

Supporting Document for Item 5: To consider the nomination for appointment as directors to replace those due to retire by rotation

1. Consideration Criteria for Directors due to retire by rotation

Article 14 of the Articles of Association stipulates that at every annual general meeting, one-third of the number of directors must vacate their offices. If the number of directors is not a multiple of three, then the number nearest to one-third must retire from office.

The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In each subsequent year, the directors who have been in office for the longest term shall retire. A retiring director may be re-elected.

2. Nomination Rules and Procedures

The Nomination and Remuneration Committee considers nominating persons for appointment as directors in replacement of those vacating office by resignation prior to expiry of the term of office and those due to retire by rotation under the rules as follows:

1. Those who are qualified under the Public Limited Companies Act, the Securities and Exchange Act, rules of the SEC and rules of the Stock Exchange of Thailand.
2. Those who have knowledge, capability and experience in various professional fields beneficial and value added to the Company.
3. Those with qualifications in support of the operations pertaining to corporate governance to create value for the Company, e.g., independence, expression of opinions, creativity, performance of duties with responsibility, due care, integrity and full time contribution, etc.
4. In case of directors due to retire by rotation, their previous performance as directors with due care, integrity and full time contribution will also be taken into account.
5. In nominating directors, the required qualifications will be considered, taking into account the necessary skills for the Board and qualifications in line with the Company's business strategies.
6. In the event that the vacating office is a director as representative from the Expressway Authority of Thailand or the Mass Rapid Transit Authority of Thailand under the conditions of the concession agreements, a person to be elected must be a person nominated by such agency for appointment as the Company's director.

In this connection, the Nomination and Remuneration Committee nominates such qualified persons to the Board of Directors for consideration and further submission to the Meeting of Shareholders for election as the Company's directors.

3. Directors who were due to retire by rotation in the 2018 Annual Ordinary General Meeting of Shareholders

In 2018, one-third of the number of directors who shall retire by rotation are six directors who have been in office for the longest term, as follows:

1. Mr. Vitoon Tejatussanasoontorn (Independent Director)
2. General Chetta Thanajaro (Independent Director)
3. Dr. Annop Tanlamai (Independent Director)
4. Mr. Prasit Dachhiri (Non-Executive Director)
5. Mr. Panit Dunnvatanachit (Non-Executive Director)
6. Dr. Virabongsa Ramangkura (Independent Director)

In addition, there is one vacancy for the Company's director position due to resignation of a director who was a representative from the Mass Rapid Transit Authority of Thailand (MRTA), and MRTA has notified its new representative name, namely, Mrs. Natamon Bunnak, MRTA's Assistant Governor, for appointment as director of the Company under the conditions of the Agreement for the MRTA Initial System Project - Chaloe M Ratchamongkhon Line to replace Mr. Theeraphan Tachasirinugune who resigned his office on April 7, 2017.

4. The shareholders are allowed to nominate persons for consideration and appointment as directors

Given the fact that the Company has allowed the shareholders to exercise their rights to nominate qualified persons for consideration and appointment as directors in advance, as reported to the Stock Exchange of Thailand, and disclosed the criteria and conditions for exercise of such rights on the Company's website: www.bemplc.co.th, during October 1, 2017 to December 31, 2017, no shareholder has nominated any person for consideration and appointment as director.

5. The Board's Opinion


The Nomination and Remuneration Committee's Meeting, excluding the directors retiring by rotation, namely, General Chetta Thanajaro and Mr. Vitoon Tejatussanasoontorn, considered the matter and deemed it appropriate to propose to the Board of Directors' Meeting to consider and further propose that the 2018 Annual Ordinary General Meeting of Shareholders consider as follows:

1. Appointment of such six directors due to retire by rotation, namely, Mr. Vitoon Tejatussanasoontorn, General Chetta Thanajaro, Dr. Annop Tanlamai, Mr. Prasit Dachhiri, Mr. Panit Dunnvatanachit, and Dr. Virabongsa Ramangkura, to resume their office as directors for another term since they have knowledge, capability and experience beneficial to the Company's business operations, perform the duties as directors with due care, integrity and full time contribution for the Company, play active role in laying down various policies on the Company's business operations, as well as providing opinions and suggestions valuable to management.

2. Appointment of Mrs. Natamon Bunnak, MRTA's representative under the Concession Agreement, as director to replace Mr. Theeraphan Tachasirinugune who resigned his office.

The Board of Directors' Meeting No. 1/2018 on February 27, 2018, excluding those directors nominated on this occasion, considered the matter and resolved to approve as proposed by the Nomination and Remuneration Committee and to propose that the 2018 Annual Ordinary General Meeting of Shareholders consider approving the appointment of such six directors due to retire by rotation, namely, Mr. Vitoon Tejatussanasoontorn, General Chetta Thanajaro, Dr. Annop Tanlamai, Mr. Prasit Dachsiri, Mr. Panit Dunnvatanachit, and Dr. Virabongsa Ramangkura, to resume their office as directors for another term, including the appointment of Mrs. Natamon Bunnak, MRTA's representative under the Concession Agreement, as director to replace Mr. Theeraphan Tachasirinugune who resigned his office.

