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- Translation -

## Minutes of the Annual General Meeting of Shareholders for Year 2026 BJC Heavy Industries Public Company Limited

The 2026 Annual General Meeting of Shareholders (**"the Meeting"**) was held on Thursday, April 23, 2026 at 14.00 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. Tummarat Deethong, Company Secretary was the Secretary of the Meeting (**"the Secretary"**).

### **Meeting started at 14.00 hrs.**

The Chairman welcomed the shareholders and the Secretary announced that there were totally 28 shareholders attending the meeting by themselves and proxy, representing 1,187,584,711 shares, or 74.8415% 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 / Nomination, Remuneration, |



- |    |                                      |   |
|----|--------------------------------------|---|
| 5. | Mr. Myungsup Song                    | Corporate Governance and Sustainability Committee<br>Director / Member of Executive Committee /<br>Chief Finance Officer / Member of Risk Management<br>Committee |
| 6. | Mr. Seong Jin Lee                    | Director / Assistant Managing Director – Project /<br>Member of Executive Committee /<br>Member of Risk Management Committee                                      |
| 7. | Mr. Noppadol Dheerabutrvingkul       | Independent Director / Chairman of the Audit<br>Committee   |
| 8. | Assoc.Prof.Dr. Ekachidd Chungcharoen | Independent Director / Member of Audit Committee /<br>Nomination, Remuneration, Corporate Governance and<br>Sustainability Committee                              |
| 9. | Mrs. Chanchira Samakthai             | Independent Director / Member of Audit Committee /<br>Chairman of the Nomination, Remuneration, Corporate<br>Governance and Sustainability Committee              |

**Management and Staff of the Company:**

- |    |                        |  |
|----|------------------------|--|
| 1. | Ms.Rungarun Harnnarong | Senior Accounting and Finance Manager / Member of Risk<br>Management Committee |
| 2. | Mr.Tummarat Deethong   | Legal Officer and Assistant Company Secretary                                  |

**Representative of Auditor**

- |    |                        |   |
|----|------------------------|---|
| 1. | Ms. Aumpai Saisaeng    | Auditor’s representative from A.M.T. & Associates |
| 2. | Ms. Daranee Somkamnerd | Auditor’s representative from A.M.T. & Associates |

The Secretary informed the meeting that this year, the Company will organize the shareholders' meeting via electronic media, which is in accordance with the Electronic Meeting Act B.E. 2563 and the Ministry of Digital Economy and Society's Announcement on the Security Standards for Electronic Meetings B.E. 2563, in which the Company will collect, use, and disclose personal information, including still images, audio, and video of all meeting participants for the purpose of recording and preparing meeting minutes, meeting management, etc. For further details, please refer to the Personal Data Protection Policy available on the Company's website.

The Company has appointed a certified electronic meeting service provider with recognized expertise. The electronic meeting platform is operated by Quidlab Co., Ltd. and has been duly certified by the Electronic Transactions Development Agency (ETDA).

To make the vote counting transparent and verifiable, and to comply with the Company's good corporate governance policy, the Company has invited Ms. Aumpai Saisaeng, an auditor's representative from A.M.T. & Associates, to act as a vote counting inspector throughout the shareholders' meeting.

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 agenda 5: To consider and approve directors’ remuneration for year 2026, which requires a vote of not less than two-thirds (2/3) of the total number of votes of shareholders, present in person or by proxy.

Agenda Item 7: To consider and approve the share consolidation (change in par value), and Agenda Item 8: To consider the amendment to Clause 4 (Registered Capital) of the Company’s Memorandum of Association to be in line with the share consolidation and the change in par value, shall require an affirmative vote of not less than three-fourths (3/4) of the total votes of shareholders and proxies attending the meeting.

4. Where shareholders have appointed a proxy to cast votes in accordance with their instructions, the Company has already entered their votes “approve”, “disapprove” or “abstain” into the computer for vote counting.
5. The total numbers of votes present at the Meeting on each agenda may differ as some shareholders may attend after the meeting has already started.
6. The Company has provided opportunities for shareholders to propose matters deemed appropriate to be included in the agenda of the meeting and to nominate persons to be elected as directors, including allowing them to submit questions related to the agenda of the meeting in advance, but no proposals were made.

