



BJC Heavy Industries Public Company Limited

2019

INVITATION LETTER

The Annual General Meeting of Shareholders

Friday, April 26, 2019 at 13.30 hrs.

Meeting Room 101
BJC Heavy Industries Public Company Limited
No. 594 Moo 4, Tambol Makamkoo, Amphur Nikompattaya, Rayong

Registration starts at 12.30 hrs.

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.*

BJCHI will provide lunch to the shareholders or their attending proxies who attend the Meeting.

INDEX

Documents for 2019 Annual General Meeting of Shareholders	Page
1. Minutes of Annual General Meeting of Shareholders of year 2018	9
2. Information of the proposed nominated persons to replace directors who are retiring by rotation	26
3. Articles of Association of the Company relating to the shareholders' meeting	32
4. Registration Method of Annual General Meeting of Shareholders and the Shareholder's representative	35
5. Information of independent directors for considering as a Shareholder's representative	37
6. Registration Form (Please bring this document to the meeting)	38
7. Proxy Form A, B and C	39
8. Requested Form of Annual Report and Financial Statements	48
9. Map of the Meeting Venue	49

Agenda 2 **To acknowledge the operating results for year 2018 and the annual report for year 2018**

Facts and Reasons: The Company reported the operating results for year 2018 which stipulated in the 2018 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 2018 and the annual report of 2018.

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, 2018**

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 2018 ended December 31, 2018 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, 2018, 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 2018 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 2018 are summarized as below;

The Company's financial statements as of December 31, 2018	(Unit : Million Baht)
Total Assets	3,910.29
Total Liabilities	122.00
Paid-up Capital	400.00
Shareholders' Equity	3,788.29
Total Revenues	943.90
Contract Revenue	909.29
Contract Cost	970.33
Net Loss	231.21
Loss per Share (Baht per share)	0.14

Opinion of the Board of Directors: The Board of Directors agreed to propose the audited financial statements of the Company for the year 2018 ended December 31, 2018 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 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 2018, the Company had net loss of separate financial statements at Baht 231.21 million but had the Unappropriated Retained Earnings at Baht 1,108.65 million. Thus, the Company is desirous to pay the dividend in the form of cash in the ratio of Baht 0.10 per share, which is equivalent to not exceeding Baht 160 million.

Comparison dividend payment in the past years are as follows.

Details of Dividend Payout	Year 2016	Year 2017	Year 2018
1. Net Profit (Loss) (Million Baht)	112.35	(523.93)	(231.21)
2. Number of shares	1,599,999,999		
3. Dividend per share (Baht/Share)		-	-
• Interim Dividend (Baht/Share)	0.125	-	-
• Final Dividend (Baht/Share)	0.125	-	0.10
4. Total Dividend (Million Baht)	not exceeding 400.00	-	not exceeding 160.00
5. Payout ratio per net profit (%)	356.03	-	-

Opinion of the Board of Directors: The Board deems appropriate to approve the annual dividend payment of cash dividend of Baht 0.10 per 1 existing share, totals not exceeding Baht 160 million.

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 Monday, March 18th, 2019 (Record Date) and the dividend payment shall be made within Tuesday, May 14th, 2019 which subject to the shareholders' approval to be obtained from the 2019 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 the appointment of directors to replace those retired 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 in advance before the AGM 2019 public through SET Community Portal and the Company's website from October 8, 2018 to December 31, 2018. However, there were no proposal of director nomination.

At present, the Company has 9 directors, and on this annual general meeting of shareholders of 2019 will have 3 directors who will be retired by rotation as follow;

- 1) Mr. Seung Woo Lee
 - Deputy Managing Director
- 2) Mr. Noppadol Dheerabutrvingkul
 - Independent Director and Chairman of Audit Committee
- 3) Mr. Jumpot Kanjanapanyakom
 - Independent Director and Member of Audit Committee

The Company has not appointed any nominating committee; however, the Board of Directors excluding the directors who are interested person, has carefully 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 working performance in the past support for the the Company's benefit. Therefore, it was deemed appropriate to be re-appointed as directors for another term. The profiles and information of all 3 directors as per Enclosure No. 3

Due to the Company's unique nature of business, it needs a person who has knowledge, understandings, experiences and specialization in related fields. As a result of that, there is a limited numbers of person who are qualified to be nominated as the company's director. Therefore, the Company needs to allow its existing directors to take their position for over 9 consecutive years.

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. Noppadol Dheerabutrvingkul and Mr. Jumpot Kanjanapanyakom are qualified to be appointed as independent directors as per the requirements under the

regulations of the Stock Exchange of Thailand and expected to freely express his views at meeting.

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 the directors' remuneration for year 2019

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 Company's directors are entitled to receive remuneration for duties performed. The remuneration includes rewards, meeting allowances, allowances, bonuses, or other forms of benefits 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, which may be set at a definite amount, or set as a policy for each time, or to be consistently effective until there any changes are made. In addition, the directors shall receive allowances and benefits according to the Company's regulations.

The content of clause one shall not affect the right of employees or staff elected as directors to receive remuneration and benefits as Company staff or employees."

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 2019 with details as follows;

	2018	2019	Changing
Monthly Fee (Baht/person/month)			
Chairman of the Board	40,000	40,000	-
Director	15,000	15,000	-
Chairman of the Audit Committee	15,000	15,000	-
Audit Committee	15,000	15,000	-
Attendance Fee (Baht/person/time)			
Chairman of the Board	40,000	40,000	-
Director	15,000	15,000	-
Chairman of the Audit Committee	15,000	15,000	-
Audit Committee	15,000	15,000	-
Transportation (Baht/person/time)	By Company	By Company	-
Accommodation (if necessary)	By Company	By Company	-
Others Benefit	None	None	-
Director's Bonus	None	None	-
Director's remuneration (total)	not exceeding Baht 3 million	not exceeding Baht 3 million	-

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.

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 2019.