Director Candidate

<p>Name:</p> <p>Type of Directorship:</p> <p>Age:</p> <p>Nationality:</p>	<p>Mr. Vitoon Tejatussanasoontorn</p> <p>Independent Director</p> <p>77 years</p> <p>Thai</p>															
<p>Education:</p>	<p>- B.A. in Commerce, Thammasat University</p>															
<p>Training Program:</p>	<ul style="list-style-type: none"> - Director Certification Program (DCP 2/2000), Thai Institute of Directors Association - IOD Chartered Director, Class 1/2007, Thai Institute of Directors Association - Audit Committee Program (ACP 27/2009), Thai Institute of Directors Association - Advanced Audit Committee Program (AACP 3/2010), Thai Institute of Directors Association - Role of the Compensation Committee (RCC 12/2011), Thai Institute of Directors Association 															
<p>Present Positions:</p>	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 25%; vertical-align: top;">Dec 30, 2015 - Present</td> <td>Director and Nomination and Remuneration Committee Member Bangkok Expressway and Metro Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">Feb 25, 2016 - Present</td> <td>Chairman of the Audit Committee Bangkok Expressway and Metro Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2014 - Present</td> <td>Chairman of the Nomination and Remuneration Committee CH. Karnchang Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2007 - Present</td> <td>Chairman of the Corporate Governance and Risk Management Committee CH. Karnchang Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">1999 - Present</td> <td>Director and Chairman of the Audit Committee CH. Karnchang Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2015 - Present</td> <td>Director and Chairman of the Audit Committee Thaisri Insurance Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2004 - Present</td> <td>Director Asahi Glass Foundation of Thailand</td> </tr> </table>		Dec 30, 2015 - Present	Director and Nomination and Remuneration Committee Member Bangkok Expressway and Metro Public Company Limited	Feb 25, 2016 - Present	Chairman of the Audit Committee Bangkok Expressway and Metro Public Company Limited	2014 - Present	Chairman of the Nomination and Remuneration Committee CH. Karnchang Public Company Limited	2007 - Present	Chairman of the Corporate Governance and Risk Management Committee CH. Karnchang Public Company Limited	1999 - Present	Director and Chairman of the Audit Committee CH. Karnchang Public Company Limited	2015 - Present	Director and Chairman of the Audit Committee Thaisri Insurance Public Company Limited	2004 - Present	Director Asahi Glass Foundation of Thailand
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<p>Present Positions:</p>	<p>1991 - Present</p> <p>1991 - Present</p> <p>1988 - Present</p> <p>1988 - Present</p> <p>1988 - Present</p> <p>1987 - Present</p>	<p>Deputy Senior Managing Director AGC Flat Glass (Thailand) Public Company Limited</p> <p>Director Glass Way Co., Ltd.</p> <p>Director and Executive Director Kiarti Thanee Country Club Co., Ltd.</p> <p>Director and Executive Director Pattaya Estate Co., Ltd.</p> <p>Director and Executive Director Kiarti Land Co., Ltd.</p> <p>Director Diachrome Chemicals Limited</p>
<p>Experience:</p>	<p>2007 - 2014</p> <p>2005 - 2015</p> <p>1988 - 2017</p> <p>1986 - 2017</p>	<p>Nomination and Remuneration Committee Member CH. Karnchang Public Company Limited</p> <p>Independent Director, Audit Committee Member, and Nomination and Remuneration Committee Member Bangkok Metro Public Company Limited</p> <p>Director and Executive Director Sriracha Resort Co., Ltd.</p> <p>Director and Executive Director Sakata-Thai Corporation Ltd.</p>
<p>Number of Years of Directorship:</p>	<p>2 years 2 months</p>	
<p>Shareholding in the Company:</p>	<p>803,893 shares (representing 0.0053 percent of all shares with voting rights)</p>	
<p>(Present) Positions in Other Listed Companies:</p>	<p>2014 - Present</p> <p>2007 - Present</p> <p>1999 - Present</p>	<p>Chairman of the Nomination and Remuneration Committee CH. Karnchang Public Company Limited</p> <p>Chairman of the Corporate Governance and Risk Management Committee CH. Karnchang Public Company Limited</p> <p>Director and Chairman of the Audit Committee CH. Karnchang Public Company Limited</p>

<p>(Present) Positions in Other Non-Listed Companies:</p>	<p>2015 - Present</p> <p>2004 - Present</p>	<p>Director and Chairman of the Audit Committee Thaisri Insurance Public Company Limited</p> <p>Director Asahi Glass Foundation of Thailand</p>
<p>(Present) Positions in Other Non-Listed Companies:</p>	<p>1991 - Present</p> <p>1991 - Present</p> <p>1988 - Present</p> <p>1988 - Present</p> <p>1988 - Present</p> <p>1987 - Present</p>	<p>Deputy Senior Managing Director AGC Flat Glass (Thailand) Public Company Limited</p> <p>Director Glass Way Co., Ltd.</p> <p>Director and Executive Director Kiarti Thanee Country Club Co., Ltd.</p> <p>Director and Executive Director Pattaya Estate Co., Ltd.</p> <p>Director and Executive Director Kiarti Land Co., Ltd.</p> <p>Director Diachrome Chemicals Limited</p>
<p>Positions in any business competing with the Company's business / any business having substantial connection with the Company's business:</p>	<p>None of directorship/management in any such business</p>	
<p>Meeting Attendance Record in 2017</p>	<ul style="list-style-type: none"> - Board of Directors' Meetings 7/7 (100 percent) - Audit Committee's Meetings 6/6 (100 percent) - Nomination and Remuneration Committee's Meetings 2/2 (100 percent) 	
<p>Performance during Directorship:</p>	<ol style="list-style-type: none"> 1. Performing the duties as the Chairman of the Audit Committee in reviewing the reliability of the Company's financial reports prior to submission to the Stock Exchange of Thailand, auditing the internal control system, as well as considering the disclosure of information on connected transactions to ensure accuracy and completeness; and providing opinions which were independent and beneficial to the Board of Directors and the management. 2. Performing the duties as a director in providing useful advice and suggestions to the management and considering scrutinizing works proposed to the Board of Directors. 3. Performing the duties as Nomination and Remuneration Committee Member in considering the nomination rules and procedures for appointment of persons who are qualified to hold the office as directors as well as determining criteria for consideration of remuneration for directors and the Managing Directors. 	

