



**BJC Heavy Industries Public Company Limited**

# **2024**

## **INVITATION LETTER**

### **The Annual General Meeting of Shareholders**

By Electronic Meeting (E-AGM)

**Monday, April 22, 2024 at 13.30 hrs.**

**Registration starts at 12.00 hrs.**

**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.*

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- Translation -

April 5, 2024

Subject Notice of the Annual General Meeting of Shareholders for Year 2024

Attention: The Shareholders of BJC Heavy Industries Public Company Limited

Enclosures

1. Copy of Minutes of Annual General Meeting of Shareholders of year 2023
2. Form 56-1 One Report of 2023 in QR Code Format
3. Information of the proposed nominated persons to replace directors who are retiring by rotation
4. Articles of Association of the Company relating to the Shareholders' meeting
5. Registration Method of Annual General Meeting of Shareholders and the Shareholder's representative as well as Voting Procedures
6. Information of independent directors for considering as a Shareholder's proxy
7. Registration Form
8. Proxy Form A, B and C
9. Requested Form 56-1 One Report of 2023 and/or Financial Statements
10. Guidelines for attending the electronic meeting (E-AGM)

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 2024 on Monday, April 22, 2024 at 13.30 hrs via E-AGM at No. 594 Moo 4, Makhamkoo Sub-district, Nikompattana District Rayong, according to the Emergency Decree on Electronic Meetings B.E. 2563 (2020) to consider the following agenda.

**Agenda 1                      To acknowledge the operating results for year 2023 and Form 56-1 One Report of 2023**

Facts and Reasons:        The Company reported the operating results for year 2023 which stipulated in Form 56-1 One Report of 2023 which has been Enclosure 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 2023 and Form 56-1 One Report of 2023.

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, 2023**

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 2023 ended December 31, 2023 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, 2023, 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 Form 56-1 One Report of 2023 in the part of Financial Statement, as per details in Enclosure No. 2

The Company's financial position and operating results for year 2023 are summarized as below;

<b>The Company's financial statements as of December 31, 2023</b>	<b>(Unit : Million Baht)</b>
Total Assets	4,215.24
Total Liabilities	834.51
Paid-up Capital	399.92
Shareholders' Equity	3,380.73
Total Revenues	3,542.90
Contract Revenue	3,493.44
Contract Cost	3,195.65
Net Profit	74.71
Profit per Share (Baht per share)	0.05

Opinion of the Board of Directors: The Board of Directors agreed to propose the audited financial statements of the Company for the year 2023 ended December 31, 2023 to shareholders' meeting for approval. The financial statement has also been audited by the certified public accountant, and reviewed by the Audit Committee. The Board has also approved such financial statements.

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 dividend payment for 2023 Operating Results 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. The Board of Directors from time to time might deem to pay the interim dividend to shareholders where such issue must be reported to the next shareholder meeting.

Pursuant to the Company's operating results in 2023, the Company had net profit of separate financial statements at Baht 74.71 million and had the Unappropriated Retained Earnings at Baht 701 million. Thus, the Company is

desirous to pay the dividend in the form of cash in the ratio of Baht 0.08 per share, which is equivalent to not exceeding Baht 128 million.

Comparison dividend payment in the past years are as follows.

Details of Dividend Payout	Year 2023	Year 2022
1. Net Profit (Loss) (Million Baht)	74.71	189.79
2. Number of shares	1,599,690,000	1,599,690,000
3. Dividend per share (Baht/Share)	0.08	0.12
- Interim Dividend (Baht/Share)	-	-
- Final Dividend (Baht/Share)	0.08	0.12
4. Total Dividend (Million Baht)	not exceeding 128	not exceeding 192
5. Payout ratio per net profit (%)	171.33	101.15

Opinion of the Board of Directors: The Board deems appropriate to approve the annual dividend payment of cash dividend of Baht 0.08 per 1 existing share, totals not exceeding Baht 128 million.

For the dividend of Baht 0.08 per share, which will be payable from the profit of the Company that is subject to corporate income tax at the rate of 20% of the net profit. Individual shareholders are entitled to claim the tax credits in accordance of the criteria of Section 47 bis of the Revenue Code

The record date for the right of shareholders to receive the dividend is scheduled to be on March 14<sup>th</sup>, 2024 (Record Date) and the dividend payment shall be made within May 20<sup>th</sup>, 2024 which subject to the shareholders' approval to be obtained from the 2024 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 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 2024 public through SET Community Portal and the Company's website from September 30, 2023 to December 31, 2023. However, there were no proposal of director nomination.

At present, the Company has 9 directors, and on this annual general meeting of shareholders of 2024 will have 3 directors who will be retired by rotation as follow;

- 1) Assoc. Prof. Dr., Ekachidd Chungcharoen Independent Director
- 2) Mr. Young Jun Lee, Chief Executive Officer
- 3) Mr. Myungsup Song, Chief Financial Officer

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 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 Assoc. Prof. Dr., Ekachidd Chungcharoen 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 directors' remuneration for year 2024**

#### **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 2024 with details as follows;

	2024	2023	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 2024.

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

## **Agenda 6 To consider and approve the appointment of the auditors and determine the auditing fee for year 2024**

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 Company's Board of Directors, with the approval of the Audit Committee, has considered appointing auditors from the A.M.T. Associates firm which are

- 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 or
- Mr. Siramate Akkharachotkullanun, Certified Public Accountant No. 11821

to be an auditor of the Company for year 2024 and also proposed to consider and approve the auditing fee of 2024 in total amount of 1,350,000 Baht.

Also, 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 appointed A.M.T. & Associated to be the auditor further as listed below

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 - 2021	Ms. Jarunee Nuammae	5596
2022 - 2023	Ms. Daranee Somkamnerd	5007

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. They are independent in auditing and expressing opinions on the company's financial statements.

For the year 2023, 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 2024. The Audit Committee agreed that the proposed auditing fee for 2024 is appropriated with type of business and the size of transactions of the Company.