The Secretary informed to the meeting that, the Company has given an opportunity for proposing agenda item for the 2026 AGM and for proposing director’s nomination for the 2026 AGM including the questions that the shareholders can be submitted in advance before the 2026 AGM but there was not any above issue 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 2025 and the business direction for year 2026. Then, Mr. Tummarat Deethong would translate such speech for shareholders. This can be summarized as follows:

On behalf of the Board of Directors and the management team, I would like to thank all of you for attending the Company’s 2026 Annual General Meeting of Shareholders.

Throughout 2025 and continuing to the present, the global economy has continued to face uncertainty arising from geopolitical factors, particularly tensions in the Middle East and the conflict between the United States and Iran, which continue to affect energy stability, oil prices, and investment in the global energy industry.

Although such developments may affect raw material prices, logistics costs, foreign exchange rates, and the lead time for certain materials, the Company has not experienced any significant impact on its project execution or financial position to date. The Company continues to closely monitor the situation and has implemented measures to mitigate potential risks through customer diversification, efficient cost control, supply chain management, and maintaining a strong cash position and liquidity level.

In 2025, the Company was able to maintain business continuity and secure new projects from major customers in the energy sector, particularly Santos Cooper Basin 5 in Australia and Cimtas Batch 2, as well as opportunities for additional projects under the long-term agreement with Cimtas extending through 2029.

Looking ahead to 2026, the Company will continue to focus on increasing opportunities to secure new projects, enhancing cost efficiency, maintaining quality and safety standards, and expanding its customer base into long-term growth sectors such as LNG, Gas Turbine, Hydrogen, Carbon Capture and Storage (CCS), Renewable Energy, and Data Center Infrastructure.

From a financial perspective, the Company remains in a strong position, with a debt-to-equity ratio of 0.09 times and cash on hand of more than Baht 395 million. This strong financial position enables the Company to pursue new investment opportunities and continue delivering attractive returns to shareholders.

On behalf of the Board of Directors and the management team, I would like to express our sincere appreciation to all stakeholders for your continued trust and support. The Company remains committed to becoming one of the leading industrial construction companies serving customers in the energy sector,

while continuing to operate under strong corporate governance principles in order to achieve sustainable growth and deliver appropriate returns to shareholders.

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

**Agenda 1 To acknowledge the operating results for year 2025 and Form 56-1 One Report for year 2025**

The Chairman invited Mr. Tummarat Deethong to present the details of this agenda item to the Meeting. The key points may be summarized as follows:

In 2025, the Company undertook two major projects, the details of which are as follows:

1) Santos Onshore Upstream Development Project, this project involves the procurement and fabrication of steel for the construction of onshore gas wellhead skids as part of upstream gas field development. The project includes contract extension options, and the Company has continuously secured additional work from the client. Currently, the Company is undertaking the Santos GLNG Phases 6 and 7, as well as Santos Cooper Basin Phases 4 and 5.

2) Cimtas Project, this project involves the procurement, fabrication, and assembly of steel products for the construction of gas turbine power plants. The project comprises both extensions of existing contracts and newly awarded contracts. Currently, the Company is undertaking Cimtas Bundle, Tallgrass, and the most recent Batch 2–5 projects, which are long-term contracts.

The Company's contract revenue in 2025 amounted to Baht 727 million, representing a decrease of 44.4% from Baht 1,308 million in 2024. The decline was mainly attributable to a reduction in fabrication volume following the completion phase of major projects, the revenues of which had been recognized in the previous year.

In 2025, gross profit amounted to Baht 88 million, compared to Baht 432 million in the same period of the prior year. The decrease in gross profit was primarily due to the lower level of fabrication activities. The Company recorded an EBITDA loss of Baht 53.0 million, compared to EBITDA of Baht 363.8 million in 2024, reflecting the lower revenue base and reduced gross margin.

