



## INVITATION TO THE ANNUAL GENERAL MEETING FOR THE YEAR 2021

HARN Engineering Solutions Public Company Limited

**Friday, April 23, 2021  
at 14.00 hrs.**

HALL 31-32, 3<sup>rd</sup> Floor, Harn Engineering Solutions Public Company Limited  
No. 559 Soi Soonvijai 4, Rama 9 Road, Bang Kapi, Huay Kwang, Bangkok

**Registration starts at 12.00 hrs.**

For the convenience of the registration process

Please bring the Notification of Meeting (form registration) with barcode on the meeting date

### **Guidelines for attending the meeting**

Kindly requests shareholders to study and strictly comply with the guidelines for attending the meeting indicated, to prevent the spread of COVID-19 and due to the seat limitation from social distancing measure, shareholders are requested to grant a proxy to the Company's independent director instead of attending the meeting in person, for shareholders who wish to attend the meeting in person, please cooperate with the guidelines for attending the meeting indicated without concealing.

**No Gift, Foods and Beverages Provided  
at the Annual General Meeting of the Shareholders for the Year 2021**

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## Attachment

1. The Notice of Meeting with Barcode for the registration (**please bring to the Meeting**)
2. Proxy Form B.

Note: Attachment 1 and 2 are sent herewith in separation from this AGM invitation notice.



## Privacy Notice for Annual General Meeting 2021

HARN Engineering Solutions Public Company Limited ("the Company") greatly aware of the personal data protection in accordance to the Privacy Data Protection Act B.E. 2562.

### 1. The Collection of Personal Data

It is necessary for the Company to collect your personal data that submit to the Company i.e. name, surname, address, telephone number, photo, identification number and information related to electronic systems access and usage such as IP Address (in case of online access to the meeting).

The Company will record images and sounds of the meeting for its legitimate interests and the interests of shareholders.

In the case of granting a proxy, it is necessary for the Company to collect the copy of shareholder's personal identification card which may contain religion information that is considered as Sensitive Data. The Company has no intention to collect such Sensitive Data. Accordingly, you can redact such data.

### 2. The Collection of Personal Data

In the direct collection of your Personal Data, the Company shall use the Personal Data only as necessary and only in accordance with the specified purposes. However, the Company may collect your Personal Data from any other sources, which mean securities registrar or Thailand Securities Depository Co., Ltd. (TSD), but only in necessity and in accordance with measures required by law.

### 3. Purposes for the collection, use and disclosure of Personal Data

The Company collects, uses, and discloses your Personal Data for the following purposes:

- (a) To call the Annual General Meeting of Shareholders for the year 2021 and to convene the Annual General Meeting of Shareholders as required by law, and
- (b) To deliver Annual Registration Statements/Annual Report 2020 as requested by shareholders

Therefore, the Company will collect, use, and disclose your Personal Data and the referred person without your consent as authorized by the Personal Data Protection Act, B.E. 2562 (2019): for legitimate interests of the Company or any other persons or juristic persons or for compliance with law to which the Company is subjected.

### 4. The Personal Data retention period

The Company will retain your Personal Data only for the necessary duration, and will collect, use and disclose your Personal Data, as defined in this Privacy Notice

If it is not possible to specify the Personal Data retention period, the Company will retain the Personal Data as may be expected per data retention standards (such as the longest legal prescription of 10 years).

### 5. Your Rights as a Data Subject

As the owner of Personal Data ("Data Subject"), you have the rights as stipulated in the Privacy Protection Act B.E. 2562, which include the right to withdraw the consent, the right to access and obtain a copy of your Personal Data, the right to correct, delete or destroy your Personal Data, the right to request suspension of the processing of your Personal Data, the right to transfer your Personal Data according to the measures stipulated by law, the right of complaint and the right to dissent to the processing or disclosing of your Personal Data.

### 6. The Disclosure of Personal Data to a Third Party

The Company may be required to disclose Personal Data to other persons or juristic persons or regulatory authorities, who works in cooperation with the Company for the compliance of the purposes as mentioned in this notice such as technology's service provider, regulators or government agencies or by the order of regulatory officials.

### 7. Contact channels

Enquires or questions on the Personal Data Protection can be addressed to the following channels: HARN Engineering Solutions Public Company Limited, 559 Soi Soonvijai 4, Rama 9 Road, Bangkok, Huaykwang, Bangkok 10310, e-mail: varinkan.t@harn.co.th Tel.+66(2) 318-9744 ext.4003



**Measures and Guidelines for Attending the Meeting  
under the Pandemic of Corona Virus Disease 2019 (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. The Company request for Shareholder cooperation to grant a proxy to the Company Independent Director to attend the meeting and vote on your behalf (Profiles of Independent Directors as stated in annex 4, pages 38-39) by using a proxy Form B. sent to the Shareholders or downloading on [www.harn.co.th](http://www.harn.co.th) (recommend to vote for each agenda in advance), along with evidencing documents (as per annex 7 and 8, pages 44-46) and send to the Company within Friday, April 16, 2021.

To: Corporate Governance Department, Floor 4<sup>th</sup>, Harn Engineering Solutions Public Company Limited  
559 Soi Soonvijai 4, Rama 9 Road, Bangkok, Huaykwang, Bangkok 10310

2. Providing channels to submit written questions related to the agendas in advance, which download on [www.harn.co.th/Investor Relations/Shareholder's Information/Shareholders' Meeting](http://www.harn.co.th/Investor%20Relations/Shareholder's%20Information/Shareholders'%20Meeting). Shareholders can send questions, name-surname, together with the proxy form granting proxy to the independent directors as the above guideline to [varinkan.t@harn.co.th](mailto:varinkan.t@harn.co.th) and [wasukan.b@harn.co.th](mailto:wasukan.b@harn.co.th), within Friday, April 16, 2021. The Company shall record questions and answers all in the AGM Minutes of the Meeting.

3. In case shareholders or proxy-holders wish to attend the meeting in person, the Company encourages all attendees to strictly follow the guidelines for holding the Meeting to prevent and minimize the risk from the COVID-19 pandemic as follows:

3.1 To prevent overcrowded situation, the meeting venue is set with the about 1 meters social distancing at various areas such as seating in the meeting room, temperature-screening points, document-checking points and registration points.

3.2 Meeting attendants shall be required to carry out check-in registration before entering the meeting venue through mobile phone application "Thai Chana" as specified by the authority.

3.3 The meeting attendants shall be required to fill in the health declaration form and requested not to conceal the health information or traveling record. The Company kindly requests all meeting attendants to strictly conform to officers' advices at the screening point. 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.

3.4 The Company will conduct health screening, in compliance with the guidance of Department of Disease Control, at the meeting entrance. For those being identified with fever or respiratory symptom, those with the body temperature of 37.5 degree Celsius or higher, or those recently visited or returned from any areas specified as Severe Outbreak Zone or Disease Infected Zone by Ministry of Public Health during the past 14 days, as well as attendants who have had close contact with those aforementioned or those with high fever, showing any sign of respiratory symptoms or other symptoms suspected to be COVID-19 infection. The Company reserves the right to deny entry into the meeting. (In case that the aforementioned person is a shareholder, a proxy can be granted to the Company's independent director to attend the meeting.)

3.5 Those who pass the health screening process are required to put on a registration sticker and wear ones' own face mask at all time as well as wash hands with alcohol-based hand sanitizers provided in various areas.

3.6 The Company, neither meal box, tea nor coffee will be served; also, eating and drinking are strictly prohibited in the meeting venue in order to minimize the risk of the disease infection. Proper drinking area is arranged outside the meeting room.

3.7 Meeting attendants are requested for cooperation not to gather in group or speak with loud voice in the meeting venue.

3.8 The meeting time will be managed to finish within 2 hours. Should there be any additional questions or comments/ suggestions, the meeting attendants are requested to write down on the paper provided and hand to the Company's officer, conveying them to the secretary to the meeting.

3.9 Should the situation of COVID-19 change or should there be additional measures from the authorities which affect the arrangement of the meeting, the shareholders will be informed through on [www.harn.co.th](http://www.harn.co.th) or the channels provided by the Stock Exchange of Thailand.

If many attendants are present at the same time, there may be delay in health screening and registration for the meeting. The Company hereby apologizes for any inconvenience that may arise.

Yours Sincerely,

Harn Engineering Solutions Public Company Limited

**Advertisement from Thailand Securities Depository Co., Ltd. (TSD)**

The COVID-19 pandemic has impacted businesses worldwide. Air freight was disrupted, resulting in postal service delays and possible losses of securities holder (s)' s beneficial documents such as invitation letter, dividend payment and share certificate, etc. Therefore, we would like to encourage the individual securities holder (s), both Thai and foreign nationality, having mobile phone number registered in Thailand for receiving the OTP, to apply for TSD's Investor Portal, an electronic channel, to ensure the receipt of such notifications faster, more convenient and at no cost, by simply applying via URL Link: <https://www.set.or.th/tsd/en/investorportal/investorportal.html>

For more information, please contact SETContactCenter: <https://www.set.or.th/contactcenter>





March 22, 2021

Subject: Invitation to the 2021 Annual General Meeting of Shareholders (AGM)

To: Shareholders of the Company

The Board of Directors of Harn Engineering Solutions Public Company Limited (the company) at the meeting No.1/2021 on February 25, 2021 has passed a resolution to call the 2021 Annual General Meeting of Shareholders (AGM) on Friday, April 23, 2021, at 14.00 hrs., at HALL 31-32, 3<sup>rd</sup> Floor, Harn Engineering Solutions Public Company Limited, No. 559 Soi Soonvijai 4, Rama 9 Road, Bang Kapi Sub-district, Huay Kwang District, Bangkok 10310, and set the Record Date to determine the shareholders who are entitled to attend and vote in the AGM on Monday, March 15, 2021.

In order to set the 2021 Annual General Meeting of Shareholders' agendas, the Company had announced on its website to provide opportunity for shareholders to propose agendas during October 1, 2020 to December 31, 2020. After the said time frame, there was no other agenda proposed to the Company.

The Company hereby informs the shareholders of the agenda items of the 2021 General Meeting of Shareholders according to the resolutions of the Board of Directors as follows:

**Agenda no.1 To consider adopt minutes of the 2020 Annual General Meeting of Shareholders**

**Objectives and Reasons:**

The Company had organized the 2020 Annual General Meeting of Shareholders which held on Monday, August 3, 2020 and prepared the Minutes of the 2020 Annual General Meeting of Shareholders, submitted to the Stock Exchange of Thailand within the timeframe prescribed by laws and publicly disclosed on the Company's website [www.harn.co.th](http://www.harn.co.th), details are in the Annex 1 (page 12-31).

**Board of Directors' Opinion:**

The Minutes had been duly and accurately recorded as a result. Deemed it appropriate to propose the shareholders' meeting to certify the Minutes of the 2020 Annual General Meeting of Shareholders.

**Required Votes:** *Certified by a majority vote of the shareholders who attend the meeting and having the right to vote, 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 2020**

**Objectives and Reasons:**

The Company summarized the report relating to the business operations of the year 2020 and its significant change for the shareholders to acknowledgement. Details are in the Annex 9 (page 47): The 2020 Annual Report via 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 2020.

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

**Agenda no.3 To consider approve the Consolidated Financial Statement and Separated Financial Statements for the year ended December 31, 2020**

**Objectives and Reasons:**

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 to prepare financial statements as of the date ending the Company's accounting period for submission to the shareholders' meeting for consideration and approval.

**The Audit Committee's Opinion:**

The Audit Committee at the meeting No. 1/2021 held on February 25, 2021 has reviewed the Consolidated Financial Statement and Separated Financial Statements of the company and its subsidiary for the year ended December 31, 2020 of which were 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 Consolidated Financial Statement and Separated Financial Statements for the year ended December 31, 2020 which were audited and certified by the Auditors of the Company and reviewed by the Audit Committee. Details are in the Annex 9 (page 47): The 2020 Annual Report via QR Code (showing the 2020 Financial Statements).

