

**INVITATION LETTER**

**The Annual General Meeting of Shareholders**

**Year 2014**

Friday, April 25, 2014 at 10.00 a.m.

At Grand Ballroom, 4<sup>th</sup> Floor,

Grand Millennium Sukhumvit Hotel,

30 Sukhumvit 21 (Asoke) Road, Bangkok 10110

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April 11, 2014

Subject: Notice of the Annual General Meeting of Shareholders for Year 2014

Attention: The Shareholders of BJC Heavy Industries Public Company Limited

- Enclosures:
1. Annual Report of 2013
  2. Information of the proposed nominated persons to replace directors who are retiring by rotation
  3. Articles of Association of the Company relating to the shareholders' meeting
  4. Registration Method of Annual General Meeting of Shareholders and the Shareholder's representative
  5. Information of independent directors for considering as a Shareholder's representative
  6. Registration form (which should be brought together on the meeting day)
  7. Proxy Form A, B and C
  8. Requested Form of Annual Report and/or Financial Statements
  9. Map of the meeting venue

The Board of Directors of BJC Heavy Industries Public Company Limited (the “**Company**”) has resolved to call the Annual General Meeting of Shareholders for year 2014 on Friday, April 25, 2014 at 10.00 a.m. at Grand Ballroom, 4<sup>th</sup> floor, Grand Millennium Sukhumvit Hotel, 30 Sukhumvit 21 (Asoke) Road, Bangkok 10110, to consider the following agenda.

**Agenda 1**     **To acknowledge the operating results for year 2013 and to certify the annual report for year 2013**

**Facts and Reasons:** The Company reported the operating results of 2013 on the annual report of 2013 which has been enclosed herewith this invitation letter, as per details in Enclosure No. 1.

**Opinion of the Board of Directors:** The Board of Directors agreed to propose to the shareholders' meeting to acknowledge the report of the operating results for year 2013 and to certify the annual report of 2013.

**Agenda 2**      **To consider and approve the financial statements for year ended December 31, 2013**

**Facts and Reasons:** Under Section 112 of the Public Limited Companies Act B.E. 2535, the Board of Directors shall arrange for the preparation of the balance sheet and the statement of profit and loss as of the end of the fiscal year of in order to propose to the shareholders for consideration and approval at the annual general meeting.

The Company's financial statements for year ended December 31, 2013 were audited by the Company's auditor. Based on the auditor's opinion, the financial statements of the Company present fairly, in all material respects, the financial position of the Company as of December 31, 2013, and the result of its operation and its cash flows for the year then ended, in accordance with financial reporting standards, as per details in Enclosure No. 1 (under the "Financial Statements" section). The Company's financial position and operating result are summarized as below;

<b>The Company's financial statements as of December 31, 2013</b>	<b>(Unit : Million Baht)</b>
Total Assets	4,836.42
Total Liabilities	444.64
Paid-up Capital	320.00
Shareholders' Equity	4,391.78
Total Revenues	3,928.89
Contract Revenues	3,909.61
Net Profit	1,206.30
Earnings per Share (Baht per share)	4.93

**Opinion of the Board of Directors:** The Board of Directors agreed to propose the audited financial statements of the Company for the year ended December 31, 2013 to shareholders' meeting for approval. The financial statements have also been reviewed by the Audit Committee.

**Vote Required:** A majority of the total number of votes of shareholders and proxy holders attending and voting in the meeting is required.

**Agenda 3**      **To consider and approve the appropriation of profits as legal reserve and approve the dividend payment for operating result year 2013**

**Facts and Reasons:** In order to comply with the Section 116 of the Public Limited Companies Act B.E. 2535 which is specified that the Company must allocate annual net profit for legal reserve not less than 5% of annual net profit deducted from accumulated deficit (if any) until having legal reserve for not less than 10% of registered capital. Except the Company's Articles of Association or other applicable law stated otherwise.

The Board of Directors agreed to allocate of Baht 8.00 million of net profit for legal reserve which will be increased the legal reserve from Baht 24.00 million to Baht 32.00 million (which is equal to 10% of registered capital).

Moreover, the Board of Directors has considered to pay dividend from the operating results of 2013 under the policy that "the Company's will pay dividend not less than 50% of net profit of separate financial statements after deducted the corporate tax, and

other necessary and appropriate reserve as defined by law and the Company's Articles of Association. However, the dividend payment may subject to be changed, depending on the necessary and appropriate condition as per the Board of Directors' opinion".

In 2013, the Company had net profit of Baht 1,206.30 million and earnings per share of Baht 4.93. By thoroughly considering of the business conditions circumstances, outlook, investment opportunities, and other relevant factors, the Company has sufficient cash flows to pay a dividend of Baht 2.40 per share, total amount of not exceeding Baht 768.00 million or equal to approximately 63.67% of net profit for year 2013. The dividend will be paid from the operating results for 2013, and from the retained earnings of the profit from BOI. Therefore, this dividend payment will be exempted from withholding tax.

**Opinion of the Board of Directors:** The Board of Directors agreed to propose to the shareholders' meeting to consider and approve the allocation of profit to be legal reserve, and the dividend payment from the operating results of 2013, with following details;

- 1) To consider and approve the profit allocation of additional Baht 8.00 million for legal reserve. The total amount of the Company's legal reserve will be Baht 32.00 million, which is calculated equal to 10% of registered capital.
- 2) To consider and approve the dividend payment of Baht 2.40 per share, with total amount of not exceeding Baht 768.00 million, which will be paid from the operating result for 2013 and from the retained earnings of the profit from BOI. Therefore, this dividend payment will be exempted from withholding tax.

The Record Date for the list of shareholders who are entitled for the dividend payment will be Thursday, May 8, 2014, and consequently Friday, May 9, 2014 will be the closing date of share register book for gathering shareholders' name under Section 225 of the Securities and Exchange Act B.E.2535 (including the amendment). The dividend payment date will be scheduled on Friday, May 23, 2014.