The Company recorded a net loss of Baht 167 million, compared to a net loss of Baht 28 million in the same period of the previous year. The increase in net loss was mainly attributable to the Company's operating performance and the impact of foreign exchange fluctuations during the year.

As of present, the Company's backlog amounted to approximately Baht 1,100 million. When classified by industry, the breakdown is as follows:

- Power generation: 24%
- Oil and gas: 76%

With regard to anti-corruption, the Company has established policies on the prevention of corruption, including anti-bribery and anti-corruption practices. Such policies have been

published on the Company's website. The Company strictly prohibits directors, executives, employees at all levels, and any persons related to the Company's business from engaging in any form of corruption. The policies are reviewed on a regular basis to ensure alignment with changes in laws, regulations, standards, and business practices.

The Company has also established procedures and channels for whistleblowing and complaints relating to non-compliance with laws and regulations, as well as corruption and misconduct, including suggestions for improvement. In 2025, the Company did not receive any whistleblowing reports or complaints relating to corruption.

The Company places great importance on sustainability disclosure. As a result of its commitment and continuous efforts, the Company received a Sustainability Disclosure Recognition for the year 2025 from the Thai Institute of Directors (IOD).

The Chairman then invited shareholders to raise questions. As there were no questions raised, the Chairman informed the Meeting that this agenda item was for acknowledgment and no voting was required.

## **Agenda 2 To consider and approve the financial statements for year ended December 31, 2025**

The Chairman proposed to the meeting to consider and approve the financial statements for year ended December 31, 2025 and asked the Secretary to present the relevant details for this agenda to the Meeting, detail as follows;

The Public Limited Companies Act B.E. 2535, Section 112, stipulates that the board of directors must arrange for the preparation of a balance sheet and profit and loss account as of the end of the company's accounting period, to be submitted to the shareholders' meeting for consideration and approval at the annual general meeting.

The Company's financial statements for the year ending December 31, 2025 have been audited by the auditor. The auditor expressed his opinion that the financial statements presented the Company's financial position as of December 31, 2025, its operating results, and its cash flow for the year ending on the same date fairly and in accordance with the financial reporting standards. The Company's audit committee has already reviewed the financial statements, with details as shown in the financial statements, which are part of Form 56-1 One Report for the year 2025, which has been sent to shareholders together with this invitation letter.

The Company's operating results in 2025, as detailed in Agenda 1, and the Company's financial position in 2025 can be summarized as follows:

<b>Financial Position and Operating Results (Million Baht)</b>	<b>Year 2025</b>	<b>Year 2024</b>
Total Revenues	769	1,356
Contract Cost	639	875
Net Profit (Loss)	-167	-28.1
Earnings (Loss) per Share (Baht/share)	-0.10	-0.02
Total Assets	3,336	3,510
Total Liabilities	275	286
Shareholders' Equity	3,062	3,224

The Company's total assets as at 31 December 2025 amounted to Baht 3,336 million, representing a decrease of Baht 174 million from Baht 3,510 million at the end of 2024. The decline was mainly attributable to a decrease in contract assets, in line with the lower volume of work compared to the previous year.

Total liabilities as at the end of 2025 amounted to Baht 275 million, decreasing from Baht 286 million in 2024. The reduction in total liabilities was primarily due to a decrease in trade payables, in line with the lower volume of work.

Shareholders' equity as at the end of 2025 amounted to Baht 3,062 million, decreasing from Baht 3,224 million in 2024. The decrease was mainly due to the Company's net loss recorded in 2025.

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, 2025 be approved with the following votes:

	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained</b>
No. of votes	1,187,584,711	0	0
%	100.00	-	-

**Agenda 3 To consider and approve the cash dividend payment for the year 2025.**

The Chairman requested the Secretary 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. 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.

