



BJC Heavy Industries Public Company Limited

2017

INVITATION LETTER

The Annual General Meeting of Shareholders

Friday, April 28, 2017 at 09.30 a.m.

Chatrium Ballroom, 4th Floor,
Chatrium Hotel Riverside Bangkok
No. 28 Charoenkrung Soi 70, Wat Prayakrai, Bangkoklame, Bangkok

Registration starts at 08.30 a.m.

Please bring the registration form with barcode to the meeting

No Tokens To Be Given:

In order to comply with the policy on transparency and the guideline for good corporate governance campaigned by the supervising authorities in relation to the decrease or cancellation of token giving at the annual general meeting of shareholders, there will be no token given to the shareholders at the 2017 AGM of the Company.

However, the Company will still provide a set of snack to the shareholders or their attending proxies who attend the Meeting (one set per one person)

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April 18, 2017

Subject Notice of the Annual General Meeting of Shareholders for Year 2017

Attention: The Shareholders of BJC Heavy Industries Public Company Limited

Enclosures

1. Copy of Minutes of Annual General Meeting of Shareholders of year 2016
2. Annual Report of 2016 in CD-ROM Format
3. Information of the proposed nominated persons to replace directors who are retiring by rotation
4. Articles of Association of the Company relating to the Shareholders' meeting
5. Registration Method of Annual General Meeting of Shareholders and the Shareholder's representative
6. Information of independent directors for considering as a Shareholder's proxy
7. Registration Form (which should be brought together on the meeting day)
8. Proxy Form A, B and C
9. Requested Form of Annual Report and/or Financial Statements
10. 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 2017 on Friday, April 28, 2017 at 09.30 a.m. at the Chatrium BallRoom, 4th Floor, Chatrium Hotel Riverside Bangkok, No. 28 Charoenkrung Soi 70, Wat Prayakrai, Bangkoklame, Bangkok to consider the following agenda.

Agenda 1 To consider and certify the Minutes of Annual General Meeting of Shareholders for year 2016 which was held on April 25, 2016

Facts and Reasons: The Annual General Meeting of Shareholders for year 2016 which was held on April 25, 2016, the Company has completely arranged the minutes of the Annual General Meeting of Shareholders 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 2016 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 2016 which was held on April 25, 2016.

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 2016 and the annual report for year 2016

Facts and Reasons: The Company reported the operating results for year 2016 which stipulated in the 2016 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 2016 and the annual report of 2016.

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, 2016

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 2016 ended December 31, 2016 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, 2016, 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 shown in 2016 Annual Report in the part of Financial Statement, as per details in Enclosure No. 2

The Company's financial position and operating results for year 2016 are summarized as below;

The Company's financial statements as of December 31, 2016	(Unit : Million Baht)
Total Assets	5,139.25
Total Liabilities	404.21
Paid-up Capital	400.00
Shareholders' Equity	4,735.04
Total Revenues	5,324.53
Contract Revenue	5,202.18
Net Profit	112.35
Earnings per Share (Baht per share)	0.07

Opinion of the Board of Directors: The Board of Directors agreed to propose the audited financial statements of the Company for the year 2016 ended December 31, 2016 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 the dividend payment for the operating result of year 2016 in the form of cash

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 2016, the Company had net profit of separate financial statements of Baht 112.35 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 400 million or 356.03% of net profit which accordance with the dividend policy of the company.

Comparison dividend payment in the past year are as follows.

Details of Dividend Payout	Year 2558	Year 2559
1. Net Profit (Million Baht)	1,319.24	112.35
2. Number of shares	1,599,999,999	1,599,999,999
3. Dividend per share (Baht/Share)	0.50	0.25
• Interrim Dividend (Baht/Share)	-	0.125
• Final Dividend (Baht/Share)	0.50	0.125
4. Total Dividend (Million Baht)	not exceeding 800	not exceeding 400
5. Payout ratio per net profit (%)	60.65	356.03

Opinion of the Board of Directors: The Board of Directors agreed to propose the shareholders' meeting to consider the annual dividend payment for the operating result of year 2016 in the form of cash in the ratio of Baht 0.25 per share, which is equivalent to not exceeding Baht 400 million divided into an interim dividend in the ratio of Baht 0.125 per share on Wednesday, December 14, 2016 and will pay a final dividend in the ratio of Baht 0.125 per share.

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, March 15th, 2017 (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, March 16th, 2017 and the dividend payment shall be made within Thursday, May 11th, 2017 subject to the shareholders' approval to be obtained from the 2017 AGM.

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 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.

The Company has given an opportunity for proposing directors nomination for AGM 2017 in advance before the AGM 2017 Meeting, however there were no proposal of director nomination.

At present, the Company has 9 directors, and on this annual general meeting of shareholders of 2017 will have 3 directors who will be retired by rotation as follow;

- 1) Mr. Kyu Young Lee
 - President
- 2) Mr. Seong Jin Lee
 - Assistant Managing Director - Project
- 3) Mr. Boonchuay Korkitrotjana
 - Independent Director and Chairman of Audit Committee

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 Mr. Boonchuay Korkitrotjana is qualified to be appointed as 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 6

To consider and approve directors' remuneration for year 2017

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 2017 which is as same as compensation rate for year 2016 with details as follows;

1) To consider and approve the annual compensation for year 2017

	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
Other Benefit	-	-	-	-

*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 refrain the annual bonus of the year 2016 for directors.

Therefore, the total of directors' remuneration for year 2017 shall not exceed Baht 3 million.

Opinion of the Board of Directors: The Board of Directors agreed to propose to the shareholders' meeting to consider and approve the directors' remuneration for year 2017.

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

Agenda 7

To consider and approve the appointment of the auditors and determine the auditing fee for year 2017

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

to be an auditor of the Company for year 2017 and also proposed to consider and approve the auditing fee of 2017 in total amount of 1,410,000 Baht.

