

# Invitation to the 2019 Annual General Meeting of Shareholders



Harn Engineering Solutions Public Company Limited

**Thursday, 25 April 2019**  
**at 14 : 00 hrs.**

Parichart Hall, 3<sup>rd</sup> Floor, Golden Tulip Sovereign Hotel, Bangkok,  
No. 92 Soi Saengcham, Rama 9 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. Registration Form (Meeting Invitation having Barcode) (Please bring to register on the meeting date)
2. Proxy Form B

*Note: Enclosure 1 and 2 are sent herewith in separation from this AGM invitation booklet.*



March 28, 2019

Subject: Invitation to the 2019 Annual General Meeting of Shareholders (AGM)

To: Shareholders

The Board of Directors' meeting of Harn Engineering Solutions Public Company Limited ("the company") held on February 28, 2019 resolved to convene the 2019 Annual General Meeting of Shareholders (AGM) on Thursday, April 25, 2019 at 14.00 hrs. at Parichart Hall, 3<sup>rd</sup> Floor, Golden Tulip Sovereign Hotel Bangkok, No.92 Soi Saengcham, Rama 9 Road, Bangkapi Subdistrict, Huaykhwang District, Bangkok 10320. The Board of Directors has set the Record Date to determine the name of the shareholders who are entitled to attend and vote at the 2019 Annual General Meeting of Shareholders on Friday, March 15, 2019.

The Company has announced on the Company's website to invite agenda proposal from shareholders in advance from October 1, 2018 to December 31, 2018, after the said period it has turned out that no shareholder has proposed any other matters to the Company.

The Company, therefore, would like to announce the agenda proposed by the Board of Directors as follows:

**Agenda no.1 To consider and adopt minutes of the 2018 Annual General Meeting of Shareholders**

**Objective and Rationale:**

The Company had organized The 2018 Annual General Meeting of Shareholders which held on Friday, April 27, 2018, and the minutes of the 2018 AGM had been prepared with 14 days since the date of the meeting together with send to the Stock Exchange of Thailand and the Ministry of Commerce in compliance with Thai law and then had already disclosed on the Company's website via [www.harn.co.th](http://www.harn.co.th). As a result, it is appropriate to propose the shareholders' meeting to certify the minutes of the 2018 AGM and a copy of which is as attached in Annex 1.

**Board of Directors' Opinion:**

The Minutes had been duly and accurately recorded as a result the Board proposes to the shareholders' meeting to certify the said minutes.

**Required Votes:** *certified by a majority vote* of the shareholders who attend the meeting and cast their votes.

**Agenda no.2 To acknowledge the Company's operating results for the year 2018**

**Objective and Rationale:**

For reporting the Company's operating results of the year 2018 and its significant change for the shareholders' to acknowledgement. Please see attached in Annex 9: The 2018 Annual Report (QR Code)

**Board of Directors' Opinion:**

The Board of Directors found it appropriate to propose to the AGM to acknowledge the 2018 operating results

**Required Votes:** This agenda item is to report for acknowledgment, *no voting is required*.

Agenda no.3 To consider approve the financial statement for the year ended 31 December 2018

Objective and Rationale:

According to Section 112 of the Public Company Limited Act B.E.2535 (1992) (as amended) and Article 48 of the Company's Articles of Association, the Company has financial statements for submission end of accounting period of the company to the shareholder meeting for consideration and approval.

The Audit Committee's Opinion:

The Audit Committee at the meeting 1/2019 held on February 28, 2019 also reviewed the Company audited financial statements for the year 2018 ended December 31, 2018 which is audited and certified by the Certified Public Accountant and found that they were accurate and credible, as well as disclosed adequate information.

Board of Directors' Opinion:

the Board of Directors found it appropriate to propose to the AGM to approve the audited financial statements for the year 2018 ended December 31, 2018 which were audited and certified by the Auditor and reviewed by the Audit Committee that were accurate. Please see attached in Annex 9: The 2018 Annual Report (QR Code) (showing 2018 Financial Statements for details.)

Required Votes: *Majority votes* of the shareholders who attend the meeting and cast their votes.

Agenda no.4 To consider approve the appropriation of profit and payment of dividend for operating results of 2018

Objective and Rationale:

According to Section 115 of the Public Company Limited Act B.E. 2535 (1992) (as amended) and Article 43 of the Company's Articles of Association, the payment of annual dividend shall be approved by the Shareholders' Meeting and Article 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 of Directors found it appropriate to propose to the AGM to approve the dividend payment from the Company's operating results from January 1 to December 31, 2018 which will be paid to shareholders of total 584,500,000 shares at Baht 0.16 per share, totaling approximately Baht 93,520,000 (ninety-three million five hundred and twenty thousand baht), the Company has appropriated 5% of its annual net profit to the statutory reserve, amounting to Baht 6,717,937 (Six million seven hundred and seventeen thousand, nine hundred and thirty-seven baht).

The Board of Directors has set the Record Date to determine the name of shareholders who are entitled to receive the dividend on Friday, 15 March 2019 and to pay the dividend on Friday, May 17, 2019.

The table below shows the comparison of the Company's dividend payment during the past 3 years.

Dividend payment	2018 (Current Proposal)	2017	2016
Interim dividend payment (Baht per share)	-	-	-
Annual dividend payment (Baht per share)	0.16	0.14	0.09
Earnings per share (Baht)	0.23	0.22	0.11
Dividend payout ratio (%)	69.57	63.64	81.82
Par Value (Baht per share)	0.50	0.50	0.50
Totaling ordinary shares (Share)	584,500,000	584,500,000	584,500,000

The proposed dividend payment for the Company's 2018 operating results is in line with the Company's dividend payment policy to pay at least 40 percent of the consolidated net profit after income tax and deductions of all categories of reserves as specified in the Company Articles and applicable laws. However, the right to receive dividend is not confirmed until the approval is granted by the 2019 AGM.

*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.*

**Required Votes:** *Majority votes* of the shareholders who attend the meeting and cast their votes.

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

**Objective and Rationale:**

According to Section 70, 71 of the Public Company Limited Act B.E. 2535 (1992) (as amended) and Article 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." By 2019 four directors due to retire by rotation total four are as attached in Annex 2 (1)-(4).

The Company had announced on its website providing an opportunity to shareholders to nominate candidate(s) with qualifications required by the Public Company Limited Act B.E. 2535 (1992) (as amended), laws governing Securities and Stock Exchange, and the Company's corporate governance policy to be elected as Directors from October 1 to December 31, 2018. There was no Director candidate nominated.

**The Nomination and Remuneration Committee's Opinion:**

The Nomination and Remuneration Committee at the meeting No. 1/2019 held on January 31, 2019 considering their qualifications and appropriateness as required by the Public Company Limited Act B.E. 2535 (1992) (as amended), number of Independent Directors, the definition of independent Directors according to the Company's policy and the notification of Capital Market Supervisory Board. Also brought into consideration were the candidate's qualifications in terms of knowledge, capabilities and experience both individually and collectively that will be useful to the Company's business. After careful consideration, The Nomination and Remuneration Committee proposed the re-election of Directors who shall vacant the office in 2019 for another term:

1. Dr. Thakol	Nunthirapakorn	Independent Director
2. Dr. Sothitorn	Mallikamas	Independent Director
3. Dr. Supot	Tiarawut	Independent Director
4. Mr. Thammanoon	Tripetchr	Directors

Also, nominated person who proposed to take in the position of independent director, he/she could give opinion independently in comply with relevant law.

**Board of Directors' Opinion:**

After due consideration, the Board of Directors, abstained by Directors with having conflicts of interest in this agenda, agreed with the Nomination and Remuneration Committee's proposal and found it appropriate to propose to the AGM to consider the appointment whose were by rotation to be re-elected as the Company's director for another term.

**Required Votes:** *Majority votes* of the shareholders who attend the meeting and cast their votes.

Agenda no.6 To consider approve remuneration for Board of Director and Board Committees for 2019

**Objective and Rationale:**

According to Section 90 of the Public Company Limited Act B.E. 2535 (1992) (as amended) and Article 30 of the Company's Articles of Association, Directors are eligible for remuneration in forms of rewards, meeting allowance, gratuity, bonus or other benefit according to the resolution of the Shareholders Meeting.

**The Nomination and Remuneration Committee's Opinion:**

The Nomination and Remuneration Committee at the meeting No.1/2019 held on January 31, 2019 considered the 2019 remuneration for the Board of Directors and the Board Committees carefully, by taking into account various relating factors e.g. comparison with other companies within the same industry of similar size, the Company's performance, responsibilities of the Board of Directors and the Board-Committees, including overall business situations. The Nomination and Remuneration Committee proposed to the Board of Directors' meeting No. 1/2019 held on February 28, 2019 to maintain the Board of Directors Retainer Fee and Per Attendance Fee at the same rate as of 2018.

**Board of Directors' Opinion:**

The Board of Directors endorsed The Nomination and Remuneration Committee proposal and found it appropriate to propose to the AGM to approve the 2019 Remuneration for the Company's Directors and Board-Committees (effective May 1, 2019) as follows:

Types of Remuneration	2019 (Current Proposal)	Compared with year 2018
1. Monthly remuneration : Directors / Audit Committee / Risk Management Committee / Nomination and Remuneration Committee		
- Chairman of the Board	Baht 30,000 /month	Baht 30,000 /month
- Chairman of the Board Committees	Baht 25,000 /month	Baht 25,000 /month
- Directors / Independent Director	Baht 20,000 /month	Baht 20,000 /month
- Directors (working 3 days a week)	Baht 120,000 /month	Baht 120,000 /month
2. Meeting allowance : Directors / Audit Committee / Risk Management Committee / Nomination and Remuneration Committee		
- Chairman	Baht 15,000 /meeting	Baht 15,000 /meeting
- Directors	Baht 10,000 /meeting	Baht 10,000 /meeting
3. Bonuses for directors of the Board	None	None
4. Other Remuneration	None	None

**Remark :** 1. Directors entitled to remuneration must not be the Company's employees who receive a regular salary.

2. Directors who held other positions in the Sub-committees will receive only the highest amount of monthly remuneration.

**Required Votes:** *Not less than two-thirds (2/3)* of the total number of votes of the shareholders attending the meeting and having the rights to vote. Without counting the portion of shareholders who have an interest.

Agenda no.7 To consider approve appointment of the Company's auditor and determination of the audit fee for 2019

**Objective and Rationale:**

According to Section 120 of the Public Company Limited Act B.E. 2535 (1992) (as amended) and Article 51 of the Company's Articles of Association, the Shareholders' Meeting shall appoint an auditor and determine the auditing fee of the Company every year. In appointing the auditor, the former auditor may be re-appointed.

**The Audit Committee's opinion:**

The Audit Committee at the meeting No.1/2019 held on February 28, 2019, carefully sought the appropriate auditor by considering a number of key qualifications such as competency, experience, independency, etc. 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 . Mr.Thanawut Piboonsawat or Mr.Peradate Pongsathiansak or Miss Sulalit Ardsawang or Miss Wannisa Ngambuathong or Miss Thanyaporn Tangthanopajai from Dharmniti Auditing Co., Ltd., as the Company's auditors in 2019 (current proposal). Showed good performance as auditors. Together with this, the Audit Committee also proposed the 2019 audit fee amounted to Baht 1,326,000 other expenses as per actual of expenses. The proposed remuneration of the auditor's annual, quarterly and other miscellaneous expense was increase from the rate of the year 2018 amounting to 66,000 Baht or accounted 5.2 percent.

**Board of Directors' Opinion:**

The Board of Directors with recommendation from the Audit Committee, the Board of Directors found it appropriate to propose to the AGM to appoint auditors from Dharmniti Auditing Co., Ltd., which is also the auditors of the Company's in 2019 as the Company's auditors. One of the following auditors may audit and provide opinions and sign on the Company's 2019 financial statements.