Definition of Independent Directors: The Company defines the Company's independent director which is stricter than the minimum requirements of the SEC or the Stock Exchange in respect of shareholding in the Company, namely, the Company's independent directors shall hold not more than 0.5 percent of the total number of shares with voting rights in the Company.

Nature of Relationship of Independent Directors

<p>1. Holding shares of not exceeding 0.5 percent of the total number of shares with voting rights of the Company, its parent company, subsidiaries, associated companies, major shareholder or controller of the Company, including shares held by any related persons of each independent director.</p>	<p>No</p>
<p>2. Not being or having been a director having involvement in the management, an employee, a staff member, an advisor receiving a regular salary or a controller of the Company, its parent company, subsidiaries, associated companies, subsidiaries of the same tier, major shareholder or controller of the Company, unless such independent director has no longer been in such capacity for not less than two years prior to the appointment date, provided that such prohibited characteristics shall not apply to an independent director who was a public servant or an advisor to a government authority which is the Company's major shareholder or controller.</p>	<p>No</p>
<p>3. Not being a person having relationship by blood or by legal registration in the capacity as parent, spouse, sibling and offspring, including spouse of the offspring of other director, executive, major shareholder, controller or person to be nominated as director, executive or controller of the Company or its subsidiaries.</p>	<p>No</p>
<p>4. Not having or having had any business relationship with the Company, its parent company, subsidiaries, associated companies, major shareholder or controller of the Company in a manner which may prevent the exercise of his or her independent judgment; and not being or having been a substantial shareholder or controller of any person having a business relationship with the Company, its parent companies, subsidiaries, associated companies, major shareholder or controller of the Company, unless such independent director has no longer been in such capacity for not less than two years prior to the appointment date.</p> <p>The aforesaid business relationship under paragraph one shall include any transaction in the ordinary course of business for lease of immovable property, any transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending any loan, guarantee, providing assets as collateral, including any other similar action, which causes the Company or contractual party to be subject to indebtedness payable to the other party in the amount of three percent or more of the Company's net tangible assets or in the amount of Baht Twenty Million or more, whichever is lower. Such indebtedness shall be calculated according to the calculation method of connected transaction value under the Notification of the Capital Market Supervisory Board, Re: Rules on Connected Transactions, mutatis mutandis. However, the consideration of such indebtedness shall include the indebtedness incurred during the course of one year prior to commencement of business relationship with the same person.</p>	<p>No</p>

<p>5. Not being or having been an auditor of the Company, its parent company, subsidiaries, associated companies, major shareholder, or controller of the Company; and not being a substantial shareholder, controller, or partner of an audit firm which employs the auditor of the Company, its parent company, subsidiaries, associated companies, major shareholder, or controller of the Company, unless such independent director has no longer been in such capacity for not less than two years prior to the appointment date.</p>	<p>No</p>
<p>6. Not being or having been a professional service provider, including legal advisor or financial advisor which receives an annual service fee exceeding Baht Two Million from the Company, its parent company, subsidiaries, associated companies, major shareholder, or controller of the Company; and not being a substantial shareholder, controller, or partner of such professional service provider, unless such independent director has no longer been in such capacity for not less than two years prior to the appointment date.</p>	<p>No</p>
<p>7. Not being a director appointed as representative of the Company's director, major shareholder or shareholder who is a related person of the major shareholder.</p>	<p>No</p>
<p>8. Not engaging in any business of the same nature as and in material competition with the business of the Company or its subsidiaries; or not being a substantial partner in a partnership or a director having involvement in the management, an employee, a staff member, an advisor receiving a regular salary or holding more than one percent of the total number of shares with voting rights of another company engaging in any business of the same nature as and in material competition with the business of the Company or its subsidiaries.</p>	<p>No</p>
<p>9. Not having any other characteristics preventing provision of independent opinions on the Company's operations.</p>	<p>No</p>

Director Candidate

<p>Name:</p> <p>Type of Directorship:</p> <p>Age:</p> <p>Nationality:</p>	<p>General Chetta Thanajaro</p> <p>Independent Director</p> <p>79 years</p> <p>Thai</p>									
<p>Education:</p>	<ul style="list-style-type: none"> - Master of Arts (Political Science), Ramkhamhaeng University - Bachelor of Science, Chulachomkiao Royal Military Academy, Class 9 - Infantry Basic Officer Leadership Course, United States Army Infantry School - The Royal Thai Army Command and General Staff Course - Diploma, National Defence College, the Joint State - Private Sector Course, Class 6, National Defence College 									
<p>Training Program:</p>	<ul style="list-style-type: none"> - Director Certification Program (DCP 33/2003), Thai Institute of Directors Association - Finance for Non-Finance Directors (FND 7/2003), Thai Institute of Directors Association - Board & CEO Assessment, Class 2/2003, Thai Institute of Directors Association 									
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<p>Experience:</p>	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%; vertical-align: top;">2005 - 2015</td> <td style="vertical-align: top;">Independent Director, Chairman of the Audit Committee, and Chairman of the Nomination and Remuneration Committee Bangkok Metro Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2004</td> <td style="vertical-align: top;">Minister of Defence</td> </tr> <tr> <td style="vertical-align: top;">2003 - 2004</td> <td style="vertical-align: top;">Minister of Science and Technology</td> </tr> <tr> <td style="vertical-align: top;">1999 - 2003</td> <td style="vertical-align: top;">Audit Committee Member Bangkok Expressway Public Company Limited</td> </tr> </table>		2005 - 2015	Independent Director, Chairman of the Audit Committee, and Chairman of the Nomination and Remuneration Committee Bangkok Metro Public Company Limited	2004	Minister of Defence	2003 - 2004	Minister of Science and Technology	1999 - 2003	Audit Committee Member Bangkok Expressway Public Company Limited
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2004	Minister of Defence									
2003 - 2004	Minister of Science and Technology									
1999 - 2003	Audit Committee Member Bangkok Expressway Public Company Limited									