**Vote Required:** A majority of the total number of votes of shareholders and proxy holders attending and voting in the meeting is required.

#### **Agenda 4**

**To consider and approve for the re-appointment of directors whose terms will expire by rotation**

**Facts and Reasons:** Under the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association, no. 17, at every annual general meeting, one-third (1/3) of the Directors, or, if their number is not a multiple of three, then the number nearest to one-third (1/3) must retire from office. A retiring Director is eligible to stand for re-appointment. The directors, who will retire in the first year and the second year after the registration of the Company, shall be drawn lot; however, for other years afterwards the directors who hold longest period on the position shall be retired from the office.

At present, the Company has 9 directors, and on this annual general meeting of shareholders of 2014 will have 3 directors who will be retired by rotation as follow;

- |                               |                      |
|-------------------------------|----------------------|
| 1. Mr. Kyu Young Lee          | Director             |
| 2. Mr. Seong Jin Lee          | Director             |
| 3. Mr. Boonchuay Korkitrojana | Independent Director |

The Company has not appointed any nominating committee; however, the Board of Directors excluding the directors who are interested person, has considered to nominate the candidates from the qualifications, experiences and skills from various profession including previous performance during holding a position of directors. The Board of Directors agreed that all 3 directors have appropriate qualification and deemed appropriate to be appointed as directors for another term. The profile and information of all 3 directors as per Enclosure No. 2

**Opinion of the Board of Directors:** The Board of Directors agreed to propose the shareholders' meeting to consider the re-appointment of all 3 directors for another term. The third candidate will be an independent director as per qualification defined in the regulations of the Stock Exchange of Thailand.

**Vote Required:** A majority of the total number of votes of shareholders and proxy holders attending and voting in the meeting is required.

**Agenda 5**      **To consider and approve directors' remuneration for year 2014**

**Facts and Reasons:** Under Section 90 of the Public Limited Companies Act B.E. 2535, the payment of directors' remuneration shall be in accordance with the resolution of the shareholder meeting supported by a vote of not less than two-thirds of the total number of votes of the shareholders present at the meeting. The Board of Directors has carefully considered the Directors' remuneration by comparing with listed companies which are in the same segment and same size of business, same size of revenue and shares price in the market at same period, including consideration of company performance and the directors duties and responsibilities, the Board of Directors agreed to set the directors' remuneration of 2014 with details as follows;

- 1) To consider and approve the annual compensation for year 2014 which is as same as compensation rate for year 2013.

	Chairman of the Board	Director	Chairman of the Audit Committee	Audit Committee
Attendance Fee (Baht/person/time)	40,000	15,000	15,000	15,000
Monthly Fee (Baht/person/month)	40,000	15,000	15,000	15,000
Transportation (Baht/person/time)	7,500	7,500	7,500	7,500
Accommodation (if necessary)	As per actual cost	As per actual cost	As per actual cost	As per actual cost

- Remarks
- 1) The Attendance Fee will be paid to only attending directors.
  - 2) The Executive Directors have considered not receiving the compensations listed out in the above table.

- 2) To consider and approve the annual bonus for directors based on operating performance and will be paid on pro-rata basis. In addition, the Board of Directors will be authorized to be responsible for to the bonus allocation to each director as appropriate.

Therefore, the total of directors' remuneration for year 2014 shall not exceed Baht 13.50 million.

**Opinion of the Board of Directors:** The Board of Directors agreed to propose to the shareholders' meeting to consider and approve the directors' remuneration for year 2014.

**Vote Required:** Not less than two-third of the total number of votes of shareholders and proxy holders attending the meeting is required.

**Agenda 6** **To consider and approve the appointment of the auditors and determine the auditing fee for year 2014**

**Facts and Reasons:** Under Section 120 of the Public Limited Companies Act B.E. 2535, the annual general meeting shall appoint the Company's auditor and determine the auditing fee every year. In appointing the auditor, the former auditor may be re-appointed.

The Audit Committee proposed the Board of Directors to consider and approve the appointment of the auditors from A.M.T. & Associates which are Mrs. Kedsaree Narongded, Certified Public Accountant No.0076, or Mrs. Natsarak Sarochanunjeen, Certified Public Accountant No.4563, or Mr. Sumitt Korphaiboon, Certified Public Accountant No.4885, or Mr. Chaiyut Angsuwittaya, Certified Public Accountant No.3885 from A.M.T. & Associates to be an auditor of the Company for year 2014 and also proposed to consider and approve the auditing fee of 2014 in total amount of 1,060,000 Baht.

The auditors as proposed list and the A.M.T. & Associates do not have any relationship or any interest with the Company/directors and management/ major shareholders or any related person of the aforementioned persons.

The Audit Committee has considered the performance of A.M.T. & Associates in previous year, and agreed that A.M.T. & Associates and the auditors have capabilities, skill and expertise on conducting an audit in construction business including suggestion with consultancy on the accounting, taxation and internal control in good satisfaction level. Therefore, the Audit Committee agreed to propose to the Board of Directors to appoint A.M.T. & Associates to be an auditor of the Company for year 2014. The Audit Committee agreed that the proposed auditing fee for 2014 is appropriated with type of business and the size of transactions of the Company.

**Comparison of the Company auditor's remuneration**

<b>Service Fee</b>	<b>2014</b>	<b>2013</b>	<b>Increase (Baht)</b>
<b>Audit Fee:</b>			
- Audit of annual financial statements (Baht)	520,000	500,000	20,000
- Review of quarterly financial statements (Baht) for 3 quarters	510,000	450,000	60,000
- Stock count observation (Baht/time)	30,000	20,000	10,000
<b>Total Audit Fee (Baht)</b>	<b>1,060,000</b>	<b>970,000</b>	<b>90,000</b>
<b>Non-Audit Fee:</b>			
- BOI Report (Baht/certificate)	20,000	20,000	-

Note: The above fees are exclusive of out-of-pocket expenses which will be charged to the Company at actual cost.