- |                                   |  |
|-----------------------------------|--|
| 1. Mr.Thanawut Piboonsawat        | Certified Public Accountant Registration No.6699<br>Auditing during the past 5 year: 2 Years (2017 and 2018), or |
| 2. Mr.Peradate Pongsathiansak     | Certified Public Accountant Registration No.4752<br>Auditing during the past 5 year: None, or                    |
| 3. Miss Sulalit Ardsawang         | Certified Public Accountant Registration No.7517<br>Auditing during the past 5 year: None, or                    |
| 4. Miss Wannisa Ngambuathong      | Certified Public Accountant Registration No.6838<br>Auditing during the past 5 year: None, or                    |
| 5. Miss Thanyaporn Tangthanopajai | Certified Public Accountant Registration No.9169<br>Auditing during the past 5 year: None                        |

The proposed auditors have no relations and / or no conflict of interest to the Company / Executives / Major Shareholders or any persons in related to the aforementioned parties. They also have qualifications that meet the consideration criteria of the Company.

The Board of Directors also found it appropriate to propose to the AGM to approve the auditors' remuneration for 2019 review annual audit and quarterly, illustrated in the table below:

Types of Fees	2019 (Current Proposal)	Compared with year 2018
Audit Fee		
- Annual audit fee and quarterly review fee	1.326,000	1,260,000
- Other expenses which cover miscellaneous expenses during work period such as overtime allowance traveling and telephone etc.	per actual of expenses	per actual of expenses

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

**Required Votes:** *Majority votes* of the shareholders who attend the meeting and cast their votes.

Agenda no.8 To consider approve appointment of the amendments / additions of the Company's Articles of Association

**Objective and Rationale:**

Due to the amendment of Section 100 of the Public Limited Companies Act, B.E. 2535 (1992) (as amended) regarding the reduction of shares eligible to call for the Extraordinary General Meeting (EGM) and the extension of days, within which the Company must hold the EGM as requested from 1 month to 45 days, counting from the day the formal written request is received, the Article 32 of the Company's Articles of Association which referring to such Act, therefore, should be amended accordingly. The Section 31 of the Public Limited Companies Act, B.E. 2535 (1992) (as amended) states that the amendment of memorandum of association or articles of association requires shareholders' approval with the votes not less than three-fourths of the total number of votes casted by the shareholders attended the meeting and entitled to vote.

**Board of Directors' Opinion:**

The Board of the Directors considers it appropriate to propose to the Annual General Meeting of the Shareholders to consider the amendment of the Company's Articles of Association, Article 32 to comply with Section 100 of the Public Company Limited Act B.E 2535 (as amended), by repealing the existing wordings and replacing with the new wordings as per the below details, including any amendment and/or addition, change that may be recommended or required by the Ministry of Commerce without affecting the substance of the amendment of the Company's Articles of Association as proposed.

Existing Wordings	New Wordings
<p>"Clause 32 The board of directors shall call for a shareholders' meeting which is an annual general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.</p> <p>Shareholders' meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings. The board of directors may call for the extraordinary general meeting of shareholders at any time as deemed appropriate <del>Shareholders holding shares amounting to not less than one fifth (1/5) of the total number of shares wholly sold or not less than twenty five (25) shareholders holding shares amounting to not less than one tenth (1/10) of the total number of shares</del> wholly sold may submit their names and request the board of directors in writing to call for an extraordinary general meeting at any time, provided that, the reasons of request for calling for such meeting shall be clearly stated in the said written request. <del>In such an event, the board of directors shall proceed to call for a shareholder meeting to be held within a period of one (1) month from the date of the receipt of such request from the said shareholders."</del></p>	<p>"Clause 32 The board of directors shall call for a shareholders' meeting which is an annual general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.</p> <p>Shareholders' meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings. The board of directors may call for the extraordinary general meeting of shareholders at any time as deemed appropriate</p> <p><u>A shareholder or shareholders holding shares amounting to not less than ten (10) percent of the total number of shares</u> wholly sold may submit their names and request the board of directors in writing to call for an extraordinary general meeting at any time, provided that, the agenda and reason(s) of request for calling for such meeting shall be clearly stated in the said written request. <u>In such an event, the board of directors shall proceed to call for a shareholders' meeting to be held within a period of forty-five (45) days from the date of the receipt of such request from the said shareholder(s).</u></p> <p><u>In the case that the board of directors does not call a shareholders' meeting within the period under the third paragraph, shareholder(s) who subscribe their names or other shareholder(s) who hold shares in aggregate as prescribed by law, may call the shareholders' meeting within forty-five (45) days from the end of the period under</u></p>



Existing Wordings	New Wordings
	<p><i>the third paragraph. In this case, it shall be deemed that the shareholders' meeting is called by the board of directors. The Company shall bear all necessary expenses arising from the arrangement for such shareholders' meeting and provide any reasonable facilitation.</i></p> <p><i>In the case that such shareholders' meeting is called as a result of a request by the shareholders under the fourth paragraph, if the number of shareholders attending the meeting does not constitute a quorum as prescribed in this Articles of Association, the shareholders under the fourth paragraph shall jointly be responsible for the expenses arising from the arrangement for such shareholders' meeting to the Company."</i></p>

**Required Votes:** *Not less than three-fourths (3/4)* of the total number of votes of the shareholders attending the meeting and having the rights to vote.

Agenda no.9 To consider approve appointment of the amendments and additions to the Company's objectives

**Objective and Rationale:**

To support the expansion of business of the Company and the maximum utilization the Company has an intention to engage in the transaction and conduct business Buy, sell, sell on consignment, mortgage, pledge, exchange, rent, lease, sublease, hire-purchase, maintenance services, utilities and movable property management including all types of real estate and real estate rights and sale, installment, rent, hire-purchase, service, repair and warranty. Therefore, was amend and add the Company's objectives, Clause 38, 44, 49, 50, 52, 54 and 56 because there is no objective in such business.

**Board of Directors' Opinion:**

The Board of the Directors considers it appropriate to propose to the Annual General Meeting of the Shareholders to consider the amendment and additions of the Company's objectives, Clause 38, 44, 49, 50, 52, 54 and 56, by repealing the existing wordings and replacing with the new wordings as per the below details, including any amendment and/or addition, change that may be recommended or required, by the Ministry of Commerce without affecting the substance of the amendment and addition of the Company's objectives of Association as proposed.

Clause	Existing Wordings	New Wordings
38	To trade medical equipment, hospital supplies, all kinds of scientific equipment, aviation machinery, and all kinds of spare parts of mechanical equipment and chemical products.	To trade, <u>sale, installment, rent, hire-purchase, service, repair and warranty</u> medical equipment, hospital supplies, all kinds of scientific equipment, aviation machinery, and all kinds of spare parts of mechanical equipment and chemical products.
44	To Import for domestic distribution, and export for distribution, goods including valve equipment, fire fighting tools and equipment and chemical materials, pipe joint equipment, automatic fire-alert equipment.	To Import for domestic distribution, and export for distribution, <u>sale, installment, rent, hire-purchase, service, repair, gas filling and warranty</u> goods including valve equipment, fire fighting tools and equipment and chemical materials, pipe joint equipment, automatic fire-alert equipment.

Clause	Existing Wordings	New Wordings
49	To trade, rent, import for domestic sales and export the following products, i.e. equipment and tools for container and package printing, e.g. ink, printing equipment, as well as accessories and spare parts of the aforesaid products.	To trade, <u>installment</u> , rent, <u>hire-purchase</u> , import for domestic sales and export the following products, i.e. equipment and tools for container and package printing, <u>digital printing equipment</u> , e.g. ink, printing equipment, as well as accessories and spare parts of the aforesaid products.
50	To trade, rent, contract for installing, building, fixing <del>and</del> repairing package printing machines, including accessories and spare parts of the aforesaid products, as well as other related products used for package printing machines.	To trade, rent, <u>hire-purchase</u> , contract for installing, building, <u>service</u> , fixing repairing <u>and warranty</u> package printing machines, <u>digital printing equipment</u> including accessories and spare parts of the aforesaid products, as well as other related products used for package printing machines.
52	To trade <del>and</del> rent printing machines and equipment for 3D printing works, including other printing materials, accessories and spare parts of the aforesaid products, as well as to produce works from digital files by 3D printing machines.	To trade, <u>installment</u> , rent, <u>hire-purchase</u> , <u>installation</u> , <u>assemble</u> , <u>service</u> , <u>repair and warranty</u> printing machines and equipment for 3D printing works, including other printing materials, accessories and spare parts of the aforesaid products, as well as to produce works from digital files by 3D printing machines.
54	To trade and rent photography <u>and</u> digital file recording machines and equipment.	To trade <u>installment</u> , rent, <u>hire-purchase</u> , <u>installation</u> , <u>assemble</u> , <u>service</u> , <u>repair and warranty</u> photography <u>and</u> digital file recording machines and equipment.
56	-	<u>Buy</u> , <u>sell</u> , <u>sell on consignment</u> , <u>mortgage</u> , <u>pledge</u> , <u>exchange</u> , <u>rent</u> , <u>lease</u> , <u>sublease</u> , <u>hire-purchase</u> , <u>maintenance services</u> , <u>utilities and movable property management including all types of real estate and real estate rights</u> .

**Required Votes:** Not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the rights to vote.

Agenda no.10 To consider approve the amendment to Clause 3 of the Company's Memorandum of Association to be in line with the amendments and additions to the Company's objectives

**Objective and Rationale:**

To be in line with the amendments and additions to the Company's objectives to be proposed for the shareholder meeting's consideration in Agenda no. 9 above, it is proposed that the shareholder meeting consider the amendment to Clause 3 of the Company's Memorandum of Association from "The objectives of the Company contain 55 items as set out in Bor Mor Jor 002 Form attached hereto" to "The objectives of the Company contain 56 items as set out in Bor Mor Jor 002 Form attached hereto" to be consistent with the business operation of the Company.

**Board of Directors' Opinion:**

The Board of Directors deems it appropriate to propose that the shareholder meeting consider and approve the amendment to Clause 3 of the Memorandum of Association to be in line with the amendment and additions to the Company's objectives, by repealing the existing wordings and replacing with the new wordings as per the below details, including any amendment and/or addition, change that may be recommended or required by the Ministry of Commerce without affecting the substance of the amendment of the Company's Memorandum of Association of Association as proposed.

From:

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

To:

"Clause 3 The objectives of the Company contain 56 items as set out in Bor Mor Jor 002 Form attached hereto",

**Required Votes:** Not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the rights to vote.

Agenda no.11 Other matters (if any)

The Company therefore would like to invite the shareholders to attend the 2019 Annual General Meeting of Shareholders on Thursday, April 25 2019. Please bring the evidence documents representing the right to attend the meeting (Annex 7), together with the Registration Form (Meeting Invitation having Barcode) (Enclosure 1). To facilitate the shareholders, The hotel provide shuttle service which passes through the Robinson area, Central Department Store Rama 9 every 1 hour from 8.00 am.

Should you want to appoint a proxy to attend and vote at the meeting on your behalf, please sign the Proxy Form B (Enclosure 2) 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 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 3). The shareholders may sign the Proxy Form B (Enclosure 2) attached hereto and return it to the Company at least one day before the meeting date.

The shareholders may also request the Annual Report 2018 (Thai Version), please indicate so in the Annual Report Request Form 2018 (Annex 8) or would like to give explanation for the issues relating to the meeting agenda, question can be sent in advance by Monday, April 15, 2019 and contact the Company as follows:

- 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](mailto:varinkan.t@harn.co.th) or [wasukan.b@harn.co.th](mailto:wasukan.b@harn.co.th)

Your attendance of the 2019 AGM on the prior mentioned date, time and venue is greatly appreciated.

Sincerely yours,



Mr. Thakol Nunthirapakorn

Chairman



Minutes of the 2018 Annual General Meeting of Shareholders

Harn Engineering Solutions Public Company Limited

Date and time: Meeting was held on Friday 27<sup>th</sup> of April 2018 at 14.00 hrs.

