



Ref. No. HARN 004/2017

2 May 2017

Subject: Notification of resolutions of the 2017 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 2017 Annual General Meeting of Shareholders held on April 28, 2017 at 14.00 hrs. in Parichart Hall, 3<sup>rd</sup> Floor, Golden Tulip Sovereign Hotel, Bangkok, 92 Soi Saengcham, Rama 9 Road, Huaykwang District, Bangkok 10320, as follows:

1. Adopted minutes of the Extraordinary General Meeting of Shareholders No. 1/2016 held on November 1, 2016, with resolution passed by majority votes of the total 489,591,216 votes of the shareholders who attended and voted at the meeting, as below:

|                |             |       |               |           |
|----------------|-------------|-------|---------------|-----------|
| Approval       | 489,591,216 | 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 1,643,300 shares, registering to attend the meeting. Therefore, there were 116 shareholders, holding 489,591,216 shares, attending the meeting.)

2. Acknowledged the Company’s operating results for the year 2016.
3. Approved the financial statements for the year ended December 31, 2016, with resolution passed by majority votes of the total 489,659,109 votes of the shareholders who attended and voted at the meeting, as below:

|                |             |       |               |           |
|----------------|-------------|-------|---------------|-----------|
| Approval       | 489,659,109 | 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 2 additional shareholder, holding 67,893 shares, registering to attend the meeting. Therefore, there were 118 shareholders, holding 489,659,109 shares, attending the meeting.)

4. Approved the appropriation of profit and payment of dividend for operating results of 2016.

The Company had recorded statutory reserve brought forward amounting to Baht 11,840,416.97 (eleven million eight hundred and forty thousand four hundred and sixteen baht and ninety-seven satang). In 2016, another Baht 2,026,522.01 (two million twenty six thousand five hundred and twenty-two baht and one satang) or 5% of net profit in 2016 has been appropriated to statutory reserve. This has made up the Company's total statutory reserve of Baht 13,866,938.98 (Thirteen million, eight hundred and sixty-six thousand, nine hundred and thirty-eight and ninety-eight satang).

During January 1, 2016 – December 31, 2016, the Company recorded a net profit of Baht 40,530,441.11 (forty million, five hundred and thirty thousand, four hundred and forty-one bath and eleven satang), equivalent to Baht 0.11 per share (based on weighted average of 371,201,370 shares in 2016).

The meeting approved payment of dividend for operating results of 2016 at a rate of Baht 0.09 per share, making the total dividend payment of Baht 52,605,000 (fifty-two million six hundred and five thousand Baht). The record date to specify the shareholders having the right to receive dividend payment was set to be on Tuesday 14<sup>th</sup> of March 2017, and the closing date of the share register book for the purpose of compiling the shareholders list in accordance with Section 225 of the Securities and Exchange Act on Wednesday 15<sup>th</sup> of March 2017. The dividend payment was scheduled to be made on Friday 26<sup>th</sup> of May 2017.

The resolution was passed by majority votes of the total 489,659,109 votes of the shareholders who attended and voted at the meeting, as below:

|                |             |       |               |          |
|----------------|-------------|-------|---------------|----------|
| Approval       | 489,659,109 | votes | equivalent to | 100.000% |
| Disapproval    | 0           | votes | equivalent to | 0.0000%  |
| Abstention     | 0           | votes | equivalent to | 0.0000%  |
| Voided Ballots | 0           | votes |               |          |

5. 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:

5.1 Mr.Thakol Nunthirapakorn Independent Director

Shareholders with the total 489,659,109 votes cast votes as below:

|                |             |       |               |          |
|----------------|-------------|-------|---------------|----------|
| Approval       | 460,855,965 | votes | equivalent to | 94.1177% |
| Disapproval    | 0           | votes | equivalent to | 0.0000%  |
| Abstention     | 28,803,144  | votes | equivalent to | 5.8823%  |
| Voided Ballots | 0           | votes |               |          |

5.2 Mr. Parkphum Wongpaitoon Director

Shareholders with the total 489,659,109 votes cast votes as below:

|                |             |       |               |          |
|----------------|-------------|-------|---------------|----------|
| Approval       | 455,925,640 | votes | equivalent to | 93.1108% |
| Disapproval    | 0           | votes | equivalent to | 0.0000%  |
| Abstention     | 33,733,469  | votes | equivalent to | 6.8892%  |
| Voided Ballots | 0           | votes |               |          |