However, A.M.T. & Associates has been appointed as the auditor of the Company the Company was a limited company (B.E. 2550). 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 - 2016	Mrs. Kedsaree Narongded	0076

The auditors as proposed list and the A.M.T. & Associates do not have any relationship or not be 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. 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 2017. The Audit Committee agreed that the proposed auditing fee for 2017 is appropriated with type of business and the size of transactions of the Company.

A.M.T. & Associates does not serve as the auditor for Aus-Com Training Services Pty Ltd., an associate as registered and office located in Australia.

Comparison of the Company auditor's remuneration

Service Fee	Audit fee for the year 2016	Audit fee for the year 2017	Increase by (Baht)
Audit Fee:			
- Audit of annual financial statements (Baht)	580,000	580,000	-
- Review of annual financial statement of subsidiary company (Baht)	20,000	20,000	-
- Review of quarterly financial statements for 3 quarters (Baht)	720,000	720,000	-
- Review of quarterly financial statement of subsidiary company for 3 quarters (Baht)	60,000	60,000	-
- Stock count observation (Baht/time)	30,000	30,000	-
Total Audit Fee (Baht)	1,410,000	1,410,000	-
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 2017 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 8 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 2017 was Wednesday, March 15th, 2017, 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 Thursday, March 16th, 2017.

Notice of the Annual General Meeting of Shareholders for 2017 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 Thursday, April 20th, 2017 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 Thursday, April 20th, 2017. Information of registration for Annual General Meeting and Proxy Forms as per Enclosure No. 5, a shareholder or a proxy may register and submit the required documents for verification at the meeting from 08.30 a.m. onward.

Yours sincerely,

BJC Heavy Industries Public Company Limited



(Ms. Pakavalee Jearsawatvattana)
Chairman of the Board

Note: The Company's annual report for 2016 will be available in CD-Rom format, if any shareholders would like to receive the Company's annual report for 2016 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. 9), and fax to the Company at 0-3889-3711 or email to ir@bjc1994.com.

The Company's Secretary Office
Mobile phone: 08 9834 0647
Email: ir@bjc1994.com.

- Translation -

Minutes of the Annual General Meeting of Shareholders for Year 2016
BJC Heavy Industries Public Company Limited

The 2016 Annual General Meeting of Shareholders ("the Meeting") was held on April 25, 2016 at 14.00 hrs. at Banyan I Room, 10th Floor, Banyan Tree Bangkok Hotel, No. 21/100 South Sathon Road, Sathon, Bangkok, 10120. 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 Chairman welcomed the Shareholders and announced that there were 128 shareholders present in person and 244 shareholders by proxy, in total was 372 shareholders which representing 1,292,242,349 shares, or 80.77% of total issued shares of the Company which is 1,599,999,999 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, Legal Advisor and Auditor, who attended the Meeting, and to explain the voting procedures in this Meeting.

The Secretary introduced the Directors, Management, Staff, Legal Advisor and 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 Chief Executive Officer |
| 4. Mr. Seung Woo Lee | Director and Chief Operating Officer |
| 5. Mrs. Chanchira Smakthai | Director and Financial Director |
| 6. Mr. Boonchuay Korkitrojana | Independent Director and Chairman of the Audit Committee |
| 7. Assoc.Prof.Dr. Ekachidd Chungcharoen | Independent Director and Audit Committee |
| 8. Mr. Noppadol Dheerabutvongkul | Independent Director and Audit Committee |

Absentee Directors:

- | | |
|-----------------|--------------------------------------|
| 1. Mr. Yul Yoon | Director and Chief Financial Officer |
|-----------------|--------------------------------------|

Management and Staff of the Company:

- | | |
|--------------------------------|---------------------------|
| 1. Ms. Noppasorn Thampitak | Company Secretary |
| 2. Mr. Vittaya Changeutai | Investor Relation Manager |
| 3. Ms. Soison Kaewkhemthong | Accounting Manager |
| 4. Mr. Aoonsak Saengsapaviriya | Legal Advisor |

Representative of Auditor

- | | |
|---------------------------|------------------------------|
| 1. Ms. Daranee Somkamnerd | Manager, A.M.T. & Associates |
|---------------------------|------------------------------|

In addition, the Secretary invited any shareholders who wished to be a witness for vote counting, and Mr. Prasert Titsayatikom (Shareholder) volunteered to serve as a witness.

Then, the Secretary informed the procedures for voting to the Meeting as follows:

1. One share shall have one vote and each shareholder shall have the right to vote in each agenda only "approve", "disapprove", or "abstain". Shareholders cannot divide the shares to vote except 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.

Except 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 except for the following agendas:
 - Agenda 5 : To consider and approve directors' remuneration for year 2016, 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 Company's secretary informed to the meeting that, the Company has given an opportunity for proposing agenda item for AGM 2016 and for proposing directors nomination for AGM 2016 including the questions that the shareholders can be submitted in advance before the AGM 2016 Meeting, however there were no proposal of agenda item, directors nomination or any question in advance regarding AGM 2016 agenda.

Before the meeting commencement, the Chairman invited Mr. Young Jun Lee, Chief Executive Officer (CEO), to give some speech on overview operating result for year 2015 and the business plan for year 2016.

Mr. Young Jun Lee, informed to the meeting which can be summarized as follows:

2015 was another challenging year for BJC Heavy Industries PCL (BJCHI) with continued global economic slowdown, considerable drop in oil and commodity prices leading project investment reductions, the intensified competition from Chinese fabricators and foreign exchange volatilities. Despite all the challenges, the Company has continued its growth trends. In 2015, BJCHI achieved exceptional business results with the revenue growth nearly 25% year on year to 5,754 million baht and net income growing more than 31% to 1,320 million baht.

Among the lower oil prices and commodity prices, the Company also secured the TUPFI FPSO compression modules project, which is the largest project in BJCHI historical record. This results mainly from the ability to provide product and services with exceptional quality, on-time delivery and competitive price along with our continued track record of outstanding customer satisfaction. As a result of that, this will enable company only to deepen in our core markets and industries but also diversify into other markets and industries. We strongly believe that despite the difficult obstacle, there remains ample opportunities for BJCHI to continue building the outstanding performance again in 2016.

