

Notice of the 2017 Annual General Meeting of Shareholders



Harn Engineering Solutions Public Company Limited

Friday, 28 April 2017

at 14.00 hrs.

Parichart Hall, 3rd Floor, Golden Tulip Sovereign Hotel, Bangkok,
92 Soi Saengcham, Rama9 Road,
Huaykwang District, Bangkok

Registration opened at 13.00 hrs.

To speed up and facilitate the registration,
please bring the Registration Form containing Barcode to the meeting venue.

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Enclosures

1. Annual Report 2017 in CD-ROM
2. Registration Form containing Barcode
(Please bring in the meeting date)
3. Proxy Form B

Note : Enclosure 1, 2 and 3 are attached to this AGM invitation notice.



April 3, 2017

Subject: Invitation to the 2017 Annual General Meeting of Shareholders

To: Shareholders

The Board of Directors' meeting of Harn Engineer Solutions Public Company Limited held on February 24, 2017 resolved to convene the 2017 Annual General Meeting of Shareholders on Friday, April 28, 2017 at 14.00 hrs. at Parichart Hall, 3rd Floor, Golden Tulip Sovereign Hotel Bangkok, No. 92 Soi Saengcham, Rama 9 Road, Bangkapi Subdistrict, Huaykhwang District, Bangkok 10320, to consider the following agenda items together with the Board of Directors' opinions:

Agenda no. 1 To consider and adopt minutes of the Extraordinary General Meeting of Shareholders No. 1/2016

Objective and rationale

The Company's Extraordinary General Meeting of Shareholders No. 1/2016 was held on November 1, 2016, minutes of which have been prepared and submitted to the Ministry of Commerce within the period prescribed by law, and a copy of which is as attached in Annex 1.

Board of Directors' opinion

The Board views that the minutes of the Extraordinary General Meeting of Shareholders No. 1/2016 mentioned above are correct, and thus deems it expedient to propose for the shareholders to consider and adopt such minutes.

Voting for resolution: *Majority votes* of the total shareholders who attend and vote at the meeting are required.

Agenda no. 2 To acknowledge the Company's operating results for the year 2016

Objective and rationale

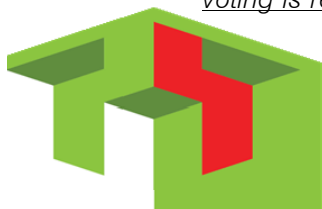
The Company had prepared a report to the Board of Directors the operating results for the year 2016. After due consideration, the Board of Director found that they were accurate and contained all essential as presented in the Annual Report 2016 as in Enclosure 1 in the form of CD-ROM sent to the shareholders together with this invitation notice.

Board of Directors' opinion

It is deemed expedient for the shareholders meeting to acknowledge the Company's operating results for the year 2016.

Voting for resolution:

This agenda item is to report the Company's operating results for acknowledgment, so *no voting is required*.



Agenda no. 3 To consider and approve the Financial Statements for the year ended December 31, 2016

Objective and rationale

According to Section 112 of the Public Limited Companies Act B.E. 2535, and Clause 48 of the Company's Articles of Association, the Company is required to prepare and propose its balance sheet and statement of income as at the end of the Company's accounting period for the shareholders' consideration and approval.

Audit Committee's opinion

The 1/2017 Audit Committee meeting held on February 24, 2017 reviewed the Company's financial statements for the year ended December 31, 2016 and opinioned that such financial reports are correct and complete in accordance with the generally accepted accounting standards and in compliance with the criteria of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand as appropriate in the material aspects, and with disclosure of which made in an appropriate, complete and reliable manner.

Board of Directors' opinion

It is deemed expedient to propose for the shareholders meeting to consider and approve the Company's Financial Statements for the year ended December 31, 2016 duly audited and certified by the external auditor and reviewed by the Audit Committee as detailed in the Annual Report 2016 (on the section regarding financial statements) (Enclosure 1).

Voting for resolution: Majority votes of the total shareholders who attend and vote at the meeting are required.

Agenda no. 4 To consider and approve the appropriation of profit and payment of dividend for Operating Results of 2016

Objective and rationale

According to Clause 43 of the Company's Articles of Association, the shareholders are prescribed to consider and approve appropriation of profit and payment of dividend at the annual ordinary general meeting of shareholders. In addition, Clause 45 of the Articles of Association specifies for the Company to appropriate to the reserve fund at least 5% of its annual net profit deducted by accumulated loss balance brought forward (if any) until the reserve fund reaches the amount of no less than 10% of the Company's registered capital.

Board of Directors' opinion

The Board deems it expedient to propose for the shareholders meeting to consider and approve the Company's appropriation of profit and payment of dividend for the operating results of 2016. In 2016, the Company recorded a net profit according to the consolidated financial statements of Baht 40,530,441.11 (forty million five hundred thirty thousand four hundred forty-one baht and eleven satang) or Baht 0.11 per share.

The Company has a policy to allocate dividend to its shareholders at a rate of at least 40% of its net profit after income tax and reserve of all types as required by law. Based on the Company-only financial statements, the Board deems it appropriate to propose payment of dividend for the operating results of 2016 at a rate of Baht 0.09 per share for a total of 584,500,000 shares, making up a total of Baht 52,605,000 (fifty-two million six hundred and five thousand baht) in dividend payment. The dividend payment at such rate accords with the Company's dividend payment policy.

The unappropriated retained earning brought forward plus total comprehensive income of the year of Baht 57,132,637.44 (fifty-seven million one hundred thirty-two thousand six hundred thirty-seven baht and forty four satang) has completely been appropriated to the statutory reserve at least 5% of the annual net profit, totaling Baht 2,026,522.01 (two million twenty-six thousand five hundred twenty-two baht and one satang). Therefore, upon dividend payment of Baht 52,605,000 (fifty-two million six hundred and five thousand baht), the remaining unappropriated retained earning carried forward will total Baht 2,501,115.43 (Two million five hundred one thousand one hundred fifteen baht and forty-three satang).

Ordinary shareholders that are individuals may request income tax credit at a rate of 20/80 of dividend pursuant to the criteria set forth in Section 47 bis of the Revenue Code.

The Board has set the Record Date to specify the names of the shareholders who have the right to receive dividend payment on Tuesday, March 14, 2017, and the Closing Date of the share register book for the purpose of compiling the shareholders list on Wednesday, March 15, 2017 in accordance with Section 225 of the Securities and Exchange Act. The dividend payment is scheduled to be made on Friday, May 26, 2017. (The proposed dividend payment is subject to approval by the 2017 Annual General Meeting of Shareholders to be held on Friday, 28 April 2017.)

Dividend payment rates over the past three years are shown in comparison below:

Dividend payment	2016 (Year proposed)	2015 (Year	2014
Interim dividend (Baht/share)	-	-	-
Earnings per share (Baht)	0.11	0.13	0.25
Annual dividend (Baht/share)	0.09	0.10	0.15
Dividend (Baht/share)	-	-	-
Dividend payment to net profit (%)	81.82	76.92	60.00
Par value (Baht/share)	0.50	0.50	0.50
Number of ordinary shares (shares)	584,500,000	350,000,000	350,000,000

Voting for resolution: *Majority votes* of the total shareholders who attend and vote at the meeting are required.

Agenda no. 5 To consider and approve election of directors to replace those due to retire by rotation

Objective and rationale

According to Clause 17 of the Company's Articles of Association, "at every annual ordinary general meeting of shareholders, at least one-third (1/3) of the total number of the directors of the Company shall retire by rotation. If the number of directors cannot be equally divided into three, the number of directors closest to one-third (1/3) shall retire." At present, the Company has a total of ten directors. By 2017 four directors due to retire by rotation are as attached in Annex 2 (1)-(4).

Board of Directors' opinion

The Company has allowed shareholders to nominate qualified persons without prohibited characteristics for the election of directors by publishing the nomination process on the company website until December 31, 2016. It has turned out that no shareholder has nominated any person for election of director at the 2017 shareholders' meeting.

The Board deems it expedient to propose for the shareholders to re-elect the following directors due to retire by rotation at this meeting as directors for another term:

- | | |
|------------------------------|----------------------|
| 1. Mr.Thakol Nunthirapakorn | Independent Director |
| 2. Mr. Parkphum Wongpaitoon | Director |
| 3. Mrs. Sirima Iamsakulrat | Director |
| 4. Mr. Sothithorn Mallikamas | Independent Director |

Voting for resolution: Majority votes of the total shareholders who attend and vote at the meeting are required.

- Agenda no. 6 To consider and approve the change of the number of the Company's directors and the appointment of a new director.

Objective and rationale

To make the management of the company more efficient, the Executive Committee recruited one new director, Mr. Jain Charnnarong; his professional qualification is enclosed in Annex 3. (Profiles of new Director). In this regard, the Executive Board of Directors considers that the said persons have the knowledge, capacity, experience and skills in Engineering and Technology that will be beneficial to the Company's operation and that he has full qualifications and does not possess the prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992) (as amended) and the Securities and Exchange Act B.E. 2535 (1992) (as amended).

Board of Directors' opinion

The Board of Directors deems it appropriate to propose that the Shareholder Meeting consider and approve the change of the number of directors of the Company from 10 to 11 persons and appoint Mr. Jain Charnnarong to be the new director effective April 28, 2017. The Company's Board of Directors composed of member as follows:

Director		Independent Director	
1.	Mr. Wirat Sukchai	8.	Mr.Thakol Nunthirapakorn
2.	Mrs. Sirima Iamsakulrat	9.	Mr. Sothitorn Mallikamas
3.	Mrs. Valeeratn Chuerboonchai	10.	Ms. Voranuch Supaibulpipat
4.	Mr. Parkphum Wongpaitoon	11.	Mr. Supot Tiarawut
5.	Mr. Wasan Nantakhwang		
6.	Mr. Thammanoon Tripetchr		
7.	Mr. Jain Charnnarong (New Appointment)		

Voting for resolution: Majority votes of the total shareholders who attend and vote at the meeting are required.

Agenda no. 7 To consider and approve remuneration for Board of Director and Sub-committee members for 2017

Objective and rationale

To comply with Clause 30 of the Company's Articles of Association, the Company has a policy for the Board to take charge of considering and screening the nomination of directors and determination of directors' remuneration, taking into consideration the directors' performances in line with their duties and responsibilities, the Company's operating results and dividend payment to shareholders, as well as comparable to the practices of peers of similar size and type of industry.

Board of Directors' opinion

The Board deems it expedient for the shareholders meeting to consider and approve remuneration for 2017 comprising regular remuneration and meeting allowances (effective May 1, 2017)

Proposed remuneration for 2017 in comparison with 2016:

Remuneration for Board / Committee	2017 (Year proposed)	2016
1. Regular Remuneration : Director / Audit Committee / Risk Management Committee		
● Chairman of the Board	30,000 Baht/Month	None
● Chairman of the Audit Committee	25,000 Baht/Month	None
● Director / Independent Director	25,000 Baht/Month	None
● Director (1 working day/week)	40,000 Baht/Month	None
● Director (2.5 working day/week)	80,000 Baht/Month	None
2. Meeting allowances for Board and Committee members		
● Chairman of the Board	15,000 Baht/meeting	15,000 Baht/meeting
● Chairman of the Audit Committee	15,000 Baht/meeting	15,000 Baht/meeting
● Chairman of the Risk Management Committee	15,000 Baht/meeting	15,000 Baht/meeting
● Director / Audit Committee members	10,000 Baht/meeting	10,000 Baht/meeting
● Risk Management Committee	10,000 Baht/meeting	10,000 Baht/meeting
3. Bonuses for directors of the Board	None	Total sum of All Directors not exceed 2,000,000 baht (Actually paid 1,500,000 bath)
4. Other Remuneration	None	None

- Note:
1. Board and Committee members entitled to receipt of Directors' remuneration must not be employees of the Company.
 2. Board member who also serve in other committee shall receive only one remuneration that pay the highest rate.

Voting for resolution: *At least two-thirds (2/3)* of the total votes of the shareholders who are present and vote at the meeting are required.

- Agenda no. 8 To consider and approve appointment of the Company's auditor and determination of the audit fee for 2017

Objective and rationale

To comply with Clauses 51 and 52 of the Company's Articles of Association, at every annual ordinary general meeting of shareholders, the auditor of the Company shall be appointed. The meeting may re-appoint the outgoing auditor as the auditor for another term. The meeting shall also determine remuneration that the auditor should receive.

Audit Committee's opinion

The 1/2017 Audit Committee meeting held on February 24, 2017, carefully sought the appropriate auditor by considering a number of key qualifications such as competency, experience, independency and also considered the suitable remuneration commensurate to the auditor's duty and responsibility, and expressed their opinions to the Board of Directors to propose the appointment of CPA holders, from Dharmniti Auditing Co., Ltd., as the Company's auditor considering them performing duty appropriately and having no relationship or beneficial interest with the Company or its major shareholders, as well as having independence in performing duty. The Audit Committee has concurred that an auditor is an independent professional crucial to ensuring confidence in the reliability of the information disclosed by a business entity, and upon thorough consideration, has considered it appropriate to change the auditor for 2017, by selecting from three new candidates based on the following criteria:

1. Reputation and acceptability of the auditing firm pursuant to the Securities and Exchange Act B.E. 2535, and being the auditor approved by the SEC.
2. Independence in performing duties and complying with accounting standards.
3. Quality of audit work.
4. Competence and expertise of the auditor.
5. Audit fee.
6. Provision of other services and responsiveness to customer demand.

Board of Directors' opinion

The Board, upon screening and consideration by the Audit Committee, considers it appropriate to propose for the shareholders' meeting to consider and approve appointment of CPA holders from Dharmniti Auditing Co., Ltd. as the Company's auditor for 2017, as follows:

- | | |
|----------------------------------|----------------------|
| 1. Mr. Peradate Pongsathiansak | CPA license no. 4752 |
| 2. Mr. Thanuwut Piboonsawat | CPA license no. 6699 |
| 3. Ms. Sulalit Ardsawang | CPA license no. 7517 |
| 4. Ms. Wannisa Ngambuatong | CPA license no. 6838 |
| 5. Ms. Thanyaporn Tangthanopajai | CPA license no. 9169 |

The proposed auditors have no relationship or beneficial interest with the Company or its major shareholder, and have independence in performing duty. They also have qualifications that meet the consideration criteria of the Company.

