

INVITATION LETTER
The Annual General Meeting of Shareholders
Year 2015

Monday, April 27, 2015 at 14.00 p.m.

At Platinium Room, 2nd Floor,
Grand Mercure Bangkok Fortune Hotel
No. 1 Rachadaphisek Road, Din Daeng, Bangkok 10400

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- Translation -

April 10, 2015

Subject Notice of the Annual General Meeting of Shareholders for Year 2015

Attention: The Shareholders of BJC Heavy Industries Public Company Limited

Enclosures

1. Copy of Minutes of Annual General Meeting of Shareholders of year 2014
2. Annual Report of 2014 in CD-ROM Format
3. Information of the proposed nominated persons to replace directors who are retiring by rotation
4. Capital Increase Report Form (F53-4)
5. Articles of Association of the Company relating to the Shareholders' meeting
6. Registration Method of Annual General Meeting of Shareholders and the Shareholder's representative
7. Information of independent directors for considering as a Shareholder's proxy
8. Registration Form (which should be brought together on the meeting day)
9. Proxy Form A, B and C
10. Requested Form of Annual Report and/or Financial Statements
11. 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 2015 on Monday, April 27, 2015 at 14.00 p.m. at Platinum Room, 2nd Floor, Grand Mercure Bangkok Fortune Hotel, No. 1 Rachadaphisek Road, Din Daeng, Bangkok 10400, to consider the following agenda.

Agenda 1 To consider and certify the Minutes of Annual General Meeting of Shareholders for year 2014 which was held on April 25, 2014

Facts and Reasons: The Annual General Meeting of Shareholders for year 2014 which was held on April 25, 2014, the Company has completely arranged the minutes of the Annual General Meeting of Shareholders for year 2014 and sent to the Ministry of Commerce within timeframe defined by law. Moreover, the Company has been publicized the minutes of Annual General Meeting of Shareholders for year 2014 on the Company's website and 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 certify the minutes of Annual General Meeting of Shareholders for year 2014 which was held on April 25, 2014.

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

Agenda 2 To acknowledge the operating results for year 2014 and the annual report for year 2014

Facts and Reasons: The Company reported the operating results for year 2014 which stipulated in the 2014 annual report which has been enclosed herewith this invitation letter, as per details in Enclosure No. 2.

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 2014 and the annual report of 2014.

Vote Required: This agenda is for acknowledgement only. Thus, there is no voting in this agenda.

Agenda 3 To consider and approve the financial statements for year ended December 31, 2014

Facts and Reasons: Under Section 112 of the Public Limited Companies Act B.E. 2535 and clause 40 of the Articles of Association of the Company, 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 their consideration on the Company's financial statements for year 2014 ended December 31, 2014 were audited by the Company's certified public accountant. The certified public accountant is of their opinion that the financial statements of the Company present fairly, in all material respects, the financial position of the Company as of December 31, 2014, and the result of its operation and its cash flows for the year then ended, in accordance with financial reporting standards. In addition, the Audit Committee of the Company has reviewed the financial statements which has been enclosed herewith this invitation letter, as per details in Enclosure No. 2

The Company's financial position and operating results for year 2014 are summarized as below;

The Company's financial statements as of December 31, 2014	(Unit : Million Baht)
Total Assets	5,328.14
Total Liabilities	702.36
Paid-up Capital	320.00
Shareholders' Equity	4,625.78
Total Revenues	4,581.33
Contract Revenue	4,521.58
Net Profit	1,002.00
Earnings per Share (Baht per share)	3.14

Opinion of the Board of Directors: The Board of Directors agreed to propose the audited financial statements of the Company for the year 2014 ended December 31, 2014 to shareholders' meeting for approval. The financial statement have also been reviewed by the Audit Committee.

Vote Required: A majority of the total number of votes of shareholders and proxy holders attending in the meeting and casting their vote 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 clause 17 of the Articles of Association of the Company, 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 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. Young Jun Lee | Director |
| 2) Mrs. Chanchira Smakthai | Director |
| 3) Assoc. Prof. Dr. Ekachidd Chungcharoen | 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, whose terms will expire by rotation, have appropriate qualification and deemed appropriate to be re-appointed as directors for another term. The profiles and information of all 3 directors as per Enclosure No. 3

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. In addition, the Board of Directors is of their opinion that Assoc. Prof. Dr. Ekachidd Chungcharoen is qualified to be appointed as an independent director as per the requirements under the regulations of the Stock Exchange of Thailand.

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

Agenda 5

To consider and approve directors' remuneration for year 2015

Facts and Reasons: Under Clause 22 of the Article of Association of the Company and 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 2015 with details as follows;

- 1) To consider and approve the annual compensation for year 2015 which is as same as compensation rate for year 2014.

	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

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

2) To consider and approve the annual bonus for directors based on operating performance of the year 2014 and will be paid on pro-rata basis. In addition, the Board of Directors will be authorized to be responsible for the bonus allocation to each director as appropriate.

Therefore, the total of directors' remuneration for year 2015 shall not exceed Baht 9,500,000.

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 2015.

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 2015

Facts and Reasons: Under Clause 36 of the Article of Association of the Company and 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. Chaiyut Angsuwittaya, Certified Public Accountant No.3885 from A.M.T. & Associates to be an auditor of the Company for year 2015 and also proposed to consider and approve the auditing fee of 2015 in total amount of 1,200,000 Baht.

However, A.M.T. & Associates has been appointed as the auditor of the Company since the Company was a limited company, or 6 years in total (since B.E. 2550 – 2555). In this regard, the Board of Directors is of their opinion that A.M.T. & Associates has a good performance in doing as the auditor of the Company. Thus, after the Company has been converted into a public company limited in B.E. 2556, the Company has continually appointed A.M.T. & Associates to be the auditor of the Company. After the conversion of the Company to be a public company limited, The auditors who examined the financial statements of the Company as follows:

Period before listed in the Stock Exchange of Thailand (year)	Period after listed in the Stock Exchange of Thailand (year)	Auditor	C.P.A. License No.
2007 - 2012	2013	Mrs. Natsarak Sarochanunjeen	4563
-	2014	Mrs. Kedsaree Narongded	0076

The auditors as proposed list and the A.M.T. & Associates do not have any relationship or are not an interested person of 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 and be the Company's auditor since year 2008. 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 2015. The Audit Committee agreed that the proposed auditing fee for 2015 is appropriated with type of business and the size of transactions of the Company.

Comparison of the Company auditor's remuneration

Service Fee	Audit fee for the year 2015	Audit fee for the year 2014	Increase by (Baht)
Audit Fee:			
- Audit of annual financial statements (Baht)	550,000	520,000	30,000
- Review of annual financial statement of subsidiary company (Baht)	20,000	-	20,000
- Review of quarterly financial statements (Baht) for 3 quarters	570,000	510,000	60,000
- Review of quarterly financial statement of subsidiary company (Baht)	30,000	-	30,000
- Stock count observation (Baht/time)	30,000	30,000	-
Total Audit Fee (Baht)	1,200,000	1,060,000	140,000
Non-Audit Fee:			
- 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. Chaiyut Angsuwittaya, Certified Public Accountant No.3885 from A.M.T. & Associates to be an auditor of the Company for year 2015 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 holders attending in the meeting and casting their vote is required.

Agenda 7 **To consider and approve the change in par value of the Company's shares, from Baht 1.00 per share to Baht 0.25 per share and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the change in par value of the Company's shares**

Fact and Reasons: In order to increase market liquidity in selling and buying the Company's shares, the Board of Directors was of the opinion that the meeting should consider approving the change in par value of the Company's shares from Baht 1.00 per share to Baht 0.25 per share, as well as the amendment to Clause 4 of the Company's Memorandum of Association in accordance with the change in par value of the Company's shares.