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 2019

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

- Mr. Chaiyuth Angsuwithaya, Certified Public Accountant No. 3885 or
- Mrs. Natsarak Sarochanunjeed, Certified Public Accountant No. 4563 or
- Ms. Daranee Somkamnerd, Certified Public Accountant No. 5007 or
- Ms. Jarunee Nuammae, Certified Public Accountant No. 5596

to be an auditor of the Company for year 2019 and also proposed to consider and approve the auditing fee of 2019 in total amount of 1,290,000 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 after listed in the Stock Exchange of Thailand (year)	Auditor	C.P.A. License No.
2013	Mrs. Natsarak Sarochanunjeen	4563
2014 - 2016	Mrs. Kedsaree Narongded	0076
2017	Mrs. Natsarak Sarochanunjeen	4563
2018	Ms. Jarunee Nuammae	5596

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 2019. The Audit Committee agreed that the proposed auditing fee for 2019 is appropriated with type of business and the size of transactions of the Company.

Comparison of the Company auditor's remuneration

Service Fee	2018	2019	Changing
(Audit Fee):			
- Audit of annual financial statements (Baht)	580,000	580,000	-
- Review of quarterly financial statements (Baht) for 3 quarters	680,000	680,000	-
- Stock count observation (Baht/time)	30,000	30,000	-
Total Audit Fee (Baht)	1,290,000	1,290,000	-
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 Mr. Chaiyuth Angsuwithaya, Certified Public Accountant No. 3885 or Mrs. Natsarak Sarochanunjeed, Certified Public Accountant No. 4563 or Ms. Daranee Somkamnerd, Certified Public Accountant No. 5007 or Ms. Jarunee Nuammae, Certified Public Accountant No. 5596 from A.M.T. & Associates to be an auditor of the Company for year 2019 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 2019 was Monday, March 18th, 2019.

Notice of the Annual General Meeting of Shareholders for 2019 with the Enclosures and Proxy Forms will be available on www.bjc1994.com in the section of Investor Relation, Shareholders Information – Meeting of Shareholder. If any shareholder would like the Company to clarify any issues relating to the meeting agenda, the shareholder can early send the question to the Company within Friday, April 19th, 2019 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 Friday, April 19th, 2019. 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 12.30 hrs. onward. The Company also provide the stamp duty as required for the proxy form for the proxies who register to attend the shareholders' meeting by then.

Yours sincerely,

BJC Heavy Industries Public Company Limited

A handwritten signature in blue ink, appearing to be "B. Boonchuay", written over a horizontal line.

(Mr. Boonchuay Korkitrojana)
Chairman of the Board

Note: The Company's annual report for 2018 will be available in QR Code format, if any shareholders would like to receive the Company's annual report for 2018 in hard copy, please contact the Company's secretary, and please fill in the Requested Form of Annual Report and Financial Statements (as per Enclosure No. 9), and fax to the Company at 0 3301 7348 or email to ir@bjc1994.com.

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

Attachment 1

- Translation -

Minutes of the Annual General Meeting of Shareholders for Year 2018
BJC Heavy Industries Public Company Limited

The 2018 Annual General Meeting of Shareholders (“the Meeting”) was held on Friday, April 27, 2018 at 13.30 hrs. at Main Meeting Room, BJC Heavy Industries Public Company Limited, address 594 Moo 4 Tambol Makamkoo, Amphur Nikompattana, Rayong. Ms. Pakavalee Jearsawatvattana, the Chairman of the Board of BJC Heavy Industries Public Company Limited (“the Company or BJCHI”) 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 42 shareholders present in person and 11 shareholders by proxy, in total was 53 shareholders which representing 1,215,229,239 shares, or 75.97% of total issued shares of the Company excluding the Company’s Treasury Stock 400,000 shares that will not be entitled to vote; 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, and Auditor, who attended the Meeting, and to explain the voting procedures in this Meeting.

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

Attending Directors:

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

Management and Staff of the Company:

- | | |
|----------------------------|---|
| 1. Ms. Noppasorn Thampitak | Company Secretary |
| 2. Mr. Vittaya Changeutai | Investor Relation Manager / member of Risk Management Committee |
| 3. Ms. Rungarun Harnnarong | Accounting Manager |

Representative of Auditor

- | | |
|---------------------------|---|
| 1. Ms. Daranee Somkamnerd | Auditor's representative from A.M.T. & Associates |
| 2. Ms. Sirichart Ninlapat | Auditor's representative from A.M.T. & Associates |

In addition, the Secretary invited any shareholders who wished to be a witness for vote counting, and Mr. Thammanoon Julamaneechote (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 5: To consider and approve the appointment of directors to replace those retired 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 6: To consider and approve directors' remuneration for year 2018, which requires a vote of not less than two-thirds (2/3) of the total number of votes of shareholders, present in person or by proxy.
 - Agenda 8 : To consider and approve the amendment of the Company's Articles of Association, which requires a vote of not less than three-fourth (3/4) 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.

6. In case that shareholders or proxy do not sign on the ballot or unclearly mark on the ballot or amend on the ballot without amendment signature. Thus, it will be considered as void ballot.

The Company's secretary informed to the meeting that, the Company has given an opportunity for proposing agenda item for AGM 2018 and for proposing directors nomination for AGM 2018 including the questions that the shareholders can be submitted in advance before the AGM 2018 Meeting, however there were no proposal of agenda item, directors nomination or any question in advance regarding AGM 2018 agenda.

Before the meeting commencement, the Chairman invited Mr. Young Jun Lee, Managing Director, to give some speech on overview operating result for year 2017 and the business plan for year 2018.

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

Dear Shareholders,

Thanks for coming AGM 2018. Looking back over the year 2017, it was not an easy period compared to the year 2016. The decline of oil price have caused a delay towards the investment and development of global industrial plants, particularly in the energy sector and have the effect on our business as well. Moreover, the appreciation of the THB currency in 2017 was affected to us financially because of exchange loss of USD against THB. However, without any long-term liability loans, the Company financial position is stable with debt-to-equity ratio of 0.05 times and good cash flow.

The current situation for global industrial plants has been progressively recovering while the energy and material prices are increasing. From the beginning of 2018, more opportunities to enter bids have become more available for BJCHI. As the energy-sector industries becoming more stable, it has encouraged project developers to resume their investment and development in the plant construction industries. With these circumstances, more opportunities will rise for BJCHI to tender bids in 2018-2019.

