



**Proxy Form B.**

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 **General Sampao Choosri** age **77** years , residing at **138/9 Lat Phrao 41 (6-9)** .  
Road **Lat Phrao** Subdistrict **Lat Yao** District **Chatuchak** .  
Province **Bangkok** Postal Code **10900**

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 2018 be held on **Friday, April 20, 2018 at 14.00 hrs. at Vibhavadi Ballroom, Centara Grand at Central Plaza Ladprao Bangkok, No. 1695, Phaholyothin Road, Chatuchak Subdistrict, Chatuchak District, Bangkok 10900** 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>2018>the AGM of Shareholders for the year 2018](http://www.bemplc.co.th>Investor Relations>Shareholders Meeting>Invitation to Shareholders' Meeting>2018>the AGM of Shareholders for the year 2018)

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

**Item 1 To consider and approve the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2017**

- (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 2 To acknowledge the Company's operational results for 2017**

**Item 3 To consider and approve the statement of financial position and the statement of income for the year ended December 31, 2017**

- (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 and approve the appropriation of profit and 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 5 To consider and nominate candidates to be elected as directors to replace those due to retire by rotation**

- (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. Mr. Vitoon Tejatussanasoontorn
- Approve                       Disapprove                       Abstain
2. General Chetta Thanajaro
- Approve                       Disapprove                       Abstain
3. Dr. Annop Tanlamai
- Approve                       Disapprove                       Abstain

4. Mr. Prasit Dachsiri

Approve                       Disapprove                       Abstain

5. Mr. Panit Dunnvatanachit

Approve                       Disapprove                       Abstain

6. Dr. Virabongsa Ramangkura

Approve                       Disapprove                       Abstain

7. Mrs. Natamon Bunnak

Approve                       Disapprove                       Abstain

**Item 6                      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 7                      To consider the appointment of auditor and determination 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 8                      To consider execution of the connected transaction on engagement of CH. Karnchang Public Company Limited as the contractor for maintenance services on civil infrastructure and E&M Systems for the MRT Blue Line Project**

(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 9                      To consider execution of the connected transaction on selling of ordinary shares in Xayaburi Power Company Limited to CK Power Public Company Limited**

(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 10                      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.

