

# Invitation to the 2020 Annual General Meeting of Shareholders



Harn Engineering Solutions Public Company Limited

**Friday, 24 April 2020**  
**at 14.00 hrs.**

Parichart Hall, 3rd Floor, Golden Tulip Sovereign Hotel, Bangkok,  
No. 92 Soi Saengcham, Rama9 Road,  
Huaykwang District, Bangkok

**Registration opened at 12.30 hrs.**

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

Due to the arrangement of the General Meeting of Shareholders will be a combination of many people, which is a risk factor from the spread of the new Coronavirus (COVID-19), the with our deep concern over the health of the Meeting attendees, shareholders or shareholders who are in a high-risk situation, e.g. having recently returned from any high-risk countries in less than 14 days, or suffering any respiratory symptoms, should consider appoint proxy to the Company's Independent Director Instead of attending the meeting in person.

No souvenirs will be distributed in the meeting.

Company will provide snack box to all the attending shareholders and granted proxies.



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## Enclosures

1. Registration Form (Notification of Meeting 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 19, 2020

Subject: Invitation to the 2020 Annual General Meeting of Shareholders (AGM)

To: Shareholders

The Board of Directors of Harn Engineering Solutions Public Company Limited (“the company”) at the meeting No. 1/2020 held on February 27, 2020 passes a resolution to call the 2020 Annual General Meeting of Shareholders (AGM) on Friday, April 24, 2020 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, and set the Record Date on Friday, March 13, 2020 to determine the name of shareholders who are entitled to attend and vote in the Shareholders’ Meeting.

The Company had announced on the Company’s website to invite shareholders to propose agendas in advance from October 1, 2019 to December 31, 2019. After the said time frame, there was no other agenda proposed to the Company.

The Company, therefore, would like to announce the agenda of the 2020 Annual General Meeting of Shareholders as proposed by the Board of Directors as follows:

**Agenda no.1 To consider adopt minutes of the 2019 Annual General Meeting of Shareholders**

**Objective and Rationale:**

The Company had organized The 2019 Annual General Meeting of Shareholders which held on Thursday, April 25, 2019, 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 2019 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 minutes of the 2019 Annual General Meeting of Shareholders.

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

In case of a tie vote, the chairman of the meeting shall have a casting vote.

**Agenda no.2 To Acknowledge the Company’s operating results for the year 2019**

**Objective and Rationale:**

For reporting the Company’s operating results for the year 2019 and its significant change for the shareholders’ to acknowledgement. Please see attached in Annex 8 (page 47): The 2019 Annual Report (QR Code)

**Board of Directors’ Opinion:**

The Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders to acknowledge the Company’s operating results for the year 2019.

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

Agenda no.3 To consider approve the Separated and Consolidated Financial Statements for the year ended December 31, 2019

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 No. 1/2020 held on February 27, 2020 also reviewed the Separated and Consolidated Financial Statements of the company and its subsidiary for the year ended December 31, 2019 of 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 deemed it appropriate to propose to the Annual General Meeting of Shareholders to approve the audited Separated and Consolidated Financial Statements for the year ended December 31, 2019 which were audited and certified by the Auditor of the Company and reviewed by the Audit Committee. Details are in the Annex 8 (page 47): The 2019 Annual Report (QR Code) (showing 2019 Financial Statements)

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

In case of a tie vote, the chairman of the meeting shall have a casting vote.

Agenda no.4 To consider approve the Appropriation of Profit and Dividend Payment for the 2019 Operating's Results

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 Company had a net profit of year 2019 in the Separate Financial Statements Baht 150,591,499, The Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the dividend payment from the Company's operating results from January 1, 2019 to December 31, 2019 at the rate of Baht 0.18 per share for 584,500,000 shares, totaling amount Baht 105,210,000 or 69.23% of the consolidated net profit, which is in line with the Company's dividend payment policy, the Company has appropriated to the statutory reserve 5% of the annual net profit totaling amount Baht 2,156,169, the total to the statutory reserve is equal to 10 percent of the registered and paid-up capital.

The Board of Directors has set the Record Date to determine the name of shareholders who are entitled to receive the dividend on Friday, March 13, 2020 and to pay the dividend on Friday, May 15, 2020, However, the dividend payment remains uncertain as it is subject to an approval from the 2020 Annual General Meeting of Shareholders.

The table showing the comparison of the Company's dividend payment during the past 3 years is as follows:

Dividend payment	Year 2019 (Current Proposal)	Year 2018	Year 2017
Interim dividend payment (Baht per share)	-	-	-
Annual dividend payment (Baht per share)	0.18	0.16	0.14
Earnings per share (Baht)	0.26	0.23	0.22
Dividend payout ratio (%)	69.23	69.57	63.64
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 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.

*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.

In case of a tie vote, the chairman of the meeting shall have a casting vote.

Agenda no.5 To consider approve election of directors in Replacement of those who complete their terms by rotation in 2020

**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". In the year 2020, there are four directors who are retired by rotation, which are:

- |                   |               |                      |
|-------------------|---------------|----------------------|
| (1) Miss Voranuch | Supaibulpipat | Independent Director |
| (2) Mrs. Sirima   | Iamsakulrat   | Director             |
| (3) Dr. Jain      | Charnnarong   | Director             |
| (4) Mr. Parkphum  | Wongpaitoon   | Director             |

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, 2019. There was no Director candidate nominated.

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

The Nomination and Remuneration Committee at the meeting No. 4/2019, 13 November 2019, sought out qualified candidates according to the nomination procedure, whereby, careful consideration and screening of qualifications and appropriateness as required by the Public Company Limited Act B.E. 2535 (1992) (as amended), number and qualification of Independent Directors according to the definition of Independent Director of the Company and the notification of Capital Market Supervisory Board, as well as knowledge, capabilities and experience that are suitable to the Company's business, of both individual director and overall of the Board of Directors, whereby, The Nomination and Remuneration Committee deemed it appropriate to propose the re-election of Directors who complete their term by rotation in 2020 for another term namely: (details are in the Annex 2 (1)-(4) (page 29-36))

(1) Miss Voranuch	Supaibulpipat	Re-elected as Independent Director
(2) Mrs. Sirima	Iamsakulrat	Re-elected as Director
(3) Dr. Jain	Charnnarong	Re-elected as Director
(4) Mr. Parkphum	Wongpaitoon	Re-elected as Director

Whereby, considered that the candidates nominated as Independent Director are able to provide opinions independently and have all qualifications as specified by relevant rules and has the qualifications of according to the definition of the independent director prescribed by the Company as provided. (Details are in the Annex 4 (page 39))

However, Dr. Supat Tiawut has resigned from the Independent Director position and all other positions in the company, which shall be effective from January 1, 2020 onwards. Therefore, the composition of the Board of Directors of nine (9) person, consisting of three (3) Independent Directors, is still in accordance with the Articles of Association, and regulations of the Office of the Securities and Exchange Commission (SEC) and sufficient for management, there is no need to appoint a replacement committee at this time.

**Board of Directors' Opinion:**

The Board of Directors, excluding the Directors who have interests in this matter, careful consideration and screening of qualifications of nominated person in who complete their another term, has is suitable to the Company's business, and considered that the candidates nominated as an Independent Director are able to provide opinions independently and have all qualifications as specified by relevant rules, The Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider the appointment of the four Directors who complete their terms by rotation in 2020 for another term according to the proposal of the Nomination and Remuneration Committee.

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

In case of a tie vote, the chairman of the meeting shall have a casting vote.

Agenda no.6 To consider approve the 2020 remuneration for Board of Director and Board-Committees

**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 in meeting No. 4/2019 on November 13, 2019 carefully considered the 2020 (current proposal) remuneration for the Board of Directors and the Board-Committees, by taking into account various relating factors, such as the Company's operating results performance and responsibilities of the Board of Directors and the Board-Committees; benchmarking with the organizations in the same industry having similar business size; along with overall business situations, and agreed to maintain the remuneration of the Board of Directors and the Board-Committees, including retainer fee and meeting allowance at the same rate as year 2019.

**Board of Directors' Opinion:**

The Board of Directors has carefully considered that the structure is suitable for the responsibility and can motivate the directors to lead the organization to carry out both short and long term goals, can be compared with organizations in the same industry and the word of suitability consideration various relating factors and criteria Completely, The Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders to approve the 2020 Remuneration for the Company's Directors and Board-Committees (current proposal is effective from May 1, 2020) as proposed by the Nomination and Remuneration Committee at the following rates:

	Types of Remuneration	Year 2020 (Current Proposal)	Compared with Year 2019
1.	Monthly remuneration: Directors / Audit Committee / Risk Management Committee / Nomination and Remuneration Committee		
	- Chairman of the Board	30,000 Baht/month	30,000 Baht/meeting
	- Chairman of the Board-Committees	25,000 Baht/month	25,000 Baht/meeting
	- Director / Independent Director	20,000 Baht/month	20,000 Baht/meeting
	- Director (working 3 days a week)	120,000 Baht/month	120,000 Baht/meeting
2.	Meeting allowance: Directors / Audit Committee / Risk Management Committee / Nomination and Remuneration Committee		
	- Chairman	15,000 Baht/month	15,000 Baht/meeting
	- Director	10,000 Baht/month	10,000 Baht/meeting
3.	Bonus	None	None
4.	Other Remuneration	None	None

**Remark:** Principles of compensation for the Board of Directors and Board Committees are as follows:

- The Nomination and Remuneration Committee is the person who determines and establishes the principles or policies "Remuneration for Directors" and propose to the Board of Directors for approval to propose to the Annual General Meeting of Shareholders which must comply with the Company's Articles of Association, Chapter 4, regarding the Board of Directors, including various factors related as follows:
  - Duties and responsibilities of each director
  - To be appropriate when compared to other public companies that has the similar operating results and business operations.
  - To be fair and transparent to create incentives to maintain qualified directors as needed
  - To be appropriate for the ability to get paid the compensation from the company
- The Nomination and Remuneration Committee is summaries the annual remuneration and compensation which must not exceed the amount approved by the shareholders' meeting from the previous year and propose to the Board of Directors for approval to report to the shareholders' meeting to acknowledge the amount of money actually paid by considering the following factors:
  - Company performance previous year
  - Determine the appropriate time to pay
  - Details and conditions of payment such as annual remuneration for all directors who remain in office in the event that any director has recently held the position and has not yet completed a service year, annual remuneration will be paid in proportion referring to time appointment since joined.
- Directors entitled to remuneration must not be the Company's employees who receive a regular salary
- Director who also serves in other of the Board-Committees shall receive the monthly remuneration according to the position with the highest compensation only the position.

