

Ref. No. HARN 001/2019

1 March 2019

**Subject:** Resolutions of the Board of Directors' Meeting regarding dividend payment proposal for the year 2018 and the determination of the date and agendas of 2019 Annual General Meeting of Shareholders (AGM)

**To:** The President  
The Stock Exchange of Thailand

The Board of Directors of Ham Engineering Solutions Public Company Limited ("the Company") at the meeting No. 1/2019 on Thursday, 28 February 2019 at 2.00 p.m., at Meeting Room 1/2 of the Company, No.19/18-19 Soi Soonvijai, Rama 9 Road, Bangkapi Subdistrict, Huaykhwang District, Bangkok, has passed a resolution to propose to the Annual General Meeting of Shareholders (AGM) to approve the dividend payment for the year 2018, and has passed a resolution to determine the date and agendas for 2019 AGM as follows:

1. Determine the shareholders who are entitled to attend and vote in the 2019 AGM and receive the dividend payment on Friday, 15 March 2019, and set the date of dividend payment on Friday, 17 May 2019. (However, the right to receive dividend is not confirmed until the approval is granted by the 2019 AGM.)

2. Setting the schedule for convening the 2019 AGM on Thursday, 25 April 2019 at 14.00 hrs., at Parichart Hall, 3<sup>rd</sup> Floor, Golden Tulip Sovereign Hotel, Bangkok, No. 92 Soi Saengcham, Rama 9 Road, Huaykwang District, Bangkok, with the following agenda items:

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

**Board of Directors' opinion**

The minutes of the 2018 Annual General Meeting of Shareholders held on 27 April 2018 are correct and complete. It is thus deemed appropriate for the shareholders to adopt such minutes.

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

**Board of Directors' opinion**

It is deemed appropriate to propose to the AGM to acknowledge 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**

**Board of Directors' opinion**

It is deemed appropriate to propose to the AGM to approve the audited financial statements for the year ended December 31, 2018 which were audited and certified by the Auditor of the Company, i.e. Dhamniti Auditing Co., Ltd. and reviewed by the Audit Committee that they were accurate.



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

Board of Directors' opinion

It is deemed appropriate to propose to the AGM to approve the dividend payment from the Company's operating results from 1 January 2018 to 31 December 2018 at Baht 0.16 per share, totaling approximately Baht 93,520,000 (ninety-three million five hundred and twenty thousand baht), the Company has appropriated 5% of its annual net profit to the statutory reserve, amounting to Baht 6,717,937 (Six million seven hundred and seventeen thousand, nine hundred and thirty-seven baht).

The Board has resolved to set the Record Date to determine the shareholders who are entitled to attend and vote in the AGM and receive the dividend payment on Friday, 15 March 2019 and set the date of dividend payment on Friday 17 May 2019.

However, The Company has a policy to allocate dividend to shareholders at a rate of at least 40% of its net profit after income tax and all legally required reserves and the right to receive dividend is not confirmed until the approval is granted by the 2019 AGM.

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

Board of Directors' opinion

The Board has considered (excluded interested director) in regard to the Nomination and Remuneration Committee's opinion, it appropriate to propose for the AGM to re-elect the directors due to retire (4 persons) by rotation at this meeting as directors for another term, as follows:

1. Dr. Thakol	Nunthirapakom	Independent Director
2. Dr. Sothitorn	Malikamas	Independent Director
3. Dr. Supot	Tiarawut	Independent Director
4. Mr. Thammanoon	Tiptechr	Directors

The above persons were qualified candidate and they did not have incompatibility in comply with related regulation and laws. Also, their qualifications, experience and expertise which could be benefit to the Company's operation. Also, nominated person who proposed to take in the position of independent director, he/she could give opinion independently in comply with relevant law.

**Agenda no. 6 To consider approve remuneration for Board of Director and Sub-committee members for 2019**

Board of Directors' opinion

It is deemed appropriate to propose to the Agreed to propose to the AGM to approve the remuneration for Board of Director and Sub-committee for 2019 with the Nomination and Remuneration Committee's proposal, under which the appropriateness of the remuneration was carefully considered by taking into account various relating factors and criteria according to the following rates:

Types of Remuneration	2019 (Current Proposal)	Compared with year 2018
1. Monthly remuneration : Directors / Audit Committee / Risk Management Committee / Nomination and Remuneration Committee		
- Chairman of the Board	Baht 30,000 /month	Baht 30,000 /month
- Chairman of the Board-Committee	Baht 25,000 /month	Baht 25,000 /month
- Directors / Independent Director	Baht 20,000 /month	Baht 20,000 /month
- Directors (working 3 days a week)	Baht 120,000 /month	Baht 120,000 /month
2. Meeting allowance : Directors / Audit Committee / Risk Management Committee / Nomination and Remuneration Committee		
- Chairman	Baht 15,000 /meeting	Baht 15,000 /meeting
- Directors	Baht 10,000 /meeting	Baht 10,000 /meeting
3. Bonuses for directors of the Board	No ne	No ne
4. Other Remuneration	No ne	No ne

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

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

Board of Directors’ opinion

The Board has considered in regard to the Audit Committee’s opinion, it appropriate to propose for the AGM to appoint auditors from Dhamniti Auditing Co., Ltd., which were selected from the bidding process, whereby one of the following auditors may be appointed as the auditor of the Company for 2019.

