

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.

7.2 Shareholders

7.2.1 List of Major Shareholders

As at September 8, 2017, which is the latest closing date of the share register book, the major shareholders were as follows:

| No. | Major Shareholders | Number of Shares (shares) | Shareholding Percentage (percent) |
|-----|---|---------------------------|-----------------------------------|
| 1 | CH. Karnchang Group ⁽¹⁾ | 4,718,781,781 | 30.87 |
| 2 | Mass Rapid Transit Authority of Thailand | 1,256,259,584 | 8.22 |
| 3 | Krung Thai Bank Public Company Limited | 1,047,025,175 | 6.85 |
| 4 | Thai NVDR Company Limited | 794,559,521 | 5.20 |
| 5 | Mr. Wichai Wachiraphong | 379,545,048 | 2.48 |
| 6 | Bangkok Bank Public Company Limited | 323,453,209 | 2.12 |
| 7 | Social Security Office | 260,453,600 | 1.70 |
| 8 | Mr. Min Tieworn | 200,000,000 | 1.31 |
| 9 | STATE STREET BANK EUROPE LIMITED | 167,604,034 | 1.10 |
| 10 | Mrs. Walaiporn Sompakdee | 159,832,189 | 1.05 |
| 11 | CHASE NOMINEES LIMITED | 145,170,998 | 0.95 |
| 12 | UOB KAY HIAN (HONG KONG) LIMITED - Client Account | 140,533,500 | 0.92 |
| 13 | HSBC (SINGAPORE) NOMINEES PTE LTD | 133,044,004 | 0.87 |
| 14 | GIC PRIVATE LIMITED | 94,182,254 | 0.62 |
| 15 | Mr. Phawat Chuengsapphaisan | 80,000,000 | 0.52 |
| | Total | 9,900,444,897 | 64.78 |
| | Others | 5,384,555,103 | 35.22 |
| | Grand Total | 15,285,000,000 | 100.00 |

Remarks: The Stock Exchange of Thailand's disclosure on www.set.or.th for shareholders with more than 0.5 percent shareholding.

(1) CH. Karnchang Group's shareholding in the Company represented 30.87 percent of the registered capital, with the details as follows:

| <u>CH. Karnchang Group</u> | <u>Number of Shares</u> | <u>% of Paid-up Capital</u> |
|--|-------------------------|-----------------------------|
| 1. CH. Karnchang Public Company Limited ⁽²⁾ | 4,582,121,829 | 29.98 |
| 2. CH. Karnchang-Tokyu Construction Company Limited ⁽³⁾ | 136,659,952 | 0.89 |

(2) CH. Karnchang Public Company Limited ("CH. Karnchang Plc.") operates the general construction business, with Trivisvavet Group holding shares of 34.38 percent of the paid-up capital (information as at September 29, 2017), with the details as follows:

| <u>Trivisvavet Group</u> | <u>Number of Shares</u> | <u>% of Paid-up Capital</u> |
|---|-------------------------|-----------------------------|
| 1. Mahasiri Siam Co., Ltd. ⁽⁴⁾ | 293,012,365 | 17.30 |
| 2. CH. Karnchang Holding Co., Ltd. ⁽⁵⁾ | 171,396,530 | 10.12 |
| 3. CK. Office Tower Co., Ltd. ⁽⁶⁾ | 86,048,212 | 5.08 |
| 4. Mr. Plew Trivisvavet | 13,631,497 | 0.80 |
| 5. Mrs. Saikasem Trivisvavet | 5,061,142 | 0.30 |
| 6. Mrs. Pranee Tongkittikul | 4,464,342 | 0.26 |
| 7. Mr. Nattavut Trivisvavet | 2,405,785 | 0.14 |

| <u>Trivisvavet Group</u> | <u>Number of Shares</u> | <u>% of Paid-up Capital</u> |
|------------------------------|-------------------------|-----------------------------|
| 8. Miss Supamas Trivisvavet | 1,700,000 | 0.10 |
| 9. Mr. Sittidej Trivisvavet | 1,550,000 | 0.09 |
| 10. Mr. Puwanet Trivisvavet | 1,023,255 | 0.06 |
| 11. Miss Sawanya Trivisvavet | 835,225 | 0.05 |
| 12. Mrs. Korakot Trivisvavet | 680,250 | 0.04 |
| 13. Miss Sunan Trivisvavet | 269,100 | 0.02 |
| 14. Mr. Prasert Trivisvavet | 154,285 | 0.01 |
| 15. Mr. Kamthorn Trivisvavet | 102,775 | 0.01 |

Shareholders may refer to additional information of CH. Karnchang Plc. in the Annual Registration Statement (Form 56-1) on the website of the SEC Office (www.sec.or.th) or the Stock Exchange of Thailand (www.set.or.th).