**Required Votes:** *Majority votes of the shareholders who attend the meeting and having the right to vote, 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 2020 operating results****Objectives and Reasons:**

According to Section 115 and 116 of the Public Company Limited Act B.E. 2535 (1992) (as amended) and Article 43 and Article 45 of the Company's Articles of Association, the Annual General Meeting of Shareholders shall consider the appropriation allocation of profit and the payment of annual dividend and the Company has 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. Payment of such dividend is subject to the cash flows and investment plans of the Company in each year, and other requirements and considerations as determined by the Board of Directors. 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.

**Board of Directors' Opinion:**

The Company had a net profit from the operating results for the year 2020 in the Separated Financial Statements Baht 100,179,241 or representing a earnings per share at Baht 0.17 per share. After due consideration, the Board found it appropriate to propose to the Annual General Meeting of Shareholders to approve the dividend payment for the Company's operating results from January 1, 2020 to December 31, 2020 which will be paid to shareholders of total 584,500,000 shares at Baht 0.13 per share, totaling payment Baht 75,985,000 or representing a dividend payout ratio of 76.47% of 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.

Presently, the Company has its registered capital of Baht 292.25 million and has a legal reserve amounted as per the Separated Financial Statement of Baht 29.225 million. The Company's has completely the statutory reserve is equal to 10 percent of the capital stock and paid-up capital. Hence, in 2020 the Company there is will not need to consider the appropriation further allocation of profit the statutory reserve.

The Board has resolved to set the Record Date to determine the shareholders who are entitled receive the dividend payment on Monday, March 15, 2021, and set the date of dividend payment on May 14, 2021. However, the right to receive such dividend is not certain as it is subject to approval from the 2021 Annual General Meeting of Shareholders.

In this regard, the dividend payment as above will be paid from the net profit and retained earnings after deduction of corporate income tax at the rate of 20 percent, therefore, 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.

The comparison of dividend payments during the past 3 years is detailed as follows:

Dividend payment	2020	2019	2018
Interim dividend payment (Baht per share)	-	0.18	-
Annual dividend payment (Baht per share)	0.13	-	0.16
Earnings per share (Baht)	0.17	0.26	0.23
Dividend payout ratio (%)	76.47	69.23	69.57
Par Value (Baht per share)	0.50	0.50	0.50
Totaling ordinary shares (Share)	584,500,000	584,500,000	584,500,000

**Required Votes:** *Majority votes of the shareholders who attend the meeting and having the rights to vote, 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 2021**

**Objectives and Reasons:**

According to Section 70 and 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". At present, the Company's Board of Directors consist of 9 members in the year 2020, there are 3 directors who are due to retire by rotation, namely:

- |                    |               |                      |
|--------------------|---------------|----------------------|
| (1) Dr. Sothitorn  | Mallikamas    | Independent Director |
| (2) Mr. Wirat      | Sukchai       | Director             |
| (3) Mrs. Valeeratn | Chuerboonchai | Director             |

In this regard, Dr. Sothitorn Mallikamas, Independent Director, had no intention to return to be as Independent Director and all positions in the Company, in order to comply with the principles of good corporate governance and in line with the Company's corporate governance policy, to set the Independent Director shall hold the position for a continuous period of not more than 9 years.

The Company had announced on its website providing opportunity to shareholders to nominate candidate(s) with qualifications required by the Public Company Limited Act B.E. 2535 (1992) (as amended), laws governing of Securities and Stock Exchange, and the Company's corporate governance policy to be elected as Directors during October 1, 2020 to December 31, 2020. After the said time frame, there was no Director candidate nominated to the Company.

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

The Nomination and Remuneration Committee at the meeting No. 1/2021 held on February 25, 2021 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 2 directors who complete their term by rotation in 2021 for another term namely: (Details are in the Annex 2 (1)-(2) pages 32-35).



- |                    |               |                        |
|--------------------|---------------|------------------------|
| (1) Mr. Wirat      | Sukchai       | Re-elected as Director |
| (2) Mrs. Valeeratn | Chuerboonchai | Re-elected as Director |

Whereby, considered that the candidates nominated the scrutinizing process careful possess all qualifications to be a director, were fully qualified for the business of the company and is a person with knowledge and did not possess any prohibited characteristics according to the relevant regulations or laws, ability and has experience that will benefit the business of the company.

**Board of Directors' Opinion:**

The Board of Directors, excluding the Directors who have interests in this matter, was carefully consideration and screening of qualifications of nominated persons in who re-elected as directors, has is suitable to the Company's business, the Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider the appointment of 2 directors; Mr. Wirat Sukchai and Mrs. Valeeratn Chuerboonchai due to retire in 2021 was re-elected as directors for another term according to the proposal of the Nomination and Remuneration Committee. In this regard, Dr. Sothitorn Mallikamas, Independent Director, had no intention to return to be as Independent Director and all positions in the Company, in order to comply with the principles of good corporate governance and in line with the Company's corporate governance policy, to set the Independent Director shall hold the position for a continuous period of not more than 9 years.

**Required Votes:** *Majority votes of the shareholders who attend the meeting and having the right to vote, in case of a tie vote, the chairman of the meeting shall have a casting vote.*

**Agenda no.6 To consider and approve the appointment of New Director**

**Objectives and Reasons:**

To be in accordance with the Company's Articles of Association and Guidelines of The Office of The Securities and Exchange Commission (SEC), the composition of the Board of Directors, at least one-third of independent directors is required and there must not be less than 3 persons and refer to agenda no.5, Dr. Sothitorn Mallikamas, Independent Director, had no intention to return to be an Independent Director for another term due to in order to comply with the principles of good corporate governance and in line with the Company's corporate governance policy, to set the Independent Director shall hold the position for a continuous period of not more than 9 years. It results in the vacancy of 1 independent director.

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

The Nomination and Remuneration Committee at the meeting No. 1/2021 held on February 25, 2021 has conducted the nomination of directors by considering was carefully consideration and screening, which considering the individuals who possessed knowledge, competency, experiences that are suitable to the Company's business which is beneficial to the Company's business and did not possess any prohibited characteristics according to the relevant regulations or laws. Moreover, the Company also considered the independence of the independent directors in terms of performance, being able to express their opinions independently and in accordance with relevant rules, with a transparent process to build confidence of the shareholders.

In this regards, The Nomination and Remuneration Committee has considered and proposed the names of suitable candidates to the Board of Directors to consider and propose to the shareholders' meeting to approve the appointment of 1 new directors; namely, Mr. Prasert Deejongkit as an Independent Director and Audit Committee (Details are in the Annex 3 page 36-37), he is fully qualify for the position of independent director as defined in applicable laws and in accordance with the qualifications of the independent directors determined by the Company (Details are in the Annex 5 page 40), and who possessed knowledge, competency, experiences which is beneficial to the Company's business well as being able to opinions independently and in accordance with the relevant rules and laws.

**Board of Directors' Opinion:**

The Board of Directors, carefully consideration and screening has agreed with the proposal of Nomination and Remuneration Committee, found it appropriate to propose to the AGM to approve the appointment of new director; Mr. Prasert Deejongkit to be an Independent Director and Audit Committee in place of the vacant position, In this regard, considered that the candidates nominated the scrutinizing process careful possess all qualifications to be an independent director, he is qualified for the business of the company and is a person with knowledge, ability and experience that will benefit the business and did not possess any prohibited characteristics according to the relevant regulations or laws and who possessed knowledge, competency, experiences which is beneficial to the Company's business and Shareholders well as being able to opinions independently and in accordance with the relevant rules and laws, has qualifications according to the definition of independent directors as stipulated by the Capital Market Supervisory Board regarding shareholding.

**Required Votes:** *Majority votes* of the shareholders who attend the meeting and having the right to vote, in case of a tie vote, the chairman of the meeting shall have a casting vote.

**Agenda no.7 To consider approve the 2021 remuneration for Board of Director and Board-Committees****Objectives and Reasons:**

According to Section 90 of the Public Company Limited Act B.E. 2535 (1992) (as amended) and Article 23 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 by not less than two-thirds (2/3) of the total number of vote of the shareholders attending the meeting and having the right to vote.

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

The Nomination and Remuneration Committee at the meeting No. 1/2021 held on February 25, 2021 carefully considered the 2021 (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.

In 2021, considered determined the compensation of the directors by adhering to the directors' remuneration policy of the Company and comparing the remuneration with the average remuneration rate of other listed and the organizations in the same industry, based on the survey report of the directors remuneration of the listed companied prepared by the Thai Institute of Directors and opines that it is appropriate to propose for the amendment of monthly remuneration and meeting allowance for Board of Director and Board-Committees to be within the average criteria of the same industry. The detail as follows:

Types of Remuneration	2021 (Current Proposal)	Compared with year 2020
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 2 days a week)	Baht 80,000 /month	Baht 120,000 /month

Types of Remuneration	2021 (Current Proposal)	Compared with year 2020
2. Meeting allowance : Directors / Audit Committee		
- Chairman	Baht 20,000 /meeting	Baht 15,000 /meeting
- Director	Baht 15,000 /meeting	Baht 10,000 /meeting
3. Meeting allowance : 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
4. Bonuses	None	None
5. 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.

#### Board of Directors' Opinion:

The Board of Directors, carefully consideration and screening remuneration for Board of Director and Board-Committees, agreed with the Nomination and Remuneration Committee proposal who consider the directors' remuneration payment based on the appropriateness of the scope of duties and responsibilities of each Committee, the director's knowledge, competency, experience and performance under current circumstances and the comparison to the reference data of the same industry. The Board of Directors, therefore, deems it appropriate to propose the Annual General Meeting of Shareholders to consider and approve the change of monthly remuneration and meeting allowance for Board of Director and Board-Committees of the year 2021 (current proposal is effective from May 1, 2021) to be at the average rate of the same type of industry in order to support the performance of the Board of Directors and to create added value to the Company sustainably.

Required Votes: *Not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting and having the right to vote. Without counting the portion of shareholders who have an interest.*

#### **Agenda no.8 To consider approve the 2021 Annual Appointment of Auditors and Determination of their Remuneration**

##### Objectives and Reasons:

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.1/2021 held on February 25, 2021 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 Dharmniti Auditing Co., Ltd. As the responsible auditor of from Dharmniti Auditing Co., Ltd., Mr.Thanawut Piboonsawat who signed the Company's 2020 financial statements showed good performance as auditors. The Audit Committee also proposed the annual audit fee and quarterly review fee amounting to Baht 1,448,000 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 2020 amounting to Baht 42,000 or accounted 2.99%.

**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 the same auditor with one subsidiary company (Aiyaraham Co.,Ltd.) , 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 2021 financial statements.

1. Mr.Thanawut Piboonsawat                      Certified Public Accountant Registration No.6699  
Auditing during the past 7 year: 4 Years (2017 to 2020), 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 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 2021 and quarterly review (current proposal) which is illustrated in the table below:

Change	2021 (Current Proposal)	Compared with year 2020	Change
1. Audit Fee - Annual audit fee and quarterly review fee	1,448,000	1,406,000	increase by 42,000 Baht or 2.99%
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 -

**Required Votes:** *Majority votes of the shareholders who attend the meeting and having the right to vote, in case of a tie vote, the chairman of the meeting shall have a casting vote.*

## Agenda no.9 Other matters (if any)

The Company is well aware of and concerned over the risk of the infection of COVID-19 at the shareholders' meeting as well as the health and safety of the meeting attendants, due to the seat limitation from social distancing measure, requests for Shareholders' cooperation to grant a proxy to the Company's Independent Director instead of attending the Meeting in person. The Company set to the Company's Independent Directors, namely Mr. Thakol Nunthirapakorn, Miss Voranuch Supaibulpipat (Details are in the Annex 4 page 38-39), to attend and vote at the Meeting on your behalf by sending a proxy form B (Attachment 2), including the evidencing documents send to the Company within Friday, April 16, 2021, who wish to attend the meeting in person, kindly asks to study and strictly comply with the precautionary measures and guidelines indicated in page 2-3. However, to facilitate the shareholders, The Company provide shuttle service, park at the back of the KPN Building, Rama 9 Road form 11.00 am.