Venue: Parichart Room, 3<sup>rd</sup> Floor, Golden Tulip Sovereign Hotel Bangkok

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

Mr. Thakol Nunthirapakorn, Chairman of the Board, Chairman of Audit Committee and Independent Director, performed duty as Chairman of the meeting and Mrs. Varinkan Teraumranon, Company Secretary and Corporate Governance Director, performed duty as the secretary to the meeting. After the Chairman welcome the shareholders and assigned the secretary to the meeting to proceed with the meeting, the secretary to the meeting informed the meeting as follows: The Company had a total of 584,500,000 shares. There were altogether 158 shareholders attending the meeting in person and by proxy, holding shares in an aggregate number of 443,347,719 shares, representing 75.8508% of the total shares sold, divided into:

- Forty-five shareholders attending in person, holding 328,046,838 shares which represented 56.1244% of the total shares sold, and

- One hundred-fourteen shareholders attending by proxy, holding 115,300,881 shares which represented 19.7264% 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. and assigned the secretary to the meeting to introduce the Company's directors, auditor and top executives attending the meeting one by one as follows:

Directors present at the meeting:

1. Mr. Thakol Nunthirapakorn Independent Director, Chairman of the Board and Chairman of the Audit Committee
2. Mr. Wirat Sukchai Directors and Chief Executive Officer and Managing Director : Fire Protection System, Air Conditioning and Sanitary
3. Mr. Wasan Nantakwang Directors and Managing Director : Refrigeration System
4. Mr. Thammanoon Tripetchr Directors and Managing Director : Digital Printing
5. Mr. Jain Charnnarong Directors and Executive Committee
6. Mrs. Sirima Iamsakulrat Directors
7. Mrs. Valeeratn Chuerboonchai Directors
8. Mr. Parkphum Wongpaitoon Directors
9. Mr. Supot Tiarawut Independent Director and Chairman of Risk Management Committee
10. Mr. Sothitorn Mallikamas Independent Director and Member of Audit Committee
11. Miss Voranuch Supaibulpipat Independent Director and Member of Audit Committee

Director absent from the meeting due to overseas business engagement

- None -

Auditor team from Dharmniti Auditing Co., Ltd.

- |                             |                     |
|-----------------------------|---------------------|
| 1. Mr.Thanawut Piboonsawat  | Auditor             |
| 2. Miss Narisara Saboonserm | Supervisor of Audit |

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. Nuntawat Jeerakhom            | Sales Director                                      |
| 5. Mr. Sukit Litikorn                | Engineering Support Director                        |
| 6. Mr. Pongsawat Penglengpol         | Sales Special Products Director                     |
| 7. Mr. Wisit Wachiralappaitoon       | Finance Director                                    |
| 8. Mr.Chatraapichai Earanekkulchai   | General Management Director                         |
| 9. Mrs. Varinkan Teraumranon         | Corporate Governance Director and Company Secretary |

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

1. The Company had invited the shareholders to propose in advance any other agenda items for the AGM via its Board of Directors. The relevant forms could be downloaded at [www.harn.co.th](http://www.harn.co.th) and details of which could be sent to the Board by post by December 31, 2017 so that the independent directors could screen and propose to the Board. The matters allowed by the Board to be contained in the meeting agenda shall be presented in the AGM invitation notice sent to the shareholders. It turned out that no shareholder had proposed any other matters to the agenda.

2. The Company invited the shareholders to raise questions to the meeting in advance via its website, [www.harn.co.th](http://www.harn.co.th), by April 16, 2018 so that the Board and the management could prepare for explanation to the shareholders on the meeting day. It turned out that no shareholder had raised questions in advance.

3. Three independent directors, namely Mr. Thakol Nunthirapakorn, Mr. Sothitorn Mallikamas and Miss Voranuch Supaibulpipat were designated for the shareholders' proxy appointment. Their profiles were as provided in Annex 3 of the invitation notice.

4. 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. In case no votes cast indicated therein, the proxies would then receive ballot forms so that they could cast votes on each agenda item on behalf of the shareholders in all respects as considered appropriate.

5. 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. 8: other businesses.

6. Section 37 of the Articles of Association of the Company states that one share is entitled to one vote. Shareholder who has conflict of interests on a given matter has no right to cast their vote except to vote for election of director.

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

A meeting resolution shall be subject to a majority of votes of the shareholders who attend and vote at the meeting, and the abstentions from voting shall also be counted in the vote casting base, comprising Agenda no. 1, 3, 4, 5, 7 and 8, except for Agenda no. 2: to acknowledge the Company's operating results which would not require voting, and Agenda no. 6: to consider and approve remuneration for Board and Committee members, where at least two-thirds of the total votes of the shareholders attending the meeting and having the right to vote shall be required without taking into account the shareholders with beneficial interests, and the abstentions from voting shall also be counted in the vote casting base, as well as Agenda no. 5: to consider and approve election of directors to replace those due to retire by rotation, where the Company would arrange for the shareholders to cast votes on the candidates individually.

Each shareholder shall have one vote for each share held. After the Chairman or the person assigned by him 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, one volunteer from shareholders or proxies was invited to participate as members of the vote counting committee, Miss Janpen Boonraksil, a shareholder of the Company, volunteered to join the vote counting. The Secretary to the meeting invited her to the vote counting desk.

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

**Agenda no. 1 To consider and adopt minutes of the 2017 Annual General Meeting of Shareholders.**

The Secretary to the meeting informed the meeting that the Company had prepared and completed the minutes of the 2017 Annual General Meeting of Shareholders held on April 28, 2017. 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, as well as posted on the website of the Company. 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 Secretary to the meeting thus proposed that the meeting adopt the minutes of the 2017 Annual General Meeting of Shareholders.

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 resolved by majority votes to adopt the minutes of the 2017 Annual General Meeting of Shareholders held on April 28, 2017, with the voting of the shareholders who attend and vote result as below:

Voting	Number of votes (votes)	As %
Approved	443,347,719	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total (158 shareholders)	443,347,719	100.0000

- Remark:**
1. The resolution for this agenda item had no invalid voting card.
  2. Number of shares of shareholders with beneficial interests and no right to vote was 0 shares.
  3. There was no additional shareholder registering to attend the meeting.

**Agenda no. 2 To acknowledge the Company's operating results for the year 2017**

The Secretary to the meeting informed the meeting that the Company had prepared report of operating results for 2017, as presented in the 2017 Annual Report duly sent to the shareholders in CD-ROM together with the invitation notice. She then requested Mr. Wirat Sukchai, Chief Executive Officer, to present this matter to the meeting.

Mr. Wirat Sukchai, reported that, The Company had prepared report of operating results for 2017 as presented in the Annual Report 2017 duly sent to the shareholders in CD-ROM together with the invitation notice. The Company has shown its vision and mission was as below:

#### Vision

"We are committed to be a leading sustainable solution provider of engineering systems in safety, refrigeration and digital printing in Thailand and Neighbor Countries"

#### Mission

1. We will maximize our **customer** satisfaction through high quality products and services, leading technology and excellent business practice.
2. We believe in our **employees** value and potential and are committed to build a happy, energetic, innovative and dynamic workplace of competent teamwork with integrity, positivity and professional responsibility.
3. We will make a good investment return to **shareholders** and continually grow our business in a sustainable way.
4. We will create long term values and enhance quality of life for all our **stakeholders** under prudent management and good corporate governance.

The company has four business units as follows:

1. Fire protection system and Firefighting system installation services – distribution of full-fledged fire protection system and provision of firefighting system design and installation services for projects
2. Air-conditioning and sanitary system – distribution of valves, and such new products as copper tubes and cooling agent at present. Other new products will be added in future.
3. Refrigeration System – distribution of devices used in cold storage system or goods transport system for freezing or lowering the temperature of products that require a stable temperature control and, as the first in Thailand, import of refrigeration system, as well as in-house assembling of condensing units at present as extension of business.
4. Digital Printing – distribution of complete product group for printing of manufacture/expiry dates and lot number on products or packages and expansion to cover 3D printing product.

The Company has in hand diversified projects, such as the Green Line: Mo Chit – Saphan Mai – Khoo Khot MRT section project, the Red Line: Bangsue – Rangsit rail project, The Line (Phahonyothin – Pradiphat) condominium project and Market by Platinum department store project, etc.

In the year 2018, the Company has a business strategy and direction as follows:

#### Business Strategy

1. Grow sales and net profit
2. Build product brand as leader of environmentally friendly innovative products
3. Develop fully integrated solutions and services (sales, design, installation and after-sale services)
4. Maintain strong financial and operational status gearing up for business expansion
5. Apply modern IT and management technology
6. Create sustainable knowledge base and learning organization
7. Build leaders and executives ready for the succession plan



#### Product and innovation

Assembling intelligent condensing units (ICDU) toward Industrial Internet of Thing (IIOT) database to enable the Company to take care of customers more closely and as differentiation from competitors.

#### Opportunity to expand business

1. The government has enforced the laws requiring installation of firefighting systems and putting of expiry date labels on products.
2. The government has invested in large infrastructure projects, e.g.
  - Eastern Economic Corridor (EEC) which is a mega-project to which various business units of the Company can offer products and services.
  - Expansion of more than MRT lines in the next 7 years.
  - Expansion of airport phase 2 to which the Company has distributed some products, including U-Taphao airport where there will be additional construction.
3. The Company's products are in demand of several businesses, e.g. foods, agriculture and convenience stores
4. The Company has business expansion prospects in such neighboring countries as Cambodia, Myanmar and Lao PDR, etc.
5. The Company has opportunity to collaborate with 2-3 hospitals to build 3DMed organ models with 3D printing hi-tech to facilitate efficient disease diagnosis and treatment planning, which is a business with promising prospects to grow its business looking forward. Such device will support medical treatment as follows:
  - Lower surgery planning time by 93%
  - Lower surgery operation time by 3 to 4 hours
  - Lower expenses per case of surgery due to substantial saving of resources

#### Awards and Certificates

1. Certificate from Thai Printing Association, Thai Packaging Association and Messe Dusseldorf GmbH in recognition of the Company's support of International Packaging and Printing Exhibition for Asia (PACKPRINT INTERNATIONAL 2017)
2. Highest Revenue Growth in Asia-Pacific 2016 Award from Domino UK Ltd., a leading UK-based provider of printing solutions for 3 straight years for its digital printing system business which has generated significant business turnover, putting the Company on the 4<sup>th</sup> ranking in Asia and enabling it to be appointed as distributor in Thailand, Myanmar and Cambodia.
3. National Innovation Award 2017 from National Innovation Agency (NIA) under the project to promote innovation capabilities of listed companies on the Stock Exchange of Thailand.

#### Overview of the company

1. Long-time business operation in this field with good reputation and acceptance from customers.
2. Business diversity covering 4 categories thus allowing for diversification of risks among business units, and investments in products of necessity in the market, hence consistent growth and profitability every year.

3. Having gross margin of as high as 29.62%, net profit margin of 9.97%, more than double sales growth in 2017 and, most importantly, more than triple profit growth in 2017.
4. Having very low debt to equity (D/E) ratio of only 0.20 time, which reflects the Company's readiness to make investment any time the market allows.
5. Having signed to participate in the Private Sector Collective Action Coalition Against Corruption (CAC) in 2017 and the committee's consideration is now underway, expected to apply for CAC certification timely as planned in 2018.
6. Having earned National Innovation Award 2017 from NIA, the Company has planned to forge ahead with its innovation developments to ensure sustainable business growth. In 2018, the Company has proposed projects to NIA and one of which has been accepted by NIA to give support.
7. Having earned better CG score to 4 stars attributable to the Company's transparent business operation under good corporate governance.

Mr. Wirat Sukchai then invited Mr. Wisit Wachiralappaitoon, Finance Director, to present details on financial performance to the meeting.