Details of Dividend Payout	2025	2024
1. Net Profit (Loss) (Million Baht)	-166.9	-28
2. Number of shares	1,586.80	1,599.04
3. Dividend per share (Baht/Share)	0.0171	-
· Interim Dividend	-	-
· Final Dividend	0.0171	-
4. Total Dividend (Million Baht)	Not exceeding 27.13	-
5. Payout ratio per net profit (%)	-	-

In 2025, the Company carefully considered various factors, including business conditions, market conditions, investment opportunities, and other relevant considerations, and determined that the Company has sufficient cash flow to pay dividends. Accordingly, it is proposed to pay a dividend at the rate of Baht 0.0171 per share, totaling not exceeding Baht 27.13 million.

The dividend of Baht 0.0171 per share will be paid from retained earnings derived from operations that are not subject to corporate income tax at the rate of 20%. In this regard, individual shareholders will not be entitled to a tax credit on such dividends pursuant to Section 47 bis of the Revenue Code.

The Record Date for determining shareholders entitled to receive the dividend is set for 13 March 2026, and the dividend payment date is scheduled for 20 May 2026.

The Company will not allocate additional legal reserves, as it has already fully complied with the legal reserve requirement as prescribed 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 2025 Operating Results in the form of cash with following votes cast.

	Approved	Disapproved	Abstained
No. of votes	1,187,584,711	0	0
%	100.00	-	-

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

The Chairman informed the Meeting that, in accordance with good corporate governance principles, the directors who are required to leave the Meeting during the consideration of this agenda item are Mr. Boonchuay Korkitrojana (Chairman), Mr. Kyu Young Lee, and Mr. Seong Jin Lee.

As the Chairman is required to leave the Meeting during the consideration of this agenda item, Mr. Noppadol Dheerabutrtrongkul was requested to act as Chairman for this agenda item.

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 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 2026 public through SET Community Portal and the Company's website from October 1, 2025 to December 31, 2025. However, there were no proposal of director nomination.

At present, the Company has 9 directors, and on this annual general meeting of shareholders of 2026 will have 3 directors who will be retired by rotation as follow;

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

The nomination process for the Company's directors has been duly screened and carefully considered by the Nomination, Remuneration, Corporate Governance and Sustainability Committee (the "Nomination Committee"). The Nomination Committee has taken into account the qualifications of directors as prescribed under the Public Limited Companies Act B.E. 2535 (1992), as amended, including educational background, skills, work experience in businesses relevant to the Company's operations, and professional diversity that would be beneficial to the Company's business and contribute to its development. The past performance of each director has also been duly considered.

For independent directors, the Nomination Committee has considered their qualifications in accordance with the definition of independent directors as prescribed by the Capital Market Supervisory Board and the Stock Exchange of Thailand. The Nomination Committee is of the opinion that the persons proposed for appointment as independent directors possess all the required qualifications under the relevant laws and regulations,

including the absence of any significant business relationship with the Company that may impair their ability to perform their duties independently.

The Board of Directors is of the opinion that all three directors possess the appropriate qualifications and are suitable to be re-appointed as directors of the Company for another term. The profiles and details of the three directors are set out in Enclosure 3 of the Notice of the Meeting.

In this regard, the Board of Directors has considered and determined that Mr. Boonchuay Korkitrojana, who has been nominated for appointment as an independent director, possesses all the qualifications required for independent directors under the relevant laws and the Company's criteria, in accordance with the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand.

Given the specialized nature of the Company's business, which requires individuals with specific knowledge, experience, and expertise, the pool of qualified candidates is limited. Therefore, the Company considers it necessary for the independent director to serve for a term exceeding nine years.

The Company Secretary informed the Meeting that, in accordance with good corporate governance practices, the Company has arranged for the voting on the appointment of directors under this agenda item to be conducted on an individual basis. The individual voting will be conducted in sequence through the automated system of the Stock Exchange of Thailand. The profiles of the three directors are as follows:

**1) Mr. Boonchuay Korkitrojana**

He currently serves as Chairman of the Board and qualifies as an independent director in accordance with the requirements of the Stock Exchange of Thailand. He holds a Master's degree in Business Administration and a Bachelor's degree in Engineering, among other qualifications. He possesses expertise in quality management systems, environmental management, and occupational health and safety management in accordance with international standards. In addition, he has strong knowledge and understanding of strategic planning, risk management, anti-corruption practices, and internal control systems, which are highly beneficial to the Company's internal audit and control functions.

