

(Translation)

**Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022
via Electronic Means (E-EGM)
under the Emergency Decree on Electronic Meetings B.E. 2563 (2020)
Monday, November 28, 2022
with the Meeting Control at the Head Office
Bangkok Expressway and Metro Public Company Limited
No. 587 Sutthisarn Road, Ratchadaphisek Subdistrict,
Dindaeng District, Bangkok 10400**

The Meeting commenced at 2:00 p.m.

Attendees were as follows:

- 1) 16 directors attending the Meeting** from the total number of 17 directors
(representing 94.12 percent of the total number of directors)

Directors attending the Meeting in person

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| 1. Mr. Plew Trivisvavet | Chairman of the Board of Directors,
Chairman of the Executive Board,
Nomination and Remuneration
Committee Member
(Chairman of the Meeting) |
| 2. Mr. Vitoon Tejatussanasoontorn | Director,
Chairman of the Audit Committee,
Nomination and Remuneration
Committee Member
(Independent Director) |
| 3. Gen. Chetta Thanajaro | Director,
Chairman of the Nomination and
Remuneration Committee,
Audit Committee Member
(Independent Director) |
| 4. Prof. (adjunct) Athapol Yaisawang | Director,
Chairman of the Corporate Governance,
Risk Management and Sustainable
Development Committee,
Nomination and Remuneration
Committee Member
(Independent Director) |
| 5. Mr. Supong Chayutsahakij | Director and Executive Director |

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| 6. | Mr. Phongsarit Tantisuvanitchkul | Director,
Corporate Governance, Risk
Management and Sustainable
Development Committee Member,
Executive Director |
| 7. | Dr. Sombat Kitjalaksana | Director,
Corporate Governance, Risk
Management and Sustainable
Development Committee Member,
Executive Director and Managing Director |

Directors attending the Meeting via electronic means

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| 8. | Dr. Annop Tanlamai | Director,
Audit Committee Member
(Independent Director) |
| 9. | Mrs. Vallapa Assakul | Director,
Corporate Governance, Risk
Management and Sustainable
Development Committee Member
(Independent Director) |
| 10. | M.L. Prasobchai Kasemsant | Director
(Independent Director) |
| 11. | Mrs. Payao Marittanaporn | Director and Executive Director |
| 12. | Miss Arisara Dharamadhaj | Director |
| 13. | Mr. Panit Dunnvatanachit | Director |
| 14. | Mr. Piyakorn Apibalsri | Director |
| 15. | Mrs. Tasanuch Thammachot | Director |
| 16. | Mr. Vithaya Punmongkol | Director |

Director not attending the Meeting

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| 1. | Dr. Supamas Trivisvavet | Director and Executive Director
(engaged in another business) |
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2) Executives attending the Meeting

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| 1. | Mr. Witoon Hatairatana | Deputy Managing Director:
Operations & Engineering (Rail) |
| 2. | Mr. Anawash Suwanarit | Deputy Managing Director: Business
Development & Expressway Operations |
| 3. | Mr. Alvin Gee | Deputy Managing Director:
Administration |
| 4. | Miss Panan Tosuwanthaworn | Deputy Managing Director:
Accounting & Finance |

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| 5. | Mrs. Manatsavee Subchavaroj | Assistant Managing Director:
Legal and Compliance Group,
and Company Secretary |
| 6. | Mrs. Pauranee Kanittanon | General Manager of Compliance and
Director Office |

3) Independent Financial Advisor, Capital Advantage Company Limited

Mr. Patchara Netsuwan

4) Financial Advisor, Finansia Securities Limited

Mr. Kittipong Lertvanangkul

5) Legal Advisor, The Legists Group

Mr. Nopadol Intralib

6) Examiner of Voting Results, The Legists Group

Miss Sawitree Treenawarut

7) Representative of Shareholders' Right Protection Volunteer (attending the Meeting via electronic means)

Miss Chanathip Wittayakul

8) Shareholders attending the Meeting

As at the closing date of the share register for collection of shareholders' names on October 31, 2022, the total number of shareholders who had the right to attend the Meeting was 82,227 shareholders with the total of 15,285,000,000 shares sold. There were a total of 2,350 shareholders attending the Extraordinary General Meeting of Shareholders No. 1/2022, both via electronic means in person and by proxy, which commenced at 2:00 p.m., holding among them 11,141,031,104 shares or 72.8886 percent of the total number of shares sold, thereby constituting the quorum in accordance with the Articles of Association of the Company, which stipulate that there shall not be less than 25 shareholders holding in aggregate not less than one-third of the total number of shares sold; and as at the closing time of the registration, there were a total of 2,368 shareholders attending the Meeting, holding among them 11,306,237,663 shares or 73.9694 percent of the total number of shares sold.