Comparison of the Company auditor's remuneration in the past year are as follows:

Service Fee	2024	2023	Changing
<b>(Audit Fee):</b>			
- Audit of annual financial statements (Baht)	600,000	600,000	-
- Review of quarterly financial statements (Baht) for 3 quarters	720,000	720,000	-
- Stock count observation (Baht/time)	30,000	30,000	-
<b>Total Audit Fee (Baht)</b>	<b>1,350,000</b>	<b>1,350,000</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 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 or MR. Siramate Akkharachotkullanun, Certified Public Accountant No. 11821 from A.M.T. &



Associates to be an auditor of the Company for year 2024 and approve the auditing fee as considered by the Audit Committee and proposed by the Board of Directors in the amount of 1,350,000 baht as proposed.

Vote Required: A majority of the total number of votes of shareholders and proxy holders attending the meeting and casting their vote is required.

#### **Agenda 7 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 2024 was Thursday, March 14<sup>th</sup>, 2024.

Notice of the Annual General Meeting of Shareholders for 2024 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 Wednesday, April 17<sup>th</sup>, 2024 by email to [ir@bjc1994.com](mailto:ir@bjc1994.com). Shareholders are also able to send questions on the E-AGM date under the system of DAP e-Shareholder Meeting.

All shareholders are invited to attend the E-AGM at the date, time 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 (Enclosure No. 8), as Enclosure to the invitation letter, submit required documents as evidence, and send it back to the Company within Wednesday, April 17<sup>th</sup>, 2024. For a proxy, the Company also provides the stamp duty as required for the proxy form for the proxies who register to attend the shareholders' meeting by then.

For shareholders attending E-AGM by themselves, please register to attend E-AGM via Link or Scan QR code as shown in Enclosure No.5 from 8<sup>th</sup>-22<sup>nd</sup> April 2024 to receive Username and Password in logging into the meeting on 22<sup>nd</sup> April 2024 since 12.00 hrs onward.

The details for registration method of Electronic Annual General Meeting of Shareholders are on Enclosure No. 5. All shareholders and proxies are encouraged to study Guidelines for attending the electronic meeting (E-AGM) as shown in Enclosure No. 10.

Yours sincerely,

BJC Heavy Industries Public Company Limited

A handwritten signature in blue ink, appearing to read "Boonchuay Korkitrojana".

(Mr. Boonchuay Korkitrojana)  
Chairman of the Board

Note: The Company's Form 56-1 One Report of 2023 will be available in QR Code format, if any shareholders would like to receive such form in a hard copy, please contact the Company's secretary, and please fill in the Requested Form 56-1 One Report of 2023 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: 0-3301-7345 ต่อ 131  
Email: [ir@bjc1994.com](mailto:ir@bjc1994.com).

Attachment 1

- Translation -

**Minutes of the Annual General Meeting of Shareholders for Year 2023**  
**BJC Heavy Industries Public Company Limited**

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The 2023 Annual General Meeting of Shareholders ("the Meeting") was held on Friday, April 21, 2023 at 13.30 hrs. at the Meeting Room 101, BJC Heavy Industries Public Company Limited address 594 Moo 4, Tambol Makamkoo, Amphur Nikompattaya, Rayong, 21180 by Electronic Meetings under the Emergency Decree on Electronic Meetings, B.E. 2563. Mr. Boonchuay Korkitrotjana, 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 Mr. Vittaya Changeutai, Company Secretary was the Secretary of the Meeting ("the Secretary").

**Meeting started at 13.30 hrs.**

The Chairman welcomed the shareholders and the Secretary announced that there were totally 30 shareholders attending the meeting by themselves and proxy, representing 1,199,985,810 shares, or 75.01% of total issued shares of the Company; thus, a quorum was constituted pursuant to the law and the Company's Articles of Association.

The Chairman declared to open the meeting and asked the 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, Staffs and Auditor, who attended the Meeting, respectively as follows;

**Attending Directors:** attending by 9 persons (equivalent to 100% of the total Board members)

- |                                  |  |
|----------------------------------|--|
| 1. Mr. Boonchuay Korkitrotjana   | 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 / Chief Executive Officer and Managing Director / Member of Executive Committee / Member of Risk Management Committee |
| 4. Mr. Seung Woo Lee             | Director / Deputy Managing Director / Member of Executive Committee / Member of Risk Management Committee                      |
| 5. Mr. Myungsup Song             | Director / Member of Executive Committee / Chief Finance Office / Member of Risk Management Committee                          |
| 6. Mr. Seong Jin Lee             | Director / Assistant Managing Director – Project Member of Executive Committee / Member of Risk Management Committee           |
| 7. Mr. Noppadol Dheerabutvongkul | Independent Director / Chairman of the Audit Committee   |

8. Assoc.Prof.Dr. Ekachidd Chungcharoen Independent Director / Member of Audit Committee
9. Mr. Jumpot Kanjanapanyakom Independent Director / Member of Audit Committee

### **Management and Staff of the Company:**

1. Mr. Vittaya Changeutai Investor Relation Manager /company Secretary
2. Ms. Rungarun Harnnarong Senior Accounting and Finance Manager / Member of Risk Management Committee
3. Mr. Tummarat Deethong Legal Officer and Assistant Company Secretary

### **Representative of Auditor**

1. Ms. Daranee Somkamnerd Auditor's representative from A.M.T. & Associates

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 press such related button.

The Company will allocate 1 minute for shareholders to cast their votes by each agenda otherwise all votes will be treated as affirmative votes in favor of the relevant matter.

Except for Agenda 4: 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.

3. A majority of votes of shareholders, present in person or by proxy, and cast their votes shall be sufficient to pass all resolutions except for the following agendas:
  - Agenda 5: To consider and approve directors' remuneration for year 2023, 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.
4. Where shareholders have appointed a proxy to cast votes in accordance with their instructions, the Company has already entered their votes "approve", "disapprove" or "abstain" into the computer for vote counting.
5. The total numbers of votes present at the Meeting on each agenda may differ as some shareholders may attend after the meeting has already started.

The Secretary informed to the meeting that, the Company has given an opportunity for proposing agenda item for AGM 2023 and for proposing director's nomination for AGM 2023 including the questions that the shareholders can be submitted in advance before the AGM 2023 Meeting but there was not any above issues as submitted in advance

During Q&A session, to keep the meeting concise shareholders are required to raise questions in related agendas. Issues of questions unrelated to that agenda would be answered in the other matters.