On the behalf of BJC management, I would like to take this opportunity to express my sincere gratitude to our shareholders, directors, employees, suppliers and customers for your trust and confidence in our vision, mission and business goals to become a leading steel fabricator company along with operating the business under good corporate governance and generate the long-term sustainable growth to maximize shareholder value.

The Chairman requested the meeting to consider the agendas which consisted the following 8 items:

Agenda 1 To consider and certify the Minutes of Annual General Meeting of Shareholders for year 2015 which was held on April 27, 2015

The Chairman proposed to the meeting to consider and certify the Minutes of Annual General Meeting of Shareholders for year 2015 which was held on April 27, 2015, the Company has prepared the minutes of the Annual General Meeting of Shareholders for year 2015 and sent them to the Ministry of Commerce within the timeframe defined by law. Moreover, the Company publicized the minutes of Annual General Meeting of Shareholders for year 2015 on the Company's website and enclosed with the invitation letter, as per details in Enclosure No.1.

The Chairman asked whether there were any questions from the shareholders. As there was no further question or suggestion, the Chairman proposed to the Meeting to consider and certify the Minutes of Annual General Meeting of Shareholders for year 2015 which was held on April 27, 2015. This agenda needed to be approved by the Meeting with a majority of votes of shareholders, who were present in person or by proxy and casted their votes.

Resolution The Meeting resolved that the Minutes of Annual General Meeting of Shareholders for year 2015 which was held on April 27, 2015 be approved with the following vote cast;

	Approved	Disapproved	Abstained
No. of votes	1,294,381,661	0	1,500
%	100.00	0.00	-

Remark: The abstained votes were excluded from the calculation base. There were additional shareholders, present in person and by proxy, for 2,140,812 voting rights

Agenda 2 To acknowledge the operating results for year 2015 and the annual report for year 2015

The Chairman proposed to the meeting to acknowledge the operating results for year 2015 and certify the annual report for year 2015 which was enclosed with the invitation

letter, as per details in Enclosure No.2 and asked Mrs. Chanchira Smakthai, Director and Financial Director, to present the relevant details for this agenda to the Meeting.

Mrs. Chanchira Smakthai presented the operating results for the year 2015 to the meeting as follows;

2015 was a challenging year with the global economic slowdown, drastic drop in oil and commodity prices, and significant reductions in project investments across the various industries. As a result, competition in the steel fabrication and heavy industries greatly intensified. However, the Company was able to compete, deliver and achieve exceptional operating results in 2015 with the revenue at 25%, while net profit increased more than 30%.

2015 Contracted Revenue excluding Other Income increased to 5,753.9 million baht from 1,138.3 million baht in 2014. This growth was mainly driven by the FPSO modules projects for TUPI and QGI in the oil and gas industry, which accounted for more than 85% of the 2015 contracted revenues.

Gross Profits was 1,558.7 million baht, increasing 218.7 million baht from 1,340.0 million baht in 2014. Net Profits increased to 1,320.2 million baht, growing by 31.5% from 1,003.7 million baht in 2014. At the same time, Net Profit Margin improved to 22.9% from 21.7% in 2014. Improvements in both Net Profits and the Net Profit Margin were driven by the ramp of TUPI project secured directly with the project owner and the FX gain from the relative depreciation of the Thai Baht versus the US Dollar in 2015.

The Company Assets as of December 31st 2015 was 6,857 million baht, increasing from 5,328 million baht in 2014 year ended. This was mainly driven by account receivable and inventory stock to support on the operational of big size project and also for the business expansion.

Total Liabilities was 1,232 million baht, increasing from 702 million baht in 2014, this was also mainly driven by total liabilities from additional works from the business expansion.

In 2015, the Company has developed the area for fabrication and modularization for around 70% to support on the FPSO modules project of Petrobras. In addition, the Company also built the plant for Post Weld Heat Treatment which is heating equipment after welding process and also purchased for Self-Propelled Modular Transporter (SMPT) to improve production process in order to ensure on a good quality of product, on-time delivery and promptly response on the customers' requirement. Moreover, the Company has set the strategy to drive long-term sustainable growth by;

- Cost Reduction
- Plant Modernization
- People Development to support on the Company's growth
- Portfolio Management to increase the capabilities of steel fabrication and large modularization
- Collaborative Alliances

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

Mr. Chairat Paladikanon (a shareholder) asked the question as follows;

- The revenue that increased 20% was from the project that secured before the drop of oil price situation or not?
- Does the Company get any affect from the steel product shortage and the problem on the increase of steel price?
- As per the Company's announcement that aim to take oil and gas project, and at the moment oil and gas projects have been affected due to the drop of oil price and lots of projects are suspended. Therefore, I would like to know that the Company is still bidding on these kinds of projects and does it affect with the bidding price or not?

Mrs. Chanchira Smakthai informed that, in 2015 the Company received TUPi Project from Petrobras, contract value around 5,400 million USD and has recognized revenue from this project around 50%, therefore the revenue increased as mentioned earlier. In addition, a drop in oil price could decrease in the Company's operational cost as well.

For steel product shortage and the increasing in steel price issue, the Company has purchasing policy to purchase raw material in advance at the beginning of the project, therefore the Company be able to purchase raw material as per estimated cost which means the Company is still not get any effects on a shortage of steel product and the increase of steel price.

Mr. Vittaya Changeutai further informed that, Oil and Gas industries is different from other industries which will need to increase production capacity as per Market demand. Oil and Gas industries not only increase production capacity as per Market demand but also need to invest for the researching on new energy resource to substitute existing resource which will be finished in the future and the operational cost will be higher. Thus Oil and Gas company must invest in order to find new energy resource to maintain the production capacity as planned. However, due to the drop in oil price also effect in the decrease of investment budget in various project, as a result of that the project owner would search for the subcontractor in Low Cost Country Sourcing (LCCS), and Thailand also in a LCCS list, thus this shall be a great opportunity of the Company to be consider from Oil and Gas companies and will gain more opportunities to receive new project.