**2) Mr. Kyu Young Lee**

He currently serves as Chairman of the Executive Committee and Chairman of the Risk Management Committee. He is one of the Company's founders since 1994, when it was established under the name BJC Industrial Co., Ltd. With his broad vision in recognizing opportunities in international markets, the Company began expanding its services to overseas clients in 2001. He has led the Company through various economic crises and guided its growth to the present day. His extensive management experience is highly valuable to the Company's operations and business development.

### 3) Mr. Seong Jin Lee

He currently serves as Assistant Managing Director – Projects, Executive Director, and member of the Risk Management Committee. He holds both Bachelor’s and Master’s degrees in Chemical Engineering. He has strong expertise in project execution and production, with over 20 years of continuous experience in the Company’s manufacturing operations, which is highly beneficial to the management of each project.

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, Chairman/Independent Director

	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained</b>
No. of votes	1,187,584,211	500	0
%	100.00	-	-

#### 2) Mr. Kyu Young Lee, President

	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained</b>
No. of votes	1,187,584,711	0	0
%	100.00	-	-

#### 3) Mr. Seong Jin Lee, Assistant Managing Director

	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained</b>
No. of votes	1,187,584,711	0	0
%	100.00	0.00	-

### Agenda 5 To consider and approve the directors’ remuneration for year 2026

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

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 determination of directors' remuneration for the year 2026 has been reviewed by the Nomination, Remuneration, Corporate Governance and Sustainability Committee (the "NRCGS"). The NRCGS has carefully considered such remuneration by taking into account comparisons with the nature and scale of business of other public limited companies listed on the Stock Exchange of Thailand, in order to ensure appropriateness in line with the good corporate governance principles of the Stock Exchange of Thailand, as well as the Company's expected increase in workload in 2026, as follows:

	2026	2025	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	-
Nomination Remuneration Corporate Governance and Sustainable Committee	5,000	5,000	-
<b>Transportation (Baht/person/time)</b>	By Company	By Company	-
<b>Accommodation (if necessary)</b>	By Company	By Company	-
<b>Others Benefit</b>	Depending on the Company's performance	Depending on the Company's performance	-
<b>Director's Bonus</b>	Depending on the Company's performance	Depending on the Company's performance	-
<b>Director's remuneration (total)</b>	not exceeding Baht 3 million	not exceeding Baht 3 million	-

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 2026 be approved with following votes:

	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained</b>
No. of votes	1,187,584,711	0	0
%	100.00	-	-

**Agenda 6 To consider and approve the appointment of the auditors and determine the auditing fee for year 2026**

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 Clause 36 of the Article of Association of the Company and Section 120 of the Public Limited Companies Act B.E. 2535, the annual general meeting shall appoint the Company's auditor and determine the auditing fee every year. In appointing the auditor, the former auditor may be re-appointed.

The Audit Committee considered the performance of A.M.T. & Associates in the past year and was of the opinion that A.M.T. & Associates and its auditors have expertise in auditing construction contracting businesses, as well as providing advice and consultation on accounting, taxation, and internal control systems.

Therefore, the Audit Committee deems it appropriate to propose to the Board of Directors to propose to the shareholders' meeting for consideration and approval of the appointment of auditors from A.M.T. Associates as follows:

- 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
- Ms. Nattaya Tungpradit, Certified Public Accountant No. 11591 or
- Mr. Siramate Akkharachotkullanun, Certified Public Accountant No. 11821

are the Company's auditor for the year 2026.

The auditors on the proposed list and A.M.T. & Associates have no relationship or interest with the Company/affiliated companies/executives/major shareholders or persons related to such persons. Therefore, they are independent in auditing and expressing their opinions on the Company's financial statements.