For the shareholders wishing request the 2020 Annual Report (Thai Version), please indicate in the 2020 Annual Report request form (Details are in the Annex 10 page 48) or if any Shareholders would like the Company to give explanation for the issues relating to this proposed agenda at this time, the form can be downloaded on the company's website ([www.harn.co.th/Investor Relations/Shareholder's Information/ Shareholder's Meeting](http://www.harn.co.th/Investor%20Relations/Shareholder's%20Information/Shareholder's%20Meeting)) and question be sent in advance by Friday, April 16, 2021 at to Corporate Governance Division, Email: [varinkan.t@harn.co.th](mailto:varinkan.t@harn.co.th) and [wasukan.b@harn.co.th](mailto:wasukan.b@harn.co.th) or Tel.+66(2) 318 9744 ext.4003, 4011, Fax.+66(2) 318 9744 ext.4000

On the meeting date, the Company will open for shareholders and/or proxies' registration and verify the relevant documents in support of the proxy forms at 12.00 hours on wards. The Company requests cooperation on the Registration, the Granting of Proxies and Required Documents to be Presented on the Meeting Date (Details are in the Annex 7-8 page 44-46) for the convenience of the registration process, the shareholders and/or proxies are requested to bring in the Notification of Meeting (Attachment 1) and the Proxy Form B. (Attachment 2) for registration on the meeting date. In case many attendants are present at the same time, there may be delay in screening and registration process. The Company hereby apologizes for any inconvenience that may arise.

Please be informed accordingly.

Sincerely yours,



Mr. Thakol Nunthirapakorn  
Chairman





### Minutes of the 2020 Annual General Meeting of Shareholders

#### Harn Engineering Solutions Public Company Limited

**Date and time:** Meeting was held on Monday 3<sup>rd</sup> of August 2020 at 14.00 hrs.

**Venue:** Parichart Room, 3<sup>rd</sup> Floor, Golden Tulip Sovereign Hotel Bangkok  
No. 92 Soi Saengcham, Rama 9 Road, Bangkapi 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 Chief Operating Officer, 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 common shares. There were altogether 155 shareholders attending the meeting in person and by proxy, holding shares in an aggregate number of 414,525,148 shares, representing 70.9196% of the total shares sold, divided into: 31 shareholders attending in person, holding 298,137,527 shares and 124 attending by proxy, holding 116,387,621 shares. 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 2020 Annual General Meeting of Shareholders 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. Miss Voranuch Supaibulpipat  | Independent Director, Chairperson of the Nomination and Remuneration Committee and Member of Audit Committee  |
| 3. Mr. Sothitorn Mallikamas     | Independent Director, Member of the Nomination and Remuneration Committee and Member of Audit Committee   |
| 4. 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 and Refrigeration System |
| 5. Mr. Thammanoon Tripetchr     | Director, Member of the Executive Committee, Member of the Risk Management Committee and Managing Director: Digital Printing System   |
| 6. Mr. Jain Charnnarong         | Director and Member of the Executive Committee  |
| 7. Mrs. Sirima Iamsakulrat      | Director and Member of the Nomination and Remuneration Committee  |
| 8. Mrs. Valeeratn Chuerboonchai | Director  |
| 9. Mr. Parkphum Wongpaitoon     | Director  |

Due to Mr. Supot Tiarawut resigned from being the Independent Director and Chairman of Risk Management Committee with effective from January 1, 2020 resulting in the number of Directors changed from 10 to 9 persons fortunately. The remaining number of Directors are adequate to manage the company hence the company does 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 9 Board of Directors attending the meeting and accounted as 100 percent of all total The Board of Directors.

Directors Absent from the Meeting

- None -

## Annex 1 | Consideration of Agenda 1

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

- |                              |         |
|------------------------------|---------|
| 1. Mr. Thanawut Piboonsawat  | Auditor |
| 2. Ms. Duangkaew Sriwongthai | Auditor |

Executives Attending the Meeting

- |                                      |  |
|--------------------------------------|--|
| 1. Mr. Wisit Wachiralappaitoon       | Chief Financial Officer  |
| 2. Mrs. Varinkan Teraumranon         | Chief Operating Officer and Company Secretary  |
| 3. Mr. Rattanaphan Mukhariwattananon | Sales Director: Fire Protection System, Air Conditioning and Sanitary                |
| 4. Mr. Pracha Phromphornchai         | Project Sales Director: Fire Protection System, Air Conditioning and Sanitary        |
| 5. Mr. Suchat Suwatnodom             | Petrochemicals Sales Director: Fire Protection System, Air Conditioning and Sanitary |
| 6. Mr. Kittiphong Kittimathaveenan   | Sales Director: Refrigeration System   |
| 7. Mr. Vachiravit Akaraseranee       | Project Sales Director: Refrigeration System   |
| 8. Mr. Pongsawat Penglengpol         | Sales Special Products Director: Digital Printing System                             |

The secretary to the meeting then informed the Meeting that the Company had postponed 2020 Annual General Meeting of Shareholders previously set on April 24, 2020 following the COVID-19 outbreak; and when the pandemic situation improved to some extent, It was therefore considered appropriate to arrange the AGM by trying to establish measures and guidelines to minimize the risk of infection in accordance with the announcement of the government authorities. Such measures and guidelines had already been informed to all shareholders in advance in the Meeting invitation and on the Company's website. The Company had carried out all those action plans solely for the shareholders' benefits while trying to facilitate shareholders' utmost participation and the current situation, still cannot be trusted about the spread of the COVID-19. Therefore, to the safety and health of the meeting attendants and requested for the shareholders' cooperation to follow instructions and measures and apologized for any delay and inconvenience during the meeting.

The secretary to the meeting informed 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 to December 31, 2019 after the said period it has turned out that no shareholder has proposed any other matters to the Company.

2. The Company giving opportunity for shareholders provides Shareholders with more channel for submitting written questions relating in advance via Email: [varinkan.t@harn.co.th](mailto:varinkan.t@harn.co.th) or [wasukan.b@harn.co.th](mailto:wasukan.b@harn.co.th), within Friday, July 24, 2020, 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 two person, namely Mr.Thakol Nunthirapakorn Age 74 Yrs., Mr.Sothitorn Mallikamas Age 57 Yrs., which has no special interests that are different from other directors, Details appear in brief history as attached in Annex 3 (1)-(2) pages 40-41 in Invitation of AGM.

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.

5. The meeting shall consider on each agenda item in the order as indicated in the invitation notice, with presentation of relevant information to the meeting and giving opportunity the shareholder to raise questions and comments before the voting process. And to prevent the risk of the spread of COVID-19, shareholders or proxies who wished to comment or ask questions in each agenda, please wait until the Chairman or the person assigned by him has completely presented details of such item, and then raise hand so that ask questions, were requested to write on prepared agenda question form and fill in full name, with choose as a shareholder or proxy and submit to the Company staff for the Board of Directors or executives to give answers or clarifications. Any question not relating to the agenda item in discussion must be raised in Agenda no. 10 Consider 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 having the right to vote at the meeting and the abstentions from voting shall also be counted in the vote casting base, comprising Agenda no. 1, 3, 4, 6, 8 and 10, except for Agenda no. 2 and 5: Is an agenda for acknowledgment would not require voting, and Agenda no. 7: 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 no. 9: 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 no. 6 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, The Secretary to the meeting invited one volunteer from shareholders or proxies to be witnesses in the vote counting in the meeting and invited to sit with the Company's staff to the vote counting desk. Which the staff will advise the process of recording votes, so that understand and check with confidence., Mrs. Suntree Ketprayoon, a shareholder, volunteering from the shareholders, were to be witnesses in the vote counting in the meeting.

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 proceeded the meeting with the agenda as follow:

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

The Secretary to the meeting informed the meeting that The Company had organized The 2019 Annual General Meeting of Shareholders which held on Thursday, April 25, 2019 and the minutes had been prepared within 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 details are in the Annex 1 (pages 12-31) in Invitation of AGM.

The Secretary to the meeting invited the shareholders or proxies to question and comment by writing on provided question form, on this agenda item. No questions or comments were raised by any shareholder, the Secretary to the meeting requested the shareholders or proxies to consider the resolution for this agenda.

**Resolution** The meeting has passed the resolution to adopted minutes of the 2019 Annual General Meeting of Shareholders held on April 25, 2019, by the majority votes of the shareholders who attend the meeting and having the right, result as follows:

Voting	Number of votes (votes)	As %
Approved	415,035,815	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total (162 shareholders)	415,035,815	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 7 additional shareholders, holding 510,667 shares, registering to attend the meeting.

**Agenda no 2** To acknowledge the Company's operating results for the year 2019

The Secretary to the meeting informed the meeting that the Company had prepared report of operating results for the year 2019, as attached in Annex 8 The 2019 Annual Report in QR Code format in Invitation of AGM pages 50, and the Company has prepared and The 2019 annual report in Thai book from, to facilitate shareholders and proxies, Can be obtained from the Company staff on document-checking points, Then, the Secretary to the meeting assigned Mr. Wirat Sukchai, Chief Executive Officer, to present the details of this agenda to the meeting.

Mr. Wirat Sukchai, explaining 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.
- 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.

Regarding the overall image, the Company has been in operation for more than 50 years and became a listed company on the Market for Alternative Investment (MAI) in 2014, thereafter the Company was merged and the registered capital was increased from 175 million Baht to 292.25 million Baht. In 2017, the Company realized the importance of good corporate governance, where the Company decided to participate in the declaration of intent as a Collective Action Coalition (CAC) of the Thai private sector to combat corruption and was certified as a member of Collective Action Coalition in 2018. In 2019, the Company's digital printing system business expanded to the neighboring countries with the opening of a subsidiary company in Vietnam in July 2019, which was in accordance with the Company's targeted vision.

The company has four business units as follows:

1. Fire Suppression System Products and Firefighting System Installation Services: 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 and Sanitary System Products: 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. Currently, there are not many varieties of products available, however, during the past 5 years more products have been added such as copper pipes, valve sensor and various unit measuring equipment etc.
3. Refrigeration System Products: To be leader of cooling equipment distributor and leader of advanced and practical design of cooling systems and consultancy service. This is considered as the first product of the Company since the establishment.
4. Digital Printing System Products and Biological 3D Med Printing System: Engineering solutions provider of “Digital Printing System” Include 3D Printing System. “Digital Printing System”, including 3D printing system, in which the business has expanded to the neighboring countries, as well as expiration date printer. Today, there is also a distribution of 3D and digital printing machines.

Regarding organizational strategies and directions, the Company has set a revenue growth target of sales and service in 2020 at approximately 1,568 million Baht, which is calculated as 14.73% growth compared to 2019, whereby as of 31 December 2019, there was a backlog order at a total value of 359.83 million Baht, and by the end of 31<sup>st</sup> March 2020, the Company's backlog order was increased to 408.41 million Baht.