As there was no further question or suggestion, the Chairman informed to the meeting that this agenda was for acknowledgement only. Thus, there was no voting for this agenda.

Resolution: The Meeting resolved that the operating results and the annual report of year 2014 be acknowledged. (No voting required for this agenda)

Agenda 3 **To consider and approve the financial statements for year ended December 31, 2015**

The Chairman proposed to the meeting to approve the financial statements for year ended December 31, 2015 and asked Mrs. Chanchira Smakthai, Director and Financial Director, 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 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 in order to propose to the shareholders for their consideration on the Company's financial statements for year 2015 ended December 31, 2015, which were audited by the Company's certified public accountant. The certified public accountant is of her opinion that the financial statements of the Company present fairly, in all material respects, the financial position of the Company as of December 31, 2015, 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 was enclosed with the invitation letter, as per details in Enclosure No. 2.

The Company's financial position and operating results in 2015 were summarized accordingly:

Financial Position and Operating Results	Year 2015 (Million Baht)	Year 2014 (Million Baht)	Change (%)
Total Revenues	5,753.91	4,615.57	Increased 24.7%
Contract Cost	4,052.85	3,222.09	Increased 25.8%
Net Profit	1,319.24	1,002.00	Increased 32.1%
Earnings per Share (Baht/share)	0.83	0.63	Increased 31.7%
Total Assets	6,857.32	5,328.14	Increased 28.7%
Total Liabilities	1,232.30	702.36	Increased 75.5%
Shareholders' Equity	5,625.02	4,625.78	Increased 21.6%

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

Pol. Gen. Sermkiat Bamrungpruk (Shareholder) asked the question as follows;

- Can you please clarify on the qualified opinion in the Independent Certified Public Accountants' report?
- Why net profit that disclosed in the website (Form: F45-2) was different from the AGM 2016 Presentation?
- The auditor reported the note to financial statement, clause no. 27 (Foreign Currency Risk) that the Company has an asset and liabilities in foreign currency included the investment in Associate Company in Australia which has risk from the fluctuation of foreign exchange rate, but the "Management Discussion and Analysis" in category of "Factors or situations possibly affecting significantly the company financial position or business operation" reported as "None". Why the auditor and the audit committee did not analyze and consider to this foreign currency risk?

Ms. Daranee Somkamnerd, Manager of A.M.T. & Associates, the representative of auditor informed that, qualified opinion in the Independent Certified Public Accountants' report regarding the auditor did not audit the financial statement of associated company. The qualified opinion shown as "the financial statement for year ended December 31st, 2015 of Aus-Com Training Services Pty Ltd, an associate (a company in Australia) has not been audited by the auditor".

Mrs. Chanchira Smakthai informed that, net profit that disclosed in the website in F45-2 Form was 1,320,177 (unit: million baht), was excluded "Exchange differences on translating financial statement", different from 1,319.24 (unit: million baht) as present which included "Exchange differences on translating financial statement" of associate company.

Mr. Noppadol Dheerabutrvongkul informed that the audit committee always consider consolidated financial statements and discuss with the external auditor. Preceding, no factor or situation that has significantly affected to the financial position in the future summarized In "Management Discussion and Analysis", reported as "None" in the annual report. . For foreign currency risk, at present the Company mainly signed the contract with USD currency and paying the oversea supplier with foreign currency, beside the Company also applied Natural Hedging to prevent on the foreign exchange rate risk which has been disclosed in the annual report in the part of "Risk of Foreign Exchange Rate Fluctuations".

Mr. Chairat Paladikanon (a shareholder) asked the question as follows;

- Did the Company make any mistake on the work and received any claims from the customers? And this situation will be occurred in the future or not?
- In year 2015, the Company had Unbilled contract work in progress 1,911 million baht. When the Company will submit the invoice to the customer? What is the payment method and term of payment? Will there be any deduction?

- Does the Company request for the advance payment or bank guarantee from the customer?
- In year 2014, the Company has invested on the galvanizing and grating plant to support on the capability and reduce production cost. Is there any investment plan to develop the business in the future?
- What is 5,919 million baht of the Letter of Guarantee, Letter of credits and trust receipts?

Mrs. Chanchira Smakthai informed to the meeting as follows;

- Unbilled contract work in progress 1,911 million baht was the recognized revenue as per percentage of work completion which will be different from payment condition in the contract. QGI Project had a partial suspension work last year. Therefore, the percentage of work completion as per accounting method will be high but the Company could not invoice to the customer due to the payment term condition. However, QGI Project has started the production at the beginning of year 2016 and the Company has gradually submitted the invoice to the customer. Previously the Company had received full amount payment without any deduction from customer.
- The Company did not request advance payment from current project as the Contract can be invoice since purchasing material stage.
- The Company invested in galvanizing and grating plant to increase the capability mainly for the competition. There is no additional investment plan at the moment due to the existing facilities are sufficient to support the project in the future.
- 5,919 million baht of the Letter of Guarantee, Letter of credits and trust receipts is a performance bond which issued for the customer as per the contract term.

As there was no further question or suggestion, the Chairman asked the shareholders to vote in this agenda. Pursuant to the Company's Articles of Association, this agenda needed to be approved by the Meeting with a majority of votes of shareholders who were present in person or by proxy, and casted their votes.

Resolution The Meeting resolved that the financial statements for the year ended December 31, 2015 be approved with the following votes:

	Approved	Disapproved	Abstained
No. of votes	1,295,018,527	567,100	1,500
%	99.96	0.04	-

Remark: The abstained votes were excluded from the calculation base. There were additional shareholders, present in person and by proxy, for 1,203,966 voting rights.