**Opinion of the Board of Directors:** The Board of Directors agreed to propose the shareholders' meeting to consider the appointment of the auditors which are Mrs. Kedsaree Narongded, Certified Public Accountant No.0076, or Mrs. Natsarak Sarochanunjeen, Certified Public Accountant No.4563, or Mr. Sumitt Korphaiboon, Certified Public Accountant No.4885, or Mr. Chaiyut Angsuwittaya, Certified Public Accountant No.3885 from A.M.T. & Associates to be an auditor of the Company for year 2014 and approve the auditing fee as considered by the Audit Committee and proposed by the Board of Directors.

**Vote Required:** A majority of the total number of votes of shareholders and proxy holder attending and voting in the meeting is required.

**Agenda 7 To consider other matters (if any)**

The Record Date for the list of shareholders who are entitled to participate in the Annual General Meeting of Shareholders for 2014 was March 12, 2014, and consequently, the closing date of share register book for gathering the list of shareholders under the section 225 of the Securities and Exchange Act was March 13, 2014.

Notice of the Annual General Meeting of Shareholders for 2014 with the Enclosures and Proxy Forms will be available on [www.bjc1994.com](http://www.bjc1994.com) in the section of shareholders information – Annual General Meeting of Shareholders. If any shareholder would like the Company to clarify any issues relating to the meeting agenda, the shareholder can early send the question to the Company within Monday, April 21, 2014 via email to [ir@bjc1994.com](mailto:ir@bjc1994.com).

All shareholders are invited to attend the meeting at the date, time and place cited above. If any shareholder would like to authorize other person or the Company's independent directors to be your Proxy to attend the meeting and vote, please completely fill in and sign on the relevant Proxy Forms (Form A, Form B, or Form C), as enclosed to the invitation letter, submit a required documents as evidence, and send it back to the Company within Monday, April 21, 2014. Information of registration for Annual General Meeting and Proxy Forms as per Enclosure No. 4, a shareholder or a proxy may register and submit the required documents for verification at the meeting from 9.00 a.m. onward.

Yours Sincerely,  
BJC Heavy Industries Public Company Limited



(Ms. Pakavalee Jearsawatvattana)  
Chairman of the Board

Note: The Company's annual report for 2013 will be available in CD-Rom format, if any shareholders would like to receive the Company's annual report for 2013 in hard copy, please contact the Company's secretary, and please fill in the Requested Form of Annual Report and/or Financial Statements (as per Enclosure No. 8), and fax to the Company at 0-3889-3711. Any enquiries, please contact the Company's secretary at 0-3889-3709 Ext. 106.

-Translation-

## Information of the proposed nominated persons to replace directors who are retiring by rotation

### 1. Biography of the Directors who are nominated

#### 1.1 Mr. Kyu Young Lee



Present Position : Director / President  
 Age : 70 years  
 Nationality : South Korean  
 Education : Bachelor Degree of Aeronautical Mechanical Engineering,  
 Korean National Aviation College

Training from Thai Institute of Director (IOD) :  
 Director Accreditation Program (DAP), Course No. 88/2011

Years of Directorship : 20 Years

Work Experience :

2013 – Present	President, BJC Heavy Industries Public Company Limited
1994 – 2012	President, BJC Heavy Industries Company Limited

Share Ownership : 16.75%

Holding position in other business

- Listed company : None
- Non-listed company : None
- Other business which may have conflict of interest : None

Any criminal charges in Court : None  
 (not petty offenses)

No prohibited characteristics under the Public Company Act B.E. 2535 : None

Attendance the Meeting in 2013

- Board of Directors Meeting : 8/8 times
- Audit Committee Meeting : N.A.
- Executive Meeting : 12/12 times
- Risk Management Meeting : 12/12 times

Appointment/Elected in Boards

	<u>Appointment date</u>	<u>Elected date (latest)</u>
• Board of Directors	12 April 1994	9 May 2013
• Audit Committee	N.A.	N.A.
• Executive Committee	7 June 2011	16 May 2013
• Risk Management Committee	13 November 2012	16 May 2013

## 1.2 Mr. Seong Jin Lee



Present Position : Director / Assistant Managing Director - Project  
Age : 38 years  
Nationality : South Korean  
Education : Master degree of Chemistry Engineering, Hannam University  
Bachelor degree of Chemistry Engineering, Hannam University

Training from Thai Institute of Director (IOD) :  
Director Accreditation Program (DAP), Course No. 88/2011

Years of Directorship : 3 Years

Work Experience :

2013 – Present Assistant Managing Director – Project, BJC Heavy Industries  
Public Company Limited

2006 – 2012 Project Manager, BJC Heavy Industries Company Limited

Share Ownership : 0.16%

Holding position in other business

- Listed company : None
- Non-listed company : None
- Other business which may have conflict of interest : None

Any criminal charges in Court : None  
(not petty offenses)

No prohibited characteristics under  
the Public Company Act B.E. 2535 : None

Attendance the Meeting in 2013

- Board of Directors Meeting : 8/8 times
- Audit Committee Meeting : N.A.
- Executive Meeting : 12/12 times
- Risk Management Meeting : N.A.