Any one of the above CPA holders shall sign the auditor's audit report on financial statements of the Company for 2017, and the auditor's quarterly review report from quarter 1 to quarter 3 of 2017.

The Board deems its expedient to propose for the shareholders meeting to consider and approve remuneration for the auditor's audit work for 2017 including the quarterly review work thereof as shown in the table below

Remuneration for Auditor	2017 (Year proposed)	2016
	Dharmniti Auditing Co., Ltd.	Deloitte Touche Tohmatsu Jaiyos Co., Ltd.
1. Audit fee		
- Yearly (Baht/year)	600,000	610,000
- Total 3 Quarterly (Baht)	600,000	660,000
2. Non-audit fee	0	0
Total remuneration for auditor (Baht/year)	1,200,000	1,270,000

The Company has no subsidiary/associated company to require auditing.

Voting for resolution: Majority votes of the total shareholders who attend and vote at the meeting are required.

Agenda no. 9 Other matters (if any)

The Company has invited the shareholders, via its website, to propose in advance any other agenda items for the shareholders' meeting in addition to those already set. It has turned out that no shareholder has proposed any other matters. In this regard, proposal of any other matters is subject to compliance with the criteria prescribed by law.

The Board has set the Record Date to specify the names of the shareholders who have the right to attend the 2017 Annual General Meeting of Shareholders on Tuesday, March 14, 2017, and the closing date of the share register book for the purpose of compiling the shareholders list on Wednesday, March 15, 2017 in accordance with Section 225 of the Securities and Exchange Act.

The Company therefore would like to invite the shareholders to attend the 2017 Annual General Meeting of Shareholders on Friday, April 28 2017. Please bring the evidence documents representing the right to attend the meeting (Annex 8), together with the Registration Form having the barcode (Enclosure 2).

Should you want to appoint a proxy to attend and vote at the meeting on your behalf, please sign the Proxy Form B (Enclosure 3) attached hereto and submit it to the Company staff before attending the meeting. To speed up and facilitate the document examination process and the registration process to ensure start of the meeting on time, the Company would like to request that proxies kindly arrive early at the meeting venue. Please also note that the Company has a policy to give no souvenirs to the shareholders in all cases in order to comply with the guideline under the Securities and Exchange Act.

In case the shareholders would like to appoint the Company's independent directors to attend and vote at the meeting on their behalf, the Company has designated its independent directors, namely Mr. Thakol Nunthirapakorn, Mr. Sothitorn Mallikamas or Miss Voranuch Supaiboonbipat, independent directors, for the shareholders' proxy appointment (Annex 4). The shareholders may sign the Proxy Form B (Enclosure 3) attached hereto and return it to the Company at least one day before the meeting date.

The shareholders may also request the Annual Report 2016 in printed form (Thai Version), please indicate so in the Annual Report Request Form 2016 (Annex 9) and contact:

- Mrs. Varinkan Teraumranon or Ms. Wasukan Boonmee
Corporate Governance Division
Tel: 02-203-0868 ext. 415, 450
Fax: 02-203-0030
Email: varinkan.t@harn.co.th or wasukan.b@harn.co.th

Your attendance of the 2017 AGM on the prior mentioned date, time and venue is greatly appreciated.

Sincerely yours,



Mr. Thakol Nunthirapakorn
Chairman

Minutes of the Extraordinary General Meeting No. 1/2016 of Shareholders

Fire Victor Public Company Limited (“FIRE” or “the Company”)

Date and time: Meeting was held on Tuesday 1st of November 2016 at 14.00 hrs.

Venue: Wassana 6-7 Room, 3rd Floor, Golden Tulip Sovereign Hotel Bangkok

No. 92 Soi Saengcham, Rama 9 Road, Bangkok Subdistrict, Huaykwang District, Bangkok

Mr. Thakol Nunthirapakorn, Chairman of Audit Committee and Independent Director, performed duty as Chairman of the meeting, welcome the shareholders and informed the meeting as follows: The Company had a total of 350,000,000 shares. There were altogether 128 shareholders attending the meeting in person and by proxy, holding shares in an aggregate number of 276,489,091 shares, representing 78.9969% of the total shares sold, divided into:

-Sixty-five shareholders attending in person, holding 203,437,532 shares which represented 58.12% of the total shares sold, and

-Sixty-three shareholders attending by proxy, holding 73,051,559 shares which represented 20.87% of the total shares sold.

This constituted a quorum according to the Company's Articles of Association, whereby a quorum of a shareholders' meeting shall be composed of at least 25 (twenty-five) shareholders and proxies or at least half of the total number of shareholders with shares held in an aggregate amount of at least one-third (1/3) of the Company's total shares sold. The Chairman then declared the meeting open at 14.00 hrs.

The Chairman assigned Mrs. Varinkan Teeraumranon, Company Secretary and General Management Director, to perform as secretary to the meeting and to introduce the Company's directors, auditor, legal advisor and top executives attending the meeting one by one as follows:

Directors present at the meeting:

- | | |
|---------------------------------|--|
| 1. Mr. Thakol Nunthirapakorn | Chairman of Audit Committee and Independent Director |
| 2. Mr. Parkphum Wongpaitoon | Director |
| 3. Mr. Wirat Sukchai | Managing Director |
| 4. Mrs. Valeeratn Chuerboonchai | Director, Executive Director, and Deputy Managing Director |
| 5. Mrs. Sirima Iamsakulrat | Director and Chairperson of Executive Committee |
| 6. Mr. Sothitorn Mallikamas | Member of Audit Committee and Independent Director |
| 7. Miss Voranuch Supaibulpipat | Member of Audit Committee and Independent Director |

Director absent from the meeting due to overseas business engagement

None

Independent Financial Advisor – Advisory Plus Co., Ltd.

- | | |
|---------------------------|-------------------|
| 1. Mrs. Nisaporn Rerkaram | Managing Director |
|---------------------------|-------------------|

Financial Advisor – Thanachart Securities Public Company Limited

- | | |
|----------------------|-----------------------------|
| 1. Mrs. Panthita Eng | Assistant Managing Director |
|----------------------|-----------------------------|

Tax Advisor – EY Corporate Services Limited

- | | |
|---------------------------|-------------|
| 1. Kasem Kiatsayrikul | Partner |
| 2. Chakarin Mungjittamman | Tax Advisor |

Legal Advisor – The Capital Law Office

- | | |
|------------------------------|---------|
| 1. Mr. Chatri Trakulmanenate | Partner |
| 2. Miss Yaowarote Klinboon | Partner |

Auditor - Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

- | | |
|------------------------------|---------|
| 1. Mr. Chavala Tienpasertkit | Partner |
|------------------------------|---------|

Top executives present

- | | |
|--------------------------------------|---------------------------------|
| 1. Mr. Pracha Phromphornchai | Project Sales Director |
| 2. Mr. Suchat Suwatnodom | Petrochemicals Sales Director |
| 3. Mr. Rattanaphan Mukhariwattananon | Sales Director |
| 4. Mr. Wisit Wachiralappaitoon | Accounting and Finance Director |

Mrs. Varinkan Teeraumranon then explained to the meeting the criteria and procedure of the meeting, voting, and vote counting rules. Details were as below:

1. Two independent directors, namely Mr. Thakol Nunthirapakorn and Mr. Sothitorn Mallikamas, were designated for the shareholders' proxy appointment. Their profiles were as provided in Annex 12 of the invitation notice.

2. For shareholders attending the meeting in person who would like to vote at the meeting, they would receive ballot forms during the registration process and be asked to check the voting ballots to ensure correctness of details contained therein. For proxies appointed under Proxy Form B where the grantors have indicated their vote casting in advance, the proxies would not receive any ballot forms as they do not need to cast votes at the meeting. The votes would be collected as indicated in the Proxy Form.

3. The meeting shall consider business on each agenda item in the order as indicated in the invitation notice, with presentation of relevant information to the meeting and allowing the shareholder to raise questions and comments before the voting process. To raise questions on any agenda item, the shareholder or proxy is requested to wait until the Chairman or the person assigned by him has completely presented details of such item, and then he/she may raise his/her hand so that the Chairman or the person assigned will invite him/her to the microphone. The shareholder or proxy shall introduce him/herself to the meeting by identifying his/her name and informing the meeting whether he/she attends the meeting in person or by proxy, and then he/she may raise questions. Any question not relating to the agenda item in discussion has to be raised in Agenda no. 13: other businesses.

4. A meeting resolution shall be subject of votes of the shareholders as follow

For Agenda no.2, 5, 6 and 12 shall be subject to a majority of votes of the shareholders who attend and vote at the meeting, for Agenda no. 12: to consider and approve remuneration for Board and Committee members and designation of authorized directors to sign and bind the Company, where the Company would arrange for the shareholders to cast votes on the candidates individually.

Agenda no. 2-4 and 7-11 where at least three-fourths of the total votes of the shareholders attending the meeting and having the right to vote shall be required excluding the vote of shareholders having a special interest in the matter.

As the matters to be considered on Agenda no. 2-12 would be related to one another, the resolution of one agenda item would be subject to that of another. Therefore, if any of those agenda items failed to get approval from the meeting, the approvals duly given to the others would consequentially be rejected and no consideration of the remaining items would be made.

Each shareholder shall have one vote for each share held. After the Chairman has clarified and answered the questions raised, the shareholders attending the meeting in person and by proxies would cast votes to either approve, disapprove or abstain from voting on the matter in each agenda item. The shareholders who disagree or abstain from voting shall raise their hands and hand in the ballot forms to the Company staff for vote counting to conclude the meeting resolution. Those who do not raise their hands nor hand in the ballot forms, as well as invalid forms, shall be deemed as approving the matter as proposed. In vote counting, the disapproving and abstention votes shall be deducted from the total votes of the shareholders and proxies attending the meeting, and the remaining votes of which shall be deemed as approving votes on such matter.

Invalid ballot form means the form in which the shareholder casts votes on more than one choice provided, changes voting by making marks for replacement without signing in certification thereof, and/or affixing no signature in the form, etc.

7. In case where the shareholders or proxies would like to leave the meeting during any agenda item or before the end of the meeting, they may do so and exercise their rights by handing in the filled ballot forms in advance to the Company staff.

8. In accordance with good corporate governance, upon the end of the meeting, the shareholders who with approving votes were requested to return their ballot forms to the Company staff or put them into the ballot box provided at the exit of the meeting room for future reference.

9. At this meeting, Miss Kessama Klaewyotha, the legal advisor, and one volunteer from shareholders or proxies were invited to participate as members of the vote counting committee. A volunteer from the shareholders or proxies was invited and requested to introduce him/herself to the meeting. Mrs. Suntaree Ketprayoon, a shareholder of the Company, volunteered to join the vote counting. Mrs. Varinkan Teeraumranon thanked the shareholder and invited her to the vote counting desk.

The Chairman invited the shareholders and proxies to additionally enquire about the vote casting. No other questions were raised by any shareholder or proxy. The Chairman then proceeded with the business on the agenda as follows:

Agenda no. 1 To consider and adopt minutes of the 2016 Annual General Meeting of Shareholders

The Chairman informed the meeting that the Company had prepared and completed the minutes of the 2016 Annual General Meeting of Shareholders (AGM) held on April 29, 2016. The minutes were submitted to the Ministry of Commerce within the specified period and to the stock exchange within 14 days from the meeting date. The copy of the minutes had been sent to the shareholders as in Annex 1 together with the meeting invitation notice so that they could study in advance. The Board of Directors deemed that the minutes were accurately and completely recorded. The Chairman thus proposed that the meeting adopt the minutes of the 2016 AGM of Fire Victor Public Company Limited.

The secretary to the meeting invited the shareholders or proxies to raise questions and comments on this agenda item. No questions or comments were raised by any shareholder. The Chairman requested the shareholders to cast their votes.

Resolution The meeting resolved by majority votes to adopt the minutes of the 2016 Annual General Meeting of Shareholders held on April 29, 2016, with the voting of the shareholders who attend and vote result as below:

Voting	Number of votes (votes)	As %
Approved	276,499,091	100.00
Disapproved	-	-
Abstained	-	-
Total (129 shareholders)	276,499,091	100.00

Remark:

- (1) The resolution for this agenda item has no invalid voting card.
- (2) The resolution for this agenda item requires a simple majority vote of the shareholders attending the meeting and casting their votes.
- (3) During the consideration of this agenda item, there was 1 additional shareholder, holding 10,000 shares, registering to attend the meeting. Therefore, there were 129 shareholders, holding 276,499,091 shares, attending the meeting.

Before further proceeding with the meeting, the Secretary to the meeting informed the meeting that the matters to be considered on Agenda no. 2-12 were regarding the purchase and acceptance of the transfer of the entire business of Chillmatch Co., Ltd. (“**CM**”), including but not limited to its assets, liabilities, agreements, employees, licenses and other rights relating to the business operation of CM, as well as all benefits over the assets and the ordinary shares of QIIS Co., Ltd. (“**QIIS**”), a 100%-owned subsidiary of CM, (collectively called the “**Entire Business of CM**”) by way of the entire business transfer. Such matters would be related to one another, the resolution of one agenda item would be subject to that of another. Therefore, if any of those agenda items failed to get approval from the meeting, the approvals duly given to the others would consequentially be rejected and no consideration of the remaining items would be made. Agenda no. 2-12 regarding the purchase and acceptance of the transfer of the entire business of CM would then be considered not getting approval from the meeting.

Agenda no. 2 To approve the purchase and acceptance the transfer of the entire business of Chillmatch Company Limited (“**CM**”)

The Secretary to the meeting requested Mr. Wirat Sukchai, Managing Director, to present this matter to the meeting.