Opinion of the Board of Directors: The Board deems appropriate to approve the change in par value of the Company's shares, from Baht 1.00 per share to Baht 0.25 per share and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the change in par value of the Company's shares, detailed as follows:

7.1 To approve the change in par value of the Company's shares by reducing the par value from Baht 1 per share to Baht 0.25 per share, resulting in the increase of the number of the Company's shares from 320,000,000 shares, at the par value of Baht 1.00 per share to 1,280,000,000 shares, at the par value of Baht 0.25 per share. However, the registered capital and the paid-up capital of the Company will remain unchanged at Baht 320,000,000, details of which are as follows:

	Prio to the Change in Par Value	After the Change in Par Value
Registered Capital (Baht)	320,000,000	320,000,000
Paid-Up Capital (Baht)	320,000,000	320,000,000
Par Value (Baht per Share)	1.00	0.25
Numbers of ordinary shares which have been issued and paid-up (Shares)	320,000,000	1,280,000,000

7.2 To approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the change in par value of the Company's shares, by replacing with the following wordings:

Clause 4	Registered Capital	Baht 320,000,000	(Three hundred twenty million Baht)
	Divided into	1,280,000,000 shares	(One thousand two hundred eighty million shares)
	Par value per share	Baht 0.25	(Twenty five Satang)
	Divided into		
	Ordinary shares	1,280,000,000 shares	(One thousand two hundred eighty million shares)
	Preferred shares	- shares	(-)

In this regards, the person(s) authorized by the Board of Directors shall be empowered for the registration of the amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce to amend or add any wordings as directed by the registrar.

Vote Required: Not less than three-fourth (3/4) of the total number of votes of shareholders and proxy holders, attending the meeting, and entitled to vote is required.

Agenda 8 To consider and approve the dividend payment for the operating result of year 2014 in the form of cash and stock dividend payment

Fact and Reasons: According to the Company's dividend policy, the Company will pay dividend not less than 50% of net profit of separate financial statements after deduction of 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.

Pursuant to the Company's operating results in 2014, the Company had net profit of separate financial statements of Baht 1,006.11 million. Thus, the Company is desirous to pay the dividend in the form of cash in the ratio of Baht 0.25 per share, which is equivalent to not exceeding Baht 320,000,000 (calculating from the par value of Baht 0.25 per share) in order to increase the liquidity in the shares of the Company as well as to be a compensation to shareholders for their investment by way of paying dividend in cash. In addition, the Company also considered to pay the dividend in form of stock dividend, with par value at Baht 0.25 per share to the shareholders at in the ratio of 4 existing shares per 1 stock dividend share. The Company considered reserving profit for a big size project as a working capital that expected to be awarded in year 2015.

Opinion of the Board of Directors: The Board deems appropriate to approve the annual dividend payment for the operating result of year 2014 as follows:

8.1 To consider and approve the payment of cash dividend of Baht 0.25 per 1 existing share, totals to not exceeding Baht 320,000,000 (calculated from the par value of Baht 0.25 per share); and

8.2 To consider and approve the payment of stock dividend for not exceeding 320,000,000 shares at the par value of Baht 0.25 per share (Stock Dividend) in the ratio of 4 existing shares per 1 stock dividend share, or totals to not exceeding Baht 80,000,000. The stock dividend payment is equivalent to Baht 0.0625 per 1 existing share. In case that any shareholder holds any fraction share remaining after such allocation, the Company will pay dividend in cash at Baht 0.0625 per such fraction share instead.

Upon combination of cash and stock dividend payment, the dividend would be paid at the rate of Baht 0.3125 per share (calculated from the par value of Baht 0.25 per share) or not exceeding Baht 400,000,000 in total. This dividend will be paid from the BOI profit; thus, the dividends are exempted from withholding tax.

The record date for the right of shareholders to receive the dividend is scheduled to be on Wednesday, May 13th, 2015 (Record Date). The share register book closing date for collecting shareholders' name under the Section 225 of the Securities and Exchange Act (included additional adjustment) is scheduled to be on Thursday, May 14th, 2015 and the dividend payment shall be made within Tuesday, May 26th, 2015.

As the matters to be considered in Agenda items 8.2 to 10 are related to the stock dividend payment and are related to each other. Therefore, the approval in each matter is conditional upon each other. If any of such agenda items is disapproved by the shareholders' meeting, the other agenda items that had been formerly approved would be cancelled and no other related matters will be further considered and it shall be deemed that the stock dividend payment is disapproved by the shareholders' meeting.

Besides, the stock dividend shall be paid after receiving an approval from the shareholders' meeting as well as the registration of capital increase with the Ministry of Commerce.

Vote Required:

A majority of the total number of votes of shareholders and proxy holders attending in the meeting and casting their vote is required.

Agenda 9

To consider and approve the increase of registered capital of the Company by Baht 80,000,000, from the existing registered capital of Baht 320,000,000 to Baht 400,000,000 by issuing new 320,000,000 ordinary shares, at the par value of Baht 0.25 per share and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of registered capital of the Company

Fact and Reasons:

Following to the Agenda 8.2, the stock dividend payment to the shareholders, thus, the Company must to consider the increase of registered capital to be reserved for the stock dividend payment as well as the amendment to Clause 4 of the Company's Memorandum of Association in accordance with the Company's registered capital increase.

Opinion of the Board of Directors: The Board deems appropriate to approve the increase of the registered capital of the Company and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the registered capital of the Company, detailed as follows;

9.1 To approve the increase of the registered capital of the Company from Baht 320,000,000 to Baht 400,000,000 by way of issuance of new 320,000,000 ordinary shares, at the par value of Baht 0.25 per share, and as such, the total increase capital amounted to Baht 80,000,000 in order to reserve for stock dividend payment as detailed in the Company's Capital Increase Report Form (Enclosure No. 4).

9.2 To approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of the registered capital of the Company, by replacing with the following wordings:

Clause 4	Registered Capital	Baht 400,000,000	(Four hundred million Baht)
	Divided into	1,600,000,000 shares	(One thousand six hundred million shares)
	Par value per share	Baht 0.25	(Twenty five Satang)
	Divided into		
	Ordinary shares	1,600,000,000 shares	(One thousand six hundred million shares)
	Preferred shares	- shares	(-)

In this regards, the person(s) authorized by the Board of Directors shall be empowered for the registration of the amendment of the Memorandum of Association with the Department of Business Development, the Ministry of Commerce to amend or add any wordings as directed by the registrar.

Vote Required: Not less than three-fourth (3/4) of the total number of votes of shareholders and proxy holders, attending the meeting, and entitled to vote is required.

Agenda 10 To consider and approve the allocation of the newly issued shares to be reserved for the stock dividend payment

Fact and Reasons: In accordance with the consideration approving the increase of registered capital 320,000,000 shares, at the par value of Baht 0.25 per share (according to the detail in Agenda 9), to be reserved for the stock dividend (according to the detail in Agenda 8.2), the meeting should consider approving the allocation of the newly issued shares.

Opinion of the Board of Directors: The Board deems appropriate to approve the allocation of the Company's newly issued ordinary shares in the amount of not exceeding 320,000,000 shares, at the par value of Baht 0.25 per share, to be reserved for stock dividend payment to the existing shareholders, according to the detail in Agenda 8.2.

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

Agenda 11 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 2015 was Thursday, March 19th, 2015, 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 Friday, March 20th, 2015.

Notice of the Annual General Meeting of Shareholders for 2015 with the Enclosures and Proxy Forms will be available on www.bjc1994.com in the section of Investor Relation, Shareholders Information – Meeting of Shareholder. 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 Friday, April 10, 2015 via email to 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 20, 2015. Information of registration for Annual General Meeting and Proxy Forms as per Enclosure No. 6, a shareholder or a proxy may register and submit the required documents for verification at the meeting from 13.00 p.m. onward.

Yours sincerely,

BJC Heavy Industries Public Company Limited



(Ms. Pakavalee Jearsawatvattana)
Chairman of the Board

Note: The Company's annual report for 2014 will be available in CD-Rom format, if any shareholders would like to receive the Company's annual report for 2014 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. 10), and fax to the Company at 0-3889-3711 or email to ir@bjc1994.com. Any enquiries, please contact the Company's secretary at 0-3889-3709 Ext. 106.

- Translation -

**Minutes of the Annual General Meeting of Shareholders for Year 2014
of
BJC Heavy Industries Public Company Limited**

The 2014 Annual General Meeting of Shareholders ("the Meeting") was held on April 25, 2014 at 10.00 hrs. at Grand Ballroom, 4th floor, The Grand Millennium Sukhumvit Hotel, 30 Sukhumvit 21 (Asoke) Road, Bangkok 10110. Ms. Pakavalee Jearsawatvattana, the Chairman of the Board of BJC Heavy Industries Public Company Limited ("the Company") was the Chairman of the Meeting ("the Chairman") and Ms. Noppasorn Thampitak, Company Secretary was the Secretary of the Meeting ("the Secretary").