Number of Years of Directorship:	2 years 2 months						
Shareholding in the Company:	2,102,527 shares (representing 0.0138 percent of all shares with voting rights)						
(Present) Positions in Other Listed Companies:	None of directorship/management in any such business						
(Present) Positions in Other Non-Listed Companies:	<table> <tr> <td>2005 - Present</td> <td>Director Double A (1991) Public Company Limited</td> </tr> <tr> <td>2005 - Present</td> <td>Chairman of the Audit Committee L.P.N. Platemill Public Company Limited</td> </tr> <tr> <td>1996 - Present</td> <td>President Advisor The Royal Development Project</td> </tr> </table>	2005 - Present	Director Double A (1991) Public Company Limited	2005 - Present	Chairman of the Audit Committee L.P.N. Platemill Public Company Limited	1996 - Present	President Advisor The Royal Development Project
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Positions in any business competing with the Company's business / any business having substantial connection with the Company's business:	None of directorship/management in any such business						
Meeting Attendance Record in 2017	<ul style="list-style-type: none"> - Board of Directors' Meetings 5/7 (71.43 percent) - Audit Committee's Meetings 5/6 (83.33 percent) - Nomination and Remuneration Committee's Meetings 1/2 (50 percent) 						
Performance during Directorship:	<ol style="list-style-type: none"> 1. Performing the duties as the Chairman of the Nomination and Remuneration Committee in considering the nomination rules and procedures for appointment of persons who are qualified to hold the office as directors as well as determining criteria for consideration of remuneration for directors and the Managing Directors. 2. Performing the duties as the Audit Committee Member in reviewing the reliability of the Company's financial reports prior to submission to the Stock Exchange of Thailand, auditing the internal control system, as well as considering the disclosure of information on connected transactions to ensure accuracy and completeness; and providing opinions which were independent and beneficial to the Board of Directors and the management. 3. Performing the duties as a director in providing useful advice and suggestions to the management and considering scrutinizing works proposed to the Board of Directors. 						

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Nature of Relationship of Independent Directors

<p>1. Holding shares of not exceeding 0.5 percent of the total number of shares with voting rights of the Company, its parent company, subsidiaries, associated companies, major shareholder or controller of the Company, including shares held by any related persons of each independent director.</p>	No
<p>2. Not being or having been a director having involvement in the management, an employee, a staff member, an advisor receiving a regular salary or a controller of the Company, its parent company, subsidiaries, associated companies, subsidiaries of the same tier, major shareholder or controller of the Company, unless such independent director has no longer been in such capacity for not less than two years prior to the appointment date, provided that such prohibited characteristics shall not apply to an independent director who was a public servant or an advisor to a government authority which is the Company's major shareholder or controller.</p>	No
<p>3. Not being a person having relationship by blood or by legal registration in the capacity as parent, spouse, sibling and offspring, including spouse of the offspring of other director, executive, major shareholder, controller or person to be nominated as director, executive or controller of the Company or its subsidiaries.</p>	No
<p>4. Not having or having had any business relationship with the Company, its parent company, subsidiaries, associated companies, major shareholder or controller of the Company in a manner which may prevent the exercise of his or her independent judgment; and not being or having been a substantial shareholder or controller of any person having a business relationship with the Company, its parent companies, subsidiaries, associated companies, major shareholder or controller of the Company, unless such independent director has no longer been in such capacity for not less than two years prior to the appointment date.</p> <p>The aforesaid business relationship under paragraph one shall include any transaction in the ordinary course of business for lease of immovable property, any transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending any loan, guarantee, providing assets as collateral, including any other similar action, which causes the Company or contractual party to be subject to indebtedness payable to the other party in the amount of three percent or more of the Company's net tangible assets or in the amount of Baht Twenty Million or more, whichever is lower. Such indebtedness shall be calculated according to the calculation method of connected transaction value under the Notification of the Capital Market Supervisory Board, Re: Rules on Connected Transactions, mutatis mutandis. However, the consideration of such indebtedness shall include the indebtedness incurred during the course of one year prior to commencement of business relationship with the same person.</p>	No
<p>5. Not being or having been an auditor of the Company, its parent company, subsidiaries, associated companies, major shareholder, or controller of the Company; and not being a substantial shareholder, controller, or partner of an audit firm which employs the auditor of the Company, its parent company, subsidiaries, associated companies, major shareholder, or controller of the Company, unless such independent director has no longer been in such capacity for not less than two years prior to the appointment date.</p>	No

<p>6. Not being or having been a professional service provider, including legal advisor or financial advisor which receives an annual service fee exceeding Baht Two Million from the Company, its parent company, subsidiaries, associated companies, major shareholder, or controller of the Company; and not being a substantial shareholder, controller, or partner of such professional service provider, unless such independent director has no longer been in such capacity for not less than two years prior to the appointment date.</p>	<p>No</p>
<p>7. Not being a director appointed as representative of the Company's director, major shareholder or shareholder who is a related person of the major shareholder.</p>	<p>No</p>
<p>8. Not engaging in any business of the same nature as and in material competition with the business of the Company or its subsidiaries; or not being a substantial partner in a partnership or a director having involvement in the management, an employee, a staff member, an advisor receiving a regular salary or holding more than one percent of the total number of shares with voting rights of another company engaging in any business of the same nature as and in material competition with the business of the Company or its subsidiaries.</p>	<p>No</p>
<p>9. Not having any other characteristics preventing provision of independent opinions on the Company's operations.</p>	<p>No</p>