**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 the 2020 Annual Appointment of Auditors and Determination of their Remuneration

**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.1/2020 held on February 27, 2020, had considered the appointment of the auditor by taking into account the competency, experience, independency of the auditor, also considering the remuneration suitable for the auditor's duties and responsibilities, and expressed their opinions to the Board of Directors to propose the appointment of Mr.Thanawut Piboonsawat or Miss Potjanarat Siripipat or Miss Roongnapha Saengchan or Miss Techinee Pornpenpob or Other auditors approved by the Office of the Securities and Exchange Commission. Assigned by the company as the responsible auditor of from Dharmniti Auditing Co., Ltd., Mr.Thanawut Piboonsawat who signed the Company's 2019 financial statements showed good performance as auditors. The Audit Committee also proposed the annual audit fee and quarterly review fee amounting to Baht 1,406,000 and other expense (Miscellaneous expenses actually incurred during the audit fee). However, the proposed remuneration of the auditor's annual quarterly and other miscellaneous expense was increase from rate as that of year 2019 amounting to Baht 80,000 or accounted 6.03%.

**Board of Directors' Opinion:**

The Board of directors with by screening considering and carefully of the Audit Committee, the Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders to appoint auditors from Dharmniti Auditing Co. Ltd., which is not the same audit firm as of the Company's subsidiaries, whereby the Board will oversee the preparation of the financial statements on time, whereby one of the following auditors as the auditor and signing the Company's 2020 financial statements.

1. Mr.Thanawut Piboonsawat                      Certified Public Accountant Registration No.6699  
Auditing during the past 7 year: 3 Years (2017 and 2019), or
2. Miss Potjanarat Siripipat                      Certified Public Accountant Registration No.9012  
Auditing during the past 7 year: None, or
3. Miss Roongnapha Saengchan                      Certified Public Accountant Registration No.10142  
Auditing during the past 7 year: None, or
4. Miss Techinee Pornpenpob                      Certified Public Accountant Registration No.10769  
Auditing during the past 7 year: None, or
5. Other auditors approved by the Office of the Securities and Exchange Commission. Assigned by the company as the responsible auditor.

The proposed auditors have no relations and/or no conflict of interest to the Company / Subsidiaries / Executives / Major Shareholders or any persons in related to the aforementioned parties, which is independent to perform duties With appropriate qualifications And meets the criteria for consideration of the company.

The Board of Directors also deemed it appropriate to propose to the Annual General Meeting of Shareholders to approve the auditors' remuneration for 2020 and quarterly review (current proposal) which is illustrated in the table below:



Types of Fees	2020 (Current Proposal)	Compared with year 2019	Change
Audit Fee - Annual audit fee and quarterly review fee	1,406,000	1,326,000	increase by 80,000 Baht or 6.03%
Non-Audit Fee - Other expenses which cover miscellaneous expenses during work period such as traveling and telephone etc.	per actual of expenses	per actual of expenses	- None -

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

In case of a tie vote, the chairman of the meeting shall have a casting vote.

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

**Objective and Rationale:**

The Board of Directors at the meeting approved the amendment of the Board of Directors Charter whereby In addition to retirement by rotation, a director shall vacate office upon "Being 80 years old, whereby vacating office from the end of accounting year", Therefore, the Company's Articles of Association, Article 18 which referring to the Board of Directors Charter, 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 Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders to approve the amendments / additions the Company's Articles of Association, Article 18 to comply with the Board of Directors Charter, by repealing the existing wordings and replacing with the new wordings as per the below details, including any amendment, 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 18. In addition to retirement by rotation, a director shall vacate office upon</p> <p>(1) death;</p> <p>(2) resignation;</p> <p>(3) lack qualifications or possess characteristics that are prohibited under the Public Limited Company Or the law governing securities and stock exchange;</p> <p>(4) removal by resolution of the shareholders' meeting;</p> <p>(5) removal by order of the court.</p>	<p>"Clause 18. In addition to retirement by rotation, a director shall vacate office upon</p> <p>(1) death;</p> <p>(2) resignation;</p> <p>(3) lack qualifications or possess characteristics that are prohibited under the Public Limited Company Or the law governing securities and stock exchange;</p> <p>(4) removal by resolution of the shareholders' meeting;</p> <p>(5) removal by order of the court;</p> <p><u>(6) Being 80 years old, whereby vacating office from the end of accounting year.</u></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 Other matters (if any)**

The Company therefore would like to invite the shareholders to attend the 2020 Annual General Meeting of Shareholders on Friday, April 24, 2020. Please bring the evidence documents representing the right to attend the meeting (Annex 7, page 45-46), together with the Registration Form (Notification of Meeting 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 at 12.30 hrs. 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, independent directors, for the shareholders' proxy appointment (Annex 3, page 37-38). 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.

Due to the arrangement of the General Meeting of Shareholders will be a combination of many people, which is a risk factor from the spread of the new Coronavirus (COVID-19), the with our deep concern over the health of the Meeting attendees, shareholders or shareholders who are in a high-risk situation, e.g. having recently returned from any high-risk countries in less than 14 days, or suffering any respiratory symptoms, should consider appoint proxy to the Company's Independent Director Instead of attending the meeting in person.

The shareholders may also request the Annual Report 2019 (Thai Version), please indicate so in the Annual Report Request Form 2019 (Annex 9, page 48) or would like to give explanation for the issues relating to the meeting agenda, The form can be downloaded on the company's website [http://www.harn.co.th/Investor\\_Relations/Shareholder's\\_Information/Shareholder's\\_Meeting](http://www.harn.co.th/Investor_Relations/Shareholder's_Information/Shareholder's_Meeting), and question be sent in advance by Tuesday, April 14, 2020 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 2020 Annual General Meeting of Shareholders on the prior mentioned date, time and venue is greatly appreciated.

Sincerely yours,



Mr. Thakol Nunthirapakorn  
Chairman



## Minutes of the 2019 Annual General Meeting of Shareholders

### Harn Engineering Solutions Public Company Limited

**Date and time:** Meeting was held on Thursday 25<sup>th</sup> of April 2019 at 14.00 hrs.

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

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

Mr. Thakol Nunthirapakorn, Independent Director, Chairman of the Board and Chairman of Audit Committee 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 148 shareholders attending the meeting in person and by proxy, holding shares in an aggregate number of 351,885,963 shares, representing 60.2029% of the total shares sold, divided into: 39 shareholders attending in person, holding 288,912,169 shares which represented 49.4289% of the total shares sold, and 109 shareholders attending by proxy, holding 62,973,794 shares which represented 10.7740% 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 secretary to the meeting, declared the meeting open at 14.00 hrs. , and introduce the Company's directors, auditor and top executives attending the meeting one by one as follows:

#### Directors Attending the Meeting:

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

Due to Mr. Wasan Nantakwang resigned from being the Board of Director with effective from April 22, 2019 resulting in the number of Directors changed from 11 to 10 persons fortunately. The remaining number of Directors are adequate to manage the company hence the company does not need to find any replacement, which the company completely registered and informed the changes of Directors to the Department of Business Development, Ministry of Commerce.

There are 10 Board of Directors attending the meeting and accounted as 100 percent of all total The Board of Directors.

Directors Absent from the Meeting

- None -

Auditor Attending the Meeting from Dharmniti Auditing Co., Ltd.

1. Mr. Thanawut Piboonsawat Auditor

Executives Attending the Meeting

- |                                      |   |
|--------------------------------------|---|
| 1. Mr. Pracha Phromphornchai         | Project Sales Director                              |
| 2. Mr. Suchat Suwatnodom             | Petrochemicals Sales Director                       |
| 3. Mr. Rattanaphan Mukhariwattananon | Sales Director                                      |
| 4. Mr. Pisit Siriwattanajaroenchai   | Sales Director                                      |
| 5. Mr. Sukit Litikorn                | Engineering Support Director                        |
| 6. Mr. Pongsawat Penglengpol         | Sales Special Products Director                     |
| 7. Mr. Wisit Wachiralappaitoon       | Finance Director                                    |
| 8. 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 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.

2. The Company invited the shareholders to send questions to the meeting in advance via its website, [www.harn.co.th](http://www.harn.co.th), by April 15, 2019, after the said period it has turned out that no shareholder has send questions any other matters to the Company.

3. Independent directors assigned by the Company to be the proxy of this shareholder three person, namely Mr. Thakol Nunthirapakorn Age 73 Yrs., Mr. Sothitorn Mallikamas Age 56 Yrs. and Miss Voranuch Supaibulpipat Age 55 Yrs., Details appear in brief history as attached in Annex 3 (1)-(3) in Invitation to The Annual General Meeting of Shareholders.

4. For shareholders attending in person and proxies who have been given a proxy to vote at the meeting, they would receive ballot during the registration process and be asked to check the voting ballots 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 as they do not need to cast votes at the each agenda item. The Company votes would be collected as indicated in the Proxy Form and in case no vote casting in advance, the proxies would then receive ballot so that they could cast votes on each agenda item on behalf of the shareholders in all respects as considered appropriate.

Annex 1 | Consideration of Agenda 1

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. 11: Other matters.

6. The Company's Articles of Association, Article 37 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 1, 3, 4, 5, 7 and 11, except for Agenda 2: Is an agenda for acknowledgment would not require voting, and Agenda 6: where at least 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 and the abstentions from voting shall also be counted in the vote casting base, and Agenda 8, 9, 10: where at least three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the rights to vote and the abstentions from voting shall also be counted in the vote casting base.
- Agenda 5: to consider and approve election of directors to replace those due to retire by rotation, the Company would arrange for the shareholders to cast votes on the candidates individually.
- On any agenda item, 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 agenda item, The shareholders who disagree or abstain from voting shall raise their hands and hand in the ballot to the Company staff for vote counting to conclude the meeting resolution. Those who do not raise their hands nor hand in the ballot, 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, Mrs Saengduen Boonthansen, 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 2018 Annual General Meeting of Shareholders

The Secretary to the meeting informed the meeting that 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., The Board of Directors agreed that had been duly and accurately recorded as a result proposes to the shareholders' as attached in Annex 1 in Invitation to The 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 2018 Annual General Meeting of Shareholders held on April 27, 2018, with the voting of the shareholders who attend and vote result as below:

Voting	Number of votes (votes)	As %
Approved	428,729,494	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total (152 shareholders)	428,729,494	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 4 additional shareholders, holding 76,843,531 shares, registering to attend the meeting.

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

The Secretary to the meeting informed the meeting that the Company had prepared report of operating results for the year 2018, as attached in Annex 9 The 2018 Annual Report (QR Code) in Invitation to The Annual General Meeting of Shareholders and the Company has prepared an The 2018 annual report in printed form (Thai), to facilitate shareholders and proxies, Can be obtained from the staff at the check a document desk, Then, the Secretary to the meeting requested Mr. Wirat Sukchai, Chief Executive Officer, to present the details of this agenda to the meeting.

Mr. Wirat Sukchai, reported that, the Company will operate the business as shown in the vision and mission as follows:

**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** has four sides as follows;

**Customer** → We will maximize our customer satisfaction through high quality products and services, leading technology and excellent business practice.

Annex 1 | Consideration of Agenda 1

- Employees → We believe in our employee's value and potential and are committed to build a happy, energetic, innovative and dynamic workplace of competent teamwork with integrity, positivity and professional responsibility.
- Shareholders → We will make a good investment return to shareholders and continually grow our business in a sustainable way.
- Stakeholders → We will create long term values and enhance quality of life for all our stakeholders under prudent management and good corporate governance.

Company overview, There are more than 5,400 customers with an average growth of about 9%. The business has been in operation for more than 50 years. More than 40 partners have more than 240 employees.

