

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 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:

CH Karnchang Group	Number of Shares	% of Paid-up Capital
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:

Trivisvavet Group	Number of Shares	% of Paid-up Capital
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
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.