Director Candidate

<p>Name:</p> <p>Type of Directorship:</p> <p>Age:</p> <p>Nationality:</p>	<p>Dr. Annop Tanlamai</p> <p>Independent Director</p> <p>67 years</p> <p>Thai</p>											
<p>Education:</p>	<ul style="list-style-type: none"> - Ph.D. Engineering Management, University of Missouri, USA - M.B.A. (Quantitative Business Analysis), Indiana University, Bloomington, USA - M.S. in Engineering Management, University of Missouri, USA - Bachelor of Engineering (Mechanical Engineering), Chulalongkorn University 											
<p>Training Program:</p>	<ul style="list-style-type: none"> - Director Certification Program (DCP 154/2011), Thai Institute of Directors Association - The Audit Committee's Role in Compliance and Ethical Culture Oversight Program, Thai Institute of Directors Association 											
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<p>Experience:</p>	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%; padding: 5px;">2012 - Sep 2016</td> <td style="padding: 5px;">Dean of College of Management Mahidol University</td> </tr> <tr> <td style="padding: 5px;">2001 - 2015</td> <td style="padding: 5px;">Director Bangkok Expressway Public Company Limited</td> </tr> <tr> <td style="padding: 5px;">2001 - 2015</td> <td style="padding: 5px;">Audit Committee Member Bangkok Expressway Public Company Limited</td> </tr> <tr> <td style="padding: 5px;">2011 - 2015</td> <td style="padding: 5px;">Corporate Governance and Risk Management Committee Member Bangkok Expressway Public Company Limited</td> </tr> <tr> <td style="padding: 5px;">2011 - 2015</td> <td style="padding: 5px;">Nomination and Remuneration Committee Member Bangkok Expressway Public Company Limited</td> </tr> </table>		2012 - Sep 2016	Dean of College of Management Mahidol University	2001 - 2015	Director Bangkok Expressway Public Company Limited	2001 - 2015	Audit Committee Member Bangkok Expressway Public Company Limited	2011 - 2015	Corporate Governance and Risk Management Committee Member Bangkok Expressway Public Company Limited	2011 - 2015	Nomination and Remuneration Committee Member Bangkok Expressway Public Company Limited
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2011 - 2015	Nomination and Remuneration Committee Member Bangkok Expressway Public Company Limited											

Experience:	2007 - 2011	Dean of Faculty of Commerce and Accountancy Chulalongkorn University
	1999 - 2007	Chairman of the Committee for Master of Business Administration (MBA) Program, Faculty of Commerce and Accountancy Chulalongkorn University
	2011 - 2012	Advisor for Master of Business Administration Program, Faculty of Commerce and Accountancy Chulalongkorn University
	1995 - 1999	Head of Department of Commerce, Faculty of Commerce and Accountancy Chulalongkorn University
	1989 - 1995	Chairman of the Committee for Master of Business Administration Program, Faculty of Commerce and Accountancy Chulalongkorn University
	1988 - 2011	Instructor for Department of Commerce, Faculty of Commerce and Accountancy Chulalongkorn University
	1986 - 1988	Assistant Professor, Bentley University, Massachusetts, USA
	1978 - 1980	Instructor for Department of Commerce, Faculty of Commerce and Accountancy Chulalongkorn University
	1973 - 1974	Production Planning Engineer Siam Motors and Nissan Co., Ltd.
Number of Years of Directorship:		2 years 2 months
Shareholding in the Company:		None
Positions in Other Listed Companies:	2012 - Present	Director and Chairman of the Audit Committee MK Restaurants Group Public Company Limited
Positions in Other Non-Listed Companies:	2016 - Present	Dean of Faculty of Business Administration Chitralada Technology College

<p>Positions in any business competing with the Company's business / any business having substantial connection with the Company's business:</p>	<p>None of directorship/management in any such business</p>
<p>Meeting Attendance Record in 2017</p>	<ul style="list-style-type: none"> - Board of Directors' Meetings 6/7 (85.71 percent) - Audit Committee's Meetings 6/6 (100 percent)
<p>Performance during Directorship:</p>	<ol style="list-style-type: none"> 1. Performing the duties as the Audit Committee Member in reviewing the reliability of the Company's financial reports prior to submission to the Stock Exchange of Thailand, auditing the internal control system, as well as considering the disclosure of information on connected transactions to ensure accuracy and completeness. 2. Performing the duties as a director in providing useful advice and suggestions to the management and considering scrutinizing works proposed to the Board of Directors.

Definition of Independent Directors: The Company defines the Company's independent director which is stricter than the minimum requirements of the SEC or the Stock Exchange in respect of shareholding in the Company, namely, the Company's independent directors shall hold not more than 0.5 percent of the total number of shares with voting rights in the Company.

Nature of Relationship of Independent Directors

<p>1. Holding shares of not exceeding 0.5 percent of the total number of shares with voting rights of the Company, its parent company, subsidiaries, associated companies, major shareholder or controller of the Company, including shares held by any related persons of each independent director.</p>	<p>No</p>
<p>2. Not being or having been a director having involvement in the management, an employee, a staff member, an advisor receiving a regular salary or a controller of the Company, its parent company, subsidiaries, associated companies, subsidiaries of the same tier, major shareholder or controller of the Company, unless such independent director has no longer been in such capacity for not less than two years prior to the appointment date, provided that such prohibited characteristics shall not apply to an independent director who was a public servant or an advisor to a government authority which is the Company's major shareholder or controller.</p>	<p>No</p>
<p>3. Not being a person having relationship by blood or by legal registration in the capacity as parent, spouse, sibling and offspring, including spouse of the offspring of other director, executive, major shareholder, controller or person to be nominated as director, executive or controller of the Company or its subsidiaries.</p>	<p>No</p>
<p>4. Not having or having had any business relationship with the Company, its parent company, subsidiaries, associated companies, major shareholder or controller of the Company in a manner which may prevent the exercise of his or her</p>	<p>No</p>