The Meeting commenced at 10.00 a.m.

The Chairman welcomed the Shareholders and announced that there were 208 shareholders (32 shareholders present in person, and 176 shareholders present by proxy), representing 276,581,327 shares, or 86.43% of total issued shares of the Company which is 320,000,000 shares; thus, a quorum was constituted pursuant to the law and the Company's Articles of Association. Then the Chairman declared the meeting open and asked the Company Secretary to introduce the Directors, Management, Staff, Legal Advisor, Auditor, who attended the Meeting, and to explain the voting procedures in this Meeting.

The Secretary introduced the Directors, Management, Staff, Legal Advisor, Auditor, who attended the Meeting respectively as follows;

Attending Directors:

- | | |
|---|---|
| 1. Ms. Pakavalee Jearsawatvattana | Chairman of the Board, and Independent Director |
| 2. Mr. Kyu Young Lee | Director, and President |
| 3. Mr. Young Jun Lee | Director, and Managing Director |
| 4. Mr. Seung Woo Lee | Director, and Deputy Managing Director |
| 5. Mr. Seong Jin Lee | Director, and Assistant Managing Director-Project |
| 6. Mrs. Chanchira Smakthai | Director, and Assistant Managing Director-Support 1 |
| 7. Mr. Boonchuay Korkitrojana | Independent Director, and Chairman of the Audit Committee |
| 8. Assoc.Prof.Dr. Ekachidd Chungcharoen | Independent Director, and Audit Committee |
| 9. Mr. Noppadol Dheerabutrvongkul | Independent Director, and Audit Committee |

Management and Staff of the Company:

- | | |
|-----------------------------|---|
| 1. Mr. Patchara Kaewnukul | Assistant Managing Director-Finance and Accounting |
| 2. Ms. Noppasorn Thampitak | Company Secretary, and
Assistant Managing Director-Support 2 |
| 3. Ms. Soison Kaewkhemthong | Accounting Manager |

Legal Advisor

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|------------------------------|---|
| 1. Mr. Chatri Trakulmanenate | Legal Advisor, The Capital Law Office Limited |
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Representative of Auditor

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|---------------------------|------------------------------|
| 1. Ms. Daranee Somkamnerd | Manager, A.M.T. & Associates |
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Representative from Law Office to Present as Witnesses for Vote Counting

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|-------------------------------|--|
| 1. Ms. Voraluck Worachuttharn | Representative from The Capital Law Office Limited |
| 2. Ms. Thitapa Ruethaisavad | Representative from The Capital Law Office Limited |

In addition, the Secretary invited any shareholders to be a witness for vote counting, and there were no shareholders proposed themselves as a witness. Then, the Secretary informed procedure for voting to the Meeting as follows;

1. One share shall have one vote and each shareholder shall have right to vote in each agenda only "approve", "disapprove", or "abstain". Shareholders cannot divide shares to vote excepting for foreign shareholders who have custodians in Thailand and use Proxy Form C only.
2. In each agenda, if there is no shareholder who "disapproves" or "abstains", all votes will be treated as affirmative votes in favor of the relevant matter. The shareholders wishing to vote for "disapproval" or "abstention" must present their votes in ballots and raise their hands. The Company's staff will collect the ballots for recording the votes. The votes for "approval" will then be calculated by deduction of the votes for "disapproval" and "abstention" from the total number of votes of shareholders, present in person or by proxy, and cast their votes.

Excepting for Agenda 4; To consider and approve for the re-appointment of directors whose terms will expire by rotation. To follow good corporate governance, the votes for re-appointment of directors will be done on individual basis and the Company will collect all ballots from all shareholders present in person or by proxy, and cast their votes, regardless of whether they are voting for "approval", "disapproval", or "abstention" for each nominated director. However, to avoid wasting time, the Company will collect "disapprove" and "abstain" ballots for voting each nominated director for calculation first, and will collect the "approve" ballots for voting all three nominated directors at the same time at the end of this agenda.

3. A majority of votes of shareholders, present in person or by proxy, and cast their votes shall be sufficient to pass all resolutions excepting for Agenda 5 (To consider and approve directors' remuneration for year 2014) which requires a vote of not less than two-thirds of the total number of votes of shareholders, present in person or by proxy.
4. Where shareholders have appointed a proxy to cast votes in accordance with their instructions, the Company has already entered their votes "approve", "disapprove" or "abstain" into the Computer for vote counting.
5. The total numbers of votes present at the Meeting on each agenda may differ as some shareholders may attend after the meeting has already started.

The Chairman invited Mr. Kyu Young Lee, President, to give some speech on overall operating result for year 2013 and the business plan for year 2014.

Mr. Kyu Young Lee gave speech to the Meeting, which can be summarized as follows;

The year 2013 was the most successful year for BJCHI since established in 1994. We achieved profit growth by 52% and net profit margin of 30.70%. Most importantly, BJCHI has been successfully listed on the Stock Exchange of Thailand since last year.

This year, 2014, will be another crucial year for BJCHI, because we started large size projects from Brazil. These projects are very important because it will help enhance the growth of revenue. In addition, there will be a number of new Australian projects and other oversea projects will be started.

On behalf of BJCHI's management, I would like to take this opportunity to thank the shareholders, directors, employees, suppliers and customers for their trust and continued support.

Mr. Thammanoon Julamaneechote (a shareholder) had suggestions as follows;

- In order to enhance the good corporate governance, before commencement of the Meeting, the Chairman should ask whether the shareholders have any opinion on the agendas.
- He had opinions to the agendas as follows;
Agenda 1: To acknowledge the operating results for year 2013. This agenda is only an acknowledgement; therefore, it shall not be considered.
Agenda 4: To consider and approve for the re-appointment of directors whose terms will expire by rotation. The word "new" in Thai should not be used (พิจารณาอนุมัติแต่งตั้งกรรมการใหม่แทนกรรมการที่พ้นจากตำแหน่งตามวาระ) as there was the re-appointment of the old directors, not the proposal of new directors.
- The Chairman should inform the Meeting for the business plan during the first few agendas as most of shareholders still are in the meeting.
- The Company should schedule the shareholders' meeting date faster, around the beginning of April.
- Attachments of the invitation letter were quite good; however, the Company should indicate the date/month/year in the report of the Chairman of the Board. Besides that he would like to give the compliment on a good performance of the Company.

The Chairman informed to the Meeting that;

- Any shareholders who would like to propose the agenda, the Company will give the chance to propose in the last agenda which shall be considered respectively.
- The question on the operating results will be considered in the relevant agendas.
- Any shareholder who has question apart from the agendas, the Management would open for discussion after the Meeting completing the consideration of all agendas.
- For the suggestion on the meeting arrangement, the Management will be considered later on.

The Chairman requested the meeting to consider on the agendas which are consisting of 7 agendas respectively as follows;

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

The Chairman proposed the meeting to acknowledge the operating results for year 2013 and certify the annual report for year 2013 which has been enclosed herewith this invitation letter, as per details in Enclosure No.1 and asked Mrs. Chanchira Smakthai, Director and Assistant Managing Director-Support 1, to present the relevant details for this agenda to the Meeting.

Mrs. Chanchira Smakthai presented the operating results for the year 2013 that, year 2013 was quite the success year, the total revenue has increased to Baht 3,929 million from total revenue of Baht 3,653 million in 2012. For the revenue structure in 2013, there was the recognized revenue from Modularization work of Baht 3,319 million, which was increased from Baht 2,564 million in 2012, due to the increase in revenue recognition from APLNG Project, that the client has awarded the additional projects continually last year.

The net profit had increased from Baht 793 million in 2012 to Baht 1,206 million in 2013, representing a net profit growth of 52%, due to the increase of gross profit by 51%; thanks to the decrease of overall contract cost in 2013. The reasons for the decrease of overall contract cost were that the Company had been awarded additional work (where its cost is lower than the original contract cost), the increase in revenue recognition from Modularization work, and also the efficient project management.