The company has four business units as follows:

1. Fire protection system and Firefighting system installation services business: To be the importer and authorized distributor of Fire protection Equipment for high-raised buildings and industrial factories Design and Installation high-quality products by experienced technicians with Under the supervision of professional engineers.
2. Air-conditioning system and sanitary system business: To be the importer and authorized distributor of Air-Conditioning System for high-raised buildings and industrial factories Design and Installation high-quality products by experienced technicians with Under the supervision of professional engineers.
3. Refrigeration system business: To be leader of cooling equipment distributor and leader of advanced and practical design of cooling systems and consultancy service.
4. Digital printing system business: Sustainable solutions provider of "Digital Printing" Include 3D Printing Solution.

The Company has in hand diversified projects, such as the Forestias, EGAT Substation etc, by providing information to shareholders and investors through the Opportunity Day held by the Stock Exchange of Thailand every quarter.

For business strategies along with the company's directions in addition to maintain the customer base while focus on how to increase new the customer, the company uses inbound marketing in two-way communication to meet the customers' needs via various channels whether Facebook or website. Moreover, the new products have been boosted thru the IoT technology or digital technology to develop and increase the efficiency and quality of the product along with the newly-developed application called TelePrint which will be resulting in the development of TeleChill in the future. And also focusing on the Smart Building that will manage the energy consumption in the building to be the most cost effective enabling each building with different factors to be controlled by using digital technology to step into the modern intelligent building including the product sale to the medical profession using 3D printing technology with its name changed to 3DMed and has a branch open on the 1st floor of the Engineering Building 100 years, Chulalongkorn University.

The company planned the business strategy and direction to respond to customers, employees, shareholders and stakeholders as follows:

- Customer → Creating Brand awareness in products and organizations
- Be a leader in innovative products and environmentally friendly products.
  - Develop a comprehensive solution and service / add value to products sold
  - Develop knowledge sharing project through various articles
  - Continuously improve the work system and business management process
  - Use sophisticated IT technology and management



- Employees → Create leaders and middle management to be sufficient for future succession
- HRD development project that creates corporate culture along with employee engagement
- Create knowledge and learning organization, at present the company has created KM for employees to study and learn about the products sold.
- Shareholders → Maintain a steady financial position alongside the operational results to be ready for the business expansion.
- Create a business expansion with new products or sales channels
- Maintain sales growth and net profit
- Stakeholders' → Sustainable strategies

During 2016 to 2018 consecutively, the company generated revenue from sales and services totaling 645.50 / 1,286.00 / 1,344.30 million baht respectively. In 2016, the company purchased and acquired business transfers from Chillmatch Co., Ltd. and its subsidiaries since 29 November 2016 and in this year 2019, the company has set a target to grow the revenue from sales and services for a total value of 1,540.00 million baht to represent a growth of 14.56 percent. Moreover, the purchase orders are being pending for delivery (Backlog Order) on 31 December 2018, total value of 491.40 million baht, which is likely to have additional purchase order on hand to be delivered.

In 2018, the company created an innovative digital business printing system by developing and application called TelePrint (Anytime, Anywhere and Anyone), which is the advantage of using IoT technology or so called digital technology to increase the efficiency and quality as the application is able to communicate to the devices that are installed to the customers by being able to see the status from the company's service center. For customers, there is an application that shows the status on various devices such as mobile, tablets and laptop to view the efficiency of machines installed in the factory along with the alert messages or else the alert for the changes of consumables in the next few hours. In the meantime, the service team is as well able to view any information on the same platform - company, customers and service team get to know the information at the same time resulting in the speed and clarity of the information.

For the business expansion opportunity in all four business units of the company, all these units are in needs of the market which can be witnessed from the government's law enforcement to install the fire fighting equipment labeling expiration dates along with more large infrastructure investments such as the Eastern Economic Corridor Development Project (EEC) in the upcoming five to 10 years, the project to expand the metro and the airport construction in phase two and etc. And the products that are being sold are needed in the market whether it is food and drink business, agriculture or convenient stores. In addition, we also see more opportunities to expand business to neighboring countries such as Cambodia, Myanmar and Laos in the future. The company has an opportunity to establish a branch in Vietnam which the board of directors has approved to proceed and is currently in the process of registration. However, if the establishment of the branch in Vietnam is completed, it will be reported to shareholders and investors through the Opportunity Day at the Stock Exchange of Thailand which is considered as the first part that the company has implemented the strategies since planned.

The Board of Directors realizes the importance of good corporate governance hence they all participated in the declaration of intention to act as a coalition of Thai private sector in the fight against corruption in which the company has been assessed the sufficiency of the internal control system regarding anti-corruption measures Between June to July 2018. And certified as a member of the Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) in the third quarter of 2018 and also attended the diploma ceremony on 26 February 2019.

Annex 1 | Consideration of Agenda 1

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 2018.

Resolution The meeting acknowledged the Company's operating results for the year 2018.

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

The Secretary to the meeting requested Mr. Wisit Wachiralappaitoon, Finance Director, to present the details of this agenda to the meeting.

Mr. Wisit Wachiralappaitoon, reported that, 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 Company has prepared the financial statements for the year 2018 ending on 31 December 2018, in accordance with the financial reporting standards announced by the Federation of Accounting Professions under the royal patronage and the Audit Committee along with the Board of Directors considered that the financial statement is correct, complete and appropriate. And has been reviewed and certified by an authorized auditor approved by the Securities and Exchange Commission and the Stock Exchange of Thailand which reported the inspection results that the financial statements show financial status, operation performance and cash flow correctly as it should be in significance according to financial reporting standards which there are two fundamental issues required in the examination:

Issue 1: Revenue recognition from sales and services, there are four products group that are run in the company while each products group has different sales and pricing conditions, the auditors already examined and understood the internal procedures in the operation, internal control including checking the contents of the list and relevant documents.

Issue 2: The impairment testing of goodwill - as the company has the business acquisition and asset transfer from Chillmatch Co., Ltd. and subsidiaries since 29 November 2016 and according to financial reporting standards required the company to perform an annual impairment test of goodwill. Based on complex financial projections and requires considerable discretion in estimating cash flows and future payments, the auditor has considered the suitability, reasonableness of the hypothesis including checking evidence to support the best estimates of the management, including examining sufficiency and disclosing such information in the financial statements.

Therefore, it was respectively presented to the 2018 Annual General Meeting of Shareholders to approve the financial statements for the year 2018 ended 31 December 2018 which the details are on the annex 9: The 2018 Annual Report, "Financial Statements" created in QR Code format in the invitation (able to obtain The 2018 Annual Report in Thai from the Company's staff) which summarized as follows;

Once compared the revenue structure in 2018 to 2017, it can be clearly seen that the proportion of revenue of each product is similar which the Fire Extinguishing Products and Installation Project are still on the top ranking main income accounted for 42.00 percent, Digital Printing Products with revenue of 26.91 percent, Refrigeration Products with revenue of 23.63 percent, Air-conditioning and Sanitary Products with revenue of 6.59 percent and Other Income accounted for 0.87 percent, respectively. From the sales and service income graph shows that before the business acquisition in 2016, the Company has relied on revenue from fire extinguishing products and project work up to around 85 percent of total revenue and after the business acquisition in 2017 resulting in revenue from fire extinguishing products and project work, decreased by approximately 43 percent of total revenue which is considered an overview of the company's risk management that the company is able to reduce the risk of business operations from relying on any single business unit has dramatically decreased.

In 2018, the company had gross profit of 413 million baht, compared to 388.4 million baht in 2017 which was growing by about 6.33 percent along with the proportion of gross margin according to the product line disclosed in 2018 financial statements in the topic "Segment information" was completed. The overall gross profit margin in 2018 was 30.73 percent, compared to 30.20 percent in 2017 and the growth rate for 2016 was 24.52 percent due to the pre-acquisition rate and different income ratios.

The company had sale expenses in 2018, representing 8.77 percent of total revenue and the administrative expenses accounted for 10.20 percent of total revenue, with the total ratio of selling and administrative expenses (SG&A) accounted for 18.97 percent of total revenue in 2018, which slightly increased compared to 2017 with the rate at 18.61% of total revenue due to the proportion of revenue of the company also had been growing.

For earnings before Interest, tax, depreciation and amortization (EBITDA) or profitability in the form of cash, In 2018, the company was able to make a profit in the form of cash, equal to 198.8 million baht with an increase of 3.49 percent compared 2017 and In 2016, the data shown as the profit making in the form of cash before the acquisition, the Company had a comprehensive income of 134.4 million baht in 2018; compared to 2017, the growth has increased 3.70 percent and along with net profit margin accounted for 9.97 percent when compared to total revenue.

For return on assets (ROA), because the company runs business in form of services therefore it must be using Earnings Before Interest, Tax (EBIT) in the calculation according to the rules of the Stock Exchange of Thailand to be used as a benchmark for comparing the same business category. In 2018, the company had a return on assets (ROA) equal to 11.15 percent, nearby once compared to 2017, equal to 11.36 percent. For 2016 may compare the data with limitations as the company has the business acquisition and asset transfer from Chillmatch Co., Ltd. and subsidiaries in late 2016 resulting in the recognition of the assets and liabilities of the business acquisition and resulting into the recognition of the assets and liabilities and holders' equity growing at a rapid pace. However, the calculation of the base ROA used in the calculation will compare the average between the beginning assets and assets at the end of the period therefore the proportion of the calculation of ROA in 2016 may be limited in comparison of the information, but the calculation of the base ROA since 2017 will be the standards for comparing the ability to continue the business of the company.

The pattern of rate of return on equity (ROE) is similar to the return on assets (ROA) but is calculated to be based on total comprehensive income. In 2018, the company had rate of return on equity at 10.83 percent nearby when compared to 2017, equal to 11.02% and for 2016, there is a comparison of information with limitations as the company had business acquisition and having shares issued in return by issuing a Swop Ratio at 0.67 or 67 percent resulting in the shareholders' equity as of 31 December 2016 has grows up. Hence, the calculation of ROE uses the average of shareholders at the beginning of the year and shareholders at the end of the year making the comparison of data to be limited. However, the ROE in 2017 will be used as a benchmark for comparing profitability when comparing the proportion of shareholders.

In terms of assets, liabilities and equity will grows up due to the grown of financial status and performance in each year along with the debt ratio of the company is not at high, causing the proportion of assets to increase as a result of business performance. In year 2017 to 2018, the company has an increase asset at 5.62% and 6.27% respectively. And the debt to equity ratio (D/E Ratio) is quite low. When compared to other businesses as accounted for approximately 0.22 times, which is considered as the strength of the company without any expense in form of interest paid and able to maintain a good liquidity.