<p>independent judgment; and not being or having been a substantial shareholder or controller of any person having a business relationship with the Company, its parent companies, subsidiaries, associated companies, major shareholder or controller of the Company, unless such independent director has no longer been in such capacity for not less than two years prior to the appointment date.</p> <p>The aforesaid business relationship under paragraph one shall include any transaction in the ordinary course of business for lease of immovable property, any transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending any loan, guarantee, providing assets as collateral, including any other similar action, which causes the Company or contractual party to be subject to indebtedness payable to the other party in the amount of three percent or more of the Company's net tangible assets or in the amount of Baht Twenty Million or more, whichever is lower. Such indebtedness shall be calculated according to the calculation method of connected transaction value under the Notification of the Capital Market Supervisory Board, Re: Rules on Connected Transactions, mutatis mutandis. However, the consideration of such indebtedness shall include the indebtedness incurred during the course of one year prior to commencement of business relationship with the same person.</p>	
<p>5. Not being or having been an auditor of the Company, its parent company, subsidiaries, associated companies, major shareholder, or controller of the Company; and not being a substantial shareholder, controller, or partner of an audit firm which employs the auditor of the Company, its parent company, subsidiaries, associated companies, major shareholder, or controller of the Company, unless such independent director has no longer been in such capacity for not less than two years prior to the appointment date.</p>	No
<p>6. Not being or having been a professional service provider, including legal advisor or financial advisor which receives an annual service fee exceeding Baht Two Million from the Company, its parent company, subsidiaries, associated companies, major shareholder, or controller of the Company; and not being a substantial shareholder, controller, or partner of such professional service provider, unless such independent director has no longer been in such capacity for not less than two years prior to the appointment date.</p>	No
<p>7. Not being a director appointed as representative of the Company's director, major shareholder or shareholder who is a related person of the major shareholder.</p>	No
<p>8. Not engaging in any business of the same nature as and in material competition with the business of the Company or its subsidiaries; or not being a substantial partner in a partnership or a director having involvement in the management, an employee, a staff member, an advisor receiving a regular salary or holding more than one percent of the total number of shares with voting rights of another company engaging in any business of the same nature as and in material competition with the business of the Company or its subsidiaries.</p>	No
<p>9. Not having any other characteristics preventing provision of independent opinions on the Company's operations.</p>	No

Director Candidate

<p>Name:</p> <p>Type of Directorship:</p> <p>Age:</p> <p>Nationality:</p>	<p>Mr. Prasit Dachsiri</p> <p>Director</p> <p>59 years</p> <p>Thai</p>	
<p>Education:</p>	<ul style="list-style-type: none"> - Master of Development Administration, National Institute of Development Administration (NIDA) - Bachelor of Political Science, Ramkhamhaeng University 	
<p>Present Positions:</p>	<p>Oct 1, 2016 - Present</p>	<p>Deputy Governor for Administration Expressway Authority of Thailand</p>
<p>Experience:</p>	<p>Nov 22, 2017 - Present</p> <p>Dec 30, 2015 - Feb 2, 2016</p> <p>Nov 5, 2015 - Dec 29, 2015</p> <p>2014 - Jun 14, 2015</p> <p>2013 - Sep 2016</p> <p>2009 - 2012</p>	<p>Director Bangkok Expressway and Metro Public Company Limited</p> <p>Director Bangkok Expressway and Metro Public Company Limited</p> <p>Director Bangkok Expressway Public Company Limited</p> <p>Director of Land Acquisition Department Acting Deputy Governor for Operation Expressway Authority of Thailand</p> <p>Director of Land Acquisition Department Expressway Authority of Thailand</p> <p>Director of Traffic Control Department Expressway Authority of Thailand</p>
<p>Number of Years of Directorship:</p>	<p>3 months (He was appointed as director on November 22, 2017)</p>	
<p>Shareholding in the Company:</p>	<p>None</p>	
<p>Positions in Other Listed Companies:</p>	<p>None</p>	

Positions in Other Non-Listed Companies:	None
Positions in any business competing with the Company's business / any business having substantial connection with the Company's business:	- Deputy Governor for Administration Expressway Authority of Thailand
Meeting Attendance Record in 2017	- Board of Directors' Meetings 1/1 (100 percent)
Performance during Directorship:	<ol style="list-style-type: none"> 1. Providing useful advice and suggestions in the Board of Directors' Meeting. 2. Performing the duties as a the Company's director, as a director who was a representative from the Expressway Authority of Thailand, having knowledge and experience, providing useful suggestions in relation to the business operations of the expressways.

Director Candidate

<p>Name:</p> <p>Type of Directorship:</p> <p>Age:</p> <p>Nationality:</p>	<p>Mr. Panit Dunnvatanachit</p> <p>Director</p> <p>62 years</p> <p>Thai</p>	
<p>Education:</p>	<ul style="list-style-type: none"> - M.B.A. (Finance), Washington University, St. Louis, USA - Bachelor of Arts & Science, Washington University, St. Louis, USA 	
<p>Training Program:</p>	<ul style="list-style-type: none"> - Director Certification Program (DCP 10/2001), Thai Institute of Directors Association - Board and CFO Assessment Program, Thai Institute of Directors Association - Capital Market Academy Leader Program, Class 14/2012, Capital Market Academy 	
<p>Present Positions:</p>	<p>Dec 30, 2015 - Present Director Bangkok Expressway and Metro Public Company Limited</p> <p>2000 - Present Executive Vice President Bangkok Bank Public Company Limited</p> <p>2006 - Present Director Thai Yamaha Motor Co., Ltd.</p> <p>1994 - Present Director Krungthep Engineering Consultants Co., Ltd.</p>	
<p>Experience:</p>	<p>2003 - 2015 Director Bangkok Expressway Public Company Limited</p> <p>2003 - 2012 Executive Director Bangkok Expressway Public Company Limited</p> <p>2003 - 2016 Director and Executive Director Northern Bangkok Expressway Company Limited</p> <p>2000 - 2010 Director and Member of the Executive Committee CBNP (Thailand) Limited</p>	

