

(Translation)

Ref. No. HARN 004/2021

February 25, 2021

Subject: Resolutions of the Board of Directors' Meeting regarding dividend payment proposal for the year 2020 and the determination of the date and agendas of 2021 Annual General Meeting of Shareholders (AGM)

To: The President of the Stock Exchange of Thailand

Cc: Secretary-General of the Securities and Exchange Commission

The Board of Directors of Harn Engineering Solutions Public Company Limited ("the Company") at the meeting No.1/2021 on February 25, 2021 has passed a resolution to propose to the 2021 Annual General Meeting of Shareholders (AGM) to approve the dividend payment for the year 2020, and has passed a resolution to determine the date and agendas for 2021 AGM as follows:

1. Set the Record Date to determine the shareholders who are entitled to attend and vote in the AGM and receive the dividend payment on Monday, March 15, 2021, and set the date of dividend payment on Friday, May 14, 2021. (However, the right to receive dividend is not confirmed until the approval is granted by the 2021 AGM)

2. To convene the 2021 Annual General Meeting of Shareholders (AGM) on Friday, April 23, 2021, at 14.00 hrs., at HALL 31-32, 3rd Floor, Harn Engineering Solutions Public Company Limited, No. 559 Soi Soonvijai 4, Rama 9 Road, Bang Kapi Sub-district, Huay Kwang District, Bangkok. In addition, the Company's Board of Directors has delegated the authority to the Executive Committee and/or the Chief Executive Officer to have the power, to amend and/or determine the date, time, place, the format meeting and agenda of the Annual General Meeting for the Year 2021 according to the law's requirement and circumstances.

The agenda of the 2021 Annual General Meeting of Shareholders will be as follows:

Agenda no. 1 To consider adopt minutes of the 2020 Annual General Meeting of Shareholders

Board's opinion:

The minutes of the 2020 Annual General Meeting of Shareholders held on August 3, 2020 are correct and complete. It is thus deemed appropriate for the shareholders to adopt such minutes.

Agenda no. 2 To Acknowledge the Company's operating results for the year 2020

Board's opinion:

After due consideration, the Board found it appropriate to propose to the AGM to acknowledge the 2020 operating results.

Agenda no. 3 To consider approve the Consolidated Financial Statement and Separated Financial Statements for the year ended December 31, 2020

Board's opinion:

After due consideration, the Board found it appropriate to propose to approve the audited Consolidated Financial Statements and Separated Financial Statements for the year ended December 31, 2020 of the company and the subsidiaries which were audited and certified by the Auditor and reviewed by the Audit Committee.



Agenda no. 4 To consider approve the appropriation of profit and dividend payment for the 2020 operating results

Board's opinion:

After due consideration, the Board found it appropriate to propose to the AGM to approve the dividend payment from the Company's operating results from January 1 to December 31, 2020 which will be paid to shareholders of total 584,500,000 shares at Baht 0.13 per share, totaling payment Baht 75,985,000 or representing a dividend payment ratio of 76.47% of net profit. Which also in accordance with the Company's dividend payment policy of no less than 40% of net profit of financial statements after income tax and all legally required reserves which set the Record Date to determine the shareholders who are entitled to receive the dividend payment on Monday, March 15, 2021, and set the date of dividend payment on Friday, May 14, 2021. In addition, the Company's has completely the statutory reserve is equal to 10 percent of the capital stock and paid-up capital. Hence, there is will not need to consider the appropriation further allocation of profit the statutory reserve.

However, the right to receive dividend is not confirmed until the approval is granted by the 2021 AGM.

Agenda no. 5 To consider approve election of directors in Replacement of those who complete their terms by rotation in 2021

Board's opinion:

The 2021 Annual General Meeting of Shareholders, according to the Company's Article of Association, the Board of Director who are due to retire by rotation 3 directors are as follows:

(1) Dr. Sothitorn	Mallikamas	Independent Director
(2) Mr. Wirat	Sukchai	Director
(3) Mrs. Valeeratn	Chuerboonchai	Director

In this regard, Dr. Sothitorn Mallikamas, Independent Director, does not wish to be re-elected as Independent Director and all positions in the Company, in order to comply with the principles of good corporate governance and in line with the Company's corporate governance policy, to set the Independent Director shall hold the position for a continuous period of not more than 9 years.