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

The Chairman notified the Meeting that in order to comply with the good corporate governance principle, the nominated directors, who vacated the role of Directorship by rotation and were proposed to be re-appointed in this Agenda, would leave the meeting room during the consideration of this agenda and assigned Mr. Boonchuay Korkitrojana act as the Chairman.

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 from a drawn lot; however, for the other years afterwards, the directors who hold longest period on the position shall vacate.

At the present, the Company has 9 Directors, and in this Meeting, there were 3 directors who vacated their roles by rotation:

- | | |
|-----------------------------------|--|
| 1) Ms. Pakavalee Jearsawatvattana | Chairman of the Board and Independent Director |
| 2) Mr. Noppadol Dheerabutrvingkul | Independent Director and Audit Committee |
| 3) Mr. Seung Woo Lee | Director and Chief Operating Officer |

The Company has not appointed any nominating committee. However, the Board of Directors excluding the directors who are interested persons, has nominated the candidates for re-appointment after consideration of their qualifications, experience and skills as well as track record of performance during their tenure as Director of BJCHI. The Board of Directors agreed that all 3 directors have the appropriate qualifications and deemed appropriate to be re-appointed as Directors for another term. The profiles and information of all 3 Directors are as per Enclosure No. 3.

The Chairman proposed to the Meeting to consider the re-appointment of all 3 Directors for another term. The first and second candidates were an Independent Director as per qualification defined in the regulations of the Stock Exchange of Thailand (SET).

The Chairman proposed to the Meeting to vote for re-appointment of each Director on an individual basis.

The Secretary informed to the Meeting that, in order 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 Ms. Pakavalee Jearsawatvattana (Chairman of the Board/Independent Director)

The Secretary proposed to the Meeting to consider the re-appointment of Ms. Pakavalee Jearsawatvattana to be a Director for another term.

Ms. Pakavalee Jearsawatvattana is the Chairman of the Board. She graduated in Master Degree in Finance and Bachelor Degree in Economics. She is experienced in an organization management and knowledgeable in Public Company Act which can be advised for the business operation plan and also business goal that are very useful for the Company Operation.

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

Pol. Gen. Sermkiat Bamrungpruk (Shareholder) asked the question that as the Company did not appoint any nominating committee to consider for director candidate. Did the Company has given an opportunity for proposing directors nomination? I would like to

ask the legal advisor that, did the Company consider on the prohibited qualification of proposed director?

Mr. Aoonsak Saengarsapaviriya informed that, the Company has given an opportunity for proposing directors nomination, however there were no proposal on directors nomination and the Board deemed appropriate that proposed director did not have any prohibited qualification under the Public Company Act and other relevant law.

As there was no further question or suggestion, the Secretary asked the Meeting to consider and approve the re-appointment of Ms. Pakavalee Jearsawatvattana to be a Director for another term. This agenda needed to be approved by the Meeting with a majority of votes of shareholders, who were present in person or by proxy, and casted their votes.

Resolution The Meeting resolved that the re-appointment of Ms. Pakavalee Jearsawatvattana to be a Director for another term was approved with following votes cast:

	Approved	Disapproved	Abstained
No. of votes	1,295,153,327	172,800	261,000
%	99.99	0.01	-

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

4.2 Mr. Noppadol Dheerabutrvongkul (Independent Director/Audit Committee)

The Secretary proposed to the Meeting to consider the re-appointment of Mr. Noppadol Dheerabutrvongkul to be a Director for another term.

Mr. Noppadol Dheerabutrvongkul is an Independent Director and an Audit Committee Member. He graduated in Master Degree in Finance and Accounting. He possesses deep expertise in accounting and finance, enabling him to provide invaluable advice regarding accounting, taxation planning. He is also knowledgeable and experienced in accounting and finance which is sufficiently for financial statement review as per the audit committee regulation.

As there was no further question or suggestion, the Chairman proposed to the Meeting to consider and approve the re-appointment of Mr. Noppadol Dheerabutrvongkul to be a Director for another term. This agenda shall be approved by the Meeting with a majority of votes of shareholders, who were present in person and casted their votes.

Resolution The Meeting resolved that the re-appointment of Mr. Noppadol Dheerabutrvongkul to be a director for another term be approved with the following votes:

	Approved	Disapproved	Abstained
No. of votes	1,295,326,127	0	261,000
%	100.00	0.00	-

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

4.3 Mr. Seung Woo Lee (Director/Chief Operating Officer)

The Secretary proposed to the Meeting to consider the re-appointment of Mr. Seung Woo Lee to be a Director for another term.

Mr. Seung Woo Lee is the Director and the chief Operating Officer. He is a son of Mr. Kyu Young Lee who is the founder of the Company, and is a younger brother of Mr. Young Jun Lee, the Chief Executive Officer. He graduated in Bachelor Degree in General Management, and working for the Company since 2004 to supervise on marketing part and has been an integral part of the management that has driven the huge expansion of Company by securing the projects from the oversea customers.

As there was no further question or suggestion, the Secretary proposed to the Meeting to consider and approve the re-appointment of Mr. Seung Woo Lee to be a Director for another term. This agenda needed to be approved by the Meeting with a majority of votes of shareholders, who were present in person and casted their votes.

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

	Approved	Disapproved	Abstained
No. of votes	1,291,396,946	3,927,181	263,000
%	99.70	0.03	-

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

Agenda 5 To consider and approve directors' remuneration for year 2016

Ms. Pakavalee Jearsawatvattana was returned to be the Chairman of the Meeting and 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 of 2016 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 director duties and responsibilities.

The Directors' remuneration for 2016 was detailed as follows:

- 1) To consider and approve the annual compensation for year 2016 which is as same as compensation rate for year 2015.

	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 2015 operating results for Directors, which was based on operating performance and would be paid on a 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 amount of the Directors' remuneration shall not exceed Baht 9.5 million.

The Chairman opened the floor to questions and suggestions.