- (3) CH. Karnchang-Tokyu Construction Company Limited operates the business of construction of all types, having a total of 1,000,000 shares, with 549,996 shares representing 55 percent held by CH. Karnchang Plc.
- (4) Mahasiri Siam Co., Ltd. operates the investment business, having a total of 9,000,000 shares, with 8,378,787 shares representing 93.10 percent held by Trivisvavet Group.
- (5) CH. Karnchang Holding Co., Ltd. operates the investment and consultation business, having a total of 8,400,000 shares, with 2,100,000 shares representing 25 percent held by Mahasiri Siam Co., Ltd., and 5,250,000 shares representing 62.5 percent held by Trivisvavet Group.
- (6) CK. Office Tower Co., Ltd. operates the business of office building lease and service, having a total of 3,000,000 shares, with 750,000 shares representing 25 percent held by Mahasiri Siam Co., Ltd., and 2,250,000 shares representing 75 percent held by Trivisvavet Group.

7.2.2 The Company's Free Float Percentage

According to the report on shareholding distribution of strategic shareholders as at March 9, 2017, as submitted to the Stock Exchange by the Company, the percentage of the non-strategic shareholders was 53.99 percent of all issued and paid-up shares.

7.3 Issuance of Other Securities

7.3.1 Long-Term Loans

In 2017, the Company made repayment of the long-term loan in the amount of Baht 3,150 Million, and NECL executed the long-term loan agreement with a financial institution in the amount of Baht 5,700 Million, at the floating interest rate based on the 6-month fixed deposit interest rate, and made a loan drawdown during the year in the amount of Baht 500 Million, and as a result, as at December 31, 2017, the Company and its subsidiary had long-term loans amounting to Baht 16,434 Million.

7.3.2 Debentures

In 2017, the Company issued debentures at the total value of Baht 5,000 Million, for use in the investment in the projects and for use as the Company's working capital. As at December 31, 2017, the Company's outstanding debentures were as per the following details:

| Details of Debentures | Debentures No. 1/2016 Series 1 | Debentures No. 1/2016 Series 2 | Debentures No. 1/2016 Series 3 |
|---------------------------|--|--|--|
| Debenture Symbol | BEM196A | BEM216A | BEM236A |
| Total Value of Debentures | Baht 5,000 Million | Baht 1,615 Million | Baht 2,000 Million |
| Type of Debentures | Unsubordinated and unsecured debentures bearing names of the holders without a debenture holder representative | Unsubordinated and unsecured debentures bearing names of the holders without a debenture holder representative | Unsubordinated and unsecured debentures bearing names of the holders without a debenture holder representative |
| Number of Debentures | 5,000,000 units | 1,615,000 units | 2,000,000 units |
| Par Value per Unit | Baht 1,000 | Baht 1,000 | Baht 1,000 |
| Interest Rate per annum | 2.22% | 2.52% | 3.00% |
| Maturity | 3 years | 5 years | 7 years |
| Issue Date of Debentures | June 24, 2016 | June 24, 2016 | June 24, 2016 |
| Maturity Date | June 24, 2019 | June 24, 2021 | June 24, 2023 |
| Registrar | SCB | SCB | SCB |
| Early Redemption Right | - None - | | |
| Repayment of Principal | The issuer of debentures shall repay the principal in full on the maturity date. | | |
| Rating | A | A | A |

Debentures (continued)

| Details of Debentures | Debentures No. 1/2016 Series 4 | Debentures No. 1/2016 Series 5 | Debentures No. 2/2016 |
|---------------------------|--|--|--|
| Debenture Symbol | BEM266A | BEM286A | BEM286B |
| Total Value of Debentures | Baht 3,335 Million | Baht 2,750 Million | Baht 500 Million |
| Type of Debentures | Unsubordinated and unsecured debentures bearing names of the holders without a debenture holder representative | Unsubordinated and unsecured debentures bearing names of the holders without a debenture holder representative | Unsubordinated and unsecured debentures bearing names of the holders without a debenture holder representative |
| Number of Debentures | 3,335,000 units | 2,750,000 units | 500,000 units |
| Par Value per Unit | Baht 1,000 | Baht 1,000 | Baht 1,000 |
| Interest Rate per annum | 3.30% | 3.61% | 3.61% |
| Maturity | 10 years | 12 years | 11.9 years |
| Issue Date of Debentures | June 24, 2016 | June 24, 2016 | August 11, 2016 |
| Maturity Date | June 24, 2026 | June 24, 2028 | June 24, 2028 |
| Registrar | SCB | SCB | SCB |
| Early Redemption Right | - None - | | |
| Repayment of Principal | The issuer of debentures shall repay the principal in full on the maturity date. | | |
| Rating | A | A | A |