Mr. Wirat Sukchai presented to the meeting that CM and QIIS operate their businesses as importers and distributors of products that are similar to the products of the Company which would be complimentary to the Company’s business, in terms of building engineering products and the

expansion of the same target groups of customers. The management considered and viewed that the purchase and acceptance of the transfer of the entire business of CM would benefit the Company and its shareholders. Therefore, it was deemed expedient to request the meeting's consideration of the purchase and acceptance of the transfer of the entire business of CM. The purchase and transfer price of the Entire Business of CM is equal to THB 614,390,000, whereby the Company will pay the transfer price to CM in kind, by issuing 234,500,000 new ordinary shares with a par value of THB 0.50 per share at the offering price of THB 2.62 per share, with the ratio of the issuance of the Company's new ordinary shares to CM equal to 0.67 of the Company's total paid-up shares. Calculation has been made by dividing the total number of the newly issued ordinary shares of the Company by the total number of the existing issued and paid-up shares of the Company ($234,500,000 \div 350,000,000 = 0.67$) at the offering price of THB 2.62 per share, totaling THB 614,390,000 as payment for the transfer of the Entire Business of CM ("**CM EBT Transaction**") which is a consideration in kind, instead of cash, for the acceptance of the transfer of the Entire Business of CM. CM's existing shareholders, whose names are as shown in **Enclosure 4** (*Information Memorandum on the Offering of the Newly Issued Ordinary Shares of the Company to Specific Investors (Private Placement)*) duly sent to the shareholders (the "**CM's Existing Shareholders**") will receive the said newly issued ordinary shares of the Company in proportion to their shareholding by way of the entire business transfer on the same date on which CM acquires the newly issued ordinary shares of the Company. As a result, CM's Existing Shareholders will then become shareholders of the Company (CM will proceed with dissolution and liquidation and return its remaining assets (including 234,500,000 newly issued ordinary shares of the Company) under the liquidation process to its shareholders (the "**EBT Share Offering**").

After the AGM's approval of the above transaction, the Company would proceed with the acceptance of the transfer of the Entire Business of CM. As of June 30, 2016, the Entire Business of CM, covering both assets and liabilities, comprised:

Unit: THB million

As of June 30, 2016	Consolidated financial statements of CM ^{1/}
Total assets	341.71
Total liabilities	132.40

Note^{1/} CM holds 3,952,000 QIIS shares representing 100% of QIIS's registered capital.

After the CM EBT Transaction, the Company will become a shareholder of QIIS, holding 100% of QIIS's registered capital. Thereafter, the Company will proceed with the restructuring of the shareholding structure by purchasing and accepting the transfer of the entire business of QIIS, including,

but not limited to, its assets, liabilities, other agreements, employees, licenses and other rights relating to the business operation of QIIS, as well as all benefits over the assets, by way of the entire business transfer. The entire business transfer of CM and QIIS will take place within 45 days approximately after the shareholder meeting resolves to approve the transaction, whereas the steps for the transfer of the Entire Business of CM are as follows:

Step 1

1.1 CM will transfer the Entire Business of CM, including the ordinary shares of QIIS, to the Company, the value of which is equivalent to THB 614,390,000.

1.2 The Company will make a payment in kind to CM for such business transfer by issuing 234,500,000 new ordinary shares with a par value of THB 0.50 per share, at the offering price of THB 2.62 per share, totaling THB 614,390,000.

1.3 On the same date of the completion of the transfer of the Entire Business of CM to the Company, CM will proceed with dissolution and distribute the remaining assets (including 234,500,000 newly issued ordinary shares of the Company) under the liquidation process to its shareholders, whose names are as shown in the list of CM's Existing Shareholders as set out in **Enclosure 4** (*Information Memorandum on the Offering of the Newly Issued Ordinary Shares of the Company to Specific Investors (Private Placement)*). As a result, CM's Existing Shareholders will become shareholders of the Company. Details on the number of the Company's newly issued ordinary shares to be received by CM's Existing Shareholders are as shown in **Enclosure 4** (*Information Memorandum on the Offering of the Newly Issued Ordinary Shares of the Company to Specific Investors (Private Placement)*).

Step 2

After the purchase and acceptance of the transfer of the Entire Business of CM, the Company will become a shareholder of QIIS, holding 100% of QIIS's registered capital as a result of the transfer of the Entire Business of CM. After the dissolution of CM, QIIS, as a wholly owned subsidiary of the Company, will transfer its entire business to the Company and proceed with dissolution and liquidation.

In this regard, the purchase and acceptance of the transfer of the Entire Business of CM will constitute an acquisition of the entire business of a private company pursuant to Section 107 of the Public Limited Companies Act B.E. 2535 (1992) (and the amendments) and an acquisition of assets Class 4 transaction or backdoor listing pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposition of Assets B.E. 2547 (2004) (the "**Acquisition or Disposal**

Notifications”). The transaction size calculated based on the net profit method, which gives the highest transaction size, is equivalent to 156.29%. Therefore, the Company is required to disclose information on the Acquisition Transaction to the SET and undertake the following:

- To request for approval from the shareholder meeting of the Company with an affirmative vote of not less than three-fourths of the total votes of the shareholders attending such meeting and having the right to vote;
- To request for approval from the SET for listing the new securities pursuant to the SET’s regulations for listing ordinary or preferred shares as listed securities; and
- To appoint an independent financial advisor (IFA) to undertake relevant actions, including giving an opinion as required pursuant to the Acquisition or Disposal Notifications and the Connected Transaction Notifications. In this regard, the Company has appointed Advisory Plus Company Limited to be an independent financial advisor to undertake actions as required by the Acquisition or Disposal Notifications and the Connected Transaction Notifications.

In addition, the purchase and acceptance of the transfer of the Entire Business of CM and the offering of the newly issued ordinary shares to accommodate the CM EBT Transaction will constitute a connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transaction B.E. 2546 (2003) (the “**Connected Transaction Notifications**”), where the total transaction size is equivalent to 146.14% of the Company’s net tangible assets (“**NTA**”).

Please see further details on the transaction as shown in **Enclosure 2** (*Information Memorandum on the Acquisition of Assets and Connected Transaction of the Company Relating to the Acceptance of the Transfer of the Entire Business of CM Pursuant to Schedule (1)*) and **Enclosure 5** (*Report of the Independent Financial Advisor on the Acquisition of Assets of the Company*) duly sent to the shareholders together with the invitation notice.

The Secretary to the meeting requested the meeting to consider and approve the purchase and acceptance of the transfer of the Entire Business of CM and subsidiary under the EBT Transaction as detailed above.

The Secretary to the meeting invited the shareholders or proxies to raise questions and comments on this agenda item. Questions and comments were raised by shareholders as below:

Agenda no. 2 Questions/Comments/Answers

Shareholder	Mr. Thitiphong Sophonudomphorn asked what would be the implementation guidelines and plan of the Company in acquiring CM and how this acquisition would benefit the Company.
Mr. Wirat Sukchai	Mr. Wirat responded that in the CM EBT Transaction, the Company considered whether CM products are related to those of the Company and can be integrated to the Company's business operation or not. Some types of CM products are in the demand of the Company's customers, copper tube for air-conditioning system for example. After the completion of the CM EBT Transaction, CM products can be sold to the Company's customers right away and in a large value. Moreover, considering the project installation services, the Company would be able to expand its scope of business to refrigeration system installation service. Operating expenses can also be saved more with the common use of personnel. Looking forward, the CM EBT Transaction would open up more opportunities and increase competitive advantage for the Company to expand its markets overseas.
Shareholder	Mr. Anu Wongsarakit would like to know about accounting treatment of impairment, depreciation and goodwill.
Mr. Wisit Wachiralappaitoon	Mr. Wisit clarified that recording of impairment of intangible asset value according to the accounting standard is classified into two portions. The first is intangible assets with limited useful life, the impairment of which is recorded as expense annually. Meanwhile, goodwill is an intangible asset without limitation in useful life, the value of which shall be maintained in the financial statements until impairment testing is conducted according to the accounting standard.
Shareholder	Mr. Thara Chonpranee enquired why business liquidation of both CM and QIIS has to be made in such entire business transfer.
Mr. Kasem Kiatsayrikul	Mr. Kasem responded that such CM EBT Transaction would represent the transfer of the entire business which has tax benefits. The eligibility for the said tax benefits is subject to a condition that CM and QIIS have to be dissolved and liquidated. In addition, this will also help relieve the Company's accounting and tax burden that may arise from the related party transaction after the CM EBT Transaction.
Shareholder	Mr. Pramote Phiphatsakun asked where had the goodwill of THB 295 million

mentioned in page 179, Enclosure 5 of the invitation notice come from.

- Mrs. Nisaporn Rerkaram
- Mrs. Nisaporn clarified that such goodwill came from CM's entire business value of approximately THB 615 million deducted by THB 320 million appraisal price worked out by 15 Business Advisory Limited, resulting in a goodwill of THB 295 million.
- Shareholder
- Mr. Pramote Phiphatsakun asked what are the assumptions used in the calculation of the profit shown in page 189 of the invitation notice.
- Mrs. Nisaporn Rerkaram
- Mrs. Nisaporn responded that the profit calculation is in accordance with the appraisal undertaken by 15 Business Advisory Limited, the value result of which is not different from that worked out by the IFA.

The Secretary to the meeting invited the shareholders or proxies to raise questions and comments on this agenda item. No questions or comments were raised by any shareholder. The Secretary to the meeting requested the shareholders to cast their votes.

Resolution The meeting was passed to approve the purchase and acceptance the transfer of the entire business of Chillmatch Company Limited ("CM") and subsidiary under the EBT Transaction result as below:

Voting	Number of votes (votes)	As %
Approved	159,631,582	100.00
Disapproved	-	-
Abstained	-	-
Total (133 shareholders)	159,631,582	100.00

Remark:

- (1) The resolution for this agenda item has no invalid voting card.
- (2) The resolution for this agenda item requires an affirmative vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, totaling 116,882,610 votes.
- (3) During the consideration of this agenda item, there were 4 additional shareholders, holding 15,101 shares in aggregate, registering to attend the meeting. Therefore, there were 133 shareholders, holding 276,514,192 shares, attending the meeting.

Agenda no. 3 To approve the increase of the registered capital of the Company by THB 117,250,000, from THB 175,000,000 to be THB 292,250,000, by issuing 234,500,000 newly issued ordinary shares with a par value of THB 0.50 per share.

The Secretary to the meeting requested Mr. Wirat Sukchai, Managing Director, to present this matter to the meeting.

Mr. Wirat Sukchai informed the meeting that, as a result of the CM EBT Transaction in Agenda no. 2 above, the Company is required to increase its registered capital by THB 117,250,000, from THB 175,000,000 to THB 292,250,000, by issuing 234,500,000 new ordinary shares with a par value of THB 0.50 per share, at the offering price of THB 2.62 per share, as payment in kind for the CM EBT Transaction in accordance with the asset-to-share swap ratio of 0.67 of the number of the total issued shares of the Company calculated by dividing the number of the newly issued ordinary shares of the Company by the total existing issued shares of the Company ($234,500,000 \div 350,000,000 = 0.67$), as per details on the capital increase and the allocation of the newly issued ordinary shares shown in **Enclosure 3** (*Capital Increase Report Form (F53-4)*) duly sent to the shareholders together with the invitation notice.

The acceptance of the transfer of the Entire Business of CM will enhance the Company's revenue growth potential in the future as it will increase the Company's business lines and products, and expand its customer base into the groups of contractors and project system advisors to cover the relevant industries, as well as improve the Company's strength in conducting project installation works. Further details on the benefits of the transaction were as shown in **Enclosure 2** (*Information Memorandum on the Acquisition of Assets and Connected Transaction of the Company Relating to the Acceptance of the Transfer of the Entire Business of CM Pursuant to Schedule (1)*).

Therefore, the Secretary to the meeting requested the meeting to consider and approve for the Company to increase its registered capital by THB 117,250,000, from THB 175,000,000 to THB 292,250,000, by issuing 234,500,000 new ordinary shares with a par value of THB 0.50 per share, as payment in kind for the CM EBT Transaction.

The Secretary to the meeting invited the shareholders or proxies to raise questions and comments on this agenda item. No questions or comments were raised by any shareholder. The Secretary to the meeting requested the shareholders to cast their votes.

Resolution The meeting was passed to approve the increase of the registered capital of the Company by THB 117,250,000, from THB 175,000,000 to be THB 292,250,000, by issuing 234,500,000 newly issued ordinary shares with a par value of THB 0.50 per share, result as below:

Voting	Number of votes (votes)	As %
Approved	159,631,582	100.00
Disapproved	-	-
Abstained	-	-
Total (133 shareholders)	159,631,582	100.00

Remark:

- (1) The resolution for this agenda item has no invalid voting card.
- (2) The resolution for this agenda item requires an affirmative vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, totaling 116,882,610 votes.
- (3) During the consideration of this agenda item, there was no additional shareholder registering to attend the meeting.

Agenda no. 4 To approve the amendment to Clause 4 of the Memorandum of Association of the Company.

The Secretary to the meeting requested Mr. Wirat Sukchai, Managing Director, to present this matter to the meeting.

Mr. Wirat Sukchai informed the meeting that, to be in line with the capital increase of the Company as proposed for the shareholder meeting's consideration in Agenda no. 3 above, it was necessary that the meeting consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company by adopting the following wordings in replacement of the original wordings:

“Clause 4	Registered capital	THB 292,250,000	(Two hundred and ninety-two million two hundred and fifty thousand Baht)
	Divided into	584,500,000 shares	(Five hundred and eighty-four million five hundred thousand shares)

Par value per share THB 0.50 (Fifty Satang)

Divided into:

Ordinary shares 584,500,000 shares (Five hundred and eighty-four million five hundred thousand shares)

Preferred shares - shares (-)"

And the authorization of the person(s) designated by the Board of Directors to register the amendment to the Memorandum of Association of the Company with the Department of Business Development, Ministry of Commerce, to amend and add wordings in compliance with the Registrar's directions.

The Secretary to the meeting invited the shareholders or proxies to raise questions and comments on this agenda item. No questions or comments were raised by any shareholder. The Secretary to the meeting requested the shareholders to cast their votes.

Resolution The meeting was passed to approve the amendment to Clause 4 of the Memorandum of Association of the Company, to be in line with the capital increase, result as below:

Voting	Number of votes (votes)	As %
Approved	159,631,582	100.00
Disapproved	-	-
Abstained	-	-
Total (133 shareholders)	159,631,582	100.00

Remark:

- (1) The resolution for this agenda item has no invalid voting card.
- (2) The resolution for this agenda item requires an affirmative vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, totaling 116,882,610 votes.
- (3) During the consideration of this agenda item, there was no additional shareholder registering to attend the meeting.

Agenda no. 5 To approve the allocation of the 234,500,000 newly issued ordinary shares of the Company.

The Secretary to the meeting requested Mr. Wirat Sukchai, Managing Director, to present this matter to the meeting.