For the profitability ratio, in 2013 the Company has the net profit margin of 30.7%, which is increased from 21.7% in 2012, due to the increase in the gross profit margin as mentioned earlier.

For the financial position, the Company has a strong balance sheet. In 2013, the shareholders' equity has increased significantly to Baht 4,392 million, increasing from Baht 1,299 million as of year ended 2012, due to the large offering size of the initial public offering shares of 80 million shares during November 2013, and also the increase of net profit of year 2013 which would increase the retained earnings from Baht 1,075 million as of year ended 2012 to Baht 1,832 million as of year ended 2013.

The Chairman proposed the Meeting to acknowledge the operating results for year 2013 and certify the annual report for year 2013. However, Mr. Thammanoon Julamaneechote (a shareholder) explained to the Meeting that the annual report is the matter to be informed to the Meeting for acknowledgement only. It is not necessary for the Meeting to pass a resolution to certify it. He then proposed the Meeting not to cast the votes for this agenda, and deemed that the annual report was duly acknowledged by the Meeting. As there were no shareholders objecting such proposal, the Chairman then informed the Meeting that there would be no vote casting on this agenda and would be deemed that the Meeting duly acknowledged the Company's 2013 annual report.

Resolution: The Meeting resolved that the operating results and the annual report of year 2013 be acknowledged.
(No voting is required for this agenda)

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

The Chairman asked Mrs. Chanchira Smakthai to present the relevant details for this agenda to the Meeting.

Mrs. Chanchira Smakthai presented to the Meeting that 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. Base 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 accordingly;

Financial Position and Operating Results	Year 2013 (Million Baht)	Year 2012 (Million Baht)	Change (%)
Total Assets	4,836	1,883	257 %
Total Liabilities	445	584	-24 %
Paid-up capital	320	224	43 %
Shareholders' Equity	4,392	1,299	238 %
Total Revenues	3,929	3,653	8 %
Contract Revenues	3,910	3,614	8 %
Net Profit	1,206	793	52 %
Earnings per Share (Baht/share)*	4.93	3.53	39 %

* The calculation of earnings per share is based on the number of weighted average paid-up shares of the year.

The Chairman asked whether there were any questions from the shareholders.

Mr. Thammanoon Julamaneechote (a shareholder) had some suggestions and questions as follows;

- In the auditor's report, the date of report should be specified. When the Audit Committee had a meeting? When the board of directors had a meeting? As per review, there was found that the auditor has reported on February 24, 2014. There was no record on the Audit Committee's meeting date. However, the board of directors' meeting was held on February 25, 2014. Therefore, he suggested that next year in order to enhance the good corporate governance the Company should arrange the meetings to be in line with Section 82 of the Public Limited Companies Act B.E. 2535, additional revision no. 3/2551, and send the relevant meeting information to the directors at least 7 days prior to the meeting date.
- The information provided should be in 3-year comparison, such as year 2011, 2012 and 2013.
- According to the report that the earnings per share is Baht 4.93 per share, but if divided the net profit by the total amount of shares, there shall be Baht 3.77 per share. Please clarify.

The Chairman informed to the Meeting that;

- The Management will consider the shareholder's suggestion regarding the dates in scheduling next meeting.
- For the report in next year, there will be 3-year comparison figures as per shareholder's suggestion.
- For the earnings per share, the Company calculated from the number of weighted average paid-up shares during the year, not from the current paid-up shares.

Mr. Somchai Ekaudomsin (a proxy holder) asked that the assets in 2011 were Baht 985 million, increasing to Baht 1,883 million in 2012, and increasing to Baht 4,836 million in 2013. What was the reason for the significant increase in the assets?

Mrs. Chanchira Smakthai informed that certain reason for the increase of assets in year 2013 was that the proceeds from the initial public offering of the Company's common shares.

As there was no further question or suggestion, the Chairman proposed the Meeting to consider and approve the financial statements for year ended December 31, 2013 which were audited by the Company's auditor, reviewed by the Audit Committee and considered by the board of directors. Pursuant to the Company's Articles of Association, this agenda shall be approved by the Meeting with a majority of votes of shareholders, present in person or by proxy, and cast their votes.

Resolution The Meeting resolved that the financial statements for year ended December 31, 2013 be approved with the following votes cast;

	Approved	Disapproved	Abstained
No. of votes	279,161,830	0	0
%	100.00	0.00	-

Remark: The abstained votes were excluded from the calculation base, and there were additional shareholders, present in person or by proxy, for 2,580,503 voting rights.

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

The Chairman requested Mrs. Chanchira Smakthai to present the relevant details for this agenda to the Meeting.

Mrs. Chanchira Smakthai presented to the Meeting that 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; thus, there should be allocation of Baht 8.00 million of net profit for legal reserve which will be increased the legal reserve from Baht 21.00 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 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 and cannot be claimed for the tax credit.

The Chairman informed to the Meeting that, 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 an approve the dividend payment of Baht 2.40 per share, with total amount of Baht 768.00 million, which 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.

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.

The Chairman opened the floor to any questions or suggestions.

Mr. Thammanoon Julamaneechote (a shareholder) had a question on the dividend payment date, as the record date will be on May 8, 2014, since everything is ready, in order to have an efficient management and also efficient of management team, why the dividend payment date will be scheduled on May 23, 2014. TSD's operation process shall be not exceeding 7 days; therefore, he would propose the dividend payment date to be no later than May 15, 2014. In addition, there was one more question that in order to not making any mistake, the Chairman shall confirm that the earnings per share of Baht 4.93 is accurate. As per calculation, when divided the dividend payment per share of Baht 2.40, by earnings per share of Baht 4.93, the result was not equal to the dividend payout ratio of 63.67%.

The Chairman informed that for the dividend payment process, as per the regulations of the Stock Exchange of Thailand, after the shareholders' meeting has approved for the dividend payment, there shall be another book closing date prior to the dividend payment date in order to provide a certain period to any shareholders to buy/sell shares at least 5 working days, and there shall be the procedure of TSD before the dividend payment to shareholders. However, the Management will consider this suggestion to improve the process whether there are any procedures that can be shorten the time. For the question on the calculation of the earnings per share, the Company calculated from the number of weighted average paid-up shares during the year as per earlier clarification, while the calculation of dividend payment was based on the net profit and the total number of current shares. Therefore, the different in figures is from the different purpose of presentation.

As there was no further question, the Chairman asked the Meeting to cast a vote. This agenda shall be approved by the Meeting with a majority of votes of shareholders, present in person or by proxy, and cast their votes.

Resolution The Meeting resolved that the profit allocation of additional Baht 8.00 million for legal reserve, totally is Baht 32.00 million which is equal to 10% of registered capital be approved, and the dividend payment of Baht 2.40 per share, with total amount of Baht 768.00 million be approved. Such 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.

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 with following votes cast;

	Approved	Disapproved	Abstained
No. of votes	279,194,530	0	0
%	100.00	0.00	-

Remark: The abstained votes were excluded from the calculation base, and there were additional shareholders, present in person or by proxy, for 32,700 voting rights.

Agenda 4 To consider and approve the re-appointment of directors who vacate by rotation

The Chairman notified the Meeting that in order to comply with the good corporate governance principle, the nominated directors, who vacate by rotation and were proposed to be re-appointed in this agenda, namely Mr. Kyu Young Lee, Mr. Seong Jin Lee, Mr. Boonchaury Korkitrotjana, were asked to leave the meeting room during considering of this agenda. The Chairman requested the Secretary to present the relevant details for this agenda to the Meeting.

The Secretary informed the Meeting that 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 vacate. A retiring director is eligible to stand for re-appointment. The directors, who will vacate 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 vacate.

At present, the Company has 9 directors, and on this Meeting there are 3 directors who vacate by rotation are 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.

The Chairman proposed the 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 (SET).

The Chairman proposed the Meeting to vote for re-appointment of directors on individual basis, to follow good corporate governance principle. The Company would collect all ballots from all shareholders, regardless of whether they are voting for "approval", "disapproval", or "abstention" for each nominated director. The Company would collect "disapprove" and "abstain" ballots for voting each nominated director for calculation first, and then would collect the "approve" ballots for voting all three nominated directors at the same.

4.1 **Mr. Kyu Young Lee** (Director)

The Chairman proposed the Meeting to consider the re-appointment of Mr. Kyu Young Lee to be a director for another term.