There were 2,303 shareholders out of 2,368 attending shareholders, holding among them 2,978,321,096 shares, authorizing Prof. (adjunct) Athapol Yaisawang, Chairman of the Corporate Governance, Risk Management and Sustainable Development Committee, or Gen. Chetta Thanajaro, Audit Committee Member, who were Independent Directors and persons who had no special interest differently from other directors in all agenda items proposed in this Meeting, to act as their proxy to attend the Meeting and vote on their behalf.

(Translation)

The Board of Directors resolved to hold the Extraordinary General Meeting of Shareholders No. 1/2022 by means of E-Meeting, with the detailed agenda items appearing in the Notice of the Meeting which had been delivered to the shareholders.

Prior to proceeding with the Meeting in accordance with the agenda, the Chairman requested the Company Secretary to inform the Meeting of the Company's practical procedures for the E-EGM and vote casting.

The Company Secretary stated to the Meeting that the details of procedures for vote casting and rules for counting of votes were described on pages 42-43 of the Notice of the Meeting as delivered to the shareholders, which could be summarized as follows:

1. In casting a vote, it shall be based on the Company's Articles of Association, namely, one share shall have one vote.
2. The Meeting will consider the agenda in the order specified in the Notice of the Meeting, by presenting information in each agenda and providing an opportunity for shareholders to ask questions before voting, and the results of the votes will be announced to the Meeting once the vote counting in the respective agenda items is completed.
3. In counting votes, the Company will deduct the disapproval and abstention votes out of the total votes cast by shareholders present at the Meeting and having the right to vote, and the remaining votes will be counted as votes "Agree".

Shareholders who intend to vote on each agenda or intend to ask a question or express an opinion at the Meeting shall follow the steps and procedures outlined in the video clip.

Item 1 **Consideration and approval of the Minutes of the 2022 Annual Ordinary General Meeting of Shareholders**

The Chairman requested the Company Secretary to clarify the details to the Meeting for consideration.

The Company Secretary informed the Meeting that the Minutes of the 2022 Annual Ordinary General Meeting of Shareholders, which was held on April 4, 2022, had already been delivered by the Company to shareholders in advance, together with the Notice of the Meeting, per the details on pages 9 to 28, and publicized on the Company's website since April 18, 2022; and the Company disseminated video clips of the Meeting on each agenda item for shareholders' viewing through the Company's website, with none of the shareholders proposing any amendment to the Minutes of the Meeting.

Having considered the matter, the Board of Directors was of the opinion that the Minutes of the Meeting were correctly, completely and clearly recorded, and thus, it deemed appropriate that such Minutes of the Meeting should be approved.

The Chairman allowed shareholders to submit the questions or express opinions.

The Compliance and Director Office General Manager informed the Meeting that no shareholder submitted any question and opinion, both via VDO Conference and Q&A.

(Translation)

The Chairman then requested the Meeting to consider casting votes.

The Company Secretary stated to the Meeting that this agenda item required approval by a majority vote of the shareholders who attended the Meeting and cast their votes.

The voting results were as follows:

Total of the votes of shareholders attending the agenda are 11,145,755,720 votes

Approved	11,070,063,438	votes	equal to	100.00	percent
Disapproved	0	votes	equal to	0.00	percent
Abstained	75,692,282	votes			
Voided Ballot	0	votes			

The Meeting resolved unanimously to approve the Minutes of the 2022 Annual Ordinary General Meeting of Shareholders, as proposed.

Item 2

Consideration of the entering into the Public-Private Partnership Contract for the MRT Orange Line Project: Bang Khun Non - Min Buri (Suwinthawong) Section with the Mass Rapid Transit Authority of Thailand

The Chairman requested the Company Secretary to clarify details to the Meeting.

