

## Criteria and Procedures for Proposing Agenda Items and Directors Nomination for 2019 AGM

### 1. Objective

- To invite all eligible shareholders to propose agenda items and directors nomination for the Annual General Meeting of Shareholders in accordance to the Company's criteria and procedures.
- To be consistent with the BJC Heavy Industries Public Company Limited (hereafter referred to as "Company")'s Good Corporate Governance Practice, ensuring that all shareholders receive equitable and fairness treatment.

To propose agenda and directors nomination is considered as part of the Company's Good Corporate Governance. In addition, for clarity and transparency of the procedures and methods for consideration, the Company has set up the criteria to allow the minority shareholders to propose the agenda and directors nomination. By this mean, it will ensure that the agenda will be delicately selected and truly beneficial to the Company and the qualified Candidate will be selected and able to perform his or her duties effectively to attain the highest benefits of the Company and the stakeholders.

### 2. Shareholder Eligibility Criteria for Submissions

Shareholders who wish to propose the agenda(s) and director nomination must be qualified in accordance with the criteria as follows:

- 2.1 Being an individual or group holder of the Company's common shares (BJCHI).
- 2.2 Holding a minimum 1.0% of the saleable shares of the Company for a continuous period of at least one year.
- 2.3 Must hold those shares as stipulated in 2.2 on the date on which the agenda(s) or the Candidate is proposed.
- 2.4 Must hold those shares as stipulated in 2.2 on the date in order to determine the right of the shareholders to attend the AGM of that year.

Please be noted that, if, after the Company having checked the name of the shareholder(s) on the book-closing date and it appears that such shareholder(s) in 2.1 does not hold the shares as stipulated in 2.4. The Company reserves the right not to propose the agenda or the Candidate to the AGM for consideration even though the same has been included in the notice of the AGM.

### 3. Proposal of Agenda Item(s)

#### 3.1 The Proposal to be excluded from the AGM agenda

- 3.1.1 A proposal that violates the law, rules, regulations of government agencies or other governing agencies, or does not comply with the objectives, the Articles of Association, the shareholders' resolutions, and the Good Corporate Governance Practice of the Company.
- 3.1.2 A proposal that is beneficial only for a specific person or group of people.
- 3.1.3 A proposal that is beyond the authority of the Company to take action.
- 3.1.4 A proposal for which the subject matter is directly under the authority of the Board of Directors unless it has significant impacts on the shareholders in general.
- 3.1.5 A proposal that deals with the matter in the ordinary cause of business of the Company and the information referred to by the shareholder(s) does not indicate any irregularity.
- 3.1.6 A proposal that has been already discussed in the course of the Company's operations.



- 3.1.7 A proposal that the shareholder used to propose to the Shareholders Meeting for consideration during the past twelve months and such issue received supportive resolution with the votes of less than 10% of the amount of the total voting rights and the information is not significantly changed from previous proposal.
- 3.1.8 A proposal that is incomplete, inaccurate, submitted after the deadline or unable to contact the shareholders who submitted the proposal.
- 3.1.9 A proposal from shareholders who are not fully qualified in accordance with the Company provision.

### **3.2 Consideration Procedure**

- 3.2.1 Shareholders eligible as per Item No. 2 must complete and submit the attached **"Agenda Item Proposal Form"** or submit via email to the Company's Investor Relations team ([ir@bjc1994.com](mailto:ir@bjc1994.com)) before sending the original forms and documents to the Board of Directors along with the evidence of ownership of shareholding, i.e. the certificate of shares held issued by a registered securities companies, any other certificates issued by the Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand.

**All documents should reach the Company by December 31, 2018**, marked to the attention of:

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

- 3.2.2 In case a group of shareholders satisfying the criteria in Item No. 2 collectively submit a proposal, one (1) shareholder must complete and sign the **"Agenda Item Proposal Form"**, while the rest of the shareholders must separately complete only items (1), (2), and (3) of the **"Agenda Item Proposal Form"** and sign the Form, and then gather the forms to submit along with the support documents (if any).
- 3.2.3 In case an individual or a group of shareholders who satisfy the criteria in Item No. 2 would like to propose multiple agenda items, separate forms must be used for each agenda item along with the relevant supporting documents.
- 3.2.4 The proposal approved and selected by the Board of Directors will be included in the agenda as part of the Notice of AGM including the Board of Directors' opinion. If the proposal is turned down, the Company will immediately inform the shareholder(s) with the reason(s) for the Board of Directors' refusal through SET's channel after the Board of Directors meeting or on the next official date. Such information will also be posted in the Company's website and announced to all shareholders at the AGM.

