

(Translation)

Ref. No. HARN 010/2020

June 10, 2020

Subject: Resolutions of the Board of Directors' Meeting regarding the date of 2020 Annual General Meeting of Shareholders (AGM), the Recode Date and the 2020 AGM agendas

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

Cc: Secretary-General of the Office of the Securities and Exchange Commission

Attachment: 1. The Company's Precautionary Measures and Guidelines for Holding the Meeting under the Circumstance of Disease COVID-19
2. Map of the Meeting Venue The 2020 Annual General Meeting of Shareholders

The Board of Directors of Harn Engineering Solutions Public Company Limited ("the Company") at the meeting No.5/2020 on Tuesday, June 9, 2020 has passed a resolution to call the 2020 AGM on Monday, August 3, 2020, at 14.00 hrs., at Parichart Hall, 3rd Floor, Golden Tulip Sovereign Hotel Bangkok, No.92 Soi Saengcham, Rama 9 Road, Bangkok Subdistrict, Huaikhwang District, Bangkok 10320, and set the Record Date to determine the shareholders who are entitled to attend and vote in the AGM on Thursday, June 25, 2020. The Company would like to inform the agendas for 2020 AGM as follows:

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

Board of opinion:

The minutes of the 2019 Annual General Meeting of Shareholders held on 25 April 2019 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 2019

Board of opinion:

After due consideration, the Board found it appropriate to propose to the AGM to acknowledge the 2019 operating results.

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

Board of opinion:

After due consideration, the Board found it appropriate to propose to approve the audited Separate Financial Statements and consolidated financial statements for the year ended December 31, 2019 of the company and the subsidiaries' of which were audited and certified by the Auditor and reviewed by the Audit Committee that they were accurate.

Agenda no. 4 To consider approve the allocation of net profit for the year 2019 to the statutory reserve

Board of opinion:

The Company had a net profit of year 2019 in the Separate Financial Statements Baht 150,591,499, after due consideration, the Board found it appropriate to propose to the AGM to approve the appropriated 5% of its annual net profit to the statutory reserve, amounting to Baht 2,156,169. The total to the statutory reserve is equal to 10 percent of the registered and paid-up capital.



Agenda no. 5 To consider the acknowledge the 2019 payment of interim dividend

Board of opinion:

After due consideration, the Board found it appropriate to propose to the AGM to acknowledge the 2019 payment of interim dividend and no additional dividends shall be paid for the Operating Results in the Year 2019. However, the Board approved the interim dividend payment instead of the annual dividend payment to alleviate the effect of this circumstance on shareholders due to the postponement of Annual General Meeting, the interim dividend was paid to the shareholders on Friday, May 15, 2020 at Baht 0.18 per share totaling payment Baht 105,210,000 for the Company's operating results from January 1, 2019 to December 31, 2019 or representing a dividend payment ratio of 69.23% of total net profit. Which also in accordance with the Company's dividend payment policy of no less than 40% of net profit of financial statements after income tax and all legally required reserves.

Agenda no. 6 To consider approve election of directors in Replacement of those who complete their terms by rotation in 2020

Board of opinion:

After due consideration, the Board, excluding the Directors who have interests in this matter, careful consideration and screening of qualifications of nominated persons in who complete their another term, which is suitable to the Company's business, Also consideration nominated person who proposed to take in the position of independent director, he/she could give opinion independently in comply with relevant law, Resolved agreed with the Nomination and Remuneration Committee's proposal, found it appropriate to propose to the AGM to consider the appointment of directors due to retire in 2020 was re-elected as a director for another term, whose name are as follows:

(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

Since Dr. Supat Tiarawut 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.

Agenda no. 7 To consider approve the 2020 remuneration for Board of Director and Board-Committees

Board of opinion:

After due consideration, the Board has agreed with the proposal of Nomination and Remuneration Committee, found it appropriate to propose to the AGM to approve the Remuneration for the Company's Directors and Board-Committees for 2020 (effective May 1, 2020) as detailed in the below table, under which carefully considered the appropriateness of the remuneration by taking into account various related factors and criteria.

Types of Remuneration	2020 (Current Proposal)	Compared with year 2019
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
- Director / Independent Director	Baht 20,000 /month	Baht 20,000 /month
- Director (working 3 days a week)	Baht 120,000 /month	Baht 120,000 /month

Types of Remuneration	2020 (Current Proposal)	Compared with year 2019
2. Meeting allowance : Directors / Audit Committee / Risk Management Committee / Nomination and Remuneration Committee		
- Chairman	Baht 15,000 /meeting	Baht 15,000 /meeting
- Director	Baht 10,000 /meeting	Baht 10,000 /meeting
3. Bonuses	None	None
4. Other Remuneration	None	None

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

Agenda no. 8 To consider approve the 2020 Annual Appointment of Auditors and Determination of their Remuneration

Board of opinion:

After due consideration, with recommendation from the Audit Committee, the Board found it appropriate to propose to the AGM to appoint auditors from Dharmniti Auditing Co., Ltd., which is not auditor with subsidiaries company, whereby one of the following auditors may be appointed as the auditor of the Company for 2020.

1. Mr.Thanawut Piboonsawat Certified Public Accountant Registration No.6699 Auditing during the past 7 year: 3 Years (2017 to 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 Dharmniti Auditing Co., Ltd. as the responsible auditor.