The statement of cash flow comparison of year 2018 and year 2017 divided into three activities as follows:

Annex 1 | Consideration of Agenda 1

1. The cash flow from operating activities in 2018 with a net value of 163.44 million baht, increased from 2017 with a net value of 107.14 million baht, representing 52.55 percent and higher than the net profit reported above which consists of profit before interest and tax plus non-cash expenses such as depreciation and various amortization and revision of working capital changes such as trade accounts receivable, inventories, and including interest and tax deduction items.
2. The cash flow from investing activities in 2018, the company purchased land and prefabricated warehouses worth 117.00 million baht for the purpose of rental and in the future, there will be a plan for use as a company's warehouse center. In order to save operating costs including the consolidation of warehouses to increase transportation efficiency resulting in the overall cash flow from investing activities in 2018 to have a net value of 94.26 million baht, increasing from 2017 with a net value of 48.44 million baht or 94.59 percent.
3. The cash flow from financing activities as informed that the company has no dependency on bank loans or financial institutions causing no obligation to pay debts or significant interest. And can have a higher cash flow to pay dividends to shareholders in 2018 at net value of 81.83 million baht, compared to 2017 at net value of 52.61 million baht or 55.54 percent.

In this regard, the net cash flow in 2018 decreased balance to 12.65 million baht once compared to 2017, the increased balance was 6.09 million baht.

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 requested the meeting to cast votes.

**Resolution** The meeting resolved by majority votes to approve the Company's financial statements for the year 2018 ended December 31, 2018, with the voting of the shareholders who attend and vote result as below:

Voting	Number of votes (votes)	As %
Approved	428,729,494	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total (152 shareholders)	428,729,494	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 4** To consider approve the appropriation of profit and payment of dividend for operating results of 2018

The Secretary to the meeting requested Mr. Wisit Wachiralappaitoon, Finance Director, to present the details of this agenda to the meeting.

Mr. Wisit Wachiralappaitoon, reported that, 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.

Operating results from January 1 to December 31, 2018, the Company have comprehensive income for the year according to the financial statements of 2018 total of Baht 134,358,752 (One hundred and thirty-four million, three hundred and fifty-eight thousand, seven hundred and fifty-two baht), equivalent to Baht 0.23 per share and 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). This has made up the Company total statutory reserve as of December 31, 2018 total amount of Baht 27,068,831 (Twenty-seven million, sixty-eight thousand, eight hundred and thirty-one baht).

The Board of Directors found it appropriate to propose to the Annual General Meeting of Shareholders to approve the dividend payment of the year 2018 in cash at Baht 0.16 per share of 584,500,000 share totaling approximately Baht 93,520,000 (ninety-three million five hundred and twenty thousand baht), dividend payout ratio 69.57%.

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 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 Annual General Meeting of Shareholders

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

The 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 approved the appropriated 5% of its annual net profit to the statutory reserve, amounting to Baht 6,717,937 and payment of dividend for operating results of 2018 on Friday, May 17, 2019 in cash at a rate of Baht 0.16 per share, with the voting of the shareholders who attend and vote result as below:

Voting	Number of votes (votes)	As %
Approved	428,729,494	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total (152 shareholders)	428,729,494	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 5** To consider approve election of directors to replace those due to retire by rotation

The Secretary to the meeting informed the meeting that, Brief history of the persons nominated for election as directors of the Company Details appear in attachment 2 (1) - (4) in the invitation meeting to the shareholders' meeting and the Secretary to the meeting requested Miss Voranuch Supaibuipipat, Chairperson of the Nomination and Remuneration Committee, to present the details of this agenda to the meeting.



Annex 1 | Consideration of Agenda 1

Before starting the agenda, Chairperson of the Nomination and Remuneration Committee, informed the Meeting that to conform to the good corporate governance, the four directors due to retire by rotation will leave the meeting room. The directors were to return to the meeting room after the agenda was presented.

Miss Voranuch Supaibulpipat, reported that, 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 below:

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

The Company had announced on its website providing an opportunity for shareholders to nominate candidate(s) with qualifications required and exactly as required by law from October 1 to December 31, 2018. There was no director candidate nominated.

The Nomination and Remuneration Committee 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, And propose the name of the person who has passed the consideration to the Board of Directors meeting, the Board of Directors meeting which the Board of Directors excluding interested directors in this agenda has considered and found it appropriate to propose to the Annual General Meeting of Shareholders to consider the appointment whose were by rotation to be re-elected as director for another term as follows:

- |    |                          |                |                      |
|----|--------------------------|----------------|----------------------|
| 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 could give opinion independently in comply with relevant law and has the qualifications of an independent director according to the definition of the independent director prescribed by the Company as provided, as attached in Annex 4 (page 40) in Invitation to The Annual General Meeting of Shareholders.

Then, Miss Voranuch Supaibulpipat, assigned the secretary to the meeting to proceed with the meeting.

The Secretary to the meeting informed the meeting that, 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 To consider approve election of Dr.Thakol Nunthirapakorn to rotation to be re-elected 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 Dr.Thakol Nunthirapakorn to rotation to be re-elected as Independent Director for another term, with the voting of the shareholders who attend and vote result as below:

## Annex 1 | Consideration of Agenda 1

Voting	Number of votes (votes)	As %
Approved	430,247,094	99.99998
Disapproved	100	0.00002
Abstained	0	0.00000
Total (153 shareholders)	430,247,194	100.00000

- 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 was 1 additional shareholder, holding 1,517,700 shares, registering to attend the meeting.

**5.2 To consider approve election of Dr.Sothitorn Mallikamas to rotation to be re-elected 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 Dr.Sothitorn Mallikamas to rotation to be re-elected 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	430,337,194	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total (154 shareholders)	430,337,194	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 was 1 additional shareholder, holding 90,000 shares, registering to attend the meeting.

**5.3 To consider approve election of Dr.Supot Tiarawut to rotation to be re-elected 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 Dr.Supot Tiarawut to rotation to be re-elected 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	430,337,194	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total (154 shareholders)	430,337,194	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.

**5.4 To consider approve election of Mr.Thammanoon Tripetchr to rotation to be re-elected as 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.



Annex 1 | Consideration of Agenda 1

**Resolution** The meeting resolved by majority votes to approve the election of Mr.Thammanoon Tripetchr to rotation to be re-elected as Director for another term, with the voting of the shareholders who attend and vote result as below:

Voting	Number of votes (votes)	As %
Approved	409,113,566	95.0681
Disapproved	0	0.0000
Abstained	21,223,628	4.9319
Total (154 shareholders)	430,337,194	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.

Then, The Secretary to the meeting, requested the staff to invite 4 directors back to the meeting room again and report with the result of the resolution that the shareholders trust in voting to select 4 directors to rotation to be re-elected for another term, and continue the meeting.

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

The Secretary to the meeting requested Miss Voranuch Supaibulpipat, Chairperson of the Nomination and Remuneration Committee, to present the details of this agenda to the meeting.

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, 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 benefit other in according of the Company's Articles of Association or to the resolution of the Shareholders Meeting, may specifically determine the amount or merely set as a rule and later determine from time to time or will be effective forever until there is a change, and to receive allowances or benefits according to the Company regulations.

The Board of Directors carefully considered the 2019 remuneration of the Board of Directors and the Board Committees, by taking into account various relating factors, according to the proposal of the Nomination and Remuneration Committee: such as 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, and found it appropriate to propose the Meeting to consider the remuneration of the Board of Directors and the Board Committees for the year 2019, With effect from the date May 1, 2019 In the same rate as the year 2018 with the following details:

1. Monthly remuneration : Directors / Audit Committee / Risk Management Committee / Nomination and Remuneration Committee
  - Chairman of the Board Baht 30,000 /month
  - Chairman of the Board Committees Baht 25,000 /month
  - Directors / Independent Director Baht 20,000 /month
  - Directors (working 3 days a week) Baht 120,000 /month
2. Meeting allowance : Directors / Audit Committee / Risk Management Committee / Nomination and Remuneration Committee
  - Chairman Baht 15,000 /meeting
  - Director Baht 10,000 /meeting

- |                                       |      |
|---------------------------------------|------|
| 3. Bonuses for directors of the Board | None |
| 4. Other Remuneration                 | None |

The actual remuneration paid in 2018 totaled Baht 3,970,000 (three million nine hundred seventy thousand baht).

Principles of compensation for the Board of Directors and Board Committees are as follows:

1. The Nomination and Remuneration Committee is the person who determines and establishes the principles or policies "Remuneration for Directors" and propose to the Board of Directors for approval to propose to the Annual General Meeting of Shareholders which must comply with the Company's Articles of Association, Chapter 4, regarding the Board of Directors, including various factors related as follows:
  - Duties and responsibilities of each director
  - To be appropriate when compared to other public companies that has the similar operating results and business operations.
  - To be fair and transparent to create incentives to maintain qualified directors as needed
  - To be appropriate for the ability to get paid the compensation from the company
2. The Nomination and Remuneration Committee is summaries the annual remuneration and compensation which must not exceed the amount approved by the shareholders' meeting from the previous year and propose to the Board of Directors for approval to report to the shareholders' meeting to acknowledge the amount of money actually paid by considering the following factors:
  - Company performance previous year
  - Determine the appropriate time to pay
  - Details and conditions of payment such as annual remuneration for all directors who remain in office in the event that any director has recently held the position and has not yet completed a service year, annual remuneration will be paid in proportion referring to time appointment since joined.
3. Director entitled to receipt of Directors' remuneration must not be employees of the Company
4. Director who also serves in other of the Board Committees shall receive the monthly remuneration according to the position with the highest compensation only the position.

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 (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, to approve remuneration for Board of Director and Board Committees for 2019, with the voting result as below:

Voting	Number of votes (votes)	As %
Approved	227,861,602	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total (154 shareholders)	227,861,602	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 approve appointment of the Company's auditor and determination of the audit fee for 2019

The Secretary to the meeting requested Mr. Wisit Wachiralappaitoon, Finance Director, to present the details of this agenda to the meeting.

Mr. Wisit Wachiralappaitoon, reported that, 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 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 from Dharmniti Auditing Co., Ltd., as the Company's auditors, considering them performing duty appropriately and having no relationship or no interest with the Company or its major shareholders, as well as having independence in performing duty.

The Board of Directors with recommendation from the Audit Committee, 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, 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.

The list of auditors consists of:

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

of Dharmniti Auditing Co., Ltd. as the Company's auditor for the year of 2019, with any one or another auditor appointed by Dharmniti Auditing Co., Ltd. signed in the 2019 annual financial audit report and quarterly review report From the 1st to 3rd quarter of the year, by setting the auditors' remuneration for 2019 for a total of Baht 1,326,000 (one million, three hundred and twenty six thousand baht). The said audit fee rate is increased from 2018 which is paid in the total amount of Baht 1,260,000 or increased by 5.2% for miscellaneous expenses during work period such as allowance, overtime, traveling, telephone and other documents. Will be charged per actual of expenses

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 Dharmniti Auditing Co., Ltd. as the Company's auditor and determination of the audit fee for 2019 totaling 1,326,000 bath, with the voting of the shareholders who attend and vote result as below:

Voting	Number of votes (votes)	As %
Approved	430,337,194	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total (154 shareholders)	430,337,194	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 8** To consider approve of the amendments / additions of the Company's Articles of Association

The Secretary to the meeting informed the meeting that 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.

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 by repealing the existing wordings and replacing with the new wordings as per the below details:-

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.

