

# Annual Ordinary General Meeting of Shareholders 2026

Bangkok Expressway and Metro Public Company Limited

**Wednesday, April 8, 2026**

Via electronic means (E-Meeting) only

The Company does not hold a physical meeting

The registration will start at 12.00 hrs.

For any shareholders or proxies who wish to attend the Meeting, please proceed by following the Procedures for attending the 2026 Annual Ordinary General Meeting of Shareholders, as detailed in Attachment 13.

If shareholders have any questions, please contact the Call Center at 0 2460 9221 available from 08.30 – 17.30 hrs. from March 30 to April 8, 2026 (except on holidays and public holidays)

(Translation)

BEM/C/CDO/0025/26

March 17, 2026

Subject: Invitation to attend the 2026 Annual Ordinary General Meeting of Shareholders.

To: Shareholders

Whereas the Board of Directors of Bangkok Expressway and Metro Public Company Limited has passed the resolution to summon the 2026 Annual Ordinary General Meeting of Shareholders to be held on Wednesday, April 8, 2026 at 14.00 hrs. via electronic means (E-Meeting) only, according to the Article 25. of the Article of Association and the Emergency Decree on Electronic Meeting B.E. 2563(2020).

Give the fact that the Company provides shareholders with the opportunity to propose matters to be included in the meeting in advance during 1 October 2025 to 31 December 2025 but none were proposed, the Board of Directors has determined the agenda of the meeting and published on the Company's website: [www.bemplc.co.th](http://www.bemplc.co.th) since March 10, 2026. The details are as follows:

**Agenda 1 To consider and approve the minutes of the 2025 Annual Ordinary General Meeting of Shareholders**

Fact and Rationale The 2025 Annual Ordinary General Meeting of Shareholders was held on April 9, 2025. The Company completely prepared and published the Minutes of the Meeting on the Company's website: [www.bemplc.co.th](http://www.bemplc.co.th) since April 23, 2025. No shareholders propose any amendment to the Minutes of the Meeting.

Opinion of the Board Having considered the matter, the Board of Directors considered that the recording of the Minutes of the 2025 Annual Ordinary General Meeting of Shareholders were correctly, completely and clearly recorded, Thus, it is deemed appropriate to propose the Shareholders' Meeting to approve the said minutes of the meeting. (Please refer to other details in Attachment No. 1).

Vote required Majority of the votes of the shareholders who attend the Meeting and cast votes.

**Agenda 2 To acknowledge the Company's operational results for 2025**

Fact and Rationale The report on the Company's operational results for 2025 was shown in the Annual Report 2025 as distributed to the shareholders along with the Notice of the Meeting via QR Code, and as published on the Company's website : [www.bemplc.co.th](http://www.bemplc.co.th) at least 28 days prior to the Ordinary General Meeting of Shareholders.

Opinion of the Board Having considered the matter and agreed with the report on the Company's operational results for 2025, the Board of Directors then deemed it appropriate to propose the same to the Shareholders' Meeting for acknowledgment without passing any resolution. (Please refer to other details in Attachment No. 2).

Vote required This Agenda is for Shareholders' acknowledgement. Therefore, voting is not required.

**Agenda 3** **To consider and approve the statement of financial position and the statement of income for the year ended December 31, 2025.**

Fact and Rationale The statement of financial position and the statement of income for the year ended December 31, 2025 of Bangkok Expressway and Metro Public Company Limited were reviewed by the Audit Committee and the Board of Directors, and audited by the auditor from EY Office Limited.

Opinion of the Board Having considered the matter and agreed with the statement of financial position and the statement of income for the year ended December 31, 2025 which were reviewed by the Audit Committee and audited by the auditor, the Board of Directors then deemed it appropriate to propose that the Shareholders' Meeting approve the statement of financial position and the statement of income for the year ended December 31, 2025. (Please refer to other details in Attachments No. 2 and 3).

Vote required Majority of the votes of the shareholders who attend the Meeting and cast votes.

**Agenda 4** **To consider and approve the appropriation of profit for dividend payment**

Fact and Rationale The Company has a policy on dividend payment of not less than 40 percent of the net profit of each year, by taking into account the operational results, financial structure, and burdens of finance, investment, and continuity of dividend payment to its shareholders, which shall still have a cash reserve to continuously accommodate its expansion and investment in business projects.