Mr. Thamanoon Julamaneechote (a shareholder) suggested that in this agenda the Meeting should consider to re-appoint directors whose terms would expire by rotation; therefore, the word "new" in Thai should not be used. In addition, the Company should inform the shareholders that each nominated directors had made any contribution to the Company as an information for shareholders to consider.

The Chairman informed the Meeting that Mr. Kyu Young Lee is a founder of the Company, and in charge of supervision for Company's business activities since establishment.

As there was no further question or suggestion, the Chairman asked the Meeting to consider and approve the re-appointment of Mr. Kyu Young Lee to be a director for another term. This agenda shall be approved by the Meeting with a majority of votes of shareholders, present in person or by proxy, and cast their votes.

Resolution The Meeting resolved that the re-appointment of Mr. Kyu Young Lee to be a director for another term be approved with following votes cast.

	Approved	Disapproved	Abstained
No. of votes	279,193,530	0	1,000
%	100.00	0.00	-

Remark: The abstained votes were excluded from the calculation base.

4.2 Mr. Seong Jin Lee (Director)

The Chairman proposed the Meeting to consider the re-appointment of Mr. Seong Jin Lee to be a director for another term, and asked Mrs. Chanchira Samakthai to provide some background of Mr. Seong Jin Lee to the Meeting.

Mrs. Chanchira Samakthai informed the Meeting that Mr. Seong Jin Lee is knowledgeable in for project management, production process, and has experienced in various types of products and services of the Company.

As there was no further question or suggestion, the Chairman proposed the Meeting to consider and approve the re-appointment of Mr. Seong Jin Lee to be a director for another term. This agenda shall be approved by the Meeting with a majority of votes of shareholders, present in person or by proxy, and cast their votes.

Resolution The Meeting resolved that the re-appointment of Mr. Seong Jin Lee to be a director for another term be approved with following votes cast.

	Approved	Disapproved	Abstained
No. of votes	279,193,530	0	1,000
%	100.00	0.00	-

Remark: The abstained votes were excluded from the calculation base.

4.3 Mr. Boonchay Korkitrotjana (Independent Director)

The Chairman proposed the Meeting to to consider the re-appointment of Mr. Boonchay Korkitrotjana to be a director for another term, and asked Mrs. Chanchira Samakthai to provide some background of Mr. Boonchay Korkitrotjana to the Meeting.

Mrs. Chanchira Samakthai informed that Meeting that Mr. Boonchay Korkitrotjana is an Independent Director and Chairman of the Audit Committee. He is knowledgeable for quality control standards such as ISO standard, and other quality system, internal auditing system, internal control system. He had made recommendation on various quality control aspects to the Company.

As there was no further question or suggestion, the Chairman proposed the Meeting to consider and approve the re-appointment of Mr. Boonchay Korkitrotjana to be a director for another term. This agenda shall be approved by the Meeting with a majority of votes of shareholders, present in person or by proxy, and cast their votes.

Resolution The Meeting resolved that the re-appointment of Mr. Boonchay Korkitrotjana to be a director for another term be approved with following votes cast.

	Approved	Disapproved	Abstained
No. of votes	279,193,530	0	1,000
%	100.00	0.00	-

Remark: The abstained votes were excluded from the calculation base.

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

The Chairman requested the Secretary to present the relevant details for this agenda to the Meeting.

The Secretary informed that 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, same size of revenue and same size of market capitalization at same period, including consideration of company performance and the directors duties and responsibilities.

The directors' remuneration of 2014 detailed 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 2013 operating results 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 shall not exceed Baht 13.50 million.

The Chairman opened the floor to questions and suggestions.

Mr. Thammanoon Julamaneechote (a shareholder) suggested that all directors have the same duty and responsibility except the Chairman will have additional works such as calling for the Board of Directors' meeting, signing the invitation. In general, the Chairman's remuneration would be 25% greater than other board members, and the Vice Chairman's remuneration would be 12.5 % greater than other board members. Therefore, he suggested that the Company should consider to apply this standard. In addition, the Company should present the details of bonus payment which will be made to each board member.

The Chairman informed that the suggestions will be taken into consideration. The Chairman informed additional information to the Meeting that the Company has considered to propose the directors' remuneration by considering of the size of business, and the Company's operating performance. As if considered the directors' remuneration by comparing with the net profit, the directors' remuneration will be equivalent to 1.12%, and if comparing with the dividend to be paid to the shareholders, the directors' remuneration will be equivalent to 1.67%.

Mr. Thammanoon Julamaneechote (a shareholder) provided additional information that in general, the directors' remuneration will be calculated from the net profit, which will be in a range of 0.30%-1.00%, subject to the size of business. For amount of remuneration proposed to the Meeting, he would have no objection, but would like the Company to set clear criteria in determining the directors' remuneration. Therefore, he notified this information for further consideration.

The Chairman explained that the Company has considered the appropriateness of the remuneration with the size of business, comparing to the payment of other companies in the same business sector, and the Company's business performance.

Ms. Ruengreng Ngow-ngamrat (a shareholder) asked whether the figure 1.12% is a percentage of profit, and whether such amount was already paid. How to determine the remuneration if the Company would have net loss?

The Chairman explained that the shown percentage number is calculated by comparing with the net profit of 2013 in order to see the picture only. However, the directors' remuneration proposed to the Meeting to consider and approve are divided in two portions. First portion is the attendance fee and monthly fee for year 2014. Second portion is bonus for 2013, which is considered from the 2013 performance, which the shareholders has already known the actual results. If the Company makes higher profit for the year, the bonus will be higher in relation to the operating results. However, if the Company makes loss in any year, the Company will have to consider it appropriately.

Ms. Suwannee chiensirichaiyuth (a shareholder) asked that for the accommodation which was proposed to be paid based on actual cost. How the payment criteria does the Company have? How much budget for accommodation? How much the actual cost in year 2013?

The Chairman explained that in 2013 the Company had no any accommodation expenses. Normally for the meeting of the Board of Directors will be held at head office in Rayong Province, and the Board finished the meeting within the day without overnight stay. However, the Company has set this budget just in case of necessity. For budget amount, the Company has not set in a fixed figures; however, in practice the Company has a list of contacted hotels for regular business usage.

As there was no further question, the Chairman proposed the Meeting to consider and approve directors' remuneration as proposed. This agenda shall be approved by the Meeting with not less than two-third of the total number of votes of shareholders, present in person or by proxy.

Resolution The Meeting resolved that the directors' remuneration for year 2014 be approved with following votes cast.

	Approved	Disapproved	Abstained
No. of votes	279,168,837	30,000	700
%	99.99	0.01	0.00

Remark: In this agenda, there were additional shareholders, present in person or by proxy, for 5,007 voting rights.

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

The Chairman requested Mr. Boonchaury Korkitrotjana, Chairman of the Audit Committee, to present the relevant details for this agenda to the Meeting.

Mr. Boonchaury Korkitrotjana explained the details to the Meeting that under Section 120 of the Public Limited Company 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 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 consider to propose to the Meeting to consider and appoint the certified public accountants from A.M.T. & Associates, namely;

- Mrs. Kesree Narongdej, Certified Public Accountant No.0076, or
- Mrs. Natsarak Sarochanunjeen, Certified Public Accountant No.4563, or
- Mr. Sumit Khopaiboon, Certified Public Accountant No.4885, or
- Mr. Chaiyut Angsuwithaya, Certified Public Accountant No.3885

to be an auditor of the Company for year 2014. 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. In addition, the Meeting was proposed to consider and approve the auditing fee of 2014 in total amount of 1,060,000 Baht which increasing from previous year for approximately 10%. The Audit Committee agreed that the proposed auditing fee for 2014 is appropriated with the scope of works, their expertise, type of business and the size of transactions of the Company. In addition, the Company has compared the proposed auditing fee with other auditor's proposal.

Comparison of the Company auditor's remuneration

Service Fee	2014	2013	Increase (Baht)
Audit Fee:			
- 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
Total Audit Fee (Baht)	1,060,000	970,000	90,000
Non-Audit Fee:			
- Audit of 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.