In this regard, in operate the business the Company have planned the business strategy and direction to respond to customers, employees, shareholders and stakeholders as follows:



- |               |  |
|---------------|--|
| Customer      | <ul style="list-style-type: none"> <li>▶ Creating Brand awareness in products and organizations</li> <li>▶ Be a leader in innovative products and environmentally friendly products.</li> <li>▶ Develop a comprehensive solution and service / add value to products sold</li> <li>▶ Develop knowledge sharing project through various articles</li> <li>▶ Continuously improve the work system and business management process</li> <li>▶ Use sophisticated IT technology and management</li> </ul> |
| Employees     | <ul style="list-style-type: none"> <li>▶ Create leaders and middle management to be sufficient for future succession</li> <li>▶ HRD development project that creates corporate culture along with employee engagement</li> <li>▶ Create knowledge and learning organization, at present the company has created KM for employees to study and learn about the products sold.</li> </ul>  |
| Shareholders  | <ul style="list-style-type: none"> <li>▶ Maintain a steady financial position alongside the operational results to be ready for the business expansion.</li> <li>▶ Create a business expansion with new products or sales channels</li> <li>▶ Maintain sales growth and net profit</li> </ul>  |
| Stakeholders' | <ul style="list-style-type: none"> <li>▶ Sustainable strategies</li> </ul>   |

Moreover, Also focus on how to addition to the customer base, by the company uses inbound marketing in two-way communication via channels Facebook or website, as well as establishing the Customers Relationship Management (CRM) system, including product shipping system to meet the customers' needs. Moreover, Internet of Things technology is being encouraged to further develop all product groups to increase the efficiency and quality of the product for better and prepare Smart Building for manage the energy consumption in the building to be the most cost effective, by using digital technology, including the product sale to the medical profession using 3D printing technology with its name changed to 3DMed.

In 2019, the company has brought the advantage of using IoT technology or digital technology to developing Digital System Products by using application called "TelePrint" to monitor the operation of the digital printer and develop to Refrigeration system Products by using application called "TeleChill" to monitor the operation of the cold room system, to be able to purchase defective equipment or source maintenance engineers in advance. Additionally, another pride of the Company is having received supportive funds for the 3D Med project – the printing of organ models with advanced 3D printing technology to help diagnose and plan for effective treatments – from the National Innovative Agency (Pubic Organization) in the form of technology-to-capital in 2018 in which the completed work was handed over at the end of 2019. Furthermore, the Company is focusing on expansion into after sales service businesses as the Company sees that service is an important factor which can create growth in both revenue and profits. Therefore, more service teams have been added under the fire extinguishing system, air condition and sanitation, in providing knowledge and advice, including product quality inspection and maintenance for the customers.

For 2020, the Company plans to relocate the office around September, which will be a building for engineering system learning by using Internet of Things technology and, in addition, the Green Building Award will also help in energy saving. Furthermore, in order to grow innovation in providing sustainable service solutions for engineering systems, according to the Company's vision, the Company has joined hands with Ayarafun Group in signing a joint venture agreement for the development of the Internet of Things system to provide smart building development services under the name "Ayara-Harn" recently on 24<sup>th</sup> June.

The Company realizes the importance of corporate governance, hence participated in the declaration as a member of the Private Sector Collective Action Coalition Against Corruption (CAC) and certified as a project member the Thai Private Sector Collective Action Coalition Against Corruption (CAC) on November 5, 2018. In 2019, the company have the review information, understanding, and create awareness of corporate

governance, anti-corruption measures for all employees, executives, and director. The Company's determination in the implementation has led to the Company being announced as 1 of the 20 companies the Thaipat Institute has selected as the ESG Emerging List of Sustainable Way companies, based on the Company's information that the operation regarding Environment, Social and Governance (ESG), which has been initiated or is in the implementation process, has an opportunity to create higher returns to the investors in the long run. Then, assigned Mr. Wisit Wachiralappaatoon, Chief financial officer, to present the details Management Discussion and Analysis (MD&A) for the shareholders to comprehend, the Company's 2019 performance to the meeting.

Mr. Wisit Wachiralappaatoon, explaining that, The revenue structure in 2019 comparing to year 2018, it can be clearly seen that the proportion of revenue of each product is similar which the Fire Suppression System Products and Firefighting System Installation Services are still on the top ranking main income accounted for 46.21 percent, Digital Printing System Products with revenue of 27.24 percent, Refrigeration System Products with revenue of 18.80 percent and Air-Conditioning and Sanitary System Products Including Other Income with revenue of 7.75 percent, respectively, when compared with the total revenue. Moreover, Overview of business operations and significant changes, that is:

The Company registered an establishment of a subsidiary company in Vietnam whereby the Company holds shares in the subsidiary company at a ratio of 100% of the registered capital which leads to the Company having to present the financial statements in the form of separated and consolidated financial statements. However, the criteria for preparing the consolidated financial statements, the intercompany transactions between the Company and the subsidiary company must be eliminated entirely in order not to count the duplicate financial status and operating results. The consolidated financial statements show the financial status and operating results of a business group more clearly than the separated financial statements. Therefore, the financial information which will be presented in the next agenda shall mainly refer to the numbers in the consolidated financial statements.

The impact from the modification of accounting standards which will be newly enforced, that is TFRS 15, Revenue from Contracts with Customers will result in a slight change in the Company's accounting revenue recognition process. However, in accordance with the new accounting standards, accounting principles on revenue recognition have been established to reflect the transfer of control of goods or services arising from a contract to a customer, where the components of the income must be considered whether any parts are separated, in order to establish standards in the process and details of the revenue recognition and to be able to be compared with other companies that are exercising the same accounting standards. However, the Company has been aware of the modification of the aforementioned accounting standards in advance, and has therefore been improving the accounting principles since 2018 to be as close as possible to the standards which will be enforced so that there is no need to make a retroactive adjustments or modifications and thus the financial information of 2019 and 2018 can be clearly compared. However, in regard to the accounting standard on the calculation of employees' benefits (TAS19), which has been adopted for a certain period of time, in 2019 there has been an amendment in Labor Protection Law by stipulating that employees who have been in service for 20 consecutive years or more are entitled to receive compensation equal to the final rate of wages to 400 days from the previous 300 days, affecting the Company's financial statements. Therefore, the recognition of employee benefit obligations has been revised to increase in 2019.

The Secretary to the meeting invited the shareholders or proxies to question and comment by writing on provided question form. On this agenda item.

- **Mr. Paisan Wuttibanchon, a shareholder attending in person, raised four question below:**

No. 1. What is the Company's growth plan or business opportunities in the next 3 – 5 years?

Answer Mr. Wirat Sukchai, Chief Executive Officer, explained that the Company has prepared growth plans separated by each business unit, for example the business unit of the fire extinguishing and air conditioning system shall begin with selling more to contractors and expand into the Petrochemicals business group.

Regarding the cooling system business unit, there will be additional sales in the modern trade group and assembling the iCDU, including searching for new business markets. Although in the past 3 years the condition of the economy has not been favorable, the Company has been able to achieve growth both in revenue and profits continuously every year. However, with the present situation of the spread of COVID-19, the economic news must therefore be followed closely in order to analyze the impact that may occur to the business of the Company. In this regard, the shareholders are able to follow additional information on the performance results and the Company's business approach through the Opportunity Day which the Stock Exchange of Thailand organizes on a quarterly basis.

No. 2. How much does the company expect the digital printing system to grow per year? What percentage?

Answer Mr. Thammanoon Tripetch, Managing Director: Digital Printing Business, explained that from the question, he understands that the focus will be on digital printing, in which printing in the digital system is a technology that prints product labels with the Inkjet UV printer system. Currently, there is a customer who install the machines in Thailand which is a company that produces and sells product labels; therefore, we view that digital printing system has a high growth potential which will mainly derive from selling the printing machines, consumables (toner), services, including maintenance and spare parts. Nowadays, there is a large number of printing houses which have potential to invest in the digital inkjet UV printing system, whereby in the past, there had been sales on inkjet UV printing machines at a total of 1 piece, including sales of consumables (toner), at a total of approximately 30 million Baht. It is expected that in the following years there will be more and more printers sold every year, in which every printer sold will generate revenue from the sale of consumables (toner) and maintenance.

No. 3. What kind of business is the subsidiary company in Vietnam in? What is the market condition and competition in Vietnam?

Answer Mr. Thammanoon Tripetch, Managing Director: Digital Printing Business, explained that the subsidiary company in Vietnam has been established to distribute and provide digital printer services, the printers are for printing product labels with digital technology. We see that Vietnam is a potential market by looking at the country's economic structure. Vietnam has a population of 100 million people approximately; it is a country with high value production and export activities. From surveying the market, the Company is considered as the first company to establish and distribute digital printers. The challenge is to convince the business operators to decide to invest in a digital printer. As for the industrial structure in Vietnam, there are already dozens of business operators who are printing houses for product labels; however, we still see that there is a growth opportunity for digital printers in the Vietnamese market.

No. 4. Does the Company expect to reduce its revenue forecast in 2020, or will it remain the same?

Answer Mr. Wirat Sukchai, Chief Executive Officer, explained that the 2020 revenue growth target was set at the end of 2019, which currently we are still reviewing the impact level of COVID-19 on our Company, which in the past, there may have been some effect from the customer's delaying or stopping the delivery; however, currently there are no adjustments in the target. With the type of business of the Company, in the past 3–4 years, the revenue towards the end of the year would be higher than other quarters. However, we have to take into consideration the impacts in Q2/2020. In this regard, from the announcement of the results of Q1/2020 at the Opportunity Day, it can be seen that there was a slight reduction in the Company's sales, but the profits were higher when compared with the same quarter of the previous year.

- Mr. Somkiat Pratummin, a shareholder attending in person, raised one question below:

No 1. How confident is the Company that it will be able to generate revenue to meet the target of 2020? As we see that the growth target is quite high compared to the historical data for the past 3 years.

Answer Mr. Wirat Sukchai, Chief Executive Officer, explained that normally the Company will set a challenging growth target. If considering the past several years, the Company would achieve a growth rate that is close to the set target. If the spread of COVID-19 had not occurred this year, we would be confident of an opportunity to grow according to the set target. However, at the end of 2019, there were still higher backlog orders than the past several years which shows that as the Company has an increase in backlog orders, it will have a greater timeframe for delivering products than ever before. However, it cannot be certain that in 2020 the deliveries can be made according to the schedule because the impacts on many parts of the Company have to be considered, including the swiftness of the recovery of the customer groups, which remains a challenge for the Company as well.

No person wished to question and comment, the Secretary to the meeting informed that, as this agenda item was for acknowledgment, no voting was required and requested the meeting to acknowledge the Company's operating results for the year 2019.

Resolution The meeting acknowledged 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**

The Secretary to the meeting assigned Mr. Wisit Wachiralappaatoon, Chief financial officer, to present the details of this agenda to the meeting.

Mr. Wisit Wachiralappaatoon, explaining 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 Separated Financial Statements and Consolidated Financial Statement for the year ending on 31 December 2019, 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 audit report that the Separated Financial Statements and Consolidated Financial Statements present financial position, financial performance and cash flow correctly as it should be in significance according to financial reporting standards.

Thus, found it appropriate to propose to the meeting to approve the Separated Financial Statements and Consolidated Financial Statement for the year ending on 31 December 2019. Details are in the Annex 8 The 2019 Annual Report showing the 2019 Financial Statements in created in the QR Code page 50 in Invitation of AGM, which can be obtained The 2019 annual report in Thai book from the Company staff, summarized as follows;

In 2019, the Company had total sales and service income of 1,366.88 million Baht, an increase of 1,344.3 million Baht from 2018, and when compared with the past 2–3 years, the Company had a gross profit margin calculated at 30.2%, 30.73% and 30.59% respectively when compared with revenue from sales and service which shows that the Company has the ability to maintain increased gross profit margin from being experts in products and services of 4 business units and related to the foreign exchange rate. As in 2019, there was the strength of the Baht when compared to foreign currencies in the past 2–3 years and with the Company's

business operations is the import of goods from abroad representing approximately 70% of the total purchase amount, the appreciation of the Baht has resulted in the lower cost of imports for the Company. In addition, the Company has a credit facility of approximately 600 million Baht with the bank which enables the Company to reserve the foreign exchange rate during the time the currency is beneficial to the Company, thus reducing the exchange rate risk. Another factor is that there is a stock of products to support the sales for more than 3 months, which can partially slow down the exchange rate risk. However, if the Baht value continues to depreciate, the Company still has a period to adjust its offering of higher selling prices to reflect the actual cost of importing with the depreciation of the Baht. However, with the responsibility as the Chief Financial Officer, he is primarily aware of the foreign exchange risk by devoting resources in auditing and prevention in order to mitigate any potential risks in order to maintain a healthy gross profit margin. According to the revenue structure information presented in the past agenda, it can be seen that other income in 2019 has increased, partly from foreign exchange gains that are recognized as other income as well.

