



## The Extraordinary General Meeting of Shareholders No. 1/2024

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Bangkok Expressway and Metro Public Company Limited.

Thursday, October 31, 2024

Via electronic means (E-Meeting) only

The Company will not provide physical meeting

The registration will be started at 12.00 hrs.

For any shareholders or proxies who wish to attend the Meeting,  
please proceed by following the Procedures for attending  
The Extraordinary General Meeting of Shareholders No. 1/2024,  
as detailed in Attachment 8.

If shareholders have any questions, please contact  
the Call Center at 0 2931 9131 available from 08.30 – 17.30 hrs.  
from October 21 to 31, 2024  
(except on holidays and public holidays)

BEM/C/CDO/0079/24

October 16, 2024

Subject: Invitation to Attend the Extraordinary General Meeting of Shareholders No. 1/2024  
To: Shareholders of Bangkok Expressway and Metro Public Company Limited

The Board of Directors of Bangkok Expressway and Metro Public Company Limited has resolved to convene the Extraordinary General Meeting of Shareholders No. 1/2024 to be held on **Thursday, October 31, 2024, at 14.00 hrs. only in the form of electronic means (E-EGM)**, according to the Emergency Decree on Electronic Meeting B.E. 2563 (2020). The purpose of this Meeting is to propose to a meeting of shareholders to consider the matters as per the following agendas, along with the opinions of the Board of Directors. These have been made available in advance via the Company's website: [www.bemplc.co.th](http://www.bemplc.co.th) since October 11, 2024, which the details are as follows:

**Agenda 1 To consider and approve the Minutes of the 2024 Annual Ordinary General Meeting of Shareholders**

**Fact and Reasons**

The 2024 Annual Ordinary General Meeting of Shareholders was held on April 10, 2024, of which the minutes of the meeting were completed and published via the Company's website ([www.bemplc.co.th](http://www.bemplc.co.th)) since April 23, 2024. Additionally, the Company has made available video recordings of each agenda for shareholders to view via the Company's website. None of the shareholders proposed to amend such minutes of the meeting. **(Please refer to additional details in Attachment No. 1)**

**Opinion of the Board**

The Board of Directors considered that the recording of the Minutes of the 2024 Annual Ordinary General Meeting of Shareholders is accurate, complete, and clear. Thus, it is deemed appropriate to propose the shareholders' meeting to approve the said minutes of the meeting.

**Vote required**

This agenda item requires approval by majority of the votes of the shareholders who attend the Meeting and cast votes.

**Agenda 2**

**To consider the connected transaction concerning the engagement of CH. Karnchang Public Company Limited for Procurement of Additional Rolling Stocks and Improvements to the Related MRT Systems of the MRT Blue Line Project**

**Fact and Reasons**

The Company previously engaged CH. Karnchang Public Company Limited (“CH. Karnchang”) in 2017 to carry out project management, including procurement, installation, and testing of the M&E Equipment for the MRT Blue Line Project and the Extraordinary General Meeting of the Shareholders No. 1/2022 resolved to approve the Company's engagement of CH. Karnchang for the management and construction of civil works (West Section) and the design, procurement, installation, testing of the M&E Equipment and the trial run (East and West Sections) of the MRT Orange Line Project. The engagement agreement for this work was signed on July 23, 2024.

Due to the fact that the route of the MRT Orange Line: East Section (Thailand Cultural Centre Station – Yaek Rom Klao Station) connects to the route of the MRT Blue Line at Thailand Cultural Centre Station, which is a shared station where passengers will be in transit; when the MRT Orange Line: East Section will open for service on schedule in 2028, it will transfer a large number of passengers to the MRT Blue Line. Therefore, there will be a significant increase in the number of passengers on the MRT Blue Line. As a result, the Company needs to procure 21 additional rolling stocks and improve the related MRT systems for the MRT Blue Line Project in order to accommodate the service, by engagement of CH. Karnchang for procurement of additional rolling stocks and improvements to other related systems of the MRT Blue Line Project in the amount of Baht 6,800 Million (excluding VAT).