Mr. Wisit Wachiralappaitoon, reported that:

1. Viewing revenue structure in 2017 compared with that in 2016, it can be seen that the revenue structure in 2016 relied mainly on revenues from sales of fire suppression products and installation project service which accounted for 82.40% of total revenues. However, since the business acquisition and asset transfer at the end of 2016, the Company's revenue structure has changed, with the 2017 revenue structure as shown below:

- Fire suppression products and firefighting system installation services as 44.56%
- Air-conditioning and sanitary products as 6.63%
- Refrigeration products as 24.03%
- Digital printing products as 23.66%
- Other revenues as 1.12%

This is regarded as recognition of revenues after the business merger and acquisition which has been completed as per the agreement. Benefits from the business transfer have been evident due to less reliance on any particular business and mitigation of business operation risks. Total revenues from sales and services in 2017 accounted for Baht 1,285.97 million, a growth of 99.23% from Baht 645.52 million in 2016. Quarter-wise, quarterly revenues in 2017 were higher than those in 2016.

## 2. Cost and gross profit structure

In 2017, gross profit margin of fire suppression products and firefighting system installation services was 24.60%, air-conditioning and sanitary products 25.82%, refrigeration products 30.79%, and digital printing products 38.95%. Average gross profit margin of all business lines was 29.62%. As a pre- and post-merger comparison, average gross profit margin in 2017 was higher than that in 2016 which was 24.46%. Moreover, quarterly gross profit margin, in terms of both percentage and amount, was higher in 2017 than that in 2016.

### 3. Selling and administrative expenses

In 2017, the Company's selling expenses accounted for 6.87% of total revenues, which was higher compared with 5.53% 2016. Meanwhile, administrative expenses were 11.16%, which was lower compared with 13.24% in the previous year due to saving of expenses from sharing of common resources after the business merger. Most importantly, the Company already booked business acquisition and asset transfer expenses as administrative expenses in 2016, resulting in better proportion of administrative expenses in 2017. Overall selling and administrative expenses in 2017 were 18.03% of total revenues, a decline from 18.77% in the foregoing year

The Company's earnings before interest, tax, depreciation and amortization (EBITDA) and EBITDA margin have indicated that, after the merger and acquisition, the Company was able to saving expenses and boost profitability in form of cash. In 2017, its EBITDA was Baht 192.10 million, a 232% surge from Baht 57.80 million in 2016, and EBITDA margin was 14.77% of total revenues. Both EBITDA and EBITDA, yearly and quarterly, and in amount and percentage, were higher compared with those a year earlier.

Total comprehensive income in 2017 was Baht 129.60 million, a year-on-year growth of 184.84% from Baht 45.50 million. Net profit margin was 9.97%. Quarter-wise, quarterly profit in terms of both amount and percentage was higher year-on-year.

Regarding return on assets (ROA), due to the merger and acquisition (M&A) at the end of 2016, the Company's assets moved up significantly from Baht 569.0 million in 2015 to Baht 1,379.80 million in 2016 and Baht 1,457.30 million in 2017. The frog-leap increase in assets may have resulted in some deviation in the ROA in the year of the M&A (2016), i.e. 5.2%, while the ROA in 2017 was higher, i.e. 11.4% on the back of higher profitability and the impact of the post-merger increase in assets in 2016. The ROA in 2017 will be used as the benchmark in comparison of efficiency in the following years. As regards return on equity (ROE), the movement was the same as that of ROA. In the M&A at the end of 2016, the Company issued new common stocks on a private placement basis for offering to the shareholders who accepted the entire business transfer of Chillmatch Co., Ltd. (CM) and its subsidiary. In the accounting method, valuation of the newly issued stocks was by the market price in the stock exchange. This significantly pushed up equity in 2016 and resulted in lower than normal ROE in the year. The basis of calculation is dividing net profit by equity averaged between that in beginning of the year and that in end of the year. However, the ROA in 2017 of around 11.0% will be used as the benchmark in comparison of efficiency in the following years.

In view of financial status involving assets, liabilities and shareholders' equity as mentioned above, at the end of 2016, due to the M&A, the Company's assets, liabilities and shareholders' equity recorded significant growth. D/E ratio, both pre- and post-merger, was at a very low level, i.e. 0.20 time in 2017. It was because the Company had no borrowings from banks or financial institutions, hence no interest expense. Such financial status is considered the Company's strength having liquidity available and ready to invest in appropriate businesses related to engineering systems when there is good opportunity.

In 2017, the Company recorded total revenues from sales and services of Baht 1,300.70 million. For 2018, it has targeted to grow revenues from sales and services to Baht 1,423.50 million, or a growth of 9.40%. Backlog orders as of 31 December 2017 amounted to Baht 380.90 million, with delivery scheduled for 2018 and early 2019.

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

No further questions and comments were raised by any shareholder or proxy. The Secretary to the meeting informed the meeting that, as this agenda item was for the meeting's acknowledgment, no voting was required. The Secretary to the meeting requested the meeting to acknowledge the Company's operating results for the year 2017.

**Resolution** The meeting acknowledged the Company's operating results for the year 2017.

**Agenda no. 3 To consider and approve the statement of financial position and the statement of income for the year ended 31 December 2017**

The Secretary to the meeting requested Mr. Wisit Wachiralappaitoon, Finance Director to present this matter to the meeting.

Mr. Wisit Wachiralappaitoon provided detailed information to the meeting as follows: the Company has prepared the financial statements for the year ended December 31, 2017 according to financial reporting standards of Federation of Accounting Professions of Thailand. The Board of Directors and the Audit Committee, upon consideration, have viewed that they are correct, complete and appropriate. The financial statements were duly audited and certified by the certified public accountant approved by the Office of Securities and Exchange Commission and the Stock Exchange of Thailand. The financial statements in overall exhibited the financial status, operating results and cash flows accurately and as appropriate in material aspects in accordance with financial reporting standards. It was therefore proposed that the AGM consider and approve the Company's audited and certified financial statements for the year ended December 31, 2017 as exhibited in items titled "Financial Statements" and "Report of the Audit Committee" in the Annual Report duly sent to the shareholders together with the invitation notice. Salient points are as summarized here:

- Financial position in 2017 in comparison with 2016

Total assets	Baht	1,457.34	million	increasing	5.62%	from 2016
Total liabilities	Baht	242.67	million	increasing	0.19%	from 2016
Shareholders' equity	Baht	1,214.64	million	increasing	6.77%	from 2016

- Statement of income in 2017 in comparison with 2016

Revenues from sales & services	Baht	1,285.97	million	increasing	99.21%	from 2016
Costs of sales & services	Baht	905.04	million	increasing	85.61%	from 2016
Gross profit	Baht	380.93	million	increasing	141.23%	from 2016
Selling & admin. expenses	Baht	234.53	million	increasing	88.54%	from 2016
Other revenues	Baht	14.73	million	decreasing	(14.41%)	from 2016
Net profit	Baht	129.68	million	increasing	219.96%	from 2016
Earnings per share	Baht	0.22				
Par value	Baht	0.50	per share			

- Statement of Cash Flows in 2017 in comparison with 2016 was exhibited in three activities below:

1. Operating activities

Earnings before interest and tax	Baht	161.14	million	increasing	217.58%	from 2016
<u>Add</u> Non-cash items	Baht	28.01	million	increasing	201.18%	from 2016
<u>Adjust</u> Change in current capital	Baht	(49.66)	million	decreasing	(44.19%)	from 2016
<u>Less</u> Interest and tax	Baht	(32.35)	million	decreasing	(294.03%)	from 2016
∴ Cash flows in operating activities	Baht	107.14	million	increasing	516.10%	from 2016

Cash flows in operating activities in 2017 went up to Baht 107.14 million from only Baht 17.39 million a year earlier attributable to the increase in net profit.

2. Investing activities

Cash received from business transfer	Baht	-	million			
Purchase of fixed assets	Baht	(118.62)	million	decreasing	(1,382.75%)	from 2016
Current and other investments	Baht	70.18	million	increasing	4,547.68%	from 2016
∴ Cash flows in investing activities	Baht	(48.44)	million	decreasing	(143.82%)	from 2016

In 2017, cash flows used in investing activities amounted to Baht 48.44 million. In 2016, cash flows provided from investing activities of Baht 33.68 million partly came from cash flows from issuance of common stocks in exchange for transfer of cash in business transfer. In 2017, there was no such item but higher amount in purchase of fixed assets was recorded. This might cause a significant change in the total cash flows in investing activities. All activities concerned are explainable to the shareholders.

3. Financing activities

Repayment of bank borrowings	Baht	-	million			
Dividend payment	Baht	(52.61)	million	decreasing	(50.31%)	from 2016
∴ Cash flows in financing activities	Baht	(52.61)	million	decreasing	(21.25%)	from 2016
Net cash flows	Baht	6.09	million	decreasing	(20.70%)	from 2016

Cash flows in financing activities were mostly in dividend payment. In 2017, the Company paid dividend totaling Baht 52.61 million, compared with Baht 35.00 million in 2016. Also, there was cash repayment of loans from banks stemming from acceptance of business transfer. After the business transfer, with ample liquidity, the Company fully settled all the loans from banks.

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

- Miss Jit Sawitkul, a proxy from Thai Investors Association, thanked the Company for setting up a booth in the area of the meeting room exhibiting its products to give overview of the Company's business to the shareholders and also for the significant increase in assets and better financial ratios and figures. There was one question as below:

No. 1 From the "MD&A" section in page 104 of Annual Report 2017, regarding the statement: "The EBITDA growth in 2017 of 231.94% compared with the previous year....This was coupled with the Company's efficient management of administrative expenses," was the calculation of EBITDA growth wrong? The correct figure should rather be 331.94%.

Answer Mr.Wisit Wachiralappaitoon, Finance Director, reported that, the EBITDA in 2017 when divided by the EBITDA in 2016 would come out to be 331.94% as notified by the shareholder. However, in principle, this figure has to be deducted by 1 or 100%, so the EBITDA growth was 231.94% as presented in the MD&A.

- Mr. Khunti Udomsangkatham a shareholder: raised a questions as follows:

No. 1 In the Statement of Financial Position, regarding "customer relationship" which had been booked since the M&A at the end of 2016 in the amount of Baht 104.31 million, the Company specified to have it amortized in 7 years, which would come out around Baht 15 million per year. Did the Company test the depreciation of goodwill on this item? There were concerns that might also be reflected in the Statement of Income.

Answer Mr.Wisit Wachiralappaitoon, Finance Director, reported that, the item "customer relationship" came from fair valuation of repeated customers by independent appraiser team, which specified that there would be amortization by the straight-line method throughout the 7 years of useful life. In this regard, the Company's auditor and accounting teams had to further monitor the sustainability of this customer relationship. The management had also worked out yearly comparative proportion of repeated customers to ensure the workability of the 7-year amortization. Based on internal data work since the M&A, the proportion of repeated customers of refrigeration system and digital printing system businesses in 2017 remained unchanged from the previous year. Thus, the 7-year amortization was appropriate. This accounting method may differ from that for goodwill because goodwill according to financial reporting standards today would not be amortized and would have testing of depreciation. For both cases, the Company prepared data available for explanation to the auditor, and this was also regarded as internal risk management.

No further questions and comments were raised by any shareholder or proxy. The Secretary to the meeting requested the meeting to cast votes.

Resolution The meeting resolved by majority votes to approve the Company's financial statements for the year ended December 31, 2017, with the voting of the shareholders who attend and vote result as below:

Voting	Number of votes (votes)	As %
Approved	443,360,526	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total (160 shareholders)	443,360,526	100.0000

- Remark:
1. The resolution for this agenda item had no invalid voting card.
  2. Number of shares of shareholders with beneficial interests and no right to vote was 0 shares.
  3. During the consideration of this agenda item, there were 2 additional shareholders, holding 12,807 shares, registering to attend the meeting.

**Agenda no. 4** To consider and approve the appropriation of profit and payment of dividend for operating results of 2017

The Secretary to the meeting requested Mr.Wisit Wachiralappaitoon, Finance Director, to present this matter to the meeting.