For selling and administrative expenses, looking at the past 3–4 years, there has been a percentage of SG&A or selling and administrative expenses compared with total income, which is between 18.5%–19%, which is considered that the Company is able to maintain expenses within acceptable levels amidst rising costs from external factors such as negative economic conditions, trade war or delaying private investments, and the Company is still able to maintain its growth even if it is below the target set.

Regarding profit before interest, income tax, depreciation and amortization (EBITDA) is a measure of cash flow, excluding the depreciation of various accounting and tax expenses. It is a measure of profitability in cash. The Company has increased EBITDA in 2017–2019, achieving 192.1 million Baht, 198.8 million Baht and 218.6 million Baht, respectively. When compared with total income, this accounted for a 15.68% profit margin in 2019. However, the Company does not borrow short-term and long-term loans from banks, resulting in no financial costs. Regarding net profit and profit margin when compared with total income in 2019, it was 149.6 million Baht, or 10.73%, an increase when compared to the average 2017–2018 data, accounting for 9.9%.

The return on assets, or ROA, is the financial ratio between net income and total assets; from 2017–2019 data, they have a similar average of 11.2%–11.9% when compared to the beginning and end of the year assets on average. Regarding the return on equity, ROE, from 2017–2019 data, the average is between 10.8%–11.4% when compared to the total number of shareholders' equity. This shows that the Company is able to maintain similar profitability for both ROA and ROE, due to the Company not borrowing neither short-term nor long-term loans from banks. Therefore, the rate of return remains the same.

The components of financial statements, according to the accounting policy, consists of assets, liabilities and shareholders' equity. From the data of 2017–2019, there were liabilities between 242.6 and 281.4 million Baht, which shows that the Company owes little debt. If considering debt to equity ratio or D/E ratio, the average is 0.20–0.22 times, which is a very low proportion whether compared with companies in the same industry or any companies outside of the industry. However, due to the new accounting standard, TFRS 16, regarding the lease agreement which will be enforced in 2020, it will affect the accounting for liabilities and assets as it will be different from before. This is because the Company, that is a lessee, is required to record all long-term lease in the financial statements, without classifying the lease as an operating lease or finance lease as with TAS 17 in the previous accounting method, which may have an impact on some D/E ratio. Nevertheless, from preliminary estimates, the trend of the D/E ratio of the Company may increase to approximately 0.30 times, which is a low rate compared to the same industry or other companies in the stock market.

The statement of cash flow divided into three activities as, Operating activities, investing activities, financing activities as follow:



1. Operating activities in 2019, Net profit was 149.62 million Baht, an increase from 2018, resulting in an increase in cash from operating activities as well. However, when the profit is increased, there will be an increase in financial costs and income tax expenses according to the normal situation. Adjustments and changes in working capital consist of 3 main items including trade receivables, inventory and trade payables from the backlog order. The Company has to prepare products to support delivery to the customers, and, as a result, the change in working capital has a slightly reduced proportion of cash flows in operating activities, which is a temporary condition. However, the cash flow of operating activities is still higher than the net profit. It shows that the Company has a fairly efficient cash flow and working capital management.

2. Investing activities in 2019, The Company has purchased fixed assets such as buildings, property and various equipment at approximately 7.24 million Baht and has sold temporary investments, which use the money from the excess liquidity to find the returns in a form of interests or profits from investment. When compared with 2018, the Company has purchased investment properties, which are the warehouses, at approximately 117 million Baht, which is a factor that shows that in 2019 the Company has other increased income from renting the warehouses at approximately 10 million Baht. This is the result of investments in 2018 that increase the cash flow on investment activities in 2019.

3. Financing activities, As the Company does not borrow money, there is only one dividend payment item.

In 2019, the Company was able to increase its net cash flow to 97.84 million Baht, compared to the negative of 2018, with approximately 12.65 million Baht from the investment in warehouses.

The Secretary to the meeting then invited the shareholders or proxies to question and comment by writing on provided question form, on this agenda item.

- **Mr. Paisan Wuttibanchon, a shareholder attending in person, raised four question below:**

No 1. I see that the Company has used some parts of the operating cash flow to invest in warehouses for rent; therefore, I would like to suggest if it would be more beneficial if the remaining operating cash flow is used in treasury shares as an investment for the Company to earn higher profit per share which would benefit the shareholders, and is considered as a better practice than purchasing real estate or investing in debt securities which offer lower returns. Additionally, this may reduce obligations and increase liquidity.

Answer Mr. Wirat Sukchai, Chief Executive Officer, thanked the shareholder and explained that the mentioned suggestion shall be proposed to the Company Board of Directors in order to be further considered. However, the main reason that the Company did not initiate treasury stock program is because the Company's shares are not very liquid and may result in less stock rotation.

No 2. The Company's working capital of approximately 600 million Baht per year, from which business does the main proportion derive from? Which businesses have a higher proportion of trade receivables and inventory?

Answer Mr. Wisit Wachiralappaitoon, Chief Financial Officer, explained that regarding the amount of 600 million Baht, the report may not have been done clearly which causes the shareholders to misunderstand that it is the Company's working capital. As a matter of fact, it is the limit that the Company has with a bank in foreign currency trading, by making a foreign currency forward contract with the bank, of which average imports each year is approximately 600–700 million Baht. In the overall business, if any business unit has high revenue, the proportion of accounts receivable and inventory is likely to be higher as well. According to the income structure, fire extinguishing system products have a higher income proportion and longer credit terms from 30–90 days because they are sold through a group of contractors. However, in regard to digital printing system products, the credit terms are shorter as they are sold to a group of customers who are end users and industrial factories.

**No 3.** How much will the depreciation from using the new office increase per year?

**Answer** Mr. Wisit Wachiralappaitoon, Chief Financial Officer, explained that as impacts on financial statements are not yet visible due to the modification of accounting standards TFRS 16 regarding lease agreement, which shall be enforced in 2020. However, based on the new criteria of TFRS 16 that is when the Company is a lessee, the leased property must be recognized according to the value of the long-term lease and to gradually depreciated according to the lease term. In addition, interest payments are recognized and the liabilities are gradually reduced according to the payment period. However, the perception of each accounting period may be different; therefore, it cannot be concluded that depreciation will affect the Company's expenses, and at what value. If there is clear information, it shall be presented to the shareholders for acknowledgement.

**No 4.** How much budget did the Company spend on building the new office?

**Answer** Mr. Wirat Sukchai, Chief Executive Office, explained that the Company's new office building is entirely rented, and not self-invested. There is some additional investment in some parts which are related to the building's systems such as the Internet of Things technology system and various office supplies.

No person wished to question and comment, the Secretary to the meeting requested the shareholders or proxies to consider the resolution for this agenda.

**Resolution** The meeting has passed the resolution to approved the separated financial statements and consolidated financial statement for the year ended 31 December 2019, by the majority vote of the shareholders who attend the meeting and having the right, result as follows:

Voting	Number of votes (votes)	As %
Approved	415,035,913	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total (163 shareholders)	415,035,913	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 1 additional shareholders, holding 98 shares, registering to attend the meeting.

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

The Secretary to the meeting assigned Mr. Wisit Wachiralappaitoon, Chief financial officer, to present the details of this agenda to the meeting.

Mr. Wisit Wachiralappaitoon, explaining that, According to Section 116 of the Public Company Limited Act B.E. 2535 (1992) (as amended) 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 for submission to the shareholders' meeting for consideration and approval.

The Company's operating results from the January 1 to December 31, 2019, The Company had a net profit of year 2019 in the Separated 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 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% of the registered and paid-up capital.

The Secretary to the meeting then invited the shareholders or proxies to question and comment by writing on provided question form, on this agenda item, no person wished to do so, the Secretary to the meeting requested the shareholders or proxies to consider the resolution for this agenda.

**Resolution** The meeting has passed the resolution to approve appropriated to the statutory reserve 5% of the 2019 annual net profit the statutory reserve totaling amount Baht 2,156,169, by the majority vote of the shareholders who attend the meeting and having the right, result as follows:

Voting	Number of votes (votes)	As %
Approved	415,035,913	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total (163 shareholders)	415,035,913	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 the acknowledge the 2019 payment of interim dividend

The Secretary to the meeting assigned Mr. Wisit Wachiralappaitoon, Chief financial officer, to present the details of this agenda to the meeting.

Mr. Wisit Wachiralappaitoon, explaining that, According to Section 115 of the Public Company Limited Act B.E. 2535 (1992) (as amended) and Article 43 and 44 of the Company's Articles of Association, the Annual General Meeting of Shareholders shall consider the payment of annual dividend and the Board of Directors may pay interim dividend to the shareholders from time to time if it deems that the Company has sufficient profits to justify such payment. After the interim dividend has been paid, the matter shall be reported to the shareholders at the next shareholders' meeting. 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.

The company has a net profit from the operating results of the year 2019 with reference to the separated financial statements of Baht 150,591,499 which was equivalent to net profit Baht 0.26 per share. However, at the Board of Directors meeting No. 3/2020, held on April 16, 2020, approved the 2019 payment of Interim Dividend in replacement of the annual dividend payment to avoid the impact on shareholders following the postponement of AGM due to the circumstance of the outbreak of COVID-19 and no additional dividends shall be paid for the Operating Results in the year 2019.

Therefore, the Board of Director found it appropriate to propose to the meeting to acknowledge the Interim Dividends Payment for the Company's operating results from the January 1 2019 to December 31, 2019 a rate of Baht 0.18 per share, totaling amount Baht 105,210,000 or representing a dividend payment ratio of 69.23% of total net profit, which was paid to the shareholders on Friday, May 15, 2020. 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.

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 then invited the shareholders or proxies to question and comment by writing on provided question form, on this agenda item, no person wished to question and comment, the Secretary to the meeting informed that, as this agenda item was for acknowledgment, no voting was required and requested the meeting to acknowledge the Interim Dividends Payment of the year 2019.

**Resolution** The meeting has passed the resolution to acknowledge the Interim Dividends Payment of the year 2019 a rate of Baht 0.18 per share, totaling amount Baht 105,210,000 and no additional dividends shall be paid for the Operating Results in the year 2019.

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

The Secretary to the meeting informed the meeting that, According to Section 70 and 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 (4) 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 laws to be elected as Director from October 1 to December 31, 2019 after the said period it has turned out that no shareholder has offer Director candidate nominated.

However, that to conform to the good corporate governance and shareholders or proxies can opinions independently, the four directors would leave the meeting room. The directors were to return to the meeting room after the agenda was presented. The Secretary to the meeting then to present the details of this agenda to the meeting.

The Nomination and Remuneration Committee 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, and proposed a list of qualified candidates to the Board of Directors, which The Board of Directors, excluding the Directors who have interests in this matter, careful consideration and screening, deemed it appropriate to propose the re-election of Directors who complete their term by rotation in 2020 for another term, Details are in the Annex 2 (1)-(4) pages 32-39 in Invitation of AGM, namely:

(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

Also, 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 42.

Due to, Dr. Supot 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.