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

*A shareholder or shareholders holding shares amounting to not less than ten (10) percent of the total number of shares 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. 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).*

*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 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.*

*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.*

Annex 1 | Consideration of Agenda 1

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 above.

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 three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the rights to vote, to approve of the amendments / additions of the Company's Articles of Association, Article 32, with the voting result as below:

Voting	Number of votes (votes)	As %
Approved	430,337,194	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total (154 shareholders)	430,337,194	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 9** To consider approve of the amendments and additions to the Company's objectives

The Secretary to the meeting informed the meeting that 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.

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, to be in line with the operations of the company by repealing the existing wordings and replacing with the new wordings as per the below details:-

The newly revised objectives are as follows:

- Clause 38 To trade, sale, installment, rent, hire-purchase, service, repair and warranty medical equipment, hospital supplies, all kinds of scientific equipment, aviation machinery, and all kinds of spare parts of mechanical equipment and chemical products.
- Clause 44 To Import for domestic distribution, and export for distribution, sale, installment, rent, hire-purchase, service, repair, gas filling and warranty goods including valve equipment, fire fighting tools and equipment and chemical materials, pipe joint equipment, automatic fire-alert equipment.
- Clause 49 To trade, installment, rent, hire-purchase, import for domestic sales and export the following products, i.e. equipment and tools for container and package printing, digital printing equipment, e.g. ink, printing equipment, as well as accessories and spare parts of the aforesaid products.
- Clause 50 To trade, rent, hire-purchase, contract for installing, building, service, fixing repairing and warranty package printing machines, digital printing equipment including accessories and spare parts of the aforesaid products, as well as other related products used for package printing machines.



Clause 52 To trade, *installment, rent, hire-purchase, installation, assemble, service, repair and warranty* 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.

Clause 54 To trade *installment, rent, hire-purchase, installation, assemble, service, repair and warranty* photography *and* digital file recording machines and equipment.

And new additional objectives are as follows:

Clause 56 *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.*

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, as above.

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 three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the rights to vote, to approve of the amendments and additions to the Company's objectives, Clause 38, 44, 49, 50, 52, 54 and 56, with the voting result as below:

Voting	Number of votes (votes)	As %
Approved	430,337,194	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total (154 shareholders)	430,337,194	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 10** To consider approve of 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

The Secretary to the meeting informed the meeting that 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.

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 :-

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

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, as above.

Annex 1 | Consideration of Agenda 1

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 three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the rights to vote, to 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, with the voting result as below::

Voting	Number of votes (votes)	As %
Approved	430,337,194	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total (154 shareholders)	430,337,194	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 11 Other matters (if any)

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

- Mr. Thanasak Treenuson, a shareholder attending in person, raised one question below:

**No 1.** According to company's information since traded in the Stock Exchange of Thailand in 2014 under the name of Fire Victor (Public) Company Limited, the offering price of the new shares (IPO) was THB 3 per share. Conversely, the company is growing well in 2019 but the stock price fell back, in spite of the fact that the stock price should reflect the company's growth, because any new shareholders have insufficient knowledge of stocks. Therefore, he asked when the business have grown up why the stock price decreased and why the first four major shareholders did not buy more stocks to make it higher up to THB 3 per share, equally to the first day trade and if the business grows, well why is the stock price per share is lower than the IPO price? Has the company is growing well apteral?

**Answer** Mr. Wirat Sukchai, Chief Executive Officer, Informed that the IPO price set by the company at THB 3 per share, when first day trade, have ran up to THB 6 per share. But the company is unable to control the stock price, because the price of the stock market consists of many factors and depends on the economic conditions. However, considering the current price-earnings ratio (P/E Ratio) of the company is about 10 times which is considered at a relatively low level and can be invested. In compared to some companies that have a P/E Ratio as high, moreover, the company still pays dividends regularly every year which the trading is at a normal level. If comparing the historical data, it can be seen that there were more stock purchases than stock sales and the current shares of the company Have relatively low liquidity and the shareholding ratio of major shareholders, including executive, is almost 70 percent, if the major shareholders buy more shares, the liquidity of the shares will be reduced further, which the company itself is concerned about as well. However, the company tries to provide news and media via Opportunity Day that held by the Stock Exchange of Thailand every quarter to let the shareholders and investors aware of the business plan and direction of the company.



- Miss Jurairat Ariyasrijit, a proxy from Thai Investors Association, raised one question below:

No 1. According to the results of the company's operations plans to expand the business to Vietnam, therefore how much budget will be used for business expansion and will there be a need to increase the capital?

Answer Mr. Thammanoon Tripetchr Managing Director : Digital Printing, Informed that the company runs the business about services therefore the expansion of the market does not require high value investment and no need to increase the capital while the company has been gained the trusts from the manufacturer that appointed to Harn Engineering Solutions Public Company Limited as a distributor for products in Thailand covering to Vietnam. Moreover, our customers in Thailand, their plants have been expanded to Vietnam as well, so the company has a customer base in Vietnam this is the reason why did we decide to expand to invest. In addition, the company sees the opportunity to grow in Vietnam as it is a large market with a high population numbers along with the high economic growth and potential.

- Mr. Kittipong Warongchayakul, a shareholder attending in person, raised one question below:

No 1. In 2018, the company's there was a growth rate of 5 percent according to the company's growth target while it has been set a growth target at about 15 percent for 2019, therefore which business unit is growing? And The Company sees that the price to profit ratio (P/E ratio) of the company should be at what level to be appropriate?

Answer Mr. Wirat Sukchai, Chief Executive Officer, Informed that the growth target for 2019 is worth 1,540 million baht from all four business units which the major growth proportion will be from the fire extinguishing business units and digital printing business units, for the other two business units, aiming at the suitability of the business. And for the appropriate price/earnings ratio (P/E Ratio), it is not able to provide a clear answer because the P/E ratio will fluctuate according to market and economic conditions. Thereby, in the category of service business, the company has P/E Ratio and the price that are lower than the market average with the consistency in terrific dividend payment every year when compared to the market average in which the investors must exercise discretion in determining whether the price is appropriate and worth the investment or not.

Then, No questions and comments were raised by any shareholder or proxy. The Secretary to the meeting requested the Chairman of the meeting declared the meeting close.

The Chairman of the meeting, Thanked the shareholders for attended the meeting and inquired about the company's operations in the year 2018 and 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, Partners, Business Partners and all Stakeholders as well as the Board of Directors, Executives and Employees who continuously support the Company. Please be assure that the Board of Directors, Executives and Employees will put fully to develop the organization for sustainable growth under the principles of good corporate governance for the maximum benefit of all stakeholders.

The meeting adjourned at 15.50 hrs.

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

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

### Profile of the Nominated Candidate for the Election of New Directors

- **Name** : Miss Voranuch Supaibulpipat  
(Nominated to be re-elected as director for another term)
- **Present Position** : Independent Director (Non-Executive),  
Member of the Audit Committee and  
Chairperson of the Nomination and Remuneration Committee
- **Directors Nominee** : Independent Director
- **Age (as of December 31, 2019)** : 56 years
- **Nationality** : Thai
- **Expertise** : Risk Management / Finance - Accounting / Internal Control
- **Education**
  - MBA, Middle Tennessee State University, USA.
  - BA (Economics), Chulalongkorn University
- **Director Training Program**
  - Training program of Thai Institute of Directors Association (IOD):
    1. Board Nomination & Compensation Program (BNCP) Class 8/2019
    2. Director Certification Program (DCP) Class 281/2019
    3. Director Accreditation Program (DAP), Class SET/2012
- **Work Experience**
  - 2018 - Present Independent Director, Member of the Audit Committee and Chairperson of the Nomination and Remuneration Committee, Harn Engineering Solutions Plc.
  - 2012 - 2017 Independent Director and Member of the Audit Committee, Harn Engineering Solutions Plc.
  - 1987 - 2017 First Senior Vice President, Tisco Financial Group Plc.
- **HARN Shareholdings (as of December 31, 2019)** : - None -  
(Includes shares of spouse and minor children.)
- **Appointment Date** : September 5, 2012 (The company has not been listed on the stock exchange)  
(The company was listed on the Stock Exchange of Thailand in 2014, resulting in continuous holding the position.)
- **Years of Directorship** : 6 years (May 22, 2014 - Present)  
If approved the re-appointment for a total of 7 times this year and will hold office for the next two years, a total of 9 years.
- **Meeting Attendance during Directorship of Year 2019**
  - The 2019 Annual General Meeting of Shareholders Of the total 1 meeting, attending 1 meeting
  - Board of Directors Of the total 6 meetings, attending 6 meetings
  - Audit Committee Of the total 4 meetings, attending 4 meetings
  - Nomination and Remuneration Committee Of the total 4 meetings, attending 4 meetings



- Positions in Other Listed/Non-listed Companies

Listed companies on the SET	-None-
Other organizations/agencies/businesses (non-listed)	-None-
Positions held in a competing business/ related business that may cause conflict of interest:	-None-

- Director nomination criteria:

- The Board of Directors, careful consideration and screening according to the proposal of the Nomination and Remuneration Committee's recommendation and agreed that Miss Voranuch Supaibulpipat has a qualification has is suitable to the Company's business and is a qualified Independent Director in accordance with related laws. an able to provide opinions independently and have all qualifications as specified by relevant rules.

- 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.)*

- Having prohibited characteristics according to notification of Capital Market Supervisory Board - Yes -

- Conflict of Interest in the company - None -

- 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 in Replacement of those who complete their terms by rotation in 2020  
- Agenda no.6 To consider approve the 2020 remuneration for Board of Director and Board-Committees

- 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

- **Name** : Mrs. Sirima Iamsakulrat  
(Nominated to be re-elected as director for another term)
- **Present Position** : Directors (Non-Executive),  
Member of the Nomination and Remuneration Committee  
and Authorized Director
- **Directors Nominee** : Director
- **Age (as of December 31, 2019)** : 57 years
- **Nationality** : Thai
- **Expertise** : Import business / Operations / Finance - Accounting / Internal control
- **Education**
  - MBA, Stanford University, U.S.A.
  - BA (Economics), Chulalongkorn University
- **Director Training Program**
  - Training program of Thai Institute of Directors Association (IOD):
    1. Board Nomination & Compensation Program (BNCP) Class 5/2018
    2. Successful Formulation & Execution of Strategy (SFE) Class 24/2015
    3. Director Certification Program (DCP) Class 211/2015
    4. Director Accreditation Program (DAP) Class SET/2012
- **Work Experience**
  - 2018 - Present Director and Member of the Nomination and Remuneration Committee,  
Harn Engineering Solutions Plc.
  - 1989 - Present Member of the Executive Committee, Harn Engineering Co., Ltd.
  - 2016 - 2018 Director and Chairperson of the Executive Committee, Harn Engineering Solutions Plc.
  - 2012 - 2016 Director and Member of the Executive Committee, Harn Engineering Solutions Plc.
  - 2002 - 2016 Member of the Executive Committee, QIIS Co., Ltd.
  - 1989 - 2016 Member of the Executive Committee, Chillmatch Co., Ltd.
  - 2001 - 2012 Member of the Executive Committee, Fire Victor Co., Ltd.
- **HARN Shareholdings (as of December 31, 2019)** : 84,234,151 shares (14.41%)  
(Includes shares of spouse and minor children.)
- **Appointment Date** : September 5, 2012 (The company has not been listed on the stock exchange)  
(The company was listed on the Stock Exchange of Thailand in 2014, resulting in  
continuous holding the position.)
- **Years of Directorship** : 6 years (May 22, 2014 - Present)
- **Meeting Attendance during Directorship of Year 2019**
  - The 2019 Annual General Meeting of Shareholders : Of the total 1 meeting, attending 1 meeting
  - Board of Directors : Of the total 6 meetings, attending 4 meetings
  - Nomination and Remuneration Committee : Of the total 4 meetings, attending 4 meetings



- Positions in Other Listed/Non-listed Companies

Listed companies on the SET	-None-	
Other organizations/agencies/businesses (non-listed)	1 companies:	Member of the Executive Committee, Harn Engineering Co., Ltd. / Business of property rental
Positions held in a competing business/ related business that may cause conflict of interest:	-None-	

- Director nomination criteria:

- The Board of Directors, careful consideration and screening according to the proposal of the Nomination and Remuneration Committee's recommendation and agreed that Mrs. Sirima Iamsakulrat has a qualification has is suitable to the Company's business and is a qualified director in accordance with related laws.