The auditors from A.M.T. & Associates have been the Company's auditors since 2007 before the Company became a public company, for a total of 17 years. The Board of Directors and the Audit Committee believe that the auditors from A.M.T. & Associates have good work standards, are experts in auditing, and have consistently performed their duties well. Therefore, when the Company became a public company and listed on the Stock Exchange in 2013, the Company appointed A.M.T. & Associates to continue to serve as the auditors.

As for the audit fee for the year 2026 proposed by A.M.T. & Associates, the rate is the same as the audit fee for the year 2025, which the Audit Committee considers appropriate

for the type of business and size of the Company's transactions. The Company does not have any subsidiaries.

The audit fee for the year 2026 is 1,350,000 baht, as follows:

Service Fee	2026	2025	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.*

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 2026, be approved.

- 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
- Ms. Nattaya Tungpradit, Certified Public Accountant No. 11591 or
- Mr. Siramate Akkharachotkullanun, Certified Public Accountant No. 11821

and the Audit Fee for the year 2026 in total of Baht 1,350,000 be also approved, with following votes:

	Approved	Disapproved	Abstained
No. of votes	1,187,584,711	0	0
%	100.00	-	-

#### **Agenda 7 To consider and approve the share consolidation (change of par value)**

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

As resolved by the Board of Directors, the Annual General Meeting of Shareholders for the year 2026 is proposed to consider and approve the change in the Company's par

value by way of share consolidation, from the existing par value of Baht 0.25 per share to Baht 1.00 per share. As a result, the total number of issued shares will be reduced from 1,599,690,000 shares (one billion five hundred ninety-nine million six hundred ninety thousand shares) to 399,922,500 shares (three hundred ninety-nine million nine hundred twenty-two thousand five hundred shares). Such change in par value will result in a reduction in the number of shares held by each shareholder at a ratio of four (4) existing ordinary shares to one (1) new ordinary share. This adjustment represents a restructuring of the number of shares and par value to achieve a more appropriate share structure, enhance trading stability, and broaden the investor base, particularly among institutional investors. This change will not affect the total investment value, shareholders' rights, or the Company's registered capital and paid-up capital, as follows:

Description	<b>Before</b> Change	<b>After</b> Change
Registered Capital	399,922,500.25 baht	399,922,500.25 baht
Paid-up Capital	399,922,500.00 baht	399,922,500.00 baht
Par Value	0.25 baht	1.00 baht
Issued and Paid-up Shares	1,599,690,000 shares	399,922,500 shares

In this regard, the calculation of the share consolidation from Baht 0.25 per share to Baht 1.00 per share may result in fractional shares for certain shareholders. Such fractional shares will be rounded down and cancelled. The Company will assign Thailand Securities Depository Co., Ltd. ("TSD"), the Company's share registrar, to calculate the share consolidation and the rounding of fractional shares in accordance with TSD's system procedures.

The Company has reviewed the shareholding structure based on the latest record date and confirmed that after the share consolidation, the Company's free float will remain in compliance with the Stock Exchange of Thailand's requirements, i.e., not less than 150 minority shareholders holding in aggregate not less than 15 percent of the paid-up capital.

To protect the rights of shareholders affected by fractional shares, shareholders may buy or sell odd lots in the Stock Exchange of Thailand prior to the effective date of the change of par value in order to adjust their holdings to be divisible by the consolidation ratio. For any fractional shares remaining after the calculation, the Company will compensate shareholders in cash at a price equal to the market price of the Company's shares, calculated based on the weighted average trading price on the Stock Exchange of Thailand for seven (7) consecutive business days prior to the date of registration of the change of par value with the Department of Business Development, Ministry of Commerce. Shareholders may request the cash compensation by:

- Collecting the compensation in person at the Company's head office at No. 594 Moo 4, Makhamkoo Sub-district, Nikompatthana District, Rayong 21180; or
- Notify the Company in writing of their intention to receive the cash compensation for fractional shares and provide the bank account details for the transfer of funds, either by post addressed to the Company or via the Company's e-mail at

ir@bjc1994.com Such notification must be accompanied by valid and unexpired identification documents of the shareholder (e.g., a copy of the national identification card, government officer identification card, state enterprise employee identification card, passport, or a company affidavit issued within the past three months, as applicable), together with a copy of the bank account to be used for the transfer of funds. The name of the bank account holder must be identical to the name of the shareholder. The Company will transfer the cash compensation for fractional shares upon verification of the accuracy and completeness of the submitted information.