Pol. Gen. Sermkiat Bamrungpruk (Shareholder) suggested that the Company shall consider and determine the scope of transportation and accommodation expenses explicitly such as travelling by what kind of transportation, and indicated the frequency of transportation expense request by quarterly/annum. Travelling by air plane shall be specified level of the class and accommodation shall be specified hotel rating (stars) and room type.

The Chairman thanked for the suggestion.

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

Resolution The Meeting resolved that the directors' remuneration for year 2016 be approved with following votes:

	Approved	Disapproved	Abstained
No. of votes	1,286,891,627	8,187,600	515,700
%	99.33	0.63	0.04

Remark: There were additional shareholders, present in person and by proxy, for 7,800 voting rights

Agenda 6 To consider and approve the appointment of the auditors and determine the auditing fee for year 2016

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 presented 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 providing recommendations and advice on accounting, taxation and internal control at 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. Kedsaree Narongded, Certified Public Accountant No.0076, or
- Mrs. Natsarak Sarochanunjeen, Certified Public Accountant No.4563, or
- Mr. Chaikut Angsuwittaya, Certified Public Accountant No.3885

to be an auditor of the Company for the year 2016 and also proposed to consider and approve the auditing fees for 2016 in total amount of Baht 1,410,000.

A.M.T. & Associates have been appointed as the auditor of the Company since the Company was a limited company, (since B.E. 2550). In this regard, the Board of Directors is of their opinion that A.M.T. & Associates have delivered a good performance 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 continued to employ A.M.T. & Associates as the auditor of the Company.

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 years, and agreed that A.M.T. & Associates and the auditors have capabilities, skill and expertise on conducting an audit in construction business including suggestion with consultancy on the accounting, taxation and internal control in good satisfaction level. Therefore, the Audit Committee agreed to propose to the Board of Directors to appoint A.M.T. & Associates to be an auditor of the Company for year 2016. The Audit Committee agreed that the proposed auditing fee for 2016 is appropriate with the type of business and the size of transactions of the Company.

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 - 2015	Mrs. Kedsaree Narongded	0076

Comparison of the Company auditor's remuneration

Service Fee	Audit fee for the year 2015	Audit fee for the year 2016	Increase by (Baht)
Audit Fee:			
- Audit of annual financial statements (Baht)	550,000	580,000	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	720,000	150,000
- Review of quarterly financial statement of subsidiary company (Baht)	30,000	60,000	30,000
- Stock count observation (Baht/time)	30,000	30,000	-
Total Audit Fee (Baht)	1,200,000	1,410,000	210,000
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.

The Chairman proposed to the Meeting to consider and approve the appointment

- 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 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. Atsanon Watsantad (Shareholder) asked that, what is an additional transaction that caused to increase in the audit fee?

Mr. Noppadol Dheerabutrvongkul informed that, additional transaction are the number of transaction increasing which the auditor will be determined the service fee in line with the amount of audit transaction.

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 2016. This agenda needed to be approved with a majority of votes of shareholders, who were present in person or by proxy, and casted their votes.

Resolution The Meeting resolved that the appointment of the auditors from A.M.T. & Associates, whose names appear below, to be the Company's auditor for the year 2016, be approved.

- 1) Mrs. Kedsaree Narongded, Certified Public Accountant No.0076, or
- 2) Mrs. Natsarak Sarochanunjeen, Certified Public Accountant No.4563, or
- 3) Mr. Chaiyut Angsuwittaya, Certified Public Accountant No.3885

and the Audit Fee for the year 2016 in total of Baht 1,410,000 be also approved, with following votes:

	Approved	Disapproved	Abstained
No. of votes	1,294,198,927	1,013,000	383,000
%	99.92	0.08	-

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

Agenda 7 **To consider and approve the dividend payment for the operating result of year 2015 in the form of cash**

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, 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 2015, the Company had net profit of separate financial statements of Baht 1,319 million or earning per share of Baht 0.83. The Company deliberately considered to the business operation circumstance, marketing

circumstance, investment opportunity and other relevant factors, which the Company had a sufficient cash flow to pay the dividend in the form of cash in the ratio of Baht 0.50 per share, which is equivalent to not exceeding 800 million bath or equivalent to 60.65% of 2015 net profit, this dividend payment is from the operating results of year 2015 and retained earnings which is from the BOI Profit, thus, the dividends are exempted from withholding tax and cannot be applied for tax claim.

The Board deemed appropriate to propose to the Shareholders' meeting to approve the annual dividend payment for the operating result of year 2015 as follow:

- To consider and approve the payment of cash dividend of Baht 0.50 per 1 existing share, totals not exceeding Baht 800,000,000

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 4th, 2016 (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 Monday, May 9th, 2016 and the dividend payment shall be made within Thursday, May 19th, 2016.

As there was no further question or suggestion, the Chairman asked the Meeting to consider and approve the payment of cash dividend of Baht 0.50 per 1 existing share, totals not exceeding 800 million bath. This dividend will be paid from the BOI profit; thus, the dividends are exempted from withholding tax. This agenda needed to be approved with a majority of votes of shareholders, who were present in person or by proxy and casted their votes.

Resolution The Meeting resolved to approve the dividend payment for the operating result of the year 2015 in the form of cash Baht 0.50 per 1 existing share, with the total not exceeding 800 million bath. This dividend will be paid from the BOI profit; thus, the dividends are exempted from withholding tax, which be approved with following votes cast.

	Approved	Disapproved	Abstained
No. of votes	1,295,586,927	0	8,000
%	100.00	0.00	-

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

Agenda 8 To consider other matters (if any)

The Chairman informed to the meeting that, all agendas which has been sent with the invitation letter have considered and approved by the Shareholders' meeting, for any other propose agenda requires a shareholders of not less than one-thirds of the total issued shares.

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

Meeting ended at 15.57 p.m.