- |                                 |  |
|---------------------------------|--|
| 1. Mr.Thana wut Piboonsawat     | Certified Public Accountant Registration No.6699<br>Auditing during the past 5 year: 2 Years (2017 and 2018), or |
| 2. Mr.Peradate Pongsa thiansak  | Certified Public Accountant Registration No.4752<br>Auditing during the past 5 year: None, or                    |
| 3. Miss Sulalit Ardsawang       | Certified Public Accountant Registration No.7517<br>Auditing during the past 5 year: None, or                    |
| 4. Miss Wannisa Ngambua thong   | Certified Public Accountant Registration No.6838<br>Auditing during the past 5 year: None, or                    |
| 5. Miss Thanypom Tangthano paji | Certified Public Accountant Registration No.9169<br>Auditing during the past 5 year: None                        |

And It is deemed appropriate to propose to the Agreed to propose to the AGM to approve the remuneration of auditors for 2019 annually and quarterly review which is illustrated in the table below:

Types of Fees	2019 (Current Proposal)	Compared with year 2018	Change
Audit Fee - Annual audit fee and quarterly review fee	1,326,000	1,260,000	increase by 66,000 Baht or 5.2%
- Other expenses which cover miscellaneous expenses during work period such as traveling and telephone etc.	per actual of expenses	per actual of expenses	- None -

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

Board of Directors’ opinion

The Board has considered it appropriate to propose for the AGM to amend the Company’s Articles of Association, Clause 32 to comply with section 100 of the Public Company Limited Act B.E 2535 (as amended), by repealing the existing wordings and replacing with the new wordings as per the below details, including any amendment, 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.

<u>Existing Wordings</u>	<u>New Wordings</u>
<p>“Clause 32 The board of directors shall call for a shareholders’ meeting which is an annual general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.</p> <p>Shareholders’ meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings. The board of directors may call for the extraordinary general meeting of shareholders at any time as deemed appropriate <del>Shareholders holding shares amounting to not less than one fifth (1/5) of the total number of shares wholly sold or not less than twenty five (25) shareholders holding shares amounting to not less than one tenth (1/10) of the total number of shares</del> wholly sold may submit their names and request the board of directors in writing to call for an extraordinary general meeting at any time,</p>	<p>“Clause 32 The board of directors shall call for a shareholders’ meeting which is an annual general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.</p> <p>Shareholders’ meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings. The board of directors may call for the extraordinary general meeting of shareholders at any time as deemed appropriate</p> <p><u>A shareholder or shareholders holding shares amounting to not less than ten (10) percent of the total number of shares</u> wholly sold may submit their names and request the board of directors in writing to call for an extraordinary general meeting at any time, provided that, the agenda and reason(s) of request for calling for such meeting shall be clearly stated in the said written request. <u>In such an event,</u></p>

<u>Existing Wordings</u>	<u>New Wordings</u>
<p>provided that, the reasons of request for calling for such meeting shall be clearly stated in the said written request. <del>In such an event, the board of directors shall proceed to call for a shareholder meeting to be held within a period of one (1) month from the date of the receipt of such request from the said shareholder.</del></p>	<p><i>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).</i></p> <p><i>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.</i></p> <p><i>In the case that such shareholders' meeting is called as a result of a request by the shareholders under the fourth paragraph, if the number of shareholders attending the meeting does not constitute a quorum as prescribed in this Article of Association, the shareholders under the fourth paragraph shall jointly be responsible for the expenses arising from the arrangement for such shareholders' meeting to the Company."</i></p>

**Agenda no. 9 To consider approve appointment of the amendments / additions to the Company's objectives  
Board of Directors' opinion**

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

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

<u>Clause</u>	<u>Existing Wordings</u>	<u>New Wordings</u>
52	To trade <del>and</del> rent printing machines and equipment for 3D printing works, including other printing materials, accessories and spare parts of the aforesaid products, as well as to produce works from digital files by 3D printing machines.	To trade, <u>installment</u> , rent, <u>hire-purchase</u> , <u>installation</u> , <u>assemble</u> , <u>repair and warranty</u> printing machines and equipment for 3D printing works, including other printing materials, accessories and spare parts of the aforesaid products, as well as to produce works from digital files by 3D printing machines.
54	To trade and rent photography <u>and</u> digital file recording machines and equipment.	To trade <u>installment</u> , rent, <u>hire-purchase</u> , <u>installation</u> , <u>assemble</u> , <u>repair and warranty</u> photography <u>and</u> digital file recording machines and equipment.
56	-	<u>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.</u>

**Agenda no. 10 Other matters (if any)**

3. The Company will send a notice convening the 2019 Annual General Meeting of Shareholders containing the Board of Directors' opinions together with all meeting documents to the shareholders within the period specified by law, and post such notice together with all meeting documents on the Company's website: www.ham.co.th so that the shareholders can access and study the agenda and documents for the meeting.

Please be informed accordingly.

Sincerely yours,

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

Company Secretary  
Tel. 02-203-0868-9 ext. 415 Email. Varinkant@ham.co.th