Mr. Wirat Sukchai informed the meeting that, as a result of the increase of the Company's registered capital by THB 117,250,000, from THB 175,000,000 to be THB 292,250,000, by issuing 234,500,000 new ordinary shares with a par value of THB 0.50 per share, as detailed in Agenda no. 3, the Company would be required to consider the allocation of 234,500,000 newly issued ordinary shares of the Company with a par value of THB 0.50 per share, to CM, at the offering price of THB 2.62 per share, totaling THB 614,390,000, as payment in kind and as consideration for the purchase and acceptance of the transfer of the Entire Business of CM. As of June 30, 2016, the Entire Business of CM, including both assets and liabilities, comprised:

Unit: THB million

As of June 30, 2016	Consolidated financial statements of CM ^{1/}
Total assets	341.71
Total liabilities	132.40

Note^{1/} CM holds 3,952,000 QIIS shares representing 100% of QIIS's registered capital.

In this regard, the newly issued ordinary shares' offering price of THB 2.62 per share was determined with no discount from the market price pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 Re: Approval for Offering of Newly Issued Shares by Listed Companies to Specific Investors (Private Placement) (the **"Private Placement Notification"**). Therefore, the offering of the newly issued ordinary shares to accommodate the purchase and acceptance of the transfer of the Entire Business of CM must be approved by a shareholder meeting of the Company with an affirmative vote of a simple majority vote of the shareholders attending the meeting and casting their votes. In addition to the approval by the Extraordinary General Meeting of Shareholders No. 1/2016 for the offering of the newly issued ordinary shares to accommodate the purchase and acceptance of the transfer of the Entire Business of CM, the Company is also required to receive an approval from the Office of the Securities and Exchange Commission (the **"SEC Office"**) for the offering of newly issued ordinary shares to specific investors (Private Placement) pursuant to the Private Placement Notification before proceeding with the offering of the newly issued ordinary shares to accommodate the purchase and acceptance of the transfer of the Entire Business of CM.

In this regard, “market price” means the weighted average price of the Company’s ordinary shares traded on the SET for 15 consecutive business days prior to the date of the Board of Directors’ resolution to propose the matter for approval at the Extraordinary General Meeting of Shareholders No. 1/2016, i.e. from August 15, 2016 to September 2, 2016, which is equivalent to THB 2.56 per share. The weighted average price was calculated by dividing the total sum of the value of the Company’s shares traded on the SET for 15 consecutive business days by the total number of the Company’s shares traded on the SET for 15 consecutive business days, i.e. the period from August 15, 2016 to September 2, 2016. The total sum of the value of the Company’s shares was calculated by multiplying the daily average price with the number of the Company’s shares traded daily on the SET according to the information on trading of FIRE shares retrieved from SETSMART at www.setsmart.com of the SET.

Therefore, it was deemed appropriate to propose that the shareholder meeting consider and approve the allocation of 234,500,000 newly issued ordinary shares of the Company with a par value of THB 0.50 per share to CM, at the offering price of THB 2.62 per share, totaling of THB 614,390,000, as payment in kind and as consideration for the purchase and acceptance of the transfer of the Entire Business of CM and the authorization of the Board of Directors, the Managing Director or the person(s) designated by the Board of Directors or the Managing Director to consider fixing other details in relation to the allocation of the said newly issued ordinary shares, i.e. (1) determining the terms, conditions and details in relation to the allocation of the said newly issued ordinary shares, (2) entering into negotiations and agreements and signing documents and relevant agreements, including undertaking other actions in relation to such allocation of the newly issued shares, and (3) signing applications, waiver applications, and other documents and evidence necessary for and relevant to the allocation of the newly issued shares, including contacting; filing such applications, waiver applications, documents and evidence with the relevant government authorities or agencies; listing the newly issued shares on the SET; and undertaking any other actions necessary and appropriate for such allocation of the newly issued shares to be in compliance with the relevant laws and/or regulations.

Mr. Chatri Trakulmanenate, the legal advisor of the Company, added that, as such allocation of newly issued shares would be made as payment in kind or as consideration for the transfer of the Entire Business of CM. The Company would first issue the new shares to CM and then CM would proceed with registering its business dissolution and liquidation, from which the assets including the Company’s newly issued ordinary shares would be distributed in accordance with the liquidation process to the existing shareholders of CM.

Therefore, the Secretary to the meeting requested the meeting to consider and approve the allocation of 234,500,000 newly issued ordinary shares of the Company with a par value of THB 0.50 per share to CM, at the offering price of THB 2.62 per share, totaling of THB 614,390,000, as payment in

kind and as consideration for the purchase and acceptance of the transfer of the Entire Business of CM and the authorization of the Board of Directors, the Managing Director or the person(s) designated by the Board of Directors or the Managing Director to consider fixing other details in relation to the allocation of the said newly issued ordinary shares with details of which as proposed in all respects.

The Secretary to the meeting invited the shareholders or proxies to raise questions and comments on this agenda item. No questions or comments were raised by any shareholder. The Secretary to the meeting requested the shareholders to cast their votes.

Resolution **The meeting was passed to the allocation of the 234,500,000 newly issued ordinary shares of the Company, with a par value of THB 0.50 per share, to CM, and the authorization of the Board of Directors, the Managing Director or the person(s) designated by the Board of Directors or the Managing Director to consider fixing other details in relation to the allocation of the said newly issued ordinary shares, result as below:**

Voting	Number of votes (votes)	As %
Approved	159,631,582	100.00
Disapproved	-	-
Abstained	-	-
Total (133 shareholders)	159,631,582	100.00

Remark:

- (1) The resolution for this agenda item has no invalid voting card.
- (2) The resolution for this agenda item requires a simple majority vote of the total number of votes of the shareholders attending the meeting and casting their votes, totaling 116,882,610 votes.
- (3) During the consideration of this agenda item, there was no additional shareholder registering to attend the meeting.

Agenda no. 6 **To approve the offering of the newly issued ordinary shares of the Company to specific investors.**

The Secretary to the meeting requested Mr. Wirat Sukchai, Managing Director, to present this matter to the meeting.

Mr. Wirat Sukchai presented to the meeting that the allocation of the newly issued shares as considered and resolved by the meeting in Agenda no. 5 to accommodate the purchase and

acceptance of the transfer of the Entire Business of CM would constitute an offering of the newly issued shares to specific investors (Private Placement) at a fixed price with no discount from the market price pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558, which requires approval by the shareholder meeting and permission by the SEC Office prior to the offering.

After the increase of the paid-up capital, CM will become a shareholder of the Company, holding 40.12% of the total paid-up capital of the Company by way of the entire business transfer. Nevertheless, CM will proceed with dissolution on the same date on which it acquires the Company's newly issued ordinary shares. As a result, such shares will be distributed to CM's Existing Shareholders. In this regard, the distribution of the newly issued shares of the Company to CM's Existing Shareholders will not result in each of them holding more than 25% of the total issued shares of the Company after the capital increase of the Company. Therefore, each of CM's Existing Shareholders is not required to make a tender offer for all securities of the Company pursuant to Notification of the Capital Market Supervisory Board No. TorChor.12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers.

In addition, CM's Existing Shareholders, whose names are as shown in the list of CM's Existing Shareholders as set out in **Enclosure 4** (*Information Memorandum on the Offering of the Newly Issued Ordinary Shares of the Company to Specific Investors (Private Placement)*), will acquire the newly issued shares in proportion to their shareholding by way of the entire business transfer on the same date on which CM acquires the newly issued ordinary shares of the Company. As a result, CM's Existing Shareholders will become shareholders of the Company (CM will proceed with dissolution and liquidation and will return the remaining assets (including 234,500,000 newly issued ordinary shares of the Company) to its existing shareholders under the liquidation process).

The offering of the newly issued ordinary shares to accommodate the CM EBT Transaction will have the following effects on the Company's shareholders:

Price Dilution

$$\begin{aligned}
 &= \frac{\text{Market price prior to offering} - \text{Market price after offering}}{\text{Market price prior to offering}} \\
 &= \frac{2.56 - 2.58}{2.56} \\
 &= -0.78\%
 \end{aligned}$$

The determination of the market price prior to the offering was based on the weighted average price of the Company's shares traded on the SET for 15 consecutive business days prior to the date of the Board of Directors' resolution to propose the offering of the newly issued ordinary

shares for approval at the Extraordinary General Meeting of Shareholders No. 1/2016, i.e. from August 15, 2016 to September 2, 2016, which is equivalent to THB 2.56 per share. The weighted average price was calculated by dividing the total sum of the value of the Company's shares traded on the SET for 15 consecutive business days by the total number of the Company's shares traded on the SET for 15 consecutive business days, i.e. from August 15, 2016 to September 2, 2016. In this regard, the total sum of the value of the Company's shares was calculated by multiplying the daily average price with the number of the Company's shares traded daily on the SET according to the information on trading of FIRE shares retrieved from SETSMART at www.setsmart.com of the SET.

Meanwhile, the market price after the offering was calculated as follows:

Market price after offering

$$= \frac{(\text{Number of paid-up shares} \times \text{Market price prior to offering}) + (\text{Number of newly issued shares} \times \text{Offering price})}{(\text{Number of paid-up shares} + \text{Number of newly issued shares})}$$

$$= \frac{(350,000,000 \times 2.56) + (234,500,000 \times 2.62)}{(350,000,000 + 234,500,000)}$$

$$= 2.58$$

After the offering of the newly issued ordinary shares to accommodate the CM EBT Transaction, there will be no price dilution effect as the offering price is higher than the market price.

Control Dilution

$$= \frac{\text{Number of newly issued shares}}{\text{Number of paid-up shares} \times \text{Number of newly issued shares}}$$

$$= \frac{234,500,000}{584,500,000}$$

$$= 40.12\%$$

After the offering of the newly issued ordinary shares to accommodate the CM EBT Transaction, there will be a control dilution effect at the rate of 40.12%.

Earning per Share Decrease

$$= \frac{\text{Earning per share prior to offering} - \text{Earning per share after offering}}{\text{Earning per share prior to offering}}$$

$$= \frac{0.1024 - 0.1553}{0.1024}$$

$$= -51.66\%$$

The earning per share prior to the offering was calculated based on the Company's net profit in the past 4 quarters (July 1, 2015-June 30, 2016), is equivalent to THB 35.82 million, which, after division by the number of the Company's total issued and paid-up ordinary shares of 350,000,000 shares, is equivalent to THB 0.1024 per share.

The earning per share after the offering was calculated based on the Company's net profits in the past 4 quarters (July 1, 2015-June 30, 2016) according the pro forma consolidated financial statements, is equivalent to THB 90.77 million, which, after division by the number of the Company's total issued and paid-up ordinary shares after the issuance of the newly issued ordinary shares for the acceptance of the transfer of the Entire Business of CM of 584,500,000 shares, is equivalent to THB 0.1553 per share.

After the offering of the newly issued ordinary shares to accommodate the CM EBT Transaction, there will be no effect on the earning per share of the Company, as the earning per share after the offering of the newly issued ordinary shares to accommodate the CM EBT Transaction is higher than the earning per share prior to the offering of the newly issued ordinary shares.

Details on the offering of the newly issued ordinary shares of the Company to specific investors at a fixed price with no discount from the market price are as shown in **Enclosure 4** (*Information Memorandum on the Offering of the Newly Issued Ordinary Shares of the Company to Specific Investors (Private Placement)*).

Therefore, the Secretary to the meeting requested the meeting to consider and approve the offering of 234,500,000 newly issued shares to accommodate the CM EBT Transaction at the offering price of THB 2.62 per share to specific investors (Private Placement) at a fixed price with no discount from the market price pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 as per details proposed above.

The Secretary to the meeting invited the shareholders or proxies to raise questions and comments on this agenda item. No questions or comments were raised by any shareholder. The Secretary to the meeting requested the shareholders to cast their votes.

Resolution **The meeting was passed to approve the offering of 234,500,000 newly issued shares to accommodate the CM EBT Transaction at the offering price of THB 2.62 per share to specific investors (Private Placement) at a fixed price with no discount from the market price pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 as per details proposed above, result as below:**

Voting	Number of votes (votes)	As %
Approved	159,631,582	100.00
Disapproved	-	-
Abstained	-	-
Total (133 shareholders)	159,631,582	100.00

Remark:

- (1) The resolution for this agenda item has no invalid voting card.
- (2) The resolution for this agenda item requires a simple majority vote of the total number of votes of the shareholders attending the meeting and casting their votes, totaling 116,882,610 votes.
- (3) During the consideration of this agenda item, there was no additional shareholder registering to attend the meeting.

Agenda no. 7 To approve the change of the Company's name and securities abbreviation

The Secretary to the meeting requested Mr. Wirat Sukchai, Managing Director, to present this matter to the meeting.

Mr. Wirat Sukchai informed the meeting that, to be in line with the restructure of the Company as a result of the purchase and acceptance of the Entire Business of CM, it was deemed appropriate to propose that the meeting consider and approve the change of the Company's name and securities abbreviation as follows:

Thai name: “บริษัท หาญ เอ็นจิเนียริง โซลูชั่นส์ จำกัด (มหาชน)”

English name: “Harn Engineering Solutions Public Company Limited”

Securities abbreviation: “HARN”

Therefore, the Secretary to the meeting requested the meeting to consider and approve the change of the Company's name and securities abbreviation as detailed above.

The Secretary to the meeting invited the shareholders or proxies to raise questions and comments on this agenda item. No questions or comments were raised by any shareholder. The Secretary to the meeting requested the shareholders to cast their votes.

Resolution The meeting was passed to approve the change of the Company's name and securities abbreviation of the Company, result as below:

Voting	Number of votes (votes)	As %
Approved	159,631,582	100.00
Disapproved	-	-
Abstained	-	-
Total (133 shareholders)	159,631,582	100.00

Remark:

- (1) The resolution for this agenda item has no invalid voting card.
- (2) The resolution for this agenda item requires an affirmative vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, totaling 116,882,610 votes.
- (3) During the consideration of this agenda item, there was no additional shareholder registering to attend the meeting.

Agenda no. 8 To approve the amendment to Clause 1 of the Memorandum of Association of the Company to be in line with the change of the Company's name

The Secretary to the meeting requested Mr. Wirat Sukchai, Managing Director, to present this matter to the meeting.

