

**Procedures for Participation in the Extraordinary General Meeting of Shareholders No.1/2019
and Procedures for casting votes****Registration Procedures**

Shareholders or their proxies may register and submit documents or evidence for review at the meeting place during **12.00 - 14.00 hours, on Monday, March 18, 2019**. The Company utilizes the barcode system for registration, and to ensure convenient and rapid registration, shareholders and/or their proxies are requested to bring the Registration Form with barcode as delivered by the Company together with the notice of the Meeting to present to the registration officer on the Meeting date.

1. In person

- 1.1 Contact the Registration desk and submit the Registration Form with barcode, together with documentary evidence showing the right to attend the Meeting.
- 1.2 Receive voting cards by agenda items.

2. By proxy**2.1 Proxy method**

- 2.1.1 Shareholders who are unable to attend the Meeting in person may appoint other person or the Company's independent director, namely, Mr. Vitoon Tejatussanasoontorn, Chairman of Audit Committee Member and independent director without any interest in the agenda items proposed in this Meeting, as their proxy.
- 2.1.2 The amount of shares cannot be divided for appointment of several proxies for different voting.
- 2.1.3 In voting on each item, shareholders shall have the right to vote either for, against or abstain.

The Company has prepared Proxy Forms A., B. and C. in accordance with the forms specified by the Department of Business Development, Ministry of Commerce, and delivered Proxy Form B. to shareholders. Shareholders may print out each Proxy Form from the Company's website: (www.bemplc.co.th>Investor Relations>Shareholders Meeting>Invitation to the Extraordinary Shareholders' Meeting> the Extraordinary Shareholders' Meeting No.1/2019). Shareholders may select one of the following forms as applicable:

- **Proxy Form A.** is a general simple form (for all shareholders).
- **Proxy Form B.** is a form specifying details for granting proxy, which is delivered to shareholders, together with the notice of the Meeting. (Attachment 9.)
- **Proxy Form C.** is a form which is used only by foreign shareholders that appoint custodians in Thailand.

2.2 Contact the document review desk and submit the documents as follows:

- 2.2.1 Registration Form with barcode, together with only one type of the Proxy Forms, containing correct and complete information and signature of the proxy, **and the Company will make duty stamp available for convenience.**
- 2.2.2 Documentary evidence to identify the right to attend the Meeting, as applicable.

2.3 Contact the Registration desk and submit the reviewed documents per sub-clause 2.2 above.**2.4 Receive voting cards by agenda items.**

Procedures for casting votes

Procedures for Vote Casting and Rules for Counting of Votes

1. The Chairman of the Meeting requests shareholders to vote on each agenda item. In casting votes, one share is one vote.
2. Prior to counting votes on each agenda item, the Secretary would suspend the registration. The registration would resume upon conclusion of the counting of votes on each agenda item. As for shareholders or proxies attending the Meeting after the Meeting was called to order, their votes shall be included only on the agenda items those shareholders or proxies are present at the Meeting, as a result, the number of shareholders on each agenda item may vary.
3. In case that shareholders appointing their proxies have clearly voted for, against or abstained from voting on the respective agenda items, and the Secretary will collect and record such votes for computer processing in advance, with the legal advisor to inspect the counting of votes by proxy, therefore, the Secretary would not provide the voting cards for proxies attending the Meeting.
4. Any shareholders attending the Meeting in person and intending to vote against or abstain shall use (yellow) voting cards as provided by the Secretary, and such shareholders would be required to raise their hand for officers to collect only the voting cards that vote against or abstain, therefore, all remaining votes shall be deemed to vote for.
5. On each agenda item, resolutions shall be passed by votes, as follows:
 - 5.1 Agenda Item 1: To consider and approve the Minutes of the 2018 Annual Ordinary General Meeting of Shareholders
requires a majority vote of the shareholders who attend the Meeting and cast votes.
 - 5.2 Agenda Item 2: To consider and approve the Settlement of the Disputes with the Expressway Authority of Thailand by means of Review and Amendment of the Second Stage Expressway Agreement, the Agreement for the Extension of the Second Stage Expressway System (Sector D), and the Bang Pa-in - Pak Kret Expressway Agreement
requires votes of not less than three-fourths of the total number of votes of the shareholders who attend the Meeting and have the voting right, excluding the interested shareholders.
6. Agenda Item 3 is for answering questions and listening to shareholders' suggestions. Any shareholders or proxies wishing to make inquiries or requiring the Board of Directors or management to make further clarification on any issues will inform their names, or names of proxy grantors in case of proxy, for correct and complete records in the Minutes of the Meeting. Shareholders are requested to make inquiries and discuss concisely to ensure the efficient conduct of the Meeting without any inconvenience caused to other shareholders as a whole.