Mr. Wisit Wachiralappaitoon, reported that, During January 1, 2017 - December 31, 2017, the Company recorded total comprehensive income of Baht 129,642,157.01 (one hundred twenty nine million six hundred forty two thousand one hundred fifty seven baht and one satang), equivalent to Baht 0.22 per share and the Company had recorded statutory reserve brought forward amounting to Baht 13,866,938.98 (thirteen million eight hundred sixty six thousand nine hundred thirty eight baht and ninety eight satang), another Baht 6,483,954.72 (six million four hundred eighty three thousand nine hundred fifty four baht and seventy two satang) or 5% of net profit in 2017 has been appropriated to statutory reserve. This has made up the Company's total statutory reserve of Baht 20,350,893.70 (twenty million three hundred fifty thousand eight hundred ninety three baht and seventy satang).

Considering the standalone financial statements, the Board deems it expedient to propose for the shareholders meeting to approved payment of dividend for operating results of 2017 in cash at a rate of Baht 0.14 per share, 584,500,000 shares, making the total dividend payment of Baht 81,830,000 (eighty one million eight hundred thirty thousand baht). The dividend payment at such rate accords with the Company's dividend payment policy.

The record date to specify the shareholders having the right to receive dividend payment was set to be on Monday 12<sup>th</sup> of March 2018, and the dividend payment was scheduled to be made on Friday 25<sup>th</sup> of May 2018.

Ordinary shareholders that are individuals with domicile in Thailand and staying in Thailand for at least 180 days in the previous year may request income tax credit at a rate of 20/80 of dividend pursuant to the criteria set forth in Section 47 bis in conjunction with Section 41 of the Revenue Code.

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 resolved by majority votes to approve the appropriation of profit and payment of dividend for operating results of 2017, with the voting of the shareholders who attend and vote result as below:

Voting	Number of votes (votes)	As %
Approved	443,360,526	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total (160 shareholders)	443,360,526	100.0000

- Remark:**
1. The resolution for this agenda item had no invalid voting card.
  2. Number of shares of shareholders with beneficial interests and no right to vote was 0 share.
  3. There was no additional shareholder registering to attend the meeting.

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

The Secretary to the meeting informed the meeting that, 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 eleven directors. In 2018, four directors due to retire by rotation are as below.

- |    |                |               |                      |
|----|----------------|---------------|----------------------|
| 1. | Mr. Wirat      | Sukchai       | Directors            |
| 2. | Mr. Wasan      | Nantakhwang   | Directors            |
| 3. | Mrs. Valeeratn | Chuerboonchai | Directors            |
| 4. | Miss Voranuch  | Supaibulpipat | Independent Director |

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, 2017. It has turned out that no shareholder has nominated any person for election of director at the 2017 shareholders' meeting.

To conform with the good corporate governance, the Secretary to the meeting requested the retiring directors to leave the meeting room during this agenda item.

- Miss Jit Sawitkul, a proxy from Thai Investors Association, raised one question to the retiring independent director before the four retiring directors left the meeting room to allow for the shareholders' voting:

No. 1. As the Company has no nomination committee in place, and in principle, each independent director shall represent the shareholders, especially for the Company which has more than 2,000 retail shareholders, what is the strength of the person nominated as independent director for another term in performing duties in alignment with the strategy or direction of the Company and what is the independent director's focus in performing duties?

Answer Miss Voranuch Supaibulpipat, independent director, clarified that, at this meeting, she was the independent director due to retire by rotation and was proposed to be re-elected to take office for another term. As an independent director, she had performed main duties as follows:

1. Reviewed the financial statements to ensure compliance with accounting standards in place.
2. Followed up activities in the best interests of the shareholders. For example, in entering into any lease contract, there shall be valuation on a fair market price basis in decision making so that the Company would not lose benefits.
3. Examined internal control process. The Company has internal auditors to examine various operations. Independent directors have the duties to analyze the performance outcome of internal auditors to see whether the outcome is acceptable or unacceptable at low/medium/high level, and inform the Executive Committee or the management for remedial action as planned.

Members of Audit Committee and independent directors have the main duties to oversee and examine the operation as stated above.

To conform with the good corporate governance, the Secretary to the meeting requested the retiring directors to leave the meeting room during this agenda item.

As The Board of Directors, excluding directors with beneficial interest, considered and discussed the retiring directors individually in line with the criteria, i.e. having full qualifications according to the Public Limited Companies Act, B.E. 2535 and the consideration criteria of directorship, taking into account their capabilities, expertise, experience and appropriateness, as well as their respective directorship performance for the past years. Their expertise and competence should benefit and support the Company's business operation toward success. It was thus considered appropriate for the meeting to re-elect the four directors due to retire by rotation as the Bank's directors for another term, comprising:



- |    |                |               |                      |
|----|----------------|---------------|----------------------|
| 1. | Mr. Wirat      | Sukchai       | Directors            |
| 2. | Mr. Wasan      | Nantakhwang   | Directors            |
| 3. | Mrs. Valeeratn | Chuerboonchai | Directors            |
| 4. | Miss Voranuch  | Supaibulpipat | Independent Director |

Profiles of the retiring directors and relevant information were as presented in Annex 2 (1)-(4) sent to the shareholders together with the invitation notice. These directors possess business experience and expertise imperative to the company continuing success and sustainability of the company.

At this meeting, the independent director proposed to be re-elected for another term, namely Miss Voranuch Supaibulpipat has the qualifications of an independent director according to the definition of the independent director prescribed by the Company as provided in Annex 4, and has performed duties as duly clarified by the independent director to the shareholders.

To conform with good corporate governance, the shareholders or proxies were requested to cast votes for election of each director individually in the ballot forms, as follows:

#### 5.1 Election of Mr. Wirat Sukchai to serve as Directors for another term

The Secretary to the meeting invited the shareholders or proxies to raise questions and comments. No questions or comments were raised. The Secretary to the meeting requested the shareholders to cast their votes.

**Resolution** The meeting resolved by majority votes to approve the election of Mr. Wirat Sukchai to serve as Directors for another term, with the voting of the shareholders who attend and vote result as below:

Voting	Number of votes (votes)	As %
Approved	355,589,176	80.2014
Disapproved	0	0.0000
Abstained	87,781,350	19.7986
Total (161 shareholders)	443,370,526	100.0000

- Remark:**
1. The resolution for this agenda item had no invalid voting card.
  2. Number of shares of shareholders with beneficial interests and no right to vote was 0 share.
  3. During the consideration of this agenda item, there were 1 additional shareholders, holding 10,000 shares, registering to attend the meeting.

#### 5.2 Election of Mr. Wasan Nantakhwang to serve as directors for another term

The Secretary to the meeting invited the shareholders or proxies to raise questions and comments. No questions or comments were raised. The Secretary to the meeting requested the shareholders to cast their votes.

**Resolution** The meeting resolved by majority votes to approve the election of Mr. Wasan Nantakhwang to serve as directors for another term, with the voting of the shareholders who attend and vote result as below:

Voting	Number of votes (votes)	As %
Approved	414,930,526	93.5855
Disapproved	0	0.0000
Abstained	28,440,000	6.4145
Total (161 shareholders)	443,370,526	100.0000

- Remark:**
1. The resolution for this agenda item had no invalid voting card.
  2. Number of shares of shareholders with beneficial interests and no right to vote was 0 share.
  3. There was no additional shareholder registering to attend the meeting.

**5.3 Election of Mrs. Valeeratn Chuerboonchai to serve as directors for another term**

The Secretary to the meeting invited the shareholders or proxies to raise questions and comments. No questions or comments were raised. The Secretary to the meeting requested the shareholders to cast their votes.

**Resolution** The meeting resolved by majority votes to approve the election of Mrs. Valeeratn Chuerboonchai to serve as directors for another term, with the voting of the shareholders who attend and vote result as below:

Voting	Number of votes (votes)	As %
Approved	435,093,540	98.1332
Disapproved	0	0.0000
Abstained	8,276,986	1.8668
Total (161 shareholders)	443,370,526	100.0000

**Remark:**

1. The resolution for this agenda item had no invalid voting card.
2. Number of shares of shareholders with beneficial interests and no right to vote was 0 share.
3. There was no additional shareholder registering to attend the meeting.

**5.4 Election of Miss Voranuch Supaibulpipat to serve as Independent director for another term**

The Secretary to the meeting invited the shareholders or proxies to raise questions and comments. No questions or comments were raised. The Secretary to the meeting requested the shareholders to cast their votes.

**Resolution** The meeting resolved by majority votes to approve the election of Miss Voranuch Supaibulpipat to serve as Independent Director for another term, with the voting of the shareholders who attend and vote result as below:

Voting	Number of votes (votes)	As %
Approved	443,370,526	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total (161 shareholders)	443,370,526	100.0000

**Remark:**

1. The resolution for this agenda item had no invalid voting card.
2. Number of shares of shareholders with beneficial interests and no right to vote was 0 share.
3. There was no additional shareholder registering to attend the meeting.

The Secretary then invited the four directors to return to the meeting room to continue considering the remaining agenda items.

**Agenda no. 6 To consider and approve remuneration for Board and Committee members for 2018**

The Secretary to the meeting informed the meeting that, according to Section 90 of the Public Limited Company Act B.E. 2535, no company shall pay money or give any property to any director unless it is a payment of remuneration under the articles of association of the company. According to clause 30 of the Company's articles of association, "any gratuity and remuneration for directors shall be as resolved by the shareholders' meeting. Each director shall have the right to receive remuneration in the form of reward, meeting allowances, gratuity, bonus, or fringe benefit otherwise in accordance with the regulations of the Company, or as the shareholders' meeting may consider under which the shareholders' meeting may specifically determine the amount or merely set as a rule and later determine from time to time or to be in full force and effect until a change."

The Secretary to the meeting requested Mrs. Sirima Iamsakulrat, Directors, to present this matter to the meeting.

Mrs. Sirima Iamsakulrat presented to the meeting that, 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. The Board deems it expedient for the shareholders to consider and approve remuneration for the Board and Committee members for 2018 duly endorsed by the Board (effective May 1, 2018), as detailed below:

Remuneration for Board / Committee	2018 (Year proposed)
1. Regular Remuneration : Directors / Audit Committee / Risk Management Committee	
- Chairman of the Board	30,000 Baht / Month
- Chairman of the Audit Committee	25,000 Baht / Month
- Directors / Independent Director	20,000 Baht / Month
- Directors (3 working day/week)	120,000 Baht / Month
2. Meeting allowances for Board and Committee members	
- Chairman of the Board	15,000 Baht / meeting
- Chairman of the Audit Committee	15,000 Baht / meeting
- Chairman of the Risk Management Committee	15,000 Baht / meeting
- Directors	10,000 Baht / meeting
- Audit Committee members	10,000 Baht / meeting
- Risk Management Committee	10,000 Baht / meeting
3. Bonuses for directors of the Board	None
4. Other Remuneration	None

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

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

**Resolution** The meeting resolved by not less than two-thirds of the total votes of the shareholders who were present and voted at the meeting, excluding the shareholders with beneficial interests, to approve remuneration for Board and Committee members for 2018, with the voting result as below:

Voting	Number of votes (votes)	As %
Approved	285,894,934	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total (161 shareholders)	285,894,934	100.0000

- Remark:**
1. The resolution for this agenda item had no invalid voting card.
  2. Number of shares of shareholders with beneficial interests and no right to vote was 157,475,592 shares.
  3. There was no additional shareholder registering to attend the meeting.

Agenda no. 7 To consider and approve appointment of the Company's auditor and determination of the audit fee for 2018

The Secretary to the meeting requested Mr. Wisit Wachiralappaitoon, Finance Director, to present this matter to the meeting.

Mr. Wisit Wachiralappaitoon reported that, According to Section 120 of the Public Limited Company Act B.E. 2535 (Included with the amendment) and 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.

The 1/2018 Audit Committee meeting held on February 23, 2018, 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 2018, 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 financing standards and auditing standards.
3. Quality of audit work.
4. Competence and expertise of the auditor.
5. Audit fee.
6. Provision of other services and responsiveness of the company.

The list of auditors consists of:

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

of Dharmniti Auditing Co., Ltd. as the Company's auditor for the accounting year of 2018, with any one or another auditor appointed by Dharmniti Auditing Company Limited to be the auditor responsible of the above CPA holders to sign the auditor's report on the financial statements of the Company.