Mr. Wirat Sukchai informed the meeting that, to be in line with the change of the Company's name as considered by the meeting in Agenda no. 7 above, it was proposed that the meeting consider and approve the amendment to Clause 1 of the Memorandum of Association of the Company by adopting the following wordings in replacement of the original wordings:

"Clause 1 The name of the Company is "บริษัท หาญ เอ็นจิเนียริง โซลูชั่นส์ จำกัด (มหาชน)" and the English name of the Company is "Harn Engineering Solutions Public Company Limited"

And the authorization of the person(s) designated by the Board of Directors to register the amendment to the Memorandum of Association of the Company with the Department of Business Development, the Ministry of Commerce, to amend and add wordings in compliance with the Registrar's directions.

Therefore, the Secretary to the meeting requested the meeting to consider and approve the amendment to Clause 1 of the Memorandum of Association of the Company to be in line with the change of the Company's name as detailed above.

The Secretary to the meeting invited the shareholders or proxies to raise questions and comments on this agenda item. No questions or comments were raised by any shareholder. The Secretary to the meeting requested the shareholders to cast their votes.

Resolution **The meeting was passed to approve the amendment to Clause 1 of the Memorandum of Association of the Company to be in line with the change of the Company's name , result as below:**

Voting	Number of votes (votes)	As %
Approved	159,631,582	100.00
Disapproved	-	-
Abstained	-	-
Total (133 shareholders)	159,631,582	100.00

Remark:

- (1) The resolution for this agenda item has no invalid voting card.
- (2) The resolution for this agenda item requires an affirmative vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, totaling 116,882,610 votes.
- (3) During the consideration of this agenda item, there was no additional shareholder registering to attend the meeting.

Agenda no. 9 **To approve the amendment to Clause 1 and Clause 2 of the Articles of Association of the Company with respect to the Company's name, to be in line with the change of the Company's name.**

The Secretary to the meeting requested Mr. Wirat Sukchai, Managing Director, to present this matter to the meeting.

Mr. Wirat Sukchai presented to the meeting that, to be in line with the change of the Company's name as considered by the meeting in Agenda no. 8 above, it was proposed that the meeting consider and approve the amendment to Clause 1 and Clause 2 of the Articles of Association of the Company with respect to the Company's name by adopting the following wordings in replacement of the original wordings:

Clause 1 of the Articles of Association

From:

“Clause 1 These Articles shall be called the “Articles of Association of Fire Victor Public Company Limited.”

To:

“Clause 1 These Articles shall be called the “Articles of Association of Harn Engineering Solutions Public Company Limited.”

Clause 2 of the Articles of Association

From:

“Clause 2 The “Company” hereinafter referred in these Articles means Fire Victor Public Company Limited.”

To:

“Clause 2 The “Company” hereinafter referred in these Articles means Harn Engineering Solutions Public Company Limited.”

Therefore, the Secretary to the meeting requested the meeting to consider and approve the amendment to the Articles of Association of the Company with respect to the Company’s name as detailed above.

The Secretary to the meeting invited the shareholders or proxies to raise questions and comments on this agenda item. No questions or comments were raised by any shareholder. The Secretary to the meeting requested the shareholders to cast their votes.

Resolution **The meeting was passed to approve the amendment to Clause 1 and Clause 2 of the Articles of Association of the Company with respect to the Company’s name, to be in line with the change of the Company’s name, , result as below:**

Voting	Number of votes (votes)	As %
Approved	159,631,582	100.00
Disapproved	-	-
Abstained	-	-
Total (133 shareholders)	159,631,582	100.00

Remark:

- (1) The resolution for this agenda item has no invalid voting card.

- (2) The resolution for this agenda item requires an affirmative vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, totaling 116,882,610 votes.
- (3) During the consideration of this agenda item, there was no additional shareholder registering to attend the meeting.

Agenda no. 10 To approve the amendment to the objectives of the Company.

The Secretary to the meeting requested Mr. Wirat Sukchai, Managing Director, to present this matter to the meeting.

Mr. Wirat Sukchai presented to the meeting that, to be in line with the restructure of the Company as a result of the purchase and acceptance of the Entire Business of CM, it was proposed that the meeting consider and approve the amendment to the objectives of the Company as detailed in **Enclosure 6** (*Particulars of the Amendments to the Objectives of the Company*).

The legal advisor added that, in the amendment to the Company's objectives, it would be made not only to correspond with the Company's restructure upon the purchase and acceptance of the transfer of the Entire Business of CM, but also to respond to the SET policy of not supporting listed companies which have objectives in contradiction to good morals or which are unlawful businesses, such as trading of liquor, beer, wine, cigarette, or engaging in nightclub or massage parlor business, etc., as well as to have the persons assigned by the Board of Directors to register the amendment to the objectives of the Company with the Department of Business Development, the Ministry of Commerce, to amend and add wordings in compliance with the Registrar's directions.

The Secretary to the meeting requested the meeting to consider and approve the amendment to the objectives of the Company as detailed above.

The Secretary to the meeting invited the shareholders or proxies to raise questions and comments on this agenda item.

Agenda no. 10 Questions/Comments/Answers

Shareholder	Mr. Thara Chonpranee referred to Agenda no. 7 and asked whether the Company had any corporate seal and why it did not mention about the amendment to the corporate seal. He also enquired about the amendment to the Company's objectives, i.e. whether no. 39 of the objectives also covers engaging in sanitation engineering, whether engaging in 3D printing in no. 52 falls within the scope of war materials, and how no. 54 is different from no. 13
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which already covers engaging in photographing business, as well as whether no. 49 of the objectives already covers the Company's business.

Mr. Chatri
Trakulmanenate

Mr. Chatri clarified that the Company has no corporate seal, so there is no amendment to corporate seal. As regards the Company's objectives, the proposed amendments to the Company's objectives have been concluded from consultation with and consent by the officers of the Department of Business Development, the Ministry of Commerce. Other objectives also already cover the Company's business operation. In addition, business in relation to 3D printing does not fall within the scope of war material. Therefore, no permission is specially required from any particular agency.

No questions or comments were raised by any shareholder. The Secretary to the meeting requested the shareholders to cast their votes.

Resolution **The meeting was passed to approve the amendment to the objectives of the Company, result as below:**

Voting	Number of votes (votes)	As %
Approved	159,631,582	100.00
Disapproved	-	-
Abstained	-	-
Total (133 shareholders)	159,631,582	100.00

Remark:

- (1) The resolution for this agenda item has no invalid voting card.
- (2) The resolution for this agenda item requires an affirmative vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, totaling 116,882,610 votes.
- (3) During the consideration of this agenda item, there was no additional shareholder registering to attend the meeting.

Agenda no. 11 To approve the amendment to Clause 3 of the Memorandum of Association of the Company.

The Secretary to the meeting requested Mr. Wirat Sukchai, Managing Director, to present this matter to the meeting.

Mr. Wirat Sukchai presented to the meeting that, to be in line with the amendment to the objectives of the Company as considered by the meeting in Agenda no. 10 above, it was proposed

that the meeting consider and approve the amendment to Clause 3 of the Memorandum of Association of the Company to be consistent with the business operation of the Company as follows:

From:

“Clause 3 The objectives of the Company contain 43 items as set out in Bor Mor Jor 002 Form attached hereto”

To:

“Clause 3 The objectives of the Company contain 55 items as set out in Bor Mor Jor 002 Form attached hereto”

And the authorization of the person(s) designated by the Board of Directors to register the amendment to the Memorandum of Association of the Company with the Department of Business Development, the Ministry of Commerce, to amend and add wordings in compliance with the Registrar’s directions.

Therefore, the Secretary to the meeting requested the meeting to consider and approve the amendment to Clause 3 of the Memorandum of Association of the Company as detailed above.

The Secretary to the meeting invited the shareholders or proxies to raise questions and comments on this agenda item. No questions or comments were raised by any shareholder. The Secretary to the meeting requested the shareholders to cast their votes.

Resolution **The meeting was passed to approve the amendment to Clause 3 of the Memorandum of Association of the Company, result as below:**

Voting	Number of votes (votes)	As %
Approved	159,631,582	100.00
Disapproved	-	-
Abstained	-	-
Total (133 shareholders)	159,631,582	100.00

Remark:

- (1) The resolution for this agenda item has no invalid voting card.
- (2) The resolution for this agenda item requires an affirmative vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote, totaling 116,882,610 votes.
- (3) During the consideration of this agenda item, there was no additional shareholder registering to attend the meeting.

Agenda no. 12 To approve the change of the number of the Company's directors from 7 seats to be 10 seats by appointing the nominated director candidates and the change of the authorized directors of the Company.

The Secretary to the meeting requested Mr. Wirat Sukchai, Managing Director, to present this matter to the meeting.

Mr. Wirat Sukchai presented to the meeting that, as a result of the purchase and the acceptance of the transfer of the Entire Business of CM as detailed above, CM has nominated 3 individuals as new directors of the Company. Therefore, it was proposed that the shareholder meeting consider and approve the change of the number of the Company's directors from 7 seats to be 10 seats, where the nominated director candidates are as follows:

- (1) Mr. Wasan Nantakwang;
- (2) Mr. Thammanoon Tripetchr; and
- (3) Mr. Supot Tiarawut

In this regard, the Board of Directors considers the qualifications of the said persons and views that the said candidates have the knowledge, capacity, experience and skills that will be beneficial to the Company's operation and that they have full qualifications and do not possess the prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992) (as amended) and the Securities and Exchange Act B.E. 2535 (1992) (as amended), as well as the relevant notifications.

In addition, to be in line with the change of the number of the Company's directors as detailed above, it was proposed that the shareholder meeting consider and approve the change of the authorized directors of the Company as shown in the affidavit to be as follows:

Authorized Directors of the Company

From:

"Mr. Parkphum Wongpaitoon, Mr. Wirat Sukchai, Mrs. Sirima Iamsakulrat and Mrs. Valeeratn Chuerboonchai where any two out of four directors can jointly sign to bind the Company"

To:

"Mr. Wirat Sukchai, Mr. Wasan Nantakwang, Mr. Thammanoon Tripetchr, Mrs. Sirima Iamsakulrat and Mrs. Valeeratn Chuerboonchai where any two out of five directors can jointly sign to bind the Company"

The Company would accordingly register the above change with the Department of Business Development, the Ministry of Commerce.

Therefore, the Secretary to the meeting requested the meeting to consider and approve the change of the number of the Company's directors by appointing the nominated director candidates and the change of the authorized directors of the Company as detailed above. The voting on the appointment of each director shall be cast on an individual basis.

The Secretary to the meeting invited the shareholders or proxies to raise questions and comments on this agenda item. No questions or comments were raised by any shareholder. The Secretary to the meeting requested the shareholders to cast their votes.

Resolution **The following resolutions were passed to approve the change of the number of the Company's directors from 7 seats to be 10 seats by appointing the nominated director candidates and the change of the authorized directors of the Company, to be in line with the change of the number of the Company's directors, as follows:**

12.1 The meeting was passed to approve the appointment of Mr. Wasan Nantakwang to be a director, result as below:

Voting	Number of votes (votes)	As %
Approved	159,631,582	100.00
Disapproved	-	-
Abstained	-	-
Total (133 shareholders)	159,631,582	100.00

Remark:

- (1) The resolution for this agenda item has no invalid voting card.
- (2) The resolution for this agenda item requires a simple majority vote of the total number of votes of the shareholders attending the meeting and casting their votes, totaling 116,882,610 votes.
- (3) During the consideration of this agenda item, there was no additional shareholder registering to attend the meeting.

12.2 The meeting was passed to approve the appointment of Mr. Thammanoon Tripetchr to be a director, result as below:

Voting	Number of votes (votes)	As %
Approved	159,631,582	100.00
Disapproved	-	-
Abstained	-	-
Total (133 shareholders)	159,631,582	100.00

Remark:

- (1) The resolution for this agenda item has no invalid voting card.
- (2) The resolution for this agenda item requires a simple majority vote of the total number of votes of the shareholders attending the meeting and casting their votes, totaling 116,882,610 votes.
- (3) During the consideration of this agenda item, there was no additional shareholder registering to attend the meeting.

12.3 The meeting was passed to approve the appointment of Mr. Supot Tiarawut to be an independent director, result as below:

Voting	Number of votes (votes)	As %
Approved	159,631,582	100.00
Disapproved	-	-
Abstained	-	-
Total (133 shareholders)	159,631,582	100.00

Remark:

- (1) The resolution for this agenda item has no invalid voting card.
- (2) The resolution for this agenda item requires a simple majority vote of the total number of votes of the shareholders attending the meeting and casting their votes, totaling 116,882,610 votes.
- (3) During the consideration of this agenda item, there was no additional shareholder registering to attend the meeting.

12.4 The meeting was passed to approve the change of the authorized directors of the Company, to be in line with the change of the number of the Company's directors, result as below:

Voting	Number of votes (votes)	As %
Approved	159,631,582	100.00
Disapproved	-	-
Abstained	-	-
Total (133 shareholders)	159,631,582	100.00

Remark:

- (1) The resolution for this agenda item has no invalid voting card.
- (2) The resolution for this agenda item requires a simple majority vote of the total number of votes of the shareholders attending the meeting and casting their votes, totaling 116,882,610 votes.
- (3) During the consideration of this agenda item, there was no additional shareholder registering to attend the meeting.

Agenda no. 13 Other matters (if any)

The Secretary to the meeting invited the shareholders to raise questions and comments on other issues.

Shareholder

Mr. Thitiphong Sophonudomphorn asked whether HARN would be listed on the SET or MAI.

Mr. Wirat Sukchai

Mr. Wirat clarified that the Company would still be listed on the MAI as at present because its registered capital is lower than THB 300 million according to the criteria governing listed companies on the stock exchange. Also with other relevant factors taken into account, the Company should remain listed on the MAI. Any prospects for being listed on the SET may be considered in the future as appropriate.

Shareholder

Mr. Thara Chonpranee enquired about the Company's income structure after the acquisition of CM.

Mr. Wirat Sukchai

After the CM EBT Transaction, the Company's business will be classified into that relating to fire protection system, air-conditioning

system, refrigeration system and digital printing and package printing system. In the income structure, the largest proportion will come from fire protection system, followed by refrigeration system, digital printing and package printing system, and air-conditioning system respectively. All such business lines have healthy growth prospects looking forward.

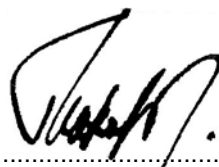
Shareholder

Mr. Nara Sipheth asked what was the cause of the fluctuation in CM's income growth, and why CM agreed to be merged as part of the Company even though CM itself had potentials to be listed on the stock exchange.