Moreover, shareholders can submit questions by pressing the submit button and typing a question they want to ask. After that, press the submit question button. Shareholders can also submit questions in advance by selecting the agenda for the meeting to ask questions.

When the queue is reached, Such shareholders must turn on Microphone or Microphone and camera to raise their questions.

In the event that shareholders face with technical problems and were unable to communicate by voice once their queues were reached. The Company would ask for permission to read the questions of the shareholders and answer questions to the meeting.

During the voting time, shareholders were asked to press the button of "approve", "disapprove" or "abstain" and then press the submit vote button within the defined time

Before the meeting commencement, the Chairman invited Mr. Young Jun Lee, Chief Executive Officer and Managing Director, to deliver the speech on overview operating result for year 2022 and the business direction for year 2023. Then, Mr. Vittaya Changeutai would translate such speech for shareholders. This can be summarized as follows:

Thank You for Participating in BJCHI 2023 Shareholder Meeting. I would like to address some significant points to all you before we start our agenda today.

In 2022, the global economy faced with several challenging factors such as oil supply situation amid the war between Russia and Ukraine, surging inflation and interest rates hikes as well as volatilities in foreign exchange markets

Even the above-mentioned factors, BJCHI has successfully reported net profit growth by 22.1% from the previous year due to ongoing large-scale project executions from Santos and Crisp project

Last year, BJCHI has secured more packages from Santos project, due to our outstanding project execution as provided to the client. Currently, the client and the Company are also discussing about the additional package together

Regarding the industry landscape, BJCHI has recently seen the resilience of the construction service sector after the significant number of project developers has increased their investment budget and actively commenced their project development

Moreover, the changes in geopolitical environment are encouraging several potential clients to seek more Asian fabricators rather than China which is increasingly creating benefits and project opportunities for BJCHI

For our financial status, we have very strong financial position with debt to equity at 0.29 times and cash on hand over Baht 1,000 million, enable us to capture potential investment opportunities and pay attractive dividend to shareholders

On behalf of the Board of Directors and Executive teams at BJCHI, I would like to express my great appreciation to all stakeholders for their excellent trust and ongoing support to the company.

As one of the leading manufactures in the industrial energy plant construction. We shall operate business under corporate governance to create value for shareholders through our business's sustainable growth.

The Chairman requested the meeting to consider the agendas which consisted the following 7 items:

**Agenda 1 To acknowledge the operating results for year 2022 and Form 56-1 One Report for year 2022**

The Chairman proposed to the meeting to acknowledge the operating results for year 2022 and certify Form 56-1 One Report for year 2022 which was enclosed with the invitation letter on QR Code, as per details in Enclosure No. 2 and asked Mr. Vittaya Changeutai to present the relevant details for this agenda to the Meeting, detail as follows;

Currently, The Company has 2 main project activities;

- 1) CRISP is a large-scale modularization and piping spool project in the oil and petrochemical industry located in Singapore.
- 2) SANTOS Onshore Upstream Development project is a fabrication and supply of Wellhead in the upstream gas source development project. With the extended conditions, BJCHI has continuously received additional work from a client. Currently, the project is in the process of 4<sup>th</sup> and 5<sup>th</sup> phase and SANTOS Cooper Basin Onshore Development of 1<sup>st</sup> and 2<sup>nd</sup> phase.

In 2022, contracted revenue was THB 2,710 million, increasing by 102% from 2021 thanks to ongoing large-scale project execution from CRISP and SANTOS.

In 2022, Gross Profit was at THB 367.0 million, as compared with that in 2021 at THB 143.8 million. On the other hand, Net profit in 2022 was at THB 189.8 million as compared with the net profit in 2021 at THB 155.4 million. The increase in profits was due largely to ongoing large-scale project execution from CRISP and SANTOS as compared to the prior year.

Remaining backlog was currently at THB 2,600 million with the details in form of percentage as follows;

- Petrochemical 62%
- Oil and Gas 38%

The Company has established a policy and committed to prevent corruption, bribery giving and receiving as published on the company's website. Such policy

shall prohibit the Board of Directors, executives and all employees at all levels or persons involved in the Company's business from engaging in any form of corruption. This policy is regularly reviewed to keep pace with changes in laws, regulations, standards and business changes.

In 2022, there was on suspicious situations or complains related to Corruption.

The Company has always placed importance on the disclosure of sustainability information. Thanks to ongoing determination and effort, the Company received Certification about 2022 Sustainability Disclosure Award from Thaipat Institute.

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

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.

## **Agenda 2 To consider and approve the financial statements for year ended December 31, 2022**

The Chairman proposed to the meeting to consider and approve the financial statements for year ended December 31, 2022 and asked Mr. Vittaya Changeutai to present the relevant details for this agenda to the Meeting, detail as follows;

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 2022 ended December 31, 2022, 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, 2022, 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 as considered by the Board of Directors to propose for the shareholder meeting. Such details have been shown in Form 56-1 One Report for year 2022 in the part of Financial Statement, as per details in Enclosure No. 2.

The Company's financial position and operating results in 2022 were summarized accordingly:

<b>Financial Position and Operating Results (Million Baht)</b>	<b>Year 2022</b>	<b>Year 2021</b>
Total Revenues	2,738.01	1,544.78
Contract Cost	2,342.88	1,196.37
Net Profit (Loss)	189.79	155.38
Earnings (Loss) per Share (Baht/share)	0.12	0.10
Total Assets	4,514.14	3,829.08
Total Liabilities	1,016.16	455.79

Shareholders' Equity	3,497.98	3,373.28
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Some details were previously discussed in Agenda 1

As of 31 December 2022, the Company's total assets were THB 4,514.14 million, increasing from THB 3,829.08 million at the end of 2021. The increase in total assets resulted mainly from the increase in contract assets due to rising project activities as compared to the previous year.

The Company's total liabilities as of 2022 were THB 1,016.16 million, increasing from THB 455.79 million in 2021. The increase in liabilities has been directly driven by the increase in trade payables due to the rising project activities.