The Board deems its expedient to propose for the shareholders meeting to consider and approve remuneration for the auditor's audit work for 2018 including the quarterly review work thereof as shown in the table below

Remuneration for Auditor	2018 (Year proposed) Dharmniti Auditing Co., Ltd.
1. Audit fee	
- Yearly (Baht/year)	630,000
- Total 3 Quarterly (Baht)	630,000
2. Non-Audit Fee	0
Total remuneration for auditor (Baht/year)	1,260,000

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

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

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

**Resolution** The meeting resolved by majority votes to approve appointment of the Company's auditor and determination of the audit fee for 2018 totaling 1,260,000 bath, with the voting of the shareholders who attend and vote result as below:

Voting	Number of votes (votes)	As %
Approved	443,370,526	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total (161 shareholders)	443,370,526	100.0000

- Remark:**
1. The resolution for this agenda item had no invalid voting card.
  2. Number of shares of shareholders with beneficial interests and no right to vote was 0 share.
  3. There was no additional shareholder registering to attend the meeting.

#### Agenda no. 8 Other matters (if any)

The Secretary to the meeting The Chairman invited the shareholders or proxies to raise other relevant questions and comments.

- Miss Jit Sawitkul, a proxy from Thai Investors Association, complimented all the directors on running the Company's business professionally and on keeping the director remuneration at the same rate as in the foregoing year. There was one question as below:

**No. 1.** Reference was made to the Board's resolution approving purchase of a land of around 5 rai 90 sq.wah area with indicated purpose for enhancement of efficiency in centralized warehouse management. Please give clarification to make the shareholders confident that this would be a long-term value investment.

**Answer** Mr. Wirat Sukchai, Chief Executive Officer, clarified that at present the Company rented three warehouses. There has been an idea that these warehouses should be centralized as one. From the projection, in the long run, there will be several advantages, such as 1. Save millions of baht expenses in renting warehouses, 2. Save transport costs, and 3. Have more assets. This will strengthen the Company. Please be assured of this investment as the Company will have the warehouse of its own and thus it will definitely be a worthwhile investment in the long run.

- Mr. Khanti Udomsangkhatham, a shareholder attending in person, raised one question below:

No. 1. According to the operating results, quarterly net profit improved continuously. Was the figure in 2017 only seasonal, or accidental? Would there be recurrence in 2018? Please explain the nature of recognition of such operating result.

Answer Mr. Wirat Sukchai, Chief Executive Officer, clarified that the accelerated figures in the operating results in 2017 were seasonal. Normally, quarter 3 and quarter 4 record the highest sales, while the lowest sales are seen in quarter 1 and quarter 2 due to long holidays. In 2017, the Company was able to maintain its profit growth momentum thanks to several factors, i.e. 1. Management: as Mr. Wisit Wachiralappaitoon, Finance Director, has clarified, the Company was able to lessen expenses, hence higher profit; 2. Stronger Baht: as most of the Company's products are imported, leading to higher profit; and 3. New products: at present, the Company has been distributor of products of more than 60 brands, registered around seven brands of its own, and developed solutions to deepen services to the customers. The Company views that provision of services can generate higher returns than selling products in general. However, the Company has planned to expand product lines to new business units, such as

- Fire protection system – to move more toward oil and gas sectors by expanding to petrochemical industry, power plants, and installation project services.
- Air-conditioning system - by expanding copper tube-related product range and importing new products
- Digital printing system - by penetrating medical business with the 3DMed innovation, as the Company views that this is a new market with better returns prospects, and that if the Company focuses more on selling digital printers, more recurring and consistent income will be generated from ink sales and services.
- Refrigeration system – The Company has a number of large customers, such as 7-Eleven with growth every year, and it has driven its condensing unit assembling business for more value added to its product range.

The shareholders can rest assured that the Company has the management team with competence, expertise and experience in various fields to monitor the operation closely, and ensure successive growth of business, with readiness for future investments leveraging on its very low D/E ratio and consistent exploration of new business opportunities.

No. 2 From the financial data presented in agenda no. 2 regarding the Company's operating results in 2017, the Company has targeted to grow revenues from sales and services in 2018 to around Baht 1,423 million, or a growth of almost 10% compared with 2017, has the Company targeted to grow in any particular business sector? In overall, has the Company expected to be able to maintain the gross profit or net profit growth momentum as at present, or be able to improve to a greater extent?

Answer Mr. Wirat Sukchai, Chief Executive Officer, responded that the targeted growth of 10% is not so high because the Company has set the target based on market outlook and feasibility. New businesses will also be penetrated. However, clear growth may not yet be seen in 2018 as various new businesses like 3D printing and digital printing are only in the early stage. The Company is confident that clearer growth will be evident in the new 2-3 years, and more business units will be added, from 4 business units at present to 5-6 business units in the near future.

- Miss Jit Sawitkul, a proxy from Thai Investors Association, suggested that, with annual general meetings held once a year, most companies hold the meetings almost the same time around the end of April every year. This has disabled shareholders to attend all the meetings as intended. The Board was thus recommended to move the annual general meeting of shareholders to be held earlier than this so that more shareholders can attend the meeting. Especially, as the Company does not prepare financial statements involving subsidiary companies, its financial statements should be completed earlier. The Board was requested to bring this matter into consideration.

The Secretary thanked Miss Jit Sawitkul's suggestion and said the Company would bring this matter into consideration. The reason why the meeting had been held at the end of April was that, in the initial period after listing on the stock exchange, the Company had not yet had adequate skill and experience in arranging this kind of meeting so it had to take some time to ensure no errors and mistakes. This matter would further be submitted to the Board meeting to consider the schedule of the meeting in the following year. If any shareholder has questions, or would like to express more opinions to the Board of Directors, the shareholder may enquire Mr. Wirat Sukchai, who is in charge of investor relations, or the Secretariat team who would be pleased to provide information so that the shareholders would be confident of the Company's business operation. As there were no further questions or opinions, the Secretary asked the Chairman to declare the meeting closed.

The Chairman thanked the shareholders for attending the meeting and enquiring about the Company's operations in 2017. It was a good opportunity for the Company to communicate with the shareholders regarding any developments in the previous year. The matter of top priority for the Company was corporate governance and anti-corruption. He also apologized for any inconvenience that might have been caused in relation to holding of the meeting, and would like to thank all our shareholders, customers, trade partners, business alliances, and all concerned parties, for their continued supports. Please be assured that the Board, the management and all employees will put fully dedicated efforts in driving the Company toward sustainable growth under corporate governance principles for the maximum benefits of all parties concerned.

The meeting adjourned at 15.34 hrs.



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



..... Minutes Taker  
(Mrs. Varinkan Teraumranon)

## 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** Dr. Thakol Nunthirapakorn
- **Present Position** Independent Director (Non-Executive)  
Chairman of the Board and  
Chairman of the Audit Committee
- **Directors Nominee** Independent Director
- **Age** 73 Yrs.
- **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. Role of the Chairman Program (RCP), Class 43/2018
    2. Anti-Corruption the Practical Guide (ACPG), Class 36/2017
    3. Chairman Forum (R-CF), Class 1/2016
    4. Directors Certification Program (DCP), Class 228/2016
    5. Ethical Leadership Program (ELP), Class 3/2016
    6. Audit Committee Program (ACP), Class 8/2005
    7. 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, 2018)** - None -
- **Director Term Duration** 3 Terms (6 Years : September 5, 2012 - Present)
- **Meeting Attendance during Directorship of Year 2018**
  - Board of Directors Of the total 6 meetings, attending 6 meetings
  - Audit Committee Of the total 4 meetings, attending 4 meetings





Annex 2 (1)

Consideration of Agenda 5

- 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 4 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 no. 5 To consider approve election of directors to replace those due to retire by rotation  
- Agenda no. 6 To consider approve remuneration for Board and Committee members for 2019
- 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 -
- Special interests that are different from other directors - 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** Dr. Sothitorn Mallikamas
- **Present Position** Independent Director (Non-Executive)  
Member of the Audit Committee  
Member of the Nomination and Remuneration Committee
- **Directors Nominee** Independent Director
- **Age** 56 Yrs.
- **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**
  - 2018 - Present Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee, Harn Engineering Solutions Plc.
  - 2012 - Present Chairman, of Bachelor of Arts Program in Economics, Chulalongkorn University
  - 2012 - 2018 Independent Director and Member of the Audit Committee, Harn Engineering Solutions Plc.
  - 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, 2018)** - None -
- **Director Term Duration** 3 Terms (6 Years : September 5, 2012 - Present)
- **Meeting Attendance during Directorship of Year 2018**
  - Board of Directors Of the total 6 meetings, attending 6 meetings
  - Audit Committee Of the total 4 meetings, attending 4 meetings



Annex 2 (2)

Consideration of Agenda 5

- 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 4 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 no. 5 To consider approve election of directors to replace those due to retire by rotation  
- Agenda no. 6 To consider approve remuneration for Board and Committee members for 2019
- 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 -
- Special interests that are different from other directors - 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** Dr. Supot Tiarawut
- **Present Position** Independent Director (Non-Executive)  
Chairman of the Risk Management Committee
- **Directors Nominee** Independent Director
- **Age** 52 Yrs.
- **Nationality** Thai
- **Appointment date** November 1, 2016
- **Education**
  - Doctor of Engineering (Electronic Engineering), The University of Tokyo, Japan
  - Master of Engineering (Information and Computer Sciences), Toyohashi University of Technology, Japan
  - Bachelor of Engineering (1st Class Honor) (Electrical Engineering) Chulalongkorn University
- **Director Training Program**
  - Training program of Thai Institute of Directors Association (IOD):
    1. How to Develop a Risk Management Plan (HRP), Class 12/2017
    2. Director Certification Program (DCP), Class 195/2014
    3. Finance for Non-Finance Directors (FND), Class 20/2005
- **Work Experience**
  - 2016 - Present Independent Director and Chairman of the Risk Management Committee, Harn Engineering Solutions Plc.
  - 2018 - Present Chief Transformation Officer, Chulalongkorn University
  - 2016 - Present Advisor to the President, Chulalongkorn University
  - 2014 - Present Independent Director, Audit Committee, and Chairman of Risk Management Committee, ATP 30 Plc.
  - 2012 - 2018 Director, Blue Phoenix Innovation Co., Ltd.
  - 2014 - 2017 Director, Industrial Liaison Program (ILP), Faculty of Engineering, Chulalongkorn University
  - 2014 - 2014 Executive Vice President, Corporate Strategy, Symphony Communications Plc.
  - 2012 - 2014 Assistant to the President (IT and Strategy), Chulalongkorn University
  - 2007 - 2011 Director, Telecommunication Research and Industrial Development Institute (TRIDI), National Broadcasting and Telecommunications Commission (NBTC)
  - 2004 - 2007 Senior Vice President Corporate Strategy, Senior Vice President Product Development, Secretary of the Executive Committee, Secretary of Risk Management Committee, Vice President Corporate Planning, Vice President Information Technology, TT&T Plc.
  - 2004 - 2007 President, TT&T Subscribers Services Co., Ltd.



