

(Translation)

Supporting Document for Item 7: To consider the issuance and offering for sale of debentures

1. Currently, the Company's bank loans amount to Baht 39,764 Million with its project under construction, namely, the Si Rat - Outer Ring Road Expressway Project, which has been supported by the source of funds from banks.
2. As the finance cost in the bond market during this time dramatically decreases and the money supply in the market remains high, and as such, it is suitable to issue debentures to minimize the Company's finance cost and risks from fluctuations of long-term loan interest rates.
3. In order to introduce the Company to investors in its capacity as debenture issuer and provide an alternative fund-raising source, as well as manage risk of reliance on a single source of funds from financial institutional lenders, management deemed it appropriate to issue and offer for sale debentures, per the details as follows:

Purpose : To finance the business operations within the scope of the Company's objectives, including repayment of existing debts and use as working capital.

Type of debentures : Subordinated or unsubordinated, bearer or non-bearer, secured or unsecured, debentures, with or without the debenture holder representative, whereby the Company may or may not have the early redemption right, and/or the debenture holders may or may not have the right to request the early redemption, in accordance with the terms and conditions of each issuance of the debentures.

Currency : Baht currency

Total value : The total amount and the outstanding principal value of the debentures shall not exceed Baht 48,000 Million, whereby only one or several series of the debentures may be issued and offered on one or several occasions.

In this regard, in case of early redemption or repurchase of the debentures or upon maturity of the debentures, the Company may issue and offer for sale new debentures, provided that the principal of the new debentures, upon combination with the principal of the existing outstanding debentures which have not yet been redeemed or repurchased or matured, must not exceed Baht 48,000 Million.

Interest rate or other returns (if any) : At an appropriate rate, depending on the market condition at such time of each issuance and offer of the debentures.

Offering : The offering for sale of the debentures may be made in whole on one and/or several occasions in Thailand and/or abroad, to the

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general investors and/or by private placement and/or institutional investors and/or institutional investors in foreign countries and/or major investors in whole on one or several occasions in accordance with the rules as specified in the notifications of the Securities and Exchange Commission, the Office of the Securities and Exchange Commission and/or the Capital Market Supervisory Board or other applicable regulations in effect at such time of issuance and offering of the debentures.

In this regard, the Board of Directors or its delegate(s) shall have power to take any acts as follows:

- 1) To consider determining criteria, conditions and other details relating to issuance and offering of the debentures, including details relating to the debentures, such as, specific name, maturity, characteristic of sale, amount of the debentures to be issued and offered on each occasion, type of debentures, guarantee, security, offering price per unit, maturity, early redemption right, interest rate or other returns, principal and interest payment method, offering and allocation method and period, as well as making relevant arrangements until completion;
 - 2) To appoint the debenture registrar, holder representative and/or underwriter and/or broker and/or credit rating agency of the Company and/or other advisors or any other person relating to the issuance and offer of the debentures;
 - 3) To provide information, prepare documents and/or apply for permission for listing the debentures with the Thai Bond Market Association and/or have such debentures listed on any secondary market, including any agencies, as well as having the power to apply for permission to disclose information, take any other acts with relevant agencies, and liaise, negotiate, enter into, deliver and amend documents and contracts, incur expenses and fees, and take any acts as necessary and appropriate in connection with the issuance and offering of such debentures, including arrangements as required by applicable laws and regulations.
4. The Board of Directors' Meeting No. 1/2016 on February 25, 2016 resolved to propose that the Shareholders' Meeting grant approval for the Company to issue and offer for sale the secured and/or unsecured debentures in the total amount and the outstanding principal value of the debentures not exceeding Baht 48,000 Million.