



**BJC Heavy Industries Public Company Limited**

# **2020 INVITATION LETTER The Annual General Meeting of Shareholders**

**Thursday, 16<sup>th</sup> July 2020 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

*To avoid the risk of COVID-19 spreading,*

**FOODS AND DRINKS ARE NOT ALLOWED IN THE MEETING AREA**

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- Translation -

July 1, 2020

Subject Notice of the Annual General Meeting of Shareholders for Year 2020

Attention: The Shareholders of BJC Heavy Industries Public Company Limited

Enclosures

1. Annual Report of 2019 in QR Code Format
2. Information of the proposed nominated persons to replace directors who are retiring by rotation
3. Information of the proposed nominated person to be new director
4. Articles of Association of the Company relating to the Shareholders' meeting
5. Registration Method of Annual General Meeting of Shareholders and the Shareholder's representative
6. Information of independent directors for considering as a Shareholder's proxy
7. Registration Form (which should be brought together on the meeting day)
8. Proxy Form A, B and C
9. Requested Form of Annual Report and/or Financial Statements
10. The Company's Precautionary Measures and guidelines for holding the Annual General Meeting of Shareholders under the circumstance of Coronavirus 2019 (COVID-19)
11. Map of the Meeting Venue

The Board of Directors of BJC Heavy Industries Public Company Limited (the "**Company**") has resolved to call the Annual General Meeting of Shareholders for year 2020 on Thursday, July 16, 2020 at 13.30 hrs. at the Meeting Room 101, BJC Heavy Industries Public Company Limited, address 594 Moo 4 Tambol Makamkoo, Amphur Nikompattana, Rayong to consider the following agenda.

**Agenda 1 To acknowledge the operating results for year 2019 and the annual report for year 2019**

Facts and Reasons: The Company reported the operating results for year 2019 which stipulated in the 2019 annual report which has been enclosed herewith this invitation letter, as per details in Enclosure No. 1 in QR Code Format.

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 2019 and the annual report of 2019.

Vote Required: This agenda is for acknowledgement only. Thus, there is no voting in this agenda.

**Agenda 2 To consider and approve the financial statements for year ended December 31, 2019**

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 2019 ended December 31, 2019 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, 2019, 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 2019 Annual Report in the part of Financial Statement, as per details in Enclosure No. 1 in QR Code Format.

The Company's financial position and operating results for year 2019 are summarized as below;

<b>The Company's financial statements as of December 31, 2019</b>	<b>(Unit : Million Baht)</b>
Total Assets	4,406.38
Total Liabilities	739.10
Paid-up Capital	399.92
Shareholders' Equity	3,667.28
Total Revenues	2,073.15
Contract Revenue	2,017.57
Contract Cost	1,655.83
Net Profit	47.21
Profit per Share (Baht per share)	0.03

Opinion of the Board of Directors: The Board of Directors agreed to propose the audited financial statements of the Company for the year 2019 ended December 31, 2019 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 3** **To consider and approve the suspension of dividend payment and acknowledge the 2019 interim dividend payments**

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 2019, the Company had net profit of separate financial statements at Baht 47.21 million and the Unappropriated Retained Earnings at Baht 987.72 million. In this regard, the Company paid interim dividends to shareholders at the rate of Baht 0.13

per share on May 12, 2020, equivalent to 440.58% of the net profit according to the separate financial statements which is in accordance with the dividend payment policy.

Comparison dividend payment in the past years are as follows.

Details of Dividend Payout	Year 2017	Year 2018	Year 2019
1. Net Profit (Loss) (Million Baht)	(523.93)	(231.21)	47.21
2. Number of shares	1,599,999,999	1,599,999,999	1,599,690,000
3. Dividend per share (Baht/Share)	-	0.10	0.13
• Interim Dividend (Baht/Share)	-	-	0.13
• Final Dividend (Baht/Share)	-	0.10	-
4. Total Dividend (Million Baht)	-	not exceeding 160.00	not exceeding 208.00
5. Payout ratio per net profit (%)	-	-	440.58

Opinion of the Board of Directors: The Board of Directors agreed to propose the shareholders' meeting to consider and approve the suspension of dividend payment and acknowledge the 2019 interim dividend payments.

