Lamphong Station, divided into two sections, covering a total distance of 27 kilometers, namely, Hua Lamphong - Lak Song Section and Bang Sue - Tha Phra Section.</p>

6.2.2.3 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

Execution Date	September 4, 2013
Party	The Mass Rapid Transit Authority of Thailand (“MRTA”)
Key Summary	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. The MRTA is entitled to fare box revenue and commercial development revenue. In this regard, the MRTA shall gradually make repayment of the M&E Equipment costs to the Company on a monthly basis within a period of 6 years, and shall engage the Company for the O&M Services throughout the concession period.

6.2.2.4 The Maintenance Contract for the Maintenance of the M&E Equipment and Additional Equipment for the MRT Blue Line Project

Execution Date	September 7, 2017
Party	Siemens (Thailand) Limited (“Siemens”)
Key Summary	Siemens is obliged to carry out repair and maintenance of the M&E Equipment and Additional Equipment, supply and installation of necessary spare parts for the M&E 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 the end of the Maintenance Contract, which will expire in December 2029.

6.2.2.5 The Project Management Agreement for Maintenance Service on Civil Infrastructure and M&E Systems for the MRT Purple Line Project, Bang Yai - Rat Burana, Bang Yai - Bang Sue Section (Khlong Bang Phai Station - Tao Poon Station)

Execution Date	November 17, 2015 (and amendments)
Party	CH. Karnchang Public Company Limited (“CH. Karnchang Plc.”)
Key Summary	CH. Karnchang Plc. has main duties under this Agreement as follows: <ul style="list-style-type: none"> • To maintain the civil infrastructure, including stations, elevated structures and depot; to maintain the M&E Systems 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, ending in October 2023, for the contract value not exceeding Baht 1,520 Million. • To maintain the civil infrastructure and M&E Systems at Tao Poon Station - Bang Sue Station for the contract value of Baht 155 Million for a period of seven years, whereby the Agreement will expire in October 2023.

6.2.2.6 The Project Management Agreement for Maintenance Service on Civil Infrastructure and M&E Systems for the M.R.T. 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, ending in October 2023, for the contract value not exceeding Baht 1,270 Million.</p>

6.2.2.7 Agreement for the Project Management, Supply, and Installation of M&E Equipment for the MRT Blue Line Project

Execution Date	June 20, 2017
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 design, supply, and install the M&E Equipment for the MRT Blue Line Project, including but not limited to the rolling stock, signaling system, power supply system, SCADA, communication system, automatic fare collection system, platform screen doors, and depot workshop equipment, etc.; • To connect the M&E Systems for the MRT Blue Line Extension Project with those for the M.R.T. Chaloem Ratchamongkhon Line Project and for the MRT Blue Line Project, Bang Sue Station - Tao Poon Station, including commissioning to ensure compliance with the provisions in the Concession Agreement for the MRT Blue Line Project; • To inspect, test run, and commissioning the M&E Systems for the MRT Blue Line Extension Project in association with the Company. <p>CH. Karnchang Plc. shall be the project manager, as well as supply and install the M&E Equipment within a period of time as specified in the Concession Agreement for the MRT Blue Line Project, which the Company executed with the Mass Rapid Transit Authority of Thailand dated March 31, 2017, in the amount of Baht 19,643 Million.</p>

6.2.3 Commercial Development Business

6.2.3.1 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 in the M.R.T. Chaloen Ratchamongkhon Line Project, 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.

7. Information on Securities and Shareholders

7.1 Number of Registered Capital and Paid-up Capital

7.1.1 The Company has the registered capital of Baht 15,285 Million, comprising 15,285 million ordinary shares at the par value of Baht 1 per share, Baht 15,285 Million of which has already been paid up, divided into 15,285 million ordinary shares at the par value of Baht 1 per share.

7.1.2 As at December 29, 2017, the Company’s 985,977,726 ordinary shares were used as underlying securities for issuance of Non-Voting Depository Receipt or NVDR, representing 6.45 percent of all shares in the Company. Such shares entitle their holders to receive dividends from investment in NVDR in the same amount as such dividend received by Thai NVDR Company Limited from the Company, provided that NVDR holders shall not be entitled to vote at any shareholders’ meeting of the Company. Investors may check the number of NVDR from the Stock Exchange of Thailand’s website at www.set.or.th/nvdr.