Experience:	2002 - Jan 2006 1999 - 2005 1998 - 2005	Director and Member of the Executive Committee Advance Agro Public Company Limited Director Asia Credit Securities Company Limited Director and Member of the Executive Committee Asia Credit Public Company Limited
Number of Years of Directorship:	2 years 2 months	
Shareholding in the Company:	None	
Positions in Other Listed Companies:	2000 - Present	Executive Vice President Bangkok Bank Public Company Limited
Positions in Other Non-Listed Companies:	2006 - Present 1994 - Present	Director Thai Yamaha Motor Co., Ltd. Director Krungthep Engineering Consultants Co., Ltd.
Positions in any business competing with the Company's business / any business having substantial connection with the Company's business:	None of directorship/management in any such business	
Meeting Attendance Record in 2017	- Board of Directors' Meetings 6/7 (85.71 percent)	
Performance during Directorship:	<ol style="list-style-type: none"> 1. Providing useful advice and suggestions in the Board of Directors' Meeting. 2. Providing useful opinions and suggestions in the Company's financial management. 	

Director Candidate

<p>Name:</p> <p>Type of Directorship:</p> <p>Age:</p> <p>Nationality:</p>	<p>Dr. Virabongsa Ramangkura</p> <p>Independent Director</p> <p>74 years</p> <p>Thai</p>													
<p>Education:</p>	<ul style="list-style-type: none"> - Doctor of Law (Honorary), Webster University, St. Louis, USA - Ph.D. (Economics), University of Pennsylvania, USA - M.A. (Economics), University of Pennsylvania, USA - B.A. Political Science (First Class Honors), Chulalongkorn University - Diploma, National Defence College, the Joint State - Private Sector Course, Class 1, National Defence College 													
<p>Training Program:</p>	<ul style="list-style-type: none"> - Director Certification Program (DCP 43/2004), Thai Institute of Directors Association 													
<p>Present Positions:</p>	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%; vertical-align: top;">2015 - Present</td> <td style="vertical-align: top;">Chairman of the Board of Directors Bangkok Expressway and Metro Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2008 - Present</td> <td style="vertical-align: top;">Chairman of the Board of Directors Nam Ngum 2 Power Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2006 - Present</td> <td style="vertical-align: top;">Chairman of the Board of Directors SouthEast Asia Energy Limited</td> </tr> <tr> <td style="vertical-align: top;">2005 - Present</td> <td style="vertical-align: top;">Chairman of the Board of Directors Finansa Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">2004 - Present</td> <td style="vertical-align: top;">Audit Committee Member Polyplex (Thailand) Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">1995 - Present</td> <td style="vertical-align: top;">Chairman of the Executive Board Double A (1991) Public Company Limited</td> </tr> </table>		2015 - Present	Chairman of the Board of Directors Bangkok Expressway and Metro Public Company Limited	2008 - Present	Chairman of the Board of Directors Nam Ngum 2 Power Company Limited	2006 - Present	Chairman of the Board of Directors SouthEast Asia Energy Limited	2005 - Present	Chairman of the Board of Directors Finansa Public Company Limited	2004 - Present	Audit Committee Member Polyplex (Thailand) Public Company Limited	1995 - Present	Chairman of the Executive Board Double A (1991) Public Company Limited
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1995 - Present	Chairman of the Executive Board Double A (1991) Public Company Limited													

<p>Experience:</p>	<p>1994 - 2015 Chairman of the Board of Directors Bangkok Expressway Public Company Limited</p> <p>2012 - 2013 Chairman of the Board of Directors The Bank of Thailand</p> <p>1996 - 2012 Director Bangkok Airways Public Company Limited</p> <p>2004 - 2016 President of Thai-Lao Association Ministry of Foreign Affairs</p> <p>2006 - Apr 2011 Director IRPC Public Company Limited</p> <p>2006 - Mar 2008 Member of the National Legislative Assembly</p> <p>2005 - Feb 2007 Chairman of the Board of Directors Export-Import Bank of Thailand</p> <p>2001 - 2002 Chairman of the Board of Directors Thai Airways International Public Company Limited</p> <p>2000 Senator</p> <p>1997 Deputy Prime Minister</p> <p>1992 Deputy Minister of Finance</p> <p>1990 Minister of Finance</p> <p>1980 - 1988 Advisor to Prime Minister</p>
<p>Number of Years of Directorship:</p>	<p>2 years 2 months</p>
<p>Shareholding in the Company:</p>	<p>None</p>
<p>Positions in Other Listed Companies:</p>	<ul style="list-style-type: none"> - Chairman of the Board of Directors Finansa Public Company Limited - Audit Committee Member Polyplex (Thailand) Public Company Limited
<p>Positions in Other Non-Listed Companies:</p>	<ul style="list-style-type: none"> - Chairman of the Executive Board Double A (1991) Public Company Limited - Chairman of the Board of Directors Nam Ngum 2 Power Company Limited - Chairman of the Board of Directors SouthEast Asia Energy Limited

Positions in any business competing with the Company's business / any business having substantial connection with the Company's business:	<p>None of directorship/management in any such business</p>
Meeting Attendance Record in 2017	<p>- Board of Directors' Meetings 7/7 (100 percent)</p>
Performance during Directorship:	<ol style="list-style-type: none"> 1. Performing the duties as the Chairman of the Board of Directors, which plays the key role in leading and consulting the Executive Board and high-level executives to jointly lay down policies and directions on the Company's operations, as well as supervising and monitoring to ensure that the management efficiently and effectively complies with the policies. 2. Presiding over the Board of Directors' Meetings and the Shareholders' Meetings, supervising and monitoring to ensure that opinions of the participants stay within the topic and continue properly, eliminating conflicts in the meetings, as well as ensuring opinion sharing to form resolutions of the meetings. 3. Supervising and managing to ensure the Company's operations comply with the laws, objectives and articles of association, as well as resolutions of the Shareholders' Meetings, and protecting the benefits of the Company based on the good corporate governance principles.