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 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 2020 public through SET Community Portal and the Company's website from September 30, 2019 to December 31, 2019. However, there were no proposal of director nomination.

At present, the Company has 9 directors, and on this annual general meeting of shareholders of 2020 will have 3 directors who will be retired by rotation as follow;

- |                               |                                       |
|-------------------------------|---------------------------------------|
| 1) Mr. Boonchuay Korkitrojana | Chairman/Independent Director         |
| 2) Mr. Kyu Young Lee          | President                             |
| 3) Mr. Seong Jin Lee          | Assistant Managing Director - Project |

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. 2.

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 and approve the re-appointment of all 3 directors for another term. In addition, the Board of Directors is of their opinion that Mr. Boonchuay Korkitrojana is 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 5: To consider and approve the increasing number of directors and the appointment of a new director**

**Facts and Reasons:** The Company currently have 9 directors, which are 4 independent directors and 5 executive directors. As the Company has not appointed any nominating committee, however, the Board of Directors which has considered the criteria of the selection method, has carefully considered to increase a new director from the number of 9 directors to 10 directors to increase efficiency of corporate governance. The Board of Directors has considered the qualifications of Mr. Myungsup Song and considered that he has experience and knowledge which are beneficial to the Company's operation and no prohibited qualifications pursuant to the Public Limited Companies Act B.E. 2535 (1992) (as amended) and the Securities and Exchange Act B.E. 2535 (1992) (as amended), including the relevant notifications. Mr. Myungsup Song's profiles and information as per Enclosure No. 3.

**The Board of Directors' Opinion:** The Board of Directors agreed to propose the shareholders' meeting to consider and approve the increasing of the number of directors from 9 persons to 10 persons and consider that Mr. Myungsup Song is suitable for the Company's business operations and suitable to be a director. Thus, the Board of Directors deem it appropriate to propose to the shareholders' meeting to consider and approve the appointment of Mr. Myungsup Song to be a new director.

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 2020**

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 2020 with details as follows;

	2019	2020	Changing
<b>Monthly Fee (Baht/person/month)</b>			
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	-
<b>Attendance Fee (Baht/person/time)</b>			
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	-
<b>Transportation (Baht/person/time)</b>	By Company	By Company	-
<b>Accommodation (if necessary)</b>	By Company	By Company	-
<b>Others Benefit</b>	None	None	-
<b>Director's Bonus</b>	None	None	-
<b>Director's remuneration (total)</b>	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 2020.

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 2020**

## 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 2020 and also proposed to consider and approve the auditing fee of 2020 in total amount of 1,350,000 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 - 2019	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 2020. The Audit Committee agreed that the proposed auditing fee for 2020

is appropriated with type of business and the size of transactions of the Company.

Comparison of the Company auditor's remuneration

Service Fee	2019	2020	Changing
<b>(Audit Fee):</b>			
- Audit of annual financial statements (Baht)	580,000	600,000	20,000
- Review of quarterly financial statements (Baht) for 3 quarters	680,000	720,000	40,000
- Stock count observation (Baht/time)	30,000	30,000	-
<b>Total Audit Fee (Baht)</b>	<b>1,290,000</b>	<b>1,350,000</b>	<b>60,000</b>
<b>Non-Audit Fee:</b>			
- 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 2020 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 2020 was Monday, June 22, 2020.

Notice of the Annual General Meeting of Shareholders for 2020 with the Enclosures and Proxy Forms will be available on [www.bjc1994.com](http://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 Tuesday, July 14, 2020 via email to [ir@bjc1994.com](mailto: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 Tuesday, July 14, 2020. 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.