However, to conform with good corporate governance, the shareholders or proxies were requested to cast votes for election of each director individually in the ballot, as follows:

**6.1 To consider approve election of Miss Voranuch Supaibulpipat to rotation to be re-elected as Independent Director for another term**

The Secretary to the meeting invited the shareholders or proxies to question and comment by writing on provided question form, No questions or comments were raised by any shareholder, the Secretary to the meeting requested the shareholders or proxies to consider the resolution for this agenda.

**Resolution** The meeting has passed the resolution to approve of the election Miss Voranuch Supaibulpipat as Independent Director for another term, by the majority vote of the shareholders who attend the meeting and having the right, result as follows:

Voting	Number of votes (votes)	As %
Approved	415,035,413	99.9999
Disapproved	500	0.0001
Abstained	0	0.0000
Total (163 shareholders)	415,035,913	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.

**6.2 To consider approve election of Mrs. Sirima Iamsakulrat to rotation to be re-elected as Director for another term**

The Secretary to the meeting invited the shareholders or proxies to question and comment by writing on provided question form, No questions or comments were raised by any shareholder, the Secretary to the meeting requested the shareholders or proxies to consider the resolution for this agenda.

**Resolution** The meeting has passed the resolution to approve of the election Mrs. Sirima Iamsakulrat as Director for another term, by the majority vote of the shareholders who attend the meeting and having the right, result as follows:

Voting	Number of votes (votes)	As %
Approved	330,801,762	79.7044
Disapproved	0	0.0000
Abstained	84,234,151	20.2956
Total (163 shareholders)	415,035,913	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.

**6.3 To consider approve election of Dr. Jain Charnnarong to rotation to be re-elected as Director for another term**

The Secretary to the meeting invited the shareholders or proxies to question and comment by writing on provided question form, No questions or comments were raised by any shareholder, the Secretary to the meeting requested the shareholders or proxies to consider the resolution for this agenda.

**Resolution** The meeting has passed the resolution to approve of the election Dr. Jain Charnnarong as Director for another term, by the majority vote of the shareholders who attend the meeting and having the right, result as follows:

Voting	Number of votes (votes)	As %
Approved	342,716,783	82.5752
Disapproved	0	0.0000
Abstained	72,319,130	17.4248
Total (163 shareholders)	415,035,913	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.



#### 6.4 To consider approve election of Mr. Parkphum Wongpaitoon to rotation to be re-elected as Director for another term

The Secretary to the meeting invited the shareholders or proxies to question and comment by writing on provided question form, No questions or comments were raised by any shareholder, the Secretary to the meeting requested the shareholders or proxies to consider the resolution for this agenda.

**Resolution** The meeting has passed the resolution to approve of the election Mr. Parkphum Wongpaitoon as Director for another term, by the majority vote of the shareholders who attend the meeting and having the right, result as follows:

Voting	Number of votes (votes)	As %
Approved	410,805,588	98.9807
Disapproved	0	0.0000
Abstained	4,230,325	1.0193
Total (163 shareholders)	415,035,913	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.

The Secretary to the meeting then, 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 7 To consider approve the 2020 remuneration for Board of Director and Board-Committees

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

Miss Voranuch Supaibulpipat, explaining that, 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 by not less than two-thirds (2/3) of the total number of vote of the shareholders attending the meeting and having the right to vote.

The Board of Directors has carefully considered that the structure of the 2020 remuneration for Board of Director and Board-Committees 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 comparison with other companies in the same industry by taking into account various relating factors and criteria Completely as proposed by the Nomination and Remuneration Committee, and 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, which effective from May 1, 2020 with the following rates:

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

- |                       |      |
|-----------------------|------|
| 3. Annual Bonus       | None |
| 4. Other Remuneration | None |

Also, the 2020 remuneration for Board of Director and Board-Committees, the same rate as year 2019, and the actual remuneration paid in 2019 totaled Baht 3,955,000. The Company have policy and principles of the remuneration for the Board of Directors and Board Committees 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.
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.
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 then invited the shareholders or proxies to question and comment by writing on provided question form, No questions or comments were raised by any shareholder, the Secretary to the meeting requested the shareholders or proxies to consider the resolution for this agenda.

**Resolution** The meeting has passed the resolution to approved the 2020 remuneration for Board of Director and Board-Committees by the vote not less than two-thirds (2/3) of the shareholders who attend the meeting and having the right to vote without counting the portion of shareholders who have an interest as follows:

Voting	Number of votes (votes)	As %
Approved	246,774,621	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total (163 shareholders)	246,774,621	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 168,261,292 shares.

3. There was no additional shareholder registering to attend the meeting.

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

The Secretary to the meeting assigned Mr. Wisit Wachiralappaitoon, Chief financial officer, to present the details of this agenda to the meeting.

Mr. Wisit Wachiralappaitoon, explaining 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 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, as the Company's auditors for the year 2020, 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.

Whereby, the Board will oversee the preparation of the financial statements on time, whereby one of the following auditors as the auditor and signed in the 2020 annual financial audit report and quarterly review report from the 1<sup>st</sup> to 3<sup>rd</sup> quarter of the year 2020.

1. Mr.Thanawut Piboonsawat                      Certified Public Accountant Registration No.6699
2. Miss Potjanarat Siripipat                      Certified Public Accountant Registration No.9012
3. Miss Roongnapha Saengchan                      Certified Public Accountant Registration No.10142
4. Miss Techinee Pompenpob                      Certified Public Accountant Registration No.10769
5. Other auditors approved by the Office of the Securities and Exchange Commission. Assigned by Dharmniti Auditing Co., Ltd. as the responsible auditor.

The proposed auditors had not undersigned the Company's financial statements for the period that exceeding the limitation of the relevant regulations. 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.

The Board of Director, thus, found it appropriate to propose to the meeting to approve the annual audit fee year 2020 and quarterly review fee at the amount of Baht 1,406,000 together with other expenses such as allowances fee, overtime, travel expenses, telephone charges and other documents to be charged per actual, Also, the audit fee rate of the aforementioned was increase from rate as that of year 2019 which is paid in the total amount of Baht 1,326,000 or increased accounted 6.03%.

The auditors whose name listed above, was assigned as the Company's auditor for the Company's financial statements of the first quarter of the year 2020. The Company's proposal, therefore, also followed the notification of the Capital Market Supervisory Board no. Tor Jor 28/2563 which allows the listed company to perform in case it could not arrange the shareholder meeting to appoint the auditor in time for reviewing the financial statements of the first quarter of the year 2020 due to the outbreak of COVID-19. The Company has already submitted the financial statements of the first quarter of 2020 to the Securities and Exchange Commission and Stock Exchange of Thailand.

The Secretary to the meeting then invited the shareholders or proxies to question and comment by writing on provided question form, on this agenda item.

- **Ms. Jit sawitkul, a proxy from Thai Investors Association, raised one question below:**

No 1. Did the auditor from Dharmniti Auditing Co., Ltd. provide a reason for the increment of their auditing service fee of 2020 by approximately 6%?

Answer Mr. Wisit Wachiralappaitoon, Chief Finance Officer, explained that the account auditing fee of 2019 at 1,326,000 Baht which the Shareholders Annual General Meeting 2019 resolved to approve prior to the registration of the subsidiary company in Vietnam, later increased in 2020 as a result of an increase in the auditing manpower in 2 parts including (1) Subsidiary company financial statement audit in order to enable the Company to prepare the consolidated financial statement within the required time. (2) There are 2 accounting standards which are enforced in 2020, which are TFRS 9 regarding financial instruments and TFRS 16 regarding leases. Therefore, it is necessary to conduct audits and express opinions for the preparation of additional financial statements. In this regard, at the Audit Committee and the Board of Directors meeting, it was considered that the auditing fee of 2020 is appropriate to the work executed by the auditors which requires additional auditing time to complete.

No further questions and comments were raised, the Secretary to the meeting requested the shareholders or proxies to consider the resolution for this agenda.

**Resolution** The meeting has passed the resolution to approved the Appointment of Auditors from Dharmniti Auditing Company Limited of Mr. Thanuwut Piboonsawat C.P.A. license no.6699 or Miss Potjanarat Siripipat C.P.A. license no.9012 or Miss Roongnapha Saengchan C.P.A. license no.10142 or Miss Techinee Pornpenpob C.P.A. license no.10769 or Other auditors approved by the Office of the Securities and Exchange Commission. Assigned by Dharmniti Auditing Co., Ltd. as the responsible auditor to be the Company's auditor for the year 2020, and approved the fix the 2020 audit fee of Baht 1,406,000 together with other expenses such as allowances fee, overtime, travel expenses, telephone charges and other documents to be charged per actual. By the majority vote of the shareholders who attend the meeting and having the right, result as follows:

Voting	Number of votes (votes)	As %
Approved	415,035,913	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total (163 shareholders)	415,035,913	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 appointment of the amendments / additions of the Company's Articles of Association**

The Secretary to the meeting informed the meeting that, The Board of Directors Charter was amendments, whereby In addition to retirement by rotation, a director shall vacate office upon "Being 80 years old, but vacating office from the end of the calendar 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 (3/4) 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 and deemed it appropriate to propose to the Annual General Meeting of the Shareholders to consider the amendments / additions of the Company's Articles of Association, Article 18 by repealing the existing wordings and replacing with the new wordings as per the below details:

*"Clause 18. In addition to retirement by rotation, a director shall vacate office upon*

- (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) Being 80 years old, but vacating office from the end of the calendar year.*

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 question and comment by writing on provided question form. No questions or comments were raised by any shareholder, the Secretary to the meeting requested the shareholders or proxies to consider the resolution for this agenda.

**Resolution** The meeting has passed the resolution to approve the amendment of the Company's Articles of Association, Article 18. By the vote not less than three-fourths (3/4) of the shareholders who attend the meeting and having the right, result as follows:

Voting	Number of votes (votes)	As %
Approved	415,035,913	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total (163 shareholders)	415,035,913	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 Other matters (if any)**

The Secretary to the meeting informed the meeting that the Company invited the shareholders to propose agenda for this AGM on the website from October 1 to December 31, 2019, after the said period it has turned out that no shareholder has agenda proposals any other matters to the Company. However, the proposed any other matters agenda must also comply with the rules prescribed by the law.

After then, The Secretary to the meeting invited the shareholders or proxies to question and comment by writing on provided question form, No further questions and comments were raised, the Secretary to the meeting requested the Chairman of the meeting declared the meeting close.

The Chairman of the meeting, Thanked the shareholders, the Board of Directors, Executives and the attended the meeting who cooperate in the meeting as well and 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, and announced that the meeting is adjourned.

As the meeting adjourned, there were in total 163 shareholders attending in person and proxies present at the meeting, representing 415,035,913 shares equaling 71.0070%, of the total issued share of the Company.

The meeting adjourned at 15.57 hrs.



