

**Proxy Form B.**

Duty Stamp  
20  
Baht

Written at \_\_\_\_\_

Date \_\_\_\_\_.

(1) I/We \_\_\_\_\_ nationality \_\_\_\_\_

Address \_\_\_\_\_.

(2) being a shareholder of **Bangkok Expressway and Metro Public Company Limited**

holding the total of \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes  
as follows:

ordinary shares \_\_\_\_\_ shares and having the right to vote equal to \_\_\_\_\_ votes

preferred shares \_\_\_\_\_ shares and having the right to vote equal to \_\_\_\_\_ votes

(3) Hereby appoint either

1. Name \_\_\_\_\_ age \_\_\_\_\_ years , residing at \_\_\_\_\_  
Road \_\_\_\_\_ Subdistrict \_\_\_\_\_ District \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

2. Name \_\_\_\_\_ age \_\_\_\_\_ years , residing at \_\_\_\_\_  
Road \_\_\_\_\_ Subdistrict \_\_\_\_\_ District \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

3. Name **Mr. Vitoon Tejatussanasoontorn** age **75** years , residing at **238/7** .  
Road **Asoke –Din Daeng** Subdistrict **Bang Kapi** .  
District **Huai Khwang** Province **Bangkok** Postal Code **10310**

Any and only one person to be my/our proxy to attend and vote on my/our behalf at the Annual Ordinary General Meeting of Shareholders for the year 2016 be held on **Tuesday, April 5, 2016 at 14.00 hrs. at Athénée Crystal Hall, 3rd Floor, Plaza Athénée Bangkok, A Royal Méridien Hotel, No. 61 Wireless Road (Witthayu), Lumpini Subdistrict, Pathumwan District, Bangkok.** or such other date, time and place as the meeting may be adjourned.

Foreign shareholders who have appointed Thai custodian may download Proxy (Form C.) from our website at [www.bemplc.co.th>Investor Relations>Shareholders Meeting>Invitation to Shareholders' Meeting>2016>the AGM of Shareholders for the year 2016](http://www.bemplc.co.th>Investor Relations>Shareholders Meeting>Invitation to Shareholders' Meeting>2016>the AGM of Shareholders for the year 2016)

(4) In this Meeting, I/we grant my/our proxy to attend and vote on my/our behalf as follows:

**Item 1 To acknowledge the Company's operational results for the year 2015.**

**Item 2 To consider and approve the statement of financial position and the statement of income for the year ended December 31, 2015.**

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve

Disapprove

Abstain

**Item 3 To consider and approve the appropriation of profit and the dividend payment.**

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve

Disapprove

Abstain

**Item 4 To consider the appointment of directors to replace those due to retire by rotation in the 2016 Annual Ordinary General Meeting of Shareholders.**

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve the appointment of all directors

Approve

Disapprove

Abstain

Approve the appointment of certain directors as follows:

1. Dr. Virabongsa Ramangkura

Approve

Disapprove

Abstain

2. Gen. Sampao Choosri

Approve

Disapprove

Abstain

3. Mrs. Vallapa Assakul

Approve

Disapprove

Abstain

4. M.L. Prasobchai Kasemsant

Approve                       Disapprove                       Abstain

5. Mr. Werapong Suppasedsak

Approve                       Disapprove                       Abstain

6. Mr. Tana Janusorn

Approve                       Disapprove                       Abstain

**Item 5                      To consider the determination of remuneration for directors.**

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve                       Disapprove                       Abstain

**Item 6                      To consider the appointment of auditor and fixing of remuneration.**

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve                       Disapprove                       Abstain

**Item 7                      To consider the issuance and offering for sale of debentures.**

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve                       Disapprove                       Abstain

**Item 8                      Other matters (if any)**

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve                       Disapprove                       Abstain

- (5) The proxy holder's vote in any agenda, which is not in accordance with my/our intention as specified in this Proxy, shall be deemed invalid and shall not be treated, as shareholder.
- (6) In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

All acts undertaken by the proxy holder at the meeting, except where the proxy does not vote according to my/our intention as specified herein, shall be deemed as if they have been undertaken by myself/ourselves in all respects.

Signed \_\_\_\_\_ Grantor  
( )

Signed \_\_\_\_\_ Proxy  
( )

Signed \_\_\_\_\_ Proxy  
( )

Signed \_\_\_\_\_ Proxy  
( )

**Remark**

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
2. The agenda of election of Directors could be voting all Directors or individual Director.
3. If there is any other agenda to be considered in the meeting other than to those specified above, the attached Supplemental Proxy Form B. shall be used.

### Supplemental Proxy Form

The proxy is granted by a shareholder of **Bangkok Expressway and Metro Public Company Limited**.

At the Annual Ordinary General Meeting of Shareholders for the year 2016 be held on **Tuesday, April 5, 2016 at 14.00 hrs. at Athénée Crystal Hall, 3rd Floor, Plaza Athénée Bangkok, A Royal Méridien Hotel, No. 61 Wireless Road (Witthayu), Lumpini Subdistrict, Pathumwan District, Bangkok.** or such other date, time and place as the meeting may be adjourned..

Item ..... Re : .....  
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
 (b) To grant my/our proxy to vote at my/our desire as follows:  
 Approve                       Disapprove                       Abstain

Item ..... Re : .....  
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
 (b) To grant my/our proxy to vote at my/our desire as follows:  
 Approve                       Disapprove                       Abstain

Item ..... Re : .....  
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
 (b) To grant my/our proxy to vote at my/our desire as follows:  
 Approve                       Disapprove                       Abstain

Item ..... Re : .....  
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
 (b) To grant my/our proxy to vote at my/our desire as follows:  
 Approve                       Disapprove                       Abstain

Item ..... Re : .....  
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.  
 (b) To grant my/our proxy to vote at my/our desire as follows:  
 Approve                       Disapprove                       Abstain

I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

Signed \_\_\_\_\_ Grantor  
( )

Signed \_\_\_\_\_ Proxy  
( )

Signed \_\_\_\_\_ Proxy  
( )

Signed \_\_\_\_\_ Proxy  
( )