The Company is deeply concerned for the health and safety of shareholders and all stakeholders, who will be participating in the meeting. In order to prevent and reduce the risk of the spread of Coronavirus 2019, the Company kindly requests Shareholders' cooperation to giving a proxy to Independent Director of the Company to attend the meeting on behalf of Shareholders. For the safety and hygiene, the Company need to arrange the meeting venue with appropriate social distancing, which will limit the number of available seats in the meeting room. The Company strongly requests for your cooperation to strictly follow the precautionary and guidelines for holding the Annual General Meeting of Shareholders under the circumstance of Coronavirus 2019 (COVID-19) outbreak. The health screening process will be taken place and there may be a delay in the screening and registration for the meeting, the Company hereby apologizes for any such inconvenience that may occur.

Please be informed accordingly.

Yours sincerely,

BJC Heavy Industries Public Company Limited

A handwritten signature in blue ink, appearing to be the name of the Chairman of the Board.

(Mr. Boonchuay Korkitrojana)  
Chairman of the Board

Note: The Company's annual report for 2019 will be available in QR Code format, if any shareholders would like to receive the Company's annual report for 2019 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 email to [ir@bjc1994.com](mailto:ir@bjc1994.com).

The Company's Secretary Office:  
Mobile phone 08 9834 0647  
Email [ir@bjc1994.com](mailto:ir@bjc1994.com)

Attachment 2

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

**1. Biography of the Directors who are nominated**

**1.1 Mr. Boonchuay Korkitrotjana**



**Present Position** : Chairman of the Board, Independent Director

**Age** : 54 years

**Nationality** : Thai

**Education** :

- M.B.A, University of the Thai Chamber of Commerce
- B.A. of Engineering (Electrical), Chiang Mai University
- B.A. of Public Health (OH&S), Sukhothai Thammathirat Open University
- B.A. of Science & Technology (Business Information Technology), Sukhothai Thammathirat Open University
- B.A. of Economic, Sukhothai Thammathirat Open University
- B.A. of Management Science (Public Administration), Sukhothai Thammathirat Open University

**Training/Seminar** :

- National Director Conference, year 2016
- National Director Conference, year 2015
- National Director Conference, year 2014

**Training from Thai Institute of Director (IOD)** :

- Director Accreditation Program (DAP), year 2011
- Advance Audit Committee Program (AACP), year 2013
- Anti-Corruption: The Practical Guide, year 2014

**Years of Directorship** : 9 years

**Work Experience**

- Year 2018 – Present : Chairman of the Board / Independent Director, BJC Heavy Industries Pcl.
- Year 2013 – 2018 : Independent Director/ Chairman of Audit Committee, BJC Heavy Industries Pcl.
- Year 2011 – 2012 : Independent Director/ Chairman / Chairman of Audit Committee, BJC Heavy Industries Co., Ltd.
- Year 2019 – Present : Independent Director/ Audit Committee Member, Sunshine International Co., Ltd.
- Year 2016 – Present : Independent Director/ Audit Committee Member, Dacon Inspection Technologies Co., Ltd.
- Year 2002 – Present : Advisor and Trainer, Global Products and Services Co., Ltd.
- Year 1996 – 2002 : Senior Manager, Arther Andersen Co., Ltd. (or SGV Na Talang Co., Ltd.)
- Year 1988 – 1996 : Senior Engineer, Minibea Thailand Co., Ltd.

**Share Ownership** : None

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**Holding Position in other business**

- Listed company : None
- Non-listed company :
  - Dacon Inspection Technologies Co., Ltd.  
Independent Director/ Audit Committee Member
  - Sunshine International Co., Ltd.  
Independent Director/ Audit Committee Member
- Other business which may have conflict of interest : None

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**Any criminal charges in Court (not petty offenses) :** None

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**No prohibited characteristics under the Public Company Act B.E. 2535 :** None

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**Attendance the Meeting in 2019**

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

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**Appointment/ Elected in Boards**

		<b>Appoitment date</b>	<b>Elected date (latest)</b>
• Board of Directors	:	7 June 2011	28 April 2017
• Audit Committee	:	N.A.	N.A.
• Executive Committee	:	N.A.	N.A.
• Risk Management Committee	:	N.A.	N.A.