Shareholders must request the compensation within one (1) month from the date on which the registration of the change of par value with the Department of Business Development, Ministry of Commerce is completed, which is expected to be in May 2026 or within 14 days from the date on which the shareholders' meeting passed the resolution

The Company will further announce the details through the SET disclosure system. If any shareholder fails to request the compensation within the specified period, the Company shall deem that such shareholder has waived the right to receive the cash compensation.

The Board of Directors resolved to propose the matter to the Annual General Meeting of Shareholders 2026 for consideration and approval of the authorization to the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the authorized directors and/or any persons designated by them to determine any terms, conditions, and details relating to the share consolidation, including but not limited to the compensation for fractional shares and any necessary filings or applications with relevant authorities.

The Company Secretary further informed the Meeting that, if any shareholder does not wish to receive cash compensation for fractional shares within the specified period, the Company will proceed to sell such fractional shares through the Thailand Securities Depository Co., Ltd. (TSD), which serves as the Company's share registrar.

#### Schedule for the Change in Par Value

ขั้นตอนการดำเนินการ Procedures	วัน / เดือน / ปี Day / Month / Year
1. ที่ประชุมสามัญผู้ถือหุ้นมีมติการเปลี่ยนแปลงพาร์ Shareholders' Meeting resolution on the change in par value	23 เมษายน 2569 23 April 2026
2. ประกาศมติที่ประชุมผู้ถือหุ้นผ่านระบบ SETLink Announcement of the shareholders' resolution via SETLink	23 เมษายน 2569 23 April 2026
3. จัดทะเบียนเปลี่ยนแปลงพาร์ และแก้ไขหนังสือบริคณห์สนธิ ต่อกรมพัฒนาธุรกิจการค้า กระทรวงพาณิชย์ ผ่านระบบ e-PCL Registration of the change in par value and amendment to the Memorandum of Association with the DBD, MOC via e-PCL	24 เมษายน 2569 24 April 2026
4. ยื่นเอกสารการจดทะเบียนเปลี่ยนแปลงพาร์ และแก้ไขหนังสือบริคณห์สนธิ ณ กรมพัฒนาธุรกิจการค้า กระทรวงพาณิชย์ Submission of documents for the registration of the change in par value and amendment to the MOA to DBD, MOC	28 เมษายน 2569 28 April 2026
5. ประกาศแจ้งการจดทะเบียนเปลี่ยนแปลงพาร์ และแก้ไขหนังสือบริคณห์สนธิ ผ่านระบบ SETLink Announcement of the registration of the change in par value and amendment to the MOA via SETLink	29 เมษายน 2569 29 April 2026
6. ยื่นความประสงค์ขอรับเงินชดเชยค่าเศษหุ้น Submission of request to receive cash compensation for fractional shares	28 เมษายน 2569 – 27 พฤษภาคม 2569 30 April 2026 – 27 May 2026
7. ดลท. ประกาศวันเริ่มซื้อขายพาร์ใหม่ SET announces the first trading date under the new par value	30 เมษายน 2569 30 April 2026
8. วันที่เริ่มซื้อขายด้วยพาร์ใหม่ First trading date under the new par value	7 พฤษภาคม 2569 7 May 2026

Note: The above schedule is preliminary and subject to change, depending on the time required for consideration and approval of the registration by the officials of the Department of Business Development (DBD), Ministry of Commerce, and other relevant authorities.

The Chairman then invited shareholders to raise questions. As there were no questions raised, the Chairman requested the Meeting to consider and approve the share consolidation (change in par value) as proposed. This agenda item requires an affirmative vote of not less than three-fourths (3/4) of the total votes of shareholders and proxies attending the Meeting and entitled to vote.