Annex 2 (3)

Consideration of Agenda 5

- Work Experience

- 2004 - 2007 Director, Triple T Global Net Company Limited
- 1999 - 2004 Vice President, Corporate Planning, Vice President Information Technology, TT&T Plc.
- 1995 - 1999 Assistant Vice President, New Services and Technology, Corporate Planning, TT&T Plc.
- 1994 - 1995 Industrial Officer, Office of Industrial Affairs, Royal Thai Embassy, Tokyo, Japan

- HARN Shareholdings (as of December 31, 2018) - None -

- Director Term Duration 1 Terms (2 Years : November 1, 2016 - Present)

- Meeting Attendance during Directorship of Year 2018

- Board of Directors Of the total 6 meetings, attending 5 meetings
- Risk Management Committee Of the total 12 meetings, attending 12 meetings

- Positions in Other Listed/Non-listed Companies

Listed companies on the SET	1 companies:	ATP 30 Plc.
Other organizations/agencies/businesses (non-listed)	1 companies:	Chulalongkom 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 4 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 no. 5 To consider approve election of directors to replace those due to retire by rotation  
- Agenda no. 6 To consider approve remuneration for Board and Committee members for 2019

- 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 -

- Special interests that are different from other directors - 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. Thammanoon Tripetchr
- **Present Position** Director (Executive)  
Member of the Executive Committee,  
Member of the Risk Management Committee,  
Managing Director and Authorized Director
- **Directors Nominee** Director
- **Age** 51 Yrs.
- **Nationality** Thai
- **Appointment date** November 1, 2016
- **Education**
  - B.B.A. (Management), Assumption University of Thailand
- **Director Training Program**
  - Training program of Thai Institute of Directors Association (IOD):
    1. Director Certification Program (DCP), Class 211/2015
    2. Successful Formulation & Execution of Strategy (SFE), Class 24/2015
    3. Financial Statements for Directors (FSD), Class 28/2015
    4. Director Accreditation Program (DAP), Class 116/2015
- **Work Experience**
  - 2016 - Present Managing Director : Digital Printing System, Harn Engineering Solutions Plc.
  - 2015 - 2016 Managing Director, Q II S Co., Ltd.
  - 2014 - 2016 Directors, Chillmatch Co., Ltd.
  - 2010 - 2015 General Manager, Q II S Co., Ltd.
- **HARN Shareholdings (as of December 31, 2018)** 21,159,399 shares (3.62%)
- **Director Term Duration** 1 Terms (2 Years : November 1, 2016 - Present)
- **Meeting Attendance during Directorship of Year 2018**
  - Board of Directors Of the total 6 meetings, attending 6 meetings
  - Executive Committee Of the total 12 meetings, attending 11 meetings
  - Risk Management Committee Of the total 12 meetings, attending 12 meetings



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

Listed companies on the SET	-None-
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 -
- **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 no. 5 To consider approve election of directors to replace those due to retire by rotation
  - Agenda no. 6 To consider approve remuneration for Board and Committee members for 2019

Profiles of Independent Director for Proxy Appointment  
The 2019 Annual General Meeting of Shareholders  
Harn Engineering Solutions Public Company Limited

- Name Dr. Thakol Nunthirapakorn
- Present Position Independent Director /  
Chairman of the Board of Directors and  
Chairman of the Audit Committee
- Age 73 Yrs.
- Nationality Thai
- Appointment Date September 5, 2012
- Address 27 Soi Phatthanakan 69 Yaek 9-2, Prawate, Bangkok 10250
- HARN Shareholdings (as of 31 December 2018) - None -
- Years of Directorship 6 years
- Beneficial interest - Agenda no. 5 To consider approve election of directors to replace those due to retire by rotation  
- Agenda no. 6 To consider approve remuneration for Board and Committee members for 2019
- Special interests that are different from other directors - None -



*Note : Profiles of Directors are as detailed in Annual Report 2018, regarding Board of Directors.*

**Profiles of Independent Director for Proxy Appointment**  
**The 2019 Annual General Meeting of Shareholders**  
**Harn Engineering Solutions Public Company Limited**

- Name Mr. Sothitorn Mallikamas
- Present Position Independent Director /  
Member of the Audit Committee and  
Member of the Nomination and Remuneration Committee
- Age 56 Yrs.
- 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 2018) - None -
- Years of Directorship 6 years
- Beneficial interest - Agenda no. 5 To consider approve election of directors to replace those due to retire by rotation  
- Agenda no. 6 To consider approve remuneration for Board and Committee members for 2019
- Special interests that are different from other directors - None -



*Note : Profiles of Directors are as detailed in Annual Report 2018, regarding Board of Directors.*



Profiles of Independent Director for Proxy Appointment  
The 2019 Annual General Meeting of Shareholders  
Harn Engineering Solutions Public Company Limited

- Name Miss Voranuch Supaibulpipat
- Present Position Independent Director /  
Member of the Audit Committee and  
Chairperson of the Nomination and  
Remuneration Committee
- Age 55 Yrs.
- Nationality Thai
- Appointment Date September 5, 2012
- Address 176/73 Nanglinchi Road, Chong Nonsi, Yan Nawa, Bangkok 10120
- HARN Shareholdings (as of 31 December 2018) - None -
- Years of Directorship 6 years
- Beneficial interest - Agenda no. 6 To consider approve remuneration for Board and Committee members for 2019
- Special interests that are different from other directors - None -



*Note : Profiles of Directors are as detailed in Annual Report 2018, 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 2) 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 2)
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 (The Meeting Invitation having barcode) (Enclosure 1) and the Proxy Form B (Enclosure 2) to the Company by contacting Mrs. Varinkan Teraumranon (Company Secretary) at the head office of Harn Engineering Solutions Public Company Limited, Tel. 0 2203 0868 ext. 415 by Wednesday, April 24, 2019 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, 3<sup>rd</sup> 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 (the Meeting Invitation having barcode) (Enclosure 1) together with the evidence documents representing the right to attend the meeting (Annex 7).

## 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 (The Meeting Invitation having barcode) (Enclosure 1) and/or the Proxy Form B (Enclosure 2) 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 (The Meeting Invitation having barcode) (Enclosure 1) completely filled in.

#### 1.2 Attendance by proxy

- Registration Form (The Meeting Invitation having barcode) (Enclosure 1) completely filled in.
- Proxy Form B (Enclosure 2) 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 (The Meeting Invitation having barcode) (Enclosure 1) 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.

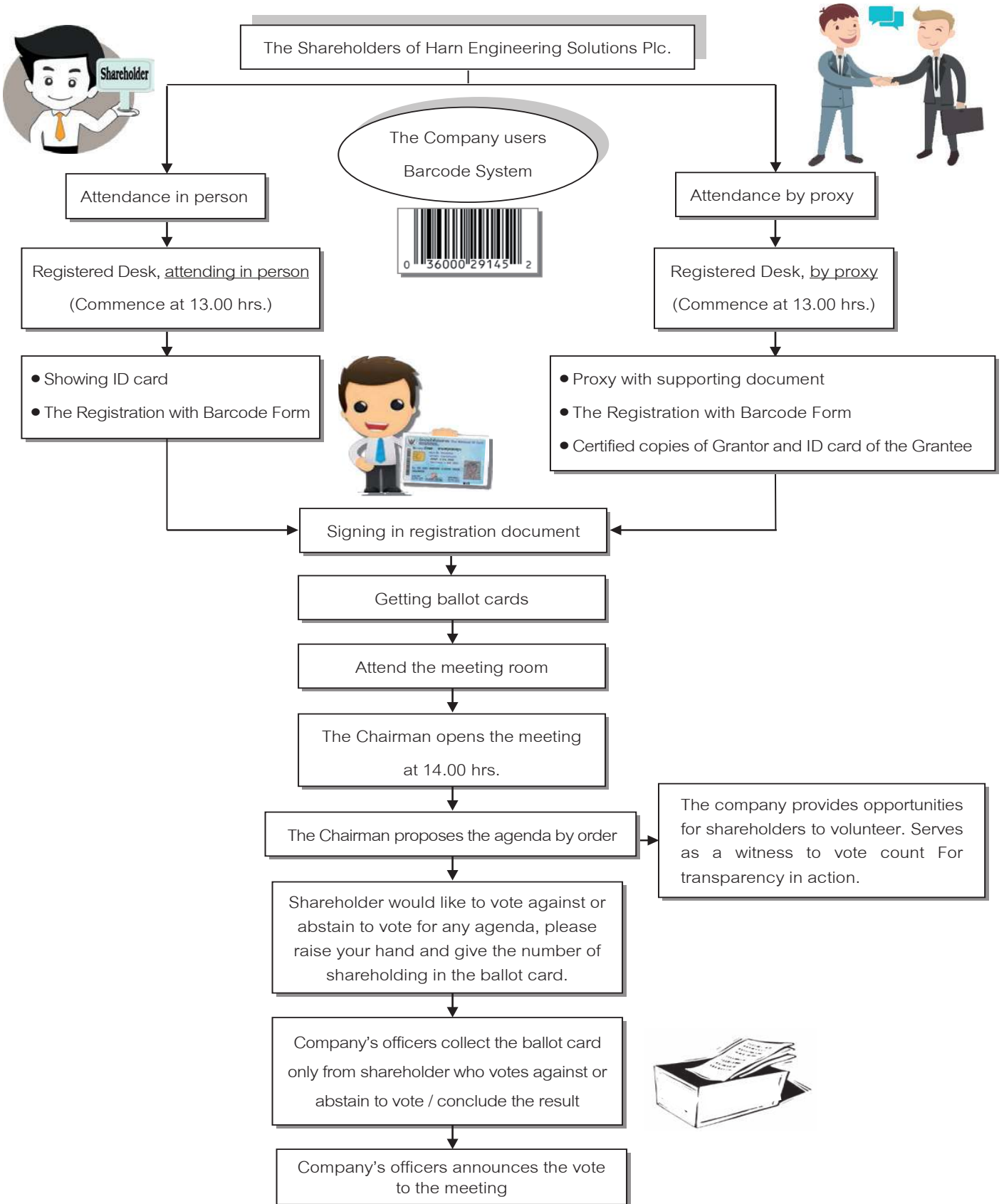
#### 2.2 Attendance by proxy in general:

- Registration Form (The Meeting Invitation having barcode) (Enclosure 1) completely filled in.
- Proxy Form B (Enclosure 2) 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.

Procedures for attending 2019 Annual General Meeting of Shareholders Harn Engineering Solutions Public Company Limited



\* Please return to the Company's officers the ballot for every agenda when the meeting is complete.





Annual Report Request Form 2018  
of  
Harn Engineering Solutions Public Company Limited

To: Corporate Governance Division

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

Telephone no. .... E-mail ..... would like

to request the Annual Report 2018 in printed form (Thai) which has the same content as in the QR Code.

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](mailto:varinkan.t@harn.co.th) or [wasukan.b@ham.co.th](mailto:wasukan.b@ham.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 Teraumranon Tel. +66(0)2 203-0868 ext. 415 or
- Miss Wasukan Boonmee Tel. +66(0)2 203-0868 ext. 450

The 2018 Annual Report  
(Download in QR Code)



QR Code Downloading Procedures for the 2018 Annual Report

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and the 2018 Annual Report in the form of E-books accessible through QR Code, thus allows the shareholders to access the information with ease.

The aforementioned documents could be downloaded from the QR Code by following the steps below.

For iOS System (iOS 11 and above)

1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark : If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or Line.