## **4. Nomination of Directors**

### **4.1 Director Qualification & Incompatibility**

- 4.1.1 Having the qualifications according to the Public Limited Company Act, Securities and Exchange Act and other related laws, rules, regulations, announcements, together with the Company's Articles of Association and the Good Corporate Governance Practice of the Company.
- 4.1.2 Possessing integrity and necessary background and experience which demonstrates strong leadership.
- 4.1.3 Willing, ready and able to dedicate sufficient time to the Company.
- 4.1.4 Having expert knowledge, capability and experience which can contribute to enhancing the Company's operations.
- 4.1.5 Not related, either direct or indirect, to any other business which is of similar nature and is in competition with the Company.
- 4.1.6 Not a political official, a director or an official of any political party.

## 4.2 Consideration Procedure

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

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

**All documents should reach the Company by December 31, 2018**, marked to the attention of:

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

- 4.2.2 In case a group of shareholders satisfying the criteria in Item No. 2 collectively submit a joint director nomination proposal, all shareholders must complete and sign **"Nominated Qualified Candidate for Directorship"**, and then gather to submit the supporting documents and **"Nomination Director Profile"** and other documents as stipulated in Item No. 4.2.1
- 4.2.3 In case a shareholder or a group of shareholders satisfying the criteria in Item No. 2 would like to nominate multiple directors, a separate form must be used for each nomination along with the supporting documents for each nominated director.
- 4.2.4 The Company Secretary will initially review the proposal, and then will propose to the Board of Directors for consideration. The qualified nominee selected by the Board of Directors will be informed and included as an agenda item in the Notice of AGM including the Board of Directors' opinion. If a proposal is turned down, the Company will immediately inform the shareholders with the reasons for the Board of Directors' refusal through SET's channel after the Board of Directors meeting or on the next official date. Such information will also be posted in the Company's website and announced to all shareholders at the AGM.

## Agenda Item Proposal Form

1. General information of shareholder:

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

Current address: .....

.....

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

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

3. I wish to propose the following agenda item for the 2019 Annual General Meeting of Shareholders:

Subject.....

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4. Proposal for consideration.....

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

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

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

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

5.2 The evidence of identification:

- Natural Person: copy of valid identification card / passport (in case of non-resident); attached with certifying signatures of the authorized signatories
- Juristic Person: copy of the company's affidavit (not over 3 months) and copy of valid identification card or passport (in case of non-residents) of authorized signatories who signs this form, attached with certifying signatures of the authorized signatories

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

Affix
Commercial
Stamp
(If Any)

..... Shareholder's Signature

( ..... )

Date .....

## Nominated Qualified Candidate for Directorship

**1. General information of shareholder:**

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

Current address: .....

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

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

**3. Qualified candidate(s) for directorship in the 2019 AGM:**

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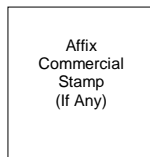
**4. Required supplementary documents to be submitted by shareholder:**

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

4.2 The evidence of identification:

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

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

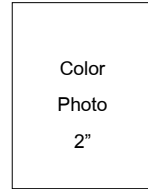


..... Shareholder's Signature

( ..... )

Date .....

## Nominated Director Profile



### 1. General Information:

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

### 2. Current Address

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

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

<u>Institution</u>	<u>Degree and Major Subject</u>	<u>Year of Graduation</u>
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(2) Training/Seminar Course related to Directorship

<u>Course</u>	<u>Organizer</u>	<u>Year of Attendance</u>
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**4. Work Experience (Previous 5 years)**

<u>Year</u>	<u>Organization</u>	<u>Type of Business</u>	<u>Position</u>
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**5. Shareholding in BJC Heavy Industries PCL as of.....(proposal date)**

Common Shares ..... shares

Spouse's Common Share Holding ..... shares

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

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

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

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

..... Candidate's Signature

( ..... )

Date .....