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



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



### Profile of the Nominated Persons to be Elected as Directors

- **Name** : **Mr. Wirat Sukchai**  
(Nominated to be re-elected as director for another term)
- **Present Position** : Directors (Executive),  
Member of the Executive Committee,  
Member of the Risk Management Committee,  
Chief Executive Officer, Managing Director  
and Authorized Director
- **Directors Nominee** : **Director**
- **Age (as of December 31, 2020)** : 55 years
- **Nationality** : Thai
- **Expertise** : Core business knowledge / Marketing strategy and Competition / Risk Management
- **Education**
  - ◆ M.B.A. (E-MBA), National Institute of Development Administration (NIDA)
  - ◆ B.B.A. (Sales and Marketing), Bangkok University
- **Director Training Program**
  - ◆ Training program of Thai Institute of Directors Association (IOD):
    1. How to Develop a Risk Management (HRP) Class 12/2017
    2. Successful Formulation & Execution of Strategy (SFE), Class 24/2015
    3. Director Certification Program (DCP), Class 204/2015
    4. Role of Chairman Program (RCP), Class 36/2015
    5. Anti-Corruption for Executive Program (ACEP), Class 14/2015
    6. Director Accreditation Program (DAP), Class SET/2012
- **Work Experience**
  - ◆ 2016 - Present Chief Executive Officer and Managing Director: Fire Protection System, Air-conditioning System and Sanitary, Harn Engineering Solutions Plc.
  - ◆ 2012 - 2016 Managing Director, Harn Engineering Solutions Plc.
  - ◆ 2002 - 2012 General Manager, Fire Victor Co., Ltd.
- **HARN Shareholdings (as of December 31, 2020)** : 102,178,367 shares (17.48%)  
(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** : 7 years (May 22, 2014 - Present)
- **Position in Subsidiaries** : None
- **Meeting Attendance during Directorship of Year 2020**
  - ◆ The 2020 Annual General Meeting of Shareholders of the total 1 meeting, attending 1 meeting
  - ◆ Board of Directors of the total 8 meetings, attending 8 meetings
  - ◆ Executive Committee of the total 12 meetings, attending 12 meetings
  - ◆ Risk Management 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 Mr. Wirat Sukchai 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 : 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 2021  
: Agenda no.7 To consider approve the 2021 remuneration for Board of Director and Board-Committees

### Profile of the Nominated Persons to Be Elected as Directors

- **Name** : Mrs. Valeeratn Chuerboonchai  
(Nominated to be re-elected as director for another term)
- **Present Position** : Directors (Non-Executive)
- **Directors Nominee** : Director
- **Age (as of December 31, 2020)** : 66 years
- **Nationality** : Thai
- **Expertise** : Accounting, Finance / Human Resource Management
- **Education**
  - ◆ B.B.A. (Accounting), Assumption University
- **Director Training Program**
  - ◆ Training program of Thai Institute of Directors Association (IOD):
    1. Financial Statements for Directors (FSD), Class 28/2015
    2. Director Certification Program (DCP), Class 205/2015
    3. Anti-Corruption for Executive Program (ACEP), Class 14/2015
    4. Director Accreditation Program (DAP), Class SET/2012
- **Work Experience**
  - ◆ 2018 - Present Director, Nutrix Public Company Limited
  - ◆ 2018 - Present Director, Harn Engineering Solutions Plc.
  - ◆ 2012 - 2018 Director and Member of the Executive Committee, Harn Engineering Solutions Plc.
  - ◆ 2012 - 2017 Assistant Managing Director: Operations, Harn Engineering Solutions Plc.
  - ◆ 2007 - 2016 Director and Member of the Executive Committee, Chillmatch Co., Ltd.
  - ◆ 2007 - 2016 Director and Member of the Executive Committee, QIIS Co., Ltd.
  - ◆ 2009 - 2015 Director, Promark Co., Ltd.
- **HARN Shareholdings (as of December 31, 2020)** : 7,477,686 shares (1.28%)  
(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** : 7 years (May 22, 2014 - Present)
- **Position in Subsidiaries** : None
- **Meeting Attendance during Directorship of Year 2020**
  - ◆ The 2020 Annual General Meeting of Shareholders of the total 1 meeting, attending 1 meeting
  - ◆ Board of Directors of the total 8 meetings, attending 8 meetings



- Positions in Other Listed/Non-listed Companies

Listed companies on the SET	None	
Other organizations/agencies/businesses (non-listed)	1 companies:	1. Director, Nutrix PLC. / Business Manufacturing of ready-made pet food
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. Valeeratn Chuerboonchai 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 : 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 2021  
: Agenda no.7 To consider approve the 2021 remuneration for Board of Director and Board-Committees

### Profile of persons to be appointed as Independent Director and Audit Committee

- Name : Mr. Prasert Deejongkit
- Position in the Company (Present) : None
- Directors Nominee : Director
- Age (as of December 31, 2020) : 54 years
- Nationality : Thai
- Education
  - ◆ MBA (Financial Management (2nd honours)), National Institutes of Development Administration (NIDA)
  - ◆ LLB, Sukhothai Thamathirat Open University, Nonthaburi
  - ◆ BE (Mechanical Engineering), Chulalongkorn University
- Director Training Program
  - ◆ Training program of Thai Institute of Directors Association (IOD) : None
  - ◆ Training Other :
    1. Islamic Banking and Finance: Legal, Regulatory & Risk Management, Euromoney Training, November 2008
    2. Sasin Executives Program (SEP) 24, Sasin Graduate Institute of Business Administration of Chulalongkorn University, September 2010
    3. Leadership Succession Program (LSP) 2, Institute of Research and Development for Public Enterprises of Thailand Foundation (IRDP), June 2014
    4. Strategic and Innovation for Business in Asia (SIBA) 4, CMMU, Mahidol University and Sloan School of Management, Massachusetts Institute of Technology, June 2015
    5. Executive Development Program (EDP) 12, Fiscal Policy Research Institute Foundation, Ministry of Finance, August 2016
- Work Experience
  - ◆ 2020 - Present EVP & Manager, Corporate Finance Department, Bangkok Bank PCL
  - ◆ 2020 - Present Director and Member of Sub-Committee on Director on Debt Securities, The Securities and Exchange Commission
  - ◆ 2019 - Present Director, TRIS Corporation Limited
  - ◆ 2015 - Present Director, Club's Board of Directors, Investment Banking Club
  - ◆ 2009 - 2019 Bangkok Bank PCL SVP & Manager, Corporate Finance Department
  - ◆ 2006 - 2008 Bangkok Bank PCL VP & Manager, Corporate Finance Department
- HARN Shareholdings (as of December 31, 2020) : None (Includes shares of spouse and minor children.)
- Appointment Date : None
- Years of Directorship : None
- Position in Subsidiaries : None





● Positions in Other Listed/Non-listed Companies

Listed companies on the SET	1 companies	1. EVP & Manager, Corporate Finance Department, Bangkok Bank PCL / Business Banking
Other organizations / agencies/businesses (non-listed)	1 companies	1. Director, TRIS Corporation Limited / Business support service, not elsewhere classified Performance evaluation, storage and dissemination
Positions held in a competing business/ related business that may cause conflict of interest:	1 companies	1. Director, Club's Board of Directors, Investment Banking Club / Business Financial Institutions 2. Director and Member of Sub-Committee on Director on Debt Securities, SEC / Business promoting and developing As well as supervising the capital market

● 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. Prasert Deejongkit 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 5 (page 40) 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 director : None

- Having beneficial interest in the agenda item at this meeting : Agenda no.6 To consider and approve the appointment of New Director  
: Agenda no.7 To consider approve the 2021 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 director : None

Profile of Independent Directors to be a Proxy for Shareholders  
of 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** 75 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 2020)** - None -
- **Years of Directorship** 7 years (May 22, 2014 - Present)
- **Conflict of interest in this meeting's agenda**
  - Agenda no. 7 To consider approve the 2021 remuneration for Board of Director and Board-Committees
- **Agenda without interest in this meeting**
  - Agenda no. 1 To consider adopt minutes of the 2020 Annual General Meeting of Shareholders
  - Agenda no. 2 To Acknowledge the Company's operating results for the year 2020
  - Agenda no. 3 To consider approve the Consolidated Financial Statement and Separated Financial  
Statements for the year ended December 31, 2020
  - Agenda no. 4 To consider approve the appropriation of profit and dividend payment for the 2020 operating results
  - Agenda no. 5 To consider approve election of directors in Replacement of those who complete their terms  
by rotation in 2021
  - Agenda no. 6 To consider and approve the appointment of New Director
  - Agenda no. 8 To consider approve the 2021 Annual Appointment of Auditors and Determination of their Remuneration
  - Agenda no. 9 Other matters (if any)
- **Special interests that are different from other directors** - None -



Note: Details of "Director Profiles" appear in Annex 9 Annual Report 2020 in QR Code format in page 47.

## Profile of Independent Directors to be a Proxy for Shareholders of Harn Engineering Solutions Public Company Limited

- |  |  |   |
|--|--|---|
| <ul style="list-style-type: none"> <li>● Name</li> <li>● Present Position</li> <li>● Age</li> <li>● Nationality</li> <li>● Appointment Date</li> <li>● Address</li> <li>● HARN Shareholdings (as of 31 December 2020)</li> <li>● Years of Directorship</li> <li>● Conflict of interest in this meeting's agenda</li> <li>● Agenda without interest in this meeting</li> <li>● Special interests that are different from other directors</li> </ul> | <p><b>Miss Voranuch Supaibulpipat</b></p> <p>Independent Director (non-executive) /<br/>Member of the Audit Committee and<br/>Chairperson of the Nomination and<br/>Remuneration Committee</p> <p>57 years</p> <p>Thai</p> <p>September 5, 2012 (The company has not been listed on the stock exchange)<br/>(The company was listed on the Stock Exchange of Thailand in 2014, resulting in<br/>continuous holding the position.)</p> <p>176/32 Nanglinchi Road, Chong Nonsi, Yan Nawa, Bangkok 10120</p> <p>- None -</p> <p>7 years (May 22, 2014 - Present)</p> <ul style="list-style-type: none"> <li>- <u>Agenda no. 7</u> To consider approve the 2021 remuneration for Board of Director and Board-Committees</li> </ul> <ul style="list-style-type: none"> <li>- <u>Agenda no. 1</u> To consider adopt minutes of the 2020 Annual General Meeting of Shareholders</li> <li>- <u>Agenda no. 2</u> To Acknowledge the Company's operating results for the year 2020</li> <li>- <u>Agenda no. 3</u> To consider approve the Consolidated Financial Statement and Separated Financial Statements for the year ended December 31, 2020</li> <li>- <u>Agenda no. 4</u> To consider approve the appropriation of profit and dividend payment for the 2020 operating results</li> <li>- <u>Agenda no. 5</u> To consider approve election of directors in Replacement of those who complete their terms by rotation in 2021</li> <li>- <u>Agenda no. 6</u> To consider and approve the appointment of New Director</li> <li>- <u>Agenda no. 8</u> To consider approve the 2021 Annual Appointment of Auditors and Determination of their Remuneration</li> <li>- <u>Agenda no. 9</u> Other matters (if any)</li> </ul> <p>- None -</p> |  |
|--|--|---|

Note: Details of "Director Profiles" appear in Annex 9 Annual Report 2020 in QR Code format in page 47.

## Definition of Independent Director

*The Company has defined the composition of the Board of Directors to include independent directors at least one-third (1/3) 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 (2) 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.*

## The Articles of Association (Regarding the Shareholders Meeting and Voting)

### 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.

When has been approved by the general meeting of shareholders The company may transfer other reserves. Legal reserve and the reserve capital, surplus share value, respectively To compensate the accumulated loss 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, 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.

The directors to vacate office in the first and second years following the registration of the Company shall be drawn by lots. In subsequent years, the directors who have remained in office for the longest time shall vacate office. A vacating director may be eligible for re-election.

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 January 1, and end on December 31, 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.

Clause 54. The auditor has the right to make an explanation in writing to propose to the shareholders' meeting and has the duty to attend every meeting of shareholders at which the balance sheet, the statement of profit and loss and the problems concerning the accounts of the Company are to be considered in order to explain to the shareholders the auditing of the Company. The Company shall also deliver to the reports and documents of the Company as receivable by the shareholders at that shareholder' meeting to the auditor.

**Guidelines for Appointment of Proxy, Registration and Voting  
at the Annual General Meeting of Shareholders  
of Harn Engineering Solutions Public Company Limited**

### Appointment of Proxy

In case of shareholder is unable to attend the shareholders' meeting in person, may appoint a proxy by proceeding as follows:

1. The shareholder shall use Proxy Form B (Attachment 2) as provided by the Company only.
2. The shareholder can granting proxy to one of the Company's independent directors (listed in Annex 4 pages 38-39), requested to fill details as Proxy Form B. (Attachment 2) herewith, please sign on page 3 and page 4, and return the proxy form with related evidence to the Company to Corporate Governance Department, at 4<sup>th</sup> Floor, Harn Engineering Solutions Public Company Limited, No. 559 Soi Soonvijai 4, Rama 9 Road, Bang Kapi, Huay Kwang, Bangkok 10310, within Friday, April 16, 2021. (Please see details as per Annex 8, pages 46, and pre-casting the vote for each agenda is recommended).

