



# BJCHI

**BJC Heavy Industries Public Company Limited**

594 Moo 4, Makhankoo, Nikompattana Rayong, 21180 Thailand.

Telephone : +66 (0)38 893 709 - 10, Facsimile : +66 (0)38 893 711 [www.bjc1994.com](http://www.bjc1994.com)

## **Criteria and Procedures for Directors Nomination for 2016 AGM**

### **1. Objective**

- To invite all eligible shareholders to nominate qualified candidates for the Director election in accordance to the Company's criteria and procedures.
- To be consistent with the BJC Heavy Industries Public Company Limited (hereafter referred to as "Company")'s Good Corporate Governance practice ensuring that all shareholders receive equitable treatment.

### **2. Shareholder Eligibility Criteria for Submissions**

Shareholders who wish to propose the director nominations must be qualified in accordance with the criteria as follows:

- 2.1 Being an individual or group holder of the Company's common shares (BJCHI).
- 2.2 Holding a minimum 1.0% of the saleable shares of the Company.
- 2.3 Having continuously held those shares in Item No. 2.2 for at least three months prior to the date of the submission.

### **3. Nomination of Directors**

#### **3.1 Director Qualification & Incompatibility**

- 3.1.1 Duly qualified in accordance with the Section 89/3 of the Securities and Exchange Law B.E. 1992, the Section 68 of the Public Limited Company Act, the Notification of Capital Market Supervisory Board, the Company's Articles of Association and the Good Corporate Governance Practice of the Company.
- 3.1.2 Possessing integrity and necessary background and experience which demonstrates strong leadership.
- 3.1.3 Willing, ready and able to dedicate sufficient time to the Company.
- 3.1.4 Having expert knowledge, capability and experience which can contribute to enhancing the Company's operations.
- 3.1.5 Not related, either direct or indirect, to any other business which is of similar nature and is in competition with the Company.
- 3.1.6 Not a political official, a director or an official of any political party.

#### **3.2 Consideration Procedure**

- 3.2.1 Eligible Shareholders according to Item No. 2 must complete and submit the attached "**Nominated Qualified Candidate for Directorship in the 2016 Annual General Meeting**" and also "**Nomination Director Profile in the 2016 Annual General Meeting**" as per attachment or submit via email ([ir@bjc1994.com](mailto:ir@bjc1994.com)) before sending the original forms and documents to the Board of Directors with required supporting documents as follows:

- The evidence of shareholding ownership, i.e. the share certificates held issued by a registered securities company, any other certificates issued by the Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand.
- The Nominee qualification documents, i.e. education degrees and certificates, training certificates, work experience and any supporting documents which can assist the consideration process.

All documents should reach the Company by December 31, 2015, marked to the attention of:

The Secretary to the Board of Directors Office  
BJC Heavy Industries Public Company Limited  
594 Moo 4, Makhamkoo, Nikompattana, Rayong, 21180, Thailand

- 3.2.2 In case a group of shareholders satisfying the criteria in Item No. 2 collectively submit a joint director nomination proposal, all shareholders must complete and sign **"Nominated Qualified Candidate for Directorship in the 2016 Annual General Meeting"**, and then gather to submit the supporting documents and **"Nomination Director Profile in the 2016 Annual General Meeting"**.
- 3.2.3 In case a shareholder or a group of shareholders satisfying the criteria in Item No. 2 would like to nominate multiple directors, a separate form must be used for each nomination along with the supporting documents for each nominated director.
- 3.2.4 The Company Secretary will initially review the proposal, and then will propose to the Board of Directors for consideration. The qualified nominee selected by the Board of Directors will be informed and included as an agenda item in the Notice of AGM including the Board of Directors' opinion. If a proposal is turned down, the Company will immediately inform the shareholders with the reasons for the Board of Directors' refusal through SET's channel after the Board of Directors meeting or on the next official date. Such information will also be posted in the Company's website and announced to all shareholders at the AGM.



**BJCHI**

**BJC Heavy Industries Public Company Limited**

594 Moo 4, Makhamkoo, Nikompattana Rayong, 21180 Thailand.

Telephone : +66 (0)38 893 709 - 10, Facsimile : +66 (0)38 893 711 [www.bjc1994.com](http://www.bjc1994.com)

**Nominated Qualified Candidate for Directorship in the 2016 Annual General Meeting**

**1. General information of shareholder:**

Name (Mr., Mrs., Ms., Company) .....

Current address: .....

.....

.....

Tel ..... Fax ..... E-mail: .....

**2. Numbers of shares (BJCHI) held: .....shares**

**3. Qualified candidate(s) for directorship:**

.....

.....

**4. Required supplementary documents to be submitted by shareholder:**

4.1 The shareholding evidence, i.e. the share certificate issued by a registered securities company, any other certificates issued by the Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand.

4.2 The evidence of identification:

- Natural Person: copy of valid identification card / passport (in case of non-resident); attached with certifying signatures of the authorized signatories
- Juristic Person: copy of the company's affidavit and copy of valid identification card or passport (in case of non-residents) of authorized signatories who signs this form, attached with certifying signatures of the authorized signatories

**5. Representation and warranty**

I hereby represent and warrant that all information and supplementary documents provided hereto are true and complete, and I hereby give my permission to BJC Heavy Industries PCL to disclose this information and supplementary documents.

..... Shareholder's Signature

( ..... )

Date .....





**BJCHI**

**BJC Heavy Industries Public Company Limited**  
594 Moo 4, Makhamkoo, Nikompattana Rayong, 21180 Thailand.  
Telephone : +66 (0)38 893 709 - 10, Facsimile : +66 (0)38 893 711 [www.bjc1994.com](http://www.bjc1994.com)



**Nominated Director Profile in the 2016 Annual General Meeting**

**1. General Information:**

- (1) Name-Surname (Thai) .....
- (English) .....
- (2) Date of Birth ..... Age ..... Year
- (3) Nationality .....
- (4) Spouse's Name ..... (Maiden Name .....
- (5) Number of Children ..... person (s)
- Name ..... Age ..... Year Place of Work .....
- Name ..... Age ..... Year Place of Work .....
- Name ..... Age ..... Year Place of Work .....
- Name ..... Age ..... Year Place of Work .....

**2. Current Address**

- (1) **Business Address** : Name .....
- No. .... Soi ..... Road .....
- Sub-district ..... District .....
- Province ..... Tel .....
- (2) **Home Address** : .....
- No. .... Soi ..... Road .....
- Sub-district ..... District .....
- Province ..... Tel .....
- (3) **Overseas Address** (only for a non-resident, please specify overseas contact address)
- .....
- .....

**3. Professional Background**

(1) Education (please enclose copies of academic qualification certificates)

Institution Degree and Major Subject Year of Graduation

.....  
.....  
.....  
.....

(2) Training/Seminar Course related to Directorship

Course Organizer Year of Attendance

.....  
.....  
.....  
.....

**4. Work Experience** (Previous 5 years)

Year Organization Type of Business Position

.....  
.....  
.....  
.....

**5. Shareholding in BJC Heavy Industries PCL as of.....(proposal date)**

Common Shares ..... shares

Spouse’s Common Share Holding ..... shares

Minor children (1) Name ..... holds common share ..... shares

(2) Name ..... holds common share ..... shares

(3) Name ..... holds common share ..... shares

I (Mr./Mrs./Miss) ..... give consent and information as stated above for the nomination and appointment as the Company’s director, and I hereby represent and warrant that all information and supplementary documents are true and complete. I hereby give my permission to BJC Heavy Industries PCL to disclose the information and supplementary documents.

..... Candidate’s Signature

( ..... )

Date .....