Appointment/Elected in Boards

- |                             | <u>Appointment date</u> | <u>Elected date (latest)</u> |
|-----------------------------|-------------------------|------------------------------|
| • Board of Directors        | 22 July 2011            | 9 May 2013                   |
| • Audit Committee           | N.A.                    | N.A.                         |
| • Executive Committee       | 7 June 2011             | 16 May 2013                  |
| • Risk Management Committee | N.A.                    | N.A.                         |

### 1.3 Mr. Boonchuay Korkitrotjana



Present Position : Independent Director / Chairman of Audit Committee  
Age : 48 years  
Nationality : Thai  
Education : Master degree in Business Administration,  
Thai Chamber of Commerce University  
Bachelor degree of Engineering, Chiangmai University  
Bachelor degree of Health Science,  
Sukhothai Thammathiraj University  
Bachelor degree of Science and Technology,  
Sukhothai Thammathiraj University  
Bachelor Degree of Economics,  
Sukhothai Thammathiraj University  
Bachelor of Management Administration,  
Sukhothai Thammathiraj University

Training from Thai Institute of Director (IOD) :

Director Accreditation Program (DAP), Course No. 92/2011  
Advanced Audit Committee Program (AACP), Course No.  
13/2013

Years of Directorship : 3 Years

Work Experience :

2013 – Present Independent Director / Chairman of Audit Committee,  
BJC Heavy Industries Public Company Limited

2011 – 2012 Independent Director / Chairman of the Board of Directors /  
Chairman of Audit Committee,  
BJC Heavy Industries Company Limited

2012 – Present Freelance Consultant and Trainer

Share ownership : None

Holding position in other business

- Listed company : None
- Non-listed company : None
- Other business which may  
have conflict of interest : None

Any criminal charges in Court : None  
(not petty offenses)

No prohibited characteristics under  
the Public Company Act B.E. 2535 : None

Attendance the Meeting in 2013

- Board of Directors Meeting : 7/8 times
- Audit Committee Meeting : 5/5 times
- Executive Meeting : N.A.
- Risk Management Meeting : N.A.

Appointment/Elected in Boards

	<u>Appointment date</u>	<u>Elected date (latest)</u>
• Board of Directors	7 June 2011	9 May 2013
• Audit Committee	7 June 2011	15 May 2013
• Executive Committee	N.A.	N.A.
• Risk Management Committee	N.A.	N.A.

## 2. Information of ordinary shareholding in BJC Heavy Industries Public Company Limited

<b>The Nominees</b>	<b>Number of Shares</b>	<b>% of shares with voting rights</b>
1. Mr. Kyu Young Lee	53,600,000	16.75%
2. Mr. Seong Jin Lee	500,000	0.16%
3. Mr. Boonchuay Korkitrotjana	None	None

## 3. Information of Directorship or Management in Listed and Non-Listed Companies.

<b>The Nominees</b>	<b>Other Listed Companies</b>		<b>Other Companies (Non-listed)</b>	<b>Position in connected business / business rivalry that may cause conflict of interests</b>
	<b>Companies</b>	<b>Type of Director</b>		
1. Mr. Kyu Young Lee	None	None	None	None
2. Mr. Seong Jin Lee	None	None	None	None
3. Mr. Boonchuay Korkitrotjana	None	None	None	None

#### 4. Other Information of Nominated Independent Director.

The Company defines the Company's independent director which is in line with the minimum requirement of the Securities and Exchange Commission, or the Stock Exchange of Thailand in respect of shareholding in the Company, namely, the Company's independent director shall hold not more than 1 percent of the total number of shares with voting rights. Other types of relationships of the nominated person, who is qualified to be an Independent Director, are as follow:

Types of Relationships	Name of nominated person who is qualified to be an Independent Director
	Mr. Boonchuay Korkitrotjana
Company's shareholding - Number of shares - % of shares with voting rights	None None
Having a personal relationship with the Managements/ Major Shareholders	None
Having any kind of relationships, as listed out below, with the Company or with any connected persons at present or during the past 2 years  - Being a director who take part in management, staff, employees or advisor who received a regular salary.  - Being a professional (e.g., the Auditor or Legal Advisor).  - Business relationship (e.g., Purchasing / Selling material / Goods / Services / Lending or Borrowing of money), with specified transaction size (if any).	None  None  None

*-Translation-*

## **Articles of Association of the Company relating to the Shareholders' Meeting**

### **Meetings of Shareholders**

Article 31. The Board of Directors shall convene an annual general meeting of shareholders within four (4) months from the last day of the Company's accounting period.

All other meetings of shareholders shall be called the extraordinary general meetings. The Board of Directors may convene such a meeting at any time as it deems appropriate.

The shareholders holding the aggregate amount of not less than one-fifth (1/5) of the total issued shares, or at least twenty-five (25) shareholders holding the aggregate amount of not less than one-tenth (1/10) of the total issued shares, may submit a letter to the Board of Directors requesting the Board to convene an extraordinary general meeting of shareholders, provided the reasons for convening such meeting shall be clearly stated in such request. In such case, the Board of Directors shall convene the meeting of shareholders to be held within one (1) month from the date of receipt of such request.

Article 32. In convening a shareholders' meeting, the Board of Directors shall prepare a convening notice specifying the meeting venue, date, time and agenda of such meeting together with reasonable details and explicitly indicating whether it is a matter proposed for acknowledgement, for approval or for consideration, as the case may be, including the relevant opinions of the Board of Directors on the said matters. Such convening notice shall be sent to the shareholders and the registrar for their information not less than seven (7) days prior to the date of the meeting, and shall also be published in a newspaper at least three (3) days prior to the date of the meeting for a period of three (3) consecutive days.

The meeting of shareholders may be held at the location where the Company's headquarters is located or other locations as determined by the Board of Directors.

Article 33. A quorum of a shareholders' meeting requires the presence of at least twenty-five (25) shareholders attending the meeting either in person or by proxy (if any) representing the aggregate amount of not less than one-third (1/3) of the total issued shares.

At any shareholders' meeting, if after an hour past the scheduled meeting time and the number of shareholders attending the meeting is not sufficient to constitute a quorum pursuant to the first paragraph, and if such meeting was convened pursuant to the request of shareholders, such meeting shall be cancelled. However, if such meeting was not convened at the request of shareholders, the meeting of shareholders shall be convened once again and the convening notice shall be sent to shareholders not less than seven (7) days before the date of the subsequent meeting. In such subsequent meeting, no quorum shall be required.