5.3 Mrs. Sirima Iamsakulrat Director

Shareholders with the total 489,659,109 votes cast votes as below:

|                |             |       |               |          |
|----------------|-------------|-------|---------------|----------|
| Approval       | 397,010,524 | votes | equivalent to | 81.0790% |
| Disapproval    | 0           | votes | equivalent to | 0.0000%  |
| Abstention     | 92,648,585  | votes | equivalent to | 18.9210% |
| Voided Ballots | 0           | votes |               |          |

5.4 Mr. Sothithorn Mallikamas Independent Director

Shareholders with the total 489,659,109 votes cast votes as below:

|                |             |       |               |          |
|----------------|-------------|-------|---------------|----------|
| Approval       | 460,855,965 | votes | equivalent to | 94.1177% |
| Disapproval    | 0           | votes | equivalent to | 0.0000%  |
| Abstention     | 28,803,144  | votes | equivalent to | 5.8823%  |
| Voided Ballots | 0           | votes |               |          |

6. Approve the change of the number of directors of the Company from 10 to 11 persons and appoint Mr. Jain Charnnarong to be the new director effective April 28, 2017,

The resolution was passed by majority votes of the total 489,659,109 votes of the shareholders who attended and voted at the meeting with details as below

|                |             |       |               |          |
|----------------|-------------|-------|---------------|----------|
| Approval       | 423,174,889 | votes | equivalent to | 86.4223% |
| Disapproval    | 0           | votes | equivalent to | 0.0000%  |
| Abstention     | 66,484,220  | votes | equivalent to | 13.5777% |
| Voided Ballots | 0           | votes |               |          |

7. Approved remuneration for Board and Committee members for 2017, with details as below:

| Remuneration for Board / Committee  | 2017<br>(Year proposed) |
|---|-------------------------|
| 1. Regular Remuneration : Directors / Audit Committee / Risk Management Committee |                         |
| - Chairman of the Board   | 30,000 Baht / Month     |
| - Chairman of the Audit Committee   | 25,000 Baht / Month     |
| - Directors / Independent Director  | 20,000 Baht / Month     |
| - Directors (1 working day/week)  | 40,000 Baht / Month     |
| - Directors (2.5 working day/week)  | 80,000 Baht / Month     |
| 2. Meeting allowances for Board and Committee members                             |                         |
| - Chairman of the Board   | 15,000 Baht / meeting   |
| - Chairman of the Audit Committee   | 15,000 Baht / meeting   |
| - Chairman of the Risk Management Committee                                       | 15,000 Baht / meeting   |
| - Directors / Audit Committee members   | 10,000 Baht / meeting   |
| - Risk Management Committee   | 10,000 Baht / meeting   |
| 3. Bonuses for directors of the Board   | None                    |
| 4. Other Remuneration   | None                    |

Note : 1. Board and Committee members entitled to receipt of Directors' remuneration must not be employees of the Company.  
2. Board member who also serve in other committee shall receive only one remuneration that pay the highest rate.

The resolution was passed by at least two-thirds (2/3) of the total 210,034,387 votes of the shareholders who attended and voted at the meeting (the votes of the shareholders who have conflict of interest are not counted 279,624,722) as follows:

|                |             |       |               |           |
|----------------|-------------|-------|---------------|-----------|
| Approval       | 210,034,387 | 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 appointment of the Company's auditor and determination of the audit fee for 2017, as below:

Appointment of

|    |                |                |                      |
|----|----------------|----------------|----------------------|
| 1. | Mr. Peradate   | Pongsathiansak | CPA license no. 4752 |
| 2. | Mr. Thanuwut   | Piboonsawat    | CPA license no. 6699 |
| 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 2017, with any one 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 1,200,000 (one million two hundred thousand Baht).

The resolution was passed by majority votes of the total 489,659,109 votes of the shareholders who attended and voted at the meeting, as below:

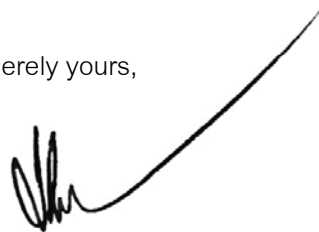
|                |             |       |               |           |
|----------------|-------------|-------|---------------|-----------|
| Approval       | 489,659,109 | votes | equivalent to | 100.0000% |
| Disapproval    | 0           | votes | equivalent to | 0.0000%   |
| Abstention     | 0           | votes | equivalent to | 0.0000%   |
| Voided Ballots | 0           | votes |               |           |

9. Other matters

- None -

Please be informed accordingly.

Sincerely yours,



(Mr. Wirat Sukchai)

Chief Executive Officer

Authorized Signatory of Information Memorandum

Company Secretary:

Tel. 02-203-0868-9 Ext. 415