For Android System

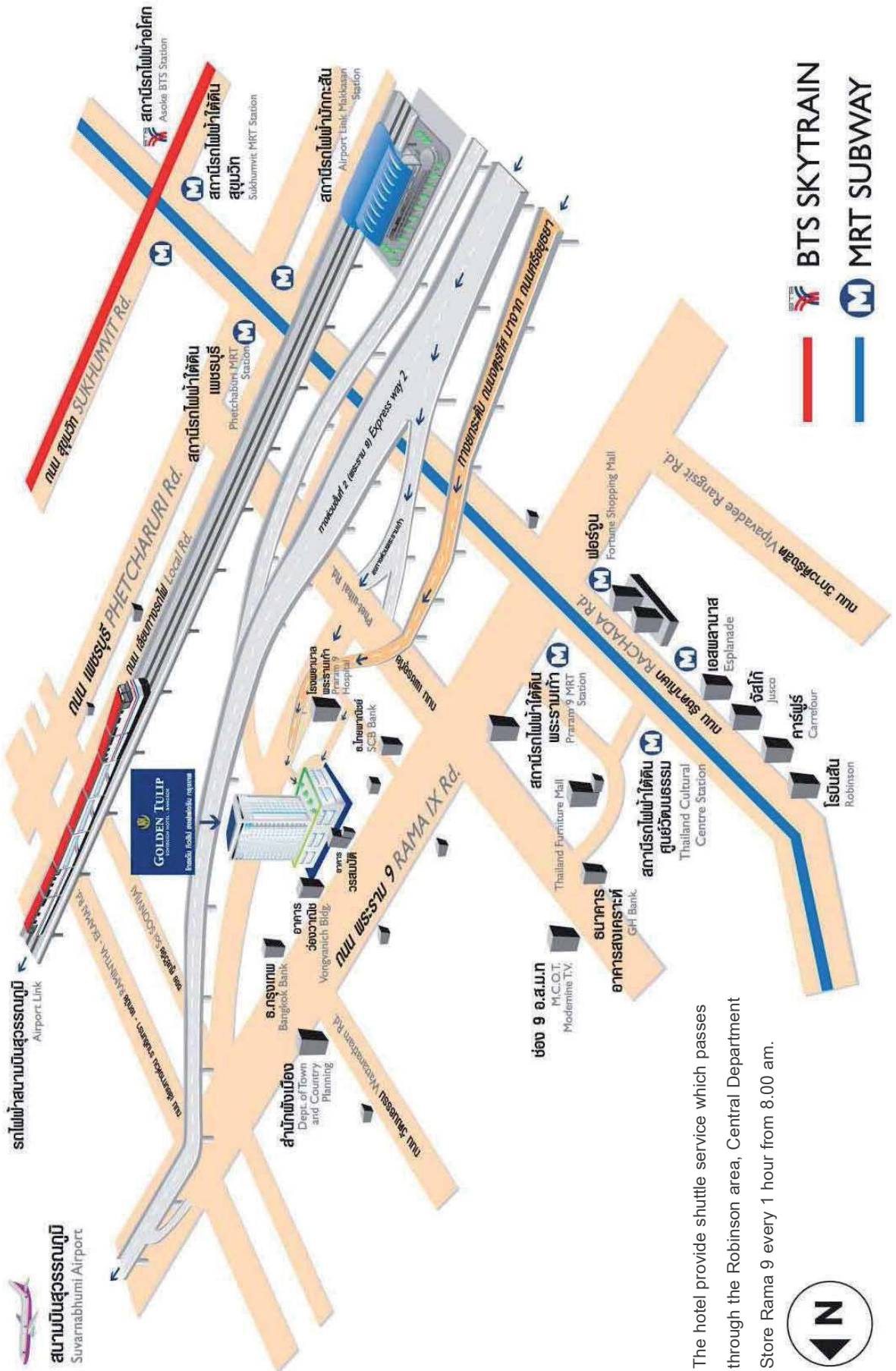
1. Open applications such as QR CODE READER, Facebook or Line.

How to scan the QR Code with Line application

Open Line application → click on "Add friend" → Choose "QR Code" → Scan the QR Code

2. Scan the QR Code to access documents regarding the meeting.

Map of the Meeting Venue The 2019 Annual General Meeting of Shareholders  
 Harn Engineering Solutions Public Company Limited  
 at Parichart Hall, 3 Floor, Golden Tulip Sovereign Hotel



- ✓ The hotel provide shuttle service which passes through the Robinson area, Central Department Store Rama 9 every 1 hour from 8.00 am.





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

วันที่ 02 เมษายน 2562

เรื่อง กำหนดการประชุมสามัญผู้ถือหุ้น  
Subject Schedule of Annual General Meeting of Shareholders

สัญชาติ  
Nationality

เรียน  
To

เลขทะเบียนผู้ถือหุ้นหลักทรัพย์  
Shareholder's Registration No.

บ้านเลขที่  
Address

สิ่งที่ส่งมาด้วย รายงานประจำปี และเอกสารประกอบการประชุม ฯลฯ  
Attachment Annual report and the details of meeting document

โดยผู้ถือหุ้นหลักทรัพย์จำนวนทั้งสิ้นรวม  
Holding the total amount of

หุ้น/หน่วย  
shares/units

ข้อมูลบริษัท / หลักทรัพย์

หุ้นสามัญ  
Ordinary share

หุ้น/หน่วย  
shares/units

หุ้นบริวารสิทธิ  
Preferred share

หุ้น/หน่วย  
shares/units



<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=HARN&date=190425>

วันที่ประชุม : วันพฤหัสบดีที่ 25 เมษายน 2562 เวลา 14:00 น. Meeting Date : Thursday, April 25, 2019 at 14:00 hrs.	
สถานที่ประชุม : ห้องปาริชาติ ชั้น 3 โรงแรมโกลเด้น ทิวลิป ซอฟเฟอริน กรุงเทพฯ เลขที่ 92 ซ.แสงแจ่ม ถ.พระราม 9 ห้วยขวาง กรุงเทพฯ Meeting Venue : Parichart Hall, 3rd Fl., Golden Tulip Sovereign Hotel, Bkk., No. 92 Soi Saengcham, Rama 9 Rd., Huaykwang, Bangkok	
ข้าพเจ้า.....เป็น [ ] ผู้ถือหุ้นหลักทรัพย์ [ ] หรือผู้รับมอบฉันทะ I/We ..... am/are shareholder or proxy of a shareholder	
ของ บริษัท ฮาร์น เอ็นจิเนียริง โซลูชั่นส์ จำกัด (มหาชน) of HARN ENGINEERING SOLUTIONS PUBLIC COMPANY LIMITED	
หมายเลขบัตรประจำตัวประชาชน.....ได้มาเข้าร่วมการประชุมดังกล่าวข้างต้น which the identification (ID) number ..... attend the above mentioned meeting.	
ลงชื่อ..... Sign	ผู้เข้าประชุม Meeting Attendee
( ..... )	

เพื่อความสะดวกในการลงทะเบียน ผู้ถือหุ้นหรือผู้รับมอบฉันทะที่จะมาประชุม  
โปรดนำเอกสารฉบับนี้มาแสดงต่อเจ้าหน้าที่ลงทะเบียนในวันประชุม สำหรับผู้ถือหุ้นที่มาประชุมด้วยตนเอง  
กรุณาแสดงบัตรประจำตัวประชาชน หรือใบขับขี่ หรือบัตรข้าราชการ หรือหนังสือเดินทาง (กรณีผู้ถือหุ้นต่างประเทศ) ฉบับจริง  
พร้อมกับแบบฟอร์มลงทะเบียน

For your convenience, shareholders or proxies wishing to attend the meeting, kindly present this document to a registration staff at the meeting for registration.

For shareholders who will attend the meeting by themselves, the original of identification card or driving license or government official identification card or passport (in case of foreign shareholders) must be presented together with the Registration Form.

ท่านสามารถค้นหารายละเอียดระเบียบวาระการประชุม พร้อมความเห็นกรรมการในเรื่องดังกล่าว  
รวมทั้งสิ่งที่จะเสนอต่อที่ประชุมพร้อมรายละเอียดและเอกสารประกอบ การประชุมอื่นๆ ผ่าน QR Code หรือ URL  
<https://www.set.or.th/set/tsd/meetingdocument.do?symbol=HARN&date=190425> หรือ

ติดต่อขอรับเอกสารประกอบการประชุมได้ที่บริษัทผู้ออกหลักทรัพย์

เว็บไซต์: [www.harn.co.th](http://www.harn.co.th) / โทร 02-203-0868 ต่อ 450

หรือ SET Contact Center เว็บไซต์ : [www.set.or.th/contactcenter](http://www.set.or.th/contactcenter) / โทร 02 009 9999

The details of Meeting document is available online by scanning QR Code on this form or at URL [www.set.or.th/tsd/investorportal/dfp](http://www.set.or.th/tsd/investorportal/dfp).  
You can also contact the issuer for the annual report

Website : [www.harn.co.th](http://www.harn.co.th) /Tel. +66 02-203-0868 Ext. 450

or SET Contact Center Website : [www.set.or.th/contactcenter](http://www.set.or.th/contactcenter) /Tel. +662 009 9999

**หนังสือมอบฉันทะ แบบ ข.**  
**Proxy Form B.**  
**(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนและตายตัว)**  
**(Form with fixed and specific details authorizing proxy)**

(ปิดอากรแสตมป์ 20 บาท)  
(Please attach stamp duty of Baht 20)

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 \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) เป็นผู้ถือหุ้นของบริษัท **หาญ เอ็นจิเนียริ่ง โซลูชั่นส์ จำกัด (มหาชน)** (“บริษัทฯ”)  
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
<input type="checkbox"/> หุ้นสามัญ _____ หุ้น	และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share _____ shares	and have the rights to vote equal to _____ votes
<input type="checkbox"/> 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. ทกอล นันธิรapakorn ดร. Thakol Nunthirapakorn หรือ/Or  
 ดร. โสทธิธรร มัลลิกะมาส Dr. Sothithorn Mallikamas หรือ/Or  
 นางสาว วรณช สุไพบุลย์พิพัฒน์ Miss Voranuch Supaibulpipat  
(รายละเอียดประวัติกรรมการอิสระปรากฏตามเอกสารแนบท้าย 3 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้น ประจำปี 2562)  
(Details of members of the Independent Directors of the Company are specified in Annex 3 of the Notice of the 2019 Annual General Meeting of Shareholders)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง 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 2562 ในวันที่ 25 เมษายน 2562 เวลา 14.00 น. ณ ห้องปาริชาติ ชั้น 3 โรงแรมโกลเด้น ทิวลิป ซอฟเฟอริน กรุงเทพฯ 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 2019 Annual General Meeting of Shareholders on April 25, 2019 at 2.00 p.m. at Parichart Hall 3<sup>rd</sup> Floor, Golden Tulip Sovereign Hotel Bangkok, 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 ประจำปี 2561**

Agenda no. 1 To consider and adopt minutes of the 2018 Annual General Meeting of Shareholders

- 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"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

**วาระที่ 2 รับทราบผลการดำเนินงานของบริษัทฯ ในรอบปี 2561**

Agenda no. 2 To acknowledge the Company's operating results for the year 2018

- 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"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

**วาระที่ 3 พิจารณานุมัติงบการเงิน ประจำปี 2561 สิ้นสุด ณ วันที่ 31 ธันวาคม 2561**

Agenda no. 3 To consider approve the Financial Statements for the year ended December 31, 2018

- 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"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

**วาระที่ 4 พิจารณานุมัติการจัดสรรกำไรและการกำหนดจ่ายเงินปันผลสำหรับผลการดำเนินงาน ประจำปี 2561**

Agenda no. 4 To consider approve the appropriation of profit and payment of dividend for Operating Results of 2018

- 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"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

**วาระที่ 5 พิจารณานุมัติการเลือกตั้งกรรมการเข้าดำรงตำแหน่งแทนกรรมการที่ต้องออกตามวาระ**

Agenda no. 5 To consider 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:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

**วาระที่ 6 พิจารณานุมัติค่าตอบแทนของคณะกรรมการบริษัท และคณะกรรมการชุดย่อย สำหรับปี 2562**

Agenda no. 6 To consider approve remuneration for Board of Director and Board Committees for 2019

- 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"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

**วาระที่ 7 พิจารณานุมัติแต่งตั้งและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2562**

Agenda no. 7 To consider approve appointment of the Company's auditor and determination of the audit fee for 2019

- 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"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |



## ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

### Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ฮาร์น เอ็นจิเนียริง โซลูชั่นส์ จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2562 ในวันที่ 25 เมษายน 2562 เวลา 14.00 น. ณ ห้องปาริชาติ ชั้น 3 โรงแรมโกลเด้น ทิวลิป ซอฟเฟอริน กรุงเทพมหานคร ตั้งอยู่เลขที่ 92 ซอยแสงแจ่ม ถนนพระราม 9 เขตห้วยขวาง กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the 2019 Annual General Meeting of Shareholders on April 25, 2019 at 2.00 p.m. at Parichart Hall, 3<sup>rd</sup> Floor, Golden Tulip Sovereign Hotel Bangkok, 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 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 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 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 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/Signed .....ผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/Signed .....ผู้รับมอบฉันทะ/Proxy

(.....)



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บริษัท ชาญ เอ็นจิเนียริ่ง 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, Bangkok, Huaykwang, Bangkok 10310, Thailand



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[www.harn.co.th](http://www.harn.co.th)



Harn Engineering Solutions