Article 34. In a shareholders' meeting, the Chairman shall be the person who presides over the meeting. If the Chairman does not attend the meeting or is unable to serve such duty, the Vice-Chairman shall be the person who presides over the shareholders' meeting. If there is no Vice-Chairman or the Vice-Chairman does not attend the meeting or is unable to serve such duty, the meeting shall elect one (1) shareholder who attends the meeting to preside over such meeting.

Article 35. In casting votes at a shareholders' meeting, one (1) share shall carry one (1) vote. Any shareholder who has special interests in any matter shall not be entitled to vote on such matter, except for the vote for electing the Company's directors. A resolution of the shareholders' meeting shall be passed by:

- (1) in general events, a simple majority of the total votes of the shareholders attending the meeting and casting their votes. In case of a tie vote, the person presiding over such meeting shall have a casting vote;
- (2) in the following events, not less than three-fourth (3/4) of the total votes of the shareholders attending the meeting and entitled to vote:
  - (a) sales or transfer of the businesses of the Company, either in whole or in substantial part to other persons;
  - (b) purchase or acquisition of the businesses of other private or public limited companies;
  - (c) execution, amendment or termination of agreements in relation to leasing out of the Company's business either in whole or in substantial part; assignment of the management over the Company's business to other persons with an objective towards profit and loss sharing;
  - (d) amendment to the Company's Memorandum or Articles of Association;
  - (e) increase or decrease of the Company's registered capital;
  - (f) dissolution of the Company;
  - (g) issuance of the Company's debentures; or
  - (h) amalgamation with another company.

Article 36. The transactions to be conducted at the annual general meeting of shareholders shall at least consist of the following matters:

- (1) to consider and acknowledge the Board of Directors' report on the operation result of the Company during the preceding year;
- (2) to consider and approve the balance sheets and the profit and loss statement;
- (3) to consider and approve the allocation of net profit;
- (4) to consider and approve the election of new directors to replace the directors retiring from office by rotation;
- (5) to consider and approve the remuneration of directors;
- (6) to consider and approve the appointment of an auditor and the remuneration of the auditor; and
- (7) other businesses.

## **Dividend and Reserve**

Article 44. No dividends shall be paid otherwise than out of profits. In addition, no dividends shall be paid in the event that the Company still sustains an accumulated loss.

Dividends shall be distributed in accordance with the number of shares in an equal sum for each share, except that the Company had issue preferred shares and prescribed the rights to dividend thereof differently from the ordinary shares. In such case, the dividends in respect of such preferred shares shall be paid in accordance with the criteria as approved by the shareholders' meeting.

The Board of Directors may pay interim dividend to shareholders from time to time when the Board of Directors deems that the Company has sufficient profit to do so. The Board of Directors shall inform the shareholders of such interim dividend payment at the next shareholders' meeting after such interim dividend payment is made.

The dividend payment shall be made within one (1) month from the date on which the respective resolution is passed by the shareholders' meeting or by the Board of Directors' meeting, as the case may be. In this respect, the Company shall notify the shareholders of such dividend payment in writing and publish the notice of such dividend payment in a newspaper for a period of not less than three (3) consecutive days.

Article 45. The Company shall allocate not less than five (5) percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until the reserve fund attains an amount of not less than ten (10) percent of the registered capital of the Company.

*-Translation-*

## **Registration Method of Annual General Meeting of Shareholders and the Shareholder's representative**

### **1. Registration**

Shareholder or his/her proxy holder may submit a supporting document or evidence to register for meeting at the place of meeting before the meeting time (9.00 a.m.) on 25 April 2014.

### **2. Supporting documents for the shareholder who attended by him/herself.**

Original I.D Card or Government Officer I.D. Card or Passport (in case of alien shareholder) and the document as proof of evidence for changing of his/her name or surname

### **3. Supporting documents for Proxy Holder**

- Shareholder may appoint a proxy holder to attend and vote in the meeting by execution of the proxy in the Form as attached
- His/her proxy holder may be one of the following independent directors:
  - 1) **Mr. Boonchuay Korkitrotjana** Independent Director and Chairman of Audit Committee, or
  - 2) **Assoc. Prof. Dr. Ekachidd Chungcharoen** Independent Director and Audit Committee, or
  - 3) **Mr. Noppadol Dheerabutrvongkul** Independent Director and Audit Committee.
- For convenience, please send the executed proxy and the supporting documents there to the Company on or before Monday April 21, 2014. The proxy shall be affixed with the stamp duty of 20 Baht, and all amendment or correction thereon shall be initialed by the shareholder.

### **Supporting documents to the proxy**

#### **(1) In case of A Natural Person shareholder**

- Proxy (Form A or Form B) executed by the shareholder and legally affixed with the stamp duty
- Certified copy of I.D. Card or Government Officer I.D. Card or Passport (in case of alien shareholder) of the Shareholder
- Original I.D. Card or Government Officer I.D. Card or Passport (in case of alien proxy holder) of the proxy holder

#### **(2) In case of A Juristic person shareholder**

- Proxy (Form A or Form B) executed by the authorized person(s) and legally affixed with the Seal (if any) and the stamp duty.
- Certified copy of I.D. Card or Government Officer I.D. Card or Passport (in case of alien) of such authorized person(s).
- Copy of Affidavit certified by the authorized person(s) and affix with the Seal (if any) (In case of Thai Juristic Person).
- Copy of the certificate evidencing the juristic status issued by the competent regulatory (In case of alien Juristic Person). Such copy shall be notarized or official certified no longer than 3 months before the meeting.

- Any document of alien juristic person, which is not made in English, shall be attached with its English translation certified by the authorized person(s).
- Original I.D. Card or Government Officer I.D. Card or Passport (in case of alien proxy holder) of the proxy holder.