Today, I would like to deliver 3 things that BJCHI is currently working on to create stronger position in the market. The three factors include;

1) Strengthening Marketing Activities

We will be continuously keeping focus on oversea markets as our major business direction. With that focus, BJCHI has been entering into many tender bids for various kinds of plant industries in different regions which is what we have been doing for the past five years. Even though our main focus have been oversea markets, we are also paying attention to the demands in the Thai market to increase our business opportunities and sales as there are many upcoming large-scale projects starting this year. Also, BJCHI is expanding marketing channels in order to develop a more communication channel globally. Several agents are supporting marketing activities in Australia, Brazil and Korea. We expect this strategy will help bring positive outcome to BJCHI.

2) Project Financial Investment

The competition in the plant construction business has become more intensified due to low price strategies and the limited number of projects available in the global market. As an additional business strategy, we are seriously considering on financial investment into a mega project to increase the possibility of obtaining the project in a secure way. Now we are having further discussions with EXIM Bank and Project Insurance Company with very high potential project.

3) Optimizing Production System

Currently, BJCHI is optimizing production system and facilities to keep the high-quality standards as well as increasing the production efficiency. I think this will help not only saving our operating cost but also promoting our capabilities and increasing success rate of winning project.

I do know that there are many worries and concerned with stock price but I am very confident that we will be back on the right track very soon. Today, we announced US\$ 10 million additional work project (TUPI project) to the public and another good news will be continued very soon.

Finally, on behalf of the Board of Directors and Executive teams, we would like to appreciate all our shareholders and all concerned parties including the public and private sectors as well as all BJCHI's employees for their strong trust and support in 2017 and hope you keep supporting us continuously in this year. We ensure you that BJCHI shall operate our business with transparency and good corporate governance practices to achieve long-term sustainable business. Thank you.

The Chairman requested the meeting to consider the agendas which consisted the following 9 items:

Agenda 1 To consider and certify the Minutes of the Annual General Meeting of Shareholders for year 2017 which was held on April 28, 2017

The Chairman proposed to the meeting to consider and certify the Minutes of Annual General Meeting of Shareholders for year 2017 which was held on April 28, 2017, the Company has prepared the minutes of the Annual General Meeting of Shareholders for year 2017 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 2017 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 shareholders to vote in this agenda. 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 2017 which was held on April 28, 2017 be approved with the following vote cast;

	Approved	Disapproved	Abstained	Void Ballot
No. of votes	1,215,229,239	0	0	0
%	100.0000	-	-	-

Agenda 2 To acknowledge the operating results for year 2017 and the annual report for year 2017

The Chairman proposed to the meeting to acknowledge the operating results for year 2017 and certify the annual report for year 2017 which was enclosed with the invitation letter, as per details in Enclosure No. 2 and asked Mr. Vittaya Changeutai, Investor Relation Manager, to present the relevant details for this agenda to the Meeting.

Mr. Vittaya Changeutai presented the operating results for the year 2017 to the meeting as follows;

Year 2017, The Company had are 3 main projects;

- 1) TUIP FPSO Modules (03B) Project is the consecutive project from TUIP FPSO Modules (01B and 02B) where the company has been directly awarded from the project owner (TUIP B.V.) as Modularization work in oil and gas industry to explore oil resources in pre-salt area widely considered as one of the largest oil resources in the world. This project was executed nearby Sattahip Commercial Port and successfully delivered to the client in early April.
- 2) SunSHIFT project, the company reached the agreement with an Australian client to undertake steel structure work for solar farm business in 2017. This project has been considered as a pilot project with the initial phase of 1 MW and then increasing to 3 MW with the project value of US\$ 1.1 million (approximately THB 35 million). It will be firstly tested in Australia. If successfully undertaken, it will be implemented for other regions which in turn will increase more project opportunities for the company in the future.
- 3) TNT project is steel fabrication project used in mining industry in Chile.

In 2017, Contracted Revenue was THB 1,513 million, decreasing by 71.5% from 2016 effected from the company's major revenue came only from FPSO Compression Modules (03B) comparing with the same period of prior year where many projects were recognized.

2017 Gross Profit was negatively THB 198 million, comparing with that of positively THB 289 million in 2016. Meanwhile, net loss was reported THB 524 million, comparing with 2016 net profit at THB 112 million due to the decreased project activities and fixed costs during the project slowdown of TUIP FPSO Modules (03B) where the project owner could not procure material as scheduled.

FX impact has the potential effect on 2017 business operation. The Company booked foreign exchange (FX) loss of THB 164 million due to the appreciation of THB by 9% versus the US\$ after there were fund flows getting into emerging markets including Thailand. Meanwhile, the company has been taking in-depth analysis for foreign currency management to earn more returns from other financial products than interest rate from banks in addition to natural hedging by paying the oversea supplier with the oversea currency.

During 2016-2017, Brazil is deemed as our key market because the company has continued to receive the FPSO module projects from QGI OIL & GAS INC., and TUIP B.V. in oil and gas industry. In 2017, revenue from Brazilian market was accountable for 91.4% of total Contracted Revenue (THB 1,503 million)

Remaining backlog in 1Q2018 was US\$ 20.6 million (approximately THB 650 million), composing of TUIP FPSO Modules (03B) by US\$ 13.9 million including additional work at US\$ 10 million while TNT and SunSHIFT were US\$ 4.8 and US\$ 0.7 million, respectively.

In 2016, the Company declared to join Thailand's Private Sector Collective Action Coalition against Corruption. Then, the Company has issued Anti-Corruption Policy and reviewed good corporate governance along with assessing and reporting self-evaluation about anti-corruption measure to Audit Committees and the Board of Director. In 2017, the Company already submitted self-evaluation report to IOD for a certification process further.

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

Mr. Nirun Pongklam (Shareholder) raised the following questions;

- As shown in the financial statement, contracted cost was THB 1,614 million, higher than contracted revenue at THB 1,502 million. What kind of the over control cost?
- What is the idle cost?
- When would the unbilled contract work of THB 900 million be settled?
- When would the overdue trade receivables period less than 3 months at THB 24 million and period over 3 months be settled?
- Due to FX loss, does the Company implement FX hedging strategies?
- How much the profit margins on TNT project and when will it be recognized?
- Regarding the Company's BOI privileges becoming expired within this year, has the company submitted additionally BOI's investment promotion? And are there any changes in measurement of such BOI privileges?