The Chairman proposed the Meeting to consider and approve the appointment

- Mrs. Kesree Narongdej, Certified Public Accountant No.0076, or
- Mrs. Natsarak Sarochanunjeen, Certified Public Accountant No.4563, or
- Mr. Sumit Khopaiboon, Certified Public Accountant No.4885, or
- Mr. Chaiyut Angsuwithaya, Certified Public Accountant No.3885

from A.M.T & Associates to be the Company's auditor, and approve the auditing fee as considered by the Audit Committee and proposed by the Board of Directors.

The Chairman opened the floor to questions and suggestions.

Mr. Thamanoon Julamaneechote (a shareholder) asked when the Audit Committee's meeting was held. For comparison of audit fee, how many audit firms has been considered? What were their prices, if the Company cannot disclose the name, the dummy names of A, B, C should be fine. What is the Audit Committee's opinions on the fairness of the increase of the audit fee from previous year? And when the Audit Committee's meeting was held for reviewing the financial statements?

Mr. Boonchaury Korkitrotjana explained that the Company has made comparison of the auditing fee proposed by A.M.T. & Associates and other audit firm. A.M.T. & Associates has proposed the total fee, including Audit Fee and Non-Audit Fee, of Baht 1,120,000. The other audit firm has proposed the service fee for Audit Fee and Non-Audit Fee in total amount of Baht 1,400,000. In addition, the Audit Committee has considered that the 10% increase in the audit fee proposed by A.M.T. & Associates is appropriate in terms of scope of works, which will be increased as per the Company's business transactions, and positive business results, and also the quality of the auditing works is satisfied.

For the date of the Audit Committee's meeting to review the financial statements of 2013 was held on the same day of the Board of Directors's meeting, which was on February 24, 2014. The February 25, 2014 was the date that the Company disclosed information to public through the SET's system.

Ms. Ruengreng Ngow-ngamrat (a shareholder) asked that from the proposal of four auditor names, once getting an approval, the Company will select only one of them, is that correct? What is the reason for not appointing the audit firm, instead? And how many years the Company has appointed A.M.T. & Associates to be auditor?

The Chairman informed that there would be four auditor names proposed for consideration and approval, and in practice there will be only one auditor reviews and audits the financial statements. For the appointment, there shall be both audit firm and auditor as individual, be appointed as the Company's auditor. The A.M.T. & Associates has been the Company's auditor since 2008.

Mr. Thammanoon Julamaneechote (a shareholder) had additional comments that the appointment of the auditor as individual shall not be done for more than five consecutive years. If the Company still wants to use the same audit firm, there shall be different audit team.

The Chairman thanked the shareholders for their suggestions and will take it into consideration. As there was no further question or suggestion, the Chairman asked the Meeting to consider and approve the appointment of the auditors and determine the auditing fee for year 2014. This agenda shall be approved with a majority of votes of shareholders, present in person or by proxy, and cast their votes.

Resolution The Meeting resolved that the appointment of the auditors from A.M.T. & Associates, whose name appears below, to be the Company's auditor for year 2014, be approved.

- 1) Mrs. Kesree Narongdej, Certified Public Accountant No.0076, or
- 2) Mrs. Natsarak Sarochanunjeen, Certified Public Accountant No.4563, or
- 3) Mr. Sumit Khopaiboon, Certified Public Accountant No.4885, or
- 4) Mr. Chaityut Angsuwithaya, Certified Public Accountant No.3885

and the Audit Fee for year 2014 in total of Baht 1.06 million be also approved, with following votes cast;

	Approved	Disapproved	Abstained
No. of votes	279,203,052	0	0
%	100.00	0.00	-

Remark: The abstained votes were excluded from the calculation base, and there were additional shareholders, present in person or by proxy, for 3,515 voting rights.

Agenda 7 To consider other matters (if any)

The Chairman notified the Meeting that the Meeting has considered all agendas as stipulated in the invitation letter completed. In the case of any proposal to the Meeting to consider other matters, there shall have shareholders agreed to propose to the Meeting for not less than one-third (1/3) of the total paid-up shares.

No shareholders proposed other matters for consideration.

The Chairman asked the Meeting for any further comments or questions. There were questions from shareholders as follows;

Mr. Teerayuth Pheuttanyakij (a proxy holder from Thai Investor Association) asked that currently there is a trend of Anti-Corruption, and the IOD has sponsored for the project of Collective Action Coalition against Corruption (CAC). So his question was that the Company has intention to join the CAC or not? And how the Company plans to adopt the policy for internal use?

Mr. Boonchaay Korkitrotjana answered the questions that in doing and managing the businesses, the Company aims to do businesses with transparency and comply with the laws and regulations. In addition, Board of Directors and Management have focused on Anti-Corruption by setting the Anti-Corruption Policy and announced to all employees for acknowledgment. Moreover, the Company has set a guideline to prohibit directors and/or employees to get involving in or supporting any corruption activities. There are standard operation procedures for internal operations, including the review and comment by the Audit Committee, the Risk Management Committee and the Company's internal auditor, as a co-audit in reviewing any potential issues. The Company has set mechanism to communicate with the interest persons. In addition, outside parties can communicate, report, or notify any issues, which may have corruption in business practice, to the Company. With regard to expressing to join the CAC with IOD, the Company is interested in and in the process of studying the Company's regulations and procedures, and also IOD's regulations in being a member of CAC, which may have further progress later on.

Mr. Thammanoon Julamaneechote (a shareholder) suggested that due to the Company is located in upcountry, there should have a mobile phone number for convenience in communication, and also there may have many shareholders interested in the company visit. If the Company can arrange for the company visit, there will be great as being another channel of Public Relations (PR) to make shareholders, media get to know a step forward of the Company. Last but not least, he would like to thank the directors, Company's employees as doing the great job for moving the Company forwards, gaining a trust, and can pay a large amount of dividend to the shareholders.

The Chairman thanked for suggestions on the mobile phone number, the Company will consider the suggestion. For the company visit, it is welcomed. If any shareholders are interested please leave your name to Company Secretary. The Company will collect the names to see how many shareholders are interested.

As there was no further questions, the Chairman expressed her thanks to the shareholders, and declared the Meeting ended.

Meeting ended at 12.14 p.m.

..... - *Pakavalee Jearsawatvattana* - Chairman
(Ms. Pakavalee Jearsawatvattana)

..... - *Noppasorn Thampitak* - Meeting Taker
(Ms. Noppasorn Thampitak)

-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. Young Jun Lee



Present Position : Director / Managing Director

Age : 43 years

Nationality : South Korean

Education : Bachelor Degree of Business Administration,
Major in International Business,
Assumption University

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

Years of Directorship : 13 Years

Work Experience : 2013 - Present Managing Director, BJC Heavy Industries Public Company Limited
2010 - 2012 Vice President, BJC Heavy Industries Public Company Limited
2003 - 2010 General Manager, BJC Construction Industrial Company Limited
1999 - 2003 Project Coordinator, BJC Construction Industrial Company Limited

Share Ownership : 28.13%

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 (not petty offenses) : None

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

Attendance the Meeting in 2014

- Board of Directors : 3/5 times
- Audit Committee : N.A.
- Executive Committee : 9/12 times
- Risk Management Committee : 10/12 times

Appointment/ Elected in Boards

	Appointment date	Elected date (latest)
• Board of Directors	5 January 2002	7 May 2013
• Audit Committee	N.A.	N.A.
• Executive Committee	7 June 2011	16 May 2013
• Risk Management Committee	13 November 2012	116 May 2013

1.2 Mrs. Chanchira Smakthai



Present Position : Director / Assistant Managing
Director – Finance and
Accounting

Age : 44 years

Nationality : Thai

Education	:	Master degree in Business Administration, Burapha University Bachelor degree in Marketing, North Eastern Technological College	
Training from Thai Institute of Director (IOD)	:	Director Accreditation Program (DAP), Course No. 89/2011 Chief Financial Officer Certification Program (CFO), 2012 Anti-Corruption for Executive Program, 2014	
Years of Directorship	:	19 years	
Work Experience	:	2014 – Present Assistant Managing Director – Finance and Accounting, BJC Heavy Industries Public Company Limited 2013 - 2014 Assistant Managing Director Support-1, BJC Heavy Industries Public Company Limited 2009 - 2012 Finance and Accounting Manager, BJC Heavy Industries Company Limited 1995 - 2009 Admin. and Finance Manager, BJC Construction Industries Limited	
Share ownership	:	0.31%	
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 (not petty offenses)	:	None	
No prohibited characteristics under the Public Company Act B.E. 2535	:	None	
Attendance the Meeting in 2014	:		
• Board of Directors	:	5/5 times	
• Audit Committee	:	N.A.	
• Executive Committee	:	12/12 times	
• Risk Management Committee	:	N.A.	
Appointment/Elected in Boards	:		
		Appointment date	Elected date (latest)
• Board of Directors	:	29 March 1996	7 May 2012
• Audit Committee	:	N.A.	N.A.
• Executive Committee	:	7 June 2011	7 May 2012
• Risk Management Committee	:	N.A.	N.A.