The Company Secretary informed the Meeting that the details of seeking approval of this agenda item were shown in the Notice of the Meeting and the Information Memorandum Concerning the Acquisition of Assets per Attachment 2, and Item 2 and Item 3 were related to each other, the request was then made to present the overview information in the form of a video to summarize the information on the entering into the Public-Private Partnership Contract for the MRT Orange Line Project: Bang Khun Non - Min Buri (Suwinthawong) Section with the Mass Rapid Transit Authority of Thailand, of which essence was as follows:

The MRT Orange Line Project: Bang Khun Non - Min Buri (Suwinthawong) Section, with a total distance of 35.9 kilometers, divided into 2 sections: West Section or Bang Khun Non - Thailand Cultural Centre Section and East Section or Thailand Cultural Centre - Min Buri (Suwinthawong) Section.

In 2016, the Cabinet passed a resolution approving the Ministry of Transport by the Mass Rapid Transit Authority of Thailand (MRTA) to carry out the construction of civil works of the MRT Orange Line Project (East Section); and subsequently in 2020, the Cabinet resolved to approve the implementation of the MRT Orange Line Project: Bang

(Translation)

Khun Non - Min Buri (Suwinthawong) Section in the nature of public-private partnership under the PPP Net Cost arrangement.

The public sector shall invest in:

- cost of civil works for the MRT Orange Line Project (East Section); and
- land acquisition cost of the MRT Orange Line Project (West Section)

The private sector shall invest in:

- cost of civil works for the MRT Orange Line Project (West Section); and
- cost of the M&E systems, rolling stocks, as well as system operation and maintenance of the entire route, with the operation period of 30 years starting from the commencement date of the commercial operation of the MRT Orange Line Project (East Section).

In this regard, the public sector shall subsidize the civil works of the MRT Orange Line Project (West Section). The private sector shall have the right to revenue from fares and commercial development and shall pay concession fee to the public sector.

In May 2022, the MRTA had announced the invitation of interested parties to tender the public-private partnership of the MRT Orange Line Project: Bang Khun Non - Min Buri (Suwinthawong) Section. Thus, the Company submitted the proposal for such selection to the MRTA with reference based on experience in civil work construction and management of CH. Karnchang Public Company Limited (“CK”), as a contractor, to fulfill the requirements for the partnership as provided by the MRTA. In September 2022, the Selection Committee under Section 36 of the Public-Private Partnership Act B.E. 2562 (2019) (the PPP Act) informed that the Company was the winner of the tenderer and negotiation on agreement could be reached. Currently, the MRTA is in the process of seeking an approval in accordance with the procedures of the PPP Act.

To ensure that the Company would be able to enter into the Public-Private Partnership Contract for the MRT Orange Line Project: Bang Khun Non - Min Buri (Suwinthawong) Section with the Mass Rapid Transit Authority of Thailand; and enter into the contract engaging CH. Karnchang Public Company Limited to conduct the management and construction of civil works and the design, procurement, installation, testing of system equipment and the trial run, the Company shall be approved by the Shareholders’ Meeting.

The MRT Orange Line Project: Bang Khun Non - Min Buri (Suwinthawong) Section has its route connecting East Bangkok and West Bangkok, with the total distance of 35.9 kilometers, divided into:

West Section: (Bang Khun Non - Thailand Cultural Centre Section) has the total distance of 13.4 kilometers, with a total of 11 underground stations, its route starting at Bang Khun Non Station connected to the MRT Blue and Light Red Lines, an underground tunnel running along the original train route to Siriraj Hospital where Siriraj Station is connected with the Light Red Line, running under the Chao Phraya River parallel to Somdet Phra Pinklao Bridge going under the area of Ratchadamnoen Road passing through Sanam Luang connecting to the MRT Purple Line in the area of the Democracy Monument, then the

(Translation)

route diverting along Larn Luang Road until reaching Yommarat Intersection connecting to the Dark Red Line at Yommarat Station before turning right along Phetchaburi Road connecting to the Light Green Line at Ratchathewi Station, passing Pratunam Intersection and turning left under Ratchaprarop Road connecting to the Airport Rail Link through Sam Liam Din Daeng Junction turning left along Vibhavadi Rangsit Road, turning right passing Bangkok 2 and diverting to right going under Pracha Songkhro Community to connect with the MRT Blue Line at Thailand Cultural Centre Station.