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## 1.2 Mr. Kyu Young Lee

**Present Position** : Director, President  
**Age** : 76 years  
**Nationality** : South Korean



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

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

**Years of Directorship** : 26 years

### Work Experience

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

**Share ownership** : 17.86%

### Holding position in other business

- Listed company : None
- Non-listed company : None
- Other business which may have conflict of interest : None

**Any criminal charges in Court (not petty offenses)** : None

**No prohibited characteristics under the Public Company Act B.E. 2535** : None

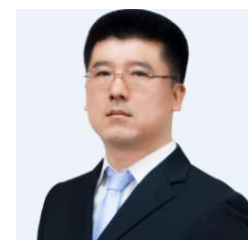
### Attendance the Meeting in 2019

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

### Appointment/Elected in Boards

	Appointment date	Elected date (latest)
• Board of Directors	15 April 1994	28 April 2017
• Audit Committee	N.A.	N.A.
• Executive Committee	7 June 2011	10 May 2017
• Risk Management Committee	13 November 2012	10 May 2017

### 1.3 Mr. Seong Jin Lee



**Present Position** : Director,  
Assistant Managing Director - Project

**Age** : 44 years

**Nationality** : South Korean

**Education** : Master of Chemical Engineering,  
Hannam University, South Korea

: Bachelor of Chemical Engineering,  
Hannam University, South Korea

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

**Years of Directorship** : 4 years

#### Work Experience

- Year 2016 – Present : Director/ Assistant Managing Director – Project,  
BJC Heavy Industries Pcl.
- Year 2014 – 2016 : Assistant Managing Director – Project,  
BJC Heavy Industries Pcl.
- Year 2013 – 2014 : Director/ Assistant Managing Director – Project,  
BJC Heavy Industries Pcl.
- Year 2006 – 2012 : Project Manager,  
BJC Heavy Industries Co., Ltd.

**Share ownership** : 0.11%

#### Holding position in other business

- Listed company : None
- Non-listed company : None
- Other business which may have conflict of interest : None

**Any criminal charges in Court (not petty offense)** : None

**No prohibited characteristics under the Public Company Act B.E. 2535** : None

#### Attendance the Meeting in 2019

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

#### Appointment/Elected in Boards

- |                              | Appointment date | Elected date (latest) |
|------------------------------|------------------|-----------------------|
| • Board of Directors Meeting | : 24 May 2016    | 28 May 2017           |
| • Audit Committee Meeting    | : N.A.           | N.A.                  |
| • Executive Meeting          | : 7 June 2011    | 10 May 2017           |
| • Risk Management Meeting    | : 13 May 2016    | 10 May 2017           |

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

The Nominees	Number of Shares	% of shares with voting rights
1. Mr. Boonchuay Korkitrotjana	-	-
2. Mr. Kyu Young Leer	285,826,200	17.86%
3. Mr. Seong Jin Lee	1,740,000	0.11%

## 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. Boonchuay Korkitrotjana	None	None	Dacon Inspection Technologies Co., Ltd. <ul style="list-style-type: none"> <li>Independent Director, Audit Committee Member</li> </ul> Sunshine International Co., Ltd. <ul style="list-style-type: none"> <li>Independent Director, Audit Committee Member</li> </ul>	None
2. Mr. Kyu Young Lee	None	None	None	None
3. Mr. Seong Jin Lee	None	None	None	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% of the total number of shares with voting rights. Other types of relationships of the nominated person, who is qualified to be an Independent Director, are as follow:

Types of Relationships	Name of nominated person who is qualified to be an Independent Director
	Mr. Boonchuay Korkitrotjana
Company's shareholding <ul style="list-style-type: none"> <li>Number of shares</li> <li>% of shares with voting rights</li> </ul>	None None
Having a personal relationship with the Managements/Major Shareholders	None
Having any kind of relationships, as listed out below, with the Company or with any connected persons at present or during the past 2 years <ul style="list-style-type: none"> <li>Being a director who take part in management, staff, employees or advisor who received a regular salary.</li> <li>Being a professional (e.g., the Auditor or Legal Advisor).</li> <li>Business relationship (e.g., Purchasing / Selling material / Goods / Services / Lending or Borrowing of money), with specified transaction size (if any).</li> </ul>	None None None

Attachment 3**Information of the proposed nominated person to be new director****Mr. Myungsup Song**

**Present Position** : Chief Financial Officer (CFO) /  
Member of Executive Committee /  
Member of Risk Management Committee

**Age** : 52 years

**Nationality** : South Korean



**Education** : Bachelor of Economics, Yonsei University, South Korea

**Work Experience**

- Year 2019 – Present : Chief Financial Officer (CFO),  
BJC Heavy Industries Pcl.
- Year 2017 – 2018 : Managing Director,  
Metistone Equity Partners, Seoul, Korea
- Year 2013 – 2017 : Vice President, Wealth Management Dept.  
Samsung Life Insurance, Seoul, Korea
- Year 2009 – 2012 : Vice President, Marketing & Sales Development  
Standard Chartered Bank, Seoul, Korea
- Year 2008 – 2009 : Vice President, Seoul Branch  
Merrill Lynch, Seoul, Korea
- Year 2000 - 2007 : Assistant Vice President, Samsung Branch  
HSBC, Seoul, Korea

**Share ownership** : None

**Holding position in other business**

- Listed company : None
- Non-listed company : None
- Other business which may have  
conflict of interest : None

**Any criminal charges in Court  
(not petty offense)** : None

**No prohibited characteristics under  
the Public Company Act B.E. 2535** : None

**Attendance the Meeting in 2019**

- Board of Directors Meeting : 2/4 times
- Audit Committee Meeting : -
- Executive Meeting : 2/4 times
- Risk Management Meeting : 2/4 times

**Appointment/Elected in Boards**

- |                              | <b>Appointment date</b> | <b>Elected date (latest)</b> |
|------------------------------|-------------------------|------------------------------|
| • Board of Directors Meeting | : N.A.                  | N.A.                         |
| • Audit Committee Meeting    | : N.A.                  | N.A.                         |
| • Executive Meeting          | : 13 August 2019        | 13 August 2019               |
| • Risk Management Meeting    | : 13 August 2019        | 13 August 2019               |

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 Thursday, July 16, 2020.

**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, <u>or</u>
2) Mr. Noppadol Dheerabutrpongkul	Independent Director and Chairman of the Audit Committee, <u>or</u>
3) Assoc.Prof.Dr. Ekachidd Chungcharoen	Independent Director and Audit Committee, <u>or</u>
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 Tuesday, July 14, 2020. 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), no longer than 3 months before the meeting (In case of Thai Juristic Person).
- Copy of the certificate evidencing the juristic status issued by the competent regulatory no longer than 3 months before the meeting (in case of alien Juristic Person). Such copy shall be notarized or official certified.
- 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**