1.3 Assoc. Prof. Dr. Ekachidd Chungcharoen



Present Position	:	Independent Director / Audit Committee
Age	:	52 years
Nationality	:	Thai
Education	:	Philosophical Doctorate of Management Science, University of Waterloo Master Degree of Management Science, University of Waterloo Master Degree of Electrical Engineering, Youngstown State University Bachelor Degree of Electrical Engineering, King Mongkut's Institute of Technology Ladkrabang
Training from Thai Institute of Director (IOD)	:	Director Accreditation Program (DAP), Course No. 68/2008 Audit Committee Program (ACP), Course No.22/2008 Role of the Compensation Committee (RCC), 2014
Years of Directorship	:	4 years
Work Experience	:	2013 - Present Independent Director / Audit Committee Member, BJC Heavy Industries Public Company Limited 2011 - 2012 Independent Director / Audit Committee Member, BJC Heavy Industries Company Limited 2010 - Present Director of MBA Program, Faculty of Commerce and Accountancy, Thammasart University 2008 - 2010 Head Department of Operations Management, Faculty of Commerce and Accountancy, Thammasat University 2008 – Present Associate Professor, Department of Operations Management, Faculty of Commerce and Accountancy, Thammasat University 2014 - Present Chairman of Nominating and Compensating Committee, Phol Dhanya Public Company Limited 2011 – 2013 Nominating and Compensating Committee, Phol Dhanya Public Company Limited 2007 - Present Independent Director / Audit Committee Member, Phol Dhanya Public Company Limited
Share ownership	:	None
Holding position in other business	:	
• Listed company	:	Chairman of Nominating and Compensating Committee / Independent Director / Audit Committee Member, Phol Dhanya Public Company Limited
• Non-listed company	:	None
Any criminal charges in Court (not petty offense)	:	None

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

Attendance the Meeting in 2014

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

Appointment/Elected in Boards

	Appointment date	Elected date (latest)
• Board of Directors Meeting	: 23 June 2011	9 May 2013
• Audit Committee Meeting	: 7 June 2011	15 May 2013
• Executive Meeting	: N.A.	N.A.
• Risk Management Meeting	: N.A.	N.A.

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

The Nominees	Number of Shares	% of shares with voting rights
1. Mr. Young Jun Lee	90,000,000	28.13%
2. Mrs. Chanchira Smakthai	1,000,500	0.31%
3. Assoc.Prof.Dr. Ekachidd Chungcharoen	None	None

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

The Nominees	Other Listed Companies		Other Companies (Non-listed)	Position in connected business / business rivalry that may cause conflict of interests
	Company	Type of Director		
1. Mr. Young Jun Lee	None	None	None	None
2. Mrs. Chanchira Smakthai	None	None	None	None
3. Assoc.Prof.Dr. Ekachidd Chungcharoen	1	2014 – Present: Chairman of Nominating and Compensating Committee, Phol Dhanya Public Company Limited 2011 – 2013: Nominating and Compensating Committee, Phol Dhanya Public Company Limited 2007 – Present: Independent Director / Audit Committee Member, Phol Dhanya Public Company Limited	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
	Assoc.Prof.Dr. Ekachidd Chungcharoen
Company's shareholding <ul style="list-style-type: none"> - Number of shares - % of shares with voting rights 	<p style="text-align: center;">None</p> <p style="text-align: center;">None</p>
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 <ul style="list-style-type: none"> - 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). 	<p style="text-align: center;">None</p> <p style="text-align: center;">None</p> <p style="text-align: center;">None</p>

-Translation-

(F 53-4)

Capital Increase Report Form
BJC Heavy Industries Public Company Limited
February 25th , 2015

We, BJC Heavy Industries Public Company Limited ("the **Company**"), hereby report on the resolution of board of directors' meeting no. 1/2015, held on Wednesday, February 25 , 2015 from 14.00 hours to 19.00 hours, relating to a change of par value, capital increase and share allotment as follows:

1. Change of Par Value and Capital Increase:

- 1.1 The board meeting passed a resolution approving the change of par value of the Company's ordinary shares from Baht 1.00 to Baht 0.25.
- 1.2 The board meeting passed a resolution approving the increase of the Company's registered capital from Baht 320,000,000 to Baht 400,000,000 by issuing new 320,000,000 ordinary shares with a par value of Baht 0.25 each, totaling Baht 80,000,000 to be reserved for the stock dividend payment. Details of the each type of capital increase are:

Type of capital increase	Type of share	Number of shares (shares)	Par value (THB/share)	Total (THB)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary	320,000,000	Baht 0.25 per share	80,000,000
	Preferred	-	-	-
<input type="checkbox"/> General Mandate	Ordinary	-	-	-
	Preferred	-	-	-

2. Allotment of new shares:**If specifying the purpose of utilizing proceeds**

Allotted to	Number of shares (shares)	Ratio (old : new)	Sale price (THB/share)	Subscription and payment period	Note
Existing shareholders	320,000,000	4 : 1	-	To be reserved for the stock dividend payment	Stock Dividend
General public	-	-	-	-	-
Other persons (specify).....	-	-	-	-	-
To support the conversion / exercising rights of a given instrument (specify).....	-	-	-	-	-

The Company's plan in case there is a fraction of shares remaining

In case that any shareholder holds the invisible share remaining after stock dividend allocation, the Company will pay such dividend in cash at Baht 0.0625 per share instead.

3. Schedule for a shareholders' meeting to approve the capital increase/allotment

The Annual General Meeting of Shareholders for year 2015 is schedule to be held on Monday, April 27th, 2015 at 14.00 hour at Platinium Room, 2nd Floor, Grand Mercure Bangkok Fortune Hotel by:

- The share register will be closed to share transfers in order to determine the right to attend this meeting from _____ until the meeting has been duly convened.
- The share register will be recorded for share transfer in order to determine the right to attend this meeting on March 19th, 2015. Also, March 20th, 2015 (one business day after the recording date) will be the book-closing date on which the shareholder list as specified in section 225 of the Security Act shall be complied.

4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)

The company will register the increase of capital to the Ministry of Commerce and apply to the Stock Exchange of Thailand for listing the newly issued shares (Stock Dividend) on the mai.

5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase

- 5.1 To reserve as working capital and enhance internal cash flow for the company.
- 5.2 To provide investment return to shareholders in form of stock dividend instead of cash dividend.

6. Benefits which the Company will receive from the capital increase/share allotment:

- 6.1 To increase the Company's stock liquidity.
- 6.2 To retain the working capital for the Company's operation.

7. Benefits which shareholders will receive from the capital increase/share allotment:

- 7.1 Dividend Policy
The Company has a policy to pay dividends to the shareholders at the rate of not less than 50 percent of the net profit based on the stand-alone financial statements after the corporate income tax and after the appropriation of the relevant reserves as required by the applicable laws and as prescribed in the Company's Articles of Association. However, the dividend payment rate may be varied depending upon the necessity and other reasonable factors as the Board deems it appropriate.
- 7.2 The shareholders whose names appear on the registration book at the closing of registration book date for dividend payment will have the right to receive the dividend as announced.