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

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

Certified true and correct

..... - *Seung Woo Lee* - Director
(Mr. Seung Woo Lee)

..... - *Chanchira Smakthai* - Director
(Mrs. Chanchira Smakthai)

- Translation -

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

1. Biography of the Directors who are nominated

1.1 Mr. Kyu Young Lee



Present Position : Director/President

Age : 73 years

Nationality : South Korean

Education : B.A. of Aeronautical Mechanical Engineering,
Korea National Aviation College

Training from Thai Institute of Director (IOD) : Director Accreditation Program (DAP), year 2011

Years of Directorship : 23 years

Work Experience

- Year 2013 – Present : Director/President,
BJC Heavy Industries Pcl.
- Year 1994 – 2012 : Director/Chief Executive Officer,
BJC Heavy Industries Co., Ltd.
- Year 1992 – 1993 : Executive Director,
BUM JIN Industrial & Construction Co., Ltd.
- Year 1987 – 1992 : Vice President,
SAM JIN Industrial Co., Ltd.
- Year 1968 -1987 : Chief of Plant Project,
DAELIM INS. Co., Ltd.

Share ownership : 16.86%

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 2015

- Board of Directors : 4/5 times
- Audit Committee : -
- Executive Committee : 10/10 times
- Risk Management Committee : 10/10 times

Appointment/Elected in Boards

	Appointment date	Elected date (latest)
• Board of Directors	15 April 1994	25 April 2014
• Audit Committee	N.A.	N.A.
• Executive Committee	7 June 2011	16 May 2013
• Risk Management Committee	13 November 2012	16 May 2013

1.2 Mr. Seong Jin Lee



Present Position	: Director/Assistant Managing Director - Project	
Age	: 44 years	
Nationality	: South Korean	
Education	: Master of Chemical Engineering, Hannam University, South Korea : Bachelor of Chemical Engineering, Hannam University, South Korea	
Training from Thai Institute of Director (IOD)	: Director Accreditation Program (DAP), year 2011	
Years of Directorship	: 1 years	
Work Experience		
• Year 2016 – Present	: Director/ Assistant Managing Director – Project, BJC Heavy Industries Pcl.	
• Year 2014 – 2016	: Assistant Managing Director – Project, BJC Heavy Industries Pcl.	
• Year 2013 – 2014	: Director/ Assistant Managing Director – Project, BJC Heavy Industries Pcl.	
• Year 2006 – 2012	: Project Manager, BJC Heavy Industries Co., Ltd.	
Share ownership	: 0.06%	
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 offense)	: None	
No prohibited characteristics under the Public Company Act B.E. 2535	: None	
Attendance the Meeting in 2015		
• Board of Directors Meeting	: 2/5 times (appointed on 24 th May 2016)	
• Audit Committee Meeting	: -	
• Executive Meeting	: 10/10 times	
• Risk Management Meeting	: 7/10 times (appointed on 13 th May 2016)	
Appointment/Elected in Boards		
	Appointment date	Elected date (latest)
• Board of Directors Meeting	: 24 May 2016	24 May 2016
• Audit Committee Meeting	: N.A.	N.A.
• Executive Meeting	: 7 June 2011	16 May 2013
• Risk Management Meeting	: 13 May 2016	13 May 2016

1.3 Mr. Boonchuay Korkitrotjana



Present Position	:	Independent Director / Chairman of Audit Committee
Age	:	51 years
Nationality	:	Thai
Education	:	M.B.A, University of the Thai Chamber of Commerce B.A., Engineering, Chiang Mai University B.A., Public Health, Sukhothai Thammathirat University B.A., Science & Technology, Sukhothai Thammathirat University B.A., Economic, Sukhothai Thammathirat University B.A., Management Science, Sukhothai Thammathirat University
Training/Seminar	:	National Director Conference, year 2016 National Director Conference, year 2015 National Director Conference, year 2014
Training from Thai Institute of Director (IOD)	:	Director Accreditation Program (DAP), year 2011 Advance Audit Committee Program (AACP), year 2013 Anti-Corruption: The Practical Guide, year 2014
Years of Directorship	:	6 years
Work Experience		
• Year 2013 – Present	:	Independent Director/ Chairman of Audit Committee, BJC Heavy Industries Pcl.
• Year 2011 – 2012	:	Independent Director/ Chairman/ Chairman of Audit Committee, BJC Heavy Industries Co., Ltd.
• Year 2016 – Present	:	Independent Director/ Audit Committee Member, Dacon Inspection Services Co., Ltd.
• Year 2002 – Present	:	Advisor and Trainer, Global Products and Services Co., Ltd.
• Year 1996 – 2002	:	Senior Manager, Arther Andersen Co., Ltd. (or SGV Na Talang Co.,Ltd.)
• Year 1988 – 1996	:	Senior Engineer, Minibea Thailand Co., Ltd.
Share Ownership	:	None
Holding Position in other business		
• Listed company	:	None
• Non-listed company	:	Independent Director/ Audit Committee Member, Dacon Inspection Services Co., Ltd.
• 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 2015

- Board of Directors : 5/5 times
 - Audit Committee : 4/4 times
 - Executive Committee : -
 - Risk Management Committee : -
-

Appointment/ Elected in Boards

	Appoitment date	Elected date (latest)
• Board of Directors	: 7 June 2011	25 April 2013
• Audit Committee	: 7 June 2011	25 April 2013
• Executive Committee	: N.A.	N.A.
• Risk Management Committee	: N.A.	N.A.