Mr. Wirat Sukchai

Mr. Wirat clarified that, in 2015, despite sales drop, CM posted profit growth. In 2016, CM's sales and profit have increased. Considering the nature of business of CM and QIIS, sales and profit normally grow well in quarters 3 and 4. Sales are not in significant amount in quarter 2 due to a lot of holidays during this quarter, which is one of the factors in CM's business operation. As regards CM's integration to the Company, although CM has earlier planned to be listed on the stock exchange, the plan has to be delayed due to considerations about obligation and expense burden looking ahead. Moreover, CM views that the sale and transfer of the entire business to the Company would create business growth prospects and save costs and expenses, thus leading to its decision to be merged as part of the Company.

The Secretary to the meeting invited the shareholders or proxies to raise questions and comments on other issues. No questions or comments were raised by any shareholder. On behalf of the Board of Directors, the Chairman thanked the attending shareholders and closed the meeting at 16.09 hrs.



..... Chairman of the meeting
(Mr. Thakol Nunthirapakorn)



..... Minutes Taker
(Mrs. Varinkan Teeraumranon)

Profile of the Nominated Candidate for the Election of New Directors

(Director due to retire by rotation proposed to be re-elected as Director for another term)

- **Name** Mr. Thakol Nunthirapakorn
- **Present Position** Independent Director (Non-Executive)
Chairman of the Board and
Chairman of the Audit Committee
- **Directors Nominee** Independent Director and
Chairman of the Board
- **Age** 71
- **Nationality** Thai
- **Appointment date** September 5, 2012
- **Education**
 - PhD (Accounting, MIS, Economics), University of Arkansas, Fayetteville, Arkansas, U.S.A.
 - MBA (Quantitative Analysis), Northeast Louisiana University, Monroe, Louisiana, U.S.A.
 - BS (Finance), West Liberty State University, West Virginia, U.S.A.
- **Director Training Program**
 - Training program of Thai Institute of Directors Association (IOD):
 1. Chairman Forum (R-CF) Class 1/2016
 2. Directors Certification Program (DCP) Class 228/2016
 3. Ethical Leadership Program (ELP) Class 3/2016
 4. Audit Committee Program (ACP) Class 8/2005
 5. Directors Accreditation Program (DAP) Class 8/2004
- **Work Experience**
 - 2015 - present Independent Director / Chairman of the Board of Directors / Chairman of the Audit Committee, Harn Engineering Solutions Plc.
 - 2002 - present Independent Director and Chairman of the Audit Committee, Ratchthani Leasing Plc.
 - 2012 - 2015 Dean of Accounting, University of the Thai Chamber of Commerce
 - 2012 - 2015 Independent Director and Chairman of the Audit Committee, Harn Engineering Solutions Plc.
 - 2005 - 2011 Vice-Rector for Administration, University of the Thai Chamber of Commerce
- **HARN Shareholdings (as of December 31, 2016)** - None -
- **Director Term Duration** 2 Terms (4 Years : September 5, 2012 - Present)
- **Meeting Attendance during Directorship of Year 2016**
 - Board of Directors Of the total 7 meetings, attending 7 meetings
 - Audit Committee Of the total 7 meetings, attending 7 meetings



● Positions in Other Listed/Non-listed Companies

Listed companies on the SET	1 companies:	Ratchthani Leasing Public Company Limited
Other organizations/agencies/businesses (non-listed)	-None-	
Businesses in competition with/in relation to HARN business that may have conflict of interest	-None-	

- Having prohibited characteristics according to notification of Capital Market Supervisory Board - Yes -
- Having qualifications of independent director pursuant to definition of independent director - Yes -
(as detailed in definition of independent director in Annex 5 which is on par with the Notification of the Capital Market Supervisory Board No. TorChor. 28/2008 Re: Application for and Approval of Offer for Sale of Newly Issued Shares.)
- Record of illegal acts in the previous 10 years - None -
- Family relationship with other directors - None -
- Having beneficial interest in the agenda item at this meeting
 - Agenda item no. 5 To consider and approve election of directors to replace those due to retire by rotation
 - Agenda item no. 7 To consider and approve remuneration for Board and Committee members for 2017
- Involvement as executive, employee, staff member, or adviser who receives regular salary - None -
- Professional service provider, e.g. auditor, legal adviser, etc. - None -
- Material business relationship that may hinder independent performance of duties - None -

Profile of the Nominated Candidate for the Election of New Directors

(Director due to retire by rotation proposed to be re-elected as Director for another term)

- Name Mr. Parkphum Wongpaitoon
- Present Position Directors (Non-Executive)
- Directors Nominee Directors
- Age 76
- Nationality Thai
- Appointment date September 5, 2012
- Education
 - MSc. (Electrical Engineering), Illinois Institute of Technology, U.S.A.
 - BSc. (Electrical Engineering), University of Illinois, U.S.A.
- Director Training Program
 - Training program of Thai Institute of Directors Association (IOD):
 1. Anti-Corruption for Executive Program (ACEP) Class 14/2015
 2. Role of the Chairman Program (ROP) Class 36/2015
 3. Director Accreditation Program (DAP) Class 42/2005
- Work Experience
 - 2012 - present Directors, Harn Engineering Solutions Plc.
 - 1999 - present Directors, Harn Engineering Co., Ltd.
 - 2002 - 2016 Directors, QIIS Co., Ltd.
 - 1999 - 2016 Directors, Chillmatch Co., Ltd.
 - 2012 - 2015 Chairman of the Board, Harn Engineering Solutions Plc.
 - 2001 - 2012 Member of the Executive Committee, Fire Victor Co., Ltd
 - 1998 - 2001 Managing Director, Harn Engineering Group
 - 1992 - 1997 Managing Director, Thailand Carpet Manufacturing Plc.
 - 1985 - 1991 Director and General Manager, Carpet International Thailand Plc.
 - 1983 - 1984 Deputy General Manager, ITT (Thailand) Plc.
 - 1976 - 1982 Factory Manager, Carpet International Thailand Plc.
 - 1973 - 1975 Production Manager, Goodyear (Thailand) Co., Ltd.
 - 1966 - 1972 Power Plant Design Engineer, Pioneer Service & Engineering Company and Sarget & Landy, Chicago, Illinois, U.S.A.
- HARN Shareholdings (as of December 31, 2016) 5,380,325 shares (0.92%)
- Director Term Duration 3 Terms (4 Years : September 5, 2012 - Present)
- Meeting Attendance during Directorship of Year 2016
 - Board of Directors Of the total 7 meetings, attending 7 meetings
 - Audit Committee Of the total - meetings, attending - meetings



Listed companies on the SET	-None-	
Other organizations/agencies/businesses (non-listed)	1 companies:	Harn Engineering Co., Ltd.
Businesses in competition with/in relation to HARN business that may have conflict of interest	-None-	

- | | |
|---|---|
| ● Having prohibited characteristics according to notification of Capital Market Supervisory Board | - Yes - |
| ● Record of illegal acts in the previous 10 years | - None - |
| ● Family relationship with other directors | - None - |
| ● Having beneficial interest in the agenda item at this meeting | - <u>Agenda item no. 5</u> To consider and approve election of directors to replace those due to retire by rotation |
| | - <u>Agenda item no. 7</u> To consider and approve remuneration for Board and Committee members for 2017 |

Profile of the Nominated Candidate for the Election of New Directors

(Director due to retire by rotation proposed to be re-elected as Director for another term)

- **Name** Mrs. Sirima Iamsakulrat
- **Present Position** Directors,
Chairman of the Executive Committee and
Authorized Director
- **Directors Nominee** Directors
- **Age** 54
- **Nationality** Thai
- **Appointment date** September 5, 2012
- **Education**
 - MBA, Stanford University, U.S.A.
 - BA (Economics), Chulalongkorn University
- **Director Training Program**
 - Training program of Thai Institute of Directors Association (IOD):
 1. Successful Formulation & Execution of Strategy (SFE) Class 24/2015
 2. Director Certification Program (DCP) Class 211/2015
 3. Director Accreditation Program (DAP) Class SET/2012
- **Work Experience**
 - 2016 - present Chairman of the Executive Committee, Harn Engineering Solutions Plc.
 - 1989 – present Member of the Executive Committee, Harn Engineering Co., Ltd.
 - 2012 - 2016 Member of the Executive Committee, Harn Engineering Solutions Plc.
 - 2002 - 2016 Member of the Executive Committee, QIIS Co., Ltd.
 - 1989 - 2016 Member of the Executive Committee, Chillmatch Co., Ltd.
 - 2001 - 2012 Member of the Executive Committee, Fire Victor Co., Ltd.
- **HARN Shareholdings (as of December 31, 2016)** 63,845,441 shares (10.92%)
- **Director Term Duration** 3 Terms (4 Years : September 5, 2012 - Present)
- **Meeting Attendance during Directorship of Year 2016**
 - Board of Directors Of the total 7 meetings, attending 7 meetings
 - Audit Committee Of the total - meetings, attending - meetings



● **Positions in Other Listed/Non-listed Companies**

Listed companies on the SET	-None-	
Other organizations/agencies/businesses (non-listed)	1 companies:	Harn Engineering Co., Ltd.
Businesses in competition with/in relation to HARN business that may have conflict of interest	-None-	

- **Having prohibited characteristics according to notification of Capital Market Supervisory Board** - Yes -
- **Record of illegal acts in the previous 10 years** - None -
- **Family relationship with other directors** - None -
- **Having beneficial interest in the agenda item at this meeting**
 - Agenda item no. 5 To consider and approve election of directors to replace those due to retire by rotation
 - Agenda item no. 7 To consider and approve remuneration for Board and Committee members for 2017

Profile of the Nominated Candidate for the Election of New Directors

(Director due to retire by rotation proposed to be re-elected as Director for another term)

- **Name** Mr. Sothitorn Mallikamas
- **Present Position** Independent Director (Non-Executive)
Member of the Audit Committee
- **Directors Nominee** Independent Director
- **Age** 54
- **Nationality** Thai
- **Appointment date** September 5, 2012
- **Education**
 - PhD (Economics), University of Wisconsin, U.S.A.
 - MA (Economics), University of Wisconsin, U.S.A.
 - BA (Economics), Chulalongkorn University
- **Director Training Program**
 - Training program of Thai Institute of Directors Association (IOD):
1. Director Accreditation Program (DAP) Class 102/2013
- **Work Experience**
 - 2012 - present Independent Director and Member of the Audit Committee, Harn Engineering Solutions Plc.
 - 2012 - present Chairman, International Economics Program, Chulalongkorn University
 - 2006 - 2009 Dean, Faculty of Economics, Chulalongkorn University
 - 2003 - 2006 Deputy Dean, Faculty of Economics, Chulalongkorn University
 - 1999 - 2003 Director, Economics Research Center, Faculty of Economics, Chulalongkorn University
 - 1992 - 1998 Advisor, Phatra Research Institute, Phatra Securities Plc.
 - 1994 - 1995 Advisor, Monetary and Finance Commission, House of Representatives
- **HARN Shareholdings (as of December 31, 2016)** - None -
- **Director Term Duration** 2 Terms (4 Years : September 5, 2012 - Present)
- **Meeting Attendance during Directorship of Year 2016**
 - Board of Directors Of the total 7 meetings, attending 7 meetings
 - Audit Committee Of the total 7 meetings, attending 7 meetings



● Positions in Other Listed/Non-listed Companies

Listed companies on the SET	-None-	
Other organizations/agencies/businesses (non-listed)	1 companies:	Chulalongkorn University
Businesses in competition with/in relation to HARN business that may have conflict of interest	-None-	

- Having prohibited characteristics according to notification of Capital Market Supervisory Board - Yes -
- Having qualifications of independent director pursuant to definition of independent director - Yes -
(as detailed in definition of independent director in Annex 5 which is on par with the Notification of the Capital Market Supervisory Board No. TorChor. 28/2008 Re: Application for and Approval of Offer for Sale of Newly Issued Shares.)
- Record of illegal acts in the previous 10 years - None -
- Family relationship with other directors - None -
- Having beneficial interest in the agenda item at this meeting
 - Agenda item no. 5 To consider and approve election of directors to replace those due to retire by rotation
 - Agenda item no. 7 To consider and approve remuneration for Board and Committee members for 2017
- Involvement as executive, employee, staff member, or adviser who receives regular salary - None -
- Professional service provider, e.g. auditor, legal adviser, etc. - None -
- Material business relationship that may hinder independent performance of duties - None -

Profile of the Person who has been Appointed as Additional Directors

- Name Mr. Jain Charnnarong
- Directors Nominee Directors
- Age 50
- Nationality Thai
- Address 551 Soi 13, Rama 9 Road,
Huaykwang, Bangkok 10310
- Education
 - Doctoral Philosophy of Mechanical Engineering Minor in Management, Massachusetts Institute of Technology, Cambridge
 - Master of Science in Mechanical Engineering, Massachusetts Institute of Technology, Cambridge
 - Bachelor of Engineering (First Class of Honor), Chulalongkorn University
- Honor and Awards
 - 1989 - 1996 Ananda Mahidol Foundation
Ananda Mahidol Scholarship
- Training participation
 - Training program of Thai Institute of Directors Association (IOD) :
 1. How to Develop a Risk Management Plan (HRP) Class 8/2015
 2. Successful Formulation & Execution of Strategy (SFE) Class 23/2015
 3. Family Business Sustainability (FBS) Class 1/2014
 4. Director Certification Program (DCP) Class 173/2013
- Work experience
 - 2007 - ปัจจุบัน Directors, Harn Engineering Co., Ltd.
 - 2001 - 2014 Founder & CEO, Siam General Aviation Company Limited (SGA)
 - 1999 - 2001 Director & General Manager, Siam Land Flying Company Limited (SGA)
 - 1998 - 2000 Business Analyst, Siam Commercial Bank Public Company Limited
 - 1997 - 1998 Assist to General Manager, Thai Air Cargo Co., Ltd.
 - 1988 - 1997 Lecturer in Mechanical Engineering, Chulalongkorn University
- HARN Shareholdings (as of December 31, 2016) 84,091,640 shares (14.38%)



- Positions in Other Listed/Non-listed Companies

Listed companies on the SET	-None-	
Other organizations/agencies/businesses (non-listed)	1 companies:	Harn Engineering Co., Ltd.
Businesses in competition with/in relation to HARN business that may have conflict of interest	-None-	

- Having prohibited characteristics according to notification of Capital Market Supervisory Board - Yes -
- Record of illegal acts in the previous 10 years - None -
- Family relationship with other directors Little Brother, Mrs. Sirima Iamsakulrat
- Having beneficial interest in the agenda item at this meeting Agenda item no. 7 To consider and approve remuneration for Board and Committee members for 2017

Profiles of Independent Director for Proxy Appointment
The 2017 Annual General Meeting of Shareholders
Harn Engineering Solutions Public Company Limited

- Name Mr. Thakol Nunthirapakorn
- Present Position Independent Director /
Chairman of the Board of Directors and
Chairman of the Audit Committee
- Age 71
- Nationality Thai
- Appointment Date September 5, 2012
- Address 27 Soi Phatthanakan 69 Yaek 9-2, Prawate, Bangkok 10250
- HARN Shareholdings (as of 31 December 2016) - None -
- Years of Directorship 4 years
- Beneficial interest
 - Agenda item no. 5 To consider and approve election of directors to replace those due to retire by rotation
 - Agenda item no. 7 To consider and approve remuneration for Board and Committee members for 2017



Note : Profiles of Directors are as detailed in Annual Report 2016, regarding Board of Directors.