Mrs. Chanjira Smakthai replied answers as follows;

- The increased contracted cost resulted from the delay in TUPFI FPSO Modules (O3B) project mainly cost were employees' expenses, rental for Modularization yard nearby Sattahip Commercial Port. Such additional costs have been compensated of US\$ 10 million by the project owners as disclosed.
- Idle cost is related to costs which do not generate income such as depreciation of unworkable machineries. During the decreased production capacity, there are some machineries and set of equipment which have not been used in the production process.
- Unbilled contract work resulted from revenue recognition based on percentage of work completion. In general, the Company will issue invoice on a monthly basis.
- Overdue trade receivables are mainly local clients from galvanizing service where has small portion comparing with total trade receivables. The debtors have gradually been paid in installments.
- FX loss was mainly accounting loss because our major revenue is based on US\$. Moreover, all transaction must be converted to THB at the end of accounting period. The Company has partially implemented Forward strategy for operating cash flow.
- The profit margin for TNT project is 10-15% which will be recognized on a monthly basis. This project is fully expected to complete in 2Q2018.
- There are 3 BOI certificates which has not been used and the Company will receive tax privilege for new investment. However, there are not any new investment plan at the moment. Moreover, the Company has BOI Tax Privileges as a listed company as well.

Ms. Linjong Bohirunrat (shareholder) raised the following questions;

- Due to FX loss, how has the Company protected the FX impact?
- As informed, SunSHIFT project is opening Australian Market. Are there any other potential markets SunSHIFT will expand its business?

Mrs. Chanjira Smakthai informed that FX loss was mainly stemmed from accounting loss as previously explained. In general, the company needs to keep US\$ for paying suppliers in the same currency to reduce FX risk. However, it's very difficult to fully avoid FX loss. As a result of that, the Company has been putting our utmost effort by partially implementing Forward Contract for our operating cash flow while remaining

cash has been kept in fixed accounts. Moreover, we are studying more investment options to earn higher returns.

Mr. Vittaya Changeutai informed that SunSHIFT is considered as a pilot project used in Australia. If executed successfully, there will be more potential opportunities to increase work volume. In Australia, some remote areas can't get access to electricity supply. Thus, this project will bring state-of-art technology of solar farm where the company anticipates to receive more work quantity in the foreseeable future.

Mr.Thammanoon Julamaneechot (Shareholder) proposed Swap strategy to cope with financial issues.

Mr. Vittaya Changeutai explained that 2017 net loss at THB 524 million was FX loss of THB 163 million, sharing one-third of total loss. 60% of FX loss was derived from unrealized loss. In the future, if THB becomes more appreciated, the Company will book FX gains. For Forward strategy, we used to employ such this strategy. They were both premium rate and discount rate. However, Forward Contract over the past 6 months was discount rate meaning if we implement Forward Contract at currently 31.5, it might be 31.3 in the future. This will generate less money. Thus, the Company has been searching for other financial tools as previously cited by Mr. Young Jun Lee, that the company might use cash for future projects.

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 2017 be acknowledged. (No voting required for this agenda)

Agenda 3 **To consider and approve the financial statements for year ended December 31, 2017**

The Chairman proposed to the meeting to approve the financial statements for year ended December 31, 2017 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 2017 ended December 31, 2017, 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, 2017, 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 2017 Annual Report in the part of Financial Statement, as per details in Enclosure No. 2.

The Company's financial position and operating results in 2017 were summarized accordingly:

Financial Position and Operating Results	Year 2016 (Million Baht)	Year 2017 (Million Baht)	Change (%)
Total Revenues	5,316.52	1,512.70	Decreased 71.5%
Contract Cost	4,913.33	1,701.50	Decreased 65.4%
Net Profit	112.40	(523.87)	Decreased 566.1%
Earnings per Share (Baht/share)	0.07	(0.33)	Decreased 571.4%
Total Assets	5,139.25	4,230.83	Decreased 17.7%
Total Liabilities	404.22	211.33	Decreased 47.7%
Shareholders' Equity	4,735.04	4,019.50	Decreased 15.1%

The decrease of total assets at the end of 2017 resulted from the decrease in trade receivables and unbilled contract work. Similarly, the decrease in liabilities has been directly driven by the fall in trade payables. And the decreased shareholders' equity was largely driven by the dividend payment from retained earnings of THB 200 million and the falling net profit from the prior year.

As the Company's strong financial position, the Company has not needed to employ long-term loans. Debt to Equity Ratio was 0.05 times.

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

Mr.Thammanoon Julamaneechot (Shareholder) asked if Audit Committees who were informed on a quarterly basis observed any additional costs higher than revenue or not and how to deal with such troubles?

Mr. Boonchuay Korkitrotjana (Chairman of the Audit committee) informed that Audit Committee held the meeting with the management on a quarterly basis to consider the operating performance including controlling operation covering revenue, expenses and profit (loss). The most significant issue is to comply with rules and regulations as well as working procedures. Moreover, roles of the Board is also related to matters to increase revenue.

Dr. Ekachidd Chungcharoen (Audit committee) informed that the increased expenses resulted from transportation costs and changes in working requirement. Audit committees had discussed with the management to gather evidences, documents of changing working scope to negotiate with clients to ensure that such problems did not result from the Company in order for additional compensation as informed by the management.

Mr. Noppadol Dheerabutrpongkul (Audit committee) informed that 2017 net loss was significantly from accounting method. So far, the company tried to estimate costs covering all expenses. However, when the project has been executed, there might be some additional costs where the Company must record loss in advance and make claims to a client. Thus, they will be finally offset. Later, the Company tries to match revenue and expenses to avoid fluctuation of revenue and expense. It should be accepted that the accounting method related to revenue recognition such as profit margins for the past revenue recognition where might be not fully correct.

As there was no further question or suggestion, the Chairman asked the shareholders to vote in this agenda. 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, 2017 be approved with the following votes:

	Approved	Disapproved	Abstained	Void Ballot
No. of votes	1,215,229,239	0	0	0
%	100.0000	-	-	-

Agenda 4 To consider and approved the suspension of dividend payment.