- Having prohibited characteristics according to notification of Capital Market Supervisory Board - Yes -
- Conflict of Interest in the company - None -
- Record of illegal acts in the previous 10 years - None -
- Family relationship with other directors - Old Sister, Dr. Jain Charnnarong Director
- Having beneficial interest in the agenda item at this meeting
  - Agenda no.5 To consider approve election of directors in Replacement of those who complete their terms by rotation in 2020
  - Agenda no.6 To consider approve the 2020 remuneration for Board of Director and Board-Committees

### Profile of the Nominated Candidate for the Election of New Directors

- **Name** : Mr. Jain Charnnarong  
(Nominated to be re-elected as director for another term)
- **Present Position** : Directors (Non-Executive),  
Executive Committee and Authorized Director
- **Directors Nominee** : Director
- **Age (as of December 31, 2019)** : 53 years
- **Nationality** : Thai
- **Expertise** : Engineering / Strategy / Organization and Innovation Development /  
Information Technology
- **Education**
  - Doctoral Philosophy of Mechanical Engineering Minor in Management, Massachusetts Institute of Technology, Cambridge
  - Master of Science in Mechanical Engineering, Massachusetts Institute of Technology, Cambridge
  - Bachelor of Engineering (First Class of Honor), Chulalongkorn University
- **Director Training Program**
  - Training program of Thai Institute of Directors Association (IOD):
    1. How to Develop a Risk Management Plan (HRP) Class 8/2015
    2. Successful Formulation & Execution of Strategy (SFE) Class 23/2015
    3. Family Business Sustainability (FBS) Class 1/2014
    4. Director Certification Program (DCP) Class 173/2013
- **Work Experience**
  - 2017 - Present Directors, Harn Engineering Solutions Plc.
  - 2007 - Present Director, Harn Engineering Co., Ltd.
  - 2001 - 2014 Founder & CEO, Siam General Aviation Company Limited (SGA)
  - 1999 - 2001 Director & General Manager, Siam Land Flying Company Limited (SGA)
  - 1998 - 2000 Business Analyst, Siam Commercial Bank Public Company Limited
  - 1997 - 1998 Assist to General Manager, Thai Air Cargo Co., Ltd.
- **HARN Shareholdings (as of December 31, 2019)** : 72,319,130 shares (12.37%)  
(Includes shares of spouse and minor children.)
- **Appointment Date** : April 28, 2017
- **Years of Directorship** : 3 years (April 28, 2017 - Present)
- **Meeting Attendance during Directorship of Year 2019**
  - The 2019 Annual General Meeting of Shareholders Of the total 1 meeting, attending 1 meeting
  - Board of Directors Of the total 6 meetings, attending 5 meetings
  - Executive Committee Of the total 12 meetings, attending 11 meetings



- Positions in Other Listed/Non-listed Companies

Listed companies on the SET	-None-	
Other organizations/agencies/businesses (non-listed)	1 companies:	Director, Harn Engineering Co., Ltd. / Business of property rental
Positions held in a competing business/ related business that may cause conflict of interest:	-None-	

- Director nomination criteria:

- The Board of Directors, careful consideration and screening according to the proposal of the Nomination and Remuneration Committee's recommendation and agreed that Mr. Jain Charnnarong has a qualification has is suitable to the Company's business and is a qualified director in accordance with related laws.

- Having prohibited characteristics according to notification of Capital Market Supervisory Board - Yes -
- Conflict of Interest in the company - None -
- Record of illegal acts in the previous 10 years - None -
- Family relationship with other directors - Little Brother, Mrs. Sirima Iamsakulrat Director
- Having beneficial interest in the agenda item at this meeting
  - Agenda no.5 To consider approve election of directors in Replacement of those who complete their terms by rotation in 2020
  - Agenda no.6 To consider approve the 2020 remuneration for Board of Director and Board-Committees



### Profile of the Nominated Candidate for the Election of New Directors

- **Name** : **Mr. Parkphum Wongpaitoon**  
(Nominated to be re-elected as director for another term)
- **Present Position** : Director (Non-Executive)
- **Directors Nominee** : **Director**
- **Age (as of December 31, 2019)** : 79 years
- **Nationality** : Thai
- **Expertise** : Engineering / Strategy / Accounting / General Management
- **Education**
  - MSc. (Electrical Engineering), Illinois Institute of Technology, U.S.A.
  - BSc. (Electrical Engineering), University of Illinois, U.S.A.
- **Director Training Program**
  - Training program of Thai Institute of Directors Association (IOD):
    1. Anti-Corruption for Executive Program (ACEP) Class 14/2015
    2. Role of the Chairman Program (ROP) Class 36/2015
    3. Director Accreditation Program (DAP) Class 42/2005
- **Work Experience**
  - 2015 - Present      Director, Harn Engineering Solutions Plc.
  - 1999 - 2017      Director, Harn Engineering Co., Ltd.
  - 2002 - 2016      Director, QIIS Co., Ltd.
  - 1999 - 2016      Director, Chillmatch Co., Ltd.
  - 2012 - 2015      Chairman of the Board, Harn Engineering Solutions Plc.
  - 2001 - 2012      Member of the Executive Committee, Fire Victor Co., Ltd
  - 1998 - 2001      Managing Director, Harn Engineering Group
  - 1992 - 1997      Managing Director, Thailand Carpet Manufacturing Plc.
- **HARN Shareholdings (as of December 31, 2019)** : 4,251,825 shares (0.73%)  
(Includes shares of spouse and minor children.)
- **Appointment Date** : September 5, 2012 (The company has not been listed on the stock exchange)  
(The company was listed on the Stock Exchange of Thailand in 2014, resulting in continuous holding the position.)
- **Years of Directorship** : 6 years (May 22, 2014 - Present)
- **Meeting Attendance during Directorship of Year 2019**
  - The 2019 Annual General Meeting of Shareholders      Of the total 1 meeting, attending 1 meeting
  - Board of Directors      Of the total 6 meetings, attending 6 meetings



- Positions in Other Listed/Non-listed Companies

Listed companies on the SET	-None-
Other organizations/agencies/businesses (non-listed)	-None-
Positions held in a competing business/ related business that may cause conflict of interest:	-None-

- Director nomination criteria:

- The Board of Directors, careful consideration and screening according to the proposal of the Nomination and Remuneration Committee's recommendation and agreed that Mr. Parkphum Wongpaitoon has a qualification has is suitable to the Company's business and is a qualified director in accordance with related laws.

- Having prohibited characteristics according to notification of Capital Market Supervisory Board - Yes -

- Conflict of Interest in the company - None -

- Record of illegal acts in the previous 10 years - None -

- Family relationship with other director - None -

- Having beneficial interest in the agenda item at this meeting - Agenda no.5 To consider approve election of directors in Replacement of those who complete their terms by rotation in 2020  
- Agenda no.6 To consider approve the 2020 remuneration for Board of Director and Board-Committees

**Profiles of Independent Director for Proxy Appointment  
The 2020 Annual General Meeting of Shareholders  
Harn Engineering Solutions Public Company Limited**

- **Name** Dr. Thakol Nunthirapakorn
- **Present Position** Independent Director (non-executive) /  
Chairman of the Board of Directors and  
Chairman of the Audit Committee
- **Age** 74 years
- **Nationality** Thai
- **Appointment Date** September 5, 2012 (The company has not been listed on the stock exchange)  
(The company was listed on the Stock Exchange of Thailand in 2014, resulting in continuous holding the position.)
- **Address** 27 Soi Phatthanakan 69 Yaek 9-2, Prawate, Bangkok 10250
- **HARN Shareholdings (as of 31 December 2019)** - None -
- **Years of Directorship** 6 years (May 22, 2014 - Present)
- **Conflict of interest in this meeting's agenda**
  - Agenda no.6 To consider approve the 2020 remuneration for Board of Director and Board-Committees
- **Agenda without interest in this meeting**
  - Agenda no.1 To consider adopt minutes of the 2019 Annual General Meeting of Shareholders
  - Agenda no.2 To Acknowledge the Company's operating results for the year 2019
  - Agenda no.3 To consider approve the Separate Financial Statements and Consolidated Financial Statement for the year ended December 31, 2019
  - Agenda no.4 To consider approve the Appropriation of Profit and Dividend Payment for the 2019 Operating's Results
  - Agenda no.5 To consider approve election of directors in Replacement of those who complete their terms by rotation in 2020
  - Agenda no.7 To consider approve the 2020 Annual Appointment of Auditors and Determination of their Remuneration
  - Agenda no.8 To consider approve appointment of the amendments / additions of the Company's Articles of Association
  - Agenda no.9 Other matters (if any)
- **Special interests that are different from other directors** - None -



**Profiles of Independent Director for Proxy Appointment  
The 2020 Annual General Meeting of Shareholders  
Harn Engineering Solutions Public Company Limited**

- **Name** Mr. Sothitorn Mallikamas
- **Present Position** Independent Director (non-executive) /  
Member of the Audit Committee and  
Member of the Nomination and Remuneration Committee
- **Age** 57 years
- **Nationality** Thai
- **Appointment Date** September 5, 2012 (The company has not been listed on the stock exchange)  
(The company was listed on the Stock Exchange of Thailand in 2014, resulting in continuous holding the position.)
- **Address** 100 Sukhumvit 34 Road, Khlong Toei, Bangkok 10110
- **HARN Shareholdings (as of 31 December 2019)** - None -
- **Years of Directorship** 6 years (May 22, 2014 - Present)
- **Conflict of interest in this meeting's agenda**
  - [Agenda no.6](#) To consider approve the 2020 remuneration for Board of Director and Board-Committees
- **Agenda without interest in this meeting**
  - [Agenda no.1](#) To consider adopt minutes of the 2019 Annual General Meeting of Shareholders
  - [Agenda no.2](#) To Acknowledge the Company's operating results for the year 2019
  - [Agenda no.3](#) To consider approve the Separate Financial Statements and Consolidated Financial Statement for the year ended December 31, 2019
  - [Agenda no.4](#) To consider approve the Appropriation of Profit and Dividend Payment for the 2019 Operating's Results
  - [Agenda no.5](#) To consider approve election of directors in Replacement of those who complete their terms by rotation in 2020
  - [Agenda no.7](#) To consider approve the 2020 Annual Appointment of Auditors and Determination of their Remuneration
  - [Agenda no.8](#) To consider approve appointment of the amendments / additions of the Company's Articles of Association
  - [Agenda no.9](#) Other matters (if any)
- **Special interests that are different from other directors** - None -



## 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 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.

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, a shareholder or shareholders holding shares amounting to not less than ten (10) percent of the total number of shares 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. 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).

