

## Part 2: Management and Corporate Governance

### 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 30, 2016, the Company's 692,743,721 ordinary shares were used as underlying securities for issuance of Non-Voting Depository Receipt or NVDR, representing 4.53 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](http://www.set.or.th/nvdr).

#### 7.2 Shareholders

##### 7.2.1 List of Major Shareholders

As at September 15, 2016, which is the latest closing date of the share register book, the major shareholders were as follows:

No.	Shareholders	Number of Shares	%
1	CH. Karnchang Public Company Limited	4,544,912,129	29.73
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	790,751,929	5.17
5	Bangkok Bank Public Company Limited	432,872,909	2.83
6	Mr. Wichai Wachiraphong	348,793,348	2.28
7	UOB KAY HIAN (HONG KONG) LIMITED - Client Account	287,897,900	1.88
8	STATE STREET BANK EUROPE LIMITED	221,526,347	1.45
9	Mr. Min Tieworn	201,000,000	1.32
10	Mrs. Walaiporn Sompakdee	146,742,138	0.96
11	CHASE NOMINEES LIMITED	139,147,406	0.91
12	CH. Karnchang-Tokyu Construction Company Limited	136,659,952	0.89
13	GIC PRIVATE LIMITED	118,437,964	0.78
14	SCB Open-end Long Term Fund Dividend 70/30	102,225,923	0.67
15	HSBC (SINGAPORE) NOMINEES PTE LTD	101,247,380	0.66
Total		9,875,500,084	64.60
Others		5,409,499,916	35.40
Grand Total		15,285,000,000	100.00

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

- (1) CH. Karnchang Group's shareholding in the Company represented 30.67 percent of the registered capital, with the details as follows:

CH. Karnchang Group	Number of Shares	% of Paid-up Capital
1. CH. Karnchang Public Company Limited <sup>(2)</sup>	4,544,912,129	29.73
2. CH. Karnchang-Tokyu Construction Company Limited <sup>(3)</sup>	136,659,952	0.89
3. Mahasiri Siam Co., Ltd. <sup>(4)</sup>	4,327,949	0.03
4. CH. Karnchang Holding Co., Ltd. <sup>(5)</sup>	2,077,291	0.01

- (2) CH. Karnchang Public Company Limited (“CH. Karnchang Plc.”) operates the general construction business, with Trivisvavet Group holding shares of 36.88 percent of the paid-up capital (information as at November 9, 2016), with the details as follows:

Trivisvavet Group	Number of Shares	% of Paid-up Capital
1. Mahasiri Siam Co., Ltd.	316,412,365	18.68
2. CH. Karnchang Holding Co., Ltd.	175,496,530	10.36
3. CK. Office Tower Co., Ltd. <sup>(6)</sup>	93,348,212	5.51
4. Mr. Plew Trivisvavet	13,631,497	0.80
5. Bang Pa-in Land Development Co., Ltd. <sup>(7)</sup>	8,134,812	0.48
6. Mrs. Saikasem Trivisvavet	4,561,142	0.27
7. Mrs. Pranee Tongkittikul	4,508,417	0.27
8. Mr. Nattavut Trivisvavet	2,455,785	0.14
9. Miss Supamas Trivisvavet	1,700,000	0.10
10. Mr. Sittidej Trivisvavet	1,550,000	0.09
11. Mr. Puwanet Trivisvavet	993,255	0.06
12. Miss Sawanya Trivisvavet	958,025	0.06
13. Mrs. Korakot Trivisvavet	700,250	0.04
14. Mr. Prasert Trivisvavet	154,285	0.01
15. Miss Sunan Trivisvavet	90,000	0.01

Shareholders may refer to additional information of CH. Karnchang Public Company Limited in the Annual Registration Statement (Form 56-1) on the website of the SEC ([www.sec.or.th](http://www.sec.or.th)) or the Stock Exchange of Thailand ([www.set.or.th](http://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) Bang Pa-in Land Development Co., Ltd. operates the business of an industrial estate at Bang Pa-in, having a total of 2,400,000 shares, with 1,000,000 shares representing 41.67 percent held by Trivisvavet Group, 600,000 shares representing 25 percent held by Mahasiri Siam Co., Ltd., and 600,000 shares representing 25 percent held by CK. Office Tower Co., Ltd.

## 7.2.2 The Company’s Free Float Percentage

According to the report on shareholding distribution of strategic shareholders as at March 11, 2016, as submitted to the Stock Exchange by the Company, the percentage of the non-strategic shareholders was 55.55 percent of all issued and paid-up shares.

## 7.3 Issuance of Other Securities

### 7.3.1 Long-Term Loans

In 2016, the Company executed the long-term loan agreement and made a drawdown of the credit facility of Baht 8,000 Million in full with a financial institution, at the fixed interest rate of 3.18 percent per annum, and made a drawdown of the long-term loans for the Si Rat-Outer Ring Road Expressway Project in the amount of Baht 3,850 Million, and as a result, as at December 31, 2016, the Company’s long-term loans amounted to Baht 19,084 Million.

### 7.3.2 Debentures

In 2016, the Company issued debentures on a total of three occasions, at the net total value of Baht 23,200 Million, for use in the investment in the Si Rat-Outer Ring Road Expressway Project; for use as the Company's working capital; and in replacement of loans from financial institutions as per the financial restructuring plan. As at December 31, 2016, 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

#### 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 is 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 <sup>(1)</sup>	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%

Remark : <sup>(1)</sup> This is included in the Agenda for the 2017 Annual Ordinary General Meeting of Shareholders on April 11, 2017.

#### 7.5 Policy on Dividend Payment of the Subsidiaries

NECL does not have a policy on dividend payment other than that specified in Article 40 of the Articles of Association which specifies that NECL 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 NECL. 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 NECL has sufficient profits to do so. If NECL sustains a loss, no dividend shall be paid until such loss has been made good.

BMN has a policy to pay dividend at the rate of approximately 40 percent of the net profit after deduction of legal reserves, taking into account the operational results in the accounting year of the separate financial statements as at the end of the accounting year and under the conditions of the loans agreement, subject to the investment plan, other necessities and appropriateness.