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.

Details of the dividend payment in the past year are as follows:

- Year 2015, the company paid cash dividend THB 0.50 per share which equivalent to not exceeding THB 800 million, representing of 60.65% of net profit.
- Year 2016, the company paid cash dividend THB 0.25 per share which equivalent to not exceeding THB 400 million, representing of 356.03% of net profit. Paid were Interim Dividend in the ratio of Baht 0.125 per 1 existing share on December 14, 2016 and Final Dividend in the ratio of Baht 0.125 per 1 existing share. The Company's Treasury Stock 400,000 (four hundred thousand) shares were not eligible for this dividend.

For the year 2017, since the company's operating results had loss and we require to maintain cash for working capital. Therefore, the dividend payment for this year will be suspended.

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

Mr.Thammanoon Julamaneechot (Shareholder) proposed that the Company's retained earnings were THB 1,400 million while its business operation was not always considered as net loss and expected to recover. Currently, D/E ratio was 0.05 times. Thus, it should be considered to pay dividend to shareholders.

Mr. Chairat Pladhikanon (Shareholder) proposed that based on the Company's separated financial statement, its retained earnings were THB 1,300 million, composing of cash by THB 1,200 million. If deducting liabilities THB 211 million, remaining cash will be THB 1,000 million. Moreover, there are unbilled contract work THB 930 million, trade receivables THB 40 million, refund claimed value added tax THB 93 million excluding land and properties THB 1,054 million without any additional investment plan while the strong point is no any loans to fund its business operation. Thus, the Company should pay dividend to shareholders at THB 0.05 or THB 0.10 per share as the meeting's consideration. In case, the company needs cash for its operation for future projects, then it is able to make loans or issue new share for capital increase.

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 3rd candidate was an Independent Director as per qualification defined in the regulations of the Stock Exchange of Thailand (SET). The profiles and information of all 3 Directors are as per Enclosure No. 3.

Due to the company's unique nature of business, it needs a person who has knowledge, understandings, experiences and specialization in related fields. As a result of that, there is a limited numbers of person who are qualified to be nominated as the company's director. Therefore, the company needs to allow its existing directors to take their position for over 9 consecutive years.

Summary profiles of the three directors are as follows:

- 5.1 **Mr. Young Jun Lee** is the Chief Executive Officer (CEO) and is a son of Mr. Kyu Young Lee who is the founder of the Company. He graduated in bachelor degree in International Business Management. He has been working for the Company since 1999 and integral part of the management that has driven the huge expansion of Company by securing the projects from the oversea customers.
- 5.2 **Mrs. Chanchira Smakthai** is a Director, Assistant Managing Director - Support, member of Executive Committee. She had been working with the Company since the establishment of Company in 1994, responsible in Financial, Accounting and Human Resources. She has in-depth knowledge of the Company's business and operations.
- 5.3 **Assoc. Prof. Dr. Ekachidd Chungcharoen** is an Independent Director and Audit Committee Member. He graduated in Philosophical Doctorate of Management Science and two of master degree in Management Science and Electrical Engineering. He possesses deep expertise in both Engineering and Management, enabling him to provide invaluable advice for new technology in Engineering and Management to the Company.

The Chairman asked whether there were any questions from the shareholders. As there was no further question or suggestion, the Chairman proposed to the shareholders to vote in this agenda. 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.

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.

Resolution The Meeting resolved that the appointment of directors to replace those retired by rotation was approved with following votes cast:

5.1 Mr. Young Jun Lee (Director)				
	Approved	Disapproved	Abstained	Void Ballot
No. of votes	1,215,115,339	113,900	0	0
%	99.9906	0.0094	-	-
5.2 Mrs. Chanchira Smakthai (Director)				
	Approved	Disapproved	Abstained	Void Ballot
No. of votes	1,207,659,739	7,569,500	0	0
%	99.3771	0.6229	-	-
5.3 Assoc. Prof. Dr. Ekachidd Chungcharoen (Independent Director)				
	Approved	Disapproved	Abstained	Void Ballot
No. of votes	1,214,506,739	612,500	0	110,000
%	99.9496	0.0504	-	-

Note: The abstained votes and void ballot were excluded from the calculation base.

Agenda 6 To consider and approve directors' remuneration for year 2018

The Chairman requested the Secretary to present the 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 2018 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.

- 1) To consider and approve the annual compensation for year 2018.

	2017	2018	Changing
Monthly Fee (Baht/person/month)			
Chairman of the Board	40,000	40,000	-
Director	15,000	15,000	-
Chairman of the Audit Committee	15,000	15,000	-
Audit Committee	15,000	15,000	-
Attendance Fee (Baht/person/time)			
Chairman of the Board	40,000	40,000	-
Director	15,000	15,000	-
Chairman of the Audit Committee	15,000	15,000	-
Audit Committee	15,000	15,000	-
Transportation (Baht/person/time)	7,500	By Company	Changed
Accommodation (if necessary)	Actual Cost	By Company	Changed

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) Approved refrain the annual bonus of the year 2017 for directors.

Therefore, the total directors' remuneration for year 2018 shall not exceeding THB 3.0 million.

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 approve the Directors' remuneration as proposed. This agenda needed to be approved by the Meeting with not less than two-thirds (2/3) of the total number of votes of shareholders, present in person.

Resolution The Meeting resolved that the directors' remuneration for year 2018 be approved with following votes:

	Approved	Disapproved	Abstained	Void Ballot
No. of votes	1,214,544,239	685,000	0	0
%	99.9436	0.0564	-	-

Agenda 7 To consider and approve the appointment of the auditors and determine the auditing fee for year 2018

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;

- Mr. Chaiyuth Angsuwithaya Certified Public Accountant No. 3885 or
- Mrs. Natsarak Sarochanunjeen Certified Public Accountant No. 4563 or
- Ms. Jarunee Nuammae Certified Public Accountant No. 5596

and proposed the auditing fees for 2018 in total amount of THB 1,290,000.

However, 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 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
-	2017	Mrs. Natsarak Sarochanunjeen	4563

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 2018. The Audit Committee agreed that the proposed auditing fee for 2018 is appropriate with the type of business and the size of transactions of the Company.