Profiles of Independent Director for Proxy Appointment
The 2017 Annual General Meeting of Shareholders
Harn Engineering Solutions Public Company Limited

- Name Mr. Sothitorn Mallikamas
- Present Position Independent Director and
Member of the Audit Committee
- Age 54
- Nationality Thai
- Appointment Date September 5, 2012
- Address 75/1 Soi Sukhumvit 55 (Thonglor), Khlongton Nua, Watthana, Bangkok 10110
- HARN Shareholdings (as of 31 December 2016) - None -
- Years of Directorship 4 years
- Beneficial interest
 - Agenda item no. 5 To consider and approve election of directors to replace those due to retire by rotation
 - Agenda item no. 7 To consider and approve remuneration for Board and Committee members for 2017



Note : Profiles of Directors are as detailed in Annual Report 2016, regarding Board of Directors.

Profiles of Independent Director for Proxy Appointment
The 2017 Annual General Meeting of Shareholders
Harn Engineering Solutions Public Company Limited

- Name Miss Voranuch Supaibulpipat
- Present Position Independent Director and
Member of the Audit Committee
- Age 53
- Nationality Thai
- Appointment Date September 5, 2012
- Address 176/73 Nanglinchi Road, Chong Nonsi, Yan Nawa, Bangkok 10120
- HARN Shareholdings (as of 31 December 2016) - None -
- Years of Directorship 4 years
- Beneficial interest - Agenda item no. 7 To consider and approve remuneration for Board and
Committee members for 2017



Note : Profiles of Directors are as detailed in Annual Report 2016, regarding Board of Directors.

Definition of Independent Director

The Company has defined the composition of the Board of Directors to include independent directors at least one-third of the total number of directors.

Qualifications of an independent director shall be as follows:

1. Holding not more than one percent of the total shares with voting rights of the Applicant, or its principal company, subsidiary company, associated company, major shareholder, or controlling person of the Applicant, which shall be inclusive of the shares held by any related person thereof;
2. Neither being nor having been an executive director, an employee, a staff member, an adviser who receives a regular salary, or a controlling person of the Applicant, or its subsidiary company, associated company, subsidiary company at the same level, major shareholder or controlling person of the Applicant unless the foregoing status has ended for no less than two years before the independent director assumes the independent directorship, and such prohibited characteristics not including the case of having been government officer or adviser of the government agency which is the major shareholder or the controlling person of the Applicant;
3. Not being a person related by blood or registration under law, such as father, mother, spouse, sibling, or child, including the spouse of a child, of an executive, major shareholder, controlling person or person to be nominated as a director, an executive or a controlling person of the Applicant or its subsidiary company;
4. Neither holding nor having held a business relationship with the Applicant, or its principal company, subsidiary company, associated company, major shareholder or controlling person in a manner which may interfere with his/her independent judgment; and neither being nor having been a substantial shareholder or a controlling person of any person having a business relationship with the Applicant, or its principal company, subsidiary company, associated company, major shareholder or controlling person of the Applicant unless the foregoing relationship has ended for no less than two years before the independent director is appointed as an independent director;
5. Neither being nor having been an auditor of the Applicant, or its principal company, subsidiary company, associated company, major shareholder or controlling person of the Applicant; and not being a substantial shareholder, controlling person or partner of an audit firm which employs auditors of the Applicant, principal company, subsidiary company, associated company, major shareholder or controlling person of the Applicant unless the foregoing relationship has ended for no less than two years before the independent director is appointed as an independent director;
6. Neither being nor having been any professional service provider including legal adviser or financial adviser who receives an annual service fee exceeding Baht two million from the Applicant, or its principal company, subsidiary company, associated company, major shareholder or controlling person of the Applicant; and not being a substantial shareholder, controlling person or partner of the professional service provider, unless the foregoing relationship has ended for no less than two years before the independent director is appointed as an independent director;

7. Not being a director who has been appointed as a representative of a director of the Applicant, major shareholder, or shareholder related to the major shareholder of the Applicant;
8. Not undertaking any business the nature of which is the same as that of the Applicant or subsidiary company and which, in any material respect, is competitive with the business of the Applicant or subsidiary company or not being a substantial partner in the partnership, a director who is involved in management, an employee, a staff member, an adviser who receives a regular salary, or a shareholder holding more than one percent of the total shares with voting rights of a company undertaking any business the nature of which is the same as and is competitive with that of the Applicant or subsidiary company;
9. Not having any characteristics that prohibit the expression of independent opinion towards the Applicant's business undertakings.

Definition of Independent Director of the Company is in accordance with the Notification of the Capital Market Supervisory Board No. TorChor. 28/2008 Re: Application for and Approval of Offer for Sale of Newly Issued Shares.

Articles of Association

(Pertaining to the Annual General Meeting of Shareholders)

1. Meeting of Shareholders

- Clause 32. The Board of Directors shall arrange for an annual ordinary general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.
- Clause 33. In calling a general meeting of shareholders, the Board of Directors shall send a notice calling the meeting specifying the place, date, time, agenda of the meeting, and the subject matters to be submitted to the meeting together with reasonable details, and also stating clearly any one of which will be for information, for approval or for consideration, including the opinions of the Board on such matters, to the shareholders and the Registrar for their attention at least seven (7) days before the date of the meeting. Furthermore, publication of the notice calling the meeting shall be made in a newspaper at least three (3) days before the date of the meeting for at least three (3) consecutive days.

2. Meeting Quorum

- Clause 34. At a general meeting of shareholders, in order to constitute a quorum, there shall be at least twenty-five (25) shareholders and proxies (if any) present at the meeting or at least half (1/2) of the total number of shareholders, and representing altogether not less than one-third (1/3) of the total number of shares sold.

In the event that after the lapse of one (1) hour from the time fixed for any general meeting of shareholders, the number of shareholders present is still not enough to form a quorum as specified above and if such general meeting of shareholders has been requested by the shareholders, such meeting shall be cancelled. If the meeting of shareholders has not been called at the shareholders' request, the meeting shall be called again. In the latter case, a notice calling the meeting shall be sent to the shareholders at least seven (7) days before the meeting date. At the second meeting, a quorum is not needed.

- Clause 36. The chairman of the Board of Directors shall be the chairman of the general meeting of shareholders. If the chairman is absent or is unable to perform his duties, and if a vice-chairman is present, he shall perform as chairman. If there is no vice-chairman or if there is one but he is unable to perform his duties, the shareholders shall elect one among them to be chairman of that meeting.

3. Voting at the Meeting

- Clause 37. At the general meeting of shareholders, each share held shall be counted as one (1) vote. Any shareholder who has interests in any matter shall not be entitled to vote on such matter, unless it is the voting on the election of directors.
- Clause 38. Any resolution or approval of any business shall be subject to the majority votes of the shareholders who attend and vote at the meeting, unless otherwise specified in the Articles of Association or specified by law.

4. Dividend and Reserve Fund

Clause 43. Dividend shall not be paid unless an approval resolution is passed by the shareholders' meeting, or by the Board of Directors in case of payment of interim dividend. A written notice of the dividend payment is to be sent to the shareholders and advertised in a newspaper for at least three (3) consecutive days. The dividend payment shall be made within one (1) month from the date of the resolution.

Clause 45. The Company shall allocate to the reserve fund part of the annual net profit an amount not less than five (5) percent of the annual net profit, deducted by the accumulated losses brought forward (if any), until the reserve fund balance becomes not less than ten (10) percent of the registered capital. Besides, the Board of Directors may propose for the shareholders' meeting to resolve allocating to other reserves as deemed beneficial to the business operation of the Company.

5. Board of Directors

Clause 15. The directors may or may not be shareholders of the Company.

Clause 16. The shareholders' meeting shall elect the directors in accordance with the following criteria and procedure:

- 1) Each shareholder has number of votes entitled to cast equal to number of shares held.
- 2) Each shareholder shall cast all the votes he has to elect one or several directors. In case of electing several directors, each shareholder may not divide his votes and allocate them to all such candidates in portions.
- 3) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order until the required number of director to be elected is met. Where the votes cast for candidates in descending order are tied, the chairman of the meeting shall have a casting vote.

Clause 17. At every annual ordinary general meeting of shareholders, one-third (1/3) of the total number of the directors of the Company shall retire by rotation. If the number of directors cannot be equally divided into three (3), the number of directors closest to one-third (1/3) shall retire.

Clause 30. Directors' gratuity and remuneration shall be subject to determination by the shareholders' meeting. The directors shall be entitled to receipt of remuneration from the Company in form of reward, meeting allowance, gratuity, bonus or remuneration of other nature as specified in the Articles of Association or as considered and resolved by the shareholders' meeting. The shareholders' meeting may set the definite amount of remuneration or set out the guidelines thereof, either from time to time or on a permanent basis until there is any change otherwise afterward. The remuneration shall also cover the daily allowances and welfare in accordance with the Company's regulations.

6. Accounting, Finance and Auditing

Clause 51. The annual ordinary general meeting of shareholders shall appoint the auditor every year. The outgoing auditor may be re-appointed. The shareholders' meeting shall also determine the remuneration that should be received by the auditor.

Clause 52. The auditor shall not be a director, staff member, employee or officer holding any position in the Company.

Guidelines for Proxy Appointment, Registration and Voting at the Annual General Meeting of Shareholders of Harn Engineering Solutions Public Company Limited

Appointment of Proxy

In the event that a shareholder is unable to attend the shareholders' meeting in person, he may appoint a proxy by proceeding as follows:

1. The shareholder shall use Proxy Form B (Enclosure 3) as provided by the Company only.
2. The shareholder may either appoint any one person who comes of age, or any one independent director of the Company in the proposed list as proxy to act as per the objectives of the shareholder by indicating the name and details of the person the shareholder intends to appoint as proxy as prescribed in the Proxy Form B. (Enclosure 3)
3. A shareholder may indicate names and details of up to a maximum of three proxies. However, only one of them is eligible to attend and vote at the meeting on behalf of the shareholder, and allocation of shares to several proxies to vote at the meeting is not allowed.
4. Return the Registration Form (Enclosure 2) and the Proxy Form B (Enclosure 3) to the Company by contacting Mrs. Varinkan Teeraumranon (Company Secretary) at the head office of Harn Engineering Solutions Public Company Limited, Tel. 0 2203 0868 ext. 415 by Thursday, April 27, 2017 or at least one hour before the meeting is declared open so that the Company officer can verify the documents before the meeting is declared open.

Registration for Meeting Attendance

- The Company will allow the shareholders to register for meeting attendance at least one hour before the meeting is declared open or from 13.00 hrs. onward at Parichart Hall, 3rd Floor, Golden Tulip Sovereign Hotel, Bangkok, No. 92 Soi Saengcham, Rama 9 Road, Huaykwang District, Bangkok 10320, as shown in the map as in Annex 10.
- To speed up and facilitate the registration process, the shareholders and/or proxies are requested to bring the Registration Form having the barcode (Enclosure 2) together with the evidence documents representing the right to attend the meeting (Annex 8).

Voting at the Meeting

Voting criteria

1. General agenda items

- 1.1 In casting votes on each agenda item, the shareholders shall indicate in the voting ballots, one vote for each share held. Each shareholder or proxy shall cast votes either as approval, disapproval or abstention. The shares may not be split to separate the votes.
- 1.2 In case of proxy appointment
 - The proxy shall cast votes by the method in 1.1 only. Any vote casting in the way otherwise shall be deemed as invalid and shall not be counted as vote casting by the shareholders.
 - In case of consideration or vote casting in the matters other than those indicated in the agenda, including changes or addition of factual information, the proxy has the right to consider and vote as appropriate.

2. Agenda item on election of directors

Clause 16 of Articles of Association of the Company states that:

- 1) Each shareholder has number of votes entitled to cast equal to number of shares held.
- 2) Each shareholder shall cast all the votes he has to elect one or several directors. In case of electing several directors, each shareholder may not divide his votes and allocate them to all such candidates in portions.
- 3) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order until the required number of director to be elected is met. Where the votes cast for candidates in descending order are tied, the chairman of the meeting shall have a casting vote.

Voting Procedure, Vote Counting and Announcement of Voting Results on Each Agenda Item

- 1) The Chairman of the meeting / person proceeding with the meeting shall clarify to the meeting the voting mechanism and vote counting method before the meeting begins.
- 2) The Chairman of the meeting / person proceeding with the meeting shall ask the shareholders or proxies to vote on each agenda item one by one by marking in the box in the ballot form.
- 3) After the shareholders or proxies have cast their votes on each agenda item, vote counting shall be made and the result of which shall be announced to the meeting after completion of vote counting on each agenda item.

Resolution of the Meeting

- In a normal case, the resolution shall be subject to the majority votes of the shareholders who attend the meeting and have the right to vote.
- In cases otherwise prescribed by law or Articles of Association of the Company as different from the normal case, the resolution shall be as prescribed by law or Articles of Association of the Company and as notified by the Chairman of the meeting before voting on each agenda item.
 1. In case of a tie of votes, the Chairman of the meeting shall have a casting vote.
 2. Any shareholder who has interests in any matter shall not be entitled to vote on such matter, and the Chairman of the meeting may ask that shareholder to temporarily leave the meeting room, unless it is voting on the election of directors.