East Section: (Thailand Cultural Centre - Min Buri (Suwinthawong) Section) has the total distance of 22.5 kilometers, with a total of 17 stations, divided into 10 underground stations and 7 elevated stations, its underground route starting at Thailand Cultural Centre which is the central termination station of the MRT Orange Line and the MRT Blue Line running parallel along Rama 9 Road to the MRTA Station and connecting to the Gray Line (in the future) at Rama 9 Temple Station around Rama 9 - Praditmanutham Intersection passing under Saen Saep Canal before turning left onto Ramkhamhaeng Road passing Yaek Lam Sali Intersection connecting with the Yellow and Brown Lines (in the future) in the area of Yaek Lam Sali Intersection running long to the area of Khlong Ban Ma Canal before changing from the underground runway to the elevated runway and running along Ramkhamhaeng Road to Khlong Song area at Min Buri Station connecting to the Pink Line before the end of the route at Suwinthawong Station in the area of Ramkhamhaeng - Suwinthawong Intersection. In this East Section, the MRTA shall be responsible for the civil construction works, which have been constructed since the end of October 2022 with 97% progress of the work.

The Company as an investment partner shall be responsible for works divided into two phases, namely Phase 1: Design and construction of the civil works for West Section and the procurement of M&E system for East Section and West Section; and Phase 2: Operation and Maintenance (O&M) services of the entire route of the MRT Orange Line, whereby Phase 1 works in respect of the procurement of M&E system for East Section are scheduled to be completed within three years and six months from the date specified in the Notice to Proceed of the MRTA; while the design and construction of the civil works and the procurement of M&E system for West Section are scheduled to be completed within six years from the date specified in the Notice to Proceed of the MRTA. Phase 2 works: the O&M services have the period of 30 years from the commencement date of the commercial operation of the MRT Orange Line (East Section), provided that the Company shall have the exclusive right to fare collection and commercial development for the MRT Orange Line Project.

The MRTA shall subsidize cost of the civil works of West Section and interest during the construction period. The payments shall be annually paid to the Company for the "period of 6 years starting from the date specified on the Notice to Proceed of the MRTA, and the Company shall pay consideration to the MRTA under the Contract together with additional consideration if the Equity IRR from the operation of the MRT Orange Line Project exceeds 9.75 percent.

The total value of the investment in the MRT Orange Line is Baht 139,127 Million in accordance with the Company's public-private partnership proposal submitted to the MRTA, consisting of:

(Translation)

- (1) value of the design and construction of civil works for the West Section and interest during the construction period of Baht 95,432 Million; and
- (2) value of the procurement of M&E system for the entire route and related expenses for the right to operate the MRT services of Baht 43,695 Million, for which the sources of fund are from borrowing from financial institutions, issuing debentures, and operating cash flows, including the subsidy from the MRTA which are adequate for the operation of the MRT Orange Line Project.

Such investment would enhance the Company's capability to conduct continued business; expand the network of mass transit system currently under the Company's management to cover more service area; increase revenue from project management of the MRT Orange Line Project, as well as increasing the number of passengers and revenues of the MRT projects currently under the Company's management. The Board of Directors were of the opinion that such investment in the MRT Orange Line Project would give benefits to the nation and society as a whole while also giving benefits to the Company and its shareholders; therefore, it deemed appropriate to propose that the Shareholders' Meeting consider approving such investment.

Regarding Phase 1 works: Design and construction of the civil works for the West Section and the procurement of M&E system for East Section and West Section, the Company would engage CK to conduct the management and construction of the civil works and the procurement of M&E system to ensure consistency with the Company's proposal submitted to the MRTA, so as to achieve integration in the design and construction, to enable resources to be jointly utilized in the operation of the project with the maximum efficiency, and bring benefits to the Company in the operation of the project. The nature of engagement is on a Lump Sum Turnkey basis, with a scope of work that must be performed and scheduled to be completed according to the details specified in the MRTA's requirements in the Public-Private Partnership Contract for the MRT Orange Line Project.