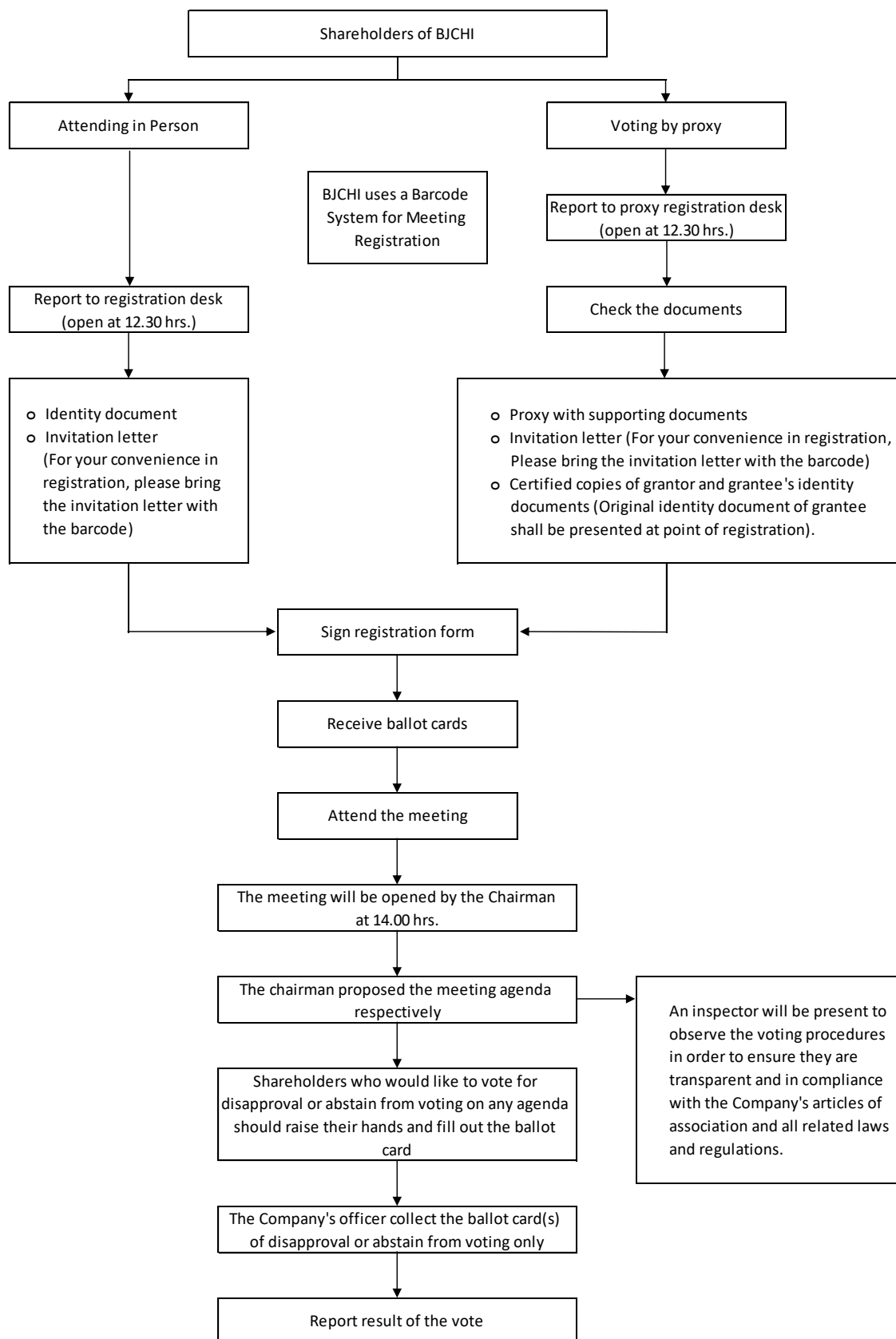
##### **4.1 Voting Right**

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.

**Procedure for attending the Annual General Meeting of Shareholders for 2020  
BJC Heavy Industries Public Company Limited (BJCHI)  
on Thursday 16th July 2020**



\* Please return the ballot cards for every item on the agenda to the Company's officers when the meeting is finished.

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: 54

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

Personal interest in considering agenda:

- Agenda 4 To consider and approve the appointment of directors to replace those retired by rotation
- Agenda 6 To consider and approve directors' remuneration for year 2020

Special interest: - None -

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

Age: 53

Address: 21/51 Moo 2, Phutthamonthon 1 Road, Bangramad Sub-District, Talingchan District, Bangkok 10170

Personal interest in considering agenda:

- Agenda 6 To consider and approve directors' remuneration for year 2020

Special interest: - None -

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

Age: 57

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 2020

Special interest: - None -

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

Age: 69

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

Personal interest in considering agenda:

- Agenda 6 To consider and approve directors' remuneration for year 2020

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")

โดยถือหุ้นจำนวนทั้งสิ้นรวม .....หุ้น  
holding the total amount of shares

หุ้นสามัญ .....หุ้น  
Ordinary share shares

หุ้นบริวารสิทธิ .....หุ้น  
Preferred share shares

**บริษัท บีเจซี เฮฟวี อินดัสทรี จำกัด (มหาชน)**  
**การประชุมสามัญผู้ถือหุ้นประจำปี 2563**  
**วันพฤหัสบดีที่ 16 กรกฎาคม 2563 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 2020  
 on Thursday 16<sup>th</sup> July 2020 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 ..... a shareholder or proxy holder of  
 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.

Duty Stamp  
20 Baht

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 2020 to be held on Thursday, July 16, 2020 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 2020 to be held on Thursday, July 16, 2020 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 acknowledge the operating results for year 2019 and the annual report for year 2019**

This agenda is for acknowledgement only. Thus, there is no voting in this agenda.

**Agenda 2 : To consider and approve the financial statements for year ended December 31, 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 3 : To consider and approve the suspension of dividend payment and acknowledge the 2019 interim dividend payments**

- (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 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. Boonchuay Korkitrotjana
- Approve                       Disapprove                       Abstain
2. Mr. Kyu Young Lee
- Approve                       Disapprove                       Abstain
3. Mr. Seong Jin Lee
- Approve                       Disapprove                       Abstain

**Agenda 5 : To consider and approve the increasing number of directors and the appointment of a new director**

- (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 6 : To consider and approve the directors' remuneration for year 2020**

- (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 2020**

- (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 2020 to be held on Thursday, July 16, 2020 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 2020 to be held on Thursday, July 16, 2020 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 acknowledge the operating results for year 2019 and the annual report for year 2019**

This agenda is for acknowledgement only. Thus, there is no voting in this agenda.

**Agenda 2 : To consider and approve the financial statements for year ended December 31, 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 \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes

**Agenda 3 : To consider and approve the suspension of dividend payment and acknowledge the 2019 interim dividend payments**

- (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 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. Boonchuay Korkitrotjana
 

Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes
  2. Mr. Kyu Young Lee
 

Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes
  3. Mr. Seong Jin Lee
 

Approve \_\_\_\_\_ votes     Disapprove \_\_\_\_\_ votes     Abstain \_\_\_\_\_ votes

**Agenda 5 : To consider and approve the increasing number of directors and the appointment of a new director**

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



**REGULAR CONTINUED PROXY FORM C**

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

For the Annual General Meeting of Shareholders the year 2020 to be held on Thursday, July 16, 2020 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

Attachment 9

*-Translation-***Request Form of Annual Report and Financial Statements  
BJC Heavy Industries Public Company Limited**

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 2019 by requesting to deliver documents to the address as below;

Address \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_ Postcode \_\_\_\_\_

Please fill in above form and submit by:

- Email: [ir@bjc1994.com](mailto:ir@bjc1994.com)
- Submit to the registration officer at the venue of Annual General Meeting of Shareholders of year 2020

**Instructions for using QR Code in downloading files**For IOS

1. Open the camera application
2. Scan the QR Code
3. A notification will appear on the top of the screen, click it to access the documents

QR Reader, Facebook and LINE can also be used to scan the QR Code.

For Android

1. Open LINE application
2. Select "Add Friend"
3. Select "QR Code"
4. Scan the QR Code to access the documents

QR Reader and Facebook can also be used to scan the QR Code.