After due consideration, the Board, excluding the Directors who have interests in this matter, was carefully consideration and screening and agreed with the Nomination and Remuneration Committee proposal and found it appropriate to propose to the AGM to consider the appointment of directors due to retire in 2021 was re-elected as directors are as follows:

(1) Mr. Wirat	Sukchai	Re-elected as Director
(2) Mrs. Valeeratn	Chuerboonchai	Re-elected as Director

Agenda no. 6 To consider and approve the appointment of New Director

Board's opinion:

After due consideration, the Board has agreed with the proposal of Nomination and Remuneration Committee, found it appropriate to propose to the AGM to approve the appointment of new director; Mr. Prasert Deejongkit as an Independent Director and Audit Committee replacing Dr. Sothitorn Mallikamas, In this regard, considered that the candidates nominated the scrutinizing process careful possess all qualifications to be an independent director, he is qualified for the business of the company and is a person with knowledge, ability and experience that will benefit the business of the company and shareholders. He is considered independent in giving opinions and has qualifications according to the definition of independent directors as stipulated by the Capital Market Supervisory Board regarding shareholding.

Agenda no. 7 To consider approve the 2021 remuneration for Board of Director and Board-Committees**Board's opinion:**

After due consideration, the Board has agreed with the proposal of Nomination and Remuneration Committee and found it appropriate to propose to the AGM to approve the Remuneration for the Company's Directors and Board-Committees for the year 2021 (effective May 1, 2021) as detailed in the below table. The Nomination and Remuneration Committee has come up with the proposal after carefully considered the appropriateness of the remuneration by taking into account various related factors and criteria.

Types of Remuneration	2021 (Current Proposal)	Compared with year 2020
1. Monthly remuneration : Directors / Audit Committee / Risk Management Committee / Nomination and Remuneration Committee		
- Chairman of the Board	Baht 30,000 /month	Baht 30,000 /month
- Chairman of the Board-Committee	Baht 25,000 /month	Baht 25,000 /month
- Director / Independent Director	Baht 20,000 /month	Baht 20,000 /month
- Director (working 2 days a week)	Baht 80,000 /month	Baht 120,000 /month
2. Meeting allowance : Directors / Audit Committee		
- Chairman	Baht 20,000 /meeting	Baht 15,000 /meeting
- Director	Baht 15,000 /meeting	Baht 10,000 /meeting
3. Meeting allowance : Risk Management Committee / Nomination and Remuneration Committee		
- Chairman	Baht 15,000 /meeting	Baht 15,000 /meeting
- Director	Baht 10,000 /meeting	Baht 10,000 /meeting
4. Bonuses	None	None
5. Other Remuneration	None	None

Remark: 1. Director entitled to remuneration must not be the Company's employees who receive a regular salary.
2. Director who held other positions in the Sub-committees will receive only the highest amount of monthly remuneration.

Agenda no. 8 To consider approve the 2021 Annual Appointment of Auditors and Determination of their Remuneration**Board's opinion:**

After due consideration, with recommendation from the Audit Committee, the Board found it appropriate to propose to the AGM to appoint auditors from Dharmniti Auditing Co., Ltd., which is the same auditor with one subsidiary company (Aiyaraharn Co.,Ltd.), whereby one of the following auditors may be appointed as the auditor of the Company for 2021.

1. Mr.Thanawut Piboonsawat Certified Public Accountant Registration No.6699 Auditing during the past 7 year: 4 Years (2017 to 2020), or
2. Miss Potjanarat Siripipat Certified Public Accountant Registration No.9012 Auditing during the past 7 year: None, or
3. Miss Roongnapha Saengchan Certified Public Accountant Registration No.10142 Auditing during the past 7 year: None, or
4. Miss Techinee Pornpenpob Certified Public Accountant Registration No.10769 Auditing during the past 7 year: None, or
5. Other auditors approved by the Office of the Securities and Exchange Commission. Assigned by Dharmniti Auditing Co., Ltd. as the responsible auditor.

The Board also found it appropriate to propose to the AGM to approve the remuneration of auditors for 2021 annually and quarterly review which is illustrated in the table below:

Change	2021 (Current Proposal)	Compared with year 2020	Change
1. Audit Fee - Annual audit fee and quarterly review fee	1,448,000	1,406,000	increase by 42,000 Baht or 2.99%
2. Other expenses which cover miscellaneous expenses during work period such as traveling and telephone etc.	per actual of expenses	per actual of expenses	- None -

Agenda no. 9 Other matters (if any)

As per good corporate governance practice of listed companies, the company has given the opportunity to the shareholders to propose important matters to be included in the 2021 Annual General Meeting of Shareholders and opportunity to nominate a person to be considered to be the director of the Company in advance of the meeting (during 1 October until 31 December 2020). However, neither the proposed agenda for the 2021 annual general meeting of shareholders, nor the names of the nominated person to be directors is received by the Company.

The Company will send a notice convening the 2021 Annual General Meeting of Shareholders containing the Board of Directors' opinions together with all meeting documents to the shareholders within the period specified by law, and post such notice together with all meeting documents on the website: www.harn.co.th so that the shareholders can access and study the agenda and documents for the meeting.

Please be informed accordingly.

Sincerely yours,

(Mr. Wirat Sukchai)
Chief Executive Officer
Authorized to sign on behalf of the Company

Company Secretary
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