2022 total shareholders' equity was THB 3,497.98 million, rising from THB 3,373.28 million in 2021. The increased shareholders' equity was mainly due to the increasing net profit in 2022.

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

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, 2022 be approved with the following votes:

	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained</b>
No. of votes	1,200,041,010	0	0
%	100.00	-	-

### **Agenda 3 To consider and approve the dividend payment for 2022 Operating Results in the form of cash**

The Chairman requested Mr. Vittaya Changeutai to present the relevant details for this agenda to the Meeting, detail as follows;

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 3 years are as follows:

<b>Details of Dividend Payout</b>	<b>Year 2022</b>	<b>Year 2021</b>	<b>Year 2020</b>
1. Net Profit (Loss) (Million Baht)	189.79	155.38	-193.92
2. Number of shares	1,599,690,000	1,599,690,000	1,599,690,000



3. Dividend per share (Baht/Share)	0.12	0.05	0.03
- Interim Dividend (Baht/Share)	-	-	-
- Final Dividend (Baht/Share)	0.12	0.05	0.03
4. Total Dividend (Million Baht)	not exceeding 192	not exceeding 80	not exceeding 48
5. Payout ratio per net profit (%)	101.15	51.49	-

- In 2022, the Company deliberately considered to the business operation circumstance, marketing circumstance, investment opportunity and other relevant factors, which the Company had a sufficient cash flow to pay the dividend in the form of cash in the ratio of THB 0.12 per share, which is equivalent to not exceeding THB 192 million as informed.

Moreover, the Company did not have legal reserve as the Company has fully reserved the legal reserve as required by law.

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 to approve the dividend payment for 2022 Operating Results in the form of cash with following votes cast.

	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained</b>
No. of votes	1,200,041,010	0	0
%	100.00	-	-

**Agenda 4 To consider and approve the appointment of directors to replace those retired by rotation**

The Chairman notified the Meeting that in order to comply with the good corporate governance principle, the directors whose terms will expire by rotation and were proposed to be re-appointed in this Agenda, were leave the meeting room during the consideration of this agenda.

The Chairman requested Mr. Noppadol Dheerabutrpongkul , Chairman of the Audit Committee to preside this agenda.

The Chairman asked the Secretary to present the relevant details for this agenda to the Meeting which was detailed as follows;

Under the Public Limited Companies Act B.E. 2535 and the Company's Articles of Association no. 17, at every annual general meeting, one-third (1/3) of the directors, or, if their number is not a multiple of three, then the number nearest



to one-third (1/3) must vacate. A retiring director is eligible to stand for re-appointment. The directors, who will vacate in the first year and the second year after the registration of the Company, shall be from a drawn lot; however, for the other years afterwards, the directors who hold longest period on the position shall vacate.

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

- 1) Mr. Boonchuay Korkitrojana
- 2) Mr. Kyu Young Lee
- 3) Mr. Seong Jin Lee

The Company has not appointed any nominating committee. However, the Board of Directors excluding the directors who are interested persons, has nominated the candidates for re-appointment after consideration of their qualifications, experience and skills as well as track record of performance during their tenure as Director of BJCHI.

The Board of Directors agreed that all 3 directors have the appropriate qualifications and deemed appropriate to be re-appointed as Directors for another term. The profiles and information of all 3 Directors are as per Enclosure No. 3.

Mr. Boonchuay Korkitrojana is Independent Director as per qualification defined in the regulations of the Stock Exchange of Thailand (SET) and is able to express independently opinions according to related regulations.

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:

- 1) **Mr. Boonchuay Korkitrojana** is Chairman and Independent Director. He is qualified criteria as Independent Director of the Stock Exchange of Thailand. He earned Master's degree in MBA and Bachelor's degree in Engineer and several educational fields. He specialized in Environment Quality Management, Occupational Health and Safety Management in accordance with international standard. He also gained knowledge in strategic planning, risk management, anti-corruption and internal control which are useful for internal control of the company.
- 2) **Mr. Kyu Young Lee** is President and Chairman of the Risk Management Committee. He established the Company in 1994 under the name of BJC Industrial Company Limited. With his extensive vision for oversea

opportunities, BJCHI started to expand its business to international markets since 2001. He is also a leader who help the company passed through economic crisis and grow until today. Thus, with his rich experience, that is helpful for the company's business operation.

- 3) **Mr. Seong Jin Lee** is Assistant Managing Director - Project, member of Executive Committee and Risk Management Committee. He graduated in Bachelor's and Master Degree in Chemical Engineer. He possesses deep expertise in project management, production in various kind of BJCHI's products which are useful for project execution.

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 appointment of directors to replace those retired by rotation was approved with following votes cast:

- 1) Mr. Boonchuay Korkitrojana (Independent Director)

	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained</b>
No. of votes	1,200,025,510	500	0
%	100.00	0.00	-

- 2) Mr. Kyu Young Lee (Director)

	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained</b>
No. of votes	1,200,025,510	500	0
%	100.00	0.00	-

- 3) Mr. Seong Jin Lee (Director)

	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained</b>
No. of votes	1,200,025,510	500	0
%	100.00	0.00	-

#### **Agenda 5 To consider and approve the directors' remuneration for year 2023**

The Chairman requested the Secretary to present the details for this agenda to the Meeting, detail as follows;

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 2023 by comparing with listed companies which are in the same segment, same size of revenue and same size of market capitalization at same period, including

consideration of company performance and the director duties and responsibilities.

The annual compensation for the year 2023 has maintained the same rate as the year 2022 with the following details:

	2023	2022	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>Other Benefits</b>	None	None	-
<b>Director's Bonus</b>	None	None	-
<b>Director's Remuneration (Total)</b>	<b>Not exceeding THB 3 million</b>	<b>Not exceeding THB 3 million</b>	<b>-</b>

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.

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 2023 be approved with following votes:

	Approved	Disapproved	Abstained
No. of votes	1,200,026,010	0	0
%	100.00	-	-

#### **Agenda 6 To consider and approve the appointment of the auditors and determine the auditing fee for year 2023**

The Chairman requested Mr. Noppadol Dheerabutrpongkul, Chairman of the Audit Committee, to present the relevant details for this agenda to the Meeting.