The Board also found it appropriate to propose to the AGM to approve the remuneration of auditors for 2020 annually and quarterly review which is illustrated in the table below:

Change	2020 (Current Proposal)	Compared with year 2019	Change
1. Audit Fee			
- Annual audit fee and quarterly review fee	1,406,000	1,326,000	increase by 80,000 Baht or 6.03%
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. 9 To consider approve appointment of the amendments / additions of the Company's Articles of Association

Board of opinion:

After due consideration, the Board found it appropriate to propose to the AGM to approve the amendments / additions the Company's Articles of Association, Clause 18 to comply with the Company's 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> <ol style="list-style-type: none"> (1) death; (2) resignation; (3) lack qualifications or possess characteristics that are prohibited under the Public Limited Company Or the law governing securities and stock exchange; (4) removal by resolution of the shareholders’ meeting; (5) removal by order of the court. 	<p>“Clause 18. In addition to retirement by rotation, a director shall vacate office upon</p> <ol style="list-style-type: none"> (1) death; (2) resignation; (3) lack qualifications or possess characteristics that are prohibited under the Public Limited Company Or the law governing securities and stock exchange; (4) removal by resolution of the shareholders’ meeting; (5) removal by order of the court; (6) <u>Being 80 years old, but vacating office from the end of the calendar year.</u>

Agenda no. 10 Other matters (if any)

The Company will send a notice convening the 2020 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 website: www.ham.co.th so that the shareholders can access and study the agenda and documents for the meeting.

The Company is well aware of and concerned as well as the health and safety of the shareholders' and the meeting attendants therefore, **kindly asks shareholders to be informed and established the understanding the precautionary measures and Guidelines for Holding the Meeting under the Circumstance of Disease COVID-19 attached here with strictly**, the Company would like to apologize for any inconvenience that may occurs.

Please be informed accordingly.

Sincerely yours,

(Mr. Wira t Sukc hai)
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



**The Company's Precautionary Measures and Guidelines for Holding the Meeting
under the Circumstance of Disease COVID-19**

The Company is well aware of and concerned over the risk of the infection at the shareholders' meeting as well as the health and safety of the meeting attendants, and therefore, kindly asks shareholders to be informed and established the understanding the precautionary measures as follows:

1. Request for Shareholders' cooperation to grant a proxy to the Company's Independent Director to attend the meeting on behalf of Shareholders by using the proxy form sent to the Shareholders or download on the company website (pre-casting the vote for each agenda is recommended), and return the proxy form with evidence to Corporate Governance Department, Floor 4th, Ham Engineering Solutions Public Company Limited 19/20-22 Soi Soonvijai, Rama 9 Road, Bangkok, Huai Khwang, Bangkok 10310

2. The Company provides Shareholders with more channel for submitting written questions relating to the Agendas in advance by download form on the company website www.ham.co.th/Investor Relations/Shareholders' Meeting and send the questions, name-sumame comes with the proxy form, appointing the Company's Independent Directors as your proxies as indicated above, or via Email: varinkan.t@ham.co.th or wasukan.b@ham.co.th, within Friday, July 24, 2020. The Company shall record questions and answers in the AGM Minutes of the Meeting.

3. The Company has organized the meeting venue to avoid being overcrowded with appropriate social distancing of 1 meter in various areas as temperature-screening points, document-checking points and registration counters.

4. In case of shareholders who wish to attend the Meeting in person, the Company would like to request your cooperation to strictly follow the Company's measures and guidelines to prevent and minimize the risk of COVID-19 virus spread as follows:

4.1 All Attendees are required to fill in the COVID-19 Infection Risk Screening Form before entering the venue, and for those attendees who have recently visited or returned from any disease infected zones as notified by the Ministry of Public Health, including those who have had close contact with those who have visited or returned from any disease infected zones, or being found of having risky symptoms such as fever, cough, sore throat, sneezing, runny nose, will not be allowed to attend the Meeting. The Company would ask for your cooperation to strictly follow the recommendations from our staff at the health screening point or attendee will be denied from entering the meeting. For those who cannot attend the meeting due to the reasons explained above are able to appoint the Company's Independent Directors as their proxies to attend and vote at the Meeting. Please also note that concealment of health information or traveling record could be considered as the violation of the Communicable Diseases Act B.E. 2558.

4.2 All attendees must go through check temperature; the Company has set screening point before entering. Attendees who have body temperature of 37.5 degrees celsius or higher will not be allowed to attend the meeting. Attendees who passed the screening points are must put on sticker and wear your facemask at all time and clean your hands by using the alcohol gel, with the Company provided at various points.

4.3 The Company reserves the rights to not allow any attendees, who do not pass the screening points or do not completed the COVID-19 Infection Risk Screening Form to enter the Meeting.

4.4 For the safety and well-being of attendees, NO microphone will be available to ask questions at the meeting. Attendees will be asked to submit their written questions to the Company's staff to submit it to the Company's Chairman of the Board of Directors or person proceeding with the meeting.

5. The Company would not serve food and beverages at the Meeting in order to minimize risk of the infection of disease spreading.

6. If the situation there are any changes or additional AGM-related measures from the Government Official, the Company will inform Shareholders via the Company's website (www.ham.co.th).

The Company would like to apologize for any inconvenience that may occurs, especially a delay in the health screening and registration process.

Map of the Meeting Venue The 2020 Annual General Meeting of Shareholders
 Ham Engineering Solutions Public Company Limited
 at Paric hart Hall, 3rd Floor; Golden Tulip Sovereign Hotel
 No. 92 Soi Saengcham, Rama 9 Road, Bangkok, Bangkok