Identification Documents Required for the Annual General Meeting of Shareholders of Harn Engineering Solutions Public Company Limited

Shareholders and/or proxies who will attend the meeting are requested to bring the Registration Form having the barcode (Enclosure 2) and/or the Proxy Form B (Enclosure 3) sent to the shareholders together with the invitation notice and supporting documents for the registration to present to the Company staff on the meeting date, which are in accordance with the corporate governance guideline practice 2012. Documents required in the registration process comprise:

1. For Individual Shareholders

1.1 Attendance in person

- The identification document (identification card or driver's license) of the shareholder.
- Registration Form containing Barcode (Attachment 2) completely filled in.

1.2 Attendance by proxy

- Registration Form containing Barcode (Attachment 2) completely filled in.
- Proxy Form B (Attachment 3) completely filled in.
- A certified true and correct photocopy of the identification card or driver's license of the proxy grantor and the proxy.

2. For Juristic Shareholders

2.1 Attendance in person by the authorized representative of the shareholder:

- Registration Form containing Barcode (Attachment 2) completely filled in.
- A certified true and correct photocopy of the identification card or driver's license.
- A certified true and correct photocopy of the Affidavit or Certificate of Incorporation of the juristic shareholder, issued by Ministry of Commerce not longer than 3 months, signed by the juristic person's representative.

2.2 Attendance by proxy in general:

- Registration Form containing Barcode (Attachment 2) completely filled in.
- Proxy Form B (Attachment 3) completely filled in.
- A certified true and correct photocopy of the identification card or driver's license of the authorized representative and the proxy.
- A certified true and correct photocopy of the Affidavit or Certificate of Incorporation of the juristic shareholder, issued by Ministry of Commerce not longer than 3 months, signed by the juristic person's representative.

2.3 Attendance by proxy of non-Thai shareholder with appointment of a custodian in Thailand

- Prepare and present documents as in case of juristic shareholder in 2.1 or 2.2 above.
- In case where the custodian is authorized to sign the Proxy Form on the shareholder's behalf, the following additional documents have to be submitted:
 1. Power of Attorney from the non-Thai shareholder authorizing the custodian to sign the Proxy Form on the shareholder's behalf.
 2. Letter certifying that the custodian, who signs the Proxy Form, is permitted to engage in the custodian business.

Annual Report Request Form 2016
of
Harn Engineering Solutions Public Company Limited

To: Corporate Governance Division

I/We acknowledge that the Company has prepared Annual Report 2016 (which presents its financial statements) in form of CD-ROM (bilingual) and sent it to the shareholders together with the invitation notice.

I/We..... Last name.....

Contact telephone no. E-mail

would like to request the Annual Report 2016 in printed form (Thai) which has the same content as in the CD-ROM. Please send it to me/us in the following address:

☐ Send by postal mail (registered) to the same address as that for the invitation notice

☐ Send by postal mail (registered) to the address below:

No.....Moo.....Soi.....Housing Estate.....

Road.....Subdistrict.....District.....

Province.....Postal code.....

I/We have sent this form by fax no. 02-203-0030 or by e-mail to the Corporate Governance Division at varinkan.t@harn.co.th or wasukan.b@harn.co.th for the Company's further proceeding as I/we have requested.

Signed Shareholder

Date.....

Shareholders having enquiries or suggestions, please contact:

Mrs. Varinkan Teeraumranon Tel. +66(0)2 203-0868 ext. 415

or Miss Wasukan Boonmee Tel. +66(0)2 203-0868 ext. 450

at Parichart Hall, 3rd Floor, Golden Tulip Sovereign Hotel





บริษัท หาญ เอ็นจิเนียริง โซลูชั่นส์ จำกัด (มหาชน)
HARN ENGINEERING SOLUTIONS PUBLIC COMPANY LIMITED

สิ่งที่ส่งมาด้วย 2

Enclosure 2

ข้าพเจ้า

I/We

อยู่บ้านเลขที่

Address

สัญชาติ

Nationality

เลขทะเบียนผู้ถือหุ้น

Shareholder's Registration No.

เป็นผู้ถือหุ้นของ บริษัท หาญ เอ็นจิเนียริง โซลูชั่นส์ จำกัด (มหาชน)

am/are a shareholder of Harn Engineering Solutions Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม

holding the total number of

หุ้นสามัญ

ordinary share

หุ้นบุริมสิทธิ

Preferred share

หุ้น
shares

หุ้น
shares

หุ้น
shares

แบบฟอร์มลงทะเบียน
Registration Form

การประชุมสามัญผู้ถือหุ้นประจำปี 2560
The 2017 Annual General Meeting of Shareholders

บริษัท หาญ เอ็นจิเนียริง โซลูชั่นส์ จำกัด (มหาชน)
Harn Engineering Solutions Public Company Limited

วันศุกร์ที่ 28 เมษายน 2560 เวลา 14.00 น.
Friday, April 28, 2017 at 14.00 hrs.

ณ ห้องปาริชาติ ชั้น 3 โรงแรมโกลเด้น ทิวลิป ซอฟเฟอริน กรุงเทพฯ
เลขที่ 92 ซอยแสงแจ้งม ถนนพระราม9 เขตห้วยขวาง กรุงเทพฯ 10320
At Parichart Hall, 3rd Floor, Golden Tulip Sovereign Hotel Bangkok
92 Soi Saengcham, Rama 9 Road, Huaykwang District, Bangkok 10320

ข้าพเจ้า เป็นผู้ถือหุ้น หรือผู้รับมอบฉันทะของผู้ถือหุ้น

I/We am/are a shareholder or proxy holder of

บริษัท หาญ เอ็นจิเนียริง โซลูชั่นส์ จำกัด (มหาชน) หมายเลขบัตรประจำตัวประชาชน

Harn Engineering Solutions Public Company Limited whose identification number is

ได้มาเข้าร่วมการประชุมดังกล่าวข้างต้น

do hereby confirm that I/we have attended the above mentioned meeting.

ลงชื่อ ผู้เข้าประชุม

Sign Attendant

(.....)

เพื่อความสะดวกในการลงทะเบียน ผู้ถือหุ้นหรือผู้รับมอบฉันทะที่จะมาประชุม
โปรดนำเอกสารฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย

To facilitate the registration process, the shareholder or proxy holder is kindly requested to
bring this registration form to our staff at the meeting.

หนังสือมอบฉันทะ แบบ ข.

Proxy Form B.

(แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่จะเฝ้าติดตามและตายตัว)

(Form with fixed and specific details authorizing proxy)

(ปิดอากรแสตมป์ 20 บาท)

(Please attach stamp duty of Baht)

เลขทะเบียนผู้ถือหุ้น _____

Shareholder registration number

เขียนที่ _____

Written at

วันที่ _____ เดือน _____ พ.ศ. _____

Date

Month

Year

(1) ข้าพเจ้า _____ สัญชาติ _____ อยู่เลขที่ _____ ซอย _____
I/We _____ nationality _____ residing/located at no. _____ Soi _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____
Road _____ Tambol/Kwaeng _____ Amphur/Khet _____ Province _____
รหัสไปรษณีย์ _____
Postal Code _____

(2) เป็นผู้ถือหุ้นของบริษัท **หาญ เอ็นจิเนียริง โซลูชั่นส์ จำกัด (มหาชน)** ("บริษัท")
Being a shareholder of **Harn Engineering Solutions Public Company Limited ("Company")**
โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
Holding the total number of _____ shares and have the rights to vote equal to _____ votes as follows
☐ หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share _____ shares and have the rights to vote equal to _____ votes
☐ หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share _____ shares and have the rights to vote equal to _____ votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)
Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย
✓ ที่ ☐ 1. ระบุชื่อผู้รับมอบอำนาจ
If you make proxy by choosing
No.1, please mark ✓ at ☐ 1. and
give the details of proxy (proxies).

☐ 1. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ age _____ years residing/located at no. _____
ถนน _____ ตำบล/แขวง _____ อำเภอ _____
Road _____ Tambol/Kwaeng _____ Amphur/Khet _____
จังหวัด _____ รหัสไปรษณีย์ _____
Province _____ Postal Code _____

หรือ/Or

ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ age _____ years residing/located at no. _____
ถนน _____ ตำบล/แขวง _____ อำเภอ _____
Road _____ Tambol/Kwaeng _____ Amphur/Khet _____
จังหวัด _____ รหัสไปรษณีย์ _____
Province _____ Postal Code _____

คนหนึ่งคนใดเพียงคนเดียว
Anyone of these persons

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย
✓ ที่ ☐ 2. และเลือกกรรมการอิสระ
คนใดคนหนึ่ง
If you make proxy by choosing No.
2, please mark ✓ at ☐ 2. and
choose one of these members of
the Independent Directors.

☐ 2. มอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัทฯ คือ
Appoint any one of the following members of the Independent Directors of the
Company
☐ ดร. ถก นันธิราภกร Dr. Thakol Nunthirapakorn หรือ/Or
☐ ดร. โสติธรร มัลลิกะมาส Dr. Sothitorn Mallikamas หรือ/Or
☐ นางสาว วรณัฐ สุไพบุลย์พิพัฒน์ Miss Voranuch Supaibulpiat
(รายละเอียดประวัติกรรมการอิสระปรากฏตามเอกสารแนบท้าย 4 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้น ประจำปี
2560) (Details of members of the Independent Directors of the Company are specified in Annex 4 of the
Notice of the 2017 Annual General Meeting of Shareholders)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

In this regard, in the case where any of such members of the Independent Directors is unable to attend the meeting, the other members of the Independent Directors shall be appointed as a proxy instead of the member of the Independent Directors who is unable to attend the meeting.

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2560 ในวันที่ 28 เมษายน 2560 เวลา 14.00 น. ณ ห้องปาริชาติ ชั้น 3 โรงแรมโกลเด้น ทิวลิป ซอฟเฟอริน ตั้งอยู่เลขที่ 92 ซอยแสงแจ่ม ถนนพระราม 9 เขตห้วยขวาง กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as my/our proxy ("proxy") to attend and vote on my/our behalf at the 2017 Annual General Meeting of Shareholders on April 28, 2017 at 2.00 p.m. at Parichart Hall 3rd Floor, Golden Tulip Sovereign Hotel, located at 92 Soi Saengcham, Rama 9 Road, Huai Khwang District, Bangkok, or such other date, time and place as the meeting may be held.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote as per my/our desire as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2559

Agenda item no. 1 To consider and adopt minutes of the Extraordinary General Meeting of Shareholders No. 1/2016

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 2 รับทราบผลการดำเนินงานของบริษัทในรอบปี 2559

Agenda item no. 2 To acknowledge the Company's operating results for the year 2016

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 3 พิจารณานุมัติงบการเงิน ประจำปี 2559 สิ้นสุด ณ วันที่ 31 ธันวาคม 2559

Agenda item no. 3 To consider and approve the Financial Statements for the year ended December 31, 2016

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 4 พิจารณานุมัติการจัดสรรกำไรและการกำหนดจ่ายเงินปันผลสำหรับผลการดำเนินงาน ประจำปี 2559

Agenda item no. 4 To consider and approve the appropriation of profit and payment of dividend for Operating Results of 2016

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 5 พิจารณานุมัติการเลือกตั้งกรรมการเข้าดำรงตำแหน่งแทนกรรมการที่ต้องออกตามวาระ

Agenda item no. 5 To consider and approve election of directors to replace those due to retire by rotation

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 6 พิจารณานุมัติเปลี่ยนแปลงจำนวนกรรมการของบริษัทฯ และแต่งตั้งกรรมการใหม่

- Agenda item no. 6 To consider and approve the change of the number of the Company's directors and the appointment of a new director.
- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> จดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 7 พิจารณานุมัติค่าตอบแทนคณะกรรมการบริษัท และคณะกรรมการเฉพาะเรื่อง สำหรับปี 2560

- Agenda item no. 7 To consider and approve remuneration for Board and Committee members for 2017
- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> จดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 8 พิจารณานุมัติแต่งตั้งและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2560

- Agenda item no. 8 To consider and approve appointment of the Company's auditor and determination of the audit fee for 2017
- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> จดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda item no. 9 Other matters (if any)

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
If the proxy does not vote in accordance with the voting instructions specified herein, such vote shall be deemed incorrect and is not the vote cast by the shareholder.
- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
In the event that I/we have not specified or have not clearly specified my/our voting instructions in any agenda, or in the event that the meeting considers or passes resolutions in any matters other than those specified above, including the event that there is any amendment or addition of any facts, the proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำการไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote in accordance with my/our voting instructions specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signedผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ/Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

2. ในกรณีที่มามีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case where the statement exceeds those specified above, additional details may be specified in the Attachment to this Proxy Form B. provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท หาญ เอ็นจิเนียริง โซลูชั่นส์ จำกัด (มหาชน)

A proxy is granted by a shareholder of Harn Engineering Solutions Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2560 ในวันที่ 28 เมษายน 2560 เวลา 14.00 น. ณ ห้องปาริชาติ ชั้น 3 โรงแรมโกลเด้น ทิวลิป ซอฟเฟอริน ตั้งอยู่เลขที่ 92 ซอยแสงแจ่ม ถนนพระราม 9 เขตห้วยขวาง กรุงเทพมหานคร หรือที่แจ้งจะไปในวัน เวลา และสถานที่อื่นด้วย

At the 2017 Annual General Meeting of Shareholders on April 28, 2017 at 2.00 p.m. at Parichart Hall, 3rd Floor, Golden Tulip Sovereign Hotel, located at 92 Soi Saengcham, Rama 9 Road, Huai Khwang District, Bangkok, or such other date, time and place as the meeting may be held.

☐ วาระที่ เรื่อง

Agenda item no. Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ เรื่อง

Agenda item no. Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ เรื่อง

Agenda item no. Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ เรื่อง

Agenda item no. Re :

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

ลงชื่อ/Signedผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy

(.....)



บริษัท หาญ เอ็นจิเนียริง โซลูชั่นส์ จำกัด (มหาชน)

19/20-22 ซอยศูนย์วิจัย ถนนพระราม 9 แขวงบางกะปิ เขตห้วยขวาง กรุงเทพฯ 10310

Harn Engineering Solutions Public Company Limited

19/20-22 Soi Soonvijai, Rama 9 Road, Bangkapi, Huaykwang, Bangkok 10310, Thailand

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