The Company had a net profit under the separate financial statements for 2025 in the amount of Baht 3,691,984,973 without accumulated losses and the Company has already set aside a full 10 percent of the registered capital as a legal reserve. Therefore, the Company could consider making dividend payments to the shareholders for operating results in 2025. The dividend payments would be paid at the rate of Baht 0.15 per share, amounting to Baht 2,247 million. The dividend payment would be made from;

1. The profit that are subject to corporate income tax at a rate of 20 percent at the rate of Baht 0.089 per share, which individual shareholders would be entitled to dividend tax credits according to Section 47 bis of the Revenue Code.
2. The profits in dividends or share of profits received from businesses subject to corporate income tax at a rate of 20 percent

at the rate of Baht 0.029 per share, which individual shareholders would be requesting tax credits dividends according to Section 47 bis of the Revenue Code and;

3. The accounting profit that is not subject to corporate income tax at the rate of Baht 0.032 per share, which individual shareholders are not entitled to claim a tax credit.

In this regard, the right to receive such dividends remains uncertain as it subjected to the approval by the Shareholders' Meeting.

Opinion of the Board

Having considered the financial statements of the Company, the Board of Directors was of the opinion that in 2025 the Company reported a net profit of Baht 3,691,984,973 according to the separate financial statements, with no accumulated losses. The Company has also fully appropriated the annual net profit as a legal reserve at 10 percent of the registered capital as required by law. The Board therefore deemed it appropriate to propose to the Shareholders' Meeting for the approval of dividend payment for the year 2025 at the rate of Baht 0.15 per share, amounting to Baht 2,247 million, in accordance with the Company's dividend policy.

In this regard, March 11, 2026 has been set as the Record Date for determining the shareholders entitled to receive the dividend, and the dividend payment for the year 2025 is scheduled to be made on May 7, 2026 subject to the approval of the 2026 Annual Ordinary General Meeting of Shareholders. The Company's treasury shares totaling 307,123,500 shares are not entitled to dividend payment. (Please refer to other details in Attachment No. 4).

Vote required

Majority of the votes of the shareholders who attend the Meeting and cast votes.

**Agenda 5**

**To consider and nominate candidates to be elected as directors to replace those due to retirement by rotation**

Fact and Rationale

Article 14 of the Articles of Association stipulates that one-third of the number of directors shall vacate their office in the annual ordinary general meeting of shareholders. 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 is eligible for re-election.

In the 2026 Annual Ordinary General Meeting of Shareholders, six directors are due to retire by rotation, namely, 1. Mr. Vitoon Tejatussanasoontorn, 2. Gen. Chetta Thanajaro, 3. Dr. Annop Tanlamai, 4. Mr. Panit Dunnvatanachit, 5. Mr. Piyakorn Apibalsri, 6. Mrs. Vallapa Assakul. In addition, the Company provided an opportunity for shareholders with the right to nominate qualified person to be considered for appointment as directors at the 2026 Annual General Meeting of Shareholders, no shareholder submitted any nomination for consideration as director.

In accordance with the Criteria for the Nomination of Directors, the Nomination and Remuneration Committee shall consider and nominate qualified individuals, taking into consideration of the composition of the Board of Directors, the knowledge, skills and relevant expertise beneficial to the Company in accordance with the Board Skills Matrix. The nominees must not possess any prohibited characteristics as prescribed under the Public Company Act and the qualifications of directors of listed companies. These nominations appointed as directors in replacement of those who vacate office, whether due to resignation prior to the expiration of their term or retirement by rotation. In this regard, consideration shall be given to the skills and expertise currently lacking within the Board and their alignment with the Company's business strategy. All candidates shall undergo a formal selection and nomination process prior to being proposed to the Board of Directors or the Shareholders, as the case may be, for approval.

The Nomination and Remuneration Committee, excluding the directors due to retire by rotation, namely, Mr.Vitton Tejatussanasoontorn and Gen. Chetta Thanajaro, considered and deemed it appropriate to propose the Board of Directors to consider proposing that the Shareholders' Meeting consider approving the appointment of directors as follows:

1. The re-appointment of the retiring directors to resume their office as director for another term, namely,
  - 1) Mr. Vitton Tejatussanasoontorn (Independent Director)
  - 2) Gen. Chetta Thanajaro (Independent Director)
  - 3) Mr. Piyakorn Apibalsri (Director)
  - 4) Mrs. Vallapa Assakul (Independent Director)
2. The appointment of the directors to replace those whose terms have expired as follows:
  - 1) Mr. Chadej Insawang as an Independent Director in replacement of Dr. Annop Tanlamai
  - 2) Mr. Grisada Boonrach as a Director in replacement of Mr. Panit Dunnvatanachit

#### Opinion of the Board

The Board of Directors, excluding such director candidates, has carefully considered and prudent scrutiny the director candidates, and of the opinion that they have appropriate qualifications for the Company's business and had discharged their duties as a director by providing valuable suggestions to the business operations throughout their tenure.