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 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.

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."

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 35. In the shareholders' meeting the shareholders may appoint other persons as proxies to attend the meeting, and can vote on their behalf the instrument appointing a proxy must be made in writing, signed by the



shareholder grantor. And follow the form prescribed by the registrar under the law on public limited companies by giving to the chairman of the board or the person designated by the chairman at the meeting place before the proxy holder attended the meeting and at least to have the following items.

- a. The number of shares held by the proxy holder;
- b. Proxy name;
- c. The time of the meeting that the proxy is authorized to attend and vote.

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 44. The Board of Directors may pay interim dividends to the shareholders from time to time if they deem that the Company has a reasonable profit in which to do so, and the shareholders shall be informed of such dividend distribution at the next general meeting.

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 14. The Board of Directors of the Company shall consist of not less than 5 members and not less than one-half of the total number of directors shall reside within the Kingdom and the Board of Directors shall have powers to elect one director to be Chairman and may choose one more director to be Vice Chairman and other position, if it deems appropriate. Vice Chairman has duty according to the regulations in the business, as assigned by the chairman.

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 22. The shareholders' meeting may pass a resolution to remove a director from office before the end of term with not less than three-fourths of the total votes of shareholders attending the meeting and eligible to vote and the total number of shares being not less than half of the number of shares held by the shareholders attending the meeting and eligible to vote.

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.

The foregoing paragraph does not affect the rights of the staff and employees of the company. Which was elected as a director in order to receive compensation and benefits as an employee Or the employee of the company

The payment of remuneration under the first and second paragraph must not contradict or contradict with the maintenance of the qualifications of independent directors as required by the law on securities and exchange.

## 6. Accounting, Finance and Auditing

Clause 46. The fiscal year of the Company shall start from 1 January and end on 31 December of every year.

Clause 48. The directors shall prepare the balance sheet and profit and loss statement as at the end of the fiscal year of the Company and shall submit the same to the annual ordinary general meeting for adoption. The directors shall have the same examined by the auditor before submission to the shareholders meeting.

Clause 49. The Board of Directors shall send the following documents to the shareholders together with the notice calling for annual ordinary general meeting:

- (1) Copies of the balance sheet and the profit and loss statement which have already been examined by the auditor together with the report of the auditor;
- (2) Annual report of the Board of Directors, along with documents showing supplementary information for the said report

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 (Notification of Meeting 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 Thursday, April 23, 2020 or at least 1 hour 30 minutes 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 1 hour 30 minutes before the meeting is declared open or from 12.30 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, page 49.
- The 2020 General Meeting of Shareholders, under from the spread of the new Coronavirus (COVID-19), will be a combination of many people, which is a risk factor from the spread, the with our deep concern over the health of the Meeting attendees, shareholders or shareholders who are in a high-risk situation, the Company kindly asks shareholders to remain informed with the following guidelines:
  - Shareholders who are in a high-risk situation, e.g. having recently returned from any high-risk countries in less than 14 days, or suffering any respiratory symptoms, are advised to proxy the Company's Independent Director as per the conditions and procedures stated in Annex 7, page 45-46.
  - The Company shall conduct health screening at the Meeting entrance as follow:
    1. Wash hands with alcohol gel
    2. Check body temperature (Infrared Thermometer)
    3. Receive protective masks
    4. Register at the meeting room

However, In case of any high-risk shareholders being identified, the Company shall kindly ask for their cooperation to avoid entering into the Meeting and proxy the Company's Independent Director to attend the Meeting.

- To speed up and facilitate the registration process, the shareholders and/or proxies are requested to bring the Registration Form (Notification of Meeting having barcode) (Enclosure 1) together with the evidence documents representing the right to attend the meeting (Annex 7) page 45-46.

## 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 (Notification of Meeting 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 (Notification of Meeting having barcode) (Enclosure 1) completely filled in.

#### 1.2 Attendance by proxy

- Registration Form (Notification of Meeting 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 (Notification of Meeting 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.

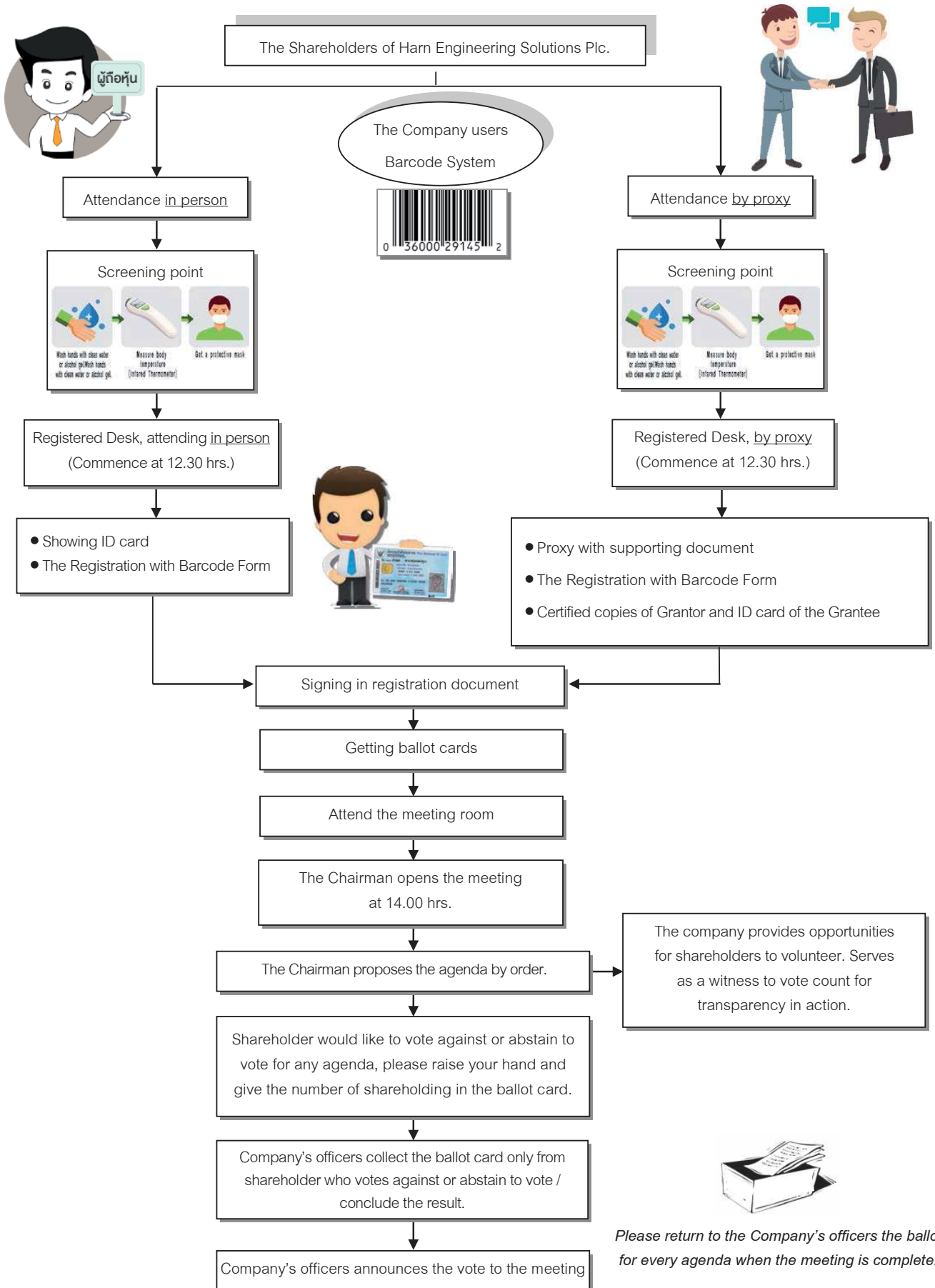
#### 2.2 Attendance by proxy in general:

- Registration Form (Notification of Meeting 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 2020 Annual General Meeting of Shareholders Harn Engineering Solutions Public Company Limited





The 2019 Annual Report  
(Download in QR Code)



QR Code Downloading Procedures for the 2019 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 2019 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.



Annual Report Request Form 2019  
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 2019 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@harn.co.th](mailto:wasukan.b@harn.co.th) for the Company's further proceeding as I/we have requested.

Signed..... Shareholder

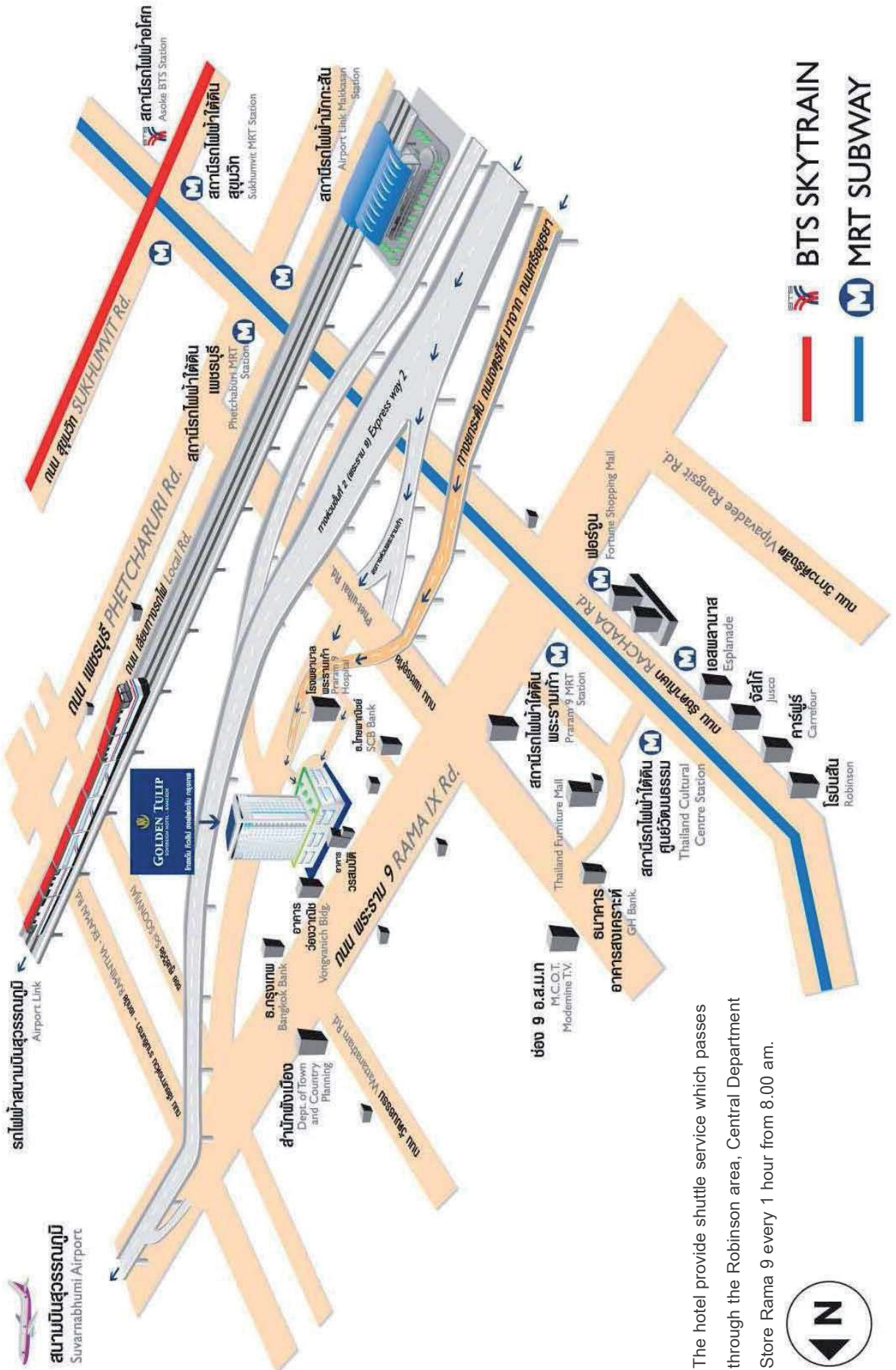
( )