**(3) In case of the shareholder listed in the share register book as the foreign investors appointing the Custodian in Thailand using Proxy Form C.**

- Power of Attorney from the foreign investor shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder.
- Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
- Any document of alien juristic person, which is not made in English, shall be attached with its English translation certified by the authorized person.
- Original I.D. Card or Government Officer I.D. Card or Passport (in case of alien proxy holder) of the proxy holder.

**4. Voting in the Meeting**

**4.1 Voting Right**

The voting in any agenda shall be in an open and a shareholder shall have one vote for each share.

The Company will provide a ballot to each registered shareholder or proxy holder. The ballot shall publish the voting right and contain with the agenda of the meeting.

**4.2 Procedure for Voting**

- 1) In case of the shareholders who attend, after the presentation in each agenda, the Chairman will request the meeting to vote in such agenda by asking any attendance that votes for disapproval or abstain to hand up or give his/her ballot to the Company's officer for calculation of vote.
- 2) In case of the proxy holder, the Proxy shall solely vote in accordance with the authorization by the shareholder as specified in Proxy Form which has been given to the Company's officer.

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*-Translation-*

**Information of Independent Director for consider as a Shareholder's representative**

**1. Mr. Boonchuay Korkitrotjana**

Independent Director and Chairman of Audit Committee

Age: 48

Address: 99/188 Ratchadapisek Road, Chankasem Sub-District, Jatujak District,  
Bangkok 10900

Personal interest in considering agenda:

- Agenda 4 To consider and approve for the re-appointment of directors whose terms will expire by rotation
- Agenda 5 To consider and approve directors' remuneration for year 2014

**2. Assoc. Prof. Dr. Ekachidd Chungcharoen**

Independent Director and Audit Committee

Age: 51

Address: 20/58 Grand Canal Village, Prachachuen Road, Bangtalad Sub-District,  
Pakkred District, Nonthaburi 11120

Personal interest in considering agenda:

- Agenda 5 To consider and approve directors' remuneration for year 2014

**3. Mr. Noppadol Dheerabutrvoongkul**

Independent Director and Audit Committee.

Age: 47

Address: 21/51 Moo 2, Phutthamonthon 1 Road, Bangramad Sub-District, Talingchan  
District, Bangkok 10170

Personal interest in considering agenda:

- Agenda 5 To consider and approve directors' remuneration for year 2014



**เอกสารสำคัญ – โปรดนำมาในวันประชุม**  
**Important – Please bring this document to the Meeting**

**บริษัท บีเจซี เฮฟวี อินดัสทรี จำกัด (มหาชน)**  
**BJC Heavy Industries Public Company Limited**

Attachment 6

เลขทะเบียนผู้ถือหุ้น  
Shareholder's Registration No.

ข้าพเจ้า  
I/We  
อยู่บ้านเลขที่  
Address

สัญชาติ  
Nationality

เป็นผู้ถือหุ้นของ บริษัท บีเจซี เฮฟวี อินดัสทรี จำกัด (มหาชน) ("บริษัท")  
 being a shareholder of **BJC Heavy Industries Public Company Limited** ("The Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม .....หุ้น  
 holding the total amount of ..... shares

หุ้นสามัญ .....หุ้น  
 ordinary share ..... shares

หุ้นบริมสิทธิ .....หุ้น  
 preferred share ..... shares

**แบบฟอร์มลงทะเบียน**  
**Registration Form**

**การประชุมสามัญผู้ถือหุ้นประจำปี 2557**  
 Annual General Meeting of Shareholders for Year 2014

**วันศุกร์ที่ 25 เมษายน 2557 เวลา 10.00 น.**

**ณ ห้องแกรนด์บอลรูม ชั้น 4 โรงแรมแกรนด์ มิลเลนเนียม สุขุมวิท**  
**เลขที่ 30 ถนนสุขุมวิท 21 (อโศก) แขวงคลองเตยเหนือ เขตวัฒนา กรุงเทพมหานคร 10110**  
 on Friday, April 25, 2014 at 10.00 AM at Grand Ballroom, 4<sup>th</sup> Floor,  
 Grand Millennium Sukhumvit Hotel, 30 Sukhumvit 21 (Asoke) Road, Bangkok 10110

ข้าพเจ้า ..... เป็นผู้ถือหุ้น หรือ ผู้รับมอบฉันทะของผู้ถือหุ้น  
 I/We ..... a shareholder or proxy holder of  
 หมายเลขบัตรประชาชน ..... ได้มาเข้าร่วมประชุมดังกล่าวข้างต้น  
 the identification number ..... attend the above mentioned meeting.

ลงชื่อ..... ผู้เข้าร่วมประชุม  
 Sign Meeting Attendant  
 (.....)

**เพื่อความสะดวกในการลงทะเบียน โปรดนำเอกสารฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย**  
**For your convenience, kindly present this document to our staff at the meeting for registration.**

Duty  
Stamp  
20 Baht

**PROXY FORM A**  
(SIMPLE FORM)

Annexed to Notice of Department of Business Development Re: Form of Proxy (No.5) B.E.2550 (2007)

Written at \_\_\_\_\_

Date \_\_\_\_ Month \_\_\_\_ Year \_\_\_\_

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_  
Residence address \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Post code \_\_\_\_\_

(2) Being a shareholder of BJC Heavy Industries Public Company Limited holding the total amount of \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes as follows;

Ordinary share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes  
Preferred share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes

(3) Do hereby appoint either one of the following persons

1. \_\_\_\_\_ Age \_\_\_\_\_ Years  
Residence address \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postcode \_\_\_\_\_ **or**
2. \_\_\_\_\_ Age \_\_\_\_\_ Years  
Residence address \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postcode \_\_\_\_\_ **or**
3. \_\_\_\_\_ Age \_\_\_\_\_ Years  
Residence address \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postcode \_\_\_\_\_

as only one of my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2014 to be held on Friday, April 25, 2014 at 10.00 a.m. at Grand Ballroom, 4<sup>th</sup> Floor, Grand Millennium Sukhumvit Hotel, 30 Sukhumvit 21 (Asoke) Road, Bangkok 10110 or at any adjournment thereof.