Comparison of the Company auditor's remuneration

Service Fee	2017	2018	Decrease (Baht)
(Audit Fee):			
- Audit of annual financial statements (Baht)	580,000	580,000	-
- Review of annual financial statements of associate (Baht) (*)	20,000	-	(20,000)
- Review of quarterly financial statements (Baht) for 3 quarters	720,000	680,000	(40,000)
- Review of quarterly financial statements of associate (Baht) (*)	60,000	-	(60,000)
- Stock count observation (Baht/time)	30,000	30,000	-
Total Audit Fee (Baht)	1,410,000	1,290,000	(120,000)
Non-Audit Fee:			
- BOI Report (Baht/certificate)	20,000	20,000	-

Note: 1) The above fees are exclusive of out-of-pocket expenses, which will be charged to the Company at actual cost.

2) (*) No associate company in year 2018.

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

1. Mr. Chaiyuth Angsuwithaya Certified Public Accountant No. 3885 or
2. Mrs. Natsarak Sarochanunjeen Certified Public Accountant No. 4563 or
3. Ms. Jarunee Nuammae Certified Public Accountant No. 5596

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.

As there was no further question or suggestion, the Chairman asked the shareholders to vote in this agenda. 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 2018, be approved.

1. Mr. Chaiyuth Angsuwithaya Certified Public Accountant No. 3885 or
2. Mrs. Natsarak Sarochanunjeen Certified Public Accountant No. 4563 or
3. Ms. Jarunee Nuammae Certified Public Accountant No. 5596

and the Audit Fee for the year 2018 in total of Baht 1,290,000 be also approved, with following votes:

	Approved	Disapproved	Abstained	Void Ballot
No. of votes	1,215,229,239	0	0	0
%	100.0000	-	-	-

Agenda 8 To consider and approved the amendment of the Company's Articles of Association.

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

The Secretary informed that due to the issuance of the Order of the Head of the National Council for Peace and Order No. 21/2560 on Amendments of Laws to Facilitate the Ease of Doing Business which has amended Section 100 of the Public Limited Companies Act B.E. 2535 (1992) regarding the right of shareholders to call an extraordinary general meeting, the existing provision Clause 31 of the Company's Articles of Association which is in line with the former regulation shall no longer be applied and enforceable as it is in conflict with the Order. Details as below;

Existing Provision	Proposed Provision
<p>Clause 31</p> <p>The Board of Directors shall hold the annual ordinary meeting of shareholders within four (4) months from the end date of the account period of the Company.</p> <p>Other meeting of shareholders in addition to the meeting under the first paragraph shall be called extra-ordinary meetings. The Board of Directors may convene an extra-ordinary meeting of shareholders any time if deems expedient.</p> <p>Shareholders holding shares amounting to not less than one-fifth (1/5) of the total number of shares sold or shareholders</p>	<p>Clause 31</p> <p>The Board of Directors shall hold the annual ordinary meeting of shareholders within four (4) months from the end date of the account period of the Company.</p> <p>Other meeting of shareholders in addition to the meeting under the first paragraph shall be called extra-ordinary meetings. The Board of Directors may convene an extra-ordinary meeting of shareholders any time if deems expedient.</p> <p>One or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may</p>

<p>amounting to not less than twenty-five (25) holding shares amounting to not less than one-tenth (1/10) of the total number of shares sold may subscribe their names to send notice requesting the Board of Directors to convene an extra-ordinary meeting of shareholders at any time with specific reasons for such request in the notice. In such case, the Board of Directors must arrange a meeting of shareholders with one (1) month from the date of receipt of the notice.</p>	<p>submit a written request to the Board of Directors for calling an extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.</p> <p>In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph three, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days from the completion of the period as prescribed under paragraph three. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The Company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.</p> <p>In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph four is not formed according to Article 33, the shareholders as prescribed under paragraph four shall be collectively responsible to the Company for expenses arising from such meeting.</p>
---	--

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 approve the amendment to Clause 31 of the Company's Articles of Association in order to be in compliance with the Order by assigning the authorized person to process the amendment of the Article of Association with the Department of Business Development, Ministry of Commerce, to be authorized to amend or add wordings in compliance with the registrar's directions. This agenda needed to be approved by the Meeting with not less than three-fourth (3/4) of the total number of votes of shareholders and proxy holders, who attend the meeting, is required.

Resolution The Meeting resolved that the amendment to Clause 31 of the Company's Articles of Association by assigning the authorized person to process the amendment of the Article of Association with the Department of Business Development, Ministry of Commerce, to be authorized to amend or add wordings in compliance with the registrar's directions be approved with following votes:

	Approved	Disapproved	Abstained	Void Ballot
No. of votes	1,215,229,239	0	0	0
%	100.0000	-	-	-

Agenda 9 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 15.45 hrs.

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

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

Attachment 3

– Translation –

Information of the proposed nominated persons to replace directors who are retiring by Rotation**Biography of the Directors who are nominated****1.1 Mr. Seung Woo Lee**

Present Position	:	Director / Deputy Managing Director	
Age	:	43 years	
Nationality	:	South Korean	
Education	:	Bachelor Degree of General Management, Asian University	
Training from Thai Institute of Director (IOD)	:	Director Accreditation Program (DAP), year 2011	
Years of Directorship	:	10 Years	
Work Experience			
BJC Heavy Industries Pcl.	:	2013 – Present Director / Deputy Managing Director	
BJC Heavy Industries Co., Ltd.	:	2010 – 2012 General Manager 2009 – 2010 HR Manager	
BJC Construction Industries Ltd.	:	2004 – 2009 Trading Manager	
	:	28.28%	
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 2018			
• Board of Directors	:	4/4 times	
• Audit Committee	:	-	
• Executive Committee	:	6/6 times	
• Risk Management Committee	:	6/6 times	
Appointment/ Elected in Boards			
		Appoitment date	
		Elected date (latest)	
• Board of Directors	:	20 April 2009	25 April 2016
• Audit Committee	:	N.A.	N.A.
• Executive Committee	:	7 June 2011	13 May 2016
• Risk Management Committee	:	16 May 2013	13 May 2016