Mr. Noppadol Dheerabutrpongkul presented the details to the Meeting that under Section 120 of the Public Limited Company Act B.E. 2535, the Annual General Meeting shall appoint the Company's auditor and determine the auditing fee every year. In appointing the auditor, the former auditor may be re-appointed.

The Audit Committee has considered the performance of A.M.T. & Associates in previous year, and agreed that A.M.T. & Associates and the auditors have capabilities, skill and expertise on conducting an audit in construction business including providing recommendations and advice on accounting, taxation and internal control at good satisfaction level. Therefore, the Audit Committee agreed to propose to the Board of Directors to consider to propose to the Meeting to consider and appoint the certified public accountants from A.M.T. & Associates, namely;

- Mrs. Natsarak Sarochanunjeen Certified Public Accountant (Thailand) No. 4563 or
- Ms. Daranee Somkamnerd Certified Public Accountant (Thailand) No. 5007 or
- Ms. Jarunee Nuammae Certified Public Accountant (Thailand) No. 5596 or
- MR. Siramate Akkharachotkullanun Certified Public Accountant (Thailand) No. 11821

and proposed the auditing fees for the year 2023

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.

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.

As proposed by A.M.T. & Associates, 2023 auditor's remuneration is the same rate as that in 2023 which The Audit Committee considers that such remuneration is suitable for the type of business and the size of the Company's transaction related to accounting, taxation and internal control. 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 the year 2023. The auditor's remuneration in 2023 is as follows.

Service Fee (Baht)	2023	2022	Changing
<b>(Audit Fee):</b>			
- Audit of annual financial statements (Baht)	600,000	600,000	-

- Review of quarterly financial statements (Baht) for 3 quarters	720,000	720,000	-
- Stock count observation (Baht/time)	30,000	30,000	-
<b>Total Audit Fee (Baht)</b>	<b>1,350,000</b>	<b>1,350,000</b>	<b>-</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.*

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

- Mrs. Natsarak Sarochanunjeen Certified Public Accountant (Thailand) No. 4563

or

- Ms. Daranee Somkamnerd Certified Public Accountant (Thailand) No. 5007 or
- Ms. Jarunee Nuammae Certified Public Accountant (Thailand) No. 5596 or
- MR. Siramate Akkharachotkullanun Certified Public Accountant (Thailand) No.

11821

from A.M.T & Associates to be the Company's auditor, and approve the auditing fee as considered by the Audit Committee and proposed by the Board of Directors.

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

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 2023, be approved.

- Mrs. Natsarak Sarochanunjeen Certified Public Accountant (Thailand) No. 4563
- Ms. Daranee Somkamnerd Certified Public Accountant (Thailand) No. 5007 or
- Ms. Jarunee Nuammae Certified Public Accountant (Thailand) No. 5596 or
- MR. Siramate Akkharachotkullanun Certified Public Accountant (Thailand) No. 11821

and the Audit Fee for the year 2023 in total of Baht 1,350,000 be also approved, with following votes:

	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained</b>
No. of votes	1,200,026,010	0	0
%	100.00	-	-

## **Agenda 7 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 shareholders of not less than one-thirds of the total issued shares.

The Chairman then asked the Company Secretary to read questions from shareholders as sent via the electronic system. The details are as follows:

A shareholder asked how much was the amount of Backlog at the end of 1Q2023? And how much revenue is expected to be recognized this year?

Mr. Vittaya Changeutai, Investor Relation Manager and The Company Secretary answered that the Company is still in the process of closing its financial statements for the 1Q2023. So, the ending backlog for this period would be communicated to shareholders once 1Q2023 financial statements is published.

2023 revenue would be approximately 2,500-2,600 million baht. Moreover, if the Company has secured additional projects in 2H2023, they might make up revenue from our initial revenue projection.

A shareholder expressed profound appreciation to the Board of Directors, Executives and Employees for their performance in 2022 and further asked the questions about 2023 revenue and gross profit margin, target backlog, cash management policy and expected investment budget.

Mr. Vittaya Changeutai, Investor Relation Manager and The Company Secretary answered that 2023 revenue target was previously mentioned while the gross profit margin is targeted to be around 15-20%. Regarding, the backlog target, the Company intends to participate in bidding for large projects continuously to increase the amount of work in hand.

With respect to cash management, the Company has so far invested money in financial instruments such as money market fund, government bond, etc. that offer higher returns than deposit account while the investment budget for this year would not be the large amount mainly relating to improvements to machinery and equipment within the factory.

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

**Meeting ended at 14.44 hrs.**

..... - *Boonchuay Korkitrotjana* - ..... Chairman

( Mr. Boonchuay Korkitrotjana )

..... - *Vittaya Changeutai* - ..... Meeting Recorder

(Mr. Vittaya Changeutai)

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Attachment 2

Form 56-1 One Report of 2023  
Details as shown in QR Code

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 3

– Translation –

**Information of the proposed nominated persons to replace directors who are retiring by Rotation****1. Biography of the Directors who are nominated****1.1 Assoc. Prof. Dr. Ekachidd Chungcharoen****Present Position** : Audit Committee Member/Independent Director**Age** : 61 years**Nationality** : Thai

**Education** : Ph.D. in Management Science, Faculty of Engineering, University of Waterloo, Canada  
 MSc.in Management science, Faculty of Engineering, University of Waterloo, Canada  
 MS in Electrical Engineering, Youngstown State University, USA  
 Bachelor of Electrical Engineering (Major in Computer), King Mongkut's Institute of Technology Ladkrabang.