For any act performed by the Proxy at the Meeting, it shall be deemed as such as acts had been done by me/us in all respects.

Signed \_\_\_\_\_ Shareholder

Signed \_\_\_\_\_ Proxy

( )

( )

Signed \_\_\_\_\_ Proxy

Signed \_\_\_\_\_ Proxy

( )

( )

**Remarks:** The Shareholder appointing the Proxy must authorize only one Proxy to attend and vote at the Meeting and shall not allocate the number of shares to several proxies to vote separately.



PROXY FORM B
(FORM CONTAINING FIXED ASSIGNMENT)

Annexed to Notice of Department of Business Development Re: Form of Proxy (No.5) B.E.2550 (2007)

Written at \_\_\_\_\_
Date \_\_\_\_ Month \_\_\_\_ Year \_\_\_\_

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_
Residence address \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_
District \_\_\_\_\_ Province \_\_\_\_\_ Post code \_\_\_\_\_

(2) Being a shareholder of BJC Heavy Industries Public Company Limited holding the total amount of \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes as follows;

Ordinary share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes
Preferred share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes

(3) Do hereby appoint either one of the following persons

- 1. \_\_\_\_\_ Age \_\_\_\_\_ Years
Residence address \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_
District \_\_\_\_\_ Province \_\_\_\_\_ Postcode \_\_\_\_\_ or
2. \_\_\_\_\_ Age \_\_\_\_\_ Years
Residence address \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_
District \_\_\_\_\_ Province \_\_\_\_\_ Postcode \_\_\_\_\_ or
3. \_\_\_\_\_ Age \_\_\_\_\_ Years
Residence address \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_
District \_\_\_\_\_ Province \_\_\_\_\_ Postcode \_\_\_\_\_

as only one of my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2014 to be held on Friday, April 25, 2014 at 10.00 a.m. at Grand Ballroom, 4th Floor, Grand Millennium Sukhumvit Hotel, 30 Sukhumvit 21 (Asoke) Road, Bangkok 10110 or at any adjournment thereof.

(4) I/We authorize my/our Proxy to cast the votes according to my/our intention as follows:

Agenda 1 : To acknowledge the operating results for year 2013 and to certify the annual report of 2013

- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The Proxy must cast the votes in accordance with my/our following instruction:
Approve Disapprove Abstain

Agenda 2 : To consider and approve the financial statements for year ended December 31, 2013

- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
(b) The Proxy must cast the votes in accordance with my/our following instruction:
Approve Disapprove Abstain

**Agenda 3 : To consider and approve the appropriation of profits as legal reserve and approve the dividend payment for operating results year 2013**

- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my/our following instruction:
- Approve                       Disapprove                       Abstain

**Agenda 4 : To consider and approve for the re-appointment of directors whose terms will expire by rotation**

- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my/our following instruction:
- Approve the appointment of those retired directors
- Approve                       Disapprove                       Abstain
- Approve the appointment of certain director as follows
1. Mr. Kyu Young Lee
- Approve                       Disapprove                       Abstain
2. Mr. Seong Jin Lee
- Approve                       Disapprove                       Abstain
3. Mr. Boonchuay Korkitrojana
- Approve                       Disapprove                       Abstain

**Agenda 5 : To consider and approve the directors' remuneration for year 2014**

- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my/our following instruction:
- Approve                       Disapprove                       Abstain

**Agenda 6 : To consider and approve the appointment of the auditors and determine the auditing fee for year 2014**

- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my/our following instruction:
- Approve                       Disapprove                       Abstain

**Agenda 7 : To consider other matters (if any)**

- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my/our following instruction:
- Approve                       Disapprove                       Abstain

(5) Votes of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves and matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me/us in all respects, except for vote of the Proxy which is not in accordance with this Proxy Form.

Signed \_\_\_\_\_ Shareholder  
( )

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 shall not allocate the number of shares to several proxies to vote separately.
2. In the agenda relating the re-election of directors, it is applicable to elect either nominated directors as a whole, or elect each nominated director individually.
3. In case of there are agenda other than the agenda specified above, the additional can be specified by the Shareholder in the Regular Continued Proxy Form B as enclosed.

**REGULAR CONTINUED PROXY FORM B**

**Authorization on behalf of the Shareholder of BJC Heavy Industries Public Company Limited.**

For the Annual General Meeting of Shareholders for the year 2014 held on Friday, April 25, 2014 at 10.00 a.m. at Grand Ballroom, 4<sup>th</sup> Floor, Grand Millennium Sukhumvit Hotel, 30 Sukhumvit 21 (Asoke) Road, Bangkok 10110 or any adjournment thereof.

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**Agenda No. .... Subject .....**

- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my/our following instruction:  
 Approve                       Disapprove                       Abstain

**Agenda No. .... Subject .....**

- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my/our following instruction:  
 Approve                       Disapprove                       Abstain

**Agenda No. .... Subject .....**

- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my/our following instruction:  
 Approve                       Disapprove                       Abstain

**Agenda No. .... Subject .....**

- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my/our following instruction:  
 Approve                       Disapprove                       Abstain

**Agenda No. .... Subject .....**

- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my/our following instruction:  
 Approve                       Disapprove                       Abstain

**Agenda No. .... Subject To consider and approve for the re-appointment of directors (continue)**

Name of Director .....

- Approve                       Disapprove                       Abstain

Name of Director .....

- Approve                       Disapprove                       Abstain

Name of Director .....