There are two contracts, namely:

- (1) Contract engaging CK for the management and construction of civil works of the MRT Orange Line Project (West Section) (excluding the appointment of consultants of the MRTA) in the amount of Baht 82,502 Million; and
- (2) Contract engaging CK for the design, procurement, installations, testing of system equipment, and trial run of the MRT Orange Line Project (East Section and West Section) in the amount of Baht 26,714 Million.

The wage price is lower than the value of works assessed by the Independent Experts under the scope of similar work of such project and consistent with the Company's public-private partnership proposal submitted to the MRTA.

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The engagement of CK to be responsible for the civil works and the M&E system procurement would enable the seamless integration of civil works and M&E system since CK has experience, knowledge, and expertise in civil works and the procurement of M&E systems for many projects, all of which had been completed by CK as scheduled with acceptable quality. The engagement of CK on a Lump Sum Turnkey basis would enable the Company to restrict cost overrun risk and completion risk. Furthermore, CK is a financially strong company, having a stable financial position, having capability to manage risks that may arise from the implementation of mega-scale projects, and is also the Company's investment partners, thereby having its responsibility and commitment to the project's success.

The Board of Directors was of the opinion that the engagement conditions of CK are reasonable and in line with the obligations and duties that the Company must comply with the conditions in the Public-Private Partnership Contract to be signed by the Company with MRTA; and the consideration is lower than the value of works assessed by the Independent Experts under the scope of similar work of such project and consistent with the Company's public-private partnership proposal submitted to the MRTA. Therefore, it deemed appropriate to propose that the Shareholders' Meeting consider approving the matter.

The Company Secretary informed the Meeting that in this agenda item, the Board of Directors, excluding the directors with conflicts of interest, had considered and opined that the said public-private partnership in the MRT Orange Line Project would be beneficial to the Company. Thus, it deemed appropriate to propose that the Shareholders' Meeting consider approving the following matters:

- 1) The entering into a Public-Private Partnership Contract for the MRT Orange Line Project: Bang Khun Non – Min Buri (Suwinthawong) Section with the Mass Rapid Transit Authority of Thailand after the Cabinet's approval;
- 2) The authorization of the Board of Directors to consider approving the details of the Contract as well as taking any actions necessary to complete the Contract with the Mass Rapid Transit Authority of Thailand.

The Board of Directors' Meeting resolved to appoint Capital Advantage Company Limited as the Company's independent financial advisor to provide opinions on the justification and benefits of the Company, price fairness, and transaction conditions. The said opinions were already submitted to the Stock Exchange of Thailand and the Company's shareholders per details in Attachment 3.

The Chairman allowed shareholders to submit the questions or express opinions.

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The Compliance and Director Office General Manager informed the Meeting that a shareholder had submitted a question via Q&A.

Mr. Piyapong Prasatthong, shareholder, inquired as to the progress of the bidding of the MRT Orange Line Project and the MRT Purple Line Project (Southern Section).

The Chairman requested Mr. Phongsarit Tantisuvanitchkul, director, to clarify details to the Meeting.

Mr. Phongsarit Tantisuvanitchkul, director, clarified as follows:

1. As for the MRT Orange Line Project, we would like to clarify further from what was informed in the video presentation that the Company have passed the selection process of the Selection Committee in accordance with Section 36 of the Public-Private Partnership Act B.E. 2562 (2019) and has been already negotiated with the Mass Rapid Transit Authority of Thailand (MRTA) and the Selection Committee. Currently, the draft Contract is currently being reviewed by the Office of the Attorney General, which will be then presented to the Cabinet for further consideration. The Contract would be signed only after the Cabinet's approval.
2. As for the MRT Purple Line Project (Southern Section), the Mass Rapid Transit Authority of Thailand (MRTA) had started the construction. The study on continued train operation in conjunction with the train operation of the existing MRT Purple Line Project (Northern Section) would be the next step. In this regard, the government was expected to have the clarity within this year.

The Chairman then requested the Meeting to consider casting votes.

The Company Secretary informed the Meeting that this agenda item shall be approved with an affirmative vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote, excluding shareholders with conflicts of interest.

According to the shareholders' information as at the closing date of the share register on October 31, 2022 to attend this Meeting, MRTA was a shareholder with a conflict of interest in the agenda item and without having the right to vote, totaling 1,256,259,584 shares or 8.22 percent per the list of names shown in the Notice of the Meeting and the Information Memorandum Concerning the Acquisition of Assets in Attachment 2, item 10, page 16.