**Training/Seminar** : Certificate of Director Accreditation Program (DAP), Thai institute of Directors (IOD) Class 68/2008 Certificate of Audit Committee Program (ACP) Class 22/2008  
 Certificate of Role of the Compensation Committee (RCC),2014  
 Certificate of Role of the Chairman (RCP), 2018

**Training from Thai Institute of Director (IOD):** Certificate of Director Accreditation Program (DAP), Thai institute of Directors (IOD) Class 68/2008 Certificate of Audit Committee Program (ACP) Class 22/2008  
 Certificate of Role of the Compensation Committee (RCC),2014  
 Certificate of Role of the Chairman (RCP), 2018

**Years of Director** : 13 Years**Work Experience**

- Year 2013 – Present BJC Heavy Industries PCL.  
Independent Director/Audit Committee Member
- Year 2011 - 2012 BJC Heavy Industries Co., Ltd.  
Independent Director/Audit Committee Member
- Year 2019 - 2021 Sunshine International Co., Ltd.  
Chairman of the Board of Directors/ Independent Director/ Audit Committee Member / Nominating and Compensating Committee Member
- Year 2018 - 2022 J.S.P. Property PCL.  
Independent Director / Audit Committee Member/ Chairman of Nominating and Compensating Committee
- Year 2017 - Present Phol Dhanya PCL.  
Chairman of the Board of Directors / Independent Director / Chairman of Nominating And Compensating Committee
- Year 2011 – 2016 Phol Dhanya PCL.  
Nominating and Compensating Committee



- Year 2007 – 2017 Phol Dhanya PCL.  
Independent Director/Audit Committee Member
- Year 2007 - Present Faculty of Commerce and Accountancy, Thammasat University  
Associate Professor, Department of Operations Management
- Year 2010 – 2017 Faculty of Commerce and Accountancy, Thammasat University  
Director of MBA Program
- Year 2008 – 2010 Faculty of Commerce and Accountancy, Thammasat University  
Head of Operation Management

**Share ownership** : None

**Holding Position in other business**

- Listed company : Independent Director / Audit Committee Member/ Chairman of  
Nominating and Compensating Committee  
J.S.P. Property PCL.  
: Chairman of the Board of Directors / Independent Director /  
Chairman of Nominating And Compensating Committee  
Phol Dhanya PCL.
- Non-listed company : Chairman of the Board of Directors/ Independent Director/ Audit  
Committee Member / Nominating and Compensating Committee  
Member  
Sunshine International Co., Ltd.
- Other business which may have conflict of interest: None

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

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

**Attendance the Meeting in 2023**

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

**Appointment/ Elected in Boards**

	Appointment date	Elected date (latest)
• Board of Directors	7 June 2011	23 April 2021
• Audit Committee	7 June 2011	23 April 2021
• Executive Committee		
• Risk Management Committee		

**1.2 Mr.Young Jun Lee****Present Position** : Chief Executive Officer / Managing Director**Age** : 52 years**Nationality** : South Korean**Education** : B.A. of Business Administration, Major in International Business Management (IBM) Assumption University**Training/Seminar** : Certificate of Director Accreditation Program (DAP), Thai institute of Directors (IOD) Class 88/2011**Training from Thai Institute of Director (IOD)**: Certificate of Director Accreditation Program (DAP), Thai institute of Directors (IOD) Class 88/2011**Years of Director** : 22 Years**Work Experience**

- Year 2013 – Present BJC Heavy Industries PCL.  
Director / Chief Executive Officer / Managing Director
- Year 2010 - 2012 BJC Heavy Industries Co., Ltd.  
Director / Vice President
- Year 2003 - 2010 BJC Heavy Industries Co., Ltd.  
General Manager

**Share ownership** : 28.30%**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 2023**

- Board of Directors : 4/4
- Audit Committee : -
- Executive Committee : 3/4
- Risk Management Committee : 3/4

**Appointment/ Elected in Boards**

	Appointment date	Elected date (latest)
• Board of Directors	5 January 2002	23 April 2021
• Audit Committee	-	-
• Executive Committee	7 June 2011	16 May 2013
• Risk Management Committee	16 May 2013	16 May 2013

**1.3 Mr. Myungsup Song****Present Position** : Chief Financial Officer**Age** : 57 years**Nationality** : South Korean**Education** : BA. of Economics, Yonsei University Korea

**Training/Seminar** : Director's Briefing: The Road to Green Financing, 2022  
 CFO's Refreshment Course, Thailand Securities Institute, the Stock Exchange of Thailand, 2023  
 CFO's Orientation Course, Thailand Securities Institute, the Stock Exchange of Thailand, 2020  
 Certificate of Director Accreditation Program (DAP), Thai Institute of Directors (IOD) Class 173/2020

**Training from Thai Institute of Director (IOD):** Director's Briefing: The Road to Green Financing, 2022  
 Certificate of Director Accreditation Program (DAP), Thai Institute of Directors (IOD) Class 173/2020

**Years of Director** : 4 Years**Work Experience**

- Year 2019 - Present : BJC Heavy Industries PCL.  
Chief Financial Officer
- Year 2017 - 2018 : Metistone Equity Partners  
Managing Director
- Year 2013 - 2017 : Samsung Life Insurance  
General Manager, Wealth Management Department

**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 offenses):** None**No prohibited characteristics under the Public Company Act B.E. 2535:** None**Attendance the Meeting in 2023**

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

**Appointment/ Elected in Boards**

	<b>Appointment date</b>	<b>Elected date (latest)</b>
• Board of Directors	16 July 2020	16 July 2020
• Audit Committee	-	-
• Executive Committee	13 August 2019	13 August 2019
• Risk Management Committee	13 August 2019	13 August 2019

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

The Nominees	Number of Shares	% of shares with voting rights
1. Assoc. Prof. Dr. Ekachidd Chungcharoen	-	-
2. Mr.Young Jun Lee	452,700,000	28.30
3. Mr.Myungsup Song	-	-

**2. 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. Assoc. Prof. Dr. Ekachidd Chungcharoen	2	Chairman of the Board of Directors Independent Director / Audit Committee Member/ Chairman of Nominating and Compensating Committee	<ul style="list-style-type: none"> <li>Sunshine International Co., Ltd. Chairman of the Board of Directors/ Independent Director/ Audit Committee Member / Nominating and Compensating Committee Member</li> </ul>	None
2. Mr.Young Jun Lee	None	None	None	None
3. Mr. Myungsup Song	None	None	None	None