Having considered the matter and agreed as proposed by the Nomination and Remuneration Committee, the Board of Directors then deemed it appropriate to propose that the Meeting of Shareholders consider approving the appointment of directors as follows,;

1. The re-appointment of the retiring directors to resume their office as director for another term, namely,
  - 1) Mr. Vitton Tejatussanasoontorn (Independent Director)
  - 2) Gen. Chetta Thanajaro (Independent Director)

- 3) Mr. Piyakorn Apibalsri (Director)
  - 4) Mrs. Vallapa Assakul (Independent Director)
2. The appointment of the directors to replace those whose terms have expired as follows:
- 1) Mr. Chadej Insawang as an Independent Director in replacement of Dr. Annop Tanlamai
  - 2) Mr. Grisada Boonrach as a Director in replacement of Mr. Panit Dunnvatanachit
- (Please refer to other details in Attachment No. 5).

Vote required

Majority vote of the shareholders who attend the Meeting and cast their votes, whereby the Shareholders' Meeting is proposed to consider electing such six directors on an individual basis.

**Agenda 6**

**To consider the determination of remuneration for directors**

Fact and Rationale

Articles of 15 of the Articles of Association stipulates that directors have the right to receive remuneration from the Company in the form of honorarium, meeting allowances, consideration, bonus or other benefits in other forms, in accordance with the Articles of Association or with the approval of the shareholders in the Shareholders' Meeting, which may be a fixed amount or in accordance with the rules and may be periodically fixed or permanently fixed until changed. Directors may receive per diem, welfares and expense reimbursement according to the Company's regulations.

The Nomination and Remuneration Committee considered and deemed it appropriate to propose that the Board of Directors consider proposing the matter to the Shareholders' Meeting approve bonus for directors for 2025 equal to the previous year, in the amount of Baht 18 million and remuneration for directors for 2026 equal to the previous year, in the amount of Baht 18 Million.

Opinion of the Board

Having considered the matter and agreed as proposed by the Nomination and Remuneration Committee, the Board of Directors then deemed it appropriate to propose that the Shareholders' Meeting consider approving the remuneration for directors, comprising the following:

1. Bonus for directors for 2025, equal to the previous year, in the amount of Baht 18 Million;
2. Remuneration for directors for 2026, equal to the previous year, in the amount of Baht 18 Million.

(Please refer to other details in Attachment No. 6).

Vote required

Not less than two-thirds of the total number of votes of the shareholders who attend the Meeting.

## **Agenda 7**

### **To consider the appointment of auditor and determination of remuneration**

#### Fact and Rationale

Article 30 (5) of the Articles of Association stipulates that the auditor shall be appointed and remuneration shall be fixed at every annual ordinary general meeting of shareholders.

The Audit Committee alongwith the management, jointly considered the reliability, independence, knowledge and experience in audit performance, capability to provide advice on accounting standards and certification of the financial statements in a timely manner, and appropriateness of remuneration. It was deemed appropriate to nominate the same auditor, namely, EY Office Limited, as the Company's auditor for 2026, and then deemed it appropriate to propose that the Board of Directors consider nominating to the Shareholders' Meeting either Mr. Kittiphun Kiatsomphob C.P.A. Registration No. 8050, or Mr. Vatcharin Pasaraongul C.P.A. Registration No. 6660, or Miss Watoo Kayankannavee C.P.A. Registration No. 5423 of EY Office Limited for appointment as the Company's auditor, with the authority to audit and sign for certification of the Company's financial statements for 2026, with remuneration not exceeding Baht 5,889,500.

#### Opinion of the Board

Having considered the matter and agreed as proposed by the Audit Committee, the Board of Directors then deemed it appropriate to propose that the Shareholders' Meeting appoint an auditor of EY Office Limited, either Mr. Kittiphun Kiatsomphob C.P.A. Registration No. 8050, or Mr. Vatcharin Pasaraongul C.P.A. Registration No. 6660, or Miss Watoo Kayankannavee C.P.A. Registration No. 5423, with the authority to audit and sign for certification of the Company's financial statements for 2025, with remuneration not exceeding Baht 5,889,500. (Please refer to other details in Attachment No. 7).