Definition of Independent Directors: The Company defines the Company's independent director which is stricter than the minimum requirements of the SEC or the Stock Exchange in respect of shareholding in the Company, namely, the Company's independent directors shall hold not more than 0.5 percent of the total number of shares with voting rights in the Company.

Nature of Relationship of Independent Directors

<p>1. Holding shares of not exceeding 0.5 percent of the total number of shares with voting rights of the Company, its parent company, subsidiaries, associated companies, major shareholder or controller of the Company, including shares held by any related persons of each independent director.</p>	<p>No</p>
<p>2. Not being or having been a director having involvement in the management, an employee, a staff member, an advisor receiving a regular salary or a controller of the Company, its parent company, subsidiaries, associated companies, subsidiaries of the same tier, major shareholder or controller of the Company, unless such independent director has no longer been in such capacity for not less than two years prior to the appointment date, provided that such prohibited characteristics shall not apply to an independent director who was a public servant or an advisor to a government authority which is the Company's major shareholder or controller.</p>	<p>No</p>
<p>3. Not being a person having relationship by blood or by legal registration in the capacity as parent, spouse, sibling and offspring, including spouse of the offspring of other director, executive, major shareholder, controller or person to be nominated as director, executive or controller of the Company or its subsidiaries.</p>	<p>No</p>

<p>4. Not having or having had any business relationship with the Company, its parent company, subsidiaries, associated companies, major shareholder or controller of the Company in a manner which may prevent the exercise of his or her independent judgment; and not being or having been a substantial shareholder or controller of any person having a business relationship with the Company, its parent companies, subsidiaries, associated companies, major shareholder or controller of the Company, unless such independent director has no longer been in such capacity for not less than two years prior to the appointment date.</p> <p>The aforesaid business relationship under paragraph one shall include any transaction in the ordinary course of business for lease of immovable property, any transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending any loan, guarantee, providing assets as collateral, including any other similar action, which causes the Company or contractual party to be subject to indebtedness payable to the other party in the amount of three percent or more of the Company's net tangible assets or in the amount of Baht Twenty Million or more, whichever is lower. Such indebtedness shall be calculated according to the calculation method of connected transaction value under the Notification of the Capital Market Supervisory Board, Re: Rules on Connected Transactions, mutatis mutandis. However, the consideration of such indebtedness shall include the indebtedness incurred during the course of one year prior to commencement of business relationship with the same person.</p>	No
<p>5. Not being or having been an auditor of the Company, its parent company, subsidiaries, associated companies, major shareholder, or controller of the Company; and not being a substantial shareholder, controller, or partner of an audit firm which employs the auditor of the Company, its parent company, subsidiaries, associated companies, major shareholder, or controller of the Company, unless such independent director has no longer been in such capacity for not less than two years prior to the appointment date.</p>	No
<p>6. Not being or having been a professional service provider, including legal advisor or financial advisor which receives an annual service fee exceeding Baht Two Million from the Company, its parent company, subsidiaries, associated companies, major shareholder, or controller of the Company; and not being a substantial shareholder, controller, or partner of such professional service provider, unless such independent director has no longer been in such capacity for not less than two years prior to the appointment date.</p>	No
<p>7. Not being a director appointed as representative of the Company's director, major shareholder or shareholder who is a related person of the major shareholder.</p>	No
<p>8. Not engaging in any business of the same nature as and in material competition with the business of the Company or its subsidiaries; or not being a substantial partner in a partnership or a director having involvement in the management, an employee, a staff member, an advisor receiving a regular salary or holding more than one percent of the total number of shares with voting rights of another company engaging in any business of the same nature as and in material competition with the business of the Company or its subsidiaries.</p>	No
<p>9. Not having any other characteristics preventing provision of independent opinions on the Company's operations.</p>	No

Director Candidate

<p>Name:</p> <p>Type of Directorship:</p> <p>Age:</p> <p>Nationality:</p>	<p>Mrs. Natamon Bunnak</p> <p>Director</p> <p>53 years</p> <p>Thai</p>	
<p>Education:</p>	<ul style="list-style-type: none"> - Master Degree : Master of Economics (Business Economics), University of the Thai Chamber of Commerce <li style="padding-left: 150px;">: Master of Public and Private Management Program (Honors), National Institute of Development Administration - Bachelor Degree : Bachelor of Science (Agricultural Economics), Kasetsart University 	
<p>Present Positions:</p>	<p>Assistant Governor and Acting Deputy Governor (Finance) Mass Rapid Transit Authority of Thailand</p>	
<p>Experience:</p>	<p>2013 - 2015 Director of the Office of the Governor Mass Rapid Transit Authority of Thailand</p>	
<p>Number of Years of Directorship:</p>	<p style="text-align: center;">-</p>	
<p>Shareholding in the Company:</p>	<p style="text-align: center;">None</p>	
<p>Positions in Other Listed Companies:</p>	<p style="text-align: center;">None</p>	
<p>Positions in Other Non-Listed Companies:</p>	<p style="text-align: center;">None</p>	
<p>Positions in any business competing with the Company's business / any business having substantial connection with the Company's business:</p>	<p>Assistant Governor and Acting Deputy Governor (Finance) Mass Rapid Transit Authority of Thailand</p>	
<p>Shareholding in the Company:</p>	<p style="text-align: center;">-</p>	
<p>Performance during Directorship:</p>	<p style="text-align: center;">-</p>	
<p style="text-align: center;">To propose the appointment in the 2018 Annual Ordinary General Meeting of Shareholders</p>		