**3. 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
	Assoc. Prof. Dr. Ekachidd Chungcharoen
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></ul>	None
<ul style="list-style-type: none"><li>• Being a professional (e.g., the Auditor or Legal Advisor).</li></ul>	None
<ul style="list-style-type: none"><li>• Business relationship (e.g., Purchasing / Selling material / Goods / Services / Lending or Borrowing of money), with specified transaction size (if any).</li></ul>	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 provides 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) share 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:

- (2) 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;
- (3) 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. Attending in Person**

Shareholders as Individual person, foreign person and Juristic person and can register via <https://portal.eservice.set.or.th/Account/Login?refer=kVA4L7EF0Rww4ASk7i2l6B6RcH0suJ6kFeTF9PJtoUmIRCRPfrCaGw%3d%3d>

or Scan QR Code



during 8<sup>th</sup> -22<sup>nd</sup> April 2024 to create data and identify verification. Then, Username and Password would be submitted to shareholders to attend E-AGM on 22<sup>nd</sup> April 2024 since 12.00 hrs onward.

In the case of shareholders who wish to attend the meeting in person and are unable to register in advance, shareholders can send copy of I.D. Card or Government Officer I.D. Card or Passport (in case of alien shareholder) or the information of Juristic person as proof of evidence by his/her signature as well as fill in the information in Enclosure No. 7 and then send e-mail to [ir@bjc1994.com](mailto:ir@bjc1994.com) or submit hard copies of above documents to

Company Secretary Section

BJC Heavy Industries Pcl  
No. 594 Moo 4, Makhamkoo Sub-district, Nikompattana District Rayong

within 17<sup>th</sup> April 2024 to receive Username and Password for attending attend E-AGM.

**2. Proxy Holder**

Shareholder may appoint a proxy holder either Form A or From B by registering via <https://portal.eservice.set.or.th/Account/Login?refer=kVA4L7EF0Rww4ASk7i2l6B6RcH0suJ6kFeTF9PJtoUmIRCRPfrCaGw%3d%3d>

or Scan QR Code



during 8<sup>th</sup> -22<sup>nd</sup> April 2024 in order for a proxy holder to attend E-AGM on 22<sup>nd</sup> April 2024 since 12.00 hrs onward.

2.1 In case of Proxy Holder using Form A, shareholders can assign one person as a Proxy Holder to attend, cast vote in the meeting according to the proxy form as attached. Shareholders must fill in the information of him/herself and a Proxy Holder.

Proxies will receive an email with the initial password. Proxies will have to reset a new password before logging in to E-AGM.

2.2 In case of Proxy Holder using Form B, shareholder can appoint a proxy holder as the following independent directors:

- |   |  |
|---|--|
| 1) Mr. Boonchuay Korkitrotjana          | Independent Director and Chairman of the Board, or           |
| 2) Mr. Noppadol Dheerabutrvingkul       | Independent Director and Chairman of the Audit Committee, or |
| 3) Assoc.Prof.Dr. Ekachidd Chungcharoen | Independent Director and Audit Committee, or                 |
| 4) Mr. Jumpot Kanjanapanyakorn          | Independent Director and Audit Committee                     |

After that, the shareholders must fill in the personal information and specify the name of an independent director who is appointed to be a proxy. Shareholders also need to cast the vote in advance for all agenda.

The shareholder will receive an email informing your proxy registration result to confirm that the registration has been completed. However, the shareholder will not receive password, as proxy are appointed to independent director and your vote was already casted.

2.3 In case of Custodian, please submit related documents to [ir@bjc1994.com](mailto:ir@bjc1994.com) or send to

Company Secretary Section

BJC Heavy Industries Pcl  
No. 594 Moo 4, Makhamkoo Sub-district, Nikompattana District Rayong

within 17<sup>th</sup> April 2024.

Shareholders can study Guidelines for attending the electronic meeting (E-AGM) in Enclosure No. 10.

### **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 as initialed by 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 as initialed by Proxy Holder.

For Proxy A and Proxy B, shareholders can upload such documents through DAP e - Shareholder Meeting or submit them to [ir@bjc1994.com](mailto:ir@bjc1994.com)

### 3. Voting Procedures

- ☐ 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
- ☐ 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. If the shareholders vote for "disapproval" or "abstention" and then the votes for "approval" will be calculated by deduction of the votes for "disapproval" and "abstention" from the total number of votes of shareholders, present in person or by proxy, and cast their votes.
- ☐ Except for Agenda 4: To consider and approve 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 votes from all shareholders for counting the votes.
- ☐ For Proxy Form indicating the votes done by shareholders, the Company also records the votes as "approve", "disapprove", or "abstain" into the voting count system as shareholders' intention.

#### Remark:

1. Regarding E-AGM meeting under the system of DAP e-Shareholder Meeting, the Company shall gather, use and disclose shareholders' information on personal basis complying with defined laws. Also, for the benefit in providing services to shareholders in attending shareholders' meetings, shareholders' information will be protected according to Privacy Policy or Privacy Notice as appeared on [www.bjc1994.com](http://www.bjc1994.com)
2. Shareholders using computer are encouraged to use Windows version 7 or 8 and newer. For Mobile device, please use IOS version 3.0 at least and Android version 2.1 at least while the Minimum internet speed should be at least 5 MB. For more convenience, shareholder can download WebEx program at <https://www.webex.com/downloads.html>

Attachment 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: 58

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

Personal interest in considering agenda:

- Agenda 5 To consider and approve directors' remuneration for year 2024

Special interest: - None -

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

Age: 57

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 directors' remuneration for year 2024

Special interest: - None -

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

Age: 61

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

Personal interest in considering agenda:

- Agenda 4 To consider and approve the appointment of directors to replace those retired by rotation
- Agenda 5 To consider and approve directors' remuneration for year 2024

Special interest: - None -

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

Age: 73

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

Personal interest in considering agenda:

- Agenda 5 To consider and approve directors' remuneration for year 2024

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 เฮฟวี่ 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