8. Other details necessary for shareholders to approve the capital increase/share allotment:

- None –

9. Schedule of action if the board of directors passes a resolution approving the capital increase/allotment of new shares:

No.	Procedures of the capital increase	Date
1	Board of Directors' Meeting	February 25 th , 2015
2	The record date for the right to attend the meeting (the Record Date)	March 19 th , 2015
3	The book-closing date for collecting shareholders name entitled to attend the meeting as specified in Section 225 of the Securities and Exchange Act.	March 20 th , 2015
4	Annual General Meeting of Shareholders for year 2015	April 27 th , 2015
5	The record date for the right to receive stock and cash dividend (the Record Date)	May 13 th , 2015
6	The book-closing date for collecting shareholders name entitled to receive dividend as specified in Section 225 of the Securities and Exchange Act.	May 14 th , 2015
7	Stock dividend and Cash dividend payment	Within May 26 th , 2015

The Company hereby certifies that the information contained in this report form is true and complete in all respects.

- Chanchira Smakthai -

Signed..... Authorized director

(Mrs. Chanchira Smakthai)

Director

- Seung Woo Lee -

Signed..... Authorized director

(Mr. Seung Woo Lee)

Director

-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) shares 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

Shareholders of his/her proxy holder may submit a supporting document or evidence to register for meeting at the place of meeting before the meeting time at 13.00 hrs. on Monday, April 27, 2015.

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

Original I.D. Card of 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 document 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 Dheerabutrpongkul 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 20, 2015. 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 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 of Passport (in case of alien shareholder) of the Shareholder
- Original I.D. Card of Government Officer I.D. Card of Passport (in case of alien proxy holder) of the proxy holder

(2) In case of 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 of Passport (in case of alien shareholder) of the Shareholder
- 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 of 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 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.
- 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.

-Translation-

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

1. Mr. Boonchuay Korkitrotjana

Independent Director and Chairman of Audit Committee

Age: 49

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

Personal interest in considering agenda:

- Agenda 5 To consider and approve directors' remuneration for year 2015

2. Assoc. Prof. Dr. Ekachidd Chungcharoen

Independent Director and Audit Committee

Age: 52

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

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 2015

3. Mr. Noppadol Dheerabutrvongkul

Independent Director and Audit Committee

Age: 48

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 2015



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

แบบฟอร์มลงทะเบียน
Registration Form

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")

โดยถือหุ้นจำนวนทั้งสิ้นรวมหุ้น
 holding the total amount of shares

หุ้นสามัญหุ้น
 Ordinary share shares

หุ้นบริวารสิทธิหุ้น
 Preferred share shares

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

การประชุมสามัญผู้ถือหุ้นประจำปี 2558
Annual General Meeting of Shareholders for Year 2015

วันจันทร์ที่ 27 เมษายน 2558 เวลา 14.00 น.

ณ ห้องแพลทินัม ชั้น 2 โรงแรมแกรนด์ เมอร์เคียว กรุงเทพฯ พลอร์จูน

เลขที่ 1 ถนนรัชดาภิเษก ดินแดง กรุงเทพฯ 10400

on Monday, April 27, 2015 at 14.00 PM at Platinum Hall, 2nd Floor,
 Grand Mercure Bangkok Fortune Hotel, No. 1 Ratchadapisek Road, Dindaeng, Bangkok 10400

ข้าพเจ้า เป็นผู้ถือหุ้น หรือ ผู้รับมอบฉันทะของผู้ถือหุ้น
 ของ บมจ. บีเจซี เฮฟวี อินดัสทรี

I/We

a shareholder or proxy holder of
 BJC Heavy Industries Pcl.

หมายเลขบัตรประชาชน
 the identification number

ได้มาเข้าร่วมประชุมดังกล่าวข้างต้น
 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.

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 _____ Postcode _____

(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 2015 to be held on Monday, April 27, 2015 at 14.00 p.m. at Plattinum Room, 2nd Floor, Grand Mercure Bangkok Fortune Hotel, No. 1 Rachadaphisek Road, Din Daeng, Bangkok 10400 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 _____ Postcode _____

(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 2015 to be held on Monday, April 27, 2015 at 14.00 p.m. at Plattinum Room, 2nd Floor, Grand Mercure Bangkok Fortune Hotel, No. 1 Rachadaphisek Road, Din Daeng, Bangkok 10400 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 certify the Minutes of Annual General Meeting of Shareholders for year 2014 which was held on April 25, 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 2 : To acknowledge the operating results for year 2014 and to certify the annual report for year 2014

This agenda is for acknowledgement only. Thus, there is no voting in this agenda.

Agenda 3 : To consider and approve the financial statements for year ended December 31, 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 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 directors as follows
1. Mr. Young Jun Lee
- Approve Disapprove Abstain
2. Mrs. Chanchira Smakthai
- Approve Disapprove Abstain
3. Assoc.Prof.Dr. Ekachidd Chungcharoen
- Approve Disapprove Abstain

Agenda 5 : To consider and approve the directors' remuneration for year 2015

- (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 2015

- (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 and approve the change in par value of the Company's shares, from Baht 1.00 per share to Baht 0.25 per share and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the change in par value of the Company's shares

- (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 8 : To consider and approve the dividend payment for the operating result of year 2014 in the form of cash and stock dividend payment

Agenda 8.1 : To consider and approve the dividend payment for the operating result of year 2014 in the form of cash

- (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

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 2015 held on Monday, April 27, 2015 at 14.00 p.m. at at Platinium Room, 2nd Floor, Grand Mercure Bangkok Fortune Hotel, No. 1 Rachadaphisek Road, Din Daeng, Bangkok 10400 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 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

Attachment 9

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)

Written at _____

Date _____ Month _____ Year _____

(1) I/We _____

Office address _____ Road _____ Sub-District _____

District _____ Province _____ Postcode _____

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 2015 to be held on Monday, April 27, 2015 at 14.00 p.m. at Platinium Room, 2nd Floor, Grand Mercure Bangkok Fortune Hotel, No. 1 Rachadaphisek Road, Din Daeng, Bangkok 10400 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 certify the Minutes of Annual General Meeting of Shareholders for year 2014 which was held on April 25, 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 2 : To acknowledge the operating results for year 2014 and to certify the annual report for year 2014

This agenda is for acknowledgement only. Thus, there is no voting in this agenda.

Agenda 3 : To consider and approve the financial statements for year ended December 31, 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 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 _____ votes Disapprove _____ votes Abstain _____ votes
 Approve the appointment of certain directors as follows
1. Mr. Young Jun Lee
 Approve _____ votes Disapprove _____ votes Abstain _____ votes
 2. Mrs. Chanchira Smakthai
 Approve _____ votes Disapprove _____ votes Abstain _____ votes
 3. Assoc.Prof.Dr. Ekachidd Chungcharoen
 Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda 5 : To consider and approve the directors' remuneration for year 2015

- (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 2015

- (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 7 : To consider and approve the change in par value of the Company's shares, from Baht 1.00 per share to Baht 0.25 per share and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the change in par value of the Company's shares

- (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 8 : To consider and approve the dividend payment for the operating result of year 2014 in the form of cash and stock dividend payment

Agenda 8.1 : To consider and approve the dividend payment for the operating result of year 2014 in the form of cash

- (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 8.2 : To consider and approve the dividend payment for the operating result of year 2014 in the form of stock dividend payment

- (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 9 : To consider and approve the increase of registered capital of the Company by Baht 80,000,000, from the existing registered capital of Baht 320,000,000 to Baht 400,000,000 by issuing new 320,000,000 ordinary shares, at the par value of Baht 0.25 per share and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of registered capital of the Company

- (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 10 : To consider and approve the allocation of the newly issued shares to be reserved for the stock dividend payment

- (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 11 : 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 _____ votes Disapprove _____ votes Abstain _____ votes

(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.

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 2015 held on Monday, April 27, 2015 at 14.00 p.m. at at Platinium Room, 2nd Floor, Grand Mercure Bangkok Fortune Hotel, No. 1 Rachadaphisek Road, Din Daeng, Bangkok 10400 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 2015)

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 2014
- Financial Statements for year 2014

.....

Please fill in above form and submit by:

- Fax: 0-3889-3711
- Email: ir@bjc1994.com
- Submit to the registration officer at the venue of Annual General Meeting of Shareholders of year 2015

-Translation-

Map of the meeting venue for the Annual General Meeting of Shareholders for year 2015**BJC Heavy Industries Public Company Limited**

Platinum Room, 2nd Floor, Grand Mercure Bangkok Fortune Hotel,
No. 1 Rachadaphisek Road, Din Daeng, Bangkok 10400
Tel: 0-2641-1500