Date.....

*Shareholders having enquiries or suggestions, please contact:*

- Mrs. Varinkan Teraumranon Tel. +66(0)2 203-0868 ext. 415 or
- Miss Wasukan Boonmee Tel. +66(0)2 203-0868 ext. 450

Map of the Meeting Venue The 2020 Annual General Meeting of Shareholders  
 Harn Engineering Solutions Public Company Limited  
 at Parichart Hall, 3 Floor, Golden Tulip Sovereign Hotel

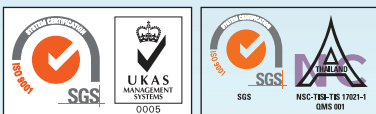


- ✓ The hotel provide shuttle service which passes through the Robinson area, Central Department Store Rama 9 every 1 hour from 8.00 am.

# Quality Living Through Sustainable Engineering



- Fire Protection & Safety
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- Refrigeration
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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, Bangkapi, Huaykwang, Bangkok 10310, Thailand



+66(0) 2203 0868



+66 (0) 2203 0245



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



Harn Engineering Solutions



**แบบแจ้งการประชุม**  
**Notification of Meeting**  
**บริษัท ฮาญ เอ็นจิเนียริ่ง โซลูชั่นส์ จำกัด (มหาชน)**  
**HARN ENGINEERING SOLUTIONS PUBLIC COMPANY LIMITED**

สิ่งที่ส่งมาด้วย 1  
 Enclosure 1

เรื่อง กำหนดการประชุมสามัญผู้ถือหุ้น  
 Subject Schedule of Annual General Meeting of Shareholders  
 เรียน  
 To

วันที่ 19 มีนาคม 2563  
 Date  
 สัญชาติ  
 Nationality

บ้านเลขที่  
 Address

เลขทะเบียนผู้ถือหลักทรัพย์  
 Shareholder's Registration No.

สิ่งที่ส่งมาด้วย เอกสารประกอบการประชุม ฯลฯ  
 Attachment Details of meeting document

โดยผู้ถือหลักทรัพย์จำนวนทั้งสิ้นรวม  
 Holding the total amount of

หุ้น/หน่วย  
 shares/units

ข้อมูลบริษัท / หลักทรัพย์  
 Company / Securities Information

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=200424>

วันที่ประชุม : วันศุกร์ที่ 24 เมษายน 2563 เวลา 14:00 น.  
 Meeting Date : Friday, April 24, 2020 at 14:00 hrs.

สถานที่ประชุม : ห้องปาริชาต ชั้น 3 โรงแรมโกลเด้น ทิวลิป ซอฟเฟอริน กรุงเทพฯ 92 ซ.แสงแจ่ม ถ.พระราม 9 ห้วยขวาง กรุงเทพฯ  
 Meeting Venue : Parichart Hall, 3rd Fl., Golden Tulip Sovereign Hotel, Bangkok, 92 Soi Saengcham, Rama 9 Rd., Huaykwang, Bkk.

ข้าพเจ้า.....เป็น [ ] ผู้ถือหลักทรัพย์ [ ] หรือผู้รับมอบฉันทะ  
 I/We ..... am/are shareholder or proxy of a shareholder

ของ บริษัท ฮาญ เอ็นจิเนียริ่ง โซลูชั่นส์ จำกัด (มหาชน)  
 of HARN ENGINEERING SOLUTIONS PUBLIC COMPANY LIMITED

หมายเลขบัตรประจำตัวประชาชน.....ได้มาเข้าร่วมการประชุมดังกล่าวข้างต้น  
 which the identification (ID) number ..... attend the above mentioned meeting.

ลงชื่อ.....ผู้เข้าประชุม  
 Sign Meeting Attendee  
 ( ..... )

เพื่อความสะดวกในการลงทะเบียน ผู้ถือหลักทรัพย์หรือผู้รับมอบฉันทะที่จะมาประชุม โปรดนำเอกสารฉบับนี้มาแสดงต่อเจ้าหน้าที่ลงทะเบียนในวันประชุม สำหรับผู้ถือหลักทรัพย์ที่มาประชุมด้วยตนเอง กรุณาแสดงบัตรประจำตัวประชาชน หรือใบขับขี่ หรือบัตรข้าราชการ หรือหนังสือเดินทาง (กรณีผู้ถือหุ้นต่างประเทศ) ฉบับจริง พร้อมกันแบบฟอร์มลงทะเบียน

ท่านสามารถค้นหารายละเอียดระเบียบวาระการประชุม พร้อมความเห็นกรรมาธิการในเรื่องดังกล่าว รวมทั้งสิ่งที่จะเสนอต่อที่ประชุมพร้อมรายละเอียดและเอกสารประกอบการประชุมอื่นๆ ผ่าน QR Code หรือ URL <https://www.set.or.th/set/tsd/meetingdocument.do?symbol=HARN&date=200424> หรือ ติดต่อขอรับเอกสารประกอบการประชุมได้ที่บริษัทผู้ออกหลักทรัพย์

เว็บไซต์: [www.harn.co.th](http://www.harn.co.th) / โทร 22030868 ต่อ 450 / email : [wasukan.b@harn.co.th](mailto:wasukan.b@harn.co.th)

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

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.

The details of Meeting document is available online by scanning QR Code on this form or at URL <https://www.set.or.th/set/tsd/meetingdocument.do?symbol=HARN&date=200424>

You can also contact the issuer for the annual report

Website : [www.harn.co.th](http://www.harn.co.th) /Tel. +66 22030868 Ext. 450 / email : [wasukan.b@harn.co.th](mailto:wasukan.b@harn.co.th)

For further information please contact 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 Һารน Һินจิ Һินยริ้ง Һิลูซันส์ Һ่ากัก (มหาชน) (“บริษัท”)  
Being a shareholder of Harn Engineering Solutions Public Company Limited (“Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
Holding the total number of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows  
 หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes

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

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

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

หรือ/Or

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

คนหนึ่งคนใดเพียงคนเดียว

Anyone of these persons

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

2. มอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัทฯ คือ  
Appoint any one of the following members of the Independent Directors of the Company  
 ดร. ถกธ นันธิรามาการ Dr. Thakol Nunthirapakorn หรือ/Or  
 ดร. โสทธิธร มัลลิกะมาส Dr. Sothitorn Mallikamas หรือ/Or  
(รายละเอียดประวัติกรรมการอิสระปรากฏตามเอกสารแนบท้าย 3 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้น ประจำปี 2563)  
(Details of members of the Independent Directors of the Company are specified in Annex 3 of the Notice of the 2020 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 2563 ในวันที่ 24 เมษายน 2563 เวลา 14.00 น. ณ ห้องปรีชาติ 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 2020 Annual General Meeting of Shareholders on April 24, 2020 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 2562**

Agenda no. 1 To consider adopt minutes of the 2019 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 รับทราบผลการดำเนินงานของบริษัท ประจำปี 2562**

Agenda no. 2 To Acknowledge the Company's operating results for the year 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 3 พิจารณานุมัติงบการเงินเฉพาะกิจการและงบการเงินรวม สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2562**

Agenda no. 3 To consider approve the Separated and Consolidated Financial Statements for the year ended December 31, 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 4 พิจารณานุมัติการจ่ายกำไรและการกำหนดจ่ายเงินปันผลสำหรับผลการดำเนินงาน ประจำปี 2562**

Agenda no. 4 To consider approve the Appropriation of Profit and Dividend Payment for the 2019 Operating's Results

- 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 ประจำปี 2563**

Agenda no. 5 To consider approve election of directors in Replacement of those who complete their terms by rotation in 2020

- 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 2563**

Agenda no. 6 To consider approve the 2020 remuneration for Board of Director and Board-Committees

- 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 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนการสอบบัญชี ประจำปี 2563**

Agenda no. 7 To consider approve the 2020 Annual Appointment of Auditors and Determination of their Remuneration

- 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 8 พิจารณานุมัติการแก้ไข/เพิ่มเติมข้อบังคับของบริษัทฯ**

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

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 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)**

Agenda no.11 Other matters (if any)

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
If the proxy does not vote in accordance with the voting instructions specified herein, such vote shall be deemed incorrect and is not the vote cast by the shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified or have not clearly specified my/our voting instructions in any agenda, or in the event that the meeting considers or passes resolutions in any matters other than those specified above, including the event that there is any amendment or addition of any facts, the proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ/Signed .....ผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/Signed .....ผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/Signed .....ผู้รับมอบฉันทะ/Proxy

(.....)

**หมายเหตุ/Remarks**

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

2. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

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

## ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

### Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ฮาร์น เอ็นจิเนียริง โซลูชั่นส์ จำกัด (มหาชน)  
A proxy is granted by a shareholder of Harn Engineering Solutions Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2563 ในวันที่ 24 เมษายน 2563 เวลา 14.00 น. ณ ห้องปาริชาติ ชั้น 3 โรงแรมโกลเด้น ทิวลิป ซอฟเฟอริน กรุงเทพฯ ตั้งอยู่เลขที่ 92 ซอยแสงแจ่ม ถนนพระราม 9 เขตห้วยขวาง กรุงเทพมหานคร หรือที่แจ้งล่วงหน้าในวัน เวลา และสถานที่อื่นด้วย  
At the 2020 Annual General Meeting of Shareholders on April 25, 2020 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

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เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda no.

Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda no.

Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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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

(.....)