



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

Criteria and Procedures for Proposing Agenda Item for 2016 AGM

1. Objective

- To invite all eligible shareholders to propose agenda items for the Annual General Meeting of Shareholders 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 agenda item 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. Proposal of Agenda Item(s)

3.1 The Proposal to be excluded from the AGM agenda

- 3.1.1 A proposal as defined in the Section 89/28 of the Securities and Exchange Law B.E. 1992 and the Notification of Capital Market Supervisory Board.
- 3.1.2 A proposal that violates the law, rules, regulations of government agencies or other governing agencies, or does not comply with the objectives, the Articles of Association, the shareholders' resolutions, and the Good Corporate Governance Practice of the Company.
- 3.1.3 A proposal that is beneficial only for a specific person or group of people.
- 3.1.4 A proposal that is beyond the authority of the Company to take action.
- 3.1.5 A proposal for which the subject matter is directly under the authority of the Board of Directors unless it has significant impacts on the shareholders in general.
- 3.1.6 A proposal that has been already discussed in the course of the Company's operations.
- 3.1.7 A proposal that the shareholder used to propose to the Shareholders Meeting for consideration during the past twelve months and such issue received supportive resolution with the votes of less than ten percent of the amount of the total voting rights and the information is not significantly changed from previous proposal.
- 3.1.8 A proposal that is incomplete, inaccurate, submitted after the deadline or unable to contact the shareholders who submitted the proposal.
- 3.1.9 A proposal from shareholders who are not fully qualified in accordance with the Company provision.

3.2 Consideration Procedure

3.2.1 Shareholders eligible as per Item No. 2 must complete and submit the attached **"Agenda Item Proposal Form"** or submit via email to the Company's Investor Relations team (ir@bjc1994.com) before sending the original forms and documents to the Board of Directors along with the required supporting documents as follows:

- The evidence of ownership of shareholding, i.e. the certificate of shares held issued by a registered securities companies, any other certificates issued by the Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand.

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 proposal, one (1) shareholder must complete and sign the **"Agenda Item Proposal Form"**, while the rest of the shareholders must separately complete only items (1), (2), and (3) of the **"Agenda Item Proposal Form"** and sign the Form, and then gather the forms to submit along with the support documents (if any).

3.2.3 In case an individual or a group of shareholders who satisfy the criteria in Item No. 2 would like to propose multiple agenda items, separate forms must be used for each agenda item along with the relevant supporting documents.

3.2.4 The proposal approved and selected by the Board of Directors will be included in the agenda as part of the Notice of AGM including the Board of Directors' opinion. If the proposal is turned down, the Company will immediately inform the shareholder(s) with the reason(s) 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.



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Agenda Item Proposal Form

1. General information of shareholder:

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

Current address:

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Tel Fax E-mail:

2. Shareholding in BJCHI, as of the proposal date.....shares

3. I wish to propose the following agenda item for the 2016 Annual General Meeting of Shareholders: Subject.....

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4. Proposal for consideration.....

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Supporting information helpful in the consideration process (such as basis or rationale etc.)

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Additional supporting documents (if any) have been enclosed and certified as a true copy on every page..... pages in total.

5. Required supplementary documents to be submitted by shareholder with this form:

5.1 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.

5.2 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 (not over 3 months) 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

6. 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.

Affix
Commercial
Stamp
(If Any)

..... Shareholder's Signature
(.....)

Date