The voting results were as follows:

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Total of the votes of shareholders attending the agenda are 11,145,945,963 votes

Total of the votes of shareholders having no voting right are 1,256,259,584 votes

Total of the votes of shareholders having the voting rights are 9,889,686,379 votes

Approved	9,279,196,904	votes	equal to	93.8271	percent
Disapproved	18,469	votes	equal to	0.0001	percent
Abstained	610,471,006	votes	equal to	6.1728	percent
Voided Ballot	0	votes	equal to	0.0000	percent

The Shareholder' Meeting resolved, with the affirmative vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote, excluding shareholders with conflicts of interest, to approve the Company's entering into the Public-Private Partnership Contract for the MRT Orange Line Project: Bang Khun Non - Min Buri (Suwinthawong) Section with the Mass Rapid Transit Authority of Thailand, after the Cabinet's approval and the authorization of the Board of Directors to consider approving the details of the Contract as well as taking any actions necessary to complete the Contract with the Mass Rapid Transit Authority of Thailand.

Item 3

Consideration of the connected transaction concerning the engagement of CH. Karnchang Public Company Limited for the management and construction of civil works (West Section) and the design, procurement, installation, testing of system equipment and the trial run (East Section and West Section) of the MRT Orange Line Project: Bang Khun Non - Min Buri (Suwinthawong) Section

The Chairman informed the Meeting that prior to proceeding with this agenda item, the Chairman himself was a connected person and concurrently a shareholder with a conflict of interest in this agenda item, and in order to ensure transparency in the Meeting proceedings, therefore asked Mr. Supong Chayutsahakij, a director and executive director, to act as Chairman of the Meeting for this agenda item instead.

Mr. Supong Chayutsahakij, Chairman of the Meeting, requested the Company Secretary to clarify details to the Meeting.

The Company Secretary clarified to the Meeting that the details of seeking approval of this agenda item were shown in the Notice of the Meeting and the Information Memorandum Concerning the Connected Transaction in Attachment 2, as well as the summary information in the video presentation which was already presented in Item 2.

Having considered the matter, the Board of Directors, excluding directors with conflicts of interest and/or connected persons, was of the opinion that the engagement of CH. Karnchang Public Company Limited (CK) for the management and construction of civil works of the MRT Orange Line Project (West Section), and the design, procurement, installation, testing of system equipment and the trial run of the MRT Orange Line Project (East Section and West Section) would be beneficial

(Translation)

to the Company, due to the fact that CK has potential, experience, and expertise in the aforesaid works. In addition, the consideration to be paid by the Company to CK is reasonable. Thus, it deemed appropriate to propose that the Shareholders' Meeting consider approving the following matters:

- 1) Execution of the connected transaction concerning the engagement of CH. Karnchang Public Company on a Lump Sum Turnkey basis, divided into two contracts, namely:
 - (1) Contract engaging CK for the management and construction of civil works of the MRT Orange Line Project (West Section) (excluding the appointment of consultants of the MRTA) with the consideration amounting to Baht 82,502 Million (exclusive of VAT); and
 - (2) Contract engaging CK for the design, procurement, installations, testing of system equipment, and trial run of the MRT Orange Line Project (East Section and West Section) with the consideration amounting to Baht 26,714 Million (exclusive of VAT).

In this regard, such transaction would take place after the Company's entering into the Public-Private Partnership Contract for the MRT Orange Line Project with the Mass Rapid Transit Authority of Thailand.

- 2) The authorization of the Board of Directors to consider approving the details of the Contracts as well as taking any actions necessary to complete the Contracts with CH. Karnchang Public Company Limited.

The Board of Directors' Meeting resolved to appoint Capital Advantage Company Limited as the Company's independent financial advisor to provide opinions on the justification and benefits of the Company, price fairness, and transaction conditions. The said opinions were already submitted to the Stock Exchange of Thailand and the Company's shareholders per details in Attachment 3.

The Chairman allowed shareholders to submit the questions or express opinions.

The Compliance and Director Office General Manager informed the Meeting that no shareholder submitted any questions and opinions, both via VDO Conference and Q&A.