1.2 Mr. Noppadol Dheerabutrvongkul

Present Position : Independent Director /
Chairman of Audit Committee

Age : 52 years

Nationality : Thai



Education : M. Sc. Finance, University of Colorado
Bachelor Degree in Accounting, University of Waterloo

Training from Thai Institute of Director (IOD) : Director Accreditation Program (DAP), year 2008
Audit Committee Program (ACP), year 2008
Role of the Nominating and Governance Committee (RNG), year 2012

Years of Directorship : 8 years

Work Experience

BJC Heavy Industries Pcl.	:	2018 – Present	Independent Director / Chairman of Audit Committee
		2013 – 2018	Independent Director / Audit Committee Member
BJC Heavy Industries Co. Ltd.	:	2011 – 2012	Independent Director / Audit Committee Member
Sunshine International Co., Ltd.	:	2019 – Present	Independent Director / Chairman of Audit Committee / Nominating and Compensating Committee Member
Phol Dhanya Pcl.	:	2017 – Present	Independent Director / Chairman of Audit Committee/ Nominating and Compensating Committee Member
		2016 – 2017	Chairman of Nominating and Compensating Committee
		2011 – 2015	Nominating and Compensating Committee
		2007 – 2017	Independent Director / Audit Committee Member
IFAC Co., Ltd.	:	2017 – Present	Executive Director
ZEMASCH Corporation Co., Ltd.	:	2013 – 2014	Independent Director / Audit Committee Member

Share ownership : None

1.2 Mr. Noppadol Dheerabutrvingkul (Cont.)

Present Position : Independent Director /
Chairman of Audit Committee



Holding position in other business

- Listed company : Phol Dhanya Public Company Limited –
Independent Director / Audit Committee
Member / Nominating and Compensating
Committee Member
- Non-listed company : Sunshine International Co., Ltd. –
Independent Director / Chairman of Audit
Committee / Nominating and Compensating
Committee Member
- IFAC Co., Ltd. –
Executive Director

**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 2018

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

Appointment/Elected in Boards

	Appointment date	Elected date (latest)
• Board of Directors Meeting	7 June 2011	25 April 2016
• Audit Committee Meeting	7 June 2011	25 April 2016
• Executive Meeting	N.A.	N.A.
• Risk Management Meeting	N.A.	N.A.

1.3 Mr. Jumpot Kanjanapanyakom



Present Position : Independent Director / Audit Committee

Age : 68 years

Nationality : Thai

Education :

- Master Degree of Geotechnical Engineering, Asian Institute of Technology (AIT)
- Bachelor Degree of Civil Engineering, Chulalongkorn University

Training from Thai Institute of Director (IOD) : Director Accreditation Program (DAP), Course No. 139/2017

Years of Directorship : 1 years

Work Experience

BJC Heavy Industries Pcl.	:	2018 – Present	Independent Director / Audit Committee Member
Right Tunnelling Ltd.	:	2017 – Present	Independent Director
Italian-Thai Development Pcl.	:	2002 – 2016	Project Manager
		1974 – 1977	Civil Engineer
Sumsung Heavy Industries (Thailand) Co., Ltd.	:	1994 – 2001	Managing Director
First Maintenance and Engineering Co., Ltd.	:	1990 – 1994	Managing Director
National Petrochemical Corp., Ltd.	:	1984 – 1990	Assistant Construction Manager
Nawarat Patanakarn Co., Ltd.	:	1980 – 1983	Project Manager

Share ownership : None

Holding position in other business

- Listed company : None
- Non-listed company : Right Tunnelling Ltd. - Independent Director

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 2018

- Board of Directors Meeting : 2/4 times (appointed on 12 May 2018)
- Audit Committee Meeting : 2/4 times (appointed on 12 May 2018)
- Executive Meeting : N.A.
- Risk Management Meeting : N.A.

Appointment/Elected in Boards

		Appointment date	Elected date (latest)
• Board of Directors Meeting	:	12 May 2018	12 May 2018
• Audit Committee Meeting	:	12 May 2018	12 May 2018
• Executive Meeting	:	N.A.	N.A.
• Risk Management Meeting	:	N.A.	N.A.

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

The Nominees	Number of Shares	% of shares with voting rights
1. Mr. Seung Woo Lee	452,500,000	28.28%
2. Mr. Noppadol Dheerabutrpongkul	-	-
3. Mr. Jumpot Kanjanapanyakom	-	-

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. Seung Woo Lee	None	None	None	None
2. Mr. Noppadol Dheerabutrpongkul	Phol Dhanya Pcl.	Independent Director, Chairman of Audit Committee, Nominating and Compensating Committee Member	Sunshine International Co., Ltd. – Independent Director / Chairman of Audit Committee / Nominating and Compensating Committee Member IFAC Co., Ltd. - Executive Director	None
3. Mr. Jumpot Kanjanapanyakom	None	None	Right Tunnelling Ltd. - Independent Director	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. Noppadol Dheerabutrungkul	Mr. Jumpot Kanjanapanyakom
Company's shareholding <ul style="list-style-type: none"> - Number of shares - % of shares with voting rights 	None None	None None
Having a personal relationship with the Managements/Major Shareholders	None	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	None None None

Attachment 4

-Translation-

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

Article 31. The Board of Directors shall hold the annual ordinary meeting of shareholders within four (4) months from the end date of the account period of the Company.

Other meeting of shareholders in addition to the meeting under the first paragraph shall be called extra-ordinary meetings. The Board of Directors may convene an extra-ordinary meeting of shareholders any time if deems expedient.

One or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit a written request to the Board of Directors for calling an extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.

In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph three, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days from the completion of the period as prescribed under paragraph three. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The Company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.

In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph four is not formed according to Article 33, the shareholders as prescribed under paragraph four shall be collectively responsible to the Company for expenses arising from such meeting.

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.

Attachment 5

-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 12.30 hrs. on Friday, April 26, 2019.

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 the Board, or
 - 2) Mr. Noppadol Dheerabutrongsul Independent Director and Chairman of the Audit Committee, or
 - 3) Assoc.Prof.Dr. Ekachidd Chungcharoen Independent Director and Audit Committee, or
 - 4) Mr. Jumpot Kanjanapanyakom Independent Director and Audit Committee
- For convenience, please send the executed proxy and the supporting documents there to the Company on or before Friday, April 19, 2019. 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.