Attachment 10**The Company's Precautionary Measures and guidelines for holding the Annual General Meeting of Shareholders under the circumstance of Coronavirus 2019 (COVID-19)**

Regarding to the spread of COVID-19 in Thailand, BJC Heavy Industries Public Company Limited ("**Company**") is deeply concerned for the mentioned situation. Therefore, the Company kindly asks Shareholders to be informed of the precautionary measures for holding the meeting under such circumstance and cooperate with the following measures;

**1. In case Shareholders do not attend the meeting by themselves**

- 1.1 The Company kindly requests Shareholders' cooperation in giving their proxy authority to the Company's Independent Director to attend the meeting on behalf of Shareholders by sending back the filled-in proxy form together with required documents, to the Company Secretary Division, BJC Heavy Industries Public Company Limited, 594 Moo 4, Makamkoo, Nikompattana, Rayong 21180 within July 14, 2020.
- 1.2 Shareholders are welcome to submit relevant questions prior to the meeting. Shareholders are requested to include their name, telephone number, email address (if any) in the following channel; E-mail: [ir@bjc1994.com](mailto:ir@bjc1994.com) or send their questions together with the proxy form within July 14, 2020. The Company would like to reserve the right to accept and answer to the questions from Shareholders who have the right to attend the 2020 AGM on the record date to determine the rights in the Annual General Meeting of Shareholder.

**2. In case Shareholders attend the meeting by themselves**

Shareholders are requested to strictly comply with relevant laws and measures stipulated by the government entitles. Your attendance to the meeting cannot be used as an exemption of liabilities that may incur from violation of any provisions of laws. In addition, you also agree to bear any risks and impact from participating the meeting. The Company would like to request your cooperation to strictly comply with following measures.

- 2.1 Shareholders must pass the health screening process in compliance with the guidelines of the Department of Disease Control and required to truthfully fill in the Health Questionnaire for Screening Coronary Virus Infection 2019 (COVID-19) attached herewith before entering the meeting venue. Please note that concealment of health information or traveling records is considered a violation of the Communicable Diseases Act B.E. 2558

Attendees who passed the health screening are requested to put on a sticker at all times in the Company's area.

- 2.2 The Company would hold the rights to not allow any who do not pass the health screening entry into the Company's area/meeting venue as below;
  - Those who are identified with a body temperature of 37.5 degrees Celsius or higher OR
  - Those who having a fever or showing any signs of COVID-19 infection or respiratory symptoms OR
  - Those who have recently visited or returned from any disease infected zones as stated by the Ministry of Public Health less than fourteen (14) days from international travel, including those who had close contact with people who have visited or returned from any disease infected zones less than fourteen (14) days from international travel.

In case Shareholder attend the meeting by themselves, such Shareholders may grant proxy to the Company's Independent Director or other Shareholder to attend the meeting.

- 2.3 The Company would like to request cooperation from Shareholders and proxies to prepare their own facemasks and have to wear facemask at all times during the meeting. The Company would like to reserve the right to strictly prohibit Shareholders and proxies to attend the meeting in case they do not wear facemasks.
- 2.4 Those queuing at the screening point and registration will keep a social distancing of 1 meter.
- 2.5 The Company will arrange the seating with appropriate social distancing at a minimum 1 meter placement from each other. This will limit number of available seats in the meeting room to approximately 40 seats. When the seats are fully occupied on first come first served basis, no more participants will be allowed to enter the meeting venue. Shareholders who attend the meeting by themselves, are required to grant proxy to the Company's Independent Director to attend the meeting instead of participating in persons.
- 2.6 To minimize the risk of the infection of the disease spreading, NO microphone will be available to ask questions at the meeting. Attendees will be asked to submit their written questions to the Company's staffs at the registration point or in the meeting room instead of speaking through the microphone.
- 2.7 The Company would not serve foods or drinks at the meeting and not allowed in the meeting area to avoid the risk of the infection of the disease spreading.

In case there are any changes in the situation or additional AGM related measures that come from the Government entities, the Company may inform Shareholders via the Company's website ([www.bjc1994.com](http://www.bjc1994.com)) and other media channels as appropriate.

There may be a delay screening and registration for meeting, the Company hereby apologizes for any such inconvenience that may occur.

**BJC Heavy Industries Public Company Limited**

-Translation-

**Map of the meeting venue for the Annual General Meeting of Shareholders for year 2020**

**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