The Chairman then requested the Meeting to consider casting votes.

The Company Secretary informed the Meeting that this agenda item shall be approved with an affirmative vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote, excluding shareholders with conflicts of interest.

According to the shareholders' information as at the closing date of the share register on October 31, 2022 to attend this Meeting, there were shareholders connected to CH. Karnchang Public Company Limited who was a connected person or had a conflict of interest, and then without having the right to vote, totaling 5,135,616,406 shares per the

(Translation)

list of names shown in the Information Memorandum Concerning the Connected Transaction in Attachment 2, item 6, page 24.

In this regard, Mr. Plew Trivisvavet and Mr. Phongsarit Tantisuvanitchkul who were shareholders with conflicts of interest in this agenda item did not register to attend this Meeting.

The voting results were as follows:

Total of the votes of shareholders attending the agenda are 11,145,954,663 votes

Total of the votes of shareholders having no voting right are 4,967,009,174 votes

Total of the votes of shareholders having the voting rights are 6,178,945,489 votes

Approved 6,103,733,707 votes equal to 98.7828 percent

Disapproved 75,189,851 votes equal to 1.2169 percent

Abstained 21,931 votes equal to 0.0003 percent

Voided Ballot 0 votes equal to 0.0000 percent

The Shareholder' Meeting resolved, with the affirmative vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote, excluding shareholders with conflicts of interest, to approve the Company's execution of the connected transaction concerning the engagement of CH. Karnchang Public Company Limited for the management and construction of civil works (West Section) and the design, procurement, installation, testing of system equipment and the trial run (East Section and West Section) of the MRT Orange Line Project: Bang Khun Non - Min Buri (Suwinthawong) Section on a Lump Sum Turnkey basis, divided into two contracts, namely:

- (1) Contract engaging CK for the management and construction of civil works of the MRT Orange Line Project (West Section) (excluding the appointment of consultants of the MRTA) with the consideration amounting to Baht 82,502 Million (exclusive of VAT); and
- (2) Contract engaging CK for the design, procurement, installations, testing of system equipment, and trial run of the MRT Orange Line Project (East Section and West Section) with the consideration amounting to Baht 26,714 Million (exclusive of VAT).

In this regard, such transaction would take place after the Company's entering into the Public-Private Partnership Contract for the MRT Orange Line Project with the Mass Rapid Transit Authority of Thailand; and the authorization of the Board of Directors to consider approving the details of the Contracts as well as taking any actions necessary to complete the Contracts with CH. Karnchang Public Company Limited.

(Translation)

Mr. Supong Chayutsahakij, Chairman of the Meeting, invited Mr. Plew Trivisvavet to resume his position as Chairman of the Meeting to continue the Meeting in the next agenda item.

Item 4 Other matters

Mr. Plew Trivisvavet resumed his position as Chairman of the Meeting.

The Chairman allowed shareholders to submit further questions / opinions or suggestions.

The Compliance and Director Office General Manager informed the Meeting that there was a question submitted by a shareholder via VDO Conference, namely:

Miss Suwanee Chiansirikraiwt, shareholder, inquired as to the amount of the Company's investment budget for the operation of the MRT Orange Line Project as well as the proportions of the Company's fixed and floating interest rates.

The Chairman requested Miss Panan Tosuwanthaworn, Deputy Managing Director: Accounting & Finance, to clarify the details to the Meeting.

Miss Panan Tosuwanthaworn, Deputy Managing Director: Accounting & Finance, clarified that the MRT Orange Line Project required an investment budget of approximately Baht 30,000 Million or more. As for the Company's current average interest rates, they were approximately 3 percent. There were a 75 percent fixed interest rate of and a 25 percent floating interest rate.

The Chairman inquired the Meeting whether any shareholders submitted any further questions or opinions, which no any shareholder did.

The Chairman thanked all shareholders for attending the Meeting and sharing helpful opinions. There was no any other matter to be considered, the Chairman then adjourned the Meeting.

The Meeting adjourned at 2:50 p.m.

Signed: Mr. Plew Trivisvavet Chairman of the Meeting

Signed: Mrs. Manatsavee Subchavaroj Examiner

Signed: Mrs. Pauranee Kanittanon Recorder