Attachement 6*-Translation-***Information of Independent Director for consider as a Shareholder's representative****1. Mr. Boonchuay Korkitrotjana** : Independent Director and Chairman of the Boards

Age: 53

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

Personal interest in considering agenda:

- Agenda 6 To consider and approve directors' remuneration for year 2019

Special interest: - None -

2. Mr. Noppadol Dheerabutrvoongkul : Independent Director and Chairman of the Audit Committee

Age: 52

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 the appointment of directors to replace those retired by rotation
- Agenda 6 To consider and approve directors' remuneration for year 2019

Special interest: - None -

3. Assoc. Prof. Dr. Ekachidd Chungcharoen : Independent Director and Audit Committee

Age: 56

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 2019

Special interest: - None -

4. Mr. Jumpot Kanjanapanyakom : Independent Director and Audit Committee

Age: 68

Address: 52/22 Muangthongthani Soi 28, Changwatana Road, Pakkred District, Nonthaburi 11120

Personal interest in considering agenda:

- Agenda 5 To consider and approve the appointment of directors to replace those retired by rotation
- Agenda 6 To consider and approve directors' remuneration for year 2019

Special interest: - None -



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

หุ้นบุริมสิทธิหุ้น
Preferred share shares

บริษัท บีเจซี เฮฟวี อินดัสทรี จำกัด (มหาชน)
การประชุมสามัญผู้ถือหุ้นประจำปี 2562
วันศุกร์ที่ 26 เมษายน 2562 เวลา 13.30 น.
ณ ห้องประชุม 101 บริษัท บีเจซี เฮฟวี อินดัสทรี จำกัด (มหาชน)
เลขที่ 594 หมู่ 4 ตำบลมะขามคู่ อำเภอนิคมน้ำอ้น จังหวัดระยอง

BJC Heavy Industries Public Company Limited
 Annual General Meeting of Shareholders for Year 2019
 on Friday, April 26, 2019 at 13.30 hrs.
 at the Meeting Room 101, BJC Heavy Industries Public Company Limited
 address 594 Moo 4, Makamkoo, Nikompattana, Rayong

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 โปรดนำเอกสารฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุม
 บริษัทขอสงวนสิทธิ์ไม่รับลงทะเบียนในกรณีที่เอกสารหรือหลักฐานไม่ครบถ้วนหรือไม่ถูกต้องหรือไม่เป็นไปตามเงื่อนไข

For your convenience, kindly present this document to our staff at the meeting for registration.
 The Company reserves the right not to register if document is uncompleted, uncorrected or unqualified.



Attachment 8

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 2019 to be held on Friday, April 26, 2019 at 13.30 hrs. at the Meeting Room 101, BJC Heavy Industries Public Company Limited, address 594 Moo 4, Makamkoo, Nikompattana, Rayong 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.

Duty Stamp
20 Baht

Attachment 8

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 2019 to be held on Friday, April 26, 2019 at 13.30 hrs. at the Meeting Room 101, BJC Heavy Industries Public Company Limited, address 594 Moo 4, Makamkoo, Nikompattana, Rayong 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 consider and certify the minutes of the Annual General Meeting of Shareholders of year 2018 held on April 27, 2018

- (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 2018 and the annual report for year 2018

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, 2018

- (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 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 the appointment of directors to replace those retired 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. Seung Woo Lee
- Approve Disapprove Abstain
2. Mr. Noppadol Dheerabutrvongkul
- Approve Disapprove Abstain
3. Mr. Jumpot Kanjanapanyakom
- Approve Disapprove Abstain

Agenda 6 : To consider and approve the directors' remuneration for year 2019

- (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 2019

- (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

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 2019 to be held on Friday, April 26, 2019 at 13.30 hrs. at the Meeting Room 101, BJC Heavy Industries Public Company Limited, address 594 Moo 4, Makamkoo, Nikompattana, Rayong 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



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 the year 2019 to be held on Friday, April 26, 2019 at 13.30 hrs. at the Meeting Room 101, BJC Heavy Industries Public Company Limited, address 594 Moo 4, Makamkoo, Nikompattana, Rayong 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 consider and certify the minutes of the Annual General Meeting of Shareholders of year 2018 held on April 27, 2018

- (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 2018 and the annual report for year 2018

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, 2018

- (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 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 the appointment of directors to replace those retired 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. Seung Woo Lee
 Approve _____ votes Disapprove _____ votes Abstain _____ votes
 2. Mr. Noppadol Dheerabutr vongkul
 Approve _____ votes Disapprove _____ votes Abstain _____ votes
 3. Mr. Jumpot Kanjanapanyakom
 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 the year 2019 to be held on Friday, April 26, 2019 at 13.30 hrs. at the Meeting Room 101, BJC Heavy Industries Public Company Limited, address 594 Moo 4, Makamkoo, Nikompattana, Rayong 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 Financial Statements
BJC Heavy Industries Public Company Limited**

To Company's Secretary

I/We _____

- A shareholder or proxy holder of BJC Heavy Industries Pcl.
- Not a shareholder but need documents due to _____

Wish to receive the Annual Report and Financial Statement Year 2018 by requesting to deliver documents to the address as below;

Address _____

_____ Postcode _____

.....

Please fill in above form and submit by:

- Email: ir@bjc1994.com
- Fax: 033 017348
- Submit to the registration officer at the venue of Annual General Meeting of Shareholders of year 2019

-Translation-

Map of the meeting venue for the Annual General Meeting of Shareholders for year 2019

BJC Heavy Industries Public Company Limited

The Meeting Room 101
 BJC Heavy Industries Public Company Limited
 Address 594 Moo 4, Makamkoo, Nikompattana, Rayong
 Tel. +66(0) 8 9834 0647, (0) 9 2252 8012



BJCHI will provide transport service from Bangkok-Rayong-Bangkok for the shareholders who required to attend the AGM 2019. Please send notice to requesting transport service at Email: ir@bjc1994.com or +66 (0) 8 9834 0647 on or before **Friday 19th April 2019.**