Debentures (continued)

| Details of Debentures | Debentures No. 3/2016 Series 1 | Debentures No. 3/2016 Series 2 | Debentures No. 3/2016 Series 3 |
|---------------------------|--|--|--|
| Debenture Symbol | BEM200A | BEM250A | BEM270A |
| Total Value of Debentures | Baht 2,500 Million | Baht 2,500 Million | Baht 3,000 Million |
| Type of Debentures | Unsubordinated and unsecured debentures bearing names of the holders without a debenture holder representative | Unsubordinated and unsecured debentures bearing names of the holders without a debenture holder representative | Unsubordinated and unsecured debentures bearing names of the holders without a debenture holder representative |
| Number of Debentures | 2,500,000 units | 2,500,000 units | 3,000,000 units |
| Par Value per Unit | Baht 1,000 | Baht 1,000 | Baht 1,000 |
| Interest Rate per annum | 2.62% | 3.78% | 3.95% |
| Maturity | 4 years | 9 years | 11 years |
| Issue Date of Debentures | October 21, 2016 | October 21, 2016 | October 21, 2016 |
| Maturity Date | October 21, 2020 | October 21, 2025 | October 21, 2027 |
| Registrar | SCB | SCB | SCB |
| Early Redemption Right | - None - | | |
| Repayment of Principal | The issuer of debentures shall repay the principal in full on the maturity date. | | |
| Rating | A | A | A |

Debentures (continued)

| Details of Debentures | Debentures No. 1/2017 Series 1 | Debentures No. 1/2017 Series 2 |
|---------------------------|--|--|
| Debenture Symbol | BEM229A | BEM249A |
| Total Value of Debentures | Baht 2,000 Million | Baht 3,000 Million |
| Type of Debentures | Unsubordinated and unsecured debentures bearing names of the holders without a debenture holder representative | Unsubordinated and unsecured debentures bearing names of the holders without a debenture holder representative |
| Number of Debentures | 2,000,000 units | 3,000,000 units |
| Par Value per Unit | Baht 1,000 | Baht 1,000 |
| Interest Rate per annum | 2.65% | 3.10% |
| Maturity | 5 years | 7 years |
| Issue Date of Debentures | September 7, 2017 | September 7, 2017 |
| Maturity Date | September 7, 2022 | September 7, 2024 |
| Registrar | KTB | KTB |
| Early Redemption Right | - None - | |
| Repayment of Principal | The issuer of debentures shall repay the principal in full on the maturity date. | |
| Rating | A | A |

7.4 Policy on Dividend Payment

The Company has a policy to pay dividend at not less than 40 percent of the net profit of each year, taking into account the operational results, financial structure and obligations, investment, as well as regular payment of dividend to shareholders.

In this regard, the Board of Directors may pay interim dividend to shareholders when it is of the view that the Company has sufficient profit and cash flow to pay dividend. Once the dividend payment has been made, such dividend payment shall be reported to the following shareholders' meeting.

The Company's dividend payment in the previous year was as follows:

| Dividend from Operations | Dividend Declared (Million Baht) | Dividend per share (Baht) | Net Profit (Million Baht) | | Percentage of Dividend to Net Profit | |
|------------------------------|----------------------------------|---------------------------|-------------------------------|-----------------------------------|--------------------------------------|-----------------------------------|
| | | | Separate Financial Statements | Consolidated Financial Statements | Separate Financial Statements | Consolidated Financial Statements |
| 2016 | | | | | | |
| - First half | 764 | 0.05 | 1,218 | 1,206 | 62.50% | 63.29% |
| - Second half | 917 | 0.06 | 1,345 | 1,400 | 68.18% | 65.22% |
| Total in 2016 | 1,681 | 0.11 | 2,563 | 2,606 | 65.48% | 64.71% |
| 2017 | | | | | | |
| - First half | 917 | 0.06 | 1,442 | 1,425 | 63.83% | 64.52% |
| - Second half ⁽¹⁾ | 1,070 | 0.07 | 1,533 | 1,698 | 70.00% | 63.06% |
| Total in 2017 | 1,987 | 0.13 | 2,975 | 3,123 | 66.67% | 63.73% |

Remark: ⁽¹⁾ This is put on the Agenda of the 2018 Annual Ordinary General Meeting of Shareholders to be held on April 20, 2018.

7.5 Policy on Dividend Payment of the Subsidiaries

The subsidiaries, which are NECL and BMN, does not have a policy on dividend payment other than that specified in the Articles of Association which specifies that the subsidiaries must appropriate to a reserve fund, at each dividend payment, at least one-twentieth (1/20) of the profits, until the reserve fund reaches one-tenth (1/10) of the capital of the subsidiaries. The board of directors may from time to time pay to the shareholders such interim dividends as it appears to the board of directors that the subsidiaries has sufficient profits to do so. If the subsidiaries sustains a loss, no dividend shall be paid until such loss has been made good.