- Approve                       Disapprove                       Abstain

Duty  
Stamp  
20 Baht

**PROXY FORM C**

(FOR FOREIGN SHAREHOLDER APPOINTING CUSTODIAN IN THAILAND)

Annexed to Notice of Department of Business Development Re: Form of Proxy (No.5) B.E.2550 (2007)

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Written at \_\_\_\_\_

Date \_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) I/We \_\_\_\_\_

Office address \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Post code \_\_\_\_\_

Acting as the custodian for \_\_\_\_\_

Being a shareholders of BJC Heavy Industries Public Company Limited holding total amount of \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes as follows;

Ordinary share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes

Preferred share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes

(2) Do hereby appoint either one of the following persons

1. \_\_\_\_\_ Age \_\_\_\_\_ Years

Residence address \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postcode \_\_\_\_\_ **or**

2. \_\_\_\_\_ Age \_\_\_\_\_ Years

Residence address \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postcode \_\_\_\_\_ **or**

3. \_\_\_\_\_ Age \_\_\_\_\_ Years

Residence address \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postcode \_\_\_\_\_

as only one of my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2014 to be held on Friday, April 25, 2014 at 10.00 a.m. at Grand Ballroom, 4<sup>th</sup> Floor, Grand Millennium Sukhumvit Hotel, 30 Sukhumvit 21 (Asoke) Road, Bangkok 10110 or at any adjournment thereof.

(3) I/We authorize my/our Proxy to attend and cast the votes as follows:

The Proxy is authorized for all shares held and entitled to vote.

The Proxy is authorized for certain shares as follows:

ordinary share \_\_\_\_\_ shares, entitling to vote \_\_\_\_\_ votes

preferred share \_\_\_\_\_ shares, entitling to vote \_\_\_\_\_ votes

Total entitled vote \_\_\_\_\_ votes

(4) I/We authorize my/our Proxy to cast the votes according to my/our intention as follows:

**Agenda 1 : To acknowledge the operating results for year 2013 and to certify the annual report of 2013**

- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my/our following instruction:
  - Approve \_\_\_\_\_votes     Disapprove \_\_\_\_\_votes     Abstain \_\_\_\_\_votes

**Agenda 2 : To consider and approve the financial statements for year ended December 31, 2013**

- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my/our following instruction:
  - Approve \_\_\_\_\_votes     Disapprove \_\_\_\_\_votes     Abstain \_\_\_\_\_votes

**Agenda 3 : To consider and approve the appropriation of profits as legal reserve and approve the dividend payment for operating results year 2013**

- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my/our following instruction:
  - Approve \_\_\_\_\_votes     Disapprove \_\_\_\_\_votes     Abstain \_\_\_\_\_votes

**Agenda 4 : To consider and approve for the re-appointment of directors whose terms will expire by rotation**

- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my/our following instruction:
  - Appointment of those retired directors
    - Approve \_\_\_\_\_votes     Disapprove \_\_\_\_\_votes     Abstain \_\_\_\_\_votes
  - Approve the appointment of certain director as follows
    1. Mr. Kyu Young Lee
      - Approve \_\_\_\_\_votes     Disapprove \_\_\_\_\_votes     Abstain \_\_\_\_\_votes
    2. Mr. Seong Jin Lee
      - Approve \_\_\_\_\_votes     Disapprove \_\_\_\_\_votes     Abstain \_\_\_\_\_votes
    3. Mr. Boonchuay Korkitrojana
      - Approve \_\_\_\_\_votes     Disapprove \_\_\_\_\_votes     Abstain \_\_\_\_\_votes

**Agenda 5 : To consider and approve the directors' remuneration for year 2014**

- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my/our following instruction:
  - Approve \_\_\_\_\_votes     Disapprove \_\_\_\_\_votes     Abstain \_\_\_\_\_votes

**Agenda 6 : To consider and approve the appointment of the auditors and determine the auditing fee for year 2014**

- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my/our following instruction:
  - Approve \_\_\_\_\_votes     Disapprove \_\_\_\_\_votes     Abstain \_\_\_\_\_votes



**REGULAR CONTINUED PROXY FORM C**

**Authorization on behalf of the Shareholder of BJC Heavy Industries Public Company Limited.**

For the Annual General Meeting of Shareholders for the year 2014 held on Friday, April 25, 2014 at 10.00 a.m. at Grand Ballroom, 4<sup>th</sup> Floor, Grand Millennium Sukhumvit Hotel, 30 Sukhumvit 21 (Asoke) Road, Bangkok 10110 or any adjournment thereof.

-----

**Agenda No. .... Subject .....**

- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my/our following instruction:
  - Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes

**Agenda No. .... Subject .....**

- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my/our following instruction:
  - Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes

**Agenda No. .... Subject .....**

- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my/our following instruction:
  - Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes

**Agenda No. .... Subject .....**

- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my/our following instruction:
  - Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes

**Agenda No. .... Subject .....**

- (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my/our following instruction:
  - Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes

**Agenda No. .... Subject **To consider and approve for the re-appointment of directors (continue)****

Name of Director .....

- Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes

Name of Director .....

- Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes

Name of Director .....

- Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes

*-Translation-*

**Request Form of Annual Report and/or Financial Statements  
BJC Heavy Industries Public Company Limited**

(Please enter your details below and send fax to 0-3889-3711 or submit to the registration officer, in front of the venue for the Annual General Meeting of Shareholders year 2014)

To Company's Secretary

I/We \_\_\_\_\_

Address \_\_\_\_\_

\_\_\_\_\_ Postcode \_\_\_\_\_

Wish to receive the following documents in hard copy (Please tick in box)

- Annual Report for year 2013
- Financial Statements for year 2013

-Translation-

**Map of the meeting venue for the Annual General Meeting of Shareholders for year 2014**

**BJC Heavy Industries Public Company Limited**

Grand Ballroom, 4<sup>th</sup> Floor,  
 Grand Millennium Sukhumvit Hotel  
 30 Sukhumvit 21 (Asoke) Road, Klongtoey Nua, Wattana, Bangkok  
 Tel. 0-2204-4000