**Resolution** The Meeting, having considered the matter, resolved to approve the share consolidation (change in par value) with the following votes:

	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained</b>
No. of votes	1,187,584,711	0	0
%	100.00	-	-

**Agenda 8 To consider and approve the amendment to Clause 4 (Registered Capital) of the Memorandum of Association to be in line with the share consolidation (change in the par value of shares).**

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

This agenda item proposes that the Meeting consider and approve the amendment to Clause 4 (Registered Capital) of the Company's Memorandum of Association to be in line with the share consolidation and the change in par value. Such amendment is merely to adjust the number of shares and the par value in the Memorandum of Association to reflect the new structure and does not affect the Company's total registered capital.

**รายละเอียดการแก้ไขหนังสือบริดณห์สนธิ**  
Details of the Amendment of Memorandum of Association (MOA)

ข้อ 4. (Clause 4.)	ทุนจดทะเบียนจำนวน Registered Capital	399,922,500.25 บาท (baht)
	แบ่งออกเป็น (จำนวนหุ้น) Number of Shares	399,922,500 หุ้น (shares)
	มูลค่าหุ้นละ Par Value	1.00 บาท (baht)
	โดยแยกออกเป็น (ประเภทหุ้น) Types of Shares	
	หุ้นสามัญ Ordinary shares	399,922,500 หุ้น (shares)
	หุ้นบริวารสิทธิ Preference shares	-

Following approval by the shareholders' meeting, the Company will proceed to register the amendment to Clause 4 of the Memorandum of Association with the Department of Business Development (DBD), Ministry of Commerce, within the period prescribed by law, which is generally required to be completed within 14 days from the date of the shareholders' resolution, expected to be around early May.

In addition, the Board of Directors has resolved to propose to the 2026 Annual General Meeting of Shareholders for consideration and approval the authorization for the Chief Executive Officer and/or authorized directors of the Company and/or any person designated by the Chief Executive Officer or authorized directors to have the authority to determine, amend, and specify details in connection with the change in par value. This includes the authority to amend wording or details in the minutes of the shareholders' meeting, the Memorandum of Association, and/or any related applications or documents, as well as to take any actions necessary to comply with the registrar's orders in relation to the registration of the change in par value and the amendment to the Memorandum of Association with the Department of Business Development (DBD).

The Chairman then invited shareholders to raise questions. As there were no questions raised, the Chairman requested the Meeting to consider and approve the share consolidation (change in par value) as proposed. This agenda item requires an affirmative vote of not less than three-fourths (3/4) of the total votes of shareholders and proxies attending the Meeting and entitled to vote.

**Resolution** The Meeting, having considered the matter, resolved to approve the the amendment to Clause 4 (Registered Capital) of the Memorandum of Association to be in line with the share consolidation (change in the par value of shares). with the following votes:

	<b>Approved</b>	<b>Disapproved</b>	<b>Abstained</b>
No. of votes	1,187,584,711	0	0
%	100.00	-	-

**Agenda 9 To consider other matters (if any)**

The Chairman informed to the meeting that, all agendas which has been sent with the invitation letter, have considered and approved by the Shareholders' meeting, for any other propose agenda requires shareholders of not less than one-thirds of the total issued shares or not less than 533,230,000 shares. There was no shareholder proposes any additional agenda items for consideration

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

Mr. Vichit Laosaetthirakul, a shareholder, raised a question regarding the dispute currently under arbitration, specifically on the current status of the case, the expected timeline for completion, and the potential outcome under a worst-case scenario.

Mr. Seung Woo Lee, Deputy Managing Director, responded to the inquiry, with Mr. Thammarat Deethong, Company Secretary, serving as interpreter. He stated that the current status of the case remains positive. The arbitration proceedings are expected to commence around the fourth quarter of 2026 or toward the end of 2026. The Company's legal counsel has advised that the Company continues to have a reasonable prospect of success in this case.

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

**Meeting ended at 15.45 hrs.**

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

( Mr. Boonchuay Korkitrotjana )

..... - *Tummarat Deethong* - Meeting Recorder

( Mr.Tummarat Deethong)