#### Vote required

Majority of the votes of the shareholders who attend the Meeting and cast votes.

## **Agenda 8**

### **To consider reviewing the prescription of prohibitions on acts constituting foreign dominance**

#### Fact and Rationale

The Company has engaged in the commercial development business of the M.R.T. Chaloem Ratchamongkhon Line Project (the MRT Blue Line), including telecommunications service, whereby the Company was granted the Type II License of Telecommunications Business, with its own telecommunications network, on September 19, 2018, pursuant to which the Notification of the National Broadcasting and Telecommunications Commission (NBTC) Re: Prescription of Prohibitions on Acts Constituting Foreign Dominance B.E. 2555 (2012) (the "Notification") requires that the telecommunications business operators propose the Shareholders' Meeting to define the prohibitions on acts constituting foreign dominance as specified in the list attached to the Notification and review every year. In the past year, the Company duly complied with the requirements relating to prohibitions on acts constituting foreign dominance and did not take any act in a manner of foreign dominance.

Opinion of the Board The Board of Directors considered and deemed it appropriate to propose the Shareholders’ Meeting to review and consider approving the prohibitions on acts constituting foreign dominance for further reporting to the NBTC. (Please refer to other details in Attachment No. 8).

Vote required Majority of the votes of the shareholders who attend the Meeting and cast votes.

**Agenda 9 To consider amending the objectives in the Company's memorandum of Association.**

Fact and Rationale The Company plans to distribute single-trip tickets and travel packages through online distribution channels in order to facilitate consumers’ access to the Company’s products or services. Such activities constitute “Direct Marketing” under Section 3 of the Direct Sales and Direct Marketing Act, B.E. 2545 (2002). Therefore, the Board of Directors has considered and approved the submission of an application to register the Company’s direct marketing business with the Office of the Consumer Protection Board. In this regard, it is necessary to amend Clause 53 of the Company’s Memorandum of Association to enable the Company to conduct such business. The details of the proposed amendment to the Company’s objectives are as follows:

<b>The current objectives in the Memorandum of Association</b>	<b>The objectives to proposed amendment</b>
Clause 53: “ To provide the service of the electronic commercial system, including the Internet payment and sale of goods (neither direct sale business nor direct marketing business).”	Clause 53: “To conduct direct marketing business, provide e-commerce systems and e-payment systems for the sale of goods or services through websites, applications or other electronic systems, including related or supporting businesses.”

Pursuant to Article 29 (2) (d) of the Company’s Articles of Association, which stipulates that any amendment to the objectives in the Memorandum of Association requires a resolution from the Shareholders’ Meeting passed by a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and are entitled to vote.

Opinion of the Board Having considered the matter, the Board of Directors deemed it appropriate to propose that the 2026 Annual General Meeting of Shareholders consider approving the amendment to Clause 53 of the Company's Memorandum of Association, as follows:

“Clause 53: To conduct direct marketing business, provide e-commerce systems and e-payment systems for the sale of goods or services through websites, applications or other electronic systems, including related or supporting businesses.” (Please refer to other details in Attachment No. 9).

Vote required Not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and are entitled to vote.

## Agenda 10

### Other matters (if any)

This agenda item has determined for the shareholders are free to ask any questions and the director 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 specified 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 by completing and signing the proxy form , which can be download from the Company's website, (Please refer to additional details in Attachment No. 10.) or you may appoint Mr.Vitoon Tejatussanasoontorn, Chairman of the Audit Committee, who is an independent director who retired by rotation at this meeting or Prof. (adjunct) Athapol Yaisawang, Chairman of the Corporate Governance, Risk Management and Sustainable Development Committee, who is independent director without any special interest over other directors in all agenda items proposed at this meeting (Please refer to additional details in Attachment No. 11.) Please kindly submit the proxy form to the Company by Tuesday, April 7, 2026.

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. 12.- 13.). 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. 14.-15.)

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) and Procedures for casting votes are in Attachments No. 13.-14. or contact the call center at 0 2460 9221 (from March 30 to April 8, 2026 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>Shareholders Meeting>Invitation to the Shareholders' Meeting> Invitation to the Shareholders' Meeting 2026 (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 2026 AGM of Shareholders shall be proceeding with the meeting in Thai language.