



Ref. No. HARN 006/2019

26 April 2019

Subject: Notification of resolutions of the 2019 Annual General Meeting of Shareholders

 To: The President
 The Stock Exchange of Thailand ("the SET")

Harn Engineering Solutions Public Company Limited ("the Company") would like to notify the SET of the resolutions passed at the Company's 2019 Annual General Meeting of Shareholders held on April 25, 2019 at 14.00 hrs. in Parichart Hall, 3rd Floor, Golden Tulip Sovereign Hotel, Bangkok, 92 Soi Saengcham, Rama 9 Road, Huaykwang District, Bangkok 10320, as follows:

- Adopted minutes of the 2018 Annual General Meeting of Shareholders held on April 27, 2018, with resolution passed by majority votes of the total 428,729,494 votes of the shareholders who attended and voted at the meeting, as below:

Approval	428,729,494	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0.0000%
Abstention	0	votes	equivalent to	0.0000%
Voided Ballots	0	votes		

(There was 4 additional shareholder, holding 76,843,531 shares, registering to attend the meeting. Therefore, there were 152 shareholders, holding 428,729,494 shares, attending the meeting.)

- Acknowledged the Company's operating results for the year 2018.
- Approved the financial statements for the year ended December 31, 2018, with resolution passed by majority votes of the total 428,729,494 votes of the shareholders who attended and voted at the meeting, as below:

Approval	428,729,494	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0.0000%
Abstention	0	votes	equivalent to	0.0000%
Voided Ballots	0	votes		

- Approved the 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 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, totaling approximately Baht 93,520,000 (ninety-three million five hundred and twenty thousand baht), with resolution passed by majority votes of the total 428,729,494 votes of the shareholders who attended and voted at the meeting, as below:

Approval	428,729,494	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0.0000%
Abstention	0	votes	equivalent to	0.0000%
Voided Ballots	0	votes		

- Approved election of directors to replace those due to retire by rotation, with resolution passed by majority votes of the shareholders who attended and voted at the meeting on the election of each of the following persons as the directors for another term:

- Dr. Thakol Nunthirapakorn Independent Director, with resolution passed by majority votes of the total 430,247,194 votes of the shareholders who attended and voted at the meeting, as below:

Approval	430,247,094	votes	equivalent to	99.99998%
Disapproval	100	votes	equivalent to	0.00002%
Abstention	0	votes	equivalent to	0.00000%
Voided Ballots	0	votes		

(There was 1 additional shareholder, holding 1,517,700 shares, registering to attend the meeting. Therefore, there were 153 shareholders, holding 430,247,194 shares, attending the meeting.)



5.2 Dr. Sothitorn Mullikamas Independent Director, with resolution passed by majority votes of the total 430,337,194 votes of the shareholders who attended and voted at the meeting, as below:

Approval	430,337,194	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0.0000%
Abstention	0	votes	equivalent to	0.0000%
Voided Ballots	0	votes		

(There was 1 additional shareholder, holding 90,000 shares, registering to attend the meeting. Therefore, there were 154 shareholders, holding 430,337,194 shares, attending the meeting.)

5.3 Dr. Supot Tiarawut Independent Director, with resolution passed by majority votes of the total 430,337,194 votes of the shareholders who attended and voted at the meeting, as below:

Approval	430,337,194	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0.0000%
Abstention	0	votes	equivalent to	0.0000%
Voided Ballots	0	votes		

5.4 Dr. Thammanoon Tripetchr Director, with resolution passed by majority votes of the total 430,337,194 votes of the shareholders who attended and voted at the meeting, as below:

Approval	409,113,566	votes	equivalent to	95.0681%
Disapproval	0	votes	equivalent to	0.0000%
Abstention	21,223,628	votes	equivalent to	4.9319%
Voided Ballots	0	votes		

6. Approved remuneration for Board and Committee members for 2019, with details as below:

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

The resolution was passed by at least two-thirds (2/3) of the total 272,861,602 votes of the shareholders who attended and voted at the meeting (the votes of the shareholders who have conflict of interest are not counted 157,475,592) as follows:

Approval	272,861,602	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0.0000%
Abstention	0	votes	equivalent to	0.0000%
Voided Ballots	0	votes		

7. Approved appointment of the Company's auditor and determination of the audit fee for 2019, as below: Appointment of

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

of Dharmniti Auditing Co., Ltd. as the Company's auditor for the accounting year of 2019, with any one or another auditor appointed by Dharmniti Auditing Company Limited to be the auditor responsible of the above CPA holders to sign the auditor's report on the financial statements of the Company, and determination the audit fee in an amount of Baht 1,326,000 (One million three hundred and twenty-six thousand).

with resolution passed by majority votes of the total 430,337,194 votes of the shareholders who attended and voted at the meeting, as below:

Approval	430,337,194	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0.0000%
Abstention	0	votes	equivalent to	0.0000%
Voided Ballots	0	votes		

8. Approved the amendment of the Company's Articles of Association, Article 32 to comply 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.

including any amendment and/or addition, change that may be recommended or required by the Ministry of Commerce without affecting the substance of the amendment of the Company's Articles of Association as proposed with resolution was passed by at least third-four (3/4) of the total 430,337,194 votes of the shareholders who attended and voted at the meeting, as below:

Approval	430,337,194	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0.0000%
Abstention	0	votes	equivalent to	0.0000%
Voided Ballots	0	votes		

9. Approved the amendment and additions of the Company's objectives, Clause 38, 44, 49, 50, 52, 54 and 56, by repealing the existing wordings and replacing with the new wordings as per the below details

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 of Association as proposed with resolution was passed by at least third-four (3/4) of the total 430,337,194 votes of the shareholders who attended and voted at the meeting, as below:

Approval	430,337,194	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0.0000%
Abstention	0	votes	equivalent to	0.0000%
Voided Ballots	0	votes		

10. Approved 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 of Association as proposed with resolution was passed by at least third-four (3/4)s of the total 430,337,194 votes of the shareholders who attended and voted at the meeting, as below:

Approval	430,337,194	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0.0000%
Abstention	0	votes	equivalent to	0.0000%
Voided Ballots	0	votes		

11. Other matters

- None -

Please be informed accordingly.

Sincerely yours,

(Mr. Wirat Sukchai)
Chief Executive Officer
Authorized Signatory of Information Memorandum

Company Secretary
Tel: 02-203-0868 ext. 415, Email: varinkan.t@harn.co.th