หุ้นบุริมสิทธิ .....หุ้น  
 Preferred share ..... shares

**บริษัท บีเจซี เฮฟวี่ อินดัสทรี จำกัด (มหาชน)**  
**การประชุมสามัญผู้ถือหุ้นประจำปี 2567**  
**วันจันทร์ที่ 22 เมษายน 2567 เวลา 13.30 น.**  
**การประชุมผ่านสื่ออิเล็กทรอนิกส์**

BJC Heavy Industries Public Company Limited  
 Annual General Meeting of Shareholders for Year 2024  
 on Monday 22<sup>nd</sup> April 2024 at 13.30 hrs.  
 Electronics meeting

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 โปรดนำส่งเอกสารชุดนี้มาด้วย  
 บริษัทขอสงวนสิทธิ์ไม่รับลงทะเบียนในกรณีที่เอกสารหรือหลักฐานไม่ครบถ้วนหรือไม่ถูกต้องหรือไม่เป็นไปตามเงื่อนไข

**For your convenience, please kindly bring along this set of documents for your 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 2024 to be held on Monday, April 22<sup>nd</sup>, 2024 at 13.30 hrs. by Electronics meeting 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 2024 to be held on Monday, April 22<sup>nd</sup>, 2024 at 13.30 hrs. by Electronics meeting 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 2023 and Form 56-1 One Report of 2023**

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, 2023**

- ☐ (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 dividend payment for 2023 Operating Results 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 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. Assoc. Prof. Dr. Ekachidd Chungcharoen
  - ☐ Approve                      ☐ Disapprove                      ☐ Abstain
  2. Mr. Young Jun Lee
  - ☐ Approve                      ☐ Disapprove                      ☐ Abstain
  3. Mr. Myungsup Song
  - ☐ Approve                      ☐ Disapprove                      ☐ Abstain

☐ **Agenda 5 : To consider and approve the directors' remuneration for year 2024**

- ☐ (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 appointment of the auditors and determine the auditing fee for year 2024**

- ☐ (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 other matters (if any)**

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

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

- (6) In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves and matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me/us in all respects, except for vote of the Proxy which is not in accordance with this Proxy Form.

Signed \_\_\_\_\_ Shareholder  
( )

Signed \_\_\_\_\_ Proxy  
( )

Signed \_\_\_\_\_ Proxy  
( )

Signed \_\_\_\_\_ Proxy  
( )

**Remark:**

1. 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.
2. In the agenda relating the re-election of directors, it is applicable to elect either nominated directors as a whole, or elect each nominated director individually.
3. In case of there are agenda other than the agenda specified above, the additional can be specified by the Shareholder in the Regular Continued Proxy Form B as Enclosure.

**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 2024 to be held on Monday, April 22<sup>nd</sup>, 2024 at 13.30 hrs. by Electronics meeting 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

Duty Stamp  
20 Baht

Attachment 8

**PROXY FORM C**

(FOR FOREIGN SHAREHOLDER APPOINTING CUSTODIAN IN THAILAND)

Annexed to Notice of Department of Business Development Re: Form of Proxy (No.5) B.E. 2550 (2007)

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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 2024 to be held on Monday, April 22<sup>nd</sup>, 2024 at 13.30 hrs. by Electronics meeting 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 2023 and Form 56-1 One Report of 2023**

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, 2023**

☐ (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 dividend payment for 2023 Operating Results 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 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. Assoc. Prof. Dr. Ekachidd Chungcharoen

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

2. Mr. Young Jun Lee

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

3. Mr. Myungsup Song

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

**❑ Agenda 5 : To consider and approve the directors' remuneration for year 2024**

- ☐ (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:
- |                                  |       |                                     |       |                                  |       |
|----------------------------------|-------|-------------------------------------|-------|----------------------------------|-------|
| <input type="checkbox"/> Approve | votes | <input type="checkbox"/> Disapprove | votes | <input type="checkbox"/> Abstain | votes |
|----------------------------------|-------|-------------------------------------|-------|----------------------------------|-------|

**□ Agenda 6: To consider and approve the appointment of the auditors and determine the auditing fee for year 2024**

- ☐ (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 7 : 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:
- |                                  |       |                                     |       |                                  |       |
|----------------------------------|-------|-------------------------------------|-------|----------------------------------|-------|
| <input type="checkbox"/> Approve | votes | <input type="checkbox"/> Disapprove | votes | <input type="checkbox"/> Abstain | votes |
|----------------------------------|-------|-------------------------------------|-------|----------------------------------|-------|

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

(6) In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves and matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me/us in all respects, except for vote of the Proxy which is not in accordance with this Proxy Form.

Signed \_\_\_\_\_ Shareholder  
( )

Signed \_\_\_\_\_ Proxy  
( )

Signed \_\_\_\_\_ Proxy  
( )

Signed \_\_\_\_\_ Proxy  
( )

**Remarks:**

1. This Proxy Form C shall be applicable only for the shareholders listed in the share register book as the foreign investors appointing the Custodian in Thailand.
2. The following documents shall be attached with this Proxy Form:
  - (1) Power of Attorney from a shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder.
  - (2) Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
3. 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.

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4. In the agenda relating the re-election of directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
  5. In case there are agenda other than the agenda specified above, the additional can be specified by the Shareholder in the Regular Continued Proxy Form C as Enclosure.

**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 2024 to be held on Monday, April 22<sup>nd</sup>, 2024 at 13.30 hrs. by Electronics meeting at the Meeting Room 101, BJC Heavy Industries Public Company Limited, address 594 Moo 4, Makamkoo, Nikompattana, Rayong or any adjournment thereof.

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**☐ 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



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**□ 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 56-1 One Report of 2023 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 Form 56-1 One Report of 2023 and Financial Statement by requesting to deliver documents to the address as below;

Address \_\_\_\_\_

\_\_\_\_\_

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

.....

Please fill in above form and submit to:

- Email: [ir@bjc1994.com](mailto:ir@bjc1994.com)

Attachment 10

*-Translation-*

**Guidelines for attending the electronic meeting (E-AGM)**

Shareholders can download Guidelines for attending the electronic meeting (E-AGM)  
as the following link

<https://www.set.or.th/th/dap/services/e-shareholder-meeting>

หรือ Scan QR Code below