**(Please refer to additional details in Attachments No. 2 and 3)**

#### Opinion of the Board

The Board of Directors, excluding the directors with conflict of interest and/or connected persons, has considered and thus deemed it appropriate to propose that the Extraordinary General Meeting of Shareholders No. 1/2024 consider and approve the execution of the connected transaction on engagement of CH. Karnchang Public Company Limited for Procurement of 21 Additional Rolling Stocks and Improvements to the Related MRT Systems of the MRT Blue Line Project in the amount of Baht 6,800 Million (excluding VAT).

With Capital Advantage Company Limited, the independent financial advisor, providing an opinion to the company's shareholders on the justification and benefit to the Company, the fairness of price and conditions for execution of the connected transaction. **(Please refer to additional details in Attachment No. 4).**

#### Vote required

This agenda item requires votes of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, excluding the shareholders with conflict of interest.

#### **Agenda 3**

##### **Other matters (if any)**

This agenda item has determined for the shareholders are free to ask any questions and/or the directors will answer their queries (if any). Therefore, no other matters will be proposed to the shareholders' meeting consider approving, and no vote on this agenda.

You are therefore invited to attend the Meeting on the date and at the time as mentioned above. Shareholders who are unable to attend the meeting in person may appoint another person as a proxy to attend the meeting and to vote as your desire in accordance with the proxy form **(Please refer to additional details in Attachment No. 5)** or you may appoint Prof. (adjunct) Athapol Yaisawang, Chairman of the Corporate Governance, Risk Management and Sustainable Development Committee, or General Chetta Thanajaro, the Audit Committee Member, who are independent directors without any special interest over other directors in every agenda items proposed in this meeting (Please refer to additional details in Attachment No. 6) Please kindly send the proxy form to the Company by Wednesday, October 30, 2024.

Please show documents and evidence of identity for the right to attend the Meeting follow the procedures for registration of E-Meeting (**Please refer to additional details in Attachments No. 7- 8**). In this regard, the Company will conduct the Meeting in accordance with the procedures for casting votes and in accordance with the Company’s Articles of Association (**Please refer to additional details in Attachments No. 9-10**)

By resolution of the Board of Directors

- Signature -

(Mr. Plew Trivisvavet)  
Chairman of the Board of Directors

Remarks

1. As for shareholders or proxy holders who wish to attend the meeting, please proceed by following the procedures for attending the meeting via electronic (E-meeting) are in Attachments No. 8-9 or contact the call center at 0 2931 9131 (from October 21 to 31, 2024 at 08.30 hrs. - 17.30 hrs., except holidays and public holidays).
2. Proxy Form A., Form B., or Form C. (Form C. is used only for a foreign investor appointing a share custodian in Thailand) is available for download on [www.bemplc.co.th](http://www.bemplc.co.th)>Investor Relations>Shareholder Meeting>Invitation to the Extraordinary Shareholders’ Meeting>Invitation to attend the Extraordinary General Meeting of Shareholders No. 1/2024 (It is recommended that Proxy Form B. be used, as it allows for clearer voting instruction)

For shareholders appointing proxy, kindly submit the proxy in advance to Concession and Directors Office, Bangkok Expressway and Metro Public Company Limited, No.238/7 Asoke-Din Daeng Road, Bang Kapi Sub-district, Huai Khwang District, Bangkok 10310.

The Company has prepared the stamp duty to be affixed on the proxy form for the proxy holders who registered to attend the Meeting.

3. For shareholders who may have questions concerning the above agenda items, kindly submit your questions or suggestions at:  
Miss Pattra Vongsaruk or Miss Mutita Insawang  
Concession and Directors Office:  
Telephone: 0 2641 4611 Ext. 8700 or 8500 or  
Contact Company Secretary: [companysecretary@bemplc.co.th](mailto:companysecretary@bemplc.co.th)
4. The Extraordinary General Meeting of Shareholders No.1/2024 shall be proceeding with the meeting in Thai language.