Or

3. Granting proxy to other person (can indicate names and details of up to a maximum of two 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), shareholders are requested to fill details as Proxy Form B. (Attachment 2), please sign on page 3 and page 4, with evidence attached (see details as per Annex 8, pages 46). However, for convenience during the registration, the proxies are requested to sign as Proxy Form B. and the Notice of Meeting with Barcode for the registration (Attachment 1), for the show to the Company staff on the meeting date at least 2 hours before the meeting.

### Registration for Meeting Attendance

- The 2021 Annual General Meeting of Shareholders, under the spread of COVID-19 virus spread, will be a combination of many people, which is a risk factor from the spread, the with our deep concern over the health and safety of the Shareholders and/or the proxies meeting attendees, the Company, Request for everyone to thoroughly strictly comply with the Company's Precautionary Measures and Guidelines for Holding the Meeting under the Circumstance of Disease COVID-19 indicated in pages 2-3 of this invitation.
- The Company will open registration and proxy document check at least 2 hour before the meeting or started from 12.00 hrs. on Friday, April 23, 2021 at HALL 31-32, 3<sup>rd</sup> Floor, Harn Engineering Solutions Public Company Limited, No. 559 Soi Soonvijai 4, Rama 9 Road, Bang Kapi, Huay Kwang, Bangkok 10310 and will be registration with barcode system. (Map of the Meeting in Annex 10, page 49), The Company provide shuttle service, park at the back of the KPN Building, Rama 9 Road form 11.00 am
- For convenience and speed the registration, the shareholders and/or proxies are requested to bring the Notice of Meeting with Barcode for the registration (Attachment 1), with registration documents as detail in Identification Documents Required for the Meeting (details in Annex 8 pages 46) for show to the Company staff on the meeting date at least 2 hours before the meeting.

## 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:

- 2.1 Each shareholder has number of votes entitled to cast equal to number of shares held.
- 2.2 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.
- 2.3 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

1. 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.
2. 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.
  - In case of a tie of votes, the Chairman of the meeting shall have a casting vote.
  - 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.

## Required Documents to be presented at the Annual General Meeting of Shareholders of Harn Engineering Solutions Public Company Limited

The Company will open registration and proxy document check at Friday, April 23, 2021 started from 12.00 hrs. on Friday, April 23, 2021 and will be registration with barcode system. For the convenience of the registration process, shareholders and/or proxies are requested to present the Notice of Meeting with Barcode for the registration (Attachment 1) and/or Proxy Form B. (Attachment 2), which sent to the shareholders together with the invitation notice. Comes with the registration document for show to the Company staff on the meeting date, which are in accordance with the corporate governance guideline practice year 2017. Documents required in the registration process comprise:

**1. Attendance of Meeting in Person:** Shareholders must present following documents for registration.

**1.1 Individual person:**

- The Notice of Meeting with Barcode for the registration (Attachment 1) completely filled in and sign.
- Original of valid identification card or driving license or government official identification or passport (in case of foreigners). In case of any changes of name or last name, evidence of such changes must be presented.

**1.2 Juristic person:**

- The Notice of Meeting with Barcode for the registration (Attachment 1) completely filled in and sign.
- Certified true copy of valid identification card or driving license or passport (in case of foreigners) of the authorized to sign on behalf the juristic.
- A copy of the Affidavit of that juristic person with issued by the Ministry of Commerce or the relevant government authority, bearing a date within 3months period prior to the meeting date, and certified as a true copy by the authorized person of the juristic person with the seal of the juristic person (if any).

**2. Proxy Granting:** Proxies must present following documents for registration. (stamp duties of Baht 20, will be provided for proxy at the documentation check counter)

**2.1 Individual person:**

- Proxy Form B. (Attachment 2) signed by the grantor and the proxy (**please sign on page 3 and page 4**) completely filled in.
- The Notice of Meeting with Barcode for the registration (Attachment 1) completely filled in (signed by the proxy attending the meeting).
- Certified true copy of valid identification card or driving license or passport (in case of foreigners) **of the grantor and the proxy.**

**2.2 Juristic person:**

- Proxy form B. (Attachment 2) signed by an authorized person according to its Affidavit, with the seal of the juristic person affixed (if any), and by the proxy (please sign on page 3 and page 4), completely filled in.
- The Notice of Meeting with Barcode for the registration (Attachment 1) completely filled in (signed by the proxy attending the meeting).
- A copy of the Affidavit of that juristic person with issued by the Ministry of Commerce or the relevant government authority, bearing a date within 3months period prior to the meeting date, and certified as a true copy by the authorized person of the juristic person with the seal of the juristic person (if any).
- Certified true copy of valid identification card or driving license or passport (in case of foreigners) **of the grantor is authorized person according to its Affidavit and the proxy.**
- In case as proxy of non-Thai shareholder with appointment of a custodian in Thailand, must attach additional as follows:
  - 1) Power of Attorney from the non-Thai grantor authorizing the custodian to sign the Proxy Form B. on the behalf.
  - 2) Letter certifying that the custodian, who signs the Proxy Form, is permitted to engage in the custodian business.



The 2020 Annual Report  
(Download in QR Code)



QR Code Downloading Procedures for the 2020 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 2020 Annual Report in the form of E-books accessible via 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.



**The 2020 Annual Report Requisition Form  
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 2020 in Thai printed form 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.....

Signed..... Shareholder

( )

Date.....

Please to fill in the form and sent at email: varinkan.t@harn.co.th and wasukan.b@harn.co.th or fax no. +66(0)2 318-9744 ext.4000 to the Corporate Governance Division. The Company will then deliver to Shareholder. If having enquiries or suggestions, please contact:

- Mrs. Varinkan Teraumranon      Tel: +66(0)2 318-9744 ext. 4003
- Miss Wasukan Boonmee      Tel: +66(0)2 318-9744 ext. 4011

Map of the 2021 Annual General Meeting of Shareholders Venue  
at HALL 31-32, 3rd Floor, Harn Engineering Solutions Public Company Limited  
No. 559 Soi Soonvijai 4, Rama 9 Road, Bang Kapi, Huay Kwang, Bangkok 10310



🕒 The Company provide shuttle service, park at the back of the KPN Building, Rama 9 Road form 11.00 am.

เรื่อง กำหนดการประชุมสามัญผู้ถือหุ้น  
Subject Schedule of Annual General Meeting of Shareholders

วันที่ 22 มีนาคม 2564  
Date

สัญชาติ  
Nationality

เรียน  
To  
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=210423>

วันที่ประชุม : วันศุกร์ที่ 23 เมษายน 2564 เวลา 14:00 น.  
Meeting Date : Friday, April 23, 2021 at 14:00 hrs.

สถานที่ประชุม : HALL 31-32 ชั้น 3 บมจ. หาญ เอ็นจิเนียริ่ง โซลูชั่นส์ 559 ซ.ศูนย์วิจัย 4 ถ.พระราม 9 บางกะปิ ห้วยขวาง กรุงเทพฯ  
Meeting Venue : HALL 31-32, 3rd Fl., Harn Engineering Solutions Plc., 559 Soi Soonvijai 4, Rama 9 Rd., Huay Kwang, Bangkok

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

ของ บริษัท หาญ 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 พร้อมทั้งแบบฟอร์มลงทะเบียน

ท่านสามารถค้นหารายละเอียดระเบียบวาระการประชุม พร้อมความเห็นกรรมการในเรื่องดังกล่าว รวมทั้งสิ่งที่เสนอต่อที่ประชุมพร้อมรายละเอียดและเอกสารประกอบการประชุมอื่นๆ ผ่าน QR Code หรือ URL <https://www.set.or.th/set/tsd/meetingdocument.do?symbol=HARN&date=210423> หรือ ติดต่อขอรับเอกสารประกอบการประชุมได้ที่บริษัทผู้ออกหลักทรัพย์

เว็บไซต์: [www.harn.co.th](http://www.harn.co.th) / โทร 02 318 9744 ต่อ 4011 / 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=210423>

You can also contact the issuer for the annual report

Website : [www.harn.co.th](http://www.harn.co.th) /Tel. +66 2 318 9744 Ext. 4011 / 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





- (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 2563**

- Agenda no. 1 To consider adopt minutes of the 2020 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 รับทราบผลการดำเนินงานของบริษัทฯ ประจำปี 2563**

- Agenda no. 2 To Acknowledge the Company's operating results for the year 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 3 พิจารณานุมัติงบการเงินรวมและงบการเงินเฉพาะกิจการ สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2563**

- Agenda no. 3 To consider approve the Consolidated Financial Statement and Separated Financial Statements for the year ended December 31, 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 4 พิจารณานุมัติการจัดสรรกำไรและการกำหนดจ่ายเงินปันผลสำหรับผลการดำเนินงาน ประจำปี 2563**

- Agenda no. 4 To consider approve the appropriation of profit and dividend payment for the 2020 operating 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 2564**

- Agenda no. 5 To consider approve election of directors in Replacement of those who complete their terms by rotation in 2021
- ☐ 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 พิจารณานุมัติการแต่งตั้งกรรมการเข้าใหม่**

- Agenda no. 6 To consider and approve the appointment of New Director
- ☐ 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 พิจารณานุมัติค่าตอบแทนของคณะกรรมการบริษัท และคณะกรรมการชุดย่อย ประจำปี 2564**

- Agenda no. 7 To consider approve the 2021 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 8**

Agenda no. 8

**พิจารณาอนุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนการสอบบัญชี ประจำปี 2564**

To consider approve the 2021 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:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

**วาระที่ 9**

Agenda no.9

**พิจารณาเรื่องอื่นๆ (ถ้ามี)**

Other matters (if any)

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำการไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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. ในกรณีที่จำนวนวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประกอบแนบหนังสือมอบฉันทะแบบ 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 หาญ เอ็นจิเนียริง โซลูชั่นส์ จำกัด (มหาชน)

A proxy is granted by a shareholder of Harn Engineering Solutions Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2564 ในวันศุกร์ที่ 23 เมษายน 2564 เวลา 14.00 น. ณ HALL 31-32 ชั้น 3 บริษัท หาญ เอ็นจิเนียริง โซลูชั่นส์ จำกัด (มหาชน) เลขที่ 559 ซอยศูนย์วิจัย 4 ถนนพระราม 9 แขวงบางกะปิ เขตห้วยขวาง กรุงเทพมหานคร 10310 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย  
At the 2021 Annual General Meeting of Shareholders on Friday, April 23, 2021 at 2.00 p.m. at HALL 31-32, 3<sup>rd</sup> Floor, Harn Engineering Solutions Public Company Limited, No. 559 Soi Soonvijai 4, Rama 9 Road, Bang Kapi, Huay Kwang, Bangkok 10310 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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☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ ..... เรื่อง .....

Agenda no.

Re :

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☐ 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

(.....)

## Quality Living Through Sustainable Engineering



- Fire Protection & Safety
- Air Conditioning & Sanitary
- Refrigeration
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- Harn 3DMed



บริษัท หาญ เอ็นจิเนียริง โซลูชั่นส์ จำกัด (มหาชน)

559 ซอยศูนย์วิจัย 4 ถนนพระราม 9 แขวงบางกะปิ เขตห้วยขวาง กรุงเทพฯ 10310

**Harn Engineering Solutions Public Company Limited**

559 Soi Soonvijai 4, Rama 9 Road, Bangkok, Huaykwang, Bangkok 10310, Thailand



☎ 02 318 9744

📠 02 318 9744 ต่อ 4000

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

📘 Harn Engineering Solutions