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

The Nominees	Number of Shares	% of shares with voting rights
1. Mr. Kyu Young Lee	269,686,000	16.86%
2. Mr. Seong Jin Lee	1,000,000	0.06%
3. Mr. Boonchuay Korkitrotjana	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. Kyu Young Lee	None	None	None	None
2. Mr. Seong Jin Lee	None	None	None	None
3. Mr. Boonchuay Korkitrotjana	None	None	Year 2016 – Present Independent Director and Audit Committee Member, Dacon Inspection Services Co., Ltd.	None

4. Other Information of Nominated Independent Director.

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

Types of Relationships	Name of nominated person who is qualified to be an Independent Director
	Mr. Boonchuay Korkitrotjana
Company's shareholding <ul style="list-style-type: none"> - Number of shares - % of shares with voting rights 	None None
Having a personal relationship with the Managements/Major Shareholders	None
Having any kind of relationships, as listed out below, with the Company or with any connected persons at present or during the past 2 years <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). 	None None None

-Translation-

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

Meetings of Shareholders

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

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

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

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

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

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

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

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

Article 35. In casting votes at a shareholders' meeting, one (1) 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 08.30 hrs. on Friday, April 28, 2017.

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 Dheerabutr vongkul Independent Director and Audit Committee.
- For convenience, please send the executed proxy and the supporting documents there to the Company on or before Thursday, April 20, 2017. 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: 51

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

Personal interest in considering agenda:

- Agenda 5 To consider and approve for the re-appointment of directors whose terms will expire by rotation
- Agenda 6 To consider and approve directors' remuneration for year 2017

2. Assoc. Prof. Dr. Ekachidd Chungcharoen

Independent Director and Audit Committee

Age: 54

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

Personal interest in considering agenda:

- Agenda 6 To consider and approve directors' remuneration for year 2017

3. Mr. Noppadol Dheerabutrvongkul

Independent Director and Audit Committee

Age: 50

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 for the re-appointment of directors whose terms will expire by rotation
- Agenda 6 To consider and approve directors' remuneration for year 2017



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 2560
Annual General Meeting of Shareholders for Year 2017

วันศุกร์ที่ 28 เมษายน 2560 เวลา 09.30 น.
ณ ห้องชาตรีบอลรูม ชั้น 4 โรงแรมชาตรีริเวอร์ไซด์
เลขที่ 28 ถนนเจริญกรุง ซอย 70 แขวงวัดพระยาไกร เขตบางคอแหลม กรุงเทพฯ 10120
on Friday, April 28, 2017 at 09.30 AM
at the Chatrium Ballroom, 4th Floor, Chatrium Hotel Riverside Bangkok
address 28 Charoenkrung Soi 70, Wat Prayakrai, Bangkholame, Bangkok 10120

ข้าพเจ้า เป็นผู้ถือหุ้น หรือ ผู้รับมอบฉันทะของผู้ถือหุ้น
 I/We of บมจ. บีเจซี เฮฟวี อินดัสทรี
 a shareholder or proxy holder of
 BJC Heavy Industries Pcl.

หมายเลขบัตรประชาชน ได้มาเข้าร่วมประชุมดังกล่าวข้างต้น
 the identification number attend the above mentioned meeting.

ลงชื่อ..... ผู้เข้าร่วมประชุม
 Sign Meeting Attendant

(.....)

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

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 2017 to be held on Friday, April 28, 2017 at 09.30 a.m. at the Chatrium Ballroom, 4th Floor, Chatrium Hotel Riverside Bangkok address 28 Charoenkrung Soi 70, Wat Prayakrai, Bangkoklame, Bangkok 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 2017 to be held on Friday, April 28, 2017 at 09.30 a.m. at the Chatrium Ballroom, 4th Floor, Chatrium Hotel Riverside Bangkok address 28 Charoenkrung Soi 70, Wat Prayakrai, Bangkok 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 2016 which was held on April 25, 2016

(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 2016 and to certify the annual report for year 2016

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, 2016

- (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 the dividend payment for the operating result of year 2016 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

Agenda 5 : 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. Kyu Young Lee
- Approve Disapprove Abstain
2. Mr. Seong Jin Lee
- Approve Disapprove Abstain
3. Mr. Boonchuay Korkitrotjana
- Approve Disapprove Abstain

Agenda 6 : To consider and approve the directors' remuneration for year 2017

- (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 appointment of the auditors and determine the auditing fee for year 2017

- (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 other matters (if any)

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

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

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 2017 to be held on Friday, April 28, 2017 at 09.30 a.m. at the Chatrium Ballroom, 4th Floor, Chatrium Hotel Riverside Bangkok address 28 Charoenkrung Soi 70, Wat Prayakrai, Bangkoklame, Bangkok 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 8

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 2017 to be held on Friday, April 28, 2017 at 09.30 a.m. at the Chatrium Ballroom, 4th Floor, Chatrium Hotel Riverside Bangkok address 28 Charoenkrung Soi 70, Wat Prayakrai, Bangkoklame, Bangkok 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 2016 which was held on April 25, 2016

- (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 2016 and to certify the annual report for year 2016

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, 2016

- (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 the dividend payment for the operating result of year 2016 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 5 : 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. Kyu Young Lee
 Approve _____ votes Disapprove _____ votes Abstain _____ votes
 2. Mr. Seong Jin Lee
 Approve _____ votes Disapprove _____ votes Abstain _____ votes
 3. Mr. Boonchuay Korkitrotjana
 Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda 6 : To consider and approve the directors' remuneration for year 2017

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

REGULAR CONTINUED PROXY FORM C

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

For the Annual General Meeting of Shareholders for the year 2017 to be held on Friday, April 28, 2017 at 09.30 a.m. at the Chatrium Ballroom, 4th Floor, Chatrium Hotel Riverside Bangkok address 28 Charoenkrung Soi 70, Wat Prayakrai, Bangkholame, Bangkok 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**

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 2016
- Financial Statements for year 2016

.....

Please fill in above form and submit by:

- Email: ir@bjc1994.com
- Fax: 0-3889-3711
- Submit to the registration officer at the venue of Annual General Meeting of Shareholders of year 2017

-Translation-

Map of the meeting venue for the Annual General Meeting of Shareholders for year 2017

BJC Heavy Industries Public Company Limited

The Chatrium Ballroom, 4th Floor, Chatrium Hotel Riverside Bangkok
address 28 Charoenkrung Soi 70, Wat Prayakrai, Bangkholame, Bangkok
Tel. +66(0) 2307 8888

